



एनएचपीसी लिमिटेड
(भारत सरकार का उद्यम)

NHPC Limited
(A Government of India Enterprise)

फोन/Phone : _____

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

दिनांक/Date : **20.12.2018**

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

SUB.: SUBMISSION OF THE LETTER OF OFFER ("LETTER OF OFFER") PERTAINING TO THE PROPOSED BUYBACK OF UP TO 21,42,85,714 FULLY PAID-UP EQUITY SHARES OF FACE VALUE ₹ 10 EACH, OF NHPC LIMITED ("COMPANY") AT A PRICE OF ₹ 28 PER EQUITY SHARE FOR AN AGGREGATE CONSIDERATION OF UPTO ₹ 599,99,99,992 THROUGH THE TENDER OFFER PROCESS PURSUANT TO THE SEBI (BUY BACK OF SECURITIES) REGULATION, 2018

Sirs/महोदय,

In continuation to our letter of even number dated 16.11.2018, please find enclosed herewith the Letter of Offer dated December 18, 2018, incorporating the observations received from the Securities and Exchange Board of India through their letter dated December 17, 2018.

The dispatch of Letter of Offer along with the Form of Acceptance-cum Acknowledgement to the eligible shareholders on the Record date (i.e November 30, 2018) will be completed by Monday, December 24, 2018. The dispatch of Letter of Offer to Eligible Shareholder(s) who have registered their email ids with the Depositories / the Company, shall be made through electronic means. The Letter of Offer to Eligible Shareholder(s) who have not registered their email ids with the Depositories / the Company, shall be dispatched through physical mode by registered post / speed post. The Eligible Shareholder may obtain a physical copy of the Letter of Offer by sending a request in writing to the Company / Registrar at the address or email id mentioned in the Letter of Offer.

You are requested to take note of the following schedule of activities in relation to the Buyback:

Activity	Day & Date*
Date of Opening of Buyback Offer	Tuesday, January 1, 2019
Date of Closing of Buyback Offer	Monday, January 14, 2019
Last date of receipt of the completed Tender Forms and other specified documents including physical Equity Share certificates if and as applicable by the Registrar	Wednesday, January 16, 2019
Last date of settlement of bids on the Stock Exchange	Wednesday, January 23, 2019

* Where dates are mentioned for certain activities, such activities may happen on or before the respective last dates.

(Handwritten Signature)

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

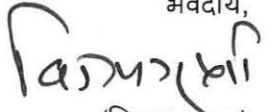
The capitalized terms not specifically defined in this letter shall have the meaning ascribed to such terms in the Letter of Offer.

You are requested to please refer to the Letter of Offer for more information.

This is for your information and record.
यह आपकी जानकारी और रिकॉर्ड के लिए है ।

धन्यवाद ।

Encl: a/a

भवदीय,

(विजय गुप्ता)
कंपनी सचिव

LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Letter of Offer is being sent to you as an Eligible Shareholder of NHPC Limited (the “Company”) as on the Record Date in accordance with Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (“Buyback Regulations”). If you require any clarifications about the action to be taken, you may consult your stockbroker or investment consultant or the Manager to the Buyback (Ambit Capital Private Limited) or to the Registrar to the Buyback (Karvy Fintech Private Limited). Please refer to the section on ‘Definition of Key Terms’ for the definition of the capitalized terms used herein.



NHPC LIMITED

Registered Office: NHPC Office Complex, Sector-33, Faridabad - 121003, Haryana, India
CIN: L40101HR1975GOI032564

Contact Person: Mr. Vijay Gupta, Company Secretary and Compliance Officer
Tel: +91 (129) 227 0603, +91 (129) 227 0902, **Fax:** +91 (129) 227 8025; **E-mail:** companysecretary@nhpc.nic.in
Website: www.nhpcindia.com

OFFER TO BUYBACK OF UP TO 21,42,85,714 (TWENTY ONE CRORE FORTY TWO LAKHS EIGHTY FIVE THOUSAND SEVEN HUNDRED FOURTEEN) FULLY PAID-UP EQUITY SHARES OF FACE VALUE ₹ 10 EACH, REPRESENTING APPROXIMATELY 2.09% OF THE TOTAL NUMBER OF EQUITY SHARES IN THE ISSUED, SUBSCRIBED AND PAID-UP EQUITY SHARE CAPITAL OF THE COMPANY AS ON MARCH 31, 2018, FROM ALL THE EXISTING SHAREHOLDERS/ BENEFICIAL OWNERS OF THE COMPANY AS ON THE RECORD DATE i.e. FRIDAY, NOVEMBER 30, 2018, ON A PROPORTIONATE BASIS, THROUGH THE “TENDER OFFER” PROCESS AT A PRICE OF ₹ 28 (RUPEES TWENTY EIGHT ONLY) PER EQUITY SHARE FOR AN AGGREGATE CONSIDERATION OF UPTO ₹ 599,99,99,992 (RUPEES FIVE HUNDRED NINETY NINE CRORE NINETY NINE LAKH NINETY NINE THOUSAND NINE HUNDRED NINETY TWO ONLY)

- 1) The Buyback is in accordance with the provisions contained in Article 16A of the Articles of Association of the Company, Sections 68, 69, 70 and all other applicable provisions if any, of the Companies Act, 2013, the Companies (Share Capital and Debentures) Rules, 2014 (the “Share Capital Rules”), as amended, and applicable provisions contained in the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 (“Buyback Regulations”) and subject to such approvals as may be necessary, from time to time, from statutory, regulatory or governmental authorities including but not limited to Securities and Exchange Board of India (“SEBI”), Reserve Bank of India and the stock exchanges on which the Equity Shares are listed, namely, BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”).
- 2) The Buyback Size is approximately 2.50% of the total paid-up equity share capital and free reserves as per the audited standalone financial statements of the Company for the financial year ended March 31, 2018 (the last audited financial statements available as on the date of the Board Meeting) and is within the statutory limit of 10% of the total paid-up equity share capital and free reserves as per the last audited financial statements of the Company. The maximum number of Equity Shares proposed to be bought back represents 2.09% of the total number of Equity Shares in the paid-up equity share capital of the Company.
- 3) The Letter of Offer will be sent to those Eligible Shareholder(s) as on the Record Date i.e. Friday, November 30, 2018.
- 4) The procedure for tender and settlement is set out in paragraph 20 (*Procedure for Tender Offer and Settlement*) on page 39 of this Letter of Offer. The Form of Acceptance-cum-Acknowledgement (“Tender Form”) is enclosed together with this Letter of Offer.
- 5) The payment of consideration is in cash to the Eligible Shareholders. For further details on mode of payment of consideration to the Eligible Shareholders, please refer to paragraph 20.27 (*Method of Settlement*) on page 45 of this Letter of Offer.
- 6) A copy of the Public Announcement published on November 16, 2018, the Draft Letter of Offer and this Letter of Offer (along with Tender Form) shall be available on the website of SEBI i.e. www.sebi.gov.in and on the website of the Company i.e. www.nhpcindia.com
- 7) Eligible Shareholders are advised to refer to paragraph 17 (*Details of Statutory Approvals*) on page 34 of this Letter of Offer and paragraph 21 (*Note on Taxation*) on page 46 of this Letter of Offer before tendering their Equity Shares in the Buyback.

BUYBACK OPENS ON: TUESDAY, JANUARY 1, 2019

BUYBACK CLOSSES ON: MONDAY, JANUARY 14, 2019

(LAST DATE/ TIME OF RECEIPT OF COMPLETED APPLICATIONS, FORMS AND OTHER SPECIFIED DOCUMENTS INCLUDING PHYSICAL SHARE CERTIFICATES BY THE REGISTRAR): WEDNESDAY, JANUARY 16, 2019 by 5 PM

MANAGER TO THE BUYBACK

REGISTRAR TO THE BUYBACK



AMBIT CAPITAL PRIVATE LIMITED

Ambit House, 449, Senapati Bapat Marg,
Lower Parel, Mumbai – 400013
Tel. No.: +91 22 3043 3000
Fax No.: +91 22 3042 3100

Contact Person: Ankit Wadhwa
Email: nhpc.buyback@ambit.co
Website: www.ambit.co

SEBI Registration Number: INM000012379
CIN: U74140MH1997PTC107598



KARVY FINTECH PRIVATE LIMITED*

Karvy Selenium Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad- 500 032, Telangana, India

Contact Person: M. Murali Krishna

Tel: +91 (040) 6716 2222

Fax: +91 (040) 2343 1551

E-mail: nhpc.buyback@karvy.com;

Website: www.karvyfintech.com;

SEBI Registration Number: INR000000221

Validity Period: Permanent Registration

CIN: U67200TG2017PTC117649

* Karvy Computershare Private Limited (as disclosed as Registrar to the Buyback in PA) has been amalgamated with Karvy Fintech Private Limited by order of the National Company Law Tribunal, Hyderabad dated October 23, 2018 and the said amalgamation was effective from November 17, 2018 resulting which Karvy Fintech Private Limited will now act as Registrar to the Buyback.

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1. SCHEDULE OF THE ACTIVITIES OF THE BUYBACK OFFER

Activity	Date	Day
Date of Board Meeting approving the proposal of the Buyback	November 14, 2018	Wednesday
Date of Public Announcement for Buyback	November 15, 2018	Thursday
Date of publication of the Public Announcement for the Buyback	November 16, 2018	Friday
Record Date for determining the Buyback Entitlement and the names of Eligible Shareholders	November 30, 2018	Friday
Date of Opening of the Buyback	January 1, 2019	Tuesday
Date of Closing of the Buyback	January 14, 2019	Monday
Last date of receipt of the completed Tender Forms and other specified documents including physical Equity Share certificates if and as applicable by the Registrar	January 16, 2019	Wednesday
Last date of verification of Tender Forms by the Registrar to the Buyback	January 22, 2019	Tuesday
Last date of intimation to the Stock Exchange regarding acceptance / non- acceptance of tendered Equity Shares by the Registrar to the Buyback	January 22, 2019	Tuesday
Last date of settlement of bids on the Stock Exchanges	January 23, 2019	Wednesday
Last date of payment to Eligible Shareholders/ dispatch of unaccepted share certificate(s) by the Registrar/ return of unaccepted demat shares by Stock Exchanges to Shareholder Broker/ Eligible Shareholders	January 23, 2019	Wednesday
Last date of extinguishment of Equity Shares bought back	January 30, 2019	Wednesday

Note: Where last dates are mentioned for certain activities, such activities may happen on or before the respective last dates

2. DEFINITION OF KEY TERMS

This Letter of Offer uses certain definitions and abbreviations which, unless the context otherwise indicates or implies or specified otherwise, shall have the meaning as provided below. References to any legislation, act, regulation, rules, guidelines or policies shall be to such legislation, act, regulation, rules, guidelines or policies as amended, supplemented, or re-enacted from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.

The words and expressions used in this Letter of Offer, but not defined herein shall have the meaning ascribed to such terms under the Buyback Regulations, the Companies Act, the Depositories Act, and the rules and regulations made thereunder.

Term	Description
Acceptance	Acceptance of Equity Shares, tendered by Eligible Shareholders in the Buyback.
Acquisition Window	The facility for acquisition of Equity Shares through mechanism provided by the Stock Exchanges in the form of a separate window in accordance with the SEBI circular bearing number CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with SEBI circular bearing number CFD/DCR2/CIR/P/2016/131 dated December 9, 2016.
Additional Shares / Additional Equity Shares	Additional Equity Shares tendered by an Eligible Shareholder over and above the Buyback Entitlement of such Equity Shareholder upto the extent of Equity Shares held by the Eligible Shareholder on the Record Date.
Articles/ AOA	Articles of Association of the Company.
Board/ Board of Directors	Board of directors of the Company (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorized 'Committee' thereof).
Board Meeting	Meeting of the Board of Directors held on November 14, 2018 approving the proposal for the Buyback.
BSE	BSE Limited.
BSE Notice	Notices issued by BSE bearing number 20170202-34 and 20170210-16 dated February 2, 2017 and February 10, 2017 respectively.
Buyback / Buyback Offer	Buyback of upto 21,42,85,714 (Twenty One Crore Forty Two Lakhs Eighty Five Thousand Seven Hundred Fourteen) Equity Shares at a price of ₹ 28 (Rupees Twenty Eight Only) per Equity Share for an aggregate consideration of upto ₹ 599,99,99,992 (Rupees Five Hundred Ninety Nine Crore Ninety Nine Lakh Ninety Nine Thousand Nine Hundred Ninety Two Only), on a proportionate basis, from the Eligible Shareholders by way of a tender offer through the stock exchange mechanism in terms of the Buyback Regulations read with SEBI Circulars, BSE Notice and NSE Circular.
Buyback Committee/ Functional Authority/Authority	The Functional Authority of the Board, constituted and authorized for the purposes of the Buyback by way of a resolution of the Board dated November 14, 2018, comprising of Chairman & Managing Director, Director (Finance) and Director (Projects).
Buyback Closing Date	Monday, January 14, 2019
Buyback Entitlement/Entitlement	The number of Equity Shares that an Eligible Shareholder is entitled to tender in the Buyback, based on the number of Equity Shares held by such Eligible Shareholder on the Record Date and the ratio/ percentage of Buyback applicable in the category to which such Eligible Shareholder belongs.
Buyback Opening Date	Tuesday, January 1, 2019
Buyback Period	The period between the date of board of directors resolution to authorize buyback of shares of the company and the date on which the payment of consideration to Eligible Shareholders who have accepted the Buyback Offer is made.
Buyback Price	Price at which Equity Shares will be bought back from the Eligible Shareholders i.e. ₹ 28 (Rupees Twenty Eight Only) per Equity Share, payable in cash.

Term	Description
Buyback Regulations	Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended from time to time.
Buyback Size	Upto ₹ 599,99,99,992 (Rupees Five Hundred Ninety Nine Crore Ninety Nine Lakh Ninety Nine Thousand Nine Hundred Ninety Two Only).
CDSL	Central Depository Services (India) Limited.
CIN	Corporate Identification Number.
Clearing Corporation	Indian Clearing Corporation Limited / National Securities Clearing Corporation Limited.
Company/NHPC/ "we"	NHPC Limited, unless the context states otherwise.
Companies Act, 1956	The Companies Act, 1956, as amended (to the extent applicable).
Companies Act / Companies Act, 2013	The Companies Act, 2013, as amended (to the extent notified).
Company's Broker	Ambit Capital Private Limited.
Depositories	Collectively, National Securities Depository Limited ('NSDL') and Central Depository Services Limited ('CDSL').
Designated Stock Exchange	The designated stock exchange for the Buyback, being, BSE.
DIN	Director Identification Number.
Draft Letter of Offer/ Offer Document/DLOF	The draft letter of offer dated November 27, 2018 filed with SEBI through the Manager to the Buyback, containing disclosures in relation to the Buyback as specified in Schedule III read along with Schedule IV of the Buyback Regulations.
DP	Depository Participant.
DTAA	Double Taxation Avoidance Agreement.
Equity Shares/ Shares	Fully paid-up equity shares of face value ₹ 10 each of the Company.
Equity Shareholders/ Shareholders	Holders of the Equity Shares of the Company and includes beneficial owner(s) thereof.
Eligible Shareholder(s)	All shareholders / beneficial owner(s) of Equity Shares of the Company as on Record Date i.e. Friday, November 30, 2018.
Escrow Account	The escrow account titled "NHPC Limited – Buyback Escrow Account 2018" opened with the Escrow Agent in terms of the Escrow Agreement.
Escrow Agent	Indusind Bank Limited
Escrow Agreement	The escrow agreement dated December 14, 2018 entered amongst the Company, Escrow Agent and Ambit Capital Private Limited.
FEMA	Foreign Exchange Management Act, 1999, as amended.
FII(s)	Foreign Institutional Investor(s).
FPI(s)	Foreign Portfolio Investor(s).
Form / Tender Form	Form of Acceptance-cum-Acknowledgement to be filled in by the Eligible Shareholders to participate in the Buyback.
Financial Year/Fiscal/FY	Period of 12 months ended March 31 of that particular year.
HUF	Hindu Undivided Family.
Income Tax Act	Income-tax Act, 1961, as amended.
KYC	Know Your Customer.
LTCG	Long-Term Capital Gains.
Ltd.	Limited.
Manager / Manager to the Buyback	Ambit Capital Private Limited.
MW	Mega Watt.
NA	Not Available.
Non-Resident Shareholders	Includes Non-Resident persons and bodies corporate, Non-Resident Indians (NRI), FII(s), FPI(s) and erstwhile OCBs.
NRI	Non Resident Indian.
NSE	National Stock Exchange of India Limited.
NSE Circular	Circular issued by NSE bearing reference number NSE/CMTR/34242 dated February 22, 2017 and Circular bearing reference no. NSE/CMTR/30989 dated October 21, 2015 regarding "Mechanism for acquisition of shares through Stock Exchange pursuant to Tender-Offers under Takeovers, Buy Back and Delisting".

Term	Description
NSDL	National Securities Depository Limited.
OCB	Overseas Corporate Bodies.
Buyback Price	Price at which Equity Shares will be bought back from the Eligible Shareholders i.e. ₹ 28 (Rupees Twenty Eight Only) per Equity Share, payable in cash.
PAN	Permanent Account Number.
Promoter	President of India, acting through Ministry of Power, Government of India.
Public Announcement / PA	The public announcement dated November 15, 2018 published on November 16, 2018 in accordance with the Buyback Regulations in all editions of the Business Standard (both English and Hindi) newspaper with wide circulation.
RBI	Reserve Bank of India.
Record Date	The date for the purpose of determining the entitlement and the names of the Equity Shareholders, to whom the Letter of Offer and Tender Form will be sent and who are eligible to participate in the Buyback in accordance with Buyback Regulations. This date shall be Friday, November 30, 2018.
Registrar to the Buyback/ Registrar	Karvy Fintech Private Limited.
SEBI	Securities and Exchange Board of India.
SEBI Circulars	Tendering of Equity Shares by Shareholders and settlement of the same, through the stock exchange mechanism as specified by SEBI in the circular bearing number CIR/ CFD/POLICYCELL/1/2015 dated April 13, 2015 read with SEBI circular bearing number CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, as may be amended from time to time (“ Stock Exchange Mechanism ”).
SEBI Listing Regulations	The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
SEBI Takeover Regulations	The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended.
Shareholder Broker	A stock broker (who is a member of the BSE and/or NSE) of an Eligible Shareholder, through whom the Eligible Shareholder wants to participate in the Buyback.
Small Shareholder	An Eligible Shareholder, who holds Equity Shares whose market value, on the basis of closing price of the Equity Shares on the Stock Exchanges having highest trading volume (being NSE) in respect of such Equity Shares, is not more than ₹ 2,00,000 (Rupees two lakhs), on the Record Date i.e. Friday, November 30, 2018.
STCG	Short-Term Capital Gains.
Stock Exchanges	BSE and NSE, being the stock exchanges where the Equity Shares of the Company are listed.
Tender Offer	Method of buyback as defined in Regulation 2(1)(q) of the Buyback Regulations.
Tendering Period	Period of 10 working days from the date of opening of the Buyback till the closing of the Buyback (both days inclusive).
TRS	Transaction Registration Slip.
Working Day	Working day shall have the meaning ascribed to it under the Buyback Regulations.

3. DISCLAIMER CLAUSE

As required, a copy of this Letter of Offer has been submitted to SEBI. It is to be distinctly understood that submission of this Letter of Offer to SEBI should not, in any way be deemed or construed that the same has been cleared or approved by SEBI. SEBI does not take any responsibility either for the financial soundness of the Company to meet the Buyback commitments or for the correctness of the statements made or opinions expressed in this Letter of Offer. The Manager to the Buyback, Ambit Capital Private Limited, certifies that the disclosures made in the Letter of Offer are generally adequate and are in conformity with the provisions of the Companies Act and Buyback Regulations. This

requirement is to facilitate Eligible Shareholders to take an informed decision for tendering their Equity Shares in the Buyback.

It should also be clearly understood that while the Company is primarily responsible for the correctness, adequacy and disclosure of all relevant information in this Letter of Offer, the Manager to the Buyback is expected to exercise due diligence to ensure that the Company discharges its duty adequately in this behalf and towards this purpose, the Manager to the Buyback, Ambit Capital Private Limited has furnished to SEBI a due diligence certificate dated November 27, 2018 in accordance with Buyback Regulations which reads as follows:

“We have examined various documents and materials relevant to the Buyback as part of due diligence carried out by us in connection with the finalization of the public announcement dated November 15, 2018 (“Public Announcement”) and the Draft Letter of Offer dated November 27, 2018. On the basis of such examination and the discussions with the Company, we hereby state that:

- *the Public Announcement and the Draft Letter of Offer are in conformity with the documents, materials and papers relevant to the Buyback;*
- *all the legal requirements connected with the said Buyback including SEBI (Buy-Back of Securities) Regulations, 2018, as amended, have been duly complied with;*
- *the disclosures in the Public Announcement and the Draft Letter of Offer are, to the best of our knowledge, true, fair and adequate in all material respects for the Eligible Shareholders of the Company to make a well informed decision in respect of the captioned Buyback.*
- *funds used for Buyback shall be as per the provisions of the Companies Act, 2013, as amended.”*

The filing of the Offer Document with SEBI, does not, however, absolve the Company from any liabilities under the provisions of the Companies Act or from the requirement of obtaining such statutory or other clearances as may be required for the purpose of the proposed Buyback.

The Promoter/ Board of Directors declare and confirm that no information/ material likely to have a bearing on the decision of the Eligible Shareholders has been suppressed/ withheld and/ or incorporated in the manner that would amount to mis-statement/ misrepresentation and in the event of it transpiring at any point of time that any information/ material has been suppressed/ withheld and/ or amounts to a mis-statement/ mis-representation, the Promoter/ Board of Directors and the Company shall be liable for penalty in terms of the provisions of the Companies Act, Buyback Regulations and other applicable laws and regulations.

The Promoter/ Board of Directors also declare and confirm that funds borrowed from the banks and financial institutions will not be used for the Buyback.

Disclaimer for U.S. Persons:

The information contained in this Letter of Offer is exclusively intended for persons who are not US Persons as such term is defined in Regulations of the US Securities Act of 1933, as amended, and who are not physically present in the United States of America. This Letter of Offer does not in any way constitute an offer to sell, or an invitation to sell, any securities in the United States of America or in any other jurisdiction in which such offer or invitation is not authorized or to any person to whom it is unlawful to make such offer or solicitation. Potential users of the information contained in this Letter of Offer are requested to inform themselves about and to observe any such restrictions.

Disclaimer for Persons in other foreign countries:

This Letter of Offer does not in any way constitute an offer to sell or an invitation to sell, any securities in any jurisdiction in which such offer or invitation is not authorized or to any person to whom it is unlawful to make such offer or solicitation. Potential users of the information contained in this Letter of Offer are requested to inform themselves about and to observe any such restrictions.

Forward Looking Statement:

This Letter of Offer contains certain forward-looking statements. These forward-looking statements generally can be identified by words or phrases such as 'aim', 'anticipate', 'believe', 'expect', 'estimate', 'intend', 'objective', 'plan', 'project', 'will', 'will continue', 'will pursue' or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward looking statements. All forward-looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.

Actual results may differ materially from those suggested by forward-looking statements due to risks or uncertainties associated with expectations relating to, inter alia, regulatory changes pertaining to the sector in which we operate and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India which have an impact on its business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes and changes in competition in the industries in which we operate.

