

एनएचपीसी लिमिटेड
(भारत सरकार का उद्यम)

NHPC Limited
(A Government of India Enterprise)

NH/CS/199/BSE/
संदर्भ सं./Ref. No. _____
M/s BSE Limited,
Pheroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400001

फोन/Phone : _____ 23.09.2015
दिनांक/Date : _____

Sub: 39th Annual General Meeting of NHPC Limited held on 23rd September, 2015 – Declaration of Dividend, Results of E-voting and Poll as per Clause-35A of Listing Agreement, Scrutinizer's Report and Chairman Statement.

Ref: Our earlier letter No. NH/CS/199-NSE/975 dated 21st August, 2015.
Scrip Code: 533098

Sirs,

This is to inform that the shareholders of NHPC Limited in their 39th Annual General Meeting held on 23rd September, 2015 have declared a final dividend @ 6% (Re. 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% (Re. 0.20 per equity share) paid in February, 2015.

The Company had provided electronic voting facility (e-voting) to the Members entitled to cast their vote at the Annual General Meeting. The e-voting process was carried out by the Company from 9.00 a.m. on Saturday, 19th September, 2015 to 5.00 p.m. on Tuesday, 22nd September, 2015 with cut-off date for determining shareholders eligible to cast their vote being 16th September, 2015. The Company had also provided ballot voting of all the Resolutions at the AGM held on 23rd September, 2015.

Ms Savita Jyoti, M/s Savita Jyoti Associates, Practising Company Secretary who was appointed as a scrutinizer for e-voting as well as voting through ballot process at the AGM has submitted her Consolidated Report to the Chairman.

Based on the Consolidated Report of the Scrutinizer, all Resolutions as set out in the Notice of 39th Annual General Meeting of the Company have been duly approved by the shareholders with requisite majority.

This is further to inform that Shri Atul Kumar Garg & Shri Ashoke Kumar Dutta Independent Directors, ceased to be directors and Shri Jayant Kumar has been appointed as director in the company & Shri R.S.Mina who retired by rotation, has been re-appointed at the AGM as director of the company.

You are requested to kindly disseminate the information and take on record the enclosed documents.

Thanking you,

Yours faithfully,

(Vijay Gupta)
Company Secretary

Encl:

1. Announcement of Results (Annexure – A)
2. Report under Clause 35A (Annexure – B)
3. Scrutinizer's Report (Annexure – C)
4. Chairman Statement(Annexure – D)

39th Annual General Meeting held on Wednesday, 23rd September, 2015

Declaration of Results of E voting (including Remote e voting) and Poll

As per the provisions of the Companies Act, 2013 and Clause 35B of the Listing Agreement and applicable Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI), the Company had provided e-voting facility to the shareholders to enable them to cast their vote electronically on the resolutions proposed in the Notice of the 39th Annual General Meeting (AGM) dated 07th August, 2015. The e-voting was open from 09:00 AM on Saturday, 19th September, 2015 to 05:00 PM on Tuesday, 22nd September, 2015.

In line with the provisions of the Companies Act, 2013 and in terms of the clarification issued by Ministry of Corporate Affairs (MCA), voting by show of hands was not permitted at the general meeting where e-voting has been offered to the shareholders. Therefore, at the 39th AGM, voting was conducted by means of e voting (including remote e voting) poll.

Ms. Savita Jyoti, Practicing Company Secretary, M/s Savita Jyoti Associates was appointed by the Company as Scrutinizer for conducting e-voting and polling at AGM in fair and transparent manner. The Scrutinizer has carried out the scrutiny of all the electronic votes, received up to 05:00 PM on Tuesday, 22nd September, 2015 and poll received till the conclusion of the meeting and submitted her report on 23rd September, 2015.

The consolidated Results, as per the Scrutinizers' Report dated 23rd September, 2015, are as follows:

| Resolution No. | Particulars | % of Votes in Favour | % of Votes in Against | % of Votes in Abstain |
|----------------|--|----------------------|-----------------------|-----------------------|
| 1. | Resolution No.1: Ordinary Resolution 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. | 99.9999 | 0.0001 | Negligible |
| 2. | Resolution No.2: Ordinary Resolution To confirm payment of interim dividend and declare final dividend for the financial | 99.9999 | 0.0001 | Negligible |

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| | | | | |
|----|---|---------|--------|------------|
| | year 2014-15. | | | |
| 3. | Resolution No.3: Ordinary Resolution 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. | 98.7992 | 1.2008 | Negligible |
| 4. | Resolution No.4: Ordinary Resolution To fix remuneration of the Joint Statutory Auditors for the financial year 2015-16. | 99.8291 | 0.1709 | Negligible |
| 5. | Resolution No.5: Ordinary Resolution Ordinary resolution for ratification of the remuneration of the Cost Auditors for the financial year 2015-16 appointed by the Board. | 99.9854 | 0.0146 | Negligible |
| 6. | Resolution No.6: Ordinary Resolution Ordinary resolution for appointment of Shri Jayant Kumar (DIN 03010235), as Director of the Company. | 98.8677 | 1.1323 | Negligible |
| 7. | Resolution No.7: Special Resolution Special resolution for consideration of issue of secured / unsecured redeemable non-convertible debentures / bonds aggregating up to Rs. 2500 crore. | 99.9998 | 0.0002 | Negligible |

Based on the Consolidated Report of Scrutinizer, all the resolutions as set out in the Notice of 39th AGM have been duly approved by the shareholders with requisite majority.

