

## REPORT ON CORPORATE GOVERNANCE

### 1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

Your Company strongly believes that Corporate Governance is a value based framework to manage the affairs of the Company in a fair, ethical and transparent manner, which goes beyond the practices enshrined in the laws.

Since vast quantum of societal resources are being utilised by your Company, therefore, the governance process should ensure, utilisation of such resources in a manner that meets stakeholders' aspirations and societal expectations. Our philosophy on Corporate Governance is implemented by compliance to all regulatory provisions applicable to the Company such as Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR), Guidelines on Corporate Governance for Central Public Sector Enterprises (CPSEs) issued by Department of Public Enterprises (DPE), Govt. of India and other directives/ guidelines by the Government of India issued from time to time.

The report on Compliance with the conditions of corporate governance and the disclosure requirements for the year 2019-20 is given as under:

### 2. BOARD OF DIRECTORS

The primary role of Board is to protect and enhance shareholders value through strategic supervision. The Board also sets goals, provides direction and exercises appropriate control to ensure that the Company heads to achieve its set goals. All statutory and other significant material information are placed before the Board to enable it to discharge its responsibility in an effective & efficient manner.

The Board of your Company constantly endeavors to set new goals and targets that complement the vision & mission of your Company, so that the interest of stakeholders be protected to sustain the achieved growth and maintain credibility earned.

#### (i) Size & Composition of the Board:

In terms of Articles of Association of the Company, the strength of Board shall have minimum four and not more than fifteen directors. As on March 31, 2020 the Board comprised of eight Directors out of which five were Executive Directors (Whole-Time Directors including Chairman & Managing Director), two were Independent Directors and one was Government Nominee Director.

NHPC Limited is a government company within the meaning of section 2(45) of the Companies Act, 2013 and is under the control of Ministry of Power (MoP), Govt. of India. As per the Articles of Association of the Company, all the Directors of the Company are appointed/ nominated by the President of India acting through MoP, Govt. of India. Accordingly, the skills/ expertise/ competencies required in the Board to function effectively are decided by the Govt. of India.

The present incumbents on the Board of Company are from diverse backgrounds with rich knowledge, expertise and experience in the fields of Ethics, Accounting, Engineering, Finance, Banking, Human Resource, General Corporate Management, Economics, etc.

During the year under report, in absence of requisite number of Independent Directors on the Board of the Company, the composition of the Board of Directors was not in conformity with the provisions of the SEBI LODR and DPE Guidelines. Requests have been made to Government of India through MoP/ DPE to appoint requisite number of Independent Director on the Board of the Company.

#### (ii) Tenure of Directors:

The Chairman and Managing Director and other Whole-Time Directors are generally appointed for a period of five years from the date of their taking over the charge or till the date of their superannuation or until further orders from the Govt. of India, whichever is earlier. Independent Directors are usually appointed for a period of three years. Government Nominee Directors continue on the Board, at the discretion of the nominating authority or till ceasing to be officials of such nominating authority.

#### (iii) Resume of Directors seeking appointment or re-appointment:

Brief resume of Directors seeking appointment or re-appointment at the ensuing Annual General Meeting (AGM) is appended to the notice calling the AGM.

**(iv) Board Meetings:**

The Board of Directors of the Company met ten times during the financial year 2019-20. The details of board meetings held during the financial year 2019-20 and attendance thereat are given in **Table 1:**

**Table 1: Board meetings held during the Financial Year 2019-20**

Sl. No.	Board Meeting Number	Board Meeting Date	Board Strength	No. of Directors Present		% of Attendance at Board Meeting*
				In Person	Through Video Conferencing	
1.	424	May 27, 2019	11	11	-	100
2.	425	July 29, 2019	11	8	2	91
3.	426	August 09, 2019	11	9	-	82
4.	427	September 17, 2019	11	10	1	100
5.	428	October 09, 2019	11	10	-	91
6.	429	November 11, 2019	11	10	-	91
7.	430	December 30, 2019	8	7	1	100
8.	431	February 07, 2020	7	7	-	100
9.	432	February 24, 2020	7	3	1	57
10.	433#	March 14, 2020	8	8	-	100

\* Rounded off

# Meeting was held at one of the tourist destinations suggested by Department of Public Enterprises.

The maximum time interval between any two meetings of Board did not exceed three months. Necessary quorum was present for all the meetings. The agenda items usually placed before the Board of Directors for their consideration which inter-alia include the following:

- Annual operating plans, budgets and related updates.
- Capital budgets and related updates.
- Quarterly and annual financial results of the Company.
- Constitution/ Re-constitution of Board Committees with terms of reference.
- Directors' Report.
- Appointment of Key Managerial Personnel and promotion of senior officers to the level of Executive Director, which is just below the Board level.
- Minutes of the meetings of audit committee and other committees of the Board.
- Minutes of the meetings of board of directors of subsidiary companies.
- Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problem at different locations/units.
- Materially important show cause, demand, prosecution notices and penalty notices.
- Major investments, formation of subsidiaries, joint ventures, strategic alliances, etc.
- Disclosure of interest by directors about their directorships/ memberships.
- Declaration of independence by independent directors.
- Status of under construction projects, O&M power stations of NHPC and projects under pre-investment stage.
- Significant capital investment proposals or award of large contracts.
- Action taken report on matters desired by the Board.
- Changes in significant accounting policies and practices along with reasons thereof.
- Periodic reports to the Board such as:
  - Quarterly statement of all significant transactions and arrangements entered into by subsidiary companies.

- Quarterly information with respect to purchases/ works/ contracts awarded on nomination basis.
  - Quarterly report on compliance of various laws.
  - Quarterly status of investor complaints.
  - Quarterly report on foreign travel of Functional Directors and employees.
  - Quarterly report on short term deposits and investments.
  - Quarterly report on reconciliation of share capital audit.
  - Quarterly report on compliance with corporate governance norms.
  - Quarterly status of arbitration cases.
- All other matters required to be placed before the Board for its review/ information under the SEBI (LODR), 2015 and other statutes.

The detail of Directors, their attendance at Board meeting/ last AGM, number of shares held in Company, name of other listed companies in which Director is a director and number of directorships & board committee membership(s)/ chairpersonship(s) held in other companies as on March 31, 2020 are given in **Table 2**.

**Table 2**

Name of Director (Shri/Smt.)	Number of Board Meetings held and attended during their respective tenure	Attendance at last AGM (September 23, 2019)	Number of Shares held in the Company	Number of directorships held in other Companies*	No. of committee membership(s) held in other companies* *		Directorship in other listed entities (Category of Directorship)
					As Chairperson	As member	
<b>Functional Directors</b>							
Abhay Kumar Singh, Chairman & Managing Director <sup>1</sup>	1/1	N.A.	16,425	2	-	-	-
Balraj Joshi, Chairman & Managing Director <sup>2</sup>	7/7	YES	12,391	N.A.	N.A.	N.A.	N.A.
Ratish Kumar, Director (Projects)	10/10	YES	15,986	2	-	-	-
Nikhil Kumar Jain, Director (Personnel)	9/10	YES	-	-	-	-	-
Mahesh Kumar Mittal, Director (Finance)	10/10	NO	-	2	-	-	PTC India Limited (Nominee Director)
Janardan Choudhary, Director (Technical) <sup>3</sup>	9/10	YES	21,056	-	-	-	-
<b>Government Nominee Directors</b>							
Aniruddha Kumar, Joint Secretary (Hydro), Ministry of Power	9/10	YES	1,500	2	-	1	SJVN Limited (Nominee Director)
<b>Independent Directors</b>							
Satya Prakash Mangal <sup>4</sup>	6/6 (including one meeting attended through Video Conferencing)	YES	15,000	N.A.	N.A.	N.A.	N.A.
Kanika T. Bhal <sup>4</sup>	4/6	YES	-	N.A.	N.A.	N.A.	N.A.

Arun Kumar <sup>4</sup>	5/6 (including one meeting attended through Video Conferencing)	YES	-	N.A.	N.A.	N.A.	N.A.
Bhagwat Prasad	9/10	YES	-	-	-	-	-
Jugal Kishore Mohapatra	9/10 (including three meeting attended through Video Conferencing)	NO	-	4	1	-	-

\* Directorship held in Indian Companies has been considered.

\*\*Membership(s)/ Chairpersonship(s) of Audit Committee and Stakeholders' Relationship Committee held in other companies have been considered.

<sup>1</sup>. Appointed as Director on the Board of the Company w.e.f. 24.02.2020.

<sup>2</sup>. Ceased to be Director on the Board of the Company w.e.f. 31.12.2019 on attaining the age of superannuation.

<sup>3</sup>. Ceased to be Director on the Board of the Company w.e.f. 31.03.2020 on attaining the age of superannuation.

<sup>4</sup>. Ceased to be Director on the Board of the Company w.e.f. 17.11.2019 on completion of tenure.

**Notes:**

- None of the Directors of the Company holds office of director at any point of time in more than ten (10) public companies including seven (7) listed companies.
- None of the Directors of the Company is a member in more than ten (10) committees or a chairperson of more than five (5) committees across all the companies in which he is a director. For the purpose of determination of limit of the Board Committees, Chairmanship or Membership of Audit Committee & Stakeholders' Relationship Committee has been considered.
- None of the whole-time directors of the Company is serving as an independent director in more than three listed companies.
- None of the independent directors of the Company is serving as an independent director in more than seven listed companies.
- The directors of the Company do not have any relationship inter-se.
- NHPC has not issued any convertible instrument till date therefore, none of the non-executive directors hold any such instrument.

**(v) Board Independence:**

The Independent Directors of the Company are appointed/ nominated by the President of India acting through administrative ministry i.e. Ministry of Power. Accordingly, the appointing authority considers the integrity, expertise and experience of the individual to be appointed/ nominated as Independent Director on Board of the Company.

All the Independent Directors as on March 31, 2020 have given declaration that they meet the criteria of independence in accordance with the provisions of the Companies Act, 2013 and SEBI LODR. Based on the declarations, Board is of the opinion that the Independent Directors fulfil the conditions of independence as specified in Companies Act, 2013 & SEBI LODR and are independent of the management.

The Independent Directors have also declared that they have complied with the requirements of Rule 6(1) & (2) of the Companies (Appointment and Qualification of Directors) Fifth Amendment Rules, 2019 regarding inclusion of their name in the data bank of Independent Directors maintained by Indian Institute of Corporate Affairs (IICA).

None of the Independent Directors has resigned from the Company before the expiry of his/her tenure. However, during the year under report, Shri Satya Prakash Mangal, Prof. Arun Kumar and Prof. (Smt.) Kanika T. Bhal ceased to be Independent Directors of the Company on completion of their tenure on November 17, 2019.

