



NOTICE

NOTICE is hereby given that the 38th Annual General Meeting of the members of NHPC Limited will be held at 3:00 P.M. on Friday, the 26th September, 2014 at Municipal Corporation Auditorium, NIT, Near B K Chowk, Faridabad – 121 001 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014 and Statement of Profit & Loss for the financial year ended on that date together with Report of the Board of Directors and Auditors thereon.
2. To declare dividend for the financial year 2013-14.
3. To appoint a Director in place of Shri D. P. Bhargava (DIN 01277269), who retires by rotation and being eligible, offers himself for re-appointment for the remaining/extended term at the pleasure of the President of India.
4. To appoint a Director in place of Shri J. K. Sharma (DIN 00387785), 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.
5. To fix remuneration of the Joint Statutory Auditors for the year 2014-15 and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT remuneration for Joint Statutory Auditors appointed by the Comptroller and Auditor General of India for the financial year 2014-15 be and is hereby fixed as under:

S. No.	Particulars	Amount (₹ in Lakh)
1.	Annual Audit Fees	50.00
2.	Fees for consolidation of accounts	1.25

RESOLVED FURTHER THAT the above fees is exclusive of service tax, TA/DA and other levies and shall be shared equally by the Joint Statutory Auditors.

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

SPECIAL BUSINESS:

6. **To consider and, if thought fit, to pass with or without modification(s) if any, the following Resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 148 and all other provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year 2014-15, be paid the remuneration @ ₹ 60,000/- per Power Station (excluding taxes, duties & TA/DA).

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

7. **To consider and, if thought fit, to pass with or without modification(s) if any, the following Resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Clause 49 of the Listing Agreement, Shri Shantikam Hazarika (DIN: 00523656), who was appointed by the President of India as a part time non-official Director on the Board of the Company pursuant to Article 33 of the Articles of Association of the Company vide Ministry of Power letter no. 16/28/99-NHPC [Vol. II] dated 17th May, 2012 for a period of three years from the date of notification of appointment, or until further orders, whichever is earlier and the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from him proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company to hold office for a balance term up to 16th May, 2015"

8. **To consider and, if thought fit, to pass with or without modification(s) if any, the following Resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Clause 49 of the Listing Agreement, Shri A. Gopalakrishnan (DIN: 02880344), who was appointed by the President of India as a part time non-official Director on the Board of the Company pursuant to Article 33 of the Articles of Association of the Company vide Ministry of Power letter no. 16/28/99-NHPC [Vol. II] dated 1st March, 2013 for a period of three years from the date of notification of appointment, or until further orders, whichever is earlier and the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from him proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a balance term up to 29th February, 2016."

9. **To consider and, if thought fit, to pass with or without modification(s) if any, the following Resolution as an Ordinary Resolution:**

"RESOLVED THAT Shri R.S.T. Sai who was appointed as an additional Director and designated as Chairman & Managing Director of the Company w.e.f. 8th June, 2014 under Section 161(1) of the Companies Act, 2013 read with Article 35A of the Articles of Association of the Company by the President of India vide letter no 9/2/2013-NHPC dated 6th June, 2014 and shall hold office up to the date of this Annual General Meeting, and the Company has received a notice from him proposing his candidature for the office of Director under Section 160

Annual Report 2013-14

of the Companies Act, 2013, be and is hereby appointed as Chairman & Managing Director of the Company as non-retiring Director on the terms and conditions determined by the Government of India.”