For NHPC Limited

Date : 23-09-2015
Place: FARIDABAD



(R.S.T.Sai)

Chairman & Managing Director

NHPC LIMITED

39th Annual General Meeting – Details of Voting Result under Clause 35A

Date of the AGM: 23rd September, 2015

Total number of shareholders on record date: 926328
(i.e. 16th September, 2015- cut-off date for voting purpose)

No. of Shareholders present in the meeting either in person or through proxy:

| | |
|------------------------------|------------|
| Promoters and Promoter Group | 1 |
| Public | 173 |
| Total | 174 |

No. of Shareholders attended the meeting through Video Conferencing: N.A.

Mode of Voting: In respect of all items voting were made by following means:

1. E-voting: E-voting period was from 09:00 A.M. on Saturday, 19th September, 2015 to 05:00 P.M. on Tuesday, 22nd September, 2015.
2. Poll: Conducted at the Meeting on 23rd September, 2015.



AGENDA-WISE

ORDINARY BUSINESSSES

Resolution No.1 - Ordinary Resolution

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.

| Promoter/ Public | No. of shares held (1) | No. of votes polled (2) | % of votes polled on outstanding shares (3) = [(2)/(1)]*100 | No. of votes- in favour (4) | No. of votes- against (5) | % of votes in favour on votes polled (6) = [(4)/(2)]*100 | % of votes against on votes polled (7) = [(5)/(2)]*100 |
|-------------------------------------|------------------------------|----------------------------------|--|---|------------------------------------|---|---|
| Promoter and Promoter Group | 9516209722 | 9516209722 | 100.00 | 9516209722 | 0 | 100.00 | 0.00 |
| Public- Institutional Holders | 715608116 | 537730041 | 75.14 | 537730041 | 0 | 100.00 | 0.00 |
| Public-Others | 838850658 | 295508 | 0.04 | 286639 | 8869 | 97.00 | 3.00 |
| Total | 11070668496 | 10054235271 | 90.82 | 10054226402 | 8869 | 100.00 | 0.00 |

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Resolution No.2- Ordinary Resolution

To confirm payment of interim dividend and declare final dividend for the financial year 2014-15.

| Promoter/ Public | No. of shares held (1) | No. of votes polled (2) | % of votes polled on outstanding shares (3) = $[(2)/(1)] * 100$ | No. of votes- in favour (4) | No. of votes- against (5) | % of votes in favour on votes polled (6) = $[(4)/(2)] * 100$ | % of votes against votes polled (7) = $[(5)/(2)] * 100$ |
|-------------------------------------|---------------------------------|-------------------------------|--|-----------------------------------|------------------------------------|---|--|
| Promoter and Promoter Group | 9516209722 | 9516209722 | 100.00 | 9516209722 | 0 | 100.00 | 0.00 |
| Public- Institutional Holders | 715608116 | 538769841 | 75.29 | 538769841 | 0 | 100.00 | 0.00 |
| Public-Others | 838850658 | 298358 | 0.04 | 293028 | 5330 | 98.21 | 1.79 |
| Total | 11070668496 | 10055277921 | 90.83 | 10055272591 | 5330 | 100.00 | 0.00 |

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Resolution No.3- Ordinary Resolution

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.

| Promoter/ Public | No. of shares held (1) | No. of votes polled (2) | % of votes polled on outstanding shares (3)= [(2)/(1)]*100 | No. of votes- in favour (4) | No. of votes- against (5) | % of votes in favour on votes polled (6)= [(4)/(2)]*100 | % of votes against on votes polled (7)= [(5)/(2)]*100 |
|-------------------------------------|------------------------------|-------------------------------|--|-----------------------------------|------------------------------------|--|--|
| Promoter and Promoter Group | 9516209722 | 9516209722 | 100.00 | 9516209722 | 0 | 100.00 | 0.00 |
| Public- Institutional Holders | 715608116 | 538769841 | 75.29 | 418050824 | 120719017 | 77.59 | 22.41 |
| Public-Others | 838850658 | 297058 | 0.04 | 269968 | 27090 | 90.88 | 9.12 |
| Total | 11070668496 | 10055276621 | 90.83 | 9934530514 | 120746107 | 98.80 | 1.20 |

