THE UTTAR PRADESH ELECTRICITY REGULATORY COMMISSION

LUCKNOW

Petition No. 2417 of 2026

QUORUM

Hon'ble Shri Arvind Kumar, Chairman

Hon'ble Shri Sanjay Kumar Singh, Member

Hon'ble Shri Griesh Kumar Vaish, Member (Law)

IN THE MATTER OF

Petition under Regulations 14, 15, & 59 of the UPERC (Conduct of Business) Regulations 2019, read with Section 86(1)(b) of the Electricity Act, 2003 read with the PPA dated 29.08.2002.

AND
IN THE MATTER OF

M/S Forever Global Enterprises Limited (FGEL),

Plot No. 623, Gulhariya, Gorakhpur, Uttar Pradesh – 273013 **...Petitioner**

VERSUS

1. **Uttar Pradesh Power Corporation Limited (UPPCL),**
   Through its Managing Director,
   Shakti Bhawan, 14, Ashok Marg, Lucknow - 226001

2. **Uttar Pradesh Power Transmission Corporation Limited (UPPTCL),**
   Through its Managing Director,
   Shakti Bhawan, 14, Ashok Marg, Lucknow-226001 **...Respondent(s)**

FOLLOWING WERE PRESENT

1. Md. Altaf Mansoor, Advocate, FGEL
2. Sh. Tanay Chaudhary, Advocate, FGEL
3. Sh. Apoorva Misra, Advocate, UPPCL
4. Sh. Manish Dwivedi, CE, PPA, UPPCL
5. Sh. Anil Kumar, SE, UPPCL
6. Sh. Vikash Gupta, EE, PPA, UPPCL
7. Sh. Srijan Singh, AE, UPPCL

ORDER

(DATE OF HEARING: 13.10.2026)

1. The Petitioner, FGEL has filed this Petition for approval for executing Supplementary PPA in view of acquisition of M/s Dhampur Bio Organics Limited- Meerganj Unit by M/s Forever Global Enterprises Limited. The prayers of the Petitioner are as follows:

   a) Admit the Petition.

   b) Grant its approval for execution of Supplementary/fresh PPA in favour of M/s Forever Global Enterprises Limited in view of the business transfer agreement dated 20.04.2026 entered into between M/s Forever Global Enterprises Limited and M/s Dhampur Bio Organics Limited for the unit Meerganj, District Bareilly, Uttar Pradesh.

   c) Direct the State Transmission Utility to proceed with the change in connectivity of the Petitioner in terms of the Open Access Regulations 2019.

   d) Pass any such other order(s) as the Commission may deem just and proper in the facts and circumstances of the case.

   e) Award the cost of the Petition in favour of the Petitioner.

Background of the case

2. The Petitioner has mainly submitted following in the Petition:

   a) On 29.08.2002, a Power Purchase Agreement (PPA) was executed between M/s J.K. Sugar *(a Division of J.K. Industries Ltd.)* and U.P. Power Corporation Ltd. (UPPCL) for procurement of 12.5 MW power from its 19MW Bagasse based power plant situated at Meerganj, District Bareilly. On 07.03.2005, a Supplementary PPA was executed between M/s J.K. Sugar Ltd. and UPPCL in pursuance of scheme of amalgamation under Section 391/394 of the Companies Act, 1956 between J.K. Industries Ltd. and J.K. Sugar Ltd., duly sanctioned by the Hon'ble High Court at Calcutta and Bangalore. By means of the aforesaid SPPA dated 07.03.2005, the first party to the PPA was replaced as M/s J.K. Industries Ltd.

   b) On 05.06.2012, another SPPA was for extension of the duration of the agreement from 10 years to 20 from the date of commissioning of the co-generation plant i.e. 26.11.2002.

c) In the year 2014, a request was made by M/s DSM Sugar, Meerganj *(a unit of M/s Dhampur Sugar Mills Ltd.) (formerly J.K. Sugar Ltd.)* for the change of name of the company due to an amalgamation between M/s J.K. Sugar Ltd. and M/s Dhampur Sugar Mills Ltd. M/s J.K. Sugar Ltd. has ceased to exist in terms of the amalgamation duly approved by the High Court of Calcutta and Allahabad. Thereafter, the first party to the PPA was M/s DSM Sugar, Meerganj, a unit of M/s Dhampur Sugar Mills Ltd.