By order of the Board of Directors



(Vijay Gupta)
Company Secretary

Regd Office:

NHPC Office Complex
Sector-33, Faridabad, Haryana-121 003.
Date: 14th August, 2014

NOTES:

1. The Register of Members and Share Transfer Books of the Company will remain closed from 13th September, 2014 to 26th September, 2014 (both days inclusive) for determining the name of members eligible for dividend on equity shares, if declared at the meeting. The Board of Directors in its meeting held on 7th July, 2014, has recommended a final dividend @ 3% (₹ 0.30 per share) on the paid up equity share capital of the Company. The final dividend on equity shares, as recommended by the Board of Directors, subject to the provisions of the Companies Act, 2013, if declared at the Annual General Meeting, will be paid on or after 1st October, 2014 to the Members or their mandates whose names appear on the Company's Register of Members on 26th September, 2014 in respect of physical shares. In respect of dematerialized shares, the dividend will be payable to the "beneficial owners" of the shares whose names appear in the Statement of Beneficial Ownership furnished by National Securities Depository Limited and Central Depository Services (India) Limited as at the close of business hours on 12th September, 2014.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY / PROXIES NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent (10%) of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
3. Electronic copy of the Annual Report for 2013-14 is being sent to all the members whose Email addresses are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of it. The members who have not registered their E-mail addresses, physical copies of the Annual Report for 2013-14 is being sent to them in the permitted mode.
4. Pursuant to the provisions of Clause 35B of the Listing Agreement as well as Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014, NHPC Limited is offering e-voting facility to its members in respect of the businesses to be transacted at the 38th Annual General Meeting scheduled to be held on Friday, 26th September, 2014 at 3:00 PM at Municipal Corporation Auditorium, NIT, Near B K Chowk, Faridabad – 121 001. Attention is invited that the businesses of the meeting may be transacted through electronic voting system. The detailed instructions and other information relating to e-voting are given overleaf of proxy form.
5. Electronic copy of the Notice of the 38th Annual General Meeting of the Company along with E-voting form indicating the process and manner of E-voting, Attendance Slip, Proxy Form and Ballot Form is being sent to all the members whose E-mail addresses are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. The members who have not registered their E-mail addresses, physical copies of the Notice of the 38th Annual General Meeting of the Company inter alia indicating the process and manner of E-voting along with Attendance Slip, Proxy Form and Ballot Form is being sent to them in the permitted mode.
6. Member(s) can opt for only one mode of voting i.e. either physically voting at the Annual General Meeting, or voting through E-voting/Ballot. A member, who has voted through E-voting mechanism, is not debarred from participating in the general meeting physically. However, he shall not be allowed to vote in the meeting again and his earlier vote (cast through e-means) shall be treated as final.
7. In view of provisions of Section 107 of the Companies Act, 2013 read with general circular no. 20/2014 dated 17th June 2014 issued by the Ministry of Corporate Affairs, voting by show of hands shall not be allowed in the meeting.
8. The Company is not providing video conferencing facility for this meeting.
9. Members may also note that the Notice of the 38th Annual General Meeting and the Annual Report for 2013-14 will also be available on the Company's website www.nhpcindia.com or using the link <http://nhpc-reports.nic.in> for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Faridabad for inspection between 11.00 a.m. to 1.00 p.m. on working days (barring Saturday and Sunday) prior to the Annual General Meeting. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the email id: companysecretary@nhpc.nic.in.
10. Corporate Members intending to send their authorized representative to attend the Meeting are requested to send a Certified Copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
11. A statement pursuant to Section 102 (1) of the Companies Act, 2013, relating to the special business to be transacted at the meeting is annexed hereto.
12. In terms of Section 152 of the Companies Act, 2013, Shri D. P. Bhargava (DIN 01277269) and Shri J. K. Sharma (DIN 00387785), Directors retire by rotation at the ensuing Meeting and being eligible, offers themselves for re-appointment. The tenure of Shri Bhargava and Shri Sharma in accordance with the letter of appointments issued by the Ministry of Power is up to 25th September, 2014 and 9th October, 2014 respectively. The Board of Directors of the Company commends their respective re-appointments.
13. Brief resume of the Directors seeking appointment and/or re-appointment as mandated under Clause 49 of the Listing Agreement with the Stock Exchanges is annexed hereto and forms part of the Notice.



