



NHPC LIMITED

(A Government of India Enterprise)

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

CIN: L40101HR1975GOI032564

Telephone: 0129-2278421

Fax No: 0129-2277941

Website: www.nhpcindia.com

Email ID: webmaster@nhpc.nic.in

NOTICE

NOTICE is hereby given that the 39th Annual General Meeting of the members of NHPC Limited will be held on Wednesday, the 23rd September, 2015 at 10:30 A.M. at Municipal Corporation Auditorium, NIT, Near B. K. Chowk, Faridabad – 121 001 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended 31st March, 2015, including Audited Balance Sheet as at 31st March, 2015 and the Statement of Profit & Loss for the year ended on that date together with report of the Board of Directors and Auditors' thereon.
2. To confirm payment of interim dividend and declare final dividend for the financial year 2014-15.
3. To appoint a Director in place of Shri R. S. Mina (DIN 00149956), who retires by rotation and being eligible, offers himself for re-appointment for the remaining/extended term at the pleasure of the President of India.
4. **To fix the remuneration of Joint Statutory Auditors for the financial year 2015-16 and if thought fit, to pass, the following resolutions as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 142 and all other provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Board of Directors be and is hereby authorised to fix the remuneration of Joint Statutory Auditors for the financial year 2015-16.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to these resolutions."

SPECIAL BUSINESS:

5. **To ratify the remuneration of the Cost Auditors for the financial year 2015-16 and if thought fit, to pass, the following resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration to the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year 2015-16, be and is hereby ratified as under:

- (a) ₹ 60,000/- per power station (excluding taxes, duties and TA/DA)
- (b) ₹ 50,000/- plus service tax for consolidation of cost audit reports of all the power stations by the Lead Cost Auditor and submission of consolidated cost audit report in form CRA-3.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to these resolutions."

6. **To appoint Shri Jayant Kumar (DIN 03010235), as Director of the Company and if thought fit, to pass, the following resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 including any statutory modification or re-enactment thereof for the time being in force, Shri Jayant Kumar (DIN 03010235), who was appointed as Director (Finance), by the President of India vide letter no. 9/1/2014-NHPC dated 26th May, 2015 and subsequently appointed as an Additional Director by the Board of Directors with effect from 26th May, 2015 to hold office until the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013 read with Articles of Association of the Company, and in respect of whom the Company has received a notice in writing from Shri Jayant Kumar (DIN 03010235) under Section 160 of the Companies Act, 2013 signifying his intention to propose himself as a candidate for the office of a Director of the Company, be and is hereby appointed as Director (Finance) of the Company, liable to retire by rotation, on terms & conditions determined by the Govt. of India."

7. **To consider issue of secured/unsecured redeemable non-convertible debentures/bonds aggregating up to ₹ 2500 crore through private placement and if thought fit, to pass, the following resolution as a Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 42, 71 and all other applicable provisions of the Companies Act, 2013 read with relevant rules (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to the provisions of the Articles of Association of the Company, approval of the members be and is hereby accorded



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to authorize the Board of Directors of the Company to offer or invite subscriptions for secured/unsecured redeemable non-convertible debentures/bonds, in one or more series/tranches, aggregating up to ₹ 2500 crore (Rupees Two Thousand Five Hundred Crore), on private placement, on such terms and conditions as the Board of Directors of the Company may, from time to time, determine and in the beneficial interest of the Company including time, consideration for the issue, utilization of issue proceeds and all other matter connected with or incidental thereto. The approval shall be valid for a period of one year from the date of approval;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do or cause to be done all such acts, deeds and other things as may be required or considered necessary or incidental thereto for giving effect to this resolution."

By order of the Board of Directors,

(Vijay Gupta)

Company Secretary

Date: 7th August, 2015

Regd Office:

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

NOTES:

1. The register of members and share transfer books of the Company will remain closed from 12th September, 2015 to 23rd September, 2015 (both days inclusive) for determining the name of members eligible for dividend on equity shares, if declared at the meeting.
2. The Board of Directors in their meeting held on 29th May, 2015 has recommended a final dividend @ 6% (₹ 0.60 per equity share) on the paid up equity share capital of the Company for the financial year 2014-15, including interim dividend @ 2% (₹ 0.20 per equity share) paid in February, 2015. The final dividend on equity shares, as recommended by the Board of Directors, subject to the provisions of the Companies Act, 2013, if declared at the Annual General Meeting, will be paid on or after 29th September, 2015 to members or their mandates whose names appear on the Company's register of members on 23rd September, 2015 in respect of physical shares. In respect of dematerialized shares, the dividend will be payable to the "beneficial owners" of the shares whose names appear in the statement of beneficial ownership furnished by National Securities Depository Limited and Central Depository Services (India) Limited as at the close of business hours on 11th September, 2015.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent (10%) of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for another person or shareholder.

The instrument of Proxy in order to be effective, should be deposited at the registered office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable. However, a proxy shall have no right to speak on any business item in the meeting.

