



**एनएचपीसी लिमिटेड**  
(भारत सरकार का उद्यम)

**NHPC Limited**  
(A Govt. of India Enterprise)

फोन/Phone: 0129-2278018

दिनांक/Date: 17.01.2023

संदर्भ सं./Ref. No. **NH/CS/199**

Manager/ मैनेजर, Listing Department/ लिस्टिंग विभाग, <b>M/s BSE Limited/ बीएसई लिमिटेड,</b> Phiroze Jeejeebhoy Towers / फिरोज जीजीभोय टावर्स, Dalal Street, /दलाल स्ट्रीट, Mumbai/ मुंबई -400 001 <b>Scrip Code: 533098</b>	General Manager/ महाप्रबंधक, Listing Department/ लिस्टिंग विभाग, <b>M/s National Stock Exchange of India Limited/</b> नेशनल स्टॉक एक्सचेंज ऑफ इंडिया लिमिटेड, Exchange Plaza, / एक्सचेंज प्लाजा, Bandra Kurla Complex/ बांद्रा कुर्ला कॉम्प्लेक्स, Bandra (E)/ बांद्रा (ई), Mumbai/ मुंबई - 400 051 <b>Scrip Code: NHPC</b>
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**ISIN No. INE848E01016**

**Sub: Postal Ballot Notice**

विषय: डाक मतपत्र की सूचना

Sir/महोदय,

In compliance to Regulation 30 read with Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, please find enclosed Postal Ballot notice dated 06.01.2023 being sent to members seeking their approval on the following Special business items by means of remote e-voting:

Sl. No.	Description of the Resolution(s)	Type of Resolution
1.	To appoint Shri Mohammad Afzal (DIN:09762315), Joint Secretary, Ministry of Power as Government Nominee Director on Board of the Company.	Ordinary
2.	To appoint Shri Rajeev Kumar Vishnoi (DIN:08534217) as Chairman and Managing Director of the Company.	Ordinary

The remote e-voting shall commence on **Friday, 20<sup>th</sup> January, 2023 at 09:00 A.M. (IST)** and shall end on **Saturday, 18<sup>th</sup> February, 2023 at 05:00 P.M.** During this period, members of the Company holding shares as on the **cut-off date i.e. Friday, 13<sup>th</sup> January, 2023** shall be entitled to avail the facility of remote e-voting.

The Postal Ballot Notice is also available on website of the Company at link: <http://www.nhpcindia.com/Notice-AGM.htm>.

This is for your record and information.

धन्यवाद |

भवदीय

संलग्न: उपरोक्तानुसार

(रूपा देव)  
कंपनी सचिव

## NHPC Limited

**Registered Office: NHPC Office Complex, Sector 33,  
Faridabad, Haryana – 121003  
CIN: L40101HR1975GOI032564  
Tel No.: 0129-2588110**

**Website: [www.nhpcindia.com](http://www.nhpcindia.com)**

**E-mail ID: [companysecretary@nhpc.nic.in](mailto:companysecretary@nhpc.nic.in)**

### POSTAL BALLOT NOTICE

**Dear Members,**

**NOTICE** is hereby given that pursuant to the provisions of Section 108, 110 of the Companies Act, 2013 (“the Act”), and other applicable provisions of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time), guidelines prescribed by the Ministry of Corporate Affairs (“MCA”), Government of India, for holding general meeting/conducting postal ballot process through electronic means vide General Circular No.11/2022 dated 28.12.2022 read with General Circular Nos. 14/2020 dated 08.04.2020 and 17/2020 dated 13.04.2020 and other relevant circulars, issued by the MCA (“MCA Circulars”), the following items of special business are proposed to be passed by the Members of NHPC Limited (“the Company” or “NHPC”) by means of Postal Ballot through remote e-voting (“e-voting”).

