



एनएचपीसी लिमिटेड
(भारत सरकार का उद्यम)
NHPC Limited
(A Govt. of India Enterprise)

Registered Office: NHPC Office Complex, Sector 33, Faridabad – 121003

CIN: L40101HR1975GOI032564, Tel No: 0129-2278421, Fax No: 0129-2277941, Website: www.nhpcindia.com, Email ID: webmaster@nhpc.nic.in

NOTICE OF POSTAL BALLOT

(Pursuant to provisions of Section 110 of the Companies Act, 2013 and Rules made thereunder)

To

The Member(s)

Notice is hereby given to the members of NHPC Limited (the "Company") pursuant to Section 110 of the Companies Act, 2013 (the "Companies Act") (which shall include any statutory modifications, amendments or re-enactments thereto) read with the Companies (Management and Administration) Rules, 2014 (which shall include any statutory modification(s), amendment(s) or re-enactment thereof) for seeking consent of Members of the Company by passing resolutions by way of Postal Ballot, for the following special business(s):

ITEM NO. 1: Authorization to the Board of Directors for mortgaging and/or creating charge on all or any of the movable or immovable assets and / or immovable property of the Company for securing borrowings for the purpose of the Company.

To consider and if thought fit, to give ASSENT / DISSENT to the following resolutions as a Special Resolution:

"RESOLVED THAT in supersession of resolution passed by the shareholders in its Extraordinary General Meeting held on 17th December, 1992 and pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 read with relevant rules (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the provisions of the Articles of Association of the Company, consent of the Company be and is hereby accorded in favour of the Board of Directors of the Company for mortgaging and/or charging of all or any of the movable and/or immovable properties of the company, both present and future, or the whole or substantially the whole of the undertaking or the undertakings of the company for securing the borrowing on bonds or on term loans or in any other manner in the Indian Currency and in any Foreign Currency for the purpose of the business of the Company;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do or cause to be done all such acts, deeds and other things as may be required or considered necessary or incidental thereto for giving effect to this resolution."

ITEM NO. 2: Increase in Borrowing Powers up to Rs. 30,000 Crore.

To consider and if thought fit, to give ASSENT / DISSENT to the following resolutions as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and all other provisions of the Companies Act, 2013 read with relevant rules (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the provisions of the Articles of Association of the Company, consent of the Company be and is hereby accorded in favour of the Board of Directors of the Company for borrowing from time to time any sum or sums of money, which together with the monies already borrowed by the Company (apart from temporary loans obtained from the bankers of the Company in the ordinary course of business) shall not exceed in aggregate at any time of Rs. 30,000 crore (Rupees Thirty Thousand Crore) irrespective of the fact that such aggregate amount of borrowing outstanding at any time may exceed the aggregate for the time being of the paid-up capital of the Company and free reserves, that is to say, reserves not set apart for any specific purpose;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do or cause to be done all such acts, deeds and other things as may be required or considered necessary or incidental thereto for giving effect to this resolution."

ITEM NO. 3: Issue of Secured / Unsecured Redeemable Non-Convertible Debentures / Bonds aggregating up to Rs. 2500 Crore through Private Placement

To consider and if thought fit, to give ASSENT / DISSENT to the following resolutions as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 42, 71 and all other applicable provisions of the Companies Act, 2013 read with relevant rules (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to the provisions of the Articles of Association of the Company, approval of the Member(s) be and is hereby accorded to authorize the Board of Directors of the Company to offer or invite subscriptions for Secured / Unsecured Redeemable Non-Convertible Debentures / Bonds, in one or more series / tranches, aggregating up to Rupees 2,500 Crore (Rupees Two Thousand Five Hundred Crore), on Private Placement, on such terms and conditions as the Board of Directors of the Company may, from time to time, determine and in the beneficial interest of the Company including time, consideration for the issue, utilization of issue proceeds and all other matter connected with or incidental thereto;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do or cause to be done all such acts, deeds and other things as may be required or considered necessary or incidental thereto for giving effect to this resolution."