4. Electronic copy of the Annual Report for 2014-15 is being sent to all the members whose e-mail addresses are registered with the Company/Depository Participant(s) for communication purposes, unless any member has requested for a hard copy of it. The members who have not registered their e-mail addresses, physical copies of the Annual Report for 2014-15 are being sent to them in the permitted mode.
5. Electronic copy of the notice of the 39th Annual General Meeting of the Company along with e-voting form indicating the process and manner of e-voting, attendance slip and proxy form is being sent to all the members whose e-mail addresses are registered with the Company/Depository Participant(s) for communication purposes, unless any member has requested for a hard copy of the same. The members who have not registered their e-mail addresses, physical copies of the notice of the 39th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with attendance slip and proxy form is being sent to them in the permitted mode.



6. Member(s) can opt for only one mode of voting i.e. either physically voting at the Annual General Meeting or voting through electronic means. A member who has voted through e-voting mechanism, is not debarred from participating in the general meeting physically. However, he shall not be allowed to vote in the meeting again and his earlier vote (cast through e-means) shall be treated as final.
7. In view of provisions of Section 107 of the Companies Act, 2013 read with general circular no. 20/2014 dated 17th June, 2014 issued by the Ministry of Corporate Affairs, voting by show of hands shall not be allowed in the meeting.
8. Members may also note that the notice of the 39th Annual General Meeting and the Annual Report for 2014-15 are available on the Company's website www.nhpcindia.com or on the link <http://nhpc-reports.nic.in>. The physical copies of the aforesaid documents will also be available at the Company's registered office in Faridabad for inspection between 11.00 a.m. to 1.00 p.m. on working days (barring Saturday and Sunday) prior to the Annual General Meeting. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the email id: companysecretary@nhpc.nic.in.
9. A statement pursuant to Section 102 (1) of the Companies Act, 2013, relating to the special business to be transacted at the meeting is annexed hereto.
10. In terms of Section 152 of the Companies Act, 2013, Shri R.S. Mina (DIN 00149956), Director, retire by rotation at the meeting and being eligible, offers himself for re-appointment. The tenure of Shri R. S. Mina (DIN 00149956), as Director (Personnel) of the Company in accordance with the order of Ministry of Power is up to 31.01.2017, or until further orders, whichever is earlier. The Board of Directors of the Company commends his re-appointment. Brief resume of Directors including of Shri R.S. Mina (DIN 00149956) proposed to be re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/chairmanships of board committees, shareholding and relationship between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the stock exchanges are annexed hereto.
11. Members are requested to:
 - a. note that copies of Annual Report will not be distributed at the Annual General Meeting, therefore, bring their copies of Annual Report, notice and attendance slip duly completed and signed at the meeting.
 - b. deliver duly completed and signed attendance slip at the entrance of the meeting venue, as entry to the hall will be strictly on basis of the entry slip to be provided from the counters at the venue in exchange of attendance slip.
 - c. note that the attendance slip/proxy form should be signed as per the specimen signature registered with M/s Karvy Computershare Private Limited "Karvy", Registrar & Transfer Agent (RTA)/Depository Participant (DP).
 - d. note that in case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
 - e. quote their Folio/Client ID& DP ID No. in all correspondence.
 - f. note that due to strict security reasons mobile phones, brief cases, eatables and other belongings are not allowed inside the auditorium/venue.**
 - g. note that no gifts/coupons will be distributed at the Annual General Meeting.
 - h. note that entry is restricted to members or registered proxy holders. Accordingly, persons other than members are requested to register their proxies before stipulated time.
12. Pursuant to the provisions of Investor Education and Protection Fund (uploading of information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 26th September, 2014 (date of last Annual General Meeting) on the website of the Company i.e. www.nhpcindia.com and also on the website of the Ministry of Corporate Affairs.
13. Members holding shares in electronic form are requested to update details regarding Bank Account Number, nine digits MICR number and residential address against their respective depository accounts to facilitate payments, if any. The Company or its Registrar and Transfer Agent i.e. Karvy cannot act on any request received directly from such members. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company/Karvy.
14. Members are advised to submit their Electronic Clearing System (ECS) mandates, to enable the Company to make remittance by means of ECS. Members holding shares in physical form may obtain and send the ECS mandate form to Karvy. Members holding shares in electronic form may obtain and send the ECS mandate form directly to their Depository Participant (DP). Those members who have already furnished the ECS mandate form to the Company/Registrar & Share Transfer Agent/DP with complete details need not send it again.

Members holding shares in physical form who do not wish to opt for ECS facility may please mail their bankers' name, branch address and account number to Karvy to enable them to print these details on the dividend warrants.



