



एनएचपीसी लिमिटेड
(भारत सरकार का उद्यम)

NHPC Limited
(A Government of India Enterprise)

फोन/Phone : _____

संदर्भ सं./Ref. No. **NH/CS/199** _____

दिनांक/Date : **30.09.2021** _____

<p>Manager The Listing Department, M/s BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001 मैनेजर, लिस्टिंग विभाग, बीएसई लिमिटेड पि.जे. टावर्स,दलालस्ट्रीट, मुंबई- 400 001 Scrip Code: 533098</p>	<p>General Manager The Listing Department M/s National Stock Exchange of India Limited, Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai- 400051 महाप्रबंधक, लिस्टिंगविभाग, नेशनल स्टॉक एक्सचेंज ऑफ इंडिया लिमिटेड एक्सचेंज प्लाजा, बांद्रा कुर्ला कॉम्प्लेक्स, बांद्रा (ई), मुंबई - 400 051 Scrip Code: NHPC</p>
--	--

ISIN No. INE848E01016

Sub: Voting result and scrutinizer's report of 45th Annual General Meeting

विषय: 45वीं वार्षिक आम बैठक का मतदान परिणाम और संवीक्षक की रिपोर्ट

Sirs/महोदय,

In compliance to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith voting results in respect of items transacted at the 45th Annual General Meeting of Company held on Wednesday, September 29, 2021 at 3:00 P.M. through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) along with scrutinizer's report.

It is to inform that all resolutions set out in the notice of 45th AGM were duly approved by shareholders with requisite majority. The voting results along with scrutinizer's report is also being uploaded on the website of the Company i.e. www.nhpcindia.com and website of e-voting service provider i.e. National Securities Depository Limited www.evoting.nsdl.com.

It is requested to kindly disseminate the same on your websites.

कृपया यह सूचना अपनी वेबसाइट पर प्रसारित करें।

धन्यवाद,

भवदीय

(रूपा देब)

कंपनी सचिव

संलग्न: उपरोक्त अनुसार

पंजीकृत कार्यालय : एन एच पी सी ऑफिस कॉम्प्लेक्स, सेक्टर-33, फरीदाबाद - 121 003, हरियाणा

Regd. Office : NHPC Office Complex, Sector-33, Faridabad - 121 003, Haryana

CIN : L40101HR1975GOI032564; Website : www.nhpcindia.com

E-mail : webmaster@nhpc.nic.in; EPABX No. : 0129-2588110/2588500

बिजली से संबंधित शिकायतों के लिए 1912 डायल करें। Dial 1912 for Complaints on Electricity

NHPC LIMITED

Date of the Annual General Meeting	Wednesday, 29th September, 2021
Total number of shareholders on record date	7,12,147 (As on cut-off date i.e. September 22, 2021)
No. of shareholders present in the meeting either in person or through proxy:	
-Promoters and Promoter Group:	N.A
- Public:	N.A
No. of Shareholders attended the meeting through Video Conferencing/ Other Audio Visual Means	
-Promoters and Promoter Group:	1
-Public:	139

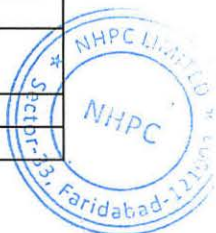
Agenda Wise disclosure

Agenda No. 1	To consider and adopt: a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2021, the reports of the Board of Directors, Auditors' Report thereon and Comments of the Comptroller & Auditor General of India; and b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2021, the Report of Auditors' thereon and Comments of the Comptroller & Auditor General of India.
--------------	--

Resolution required: (Ordinary/	ORDINARY
---------------------------------	----------

Whether promoter/ promoter group are interested in the agenda/resolution?	No
---	----

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7126772676	7126772676	100.0000	7126772676	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total	7126772676	7126772676	100.0000	7126772676	0	100.0000	0.0000
Public- Institutions	E-Voting	2093559867	1998543687	95.4615	1994059550	4484137	99.7756	0.2244
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total	2093559867	1998543687	95.4615	1994059550	4484137	99.7756	0.2244
Public- Non Institutions	E-Voting	824702262	197025395	23.8905	196930779	94616	99.9520	0.0480
	Poll*		35768	0.0043	35768	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total	824702262	197061163	23.8948	196966547	94616	99.9520	0.0480
	Total	10045034805	9322377526	92.8058	9317798773	4578753	99.9509	0.0491