#### **SPECIAL BUSINESS:**

1. To appoint Shri Mohammad Afzal (DIN:09762315), Joint Secretary, Ministry of Power, as Government Nominee Director on Board of the Company and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to applicable provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Regulation 17 (1C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Articles of Association of the Company, Shri Mohammad Afzal (DIN:09762315), Joint Secretary, Ministry of Power, who was appointed by the Board on recommendations of the Nomination & Remuneration Committee as Govt. Nominee Director w.e.f. 06.12.2022, pursuant to Ministry of Power, Govt. of India order no. 9/7/2021-NHPC dated 05.12.2022 issued in exercise of the powers conferred by Article 34 of the Articles of Association of NHPC Limited, and in respect of whom the Company has received a notice in writing proposing his candidature for Directorship, be and is hereby appointed as Government Nominee Director of the Company, liable to retire by rotation and on the terms and conditions as may be decided by Govt. of India from time to time.”

2. To appoint Shri Rajeev Kumar Vishnoi (DIN:08534217), 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 applicable provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Regulation 17 (1C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Articles of Association of the Company, Shri Rajeev Kumar Vishnoi (DIN:08534217) who was appointed by the Board on recommendations of the Nomination & Remuneration Committee as Additional Director and Chairman & Managing Director w.e.f. 13.12.2022, pursuant to Ministry of Power, Govt. of India order no. 9/1/2022-NHPC dated 13.12.2022 and in respect of whom the Company has received a notice in writing proposing his candidature for Directorship, be and is hereby appointed as Chairman & Managing Director of the Company, not liable to retire by rotation, on the terms and conditions and any further orders as may be issued by Govt. of India from time to time, his tenure as Director shall be coterminous with his tenure as CMD.”

**By the order of the Board of Directors**

sd/-  
(Rupa Deb)  
Company Secretary  
(ACS:13403)

Date: 06<sup>th</sup> January, 2023

**Regd. Office:**  
NHPC Office Complex,  
Sector-33, Faridabad, Haryana -121003  
CIN: L40101HR1975GOI032564

## **NOTES:**

1. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to Members whose email addresses are registered with their respective Depository Participants (in case of shares held in dematerialized mode)/ RTA (in case of shares held in physical mode) as on Friday, 13<sup>th</sup> January, 2023. The physical copy of the Postal Ballot Notice along with postal ballot form and pre-paid business reply envelope are not being sent to the members for this Postal Ballot.
2. Pursuant to the provisions of Section 108 of the Act read with relevant rules, Regulation 44 of SEBI LODR (as amended) and MCA Circulars, the Company is providing the facility of remote e-voting in respect of the businesses to be transacted through this postal ballot. For this purpose, the Company has appointed M/s National Securities Depository Limited (NSDL) as e-voting agency for providing facility for remote e-voting for this postal ballot.
3. Pursuant to Section 102 of the Companies Act, 2013 ('the Act'), an explanatory statement relating to the special businesses to be transacted through this postal ballot is annexed hereto. Details as required under Regulation 36(3) of the SEBI LODR and in terms of SS-2 in respect of the Directors seeking appointment forms part of the Explanatory Statement. The Company has received relevant disclosures/consent from the Directors seeking appointment.
4. Postal Ballot Notice is also available at Company's website [www.nhpcindia.com](http://www.nhpcindia.com), websites of Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of e-voting service provider i.e. NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
5. Members who have not yet registered/ updated their e-mail address are requested to register/ update e-mail address with their respective Depository Participant (in case of shares held in dematerialized mode) and with Company's RTA M/s Alankit Assignments Limited, by submitting a request in form ISR-1 physically or by email to [alankit.nhpc@alankit.com](mailto:alankit.nhpc@alankit.com) (in case of shares held in physical mode).
6. All documents referred to in this Postal Ballot Notice will be available for inspection electronically without any fee by the Members from the date of circulation of this Notice up to the last date of voting. Members seeking to inspect such documents can send an e-mail to Company Secretary at [postalballot2023@nhpc.nic.in](mailto:postalballot2023@nhpc.nic.in) mentioning their name, DP ID & Client ID/folio number and Permanent Account Number (PAN).
7. The e-voting period commences on Friday, 20<sup>th</sup> January, 2023 at 09:00 A.M. (IST) and shall end on Saturday, 18<sup>th</sup> February, 2023 at 05:00 P.M. (IST). The e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. Friday, 13<sup>th</sup> January, 2023, shall only be entitled to avail the facility of remote e-voting. Members would be able to cast their votes and convey assent or dissent to the proposed resolutions only through remote e-voting process. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, 13<sup>th</sup> January, 2023. In case of joint holders, the member whose name appears as the first holder in the order of names, as per the register of members of the company will be entitled to vote. A person who becomes a Member after the cut-off date should treat this notice for information purpose only.
8. The Board of Directors has appointed Shri Amit Kaushal (Membership No. F6230, CoP No. 6663) and failing him Shri Alok Kumar Tripathi (Membership No. A27448, CoP No. 13447) of M/s A. Kaushal & Associates, Company Secretaries, New Delhi, e-mail address: [aka\\_pcs@yahoo.com](mailto:aka_pcs@yahoo.com), to act as scrutinizer for conducting postal ballot through e-voting process in a fair and transparent manner. The scrutinizer's decision on the validity of the Postal Ballot shall be final.
9. The result of e-voting shall be declared within two working days of conclusion of e-voting process i.e. by Tuesday, 21<sup>st</sup> February, 2023 and will simultaneously be intimated to Stock Exchanges. The result along with scrutinizer's report shall also be displayed on the notice Board of the Company, made available on the website of the Company at [www.nhpcindia.com](http://www.nhpcindia.com) and on the website of M/s NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
10. The resolutions, if passed by requisite majority shall be deemed to have been passed on the last date specified for e-voting i.e. Saturday, 18<sup>th</sup> February, 2023 and effectively at a general meeting.