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15. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Karvy, for consolidation into a single folio.
16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/Karvy.
17. Non-Resident Indian members are requested to inform Karvy, regarding:
 - i. Change in their residential status on return to India for permanent settlement.
 - ii. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the Bank with pin code number, if not furnished earlier.
18. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any changes due to demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
19. Members holding shares in physical form and desirous of making a nomination are requested to submit nomination form in prescribed format to Karvy. In case of shares held in dematerialized form, the nomination has to be lodged with the respective Depository Participant.
20. Members desirous of getting any information on any items of business of this meeting are requested to address their queries to Shri Jayant Kumar (DIN 03010235), Director (Finance) and Shri K. K. Goel, Chief (Finance) & Chief Investor Relations Officer of the Company, at the registered office of the company at least ten days prior to the date of the meeting, so that the information required can be made readily available at the meeting.
21. Annual listing fee for the year 2015-16 has been paid to all stock exchanges wherein shares of the Company are listed.
22. Pursuant to Section 139(5) of the Companies Act, 2013, the Statutory Auditors of a Government Company are to be appointed or re-appointed by the Comptroller and Auditor General of India (C&AG). Further, their remuneration has to be fixed by the Company in a General Meeting or in such manner as the Company in General Meeting may determine in terms of Section 142(1) of the Companies Act, 2013. The C&AG has appointed M/s Ray & Ray, Kolkata, M/s Gupta Gupta & Associates, Jammu and M/s S. N. Dhawan & Co, New Delhi as Joint Statutory Auditors of the Company for the financial year 2015-16. The members of the Company in their 38th Annual General Meeting held on 26th September, 2014 fixed a sum of ₹ 51,25,000/- as remuneration to the Joint Statutory Auditors for the year 2014-15 excluding applicable taxes and reimbursement of actual travelling & out-of-pocket expenses. The members may consider and authorize the Board to fix an appropriate remuneration for Joint Statutory Auditors for the year 2015-16 as may be deemed fit by the Board.
23. Members who have not encashed their dividend warrants within its validity period may write to the Company at its Registered Office or to Karvy, for revalidating the warrants or payment in lieu of such warrants in the form of demand draft.
24. Relevant documents referred to in the accompanying notice and the statement are open for inspection by the members at the registered office of the Company on all working days, during business hours up to the date of the meeting. Members may write to the Company Secretary of the Company for the audited financial statements of the subsidiary companies. The annual accounts of the subsidiary companies shall also be available for inspection by any shareholders at the registered office of the Company.
25. None of the Directors of the Company is in any way related to each other.
26. Share transfer documents and all correspondence relating thereto, should be addressed to the Registrar and Transfer Agent of the Company – Shri S. Balaji Reddy, Manager, M/s. Karvy Computershare Private Ltd. ("Karvy"), Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032, Phone Nos. 040-67161571, e-mail: balaji.reddy@karvy.com.

Karvy is also the depository interface of the Company with both NSDL and CDSL.
27. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, notices, circulars, etc. from the Company electronically. The e-communication registration form is given in the Annual Report for 2014-15.
28. A route map to the venue of Annual General Meeting is annexed with this notice.
29. **Information and other instructions relating to e-voting are as under:**
 - (i) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Clause 35B of the Listing Agreement, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions



proposed to be passed in the 39th Annual General Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting'). The Company is also sending communication relating to remote e-voting which inter-alia contains details about user ID and password along with this notice.

- (ii) The Company has engaged the services of M/s Karvy Computershare Private Limited ("Karvy"), as the agency to provide e-voting facility. The remote e-voting facility is available at the link <https://evoting.karvy.com>.
- (iii) The facility for voting through ballot paper shall be made available at the venue of the Annual General Meeting and the members attending the meeting, who have not casted their vote by remote e-voting shall be able to vote at the meeting through ballot paper. The facility for voting by electronic voting system shall not be made available at the AGM of the Company.
- (iv) The members who have casted their vote by remote e-voting may also attend the meeting but shall not be entitled to cast their vote again.
- (v) The Chairman & Managing Director, who has been authorized by the Board of Directors at its meeting held on 29th July, 2015 has appointed Ms. Savita Jyoti (CP No. 1796), M/s Savita Jyoti Associates, Company Secretaries, E-86, Sainikpuri, Secunderabad – 500 094, Hyderabad, e-mail address: savitajyoti@yahoo.com, as Scrutinizer to scrutinize remote e-voting process and polling process in a fair and transparent manner and she has communicated her willingness to be appointed and will be available for same purpose.
- (vi) Voting rights shall be reckoned on the paid up value of shares registered in the name of the member/beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 16th September, 2015.
- (vii) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. 16th September, 2015 only shall be entitled to avail the facility of remote e-voting/ voting through ballot paper at the venue of the meeting.
- (viii) Any person who becomes a member of the Company after dispatch of the notice of the meeting and is holding shares as on the cut-off date i.e. 16th September, 2015, may obtain User ID and password for remote e-voting from Company's Registrar and Share transfer Agent, M/s Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot No. 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad-500032, Phone No: 040 6716 1500, E-mail id: einward.ris@karvy.com, Toll free Number: 18003454001 and Fax: 040-23420814 and can also request for the physical copy of the Annual Report.
- (ix) The remote e-voting facility will be available during the following period:

Commencement of remote e-voting	From 9:00 a.m. (IST) on 19th September, 2015
End of remote e-voting	Up to 5:00 p.m. (IST) on 22nd September, 2015

During this period, members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 16th September, 2015, may cast their vote electronically. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Karvy, upon expiry of aforesaid period. Once a vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

- (x) The Scrutinizer, shall immediately after the conclusion of the voting through ballot paper at the Annual General Meeting, first count the votes cast at the meeting through ballot paper, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in the employment of the Company and make, not later than 48 hours from conclusion of the meeting, a consolidated scrutinizer's report and submit the same to the Chairman & Managing Director of the Company.
- (xi) The results of voting will be declared within 48 hours from the conclusion of the Annual General Meeting. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.nhpcindia.com and on the website of Karvy <https://evoting.karvy.com>. The results shall simultaneously be communicated to stock exchanges.
- (xii) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 23rd September, 2015.

