BEFORE THE MINISTRY OF CORPORATE AFFAIRS
GOVERNMENT OF INDIA
SHASTRI BHAWAN, NEW DELHI
ORIGINAL JURISDICTION
COMPANY APPLICATION DATED 28TH AUGUST, 2012
{UNDER SECTIONS 391 TO 394 OF THE COMPANIES ACT, 1956 (1 OF 1956)}

IN THE MATTER OF:

Section 391(1)(b) of the Companies Act, 1956.

And

IN THE MATTER OF:

Scheme of Amalgamation between NTPC Hydro Limited, a Company incorporated under the Companies Act, 1956 having its Registered Office at NTPC Bhawan, SCOPE Complex, 7 Institutional Area, Lodi Road, New Delhi- 110003 and NTPC Limited, a Company incorporated under the Companies Act, 1956 having its Registered Office at NTPC Bhawan, SCOPE Complex, 7 Institutional Area, Lodi Road, New Delhi- 110003 and their respective shareholders.

And

IN THE MATTER OF:

NTPC Limited, a Company incorporated under the Companies Act, 1956 having its Registered Office at NTPC Bhawan, SCOPE Complex, 7 Institutional Area, Lodi Road, New Delhi- 110003.

).....Applicant / Transferee Company

EXPLANATORY STATEMENT UNDER SECTION 393 OF THE COMPANIES ACT, 1956

1. Pursuant to Orders dated December 20, 2012 and January 21, 2013 passed by the Hon'ble Ministry of Corporate Affairs ("Orders") with respect to the Company Application referred to above, this statement is sent herewith with the notice calling a meeting of the Equity Shareholders of NTPC Limited (hereinafter referred to as the "Applicant Company" or "Transferee Company" as the context may admit), which is being convened at 3:00 P.M. on Friday, the 24th day of May, 2013 at YUGANTAR Auditorium, Badarpur Thermal Power Station, NTPC Limited, Mathura Road, New Delhi- 110 044 for the purpose of considering and if thought fit, approving with or without modification(s), the proposed Scheme of Amalgamation of NTPC Hydro Limited ("NHL" or the "Transferor Company") with the Applicant Company, which is annexed to this statement (hereinafter referred to as the "Scheme").
2. The Hon'ble Ministry of Corporate Affairs by the aforesaid Orders has directed the convening of the meeting of the Equity Shareholders of the Transferor Company to consider the Scheme. The Transferor Company has no Secured Creditors.
3. Vide the Orders, conditional dispensation has been granted from the convening of the meetings of the Secured and Unsecured Creditors of the Applicant Company and the Unsecured Creditors of the Transferor Company.
4. The Applicant Company was incorporated on November 7, 1975 under the Companies Act, 1956 (the "Act"). The Applicant Company has its Registered Office at NTPC Bhawan, SCOPE Complex, 7 Institutional Area, Lodi Road, New Delhi-110003. The Equity Shares of the Applicant Company are listed on the National Stock Exchange of India Limited (NSE) and the Bombay Stock Exchange (BSE).
5. The share capital structure of the Applicant Company as on 31st March 2012 is as under:

   a. **Authorized Share Capital**

1000,00,00,000	Equity shares of ₹10/- each	₹ 10000,00,00,000/-

   b. **Issued, Subscribed and Paid-up Share Capital**

824,54,64,400	Equity shares of ₹10/- each	₹ 8245,46,44,000/-

There has been no change in the share capital structure of the Applicant Company after 31st March 2012.