

SEC:12368

December 14, 2018

The Secretary
BSE Limited
Phiroze Jeejeebhoy Tower
Dalal Street
Mumbai – 400 001

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

The Secretary
The Calcutta Stock Exchange Limited
7, Lyons Range
Kolkata – 700 001

Dear Sir,

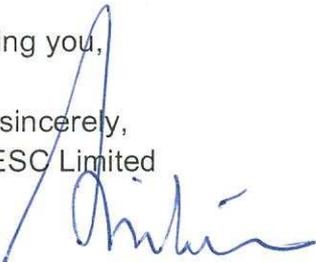
Sub : Computation of cost of acquisition per equity share of CESC Limited, RP-SG Retail Limited and RP-SG Business Process Services Limited

Please find attached our letter on computation of cost of acquisition per equity share of the Company, RP-SG Retail Limited and RP-SG Business Process Services Limited arising out of implementation of the Scheme referred to in the letter. The same is being posted on the Company's website also.

Please also note that effective 13 December 2018, Registrar of Companies, West Bengal has approved change of names of RP-SG Retail Limited to Spencer's Retail Limited and RP-SG Business Process Services Limited to CESC Ventures Limited.

Thanking you,

Yours sincerely,
For CESC Limited



(Subhasis Mitra)
Company Secretary & Compliance Officer



December 12, 2018

To,

BSE Limited,
PhirozeJeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001
Fax No. (022) 2272 1919
Security Code: 500084

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra Kurla Complex, Bandra (East),
Mumbai – 400 051
Fax No. – (022) 2659 8237 / 38 / 47
Scrip Code: CESC

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

Sub: Computation of cost of acquisition per Equity share of CESC Limited, RP-SG Retail Limited and RP-SG Business Process Services Limited

Ref: 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")

Dear Shareholder,

The Kolkata Bench of the National Company Law Tribunal by its Order dated 28 March 2018 ("NCLT Order"), sanctioned 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. Except for the parts relating to demerger of Generation Undertaking (*as defined in the Scheme*) i.e. Part III, Reduction of capital and reorganization of reserves of Haldia Energy Limited i.e. Part IX and Reduction of face value of equity shares of Demerged Company 1 i.e. Part XII Section 1, all other parts of the Scheme were made effective on 12 October 2018.

Pursuant to the Scheme, assets and liabilities relating to the Retail Undertakings (*as defined in the Scheme*) and the IT Undertaking (*as defined in the Scheme*) have been transferred at their respective book values to RP-SG Retail Limited ("**Resulting Company 2**") and RP-SG Business Process Services Limited ("**Resulting Company 3**") respectively with effect from 1 October 2017 ("**Appointed Date**").

This communication is being issued for the general guidance of the shareholders of CESC Limited ("**the Company**" or "**Demerged Company 1**") for computing the proportionate cost of acquisition of

equity shares of the Resulting Company 2 and the Resulting Company 3 individually, post demerger, and for the purpose of computing the capital gain/loss as per the provisions of the Income-tax Act, 1961 ("the Act") arising upon the sale of such shares. The shareholders are advised to seek legal opinion, should they feel it necessary.

The Scheme satisfies the provisions of section 2(19AA) of the Act and hence the arrangement specified in the Scheme is in compliance with the provisions of the Act. In accordance with the provisions of section 47(vii) of the Act, the arrangement/demerger specified in the Scheme will not be taxable in the hands of the shareholders.

Computation of cost of acquisition per equity share of CESC Limited, RP-SG Retail Limited and RP-SG Business Process Services Limited

In accordance with the provisions of section 49(2C) of the Act, the cost of acquisition of the equity shares in Resulting Company 2 and Resulting Company 3, individually, shall be the amount which bears to the cost of acquisition of shares held in the Demerged Company 1 in the same proportion as the net book value of assets transferred pursuant to demerger to the net worth of the Demerged Company 1 immediately before such demerger.

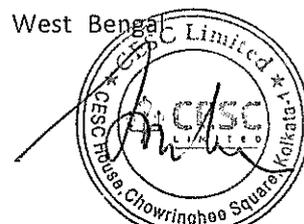
In accordance with the provisions of section 49(2D) of the Act, cost of acquisition of the original shares held by the shareholder in the Demerged Company 1 shall be deemed to have been reduced by the cost of acquisition of shares in the Resulting Company 2 and Resulting Company 3 computed as per section 49 (2C) of the Act.

For the purpose of determining the post demerger cost of acquisition of equity shares of the Demerged Company 1, the Resulting Company 2 and the Resulting Company 3 under the Act, the shareholders are advised to apportion their pre-demerger (post amalgamation of CESC Infrastructure Limited with the Demerged Company 1) cost of acquisition of the Company's shares in the following manner:

Name of Company	% Cost of acquisition of CESC Limited's equity shares
RP-SG Retail Limited	1.59%
RP-SG Business Process Services Limited	10.94%
CESC Limited	87.47%
Total	100%

In accordance with the provisions of section 2(42A)(g) of the Act, for reckoning the period of holding on the date of sale, the period for which the shares were held in the Demerged Company 1 prior to the demerger shall be included.

Kindly note that the parts relating to demerger of Generation Undertaking (*as defined in the Scheme*) i.e. Part III, Reduction of capital and reorganization of reserves of Haldia Energy Limited i.e. Part IX and Reduction of face value of equity shares of Demerged Company 1 i.e. Part XII Section 1 of the Scheme shall be made effective post receipt of approval from the Hon'ble West Bengal

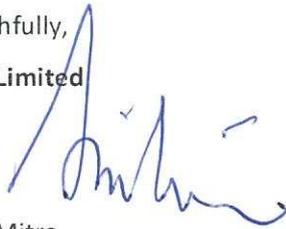


Electricity Regulation Commission in terms of the aforesaid NCLT Order dated 28 March, 2018. Thus, the above mentioned analysis of cost of acquisition does not factor in the effectiveness of the aforesaid parts of the Scheme.

The communication is merely for the general guidance of the shareholders and should not be considered as a substitute for any independent opinion that the shareholders may obtain. The Company takes no express or implied liability in relation to this guidance. The concerned regulatory, statutory or judicial authority, including any assessing officer / appropriate appellate authority, could take a different view. Please note that if there is any change including change having retrospective effect in the statutory laws, regulations, the comments expressed in this communication would necessarily have to be re-evaluated in light of the changes. The Company and/or RP-SG Retail Limited and/or RP-SG Business Process Services Limited do not take the responsibility of updating this communication at any time in future.

Thanking you,

Yours faithfully,
For CESC Limited



Subhasis Mitra

Company Secretary & Compliance Officer

