



SOUTHERN POWER DISTRIBUTION COMPANY OF TELANGANA LIMITED

From
Chief Engineer (IPC & RAC),
TGSPDCL, Corporate Office,
6-1-50, Mint Compound,
Hyderabad - 500 063.

To
The Commission Secretary,
TGERC, Vidyuth Niyamtran Bhavan,
GTS Colony, Kalyan Nagar,
Hyderabad - 500 045.

Lr.No.CE(IPC&RAC)/SE/DE/AO(RAC)/F.No.e-937506/D.No.62/26,Dt:23-04-2026

Sir,

Sub:- TGSPDCL - IPC&RAC - Transfer of subsidized consumers from TGSPDCL to TGRPDCL - Amendment of licence (13/2000, dt.29-12-2000) for Distribution & Retail Supply Business - Petition filed before Honble TGERC - Approval - Requested - Reg.

Ref:-1.GO Ms. No. 44, (Energy (POWER.I) Department), Dt.17-12-2025.

2.GO Ms. No.4, (Energy (POWER.1) Department), Dt.11-03-2026.

It is to submit that the Government of Telangana vide 1st & 2nd references cited, issued orders for establishment of third Discom "Telangana Rythu Power Distribution Company Limited" (TGRPDCL) with Head Quarters at Hyderabad above in addition to the existing two DISCOMs and approved the formation of a third electricity distribution company (DISCOM) i.e Telangana Rythu Power Distribution Company Limited (TGRPDCL), designated as the "Rythu DISCOM."

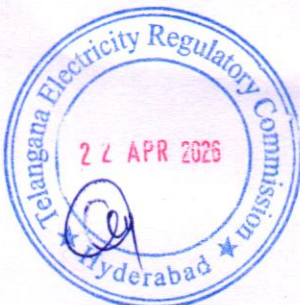
In this regard, it is submitted that consequent to transfer of subsidized consumer categories such as agriculture and allied categories from the existing DISCOMs in the State to TGRPDCL, as per Section 18 of the Electricity Act, 2003, and Clause 17 of the TSERC Distribution License Regulation 4 of 2016 requiring the licensee to file before Hon'ble TGERC seeking amendment of licence for re-assignment of categories of consumers in the areas of supply of distribution and retail supply business.

In compliance to Section 18 of the Electricity Act, 2003 read with Clause 17 of the TSERC Distribution License Regulation 4 of 2016, the Petition for "amendment of Distribution & Retail supply licence (13/2000, dt.29-12-2000)" is herewith filed in 6(Six) sets along with the relevant enclosures to place before the Hon'ble Commission.

Further, a cheque bearing No.614166, dt.23.04.2026 drawn in favour of the Secretary, TGERC for an amount of Rs.30000/- (Rupees Thirty Thousand only) towards petition fee is enclosed to this letter.

Encl:- As above in 6 sets

Yours faithfully,



V. Prabhakar
Chief Engineer (IPC & RAC)
Name: V. Prabhakar,
Mobile No.8712468147,
Email Id: ractsspdcl@gmail.com

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**BEFORE THE HONOURABLE TELANGANA ELECTRICITY REGULATORY
COMMISSION**

At TGERC, Vidyut Niyantran Bhavan, GTS Colony, Hyderabad - 500 045

FILING NO. _____/26

CASE NO. _____/26

In the matter of

Petition for amendment of License to "Southern power Distribution of Company Telangana Limited (TGSPDCL)" in accordance with the provisions under section 18 of the Electricity Act, 2003 and as per TGERC Distribution License Regulation no.4 of 2016.

In the matter of

Southern power Distribution of Company Telangana Limited (TGSPDCL)

..... Applicant

This application is filed for amendment of License to "Southern power Distribution of Company Telangana Limited (TGSPDCL)" in accordance with the provisions under section 18 of the Electricity Act, 2003 and as per Distribution License Regulation no.4 of 2016.

The applicants respectfully submit as under:

1. The Andhra Pradesh Electricity Regulatory Commission has granted License(License No. 13 of 2000) on 29-12-2000 under Section 15 of the Andhra Pradesh Electricity Reform Act, 1998 (Andhra Pradesh Act No. 30 of 1998) to the Central Power Distribution Company of Andhra Pradesh Ltd. (APCPDCL), a company incorporated under the Companies Act, 1956 and having its registered office at 2nd Floor, Vidyut Soudha, Khairatabad, Hyderabad 500 082, for carrying on the business of Distribution and Retail Supply of electricity within the Area of Supply of Kurnool, Anantapur, Hyderabad, Ranga Reddy, Nalgonda, Medak and Mahaboob Nagar districts for a period of 30 years.

2. In terms with Schedule XII to the Andhra Pradesh Reorganisation Act, 2014 [APR Act], which came into effect on 2nd June, 2014, during the process of State bifurcation, Anantapur and Kurnool districts, which fall within the jurisdiction of the APCPDCL have been reassigned to the Southern Power Distribution Company of Andhra Pradesh Limited (APSPDCL).
3. Accordingly, two (2) operating circles of the Licensee viz., Anantapur and Kurnool were demerged and assigned to APSPDCL with effect from the appointed date i.e., 02.06.2014.
4. Hon'ble APERC has issued (Reorganisation) Regulation No. 3 of 2014 dt. 26.05.2014, wherein it is stated that, "the area of supply of existing distribution & retail supply licensees shall deemed to be reassigned as per the provisions of the Andhra Pradesh Reorganisation Act, 2014 until amended or separate licenses are issued by the respective state Electricity Regulatory Commissions".
5. Consequent to the State Reorganisation, the company has been issued fresh certificate of incorporation by Ministry of Corporate affairs, changing the name of the company from Central Power Distribution Company of Andhra Pradesh Ltd. (APCPDCL) to Southern Power Distribution Company of Telangana Limited (TSSPDCL).
6. Later, Government of Telangana has reorganized the districts for better administration and development of the areas comprised therein and for matters connected therewith as per the Telangana Districts Formation Act, 1974 and Telangana District Formation Rules, 2016. Pursuant to the said Acts, the Government of Telangana has issued G.O.s with nos. 238 to 250 dt. 11.10.2016 in respect of Formation/Reorganization of District, Revenue Divisions and Mandals in the Telangana state.
7. In view of formation/reorganisation of districts, 5 districts i.e, Hyderabad, Rangareddy, Medak, Mahaboobnagar and Nalgonda districts which were under

jurisdiction of Southern Power Distribution Company of Telangana Limited (TSSPDCL) have been reorganized to 14 districts as shown below:

Sangareddy, Medak, Siddipet, Yadadri, Suryapet, Nalgonda, Nagarkurnool, Wanaparthy, Jogulamba, Mahabubnagar, RangaReddy, Medchal-Malkajgiri, Vikarabad and Hyderabad Districts.

8. In the above process, the following mandals of Karimnagar and Warangal of Northern Power Distribution Company of Telangana Limited (TSNPDCL) are assigned to Southern Power Distribution Company of Telangana Limited (TSSPDCL).

Mandal Name	Earlier District(Discom)	New District (Discom)
Husnabad	Karimnagar (TSNPDCL)	Siddipet (TSSPDCL)
Akkannapet	Karimnagar (TSNPDCL)	Siddipet (TSSPDCL)
Koheda	Karimnagar (TSNPDCL)	Siddipet (TSSPDCL)
Bejjanki	Karimnagar (TSNPDCL)	Siddipet (TSSPDCL)
Cherial	Warangal (TSNPDCL)	Siddipet (TSSPDCL)
Komuravelli	Warangal (TSNPDCL)	Siddipet (TSSPDCL)
Maddur	Warangal (TSNPDCL)	Siddipet (TSSPDCL)

The following mandal of Nalgonda of Southern Power Distribution Company of Telangana Limited (TSSPDCL) is assigned to Northern Power Distribution Company of Telangana Limited (TSNPDCL).

Mandal Name	Earlier District(Discom)	New District (Discom)
Gundala	Nalgonda (TSSPDCL)	Jangaon (TSNPDCL)

9. The erstwhile Regulatory Commission of the undivided state of Andhra Pradesh has issued Regulation No. 3 of 2014 (Reorganization) Regulation, 2014 on 26.05.2014 consequent to the framing of Andhra Pradesh Reorganisation Act, 2014 notified by Government of India on 01.03.2014, Wherein Clause 3 of the regulation says that,

"All the notified regulations as well as their supplementary regulations/amendments, rules,

orders, proceedings, guidelines, memos, notifications, other instruments issued immediately before 2nd June 2014 by the APERC for conduct of business and other matters shall fully & completely apply to the whole of the states of Telangana and Andhra Pradesh and shall similarly apply in relation to all matters falling within the jurisdiction of the Commission until they are altered, repealed or amended by the respective State Electricity Regulatory Commissions."

10. In accordance with the above regulation, all the regulations framed by erstwhile APERC will continue to apply for the state of Telangana. Subsequently TSERC vide Telangana Official Gazzette has issued its first regulation, Regulation No. 1 of 2014 on 10.12.2014 (Adoption of Previously Subsisting Regulations, Decisions, Directions or Orders, Licenses and Practice of Directions) wherein clause 2 says that
11. *"All regulations, decisions, directions or orders along with all the licences and practice directions issued by the erstwhile Andhra Pradesh Electricity Regulatory Commission (Regulatory Commission for States of Andhra Pradesh and Telangana) in existence as on the date of the constitution of the Telangana State Electricity Regulatory Commission and in force, shall mutatis-mutandis apply in relation to the stakeholders in electricity in the State of Telangana including the Commission and shall continue to have effect they are until duly altered, repealed or amended by any of the Regulation by the Commission with effect from the date of notification as per Notification issued by the Government of Telangana in G.O.Ms.No.3 Energy(Budget) Department, dt.26-07-2014 constituting the Commission."*
12. Following state government orders to replace "TS" with "TG" in all PSU/agency names, accordingly Southern Power Distribution Company Limited (TSSPDCL) was officially renamed to TGSPDCL (Southern Power Distribution Company of Telangana Limited) in May 2024.
13. Government of Telangana vide G.O.Ms No.44 dated 17.12.2025 approved the formation of a third electricity distribution company (DISCOM) that is intended to

supply electricity to subsidized consumer categories such as agriculture and allied categories from the existing DISCOMs in the State.

14. Subsequently, the Government has approved the incorporation of Telangana Rythu Power Distribution Company Limited (TGRPDCL), designated as the "Rythu DISCOM," in accordance with G.O. Ms. No. 4 dated 11.03.2026. Accordingly, TGRPDCL shall have exclusive responsibility for the distribution and supply of electricity to consumer categories outlined under G.O.Ms No.44 dated 17.12.2025.
15. In pursuance of the above Government Order, the consumers categories such as Agriculture, Lift Irrigation Schemes (LIS), Composite Protected Water Supply Scheme (CPWS)/ Mission Bhagiratha, Hyderabad Metropolitan Water Supply and Sewerage Board (HMWSSB), Municipal water connections (LT VI-B) to the extent possible are to be transferred from TGSPDCL to TGRPDCL, while all remaining consumers shall continue to be served by TGSPDCL.
16. In view of the above, TGSPDCL respectfully submits proposed amendments to the licence, the proposed licence amendments are provided in Annexure-I
17. TGSPDCL respectfully requests the Hon'ble Commission to amend the distribution license to give effect to the provisions of G.O. Ms. No. 44 dated 17.12.2025 and G.O.Ms No. 4 dated 11.03.2026 and accord approval to the same in accordance with the provisions under section 18 of the Electricity Act, 2003 and as per TGERC Distribution License Regulation no.4 of 2016.

Place: Hyderabad

Dated: 23-4-2026

V. P. Petitioner
CHIEF ENGINEER
IPC&RAC TGSPDCL
Corporate Office, 6-1-50,
Mint Compound, Hyd-500004.

**BEFORE THE HONOURABLE TELANGANA ELECTRICITY REGULATORY
COMMISSION**

At TGERC, Vidyut Niyantran Bhavan, GTS Colony, Hyderabad - 500 045

FILING NO. _____/26

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In the matter of

Petition for amendment of License to "Southern power Distribution of Company Telangana Limited (TGSPDCL)" in accordance with the provisions under section 18 of the Electricity Act, 2003 and as per TGERC Distribution License Regulation no.4 of 2016.

In the matter of

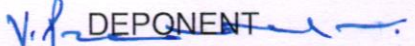
Southern power Distribution of Company Telangana Limited (TGSPDCL)

..... Applicant

AFFIDAVIT OF APPLICANT VERIFYING THE ACCOMPANYING PETITION.

I, V.Prabhakar S/o. Late V.Narayanappa, aged 58 years, Occupation: Chief Engineer/IPC&RAC, TGSPDCL, Hyderabad, R/o Hyderabad do solemnly affirm and say as follows:


- 1) I am the Chief Engineer/IPC&RAC, TGSPDCL, I am competent and duly authorized by TGSPDCL to affirm, swear, execute and file this petition.
- 2) I have read and understood the contents of the Petition for amendment of Licence to "Southern power Distribution of Company Telangana Limited (TGSPDCL)" in accordance with the provisions of the Electricity Act, 2003 and as per Distribution Licence Regulation no.4 of 2016. The statements made in the accompanying petition are true to the best of my knowledge derived from the official records made available to me and are based on information and advice received which I believe to be true and correct. Hence, this affidavit.

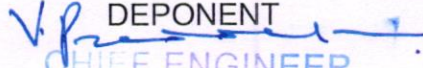

DEPONENT
CHIEF ENGINEER
IPC&RAC TGSPDCL
Corporate Office, 6-1-50,
Mint Compound, Hyd-500004.

VERIFICATION.

The above named Deponent solemnly affirm at Hyderabad on this 23rd day of April, 2026 that the contents of the above Affidavit are true to best of my knowledge, no part of it is false and nothing material has been concealed there from.

Solemnly affirmed and signed before me


Chief General Manager (Revenue)
TGSPDCL, Corporate Office,
6-1-50, Mint Compound, Hyd-04.


DEPONENT
CHIEF ENGINEER
IPC&RAC TGSPDCL
Corporate Office, 6-1-50,
Mint Compound, Hyd-500004.

Annexure – I

Amendments proposed to TGSPDCL Licence to give effect to the provisions of G.O. Ms. No. 44 dated 17.12.2025 and G.O.Ms No. 4 dated 11.03.2026

S.No.	Clause / Para No.	Existing Clause	Proposed Amendment
1	Clause 2 Definitions – New Definition: "TGRPDCL"	Not applicable (new definition to be inserted).	"TGRPDCL" or "Rythu DISCOM" means Telangana Rythu Power Distribution Company Limited, incorporated pursuant to G.O. Ms. No. 4 dated 11.03.2026, which has been designated to distribute and supply electricity exclusively to Agriculture, Lift Irrigation Schemes (LIS), CPWS/Mission Bhagiratha, HMWSSB and Municipal Water Connections with separate DTRs (LT VI-B) as specified in G.O. Ms. No. 44 dated 17.12.2025.
2	Clause 2 Definitions – "Licensed Business"	"Licensed Business" means the business of Distribution and Retail Supply of electricity in the Area of Supply as Authorised under this Licence.	"Licensed Business" for TGSPDCL means the business of Distribution and Retail Supply of electricity within the Area of Supply as authorised under this Licence to consumer categories, excluding the categories transferred to TGRPDCL in accordance with G.O. Ms. No. 44 dated 17.12.2025 and G.O. Ms. No. 4 dated 11.03.2026.