**By order of the Board of Directors
For NHPC Limited**

sd/-

(Vijay Gupta)

Company Secretary

Registered Office: NHPC Office Complex,

Sector 33, Faridabad – 121003

Date: 18-07-2014

Notes:

1. An Explanatory Statement as required under Section 102 of the Companies Act, 2013 in respect of the businesses specified above is annexed hereto.
2. Director (Finance), who has been authorized by the Board of Directors in its meeting held on Monday, 7th July, 2014, has appointed Ms. Savita Jyoti (CP No. 1796), M/s Savita Jyoti Associates, Company Secretaries, E-86, Sainikpuri, Secunderabad-500094 at Hyderabad email-id- savitajyoti@yahoo.com as scrutinizer for conducting the Postal Ballot process in accordance with the law and in a fair and transparent manner.
3. The notice is being sent to all the shareholders whose name appear on the Register of Members/list of beneficial owners as received from National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited (CDSL) on Friday, 11th July, 2014.
4. Shareholders, who have registered their e-mail IDs for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs, are being sent Notice of Postal Ballot by e-mail and to others are being sent by Registered Post/ Courier along with Postal Ballot Form. Shareholders, who have received Postal Ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form, can download Postal Ballot Form from the link www.nhpcindia.com or <https://evoting.karvy.com> or seek duplicate Postal Ballot Form from M/s Karvy Computershare (Private) Limited through an email at raju.sv@karvy.com, fill in the details and send the same to the Scrutinizer.
5. In compliance with provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is offering e-voting facility to all the Shareholders of the Company. For this purpose, the Company has entered into an agreement with M/s Karvy Computershare (Private) Limited for facilitating e-voting facility to enable the Shareholders to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The Shareholders who wish to vote by Postal Ballot Form (instead of e-voting) can download Postal Ballot Form from www.nhpcindia.com or <https://evoting.karvy.com>.

The instructions for e-voting are as under:

(a) Procedure & instructions for e-voting

- i. Open your web browser during the voting period and navigate to "<https://evoting.karvy.com>".
- ii. Enter the login credentials (i.e., user-id & password) mentioned on the Postal Ballot Form. Your folio/DP Client ID will be your User-ID.

User – ID	For Members holding shares in Demat Form:- a) For NSDL:- 8 Character DP ID followed by 8 Digits Client ID b) For CDSL:- 16 digits beneficiary ID For Members holding shares in Physical Form:- • Event no. followed by Folio Number registered with the company
Password	Your Unique password is printed on the Postal Ballot Form / sent via email forwarded through the electronic notice
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

- iii. Please contact our **toll free No. 1800 345 4001** for any further clarifications.
- iv. Members can cast their vote online from **Friday, 8th August, 2014 to (0900 Hours) and ends on Saturday, 6th September, 2014 (1730 Hours)**.
- v. After entering these details appropriately, click on "LOGIN".
- vi. Members holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (\$,@,#). Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through M/s Karvy Computershare (Private) Limited e-Voting platform. System will prompt you to change your password and update any contact details like mobile, email ID etc. on 1st login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vii. You need to login again with the new credentials.
- viii. On successful login, system will prompt to select the 'Event' i.e., '**Company Name**'.
- ix. If you are holding shares in Demat form and had logged on to <https://evoting.karvy.com> and casted your vote earlier for any company, then your exiting login id and password are to be used.
- x. On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken

together should not exceed your total shareholding. If the shareholder do not wants to cast, select 'ABSTAIN'.

- xi. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xii. Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- xiii. Corporate / Institutional Members (Corporate / Fls / Flls / Trusts / Mutual Funds/Banks, etc) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to savitajyoti@yahoo.com with copy to evoting@karvy.com. The file scanned image of the Board Resolution should be in the naming format "Corporate Name_Event no.".

