



एनएचपीसी लिमिटेड
(भारत सरकार का उद्यम)

NHPC Limited
(A Government of India Enterprise)

NH/CS/199

फोन/फैक्स 2016

संदर्भ सं./Ref. No. _____

दिनांक/Date : _____

General Manager
The Listing Department
M/s National Stock Exchange of India Limited,
Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai- 400051

महाप्रबंधक, लिस्टिंग विभाग,
नेशनल स्टॉक एक्सचेंज ऑफ इंडिया लिमिटेड
एक्सचेंज प्लाजा, बांद्रा कुर्ला कॉम्प्लेक्स, बांद्रा (ई),
मुंबई - 400 051
Scrip Code: NHPC EQ

Sub: Notice of Book closure, record date and Annual General Meeting.

विषय: एनएचपीसी लिमिटेड के बुक क्लोजर, रिकॉर्ड तारीख और वार्षिक आम बैठक की सूचना के संदर्भ में।

Sir/महोदय,

Please refer to our earlier letters dated 10.08.2016 and 11.08.2016 and discussions held over phone. In this regard, it is to reiterate that:

1. The 40th Annual General Meeting of NHPC Limited will be held on Thursday, September 22, 2016 at 11 A.M at Municipal Corporation Auditorium, NIT, Near B K Chowk, Faridabad- 121 001. (Copy of notice enclosed).
2. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, September 10, 2016 to Thursday, September 22, 2016 (both day inclusive) for the purpose of the 40th Annual General Meeting and for determining the name of members eligible for dividend on equity shares, if declared at the meeting..
3. The final dividend on equity shares, as recommended by the Board of Directors, subject to the provisions of the Companies Act, 2013, if declared at the Annual General Meeting, will be paid on or after 28th September, 2016 to members or their mandates whose names appear on the Company's register of members on 22.09.2016 in respect of physical shares. In respect of dematerialized shares, the dividend will be payable to the "beneficial owners" of the shares whose names appear in the statement of beneficial ownership furnished by National Securities Depository Limited and Central Depository Services (India) Limited as at the close of business hours on 9th September, 2016.
4. The Company will provide its members the facility to exercise their vote at the aforesaid annual general meeting by electronic means (remote e-voting) on all the resolutions set forth in the notice. The e-voting will commence from 9:00 AM (IST) on Sunday, September 18, 2016 and will end at 05:00 PM (IST) on Wednesday, September 21, 2016. During this period, the members of the Company as on the cut-off date, i.e. 15th September, 2016, may cast their vote by electronic means (remote e-voting).

You are requested to kindly take the information on records.
धन्यवाद,

संगलन: ऊपरोक्त अनुसार

भवदीय,

(Signature)
11/08/2016
कंपनी सचिव



NHPC LIMITED

(A Government of India Enterprise)

Registered Office: NHPC Office Complex, Sector 33, Faridabad, Haryana – 121003
CIN: L40101HR1975GOI032564

Tel No: 0129-2588110
Website: www.nhpcindia.com

Fax No: 0129-2277941
Email ID: webmaster@nhpc.nic.in

NOTICE

NOTICE is hereby given that the 40th Annual General Meeting of the members of NHPC Limited will be held on **Thursday, the 22nd September, 2016 at 11:00 A.M. at Municipal Corporation Auditorium, NIT, Near B. K. Chowk, Faridabad-121001** to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended on 31st March, 2016, together with the Board's Report, the Report of Auditors' thereon and Comments of the Comptroller & Auditor General of India.
2. To note the payment of interim dividend and declare final dividend for the financial year 2015-16.
3. To appoint a Director in place of Shri Jayant Kumar (DIN 03010235), who retires by rotation and being eligible, offers himself for re-appointment for the remaining term at the pleasure of the President of India.
4. To appoint a Director in place of Shri Radheshyam Mina (DIN 00149956), who retires by rotation and being eligible, offers himself for re-appointment for the remaining term at the pleasure of the President of India.
5. **To authorize Board of Directors of the company to fix the remuneration of the Joint Statutory Auditors for the financial year 2016-17 and if thought fit, to pass, the following resolutions as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 142 read with relevant provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Board of Directors be and is hereby authorized to fix the remuneration of Joint Statutory Auditors for the financial year 2016-17.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to these resolutions."

SPECIAL BUSINESS:

6. **To ratify the remuneration of the Cost Auditors for the financial year 2016-17 and if thought fit, to pass, the following resolutions as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 148 read with applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration to the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year 2016-17, be and is hereby ratified as under:

- (a) ₹ 60,000 /- per power station (excluding taxes, duties and TA/DA)
- (b) ₹ 50,000 /- plus service tax for consolidation of cost audit reports of all the power stations by the Lead Cost Auditor and submission of consolidated cost audit report in form CRA-3.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to these resolutions."

7. **To appoint Shri Krishna Mohan Singh (DIN 02223301), as Chairman and Managing Director of the Company and if thought fit, to pass, the following resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013, rules made thereunder read with Articles of Association of the company, Shri Krishna Mohan Singh (DIN: 02223301), who was appointed as Chairman and Managing Director of the Company by the President of India, and subsequently appointed as an Additional Director by the Board of Directors with effect from 23rd September, 2015 to hold office up to the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing from him signifying his intention to propose himself as a candidate for the office of a Director of the Company, be and is hereby appointed as Chairman and Managing Director of the Company, not liable to retire by rotation, on terms & conditions determined by the Govt. of India."



8. **To appoint Shri Ratish Kumar (DIN 06852735), as Director (Projects) of the Company and if thought fit, to pass, the following resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013, rules made thereunder read with Articles of Association of the company, Shri Ratish Kumar (DIN: 06852735), who was appointed as Director (Projects) of the Company by the President of India, and subsequently appointed as an Additional Director by the Board of Directors with effect from 06th January, 2016 to hold office until the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing from him signifying his intention to propose himself as a candidate for the office of a Director of the Company, be and is hereby appointed as Director (Projects) of the Company, liable to retire by rotation, on terms & conditions determined by the Govt. of India."

9. **To appoint Shri Balraj Joshi (DIN 07449990), as Director (Technical) of the Company and if thought fit, to pass, the following resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013, rules made thereunder read with Articles of Association of the company, Shri Balraj Joshi (DIN 07449990), who was appointed as Director (Technical) of the Company by the President of India and subsequently appointed as an Additional Director by the Board of Directors with effect from 1st April, 2016 to hold office until the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing from him signifying his intention to propose himself as a candidate for the office of a Director of the Company, be and is hereby appointed as Director (Technical) of the Company, liable to retire by rotation, on terms & conditions determined by the Govt. of India."

