

Ref. MTPS/HOP/45386/

Date. 11/3/2024

To,

Director (IA Division - Thermal)
Ministry of Environment, Forest and Climate Change
3rd Floor, Vayu Block,
Indira Paryavaran Bhawan,
Jorbag Road, Aliganj,
New Delhi-110003

Subject: Request for Transfer of Environment Clearance of St-II, Muzaffarpur Thermal Power Project (2x195 MW) located in Kanti, District-Muzaffarpur (Bihar) from M/s Kanti Bijlee Utpadan Nigam Limited (KBUNL) (Transferor) to M/s NTPC Limited (Transferee).

References: MoEF&CC File No.: J 13012/98/2008-IA.II(T) dated 09.11.2009 for St-II of M/s Kanti Bijlee Utpadan Nigam Limited (KBUNL)

Dear Sir,

As you may aware that Ministry of Environment, Forest and Climate Change (MOEF&CC), Government of India, vide letter no. J 13012/98/2008-IA.II(T) dated 09.11.2009 accorded Environmental Clearance (EC) for Stage-II (2x195 MW) of Muzaffarpur Thermal Power Plant to M/s. Kanti Bijlee Utpadan Nigam Limited (KBUNL). (Copy attached as **Annexure-I**).

Ministry of Corporate Affairs vide its order no. 24/1/2021-CL-III dated 28.07.2022 notified the sanctioning of scheme of amalgamation between M/s Kanti Bijlee Utpadan Nigam Limited (Transferor Company) 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 (Copy of sanctioned scheme attached as **Annexure-II**). However the above scheme of amalgamation has become effective from 26.08.2022, being the date on which the said certified copy of the MCA Order sanctioning the Scheme has been filed with the Registrar of Companies, NCT, Delhi. In this regard, copy of letter from Company Secretary, NTPC Limited is attached as **Annexure-III**.

In view of the above, it is requested that the said Environment Clearance for St-II, Muzaffarpur Thermal Power Project (2x195 MW) may be transferred in favour of NTPC Ltd. on the same terms and conditions in the light of the provision for "Transferability of Environmental Clearance (EC)" under para 11 of the Gazette Notification No. S.O. 1533(E) dated 14.09.2006 issued by the MOEF&CC.

पोस्ट - काँटी थर्मल, जिला - मुजफ्फरपुर-843130/ P.O. Kanti Thermal, Distt.- Muzaffarpur - 843130 (Bihar)

टेली/फेक्सो. नं. / Tel/Fax : 06223-267310

पंजीकृत कार्यालय : एन टी पी सी भवन स्कोप कॉम्प्लेक्स, 7 इंस्टीटयुशनल एरिया, लोधी रोड, नई दिल्ली - 110 003

Registered Office : NTPC Bhawan, SCOPE Complex, 7 Institutional Area, Lodhi Road, New Delhi - 110 003

कॉर्पोरेट पहचान नम्बर / CIN-U40102DL2006GOI153167

A.K. *[Signature]*



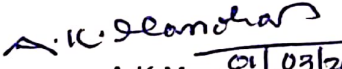
Ref.....

Date.....

Further, NTPC also undertakes to comply with all the EC conditions stipulated for the Stage-II, Muzaffarpur Thermal Power Project (2x195 MW) of previous allottee (Copy of Legal undertaking attached as **Annexure-IV**).

Thanking you.

Yours faithfully,


A K Manohar 01/03/2024

Head of Project (MTPS)

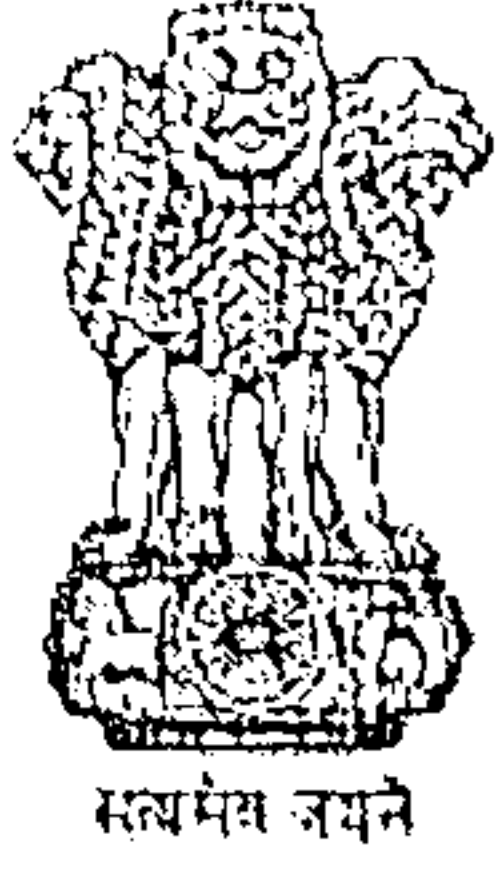
पोस्ट - काँटी थर्मल, जिला - मुजफ्फरपुर-843130/ P.O. Kanti Thermal, Distt.- Muzaffarpur - 843130 (Bihar)