4. TEXT OF THE RESOLUTION PASSED AT THE BOARD MEETING

The Buyback through Tender Offer was considered and approved by the Board of Directors of the Company at their meeting held on November 14, 2018. The relevant extracts of the Board resolutions are as follows:

“RESOLVED THAT pursuant to the provisions of Sections 68, 69, 70 and all other applicable provisions, if any, of the Companies Act, 2013 as amended (the **“Companies Act”**), and in accordance with Article 16A of the Articles of Association of the Company, as amended, and in accordance with the Companies (Share Capital and Debentures) Rules, 2014 (the **“Share Capital Rules”**) to the extent applicable, and in compliance with the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018, as amended (the **“Buyback Regulations”**), and any statutory modification(s) or re-enactment thereof, for the time being in force and, subject to such other approvals, permissions and sanctions of Securities and Exchange Board of India (**“SEBI”**), Registrar of Companies, National Capital Territory of Delhi and Haryana (the **“ROC”**) and/ or other authorities, institutions or bodies (the **“Appropriate Authorities”**), as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions, sanctions and exemptions which may be agreed to by the Board of Directors of the Company (the **“Board”** which expression shall include any committee constituted by the Board to exercise its powers, including the powers conferred by this resolution), the Board hereby approves the buy back by the Company of its fully paid-up equity shares of Rs.10/- each not exceeding 21,42,85,714 (Twenty One Crore Forty Two Lakh Eighty Five Thousand Seven Hundred Fourteen) equity shares (representing 2.09% of the total number of equity shares in the paid-up share capital of the Company) at a price of Rs. 28/- (Rupees Twenty Eight only) per equity share (the **“Buy Back Offer Price”**) payable in cash for an aggregate consideration not exceeding Rs.599,99,99,992/- (Rupees Five Hundred Ninety Nine Crore Ninety Nine Lakh Ninety Nine Thousand Nine Hundred Ninety Two only) (the **“Buyback Offer Size”**) being 2.50% of the fully paid-up equity share capital and free reserves (which is not exceeding 10% of the aggregate of the fully paid-up equity share capital and free reserves) as per the audited standalone financial statements of the Company for the financial year ended March 31, 2018 from the equity shareholders of the Company, as on the record date, on a proportionate basis, through the **Tender Offer** route as prescribed under the Buyback Regulations (hereinafter referred to as the **“Buyback”**);

RESOLVED FURTHER THAT the Buyback Offer Size does not include any expenses incurred or to be incurred for the Buyback like filing fees payable to the SEBI, advisors fees, transaction costs viz. brokerage, applicable taxes such as securities transaction tax, Goods and Services Tax, stamp duty, public announcement publication expenses, printing and dispatch expenses and other incidental and related expenses;

RESOLVED FURTHER THAT the Company, to the extent legally permissible, implement the Buyback using the “Mechanism for acquisition of shares through Stock Exchange” notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, as may be amended from time to time;

RESOLVED FURTHER THAT such Buyback may be made out of the Company’s free reserves and / or such other sources as may be permitted by law through “Tender Offer” route and as required by the Buyback Regulations and the Companies Act, and on such terms and conditions as the Board may deem fit;

RESOLVED FURTHER THAT the Company shall earmark adequate resources of funds for the purpose of the Buyback;

RESOLVED FURTHER THAT the Company may buyback equity shares from all the existing members holding equity shares of the Company on a proportionate basis, provided 15% (fifteen percent) of the number of equity shares which the Company proposes to buyback or number of equity shares entitled as per the shareholding of small shareholders as on the record date, whichever is higher, shall be reserved for the small shareholders, as prescribed under proviso to Regulation 6 of the Buyback Regulations;

RESOLVED FURTHER THAT Company has complied and shall continue to comply with Section 70 of the Companies Act, wherein:

- a) It shall not directly or indirectly purchase its own shares:
 - i. through any subsidiary company including its own subsidiary companies; or
 - ii. through any investment company or group of investment companies.
- b) There are no defaults subsisting in the repayment of deposits, interest payment thereon, redemption of debentures or interest payment thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking company, in the last three years.
- c) The Company is in compliance with the provisions of Sections 92, 123, 127 and 129 of the Companies Act.

RESOLVED FURTHER THAT confirmation is hereby made by the Board of Directors that:

- a) all equity shares of the Company are fully paid up;
- b) the Company has not undertaken a buyback of any of its securities during the period of one year immediately preceding the date of this Board meeting;
- c) the Company shall not issue and allot any equity shares or other specified securities including by way of bonus, till the date of closure of this Buyback;
- d) the Company shall not raise further capital for a period of one year from the closure of the Buyback offer, except in discharge of its subsisting obligations.
- e) the Company shall not buy back its equity shares from any person through negotiated deal whether on or off the stock exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback;
- f) that the aggregate consideration for Buyback not exceeding Rs.599,99,99,992/- (Rupees Five Hundred Ninety Nine Crore Ninety Nine Lakh Ninety Nine Thousand Nine Hundred Ninety Two only), does not exceed 10% of the aggregate of the fully paid-up equity share capital and free reserves as per the audited accounts of the Company for the financial year ended March 31, 2018 (the last audited standalone financial statements available as on the date of the Board meeting);
- g) that the maximum number of equity shares proposed to be purchased under the Buyback i.e. 21,42,85,714 (Twenty One Crore Forty Two Lakh Eighty Five Thousand Seven Hundred Fourteen) equity shares, does not exceed 25% of the total number of equity shares in the paid-up share capital of the Company;
- h) the ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice the paid-up capital and free reserves after the Buyback as prescribed under the Companies Act and rules made thereunder;
- i) the Company shall pay the Buyback consideration only by way of cash;
- j) there is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Companies Act, as on date.

RESOLVED FURTHER THAT the Board hereby confirms that the Board of Directors have made a full enquiry into the affairs and prospects of the Company and that based on such full inquiry conducted into the affairs and prospects of the Company, the Board of Directors has formed an opinion that:

- a) Immediately following the date of this Board meeting, there will be no grounds on which the Company could be found unable to pay its debts;
- b) As regards the Company's prospects for the year immediately following the date of this Board meeting, and having regard to the Board's intention with respect to the management of Company's business during that year and to the amount and character of the financial resources which will in the Board's view be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of this Board meeting; and
- c) In forming an opinion as aforesaid, the Board has taken into account the liabilities including prospective and contingent liabilities, as if the Company was being wound up under the provisions of the Companies Act or the Insolvency and Bankruptcy Code 2016, as amended, as the case may be, including prospective and contingent liabilities.

RESOLVED FURTHER THAT the proposed Buyback be implemented through Tender Offer route as prescribed under the Buyback Regulations from the equity shareholders of the Company as on the Record Date including the Promoter of the Company as have been disclosed under the shareholding pattern filings made by the Company from time to time under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations 2011 ("**SEBI Takeover Regulations**"), as amended, as the Board may consider appropriate, from its free reserves and/or share premium account and/or surplus and/or cash balances and/ or internal accruals of the Company and/or such other sources or by such mechanisms as may be permitted by Law, and on such terms and conditions as the Board may decide from time to time, and in the absolute discretion of the Board, as it may deem fit;

RESOLVED FURTHER THAT the Company shall not use borrowed funds, directly or indirectly, whether secured or unsecured, of any form and nature, from Banks and/ or Financial Institutions for paying the consideration to the equity shareholders who have tendered their equity shares in the Buyback;

RESOLVED FURTHER THAT the Company shall not Buyback the locked-in equity shares or other specified securities, if any and non-transferable equity shares or other specified securities, if any, till the pendency of the lock-in or till the equity shares or other specified securities become transferable;

RESOLVED FURTHER THAT the Buyback would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 ("**Listing Regulations**");

RESOLVED FURTHER THAT the draft of the Declaration of Solvency prepared in the prescribed form and supporting affidavit, placed before the meeting be and is hereby approved and Shri Balraj Joshi, Chairman & Managing Director and Shri Mahesh Kumar Mittal, Director (Finance) be and are hereby authorized to finalise and sign the same, for and on behalf of the Board, and Shri Vijay Gupta, Company Secretary be and is hereby authorised to file the same with the ROC and the SEBI;

RESOLVED FURTHER THAT the Buyback from shareholders who are persons resident outside India including the Foreign Institutional Investors, Overseas Corporate Bodies, if any, shall be subject to such approvals, if and to the extent necessary or required including approvals from Reserve Bank of India under Foreign Exchange Management Act, 1999 and the rules and regulations framed there under, if any;

RESOLVED FURTHER THAT as per the provisions of Section 68(8) of the Companies Act, the Company will not issue same kind of shares or other specified securities within a period of 6 (six) months after the completion of the Buyback except by way of bonus issue or in the discharge of subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into equity shares;

RESOLVED FURTHER THAT no information/ material likely to have a bearing on the decision of the investors has been suppressed/ withheld and/ or incorporated in the manner that would amount to mis-statement/ misrepresentation and the event of it transpiring at any point of time that any information/ material has been suppressed/ withheld and/ or amounts to mis-statement/ misrepresentation, the Board and the Company shall be liable for penalty in terms of the provisions of the Companies Act, 2013 and Buyback Regulations;

RESOLVED FURTHER THAT the buyback is being proposed in keeping with the Company's desire to enhance overall shareholders' value and the buyback would lead to reduction in total number of equity shares;

RESOLVED FURTHER THAT the consent of the Board is hereby accorded for fixing 30th November, 2018 as the record date for the purpose of determining the entitlement and the names of the shareholders, who are eligible to participate in the Buyback;

RESOLVED FURTHER THAT a committee be constituted ("**Functional Authority**") comprising of Chairman & Managing Director, Director (Finance) and Director (Projects) and that Company Secretary shall act as the Secretary to the Functional Authority. Further, the Functional Authority is hereby authorized, to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, expedient, usual or proper, as the Functional Authority may consider to be in the best interests of the shareholders, including but not limited to:

- a) appointment of brokers, registrar, advertising agency, escrow bank and other advisors, depository participant, printers, consultants or representatives; if any, and settlement of the remuneration for all such intermediaries/ agencies/ persons, including by the payment of commission, brokerage, fee, charges etc. and enter into agreements/ letters in respect thereof;
- b) appointment of one of the stock exchanges as designated stock exchange;
- c) finalizing the terms of buyback like entitlement ratio, the schedule of activities for Buyback including finalizing the date of opening and closing of Buyback, the timeframe for completion of the Buyback;
- d) to enter into escrow arrangements as may be required in terms of the Buyback Regulations;
- e) opening, operation and closure of all necessary accounts, including bank accounts, depository accounts (including escrow account) for the purpose of payment and authorizing persons to operate the said accounts;
- f) preparation, signing and filing of public announcement, the draft letter of offer/ letter of offer, declaration of solvency with the SEBI, ROC, the stock exchanges and other Appropriate Authority;
- g) making all applications to the Appropriate Authority for their requisite approvals including approvals as may be required from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and the rules and regulations framed there under, if any;
- h) earmarking and making arrangements for adequate sources of funds for the purpose of the Buyback;
- i) extinguishment of dematerialized shares and physical destruction of share certificates and filing of certificate of extinguishment required to be filed in connection with the Buyback on behalf of the Company and/ or the Board, as required under applicable law;
- j) to affix the Common Seal of the Company on relevant documents required to be executed for the buyback of shares in accordance with the provisions of the Articles of Association of the Company.
- k) sign, execute and deliver such other documents, deeds and writings and to do all such acts, matters and things as it may, in its absolute discretion deem necessary, expedient or proper, to be in the best interest of the shareholders for the implementation of the Buyback, and to initiate all necessary actions for preparation and issue of various documents and such other undertakings, agreements, papers, documents and correspondence as may be necessary for the implementation of the Buyback to the SEBI, RBI, ROC, stock exchanges, depositories and/ or other Appropriate Authorities.
- l) obtaining all necessary certificates and reports from statutory auditors and other third parties as required under applicable law.
- m) dealing with stock exchanges (including their clearing corporations), where the equity shares of the Company are listed, and to sign, execute, and deliver such documents as may be necessary or desirable in connection with implementing the Buyback using the "Mechanism

- for acquisition of shares through Stock Exchange” notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, as may be amended from time to time
- n) to delegate all or any of the authorities conferred on them to any Director(s)/ Officer(s)/ Authorized Signatory(ies)/ Representative(ies) of the Company.
 - o) to give such directions as may be necessary or desirable and to settle any questions or difficulties whatsoever that may arise in relation to the Buyback.
 - p) to settle and resolve any queries or difficulties raised by SEBI, stock exchanges, ROC and any other authorities whatsoever in connection to any matter incidental to and ancillary to the Buyback.
 - q) to appoint/engage any intermediary/agency necessary for the implementation of the buyback process and to decide any fees/charges payable to them.
 - r) to allocate/reallocate budget for the expenditure to be incurred during the implementation process of the proposed buyback.

RESOLVED FURTHER THAT the quorum for any meeting of the Functional Authority for implementing the Buyback shall be any two members;

RESOLVED FURTHER THAT in terms of Regulation 24(iii) of the Buyback Regulations, Shri Vijay Gupta, Company Secretary be and is hereby appointed as the Compliance Officer for the Buyback;

RESOLVED FURTHER THAT Director (Finance)/General Manager (Finance) be are hereby jointly and/or severally authorized to sign, execute and submit such applications, undertakings, agreements and other requisite documents, writings and deeds as may deem necessary for buyback offer;

RESOLVED FURTHER THAT nothing contained herein shall confer any right on any shareholder to offer and/ or any obligation on the Company or the Board or the Functional Authority to buyback any shares and / or impair any power of the Company or the Board or the Functional Authority to terminate any process in relation to such buyback, if so permissible by Law;

RESOLVED FURTHER THAT the Company do maintain a register of securities bought back wherein details of equity shares bought back, consideration paid for the equity shares bought back, date of cancellation of equity shares and date of extinguishing and physically destroying of equity shares and such other particulars as may be prescribed, shall be entered and that the Company Secretary of the Company be and is hereby authorised to authenticate the entries made in the said register;

RESOLVED FURTHER THAT any of the Directors of the Company and /or the Company Secretary for the time being, be and are hereby severally authorized to file necessary e-forms/ forms with the Registrar of Companies, Delhi and Haryana and to do all such acts, deeds and things as may be necessary to give effect to the above resolutions;

RESOLVED FURTHER THAT Shri Vijay Gupta, Company Secretary of the Company be and is hereby authorized to intimate stock exchanges to comply with all formalities in this regard.”

5. DETAILS OF PUBLIC ANNOUNCEMENT

In accordance with the provisions of Regulation 7(i) of the Buyback Regulations, the Company has made a Public Announcement dated November 15, 2018 in relation to the Buyback which was published on November 16, 2018 in the following newspapers:

Name of the Newspaper	Language	Editions
Business Standard	English	All editions
Business Standard	Hindi	All editions

The Public Announcement was issued within two working days from the date of passing the board resolution approving the Buyback in the Board Meeting, on November 14, 2018.

The Company will publish further notices or corrigendum, if any, in the aforementioned newspapers.

The Public Announcement is available on the Company's website (i.e. www.nhpcindia.com) and shall be available on the website of SEBI (i.e. www.sebi.gov.in) and on the websites of the Stock Exchanges (i.e. www.bseindia.com and www.nseindia.com).

6. DETAILS OF THE BUYBACK

- 6.1. The Board of Directors of the Company at their meeting held on November 14, 2018, pursuant to the provisions of Sections 68, 69, 70 and all other applicable provisions if any, of the Companies Act, as amended from time to time, the Companies (Share Capital and Debentures) Rules, 2014 (the “**Share Capital Rules**”) including any statutory modification or re-enactment thereof for the time being in force and the provisions contained in the Buyback Regulations and in accordance with the Article 16A of the Articles of Association of the Company, approved the buyback of upto 21,42,85,714 (Twenty One Crore Forty Two Lakhs Eighty Five Thousand Seven Hundred Fourteen) fully paid-up equity shares of face value ₹ 10 each from all the eligible shareholders/ beneficial owners of Equity Shares of the Company as of Friday, November 30, 2018, on a proportionate basis, through the “Tender Offer” route, at a price of ₹ 28 (Rupees Twenty Eight Only) per Equity Share payable in cash, for an aggregate consideration of upto ₹ 599,99,99,992 (Rupees Five Hundred Ninety Nine Crore Ninety Nine Lakh Ninety Nine Thousand Nine Hundred Ninety Two Only). The Buyback is subject to such approvals as may be necessary, from time to time, from statutory, regulatory or governmental authorities including but not limited to SEBI, Reserve Bank of India and the Stock Exchanges on which the Equity Shares are listed.
- 6.2. The Buyback shall be on a proportionate basis from all the Eligible Shareholders of the Company through the “Tender Offer” process, as prescribed under Regulation 4(iv)(a) of the Buyback Regulations. Additionally, the Buyback shall be, subject to applicable laws, facilitated by tendering of Equity Shares by such Eligible Shareholders and settlement of the same, through the Stock Exchange Mechanism as specified by SEBI Circulars. In this regard, the Company will request the Stock Exchanges to provide the Acquisition Window to facilitate placing of sell orders by Eligible Shareholders who wish to tender Equity Shares in the Buyback.
- 6.3. The Buyback Size is 2.50% of the total paid-up equity share capital and free reserves as per the audited standalone financial statements of the Company for the financial year ended March 31, 2018 (the last audited financial statements available as on the date of the Board Meeting) and is within the statutory limit of 10% of the total paid-up equity share capital and free reserves as per the last audited financial statements of the Company. The maximum number of Equity Shares proposed to be bought back represents 2.09% of the total number of Equity Shares in the paid-up equity share capital of the Company.
- 6.4. The Buyback Size does not include any other expenses incurred or to be incurred for the Buyback like SEBI filing fees, Stock Exchanges fees, advisors' fees, public announcement publication expenses, printing & dispatch expenses, brokerage, applicable taxes such as securities transaction tax, service tax, stamp duty and other incidental & related expenses (“**Transaction Costs**”).
- 6.5. The aggregate shareholding of the Promoter, as on the date of Board Meeting i.e. November 14, 2018, is given below:

S. No	Name of the Promoter	No. of Equity Shares held	No. of Equity Shares held in dematerialized form	Percentage of issued Equity Share capital
1.	President of India, acting through Ministry of Power, Government of India	7,55,81,26,518	7,55,81,26,518	73.67%

- 6.6. The following Directors of the Company hold the Equity Shares as detailed below as on the date of Board Meeting (i.e. November 14, 2018):

S. No.	Name of shareholder	No. of Equity Shares held	No. of Equity Shares held in dematerialised form	Percentage of issued Equity Share capital
1.	Shri Balraj Joshi	11,891	11,891	Negligible
2.	Shri Ratish Kumar	15,986	15,986	Negligible

S. No.	Name of shareholder	No. of Equity Shares held	No. of Equity Shares held in dematerialised form	Percentage of issued Equity Share capital
3.	Shri Janardan Choudhary	21,055	21,055	Negligible
4.	Shri Aniruddha Kumar	1,500	1,500	Negligible
5.	Shri Satya Prakash Mangal	15,000	15,000	Negligible

- 6.7. Except as disclosed below, no Equity Shares or other specified securities in the Company were either purchased or sold by the Promoter in the stock market or off market during the period of six months preceding the date of the Board Meeting:

Date of Settlement	Aggregate no. of shares sold	Nature of transaction	Maximum price (₹)	Date of maximum price	Minimum price (₹)	Date of minimum price
June 28, 2018	2,93,54,564	Transfer to Bharat 22 ETF 2018	24.42	June 28, 2018	24.42	June 28, 2018

Subsequent to the date of Board Meeting at which the buyback was approved i.e. November 14, 2018, the Promoter of the Company has not entered into any transactions in relation to the Equity Shares of the Company.

- 6.8. Details of purchase/ sale/ transfer of Equity Shares by the Promoter of the Company during the period of twelve months preceding the date of the Public Announcement (i.e. November 15, 2018):

Date of Settlement	Aggregate no. of shares sold	Nature of transaction	Maximum price (₹)	Date of maximum price	Minimum price (₹)	Date of minimum price
June 28, 2018	2,93,54,564	Transfer to Bharat 22 ETF 2018	24.42	June 28, 2018	24.42	June 28, 2018
November 23, 2017	5,59,25,819	Transfer to Bharat 22 ETF 2017	26.23	November 23, 2017	26.23	November 23, 2017

- 6.9. In terms of the Buyback Regulations, under the Tender Offer process, the Promoter of the company has the option to participate in the Buyback. In this regard, the Promoter has expressed its intention, vide its letter dated November 14, 2018 to participate in the Buyback and tender upto 21,42,85,714 (Twenty One Crore Forty Two Lakhs Eighty Five Thousand Seven Hundred Fourteen) Equity Shares as follows:

S. No.	Name of the Promoter	Equity Shares held as on November 14, 2018	Maximum Equity Shares intended to be offered in the Buyback
1.	President of India, acting through Ministry of Power, Government of India	7,55,81,26,518	21,42,85,714

- 6.10. Assuming response to the Buyback is to the extent of 100% (full acceptance) from all the Equity Shareholders upto their entitlement, the aggregate shareholding of the Promoter of the Company, post Buyback will increase to 73.85% of the post Buyback equity share capital of the Company. The Promoter is already in control over the Company and therefore any further change in the voting rights of the Promoter will not result in any change in control of the Company. Post the Buyback, the public shareholding of the Company shall not fall below the minimum level required as per Regulation 38 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

7. AUTHORITY FOR THE BUYBACK

The Buyback is being undertaken by the Company in accordance with the provisions of Sections 68, 69, 70 and all other applicable provisions, if any, of the Companies Act as amended and in accordance with Article 16A of the Articles of Association of the Company, as amended, and in accordance with the Share Capital Rules, to the extent applicable, and in compliance with the Buyback Regulations and subject to such other approvals, permissions and sanctions of SEBI, Registrar of Companies, National Capital Territory of Delhi and Haryana and/ or other appropriate authorities, institutions or bodies.

The Board of Directors at their meeting held on November 14, 2018 passed a resolution approving buyback of Equity Shares of the Company.

8. NECESSITY OF THE BUYBACK

Share buyback is the acquisition by a company of its own shares. The objective is to return surplus cash to the equity shareholders of the Company. The Buyback through “Tender Offer” method, inter-alia, offers the following advantages:

- a) The Buyback helps the Company to distribute surplus cash to its equity shareholders in proportion to their shareholding;
- b) The Buyback involves allocation of 15% reservation to small shareholders subject to their entitlement. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders, who would get classified as “Small Shareholders”;
- c) The Buyback would help in improving return on equity, by reduction in the equity base, other financial ratios thereby leading to long term increase in shareholders’ value;
- d) The Buyback gives an option to the shareholders holding equity shares of the Company, who can choose to participate and get cash in lieu of Equity Shares to be accepted under the Buyback offer or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post the Buyback offer, without additional investment.

9. MANAGEMENT DISCUSSION AND ANALYSIS OF THE LIKELY IMPACT OF BUYBACK ON THE COMPANY

- 9.1. The Buyback is not likely to cause any material impact on the profitability/ earnings of the Company except a reduction in the amount available for investment, which the Company could have otherwise deployed towards generating investment income. Assuming that the response to the Buyback is to the extent of 100% (full acceptance) from all the Eligible Shareholders, the funds deployed by the Company towards the Buyback would be ₹ 599,99,99,992 (Rupees Five Hundred Ninety Nine Crore Ninety Nine Lakh Ninety Nine Thousand Nine Hundred Ninety Two Only) excluding Transaction Cost incurred or to be incurred for the Buyback.
- 9.2. The Buyback will not in any manner impair the ability of the Company to pursue growth opportunities or meet its cash requirements for business operations.
- 9.3. In terms of the Buyback Regulations, under the Tender Offer process, the Promoter of the Company has the option to participate in the Buyback. In this regard, the Promoter has expressed its intention, vide its letter dated November 14, 2018 to participate in the Buyback and tender up to 21,42,85,714 (Twenty One Crore Forty Two Lakhs Eighty Five Thousand Seven Hundred Fourteen) Equity Shares.