Agenda No. 2	To confirm the payment of interim dividend and declare final dividend for the financial year 2020-21.							
Resolution required: (Ordinary/ Special)	ORDINARY							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7126772676	7126772676	100.0000	7126772676	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total	7126772676	7126772676	100.0000	7126772676	0	100.0000	0.0000
Public- Institutions	E-Voting	2093559867	1998543687	95.4615	1985818091	12725596	99.3633	0.6367
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total	2093559867	1998543687	95.4615	1985818091	12725596	99.3633	0.6367
Public- Non Institutions	E-Voting	824702262	197027643	23.8908	196947603	80040	99.9594	0.0406
	Poll*		35768	0.0043	35768	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total	824702262	197063411	23.8951	196983371	80040	99.9594	0.0406
Total	10045034805	9322379774	92.8058	9309574138	12805636	99.8626	0.1374	



Agenda No. 3	To appoint a director in place of Shri Nikhil Kumar Jain, Director (Personnel) (DIN 05332456), who retires by rotation and, being eligible, offers himself for re-appointment.							
Resolution required: (Ordinary/Special)	ORDINARY							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7126772676	7126772676	100.0000	7126772676	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		7126772676	7126772676	100.0000	7126772676	0	100.0000
Public- Institutions	E-Voting	2093559867	1998543687	95.4615	1613534913	385008774	80.7355	19.2645
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		2093559867	1998543687	95.4615	1613534913	385008774	80.7355
Public- Non Institutions	E-Voting	824702262	197017980	23.8896	196812436	205544	99.8957	0.1043
	Poll*		35768	0.0043	35768	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		824702262	197053748	23.8939	196848204	205544	99.8957
Total		10045034805	9322370111	92.8058	8937155793	385214318	95.8678	4.1322



Agenda No. 4	To appoint a director in place of Shri Yamuna Kumar Chaubey, Director (Technical) (DIN 08492346), who retires by rotation and, being eligible, offers himself for re-appointment.							
Resolution required: (Ordinary/Special)	ORDINARY							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7126772676	7126772676	100.0000	7126772676	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		7126772676	7126772676	100.0000	7126772676	0	100.0000
Public- Institutions	E-Voting	2093559867	1998543687	95.4615	1613534913	385008774	80.7355	19.2645
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		2093559867	1998543687	95.4615	1613534913	385008774	80.7355
Public- Non Institutions	E-Voting	824702262	197018169	23.8896	196767130	251039	99.8726	0.1274
	Poll*		35768	0.0043	35768	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		824702262	197053937	23.8939	196802898	251039	99.8726
Total	10045034805	9322370300	92.8058	8937110487	385259813	95.8674	4.1326	



Agenda No. 5	To authorize Board of Directors of the Company to fix the remuneration of the Joint Statutory Auditors for the financial year 2021-22.							
Resolution required: (Ordinary/ Special)	ORDINARY							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7126772676	7126772676	100.0000	7126772676	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total	7126772676	7126772676	100.0000	7126772676	0	100.0000	0.0000
Public- Institutions	E-Voting	2093559867	1998543687	95.4615	1981946863	16596824	99.1696	0.8304
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total	2093559867	1998543687	95.4615	1981946863	16596824	99.1696	0.8304
Public- Non Institutions	E-Voting	824702262	197014649	23.8892	196847659	166990	99.9152	0.0848
	Poll*		35768	0.0043	35768	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total	824702262	197050417	23.8935	196883427	166990	99.9153	0.0847
	Total	10045034805	9322366780	92.8057	9305602966	16763814	99.8202	0.1798



Agenda No. 6	To appoint Shri Rajendra Prasad Goyal (DIN 08645380), as Director (Finance) of the Company.							
Resolution required: (Ordinary/Special)	ORDINARY							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7126772676	7126772676	100.0000	7126772676	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		7126772676	7126772676	100.0000	7126772676	0	100.0000
Public- Institutions	E-Voting	2093559867	1998543687	95.4615	1680078599	318465088	84.0651	15.9349
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		2093559867	1998543687	95.4615	1680078599	318465088	84.0651
Public- Non Institutions	E-Voting	824702262	197014322	23.8891	196816809	197513	99.8997	0.1003
	Poll*		35768	0.0043	35768	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		824702262	197050090	23.8935	196852577	197513	99.8998
Total	10045034805	9322366453	92.8057	9003703852	318662601	96.5817	3.4183	



