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HYDERABAD, FRIDAY, MARCH 31, 2000.

NOTIFICATIONS BY GOVERNMENT

ENERGY DEPARTMENT

(POWER - III)

SECOND TRANSFER SCHEME FOR GIVING EFFECT TO THE TRANSFER OF ASSETS, PROPERTIES, LIABILITIES, OBLIGATIONS, PROCEEDINGS AND PERSONNEL OF APTRANSCO TO FOUR DISTRIBUTION COMPANIES CONSTITUTED IN TERMS OF SUB-SECTION (6) OF SECTION 23 OF A.P. ELECTRICITY REFORM ACT, 1998 AND INCORPORATED UNDER COMPANIES ACT, 1956.

[G.O.Ms.No. 35, Energy (Power - III), 31st March, 2000.]

In exercise of the powers conferred by Sections 23 and 24 of the Andhra Pradesh Electricity Reform Act, 1998 (Act No. 30 of 1998), and sub-rule (2) of rule 6 and sub-rule (5) of rule 7 of the Andhra Pradesh Electricity Reform (Transfer Scheme) Rules, 1999, the Governor of Andhra Pradesh hereby makes the following order for the purpose of providing and giving effect to the transfer of Distribution Undertakings of Transmission Corporation of Andhra Pradesh Ltd. (hereinafter referred to as APTRANSCO) to Distribution Companies i.e. APDISTCO-I, APDISTCO-II, APDISTCO-III and APDISTCO-IV.

[1]

G. 1048-1

1. Short title and commencement

- (1) This Order may be called the Andhra Pradesh Electricity Reform (Transfer of Distribution Undertakings from APTRANSCO to Distribution Companies) Order, 2000
- (2) This Order shall come into force on the date of its Publication in the Andhra Pradesh Gazette (hereinafter referred to as "the Official Gazette").

2. Definitions

Words and expressions used and defined in the Act but not specifically defined in the Second Transfer Scheme appended to this order as Appendix-I shall have the same meaning as assigned in the Act.

3. Implementation of the Second Transfer Scheme

- (1) The State Government hereby orders that the Second Transfer Scheme shall come into force and be effective and be binding upon all the persons from the Effective Date.
- (2) The Second Transfer Scheme shall be deemed to be a part and parcel of this Order.

4. Provisionality of the Transfer

- (1) Subject to the terms and conditions contained herein, the State Government hereby provides that the transfer of the Distribution Undertakings made under the Second Transfer Scheme shall be provisional for a period not exceeding 12 months from the effective date.
- (2) To the extent and during the period that the transfer of the Distribution Undertakings is provisional, as specified in sub-rule (1) above, the State Government may, by notification in the Official Gazette, alter, vary, modify, add or otherwise change the term(s) of the Second Transfer Scheme in such manner as the State Government may consider appropriate.

- (3) Upon the expiry of the provisional period as specified in sub-rule (1), the transfer of the Distribution Undertakings shall become final and the State Government shall not exercise the power to make any alteration, variation, modification, addition or other change in or to any term of the Second Transfer Scheme.
- (4) Neither the Transferees, nor any other person shall, whether based upon any provision of the Second Transfer Scheme or otherwise, be entitled to dispute the transfers on the ground that they are provisional.
- (5) Nothing contained in this clause 4 shall apply to Personnel and Personnel related matters. All Personnel related matters shall be in accordance with the terms of the Second Transfer Scheme, consistent with the Tripartite Agreements entered into during the period of August, 1997 till the end of April, 1998.

5. **Representations by APDISTCO Workmen :**

The APDISTCO Workmen shall be entitled to make representations to the Committee raising any grievances that they may have, within a period of 180 days from the effective date. The Committee shall consider their representations and within a reasonable period, take a decision thereon.

6. **Assignment of Personnel other than the APDISTCO Workmen**

The Personnel other than the APDISTCO Workmen shall continue to work on an "as is where is basis" in the manner specified in the Second Transfer Scheme and the Tripartite Agreements and shall be finally absorbed as per the provisions of the Act, First Transfer Scheme and the Tripartite Agreements. The Tripartite Agreements shall be binding on the APDISTCOs.

7. **Pending Proceedings**

All the proceedings of whatever nature by or against the APTRANSCO, or against the Board which have been assumed by the APTRANSCO under the First Transfer Scheme, pending on the effective date, shall not abate or discontinue or otherwise in any way be prejudicially affected by reason of any transfer effected under the Second Transfer Scheme. Subject to what is provided in the Second Transfer Scheme, such proceedings may be continued by or against the concerned Transferee, in the same manner and to the same extent as would or might have been continued, prosecuted and/or enforced by or against the APTRANSCO had the transfers specified in the Second Transfer Scheme not been made.

8. **Power to remove difficulties:**

The State Government shall have the power to remove difficulties arising in implementing the Second Transfer Scheme.

APPENDIX-I**Andhra Pradesh Electricity Reform (Transfer of Distribution Undertakings from the Transmission Corporation of Andhra Pradesh Ltd. to Distribution Companies) Scheme, 2000****Preamble**

- A. Transmission Corporation of Andhra Pradesh Ltd. (as more fully described below, "APTRANSCO") is a company incorporated under the Companies Act, 1956, having its registered office at Hyderabad.
- B. APTRANSCO was promoted and established by the State Government as envisaged in Section 13 of the Andhra Pradesh Electricity Reform Act, 1998 (Act No. 30 of 1998) (hereinafter referred to as "the Act") with the principal objects of engaging in the business of procurement, transmission and supply of electricity in the state of Andhra Pradesh.
- C. In terms of sub-sections (1) and (2) of section 23 and section 24 of the Act and the First Transfer Scheme, the following were transferred from the Board to the APTRANSCO :
- (a) the transmission and distribution undertakings of the Board as specified in Schedule "B" to the First Transfer Scheme;
 - (b) other assets, liabilities and proceedings of the Board excluding those specified in Schedule "A" to the First Transfer Scheme; and
 - (c) the personnel of the Board as specified in rule 7 of the First Transfer Scheme.
- D. The State Government, in consultation with the APTRANSCO, as a part of the ongoing reform and re-structuring of the electricity industry in the state of Andhra Pradesh, has directed the APTRANSCO to draw up this Second Transfer Scheme which inter-alia, entails the following:
- (a) the electricity distribution functions in the state of Andhra Pradesh be divided into Area-I, Area-II, Area-III and Area-IV respectively, being the geographical territories described in Schedule "A" hereto;
 - (b) transfer of the electricity distribution business and undertakings in Area-I, Area-II, Area-III and Area-IV respectively to the distribution companies;
- E. The APDISTCO-I, APDISTCO-II, APDISTCO-III and APDISTCO-IV were incorporated under the Companies Act, 1956 on the 30th day of March, 2000 and they have obtained their respective certificates of commencement of business from the Registrar of Companies dated 31st March 2000.

- F. The APERC, by its order dated 31st March, 2000 has, inter-alia, granted permission to the APTRANSCO to enter into an arrangement for assigning its distribution functions to the APDISTCOs on certain terms and conditions so as to enable the APDISTCOs to carry on the distribution and retail supply business pertaining to the respective Areas.

NOW THIS TRANSFER SCHEME WITNESSETH AS UNDER

1. Effective Date

The Second Transfer Scheme shall come into force on the date the Order is published in the Andhra Pradesh Gazette (hereinafter referred to as "the Official Gazette").

2. Definitions

- (1) In this Second Transfer Scheme, unless the context otherwise requires,--

- (a) "Act" means the Andhra Pradesh Electricity Reform Act, 1998 (Act No. 30 of 1998).
- (b) "APDISTCO(s)" means, as per the context and usage, all or either of the four companies incorporated under the Companies Act, 1956, to take over the distribution functions and business currently vested in the APTRANSCO, being (i) Eastern Power Distribution Company of Andhra Pradesh Ltd. (herein referred to as "APDISTCO-I"); (ii) Southern Power Distribution Company of Andhra Pradesh Ltd. (herein referred to as "APDISTCO-II") (iii) Central Power Distribution Company of Andhra Pradesh Ltd. (herein referred to as "APDISTCO-III") (iv) Northern Power Distribution Company of Andhra Pradesh Ltd. (herein referred to as "APDISTCO-IV").
- (c) "APDISTCO Workmen" means such of the Workmen who on the effective date were working exclusively or primarily in the particular Distribution Undertaking for Area-I, Area-II, Area-III or Area-IV, as the case may be and, shall include the Workmen in the Transmission Lines and Sub-Stations, Telecom offices and such other Workmen who, on the effective date, were working in other wings but whose lien/or seniority was, being maintained with a Distribution Undertaking.
- (d) "APGENCO" means the Generation Corporation of Andhra Pradesh registered under the Companies Act, 1956 under the name and style of Andhra Pradesh Power Generation Corporation Ltd. and having its registered office at Hyderabad.
- (e) "APTRANSCO" means the Transmission Corporation of Andhra Pradesh registered under the Companies Act, 1956 under the name and style of Transmission Corporation of Andhra Pradesh Ltd., having its registered

office at Hyderabad, and on the effective date, is a wholly owned subsidiary of the State Government.

