

FORM NO. CAA.3

[Pursuant to section 230(5) and rule 8]

In the Matter of compromise and / or arrangement of CESC Limited and nine of its subsidiaries

NOTICE

Before the National Company Law Tribunal  
Bench at Kolkata

Company Application No.438 of 2017  
-----

In the Matter of the Companies Act, 2013 – Section 230(1) read with  
Section 232(1)

And

In the Matter of :

**CESC Infrastructure Limited**, a Company incorporated under the  
Companies Act, 1956 and being a Company within the meaning of  
the Companies Act, 2013 having its registered office at CESC House,  
Chowringhee Square, Kolkata 700 001 in the State of West Bengal.

And

**Spencer's Retail Limited**, a Company incorporated under the  
Companies Act, 1956 and being a Company within the meaning of  
the Companies Act, 2013 having its registered office at 31 Netaji  
Subhas Road, 1<sup>st</sup> Floor, Duncan House, Kolkata 700 001 in the State  
of West Bengal.

And

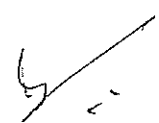
**Music World Retail Limited**, a Company incorporated under the  
Companies Act, 1956 and being a Company within the meaning of  
the Companies Act, 2013 having its registered office at 31 Netaji  
Subhas Road, Duncan House, Kolkata 700 001 in the State of West  
Bengal.

And

**Spen Liq Private Limited**, a Company incorporated under the  
Companies Act, 1956 and being a Company within the meaning of  
the Companies Act, 2013 having its registered office at 31 Netaji  
Subhas Road, PS Hare Street, Kolkata 700 001 in the State of West  
Bengal.

And

**New Rising Promoters Private Limited**, a Company incorporated  
under the Companies Act, 1956 and being a Company within the



meaning of the Companies Act, 2013 having its registered office at 31 Netaji Subhas Road, PS Hare Street, Kolkata 700 001 in the State of West Bengal.

And

**CESC Limited**, a Company incorporated under the Companies Act, 1956 and being a Company within the meaning of the Companies Act, 2013 having its registered office at CESC House, Chowringhee Square, Kolkata 700 001 in the State of West Bengal.

And

**Haldia Energy Limited**, a Company incorporated under the Companies Act, 1956 and being a Company within the meaning of the Companies Act, 2013 having its registered office at Barick Bhawan, 6<sup>th</sup> Floor, 8 Chittaranjan Avenue, Kolkata 700 072 in the State of West Bengal.

And

**RP-SG Retail Limited**, a Company incorporated under the Companies Act, 2013 having its registered office at CESC House, Chowringhee Square, Kolkata 700 001 in the State of West Bengal.

And

**RP-SG Business Process Services Limited**, a Company incorporated under the Companies Act, 2013 having its registered office at CESC House, Chowringhee Square, Kolkata 700 001 in the State of West Bengal.

And

**Crescent Power Limited**, a Company incorporated under the Companies Act, 1956 and being a Company within the meaning of the Companies Act, 2013 having its registered office at 6 Church Lane, 1<sup>st</sup> Floor, Hare Street, Kolkata 700 001 in the State of West Bengal.

1. CESC Infrastructure Limited
2. Spencer's Retail Limited
3. Music World Retail Limited
4. SpenLiq Private Limited
5. New Rising Promoters Private Limited
6. CESC Limited
7. Haldia Energy Limited
8. RP-SG Retail Limited
9. RP-SG Business Process Services Limited
10. Crescent Power Limited

..... Applicants



Regional Director  
Ministry of Corporate Affairs  
Office of the Regional Director, (Eastern Region)  
Nizam Palace, 2<sup>nd</sup> MSO Building  
234/4, AJC Bose Road  
Kolkata 700 020

Registrar of Companies, West Bengal  
Nizam Palace  
2nd MSO Building  
2nd Floor, 234/4, A.J.C.B. Road  
Kolkata – 700020

Official Liquidator  
Ministry of Corporate Affairs  
Office of the Official Liquidator  
High Court, Calcutta  
9, Old Post Office Street, 5<sup>th</sup> Floor  
Kolkata 700 001

Deputy Commissioner of Income Tax, Circle 6(1)  
AAYAKAR BHAVAN  
P-7, Chowringhee Square, 6<sup>th</sup> Floor  
Kolkata 700 069

Income Tax Officer, Ward 6(1)  
AAYAKAR BHAVAN  
P-7, Chowringhee Square, 6<sup>th</sup> Floor  
Kolkata 700 069

Income Tax Officer, Ward 5(1)  
AAYAKAR BHAVAN  
P-7, Chowringhee Square, 8<sup>th</sup> Floor  
Kolkata 700 069

Income Tax Officer, Ward 9(4)  
AAYAKAR BHAVAN  
P-7, Chowringhee Square, 5<sup>th</sup> Floor  
Kolkata 700 069

Deputy Commissioner of Income Tax, Circle 5(1)  
AAYAKAR BHAVAN  
P-7, Chowringhee Square, 8<sup>th</sup> Floor  
Kolkata 700 069



Deputy Commissioner of Income Tax, Circle 4(2)  
AAYAKAR BHAVAN  
P-7, Chowringhee Square, 4<sup>th</sup> Floor  
Kolkata 700 069

Securities and Exchange Board of India  
Plot C4-A, G Block,  
Bandra Kurla Complex, Bandra East  
Mumbai  
Maharashtra 400051

National Stock Exchange of India Limited  
Exchange Plaza  
Plot No. C/1, G-Block  
Bandra, Kurla Complex,  
Bandra East  
Mumbai 400 051

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

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

Secretary,  
Competition Commission of India  
The Hindustan Times House  
18-20, Kasturba Gandhi Marg  
New Delhi 110001

Secretary  
Hon'ble West Bengal Electricity Regulatory Commission  
FD-415A, Paura Bhawan (3<sup>rd</sup> Floor)  
Sector III  
Bidhannagar  
Kolkata 700 106



Provident Fund Commissioner – I  
Employees Provident Fund Organisation  
Regional Office, Kolkata  
DK Block, Sector – II  
Salt Lake City  
Kolkata 700 091

Notice is hereby given in pursuance of sub-section (5) of Section 230 of the Companies Act, 2013 ('the Act'), that as directed by the Kolkata Bench of the Hon'ble National Company Law Tribunal ("the Tribunal") by an order dated 26<sup>th</sup> October, 2017 under sub-section (1) of Section 230 read with sub-section (1) of Section 232 of the Act, a meeting of the Equity Shareholders of CESC Limited, being the Applicant No.6 above named will be held at City Centre, Royal Bengal Room, DC Block, Sector – I, Salt Lake, Kolkata 700 064 on Friday, the 15<sup>th</sup> day of December, 2017 at 10:00 A.M. ("Meeting") for the purpose of considering the proposed Scheme of Arrangement amongst the Applicants and their respective shareholders.

A copy of the notice convening the said Meeting along with the said Scheme of Arrangement are enclosed herewith.

You are hereby informed that representations, if any, in connection with the proposed Scheme of Arrangement may be made to the Hon'ble Tribunal within 30 days from the date of receipt of this notice. Copy of the representation may simultaneously be sent to the Advocate for the Applicants, at the address stated below:

Mr. Aniket Agarwal  
Advocate for the Applicants  
Khaitan & Co, Advocates  
1B, Old Post Office Street  
Kolkata 700 001

In case no representation is received within the stated period of thirty (30) days, it shall be presumed that you have no representation to make on the proposed Scheme of Arrangement.



(A.K. Labh)

Chairperson appointed for the Meeting

Dated this 13<sup>th</sup> day of November, 2017.

Enclosures :

1. Notice of Meeting of Equity Shareholders of CESC Limited
2. Copy of the Scheme of Arrangement
3. Explanatory Statement under Section 230(3) read with Section 232(2) of the Companies Act, 2013 with all annexures thereto
4. All other documents accompanying the notice.

# CESC Limited

CIN : L31901WB1978PLC031411

**Registered Office** : CESC House, Chowringhee Square, Kolkata – 700 001

Phone : +91 33 2225 6040, Fax : +91 33 2225 5155

Email : [secretarial@rp-sg.in](mailto:secretarial@rp-sg.in), website : [www.cesc.co.in](http://www.cesc.co.in)

## NOTICE

### MEETING OF THE EQUITY SHAREHOLDERS

(Convened pursuant to the order dated 26th October, 2017 passed by the  
Hon'ble National Company Law Tribunal, Kolkata Bench)

MEETING	
Day	Friday
Date	15th day of December, 2017
Time	10.00 A.M.
Venue	City Centre, Royal Bengal Room, DC Block, Sector – I, Salt Lake, Kolkata 700 064, India

POSTAL BALLOT AND E-VOTING	
Start Date and Time	15th November, 2017 at 9.00 A.M. (900 hours)
End Date and Time	14th December, 2017 at 5.00 P.M. (1700 hours)

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**Before the National Company Law Tribunal**

**Bench at Kolkata**

**Company Application No.438 of 2017**

In the Matter of the Companies Act, 2013 – Section 230(1) read with Section 232(1)

And

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10. Crescent Power Limited

. . . . . Applicants

## NOTICE CONVENING MEETING

To,  
The Equity Shareholders of  
CESC Limited

**NOTICE** is hereby given that by an Order dated 26th October, 2017, the Hon'ble National Company Law Tribunal, Kolkata Bench ("Tribunal") has directed a meeting of the Equity Shareholders of CESC Limited, the Applicant No.6 abovenamed ("Demerged Company 1 / Transferee Company 1"), to be held for the purpose of their considering, and if thought fit, approving, with or without modification, the proposed Scheme of Arrangement amongst the Applicants and their respective shareholders ('the Scheme').

In pursuance of the said Order and as directed therein, further notice is hereby given that a meeting of the Equity Shareholders of the Demerged Company 1 / Transferee Company 1 will be held at City Centre, Royal Bengal Room, DC Block, Sector – I, Salt Lake, Kolkata 700 064, India on Friday, the 15th day of December, 2017 at 10:00 A.M. to consider, and if thought fit, to pass, with or without modifications, the following resolutions for approval of the said scheme by requisite majority :-

*"RESOLVED THAT the 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, Haldia Energy Limited, RP-SG Retail Limited, RP-SG Business Process Services Limited and Crescent Power Limited and their respective shareholders ('the Scheme'), presented in Company Application No.438 of 2017 filed jointly by the said companies before the Hon'ble National Company Law Tribunal, Kolkata Bench ('Tribunal'), a copy whereof is included in the notice dated 3rd November, 2017 convening a meeting of the equity shareholders of CESC Limited ('the Company') on 15th December, 2017, be and is hereby approved.*

*RESOLVED FURTHER THAT the Board of Directors of CESC Limited (hereinafter referred to as the 'Board' which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution) be and is hereby authorised to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to these resolutions and effectively implement the Scheme of Arrangement and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Hon'ble Tribunal or its Appellate Authority (ies) while sanctioning the Scheme of Arrangement or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper."*

TAKE FURTHER NOTICE that in terms of the said order dated 26th October, 2017 of the Hon'ble Tribunal, you shall have the facility and option of voting on the aforesaid resolutions for approval of the Scheme by casting your votes in person or by proxy at the venue of the meeting on 15th December, 2017 or by postal ballot or remote electronic voting ('remote e-voting') during the period commencing from 9.00 A.M. on 15th November, 2017 and ending at 5.00 P.M. on 14th December, 2017. Kindly refer to Notes below for further details on the voting procedure.

Votes may be cast, as aforesaid, at the venue of the meeting by you personally or by proxy provided that in the latter case, a proxy in the prescribed form, duly signed by you, is deposited at the registered office of the Demerged Company

1/ Transferee Company 1, not later than 48 (forty eight) hours before the time for holding the meeting. In case of a Body Corporate, being an Equity Shareholder of the Demerged Company 1/ Transferee Company, opting to attend and vote at the venue of the meeting, as aforesaid, through its authorised representative, such Body Corporate may do so provided a certified copy of the resolution of its Board of Directors or other governing body authorizing such representative to attend and vote at the meeting on its behalf is deposited at the registered office of the Demerged Company 1/ Transferee Company 1 not later than 48 (forty eight) hours before the time for holding the meeting.

The Hon'ble Tribunal has appointed Mr. Atul Kumar Labh, Practicing Company Secretary, to be the Chairperson of the said meeting of the Equity Shareholders of the Demerged Company 1 / Transferee Company 1 and Ms. Barsha Dikshit, Practicing Company Secretary, to be the Scrutinizer for the said meeting.

A copy each of the said Scheme of Arrangement, form of proxy, attendance slip, the Explanatory Statement under Section 230(3) read with Section 232(2) of the Companies Act, 2013 along with all annexures to such statement, Postal Ballot Form and postage pre-paid self-addressed envelope are enclosed herewith. A copy of this notice and the accompanying documents are also placed on the website of the Demerged Company 1 / Transferee Company 1 ([www.cesc.co.in](http://www.cesc.co.in)).

Shareholders opting to cast their votes by postal ballot / remote e-voting, are requested to read the instructions in the notes below carefully. In case of voting by postal ballot, the Postal Ballot Form duly completed should be returned by the shareholders in the enclosed self-addressed, postage pre-paid envelope so as to reach the Scrutinizer on or before 5.00 P.M. on 14th December, 2017. In case of remote e-voting, the votes should be cast in the manner described in the instructions by 5.00 P.M. on 14th December, 2017. Responses received thereafter will be treated as invalid.

The abovementioned Scheme, if approved at the aforesaid meeting, will be subject to the subsequent approval of the Hon'ble Tribunal.

Dated this 3rd day of November, 2017.

Sd/- A. K. Labh  
Chairperson appointed for the Meeting

Drawn by :  
Aniket Agarwal  
Advocate for the applicants  
Khaitan & Co.  
Advocates  
1B, Old Post Office street  
Kolkata - 700 001

**Notes :**

- 1) This Notice is being dispatched to all Equity Shareholders of the Demerged Company 1 / Transferee Company 1 whose names will appear as on 8th November, 2017, being the cut-off date fixed by the Hon'ble Tribunal ('**Relevant Date**'), in the Register of Members of the Demerged Company 1 / Transferee Company 1 / list of beneficial owners as received from National Securities Depository Limited ("**NSDL**") / Central Depository Services (India) Limited ("**CDSL**") (collectively referred to as "**Depositories**"). The said shareholders shall be entitled to cast their votes as per the mode chosen by them during the respective voting period for such mode, as specified herein. However, the votes cast by the shareholders shall be reckoned and scrutinized for all modes with reference to the Register of Members / list of beneficial owners in the records of the Depositories, as aforesaid, as on the said Relevant Date. The voting right of shareholders shall be in proportion to the face value of the paid up equity share of the Demerged Company 1/ Transferee Company 1 held by them as on the Relevant Date.
- 2) The Notice as aforesaid alongwith the Explanatory Statement and other accompanying documents is being sent by electronic mode to those Equity Shareholders whose email addresses are registered with the Demerged Company 1 / Transferee Company 1 / Depositories, unless any Equity Shareholder has requested for a physical copy. Physical copies are being sent to the Equity Shareholders whose email addresses are not registered as aforesaid.
- 3) Only registered Equity Shareholders of the Demerged Company 1 / Transferee Company 1, may attend (either in person or by proxy or by authorised representative) the said meeting of the Equity Shareholders of the Demerged Company 1 / Transferee Company 1 ('the Meeting').
- 4) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the Demerged Company 1 / Transferee Company 1.
- 5) A person can act as a proxy on behalf of Members not exceeding 50 (fifty) and holding in aggregate not more than 10% of the total share capital of the Demerged Company 1 / Transferee Company 1 carrying voting rights. A Member holding more than 10% of the total share capital of the Demerged Company 1 / Transferee Company 1 carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Member.
- 6) It is further clarified that the Proxies can only vote at the venue of the Meeting and not through postal ballot or remote e-voting.
- 7) A registered Equity Shareholder or his Proxy or authorized representative is requested to bring copy of the notice to the Meeting and produce at the entrance of the Meeting venue the attendance slip duly completed and signed.
- 8) Members are informed that in case of joint holders attending the Meeting, only such joint holder whose name stands first as on the Relevant Date in the Register of Members of the Demerged Company 1 / Transferee Company 1/ list of beneficial owners as received from the Depositories, as aforesaid, in respect of such joint holding will be entitled to vote.
- 9) This Notice of the Meeting of Equity Shareholders of the Demerged Company 1 / Transferee Company 1 is displayed / posted on the website of the Demerged Company 1 / Transferee Company 1 at [www.cesc.co.in](http://www.cesc.co.in) and also on the website of National Securities Depository Limited (<https://www.evoting.nsdl.com>).
- 10) In compliance with the said order dated 26th October, 2017 of the Hon'ble Tribunal and the provisions of Section 230(4) read with Sections 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the

Companies (Management and Administration) Rules, 2014, the Demerged Company 1 / Transferee Company 1 has provided the facility to the Equity Shareholders to cast their votes (a) by way of postal ballot or (b) through remote e-voting facility, prior to the Meeting and (c) at the venue of the Meeting, through electronic voting system (Tab based) or polling paper.

