



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

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

फोन/Phone : \_\_\_\_\_

दिनांक/Date : \_\_\_\_\_

संदर्भ सं./Ref. No. \_\_\_\_\_

**NH/CS/199**

**15<sup>th</sup> May, 2015**

**M/s BSE Limited,**  
Pheroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai-400001

**Sub: Insider Trading Code of NHPC Ltd as per SEBI (Prohibition of Insider Trading) Regulations, 2015.**  
**Scrp Code: 533098**

Sirs,

It is to inform that the Board of Directors of NHPC Ltd in its 383<sup>rd</sup> Meeting held on 14<sup>th</sup> May, 2015 has considered and approved the new Insider Trading Code as per SEBI (Prohibition of Insider Trading) Regulations, 2015. A copy of the approved insider trading code is enclosed herewith for information and necessary action please.

Thanking you.

Yours faithfully,

  
(Vijay Gupta)  
Company Secretary 15/5/2015

**Encl. As above**

**NHPC LIMITED**  
**CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY INSIDER**

**[PURSUANT TO REGULATION 9(1) OF**  
**SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS – 2015]**

**CHAPTER I - PRELIMINARY**

This code of conduct to Regulate, Monitor and Report Trading by Insiders is framed pursuant to Regulation 9(1) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. This code is being framed with an aim that employees of the Company and connected persons shall not derive any benefit or assist others to derive any benefit from the access to and possession of Unpublished Price Sensitive Information about the Company which is not in the public domain and thus constitutes insider information.

**CHAPTER II- DEFINITIONS**

- 2.1** **"Act"** means the Securities and Exchange Board of India Act, 1992
- 2.2** **"Board"** means the Board of Directors of the Company
- 2.3** **"Body Corporate"** means a body corporate as defined in Section 2(11) of the Companies Act, 2013.
- 2.4** **"Code"** means Code of Conduct to Regulate, Monitor and Report Trading by Insiders including modifications made therein from time-to-time by the Company.
- 2.5** **"Company"** means NHPC Limited
- 2.6** **"Compliance Officer"** means any senior officer, designated so and reporting to the board of directors who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the board of directors of the company.
- 2.7** **"Connected Person"** means–
- (I) any person who is or has during the six months prior to the concerned act been associated with a company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the company or holds any position including a professional or business relationship between himself and the company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access:
  - (II) without prejudice to the generality of the forgoing, the person falling within the following categories shall be deemed to be connected persons unless the contrary is established,:-
    - (a) an immediate relative of connected persons specified in clause (i); or
    - (b) a holding company or associate company or subsidiary company; or
    - (c) an intermediary as specified in Section 12 of the Act or an employee or director thereof; or
    - (d) an investment company, trustee company, asset management company or an employee or director thereof; or

- (e) an official of a stock exchange or of clearing house or corporation; or
- (f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
- (g) a member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
- (h) an official or an employee of a self-regulatory organization recognized or authorized by the Board; or
- (i) a banker of the company; or
- (j) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his immediate relative or banker of the company, has more than ten percent of the holding or interest.

**2.8 "Designated Persons"** shall mean:

- (i) All Directors, Key Managerial Personnel and Chief Vigilance Officer.
- (ii) All Executives at the level of Chief/Chief Engineer and above and all the executives working in Finance and Company Secretariat.
- (iii) The Directors, Key Managerial Personnel and Employees (executives of the level of Chief/Chief Engineer and above) of the Subsidiary and Associate companies and Chief Vigilance Officer.
- (iv) Such other employees of the Company including that of Subsidiary/Associate companies, temporary/ ad-hoc employees designated by the Board of Directors from time to time to whom the trading restrictions shall be applicable.

In case any of the designated persons leaves the services of the Company, due to superannuation/resignation/ termination etc., he/she shall continue to be considered as such for a further period of six months subsequent to the date of his/her leaving the Company as envisaged under SEBI (Prohibition of Insider Trading) Regulations, 2015.

**2.9 "Director"** means a member of the Board of Directors of the Company.

**2.10 "Free Period"** means any Period other than the Prohibited Period.

**2.12 "Immediate Relative"** means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either of dependent financially on such person, or consults such person in taking decisions in relating to trading in securities;

**2.13 "Insider"** means any person who is:

- (i) a connected person; or
- (ii) in possession of or having access to unpublished price sensitive information;

**2.14 "Insider trading"** means when insiders use unpublished price sensitive information to arrive at securities trading (including buying as well as selling) decisions.

**2.15 "Officer of the Company"** means any person as defined in clause 59 of Section 2 of the Companies Act, 2013 i.e. "officer" includes any director, managing director or key managerial personnel or any person in accordance with whose directions or instructions the Board of Directors or any one or more of the directors is or are accustomed to act;

**2.16 "Prohibited Period"** means the period during which the "Trading Window" is closed.

Such prohibited Period normally begins 7 days prior to the date of the meeting in which the Board of Directors is to consider any Price Sensitive Information and ending after 48 hours after the conclusion of the Board Meeting. In addition, such other period as may be specified by the Compliance Officer from time to time in consultation with the Chairman & Managing Director.

**2.17 "Promoter"** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or any modification thereof;

**2.18 "Regulations"** means the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 including modifications made therein from time to time.