d) In the year 2022, a request was made on behalf of M/s Dhampur Bio Organics Limited, Unit-Meerganj for the name change of generating company from M/s DSM Sugar Meerganj to M/s Dhampur Bio Organics Limited, Unit Meerganj. Amended PPA dated 13.10.2022 was executed between the parties for the aforesaid name change, which was approved by the Commission vide its Order dated 16.03.2023 in Petition No.1893 of 2022. As on date the PPA dated 11.11.2022, executed between M/s Dhampur Bio Organics Limited, unit Meerganj and UPPCL, has been extended from 26.11.2022 till 25.11.2027 in terms of the UPERC CRE Regulations.

e) On 20.04.2026, M/s Forever Global Enterprises Limited and M/s Dhampur Bio Organics Limited entered into a Business Transfer Agreement (BTA). By virtue of the BTA dated 20.04.2026, M/s Forever Global Enterprises Limited purchased the business of M/s Dhampur Bio Organics Limited pertaining to the Sugar plant of Meerganj in District Bareilly, Uttar Pradesh. Clause 2 of the BTA dated 20.04.2026 provides the assets transferred to the Petitioner such as plant & machinery and other moveable assets, power transmission line and equipment, along with spares and inventories located at the Meerganj Unit; freehold & leasehold interest in the Premises; rights of the Seller under Business Contracts; Licenses and Permissions; Business Information; Current Assets; Continuing Employees; and all rights of the Seller against third parties.

f) The Petitioner has paid the entire consideration for the business transfer and has stepped into the shoes of M/s Dhampur Bio Organics Limited for the purposes of the Meerganj Unit. Further, as per clause 8.1 of the BTA dated 20.04.2026, all business agreements entered into between M/s Dhampur Bio Organics Limited pertaining to Meerganj are to transfer in favour of the Petitioner herein. Accordingly, all assets of the Meerganj Unit have been taken over by the Petitioner,

and the Petitioner is now a valid owner of the aforesaid unit which includes the Bagasse-based co-generation plant. A SPPA is required to be executed between the Petitioner and UPPCL for the remaining PPA term till 25.11.2027.

g) In view of Article 26 (i.e., Assignment) of the PPA dated 29.08.2002, since M/s Forever Global Enterprises Limited has purchased all assets of the Meerganj Unit of M/s Dhampur Bio Organics Limited, which includes Bagasse-based co-generation plant and the M/s Forever Global Enterprises Limited is obtaining all licenses to run the same, it would be expedient in the interest of justice that the PPA entered into M/s Dhampur Bio Organics Limited and UPPCL be suitably amended.

h) The crushing session for FY 2026-27 is due to initiate in October 2026 and the PPA is required to be suitably amended to enable the Petitioner to supply power from the Bagasse based co-generation unit. The power generated from the co-generation unit is one of the cheapest sources of power and would also satisfy the CRE requirement of the respondents. The Petitioner also after signing the aforesaid SPPA applied for transfer of all connectivity in favour of the Petitioner with the State Transmission Utility.

Records of Proceeding

3. During the hearing on 13.10.2026, Md. Altaf Mansoor, learned counsel for FGEL submitted that FGEL has taken over the asset i.e., Bagasse-Based Cogeneration Plant-Meerganj Unit of the M/s Dhampur Bio Organics Limited therefore FGEL has sought approval for executing SPPA with the UPPCL for the remaining term of the Original PPA dated 29.08.2002.

4. Further, the learned counsel for FGEL submitted that the original PPA is valid till 25.11.2027 and the only requirement under the present scenario is PPA amendment for the name change of the seller company i.e., Dhampur Sugar to FGEL. The learned counsel also argued that due to the upcoming Sugarcane crushing season, approval of the Commission is required so that the plant can be run for sugar production and thereby electricity generated can be supplied to UPPCL under the PPA. The Commission sought clarification regarding the applicable tariff of the plant, to which the learned counsel for FGEL responded that applicable tariff would be as per the UPERC (Captive and Renewable Energy Generating Plants) Regulations, 2024.