14. Members are requested to:
- note that copies of Annual Report will not be distributed at the Annual General Meeting, therefore, bring their copies of Annual Report, Notice and Attendance Slip duly completed and signed at the meeting.
 - deliver duly completed and signed Attendance Slip at the entrance of the meeting venue, as entry to the Hall will be strictly on basis of the entry slip provided at the counters at the venue in exchange of Attendance Slip.
 - note that the Attendance Slip / Proxy form should be signed as per the specimen signature registered with the Karvy Computershare Private Limited, Registrar & Transfer Agent (RTA) / Depository Participant (DP).
 - note that in terms of Clause 35B of the listing Agreement, those members, who do not have access to E-voting facility, may send their assent or dissent in writing on the Ballot Form sent along with this AGM Notice so as to reach the Scrutinizer at the address Ms. Savita Jyoti (CP No. 1796), M/s Savita Jyoti Associates, Company Secretaries, E-86, Sainikpuri, Secunderabad-500094 at Hyderabad email-id-savitajyoti@yahoo.com on or before 22nd September, 2014 (6:00 P.M. IST). Any Ballot Form received after this time and date will be treated as if replied from the members has not been received.
 - note that in case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
 - quote their Folio/ Client ID & DP ID No. in all correspondence.
 - note that due to strict security reasons mobile phones, brief cases, eatables and other belongings are not allowed inside the Auditorium/venue.**
 - note that no gifts/coupons will be distributed at the Annual General Meeting.
 - note that entry is restricted to members or registered proxy holders. Accordingly, persons other than members are requested to register their proxies before stipulated time.
15. Pursuant to Section 205A read with Section 205C of the Companies Act, 1956, the dividend amounts which remain unpaid/ unclaimed for a period of seven years, are required to be transferred to the Investors Education & Protection Fund (IEPF) of the Central Government. After such transfer, there remains no claim of the members whatsoever on the said amount. Pursuant to the provisions of Investor Education and Protection Fund (uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts with the Company as on 16th September, 2013 on the website of the Company i.e. www.nhpcindia.com under Investors' Corner and also on the website of the Ministry of Corporate Affairs.
16. Members are advised to submit their Electronic Clearing System (ECS) mandates, to enable the Company to make remittance by means of ECS. Those holding shares in physical form may obtain and send the ECS mandate form to Karvy Computershare Private Limited, Registrar & Share Transfer Agent of the Company. Members holding shares in Electronic Form may obtain and send the ECS mandate form directly to their Depository Participant (DP). Those members who have already furnished the ECS Mandate Form to the Company/Registrar & Share Transfer Agent/DP with complete details need not send it again.
- The shareholders who do not wish to opt for ECS facility may please mail their bankers' name, branch address and account number to Karvy Computershare Private Limited, Registrar & Share Transfer Agent of the Company to enable them to print these details on the dividend warrants.
17. Members holding shares in multiple folios in physical mode are requested to apply for consolidation to the Company or its Registrar & Share Transfer Agent along with relevant Share Certificates.
18. SEBI has made it mandatory for the transferee(s) to furnish copy of PAN Card to the Company/ Registrar & Share Transfer Agent for registration of transfers and for securities market transactions and off-market/ private transactions involving transfer of shares of listed companies in physical form. Accordingly, members holding shares in physical form should attach a copy of their PAN card for every transfer request sent to the Company/ Registrar & Share Transfer Agent.
19. Non-Resident Indian Members are requested to inform Karvy, regarding:
- Change in their residential status on return to India for permanent settlement.
 - Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the Bank with pin code number, if not furnished earlier.
20. Securities and Exchange Board of India (SEBI) vide Circular Number CIR/MRD/DP/10/2013 dated 21st March, 2013 has directed to use approved electronic mode of payment viz., ECS, NEFT, etc. for making cash payments to the investors. On verification of shareholding records, it is noticed that in some of the cases, Bank Account No. with 9 digits MICR code (either Bank Account No. or 9 digits MICR No. or both) have not been updated. Members are requested to update the following to comply with the aforesaid SEBI Circular:
- For shares held in electronic mode, members may approach their Depository Participant (DP) and update details regarding Bank Account No. and 9 digits MICR code No. to facilitate payments, if any, in electronic mode.
 - For shares held in physical mode, members may send a request to our Registrar and Share Transfer Agent viz., Karvy Computershare Pvt. Limited, Plot No. 17-24, Vittal Rao Nagar, Madhapur, Hyderabad-500081 with following documents:
 - A request letter for updating Bank Account No. with 9 digits MICR No.
 - Attested copy of your PAN Card.
 - Photocopy of your cheque leaf (to capture correct bank account no., IFSC Code and 9 digits MICR Code).
21. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any changes due to demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
22. Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013, are requested to submit to Karvy Computershare Private Limited, RTA of the Company, in Form SH 13 as prescribed in the Companies (Share Capital and Debentures) Rules, 2014, the details of any person to whom their shares in the Company shall vest on occurrence of events stated in the form.
- In case of shares held in dematerialized form, the nomination has to be lodged with the respective Depository Participant.