**2.19 "Securities"** includes the following Securities issued by the Company from time-to-time and listed in any stock exchange:

- Shares, scrips, stocks, bonds, debentures, debenture stock or other marketable Securities of a like nature;
- derivative;
- rights or interest in Securities;
- Such other instruments as may be declared by the Central Govt. to be Securities

**2.20 "Specified"** means specified by the Board in writing;

**2.21 "Stock Exchange"** means a stock exchange which is recognized by the Central Government or Securities and Exchange Board of India under Section 4 of Securities Contracts (Regulation) Act, 1956;

**2.22 "Takeover Regulations"** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;

**2.23 "Trading"** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly;

**2.24 "Trading Day"** means a day on which the recognized stock exchanges are open for trading;

**2.25 “Unpublished Price Sensitive Information”** means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of securities and shall, ordinarily including but not restricted to, information relating to the following:-

- (i) Financial results;
- (ii) Dividends;
- (iii) Change in capital structure;
- (iv) Mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
- (v) Change in key managerial personnel; and
- (vi) Material events in accordance with the listing agreement;

**2.26 “Valid Trading Window”** means any period other than prohibited period.

**2.27** Words and expressions used and not defined in this code but defined in the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and rules and regulations made there under shall have the meanings respectively assigned to them in those legislation.

### **CHAPTER- III -APPLICABILITY**

This Code shall be applicable to and binding on all the Directors, Officers, and other designated persons of the Company for trading in Securities of the Company with effect from 15.05.2015.

### **CHAPTER-IV – COMPLIANCE OFFICER**

#### **4.1 Compliance Officer**

The Company Secretary shall be the Compliance Officer for the purpose of this Code. In his absence, any other Officer of the Company Secretariat as the case may be shall act as the Compliance Officer.

The Compliance Officer shall report to the Board of Directors and in particular, shall provide reports to the Chairman of the Audit Committee, if any, or to the Chairman & Managing Director at such frequency as may be stipulated by the Board of Directors.

In order to discharge his functions effectively; the Compliance Officer shall be adequately empowered and provided with adequate manpower and infrastructure to effectively discharge his functions. In the performance of his duties, the Compliance Officer shall have access to all information and documents relating to the Securities, Designated Persons and Unpublished Price Sensitive Information of the Company.

The Compliance Officer shall maintain a Register of all Designated Persons and all changes taking place in the list from time to time shall be incorporated therein.

The Compliance Officer shall act as the focal point for dealing with SEBI in connection with all matters

relating to the compliance and effective implementation of the Regulations and this Code.

#### **4.2 DUTIES OF THE COMPLIANCE OFFICER:**

- a. He shall maintain a record of Designated Persons and any changes made to the list of Designated Persons in the prescribed form **(Form I)**.
- b. He may in consultation with the Chairman & Managing Director and shall as directed by the Board, specify Prohibited Period from time to time and immediately make an announcement thereof.
- c. He shall maintain a record of Prohibited Period specified from time to time in the prescribed format. **(Form II)**
- d. He shall be responsible for setting forth policies, procedures, monitoring adherence to the Rules for the preservation of 'Unpublished Price Sensitive Information', 'Pre-clearing of Designated Persons' and their Immediate Relatives' trades, monitoring of trades and the implementation of the Code of Conduct under the overall supervision of the Board of the Company.
- e. He shall maintain records of all the declarations submitted in the appropriate form given by the Directors, Officers, and Designated Persons for a minimum period of five years.
- f. He shall place before the Chairman & Managing Director, on a monthly basis all the details of the dealing in the Securities by the Designated Persons, Directors, Officers of the Company and the accompanying documents that such persons had executed under the pre-dealing procedure as envisaged in these rules.
- g. He shall be responsible for maintaining and implementation of the Code under the over-all supervision of the Board of the Company.
- h. He shall be assisting all the Officers and other Designated Persons to whom this code is applicable in addressing any clarifications regarding the Regulations and this Code.
- i. Any other responsibilities as assigned under this Code or under SEBI (Prohibition of Insider Trading) Regulations, 2015.

### **CHAPTER V—PRESERVATION OF “UNPUBLISHED PRICE SENSITIVE INFORMATION”**

#### **5.1 All the Directors, Officers and Designated Persons shall maintain the confidentiality of all Unpublished Price Sensitive Information coming into their possession or control.**

To comply with this confidentiality obligation, all the Directors, Officers and Designated Persons shall not, inter alia:

- (i) pass on Unpublished Price Sensitive Information to any person directly or indirectly by way of making a recommendation for the purchase or sale of securities of the Company ,or
- (ii) disclose Unpublished Price Sensitive Information to their family members, friends, business associates or any other individual, or
- (iii) discuss Unpublished Price Sensitive Information in public places, or
- (iv) disclose Unpublished Price Sensitive Information to any other employee who does not need to know the information for discharging his or her professional duties, or

- (v) recommend to anyone that they may undertake trading in Securities of the Company while being in possession, control or knowledge of Unpublished Price Sensitive Information, or
- (vi) be seen or perceived to be trading in Securities of the Company on the basis of Unpublished Price Sensitive Information.

Notwithstanding anything contained in this code, an unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction that would:–

- (i) entail an obligation to make an open offer under the takeover regulations where the board of directors of the company is of informed opinion that the proposed transaction is in the best interests of the company;
- (ii) not attract the obligation to make an open offer under the takeover regulations but where the board of directors of the company is of informed opinion that the proposed transaction is in the best interests of the company and the information that constitute unpublished price sensitive information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the board of directors may determine.

Provided that nothing contained above shall be applicable to any communication required in the ordinary course of business or profession or employment or under any law.

## **5.2 Limited access to confidential information**

Files containing confidential information shall be kept secured. Computer files must have adequate security of log-in and password, etc.

## **5.3 Need to know:**

All the Directors, Officers and other Designated Persons, who are privy to Unpublished Price Sensitive Information, shall handle the same strictly on a "need to know" basis. This means the Unpublished Price Sensitive Information shall be disclosed only to those persons within the Company who need to know the same in the course of performance or discharge of their respective professional duties and whose possession of Unpublished Price Sensitive Information will not in any manner give rise to a conflict of interest or likelihood of misuse of the information.