**(vi) Familiarization Programme for Directors:**

The Directors of the Company are nominated from time to time to attend conference/ programmes, conducted/ organised by Department of Public Enterprises, SCOPE and other reputed institutes, on Corporate Governance, Roles & Responsibilities of Directors and other industry related matters. All the

Board members of the Company were provided every opportunity to familiarise themselves with the Company, its management, its operations, industry perspective, etc. This enables them to augment their knowledge & skills, so that they can discharge their responsibilities effectively and efficiently.

A policy on training to Board members is also in place. The policy covers CMD and all other Directors on the Board of the Company.

The details of familiarization programmes attended by Directors during the financial year 2019-20 are available on the website of the Company and can be accessed at the following link:

[http://www.nhpcindia.com/writereaddata/Images/pdf/Details%20of%20Director%20Training\\_FY2019-20%20-%20English.pdf](http://www.nhpcindia.com/writereaddata/Images/pdf/Details%20of%20Director%20Training_FY2019-20%20-%20English.pdf)

**(vii) Performance Evaluation:**

Ministry of Corporate Affairs (MCA) vide notification dated 5<sup>th</sup> June, 2015 had inter-alia exempted Government Companies from the requirement to specify the manner for effective evaluation of performance of Board, its committees, individual directors, review its implementation and compliance. The said notification also exempted Government Companies from the requirement of providing information in the Directors’ report about the manner, in which annual evaluation of the performance of Board, its committees and individual directors has been made, in case, the performance of directors is evaluated by the Administrative Ministry in Charge of the Company.

The performance of all Functional Directors of the Company is being evaluated by the Administrative Ministry i.e. MOP, as per the mechanism for performance appraisal of top management incumbents of CPSEs, specified by DPE. The performance of Nominee Directors of the Company is also evaluated by the appointing authority.

Accordingly, in order to evaluate the performance of Board, Board level committees and Independent Directors of the Company, a “Policy on performance evaluation of Board, Board level committees and Independent Directors” has been formulated. As per the policy, following evaluation process is being followed by the Company:

- A. The Nomination & Remuneration Committee requests every Director to rate the performance of Board, Board level committees and Independent Directors on pre-determined parameters. The ratings are to be assigned on the following scale:

Rating Scale

Scale	Performance
5	Exceptionally Good
4	Good
3	Satisfactory
2	Needs Improvement
1	Unacceptable

- B. The Nomination & Remuneration Committee receives the evaluation forms in sealed cover and summarize the ratings. On the basis of summarized ratings, Chairperson of Nomination & Remuneration Committee finalises his report. He may have discussions with individual director, where any clarification or interpretation is required.
- C. The report is placed for consideration of Nomination & Remuneration Committee. The Committee reviews the report and submit its recommendations for the consideration of the Board of Directors.
- D. The Board after consideration of recommendations of the Nomination & Remuneration Committee, issues necessary directions.

The performance evaluation of Board, Board level committees and Independent Directors for the financial year 2018-19 was carried out during the financial year 2019-20. The performance evaluation for financial year 2019-20 shall be carried out during financial year 2020-21. The Committee generally authorizes Company Secretary to request Directors to rate the performance of Board, Board level Committees & Independent Directors, receive the evaluation forms and summarise the ratings to enable the Chairperson to finalise his report.

### 3. COMMITTEES OF THE BOARD:

The Committees of the Board plays a crucial role in governance structure of the Company. The Committees focus on specific areas/ activities and assist the Board in taking an informed decision. The recommendations of the Committees on matters under their scope are placed before the Board for information/ approval. To ensure effective and focused decision making, the Board has constituted following mandatory and non-mandatory committees:

#### Mandatory Committees

1. Audit Committee.
2. Stakeholders' Relationship Committee.
3. Nomination and Remuneration Committee.
4. Committee on Corporate Social Responsibility (CSR) and Sustainability.
5. Risk Management Committee.

#### Non-mandatory Committees

1. Committee of Directors for Allotment and Post-allotment Activities of NHPC Securities.
2. Committee of Directors – Appellate Authority.

The composition, quorum, terms of reference, etc. of the statutory committees are in line with the provisions of the Companies Act, 2013, SEBI LODR and Guidelines on Corporate Governance issued by Department of Public Enterprises, Govt. of India. The Company Secretary acts as the Secretary to the Committees. Senior officials of the Company were also invited to provide necessary information/ clarification on the matters placed before the Committees, whenever required by the Committees.

The Board had accepted all the recommendation(s) of committee(s) of the board, which are mandatorily required to be recommended by the committee(s) for its appraisal.

**Details of members, meetings held, terms of reference etc. of statutory and non-statutory committees are as under:**

#### 3.1 Audit Committee

As on March 31, 2020, the Audit Committee comprised the following members:

i)	Shri Jugal Kishore Mohapatra	Independent Director	Chairperson
ii)	Shri Bhagwat Prasad	Independent Director	Member
iii)	Shri Aniruddha Kumar	Government Nominee Director	Member

Director (Projects), Director (Finance) and Director (Technical) are ex-officio invitees to the meetings of Audit Committee. Head of Internal Audit division was also invited to the meetings of Audit Committee. Statutory Auditors and Cost Auditors were invited to the meetings of the Committee in which financial statements and cost audit reports respectively were discussed.

#### Terms of reference:

The terms of reference of the Committee are as under:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending fixation of audit fees to the Board.
3. Approval of payment to auditors for any other services rendered by the Statutory Auditors.
4. Reviewing with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - a) Matters required to be included in the Directors' Responsibility Statement to be included in the board's report;
  - b) Changes, if any, in accounting policies and practices and reasons for the same;





- c) Major accounting entries involving estimates based on the exercise of judgment by management;
  - d) Significant adjustments made in the financial statements arising out of audit findings;
  - e) Compliance with listing and other legal requirements related to financial statements;
  - f) Disclosure of any related party transactions; and
  - g) Modified opinion(s) in the draft audit report.
5. Reviewing with the management, the quarterly financial statements before submission to the Board for approval.
  6. Reviewing with the management, performance of Statutory & Internal Auditors and the adequacy of the internal control systems.
  7. Reviewing the adequacy of the internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit.
  8. Discussion with Internal Auditors and/or Auditors on any significant findings and follow-up thereon.
  9. Reviewing the findings of any internal investigations by internal auditors/auditors/agencies into matters where there is suspected fraud or irregularity or failure of internal control systems of a material nature and reporting the matter to the Board.
  10. Discussions with Statutory Auditors before the audit commences, about the nature and scope of the audit as well as post-audit discussion to ascertain any area of concern.
  11. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
  12. To review the functioning of Whistle Blower Mechanism.
  13. To review the follow-up action on audit observations of the Comptroller & Auditor General of India (C&AG).
  14. To review the follow-up action taken on the recommendations of Parliament's Committee on Public Undertakings (COPU).
  15. Provide an open avenue of communication between the Independent Auditors, Internal Auditor and the Board of Directors.
  16. Approval or any subsequent modification of transactions of the Company with related parties.
  17. Review with the Independent Auditor the coordination of audit efforts, to assure completeness of coverage, reduction of redundant efforts and the effective use of all audit resources.
  18. Consider and review the following with Independent Auditor and management:
    - The adequacy of internal controls, including Computerized Information System Controls and Security; and
    - Related findings and recommendations of the Independent Auditors and Internal Auditor, together with management responses.
  19. Consider and review the following with management, Internal Auditor and Independent Auditors:
    - Significant findings during the year, including the status of previous audit recommendations; and
    - Any difficulties encountered during audit work, including any restrictions on the scope of activities or access to required information.
  20. Review and monitor the auditor's independence and performance and effectiveness of audit process.
  21. Scrutiny of inter-corporate loans and investments.
  22. Valuation of undertakings or assets of the Company, wherever it is necessary.
  23. Evaluation of internal financial controls and risk management systems.
  24. Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency

monitoring the utilization of proceeds of a public or right issue and making appropriate recommendations to the Board to take up steps in this matter.

25. Recommending to the Board the appointment and remuneration of the cost auditors of the Company.
26. Review of:
  - a) Management discussion and analysis of financial conditions and results of operations.
  - b) Management letter/letters of internal control weaknesses issued by the statutory auditors.
  - c) Internal Audit Reports relating to internal control weaknesses.
27. Review of appointment and removal of the Chief Internal Auditor.
28. Reviewing the utilization of loans and/or advances from/investment by the company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower.
29. To review compliance with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 at least once in a financial year.
30. To verify that the systems for internal control to ensure compliance with the requirements given in SEBI (Prohibition of Insider Trading) Regulations, 2015 are adequate and are operating effectively.
31. To carry out any other function as is mentioned in the terms of reference of the Audit Committee pursuant to the provisions of the Companies Act, 2013, SEBI LODR and Corporate Governance Guidelines issued by DPE.

#### Meetings and Attendance:

The Committee met seven times during the financial year under report. Details of the meetings and attendance of members are given in **Table 3**.

**Table 3: Audit Committee Meetings**

S. No.	Date of Meeting	Shri Satya Prakash Mangal <sup>1</sup>	Prof. Kanika T. Bhal <sup>1</sup>	Prof. Arun Kumar <sup>1</sup>	Shri Bhagwat Prasad	Shri Jugal Kishore Mohapatra <sup>2</sup>	Shri Aniruddha Kumar <sup>2</sup>
1.	April 04, 2019					N.A.	N.A.
2.	May 27, 2019					N.A.	N.A.
3.	July 19, 2019					N.A.	N.A.
4.	August 09, 2019					N.A.	N.A.
5.	September 17, 2019					N.A.	N.A.
6.	November 11, 2019					N.A.	N.A.
7.	February 07, 2020	N.A.	N.A.	N.A.			
<b>Number of meetings held during respective tenure</b>		6	6	6	7	1	1
<b>Meetings attended</b>		6	5	6	7	1	1
<b>% of meetings attended*</b>		100	83	100	100	100	100

\* rounded off

<sup>1</sup> Ceased to be member of the Committee w.e.f. 17.11.2019 due to completion of tenure as Director of the Company.

<sup>2</sup> Appointed as member of the Committee w.e.f. 30.12.2019

Leave of absence, present in person, present through Video Conferencing

During the financial year 2019-20, Shri Satya Prakash Mangal, Independent Director chaired all the meetings held prior to his cessation. The meeting held thereafter was chaired by Shri Jugal Kishore Mohapatra, Independent Director. The time interval between any two Audit Committee meetings had not exceeded one hundred and twenty days. The then Chairperson of the Audit Committee was present in the last AGM of the Company to answer the queries of the shareholders.





