



TAMIL NADU GOVERNMENT GAZETTE EXTRAORDINARY

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Part II—Section 1

Notifications or Orders of specific character or of particular interest to the public issued by Secretariat Departments.

NOTIFICATIONS BY GOVERNMENT

ENERGY DEPARTMENT

THE TAMIL NADU ELECTRICITY RESTRUCTURING AND TRANSFER SCHEME, 2024.

[G.O. Ms. No. 32, Energy (B2), 6th March 2024, மாசி 23, சோபகிருது, திருவள்ளுவர் ஆண்டு-2055.]

No. II(1)/EGY/6(a)/2024.

In exercise of the powers conferred by sub-sections (4), (5) and (6) of section 131 and section 133 of the Electricity Act, 2003 (Central Act 36 of 2003), the Governor of Tamil Nadu hereby makes the following Scheme for defining the property, interest in property, rights, and liabilities of the Tamil Nadu Generation and Distribution Corporation Limited (TANGEDCO) to be allocated to the Tamil Nadu Power Generation Corporation Limited (TNPGL) and Tamil Nadu Green Energy Corporation Limited (TNGECL) and also for the transfer of officers and employees of TANGEDCO to the TNPGL and the TNGECL and for determining the terms and conditions on which such transfer:-

1. Short title, extent and commencement: -

- (a) This Scheme may be called the Tamil Nadu Electricity Restructuring and Transfer Scheme, 2024.
- (b) It extends to the whole of the State and also to properties, interests, rights, liabilities, proceedings and personnel of the TANGEDCO outside the State.
- (c) It shall come into force on and from the Sixth day of March 2024.

2. Definitions: - (1) In this Scheme, unless the context otherwise requires :-

- a. "Act" means the Electricity Act, 2003 (Central Act 36 of 2003);
- b. "Appointed Date" means the appointed date as mentioned in sub-section (6) of section 232 of the Companies Act, 2013 (Central Act 18 of 2013);
- c. "Company" means any company incorporated under the Companies Act, 2013 (Central Act 18 of 2013) or under any previous company Act;
- d. "Commission" means the Tamil Nadu Electricity Regulatory Commission (TNERC) constituted under section 82 of the Electricity Act, 2003 (Central Act 36 of 2003);
- e. "Director" means, a director appointed to the Board of a Company;
- f. "Green Energy" means Renewable energy including but not limited to wind, offshore wind, solar, biomass, biofuel, co-generation, municipal solid waste, geothermal, tidal, ocean waves, all Hydro and pumped-storage Hydro based generation, applications of hydrogen and any other new and non-conventional sources of energy;
- g. "Liabilities" include all liabilities, debts, duties, obligations and other outstandings including statutory liabilities and Government levies of whatever nature and contingent liabilities which may arise in regard to the dealings before the date of the transfer in respect of the Undertakings transferred under this Scheme;

- h. **"Personnel"** means the staff, workmen, employees, officers and managers of the TANGEDCO by whatever name called and includes trainees, if any, for the recruitment in the TANGEDCO and those on deputation from the TANGEDCO to other organizations or institutions;
- i. **"Proceeding"** means the proceeding of whatever nature including suits, appeals, complaints, petitions, applications, conciliatory, arbitration, whether civil or criminal or otherwise;
- j. **"Property"** means all assets including power systems, dams, tunnels, intake and outlet structures of water conductor systems, generating stations with associated plant, machinery, equipment, lines, transformers, breakers, land, building, offices, stores, installations, furniture, fixtures, vehicles, residential quarters and guest houses and amenities and installations pertaining thereto and other movable and immovable assets, cash in hand, cash at bank, investments, book debts- corporeal and incorporeal, tangible and intangible assets, benefits, consents, authorities, registrations, patents, trademarks and powers of every kind, nature and description whatsoever, privileges, liberties, easements, advantages, approvals, contracts, deeds, schemes, bonds, agreements and other instruments and interest of whatever nature and wherever situate;
- k. **"Schedule"** means Schedules appended to this Scheme;
- l. **"State"** means the State of Tamil Nadu;
- m. **"State Government"** means the Government of Tamil Nadu;
- n. **"Tamil Nadu Generation and Distribution Corporation Limited (TANGEDCO)"**, means the existing State Generation Company-cum-Distribution licensee established under the Electricity Act, 2003 from which its thermal energy Generation and Green Energy Undertakings are to be transferred in accordance with this scheme;
- o. **"Tamil Nadu Green Energy Corporation Limited (TNGECL)"** means a company to which the Green Energy undertakings of TANGEDCO are to be transferred in accordance with this Scheme;
- p. **"Tamil Nadu Power Generation Corporation Limited (TNPGL)"** means a company to which the thermal generation undertakings of TANGEDCO are to be transferred in accordance with this Scheme;

- q. **"Terminal Benefits"** means the gratuity, pension, dearness and other applicable allowances, medical benefit, and other applicable benefits including the right to have the appropriate revisions in the above benefits consistent with the practice that are prevalent in the TANGEDCO;
- r. **"Thermal generation or Thermal energy"** means electrical energy generated using fuels such as coal, gas, naphtha, lignite, diesel, nuclear, or any other similar fuels;
- s. **"TNEB Limited"** means the Holding Company of TANGEDCO, TANTRANSCO and the Transferees mentioned in clause (t);
- t. **"Transferees"** means the Tamil Nadu Power Generation Corporation Limited (TNPGL) and Tamil Nadu Green Energy Corporation Limited (TNGECL) as the case may be, to whom the functions and Undertakings of TANGEDCO in respect of Generation of Electricity are to be transferred in terms of the provisions of the Act and this Scheme;
- u. **"Tripartite Agreement"** means the Agreement entered between TANGEDCO, TANTRANSCO and TNEB Limited as well as the State Government and the approved Union or Association of the Personnel concerned and approved by State Government vide Letter (Ms)No.96/2023, Dated 31.10.2023.
- v. **"Undertaking"** means the business and block or blocks of properties, interest, rights, liabilities, obligations, proceedings and personnel to the extent and in the manner specified as a part of the Undertakings and such other properties, interest, rights, liabilities, obligations and proceedings and wherever the context so admits shall include the personnel as specified in this Scheme relevant to the functions.

(2) The words and expressions used in this Scheme and defined in the Act and the Rules and Regulations made thereunder, but not specifically defined in this Scheme shall have the meanings, respectively as assigned to them in the Act and the Rules and Regulations made thereunder.

3. Classification of Undertakings of TANGEDCO:-

- (1) The Undertakings of TANGEDCO are classified into:
 - (a) Thermal Generation Undertakings as set out in **Schedule-A;**
 - (b) Green Energy Undertakings as set out in **Schedule – B;**
 - (c) Distribution Undertakings as set out in **Schedule - C,**
- (2) If the assets of the Undertakings under sub-clause (1) are subject to any security documents or arrangements in favour of third parties for any financial assistance or obligation taken by TANGEDCO and the liabilities in respect thereof have been classified in different Undertakings, the State Government, may by order, to be issued for the purpose, provide for the

apportionment of the liabilities secured by such properties, assets and rights between the different Undertakings and upon such apportionment, the security shall stand apportioned to the Undertakings to the extent of the apportioned liabilities only.

4. Transfer of Undertakings by TANGEDCO :-

- (1) The Undertakings forming part of Thermal Generation Undertakings as set out in Schedule - A together with all assets and liabilities vested with the TANGEDCO shall stand transferred to Tamil Nadu Power Generation Corporation Limited (TNPGL) on and from the **Sixth day of March 2024** subject to terms and conditions, of the provisions of the Act and this Scheme.
- (2) The Undertakings forming part of Green Energy Undertakings as set out in Schedule - B together with all assets and liabilities vested with the TANGEDCO shall stand transferred to Tamil Nadu Green Energy Corporation Limited (TNGECL) on and from the **Sixth day of March 2024** subject to terms and conditions, of the provisions of the Act and this Scheme.
- (3) Notwithstanding anything contained in this Scheme, TANGEDCO reserves the right to use provisions of the Companies Act for the purpose of and to give effect to this Scheme including but not limited to specifying an appropriate prior "appointed date" as defined in sub-section (6) of section 232 of the Companies Act, 2013.
- (4) On such transfer of the Undertakings in terms of sub-clauses (1) and (2) and except as otherwise provided, the respective Transferee, shall be responsible for all functions, contracts, rights, deeds, schemes, bonds, agreements and other instruments of whatever nature relating to the respective Undertakings transferred to it to which TANGEDCO was a party, subsisting or having effect on the date of the transfer, in the same manner as TANGEDCO was liable immediately before the date of the transfer, and the same shall be in force and effective against or in favour of the respective transferee and may be enforced effectively as if the respective transferee had been a party thereto instead of TANGEDCO.
- (5) In accordance with this transfer Scheme (as detailed in the Part II of Schedules A, B and C), TNEB Limited will reallocate its investments in the shares of TANGEDCO to the transferees – TNPGL and TNGECL. As consideration for the transfer of the Undertakings, TNPGL and TNGECL shall have the financials and opening balance sheet as specified in the respective Schedules and shall issue shares and instruments in favour of TNEB Limited.

