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S. M. GUPTA & CO.
COMPANY SECRETARIES
P-15, BENTINCK STREET, CALCUTTA-700 001

Ref. No.....

Dated

Certificate of Reconciliation of Share Capital Audit
[See Regulation 55A of SEBI (Depositories and Participants)
Regulations, 1996]

We have audited the relevant records and documents of **M/s. CESC LIMITED** for the quarter ended 30th September, 2017 for the purpose of issuing Certificate of reconciliation of share capital with both the Depositories and the total issued and listed capital as required pursuant to Circular No. D&CC/FITTC/CIR-16/2002 dated 31st December, 2002 and CIR/MRD/DP/30/2010 dated 6th September, 2010 issued by the Securities & Exchange Board of India (SEBI) and on the basis of such checks which to the best of our knowledge and belief were necessary for the purpose of this certification and on the basis of information and explanations given to us and according to the examinations carried out by us, we do hereby certify that in our opinion and according to the best of our information and belief:

- (1) The total of the shares held in the NSDL, CDSL and in the physical form is annexed hereto in the format as prescribed by SEBI and the same tallies with the paid-up capital of the Company.
- (2) The Register of Members is updated.
- (3) Valid dematerialisation requests have been confirmed within the stipulated period.
- (4) There has been no change in the paid-up share capital of the company during the above quarter.

Place : Kolkata

Dated: 16 OCT 2017

Signature :

Name :

Membership No. :

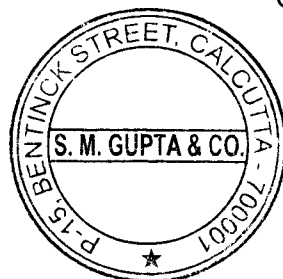
C. P. Number :

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: S. M. GUPTA

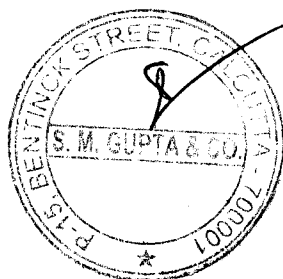
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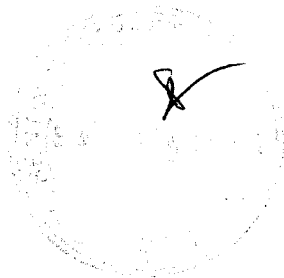


Annexure

1.	<i>For Quarter ended</i>	30 th September, 2017					
2.	<i>ISIN</i>	INE486A01013					
3.	<i>Face Value</i>	Fully paid-up Equity Shares of Rs.10/- each					
4.	<i>Name of the Company</i>	CESC LIMITED					
5.	<i>Registered Office Address</i>	CESC House, Chowringhee Square, Kolkata – 700 001					
6.	<i>Correspondence Address</i>	CESC House, Chowringhee Square, Kolkata – 700 001					
7.	<i>Telephone & Fax Nos.</i>	Ph: (033) 2225 6040; Fax: (033) 2225 5155					
8.	<i>Email Address</i>	secretarial@rp-sg.in					
9.	<i>Names of the Stock Exchanges where the Company's securities are listed</i>	1) The Calcutta Stock Exchange Limited (CSE) 2) BSE Limited (BSE) 3) National Stock Exchange of India Limited (NSE) 4) The GDRs are listed on the Euro MTF of the Luxembourg Stock Exchange					
		<i>Number of shares</i>					
10.	<i>Capital under this ISIN</i>	13,25,57,043					
11.	<i>Listed Capital (Exchange-wise) (ISIN-wise)</i>	13,25,57,043					
			<i>% of Total capital</i>				
12.	<i>Held in Dematerialised form in CDSL</i>	29,12,882	2.20%				
13.	<i>Held in Dematerialised form in NSDL</i>	12,52,03,397	94.45%				
14.	<i>Physical</i>	44,40,764	03.35%				
15.	<i>Total No. of Shares (12+13+14)</i>	13,25,57,043	(As per RTA Certificate)				
16.	<i>Reasons for difference, if any</i>	N. A.					
17.	<i>Certifying the details of changes in share capital during the quarter under consideration as per Table below:</i>						
	NO CHANGE IN SHARE CAPITAL						
	<i>Particulars*</i>	<i>No. of shares</i>	<i>Applied/ Not applied for Listing</i>	<i>Listed on Stock exchanges (Specify Names)</i>	<i>Whether intimated to CDSL</i>	<i>Whether intimated to NSDL</i>	<i>In-prin.appr pending for SE (Specify Names)</i>
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	<i>* Rights, Bonus, Preferential Issue, ESOPs, amalgamation, Conversion, Buyback, Capital Reduction, Forfeiture, Any other (to specify)</i>						



