

**MADHYA PRADESH ELECTRICITY REGULATORY COMMISSION**

**BHOPAL**

**Sub: Petition under Sections 86(1) (b), (c), (e), (f), (i) and (k) of the Electricity Act, 2003 read with Regulations 9, 10 and 17 of the Madhya Pradesh Electricity Regulatory Commission (Conduct of Business) Regulations, 2016.**

**ORDER**

**(Date of Order:29.05.2026)**

**Apraava Renewable Energy Pvt. Ltd.,**

(formerly CLP Wind Farms (India) Pvt. Ltd.,)

6<sup>th</sup> Floor, Chanakya, Off Ashram Road

Ahmedabad (Gujarat) – 380009

- **Petitioner**

**Vs.**

**Managing Director,**

MP Power Management Co. Ltd.,

Shakti Bhawan, Vidyut Nagar,

Rampur, Jabalpur - 482008

- **Respondent**

Shri Deep Rao Palepu, Advocate appeared on behalf of the petitioner.

Shri, Aditya Khandekar, Advocate appeared on behalf of the respondent.

The subject petition is filed by Apraava Renewable Energy Pvt. Ltd., Under Sections 86(1) (b), (c), (e), (f), (i) and (k) of the Electricity Act, 2003 read with Regulations 9, 10 and 17 of the MPERC (Conduct of Business) Regulations, 2016.

2. By affidavit dated 23<sup>rd</sup> December' 2025, the petitioner broadly submitted the following in its petition:

i. The present Petitioner/ Apraava Renewable Energy Private Limited ("Petitioner" "AREPL") has filed the present Petition under Sections 86(1)(b), (c),(e), (f), (i) and (k) of the Electricity Act, 2003 ("Act") read with Regulations 9, 10 and 17 of the Madhya Pradesh Electricity Regulatory Commission (Conduct Of Business) Regulations, 2016 ("COBR Regulations") seeking a direction to the Respondent/Madhya Pradesh Power Management Company Limited ("Respondent" "MPPMCL") to formally record and reflect the Petitioner's change of name in the three (3) existing Wind Energy Purchase Agreements ("WEPA") dated 07.08.2015 and 19.01.2016 executed between the Petitioner and the Respondent.

ii. The Petitioner has filed the present Petition on the following grounds:

i. The Respondent's refusal to record the Petitioner's statutory name change is directly contrary to Sections 13 and 18 of the Companies Act, 2013 read with Rule 29 of the Companies (Incorporation) Rules, 2014,

which unequivocally establish that a change in name does not alter the legal identity or obligations of a company. Once the Registrar of Companies issues a fresh Certificate of Incorporation, all authorities, including State instrumentalities such as the Respondent, are mandatorily required to recognize and effectuate such change. By imposing arbitrary and irrelevant conditions, and refusing to amend the WEPAs accordingly, the Respondent has violated its statutory duty to reflect the Petitioner's correct legal identity in all contractual and operational records;

- ii. It is settled law by the Hon'ble Appellate Tribunal for Electricity's ("Hon'ble APTEL") Judgment dated 01.09.2020 in Appeal No. 57 of 2020, Techno Electric & Engineering Company Limited v. CERC & Ors., and multiple Orders issued by the concerned State Electricity Regulatory Commissions ("Ld. SERCs") that a mere change in the name of a company does not constitute a change in legal status and must be promptly incorporated in all agreements and records by utilities and public authorities. These decisions make it clear that counterparties cannot re-characterize a name change as a substantive alteration or impose additional conditions having no nexus with the same. The Respondent's ongoing refusal to record the Petitioner's name change is, therefore, contrary to well-established legal precedent binding on regulated entities;
- iii. The Respondent's conduct is also contrary to letter and spirit of Section 43 of the Electricity Act which imposes statutory obligations on distribution licensees to act transparently, reasonably, and non-discriminatorily. Proper identification of generators is essential for regulatory processes such as energy accounting, deviation settlement, REC compliance, and renewable energy reporting. By failing to update the Petitioner's name in the WEPAs despite statutory proof, the Respondent has compromised the accuracy of regulatory filings and acted inconsistently with the obligations mandated under the Electricity Act; and
- iv. The Respondent's arbitrary refusal to acknowledge a simple procedural name change, without issuing a reasoned decision or reference to relevant considerations, and while relying on extraneous and conditions irrelevant to such name change - also violates the core Principles of Natural Justice and the constitutional mandate under Article 14 of the Constitution of India against arbitrariness and discrimination by State entities. The Respondent's prolonged delay of more than three years, despite complete statutory documentation furnished by the Petitioner, constitutes an unfair, opaque, and discriminatory administrative action that has caused avoidable prejudice to the Petitioner.

### **Description of Parties**

- iii. The Petitioner, Apraava Renewable Energy Private Limited (formerly known as

CLP Wind Farms (India) Pvt. Ltd.) is a wind generating company incorporated under Companies Act, 1956. The Petitioner owns and operates a 92 MW wind energy power project in the Dewas district of Madhya Pradesh ("Project").

- iv. The Respondent, Madhya Pradesh Power Management Company Limited (MPPMCL), is a company incorporated under the Companies Act, 1956 and is a distribution licensee of this Hon'ble Commission for the State of Madhya Pradesh.