- (f) "Areas" mean and comprise of Area-I, Area-II, Area-III and Area-IV, being the geographical territories in the state of Andhra Pradesh described in Schedule "A" appended to this Scheme.
- (g) "Assets" means movable and immovable, corporeal and incorporeal, tangible and intangible, land, buildings, offices, stores, plants, machinery, equipment including computer systems and telecommunication systems, installations, furniture, fixtures, vehicles, residential quarters and guest houses and amenities and installations pertaining thereto, and other movable and immovable property, software, books and records, files, manuals, warranties, plans, drawings, designs, specifications, customer lists, billing and payment records, cash in hand, cash at bank, investments, book debts, claims, receivables, deposits, capital work in progress, deferred costs, advances paid, accrued incomes and pre-paid expenses, benefits, licences, permits, consents, rights of way, authorities, registrations, liberties, patents, trademarks, designs, copyrights and other intellectual property rights, privileges, liberties, easements, advantages, benefits and approvals, contract-deeds, schemes, bonds, guarantees, agreements, insurance, and other instruments and interests of whatsoever nature, and all other interests, rights and powers of every kind, nature and description whatsoever.
- (h) "Board" means the Andhra Pradesh State Electricity Board that was constituted under the Electricity (Supply) Act, 1948.
- (i) "Committee" means a committee comprising of the Managing Directors of the APTRANSCO and the APDISTCOs, to be constituted within 30 days of the effective date.
- (j) "Distribution Business" means the business of distribution and retail supply of electricity in Areas-I, II, III and/or IV, as the case may be.
- (k) "Distribution Undertaking(s)" means,--
- (1) with respect to Area-I, the Distribution Business, and the Assets, Liabilities, Proceedings and Personnel specified in the Schedule "B";
 - (2) with respect to Area-II, the Distribution Business, and the Assets, Liabilities, Proceedings and Personnel specified in the Schedule "C";
 - (3) with respect to Area-III, the Distribution Business, and the Assets, Liabilities, Proceedings and Personnel specified in the Schedule "D"; and

- (4) with respect to Area-IV, the Distribution Business, and the Assets, Liabilities, Proceedings and Personnel specified in the Schedule "E".
- (l) "Effective Date" means April 1, 2000.
- (m) "First Transfer Scheme" means the Andhra Pradesh Electricity Reform (Transfer Scheme) Rules, 1999 published in the Official Gazette as Notification No. G.O. Ms No. 9, Energy (Power-III), dated 29th January, 1999 read with G.O. Ms No. 11, Energy (Power III) dated 31st January, 2000.
- (n) "Liabilities" means all liabilities including debts, expenses accrued, advances received, deposits received, duties, obligations, payables, other outgoings, including statutory liabilities and government levies of whatever nature and the contingent liabilities which may arise in respect of dealings before the effective date.
- (o) "Order" means the Andhra Pradesh Electricity Reform (Transfer of Distribution Undertakings) Order, 2000, under which this Second Transfer Scheme is published in the Official Gazette.
- (p) "Personnel" means Workmen, employees, staff and officers of the APTRANSCO by whatever name called and includes those trainees receiving stipend from the APTRANSCO including those on deputation to other organisations or institutions.
- (q) "Proceedings" means all proceedings of whatever nature, whether civil or criminal or otherwise, including suits, appeals, complaints, petitions, applications, conciliation, arbitration and disciplinary inquiries.
- (r) "Schedule(s)" means Schedules A, B, C, D, E and F appended to the Second Transfer Scheme.
- (s) "State Government" means the Government of Andhra Pradesh.
- (t) "Transferee" means APDISTCO-I, APDISTCO-II, APDISTCO-III and/or APDISTCO-IV, as the case may be.
- (u) "Transferor" means APTRANSCO.
- (v) "Second Transfer Scheme" means the Andhra Pradesh Electricity Reform (Transfer of Distribution Undertakings from the APTRANSCO to Distribution Companies) Scheme, 2000, to effect the transfer of the APTRANSCO's Distribution Undertakings to the APDISTCOs.

- (v) "Tripartite Agreements" means the agreements and individually each of them, as listed in Schedule "D" to the First Transfer Scheme entered into by the State Government, the Board and the concerned union or association of the Personnel. These Agreements had been entered into during the period of August 1997 till the end of April 1998 with the object of protecting the interests of the employees who were members of the concerned union/or association on the respective dates of the concerned Tripartite Agreement.
- (x) "Workmen" means such of the workmen, i.e. Personnel classified and detailed as such in Schedule "E" Section I of the First Transfer Scheme, who were transferred to the APTRANSCO in terms of the said Schedule "E", Section I of the First Transfer Scheme.
- (2) Words and expressions used and defined in the Act but not specifically defined in this scheme shall have the same meaning as assigned in the Act.

3. Transfer of Distribution Undertakings

3.1 Transfer of Distribution Undertaking to APDISTCO-I

- (1) On and from the effective date, without any further act(s) or thing(s) to be done by the State Government, APTRANSCO, APDISTCOs, the Personnel, or any other person, the Distribution Undertaking, related to Area-I as specified in Schedule "B" shall stand transferred to APDISTCO-I.
- (2) In consideration of the transfer of the Distribution Undertaking related to Area-I by the APTRANSCO to the APDISTCO-I in terms of this Second Transfer Scheme, the APDISTCO-I shall issue and allot equity shares and/or instruments to the APTRANSCO as specified in Schedule "B"
- (3) The provisional balance Sheet of the APDISTCO-I as on the effective date is attached herewith as Part II of Schedule "B"
- (4) The allocation, transfer and/or assignment of Personnel to the APDISTCO-I has been dealt with in clause 7 as specified below.

3.2 Transfer of Distribution Undertaking to APDISTCO-II

- (1) On and from the effective date, without any further act(s) or thing(s) to be done by the State Government, the APTRANSCO, the APDISTCOs, the Personnel, or any other person, the Distribution Undertaking, related to Area-II as specified in Schedule "C" shall stand transferred to the APDISTCO-II.
- (2) In consideration of the transfer of the Distribution Undertaking of Area-II by the APTRANSCO to the APDISTCO-II in terms of this Second Transfer Scheme, the APDISTCO-II shall issue and allot equity shares and/or instruments to the APTRANSCO as specified in Schedule "C".

- (3) The provisional balance Sheet of the APDISTCO-II as on the effective date is attached herewith as Part II of Schedule "C".
- (4) The allocation, transfer and/or assignment of Personnel to the APDISTCO-II has been dealt with in clause 7 as specified below.

3.3 Transfer of Distribution Undertaking to APDISTCO-III

- (1) On and from the effective date, without any further act(s) or thing(s) to be done by the State Government, the APTRANSCO, the APDISTCOs, the Personnel, or any other person, the Distribution Undertaking, related to Area-III as specified in Schedule "D" shall stand transferred to the APDISTCO-III.
- (2) In consideration of the transfer of the Distribution Undertaking of Area-III by the APTRANSCO to the APDISTCO-III in terms of this Second Transfer Scheme, the APDISTCO-III shall issue and allot equity shares and/or instruments to the APTRANSCO as specified in Schedule "D".
- (3) The provisional balance Sheet of the APDISTCO-III as on the effective date is attached herewith as Part II of Schedule "D".
- (4) The allocation, transfer and/or assignment of Personnel to the APDISTCO-III has been dealt with in clause 7 as specified below.