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कॉर्पोरेट पहचान नम्बर / CIN-U40102DL2006GOI153167



J 13012/98/2008-IA.II(T)
Government of India
Ministry of Environment & Forests

BY SPEED POST

Paryavaran Bhawan
CGO Complex, Lodi Road
New Delhi-110 003

Dated: 9th Nov, 2009

To

M/s Kanti Bijlee Utpadan Nigam Ltd.
Muzaffarpur Thermal Power Plant
P.O Kanti Thermal, Kanti District,
Muzaffarpur – 834 130
Bihar.

Sub: 2x195 MW (Stage-II) Coal Based Thermal Power Plant at village Kanti, in Muzaffarpur Distt., in Bihar - reg. Environmental Clearance.

Sir,

The undersigned is directed to refer to your letter no. KantiBijlee/MTPS/TS/ST-2 MoEF_EIA, dated 22.07.2009 on the subject mentioned above. The Ministry of Environment & Forests has examined the application.

2. It has been noted that the proposal is for setting up of 2x195 MW Coal Based TPP (Stage-II). The expansion is proposed within existing premises of the power plant. The project was earlier proposed for 2x250 MW but in view of restriction of stack height to 146.5 m due to proximity of Muzaffarpur Airport, the proposal was reduced to 2x195 MW. Water requirement of about 30 cusec will be met from Burhi Ghandak river, which will be taken through pipelines over a distance of about 4 kms. Ash content in coal will be about 41% and sulphur content 0.15%. Water allocation has been obtained from the Govt. of Bihar. Coal required will be 2.20 MTPA, which will be sourced from Eastern Coal Fields. Coal linkage has been obtained. There are no national parks, wildlife sanctuaries, biosphere, tiger, elephant reserves, heritage sites etc. within 10 km of the plant boundary. Bear sanctuary is located more than 10 kms away. Public hearing was held on 11.07.2009. The Cost of the project will be Rs 2929.86 Crores.

3. The project has been considered in accordance with the provisions of the EIA notification issued by the Ministry of Environment & Forests vide S.O. 1533 (E), dated September 14, 2006.

4. Based on the information submitted by you, as at Para 2 above and others, the Ministry of Environment and Forests hereby accords environmental clearance to the above project under the provisions of EIA notification dated September 14, 2006, subject to the compliance of the following conditions:

- (i) Status of implementation of 100 % utilization of Fly Ash generated for Stage-I shall be submitted to the Regional Office of the Ministry within **six months**. Fly ash generated from Stage-II shall be fully utilized within a reasonable period not exceeding four years.
- (ii) Stack (s) of 275 m height and twin flue shall be provided with continuous online monitoring equipments for SO_x, NO_x and PM. Exit velocity of flue gases shall not be less than 21 m/sec. Mercury emissions from stack shall also be monitored on periodic basis.