**Factual Background**

- v. The Petitioner has been supplying renewable power from the Project for more than nine years under three (3) identical Wind Energy Purchase Agreements (WEPAs) dated 07.08.2015 and 19.01.2016 executed with the Respondent, with a total quantum of 92 MW, pursuant to this Hon'ble Commission's tariff order dated 26.03.2013 ("Tariff Order") at a single part tariff of INR 5.92/kWh.
- vi. Subsequent to the execution of the WEPAs, basis a Certificate of Incorporation dated 31.12.2021, the Petitioner company's name was changed from "CLP Wind Farms (India) Private Limited" to "Apraava Renewable Energy Private Limited".
- vii. In view of the above, the Petitioner issued its letter dated 25.01.2022 to the Respondent intimating the aforesaid name change and requesting the Respondent to take note of the same in their records. The Petitioner also clarified that only the name of the company had changed and there was no change in its shareholding structure. However, on receiving no response from the Respondent, the Petitioner issued a reminder letter on 16.09.2022 reiterating its request for the Respondent to take its name change on record.
- viii. After considerable delay, the Respondent issued its letter dated 07.10.2022 requesting certain documents required from the Petitioner, including a certificate from the New and Renewable Energy Department, Government of Madhya Pradesh ("MP NRED") (the nodal agency for the State of the Madhya Pradesh) - also known as Madhya Pradesh Urja Vikas Nigam Limited to execute supplementary WEPAs reflecting the Petitioner's change of name. In this regard, it is submitted that it is settled law by the Hon'ble APTEL and other Ld. SERCs that any amendments to existing agreements required in case of a simpliciter name change such as the Petitioner's in the present case - should not be arbitrarily delayed.
- ix. In view of the above, the Petitioner prudently approached the MP NRED vide its emails dated 19.10.2022, 31.10.2022, and 18.11.2022 to identify the documents required by them for issuing the certificate sought by Respondent herein. The MP NRED finally responded to the Petitioner's requests vide its email dated 18.11.2022 directing the Petitioner to submit certain documents required for issuing the certificate sought by Respondent herein. Thereafter, on 14.02.2023, the Petitioner submitted all the said documents to MP NRED. Consequently, on 05.10.2023, the Office of the Commissioner, MP NRED issued its acceptance of

the Petitioner's name change.

- x. In parallel, pending issuance of such a certificate by the MP NRED, the Petitioner issued its letter dated 19.05.2023 sharing all the supporting documents requested by the Respondent vide its earlier letter dated 07.10.2022 along with a copy of its application filed with MP NRED and reiterating its request for the Respondent to take on record its name change. The Petitioner also issued another letter dated 18.10.2023 to the Respondent intimating and annexing the approval dated 05.10.2023 issued by the MP NRED, and reiterating its request for the Respondent to take on record the Petitioner's simpliciter name change.
- xi. Despite receiving such approval from the Office of the Commissioner, MP NRED, there was no response issued by the Respondent taking on record the Petitioner's name change.
- xii. After considerable delay, the Respondent vide its letter dated 22.02.2024 illegally, and without any justifiable reason or cause, directed the Petitioner to provide further additional documents purportedly essential for incorporating its name change. It is submitted that the said direction was made after considerable delay, given that the Petitioner had originally made its request to the Respondent more than two years earlier, on 25.01.2022, and did not specify any reasons either for such delay, or for why the said documents and justifications were required to take on record a simpliciter name change. On the contrary, despite considerable unexplained delay on its own part, the Respondent baselessly sought a justification from the Petitioner as to why it was requesting its name change to be taken on record after considerable delay considering that the Certificate of Incorporation was issued in December 2021. The following additional clarifications were also sought by the Respondent vide its letter dated 22.02.2024:
  - a. Financial year-wise details of Clean Development Mechanism ("CDM") benefits being accrued/availed by the Petitioner, or an undertaking confirming non-availment of CDM benefits by the Petitioner;
  - b. Consent letter from M/s Gamesa Renewable Pvt. Ltd. (the developer of the Project) regarding the Petitioner's name change;
  - c. Clarification on continued billing and energy apportionment in the Petitioner's old name and confirmation on whether the name-change request is still pursued;
  - d. Documents establishing Apraava as the legal successor of M/s CLP Windfarm.
- xiii. The Petitioner responded to the Respondent's said letter vide its letter dated 20.03.2024 whereby it provided a detailed response to the Respondent's queries and directions. Its responses are summarised below:

- a. The Petitioner stated that there has been no delay on its part as it had raised its original request for taking on record its name change vide its letter dated 25.01.2022, within a month of the issuance of the Certificate of Incorporation dated 31.12.2021 certifying the same. The Petitioner also highlighted all correspondences and efforts executed by it to bring its name change in the Respondent's records;
  - b. The Petitioner issued an undertaking stating that it is not availing any CDM benefits;
  - c. The Petitioner annexed a copy of a No Objection Certificate ("NoC") dated 23.03.2023 issued by the Developer to the same effect;
  - d. The Petitioner clarified that it was advised by the Respondent's own officials that the aforesaid affairs will be conducted in the Petitioner's changed name after the same is officially taken on record by the Respondent. In any case, the Petitioner submitted that it had no objection to the same being carried out in its new name;
  - e. The Petitioner clarified that there is no 'successor' relationship present and the Petitioner has merely undergone a simpliciter name change which is evidenced by the Certificate of Incorporation dated 31.12.2021.
- xiv. Further, vide its letter dated 20.03.2024, the Petitioner had also reminded the Respondent that other judicial fora like the Hon'ble APTEL, vide its Order dated 04.02.2022 in Appeal No. 184 of 2019, CLP Wind Farms (India) Pvt. Limited vs. M.P. Power Management Company Limited & Anr. (para. 2), wherein the Respondent herein was also a party, has recognised the Petitioner's name change and allowed an application to bring the same on record. Moreover, after the said Order, the Petitioner filed a restoration application before this Hon'ble Commission in its new name, Apraava Renewable Energy Private Limited, which was not objected to by the Respondent herein before this Hon'ble Commission which was also acknowledged by this Hon'ble Commission in its Order dated 20.05.2022 in Petition No. 25 of 2018 (para. 6). Therefore, the Petitioner stated that the Respondent has de facto accepted its name change and reiterated its request it to take the same on record.
- xv. Thereafter, despite the Petitioner's best and earnest efforts, the Respondent repeatedly denied taking the Petitioner's name change on record purportedly due to various baseless and unrelated demands and directions. It is submitted that it is settled law by the Hon'ble APTEL and various other Ld. SERCs that no amendment to the WEPA, or any undertaking qua an unrelated and independent compliance is required to take on record a generator's name change. Despite such a settled position, the Respondent has been arbitrarily and baselessly delaying taking the Petitioner's name change on record for one reason or another. A summary of the subsequent correspondence exchanged between the Petitioner and the Respondent in this regard is tabulated below:

Date	Particulars
11.03.2024	The Respondent issued a notice to the Petitioner directing it to install new meters at the Project in compliance with the Central Electricity Authority (Installation and Operation of Meters) Regulations, 2006 and Central Electricity Authority (Installation and Operation of Meters) (Amendment) Regulations, 2019.
17.04.2024	The Petitioner responded to the notice dated 11.03.2024 stating that the meters installed at the Project are in compliance with all relevant standards and the same have also been approved by the Madhya Pradesh Pashchim Kshetra Vidyut Vitran Company Limited ("MPPKVCL"). Additionally, the Petitioner intimated the notice dated 11.03.2024 was issued by the Respondent in its old name, and once again, reiterated its request for the Respondent to take on record its new name.
18.09.2024	The Respondent baselessly and unlawfully stated that it will not accept the Petitioner's name change until it complies with the meter requirements as stated in its earlier notice dated 11.03.2024.
13.11.2024	The Petitioner contested the Respondent's wrongful and arbitrary non-acceptance of its simpliciter name change by making it conditional to completely unrelated and baseless requirements. The Petitioner further submitted that it is willing to resolve any disagreement regarding any operational issues qua the Project, but the same must not hamper or delay the acceptance of its name change - which has been duly carried out under the applicable law.
27.02.2025	The Petitioner issued a reminder letter to the Respondent reiterating it is willing to resolve any disagreement regarding any operational issues qua the Project, but the same must not hamper or delay the acceptance of its name which has been duly carried out under the change applicable law.
10.09.2025	<p>The Respondent again, for the first time more than 3 years after the Petitioner's original request dated 25.01.2022. directed the Petitioner to submit new information and proof of compliance qua the Project - subject to which it will approve the Petitioner's name change. The said directions are summarized below:</p> <ul style="list-style-type: none"> <li>• No-dues certificate from the Madhya Pradesh distribution companies against invoices for drawal of power from the grid;</li> <li>• A CA-certified confirmation that the change from <i>M/s CLP Wind Farms (India) Pvt. Ltd. to M/s Apraava</i></li> </ul>

	<p><i>Renewable Energy Pvt. Ltd.</i> has not altered the legal status of the Petitioner-entity;</p> <ul style="list-style-type: none"> <li>• An undertaking indemnifying the Respondent and its officers from any legal/ financial implications arising from the name change; and</li> <li>• A meter installation report in compliance with the CEA (Installation and Operation of Meters) Regulations, 2006 and its subsequent amendments.</li> </ul>
16.10.2025	<p>The Petitioner provided an issue-wise response to the Respondent's letter dated 10.09.2025. At the outset, the Petitioner stated that the raised operational issues had no nexus with taking its name change on record, and the same cannot be delayed on the premise of closing other unrelated matters first. In any case, the Petitioner submitted its response to each of the Respondent's concerns as follows:</p> <ul style="list-style-type: none"> <li>• <i>Regarding No-dues certificate from the Madhya Pradesh distribution companies:</i> The Petitioner submitted that the same has no nexus with the Respondent taking its name change on record and requested that its new name be accepted and taken on record at the earliest.</li> <li>• <i>Regarding CA-certified confirmation that the name change has not altered the legal status of the Petitioner-entity:</i> The Petitioner duly submitted an undertaking to this effect.</li> <li>• <i>Regarding indemnification undertaking:</i> The Petitioner duly submitted a fresh undertaking indemnifying the Respondent and its officials from any liabilities arising in the event that its name change is taken on record.</li> <li>• <i>Regarding CDM benefits:</i> The Petitioner duly submitted a fresh undertaking that it is not availing any CDM benefits, and if any such benefits are availed by it in the future, the same shall be passed on to the Respondent in terms of the WEPAS.</li> </ul>

xvi. The aforementioned correspondence clearly evidences that the Respondent has been baselessly and arbitrarily delaying taking on record the Petitioner's name change - by making the same conditional on compliance with completely unrelated operational issues. The Petitioner also raised the aforesaid concerns in several meetings with high-level officials of the Respondent including on 10.02.2025, 18.02.2025, 06.12.2025 and 10.09.2025 - wherein the Petitioner duly highlighted the unnecessary hindrances being caused in a simpliciter name change and requested for an expedited resolution of the same.

xvii. Despite the Petitioner's repeated good faith compliance with the Respondent's

baseless directions, in clear violation of its statutory obligations, settled law and the principles of natural justice, the Respondent has delayed taking the Petitioner's name change on record which has caused severe complications and issues in the operations of the Petitioner's Project.

- xviii. It is submitted that the Petitioner is facing severe and continuing prejudice on account of material inconsistencies across the statutory and contractual documentation in relating to the Project which is resulting solely out of the Respondent's baseless delay in taking the Petitioner's name change on record and executing amended/supplementary WEPAs to that effect. While all commercial dealings and payments are admittedly being undertaken in favour of Apraava Renewable Energy Private Limited, the WEPAs continues to remain in the name of CLP Wind Farms (India) Private Limited. This discrepancy has resulted in repeated queries and clarifications from the Petitioner's lenders, Security Trustee and Statutory Auditors, all of whom have formally directed that the WEPAs be amended to reflect the correct contracting entity. The continued mismatch exposes the Petitioner to potential compliance deviations under financing agreements, statutory audit requirements, and regulatory disclosures.
- xix. The prejudice to the Petitioner is thus manifest and ongoing, whereas the Respondent suffers no adverse consequence from effecting a simpliciter name change that aligns the WEPAs with the Petitioner's new name. The Respondent's non-action has placed the Petitioner in an untenable position where statutory filings, audited accounts and lender-driven compliance processes cannot accurately reflect the contracted arrangement, thereby risking audit qualifications, covenant breaches and regulatory non-compliance.
- xx. In view of the above, it is submitted that the Petitioner is constrained to approach this Hon'ble Commission inter alia seeking a direction to the Respondent to take its name change on record at the earliest.