## **REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS**


11. The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

### **Step 1: Access to NSDL e-Voting system**

#### **A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of Shareholders	Login Method
Individual shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>  </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi/ Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi/ Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing myeasi username &amp; password.</li> <li>After successful login the Easi/ Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33



**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

How to Log-in to NSDL e-Voting website?

- (1) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile.
- (2) Once the home page of e-Voting system is launched, click on the icon “Login” which is available under 'Shareholder/Member' section.
- (3) A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. cast your vote electronically.*

(4) Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- (5) Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
- (6) If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
  - a) Click on “[Forgot User Details/Password?](#)” (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
  - b) [Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- (7) After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
- (8) Now, you will have to click on “Login” button.
- (9) After you click on the “Login” button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

How to cast your vote electronically on NSDL e-Voting system?

- (1) After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and their voting cycle.
- (2) Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
- (3) Now you are ready for e-Voting as the Voting page opens.
- (4) Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
- (5) Upon confirmation, the message “Vote cast successfully” will be displayed.
- (6) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- (7) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **GENERAL GUIDELINES FOR SHAREHOLDERS**

12. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [aka\\_pcs@yahoo.com](mailto:aka_pcs@yahoo.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
13. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
14. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
15. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre-Senior Manager, NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

16. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company (Email ID [companysecretary@nhpc.nic.in](mailto:companysecretary@nhpc.nic.in))/ RTA (Email ID [alankit.nhpc@alankit.com](mailto:alankit.nhpc@alankit.com)).
17. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Company (Email ID [companysecretary@nhpc.nic.in](mailto:companysecretary@nhpc.nic.in))/ RTA (Email ID [alankit.nhpc@alankit.com](mailto:alankit.nhpc@alankit.com)). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. [Login method for e-Voting for Individual shareholders holding securities in demat mode.](#)
18. Alternatively shareholders/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.

**By the order of the Board of Directors**

sd/-  
(Rupa Deb)  
Company Secretary  
(ACS:13403)

Date: 06<sup>th</sup> January, 2023

Regd. Office:  
NHPC Office Complex,  
Sector-33, Faridabad, Haryana -121003  
CIN: L40101HR1975GOI032564

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

#### **Item No. 1**

Ministry of Power vide order no. 9/7/2021-NHPC dated 05.12.2022 had conveyed the decision of President of India to appoint Shri Mohammad Afzal (DIN: 09762315), Joint Secretary, Ministry of Power as Government Nominee Director on Board of the Company until further orders, in exercise of the powers conferred by Article 34 of the Articles of Association of NHPC Limited.

