



**एनएचपीसी लिमिटेड**  
(भारत सरकार का उद्यम)

**NHPC Limited**  
(A Govt. of India Enterprise)

Ref No.: NH/CS/199

फोन/Phone: 0129-2278018

Date: 02.07.2022

<b>Manager</b> The Listing Department, M/s BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001 मैनेजर, लिस्टिंग विभाग, बीएसई लिमिटेड पि.जे. टावर्स, दलालस्ट्रीट, मुंबई- 400 001 Scrip Code: 533098	<b>General Manager</b> The Listing Department M/s National Stock Exchange of India Limited, Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai- 400051 महाप्रबंधक, लिस्टिंग विभाग, नेशनल स्टॉक एक्सचेंज ऑफ इंडिया लिमिटेड एक्सचेंज प्लाजा, बांद्रा कुर्ला कॉम्प्लेक्स, बांद्रा (ई), मुंबई - 400 051 Scrip Code: NHPC
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ISIN No. INE848E01016

**Sub: Merger/ Amalgamation of Lanco Teesta Hydro Power Limited with NHPC Limited**

**विषय: लैंको टीस्ता हाइड्रो पावर लिमिटेड का एनएचपीसी लिमिटेड के साथ विलय/समाभेदन के संदर्भ में**

Sirs/ महोदय,

In continuation to our earlier letter of even no. dated 08.12.2021 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 Saturday, July 02, 2022 has *inter-alia* approved modification(s) in the scheme of merger/ amalgamation of Lanco Teesta Hydro Power 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-A**.

This is for your information and record.

यह आपकी जानकारी और रिकॉर्ड के लिए है।

धन्यवाद,

भवदीय,

(रूपा देव)

कंपनी सचिव



**Annexure-A**

Particulars	Information									
Name of Parties	<p>Lanco Teesta Hydro Power Limited (LTHPL) as Transferor Company Address: 1-7-37/1, NMDC Quarters, Quarters No. Type IV-1. Opp. Ramanthapur Church. Street No.8, Ramanthapur, Hyderabad 500013, India</p> <p align="center">AND</p> <p>NHPC Limited (NHPC) as Transferee Company Address: NHPC Office Complex, Sector-33, Faridabad, Haryana-121003, India</p>									
Financial Details (As on 31.03.2022)	<table border="1"> <thead> <tr> <th>Particulars</th> <th>Net Worth (Rs. In Crore)</th> <th>Total Revenue from Operation (Rs. In crore)</th> </tr> </thead> <tbody> <tr> <td>LTHPL</td> <td>1480.96</td> <td>NIL</td> </tr> <tr> <td>NHPC</td> <td>33486.10</td> <td>8353.80</td> </tr> </tbody> </table>	Particulars	Net Worth (Rs. In Crore)	Total Revenue from Operation (Rs. In crore)	LTHPL	1480.96	NIL	NHPC	33486.10	8353.80
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	LTHPL	1480.96	NIL							
NHPC	33486.10	8353.80								
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) &amp; (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><b>NHPC Limited :- (Transferee Company)</b> 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><b>LTHPL:- (Transferor Company)</b> Power Generation</p>									
Rationale for Amalgamation/ Merger	<p>i. Efficient utilization of capital and create a consolidated base for future growth for NHPC.</p> <p>ii. To facilitate focused management and efficient utilization of assets and resources.</p> <p>iii. Avoid duplication of administrative functions and eliminate multiple record keeping.</p>									
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 listed entity	<p>No change in shareholding pattern post-merger.</p>									