### **GROUND**

#### ***A. Respondent's conduct is in violation of statutory provisions of the Companies Act, 2013***

- xxi. As per Section 13 of the Companies Act, 2013 ("Companies Act") read with Rule 29 of the Companies (Incorporation) Rules 2014 ("Companies Rules"), a change in the name of a company does not constitute a change in its legal identity, ownership, obligations, or rights, and the fresh Certificate of Incorporation issued by the Ministry of Corporate Affairs is conclusive proof of this continuity. Accordingly, once the Registrar has recognized the name change - as done by the Certificate of Incorporation dated 31.12.2021 in the Petitioner's case - all counterparties, including State instrumentalities such as the Respondent herein, are statutorily bound to record the updated name in all contracts and records. The Respondent's refusal to do so is contrary to the express mandate of settled law.
- xxii. That the refusal to accept the new name of the Petitioner runs contrary to the

intent and spirit of the Companies Act read with the Companies Rules, which requires all public authorities and contracting parties to acknowledge and effectuate corporate name changes notified by the Registrar. The statutory scheme leaves no discretion to third parties to question or delay the recording of the new name. The Respondent's insistence on unrelated operational conditions, such as meter reports or no-dues certificates, amounts to introducing baseless restrictions that have no basis in the regime stipulated under Section 13 of the Companies Act read with Rule 29 of the Companies Rules.

- xxiii. The Respondent's continuing refusal to amend the existing WEPAs also directly contravenes the principle that a contract must reflect the correct identity of the contracting parties as recognized under law. By failing to incorporate the Petitioner's revised name, the Respondent is effectively compelling the Petitioner to operate under an incorrect legal identity in official records, which is impermissible under the Companies Act read with the Companies Rules and prejudicial to the Petitioner's regulatory and commercial obligations.
- xxiv. In view of the above, the Respondent's conduct amounts to a failure to comply with its statutory obligation to recognize and operationalize a name change that has already attained finality under the Companies Act read with the Companies Rules, and cannot be re-examined, questioned or unnecessarily delayed by a third party.

***B. Settled law that change in name of a company does not change its legal status and the same must be promptly recorded by all entities***

- xxv. The issue of recording a mere change of name is no longer res integra and has been conclusively settled by multiple decisions of the Ld. State Electricity Regulatory Commissions (SERC) as well as the Hon'ble Appellate Tribunal for Electricity (APTEL). The Hon'ble APTEL vide its Judgement dated 01.09.2020 in Appeal No. 57 of 2020, Techno Electric & Engineering Company Limited v. CERC & Ors. (paras. 9.25-9.28) ("TEEC APTEL Judgement") has explicitly held that once the Registrar of Companies has approved a name change of a particular corporate entity, it is not open to any statutory authority including State utilities like the present Respondent - to re-characterize such a change as an alteration of legal status or insist on fresh contractual formalities. The Hon'ble APTEL further emphasized that mere name changes are statutorily recognized under the Companies Act and must be promptly accepted by all counterparties, with only intimation and record correction required. The relevant portion of the TEEC APTEL Judgement is excerpted below for easy reference:

*"9.25 While considering the rival submissions of both the parties in preceding paras, what thus transpires is that the dispute mainly revolves around the fact that subsequent to the Scheme of Amalgamation approved by the NCLT, Allahabad has caused a change in legal status or not. **The Scheme of Amalgamation and change in name have been duly approved by the Company Court under applicable laws and the change of name has been duly registered***

***by Registrar of Company, Kanpur on 05.09.2018. It is relevant to note from the detailed order of NCLT approving the scheme of Amalgamation that has nowhere indicated cause of any change in the legal status of the transferee company which has adopted the name of its holding company (Techno). Further, the judgments relied upon by the parties also rule that such a process of amalgamation and adoption of name does not amount to change in legal status.***

9.26 We also noticed from the records placed before us that pertinently, all the identification nos. of transferee company (Simran) pre-and post-merger have remained the same which also affirms the contentions of the Appellant that in the whole process, the legal status of the Appellant has not undergone any change. It is a settled position of law that if a company undergoes a change in legal status, then its Vth part of CIN changes. In this regard, we also refer to the CERC order dated 09.10.2018 in Tadus Wind Energy Pvt. Ltd. Vs. NLDC 2018 SCC OnLine CERC 2002. The relevant extract of the said order is reproduced as under

...

9.27 Having regard to the order passed by the NCLT dated 20.07.2018 and submissions/arguments of both the parties, ***we are of the opinion that once amalgamation order has been issued by the Competent Court after going through the due procedures, it is not open for any Government instrumentality/statutory authorities to question the same with erroneous interpretation of change in legal status.*** NCLT in its aforesaid order under Para IX has stipulated that any person interested shall be at liberty to apply to the Tribunal in the above matter for any directions that may be necessary. It is noticed that the order of NCLT has been passed after duly getting public notice issued in addition to other requisite procedural formalities.

9.28 In the light of above facts, we are of the considered opinion that the Central Commission in its impugned order has erroneously concluded that the Appellant has undergone a change in legal status and thus requires a fresh registration for obtaining RECS. Even the Central Commission has not followed its own findings in its order dated 09.10.2018 (stated supra). Accordingly, in view of the above discussions and analysis, the impugned order is liable to be set aside."