23. Members are requested to notify immediately any change of address:
 - i. to their Depository Participants (DP) in respect of shares held in dematerialized form and
 - ii. to the Company at its Registered Office or to its Registrar & Share Transfer Agent, Karvy Computershare Private Limited in respect of their physical shares, if any, quoting their folio number.
24. Members desirous of getting any information on any items of business of this Meeting are requested to address their queries to Shri A. B. L. Srivastava, Director (Finance) and/or public spokesperson, Shri Jayant Kumar, ED (Finance) of the Company at the registered office of the Company at least ten days prior to the date of the meeting, so that the information required can be made readily available at the meeting.
25. Annual listing fee for the year 2014-15 has been paid to all Stock Exchanges wherein shares of the Company are listed.
26. Remuneration of the Joint Statutory Auditors appointed pursuant to Section 139(5) of the Companies Act, 2013 has to be fixed by the Company in a General Meeting or in such manner as the Company in General Meeting may determine in accordance with Section 142 (1) of the Companies Act, 2013.
The members of the Company in their 37th Annual General Meeting held on 16th September, 2013 authorized the Board of Directors to fix the remuneration of Statutory Auditors for the year 2013-14. The Board of directors has fixed a sum of Rupees Forty Lakhs as remuneration to the Joint Statutory Auditors for the year 2013-14 in addition to applicable service tax and reimbursement of actual traveling and out-of-pocket expenses. The Board in its meeting held on 30th June 2014 has recommended the remuneration as proposed in the resolution for the Joint Statutory Auditors for the year 2014-15.
27. Members who have not encashed their dividend warrants within its validity period may write to the Company at its Registered Office or to M/s Karvy Computershare Private Limited, Registrar & Share Transfer Agent of the Company, for revalidating the warrants or payment in lieu of such warrants in the form of demand draft.
28. The Company is separately seeking approval of shareholders through Postal Ballot under Section 180(1)(a) for creating charge/mortgage on the assets of the Company, under Section 180(1)(c) of the Companies Act, 2013 for increasing borrowing powers of the Company and under Section 42, 71 and all other applicable provisions of the Companies Act, 2013 for issue of Secured / Unsecured redeemable Non-convertible Debentures / Bonds through Private Placement. The notice of Postal Ballot dated 18th July, 2014 has already been sent to members of the Company through permitted mode and is available on the website of the Company i.e. www.nhpcindia.com.
29. Members may write to the Company Secretary of the Company for the Annual Report of the Subsidiary Companies. The Annual Accounts of the Subsidiary Companies shall also be available for inspection by any shareholders at the Registered Office of the Company .
30. None of the Directors of the Company is in any way related to each other.
31. Share transfer documents and all correspondence relating thereto, should be addressed to the Registrar and Transfer Agent of the Company – Shri S. Balaji Reddy, M/s Karvy Computershare Private Ltd. (Karvy), Plot No. 17-24, Vittal Rao Nagar, Madhapur, Hyderabad – 500 081 Phone Nos. 040-23420815-19; e-mail: sbreddy@karvy.com.
Karvy is also the depository interface of the Company with both NSDL and CDSL.
32. Members who have not registered their E-mail addresses, so far, are requested to register their E-mail addresses in respect of electronic holdings with the Depository through their concerned Depository Participants for receiving all communication including Annual Report, Notice, Circulars, etc. from the Company electronically. The E-communication registration form given elsewhere in the Annual Report for 2013-14 and also hosted on website of the Company i.e. www.nhpcindia.com.