9.4. The details of the entire built up of Promoter shareholding financial year wise, as per the information provided by the Promoter vide its letter dated November 14, 2018, is set-out below:

Transaction Period	No. of Equity Shares	Net Acquisition/ Sale Consideration (₹)	Nature of Transaction/ Consideration
Financial Year 1976-77	5,233	52,33,000	Allotment for cash
Financial Year 1977-78	1,00,702	10,07,02,000	Allotment for cash
	6,29,529	62,95,29,000	Other than cash
Financial Year 1978-79	98,298	9,82,98,000	Allotment for cash
	1	1,000	Allotment for cash (₹ 400) and other than cash (₹ 600)
Financial Year 1980-81	1,46,150	14,61,50,000	Allotment for cash
Financial Year 1981-82	48,300	4,83,00,000	Allotment for cash
Financial Year 1982-83	2,70,000	27,00,00,000	Allotment for cash
Financial Year 1983-84	3,57,850	35,78,50,000	Allotment for cash
Financial Year 1984-85	5,67,038	56,70,38,000	Allotment for cash
Financial Year 1985-86	20,68,165	2,06,81,65,000	Allotment for cash
Financial Year 1986-87	11,18,546	1,11,85,46,000	Allotment for cash
Financial Year 1987-88	16,15,581	1,61,55,81,000	Allotment for cash
Financial Year 1988-89	9,52,547	95,25,47,000	Allotment for cash
Financial Year 1989-90	5,09,700	50,97,00,000	Allotment for cash
Financial Year 1990-91	77,05,400	7,70,54,00,000	Allotment for cash
Financial Year 1991-92	30,31,100	3,03,11,00,000	Allotment for cash
Financial Year 1992-93	33,28,200	3,32,82,00,000	Allotment for cash
Financial Year 1993-94	24,38,500	2,43,85,00,000	Allotment for cash
Financial Year 1996-97	(20,56,461)*	2,05,64,61,000	
	20,58,600	2,05,86,00,000	Allotment for cash
Financial Year 1997-98	(2,38,832)*	23,88,32,000	
	49,32,800	4,93,28,00,000	Allotment for cash
Financial Year 1998-99	36,89,000	3,68,90,00,000	Allotment for cash
Financial Year 1999-00	65,96,500	6,59,65,00,000	Allotment for cash
Financial Year 2000-01	61,72,500	6,17,25,00,000	Allotment for cash
Financial Year 2001-02	67,85,600	6,78,56,00,000	Allotment for cash
Financial Year 2002-03	1,40,03,350	14,00,33,50,000	Allotment for cash
Financial Year 2003-04	1,08,22,400	10,82,24,00,000	Allotment for cash
Financial Year 2004-05	1,64,99,900	16,49,99,00,000	Allotment for cash
Financial Year 2005-06	78,96,623	7,89,66,23,000	Allotment for cash
Financial Year 2006-07	66,62,600	6,66,26,00,000	Allotment for cash
	The equity shares of ₹ 1,000 each were split into Equity Shares of the face value of ₹ 10 each. ¹		Split
	31,66,70,500	3,16,67,05,000	Allotment for cash
Financial Year 2007-08	(2,45,50,000) [^]	24,55,00,000	-
	88,30,930	8,83,09,300	Allotment for cash
Financial Year 2008-09	(55,91,24,672)	20,12,84,88,192	Disinvestment through IPO ²
Financial Year 2013-14	(1,10,71,59,036)	21,31,28,11,443	Buyback of Shares ³
Financial Year 2016-17	(1,25,76,27,941)	2719,54,99,131.02	Offer for Sale ⁴
	(1,02,96,420)	21,27,24,037.20	Offer for Sale to Employees ⁵
Financial Year 2016-17	(60,48,78,460)	1950,73,30,335	Buyback of shares ⁶
Financial Year 2017-18	(5,59,25,819)	146,70,47,948	BHARAT 22 ETF 2017
Financial Year 2018-19	(2,93,54,564)	71,68,53,141	BHARAT 22 ETF 2018
Total Current Holding	755,81,26,518		

* Reduction of share capital on account of transfer of transmission assets to Power Grid Corporation of India Limited.

[^] Reduction of share capital on account of closure of Koel Karo hydroelectric project in the state of Jharkhand.

Notes:

- 1 Pursuant to the spilt of face value of equity shares of the Company from ₹ 1000 to ₹ 10 each on March 13, 2007, the shareholding of the Promoter was changed from 10,88,15,420 equity shares of ₹ 1,000 each to 1088,15,42,000 equity shares of ₹ 10 each.
 - 2 On August 26, 2009, 55,91,24,672 Equity Shares of the Promoter were disinvested through IPO at a price of ₹ 36 per share.
 - 3 On December 19, 2013, 110,71,59,036 Equity Shares of the Promoter were bought back by the Company at a price of ₹ 19.25 per share.
 - 4 On April 28, 2016, 125,76,27,941 Equity Shares of the Promoter were sold vide offer for sale at a price of ₹ 21.75 per share. A discount of 5% to the Cut-Off Price was offered to the retail investors.
 - 5 On November 21, 2016, 1,02,96,420 Equity Shares of the Promoter were sold vide offer for sale to employees at a price of ₹ 20.66 per share.
 - 6 On March 27, 2017, 60,48,78,460 Equity Shares of the Promoter were bought back by the Company at a price of ₹ 32.25 per share.
- 9.5. Assuming response to the Buyback is to the extent of 100% (full acceptance) from all the Eligible Shareholders as per their Buyback Entitlement, the aggregate shareholding of the Promoter, post Buyback may change from the existing 73.67% to 73.85% and the aggregate shareholding of the public in the Company shall change from the existing 26.33% to 26.15% of the post Buyback equity share capital of the Company.
 - 9.6. The Promoter of the Company is already in control over the Company and therefore change in voting rights, if any, of the Promoter, due to the Buyback, will not result in change in control over the Company or otherwise affect the existing management structure of the Company.
 - 9.7. Consequent to the Buyback and based on the number of Equity Shares bought back from the Non-Resident Shareholders, FIIs, FPIs, Indian financial institutions, banks, mutual funds and the public including other bodies corporate, the shareholding pattern of the Company would undergo a change. The FIIs/ FPIs are advised to ensure that their investment in the Company continue to be within the limit prescribed under applicable laws, post completion of the Buyback.
 - 9.8. The debt-equity ratio post Buyback will be compliant with the permissible limit of 2:1 prescribed under Section 68(2)(d) of the Companies Act and Regulation 4(ii) of the Buyback Regulations, even if the response to the Buyback is to the extent of 100% (full acceptance) of the Buyback Size from the Eligible Shareholders.
 - 9.9. The Company shall not raise further capital for a period of one (1) year from the expiry of the Buyback Period, except in discharge of its subsisting obligations.
 - 9.10. The Company has not issued any Equity Shares or other specified securities from the date of approval of the Buyback in the Board Meeting held on November 14, 2018 and shall not issue any equity shares or other specified securities including by way of bonus, employees' stock options till the date of expiry of the Buyback Period under the Buyback Regulations.
 - 9.11. The Promoter of the Company shall not deal in the Equity Shares of the Company on Stock Exchanges or off market, including by way of inter-se transfer(s) of Equity Shares during the period from the date of passing the board resolution i.e. November 14, 2018 till the closing of the Buyback, i.e. January 14, 2019.
 - 9.12. Salient financial parameters consequent to the Buyback based on the latest audited financial statements as on March 31, 2018 of the Company are as under:

Parameters	Standalone		Consolidated	
	Pre-Buyback	Post- Buyback*	Pre-Buyback	Post- Buyback*
Net worth (₹ in Crores)	28328.15	27728.15	30017.90	29417.90
Return on Networth (%)	9.74%	9.95%	8.36%	8.53%
Earnings per Share (Basic) (₹) (of ₹10 each)	2.69	2.75	2.44	2.49
Book Value per Share	27.61	27.60	29.26	29.29

Parameters	Standalone				Consolidated			
	Pre-Buyback		Post- Buyback*		Pre-Buyback		Post- Buyback*	
(Rs.)								
P/E as per the latest audited financial results based on closing market price as on November 14, 2018	NSE	BSE	NSE	BSE	NSE	BSE	NSE	BSE
	10.07	10.07	9.85	9.85	11.10	11.10	10.88	10.88
Total Debt/ Equity Ratio	0.65		0.66		0.61		0.62	

* Assuming full acceptance of Equity Shares in the Buyback Offer in the Ratio of Buyback

Notes:

1. Net worth = Equity Share Capital + Reserves & Surplus – Miscellaneous Expenditure to the extent not written off.
2. Net worth post buy back = Net worth pre buy back minus funds to be utilised for the buy back
3. Total Debt = Borrowings (Non-Current and Current) + Current Maturities of Long Term Debt.
4. Earnings per Share and Book Value per Share post buy back has been computed after reducing proposed equity shares to be bought back from weighted average number of shares outstanding during the year

The key ratios have been computed as below:

Key Ratios basis:

Earnings per Share- Basic (₹)	Net profit attributable to the equity shareholders / Weighted average number of Shares outstanding during the year
Book Value per Share (₹)	(Paid up Share Capital + Reserves and Surplus) / No. of Equity Shares outstanding at the end of the period
Return on Networth excluding revaluation reserves (%)	Net Profit After Tax/ Net Worth excluding revaluation reserves
Debt- Equity Ratio	(Borrowings (Non-Current and Current) + Current Maturities of Long Term Debt) / Net Worth
P/E as per latest audited financial results	Market Value per Share / Earnings per Share Market value has been taken as ₹27.10 on NSE and ₹27.10 on BSE as of November 14, 2018 for both pre and post buyback P/E ratio being the date of Board Meeting approving the Buyback.

10. BASIS OF CALCULATING BUYBACK PRICE

- 10.1. The Buyback price of ₹ 28 (Rupees Twenty Eight Only) per Equity Share has been arrived at after considering various factors such as the volume weighted average price of the Equity Shares on the Stock Exchanges, the net worth of the Company and the impact of the Buyback on the key financial ratios of the Company.
- 10.2. The Buyback Price represents (i) a premium of 15.35% and 15.07% over the volume weighted average prices of the Equity Shares on BSE and NSE, respectively, during the three months period prior to the date of intimation to the Stock Exchanges regarding the Board Meeting; (ii) a premium of 15.03% and 15.16% over the volume weighted average prices of the Equity Shares on the BSE and NSE, respectively, for two weeks prior to the date of intimation to the Stock Exchanges regarding the convening of the Board Meeting; and (iii) a premium of 11.78% and 12.22% over the closing market price of the Equity Shares on BSE and NSE, respectively, one working day prior to the date of intimation of the Board Meeting.
- 10.3. For trends in the market price of the Equity Shares of the Company, please refer to paragraph 16 (*Stock Market Data*) of this Letter of Offer.

- 10.4. The closing market price of the Equity Shares as on the date of intimation to the Stock Exchanges for the Board Meeting for considering the Buyback i.e. November 9, 2018, was ₹26.30 and ₹26.45 on BSE and NSE, respectively.
- 10.5. Certain financial ratios as at March 31, 2018 as derived from the audited financial statements and based on the assumption of full acceptance of the Buyback subject to the notes mentioned under the table on salient financial parameters in paragraph 9.12 are set forth below:

Parameters	Standalone		Consolidated	
	Pre-Buyback	Post- Buyback*	Pre-Buyback	Post- Buyback*
Return on Networth (%)	9.74%	9.95%	8.36%	8.53%
Earnings Per Share (Basic) (₹) (of ₹10 each)	2.69	2.75	2.44	2.49
Book Value per Share (₹)	27.61	27.60	29.26	29.29

11. SOURCES OF FUNDS FOR THE BUYBACK

- 11.1. Assuming full acceptance, the funds that would be employed by the Company for the purpose of the Buyback of 21,42,85,714 (Twenty One Crore Forty Two Lakh Eighty Five Thousand Seven Hundred Fourteen) Equity Shares at a price of ₹ 28 (Rupees Twenty Eight) per Equity Share would be ₹ 599,99,99,992 (Rupees Five Hundred Ninety Nine Crore Ninety Nine Lakh Ninety Nine Thousand Nine Hundred Ninety Two Only) (excluding Transaction Costs).
- 11.2. The Buyback shall be made out of the free reserves of the Company as at March 31, 2018 (the last audited standalone financial statements available as on the date of Board Meeting recommending the proposal of the Buyback). The Company shall transfer from its free reserves a sum equal to the nominal value of the Equity Shares bought back through the Buyback to the Capital Redemption Reserve Account and the details of such transfer shall be disclosed in its subsequent audited balance sheet and Annual Report(s).
- 11.3. The funds for the Buyback will be met out of fixed deposits lying with Banks and/or investments in government securities and/or investments in tax free bonds or such other sources as may be permitted by the Buyback Regulations and the Companies Act.
- 11.4. The funds borrowed, if any, from banks and financial institutions will not be used for the Buyback.
- 11.5. The Buyback is not likely to cause any material impact on the profitability / earnings of the Company except to the extent of reduction in the amount available for investment, which the Company could have otherwise deployed towards generating investment income.

12. DETAILS OF THE ESCROW ACCOUNT AND THE AMOUNT TO BE DEPOSITED THEREIN

- 12.1. In accordance with Regulation 9(xi) of the Buyback Regulations, the Company has appointed Indusind Bank Limited, a banking company incorporated under the Companies Act, 1956 and registered as a banking company within the meaning of the Banking Regulation Act, 1949, and having its registered office at Indusind Bank Ltd, 2401, Gen Thimmayya Road Pune - 411001, as the Escrow Agent for the aforementioned Buyback. The Company, the Manager to the Buyback and the Escrow Agent have entered into an Escrow Agreement dated December 14, 2018.
- 12.2. In accordance with the Escrow Agreement, the Company has opened an Escrow Account in the name and style "NHPC Limited – Buyback Escrow Account 2018" bearing account number 201002885149 with the Escrow Agent. In compliance with the provisions of Regulation 9(xi)(c)(ii) of the Buyback Regulations, the Company shall issue a bank guarantee in favor of the Manager to the Buyback for an amount of ₹ 75 Crore (Rupees Seventy Five Crore only) being equivalent to 25% upto ₹ 100 Crore and 10% thereafter of the total consideration payable by the Company under the Buyback, assuming full

acceptance, on or before the opening of the Buyback. Further, the Company shall deposit cash of ₹ 6 Crore (Rupees Six Crore only) in the Escrow Account, constituting 1% of the total consideration payable by the Company under the Buyback, assuming full acceptance, on or before the opening of the Buyback, in compliance with the provisions of Regulation 9(xi)(h) of the Buyback Regulations. Ambit Capital Private Limited has been empowered to operate the Escrow Account in accordance with the Buyback Regulations.

- 12.3. (a) *M/s Arora Vohra & Co, Chartered Accountants* (Firm Registration number 09487N), located at Chaitanya Complex, Prem Bhawan Residency Road, Jammu Tawi – 180001, Jammu & Kashmir, Tel. No.: +91 191 2577130, Fax.: NA; Contact Person: Rajat Mengi (Membership No. 089871); (b) *M/s DSP & Associates, Chartered Accountants* (Firm Registration number 006791N), located at 783, Desh Bandhu Gupta Road, Near Faiz Road, Karol Bagh, New Delhi - 110005, Tel. No.: +91 11 23684423, Fax.: NA; Contact Person: Sanjay Jain (Membership No. 084906); and (c) *M/s Lodha & Co., Chartered Accountants* (Firm Registration number 301051E), located at 14, Government Place East, Kolkata - 700069, Tel. No.: +91 33 40400200, Fax.: NA; Contact Person: Prashant Khandelwal (Membership No. 056652) have certified, vide their certificate dated November 24, 2018 that the Company has adequate financial resources to fulfill financial obligations arising out of the Buyback.
- 12.4. Based on the above mentioned certificate, the Manager to the Buyback Offer has satisfied itself about the ability of the Company to implement the Buyback Offer in accordance with the Buyback Regulations.

13. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

- 13.1. The capital structure of the Company, as on the Record Date and Post Buyback, is as follows:

Particulars	Aggregate value at face value (₹ in crore)
Authorised share capital	
1500,00,00,000 Equity Shares of ₹10 each	15,000.00
Issued, subscribed and paid up share capital	
10,25,93,20,519 Equity Shares of ₹10 each, fully paid up	10259.32
Issued, subscribed and paid up share capital after the Buyback	
10,04,50,34,805 Equity Shares of ₹10 each, fully paid up	10045.03*

* Assuming full acceptance of Equity Shares in the Buyback Offer in the Ratio of Buyback

- 13.2. The details of Buyback programme undertaken by the Company in the last 3 years preceding the date of the Public Announcement (i.e. November 15, 2018) are as under:

Opening Date	Closing Date	Method of Buyback	Equity Shares bought back	Buyback price
March 3, 2017	March 17, 2017	Tender Offer	81,13,47,977	₹ 32.25

- 13.3. As on the date of the Public Announcement (i.e. November 15, 2018), there are no outstanding preference shares, partly paid-up Equity Shares or outstanding convertible instruments or calls in arrears.
- 13.4. The shareholding pattern of the Company pre-Buyback, as on Record Date (i.e. November 30, 2018), as well as the post Buyback (assuming full acceptance of the Buyback) shareholding, is as shown below:

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	741,80,31,381	73.85
Foreign Investors (including Non	46,71,63,196	4.55		

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
Resident Indians, FIIs, FPIs and Foreign Mutual Funds, OCB's			262,70,03,424	26.15
Financial Institutions/ Banks/ Mutual Funds promoted by Banks/ Institutions, Insurance companies, NBFC	115,57,04,295	11.27		
Other (public, public bodies corporate, AIF, CM, HUF, IEPF, Trusts etc.)	107,83,26,510	10.51		
Total	1025,93,20,519	100.00	1004,50,34,805	100.00

* Assuming full acceptance of Equity Shares in the Buyback in the ratio of their entitlement. The shareholding, post completion of the Buyback, may differ depending upon the actual number of Equity Shares bought back in the Buyback from each category.

Assuming that the Promoter i.e. President of India acting through Ministry of Power, Government of India, tenders 21,42,85,714 (Twenty One Crore Forty Two Lakh Eighty Five Thousand Seven Hundred Fourteen) Equity Shares in the Buyback (in accordance with the declaration provided by them), the shareholding of the Promoter, post Buyback will increase to 73.85% of the post Buyback equity share capital of the Company, if all the public Shareholders participate upto their entitlement (full acceptance) and will reduce to 73.11% of the post Buyback equity share capital of the Company if none of the public shareholders participate in the Buyback Offer.

- 13.5. There is no pending scheme of amalgamation or compromise or arrangement pursuant to any provisions of the Companies Act.

14. BRIEF INFORMATION ABOUT THE COMPANY

- 14.1. The Company was incorporated on November 7, 1975 under the Companies Act, 1956 as a private limited company under the name 'National Hydro Electric Power Corporation Private Limited'. The word 'private' was subsequently deleted from the name of the Company on September 18, 1976. The Company was converted to a public limited company with effect from April 2, 1986. The name of the Company was changed to its present name 'NHPC Limited' and a fresh certificate of incorporation consequent upon change of name was issued by the Registrar of Companies, National Capital Territory of Delhi and Haryana on March 28, 2008.

- 14.2. The Company is a Mini Ratna Category-I Enterprise of the Government of India under the Ministry of Power. It executes all aspects of the development of hydroelectric projects from concept to commissioning. For the financial years ended March 2018, 2017, 2016, 2015 and 2014, the Company recorded revenue from operations of ₹ 6,934.03 Crore, ₹ 7,271.17 Crore, ₹ 7,353.00 Crore, ₹ 6,802.25 Crore and ₹ 5,537.04 Crore, respectively, and Profit for the year of ₹ 2,758.65 Crore, ₹ 2,795.59 Crore, ₹ 2,429.89 Crore, ₹ 2,124.47 Crore and ₹ 978.79 Crore, respectively on a standalone basis.

Figures for the year ended March 31, 2018 and March 31, 2017 are in accordance with the Companies (Indian Accounting Standards) Rules, 2015 (Ind AS), the figure for the financial year ended March 31, 2016 are extracted from the comparative figures of the audited standalone financial statements of the Company for the financial year ended 31st March 2017, since the figures were restated as per Ind AS for Financial year 2015-16 consequent to the transition to Ind AS and figures for the year ended March 31, 2015 and March 31, 2014 are in accordance with the Accounting Standards notified under Companies (Accounting Standard) Rule, 2006 (as amended) and other relevant provisions of the Act (IGAAP).

- 14.3. The Company is primarily involved in the generation and sale of bulk power to various power utilities. The Company has developed and constructed twenty two hydro-electric projects (including two through its subsidiary company i.e. NHDC Limited), one solar power project and one wind power

project with an aggregate installed capacity of 7,071 MW. The Company has added 380 MW to its installed capacity during the financial year 2017-18 with the commissioning of Kishanganga hydroelectric project (330 MW), Jammu & Kashmir and 50 MW Solar Power Project, Tamil Nadu. Further, the Company is presently engaged in the construction of 2 (two) hydroelectric projects, which are expected to increase the total installed capacity by 2,800 MW.

- 14.4. The registered office of the Company is situated at NHPC Limited, NHPC Office Complex, Sector - 33, Faridabad - 121 003, Haryana, India.
- 14.5. The Equity Shares of the Company were listed on NSE and BSE on September 01, 2009.
- 14.6. Details of the changes in share capital of the Company since incorporation are as follows:

Date of Issue/ Allotment	No. of Equity Shares	Face Value (₹)	Issue price (₹)	Consideration in Cash/ other than cash	Cumulative No. of Equity Shares	Cumulative Equity Share Capital (₹ in Crore)
August 13, 1976	3,283	1,000	1,000	Cash	3,283	0.33
December 29, 1976	1,950	1,000	1,000	Cash	5,233	0.52
April 28, 1977	2	1,000	1,000	Cash	5, 235	0.52
September 3,1977	40,000	1,000	1,000	Cash	45,235	4.52
February 28,1978	6,29,529	1,000	1,000	Other than cash	6,74,764	67.48
February 28,1978	60,700	1,000	1,000	Cash	7,35,464	73.55
September 18, 1978	73,298	1,000	1,000	Cash	8,08,762	80.88
February 2, 1979	25,000	1,000	1,000	Cash	8,33,762	83.38
August 6, 1980	1	1,000	1,000	Cash (Rs. 400)	8,33,763	83.38
				Other than cash (Rs. 600)		
March 31,1981	1,46,150	1,000	1,000	Cash	9,79,913	97.99
December 21,1981	15,000	1,000	1,000	Cash	9,94,913	99.49
March 27,1982	33,300	1,000	1,000	Cash	10,28,213	102.82
June 14, 1982	35,000	1,000	1,000	Cash	10,63,213	106.32
September 02, 1982	36,000	1,000	1,000	Cash	10,99,213	109.92
December 14, 1982	1,24,000	1,000	1,000	Cash	12,23,213	122.32
February 23, 1983	15,000	1,000	1,000	Cash	12,38,213	123.82
March 26, 1983	60,000	1,000	1,000	Cash	12,98,213	129.82
June 6,1983	32,900	1,000	1,000	Cash	13,31,113	133.11
September 5, 1983	61,859	1,000	1,000	Cash	13,92,972	139.30
December 16, 1983	48,550	1,000	1,000	Cash	14,41,522	144.15
March 5,1984	2,14,541	1,000	1,000	Cash	16,56,063	165.61
May 14, 1984	1,39,579	1,000	1,000	Cash	17,95,642	179.56
January 8,1985	4,27,459	1,000	1,000	Cash	22,23,101	222.31
June 21,1985	11,75,665	1,000	1,000	Cash	33,98,766	339.88
November 18,1985	4,72,500	1,000	1,000	Cash	38,71,266	387.12
February 24,1986	4,20,000	1,000	1,000	Cash	42,91,266	429.13
June 6,1986	8,03,546	1,000	1,000	Cash	50,94,812	509.48
December 26,1986	3,05,000	1,000	1,000	Cash	53,99,812	539.98
March 31, 1987	10,000	1,000	1,000	Cash	54,09,812	540.98
April 29, 1987	3,31,200	1,000	1,000	Cash	57,41,012	574.10
November 25, 1987	11,26,681	1,000	1,000	Cash	68,67,693	686.77