10. **To appoint Shri Satya Prakash Mangal (DIN 01052952), as an Independent Director of the Company and if thought fit, to pass, the following resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013, rules made thereunder read with Articles of Association of the company, Shri Satya Prakash Mangal (DIN: 01052952), who was appointed as an Additional Director by the Board of Directors with effect from 26th November, 2015, to hold office until the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing from him signifying his intention to propose himself as a candidate for the office of a Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for the balance period of his appointment i.e. upto 17th November, 2018 from the date of this General Meeting or until further orders from Govt. of India, whichever is earlier "

11. **To appoint Prof. Arun Kumar (DIN 07346292), as an Independent Director of the Company and if thought fit, to pass, the following resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013, rules made thereunder read with Articles of Association of the Company, Prof. Arun Kumar (DIN 07346292), who was appointed as an Additional Director by the Board of Directors with effect from 26th November, 2015, to hold office until the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing from him signifying his intention to propose himself as a candidate for the office of a Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for the balance period of his appointment i.e. upto 17th November, 2018 from the date of this General Meeting or until further orders from Govt. of India, whichever is earlier "

12. **To appoint Prof. Kanika T. Bhal (DIN 06944916), as an Independent Director of the Company and if thought fit, to pass, the following resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013, rules made thereunder read with Articles of Association of the Company, Prof. Kanika T. Bhal (DIN 06944916), who was appointed as an Additional Director by the Board of Directors with effect from 26th November, 2015, to hold office until the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing from her signifying her intention to propose herself as a candidate for the office of a Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for the balance period of her appointment i.e. upto 17th November, 2018 from the date of this General Meeting or until further orders from Govt. of India, whichever is earlier "

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13. **To appoint Shri Farooq Khan (DIN 07348921), as an Independent Director of the Company and if thought fit, to pass, the following resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013, rules made thereunder read with Articles of Association of the Company, Shri Farooq Khan (DIN 07348921), who was appointed as an Additional Director by the Board of Directors with effect from 26th November, 2015, to hold office until the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing from him signifying his intention to propose himself as a candidate for the office of a Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for the balance period of his appointment i.e. upto 17th November, 2018 from the date of this General Meeting or until further orders from Govt. of India, whichever is earlier "

14. **To consider issue of secured / unsecured, redeemable, non-convertible debentures / bonds aggregating up to ₹ 4500 crore through private placement and if thought fit, to pass, the following resolutions as a Special Resolution:**

"RESOLVED THAT pursuant to Section 42,71 and all other applicable provisions of the Companies Act, 2013 read with relevant rules and any other applicable statutory provisions, the Board of Directors of the Company be and is hereby authorized to make offer(s) or invitation(s) to subscribe to the secured / unsecured, redeemable, taxable/tax-free, cumulative/non-cumulative, non-convertible debentures / bonds, in one or more series / tranches, aggregating up to ₹ 4500 crore (Rupees Four Thousand Five Hundred Crore), through private placement, in domestic market, during the period commencing from the date of passing of Special Resolution till completion of one year thereof or the date of next Annual General Meeting in the financial year 2017-18 whichever is earlier in conformity with rules, regulations, notifications and enactments as may be applicable from time to time, subject to the total borrowings of the company approved by the shareholders under Section 180(1) (c) of Companies Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do or delegate from time to time, all such acts, deeds and things as may be deemed necessary to give effect to private placement of such Bonds including but not limited to determining the face value, issue price, issue size, tenor, timing, amount, security, coupon/interest rate, yield, listing, allotment and other terms and conditions of issue of Bonds as it may, in its absolute discretion, consider necessary."

By the order of the Board of Directors

(Vijay Gupta)

Company Secretary

Date: 4th August, 2016

Regd Office:

NHPC Office Complex,

Sector-33, Faridabad-121003, Haryana

CIN: L40101HR1975GOI032564



NOTES:

1. The register of members and share transfer books of the company will remain closed from **10th September, 2016 to 22nd September, 2016** (both days inclusive) for determining the name of members eligible for dividend on equity shares, if declared at the meeting.
 2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY / PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent (10%) of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for another person or shareholder.

The instrument of Proxy in order to be effective, should be deposited at the registered office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable. However, a proxy shall not have right to speak on any business item in the meeting.
 3. Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 permits sending of soft copies of annual reports to all those members who have registered their email addresses for the said purpose. The Companies Act, 2013 has also recognised serving of documents to any member through electronic mode. In light of the requirements for those Members whose Depository Participant accounts do not contain the details of their email address, printed copies of the Notice of Annual General Meeting and Annual Report for the year ended 31st March, 2016 would be dispatched.
 4. Members may also note that the notice of the 40th Annual General Meeting and the Annual Report for 2015-16 are available on the Company's website www.nhpcindia.com. The physical copies of the relevant documents including audited financial statements of the subsidiary companies will be available at the Company's registered office at Faridabad for inspection between 11.00 a.m. to 1.00 p.m. on working days (barring Saturday and Sunday) prior to the Annual General Meeting. Even after registering for e-communication, members are entitled to receive such communication in physical form, by requesting to Company Secretary of the Company at companysecretary@nhpc.nic.in, by post free of cost.
 5. Member(s) can opt for only one mode of voting i.e. either physical voting at the Annual General Meeting, or voting through electronic means. A member, who has voted through e-voting mechanism, is not debarred from participating in the Annual General Meeting. However, he shall not be allowed to vote in the meeting again and his earlier vote (cast through e-means) shall be treated as final.
 6. In accordance to provisions of Section 107 of the Companies Act, 2013 read with general circular no. 20/2014 dated 17th June, 2014 issued by the Ministry of Corporate Affairs, voting by show of hands shall not be allowed in the meeting.
 7. A statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the special business to be transacted at the meeting is annexed hereto.
 8. The Board of Directors in their meeting held on 28th May, 2016 has recommended a final dividend @ 15% (₹ 1.50 per equity share) on the paid up equity share capital of the Company for the financial year 2015-16, including interim dividend @ 9.2% (₹ 0.92 per equity share) paid in March, 2016. The final dividend on equity shares, as recommended by the Board of Directors, subject to the provisions of the Companies Act, 2013, if declared at the Annual General Meeting, will be paid on or after 28th September, 2016 to members or their mandates whose names appear on the Company's register of members on 22.09.2016 in respect of physical shares. In respect of dematerialized shares, the dividend will be payable to the "beneficial owners" of the shares whose names appear in the statement of beneficial ownership furnished by National Securities Depository Limited and Central Depository Services (India) Limited as at the close of business hours on 9th September, 2016.
 9. In terms of Section 152 of the Companies Act, 2013, Shri Radheshyam Mina, Director (Personnel) (DIN 00149956) and Shri Jayant Kumar, Director (Finance) (DIN 03010235) are liable to retire by rotation at the meeting and being eligible, offer themselves for re-appointment. The tenure of Shri R. S. Mina and Shri Jayant Kumar as per order of Ministry of Power is up to 31.01.2017 and 28.02.2017 respectively. The Board of Directors commends their re-appointment.
- Brief resume of directors proposed to be appointed/re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships, memberships/chairmanships of board committees, shareholding and relationship between directors inter-se as stipulated under Regulation 36 (3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, are annexed hereto.
10. **Members are requested to:**
 - a. note that copies of Annual Report will not be distributed at the Annual General Meeting, therefore, bring their copies of Annual Report, notice and attendance slip duly completed and signed at the meeting.
 - b. deliver duly completed and signed attendance slip at the entrance of the meeting venue, as entry to the hall will be strictly on the basis of entry slip to be provided from the counters at the venue in exchange of attendance slip.
 - c. note that the attendance slip and proxy form should be signed as per specimen signature registered with M/s Karvy Computershare Private Limited ("Karvy"), Registrar & Transfer Agent (RTA) / Depository Participant (DP).
 - d. note that in case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.



