



एनएचपीसी लिमिटेड
(भारत सरकार का उद्यम)

NHPC Limited
(A Govt. of India Enterprise)

फोन/Phone: 0129-2278018

दिनांक/Date: 10.11.2022

संदर्भ सं./Ref. No. NH/CS/199

Manager/ मैनेजर, Listing Department/ लिस्टिंग विभाग, M/s BSE Limited/ बीएसई लिमिटेड, Phiroze Jeejeebhoy Towers, Dalal Street/ पि.जे. टावर्स,दलालस्ट्रीट Mumbai/ मुंबई -400 001 Scrip Code: 533098	General Manager/ महाप्रबंधक, Listing Department/ लिस्टिंग विभाग, M/s National Stock Exchange of India Limited/ नेशनल स्टॉक एक्सचेंज ऑफ इंडिया लिमिटेड, Exchange Plaza, Bandra Kurla Complex/ एक्सचेंज प्लाजा, बान्द्रा कुर्ला कॉम्प्लेक्स, Bandra (E)/ बान्द्रा (ई), Mumbai/ मुंबई - 400 051 Scrip Code: NHPC
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ISIN No. INE848E01016

Sub: Merger/ Amalgamation of Jalpower Corporation Limited with NHPC Limited.

विषय: जलपावर कॉर्पोरेशन लिमिटेड का एनएचपीसी लिमिटेड के साथ विलय/ समामेलन।

Sirs/ महोदय,

In continuation to our letter dated 24.09.2021 and in compliance to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is to inform that the Board of Directors of NHPC Limited (**Company or Transferee Company**) in its meeting held on Thursday, November 10, 2022 has *inter-alia* approved the scheme of merger/ amalgamation of Jalpower Corporation Limited (**Transferor Company**) (a wholly owned subsidiary of NHPC) with the Company.

Further, in compliance to Regulation 37(6) of the SEBI (LODR) Regulations, 2015, a copy of approved scheme of merger/ amalgamation will be forwarded in due course, before filing with the Ministry of Corporate Affairs or any other appropriate authority for their approval and sanction.

The details of disclosure as required under SEBI Circular No. CIR/CFD/CMD/4/2015 dated 09.09.2015, with respect to the above, is enclosed at **Annexure-I**.

This is for your information and record.

हमारे दिनांक 24.09.2021 के पत्र के क्रम में और सेबी [सूचीबद्धता (लिस्टिंग) बाध्यताएँ और प्रकटीकरण अपेक्षाएँ] विनियम, 2015 के विनियम 30 के अनुसार, यह सूचित किया जाता है कि एनएचपीसी लिमिटेड (कंपनी या ट्रांसफरी कंपनी) के निदेशक मंडल ने गुरुवार, 10 नवंबर, 2022 को हुई अपनी बैठक में अन्य अजेंडा के साथ-साथ जलपावर कॉर्पोरेशन लिमिटेड (ट्रांसफरर कंपनी) (एनएचपीसी की पूर्ण स्वामित्व वाली सहायक कंपनी) के कंपनी के साथ विलय/ समामेलन की योजना को भी मंजूरी दी है।

इसके अलावा, सेबी [सूचीबद्धता (लिस्टिंग) बाध्यताएँ और प्रकटीकरण अपेक्षाएँ] विनियम, 2015 के विनियम 37(6) के अनुसार, विलय/समामेलन की अनुमोदित योजना की एक प्रति कॉर्पोरेट मामलों के मंत्रालय या किसी अन्य उपयुक्त प्राधिकारी के पास दाखिल करने से पहले, नियत समय में अग्रेषित की जाएगी।

उपरोक्त के संबंध में सेबी परिपत्र संख्या CIR/CFD/CMD/4/2015 दिनांक 09.09.2015 के तहत आवश्यक प्रकटीकरण का विवरण **अनुबंध-I** में संलग्न है।

यह आपकी जानकारी और रिकॉर्ड के लिए है।

धन्यवाद,

भवदीय,

संगलन: उपरोक्तानुसार

(रूपा देव)

कंपनी सचिव

पंजीकृत कार्यालय : एनएचपीसी ऑफिस कॉम्प्लेक्स, सेक्टर-33, फरीदाबाद - 121003, हरियाणा

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बिजली से संबंधित शिकायतों के लिए 1912 डायल करें। Dial 1912 for Complaints on Electricity

Particulars	Information
Name of Parties	<p><u>Jalpower Corporation Limited (JPCL) as Transferor Company</u> Address: Road # 07, Flat # B2, Film Nagar, Jubilee Hills, Hyderabad, Andhra Pradesh, 500033</p> <p><u>NHPC Limited as Transferee Company</u> Address: NHPC Office Complex Sector- 33 Faridabad Haryana- 121003</p>
Whether the transaction would fall within Related Party Transactions? If Yes , whether the same is done at “Arm s Length”	<p>Transferor Company is a Wholly Owned Subsidiary Company of Transferee Company and are related parties. However as per General Circular 30/2014 of July 2014, compromises arrangements and amalgamations dealt with under specific provisions of the Companies Act, 1956/Companies Act 2013 will not attract the requirements Section 188 of the Companies Act, 2013.</p> <p>Further as per Regulation 23 (5) (a) & b) of SEBI LODR, 2015 the related party transaction provisions are not applicable to the proposed scheme</p>
Area of Business of the Entity(ies)	<p><u>NHPC Limited (Transferee Company)</u> To plan, promote and organize an integrated and efficient development of power in all its aspects through Conventional and Non-Conventional Sources in India and Abroad including planning, investigation, research, design and preparation of preliminary feasibility and definite project reports, construction, generation operation and maintenance of power stations and projects, transmission distribution trading and sale of power generated at Stations in accordance with the national economic policy and objectives laid down by the Central Government from time to time and release of water and other needs to the State Govt as per the agreed parameters.</p> <p><u>JPCL (Transferor Company)</u> Power Generation</p>
Rationale for Merger/Amalgamation	<ol style="list-style-type: none"> i. Efficient utilization of capital and create a consolidated base for future growth of NHPC Limited. ii. To facilitate focused management and efficient utilization of assets and resources iii. Avoid duplication of administrative functions and eliminate multiple record-keeping.
Cash consideration-amount or otherwise share exchange ratio	<p>Since the Merger Is between Wholly Owned Subsidiary Company and Holding Company, no cash or issue of new shares by Transferee Company shall be undertaken.</p>
Brief details of change in shareholding pattern (if any) of the listed company	<p>No change in shareholding Pattern post Merger</p>