

**The Electricity Regulatory Commission**  
**Directives on Prior Approval and Regulation of Public**  
**Offerings of Shares of Electricity Related Companies, 2021**

**Electricity Regulatory Commission**  
**Sano Gaucharan, Kathmandu**

**The Electricity Regulatory Commission**  
**Directives on Prior Approval and Regulation of Public Offerings of**  
**Shares of Electricity Related Companies, 2021**

(Date of approval by the Commission: 2021.09.23)

Whereas it is expedient to clearly, transparently and effectively implement the provisions requiring prior approval from the Commission to make public offerings of shares of the companies licensed to generate, transmit, distribute or trade electricity pursuant to Rule 45 of the Electricity Regulatory Commission Regulation, 2018;

Now, therefore, in exercise of the power conferred by Section 43 of the Electricity Regulatory Commission Act, 2017, the Electricity Regulatory Commission has framed and enforced these Directives.

**Chapter-1**

**Preliminary**

1. **Short title and commencement:** (1) These Directives may be cited as the “The Electricity Regulatory Commission: Directives on Prior Approval and Regulation of Public Offerings of Shares of Electricity Related Companies, 2021.”
  - (2) These Directives shall apply to the licensee companies.
  - (3) These Directives shall come into force at once.
2. **Definitions:** Unless the subject or the context otherwise requires, in these Directives,-

- (a) “Licensee company” means the person or body having obtained license to generate, transmit, distribution or trade of electricity in accordance with the prevailing law.
- (b) “Promoter shareholder” means a person or body who has subscribed shares by the time of public offering of the shares of the licensee company.
- (c) “Commission” means the Electricity Regulatory Commission referred to in clause (c) of Section 2 of the Act.
- (d) “Financial year” a period from the first day of *Shrawan* to the last day of *Ashad*.
- (e) “Project” means such physical infrastructures and plants related to generation, transmission, distribution or trade of electricity under ownership of the licensee company, and this term also includes all movable and immovable assets and liabilities of the project, and details/description related to the project including all the reports of the project.
- (f) “Act” means the Electricity Regulatory Commission Act, 2017.
- (g) “Net worth” means the amount to be set by deducting external liabilities from the total amount of the assets in the balance sheet of the licensee company.
- (h) “Regulation” means the Electricity Regulatory Commission Regulation, 2018.

- (i) “Financial Closure” means an agreement concluded between the licensee company and a bank and financial institution for the development/construction of the project.
- (j) “Ordinary shareholders” means the persons who have subscribed shares through public offerings, other than promoter shareholders, and this term also includes the persons who purchase shares through stock exchange.
- (k) “Public offering of shares” means and includes an initial offering of shares or offering of right shares or further public offering of shares and sale of shares through sales offer.

## **Chapter-2**

### **Provisions Relating to Prior Approval of Public Offerings of Shares**

**3. Approval for the public offering of shares to be obtained:** (1) The licensee company shall obtain prior approval from the Commission in order to make public offering of shares.

(2) In order to obtain prior approval in accordance with sub-section (1), clear financial plan shall have been adopted by the board of directors and the general meeting with regard to the public offering of shares and the use of total amount to be obtained from the offering.

(3) The board of directors shall, with the consent of the Commission, submit a proposal on the offering of right shares to the general meeting.

(4) It is not required to obtain prior approval from the Commission to purchase and sell the shares enlisted in the Nepal Stock Exchange.

**4. Initial offering of shares:** (1) The licensee company shall submit an application to the Commission for prior approval to make initial offering of shares for the projects which are under construction or in operation.

(2) For prior approval of initial offering of shares in accordance with sub-section (1), an application in the format referred to in Schedule 1, accompanied by one certified copy of the statements and documents referred to in Schedule 2, Schedule 7(a), 7(b), 8(a), 8(b) and 8(c) and five copies thereof, and the bank voucher of payment of the service charge referred to in Schedule 6 shall be submitted.

(3) The application referred to in sub-section (1) to be submitted to the Commission shall be accompanied by a projection of financial statements in tabular form for the coming five financial years which have been prepared by comprising the details including the audited financial statements for the last three financial years, unaudited financial statements of the current fiscal year and the amount to be obtained from the proposed offering of shares, and the description and schedule of works to be performed and the grounds and norms on the basis of which the projection has been made, and certified by a person licensed to carry on accounting business in accordance with the prevailing law.

(4) If any understanding has been made in relation to the shares set aside for the inhabitants of the project affected areas and any other matters, that understanding shall also be submitted to the Commission.

(5) The company submitting application shall have fulfilled the terms and conditions as follows:

- (a) The amount for shares issued for the previous shareholders of the company shall have been paid in cent percent;
- (b) A decision shall have been taken by the board of directors of the company in relation to the shares set aside for the inhabitants of the project affected areas and shall have been adopted by the general meeting;
- (c) In the case of a project which is under construction (including transmission line), at least fifty percent of the physical and financial progress of the construction shall have been completed. It shall have been certified also by the bank and financial institution's consultant. Infrastructures necessary connecting the electricity generated by the project to the national transmission grid shall also have been ensured.

Provided, however, that where further investment of shareholders is guaranteed by the Government of Nepal or the concerned body of the Government, nothing shall bar the making of offering of shares in such a

manner as to take advance payment of a maximum of ten percent of the total shares undertaken.

(6) The total cost of the project shall be submitted on the basis of, inter alia, the investment by a bank and financial institution and equity investment (including public offering) upon completion of the construction, in the case of a project in operation, and investment made/to be made by a bank and financial institution and equity investment made/to be made (including public offering), in the case of a project under construction.

