



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

**NHPC Limited**  
(A Government of India Enterprise)

फोन/Phone : \_\_\_\_\_

संदर्भ सं./Ref. **NH/CS/199** \_\_\_\_\_

दिनांक/Date : **27.09.2018** \_\_\_\_\_

<p>Manager The Listing Department, <b>M/s BSE Limited,</b> Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001</p> <p>मैनेजर, लिस्टिंग विभाग, बीएसई लिमिटेड पि.जे. टावर्स, दलालस्ट्रीट, मुंबई- 400 001 <b>Scrip Code: 533098</b></p>	<p>General Manager The Listing Department <b>M/s National Stock Exchange of India Limited,</b> Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai- 400051</p> <p>महाप्रबंधक, लिस्टिंगविभाग, नेशनल स्टॉक एक्सचेंज ऑफ इंडिया लिमिटेड एक्सचेंज प्लाजा, बांद्रा कुर्ला कॉम्प्लेक्स, बांद्रा (ई), मुंबई - 400 051 <b>Scrip Code: NHPC EQ</b></p>
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**ISIN No. INE848E01016**

**Sub: Proceeding and disclosure of Voting Results of 42<sup>nd</sup> Annual General Meeting along with scrutinizers report.**  
विषय: **42वीं वार्षिक आम बैठक के कृति और मतदान के परिणामो संवीक्षक (scrutinizer's) की रिपोर्ट के साथ का प्रकटीकरण के संदर्भ में |**

Sirs/महोदय,

This is to inform that the 42<sup>nd</sup> Annual General Meeting (AGM) of NHPC Limited was held today i.e. Thursday, the 27<sup>th</sup> September, 2018 at 11:00 A.M. at Jal Tarang Auditorium, NHPC Office Complex, Sector-33, Faridabad, Haryana-121 003.

In terms of Regulation 30 and 44(3) of SEBI (LODR) Regulations, 2015, proceeding of the 42<sup>nd</sup> AGM and details of voting results along with scrutinizer's report is enclosed at **Annexure-I & II** respectively. It is to inform that all resolutions set out in the Notice of 42<sup>nd</sup> AGM were duly approved by shareholders with requisite majority. The chairman's statement delivered at the AGM is also enclosed at **Annexure-III**.

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

आप को यह सूचित किया जाता है की एनएचपीसी लिमिटेड की 42 वीं वार्षिक आम बैठक आज यानी गुरुवार दिनांक 27 सितम्बर 2018 को सुबह 11:00 बजे जल तरंग सभागार, एनएचपीसी कार्यालय परिसर, सेक्टर -33, फरीदाबाद, हरियाणा -121 003 में हुई।

सेबी (LODR), विनियमन, 2015 के नियमन 30 और नियमन 44(3) के अनुसार यह सूचित किया जाता है कि 42वीं वार्षिक आम बैठक की कृति एवं मतदान के परिणाम संवीक्षक (scrutinizer's) की रिपोर्ट के साथ क्रमशः **अनुलग्नक - I और अनुलग्नक - II** में संलग्न है। यह भी सूचित किया जाता है की 42वीं वार्षिक आम बैठक के नोटिस में निर्धारित सभी प्रस्तावों को शेयरधारकों द्वारा विधिवत अपेक्षित बहुमत के साथ अनुमोदित किया गया। 42वीं वार्षिक आम बैठक में अध्यक्ष द्वारा दी गयी statement की प्रति **अनुलग्नक - III** में संलग्न है।

कृपया यह सूचना अपनी वैबसाइट पर प्रसारित करें।

धन्यवाद,

संलग्न: उपरोक्त अनुसार

भवदीय

(विजय गुप्ता)

कंपनी सचिव

पंजीकृत कार्यालय : एन एच पी सी ऑफिस कॉम्प्लैक्स, 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**

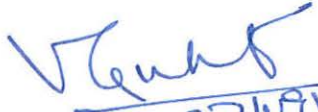


NHPC Limited  
(A Government of India Enterprise)  
NHPC Office Complex, Sector-33, Faridabad- 121 003  
CIN- L40101HR1975GOI032564

Proceedings of the 42<sup>nd</sup> Annual General Meeting (AGM) of NHPC Limited held on Thursday, the 27<sup>th</sup> September, 2018 at 11:00 A.M at Jal Tarang Auditorium, NHPC Office Complex, Sector-33, Faridabad-121003.

295 members (including 3 proxies) marked their attendance. These include one representative of Government of India holding 73.67% shares of the Company.

- I. At the outset, Company Secretary extended the welcome to shareholders at the 42<sup>nd</sup> AGM of the Company. Company Secretary introduced CMD & Directors to the shareholders and welcomed Auditors and Scrutinizer.
- II. Shri Balraj Joshi, Chairman & Managing Director, took the chair. Thereafter, Company Secretary confirmed the presence of quorum to chairman, who declared meeting in order. Chairman welcomed all shareholders and others present in the meeting.
- III. Chairman & Managing Director informed shareholders that the statutory and proxy registers were available for inspection of members during the meeting.
- IV. The Notice of the meeting and Directors' Report were taken as read. Thereafter, Chairman & Managing Director delivered his speech at the AGM.
- V. The Chairman & Managing Director requested Company Secretary to read Independent Auditors' Report and Secretarial Auditor to read Secretarial Audit Report. Thereafter, the Independent Auditors' Report and Secretarial Audit Report were taken as read on demand of members.
- VI. Chairman & Managing Director also informed shareholders that the Company has provided remote e-voting facility to members as on the cut-off date i.e. 20<sup>th</sup> September, 2018 for a period of 4 days from **09:00 A.M (IST) on Sunday 23<sup>rd</sup> September, 2018 to 05:00 P.M (IST) on Wednesday 26<sup>th</sup> September, 2018** to enable them to cast their vote electronically on the items mentioned in the notice of AGM dated 6<sup>th</sup> August, 2018. He also explained that voting arrangements has been made through ballot paper at the venue of AGM to those who could not exercise their right to vote through remote e-voting. Thereafter, CMD requested Company Secretary to explain the process of voting i.e. ballot process at the venue and to present items of business to be transacted at the meeting.
- VII. Company Secretary apprised that Shri P. P. Agarwal of M/s P.P. Agarwal & Co., Company Secretaries has been appointed as Scrutinizer for the purpose of remote e-voting and physical voting process and explained the voting process through ballot papers at the AGM.
- VIII. Company Secretary also informed that the result of the polling process along with the remote e-voting shall be hosted on the website of the Company, after its approval by the Chairman & Managing Director subsequent to due process of scrutinization of the voting by scrutinizer.
- IX. Thereafter, Company Secretary read out all the 12 agenda items and resolutions proposed in the notice to be passed at the meeting.
- X. On invitation of the Company Secretary, Members raised queries pertaining to the performance of the Company.