Sanjay

Resolution No.4- Ordinary Resolution

To fix the remuneration of Joint Statutory Auditors for the financial year 2015-16.

| Promoter/ Public | No. of shares held (1) | No. of votes polled (2) | % of votes polled on outstanding shares (3)= [(2)/(1)]*100 | No. of votes- in favour (4) | No. of votes- against (5) | % of votes in favour on votes polled (6)= [(4)/(2)]*100 | % of votes against on votes polled (7)= [(5)/(2)]*100 |
|-------------------------------------|------------------------------|-------------------------------|---|-----------------------------------|------------------------------------|--|---|
| Promoter and Promoter Group | 9516209722 | 9516209722 | 100.00 | 9516209722 | 0 | 100.00 | 0.00 |
| Public- Institutional Holders | 715608116 | 538769841 | 75.29 | 521601093 | 17168748 | 96.81 | 3.19 |
| Public-Others | 838850658 | 298343 | 0.04 | 278868 | 19475 | 93.47 | 6.53 |
| Total | 11070668496 | 10055277906 | 90.83 | 10038089683 | 17188223 | 99.83 | 0.17 |

Pannigil

SPECIAL BUSINESSSES

Resolution No.5- Ordinary Resolution

Ordinary resolution to ratify the remuneration of the Cost Auditors for the financial year 2015-16.

| Promoter/ Public | No. of shares held (1) | No. of votes polled (2) | % of votes polled on outstanding shares (3)= [(2)/(1)]*100 | No. of votes- in favour (4) | No. of votes- against (5) | % of votes in favour on votes polled (6)= [(4)/(2)]*100 | % of votes against on votes polled (7)= [(5)/(2)]*100 |
|-------------------------------------|------------------------------|-------------------------------|--|---|------------------------------------|---|---|
| Promoter and Promoter Group | 9516209722 | 9516209722 | 100.00 | 9516209722 | 0 | 100.00 | 0.00 |
| Public- Institutional Holders | 715608116 | 538769841 | 75.29 | 537325041 | 1444800 | 99.73 | 0.27 |
| Public-Others | 838850658 | 291547 | 0.03 | 272403 | 19144 | 93.43 | 6.57 |
| Total | 11070668496 | 1005271110 | 90.83 | 10053807166 | 1463944 | 99.99 | 0.01 |

Pam Zoi

Resolution No.6- Ordinary Resolution

Ordinary resolution to appoint Shri Jayant Kumar (DIN 03010235), as Director of the Company.

| Promoter/ Public | No. of shares held (1) | No. of votes polled (2) | % of votes polled on outstandin g shares (3)= [(2)/(1)]*100 | No. of votes- in favour (4) | No. of votes- against (5) | % of votes in favour on votes polled (6)= [(4)/(2)]*100 | % of votes against on votes polled (7)= [(5)/(2)]*100 |
|-------------------------------------|------------------------------|-------------------------------|--|-----------------------------------|------------------------------------|---|---|
| Promoter and Promoter Group | 9516209722 | 9516209722 | 100.00 | 9516209722 | 0 | 100.00 | 0.00 |
| Public- Institutional Holders | 715608116 | 538769841 | 75.29 | 424929942 | 113839899 | 78.87 | 21.13 |
| Public-Others | 838850658 | 295424 | 0.04 | 275736 | 19688 | 93.34 | 6.66 |
| Total | 11070668496 | 10055274987 | 90.83 | 9941415400 | 113859587 | 98.87 | 1.13 |

Sanjay

Resolution No.7- Special Resolution

Special resolution to consider issue of secured / unsecured redeemable non-convertible debentures / bonds aggregating up to Rs. 2500 crore through private placement.

| Promoter/ Public | No. of shares held (1) | No. of votes polled (2) | % of votes polled on outstanding shares (3)= [(2)/(1)]*100 | No. of votes- favour (4) | No. of votes- against (5) | % of votes in favour on votes polled (6)= [(4)/(2)]*100 | % of votes against on votes polled (7)= [(5)/(2)]*100 |
|-------------------------------------|------------------------------|-------------------------------|--|-----------------------------------|------------------------------------|---|---|
| Promoter and Promoter Group | 9516209722 | 9516209722 | 100.00 | 9516209722 | 0 | 100.00 | 0.00 |
| Public- Institutional Holders | 715608116 | 538769841 | 75.29 | 538769841 | 0 | 100.00 | 0.00 |
| Public-Others | 838850658 | 295483 | 0.04 | 273847 | 21636 | 92.68 | 7.32 |
| Total | 11070668496 | 10055275046 | 90.83 | 10055253410 | 21636 | 100 | 0.00 |

All Resolutions as set out in the Notice of 39th Annual General Meeting were duly approved by the Shareholders with requisite majority.

Ramji

CS. SAVITA JYOTI, B.Com., F.C.S.

