



भारत सरकार  
Government of India  
विद्युत मंत्रालय  
Ministry of Power

Dated 23.01.2024

To  
The Managing Director  
**BSE Limited**  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai 400 001  
Maharashtra, India  
**SYMBOL: 533098**

To  
Manager- Listing Department  
**National Stock Exchange of India Limited**  
Exchange Plaza  
Bandra – Kurla Complex,  
Bandra (East),  
Mumbai – 400 051  
**SYMBOL: NHPC**

To  
The Company Secretary,  
**NHPC Limited,**  
NHPC Office Complex  
Sector-33  
Faridabad-121003

Dear Sir/ Madam,

**Name of Company: NHPC Limited (the “Company”)**

**Sub: Filing of report under Regulation 29 (2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (“SEBI Takeover Regulations”)**

This is with reference to the Notice dated January 17, 2024 filed by us to the BSE Limited (the “BSE”) and National Stock Exchange of India Limited (the “NSE”, and together with the BSE, the “Stock Exchanges”) pursuant to which The President of India, acting through and represented by the Ministry of Power, Government of India (the “Seller”) proposes to sell equity shares of the Company having a face value of ₹10 each representing up to 351,576,218 equity shares, i.e., up to 3.50% of the paid-up equity share capital of the Company (the “Offer Shares”) on January 18, 2024 (“T day”) (for non-Retail Investors only) and on January 19, 2024 (“T+1 day”) (for Retail Investors and for non-Retail Investors who choose to carry forward their un-allotted bids).

The above sale of equity shares took place through a separate designated window of the National Stock Exchange (the “Offer”) and was taken in accordance with the circular number SEBI/HO/MRD/MRD-PoD-3-P/CIR/2023/10 dated January 10, 2023 notified by the Securities and Exchange Board of India (“SEBI”) pertaining to Comprehensive Framework on “Offer for Sale of Shares (OFS) through the Stock Exchange Mechanism”, (“SEBI OFS Circular”), read with (a) “Revised Guidelines for Bidding in Offer for Sale (OFS) Segment” issued by BSE Limited (the “BSE”) by way of its notice bearing no. 20230127-14 dated January 27, 2023 and, to the extent applicable, the previous notices issued by BSE in this regard; and (b) “Revised Operating Guidelines of Offer for Sale” by way of the circular bearing no. 20/2023 dated January 31, 2023 and, to the extent applicable, the previous notices issued by the National Stock Exchange of India (the “NSE”) in this regard and “Revised Clearing and Settlement timelines for Offer for Sale” by way of the circular bearing no. 043/2023 dated February 1, 2023 issued by the NSE (together with the SEBI OFS Circular, the “OFS Guidelines”).

In compliance with Regulation 29(2) of the SEBI Takeover Regulations, we are hereby notifying the aforesaid information regarding sale of equity shares by us on January 18, 2024 and January 19, 2024. As required under Regulation 29(3) of SEBI Takeover Regulations, we are informing you about the said sale within 2 working days thereof.

Enclosed is the report in the format as prescribed by SEBI.

The above is for your information and records.

Yours faithfully,  
For and on behalf of the President of India,

Pankaj Kumar Sangwan  
Deputy Director, Ministry of Power  
Government of India

पंकज कुमार सांगवान  
Pankaj Kumar Sangwan  
उप निदेशक / Deputy Director  
विद्युत मंत्रालय / Ministry of Power  
भारत सरकार / Government of India  
नई दिल्ली-110001 / New Delhi-110001