## **CHAPTER VI- TRADING WINDOW**

### **6.0 Trading Restriction:**

All the Directors, Officers, Connected Persons and other Designated Persons of the company and their immediate relatives shall be subject to trading restriction as enumerated below:-

- 6.1 Trading Window:** The Company shall specify a trading period, to be called "Trading Window", for trading in the Securities. The Directors, Officers and Designated Persons of the Company and their immediate relatives shall not trade in the Securities of the Company in their own name and their immediate relatives when the Trading Window is closed. The period during which the Trading Window is closed shall be termed as "Prohibited Period."



## **6.2 The Trading Window shall, inter alia, be closed in the following events:-**

- (a) Declaration of financial results (quarterly, half-yearly and annually)
- (b) Declaration of dividends(interim and final)
- (c) Change in capital structure and/or issue of securities by way of public/rights/bonus etc
- (d) Any major expansion plans or execution of new projects.
- (e) Amalgamation, mergers, takeovers and buy-back.
- (f) Disposal of whole or substantially whole of the undertaking.
- (g) Any changes in policies, plans or operations of the company, disruption of Operations due to natural calamities.
- (h) Any proposed Joint Venture /Foreign Collaboration and major Consultancy work in India or abroad.
- (i) Change in key managerial personnel.
- (j) Material events in accordance with the listing agreement
- (k) Any other event as may be notified by the Company from time to time including the Press Conference.

**6.3** The period of closure shall be effective from 7 days prior to the date on which the meeting of the Board of Directors is proposed to be held and extend upto 48 hours after the information is made public.

**6.4** All Directors, Officers, Connected Persons and Designated Persons and their immediate relatives of the Company shall conduct all their trading in the Securities of the Company only during the valid trading window and shall not trade in any transaction involving the purchase or sale of the Company's Securities during the Prohibited Periods or during any other period as may be specified by the Company from time to time.

**6.5** In case of Employee Stock Option Plan (ESOP), exercise of option may be allowed in the period when the Trading Window is closed. However, sale of shares allotted on exercise of ESOPs shall not be allowed when the Trading Window is closed.

## **CHAPTER-VII TRADING PLANS BY DESIGNATED PERSONS [Pursuant to Regulation 5 of SEBI (Prohibition of Insider Trading) Regulations, 2015]**

### **7.1 Trading Plans**

A Designated Person is entitled to formulate a trading plan and present it to the compliance officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.

Provided that such trading plan shall:

- (i) not entail commencement of trading earlier than six months from the public disclosure of the plan;
- (ii) not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the issuer of the securities and the second trading day after the disclosure of such financial results;



- (iii) entail trading for a period of not less than twelve months;
- (iv) not entail overlap of any period for which another trading plan is already in existence;
- (v) set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and
- (vi) not entail trading in securities for market abuse.

The trading plan once approved shall be irrevocable and the designated person shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.

Provided that the implementation of the trading plan shall not be commenced if any unpublished price sensitive information in possession of the designated person at the time of formulation of the plan has not become generally available at the time of the commencement of implementation and in such event the compliance officer shall confirm that the commencement ought to be deferred until such unpublished price sensitive information becomes generally available information.

## **7.2 Duty of Compliance Officer**

- (i) He shall review the trading plan to assess whether the plan would have any potential for violation of regulations and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.
- (ii) Upon approval of the trading plan, he shall notify the plan to the stock exchanges on which the securities are listed.

## **CHAPTER-VIII PRE-CLEARANCE OF TRADINGS IN SECURITIES**

### **8.1 Applicability**

All the Directors, Officers and *Designated Persons* who intend to trade in the Securities either in his own name or in the name of their Immediate Relatives beyond the minimum threshold limits mentioned below shall obtain Pre-clearance of the transactions as per the pre-dealing procedure as described hereunder.

Application for Pre-clearance shall be made only during valid Trading Window period. Applications submitted during a period when the Trading Window is closed shall be invalid and will be deemed to have been automatically rejected.

**Provided that** no designated persons shall apply for pre-clearance of any proposed trade if such designated person is in possession of unpublished price sensitive information even if the trading window is not closed.

Pre-clearance will not be necessary if the deal is for **5000 Equity Shares** to be traded in a single transaction or less than **20000 Equity Shares** to be traded in series of transactions within one week or such other limit as the CMD/Board may consider.

## 8.2 Pre-Clearance Procedure

An application for Pre-clearance of trade may be made in the prescribed form **(Form III)** to the Compliance Officer during valid Trading Window.

An undertaking shall be executed in favour of the Company by such Director, Officer and other Designated Persons incorporating, inter-alia, the following clauses. as may be applicable :

- (a) That he/she does not have any access or has not received "Unpublished Price Sensitive Information" up to the time of signing the Undertaking.
- (b) That in case he/she has access to or receives "Unpublished Price Sensitive Information" after the signing of the Undertaking but before the execution of the transaction he or she shall inform the Compliance Officer of the change in his position and that he or she would completely refrain from trading in the Securities of the Company till the time such information becomes generally available information.
- (c) That he or she has not contravened the Code of Conduct to Regulate, Monitor, and report trading by Insider as notified by the Company from time to time.
- (d) That he or she has made a full and true disclosure in the matter.

## 8.3 Approval

The Compliance Officer shall process the Pre-clearance applications and if Pre-clearance application is in accordance and in compliance with the provisions of this Code, the Compliance Officer shall endeavor to communicate the Pre-clearance immediately but not later than 48 hours from the time of receiving the application.

**For Pre-clearance of trading in Securities by the Compliance Officer, approval of Chairman & Managing Director shall be required.**

Every approval letter shall be issued in such format **(Form IV)**. Every approval shall be dated and shall be valid for a period of one week from the date of approval. However, such approval is automatically deemed to be withdrawn if such period is superseded by closure of Trading Window.

The Compliance Officer shall retain copies of all applications and acknowledgements and also maintain the Register of Pre-clearance of trade in prescribed format **(Form V)**.