- xxvi. The Petitioner had filed a similar petition bearing D.R.P. No. 19 of 2024 before the Ld. Tamil Nadu Electricity Regulatory Commission ("Ld. TNERC") inter alia seeking a direction to the respondent-distribution company therein to promptly execute an amendment to the concerned WEPA reflecting its name change ("TNERC Petition"). Vide its Order dated 23.09.2025, the Ld. TNERC relied upon the TEEC APTEL Judgement and directed the respondent therein to amend the concerned WEPA reflecting the Petitioner's name change within 30 days of the said Order. It is submitted that the present case is identical to the TNERC Petition, and it is humbly prayed that a similar Order be passed herein directing the Respondent to promptly amend the Petitioner's WEPAs to reflect its name

change. The relevant portion of the Ld. TNERC's Order dated 23.09.2025 is excerpted below for easy reference:

*"7.1. The question before us in point No.3 is whether there is a necessity to execute a fresh agreement for name transfer. This question has been well settled by the Commission through its order dated 26.08.2009 in Hinduja Foundries Limited Vs TNEB and further re-affirmed through its order dated 13.07.2021 in M/s. Techno Electric Energy Co.vs TANGEDCO. The relevant portion of the order in M/s.Techno Electric Energy Co. vs TANGEDCO are reproduced below for better appreciation of the case*

*"7.15. A conjoint reading of the order of the Commission in D.R.P. No. 5 of 2009 and judgment of Hon'ble APTEL in Appeal No. 57 of 2020 leaves no manner of doubt that in cases where there is no transfer of service connection and it involves a case of mere change in name or change in name arising out of amalgamation, the fees as applicable to name transfer cannot be collected. It also follows that there is no need to enter into a fresh agreement for a mere name change. However, the petitioner should have paid the amount under protest when there is disagreement between a generator and a licensee regarding the fees to be paid for effecting name change in the records."*

***7.2. It is clear from the above order of the Commission that in cases where there is no transfer of service connection and it involves a case of mere change of name, the fees as applicable to name transfer cannot be collected. It has been further clarified therein that there would be no need to enter into fresh agreement. The earlier order of the Commission in D.R.P.No.5 of 2009 at para 7 also makes it clear that there is no necessity to enter into a fresh agreement on account of change in name under section 23 of the Companies Act 1956 and mere corrections have to be carried out in the existing agreements as stipulated in the Companies Act.***

*7.3. In the upshot of the above discussions this Commission decides that the decision rendered by this Commission in the case of M/s. Hinduja Foundries and Techno Electric and Engineering Company supports the case of the petitioner. Accordingly this issue is decided.*

...

*10. In the result the petition is partly allowed and the following order is passed*

***e) The respondents are directed to amend the existing Wind Energy Purchase Agreement reflecting the change of the name of the petitioners firm from CLP Wind Farms (India) Pvt Limited to "Apraava Energy renewable Energy Private Limited".***

***f) The respondents shall comply with the above orders/directions of this Commission within 30 days from the date of this order and file a compliance report forthwith.***

*g) Parties shall bear their respective costs. Petition ordered accordingly."*

- xxvii. The Petitioner had filed another petition, similar to the TNERC Petition, bearing Petition No. RERC/ 2252/ 2024 before the Ld. Rajasthan Electricity Regulatory Commission ("Ld. RERC") inter alia seeking a direction to the respondent-distribution company therein to promptly execute an amendment to the concerned PPAs reflecting its name change ("RERC Petition"). Vide its Order dated 09.04.2025, the Ld. RERC unambiguously directed the respondent therein to amend the concerned PPAs reflecting the Petitioner's name change without any additional clauses that the Petitioner herein had not consented to being included. It is submitted that the present case is also identical to the RERC Petition, and it is humbly prayed that a similar Order be passed herein directing the Respondent to promptly amend the Petitioner's WEPAs to reflect its name change without imposing any additional conditions not having any nexus with the Petitioner's name change.
- xxviii. Therefore, it is submitted that it is settled law that the Respondent cannot illegally and arbitrarily delay taking the Petitioner's name change on record, and that this Hon'ble Commission must intervene in the present situation and direct the Respondent to comply with the Petitioner's request and promptly amend the existing WEPAS.

***C. Violation of statutory provisions under the Electricity Act, 2003***

- xxix. Under Section 43 of the Electricity Act read with its broader scheme, distribution licensees, such as the Respondent herein, are obligated to act in a non-discriminatory and reasonable manner in all their dealings with generating companies such as the Petitioner. The Respondent's insistence on extraneous conditions (such as metering compliance and no-dues certificates) as a precondition for recognizing the Petitioner's name change is arbitrary, unreasonable and discriminatory, especially when other distribution companies across India routinely accept such requests without imposing unrelated operational prerequisites.
- xxx. The Petitioner also submits that proper identification of generating entities is a regulatory requirement for the purpose of energy accounting, scheduling, deviation settlement, renewable energy reporting, and REC/RRF compliance. By refusing to reflect the Petitioner's correct legal name in the WEPAs, the Respondent is undermining the integrity of its own regulatory filings and failing to meet its obligations under the applicable regulatory frameworks.
- xxxi. Thus, the Respondent's conduct is contrary to the statutory mandate of the Electricity Act, which requires regulated entities to maintain transparent, accurate and lawful records relating to power procurement, including correct identification of contracting parties.
- xxxii. That under Sections 86(1)(b) and 86(1)(e) of the Electricity Act, this Hon'ble

Commission has exclusive jurisdiction to regulate the terms of intra-state contracts, such as the Petitioner's WEPAs, and promote renewable energy generation in the State of Madhya Pradesh. Therefore, this Hon'ble Commission has the jurisdiction to direct a distribution licensee such as the Respondent herein to comply with its statutory obligations under the Electricity Act and promptly accept the Petitioner's request for issuing an amendment to the WEPAS reflecting its name change.