- (6) The transfer of the Undertakings in the transferees in terms of this Scheme shall take effect on the **Sixth day of March 2024** for the purpose notwithstanding that the value of such Undertaking transferred have not been finally determined but have been determined only on provisional basis and is subject to updating, finalization and adjustments at a later date or in terms of clause 10. The transferees shall continue to function as an agent of the TANGEDCO till further orders of the State Government.
- (7) The State Government may, by an order, to be issued for the purpose amend, vary, modify, add, delete, or otherwise change the terms and conditions specified in the Schedules at any time during the provisional period mentioned in clause 8 of this Scheme.
- (8) The transfer value of the Fixed Assets forming part of Schedules A and B of the respective transferees have been done at book values.
- (9) The Schedule D provides for company wise accounts rendering units/circle offices pursuant to the transfer scheme.

5. Transfer of Personnel:-

- (1) The transfer of personnel shall be subject to the provisions contained in section 133 of the Act and the Tripartite Agreement.
- (2) On the date of transfer of undertaking under clause 4 of this Scheme, the personnel of TANGEDCO working in the relevant offices, shall stand assigned to the services of the relevant transferees, on deputation basis, on "as-is-where-is" basis, namely, that they will continue to serve in the place where they are posted on the date of transfer, till further orders of the State Government.
- (3) On the date of transfer of undertaking under clause 4 of this Scheme, the personnel of the TANGEDCO rendering services to more than one Undertaking or otherwise the services of personnel of common nature shall continue to render such services in the same manner as before till further orders of the State Government.
- (4) TANGEDCO may issue orders from time to time directing the personnel rendering services relating to an Undertaking or Undertakings to be assigned to the services of another transferee Undertaking, as TANGEDCO may from time to time, consider appropriate during the provisional period specified in sub-clause (1) of clause 8 of this Scheme. The transferee Undertaking may reassign such personnel to the specific position of responsibility as per its business requirements.

- (5) The assignment of personnel under and in accordance with sub-clauses (2), (3) and (4) above to the transferees shall continue till transfer to and permanent absorption in the services of a transferee, in accordance with the provisions of the Act, this Scheme and orders issued by the State Government.
- (6) The State Government will finalize the transfer and permanent absorption of the personnel in a transferee, taking into account the suitability, ability and experience of the personnel, options of the personnel, number and nature of the vacancies and other relevant factors and issue appropriate orders for such permanent absorption within the provisional period of transfer of the Undertakings specified in clause 8 of this Scheme.
- (7) Upon the finalization and issue of orders in terms of the sub-clause (6), the personnel shall form part of the services of the transferee concerned, in the post, scale of pay or seniority in accordance with the orders that may be issued for this purpose, without any further act, deed or thing to be done by the State Government or TANGEDCO or the transferee or the Personnel or any other person.
- (8) Subject to the provisions of the Act and this Scheme, the personnel shall be governed by the Rules and Regulations in force in TANGEDCO on the date of transfer. The transferee shall be entitled to modify or frame new regulations governing the conditions of service of personnel transferred to the transferee under this Scheme, but the rank, scale of pay, salary, allowances and other pecuniary benefits including terminal benefits after the date of transfer shall not in any way be less favorable than those which would have been applicable to them, if there had been no such transfer under the transfer scheme.
- (9) In respect of all statutory and other Schemes and employment related matters including the provident fund, gratuity fund, pension (to whom it is applicable on the date of the transfer) and any other superannuation fund or any other fund created or existing for the benefit of the personnel, the relevant transferee shall stand substituted for the TANGEDCO for all intent and purposes and all the rights, powers and obligations of TANGEDCO in relation to any and all such matters shall be of that of the transferee concerned and the services of the personnel shall be treated as having been continuous for the above purpose.
- (10) All relevant provisions of the Tri-partite Agreement shall be applicable for the purposes of transfer of personnel from TANGEDCO to the transferee companies including, but not limited to provisions related to safeguarding the pension liabilities, terminal benefits and all other personnel related liabilities and benefits.

- (11) The payments to existing pensioners and family pensioners shall be met from the cash flow of the operation of the transferees. The payment shall be made directly from TANGEDCO, TNPGL and TNGECL shall reimburse their proportional share to TANGEDCO until the final allocation of pensioners and family pensioners to the respective transferees and thereafter, the pension shall be paid directly by the transferees.
- (12) All new recruitments shall be undertaken by TANGEDCO as per the existing rules and regulations until finalization of the transfer of personnel under Clause 5(6) and thereafter, shall be undertaken by the respective transferees.
- (13) All proceedings including disciplinary proceedings and criminal proceedings pending against the personnel prior to the date of this transfer shall be continued by the transferee concerned.
- (14) The personnel transferred to the transferees, shall be deemed to have entered into an agreement with the transferee concerned to repay loans, advances and other sums due and perform obligations undertaken by them to TANGEDCO which remain outstanding as on the date of the transfer for the benefit of the transferee in the same manner, on the same terms and conditions as contained in the arrangement with TANGEDCO.
- (15) The personnel transferred to the transferees shall cease to be in the service of TANGEDCO and shall not assert or claim any benefit of service under the State Government or TANGEDCO except as provided in this Scheme and Tripartite agreement shall apply.
- (16) Nothing contained in this Scheme shall apply to personnel of the State Government or other organization on deputation to TANGEDCO as on the date of transfer but such personnel shall continue on deputation to the transferee concerned to whose services they are assigned on "as is where is basis" till further orders of the transferee.

6. Restriction of rights and obligations of third parties:-

Upon the transfer being effected in accordance with the provisions of the Act and this Scheme, the rights and obligations of all persons shall be restricted to the transferee to whom they are transferred to and notwithstanding anything to the contrary contained in any deed, documents, instruments, agreements or arrangements which such person has with TANGEDCO, he shall not claim any right or interest against the State Government, TANGEDCO or any other transferee.

7. Pending suits and proceedings:-

- (1) All Proceedings of whatever nature by or against TANGEDCO pending on the date of the transfer shall not abate or discontinue or otherwise in anyway prejudicially be affected by reason of the transfer under this Scheme and the proceedings shall be continued, prosecuted and enforced by or against the transferee to whom the same are assigned in accordance with this Scheme and orders issued there under.
- (2) The proceedings referred to in sub-clause (1) above shall be continued in the same manner and to the same extent as it would or might have been continued, prosecuted and enforced by or against TANGEDCO, if the transfers specified in this Scheme had not been made.

8. Classifications and transfer of property, rights, liabilities and proceedings to be provisional in first instance:-

- (1) The classification and transfer of Undertakings excluding personnel under this Scheme, unless otherwise specified in any order made by the State Government, shall be provisional for a period of one year from the respective date of transfer. All transfer of personnel from TANGEDCO to TNPGL and TNGEL under clause 5 shall be provisional for a period of one year from the date of transfer and after this period, the transfer shall be treated as final, subject to any order passed by the State Government under sub-clause (2) of this clause.
- (2) At any time within the provisional period specified in sub-clause (1) above, from the respective date of transfer, the State Government may, by order to be notified, amend, vary, modify, add, delete or otherwise change the terms and conditions of the transfer including items included in the transfer, and transfer the functions or such properties, interests, rights, liabilities, personnel and proceedings forming part of an Undertaking of a transferee to that of another transferee or to the TANGEDCO in such manner and on such terms and conditions as the State Government may consider appropriate in terms of the provisions of the Act.
- (3) On the expiry of the provisional period as specified in sub-clause (1) above, from the respective date of transfer or such other earlier date as the State Government may decide, and subject to any directions given by the State Government, the transfer of undertakings, properties, interests, rights, liabilities, personnel and proceedings made in accordance with the Scheme shall become final and the transfers under this Scheme shall stand completed for all intent and purposes.

9. Transfer by operation of law :-

The transfer under this Scheme shall operate and be effective pursuant to the action of State Government in issuing orders and in terms of this Scheme without any further act, deed or thing to be done by the State Government, TANGEDCO, transferees or any other person, subject to the terms and conditions of this Scheme

10. Rights, duties and powers of the Transferees during the provisional period:-

- (1) The transferees shall continue to function and undertake business activities assigned to them on behalf of and as agents of TANGEDCO till such time the State Government issues orders authorizing the transferee to undertake such functions and activities on their own and independent of TANGEDCO.
- (2) The State Government may issue the orders under sub-clause (1) above from time to time in respect of one or more of the transferees, but all such orders shall be issued before the end of the provisional period mentioned in Clause 8.
- (3) The tariff terms and conditions for the sale and supply of electricity for the services of distribution by TANGEDCO and for the generation of electricity by the transferees and all other dealings between the transferees and also with TANGEDCO shall be as per the prevalent rules, regulations, orders in force and as determined and approved by the Commission.
- (4) Till further orders of the Commission, regarding the tariff determination, the revenues from the distribution and retail supply of electricity shall be collected by TANGEDCO in its entirety and will reimburse the expenses of TNPGL and TNGECL on actual basis till further order of the Commission on determination of Tariff for electricity generation.

