9. The amalgamation will be effected under the provisions of Sections 391 to 394 of the Companies Act, 1956. The amalgamation of the Transferor Company with the Transferee Company shall be in accordance with Section 2(1B) of the Income Tax Act, 1961.

10. **SHARE CAPITAL**

A. The share capital structure of the Transferor Company as at 31st March 2012 is as under:

a. Authorized Share Capital

500,000,000 Equity shares of ₹10/- each.	₹ 5,000,000,000/-

b. Issued, Subscribed and Paid-up Share Capital

121,359,500 Equity shares of ₹10/- each held by holding Company i.e. the Transferee Company and its nominees.	₹ 1,213,595,000

B. The share capital Structure of the Transferee Company as at 31st March 2012 is as under:

a. Authorized Share Capital

10,000,000,000 Equity shares of ₹10/- each	₹ 100,000,000,000/-

b. Issued, Subscribed and Paid-up Share Capital

8,245,464,400 Equity shares of ₹10/- each	₹ 82,454,644,000/-

Part II: DEFINITIONS:

11. In this Scheme, unless inconsistent with the subject or context, the following expressions shall have the followings meanings:

11.1 **"Act"** means the Companies Act, 1956 and include any statutory modifications or amendments thereof for the time being in force.

11.2 **"Appointed Date"** means 1st April 2012.

11.3 **"Transferor/ Company"** means NTPC Hydro Limited (NHL) - a Government Company U/S 617 of the Act and a wholly owned subsidiary of NTPC Limited, having its registered office at NTPC Bhawan, SCOPE Complex, 7 Institutional Area, Lodi Road, New Delhi 110003, including (without limitation) the entire business and all the movable and immovable properties including fixed assets, capital works in progress, current assets, investments, powers, authorities, allotments, approvals and consent, licences, registrations, contracts engagements, arrangements, rights, title, interest, bank accounts, benefits and advantages of whatsoever nature and where so ever situated belonging to or in the ownership, power or possession and in the control of or vested in or granted in favour of or enjoyed by the Transferor Company, including but without being limited to all trade marks, trade names and other property rights of any nature whatsoever and licences in respect thereof, privileges, liberties, easements, advantages, exemptions, benefits, advances, credits leases, leasehold right, tenancy rights, quota rights, permits, approvals, authorizations, right to sue and avail of telephones, telexes, facsimile connections and installations, utilities, electricity and other services, reserves, deposits, provisions, funds, benefit of all agreements, all contracts, deeds, bonds, agreements, schemes, arrangements and other instruments, present and future liabilities, entitlements, including those relating to tenancies, privileges, powers, facilities of every kind and description of whatsoever nature, or to the benefit of which, the Transferor Company may be eligible, all employees and employee benefits, if any, all necessary records, files, papers, computer programmes, websites, domain names, manuals, data, catalogues, quotations, sales and advertising materials, lists of present and former customers, customer credit information, customer pricing information, and other records, whether in physical form or electronic form, all credits, advances, loans, fixed deposits, provisions, commitments, present and future liabilities (including contingent liabilities) and all other interests arising to the Transferor Company.

11.4 **"Transferee Company"** means NTPC Limited, a Government Company U/S 617 of the Act and having its Registered Office at NTPC Bhawan, SCOPE Complex, 7 Institutional Area, Lodi Road, New Delhi 110003.

11.5 **"Effective Date"** shall have the meaning as ascribed to it in Article 21.2 hereof.

11.6 **"Scheme" or "the Scheme" or "this Scheme"** means this Scheme of amalgamation in its present form submitted to the Central Government or any other appropriate authority or with any modification(s) made under Clauses 13 and 16 of this Scheme.

All terms and words not defined in the Scheme shall, unless repugnant or contrary to the context or meaning thereof, have the meaning ascribed to them under the Act, the Securities Contracts (Regulations) Act, 1956, the Depositories Act, 1996 and other applicable laws, rules, regulations, bye-laws, as the case may be, including any statutory modification, amendment or re-enactment thereof from time to time.

PART III: AMALGAMATION

12. DATE OF TAKING EFFECT & OPERATIVE DATE

The Scheme set out herein in its present form or with any modification(s) approved or directed by the Central Government or any other appropriate authority shall be operative from the Appointed Date but shall be effective from the Effective Date.

13. TRANSFER AND VESTING OF TRANSFEROR COMPANY:

13.1 Upon the coming into effect of the Scheme and with effect from the Appointed Date and subject to the provisions of this Scheme in relation to the mode of transfer and vesting, the Transferor Company shall be transferred to and vested in and deemed to be transferred to and vested in the Transferee Company pursuant to the provisions of Section 391-394 of the said Act for all the estate, right, title, interest, and authorities of the Transferor Company therein.