S.No.	Clause / Para No.	Existing Clause	Proposed Amendment
3	Clause 19.1 Obligation to Supply	The Licensee shall take all reasonable steps to ensure that all Consumers connected to the Licensee's Distribution System receive a safe, economical and reliable Supply, except where the Licensee discontinues Supply under Section 24 of the Indian Electricity Act 1910, or is obliged to regulate Supply under Section 22-B of the Indian Electricity Act, 1910.	The Licensee shall take all reasonable measures to ensure the provision of a safe, reliable, and economical supply of electricity to Consumers connected to its Distribution System, excluding the categories transferred to TGRPDCL such as Agriculture, Lift Irrigation Schemes (LIS), Composite Protected Water Supply Schemes/Mission Bhagiratha, Hyderabad Metropolitan Water Supply and Sewerage Board (HMWSSB), and Municipal water connections with separate DTRs (LT VI-B) in accordance with G.O. Ms. No. 44 dated 17.12.2025 and G.O. Ms. No. 4 dated 11.03.2026.
4	Schedule 1 Area of Supply	The following circles/districts in the state of Andhra Pradesh: Kurnool, Anantapur, Hyderabad, Ranga Reddy, Nalgonda, Medak and Mahaboob Nagar including cantonment, aerodrome, fortresses, arsenal, dockyard or camp or any building or place in occupation of Central Government for defence purposes.	The following districts in the State of Telangana: Mahabubnagar, Nalgonda, Yadadri Bhuvanagiri, Suryapet, Siddipet, Medchal, Wanaparthy , Nagarkurnool, , Jogulamba Gadwal, Narayanapet, Sangareddy, Medak, Hyderabad, Vikarabad, and Rangareddy, excluding the categories transferred to TGRPDCL in accordance with G.O. Ms. No. 44 dated 17.12.2025 and G.O. Ms. No. 4 dated 11.03.2026.

SCHEDULE I

Application form for Grant of Distribution License

Particulars of the Applicant

- | | |
|---|---|
| 1. Name of the Applicant: | M/s Southern Power Distribution Company of Telangana Limited (TGSPDCL) |
| 2. Form of Incorporation, if any: | State Government company |
| 3. Address: | 6-1-50, Mint Compound, Lakadikapool, Hyderabad-500063, Telangana State, India |
| 4. Name, designation, & Address of the contact person: | Shri Jitesh V. Patil, IAS, Chairman and Managing Director, TGSPDCL
Address: TGSPDCL Corporate office, 6-1-50, Mint Compound, Lakadikapool, Hyderabad- 500063, Telangana State, India |
| 5. Contact Tel. No: | 040-23431018 |
| 6. Fax No. | - |
| 7. E-mail ID. | cmd@tgsouthernpower.org |
| 8. Place of Incorporation/Registration | Hyderabad |
| 9. Year of Incorporation/Registration | 2000 |
| 10. Geographical area within which Applicant proposes to undertake distribution: | 15 Districts of Telangana State i.e. Mahabubnagar , Nalgonda , Yadadri Bhuvanagiri , Suryapet , Siddipet , Medchal , Wanaparthy , Nagarkurnool , Jogulamba |

Gadwal, Narayanpet, Sangareddy , Medak , Hyderabad
, Vikarabad and Rangareddy

11. Following documents are to be enclosed

- a. Certificate of registration/incorporation – Provided
- b. Certificate for commencement of business- Provided
- c. Memorandum of Association and Articles of Association- Provided
- d. Original power of attorney of the signatory to commit the Applicant or its promoter –
Not Applicable
- e. Details of Income tax Registration – Provided

Details of Financial Data of Applicant

- 12. Net worth (in equivalent Indian Rupees-conversion to be done at the rate of exchange prevailing at the end of each Year) for immediate past 5 (five) financial years. (Specify financial year as applicable)**

(DD / MM / YY) to (DD / MM / YY)	In Home Currency	Exchange rate used	In equivalent Indian Rupees
Not Applicable as this is an application for license amendment			

Copies of Annual Reports or certified audited results to be enclosed in support of above.

- 13. Annual turnover (in equivalent Indian Rupees - conversion to be done at the rate of exchange prevailing at the end of each year) for immediate past 5 (five) financial years. (Specify financial year as applicable)**

(DD / MM / YY) to (DD / MM / YY)	In Home Currency	Exchange rate used	In equivalent Indian Rupees
Not Applicable as this is an application for license amendment			

Copies of Annual Reports or certified audited results to be enclosed in support of above.

14. Certificate of credit rating: Not Applicable as this is an application for license amendment

15. Certificate of Standard borrowal Account: Not Applicable as this is an application for license amendment

16. Certificate stating that RBI has not classified the Applicant as a willful defaulter :Not Applicable as this is an application for license amendment

17. List of documents enclosed in support of Sl. Nos. (10) and (11) above: Name of the documents:

- a) Approval from Government of Telangana on formation of TGRPDCL
- b) Memorandum of Association under the Companies Act, 2013
- c) Articles of Association under the Companies Act, 2013
- d) Certificate of commencement of business
- e) Permanent Account Number (PAN) of Income tax registration

18. A) Whether Applicant himself shall be financing the proposed distribution of electricity fully on its own balance sheet:Not Applicable as this is an application for license amendment

B) If, yes, proposed equity from the Applicant

(I) Amount:

(ii,) Percentage:

19. In case the applicant proposes to tie up with some other Agency for equity, then name & address of such agency: Not Applicable as this is an application for license amendment

- a. Name, designation & Address, of reference person of the other Agency.
- b. Contact Tel. No.
- c. Fax No.
- d. E-mail ID
- e. Proposed equity from the other Agency:
 - i. Amount:
 - ii. Percentage of total equity:
 - iii. Currency in which the equity is proposed:
- f. Consent letter of the other agency to associate with the Applicant for equity participation to be enclosed:

- g. Nature of proposed tie-up between the Applicant and the other agency:

20. Details of debt proposed for the distribution Activity: Not Applicable as this is an application for license amendment

- a. **Details of lenders:** Not Applicable
b. **Amount to be sourced from various lenders:** Not Applicable
c. **Letters from the lenders in support of the above to be enclosed:** Not Applicable

21. Organizational & Managerial capability of the Applicant:

Not Applicable as this is an application for license amendment

22. Approach & Methodology:

(The Applicant is required to describe approach & methodology for setting up its distribution system and conduct of the business of distribution of electricity as proposed by it. This should contain a statement of the Applicant's plan on conduct of the business of distribution of electricity during the first year after the grant of licence and future plans for the said business during the next five years.)

Not Applicable as this is an application for license amendment

23. Data relating to the applicant's future business

- i. Five year Business Plan for transmission or distribution of electricity for which the application is being made and funding arrangements for meeting its obligations under proposed licence for maintenance, operation, improvement and expansion for future load growth.
ii. Five year annual forecasts of costs, sales, revenues and project financing stating the assumptions underlying the figures provided.

Not Applicable as this is an application for license amendment

Signature of Applicant

Date: 23/04/2026

V. 
CHIEF ENGINEER
IPC&RAC TGSPDCL
Corporate Office, 6-1-50,
Mint Compound, Hyd-500004.



3-1

प्रारूप आई आर

Form I

[See Regulation 16(1)]

निगमन का प्रमाण-पत्र

CERTIFICATE OF INCORPORATION

ता. 01-.....का सं.

No. 01- 34116 of 20 1999 - 2000

मैं एतद्वारा प्रमाणित करता हूँ कि आज.....

कम्पनी अधिनियम, 1956 के अधीन निगमित की गई है यह कम्पनी परिसीमित है ।

CENTRAL POWER DISTRIBUTION COMPANY OF

ANDHRA PRADESH LIMITED

Is this day Incorporated under the Companies Act, 1956 * (and that the Company is limited.)

मेरे हस्ताक्षर से आज ता.....को दिया गया ।

HYDERABAD

THIRTIETH

Given under my hand at.....this.....

MARCH

day of FIFTH CHAITRA, Two thousand and.....

(SRVV. SATYANARAYANA)

Seal

जे.एस.सी.-1

J.S.C-1

by

कम्पनियों का रजिस्टर
Registrar of Companies
Andhra Pradesh
Hyderabad

* TO BE OMITTED IN RESPECT OF UNLIMITED COMPANY

Recd. original
0.000

E-2

**ROC
DOCUMENT**

Company No. 01-34116



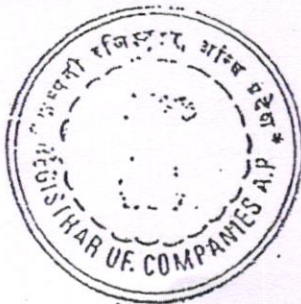
Certificate of Commencement of Bussiness.


Pursuant of section 149(3) of the Companies Act, 1956.

I hereby certify that the CENTRAL POWER DISTRIBUTION COMPANY
OF ANDHRA PRADESH LIMITED

which was incorporated under the Companies Act, 1956, on the 30th
day of MARCH, 2000 and which has this day filed a duly verified
declaration in this prescribed form that the conditions of section 149 (1) (a) to
(d)/149 (2) (a) to (c) of the said Act, have been complied with is entitled to
commence business.

Given under my hand at Hyderabad this 31st day of MARCH
~~XXXXXX~~ TWO THOUSAND




(S.R.V.V. SATYANARAYANA)
DEPUTY REGISTRAR OF COMPANIES
ANDHRA PRADESH, HYDERABAD



GOVERNMENT OF INDIA

MINISTRY OF CORPORATE AFFAIRS

Office of the Registrar of Companies, Hyderabad

2nd Floor, CPWD Building, Kendriya Sadan, Sultan Bazar, Koti,
Hyderabad, 500195

Certificate of Incorporation pursuant to change of name
[Pursuant to rule 29 of the Companies (Incorporation) Rules, 2014]

Corporate Identification Number (CIN): :

I hereby certify that the name of the company has been changed from CENTRAL POWER DISTRIBUTION COMPANY OF ANDHRA PRADESH LIMITED to Southern Power Distribution Company of Telangana Limited with effect from the date of this certificate and that the company is limited by shares.

Company was originally incorporated with the name CENTRAL POWER DISTRIBUTION COMPANY OF ANDHRA PRADESH LIMITED

Given under my hand at Hyderabad this Twenty Seventh day of May Two Thousand Fourteen.

Signature Not Verified

Digitally signed by N
KRISHNA MURTHY
Date: 2014.05.27
13:11:24 GMT+05:30

SHASHI RAJ DARA

Deputy Registrar of Companies
Registrar of Companies
RoC-Hyderabad

Mailing Address as per record available in Registrar of Companies office:

Southern Power Distribution Company of Telangana Limited
6-1-50, MINT COMPOUND,, LAKADIKAPOL,
HYDERABAD - 500004,
Andhra Pradesh, INDIA

THE COMPANIES ACT, 1956 (Central Act 1 of 1956)
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
SOUTHERN POWER DISTRIBUTION COMPANY OF
TELANGANA LIMITED

NAME OF THE COMPANY

- I The name of the Company is **Southern Power Distribution Company of Telangana Limited.**

REGISTERED OFFICE

- II The registered office of the Company shall be situated in the State of Telangana.

OBJECTS

- III. The objects for which the Company is established are:

MAIN OBJECTS

A Main Objects to be pursued by the Company on its incorporation:-

To engage in the business of procurement, supply and distribution of electricity

- 1 To engage in the business of supply and distribution of electricity, purchasing, selling, importing, exporting, wheeling, and trading of electrical energy, operation of distribution system including finalization of tariff, billing and collection thereof and to enter into any agreements for the carrying on of such business.

To takeover the distribution and supply of electricity business from the Transmission Corporation of Andhra Pradesh Limited

- 2 To takeover, vest, acquire and have the business of supply and distribution of electricity from the Transmission Corporation of Andhra Pradesh Limited, with respect to a specified area of supply and distribution of electricity within the State of Andhra Pradesh.

Acquire, establish construct and operate electrical lines for the purposes of distribution and supply of electrical energy and associated substations.

- 3 To acquire, establish, construct, take over erect, lay, operate, run, manage, hire, lease, buy, sell, maintain, enlarge, alter, work, use, renovate, and modernize electrical, lines for the purpose of distribution and/or supply of electrical, energy and associated sub-stations, including distribution centres, cables, wires, accumulators, plants, motors, meters, apparatus, computers and materials connected with distribution and/or supply of electrical energy, ancillary services, communication and tele-metering equipment.

1. Clause I -The name of the Company was changed from Central power distribution Company of Andhra Pradesh Limited to Southern Power Distribution Company of Telangana Limited at the EGM held on 24.05.2014.

2. Clause II - Registered Office : The registered office of the Company shall be situated in the State of Telangana at the EGM held on 18.06.2014.

Plan, investigate and prepare project reports business plans and strategy documentation and forecast customer demand and sources of purchase of power.

- 4 To study, investigate, collect information and data, review operations, plan, research, design and prepare project reports, diagnose operational difficulties and weakness, advise on the remedial measures to improve and modernize existing electrical lines and sub-stations, to prepare forecasts of customer demand and sources of purchase of power, to prepare business plans and strategy documentation.

To utilise the distribution network and other infrastructure facilities of the Company.

- 5 To promote, organise, carry on the business of telecommunications, internet technologies or any other business by utilisation of the distribution network and other connected infrastructure facilities of the Company.

B. Objects incidental or ancillary to the attainment of the main objects:

To obtain and comply with licences, charters, concessions etc.,

- 1 To apply for, procure, obtain from any person or authority, and enter into arrangements with any authority or persons, 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 such authority or persons, any licences, charters, subsidies, loans, indemnities, grants, contracts, decrees, rights, sanctions, privileges permissions, consents approvals, or concessions whatsoever, (whether statutory or otherwise) which the Company may think it desirable to obtain and to carry out, exercise and comply with the same and to do any thing which the Company is authorised or required to do under or by virtue of any license granted to the Company for attainment of its objects.

Borrowing power

- 2 Subject to the provisions of the Act and any rules framed there under, to borrow monies or to receive monies or deposits for the purpose of financing the business of the Company either by creating a charge on the assets of the Company or otherwise.

To acquire and lease property

- 3 To acquire by purchase, lease, exchange, hire or otherwise, or to construct and maintain factories, electricity supply and distribution network, works, offices, buildings and conveniences of all kinds, land, buildings, apartments, plant, machinery and hereditament of any tenure or description, situated in India or in any other part of the world and any estate or interest therein and any rights over or connected with land so situated in any manner as may seem expedient, necessary or convenient to the Company for the purposes of its business.

To acquire business/ Companies.

- 4 To acquire, possess and undertake the whole or any part of the business, assets, property, goodwill, rights and liabilities of any person, firm, society, association, corporation or company.

To generate and conduct etc.,
electrical energy.

- 5 To generate and conduct electrical energy for achievement or carrying out all or any of the objects of the Company.