The compliance officer may confidentially maintain a list of such securities as a "restricted list" which shall be used as the basis for approving or rejecting applications for preclearance of trades.

In exceptional circumstances consent may not be given if the Compliance Officer is of the opinion that the proposed trade is on the basis of possession of any Unpublished Price Sensitive Information. There shall be no obligation to give reasons for any withholding of consent.

## 8.4 Other Restrictions

All Directors, Officers and Designated persons and their immediate relatives shall execute their order in respect of Securities of the Company within one week after the approval of Pre-clearance is given. If the order is not executed within one week after the approval is given, the Directors, Officers and Designated Persons must Pre-clear the transaction again.

All Directors, Officers and Designated Persons who buy or sell any number of shares of the company shall not enter into a reverse transaction i.e. sell or buy any number of shares during the next six months following the prior transaction. All Directors, Officers and Designated Persons shall also not take positions in derivative transactions in the shares of the company at any time.

If a contra trade has been executed, inadvertently or otherwise, in violation of above restriction, the profit from such trade shall be liable to be disgorged for remittance to the SEBI for credit to the Investor protection and Education Fund.

In the case of subscription in the primary market (initial public offer), the above mentioned entities shall hold their investments for a minimum period of 30 days. Their holding period would commence when the securities are actually allotted.

In cases where sale of Securities is necessitated by personal emergency, the Compliance Officer may waive the Holding Period after recording in writing his or her reasons in this regard. An application for waiver of Holding Period shall be made to the Compliance Officer who shall maintain a Register of 'Waiver of restriction on holding investment in the Securities' for a minimum period of Six Months (30 days in case of IPO allotment) in the prescribed form **(Form VI)**.

## **8.5 Completion of Pre-cleared Dealing**

(a) The Director, Officer and Designated Person shall file within seven days of the execution of the trade, the details of such trade, with the Compliance Officer in the prescribed form. In the event of executing the transaction or not executing the transaction, a report to that effect shall be filed with the Compliance Officer. **(Form VII)**

(b) If a trade is not executed pursuant to the approval granted by the Compliance Officer within one week, then such person shall apply once again to the Compliance Officer for pre-clearance of the transaction covered under the said approval.

## **Chapter-IX REPORTING REQUIREMENTS FOR TRANSACTIONS IN SECURITIES**

### **9.1 Furnishing of details of NHPC Securities:**

In addition to complying with the reporting requirements as prescribed under this Code, every Promoter, Director, Key Managerial Personnel and other Designated Person of the Company shall file with the Compliance Officer (in **Form VIII**) the details of his holdings within 30 days of the date of implementation of this Code.

#### **Initial disclosure at the time of joining ( for new employees)**

All initial holding in Securities to be disclosed in **Form VIII** at the time of joining the Company (including that of his/her immediate relatives) within seven days.

#### **Subsequent/ Continual disclosure for any change in shareholding**

Any subsequent change in shareholding (including that of his/her Immediate relatives) including shares

acquired after pre-clearance, shall be intimated to the Compliance Officer within two trading days of such change in **Form No. IX**.

### **Annual disclosure**

Annual statements of all holdings (including his/her Immediate relatives) in Securities as at 31st March of each year shall be furnished to the Compliance Officer by the 7th of next month in **FORM-X**.

## **9.2 Records of disclosures received by the Company**

The compliance officer shall maintain records of all the declarations in the appropriate form given by the Directors, Officers and Designated Persons for a minimum period of five years.

The Compliance Officer shall place before the Chairman and Managing Director, on a monthly basis, all the details of the trading in the Securities by the Directors, Designated Persons, Officers of the Company and the accompanying documents that such persons had executed under the pre-dealing procedure as envisaged in the code.

## **Chapter X**

### **PENALTY FOR CONTRAVENTION OF CODE OF CONDUCT**

**10.1** Any Director, Officer, Designated Person who trades in Securities or communicates any information for trading in Securities, in contravention of the Code of conduct, may be penalized and appropriate action may be taken by the Company.

**10.2** Officers and Designated Persons of the Company who violate the Code of Conduct shall also be subject to disciplinary action by the Competent Authority under the Employees (Conduct, Discipline and Appeal) Rules of the Company.

The action by the Company shall not preclude SEBI from taking any action in case of violation of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

Under Section 15G of the SEBI Act, any Insider who indulges in insider trading in contravention of Regulation 3 is liable to a penalty of Rs. 25 crore or three times of the amount of profits made out of insider trading, whichever is higher.

Under Section 24 of the SEBI Act, any one who contravenes the Regulations is punishable with imprisonment for a maximum period of ten years or with fine which may extend to Rs.25 crore or with both.

Without prejudice to its rights under Section 24 of the SEBI Act, SEBI can also pass any or all of the following orders to an Insider found indulging in insider

- directing him / her not to trade in the Company's Securities in any particular manner.
- prohibiting him/her from disposing of any of the Securities acquired in violation of the Regulations.
- restraining him/her from communicating or counseling any other person to trade in Company's

Securities.

- declaring the transactions in Securities as null and void.
- directing the person who acquired Securities in violation of the Regulations, to deliver the Securities back to the seller or alternatively pay the Seller the price as provided.
- directing him/her to transfer specified amount to Investor Protection Fund of a recognized Stock Exchange.

**10.3** Information to SEBI in case of violation of the SEBI (Prohibition of Insider Trading) Regulations, 2015

In case it is observed by the Company/Compliance Officer that there has been a violation of the SEBI (Prohibition of Insider Trading) Regulations 2015 SEBI shall be informed by the Company.

**10.4 Clarifications:**

For all queries concerning this Code, Directors, officers and designated persons may please contact the Compliance Officer.

