



एनएचपीसी लिमिटेड  
(भारत सरकार का उद्यम)

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

संदर्भ सं./Ref. No. NH/CS/199

फोन/Phone: 0129-2278018  
दिनांक/Date: 20.02.2023

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

**Sub: Voting result of Postal Ballot along with scrutinizer's report**  
**विषय: संवीक्षक की रिपोर्ट के साथ डाक मतपत्र के मतदान का परिणाम**

Sir/ महोदय,

In continuation to our letter dated 17.01.2023 regarding postal ballot notice and in compliance to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, please find enclosed herewith voting result of Postal ballot along with consolidated scrutinizer's report.

It is to inform that all resolutions set out in the notice of Postal ballot were duly approved by shareholders with requisite majority. The voting result along with scrutinizer's report is also being uploaded on the website of the Company at <http://www.nhpcindia.com/General%20Meetings.htm> and website of e-voting service provider i.e. National Securities Depository Limited at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

This is for your record and information.

डाक मतपत्र सूचना के संबंध में हमारे पत्र दिनांक 17.01.2023 के क्रम में और सेबी [सूचीबद्धता (लिस्टिंग) बाध्यताएँ और प्रकटीकरण अपेक्षाएँ] विनियम, 2015 के विनियम 44(3) के अनुसार, समेकित संवीक्षक की रिपोर्ट के साथ डाक मतपत्र के मतदान का परिणाम संलग्न है।

यह सूचित किया जाता है कि डाक मतपत्र के नोटिस में निर्धारित सभी प्रस्तावों को शेयरधारकों द्वारा अपेक्षित बहुमत के साथ विधिवत अनुमोदित किया गया है। संवीक्षक की रिपोर्ट के साथ मतदान के परिणाम कंपनी की वेबसाइट <http://www.nhpcindia.com/General%20Meetings.htm> और ई-वोटिंग सेवा प्रदाता यानी नेशनल सिक्क्योरिटीज डिपॉजिटरी लिमिटेड की वेबसाइट [www.evoting.nsdl.com](http://www.evoting.nsdl.com) पर भी अपलोड किए गए हैं।

यह आपके रिकॉर्ड और जानकारी के लिए है।

धन्यवाद।

भवदीय

संलग्न: उपरोक्तानुसार

(रूपा देव)  
कंपनी सचिव

## SCRUTINIZER'S REPORT

[Pursuant to Sections 108 & 110 and other applicable provisions, if any, of the Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (as amended) read with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended]

To  
**The Chairman,**  
**NHPC Limited**  
**CIN: L40101HR1975GOI032564**  
**NHPC Office Complex, Sector-33, Faridabad**  
**Haryana-121003**

**Sub: Scrutinizer's Report on result of Postal Ballot process conducted through Remote E-Voting ("E-voting").**


Dear Sir,

Please refer to your letter dated 10<sup>th</sup> January, 2023 for appointing me as a Scrutinizer for the purpose of scrutinizing the voting through remote e-voting process in a fair and transparent manner and ascertaining the requisite majority for the resolutions proposed to be passed with respect to the provision of **Section 108 and 110** of the Companies Act, 2013 read with **Rule 20 and 22** of the Companies (Management and Administration) Rules, 2014, as amended read with Ministry of Corporate Affairs ('MCA') General Circular No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 11/2022 dated December 28, 2022 and other relevant circulars issued by MCA (hereinafter collectively referred to as '**MCA Circulars**'), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('**SEBI Listing Regulations**') issued in this regard, on the resolutions as set-out in the Notice of Postal Ballot.

I, **CS Amit Kaushal**, proprietor of **M/s A. Kaushal & Associates**, Company Secretaries, having office at A-160, Basement, Defence Colony, New Delhi- 110024, submit my report as under:

1. The Management of the Company is responsible to ensure the compliances with the requirements of the Act with Rules made thereunder, SEBI Listing Regulations, MCA Circulars or any other provisions, as applicable for conducting Postal Ballot voting by electronic means. The Management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.
2. The Company has availed the services of **M/s National Securities Depository Limited ("NSDL")** for facilitating remote e-voting to enable the members to cast their votes electronically using remote e-voting facility on Special Business(es) sought to be transacted through Postal Ballot.
3. Our responsibility as Scrutinizers is restricted to making Scrutinizers' Report of the votes cast by the Members on the resolution(s) contained in the Notice, based on the reports generated from **NSDL**, the authorized agency engaged by the Company to provide remote e-voting facility for e-voting.