Report of Scrutinizer
(E-voting: EVEN: 1901)

[Pursuant to Clause 35B of the Listing Agreement and provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended]

To,

The Chairman of Thirty Ninth (39th) Annual General Meeting of the Equity Shareholders of NHPC Limited held on Wednesday, September 23, 2015 at 10.30 A.M. at Municipal Corporation Auditorium, NIT, Near B K Chowk, Faridabad – 121 001

Dear Sir,

1. We, Savita Jyoti Associates, Company Secretaries, Hyderabad had been appointed as Scrutinizer by the Chairman and Managing Director, who has been authorised by the Board of Directors of NHPC Limited (The Company) (CIN: L40101HR1975GOI032564) for the purpose of scrutinizing the remote e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, on the resolutions contained in the Notice of Thirty Ninth (39th) Annual General Meeting of the Equity Shareholders of NHPC Limited held on Wednesday, September 23, 2015, at 10.30 A.M. at Municipal Corporation Auditorium, NIT, Near B K Chowk, Faridabad – 121 001.
2. Our responsibility as scrutinizer for the e-voting process is restricted to scrutinizing the remote e-voting process in a fair and transparent manner and making a Scrutinizers' Report for the votes cast "In favour" or "Against" on the resolutions contained in the notice stated above, based on the reports generated from the e-voting system provided by Karvy Computershare Private Limited, the agency authorised and engaged by the Company.
3. Further to the above, we submit our report as under:
 - (i) The e-voting period remained open from 19th September, 2015 at 09:00 A.M. (IST) to 22nd September, 2015 at 05:00 P.M. (IST).
 - (ii) The members of the Company as on "cut-off date" i.e. 16th September, 2015, were entitled to vote on the resolutions (items 1 to 7) as set out in the notice of the 39th AGM.

A.J.

SAVITA JYOTI ASSOCIATES
COMPANY SECRETARIES

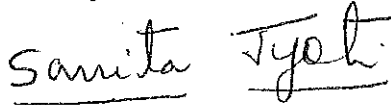
(iii) The votes cast were unblocked on 23rd September, 2015, after counting the e-votes cast up to 05:00 P.M. (IST) on 22nd September, 2015, in the presence of two **CS. SAVITA JYOTI**, B.Com, FCS witnesses who are not in the employment of the Company (**Annexure- B**).

(iv) Thereafter, the details containing, inter alia, list of equity shareholders who voted "for" or "against" each resolution that were put to vote were generated from the e-voting website of Karvy Computershare Private Limited i.e. www.evoting.karvy.com and based on such reports generated, the result of the e-voting is annexed as **Annexure-A**

Thanking you,

Yours faithfully,

for Savita Jyoti Associates



CS Savita Jyoti

Scrutiniser

FCS 3738; CP 1796

SAVITA JYOTI, FCS 3738
Practicing Company Secretary
Certificate of Practice No. 1796

Place: Faridabad

Dated: 23.09.2015

Counter signed by:

For NHPC Limited



(R. S. T. Sai)

Chairman and Managing Director

NHPC Limited

Resolution No. 1 – Ordinary Resolution

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.

(i) **Voted in favour** of the resolution:

| Number of members voted by remote e-voting | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 346 | 10054226402 | 99.9999 |

(ii) **Voted against** the resolution:

| Number of members voted by remote e-voting | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 14 | 8869 | 0.0001 |

(iii) **Invalid votes / Abstained:**

| Total number of members whose votes were declared invalid | Total number of votes cast by Them |
|---|------------------------------------|
| 10 | 1120466 |

Resolution No. 2 – Ordinary Resolution

To confirm payment of interim dividend and declare final dividend for the financial year 2014-15.

(i) **Voted in favour** of the resolution:

| Number of members voted by remote e-voting | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 359 | 10055272591 | 99.9999 |

(ii) **Voted against** the resolution:

| Number of members voted by remote e-voting | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 9 | 5330 | 0.0001 |

(iii) **Invalid votes / Abstained :**

| Total number of members whose votes were declared invalid | Total number of votes cast by Them |
|---|------------------------------------|
| 2 | 77100 |

A.J.

SAVITA JYOTI ASSOCIATES
COMPANY SECRETARIES

CS. SAVITA JYOTI, Resolution No. 3 – Ordinary Resolution

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.

(i) Voted **in favour** of the resolution:

| Number of members voted by remote e-voting | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 285 | 9934530514 | 98.7992 |

(ii) Voted **against** the resolution:

| Number of members voted by remote e-voting | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 80 | 120746107 | 1.2008 |

(iii) **Invalid votes / Abstained :**

| Total number of members whose votes were declared invalid | Total number of votes cast by Them |
|---|------------------------------------|
| 5 | 78470 |

Resolution 4 – Ordinary Resolution

To fix the remuneration of Joint Statutory Auditors for the financial year 2015-16.