  
27/09/2018

- XI. The Chairman & Managing Director and Director (Finance) replied to the queries, observations and provided necessary clarifications to the members on various issues which inter-alia includes performance of Company, future plans, issues relating to dividend payments etc.
- XII. The following resolutions proposed as per the notice of the meeting were passed at the AGM with requisite majority:

Item No.	Particulars	Type of Resolution
<b>ORDINARY BUSINESSES</b>		
1	To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the Financial Year ended on 31 <sup>st</sup> March, 2018, together with the Board's Report, the Report of Auditors' thereon and Comments of the Comptroller & Auditor General of India.	Ordinary
2	To note the payment of interim dividend and declare final dividend for the Financial Year 2017-18.	Ordinary
3	To appoint a Director in place of Shri Nikhil Kumar Jain (DIN 05332456), who retires by rotation and being eligible, offers himself for re-appointment for the remaining term at the pleasure of the President of India.	Ordinary
4	To appoint a Director in place of Shri Mahesh Kumar Mittal (DIN 02889021), who retires by rotation and being eligible, offers himself for re-appointment for the remaining term at the pleasure of the President of India.	Ordinary
5	To authorize Board of Directors of the company to fix the remuneration of the Joint Statutory Auditors for the Financial Year 2018-19.	Ordinary
<b>SPECIAL BUSINESSES</b>		
6	To ratify the remuneration of the Cost Auditors for the Financial Year 2018-19.	Ordinary
7	To appoint Shri Bhagwat Prasad (DIN 07941795), as Independent Director of the Company.	Ordinary
8	To appoint Shri Jugal Kishore Mohapatra (DIN 03190289), as Independent Director of the Company.	Ordinary
9	To appoint Shri Nalini Kant Jha (DIN 07950262), as Independent Director of the Company.	Ordinary
10	To appoint Shri Janardan Choudhary (DIN 07871968), as Director (Technical) of the Company.	Ordinary
11	To consider issue of secured / unsecured, redeemable, non-convertible debentures / bonds aggregating up to ₹ 3,300 crore through private placement.	Special
12	To consider alterations in Articles of Association of the Company in line with the provisions of the Companies Act, 2013.	Special

- XIII. Thereafter, the Chairman & Managing Director declared the closure of the meeting.
- XIV. The proceedings of the meeting concluded at 11:50 A.M with the vote of thanks to the chair.

The result of voting will be intimated to the Stock Exchange(s) in the specified format under Regulation 44(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015 within prescribed time along with scrutinizer's report. The results of voting along with scrutinizer's report will also be uploaded on the website of the Company as well as on the website of e-voting service provider i.e. **M/s National Securities Depository Limited**.

It is hereby confirmed that the meeting was called, convened, held and concluded as per the provisions of the Companies Act, 2013, the rules notified there under and secretarial standards of ICSI.

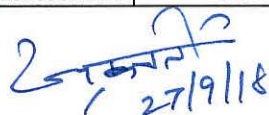
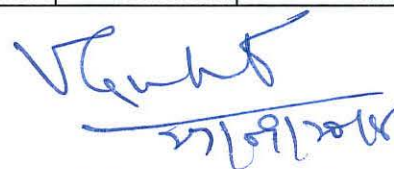
Date: September 27, 2018

Place: Faridabad

For NHPC Limited

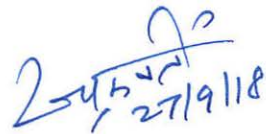
  
(Vijay Gupta)  
Company Secretary  
27/09/2018

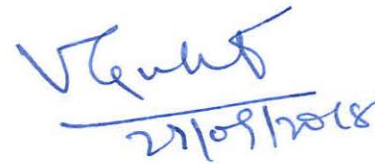
NHPC LIMITED								
Date of the AGM	27-09-2018							
Total number of shareholders on record date	722863							
No. of shareholders present in the meeting either in person or through proxy:								
-Promoters and Promoter Group:	1							
- Public:	294							
No. of Shareholders attended the meeting through Video Conferencing								
-Promoters and Promoter Group:	Not Applicable							
-Public:	Not Applicable							
Agenda Wise disclosure								
Agenda No. 1	To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the Financial Year ended on 31st March, 2018, together with the Board's Report, 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	7558126518	7558126518	100.0000	7558126518	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		7558126518	7558126518	100.0000	7558126518	0	100.0000
Public- Institutions	E-Voting	1617884838	1469108415	90.8043	1469108415	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		1617884838	1469108415	90.8043	1469108415	0	100.0000
Public- Non Institutions	E-Voting	1083309163	261152284	24.1069	261138474	13810	99.9947	0.0053
	Poll		6690	0.0006	6690	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		1083309163	261158974	24.1075	261145164	13810	99.9947
Total		10259320519	9288393907	90.5362	9288380097	13810	99.9999	0.0001

Agenda No. 2	To note the payment of interim dividend and declare final dividend for the Financial Year 2017-18.							
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	7558126518	7558126518	100.0000	7558126518	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		7558126518	7558126518	100.0000	7558126518	0	100.0000
Public- Institutions	E-Voting	1617884838	1470143915	90.8683	1470143915	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		1617884838	1470143915	90.8683	1470143915	0	100.0000
Public- Non Institutions	E-Voting	1083309163	261147845	24.1065	261143410	4435	99.9983	0.0017
	Poll		6690	0.0006	6690	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		1083309163	261154535	24.1071	261150100	4435	99.9983
Total	Total	10259320519	9289424968	90.5462	9289420533	4435	100.0000	0.0000