- 11) The respective voting period for the respective mode of voting is as follows:-

<b>Manner of voting</b>	<b>Commencement of Voting</b>	<b>End of Voting</b>
Postal Ballot	9:00 A.M. 15th November, 2017	5:00 P.M. 14th December 2017
Remote E-voting	9:00 A.M. 15th November, 2017	5:00 P.M. 14th December, 2017
Polling Paper/E-voting as arranged at venue of meeting	Time : Upon resolution being put to vote by Chairperson at the meeting	15th December, 2017 (Time : to be announced by Chairperson at the meeting)

- 12) The Equity Shareholder(s) can opt for only one mode of voting. If the Equity Shareholders cast their votes by both postal ballot and remote e-voting, then voting done through remote e-voting shall prevail and voting done by postal ballot will be treated as invalid. Further, Equity Shareholders who have cast their votes by postal ballot and/or remote e-voting, as aforesaid, will not be entitled to vote again at the venue of the meeting, whether in person or by proxy. If they do so, the votes so cast by them at the venue of the meeting shall be treated as invalid.
- 13) It is clarified that casting of votes by postal ballot / remote e-voting does not disentitle the shareholders from attending the Meeting. The Equity Shareholder, after exercising his/her right to vote through postal ballot / remote e-voting, shall not be allowed to vote again at the Meeting.
- 14) The business of the meeting shall be transacted and the result thereof ascertained accordingly. The aforesaid resolution for approval of the Scheme shall, if passed by a majority in number representing three-fourths in value of the Equity Shareholders of the Demerged Company 1 / Transferee Company 1 casting their votes, as aforesaid, shall be deemed to have been duly passed on the date of the said meeting (i.e. 15th December, 2017) of the Equity Shareholders of the Demerged Company 1 / Transferee Company 1 under Section 230(1) read with Section 232(1) of the Companies Act, 2013.
- 15) Members are requested to carefully read the instructions printed overleaf on the enclosed postal ballot form and return the form duly completed with assent (for) or dissent (against), in the attached postage prepaid self-addressed envelope, so as to reach the Scrutinizer on or before 14th December, 2017 at 5:00 P.M. Postal Ballot Form(s), if sent by courier or by registered post / speed post at the expense of the Equity Shareholder will also be accepted. However Postal Ballot Form(s), received after the aforesaid time shall be considered as invalid.
- 16) In case an Equity Shareholder is desirous of obtaining a printed duplicate postal ballot form, he or she may send request by letter at the registered office of the Demerged Company 1 / Transferee Company 1 or send e-mail from their registered email id to [secretarial@rp-sg.in](mailto:secretarial@rp-sg.in) or write to Secretarial Department, CESC Limited, CESC House, Chowringhee Square, Kolkata – 700 001, or, Link Intime India Pvt. Ltd, 59C Chowringhee Road, 3rd Floor, Kolkata – 700 020 (the Registrar and Share Transfer Agent), contact person: Mr. Kuntal Mustafi (9331089046). The said Registrar and Share Transfer Agents / Company shall forward the same along with postage prepaid self-addressed envelope to the Member.
- 17) The Scrutinizer will submit her consolidated report to the Chairperson of the Meeting upon scrutiny of voting by the Equity Shareholders through postal ballot, remote e-voting and voting by polling paper / e-voting at the venue of the meeting, within 3 days of the conclusion of the meeting and the Chairperson shall declare the results

of the meeting after submission of such report. The results shall be announced by the Chairperson accordingly on or before 18th December, 2017 upon receipt of Scrutinizer's report and the same shall be posted on the website of the Demerged Company 1 / Transferee Company 1 at [www.cesc.co.in](http://www.cesc.co.in) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com), as well as on the notice board of the Demerged Company 1 / Transferee Company 1 at its registered office. The said results shall also be published in "the Economic Times" in English and "Aajkal" in Bengali.

18) Relevant documents referred to in the Notice and the Explanatory Statement are open for inspection by the Equity Shareholders at the registered office of the Demerged Company 1 / Transferee Company 1 as mentioned in the Explanatory Statement.

**19) Remote e-Voting :**

(a) In terms of the said order of the Hon'ble Tribunal and pursuant to the applicable provisions of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014 and other relevant Rules, the Company will provide facility to its members, to cast their votes by remote e-voting for the proposed resolutions. The Demerged Company 1 / Transferee Company 1 has appointed National Securities Depository Limited (NSDL) to provide remote e-voting facility to its members.

(b) The procedure and instructions for remote e-voting are as under :

A. In case a member receives an e-mail from NSDL [for members whose e-mail IDs are registered with Demerged Company 1 / Transferee Company 1 / Depository Participant(s)] :

- i) Open e-mail and open PDF file viz., "CESC e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your User ID and password / PIN for e-voting. This password is an initial password.
- ii) Launch Internet Browser by typing the following URL: <https://www.evoting.nsdl.com/>
- iii) Click on Shareholder – Login
- iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- v) Password change menu appears. Change the password / PIN with new password of your choice with minimum 8 digits / characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi) Home page of e-voting opens. Click on e-voting Cycles.
- vii) Select "EVEN" (E Voting Event Number) of CESC Limited.
- viii) Now you are ready for remote e-voting as Cast Vote page opens.
- ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned

copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [barsha@vinodkothari.com](mailto:barsha@vinodkothari.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

- B. In case a Member receives physical copy of the aforesaid Notice [for members whose e-mail IDs are not registered with Demerged Company 1 / Transferee Company 1 / Depository Participants(s) or those requesting for physical copy]:

- i) Following information including initial password is provided in the Postal Ballot Form for the meeting :

EVEN	USER ID	PASSWORD / PIN

- ii) Please follow all steps from Sl. No. (i) to Sl. No. (xii) above, to cast vote.

- C. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com). In case of any grievance relating to voting by electronic means you may please contact Mr. Amit Vishal, Senior Manager, NSDL / Mr. Rajiv Ranjan, Asst. Manager, NSDL at 022-2499 4360 / 022-2499 4738 and send an e-mail to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) and [amitv@nsdl.co.in](mailto:amitv@nsdl.co.in)/[rajivr@nsdl.co.in](mailto:rajivr@nsdl.co.in)
- D. If you are already registered with NSDL for e-voting then you can use your existing user ID and password / PIN for casting your vote.
- E. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- F. The remote e-voting period commences on 15th November 2017 (at 9.00 AM IST) and ends on 14th December 2017 (at 5.00 PM IST). During this period, shareholders of Demerged Company 1 / Transferee Company 1, holding shares either in physical form or in dematerialized form, as on the Relevant Date, may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently or cast his vote again.

- 20) Ms. Barsha Dikshit, Practising Company Secretary has been appointed as the Scrutinizer to scrutinize the votes.

**Before the National Company Law Tribunal**

**Bench at Kolkata**

**Company Application No. 438 of 2017**

In the Matter of the Companies Act, 2013 - Section 230(1) read with Section 232(1)

And

In the Matter of :

**CESC Infrastructure Limited**, a Company incorporated under the Companies Act, 1956 and being a Company within the meaning of the Companies Act, 2013 having its registered office at CESC House, Chowringhee Square, Kolkata 700 001 in the State of West Bengal.

And

**Spencer's Retail Limited**, a Company incorporated under the Companies Act, 1956 and being a Company within the meaning of the Companies Act, 2013 having its registered office at 31 Netaji Subhas Road, 1st Floor, Duncan House, Kolkata 700 001 in the State of West Bengal.

And

**Music World Retail Limited**, a Company incorporated under the Companies Act, 1956 and being a Company within the meaning of the Companies Act, 2013 having its registered office at 31 Netaji Subhas Road, Duncan House, Kolkata 700 001 in the State of West Bengal.

And

**Spen Liq Private Limited**, a Company incorporated under the Companies Act, 1956 and being a Company within the meaning of the Companies Act, 2013 having its registered office at 31 Netaji Subhas Road, PS Hare Street, Kolkata 700 001 in the State of West Bengal.

And

**New Rising Promoters Private Limited**, a Company incorporated under the Companies Act, 1956 and being a Company within the meaning of the Companies Act, 2013 having its registered office at 31 Netaji Subhas Road, PS Hare Street, Kolkata 700 001 in the State of West Bengal.

And



**CESC Limited**, a Company incorporated under the Companies Act, 1956 and being a Company within the meaning of the Companies Act, 2013 having its registered office at CESC House, Chowringhee Square, Kolkata 700 001 in the State of West Bengal.

And

**Haldia Energy Limited**, a Company incorporated under the Companies Act, 1956 and being a Company within the meaning of the Companies Act, 2013 having its registered office at Barick Bhawan, 6<sup>th</sup> Floor, 8 Chittaranjan Avenue, Kolkata 700 072 in the State of West Bengal.

And

**RP-SG Retail Limited**, a Company incorporated under the Companies Act, 2013 having its registered office at CESC House, Chowringhee Square, Kolkata 700 001 in the State of West Bengal.

And

**RP-SG Business Process Services Limited**, a Company incorporated under the Companies Act, 2013 having its registered office at CESC House, Chowringhee Square, Kolkata 700 001 in the State of West Bengal.

And

**Crescent Power Limited**, a Company incorporated under the Companies Act, 1956 and being a Company within the meaning of the Companies Act, 2013 having its registered office at 6 Church Lane, 1<sup>st</sup> Floor, P.S. Hare Street, Kolkata 700 001 in the State of West Bengal.

1. CESC Infrastructure Limited
2. Spencer's Retail Limited
3. Music World Retail Limited
4. Spen Liq Private Limited
5. New Rising Promoters Private Limited
6. CESC Limited
7. Haldia Energy Limited
8. RP-SG Retail Limited
9. RP-SG Business Process Services Limited
10. Crescent Power Limited

..... Applicants

## Explanatory Statement under Section 230(3) read with Section 232(2) of the Companies Act, 2013.

### 1. Meeting for Scheme of Arrangement

This Explanatory Statement is attached to the notice convening a meeting of the Equity Shareholders of CESC Limited, being the Applicant Company No.6 abovenamed ("**Demerged Company 1/ Transferee Company 1**") for the purpose of their considering and if thought fit, approving, with or without modification, the Scheme of Arrangement proposed to be made amongst the following Companies and their respective shareholders ('the Scheme') attached as Annexure "ES-1" hereto :-

- (1) Applicant No.1: CESC Infrastructure Limited ("**Transferor Company 1**")
- (2) Applicant No.2: Spencer's Retail Limited ("**Transferor Company 2**" / "**Demerged Company 2**")
- (3) Applicant No.3: Music World Retail Limited ("**Transferor Company 3**")
- (4) Applicant No.4: Spen Liq Private Limited ("**Transferor Company 4**")
- (5) Applicant No.5: New Rising Promoters Private Limited ("**Transferor Company 5**")
- (6) Applicant No.6: CESC Limited ("**Demerged Company 1/ Transferee Company 1**")
- (7) Applicant No.7: Haldia Energy Limited ("**Resulting Company 1**")
- (8) Applicant No.8: RP-SG Retail Limited ("**Resulting Company 2**")
- (9) Applicant No.9: RP-SG Business Process Services Limited ("**Resulting Company 3**" / "**Transferee Company 2**")
- (10) Applicant No.10: Crescent Power Limited ("**Transferee Company 3**")

### 2. Date, time and venue of Meeting

Pursuant to an Order dated 26th October, 2017, passed by the Kolkata Bench of the National Company Law Tribunal ("Tribunal") in Company Application No.438 of 2017, a meeting of the Equity Shareholders of the Demerged Company 1 / Transferee Company 1 will be held at City Centre, Royal Bengal Room, DC Block, Sector – I, Salt Lake, Kolkata 700 064, India on Friday, the 15th day of December, 2017 at 10:00 A.M. for the purpose of their considering and if thought fit, approving, with or without modification(s), the said Scheme of Arrangement.

### 3. Scheme of Arrangement

The Scheme under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("the Act") is divided into XIII parts as under:-

- |          |  |
|----------|--|
| Part I   | : This part contains the definitions for the purpose of the Scheme and share capital of the companies  |
| Part II  | : This part deals with amalgamation of CESC Infrastructure Limited, being the Applicant Company No.1 abovenamed (" <b>Transferor Company 1</b> ") with CESC Limited, being the Applicant Company No.6 abovenamed (" <b>Demerged Company 1/Transferee Company 1</b> "). The Transferor Company 1 is a wholly owned subsidiary of the Demerged Company 1/ Transferee Company 1;  |
| Part III | : This part deals with demerger of the Generation Undertaking of the Demerged Company 1, as defined in the Scheme, to Haldia Energy Limited, being the Applicant Company No.7 abovenamed (" <b>Resulting Company 1</b> "). The Resulting Company 1 is a wholly owned subsidiary of the Transferor Company 1;   |
| Part IV  | : This part deals with demerger of the Retail Undertaking 1 of the Demerged Company 1 and Retail Undertaking 2 of Spencer's Retail Limited, being the Applicant Company No. 2 abovenamed (" <b>Transferor Company 2</b> " or " <b>Demerged Company 2</b> "), as defined in the Scheme, to RP-SG Retail Limited, being the Applicant Company No. 8 abovenamed (" <b>Resulting Company 2</b> "). The Transferor Company 2/ Demerged Company 2 and the Resulting Company 2 are wholly owned subsidiaries of Demerged Company 1; |

- Part V : This part deals with demerger of the IT Undertaking of the Demerged Company 1, as defined in the Scheme, to RP-SG Business Process Services Limited, being the Applicant Company No.9 abovenamed (**“Resulting Company 3”** or **“Transferee Company 2”**). Resulting Company 3 is a wholly owned subsidiary of Demerged Company1/ Transferee Company 1;
- Part VI : This part deals with amalgamation of the Transferor Company 2 and Music World Retail Limited, being the Applicant Company No.3 abovenamed (**“Transferor Company 3”**) with the Transferee Company 1. Transferor Company 3 is a wholly owned subsidiary of Transferor Company 2;
- Part VII : This part deals with amalgamation of Spen Liq Private Limited, being the Applicant Company No.4 abovenamed (**“Transferor Company 4”**) with the Transferee Company 2. Transferor Company 4 is a wholly owned subsidiary of Demerged Company 1/ Transferee Company 1;
- Part VIII : This part deals with amalgamation of New Rising Promoters Private Limited, being the Applicant Company No.5 abovenamed (**“Transferor Company 5”**) with Crescent Power Limited, being the Applicant Company No.10 abovenamed (**“Transferee Company 3”**). Transferor Company 5 is a wholly owned subsidiary of the Transferee Company 3;
- Part IX : This part deals with reduction and cancellation of equity share capital of the Resulting Company 1 and reorganising reserves of the Resulting Company 1;
- Part X : This part deals with reduction and cancellation of equity share capital of the Resulting Company 2;
- Part XI : This part deals with reduction and cancellation of equity share capital of the Resulting Company 3;
- Part XII : This part deals with reduction and reorganisation of share capital of the Demerged Company 1, consequent to the demergers; and
- Part XIII : This part contains the general terms and conditions applicable to the Scheme.