***D. The Respondent has acted contrary to the Principles of Natural Justice and Constitutional standards***

- xxxiii. The Respondent's refusal to record the Petitioner's name change violates the foundational Principles of Natural Justice, particularly that against arbitrary and unreasonable action by a State entity. The Hon'ble Supreme Court has repeatedly held that any administrative act of a public authority must be fair, non-discriminatory, transparent, and based on relevant considerations. In the present case, despite the Petitioner furnishing all statutory documents issued under the Companies Act, including the Certificate of Incorporation dated 31.12.2021, the Respondent has adopted an opaque and arbitrary approach by refusing to effect a purely clerical amendment to the WEPAs executed with the Petitioner, without providing any lawful justification for such refusal.
- xxxiv. The Respondent has failed to provide any reasoned communication or speaking order explaining why a procedural name change request, which has attained statutory finality under the applicable law, i.e., the Companies Act, has been kept pending for over three years. The Principles of Natural Justice also require that an affected party must be informed of the reasons underlying an adverse administrative decision. By neither approving the name change nor issuing any formal rejection based on cogent grounds, the Respondent has denied the Petitioner its right to a fair hearing and its right to receive a reasoned determination. Such non-speaking, non-responsive conduct violates the principle laid down by the Hon'ble Supreme Court that administrative discretion cannot be exercised in silence or without intelligible reasons.
- xxxv. The Respondent has further acted contrary to the settled Principle of Natural Justice by taking into account irrelevant considerations. The request, originally made by the Petitioner vide its letter dated 25.01.2022, pertains solely to a simpliciter name change administrative change with no bearing on the Petitioner's legal status, rights, obligations, tariff, or performance under the WEPAS. However, MPPMCL has improperly linked this request to wholly unrelated issues such as metering compliance, no-dues certificates, and CDM-benefit undertakings. These matters, even if relevant independently, have no legal nexus with approval of a statutory name change and cannot be used to withhold such approval. Considering irrelevant factors and ignoring relevant statutory documents constitutes a textbook violation of natural justice.
- xxxvi. The prolonged and unexplained delay in processing the Petitioner's request also violates the doctrine of fairness in administrative action. As the Hon'ble Supreme Court has recognised, delay itself can amount to injustice when the authority has

a duty to act within a reasonable time. Name-change processing is a routine clerical task that other distribution companies and State agencies in India complete within weeks. The Respondent's three-year delay, without any valid justification, has imposed avoidable regulatory, contractual, and commercial prejudice upon the Petitioner and is antithetical to the standard of fair administrative conduct expected of a State licensee.

xxxvii. The Respondent's non-action has placed the Petitioner in an untenable position where statutory filings, audited accounts and lender-driven compliance processes cannot accurately reflect the contracted arrangement, thereby risking audit qualifications, covenant breaches and regulatory non-compliance.

xxxviii. In view of the above, it is most humbly submitted that this Hon'ble Commission may be pleased to allow the captioned Petition and direct the Respondent herein to amend the three (3) existing WEPAS dated 07.08.2015 and 19.01.2016 executed with the Petitioner, and/or issue a supplementary agreement, reflecting the Petitioner's revised name in a time bound manner no later than 30 days from the issuance of a final Order by this Hon'ble Commission. The Respondent may also be directed to carry out all consequential corrections in its records and systems at the earliest, so as to give full effect to the statutory name change. Such other or further orders as this Hon'ble Commission may deem fit in the interest of justice may also be passed.

3. With the aforesaid submissions the petitioner prayed the following:

- i. *Allow the present Petition;*
- ii. *Direct the Respondent to amend the existing Wind Energy Purchase Agreement dated 07.08.2015 for 42 MW, Wind Energy Purchase Agreement dated 19.01.2016 for 28 MW, and Wind Energy Purchase Agreement dated 19.01.2016 for 22 MW to reflect the change in the name of the Petitioner from "CLP Wind Farms (India) Private Limited" to "Apraava Renewable Energy Private Limited" unconditionally and in a time bound manner;*
- iii. *Award costs of the litigation to the Petitioner; and*
- iv. *Pass any such other and further orders as this Hon'ble Commission deems just and proper in the facts and circumstances of the present case.*

4. At the motion hearing held on 19.02.2026, Ld. Counsel for petitioner explained the genesis of the case and prayed for admission of petition. Having heard the Petitioner, petition was admitted. The Petitioner was directed to serve copy of petition to the respondent within 7 days. The Respondent was directed to submit reply to the petition within two weeks thereafter. The Petitioner was allowed to file rejoinder within a week thereafter. The case was fixed for hearing on 07.04.2026.

5. At the hearing held on 07.04.2026, Ld. Counsel for respondent sought some time for filing reply. Last opportunity was granted to Respondent for filing reply within 2 weeks. One week was granted thereafter to the Petitioner for filing rejoinder. The case was fixed for hearing on 19.05.2026.

6. By Affidavit dt. 5<sup>th</sup> May' 2026, Respondent i.e. MP Power Management Co. Ltd., submitted

following in their response:

- i. By the instant petition filed u/s 86(1)(b), (c), (e), (f), (i) and (k) of the Electricity Act, 2003 r/w Regulations 9, 10 and 17 of the MPERC (Conduct of Business) Regulations, 2016, the petitioner is seeking a direction to the respondent to formally record and reflect the petitioner's change of name in three existing wind power purchase agreements dated 7.8.2015, 19.1.2016 and 19.1.2016.
- ii. The case of the petitioner is that it was previously known as CLP Wind Farms (India) Pvt. Ltd. and owns and operates a 92 MW wind energy power project in Dewas District and has executed three Power Purchase Agreements dated 7.8.2015 and 19.1.2016 with the respondent, pursuant to the Hon'ble Commission's tariff order dated 26.3.2013. It is now stated that on 31.12.2021, the petitioner amended its name to 'Apraava Renewable Energy Pvt. Ltd.' and this was communicated to the respondent on 25.1.2022 and thereafter on 16.09.2022 for change of name in its records.
- iii. The grievance of the petitioner is that the respondent has not amended the name of the petitioner in the PPAs dated 7.8.2015 and 19.1.2016.