(b) In case a Member receives physical copy of the Notice of Postal Ballot [for members whose email IDs are not registered with the Company/ Depository Participant(s) or requesting physical copy]:

- i. Initial password is provided as below/at the bottom of Postal Ballot Form:

EVEN (E Voting Event Number)	USER ID	PASSWORD/PIN

- ii. Please follow all steps from Sl. No. i to xiii of (a) above, to cast vote.

- (c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of <https://evoting.karvy.com> or contact M/s Karvy Computershare (Private) Limited at the Telephone No.: **(Toll Free No.: 1800 345 4001)**
- (d) If you are already registered with M/s Karvy Computershare (Private) Limited for e-voting, then you can use your existing user ID and password/PIN for casting your vote.
- (e) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

6. Kindly note that the Shareholders can opt for only one mode of voting, i.e., either by Physical Postal Ballot or e-voting. If you are opting for e-voting, then do not vote by Physical Postal Ballot also and vice versa. However, in case Shareholders cast their vote by both Physical Postal Ballot and e-voting, then voting done through valid Physical Postal Ballot shall prevail and voting done by e-voting will be treated as invalid.

7. Shareholders desiring to exercise vote by Physical Postal Ballot are requested to carefully read the instructions printed on the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed business reply envelope to the Scrutinizer, so as to reach the Scrutinizer not later than close of working hours (i.e. 1730 Hours) on Saturday, 6th September, 2014. The postage cost will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered / speed post at the expense of the Shareholders will also be accepted. **Assent / Dissent received after Saturday, 6th September, 2014 would be strictly treated as if reply from the shareholder has not been received.**
8. The voting period ends on the close of working hours (i.e. 1730 hours) on Saturday, 6th September, 2014. The e-voting module shall also be disabled by M/s Karvy Computershare Private Limited for voting thereafter.
9. The voting rights of Shareholders shall be in proportion to their share of the paid up equity share capital of the Company as on Friday, 11th July, 2014.
10. As per Rule 22 of the Companies (Management and Administration) Rules, 2014, inter-alia details of dispatch of notice and Postal Ballot Forms to the shareholders will be published in at-least one English language newspaper and in vernacular language newspaper having wide circulation in the district where registered office of the Company is situated.
11. The Scrutinizer will submit her report to the Chairman and Managing Director or Company Secretary of the Company within seven days after completion of the scrutiny of the Postal Ballot Forms and the result of Postal Ballot along with the Scrutinizer's Report will be displayed on the Company's website www.nhpcindia.com and also on the website of M/s Karvy Computershare (Private) Limited i.e. <https://evoting.karvy.com> and shall be communicated to the stock exchanges where the Company's shares are listed. The result of the Postal Ballot will also be published in the newspapers. In the event, the draft resolution is assented to by the requisite majority of Shareholders by means of Postal Ballot, the date of declaration of Postal Ballot result shall be deemed to be the date of passing of the said resolutions. The result of the Postal Ballot shall also be announced at the next Annual General Meeting of the Company.
12. The Board of Directors has appointed Director (Finance) and Company Secretary as the persons responsible for the entire postal ballot process.
13. All the documents referred to in the accompanying notice and the explanatory statement are open for inspection at the Registered Office of the Company on all working days (except Saturdays, Sundays and bank holidays) between 10:00 a.m. to 1:00 p.m. up to the date of declaration of the result of Postal Ballot.
14. Any query in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to Shri Vijay Gupta, Company Secretary, NHPC Limited, NHPC Office Complex, Sector 33, Faridabad – 121 003 Telephone no 0129-2278018, Fax No. 0129-2278018 or email to companysecretary@nhpc.nic.in.

Annexure to Notice

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

ITEM NO. 1: Authorization to the Board of Directors for mortgaging and/or creating charge on all or any of the movable or immovable assets and / or immovable property of the Company for securing borrowings for the purpose of the Company.