**10.5 Modifications:**

Modification, if any, to the said Code shall only be made with the approval of the Chairman & Managing Director of the Company.

## NHPC LIMITED

### CODE OF FAIR DISCLOSURE PRACTICES FOR PREVENTION OF INSIDER TRADING

#### [Pursuant to Regulation 8(1) of SEBI (Prohibition of Insider Trading) Regulations-2015]

#### **1 Overseeing and coordinating disclosure:**

Executive Director (Finance)–In-charge of Accounts or any other Executive not below the rank of Chief as may be nominated by the Chairman & Managing Director shall be the Chief Investor Relations Officer. The Chief Investor Relations Officer shall be responsible for ensuring timely and adequate disclosure of Unpublished Price Sensitive Information pursuant to this Code as required under the Regulation.

The Chief Investor Relations Officer with the approval of Chairman & Managing Director shall be responsible for continuous disclosure requirements, overseeing and coordinating disclosure of Price Sensitive Information to stock exchanges, analysts, shareholders and media, and educating staff on disclosure policies and procedures.

The Chief Investor Relations Officer shall ensure that information shared with analysts and research personnel is not unpublished price sensitive information.

#### **2 Guidelines for Interacting with Media & External Public**

All disclosures/dissemination whatsoever of any information (save and except disclosure required to be made under any law or under this code) on behalf of the Company shall be first marked to the Chief Investor Relations Officer for approval. Any such information shall be made public or published on behalf of the Company only if the same is approved by the Chief Investor Relations Officer as the case may be. In case of doubt, the Chief Investor Relations Officer shall consult and seek approval of the Chairman & Managing Director before dissemination of such information.

Should any dissemination of information on behalf of the Company takes place without prior approval referred above, out of accidental omission, by any Employee or Director of the Company, such Employee/ Director shall forthwith inform immediately the Chief Investor Relations Officer about such disclosure irrespective of the fact whether such information is Unpublished Price Sensitive or not.

#### **3 Responding to market rumours:**

The Directors/ employees of the Company shall promptly direct any queries or requests for the verification of market rumours received from Stock Exchanges or from the Press or Media or from any other source through the Chief Investor Relations Officer.

The Chief Investor Relations Officer shall on receipt of requests as aforesaid, consult the Chairman & Managing Director as the case may be and respond to the same without delay.

The Chief Investor Relations Officer shall also be responsible for deciding in consultation, with the Chairman and Managing Director of the Company as to the necessity of a public announcement for verifying, or denying rumours and thereafter making appropriate disclosures.

All the requests/ queries received shall be documented and so far as practicable, the Chief Investor Relations Officer, as the case may be, shall request for such queries/ requests in writing. No disclosure in response to the queries/request shall be made by the Chief Investor Relations Officer unless the Chairman & Managing Director approves the same.

#### **4 Timely reporting of shareholdings/ownership and changes in ownership:**

The Compliance Officer shall be responsible for ensuring that disclosures of shareholdings/ ownership of major shareholders and disclosure of changes in ownership as required under the Stock Exchange Listing Agreements and/or any rules/regulations made under the Securities & Exchange Board of India Act, 1992 are made in a timely and adequate manner.

Any such shareholding/ ownership reporting by the Compliance Officer shall also be reported to the Chairman & Managing Director from time to time.

#### **5 Disclosure/ dissemination of Unpublished price sensitive information with special reference to analysts, institutional investors:**

Other than the Directors no person, except those authorized by the Chief Investor Relations Officer shall disclose any information relating to the Company's Securities to analysts/research persons and institutional investors. The Chief Investor Relations Officer shall be invited to meetings/ conferences organized by the Company with the Analysts/ Institutional Investors.

All the Directors, Officers, Designated Persons of the Company should follow the guidelines given hereunder while trading with analysts and institutional investors:

##### **(i) Sharing of non-public information:**

The Directors, Officers and Designated Persons shall provide only public information to the analysts/ research persons/ large investors like institutions. In case non-public information is proposed to be provided, the person proposing to do so shall provide information after consulting the Chief Investor Relations Officer and in such cases shall ensure that the information provided to the analyst/research person/investor is made public simultaneously with such disclosure.

The Company shall take extreme care and caution when dealing with Analyst's questions that raise issues outside the intended scope of discussion.

##### **(ii) Handling of unanticipated questions:**

The Chief Investor Relations Officer should tackle the unanticipated questions carefully. The unanticipated questions may be noted and a considered response be given later in consultation with the Chairman & Managing Director. If the answer to any question requires dissemination of Unpublished Price Sensitive Information, the Chief Investor Relations Officer shall report the same to the Chairman & Managing Director and obtain necessary approval for its dissemination to the Stock Exchanges/public announcement of such unpublished price Sensitive information aforesaid and respond to such unanticipated questions.



**(iii) Recording of discussion:**

All the meetings with the analyst, broker or Institutional Investors shall be attended by the Chief Investor Relations Officer in order to avoid misquoting or misrepresentation. He shall also arrange for recording the discussions at the meeting.

**(iv) Simultaneous release of information:**

Whenever the Company proposes to organize meetings with Investment Analysts/ Institutional Investors, the Company shall make a Press Release or post relevant information on its website after every such meeting. The Company may also consider live web casting of analyst meets.

The Chief Investor Relations Officer shall be responsible for drafting of the press release or the text of the information to be posted on the Company's web-site, in consultation with the Chairman & Managing Director.

**6 Medium of disclosure/ dissemination:**

The Chief Investor Relations Officer in consultation with Compliance Officer and with approval of the Chairman & Managing Director shall disseminate all Unpublished Price Sensitive Information on a continuous and in a timely manner to stock exchanges where its Securities are listed and thereafter to the press.

The Unpublished Price Sensitive Information disclosed to the Stock Exchanges and to the Press may also be supplemented by prompt updates on the Company's website by the Chief Investor Relations Officer. The Company may also consider other modes of public disclosure of Unpublished Price Sensitive Information so as to improve investor access to the same.