5. The Commission, further, sought clarification as to why prior approval was not taken by the Petitioner before undertaking the transfer. The learned counsel for FGEL responded that as per Article 26 of the PPA dated 29.08.2022, FGEL was under the impression that approval of the Commission would be required before execution of the Supplementary PPA.

6. Sh. Apoorva Misra, learned counsel for UPPCL submitted that it is not a company sale but a physical sale of the assets Meerganj unit, and the new entity is now the owner of the aforesaid assets while the company M/s Dhampur Bio Organics Limited still exists. He further stated that if the Commission directs UPPCL to sign the SPPA, UPPCL has no objection to the same. Sh. Manish Dwivedi, on behalf UPPCL that UPPCL has no objection on the tariff since the applicable tariff is lower than the APPC approved by the Commission for UPPCL.

7. The Commission further observed that the issue of connectivity was governed by the applicable Connectivity Regulations and not by the Open Access Regulations as sought by the Petitioner in prayer (c) of the Petition. In response, the learned counsel for FGEL submitted that FGEL did not want to press the prayer (c) and requested the Commission to limit its prayer specific to execution of the Supplementary PPA only. The Commission allowed the withdrawal of prayer related to connectivity and directed UPPCL to file its affidavit within a week's time. Accordingly, the matter was reserved for final orders subject to submission of UPPCL's submission.

Additional Submission

8. On 28.10.2026, UPPCL filed its affidavit, wherein it mainly submitted the following:

   a) The power plant in question, a bagasse-based co-generation unit located at Meerganj, District Bareilly, was commissioned on 26.11.2002. The PPA for the said plant is presently valid till 25.11.2027, as per the Supplementary PPA dated 11.11.2022 executed with the erstwhile owner, M/s Dhampur Bio Organics Limited, Unit-Meerganj.

   b) As per the UPERC (Captive and Renewable Energy Generating Plants) Regulations, 2024, the applicable tariff for FY 2026-27 for this Bagasse-based generating plant is Rs. 4.41/kWh and for the subsequent period, tariff shall be in the range of Rs.

4.41/kWh to Rs. 4.68/kWh from FY 2026-27 to FY 2028-29. Further, Average Power Purchase Cost (APPC) of UPPCL for the Financial Year 2026-27, as approved by the Commission, is Rs. 4.94/kWh (excluding transmission charges) and Rs. 5.16/kWh (including transmission charges). Therefore, tariff comparison clearly establishes that the procurement of power from the Petitioner's plant is economically advantageous for UPPCL and for the consumers of the State.

c) The procurement of power from the said Bagasse-based co-generation plant is crucial for UPPCL to meet its statutory obligations especially in meeting Renewable Consumption Obligation (RCO) as notified by the Ministry of Power, Government of India, as well as the Renewable Purchase Obligation (RPO) targets stipulated by the Commission. Thus, such power will ensure the seamless continuity of an existing and operational power source without any disruption. This is vital for meeting the State's power demand, especially with the upcoming sugar crushing season. Hence, UPPCL hereby conveys its willingness to continue the procurement of power from the subject plant and to execute a supplementary/fresh PPA with the Petitioner, M/s Forever Global Enterprises Limited, subject to the approval of the Commission.

d) Further, during the hearing on 13.10.2026, the counsel for the Petitioner had, in response to an observation from the Commission, agreed to not press the prayers relating to the transfer of connectivity. UPPCL consent is therefore limited to the prayer for approval of the execution of the supplementary PPA and does not extend to any other relief, particularly concerning connectivity, which falls outside the scope of the present proceedings.

Analysis & Decision

9. The Petitioner, M/s Forever Global Enterprises Limited by way of instant Petition is seeking approval for execution of Supplementary PPA with UPPCL in view of acquisition of M/s Dhampur Bio Organics Limited, Unit- Meerganj, Bareilly, by M/s Forever Global Enterprises Limited.