- e. quote their Folio/ Client ID & DP ID No. in all correspondence.
 - f. **note that due to strict security reasons mobile phones, brief cases, eatables and other belongings are not allowed inside the auditorium/venue.**
 - g. note that no gifts/coupons will be distributed at the Annual General Meeting.
 - h. note that entry is restricted to members or registered proxy holders. Accordingly, person(s) other than members are requested to register their proxies before stipulated time.
11. Pursuant to applicable provisions of the Companies Act, 1956 (corresponding provisions of Companies Act, 2013 are yet to be notified), the refund / dividend amount which remains unpaid/unclaimed for a period of seven years, is required to be transferred to the Investor Education & Protection Fund (IEPF) of the Central Government. Further, pursuant to the provisions of Investor Education and Protection Fund (uploading of information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 23rd September, 2015 (date of last Annual General Meeting) on the website of the Company i.e. www.nhpcindia.com and also on the website of the Ministry of Corporate Affairs. Amount of unclaimed application money related to Initial Public Offer (IPO) would be transferred to the IEPF in the month of August, 2016. Applicants/members are requested to submit their claims to the Registrar and Transfer Agent of the company without any delay.
 12. **Members holding shares in electronic form are requested to update details regarding Bank Account Number, nine digits MICR Number and residential address against their respective depository accounts to facilitate payments, if any. The Company or its RTA i.e. Karvy cannot act on any request received directly from such members. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / Karvy.**
 13. Members are advised to submit their Electronic Clearing System (ECS) mandates, to enable the Company to make remittance by means of ECS. Members holding shares in physical form may obtain and send the ECS mandate form to Karvy. Members holding shares in electronic form may obtain and send the ECS mandate form directly to their Depository Participant (DP). Those members who have already furnished the ECS mandate form to the Company/RTA/DP with complete details need not send it again.

Members holding shares in physical form who do not wish to opt for ECS facility may please mail their bankers' name, branch address and account number to Karvy to enable them to print these details on the dividend warrants.
 14. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send their share certificates to Karvy, for consolidation into a single folio.
 15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/Karvy.
 16. Non-Resident Indian members are requested to inform Karvy, regarding:
 - i. Change in their residential status on return to India for permanent settlement.
 - ii. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the Bank with pin code number, if not furnished earlier.
 17. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any changes due to demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
 18. Members holding shares in physical form and desirous of making a nomination are requested to submit nomination form in prescribed format to Karvy. In case of shares held in dematerialized form, the nomination has to be lodged with the respective Depository Participant.
 19. Members desirous of getting any information on any items of business of this meeting are requested to address their queries to Shri Jayant Kumar, Director (Finance) (DIN 03010235) or Shri K. K. Goel, Chief (Finance) & Chief Investor Relations Officer of the Company, at the registered office of the company at least ten days prior to the date of the meeting, so that the information required can be made readily available at the meeting.
 20. Annual listing fee for the year 2016-17 has been paid to all stock exchanges wherein shares of the Company are listed. The Annual Custodian Fee for the year 2016-17 has been paid to the Depositories i.e. National Securities Depository Limited and Central Depository Services (India) Limited.
 21. Pursuant to Section 139(5) of the Companies Act, 2013, the statutory auditors of a Government Company are to be appointed or re-appointed by the Comptroller and Auditor General of India (C&AG). Further, their remuneration has to be fixed by the Company in a General Meeting or in such manner as the Company in General Meeting may determine in terms of Section 142 (1) of the Companies Act, 2013. The C&AG has appointed M/s Ray & Ray, Kolkata, M/s Gupta Gupta & Associates, Jammu and M/s S. N. Dhawan & Co, New Delhi as Joint Statutory Auditors (JSAs) of the Company for financial year 2016-17. The members of the Company in their 39th Annual General Meeting held on 23rd September, 2015 has authorized Board of Directors to fix remuneration of the Joint Statutory Auditors for the FY 2015-16. The Board of Directors in their meeting held on 11th December, 2015 had approved a sum of ₹ 46.25 lakhs (₹ 45 lakhs towards Annual Audit Fee and ₹ 1.25 lac for consolidation of accounts) and fee for limited review of quarterly accounts and tax audit @ 23% and 30% respectively of Annual Audit Fees. The above fees are exclusive of service tax, TADA and other levies and is to be shared equally by the Joint Statutory Auditors as remuneration for the FY 2015-16. The members may consider and authorize the Board to fix an appropriate remuneration for Joint Statutory Auditors for the year 2016-17 as may be deemed fit by the Board.



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22. The Register of Directors and Key Managerial Personnel (KMP) and their Shareholding maintained under Section 170 of the Companies Act, 2013 and Register of contracts and arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available at the Company's registered office at Faridabad for inspection between 11.00 a.m. to 1.00 p.m. on working days (barring Saturday and Sunday) prior to the Annual General Meeting and at the venue of the Meeting.
23. None of the Directors of the Company is in any way related to each other.
24. Share transfer documents and all correspondence relating thereto, should be addressed to the Registrar and Transfer Agent of the Company – Shri S. Balaji Reddy, Manager, M/s. Karvy Computershare Private Ltd, Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad – 500 032, Phone No. 040-67161571; e-mail: balaji.reddy@karvy.com.
Karvy is also the depository interface of the Company with both NSDL and CDSL.
25. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, notices, circulars, etc. from the Company electronically. The e-communication registration form is given in the Annual Report for 2015-16.
26. A route map to the venue of Annual General Meeting is annexed with this notice.
27. Information and other instructions relating to e-voting are given with e-voting communication.

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

Item No. 6

The Board, on the recommendation of the Audit Committee, has approved the appointment of following Cost Auditors to conduct the audit of cost records of the Company at a remuneration of ₹ 60,000/- per power station (excluding taxes, duties and TA/DA) for the financial year 2016-17:

S. No.	Name of the Firm	Allocation of the power stations including projects to be commissioned during financial year 2016-17
1.	M/s H. Tara & Co., New Delhi*	Dulhasti and Sewa-II
2.	M/s V. P. Gupta & Co., Noida	Chamera-I, Tanakpur and Dhauliganga
3.	M/s SKR & Associates, Jaipur	Salal, Chutak and Nimmo Bazgo
4.	M/s Jugal K Puri & Associates, New Delhi	Bairasiul, Chamera-II and Chamera-III
5.	M/s N K Jain & Associates, New Delhi	Uri-I, Uri-II and Parbati-III
6.	M/s S P Bhattacharyya & Co., Kolkata	Rangit, Teesta-V and TLDP-III
7.	M/s. Musib & Co., New Delhi	Loktak, TLDP-IV and Kishanganga**

* M/s. H. Tara & Co, New Delhi has also been appointed as Lead Cost Auditor and a remuneration of ₹ 50,000/- (Rupees fifty thousand only) plus service tax for consolidation and submission of cost audit report.