(7) Where the portion of equity in the total cost referred to in sub-section (6) is thirty percent or less, prior approval may be granted to make initial offering of shares for capital not exceeding forty nine percent of the total paid up capital to be set after the offering of shares.

(8) Prior approval may be granted to make initial offering of shares only for the capital not exceeding forty percent of the total paid up capital to be set after the offering of shares, where the portion of equity in the total cost referred to in sub-section (6) is above thirty percent but below forty percent, and only for the capital not exceeding thirty percent where the portion of equity in the total cost is up to thirty percent.

**5. Public offering of right shares for construction of projects:** (1) The licensee company may make offering of right shares for institutional investment in a project under it or in a project of its subsidiary company or for construction by establishing a new subsidiary

company in such a manner that the licensee, in its capacity of the holding company, shall have fifty one percent or more shares.

(2) The licensee company may make offering of rights shares for the purpose of making share investment less than fifty percent in a project being constructed or going to be constructed by any other licensee company except a company in which it will have the capacity of holding company in accordance with sub-section (1). In making such offering of shares, the physical progress of construction of the project shall have been more than twenty five percent.

(3) The amount of investment required for the project in accordance with sub-sections (1) and (2) shall be clearly set out and submitted.

(4) For prior approval of public offering of right shares in accordance with sub-sections (1) and (2), an application in the format referred to in Schedule 1, and accompanied by one certified copy, and five copies, of the details and documents referred to in Schedule 3, Schedule 7(a), 7(b), 8(a), 8(b) and 8(c), and the bank voucher of payment of the service charge referred to in Schedule 6, shall be submitted to the Commission.

(5) In submitting application for the offering of right shares in accordance with this Section, details setting out the percentage of shareholding of the holding company and other shareholders in the subsidiary company.

(6) In submitting application for the offering of right shares in accordance with sub-section (4), the holding company and the

subsidiary company shall have fulfilled, and enforced, the following terms and conditions:

- (a) The holding company shall have commenced commercial operation of electricity of its project;
- (b) The holding company shall have held fifty one percent or more of the paid-up capital of the subsidiary company;
- (c) Power purchase agreement of the project shall have been concluded;
- (d) Financial management for the construction of the project shall have been completed;
- (e) Electricity generation license shall have been obtained for the project;
- (f) The principal company shall be a company listed in the stock exchange of Nepal.

(7) In making offering of right shares in accordance with sub-section (1), it may be so offered that does not exceed the ratio of 1:2.

(8) But in the case of sub-section (2) offering may be made so that it does not exceed the ratio of 1:1.

(9) In offering shares in accordance with sub-sections (7) and (8), the amount of right shares offered last time shall have been used up in the construction of the project.

(10) The details referred to in sub-sections (5) and (9) shall be published for public information at the time of making public offering of right shares.

(11) In offering right shares in accordance with this Section, offering of shares shall be made for promoter shareholders specifying the certain period at the first stage.

(12) The offering of right shares shall be made for the general public at the second stage by publishing also the details setting out the total amount to be paid by the promoter shareholders in accordance with sub-sections (7) and (8), and whether such amount has been paid or not.

Explanation: For the purposes of this Section,

(a) “Holding company” means a company which has held or is going to hold fifty one percent or more of shares of the paid-up capital of another company.

(b) Where a company has subscribed more than fifty percent shares of the total paid up capital of another company, the company offering the shares shall also be considered as a subsidiary company.

**6. Public offering of right shares for projects under construction: (1)**

In order to make public offering of right shares for the purpose of completing the remaining construction work of the Project in a case where the construction of the project could not be completed for various reasons after the initial offering of shares, the licensee

company shall submit an application in the format referred to in Schedule 1, and accompanied by one certified copy, and five copies, of the details and documents referred to in Schedule 4, Schedules 7(a), 7(b), 8(a), 8(b) and 8(c), and the bank voucher of payment of the service charge referred to in Schedule 6, to the Commission.

(2) There shall be a situation where the cost of project construction has increased owing to a situation beyond control.

(3) Where the construction cost has increased in accordance with sub-section (2), offering of right shares may be issued for the amount towards equity.

(4) The company submitting the application in accordance with sub-section (1) shall have fulfilled, and enforced, the following terms and conditions:

- (a) At least eighty percent of the physical progress of the company shall have been achieved;
- (b) Clear financial plan along with schedule of actions shall have been adopted by the board of directors and the general meeting with regard to the capital investment required for the completion of the project;
- (c) The company shall have obtained consent of the bank and financial institution from which it has borrowed loan for the construction of the project, with regard to offering of right shares.

(5) In offering right shares, offering of shares shall be made for promoter shareholders specifying the certain period at the first stage.

(6) The offering of right shares shall be made for the general public at the second stage by publishing also the details setting out the total amount to be paid by the promoter shareholders in accordance with sub-section (5), and whether such amount has been paid or not.

Explanation: For the purpose of this Section, “situation beyond control (force majeure event)” means,-

- (a) Natural calamity and natural disaster,
- (b) Situation of spread out of any pandemic,
- (c) War, internal revolt, lockout, strike, blockade and disruption act emerged owing to similar reason,
- (d) Failure to build, test or operate the project because of lack of labor, materials or services because of the reasons mentioned in clauses (a) through (c).

