



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

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

फोन/Phone : \_\_\_\_\_

संदर्भ सं./Ref. No. **NH/CS/199**

दिनांक/Date : **30.01.2019**

<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, दलाल स्ट्रीट, 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, लिस्टिंग विभाग, नेशनल स्टॉक एक्सचेंज ऑफ इंडिया लिमिटेड एक्सचेंज प्लाजा, बांद्रा कुर्ला कॉम्प्लेक्स, बांद्रा (ई), मुंबई - 400 051 <b>Scrip Code: NHPC</b></p>
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**ISIN: INE848E01016**

**Sub: Extinguishment of equity shares pursuant to buyback of 21,42,85,714 equity shares of face value of Rs.10 each of NHPC Limited (the "Company").**

**बिषय: एनएचपीसी लिमिटेड ("कंपनी") के 10 रुपये के अंकित मूल्य के 21,42,85,714 इक्विटी शेयरों का बाय-बैक के कारण शमन ।**

Sir/Madam,

In compliance with the provisions of Regulation 11 and 24(iv) of the SEBI (Buyback of Securities) Regulations, 2018 ("**Buyback Regulations**"), it is to inform that the Company has extinguished 21,42,85,714 fully paid up equity of Rs. 10/- each in dematerialized form pursuant to buyback of 21,42,85,714 equity shares of the Company.

Further, the paid-up equity share capital of the Company, post buyback, is 10,04,50,34,805 equity shares of Rs. 10 each. The reconciliation of share capital, pre and post buyback, is as under:

<b>RECONCILIATION OF SHARE CAPITAL OF THE COMPANY (PRE AND POST EXTINGUISHMENT)</b>			
<b>Sr. No.</b>	<b>Particulars</b>	<b>No. of equity shares of face value of Rs. 10 each</b>	<b>Amount (Rs. In Crores)</b>
1	Pre-extinguishment, Issued, Subscribed and Paid up share capital	10,25,93,20,519	10259.32
2	Less: Shares bought back		
	a) Dematerialized Form	21,42,85,714	214.29
	b) Physical Form	NIL	NIL
3	Post-extinguishment, Issued, Subscribed and Paid up share capital	10,04,50,34,805	10045.03

पंजीकृत कार्यालय : एन एच पी सी ऑफिस कॉम्प्लेक्स, सैक्टर-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

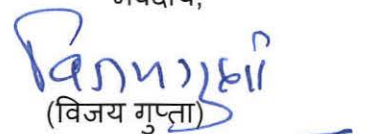
बिजली से संबंधित शिकायतों के लिए 1912 डायल करें। **Dial 1912 for Complaints on Electricity**

Please find enclosed following in connection with the above:

1. Copy of the certificate dated January 29, 2019 relating to extinguishment of shares in accordance with the provisions of Regulation 11(iii) of the Buyback Regulations;
2. Debit confirmation dated January 25, 2019 from Central Depository Services (India) Limited
3. Pre and Post Buyback Shareholding Pattern ("**Annexure A**")

It is requested to kindly take the above information on record.

धन्यवाद,

भवदीय,  
  
(विजय गुप्ता)  
कंपनी सचिव

संलग्न: उपरोक्त अनुसार

**Arora Vohra & Co.**  
Chartered Accountants  
Chaitanya Complex, Prem Bhawan  
Residency Road, Jammu Tawi-180001  
Jammu & Kashmir

**DSP & Associates**  
Chartered Accountants  
783, Desh Bandhu Gupta Road  
Near Faiz Road, Karol Bagh  
New Delhi -110 005

**Lodha & Co**  
Chartered Accountants  
14, Government Place East,  
Kolkata – 700 069

29<sup>th</sup> January, 2019

The Board of Directors  
**NHPC Limited**  
NHPC Office Complex,  
Sector-33, Faridabad,  
Haryana-121003, India

Re: **AUDITORS CERTIFICATE WITH RESPECT TO EXTINGUISHMENT OF 21,42,85,714 EQUITY SHARES OF Rs. 10 EACH ("EQUITY SHARES") BOUGHT BACK BY NHPC LIMITED**

1. We, Arora Vohra & Co. Chartered Accountants (Firm's ICAI Registration No. 09487N), DSP & Associates, Chartered Accountants (Firm's ICAI Registration No. 006791N), Lodha & Co, Chartered Accountants (Firm's ICAI Registration No. 301051E), are the Statutory Auditors of NHPC Limited ("the Company"), having its Registered Office at NHPC Office Complex, Sector-33, Faridabad, Haryana-121003.
2. This Certificate is issued in accordance with our engagement letter dated November 12, 2018 for the purpose of confirming the particulars stated in the attachments "Certification of Extinguishment of Equity Shares bought back by NHPC Limited" [the "Statement"], prepared by the Company from relevant records and details and the Statement / Confirmation obtained from the Central Depository Services [India] Limited. The Statement has been initialed by us for identification.
3. The Company has bought-back 21,42,85,714 Equity Shares of Rs.10/- each [shares bought back]. Consequent to this, these shares have been extinguished as per regulation of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations 2018 and Securities and Exchange Board of India (Depository Participants) Regulations 1996 as amended from time to time [collectively referred to as "the Regulations"].
4. We have been requested by the Management to certify the Statement containing the details of extinguishment of shares bought back to assist them in complying with the provisions of the Regulations.