** Appointment in respect of Kishanganga Project would be subject to its becoming commercially operative during the financial year 2016-17.

As per Rule 14 of Companies (Audit and Auditors) Rules, 2014 read with Section 148(3) of the Companies Act, 2013, the remuneration recommended by the Audit Committee shall be considered and approved by the Board of Directors and ratified subsequently by the shareholders.

Accordingly, consent of the members is sought through an Ordinary Resolution for ratification of the remuneration payable to the Cost Auditors for the financial year 2016-17.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at **Item No. 6** of the Notice except to the extent of their shareholding in the company.

The Board commends the Ordinary Resolution set out at **Item no. 6** of the Notice for approval by the shareholders.

Item No. 7

Ministry of Power vide its order no. 9/3/2014-NHPC dated 23rd September, 2015 appointed Shri Krishna Mohan Singh (DIN 02223301) to the post of Chairman and Managing Director of the company w.e.f. 23rd September, 2015 for a period of five years from the date of assumption of charge or till the date of his superannuation, or until further orders, whichever is earlier.

Subsequently, the Board of Directors had confirmed the appointment of Shri Krishna Mohan Singh as Chairman and Managing Director of the Company as an additional director w.e.f. 23rd September, 2015 through circular resolution in terms of Section 161 of the Companies Act, 2013 till the date of next AGM.

As the tenure of Shri Krishna Mohan Singh as an additional director is due to expire at the AGM pursuant to Section 161(1) of the Companies Act, 2013, approval of shareholders is being sought in order to confirm his directorship and to appoint him as Chairman and Managing Director of the Company on the terms and conditions determined by the Government of India.

The Company has received a notice in writing from Shri Krishna Mohan Singh along with the deposit of requisite amount under Section 160 of the Act proposing his candidature for the office of Director of the Company. Shri Krishna Mohan Singh is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

His brief resume, inter-alia, giving nature of expertise in specific functional area, shareholding in the company, other directorships, memberships/ chairmanship of committees and other particulars are provided elsewhere which forms part of this notice.



Save and except Shri Krishna Mohan Singh and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 7 of the notice for approval by the shareholders.

Item No. 8

Ministry of Power vide its order no. 9/2/2015-NHPC dated 6th January, 2016 appointed Shri Ratish Kumar (DIN 06852735) to the post of Director (Projects) of the company w.e.f. 6th January, 2016 for a period of five years from the date of assumption of charge or till the date of superannuation, or until further orders, whichever is earlier.

Subsequently, the Board of Directors had confirmed the appointment of Shri Ratish Kumar as Director (Projects) of the Company as an additional director w.e.f. 6th January, 2016 through circular resolution in terms of Section 161 of the Companies Act, 2013 till the date of next AGM.

As the tenure of Shri Ratish Kumar as an additional director is due to expire at the AGM pursuant to Section 161(1) of the Companies Act, 2013, approval of shareholders is being sought in order to confirm his directorship and to appoint him as Director (Projects) of the Company on the terms and conditions determined by the Government of India.

The Company has received a notice in writing from Shri Ratish Kumar along with the deposit of requisite amount under Section 160 of the Act proposing his candidature for the office of Director of the Company. Shri Ratish Kumar is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

His brief resume, inter-alia, giving nature of expertise in specific functional area, shareholding in the company, other directorships, memberships/ chairmanship of committees and other particulars are provided elsewhere which forms part of this notice.

Save and except Shri Ratish Kumar and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 8 of the notice for approval by the shareholders.

Item No. 9

Ministry of Power vide its order no. 9/1/2015-NHPC dated 16th March, 2016 appointed Shri Balraj Joshi (DIN 07449990) to the post of Director (Technical) of the company w.e.f. 1st April, 2016 for a period of five years from the date of assumption of charge or till the date of superannuation, or until further orders, whichever is earlier.

Subsequently, the Board of Directors had confirmed the appointment of Shri Balraj Joshi as Director (Technical) of the Company as an additional director w.e.f. 1st April, 2016 through circular resolution in terms of Section 161 of the Companies Act, 2013 till the date of next AGM.

As the tenure of Shri Balraj Joshi as an additional director is due to expire at the AGM pursuant to Section 161(1) of the Companies Act, 2013, approval of shareholders is being sought in order to confirm his directorship and to appoint him as Director (Technical) of the Company on the terms and conditions determined by the Government of India.

The Company has received a notice in writing from Shri Balraj Joshi along with the deposit of requisite amount under Section 160 of the Act proposing his candidature for the office of Director of the Company. Shri Balraj Joshi is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

His brief resume, inter-alia, giving nature of expertise in specific functional area, shareholding in the company, other directorships, memberships/ chairmanship of committees and other particulars are provided elsewhere which forms part of this notice.

Save and except Shri Balraj Joshi and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 9 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 9 of the notice for approval by the shareholders.

Item No. 10 to 13

Ministry of Power vide its order no. 9/3/2015-NHPC dated 18th November, 2015 had appointed Shri Satya Prakash Mangal (DIN 01052952), Prof. Arun Kumar (DIN 07346292), Prof. Kanika T. Bhal (DIN 06944916) and Shri Farooq Khan (DIN 07348921) as non official part-time Directors of the Company for a period of three years from the date of notification of appointment, or until further orders, whichever is earlier, pursuant to Articles of Association of the Company.

The Board of Directors had appointed Shri Satya Prakash Mangal, Prof. Arun Kumar, Prof. Kanika T. Bhal and Shri Farooq Khan as Additional Directors w.e.f. 26th November, 2015 through circular resolution under the provisions of Section 161 of the Companies Act, 2013 read with articles of association of the company till the date of next AGM and confirmed them as Independent Directors of the Company.

As the tenure of Shri Satya Prakash Mangal, Prof. Arun Kumar, Prof. Kanika T. Bhal and Shri Farooq Khan as additional directors is due to expire at this AGM pursuant to Section 161(1) of the Companies Act, 2013, approval of the shareholders is being sought in order to confirm their directorship and to appoint them as Independent Directors of the Company on the terms and conditions determined by the Government of India.

The Company has received a notice in writing from Shri Satya Prakash Mangal, Prof. Arun Kumar, Prof. Kanika T. Bhal and Shri Farooq Khan along with the deposit of requisite amount under Section 160 of the Act proposing their candidature for the office of Independent Directors of the Company.

Shri Satya Prakash Mangal, Prof. Arun Kumar, Prof. Kanika T. Bhal and Shri Farooq Khan are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.



NHPC Limited

(A Government of India Enterprise)

The Company has received a declaration from Shri Satya Prakash Mangal, Prof. Arun Kumar, Prof. Kanika T. Bhal and Shri Farooq Khan that they meet the criteria of Independence as prescribed both under sub section (6) of Section 149 read with Schedule IV of the Companies Act, 2013.