(i) Voted **in favour** of the resolution:

| Number of members voted by remote e-voting | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 327 | 10038089683 | 99.8291 |

(ii) Voted **against** the resolution:

| Number of members voted by remote e-voting | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 40 | 17188223 | 0.1709 |

(iii) **Invalid votes / Abstained :**

| Total number of members whose votes were declared invalid | Total number of votes cast by Them |
|---|------------------------------------|
| 4 | 77185 |

Resolution 5 – Ordinary Resolution

To ratify the remuneration of the Cost Auditors for the financial year 2015-16.

(i) Voted **in favour** of the resolution:

| Number of members voted by remote e-voting | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 339 | 10053807166 | 99.9854 |

(ii) Voted **against** the resolution:

| Number of members voted by remote e-voting | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 26 | 1463944 | 0.0146 |

(iii) **Invalid votes / Abstained :**

| Total number of members whose votes were declared invalid | Total number of votes cast by Them |
|---|------------------------------------|
| 6 | 83981 |

A. J.

SAVITA JYOTI ASSOCIATES
COMPANY SECRETARIES

CS. SAVITA JYOTI, B.Com., F.C.S.

Resolution No. 6 – Ordinary Resolution

To appoint Shri Jayant Kumar (DIN 03010235), as Director of the Company.

(i) Voted **in favour** of the resolution:

| Number of members voted by remote e-voting | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 297 | 9941415400 | 98.8677 |

(ii) Voted **against** the resolution:

| Number of members voted by remote e-voting | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 68 | 113859587 | 1.1323 |

(iii) **Invalid votes / Abstained :**

| Total number of members whose votes were declared invalid | Total number of votes cast by Them |
|---|------------------------------------|
| 6 | 80104 |

Resolution 7 – Special Resolution

To consider issue of secured/unsecured redeemable non-convertible debentures/bonds aggregating up to Rs. 2500 crore through private placement.

(i) Voted **in favour** of the resolution:

| Number of members voted by remote e-voting | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 332 | 10055253410 | 99.9998 |

(ii) Voted **against** the resolution:

| Number of members voted by remote e-voting | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 32 | 21636 | 0.0002 |

(iii) **Invalid votes / Abstained :**

| Total number of members whose votes were declared invalid | Total number of votes cast by Them |
|---|------------------------------------|
| 5 | 80045 |

A.J.

Savita Jyoti

SAVITA JYOTI, FCS 37004
Practicing Company Secretary
Certificate of Practice No. 1796

SAVITA JYOTI ASSOCIATES
COMPANY SECRETARIES

CS. SAVITA JYOTI, B.Com., F.C.S.

Annexure-B

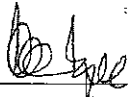
The e-votes cast on resolutions stated in the notice of AGM of NHPC Ltd held on 23.09.2015 were unblocked in our presence. We are not in the employment of the Company:

Witnesses:

1. Signature: _____

Name: _____

Address: _____

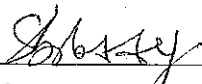


MR V Sullakshmanam
125 Myevillas
Hallapur
Hyderabad 500 076

2. Signature: _____

Name: _____

Address: _____



S. BALAJI REDDY
6-3-609/120 VIZAVATIBAAU APARTS
ANAND NAGAR COLONY
HYDERABAD - 500 004

SAVITA JYOTI ASSOCIATES
COMPANY SECRETARIES

CS. SAVITA JYOTI, B.Com., F.C.S.

Consolidated Scrutinizers' Report

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended]

To,

The Chairman of Thirty Ninth (39th) Annual General Meeting of the Equity Shareholders of NHPC Limited held on Wednesday, September 23, 2015, at 10.30 A.M. at Municipal Corporation Auditorium, NIT, Near B K Chowk, Faridabad – 121 001

Dear Sir,

1. We, Savita jyoti Associates, Company Secretaries, Hyderabad had been appointed as Scrutinizer by the Chairman and Managing Director, who has been authorised by the Board of Directors of NHPC Limited (The Company) (CIN: L40101HR1975GOI032564) for the purpose of:
 - (i) Scrutinizing the e-voting process (remote e-voting) under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended (Rules) and;
 - (ii) Polling process through ballot papers under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Rules, on the resolutions contained in the notice of 39th Annual General Meeting (AGM) of the equity shareholders of the Company, held on 23rd September, 2015 at 10:30 A.M. at Municipal Corporation Auditorium, NIT, near B K Chowk, Faridabad, Haryana-121 001.

2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means (i.e. by remote e-voting and voting by ballot papers at the AGM) for resolutions contained in the Notice of the 39th AGM of equity shareholders of the Company. Our responsibility as scrutinizer is restricted to scrutinize remote e-voting process and polling process at the AGM in a fair and transparent manner and to make a consolidated scrutinizers' report of the total votes cast "in favour" or "against" the resolutions contained in the Notice, based on the reports generated from the e-voting system provided by Karvy Computershare Private Limited, the Agency authorized and engaged by the Company to provide e-voting facility for voting through electronic means i.e. by remote e-voting, and ballot at the AGM.