### 3.2 Stakeholders’ Relationship Committee

As on March 31, 2020, composition of Stakeholders’ Relationship Committee was as under:

i)	Shri Bhagwat Prasad	Independent Director	Chairperson
ii)	Shri Jugal Kishore Mohapatra	Independent Director	Member
iii)	Shri Mahesh Kumar Mittal	Director (Finance)	Ex-Officio Member

Representative of Registrar & Share Transfer Agent (RTA) of the Company was invited to the meetings of the Committee to apprise about the activities being undertaken by RTA.










#### Terms of reference:

The terms of reference of the Committee are as under:

- (i) Resolving the grievances of the security holders including complaints related to transfer/ transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/ duplicate certificates, general meetings etc.
- (ii) Review of measures taken for effective exercise of voting rights by shareholders.
- (iii) Review of adherence to the service standards adopted in respect of various services being rendered by the Registrar & Share Transfer Agent.
- (iv) Review of the various measures and initiatives taken to reduce the quantum of unclaimed dividends and ensure timely receipt of dividend warrants/ annual reports/ statutory notices by the shareholders of the Company.
- (v) To carry out any other function, as required by the provisions of the Companies Act, 2013, SEBI LODR and Corporate Governance Guidelines issued by DPE.




The Committee met three times during the year under Report. Details of the meetings and attendance of members are given in **Table 4**.

**Table 4: Stakeholders’ Relationship Committee Meetings**

S. No.	Date of Meeting	Shri Bhagwat Prasad	Prof. Kanika T. Bhal <sup>1</sup>	Shri Mahesh Kumar Mittal	Shri Jugal Kishore Mohapatra <sup>2</sup>
1.	April 23, 2019				N.A.
2.	November 08, 2019				N.A.
3.	March 06, 2020		N.A.		
<b>Number of meetings held during respective tenure</b>		3	2	3	1
<b>Meetings attended</b>		3	1	3	1
<b>% of meetings attended</b>		100	50	100	100

<sup>1</sup> Ceased to be member of the Committee w.e.f. 17.11.2019 due to completion of tenure as Director of the Company.

<sup>2</sup> Appointed as member of the Committee w.e.f. 30.12.2019

 Leave of absence,  present in person,  present through Video Conferencing

#### Name and Designation of Compliance Officer:

Shri Vijay Gupta, Company Secretary is the Compliance Officer in terms of Regulation 6 of SEBI LODR.

#### Shareholders’/Bondholders’ Grievances:

During the financial year ended on March 31, 2020, shareholders’/ bondholders’ grievances were attended expeditiously except the cases, constrained by disputes or legal impediments. The details of complaints received and resolved during the year are given in **Table 5**.

Table 5: Shareholders' / Bondholders' Complaints:

Description	Opening balance as on April 1, 2019	Received during the year ended on March 31, 2020	Resolved during the year ended on March 31, 2020	Pending as on March 31, 2020
<b>A. Equity Shares</b>				
Non-receipt of refund orders	-	-	-	-
Non-receipt of dividend warrants	-	2,172	2,172	-
Complaints received on SEBI SCORES	-	13	13	-
Stock Exchange complaints	-	-	-	-
Consumer forum/court cases	2	-	-	2
Advocate notices	-	-	-	-
<b>TOTAL (A)</b>	<b>2</b>	<b>2,185</b>	<b>2,185</b>	<b>2</b>
<b>B. Bonds</b>				
Non-Receipt of refund order	-	-	-	-
Non Receipt of TDS Certificate	-	-	-	-
Non-Receipt of electronic credit	-	-	-	-
Non-Receipt of interest warrants	-	46	46	-
Non-Receipt of Bonds/Securities.	-	12	12	-
<b>TOTAL (B)</b>	<b>-</b>	<b>58</b>	<b>58</b>	<b>-</b>
<b>GRAND TOTAL (A+B)</b>	<b>2</b>	<b>2,243</b>	<b>2,243</b>	<b>2</b>

**SEBI Complaints Redress System (SCORES) – Online Portal of SEBI for lodging complaints against Listed Companies**

Securities and Exchange Board of India (SEBI) has a web based complaints redressal system 'SCORES', which enables shareholder(s)/ bondholder(s) to lodge their complaint(s) against the Company and check its status. On registration of a complaint, a unique complaint registration number is allotted to track and for future reference. The concerned entity (intermediary or listed Company) uploads action taken report on the complaints electronically. The concerned entity and the complainant can also seek and/ or provide clarifications online from/ to each other. SEBI disposes the complaints, if it is satisfied that the complaint has been adequately redressed.

An investor, who is not familiar with SCORES or does not have access to SCORES, can lodge his/ her complaint(s) in writing.

During the financial year 2019-20, shareholders' / bondholders' complaints received through SCORES have been attended promptly and action taken reports on these complaints were submitted to SEBI through SCORES.

**3.3 Nomination & Remuneration Committee**

DPE Guidelines on Corporate Governance for CPSEs provides that Nomination & Remuneration Committee shall decide the annual bonus/ variable pay pool and policy for its distribution across the executives and non-unionized supervisors within the prescribed limits.

Being a Central Public Sector Enterprise, the appointment, tenure and remuneration of Chairman & Managing Director and Whole Time Directors in NHPC are decided by the Government of India. The Part Time Non-Official Directors (Independent Directors) are paid sitting fees for attending the Board and Committee meetings. The Government Nominee Directors are not paid any remuneration/ sitting fee by the Company. Further, the remuneration of employees of the Company is fixed as per the guidelines issued by Department of Public Enterprises (DPE), from time to time.



As on March 31, 2020, composition of Nomination & Remuneration Committee was as under:

i)	Shri Jugal Kishore Mohapatra	Independent Director	Chairperson
ii)	Shri Bhagwat Prasad	Independent Director	Member
iii)	Shri Aniruddha Kumar	Govt. Nominee Director	Member

Director (Finance) and Director (Personnel) are ex-officio invitees to the meetings of the Committee.

**Terms of reference:**

The terms of reference of the Committee are as under:

1. To formulate the criteria for determining positive attributes and independence of a Director.
2. To recommend distribution of the annual bonus/Performance Related Pay (PRP) and policy for its distribution across the Board and below Board level employees including key managerial personnel.
3. To formulate criteria for the evaluation of independent directors and the board.
4. To devise a policy on board diversity.
5. To identify persons who may be appointed in senior management in accordance with the criteria laid down and recommend to the board their appointment and removal.
6. To examine and recommend other allowances and perks, etc. to the Board of Directors for approval.
7. To recommend to the board, all remunerations, in whatever form, payable to senior management.
8. To carry out any other function as may be required under the provisions of the Companies Act, 2013, Listing Agreement/ SEBI LODR and Corporate Governance Guidelines issued by DPE.

**Meetings and Attendance:**

The Committee met twice during the financial year under report. Details of the meetings and attendance of members are given in **Table 6**.

**Table 6: Nomination and Remuneration Committee Meetings**

S. No.	Date of Meeting	Shri Jugal Kishore Mohapatra	Prof. Kanika T. Bhal <sup>1</sup>	Prof. Arun Kumar <sup>1</sup>	Shri Bhagwat Prasad <sup>2</sup>	Shri Aniruddha Kumar <sup>2</sup>
1.	June 11, 2019	👤	👤	👤	N.A.	N.A.
2.	February 7, 2020	👤	N.A.	N.A.	👤	👤
<b>Number of meetings held during respective tenure</b>		2	1	1	1	1
<b>Meetings attended</b>		2	1	1	1	0
<b>%age of meetings attended</b>		100	100	100	100	0

<sup>1</sup> Ceased to be member of the Committee w.e.f. 17.11.2019 due to completion of tenure as Director of the Company.

<sup>2</sup> Appointed as member of the Committee w.e.f. 30.12.2019.

👤 Leave of absence, 👤 present in person

**3.4 Committee on Corporate Social Responsibility (CSR) and Sustainability**

As on March 31, 2020, composition of Committee on Corporate Social Responsibility (CSR) and Sustainability was as under:

i)	Shri Bhagwat Prasad	Independent Director	Chairperson
ii)	Shri Ratish Kumar	Director (Projects)	Ex-Officio Member
iii)	Shri Nikhil Kumar Jain	Director (Personnel)	Ex-Officio Member
iv)	Shri Mahesh Kumar Mittal	Director (Finance)	Ex-Officio Member
v)	Shri Janardan Choudhary	Director (Technical)	Ex-Officio Member

**Meetings and Attendance:**

The Committee met five times during the financial year under report. Details of the meetings and attendance of members are given in **Table 7**.

**Table 7: Corporate Social Responsibility (CSR) and Sustainability Committee Meetings**

S. No.	Date of Meeting	Prof. Arun Kumar <sup>1</sup>	Shri Ratish Kumar	Shri Nikhil Kumar Jain	Shri Mahesh Kumar Mittal	Shri Janardan Choudhary	Shri Bhagwat Prasad <sup>2</sup>
1.	June 04, 2019	⊞	⊞	⊞	⊞	⊞	N.A.
2.	September 06, 2019	⊞	⊠	⊞	⊠	⊞	N.A.
3.	November 14, 2019	⊞	⊠	⊞	⊞	⊞	N.A.
4.	December 30, 2019	N.A.	⊞	⊞	⊞	⊞	⊞
5.	March 06, 2020	N.A.	⊞	⊞	⊞	⊠	⊞
<b>Number of meetings held during respective tenure</b>		3	5	5	5	5	2
<b>Meetings attended</b>		3	3	5	4	4	2
<b>% of meetings attended</b>		100	60	100	80	80	100

<sup>1</sup> Ceased to be member of the Committee w.e.f. 17.11.2019 due to completion of tenure as Director of the Company.

<sup>2</sup> Appointed as member of the Committee w.e.f. 27.11.2019.

⊠ Leave of absence, ⊞ present in person

**3.5 Risk Management Committee**

As per the requirements of SEBI LODR, top 500 listed entities determined on the basis of market capitalization, as at the end of immediate previous financial year shall constitute a Risk Management Committee. As on March 31, 2019, NHPC was amongst the top 500 listed entities determined on the basis of market capitalization.

As on March 31, 2020, composition of Risk Management Committee was as under:

i)	Shri Jugal Kishore Mohapatra	Independent Director	Chairperson
ii)	Shri Bhagwat Prasad	Independent Director	Member
iii)	Shri Ratish Kumar	Director (Projects)	Ex-officio Member
iv)	Shri Janardan Choudhary	Director (Technical)	Ex-officio Member





**Terms of Reference:**

- To assist the Board in corporate governance by overseeing the responsibilities relating to the identification, evaluation and mitigation of operational, strategic and external environment risks.
- To formulate, review and monitor the risk policies/ plans and associated practices of the Company.
- To approve and review risk disclosure statements in any public documents or disclosures.
- To carry out any other function as required by the provisions of the Companies Act, 2013, Listing Agreement/ SEBI LODR and Corporate Governance Guidelines issued by DPE.