Brief resume of above directors, inter-alia, giving nature of expertise in specific functional area, shareholding in the company, other Directorships, Memberships/Chairmanship of Committees and other particulars are provided elsewhere which forms part of this notice.

Keeping in view their vast expertise and knowledge, it will be in the interest of the Company that Shri Satya Prakash Mangal, Prof. Arun Kumar, Prof. Kanika T. Bhal and Shri Farooq Khan be appointed as Independent Directors for the balance term i.e. upto 17th November, 2018 as per their letter of appointment no. 9/3/2015-NHPC dated 18th November, 2015. The appointment letter is available for inspection by members at the Registered Office of the Company.

Save and except Shri Satya Prakash Mangal, Prof. Arun Kumar, Prof. Kanika T. Bhal and Shri Farooq Khan and their relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 10-13 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 10-13 of the Notice for approval by the shareholders.

Item No. 14

Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 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/replacement of high cost debts, 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 from the date of approval as per the provisions of the Companies Act, 2013.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 14 of the Notice except to the extent of their shareholding in the company.

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.

BRIEF RESUME OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

Name	Shri K. M. Singh (DIN 02223301)	Shri R. S. Mina (DIN 00149956)	Shri Jayant Kumar (DIN 03010235)	Shri Ratish Kumar (DIN 06852735)
Date of Birth & Age	12 th July, 1957 59 years	12 th January, 1957 59 years	3 rd February, 1957 59 years	8 th December, 1960 55 years
Date of first appointment on the Board	23 rd September, 2015	28 th April, 2009	26 th May, 2015	6 th January, 2016
Qualification	He is an Electrical Engineering graduate from Gorakhpur University, Uttar Pradesh.	He holds a bachelor's degree in Electrical Engineering from Maulana Azad College of Technology, (now known as MANIT), Bhopal and MBA degree with specialization in financial and human resource management from the Indira Gandhi National Open University (IGNOU)	He is an Associate Member of the Institute of Cost Accountants of India (ICAI).	He is B. Tech in Electrical Engineering from GB Pant University of Agriculture & Technology, Pantnagar (U.K.)
Expertise in specific functional area	He has over 35 years of rich and varied experience in the field of Hydro power engineering to his credit. During his posting at various projects and Corporate Office of NHPC, he has been involved in construction, erection, testing & commissioning, quality assurance and operation and maintenance of various projects/power stations. He is well versed with all the facets of Hydro Power Development and has been instrumental in propounding best practices in construction, quality assurance, operation and maintenance of hydroelectric plants.	He has over 35 years of experience in the power sector at technical & governance level. Shri Mina has handled diverse assignments like design, engineering, construction, execution, testing and commissioning of transmission lines and hydroelectric projects. His present responsibilities include Human Resource Management, Rajbhasha, Human Resource Development, Legal, Estate Management Service Division and Corporate Communication.	He has rich and varied experience of over three decade in the Corporate Financial Management. He is responsible for the entire gamut of Financial Management of the organization including Resource Mobilization, Optimum Utilization of Funds, Budgetary Control and investment decisions. He is also responsible for formulation and implementation of commercial strategies including Power selling arrangements, appropriate pricing from CERC, realization of dues from beneficiaries and taking appropriate measures in case of default against beneficiaries under CERC Regulations. He has led several landmark transactions for the corporation such as Initial Public Offer (IPO) in 2009, Issuance of Tax free Bonds in 2013, Buy Back Offer of shares in 2013.	He has over 33 years of experience in NHPC where he climbed up the professional ladder with utmost sense of responsibility, ethics and dedication. In his present assignment as Director (Projects), Shri Ratish Kumar is in-charge of all NHPC projects which are under construction and pre-construction stages. This includes Hydro as well as Solar & Wind renewable energy projects. He is also responsible for Joint-Ventures and Consultancy assignments being undertaken by the Corporation. In addition, major functions viz. Contracts (E&M), Cost Engineering and Design (E&M) also comes under his ambit.
Directorship held in other companies	1. NHDC Limited 2. Loktak Downstream Hydroelectric Corporation Limited	NHDC Limited	1. NHDC Limited 2. Chenab Valley Power Projects Private Limited 3. PTC India Limited	Bundelkhand Saur Urja Limited

Membership / Chairmanship of Committees across all companies	Nil	1. NHPC Limited a) Committee of Directors- Appellate Authority- Member b) Committee of Directors on Allotment and Post Allotment Activities of NHPC Securities- Chairman	1. NHPC Limited a) Stakeholders' Relationship Committee – Member b) Committee on Corporate Social Responsibility & Sustainability – Member c) Committee of Directors on allotment and post allotment activities of NHPC securities - Member 2. NHDC Limited a) Audit Committee- Chairman b) Nomination and Remuneration Committee- Member c) CSR Committee - Chairman	NHPC Limited a) Audit Committee – Member
Terms and conditions of appointment or re-appointment and their Remuneration sought to be paid and last drawn, if any.	As decided by Govt. of India.	As decided by Govt. of India.	As decided by Govt. of India.	As decided by Govt. of India.
No of Board Meetings attended during the FY 15-16	5	10	9	2
Number of shares of NHPC held as on 31st March 2016	NIL	42,000	Nil	18200

Name	Shri Satya Prakash Mangal (DIN 01052952)	Prof. Arun Kumar (DIN 07346292)	Prof. Kanika T. Bhal (DIN 06944916)	Shri Farooq Khan (DIN 07348921)
Date of Birth & Age	15 th May, 1960 56 years	13 th June, 1959 57 Years	24 th October, 1964 51 years	15 th September, 1953 62 years
Date of first appointment on the Board	26 th November, 2015	26 th November, 2015	26 th November, 2015	26 th November, 2015
Qualification	He is a qualified Chartered Accountant.	He holds Bachelor's degree in civil engineering from IIT Roorkee, Masters in Civil Engineering from IISc Bengaluru and holds PhD in Hydro Power Development from IIT Roorkee. He did Diploma studies in Hydro Power Development from NTH, Trondheim (Norway).	She has done PhD from IIT Kanpur.	He is former Indian Police Service Officer and Inspector General of Police (IGP), Jammu and Kashmir.

