



एनटीपीसी लिमिटेड

(भारत सरकार का उद्यम)

NTPC Limited

(A Govt. of India Enterprise)

केन्द्रीय कार्यालय / Corporate Centre
Dated: 3/8/2022

Ref: 01:SEC:CL-46

General Manager
Department of Corporate Services
BSE Limited
Floor 25, Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai -400 001
Scrip Code: 532555

Manager
Listing Department
National Stock Exchange of India Limited
"Exchange Plaza", Bandra-Kurla
Complex, Bandra (E),
Mumbai -400 051
Scrip Code: NTPC

Sub.: In matter of the Scheme of Amalgamation between Nabinagar Power Generating Company Limited, Kanti Bijlee Utpadan Nigam Limited and NTPC Limited and their respective shareholders and creditors- Copy of Order.

Dear Sir,

This is further to the various disclosures made by the Company on the captioned subject. We wish to inform you that the Ministry of Corporate Affairs (MCA) vide its order dated 29th July 2022 has approved the Scheme of Amalgamation of Nabinagar Power Generating Company Limited and Kanti Bijlee Utpadan Nigam Limited, wholly owned subsidiaries of NTPC Limited into NTPC Limited.

Copy of order is enclosed. The Scheme of Amalgamation (Scheme) shall become effective after filing of the Scheme with the Registrar of Companies.

Thanking you.

Yours faithfully,

Nandini Sarkar

(Nandini Sarkar)

Company Secretary &
Compliance Officer

Encl: As above

24/1/2021-सीएल-III

भारत सरकार
कारपोरेट कार्य मंत्रालय

शास्त्री भवन, "ए" विंग, 5^{वाँ} तल,
डा. राजेन्द्र प्रसाद रोड़,
नई दिल्ली-110001
दिनांक : 29.07.2022

To,


1. M/s Nabinagar Power Generating Company Limited,
NTPC Bhawan, Core 7
SCOPE Complex, 7, Institutional Area
Lodhi Road, New Delhi-110003.
2. M/s Kanti Bijlee Utpadan Nigam Limited,
NTPC Bhawan, Core 7
SCOPE Complex, 7, Institutional Area
Lodhi Road, New Delhi-110003.
- ✓ 3. M/s NTPC Limited
NBCC Bhawan, SCOPE Complex
7, Institutional Area, Lodhi Road
New Delhi - 110003.

Subject: Application received u/s 230-232 of the Companies Act, 2013 from M/s Nabinagar Power Generating Company Limited (Transferor Co No. 1), Kanti Bijlee Utpadan Nigam Limited (Transferor Co No.2) with M/s NTPC Limited (Transferee Co.) for approving scheme of amalgamation.

Sir,

I am to forward herewith a copy of this Ministry's Order dated 28.07.2022 on the above subject for information and necessary action.

Encl: As above

भवदीय,

(संजय वर्मा)
उप निदेशक

सूचना एवं आवश्यक कार्यवाही हेतु प्रतिलिपि :-

DSK Legal, 155, ESC House, 1st & 2nd Floor, Okhla Industrial Estate, Phase-3, New Delhi-110020.

Final Order
24/1/2021-CL-III

GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS

In the matter of Sections 230-232 of the Companies Act, 2013

AND

In the matter of Scheme of Amalgamation between
M/s Nabinagar Power Generating Company Limited,
M/s Kanti Bijlee Utpadan Nigam Limited

And

M/s NTPC Limited

1. M/s. Nabinagar Power Generating Company Limited having its registered office at NTPC Bhawan, Core 7, SCOPE Complex, 7, Institutional Area, Lodhi Road, New Delhi- 110003

Applicant/Transferor Company No.1

2. M/s. Kanti Bijlee Utpadan Nigam Limited having its registered office at NTPC Bhawan, Core 7, SCOPE Complex, 7, Institutional Area, Lodhi Road, New Delhi- 110003.

Applicant/Transferor Company No.2

3. M/s NTPC Limited having its registered office at NTPC Bhawan, SCOPE Complex, 7, Institutional Area, Lodhi Road, New Delhi - 110003.

