

**MINUTES OF THE 1<sup>ST</sup> MEETING OF THE HOLDERS OF “O” SERIES BONDS OF NHPC LIMITED HELD ON 16<sup>TH</sup> SEPTEMBER, 2014 AT 11:00 AM AT NHPC OFFICE COMPLEX, SECTOR-33, FARIDABAD – 121003 (HARYANA).**

**QUORUM**

**PRESENT**

1.	Shri Krishnakant Sharma, Representative of Axis Bank (Trustee of the Series)	Chairman of the Meeting
2.	Shri Jayant Kumar, Executive Director (Finance), NHPC Limited	Special Invitee
3.	Shri Vijay Gupta, Company Secretary, NHPC Limited	Company Secretary
4.	Shri K. K. Goel, Chief (Finance), NHPC Limited	Special Invitee
5.	Punjab National Bank Employees Pension Fund, Punjab National Bank Employees Provident Fund and Punjab National Bank Employees Gratuity Fund represented by Shri J. P. Bhanot	Bondholders
6.	Indian Airlines Employees Provident Fund represented by Shri Satya Narain	Bondholder
7.	Food Corporation of India CPF Trust represented by Shri Pukhraj Tak	Bondholder
8.	Nainital Bank Limited represented by Shri Arun Kumar Agarwal	Bondholder
9.	Mother Dairy Employees Group Gratuity Fund Trust represented by Shri Shakti Chand	Bondholder
10.	Shri. Alok Sharma, Director, RCMC Share Registry Pvt Limited	RTA

07 (seven) bondholders represented by 05 (five) persons marked their attendance in person. None of the proxy was registered by the Company.

The Company secretary introduced the dignitaries on the dais and read the notice of the meeting. On the confirmation of Shri Alok Sharma, RTA, Company Secretary informed that the requisite quorum for the meeting is present.

The Chairman of the meeting declared the meeting as open and welcomed all the Bondholders and Special Invitees to the 1<sup>st</sup> meeting of the bondholders of "O" series Bonds of NHPC Limited.

The Chairman of the meeting stated that all documents referred to in the accompanying notice are open for inspection by the bondholders till the conclusion of the meeting.

Thereafter, it was decided to take up the business agenda laid before the meeting.

To appoint M/s AXIS TRUSTEE SERVICES LIMITED (ATSL) as Debenture Trustee.

The following Special Resolution was proposed by Shri Pukhraj Tak representative of Food Corporation of India CPF Trust (DP ID: IN300484 and Client ID: 10972117) and seconded by Shri Shakti Chand representative of Mother Dairy Employees Group Gratuity Fund Trust (DP ID: IN300476 and Client ID: 40072256):

**"RESOLVED THAT** approval of the Debenture / Bond holders of "O" series Bonds be and is hereby accorded for the appointment of **M/S AXIS TRUSTEE SERVICES LIMITED ("ATSL")**, registered with Securities and Exchange Board of India (SEBI) bearing Registration number **IND000000494**, as Joint Debenture Trustee (Trustee), and subsequent to retirement of **M/S. AXIS BANK LTD**, (Present Trustee) from its capacity as trustee, to act as sole trustee of the Debenture Holders / Bond Holders in terms of and under the Trust Document and to hold such securities created by the Company for the benefit of the Debenture Holders / Bond Holders and to exercise all powers and discharge all obligations contained in the said Trust Document, for "O"

series of Secured, Redeemable, Non-Convertible Bonds issued through private placement.”

Therefore, the resolution was put to vote through show of hands by Chairman of the meeting. All the votes were cast in favour of the resolution and therefore, the resolution was carried out unanimously as a Special Resolution.

After business items set out in the notice of the meeting of the holders of “O” series Bonds of NHPC Limited had been discussed, the Chairman of the meeting invited the bondholders to offer their comments and observations.

The queries made by the bondholders were appropriately replied.

The meeting conducted with a vote of thanks to the bondholders and chair.

sd/-

(Krishnakant Sharma)  
Chairman,  
“O” Series Bondholders Meeting  
Axis Bank Limited