



# NHPC Limited

(A Government of India Enterprise)

Registered Office: NHPC Office Complex, Sector-33, Faridabad - 121003, Haryana, India  
CIN: L40101HR1975GOI032564

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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 "Post Buyback Public Announcement") is being made in compliance with Regulation 24(vi) of the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018 and subsequent amendments thereof (the "Buyback Regulations"). This Post Buyback Public Announcement should be read in conjunction with the Public Announcement dated November 15, 2018 (the "Public Announcement") and the Letter of Offer dated December 18, 2018 (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

- NHPC Limited ("the Company") had announced the Buyback of up to 21,42,85,714 (Twenty One Crore Forty Two Lakhs Eighty Five Thousand Seven Hundred Fourteen) fully paid-up equity shares of face value ₹ 10 each, representing approximately 2.09% of the total number of Equity Shares in the issued, subscribed and paid-up equity share capital of the Company as on March 31, 2018, from all the existing shareholders/ beneficial owners of the Company as on the Record Date i.e. Friday, November 30, 2018, on a proportionate basis, through the "Tender Offer" process at a price of ₹ 28 (Rupees Twenty Eight Only) per equity share ("Buyback Price") for an aggregate consideration of up to ₹ 599,99,99,992 (Rupees Five Hundred Ninety Nine Crore Ninety Nine Lakh Ninety Nine Thousand Nine Hundred Ninety Two Only) (the "Buyback Size"). The Buyback Size is approximately 2.50% of the total paid-up equity share capital and free reserves as per the audited standalone financial statements of the Company for the financial year ended March 31, 2018.
- The Buyback was undertaken by way of Tender Offer using "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and circular no. CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, as may be amended from time to time. For the purposes of the Buyback, BSE was the Designated Stock Exchange.
- The Buyback offer opened on Tuesday i.e. January 1, 2019 and closed on Monday i.e. January 14, 2019.

### 2. DETAILS OF THE BUYBACK

- 21,42,85,714 (Twenty One Crore Forty Two lakhs Eighty Five Thousand Seven Hundred Fourteen Only) Equity Shares were bought back under the Buyback, at a price of ₹ 28 (Rupees Twenty Eight only) per Equity Share.
- The total amount utilized in the Buyback was ₹ 599,99,99,992 (Rupees Five Hundred Ninety Nine Crore Ninety Nine Lakh Ninety Nine Thousand Nine Hundred Ninety Two only) excluding the Transaction Costs.
- The Registrar to the Buyback, Karvy Fintech Private Limited (formerly, Karvy Computershare Private Limited), considered 36,842 valid bids for 96,19,30,108 Equity Shares in response to the Buyback, which is approximately 4.49 times of the maximum number of Equity Shares proposed to be bought back. The details of the valid bids received in the Buyback are as follows:

Category of Shareholders	No. of Equity Shares reserved in the Buyback	No. of valid bids	Total Valid Equity Shares tendered	Response (%)
Reserved category for Small Shareholders	3,21,42,858	35,368	5,11,88,757	159
General Category of other Shareholders	18,21,42,856	1,474	91,07,41,351	500
<b>Total</b>	<b>21,42,85,714</b>	<b>36,842</b>	<b>96,19,30,108</b>	<b>449</b>

- All valid bids were considered for the purpose of Acceptance in accordance with the Buyback Regulations and Paragraph 19 of the Letter of Offer. The communication of acceptance/ rejection has been dispatched by the Registrar to the Buyback to respective Eligible Shareholders on January 22, 2019.
- The settlement of all valid bids has been completed by Indian Clearing Corporation Limited ("ICCL") and National Securities Clearing Corporation Limited ("NSCCL") on January 22, 2019. ICCL and NSCCL have made direct funds payout to respective Eligible Shareholders whose Equity Shares have been accepted under the Buyback. If details of the Eligible Shareholders' bank account were not available or if the fund transfer instruction was rejected by the Reserve Bank of India or any other bank, due to any reason, then such funds were transferred to the concerned Shareholder brokers' settlement bank account for onward transfer to the respective Eligible Shareholders.
- The dematerialized Equity Shares accepted under the Buyback were transferred to the Company's special demat account on January 22, 2019. The unaccepted demat Equity Shares were returned to respective Eligible Shareholders by ICCL and NSCCL on January 22, 2019.
- The extinguishment of 21,42,85,714 Equity Shares accepted under the Buyback, all held under dematerialized form, is currently under process and shall be completed by January 29, 2019.