Applicant/Transferee Company

Present:-

- i. Ms. Nandini Sarkar, Company Secretary, Transferee Company
- ii. Mr. Manish Kumar, Company Secretary, Transferor Company No.1
- iii. Ms. Priyanka Sethi, Company Secretary, Transferor Company No.2
- iv. Mr. Nakul Batra, Advocate, DSK Legal
- v. Mr. Manhar Singh Saini, Advocate, DSK Legal
- vi. Mr. Hardik Jain, Advocate, DSK Legal

.....for Transferor and Transferee Company

- vii Mr. Vinod Sharma, Official Liquidator



ORDER

(Hearing held on 29/06/2022)

Joint confirmation petition was filed on 29th April, 2022 by the petitioner companies with respect to proposed Scheme of Amalgamation between M/s Nabinagar Power Generating Company Limited (Transferor Company No.1), M/s Kanti Bijlee Utpadan Nigam Limited (Transferor Company No.2) and M/s NTPC Limited (Transferee Company) u/s 230-232 of the Companies Act, 2013 read with Government of India, Notification NO.GSR.582 (E) dated 13.06.2017.

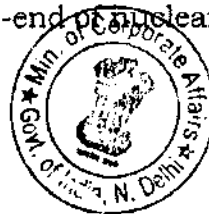
2. The Transferor Company No.1 was incorporated on 09.09.2008 under the provisions of the Companies Act, 1956 under the name "Nabinagar Power Generating Company Private Limited". The Transferor Company No.1 was converted into a public Limited Company, and a fresh certificate of incorporation dated 17.02.2019 was issued to Transferor Company No.1 by the Registrar of Companies, national Capital Territory of Delhi and Haryana. The Transferor Company No. 1 is the wholly owned subsidiary of NTPC Limited (i.e. Transferee Company). The equity shares of the Transferor Company No.1 are not listed on any stock exchange. The Transferor Company No.1 is engaged in the business of inter alia purchasing, selling, importing, exporting, producing, trading, manufacturing or otherwise dealing in all aspects of electric power and for that purpose to set up, operate and manage all necessary plants, establishments and works and other allied industries.

3. The Transferor Company No.2 was incorporated on 06.09.2006 under the provisions of the Companies Act, 1956 under the name "Vaishali Power Generating Company Limited". The certificate of commencement of business dated 28.09.2006 was issued to Transferor Company No.2 by the Registrar of Companies, National Capital Territory of Delhi and Haryana. The name of Transferor Company No.2 changed from Vaishali Power Generating Company Limited to Kanti Bijlee Utpadan Nigam Limited. Fresh Certificate of Incorporation



consequent upon change of name dated 10.04.2008 issued to the Transferor Company No.2. The Transferor Company No.2 is also a wholly owned subsidiary of NTPC Limited (Transferee Company). The equity shares of Transferor Company No.2 are not listed on any stock exchange. The Transferor Company No.2 is engaged in the business of inter alia generation, co-generation, supply, distribution, transmission, transformation, conversion, production, manufacture, processing, accumulation, development, receiving, production, improving, buying, selling, re-selling, acquiring, using, re-using, importing, exporting or in any manner dealing in gas, steam, any product or products derived from or connected with any other form of energy including without limitation, heat, solar, wind, energy developed or invented in future or otherwise deal in electric power or any product or products derived from or connected with electric power/electricity.

4. The Transferee Company was incorporated on 07.11.1975 under the provisions of the Companies Act, 1956. The name of the Transferee Company was changed from National Thermal Power Corporation Limited to NTPC Limited and fresh certificate of incorporation consequent upon change of name dated 28.10.2005 issued to the Transferee Company. The equity shares of the Transferee Company are listed on the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE). The Transferee Company is engaged in the business of inter alia to plan, promote and organize an integrated and efficient development of Thermal, Hydel, Nuclear power and power through Non-Conventional/Renewable Energy Sources including generation from municipal or other waste materials in India and abroad including planning, investigation, research, design and preparation of preliminary, feasibility and definite project reports, construction, generation, operation & maintenance, Renovation & Modernization of power stations and projects, transmission, distribution, sale of power generated at Stations in India and abroad in accordance with the national economic policies and objectives laid down by the Central Government from time to time, the management of front and back-end of nuclear fuel cycle and ensure safe and efficient disposal of waste.



5. As per Government of India, Notification NO.GSR.582 (E) dated 13.06.2017, the powers under section 230-232 of the Companies Act, 2013 have been conferred upon the Central Government in respect of Government Companies. Accordingly, Ministry of Corporate Affairs has the jurisdiction to hear and decide the present petition.