#### Management's Responsibility

5. The preparation of the Statement is the responsibility of the Management which includes maintenance of all supporting records, documents and details for compilation thereof. They



Arora Vohra & Co.  
Chartered Accountants  
Chaitanya Complex, Prem Bhawan  
Residency Road, Jammu Tawi-180001  
Jammu & Kashmir

DSP & Associates  
Chartered Accountants  
783, Desh Bandhu Gupta Road  
Near Faiz Road, Karol Bagh  
New Delhi -110 005

Lodha & Co  
Chartered Accountants  
14, Government Place East,  
Kolkata - 700 069

are also responsible for ensuring that the Statement is in compliance with the provision of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (the "SEBI Buyback Regulations") and the relevant provisions of the Companies Act, 2013 (the Act) and Securities and Exchange Board of India (Depository and Participants) Regulations, 1996. This includes process procedures to be followed and records to be maintained for extinguishment of 21,42,85,714 shares in dematerialized form bought back by the Company for which confirmation from Central Depository Services (India) Limited has been obtained.

### Auditor's Responsibility

6. It is our responsibility to certify the Statement based on our examination of relevant records and documents maintained and obtained by the Company and furnished to us for the purpose.
7. We have conducted examination of the Statement in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that perform Audits and Review Historical Financial Information, and Other Assurance and Related Services Engagements.

### Opinion

9. On the basis of our verification as stated above and according to the information, explanations and representations provided to us by the Management of the Company, we certify that the particulars furnished by the Company in the Statement, for the extinguishment of shares bought back are in accordance with the relevant records and documents maintained by the Company as on date of this certificate and extinguishment consistent with the provisions of the Securities and Exchange Board of India (Buyback of Securities) Regulation, 2018 and Securities and Exchange Board of India (Depository and Participants) Regulation, 1996.

### Restriction on use

10. Our work was performed solely to assist the Company in meeting its responsibilities pursuant to the provisions of "the Regulations". Our obligation in respect of this certificate is entirely separate and our obligation and liability as Auditors are in no way changed or altered by this. Nothing in the certificate, nor anything said or done in course of or in connection with the services that are subject of this certificate will extend the duty of care, we may have in our capacity as Auditors of the Company.



Arora Vohra & Co.  
Chartered Accountants  
Chaitanya Complex, Prem Bhawan  
Residency Road, Jammu Tawi-180001  
Jammu & Kashmir

DSP & Associates  
Chartered Accountants  
783, Desh Bandhu Gupta Road  
Near Faiz Road, Karol Bagh  
New Delhi -110 005



Lodha & Co  
Chartered Accountants  
14, Government Place East,  
Kolkata - 700 069

11. This certificate has been issued to enable the company to comply with the provisions of "the Regulations" and "the Act". This Certificate should therefore not be used for any other purpose or by any person other than the addressees of this certificate. Accordingly, we do not accept or assume any liability or duty of care for any other purpose or to any other person to whom this Certificate is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

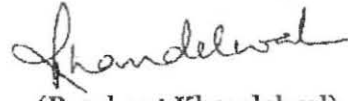
M/s Arora Vohra & Co.  
(Chartered Accountants)  
FR No. 09487N

  
(Rajat Mengi)  
Partner  
M. No. 089871

M/s DSP & Associates  
(Chartered Accountants)  
ER No. 006791N

  
  
(Sanjay Jain)  
Partner  
M. No. 084906

M/s Lodha & Co  
(Chartered Accountants)  
FR No. 301051E

  
(Prashant Khandelwal)  
Partner  
M. No. 056652  
KOLKATA





एन एच पी सी लिमिटेड  
 NHPC Limited  
 (Formerly National Hydroelectric Power Corporation Ltd.)  
 ISO-9001 & 14001 Certified Company  
 CIN-L40101HR1975GOI032564  
 Contact Us - 0129-2250437,  
 Email ID: investorcellnhpc@gmail.com, investorcell@nhpc.nic.in

NH/Fin./IRC/2018-19/

Date: January 29, 2019

**CERTIFICATE OF EXTINGUISHMENT OF EQUITY SHARES BOUGHT BACK BY  
 NHPC LIMITED ("the Company")**

This certificate is being made in compliance with the requirements of Regulation 11 of the Securities and Exchange Board of India (Buy back of Securities) Regulations, 2018, as amended.

Pursuant to the Public Announcement dated November 15, 2018 and Letter of Offer dated December 18, 2018, the Company bought back 21,42,85,714 equity shares of Rs. 10/- each fully paid up, from its existing shareholders, through the tender offer route at a price of Rs. 28/- per equity share. The issue opened on January 1, 2019 and closed on January 14, 2019.