#### **Preliminary Objections**

- iv. The present petition has been filed by Mr. Nabeel Saleem who claims to be the authorised signatory of the petitioner, however, on a perusal of the resolution dated 20.2.2025 appended with the petition it is apparent that no such authority has been vested with the signatory. The board resolution does not empower the signatory to sign, execute any documents on behalf of the company in any court/commission/tribunal etc and in absence of any clear authority, the board resolution dated 20.2.2025 does not empower the signatory to sign and authorize filing of the instant petition.
- v. It is crucial to mention that the term 'dispute' has been defined in the PPA to mean –  
  
*"shall mean any dispute or difference of any kind between the Procurer and the Seller, in connection with or arising out of this Agreement including but not limited to any issue on the interpretation and scope of this Agreement as provided in Article 12 of this Agreement."*
- vi. Thus, it is clear that any dispute of any kind between the parties in connection with or arising out of this agreement would fall within the definition of 'dispute' as per the PPAs. Clause 13.3.1 of the contract stipulates that –

*"13.3.1 Dispute Resolution by MPERC*

*(a) Where any Dispute arises from a claim made by any Party for any change in or determination of the Tariff or any matter related to Tariff or claims made by any Party which partly or wholly relate to any change in the Tariff or determination*

*of any such claims could result in the Tariff, or relates to any matter agreed to be referred to MPERC, such dispute shall be submitted to adjudication by MPERC."*

- vii. Thus, only disputes pertaining to Tariff are to be referred to the Hon'ble Commission, and all other disputes are required to be resolved through arbitration as per clause 13.3.2 of the Contract, which reads as under –

*"13.3.2 Dispute Resolution through Arbitration*

*If the Dispute arises out of or in connection with any claims not covered in Article 13.3.1(a), such Dispute shall be resolved by arbitration under the Indian Arbitration and Conciliation Act, 1996 as under provided not settled amicably as per Article 13.2.1."*

- viii. Thus, it is submitted that the present petition is not maintainable as the parties have expressly agreed to resolve all disputes (apart from disputes pertaining to tariff) through arbitration and thus, the petition deserves to be dismissed while relegating the petitioner to avail the contractual remedy as agreed upon by the parties.
- ix. The petition also suffers from non joinder of necessary parties, as the petitioner has failed to implead the MP Paschim Kshetra Vidyut Vitaran Co. Ltd. who vide letter dated 6.4.2026 has revealed that there are pending dues of the generator/ developer and thus, for this reason also, the petition deserves to be dismissed.
- x. Without prejudice to the aforesaid objections, it is submitted that the parties are bound by the terms of the PPA executed between them and therefore, change of the name of the Seller would absolve the Seller from all duties and liabilities under the PPA and therefore, the respondent had issued letter dated 7.10.22 and 22.2.2024 calling upon the petitioner to submit the requisite documents.
- xi. The petitioner's attempt to rely on order dated 20th May 2022 passed in Petition no. 25 of 2018 to contend that in the said order, the name of CLP Wind Farms (India) Pvt. Ltd. has now been mentioned as Apraava Renewable Energy Private Limited has no substance as the present dispute was not raised therein and even if the name of the petitioner is mentioned, that does not bestow any legal right upon the petitioner to contend that the Hon'ble Commission as well as the respondent have accepted/approved the change of name.
- xii. In this regard, it is crucial to submit that vide letter dated 11.3.2024, the respondent has written to M/s CLP Wind Farms (India) Pvt. Ltd. pointing out that appropriate meters as per the PPA have not been installed and therefore, it was called upon to install proper meters within 2 months, otherwise the respondent may consider not to procure power from it. Further, by letter dated 18.9.2024 it was clearly informed to M/s CLP Wind Farms (India) Private Ltd. that only after appropriate meters and metering arrangements would be provided and correct WEG wise energy data is provided as per the prevailing regulations, the request would be entertained.

- xiii. Vide letter dated 10.09.2025, the respondent has again informed that certain documents sought by it have not been provided, namely –
- a) No dues certificate from MPWZ Discom against bills for drawl of power from the grid.
  - b) Certificate issued by CA certifying that no change in legal status due to change in name.
  - c) Undertaking on non judicial stamp paper that MPPMCL shall stand indemnified on account of any liability on account of change of name.
  - d) Meter installation as per Metering Regulations of 2006.
  - e) Passing on CDM benefits received by M/s CLP or an undertaking for the same.
- xiv. The Additional Chief Engineer, MP Paschim Kshetra Vidyut Vitaran Co. Ltd. vide its letter dated 6.4.2026 has informed the Chief Engineer (Commercial) MPPKVCL that M/s Gamesa Wind Turbines has dues and therefore, the requirement of submitting a no dues certificate has not been met by the petitioner.
- xv. It is specifically denied that the judgment passed in the case of Appeal No. 57 of 2020 Techno Electric & Engineering Company Ltd. v. CERC by Hon'ble APTEL has any application in the present case. It is submitted that the said case was pertaining to merger of a holding company into its subsidiary company whereas the present case is not pertaining to merger or amalgamation. In the said case, two companies were being merged into a new amalgamated company which is not the fact of the instant case.
- xvi. It is denied that the judgment in the case of Apraava Renewable Energy Pvt. Ltd. v. Rajasthan Urja Vikas & IT Services Ltd. is also not applicable in the instant case as the dispute did not pertain to change of name but of imposition of certain additional conditions of the petitioner. The respondents therein had accepted the change of name and therefore, there was no adjudication on the said issue.
- xvii. In view of the aforesaid facts and circumstances of the case, it is prayed that the Hon'ble Commission may be pleased to dismiss the petition in the interest of justice.