11. Decision of the State Government shall be final:-

- (1) If any doubt, dispute, difference or issue arises in regard to the transfers under this Scheme, subject to the provisions of the Act, the decision of State Government thereon shall be final and binding.
- (2) The State Government may, by an order published in the Tamil Nadu Government Gazette, make such provisions, not inconsistent with the provisions of the Act, as may appear to be necessary for removing the difficulties arising in implementing the transfers under this Scheme.
- (3) The State Government may by an order published in the Tamil Nadu Government Gazette amend, vary, modify, add, delete or otherwise change the terms and conditions specified in the Schedule or any clauses of this Scheme at any time as it deems fit.

12. Exemption of Duty:-

The transfer under this Scheme and its implementation shall be exempted from all taxes, duties, levies of the State Government and all its local bodies.

APPENDIX**SCHEDULE - A****PART I - Thermal Generation Undertakings – Tamil Nadu Power Generation Corporation Limited**

Unless otherwise specified by the State Government, the Thermal Generation Undertakings shall comprise of the Assets, Liabilities and proceedings belonging to the Tamil Nadu Generation and Distribution Corporation Limited concerning thermal generation.

I. Existing Power Stations:**• State Sector****A. Thermal:**

- (a) Ennore Thermal Power Station with all the five generating units (2X60 MW and 3X110 MW units) and a total installed Capacity of 450 MW and with all associated and related equipment such as generators, turbines, boilers, condensers, electrostatic precipitators, controls and instrumentation, railway sidings, coal handling system, ash handling system, ash pond, raw water supply and treatment system, DM water plant, secondary fuel oil storage facilities and its handling system, switch yard including step up transformers, service transformers, auxiliary unit transformers, circuit breakers, High Tension & Low Tension switchgears, control and protection system, overhead cranes, chimney, stores, spare parts, consumables, raw materials etc. and works in progress.
- (b) Mettur Thermal Power Station stage-1 with four generating units of 210 MW each with a total installed capacity of 840 MW with all associated and related equipment such as generators, turbines, boilers, condensers, electrostatic precipitators, controls and instrumentation, Railway Sidings, coal handling system, ash handling system, ash pond, raw water supply and treatment system, DM water plant, secondary fuel oil storage facilities and its handling system, switch yard including step up transformers, service transformers, auxiliary unit transformers, circuit breakers, High Tension & Low Tension switchgears, control and protection system, overhead cranes, chimney, stores, spare parts, consumables, raw materials and any other infrastructure connected with generation of electricity including works in progress.
- (c) North Chennai Thermal Power Station Stage-1 with three generating unit of 210 MW each with a total installed capacity of 630 MW with all associated and related equipment such as generators, turbines, boilers, condensers, electrostatic precipitators, controls and instrumentation, Railway Sidings, coal handling system, ash handling system, ash pond, raw water supply and treatment system, DM water plant, secondary fuel oil storage facilities and its handling system, switch yard including step up transformers, service transformers, auxiliary unit transformers, circuit breakers, High Tension & Low Tension switchgears, control and protection system, overhead cranes, chimney, stores, spare parts, consumables, raw materials and any other infrastructure connected with generation of electricity including works in progress.

- (d) Tuticorin Thermal Power Station with five generating unit of 210 MW each with a total installed capacity of 1050 MW with all associated and related equipment such as generators, turbines, boilers, condensers, electrostatic precipitators, controls and instrumentation, railway sidings, coal handling system, ash handling system, ash pond, raw water supply and treatment system, De-Mineralized water plant, secondary fuel oil storage facilities and its handling system, switch yard including step up transformers, service transformers, auxiliary unit transformers circuit breakers, High Tension & Low Tension switchgears, control and protection system, overhead cranes, chimney, stores, spare parts, consumables, raw materials and any other infrastructure connected with generation of electricity including works in progress.
- (e) Mettur Thermal Power Station Stage-2 with one generating units of 600 MW each with a total installed capacity of 600 MW with all associated and related equipment such as generators, turbines, boilers, condensers, electrostatic precipitators, controls and instrumentation, Railway Sidings, coal handling system, ash handling system, ash pond, raw water supply and treatment system, DM water plant, secondary fuel oil storage facilities and its handling system, switch yard including step up transformers, service transformers, auxiliary unit transformers, circuit breakers, High Tension & Low Tension switchgears, control and protection system, overhead cranes, chimney, stores, spare parts, consumables, raw materials and any other infrastructure connected with generation of electricity including works in progress.
- (f) North Chennai Thermal Power Station Stage-2 with two generating unit of 600 MW each with a total installed capacity of 1200 MW with all associated and related equipment such as generators, turbines, boilers, condensers, electrostatic precipitators, controls and instrumentation, Railway Sidings, coal handling system, ash handling system, ash pond, raw water supply and treatment system, DM water plant, secondary fuel oil storage facilities and its handling system, switch yard including step up transformers, service transformers, auxiliary unit transformers, circuit breakers, High Tension & Low Tension switchgears, control and protection system, overhead cranes, chimney, stores, spare parts, consumables, raw materials and any other infrastructure connected with generation of electricity including works in progress.

Gas Turbine Power Stations

- (a) Basin Bridge Gas Turbine Power Station (BBGTPS) has 4 units of 30 MW each with a total installed capacity of 120 MW.
- (b) Thirumakottai Gas Turbine Power Station (Kovilkalappal) (TKGTPS) with a total installed capacity of 107.88 MW.
- (c) Kuttalam Gas Turbine Power Station (KGTPS) with a total installed capacity of 101 MW.
- (d) Valuthur Power Station (VGTPS) has 2 units with a total installed capacity of 187.2 MW.

All the above units along with generators, turbines and all associated and related equipment and switch yard including step-up transformers, step-down transformers, circuit breakers, control and protection system, overhead cranes, gantry cranes, hydraulic hoists, powerhouse stores, spare parts, consumables, raw materials and any other infrastructure connected with generation of electricity including works in progress.

- **Joint Venture Projects:-**

- (a) TNEB-National Thermal Power Corporation Limited at Vallur with 3 units of 500 MW each with total installed capacity of 1500 MW;
- (b) TNEB-Neyveli Lignite Corporation Limited at Tuticorin with 2 units of 500 MW each with total installed capacity of 1000 MW;

II. Power Projects Under Construction:

- **State Sector:**

- (a) North Chennai Thermal Power Station (NCTPS) Stage – 3, with 1 unit of 800 MW with a total installed capacity of 800 MW;
- (b) Udangudi Thermal power project with 2 units of 660 MW each with a total installed capacity of 1320 MW;
- (c) Uppur Thermal power project with 2 units of 800 MW each with a total installed capacity of 1600 MW;
- (d) Ennore Thermal Power Station Expansion Thermal Power Project with 1 unit of 660 MW with a total installed capacity of 660 MW;
- (e) Ennore Special Economic Zone Thermal Power Project with 2 unit of 660 MW with a total installed capacity of 1320 MW;

III. General Assets:

The following assets, if they exclusively or primarily pertain to the thermal generating stations or projects referred to in paras I and II above or activities related to such, generating stations or projects;

(a) Special tools and equipment, material handling equipment, earth movers, bulldozers, concrete mixtures, cranes, trailers, heavy and light vehicles, furniture, fixtures, office equipment, air conditioners, refrigerators, computers and signal systems, spares, consumables, raw materials, lands and civil works installations including dams, barrages, canals, roads, buildings, staff quarters, rest houses, properties and structures and their associated buildings, schools, dispensaries, testing laboratories and equipment, training centres, workshops, works in progress, machinery and equipment sent for repairs, scraps and obsolete.

(b) All independent and stand-alone rest houses, which are not part of any substations /installations of the TANGEDCO.

(c) The office establishment and other buildings and lands, not covered elsewhere in this schedule, which are predominantly occupied/used for the activities of thermal generation undertakings as on the effective date of transfer.

IV Miscellaneous:

- (a) Contracts, agreements, interest and arrangements to the extent they are associated with or related to thermal generation activities or to the undertakings or assets referred to in paras (I) to (III) above.
- (b) Contingent liabilities to the extent they are recognized and are associated with or related to thermal generation activities or to the undertakings or assets referred to in paras I to III above.
- (c) Other liabilities to the extent they are associated with or related to thermal generation activities or to the undertakings or assets referred to in paras I to III above.
- (d) Proceedings to the extent they are associated with or related to thermal generation activities or to the undertakings or assets referred to in paras I to III above.

V General:

- (a) The assets of the generating undertaking as described above shall stand vest in Tamil Nadu Power Generation Corporation Limited. In consideration of the transfer as mentioned above, Tamil Nadu Power Generation Corporation Limited shall issue shares and instruments in favour of TNEB Limited as specified in Part II of Schedule A.