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

Item No. 6

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors to conduct the audit of cost records of the Company for the financial year 2014-15 as under:

S. No.	Name of the Firm	Allocation of the Power Stations including projects to be commissioned during F.Y. 2014-15
1.	M/s. Ravi Sahni & Co, New Delhi	Salal, Uri-I and Uri-II
2.	M/s. Bahadur Murao & Co, Delhi	Chamera-I and Bairasiul
3.	M/s. S.C. Mohanty & Associates, Bhubaneswar	Tanakpur, Dhauliganga and Chamera-III
4.	M/s. K.L. Jaisingh & Co, Noida	Rangit, Teesta-V and TLDP-III
5.	M/s. H. Tara & Co, New Delhi	Chutak, Nimmo Bazgo and Parbati-III*
6.	M/s. V.P. Gupta & Co, Noida	Dulhasti, Loktak and TLDP-IV*
7.	M/s. S.K. Rajpurawala, Jaipur	Chamera-II and Sewa-II

*Appointment in respect of Parbati-III and TLDP-IV is subject to commercial operation of respective Projects during the financial year 2014-15. Parbati-III has become commercially operative w.e.f. 6th June, 2014.

As per Rule 14 of Companies (Audit and Auditors) Rules, 2014 read with Section 148(3) of the Companies Act, 2013, the remuneration recommended by the Audit Committee shall be considered and approved by the Board of Directors and ratified subsequently by the shareholders. Accordingly, consent of the members is sought through an Ordinary Resolution for ratification of the remuneration payable to the Cost Auditors for the financial year 2014-15.

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

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice except to the extent of their shareholding in the Company.

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

Item No. 7

The President of India, pursuant to Article 33 of the Articles of Association of the Company, appointed Shri Shantikam Hazarika as a part-time non official Director of the Company for a period of three years from the date of notification of appointment, or until further orders, whichever is earlier. Shri Shantikam Hazarika joined the Board with effect from 24th May, 2012.



NHPC Limited

(A Government of India Enterprise)

The Company has received a notice in writing from Shri Shantikam Hazarika alongwith the deposit of requisite amount under Section 160 of the Act proposing his candidature for the office of Director of the Company.

Shri Shantikam Hazarika is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Company has received a declaration from Shri Shantikam Hazarika that he meets the criteria of Independence as prescribed both under sub-section (6) of Section 149 and Schedule IV of the Companies Act, 2013.

Brief resume of Shri Shantikam Hazarika, nature of his expertise in specific functional areas and names of Companies in which he holds Directorships and Memberships / Chairmanships of Board/Committees, shareholding and relationships between Directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges is annexed with this notice.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Shri Shantikam Hazarika be appointed as an Independent Director for remaining term as per his letter of appointment no.16/28/99-NHPC(Vol-III) dated 17.05.2012

Copy of the Ministry of Power's letter for appointment of Shri Shantikam Hazarika as a part time non-official Director is available for inspection by members at the Registered Office of the Company.

Save and except Shri Shantikam Hazarika and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the shareholders.