4. The Members of the Company holding equity shares either in physical form or in dematerialized form, as on the 'Cut-off Date' i.e. **Friday, 13<sup>th</sup> January, 2023** were entitled to vote on the proposed resolution(s), as set out in the Notice of Postal Ballot dated **06<sup>th</sup> January, 2023**, through remote e-voting.
5. The remote e-voting period remained open from **Friday, 20<sup>th</sup> January, 2023 at 9:00 A.M. (IST)** and ended on **Saturday, 18<sup>th</sup> February, 2023 at 5:00 P.M. (IST)** and members of the Company were entitled to vote on the proposed resolution(s) at the designated website <https://www.evoting.nsdl.com> during the above period.
6. The Company has completed electronic dispatch of Postal Ballot Notice on **Tuesday, 17<sup>th</sup> January, 2023** to those Members whose email address is registered with the RTA / Depository Participants as on the Cut-off Date i.e. **Friday, 13<sup>th</sup> January, 2023**.
7. The Company has published advertisement regarding process of Postal Ballot in Financial Express (English) and Jansatta (Hindi) on **Wednesday, 18<sup>th</sup> January, 2023** informing about the completion of dispatch of Postal Ballot notices in electronic form to the Members along with other related matters mentioned therein.
8. We monitored the process of electronic voting (i.e. remote e-voting) through the scrutinizers secured link provided by NSDL through its designated website.
9. After completion of e-voting, votes cast by the members, were unblocked in the presence of Mr. Nishant Chauhan & Mr. Tejas Thakur, two independent witnesses who are not in the employment of the Company and have signed herein below:

  
Nishant Chauhan

  
Tejas Thakur

10. The remote e-voting report downloaded from the website of NSDL regarding result of remote e-voting on the resolution(s) has been kept separately.
11. After ascertaining the votes casted through remote-voting facility, we hereby submit the result as under:

**I. To appoint Shri Mohammad Afzal (DIN: 09762315), Joint Secretary, Ministry of Power, as Government Nominee Director on Board 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. 1 (as Ordinary Resolution)	E-voting	8,26,38,56,481	93.155	60,71,96,777	6.845	NIL

II. To appoint Shri Rajeev Kumar Vishnoi (DIN: 08534217), as Chairman and Managing Director 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. 2 (as Ordinary Resolution)	E-voting	8,80,24,44,573	99.086	8,12,24,123	0.914	NIL

12. The votes casted by the members of Company in favour of the resolution(s) are more than the requisite majority, and therefore, the resolutions are deemed to be passed.

Thanking You  
Yours faithfully

AMIT  
KAUSHAL

CS Amit Kaushal  
A. Kaushal & Associates  
Company Secretaries  
FCS No.: 6230  
C.P. No.: 6663

UDIN: F006230D003174307

Place: New Delhi  
Date: 20/02/2023

FOR NHPC LIMITED

  
आर. पी. गोयल / R. P. GOYAL  
निदेशक (वित्त) / Director (Finance)  
एन एच पी सी लिमिटेड / NHPC Limited  
(भारत सरकार का उद्यम / A Govt. of India Enterprise)  
सेक्टर-33, फरीदाबाद / Sector-33, Faridabad

DIN 08645380  
(Duly authorised by CMD, NHPC)

**NHPC LIMITED**

<b>Postal Ballot Period</b>	20-01-2023 to 18.02.2023
<b>Last date of voting under Postal Ballot</b>	Saturday, 18th February, 2023
<b>Total number of shareholders on record date</b>	8,58,752 (As on cut-off date i.e. 13th January, 2023)
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	N.A
<b>-Promoters and Promoter Group:</b>	N.A
<b>- Public:</b>	N.A
<b>No. of Shareholders attended the meeting through Video Conferencing/ Other Audio Visual Means</b>	N.A
<b>-Promoters and Promoter Group:</b>	N.A
<b>-Public:</b>	N.A