Expertise in specific functional area	He has significant experience in Taxation & Audit. His forte is determining the optimal route for financial engineering and financial restructuring and revival of project. He is also a life member of Administrative Staff College of India Association, Hyderabad. Shri Satya Prakash Mangal has served as Director of Punjab & Sind Bank (A Government of India Undertaking) and UCO Bank (A Government of India Undertaking). He is working on project AAS (Advance Audit System) for Banking Industry which provide preventive measure for arresting NPA. Additionally, he has wide knowledge of Assurance and Compliances, SEBI Compliance, Risk management. He has completed course of Management Audit, which includes Management Audit of Finance, Human Resources, Marketing, Information Systems & Technology and Risk Management system. He has credentials to guide on best practice of corporate governance and CSR (Corporate Social Responsibility).	He has over 34 years of experience in the field of Hydro Power Development. He served as Coordinating Lead author for Hydropower on Special Report on Renewable Energy Sources for Intergovernmental Panel on Climate Change–working group III during 2009–11. During his distinguished career, Prof. Kumar had received various awards and recognitions for his exemplary work such as, Cash your Ideas Award by Central Board for Irrigation and Power in 1991, Surya Award from IIRDSS, New Delhi.	She is visiting fellow at Sloan School of Management. She is an expert in behavioural sciences in general and leadership in particular. She has published several articles in national and international journals and conferences and is on the editorial boards of national and international journals. She has authored books on leadership, culture and ethics. She has done sponsored research for several nationally and internationally funded (with Fordham University and Wharton Business School) projects. Besides being a consultant to various organizations like Fifth Central Pay Commission of India, First National Judicial Pay Commission of India, DRDO, UPSC, DGS&D, Ministry of Rural Development, NICD and Ministry of Environment and Forests, she is invited as an expert on Government Committees and is a member of the Academy of Management, USA, Society for Industrial Organization and Psychology and Global Institute of Flexible Systems Management. She has been awarded several awards like Best Professor in Management by Headlines Today 2013, Dr. Hari Singh Gaur Award for excellent Work in Management Education by IES Group of Institutions, Bhopal 2009, Excellence in Teaching Award by IIT Delhi in Jan 2012.	He has significantly contributed to the creation of counter terrorist wing of Jammu & Kashmir Police. He was the head of the Sher-e-Kashmir Police Academy, Udhampur. He has been also awarded with the President's medals for gallantry, bravery and distinguished service.
Directorship held in other companies	1. Addwings Rail & Infra Solutions Private Limited 2. SPMC Global Advisory Services Private Limited 3. Raunaq EPC International Limited 4. NHDC Limited	Nil	IL&FS Engineering and Construction Company Limited	Nil



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Membership / Chairmanship of Committees across all companies	1. NHPC Limited a) Audit Committee- Chairman b) Committee on Management Controls- Chairman c) Risk Management Committee – Member d) Stakeholders’ Relationship Committee - Member 2. Raunaq EPC International Limited a) Audit Committee - Member b) Committee of Independent Directors for Performance Evaluation - Member	NHPC Limited a) Nomination and Remuneration Committee – Member b) Committee on Corporate Social Responsibility & Sustainability- Chairman c) Risk Management Committee - Chairman d) Committee on Management Controls- Member	NHPC Limited a) Nomination and Remuneration Committee – Chairman b) Stakeholder’s Relationship Committee- Chairman c) Risk Management Committee- Member d) Committee of Directors- Appellate Authority - Member	NHPC Limited a) Audit Committee- Member b) Committee on Management Controls- Member c) Committee of Directors- Appellate Authority – Chairman
Terms and conditions of appointment or re-appointment and their Remuneration sought to be paid and last drawn, if any.	As decided by Govt. of India.	As decided by Govt. of India.	As decided by Govt. of India.	As decided by Govt. of India.
No of Board Meetings attended during the FY 15-16.	3	3	3	3
Number of shares of NHPC held as on 31st March 2016	1500	NIL	NIL	NIL

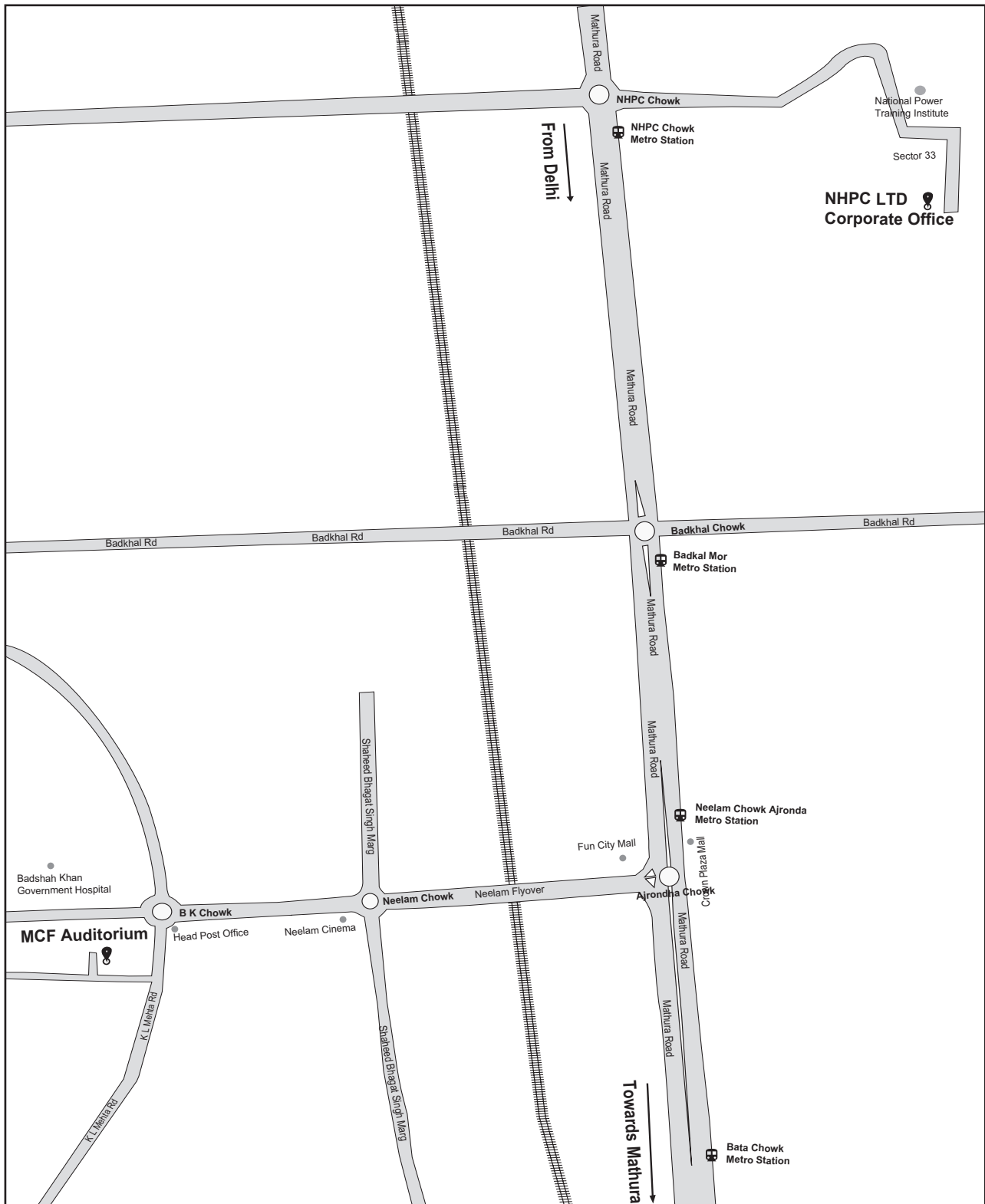
Name	Shri Balraj Joshi (DIN 07449990)
Date of Birth & Age	21 st December, 1959 56 years
Date of first appointment on the Board	1 st April, 2016
Qualification	He holds a degree in Civil Engineering from Govt. Engineering College, Karad, Maharashtra. He also holds PG Qualification in Hydropower development and planning from prestigious Norwegian Technical Institute, Trondheim, Norway under NORAD Scholarship.
Expertise in specific functional area	He has over 33 years of experience in power sector. He has scaled new heights and contributed to NHPC's development by serving in many projects namely Salal, Dulhasti, Kurichu Project (Bhutan), Teesta-V, Teesta Low Dam-III & IV, Parbati-III, Chutak, Chamara-III, Parbati-II etc. He has also represented NHPC at International Court of Arbitration at 'The Hague' for Kishanganga Project. In an outstanding display of commitment Shri Joshi successfully undertook the highly challenging work of resurrecting the Dhauliganga Power Station after its flooding.
Directorship held in other companies	Chenab Valley Power Projects Private Limited
Membership / Chairmanship of Committees across all companies	NHPC Limited a) Committee on Corporate Social Responsibility & Sustainability - Member b) Risk Management Committee – Member c) Committee on Management Controls- Member d) Committee of Directors on allotment and post allotment activities of NHPC securities - Member
Terms and conditions of appointment or re-appointment and their Remuneration sought to be paid and last drawn, if any.	As decided by Govt. of India.
No of Board Meetings attended during the FY 15-16	N.A.
Number of shares of NHPC held as on 31st March 2016	5425