In terms of Section 161(3) of the Companies Act, 2013, the Board may appoint any person nominated by the Central Government by virtue of its shareholding in a Government Company as Nominee Director. Accordingly, on the recommendations of Nomination & Remuneration Committee, the Board had appointed Shri Mohammad Afzal (DIN: 09762315), Joint Secretary, Ministry of Power as Government Nominee Director on Board of the Company w.e.f. 06.12.2022.

In accordance with Regulation 17(1C) of SEBI LODR, approval of the shareholders for appointment of a person on the Board of Directors is required to be obtained at next general meeting or within a period of three months from the date of appointment, whichever is earlier.

The Company has received a notice in writing from Shri Afzal under the provisions of Section 160 of the Act, proposing his candidature for Directorship of the Company. The Company has also received necessary disclosure and declarations from Shri Afzal as per provisions of the Companies Act, 2013 and SEBI LODR.

In view of above, it is proposed to obtain approval of shareholders for appointment of Shri Mohammad Afzal as Government Nominee Director on the Board of the Company by passing Ordinary Resolution set out at Item no. 1 of this Postal Ballot Notice.

The order of Ministry of Power dated 05.12.2022 is available for inspection by the members electronically.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolutions financially or otherwise except to the extent that he or she is a Director and/or Shareholder of the Company.

The Board recommends the Ordinary Resolution as set out in the Notice for approval by the Members.

Brief resume of Shri Mohammad Afzal is annexed.

## Item No. 2

Ministry of Power vide order no. 9/1/2022-NHPC dated 13.12.2022 had communicated the ex-post facto approval of competent authority to entrust the additional charge of the post of Chairman & Managing Director (CMD), NHPC to Shri Rajeev Kumar Vishnoi, who is also CMD, THDC India Limited, for a period of 06 (Six) months w.e.f. 01.09.2022 or till the appointment of a regular incumbent to the post, or until further orders, whichever is the earliest. Shri Vishnoi had assumed the charge of the post of Chairman & Managing Director, NHPC w.e.f. 13.12.2022.

In accordance with Regulation 17(1C) of SEBI LODR, approval of the shareholders for appointment of a person on the Board of Directors is required to be obtained at next general meeting or within a period of three months from the date of appointment, whichever is earlier.

The Company has received a notice in writing from Shri Vishnoi under the provisions of Section 160 of the Act, proposing his candidature for Directorship of the Company. The Company has also received necessary disclosure and declarations from Shri Vishnoi as per provisions of the Companies Act, 2013 and SEBI LODR.

In view of above, it is proposed to obtain approval of shareholders for appointment of Shri Rajeev Kumar Vishnoi as Chairman and Managing Director on the Board of the Company as per order received from Govt. of India and any further orders issued by the Govt. of India, by passing Ordinary Resolution set out at Item no.2 of this Postal Ballot Notice. His tenure as Director shall be coterminous with his tenure as Chairman & Managing Director.

The order of Ministry of Power dated 13.12.2022 is available for inspection by the members electronically.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolutions financially or otherwise except to the extent that he or she is a Director and/or Shareholder of the Company.

The Board recommends the Ordinary Resolution as set out in the Notice for approval by the Members.

Brief resume of Shri Rajeev Kumar Vishnoi is annexed.

### **BRIEF RESUME OF DIRECTORS SEEKING APPOINTMENT**

#### **A. Shri Mohammad Afzal, Govt. Nominee Director (DIN: 09762315)**

Shri Mohammad Afzal is B.Sc. (Engg) in the field of Electrical Engg. (First with Hons.) from AMU, Aligarh and M.E. (First with Hons.) in Power System Engg. from the then University of Roorkee (Now Indian Institute of Technology, Roorkee). He joined Central Electricity Authority in November 1996 and has served in various Divisions like System Engg. & Technology Division, Grid Management Division and Fuel Management Division.

Shri Mohammad Afzal is presently working in the Ministry of Power as Joint Secretary (Transmission).