The Shareholders of the Company in its Extraordinary General Meeting held on 17th December, 1992 had given their consent for mortgaging properties / assets of the company by passing an ordinary resolution. As per the requirements of Section 180(1) (a) of the Companies Act, 2013, rules made there under and any other statutory and procedural formalities to be complied with in this regard, the Board of Directors of the Company, except with the consent of Shareholders of the Company by passing a Special Resolution, shall not create mortgage and/or charge on all or any of the immovable and/or movable properties of the Company, both present and future, or otherwise.

The operations of the Company have increased substantially and in order to meet the growing funds requirement of the Company, additional funds are required to be raised by creation of security on the immovable/movable properties of the Company.

Therefore, it is proposed to authorize the Board of Directors of the Company to mortgage/create charge on immovable and/or movable properties of the Company, both present and future, or to sell, lease or other vice dispose off the whole or substantially the whole of the undertaking or the undertakings of the company for securing the borrowing on bonds or on term loans or in any other manner in the Indian Currency and in any Foreign Currency for the purpose of the business of the Company as per the requirements of Section 180(1) (a) of the Companies Act, 2013, Rules made thereunder and any other statutory and procedural formalities to be complied with in this regard.

The Board of Directors of the Company has approved the above proposal and recommends the passing of the proposed Special Resolution by Members of the Company as contained in the Notice of Postal Ballot.

The Directors or Key Managerial Persons or their relatives do not have any concern or interest, financial or otherwise, in passing of the said Resolution except to the extent of their shareholding in the Company.

ITEM NO. 2: Increase in Borrowing Powers upto Rs. 30,000 Crore.

According to the provisions of Section 180 (1) (c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid up Share Capital of the Company and its free reserves at any time except with the consent of the Shareholders of the Company in a General Meeting.

In order to meet the financial requirements of Rs. 20,000 Crore based on the 12th five year plan for the ongoing and future projects, it is proposed to enhance the borrowing limit at Rs. 30,000 Crore as against earlier approved limit of Rs. 26,000 Crore.

The Board of Directors of the Company has approved the above proposal and recommends the passing of the proposed Special Resolution through Postal Ballot.

The Directors or Key Managerial Persons or their relatives do not have any concern or interest, financial or otherwise, in passing of the said Resolution except to the extent of their shareholding in the Company.

ITEM NO. 3: Issue of Unsecured / Secured Non-convertible Bonds / Debentures up to Rs. 2500 Crore through Private Placement.

Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) deals with private placement of securities by a company. Sub-rule (2) of the said Rule 14 states that in case of an offer or invitation to subscribe for non-convertible debentures / bonds on private placement, the company shall obtain, once in a year, previous approval of its shareholders by means of a special resolution for all the offers or invitations for such debentures / bonds during the year.

In order to augment long term financial resources, inter alia, the on-going capital expenditure and for general corporate purposes, the company may invite subscription for Secured / Unsecured Redeemable Non-Convertible Debentures / Bonds in one or more series / tranches on Private Placement, issuable / redeemable at par at the rate of interest determined by the Board of Directors at the time of issue of such debentures / bonds during the year.

The resolution will enable the Board of Directors of the company to invite subscription for non-convertible debentures / bonds, as may be required by the company, from time to time and shall be valid for a period of one year as per the provisions of the Companies Act, 2013.

The Board of Directors of the Company has approved the above proposal and recommends the passing of the proposed Special Resolution by Members of the Company as contained in the Notice of Postal Ballot.

The Directors or Key Managerial Persons or their relatives do not have any concern or interest, financial or otherwise, in passing of the said Resolution except to the extent of their shareholding in the company.

**By order of the Board of Directors
For NHPC Limited**

**Sd/-
(Vijay Gupta)
Company Secretary**

Registered Office: NHPC Office Complex,
Sector 33, Faridabad – 121003

Date:18-07-2014