**Part II - Aggregate Assets and Liabilities transferred to Tamil Nadu Power
Generation Corporation Limited (TNPGL) – As on 01.04.2023**

	Particulars	Amount in Rs. crore
	ASSETS	
I	Non-current assets	
	Property, Plant and Equipment	16,762
	Capital Work-in Progress	36,657
	Investment property	72
	Other Intangible Assets	28
	Intangible assets under development	-
	Financial Assets	2,223
	Other Non-Current Assets	79
	Total Non-Current assets	55,821
II	Current assets	
	Inventories	1,519
	Financial Assets	
	Trade receivables	186
	Cash on hand	91
	Balances with Banks	693
	Other Current Financial Assets	40
	Current Tax Assets	47
	Other Current Assets	-
	Total Current Assets	2,577
	TOTAL ASSETS	58,398
	EQUITY AND LIABILITIES	
III	Equity	
	Equity Share Capital	6,313
	Other Equity	-65,934
	Total Equity	-59,620
IV	Non-current liabilities	
	Financial Liabilities	
	Borrowing	94,143
	Others	1,076
	Provisions	7,034
	Other non-current liabilities	3
	Total Non-Current liabilities	1,02,257
V	Current liabilities	
	Financial Liabilities	
	Trade Payables	10,189
	Other Financial Liabilities	4,762
	Provisions	651
	Other Current Liabilities	160
	Total Current Liabilities	15,762
	TOTAL EQUITY AND LIABILITIES	58,398

Note:

1. The above opening balance sheet has been drawn on a provisional basis based on audited accounts of the Financial Year 2022-23 of TANGEDCO and will be considered as a provisional balance sheet as on 01.04.2023 for the Transferee. The amounts mentioned under various heads are subject to validation, verification, updation and truing up and these shall be completed during the provisional period mentioned in Clause 8 of the Transfer Scheme.
2. The shares to the extent of the value of the share capital mentioned above shall be issued by the TNPGL to the TNEB Limited at par as on the date of the transfer.

Part III - Functions and Duties of Tamil Nadu Power Generation Corporation Limited

I. The functions and duties of the TNPGL will be detailed as per the provisions of the Memorandum of Association and Articles of Association of the company framed thereunder as originally framed or as altered from time to time.

(1) To primarily engage in the business of Generation of thermal energy using fuels such as coal, gas, nuclear, or any other similar fuels and trading of electrical energy.

(2) To be vested with generation assets, interest in property, rights and liabilities of Tamil Nadu Generation and Distribution Corporation Ltd necessary for the business of thermal energy, as per decision of the Government of Tamil Nadu to reorganise the Tamil Nadu Generation and Distribution Corporation Ltd under Part XIII, Section 131 of the Electricity Act, 2003 (hereinafter referred to as "Act") and this transfer scheme and the company shall act as a Generating Company under Section 7 of the Act.

(3) To take over existing thermal electricity generation stations of the Tamil Nadu Generation and Distribution Corporation Ltd and to acquire, establish, construct, erect, lay, operate, run, maintain, enlarge, alter, renovate, modernise, work and use in the State of Tamil Nadu and elsewhere, thermal electric generating stations, projects associated and all things connected thereto including civil works, fuel, water, and waste storage, use and disposal systems, accumulators, plant, motors, apparatus, materials and things connected with the production and generation of thermal power.

(4) To study, investigate, collect information and data, review operations, plan, research, design, prepare feasibility reports, prepare project reports, diagnose operational difficulties and weaknesses and advise on the remedial facilities and to undertake for and on behalf of others for setting up of thermal power plants.

(5) Responsible for operation and maintenance of existing and any new thermal energy power plants of the Tamil Nadu Generation and Distribution Corporation Ltd and undertaking renovation, modernisation, uprating, annual overhauls, residual life assessment for extension of life of existing plants.

(6) Construction and monitoring of under construction thermal energy projects of Tamil Nadu Generation and Distribution Corporation Ltd and responsible for timely completion of construction of these power projects.

(7) Responsible for secure sourcing, handling, and management of fuels (coal, natural gas, oil or any other such fuel), development, acquisition, lease of mines, oil wells, gas wells or any other such fuel resources for power generation and implement technologies and processes to manage emissions, ensuring adherence to environmental regulations and reducing environmental impact.

(8) Conduct regular maintenance, ensure operational safety, and uphold workforce well-being while optimizing plant efficiency and effective management of resources, such as fuel reserves, water usage, and waste disposal, for sustainable operation of the plants.

(9) To promote, organize or carry on the business of training and consultancy services in any field of activity in which it is engaged.

(10) Compliance to regulatory provisions as per Electricity Act 2003 ("The Act"), mandates of the Tamil Nadu Electricity Regulatory Commission ("The Commission"), instructions and directives of the National Load Despatch Centre, Regional Load Despatch Centre, State Load Despatch Centre.

(11) Coordination with Tamil Nadu Transmission Company Ltd and Distribution Company on power supply matters, development of off take infrastructure.

II. Without prejudice to generality of the above functions, the Company shall carry out the following business namely:-

- (1) to obtain licenses, approvals and authorizations from Government, Statutory and Regulatory Authorities, as may be necessary to carry out and achieve the Objects of the Company and connected matters which may seem expedient to develop the business interests of the Company in India and abroad;
- (2) to employ engineers, consultants, mechanics, masons, carpenters, scaffold setters, painters, electricians and other technicians, commercial and administrative staff and such other staff as may be found necessary for the efficient handling and conduct of the business of the Company or outsource such activity;
- (3) to arrange, secure and make available to its subsidiaries and other concerned for the organizations, such facilities, resources, inputs and services as may be required;
- (4) to organize the working of the various functional and geographical units of the business as considered fit into various profit centers and to regulate them as such, enforce maintenance of accounts and records etc. for determining their independent profitability and to prescribe distinctive terms and conditions of their operation as profit centers, as different from the conditions applicable to other profit centers, or other part of the business not designated as such;
- (5) to establish and maintain agencies, branches and local registers, to procure, registration or recognition of the Company and to carry on business in any part of the world and to take such steps as may be necessary to give the Company such rights and privileges in any part of the world as are possessed by local Companies or partnerships or as may be thought desirable;
- (6) to Plan generation in consultation with entities engaged in the business of electricity distribution and SLDC;
- (7) to purchase, take on lease, mortgage or exchange, hire or otherwise acquire any movable or immovable property and any right or privilege which the Company may enhance the value of any other property of the Company and in particular any land, building, easement machinery, plant vehicle and stock-in-trade for the business of the Company;

- (8) to buy, purchase, sell, lease, take on lease, exchange, hire or otherwise to construct and maintain factories, works, buildings, and conveniences of all kinds, lands, buildings, apartments, plants, machinery and hereditaments or to acquire land, buildings, flats and easements of any tenure or description in India or elsewhere whether for residential, business, or other purposes required for the Company and any rights, easements, advantages and privileges relating thereto and either for investment or resale or in the same and to turn the same into account as may seem expedient, and to construct, alter, improve, decorate, develop, furnish and maintain offices, flats, houses, factories, warehouses, godowns, shops, buildings and other structures, works and conveniences of all kinds on any of the lands or immovable properties purchased or acquired by the Company for the employees or the business of the Company;
- (9) to enter into any arrangement with the Government of India or any Local or State Government or with Authorities, national, state, local, municipal or otherwise or with any person for the purpose of directly or indirectly carrying out the objects or furthering the interests of the Company or its members and to obtain from any such Government, State Authority or person any charters, subsidies, loans, indemnities, grants, contracts, decrees, rights, sanctions, privileges, licences or concessions whatsoever, (whether statutory or otherwise) which the Company may think it desirable to obtain and carry out, exercise and comply with the same;
- (10) to build, erect, operate, construct, alter maintain, enlarge, improve, pull- down, remove or replace, and to work, manage and control any thermal power stations, workshops, repair shops, sub-stations, transmission lines, cables, wires, accumulators, works, buildings, offices, factories, mills, shops, machinery, engines, roadways, tramways, railway warehouses, wharves, electric works and conveniences, and other civil works which may seem calculated directly or indirectly to advance the interest of the Company and to join with any other person or company in doing any of the aforesaid things;
- (11) to enter into agreement and contracts with foreign individuals, companies and other organizations for purchase of fuel, equipments and for any other technical, financial or any other assistance, for carrying out all or any of the objects of the Company;
- (12) to enter into contracts of indemnity and guarantee;
- (13) to apply for tender, purchase or otherwise acquire any contract and concessions relating to any objects of the Company;
- (14) Subject to provisions of the Companies Act, 2013 and Rules framed thereunder from time to time and subject to other laws or directives if any, to borrow money and to obtain foreign line of credits/grants/aids etc., or to receive money or deposits from public for the purpose of the Company's business in such manner and on such terms and with such rights, privileges and obligations as the company may think fit. The company may issue bonds/debentures whether secured or unsecured, bills of exchange, promissory notes or other securities, mortgage or charge on all or any of the immovable and movable properties, present

and future and all or any of the uncalled capital for the time being of the Company as the Company may deem fit and to repay, redeem or pay off any such securities of charges;