The detailed terms of the arrangement will appear from the copy of the Scheme, as updated post approval of the Stock Exchanges which is attached to the notice along with this statement and other accompanying documents. The applicants confirm that the copy of the Scheme has also been filed with the Registrar of Companies. The Scheme embodies the arrangement between the Applicants and their respective shareholders. No compromise or arrangement is proposed between the Applicants and any other classes of persons.

#### 4. Salient features of the Scheme

The salient features of the Scheme are, inter alia, as stated below. The capitalised terms used herein shall have the same meaning as ascribed to them in Clause 1 of the Scheme.

- (a) The Scheme as may be approved or imposed or directed by the Tribunal or made in terms of the Scheme, shall become effective from Appointed Date 1, i.e. 1 October 2017 or, where relevant, Appointed Date 2, i.e. 1 October 2017 but shall be operative from the Effective Date, being the day on which the conditions specified in sub-paragraph (b) below are complied with.
- (b) Unless otherwise decided (or waived) by the relevant Parties and subject to the provisions of the Scheme mentioned in sub-paragraph (c) below, all parts of the Scheme are conditional upon and subject to the following conditions precedent:
  - (i) obtaining no-objection/ observation letter from the Stock Exchanges in relation to the Scheme under Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015;
  - (ii) approval of the Scheme by the requisite majority of each class of shareholders of the Transferor Companies, the Transferee Companies, the Demerged Companies, and the Resulting Companies and such other classes of persons of the said Companies, if any, as applicable or as may be required under the Act and as may be directed by the Tribunal;

- (iii) the Parties, as the case may be, complying with the provisions of the SEBI Circular, as applicable;
  - (iv) the sanctions and orders of the Tribunal, under Sections 230 to 232 of the Act being obtained by the Transferor Companies, the Transferee Companies, the Demerged Companies and the Resulting Companies;
  - (v) certified/ authenticated copies of the orders of the Tribunal, sanctioning the Scheme, being filed with the concerned RoC having jurisdiction over the Parties; and
  - (vi) the requisite consent, approval or permission of the Appropriate Authority or any other Person, which by Applicable Law or contract, agreement, may be necessary for the effective transfer of business and/or implementation of the relevant parts of the Scheme.
- (c) It is the intention of the Parties that each part shall be severable from the remainder of the said Scheme and that each part can be made effective independently along with Part I and Part XIII of the said Scheme subject to the compliance with the requisite conditions as mentioned in the Scheme and subject to a resolution being passed by the Board of the requisite companies to whom the aforesaid part is applicable and as mentioned in the Scheme.
- (d) **Amalgamation of Transferor Companies with Transferee Companies**
- (i) With effect from the opening business hours of Appointed Date 1, and subject to the provisions of the Scheme and pursuant to Section 232 of the Act and Section 2(1B) of the Income-tax Act, 1961, the respective Transferor Company shall stand amalgamated as a going concern with the respective Transferee Company as specified below :-

Sl. No.	Transferor Company	Transferee Company
1.	CESC Infrastructure Limited (Transferor Company 1/ Applicant No.1)	CESC Limited (Transferee Company 1/ Applicant No.6)
2.	Spencer's Retail Limited (Transferor Company 2 / Applicant No.2) post demerger of its retail undertaking	
3.	Music World Retail Limited (Transferor Company 3/ Applicant No.3)	
4.	Spn Liq Private Limited (Transferor Company 4/ Applicant No.4)	RP-SG Business Process Services Limited (Transferee Company 2/ Applicant No.9)
5.	New Rising Promoters Private Limited (Transferor Company 5/ Applicant No.5)	Crescent Power Limited (Transferee Company 3/ Applicant No.10)

- (ii) All assets, liabilities, contracts, arrangements, employees, Permits, licences, records, approvals, etc. of the respective Transferor Company shall, without any further act, instrument or deed, stand transferred to and vested in or be deemed to have been transferred to and vested in the respective Transferee Company, so as to become as and from the Appointed Date 1, the assets, liabilities, contracts, arrangements, employees, Permits, licences, records, approvals, etc. of the respective Transferee Company by virtue of, and in the manner and subject to the modalities for transfer and vesting detailed in the Scheme.
- (iii) The vesting of the entire undertaking of the respective Transferor Company in the respective Transferee Company, as aforesaid, shall be subject to the Encumbrances, if any, over or in respect of any of the assets or any part thereof, provided however that such Encumbrances shall be confined only to the relevant assets of respective Transferor Company or part thereof on or over which they are subsisting on and no such Encumbrances shall extend over or apply to any other asset(s) of the respective Transferee Company. Any reference in any security documents or arrangements (to which

the respective Transferor Company is a party) related to any assets of such Transferor Company shall be so construed to the end and intent that such security shall not extend, nor be deemed to extend, to any of the other asset(s) of the respective Transferee Company. Similarly, the respective Transferee Company shall not be required to create any additional security over assets vested under this Scheme for any loans, debentures, deposits or other financial assistance already availed of /to be availed of by it, and the Encumbrances in respect of such indebtedness of the respective Transferee Company shall not extend or be deemed to extend or apply to the assets so vested;

- (iv) Upon the said Scheme coming into effect and with effect from the Effective Date, the respective Transferee Company undertakes to engage all the employees of the respective Transferor Company, as aforesaid, on terms and conditions not less favourable than those on which they are engaged by the respective Transferor Company without any interruption of service as a result of the amalgamation of the respective Transferor Company with the respective Transferee Company. The respective Transferee Company also agrees that the services of all such employees with the respective Transferor Company prior to the amalgamation shall be taken into account for the purposes of all existing benefits to which the said employees may be eligible, including for the purpose of payment of any retrenchment compensation, gratuity and other retiral/ terminal benefits.
- (v) All proceedings pending by or against the respective Transferor Company, on the Effective Date and all contracts, obligations, actions, rights and claims by or against the respective Transferor Company, will be transferred to the respective Transferee Company with which it will stand amalgamated, as mentioned in sub-paragraph (i) above, and will be enforceable by or against such Transferee Company in the manner and subject to the modalities detailed in the Scheme.
- (vi) The Transferor Company 1 and the Transferor Company 2 are wholly owned subsidiaries of the Transferee Company 1. The Transferor Company No.3 which is presently a wholly owned subsidiary of the Transferor Company 2 will also become a wholly owned subsidiary of the Transferee Company 1 consequent to amalgamation of the Transferor Company 2 with the Transferee Company 1 in terms of the Scheme. The Transferor Company No.4 which is presently a wholly owned subsidiary of the Transferee Company 1 will become a wholly owned subsidiary of the Transferee Company No.2 consequent to demerger of the IT Undertaking of the Transferee Company 1 to the Transferee Company 2. The Transferor Company 5 is a wholly owned subsidiary of the Transferee Company 3. Therefore there shall be no issue of shares by the Transferee Company 1 in consideration of the amalgamation of the respective Transferor Company with the respective Transferee Company, as aforesaid. All equity shares of the respective Transferor Company shall stand cancelled without any further application, act or deed.
- (vii) The respective Transferee Company shall account for the amalgamation of the respective Transferor Company, as aforesaid, in its books/ financial statements upon receipt of all relevant/ requisite approvals for the Scheme in accordance with "Indian Accounting Standard (Ind-AS)" notified under the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time including as provided herein below:
  - (a) The respective Transferee Company shall record the assets and liabilities of respective Transferor Company, transferred to and vested in it pursuant to the said Scheme at their respective carrying values as appearing in the books of the respective Transferor Company;
  - (b) In each case, where the respective Transferor Company has reserves, the respective Transferee Company shall preserve the identity of such reserves transferred to and vested in it and shall record the same in its books in the same form in which they appear in the books of the respective Transferor Company;

- (c) The shares held by the respective Transferee Company in the respective Transferor Company on the Effective Date shall be cancelled and the amount of such investment cancelled shall be adjusted to Capital Reserve;
- (d) No new shares will be issued or allotted by the respective Transferee Company in consideration of the amalgamation of the respective Transferor Company pursuant to the said Scheme;
- (e) Loans and advances, receivables, payables and other dues outstanding between the respective Transferor Company and the respective Transferee Company will stand cancelled and there shall be no further obligation / outstanding in that behalf;
- (f) The difference being the Net Assets transferred to respective Transferee Company as reduced by Reserves recorded in respective Transferee Company and after giving effect to inter-company balances, shall be adjusted to Capital Reserve of the respective Transferee Company.

**(e) Demerger and vesting of the Demerged Undertakings**

- (i) With effect from the opening of business hours on the respective Appointed Date specified below, and subject to the provisions of the Scheme and pursuant to Sections 230 to 232 of the Act and Section 2(19AA) of the Income-tax Act, 1961, the respective Demerged Undertaking of the respective Demerged Company shall, in terms of the Scheme, stand demerged to and vested in the respective Resulting Company, as specified below:-

Sl No	Demerged Undertaking	Demerged Company	Resulting Company
1.	Generation Undertaking	CESC Limited (Demerged Company 1/ Applicant No.6)	Haldia Energy Limited (Resulting Company 1/ Applicant No.7)
2.	Retail Undertaking 1	CESC Limited (Demerged Company 1/ Applicant No.6)	RP-SG Retail Limited (Resulting Company 2/ Applicant No.8)
3.	IT Undertaking	CESC Limited (Demerged Company 1/ Applicant No.6)	RP-SG Business Process Services Limited (Resulting Company 3/ Applicant No.9)
4.	Retail Undertaking 2	Spencer's Retail Limited (Demerged Company 2 / Applicant No.2)	RP-SG Retail Limited (Resulting Company 2/ Applicant No.8)

- (ii) All assets, liabilities, contracts, arrangements, employees, Permits, licences, records, approvals, unutilised credits, refunds, benefits, incentives, grants, subsidies etc. of the respective Demerged Company relating to the respective Demerged Undertaking shall, without any further act, instrument or deed, be demerged from the respective Demerged Company and transferred to and be vested in or be deemed to have been vested in the respective Resulting Company, as aforesaid, so as to become as and from the respective Appointed Date, the assets, liabilities, contracts, arrangements, employees, Permits, licences, records, approvals, etc. of the respective Resulting Company by virtue of, and in the manner and subject to the modalities for demerger and vesting detailed in the Scheme. It is clarified that assets forming part of the licensed power distribution business of the Demerged Company 1 do not constitute the Generation Undertaking and shall not be transferred as part of the Generation Undertaking. However, the tax liabilities and tax demands or refunds received or to be



received by the respective Demerged Company in relation to the respective Demerged Undertaking for a period prior to the respective Appointed Date shall not be transferred as part of the respective Demerged Undertaking to the respective Resulting Company. The fixed assets pertaining to the Generation Undertaking are more particularly set out in Schedule I to the Scheme.

- (iii) In so far as any Encumbrance in respect of liabilities of the respective Demerged Undertaking is concerned, such Encumbrance shall, without any further act, instrument or deed being required to be modified and, if so agreed, shall be extended to and shall operate over the assets of the respective Resulting Company to which the same are transferred in terms of the Scheme. For the avoidance of doubt, it is hereby clarified that in so far as the assets comprising the Remaining Business of the Demerged Company 1 / Transferee company 1 are concerned, the Encumbrance, if any, over such assets relating to the liabilities which are transferred to the Resulting Companies shall, without any further act, instrument or deed being required, be released and discharged from the obligations and Encumbrances relating to the same. Further, in so far as the assets comprised in the respective Demerged Undertaking is concerned, the Encumbrance over such assets relating to any loans, borrowings or other debts which are not transferred to the respective Resulting Company pursuant to the Scheme and which shall continue with the respective Demerged Company, shall without any further act or deed be released from such Encumbrance and shall no longer be available as security in relation to such liabilities.
- (iv) With effect from the Effective Date, the respective Resulting Company undertakes to engage, without any interruption in service, all employees of the respective Demerged Company, engaged in or in relation to the respective Demerged Undertaking transferred to the respective Resulting Company, as aforesaid, on the terms and conditions not less favourable than those on which they are engaged by the respective Demerged Company. The respective Resulting Company undertakes to continue to abide by any agreement/ settlement or arrangement, if any, entered into or deemed to have been entered into by the respective Demerged Company with such employees or union representing them. The respective Resulting Company agrees that the services of such employees with the respective Demerged Company prior to the demerger shall be taken into account for the purposes of all existing benefits to which such employees may be eligible, including for the purpose of payment of any retrenchment compensation, gratuity and other retiral/ terminal benefits. The decision on whether or not an employee is part of a particular Demerged Undertaking, shall be decided by the respective Demerged Company and shall be final and binding on all concerned.
- (v) The accumulated balances, if any, standing to the credit of the said employees engaged in the Generation Undertaking in the existing gratuity fund and superannuation fund of which they are members, as the case may be, will be transferred respectively to such gratuity fund and superannuation funds nominated by the Resulting Company 1 and/ or such new gratuity fund and superannuation fund to be established in accordance with Applicable Law and caused to be recognized by the Appropriate Authorities, by the Resulting Company 1. Pending the transfer as aforesaid, the gratuity fund and superannuation fund dues of the said employees would be continued to be deposited in the existing gratuity fund and superannuation fund respectively of which they are members.
- (vi) In so far as provident fund for the said employees of the Generation Undertaking is concerned, the balances standing to the credit of such employees in the existing provident fund of the Demerged Company 1 shall be retained in such provident fund and such provident fund shall be continued for the benefit of: (a) the said employees who are transferred to the Resulting Company 1, as aforesaid, and (b) other employees of the Demerged Company 1. In relation to said employees being transferred, the Resulting Company 1 shall stand substituted for the Demerged Company 1, for all purposes whatsoever, including relating to the obligation to make contributions to the said fund in

accordance with the provisions thereof. The rules of such existing provident fund shall stand amended accordingly. The employees of the Demerged Company 1 engaged in or in relation to the Generation Undertaking who are transferred to the Resulting Company 1, as aforesaid, shall be deemed to constitute a separate class of employees of the Resulting Company 1 for the purpose of compliance with the provisions of the Employees Provident Fund and Miscellaneous Provisions Act, 1952.

- (vii) The accumulated balances, if any, standing to the credit of the said employees engaged in the Retail Undertaking 1, Retail Undertaking 2 and IT Undertaking in the existing provident fund, gratuity fund and superannuation fund of which they are members will be transferred to such provident fund, gratuity fund and superannuation funds nominated by the respective Resulting Company to which the respective Demerged Undertaking is transferred, as aforesaid, and/ or such new provident fund, gratuity fund and superannuation fund to be established and caused to be recognized by the Appropriate Authorities, by such Resulting Company. Pending the transfer as aforesaid, the provident fund, gratuity fund and superannuation fund dues of such employees would be continued to be deposited in the existing provident fund, gratuity fund and superannuation fund of which they are members.
- (viii) The employees of Demerged Company 1 who are members of 'The Electro Urban Co-operative Credit Society Limited' ("Society") and are transferred to the Resulting Companies as part of the Generation Undertaking, Retail Undertaking 1, and IT Undertaking shall continue to be the members of the Society post transfer of their employment to the Resulting Companies as on the Effective Date.
- (ix) All proceedings relating to the respective Demerged Undertaking pending by or against the respective Demerged Company, on the Effective Date and all contracts, obligations, actions, rights and claims by or against the respective Demerged Company relating to the respective Demerged Undertaking, will be transferred to the respective Resulting Company to which the respective Demerged Undertaking will stand demerged, as mentioned in sub-paragraph (i) above, and will be enforceable by or against such Resulting Company in the manner and subject to the modalities detailed in the Scheme
- (x) Without prejudice to the aforesaid and notwithstanding any other provision of the Scheme, the Demerged Company 1 shall continue to procure/ purchase electricity from the Resulting Company 1 including the generating stations vested with the Resulting Company 1 as part of the Generation Undertaking, in accordance with the terms and conditions that are in line with the existing arrangement read with the tariff orders passed from time to time by Appropriate Authorities, between the Demerged Company 1 and the Resulting Company 1 including the generating stations vested therein. Accordingly, power purchase agreements/ arrangements will be modified / executed to reflect the aforesaid, which will be binding upon each of the parties and, if required, the Resulting Company 1 or the Demerged Company 1 as may be appropriate, cause such contracts, agreements, arrangements and other instruments to be taken on record / recognised by the Appropriate Authorities.
- (xi) Notwithstanding anything to the contrary contained in the Scheme, all proceedings before the West Bengal Electricity Regulatory Commission or the Appellate Tribunal for Electricity pertaining to a period prior to the Appointed Date 2 or any appeal, review or any proceeding after the Appointed Date 2 arising therefrom shall continue to be enforced by or against the Demerged Company 1 and the Demerged Company 1 shall prosecute or defend such proceedings at its own cost and liability. For the avoidance of doubt, it is clarified that only the Demerged Company 1 shall be liable for the result of such order or judgment including any relief or positive impact/benefit or adverse impact/liability accruing from such order or judgment.
- (xii) It is clarified that except as otherwise provided in the Scheme, the respective Demerged Company shall in no event be responsible or liable in relation to any proceedings relating to the respective Demerged Undertaking that is transferred to the respective Resulting Company, as aforesaid.