Agenda No. 7	To appoint Shri Biswajit Basu (DIN 09003080) as Director (Projects) of the Company.							
Resolution required: (Ordinary/ Special)	ORDINARY							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7126772676	7126772676	100.0000	7126772676	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total	7126772676	7126772676	100.0000	7126772676	0	100.0000	0.0000
Public- Institutions	E-Voting	2093559867	1998543687	95.4615	1711280547	287263140	85.6264	14.3736
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total	2093559867	1998543687	95.4615	1711280547	287263140	85.6264	14.3736
Public- Non Institutions	E-Voting	824702262	197015091	23.8892	196822979	192112	99.9025	0.0975
	Poll*		35768	0.0043	35768	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total	824702262	197050859	23.8936	196858747	192112	99.9025	0.0975
	Total	10045034805	9322367222	92.8057	9034911970	287455252	96.9165	3.0835



Agenda No.8								
To ratify the remuneration of the Cost Auditors for the financial year 2020-21								
Resolution required: (Ordinary/ Special)								
ORDINARY								
Whether promoter/ promoter group are interested in the agenda/resolution?								
No								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7126772676	7126772676	100.0000	7126772676	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		7126772676	7126772676	100.0000	7126772676	0	100.0000
Public- Institutions	E-Voting	2093559867	1998543687	95.4615	1998543687	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		2093559867	1998543687	95.4615	1998543687	0	100.0000
Public- Non Institutions	E-Voting	824702262	197018801	23.8897	196847239	171562	99.9129	0.0871
	Poll*		35668	0.0043	35668	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		824702262	197054469	23.8940	196882907	171562	99.9129
Total	10045034805	9322370832	92.8058	9322199270	171562	99.9982	0.0018	



Agenda No.9	To ratify the remuneration of the Cost Auditors for the financial year 2021-22.							
Resolution required: (Ordinary/ Special)	ORDINARY							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7126772676	7126772676	100.0000	7126772676	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		7126772676	7126772676	100.0000	7126772676	0	100.0000
Public- Institutions	E-Voting	2093559867	1998543687	95.4615	1998543687	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		2093559867	1998543687	95.4615	1998543687	0	100.0000
Public- Non Institutions	E-Voting	824702262	197017705	23.8896	196849343	168362	99.9145	0.0855
	Poll*		35768	0.0043	35768	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		824702262	197053473	23.8939	196885111	168362	99.9146
Total	10045034805	9322369836	92.8057	9322201474	168362	99.9982	0.0018	



Agenda No.10	To increase borrowing limit of the Company from Rs. 30,000 Crore to Rs. 40,000 Crore							
Resolution required: (Ordinary/ Special)	SPECIAL							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7126772676	7126772676	100.0000	7126772676	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total	7126772676	7126772676	100.0000	7126772676	0	100.0000	0.0000
Public- Institutions	E-Voting	2093559867	1998543687	95.4615	1998543687	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total	2093559867	1998543687	95.4615	1998543687	0	100.0000	0.0000
Public- Non Institutions	E-Voting	824702262	197014442	23.8892	196763669	250773	99.8727	0.1273
	Poll*		35768	0.0043	35768	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total	824702262	197050210	23.8935	196799437	250773	99.8727	0.1273
	Total	10045034805	9322366573	92.8057	9322115800	250773	99.9973	0.0027



Agenda No.11	To create Mortgage and/or charge over the movable and immovable properties of the Company							
Resolution required: (Ordinary/Special)	SPECIAL							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7126772676	7126772676	100.0000	7126772676	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		7126772676	7126772676	100.0000	7126772676	0	100.0000
Public- Institutions	E-Voting	2093559867	1998543687	95.4615	1994646085	3897602	99.8050	0.1950
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		2093559867	1998543687	95.4615	1994646085	3897602	99.8050
Public- Non Institutions	E-Voting	824702262	197015357	23.8893	196613801	401556	99.7962	0.2038
	Poll*		35768	0.0043	35768	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		824702262	197051125	23.8936	196649569	401556	99.7962
Total	10045034805	9322367488	92.8057	9318068330	4299158	99.9539	0.0461	

* Votes mentioned against Poll are the votes casted electronically through e-voting during the Annual General Meeting.