- (iii) High Efficiency Electrostatic Precipitators (ESPs) shall be installed to ensure that particulate emission does not exceed 100 mg/Nm^3 .
- (iv) Adequate dust extraction system such as cyclones/ bag filters and water spray system in dusty areas such as in coal handling and ash handling points, transfer areas and other vulnerable dusty areas shall be provided.
- (v) Fly ash shall be collected in dry form and storage facility (silos) shall be provided (as applicable). 100% fly ash utilization shall be ensured from 4th year onwards. Unutilized fly ash shall be disposed off in the ash pond in the form of slurry form. Mercury and other heavy metals (As, Hg, Cr, Pb etc.) will be monitored in the bottom ash as also in the effluents emanating from the existing ash pond. No ash shall be disposed off in low lying area.
- (vi) Ash pond shall be lined with HDP/LDP or any other suitable impermeable lining. Adequate safety measures shall also be implemented to protect the ash dyke from getting breached.
- (vii) Closed cycle cooling system with induced draft cooling towers shall be provided. The Effluents shall be treated as per the prescribed norms.
- (viii) No ground water shall be extracted for the project work at any stage.
- (ix) The treated effluents conforming to the prescribed standards only shall be re-circulated and reused within the plant. Arrangements shall be made that effluents and storm water do not get mixed.
- (x) A sewage treatment plant shall be provided and the treated sewage shall be used for raising greenbelt/plantation.
- (xi) Rainwater harvesting should be adopted. Central Groundwater Authority/ Board shall be consulted for finalization of appropriate rainwater harvesting technology within a period of three months from the date of clearance and details shall be furnished.
- (xii) Adequate safety measures shall be provided in the plant area to check/minimize spontaneous fires in coal yard, especially during summer season. Copy of these measures with full details along with location plant layout shall be submitted to the Ministry as well as to the Regional Office of the Ministry.
- (xiii) Storage facilities for auxiliary liquid fuel such as LDO and/ HFO/LSHS shall be made in the plant area in consultation with Department of Explosives, Nagpur. Sulphur content in the liquid fuel will not exceed 0.5%. Disaster Management Plan shall be prepared to meet any eventuality in case of an accident taking place due to storage of oil.
- (xiv) Regular monitoring of ground water in and around the ash pond area including heavy metals (Hg, Cr, As, Pb) shall be carried out, records maintained and six monthly reports shall be furnished to the Regional Office of this Ministry. The data so obtained should be compared with the baseline data so as to ensure that the ground water quality is not adversely affected due to the project.

- (xv) Shelter Belt consisting of 3 tiers of plantations around the plant of 100 m width and adequate tree density shall be developed.
- (xvi) First Aid and sanitation arrangements shall be made for the drivers and other contract workers during construction phase.
- (xvii) Noise levels emanating from turbines shall be so controlled such that the noise in the work zone shall be limited to 75 dBA. For people working in the high noise area, requisite personal protective equipment like earplugs/ear muffs etc. shall be provided. Workers engaged in noisy areas such as turbine area, air compressors etc shall be periodically examined to maintain audiometric record and for treatment for any hearing loss including shifting to non noisy/less noisy areas.
- (xviii) Regular monitoring of ground level concentration of SO₂, NO_x, RSPM and Hg shall be carried out in the impact zone and records maintained. If at any stage these levels are found to exceed the prescribed limits, necessary control measures shall be provided immediately. The location of the monitoring stations and frequency of monitoring shall be decided in consultation with SPCB. Periodic reports shall be submitted to the Regional Office of this Ministry. The data shall also be put on the website of the company.
- (xix) A good action plan for R&R (if applicable) with package for the project affected persons be submitted and implemented as per prevalent R&R policy **within three months** from the date of issue of this letter.
- (xx) An amount of Rs 12.0 Crores shall be earmarked as one time capital cost for CSR programme. Subsequently a recurring expenditure of Rs 2.4 Crore per annum shall be earmarked as recurring expenditure for CSR activities. Details of the activities to be undertaken shall be **submitted within one month** along with road map for implementation.
- (xxi) As part of CSR programme the company shall conduct need based assessment for the nearby villages to study economic measures with action plan which can help in upliftment of poor section of society. Income generating projects consistent with the traditional skills of the people besides development of fodder farm, fruit bearing orchards, vocational training etc. can form a part of such programme. Company shall provide separate budget for community development activities and income generating programmes. This will be in addition to vocational training for individuals imparted to take up self employment and jobs.
- (xxii) Provision shall be made for the housing of construction labour within the site with all necessary infrastructure and facilities such as fuel for cooking, mobile toilets, mobile STP, safe drinking water, medical health care, crèche etc. The housing may be in the form of temporary structures to be removed after the completion of the project.
- (xxiii) The project proponent shall advertise in at least two local newspapers widely circulated in the region around the project, one of which shall be in the vernacular language of the locality concerned within seven days from the date of this clearance letter, informing that the project has been accorded environmental clearance and copies of clearance letter are available with the State Pollution Control Board/Committee and may also be seen at Website of the Ministry of Environment and Forests at <http://envfor.nic.in>.