**Agenda Wise disclosure**

<b>Agenda No. 1</b>	To appoint Shri Mohammad Afzal (DIN:09762315), Joint Secretary, Ministry of Power, as Government Nominee Director on Board of the Company and, if thought fit, to pass the following resolution as an Ordinary Resolution:
<b>Resolution required: (Ordinary/ Special)</b>	ORDINARY
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>	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	100.000	7126772676	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	<b>Total</b>		<b>7126772676</b>	<b>7126772676</b>	<b>100.000</b>	<b>7126772676</b>	<b>0</b>	<b>100.000</b>
Public- Institutions	E-Voting	2142162967	1582415730	73.870	975552352	606863378	61.650	38.350
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	<b>Total</b>		<b>2142162967</b>	<b>1582415730</b>	<b>73.870</b>	<b>975552352</b>	<b>606863378</b>	<b>61.650</b>
Public- Non Institutions	E-Voting	776099162	161864852	20.856	161531453	333399	99.794	0.206
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	<b>Total</b>		<b>776099162</b>	<b>161864852</b>	<b>20.856</b>	<b>161531453</b>	<b>333399</b>	<b>99.794</b>
<b>Total</b>	<b>Total</b>	<b>10045034805</b>	<b>8871053258</b>	<b>88.313</b>	<b>8263856481</b>	<b>607196777</b>	<b>93.155</b>	<b>6.845</b>



Agenda No. 2	To appoint Shri Rajeev Kumar Vishnoi (DIN:08534217), as Chairman and Managing Director of the Company and, if thought fit, to pass the following resolution as an Ordinary Resolution:							
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	100.000	7126772676	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	<b>Total</b>	<b>7126772676</b>	<b>7126772676</b>	<b>100.000</b>	<b>7126772676</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>
Public- Institutions	E-Voting	2139368996	1595069196	74.558	1514021718	81047478	94.919	5.081
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	<b>Total</b>	<b>2139368996</b>	<b>1595069196</b>	<b>74.558</b>	<b>1514021718</b>	<b>81047478</b>	<b>94.919</b>	<b>5.081</b>
Public- Non Institutions	E-Voting	778893133	161826824	20.777	161650179	176645	99.891	0.109
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	<b>Total</b>	<b>778893133</b>	<b>161826824</b>	<b>20.777</b>	<b>161650179</b>	<b>176645</b>	<b>99.891</b>	<b>0.109</b>
	<b>Total</b>	<b>10045034805</b>	<b>8883668696</b>	<b>88.438</b>	<b>8802444573</b>	<b>81224123</b>	<b>99.086</b>	<b>0.914</b>

All resolutions set out in the Notice of Postal Ballot were duly approved by shareholders with requisite majority.



## DECLARATION OF RESULTS OF REMOTE E-VOTING FOR BUSINESSES PROPOSED IN POSTAL BALLOT NOTICE

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 Postal Ballot dated 06<sup>th</sup> January, 2023. The remote e-voting was open from 09:00 AM (IST) on Friday, 20<sup>th</sup> January, 2023 to 05:00 PM (IST) on Saturday, 18<sup>th</sup> February, 2023.

The Board of Directors had appointed Shri Amit Kaushal failing him Shri Alok Kumar Tripathi, Practicing Company Secretary of M/s A. Kaushal & Associates, New Delhi as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. Shri Amit Kaushal has carried out the scrutiny of all the electronic votes, received through remote e-voting up to 05:00 PM on Saturday, 18<sup>th</sup> February, 2023 and submitted his report on 20<sup>th</sup> February, 2023.


The consolidated results, as per the Scrutinizers' Report dated 20<sup>th</sup> February, 2023 are as follows:

Resolution No.	Particulars	No. of Votes in favour	% of votes in favour	No. of Votes against	% of votes against	Invalid Votes
<b>Ordinary Business</b>						
1.	<b>Resolution No.1: Ordinary Resolution</b> To appoint Shri Mohammad Afzal (DIN:09762315), Joint Secretary, Ministry of Power, as Government Nominee Director on Board of the Company	826,38,56,481	93.155	60,71,96,777	6.845	NIL
2.	<b>Resolution No.2: Ordinary Resolution</b> To appoint Shri Rajeev Kumar Vishnoi (DIN:08534217), as Chairman and Managing Director of the Company	880,24,44,573	99.086	8,12,24,123	0.914	NIL

Based on the consolidated report of Scrutinizer, all the resolutions as set out in the Notice of Postal Ballot dated 06<sup>th</sup> January 2023 have been duly approved by the shareholders with requisite majority.

For NHPC Limited

आर. पी. गोयल / R. P. GOYAL  
निदेशक (वित्त) / Director (Finance)  
एन एच पी सी लिमिटेड / NHPC Limited  
(भारत सरकार का उद्यम / A Govt. of India Enterprise)  
सेक्टर-33, फरीदाबाद / Sector-33, Faridabad

  
(Rajendra Prasad Goyal)  
Director (Finance)  
DIN: 08645380

(Duly authorised by CMD, NHPC Limited)

Date: 20.02.2023  
Place: Faridabad