Date of Issue/ Allotment	No. of Equity Shares	Face Value (₹)	Issue price (₹)	Consideration in Cash/ other than cash	Cumulative No. of Equity Shares	Cumulative Equity Share Capital (₹ in Crore)
March 9, 1988	1,57,700	1,000	1,000	Cash	70,25,393	702.54
May 4, 1988	1,62,258	1,000	1,000	Cash	71,87,651	718.77
August 17, 1988	4,75,000	1,000	1,000	Cash	76,62,651	766.27
December 28, 1988	2,49,500	1,000	1,000	Cash	79,12,151	791.22
March 27, 1989	65,789	1,000	1,000	Cash	79,77,940	797.80
December 28, 1989	5,09,700	1,000	1,000	Cash	84,87,640	848.76
April 2, 1990	1,04,800	1,000	1,000	Cash	85,92,440	859.24
July 16, 1990	41,50,400	1,000	1,000	Cash	1,27,42,840	1,274.28
August 30, 1990	2,50,000	1,000	1,000	Cash	1,29,92,840	1,299.28
October 29, 1990 and November 5, 1990	8,20,000	1,000	1,000	Cash	1,38,12,840	1,381.28
January 24, 1991	19,45,000	1,000	1,000	Cash	1,57,57,840	1,575.78
February 26, 1991	4,35,200	1,000	1,000	Cash	1,61,93,040	1,619.30
May 13, 1991	9,26,300	1,000	1,000	Cash	1,71,19,340	1,711.93
July 17, 1991	6,40,000	1,000	1,000	Cash	1,77,59,340	1,775.93
August 9, 1991	2,15,000	1,000	1,000	Cash	1,79,74,340	1,797.43
November 27, 1991	7,11,800	1,000	1,000	Cash	1,86,86,140	1,868.61
December 24, 1991	5,38,000	1,000	1,000	Cash	1,92,24,140	1,922.41
June 19, 1992	11,87,200	1,000	1,000	Cash	2,04,11,340	2,041.13
August 5, 1992	3,90,000	1,000	1,000	Cash	2,08,01,340	2,080.13
October 9, 1992	6,05,000	1,000	1,000	Cash	2,14,06,340	2,140.63
November 27, 1992	3,70,000	1,000	1,000	Cash	2,17,76,340	2,177.63
January 27, 1993	7,76,000	1,000	1,000	Cash	2,25,52,340	2,255.23
July 2, 1993	9,58,500	1,000	1,000	Cash	2,35,10,840	2,351.08
September 2, 1993	5,60,000	1,000	1,000	Cash	2,40,70,840	2,407.08
November 25, 1993	9,20,000	1,000	1,000	Cash	2,49,90,840	2,499.08
June 15, 1996	(20,56,461)*	1,000	1,000	-	2,29,34,379	2,293.44
June 15, 1996	20,58,600	1,000	1,000	Cash	2,49,92,979	2,499.30
July 25, 1997	(2,38,832)*	1,000	1,000	-	2,47,54,147	2,475.41
July 25, 1997	13,91,800	1,000	1,000	Cash	2,61,45,947	2,614.59
September 23, 1997	5,11,000	1,000	1,000	Cash	2,66,56,947	2,665.69
November 1, 1997	15,70,000	1,000	1,000	Cash	2,82,26,947	2,822.69
December 5, 1997	5,00,000	1,000	1,000	Cash	2,87,26,947	2,872.69
February 21, 1998	9,60,000	1,000	1,000	Cash	2,96,86,947	2,968.69
July 22, 1998	10,65,000	1,000	1,000	Cash	3,07,51,947	3,075.19
September 18, 1998	6,40,000	1,000	1,000	Cash	3,13,91,947	3,139.19
October 17, 1998	3,30,000	1,000	1,000	Cash	3,17,21,947	3,172.19
November 13/19, 1998	50,000	1,000	1,000	Cash	3,17,71,947	3,177.19
January 4, 1999	5,44,200	1,000	1,000	Cash	3,23,16,147	3,231.61
January 29, 1999	50,000	1,000	1,000	Cash	3,23,66,147	3,236.61
March 19, 1999	10,09,800	1,000	1,000	Cash	3,33,75,947	3,337.59
April 28, 1999	6,06,400	1,000	1,000	Cash	3,39,82,347	3,398.23
July 31, 1999	8,42,600	1,000	1,000	Cash	3,48,24,947	3,482.49
July 31, 1999	6,30,000	1,000	1,000	Cash	3,54,54,947	3,545.49
August 27, 1999	13,14,600	1,000	1,000	Cash	3,67,69,547	3,676.95
September 24, 1999	60,000	1,000	1,000	Cash	3,68,29,547	3,682.95
October 25, 1999	20,000	1,000	1,000	Cash	3,68,49,547	3,684.95

Date of Issue/ Allotment	No. of Equity Shares	Face Value (₹)	Issue price (₹)	Consideration in Cash/ other than cash	Cumulative No. of Equity Shares	Cumulative Equity Share Capital (₹ in Crore)
November 30, 1999	5,20,000	1,000	1,000	Cash	3,73,69,547	3,736.95
January 18, 2000	4,70,000	1,000	1,000	Cash	3,78,39,547	3,783.95
February 3, 2000	9,22,100	1,000	1,000	Cash	3,87,61,647	3,876.16
March 10, 2000	8,90,000	1,000	1,000	Cash	3,96,51,647	3,965.16
March 30, 2000	3,20,800	1,000	1,000	Cash	3,99,72,447	3,997.24
April 26, 2000	2,32,500	1,000	1,000	Cash	4,02,04,947	4,020.49
July 20, 2000	11,78,300	1,000	1,000	Cash	4,13,83,247	4,138.32
August 25, 2000	14,00,000	1,000	1,000	Cash	4,27,83,247	4,278.32
September 27, 2000	6,91,800	1,000	1,000	Cash	4,34,75,047	4,347.50
October 24, 2000	12,39,100	1,000	1,000	Cash	4,47,14,147	4,471.41
March 8, 2001	14,30,800	1,000	1,000	Cash	4,61,44,947	4,614.49
April 30, 2001	14,80,000	1,000	1,000	Cash	4,76,24,947	4,762.49
June 20, 2001	29,11,500	1,000	1,000	Cash	5,05,36,447	5,053.64
September 7, 2001	9,46,400	1,000	1,000	Cash	5,14,82,847	5,148.28
November 26, 2001	14,47,700	1,000	1,000	Cash	5,29,30,547	5,293.05
April 30, 2002	62,67,700	1,000	1,000	Cash	5,91,98,247	5,919.82
July 24, 2002	6,35,100	1,000	1,000	Cash	5,98,33,347	5,983.33
August 22, 2002	10,18,400	1,000	1,000	Cash	6,08,51,747	6,085.17
October 21, 2002	18,57,500	1,000	1,000	Cash	6,27,09,247	6,270.92
December 23, 2002	21,69,300	1,000	1,000	Cash	6,48,78,547	6,487.85
February 26, 2003	20,55,350	1,000	1,000	Cash	6,69,33,897	6,693.39
April 28, 2003	12,13,700	1,000	1,000	Cash	6,81,47,597	6,814.76
June 11, 2003	10,66,200	1,000	1,000	Cash	6,92,13,797	6,921.38
July 28, 2003	14,40,000	1,000	1,000	Cash	7,06,53,797	7,065.38
September 30, 2003	21,22,100	1,000	1,000	Cash	7,27,75,897	7,277.59
December 18, 2003	22,38,500	1,000	1,000	Cash	7,50,14,397	7,501.44
January 27, 2004	27,41,900	1,000	1,000	Cash	7,77,56,297	7,775.63
April 28, 2004	42,75,500	1,000	1,000	Cash	8,20,31,797	8,203.18
July 30, 2004	23,69,400	1,000	1,000	Cash	8,44,01,197	8,440.12
September 15, 2004	30,58,700	1,000	1,000	Cash	8,74,59,897	8,745.99
October 30, 2004	23,54,200	1,000	1,000	Cash	8,98,14,097	8,981.41
December 30, 2004	18,71,200	1,000	1,000	Cash	9,16,85,297	9,168.53
March 24, 2005	25,70,900	1,000	1,000	Cash	9,42,56,197	9,425.62
April 21, 2005	15,88,900	1,000	1,000	Cash	9,58,45,097	9,584.51
July 22, 2005	9,94,300	1,000	1,000	Cash	9,68,39,397	9,683.94
September 30, 2005	18,59,300	1,000	1,000	Cash	9,86,98,697	9,869.87
September 30, 2005	83,323	1,000	1,000	Cash	9,87,82,020	9,878.20
November 23, 2005	10,46,900	1,000	1,000	Cash	9,98,28,920	9,982.89
December 29, 2005	17,57,100	1,000	1,000	Cash	10,15,86,020	10,158.60
March 24, 2006	5,66,800	1,000	1,000	Cash	10,21,52,820	10,215.28
April 20, 2006	2,03,800	1,000	1,000	Cash	10,23,56,620	10,235.67
July 21, 2006	11,36,800	1,000	1,000	Cash	10,34,93,420	10,349.34
September 6, 2006	15,11,200	1,000	1,000	Cash	10,50,04,620	10,500.46
February 7, 2007	24,56,200	1,000	1,000	Cash	10,74,60,820	10,746.08

Date of Issue/ Allotment	No. of Equity Shares	Face Value (₹)	Issue price (₹)	Consideration in Cash/ other than cash	Cumulative No. of Equity Shares	Cumulative Equity Share Capital (₹ in Crore)
March 13, 2007	13,54,600	1,000	1,000	Cash	10,88,15,420	10,881.54
March 13, 2007 ¹	The equity shares of ₹ 1000 each were split into equity shares of face value of ₹ 10 each					
March 26, 2007	31,66,70,500	10	10	Cash	11,19,82,12,500	11,198.21
May 26, 2007	(2,45,50,000) [^]	10	10	-	11,17,36,62,500	11,173.66
March 13, 2008	88,30,930	10	10	Cash	11,18,24,93,430	11,182.49
August 26, 2009	1,11,82,49,343	10	36	Cash	12,30,07,42,773	12,300.74
December 19, 2013 ²	(1,23,00,74,277)	10	19.25	Cash	11,07,06,68,496	11,070.66
March 27, 2017 ³	(81,13,47,977)	10	32.25	Cash	10,25,93,20,519	10,259.32

* Reduction of share capital on account of transfer of transmission assets to Power Grid Corporation of India Limited

[^] Reduction of share capital on account of closure of Koel Karo hydroelectric project in the state of Jharkhand.

Notes:

- Pursuant to the split of face value of equity shares of the Company from ₹ 1000 to ₹ 10 each on March 13, 2007, the shareholding of the Promoter was changed from 10,88,15,420 shares of ₹ 1,000 each to 1088,15,42,000 shares of ₹ 10 each.
- On December 19, 2013, 123,00,74,277 Equity Shares of the Company were bought back at a price of ₹ 19.25 per share through the tender offer process.
- On March 27, 2017, 81,13,47,977 Equity Shares of the Company were bought back at a price of ₹ 32.25 per share through the tender offer process.

14.7. The Board of Directors of the Company as on the date of the Public Announcement (i.e. November 15, 2018) was as under:

S. No.	Name, Qualification, Occupation, Age and DIN	Designation	Date of Joining/ Appointment	Other Directorships/ Interests
1.	Shri Balraj Joshi Qualification: B.Tech (Civil), PG qualification in Hydropower Development and Planning. Occupation: Service Age: 58 years DIN: 07449990	Chairman and Managing Director	April 1, 2016 (Appointed on the Board as Director (Technical) on April 1, 2016 and as Chairman & Managing Director on September 22, 2017)	<ul style="list-style-type: none"> NHDC Limited – Nominee Director, Chairman; Loktak Downstream Hydro-Electric Corporation Limited – Nominee Director - Chairman
2.	Shri Ratish Kumar Qualification: B.Tech (Electrical) Occupation: Service Age: 58 years DIN: 06852735	Director (Projects)	January 6, 2016	<ul style="list-style-type: none"> Bundel Khand Saur Urja Limited- Chairman & Nominee Director
3.	Shri Nikhil Kumar Jain Qualification: B.E in Industrial Engineering and LL.B Occupation: Service Age: 56 years DIN: 05332456	Director (Personnel)	February 7, 2017	Nil
4.	Shri Mahesh Kumar Mittal Qualification: M.com, FCS, FCMA Occupation: Service Age: 58 years DIN: 02889021	Director (Finance) and CFO	March 01, 2017	<ul style="list-style-type: none"> Chenab Valley Power Projects Private Limited- Director PTC India Limited - Director

S. No.	Name, Qualification, Occupation, Age and DIN	Designation	Date of Joining/ Appointment	Other Directorships/ Interests
5.	Shri Janardan Choudhary Qualification: Degree in Electrical Engineering Occupation: Service Age: 58 years DIN: 07871968	Director (Technical)	July 5, 2018	Nil
6.	Shri Aniruddha Kumar Qualification: Graduate in Electrical Engineering and LLB Occupation: Service Age: 57 years DIN: 07325440	Govt. Nominee Director	July 30, 2018	<ul style="list-style-type: none"> • SJVN Limited- Director • Bhartiya Nabhikiya Vidyut Nigam Limited- Director
7.	Shri Satya Prakash Mangal* Qualification: Chartered Accountant Occupation: Practising Chartered Accountant Age: 58 years DIN: 01052952	Independent Director	November 26, 2015	<ul style="list-style-type: none"> • SPMC Business Advisors Private Limited- Director • NHDC Limited - Director
8.	Prof. Kanika T. Bhal* Qualification: PhD from IIT Kanpur Occupation: Teaching Age: 54 years DIN: 06944916	Independent Director	November 26, 2015	<ul style="list-style-type: none"> • AYE Finance Private Limited- Independent director
9.	Prof. Arun Kumar* Qualification: BE (Civil), ME (Civil), PhD in Hydropower Development. Occupation: Teaching Age: 59 years DIN: 07346292	Independent Director	November 26, 2015	<ul style="list-style-type: none"> • Member of Academy Management Committee of Anushruti Academy Society, IIT Roorkee
10.	Shri Jugal Kishore Mohapatra Qualification: Post Graduate in Economics and Masters in Economics Occupation: Retired IAS officer Age: 62 years DIN: 03190289	Independent Director	October 7, 2017	<ul style="list-style-type: none"> • Nabard Financial Services Limited- Part Time Director and Non-Executive Chairman • Nalco Foundation- Trustee • Urban Mass Transit Company Limited – Director
11.	Shri Bhagwat Prasad Qualification: Post Graduate in Economics Occupation: Social Worker Age: 50 years DIN: 07941795	Independent Director	October 7, 2017	Nil

**Note: The tenure of Shri Satya Prakash Mangal, Prof. Kanika T. Bhal and Prof. Arun Kumar has completed on November 17, 2018 pursuant to Ministry of Power office order no. 9/3/2015-NHPC dated November 18, 2015. Further, Ministry of Power vide order no. 20/6/2017 dated November 22, 2018 has re-appointed Shri Satya Prakash Mangal, Prof. Kanika T. Bhal and Prof. Arun Kumar as non-official Independent Directors on the board of the Company for a period of one year with effect from the date of completion of their existing tenure i.e. November 17, 2018 or until further orders whichever is earlier. The board of directors of the Company by a circular resolution dated November 28, 2018 has appointed Shri Satya Prakash Mangal, Prof. Kanika T. Bhal and Prof. Arun Kumar as additional director (Independent) w.e.f. November 18, 2018 till the date of next annual general meeting of the Company.*

- 14.8. The details of changes in the Board of Directors during the last 3 years preceding the date of the Public Announcement (i.e. November 15, 2018) are as under:

S. No.	Name, Designation and DIN	Date of Joining/Appointment	Date of Cessation	Reason
1.	Shri Aniruddha Kumar Designation: Government Nominee Director DIN: 07325440	July 30, 2018	Continuing	-
2.	Shri Janardan Choudhary Designation: Director (Technical) DIN: 07871968	July 5, 2018	Continuing	-
3.	Shri Jugal Kishore Mohapatra Designation: Independent Director DIN: 03190289	October 7, 2017	Continuing	-
4.	Shri Bhagwat Prasad Designation: Independent Director DIN: 07941795	October 7, 2017	Continuing	-
5.	Shri Mahesh Kumar Mittal Designation: Director (Finance) DIN: 02889021	March 1, 2017	Continuing	-
6.	Shri Nikhil Kumar Jain Designation: Director (Personnel) DIN: 05332456	February 7, 2017	Continuing	-
7.	Shri Balraj Joshi Designation: Chairman & Managing Director DIN: 07449990	April 1, 2016 [#]	Continuing	-
8.	Shri Ratish Kumar Designation: Director (Projects) DIN: 06852735	January 6, 2016	Continuing	-
9.	Shri Satya Prakash Mangal Designation: Independent Director DIN: 01052952	November 26, 2015	Continuing*	-
10.	Prof. Kanika Tandon Bhal Designation: Independent Director DIN: 06944916	November 26, 2015	Continuing*	-
11.	Prof. Arun Kumar Designation: Independent Director DIN: 07346292	November 26, 2015	Continuing*	-
12.	Shri Nalini Kant Jha Designation: Independent Director DIN: 07950262	October 7, 2017	November 5, 2018	Cessation due to death
13.	Smt. Archana Agrawal Designation: Government Nominee Director DIN: 02105906	March 6, 2016	July 30, 2018	Cessation

S. No.	Name, Designation and DIN	Date of Joining/Appointment	Date of Cessation	Reason
14.	Shri Aniruddha Kumar Designation: Government Nominee Director DIN: 07325440	May 28, 2018	July 18, 2018	Cessation
15.	Smt. Krishna Tyagi Designation: Government Nominee Director DIN: 07230978	July 8, 2015	January 1, 2018	Cessation
16.	Shri Krishna Mohan Singh Designation: Chairman & Managing Director DIN: 02223301	September 23, 2015	July 31, 2017	Cessation due to superannuation
17.	Shri Jayant Kumar Designation: Director (Finance) DIN: 03010235	September 23, 2015	February 28, 2017	Cessation due to superannuation
18.	Shri R. S. Mina Designation: Director (Personnel) DIN: 00149956	April 28, 2009	January 31, 2017	Cessation due to superannuation
19.	Shri Farooq Khan Designation: Independent Director DIN: 07348921	November 26, 2015	August 17, 2016	Resignation
20.	Shri Dinesh Prasad Bhargava Designation: Director (Technical) DIN: 01277269	March 26, 2009	March 31, 2016	Retirement
21.	Shri Aniruddha Kumar Designation: Government Nominee Director DIN: 07325440	October 28, 2015	February 29, 2016	Cessation

**Note: The tenure of Shri Satya Prakash Mangal, Prof. Kanika T. Bhal and Prof. Arun Kumar has completed on November 17, 2018 pursuant to Ministry of Power office order no. 9/3/2015-NHPC dated November 18, 2015. Further, Ministry of Power vide order no. 20/6/2017 dated November 22, 2018 has re-appointed Shri Satya Prakash Mangal, Prof. Kanika T. Bhal and Prof. Arun Kumar as non-official Independent Directors on the board of the Company for a period of one year with effect from the date of completion of their existing tenure i.e. November 17, 2018 or until further orders whichever is earlier. The board of directors of the Company by a circular resolution dated November 28, 2018 has appointed Shri Satya Prakash Mangal, Prof. Kanika T. Bhal and Prof. Arun Kumar as additional director (Independent) w.e.f. November 18, 2018 till the date of next annual general meeting of the Company.*

#Note: Shri Balraj Joshi was appointed as Director (Technical) on April 1, 2016. Further, Shri Balraj Joshi was appointed as Chairman & Managing Director on September 22, 2017

- 14.9. The Buyback will not result in any benefit to any Directors of the Company/ Promoter / person in control of the Company/ group companies except to the extent of their intention to participate in the Buyback and actual participation in the Buyback and the change in their shareholding as per the response received in the Buyback, as a result of the extinguishment of Equity Shares which will lead to a reduction in the equity share capital of the Company, post Buyback.

15. FINANCIAL INFORMATION ABOUT THE COMPANY

- 15.1. The salient financial information of the Company, as extracted from the standalone audited financial statements for the last three financial years 2017-18, 2016-17 and 2015-16 and unaudited limited reviewed financial results for the six months ended September 30, 2018 is detailed below:

(₹ in Crore)

Key Financials	For the six months ended September 30, 2018 (Limited Reviewed)	For the year ended March 31, 2018 (Audited)	For the year ended March 31, 2017 (Audited)	For the year ended March 31, 2016* (Audited)
Revenue from Operations	4,624.01	6,934.03	7,271.17	7,353.00
Other Income	584.48	1,491.00	1,458.67	992.07
Total Income	5,208.49	8,425.03	8,729.84	8,345.07
Generation and other expenses	1,023.85	1,705.57	1,932.69	2,125.94
Employee Benefits Expenses	713.10	1,585.33	1,574.92	1,158.36
Finance Cost	449.52	922.32	1,073.22	1,072.10
Depreciation and amortisation	776.99	1,405.89	1,388.40	1,359.07
Exceptional Items: Expense / (Income)	-	-	-	-
Profit Before Rate Regulated activities and Tax	2,245.03	2,805.92	2,760.61	2,629.60
Rate Regulatory Income / (Expenses)	200.65	719.82	713.99	550.90
Profit Before Tax	2,445.68	3,525.74	3,474.60	3,180.50
Provisions for Tax (including Deferred Tax)	489.60	767.09	679.01	750.61
Profit/ (Loss) After Tax	1,956.08	2,758.65	2,795.59	2,429.89
Other Comprehensive Income	(29.05)	5.88	7.67	3.24
Total Comprehensive Income	1927.03	2764.53	2803.67	2433.13
Paid-up Equity Share Capital	10,259.32	10,259.32	10,259.32	11,070.67
Reserve & Surplus, excluding revaluation reserves & Misc. expenditures to the extent not written off	19,706.63	18,068.83	16,682.81	18,690.48
Net worth, excluding revaluation reserves & Misc. expenditures to the extent not written off	29,965.95	28,328.15	26,942.13	29,761.15
Total Debt, excluding working capital loans	17,974.19	18,322.11	18,924.23	19,938.22

Notes:

1. The figures mentioned above are extracted from the audited financial statement pertaining to the respective financial year (i.e. 2015-16, 2016-17 and 2017-18) and in case of period ended 30th September'18, the figures are taken from the published financial results reviewed by the Joint Statutory Auditors.
2. The Company has adopted Indian Accounting Standards ("Ind AS") from 1st April, 2016 and accordingly, FY 2015-16 figures have been restated during FY 2016-17 in accordance with Companies (Indian Accounting Standard) Rules, 2015 as prescribed under Section 133 of the Companies Act, 2013 read with the relevant rules framed thereunder and the other accounting principles generally accepted in India. Further, the figure for the financial year ended March 31, 2016 is extracted from the comparative figures of the audited standalone financial statements of the Company for the financial year ended March 31, 2017, since the figures were restated as per Ind AS for Financial year 2015-16 consequent to the transition to Ind AS.

- 15.2. Financial Ratios on standalone basis for the last three financial years 2017-18, 2016-17 and 2015-16 and for the six months period ended September 30, 2018 are as under:

Particulars	For the six months ended September 30, 2018	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016
Earnings per Share (₹)	1.91*	2.69	2.53	2.19
Debt/ Equity Ratio	0.60	0.66	0.71	0.67
Book Value (₹ per Share)	29.21	27.61	26.26	26.88
Return on Net worth (%)	6.53%*	9.74%	10.38%	8.16%
Total Debt/ Net worth (%)	60.00	65.00	70.00	67.00

*Not annualized

Notes:

1. Net worth = Equity Capital + Reserves & Surplus – Miscellaneous Expenditure to the extent not written off
2. Total Debt = Borrowings (Non-Current and Current) + Current Maturities of Long Term Debt.