**Meetings and Attendance:**

The Committee met once during the financial year under report. Details of the meeting and attendance of members are given in **Table 8**.

**Table 8: Risk Management Committee Meetings**

S. No.	Date of Meeting	Shri Satya Prakash Mangal <sup>1</sup>	Prof. Arun Kumar <sup>1</sup>	Shri Ratish Kumar	Shri Janardan Choudhary	Shri Jugal Kishore Mohapatra <sup>2</sup>	Shri Bhagwat Prasad <sup>2</sup>
1.	August 30, 2019					N.A.	N.A.
<b>Number of meetings held during respective tenure</b>		1	1	1	1	0	0
<b>Meetings attended</b>		1	1	1	1	0	0
<b>% of meetings attended</b>		100	100	100	100	N.A.	N.A.

<sup>1</sup> Ceased to be member of the Committee w.e.f. 17.11.2019 due to completion of tenure as Director of the Company.

<sup>2</sup> Appointed as member of the Committee w.e.f. 30.12.2019.

 present in person,  present through Video Conferencing

### 3.6 Committee of Directors for Allotment and Post-Allotment Activities of NHPC Securities

As on March 31, 2020, Composition of the Committee was as under:

i)	Shri Ratish Kumar	Director (Projects)	Ex-officio Member and Chairperson
ii)	Shri Nikhil Kumar Jain	Director (Personnel)	Ex-Officio Member
iii)	Shri Mahesh Kumar Mittal	Director (Finance)	Ex-Officio Member



















#### Terms of Reference:



1. Issue of certificate(s) relating to securities;
2. Transfer and transmission of securities;
3. Re-materialization of securities certificate(s);
4. Issue of duplicate certificate(s) relating to securities; and
5. Consolidation/ splitting of NHPC's securities.

#### Meetings and Attendance:

The Committee met six times during the financial year under report. Details of the meetings and attendance of members are given in **Table 9**.

**Table 9: Meetings of Committee of Directors for Allotment and Post-Allotment Activities of NHPC Securities**

S. No.	Date of Meeting	Shri Ratish Kumar	Shri Mahesh Kumar Mittal	Shri Nikhil Kumar Jain
1.	May 22, 2019			
2.	July 12, 2019			
3.	October 31, 2019			
4.	January 03, 2020			
5.	February 10, 2020			
6.	March 18, 2020			
<b>Number of meetings held during respective tenure</b>		6	6	6
<b>Meetings attended</b>		6	6	3
<b>% of meetings attended</b>		100	100	50

 Leave of absence,  present in person

### 3.7 Committee of Directors – Appellate Authority

As on March 31, 2020, composition of the Committee was as under:

i)	Shri Jugal Kishore Mohapatra	Independent Director	Chairperson
ii)	Shri Bhagwat Prasad	Independent Director	Member
iii)	Shri Nikhil Kumar Jain	Director (Personnel)	Ex-Officio Member

Note: The Committee was reconstituted by Board of Directors in its meeting held on 30.12.2019.

#### Terms of reference:

The Committee is to act as an appellate authority for the cases placed before it in terms of Conduct, Discipline and Appeal Rules.

#### Meetings and Attendance:

The Committee has not met during the financial year under report.

## 4. PROCEDURE FOR BOARD/ COMMITTEE MEETINGS:

### (A) Decision-making process:

The Company ensures that best industry practices and procedures are adopted for the meetings of the Board of Directors/ its committees to professionalize its corporate affairs. It also help in informed and efficient decision-making at the meetings of the Board and its Committees.

### (B) Scheduling and selection of agenda items for Board/ Committee meetings:

- Meetings of the Board/ Committees of Directors are convened by giving appropriate notice with the approval of the Chairperson of the Board/ respective Committee. Detailed agenda notes, management reports and other explanatory statements are circulated in advance amongst the members to facilitate meaningful, informed and focused decision making. Whenever any urgent issues are required to be addressed, meetings are called at a shorter notice or agenda notes are placed on table or resolutions are passed through circulation by adhering to the statutory requirements.
- In case, it is not possible to attach a document to the agenda notes on account of exceptional circumstances or to maintain secrecy, the document(s) relating thereto are placed on the table during the meeting.
- As a part of green initiative, agenda for the meetings are sent through electronic mode ensuring encryption and password protection.
- Agenda papers are circulated after the approval of Chairman and Managing Director.
- The meetings are generally held at the Company's offices situated at Faridabad and New Delhi.
- Presentations are made before the Board/ Committee(s) of Directors as and when required for providing better understanding of issues placed before the Board/ Committee.
- Members of the Board have complete access to the information pertaining to the Company. Directors are also free to recommend any issue, which they consider important for inclusion in the agenda.
- Senior Management officials are called during the meetings, as and when necessary, to provide additional insight on the matters being discussed by the Board/ Committee(s) of Directors.
- Members of Board/ Committees are provided the facility to participate in meetings through video conferencing.

### (C) Recording of minutes of the meetings of Board/ Committee(s) of Directors:

Draft minutes of the proceedings of Board/ Committee Meetings are duly circulated to members within fifteen days of the conclusion of the meeting for their comments. The Directors communicate their comments on the draft minutes within seven days from the date of circulation thereof. A statement of comments received from Directors is placed before the Chairman & Managing Director/ Chairperson of the respective Committee for consideration and approval thereof. The approved minutes of proceedings of each Board/ Committee meeting are duly recorded in the minutes book within thirty days of conclusion of the meeting and are also circulated to members for their information.



**(D) Follow-up Mechanism:**

The Governance process of the Company also includes an effective post meeting follow-up. Accordingly, an action taken report on the decisions taken at the Board/ Committee meetings is compiled and placed before the Board/ respective Committee for information in its subsequent meeting. It helps in effective reporting on follow-up and review of decisions.

**(E) Compliance of laws:**

Compliance of all applicable provisions of the Companies Act, SEBI Regulations, DPE Guidelines and other statutory requirements under different laws has always been a focal point in all operations of the Company. Company has developed an in-house mechanism for online reporting of compliance/ non-compliance of all applicable laws, including location specific laws at all its locations. A report on compliance of applicable laws is placed periodically before the Board of Directors for its information.

The Company has also submitted an Annual Secretarial Compliance Report regarding compliance of all applicable SEBI Regulations and circulars/ guidelines issued thereunder to Stock Exchanges for the year ended on March 31, 2020.

**5. MEETING OF INDEPENDENT DIRECTORS:**

Pursuant to the requirements of Schedule IV of the Companies Act, 2013 read with Department of Public Enterprises Office Memorandum No. 16(4)/2012-GM dated December 28, 2012 and SEBI LODR, a separate meeting of Independent Directors without the presence of Non-Independent Directors and members of the management was held on June 11, 2019 under the Chairmanship of Shri Jugal Kishore Mohapatra. The meeting was attended by all the Independent Directors except Shri Satya Prakash Mangal.

**6. CODE OF CONDUCT:**

The code of business conduct and ethics for board members and senior management personnel was complied by all concerned during the financial year 2019-20.

**Declaration under SEBI LODR and DPE Guidelines on Corporate Governance**

All the Board Members and Senior Management Personnel have affirmed compliance with the Code of Business Conduct & Ethics for Board Members and Senior Management Personnel respectively for the financial year ended on March 31, 2020.

Sd/-

(Abhay Kumar Singh)

Chairman &amp; Managing Director

DIN: 08646003

Date: May 26, 2020

Place: Faridabad

**7. FRAUD PREVENTION AND DETECTION POLICY:**

A Fraud Prevention and Detection Policy is effective in the Company. The policy provides a system for detection and prevention of fraud, its reporting (if detected or suspected) and fair dealing on matters pertaining to fraud or suspected frauds involving employees as well as representatives of vendors, suppliers, contractors, consultants, service providers, or any other party doing any type of business with NHPC. All reports on frauds or suspected frauds are investigated with utmost priority.

Head of Projects/ Power Stations/ Units and HOD (internal Audit) in Corporate Office have been designated as Nodal Officers under the Policy for the respective locations.

**8. CODE FOR PREVENTION OF INSIDER TRADING IN SECURITIES OF NHPC LIMITED:**

In compliance to the requirements of SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time, Company has formulated and implemented 'Code of Conduct to Regulate, Monitor and Report Trading by Insiders' and 'Code of Fair Disclosure Practices for Prevention of Insider Trading'.

The code is applicable to designated persons, which are defined as under:

- a) All Directors, KMPs and Chief Vigilance Officer of the Company;
- b) All executives at the level of General Manager & above and all the executives working in finance at Corporate Office, Company Secretariat & Secretariats of Directors of the Company;

- c) Directors, KMPs & employees (executives at the level of Chief/ Chief Engineers and above) and Chief Vigilance Officer of material subsidiary companies of the Company; and
- d) Such other employees of the Company including that of material subsidiary companies, temporary/ ad-hoc employees designated by the Board of Directors from time to time to whom the trading restrictions shall be applicable.

The trading window for trading in securities of NHPC remained close for all the designated persons and their immediate relatives, as and when any price sensitive information is proposed/ expected to be placed before the Board. In addition to above, the trading window is closed at the end of every quarter till 48 hours after consideration of financial results by the Board of Directors.

A senior officer has been designated as Compliance Officer under the code. Copy of the insider trading code is available on the website of the Company at the link:<http://www.nhpcindia.com/writereaddata/Images/pdf/Insider-Trading-Code-Full-30052019.pdf>

## 9. REMUNERATION OF DIRECTORS:

The appointment, tenure & remuneration of Directors including CMD is decided by the Govt. of India. The Government Nominee Directors are not drawing any remuneration or sitting fees from the Company. In accordance to the Companies Act, 2013 read with DPE Guidelines, the Board of Directors of the Company in consultation with administrative ministry, is empowered to determine the sitting fee payable to Independent Directors within the ceiling prescribed under the Companies Act, 2013.

Accordingly, the Board has fixed an amount of ₹ 20,000/- per meeting as sitting fees payable to Independent Directors for attending meetings of the Board or Committees thereof.

Details of remuneration paid to Functional Directors of the Company during the financial year 2019-20 are given in **Table 10**. Further, the details of sitting fees paid to Independent Directors for meetings held during the financial year 2019-20 are given in **Table 11**.