- (xiii) The respective Resulting Company shall in consideration of the Scheme and subject to the provisions of the Scheme, issue and allot, shares to the shareholders of the respective Demerged Company whose names are recorded in the Register of Members and records of the depository as members of the respective Demerged Company as on the Record Date in the ratio following:

	Issuing Company	Demerged Undertaking transferred	Shareholders to whom shares to be issued	Share Entitlement Ratio
1.	Resulting Company 1	Generation Undertaking of Demerged Company 1	Shareholders of Demerged Company 1	5 fully paid up equity shares of INR 10 each of the Resulting Company 1 (" <b>Generation Undertaking New Equity Shares</b> ") for every 10 equity shares of the Demerged Company 1 held by the shareholders of the Demerged Company 1
2.	Resulting Company 2	Retail Undertaking 1 of Demerged Company 1	Shareholders of Demerged Company 1	6 fully paid up equity shares of INR 5 each of the Resulting Company 2 (" <b>Retail Undertaking 1 New Equity Shares</b> ") for every 10 equity shares of the Demerged Company 1 held by the shareholders of the Demerged Company 1
3.	Resulting Company 3	IT Undertaking of Demerged Company 1	Shareholders of Demerged Company 1	2 fully paid up equity shares of INR 10 each of the Resulting Company 3 (" <b>IT Undertaking New Equity Shares</b> ") for every 10 equity shares of the Demerged Company 1 held by the shareholders of the Demerged Company 1
4.	Resulting Company 2	Retail Undertaking 2 of Demerged Company 2	Shareholders of Demerged Company 2	5,00,000 fully paid up preference shares of INR 100 each of Resulting Company 2 (" <b>Retail Undertaking 2 New Preference Shares</b> ") for all equity shares of the Demerged Company 2 held by the Demerged Company 1

- (xiv) The equity shares to be issued and allotted by the respective Resulting Company, as aforesaid, shall be subject to the provisions of its memorandum and articles of association and shall rank *pari passu* in all respects with any existing equity shares of the respective Resulting Company, as the case may be, after the Effective Date including with respect to dividend, bonus, right shares, voting rights and other corporate benefits attached to the same.
- (xv) In case any shareholder's shareholding in the Demerged Company 1 is such that such shareholder becomes entitled to a fraction of an equity share in a Resulting Company, the Resulting Company shall not issue fractional share certificate to such shareholder but shall consolidate such fractions and round up the aggregate of such fractions to the next whole number and issue and allot the consolidated shares directly to a trustee nominated by the Board of such Resulting Company in that behalf, who shall sell such shares in the market at such price or prices and on such time or times as the trustee may in its sole discretion decide and on such sale, shall pay to such Resulting Company, the net sale proceeds (after deduction of applicable taxes and other expenses incurred), whereupon such Resulting Company shall, subject to withholding tax, if any,

distribute such sale proceeds to the concerned shareholders of the Demerged Company 1 in proportion to their respective fractional entitlements.

- xvi) The equity shares issued shall be issued by the respective Resulting Company in dematerialized form unless otherwise notified in writing by a shareholder of the Demerged Company 1 to such Resulting Company on or before such date as may be determined by the Board of Demerged Company 1. In the event that such notice has not been received by a Resulting Company in respect of any of the shareholders of Demerged Company 1, the equity shares, shall be issued to such shareholders in dematerialized form provided that the shareholders of Demerged Company 1 shall be required to have an account with a depository participant and shall be required to provide details thereof and such other confirmations as may be required. In the event that a Resulting Company has received notice from any shareholder that the equity shares are to be issued in physical form or if any shareholder has not provided the requisite details relating to his/ her/ its account with a depository participant or other confirmations as may be required or if the details furnished by any shareholder do not permit electronic credit of the shares of such Resulting Company, then such Resulting Company shall issue the equity shares in physical form to such shareholder or shareholders.
- (xvii) Each Resulting Company shall apply for listing of its equity shares on the Stock Exchanges in terms of and in compliance of SEBI Circular and other relevant provisions as may be applicable. The equity shares allotted by the respective Resulting Company, pursuant to the Scheme, shall remain frozen in the depository system till listing/ trading permission is given by the designated Stock Exchange. The respective Resulting Company shall enter into such arrangements and give such confirmations and/ or undertakings as may be necessary in accordance with Applicable Law for complying with the formalities of the Stock Exchanges.
- (xviii) The Retail Undertaking 2 New Preference Shares to be issued and allotted by the Resulting Company 2 shall be subject to the provisions of the memorandum and articles of association of Resulting Company 2, and shall rank *pari passu* in all respects with the existing preference shares (if any) of the Resulting Company 2, after the Effective Date including with respect to dividend, bonus, right shares, voting rights and other corporate benefits attached thereto. Such preference shares shall be non-cumulative in nature and be non-convertible. Such preference shares shall, subject to the Articles of Association of Resulting Company 2 and subject to the provisions of the Act, confer on the holders thereof a right to a fixed preferential dividend of 0.01% per annum in priority to the dividend, if any, payable on equity shares subject to deduction of taxes at source, if applicable. Such New preference shares shall not be entitled to participate in any profits in addition to the coupon rate mentioned above. The holder of such preference shares shall have the right to vote in accordance with Section 47 of the Companies Act, 2013. Such preference shares are redeemable at par on the expiry of 20 (twenty) years from the date of allotment thereof, provided that the Resulting Company 2 shall have the right to redeem such preference shares at any time within the tenure of 20 (twenty) years. All payments in respect of redemption of such preference shares shall be made after deducting or withholding taxes or duties as may be applicable. Such preference shares shall not be listed on any recognised stock exchange. In the event of winding up of Resulting Company 2, the holders of such preference shares shall have a right to receive repayment of the capital paid-up and arrears of dividend, whether declared or not, up to the commencement of winding up, in priority to any payment of capital on the equity shares out of the surplus of the Resulting Company 2 but shall not have any further right to participate in the profits or assets of the Resulting Company 2.

- xix) The equity shares of the Demerged Company 1/ Transferee Company 1 includes 10,732 equity shares represented by 10,732 global depository receipts (“GDRs”) of the Demerged Company 1/ Transferee Company 1 which are outstanding. The respective Resulting Company shall issue to the depository of the Demerged Company 1 in relation to such GDRs, Equity Shares in the ratio specified in sub-paragraph (xiii) above. In this regard, the respective Resulting Company shall also enter into appropriate arrangements with the depository for issuance of GDRs representing such shares and / or deal with the same in the manner detailed in the Scheme.
- (xx) The respective Demerged Company and respective Resulting Company shall account for the demerger of the respective Demerged Undertaking, as aforesaid, in their respective books/ financial statements upon receipt of all relevant/ requisite approvals for the Scheme in accordance with applicable Indian Accounting Standards (Ind-AS) notified under the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time including as provided herein below:
  - (a) Accounting Treatment in the books of Demerged Company - The respective Demerged Company shall reduce the carrying value of assets and liabilities pertaining to the respective Demerged Undertaking, transferred to and vested in the respective Resulting Company from the carrying value of assets and liabilities as appearing in its books. Loans and advances, receivables, payables and other dues outstanding between the respective Demerged Company and the respective Resulting Company relating to the respective Demerged Undertaking will stand cancelled and there shall be no further obligation / outstanding in that behalf. The difference, being the excess of carrying value of assets over the carrying value of liabilities of the respective Demerged Undertaking shall be adjusted to the equity of the respective Demerged Company.
  - (b) Accounting Treatment in the books of the respective Resulting Company - The respective Resulting Company shall record the assets and liabilities pertaining to the respective Demerged Undertaking, transferred to and vested in it pursuant to the said Scheme at their respective carrying values as appearing in the books of the respective Demerged Company. Loans and advances, receivables, payables and other dues outstanding between the respective Demerged Company and the respective Resulting Company relating to the respective Demerged Undertaking will stand cancelled and there shall be no further obligation / outstanding in that behalf. The respective Resulting Company shall credit to its share capital in its books of account, the aggregate face value of the shares issued by it to the members of the respective Demerged Company in terms of the said Scheme. The difference being the Net Assets transferred from the respective Demerged Company as reduced by the share capital issued after giving effect to inter-company balances, shall be adjusted to Capital Reserve of the respective Resulting Company.
- (f) **Reduction and Reorganisation of Share Capital of the Resulting Companies**
  - (i) Upon implementation of the demergers into the respective Resulting Company 1, Resulting Company 2 and Resulting Company 3 and with effect from the Effective Date and upon allotment of shares by the Resulting Company 1, Resulting Company 2 and Resulting Company 3 to the shareholders of the respective Demerged Companies, as aforesaid, the respective entire paid up equity share capital, as on Effective Date, of the Resulting Company 1 (“**Resulting Company 1 Cancelled Shares**”), the Resulting Company 2 (“**Resulting Company 2 Cancelled Shares**”) and the Resulting Company 3 (“**Resulting Company 3 Cancelled Shares**”) shall stand cancelled, extinguished and annulled and the respective paid up equity capital of the Resulting Companies to that effect shall stand cancelled and reduced, which shall be regarded as reduction of the respective equity share capital of the Resulting Company 1, the Resulting Company 2 and the Resulting Company 3, pursuant to Section 66 of the Act

as also any other applicable provisions of the Act.

- (ii) On effecting the reduction, as aforesaid, the share certificates in respect of the Resulting Company 1 Cancelled Shares, the Resulting Company 2 Cancelled Shares and the Resulting Company 3 Cancelled Shares held by their respective holders shall also be deemed to have been cancelled. On the Effective Date, the Resulting Company 1, the Resulting Company 2 and the Resulting Company 3 shall debit their respective share capital account in their books of account with their respective aggregate face value of the Resulting Company 1 Cancelled Shares, the Resulting Company 2 Cancelled Shares and the Resulting Company 3 Cancelled Shares. The respective capital reserve in the books of the Resulting Company 1, the Resulting Company 2 and the Resulting Company 3 shall be increased to the extent of the respective amount of Resulting Company 1 Cancelled Shares, Resulting Company 2 Cancelled Shares and Resulting Company 3 Cancelled Shares. The capital reserve recorded in the books of Resulting Company 1 as per Clause 18.2.4 of the Scheme shall be reorganised and will be recorded in the same manner and proportion as carried out in the books of the Demerged Company 1 in accordance with Clause 18.1.3 of the Scheme.

**(g) Reduction and Reorganisation of Share Capital of Demerged Company 1/Transferee Company 1**

**A. Reduction of face value of Equity Shares of Demerged Company 1**

- (i) With effect from the Effective Date and on such Record Date as may be decided by the Demerged Company 1, the issued, subscribed and paid up equity share capital of the Demerged Company 1 shall stand reduced, by reducing the face value of the equity shares, from the present sum of INR 1,32,55,70,430 divided into 13,25,57,043 equity shares of INR 10 each fully paid (for clarity this does not include equity share capital which has been forfeited) to INR 66,27,85,215 divided into 13,25,57,043 equity shares of INR 5 each fully paid;
- (ii) Simultaneously, 2 (two) equity shares of INR 5 each (as reduced in terms of the Scheme), shall be consolidated into 1 (one) fully paid up equity share of INR 10 each. Due to the reduction in capital of the Demerged Company 1 and the aforesaid consolidation, if a shareholder becomes entitled to a fraction of an equity share of the Demerged Company 1, the Demerged Company 1 shall not issue fractional share certificates to such member/ beneficial owner but shall consolidate such fractions and round up the aggregate of such fractions to the next whole number and issue consolidated equity shares to a trustee nominated by the Demerged Company 1 in that behalf, who shall sell such shares and distribute the net sale proceeds (after deduction of the expenses incurred) to the shareholders/ beneficial owners respectively entitled to the same in proportion to their fractional entitlement;
- (iii) The share certificates of the Demerged Company 1 in relation to the equity shares held by its shareholders shall, without any further application, act, instrument or deed, be deemed to have been automatically cancelled pursuant to the said Scheme. After taking into effect the reduction and consolidation of share capital of the Demerged Company 1, and on the basis of shareholdings on the Record Date, either fresh share certificate(s) will be issued to the shareholders of the Demerged Company 1 holding the shares in physical form, or, in case of shareholding in dematerialised form, appropriate number of shares in terms of the said Scheme will automatically be credited to the respective dematerialised accounts of the said shareholders maintained with the depositories;
- (iv) Upon the Scheme coming into effect, the shares forfeited by the Demerged Company 1 being, 62,99,972 equity shares of INR 10 each shall be cancelled under the said Scheme and the amount of INR 65,56,021, collected by the Demerged Company 1 on such forfeited equity shares shall, without any act or deed, be transferred to its capital reserve and consequently, the issued, subscribed and paid-up equity share capital of the Demerged Company 1 shall stand, without

any act or deed, reduced to such extent. The Demerged Company 1 undertakes to comply with all necessary legal requirements to effect the aforesaid cancellation, transfer and reduction;

- (v) The equity shares of the Demerged Company 1 shall continue to be listed on the Stock Exchanges and the Demerged Company 1 shall make necessary applications to the Stock Exchanges, pursuant to Scheme coming into effect, to note consequential changes due to reduction and reorganisation of share capital of Demerged Company 1;
  - (vi) On the Record Date, the Demerged Company 1 shall debit its share capital account in its books of account with the aggregate of INR 5 multiplied by the equity shares held by the members of Demerged Company 1;
  - (vii) The capital reserve in the books of the Demerged Company 1 shall be increased by aggregate of INR 5 multiplied by the equity shares held by the members of Demerged Company 1;
- B. Utilisation of Securities Premium Account of Transferee Company 1
- (i) Pursuant to Part VI of the Scheme, deficit arising on account of Clause 39 of the said Scheme, the same shall be first adjusted against the capital redemption reserve and then against securities premium account, to the extent available of the Transferee Company 1 and then follow the process as stated in relevant provisions of the said Scheme;
  - (ii) Notwithstanding anything contained under the Act, pursuant to the provisions of Sections 230 to 232 of the Act, the securities premium account of the Transferee Company 1 shall stand reduced to the extent required in accordance with the preceding sub-paragraph without any further act or deed in accordance with provisions of the Scheme;
- (h) The reduction of share capital of the Resulting Companies and reduction of share capital, of the Demerged Company 1/ Transferee Company 1, as aforesaid, shall be effected as an integral part of the said Scheme and none of the said companies shall be required to follow the process under Sections 66 of the Act read with Section 52 of the Act or any other provisions of the Applicable Law separately. The above would not involve either a diminution of liability in respect of unpaid share capital, if any or payment to any shareholder of any unpaid share capital. Notwithstanding the reduction, as aforesaid, none of the Companies shall be required to add "And Reduced" as suffix to their names.
- (i) The Remaining Business and all the assets, investments, liabilities and obligations of the Demerged Companies, shall continue to belong to and be vested in and be managed by them.
- (j) The Transferor Companies, Transferee Companies, Demerged Companies and Resulting Companies shall be entitled to declare and pay dividends, to their respective shareholders in respect of the accounting period ended 31 March 2017 and such future accounting periods consistent with the past practice or in ordinary course of business, whether interim or final. Any other dividend shall be recommended/ declared only by the mutual consent of the concerned Parties. It is clarified that the aforesaid provisions in respect of declaration of dividends (whether interim or final) are enabling provisions only and shall not be deemed to confer any right on any shareholder of the Transferor Companies, Transferee Companies, Demerged Companies and/ or the Resulting Companies to demand or claim or be entitled to any dividends which, subject to the provisions of the said Act, shall be entirely at the discretion of the respective Boards of the Transferor Companies, Transferee Companies, Demerged Companies and/ or the Resulting Companies as the case may be, and subject to approval, if required, of the shareholders of the Transferor Companies, Transferee Companies, Demerged Companies and/ or the Resulting Companies as the case may be.
- (k) With effect from the Appointed Date 1 and the Appointed Date 2, as the case may be, and up to and including the Effective Date :
- (i) the Transferor Companies and the Demerged Companies (with respect to the Demerged Undertakings) shall be deemed to have been carrying on and shall carry on its business and activities and shall be deemed to have held and stood possessed of and shall hold and stand possessed of the assets for and

on account of, and in trust for the respective Transferee Companies and Resulting Companies, as the case may be;