3. We have issued separate Scrutinizers' Reports dated 23rd September, 2015 on the remote e-voting and on the polling process at the AGM, as under:-

A.J.

SAVITA JYOTI ASSOCIATES
COMPANY SECRETARIES

CS. SAVITA JYOTI, B.Com., F.C.S.

| Item no. of the notice | Votes in favour of the Resolution | | Votes against the Resolution | | Invalid Votes |
|---|-----------------------------------|---------------------------------------|------------------------------|---------------------------------------|---------------|
| | Nos. | % of total number of valid votes cast | Nos. | % of total number of valid votes cast | |
| Ordinary Business | | | | | |
| Item No. 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. (Ordinary Resolution) | 10054226402 | 99.9999 | 8869 | 0.0001 | 1120466 |
| Item No. 2. To confirm payment of interim dividend and declare final dividend for the financial year 2014-15. (Ordinary Resolution) | 10055272591 | 99.9999 | 5330 | 0.0001 | 77100 |
| Item No. 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. (Ordinary Resolution) | 9934530514 | 98.7992 | 120746107 | 1.2008 | 78470 |
| Item No. 4. To fix the remuneration of Joint Statutory Auditors for the financial year 2015-16. (Ordinary Resolution) | 10038089683 | 99.8291 | 17188223 | 0.1709 | 77185 |

X.J.

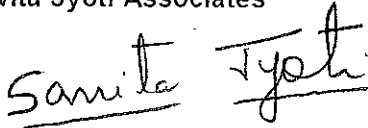
SAVITA JYOTI ASSOCIATES
C O M P A N Y S E C R E T A R I E S

| Special Business Item No. | | | | | |
|---|-------------|---------|-----------|--------|-------|
| Item No. 5. To ratify the remuneration of the Cost Auditors for the financial year 2015-16. (Ordinary Resolution) | 10053807166 | 99.9854 | 1463944 | 0.0146 | 83981 |
| Item No. 6. To appoint Shri Jayant Kumar (DIN 03010235), as Director of the Company. (Ordinary Resolution) | 9941415400 | 98.8677 | 113859587 | 1.1323 | 80104 |
| Item No. 7. To consider issue of secured/unsecured redeemable non-convertible debentures/bonds aggregating up to Rs. 2500 crore through private placement. (Special Resolution) | 10055253410 | 99.9998 | 21636 | 0.0002 | 80045 |

4. The electronic data and all other relevant records relating to the e-voting and polling process have been handled over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking you,

Yours faithfully,
for Savita Jyoti Associates



CS Savita Jyoti
Practicing Company Secretary
FCS 3738; CP 1796

SAVITA JYOTI, FCS 3738
Practicing Company Secretary
Certificate of Practice No. 1796

Place: Faridabad
Dated: 23.09.2015

Counter signed by: :

For NHPC Limited



(R. S. T. Sai)
Chairman and Managing Director
NHPC Limited

CS. SAVITA JYOTI, B.Com., F.C.S.

FORM No. MGT-13

Report of Scrutinizer

[Pursuant to provisions of Section 109 of the Companies Act, 2013 read with Rule 21(2) of Companies (Management and Administration) Rules, 2014 as amended]

To,

The Chairman of Thirty Ninth (39th) Annual General Meeting of the Equity Shareholders of NHPC Limited held on Wednesday, September 23, 2015 at 10.30 A.M. at Municipal Corporation Auditorium, NIT, Near B K Chowk, Faridabad – 121 001

Dear Sir,

We, Savita Jyoti Associates, Company Secretaries, Hyderabad had been appointed as Scrutinizer by the Chairman and Managing Director, who has been authorized by the Board of Directors of NHPC Limited (The Company) (CIN: L40101HR1975GOI032564) for the purpose of the polling process taken on the below mentioned resolution(s), in connection with the Thirty Ninth (39th) Annual General Meeting of the Equity Shareholders of the Company held on Wednesday, September 23, 2015, at 10.30 A.M. at Municipal Corporation Auditorium, NIT, Near B K Chowk, Faridabad – 121 001, submit our report as under:

1. After the time fixed for closing of the ballot/poll process by the Chairman, one (1) ballot box kept for polling was locked in our presence with due identification mark placed by us.
2. The locked ballot box was subsequently opened in presence of two persons as witnesses (Annexure-D). The ballot/poll papers were diligently scrutinised and reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
3. The ballot/poll papers, which were incomplete and/or otherwise found defective have been treated as invalid and kept separately.
4. The result of the ballot/polling process resolution-wise is annexed as Annexure C.

A.J.

SAVITA JYOTI ASSOCIATES
COMPANY SECRETARIES

CS. SAVITA JYOTI, B.Com., F.C.S.