3.4 Transfer of Distribution Undertaking to APDISTCO-IV

- (1) On and from the effective date, without any further act(s) or thing(s) to be done by the State Government, the APTRANSCO, the APDISTCOs, the Personnel, or any other person, the Distribution Undertaking, related to Area-IV as specified in Schedule "E" shall stand transferred to the APDISTCO-IV.
- (2) In consideration of the transfer of the Distribution Undertaking of Area-IV by the APTRANSCO to the APDISTCO-IV in terms of this Second Transfer Scheme, the APDISTCO-IV shall issue and allot equity shares and/or instruments to the APTRANSCO as specified in Schedule "E".
- (3) The provisional balance Sheet of the APDISTCO-IV as on the effective date is attached herewith as Part II of Schedule "E".
- (4) The allocation, transfer and/or assignment of Personnel to the APDISTCO-IV has been dealt with in clause 7 as specified below.

4. Retention of other Undertakings by APTRANSCO

The APTRANSCO has not and shall not be deemed to have transferred, and shall continue to hold, all rights and interests in and bear all obligations and liabilities, including all assets, liabilities, proceedings and Personnel, relating to all the

APTRANSCO Undertaking(s) other than the Distribution Undertakings transferred to the APDISTCO-I, the APDISTCO-II, the APDISTCO-III and the APDISTCO-IV respectively, as provided above. The provisional balance Sheet of the APTRANSCO as on the effective date is attached herewith as Schedule "F".

5. **Substitution of APTRANSCO by APDISTCOs**

On the transfer and vesting of the Distribution Undertakings to the APDISTCOs in terms of clause 3 of the Second Transfer Scheme, the Transferee shall be responsible for all contracts, rights, deeds, schemes, bonds, agreements and other instruments of whatever nature to which the APTRANSCO was initially a party, subsisting or having effect on the effective date in the same manner as the APTRANSCO was liable immediately before the effective date, and the same shall be in force and effect against or in favour of the Transferee and may be enforced effectively as if the Transferee had been a party thereto instead of the APTRANSCO.

6. **Apportionment of security**

Where any Assets transferred to a Transferee are subject to any charge but the liability or part thereof corresponding to such charge has not been transferred to such Transferee, in such event while the charge on the Assets shall continue, however, the primary obligation to discharge such liability or part thereof, as the case may be, shall continue with the APTRANSCO and the APTRANSCO shall indemnify the Transferee against all claims, costs and/or charges in this regard.

7. **Transfer of APDISTCO Workmen**

7.1 **Transfer of the APDISTCO Workmen and conditions of transfer**

- (1) The transfer of the APDISTCO Workmen in terms of the Second Transfer Scheme shall be subject to the terms and conditions contained in the Act and the Tripartite Agreements as listed in Schedule D of the First Transfer Scheme.
- (2) Subject to sub-clause (1) above, on the effective date, the APDISTCO Workmen shall stand classified, transferred and allocated, on "as-is-where-is basis", to the services of the APDISTCO concerned, in the manner specified in Part III of the applicable Schedule "B", "C", "D" or "E" as the case may be with a clear understanding that the APDISTCOs will accept the responsibilities under the Tripartite Agreements.
- (3) Upon such transfer and subject to the provisions of the Act and other provisions in the Second Transfer Scheme, the APDISTCO Workmen shall form part of the services of the concerned the APDISTCO, with the status and in the post, scale of pay and seniority being maintained in the same manner as in the APTRANSCO on the effective date, without any further act or thing to be done by the State Government, the APTRANSCO, the APDISTCOs or Workmen, as the case may be and consistent with the Tripartite Agreements. All the actions of the

APDISTCOs shall be consistent with the Tripartite Agreements. In the event of non-adherence to the terms of the Tripartite Agreements by any of the APDISTCOs, the guarantees as provided by the State Government and the APTRANSCO under the Tripartite Agreements shall be honoured by the State Government and the APTRANSCO.

- (4) The transfer of the APDISTCO Workmen shall be further subject to the following conditions, namely:
- (a) that they shall be entitled to terms and conditions of service and benefits that are at least on par to those that were applicable to them on the effective date and these shall not in any way be less favourable than or inferior to those applicable to them immediately before the effective date. All the existing settlements and agreements entered into with the employee unions/or associations, including the Tripartite Agreements, shall be honoured by the Transferees;
 - (b) all such APDISTCO Workmen shall have continuity of service in all respects, including services rendered in the Board and/ or the APTRANSCO.
 - (c) all benefits of service accrued before the effective date shall be fully recognised and protected and taken into account for all purposes including the payment of terminal benefits;
 - (d) subject to orders that may be passed by the courts in the proceedings pending on the effective date in regard to seniority or other matter concerning the service conditions of the APDISTCO Workmen;
 - (e) subject to the above, the APDISTCO Workmen shall become employees of the concerned Transferee and shall not claim any benefit of service under the State Government or the Board or the APTRANSCO, except as provided in the Act, the Second Transfer Scheme and the Tripartite Agreements.
 - (f) consistent with the all other terms and conditions as specified in the Tripartite Agreements.
 - (g) The APTRANSCO's and Transferee's role with respect to employment related liabilities of the APDISTCO Workmen shall be as follows:
 - (i) In respect of all statutory and other schemes and employment related matters including the provident fund, gratuity fund, pension and any other superannuation fund or any other special fund created or existing for the benefit of the Personnel, accrued for and/or attributable to the period of service of the APDISTCO Workmen with the Transferee commencing from the Effective Date, shall be the responsibility of the relevant Transferee and to

this extent, the Transferee shall stand substituted for the APTRANSCO for all purposes and all the rights, powers and obligations of the APTRANSCO in relation to any and all such matters shall become those of the Transferee concerned and the services of the personnel shall be treated as having been continuous for the purpose of the application of this sub-clause. Each of the Transferees shall, within a period not exceeding 12 months after the effective date, establish appropriate trusts for provident fund, pension and gratuity in accordance with applicable law..

- (ii) In respect of all statutory and other schemes and employment related matters including the provident fund, gratuity fund, pension and any other superannuation fund or any other special fund created or existing for the benefit of the Personnel, accrued for and/or attributable to the period of service of the APDISTCO Workmen with the APTRANSCO for the "Relevant Period" and the expression "Relevant Period" shall mean the period commencing from the effective date of the First Transfer Scheme upto the effective date shall be the responsibility of the APTRANSCO and to this extent, the APTRANSCO shall continue to retain all liabilities.
- (iii) All statutory and other schemes and employment related matters including the provident fund, gratuity fund, pension and any other superannuation fund or any other special fund created or existing for the benefit of the Personnel, accrued for and/or attributable to the period of service of the APDISTCO Workmen with the Board for the "Board Period" and the expression "Board Period" shall mean the period prior to the effective date of the First Transfer Scheme have been allocated to and assumed by APGENCO and to this extent, APGENCO shall continue to retain all such liabilities.
- (iv) The APGENCO and the APTRANSCO, together with their respective pension, gratuity and provident fund trusts, shall enter into appropriate arrangements with each of the Transferees and their respective pension, gratuity and provident fund trusts, to effectively implement and comply with the mechanism set out above, including establishing transparent mechanism for timely reimbursement of funds from the APGENCO and the APTRANSCO to the concerned Transferee, so as to ensure that the Personnel receive their terminal benefits in a timely manner when they become due. Consistent with the Tripartite Agreements, the State Government, the APGENCO, the APTRANSCO and the Transferees guarantee the payment of the terminal benefits as specified below:

- (5) Subject to sub-clauses (1) and (4) above, the Transferee shall frame regulations governing the conditions of service of the APDISTCO Workmen transferred to the Transferee under the Second Transfer Scheme and till such time, the service conditions existing on the effective date shall mutatis mutandis apply.
- (6) The State Government and the APTRANSCO shall make appropriate arrangements in regard to the funding of the pension funds and other Personnel related funds to the extent they are unfunded on the Effective Date. Similarly, as provided in the First Transfer Scheme, the State Government shall continue to be liable to make appropriate arrangements in regard to the funding of the pension funds and other Personnel related funds to the extent they are unfunded on the effective date of the First transfer Scheme. Till the above arrangements are made by the State Government and the APTRANSCO, all such payment for Personnel who retire after the effective date shall be entirely arranged by the APTRANSCO.
- (7) The State Government and the APTRANSCO shall make appropriate arrangements in regard to the funding and due payment of all terminal benefits to the existing pensioners (as defined below) as on the effective date and till such arrangements are made the payment falling due shall be made by the APTRANSCO, subject to such adjustments as may be decided between the State Government and the APTRANSCO.
- (8) All Proceedings including disciplinary proceedings pending against the Personnel prior to the effective date or which may relate to misconduct, lapses or acts of commission or omission committed before the effective date shall not abate and may be continued by the relevant Transferee.