- (ii) all profits or income arising or accruing to the Transferor Companies and Demerged Companies with respect to the Demerged Undertakings and all taxes paid thereon (including but not limited to advance tax, tax deducted at source, minimum alternate tax, dividend distribution tax, securities transaction tax, taxes withheld/ paid in a foreign country, etc.) or losses arising or incurred by the Transferor Companies and Resulting Companies with respect to the Demerged Undertakings shall, for all purposes, be treated as and deemed to be the profits or income, taxes or losses, as the case may be, of the Transferee Companies and Resulting Companies, as the case may be;
- (iii) all loans raised and all liabilities and obligations incurred by the Transferor Companies and Demerged Companies with respect to the Demerged Undertakings after the Appointed Date 1 and Appointed Date 2 (As the case may be) and prior to the Effective Date, shall, subject to the terms of the said Scheme, be deemed to have been raised, used or incurred for and on behalf of the Transferee Companies and Resulting Companies as the case may be and to the extent they are outstanding on the Effective Date, shall also, without any further act or deed be and be deemed to become the debts, liabilities, duties and obligations of the Transferee Companies and the Resulting Companies as the case may be;
- (iv) the Transferor Companies and the Demerged Companies with respect to the Demerged Undertakings shall carry on their business with reasonable diligence and business prudence and in the same manner as it had been doing hitherto, and shall not undertake any additional financial commitments of any nature whatsoever, borrow any amounts or incur any other liabilities or expenditure, issue any additional guarantees, indemnities, letters of comfort or commitment either for themselves or on behalf of its respective affiliates or associates or any third party, or sell, transfer, alienate, charge, mortgage or encumber or deal in any of its properties/assets, except:
  - (a) when the same is expressly provided in the said Scheme; or
  - (b) when the same is in the ordinary course of business as carried on, as on the date of filing of the said Scheme in the Tribunal; or
  - (c) when written consent of the Transferee Companies and/ or Resulting Companies as the case may be has been obtained in this regard;
- (v) The Transferor Companies and the Demerged Companies with respect to Demerged Undertakings shall not alter or substantially expand its business, or undertake (i) any material decision in relation to its business and affairs and operations other than that in the ordinary course of business; (ii) any agreement or transaction (other than an agreement or transaction in the ordinary course of business); and (iii) any new business, or discontinue any existing business or change the capacity of facilities other than that in the ordinary course of business, except with the written concurrence of the Transferee Companies and/ or Resulting Companies as the case may be;
- (vi) The Transferor Company and the Demerged Companies with respect to Demerged Undertakings shall not vary the terms and conditions of employment of any of its employees, except in the ordinary course of business or pursuant to any pre-existing obligation undertaken except with the written concurrence of the Transferee Company.
- (vii) The Transferor Company shall not amend its Memorandum of Association or Articles of Association, except with the written concurrence of the Transferee Company, unless required to be done pursuant to actions between the Appointed Date 1 and Appointed Date 2, as the case may be, and Effective Date expressly permitted under the said Scheme.



- (l) Notwithstanding anything contained in the Scheme, until any property, asset, license, approval, permission, contract, agreement and rights and benefits arising therefrom are transferred, vested, recorded, effected and/ or perfected, in the records of the Appropriate Authority(ies), regulatory bodies or otherwise, in favour of the relevant Resulting Company, the Resulting Company is deemed to be authorized to enjoy the property, asset or the rights and benefits arising from the license, approval, permission, contract or agreement as if it were the owner of the property or asset or as if it were the original party to the license, approval, permission, contract or agreement. It is clarified that till entry is made in the records of the Appropriate Authority(ies) and till such time as may be mutually agreed by the relevant Demerged Company and the Resulting Company, the relevant Demerged Company will continue to hold the property and / or the asset, license, permission, approval as the case may be in trust on behalf of the relevant Resulting Company
- (m) The Transferor Companies shall stand dissolved without winding up consequent to their amalgamation in terms of the Scheme. On and from the Effective Date, the name of the respective Transferor Companies shall be struck off from the records of the concerned RoC.
- (n) Immediately upon the Scheme being effective, the Demerged Company 1 and the Resulting Companies shall enter into shared services agreements as may be necessary, *inter alia* in relation to use by the Resulting Companies of office space, infrastructure facilities, information technology services, security personnel, legal, administrative and other services, etc. of the Demerged Companies on such terms and conditions that may be agreed between the Parties and on payment of consideration on an arm's length basis and which are in the ordinary course of business. Approval of the Scheme by the shareholders of Demerged Company 1 and Resulting Companies under sections 230 to 232 of the Act shall be deemed to have their approval under Section 188 and other applicable provisions of the Act and Regulation 23 and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and that no separate approval of the of the Board or audit committee or shareholders shall be required to be sought by the Demerged Company 1 or Resulting Companies.
- (o) Upon the said Scheme becoming effective, the name of: (i) the Resulting Company 1 shall stand changed to 'CESC Generation Limited' or such other name which is available and approved by the RoC; (ii) the Resulting Company 2 shall stand changed to 'Spencer's Retail Limited' or such other name which is available and approved by the RoC; and (iii) the Resulting Company 3 shall stand changed to 'CESC Ventures Limited' or such other name which is available and approved by the RoC, in each case, by simply filing the requisite forms with the Appropriate Authority and no separate act, procedure, instrument, or deed and registration fees shall be required to be followed under the Act. For the purposes of the aforesaid acts and events, the consent of the shareholders of the Resulting Company 1, Resulting Company 2 and Resulting Company 3 to the said Scheme shall be deemed to be sufficient for the purposes of effecting amendments as mentioned in the said Scheme and that no further resolution under Section 13, Section 14 or any other applicable provisions of the Act, would be required to be separately passed, nor any additional fees (including fees and charges to the relevant Registrar of Companies) or stamp duty, shall be payable by the Resulting Company 1, Resulting Company 2 and Resulting Company 3.
- (p) Upon Parts II, VI, VII and VIII of the Scheme becoming effective, the authorised share capital respectively of:
  - (i) the Demerged Company 2 will get merged with that of the Resulting Company 2;
  - (ii) Transferor Company 1 and Transferor Company 3 will get merged with that of the Transferee Company 1;
  - (iii) Transferor Company 4 will get merged with that of the Transferee Company 2; and
  - (iv) Transferor Company 5 will get merged with that of the Transferee Company 3.

- (q) The authorised share capital of the Transferee Companies will automatically stand increased to that effect by simply filing the requisite forms with the Appropriate Authority and no separate procedure or instrument or deed or payment of any stamp duty and registration fees shall be required to be followed under the Act.
- (r) The respective Clauses of the memorandum of association of the Resulting Company 2, the Transferee Company 1, the Transferee Company 2 and the Transferee Company 3 shall without any act, instrument or deed be and stand altered, modified and amended accordingly, as provided in the Scheme, pursuant to Sections 13, 14, 61, 64, and other applicable provisions of the Act,. The approval of the members of the Resulting Company 2, the Transferee Company 1, the Transferee Company 2 and the Transferee Company 3 to the said Scheme shall be deemed to be their consent/ approval also to the consequential alteration of their respective memorandum of association in terms of the said Scheme and the Resulting Company 2, the Transferee Company 1, the Transferee Company 2 and the Transferee Company 3 shall not be required to seek separate consent/ approval of their respective shareholders for such alteration of their memorandum of association in terms of the said Scheme, as required under Sections 13, 14, 61, 64, and other applicable provisions of the Act.
- (s) With effect from the Appointed Date 1, and upon the effectiveness of Part VI of the said Scheme, the main object clause of the Memorandum of Association of the Transferee Company 1 shall be deemed to be altered and amended, without any further act or deed, to include the objects as required for the purpose of carrying on the business activities of the Transferor Company 1, Transferor Company 2 and Transferor Company 3, pursuant to the applicable provisions of the Act. New clause 3(6) covering such objects shall be added accordingly in the Memorandum of Association of the Transferee Company 1 as set out in clause 74.1.1 of the Scheme and the Memorandum shall be altered and amended and necessary revisions in numbering of the clauses shall be carried out. The consent/ approval given by the members of the Transferee Company 1 to the said Scheme pursuant to Section 232 of the Act and any other applicable provisions of the Act shall be deemed to be sufficient and no further resolution of members of the Transferee Company 1 as required under the applicable provisions of the Act shall be required to be passed for making such change/ amendment in the Memorandum of Association and Articles of Association of the Transferee Company 1 and filing of the certified copy of the said Scheme as sanctioned by the Tribunal, in terms of Section 230-232 of the Act and any other applicable provisions of the Act, together with the order of the Tribunal and a printed copy of the Memorandum of Association for the purposes of the applicable provisions of the Act and the concerned Registrar of Companies shall register the same and make the necessary alterations in the Memorandum of Association and Articles of Association of the Transferee Company 1 accordingly and shall certify the registration thereof in accordance with the applicable provisions of the Act. The Transferee Company 1 shall file with the concerned Registrar of Companies, all requisite forms and complete the compliance and procedural requirements under the Act, if any.
- (t) The Parties shall dispatch, make and file all applications and petitions under Sections 230 to 232 and other applicable provisions of the Act before the Tribunal, under whose jurisdiction, the registered offices of the respective Parties are situated, for sanction of the said Scheme under the provisions of Applicable Law, and shall apply for such approvals as may be required under Applicable Law and for dissolution of the Transferor Companies without being wound up. Pending the sanction of the Scheme, the parties shall be entitled to apply to any Appropriate Authority, if required, under any Applicable Law for such consents and approvals which the Demerged Companies, Transferor Companies, Resulting Company and Transferee Companies may require to own the assets and/ or liabilities of the Demerged Undertakings or the Transferor Companies, as the case may be, and to carry on the business of the Demerged Undertaking or Transferor Company, as the case may be.
- (u) On behalf of each of the Demerged Companies, the Transferor Companies, the Resulting Companies and the Transferee Companies, the Board of the respective companies acting themselves or through authorized



persons, may consent jointly but not individually, on behalf of all persons concerned, to any modifications or amendments of the said Scheme at any time and for any reason whatsoever, or to any conditions or limitations that the Tribunal or any other Appropriate Authority may deem fit to direct or impose (including change of the Appointed Date 2) or which may otherwise be considered necessary, desirable or appropriate by all of them (i.e. the Boards of the Demerged Companies, the Resulting Companies, the Transferor Companies and the Transferee Companies) and solve all difficulties that may arise for carrying out the said Scheme and do all acts, deeds and things necessary for putting the said Scheme into effect. For the purpose of giving effect to the said Scheme or to any modification thereof the Boards of the Demerged Companies, the Transferor Companies, the Resulting Companies and the Transferee Companies acting themselves or through authorized persons may jointly but not individually, give and are jointly authorised to give such directions including directions for settling any question of doubt or difficulty that may arise and such determination or directions, as the case may be, shall be binding on all parties, in the same manner as if the same were specifically incorporated in the said Scheme.

## 5. **Rationale and benefits of the Scheme**

The rationale, circumstances and/or reasons and/or grounds that have necessitated and/or justify the said Scheme of Arrangement and the benefits of the same as perceived by the Boards of Directors of the Applicant Companies, are, inter alia, as follows :-

- (a) The Demerged Company 1 / Transferee Company 1 is the flagship company of the RP-Sanjiv Goenka Group. Pursuant to a scheme of arrangement and amalgamation approved by the Hon'ble High Courts of Calcutta and London, on 1 April 1978, the Demerged Company 1/ Transferee Company 1 took over the undertaking and assets, liabilities, reserves and surplus of The Calcutta Electric Supply Corporation Limited, the erstwhile Sterling Company incorporated in 1897 which supplied electricity to the cities of Kolkata and Howrah and adjoining areas in accordance with the licence. Since 1978, the Demerged Company 1/ Transferee Company 1 has been distributing electricity in the aforementioned areas, being its core business. The Demerged Company 1/ Transferee Company 1 also has electricity generation business, inter alia supplying electricity to the licensed distribution business.
- (b) However, over the course of time, the Demerged Company 1/ Transferee Company 1 has grown into a diversified conglomerate having, through its subsidiaries, interests in various businesses including distribution franchisee business, renewable energy including wind, solar and hydro power stations / projects, retail, business process outsourcing, information technology, real estate and entertainment. While each of the above businesses may be subject to industry specific risks, business cycles and operate inter alia under different market dynamics, they have a significant potential for growth and profitability.
- (c) Given its diversified business, it has become imperative for the Demerged Company 1/ Transferee Company 1 to reorient and reorganize itself in a manner that allows imparting greater focus on each of its businesses. With this repositioning, the Demerged Company 1/ Transferee Company 1 is desirous of enhancing its operational efficiency. It will continue with its distribution business, with the generating stations currently supplying to the licensed distribution business continuing with such supply.
- (d) The Scheme proposes to reorganise and segregate the shareholdings of Demerged Company 1/ Transferee Company 1 in various businesses and thus proposes demerger of Generation Undertaking, Retail Undertaking 1 and IT Undertaking from Demerged Company 1/ Transferee Company 1 and Retail Undertaking 2 from Demerged Company 2 to the Resulting Companies. Further, the Scheme proposes the merger of Transferor Companies with and into Transferee Companies to rationalise and streamline the group structure.
- (e) The proposed restructuring pursuant to the said Scheme is expected, inter alia, to result in following benefits:
  - (i) segregation and unbundling of the generation, distribution, retail and business process outsourcing/ management business of the Demerged Companies into the Resulting Companies and the Transferee

Companies, which will enable enhanced focus on the Demerged Companies and Resulting Companies for exploiting opportunities of each of the said companies;

- (ii) unlocking of value for the shareholders of the Demerged Companies, attracting investors and providing better flexibility in accessing capital, focused strategy and specialisation for sustained growth;
- (iii) further expanding the business of the Resulting Companies into growing markets of India, thereby creating greater value for the shareholders of the Resulting Companies;
- (iv) augmenting the infrastructural capability of the Resulting Companies to effectively meet future challenges in their respective businesses;
- (v) the demerger of the Demerged Undertakings to the Resulting Companies is a strategic fit for serving existing market and for catering to additional volume linked to new consumers;
- (vi) synergies in operational process and logistics alignment leading to economies of scale for the Resulting Companies and creation of sectoral efficiencies and benefitting stakeholders as well as optimization of operation and capital expenditure;
- (vii) enhancing competitive strength, achieving cost optimisation, ensuring benefits through pooling of the financial, managerial and technical resources, personnel capabilities, skills, expertise and technologies of the Resulting Companies and the Demerged Company 1/ Transferee Company 1 thereby significantly contributing to future growth and maximizing shareholders' value; and

The proposed restructuring is in the interest of the shareholders, creditors, employees, and other stakeholders in each of the companies. At the same time, the proposed restructuring does not in any manner undermine and/or prejudice the interests of the consumers of the licensed distribution business of the Demerged Company 1/ Transferee Company 1.