- (15) to lend money on property or on mortgage of immovable property or against bank guarantee and to make advances of money against future supply of goods and services on such terms as the Directors may consider necessary and to invest money of the Company in such manner as the Directors may think fit and to sell, transfer or deal with the same, but the company shall not carry on the business of banking as defined in Banking Companies Regulations Act, 1949;
- (16) to accumulate funds and to invest or otherwise employ monies belonging to or with the Company and not immediately required, in the purchase or acquisition of any shares, securities or other investments (not being shares in this company) whatsoever, whether movable or immovable, upon such terms as may be thought proper and from time to time, to vary all or any such investments in such manner as the company may think fit subject to provisions of the Companies Act, 2013;
- (17) to insure any of the rights, properties, undertaking, contracts, guarantees or obligations or profits of the company of every nature and kind in any manner with any person, firm, association or company for the business of the company;
- (18) to acquire, possess and undertake whole or any part of the business, assets, property, goodwill, rights and liabilities of any person, firm, society, association, corporation or company carrying on any business which the Company is authorized to carry on;
- (19) to obtain, apply or arrange for the issue or enactment of order or Act of Legislature or Parliament or any Authority in any other part of the world for enabling the Company to obtain powers, authority, protection, financial and other help, necessary or expedient to carry out or extend any of the objects of the Company or for any other purpose which may seem expedient, and to oppose any proceedings or applications or any other endeavours, steps or measures which may seem directly or indirectly, or indirectly calculated to prejudice the Company's interests;
- (20) to establish, maintain, generate, operate, run, manage conduct, limited right to use electrical generation for achievement or carrying out all or any of the objects;
- (21) to apply for purchase or otherwise acquire any trademarks, patents, or inventions, licences, concessions and the like conferring any exclusive or non-exclusive or limited right to use of any secret or other information to any invention which may seem capable of being used for any of the purpose of the Company or the acquisition of which may seem directly or indirectly calculated to benefit the company and to use, exercise, develop or grant licenses in respect of , or otherwise, turn to account the property, right or information so acquired;

- (22) to establish, provide, maintain and conduct or otherwise subsidize research laboratories and experimental workshop for scientific, technical or research experiments and to undertake and carry on directly or in collaboration with other agencies, scientific and technical research experiments and tests of all kinds and to process, improve and invent new products and their techniques of manufacture and to promote, encourage reward in every manner, studies and research, scientific and technical investigation of any kind that may be considered likely to assist, encourage and promote recent advance in technology, economics, import substitution or any business which the Company is authorized to carry on;
- (23) to establish, maintain and operate technical training institution and hostels for engineers of all types and all other technical staff and artisans and mechanics of all types and kinds and accountants and others in India or any part of the world: to make such other arrangements as may be expedient for the training of all categories of officers, workers, clerks, storekeepers and other personnel likely to be useful to or assist in any business which the Company is authorized to carry on;
- (24) to sell, improve, manage, develop, exchange, loan or lease or let, under lease, sublet, mortgage, dispose or, deal within any manner, turn to account or otherwise deal with any rights or property of the company;
- (25) to amalgamate or enter into partnership, enter into any consortium or arrangement for sharing of funding or profits in a cooperative or joint venture with any person or company or body or authority including Government, Central, State or local, carrying on or engaged in any operation capable of being conducted so conveniently in co-operation with the business of the company or directly or indirectly to benefit the company or to the activities for which the Company has been established;
- (26) to provide for the amelioration and welfare for persons employed or formerly employed by the Company and or its predecessor and the wives, families, dependents of such persons by building or contributing to the building of the houses, dwellings or by grants of money, pensions, allowances, bonuses or other payments or by creating and from time to time subscribing or contributing to provident fund and other associations, institutions, funds or trusts or by helping persons employed by the Company to effect or maintain insurance on their lives by contributing to the payment of premium or otherwise and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendances and other assistance as the Company shall think fit;

- (27) to sell, dispose of or hire an undertaking of the Company or any part thereof for such consideration as the Company may think fit and in particular for shares, debentures or securities of any other association, corporation or company, to promote or aid in the promotion of any other company or partnership for the purpose of acquiring all or any of the properties, rights or liabilities of the Company or any other purposes which may seem directly or indirectly calculated to benefit the Company;
- (28) to establish and maintain agencies, branches and local registers, to procure registration or recognition of the Company and carry on business in any part of the world and take such steps as may be necessary to give the Company such rights and privileges in any part of the world as are possessed by the local companies or partnerships or as may be thought desirable;
- (29) to subscribe for, underwrite, purchase or otherwise acquire and to hold, dispose of and deal with the shares, stocks, securities and evidences of indebtedness or the right to participate in profits or other similar documents issued by any Government, Authority, Corporation or body or by any company or body of persons and any option or right in respect thereof;
- (30) to create any depreciation fund, reserve fund, sinking fund, insurance fund or any other fund, whether for depreciation or for repairing, improving, extending or maintaining any of the properties of the Company or redeemable preference shares or for any other purposes whatsoever conducive to the interests of the Company;
- (31) to open an account or accounts with any nationalized / Private bank or bankers and pay into or withdraw money from such account or accounts;
- (32) to acquire and hold all or any part of the share or loan capital or other securities of any other company or body having similar objects as the company, and to sell or dispose of or transfer any such shares, loan interest, securities;
- (33) to promote, or concur in the promotion of any company, the promotion of which shall be considered desirable in furtherance of the object or any object of the company;
- (34) Generally to do all such other things as may be deemed incidental or ancillary to the attainment of all or any of the above objects and to carry on any business in connection with any of the Company's objects or are directly calculated to enhance the value or render profitable any of the Company's property or rights;
- (35) to act as an entrepreneur on behalf of the Central or State Government, to identify new areas of economic investment and to undertake or help in undertaking of such investments and also to carry out any other acts as may be required by the Central or State Government in furtherance of the objects of the company; and
- (36) to arrange, receive and collect all relevant information in regard to any business carried on by the Company.

SCHEDULE - B**PART I - Green Energy Undertakings – Tamil Nadu Green Energy Corporation Limited**

Unless otherwise specified by the State Government, the Green Energy Undertaking shall comprise of all the Assets, Liabilities and proceedings belonging to the Tamil Nadu Generation and Distribution Corporation Limited concerning the Green Energy in the State

I. Existing Power Stations:

- **State Sector**

A. Hydro Generating Circle:**(a) Kundah Circle**

- Kundah Power House-1 has 3 units of 20 MW each with a total installed capacity of 60 MW.
- Kundah Power House-2 has 5 units of 35 MW each with a total installed capacity of 175 MW.
- Kundah Power House-3 has 3 units of 60 MW each with a total installed capacity of 180 MW.
- Kundah Power House-4 has 2 units of 50 MW each with a total installed capacity of 100 MW.
- Kundah Power House-5 has 2 units of 20 MW each with a total installed capacity of 40 MW.
- Kundah Power House-6 has 1 unit of 30 MW with an installed capacity of 30 MW.
- Pykara Power House /Singara has 7 units comprising of 3 units of 7 MW, 1 unit of 11 MW & 2 units of 13.6 MW with a total installed capacity of 59.2 MW.
- Pykara Micro Power House has 2 units of 1 MW each with a total installed capacity of 2 MW.
- Moyar Power House has 3 units of 12 MW each with a total installed capacity of 36 MW.
- Maravakandy Power House has 1 unit of 0.75 MW with a total installed capacity of 0.75 MW.
- Mukurthy Micro Power House has 2 units of 350 kW each with a total installed capacity of 700 KW.
- PUSHEP has 3 units of 50 MW each with a total installed capacity of 150 MW.

All the above units along with generators, turbines and all associated and related equipment and switch yard including step up transformers, step down transformers, circuit breakers, control and protection system, overhead cranes, gantry cranes, hydraulic hoists, power house stores, spare parts, consumables, raw materials and any other infrastructure connected with generation of electricity including works in progress.

(b) Kadamparai Circle

- Sholayar Power House – I has 2 units of 35 MW each with a total installed capacity of 70 MW.
- Sholayar Power House – II has 1 unit of 25 MW with an installed capacity of 25 MW.
- Aliyar Power House has 1 unit of 60 MW with an installed capacity of 60 MW.
- Aliyar Mini Power House has 2 units of 1.25 MW each with a total installed capacity of 2.50 MW.

- Sarkarpathy Power House has 1 unit of 30 MW with an installed capacity of 30 MW.
- Kadamparai Power House (Pumped Storage Scheme) has 4 units of 100 MW each with a total installed capacity of 400 MW.
- Thirumurthy Mini Power House has 3 units of 0.65 MW each with a total installed capacity of 1.95 MW.
- Poonachi Mini Power House has 2 units of 1 MW each with a total installed capacity of 2 MW.
- Amaravathi has 2 units of 2 MW each with a total installed capacity of 4 MW.

All the above units along with generators, turbines and all associated and related equipment and switch yard including step up transformers, step down transformers, circuit breakers, control and protection system, overhead cranes, gantry cranes, hydraulic hoists, power house stores, spare parts, consumables, raw materials and any other infrastructure connected with generation of electricity including works in progress.

(c) Erode Circle

- Mettur Dam Power House has 4 units of 12.5 MW each with a total installed capacity of 50 MW.
- Mettur Tunnel Power House has 4 units of 50 MW each with a total installed capacity of 200 MW.
- Lower Mettur Barrage Power House -1 / Chekkanur has 2 units of 15 MW each with a total installed capacity of 30 MW.
- Lower Mettur Barrage Power House -2 / Nerinijipettai has 2 units of 15 MW each with a total installed capacity of 30 MW.
- Lower Mettur Barrage Power House -3 / Kuthiraikkalmedu has 2 units of 15 MW each with a total installed capacity of 30 MW.
- Lower Mettur Barrage Power House -4 / Uratchikottai has 2 units of 15 MW each with a total installed capacity of 30 MW.
- Bhavani Kattalai Barrage, Powerhouse I, II & III, each 2 units of 15 MW with a total installed capacity of 90 MW;
- Bhavani Barrage - I & II, each 2 units of 5 MW with a total installed capacity of 20 MW;
- Sathanur has 1 unit of 7.5 MW with an installed capacity of 7.5 MW.
- Lower Bhavani, Mini has 4 units of 2 MW each with a total installed capacity of 8 MW.
- Lower Bhavani RBC has 2 units of 4 MW with a total installed capacity of 8 MW.