**Table 10: Remuneration of Functional Directors during the financial year 2019-20**

(Amount in ₹)

Name of Director	Designation	Salary <sup>§</sup>	Benefits*	Performance Related Pay (PRP)	Total
Shri Abhay Kumar Singh <sup>#</sup>	Chairman & Managing Director	7,75,398	1,31,718	-	9,07,116
Shri Ratish Kumar	Director (Projects)	58,19,462	11,58,736	28,39,722	98,17,920
Shri Nikhil Kumar Jain	Director (Personnel)	38,12,622	24,58,355	19,22,022	81,92,999
Shri Mahesh Kumar Mittal	Director (Finance)	49,18,024	9,94,438	21,34,550	80,47,012
Shri Janardan Choudhary	Director (Technical)	47,93,377	23,75,110	14,87,310	86,55,797
Shri Balraj Joshi	Former Chairman and Managing Director	39,31,331	72,71,216	19,35,652	1,31,38,199

<sup>#</sup> Appointed as Director w.e.f. 24.02.2020

<sup>§</sup> Salary include arrears paid as per respective position held by the Directors during that period.

\* Benefits include gratuity, leave encashment, lease rent, new year gift, medical reimbursement, EPF, Social Security Scheme & Pension Fund (Matching Contribution) etc. which were not included in salary.

Notes:

- During the year, amount of ₹ 19,42,253 and ₹ 1,48,430 was paid to Shri K. M. Singh, Former CMD and Shri D. P. Bhargava, Former Director (Technical) respectively for their dues related to earlier year(s).
- The Company had not given any stock options during the financial year 2019-20. Further, service conditions of the Functional Directors/ Directors including notice period and severance fee, if any are governed as per the terms & conditions issued by the Govt. of India.
- Besides above, Functional Directors are also entitled for medical benefit as per applicable rules of the Company.

**Table 11: Details of sitting fees paid to Independent Directors for the meetings held during the financial year 2019-20**

(Amount in ₹)

Name of Independent Director	Sitting Fees*		Total
	Board Meetings	Committee Meetings	
Shri Satya Prakash Mangal	1,20,000	1,60,000	2,80,000
Prof. Kanika T. Bhal	80,000	1,80,000	2,60,000
Prof. Arun Kumar	1,00,000	2,80,000	3,80,000
Shri Jugal Kishore Mohapatra	1,80,000	1,20,000	3,00,000
Shri Bhagwat Prasad	1,80,000	2,80,000	4,60,000

\*In addition to sitting fee, Independent Directors are also reimbursed boarding/ lodging/ conveyance expenses incurred for attending meetings of the Board/ Committees. The amount of sitting fee is excluding the amount of tax as paid by the Company on sitting fee under full reverse charge mechanism.

Except as mentioned above, the non-executive directors have no pecuniary relationship or transaction with the Company during the financial year 2019-20.

The terms and conditions of appointment of Independent Directors are available on the website of the Company at: <http://www.nhpcindia.com/writereaddata/Images/pdf/TnC-Apptmt-%20Independent-Directors.pdf>

## 10. SUBSIDIARY COMPANIES:

(i) **NHDC Limited:** NHDC Limited is a Joint Venture between NHPC Limited and the Government of Madhya Pradesh with equity shareholding of 51% and 49% respectively.

As per Regulation 24 of SEBI LODR and DPE Guidelines on Corporate Governance, NHDC Limited is a material non-listed Indian subsidiary of NHPC Limited. Shri Satya Prakash Mangal, Independent Director of NHPC was nominated as Director on the Board of NHDC Limited. Subsequent to cessation of Shri Mangal as Independent Director of NHPC, Shri Jugal Kishore Mohapatra, Independent Director is nominated on the Board of NHDC.

(ii) **Loktak Downstream Hydroelectric Corporation Limited (LDHCL):** LDHCL was promoted as a Joint Venture between NHPC Limited and the Government of Manipur (GoM). As per the Articles of Association of LDHCL, the equity participation of NHPC and GoM shall be 74% and 26% respectively.

As per Regulation 24 of SEBI LODR, the Company is a non-listed Indian subsidiary of NHPC Limited.

(iii) **Bundelkhand Saur Urja Limited (BSUL):** BSUL is a Joint Venture Company between NHPC Limited and Uttar Pradesh New and Renewable Energy Development Agency (UPNEDA) to implement a 50MW Solar Power Project in Uttar Pradesh. As per the promoters' agreement, the equity participation of NHPC shall not be less than 74%. UPNEDA may participate in the equity upto 26% of the total share capital of the Company.

As per Regulation 24 of SEBI LODR, the Company is a non-listed Indian subsidiary of NHPC Limited.

(iv) **Lanco Teesta Hydro Power Limited (LTHPL):** During the financial year 2019-20, NHPC has acquired debt-ridden LTHPL under insolvency resolution plan approved by the National Company Law Tribunal (NCLT). LTHPL has become a wholly owned subsidiary of NHPC Limited and will execute Teesta-VI Hydroelectric Project (500 MW) on Teesta river in Sikkim.

The Company is a non-listed Indian subsidiary of NHPC Limited as per Regulation 24 of SEBI LODR.

During the year, the minutes of the meetings of the Board of Directors of NHDC Limited, LDHCL, BSUL and LTHPL were placed before the Board of NHPC Limited for its information. The Board of NHPC was also apprised about the significant transactions and arrangements entered into by these subsidiaries. The financial statements, in particular, the investments made by these subsidiary companies, were reviewed by the audit committee.

During the financial year 2019-20, the Company has not disposed-off any shares or assets of the subsidiary companies. More information about the subsidiary companies is available in the Directors' Report.

## 11. GENERAL MEETINGS:

### Annual General Meeting

Date, time and location of the last three Annual General Meetings and special resolutions passed therein are given in **Table 12**.

**Table 12: Annual General Meetings**

Financial Year	Date	Time	Location	Special Resolution(s) Passed
2018-19	September 23, 2019	11:00 A.M.	Jal Tarang Auditorium, NHPC Office Complex, Sector-33, Faridabad, Haryana-121003	a) To re-appoint Prof. (Smt.) Kanika T. Bhal (DIN 06944916), as an Independent Director of the Company. b) To re-appoint Shri Satya Prakash Mangal (DIN 01052952), as an Independent Director of the Company. c) To re-appoint Prof. Arun Kumar (DIN 07346292), as an Independent Director of the Company.
2017-18	September 27, 2018	11:00 A.M.	Jal Tarang Auditorium, NHPC Office Complex, Sector-33, Faridabad, Haryana-121003	a) Authorization to board to consider issue of secured/ unsecured, redeemable, non-convertible debentures/ bonds aggregating up to ₹ 3,300 crore through private placement. b) Alterations in Articles of Association of the Company in line with the provisions of the Companies Act, 2013.
2016-17	September 27, 2017	11:00 A.M.	Jal Tarang Auditorium, NHPC Office Complex, Sector-33, Faridabad, Haryana-121003	a) Authorization to board to issue secured/ unsecured redeemable, non-convertible, debentures/ bonds aggregating upto ₹ 2000 Crore through private placement. b) Insertion of Article 22A in Articles of Association of the Company.

No Special Resolution was passed through Postal Ballot during 2019-20 and no special resolution is proposed to be passed through Postal Ballot during the financial year 2020-21.

## 12. DISCLOSURES:

### (i) Related Party Transactions:

The Company has formulated a policy on related party transactions, in compliance with the Regulation 23 of SEBI LODR. During the financial year 2019-20, all contracts/ arrangements/ transactions entered in by the Company with related parties were in the ordinary course of its business and on arm's length basis. There were no materially significant related party transactions, which have potential conflict with the interest of the Company at large.

The policy on related party transactions as approved by the Board can be accessed on the Company's website at the link: <http://www.nhpcindia.com/writereaddata/Images/pdf/Policy-Related-Party-Transaction.pdf>

### (ii) Disclosure requirements as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and DPE Guidelines on Corporate Governance:

The Company has complied with all the statutory requirements of the regulations and guidelines prescribed by SEBI including regulations from 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of SEBI LODR except as mentioned in paragraph 2(i) of this Report. The Company has also complied with all the requirements of the Guidelines on Corporate Governance for Central Public Sector Enterprises (CPSEs) issued by Department of Public Enterprises (DPE), Govt. of India except as mentioned in Paragraph 2(i) of this Report.



**a) Penalties, strictures imposed by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years:**

During the preceding 3 years, no penalty was imposed and/ or stricture was passed on the Company by any Stock Exchange or SEBI or any other statutory authority, on any matter related to the capital market, operations or guidelines issued by the Government.

However, during the financial year 2018-19 and the year under report, Company had received notices from Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited, as detailed in **Table 13**.

**Table 13: Details of Notices received from Stock Exchanges**

S. No.	Name of issuing Authority	Amount of fine	Nature of Non-compliance	Reason/ Justification given by Company for non-compliance
1.	BSE Limited and National Stock Exchange of India Limited	Total Cumulative fine till quarter ended on December, 2019 is ₹ 19,47,000/- (including GST) for each stock exchange	Non-compliance with the requirements of Regulation 17(1) of SEBI LODR in respect of non-appointment of requisite number of Independent Directors on the Board of the Company since November 05, 2018.	As per article 34 of Articles of Association, the powers to appoint Directors (including Independent Director) in the Company vests with the President of India. Accordingly, the matter regarding appointment of Independent Directors is being regularly pursued with Administrative Ministry i.e. Ministry of Power and DPE.
2.	BSE Limited* (Issued during FY 2018-19)	₹ 10,000/- (excluding GST)	Delay in furnishing prior intimation about the meeting of Board of Directors held on March 15, 2019 to consider the proposal for raising of funds through issue of "GOI Fully Serviced Bonds" and "External Commercial Borrowings (ECB)"	(i) Direction to raise funds through "GOI Fully Serviced Bonds" from Ministry of Power was received on March 12, 2019. The bonds were to be raised by end of March, 2019. Accordingly, on March 13, 2019, management decided to place the proposal in already scheduled meeting of Board i.e. on March 15, 2019. Information regarding it was submitted to stock exchanges simultaneously on March 13, 2019.  (ii) The proposal to raise funds from MUFG Bank under "External Commercial Borrowings (ECB)" was received on March 07, 2019. After finalisation of modalities, management in view of urgent requirement of funds, on March 12, 2019 (in late evening) decided to place agenda on the subject before Board in meeting already scheduled to be held on March 15, 2019. The same was informed to stock exchanges on March 13, 2019.

\*Similar fine was imposed by National Stock Exchange of India Limited, which was waived in January, 2020 considering the justification submitted by the Company.



Company has requested the Stock Exchanges to waive-off the aforesaid fines in view of the justifications given. Replies from the Stock Exchanges are awaited.

The periodic results and other communications are regularly published on Company's official website (www.nhpcindia.com).

**b) Disclosure of events or information:**

The Board had authorised Shri Mahesh Kumar Mittal, Director (Finance) to determine materiality of an event or information for the purpose to make disclosures to Stock Exchange(s) under the regulations of SEBI LODR. Criteria for determination of materiality of an event or information to be disclosed to Stock Exchange(s) has been laid down and available on the website of the Company.