All resolutions set out in the Notice of 45th Annual General Meeting were duly approved by shareholders with requisite majority.





On Path of
**Professional
Excellence**
since 2000

P.C. JAIN & Co.

Company Secretaries

(Corporate Law & Insolvency Resolution Advisor)

Combined Scrutinizer's Report

To,
The Chairman and Managing Director
NHPC Limited
NHPC Office Complex, Sector- 33, Faridabad
Haryana-121003

Subject: Passing of Resolution(s) through remote e-voting and voting electronically at the 45th Annual General Meeting ("AGM") of NHPC Limited held through Video Conferencing ("VC") or Other Audio Visual Means ("OVAM") on 29th September, 2021, pursuant to section 108 of Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the General Circulars dated 8th April, 2020; 13th April, 2020; 5th May, 2020; as well as Circular dated 13th January, 2021, issued by the Ministry of Corporate Affairs ("MCA") and Circular Number SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as "the Circulars"), in continuation of SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, commonly referred to as "MCA & SEBI CIRCULARS".

The Board of Directors of NHPC Limited (hereinafter referred to as the "Company") has appointed us as the Scrutinizer for the remote e-voting process as well as to scrutinize the electronic voting conducted at the Annual General Meeting ("AGM") pursuant to Section 108 of the Companies Act, 2013 ("Act") read with rule 20 of the companies (Management and Administration) as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") as amended by the "MCA AND SEBI CIRCULARS" issued in this connection both by the MCA and SEBI, providing relaxation for the manner in which AGM shall be held and conducted. The MCA & SEBI CIRCULARS provides for relaxation in the manner in which the AGM will be held including the manner of sending the notices and Annual Reports to the Shareholder and the manner of voting at the meeting, which was necessitated on Account of the Outbreak of COVID-19 (CORONAVIRUS) pandemic. We are familiar and well versed with the concept of electronic voting System as prescribed under the said Rules and the relaxations as provided in the MCA & SEBI CIRCULARS.

As mentioned in the Notice, the proceeding of the AGM will be deemed to be conducted at the registered office of the Company.



Head Office: #2382, Sector-16, Faridabad (NCR)-121002, India | +91 9953008338 | 0129-4043338

Branch Office: #1515, LGF, DLF City IV, Opposite Galleria Market, Gurugram-122009, India | +91 9811087881

corporatelegal@cspcjain.com

www.cspcjain.com



Report on Scrutiny:

- i. The company had appointed National Securities Depository Limited (“NSDL”) as the Service Provider for the purpose of extending the facility of Remote E-voting to the Members of the Company and for voting electronically at the meeting.
- ii. Alankit Assignments Limited is the Registrar and Transfer Agent (‘RTA’) of the Company.
- iii. The Service Provider had provided a system for recording the votes of the Members electronically through remote e-voting as well as e-voting at the meeting on all the items of the business sought to be transacted in the 45th AGM of the Company, which was held on Wednesday, 29th September, 2021.
- iv. The Service Provider had set up electronic voting facility on their website <https://www.evoting.nsdl.com>. The Company had uploaded all the items of the business to be transacted at the AGM on the website of the Company and also its Service Provider and also on the websites of Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited to facilitate their Members to cast their vote through Remote e-voting.
- v. The Management of the Company is responsible for ensuring compliance with the requirements of the Act and Rules thereunder and SEBI Listing Regulations.
- vi. Our responsibility as the Scrutinizer of the voting process (through e-voting), was restricted to scrutinize the voting process, in a fair and transparent manner and to prepare a Scrutinizer’s Report of the votes cast in favour and against the resolution in respect of business items stated in the Notice, based on the reports generated from the e-voting system provided by NSDL, the service provider.
- vii. As provided in the **MCA & SEBI CIRCULARS**, the Company had advertised in the newspapers, asking member who have not registered their email IDs with the Company or Alankit Assignments Limited or with the respective Depository Participant(s) viz. National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) to do so and to the extent, details were provided by the shareholders were considered for sending the Notice of the AGM and Annual Report 2020-21.
- viii. The service provider had sent the Notice of the AGM along with Annual Report 2020-21 and e-voting details by email to the Members, whose email IDs were made available by the Depositories or were registered with the Company/ Alankit Assignments Limited. For those Members whose email IDs were not available/registered, the Notice of the AGM along with Annual Report 2020-21 could not be sent. The Notice sent through email contained the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and as provided in the **MCA & SEBI CIRCULARS**.