NHPC Limited

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ROUTE MAP TO THE VENUE OF ANNUAL GENERAL MEETING





NHPC LIMITED

(A Government of India Enterprise)

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

CIN: L40101HR1975GOI032564

Tel No: 0129-2588110

Website: www.nhpcindia.com

Fax No: 0129-2277941

Email ID: webmaster@nhpc.nic.in

ATTENDANCE SLIP

40th ANNUAL GENERAL MEETING to be held on Thursday, 22nd September, 2016 at 11:00 A.M. at Municipal Corporation Auditorium, NIT, Near B K Chowk, Faridabad (HR)-121001

NAME OF THE ATTENDING MEMBERS _____

(IN BLOCK LETTERS)

FOLIO No.* _____ Client ID No. _____

DP ID No. _____

No. of shares held _____

NAME OF PROXY _____

(IN BLOCK LETTERS TO BE FILLED IN, IF THE PROXY ATTENDS INSTEAD OF THE MEMBERS)

I, hereby record my presence at the 40th Annual General Meeting of the Company at Municipal Corporation Auditorium, NIT, Near B K Chowk, Faridabad (HR)-121001 on Thursday, 22nd September, 2016.

Signature of Member/Proxy

*Applicable in case of shares held in physical form.

Notes:

- The attendance slip should be signed as per the specimen signature registered with Karvy Computershare Private Limited, Registrar & Transfer Agent (RTA)/ Depository Participant (DP). Such duly completed and signed Attendance Slip(s) should be handed over at the RTA counter(s) at the venue against which RTA will provide admission card. Entry to the hall will be strictly on the basis of admission card as provided by RTA. Members in person and Proxy holders may please carry photo-ID card for identification/verification purposes.
- Shareholder(s) present in person or through registered proxy shall only be entertained.
- Due to strict security reasons mobile phones, brief cases, eatables and other belongings are not allowed inside the Auditorium. Shareholder(s)/ proxy holder(s) will be required to take care of their belonging(s).
- No gifts will be distributed at the Annual General Meeting.



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Website: www.nhpcindia.com

Fax No: 0129-2277941

Email ID: webmaster@nhpc.nic.in

PROXY FORM

Name of the company	: NHPC Limited
Registered office	: NHPC Office Complex, Sector - 33, Faridabad, Haryana - 121 003

Name of the member(s)	:
Registered address	:
E-mail Id	:
Folio No/ Client Id	:
DP ID	:

I/We, being the member (s) of NHPC Limited holding _____, shares of the above named company, hereby appoint:

- Name : _____

Address : _____

E-mail Id : _____

Signature : _____, or failing him
- Name : _____

Address : _____

E-mail Id : _____

Signature : _____, or failing him
- Name : _____

Address : _____

E-mail Id : _____

Signature : _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 40th Annual General Meeting of the company, to be held on **Thursday, the 22nd day of September, 2016 at 11:00 A.M. at Municipal Corporation Auditorium, NIT, Near B K Chowk, Faridabad, Haryana-121001** and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

Item No.	Resolutions	For	Against
	Ordinary Business		
1.	To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended on 31 st March, 2016, together with the Board's Report, the Report of Auditors' thereon and Comments of the Comptroller & Auditor General of India.		
2.	To note the payment of interim dividend and declare final dividend for the financial year 2015-16.		
3.	To appoint a Director in place of Shri Jayant Kumar (DIN 03010235), who retires by rotation and being eligible, offers himself for re-appointment for the remaining term at the pleasure of the President of India.		
4.	To appoint a Director in place of Shri Radheshyam Mina (DIN 00149956), who retires by rotation and being eligible, offers himself for re-appointment for the remaining term at the pleasure of the President of India.		
5.	To authorize Board of Directors of the company to fix the remuneration of the Joint Statutory Auditors for the financial year 2016-17.		
	Special Business:		
6.	Ordinary Resolution for ratification of the remuneration of the Cost Auditors for the financial year 2016-17.		
7.	Ordinary resolution for appointment of Shri Krishna Mohan Singh (DIN 02223301), as Chairman and Managing Director of the Company.		
8.	Ordinary resolution for appointment of Shri Ratish Kumar (DIN 06852735), as Director (Projects) of the Company.		
9.	Ordinary resolution for appointment of Shri Balraj Joshi (DIN 07449990), as Director (Technical) of the Company.		
10.	Ordinary resolution for appointment of Shri Satya Prakash Mangal (DIN 01052952), as an Independent Director of the Company.		
11.	Ordinary resolution for appointment of Prof. Arun Kumar (DIN 07346292), as an Independent Director of the Company.		
12.	Ordinary resolution for appointment of Prof. Kanika T. Bhal (DIN 06944916), as an Independent Director of the Company.		
13.	Ordinary resolution for appointment of Shri Farooq Khan (DIN 07348921), as an Independent Director of the Company.		
14.	Special Resolution for consideration of issue of secured/unsecured redeemable non-convertible debentures/bonds aggregating up to ₹ 4500 Crore.		

Signed this _____ day of _____ 2016

Signature of shareholder

Signature of Proxy holder(s)

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the notice of the 40th Annual General Meeting.
3. Please complete all the details including details of member(s) in above box before submission.