18.	Register of Members updated (Yes/No) If not, updated upto which date	Yes		
19.	Reference of previous quarter with regards to excess dematerialized shares, if any	Nil		
20.	Has the company resolved the matter mentioned in point no. 19 above in the current quarter? If not, reason why?	N. A.		
21.	Mention the total no. of requests, if any, confirmed after 21 days and the total no. of requests pending beyond 21 days with the reasons for delay: (As per RTA Certificate)			
	Total No. of Demat requests	No. of requests	No. of shares	Reasons for delay
	Confirmed after 21 days	NIL	NIL	N.A.
	Pending for more than 21 days	NIL	NIL	N.A.
22.	Name, Telephone & Fax no. of the Compliance Officer of the Company	Mr. S. Mitra, Company Secretary Tel: (033) 2225 6040; Fax: (033) 2236 3868		
23.	Name, Address, Telephone & Fax no., Regn. no. of the Auditor	Mr. S. M. Gupta (CP – 2053) M/s. S. M. Gupta & Co., Company Secretaries, P-15, Bentinck Street, Kolkata – 700 001 Tel: (033) 2236 1385; Fax: (033) 2236 7135		
24.	Appointment of common agency for share registry work (if yes, name and address)	Link Intime India Pvt. Limited (Formerly Intime Spectrum Registry Limited), 59C, Chowringhee Road, 3 rd Floor, Kolkata – 700 020		
25.	Any other detail that the Auditor may like to provide (eg. BIFR Company, delisting from SE, company changed its name etc.)	<ol style="list-style-type: none"> 1. The Company had issued 79,30,685 Global Depository Receipts representing 79,30,685 Equity Shares of Rs. 10 each at a premium of Rs. 212 per share in Financial Year 2005, out of which 10732 GDRs are still outstanding. 2. The Issued Capital of the Company is Rs. 138,85,70,150/- comprising of 13,88,57,015 Equity Shares of Rs.10/- each and the paid-up capital is Rs. 132,55,70,430/- comprising of 13,25,57,043 Equity Shares of Rs.10/- each due to the reason that 62,99,972 Equity Shares (amount paid up Rs. 65,56,021/-) were forfeited by the Company. The paid up capital of the Company stood at Rs. 133,21,26,451/- 3. The Company (CESC Limited) has filed a proposed Scheme of Arrangement with nine of its subsidiary companies 		



under Regulation 37 of SEBI (LODR) Regulations, 2015 on 21.07.2017 with Stock Exchange(s). Salient features of the Composite Scheme of Arrangement amongst the CESC Infrastructure Limited, Spencer's Retail Limited, Music World Retail Limited, Spen Liq Private Limited, New Rising Promoters Private Limited, CESC Limited ("Company"), Haldia Energy Limited, RP-SG Retail Limited, RP-SG Business Process Services Limited, Crescent Power Limited and their respective shareholders, under Section 230 and 232 and other applicable provisions of the Companies Act, 2013 ("Scheme"), inter alia, provides for the following:

(a) amalgamation of CESC Infrastructure Limited, Spencer's Retail Limited and Music World Retail Limited with the Company;

(b) demergers of (i) Generation Undertaking (as defined in the Scheme) of the Company to Haldia Energy Limited, (ii) Retail Undertaking 1 (as defined in the Scheme) of the Company and Retail Undertaking 2 (as defined in the scheme) of Spencer's Retail Limited to RP-SG Retail Limited and (iii) IT Undertaking of the Company to RP-SG Business Process Services Limited;

(c) amalgamation of Spen Liq Private limited with RP-SG Business Process Services Limited;

(d) amalgamation of New Rising Promoters Private Limited with Crescent Power Limited.

(e) reduction and cancellation of the existing share capital of Haldia Energy Limited, RP-SG Retail Limited and RP-SG Business Process Services Limited; and

(f) reduction of the face value of the equity share of the Company from INR 10 per share to INR 5 per share and subsequent consolidation of two equity shares of the Company of INR 5 each into one equity share of INR 10 each.

The equity shares of Haldia Energy Limited, RP-SG Retail Limited and RP-SG Business Process Services Limited



		<p>shall be listed on Calcutta Stock Exchange, BSE Limited and National Stock Exchange of India Limited, post effectiveness of the Scheme. The shareholders of the Company will get shares in these listed companies in the same proportion as their holding in the company.</p>
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