(xiii) Instructions and other information relating to remote e-voting:

- a) **In case a member receives an e-mail from Karvy [for members whose e-mail ids are registered with the Company/Depository Participant(s)]**
 - i. Open your web browser during the voting period and navigate to 'https://evoting.karvy.com'
 - ii. Enter the login credentials (i.e., user-id & password/pin) as mentioned in the e-voting form/e-mail sent through permitted mode. Your folio/DP Client ID will be your User-ID



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User – ID	For members holding shares in Demat Form:- a) For NSDL:- 8 character DP ID followed by 8 digits Client ID b) For CDSL:- 16 digits beneficiary ID For members holding shares in Physical Form:- • Event no. followed by Folio Number registered with the Company
Password	Your Unique password is printed in the e-voting form/e-mail forwarded through the permitted mode.
Captcha	Enter the verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

- iii. After entering these details appropriately, click on "LOGIN".
- iv. Members holding shares in demat/physical form will now reach password change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (\$,@,#). Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for remote e-voting through Karvy Computershare Private Limited remote e-voting platform. System will prompt you to change your password and update any contact details like mobile no, email ID etc on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, system will prompt to select the 'Event' i.e. 'Company Name'.
- vii. If you are holding shares in demat form and had logged on to <https://evoting.karvy.com> and casted your vote earlier for any company, then your existing login id and password are to be used.
- viii. On the voting page, you will see resolution description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If the shareholder does not want to cast, select 'ABSTAIN'.
- ix. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- x. Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- xi. Corporate/Institutional Members (Corporate/FIs/FILs/Trust/Mutual Funds/Banks, etc.) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to savitajyoti@yahoo.com with copy to evoting@karvy.com. The file scanned image of the Board Resolution should be in the naming format "Corporate Name_ Event no."
- xii. In case of any query pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website <https://evoting.karvy.com> or contact:

Name	Shri S V Raju / Shri S Balaji Reddy
Designation	Asst. General Manager / Manager
E-mail	einward.ris@karvy.com / raju.sv@karvy.com / balaji.reddy@karvy.com
Address	M/s Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad-500032
Contact details	Phone: 040-67161569 / 67161571

- (b) **In case a Member receives physical copy of the Annual General Meeting Notice by Post [for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy]:**
 - i. Initial password as provided overleaf.
 - ii. Please follow all steps from Sl. No. i to xii of (a) above, to cast vote.
- (c) Members can cast their vote online from 9:00 a.m. (IST) on 19th September, 2015 onwards till 5:00 p.m. (IST) on 22nd September, 2015.
- (d) Please contact our Registrar in toll free No. 1-800-34-54-001 for any further clarifications.



EXPLANATORY STATEMENT PURSUANT TO THE SECTION 102 OF THE COMPANIES ACT, 2013 ANNEXED TO THE NOTICE

Item No. 5

The Board, on the recommendation of the Audit Committee, has approved the appointment of following Cost Auditors to conduct the audit of cost records of the Company at a remuneration of ₹ 60,000/- per power station (excluding taxes, duties and TA/DA) for the financial year 2015-16:

S. No.	Name of the Firm	Allocation of the power stations including projects to be commissioned during F.Y. 2015-16
1.	M/s K. L. Jaisingh & Co, New Delhi/Noida	Salal, Uri-I and Uri-II
2.	M/s H. Tara & Co, New Delhi	Chamera-I, Baira Siul and Parbati-III
3.	M/s V. P. Gupta & Co, Noida*	Chamera-II and Sewa-II
4.	M/s S. K. R. & Associates, Jaipur	Tanakpur, Chamera-III and Dhauliganga
5.	M/s Jugal K Puri & Associates, New Delhi	Chutak and Nimmo Bazgo
6.	M/s N. K. Jain & Associates, New Delhi	Dulhasti, Loktak and TLDP-IV**
7.	M/s S. P. Bhattacharya & Co., Kolkata	Rangit, Teesta-V and TLDP-III

*M/s V. P. Gupta & Co., Noida has also been appointed as Lead Cost Auditor at a remuneration of ₹ 50,000/- (Rupees Fifty Thousand only) plus service tax for consolidation and submission of Cost Audit Report.

**Appointment in respect of TLDP-IV H.E. Project would be subject to its becoming commercially operative during the financial year 2015-16.

As per Rule 14 of the Companies (Audit and Auditors) Rules, 2014 read with Section 148(3) of the Companies Act, 2013, the remuneration recommended by the Audit Committee shall be considered and approved by the Board of Directors and ratified subsequently by the shareholders.