Provided that all disciplinary cases finalised as on the effective date shall not be re-opened by the Transferee.
- (9) It is clarified that the Workmen who, on the effective date, were working in the Transmission Lines and Sub-Stations (TL&SS), Telecom offices and such other Workmen who were working in other wings but whose lien/or seniority was being maintained in a Distribution Undertaking (herein cumulatively referred to as "TL&SS Workmen"), shall stand allocated, transferred and absorbed in the respective APDISTCO where their lien/or seniority is being maintained. However, these TL&SS Workmen shall be deemed to be on deputation to the APTRANSCO on "as is where is basis", and this deputation shall continue till such time the APTRANSCO makes its own arrangements. The APTRANSCO shall reimburse the cost of such TL&SS Workmen to the concerned APDISTCO.
- (10) Workmen who have been deputed to other organisations shall stand finally absorbed in their parent company where their lien/or seniority is being maintained.
- (11) The Workmen transferred to a APDISTCO in terms of this Second Transfer Scheme, shall be deemed to have entered into an agreement with the concerned Transferee APDISTCO to repay the loans, advances and other sums due or

otherwise perform the obligations undertaken by him/her to the APTRANSCO which remain outstanding against him/her on the effective date, as per the original terms and conditions.

(12) The following expressions used in this clause 7 shall have the meaning assigned to them, as under :

- (i) "existing pensioners" means the Personnel eligible for pension as on the effective date and shall include family members of the Personnel as per the scheme applicable to them, and
- (ii) "terminal benefits" means the gratuity, pension, dearness and other applicable relief, medical benefit and other applicable benefits including the right to have the appropriate revisions in the above benefits consistent with the practice that were prevalent in the Board and/or the APTRANSCO.

7.2 Retention of Personnel other than the APDISTCO Workmen by the main successor entity

The Personnel other than the APDISTCO Workmen shall continue to work on an "as is where is basis" and shall be finally absorbed as per the provisions of the Act, First Transfer Scheme and the Tripartite Agreements.

7.3 The APDISTCOs shall, on the effective date, be established as wholly owned subsidiaries of the APTRANSCO and shall accordingly be government companies, as defined in the Companies Act, 1956. Before changing the government company status of the APDISTCOs, the APTRANSCO shall consult with the unions and associations who are parties to the Tripartite Agreements, and due consideration shall be given to their views. All actions of the APDISTCOs shall be consistent with the Tripartite Agreements.

Schedule "A"

[see Clause 2(f)]

1. Area-I consists of the following circles/ districts in the state of Andhra Pradesh:
 - (i) Srikakulam
 - (ii) Vizianagaram
 - (iii) Visakhapatnam
 - (iv) East Godavari
 - (v) West Godavari

2. Area-II consists of the following circles/ districts in the state of Andhra Pradesh:
 - (i) Krishna
 - (ii) Guntur
 - (iii) Nellore
 - (iv) Pakasam
 - (v) Chittoor
 - (vi) Cuddapah

3. Area-III consists of the following circles/ districts in the state of Andhra Pradesh:
 - (i) Kurnool
 - (ii) Ananthapur
 - (iii) Hyderabad
 - (iv) Rangareddy
 - (v) Nalgonda
 - (vi) Medak
 - (vii) Mahaboobnagar

4. Area-IV consists of the following circles/ districts in the state of Andhra Pradesh:
 - (i) Adilabad
 - (ii) Nizamabad
 - (iii) Warangal
 - (iv) Karimnagar
 - (v) Khammam

Schedule "B"**Part-I**

[see Clause 2(1)(k)(1) and Clause 3.1]

DISTRIBUTION UNDERTAKING OF AREA-I**1. Distribution Undertaking**

All the Assets, Liabilities, Proceedings and Personnel pertaining exclusively or primarily to the Distribution Undertaking of Area-I, including but not limited to the following, namely:-

- (a) the Distribution System.
- (b) other Assets, including but not limited to, special tools and equipment, material handling equipment earth movers, bulldozers, concrete mixers, cranes, trailers, heavy and light vehicles, furniture and fixtures, office equipment (including computer systems, telecommunication systems and software), air conditioners, refrigerators, spares, consumables, raw materials, lands and civil work installations including roads, buildings, schools, dispensaries, training centres, workshops, work in progress, scrap.
- (c) current Assets, including without limitation, cash in hand, cash at bank, short term investments, deposits, advances paid, receivables, accrued incomes, pre-paid expenses and inventories.
- (d) all current contracts, agreements, easements, rights of way, licenses, permits, consents, approvals, arrangements, patents, trademarks and other intellectual property rights and interests, books and records, files, plans, drawings, designs, specifications, customer list, billing and payment records, insurance and all interests, rights, claims and rights of action relating to any of the Assets described in paragraph 1, to the extent of and so far as relate exclusively or primarily to Area-I.
- (e) Liabilities (other than contingent liabilities) restricted to the extent specified in the balance sheet as on the effective date.
- (f) contingent liabilities arising in the ordinary course of business pertaining exclusively or primarily to the Distribution Business and Distribution Undertaking of Area-I including consumer claims, refund of security deposits, claims and all proceedings related thereto whether pending on the effective date or initiated after the effective date, subject to the potential liability having arisen before the effective date.
- (g) all proceedings pertaining exclusively or primarily to the Distribution Business and Distribution Undertaking of Area-I.
- (h) Personnel as specified in Part-III of this Schedule.

2. Opening Balance Sheet

- (1) The opening balance sheet of the APDISTCO-I as on the effective date shall be prepared as per the books of account of the APTRANSCO, as on the effective date and shall be subject to the adjustments that may be determined by the State Government, in accordance with the rules and the Second Transfer Scheme. The provisional balance sheet of the APDISTCO-I in Part-II hereof is based on the opening balance sheet of the APTRANSCO as finalised by the State Government vide G.O. Ms No. 11, Energy (Power III), Jan 31, 2000.
- (2) The further adjustments required to prepare the balance sheet of the APDISTCO-I as on the effective date based on the books of account of the APTRANSCO, shall include, but not be limited to :
 - (a) Updating the books of accounts, assets and liabilities balances, to account for the operations of the APTRANSCO till the effective date;
 - (b) adjustments necessary for determining realisable value of assets and liabilities
 - (c) Adjustments arising from the audit of the financial statements of the APTRANSCO as on the effective date.
 - (d) Enhancement of re-structuring adjustments in accordance with the rules and to implement the objectives of the rules;
 - (e) To allocate/or re-allocate assets and liabilities, including outstanding and/or accrued liabilities, as may be determined by the State Government to implement the objectives of the rules;
 - (f) Such other adjustments as the State Government may deem necessary to implement the objectives of the rules.

3. Consideration

In consideration of the transfer of the Distribution Undertaking to the APDISTCO-I in terms of the rules and the Second Transfer Scheme, the APDISTCO-I shall issue and allot 6,39,69,030 number of equity shares of face value of Rs. 10/- each, at par value, to the APTRANSCO.

Schedule "B"
Part- II
[see Clause : 3.1(3)]

Provisional Opening Balance Sheet of APD ISTCO-I as on the Effective Date

1	ASSETS	(Rs. in crores)
	A. Fixed Assets	
	1) a) Gross Fixed Assets	502.37
	b. Less Accumulated Depreciation	(227.63)
	c. Net Fixed Assets	274.74
	2 Capital Works in progress/ other assets	65.95
	3 Investments	0.11
	Total A Fixed Assets (1+2+3)	340.80
	B. Subsidy receivable from Government of AP	
	C. Current Assets	
	1) Cash and Bank Balances	16.82
	2) Stock (Net of Provision)	15.88
	3) a) Sundry Debtors for Electricity	92.32
	b) Accrued Revenue	117.08
	c) Less Provision for Bad and Doubtful debt	(67.16)
	d) Other receivables (Electy. Duty etc.)	0.11
	Net Debtors (a+b+c+d)	142.35
	4) Loans and Advances	7.57
	5) Other Current Assets	5.58
	Total C Current Assets (1to 5)	188.20
	Total Assets (A+1+3+C)	529.00
2	LIABILITIES	
	A. NETWORTH	
	1) Equity	63.97
	2) Consumer Contribution/Grants	5.83
	Total Net Worth	69.80
	B. Reserves for Employees Funds	(0.36)
	C. Long term debt	
	1) State Government Loans	
	2) Loans from others	131.41
	Total (C) Long Term Loans (1 to 2)	131.41
	D. Current Liabilities	
	1) Capital and O&M Suppliers	36.96
	2) Deposits from consumers	195.21
	3) Deposits and retentions	12.13
	4) Accrued liabilities on borrowings	5.34
	5) Other Current Liabilities	52.82
	6) Payment due on Capital Liabilities	25.69
	Total Current Liabilities (1 to 6)	328.15
	Total Liabilities (A+B+C+D)	529.00