To acquire know-how etc.,

- 6 To apply for, purchase or otherwise acquire any trade marks, patents, brevets or inventions, licences, concessions and other valuable rights and property, conferring any exclusive or non-exclusive or limited right to use of any secret or other information which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated, directly or indirectly, to benefit the Company and to use, exercise, develop or grant licences in respect of such property., right or information so acquired or developed.

To undertake research development
and training.

- 7 (a) To establish, provide maintain and conduct or otherwise subsidise research laboratories and experimental workshops for scientific, technical or research purposes and to undertake and carry on directly or in collaboration with other agencies scientific or technical research experiments and tests of all kinds and to process, improve and invent new products and their techniques of manufacture as to promote, encourage, reward in every manner, studies and research, scientific and technical investigations and inventions of any kind that may be considered likely to assist, encourage and promote recent advances in technology, economics, and import substitution.

b) To establish, maintain and operate technical training institutions 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 in any part of 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.

To sell, transfer property etc.,

- 8 To sell, improve, manage, develop, exchange, loan, lease, let, under-lease, sub-let, mortgage, dispose of or deal with in any manner, with any rights or property of the Company.

To invest money

- 9 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 whatsoever, whether movable or immovable, upon such terms as may be thought proper, from time to time, and to vary all or any such investments in such manner as the Company may think fit.

To undertake joint ventures

- 10 To amalgamate or enter into partnership or 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 any Government 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.

To provide for welfare of employees

- 11 To provide for the amelioration and welfare of 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 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 for contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Company shall think fit.

To sell property

- 12 To sell or dispose of 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 for any other purpose which may seem directly or indirectly calculated to benefit the Company.

To enter into contracts

- 13 (a) To enter into agreements and contracts with individuals, companies and any other persons purchase of equipment and for technical, financial or any other assistance, for carrying out or in furtherance of all or any of the objects of the Company.

- (b) To enter into any arrangements with any Government or authority, that may seem conducive to the Company's objects and to obtain from any such Government or authority any rights, privileges and concessions and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (c) To enter into contracts of indemnity and guarantee.
- (d) To apply for, tender, purchase or otherwise acquire any contracts and concessions.
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| To establish agencies etc., | 14 | To establish and maintain agencies, branches and local offices, 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 may be thought desirable. |
| To subscribe for shares | 15 | To subscribe for, underwrite, purchase, acquire and to hold, dispose of and deal with the shares, stocks or any other form of securities and any option or right in respect thereof. |
| To create funds | 16 | To create any depreciation fund, reserve fund, sinking fund, insurance fund or any other fund, and to maintain any reserves or make provisions whether in relation to depreciation or for repairing improving, extending or maintaining any of the properties of the Company, or for any other purposes whatsoever conducive to the interests to the Company. |
| To open accounts in banks | 17 | To open an account or accounts with any firm or company or with any bank or bankers and to pay into and withdraw money from such account or accounts, and to operate such account or accounts, and close operation of any such account or accounts. |
| To acquire part of companies | 18 | To acquire and hold all or any of the share or loan capital or other securities of any other company or body and to sell or dispose of or transfer any such shares, loan capital and securities. |
| To carry on consultancy services | 19 | To promote, organise or carry on the business of consultancy services in any field of activity that may be relevant for the Company. |
| To promote other companies | 20 | To promote or concur in the promotion of any other firm, society, association, corporation or company, the promotion of which shall be considered desirable in furtherance of any of the objects of the Company. |

To act as an entrepreneur on behalf of Central or any State Government,

21 To act as an entrepreneur on behalf of Central or State Government to identify new areas of economic, investment, and to undertake or help in the undertaking of such investments.

To advance money

22 To advance money or monies on security of any property or on mortgage of immovable property or against any bank guarantee and to make advances of money or monies against future supply of goods and services on such terms as the Board may consider necessary and to invest money or monies of the Company in such manner as the Board may think fit and to sell, transfer or deal with the same.

To collect and use information.

23 To arrange, receive and collect all relevant information in regard to any business carried on by the Company, including without limitation, to organise an information cell and/or a data bank relating to the consumer profiles and to utilise, and/or provide to third parties, the information contained in the Company's database in such manner as the Company deems fit.

To carry on convenient Business

24 Generally to do all such things as may be deemed incidental or conducive to attainment of the above objects or any of them and to carry on any business which may be conveniently carried on in, connection with any of the Company's objects or are calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.

C. Other Objects:

To carry on the business carriers by land etc.,

1. To carry on the business of carriers by land, sea and air as may be required from time to time.

To deal with goods etc., dealt with by subsidiaries

2. To carry on the business of trading in and dealing in any manner, whatsoever in all commodities, goods and things, manufactured, produced or dealt within any manner by any of the subsidiaries of the Company.

LIMITED LIABILITY

IV The liability of the members is limited.

SHARE CAPITAL

V The Authorised Share Capital of the Company is *Rs.20,000 Crores (Rupees Twenty Thousand Crores) divided into 2000 Crores (Two Thousand Crores) equity shares of Rs.10/- (Rupees Ten) each, with the rights, privileges and conditions attached thereto as are provided by the Regulations of the Company for the time being.

The Company has power, from time to time, to increase or decrease its Capital and to divide the Shares in the original or increased capital for the time, into several classes and to attach thereto such preferential rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions as may be permitted by law.

Note:

- 1.The Authorised Share Capital of the company was increased from Rs.12,000 crs to Rs.20,000 Crs at the Extra Ordinary General Meeting of the company held on dt: 30.03.2020.
- 2.The Authorised Share Capital of the company was increased from Rs.4,000 crs to Rs.12,000 Crs at the Extra Ordinary General Meeting of the company held on dt:23.01.2018.
- 3.The Authorised Share Capital of the company was increased from Rs.1,000 crs to Rs.4,000 Crs at the Extra Ordinary General Meeting of the company held on dt:28.02.2017.
- 4.The Authorised Share Capital of the company was increased from Rs.655 crs to Rs.1,000 Crs at the Extra Ordinary General Meeting of the company held on dt:11.11.2004.
- 5.The Authorised Share Capital of the company was increased from Rs.130 crs to Rs.655 Crs at the Extra Ordinary General Meeting of the company held on dt: 05.07.2002.

We, the several persons, whose names and addresses are subscribed, are desirous of being formed into company in pursuance of this Memorandum of association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names:

Sl. No.	Name of subscriber, address description and occupation, and Signature	No. of equity shares taken by each subscriber	Signature of witness and their address and description and occupation
1	Sri. V.S. Sampath S/o Sri V.S. Sundaram Principle Secretary to Govt of AP Energy Department Secretariat, Hyderabad Sd/-	1 (One Equity Share)	K A Sastry Chartered Accountant S/o. Dr. K V Rao Kishore & Sastry Chartered Accountants 11 & 12, Amrutha Mall, Somajiguda, Hyderabad - 500 016 Sd/-
2	Sri. A.K. Kutty S/o Sri Sankaran Kutty CMD, APTRANSCO Vidyut Soudha, Hyderabad Sd/-	1 (One Equity Share)	
3	Sri. D. Prabhakara Rao S/o. Sri D. Pashupathi Rao Director/Finance, APTRANSCO Vidyut Soudha, Hyderabad Sd/-	1 (One Equity Share)	
4	Sri. Gopalachary S/o. Late Sri Kistachary Director/Transmission, APTRANSCO Vidyut Soudha, Hyderabad Sd/-	1 (One Equity Share)	
5	Sri V. Ramakrishna Rao S/o. Late Sri V. Rama Rao Director/Commercial, APTRANSCO Vidyut Soudha, Hyderabad Sd/-	1 (One Equity Share)	
6	Sri Y.G.K. Moorthy S/o. Late Sri Y. Umamaheswara Rao Director/Technical, APTRANSCO Vidyut Soudha, Hyderabad Sd/-	1 (One Equity Share)	
7	Sri P M K Gandhi S/o. Late Sri P. Venkatadriyya, Director/Distribution & HRD, APTRANSCO Vidyut Soudha, Hyderabad Sd/-	1 (One Equity Share)	
8	Sri K. Ranganatham S/o. Late K. Manuswamy Naidu, Director/Distribution & Projects APTRANSCO Vidyut Soudha, Hyderabad Sd/-	1 (One Equity Share)	
9	Sri N. Biksham S/o Late Sri N. Narsaiah Director/Distribution & RE, APTRANSCO Vidyut Soudha, Hyderabad Sd/-	1 (One Equity Share)	
	Total	9 (Nine Equity Shares)	

Place: Hyderabad

Date: 30/03/2000

The Subscribers to the Memorandum and Articles of Association have been nominated by the APTRANSCO Board during its Seventeenth Board Meeting held on 27/03/2000.

INCORPORATED UNDER

THE COMPANIES ACT, 1956 (Central Act 1 of 1956) COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

SOUTHERN POWER DISTRIBUTION COMPANY OF TELANGANA LIMITED

Interpretation

Interpretation Clause	1.	In the interpretation of the Memorandum of Association and these Articles, the following words shall have the following meanings, unless repugnant to the subject to context;
Act		"Act" means the Companies Act, 1956 and includes where the context so admits any reenactment or statutory modification thereof for the time being in force, and any other applicable enactment relating to companies as in force in India;
Articles or Articles of Association		"Articles" or "Articles of Association" shall mean these Articles of Association of the Company, as may be amended and in force from time to time;
Board or Board of Directors		"Board" or "Board of Directors" means the Board of Directors, for the time being, of the Company;
Capital or Share Capital		"Capital " or "Share Capital" means the share capital for the time being raised or authorized to be raised by the Company;
Chairman		"Chairman" means, the chairman of the Board of Directors for the time being of the Company;
Company		*"Company" means the Southern Power Distribution Company of Telangana Limited ;

Note: 1. The Name of the company was changed from "Central Power Distribution Company of Andhra Pradesh Limited" to "Southern Power Distribution Company of Telangana Limited" at the EGM Held on 24.05.2014.

Directors		"Directors" means the directors of the Company or, as the case may be, directors assembled at a meeting of the Board;
Dividend		"Dividend" includes bonus shares;
Executor Administrator	or	"Executor" or "Administrator" means a person who obtained probate or Letters of Administration, as the case may be, from a court of competent jurisdiction;
Government*		*"Government" means the Government of Telangana and would include Government of any other State or the Central Government, where the context so requires;
Memorandum or Memorandum of Association		"Memorandum " or "Memorandum of Association" shall mean the Memorandum of Association, for the time being of the Company;
Month		"Month" means a calendar month;
Office		"Office" means the registered office for the time being of the Company;
Person		"Person" includes a corporation, and any other form of legal person;
Register		"Register" means the register of members to be kept under the provisions of the Act, and would include the register of debenture holders where the context so requires;
Registrar		"Registrar" means the registrar of companies having jurisdiction over the State in which the Registered Office of the Company is situated, and would include any other officer who may be discharging any of the functions of such registrar of companies;
Presents Regulations	or	"Presents" or "Regulations" means these Articles of Association as originally framed or altered from time to time, and would include the Memorandum where the context so requires;
Seal		"Seal" means the common seal of the Company;
Shares		"Shares" means the share or stock into which the Share Capital is divided and the interest corresponding with such share or stock;
Writing		"Writing" shall include printing and lithography and any other mode of representing or reproducing words in a visible form;

Note: Interpretation Clause of Article 1 : "Government means the Government of Telangana and would include Government of any other State or the Central Government, where the context so requires; at the Extra Ordinary General Meeting of the company held on 18.06.2014.

Expression in the Articles to bear the same meaning as in the Act

Unless the context otherwise requires, words or expressions used but have not been defined in the Regulations shall bear the same meaning as in the Act;

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| Table 'A' Exceptions | 2. | Subject as hereinafter provided, the regulations in Table 'A' of Schedule 1 to the Companies Act, 1956 as amended from time to time shall apply to the Company and constitute its Regulations, except in so far they are hereinafter expressly or otherwise excluded, modified or varied. |
| Company to be governed by these Articles | 3. | The Company shall be governed in terms of the Regulations as may be in force from time to time, subject only to the provisions of the Act. |

CAPITAL AND SHARES

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| Capital | 4. | The Authorized Share Capital of the Company is *Rs 20,000 Crores (Rupees Twenty Thousand Crores) divided into 2000 Crores (Two Thousand Crores) Equity Shares of Rs. 10/- (Rupees Ten) each. |
| Allotment of Shares | 5. | Subject to the provisions of the Act and these Articles, the Shares shall be under the control of the Board of Directors who may allot or otherwise dispose of the same. |

CERTIFICATES

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| Members' right to certificate | 6. | Every person whose name is entered as a member in the Register shall, without payment, be entitled to a certificate under the seal of the Company, specifying the Share or Shares held by him and the amount paid thereon. |
| Issue of new certificates in place of one defaced, lost or destroyed | 7. | If a share certificate is defaced, lost, or destroyed it may be renewed in accordance with the provisions of the Companies (Issue of Share Certificates) Rules, 1960 under the Act on payment of fee, not exceeding fifty paise per share certificate and on such terms, if any, as to evidence of such loss, defacement etc., and further subject to providing such indemnity and payment of out of pocket expenses incurred by the Company in investigating evidence as the Directors think fit. |

Note: 1. The Authorised Share Capital of the company was increased from Rs.12,000 crs to Rs.20,000 Crs at the Extra Ordinary General Meeting of the company held on dt: 30.03.2020.

2.The Authorised Share Capital of the company was increased from Rs.4,000 crs to Rs.12,000 Crs at the Extra Ordinary General Meeting of the company held on dt:23.01.2018.

3.The Authorised Share Capital of the company was increased from Rs.1,000 crs to Rs.4,000 Crs at the Extra Ordinary General Meeting of the company held on dt:28.02.2017.

4.The Authorised Share Capital of the company was increased from Rs.655 crs to Rs.1,000 Crs at the Extra Ordinary General Meeting of the company held on dt:11.11.2004.

5.The Authorised Share Capital of the company was increased from Rs.130 crs to Rs.655 Crs at the Extra Ordinary General Meeting of the company held on dt: 05.07.2002.