**DISCLOSURES UNDER REGULATION 29(2) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011**

|   |  |  |   |
|---|--|--|---|
| 1. Name of the Target Company (TC)  | NHPC Limited   |  |   |
| 2. Name(s) of the acquirer-Seller and Persons Acting in Concert (PAC) with the acquirer-Seller  | Seller: President of India, Ministry of Power, Government of India |  |   |
| 3. Whether the acquirer Seller belongs to Promoter/Promoter Group   | Yes, the Seller is the Promoter of the TC                          |  |   |
| 4. Name(s) of the Stock Exchange(s) where the equity shares of TC are Listed  | BSE Limited and National Stock Exchange of India Limited           |  |   |
| 5. Details of the acquisition/disposal as follows   | <b>Number</b>  | <b>% w.r.t. total share/voting capital wherever applicable (*)</b> | <b>% w.r.t. total diluted share/voting capital of the TC (**)</b> |
| <b>Before the acquisition/ disposal under consideration, holding of: #</b>  |  |  |   |
| a) Equity shares carrying voting rights   | 7,126,772,676  | 70.95%   | 70.95%  |
| b) Equity shares in the nature of encumbrance (pledge / lien / non-disposal undertaking / others)   | Nil  | Nil  | Nil   |
| c) Voting rights (VR) otherwise than by equity shares   | Nil  | Nil  | Nil   |
| d) Warrants / convertible securities / any other instrument that entitles the acquirer Seller to receive equity shares carrying voting rights in the TC (specify holding in each category)                            | Nil  | Nil  | Nil   |
| <b>Total (a+b+c+d)</b>  | 7,126,772,676  | 70.95%   | 70.95%  |
| <b>Details of acquisition/sale #</b>  |  |  |   |
| a) Equity shares carrying voting rights acquired/ sold  | 351,576,218  | 3.50%  | 3.50%   |
| b) VRs acquired/ sold otherwise than by equity shares   | Nil  | Nil  | Nil   |
| c) Warrants / convertible securities / any other instrument that entitles the acquirer Seller to receive equity shares carrying voting rights in the TC (specify holding in each category) acquired/ sold             | Nil  | Nil  | Nil   |
| d) Equity shares encumbered/invoked/released by the acquirer Seller   | Nil  | Nil  | Nil   |
| <b>Total (a+b+c+d)</b>  | 351,576,218  | 3.50%  | 3.50%   |
| <b>After the acquisition/ sale, holding of the Seller: #</b>  |  |  |   |
| a) Equity shares carrying voting rights   | 6,775,196,458  | 67.45%   | 67.45%  |
| b) Equity shares encumbered with the acquirer Seller  | Nil  | Nil  | Nil   |
| c) VRs otherwise than by equity shares  | Nil  | Nil  | Nil   |
| d) Warrants / convertible securities / any other instrument that entitles the acquirer Seller to receive equity shares carrying voting rights in the TC (specify holding in each category) after acquisition disposal | -  | -  | -   |
| <b>Total (a+b+c+d)</b>  | 6,775,196,458  | 67.45%   | 67.45%  |

|   |  |
|---|--|
| 6. Mode of acquisition/ sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer, etc.) | Offer for Sale by the Seller through the stock exchange mechanism in accordance with the OFS Guidelines.                           |
| 7. Date of acquisition/sale of equity shares/VR or date of receipt of intimation of allotment of shares, whichever is applicable              | January 18, 2024 & January 19, 2024  |
| 8. Equity share capital / total voting capital of the TC before the said acquisition/ sale <sup>#</sup>                                       | <b>Number of equity shares:</b> 10,045,034,805<br><b>Amount (in ₹):</b> 100,450,348,050<br>(Face value of ₹ 10/- per equity share) |
| 9. Equity share capital/ total voting capital of the TC after the said acquisition/ sale <sup>#</sup>   | <b>Number of equity shares:</b> 10,045,034,805<br><b>Amount (in ₹):</b> 100,450,348,050<br>(Face value of ₹ 10/- per equity share) |
| 10. Total diluted share/voting capital of the TC after the said acquisition sale <sup>#</sup>   | <b>Number of equity shares:</b> 10,045,034,805<br><b>Amount (in ₹):</b> 100,450,348,050<br>(Face value of ₹ 10/- per equity share) |

(\*) Total share capital/ voting capital to be taken as per the latest filing done by the Company to the Stock Exchange under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(\*\*) Diluted share/voting capital means the total number of equity shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

<sup>#</sup>Note: The percentages and total share capital are calculated basis the total number of equity shares of the Company as of December 31, 2023.

@ The Offer was announced on January 17, 2024 for sale of up to 351,576,218 equity shares of face value of ₹ 10 each of the Company, i.e., up to 3.50% of the paid-up equity share capital of the Government of India in the Company (the "Offer Shares") on January 18, 2024 ("T day") (for non-Retail Investors only) and on January 19, 2024 ("T+1 day") (for Retail Investors and for non-Retail Investors who choose to carry forward their un-allotted bids)

Yours faithfully,

**For and on behalf of the President of India,**

  
23/1/24

Pankaj Kumar Sangwan  
Deputy Director, Ministry of Power  
Government of India

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