- (xxiv) A copy of the clearance letter shall be sent by the proponent to concerned Panchayat, Zila Parisad / Municipal Corporation, urban local Body and the Local NGO, if any, from whom suggestions/representations, if any, received while processing the proposal. The clearance letter shall also be put on the website of the Company by the proponent.
- (xxv) A dedicated Environment management Cell with suitable qualified personnel shall be set-up under the control of a Senior Executive, who will report directly to the Head of the Organization.
- (xxvi) The proponent shall upload the status of compliance of the stipulated EC conditions, including results of monitored data on their website and shall update the same periodically. It shall simultaneously be sent to the Regional Office of MOEF, the respective Zonal Office of CPCB and the SPCB. The criteria pollutant levels namely; SPM, RSPM, SO₂, NO_x (ambient levels as well as stack emissions) shall be displayed at a convenient location near the main gate of the company in the public domain.
- (xxvii) The environment statement for each financial year ending 31st March in Form-V as is mandated to be submitted by the project proponent to the concerned State Pollution Control Board as prescribed under the Environment (Protection) Rules, 1986, as amended subsequently, shall also be put on the website of the company along with the status of compliance of EC conditions and shall also be sent to the respective Regional Offices of the Ministry by e-mail.
- (xxviii) **The project proponent shall submit six monthly reports on the status of the implementation of the stipulated environmental safeguards and the results of monitoring to the Ministry of Environment and Forests, its Regional Office, Central Pollution Control Board and State Pollution Control Board. The project proponent shall upload the status of compliance of the environment of the environmental clearance conditions on their website and update the same periodically and simultaneously send the same by e-mail to the Regional Office, Ministry of Environment and Forests.**
- (xxix) Regional Office of the Ministry of Environment & Forests will monitor the implementation of the stipulated conditions. A complete set of documents including Environmental Impact Assessment Report and Environment Management Plan along with the additional information submitted from time to time shall be forwarded to the Regional Office for their use during monitoring. Project proponent will up-load the compliance status in their website and up-date the same from time to time at least six monthly basis.
- (xxx) Separate funds shall be allocated for implementation of environmental protection measures along with item-wise break-up. These cost shall be included as part of the project cost. The funds earmarked for the environment protection measures shall not be diverted for other purposes and year-wise expenditure should be reported to the Ministry.
- (xxxi) The project authorities shall inform the Regional Office as well as the Ministry regarding the date of financial closure and final approval of the project by the concerned authorities and the dates of start of land development work and commissioning of plant.

(xxxii) Full cooperation shall be extended to the Scientists/Officers from the Ministry / Regional Office of the Ministry at Bangalore / CPCB/ SPCB who would be monitoring the compliance of environmental status.

4. The Ministry of Environment and Forests reserves the right to revoke the clearance if conditions stipulated are not implemented to the satisfaction of the Ministry. The Ministry may also impose additional environmental conditions or modify the existing ones, if necessary.

5. The environmental clearance accorded **shall be valid for a period of 5 years** to start operations by the power plant.

6. Concealing factual data or submission of false/fabricated data and failure to comply with any of the conditions mentioned above may result in withdrawal of this clearance and attract action under the provisions of Environment (Protection) Act, 1986.

7. In case of any deviation or alteration in the project proposed including coal transportation system from those submitted to this Ministry for clearance, a fresh reference should be made to the Ministry to assess the adequacy of the condition(s) imposed and to add additional environmental protection measures required, if any.

8. The above stipulations would be enforced among others under the Water (Prevention and Control of Pollution) Act, 1974, the Air (Prevention and Control of Pollution) Act, 1981, the Environment (Protection) Act, 1986 and rules there under, Hazardous Wastes (Management and Handling) Rules, 1989 and its amendments, the Public Liability Insurance Act, 1991 and its amendments.

9. Any appeal against this environmental clearance shall lie with the National Environment Appellate Authority, if preferred, within 30 days as prescribed under Section 11 of the National Environment Appellate Act, 1997.