**c) Presidential Directives:**

In the preceding three years, the Company has received Presidential directive during financial year 2018-19 regarding pay revision of Board level, below Board level executives and Non-unionised supervisors w.e.f. 01.01.2017. The directive was implemented with the approval of Board of Directors.

**d) Accounting Treatment:**

The Management is of the view that all applicable Indian Accounting Standards are being followed, while preparation of financial statements. However, where compliance could not be followed in strict sense, it has been indicated in the notes to accounts forming part of financial statements.

**e) Whistle Blower Policy:**

A Whistle Blower Policy to report the instances of unethical/ improper conduct, to take suitable steps to investigate and correct it is in existence. The policy provides for adequate safeguard against victimisation of employees, who avails the mechanism. No personnel has been denied access to the Audit Committee during the financial year 2019-20.

During the financial year 2019-20, one complaint was reported under Whistle Blower Policy. The Complaint was examined and disposed off as per the provisions of the policy.

**f) Disclosure in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:**

To provide a safe and harassment-free workplace for every individual working in the Company has always been an endeavour of the management. Moving a step ahead in this direction, Company has included Sexual harassment of women as misconduct under "NHPC (Conduct, Discipline and Appeal) Rules". During the financial year 2019-20, no complaint of sexual harassment was received by the Company.

**g) No items of expenditure was debited in books of accounts, which are not for the purposes of the business.**

**h) No expenses of personal nature were incurred for the Board of Directors and Top Management.**

**i) Details of administrative and office expenses as a percentage of total expenses vis-à-vis financial expenses and reasons for increase:**

(Figures in %)

Details	2018-19	2019-20	Reasons for increase
Administrative expenses as a percentage of total expenses	14.57	19.08	Main reason for variance is increase in security expenses, exchange rate variation, CSR expenses, insurance expenses and provisions during financial year 2019-20
Administrative expenses as a percentage of financial expenses	100.35	156.05	

**j) Commodity price risk and hedging activities**

The disclosure regarding commodity price risk and hedging activities of the Company during the financial year 2019-20 is as under:

**1. Risk management policy of the listed entity with respect to commodities including through hedging:**

The foreign exchange risk management policy of the Company was approved in the 423<sup>rd</sup> meeting of



the Board of Directors held on 15.03.2019 taking into consideration total exposure of the Company in foreign exchange and risk involved.

**2. Exposure of the Company to commodity and commodity risks faced throughout the year 2019-20:**

- a. **Total exposure of the Company to commodities in INR:** 1820.97 crore
- b. **Exposure of the Company to various commodities:**

Commodity name (ECB)	Exposure in INR towards the particular commodity	% of such exposure hedged through commodity derivatives				Total
		Domestic market		International market		
		OTC	Exchange	OTC	Exchange	
JICA-IDP-107	102.67	-	-	-	-	-
JICA-IDP-129	449.07	-	-	-	-	-
JICA-IDP-153	580.49	-	-	-	-	-
MUFC Bank	3688.75	100%*	-	-	-	-

\* With JPY strike price of ₹ 0.90

**3. Commodity risks faced by the Company during the year 2019 20**

There is no impact of foreign currency fluctuations on the profit of the Company as these are either adjusted to the carrying cost of respective fixed asset/ Capital work-in-progress or recovered through tariff as per CERC tariff regulation 2019-24.

**k) Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/ network entity of which the statutory auditor is a part:**

Details relating to fees paid to statutory auditors are given in note no. 29 to the Standalone and Consolidated Financial Statements.

**l) Policy for determining material subsidiaries:**

The Company has formulated a policy for determining material subsidiaries as per Regulation 16 (1) (c) of SEBI LODR. The policy is available on the website at the following link:

<http://www.nhpcindia.com/writereaddata/Images/pdf/Policy-Material-Subsidiary.pdf>

**m) During the financial year 2019-20, Company has not raised funds through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A) of SEBI LODR, 2015.**

**n) Other Disclosures:**

- i. A certificate from Shri Suman Kumar, Practicing Company Secretary stating that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as director of companies by SEBI/ Ministry of Corporate Affairs or any such statutory authority has been received.
- ii. None of the securities of the Company was suspended from trading during the financial year 2019-20.
- iii. Information on adoption of the non-mandatory requirements as prescribed under SEBI LODR is provided in **Annexure-A**.

**13. CEO/CFO COMPLIANCE CERTIFICATION:**

In terms of Regulation 17 (8) of SEBI LODR, a compliance certificate duly signed by Shri Abhay Kumar Singh, Chairman & Managing Director and Shri Mahesh Kumar Mittal, Director (Finance) was placed before the Board of Directors at the meeting held on June 27, 2020 and is annexed to the Corporate Governance Report as **Annexure-B**.

**14. MEANS OF COMMUNICATION:**

Financial results of the Company are announced within the time frame specified in SEBI LODR. These results are placed on the website of the Company (www.nhpcindia.com) and published in national and local dailies.

The shareholders of the Company are also apprised about the performance of the Company through e-mail on quarterly basis.

In addition to above, official press releases on significant corporate decisions and activities are also made available to stakeholders on the Company's website and through social media. Presentations made to institutional investors and/ or analysts are also available on the Company's website.

The shareholders can access the details of the disclosures made under Corporate Governance, Policies of the Company, Memorandum & Articles of Association, etc. on website of the Company under dedicated section "Investor Corner".

Details of publication of audited/ unaudited financial results of the Company are given in **Table 14**.

**Table 14: Audited/unaudited financial results**

Newspapers	Date of publication of results for the period ended			
	June 30, 2019	September 30, 2019	December 31, 2019	March 31, 2020
Business Standard (English) - All Editions	-	November 12, 2019	February 8, 2020	-
Hindustan (Hindi)-New Delhi	-	November 12, 2019	-	-
The Financial Express (English) - All Editions	August 10, 2019	-	-	June 29, 2020
Jansatta (Hindi) – New Delhi	August 10, 2019	-	-	June 29, 2020
Navbharat Times (Hindi)- Delhi	-	-	February 8, 2020	-

## 15. INFORMATION FOR SHAREHOLDERS

### (i) Details of Annual General Meeting

Date: Tuesday, September 29, 2020

Time: 03:00 P.M. (IST)

In order to curb the spread of COVID-19 in the country and in line with the relaxations extended by Ministry of Corporate Affairs (MCA) vide circular dated 05.05.2020, the AGM of the Company for financial year 2019-20 shall be held through Video Conferencing or other audio visual means.

The Notice of AGM may be referred for necessary details/ instructions regarding participation in the AGM.

### (ii) Financial calendar for financial year 2020-21

Particulars	Date
Accounting period	April 1, 2020 to March 31, 2021
Unaudited financial results for the first three quarters	Board Meeting to be held within forty five days from the end of each quarter. Financial results will be intimated to Stock Exchanges within stipulated time of the conclusion of Board Meeting.
Fourth quarter results/ annual audited financial results for the year ending on March 31, 2021	Board Meeting to be held on or before May 30, 2021. Financial results will be intimated to Stock Exchanges within stipulated time of the conclusion of Board Meeting.
AGM – 2021	August/ September, 2021 (Tentative)

### (iii) Book Closure

The register of members and share transfer books of the Company will remain closed from Saturday, September 19, 2020 to Tuesday, September 29, 2020 (both days inclusive).

### (iv) Payment of Dividend

The Company had paid an interim dividend of ₹ 1.18/- per equity share (excluding Dividend Distribution Tax) in February, 2020. In addition to above, the Board of Directors of the Company has recommended a

final dividend of ₹ 0.32/- per equity share for the financial year 2019-20. Accordingly, the total dividend for the year comes to ₹ 1.50/- per equity share, if the final dividend is approved by the shareholders in General Meeting.

The members whose name appear in the Register of Members/ list of Beneficial Owners as on Friday, September 18, 2020 (record date) will be entitled to receive final dividend. The final dividend, if declared at the AGM will be paid as per the provisions of the Companies Act, 2013.

**(v) Dividend History**

Details of dividend paid by the Company since listing are given in **Table 15**:

**Table 15: Dividend History**

Financial Year	Total amount of dividend declared (₹ in crore)	Date of AGM/Board Meeting in which dividend was declared	Date of payment
2009-10	676.54	September 22, 2010	October 1, 2010
2010-11	738.04	September 19, 2011	September 28, 2011
2011-12	861.05	September 17, 2012	September 26, 2012
2012-13	738.04	September 16, 2013	September 25, 2013
2013-14	332.13	September 26, 2014	October 7, 2014
2014-15	664.27 (including interim dividend of ₹ 221.43 crore)	January 16, 2015 & September 23, 2015	February 12, 2015 & October 3, 2015
2015-16	1,660.60 (including interim dividend of ₹ 1,018.50 crore)	February 10, 2016 & September 22, 2016	March 2, 2016 & October 3, 2016
2016-17	1,984.62 (including interim dividend of ₹ 1,882.02 crore)	January 12, 2017 & September 27, 2017	January 27, 2017 & October 5, 2017
2017-18	1,436.31 (including interim dividend of ₹ 1,149.05 crore)	February 12, 2018 & September 27, 2018	March 8, 2018 & October 22, 2018
2018-19	1,466.58 (including interim dividend of ₹ 713.20 crore)	February 8, 2019 & September 23, 2019	March 05, 2019 & October 18, 2019
2019-20	1,185.31 (Interim Dividend)	February 7, 2020	March 3, 2020

**(vi) Listing on Stock Exchanges**

NHPC equity shares are listed on the following Stock Exchanges:

BSE Limited	National Stock Exchange of India Limited
Address: Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001	Address: Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (East), Mumbai – 400051
Scrip Code: 533098	Scrip Code: NHPCEQ
ISIN : INE848E01016	ISIN : INE848E01016

The annual listing fee for the financial year 2020-21 has been paid to both National Stock Exchange of India Limited and BSE Limited within the extended due dates. Also, the Annual Custodian Fee for the financial year 2020-21 has been paid to Central Depository Services (India) Limited and National Securities Depository Limited.

**(vii) Market Price Data and performance in comparison to indices**

Comparison of NHPC share price with BSE Sensex and NSE Nifty is given in **Table 16** and **Table 17** respectively.

