



NHPC LIMITED
(A Government of India Enterprise)
Registered & Corporate Office:
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**POST BUYBACK PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS/
BENEFICIAL OWNERS OF EQUITY SHARES OF NHPC LIMITED**

This Public Announcement (the "Public Announcement") is being made pursuant to the provisions of Regulation 19 (7) of the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, as amended (the "Buyback Regulations"). This Post Buyback Public Announcement should be read in conjunction with the Public Announcement dated October 25, 2013 (the "Public Announcement"), and the Letter of Offer dated November 5, 2013 (the "Letter of Offer"). The terms used but not defined in this Post Buyback Public Announcement shall have the same meanings as assigned in the Public Announcement and the Letter of Offer.

1. THE BUYBACK

- 1.1 NHPC Limited (the "Company") had announced the Buyback of not exceeding 123,00,74,277 fully paid-up equity shares of face value of Rs. 10 each ("Equity Shares") from all the existing shareholders / beneficial owners of Equity Shares as on the record date (i.e. November 8, 2013), on a proportionate basis, through the "Tender Offer" process at a price of Rs. 19.25 (Rupees Nineteen and Paise Twenty Five only) per Equity Share payable in cash for an aggregate amount of approximately Rs. 2367,89,29,832 (Rupees Two Thousand Three Hundred Sixty Seven Crore Eighty Nine Lakh Twenty Nine Thousand Eight Hundred Thirty Two only) ("Buyback Offer Size"). The Buyback Offer of 123,00,74,277 Equity Shares is 10% of the fully paid-up equity share capital as per the latest audited accounts of the Company as on June 30, 2013. The Buyback Offer Size represents 8.89% of the aggregate of the Company's total paid-up equity share capital and free reserves, as per the latest audited accounts of the Company as on June 30, 2013 which stands at Rs. 26,62,416 Lakh (Rupees Twenty Six Lakh Sixty Two Thousand Four Hundred and Sixteen Lakh approximately) and is within the statutory limits of 10% of the total paid up equity share capital and free reserves as per the latest audited accounts of the Company and is within the power of the Board of Directors.
- 1.2 The Buyback Offer opened on Friday, November 29, 2013 and closed on Thursday, December 12, 2013.

2. DETAILS OF BUYBACK

- 2.1 The total number of Equity Shares bought back under the Buyback Offer is 123,00,74,277 Equity Shares at a price of Rs. 19.25 (Rupees Nineteen and Paise Twenty Five only) per Equity Share.
- 2.2 The total amount utilized in the Buyback of Equity Shares is Rs. 2367,89,29, 832 (Rupees Two Thousand Three Hundred Sixty Seven Crore Eighty Nine Lakh Twenty Nine Thousand Eight Hundred Thirty Two only).
- 2.3 The details of valid applications received in the Buyback Offer are as follows#:

Category of Investor	No. of Equity Shares reserved in Buyback	No. of Valid Applications	Total Equity Shares tendered	% Response
Reserved category for Small Shareholders	184511142	3374	6543931	3.54%
General category of other Shareholders	1045563135	412	1419681892	135.78%
Total	1230074277	3786	1426225823	115.94%

As per the certificate dated 19.12.2013 received from Karvy Computershare Private Limited.

Note: All Equity Shares validly tendered by Small Shareholders i.e. 65,43,931 Equity Shares, have been accepted in full. As regards Equity Shares tendered by Shareholders in the General Category, the Additional Equity Shares tendered by them over and above their Buyback Entitlement, have been accepted on a proportionate basis. Accordingly, out of 141,96,81,892 Equity Shares validly tendered by the Shareholders in General Category, 122,35,30,346 Equity Shares have been accepted for the Buyback Offer.

- 2.4. All valid applications were considered for the purpose of Acceptance in accordance with the Buyback Regulations and Paragraph 19 of the Letter of Offer.

3. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

- 3.1. The capital structure of the Company, pre and post Buyback Offer is as under:

Particulars	Pre Buyback		Post Buyback	
	No. of Equity Shares	Amount (Rs. in lakh)	No. of Equity Shares	Amount (Rs. in lakh)
Authorized share capital	15,00,00,00,000	15,00,000.00	15,00,00,00,000	15,00,000.00
Issued, subscribed and paid up share capital	12,30,07,42,773	12,30,074.27	11,07,06,68,496	11,07,066.85

- 3.2. The details of the Shareholders / beneficial owners from whom Equity Shares exceeding 1% of the total Equity Shares accepted for Buyback Offer are as mentioned below:

S. No.	Name of the Shareholder	No. of Equity Shares accepted under the Buyback	Equity Shares accepted as a % of total Equity Shares bought back	Equity Shares accepted as a % of total post Buyback Equity Shares
1.	PRESIDENT OF INDIA	1107159036	90.01%	10.00%
2.	FIDELITY INVESTMENT TRUST FIDELITY SERIES EMERGING MARKETS FUND	29129543	2.37%	0.26%
3.	JPMORGAN FUNDS - ASIA PACIFIC INCOME FUND	21828612	1.77%	0.20%
4.	GOVERNMENT PENSION FUND GLOBAL	14307174	1.16%	0.13%

3.3 The shareholding pattern of the Company pre-Buyback, taken as November 8, 2013 (the Record Date), as well as the post Buyback shareholding, is as under:

Particulars	Pre Buyback		Post Buyback	
	No. of Equity Shares	% of the existing equity share capital	No. of Equity Shares	% of the post Buyback equity share capital
Promoters and persons acting in concert,	1062,33,68,758	86.36	951,62,09,722	85.96
Foreign Investors (including Non Resident Indians, FIIs and Foreign Mutual Funds	31,21,28,457	2.54	155,44,58,774	14.04
Financial Institutions/ Banks/ Mutual Funds promoted by Banks/ Institutions	39,12,32,352	3.18		
Other (public, public bodies corporate etc.)	97,40,13,206	7.92		
Total	1230,07,42,773	100	11,07,06,68,496	100

4. MANAGER TO THE BUYBACK OFFER





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5. DIRECTORS' RESPONSIBILITY

As per Regulation 19(1) (a) of the Buyback Regulations, the Board of Directors of the Company accept full and final responsibility for the information contained in this Public Announcement.

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


 Guttapalli Sai Prasad
 Chairman and Managing Director


 A.B.L. Srivastava
 Director (Finance)


 Vijay Gupta
 Company Secretary

Date: December 19, 2013
 Place: New Delhi