Schedule "B"**Part-III**

[see Clause 7.1]

A. Allocation of offices on an "as-is-where-is" basis

The following offices of APTRANSCO alongwith all subordinate offices stand allocated to APDISTCO-I

Zonal Office	Visakhapatnam Vijayawada*	
Operation Circle	Eluru	
Operation Division		Eluru Tadepalligudem Nidadavolu Bhimavaram
ERO		Town, Eluru Rural, Eluru Tanuku Tadepalligudem Nidadavolu Bhimavaram Palacollu
M&P Division		Eluru
Transformer Division		Eluru
Construction Division		Eluru
DPE Division		Eluru
Operation Circle	Visakhapatnam	
Operation Division		Zone-I, Visakhapatnam Zone-II, Visakhapatnam Anakapally Paderu
ERO		East, Visakhapatnam West, Visakhapatnam Gazuwaka Anakapally Narsipatnam GRC, Visakhapatnam
M&P Division		Visakhapatnam
Transformer Division		Visakhapatnam
Construction Division		Visakhapatnam
Assessment		Visakhapatnam
DPE Division		Visakhapatnam
Operation Circle	Vizianagaram	
Operation Division		Vizianagaram Bobbili
ERO		Town, Vizianagaram Rural, Vizianagaram Bobbili
M&P Division		Vizianagaram
Transformer Division		Vizianagaram
Construction Division		Vizianagaram
DPE Division		Vizianagaram
Operation Circle	Srikakulam	
		Vizianagaram

Operation Division		Srikakulam Tekkali
ERO		Srikakulam Palakonda Tekkali Kasibugga
M&P Division		Srikakulam
Transformer Division		Srikakulam
Construction Division		Srikakulam
DPE Division		Srikakulam
Operation Circle	Rajahmundry	
Operation Division		Rajahmundry Ramachandrapuram Kakinada Jaggampeta Amalapuram
ERO		Town, Rajahmundry Rural, Rajahmundry Ramachandrapuram Kakinada Samalkot Pitapuram Amalapuram Rajolu Jaggampeta
M&P Division		Rajahmundry
Transformer Division		Rajahmundry
Construction Division		Rajahmundry
DPE Division		Rajahmundry
Lineman Training Centre		Visakhapatnam
Assessment Circle		Vijayawada*
Assessment Division		Vijayawada*
DPE Circle		Vijayawada*
Enquiries Division		Vijayawada*

* APDISTCO Workmen in these offices stand allocated to APDISTCO-II.

East Visakhapatnam		
West Visakhapatnam		
Chandrababu		
Amalapuram		
GRC, Visakhapatnam		
Visakhapatnam		
Visakhapatnam		
Visakhapatnam		
Visakhapatnam		
Visakhapatnam		
Bobbili		
Town, Visakhapatnam		
Rural, Visakhapatnam		
Bobbili		
Visakhapatnam		
Visakhapatnam		
Visakhapatnam		
Visakhapatnam		
Visakhapatnam		
Srikakulam		

B. Allocation of common offices

From amongst the offices of CE-Operations, CE- RAC, CE- Tariffs, CE-Reforms, CE- Information Systems, CE-P&MM, CE-RE, CE-DFID, CE-APL, CE-Disciplinary Cases and CE-Commercial the following posts stand allocated to APDISTCO-I:

Designation	Number of posts
CE	2
SE	3
DE	8
ADE	17
SAO	1
AE	5
PO	1
JAO	1
JPO	2
Typist	2
Attender	1

From amongst the offices of Additional Secretary, CE-Disciplinary Cases, CE-P&MM, CE-Reforms, GM-Personnel and GM-IR, the following HRD related posts stand allocated to APDISTCO-I:

Designation	Number of posts
Deputy Secy	1
Asst Secy	1
PO	6
JPO	12

From the office of FA & CCA (R & E), the following posts stand allocated to APDISTCO-I:

Designation	Number of posts
FA & CCA	1
AO	1
AAO	1
JAO	4
Typist	1
LDC	1
Attender	2

Schedule "C"**Part-I**

[see Clause 2(1)(k)(2) and Clause 3.2]

DISTRIBUTION UNDERTAKING OF AREA-II**1. Distribution Undertaking**

All the Assets, Liabilities, Proceedings and Personnel pertaining exclusively or primarily to the Distribution Undertaking of Area-II, including but not limited to the following, namely:-

- (a) the Distribution System.
- (b) other Assets; including but not limited to, special tools and equipment, material handling equipment earth movers, bulldozers, concrete mixers, cranes, trailers, heavy and light vehicles, furniture and fixtures, office equipment (including computer systems, telecommunication systems and software), air conditioners, refrigerators, spares, consumables, raw materials, lands and civil work installations including roads, buildings, schools, dispensaries, training centres, workshops, work in progress, scrap.
- (c) current Assets, including without limitation, cash in hand, cash at bank, short term investments, deposits, advances paid, receivables, accrued incomes, pre-paid expenses and inventories.
- (d) all current contracts, agreements, easements, rights of way, licenses, permits, consents, approvals, arrangements, patents, trademarks and other intellectual property rights and interests, books and records, files, plans, drawings, designs, specifications, customer list, billing and payment records, insurance and all interests, rights, claims and rights of action relating to any of the Assets described in paragraph 1, to the extent of and so far as relate exclusively or primarily to Area-II.
- (e) Liabilities (other than contingent liabilities) restricted to the extent specified in the balance sheet as on the effective date.
- (f) contingent liabilities arising in the ordinary course of business pertaining exclusively or primarily to the Distribution Business and Distribution Undertaking of Area-II including consumer claims, refund of security deposits, claims and all proceedings related thereto whether pending on the effective date or initiated after the effective date, subject to the potential liability having arisen before the effective date.
- (g) all proceedings pertaining exclusively or primarily to the Distribution Business and Distribution Undertaking of Area-II.
- (h) Personnel as specified in Part-III of this Schedule.

2. Opening Balance Sheet

- (1) The opening balance sheet of the APDISTCO-II as on the effective date shall be prepared as per the books of account of the APTRANSCO, as on the effective date and shall be subject to the adjustments that may be determined by the State Government, in accordance with the rules and the Second Transfer Scheme. The provisional balance sheet of the APDISTCO-II in Part-II hereof is based on the opening balance sheet of the APTRANSCO as finalised by the State Government vide G.O. Ms No. 11, Energy (Power III), Jan 31, 2000.
- (2) The further adjustments required to prepare the balance sheet of the APDISTCO-II as on the effective date based on the books of account of the APTRANSCO, shall include, but not be limited to :
 - (a) Updating the books of accounts, assets and liabilities balances, to account for the operations of the APTRANSCO till the effective date;
 - (b) adjustments necessary for determining realisable value of assets and liabilities
 - (c) Adjustments arising from the audit of the financial statements of the APTRANSCO as on the effective date.
 - (d) Enhancement of re-structuring adjustments in accordance with the rules and to implement the objectives of the rules;
 - (e) To allocate/re-allocate assets and liabilities, including outstanding and/or accrued liabilities, as may be determined by the State Government to implement the objectives of the rules;
 - (f) Such other adjustments as the State Government may deem necessary to implement the objectives of the rules.

3. Consideration

In consideration of the transfer of the Distribution Undertaking to the APDISTCO-II in terms of the Rules and the Second Transfer Scheme, the APDISTCO-II shall issue and allot 10,48,53,040 number of equity shares of face value of Rs. 10/- each, at par value, to the APTRANSCO.