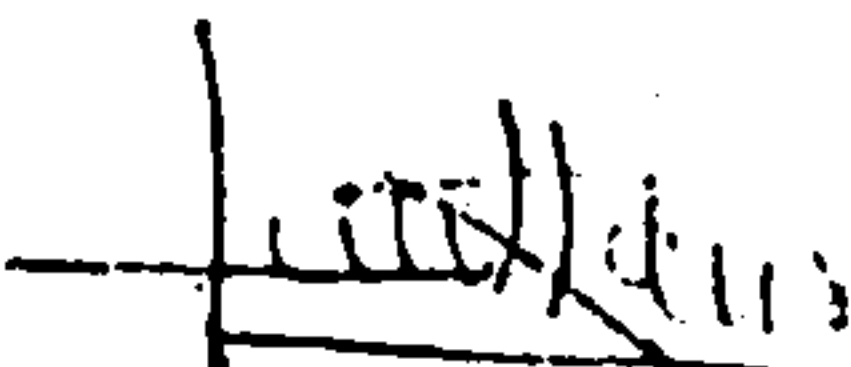
Yours faithfully,

(LALIT KAPUR)
DIRECTOR

Copy to:-

1. The Secretary, Ministry of Power, Shram Shakti Bhawan, Rafi Marg, New Delhi 110001.
2. The Secretary (Environment), Forests and Environment Department Government of Maharashtra.
3. The Chairman, Central Electricity Authority, Sewa Bhawan, R.K. Puram, New Delhi- 110066.
4. The Chairman, Gujarat State Pollution Control Board, Sector 10-A, Gandhi Nagar - 382 043
5. The Chairman, Central Pollution Control Board, Parivesh Bhawan, CBD-cum-Office Complex, East Arjun Nagar, Delhi- 110032.

6. The Chief Conservator of Forests, Regional Office (WZ), E-5, Kendriya Paryavaran Bhawan, Arera Colony, Ravishankar Nagar, Bhopal - 462016.
7. The District Collector, Kutch District, Govt. of Gujarat.
8. The Director (EI), MOEF.
9. Guard file.
10. Monitoring file.


(LALIT KAPUR)
DIRECTOR

Annexure-II

Annexure I
2

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,

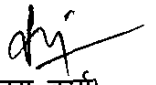
1. M/s Nabinagar Power Generating Company Limited,
NTPC Bhawan, Core 7
SCOPE Complex, 7, Institutional Area
Lodhi Road, New Delhi-110003.
2. M/s Kanti Bijlee Utpadan Nigam Limited,
NTPC Bhawan, Core 7
SCOPE Complex, 7, Institutional Area
Lodhi Road, New Delhi-110003.
- ✓ 3. M/s NTPC Limited
NBCC Bhawan,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



Page 1 of 13

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



Page 2 of 13

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



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poll during the equity shareholders and secured & unsecured creditor's meeting conducted through Video Conferencing (VC).

14. Further, this ministry vide order dated 28.01.2022 directed to the petitioner companies to furnish an affidavit regarding the compliance of the conditions mentioned in the administrative approval dated 16.03.2021 and the petitioner companies are also directed to submit a certificate from their statutory auditor stating that there is no audit qualification/observation that will have an adverse impact on the proposed scheme of amalgamation as reported in the Audited Annual Report of the Transferor Company No.2 and Transferee Company for the year ended 2019-20 & 2020-21.

15. Further, vide order dated 28.01.2022, the Chairperson for the meeting (s) directed to report to the Central Government the result of the said meeting(s) or adjourned meeting, as the case may be, within 7 days after the conclusion of the meeting duly verified by his affidavit.

16. In pursuance of the order dated 28.01.2022, Shri Ashish Upadhyaya, AS&FA, chairperson of the meeting(s), furnished an affidavit of service dated 11.04.2022 as per Rule 12 of the Companies (Compromises, Arrangements and Amalgamation) Rules, 2016 informing that notices were issued to equity shareholders of Transferee Company by way of email along with explanatory statement, as per the provisions of the Act and rules made thereunder. Such notices were also issued to the unsecured creditors of the Transferee Company whose debt is of value more than Rs.1 Crore as on 30.09.2020 by way of email. Further, it is also informed in the said affidavit that notices were also issued to the unsecured creditors of Transferor Company No.1 & Transferor Company No.2 whose debt is of value more than Rs.50 Lakhs as 30.09.2020 by way of email. A copy of email dated 01.04.2022 addressed by The Central Depository Services Limited, evidencing the service of emails to shareholders of the Transferee Company is submitted to this ministry and a copy of the certificate dated 17.05.2022 addressed by Beetal Finance & Computer Services (P) Ltd,