Accordingly, consent of the members is sought through an Ordinary Resolution for ratification of the remuneration payable to the Cost Auditors for the financial year 2015-16.

Further, it is expected that there can be need for more firm(s) of Cost Auditors to conduct audit during the year. Accordingly, the Board, on the recommendation of the audit committee, has approved a panel of three firms of the Cost Auditors at a remuneration of ₹ 60,000/- (excluding taxes, levies and TA / DA) for each power station.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice except to the extent of their shareholding in the Company.

The Board commends the Ordinary Resolution set out at Item no. 5 of the Notice for approval by the shareholders.

ITEM NO. 6

The Ministry of Power vide its order no. 9/1/2014-NHPC dated 26th May, 2015 appointed Shri Jayant Kumar to the post of Director (Finance) of the Company w.e.f. 26th May, 2015 till the date of superannuation i.e. 28th February, 2017, or until further orders, whichever is earlier.

The Board of Directors of the Company in its 384th meeting held on 29th May, 2015 had appointed Shri Jayant Kumar as an Additional Director under the provisions of Section 161 of the Companies Act, 2013 till the Annual General Meeting and confirmed him as Director (Finance) of the Company.

Since the tenure of appointment of Shri Jayant Kumar as an additional director is due to expire at the Annual General Meeting pursuant to Section 161(1) of the Companies Act, 2013, approval of the shareholders is being sought in order to confirm his directorship and to appoint him as Director (Finance) of the Company on the terms and conditions determined by the Government of India.

The Company has received a notice in writing from Shri Jayant Kumar along with the deposit of requisite amount under Section 160 of the Act proposing his candidature for the office of Director of the Company.

Shri Jayant Kumar is a member of the Institute of Cost Accountants of India. Shri Jayant Kumar has been associated with each and every area of Finance and Accounts including Treasury, Budget Formulation, Tariff, Finalisation of Accounts, Contract Management, Raising of Funds, Public Issue, and Private Placement of Bonds, Credit Rating, Initial Public Offering including Disinvestment, Listing in Stock Exchange, Buyback of NHPC shares etc. A brief resume of Shri Jayant Kumar is annexed with this notice.

Save and except Shri Jayant Kumar and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the shareholders.



Item No. 7

Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) deals with private placement of securities by a Company. Sub-rule (2) of the said Rule 14 states that in case of an offer or invitation to subscribe for non-convertible debentures/bonds on private placement, the Company shall obtain, once in a year, previous approval of its shareholders by means of a special resolution for all the offers or invitations for such debentures/bonds during the year.

In order to augment long term financial resources, inter alia, the on-going capital expenditure/replacement of high cost debts, the Company may invite subscription for Secured/Unsecured Redeemable Non-Convertible Debentures/Bonds in one or more series/tranches on Private Placement, issuable/redeemable at par at the rate of interest determined by the Board of Directors at the time of issue of such debentures/bonds during the year.

The resolution will enable the Board of Directors of the Company to invite subscription for non-convertible debentures/bonds, as may be required by the Company, from time to time and shall be valid for a period of one year from the date of approval as per the provisions of the Companies Act, 2013.

The Board of Directors of the Company has approved the above proposal and recommends the passing of the proposed Special Resolution by Members of the Company as contained in the Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice except to the extent of their shareholding in the Company.

BRIEF RESUME OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

Name	Shri R.S. Mina (DIN: 00149956)	Shri Jayant Kumar (DIN: 03010235)
Date of Birth & Age	12 th January, 1957 58 years	3 rd February, 1957 58 years
Date of Appointment	28 th April, 2009	26 th May, 2015
Qualification	He holds a bachelor's degree in Electrical Engineering from Maulana Azad College of Technology (now known as MANIT), Bhopal and MBA degree with specialization in financial and Human Resource Management from the Indira Gandhi National Open University (IGNOU).	He is an Associate Member of the Institute of Cost Accountants of India (ICAI).
Expertise in specific functional area	Over 34 years of experience in the power sector at technical & governance level. Shri Mina has handled diverse assignments like design, engineering, construction, execution, testing and commissioning of transmission lines and hydroelectric projects. His present responsibilities include Human Resource Management, Rajbhasha, Human Resource Development, Legal, Corporate Communication, Consultancy & JV, Business Development & Thermal and Research & Development.	He has got over 30 years of rich and varied experience in the field of Finance. He has been associated with each and every area of Finance and Accounts including Treasury, Budget Formulation, Tariff, Finalisation of Accounts, Contract Management, Raising of Funds, Public Issue, Private Placement of Bonds, Credit Rating, Initial Public Offering including Disinvestment, Listing in Stock Exchange, Buyback of shares etc.
Directorship held in other companies	<ol style="list-style-type: none"> NHDC Limited Bundelkhand Saur Urja Limited 	<ol style="list-style-type: none"> NHDC Limited
Membership / Chairmanship of Committees across all companies	<ol style="list-style-type: none"> NHPC Limited <ol style="list-style-type: none"> Stakeholders' Relationship Committee – Member Committee on CSR and SD – Member Risk Management Committee – Member Committee of Directors on Allotment and Post-Allotment Activities of NHPC Securities – Member Projects Investment Committee – Member Committee on Management Controls – Member Committee of Directors – Appellate Authority – Member NHDC Limited - NIL Bundelkhand Saur Urja Limited - NIL 	<ol style="list-style-type: none"> NHPC Limited <ol style="list-style-type: none"> Risk Management Committee – Member Projects Investment Committee – Member Committee of Directors on Allotment and Post-Allotment Activities of NHPC Securities – Member NHDC Limited <ol style="list-style-type: none"> Audit Committee – Chairman CSR Committee – Chairman Nomination & Remuneration Committee – Member
Number of shares held as on 31st March 2015	42,000	NIL



