

October 18, 2018

To,

Sr. General Manager,
Listing Operations Department
BSE Limited.
P.J. Towers, Dalal Street,
Mumbai – 400 001.
Security Code : 500084

Manager – Listing Compliance
National Stock Exchange of India Limited
Exchange Plaza, 5 Floor
Plot No- C/1, G Block
Bandra Kurla Complex, Bandra (East)
Mumbai- 400 051
Script Code : CESC

The Calcutta Stock Exchange
7, Lyons Range
Kolkata – 700 001
Security Code : 10000034

Sub: Our intimation dated 12 October, 2018 under SEBI (LODR) Regulations for fixation of the Record Date in relation to issue of equity shares of RP-SG Retail Limited and RP-SG Business Process Services Limited to the eligible shareholders of CESC Limited, pursuant to the Composite Scheme of Arrangement amongst CESC Infrastructure Limited and Spencer's Retail Limited and Music World Retail Limited and Spen Liq Private Limited and New Rising Promoters Private Limited and CESC Limited and Haldia Energy Limited and RP-SG Retail Limited and RP-SG Business Process Services Limited and Crescent Power Limited and their respective shareholders (the "Scheme")

Capitalised terms used here and not defined shall have their meaning ascribed as defined under the Scheme

SYNOPSIS OF THE SCHEME OF ARRANGEMENT

This Scheme is divided into the following parts:

- (i) PART I deals with the definitions of capitalized terms used in this Scheme and the share capital of the Demerged Companies, the Resulting Companies, the Transferor Companies and the Transferee Companies;
- (ii) PART II deals with the amalgamation of CESC Infrastructure Limited with CESC Limited;
- (iii) PART III deals with the transfer and vesting of the Generation Undertaking from CESC Limited into Haldia Energy Limited and the consideration thereof;
- (iv) PART IV deals with the transfer and vesting of the Retail Undertaking 1 from

CESC Limited into RP-SG Retail Limited and Spencer's Retail Limited into RP-SG Retail Limited and the consideration thereof;

- (v) PART V deals with the transfer and vesting of the IT Undertaking from CESC Limited into the RP-SG Business Process Services Limited and the consideration thereof;
- (vi) PART VI deals with the amalgamation of Spencer's Retail Limited and the Music World Retail Limited with CESC Limited;
- (vii) PART VII deals with the amalgamation of Spen Liq Private Limited with RP-SG Business Process Services Limited;
- (viii) PART VIII deals with the amalgamation of New Rising Promoters Private Limited with Crescent Power Limited;
- (ix) PART IX deals with the reduction and cancellation of the existing equity share capital of Haldia Energy Limited and reorganisation of reserves of Haldia Energy Limited;
- (x) PART X deals with the reduction and cancellation of the existing equity share capital of RP-SG Retail Limited;
- (xi) PART XI deals with the reduction and cancellation of the existing equity share capital of RP-SG Business Process Services Limited;
- (xii) PART XII deals with reduction and reorganisation of share capital of CESC Limited consequent to the demergers; and
- (xiii) PART XIII deals with the general terms and conditions that would be applicable to this Scheme.

Salient Features of the Scheme include as follows:

- (i) the demerger, transfer and vesting of the Demerged Undertakings from the Demerged Companies to the Resulting Companies on a going concern basis, and the consequent issue of shares by the Resulting Companies in the manner set out in this Scheme, and in accordance with the provisions of Sections 230 to 232 of the Act and other applicable provisions of Applicable Law;
- (ii) the amalgamation of the Transferor Companies into the Transferee Companies, in the manner set out in this Scheme, and in accordance with the provisions of Sections 230 to 232 of the Act and other applicable provisions of Applicable Law; and
- (iii) the reduction of the share capital of the Resulting Companies and Demerged Company 1 in the manner set out in this Scheme, and in accordance with Sections 230 to 232, and other applicable provisions of the Act.

In relation to demerger of Retail Undertaking 1 and IT Undertaking of the Company into RP-SG Retail Limited and RP-SG Business Process Services Limited respectively, RP-SG Retail Limited and RP-SG Business Process Services Limited shall issue their equity shares to shareholders of CESC Limited, holding shares as on Record Date i.e., 31 October 2018.

All the existing shareholders of the Company would be allotted shares in RP-SG Retail Limited and RP-SG Business Process Services Limited as under:



- For demerger of Retail Undertaking 1 (as defined in the Scheme):
Every shareholder of the Company on the Record Date shall be issued and allotted 6 (six) fully paid up equity shares of INR 5 each of RP-SG Retail Limited for every 10 equity shares held by such shareholder of the Company
- For demerger of IT Undertaking (as defined in the Scheme):
Every shareholder of the Company on the Record Date shall be issued and allotted 2 (two) fully paid up equity shares of INR 10 each of RP-SG Business Process Services Limited for every 10 equity shares held by such shareholder of the Company

Subject to approval of SEBI and Stock Exchanges, post implementation, equity shares of RP-SG Retail Limited and RP-SG Business Process Services Limited will be listed on BSE, NSE and CSE with mirror shareholding.

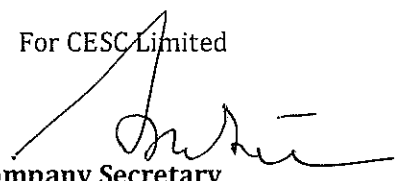
The appointed date for the demerger of the Retail Undertaking 1 and IT undertaking of the Company into RP-SG Retail Limited and RP-SG Business Process Services Limited respectively means October 1, 2017.

The effective date of the Scheme is October 12, 2018.

As explained in the covering e-mail, Part III, Part IX and Part XII, Section 1, of the Scheme shall be made effective upon receipt of approval of Hon'ble West Bengal Electricity Regulatory Commission ('WBERC') in terms of Electricity Act, 2003 to the power purchase agreement entered into between the Company and Haldia Energy Limited. The Record Date in relation thereto shall be fixed later upon receipt of above approval of WBERC.

Yours faithfully,

For CESC Limited


Company Secretary