### 3. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

- The capital structure of the Company, pre and post Buyback, is as follows:

(Equity Shares have a face value of ₹10 each)

Sr. No.	Particulars	Pre Buyback		Post Buyback	
		No. of Shares	Amount in (₹ in crore)	No. of Shares	Amount in (₹ in crore)
1.	Authorised share capital	1500,00,00,000	15,000.00	1500,00,00,000	15,000.00
2.	Issued, subscribed and paid up share capital	1025,93,20,519	10,259.32	1004,50,34,805	10,045.03

- Details of Eligible Shareholders from whom Equity Shares exceeding 1% of the total Equity Shares accepted under the Buyback are as follows:

Sr. No.	Name of the Shareholder	Number of Equity Shares accepted under the Buyback	Equity Shares accepted as a % of total Equity Shares bought back	Equity Shares accepted as a % of number of Equity Shares of the Company post Buyback
1.	President of India acting through Ministry of Power, Government of India	14,22,71,903	66.39%	1.42%
2.	Power Finance Corporation Limited	1,09,73,019	5.12%	0.11%
3.	Rural Electrification Corporation Limited	87,09,659	4.06%	0.09%
4.	HDFC Trustee Company Ltd. A/C HDFC Balanced Advantage Fund	26,14,913	1.22%	0.03%

- The shareholding pattern of the Company, pre Buyback (as on Record date i.e. November 30, 2018) and post Buyback, 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	755,81,26,518	73.67	741,58,54,615	73.83
Foreign Investors (including Non Resident Indians, FII, FPIs and Foreign Mutual Funds, OCB's)	46,71,63,196	4.55	262,91,80,190	26.17
Financial Institutions/ Banks/ Mutual Funds promoted by Banks/ Institutions, Insurance companies, NBFC	115,57,04,295	11.27		
Other (public, public bodies corporate, AIF, CM, HUF, IEPF, Trusts etc.)	107,83,26,510	10.51		
<b>Total</b>	<b>1025,93,20,519</b>	<b>100.00</b>	<b>1004,50,34,805</b>	<b>100.00</b>

### 4. MANAGER TO THE BUYBACK

#### AMBIT CAPITAL PRIVATE LIMITED

Ambit House, 449, Senapati Bapat Marg, Lower Parel, Mumbai - 400013

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Website: www.ambit.co; SEBI Registration Number: INM000012379; CIN: U74140MH1997PTC107598

### 5. DIRECTOR'S RESPONSIBILITY

As per Regulation 24(i)(a) of the Buyback Regulations, the Board of Directors of the Company accept full responsibility for the information contained in this Post Buyback Public Announcement and confirm that the information in this Post Buyback Public Announcement contain true, factual and material information and does not contain any misleading information. The Post Offer Public Announcement is issued under the authority of the Board of Directors by the Functional Authority through resolution passed by the Functional Authority at its meeting held on January 23, 2019.

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

Sd/-  
Shri Balraj Joshi,  
Chairman and Managing Director  
(DIN: 07449990)

Sd/-  
Shri Ratish Kumar  
Director (Projects)  
(DIN: 06852735)

Sd/-  
Shri Mahesh Kumar Mittal,  
Director (Finance)  
(DIN: 02889021)

Dated: January 23, 2019  
Place: New Delhi