All the above units along with generators, turbines and all associated and related equipment and switch yard including step up transformers, step down transformers, circuit breakers, control and protection system, overhead cranes, gantry cranes, hydraulic hoists, power house stores, spare parts, consumables, raw materials and any other infrastructure connected with generation of electricity including works in progress.

(d) Tirunelveli Circle

- Kodayar Power House – I has 1 unit of 60 MW with an installed capacity of 60 MW.
- Kodayar Power House – II has 1 unit of 40 MW with an installed capacity of 40 MW.

- Servalar Power House has 1 unit of 20 MW with an installed capacity of 20 MW.
- Papanasam Power House has 4 units of 8 MW each with a total installed capacity of 32 MW.
- Suruliyar Power House has 1 unit of 35 MW with an installed capacity of 35 MW.
- Periyar Power House has 4 units of 35 MW each with a total installed capacity of 140 MW.
- Vaigai Power House has 2 units of 3 MW each with a total installed capacity of 6 MW.
- Periyar Vaigai – 4 Power Houses with total capacity of 13 MW;
- Perunchani has 2 units of 0.65 MW each with a total installed capacity of 1.30 MW.

All the above units along with generators, turbines and all associated and related equipment and switch yard including step up transformers, step down transformers, circuit breakers, control and protection system, overhead cranes, gantry cranes, hydraulic hoists, power house stores, spare parts, consumables, raw materials and any other infrastructure connected with generation of electricity including works in progress.

B. Wind Energy Generating Stations

Total number of 108 Wind farms having a total installed capacity of 17.55 MW.

All the above units along with generators, turbines and all associated and related equipment and switch yard including step up transformers, step down transformers, circuit breakers, control and protection system and other related accessories required for Wind Energy Generating Stations including spare parts, consumables, raw materials and any other infrastructure connected with generation of electricity including works in progress.

II. Power Projects Under Construction:

- **State Sector:**

- (a) Kundah Pumped Storage Hydro Electric Project, 4 units of 125 MW each with a total installed capacity of 500 MW
- (b) Kollimalai Hydro Electric Project, 1 unit with a total installed capacity of 20 MW

III. General Assets:

The following assets, if they exclusively or primarily pertain to green energy generating stations or projects referred to in paras I and II above or activities related to such, generating stations or projects;

(a) Special tools and equipment, material handling equipment, earth movers, -bulldozers, concrete mixtures, cranes, trailers, heavy and light vehicles, furniture, fixtures, office equipment, air conditioners, refrigerators, computers and signal systems, spares, consumables, raw materials, lands and civil works installations including dams, barrages, canals, roads, buildings, staff quarters, rest houses, properties and structures and their associated buildings, schools, dispensaries, testing laboratories and equipment, training centers, workshops, works in progress, machinery and equipment sent for repairs, scraps and obsolete.

(b) All independent and stand-alone rest houses, which are not part of any substations /installations of the Board.

(c) The office establishment and other buildings and lands, not covered elsewhere in this schedule, which are predominantly occupied/used for the activities of green energy undertakings as on the effective date of transfer.

IV. Miscellaneous:

(a) Contracts, agreements, interest and arrangements to the extent they are associated with or related to green energy activities or to the undertakings or assets referred to in item Nos I to III above.

(b) Loans secured and unsecured, to the extent they are associated with or related to green energy activities or to the undertakings or assets referred to in Para I to III above.

(c) Other current assets to the extent they are associated with or related to green energy activities or to the undertakings or assets referred to in Para I to III above.

(d) Other Current liabilities and provisions to the extent they are associated with or related to green energy activities or the undertakings or assets referred to in Para I to III above.

(e) Contingent liabilities to the extent they are recognized and are associated with or related to green energy activities or to the undertakings or assets referred to in Para's I to III above.

(f) Other liabilities to the extent they are associated with or related to green energy activities or to the undertakings or assets referred to in items I to III above.

(g) Proceedings to the extent they are associated with or related to green energy activities or to the undertakings or assets referred to in Para I to III above.

V. General:

The assets of the green energy undertaking as described above shall stand vest in TNGECL.

In consideration of the transfer as mentioned above, TNGECL shall issue shares and instruments in favour of TNEB Limited as specified in Part III of Schedule.

Part II - Aggregate Assets and Liabilities transferred to Tamil Nadu Green Energy Corporation Limited (TNGECL) (As on 01.04.2023)

	Particulars	Amount in Rs. crore
	ASSETS	
I	Non-current assets	
	Property, Plant and Equipment	6,404
	Capital Work-in Progress	1,487
	Investment property	-
	Other Intangible Assets	11
	Intangible assets under development	-
	Financial Assets	72
	Other Non-Current Assets	27
	Total Non-Current assets	8,001
II	Current assets	
	Inventories	2
	Financial Assets	
	Trade receivables	235
	Cash on hand	1
	Balances with Banks	15
	Other Current Financial Assets	15
	Current Tax Assets	-
	Other Current Assets	-
	Total Current Assets	268
	TOTAL ASSETS	8,269
	EQUITY AND LIABILITIES	
III	Equity	
	Equity Share Capital	2,412
	Other Equity	-3,584
	Total Equity	-1,172
IV	Non-current liabilities	
	Financial Liabilities	
	Borrowing	6,376
	Others	300
	Provisions	1,944
	Other non-current liabilities	2
	Total Non-Current liabilities	8,623
V	Current liabilities	
	Financial Liabilities	
	Trade Payables	368
	Other Financial Liabilities	261
	Provisions	181
	Other Current Liabilities	7
	Total Current Liabilities	817
	TOTAL EQUITY AND LIABILITIES	8,269

Note:

1. The above opening balance sheet has been drawn on a provisional basis based on audited accounts of the Financial Year 2022-23 of TANGEDCO and will be considered as a provisional balance sheet as on 01.04.2023 for the Transferee. The amounts mentioned under various heads are subject to validation, verification, updation and truing up and these shall be completed during the provisional period mentioned in Clause 8 of the Transfer Scheme.
2. The shares to the extent of the value of the share capital mentioned above shall be issued by the TNGECL to TNEB Limited at par as on the date of the transfer.

Part III - Functions and Duties of Tamil Nadu Green Energy Corporation Limited

The functions and duties of the Tamil Nadu Green Energy Corporation Limited will be detailed as per the provisions of the Memorandum of Association and Articles of Association of the company framed thereunder as originally framed or as altered from time to time.

(1) To primarily engage in the business of generation of non-conventional / renewable energy including but not limited to wind, solar, biomass, biofuel, co-generation, municipal solid waste, geothermal, tidal, ocean waves, all Hydro and pumped-storage Hydro based generation assets and any other new sources of energy (hereinafter, collectively called as "non-fossil fuel electricity generation") and trading of electrical energy.

(2) To be vested with generation assets, interest in property, rights and liabilities of Tamil Nadu Generation and Distribution Corporation Ltd., necessary for the business of non-fossil fuel energy, as per decision of the Government of Tamil Nadu to reorganise the Tamil Nadu Generation and Distribution Corporation Ltd., under Part XIII, Section 131 of the Electricity Act, 2003 (hereinafter referred to as "Act") and this transfer scheme and the company shall act as a Generating Company under Section 7 of the Act.

(3) To take over existing renewable, non-conventional, hydro and pumped-storage hydro electricity generation stations, reservoirs, dams, weirs and all similar storage structures and other ancillary assets of the Tamil Nadu Generation and Distribution Corporation Ltd related to non-fossil fuel energy and to acquire, establish, construct, erect, lay, operate, run, maintain, enlarge, alter, renovate, modernise, work and use in the State of Tamil Nadu and elsewhere, non-fossil fuel electric generating stations, projects associated and all things connected thereto including civil works, fuel, water and waste storage, use and disposal systems, accumulators, plant, motors, apparatus, materials and things connected with the production and generation of non-fossil fuel power.

(4) To study, investigate, collect information and data, review operations, plan, research, design, prepare feasibility reports, prepare project reports, diagnose operational difficulties and weaknesses and advise on the remedial facilities and to undertake for and on behalf of others for setting up of non-fossil fuel based power plants.

(5) Responsible for operation and maintenance of existing and any new non-fossil fuel power plants of the Tamil Nadu Generation and Distribution Corporation Ltd and undertaking renovation, modernisation, uprating, annual overhauls, residual life assessment for extension of life of existing plants.

(6) Construction and monitoring of under construction non-fossil fuel power projects of Tamil Nadu Generation and Distribution Corporation Ltd., and responsible for timely completion of construction of these power projects.