## 6. Background of the Companies

### A. Particulars of the Applicant No.1 (Transferor Company 1)

- i. The applicant No.1, CESC Infrastructure Limited (Transferor Company 1) was incorporated on the 22nd day of February, 2011 under the provisions of the Companies Act, 1956 as a Company limited by shares. The Transferor Company 1 is a company within the meaning of the Companies Act, 2013. The Transferor Company 1, is registered with the Registrar of Companies, West Bengal (hereinafter referred as "ROC") having CIN U70101WB2011PLC159584. Its PAN with the Income Tax Department is AAEC3175D. The email id of the Transferor Company 1 is secretarial@rp-sg.in. During the last five years, there has been no change in the name and registered office of the Transferor Company 1. The Transferor Company 1 is an unlisted Company.
- ii. The main objects of Transferor Company 1 as contained in Clause III of the Memorandum of Association amongst others include carrying on and undertake the business of carrying on in India or elsewhere, singly or in joint venture or association or collaboration or arrangement with one or more individuals/ corporate/non-corporate bodies government/semi government local authorities, the business of generation, accumulation, transmission, distribution and supply of renewable and/ or of non-renewable energy including electricity for the purpose of light, heat, motive power and for all other purpose for which electrical energy can be deployed and to manufacture and deal in all apparatus and things required for or capable of being used in connection with generation, distribution, supply, accumulation and employment of electricity including generation of electrical power by conventional, non-conventional methods including coal, gas lignite, oil, bio-mass, waste, thermal, solar, hydel, wind and tidal waves and engaging in the business of construction, development and investors in real estate for the benefit of its members, customers and general public and in particular of purchase, sale and trading of land/or building and owning, buying, selling, developing, letting, sub-

letting, allotting, transferring, allotment, administering, exchanging, mortgaging, accepting mortgage, renting, leasing, sub-leasing, surrendering, accepting lease tenancy or sub-tenancy, constructing, reconstructing, repairing, decorating, furnishing, maintaining, extending, altering, or demolishing land, building, tenements, blocks, flats, apartments, offices, factories, godowns, garages, building sites, structures, sheds, colonies, complexes, townships, cold storage, warehouse, cinemas, theatres, multiplexes, schools, colleges, hospitals, dispensaries, diagnostic centres, management institutes, computer centres, business and industrial training institutes places of worship, shops, markets, hotels, restaurants, banquet halls, conference halls, holiday resorts, swimming pools, whether indoor or outdoor, indoor outdoor stadiums, pictures galleries, museums, gardens, entertainment parks, power plants stations, roadways, railways, airports, runways, dams, bridges, tunnels, air-conditioning, lighting, heating, telephonic, telegraphic and power supply/distribution works, ropeways, gasworks, culverts, and jetties, clocks, harbors, piers, wharves, canals, and other waterways, waterworks, irrigation works, drainage/sewage system, sanitary and other facilities and construction of every kind and every description through its own agency or through contractors. During the last five years there has been no change in the objects of the Transferor Company 1.

- iii. The Transferor Company 1 is engaged, inter alia, in the business of promoting and supporting entities engaged in infrastructure sector including power. Its two wholly-owned subsidiaries are engaged in generation of thermal power in the states of West Bengal and Maharashtra with an aggregate installed capacity of 1200 MW. The Transferor Company 1 is a wholly owned subsidiary of the Demerged Company 1/ Transferee Company 1.
- iv. The Authorised Share Capital of the Transferor Company 1 is INR 30,00,00,00,000 divided into 3,00,00,00,000 equity shares of INR 10 each. The Issued, Subscribed and Paid up Share Capital of the Transferor Company 1 as on 31st March, 2017 was INR 26,88,05,00,000 divided into 2,68,80,50,000 equity shares of INR 10 each fully paid up. The Transferor Company 1 has since issued and allotted on 15th May 2017 further 21,00,00,000 equity shares of INR 10 each to the Demerged Company 1/ Transferee Company 1 at par against a total share subscription amount of INR.2,10,00,00,000/- which had been already received by the Transferor Company No.1 in the financial year ended 31st March, 2017. Accordingly, the Issued, Subscribed and Paid up Share Capital of the Transferor Company 1 presently is INR 28,98,05,00,000 divided into 2,89,80,50,000 equity shares of INR 10 each fully paid up.
- v. The latest annual accounts of Transferor Company No.1 have been audited for the financial year ended on March 31, 2017. Transferor Company No.1 has since also prepared its financial statements (unaudited) as on June 30, 2017, a copy whereof is included in Annexure "ES-10" attached hereto. The Transferor Company No.1 has not issued any debentures.

Subsequent to the date of the aforesaid financial statements, i.e., 30th June, 2017, there has been no substantial change in the financial position of the Transferor Company 1 excepting those arising or resulting from the usual course of business.

- vi. The details of Directors and Promoters of Transferor Company 1 along with their addresses are mentioned herein below :

Sl. No.	Name	Category	Address
<b>Directors:</b>			
1.	Mr. Khalil Ahmad Siddiqi	Independent Director	Kalpana-3, 3rd Floor 662, Picnic Garden Road, Kolkata 700039

2.	Mr. Pratip Chaudhuri	Independent Director	H - 1591 Pocket H C. R. Park, New Delhi 110019
3.	Mr. Dilip Kumar Sen	Non-Executive Director	29A, Gopi Mohan Dutta Lane, Baghbazar, Kolkata 700003
4.	Mr. Santanu Bhattacharya	Independent Director	House No 607, Block - O, Flat No - 2B New Alipore, Kolkata 700053
5.	Mr. Subrata Talukdar	Non-Executive Director	Sivnath Bhavan, Y-35, Gariahat Road, PS- Lake, Kolkata 700029
6.	Ms. Gargi Chatterjea	Non-Executive Director	Flat 2, P-16 Ashutosh Chowdhury Avenue, Kolkata 700019
7.	Mr. Rabi Chowdhury	Non-Executive Director	Fl 12C, Devaloke Heights, 142a Raja S.C. Mullick Rd, Kolkata 700092
<b>Promoters:</b>			
1.	CESC Limited	Body Corporate	CESC House, Chowringhee Square, Kolkata - 700001

- vii. The Abridged Prospectus as provided in Part D of Schedule VIII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 containing applicable information pertaining to Transferor Company 1 is attached as Annexure “ES-2” hereto.

**B. Particulars of the Applicant No.2 (Transferor Company 2/Demerged Company 2)**

- i. The applicant No.2, Spencer’s Retail Limited (Transferor Company 2/Demerged Company 2) was incorporated on the 22<sup>nd</sup> day of November, 2000 under the provisions of the Companies Act, 1956 by the name and style of “Great Wholesale Club Limited” as a Company limited by shares. The Transferor Company 2/Demerged Company 2 is a company within the meaning of the Companies Act, 2013. The name of the Transferor Company 2/Demerged Company 2 was changed to its present one i.e., “Spencer’s Retail Limited” with effect from 14<sup>th</sup> day of September, 2006. The registered office of the Transferor Company 2/Demerged Company 2 shifted from the State of Tamil Nadu to the West Bengal with effect from 28<sup>th</sup> day of October, 2010. The Transferor Company 2/Demerged Company 2, is registered with the ROC having CIN U51229WB2000PLC154278. Its PAN with the Income Tax Department is AABCG3443R. The email id of the Transferor Company 2/Demerged Company 2 is [secretarial@rp-sg.in](mailto:secretarial@rp-sg.in). During the last five years, there has been no change in the name and registered office of the Transferor Company 2/Demerged Company 2. The Transferor Company 2/Demerged Company 2 is an unlisted Company.
- ii. The main objects of Transferor Company 2/Demerged Company 2 are contained in Clause III of the Memorandum of Association. In terms of a special resolution passed in the Extraordinary General Meeting of the Transferor Company 2/ Demerged Company 2 held on 28<sup>th</sup> July, 2014, the object clause contained in its Memorandum of Association was altered by inserting Clause III.A.2(a) after Clause III.A.(2) to cover the business of generating, trading and dealing in electrical energy. Other than insertion of such new clause, there has been no other change in the objects of the Transferor Company 2/ Demerged Company 2 in the last five years. The Main objects of the Transferor Company 2/Demerged Company 2 amongst others include undertaking and carrying on the business of developing and conducting Cash & Carry business in India or such related services without limitation, Hypermarkets and Discount Stores offering wide range of daily house hold goods, groceries, white goods, brown goods, kitchen accessories, Frozen foods, clothing, toiletries/ cosmetics etc. and to open, promote, acquire, run, maintain, manage, supervise, purchase or otherwise, take on lease, supermarket chains and warehousing complexes and to develop and set up all infrastructure facilities

for the above including membership activities and discount facilities for the members holding membership cards, developing and conducting retail business in India or abroad and having regard to the laws applicable in India or in any other relevant jurisdiction, to carry on Food Retailing including Cafeteria services, running bakery and such related retail services without limitation, food stores, Supermarkets, Hypermarkets, Discount Stores and Cash & Carry operations for any class of goods including daily house hold goods, groceries, white goods, brown goods, kitchen accessories, frozen foods, clothing, all types of fast moving consumer items, cosmetics and toilet articles, cleaning and personalized products, food items including frozen foods, soft drinks, mineral water, beverages, fruit juices, sweets, ice creams, confectionery items, dry fruits, essences, flavouring materials, cigarettes, tobacco products, liquor, porcelain wares, herbal products, all kinds of baby care items, fancy goods, handicrafts, travel accessories and plastic wears, interior decoration pieces, durable items of all kind, dairy products of all kinds and Music Retailing offering a range of pre recorded audio Cassettes, Blank Music Cassettes, Vinyl records, compact Discs, Laser Discs, CD ROM's allied software products, music Video's, View CD's, digital Videos, Dry Cell Batteries, Adapters, Head Phones, CD and Music Cassette racks, Music Books, Magazines and all kinds of music items and accessories, carrying on the business of generating, trading and dealing in electrical energy by using solar power generators and/or renewable energy sources, such as wind power, hydro power or other non-conventional energy sources and to distribute directly to consumers or for own use/ consumption or otherwise purchase, sell, trade, import, export or accumulate or otherwise deal in all forms of electrical power and all other forms of energy in all aspects and to plan, promoted, develop, establish distribution networks or systems, trading platforms and to acquire in any manner these networks or systems or trading platforms from power generating companies, Central or State Government undertakings, local authorities or statutory bodies or other persons within India or abroad

- iii. The Transferor Company 2/Demerged Company 2 is engaged, inter alia, in developing and conducting organized retail business and operates 124 multi-brand retail outlets in various cities and towns across the country. The Transferor Company 2 is a wholly owned subsidiary of the Demerged Company 1/ Transferee Company 1.
- iv. The Authorised Share Capital of the Transferor Company 2/Demerged Company 2 as on 31st March, 2017 was Rs.300,00,00,000/- divided into 30,00,00,000 equity shares of INR 10 each. In terms of a special resolution adopted on 16th May, 2017, the Authorised Share Capital of the Transferor Company 2/Demerged Company 2 was increased and presently is INR 1500,00,00,000 divided into 150,00,00,000 equity shares of INR 10 each. The Issued, Subscribed and Paid up Share Capital of the Transferor Company 2/Demerged Company 2 as on 31st March, 2017 was INR 2,96,75,35,850 divided into 29,67,53,585 equity shares of INR 10 each fully paid up. The Transferor Company 2/ Demerged Company 2 has since issued and allotted on 10th July, 2017 further 1,06,56,42,124 equity shares of INR 10 each to the Demerged Company 1/ Transferee Company 1 at a premium of INR 10 per share against a total share subscription amount of INR 21,31,28,42,480/- received by the Transferor Company No.2/ Demerged Company 2 in the current financial year. Accordingly, the Issued, Subscribed and Paid up Share Capital of the Transferor Company 2/ Demerged Company 2 presently is INR 13,62,39,57,090/- divided into 1,36,23,95,709 equity shares of INR 10 each fully paid up.
- v. The latest annual accounts of Transferor Company 2/Demerged Company 2 have been audited for the financial year ended on March 31, 2017. Transferor Company 2/Demerged Company 2 has since also prepared its financial statements (unaudited) as on June 30, 2017, a copy whereof is included in Annexure "ES-10" attached hereto. Transferor Company 2/Demerged Company 2 has not issued any debentures.

Subsequent to the date of the aforesaid financial statements, i.e., 30th June, 2017, there has been no substantial change in the financial position of Transferor Company 2/Demerged Company 2 excepting those arising or resulting from the usual course of business.

- vi. The details of Directors and Promoters of Transferor Company 2/Demerged Company 2 along with their addresses are mentioned herein below :

Sl. No.	Name	Category	Address
<b>Directors:</b>			
1.	Mr. Rajendra Jha	Non-Executive Director	P-6 Dobson Lane, Howrah 711101
2.	Mr. Bhanwar Lal Chandak	Non-Executive Director	81 Southern Avenue, Kolkata 700029
3.	Mr. Khalil Ahmad Siddiqi	Independent Director	Kalpana-3, 3rd Floor 662, Picnic Garden Road, Kolkata 700039
4.	Mr. Subhasis Mitra	Non-Executive Director	19 Kabir Road 2nd Floor, Tollygunge, Kolkata 700026
5.	Mr. Santanu Bhattacharya	Independent Director	House No 607, Block - O, Flat No 2B New Alipore, Kolkata 700053
6.	Ms. Gargi Chatterjea	Non-Executive Director	Flat 2, P-16 Ashutosh Chowdhury Avenue, Kolkata 700019
7.	Mr. Arvind Kumar Vats	Whole-time Director	B-34, L.I.G, D D A Flats, Phase-1 Katwaria Sarai, South West Delhi Delhi 110016
<b>Promoters :</b>			
1.	CESC Limited	Body Corporate	CESC House, Chowringhee Square, Kolkata - 700001

- vii. The Abridged Prospectus as provided in Part D of Schedule VIII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 containing applicable information pertaining to Transferor Company 2/Demerged Company 2 is included in Annexure “ES-2” hereto.

### C. Particulars of the Applicant No.3 (Transferor Company 3)

- i. The applicant No.3, Music World Retail Limited (Transferor Company 3) was incorporated on the 12th day of March, 2008 under the provisions of the Companies Act, 1956 by the name and style of “Novel Choice Confectioners Retail Limited” as a Company limited by shares. The name of the Transferor Company 3 changed to its present one i.e., “Music World Retail Limited” with effect from 31st day of March, 2009. The Transferor Company 3 is a company within the meaning of the Companies Act, 2013. The Transferor Company 3, is registered with the ROC having CIN U15411WB2008PLC124063. Its PAN with the Income Tax Department is AAFCM9658L. The email id of the Transferor Company 3 is [secretarial@rp-sg.in](mailto:secretarial@rp-sg.in). During the last five years, there has been no change in the name and registered office of the Transferor Company 3. The Transferor Company 3 is an unlisted Company.
- ii. The main objects of Transferor Company 3 as contained in Clause III of the Memorandum of Association amongst others include carrying on and undertake the business of developing and conducting business in India and overseas in the area of Music and Books Retailing offering a range of pre recorded audio



cassettes, blank music cassettes, vinyl records, compact discs, laser discs, CD Roms allied software products, music video, view CDs, DVDs, digital videos, dry cell batteries, adapters, head phones, CD,DVD and music cassettes racks, music books, lifestyle products, books, magazines and all kinds of music products and accessories including online music retailing, memorable and artefacts and to deal in all such music delivery formats that may emerge eventually in future and to set up retail chain of stores on stand alone basis or shop in shop basis and carrying on business of designers, consultants, experts, buyers, sellers, hirers, renters, assemblers, repairers, exporters, importers, distributors, agents and dealers of all devices and records or other contrivances for recording, transmitting and reproducing sounds or visions and to acquire, hold and utilize musical rights of every kind and a range for their commercial or non commercial production in any media and to acquire, sell, lease and/or otherwise deal in every manner with musical rights of every description including copyrights and/or any other rights relating to voice, songs, lyrics musical compositions and other musical performances or whatever nature, whether in writing, musical notations, audio, video or other media. During the last five years there has been no change in the objects of the Transferor Company 3.