**7. Public offering of shares for other purposes:** (1) In order to make public offering of shares for meeting the requirement of additional capital for purposes other than that specified in Sections 4, 5 and 6, the licensee company shall submit an application in the format referred to in Schedule 1, and accompanied by one certified copy, and five copies, of the details and documents referred to in Schedule 5, Schedules 7(a), 7(b), 8(a), 8(b) and 8(c), and the bank voucher of payment of the service charge referred to in Schedule 6, to the Commission for prior approval to that effect.

(2) In submitting application pursuant to this Section, the company shall also submit the grounds supporting the need and rationale for proposed offering of shares to the Commission.

(3) Clear financial plan along with schedule of actions shall have been adopted by the board of directors and the general meeting with regard to the type of public offering of shares and use of the total amount to be obtained from the offering.

(4) Offering of right shares may be made so that it does not exceed the ratio of 1:1 of the paid-up capital maintained at the time of making application pursuant to sub-section (1).

(5) In offering right shares in accordance with sub-section (4), offering of shares shall be made for promoter shareholders specifying the certain period at the first stage.

(6) The offering of right shares shall be made for the general public at the second stage by publishing also the details setting out the total amount to be paid by the promoter shareholders in accordance with sub-section (4), and whether such amount has been paid or not.

**8. Application to be examined:** (1) The Commission shall examine, as required, the application, documents and statements as received.

(2) If it appears that any of the submitted statements are insufficient or it requires any other document and statement, the Commission may demand additional statement or document.

(3) The date on which all the documents/details so demanded pursuant to sub-section (2) are received shall be deemed to be the date on which the application has been received duly.

9. **Decision on application:** Upon receipt of the application duly, the Commission shall make decision on prior approval for public offering of shares.

### **Chapter 3**

#### **Miscellaneous**

10. **Purchase and sale of shares through stock exchange:** (1) Ordinary shareholders may purchase and sell shares through stock exchange in accordance with the prevailing law.

(2) Promoter shareholders may purchase and sell shares through stock exchange in accordance with the prevailing law, subject to these Directives.

11. **Purchase and sale of shares of bodies corporate:** If any of the promoter shareholders of a listed company is a body corporate, such a body corporate shall, while selling shares held by it, publish a prospectus for information to the general public prior to fifteen days, and also give information thereof to the Commission.

**Explanation:** For the purposes of this Section, the term “body corporate” means a legal person such as a company or corporation incorporated or registered in accordance with the prevailing law.

12. **Bonus shares:** (1) If there is a change in the share structure by more than five percent, prior approval of the Commission shall be obtained.

(2) In providing bonus shares to its shareholders, the company shall give its information to the Commission.

(3) In providing bonus shares pursuant to sub-section (1), investment scheme of the capital to be received for the same shall be submitted to the Commission.

**13. Shares to be underwritten:** In making public offering of shares, the shares to be so offered shall have been underwritten by the competent authority in accordance with the prevailing law. The shares so held by the underwriter may be purchased and sold through the stock exchange.

**14. Provision relating to insurance and maintenance:** Insurance of the project and various aspects of the project shall have been procured. In addition, provision of maintenance fund of the project shall also have been made.

**15. Statements to be submitted by the company and project:** (1) The licensee company shall submit the statements referred to in Schedules 7(a) and 8(a) to the Commission not later than three months of the date of expiration of each financial year.

(2) The statements referred to in Schedules 7 (b), 8(b) and 8(c) shall be submitted to the Commission not later than one month of the date of expiration of each quarter.

**16. Details to be published:** (1) The prospectus to be published by the licensee company in making public offering of shares shall contain the following statements/details in addition to the statements/details referred to in the prevailing law on securities:

(a) In the case of hydropower projects under construction, a schedule of all the twelve months containing the monthly

quantity of electric energy to be sold in accordance with the power purchase agreement, sales rate and the statements of income and expenditure accordingly.

- (b) In the case of projects which have already commenced generation of electricity, the schedule referred to in clause (a), a schedule of all the twelve months containing the monthly quantity of electric energy sold in the last financial year and in the current financial year, sales rate and amounts paid by the electricity purchaser.
- (c) Details of all the projects operated and owned by the company, remaining period of the license, time and amount of loan, and the period of its repayment.
- (d) Total amount of investment including loans and equity of the projects referred to in clause (c), statements of income, operation expenditures and status of profit and loss for every past year.
- (e) Date of commencement of increment in the existing royalty and percentage thereof, in accordance with the Electricity Act, 1992.
- (f) Details of exemption of taxes including income tax to be enjoyed by the project in accordance with the prevailing law and the remaining period of such exemption.
- (g) Details including the number of shares received/ to be received by the project affected inhabitants, the number of promoter shares to be enlisted and date of enlisting.

(h) Details including the total number and amount of shares held by the shareholders existing as at the primary offering of shares, name of promoter members, and if any shareholder be a body corporate, its name and number and amount of shares held by that body.

(2) The licensee company shall make public the details referred to in Schedule 7(a) and 7(b) in the case of projects in operation, and the details referred to in Schedules 8(a), 8(b) and 8(c) in the case of projects under construction, for information to the general public on quarterly and yearly basis.

17. **Order and directive to be issued:** The Commission may issue any order or directive or circular from time to time in order to implement the provisions of public offering of shares in accordance with the Act and Regulation and to perform any matter as specified under these Directives.
18. **Standards, codes and corporate good governance:** The licensee company shall abide by the standards, codes and corporate governance related directives issued by the Commission from time to time.
19. **Other legal provisions:** The matters contained in these Directives with regard to public offering of shares shall be governed by these Directives, and other provisions shall be as per the prevailing law.
20. **To remove difficulties:** If there arises any difficulty with the performance of business in accordance with these Directives, the Commission may, by a decision, remove such difficulty. The decision

so made by the Commission on removal of difficulty shall be made public.