- ix. The Company completed the dispatch of Notice of AGM and Annual Report 2020-21 by email to the Members on 2nd September, 2021.
- x. The cut-off date for the purposes of identifying the Members entitled to vote on the resolutions placed for approval of the Members was 22nd September, 2021.
- xi. As prescribed in the aforesaid Rules, the Remote e-voting was kept open for four days from Saturday, 25th September, 2021 from 9:00 a.m. to Tuesday, 28th September, 2021 till 5:00 p.m.
- xii. As prescribed in clause IV of the Circular dated 5th May, 2020 issued by MCA, which is forming part of the MCA & SEBI CIRCULARS, the Company has released an advertisement prior to sending Notice of AGM to the Members which was published in English in 'Financial Express' and in Hindi in 'Jansatta' having wide circulation.
- xiii. The votes for remote e-Voting as well as e-voting at 45th Annual General Meeting were unlocked on Wednesday, 29th September, 2021 after the conclusion of AGM in the presence of two witnesses; CS Purvika Jain (A-47373) and Ms. Kritika Gulati who are not in the employment of the company.
- xiv. Thereafter, we as scrutinizer duly compiled details of the Remote E-Voting carried out by the Members and the electronic voting done at the AGM, the details of which are as follows:

Name of the Company	NHPC Limited
Date of the AGM	29 th September, 2021
Total number of shareholders on Record date	712147
No. of shareholders present in the meeting either in person or through proxy:	NIL
• Promoters and Promoter Group:	NIL
• Public:	NIL
No. of Shareholders attended the meeting through Video Conferencing	140
Promoters and Promoter Group:	1
Public:	139



CONSOLIDATED RESULTS

1) Resolution-1: Ordinary Resolution

To consider and adopt:

- a. the Audited Standalone Financial Statements of the Company for the financial year ended as on 31st March, 2021, the reports of the Board of Directors, Auditor's Report thereon and comments of Comptroller & Auditor General of India; and
- b. the Audited Consolidated Financial Statements of the Company for the financial year ended as on 31st March, 2021, the Report of Auditor's Report thereon and comments of Comptroller & Auditor General of India.

Voted in "Favour" or "Against" of the resolution:

Item No of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No 1(a) & (b) (as ordinary resolution)	Remote E-voting	9317763005	99.9509	4578753	00.0491	0
	E-Voting at AGM	35768	100.00	0	0	0
	Combined	9317798773	99.9509	4578753	00.0491	0

2) Resolution-2: Ordinary Resolution

To confirm the payment of interim dividend and declare final dividend for the financial year 2020-21.

Voted in "Favour" or "Against" of the resolution:

Item No of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No 2 (as ordinary resolution)	Remote E-voting	9309538370	99.8626	12805636	00.1374	0
	E-Voting at AGM	35768	100.00	0	0	0
	Combined	9309574138	99.8626	12805636	00.1374	0



3) Resolution-3: Ordinary Resolution

To appoint a director in place of Shri Nikhil Kumar Jain, Director (Personnel) (DIN 05332456), who retires by rotation and, being eligible, offers himself for re-appointment.

Voted in "Favour" or "Against" of the resolution:

Item No of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No 3 (as ordinary resolution)	Remote E-voting	8937120025	95.8678	385214318	04.1322	0
	E-Voting at AGM	35768	100.00	0	0	0
	Combined	8937155793	95.8678	385214318	4.1322	0

4) Resolution-4: Ordinary Resolution

To appoint a director in place of Shri Yamuna Kumar Chaubey, Director (Technical) (DIN 08492346), who retires by rotation and, being eligible, offers himself for re-appointment.

Voted in "Favour" or "Against" of the resolution:

Item No of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No 4 (as ordinary resolution)	Remote E-voting	8937074719	95.8673	385259813	04.1327	0
	E-Voting at AGM	35768	100.00	0	0	0
	Combined	8937110487	95.8674	385259813	4.1326	0

5) Resolution-5: Ordinary Resolution

To authorize Board of Directors of the Company to fix the remuneration of the Joint Statutory Auditors for the financial year 2021-22.