Item No. 8

The President of India, pursuant to Article 33 of the Articles of Association of the Company, appointed Shri A. Gopalakrishnan as a part-time non official Director of the Company for a period of three years from the date of notification of appointment, or until further orders, whichever is earlier. Shri A. Gopalakrishnan joined the Board with effect from 10th March, 2013.

The Company has received a notice in writing from Shri A. Gopalakrishnan alongwith the deposit of requisite amount under Section 160 of the Act proposing his candidature for the office of Director of the Company.

Shri A. Gopalakrishnan is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Company has received a declaration from Shri A. Gopalakrishnan that he meets with the criteria of Independence as prescribed both under sub-section (6) of Section 149 and Schedule IV of the Companies Act 2013. Shri A. Gopalakrishnan possesses appropriate skills, experience and knowledge, inter-alia, in the field of Finance.

Brief resume of Shri A. Gopalakrishnan, nature of his expertise in specific functional areas and names of Companies in which he holds Directorships and Memberships / Chairmanships of Board/ Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges is annexed with this notice.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Shri A. Gopalakrishnan be appointed as an Independent Director for remaining term as per his letter of appointment no. 16/28/99-NHPC dated 01.03.2013

Copy of the Ministry of Power's letter for appointment of Shri A. Gopalakrishnan as a part time non-official Director is available for inspection by members at the Registered Office of the Company.

Save and except Shri A. Gopalakrishnan and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 8 of the Notice for approval by the shareholders.

Item No. 9

The Ministry of Power vide its letter no. 9/2/2013-NHPC dated 6th June 2014 entrusted the additional charge for the post of CMD, NHPC Limited to Shri R. S. T. Sai, CMD, THDC India Limited in addition to his own duties for a period of three months or until further orders, whichever is earlier, with effect from the date of taking over the charge of CMD, NHPC Limited i.e. w.e.f. 08.06.2014. Further, Ministry of Power has extended the tenure of Shri R. S. T. Sai for a further period up to 07.12.2014.

The Board of Directors of the Company in its meeting held on 7th July, 2014 had appointed Shri R. S. T. Sai as an Additional Director under the provisions of Section 161 of the Companies Act, 2013 till the Annual General Meeting and confirmed him as Chairman & Managing Director of the Company.

Since the tenure of appointment of Shri R. S. T. Sai as an Additional Director is due to expire at the Annual General Meeting pursuant to Section 161(1) of the Companies Act, 2013, approval of the shareholders is being sought in order to confirm his directorship and to appoint him as Chairman & Managing Director of the Company as non-retiring Director on the terms and conditions determined by the Government of India.

The Company has received a notice in writing from Shri R. S. T. Sai alongwith the deposit of requisite amount under Section 160 of the Act proposing his candidature for the office of Director of the Company.

Shri R. S. T. Sai is a Graduate in Electrical Engineering and a fellow of Institution of Engineers. He obtained PGDM from IIM, Bangalore. He holds a degree in Law from Delhi University. Shri R. S. T. Sai has varied experience in Banking, Finance, Commercial, EPC contracting and Project Management.

Save and except Shri R. S. T. Sai and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/ Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 9 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 9 of the Notice for approval by the shareholders.

BRIEF RESUME OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE 38TH ANNUAL GENERAL MEETING

