

SEC : 12355

October 12, 2018

To,

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

Security Code: 500084

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

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

Scrip Code: CESC

Sub: Intimation of outcome of the meeting of the Board of Directors of CESC Limited (“Company”) held on 12 October 2018 and disclosures under Regulation 30 the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended.

Ref: Composite Scheme of Arrangement amongst 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 and Crescent Power Limited and their respective shareholders (the “Scheme”).

Dear Sir/Madam,

The Board of Directors of the Company at their meeting held today has decided as follows :

1. Certified copy of the order of the Hon’ble National Company Law Tribunal, Kolkata bench (“NCLT”) sanctioning the Scheme, received on October 5, 2018, was taken on record.
2. To file the certified copy of the NCLT order with the Registrar of Companies and make the Scheme effective from the Appointed Date i.e., 1 October 2017 except for Part III relating to demerger of the Generation Undertaking (as defined in the Scheme), Part IX relating to reduction of capital and reorganization of reserves of Haldia Energy Limited and Part XII (Section 1) relating to reduction of face value of equity shares of the Company.

The said Part III, Part IX and Part XII (Section 1) shall be effective post receipt of approval from the Hon'ble West Bengal Electricity Regulatory Commission to the power purchase agreement in terms of the NCLT Order.

3. In terms of the Scheme , without payment of any consideration :
- (i) 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;
 - (ii) 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; and
 - (iii) 5,00,000 fully paid up preference shares of INR 100 each of RP-SG Retail Limited shall be issued and allotted to the Company.
4. For the purpose of determining the eligible shareholders of the Company entitled to receive the said equity shares of RP-SG Retail Limited and RP-SG Business Process Services Limited, the Board of Directors of the Company has fixed 31 October 2018 as the 'Record Date';

We request you to kindly take this intimation on record.

Thanking you,

Yours faithfully,
For CESC Limited


Company Secretary & Compliance Officer

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Dear Sir,

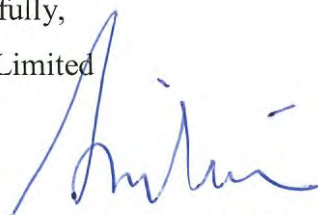
Sub : **Press Announcement**

Further to our letter of even date sent to you earlier today, please find enclosed copy of a Press Announcement which is self explanatory.

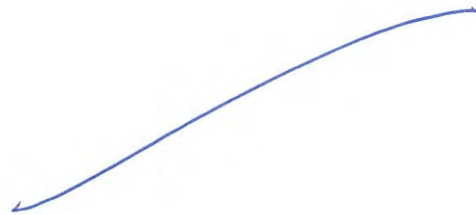
Thanking you,

Yours faithfully,

For CESC Limited



Company Secretary & Compliance Officer



PRESS ANNOUNCEMENT

CESC has received certified copy of the order of National Company Law Tribunal (NCLT being the appropriate authority) on its Demerger Scheme on 5th October, 2018.

Based on the NCLT Order, which sanctioned the Scheme, subject to a condition that demerger of Generation Undertaking shall be effective upon approval of the PPA between the Generation and Distribution companies from WBERC, the Board met, considered and decided as follows:

1. Pending approval of the Power Purchase Agreement between the Generation and Distribution companies, the non-power investments of CESC would be demerged into two entities as planned in the scheme, viz. new Retail and Venture companies. Now, there would be three companies, viz. CESC, new Retail and Venture Companies.
2. Each existing shareholder of CESC, for every 10 of his holding, will be allotted additional 6 shares of Rs. 5 each in new Retail and additional 2 shares of Rs. 10 each in the Venture company. Paid up Equity Share capital of the new Retail & Venture Companies would be Rs. 40 Cr. and Rs. 26 Cr. respectively, over and above the equity share capital of CESC of Rs. 132 Cr.
3. The above restructuring will result in benefits for all shareholders. It will allow unlocking value for the investors, give a focused management attention to each of the verticals to pursue respective growth plans and allow the new entities to take advantage of the market values of Retail, FMCG and IT business.
4. Record date for this purpose would be 31st October, 2018 and listing of new Retail and Ventures shares would take place thereafter.