Key Ratios basis:

Earnings per Share- Basic (₹)	Net profit attributable to the equity shareholders / Weighted Average number of Shares outstanding during the year
Book Value per Share (₹)	(Paid up Equity Share Capital + Reserves and Surplus) / No. of Equity Shares outstanding during the year
Return on Networth excluding revaluation reserves (%)	Net Profit After Tax/ Net Worth excluding revaluation reserves
Debt- Equity Ratio	Borrowing (Non-Current and Current) + Current Maturities of Long Term Debt) / Net Worth

- 15.3. The salient financial information of the Company, as extracted from the consolidated audited financial statements for the last three financial years 2017-18, 2016-17 and 2015-16 is detailed below:

(₹ in Crore)

Key Financials	For the year ended March 31, 2018 (Audited)	For the year ended March 31, 2017 (Audited)	For the year ended March 31, 2016* (Audited)
Revenue from Operations	7751.24	8623.13	8354.02
Other Income	1101.36	1503.78	1092.41
Total Income	8852.60	10126.91	9446.43
Generation and other expenses	1841.34	2101.65	2290.14
Employee Benefits Expenses	1708.06	1678.16	1242.12
Finance Cost	922.64	1073.44	1118.18
Depreciation and amortisation	1479.10	1461.75	1431.95
Exceptional Items: Expense / (Income)	-	-	-
Share of Net Profit (Loss) of JVs accounted for using the equity method	(0.08)	2.74	1.23
Profit Before Rate Regulated activities and Tax	2901.38	3814.65	3365.27
Rate Regulatory Income / (Expenses)	736.17	718.79	550.90
Profit Before Tax	3637.55	4533.44	3916.17
Provisions for Tax (including Deferred Tax)	862.85	1053.11	1000.26
Profit/ (Loss) After Tax	2774.70	3480.33	2915.91
Profit attributable to Owners of the Parent	2503.90	3029.42	2601.73
Profit attributable to Non-Controlling Interest	270.80	450.91	314.18

Key Financials	For the year ended March 31, 2018 (Audited)	For the year ended March 31, 2017 (Audited)	For the year ended March 31, 2016* (Audited)
Other Comprehensive Income	6.36	5.57	3.08
Other Comprehensive Income attributable to Owners of the Parent	6.13	6.59	3.16
Other Comprehensive Income attributable to Non-Controlling Interest	0.23	(1.02)	(0.08)
Total Comprehensive Income	2781.06	3485.90	2918.99
Total Comprehensive Income attributable to Owners of the Parent	2510.03	3036.01	2604.89
Total Comprehensive Income attributable to Non-Controlling Interest	271.03	449.89	314.10
Paid-up Equity Share Capital	10259.32	10259.32	11070.67
Reserve & Surplus, excluding revaluation reserves & Misc. expenditures to the extent not written off	19758.58	18755.50	20572.04
Net worth, excluding revaluation reserves & Misc. expenditures to the extent not written off	30017.90	29014.82	31642.71
Total Debt, excluding working capital loans	18322.11	18924.23	19938.22

Notes:

- The figures mentioned above are extracted from the audited financial statement pertaining to the respective financial year (i.e. 2015-16, 2016-17 and 2017-18).
- The Company has adopted Indian Accounting Standards ("Ind AS") from 1st April, 2016 and accordingly, FY 2015-16 figures have been restated during FY 2016-17 in accordance with Companies (Indian Accounting Standard) Rules, 2015 as prescribed under Section 133 of the Companies Act, 2013 read with the relevant rules framed thereunder and the other accounting principles generally accepted in India. Further, the figure for the financial year ended March 31, 2016 is extracted from the comparative figures of the audited standalone financial statements of the Company for the financial year ended March 31, 2017, since the figures were restated as per Ind AS for Financial year 2015-16 consequent to the transition to Ind AS.

15.4. Financial Ratios on consolidated basis for the last three financial years 2017-18, 2016-17 and 2015-16 are as under

Particulars	For the year ended March 31, 2018 (Audited)	For the year ended March 31, 2017 (Audited)	For the year ended March 31, 2016 (Audited)
Earnings per Share (₹)	2.44	2.74	2.35
Debt/ Equity Ratio	0.62	0.66	0.63
Book Value (₹ per Share)	29.26	28.28	28.58
Return on Net worth (%)	8.34%	10.44%	8.22%
Total Debt/ Net worth (%)	62%	66%	63%

Notes:

- Net worth = Equity Capital + Reserves & Surplus – Miscellaneous Expenditure to the extent not written off
- Total Debt = Borrowings (Non-Current and Current) + Current Maturities of Long Term Debt.

Key Ratios basis:

Earnings per Share- Basic (₹)	Net profit attributable to the equity shareholders / Weighted Average number of Shares outstanding during the year
Book Value per Share (₹)	(Paid up Equity Share Capital + Reserves and Surplus) / No. of Equity Shares outstanding during the year
Return on Networth excluding revaluation reserves (%)	Net Profit After Tax attributable to owner of parent / Net Worth excluding revaluation reserves
Debt- Equity Ratio	(Borrowings (Non-Current and Current) + Current Maturities of Long Term Debt)/ Net Worth

- 15.5. Details of fully paid up equity share capital and free reserves of the Company based on audited standalone and consolidated financial statements for the year ended March 31, 2018 is given below:

Particulars	Standalone (₹ in Crore)	Consolidated (₹ in Crore)
Paid-up Equity Share Capital	10,259.32	10,259.32
Total (A)	10,259.32	10,259.32
Free Reserves:		
- General Reserve	10,088.11	10,224.43
- Retained Earnings / Surplus in the statement of profit and loss	3,446.45	4,959.62
- Securities premium account	242.81	242.81
Total (B)	13,777.37	15,426.86
Total (A+B)	24,036.69	25,686.18

- 15.6. Size of the Buyback offer (in %) aggregate of fully paid-up share capital and free reserves based on audited standalone and consolidated financial statements for the year ended March 31, 2018 is given below:

Particulars	On Standalone basis	On Consolidated basis
Size of the Buyback offer (in %) aggregate of fully paid-up share capital and free reserves	2.50%	2.34%

- 15.7. The Company shall comply with the SEBI Takeover Regulations, as may be applicable. The Company hereby declares that it has complied with Sections 68, 69 and 70 of the Companies Act and the rules made thereunder.

16. STOCK MARKET DATA

- 16.1. The Company's Equity Shares are listed on the BSE and NSE.
- 16.2. The high, low and average market prices in preceding three financial years (April to March period) and the monthly high, low and average market prices for the six months preceding the date of the Public Announcement (i.e. November 15, 2018) from May, 2018 to October, 2018 and the corresponding volumes on the BSE and NSE is as follows:

For BSE:

Period	High* (₹)	Date of High	Number of Shares traded on that date	Low* (₹)	Date of Low	Number of shares traded on that date	Average Price* (₹)	Total volume of traded in the period (Shares)
Preceding 3 financial years								
April 1, 2015 to March 31, 2016	24.40	March 31, 2016	15,12,418	15.55	August 25, 2015	14,20,445	19.19	13,56,49,385
April 1, 2016 to March 31, 2017	32.20	March 31, 2017	6,01,031	20.45	May 04, 2016	18,12,958	26.28	21,21,80,059
April 1, 2017 to	34.50	June 22,	56,42,757	25.55	March 23,	4,54,570	29.64	13,86,93,980

Period	High* (₹)	Date of High	Number of Shares traded on that date	Low* (₹)	Date of Low	Number of shares traded on that date	Average Price* (₹)	Total volume of traded in the period (Shares)
March 31, 2018		2017			2018			
		January 04, 2018	30,41,972					
Preceding 6 months								
May 2018	28.70	May 02, 2018	2,18,075	25.95	May 18, 2018	3,29,357	27.12	57,20,762
					May 21, 2018	2,28,306		
June 2018	27.05	June 11, 2018	1,73,465	22.35	June 28, 2018	8,48,082	25.47	50,25,068
July 2018	25.40	July 24, 2018	8,81,414	22.60	July 03, 2018	6,53,896	23.67	59,78,762
					July 04, 2018	2,05,161		
August 2018	26.10	August 20, 2018	3,27,442	23.20	August 01, 2018	6,18,888	24.88	55,28,979
September 2018	27.15	September 07, 2018	6,39,848	22.25	September 28, 2018	2,29,026	24.38	1,01,07,616
October 2018	24.50	October 19, 2018	2,34,592	22.20	October 09, 2018	2,69,276	23.71	45,84,224
		October 22, 2018	1,01,103					
		October 25, 2018	2,44,131					
		October 26, 2018	1,62,359					
		October 30, 2018	1,48,967					

Source: BSE

* High and Low price for the period are based on intra day prices and Average Price is based on average of daily closing price.

For NSE:

Period	High* (₹)	Date of High	Number of Shares traded on that date	Low* (₹)	Date of Low	Number of shares traded on that date	Average Price* (₹)	Total volume of traded in the period (Shares)
Preceding 3 financial years								
April 1, 2015 to March 31, 2016	24.45	March 31, 2016	2,20,03,907	15.55	August 25, 2015	63,27,366	19.19	87,42,21,339
April 1, 2016 to March 31, 2017	32.35	March 31, 2017	55,41,722	20.45	May 04, 2016	1,10,25,927	26.30	177,24,61,773
April 1, 2017 to March 31, 2018	34.50	June 22, 2017	56,42,757	25.5	March 23, 2018	60,76,918	29.64	159,75,08,401
		January 04, 2018	3,09,20,925					
Preceding 6 months								
May 2018	28.75	May 02, 2018	42,50,760	25.85	May 18, 2018	81,20,428	27.15	10,03,17,508
June 2018	27.10	June 11, 2018	87,61,693	22.35	June 28, 2018	1,44,47,819	25.51	11,50,19,994

Period	High* (₹)	Date of High	Number of Shares traded on that date	Low* (₹)	Date of Low	Number of shares traded on that date	Average Price* (₹)	Total volume of traded in the period (Shares)
July 2018	25.50	July 24, 2018	1,39,93,650	22.60	July 02, 2018	1,10,56,709	23.69	13,19,84,887
					July 03, 2018	58,71,780		
					July 04, 2018	47,53,762		
August 2018	26.10	August 20, 2018	58,05,133	23.20	August 01, 2018	40,02,484	24.92	6,82,58,458
		August 21, 2018	27,58,676					
September 2018	27.20	September 07, 2018	62,16,392	22.25	September 28, 2018	60,75,801	24.39	5,64,38,647
October 2018	24.60	October 19, 2018	49,55,763	22.10	October 09, 2018	41,50,490	23.74	6,65,01,475

Source: NSE

* High and Low price for the period are based on intra day prices and Average Price is based on average of daily closing price.

16.3. The closing market price of the Equity Shares of the Company as on November 13, 2018, i.e. the trading day before the date of the Board Meeting was ₹ 27.05 per Equity Share on BSE and ₹26.95 per Equity Share on NSE.

16.4. The closing market price of the Equity Shares of the Company as on November 15, 2018, i.e. the trading day immediately after the Board Meeting was ₹26.05 per Equity Share on BSE and ₹26.00 per Equity Share on NSE.

17. DETAILS OF STATUTORY APPROVALS

17.1. The Buyback is subject to approvals, if any, required under the provisions of the Companies Act, the Buyback Regulations, and applicable rules and regulations as specified by RBI under FEMA and/or such other applicable rules and regulations in force for the time being in force.

17.2. The Buyback of Shares from Non Resident Shareholders, Overseas Corporate Bodies (OCBs) and Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs), and members of foreign nationality, if any, etc., will be subject to approvals, if any, of the appropriate authorities, including RBI under FEMA, as applicable. It is the obligation of such Non Resident Shareholders, to obtain such approvals and submit such approvals along with the Tender Form, so as to enable them to tender Equity Shares in the Buyback and for the Company to purchase such Equity Shares, tendered. The Company will have the right to make payment to the Eligible Shareholders in respect of whom no prior RBI approval is required and not accept Equity Shares from the Eligible Shareholders in respect of whom prior RBI approval is required in the event copies of such approvals are not submitted. Non-Resident Shareholders (excluding OCBs) permitted under the automatic process prescribed under applicable FEMA Regulations, read with the consolidated Foreign Direct Investment policy issued by the Government of India, are not required to obtain approvals from RBI.

17.3. Erstwhile OCB are required to obtain specific prior approval from RBI for tendering Equity Shares in the Buyback Offer. The Company shall not accept Equity Shares from OCB Shareholders in respect of whom such RBI approval is required and copies of such approvals are not submitted.

17.4. By agreeing to participate in the Buyback, the Non Resident Shareholders give the Company the authority to make, sign, execute, deliver, acknowledge and perform all applications to file regulatory reportings, if required, including FC-TRS/SMF form, if necessary and undertake to provide assistance to the Company for such regulatory reporting, if required by the Company.

17.5. As on date, there are no other statutory or regulatory approvals required to implement the Buyback, other than that those indicated above. If any statutory or regulatory approval becomes applicable

subsequently, the Buyback will be subject to such statutory or regulatory approval(s). In the event of any delay in receipt of any statutory / regulatory approvals, changes to the proposed timetable of the Buyback, if any, shall be intimated to the Stock Exchanges.

18. DETAILS OF REGISTRAR TO THE BUYBACK

Equity Shareholders who wish to tender their Equity Shares in the Buyback Offer can either send it by registered post/courier or hand deliver the Tender Form, physical share certificate, TRS and other documents by superscribing the envelope as “NHPC Buyback Offer 2018” to the Registrar to the Buyback Offer at their below office, so that the same are received within 2 (two) days from the Closing Date i.e. January 16, 2019 (by 05.00 p.m.):



KARVY FINTECH PRIVATE LIMITED

Karvy Selenium Tower B, Plot No. 31-32,
Gachibowli, Financial District, Nanakramguda,
Hyderabad- 500 032
Telangana, India

Contact Person: M. Murali Krishna

Tel: +91 (040) 6716 2222

Fax: +91 (040) 2343 1551

E-mail: nhpc.buyback@karvy.com;

Website: www.karvyfintech.com;

SEBI Registration Number: INR000000221

Validity Period: Permanent

CIN: U67200TG2017PTC117649

TENDER FORM, TRS AND OTHER RELEVANT DOCUMENTS SHOULD NOT BE SENT TO THE COMPANY OR TO THE MANAGER TO THE BUYBACK.

ELIGIBLE SHAREHOLDERS ARE ADVISED TO ENSURE THAT THE TENDER FORM, TRS AND OTHER RELEVANT DOCUMENTS ARE COMPLETE IN ALL RESPECTS; OTHERWISE THE SAME ARE LIABLE TO BE REJECTED.

19. PROCESS AND METHODOLOGY FOR THE BUYBACK

- 19.1. The Company proposes to buyback up to 21,42,85,714 (Twenty One Crore Forty Two Lakhs Eighty Five Thousand Seven Hundred Fourteen) Equity Shares from the Eligible Shareholders of the Company, on a proportionate basis, through the Tender Offer process at a price of ₹ 28 (Rupees Twenty Eight Only) per Equity Share, payable in cash for an aggregate consideration of up to ₹ 599,99,99,992 (Rupees Five Hundred Ninety Nine Crore Ninety Nine Lakh Ninety Nine Thousand Nine Hundred Ninety Two Only) excluding Transaction Costs. The maximum number of Equity Shares proposed to be bought back represents 2.09% of the total number of Equity Shares in the paid-up share capital of the Company as on March 31, 2018. The Buyback is in accordance with the provisions of Article 16A of the Articles of Association of the Company, Section 68, 69, 70 and all other applicable provisions, if any, of the Companies Act, 2013, and rules made thereunder, the Buyback Regulations and subject to such other approvals, permissions and sanctions as may be necessary, from time to time from statutory authorities including but not limited to SEBI, Stock Exchanges, RBI etc. The Buyback Size does not exceed 10% of the aggregate of the fully paid-up equity share capital and free reserves as per the audited standalone financial statements of the Company for the financial year ended March 31, 2018 (the last audited standalone financial statements available as on the date of Board Meeting recommending the proposal of the Buyback).

The Company expresses no opinion as to whether Eligible Shareholders should participate in the Buyback and, accordingly, Eligible Shareholders are advised to consult their own advisors to consider participation in the Buyback.

- 19.2. The shareholding of the Promoter as on Record Date (i.e. November 30, 2018) is 755,81,26,518 (Seven Hundred Fifty Five Crore Eighty One Lakh Twenty Six Thousand Five Hundred Eighteen) Equity

Shares, which represents 73.67% of the existing equity share capital of the Company. In terms of the Buyback Regulations, under the Tender Offer process, the promoter of a company has the option to participate in the buyback. In this regard, the Promoter of the Company has expressed its intention, vide its letter dated November 14, 2018 to participate in the Buyback and tender upto 21,42,85,714 (Twenty One Crore Forty Two Lakhs Eighty Five Thousand Seven Hundred Fourteen) Equity Shares.

- 19.3. Assuming that the Promoter i.e. President of India acting through Ministry of Power, Government of India, tenders upto 21,42,85,714 (Twenty One Crore Forty Two Lakhs Eighty Five Thousand Seven Hundred Fourteen) Equity Shares in the Buyback (in accordance with the declaration provided by them), the shareholding of the Promoter, post Buyback will increase to 73.85% of the post Buyback equity share capital of the Company, if all the public Shareholders participate up to their entitlement (full acceptance) and will reduce to 73.11% of the post Buyback equity share capital of the Company if none of the public shareholders participate in the Buyback Offer.

19.4. Record Date, Ratio of Buyback and entitlement of each Shareholder.

- a) The Board of Directors at their meeting held on November 14, 2018 announced Friday, November 30, 2018 as the Record Date for the purpose of determining the Buyback Entitlement and the names of the Shareholders, who are eligible to participate in the Buyback Offer.
- b) The Equity Shares proposed to be bought back by the Company shall be divided in two categories:
- Reserved category for Small Shareholders (“**Reserved Category**”); and
 - General category for all Eligible Shareholders other than Small Shareholders (“**General Category**”)
- c) As defined in the Buyback Regulations, a “**Small Shareholder**” is a shareholder who holds Equity Shares having market value, on the basis of closing price on the Stock Exchanges in which the highest trading volume as on Record Date, of not more than ₹ 2,00,000 (Rupees Two Lakhs). As on Record Date, the volume of Shares traded on NSE was 91,44,744 Shares and on BSE was 3,59,288 Shares. Accordingly, NSE being the stock exchange with highest turnover, the closing price was ₹ 25.95 and hence all Shareholders holding not more than 7,707 Equity Shares as on the Record Date are classified as ‘Small Shareholders’ for the purpose of the Buyback Offer.
- d) Based on the above definition, there are 7,05,690 Small Shareholders with aggregate shareholding of 43,27,21,428 Shares, as on Record Date, which constitutes 4.22% of the outstanding paid up equity share capital of the Company and 201.94% of the maximum number of Equity Shares which are proposed to be bought back as part of this Buyback Offer.
- e) In compliance with Regulation 6 of the Buyback Regulations, the reservation for the Small Shareholders, will be 3,21,42,858 Equity Shares which is higher of:
- i. Fifteen percent of the number of Equity Shares which the Company proposes to Buyback i.e. 15% of 21,42,85,714 Equity Shares which works out to 3,21,42,858 Equity Shares; or
 - ii. The number of Equity Shares entitled as per their shareholding as on Record Date [i.e. $(43,27,21,428/1025,93,20,519) \times 21,42,85,714$] which works out to 90,38,223 Equity Shares.

All the outstanding Equity Shares have been used for computing the entitlement of Small Shareholders since the Promoter also intends to offer Equity Shares held by it in the Buyback.

In case the total number of Equity Shares held by the Small Shareholders on the Record Date is less than 3,21,42,858 (higher of (i) and (ii) above), the maximum number of Equity Shares reserved for Small Shareholders will be restricted to the total number of Equity Shares held by the Small Shareholders as on Record Date.

Based on the above and in accordance with Regulation 6 of the Buyback Regulations, 3,21,42,858 Equity Shares will be reserved for Small Shareholders. Accordingly, General Category shall consist of 18,21,42,856 Equity Shares.

- f) In order to ensure that the same Eligible Shareholder with multiple demat accounts/folios does not receive higher entitlement under Small Shareholder category, the Equity Shares held by such Eligible Shareholder with a common Permanent Account Number (“PAN”) shall be clubbed together for determining the category (Small Shareholder or General) and entitlement under the Buyback. In case of joint shareholding, the Equity Shares held in cases where the sequence of PANs of the joint shareholders is identical shall be clubbed together. In case of Eligible Shareholders holding Physical Shares where sequence of PAN is identical and where the PANs of all joint shareholders are not available, the registrar will check the sequence of the names of the joint shareholders and club together the Equity Shares held in such cases where the sequence of the PANs and the name of the joint shareholders are identical. The shareholding of institutional investors like mutual funds, insurance companies, foreign institutional investors/ foreign portfolio investors etc. with common PAN shall not be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are held for different schemes/ sub-accounts and have different demat account nomenclature based on information prepared by the Registrar as per the shareholder records received from the depositories. Further, the Equity Shares held under the category of ‘clearing members’ or ‘corporate body margin account’ or ‘corporate body-broker’ as per the beneficial position data as on the Record Date with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are assumed to be held on behalf of clients.
- g) Based on the above entitlements, the ratio of Buyback for both categories is decided as below:

Category	Indicative Ratio of Buyback*
Reserved Category	13 Equity Shares out of every 175 fully paid-up Equity Shares held on the Record Date
General Category	59 Equity Shares out of every 3,183 fully paid-up Equity Shares held on the Record Date

**The above Ratio of Buyback is approximate and providing indicative Buyback Entitlement. Any computation of entitled Equity Shares using the above Ratio of Buyback may provide a slightly different number due to rounding-off. The actual Buyback Entitlement for Reserved category for Small Shareholders is 7.4280717154594% and General category for all other Eligible Shareholders is 1.85356962580087%*

19.5. Fractional Entitlements

If the Buyback Entitlement, after applying the abovementioned ratios to the Equity Shares held on Record Date, is not a round number (i.e. not in the multiple of 1 (one) Equity Share) then the fractional entitlement shall be ignored for computation of Buyback Entitlement to tender Equity Shares in the Buyback Offer, for both categories of Eligible Shareholders.

On account of ignoring the fractional entitlement, those Small Shareholders who hold 13 (Thirteen) or less Equity Shares as on Record Date will be dispatched a Tender Form with zero entitlement. Such Small Shareholders are entitled to tender Additional Equity Shares as part of the Buyback Offer and will be given preference in the Acceptance of One Equity Share, if such Small Shareholders have tendered for Additional Equity Shares. The Company shall make best efforts subject to Buyback Regulations in accepting Equity Shares tendered by such Eligible Shareholders to the extent possible and permissible.

19.6. Basis of Acceptance of Equity Shares validly tendered in the Reserved Category

Subject to the provisions contained in this Letter of Offer, the Company will accept the Shares tendered in the Buyback Offer by the Small Shareholders in the Reserved Category in the following order of priority:

- a) Full acceptance (i.e. 100%) of Shares from Small Shareholders in the Reserved Category who have validly tendered their Shares, to the extent of their Buyback Entitlement, or the number

of Shares tendered by them, whichever is less.

- b) Post the acceptance as described in paragraph 19.6 (a) above, in case, there are any Shares left to be bought back from Small Shareholders in the Reserved Category, the Small Shareholders who were entitled to tender zero Shares (on account of ignoring the fractional entitlement), and have tendered Additional Shares, shall be given preference and 1 (One) Equity Share each from the Additional Shares tendered by these Small Shareholders shall be bought back in the Reserved Category.
- c) Post the acceptance as described in paragraph 19.6 (a) and (b) above, in case, there are any validly tendered unaccepted Shares in the Reserved Category (**“Reserved Category Additional Shares”**) and Shares left to be bought back in Reserved Category, the Reserved Category Additional Shares shall be accepted in a proportionate manner and the acceptances shall be made in accordance with the Buyback Regulations, i.e. valid acceptances per Shareholder shall be equal to the Reserved Category Additional Shares tendered by the Shareholder divided by the total Reserved Category Additional Shares and multiplied by the total number of Shares remaining to be bought back in Reserved Category. For the purpose of this calculation, the Reserved Category Additional Shares taken into account for such Small Shareholders, from whom 1 (One) Equity Share has been accepted in accordance with (b) above, shall be reduced by one.
- d) Adjustment for fractional results in case of proportionate acceptance, as described in paragraph 19.6 (c) above, will be made as follows:
 - For any Small Shareholder, if the number of Additional Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.
 - For any Small Shareholder, if the number of Additional Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional acceptance is less than 0.50, then the fraction shall be ignored.

