

DCS/AMAL/AC/R37/915/2017-18

September 15, 2017

The Company Secretary
CESC LTD
CESC House, Chowringhee Square,
Kolkata, West Bengal, 700001.

Dear Sir,

Sub: Observation letter regarding the Draft Scheme of Arrangement Between CESC Limited, CESC Infrastructure Limited, Spencers Retail Limited, Music World Retail Limited, Spen Liq Private Limited, New Rising Promoters Private Limited, Haldia Energy Limited, RP SG Retail Limited, RP SG Business Process Limited and Crescent Power Limited.

We are in receipt of Draft Scheme of Arrangement Between CESC Limited, CESC Infrastructure Limited, Spencers Retail Limited, Music World Retail Limited, Spen Liq Private Limited, New Rising Promoters Private Limited, Haldia Energy Limited, RP SG Retail Limited, RP SG Business Process Limited and Crescent Power Limited filed as required under SEBI Circular No. CFD/DIL.3/CIR/2017/21 dated March 10, 2017; SEBI vide its letter dated September 14, 2017, has inter alia given the following comment(s) on the draft scheme of arrangement:

- “Company to ensure that the applicable information pertaining to unlisted entities CESC Infrastructure Limited, Spencers Retail Limited, Music World Retail Limited, Spen Liq Private Limited, New Rising Promoters Private Limited, Haldia Energy Limited, RP SG Retail Limited, RP SG Business Process Limited and Crescent Power Limited is included in the abridged prospectus as per the format specified in the circular.”
- “Company shall ensure that additional information, if any, submitted by the Company, after filing the scheme with the stock exchange, from the date of receipt of this letter is displayed on the websites of the listed company.”
- “Company shall duly comply with various provisions of the Circulars.”
- “Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before National Company Law Tribunal (NCLT) and the company is obliged to bring the observations to the notice of NCLT.”
- “It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments / observations / representations.”

Accordingly, based on aforesaid comment offered by SEBI, the company is hereby advised:

- To provide additional information, if any, (as stated above) along with various documents to the Exchange for further dissemination on Exchange website.
- To ensure that additional information, if any, (as stated aforesaid) along with various documents are disseminated on their (company) website.
- To duly comply with various provisions of the circulars.

In light of the above, we hereby advise that we have no adverse observations with limited reference to those matters having a bearing on listing/de-listing/continuous listing requirements within the provisions of Listing Agreement, so as to enable the company to file the scheme with Hon'ble NCLT.

However, the listing of equity shares of Haldia Energy Limited, RP SG Retail Limited and RP SG Business Process Limited on the BSE Limited, shall be subject to SEBI granting relaxation under Rule 19(2)(b) of the Securities Contract (Regulation) Rules, 1957 and compliance with the requirements of SEBI circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015. Further, Haldia Energy Limited, RP SG Retail Limited and RP SG Business Process Limited shall comply with SEBI Act, Rules, Regulations, directions of the SEBI and any other statutory authority and Rules, Byelaws, and Regulations of the Exchange.

The Company shall fulfill the Exchange's criteria for listing the securities of such company and also comply with other applicable statutory requirements. However, the listing of shares of Haldia Energy Limited, RP SG Retail Limited and RP SG Business Process Limited is at the discretion of the Exchange. In addition to the above, the listing of Haldia Energy Limited, RP SG Retail Limited and RP SG Business Process Limited pursuant to the Scheme of Arrangement shall be subject to SEBI approval and the Company satisfying the following conditions:

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1. To submit the Information Memorandum containing all the information about Haldia Energy Limited, RP SG Retail Limited and RP SG Business Process Limited Ltd in line with the disclosure requirements applicable for public issues with BSE, for making the same available to the public through the website of the Exchange. Further, the company is also advised to make the same available to the public through its website.
2. To publish an advertisement in the newspapers containing all the information of Haldia Energy Limited, RP SG Retail Limited and RP SG Business Process Limited in line with the details required as per the aforesaid SEBI circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017. The advertisement should draw a specific reference to the aforesaid Information Memorandum available on the website of the company as well as BSE.
3. To disclose all the material information about Haldia Energy Limited, RP SG Retail Limited and RP SG Business Process Limited on a continuous basis so as to make the same public, in addition to the requirements if any, specified in Listing Agreement for disclosures about the subsidiaries.
4. The following provisions shall be incorporated in the scheme:
 - i. "The shares allotted pursuant to the Scheme shall remain frozen in the depository system till listing/trading permission is given by the designated stock exchange."
 - ii. "There shall be no change in the shareholding pattern of Haldia Energy Limited, RP SG Retail Limited and RP SG Business Process Limited between the record date and the listing which may affect the status of this approval."

Further you are also advised to bring the contents of this letter to the notice of your shareholders, all relevant authorities as deemed fit, and also in your application for approval of the scheme of Arrangement.

Kindly note that as required under Regulation 37(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the **validity of this Observation Letter shall be Six Months from the date of this Letter**, within which the scheme shall be submitted to the NCLT. Further, pursuant to the above SEBI circulars, upon sanction of the Scheme by the Hon'ble NCLT, the listed company shall submit to the stock exchange the following:

- Copy of the NCLT approved Scheme;
- Result of voting by shareholders for approving the Scheme;
- Statement explaining changes, if any, and reasons for such changes carried out in the Approved Scheme vis-à-vis the Draft Scheme;
- Copy of the observation letter issued by all the Stock Exchanges where Company is listed.
- Status of compliance with the Observation Letter/s of the stock exchanges;
- The application seeking exemption from Rule 19(2)(b) of SCRR, 1957, wherever applicable; and
- Complaints Report as per Annexure II of this Circular.
- Any other document/disclosure as informed by the Exchange.

The Exchange reserves its right to withdraw its 'No adverse observation' at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

Please note that the aforesaid observations does not preclude the Company from complying with any other requirements.

Yours faithfully,


Nitin Pujari
Sr. Manager