an agency, engaged by the petitioner companies evidencing the service of emails to unsecured creditors of all petitioner companies is also submitted to this ministry. It is further stated in the affidavit of service that notices were published in the newspaper informing the general public about the day, date, place and time of meetings in the English Dailies "Financial Express" and "Indian Express" (All India Edition) on 17.03.2022 and Hindi Daily "Jansatta" (All India Edition) on 17.03.2022. The notice along with a copy of the application was served, by hand on 17.03.2022 to the (i) Regional Director, Northern Region (ii) Registrar of Companies, Delhi (iii) Official Liquidator, Delhi (iv) Reserve Bank of India (v) concerned Income Tax Department (vi) Ministry of Power (vii) Department of Public Enterprises, Ministry of Finance, New Delhi (viii) SEBI (Securities and Exchange Board of India), Mumbai (ix) BSE Limited (x) National Stock Exchange of India Limited. Copy of the notices reflecting the receiving granted by the office of the aforementioned government agencies are submitted to this ministry. Further, the said notices for the aforesaid meetings have been uploaded on the website of Transferee Company as well as on the website of the SEBI, BSE & NSE.

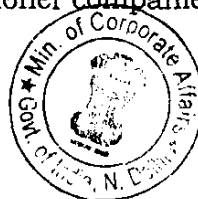
17. In pursuance of Order dated 28.01.2022, Shri Ashish Upadhyaya, Additional Secretary & Financial Adviser, Chairperson of the meeting furnished his report dated 22.04.2022 duly verified by an affidavit dated 22.04.2022 and report of the Scrutinizer. It is stated in the report that Shri Ashish Upadhyaya, AS& FA, Ministry of Power, Government of India, convened the meeting of the equity shareholders and unsecured creditors of the Transferee Company through video conferencing on 18.04.2022 at 10:30 am and 12:00 Noon respectively and also convened the meeting(s) of unsecured creditors of the Transferor Company No.1 and Transferor Company No.2 through video conferencing on 19.04.2022 at 10:30 am & 12:00 Noon respectively. Chairperson has reported that majority of the equity shareholders and unsecured creditors (having debt value more than Rs.1 Crore) of the Transferee Company (who have voted through e-voting system or remote e-voting system) representing more than three-fourth in value have approved the scheme. Further, the Chairperson has reported that majority of the



unsecured creditors (having debt value more than Rs.50 Lakhs) of the Transferor Company No.1 & Transferor Company No.2 (who have voted through e-voting system or remote e-voting system) representing more than three-fourth in value have approved the scheme. Thereafter, petitioner companies submitted their joint confirmation petition dated 28.04.2022 and prayed before this ministry to sanction the Scheme of Amalgamation.

18. That, in compliance of the para 15 of the order dated 28.01.2022, all the petitioner companies furnished their affidavits confirming compliance of the conditions of approval granted vide letter dated 16.03.2020, by the administrative ministry of the petitioner companies i.e, Ministry of Power, Government of India. It is stated in the affidavit of Transferor Company No.1 & 2 that merger of Transferor Company No.1 & 2 with Transferee Company is in the core area of functioning of Transferee Company and as per the growth plan of the Transferee Company. Further, no investment abroad is envisaged pursuant to merger. It is stated in the affidavit of Transferee Company that in compliance of condition no. (a) of the Approval of Ministry of Power, the Transferee Company undertakes that the Scheme is in consonance of the growth plan in the core area of function of the Transferee Company (being a Central Public Sector Enterprise) and in compliance with condition no. (b) of the Approval of Ministry of Power, it is stated in the affidavit of the Transferee Company that Scheme does not involve any investment abroad and undertakes to inform the Cabinet Committee of Economic Affairs in case of such investments in future. Further, the Transferee Company also undertakes that the scheme does not lead to any change in the public sector character of the Transferee Company. Further, in compliance of the para 16 of the order dated 28.01.2022, the petitioner companies have submitted to this ministry the requisite certificates from their statutory auditors stating that there is no audit qualification/observation that will have an adverse impact on the proposed scheme of amalgamation.