19.7. Basis of Acceptance of Equity Shares validly tendered in the General Category

Subject to the provisions contained in this Letter of Offer, the Company will accept the Shares tendered in the Buyback Offer by Eligible Shareholders (other than Small Shareholders) in the General Category in the following order of priority:

- a) Full Acceptance (i.e. 100%) of Shares from Eligible Shareholders in the General Category who have validly tendered their Shares, to the extent of their Buyback Entitlement, or the number of Shares tendered by them, whichever is less.
- b) Post the acceptance as described in paragraph 19.7 (a) above, in case, there are any validly tendered unaccepted Shares in the General Category (**“General Category Additional Shares”**) and Shares left to be bought back in General Category, the General Category Additional Shares shall be accepted in a proportionate manner and the acceptances shall be made in accordance with the Buyback Regulations, i.e. valid acceptances per Eligible Shareholder shall be equal to the General Category Additional Shares validly tendered by the Eligible Shareholders divided by the total General Category Additional Shares and multiplied by the total number of Shares remaining to be bought back in General Category.
- c) Adjustment for fractional results in case of proportionate acceptance, as described in paragraph 19.7 (b) above, will be made as follows:
 - For any Eligible Shareholder, if the number of Additional Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 (one) and the fractional acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.
 - For any Eligible Shareholder, if the number of Additional Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 (one) and the fractional

acceptance is less than 0.50, then the fraction shall be ignored.

19.8. Basis of Acceptance of Shares between Categories

- a) After acceptances of tenders, as mentioned in 19.6 and 19.7 above, in case, there are any Shares left to be bought back in one category ('**Partially filled Category**'), and there are additional unaccepted validly tendered Shares ('**Further Additional Shares**') in the second Category ('**Over Tendered Category**'), then the Further Additional Shares in the Over Tendered Category shall be accepted in a proportionate manner i.e. valid Acceptances per Shareholder shall be equal to the Further Additional Shares validly tendered by an Eligible Shareholder in the Over Tendered Category divided by the total Further Additional Shares in the Over Tendered Category and multiplied by the total Shares left to be bought back in the Partially filled Category.
- b) If the Partially Filled Category is the General Category and the Over Tendered Category is the Reserved Category, then any Small Shareholder who has received a Tender Form with Zero Buyback Entitlement and who has tendered Additional Shares shall be eligible for priority acceptance of 1 (one) Equity Shares before acceptance in paragraph 19.8 (a) above out of the Shares left to be bought back in the Partially Filled Category, provided no acceptance could take place from such Shareholder in accordance with paragraph 19.6 (b).
- c) Adjustment for fraction results in case of proportionate acceptance, as defined in paragraph 19.8(a) above:
 - For any Eligible Shareholder, if the number of Further Additional Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.
 - For any Eligible Shareholder, if the number of Further Additional Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional acceptance is less than 0.50, then the fraction shall be ignored.

19.9. For avoidance of doubt, it is clarified that the Shares accepted under the Buyback Offer from each Eligible Shareholder, in accordance with above clauses, shall be lower of the following:

- the number of Shares tendered by the respective Shareholder, and
- the number of Shares held by the respective Shareholder, as on the Record Date.

19.10. For the avoidance of doubt, it is clarified that the Equity Shares tendered by any Eligible Shareholder over and above the number of Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of Acceptance in accordance with above clauses.

19.11. In case of any practical issues, resulting out of rounding-off of Shares or otherwise in Reserved Category and/or General Category, the Board or any person(s) authorized by the Board will have the authority to decide such final allocation with respect to such rounding-off or any excess of Equity Shares or any shortage of Equity Shares after allocation of Equity Shares as set out in the process described in Paragraph 19.

20. PROCEDURE FOR TENDER OFFER AND SETTLEMENT

20.1. The Buyback is open to all Eligible Shareholder(s) holding Shares either in physical and /or dematerialized form as on the Record Date.

20.2. The Company proposes to effect the Buyback through Tender Offer process, on a proportionate basis. This Letter of Offer, outlining the terms of the Buyback Offer as well as the detailed disclosures as specified in the Buyback Regulations, will be mailed/ dispatched to Eligible Shareholders of the Company whose names appear on the register of members of the Company, or who are beneficial owners of Equity Shares as per the records of Depositories, on the Record Date.

- 20.3. The Company will not accept any Equity Shares offered for Buyback where there exists any restraint order of a Court/ any other competent authority for transfer / disposal/ sale or where loss of share certificates has been notified to the Company and the duplicate share certificate have not been issued either due to such request being under process as per the provisions of law or otherwise. The Company shall also not accept the Equity Shares offered for Buyback where the title to such equity shares is under dispute or otherwise not clear or where any other restraint subsists.
- 20.4. The Company shall comply with Regulation 24(v) of the Buyback Regulations which states that the Company shall not buyback the locked-in Equity Shares and non-transferable Equity Shares till the pendency of the lock-in or till the Equity Shares become transferrable.
- 20.5. Eligible Shareholders' participation in Buyback will be voluntary. Shareholders can choose to participate, in part or in full, and get cash in lieu of the Shares accepted under the Buyback or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post Buyback, without additional investment. Shareholders may also tender a part of their Buyback Entitlement. Shareholders also have the option of tendering Additional Shares (over and above their Buyback Entitlement) and participate in the shortfall created due to non-participation of some other Shareholders, if any. Acceptance of any Shares tendered in excess of the Buyback Entitlement by the Shareholder, shall be in terms of procedure outlined in paragraph 19 (*Process and Methodology for the Buyback*) of this Letter of Offer.
- 20.6. The Company shall accept all the Equity Shares validly tendered for the Buyback by Eligible Shareholders, on the basis of their Buyback Entitlement as on the Record Date.
- 20.7. Eligible Shareholders will have to transfer the Equity Shares from the same demat account in which they were holding the Equity Shares as on the Record Date and in case of multiple demat accounts, Eligible Shareholders are required to tender the applications separately from each demat account. In case of any changes in the demat account in which the Equity Shares were held as on Record Date, such Eligible Shareholders should provide sufficient proof of the same to the Registrar, and the such tendered shares may be accepted subject to appropriate verification and validation by the Registrar.
- 20.8. As elaborated under paragraph 19.4 (b) above, the Equity Shares proposed to be bought as a part of the Buyback is divided into two categories: (a) Reserved Category for Small Shareholders and (b) the General Category for other Eligible Shareholders, and the Buyback Entitlement of an Eligible Shareholder in each category shall be calculated accordingly.
- 20.9. After accepting the Equity Shares tendered on the basis of Buyback Entitlement, Equity Shares left to be bought as a part of the Buyback, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered, over and above their Buyback Entitlement, by Eligible Shareholders in that category, and thereafter, from Eligible Shareholders who have tendered over and above their Buyback Entitlement, in other category.
- 20.10. The Buyback shall be implemented by the Company using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI Circulars and following the procedure prescribed in the BSE Notice, NSE Circular, Companies Act and the Buyback Regulations and as may be determined by the Board (including the Functional Authority authorized to complete the formalities of the Buyback) and on such terms and conditions as may be permitted by law from time to time.
- 20.11. The maximum tender under the Buyback by any Eligible Shareholder cannot exceed the number of Equity Shares held by the Eligible Shareholder as on the Record Date.
- 20.12. For implementation of the Buyback, the Company has appointed Ambit Capital Private Limited as the registered broker to the Company (the "**Company's Broker**") through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company's Broker are as follows:

Ambit Capital Private Limited
Ambit House, 449,
Senapati Bapat Marg,
Lower Parel, Mumbai - 400 013

CIN: U74140MH1997PTC107598

Contact Person: Sameer Parkar

Tel: + 91 22 6623 3000

Fax: + 91 22 6623 3100

Website: www.ambit.co

SEBI Registration Number: Stock Broker: **BSE:** INB011247633 and **NSE:** INB231247637

- 20.13. The Company shall request the Stock Exchanges to provide the separate Acquisition Window to facilitate placing of sell orders by the Eligible Shareholders who wish to tender Equity Shares in the Buyback. BSE would be the Designated Stock Exchange for this Buyback Offer. All Eligible Shareholders may place orders in the Acquisition Window, through their respective stock brokers (“Shareholder Broker”).
- 20.14. Eligible Shareholder(s) can approach any BSE (Designated Stock Exchange) registered stock broker and can make a bid by using quick unique client code (“UCC”) facility through that BSE registered stock broker after submitting the details as may be required by the stock broker to be in compliance with the SEBI regulations. In case Eligible Shareholder is not able to bid using quick UCC facility through any other BSE registered stock broker then the Eligible Shareholder may approach Company’s Broker viz. Ambit Capital Private Limited, to bid by using quick UCC facility. The Eligible Shareholder approaching Designated Stock Exchange registered stock broker (with whom he does not have an account) may have to submit the requisite documents as may be required. The requirement of documents and procedures may vary from broker to broker.
- 20.15. During the Tendering Period, the order for selling the Shares will be placed in the Acquisition Window by Eligible Shareholders through their respective Shareholder Broker during normal trading hours of the secondary market. In the tendering process, the Company’s Broker may also process the orders received from the Eligible Shareholders.
- 20.16. Shareholder Broker can enter orders for demat Shares as well as physical Shares.
- 20.17. Modification / cancellation of orders and multiple bids from a single Eligible Shareholder will be allowed during the Tendering Period of the Buyback Offer. Multiple bids made by single Eligible Shareholder for selling the Shares shall be clubbed and considered as ‘one’ bid for the purposes of Acceptance.
- 20.18. The cumulative quantity tendered shall be made available on BSE website- www.bseindia.com and NSE website- www.nseindia.com throughout the trading session and will be updated at specific intervals during the Tendering Period.
- 20.19. All documents sent by Eligible Shareholders will be at their own risk. Eligible Shareholders are advised to safeguard adequately their interests in this regard.
- 20.20. Procedure to be followed by Eligible Shareholders holding Equity Shares in the dematerialized form**
- a) Eligible Shareholders who desire to tender their Equity Shares in the electronic/dematerialized form under the Buyback would have to do so through their respective Shareholder Broker by indicating to them, the details of Equity Shares they intend to tender under the Buyback.
 - b) The Shareholder Broker would be required to place an order/bid on behalf of the Eligible Shareholders who wish to tender their Shares in the Buyback using Acquisition Window of the Stock Exchanges. Before placing the bid, the Eligible Shareholder is required to transfer the Equity Shares to the special account of the Clearing Corporation, by using the early pay in mechanism prescribed by the Stock Exchanges or the Clearing Corporation prior to placing the bid by the Shareholder Broker. This shall be validated by the Shareholder Broker at the time of order/bid entry. The details of the special account for the Buyback will be informed in the issue opening circular that will be issued by the Stock Exchanges and/or the Clearing Corporation.
 - c) For custodian participant orders for demat Equity Shares, early pay-in is mandatory prior to

confirmation of order/bid by custodians. The custodian shall either confirm or reject the orders not later than the closing of trading hours on the last day of the Tendering Period (i.e. date of closing of the Buyback Offer). Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, any order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.

- d) Upon placing the bid, the Shareholder Broker shall provide a TRS generated by the exchange bidding system to the Eligible Shareholder on whose behalf the bid has been placed. TRS will contain details of order submitted like Bid ID No., Application No., DP ID, Client ID, Number of Equity Shares tendered etc.
- e) Eligible Shareholder(s) who have tendered their Shares in the Buyback may 'hand deliver' the Tender Form duly signed (by all Equity Shareholders in case shares are in joint names) in the same order in which they hold the shares, along with the TRS generated by the exchange bidding system at the office of the Registrar to the Buyback Offer (mentioned in paragraph 18 of this Letter of Offer). TRS will be generated by the respective Shareholder Broker(s). Eligible Shareholder who cannot hand deliver the Tender Form and other documents at the office of the Registrar to the Buyback Offer, may send the same by registered post / speed post, at their own risk, by super scribing the envelope as "NHPC Buyback Offer 2018", to the Registrar to the Buyback Offer at their office mentioned on the cover page of this Letter of Offer, so that the same are received within 2 (two) days from the Buyback Closing Date i.e. January 16, 2019 (by 5:00 PM).
- f) All the Eligible Shareholders shall also provide all relevant documents, which are necessary to ensure transferability of the Equity Shares in respect of the Tender Form to be sent. Such documents may include (but not be limited to):
 - i. Duly attested power of attorney, if any person other than the Eligible Shareholder has signed the Tender Form;
 - ii. Duly attested death certificate and succession certificate/ legal heirship certificate, in case any Eligible Shareholder has expired; and
 - iii. In case of companies, the necessary certified corporate authorizations (including board and/ or general meeting resolutions).
- g) In case of non-receipt of the completed Tender Form and other documents, but receipt of Equity Shares in the special account of the Clearing Corporation and a valid bid in the exchange bidding system, the Buyback shall be deemed to have been accepted, for demat Shareholders.
- h) The Eligible Shareholders will have to ensure that they keep the DP account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated buyback decided by the Company. Further, Eligible Shareholders will have to ensure that they keep the savings bank account attached to the DP account active and updated to receive credit remittance due to acceptance of Buyback of shares by the Company.

20.21. Procedure to be followed by registered Eligible Shareholders holding Equity Shares in the Physical form

- a) Eligible Shareholders who are holding physical Equity Shares and intend to participate in the Buyback will be required to approach their respective Shareholder Broker along with the complete set of documents for verification procedures to be carried out including the following:
 - i. The Tender Form duly signed (by all Shareholders in case shares are in joint names) in the same order in which they hold the shares;
 - ii. Original share certificates;
 - iii. Valid share transfer form(s) i.e. Form SH-4 duly filled and signed by the transferors (i.e. by all registered Shareholders in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place

- authorizing the transfer in favor of the Company;
- iv. Self-attested copy of the PAN Card(s) of all Eligible Shareholders;
 - v. Any other relevant documents such as (but not limited to):
 - Duly attested Power of Attorney if any person other than the Eligible Shareholder has signed the relevant Tender Form;
 - Notarized copy of death certificate and legal heirship certificate / succession certificate or probated will, if the original Shareholder has deceased;
 - Necessary corporate authorisations, such as Board Resolutions etc., in case of companies
 - vi. In addition to the above, if the address of the Eligible Shareholder has undergone a change from the address registered in the register of members of the Company, the Eligible Shareholder would be required to submit a self-attested copy of address proof inter alia consisting of any one of the following documents: valid aadhar card, voter identity card or passport.
- b) Based on these documents, the concerned Shareholder Broker shall place a bid on behalf of the Eligible Shareholders holding Equity Shares in physical form and who wish to tender Equity Shares in the Buyback, using the acquisition window of the Stock Exchanges. Upon placing the bid, the Shareholder Broker shall provide a Transaction Registration Slip ('TRS') generated by the Exchange Bidding System to the Eligible Shareholder. TRS will contain the details of order submitted like Folio No., Certificate No., Distinctive No., No. of Equity Shares tendered etc.
 - c) After placement of bid, as mentioned in Paragraph 20.21(b), the Shareholder Broker / Eligible Shareholder must ensure delivery of documents [as mentioned in Paragraph 20.21(a)] either by registered post or courier or hand delivery to the Registrar to the Buyback Offer (at the address mentioned on the cover page of this Letter of Offer) within 2 (two) days from the Buyback Closing Date i.e. January 16, 2019 (by 5:00 PM). The envelope should be superscribed as "NHPC Buyback Offer 2018". One copy of the TRS will be retained by Registrar to the Buyback Offer and it will provide acknowledgement of the same to the Eligible Shareholder.
 - d) Eligible Shareholders holding physical shares should note that physical Equity Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the physical Equity Shares for Buyback by the Company shall be subject to verification as per the Buyback Regulations and any further directions issued in this regard. Registrar to the Buyback will verify such bids based on the documents submitted on a daily basis and till such verification, the Stock Exchanges shall display such bids as 'unconfirmed physical bids'. Once Registrar to the Buyback confirms the bids, they will be treated as 'Confirmed Bids'.
 - e) In case an Eligible Shareholder has submitted Equity Shares in physical form for dematerialization, such Eligible Shareholder should ensure that the process of getting the Equity Shares dematerialized is completed well in time so that they can participate in the Buyback Offer before Buyback Closing Date.
 - f) An unregistered shareholder, holding Shares in physical form may also tender his shares for Buyback by submitting the duly executed transfer deed for transfer of shares, purchased prior to Record Date, in his name, along with the offer form, copy of his PAN card and of the person from whom he has purchased shares and other relevant documents as required for transfer, if any.

20.22. Additional requirements in respect of tenders by Non-resident shareholders

- a) While tendering their Equity Shares under the Buyback Offer, all Eligible Shareholders being Non-Resident Shareholders (excluding FIIs/ FPIs) shall also enclose a copy of the permission received by them from RBI, if applicable, to acquire the Equity Shares held by them.
- b) FII/FPI shareholders should enclose a copy of their SEBI registration certificate.

- c) In case the Equity Shares are held on repatriation basis, the Eligible Shareholder, being a Non-Resident Shareholder, shall obtain and enclose a letter from its authorized dealer/ bank confirming that at the time of acquiring the said Equity Shares, payment for the same was made by the such Eligible Shareholder from the appropriate account (e.g. NRE a/c.) as specified by RBI in its approval. In case the Eligible Shareholder, being a Non-Resident Shareholder, is not in a position to produce the said certificate, the Equity Shares would be deemed to have been acquired on non repatriation basis and in that case the such Eligible Shareholder shall submit a consent letter addressed to the Company allowing the Company to make the payment on a non-repatriation basis in respect of the valid Equity Shares accepted under the Buyback.
- d) If any of the above stated documents, as applicable, are not enclosed along with the Tender Form, the Equity Shares tendered under the Buyback Offer are liable to be rejected.
- 20.23. Non-receipt of the Letter of Offer by, or accidental omission to dispatch the Letter of Offer to any Eligible Shareholder, shall not invalidate the Buyback Offer in any way. Shareholders not receiving the Letter of Offer, if they so desire, may also apply on the Tender Form downloaded from SEBI website (www.sebi.gov.in) or obtain a duplicate copy of the same by writing to the Registrar to the Buyback. Please note that the Company shall accept Equity Shares validly tendered for the Buyback Offer on the basis of their holding and entitlement as appearing in the records of the Company as on the Record Date.
- 20.24. The acceptance of the Buyback Offer made by the Company is entirely at the discretion of the Eligible Shareholders of the Company. The Company does not accept any responsibility for the decision of any Eligible Shareholder to either participate or to not participate in the Buyback Offer. The Company will not be responsible in any manner for any loss of Share certificate(s) and other documents during transit and the Eligible Shareholders are advised to adequately safeguard their interest in this regard.
- 20.25. The instructions and authorizations contained in the Tender Form constitute an integral part of the terms of this Buyback Offer.
- 20.26. In case of non-receipt of the Letter of Offer / Tender Form:**
- a) **In case the Equity Shares are in dematerialized form:** An Eligible Shareholder may participate in the Offer by downloading the Tender Form from the website of the Company i.e. www.nhpcindia.com or send an application in writing on plain paper signed by all Eligible Shareholders (in case of joint holding) stating name and address of Shareholder(s), number of Equity Shares held as on the Record Date, Client ID number, DP Name/ID, beneficiary account number, number of Equity Shares tendered for the Buyback.
- b) **In case the Equity Shares are in physical form:** An Eligible Shareholder may participate in the Buyback Offer by providing an application in writing on a plain paper signed by all Eligible Shareholders (in case of joint holding) stating name, address, folio number, number of Equity Shares held, share certificate number, number of Equity Shares tendered for the Buyback Offer and the distinctive numbers thereof, enclosing the original share certificate(s), copy of Eligible Shareholders' PAN card(s), executed share transfer form in favour of the Company and other necessary documents. The transfer form SH-4 can be downloaded from the Company's website i.e. www.nhpcindia.com. Shareholders/Shareholder Broker must ensure that the Tender Form, along with TRS and the requisite documents (as mentioned in paragraph 20.21 above), reach the Registrar to the Buyback no later than 2 (two) days from the Buyback Closing Date i.e. January 16, 2019 (by 05:00 p.m). If the signature(s) of the Eligible Shareholders provided in the plain paper application differs from the specimen signature(s) recorded with the Registrar of the Company or are not in the same order (although attested), such applications are liable to be rejected under this Buyback Offer.

The Company shall accept Equity Shares validly tendered by the Eligible Shareholder(s) in the Buyback on the basis of their shareholding as on the Record Date and the Buyback Entitlement. Eligible Shareholder(s) who intend to participate in the Buyback using the 'plain paper' option as mentioned in this paragraph are advised to confirm their entitlement from the Registrar to the Buyback, before participating in the Buyback.

Please note that Eligible Shareholder(s) who intend to participate in the Buyback will be required to approach their respective Shareholder Broker (along with the complete set of documents for verification procedures) and have to ensure that their bid is entered by their respective Shareholder Broker or broker in the electronic platform to be made available by the Stock Exchanges before the Buyback Closing Date, otherwise the same are liable to be rejected.

20.27. Method of Settlement

Upon finalization of the basis of acceptance as per Buyback Regulations:

- a) The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market and as intimated by the Clearing Corporation from time to time.
- b) The Company will pay the consideration to the Company's Broker on or before the pay-in date for Settlement, who in turn will make the funds pay-in in the settlement account of Clearing Corporation, as per the settlement schedule announced by Clearing Corporation.
- c) For Equity Shares accepted under the Buyback, Clearing Corporation will make direct funds payout to respective Eligible Shareholders. If Eligible Shareholders' bank account details are not available or if the funds transfer instruction is rejected by RBI/Bank, due to any reason, then such funds will be transferred to the concerned Shareholder Broker's settlement bank account for onward transfer to the Eligible Shareholders.
- d) In case of certain client types viz. NRI, Foreign Clients etc. (where there are specific RBI and other regulatory requirements pertaining to funds pay-out) who do not opt to settle through custodians, the funds pay-out would be given to their respective Shareholder Broker's settlement accounts for releasing the same to their respective Eligible Shareholder's bank account. In case of bids confirmed by custodian settlement will be released to custodies settlement account.
- e) For the Eligible Shareholder(s) holding Equity Shares in physical form, the funds pay-out would be given to their respective Shareholder Broker's settlement bank accounts for releasing the same to the respective Eligible Shareholder's account.
- f) The Equity Shares bought back in the demat form would be transferred directly to the demat escrow account of the Company (the "Demat Escrow Account") provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Demat Escrow Account on receipt of the Equity Shares from the clearing and settlement mechanism of the Stock Exchanges.
- g) Excess demat Equity Shares or unaccepted demat Equity Shares, if any, tendered by the Eligible Shareholders would be returned to them by Clearing Corporation as part of the exchange payout process, not later than January 23, 2019. In case of custodian participant orders, excess demat Shares or unaccepted demat Shares, if any, will be returned to the respective custodian depository pool account.
- h) Equity Shares in Physical form, to the extent tendered but not accepted, will be returned back to the concerned Shareholders directly by Registrar to the Buyback. The Company is authorized to split the share certificate and issue new consolidated share certificate for the unaccepted Equity Shares, in case the Equity Shares accepted by the Company are less than the Equity Shares tendered in the Buyback by Eligible Shareholders holding Equity Shares in the Physical form. Share certificates in respect of unaccepted and excess/ rejected Shares and other documents, if any, will be sent by Registered Post/Speed Post at the Shareholders' sole risk to the sole/first Shareholder (in case of joint Shareholders), at the address recorded with the Company.
- i) Shareholder Broker would issue contract note for the Equity Shares accepted under the Buyback. Company's Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.

- 20.28. Eligible Shareholders who intend to participate in the Buyback should consult their respective Shareholder Broker for payment to them of any cost, applicable taxes, charges and expenses (including brokerage) that may be levied by the Shareholder Broker upon the selling Eligible Shareholders for tendering Equity Shares in the Buyback (secondary market transaction). The Buyback consideration received by the selling Eligible Shareholders, in respect of accepted Equity Shares, could be net of such costs, applicable taxes, charges and expenses (including brokerage) and the Manager and the Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the selling Shareholders.

- 20.29. The Equity Shares lying to the credit of the Demat Escrow Account and the Equity Shares bought back and accepted in physical form will be extinguished in the manner and following the procedure prescribed in the Buyback Regulations and Companies Act, 2013.

20.30. Rejection Criteria

The Equity Shares tendered by Eligible Shareholders would be liable to be rejected on the following grounds:

For Eligible Shareholders holding shares in the dematerialized form if:

- a) the Shareholder is not a Eligible Shareholder of the Company as on the Record Date; or
- b) if there is a name mismatch in the dematerialized account of the Shareholder and PAN.