Table 16: BSE Sensex and NHPC Share Price

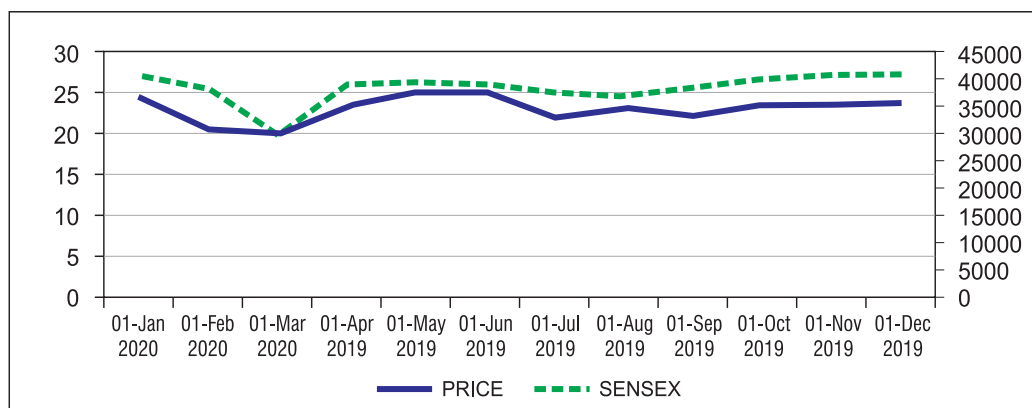
SENSEX				NHPC SHARE PRICE AT BSE			
Month	High	Low	Closing	Month	High (₹)	Low (₹)	Closing (₹)
Apr-19	39,487.45	38,460.25	39,031.55	Apr-19	25.60	23.05	23.30
May-19	40,124.96	36,956.10	39,714.20	May-19	25.85	21.75	25.15
Jun-19	40,312.07	38,870.96	39,394.64	Jun-19	25.50	23.90	24.80
Jul-19	40,032.41	37,128.26	37,481.12	Jul-19	25.00	22.00	22.10
Aug-19	37,807.55	36,102.35	37,332.79	Aug-19	23.90	20.85	23.25
Sep-19	39,441.12	35,987.80	38,667.33	Sep-19	24.55	22.20	22.30
Oct-19	40,392.22	37,415.83	40,129.05	Oct-19	24.20	21.80	23.50
Nov-19	41,163.79	40,014.23	40,793.81	Nov-19	24.25	23.20	23.80
Dec-19	41,809.96	40,135.37	41,253.74	Dec-19	24.35	23.55	23.95
Jan-20	42,273.87	40,476.55	40,723.49	Jan-20	29.00	23.70	24.50
Feb-20	41,709.30	38,219.97	38,297.29	Feb-20	25.40	20.45	20.60
Mar-20	39,083.17	25,638.90	29,468.49	Mar-20	23.35	15.15	19.95

Table 17: NSE NIFTY and NHPC Share Price

NIFTY				NHPC SHARE PRICE AT NSE			
Month	High	Low	Closing	Month	High (₹)	Low (₹)	Closing (₹)
Apr-19	11,856.15	11,549.10	11,748.15	Apr-19	25.65	23.00	23.35
May-19	12,041.15	11,108.30	11,922.80	May-19	25.95	21.65	25.05
Jun-19	12,103.05	11,625.10	11,788.85	Jun-19	25.50	23.90	24.80
Jul-19	11,981.75	10,999.40	11,118.00	Jul-19	25.00	22.00	22.15
Aug-19	11,181.45	10,637.15	11,023.25	Aug-19	23.95	20.85	23.25
Sep-19	11,694.85	10,670.25	11,474.45	Sep-19	24.55	22.20	22.30
Oct-19	11,945.00	11,090.15	11,877.45	Oct-19	24.20	21.80	23.50
Nov-19	12,158.80	11,802.65	12,056.05	Nov-19	24.25	23.20	23.80
Dec-19	12,293.90	11,832.30	12,168.45	Dec-19	24.40	23.50	23.95
Jan-20	12,430.50	11,929.60	11,962.10	Jan-20	29.10	23.65	24.50
Feb-20	12,246.70	11,175.05	11,201.75	Feb-20	25.40	20.40	20.60
Mar-20	11,433.00	7,511.10	8,597.75	Mar-20	23.40	15.10	19.95

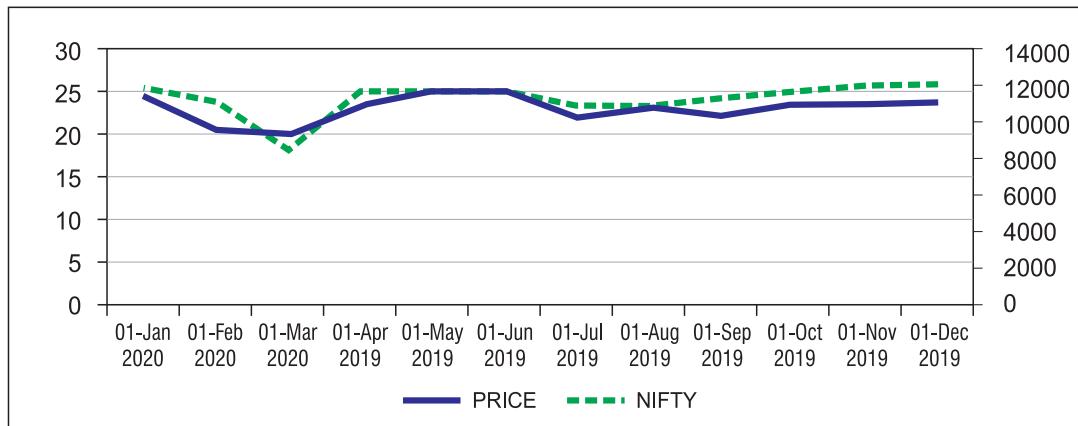
(viii) Performance in comparison to indices

BSE Sensex and NHPC Share price



Note: Graph is made on the basis of monthly Closing prices

**NSE NIFTY and NHPC Share Price**



Note: Graph is made on the basis of monthly Closing prices

**(ix) Registrar & Share Transfer Agent**

KFin Technologies Private Limited (Formerly Karvy Fintech Private Limited),  
 Selenium, Tower- B, Plot No. 31-32,  
 Financial District, Nanakramguda,  
 Serilingampally, Hyderabad,  
 Rangareddi, Telangana- 500 032  
 Tel: 040 6716 2222  
 Toll Free No: 1800 345 4001  
 Fax: 040 2300 1153  
 E-mail ID: einward.ris@kfintech.com



**(x) Credit Ratings**

The credit ratings obtained by the Company are as under:

S. No.	Rating Agency	Credit Rating	Borrowings in respect of which ratings were obtained
<b>DOMESTIC</b>			
1	India Rating	IND AAA/ Stable	P, Q, R, TAX FREE, S, T, U, V, X, Y, Y1, AA and AA1 Series, GOI Bonds & Long term Bank facilities/ FIS
		IND A1+	Short term working capital limit
2	ICRA	[ICRA] AAA (Stable)	Q, R, W, Y, Y1 and Tax Free Bonds
3	CARE	CARE AAA: Stable	Q, S, T, U, V, W, Tax Free, X, AA, AA1 Series and GOI Bonds
<b>INTERNATIONAL</b>			
1	S&P	"BBB-" Outlook: Stable	-

**(xi) Share Transfer System**

The Board of Directors have authorised RTA to process the requests received from shareholders holding physical shares for transfer/ transmission of shares and/ or dematerialisation of shares etc. The requests received for re-materialisation, consolidation of shares and issue of duplicate certificates are overseen by Committee of Directors for Allotment and Post-allotment activities of NHPC Securities. SEBI had barred the physical transfer of shares of listed companies and mandated transfer in de-mat form only w.e.f. 01.04.2019. However, investors are not barred from holding shares in physical form.

Accordingly, during the year under report, no request for transfer of shares held in physical form was processed by the RTA, except the requests lodged prior to 01.04.2019 and could not be processed at that time for want of certain documents or other justified reasons.

Pursuant to Regulation 40 of SEBI LODR, Certificate from Practicing Company Secretary on half-yearly basis confirming that all certificates had been issued within stipulated period from the date of lodgement for transfer, sub-division, consolidation, renewal, exchange or endorsement of calls/ allotment monies had been submitted to Stock Exchanges.

**(xii) Transfer of Shares and unpaid/ unclaimed amounts to Investor Education and Protection Fund (IEPF)**

During the financial year 2019-20, unclaimed dividend for the financial year 2011-12 aggregating to ₹ 1,45,11,436/- and the corresponding 8,04,475 shares for which dividend entitlements remained unclaimed for seven consecutive years or more, have been transferred by the Company to the Investor Education and Protection Fund (IEPF) established by the Central Government, pursuant to provisions of Section 124 of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time.

Before effecting transfer of shares to IEPF, company has informed to all such members, whose shares were liable to be transferred to IEPF during financial year 2019-20 through letters and newspaper publication.

The details of dividend and shares transferred to IEPF, unpaid and unclaimed amounts lying with the Company and procedure for claiming the dividend and shares from IEPF Authority are available on the website of the Company at the link: <http://www.nhpcindia.com/IEPF.htm> and also on the website of Investor Education and Protection Fund Authority i.e. [www.iepf.gov.in](http://www.iepf.gov.in).

Dividend pertaining to FY 2012-13 shall be transferred to IEPF during the year 2020-21. Shareholders may claim their unclaimed dividend for the years prior to and including the financial year 2012-13 and the corresponding shares from the IEPF Authority by applying in prescribed form i.e. IEPF-5. The last date for claiming dividend declared during financial year 2012-13 and remained unpaid is October 21, 2020. Members may forward their claims for unclaimed dividend to the Company's RTA before they are due to be transferred to IEPF. No claim shall lie against the Company in respect of the dividend/ shares so transferred.