19. Final Hearing in the matter was fixed on 29.06.2022 and the ministry vide letter dated 15.06.2022 directed the petitioner companies to advertise the notice

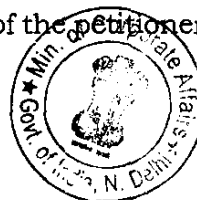


of the hearing in terms of Rule 16 of the Companies (Compromises, Arrangement and Amalgamation) Rules, 2016 and submit a compliance report to the ministry.

20. With respect to the compliance of the Rule 16 of the Companies (Compromises, Arrangement and Amalgamation) Rule, 2016, the authorized representative of the petitioner companies furnished a letter dated 27.06.2022 informing to this ministry that they have published notice for the hearing scheduled on 29.06.2022 on 18.06.2022 in All India editions of English dailies – “Financial Express”, “Indian Express” and Hindi daily – “Jansatta”. The petitioners also submitted original newspaper publications dated 18.06.2022 to this ministry.

21. The Regional Director (Northern Region) submitted his report vide email dated 28.06.2022 along with the report of the Registrar of Companies, NCT of Delhi & Haryana dated 16.06.2022. Further, the Official Liquidator, Delhi has submitted his report vide email dated 29.06.2022. The Regional Director (NR), after considering report of Registrar of Companies, Delhi have not made any adverse remark on the proposed Scheme of Amalgamation. The Official Liquidator has also not reported any adverse remark on the proposed scheme of amalgamation and stated vide para 15 of his report that Official Liquidator, Delhi has not received any complaint from any shareholders, creditors and other stakeholders of the respective companies with regard to the proposed scheme of Amalgamation till the date of filing of his report and further stated at para 17 of his report that the affairs of the aforesaid Transferor Companies do not appear to have been conducted in a manner prejudicial to the interest of its/their members or to the public interest in terms of the provisions of the Companies Act, 2013.

22. That, a final hearing in the matter was held on 29.06.2022 and during the course of the hearing this ministry asked regarding the representation, if any received from any stakeholders pursuant to publication of notice of hearing in the newspaper. The authorized representative of the petitioner companies replied

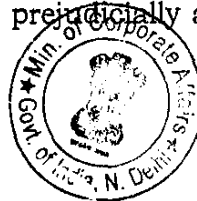


that they have not received any representation/complaint from any person including transferee company's creditors or any stakeholders regarding approval of scheme of amalgamation. Further, the representative of the petitioner companies stated that the balance sheet of the petitioner companies as at 31.03.2022 has already been finalized and requested to this ministry to change the appointed date from 01.04.2021 to 01.04.2022. Therefore, this ministry allowed the petitioner companies to change the appointed date 01.04.2021 to 01.04.2022 at their request.

23. With reference to Clause 7.3 of the Scheme, wherein the Transferee Company intends to alter the Memorandum of Association (MoA) and Articles of Association (AoA) and also intends to increase their authorized share capital, it is directed that Transferee Company shall follow the provisions of the Companies Act, 2013.

24. For considering the proposal of amalgamation, the procedure as required under the provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 was followed and transparency was maintained during the proceedings. Sufficient opportunity was provided to all concerned by way of giving direction to the Applicant Companies for publishing the notice of Scheme or supplying copies of the Scheme to anyone who required so with a view to eliciting views of all concerned to the proposed Scheme.

25. The said Scheme does not violate any statutory provisions. It is fair, just, sound and is not against any public interest. The validity of all the actions, proceedings and obligations of the Transferor and Transferee Companies continues even after the implementation of the Scheme. Therefore, no person holding any claim or right against the Transferor or Transferee Company prior to the Scheme coming into effect would be prejudicially affected even after the implementation of the Scheme.



26. In the aforesaid facts and circumstances and having regard to the averments made in the petition and during the course of the hearing, submission made by the Applicant Companies and further considering the reports of the concerned Regional Director, Registrar of Companies and Official Liquidator, the Scheme of Amalgamation of the Transferor Companies with the Transferee Company is found to be in order and hence the prayer for sanction of the Scheme of Amalgamation deserves to be allowed with effect from 01.04.2022, being the appointed date for coming into force of the said Scheme.

27. Now, therefore, the sanction of the Central Government is hereby accorded to 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) and M/s NTPC Limited (Transferee Company) under section 230-232 of the Companies Act, 2013. The Scheme shall be binding on the shareholders and creditors of both the Transferor Companies and Transferee Company and all concerned with effect from 01.04.2022, being the appointed date for coming into force of the said Scheme.