TRANSFER AND TRANSMISSION OF SHARES OR DEBENTURES

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| Transfer and Transmission of Shares or Debentures | 8. | The right of members or debenture holders to transfer their Shares or Debentures shall be subject to the provisions of Part IV of the Act, and the Board may, in their discretion, refuse to register a transfer of share or debenture, subject to applicable provisions of law. |
| Register of Transfers | 9. | The Company shall keep the Registers for Transfer of Shares and for Transfer of Debentures and therein enter the particulars of transfers or transmission of any Share or Debenture. |
| Execution of Transfer | 10 | The instrument of transfer of any share or debenture in the Company shall be executed both by the transferor and transferee, and the transferor shall be deemed to remain holder of the share or debenture until the name of the transferee is entered in the Register in respect thereof. |
| Transmission of Shares etc., | 11 | Nothing contained in Article 8 and Article 10 shall prejudice any power of the Company to register as Shareholder or debenture holder, any person to whom the right to any share or debenture in the Company has been transmitted by operation of law. |

INCREASE, REDUCTION AND ALTERATION OF CAPITAL

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| Increase of Capital | 12 | Subject to the provisions of the Act, the Company in a General Meeting, may increase the Share Capital by such sum to be divided into Shares of such amount as the resolution shall prescribe. |
| New Shares | 13 | New Shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the General Meeting resolving upon the creation thereof shall direct. Provided that no Shares (not being preference shares) shall be issued carrying voting right or rights in the Company as to payment of dividend, repayment of Capital or otherwise, which are disproportionate to the rights attaching to the holders of other shares(not being preference shares). |
| When Shares to be offered to existing members | 14 | The new Shares (resulting from an increase of Capital as aforesaid) may be issued, allotted or disposed of in accordance with the provisions of Article 5. |

- When shares to be part of original Share Capital 15 Except so far as otherwise provided by the condition of issue or by these Articles, any Capital raised by the creation of new shares shall be considered part of the original Capital and shall be subject to the provisions herein contained with reference to the payment of calls and installments, transfer and transmission, forfeiture, lien, surrender, voting and otherwise.
- Reduction of Capital 16 Subject to the provisions of sections 100 to 104 of the Act, the Company may from time to time, by special resolution, reduce its capital by paying off capital or canceling capital which has been lost or is not represented by available assets or is superfluous or by reducing the liability on the Shares or otherwise as may seem expedient and Capital may be paid off upon the footing that it may be called up again or otherwise and the Board may, subject to the provisions of the Act, accept surrender of shares.
- Sub-division and consolidation of Shares 17 The Company in General Meeting may from time to time sub-divide consolidate its Shares or any of them and exercise any of the other powers conferred by sub-section (i) (a) to (e) of section 94 of the Act and shall file with the Registrar such notice in exercise of any such powers as may be required by the Act.
- Power to Borrow 18. Subject to the provisions of section 292 of the Act, the Board may, by means of a resolution passed at a meeting of the Board from time to time, borrow and /or secure the payment of any sum or sums of money borrowed or to be borrowed, for the purpose of the Company.
- Issue of Shares at premium, discount etc. 19. Subject to the provisions of sections 78 and 79 of the Act, Shares may be issued at a premium., discount or otherwise and with any special privileges, as to redemption, surrender, drawing and allotment of Shares.

GENERAL MEETINGS

- Notice of General Meetings 20. At least twenty one clear days notice in writing specifying the place, day and hour of general meetings with a statement of business to be transacted at the meeting shall be served on every member in the manner provided by the Act, but with the consent, in writing, of all the members entitled to receive notice of such meeting, any General Meeting may be convened by such shorter notice and in such manner as those members may think fit.
- Omission to give notice not to invalidate a resolution passed. 21. The accidental omission to give notice or the non-receipt thereof by any member shall not invalidate any resolution passed at by such meeting.

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| Quorum for General Meeting | 22. | The quorum for a General Meeting of the Company shall be five members present in person. |
| Chairman of General Meeting | 23. | At every General Meeting, the Chairman, of the Board of Directors shall be entitled to take the Chair but if the Chairman is not present within fifteen minutes after the time appointed for holding such meeting, the members present shall choose any other Director as Chairman for such meeting and if no Director shall be present or if all the Directors present decline to take the Chair, then the members present shall choose one of the members to be the Chairman for such meeting. |
| Chairman's decision conclusive | 24. | The Chairman of any meeting shall be the sole judge of the validity of every vote tendered at such meeting. The Chairman present at the taking of a poll shall be the sole judge of the validity of every vote tendered at such poll. |
| Votes of Members | 25. | Every Member entitled to vote and present in person or by proxy shall have one vote on a show of hands and upon a poll one vote for each Share held by him. The Chairman shall have a casting or second vote in case there is any equality of votes at the General Meeting. |
| Vote in respect of deceased member | 26. | Any person entitled to any right, title, or interest in any of the Shares of the Company, by virtue of transmission of Shares to him, may vote at a General Meeting in respect of such Shares as if he was the registered holder of such Shares provided that at least 72 hours before the time of holding the meeting or adjourned meeting as the case may be, at which he proposes to vote, he shall satisfy the Directors of his right, unless Directors shall have previously admitted his right to vote at such meeting in respect thereof. |
| Company not bound to recognize any interests in shares other than that of the registered holders | 27. | Save as herein otherwise provided, the Directors shall be entitled to treat the person whose name appears on the register of members as the holder of Share as the absolute owner thereof and accordingly shall not (except as ordered by a court of competent jurisdiction or as by law required) be bound to recognize any benami, trust, equitable, contingent or other claim to or interest in such Share on the part of any person whether or not they shall have express or implied notice thereof. |

BOARD OF DIRECTORS

- Business of the Company 28. Subject to the provision of the Act, the business of the Company shall be managed by a Board of Directors.
- Number of Directors 29. *The number of Directors of the Company shall be not less than 3 (three) and not more than 15 (Fifteen). The Directors shall not be required to hold any qualification shares. The first directors of the Company are
- (i) **Sri. A.K. Kutty**
 - (ii) **Sri. P.M.K. Gandhi**
 - (iii) **Sri. D. Prabhakar Rao**
- Appointment of Board of Directors 30. (a)(i) Subject to the applicable provisions of the Act and to Article 30 (d), the Board may appoint one or more of the members of the Board to the office of the Managing Director.
- The Board, subject to applicable provisions of the Act, may entrust to and confer upon the Managing Director any of the powers exercisable by it upon such terms and conditions and with such resolutions, as it may think fit and either collaterally with or to the exclusion of its own powers and may from time to time revoke, withdraw, alter or vary all or any of such powers.
- (ii) The Directors may be paid such salary and /or allowances as may be determined by the Board of Directors and such reasonable additional remuneration as may be fixed by the Board may be paid to any of the Directors for extra or special services rendered by him.
- (b) The Chairman shall be appointed by the Board of Directors subject to such terms and conditions as may be determined by the Board of Directors.
- (c) In addition to the remuneration payable to the Directors in pursuance of the Act or of paragraph (a)(ii) of this Article 30, the Directors may be paid such sums as the Board may fix from time to time for travelling and other expenses incurred by them in attending and returning from any meeting of the Board of Directors or any committee thereof or general meeting of the Company or in connection with the business of the Company. In addition, the Directors who attend any Board meeting may be paid such sitting fee as may be fixed by the Board from time to time.

Note: 1. The number of directors of the company was increased from 12 to 15 at the Extra ordinary General Meeting of the company held on 11.08.2023.

*(d) Subject to the provisions of the Act, so long as the entire issued share capital of the Company is beneficially owned by Government of Telangana. Government of Telangana shall have the right to nominate and appoint all the Directors and to fill any vacancy which may arise as a result of any Director ceasing to hold office for any reason whatsoever and Government of Telangana shall have the right to nominate and appoint one or more of the Directors to the office of Chairman and /or Managing Director for such term and on such remuneration and/or allowances as it may think fit.

Certain persons not to be appointed as Directors

31. The office of a Director shall become vacant if,

(a) he is found to shall become vacant if, mind by a Court of Competent jurisdiction;

(b) he applies to be adjudicated an insolvent;

(c) he is adjudged as an insolvent;

(d) he is convicted by a Court in India for any offence and is sentenced in respect thereof to imprisonment for not less than six months;

(e) he fails to pay any call in respect of shares of the Company held by him whether along or jointly with others within six months from the last date fixed for payment of the call;

(f) he absents himself from three consecutive meetings of the Board of Directors or from all meetings of the Board for a continuous period of three months, whichever is longer without obtaining leave of absence from the Board;

(g) he or any firm in which he is a partner or any private Company of which he is a Director, accepts a loan or any guarantee or security for a loan from the Company;

(h) he fails to disclose the nature of his concern or interest in any contract or arrangement or proposed contract or arrangement entered into by/ or on behalf of the Company as required under Section 299 of the Act;

(i) he becomes disqualified by order of the Court under Section 203 of the Act;

(j) he is removed in pursuance of Section 284 of the Act;

Note: 1. The clause 30(d) was altered at the EGM held on 18.06.2014
2. The clause 30(d) was altered at the EGM held on 23.09.2005
3. The clause 30(d) was altered at the EGM held on 11.11.2004

Provided, that, no Director shall vacate his office merely by reason of his becoming a member of the company which has entered into contract with or done any work for the Company of which he is a Director but a Director but a Director shall not vote in respect of any such contract or work and if he casts his vote, his vote shall not be counted.

Disqualification referred to in sub-clauses (c) (d) and (i) above shall not take effect:-

(a) for thirty days from date of adjudication, sentence or order.

(b) Where any appeal or petition is preferred within the thirty days aforesaid against the adjudication or conviction resulting in the sentence or order until the expiry of seven days from the date on which such appeal or petition is disposed of.

(c) Where within the seven days aforesaid any further appeal or petition in respect of adjudication, sentence, conviction or order and the appeal or petition if allowed would result in the removal if the disqualification until such further appeal or petition is disposed of.

Special position of
Managing Directors

32. A Managing Director, if he ceases to hold the office of Director, shall ipso facto and immediately cease to be a Managing Director.

Alternate Director(s)

33. The Board of Directors may, from time to time appoint alternate director(s), to act for Director(s), in terms of Section 313 of the Act.

PROCEEDINGS OF THE MEETING OF BOARD OF DIRECTORS

Meeting of Directors

34. The Directors may meet together as a Board for the disposal of business from time to time and unless the Central Government by virtue of the provisions of section 285 of the Act otherwise directs shall so meet at least once in every three calendar months and at least four such meetings shall be held in every year. The Directors may adjourn and otherwise regulate their meetings as they think fit.

Notice of Meeting

35. Notice of every meeting of the Board shall be given in writing to every Director at his usual address.

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| Quorum | 36. Subject to the provisions of section 287 of the Act, quorum for a meeting of the Board shall be one third of its total strength (excluding Director, if any, whose places may be vacant at the time) or three directors, whichever is greater, provided that in calculating the said one-third any fraction of a number shall be rounded off as one. |
| Adjournment of meeting for want of quorum | 37. If a meeting of the Board could not be held for want of a quorum then the meeting shall stand adjourned to such other time as may be fixed by the Chairman. Where the Chairman does not adjourn the meeting to a specified date, then the meeting so called shall lapse and shall be treated as cancelled and shall be deemed not to have been called or held. |
| When meeting to be convened | 38. A Director may at any time and the Secretary of the Company shall on the request of a Director convene a meeting of the Board by giving a notice in writing to every Director at his usual address. Notice may be given by telegram or facsimile or other comparable means to a Director who has his usual address outside the State of Telangana. |
| Chairman | 39. The Directors may from time to time elect from among the Board of Directors, a person as Chairman of the Board. If at any convened meeting of the Board, the Chairman is not present within fifteen minutes after the time appointed for commencing the proceedings, the Directors may choose one of the Directors present to be the Chairman of such meeting. |
| Delegation of power by the Board | 40. Subject to the restrictions contained in section 292 and other applicable provisions of the Act, the Board may appoint any committee of Directors and delegate any of Board's powers to the Managing Director or Chairman of the Company or to any committees of the Board consisting of such members of the Board of Directors. The Board may also, from time to time, modify the composition of any such committee, or dissolve any such committee. The Board may also, from time to time, modify or revoke the authority conferred on any such committee. Any such person, or the committee to whom the authority has been conferred, shall be bound by the terms that may be imposed by the Board from time to time, in discharging their functions. |

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| Resolution by Circulation | 41. No resolution shall be deemed to have been duly passed by the Board or by a Committee of the Board thereof by circulation unless the resolution has been circulated in draft, together with the necessary papers, if any, to all the Directors or to all the Members of the Committee as the case may be, and has been approved by such Directors or members of the Committee or by a majority of them as are entitled to vote on the said resolution. |
| Acts of Board or Committees valid notwithstanding defective appointment | 42. All acts done by any meeting of the Board or by a committee of the Board or by any person acting as a Director shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Directors or persons acting as aforesaid, or that they or any of them were disqualified or had vacated office or that the appointment of any of them had been terminated by virtue of any provisions contained in the Act or in these Articles, be as valid and effective as if every such person had been duly appointed, and was qualified to be a Director and has not vacated his office or his appointment had not been terminated. Provided that nothing in this Article shall be deemed to give validity to acts done by a Director after his appointment has been shown to the Company to be invalid. |
| Minutes of proceedings of the Board etc. | <p>43. (1) The Company shall cause minutes of all proceedings of every meeting of the Board, any committee of the Board and of the members to be kept in accordance with section 193 of the Act.</p> <p>(2) The minutes of each such meeting shall contain a fair and correct summary of the proceedings there at.</p> <p>(3) All appointments of officers made at any of the meetings aforesaid shall be included in the minutes of such meeting.</p> <p>(4) The minutes of the Board and of any committee of the Board shall also mention details of:-</p> <ul style="list-style-type: none"> (a) the names of the Directors present at the meeting; (b) all orders made by the Board or committee of the Board; and (c) in the case of each resolution passed at the meeting, the name of the Director, if any, dissenting from, or not concurring with the resolution. <p>(5) Nothing contained in sub-clause (1) to (4) shall be deemed to require the inclusion in any such minutes of</p> |

any matter which in the opinion of the Chairman of the meeting:-

- (a) is or could reasonably be regarded as, defamatory of any person.
- (b) is irrelevant or immaterial to the proceedings.
- (c) is detrimental to the interests of the Company.

(6) The Chairman shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the grounds specified in sub-clause(5) above.

(7) Minutes of meetings kept in accordance with the aforesaid provisions shall be evidence of the proceedings recorded therein.

Powers of Directors

44. Subject to the provisions of the Act, the Board of Directors of the Company shall be entitled to exercise all such powers, and to do all such acts and things as the Company is authorized to exercise and do. Provided that

(i) the Board shall not exercise any power or do any act or thing which is directed or required, whether by this Act or by any other enactment or by the Memorandum or Articles of the Company, or otherwise, to be exercised or done by the Company in General Meeting; and

(ii) in exercising any such power or do any act or thing, the Board shall be subject to the provisions contained in that behalf in the Act or any other enactment or in the Memorandum or Articles of the Company, or in any regulations not inconsistent therewith and duly made there under, including regulations made by the Company in a General Meeting; and

(iii) no regulations made by the Company in a General Meeting shall invalidate any prior act of the Board which would have been if that regulation had not been made.

Certain powers of the Board

45. Subject to the provisions of the Act, and without prejudice to the general powers conferred under Article 45 it is here by declared that the Board of Directors shall have the following powers namely:-

- (1) to pay the costs, charges and expenses preliminary and incidental to the formation, promotion, establishment and registration of the Company.
- (2) to purchase or otherwise acquire for the Company any property, rights or privileges which the Company is

authorized to acquire, at such price or consideration and generally on such terms and conditions as the Board may think fit and in any such purchase or acquisition to accept such title as the Directors may believe or may be advised to be reasonably satisfactory.