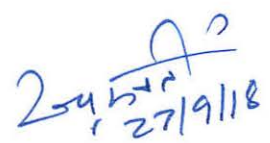


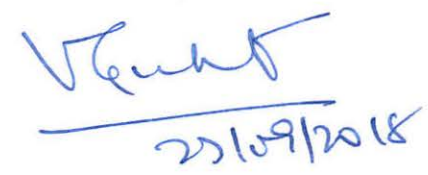
  
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Agenda No. 3	To appoint a Director in place of Shri Nikhil Kumar Jain (DIN 05332456), who retires by rotation and being eligible, offers himself for re-appointment for the remaining term at the pleasure of the President of India.							
Resolution required: (Ordinary/	ORDINARY							
Whether promoter/ promoter group are interested in the	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	7558126518	7558126518	100.0000	7558126518	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	7558126518	7558126518	100.0000	7558126518	0	100.0000	0.0000
Public- Institutions	E-Voting	1617884838	1470143915	90.8683	1468929615	1214300	99.9174	0.0826
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total	1617884838	1470143915	90.8683	1468929615	1214300	99.9174	0.0826
Public- Non Institutions	E-Voting	1083309163	261146494	24.1064	261073325	73169	99.9720	0.0280
	Poll		6690	0.0006	6690	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total	1083309163	261153184	24.1070	261080015	73169	99.9720	0.0280
	Total	10259320519	9289423617	90.5462	9288136148	1287469	99.9861	0.0139



  
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25/09/2018

Agenda No. 4	To appoint a Director in place of Shri Mahesh Kumar Mittal (DIN 02889021), who retires by rotation and being eligible, offers himself for re-appointment for the remaining term at the pleasure of the President of India.							
Resolution required: (Ordinary/	ORDINARY							
Whether promoter/ promoter group are interested in the	No							
294	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	7558126518	7558126518	100.0000	7558126518	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		7558126518	7558126518	100.0000	7558126518	0	100.0000
Public- Institutions	E-Voting	1617884838	1470143915	90.8683	1468929615	1214300	99.9174	0.0826
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		1617884838	1470143915	90.8683	1468929615	1214300	99.9174
Public- Non Institutions	E-Voting	1083309163	261144242	24.1062	261067343	76899	99.9706	0.0294
	Poll		6690	0.0006	6690	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		1083309163	261150932	24.1068	261074033	76899	99.9706
	Total	10259320519	9289421365	90.5462	9288130166	1291199	99.9861	0.0139

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Agenda No. 5	To authorize Board of Directors of the Company to fix the remuneration of the Joint Statutory Auditors for the Financial Year 2018-19.							
Resolution required: (Ordinary/	ORDINARY							
Whether promoter/ promoter group are interested in the	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	7558126518	7558126518	100.0000	7558126518	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		7558126518	7558126518	100.0000	7558126518	0	100.0000
Public- Institutions	E-Voting	1617884838	1470143915	90.8683	1333141418	137002497	90.6810	9.3190
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		1617884838	1470143915	90.8683	1333141418	137002497	90.6810
Public- Non Institutions	E-Voting	1083309163	261145261	24.1063	261119582	25679	99.9902	0.0098
	Poll		6690	0.0006	6690	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		1083309163	261151951	24.1069	261126272	25679	99.9902
Total		10259320519	9289422384	90.5462	9152394208	137028176	98.5249	1.4751

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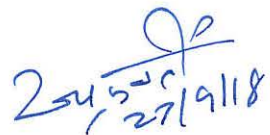
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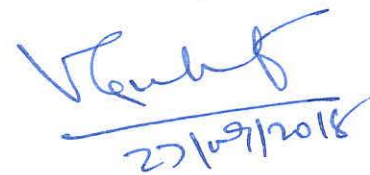
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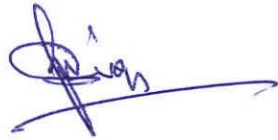
Agenda No. 6	To ratify the remuneration of the Cost Auditors for the Financial Year 2018-19.							
Resolution required: (Ordinary/	ORDINARY							
Whether promoter/ promoter group are interested in the	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled 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	7558126518	7558126518	100.0000	7558126518	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		7558126518	7558126518	100.0000	7558126518	0	100.0000
Public- Institutions	E-Voting	1617884838	1470043915	90.8621	1467142884	2901031	99.8027	0.1973
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		1617884838	1470043915	90.8621	1467142884	2901031	99.8027
Public- Non Institutions	E-Voting	1083309163	261145319	24.1063	261117478	27841	99.9893	0.0107
	Poll		6690	0.0006	6690	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		1083309163	261152009	24.1069	261124168	27841	99.9893
	Total	10259320519	9289322442	90.5452	9286393570	2928872	99.9685	0.0315

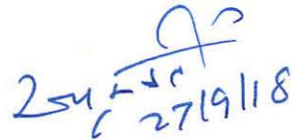


  
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Agenda No.7	To appoint Shri Bhagwat Prasad (DIN 07941795), as Independent Director of the Company.							
Resolution required: (Ordinary/	ORDINARY							
Whether promoter/ promoter group are interested in the	No							
Category	Mode of Voting	No. of 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	7558126518	7558126518	100.0000	7558126518	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		7558126518	7558126518	100.0000	7558126518	0	100.0000
Public- Institutions	E-Voting	1617884838	1470143915	90.8683	1470143915	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		1617884838	1470143915	90.8683	1470143915	0	100.0000
Public- Non Institutions	E-Voting	1083309163	261140989	24.1059	261086535	54454	99.9791	0.0209
	Poll		6690	0.0006	6690	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		1083309163	261147679	24.1065	261093225	54454	99.9791
	Total	10259320519	9289418112	90.5461	9289363658	54454	99.9994	0.0006

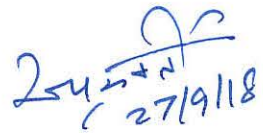


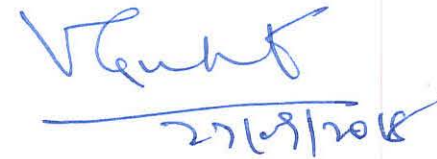
  
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27/9/2018

Agenda No. 8	To appoint Shri Jugal Kishore Mohaptra (DIN 03190289), as Independent Director of the Company.							
Resolution required: (Ordinary/	ORDINARY							
Whether promoter/ promoter group are interested in the	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	7558126518	7558126518	100.0000	7558126518	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		7558126518	7558126518	100.0000	7558126518	0	100.0000
Public- Institutions	E-Voting	1617884838	1470143915	90.8683	1468554088	1589827	99.8919	0.1081
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		1617884838	1470143915	90.8683	1468554088	1589827	99.8919
Public- Non Institutions	E-Voting	1083309163	261139963	24.1058	261083299	56664	99.9783	0.0217
	Poll		6690	0.0006	6690	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		1083309163	261146653	24.1064	261089989	56664	99.9783
Total		10259320519	9289417086	90.5461	9287770595	1646491	99.9823	0.0177