Name	Shri D. P. Bhargava	Shri J. K. Sharma	Shri Shantikam Hazarika	Shri A Gopalakrishnan	Shri R. S. T. Sai
Date of Birth & Age	1 st April 1956 (58 years)	30 th September 1958 (56 years)	10 th December, 1947 (66 years)	2 nd December, 1951 (62 years)	10 th November, 1956 (57 years)
Date of Appointment	26 th March 2009. The Government of India vide letter no. 9/6/2006-NHPC (Vol-II) dated 24 th March 2014 has extended the tenure of the director for three months from 26 th March 2014 or until further orders, whichever is earlier. His tenure was further extended till 25 th September, 2014	10 th April 2009. The Government of India vide letter no. 9/6/2006-NHPC (Vol-II) dated 9 th April 2014 has extended the tenure of the director for three months from 10 th April 2014 or till ACC's decision is received, whichever is earlier. His tenure was further extended till 9 th October, 2014	24 th May, 2012. The Government of India vide letter no.16/28/99-NHPC(Vol-III) dated 17.05.2012 has appointed him as part time non-official Director for a period of three years from the date of notification of appointment or until further order, whichever is earlier.	10 th March, 2013. The Government of India vide letter no.16/28/99-NHPC dated 01.03.2013 has appointed him as part time non-official Director for a period of three years from the date of notification of appointment or until further order, whichever is earlier.	8 th June, 2014 The Government of India vide letter no. 09/02/2013-NHPC dated 06.06.2014 has given him additional charge of the post of Chairman & Managing Director for a period of three months or till the regular appointment of CMD,NHPC whichever is earlier which was further extended upto 7.12.2014
Qualification	He holds a bachelor's degree in Electrical Engineering from the University of Roorkee.	He holds a Bachelor's degree in Civil Engineering from the University of Indore and is a member of the American Society of Civil Engineers. He is also a fellow of the Institution of Engineers (India) and Chartered Engineer.	He is an Engineering graduate from BITS Pilani and holds a Post Graduate Diploma in Management from IIM Ahmedabad.	He is a Chartered Accountant	He is a Graduate in Electrical Engineering and a fellow of Institution of Engineers. He has done Management Diploma from IIM, Bangalore and also holds Degree in law from Delhi University
Expertise in specific functional area	Shri D. P. Bhargava has over 35 years of experience in the hydro power sector. He is in-charge of Design and Engineering of projects, Operation and Maintenance of power stations, Contract & Procurement, Rural Electrification Works, Survey & Investigation Works, Research and Development, Quality Assurance and Inspection and Corporate Social Responsibility (CSR). He has also worked at the Nathpa Jhakri Hydro Power Station of SJVN Limited. Prior to joining NHPC Board, Shri Bhargava has served NHPC in various capacities including as the Executive Director (Projects). He was also the Chief Executive Director of NHDC Ltd, a subsidiary of NHPC.	Shri J. K. Sharma has over 34 years of experience mainly in the hydro sector both in India and abroad. He is currently in charge of Construction Projects, Information and Technology (IT), Construction Equipment Planning (CEP), Corporate Planning, and Project Monitoring Service Group (PMSG). Prior to joining NHPC, Shri Sharma served as Director (Civil) in SJVN Limited. He is a recipient of the Rashtriya Gaurav Award and of the Mother Teresa Excellence Award. He is Certified Projects Director, IPMA Level- A w.e.f. 27 th September, 2011.	Shri Shantikam Hazarika is currently the Executive Director of the Gyan Saagar Foundation which runs the Royal group of Institutions and is involved in setting up the Assam Royal Global University. Before that he was the Chairman of the Board of Secondary Education, Assam. Shri Hazarika was the Founder Director of the Assam Institute of Management, Guwahati (A Government of Assam Society), a post that he has served for 22 years. He was earlier a Senior Executive of Oil India Limited where he worked for nearly fifteen years. He has also served as Member (Finance) of the Assam State Electricity Board for three years. Before joining the NHPC Board, Shri Hazarika was also a Member of the Assam State Pay Commission, and Chairman of the Guwahati Stock Exchange Ltd. He has also served as an Independent Director with Hindustan Copper Ltd. Currently, Shri Hazarika also serves as a Director in the Assam State Electronics development Corporation, and independent director in the North Eastern Electrical Power Corporation Ltd. Shri Hazarika is also a Member of the Management Council of Dr. B. Barooah Cancer Institute and a Member of the State Innovation Council, Assam.	Shri A. Gopalakrishnan is a Senior Partner in one of the oldest and most reputed firms of chartered accountants, M/s K.Ventkatachalam Aiyer and Co. headquartered in Thiruvananthapuram. Shri Gopalakrishnan secured 13 th rank at the all-India level in the CA final examination held in May 1974 and 36 th rank in the CA intermediate examination held in May 1973. Shri Gopalakrishnan held membership in the State Council of the Confederation of Indian Industry, Kerala region and the Centre for Taxation Studies, Thiruvananthapuram. Shri Gopalakrishnan was the Chairman of the Kottayam branch of the Institute of Chartered Accountants of India (1999-2000) and has been faculty for the coaching board classes for CA intermediate and final students for several years. He was the Convenor of the Economic Affairs and Taxation Panel of CII Kerala region for 2007-08 and Director of Dena Bank up to December 2009 and Chairman of the Audit Committee of Dena Bank.	Shri Sai has 33 years of varied experience in Banking, Finance, Commercial, EPC Contracting and Contract Management. He has developed transparent tender documentation for evaluation of Suppliers' Credit and also introduced innovation of Bonus for early completion of project in Delhi Metro. Shri Sai has worked in SBI, NTPC, POWERGRID and Delhi Metro respectively in various capacities. Presently, he is a part time director in UJVNL and member of Governing Body of IIT, Roorkee. He is also the Chairman and Managing Director of THDC India Ltd. Prior to this, he was holding the charge of Director (Finance) in THDC since May, 2005.