For Eligible Shareholders holding Equity Shares in the physical form if:

- a) The documents mentioned in the Tender Form for Eligible Shareholders holding Equity Shares in physical form are not received by the Registrar on or before January 16, 2019 (by 05:00 p.m.);
- b) If the share certificate of the Company is not enclosed with the Tender Form;
- c) If there is any other company's share certificate enclosed with the Tender Form instead of the Equity Share certificate of the Company;
- d) If the transfer/ transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholders;
- e) If the Eligible Shareholders bid the Equity Shares but the Registrar does not receive the physical Equity Share certificate; or
- f) In the event the signature in the Tender Form and Form SH-4 do not match as per the specimen signature recorded with Company or Registrar.

21. NOTE ON TAXATION

Disclosures in this paragraph are based on expert opinion sought by the Company.

SHAREHOLDERS ARE ADVISED TO CONSULT THEIR TAX ADVISORS FOR THE APPLICABLE TAX PROVISIONS INCLUDING THE TREATMENT THAT MAY BE GIVEN BY THEIR RESPECTIVE ASSESSING OFFICERS IN THEIR CASE, AND THE APPROPRIATE COURSE OF ACTION THAT THEY SHOULD TAKE. THE COMPANY DOES NOT ACCEPT ANY RESPONSIBILITY FOR THE ACCURACY OR OTHERWISE OF SUCH ADVICE.

THE SUMMARY OF THE TAX CONSIDERATIONS IN THIS SECTION ARE BASED ON THE CURRENT PROVISIONS OF THE TAX LAWS OF INDIA AND THE REGULATIONS THEREUNDER, THE JUDICIAL AND THE ADMINISTRATIVE INTERPRETATIONS THEREOF, WHICH ARE SUBJECT TO CHANGE OR MODIFICATION BY SUBSEQUENT LEGISLATIVE, REGULATORY, ADMINISTRATIVE OR JUDICIAL DECISIONS. ANY SUCH CHANGES COULD HAVE DIFFERENT TAX IMPLICATIONS.

THE COMPANY DOES NOT ACCEPT ANY RESPONSIBILITY FOR THE ACCURACY OR OTHERWISE OF SUCH ADVICE. THEREFORE, SHAREHOLDERS CANNOT RELY ON THIS ADVICE AND THE SUMMARY TAX IMPLICATIONS RELATING TO THE TREATMENT OF INCOME TAX IN THE CASE OF BUY BACK OF LISTED EQUITY SHARES ON THE STOCK EXCHANGE SET OUT BELOW SHOULD BE TREATED AS INDICATIVE AND FOR GUIDANCE PURPOSES ONLY.

Given below is a broad summarization of the applicable sections of the Income-tax Act, 1961 ("**Income Tax Act**") relating to treatment of income-tax in case of buyback of listed equity shares on the stock exchange, which is provided only as a guidance.

General Background

The basis of charge of Indian income-tax depends upon the residential status of the taxpayer during a

tax year. A person who is a tax resident of India is liable to taxation in India on his worldwide income, subject to certain prescribed tax exemptions provided under the Income Tax Act 1961.

A person who is treated as non resident for Indian income tax purposes is generally subject to tax in India only on such person's India sourced income or income received by such person in India. In case of shares of a company, the source of income from shares would depend on the "situs" of such shares. As per judicial precedents, generally the "situs" of the shares is where the company is incorporated and where its shares can be transferred. Accordingly, since the company is incorporated in India, the shares of the Company would be "situated" in India and any gains arising to a non resident on transfer of such shares would be taxable in India under the Income Tax Act. Further the non resident can avail the beneficial provisions of the Double Taxation Avoidance Agreement ("DTAA") between India and the respective jurisdiction of the shareholder subject to meeting relevant conditions and providing and maintaining necessary information and documents as prescribed under the Income tax Act.

1. CLASSIFICATION OF SHARES AND SHAREHOLDERS

i. Based on the provisions of the Income Tax Act, shares can be classified under the following two categories:

- Shares held as investment (Income from transfer taxable under the head "Capital Gains")
- Shares held as stock-in-trade (Income from transfer taxable under the head "Profits and Gains from Business or Profession")

ii. Based on the provisions of the Income Tax Act, shareholders can be classified under the following categories:

a. Resident Shareholders being:

- Individuals, Hindu Undivided Family (HUF), Association of Persons (AOP) and Body of Individuals (BOI)
- Others

b. Non Resident Shareholders being:

- Non Resident Indians (NRIs)
- Foreign Institutional Investors (FIIs)
- Others:
 - Company
 - Other than Company

Investments by FII in any securities in accordance with the regulations made under the Securities Exchange board of India Act, 1992 would be treated as capital asset under the provisions of the Income Tax Act.

2. SHARES HELD AS INVESTMENT

i. For non-residents, taxability of capital gains would be subject to beneficial provisions of applicable Double Taxation Avoidance Agreement ("DTAA").

ii. The taxability as per the provisions of the Income Tax Act is discussed below.

a. Nature of capital gains as per the provisions of the Income Tax Act.

As per the provisions of the Income Tax Act, for determining as to whether the capital gains are short-term or long-term in nature:

- Where a capital asset, being listed equity shares of the Company being bought back, is held for a period of less than or equal to 12 months prior to the date of

- transfer, the same shall be treated as a short-term capital asset, and the gains arising therefrom shall be taxable as short-term capital gains (“STCG”).
- Similarly, where listed equity shares are held for a period of more than 12 months prior to the date of transfer, the same shall be treated as a long-term capital asset, and the gains arising therefrom shall be taxable as long-term capital gains (“LTCG”).
- b. Capital gains on buyback of shares are governed by the provisions of section 46A of the Income Tax Act. As per the provisions of section 46A, buyback of shares held as investment, would attract capital gains in the hands of shareholders as per provisions of section 48 of the Income Tax Act. The provisions of tax on distributed income of domestic company for buy back under Section 115QA of the Income Tax Act do not apply for shares listed on the stock exchange.

Buyback of shares through a recognized stock exchange

- iii. Where transaction for transfer of such equity shares (i.e. buyback) is entered into through a recognized stock exchange and such transaction is chargeable to Securities Transaction Tax (STT), the taxability is as under (for all categories of shareholders):
- As per the provisions of the Income Tax Act as amended by the Finance Act, 2018, the exemption to LTCG provided u/s. 10(38) of Income Tax Act has been withdrawn and tax is levied on LTCG exceeding ₹1 Lakh in a financial year arising on transfer of listed equity shares @ 10% without allowing the benefit of indexation under section 112A of Income Tax Act 1961. However, gains accrued on such equity shares till 31st January, 2018 have been exempted by providing that the cost of acquisition in respect of such equity shares which would be transferred on or after 1st April, 2018 in terms of provision of section 55(2)(ac) shall be higher of i) the actual cost of acquisition of such equity shares acquired before 1st February, 2018 or ii) the lower of a) the highest price of such equity shares quoted on the recognised stock exchange on the 31st January, 2018; or b) the actual sale value of such equity shares.
 - STCG arising from such transaction would be subject to tax @ 15% under section 111A of the Income Tax Act.

Further, in case of resident Individual or HUF, the benefit of maximum amount which is not chargeable to income-tax is considered while computing the tax on such STCG or LTCG.

In case of resident Individual or HUF, the benefit of maximum amount which is not chargeable to income tax is considered while computing the tax on such STCG taxable under Section 111A of the Income Tax Act. In such cases where the total income as reduced by such STCG is below the maximum amount not chargeable to tax, then such STCG shall be reduced by the amount by which the total income as so reduced falls short of the maximum amount which is not chargeable to income tax and on the balance of STCG, if any, income tax @15% is charged.

In case of sellers being companies as defined under the Income tax Act, the tax provisions of minimum alternate tax on book profits as provided u/s 115JB of the Income tax act need to be considered depending on their income and losses etc. for the year.

3. SHARES HELD AS STOCK-IN-TRADE

- i. If the shares are held as stock-in-trade by any of the Shareholders of the Company, then the gains would be characterized as business income and will be chargeable under the head “Profit and Gains from Business or Profession”. In such a case, the provisions of section 46A of the Income Tax Act would not apply.
- ii. Resident Shareholders
 - a. For individuals, HUF, AOP, BOI, profits would be taxable at slab rates.

- b. For a domestic company, where the turnover or gross receipts during the financial year 2016-17 does not exceed ₹ 250 crore, profits would be taxable at the rate of 25%
- c. For persons other than stated in points (a) and (b) above, profits would be taxable at the rate of 30%.

No benefit of indexation by virtue of period of holding would be available in any case.

iii. Non Resident Shareholders

- d. For Non Residents, taxability of profits as business income would be subject to beneficial provisions of applicable DTAA.
- e. Where DTAA provisions are not applicable:
 - For non-resident individuals, HUF, AOP, BOI, profits would be taxable at slab rates
 - For foreign companies, profits would be taxed in India @ 40%
 - For other non-resident shareholders, such as foreign firms, profits would be taxed in India @ 30%
 - Relevant provisions of the Income Tax Act pertaining to the taxability of FIIs shall be applicable.

4. TAX DEDUCTION AT SOURCE

i. In case of Resident Shareholders

In absence of any specific provision under the Income Tax Act, the Company shall not deduct tax on the consideration payable to resident shareholders pursuant to the said Buyback.

ii. In the case of Non-Resident Shareholders

Under the Income Tax laws, any capital gains paid to a non-resident is subject to deduction of tax at source, unless capital gains are realised by FIIs. However, since the buy-back is through the stock exchange, the company will not be able to withhold any taxes, and thus, the responsibility of withholding/discharge of the taxes due on such gains (if any) is solely on the custodians/ authorised dealer/ non-resident shareholder with no recourse to the company.

It is therefore recommended the non-resident shareholder may consult their custodians/ authorised dealers/ tax advisors appropriately.

The non-resident shareholders undertake to indemnify the Company if any tax demand is raised on the Company on account of gains arising to the non-resident shareholders on buyback of Equity Shares by the Company. The non-resident shareholders also undertake to provide the Company, on demand, the relevant details in respect of the taxability / non-taxability of the proceeds arising on buyback of Equity Shares by the Company, copy of tax return filed in India, evidence of the tax paid etc.

5. TAX RATE AND OTHER PROVISIONS

- i. Surcharge:- In addition to the basic tax rate, Surcharge on Income-tax is leviable as under:
 - a. In case of domestic companies: Surcharge @ 7% is levied where the total income exceeds ₹1 crore but does not exceed ₹10 crore and @ 12% is levied where the total income exceeds ₹10 crore.
 - b. In case of companies other than domestic companies: Surcharge is levied @ 2% on the amount of income tax if total income exceeds ₹1 crore but does not exceed ₹10 crore and @ 5% on the amount of income-tax if total income exceeds ₹10 crore.
 - c. In case of Firms/ Co-operative Societies/ Local Authorities: Surcharge @ 12% is

- levied where the total income exceeds ₹1 Crore
- d. In case of other assesses (i.e. other than companies and firms/ co-operative societies/ local authorities): Surcharge @ 10% for is levied where the total income exceeds ₹ 50 lakh but does not exceed ₹ 1 Crore and @ 15% is levied where the total income exceeds ₹ 1 crore
- ii. Cess:- Health and Education Cess of 4% is levied on the amount of income tax (inclusive of surcharge, if any) in all cases.
 - iii. The above note on taxation sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the disposal of equity shares.
 - iv. All the above benefits are as per the current tax laws (including amendments made by the Finance Act, 2018), legislation, its judicial interpretation and the policies of the regulatory authorities are subject to change from time to time, and these may have a bearing on the benefits listed above. Accordingly, any change or amendments in the law or relevant regulations would necessitate a review of the above.
 - v. Non-resident shareholders can avail beneficial provisions of the applicable Double Taxation Avoidance Agreement ('DTAA') entered into by India with relevant country in which the shareholder is resident but subject to fulfilling relevant conditions and submitting/ maintaining necessary documents prescribed under the Income Tax Act.
 - vi. Several of these benefits are dependent on the shareholders fulfilling the conditions prescribed under the provisions of the relevant sections under the relevant tax laws.

22. DECLARATION BY THE BOARD OF DIRECTORS

Declaration as required under clause (ix) and clause (x) of Part A of Schedule II to the Buyback Regulations:

The Board of Directors made the below mentioned declaration as on the date of passing the board resolution approving the Buyback (i.e. November 14, 2018). Subsequently, pursuant to the authority granted to the Functional Authority by the Board of Directors of the Company, in terms of resolution dated December 18, 2018, the Functional Authority has confirmed on behalf of Board of Directors that:

- i. There are no defaults subsisting in the repayment of deposits or interest payment thereon, redemption of debentures or interest payment thereon or preference shares or payment of dividend to any shareholder, or repayment of term loans or interest payable thereon to any financial institutions or banking company.
- ii. it has made a full enquiry into the affairs and prospects of the Company and based on such full inquiry conducted into the affairs and prospects of the company, has formed an opinion that:
 - a. immediately following the date of the Board Meeting held on November 14, 2018 approving the buyback and the date of this Letter of Offer, there will be no grounds on which the Company can be found unable to pay its debts;
 - b. as regards the Company's prospects for the year immediately following the date of the Board Meeting held on November 14, 2018 and the date of this Letter of Offer, having regard to the Board's intentions with respect to the management of the Company's business during the said year and to the amount and character of the financial resources which will in the Board's view be available to the Company during the said year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board Meeting approving the Buyback and a period of one year from the date of this Letter of Offer, as the case may be;
 - c. in forming an opinion as aforesaid, the Board has taken into account the liabilities as if the Company were being wound up under the provisions of the Companies Act,

2013 or the Insolvency and Bankruptcy Code, 2016, as the case may be (including prospective and contingent liabilities).

This declaration is made and issued by the Functional Authority (under the authority of the Board of Directors) in terms of the resolution passed at its meeting held on December 18, 2018.

For and on behalf of the Board of Directors of Company

Sd/- Shri Balraj Joshi Chairman and Managing Director DIN: 07449990	Sd/- Shri Ratish Kumar Director (Projects) DIN: 06852735	Sd/- Shri Mahesh Kumar Mittal Director (Finance) DIN: 02889021
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23. AUDITORS' CERTIFICATE

Report addressed to the Board of Directors by the Company's Auditors on the permissible capital payment and the opinion formed by directors regarding insolvency:

The text of the report dated November 14, 2018 received from the Joint Statutory Auditors of the Company viz. M/s Arora Vohra & Co., M/s DSP & Associates and M/s Lodha & Co., Chartered Accountants addressed to the Board of Directors of the Company is reproduced below:

Quote:

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

Dear Sirs,

Sub: Proposed buyback of Equity Shares of not exceeding 10% of the aggregate of the fully paid-up equity share capital and free reserves as per the audited accounts of the Company for the financial year ended March 31, 2018, on a proportionate basis (the "Buyback"), from the Eligible Shareholders by way of a tender offer through the stock exchange mechanism by NHPC Limited (the "Company").

1. This Report is issued in accordance with the terms of our engagement letter for the proposed buy-back of Equity Shares. The Board of Directors of NHPC Limited ("the Company") have approved a proposed Buy-back of Equity Shares by the Company at its meeting held on 14th November 2018, in pursuance of the provisions of Section 68, 69 and 70 of the Companies Act, 2013 ("the Act") and the Securities and Exchange Board of India (Buy- Back of Securities) Regulations, 2018, as amended (the "SEBI Buyback Regulations").
2. The accompanying Statement of permissible capital payment towards buy-back of equity shares based on the last Audited Standalone Financial Statements of the Company as at 31st March, 2018 (hereinafter referred together as the "Statement") is prepared by the management and same is initialled by us for identification purposes only.

Management's Responsibility for the Statement

3. The preparation of the Statement in accordance with Section 68 of the Companies Act, 2013 and the compliance with the SEBI Buyback regulations, is the responsibility of the Management of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
4. The management of the Company is responsible for ensuring that the Company complies with the requirements of the SEBI Buyback Regulation and the Act.

5. The Board of Directors are responsible to make a full inquiry into the affairs and prospects of the Company and to form an opinion that the Company will not be rendered insolvent within a period of one year from the date of meeting at which the proposal for buy-back was approved by the Board of Directors of the Company.

Auditors Responsibility

6. Pursuant to the requirements of the SEBI Buyback Regulations, it is our responsibility to provide a reasonable assurance:
 - a) that we have inquired into the Company's state of affairs of the Company in relation to its latest audited standalone financial statements as at 31st March 2018;
 - b) that the amount of the permissible capital payment for the proposed buy back of Equity Shares is properly determined considering the audited standalone financial statements for the year ended 31st March, 2018; and
 - c) that the Board of Directors have formed the opinion as specified in clause (xi) of Schedule I to the SEBI Buyback Regulations, as amended on reasonable grounds and that the Company, having regard to its state of affairs, will not be rendered insolvent within a period of one year from the date of the resolution by the Board of Directors of the Company.
7. The standalone financial statements referred to in paragraph 6 above, have been audited by M/S S N Dhawan & Co. LLP, M/S RAY & RAY and M/s Arora Vohra & Co., (Previous Auditors) on which they issued an unmodified audit opinion vide their report dated 28th May, 2018. In terms of their audit report, the audit of these standalone financial statements was conducted in accordance with the Standards on Auditing and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that they plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. Reliance has been placed by us on the audited financial statements audited by the Previous Auditors and their report issued thereupon.
8. A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the reporting requirements mentioned in paragraph 6 above. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated with the reporting requirements. We have performed the following procedures in relation to the Statement:
 - a) Enquired into the state of affairs of the Company in relation to its audited standalone financial statements for the year ended March 31, 2018;
 - b) Examined that the amount of capital payment for the Buy-back as detailed in Annexure A is within the permissible limit computed in accordance with section 68 of the Act;
 - c) Examined resolutions passed in the meetings of the Board of Directors.
 - d) Examined the Board of Director's declarations for the solvency of the Company;
 - e) Obtained necessary representations from the management of the Company.
9. We conducted our examination of the Statement in accordance with the Guidance note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India (ICAI). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
10. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services engagements.

Opinion

11. Based on the representations made by the Company and other information and explanations given to us, which to the best of our knowledge and belief were necessary for this purpose, we report that: -
 - (i) We have inquired into the state of affairs of the Company in relation to its audited standalone financial statements for the year ended 31st March, 2018, which has been approved by the Board of Directors of the Company on 28th May, 2018.

- (ii) The amount of permissible capital payment towards the proposed buy back of Equity Shares as computed in the statement attached herewith as Annexure 'A', is in accordance with Section 68 of the Act and the amounts of paid-up share capital and free reserves used in computation of permissible capital payment have been accurately extracted from the audited standalone financial statements of the Company for the year ended 31st March, 2018; and
- (iii) The Board of Directors of the Company, in their meeting held on 14th November 2018 have formed their opinion as specified in clause (xi) of Schedule I to the SEBI Buyback Regulations, as amended, on reasonable grounds and that the Company, having regard to its state of affairs, will not be rendered insolvent within a period of one year from the date of passing the Board meeting resolution dated 14th November 2018.

We are not aware of anything to indicate that the opinion expressed by the Directors in the declaration as to any of the matters mentioned in the declaration as approved by the Board of Directors in their meeting held on 14th November 2018, is unreasonable in any of the circumstances in the present context.

Restriction on Use

12. This report is addressed to and provided to the Board of Directors of the Company pursuant to the requirements of the Buyback Regulations solely to enable the Board of Directors of the Company to include it in public announcement and Draft Letter of Offer/ Letter of Offer to be dispatched to the shareholders and filed with various regulatory agencies, in connection with buyback of equity shares, in pursuance of provisions of section 68, 69 and 70 of the Companies Act, 2013, SEBI Buyback Regulations and should not be used for any other purpose or by any other person.

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

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

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

(Rajat Mengi)
Partner
M. No. 089871

(Sanjay Jain)
Partner
M. No. 084906

(Prashant Khandelwal)
Partner
M. No. 056652

Place: New Delhi

Date: 14th Nov 2018

ANNEXURE-A

STATEMENT OF PERMISSIBLE CAPITAL PAYMENT AS AT 31ST MARCH 2018

The amount of permissible capital payment towards buy-back of equity shares as ascertained below in our view has been properly determined in accordance with Section 68 of the Companies Act, 2013:

Particulars	Amount (Rs. In Crores)
Issued, subscribed and fully paid up equity shares:	
10,25,93,20,519 Equity Shares of Rs 10 each, fully paid up	10259.32
Total- A	10259.32
Free Reserves	
General reserve	10088.11
Retained Earnings / Surplus in the statement of profit and loss	3446.45
Securities premium account	242.81
Total- B	13777.37
Total C= A+B	24036.69
Maximum amount permissible for the Buy-back under section 68 of the Companies Act, 2013 within the powers of the Board of Directors i.e. 10 % of the aggregate fully paid-up equity share capital and free reserves	2403.67

(Mahesh Kumar Mittal)
Director (Finance)

Unquote

24. DOCUMENTS FOR INSPECTION

The following material documents are available for inspection by the shareholders of NHPC Limited at the Registered Office: NHPC Office Complex, Sector-33, Faridabad - 121003, Haryana, India from 10.00 a.m. to 5.00 p.m. on any day, except Saturdays, Sundays and public holidays, during the Tendering Period.

- a) Copy of the Certificate of Incorporation;
- b) Memorandum and Articles of Association of NHPC Limited;
- c) Copy of the annual reports of NHPC Limited for the financial years ended March 31, 2018, March 31, 2017 and March 31, 2016 and limited reviewed financials for the six months ended September 30, 2018;
- d) Copy of the resolution passed by the Board of Directors at the meeting held on November 14, 2018 approving proposal for Buyback;
- e) Copy of Report dated November 14, 2018 received from M/s Arora Vohra & Co., M/s DSP & Associates and M/s Lodha & Co., Chartered Accountants, the Joint Statutory Auditors of the Company, in terms of clause (xi) of Part A to Schedule II of the Buyback Regulations;
- f) Copy of Declaration of solvency and an affidavit verifying the same in Form SH-9, as prescribed under Section 68(6) of the Companies Act;
- g) Copy of Escrow Agreement dated December 14, 2018 amongst NHPC Limited, Indusind Bank Limited and Ambit Capital Private Limited;
- h) Copy of the certificate from M/s Arora Vohra & Co., M/s DSP & Associates and M/s Lodha & Co., Chartered Accountants, the Joint Statutory Auditors of the Company, dated November 24, 2018 certifying that the Company has adequate funds for the purposes of Buyback
- i) Copy of Public Announcement dated November 15, 2018 published in the newspapers on November 16, 2018 regarding Buyback of Equity Shares;
- j) Opinion dated November 23, 2018 obtained by the Company on taxation; and
- k) SEBI Observation Letter no. SEBI/HO/CFD/DCR2/OW/P/2018/34458/1 dated December 17, 2018.

25. DETAILS OF COMPLIANCE OFFICER

Mr. Vijay Gupta, Company Secretary

NHPC Office Complex,
Sector-33, Faridabad - 121003,
Haryana, India
Tel: +91 (129) 225 4684,
Fax: +91 (129) 227 8025
E-mail: companysecretary@nhpc.nic.in

Investor may contact the Compliance Officer for any clarification or to address their grievances, if any, during office hours i.e. 10:00 a.m. and 5:00 p.m. on all working days except Saturday, Sunday and Public holidays

26. DETAILS OF THE REMEDIES AVAILABLE TO THE SHAREHOLDERS/ BENEFICIAL OWNERS

In case of any grievances relating to the Buyback (i.e. non-receipt of the Buyback consideration, share certificate, demat credit, etc.) the investor can approach the Compliance Officer and/or Manager to the Buyback and/or Registrar to the Buyback for redressal.

If the Company makes any default in complying with the provisions of Section 68, 69, 70 of the Companies Act, 2013 or rules made thereunder, the Company or any officer of the Company who is in default shall be punishable with imprisonment for a term and its limit, or with a fine and its limit or with both in terms of the Companies Act, 2013.