Schedule "C"

Part-II

[see Clause 3.2(3)]

Provisional Opening Balance Sheet of APDISTCO-II as on the Effective Date

(Rs. in crores)

1		ASSETS	
	A. Fixed Assets		728.87
	1) a) Gross Fixed Assets		(330.94)
	b. Less Accumulated Depreciation		397.93
	c. Net Fixed Assets		84.94
	2 Capital Works in progress/ other assets		0.21
	3 Investments		483.08
	Total A Fixed Assets (1+2+3)		
	B. Subsidy receivable from Government of AP		
	C. Current Assets		11.98
	1) Cash and Bank Balances		21.31
	2) Stock (Net of Provision)		128.30
	3) a) Sundry Debtors for Electricity		128.35
	b) Accrued Revenue		(86.70)
	c) Less Provision for Bad and Doubtful debt		0.07
	d) Other receivables (Electy. Duty etc.)		169.93
	Net Debtors (a+b+c+d)		12.59
	4) Loans and Advances		12.79
	5) Other Current Assets		228.80
	Total C Current Assets (1to 5)		711.68
	Total Assets (A+B+C)		
2		LIABILITIES	
	A. NETWORTH		104.85
	1) Equity		11.34
	2) Consumer Contribution/Grants		116.19
	Total Net Worth		0.48
	B. Reserves for Employees Funds		
	C. Long term debt		
	1) State Government Loans		220.80
	2) Loans from others		220.80
	Total (C) Long Term Loans (1 to 2)		
	D. Current Liabilities		65.12
	1) Capital and O&M Supplies		172.85
	2) Deposits from consumers		10.18
	3) Deposits and retentions		7.68
	4) Accrued liabilities on borrowings		81.26
	5) Other Current Liabilities		37.12
	6) Payment due on Capital Liabilities		374.21
	Total Current Liabilities (1-to 6)		711.68
	Total Liabilities (A+B+C+D)		

Schedule "C"**Part-III**

[see Clause 7.1]

A. Allocation of offices on an "as-is-where-is" basis

The following offices of APTRANSCO alongwith all subordinate offices stand allocated to APDISTCO-II

Zonal Office	Nellore Cuddapah	
Operation Circle	Vijayawada	
Operation Division		Town, Vijayawada Rural, Vijayawada Gudivada Machilipatnam
ERO		Town I, Vijayawada Town II, Vijayawada Rural, Vijayawada Nandigama Ibrahimpattam Gudivada Nuzividu Machilipatnam
M&P Division		Vijayawada
Transformer Division		Vijayawada
Construction Division		Vijayawada
DPE Division		Vijayawada
Operation Circle	Guntur	
Operation Division		Guntur Tenali Narasaraopet Macherla
ERO		Town, Guntur Rural, Guntur Tenali Bapatla Repalle Narasaraopet Sathenapally Gurajala
M&P Division		Guntur
Transformer Division		Guntur
Construction Division		Guntur
DPE Division		Guntur
Operation Circle	Nellore	
Operation Division		Nellore Kavali Gudur
ERO		Town, Nellore Rural, Nellore Kavali Kovur Gudur

		Naidupet
M&P Division		Nellore
Transformer Division		Nellore
Construction Division		Nellore
Assessment		Nellore
DPE Division		Nellore
Operation Circle	Ongole	
Operation Division		Ongole Markapur Kanigiri
ERO		Town, Ongole Rural, Ongole Chirala Singarayakonda Markapur Podili Addanki
M&P Division		Ongole
Transformer Division		Ongole
Construction Division		Ongole
DPE Division		Ongole
Operation Circle	Tirupati	
Operation Division		Town, Tirupati Rural, Tirupati Chittoor Madanapalle Puttur
ERO		Tirupati Pakala Srikalahasthi Puttur Nagari Chittoor Palamner Madanapalle Pileru
M&P Division		Tirupati
Transformer Division		Tirupati
Construction Division		Tirupati
DPE Division		Tirupati
Operation Circle	Cuddapah	
Operation Division		Cuddapah Rajampet Proddutur
ERO		Cuddapah Pulivendula Rajampet Proddutur
M&P Division		Cuddapah
Transformer Division		Cuddapah
Construction Division		Cuddapah
Assessment Circle		Cuddapah
Assessment Division		Cuddapah
DPE Circle		Cuddapah
DPE Division		Cuddapah

Enquiries Division		Cuddapah
Lineman Training Centre		Vijayawada
Lineman Training Centre		Cuddapah

B. Allocation of common offices

From amongst the offices of CE-Operations, CE- RAC, CE- Tariffs, CE-Reforms, CE-Information Systems, CE-P&MM, CE-RE, CE-DFID, CE-APL, CE-Disciplinary Cases and CE-Commercial the following posts stand allocated to APDISTCO-II:

Designation	Number of posts
CE	2
SE	3
DE	8
ADE	17
SAO	1
AE	5
AAE	1
AO	1
AAO	1
JPO	2
Typist	1
Attender	1
Driver	1

From amongst the offices of Additional Secretary, CE-Disciplinary Cases, CE-P&MM, CE-Reforms, GM-Personnel and GM-IR, the following HRD related posts stand allocated to APDISTCO-II:

Designation	Number of posts
Dy Secy	1
Asst Secy	1
PO	6
JPO	12

From the office of FA & CCA (R & E), the following posts stand allocated to APDISTCO-II:

Designation	Number of posts
Dy CCA	1
SAO	1
AO	1
AAO	1
JAO	3
UDC	1
LDC	1
Attender	2

Schedule "D"Part-I

[see Clause 2(1)(k)(3) and Clause 3.3]

DISTRIBUTION UNDERTAKING OF AREA-III**1. Distribution Undertaking**

All the Assets, Liabilities, Proceedings and Personnel pertaining exclusively or primarily to the Distribution Undertaking of Area-III, including but not limited to the following, namely:-

- (a) the Distribution System.
- (b) other Assets, including but not limited to, special tools and equipment, material handling equipment earth movers, bulldozers, concrete mixers, cranes, trailers, heavy and light vehicles, furniture and fixtures, office equipment (including computer systems, telecommunication systems and software), air conditioners, refrigerators, spares, consumables, raw materials, lands and civil work installations including roads, buildings, schools, dispensaries, training centres, workshops, work in progress, scrap.
- (c) current Assets, including without limitation, cash in hand, cash at bank, short term investments, deposits, advances paid, receivables, accrued incomes, pre-paid expenses and inventories.
- (d) all current contracts, agreements, easements, rights of way, licenses, permits, consents, approvals, arrangements, patents, trademarks and other intellectual property rights and interests, books and records, files, plans, drawings, designs, specifications, customer list, billing and payment records, insurance and all interests, rights, claims and rights of action relating to any of the Assets described in paragraph 1, to the extent of and so far as relate exclusively or primarily to Area-III.
- (e) Liabilities (other than contingent liabilities) restricted to the extent specified in the balance sheet as on the effective date.
- (f) contingent liabilities arising in the ordinary course of business pertaining exclusively or primarily to the Distribution Business and Distribution Undertaking of Area-III including consumer claims, refund of security deposits, claims and all proceedings related thereto whether pending on the effective date or initiated after the effective date, subject to the potential liability having arisen before the effective date.
- (g) all proceedings pertaining exclusively or primarily to the Distribution Business and Distribution Undertaking of Area-III.
- (h) Personnel as specified in Part-III of this Schedule.

2. Opening Balance Sheet

- (1) The opening balance sheet of the APDISTCO-III as on the effective date shall be prepared as per the books of account of the APTRANSCO, as on the effective date and shall be subject to the adjustments that may be determined by the State Government, in accordance with the rules and the Second Transfer Scheme. The provisional balance sheet of the APDISTCO-III in Part-II hereof is based on the opening balance sheet of the APTRANSCO as finalised by the State Government vide G.O. Ms No. 11, Energy (Power III), Jan 31, 2000.
- (2) The further adjustments required to prepare the balance sheet of the APDISTCO-III as on the effective date based on the books of account of the APTRANSCO, shall include, but not be limited to :
 - (a) Updating the books of accounts, assets and liabilities balances, to account for the operations of the APTRANSCO till the effective date;
 - (b) adjustments necessary for determining realisable value of assets and liabilities
 - (c) Adjustments arising from the audit of the financial statements of the APTRANSCO as on the effective date.
 - (d) Enhancement of re-structuring adjustments in accordance with the rules and to implement the objectives of the rules;
 - (e) To allocate/re-allocate assets and liabilities, including outstanding and/or accrued liabilities, as may be determined by the State Government to implement the objectives of the rules;
 - (f) Such other adjustments as the State Government may deem necessary to implement the objectives of the rules.

Consideration

In consideration of the transfer of the Distribution Undertaking to the APDISTCO-III in terms of the rules and the Second Transfer Scheme, the APDISTCO-III shall issue and allot 12,51,27,190 number of equity shares of face value of Rs. 10/- each, at par value, to the APTRANSCO.

