

Summary of the Proposed Combination

*[in terms of Regulation 13(1A) of the Competition Commission of India
(Procedure in regard to the Transaction of Business relating to Combinations)*

Regulations, 2011 (as amended)]

A. Name of the parties to the combination

1. The parties to the combination are:
 - (a) NTPC Limited (“**Acquirer/NTPC**”); and
 - (b) THDC India Limited (“**Target/THDC**”);

The Acquirer and Target are collectively referred to as “**Parties**”.

B. The nature and purpose of the combination

2. The proposed transaction relates to the acquisition of 74.50% of the issued and paid-up share capital of the Target by the Acquirer from Government of India (“**Gol**”) pursuant to the share purchase agreement (“**SPA**”) to be executed between the Acquirer and Gol. (“**Proposed Transaction**”).
3. The Proposed Transaction is pursuant to the decision of the Cabinet Committee on Economic Affairs (“**CCEA**”) for implementing the strategic disinvestment of Gol shareholding of 74.50% in THDC along with transfer of management control to an identified Central Public Sector Enterprise (“**CPSE**”) strategic buyer, namely, NTPC per its decision published on 20 November 2019.

C. The products, services and business(es) of the parties to the combination

Acquirer

4. NTPC Limited is an energy conglomerate and a Maharatna Company having presence in the entire value chain of the power generation business. The principal business activity of the company is electric power generation through coal based thermal power plants. NTPC is also engaged in the business of generation of electricity from hydro and renewable energy sources. To strengthen its core business the company has diversified into the fields of coal mining, consultancy, power equipment manufacturing, and power trading etc.

Target

5. The Target is a government company with 74.50% of its total shares held by the Government of India and 25.50% of its shares held by the Government of Uttar Pradesh as on 31 March 2019.¹ The Target is a Central Public Sector Unit and under the administrative control of the Ministry of Power, Gol.

D. The respective markets in which the parties to the combination operate

6. The Parties are active in the relevant market for **“generation of power in India”**

¹ Page 135 and 137 of THDCIL’s Annual Report for the FY 2018-19 available at https://www.thdc.co.in/sites/default/files/Annual_Report18-19_1.pdf.