- (3) to pay for any property, rights or privileges acquired by or services rendered to the Company, either wholly or in part, in cash or mortgages, and any such mortgages may be either specifically charged upon all or any part of the property of the Company and its uncalled capital.
- (4) to secure the fulfillment of any contracts of engagements entered into by the Company, by mortgage or charge of all or any of the property of Company and its uncalled capital for the time being or in such manner as they may think fit.
- (5) to accept from any member so far as may be permissible by law, surrender of his shares or any part thereof, on such terms and conditions as may be decided by the Board.
- (6) to appoint any person to accept and hold in trust for the Company any property belonging to the Company, or in which it is interested or for any other purposes and to execute and to do all such deeds and things as may be required in relation to any such trust and to provide for the remuneration of such trustee or trustees.
- (7) to institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its officers or otherwise concerning the affairs of the Company and also to compound and allow time for payment or satisfaction of any debts due and of any claims or demands by or against the Company and to refer any differences to arbitration either according to Indian law or according to foreign law and either in India or abroad and observe and perform or challenge any awards made thereon.
- (8) to make and give receipts, release; old other discharges for moneys payable to the Company and for the claims and demands of the Company;
- (9) subject to the applicable provisions of the Act, to invest and deal with any monies of the Company not immediately required for the purposes thereof, upon such security or without security and in such manner as they may think fit, and from time to time to vary or realize such investments.

- (10) to execute in the name of and on behalf of the Company, in favour of any Director or other persons who may incur or be about to incur any personal liability whether as principal or surety, for the benefit of the Company, such mortgages of the Company's property (present and future) as they may think fit and any such mortgage may contain power of sale and such other powers, provisions, covenants and agreements as shall be agreed upon by the Board.
- (11) to determine from time to time who shall be entitled to sign on the Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts and documents and to give the necessary authority for such purpose.
- (12) to create and from time to time subscribe or contribute to provident fund and other associations, institutions, funds or trusts and by providing or subscribing or contributing towards places of instructions and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Board shall think fit; and subject to the provisions of sections 293(1)(e) and 293 A of the Act to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or objects which shall have any moral or other claim to support or aid by the Company, either by reason of locality of operation or of public and general utility or otherwise.
- (13) before recommending any dividend, to set aside out of the profits of the Company, such sums as they may think proper towards any fund or account including without limitation, depreciation fund, an insurance fund, reserve fund, sinking fund or any special fund to meet contingencies, or towards redemption of any debentures or debenture stock, or for special dividends, or for equalizing dividends, or for repairing, improving, extending and maintaining any of the property of the Company, or for such other purposes as the Board may in their absolute discretion, think conducive to the interest of the Company. Subject to the provisions of section 292 of the Act, till such time the amounts so set aside are required for specified purposes, to invest the several sums so set aside or so much thereof as required to be invested upon such investments (other than shares of the Company) as they may think fit, and from time to time to deal with or vary such investments and dispose of and apply and expend all or any part thereof for the benefit of the Company, in such

manner and for such purposes as the Board in their absolute discretion, think conducive to the interest of the Company.

- (14) to appoint and at their discretion remove or suspend such officers, secretaries, assistants, supervisors, scientists, technicians, engineers, consultants, legal, medical or economic advisors, research workers, labourers, clerks, agents and servants for permanent, temporary or special services as they may from time to time think fit, and to determine their powers and duties and fix their salaries, or emoluments or remuneration, and to acquire security in such instances for such amounts as they may think fit.
- (15) at any time and from time to time by Power of Attorney under the seal of the Company, or otherwise to appoint any person or persons to be the authorized attorney or attorneys of the Company, for such purposes and with such powers, authorities and discretion and for such period and subject to such conditions as the Board may from time to time think fit, and any such Power of Attorney may contain such powers for the protection or convenience of persons dealing with such attorneys as the Board may think fit and may contain powers enabling any such delegates or attorneys as aforesaid to sub-delegate all or any of the powers, authorities and discretion for the time being vested in them.
- (16) to enter into all such negotiations and contracts and rescind and vary all such contracts, and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient.
- (17) to make, vary and repeal the regulations of the business of the Company, Board, any committee of the Board, any officers or servants of the Company.
- (18) to do all such acts, matters and things deemed necessary, proper or expedient for carrying on the business of the Company except only such acts, matters or things as by the Act or by any other enactment or these Articles or otherwise expressly directed to be exercised by the Company in a general meeting.

- 45A *The Government of Telangana may from time to time issue orders on instructions for regulating the activities of the Company and in particular appoint committees to advise and instruct the management with a view to ensure harmonious working of the Southern Power Distribution Company of Telangana Ltd, Northern Power Distribution Company of Telangana Ltd., and Transmission Corporation of Telangana Limited.”

SECRETARY

Secretary

46. Subject to the provisions of section 383 A of the Act, the Board may from time to time, appoint an individual as the Secretary of the Company for such term and at such remuneration and upon such conditions as it may think fit and the Secretary so appointed may be removed by the Board.

THE SEAL

The Seal and its custody

47. (a)The Board of Directors shall provide a seal for the Purposes of the Company and shall have power from time to time to destroy the same and substitute a new seal in lieu thereof. The Board of Directors shall provide the safe custody of the seal.

(b)Subject to any applicable statutory or legal provision, the Seal of the Company shall not be affixed to any instrument except by the authority of resolution of the Board or a Committee of the Board in that behalf and except in the presence of at least one Director as the Board may specify for that purpose and such Director shall sign every instrument to which the seal of the Company is so affixed in his presence.

DIVISION OF PROFITS AND DIVIDEND

Division of profits

48. The profits of the Company available for payment as dividend may be paid to the members, subject to any special rights relating thereto created or authorized to be created by these Presents with the approval of the Board of Directors.

Note: 1. The Clause 45A was inserted at the Extra ordinary General Meeting of the company held on 10.11.2005.
2. The Clause 45A was amended at the Extra ordinary General Meeting of the company held on 18.06.2014.

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| Declaration of dividend | 49. The Company in General Meeting may declare a dividend to be paid to the members according to their respective rights and interest in the profits and may fix the time for payment but no dividend so declared by the Company shall exceed the amount or percentage recommended by the Board. |
| Interim Dividend | 50. The Directors may from time to time pay to the Members such interim dividends as in their judgement the financial position of the Company justifies. |

ACCOUNTS

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| Inspection by members of accounts and books of the company | 51. The Directors shall from time to time determine whether and to what extent and at what time and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of the members (not being Directors) and no member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by the law or authorized by Board or by the Company in general meeting. |
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AUDIT

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| Accounts to be audited annually | 52. The Accounts of the Company shall be audited by the auditors of the Company, in terms of the applicable provisions of the Act. |
| Appointment of Auditors | <p>53. So long as the provisions of section 617 of the Act applies to the Company, the auditor or auditors of the Company shall be appointed or re-appointed on the advice of Comptroller and Auditor General of India in accordance with the provisions of section 619 of Act.</p> <p style="padding-left: 20px;">The Comptroller and Auditor General of India shall have Power.</p> <p>(i) To direct the manner in which the Company's account shall be audited by the auditor or auditors appointed in pursuance of this Article 53 and to give such auditor or auditors instructions in regard to any matter relating to the performance of his or their functions as such.</p> |

- (ii) To conduct a supplementary or test audit of the company's accounts by such person or persons as he may deem fit on his behalf and for the purpose of such audit to require information or additional information to be furnished to any person or persons and in such form as the Comptroller and Auditor General may, by general special order, direct.
- (iii) The auditor or auditors aforesaid shall submit a copy of his or their audit report to the Comptroller and Auditor General of India who shall have the right to comment upon or supplement the audit report in such manner as he may think fit.
- (iv) Any such comment upon, or supplement to such report of the auditors of the Company shall be placed before the Annual General Meeting of the Company in the same manner as the report of the auditors of the Company.

Auditor's right to attend meeting

54. The Auditors of the Company shall be entitled to receive notice of and to attend any General Meeting of the Company at which any accounts which have been examined or reported on by them are to be laid before the General Meeting of Company and may make any statement of explanation they desire with respect to the accounts.

When accounts to be deemed finally settled

55. Every account of the Company when audited and approved by an annual general meeting shall be conclusive.

NOTICE

Notice on persons acquiring Shares on death or insolvency of Members

56. A notice may be given by the Company, to the persons entitled to any Share in consequence of death or insolvency of a member, by sending it through the post in prepaid letter, addressed to them by name or by the title or as representative of the deceased or assignee of the insolvent or by any like description at the address if any, in India supplied for the purpose by the persons claiming to be so entitled or until such an address has been so supplied, by giving the notice in any manner in which the same might have been given if the death or insolvency has not occurred.

- Distribution of assets 57. If the Company shall be wound up and the assets available for distribution among the members as such shall be insufficient to repay the whole of the paid up capital, such assets shall be distributed so that, as nearly as may be the losses shall be borne by the members in proportion to the capital paid up at the commencement of the winding up, on the Shares held by them respectively. And if in winding up, the assets available for distribution among the members shall be more than sufficient to repay the whole of the paid up capital, such assets shall be distributed amongst the members in proportion to the original paid up capital as the shares held by them respectively. But this clause is to be without prejudice to the rights of the holders of shares issued upon special terms and conditions.

SECRECY

- Secrecy 58. No member shall be entitled to visit or inspect the Company's works without the permission of a Director or to require discovery of or any information respecting any details of the Company's trading or any matter which is or may be in the nature of a trade secret or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Directors, will not be in the interest of the Company.

INDEMNITY AND RESPONSIBILITY

- Directors and others 59. (i) Subject to the provisions of section 201 of the right to Indemnity Companies Act, 1956, every director, manager, auditor, secretary or other officer or employee of the Company shall be indemnified by the Company against, and it shall be the duty of the directors, out of the funds of the Company, to pay all costs, losses and expenses (including traveling expenses) which any such director, manager, auditor, secretary, or other officer or employee may incur or become liable to by reason of any contract entered into, or act or deed done by him or them, as such directors, manager, auditor, secretary or other officer or employee or servant or in any other way in discharge of his duties and the amount for which such indemnity is provided shall immediately attach as a lien on the property of the Company and have priority as between the members over all other claims;

(ii) subject to the above, every director, manager, officer, or other employee of the Company shall be indemnified against any liability incurred by him or them in defending any proceedings whether civil or criminal in which judgment is given in his or their favour or in which he or they are acquitted or in connection with any application under section 633 of the Act in which relief is given to him or them by the Court.

Not responsible for 60.
acts of others

Subject to the provisions of section 201 of the Act, no director, manager, or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other director or officer for joining in any receipt or other act for the sake of conformity or for any loss or expenses happening to the Company through insufficiency or deficiency of title to any property acquired by order of the Director for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested or for any loss or damage arising to the bankruptcy insolvency, or tortuous act of any person, company or corporation with whom any money, securities or effects shall be entrusted or deposited or for any loss occasioned by an error of judgment or over sight on his or their part or for any other loss or damage or misfortune whatever which shall happen in the execution of the duties of his or their office or in relation thereto unless the same happens through his own dishonesty.

Sl. No.	Name of subscriber, address description and occupation, and Signature	Signature of witness and their address and description and occupation
1	Sri. V.S. Sampath S/o Sri V.S. Sundaram Principle Secretary to Govt of AP Energy Department Secretariat, Hyderabad Sd/-	K A Sastry Chartered Accountant S/o. Dr. K V Rao Kishore & Sastry Chartered Accountants 11 & 12, Amrutha Mall, Somajiguda, Hyderabad - 500 016 Sd/-
2	Sri. A.K. Kutty S/o Sri Sankaran Kutty CMD, APTRANSCO Vidyut Soudha, Hyderabad Sd/-	
3	Sri. D. Prabhakara Rao S/o. Sri D. Pashupathi Rao Director/Finance, APTRANSCO Vidyut Soudha, Hyderabad Sd/-	
4	Sri. Gopalachary S/o . Late Sri Kistachary Director/Transmission, APTRANSCO Vidyut Soudha, Hyderabad Sd/-	
5	Sri V. Ramakrishna Rao S/o. Late Sri V. Rama Rao Director/Commercial, APTRANSCO Vidyut Soudha, Hyderabad Sd/-	
6	Sri Y.G.K. Moorthy S/o. Late Sri Y. Umamaheswara Rao Director/Technical, APTRANSCO Vidyut Soudha, Hyderabad Sd/-	
7	Sri P M K Gandhi S/o. Late Sri P. Venkatadriyya, Director/Distribution & HRD, APTRANSCO Vidyut Soudha, Hyderabad Sd/-	
8	Sri K. Ranganatham S/o. Late K. Manuswamy Naidu, Director/Distribution & Projects APTRANSCO Vidyut Soudha, Hyderabad Sd/-	
9	Sri N. Biksham S/o Late Sri N. Narsaiah Director/Distribution & RE, APTRANSCO Vidyut Soudha, Hyderabad Sd/-	
	Total	

Place: Hyderabad

Date: 30/03/2000

The Subscribers to the Memorandum and Articles of Association have been nominated by the APTRANSCO Board during its Seventeenth Board Meeting held on 27/03/2000.



SOUTHERN POWER DISTRIBUTION COMPANY OF TELANGANA LTD.

(A Govt. of Telangana Undertaking)

(Formerly Central Power Distribution Company of Andhra Pradesh Ltd.)

Corporate Office, 6-1-50, Mint Compound :: Hyderabad-63(Telangana State, India)

CIN U40109TG2000SGC034116

Memo.No.JS(IR&L)/GM(IR&L)/AS(IR&Reg.)/PO(IR&Reg.)/65-J/2014, Dt:18.05.2024

Sub:-TGSPDCL – IR & Regulations – Official abbreviation for the Telangana adopted by the Government of India is TG - Replacement of all references to "TS" with "TG" in the nomenclature of all State PSUs, Agencies, Autonomous Institutions and any other Government bodies - Instructions issued by Govt. of Telangana – Similar Instructions – Issued.

- Ref:- 1. C.O.O.(CGM-HRD)Ms.No.314, Dated:30.05.2014.
2. Memo. No.CGM(HRD)/GM(IR&L)/AS(IR)/PO(IR)/65-J3/2014, dt:20.06.2014.
3. Memo No. 605/OP/2024 Energy (OP) Department dt:18.05.2024.

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In the reference 1st cited, consequent on bifurcation of the State of Andhra Pradesh into two States i.e., Telangana and Andhra Pradesh, w.e.f., 02.06.2014, orders were issued changing the name of the Company from Central Power Distribution Company of Andhra Pradesh Limited to "Southern Power Distribution Company of Telangana Limited".

2. In the reference 2nd cited, instructions were issued to write TSSPDCL in short form for Southern Power Distribution Company of Telangana Limited.

3. The Energy (OP) Department, Govt. of Telangana vide reference 3th cited has informed that the official abbreviation for Telangana adopted by the Government of India is TG. Accordingly, it has been decided to adopt TG as the Official abbreviation at the state level with immediate effect. Orders were issued to all State PSUs, Agencies, Autonomous Institutions and other Govt. bodies to replace references of "TS" with "TG" in their nomenclature.

4. After careful consideration, it is decided to change the short name of **Southern Power Distribution Company of Telangana Limited** as **"TGSPDCL"** and further to use the revised LOGO in all **Official correspondences**.

5. Hence, all the Chief General Managers, Joint Secretary (IR&L) and all the Superintending Engineers of TGSPDCL are hereby directed to change the short name of **Southern Power Distribution Company of Telangana Limited** as **TGSPDCL** and also to use the revised Logo in all Official documents.