Schedule "D"**Part-II**

[see Clause 3.3(3)]

Provisional Opening Balance Sheet of APDISTCO-III as on the Effective Date

(Rs. in crores)

1		ASSETS	
	A. Fixed Assets		
	1) a) Gross Fixed Assets		1,077.02
	b. Less Accumulated Depreciation		(489.91)
	c. Net Fixed Assets		587.11
	2 Capital Works in progress/ other assets		161.75
	3 Investments		1.01
	Total A Fixed Assets (1+2+3)		749.87
	B. Subsidy receivable from Government of AP		
	C. Current Assets		
	1) Cash and Bank Balances		21.32
	2) Stock (Net of Provision)		31.22
	3) a) Sundry Debtors for Electricity		523.84
	b) Accrued Revenue		207.71
	c) Less Provision for Bad and Doubtful debt		(305.71)
	d) Other receivables (Electy. Duty etc.)		0.42
	Net Debtors (a+b+c+d)		426.26
	4) Loans and Advances		19.81
	5) Other Current Assets		12.83
	Total C Current Assets (1to 5)		511.44
	Total Assets (A+B+C)		1,261.31
2		LIABILITIES	
	A. NETWORTH		
	1) Equity		125.13
	2) Consumer Contribution/Grants		9.98
	Total Net Worth		135.11
	B. Reserves for Employees Funds		3.44
	C. Long term debt		
	1) State Government Loans		
	2) Loans from others		262.22
	Total (C) Long Term Loans (1 to 2)		262.22
	D. Current Liabilities		
	1) Capital and O&M Supplies		206.12
	2) Deposits from consumers		289.35
	3) Deposits and retentions		(9.63)
	4) Accrued liabilities on borrowings		12.16
	5) Other Current Liabilities		303.78
	6) Payment due on Capital Liabilities		58.76
	Total Current Liabilities (1 to 6)		860.54
	Total Liabilities (A+B+C+D)		1,261.31

Schedule "D"**Part-III**

[see Clause 7.1]

A. Allocation of offices on an "as-is-where-is" basis

The following offices of APTRANSCO alongwith all subordinate offices stand allocated to APDISTCO-III

Zonal Office	Metro Hyderabad	
Operation Circle	North, Hyderabad	
Operation Division		City-I, Mint Compound City-IV, Erragadda City-V, Secunderabad City-VI, Bowenpally
ERO		ERO I ERO VI ERO VII ERO X ERO XI ERO XII GRC, Mint Compound
Transformer Division		North, Hyderabad
Construction Circle		Master Plan
Construction Division		Master Plan-1 Master Plan-2 Master Plan-3
Assessment Circle		Hyderabad
Assessment Division		Hyderabad Metro
DPE Circle		Hyderabad
DPE Division		DPE-I, Hyderabad HT, Hyderabad
Enquiries Division		Hyderabad
Other Offices		SE, Cables SE, SCADA
Operation Circle	South, Hyderabad	
Operation Division		City-II, Narayanaguda City-III, Charminar City-VII, Asifnagar City-VIII, Malakpet
ERO		ERO II ERO III ERO IV ERO VIII ERO IX
Transformer Division		South, Hyderabad
DPE Division		DPE II, Hyderabad
Operation Circle	Ranga Reddy, Hyderabad	
Operation Division		Habsiguda Saroomagar Kukatpally Vikarabad

ERO		Habsiguda Sainikpuri Gaganpahad Vikarabad
M&P Division		Ranga Reddy
Transformer Division		Ranga Reddy
Construction Division		Ranga Reddy
DFE Division		Ranga Reddy
Operation Circle	Medak	
Operation Division		Medak Sangareddy Siddipet
ERO		Medak Sangareddy Zaheerabad Siddipet Gazwel
M&P Division		Sangareddy
Transformer Division		Sangareddy
Construction Division		Sangareddy
DFE Division		Sangareddy
Operation Circle	Nalgonda	
Operation Division		Nalgonda Miryalaguda Suryapet Bhongir
ERO		Nalgonda Suryapet Kodad Bhongir Ramannapet Miryalaguda Deverakonda
M&P Division		Nalgonda
Transformer Division		Nalgonda
Construction Division		Nalgonda
DFE Division		Nalgonda
Operation Circle	Mahaboobnagar	
Operation Division		Mahaboobnagar Wanaparthi Jadcherla
ERO		Mahaboobnagar Narayanpet Wanaparthi Gadwal Jadcherla Kalwakurthy Nagarkurnool Shadnagar
M&P Division		Mahaboobnagar
Transformer Division		Mahaboobnagar
Construction Division		Mahaboobnagar
DPE Division		Mahaboobnagar
Operation Circle	Ananthpur	
Operation Division		Ananthpur

		Gooty Hindupur
ERO		Town, Ananthpur Rural, Ananthpur Dharmavaram Guntakal Rayadurg Tadipatri Hindupur Penukonda
M&P Division		Ananthpur
Transformer Division		Ananthpur
Construction Division		Ananthpur
DPE Division		Ananthpur
Operation Circle	Kurnool	
Operation Division		Kurnool Nandyal Adoni
ERO		Town, Kurnool Rural, Kurnool Dhone Adoni Yemmiganur Pathikonda Nandyal Allagadda Banaganapalle
M&P Division		Kurnool
Transformer Division		Kurnool
Construction Division		Kurnool
DPE Division		Kurnool
Lineman Training Centre		Hyderabad

B. Allocation of common offices

From amongst the offices of CE-Operations, CE- RAC, CE- Tariffs, CE-Reforms, CE-Information Systems, CE-P&MM, CE-RE, CE-DFID, CE-APL, CE-Disciplinary Cases and CE-Commercial the following posts stand allocated to APDISTCO-III:

Designation	Number of posts
CE	2
SE	3
DE	8
ADE	17
SAO	1
AE	5
AO	1
JPO	2
Jr Executive	1
Typist	1
Assistant	1
Attender	1

From amongst the offices of Additional Secretary, CE-Disciplinary Cases, CE-P&MM, CE-Reforms, GM-Personnel and GM-IR, the following HRD related posts stand allocated to APDISTCO-III:

Designation	Number of posts
Asst Secy	1
PO	6
JPO	12

From the office of FA & CCA (R & E), the following posts stand allocated to APDISTCO-III:

Designation	Number of posts
Dy CCA	1
AO	1
AAO	2
JAO	3
UDC	1
LDC	1
Steno Typist	1
Attender	2

Schedule "E"**Part-I**

[see Clause 2(1)(k)(4) and Clause 3.4]

DISTRIBUTION UNDERTAKING OF AREA-IV**1. Distribution Undertaking**

All the Assets, Liabilities, Proceedings and Personnel pertaining exclusively or primarily to the Distribution Undertaking of Area-IV, including but not limited to the following, namely:-

- (a) the Distribution System.
- (b) other Assets, including but not limited to, special tools and equipment, material handling equipment earth movers, bulldozers, concrete mixers, cranes, trailers, heavy and light vehicles, furniture and fixtures, office equipment (including computer systems, telecommunication systems and software), air conditioners, refrigerators, spares, consumables, raw materials, lands and civil work installations including roads, buildings, schools, dispensaries, training centres, workshops, work in progress, scrap.
- (c) current Assets, including without limitation, cash in hand, cash at bank, short term investments, deposits, advances paid, receivables, accrued incomes, pre-paid expenses and inventories.
- (d) all current contracts, agreements, easements, rights of way, licenses, permits, consents, approvals, arrangements, patents, trademarks and other intellectual property rights and interests, books and records, files, plans, drawings, designs, specifications, customer list, billing and payment records, insurance and all interests, rights, claims and rights of action relating to any of the Assets described in paragraph 1, to the extent of and so far as relate exclusively or primarily to Area-IV.
- (e) Liabilities (other than contingent liabilities) restricted to the extent specified in the balance sheet as on the effective date.
- (f) contingent liabilities arising in the ordinary course of business pertaining exclusively or primarily to the Distribution Business and Distribution Undertaking of Area-IV including consumer claims, refund of security deposits, claims and all proceedings related thereto whether pending on the effective date or initiated after the effective date, subject to the potential liability having arisen before the effective date.
- (g) all proceedings pertaining exclusively or primarily to the Distribution Business and Distribution Undertaking of Area-IV.
- (h) Personnel as specified in Part-III of this Schedule.