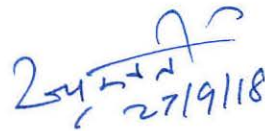


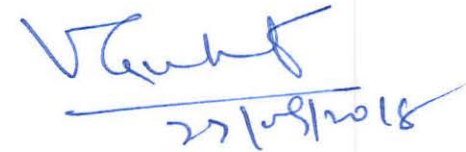




Agenda No. 9	To appoint Shri Nalini Kant Jha (DIN 07950262), as Independent Director of the Company.							
Resolution required: (Ordinary/	ORDINARY							
Whether promoter/ promoter group are interested in the	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes 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	7558126518	7558126518	100.0000	7558126518	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		7558126518	7558126518	100.0000	7558126518	0	100.0000
Public- Institutions	E-Voting	1617884838	1470143915	90.8683	1470143915	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		1617884838	1470143915	90.8683	1470143915	0	100.0000
Public- Non Institutions	E-Voting	1083309163	261122867	24.1042	261049477	73390	99.9719	0.0281
	Poll		6690	0.0006	6690	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		1083309163	261129557	24.1048	261056167	73390	99.9719
Total		10259320519	9289399990	90.5460	9289326600	73390	99.9992	0.0008



  
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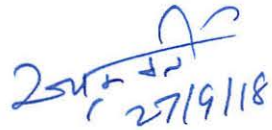
Agenda No. 10	To appoint Shri Janardan Choudhary (DIN 07871968), as Director (Technical) of the Company.							
Resolution required: (Ordinary/	ORDINARY							
Whether promoter/ promoter group are interested in the	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of 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	7558126518	7558126518	100.0000	7558126518	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		7558126518	7558126518	100.0000	7558126518	0	100.0000
Public- Institutions	E-Voting	1617884838	1470143915	90.8683	1468929615	1214300	99.9174	0.0826
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		1617884838	1470143915	90.8683	1468929615	1214300	99.9174
Public- Non Institutions	E-Voting	1083309163	261063012	24.0987	261021704	41308	99.9842	0.0158
	Poll		6690	0.0006	6690	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		1083309163	261069702	24.0993	261028394	41308	99.9842
Total		10259320519	9289340135	90.5454	9288084527	1255608	99.9865	0.0135

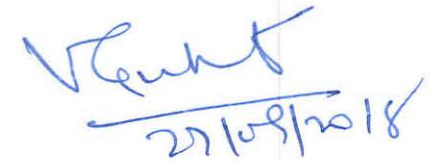
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Agenda No. 11	To consider issue of secured / unsecured, redeemable, non-convertible debentures / bonds aggregating up to ₹ 3,300 crore through private placement.							
Resolution required: (Ordinary/	SPECIAL							
Whether promoter/ promoter group are interested in the	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	7558126518	7558126518	100.0000	7558126518	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		7558126518	7558126518	100.0000	7558126518	0	100.0000
Public- Institutions	E-Voting	1617884838	1470143915	90.8683	1470143915	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		1617884838	1470143915	90.8683	1470143915	0	100.0000
Public- Non Institutions	E-Voting	1083309163	261077144	24.1000	261037776	39368	99.9849	0.0151
	Poll		6690	0.0006	6690	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		1083309163	261083834	24.1006	261044466	39368	199.9849
Total		10259320519	9289354267	90.5455	9289314899	39368	99.9996	0.0004



  
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27/10/2018

Agenda No. 12

To consider alterations in Articles of Association of the Company in line with the provisions of the Companies Act, 2013.

Resolution required: (Ordinary/		SPECIAL						
Whether promoter/ promoter group are interested in the		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	7558126518	7558126518	100.0000	7558126518	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		7558126518	7558126518	100.0000	7558126518	0	100.0000
Public- Institutions	E-Voting	1617884838	1470143915	90.8683	1470073253	70662	99.9952	0.0048
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		1617884838	1470143915	90.8683	1470073253	70662	99.9952
Public- Non Institutions	E-Voting	1083309163	261142120	24.1060	261108548	33572	99.9871	0.0129
	Poll		6690	0.0006	6690	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		1083309163	261148810	24.1066	261115238	33572	99.9871
	Total	10259320519	9289419243	90.5461	9289315009	104234	99.9989	0.0011

All resolutions set out in the Notice of 42nd Annual General Meeting were duly approved by shareholders with requisite majority.

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27/9/2018

## 42<sup>nd</sup> Annual General Meeting held on Thursday, 27<sup>th</sup> September, 2018

### Declaration of Results of E-voting (including Remote e-voting) and Poll

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 42<sup>nd</sup> Annual General Meeting (AGM) dated 6<sup>th</sup> August, 2018. The e-voting was open from 09:00 AM on Sunday, 23<sup>rd</sup> September, 2018 to 05:00 PM on Wednesday, 26<sup>th</sup> September, 2018.

In line with the provisions of the Companies Act, 2013 and in terms of the clarification issued by Ministry of Corporate Affairs (MCA), voting by show of hands was not permitted at the General Meeting where e-voting has been offered to the shareholders. Therefore, at the 42<sup>nd</sup> AGM, voting was conducted by means of e-voting ("remote e voting") and poll at the AGM.

Shri P. P. Agarwal of M/s. P.P. Agarwal & Co. Practicing Company Secretary, was appointed as Scrutinizer by the Company for conducting e-voting and polling at AGM in fair and transparent manner. The Scrutinizer has carried out the scrutiny of all the electronic votes, received up to 05:00 PM on Wednesday, 26<sup>th</sup> September, 2018 and poll received till the conclusion of the meeting and submitted his report on 27<sup>th</sup> September, 2018.