The information filed by the Company with the Stock Exchanges under the Stock Exchange Listing Agreement shall also be posted on the Company's website.

**NHPC LIMITED**  
**DISCLOSURE NORMS**

**[Pursuant to Regulation 7(1) of SEBI (Prohibition of Insider Trading) Regulations -2015]**

**Disclosures by Directors and Officers of the Company.**

**(A) Initial Disclosures:**

Every person on appointment as a key managerial personnel or a director of the company shall disclose his holding of securities of the company as on the date of appointment, to the company within seven days of such appointment **in FORM-A.**

**(B) Continual Disclosures:**

Every promoter, employee and director of the company shall disclose to the company the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of ten lakh rupees **in FORM-B**

**Explanation—** It is clarified for the avoidance of doubts that the disclosure of the incremental transactions after any disclosure under this sub-clause, shall be made when the transactions effected after the prior disclosure cross the threshold specified in clause (B).

**(C) Disclosure by company to stock exchanges:**

The company, within two trading days of receipt, shall disclose to all stock exchanges on which the company's securities are listed, the information received under Clause (A) and/or (B) above.

**(D) E-filing**

The disclosures required under this regulation may also be made through electronic filing in accordance with the system devised by the stock exchange.

**(E) Violation of provision relating to disclosure**

Without prejudice to the directions under regulation 11, if any person violates provisions of these regulations, he/she shall be liable for appropriate action under section 11, 11B, 11D, Chapter VI A and Section 24 of the Act.

**(F) Appeal to the Securities Appellate Tribunal**

Aggrieved by an order of the Board under these regulations may prefer an appeal to the Securities Appellate Tribunal.

FORM - I

REGISTER OF DESIGNATED PERSONS

Sl. No.	Name	Designation	Department	Place of work	Emp. No	Date of joining
1	2	3	4	5	6	7

Date of becoming Designated Person	Date of cessation as Designated Person	DP ID or Folio No.	Remarks
8	9	10	11

**FORM – II**

**REGISTER OF PERIODS OF CLOSURE OF TRADING WINDOW/PROHIBITED PERIOD**

Sl. No.	PURPOSE FOR WHICH TRADING WINDOW CLOSED	START DATE OF CLOSURE OF TRADING WINDOW	DATE OF NOTIFYING CLOSURE OF TRADING WINDOW, IF ANY	DATE OF OPENING OF TRADING WINDOW	DATE OF NOTIFYING OPENING OF TRADING WINDOW	REMARKS

**FORM-III**  
**APPLICATION FOR PRE-CLEARANCE OF TRADES IN SECURITIES**

To  
**The Compliance officer**

Dear Sir,

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of conduct to regulate, monitor and report trading by insider and Code of Fair Disclosure Practices for Prevention of Insider Trading, I seek approval for trade in the Securities (give description) as per the details given below:

Name, Designation & Employee No.:

Department:

Date of Joining/ becoming Director/Officer/  
Designated Person:

Sl. No.	No. of Securities held (including the immediate relatives) as on the date of application	Folio No. / DP ID & Client ID	Nature of new transaction for which approval is sought	Estimated number of Securities to be dealt
1	2	3	4	5

Estimated consideration value	Whether proposed transaction is in the self name or in the name of immediate relatives	Name of the immediate relative, if the transaction is in the name(s) of the Immediate relative(s)	Date of Purchase /allotment	Previous approval number and date of purchase/ allotment
6	7	8	9	10

**UNDERTAKING**

In this connection I solemnly confirm and declare:

- a) that I do not have access and/or have not received any "Unpublished Price Sensitive information" up to the time of signing the undertaking;
- b) that in case I have access to or receive "Unpublished Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction, I shall inform the Compliance Officer of any change in my position and that I shall refrain from Trading in Securities till the time such information becomes public;
- c) that I have not contravened the Code of Conduct to regulate, monitor and report trading by insider and Code of Fair Disclosure Practices for Prevention of Insider Trading as notified by the Company from time to time.

- d) that I have not entered into any sale transaction of the shares of the Company in the last six months prior to the proposed date of purchase/that I have not entered into any purchase transaction of the shares of the company in the last six months (30 days in case of IPO allotment) prior to the proposed date of sale.
- e) that I undertake to submit the necessary report within seven days of execution of the transaction or 'Nil' report, if the transaction is not undertaken.
- f) that I am aware that, I shall be liable to face penal consequences as set forth in the Code including disciplinary action under the Code of the Company, in case the above declarations are found to be misleading or incorrect at any time.
- g) that I hereby undertake **not** to transact in Securities in the sanctioned period in case trading window is declared closed subsequently.
- h) that I hereby solemnly declare that I have made a full and true disclosure in this regard to the best of my knowledge & belief.

Pre-clearance may kindly be accorded in terms of provisions of the Code of Conduct to regulate, monitor and report trading by insider and Code of Fair Disclosure Practices for Prevention Of Insider Trading of NHPC Ltd.

<b>Place:</b>	<b>Signature:</b> .....
<b>Date:</b>	<b>Name &amp; Designation:</b> ..... Employee No.: Department: Official Address: Telephone and e-mail: Intercom No.: Mobile No.:

**FOR OFFICE USE**

Serial number of the application received:

Date & time of receipt of the Application:

Date & time of communication of the pre-clearance or otherwise:

Reasons for not giving pre-clearance:

**Signature of the Compliance Officer/  
Authorised Officer**

**FORM-IV**

**LETTER OF INTIMATION OF PRE-CLEARANCE**

**Name of the Director/Officer/  
Designated person:-**

**Employee No.....**

**Designation.....**

**Dear Sir,**

With reference to your above application seeking approval for undertaking certain transactions in Securities of the Company detailed therein, please be informed that you are hereby authorized/not authorized to undertake the transaction(s) as detailed in your said application. Kindly note that in terms of the Code of Conduct to regulate, monitor and report trading by insider and Code of Fair Disclosure Practices for Prevention Of Insider Trading of NHPC Ltd., the above mentioned transaction is to be completed within \_\_\_\_\_ i.e. within seven days of the pre-clearance.