7. At the last hearing held on 19.05.2026, Parties concluded their arguments. Three days were allowed to the parties to file written submissions. The Case was reserved for order, thereafter.

**Commission's observations and findings:**

8. The Commission has observed the following from the petition and the submissions of the petitioner and Respondent in this matter:

- i. The present Petition has been filed by Apraava Renewable Energy Private Limited, formerly known as CLP Wind Farms (India) Private Limited, seeking direction to the Respondent, M.P. Power Management Company Limited, to record the change in name of the Petitioner in the three existing Wind Energy Purchase Agreements (WEPAs) dated 07.08.2015 and 19.01.2016.
- ii. The primary issue raised before this Commission is whether the Respondent is justified in withholding incorporation of the Petitioner's changed name in the existing WEPAs on the basis of conditions relating to metering, no-dues certificate, undertaking etc.
- iii. The Petitioner has placed on record the Certificate of Incorporation dated 31.12.2021 issued by the Registrar of Companies, whereby the name of the Petitioner's company was changed from **CLP Wind Farms (India) Private Limited to Apraava Renewable Energy Private Limited**. The Petitioner has also submitted that this name change doesn't alter the legal identity, ownership, rights or obligations of the company.
- iv. The Respondent has raised preliminary objections regarding maintainability of the Petition, relying on arbitration clause under the PPA, alleged defect in authorization, and non-joinder of M.P. Paschim Kshetra Vidyut Vitaran Co. Ltd. The issue of maintainability and jurisdiction, raised by the Respondent has no force in the present matter which pertains to recognition of a statutory name change of an existing generating company in the already approved PPA and which falls within the regulatory jurisdiction of the Commission under Section 86 of the Electricity Act, 2003. The submissions made by MPPKVCL are misplaced and arbitrary. Moreso, no material prejudice has been shown by the Respondent.
- v. It is observed that mere change in name of a company doesn't amount to change in transfer of legal identity or rights and that metering arrangements and other pending compliance cannot be a pre-condition for recording a name change. The name change does not extinguish or dilute any liability of the Petitioner under the existing WEPAs. All rights, liabilities and obligations shall continue to remain binding upon the Petitioner under its changed name and Respondent (MPPKVCL Indore) shall be always free to initiate necessary action for recovery of dues if any, under the prevailing regulations/agreements between the parties.
- vi. The Petitioner has also submitted that the Hon'ble APTEL, vide Order dated 04.02.2022 in Appeal No. 184 of 2019, CLP Wind Farms (India) Private Limited vs. M.P. Power Management Company Limited & Anr., wherein the present Respondent was also a party, had recognized the Petitioner's changed name and allowed the application to bring the same on record. The Petitioner has further submitted that in Petition No. 25 of 2018 before this Commission, the Petitioner had filed an application in its new name, which was not objected by the Respondent and was recorded in the Commission's Order dated 20.05.2022.

- vii. In this regard, the Commission finds it appropriate to clarify here that any previous order wherein the cause-title or submissions of the Petitioner were recorded in the changed name cannot be treated as an approval or formal acceptance of the name change by the Commission for the purpose of amendment of the WEPAs. In proceedings of aforesaid petition, the Commission had only taken on record the pleadings and submissions as filed by the Petitioner. The formal process for recording the name change in the WEPAs is the subject matter of the present Petition.
- viii. It is further observed by the Commission that the objections and conditions raised by the Respondent for withholding the Petitioner's name change are vague in nature and are not supported by any specific provision under the Electricity Act, 2003, the applicable Regulations, the terms of the WEPAs, or any settled precedent. The Respondent has failed to substantiate as to how requirements such as no-dues certificate, metering compliance, undertakings, or other operational conditions are legally mandatory for recording a change in the name of an existing company. On the contrary, the Petitioner has submitted that the change in name has been carried out after following the due process prescribed under the Companies Act, 2013 and the applicable Rules framed thereunder, supported by the Certificate of Incorporation issued by the Registrar of Companies. The Petitioner has also relied upon various precedents, including judgments/orders of the Hon'ble APTEL and other State Commissions, wherein it has been consistently held that mere change in the name of a company does not alter its legal identity.
- ix. Accordingly, the Commission holds that the Respondent is unjustified in withholding the name change and that the Petitioner is entitled to change the name of its company in the existing Wind Energy Purchase Agreements dated 07.08.2015, 19.01.2016 and 19.01.2016.
- x. It is pertinent to mention that all rights, liabilities and obligations under the existing WEPAs shall continue to bind the Petitioner under its changed name. It is further clarified that this Order is solely for allowing statutory name change of a company and shall not bar the Respondent from pursuing any independent issue relating to metering, dues or any other contractual/regulatory compliance, strictly in accordance with applicable regulations and law.

## 9. Conclusion

- xi. In view of the foregoing observations and findings, the Petition is allowed with the following directions: -
- a. The Respondent shall amend the existing Wind Energy Purchase Agreements, one dated 07.08.2015 and other two dated 19.01.2016, to the extent of the change in name of the Petitioner from "CLP Wind Farms (India) Private Limited" to "Apraava Renewable Energy Private Limited".*

- b. The Respondent shall comply with the above direction within 30 days from the date of this Order and shall report compliance before the Commission in this regard.*

With above directions, the Petition stands disposed of.

**(Gajendra Tiwari)**  
**Member**

**(Gopal Srivastava)**  
**Acting Chairman**