The consolidated Results, as per the Scrutinizers' Report dated 27<sup>th</sup> September, 2018, are as follows:

<b>Resolution No.</b>	<b>Particulars</b>	<b>% of valid votes in Favour</b>	<b>% of valid votes in Against</b>
1.	<b>Resolution No.1: Ordinary Resolution</b> To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended on 31 <sup>st</sup> March, 2018, together with the Board's Report, the report of Auditors' thereon and Comments of the Comptroller & Auditor General of India.	99.9999	0.0001



2.	<b>Resolution No.2: Ordinary Resolution</b> To note the payment of interim dividend and declare final dividend for the financial year 2017-18.	100	0 (insignificant)
3.	<b>Resolution No.3: Ordinary Resolution</b> To appoint a Director in place of Shri Nikhil Kumar Jain (DIN 05332456), who retires by rotation and being eligible, offers himself for re-appointment for the remaining term at the pleasure of the President of India.	99.9861	0.0139
4.	<b>Resolution No.4: Ordinary Resolution</b> To appoint a Director in place of Shri Mahesh Kumar Mittal (DIN 02889021), who retires by rotation and being eligible, offers himself for re-appointment for the remaining term at the pleasure of the President of India	99.9861	0.0139
5.	<b>Resolution No.5: Ordinary Resolution</b> To authorize Board of Directors of the Company to fix the remuneration of the Joint Statutory Auditors for the financial year 2018-19	98.5249	1.4751
6.	<b>Resolution No.6: Ordinary Resolution</b> To ratify the remuneration of the Cost Auditors for the financial year 2018-19.	99.9685	0.0315
7.	<b>Resolution No.7: Ordinary Resolution</b> To appoint Shri Bhagwat Prasad (DIN 07941795), as Independent Director of the Company	99.9994	0.0006
8.	<b>Resolution No. 8 : Ordinary Resolution</b> To appoint Shri Jugal Kishore Mohapatra (DIN 03190289), as Independent Director of the Company.	99.9823	0.0177
9.	<b>Resolution No. 9: Ordinary Resolution</b> To appoint Shri Nalini Kant Jha (DIN 07950262), as Independent Director of the Company.	99.9992	0.0008

10.	<b>Resolution No. 10: Ordinary Resolution</b> To appoint Shri Janardan Choudhary (DIN 07871968), as Director (Technical) of the company.	99.9865	0.0135
11.	<b>Resolution No. 11: Special Resolution</b> To consider issue of secured/unsecured, redeemable, non-convertible debentures / bonds aggregating up to Rs 3,300 crore through Private Placement.	99.9996	0.0004
12.	<b>Resolution No. 12: Special Resolution</b> To consider alteration in Articles of Association of the Company in line with the provisions of the Companies Act, 2013	99.9989	0.0011

Based on the Consolidated Report of Scrutinizer, all the resolutions as set out in the Notice of 42<sup>nd</sup> AGM have been duly approved by the shareholders with requisite majority.

**For NHPC Limited**



**(Balraj Joshi)**

**Chairman and Managing Director  
DIN 07449990**

**Date: 27.09.2018**

**Place: Faridabad**

**Scrutinizer's Report**

(Pursuant to Section 108 & 109 of the Companies Act, 2013 and Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014)

To,  
The Chairman of 42<sup>nd</sup> Annual General Meeting  
NHPC Limited  
(CIN: L40101HR1975GOI032564)

Dear Sir,

I, Pramod Prasad Agarwal, Proprietor of M/s. P. P. Agarwal & Co, Company Secretaries, having office at C- 154, C Block, East of Kailash, New Delhi -110065 have been appointed as scrutinizer by the Board of Directors of NHPC Ltd. ("the Company") for the purpose of scrutinizing the e-Voting process and ascertaining the requisite majority on e-Voting along with polling process carried out as per the provisions of Section 108 & 109 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014, as amended thereof, on the resolutions contained in the Notice of the 42<sup>nd</sup> Annual General Meeting (AGM) of the members of the Company held at 11.00 A.M. at Jal Tarang Auditorium, NHPC Office Complex, Sector-33, Faridabad, Haryana-121003 on Thursday, the 27<sup>th</sup> September, 2018.

1. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the Notice to the 42<sup>nd</sup> Annual General Meeting of the members of the Company. My responsibility as a scrutinizer for the e-Voting and Poll process is restricted to make scrutiny of the votes cast "in favour" or "against" the resolutions stated in the notice of the AGM, based on the reports generated from the e-Voting system provided by National Securities Depository Limited (NSDL), the authorized agency to provide e-voting facilities at its portal i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
2. Further, I submit my Combined report for e-Voting and Polling as under:-
  - i. The e-Voting period remained open from Sunday, 23<sup>rd</sup> September, 2018 (9.00 A.M.) to Wednesday, 26<sup>th</sup> September, 2018 (5.00 P.M.).
  - ii. The members of the Company as on the "cut off" date i.e. 20<sup>th</sup> September, 2018 were entitled to vote on the resolutions (items No. 1 to 12) as set out in the Notice of the 42<sup>nd</sup> AGM of the Company.

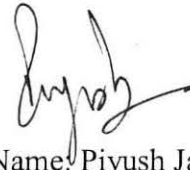


- iii. The physical ballots as well as the votes cast electronically by the shareholders downloaded from NSDL website i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com) in the presence of the two witnesses Mr. Rohit Bhardwaj and Mr. Piyush Jain were considered. The witnesses have signed below in confirmation of the above facts.



Name: Rohit Bhardwaj

(Witness) 513 B Chirag Delhi, N. Delhi - 110017



Name: Piyush Jain

(Witness) B-2/1104, SRS Residency  
sec 88, FARIDABAD- 121002

- iv. After the time fixed for closing of the poll by the Chairman, the two ballot boxes kept for polling and were locked in my presence with due identification marks placed by me.
- v. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the Authorizations/Proxies lodged with the Company.
- vi. There were no incomplete and/ or invalid ballot put in the ballot boxes.
- vii. A combined report of the poll and e-voting conducted is given below:

**Resolution No. 1: Ordinary Resolution**

To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended on 31st March, 2018, together with the Board's Report, the Report of Auditors' thereon and Comments of the Comptroller & Auditor General of India.