28. Consequent to the amalgamation of the companies, and the Scheme becoming effect:-

- i. All the property, rights and powers of Transferor Companies shall be transferred without further act or deed to the Transferee Company in accordance with the Scheme, and accordingly the same shall, pursuant to section 232(3) of the Companies Act, 2013 be transferred to and vested in the Transferee Company for all the estate and interest of Transferor Companies therein;
- ii. All the liabilities and duties of Transferor Companies shall be transferred without further act or deed to Transferee Company in accordance with the Scheme and accordingly the same shall, pursuant to section 232(3) of the Companies Act, 2013 be, transferred to and become the liabilities and duties of Transferee Company;



Annexure-III



एनटीपीसी लिमिटेड

(भारत सरकार का उद्यम)

NTPC Limited

(A Govt. of India Enterprise)

Ref. No. 01/SEC/LA:1
केन्द्रीय कार्यालय / Corporate Centre
Dated : August 26, 2022

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
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Sub.: Effective Date of Scheme of Amalgamation of Nabinagar Power Generating Company Limited and Kanti Bijlee Utpadan Nigam Limited ("Transferor Companies") with NTPC Limited ("Company") and their respective Shareholders & Creditors

Dear Sir/Madam,

In continuation of our earlier corporate disclosure dated 3rd August, 2022 and pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby inform that certified copy of the Order of Ministry of Corporate Affairs ("MCA Order") sanctioning the Scheme of Amalgamation between Nabinagar Power Generating Company Limited, Kanti Bijlee Utpadan Nigam Limited, wholly owned subsidiaries of NTPC Limited, and NTPC Limited from 1st April 2022, being the appointed date, has been filed electronically with the Registrar of Companies, NCT, Delhi by the Transferor Companies and the Company on 26th August, 2022.

Thus, the Scheme has become effective from 26th August, 2022, being the date on which the said certified copy of the MCA Order sanctioning the Scheme has been filed with the Registrar of Companies, NCT, Delhi.

Accordingly, the amalgamation of Nabinagar Power Generating Company Limited and Kanti Bijlee Utpadan Nigam Limited with NTPC Limited stands completed.

The details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated 9th September, 2015 pursuant to Merger had already been submitted vide letter dated 9th November, 2019.

Thanking you.

Yours faithfully,

Nandini Sarkar

(Nandini Sarkar)
Company Secretary &
Compliance Officer

Maul

बिहार BIHAR
19 FEB 2024
STAMP

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श्रीमा सुन्दरीय शास्त्रमङ्गल एभदीय ४१२७२३ पाग
कोटीपात अष्टवीर्य

Book No. 15 Date 02/03/24 H/m/y/2024

जैमंगल प्र० सिंह मु० वि० नं० का०
पूजफरपुर त्वा० नं०-12467-88

Letter of Undertaking

I, A. K. Manohar aged 58 years, resident of HOP Bungalow, MTPS Colony, Kanti, Dist: Muzaffarpur, Bihar- 843130 working as Executive Director (ED), MTPS an authorized signatory on behalf of NTPC Limited (name of successful allottee) (the "New User Agency") hereby state as under:

I, by virtue of powers delegated to me by NTPC Limited, New Delhi, do hereby affirm on behalf of the company in relation to Muzaffarpur Thermal Power Station (MTPS), Stage-II (2x195 MW), District-Muzaffarpur, Bihar that:

1. Details of Previous Allottee: Kanti Bijlee Utpadan Nigam Limited (KBUNL)
2. Details of New Assignees : NTPC Ltd.
3. The ownership of Muzaffarpur TPS has been transferred from KBUNL to NTPC Ltd. Vide order no. 24/1/2021-CL-III dated 29.07.2022 issued by Ministry of Corporate Affairs, Govt. of India. Accordingly, NTPC Ltd. hereby affirm to accept and comply with all the conditions stipulated in the Environmental Clearance (EC) of Muzaffarpur Thermal Power Project, Stage-I (2x195 MW), which was accorded by MOEF&CC vide letter reference No. J 13012/98/2008-IA.II(T) dated 09.11.2009 to the previous allottee.

Referred identity
 Lyndon Swan name to

Date _____

Muzaffar Bhai

A.K. Manohar
(A K Manohar) 2/3/24

Executive Director
MTPS, NTPC Ltd.