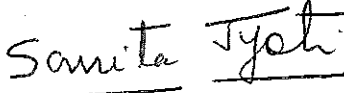
5. A list containing names of equity shareholders who voted "For", "Against" and those whose votes were declared invalid for each resolution has been verified and handed over to Company Secretary/Chairman.

6. The ballot/poll papers and all other relevant records were sealed and handed over to the Company Secretary/Chairman authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,

for Savita Jyoti Associates



CS Savita Jyoti
Scrutinizer
FCS 3738; CP 1796

SAVITA JYOTI, FCS 3738
Practicing Company Secretary
Certificate of Practice No. 1796

Place: Faridabad

Dated: 23.09.2015

Counter signed by:

For NHPC Limited



(R. S. T. Sai)

Chairman and Managing Director
NHPC Limited

Resolution No. 1 – Ordinary Resolution

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;

(i) **Voted in favour of the resolution:**

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| NIL | NIL | N.A. |

(ii) **Voted against the resolution:**

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| NIL | NIL | N.A. |

(iii) **Invalid votes / Abstained :**

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by Them |
|---|------------------------------------|
| NIL | NIL |

Resolution No. 2 – Ordinary Resolution

To confirm payment of interim dividend and declare final dividend for the financial year 2014-15

(i) **Voted in favour of the resolution:**

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| NIL | NIL | N.A. |

(ii) **Voted against the resolution:**

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| NIL | NIL | N.A. |

(iii) **Invalid votes / Abstained:**

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by Them |
|---|------------------------------------|
| NIL | NIL |

S. J.

CS. SAVITA JYOTI, B.Com., F.C.S.

Resolution No. 3 – Ordinary Resolution

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

(i) Voted in favour of the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| NIL | NIL | N.A. |

(ii) Voted against the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| NIL | NIL | N.A. |

(iii) Invalid votes / Abstained:

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by Them |
|---|------------------------------------|
| NIL | NIL |

Resolution 4 – Ordinary Resolution

To fix the remuneration of Joint Statutory Auditors for the financial year 2015-16.

(i) Voted in favour of the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| NIL | NIL | N.A. |

(ii) Voted against the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| NIL | NIL | N.A. |

(iii) Invalid votes / Abstained:

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by Them |
|---|------------------------------------|
| NIL | NIL |

S.J.

CS. SAVITA JYOTI, B.Com., F.C.S.

Resolution 5 – Ordinary Resolution

To ratify the remuneration of the Cost Auditors for the financial year 2015-16

(i) Voted **in favour** of the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| NIL | NIL | N.A. |

(ii) Voted **against** the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| NIL | NIL | N.A. |

(iii) **Invalid votes / Abstained:**

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by Them |
|---|------------------------------------|
| NIL | NIL |

Resolution No. 6 – Ordinary Resolution

To appoint Shri Jayant Kumar (DIN 03010235), as Director of the Company

(i) Voted **in favour** of the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| NIL | NIL | N.A. |

(ii) Voted **against** the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| NIL | NIL | N.A. |

(iii) **Invalid votes / Abstained:**

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by Them |
|---|------------------------------------|
| NIL | NIL |

X.J.

CS. SAVITA JYOTI, B.Com., F.C.S.

Resolution 7 – Special Resolution

To consider issue of secured/unsecured redeemable non-convertible debentures/bonds aggregating up to Rs. 2500 crore through private placement.

(i) Voted **in favour** of the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| NIL | NIL | N.A. |

(ii) Voted **against** the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| NIL | NIL | N.A. |

(iii) **Invalid votes / Abstained:**

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by Them |
|---|------------------------------------|
| NIL | NIL |

A.J.

Savita Jyoti

SAVITA JYOTI, FCS 3768
Practicing Company Secretary
Certificate of Practice No. 1796

ITA JYOTI ASSOCIATES
COMPANY SECRETARIES

CS. SAVITA JYOTI, B.Com., F.C.S.

Annexure-D

Ballot/Polling box relating to AGM of NHPC Ltd held on 23.09.2015 was opened in our presence. We are not in the employment of the Company:

Witnesses:

1. Signature: _____

Name: _____

Address: _____



MRV Subrahmanyam

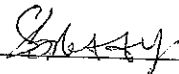
125 Myevillas, Malapuri

Hyderabad 500 076

2. Signature: _____

Name: _____

Address: _____

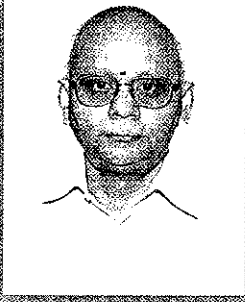


S. BALAJI RAO

6-3-609/120 VAJAY VAIBHAV APART

ANAND NAGAR COLONY

HYDERABAD - 500 004



Chairman's *Statement*



NHPC Limited

39th Annual General Meeting

Dear Shareholders,

It gives me great pleasure to welcome you in the 39th Annual General Meeting of your Company. I convey my sincere thanks to you for making it convenient to attend this AGM.