**(xiii) Distribution of shareholding**

Shares held according to the size of holdings and by different categories of shareholders as on March 31, 2020 are given in **Table 18** and **Table 19** respectively:

**(a) Table 18: Distribution of shareholding according to size and percentage of holding as on March 31, 2020**

Number of shares	Number of shareholders	% of shareholders*	Total shares	% of shares*
1-5,000	4,32,383	63.96	9,05,26,858	0.90
5,001-10,000	1,66,375	24.61	12,47,68,799	1.24
10,001-20,000	41,741	6.17	6,22,63,377	0.62
20,001-30,000	13,244	1.96	3,37,46,534	0.34
30,001-40,000	5,554	0.82	1,98,35,107	0.20
40,001-50,000	4,504	0.67	2,12,71,522	0.21
50,001-1,00,000	7,047	1.04	5,16,04,653	0.51
1,00,001 and above	5,196	0.77	9,64,10,17,955	95.98
<b>Total</b>	<b>6,76,044</b>	<b>100</b>	<b>10,04,50,34,805</b>	<b>100.00</b>

\*rounded off to 2 decimal places



**(b) Table 19: Category wise Shareholding Pattern as on March 31, 2020**

Category	As on March 31, 2019			As on March 31, 2020			Change % Increase/ (Decrease)*
	No. of Share-holders	Total Shares	% of share-holding*	No. of Share-holders	Total Shares	% of share-holding*	
Government of India	1	7,36,59,64,993	73.33	1	7,12,67,72,676	70.95	(2.38)
Mutual Funds	13	32,14,71,603	3.2	53	58,67,17,209	5.84	2.64
Foreign Portfolio Investors	152	49,16,65,365	4.89	157	46,83,19,256	4.66	(0.23)
Financial Institutions/ Banks	18	6,51,01,540	0.65	19	6,37,09,606	0.63	(0.02)
Insurance Companies	6	77,76,95,996	7.74	14	77,17,48,175	7.68	(0.06)
Resident Individuals	6,77,231	53,88,64,448	5.36	6,68,972	53,74,77,879	5.35	(0.01)
Non- Resident Indians	4,589	1,28,97,153	0.13	4,723	1,47,20,526	0.15	0.02
Clearing Members	147	34,71,589	0.03	275	77,36,531	0.08	0.05
IEPF	1	16,27,862	0.02	1	24,28,917	0.02	0.00
Bodies Corporate	1,714	46,39,78,931	4.62	1,766	45,21,06,009	4.50	(0.12)
Trusts	44	18,40,819	0.02	43	26,97,489	0.03	0.01
Others (NBFCs, Foreign Nationals, Overseas Corporate bodies, Alternate Investment Fund, Qualified Institutional Buyers, Foreign Institutional Investors)	22	4,54,506	0.01	20	1,06,00,532	0.11	0.10
<b>Total</b>	<b>6,83,938</b>	<b>10,04,50,34,805</b>	<b>100</b>	<b>6,76,044</b>	<b>10,04,50,34,805</b>	<b>100</b>	

\*rounded off to 2 decimal places

**(c) Top Ten Shareholders as on March 31, 2020**

Details of top ten shareholders of NHPC Limited as on March 31, 2020 are given in **Table 20**:

**Table 20: Top ten shareholders as on March 31, 2020**

S. No.	Name of shareholder	Total shares	% to Equity*
1	President of India	7,12,67,72,676	70.95
2	Life Insurance Corporation of India	73,66,31,947	7.33
3	Power Finance Corporation Limited	23,44,73,240	2.33
4	CPSE Exchange Traded Scheme (CPSE ETF)	19,29,44,743	1.92
5	REC Limited	17,53,02,206	1.75
6	HDFC Trustee Company Limited A/c HDFC Balanced Advantage Fund	13,78,60,514	1.37
7	Edgbaston Asian Equity Trust	6,86,51,505	0.68
8	HDFC Trustee Company Limited - HDFC Tax saver fund	6,04,22,557	0.60
9	Vanguard Total International Stock Index Fund	4,13,26,454	0.41
10	Vanguard Emerging Markets Stock Index Fund, A Series of Vanguard International Equity Index Fund	3,64,70,857	0.36
<b>Total</b>		<b>8,81,08,56,699</b>	<b>87.71</b>

\*rounded off to 2 decimal places.

**(xiv) Dematerialization of Shares and Liquidity**

The shares of the Company are in dematerialized segment and are available for trading under systems of both the depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

Reconciliation of share capital audit confirming that the total issued capital of the Company is in agreement with the total number of shares in physical form and the total number of dematerialised shares held with NSDL and CDSL is placed before the Board on quarterly basis. A copy of the Audit report is also submitted to the Stock Exchanges.

No. of shares held in dematerialized and physical mode as on March 31, 2020

Particulars	Total Shares	% to Equity*
Shares in dematerialized form with NSDL	9,64,74,48,266	96.04
Shares in dematerialized form with CDSL	39,74,97,612	3.95
Physical	7,906	negligible
<b>Total</b>	<b>10,04,50,34,805</b>	<b>100</b>

\* rounded off to 2 decimal places

The names and addresses of the depositories are as under:

**1. National Securities Depository Limited**

Trade World, A-Wing, 4<sup>th</sup> Floor,  
Kamala Mills Compound,  
Lower Parel, Mumbai – 400 013

**2. Central Depository Services (India) Limited**

Marathon Futurex, A-Wing,  
25<sup>th</sup> Floor, NM Joshi Marg,  
Lower Parel, Mumbai – 400 013

**(xv) Demat Suspense Account**

Details of shares in the suspense account as on March 31, 2020 is given in **Table 21**.

**Table 21: Shares in suspense account**

Description	No. of Cases	No. of Shares
Aggregate number of shareholders and outstanding shares in the suspense account at the beginning of the year	6	1,951
Number of shareholders who approached the Company for transfer of shares from the suspense account during the year	-	-
Number of shareholders to whom shares were transferred from the suspense account during the year	-	-
Number of Shareholders whose shares were transferred to IEPF account during the year	2	903
Aggregate number of shareholders and outstanding shares in the suspense account at the end of the year	4	1,048

Note: Voting rights on above shares continue to remain frozen till these shares are in suspense account. Further, in terms of requirements of Companies Act, 2013 the shares in suspense account shall be transmitted to IEPF within stipulated time.

**(xvi) Outstanding GDRs/ ADRs/ Warrants or any Convertible Instruments, Conversion date and likely impact on equity:**

NHPC Limited has not issued any GDRs/ ADRs/ warrants or any convertible instruments which has impact on equity.



**(xvii) Location of NHPC Plants:**

Baira Siul	NHPC Limited, Surangani, Distt. Chamba, Himachal Pradesh – 176 317
Loktak	NHPC Limited, P.O. Loktak, Komkeirap, Manipur- 795 124
Salal	NHPC Limited, P.O. Jyotipuram, Via Reasi, Distt. Reasi, Jammu & Kashmir - 182 312
Tanakpur	NHPC Limited, P.O. T.P.S. Campus, Banbassa, Distt. Champawat, Uttarakhand – 262 310
Chamera-I	NHPC Limited, Khairi, Distt. Chamba, Himachal Pradesh – 176 325
Uri-I	NHPC Limited, Gingle, P.O. Mohra, Distt. Baramulla, Jammu & Kashmir- 193 122
Rangit	NHPC Limited, P.O. Rangit Nagar, South Sikkim - 737 111
Chamera-II	NHPC Limited, Karian, Distt. Chamba, Himachal Pradesh –176 310
Dhauliganga-I	NHPC Limited, Post Box No.1, Tapovan, Dharchula, Distt. Pithoragarh, Uttarakhand - 262 545
Dulhasti	NHPC Limited, Chenab Nagar, Sector-II, Kishtwar, Distt. Kishtwar, Jammu & Kashmir - 182 206
Teesta-V	NHPC Limited, P.O. Singtam, East Sikkim - 737 134
Sewa-II	NHPC Limited, Mashka, Distt. Kathua, Jammu & Kashmir - 176 325
Chamera-III	NHPC Limited, Village Dharwala, P.O.–9, Distt. – Chamba, Himachal Pradesh – 176 311
Chutak	NHPC Limited, P.O. Minji, Distt. Kargil, UT of Ladakh – 194 103
Teesta Low Dam Project – III	NHPC Limited, Rambi Bazar, P.O. Reang, Distt. Darjeeling, West Bengal – 734 321
Nimoo Bazgo	NHPC Limited, Alchi, Distt. Leh, UT of Ladakh –194 101
Uri- II	NHPC Office cum Residential Complex, Nowpora, Uri, Distt. Baramulla, Jammu & Kashmir – 193 122
Parbati-III	NHPC Limited, Village Behali, P. O. Larji, Distt. Kullu, Himachal Pradesh–175 122
Teesta Low Dam Project –IV	NHPC Limited, Kalijhora, P.O. Kalijhora Bazar, Distt. Darjeeling, West Bengal –734 320
Jaisalmer Wind Power Project	NHPC Limited, Village Lakhmana, District Jaisalmer, Rajasthan
Tamil Nadu Solar Power Project	NHPC Limited, Renganathapuram Village, A. Vadipatti Road, Periyakulam Taluk, District Theni, Tamil Nadu-625 602
Kishanganga	NHPC Limited, NHPC Office & Residential Complex, Karalpora, Distt. Bandipora, Jammu & Kashmir -193 502

**(xviii) Green Initiatives in Corporate Governance**

In line with relaxations extended by MCA and SEBI due to pandemic COVID 19 and in furtherance of ‘Green Initiative’, the Company has effected delivery of Notice of AGM and Annual Report through electronic mode only to those Members whose e-mail IDs were registered with the respective Depository Participants viz. National Securities Depository Limited and Central Depository Services (India) Limited. The Notice of AGM and Annual Report are also placed on website of the Company.

**(xix) Address for Correspondence:**

Shri Vijay Gupta, Compliance Officer,  
5<sup>th</sup> Floor, Neer Shakti Sadan,  
NHPC Office Complex,  
Sector – 33, Faridabad,  
Haryana – 121 003  
E-mail: companysecretary@nhpc.nic.in

The phone numbers and e-mail addresses for communication are given below:

	Telephone Number	Fax No.	E-mail ID
Registered Office	0129-2588110	0129-2278018	-
Investor Relation Cell	0129-2250437	-	investorcellnhpc@gmail.com
Shri Anuj Kapoor, Chief Investor Relations Officer	0129-2270603	-	anujkapoor@nhpc.nic.in

As per Circular of the Securities and Exchange Board of India dated 22.01.2007, exclusive e-mail address for redressal of Investor Complaints is [companysecretary@nhpc.nic.in](mailto:companysecretary@nhpc.nic.in)

For and on behalf of the Board of Directors



(Abhay Kumar Singh)  
Chairman and Managing Director  
DIN: 08646003

Date: August 27, 2020  
Place: Faridabad



**ANNEXURE-A**

Non-Mandatory Requirements: Besides the mandatory requirements as mentioned in the preceding pages, the status of compliance with non-mandatory requirements of the SEBI LODR is as under:

1. The Board: The Company is headed by an Executive Chairman.
2. Shareholders' Rights: A half-yearly declaration of financial performance, including a summary of significant events during the last six months is not sent individually to every shareholder. However, periodic financial results are made available on the Company's website [www.nhpcindia.com](http://www.nhpcindia.com) and are published in the leading newspapers as mentioned under the heading 'means of communication' in this Report. The shareholders of the Company are also apprised about the performance of the Company through e-mail on quarterly basis.
3. Modified opinion(s) in audit report: It is always Company's endeavour to present unqualified financial statements.
4. Separate posts of chairperson and chief executive officer: The post of Chairperson and Managing Director in the Company is held by a single person appointed by The President of India through Ministry of Power (MOP).
5. Reporting of Internal Auditor: Shri Vijay Kumar, Executive Director (Finance) is the Internal Auditor of the Company. As per organization structure, Shri Kumar is reporting to Director (Finance) of the Company.