(7) Responsible for enhancing clean energy footprint of the state/decarbonisation of electricity grids, achieving the net-zero emission target of the State of Tamil Nadu and Conceptualising pilots and commercial scale projects across sun rise technologies like Green Hydrogen, Offshore wind, Waste to Energy, geothermal, wave to energy, pumped-storage hydro, battery storage etc.

(8) Responsible for promotion and facilitation of rooftop solar installations, solarisation of feeders and implementation of any other schemes of the Central or State Government intended for promotion of non-fossil fuel energy in the State.

(9) Facilitating Single Window Clearance for Developers, engaging in Public Private Partnership projects for development and promotion of non-fossil fuel energy, Technology and skill tie ups with national and international players.

(10) Assessment of resource and Potential in the state of Tamil Nadu and responsible for procurement/Development/Construction and Operation and Maintenance of non-fossil fuel energy projects.

(11) Providing expert advice to the State Government on New, Renewable and Non-conventional Energy Policies, Schemes, Projects, etc.

(12) To promote, organize or carry on the business of training and consultancy services in any field of activity in which it is engaged.

(13) Conduct regular maintenance, ensure operational safety, and uphold workforce well-being while optimizing plant efficiency and effective management of resources, such as fuel reserves, water usage, and waste disposal, for sustainable operation of the plants.

(14) Compliance to regulatory provisions as per Electricity Act 2003 ("The Act") and mandates as per Tamil Nadu Electricity Regulatory Commission ("The Commission").

(15) Coordination with Tamil Nadu Transmission Company Ltd and Distribution Company for renewable energy power offtake, Renewable Purchase Obligation, consumption and renewable energy integration into the existing power grid and implement energy storage solutions like batteries to ensure stable and consistent power supply.

(16) Maintain environmentally responsible practices, manage ecological impacts, and adhere to regulatory standards while striving to minimize the carbon footprint associated with energy production and Undertaking renovation and modernisation investments, annual overhauls, residual life assessment for extension of life of existing plants.

Without prejudice to generality of the above functions, the Company shall carry out the following business namely:-

- (1) to obtain licenses, approvals and authorizations from Government, Statutory and Regulatory Authorities, as may be necessary to carry out and achieve the Objects of the Company and connected matters which may seem expedient to develop the business interests of the Company in India and abroad;

- (2) to employ engineers, consultants, mechanics, masons, carpenters, scaffold setters, painters, electricians and other technicians, commercial and administrative staff and such other staff as may be found necessary for the efficient handling and conduct of the business of the Company or outsource such activity;
- (3) to arrange, secure and make available to its subsidiaries and other concerned for the organizations, such facilities, resources, inputs and services as may be required;
- (4) to organize the working of the various functional and geographical units of the business as considered fit into various profit centres and to regulate them as such, enforce maintenance of accounts and records etc. for determining their independent profitability and to prescribe distinctive terms and conditions of their operation as profit centres, as different from the conditions applicable to other profit centres, or other part of the business not designated as such;
- (5) to establish and maintain agencies, branches and local registers, to procure, registration or recognition of the Company and to carry on business in any part of the world and to take such steps as may be necessary to give the Company such rights and privileges in any part of the world as are possessed by local Companies or partnerships or as may be thought desirable;
- (6) to plan generation in consultation with entities engaged in the business of electricity distribution and SLDC;
- (7) to purchase, take on lease, mortgage or exchange, hire or otherwise acquire any movable or immovable property and any right or privilege which the Company may enhance the value of any other property of the Company and in particular any land, building, easement machinery, plant vehicle and stock-in-trade for the business of the Company;
- (8) to buy, purchase, sell, lease, take on lease, exchange, hire or otherwise to construct and maintain factories, works, buildings, and conveniences of all kinds, lands, buildings, apartments, plants, machinery and hereditaments or to acquire land, buildings, flats and easements of any tenure or, description in India or elsewhere whether for residential, business, or other purposes required for the Company and any rights, easements, advantages and privileges relating thereto and either for investment or resale or in the same and to turn the same into account as may seem expedient, and to construct, alter, improve, decorate, develop, furnish and maintain offices, flats, houses, factories, warehouses, godowns, shops, buildings and other structures, works and conveniences of all kinds on any of the lands or immovable properties purchased or acquired by the Company for the employees or the, business of the Company;
- (9) to enter into any arrangement with the Government of India or any Local or State Government or with Authorities, national, state, local, municipal or otherwise or with any person for the purpose of directly or indirectly carrying out the objects or furthering the interests of the Company or its members and to obtain from any such Government, State Authority or person any charters, subsidies, loans, indemnities, grants, contracts, decrees, rights, sanctions, privileges, licences or concessions whatsoever, (whether statutory or otherwise) which the

Company may think it desirable to obtain and carry out, exercise and comply with the same;

- (10) to build, erect, operate, construct, alter maintain, enlarge, improve, pull- down, remove or replace, and to work, manage and control any non-fossil fuel power stations, workshops, repair shops, sub-stations, transmission lines, cables, wires, accumulators, works, buildings, offices, factories, mills, shops, machinery, engines, roadways, tramways, railway, branches, or sidings, bridges, dams, weirs, reservoirs, warehouses, wharves, electric works and conveniences, and other civil works which may seem calculated directly or indirectly to advance the interest of the Company and to join with any other person or company in doing any of the aforesaid things;
- (11) to enter into agreement and contracts with foreign individuals, companies and other organizations for purchase of equipment and for technical, financial or any other assistance, for carrying out all or any of the objects of the Company;
- (12) to enter into contracts of indemnity and guarantee;
- (13) to apply for tender, purchase or otherwise acquire any contract and concessions relating to any objects of the Company;
- (14) subject to provisions of the Companies Act, 2013 and Rules framed thereunder from time to time and subject to other laws or directives if any, to borrow money and to obtain foreign line of credits/grants/aids etc. or to receive money or deposits from public for the purpose of the Company's business in such manner and on such terms and with such rights, privileges and obligations as the company may think fit. The company may issue bonds/debentures whether secured or unsecured, bills of exchange, promissory notes or other securities, mortgage or charge on all or any of the immovable and movable properties, present and future and all or any of the uncalled capital for the time being of the Company as the Company may deem fit and to repay, redeem or pay off any such securities of charges;
- (15) to lend money on property or on mortgage of immovable property or against bank guarantee and to make advances of money against future supply of goods and services on such terms as the Directors may consider necessary and to invest money of the Company in such manner as the Directors may think fit and to sell, transfer or deal with the same, but the company shall not carry on the business of banking as defined in Banking Companies Regulations Act, 1949;
- (16) to accumulate funds and to invest or otherwise employ monies belonging to or with the Company and not immediately required, in the purchase or acquisition of any shares, securities or other investments (not being shares in this company) whatsoever, whether movable or immovable, upon such terms as may be thought proper and from time to time, to vary all or any such investments in such manner as the company may think fit subject to provisions of the Companies Act, 2013;
- (17) to insure any of the rights, properties, undertaking, contracts, guarantees or obligations or profits of the company of every nature and kind in any manner with any person, firm, association or company for the business of the company;

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- (18) to acquire, possess and undertake whole or any part of the business, assets, property, goodwill, rights and liabilities of any person, firm, society, association, corporation or company carrying on any business which the Company is authorized to carry on;
 - (19) to obtain, apply or arrange for the issue or enactment of order or Act of Legislature or Parliament or any Authority in any other part of the world for enabling the Company to obtain powers, authority, protection, financial and other help, necessary or expedient to carry out or extend any of the objects of the Company or for any other purpose which may seem expedient, and to oppose any proceedings or applications or any other endeavours, steps or measures which may seem directly or indirectly, or indirectly calculated to prejudice the Company's interests;
 - (20) to establish, maintain, generate, operate, run, manage conduct, limited right to use electrical generation for achievement or carrying out all or any of the objects;
 - (21) to apply for purchase or otherwise acquire any trade marks, patents, or inventions, licences, concessions and the like conferring any exclusive or non-exclusive or limited right to use of any secret or other information to any invention which may seem capable of being used for any of the purpose of the Company or the acquisition of which may seem directly or indirectly calculated to benefit the company and to use, exercise, develop or grant licenses in respect of , or otherwise, turn to account the property, right or information so acquired;
 - (22) to establish, provide, maintain and conduct or otherwise subsidize research laboratories and experimental workshop for scientific, technical or research experiments and to undertake and carry on directly or in collaboration with other agencies, scientific and technical research experiments and tests of all kinds and to process, improve and invent new products and their techniques of manufacture and to promote, encourage reward in every manner, studies and research, scientific and technical investigation of any kind that may be considered likely to assists, encourage and promote recent advance in technology, economics, import substitution or any business which the Company is authorized to carry on;
 - (23) to establish, maintain and operate technical training institution and hostels for engineers of all types and all other technical staff and artisans and mechanics of all types and kinds and accountants and others in India or any part of the world: to make such other arrangements as may be expedient for the training of all categories of officers, workers, clerks, storekeepers and other personnel likely to be useful to or assist in any business which the Company is authorized to carry on;
 - (24) to sell, improve, manage, develop, exchange, loan or lease or let, under lease, sun-let, mortgage, dispose or, deal within any manner, turn to account or otherwise deal with any rights or property of the company;
 - (25) to amalgamate or enter into partnership, enter into any consortium or arrangement for sharing of funding or profits in a cooperative or joint venture with any person or company or body or authority including Government, Central, State or local, carrying on or engaged in any

operation capable of being conducted so conveniently in co-operation with the business of the company or directly or indirectly to benefit the company or to the activities for which the Company has been established;