- iii. The Transferor Company 3 is engaged, *inter alia*, in the business of organised music retailing stores and selling of music accessories. The Transferor Company 3 is a wholly owned subsidiary of the Transferor Company 2/ Demerged Company 2.
- iv. The Authorised Share Capital of the Transferor Company 3 is INR 6,00,00,000 divided into 60,00,000 equity shares of INR 10 each. The Issued, Subscribed and Paid up Share Capital of the Transferor Company 3 is INR 5,00,00,000 divided into 50,00,000 equity shares of INR 10 each fully paid up.
- v. The latest annual accounts of Transferor Company 3 have been audited for the financial year ended on March 31, 2017. Transferor Company 3 has since also prepared its financial statements (unaudited) as on June 30, 2017, a copy whereof is included in Annexure "ES-10" attached hereto. Transferor Company 3 has not issued any debentures.

Subsequent to the date of the aforesaid financial statements, i.e., 30th June, 2017, there has been no substantial change in the financial position of Transferor Company 3 excepting those arising or resulting from the usual course of business.

- vi. The details of Directors and Promoters of Transferor Company 3 along with their addresses are mentioned herein below :-

Sl. No.	Name	Category	Address
<b>Directors:</b>			
1.	Mr. Sunil Kumar Sanganeria	Non-Executive Director	1330, Jessore Road, 2nd Floor, Naskar Bagan, Near China Temple Kolkata 700055
2.	Mr. Rajendra Dey	Non-Executive Director	Somra Balagar Hooghly 712123
3.	Mr. Gopishetty Ramachandra Murthy Srikanth	Non-Executive Director	30, 30-276/33, Brindavan Colony, Near Santoshimata Temple, Malkagunj, Rangareddy Hyderabad 500056
<b>Promoters:</b>			
1.	Spencer's Retail Limited	Body Corporate	1 <sup>st</sup> Floor, Duncan House, 31 Netaji Subhas Road, Kolkata - 700001

- vii. The Abridged Prospectus as provided in Part D of Schedule VIII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 containing applicable information pertaining to Transferor Company 3 is included in Annexure “ES-2” hereto.

**D. Particulars of the Applicant No.4 (Transferor Company 4)**

- i. The applicant No.4, Spen Liq Private Limited (Transferor Company 4) was incorporated on the 27th day of October, 1995 under the provisions of the Companies Act, 1956 as a Company limited by shares. The Transferor Company 4 is a company within the meaning of the Companies Act, 2013. The Transferor Company 4, is registered with the ROC having CIN U72900WB1995PTC075089. Its PAN with the Income Tax Department is AAKCS2372L. The email id of the Transferor Company 4 is secretarial@rp-sg.in. During the last five years, there has been no change in the name and registered office of the Transferor Company 4. The Transferor Company 4 is an unlisted Company.
- ii. The main objects of Transferor Company 4 as contained in Clause III of the Memorandum of Association amongst others include carrying on and undertake the business of promoting a business of content management, content mining, knowledge management development of computer software and hardware, data warehousing, database management, data transcription, electronic mailing, voice mailing, BPO Services and other IT enabled services and to carry on the business of Software designing, development customization, implementation, maintenance, testing and benchmarking, designing, developing and dealing in computer software and solutions and to carry on the business of investment and acquisition of IT, BPO and other related business and to acquire, sell, transfer, subscribe for hold and otherwise deal in any shares, bonds, stocks, obligations issued or guaranteed by any company or companies constituted and carrying on business in India or elsewhere and to lend and to carry on the business of call centres, to facilitate and support e-commerce, e-business, e-banking, e-solution another cyber response, customer relationship management, contract centres, telemarketing and message handling services and to develop, maintain and upgrade all kinds and types of software developments and to develop customize information technology solutions for all types of customers situated in any part of the world and to establish and carry on all type of software services including establishment of software, education, training and research centres & to establish and run data processing computer centres and to offer consultancy and other services that are normally offered by data processing computer centres to industrial business and other type of customers and to impart training in electronic data processing and in allied fields. During the last five years there has been no change in the objects of the Transferor Company 4.
- iii. The Transferor Company 4 is engaged, *inter alia*, in the business of promoting and supporting entities engaged in information technology, business process outsourcing and other related business. The Transferor Company 4 is a wholly owned subsidiary of the Demerged Company 1/ Transferee Company 1.
- iv. The Authorised Share Capital of the Transferor Company 4 is INR 5,00,00,00,000 divided into 50,00,00,000 equity shares of INR 10 each. The Issued, Subscribed and Paid up Share Capital of the Transferor Company 4 is INR 4,71,02,80,500 divided into 47,10,28,050 equity shares of INR 10 each fully paid up.
- v. The latest annual accounts of Transferor Company 4 have been audited for the financial year ended on March 31, 2017. Transferor Company 4 has since also prepared its financial statements (unaudited) as on June 30, 2017, a copy whereof is included in Annexure “ES-10” attached hereto. Transferor Company 4 has not issued any debentures.

Subsequent to the date of the aforesaid financial statements, i.e., 30th June, 2017, there has been no substantial change in the financial position of Transferor Company 4 excepting those arising or



resulting from the usual course of business.

- vi. The details of Directors and Promoters of Transferor Company 4 along with their addresses are mentioned herein below :-

Sl. No.	Name	Category	Address
<b>Directors:</b>			
1.	Mr. Harish Toshniwal	Non-Executive Director	31, N S Road, 4th Floor RP-Sanjiv Goenka Group, Kolkata 700001
2.	Mr. Bhaskar Raychaudhuri	Independent Director	28G, Ramkrishna Samadhi Road, Kolkata 700054
3.	Mr. Arun Kumar Mukherjee	Non-Executive Director	Chhotabahera Baganpara, Barabahera, Uttarpara, Hooghly 712246
4.	Ms. Kusum Dadoo	Independent Director	Flat 4B, Abhinandan Building 8, Raja Santosh Road Kolkata 700027
<b>Promoters:</b>			
1.	CESC Limited	Body Corporate	CESC House, Chowringhee Square, Kolkata - 700001

- vii. The Abridged Prospectus as provided in Part D of Schedule VIII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 containing applicable information pertaining to Transferor Company 4 is included in Annexure “ES-2” hereto.

**E. Particulars of the Applicant No.5 (Transferor Company 5)**

- i. The applicant No.5, New Rising Promoters Private Limited (Transferor Company 5) was incorporated on the 23rd day of December, 2010 under the provisions of the Companies Act, 1956 as a Company limited by shares. The Transferor Company 5 is a company within the meaning of the Companies Act, 2013. The Transferor Company 5, is registered with the ROC having CIN U70109WB2010PTC156101. Its PAN with the Income Tax Department is AADCN4741M. The email id of the Transferor Company 5 is secretarial@rp-sg.in. During the last five years, there has been no change in the name and registered office of the Transferor Company 5. The Transferor Company 5 is an unlisted Company.
- ii. The main objects of the Transferor Company 5 are contained in Clause – III of its Memorandum of Association. By way of a special resolution passed in the Extraordinary General Meeting of the Transferor Company 5 held on 1st day of December 2015, the object clause contained in the Memorandum of Association of the Transferor Company 5 was altered by inserting Clause 2 after Clause 1 with effect from 1 day of December 2015 to cover the business of sporting activities of all types. Other than insertion of such new clause, there has been no other change in the objects of the Transferor Company 5 in the last five years. The main objects of the Transferor Company 5 amongst others include carrying on and undertake the business of constructing creating, operating, developing, improving, altering, maintaining all types of infrastructural facilities including relating facilities in township project such as road, ropeways, dams, highway projects, bridges, hotels, health and medicine, education, sports, amusement parts, township development including housing complexes, commercial complexes, multiplexes, earth work, drains sewerage etc., industrial structure and providing necessary equipments and facilities either on its own or through private sector participation, joint venture etc., or such other facilities as may be required for attaining the object and to acquire buy, purchase, exchange, hire or otherwise develop or operate land, building, any estate of interest in and hereditaments of any tenure or description including software Technology Park,

computer integrated towners, buildings, infrastructural facilities provides for information technology, software, telecommunication electronics and other allied services and any estate or interest therein, any right over or connected with land and buildings so situated and construct, develop or to turn the same to account as may seem expedient and in particular by preparing building sites, flats, houses, apartments, commercial complexes by constructing, reconstructing, altering, improving, decorating, furnishing and maintaining offices rooms, flats, houses, restaurants, markets, shops, workshops, mills, factories, warehouses, cold storage, wharves, godowns, hotels, hostels, gardens, swimming pools, playgrounds, building, stadium, arena, gymnasium, golf course, shooting range etc. otherwise deal with or disposing of the same and to manage land, building, and other properties & facilities whether belonging to the Company or not and to collect rents, income and profits and to supply to tenants occupiers visitors & consumers refreshments, attendance, light, waiting rooms, reading rooms, meeting rooms, electric and other conveniences commonly provided in flats, suites and residential and business units and to act as architects, consultants, designers, developers, builders, contractors, estate agents merchants and dealers in building requisites and materials or to purchase, sell rent lease or licence to any persons freehold or other house property, buildings or lands or any share of interest therein, and to transact on commission or otherwise the general business or land agents and to undertake consultancy in the sphere of real estate & construction and engaging or carrying on the business of sporting activities of all types including organizing, purchasing and owning teams, clubs and the organizations to participate in all sorts of sporting activities, games, physical competitions, tournaments and any events of similar nature either directly or through collaboration with other associates through participation in any bidding process or otherwise and to promote, sponsor, organize and to manage various events, competitions, tournaments etc. related to sports and games of any nature and build up necessary infrastructures for the above. During the last five years there has been no change in the objects of the Transferor Company 4.

- iii. The Transferor Company 5 is engaged, *inter alia*, in the business of undertaking sports and related activities in various forms including grooming budding youngsters. It currently owns a franchisee cricket team in the Indian Premier League, franchisee right for which will expire on 30 September 2017. The Transferor Company 5 is a wholly owned subsidiary of the Transferee Company 3.
- iv. The Authorised Share Capital of the Transferor Company 5 is INR 3,00,00,000 divided into 30,00,000 equity shares of INR 10 each. The Issued, Subscribed and Paid up Share Capital of the Transferor Company 5 as on 31st March, 2017 was INR 1,00,000 divided into 10,000 equity shares of INR 10 each fully paid up. The Transferor Company 5 has since issued and allotted on 15 May, 2017 further 25,00,000 equity shares of INR 10 each to Transferee Company 3 at par against a total share subscription amount of INR 2,50,00,000 received by the Transferor Company No.5 in the current financial year. Accordingly, the Issued, Subscribed and Paid up Share Capital of the Transferor Company 5 presently is INR 2,51,00,000 divided into 25,10,000 equity shares of INR 10 each fully paid up.
- v. The latest annual accounts of Transferor Company 5 have been audited for the financial year ended on March 31, 2017. Transferor Company 5 has since also prepared its financial statements (unaudited) as on June 30, 2017, a copy whereof is included in Annexure "ES-10" attached hereto. Transferor Company 5 has not issued any debentures.

Subsequent to the date of the aforesaid financial statements, i.e., 30th June, 2017, there has been no substantial change in the financial position of Transferor Company 5 excepting those arising or resulting from the usual course of business.

- vi. The details of Directors and Promoters of Transferor Company 5 along with their addresses are mentioned herein below :-

Sl. No.	Name	Category	Address
<b>Directors :</b>			
1.	Mr. Subhrangshu Chakrabarti	Non-Executive Director	AD 66, Salt Lake Sector - I Kolkata 700064
2.	Mr. Subhasis Mitra	Non-Executive Director	19 Kabir Road 2nd Floor, Tollygunge, Kolkata 700026
3.	Mr. Subrata Talukdar	Non-Executive Director	Sivnath Bhavan, Y-35, Gariahat Road Ps- Lake, Kolkata 700029
4.	Mr. Joyneel Mukherjee	Non-Executive Director	62, Sodepore, First Lane PO- Haridevpore, PS- Thakurpukur Kolkata 700082
<b>Promoters :</b>			
1.	Crescent Power Limited	Body Corporate	6, Church Lane, 1st Floor, Kolkata - 700001

- vii. The Abridged Prospectus as provided in Part D of Schedule VIII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 containing applicable information pertaining to Transferor Company 5 is included in Annexure “ES-2” hereto.

**F. Particulars of the Applicant No.6 (Demerged Company 1/Transferee Company 1)**

- i. The applicant No.6, CESC Limited (Demerged Company 1/ Transferee Company 1) was incorporated on the 28th day of March, 1978 under the provisions of the Companies Act, 1956 as a Company limited by shares. The Demerged Company 1/ Transferee Company 1 is a company within the meaning of the Companies Act, 2013. The Demerged Company 1/ Transferee Company 1, is registered with the ROC having CIN L31901WB1978PLC031411. Its PAN with the Income Tax Department is AABCC2903N. The email id of the Demerged Company 1/ Transferee Company 1 is secretarial@rp-sg.in. During the last five years, there has been no change in the name and registered office of the Demerged Company 1/ Transferee Company 1. The Demerged Company 1/ Transferee Company 1 is listed on the BSE Limited (BSE), National Stock Exchange of India Limited (NSE) and The Calcutta Stock Exchange Limited (CSE). The GDRs of the Demerged Company 1/Transferee Company 1 are listed on the Luxembourg Stock Exchange.
- ii. The main objects of Demerged Company 1/ Transferee Company 1 as contained in Clause III of the Memorandum of Association amongst others include carrying on and undertake the business of an electric light and power company in all its branches, and the business of electrical engineers, electricians, mechanical engineers, and to generate, accumulate, distribute and supply electricity for the process of light, heat, motive power, and for all other purposes for which electric energy can be employed, and to manufacture and deal in all apparatus and things required for, or capable of being used in connection with the generation, distribution, supply, accumulation, and employment of electricity, including in the term electricity all power that may be directly or indirectly derived therefrom, or may be incidentally hereafter discovered in dealing with electricity and carrying on the business of Consultants and Advisers in relation to the business aforementioned, acquire concessions or licenses granted by and to enter into contracts with, the Government of India or the Government of any State in India or any Municipal or Local Authority, company or person, for the construction

and maintenance of any electric installation for the production, transmission or sue of electric power for lighting, heating, signalling, telephonic or traction, water pumping and distribution thereof or motive purposes, including the application thereof to railways, tramcars, omnibuses, carriages, ships, conveyances and objects, or any other purpose, constructing, lay down, establish, fix, and carry out all necessary buildings, works, machinery, mains, cables, wires, lines, accumulators, lamps and appliances, and to generate, accumulate, distribute, and supply electricity, and to light streets, markets, buildings and places, both public and private and processing, make marketable, use, sell and dispose of ash or any other material produced as a result of the generation of electricity and to prepare, manufacture, sell and deal in any products capable of being produced from such ash or such other materials. During the last five years there has been no change in the objects of the Demerged Company 1/ Transferee Company 1.