Encl: LOGO.

**MUSHARRAF FARUQUI, I.A.S.,
CHAIRMAN & MANAGING DIRECTOR.**

To

All Chief General Managers /TGSPDCL/_____

All Superintending Engineers /TGSPDCL/_____

The Joint Secretary (IR&L)/TGSPDCL/Corporate Office/Hyderabad.

} With a request to
Communicate all
the Employees

Contd.P.2

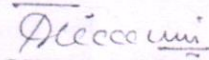
Copy Submitted to:

- The Principal Secretary/Energy Dept.,/Govt. of Telangana/DR.BR Ambedkar
Telangana Secretariat/Hyderabad for favour of information.
- The CMD/TGTRANSCO/Vidyut Soudha/Khairatabad/Hyderabad for favour of
information.
- The Joint Secretary to Govt. (Co-ordination),GAD, Room No.20,5th Floor, DR.
BR Ambedkar Telangana Secretariat/Hyderabad for favour of information.

Copy to:

- SPS to Chairman and Managing Director/TGSPDCL.
- PS to Chairman & Managing Director/TGTRANSCO/Hyderabad.
- PS to Chairman & Managing Director/TGNPDCL/Warangal.
- PA to all Directors/TGSPDCL/Hyderabad.
- PA to Chief Vigilance Officer/TGSPDCL/Hyderabad – For Information.
- The Chief General Manager(IT)/TGSPDCL –With a request to change the short
name as TGSPDCL in all Official websites.
- All General Managers/TGSPDCL
- The Pay Officer /TGSPDCL.
- The Company Secretary/TGSPDCL/ Corporate Office/Hyderabad.
- All Divisional Engineers/TGSPDCL.
- The Asst. State Public Information Officer/TGSPDCL/Hyderabad.
- All the Assistant Secretaries/TGSPDCL.
- All Sections of Corporate Office/TGSPDCL.
- All the Employees/TGSPDCL.
- Stock file.

// FORWARDED :: BY ORDER //


PERSONNEL OFFICER



**GOVERNMENT OF TELANGANA
ABSTRACT**

Energy Department - Formation of Third DISCOM – Approval - Modalities –
Orders – Issued – Reg.

Energy (POWER.I) Department

G.O.Ms.No.44

Dated.17.12.2025

ORDER:

Telangana's Power Distribution Sector is managed by two distribution companies Southern Power Distribution Company of Telangana Ltd (SPDCL) & Northern Power Distribution Company of Telangana Ltd (NPDCL). SPDCL handles electricity distribution for 15 Districts and NPDCL handles electricity distribution for 18 Districts in the State of Telangana.

2. Government of Telangana is committed to providing free & subsidized electricity to specific categories such as agriculture and other categories. Due to the gap between the Average Billing Rate (ABR) and the Average Cost of Service (ACoS), the financial position of TGDISCOMs has deteriorated over time.
3. This precarious financial position of the DISCOMs severely limits their ability to secure funding for developmental initiatives. It also restricts their participation in critical infrastructure programs such as the Revamped Distribution Sector Scheme (RDSS). Consequently, the DISCOMs are facing challenges to implement essential system upgrades needed to ensure reliable and quality power supply to consumers across the State.
4. To address the said concern and to improve the electricity supply position of the State, the Government decided to set up a Third DISCOM in the State responsible for handling electricity retailing for specific consumer categories supported by Government.
5. Government of Telangana hereby approves the establishment of a third DISCOM in addition to the existing two DISCOMS- SPDCL and NPDCL in the State.
6. The detailed modalities for formation of the third DISCOM are Annexed to this Government Order.
7. The CMDs of TGSPDCL and TGNPDCL are requested to take further action accordingly in the matter.

(BY ORDER AND IN THE NAME OF THE GOVERNOR OF TELANGANA)

**NAVIN MITTAL
PRINCIPAL SECRETARY TO GOVERNMENT**

To,
The Chairman & Managing Director, TGTRANSCO/TGGENCO, Hyderabad
The Chairman & Managing Director, TGSPDCL/TGNPDCL, Hyderabad/Warangal
The Secretary, TGERC, Hyderabad
All the departments of Secretariat,
The Commissioner of Printing Press, Hyderabad (with a request to furnish 20 copies)

P.T.O

::2::

Copy to:

All the Collectors and District Magistrates.

P.S. to Spl. Secretary to Chief Minister

OSD to Hon'ble Deputy Chief Minister (Energy)

The OSD/P.S. to all the Hon'ble Ministers.

All the Special Chief Secretaries/Prl. Secretaries/Secretaries to the Government.

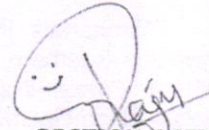
The G.A. (Cabinet) Department.

The VC&MD, TGREDO, Hyderabad.

The CEIG, Electrical Inspectorate Department, Hyderabad.

Sf/scs (C.No.1418/Power.I/2025)

//FORWARDED BY ORDER//


SECTION OFFICER

DETAILED MODALITIES FOR FORMATION OF THRID DISCOM**1. Legal Foundation**

Regulatory Provision: The third DISCOM for Telangana shall be incorporated under the provisions of Electricity Act 2003 which permits two or more licensees to operate in a same area under Section 14. The abstract of the said section is as follows *"Provided also that the Appropriate Commission may grant a licence to two or more persons for distribution of electricity through their own distribution system within the same area, subject to the conditions that the applicant for grant of licence within the same area shall, without prejudice to the other conditions or requirements under this Act, comply with the additional requirements (relating to the capital adequacy, credit-worthiness, or code of conduct) as may be prescribed by the Central Government, and no such applicant, who complies with all the requirements for grant of licence, shall be refused grant of licence on the ground that there already exists a licensee in the same area for the same purpose".*

2. Criteria for new DISCOM Formation

Section 12 of the Regulation 04 of 2016 (Distribution License Regulations of Telangana) defines the requirements for grant of license to an applicant for supply of electricity in the area of an existing Distribution licensee as follows:

'A person applying for grant of a licence for distribution of electricity through his own distribution system within the same area of supply of an existing Distribution Licensee shall, in addition to the provisions of Rules 4 to 11 of this Regulation, comply with "Distribution of Electricity Licence (additional requirements of Capital Adequacy, Creditworthiness and Code of Conduct) Rules, 2005" (known as Capital Adequacy Rules) issued by the Central Government.'

The credit worthiness requirements are defined by The Distribution of Electricity License (Additional Requirements of Capital Adequacy, credit worthiness & code of conduct) rules 2005.

- (1) *The appropriate commission shall, upon the receipt of an application for grant of license for distribution of electricity under sub-section (1) of section 15 of the Electricity Act,2003, decide the requirement of capital investment for distribution network after hearing the applicant and keeping in view of the size of the area of supply and the service obligation with that area in terms of section 43.*
- (2) *The applicant for grant of license shall be required to satisfy the Appropriate Commission that on a norm of 30% equity on cost of investment as determined under sub-rule (1), he including the promoters, in case the applicant is a company, would be in a position to make available resources for such equity of the project on the basis of net worth and generation of internal resources of his business including of promoters in the preceding three years after excluding his other committed investments.*

Legal Requirement	Relevant Clause	Compliance
Requirement of Own distribution network Infrastructure	Section 14, Electricity Act 2003	✓
Capital Adequacy & credit worthiness	Distribution of Electricity License (Additional requirements of capital adequacy, creditworthiness & code of conduct) rules 2005	✓
Code of Conduct		✓

Table 1: Criteria for DISCOM formation and compliance status

Contd...2

3. Jurisdiction: The jurisdiction of the third DISCOM shall be the entire State of Telangana.

Responsibilities of Third DISCOM

1. Extension of Supply to the consumer categories such as Agriculture, CPWS/Mission Bhagiratha, HMWSSB, LI Schemes & Municipal water connections with separate DTRs (LT VI-B)
2. Power purchase as per PPA share allocated.
3. Onboarding of new AGL connections.
4. Operation & Maintenance of assets under Third DISCOM (DTRs & LT Lines)
5. Accounting of Energy consumed through DTR Metering and consumer metering for lift irrigation, CPWS and HMWS.
6. Regulatory filing and compliance.
7. Ensuring reliable and quality supply of power to its consumers

Responsibilities of Incumbent DISCOMs

1. Supply up to interface point.
2. Operation & Maintenance of upstream assets to ensure reliable & quality supply of power

4. Key aspects of the Third DISCOM Formation

The following are the critical aspects of third DISCOM formation

- (1) Distribution Network Split & Metering
- (2) PPA Re-allocation
- (3) Re-allocation of Human Resources
- (4) Transfer of Assets & Liabilities
- (5) Consumers
- (6) Metering & Energy Settlement between DISCOMs

5 Consumers:

The third DISCOM shall be completely responsible for supplying electricity to the consumers of following categories.

- o Agriculture
- o Lift Irrigation Schemes (LIS)
- o Composite Protected Water Supply Scheme (CPWS)/ Mission Bhagiratha
- o Hyderabad Metropolitan Water Supply and Sewerage Board (HMWSSB)
- o Municipal water connections with separate DTRs (LT VI-B)

The third DISCOM shall be responsible for supply of electricity, billing (if any) and grievance redressal to the said consumer categories.

No of Consumers under 3 rd DISCOM	Existing		Proposed
	PGSPDCL	TENPDCL	3 rd DISCOM
Agriculture	15,26,876	13,78,903	29,05,779
Lift Irrigation Scheme (LIS)	192	297	489
HMWSSB	97	2	99
CPWS/ Mission Bhagiratha	423	709	1,132
Water connections with separate DTRs (LT VI-B)	350	289	639
Total Connections	15,27,938	13,80,200	29,08,138

Table 2: Number of consumers to be transferred to third Discom updated as on September '25. Actual number of consumers to be transferred will depend on the date of transfer.

Contd...3

6. Distribution Network Split & Metering:

Asset Transfer to Third DISCOM: The following assets shall be transferred to the third DISCOM

- I. Downstream of assets from the Agri DTR till the end consumption point. This would cover the Agri DTRs and LT Lines.

Table summarizes the value of assets that is proposed to be transferred to 3rd DISCOM

Particular	No of Agri DTRs	DTR Capacity (MVA)	Book Value of DTRs to be transferred to 3 rd DISCOM (Crs)
NPDCL	2,30,418	8,677	1,815
SPDCL	2,92,061	10,411	977
Total	5,22,479	19,088	~2,792

Table 3: Book value of Agri DTRs to be transferred to 3rd DISCOM as on Sep'25. Actual values will depend on the date of transfer

Particular	Length of Agri LT Lines	Book Value of LT Lines to be transferred to 3 rd DISCOM (Crs)
NPDCL	1,15,209	906
SPDCL	1,46,031	1,231
Total	2,61,240	~2,137

Table 4: Book value of Agri LT Lines to be transferred to 3rd DISCOM. Actual values will depend on the date of transfer

Total book value of assets to be transferred to the third DISCOM:~4,929 Crs.
Actual value will depend on date of transfer.

7. Cost of Implementation: The asset transfer shall be accompanied by the installation of Smart Meters on the LT side of Distribution Transformers (DTRs) to accurately account for the electricity consumption. Following table illustrates the cost involved in installation of Smart Meters in DTRs.

Particular	Unit	SPDCL	NPDCL	Total
No of DTRs Connected	Nos	2,92,061	2,30,418	5,22,479
Cost of Metering for DTRs	Crs	730	576	1,306

Table 5: Cost of implementation of DTR metering for DTRs. Actual values will depend on the date of transfer

Note: The cost of Smart Meter installation per DTR is considered at Rs 25,000.

8. Operation & Maintenance:

- o Assets transferred to the Third DISCOM shall be owned & operated by the Third DISCOM
- o For the above purpose, required manpower shall be transferred to the Third DISCOM from the incumbent DISCOMs.
- o Aggregate Revenue Requirement (ARR) for the above to be filed by the Third DISCOM.

The incumbent DISCOMs to levy Wheeling charges to the third DISCOM for the upstream infrastructure owned and operated by the incumbent DISCOMs to the extent that can be attributable to the third DISCOM as approved by the Hon'ble Commission.

Contd...4

9. PPA Allocation to Third DISCOM:

Currently, the existing PPAs with TGGENCO, CGS, IPPs, Inter-state solar are split between TGSPDCL and TGNPDCL in the ratio of 70.55% & 29.45% respectively. RE capacity within the state is allocated to the respective DISCOMs on geographic basis, i.e RE plant in TGSPDCL area is allocated to SPDCL and RE plant located in TGNPDCL area is allocated to TGNPDCL. In line with the existing methodology, the split of PPAs with among the three DISCOMs shall be on the following basis

- o The existing PPAs with the incumbent DISCOMs shall be vested with the three DISCOMs in the proportion of the energy requirement.
- o The share of allocation between the three DISCOMs shall be done on the proportion of Average energy consumption attributable to these DISCOMs in the last 5 years.
- o Existing PPAs with TGGENCO, CGS, IPPs, Inter-state solar, Inter-state Hydel to be split in the ratio of energy requirement.
- o Intra-state solar and NCEs to remain with the incumbent DISCOMs as they are allocated on geographical basis.
- o Upcoming additions in KUSUM & Indira Mahila Sakthi to be allocated to the third DISCOM for RPO compliance

The table summarizes the Energy consumption proportion attributable to the three DISCOMs in the last 5 years and accordingly the share of PPA split between them.

- o **Sales of SPDCL:** (All consumer category sales) – (Sales of Agri,LIS, HMWSSB, CPWS).
- o **Sales of NPDCL:** (All consumer category sales) – (Sales of agri,LIS, HMWSSB, CPWS).
- o **Sales of 3rd DISCOM:** Sales of Agri, LIS, HMWSSB,CPWS

To estimate the energy requirement, the above sales has been grossed up with the actual losses for the respective years. Going forward, any capacity additions planned under KUSUM and Indira Mahila Sakthi is proposed to be under the third DISCOM.

Sales (MU)	FY 21	FY 22	FY 23	FY 24	FY 25	Total (5 Yrs)	Share of Requirement
SPDCL	26,324	30,090	35,201	37,953	40,465	1,70,034	45%
NPDCL	8,959	9,443	9,866	10,345	11,107	49,720	13%
3 rd DDISCOM	28,828	28,877	29,307	34,544	35,218	1,56,775	42%

Table 6: Distribution of Energy Requirement across the DISCOMs

10. Human Resources:

The Third DISCOM shall be provided with manpower for administrative and Operation & Maintenance responsibilities. Required manpower for the Third DISCOM shall be transferred from the incumbent DISCOMs, TGGENCO and TGTRANSCO.