This approval is being issued to you based on the various declarations, representations and warranties made by you in your said application.

This approval letter is valid till \_\_\_\_\_ (i.e. for {1} one week). If you do not execute the approved transaction /deal on or before this date you would have to seek fresh pre-dealing approval before executing any transaction/trade in the Securities of the Company. Further, you are required to file the details of the executed transactions in the attached format within seven (7) days from the date of transaction/trade. In case the transaction is not undertaken, a "Nil" report shall be necessary.

Kindly also note that in terms of the Code of Conduct to regulate, monitor and report trading by insider and Code of Fair Disclosure Practices for Prevention Of Insider Trading of NHPC Ltd., you shall not enter into any reverse transaction i.e. sell or buy any number of shares of the Company for a period of six months following this transaction of purchase or sale.

The above sanction automatically stands withdrawn if subsequently the trading window is declared closed involving the period of sanction therein.

**For & on behalf of  
NHPC Limited**

**Compliance Officer/  
Authorized Officer**



**FORM V**

**REGISTER OF PRE-CLEARANCE FOR TRADE IN SECURITIES**

SI. No	NAME	EMPLOYEE NO.	DESIGNATION	DEPARTMENT	DATE & TIME OF RECEIPT OF PRE-CLEARANCE APPLICATION	NATURE OF TRANSACTION (PURCHASE OR SALE)	ESTIMATED NUMBER OF SECURITIES INDICATED IN THE APPLICATION
1	2	3	4	5	6	7	8

ESTIMATED CONSIDERATION VALUE INDICATED IN THE APPLICATION	NAME OF THE IMMEDIATE RELATIVE IF THE TRANSACTION IS IN THE NAME OF THE IMMEDIATE RELATIVE	DATE OF COMMUNICATION OF THE CLEARANCE BY THE COMPLIANCE OFFICER	REASONS FOR NON CLEARANCE IF NOT CLEARED	DATE OF PLACEMENT BEFORE COMMITTEE OF DIRECTORS	NUMBER OF SECURITIES ACTUALLY TRADED, IF INTIMATED	REMARKS
9	10	11	12	13	14	15

**FORM-VI**

**REGISTER OF WAIVER OF RESTRICTION FOR DISPOSAL OF  
SECURITIES WITHIN 6 MONTHS (30 DAYS IN CASE OF IPO ALLOTMENT)  
OF ACQUISITION**

<b>SI. No.</b>	<b>NAME</b>	<b>EMPLOYEE NO.</b>	<b>DESIGNATION</b>	<b>DEPARTMENT</b>	<b>NAME OF THE IMMEDIATE RELATIVE(S), IF THE SECURITIES HELD IN THE NAME OF IMMEDIATE RELATIVE(S)</b>
<b>1</b>	<b>2</b>	<b>3</b>	<b>4</b>	<b>5</b>	<b>6</b>

<b>NUMBER OF SHARES/ SECURITIES</b>	<b>CONSIDERATION VALUE</b>	<b>REASONS FOR WAIVER</b>	<b>DATE OF COMMUNICATION OF WAIVER</b>	<b>REMARKS</b>
<b>7</b>	<b>8</b>	<b>9</b>	<b>10</b>	<b>11</b>

## FORM-VII

### FORMAT FOR DISCLOSURE OF PRE-APPROVED TRANSACTIONS

(To be submitted within 7 days of transaction/trading in Securities of the Company)

Date:

To,  
**The Compliance officer,  
NHPC Limited**

Dear Sir,

#### DETAILS OF PRE-APPROVED TRANSACTION

Ref: Your Approval letter No. \_\_\_\_\_ dated \_\_\_\_\_

I hereby inform you that I

- **have not bought/sold/subscribed any Securities**
- **have bought/sold/subscribed to the \_\_\_\_\_ Securities (give description) as mentioned below on \_\_\_\_\_ (insert date)**

Name of the holder	First or joint holder *	No. of Securities dealt with	Bought / Sold/ Subscribed	DP ID/Client ID (electronic form) where the Securities will be debited or credited or Folio No. for physical securities	Price (Rs.)

- "F" first holder "J" joint holder

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 5 (five) years and produce to the Compliance Officer/SEBI any of the following documents:

1. Broker's contract note.
2. Proof of payment to/from brokers.
3. Extract of bank passbook/statement (to be submitted in case of demat transactions).
4. Copy of Delivery instruction slip (applicable in case of sale transaction).

I declare that the above information is correct and that no provisions of the Code of Conduct to regulate, monitor and report trading by insider of the Company and/or applicable laws/regulations have been contravened for effecting the above said transaction(s).

I declare that I have not entered and would not enter into a reverse transaction i.e. Purchase or Sale in the shares of the company for a period of six (6) months (30 days in case of IPO allotment) from the date of this transaction. In case there is any urgent need to sell these Securities within the said period, I shall approach the Company (Compliance Officer) for necessary approval (applicable in case of purchase/subscription).

Yours truly,  
Signature: \_\_\_\_\_  
Name: \_\_\_\_\_  
Emp No: \_\_\_\_\_  
Department/Division: \_\_\_\_\_

\*\*Strike out whichever is not applicable.