	Voting at AGM		E-Voting		Total		
	Number of shareholder	Total Votes	Number of shareholder	Total Votes	Number of shareholders	Total Votes	% of total valid votes
Favour	4	6690	672	9288373407	676	9288380097	99.9999
Against	NIL	NIL	7	13810	7	13810	0.0001
Invalid	NIL	NIL	NIL	NIL	NIL	NIL	



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**Resolution No. 2: Ordinary Resolution**

To note the payment of interim dividend and declare final dividend for the financial year 2017-18.

	Voting at AGM		E-Voting		Total		
	Number of shareholder	Total Votes	Number of shareholder	Total Votes	Number of shareholders	Total Votes	% of total valid votes
Favour	4	6690	672	9289413843	676	9289420533	100
Against	NIL	NIL	7	4435	7	4435	0*
Invalid	NIL	NIL	NIL	NIL	NIL	NIL	

\*insignificant

**Resolution No. 3: Ordinary Resolution**

To appoint a Director in place of Shri Nikhil Kumar Jain (DIN 05332456), who retires by rotation and being eligible, offers himself for re-appointment for the remaining term at the pleasure of the President of India.

	Voting at AGM		E-Voting		Total		
	Number of shareholder	Total Votes	Number of shareholder	Total Votes	Number of shareholders	Total Votes	% of total valid votes
Favour	4	6690	627	9288129458	631	9288136148	99.9861
Against	NIL	NIL	47	1287469	47	1287469	0.0139
Invalid	NIL	NIL	NIL	NIL	NIL	NIL	



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**Resolution No. 4: Ordinary Resolution**

To appoint a Director in place of Shri Mahesh Kumar Mittal (DIN 02889021), who retires by rotation and being eligible, offers himself for re-appointment for the remaining term at the pleasure of the President of India.

	Voting at AGM		E-Voting		Total		
	Number of shareholders	Total Votes	Number of shareholders	Total Votes	Number of shareholders	Total Votes	% of total valid votes
Favour	4	6690	619	9288123476	623	9288130166	99.9861
Against	NIL	NIL	52	1291199	52	1291199	0.0139
Invalid	NIL	NIL	NIL	NIL	NIL	NIL	

**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 2018-19.

	Voting at AGM		E-Voting		Total		
	Number of shareholders	Total Votes	Number of shareholders	Total Votes	Number of shareholders	Total Votes	% of total valid votes
Favour	4	6690	602	9152387518	606	9152394208	98.5249
Against	NIL	NIL	70	137028176	70	137028176	1.4751
Invalid	NIL	NIL	NIL	NIL	NIL	NIL	



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**Resolution No. 6: Ordinary Resolution**

To ratify the remuneration of the Cost Auditors for the Financial Year 2018-19.

	Voting at AGM		E-Voting		Total		
	Number of shareholder	Total Votes	Number of shareholder	Total Votes	Number of shareholders	Total Votes	% of total valid votes
Favour	4	6690	634	9286386880	638	9286393570	99.9685
Against	NIL	NIL	34	2928872	34	2928872	0.0315
Invalid	NIL	NIL	NIL	NIL	NIL	NIL	

**Resolution No. 7: Ordinary Resolution**

To appoint Shri Bhagwat Prasad (DIN 07941795), as Independent Director of the Company.

	Voting at AGM		E-Voting		Total		
	Number of shareholder	Total Votes	Number of shareholder	Total Votes	Number of shareholders	Total Votes	% of total valid votes
Favour	4	6690	628	9289356968	632	9289363658	99.9994
Against	NIL	NIL	41	54454	41	54454	0.0006
Invalid	NIL	NIL	NIL	NIL	NIL	NIL	



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**Resolution No. 8: Ordinary Resolution**

To appoint Shri Jugal Kishore Mohapatra (DIN 03190289), as Independent Director of the Company.

	Voting at AGM		E-Voting		Total		
	Number of shareholder	Total Votes	Number of shareholder	Total Votes	Number of shareholders	Total Votes	% of total valid votes
Favour	4	6690	626	9287763905	630	9287770595	99.9823
Against	NIL	NIL	42	1646491	42	1646491	0.0177
Invalid	NIL	NIL	NIL	NIL	NIL	NIL	

**Resolution No. 9: Ordinary Resolution**

To appoint Shri Nalini Kant Jha (DIN 07950262), as Independent Director of the Company.

	Voting at AGM		E-Voting		Total		
	Number of shareholder	Total Votes	Number of shareholder	Total Votes	Number of shareholders	Total Votes	% of total valid votes
Favour	4	6690	621	9289319910	625	9289326600	99.9992
Against	NIL	NIL	44	73390	44	73390	0.0008
Invalid	NIL	NIL	NIL	NIL	NIL	NIL	



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**Resolution No. 10: Ordinary Resolution**

To appoint Shri Janardan Choudhary (DIN 07871968), as Director (Technical) of the Company.

	Voting at AGM		E-Voting		Total		
	Number of shareholder	Total Votes	Number of shareholder	Total Votes	Number of shareholders	Total Votes	% of total valid votes
Favour	4	6690	624	9288077837	628	9288084527	99.9865
Against	NIL	NIL	39	1255608	39	1255608	0.0135
Invalid	NIL	NIL	NIL	NIL	NIL	NIL	

**Resolution No. 11: Special Resolution**

To consider issue of secured / unsecured, redeemable, non-convertible debentures / bonds aggregating up to Rs. 3,300 crore through private placement.

	Voting at AGM		E-Voting		Total		
	Number of shareholder	Total Votes	Number of shareholder	Total Votes	Number of shareholders	Total Votes	% of total valid votes
Favour	4	6690	633	9289308209	637	9289314899	99.9996
Against	NIL	NIL	33	39368	33	39368	0.0004
Invalid	NIL	NIL	NIL	NIL	NIL	NIL	



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## Resolution No. 12: Special Resolution

To consider alterations in Articles of Association of the Company in line with the provisions of the Companies Act, 2013.