- (26) to provide for the amelioration and welfare for persons employed or formerly employed by the Company and or its predecessor and the wives, families, dependents of such persons by building or contributing to the building of the houses, dwellings or by grants of money, pensions, allowances, bonuses or other payments or by creating and from time to time subscribing or contributing to provident fund and other associations, institutions, funds or trusts or by helping persons employed by the Company to effect or maintain insurance on their lives by contributing to the payment of premium or otherwise and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendances and other assistance as the Company shall think fit;
- (27) to sell, dispose of or hire an undertaking of the Company or any part thereof for such consideration as the Company may think fit and in particular for shares, debentures or securities of any other association, corporation or company, to promote or aid in the promotion of any other company or partnership for the purpose of acquiring all or any of the properties, rights or liabilities of the Company or any other purposes which may seem directly or indirectly calculated to benefit the Company;
- (28) to establish and maintain agencies, branches and local registers, to procure registration or recognition of the Company and carry on business in any part of the world and take such steps as may be necessary to give the Company such rights and privileges in any part of the world as are possessed by the local companies or partnerships or as may be thought desirable;
- (29) to subscribe for, underwrite, purchase or otherwise acquire and to hold, dispose of and deal with the shares, stocks, securities and evidences of indebtedness or the right to participate in profits or other similar documents issued by any Government, Authority, Corporation or body or by any company or body of persons and any option or right in respect thereof;
- (30) to create any depreciation fund, reserve fund, sinking fund, insurance fund or any other fund, whether for depreciation or for repairing, improving, extending or maintaining any of the properties of the Company or redeemable preference shares or for any other purposes whatsoever conducive to the interests of the Company;
- (31) to open an account or accounts with any nationalized / Private bank or bankers and pay into or withdraw money from such account or accounts;
- (32) to acquire and hold all or any part of the share or loan capital or other securities of any other company or body having similar objects as the company, and so sell or dispose of or transfer any such shares, loan interest, securities;
- (33) to promote, or concur in the promotion of any company, the promotion of which shall be considered desirable in furtherance of the object or any object of the company;

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- (34) Generally to do all such other things as may be deemed incidental or ancillary to the attainment of all or any of the above objects and to carry on any business which may conveniently be carried on in connection with any of the Company's objects or are directly calculated to enhance the value or render profitable any of the Company's property or rights;
 - (35) to act as an entrepreneur on behalf of the Central or any State Government, to identify new areas of economic investment and to undertake or help in undertaking of such investments and also to carry out any other acts as may be required by the Central or State Government in furtherance of the objects of the company; and
 - (36) to arrange, receive and collect all relevant information in regard to any business carried on by the Company.

SCHEDULE - C**PART I – Distribution Undertakings – Tamil Nadu Generation and Distribution Corporation Limited**

All existing Undertakings and other Residual assets and Liabilities as specified in Part II of Schedule of TANGEDCO other than those specifically being transferred herein vide Part 1 of Schedules A and B shall continue to remain in TANGEDCO.

Part II – Residual Assets and Liabilities in TANGEDCO (As on 01.04.2023)

	Particulars	Amount in Rs. Crore
	ASSETS	
I	Non-current assets	
	Property, Plant and Equipment	30,252
	Capital Work-in Progress	15,619
	Investment property	-
	Other Intangible Assets	50
	Intangible assets under development	-
	Financial Assets	1,904
	Other Non-Current Assets	52
	Total Non-Current assets	47,878
II	Current assets	
	Inventories	1,229
	Financial Assets	
	Trade receivables	21,055
	Cash on hand	238
	Balances with Banks	9,977
	Other Current Financial Assets	3,437
	Current Tax Assets	16
	Other Current Assets	205
	Total Current Assets	36,156
	TOTAL ASSETS	84,033
	EQUITY AND LIABILITIES	
III	Equity	
	Equity Share Capital	11,394
	Other Equity	-92,417
	Total Equity	-81,023
IV	Non-current liabilities	
	Financial Liabilities	
	Borrowing	64,042
	Others	7,497
	Provisions	30,420
	Other non-current liabilities	3,058
	Total Non-Current liabilities	1,05,018

V	Current liabilities	
	Financial Liabilities	
	Trade Payables	33,148
	Other Financial Liabilities	17,919
	Provisions	2,837
	Other Current Liabilities	6,135
	Total Current Liabilities	60,039
	TOTAL EQUITY AND LIABILITIES	84,033

Note:

1. The above opening balance sheet has been drawn on a provisional basis based on audited accounts of the Financial Year 2022-23 of TANGEDCO and will be considered as a provisional balance sheet as on 01.04.2023 for the Transferee. The amounts mentioned under various heads are subject to validation, verification, updation and truing up and these shall be completed during the provisional period mentioned in Clause 8 of the Transfer Scheme.

Part III - Functions and Duties of TANGEDCO

All existing functions of TANGEDCO other than those specifically being transferred herein vide Part III of Schedules A and B shall continue to remain in TANGEDCO.

Schedule D**List of Company Wise Accounts rendering Units/Circle Offices****1. TNPGL**

Circle Code	Plant Name
2102	COAL
2401	E.T.P.S/ENNORE
2402	T.T.P.S/TUTICORIN
2403	M.T.P.S/METTUR
2404	N.C.T.P.S-STAGE - I
2405	M.T.P.S-II/ METTUR
2406	N.C.T.P.S-STAGE - II
2407	SCUTTP (UPPER) (PROJECTS)
2408	NSCTPP (NCTPS III)(PROJECTS)
2409	ENNORE SEZ (PROJECTS)
2410	ENNORE EXPANSION (PROJECTS)
2411	UDANGUDI (PROJECTS)
2501	BASIN BRIDGE GTPS
2502	KOVILKALAPPAL GTPS
2503	VAZHUDUR GTPS
2504	KUTTALAM GTPS

2. TNGECL

Circle Code	Plant Name
2301	GENERATION/ERODE
2302	GENERATION/KUNDAH
2303	GENERATION/TIRUNELVELI
2304	GENERATION/KADAMPARAI
2305	HYDRO PROJECT/ERODE
2306	KUNDHA PUMPED STORAGE (PROJECTS)
2601	WIND ENERGY DC/TIRUNELVELI
2602	WIND ENERGY DC/UDUMALPET

3. TANGEDCO

Circle Code	Plant Name
2101	TANGEDCO Headquarters*
2201	CHENNAI EDC/ SOUTH I
2202	CHENNAI EDC/ SOUTH II
2203	CHENGALPET EDC
2204	KANCHEEPURAM EDC
2205	CHENNAI CENTRAL EDC
2206	CHENNAI NORTH EDC
2207	CHENNAI WEST EDC
2208	COIMBATORE NORTH EDC
2209	COIMBATORE SOUTH EDC

Circle Code	Plant Name
2210	COIMBATORE METRO EDC
2211	UDUMALPET EDC
2212	TIRUPPUR EDC
2213	NILGRIS EDC
2214	PALLADAM EDC
2215	ERODE EDC
2216	GOBICHETTIPALAYAM EDC
2217	METTUR EDC
2218	NAMAKKAL EDC
2219	SALEM EDC
2220	MADURAI METRO EDC
2221	MADURAI EDC
2222	DINDIGUL EDC
2223	THENI EDC
2224	RAMNAD EDC
2225	SIVAGANGAI EDC
2226	TUTICORIN EDC
2227	TIRUNELVELI EDC
2228	KANYAKUMARI EDC
2229	VIRUDHUNAGAR EDC
2230	PERAMBALUR EDC
2231	TRICHY METRO EDC
2232	KARUR EDC
2233	THANJAVUR EDC
2234	NAGAPATTINAM EDC
2235	PUDUKOTTAI EDC
2236	TIRUVARUR EDC
2237	DHARMAPURI EDC
2238	KRISHNAGIRI EDC
2239	VELLORE EDC
2240	TIRUPATHUR EDC
2241	TIRUVANNAMALAI EDC
2242	VILLUPURAM EDC
2243	KALLAKURICHI EDC
2244	CUDDALORE EDC
2245	CHENNAI DEVELOPMENT CIRCLE
2246	CDC/SCHEMES
2247	METTUR WORK SHOP/METTUR
2701	DRIP/MADURAI

* The code – 2101 pertains to TANGEDCO Headquarters which is currently dealing with centralized transactions of 3 undertakings – thermal, green energy and distribution. For the purpose of drawing balance sheets of the transferees and TANGEDCO as detailed in Schedules A, B and C of this scheme, the expenses under this code related for the three undertakings have been identified and accordingly captured in the respective balance sheets.

This code shall continue to be in TANGEDCO and similar codes shall be created in the transferee companies to capture their undertakings related expenses. Till the time of creation of these new codes, the code - 2101 will capture the expenses of the other 2 transferees and the same shall be transferred to the new codes on their creation.

BEELA VENKATESAN,
Principal Secretary to Government.