Voted in "Favour" or "Against" of the resolution:

Item No of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No 5 (as ordinary resolution)	Remote E-voting	9305567198	99.8202	16763814	00.1798	0
	E-Voting at AGM	35768	100.00	0	0	0
	Combined	9305602966	99.8202	16763814	00.1798	0



6) Resolution-6: Ordinary Resolution

To appoint Shri Rajendra Prasad Goyal (DIN: 08645380), as Director (Finance) of the Company.

Voted in "Favour" or "Against" of the resolution:

Item No of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No 6 (as ordinary resolution)	Remote E-voting	9003668084	96.5817	318662601	03.4183	0
	E-Voting at AGM	35768	100.00	0	0	0
	Combined	9003703852	96.5817	318662601	03.4183	0

7) Resolution-7: Ordinary Resolution

To appoint Shri Biswajit Basu (DIN 09003080), as Director (Projects) of the Company.

Voted in "Favour" or "Against" of the resolution:

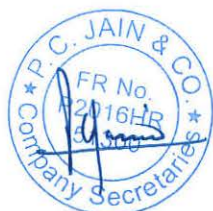
Item No of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No 7 (as ordinary resolution)	Remote E-voting	9034876202	96.9165	287455252	03.0835	0
	E-Voting at AGM	35768	100.00	0	0	0
	Combined	9034911970	96.9165	287455252	03.0835	0

8) Resolution-8: Ordinary Resolution

To ratify the remuneration of the Cost Auditors for the financial year 2020-21.

Voted in "Favour" or "Against" of the resolution:

Item No of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No 8 (as ordinary resolution)	Remote E-voting	9322163602	99.9982	171562	00.0018	0
	E-Voting at AGM	35768	100.00	0	0	0
	Combined	9322199270	99.9982	171562	00.0018	0



9) Resolution-9: Ordinary Resolution

To ratify the remuneration of the Cost Auditors for the financial year 2021-22.

Voted in "Favour" or "Against" of the resolution:

Item No of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No 9 (as ordinary resolution)	Remote E-voting	9322165706	99.9982	168362	00.0018	0
	E-Voting at AGM	35768	100.00	0	0	0
	Combined	9322201474	99.9982	168362	00.0018	0

10) Resolution-10: Special Resolution

To increase borrowing limit of the Company from Rs.30,000 Crore to Rs. 40,000 Crore.

Voted in "Favour" or "Against" of the resolution:

Item No of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No 10 (as special resolution)	Remote E-voting	9322080032	99.9973	250773	00.0027	0
	E-Voting at AGM	35768	100.00	0	0	0
	Combined	9322115800	99.9973	250773	00.0027	0

11) Resolution-11: Special Resolution

To create Mortgage and/or charge over the movable and immovable properties of the company.

Voted in "Favour" or "Against" of the resolution:

Item No of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No 11 (as special resolution)	Remote E-voting	9318032562	99.9539	4299158	00.0461	0
	E-Voting at AGM	35768	100.00	0	0	0
	Combined	9318068330	99.9539	4299158	00.0461	0



Based on the aforesaid result we report that the Ordinary/Special Resolutions as set out in Item No(s). 1 to 11 of the Notice of the 45th Annual General Meeting held on 29th September, 2021 has been passed with requisite majority.

Thanking you,

Yours Sincerely,
For P C JAIN & Co.
(FRN: P2016HR051300)
Company Secretaries



(P.C. Jain)
PARTNER
CP No. 3349
M.No. F-4103




Countersigned By:


(Shri A. K. Singh)
Chairman & Managing Director
NHPC Limited अभय कुमार सिंह / ABHAY KUMAR SINGH
DIN: 08646003 अध्यक्ष व प्रबंध निदेशक / Chairman & Managing Director
एन एच पी सी लिमिटेड / NHPC Limited
(भारत सरकार का उद्यम / A Govt. of India Enterprise)
सेक्टर-33, फरीदाबाद / Sector-33, Faridabad

Witness 1


Name: CS Purvika Jain
Address:
House No-2382, Sector-16
Faridabad-121002, Haryana

Witness 2


Name: Kritika Gulati
Address:
House No 1799
Jawahar Colony
Faridabad-121005

Place: Faridabad
Date: 30th September, 2021
UDIN: F004103C001048806

45th Annual General Meeting held on Wednesday, 29th September, 2021
Declaration of results of remote e-voting and e-voting during the AGM

As per the provisions of the Companies Act, 2013 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI), the Company had provided e-voting facility to the shareholders to enable them to cast their vote electronically on the resolutions proposed in the notice of the 45th Annual General Meeting (AGM) dated 28th August, 2021. The remote e-voting was open from 09:00 AM (IST) on Saturday, 25th September, 2021 to 05:00 PM (IST) on Tuesday, 28th September, 2021. The Company also provided e-voting facility during the AGM to the members who did not cast their vote through remote e-voting.