Affix
Revenue
Stamp of
appropriate
value



NHPC LIMITED

(A Government of India Enterprise)

Registered Office: NHPC Office Complex, Sector 33,
Faridabad, Haryana – 121003
CIN: L40101HR1975GOI032564

Tel No: 0129-2588110
Website: www.nhpcindia.com

Fax No: 0129-2277941
Email: webmaster@nhpc.nic.in

Folio No. /DP Id/Client Id :

Name :

Address :

Joint Holder(s) :

Number of equity share(s) held :

Dear member,

Sub: Voting through electronic means

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, NHPC Limited ("NHPC" or "the Company") is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the 40th Annual General Meeting, scheduled to be held on Thursday, 22nd September, 2016 at 11:00 A.M. at Municipal Corporation Auditorium, NIT, Near B K Chowk, Faridabad – 121 001 by electronic means ('remote e-voting').

The Company has engaged the services of M/s Karvy Computershare Private Limited ("KCPL" or "Karvy") as the Agency to provide e-voting facilities. The remote e-voting particulars are set out below:

EVEN (E-Voting Event Number)	User ID	Password

The remote e-voting facility will be available during the following voting period:

Commencement of remote e-voting : From 9:00 AM (IST) on 18th September, 2016
End of remote e-voting : Up to 05.00 P.M. (IST) on 21st September, 2016

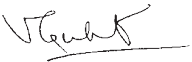
The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Karvy upon expiry of aforesaid period.

The cut-off date for the purpose of remote e-voting and voting at the Annual General Meeting is 15th September, 2016.

This Communication forms an integral part of the Notice dated 4th August, 2016 for the 40th Annual General Meeting scheduled to be held on 22nd September, 2016. The Annual Report for the financial year 2015-16 of the Company is being mailed to you separately. **A copy of the said Notice is sent herewith. Please read the instructions printed overleaf before exercising the vote.**

The Notice of the 40th Annual General Meeting and this Communication are also available on the website of the Company at www.nhpcindia.com.

Yours faithfully,
For NHPC Limited,


Vijay Gupta
Company Secretary

Place: Faridabad
Date: 4th August, 2016

Information relating to e-voting:**Instructions and other information relating to remote e-voting are as under:****1. (a) In case a member receives an e-mail from Karvy [for members whose e-mail ids are registered with the Company/Depository Participant(s)]**

- i. Launch internet browser by typing the URL: '<https://evoting.karvy.com>'
- ii. Enter the login credentials (i.e., user-id & password) as mentioned overleaf/E-mail sent through permitted mode. 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 • EVEN (E-voting Event Number) followed by Folio Number registered with the company.
Password	Your Unique password is printed overleaf / e-mail forwarded through the permitted mode.
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. After entering these details appropriately, click on "LOGIN".
- iv. Members holding shares in de-mat/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 remote e-voting through Karvy remote e-voting platform. System will prompt you to change your password and update any contact details like mobile no, email ID etc on first 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.
- v. You need to login again with the new credentials.
- vi. On successful login, system will prompt to select the 'Event' i.e., "NHPC Limited".
- vii. If you are holding shares in de-mat form and had logged on to <https://evoting.karvy.com> and casted your vote earlier for any company, then your existing login id and password are to be used.
- viii. 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 does not want to cast, select 'ABSTAIN'.
- ix. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
- x. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- 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. During the voting period, Members can login any number of times till they voted on the Resolution (s).
- xiii. Corporate/Institutional Members (other than Individuals, HUF, NRI etc.) are required to send scanned certified true copy (PDF format) of the Board resolution/ Authority Letter etc. together with attested specimen signature(s) of the duly authorized representative (s) to the Scrutinizer at e-mail to savitajyoti@yahoo.com with copy to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_ Event no."
- xiv. In case of any query pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website <https://evoting.karvy.com> or contact:

Name	Shri S V Raju / Shri S Balaji Reddy
Designation	Dy. General Manager / Manager
E-mail	einward.ris@karvy.com / raju.sv@karvy.com / balaji.reddy@karvy.com
Address	M/s Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad-500032
Contact details	Phone: 040-67161500 Toll Free: 1-800-34-54-001

(b) In case a Member receives physical copy of the Annual General Meeting Notice (for members whose email IDs are not registered with the Company/ Depository Participant(s) or requesting physical copy):**(i) Initial password as provided overleaf.****(ii) Please follow all steps from Sl. No. i to xiv of (a) above, to cast vote by electronic means.**

2. Please contact our Registrar on toll free no. 1-800-34-54-001 for any further clarifications.
3. Members can cast their vote online **from 9:00 a.m. (IST) on 18th September, 2016 onwards till 5:00 p.m. (IST) on 21st September, 2016.**
4. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.
5. The facility for voting through **ballot paper** shall be made available at the venue of the Annual General Meeting and the members attending the meeting, who have not casted their vote by remote e-voting shall be able to vote at the meeting through **ballot paper**. The facility for voting by electronic voting system shall not be made available at the AGM of the Company.
6. The members who have casted their vote by remote e-voting may also attend the meeting but shall not be entitled to cast their vote again.
7. The Chairman & Managing Director, who has been authorized by the Board of Directors at its meeting held on 28th May, 2016 has appointed Ms. Savita Jyoti (CP No. 1796), M/s Savita Jyoti Associates, Company Secretaries, E-86, Sainikpuri, Secunderabad-500094, Hyderabad, e-mail address savitajyoti@yahoo.com, as Scrutinizer to scrutinize remote e-voting process and polling process in a fair and transparent manner and she has communicated her willingness to be appointed and will be available for same purpose.
8. Voting rights shall be reckoned on the paid up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. **15th September, 2016.**
9. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. **15th September, 2016** only shall be entitled to avail facility of remote e-voting/through ballot paper at the venue of the meeting.
10. Members can also update their mobile number and e-mail id in the user profile details of the folio which may be used for sending future communications.
11. Any person who becomes a member of the Company after dispatch of AGM notice but on or before the cutoff date for e-voting i.e. **15th September, 2016**, he/she may obtain user ID and password for remote e-voting in the manner as mentioned:
 - i) If the mobile number of the member is registered against Folio No./DP ID Client ID, the member may send SMS: MYEPWD <Space> E-Voting Event Number+ Folio No. or DP ID Client ID to 9212993399.
Example for NSDL:
MYEPWD<SPACE> IN12345612345678
Example for CDSL:
MYEPWD<SPACE> 1402345612345678
Example for Physical:
MYEPWD<SPACE> XXXX1234567890
 - ii) If e-mail address or mobile number of the member is registered against a Folio No./DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - iii) Member may call Karvy's toll free number 1-800-34-54-001.
 - iv) Member may send an e-mail request to evoting@karvy.com. However, Karvy shall endeavour to send User ID and Password to those new Members whose mail ids are available.
12. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. **22nd September, 2016.**
13. The Scrutinizer, shall immediately after the conclusion of the voting through ballot paper at the Annual General Meeting, first count the votes cast at the meeting through ballot paper, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in the employment of the Company and make, not later than 48 hours from conclusion of the meeting, a consolidated scrutinizer's report and submit the same to the Chairman & Managing Director of the Company.
14. The results of voting will be declared within 48 hours from the conclusion of the Annual General Meeting. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.nhpcindia.com and on the website of Karvy <https://evoting.karvy.com>. The results shall simultaneously be communicated to stock exchanges.