2. Opening Balance Sheet

- (1) The opening balance sheet of the APDISTCO-IV as on the effective date shall be prepared as per the books of account of the APTRANSCO, as on the effective date and shall be subject to the adjustments that may be determined by the State Government, in accordance with the rules and the Second Transfer Scheme. The provisional balance sheet of the APDISTCO-IV in Part-II hereof is based on the opening balance sheet of the APTRANSCO as finalised by the State Government vide G.O. Ms No. 11, Energy (Power III), Jan 31, 2000.
- (2) The further adjustments required to prepare the balance sheet of the APDISTCO-IV as on the effective date based on the books of account of the APTRANSCO, shall include, but not be limited to :
 - (a) Updating the books of accounts, assets and liabilities balances, to account for the operations of the APTRANSCO till the effective date;
 - (b) adjustments necessary for determining realisable value of assets and liabilities
 - (c) Adjustments arising from the audit of the financial statements of the APTRANSCO as on the effective date.
 - (d) Enhancement of re-structuring adjustments in accordance with the rules and to implement the objectives of the rules;
 - (e) To allocate/re-allocate assets and liabilities, including outstanding and/or accrued liabilities, as may be determined by the State Government to implement the objectives of the rules;
 - (f) Such other adjustments as the State Government may deem necessary to implement the objectives of the rules.

3. Consideration

In consideration of the transfer of the Distribution Undertaking to the APDISTCO-IV in terms of the rules and the Second Transfer Scheme, the APDISTCO-IV shall issue and allot 13,40,44,550 number of equity shares of face value of Rs. 10/- each, at par value, to the APTRANSCO.

Schedule "E"
Part-II
[see Clause 3.4(3)]

Provisional Opening Balance Sheet of APDISTCO-IV as on the Effective Date

		(Rs. in crores)
1	ASSETS	
	A. Fixed Assets	
	1) a) Gross Fixed Assets	591.78
	b. Less Accumulated Depreciation	(267.75)
	c. Net Fixed Assets	324.03
	2 Capital Works in progress/ other assets	92.41
	3 Investments	0.26
	Total A Fixed Assets (1+2+3)	416.70
	B. Subsidy receivable from Government of AP	
	<u>C. Current Assets</u>	
	1) Cash and Bank Balances	8.12
	2) Stock (Net of Provision)	17.02
	3) a) Sundry Debtors for Electricity	297.23
	b) Accrued Revenue	95.50
	c) Less Provision for Bad and Doubtful debt	(159.23)
	d) Other receivables (Electy. Duty etc.)	0.94
	Net Debtors (a+b+c+d)	234.44
	4) Loans and Advances	16.55
	5) Other Current Assets	10.29
	Total C Current Assets (1to 5)	286.42
	Total Assets (A+B+C)	703.12
2	LIABILITIES	
	A. NETWORTH	
	1) Equity	134.04
	2) Consumer Contribution/Grants	5.24
	Total Net Worth	139.28
	B. Reserves for Employees Funds	1.97
	<u>C. Long term debt</u>	
	1) State Government Loans	
	2) Loans from others	267.32
	Total (C) Long Term Loans (1 to 2)	267.32
	D. Current Liabilities	
	1) Capital and O&M Supplies	53.60
	2) Deposits from consumers	120.54
	3) Deposits and retentions	17.97
	4) Accrued liabilities on borrowings	6.22
	5) Other Current Liabilities	65.84
	6) Payment due on Capital Liabilities	30.38
	Total Current Liabilities (1 to 6)	294.55
	Total Liabilities (A+B+C+D)	703.12

Schedule "E"**Part-III**

[see Clause 7.1]

A. Allocation of offices on an "as-is-where-is" basis.

The following offices of APTRANSCO alongwith all subordinate offices stand allocated to APDISTCO-IV

Zonal Office	Warangal Nizamabad	
Operation Circle	Warangal	
Operation Division		Warangal Mahaboobabad Mulug Janagaon Rural, Warangal
ERO		Warangal Town, Hanumakonda GRC, Warangal Rural, Hanumakonda Mahaboobabad Narsampet Parkal Janagaon Cherial Ghanapur
M&P Division		Warangal
Transformer Division		North, Warangal
Construction Division		Warangal
Assessment Circle		Warangal
Assessment Division		Warangal
DPE Division		Warangal
Enquiries Division		Warangal
Operation Circle	Khammam	
Operation Division		Khammam Bhadrachalam Sathupally
ERO		Town, Khammam Rural, Khammam Sathupally Bhadrachalam Kothagudem
Transformer Division		Khammam
Construction Division		Khammam
DPE Division		Khammam
Operation Circle	Karimnagar	
Operation Division		Karimnagar Huzurabad Jagtial Peddapally
ERO		Town, Karimnagar Rural, Karimnagar Husnabad

		Huzurabad Metpally Jagtial Peddapally Godavarikhani
M&P Division		Karimnagar
Transformer Division		Karimnagar
Construction Division		Karimnagar
DPE Division		Karimnagar
Operation Circle	Nizamabad	
Operation Division		Nizamabad Airmoor Kamareddy
ERO		Town, Nizamabad Rural, Nizamabad Bhoda Airmoor Bheemgal Kamareddy Yellareddy
M&P Division		Nizamabad
Transformer Division		Nizamabad
Construction Division		Nizamabad
Assessment		Nizamabad
DPE Division		Nizamabad
Operation Circle	Adilabad	
Operation Division		Adilabad Nirmal Mancherial Sirpurkagaznagar
ERO		Adilabad Nirmal Mancherial Sirpurkagaznagar
MRT Division		Nirmal Mancherial
Construction Division		Adilabad
DPE Division		Adilabad
Lineman Training Centre		Warangal

B. Allocation of common offices

From amongst the offices of CE-Operations, CE- RAC, CE- Tariffs, CE-Reforms, CE-Information Systems, CE-P&MM, CE-RE, CE-DFID, CE-APL, CE-Disciplinary Cases and CE-Commercial the following posts stand allocated to APDISTCO-IV:

Designation	Number of posts
CE	2
SE	3
DE	8
Dy CCA	1
ADE	17
SAO	1
AE	6
PO	1
JAO	1
JPO	2
Typist	1
Attender	1

From amongst the offices of Additional Secretary, CE-Disciplinary Cases, CE-P&MM, CE-Reforms, GM-Personnel and GM-IR, the following HRD related posts stand allocated to APDISTCO-IV:

Designation	Number of posts
Dy Secy	1
Asst Secy	1
PO	6
JPO	12

From the office of FA & CCA (R & E), the following posts stand allocated to APDISTCO-IV:

Designation	Number of posts
SAO	1
AO	1
AAO	1
JAO	3
UDC	1
Attender	3

Schedule "F"
[see Clause 4]

Provisional Balance Sheet of APTRANSCO as on Effective Date

(Rs. in Crores)

1	ASSETS	
	A. Fixed Assets	
	1) A) Gross Fixed Assets	1570.42
	B. Less Accumulated Depreciation	(530.14)
	C. Net Fixed Assets	1040.28
2	Capital Works in progress/ other assets	664.61
3	Investments	
	(a) Share Capital in GVK & APGPCL	35.94
	(b) Share Capital in Distribution Companies	427.99
	Total A Fixed Assets and Investments (1+2+3)	2168.82
	B. Subsidy receivable from Government of AP	1656.76
	C. Current Assets	
	1) Cash and Bank Balances	(31.44)
	2) Stock (Net of Provision)	81.14
	3) Inter State Receivables	1.11
	4) Inter Unit Accounts (Net of Provision)	91.39
	5) Loans and Advances	42.70
	6) Other Current Assets	348.21
	Total C Current Assets (1to 6)	533.11
	Total Assets (A+B+C)	4358.69
2	LIABILITIES	
	A. NETWORTH	
	1) Equity	540.56
	2) Capital Reserves /Grants	0.55
	Total Net Worth	541.11
	B. Reserves for Employees Funds	6.04
	C. Long term debt	
	1) State Government Loans	286.62
	2) Loans from others	1189.46
	Total (C) Long Term Loans (1 to 2)	1476.08
	D. Current Liabilities	
	1) Power Purchases	1309.94
	2) Capital and O&M Supplies	394.76
	3) Deposits and retentions	9.23
	4) Bank Borrowings for Working Capital	300.44
	5) Accrued liabilities on borrowings	28.58
	6) Other Current Liabilities	267.45
	7) Payment due on Capital Liabilities	25.06
	Total Current Liabilities (1 to 6)	2335.46
	Total Liabilities (A+B+C+D)	4358.69

V. S. SAMPATH

Principal Secretary to Government