NHPC Limited

(A Government of India Enterprise)

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Date of Birth & Age	1 st April 1956 (58 years)	30 th September 1958 (56 years)	10 th December, 1947 (66 years)	2 nd December, 1951 (62 years)	10 th November, 1956 (57 years)
Directorship held in other companies	(1) Chenab Valley Power Projects Private Limited (2) PTC India Limited	Chenab Valley Power Projects Private Limited	(1) North Eastern Electric Power Corporation Limited (2) Assam Electronics Development Corporation Limited (3) Gauhati Stock Exchange Private Limited	(1) Central Railside Warehouse Company Limited (2) Center for Examining Financial Reporting and Governance (India) Private Limited	(1) THDC India Limited (2) Uttar Pradesh Jal Vidyut Nigam Limited (3) NHDC Limited (4) Loktak Downstream Hydro-electric Corporation Limited
Membership / Chairmanship of Committees across all companies	NHPC Limited (1) Audit Committee – Member (2) Committee on Corporate Social Responsibility (CSR) and Sustainability - Member (3) Committee of Directors for Allotment and Post-Allotment Activities of NHPC Securities – Member (4) Committee of Directors for Self Insurance Fund - Member (5) Projects Investment Committee – Member (6) Committee on Management Controls- Member PTC India Limited NIL Chenab Valley Power Projects Private Limited NIL	NHPC Limited (1) Audit Committee – Member (2) Committee of Directors for Self Insurance Fund - Member (3) Projects Investment Committee – Member (4) Committee on Management Controls - Member Chenab Valley Power Projects Private Limited NIL	NHPC Limited (1) Nomination & Remuneration Committee- Member (2) Committee on Management Controls- Member (3) Committee of Directors – Appellate Authority- Chairman North Eastern Electric Power Corporation Limited CSR Committee -Member Assam Electronics Development Corporation Limited NIL Gauhati Stock Exchange Private Limited NIL	NHPC Limited (1) Audit Committee- Chairman (2) Stakeholders' Relationship Committee-Member (3) Projects Investment Committee-Member Central Railside Warehouse Company Limited Audit Committee-Chairman Center for Examining Financial Reporting and Governance (India) Private Limited NIL	NHPC Limited NIL THDC India Limited NIL Uttar Pradesh Jal Vidyut Nigam Limited NIL NHDC Limited NIL Loktak Downstream Hydro-electric Corporation Limited NIL
Number of shares held as on 31 st March 2014	19999	4550	NIL	NIL	NIL