Contd....5

Following is the administrative manpower requirement for functioning of Third DISCOM

- Board of Directors, CMD
- Commercial, P&MM, Operations & Maintenance wing for issuing New Service Connections and coordination with DISCOMs
- Accounts wing: Preparing Financial statements, accounts and liaison with Government
- IT wing
- RAC and IPC wing for regulatory affairs and PPAs
- Company Secretary

Proposed manpower requirement for the Third DISCOM for performing Operation & Maintenance responsibility is as follows: -

Proposed manpower requirement for Third DISCOM	Manpower
Engineers	660
O&M staff & Artisans	1,000
Administrative staff (Accounts and P&G)	340
Total	2,000

Table 7: Man power requirement proposed for third DISCOM

The following manpower structure shall be there for the third DISCOM

- One CE for each of the existing DISCOMs area
- One SE for each erst while district excluding Hyderabad
- One DE for each district excluding metro zone
- One ADE for each operational division excluding non-agri divisions
- One AE for each operational sub-division excluding non-agri sub-divisions
- Team of SE,DE,ADE,AEs at the corporate level to support the CEs

To encourage the employees to opt for transfer to third DISCOM, promotions are proposed to be offered. Transfer of manpower to third DISCOM for Operation & Maintenance will ensure reliable and uninterrupted supply of electricity to the subsidized category of consumers. This will also create clear demarcation of responsibilities between the incumbents and third DISCOM.

The posts falling vacant in the incumbent DISCOMs due to such transfer to third DISCOM shall be removed.

Administrative Information: For the purpose of administrative activities, the following offices will be used by the third DISCOM in the order mentioned below

- I. TGDISCOMs
- ii. TGTRANSCO
- II. TGGENCO
- iii. Integrated District Offices Complex (IDOC)

Contd....6

11. Transfer of Assets & Liabilities

Transfer of Assets

Arrears: Existing arrears of TGDISCOMs corresponding the consumer categories such as LI Schemes, HMWS&SB, Mission Bhagiratha are proposed to be transferred to the 3rd DISCOM. Reallocation of Arrears from the select categories identified for transfer to the Third DISCOM will result in an overall reduction of 41,239 Crs from TGNPDCL and TGSPDCL put together. This will lead to a better financial status for the incumbent DISCOMs.

Department	Arrears as on 31 st July 25 in Crs		Arrears after Re-Allocation in Crs			
	TGSPDCL	TGNPDCL	Total	TGSPDCL	TGNPDCL	3 rd DISCOM
Lift Irrigation Schemes	10,573	12,354	22,926	-	-	22,926
HMWSSB	5,609	1,475	7,084	-	-	7,084
Mission Bhagiratha	3,220	2,752	5,972	-	-	5,972
Municipal Administration & Urban Development	1,748	635.93	2,383	1,748	636	-
Panchayat Raj & Rural Development Dept	3,309	2,356	5,665	3,309	2,356	-
Other State Govt. Departments	336.52	122.59	459.11	336.52	122.59	-
Central Govt & Central Govt Undertakings	897.94	10.96	908.9	897.94	10.96	-
TOTAL	25,692	19,706	45,398	6,291	3,125	~35,982

Table 8: Re-Allocation of Arrears with DISCOMs

The arrear data provided is as on 31st July'25. The actual arrear to be transferred will be taken as on the date of transfer.

Arrears proposed to be transferred to the third DISCOM.

Transfer of Liabilities:

Payables: Payables to State GENCO, STU and SCCL to be transferred to the third DISCOM.

	Status Quo	Post Re-Allocation	
	Current Payables or PP as on July 25	Incumbent DISCOMs	Third DISCOM
CGS	2,466	2,466	-
State GENCO	26,950	-	26,950
IPP & Others	2,281	2,281	-
Total Payable	31,697	4,747	~26,950

Table 9: Re-Allocation of Payables to GENCOs with DISCOMs on the basis of proportion of energy.

Contd....7

The payable data provided is as on 31st July'25. The actual payable to be transferred will be taken as on the date of transfer.

Loans: Loans with Government guarantees shall be transferred from existing DISCOMs to Third DISCOM based on below formula:

Loan amount to be transferred = (Value of Distribution Network Transferred) + (Government Receivables Transferred) – (Payables to GENCO, STU, SCCL Transferred)

Proposed Loan Split	SPDCL	NPDCL	Third DISCOM	Total
Working capital loan (Crs)	36,424	10,523	9,032	55,979
Capex loan (Crs)	4,251	2,667	-	6,918

Table 10: Loans transferred to Third DISCOM

The loan data provided is as on 31st July'25. The actual loan to be transferred will be taken as on the date of transfer.

Following table summarizes the total assets & Liabilities to be transferred to the third DISCOM.

The amounts equivalent to Government services arrears, power purchase true-ups approved, fuel charge adjustment amounts, cost of assets and other amounts due to DISCOMs by Government of Telangana, equivalent loan amounts and payable to the GENCOs will be transferred to the 3rd DISCOM.

Assets Transferred (In Crs)	Liabilities Transferred (In Crs)	
Government Receivables	Loans	Generators Payables
35,982	*9,032	26,950

Table 11: Summary of Asset & Liability transfer to 3rd DISCOM

The data provided is as on 31st July'25. The actual asset liability to be transferred will be taken as on the date of transfer.

12. Metering & Energy Settlement between DISCOMs

Total Energy consumption by the third DISCOM to supply their consumers between DISCOMs to be accounted by recording the electricity consumed at the point of connection between DISCOMs using Interface Meters.

- For Agri DTRs, the Smart meters installed at the LT side of Distribution Transformers (DTRs) shall be used as interface meters for accounting the consumption by 3rd DISCOM.
- For other categories such as HMWSSB, CPWS/Mission Bhagiratha, Lift irrigation (LI) Schemes, water works (LT VI-B), the consumer meters shall be used as the interface meters for estimation of energy consumption by the 3rd DISCOM.

Contd....8

The interface meters are proposed to be used for accounting the total energy consumed by the 3rd DISCOM and the Energy consumed by the consumers for billing purposes. The ownership of the meters will remain with the third DISCOM, and Smart Meter Reading will be done on monthly basis by both incumbent and third DISCOM. Responsibility of meter testing, maintenance and replacement wherever necessary will remain with the third DISCOM.

As per Central electricity Authority (Installation and Operation of Meters) (Amendment) Regulations, 2019 interface meters must be of 0.2S Accuracy class. To comply with the same, the Smart meters planned to be installed on DTRs should be of 0.2S Accuracy class. The existing meters with the other category connections such as LI Schemes, HMWSSB, CPWS/Mission Bhagiratha, Municipal water works (LT VI-B) to be upgraded for 0.2S accuracy.

13. Contours and timelines for Third DISCOM Formation: Preparatory Activities for segregation: TGDISCOMs will start the process of carving out the third DISCOM. TGDISCOM will target to complete the activities so as to enable the third DISCOM to commence operation from 1st April 2026. Some of the key steps are outlined below.

- **Asset Register:** TGDISCOMs will prepare an asset register with the composite details of Agricultural DTRs, downstream network including GFA, Age, Accumulated depreciation, etc. This includes conductors, support structures, insulators, Distribution Transformer, Meter boxes, fuses, etc.. TGDISCOMs will also account the GFA amount created by grants and amount attributable to debt & equity.
- **Employee Matters:** TGDISCOMs would estimate detailed employee requirement for the new entity and also other aspects such as service conditions, transferability and seniority list for the employees to be transferred. Based on the manpower requirement for the third DISCOM, employees would be transferred from TGSPDCL, TGNPDCL, TGGENCO, TGTRANSCO to the third DISCOM. The administrative positions currently present in incumbent DISCOMs will also be created for the third DISCOM. However, field level positions are proposed to be created based on the geographical distribution of the consumer categories under the third DISCOM. The number of staff is proposed to be employed in proportion of the network length, geographical area and number of consumers.
- **Governance Structure:** The existing BOD of TGDISCOMs is proposed to be in complete charge of the separation activity along with the Energy Department, Government of Telangana. Further, the BOD to take key decisions in consonance with the directions of the Commission if any.
- **Transfer Scheme:** The date on which the transfer would be made effective would be known as 'effective day'. Immediately before the effective day, assets & liabilities shall be transferred to the third DISCOM.
- **Preparation of Balance sheet:** Based on asset register and transfer scheme, TGDISCOMs would prepare separate balance sheets for the incumbent and the third DISCOMs as on the effective day by bifurcating the asset & liabilities with the incumbent and third DISCOMs.

NAVIN MITTAL
PRINCIPAL SECRETARY TO GOVERNMENT

GOVERNMENT OF TELANGANA
ABSTRACT

Energy Department - Formation of Third DISCOM under Companies Act 2013- Named as **"TELANGANA RYTHU POWER DISTRIBUTION COMPANY LIMITED" (TGRPDCL)** – Nomination of Directors and Share Holders– Orders - Issued.

=====

ENERGY (POWER.1) DEPARTMENT

G.O.Ms.No.4

Dated.11.03.2026

Read the following:

- 1) G.O.Ms.No.44, Energy (Power.1) Department, Dated 17.12.2025.
- 2) From the Chairman & Managing Director, TG SPDCL, Lr. No. CMD/ TGSPDCL/CS/D.NO.2/26, dated 30.01.2026.
- 3) G.O.Ms.No.290, G.A. (SPLA) Department, dated 25.02.2026.

ORDER:

In the reference 1st read above, Government have issued orders for establishment of a third DISCOM in addition to the existing two DISCOMs- TGSPDCL and TGNPDCL.

2. In reference 3rd read above, Government have issued orders for posting Sri Musharraf Ali Faruqui, IAS as Chairman and Managing Director, 3rd DISCOM (new).

3. In the circumstances reported by the CMD, TGSPDCL in the reference 2nd read above, and consequent upon orders issued in the reference 1st and 3rd read above, the Government hereby accord approval for the formation of a third DISCOM in the State.

4. The Government hereby notify the following for the purpose of incorporation of **"TELANGANA RYTHU POWER DISTRIBUTION COMPANY LIMITED" (TGRPDCL)** with Register of Companies under the Companies Act, 2013.

1. **Registered Office:** The Registered office for the **"TELANGANA RYTHU POWER DISTRIBUTION COMPANY LIMITED"** shall be situated at Room No-2, Second Floor, Block-B, H.No. 6-1-58, Mint Compound, Hyderabad-500004.
2. This newly incorporated entity may also be referred to as **Rythu Discom**.
3. **Objects for Memorandum of Association (MOA):**

The main objects for the purpose of the Memorandum of Association (MOA) of the **TELANGANA RYTHU POWER DISTRIBUTION COMPANY LIMITED** shall be as follows:

To form a **TELANGANA RYTHU POWER DISTRIBUTION COMPANY LIMITED (TGRPDCL)** in the state of Telangana to engage in the business of supply and distribution of electricity, purchasing, selling, importing, exporting, wheeling, and trading of electrical energy, operation of distribution system including finalization of tariff, billing and collection thereof and to enter into any agreements for the carrying on of such business for the following consumer categories

- i. Agriculture
- ii. Lift Irrigation Schemes (LIS)
- iii. Composite Protected Water Supply Scheme (CPWS)/ Mission Bhagiratha
- iv. Hyderabad Metropolitan Water Supply and Sewerage Board (HMWSSB)
- v. Municipal water connections with separate DTRs (LT VI-B)

(P.T.O.)

5. Activities to be carried out by TGRPDCL:

The **TELANGANA RYTHU POWER DISTRIBUTION COMPANY LIMITED** shall carry out the following activities

- i. Extension of Supply to the consumer categories such as Agriculture, CPWS/Mission Bhagiratha, HMWSSSB, LI Schemes & Municipal water connections with separate DTRs (LT VI-B).
- ii. Power purchase as per PPA share allocated.
- iii. On boarding of new Agricultural connections.
- iv. Operation & Maintenance of assets under TGRPDCL (DTRs & LT Lines)
- v. Accounting of Energy consumed through DTR Metering and consumer metering for lift irrigation, CPWS and HMWS.
- vi. Regulatory filing and compliance.
- vii. Ensuring reliable and quality supply of power to its consumers.

6. Composition of Board of Directors:

The first Directors of "**TELANGANA RYTHU POWER DISTRIBUTION COMPANY LIMITED**" shall be as follows:

S.No.	Name, Designation & Department of the Director.	Designation & DIN, If any
1	Sri Musharraf Ali Faruqui, IAS, CMD, TGRPDCL	Chairman and Managing Director
2	Sri Vanteru Thirupathi Reddy, Director-Finance, TGNPDCL	Director
3	Sri P Krishna Reddy, Director – Finance, Revenue & Legal, TGSPDCL	Director
4	Sri Vanguru Mohan Rao, Director – Projects, TGNPDCL	Director
5	Sri N.Narasimhulu, Director- Operation, P&MM, IPC,RAC & Energy Audit), TGSPDCL	Director

Note: The Board of Directors of this DISCOM-TGRPDCL shall be reconstituted based on requirement from time to time and will be decided by the Government.

7. Shareholders of TGRPDCL: The initial Paid-up Share Capital of **TELANGANA RYTHU POWER DISTRIBUTION COMPANY LIMITED** shall be Rs. 5.00 Crore divided into 50,00,000 number of equity shares of Rs. 10/- and will equally contributed by the TGSPDCL & TGNPDCL on behalf of Government of Telangana.

The Share holders of **TELANGANA RYTHU POWER DISTRIBUTION COMPANY LIMITED** shall be as follows:

Si. No.	Designation & Department of the Subscriber	No.of Shares proposed to be subscribed each Rs.10/-
1	His Excellency the Hon'ble Governor of Telangana, Government of Telangana Represented by Assistant Secretary to Government, Energy Department	49,99,993

Contd... Page 3

2	The Special Chief Secretary /Principal Secretary/Secretary to Government, Energy Department	1
3	Chairman and Managing Director, TGTRANSCO	1
4	Chairman and Managing Director, TGRPDCL	1
5	Chairman and Managing Director, TG SPDCL	1
6	Chairman and Managing Director, TG NPDCL	1
7	Director (Finance, Revenue & Legal), TGSPDCL	1
8	Director (Finance), TGNPDCL	1

8. Government guarantee shall be extended to banks and financial institutions in respect of **"TELANGANA RYTHU POWER DISTRIBUTION COMPANY LIMITED "** .

9. The positions and required Operational & Administrative manpower shall be staffed by deputing, recruiting and outsourcing as may be required and will be staffed under the **"TELANGANA RYTHU POWER DISTRIBUTION COMPANY LIMITED "** .

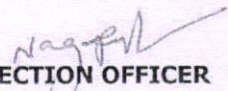
10. The Chairman and Managing Directors TGRPDCL, TGSPDCL, TGNPDCL and TGTRANSCO shall take further action accordingly.