**FORM VIII**

**PROFORMA FOR INITIAL DISCLOSURE OF DETAILS OF SECURITIES HELD BY DIRECTORS/OFFICERS/DESIGNATED PERSONS.**

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015**

[Regulation 7 (1) (a) read with Regulation 6 (2)]

Name of the company: NHPC Limited

ISIN of the company: INE848E01016

Name, PAN No., CIN/DIN & address with contact Nos.	Category of (Promoters/KMP/Directors/Designated Person/immediate relatives/others etc.	Securities held as on the Date of Code coming into force/Date of appointment		%age of shareholding	Open Interest of the Future contracts held as on the date of regulation coming into force		Open Interest of the Option Contracts held as on the date of regulation coming into force	
		Type of security (for e.g. –Shares, warrants, convertible debentures etc.)	No.		Number of units (contracts * lot size)	Notional value in Rupee terms	Number of units (contracts * lot size)	Notional value in Rupee terms
1		3	4	5	6	7	8	9

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Signature:

Designation:

Date:

Place:

## FORM IX

### PROFORMA FOR DISCLOSURE OF CHANGE IN SECURITIES HOLDING TO BE SUBMITTED BY DIRECTORS/OFFICERS/ DESIGNATED PERSONS.

Dear Sir,

I ....., Director/Officer/Designated Person of NHPC Ltd. furnish below the details of transactions of my own/ Immediate relatives in the Securities of NHPC Ltd. during the period from ..... to .....in terms of clause 9.1 of the Code of Conduct to regulate, monitor and report trading by insider in trading with Securities and Code of Fair Disclosure Practices for Prevention of Insider Trading of NHPC.

Name & Designation of the Director/Officer/  
Designated Person:

Employee No.:

Department of Designated Person:

Date of Joining/ becoming Director/Officer/  
Designated Person:

#### I. Details of any change in shareholding (on own account)-

No. of Securities held as on..... (date of previous disclosure)	Date of transaction	Details of Securities Purchased		Details of Securities sold		No. of Securities held as on..... (date of present disclosure)	Folio No./ DP ID & Client ID
		No.	Consideration (Rs.)	No.	Consideration (Rs.)		

#### II. Details of any change in shareholding of Immediate relatives

Name of the Immediate relative	Relation-ship	No. of Securities held as on ..... (date of previous disclosure)	Date of transaction	Details of Securities Purchased		Details of Securities sold		No. of Securities held as on ..... (date of present disclosure)	Folio No./ DP ID & Client ID
				No.	Value	No.	Value		

I declare that I have not entered and would not enter into a reverse transaction i.e purchase or sale in the shares of the company for a period of 6 months (30 days in case of IPO allotment) from the date of this transaction.

**Signature**

**Place:**

**Date:**

**FORM X**

**PROFORMA FOR ANNUAL DISCLOSURE OF SECURITIES HOLDING TO BE  
SUBMITTED BY THE DIRECTORS/OFFICERS/DESIGNATED PERSONS.**

Dear Sir,

I ....., Director/Officer/ Designated Person of NHPC Ltd. furnish below the details of transaction(s) in the Securities of NHPC Ltd., during the financial year .....as well as shareholding as on 31st March.....

Name & Designation of the Director/Officer/  
Designated Person:

Employee No.:

Department of Designated Person:

Date of Joining/ becoming Director/Officer/  
Designated Person:

**I. Details of transaction/shareholding in own name**

No. of Securities held as on ____ (date of previous disclosure)	Date of transaction	Details of Securities purchased during the year		Details of Securities sold during the year		No. of Securities held as on ____ ( date of present disclosure)	Folio No./ DP ID & Client ID
		No.	Consideration	No.	Consideration		

**II. Details of transaction/shareholdings of immediate relatives.**

Name of the Immediate relative	Relationship	No. of Securities held as on 01.04.200.....	Details of Securities purchased during the year		Details of Securities sold during the year		No. of Securities Held as on 31.03.200 ....	Folio No./ DP ID & Client ID
			No.	Value	No.	Value		

I declare that I will comply/have complied with the requirements of not entering into a reverse transaction in the shares of the Company for a minimum period of 6 Months (30 days in case of IPO allotment) following a prior transaction.

**Signature**

**Place:**

**Date:**

**FORM A**

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015**

**[Regulation 7 (1) (b) read with Regulation 6(2)]**

Name of the company: NHPC Limited

ISIN of the company: INE848E01016

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director and other such persons as mentioned in Regulation 6(2).

Name, PAN No., CIN/DIN & Address with contact Nos.	Category of Persons (KMP/Directors/immediate relatives/others etc.	Date of appointment of Director /KMP	Securities held at the time of appointment of Director/KMP		%age of shareholding	Open Interest of the Future contracts held at the time of appointment of Director/KMP		Open Interest of the Option Contracts held at the time of appointment of Director/KMP	
			Type of security (for e.g. - Share warrants, convertible debentures etc.)	No.		Number of units (contract size)	Notional value in Rupee terms	Number of units (contract size)	Notional value in Rupee terms
1			3	4	5	6	7	8	9

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Signature:

Designation:

Date:

Place:



**FORM B**

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015**

**[Regulation 7 (2) read with Regulation 6(2)]**

Name of the company: NHPC Limited

ISIN of the company: INE848E01016

Details of change in holding of Securities of Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).

Name, PAN No., CIN/DIN & Address of Promoter/Employee/Director with contact no.	Category of Person (Promoters/ KMP / Directors/ immediate relatives/ others etc.)	Securities held prior to acquisition/disposal		Securities acquired/Disposed	% of shareholding		Date of allotment advice/acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition (market purchase/public rights/preferential offer / off market/ Inter-se transfer etc.	Trading in derivatives (Specify type of contract, Futures or Options etc)				Exchange on which the trade was executed	
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.		Pre transaction	Post transaction	From	To			Buy Value	Sell Value	Number of units (contracts * lot size)	Number of units (contracts * lot size)		
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Signature:

Designation:

Date:

Place: