

**CENTRAL ELECTRICITY REGULATORY COMMISSION  
NEW DELHI**

**Petition No. 16/MP/2018**

Subject : Petition for issuance of RECs updating of name and Re-registration of the Petitioner under the Renewable Energy Certificate Mechanism.

Date of Hearing : 26.7.2018

Coram : Shri P. K. Pujari, Chairperson  
Shri A. K. Singhal, Member  
Dr. M. K. Iyer, Member

Petitioner : Tadas Wind Energy Private Limited

Respondent : National Load Dispatch Centre

Parties present : Shri Vishal Gupta, Advocate, TWE(P)L  
Shri Abhishek Ray, Advocate, TWE(P)L  
Shri Dipun B, TWE(P)L  
Shri Arjun Krishnan, Advocate, NLDC  
Shri Ankur Singh, Advocate, NLDC

**Record of Proceedings**

Learned counsel for the Petitioner argued at length and submitted as under:

- (i) The Petitioner a generating company under Section 2 (28) of the Electricity Act, 2003 was incorporated on 27.7.2011 as Tadas Wind Energy Private Limited. The Petitioner company was converted into public company on 20.1.2012 and subsequently, the name of the Petitioner company was changed to Tadas Wind Energy Limited;
- (ii) The change of name of the Petitioner company due to mere change in status from a public limited company to private limited company in the records of the Registrar of Companies does not change the constitution/ legal status of the company under the provisions of Companies Act, 2013;
- (iii) The Petitioner through various letters informed the Respondent that the Petitioner and Tadas Wind Energy Limited are the same company and there is no change in the shareholding pattern of both the Petitioner and Tadas Wind Energy Limited;
- (iv) The Petitioner vide letter dated 6.10.2017 requested the Respondent to continue and renew the Renewable Energy Certificates (REC). However, the respondent vide email dated 5.12.2017 rejected the request of the Petitioner on the ground that 'M/s. Tadas Wind Energy Private Limited' is a separate entity



from its date of incorporation under the Companies Act, 2013, despite the Petitioner giving ample clarifications;

(v) The Petitioner has duly complied with all the requirements prescribed under the REC Regulations, 2010 as well as the RECs mechanism.

2. In response, learned counsel for NLDC submitted as under:

(i) Section 18 of the Companies Act provides that upon conversion, a new entity is born in law and the former registration is closed while a new entity is created;

(ii) Sub-section (3) of Section 18 of the Companies Act also provides that the converted company would not be bound by the liabilities and obligations of the entity. Accordingly, there is a change in the legal status upon conversion from public limited to private limited company and vice versa;

(iii) In case there is a change in legal status, the REC Registration Procedure prescribes for a mandatory intimation on the part of the eligible entity to the State Agency as well as the Central Agency. Sub-clause (2) of Regulation 7 of the REC Regulations read with Para 4.1 (h) of the REC Procedure uses the word 'shall' which indicates that the provision is imperative in nature and must be strictly complied with;

(iv) Section 21 of the Companies Act deals with the change of name of a company. This section clearly provides distinction between the change in name simpliciter and change of name upon conversion, indicating that the Act treats both the situations in different manner.

3. In its rebuttal, learned counsel for Petitioner submitted that the Respondent in its submission has ignored the provisions to definition of Public Limited Company as contained under Section 2 (71) of the Companies Act, 2013, which envisaged a concept of deemed public company. Learned counsel further submitted that since 51% of the shareholding is held with IL&FS Wind Energy Limited Company which is a public limited company, the Petitioner is a deemed Public Limited Company under the provisions of Section 2 (71) of the Companies Act, 2013.

4. After hearing the parties at length, the Commission directed the Petitioner and Respondent to file their written submissions with copy to each other, on or before 20.8.2018.

5. Subject to above, the Commission reserved order in the petition.

**By order of the Commission**

**Sd/-  
(T. Rout)  
Chief (Legal)**