**21. Repeal and saving:** (1) The Directives on Public Issue of Shares of Electricity Related Companies, 2019 are hereby repealed.

(2) All the acts and actions performed in accordance with the Directives on Public Issue of Shares of Electricity Related Companies, 2019 shall be deemed to have been performed under these Directives.

**Schedule 1**

**(Relating to Sections 4, 5, 6 and 7)**

**Format of application on prior approval of public offering of shares**

Date:

The Electricity Regulatory Commission,

.....Kathmandu.

**Subject: Application for prior approval of public offering of  
.....shares.**

We hereby submit this application accompanied by the following statements for prior approval of public offering of .....shares by the electricity generation/transmission/distribution/trade licensee in accordance with the prevailing law of Nepal:

**1. Description of the licensee company**

Name and address of the company:

Registration number of the company:

Industry registration number:

Permanent account number:

**2. Description of public offering of shares made in the past**

Date of the last public offering of shares:

Number and amount of shares offered for the general public:

Number and amount of shares offered for the inhabitants of project affected area:

Number of, number and amount of shares of, currently existing promoter shareholders:

Total number and amount of shares:

### **3. Description of proposed public offering of shares**

Total number and amount of shares subject to public offering:

Number and amount of shares to be offered for employees/workers:

Number and amount of shares to be offered for mutual funds:

Number and amount of shares offered for the inhabitants of project affected area:

### **4. Capital of the company**

Existing:

Authorized capital of the company:

Issued capital of the company:

Paid up capital of the company:

Capital paid up by the promoter shareholders:

Capital paid up by the ordinary shareholders:

After the public offering:

Authorized capital of the company:

Issued capital of the company:

Paid up capital of the company:

Capital paid up by the promoter shareholders:

Capital paid up by the ordinary shareholders:

**5. Financial provision of the project**

Cost of the project:

Capital expenditures made in the project:

Through equity:

Through loans:

Date of commencement/for commencement of repayment of installments of loans of banks or financial institutions and term of loans:

Yearly income of every year till now:

Yearly operation and management expenses of every financial year as at now:

Profit or loss of every financial year as at now:

Date of conclusion of loan agreement with the bank or financial institution and amount of loan:

Ratio of loan and equity:

IRR/ROE/ROA/DSCR/ISCR/Retained earnings:

**6. Description of the project**

Name and address of the project:

License No.:

Date of issue and term thereof:

Body issuing the license:

**(a) In the case of electricity generation project:**

Installed capacity of the project:

Source of electric energy (hydropower, solar energy, air energy, thermal, natural gas, magnetic energy, gravitational energy etc.):

Type of the project (Run of the River, reservoir, semi-reservoir etc.):

Name of distribution/trade licensee company/body with the power purchase agreement has been concluded:

Date of conclusion of the power purchase agreement and term of the agreement:

Required commercial operation date:

Date commencing commercial operation:

Total yearly energy:

Energy of the dry season:

Energy of the wet season:

**(b) In the case of electricity transmission project:**

Voltage standard (KV), length (KM) and number of circuits of the transmission line(s):

List of major Consumers of the transmission line (transmission charge payers):

In the event of conclusion of an electricity transmission (wheeling) agreement, the date thereof, and the term of the agreement:

Municipal Corporation/Sub-Municipal Corporation/Municipality/Rural Municipality where the project is situated: District: Province:

Quantum of energy to be wheeled/transmitted yearly (Kilowatt Hours):

Maximum transmission capacity (MW):

Available transmission margin (MW):

**(c) In the case of electricity distribution project**

Number of consumers, along with their category:

District:..... Province:..... where electricity is distributed:

Annual quantity of energy to be purchase and sold (Kilowatt Hours)

Maximum demand of electricity (MW):

**(d) In the case of electricity trade project**

Name of the body from which electricity is purchased:

Name of the body which electricity is re-sold:

Maximum capacity of electricity subject to purchase and sale (MW):

Quantity of annual energy allowed for purchase and sale (Kilowatt Hours):

Annual turnover of electricity trade:

Authorized person's name:

Signature:

Date:

Post:

Seal of the company:

## **Schedule 2**

### **(Relating to Section 4)**

#### **Documents and Statements to be attached with application on initial/primary offering of shares**

- (a) Register of directors of the company, personal details (CV) of directors, amount of shares held by promoter shareholders.
- (b) Share register of the shares undertaken to be subscribed, and paid up, by promoter shareholders, certified by the Company Registrar's Office.
- (c) Description of the project and documents on conclusion of financial closure.
- (d) Details of achievement by at least fifty percent of physical progress of the project certified by the investor's technical and financial consultant, statements of expenses, current situation of the transmission line and documents of guarantee of infrastructures required for connection up to national transmission grids, in the case of a project under construction.
- (e) Documents relating to license, permission or approval obtained for the construction/building of the project in accordance with the prevailing law.
- (f) Decision of the board of directors and general meeting of the licensee company with regard to initial/primary offering of shares.
- (g) Details referred to in Schedules 7(a), 7(b), 8(a), 8(b) and 8(c).

- (h) Financial and time-bound action plan on the use of capital to be obtained from the public offering of shares.
- (i) The audit reports for the last three financial years, time-bound action plan prepared by including the capital obtained from offering of shares for the forthcoming five financial years also prepared by licensed chartered accountant, and details relating to projection of financial statements and the bases and norms taken as bases for that projection, and insurance documents.
- (j) Copy of the agreement made with the issue and sales manager.
- (k) Copy of the agreement on the underwriting of shares to be offered.
- (l) Copy of the credit rating certificate of the company.
- (m) If any kind of agreement has been made with inhabitants of the project affected area, copy of the agreement.
- (n) Memorandum of association and articles of association of the company (including the amendments, if any).

### **Schedule 3**

#### **(Relating to Section 5)**

#### **Documents to be attached with application on offering of right shares for construction of projects**

- (a) Register of directors of the company, personal details (CV) of directors, amount of shares held by promoter shareholders.
- (b) Decision of the board of directors and general meetings of the related company with regard to offering of right shares and investment of share.
- (c) Details referred to in Schedules 7(a), 7(b), 8(a), 8(b) and 8(c).
- (d) Details of authorized capital issued capital and paid-up capital of holding company and related subsidiary company.
- (e) Audited financial statements for the last three fiscal years of the holding company and subsidiary company.
- (f) Details setting out the percentage of shareholding of the holding company and other shareholders to be retained in the subsidiary company.
- (g) Copy of electricity generation license of the proposed project.
- (h) Copy of power purchase agreement of the proposed project.
- (i) Copy of Financial Closure agreement for the construction of the proposed project.
- (j) Date of electricity commercial operation of the previous project of the applicant company and project related details.

- (k) Document showing achievement of at least 20% financial progress of the proposed project in accordance with sub-section (1) of section 5 and 25 % physical progress in accordance sub-section (2), and insurance related documents as well.
- (l) Details of the agreement made with the issue and sales manager.
- (m) Credit rating certificate of the company with regard to offering of right shares.
- (n) Copy of the agreement on the underwriting of shares to be offered.
- (o) Memorandum of association and articles of association of the company (including the amendments, if any).

## **Schedule 4**

### **(Relating to Section 6)**

#### **Documents to be attached with application on offering of right shares for project under construction**

- (a) Register of directors of the company, personal details (CV) of directors, amount of shares held by promoter shareholders.
- (b) Certified document showing occurrence of a situation beyond control.
- (c) Copy of decision of the board of directors and general meetings on resolution on offering of right shares and resolution on financial plan of capital investment required for the completion of the project.
- (d) Details referred to in Schedules 7(a), 7(b), 8(a), 8(b) and 8(c).
- (e) Description of the project, physical progress of the construction of the project, current situation of the transmission line and insurance documents.
- (f) Description of expenses incurred till the date as certified by the technical consultant and financial consultant appointed as per financial closure.
- (g) Copy of consent obtained by the licensee company from the concerned bank and financial institution with regard to offering of right shares.

- (h) Documents relating to license, permission or approval obtained for the construction/building of the project in accordance with the prevailing law.
- (i) Audited financial statements for the last three financial years.
- (j) Copy of the agreement made with the issue and sales manager for offering of right shares.
- (k) Basis/reason for not being able to manage necessary funding from other alternative source for the building/construction of the project.
- (l) Reason for increase in the project cost and document supporting the same.
- (m) Copy of the agreement on the underwriting of shares to be offered.
- (n) Copy of the credit rating certificate of the company with regard to offering of right shares.
- (o) Memorandum of association and articles of association of the company (including the amendments, if any).

## **Schedule 5**

### **(Relating to Section 7)**

#### **Documents to be attached with application on offering of right shares for other purposes**

- (a) Register of directors of the company, personal details (CV) of directors, amount of shares held by promoter shareholders.
- (b) Copy of decision of the board of directors and general meetings with regard to offering of right shares.
- (c) Requirement for offering shares and documents, statements, time-bound action plan, report etc. supporting the same.
- (d) Details referred to in Schedules 7(a), 7(b), 8(a), 8(b) and 8(c).
- (e) If consent of bank and financial institution, as well as financial closure, is required copy of the agreement made to that end.
- (f) Description of the project.
- (g) Documents relating to license, permission or approval obtained for the construction/building of the project, in accordance with the prevailing law.
- (h) Audited financial statements for the last three financial years.
- (i) Time-bound action plan prepared by including the capital obtained from public offering of shares for the forthcoming five financial years, also prepared by licensed chartered accountant, and details relating to projection of financial statements and the bases and norms taken as bases for that projection, and insurance documents.

- (j) Copy of the agreement made with the issue and sales manager for making public offering of shares.
- (k) Copy of the agreement on the underwriting of shares to be offered.
- (l) Copy of the credit rating certificate of the company with regard to offering of right shares.
- (m) Memorandum of association and articles of association of the company (including the amendments, if any).

## Schedule-6

(Relating to Sections 4, 5, 6 and 7)

### Service charge

**According to paid up capital to be set after public offering of proposed shares**

1. For public offering not exceeding one hundred million rupees: Rs. 100,000/- (one hundred thousand rupees)
2. For everyone hundred million rupees above one hundred million rupees: Rs. 50,000/- (fifty thousand rupees)

Example:

- (a) For public offering of up to ninety-four million rupees: Rs. 1,00,000/- (one hundred thousand rupees)
- (b) For public offering of up to two hundred fifty million rupees:

Service charge for the first one hundred million rupees:	Rs. 1,00,000/-
Service charge for the second one hundred million rupees:	Rs. 50,000/-
Service charge for the remaining fifty million rupees:	Rs. 50,000/-
Total	Rs. 2,00,000/- (Two hundred thousand rupees)



1.	Authorized capital of the company Rs.							
2.	Issued capital of the company Rs.							
3.	Paid up capital of the company Rs.							
4.	In the event of offering of right shares, ratio thereof, number and amount of shares							
5.	In the event of offering of bonus shares, percentage thereof, number and amount of shares							
6.	Total number of promoter shareholders							
7.	Total number and amount of shares of promoter shareholders							
8.	Of body corporate which is promoter shareholder:							
	1. Name, number and amount of shares:							

	2. Name, number and amount of shares:							
9.	Number and amount of shares (including right and bonus shares, if any) held by ordinary shareholders upon subscription of shares through primary offering of shares							
10.	Number and amount of shares (including right and bonus shares, if any) of employees/workers							
11.	Number and amount of shares (including right and bonus shares, if any) of local inhabitants							
12.	Number and amount of shares (including and bonus shares, if any) held by mutual funds							
13.	Number and amount of shares (including right and bonus shares, if any) held by underwriter							

14.	Loan repaid by the project Rs. (in lakh)							
	Interest paid by the project Rs (in lakh)							
	Remaining loan of the project Rs. (in lakh)							
15.	Yearly contract energy as per PPA of the project							
16.	Quantity of electricity as self-declared by the project (Availability Declaration)							
17.	Annual energy sold by the project							
18.	Income from electricity sales (Rs in lakh)							
19.	Other income (Rs. In lakh)							
20.	Amount of compensation obtained from NEA (Rs in lakh)							
21.	Total income (Rs in lakh)							
22.	Total expenditure (Rs in lakh)							

23.	Net profit/loss (Rs in lakh)							
24.	Percentage and amount of dividends, if any, distributed							
25.	Total operation and maintenance expenses (Rs in lakh)							
	Operation and maintenance expenses of the project and project site (Rs in lakh)							
	Operation and maintenance expenses of the central office (Rs in lakh)							
26.	Royalty expenses (Rs in lakh)							
27.	Insurance expenses of the project (Rs in lakh)							
28.	Amount of depreciation (Rs in lakh)							
29.	Amount of compensation paid to NEA (Rs in lakh)							
30.	Provision for tax (Rs in lakh)							

31.	Number of total employees							
	Number of technicians and employees in the project site							
	Number of employees in the central office							
32.	Salary and allowances of employees (Rs in lakh)							
33.	Employee insurance expenses (Rs in lakh)							
34.	Salary and allowances of the Executive Director (Rs in lakh)							
35.	Meeting allowances of the Board of Directors (Rs in lakh)							
36.	Remuneration of auditor (Rs in lakh)							
37.	General meeting expenses (Rs in lakh)							
38.	Office building rent expenses (Rs in lakh)							
39.	Total number of motor vehicles							

	Number of motor vehicles in the project site (vehicles, motorcycles and others)							
	Number of motor vehicles in the central office (vehicles, motorcycles and others)							
40.	Details of other project, if any, studied by the project							
	Name of the project and district where it is located							
	Installed capacity							
	Study expenses (Rs in lakh)							
41.	Others, if any							



1.	Authorized capital of the company Rs.							
2.	Issued capital of the company Rs.							
3.	Paid up capital of the company Rs.							
4.	In the event of offering of right shares, ratio thereof, number and amount of shares							
5.	In the event of offering of bonus shares, percentage thereof, number and amount of shares							
6.	Total number of promoter shareholders							
7.	Total number and amount of shares of promoter shareholders							

8.	Of body corporate which is promoter shareholder:							
	1. Name, number and amount of shares:							
	2. Name, number and amount of shares:							
9.	Total loans of the project Rs. (in lakh)							
	Loan repaid by the project Rs. (in lakh)							
	Interest paid by the project Rs (in lakh)							
	Outstanding loan of the project Rs. (in lakh)							
10.	Yearly contract energy as per PPA of the project (unit in lakh)							
11.	Quantity of electricity self-declared by the							

	company (Availability Declaration)							
12.	Annual energy sold by the project (unit in lakh)							
13.	Income from electricity sales (Rs in lakh)							
14.	Other income (Rs. In lakh)							
15.	Amount of compensation obtained from NEA (Rs in lakh)							
16.	Total income (Rs in lakh)							
17.	Total expenditure (Rs in lakh)							
18.	Net profit/loss (Rs in lakh)							

19.	Percentage and amount of dividends, if any, distributed							
20.	Total operation and maintenance expenses (Rs in lakh)							
	Operation and maintenance expenses of the project and project site (Rs in lakh)							
	Operation and maintenance expenses of the central office (Rs in lakh)							
21.	Royalty expenses (Rs in lakh)							
22.	Insurance expenses of the project (Rs in lakh)							
23.	Amount of depreciation (Rs in lakh)							

24.	Amount of compensation paid to NEA(Rs in lakh)							
25.	Provision for tax(Rs in lakh)							
26.	Number of total employees							
	Number of technicians and employees in the project site							
	Number of employees in the central office							
27.	Salary and allowances of employees (Rs in lakh)							
28.	Employee insurance expenses (Rs in lakh)							
29.	Salary and allowances of the Executive Director (Rs in lakh)							

30.	Meeting allowances of the Board of Directors (Rs in lakh)							
31.	Remuneration of auditor (Rs in lakh)							
32.	General meeting expenses (Rs in lakh)							
33.	Office building rent expenses (Rs in lakh)							
34.	Total number of motor vehicles							
	Number of motor vehicles in the project site (vehicles, motorcycles and others)							
	Number of motor vehicles in the central office (vehicles, motorcycles and others)							

35.	Details of other project, if any, studied by the project							
	Name of the project and district where it is located							
	Installed capacity							
	Study expenses (Rs in lakh)							
36.	Others, if any							

**Schedule 8(a)**

**(Relating to Section 15)**

**Annual statements of projects under construction up to current financial year**

(Separate details have to be filled in for each project under construction by the licensee company)

Name of the company:

Number of projects under construction/in operation:

Name of the project:

Installed capacity:

Validity period of the license:

Date for required commercial operation of electricity (RCOD) as per power purchase agreement:

Amended RCOD:

Total estimated initial cost of the project:

Amended cost:

Date of Initial Public Offering (IPO) of shares, if any

SN	Heading	FY and date of issue of generation license	FY	FY and date of commencement of construction	FY	FY	FY	FY for completion of construction
1.	Authorized capital of the company Rs.							

2.	Issued capital of the company Rs.							
3.	Paid up capital of the company Rs.							
4.	Amount of loans used Rs.							
5.	Amount of equity used Rs.							
6.	Of body corporate which is promoter shareholder:							
	1. Name, number and amount of shares:							
	2. Name, number and amount of shares:							
<b>A.</b>	<b>Financial progress of the project</b>							
7.	Preparation cost of the project							
8.	Access road construction cost Rs.							

9.	Transmission line construction cost Rs.							
10.	Civil construction cost Rs.							
11.	Hydro-mechanical construction cost Rs.							
12.	Electro-mechanical construction cost Rs.							
13.	Social and environmental cost under IEE/EIA							
14.	Management cost of the company:							
	Salary and allowances of employees (Rs in lakh)							
	Employee insurance expenses (Rs in lakh)							
	Salary and allowances of the Executive Director (Rs in lakh)							

	Meeting allowances of the Board of Directors (Rs in lakh)							
	Remuneration of auditor (Rs in lakh)							
	General meeting expenses (Rs in lakh)							
	Office building rent expenses (Rs in lakh)							
15.	Consultancy expenses							
	Engineering and design cost of the project Rs.							
	Project supervision cost Rs.							
	Technical and non-technical bills, vouchers verification cost Rs. (from the financial institution)							
16.	Amount of interest for the construction period Rs.							

17.	Provision for tax (Rs in lakh)							
18.	Project insurance cost (Rs in lakh)							
19.	Depreciation (Rs in lakh)							
<b>B.</b>	<b>Physical progress of the project</b>							
20.	Access road construction (%)							
21.	Headwork construction (%)							
22.	<b>Disdander</b> construction (%) Net profit/loss (Rs in lakh)							
23.	Tailrace construction (%)							
24.	Powerhouse construction (%)							
25.	Transmission line construction (%)							
26.	Substation construction (%)							

27.	Electromechanical structure construction (%)							
28.	Hydro-mechanical structure construction (%)							
<b>C.</b>	<b>Other details:</b>							
29.	Number of total employees							
	Number of technicians and employees in the project site							
	Number of employees in the central office							
30.	Total number of motor vehicles							
	Number of motor vehicles in the project site (vehicles, motorcycles and others)							
	Number of motor vehicles in the central office							

	(vehicles, motorcycles and others							
31.	Details of other project, if any, studied by the project							
	Name of the project and district where it is located							
	Installed capacity							
	Study expenses (Rs in lakh)							
32.	Others, if any							

**Schedule 8(b)**

**(Relating to Section 15)**

**.....Quarterly financial progress statements of projects under construction for the current financial year**

(Separate details have to be filled in for each project operated by the licensee company)

Name of the company:

Number of projects under construction/ in operation:

Name of the project:                      Installed capacity:

Validity period of the license:

Date of receipt of generation license:

Required commercial operation date (RCOD):

Estimated initial cost of the project:

Revised cost amount:

Date of public/initial offering of shares, if any:

Financial progress (%):

SN	Heading	Estimated cost as per design proposed by consultant	Approved estimated cost as per financial management	1 <sup>st</sup> month of this quarter	2 <sup>st</sup> month of this quarter	3 <sup>rd</sup> month of this quarter	Total of this quarter	1 <sup>st</sup> 4 months	2 <sup>nd</sup> 4 months	3 <sup>rd</sup> 4 months
1.	Costs including study, license, management costs prior to construction of the project Rs.									
2.	Access road construction cost Rs.									
3.	Land acquisition and purchase costs Rs.									
4.	Transmission line construction cost Rs.									
5.	Civil structure construction cost Rs.									

6.	Electromechanical structure construction (%)									
7.	Hydro-mechanical structure construction (%)									
8.	Social and environmental cost under IEE/EIA Rs.									
9.	Furniture and office equipment costs									
10.	Motor vehicles purchase cost (Rs. in lakh)									
<b>11.</b>	<b>Company management cost:</b>									
	Salary and allowances of employees (Rs in lakh)									

	Employee insurance expenses (Rs in lakh)									
	Salary and allowances of the Executive Director (Rs in lakh)									
	Meeting allowances of the Board of Directors (Rs in lakh)									
	Remuneration of auditor (Rs in lakh)									
	General meeting expenses (Rs in lakh)									
	Office building rent expenses (Rs in lakh)									
	Motor vehicle fuel and maintenance expenses									
12.	Office operation cost									
<b>13.</b>	<b>Consultant cost</b>									

	Project engineering and design cost									
	Project construction supervision cost Rs.									
	Technical and financial bills, vouchers verification cost (on behalf of financial institution) Rs.									
14.	Amount of interest for construction period Rs.									
15.	Provision for tax Rs.									
16.	Project insurance cost Rs.									
<b>C.</b>	<b>Other details</b>									
22.	In the event of offering of right shares, ration thereof, number and amount of shares									

23.	Total number of promoter shareholders									
24.	Total number and amount of shares of promoter shareholders									
25.	Of body corporate which is promoter shareholder:									
	1. Name, number and amount of shares:									
	2. Name, number and amount of shares:									
26.	Details of other project, if any, studied by the project									
	Name of the project and district where it is located									
	Installed capacity									

	Study expenses (Rs. In lakh)									
27.	Total number of employees									
	Number of technicians and employees in the project site									
	Number of employees in the central office									
28.	Total number of motor vehicles									
	Number of motor vehicles in the project site (vehicles, motorcycles and others)									
	Number of motor vehicles in the central office (vehicles, motorcycles and others)									

29.	Others, if any									
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**Schedule 8(c)**

**(Relating to Section 15)**

**.....Quarterly physical progress statements of projects under construction for the current financial year**

(Separate details have to be filled in for each project under construction by the licensee company)

Name of the company:

Number of projects under construction/ in operation:

Name of the project:

Installed capacity:

Validity period of the license:

Required commercial operation date (RCOD) as per power purchase agreement:

Amended RCOD:

Estimated initial cost of the project:

Revised cost amount:

Date of public/initial offering of shares, if any:

Physical progress (%):

SN	Heading	Quantity of work as per the agreement	Time (days) required for completion of work	Proposed date of completion of work	Quantity of work of 1st quarter	Quantity of work of 2nd quarter	Quantity of work of 3 <sup>rd</sup> quarter	Quantity of work of 4 <sup>th</sup> quarter	Physical progress (%)
<b>1.</b>	<b>Access road construction</b>								
	Length (KM)								
	Bridges and culverts (No.)								
	Bridge No.1 (cubic meter)								
	Bridge No. 2 (cubic meter)								
	Culvert No. 1 (Cubic meter)								
	Upgrading and finishing works (retaining structure,								

	sewerage, gravel, pitch etc.)								
<b>2.</b>	<b>Land acquisition and purchase:</b>								
	Land purchase								
	Acquirement of government land on lease (Ropani)								
<b>3.</b>	<b>Construction of transmission line</b>								
	Transmission line for domestic consumption Voltage (KV) length (KM)								
	Voltage, length, number of towers of main electricity transmission line								

	Land purchase								
	Acquirement of government land on lease (Ropani)								
<b>4.</b>	Construction of civil structure								
	Main barrage and associated ware, flood walls, under <b>sluice</b> , divider walls etc. (cubic meters)								
	Intake/gravel trap structure (cubic meters)								
	Intake/gravel trap structure (cubic meters)								
	Approach canal length (meter)								

Approach canal (cubic meters)									
Desander and associated structures (cubic meters)									
Protection structure (barrage structure including barrage site, power house) (cubic meters)									
<b>Water ways (K.M.)</b>									
Canal/tunnel length (K.M.)									
Headrace pipe (K.M.)									
Surge tank/foreway (cubic meters)									
Length of penstock pipe (M.)									

Saddle support, anchor block, expansion joints and main-holes etc. (No.)									
Bifurcation/trifurcation foundations (No.)									
<b>Power House structure</b>									
Foundation structure (cubic meters)									
Super structures (cubic meters)									
Control room structure (sq.meters)									
<b>Tailrace structure length (M.)</b>									
Tailrace structure length (M.)									

	Tailrace surge structure (M.)								
	Tailrace surge tank (cubic meters)								
	Switchyard civil structure (cubic meters)								
	Other civil structures including compound walls, garages (cubic meters)								
	Site office buildings and resident houses (No.)								
<b>5.</b>	<b>Construction of hydro-mechanical structure</b>								
	Dam regulating/barrage set								

	Frame structures (No.)								
	Gate leaf structures (No.)								
	Operating structures/hoist/motors (No.)								
	<b>Undersluice gates/radial gates and operating structures (No.)</b>								
	Frame structures (No.)								
	Gateleaf structures (No.)								
	Operating structures/hoist/motors (No.)								

	<b>Intake gate and operating structures</b>								
	Frame structures (No.)								
	Gateleaf structures (No.)								
	Operating structures/hoist/motors (No.)								
	Gravel trap gates and operating structures (No.)								
	Desander inlet gates and operating structures (No.)								
	Desander outlet gates and operating structures (No.)								

	Desander flushing gates and operating structures (No.)								
	Course and fine trace rack and operating structures (No.)								
	Headrace pipes (K.M.)								
	Length of penstock pipe (M.)								
	Bifurcation/tri-furcation pipes (No.)								
	Tailrace gates and operating structures (No.)								
<b>6.</b>	<b>Technical human resource management and trainings</b>								

	Technical human resource/manpower (No.)								
	Theoretical training (working days)								
	Equipment installation and testing training (working days)								
	Daily operation and regular maintenance training (working days)								
<b>7.</b>	<b>Construction of electromechanical structures</b>								
	Crane structure and installation (No.)								
	Turbines and generators (No.).....								

	and other installation (including cooling water, ventilation, hydraulic oil system, measuring system, main inlet valve								
	Control panel and cable installations (No.)								
	Transformer and switchyard equipment installation and hi-voltage wirings (Baywise No.)								
	Interconnection facilities at buyer's substation construction work as per PPA								

	Dry testing of transmission lines and equipment								
<b>8.</b>	<b>Transmission lines charging and testing</b>								
<b>9.</b>	<b>Internal electricity generation testing</b>								
<b>10.</b>	<b>Testing and monitoring of electricity generation by NEA</b>								
<b>11.</b>	<b>Commercial generation of electricity</b>								
<b>12.</b>	<b>Others, if any</b>								