(BY ORDER AND IN THE NAME OF THE GOVERNOR OF TELANGANA)

NAVIN MITTAL
SPECIAL CHIEF SECRETARY TO GOVERNMENT

To,
The Commissioner for Printing Press, Hyderabad (With a request to furnish 50 copies)
The CMD, TGRPDCL, Hyderabad.
The CMD, TGSPDCL, Hyderabad.
The CMD, TGNPDCL, Warangal.
The CMD, TGTRANSCO, Hyderabad.
The CMD, TGGENCO, Hyderabad.
The Secretary, TGERC, Hyderabad.
All the Collectors & District Magistrates.
All the Departments of TG Secretariat.
Copy to:
The Special Secretary to Hon'ble Chief Minister.
OSD to Hon'ble Deputy Chief Minister (Energy)
P.S. to Special Chief Secretary to Govt., Energy Department.
Sf/scs (File.No.1418/Power.I/2025)

//FORWARDED :: BY ORDER//


SECTION OFFICER



SOUTHERN POWER DISTRIBUTION COMPANY OF TELANGANA LIMITED
(A Govt. of Telangana Undertaking)
(Formerly Central Power Distribution Company of Andhra Pradesh Ltd)
Corporate office: 6-1-50, Mint Compound, Hyderabad 500063, Telangana, India
CIN U40109TG2000SGC034116, Website: www.tgsouthernpower.org

EXTRACT OF THE MINUTES OF THE 193rd MEETING OF THE BOARD OF DIRECTORS OF THE COMPANY HELD ON TUESDAY, THE 24TH DAY OF FEBRUARY 2026 COMMENCED AT 3:00 PM AT TGSPDCL CORPORATE OFFICE, 6-1-50, MINT COMPOUND, HYDERABAD- 500063, TELANGANA.

10. CONSIDERATION THE AUTHORIZATION TO CHIEF ENGINEER/IPC &RAC /TGSPDCL TO FILE PETITIONS/ AFFIDAVITS/ COUNTER AFFIDAVITS AND OTHER RELATED DOCUMENTS ETC., ON BEHALF OF TGSPDCL BEFORE HON'BLE TGERC/BEFORE ANY COURT OF LAW..

The Board Considered the Authorization to Chief Engineer/ IPC&RAC/TGSPDCL to file petitions/affidavits/Counter affidavits and other related documents etc., on behalf of TGSPDCL before Hon'ble TGERC/before any court of law. and after detailed discussion it was:-

"RESOLVED THAT the board accorded its authorization to The Chief Engineer/IPC & RAC/TGSPDCL in his officiating capacity "for signing Vakalatnamas and filing petitions, affidavits, counter affidavits, additional filings etc., in respect of legal matters in various courts like High Courts, Civil Courts, Supreme Court etc., before regulatory authorities like TGERC, CERC, APTEL etc., on behalf of TGSPDCL in respect of cases pertaining to Fuel Cost Adjustments, ARR & tariff Filings, extension of time limit pertaining to ARR & Tariff Filings and any other Tariff / Tariff order related issues **be approved."**

// CERTIFIED TRUE COPY //
FOR SOUTHERN POWER DISTRIBUTION COMPANY OF
TELANGANA LTD.

V. Anil Kumar
COMPANY SECRETARY
COMPANY SECRETARY
TGSPDCL, Corporate Office,
6-1-50, Mint Compound,
Hyderabad-500 004.

आयकर विभाग
INCOME TAX DEPARTMENT



भारत सरकार
GOVT. OF INDIA

SOUTHERN POWER DISTRIBUTION
COMPANY OF TELANGANA LIMITED

30/03/2000

Permanent Account Number

AACCC0125D



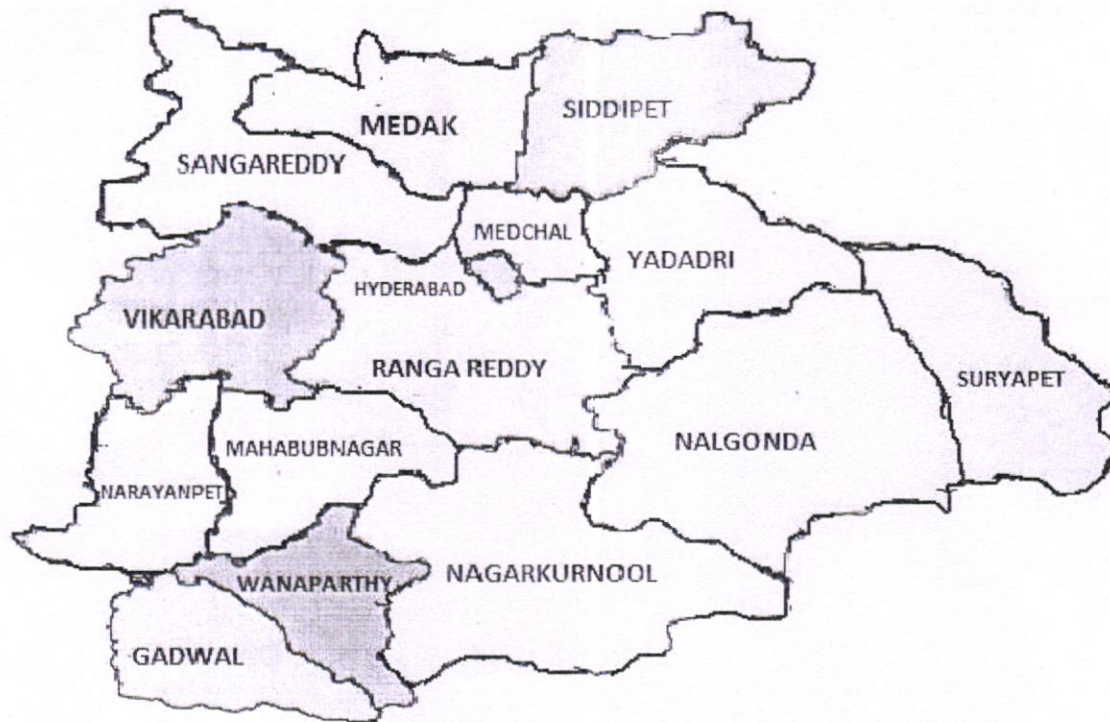
19072014

इस कागज के खोलने पर कृपया सूचित करें / वेदाय
आयकर ऐन रोड इकाई, एनएसडीएल
5 वीं मंजिल, मन्त्री स्टर्लिंग, प्लॉट नं. 341, सर्वे नं. 997/8,
मोडल कॉलोनी, दीप बंगला चौक पास,
पुणे - 411 016

If this card is lost / someone's lost it, it should
please inform / return to
Income Tax PAN Services Unit, NSDL
5th floor, Mantri Sterling,
Plot No. 341, Survey No. 997/8,
Model Colony, Near Deep Bungalow Chowk,
Pune - 411 016.

Tel: 91-20-2721 8080, Fax: 91-20-2721 8081
e-mail: tmninfo@nsdl.co.in

SOUTHERN POWER DISTRIBUTION COMPANY OF T.G. LIMITED





TELANAGANA STATE ELECTRICITY REGULATORY COMMISSION
5th Floor, Singareni Bhavan, Red Hills, Hyderabad-500 004

O. P. No. 3 of 2017

Dated: 17.03.2017

Present

Sri. Ismail Ali Khan, Chairman
Sri. H. Srinivasulu, Member

In the matter of according approval for amending the distribution and retail supply licence granted earlier to M/s. Telangana State Southern Power Distribution Company Limited (TSSPDCL) and also to permit taking over of assets falling under the additional area of operation from M/s. Telangana State Northern Power Distribution Company Limited (TSNPDCL).

ORDER AMENDING THE LICENCE

The Southern Power Distribution Company of Telangana State Limited (applicant) (TSSPDCL) has filed an application under section 18 of the Electricity Act, 2003 (Act, 2003) read with Clause 17 of the Telangana State Electricity Regulatory Commission (Distribution Licence) Regulation, 2016 (Regulation No. 4 of 2016), seeking amendment of Retail Supply License issued to the erstwhile APCPDCL by the then APERC in the year 2000 consequent upon formation of State of Telangana and further developments in the State of Telangana.

2. Whereas the erstwhile Andhra Pradesh Electricity Regulatory Commission (APERC) has granted license (License No. 13 of 2000) on 29.12.2000 under Section 15 of the Andhra Pradesh Electricity Reform Act, 1998 (State Act No. 30 of 1998 at the relevant time) to the Central Power Distribution Company of Andhra Pradesh Limited (APCPDCL), a company incorporated under the Companies Act, 1956 and having registered office at 2nd Floor, Vidyut Soudha, Khairatabad, Hyderabad for carrying on the business of distribution and retail supply of electricity within the area of supply of Kurnool, Anantapur, Hyderabad, Ranga Reddy, Nalgonda, Medak and Mahaboob Nagar Districts for a period of 30 years.

3. And whereas, the Government of India enacted the Andhra Pradesh Reorganisation Act, 2014 (Central Act No. 6 of 2014) carving out two new states of Telangana and Andhra Pradesh. Consequent thereto and after the State of Telangana coming into being as such, the erstwhile APCPDCL has now been renamed as Southern Power Distribution Company Limited of Telangana State (TSSPDCL). The area of operation has been curtailed to 5 districts of the erstwhile State of Andhra Pradesh leaving the districts of Kurnool and Ananthapur to be included in the present State of Andhra Pradesh and consequently clubbed to Southern Power Distribution Company Limited of Andhra Pradesh (APSPDCL) by virtue of schedule XII of the Central Act No. 6 of 2014.

4. And whereas the applicant stated that the APERC had issued Reorganisation Regulation No. 3 of 2014 dated 26.05.2014, wherein it is stated that, "the area of supply of existing distribution and retail supply licensees shall deemed to be reassigned as per the provisions of the Andhra Pradesh Reorganisation Act, 2014 until amended or separate licenses are issued by the respective state Electricity Regulatory Commissions.

5. And whereas it has been stated by the applicant that consequent to the state reorganization, the applicant has been issued fresh certificate of incorporation by Ministry of Corporate Affairs changing the name of the company from APCPDCL to TSSPDCL.

6. And it has been brought to the notice of this Commission that the Government of Telangana (GoTS) has reorganized the districts for better administration and development of the areas comprised therein and for matters connected therewith as per the Telangana Districts Formation Act, 1974 and Telangana District Formation Rules, 2016. Pursuant to the said Act, the GoTS has issued G.O.s with Nos. 238 to 250 dated 11.10.2016 in respect of formation / reorganization of districts, revenue divisions and mandals in the state of Telangana.

7. The applicant stated that in view of formation / reorganisation of districts, 5 districts that is Hyderabad, Rangareddy, Medak, Mahabobnagar and Nalgonda districts which were under jurisdiction of TSSPDCL have been reorganized to 14 districts as shown below:

Sangareddy, Medak, Siddipet, Yadadri, Suryapet, Nalgonda, Nagarkurnool, Wanaparthi, Jogulamba, Mahabubnagar, Ranga Reddy, Medical-Malkajgiri, Vikarabad and Hyderabad Districts.

8. The applicant stated that in the above process, the following mandals of Karimnagar and Warangal falling under the area of operation of Northern Power Distribution Company of Telangana State Limited (TSNPDCL) are assigned to TSSPDCL.

Mandal Name	Earlier District (Discom)	New District (Discom)
Husnabad	Karimnagar (TSNPDCL)	Siddipet (TSSPDCL)
Akkannapet	Karimnagar (TSNPDCL)	Siddipet (TSSPDCL)
Koheda	Karimnagar (TSNPDCL)	Siddipet (TSSPDCL)
Bejjanki	Karimnagar (TSNPDCL)	Siddipet (TSSPDCL)
Cherial	Warangal (TSNPDCL)	Siddipet (TSSPDCL)
Komuravelli	Warangal (TSNPDCL)	Siddipet (TSSPDCL)
Maddur	Warangal (TSNPDCL)	Siddipet (TSSPDCL)

The following mandal of Nalgonda falling in the area of operation of TSSPDCL is assigned to TSNPDCL.

Mandal Name	Earlier District (Discom)	New District (Discom)
Gundala	Nalgonda (TSSPDCL)	Jangaon (TSNPDCL)

9. The applicant stated that therefore, there is need to amend the licence of APCPDCL, now TSSPDCL. Hence this petition is filed, seeking to amend the distribution & retail supply license originally in the name of APCPDCL for incorporating the change of name from APCPDCL to TSSPDCL and amending the area of distribution and retail supply as shown below:

Sangareddy, Medak, Siddipet, Yadadri, Suryapet, Nalgonda, Nagarkurnool, Wanaparthi, Jogulamba, Mahabubnagar, Ranga Reddy, Medical-Malkajgiri, Vikarabad and Hyderabad Districts.

10. And whereas, the TSSPDCL has proposed and sought approval of amending the license on the following aspects.

"a) Consider and approve TSSPDCL's request for amendment of distribution license (No. 13 of 2000), retrospectively to be effective from 11.10.2016 from the date of notification of formation and reorganization of new Districts in the following manner;

(i) Change the name of the distribution license from "Central Power Distribution Company of Andhra Pradesh Ltd. (APCPDCL)" to "Southern Power Distribution Company of Telangana Limited (TSSPDCL)."

(ii) Amending the area of distribution and retail supply by deleting the "Kurnool, Anantapur, Hyderabad, Ranga Reddy, Nalgonda, Medak and Mahaboob Nagar including cantonment, aerodrome, fortresses, arsenal, dockyard or camp or any building or place in occupation of Central Government for defence purposes and without however affecting the rights of any other licensee or exemption holder, as the case may be, under Sections 15 and 16 of the Act" and by adding "Sangareddy, Medak, Siddipet, Yadadri, Suryapet, Nalgonda, Nagarkurnool, Wanaparthi, Jogulamba, Mahabubnagar, Ranga Reddy, Medchal- Malkajgiri, Vikarabad and Hyderabad including cantonment, aerodrome, fortresses, arsenal, dockyard or camp or any building or place in occupation of Central Government for defence purposes and without however affecting the rights of any other Licensee or exemption holder, as the case may be, under Section 14 of Electricity Act, 2003."

11. And whereas the Commission notified the application of TSSPDCL by giving paper notification through the licensee itself and also placed the notification alongwith the application on its website inviting objections, comments and suggestions on 01.02.2017 by fixing the last date for filing the same as 28.02.2017. No comments and objections have been received by the Commission in respect of the application made by the licensee.

12. Considering the request of the licensee and noticing that there is no opposition to the amendment of the license and consequential handing over of the assets vice versa, the Commission allows the licensee's application. Therefore, the Commission hereby modifies the licence No. 13 of 2000 on the file of erstwhile APERC and amends

the area of operation to be the area comprising Sangareddy, Medak, Siddipet, Yadadri, Suryapet, Nalgonda, Nagarkurnool, Wanaparthi, Jogulamba, Mahabubnagar, Ranga Reddy, Medical-Malkajgiri, Vikarabad and Hyderabad Districts.

13. Further, the Commission allows the name of the license to be the Southern Power Distribution Company of Telangana State Limited (TSSPDCL) in place of the Central Power Distribution Company of Andhra Pradesh Limited (APCPDCL).

14. Further, the Commission also allows licensee for taking over of assets relating to distribution and supply falling under the additional area of operation from M/s. Northern Power Distribution Company of Telangana State Limited (TSNPDCL), similarly handing over the assets falling in the area that is transferred to TSNPDCL.

15. Subject to the above mentioned amendments, the license issued by the erstwhile Andhra Pradesh Electricity Regulatory Commission in license No. 13 of 2000 dated 29.12.2000 will continue to operate as if the said license has been issued by this Commission for the remaining period of license.

16. For the foregoing reasons and discussions, the application is allowed to the extent indicated above.

This order is corrected and signed on this the 17th day of March, 2017.

Sd/-
(H. SRINIVASULU)
MEMBER

Sd/-
(ISMAIL ALI KHAN)
CHAIRMAN

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