NHPC LIMITED

(A Government of India Enterprise)

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

CIN: L40101HR1975GOI032564

Telephone: 0129-2278421

Fax No: 0129-2277941

Website: www.nhpcindia.com

Email ID: webmaster@nhpc.nic.in

ATTENDANCE SLIP

39th ANNUAL GENERAL MEETING to be held on Wednesday, 23rd September, 2015 at 10:30 AM at Municipal Corporation Auditorium, NIT, Near B.K. Chowk, Faridabad – 121001.

NAME OF THE ATTENDING MEMBERS _____
(IN BLOCK LETTERS)

FOLIO No.* _____ Client ID No. _____

DP ID No. _____

No. of shares held _____

NAME OF PROXY

(IN BLOCK LETTERS TO BE FILLED IN,
IF THE PROXY ATTENDS INSTEAD
OF THE MEMBERS) _____

I, hereby record my presence at the 39th Annual General Meeting of the Company at Municipal Corporation Auditorium, NIT, Faridabad, on Wednesday, 23rd September, 2015.

Signature of Member/Proxy

*Applicable in case of shares held in physical form.

NOTES:

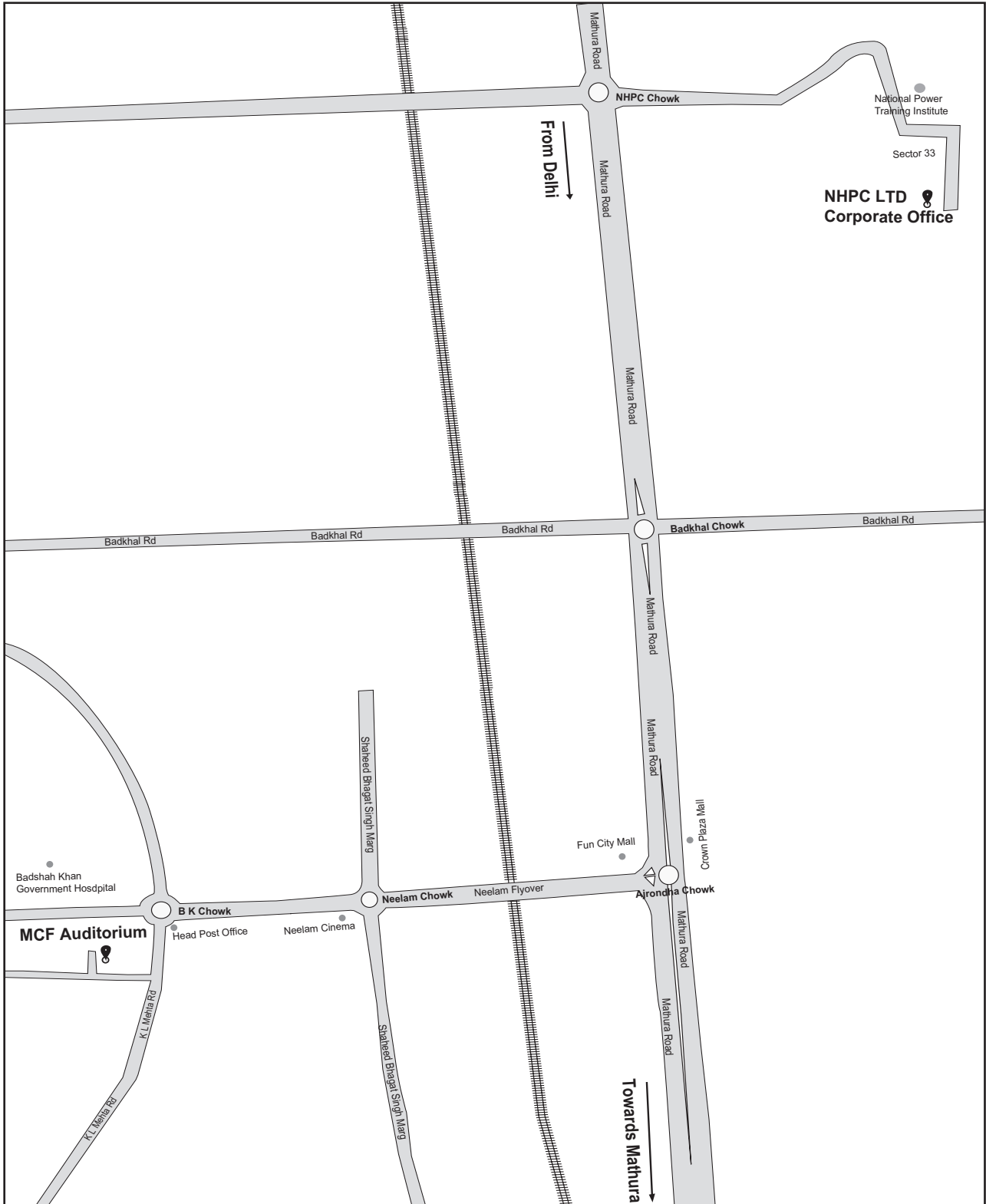
1. The attendance slip should be signed as per the specimen signature registered with Karvy Computershare Private Limited, Registrar & Transfer Agent (RTA) / Depository Participant (DP). Such duly completed and signed Attendance Slip(s) should be handed over at the RTA counter(s) at the venue against which RTA will provide admission card. Entry to the hall will be strictly on the basis of admission card as provided by RTA. Members in person and Proxy holders may please carry photo-ID card for identification/verification purposes.
2. Shareholder(s) present in person or through registered proxy shall only be entertained.
3. Due to strict security reasons mobile phones, brief cases, eatables and other belongings are not allowed inside the Auditorium. Shareholder(s)/proxy holder(s) will be required to take care of their belonging(s).
4. No gifts will be distributed at the Annual General Meeting.