The Directors' Report, Audited Financial Statements (including Consolidated Financial Statements) along with Auditors' Report thereon for the financial year 2014-15 have already been circulated to you and with your kind permission, I take the aforesaid reports as read.

Performance Highlights

The year gone by was a good year for your Company. Some of the highlights which I would like to recount are:

- Profits increased to ₹ 2124.47 crores against that of ₹ 978.79 crores last year.
- Sales realization stood at ₹ 5883.32 crore.
- Power generation increased to 22038 MUs (highest ever annual generation).
- Plant Availability Factor of 77.3% against the target of 76.4% for excellent rating under MoU with Ministry of Power, Govt. of India.
- Company added 130 MW capacity during the year with the commencement of commercial operation of Unit-IV of Parbati-III Power Station.
- Work at the stalled 160 MW Teesta Low Dam-IV Project was restarted and the project is now poised for commissioning of 2 out of its 4 units in the last quarter of 2015-16. Remaining 2 units will be commissioned by June 2016.
- Formation of Subsidiary Company Bundelkhand Saur Urja Limited to implement 50 MW Solar Power Project in Uttar Pradesh.

Your Company achieved its highest ever generation in spite of the fact that Uri-II Power Station (240 MW) was under complete shutdown since 20.11.2014 due to major fire incident. I am pleased to inform that Uri-II Power Station has now been restored.

Your Company is making continuous efforts to restart Subansiri Lower H.E. Project (2000 MW) where works are at standstill since 16.12.2011 due to agitation by various pressure groups of Assam. Ministry of Power has constituted a Project Oversight Committee (POC) to resolve the various issues. Eight rounds of POC meeting have been held so far and its report is expected shortly. Your Company is actively engaging all the stakeholders for early resumption of the construction activities.

I am pleased to inform that your Company signed an agreement with Government of West Bengal and West Bengal State Electricity Distribution Company Ltd. for development of four hydroelectric projects of total estimated capacity of 293 MW in Teesta basin. These projects shall be developed on Build, Own, Operate and Maintain (BOOM) basis.

Dividend

Board of Directors has recommended a dividend of ₹ 0.60 per equity share (excluding dividend tax) for the year 2014-15. The above amount is inclusive of an interim dividend of ₹ 0.20 per equity share paid in February, 2015. The total dividend payout will be ₹ 664.27 crores which is 31.27% of the profit after tax.

Corporate Governance

Your company has established a sound framework of Corporate Governance which underlines commitment to quality of governance, transparency, timely disclosures, consistent stakeholders' value enhancement and Corporate Social Responsibility. As a listed Public Sector Enterprise, your Company has been complying with the requirements of Corporate Governance as stipulated in the Listing Agreements and also with the guidelines on Corporate Governance issued by the Department of Public Enterprises, Government of India. The Company has developed a robust framework for ensuring transparency and fairness to all, especially minority shareholders.

Corporate Social Responsibility and Sustainability

Your Company has put special attention to social issues of health, safety, environment and education of the marginal sections of society. During the year, your Company spent ₹ 52.24 crores on Corporate Social Responsibility and Sustainable Development activities. Your Company actively participated in Prime Minister's call for promoting cleanliness and hygiene among school children under "Swachh Vidyalaya Abhiyaan".

Outlook

We are at critical juncture in our history as we endeavor to sustain growth momentum and engineer new growth avenues. We shall be continuing our efforts for diversification into Thermal, Wind and Solar Power.

Presently, four hydroelectric projects which will have installed capacity of 3,290 MW are in construction stage. One 50 MW wind power project is under construction in Jaisalmer, Rajasthan. One 50 MW solar power project is under implementation through JV in UP. I am happy to share with you that as part of Company's expansion program, five hydroelectric projects with installed capacity of 5,115 MW are under various stages of investment approval by Govt. of India. In addition, three hydroelectric projects in Jammu & Kashmir (2120 MW) and one hydroelectric project of 66 MW and 770 MW in Manipur and Bhutan respectively are envisaged to be executed through Joint Venture Companies.

Acknowledgements

I am thankful for the unstinted support and valuable guidance from Ministry of Power, Government of India. I also acknowledge the support and encouragement of the stakeholders of NHPC, which include inter alia, Ministries, Authorities and Agencies of the Union Government, the State Governments, esteemed shareholders and our respectable customers. I would also like to convey my sincere appreciation to NHPC employees for their dedication and hard work.

Finally, on behalf of the Board of Directors, I once again convey my earnest thanks for your continued support and trust in us. It serves well to motivate us for excelling in our pursuits and to strive constantly for creating value for you and your company. I look forward to your continued support in our future endeavors.

Yours sincerely,



(R.S.T. Sai)

Chairman & Managing Director
DIN 00171920

Place: Faridabad

Date: 23rd September, 2015