The following are the details of Equity shares accepted under the buyback offer made by the Company and consequently extinguished.

**A. SHARES IN DEMATERIALIZED FORM**

Name of the Depository	DP Name and DP ID	Company's A/C Number	Date of Extinguishment	No. of Equity Shares Extinguished
Central Depository Services (India) Limited - CDSL	Ambit Capital Private Limited - 12047500	00026940	January 24, 2019	21,42,85,714

**B. SHARES IN PHYSICAL FORM**

Sr. No.	Date of extinguishment	Folio No.	No. of Equity Shares	Certificate Nos.	Distinctive Nos.
1.	Nil	Nil	Nil	Nil	Nil
Total			Nil		

No physical shares were bought back during the Buyback, therefore no physical share certificates were extinguished and destroyed in the Buyback

**C. TOTAL NUMBER OF EQUITY SHARES EXTINGUISHED / DESTROYED (A+B) : 21,42,85,714**

It is certified that the above Equity shares of the Company were extinguished in compliance with and according to the provisions of the Companies Act, 2013 and the Rules made thereunder, Regulation 11 of Securities and Exchange Board of India (Buy back of Securities) Regulations, 2018 and Securities and Exchange Board of India (Depository and Participants) Regulations, 1996 and the bye laws, the circulars and guidelines framed thereunder.

Regd. Office: N.H.P.C Office Complex, Sector - 33, Faridabad - 121003 (Haryana)  
 Website: www.nhpcindia.com





एन एच पी सी लिमिटेड

**NHPC Limited**  
(Formerly National Hydroelectric Power Corporation Ltd.)

ISO-9001 & 14001 Certified Company

CIN-L40101HR1975GO1932564

Contact Us - 0129-2250437

Email ID: investorcellnhpc@gmail.com, investorcell@nhpc.nic.in

<p>For NHPC Limited</p> <p><i>[Signature]</i> 29/01/19</p> <p>Shri Anil Kumar Jaiswal Chairman &amp; Managing Director DIN: 07449990</p>	<p>For NHPC Limited</p> <p><i>[Signature]</i></p> <p>Shri Mahesh Kumar Mittal Director (Finance) 29.01.2019 DIN: 02889021</p>
<p>For Karvy Fintech Private Limited (Registrar to the Buyback Offer)</p> <p><i>[Signature]</i></p> <p></p> <p>Authorized Signatory</p>	

Enclosed: 1. Confirmation from CDSL dated January 25, 2019 for extinguishment of Equity Shares in dematerialized form.





# Central Depository Services (India) Limited



CDSL/OPS/IPO-CA/2018-19/CA-344255.001

January 25 , 2019

**The Company Secretary,  
Nhpc Limited**  
Nhpc Office Complex  
Sector-33  
Faridabad, Harayana,  
India - 121003

Dear Sir,

**Sub:- Buyback**

This is to inform you that the file uploaded by you / your RTA for the above-mentioned purpose, has been successfully processed at **Central Depository Services (India) Limited**. The details of the same are as follows:

CA Seq. No.	ISIN	Type Of Security	Date Effected	No. of Records	No. of Securities
344255.001	Debit ISIN INE848E01016	Nhpc Limited - Equity Shares	24-Jan-2019	1	214285714

Thanking you,

Yours faithfully,  
For **Central Depository Services (India) Limited**

**Vinifer T Kodia**  
Sr. Manager – Operations

c.c Karvy Computershare Private Limited

Digitally signed by Vinifer Tehmton Kodia  
Date: 2019.01.25 11:59:51 +05:30

Regd. Office : Marathon Futurex, Mafatlal Mill Compounds, A-Wing, 25th floor, N M Joshi  
Marg, Lower Parel (East), Mumbai - 400013.  
Phone: 91 - 22-2302-3333 • Fax: 91 - 22 - 2300 2035/2036. CIN: L67120MH1997PLC112443  
Website : [www.cdslindia.com](http://www.cdslindia.com)



### Annexure – A

The shareholding pattern of the Company pre-Buyback, as on Record Date (i.e. November 30, 2018), as well as the post Buyback shareholding, is as under:

Particulars	Pre Buyback		Post Buyback*	
	No. of Equity Shares	% of the existing equity share capital	No. of Equity Shares	% of the post Buyback equity share capital
Promoters	755,81,26,518	73.67	741,58,54,615	73.83
Foreign Investors (including Non Resident Indians, FIIs, FPIs and Foreign Nationals, OCB's)	46,71,63,196	4.55	262,91,80,190	26.17
Financial Institutions/ Banks/ Mutual Funds, Insurance companies, NBFC	115,57,04,295	11.27		
Other (public, bodies corporate, AIF, CM, HUF, IEPF, Trusts etc.)	107,83,26,510	10.51		
<b>Total</b>	<b>1025,93,20,519</b>	<b>100.00</b>	<b>1004,50,34,805</b>	<b>100.00</b>

\* Post extinguishment of 21,42,85,714 equity shares

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