10. The Commission notes that the Original PPA dated 29.08.2002 was executed between M/s J.K. Sugar (a Division of J.K. Industries Ltd.) and UPPCL for procurement of 12.5MW power from its 19 MW bagasse-based power plant situated at Meerganj, District-Bareilly. The plant was commissioned on 26.11.2002. Thereafter, Amended PPA dated

07.03.2005 was executed pursuant to the scheme of amalgamation between M/s J.K. Industries Ltd. and M/s J.K. Sugar Ltd. Further, the Supplementary PPA dated 05.06.2012 was executed for extension of the duration of the agreement to 20 years from the date of commissioning i.e., 26.11.2002.

11. Subsequently, the parties executed Amended PPA dated 13.10.2022 for the name change of the generating company from M/s DSM Sugar, Unit- Meerganj to M/s Dhampur Bio Organics Limited, Unit-Meerganj. The Commission vide its Order dated 16.03.2023 in Petition No. 1893 of 2022 approved the Amended PPA dated 13.10.2022. Further, the tenure of the Original PPA dated 29.08.2002 was extended by the parties from 26.11.2022 till 25.11.2027 vide the Supplementary PPA dated 11.11.2022, which was approved by the Commission vide Order dated 02.05.2023 in Petition No. 1896 of 2023. The relevant extract of the Order dated 02.05.2023 is as below:

> *"6. The Commission approves the extension of PPA dated 29.08.2002, SPPA dated 07.03.2025 and 05.06.2012 for next five years from 26.11.2022 to 25.11.2027 subject to the condition that the applicable tariff for the extended period shall be as per UPERC (CRE) Regulations, 2019 and its amendments, if any, till FY 2023-24 and UPERC CRE Regulations for the next control period beyond FY 2023-24. All other terms and conditions of the PPA 29.08.2022, SPPA dated 07.03.2025 and 05.06.2012 shall remain unchanged."*

12. The Commission notes that M/s Forever Global Enterprises Limited and M/s Dhampur Bio Organics Limited entered into the Business Transfer Agreement dated 20.04.2026, by virtue of which the Petitioner purchased the business of M/s Dhampur Bio Organics Limited pertaining to the Sugar Mills, Unit-Meerganj including the bagasse-based co-generation plant. The Clause 8.1.1 of the Business Transfer Agreement dated 20.04.2026 provides the following:

> ***"8. POST COMPLETION COVENANTS***
>
> ***8.1. Business Contracts***
>
> ***8.1.1*** *Within 60 (Sixty) days of Completion, the Seller shall ensure that, to the extent that any Business Contract that has not been transferred to the Purchaser at Completion, all such Business Contracts are transferred to the Purchaser with effect from the Completion Date, or fresh contracts, on terms which are no less favourable than the existing terms of the concerned Business Contracts, are entered into by the Purchaser with the concerned counterparty and such fresh contracts take effect from the Completion Date."*

13. It is an admitted fact between the parties that this business transaction under the BTA dated 20.04.2026 is a Sale of Meerganj Unit and not a Sale of Company i.e., M/s Dhampur Bio Organics Limited. Further, UPPCL submits that it has no objection in signing Supplementary PPA considering applicable tariff is economical as well as it will help UPPCL in meeting its RCO/RPO targets.

14. In view of above discussion, the Commission allows the parties to sign Supplementary PPA wherein M/s Forever Global Enterprises Limited (as a first party) and UPPCL (as a Second party) on the same terms and conditions as provided in the existing PPA dated 29.08.2002, SPPA dated 07.03.2005 & 05.06.2012, and APPA dated 11.11.2022. **Further, it is clarified that the prayer is granted for substituting the name of the generating company from M/s Dhampur Bio Organics Limited, Unit-Meerganj to M/s Forever Global Enterprises Limited only. The parties shall execute the Supplementary PPA and place on record the duly executed Supplementary PPA. Furthermore, since prayer (c) relating to change in connectivity was not pressed, accordingly, prayer (c) does not survive for consideration while prayer (e) is rejected in view of cited facts about the cause of action.**

The Petition stands **disposed of** in terms of above**.**

(Griesh Kumar Vaish)	(Sanjay Kumar Singh)	(Arvind Kumar)
Member (Law)	**Member**	**Chairman**

Place: Lucknow

Dated: 05.11.2026