	Voting at AGM		E-Voting		Total		
	Number of shareholder	Total Votes	Number of shareholder	Total Votes	Number of shareholders	Total Votes	% of total valid votes
Favour	4	6690	645	9289308319	649	9289315009	99.9989
Against	NIL	NIL	22	104234	22	104234	0.0011
Invalid	NIL	NIL	NIL	NIL	NIL	NIL	

### **Conclusion:**

**Item: 1 Ordinary Resolution:** To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended on 31st March, 2018, together with the Board's Report, the Report of Auditors' thereon and Comments of the Comptroller & Auditor General of India.

Since the number of votes cast by the members in favor of resolution is more than the number of votes cast against the resolution, therefore, the proposed Ordinary Resolution may be declared as passed by requisite majority.

**Item: 2 Ordinary Resolutions:** To note the payment of interim dividend and declare final dividend for the financial year 2017-18.

Since the number of votes cast by the members in favor of resolution is more than the number of votes cast against the resolution, therefore, the proposed Ordinary Resolution may be declared as passed by requisite majority.

**Item: 3 Ordinary Resolution:** To appoint a Director in place of Shri Nikhil Kumar Jain (DIN 05332456), who retires by rotation and being eligible, offers himself for re-appointment for the remaining term at the pleasure of the President of India.

Since the number of votes cast by the members in favor of resolution is more than the number of votes cast against the resolution, therefore, the proposed Ordinary Resolution may be declared as passed by requisite majority.



**Item: 4 Ordinary Resolution: To appoint a Director in place of Shri Mahesh Kumar Mittal (DIN 02889021), who retires by rotation and being eligible, offers himself for re-appointment for the remaining term at the pleasure of the President of India.**

Since the number of votes cast by the members in favor of resolution is more than the number of votes cast against the resolution, therefore, the proposed Ordinary Resolution may be declared as passed by requisite majority.

**Item: 5 Ordinary Resolution: To authorize Board of Directors of the Company to fix the remuneration of the Joint Statutory Auditors for the financial year 2018-19.**

Since the number of votes cast by the members in favor of resolution is more than the number of votes cast against the resolution, therefore, the proposed Ordinary Resolution may be declared as passed by requisite majority.

**Item: 6 Ordinary Resolution: To ratify the remuneration of the Cost Auditors for the Financial Year 2018-19.**

Since the number of votes cast by the members in favor of resolution is more than the number of votes cast against the resolution, therefore, the proposed Ordinary Resolution may be declared as passed by requisite majority.

**Item: 7 Ordinary Resolution: To appoint Shri Bhagwat Prasad (DIN 07941795), as Independent Director of the Company.**

Since the number of votes cast by the members in favor of resolution is more than the number of votes cast against the resolution, therefore, the proposed Ordinary Resolution may be declared as passed by requisite majority.

**Item: 8 Ordinary Resolution: To appoint Shri Jugal Kishore Mohapatra (DIN 03190289), as Independent Director of the Company.**

Since the number of votes cast by the members in favor of resolution is more than the number of votes cast against the resolution, therefore, the proposed Ordinary Resolution may be declared as passed by requisite majority.

**Item: 9 Ordinary Resolution: To appoint Shri Nalini Kant Jha (DIN 07950262), as Independent Director of the Company.**

Since the number of votes cast by the members in favor of resolution is more than the number of votes cast against the resolution, therefore, the proposed Ordinary Resolution may be declared as passed by requisite majority.



**Item: 10 Ordinary Resolution: To appoint Shri Janardan Choudhary (DIN 07871968), as Director (Technical) of the Company.**

Since the number of votes cast by the members in favor of resolution is more than the number of votes cast against the resolution, therefore, the proposed Ordinary Resolution may be declared as passed by requisite majority.

**Item: 11 Special Resolution: To consider issue of secured / unsecured, redeemable, non-convertible debentures / bonds aggregating up to Rs. 3,300 crore through private placement.**

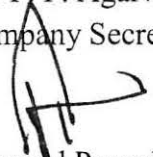
Since the number of votes cast by the members in favor of resolution is more than three fourth of the total number of votes cast, therefore, the proposed Special Resolution may be declared as passed by requisite majority.

**Item: 12 Special Resolution: To consider alterations in Articles of Association of the Company in line with the provisions of the Companies Act, 2013.**

Since the number of votes cast by the members in favor of resolution is more than three fourth of the total number of votes cast, therefore, the proposed Special Resolution may be declared as passed by requisite majority.


The Register, all other papers and relevant records relating to e-voting and poll paper has been handed over for safe custody to Mr. Vijay Gupta (Company Secretary).

For P. P. Agarwal & Co.  
Company Secretaries

  
(Pramod Prasad Agarwal)  
FCS 4955, CP No. 10566



Counter Signed by

  
Balraj Joshi  
(Chairman of the meeting)

Place: New Delhi  
Date: 27.09.2018

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# Chairman's Statement



**NHPC Limited**  
(A Government of India Enterprise)

## 42<sup>nd</sup> Annual General Meeting

### Dear Shareholders,

It gives me immense pleasure to welcome you all at the 42<sup>nd</sup> Annual General Meeting of your Company. On behalf of NHPC's Board of Directors, I thank you for your presence here today. Your continued support and trust is a source of inspiration and encouragement to take your Company to new heights.

The Annual Report for the year ended 31<sup>st</sup> March, 2018 inter-alia containing Directors' Report, the Audited Financial Statements (including Consolidated Financial Statements) and Auditors' Report thereon has already been circulated to you. With your permission, I take it as read.

It is my proud privilege to share the performance of the Company during the financial year 2017-18 with you all. You will be delighted to know that during the last year, your company has added 380 MW to its capacity and has crossed the milestone of 7,000 MW installed capacity on consolidated basis. The consolidated installed capacity of your company stands at 7,071 MW. Your Company has also taken steps towards forward integration by obtaining inter-state power trading license from CERC, to undertake inter-state trading in electricity across the country. With this, your company has further strengthened the position as market leader in hydropower development in the country.

### Outlook on Hydropower

Hydropower is an important energy source for balancing the grid and to meet the peaking requirements. Our Country is endowed with an enormous hydropower potential of which potential of around 1,00,000 MW is untapped and is yet to be harnessed. The ambitious renewable energy targets of the Government of India, have once again renewed the focus on one of the long-standing and promising power generation option - hydropower. The Government has recognized the challenges being faced by the sector and is working on a number of measures to reinvigorate it.