The address of the concerned office of the Registrar of Companies is as follows:

The Registrar of Companies (Delhi & Haryana)

4th Floor, IFCI Tower,
61, Nehru Place,
New Delhi – 110019

27. DETAILS OF INVESTOR SERVICE CENTRE

In case of any query, the shareholders may contact the Registrar & Transfer Agent on any day except Saturday, Sunday and Public holidays between 10:00 a.m. and 5:00 p.m. at the following address:



KARVY FINTECH PRIVATE LIMITED

Karvy Selenium Tower B, Plot No. 31-32,
Gachibowli, Financial District, Nanakramguda,
Hyderabad- 500 032, Telangana, India

Contact Person: M. Murali Krishna

Tel: +91 (040) 6716 2222

Fax: +91 (040) 2343 1551

E-mail: nhpc.buybackoffer@karvy.com;

Website: www.karvyfintech.com;

SEBI Registration Number: INR000000221

Validity Period: Permanent

CIN: U67200TG2017PTC117649

28. DETAILS OF MANAGER TO THE BUYBACK



AMBIT CAPITAL PRIVATE LIMITED

Ambit House, 449, Senapati Bapat Marg,
Lower Parel, Mumbai – 400013

Tel. No.: +91 22 3043 3000

Fax No.: +91 22 3042 3100

Contact Person: Ankit Wadhwa

Email: nhpc.buyback@ambit.co

Website: www.ambit.co

SEBI Registration Number: INM000012379

CIN: U74140MH1997PTC107598

29. DECLARATION BY THE DIRECTORS REGARDING AUTHENTICITY OF THE INFORMATION IN THE LETTER OF OFFER

As per Regulation 24(i)(a) of the Buyback Regulations, the Board of Directors of the Company accept full responsibility for the information contained in this Letter of Offer and confirm that the information in this Letter of Offer contain true, factual and material information and does not contain any misleading information. The Letter of Offer is issued under the authority of the Board of Directors by the Functional Authority through resolution passed by the Functional Authority at its meeting held on December 18, 2018.

For and on behalf of the Board of Directors of
NHPC Limited

Sd/-
Shri Balraj Joshi
Chairman and Managing Director
DIN: 07449990

Sd/-
Shri Ratish Kumar
Director (Projects)
DIN: 06852735

Sd/-
Shri Mahesh Kumar Mittal
Director (Finance)
DIN: 02889021

Date: December 18, 2018

Place: New Delhi

Enclosure:

1. Tender Form for Demat Shareholders
2. Tender Form for Physical Shareholders
3. Form No. SH-4 – Securities Transfer Form for Physical Shareholders

TENDER FORM
FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT
(FOR ELIGIBLE SHAREHOLDERS HOLDING SHARES IN DEMATERIALISED FORM)

Bid Number :

Date:

BUYBACK OPENS ON:	TUESDAY, JANUARY 1, 2019
BUYBACK CLOSSES ON:	MONDAY, JANUARY 14, 2019

For Registrar use		
Inward No.	Date	Stamp

Status: Please tick appropriate box			
<input type="checkbox"/>	Individual	<input type="checkbox"/>	Foreign Institutional Investors/ Foreign Portfolio Investors
<input type="checkbox"/>	Foreign Company	<input type="checkbox"/>	Non Resident Indian / OCB
<input type="checkbox"/>	Body Corporate	<input type="checkbox"/>	Bank / Financial Institution
<input type="checkbox"/>	VCF	<input type="checkbox"/>	Partnership/ LLP
<input type="checkbox"/>		<input type="checkbox"/>	Insurance Company
<input type="checkbox"/>		<input type="checkbox"/>	FVCI
<input type="checkbox"/>		<input type="checkbox"/>	Pension/ PF
<input type="checkbox"/>		<input type="checkbox"/>	Others (specify)

India Tax Residency Status: Please tick appropriate box

Resident in India Non-Resident in India Resident of _____ (Shareholder to fill the country of residence)

To,

The Board of Directors

NHPC Limited

C/o Karvy Fintech Private Limited
 Karvy Selenium Tower B, Plot No. 31-32, Gachibowli,
 Financial District, Nanakramguda, Hyderabad- 500 032

Dear Sirs,

Sub: Letter of Offer dated December 18, 2018 to Buyback 21,42,85,714 Equity Shares of NHPC Limited (the "Company") at a price of ₹ 28 (Rupees Twenty Eight Only) per Equity Share ("Buyback Price"), payable in cash ("Buyback")

- I / We (having read and understood the Letter of Offer dated December 18, 2018) hereby tender / offer my / our Equity Shares in response to the Buyback on the terms and conditions set out below and in the Letter of Offer.
- I / We authorise the Company to Buyback the Equity Shares offered (as mentioned below) and to issue instruction(s) to the Registrar to the Buyback to extinguish the Equity Shares.
- I / We hereby affirm and warrant that the Equity Shares comprised in this tender / offer are offered for Buyback by me / us are free from all liens, equitable interest, charges and encumbrance.
- I / We declare and warrant that there are no restraints / injunctions or other order(s)/ covenants of any nature which limits / restricts in any manner my / our right to tender Equity Shares for Buyback and that I / We am / are legally entitled to tender/ offer the Equity Shares for the Buyback.
- I / We agree that the consideration for the accepted Equity Shares will be paid to the Eligible Shareholder as per the provisions of Buyback Regulations and circulars issued by SEBI.
- I / We agree that the excess demat Equity Shares or unaccepted demat Equity Shares, if any, tendered would be returned to the Eligible Shareholder as per the provisions of Buyback Regulations and circulars issued by SEBI.
- I / We undertake to return to the Company any Buyback consideration that may be wrongfully received by me / us.
- I / We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my / our tender / offer and agree to abide by any decision that may be taken by the Company to effect the Buyback in accordance with the Companies Act, 2013 and rules made thereunder and the Buyback Regulations.
- Details of Equity Shares held and tendered / offered for Buyback:

	In Figures	In Words
Number of Equity Shares held as on Record Date i.e. November 30, 2018		
Number of Equity Shares entitled for Buyback (Buyback Entitlement)		
Number of Equity Shares offered for Buyback (including additional Equity Shares, if any)		

Note: An Eligible Shareholder may tender Equity Shares over and above his / her Buyback Entitlement. Number of Equity Shares validly tendered by any Eligible Shareholder up to the Buyback Entitlement of such Eligible Shareholder shall be accepted to the full extent. The Equity Shares tendered by any Eligible Shareholder over and above the Buyback Entitlement of such Eligible Shareholder shall be accepted in accordance with Paragraph 19 of the Letter of Offer. Equity Shares tendered by any Eligible Shareholder over and above the number of Equity Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of Acceptance.

—Tear along this line—

Acknowledgement Slip for NHPC Limited – Buy-back
 (to be filled by the Eligible Shareholder) (subject to verification)

DP ID: _____

Client ID _____

Received from Shri/ Smt./ M/s. _____

of Acceptance-cum-Acknowledgement, Original TRS along with: _____

No. of Equity Shares offered for Buyback (In Figures) _____ (In Words) _____

Please quote Client ID No. & DP No. for all future correspondence

STAMP OF BROKER

10. Details of Account with Depository Participant (DP):

Name of the Depository (tick whichever is applicable)	<input type="checkbox"/> NSDL	<input type="checkbox"/> CDSL
Name of the Depository Participant		
DP ID No.		
Client ID with the Depository Participant		

11. Eligible Shareholders' Details:

	First/Sole Holder	Joint Holder 1	Joint Holder 2	Joint Holder 3
Full Name(s) of the shareholder(s)				
Signature(s)*				
PAN				
Address of the Sole/First Eligible Shareholder				
Telephone No. / Email ID of the Sole/ First Eligible Shareholder				

*Corporate must affix rubber stamp and sign under valid authority. The corporate authorization should be enclosed with the application submitted.

12. **Applicable for all Non-resident shareholders**

I / We being a Non-Resident Shareholder, agree to obtain and submit all necessary approvals, if any and to the extent required from the concerned authorities including approvals from the Reserve Bank of India ("RBI") under Foreign Exchange Management Act, 1999 and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, as amended (the "FEMA Regulations") and the rules and regulations framed there under, for tendering Equity Shares in the Buyback, and also undertake to comply with the reporting requirements, if applicable, under the FEMA Regulations and any other rules, regulations and guidelines, in regard to remittance of funds outside India. I / We undertake to pay income taxes in India on any income arising on such Buyback and taxable in accordance with prevailing income tax laws in India within 7th day of the succeeding month in which the Equity Shares are bought back by the Company. I / We also undertake to indemnify the Company against any income tax liability on any income earned on such Buyback of Equity Shares by me / us. Details of bank account of the sole or first Eligible Shareholder to be incorporated in the consideration warrant (to be mandatorily filled).

INSTRUCTIONS

1. This Buyback will open on Tuesday, January 1, 2019 and close on Monday, January 14, 2019.
2. This Tender Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender Form.
3. The Equity Shares tendered in the Buyback shall be rejected if (i) the shareholder is not an Eligible Shareholder of the Company as on the Record Date; or (ii) if there is a name mismatch in the demat account of the Eligible Shareholder; or (iii) in case of receipt of completed Tender Form but non receipt of Equity Shares in the special account of the Clearing Corporation or non receipt of bid in the exchange bidding system.
4. The Eligible Shareholders will have to ensure that they keep the DP Account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to the Buyback being on a proportionate basis in terms of the ratio of Buyback.
5. Eligible Shareholders to whom the Buyback is made are free to tender Equity Shares to the extent of their Buyback Entitlement in whole or in part or in excess of their Buyback Entitlement, but not exceeding their holding as on the Record Date.
6. For the procedure to be followed by Eligible Shareholders for tendering in the Buyback, please refer to paragraph 20 of the Letter of Offer.
7. All documents sent by Eligible Shareholders will be at their own risk. Eligible Shareholders are advised to safeguard adequately their interests in this regard.
8. By agreeing to participate in the Buy-back the Non-Resident Shareholders give the Company the unconditional and irrevocable authority and power to make, sign, execute, deliver, acknowledge and perform all applications to file regulatory reportings, if required, including FC-TRS/SMF form, if necessary and undertake to provide assistance to the Company for such regulatory reporting, if required by the Company.
9. All capitalised items shall have the meaning ascribed to them in the Letter of Offer.

—Tear along this line—

ALL FUTURE CORRESPONDENCE IN CONNECTION WITH THIS BUYBACK, IF ANY, SHOULD BE ADDRESSED TO REGISTRAR TO THE BUYBACK AT THE FOLLOWING ADDRESS QUOTING YOUR CLIENT ID AND DP ID:

Investor Service Centre, NHPC Limited- Buyback Karvy Fintech Private Limited
 Karvy Selenium Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad- 500 032
Contact Person: M. Murali Krishna **Tel:** +91 (040) 6716 2222; **Fax:** +91 (040) 2343 1551
E-mail: nhpc.buyback@karvy.com; **Website:** www.karvyfintech.com;
SEBI Registration Number: INR000000221 **Validity Period:** Permanent Registration **CIN:** U67200TG2017PTC117649

TENDER FORM
FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT
(FOR ELIGIBLE SHAREHOLDERS HOLDING SHARES IN PHYSICAL FORM)

Bid Number :

Date:

BUYBACK OPENS ON:	TUESDAY, JANUARY 1, 2019
BUYBACK CLOSES ON:	MONDAY, JANUARY 14, 2019

For Registrar use		
Inward No.	Date	Stamp

Status: Please tick appropriate box			
<input type="checkbox"/> Individual	<input type="checkbox"/> Foreign Institutional Investors/ Foreign Portfolio Investors	<input type="checkbox"/> Insurance Company	
<input type="checkbox"/> Foreign Company	<input type="checkbox"/> Non Resident Indian / OCB	<input type="checkbox"/> FVCI	
<input type="checkbox"/> Body Corporate	<input type="checkbox"/> Bank / Financial Institution	<input type="checkbox"/> Pension/ PF	
<input type="checkbox"/> VCF	<input type="checkbox"/> Partnership/ LLP	<input type="checkbox"/> Others (specify)	

India Tax Residency Status: Please tick appropriate box

Resident in India Non-Resident in India Resident of _____ (Shareholder to fill the country of residence)

To,

The Board of Directors

NHPC Limited

C/o Karvy Fintech Private Limited
 Karvy Selenium Tower B, Plot No. 31-32, Gachibowli,
 Financial District, Nanakramguda, Hyderabad- 500 032

Dear Sirs,

Sub: Letter of Offer dated December 18, 2018 to Buyback 21,42,85,714 Equity Shares of NHPC Limited (the "Company") at a price of ₹ 28 (Rupees Twenty Eight Only) per Equity Share ("Buyback Price"), payable in cash ("Buyback")

- I / We (having read and understood the Letter of Offer dated December 18, 2018) hereby tender / offer my / our Equity Shares in response to the Buyback in accordance with the terms and conditions set out below and in the Letter of Offer.
- I / We authorise the Company to Buyback the Equity Shares offered (as mentioned below) and to issue instruction(s) to the Registrar to the Buyback to extinguish the Equity Share certificates.
- I / We hereby affirm and warrant that the Equity Shares comprised in this tender / offer are offered for Buyback by me / us free from all liens, equitable interest, charges and encumbrance.
- I / We declare and warrant that there are no restraints / injunctions or other order(s)/ covenants of any nature which limits / restricts in any manner my / our right to tender Equity Shares for Buyback and that I / we am / are legally entitled to tender/ offer the Equity Shares for the Buyback.
- I / We agree that the consideration for the accepted Shares will be paid to the Shareholder Broker as per secondary market mechanism.
- I / We agree that the Company will pay the Buyback Price only after due verification of the validity of the documents and that the consideration may be paid to the first named Eligible Shareholder.
- I / We agree that the Company is not obliged to accept any Equity Shares offered for Buyback where loss of Equity Share certificates has been notified to the Company.
- I / We undertake to return to the Company any Buyback consideration that may be wrongfully received by me / us.
- I / We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my / our tender / offer and agree to abide by any decision that may be taken by the Company to effect the Buyback in accordance with the Companies Act, 2013 and the rules made thereunder and the Buyback Regulations.
- I / We authorize the Company to split the Equity Share certificates and issue a new consolidated Equity Share certificate for the unaccepted Equity shares in case the Equity Shares accepted by the Company are less than the Equity Shares tendered by me/us in the Buyback.
- Details of Equity Shares held and tendered / offered for Buyback:

Particulars	In Figures	In Words
Number of Equity Shares held as on Record Date i.e. November 30, 2018		
Number of Equity Shares Entitled for Buyback (Buyback Entitlement)		
Number of Equity Shares offered for Buy Back (including additional Equity Shares, if any)		

Note: An Eligible Shareholder may tender Equity Shares over and above his / her Buyback Entitlement. Number of Equity Shares validly tendered by any Eligible Shareholder up to the Buyback Entitlement of such Eligible Shareholder shall be accepted to the full extent. The Equity Shares tendered by any Eligible Shareholder over and above the Buyback Entitlement of such Eligible Shareholder shall be accepted in accordance with Paragraph 19 of the Letter of Offer. Equity Shares tendered by any Eligible Shareholder over and above the number of Equity Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of Acceptance.

—Tear along this line—

Acknowledgement Slip: NHPC Limited – Buyback
(to be filled by the Eligible Shareholder) (subject to verification)

Ledger Folio No.: _____

Received from Shri/ Smt./ M/s. _____

Form of Acceptance-cum-Acknowledgement, Original TRS along with: _____

No. of Equity Shares offered for Buyback (In Figures) _____ (In Words) _____

Please quote Ledger Folio No. for all future correspondence

STAMP OF BROKER

12. Details of Share Certificate(s) Enclosed: Total No. of Share Certificates Submitted:

Serial No.	Folio No.	Share Certificate No.	Distinctive No.		No. of Shares
			From	To	
1.					
2.					
3.					
4.					
Total					

In case the number of folios and equity share certificates enclosed exceed four nos., please attach a separate sheet giving details in the same format as above.

13. Details of other Documents (duly attested) (Please ✓ as appropriate, if applicable) enclosed:

- | | |
|---|---|
| <input type="checkbox"/> Power of Attorney | <input type="checkbox"/> Previous RBI approvals for acquiring the Equity Shares of NHPC Limited tendered in the Buyback |
| <input type="checkbox"/> Corporate authorizations | <input type="checkbox"/> Death Certificate |
| <input type="checkbox"/> Succession Certificate | <input type="checkbox"/> Self attested copy of Permanent Account Number (PAN Card) |
| <input type="checkbox"/> TRS | <input type="checkbox"/> Others (please specify) |

14. Eligible Shareholders' Details:

	First/Sole Holder	Joint Holder 1	Joint Holder 2	Joint Holder 3
Full Name(s) of the shareholder				
Signature(s)*				
PAN No.				
Address of the Sole/First Eligible Shareholder				
Telephone No. / Email ID of the Sole/ First Eligible Shareholder				

*Corporate must affix rubber stamp and sign under valid authority. The corporate authorization should be enclosed with the application submitted.

15. Details of the bank account of the sole or first Shareholder to be incorporated in the consideration warrant (to be mandatorily filled)

Name of the Bank	Branch and City	Account Number (indicate type of account)

16. Applicable for all Non-resident shareholders

I / We being a Non-Resident Shareholder, agree to obtain and submit all necessary approvals, if any and to the extent required from the concerned authorities including approvals from the Reserve Bank of India ("RBI") under Foreign Exchange Management Act, 1999 and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, as amended (the "FEMA Regulations") and the rules and regulations framed there under, for tendering Equity Shares in the Buyback, and also undertake to comply with the reporting requirements, if applicable, under the FEMA Regulations and any other rules, regulations and guidelines, in regard to remittance of funds outside India. I / We undertake to pay income taxes in India on any income arising on such Buyback and taxable in accordance with prevailing income tax laws in India within 7th day of the succeeding month in which the Equity Shares are bought back by the Company. I / We also undertake to indemnify the Company against any income tax liability on any income earned on such Buyback of Equity Shares by me / us. Details of bank account of the sole or first Eligible Shareholder to be incorporated in the consideration warrant (to be mandatorily filled).

INSTRUCTIONS

- The Buyback will open on Tuesday, January 1, 2019 and close on Monday, January 14, 2019.
- This Tender Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender Form.
- Eligible Shareholders who wish to tender their Equity Shares in response to this Buyback should deliver the following documents so as to reach before the close of business hours to the Registrar (as mentioned in the Letter of Offer) on or before Wednesday, January 16, 2019 by 5 PM (i) The relevant Tender Form duly signed by all Eligible Shareholders in case shares are in joint names) in the same order in which they hold the Equity Shares; (ii) Original Equity Share certificates; (iii) Self attested copy of the Permanent Account Number (PAN) Card; (iv) Transfer deed (Form SH 4) duly signed (by all Eligible Shareholders in case Equity Shares are held jointly) in the same order in which they hold the Equity Shares.
- Eligible Shareholders should also provide all relevant documents in addition to the above documents, which include but are not limited to: (i) Duly attested power of attorney registered with the Registrar, if any person other than the Eligible Shareholder has signed the relevant Tender Form; (ii) Duly attested death certificate / succession certificate in case any Eligible Shareholder is deceased; and (iii) Necessary corporate authorisations, such as Board Resolutions etc., in case of companies.
- Eligible Shareholders to whom the Buyback is being made are free to tender Equity Shares to the extent of their entitlement in whole or in part or in excess of their entitlement.
- All documents sent by the Shareholder Broker/custodian will be at their own risk and the Shareholder Broker/ custodian is advised to adequately safeguard their interests in this regard.
- For the procedure to be followed by Eligible Shareholders for tendering in the Buyback, please refer to paragraph 20 of the Letter of Offer.
- All documents as mentioned above, shall be enclosed with the valid Tender Form, otherwise the Equity Shares tendered will be liable for rejection. The Equity Shares shall be liable for rejection on the following grounds amongst others: (a) The documents mentioned in the Tender Form for Eligible Shareholders holding Equity Shares in physical form are not received by the Registrar on or before Wednesday, January 16, 2019 (by 05:00 p.m.); (b) If the share certificate of the Company is not enclosed with the Tender Form; (c) If there is any other company's share certificate enclosed with the Tender Form instead of the Equity share certificate of the Company; (d) If the transfer/ transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholders; (e) If the Eligible Shareholders bid the Equity Shares but the Registrar does not receive the physical Equity Share certificate; or (f) In the event the signature in the Tender Form and Form SH-4 do not match as per the specimen signature recorded with Company or Registrar.
- By agreeing to participate in the Buy-back the Non-Resident Shareholders give the Company the unconditional and irrevocable authority and power to make, sign, execute, deliver, acknowledge and perform all applications to file regulatory reportings, if required, including FC-TRS/SMF form, if necessary and undertake to provide assistance to the Company for such regulatory reporting, if required by the Company.
- All capitalised items shall have the meaning ascribed to them in the Letter of Offer.

—Tear along this line—

ALL FUTURE CORRESPONDENCE IN CONNECTION WITH THIS BUYBACK, IF ANY, SHOULD BE ADDRESSED TO REGISTRAR TO THE BUYBACK AT THE FOLLOWING ADDRESS QUOTING YOUR CLIENT ID AND DP ID:

Investor Service Centre, NHPC Limited- Buyback
Karvy Fintech Private Limited
 Karvy Selenium Tower B, Plot No. 31-32, Gachibowli, Financial District,
 Nanakramguda, Hyderabad- 500 032
Contact Person: M. Murali Krishna
Tel: +91 (040) 6716 2222; **Fax:** +91 (040) 2343 1551
E-mail: nhpc.buyback@karvy.com;
Website: www.karvyfintech.com;
SEBI Registration Number: INR000000221
Validity Period: Permanent Registration
CIN: U67200TG2017PTC117649

Form No. SH-4

Securities Transfer Form

[Pursuant to Section 56 of the Companies Act, 2013 and sub-rule (1) of Rule 11 of the Companies
(Share Capital and Debentures) Rules 2014]

Date of execution: ____ / ____ / ____

FOR THE CONSIDERATION stated below the "Transferor(s)" named do hereby transfer to the "Transferee(s)" named the securities specified below subject to the conditions on which the said securities are now held by the Transferor(s) and the Transferee(s) do hereby agree to accept and hold the said securities subject to the conditions aforesaid.

CIN:

L	4	0	1	0	1	H	R	1	9	7	5	G	O	I	0	3	2	5	6	4
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Name of the company (in full): **NHPC LIMITED**

Name of the Stock Exchange where the company is listed, (if any): **BSE Limited and National Stock Exchange of India Limited**

DESCRIPTION OF SECURITIES

Kind/Class of securities (1)	Nominal value of each unit of security (2)	Amount called up Per unit of security (3)	Amount paid up per unit of security (4)
Equity Shares	₹ 10/-	₹ 10/-	₹ 10/-

No. of Securities being Transferred				Consideration received (Rs.)			
In Figures		In words		In words		In Figures	
Distinctive Number	From						
	To						
Corresponding Certificate Nos.							

Transferor's Particulars

Registered Folio Number

Name(s) in Full

PAN

Signature(s)

1. _____

2. _____

3. _____

I hereby confirm that the transferor has signed before me.

Signature of the Witness: _____

Name of the Witness: _____

Address of the Witness: _____

Pincode _____

Transferee's Particulars

Name in full (1)	Father's/Mother's /Spouse Name (2)	Address & E-mail id (3)
NHPC LIMITED	N.A.	NHPC Office Complex, Sector-33, Faridabad - 121003, Haryana, India. Email Id: companysecretary@nhpc.nic.in
Occupation (4)	Existing Folio No., if any (5)	Signature (6)
Business		

Folio No. of Transferee

Value of stamp affixed: Rs. _____

Enclosures:

1. Certificate of shares or debentures or other securities
2. If no certificate is issued, Letter of allotment
3. Others, Specify, _____

Specimen Signature of Transferee(s)

1. _____

2. _____

3. _____

STAMPS

For Office Use Only

Checked by _____

Signature Talled by _____

Entered in the Register of Transfer on _____

_____ vide Transfer no _____

Approval Date _____

Power of attorney / Probate / Death Certificate / Letter of Administration

Registered on _____ at

No _____