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ROUTE MAP TO THE VENUE OF AGM





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PROXY FORM

Name of the Company : NHPC Limited
Registered office : NHPC Office Complex, Sector – 33, Faridabad, Haryana-121 003

Name of the member(s)	:	
Registered address	:	
E-mail Id	:	
Folio No/ Client Id	:	
DP ID	:	

I/We, being the member (s) of _____, shares of the above named company, hereby appoint:

- Name :
Address :
E-mail Id :
Signature :, or failing him
- Name :
Address :
E-mail Id :
Signature :, or failing him
- Name :
Address :
E-mail Id :
Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 39th Annual General Meeting of the Company, to be held on **Wednesday, 23rd September, 2015 at 10:30 A.M. at Municipal Corporation Auditorium, NIT, Near B K Chowk, Faridabad, Haryana – 121 001** and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Resolutions
Ordinary Business	
1.	To receive, consider and adopt the Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended 31 st March, 2015, including Audited Balance Sheet as at 31 st March, 2015 and the Statement of Profit & Loss for the year ended on that date together with report of the Board of Directors and Auditors' thereon.
2.	To confirm payment of interim dividend and declare final dividend for the financial year 2014-15.
3.	To appoint a Director in place of Shri R. S. Mina (DIN 00149956), who retires by rotation and being eligible, offers himself for re-appointment for the remaining/extended term at the pleasure of the President of India.
4.	To fix the remuneration of Joint Statutory Auditors for the financial year 2015-16.
Special Business	
5.	Ordinary Resolution to ratify the remuneration of the Cost Auditors for the financial year 2015-16.
6.	Ordinary Resolution to appoint Shri Jayant Kumar (DIN 03010235), as Director of the Company.
7.	Special Resolution to consider issue of secured/unsecured redeemable non-convertible debentures/bonds aggregating up to ₹ 2500 crore through private placement.

Signed this day of..... 2015

Signature of shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp of
appropriate
value

Note:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- For the Resolutions, Explanatory Statement and Notes, please refer to the notice of the 39th Annual General Meeting.
- Please complete all the details including details of member(s) in above box before submission.



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Website: www.nhpcindia.com

Fax No: 0129-2277941

Email ID: webmaster@nhpc.nic.in

Folio No. /DP Id/Client Id :

Name :

Address :

Joint Holder(s) :

Number of equity share(s) held :

Dear Member,

Sub: Voting through electronic means.

Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, as amended, and Clause 35B of the Listing Agreement, NHPC Limited ("NHPC" or "the Company") is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the 39th Annual General Meeting, scheduled to be held on Wednesday, 23rd September, 2015 at 10.30 A.M. at Municipal Corporation Auditorium, NIT, Near B K Chowk, Faridabad – 121 001 by electronic means ('remote e-voting').

The Company has engaged the services of M/s Karvy Computershare Private Limited ("KCPL" or "Karvy") as the Agency to provide e-voting facilities. The remote e-voting particulars are set out below:

EVEN (E-Voting Event Number)	User ID	Password/PIN

The remote e-voting facility will be available during the following voting period:

Commencement of remote e-voting : From 09.00 A.M. (IST) on 19th September, 2015

End of remote e-voting : Up to 05.00 P.M. (IST) on 22nd September, 2015

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Karvy upon expiry of aforesaid period.

The cut-off date for the purpose of remote e-voting and voting at the Annual General Meeting is 16th September, 2015.

This communication forms an integral part of the Notice dated 7th August, 2015 for the 39th Annual General Meeting scheduled to be held on 23rd September, 2015. The Annual Report for the financial year 2014-15 of the Company has also been mailed to you. A copy of the said Notice is sent herewith. **Please read the instructions printed overleaf before exercising the vote.**

The Notice of the 39th Annual General Meeting and this communication are also available on the website of the Company at www.nhpcindia.com.