A new hydropower policy is also on the anvil, which is expected to envisage numerous interventions for promoting hydropower which include classification of hydro as a renewable energy.

In view of the above, the hydropower sector looks promising and buzzing with opportunities. We are very optimistic that with the collective efforts of Government of India and the industry as a whole, hydropower will be a major contributor in achieving renewable energy targets of the Country.

### Performance Highlights

Strengthened by its strategic vision, core competence in project management, operations and maintenance, and best in class manpower, your company has once again turned-in strong performance during the year 2017-18. I am pleased to share with you the performance highlights and accomplishments of your company during the year 2017-18:

- Generated 22,975 MUs of electricity during the previous year.
- Net Profit After Tax (PAT) stood at Rs. 2,758.65 crore.
- Achieved highest ever Plant Availability Factor (PAF) of 85.32%.
- Successfully commissioned all three units of Kishanganga HE Project (3x110 MW) at Bandipora, Jammu & Kashmir.
- Commissioned its first 50 MW Solar PV project in Tamil Nadu.
- Moody's has upgraded international rating of the Company from Baa3 positive to Baa2 stable, which is equivalent to sovereign rating of India.

### Dividend

Continuing the trend of maximizing shareholders wealth, the Board of Directors of your Company has recommended a dividend of Rs. 1.40 per equity share (excluding dividend tax) for the year 2017-18. This is inclusive of an interim dividend of Rs. 1.12 per equity share paid in March, 2018. On approval, the total dividend payout will be Rs. 1436.31 crore, representing 52% of the profit after tax.

### Corporate Governance

Managing business in an ethical, transparent, fair and responsible manner is an integral part of your company's culture. Your Company focuses on complying all applicable laws in true letter and spirit for sustainable value creation for its various stakeholders. As a listed Public Sector Enterprise, your Company has been broadly complying with the requirements of Corporate Governance as stipulated in the Companies Act, 2013, SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and DPE Guidelines on Corporate Governance.

A separate section on corporate governance furnishing applicable details forms part of the Directors' Report.

## Corporate Social Responsibility and Sustainability

Under CSR initiatives, your company commits itself to address social, economical and environmental concerns of its various stakeholders through initiatives that have positive impact on society at large. Your Company undertakes CSR activities in the field of Health, Sanitation, Drinking Water, Education & Skill Development, Capacity Building, Women Empowerment, Social Infrastructure Development, etc. During the financial year 2017-18, your Company has spent an amount of Rs. 38.55 crore on Corporate Social Responsibility and Sustainable Development activities and has committed an amount of more than Rs. 80 crore for CSR & SD activities during the year 2018-19.

## Consultancy Services

The technical 'know-why and know-how', proficiency and experience of your Company places it in a leading position to offer a wide range of 'World Class' consultancy services from 'Concept to Commissioning along with operation and maintenance' in the field of hydropower and related works. At present, your company is providing consultancy services related to river basin studies, survey works, design and engineering, hydrological studies, contract & construction management, etc.

The major consultancy assignments of your company include providing engineering & design consultancy services for implementation of Mangdechhu HE Project in Bhutan, consultancy services for implementation of Pakaldul, Kiru and Kwar HE Project in J&K, overhauling of Kalpong Power Station in Andaman & Nicobar islands, etc.

## Growth Initiatives

Presently, two hydroelectric projects namely Parbati-II HE Project (4 X 200 MW) and Subansiri Lower HE Project (8 X 250 MW) with aggregate installed capacity of 2,800 MW are in construction stage. Unit-I of the Parbati-II HE Project was already synchronized with grid and Unit-II is planned to be synchronized by September, 2018. The complete project is anticipated to be commissioned by December, 2021. Your company is making constant efforts for resumption of the construction activities at Subansiri Lower HE Project. Clearances for six prospective hydro projects of planned capacity of 5,795 MW is also under process. Further, your company is in the process of development of an 8 MW wind power project in Palakkad, Kerala.

The Company is in the process of development of hydroelectric and solar power projects through subsidiary/Joint Venture companies. This includes a 32 MW solar power project in Uttar Pradesh through Bundelkhand Saur Urja Limited, two hydroelectric projects of 1164 MW capacity in Jammu & Kashmir through Chenab Valley Power Projects Private Limited and a 66 MW hydroelectric project in Manipur through Loktak Downstream Hydroelectric Corporation Limited.

On International front, your Company is in the process for development of Chamkharchhu-I HE Project (770 MW) in Bhutan through JV mode. Your Company is also participating actively to revive the stressed assets to stimulate the growth of infrastructure sector of the Country.

## Recognitions and Accolades

Your Company has been bestowed with a number of awards and accolades as recognition of excellence. To mention a few:

- 'Best project Developer in Hydro Sector for a project under construction' for Kishanganga HE Project presented by Central Board of Irrigation and Power, New Delhi at CBIP Awards.
- 'CIDC Partner in Progress Trophy 2018' at 10<sup>th</sup> Construction Industry Development Council (CIDC) Vishwakarma Awards organized by Construction Industry Development Council, New Delhi.
- 'Excellence in CSR/Environment Protection and Conservation' at India Pride Awards 2017-18 instituted by Dainik Bhaskar newspaper.
- 'First Prize' under 'Rajbhasha Kirti Puraskar' by Ministry of Home Affairs, Govt. of India for commendable work in implementation of Rajbhasha amongst the Public Sector Undertakings located in Region 'A' for the year 2016-17.

## Acknowledgement

On behalf of Board of Directors, I wish to thank you for your conviction and continued support to NHPC's endeavours. I also place on record our gratitude and deep appreciation for the Government of India, Ministry of Power, State Governments and Authorities and Agencies of the Union Government & State Governments for supporting and motivating NHPC to constantly create value for the Nation.

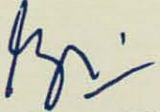
I convey my appreciation to all my colleague Board members, including those who served during the year for their valuable contribution in strengthening the Company.

The success of your company is attributable to the untiring efforts of its 7000+ employees. I thank them for their dedication in taking the company forward in achieving its objectives.

With the assurance of fulfilling your expectations and creating value, I look forward to your continued support in all our endeavors.

Jai Hind.

Place: Faridabad  
Date: 27.09.2018

  
(Balraj Joshi)  
Chairman and Managing Director  
DIN 07449990