The Board of Directors had appointed Shri P.C. Jain failing him Ms. Purvika Jain, Practicing Company Secretary of M/s. P.C. Jain & Co., Faridabad as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. Shri P.C. Jain has carried out the scrutiny of all the electronic votes, received through remote e-voting up to 05:00 PM on Tuesday, 28th September, 2021 and electronic votes received during AGM and submitted his report on 30th September, 2021.



The consolidated results, as per the Scrutinizers' Report dated 30th September, 2021, are as follows:

Resolution No.	Particulars	No. of Votes in favour	% of votes in favour	No. of Votes against	% of votes against	Invalid Votes
Ordinary Business						
1.	Resolution No.1: Ordinary Resolution To consider and adopt: a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2021, the reports of the Board of Directors, Auditors' Report thereon and Comments of the Comptroller & Auditor General of India; and b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2021, the Report of Auditors' thereon and Comments of the Comptroller & Auditor General of India.	9317798773	99.9509	4578753	0.0491	0
2.	Resolution No.2: Ordinary Resolution To confirm the payment of interim dividend and declare final dividend for the financial year 2020-21.	9309574138	99.8626	12805636	0.1374	0
3.	Resolution No.3: Ordinary Resolution To appoint a director in place of Shri Nikhil Kumar Jain, Director (Personnel) (DIN' 05332456), who retires by rotation and, being eligible, offers himself for re-appointment.	8937155793	95.8678	385214318	4.1322	0
4.	Resolution No.4: Ordinary Resolution To appoint a director in place of Shri Yamuna Kumar Chaubey, Director (Technical) (DIN 08492346), who retires by rotation and, being eligible, offers himself for re-appointment.	8937110487	95.8674	385259813	4.1326	0
5.	Resolution No.5: Ordinary Resolution To authorize Board of Directors of the Company to fix the remuneration of the Joint Statutory Auditors for the financial year 2021-22.	9305602966	99.8202	16763814	0.1798	0



Special Business						
6.	Resolution No.6: Ordinary Resolution To appoint Shri Rajendra Prasad Goyal (DIN 08645380), as Director (Finance) of the Company.	9003703852	96.5817	318662601	3.4183	0
7.	Resolution No.7: Ordinary Resolution To appoint Shri Biswajit Basu (DIN 09003080), as Director (Projects) of the Company.	9034911970	96.9165	287455252	3.0835	0
8.	Resolution No.8: Ordinary Resolution To ratify the remuneration of the Cost Auditors for the financial year 2020-21.	9322199270	99.9982	171562	0.0018	0
9.	Resolution No.9: Ordinary Resolution To ratify the remuneration of the Cost Auditors for the financial year 2021-22.	9322201474	99.9982	168362	0.0018	0
10.	Resolution No.10: Special Resolution To increase borrowing limit of the Company from Rs. 30,000 Crore to Rs. 40,000 Crore.	9322115800	99.9973	250773	0.0027	0
11.	Resolution No.11: Special Resolution To create Mortgage and/or charge over the movable and immovable properties of the Company.	9318068330	99.9539	4299158	0.0461	0

Based on the consolidated report of Scrutinizer, all the resolutions as set out in the Notice of 45th AGM have been duly approved by the shareholders with requisite majority.

For NHPC Limited


(Abhay Kumar Singh)

Chairman and Managing Director
DIN 08646003

अभय कुमार सिंह / ABHAY KUMAR SINGH
अध्यक्ष व प्रबंध निदेशक / Chairman & Managing Director
एन एच पी सी लिमिटेड / NHPC Limited
(भारत सरकार का उद्यम / A Govt. of India Enterprise)
सेक्टर-33, फरीदाबाद / Sector-33, Faridabad

Date: 30.09.2021

Place: Faridabad