Date of Birth and Age: February 02, 1971 (51 years)

Nature of Expertise in specific functional areas: In his career of more than 25 years, Shri Afzal has gained vast experience in the field of Sub-stations designing of various capacities, monitoring of Regional/ National Grid, allocation of power to States/ Constituents, assessments & monitoring of fuel to the thermal power stations, gas-based power plants etc.

Disclosure of relationships between Directors inter-se: There is no relationship between directors inter-se.

Other Companies including Listed Entities in which Shri Afzal holds directorship and the membership of Committees of the Board:

1. Power Grid Corporation of India Limited (PGCIL), Govt. Nominee Director and Member of following Committees of PGCIL:
  - (i) Nomination and Remuneration Committee,
  - (ii) Committee on Investment on Projects,
  - (iii) Committee on Award of Contracts, and
  - (iv) Committee for monetization of assets through InvIT
2. PTC India Limited (Govt. Nominee Director)
3. Grid Controller of India Limited (Govt. Nominee Director)

Listed Entities from which Shri Afzal has resigned in the past three years: Nil

Shareholding in the Company including shareholding as beneficial owner (as on 06.01.2023): Nil

Key terms and conditions of Appointment: As decided by appointing authority i.e. President of India acting through Ministry of Power, Government of India.

Date of first appointment to the Board and number of Board meetings attended during FY 2022-23 (till 06.01.2023): Shri Mohammad Afzal was first appointed on the Board of NHPC Limited as Govt. Nominee Director w.e.f. December 06, 2022. Since appointment of Shri Afzal, one meeting of Board of Directors was held and attended by him.

#### **B. Shri Rajeev Kumar Vishnoi, Chairman and Managing Director (DIN: 08534217)**

Shri Rajeev Kumar Vishnoi is an Hons. Graduate in Civil Engineering from BITS Pilani and he has also attained the qualification of MBA and has undergone Professional Up-gradation Programme in Design and Construction of Hydraulic Structures and Hydropower Constructions from State University of Moscow, Russia. He has also attended Advance Management Programme in Leading Strategic Change from ASCI, Hyderabad in association with SDA Bacconi School of Management, Italy.

Date of Birth and Age: March 30, 1967 (55 years)

Nature of Expertise in specific functional areas: Shri Rajeev Kumar Vishnoi has more than 35 years of vast and rich experience in Design, Engineering and construction of hydro project structures. He has significantly contributed as member of World Bank Expert Group to deliberate and constitute guidelines in respect of contracts during various interactions with World Bank Headquarters, Washington (USA) on their invitation. He is also currently representing India in International Commission on Large Dams for Technical Committee on Seismic Safety of Dams.

He has delivered notable keynote lectures in several countries such as Spokane (US), Washington DC (US), St. Petersburg (Russia), Chengdu (China), Beijing (China), Porto Carras (Greece), Antalya (Turkey), Ottawa (Canada), Singapore and Nepal.

Disclosure of relationships between Directors inter-se: There is no relationship between directors inter-se.

Other Companies including Listed Entities in which Shri Vishnoi holds directorship and the membership of Committees of the Board:

1. THDC India Limited (Chairman & Managing Director)
2. North Eastern Electric Power Corporation Limited [Additional charge of Chairman & Managing Director and Director (Technical)]
3. TUSCO Limited (Chairman)
4. NHDC Limited (Chairman)
5. Loktak Downstream Hydroelectric Corporation Limited (Chairman)

Listed Entities from which Shri Vishnoi has resigned in the past three years: Nil

Shareholding in the Company including shareholding as beneficial owner (as on 06.01.2023): Nil

Key terms and conditions of Appointment: As decided by appointing authority i.e. President of India acting through Ministry of Power, Government of India.

Date of first appointment to the Board and number of Board meetings attended during FY 2022-23 (till 06.01.2023): Shri Rajeev Kumar Vishnoi was first appointed on the Board of NHPC Limited as Additional Director and Chairman & Managing Director w.e.f. December 13, 2022. Since appointment of Shri Vishnoi one meeting of Board of Directors was held and attended by him.