Yours faithfully,
For NHPC Limited

(Vijay Gupta)
Company Secretary

Place: Faridabad

Date: 7th August, 2015

Information relating to e-voting

Instructions and other information relating to remote e-voting are as under:

1. (a) **In case a member receives an e-mail from Karvy** [for members whose e-mail ids are registered with the Company/Depository Participant(s)]
 - i. Open your web browser during the voting period and navigate to 'https://evoting.karvy.com'
 - ii. Enter the login credentials (i.e., user-id & password/pin) as mentioned overleaf/e-mail sent through permitted mode. Your folio/DP Client ID will be your User-ID

User – ID	For members holding shares in Demat Form:- a) For NSDL:- 8 character DP ID followed by 8 digits Client ID b) For CDSL:- 16 digits beneficiary ID For members holding shares in Physical Form:- • Event no. followed by Folio Number registered with the Company
Password	Your Unique password is printed overleaf/e-mail forwarded through the permitted mode.
Captcha	Enter the verification code i.e. please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

- iii. After entering these details appropriately, click on "LOGIN".
- iv. Members holding shares in demat/physical form will now reach password change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (\$,@,#). Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for remote e-voting through Karvy Computershare Private Limited remote e-voting platform. System will prompt you to change your password and update any contact details like mobile no, email ID etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, system will prompt to select the 'Event' i.e. 'Company Name'.
- vii. If you are holding shares in demat form and had logged on to <https://evoting.karvy.com> and casted your vote earlier for any company, then your existing login id and password are to be used.
- viii. On the voting page, you will see resolution description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If the shareholder does not want to cast, select 'ABSTAIN'.
- ix. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- x. Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- xi. Corporate/Institutional Members (Corporate/FIs/FLLs/Trust/Mutual Funds/Banks, etc.) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to savitajyoti@yahoo.com with copy to evoting@karvy.com. The file scanned image of the Board Resolution should be in the naming format "Corporate Name_ Event no."
- xii. In case of any query pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website <https://evoting.karvy.com> or contact:

Name	Shri S V Raju / Shri S Balaji Reddy
Designation	Asst. General Manager / Manager
E-mail	einward.ris@karvy.com / raju.sv@karvy.com / balaji.reddy@karvy.com
Address	M/s Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad-500032
Contact details	Phone: 040-67161569 / 67161571

- (b) **In case a Member receives physical copy of the Annual General Meeting Notice by Post [for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy]:**
 - i. Initial password as provided overleaf.
 - ii. Please follow all steps from Sl. No. i to xii of (a) above, to cast vote.
2. Please contact our Registrar in toll free no. 1-800-34-54-001 for any further clarifications.
3. Members can cast their vote online from 9:00 a.m. (IST) on 19th September, 2015 onwards till 5:00 p.m. (IST) on 22nd September, 2015.
4. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.
5. The facility for voting through ballot paper shall be made available at the venue of the Annual General Meeting and the members attending the meeting, who have not casted their vote by remote e-voting shall be able to vote at the meeting through ballot paper. The facility for voting by electronic voting system shall not be made available at the AGM of the Company.
6. The members who have casted their vote by remote e-voting may also attend the meeting but shall not be entitled to cast their vote again.
7. The Chairman & Managing Director, who has been authorized by the Board of Directors at its meeting held on 29th July, 2015 has appointed Ms. Savita Jyoti (CP No. 1796), M/s Savita Jyoti Associates, Company Secretaries, E-86, Sainikpuri, Secunderabad – 500 094, Hyderabad, e-mail address: savitajyoti@yahoo.com, as Scrutinizer to scrutinize remote e-voting process and polling process in a fair and transparent manner and she has communicated her willingness to be appointed and will be available for same purpose.
8. Voting rights shall be reckoned on the paid up value of shares registered in the name of the member/beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 16th September, 2015.
9. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. 16th September, 2015 only shall be entitled to avail facility of remote e-voting/through ballot paper at the venue of the meeting.
10. Any person who becomes a member of the Company after dispatch of the notice of the meeting and is holding shares as on the cut-off date i.e. 16th September, 2015, may obtain User ID and Password for remote e-voting from Company's Registrar and Share transfer Agent, M/s Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot No. 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad-500032, Phone No: 040-6716 1500, E-mail id: einward.ris@karvy.com, Toll free Number: 18003454001 and Fax: 040-23420814 and can also request for the physical copy of the Annual Report.
11. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 23rd September, 2015.
12. The Scrutinizer, shall immediately after the conclusion of the voting through ballot paper at the Annual General Meeting, first count the votes cast at the meeting through ballot paper, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in the employment of the Company and make, not later than 48 hours from conclusion of the meeting, a consolidated scrutinizer's report and submit the same to the Chairman & Managing Director of the Company.
13. The results of voting will be declared within 48 hours from the conclusion of the Annual General Meeting. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.nhpcindia.com and on the website of Karvy <https://evoting.karvy.com>. The results shall simultaneously be communicated to stock exchanges.