6. As per the clause 7.2 & 7.3 of the Scheme of the Amalgamation, upon the scheme coming into effect all equity shares of the Transferor Company No.1 and Transferor Company No.2, and the corresponding share certificates, held by the Transferee Company (either directly or through nominees) shall without any further application, act, instrument or deed, be deemed to have been automatically cancelled and be of no effect without any necessity of them being surrendered. It is clarified that no new shares shall be issued, or payment made in cash whatsoever by the Transferee Company in lieu of shares of the Transferor Companies. Consequent to and as part of the amalgamation of the Transferor Companies with the Transferee Company herein, the authorized share capital of the Transferor Companies shall stand merged into and combined with the authorized share capital of the Transferee Company pursuant to the Scheme, without any further act or deed, and without payment of any registration or filing fee on such combined authorized share capital, the Transferor Companies and the Transferee Company having already paid such fees. Accordingly, the authorized share capital of the Transferee Company resulting from the amalgamation of the Transferor Companies with the Transferee Company shall be a sum of Rs.16600,00,00,000 (Indian Rupees Sixteen thousand Six Hundred Crore only) divided into 16600000000 (One thousand Six Hundred Sixty Crore only) equity shares of Rs.10 (Indian Rupees ten only) each and Clause V of the Memorandum of Association of the Transferee Company and Article 5 of the Articles of Association of the Transferee Company shall stand altered accordingly.



7. The petitioner companies through their joint confirmation petition prayed before the Ministry of Corporate Affairs to sanction the Scheme of Amalgamation between Nabinagar Power Generating Company Limited (Transferor Company No.1), M/s Kanti Bijlee Utpadan Nigam Limited (Transferor Company No.2) with M/s NTPC Limited (Transferee Company) so as to be binding on all the equity shareholders of the Transferor Companies and on all the equity shareholders and unsecured creditors of the petitioner companies and all other concerned persons.

8. The Ministry of Power being the administrative ministry of all the Transferor and Transferee Company vide its letter dated 16.03.2020 conveyed its approval for the amalgamation of Nabinagar Power Generating Company Limited (Transferor Company No.1), M/s Kanti Bijlee Utpadan Nigam Limited and M/s NTPC Limited (Transferee Company).

9. The Scheme of Amalgamation has been approved by the Board of Directors of the Transferor Company No.1 and Transferor Company No.2 in its meeting held on 06.12.2019 and 15.01.2020 respectively. The confirmation petition of Transferor Company No.1 and Transferor Company No.2 are supported by the affidavit of Shri Manish Kumar, Company Secretary and Ms. Priyanka Sethi, Company Secretary respectively.

10. The Scheme of Amalgamation has been approved by the Board of Directors of the Transferee Company in its meeting held on 09.11.2019. The confirmation petition of Transferee Company is supported by the affidavit of Ms. Nandini Sarkar, Company Secretary & Authorized Signatory of the company.

11. Pursuant to the hearing held on 20.01.2022 and order dated 28.01.2022 the requirement of convening the meeting of the equity shareholders of the Transferor Company No.1 and Transferor Company No.2 have been dispensed with as the both the Transferor Companies have furnished consent affidavit(s) from all the equity shareholders.



12. Further, the meeting(s) of secured creditors of Transferor Company No.1, Transferor Company No.2 and Transferee Company have also dispensed with since all the secured creditors as on 30.09.2020 have furnished their consents by way of affidavit(s).

13. Pursuant to the order dated 28.01.2022, it was directed to convene the meeting of Equity Shareholders of the Transferee Company and unsecured creditors of the Transferor Company No.1 & 2 (whose debt is of value more than Rs.50 Lakhs as on 30.09.2020 and unsecured creditors of Transferee Company (whose debt is of value more than Rs.1 Crore as on 30.09.2020). The ministry also appointed Shri Ashish Upadhyaya, AS&FA, in the Ministry of Power, Government of India being the administrative in-charge of the petitioner companies, appointed as chairperson of equity shareholders and unsecured creditor(s) meeting. Further, the Transferor Companies and Transferee Company were directed to publish notice of meeting(s) in two prominent newspaper one in English and other in vernacular language of the state in which Transferor and Transferee Company are registered and also to send individual notice to the equity shareholders of the Transferee Company and unsecured creditors of both the Transferor Companies (whose debt value is more than Rs.50 Lakhs as on 30.09.2020 & Transferee Company (whose debt value is more than Rs.1 Crore as on 30.09.2020) at least one month before the day appointed for the said meeting by Registered post/Speed Post/e-mail. It is also directed to place the notice and other documents on the website of the Transferor & Transferee Company. Further, petitioner companies were also directed to send notices to concerned Regional Director, Registrar of Companies, Official Liquidator, Income Tax Authorities, SEBI, BSE & NSE (only in case of Transferee Company) and other statutory authorities to send their report as per section 230(5) of the Companies Act, 2013. Further, this ministry allowed the petitioner companies to conduct the meeting of equity shareholders and unsecured creditors through Video Conferencing (VC) due to prevailing Pandemic Condition across India and to adopt e-voting system and appoint Scrutinizer for the purpose of conducting