- iii. The Demerged Company 1/ Transferee Company 1 is engaged, *inter alia*, in the business of distribution of electricity and in supplying power to about 3 million customers in its licensed area of about 567 sq. km. covering specified areas of Kolkata, Howrah, Hooghly, North 24 Parganas and South 24 Parganas as demarcated in the distribution licence. It also has generation business and interests, through its subsidiaries, in various businesses including retail, business process outsourcing, information technology, real estate, entertainment etc. The Transferor Companies (other than the Transferor Company 5), the Resulting Companies and the Demerged Company 2 are wholly owned subsidiaries of the Demerged Company 1/ Transferee Company 1. The Transferor Company 5 and the Transferee Company 3 are subsidiaries of the Demerged Company 1/ Transferee Company 1.
- iv. The Authorised Share Capital of the Demerged Company 1/ Transferee Company 1 is INR 1,50,00,00,000 divided into 15,00,00,000 equity shares of INR 10 each. The Issued, Share Capital of the Demerged Company 1/ Transferee Company 1 is INR 1,38,85,70,150 divided into 13,88,57,015 equity shares of INR 10 each. The Subscribed and Paid up Share Capital of the Demerged Company 1/ Transferee Company 1 is INR 1,32,55,70,430 (excluding paid up amount of INR 65,56,021 for 62,99,972 forfeited shares) divided into 13,25,57,043 equity shares of INR 10 each fully paid up. The said 13,25,57,043 equity shares of the Demerged Company 1/ Transferee Company 1 includes 10,732 equity shares represented by 10,732 global depository receipts ("GDRs") of the Demerged Company 1/ Transferee Company 1 which were outstanding as on 18 May 2017. Such 10,732 equity shares represented by the said GDRs constitute 0.008% of the total Subscribed and Paid up Share Capital of the Demerged Company 1/ Transferee Company 1.
- v. The latest annual accounts of Demerged Company 1/ Transferee Company 1 have been audited for the financial year ended on March 31, 2017. The Demerged Company 1/ Transferee Company 1, being a listed Company, has published its financial results for the quarter ended on 30 June, 2017 in accordance with the listing agreements with the Stock Exchanges, . The Demerged Company 1/ Transferee Company 1 has since also prepared its financial statements (unaudited) as on June 30, 2017, a copy whereof is included in Annexure "ES-10" attached hereto. Demerged Company 1/ Transferee Company 1 has not issued any debentures.

Subsequent to the date of the aforesaid financial statements, i.e., 30th June, 2017, there has been no substantial change in the financial position of Demerged Company 1/ Transferee Company 1 excepting those arising or resulting from the usual course of business.

- vi. The details of Directors and Promoters of Demerged Company 1/ Transferee Company 1 (Applicant No. 6) along with their addresses are mentioned herein below:-

Sl. No.	Name	Category	Address
<b>Directors:</b>			
1.	Mr. Sanjiv Goenka	Non Executive Non Independent Chairman	19 Belvedere Road, Kolkata - 700027
2.	Mr. Pradip Kumar Khaitan	Independent Director	B-103, Rai Enclave 7/1A, Sunny Park, Kolkata - 700019
3.	Mr. Brij Mohan Khaitan	Independent Director	10 Queens Park, Ballygunge, Kolkata - 700019
4.	Mr. Chandra Kumar Dhanuka	Independent Director	14B, Dr. U.N.Brahmachary Street, Kolkata - 700017
5.	Mr. Kalaikuruchi Jairaj	Independent Director	No. 32, 5th Cross, 16th Main, BTM Layout, 2nd Stage Bangalore 560076
6.	Mr. Pratip Chaudhuri	Independent Director	H - 1591 Pocket H C. R. Park, New Delhi 110019
7.	Ms. Rekha Sethi	Independent Director	32 Uday Park, New Delhi - 110049
8.	Mr. Aniruddha Basu	Managing Director	56/7, M.N. Sen Lane Kolkata - 700 050
<b>Promoters :</b>			
1.	Mr. Sanjiv Goenka	Individual	19 Belvedere Road, Kolkata - 700027
2.	Mrs. Preeti Goenka	Individual	19 Belvedere Road, Kolkata - 700027
3.	Ms. Avarna Goenka	Individual	19 Belvedere Road, Kolkata - 700027
4.	Rainbow Investments Limited	Body Corporate	Duncan House 31, Netaji Subhas Road, Kolkata 700001
5.	STEL Holdings Limited	Body Corporate	24/1624 Bristow Roadwillingdon Island Ernakulam, Ernakulam 682003
6.	Goodluck Dealcom Private Limited	Body Corporate	31, Netaji Subhas Road, Kolkata-700001
7.	Saregama India Limited	Body Corporate	33, Jessore Road, Dum Dum, Kolkata 700028
8.	Integrated Coal Mining Limited	Body Corporate	CESC House, Chowringhee Square, Kolkata - 700001
9.	Kolkata Metro Networks Limited	Body Corporate	33, Jessore Road, Dum Dum, Kolkata 700028

Sl. No.	Name	Category	Address
10.	Castor Investments Limited	Body Corporate	31, Netaji Subhas Road, Kolkata-700001
11.	Dotex Merchandise Private Limited	Body Corporate	31, Netaji Subhas Road, Kolkata-700001

**G. Particulars of the Applicant No.7 (Resulting Company 1)**

- i. The applicant No.7, Haldia Energy Limited (Resulting Company 1) was incorporated on the 29th day of November, 1994 under the provisions of the Companies Act, 1956 by the name and style of “RPG Norwest Mine Services Private Limited” as a Company limited by shares. The name of the Resulting Company 1 was changed to “Haldia Energy Private Limited” with effect from 20 December, 2006 and subsequently converted to “Haldia Energy Limited” with effect from 31 day of January, 2007. The Resulting Company 1 is a Company within the meaning of the Companies Act, 2013. The Resulting Company 1, is registered with the ROC having CIN U74210WB1994PLC066154. Its PAN with the Income Tax Department is AABCR2530A. The email id of the Resulting Company 1 is secretarial@rp-sg.in. During the last five years, there has been no change in the name and registered office of the Resulting Company 1. The Resulting Company 1 is an unlisted Company.
- ii. The main objects of Resulting Company 1 as contained in Clause III of the Memorandum of Association amongst others include carrying on and undertake the business of of and undertake all connected functions of an electric light and power company and to generate electric energy from various grades/types/kinds of coal, lignite, gas oil, petroleum, hydrocarbons, water, seam, heat, sunlight, wind or from any other conventional or non-conventional source and to generally generate, develop, acquire by bulk purchase, accumulate, transmit, distribute, supply, trade, import, export or otherwise deal in all forms of electrical energy for the purpose of light, heat, motive power and for all purposes for which electric energy can be employed and for such purpose to construct, lay down, establish, fix and carry out power stations and plants, cables, wires, lines, accumulators, lamps, appliances and works of every kind and description and to process, prepare, manufacture, use, sell and deal in all materials produced as a result of the generation of electricity or capable of being produced as a result of the generation of electricity or capable of being produced from such materials and to carry on the business of Consultants and Advisers in relation to the business aforementioned. During the last five years there has been no change in the objects of the Resulting Company 1.
- iii. The Resulting Company 1 is engaged, *inter alia*, in the business of generation of electricity and currently owns a 2 x 300 MW thermal power station in the state of West Bengal. The Resulting Company 1 is a wholly owned subsidiary of the Transferor Company 1.
- iv. The Authorised Share Capital of the Resulting Company 1 is INR 12,50,00,00,000 divided into 1,25,00,00,000 equity shares of INR 10 each. The Issued, Subscribed and Paid up Share Capital of the Resulting Company 1 is INR 12,03,44,10,490 divided into 1,20,34,41,049 equity shares of INR 10 each fully paid up.
- v. The latest annual accounts of Resulting Company 1 have been audited for the financial year ended on March 31, 2017. Resulting Company 1 has since also prepared its financial statements (unaudited) as on March 31, 2017, a copy whereof is included in Annexure “ES-10” attached hereto. Resulting Company 1 has not issued any debentures.

Subsequent to the date of the aforesaid financial statements, i.e., 30th June, 2017, there has been no substantial change in the financial position of Resulting Company 1 excepting those arising or resulting from the usual course of business.

- vi. The details of Directors and Promoters of Resulting Company 1 along with their addresses are mentioned herein below :-

Sl. No.	Name	Category	Address
<b>Directors :</b>			
1.	Rajendra Jha	Non-Executive Director	P-6 Dobson Lane Howrah 711101
2.	Probir Kumar Bose	Non-Executive Director	Niharika, Flat No-901 17/1C, Alipore Road, Kolkata 700027
3.	Bhaskar Raychaudhuri	Independent Director	28G, Ramkrishna Samadhi Road Kolkata 700054
4.	Subrata Talukdar	Non-Executive Director	Sivnath Bhavan, Y-35, Gariahat Road PS- Lake, Kolkata 700029
5.	Santanu Bhattacharya	Independent Director	House No 607, Block - O, Flat No 2B New Alipore, Kolkata 700053
6.	Maitrayee Sen	Non-Executive Director	1/1 (N) Upen Banerjee Rd Bl-1, 5th Fr, FL-C Kolkata 700060
7.	Rabi Chowdhury	Managing Director	Fl 12C, Devaloke Heights, 142A Raja S.C.Mullick Rd, Kolkata 700092
8.	Rekha Sethi	Independent Director	32 Uday Park, New Delhi - 110049
9.	Jayanta Chakrabarty	Non-Executive Director	Calcutta Greens Phase 1 1050/2 Survey Park, HIG A1/2/8, Kolkata 700075
<b>Promoters :</b>			
1.	CESC Infrastructure Limited	Body Corporate	CESC House, Chowringhee Square, Kolkata - 700001

- vii. The Abridged Prospectus as provided in Part D of Schedule VIII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 containing applicable information pertaining to Resulting Company 1 is included in Annexure “ES-2” hereto.

#### **H. Particulars of the Applicant No.8 (Resulting Company 2)**

- The applicant No.8, RP-SG Retail Limited (Resulting Company 2) was incorporated on the 8th day of February, 2017 under the provisions of the Companies Act, 2013 as a Company limited by shares. The Resulting Company 2, is registered with the ROC having CIN U74999WB2017PLC219355. Its PAN with the Income Tax Department is AAICR1034J. The email id of the Resulting Company 2 is [secretarial@rp-sg.in](mailto:secretarial@rp-sg.in). There has been no change in the name and registered office of the Resulting Company 2 since its incorporation. The Resulting Company 2 is an unlisted Company.
- The main objects of Resulting Company 2 as contained in Clause III of the Memorandum of Association amongst others include carrying on and undertake the business of developing and conducting Cash & Carry business in India or such related services without limitation, Hypermarkets and Discount Stores offering wide range of daily house hold goods, groceries, white goods, brown goods, kitchen accessories, Frozen foods, clothing, toiletries/cosmetics etc., and to open, promote, acquire, run, maintain, manage, supervise, purchase or otherwise, take on lease, supermarket chains and warehousing complexes and to develop and set up all infrastructure facilities for the above including membership activities



and discount facilities for the members holding membership cards. To develop and conduct retail business in India or abroad and having regard to the laws applicable in India or in any other relevant jurisdiction, to carry on Food Retailing including Cafeteria services, running bakery and such related retail services without limitation, food stores, Supermarkets, Hypermarkets, Discount Stores and Cash & Carry operations for any class of goods including daily house hold goods, groceries, white goods, brown goods, kitchen accessories, frozen foods, clothing, all types of fast moving consumer items, cosmetics and toilet articles, cleaning and personalized products, food items including frozen foods, soft drinks, mineral water, beverages, fruit juices, sweets, ice creams, confectionery items, dry fruits, essences, flavouring materials, cigarettes, tobacco products, liquor, porcelain wares, herbal products, all kinds of baby care items, fancy goods, handicrafts, travel accessories and plastic wears, interior decoration pieces, durable items of all kind, dairy products of all kinds and Music Retailing offering a range of pre recorded audio Cassettes, Blank Music Cassettes, Vinyl records, compact Discs, Laser Discs, CD ROM's allied software products, music Video's, View CD's, digital Videos, Dry Cell Batteries, Adapters, Head Phones, CD and Music Cassette racks, Music Books, Magazines and all kinds of music items and accessories and carrying on the business of designers, consultants, experts, buyers, sellers, renters, assemblers, repairers, exporters, importers, distributors, agents and dealers of all devices and records or other contrivances for recording, transmitting and reproducing sounds or vision and to acquire, hold and utilize musical rights of every kind and arrange for their commercial and non-commercial production in any media and to acquire, sell, lease and/or otherwise deal in every manner with musical rights of every description including copyrights and/or other rights relating to voice, songs, lyrics, musical compositions and other musical performances of whatever nature, whether in writing, musical notations, audio, video or other media. To carry on in India or elsewhere the business to manufacture, or render value added services including import to export, forward market and supply and to act as agent, broker, consultant, collaborator, stockists, liaison, middleman, or otherwise to deal in all types of fast moving consumer items, groceries, cosmetics and toilet articles, cleaning and personalised products, good items including frozen foods, edible oils, fruits, vegetables, processed foods, soft drinks, mineral water, beverages, fruit juices, sweets, ice creams, confectionery items, dry fruits, essences, flavouring materials, cigarettes, tobacco products, liquor, porcelain wares, herbal products, all kinds of baby care items, fancy goods, handicrafts, travel accessories and plastic wears, interior decoration pieces, durable items of all kinds and carry on trading through web stores by way of e-commerce for any class of goods including Electronic Business (e-business), Electronic Mail (e-mail), internet and other allied business and also to appoint franchisees for all wholesale/retail services for all kinds of products mentioned in sub-clauses 1 and 2 above and for the business of retailing over the Internet including the facilitation of receiving orders for products and goods and their delivery and for this purpose develop or engage services of consultants for the development of appropriate software for receiving orders, delivery and otherwise conducting the business of e-commerce. To carry on the business of Importers or Exporters, Traders or Agents of consumer durables, Groceries, Personal products, Jewellery, Optical goods, Novelties and any other consumer Products or other products and to undertake Sales Promotion Campaign and Advertisement Services relating to the various products mentioned in sub-clauses 1 and 2 above either directly or through agents for consideration and offering value added services by entering into concessionaire agreements with people offering specialized products and services so as to retail their products through food stores, supermarkets, music retail stores and hypermarkets and to provide customer services through food courts, entertainment complex, beauty parlours, gymnasium, kids part etc. To carry on the business of manufacturers, dealers, importers of house hold goods, groceries, white goods, brown goods, kitchen accessories, frozen foods, clothing, all types of fast moving consumer items, cosmetics and toilet articles, cleaning and personalized products, food items including frozen foods, soft drinks, mineral water, beverages, fruit juices, sweets, ice creams, confectionery items, dry fruits, essences, flavouring



materials, cigarettes, tobacco products, liquor, porcelain wares, herbal products, all kinds of baby care items, fancy goods, handicrafts, travel accessories and plastic wears. Since its incorporation, there has been no change in the objects of the Resulting Company 2.

- iii. The Resulting Company 2 has been incorporated with an objective to engage, inter alia, in developing, conducting, investing and promoting organized retail. The Resulting Company 2 is a wholly owned subsidiary of the Demerged Company 1/ Transferee Company 1.
- iv. The Authorised Share Capital of the Resulting Company 2 is INR 5,00,000 divided into 50,000 equity shares of INR 10 each. The Issued, Subscribed and Paid up Share Capital of the Resulting Company 2 is INR 5,00,000 divided into 50,000 equity shares of INR 10 each fully paid up.
- v. The Resulting Company 2 has prepared and drawn up its interim financial statements for the period from 8 February 2017 to 15 May 2017. Resulting Company 2 has since also prepared its financial statements (unaudited) as on June 30, 2017, a copy whereof is included in Annexure “ES-10” attached hereto. Resulting Company 2 has not issued any debentures.

Subsequent to the date of the aforesaid financial statements, i.e., 30th June, 2017, there has been no substantial change in the financial position of Resulting Company 2 excepting those arising or resulting from the usual course of business.

- vi. The details of Directors and Promoters of Resulting Company 2 along with their addresses are mentioned herein below:-

Sl. No.	Name	Category	Address
<b>Directors:</b>			
1.	Sunil Bhandari	Non-Executive Director	HB-292, Sector-III, Salt Lake North 24 Parganas, Kolkata - 700106
2.	Gautam Ray	Non-Executive Director	FE-517/6, Sector III Salt Lake City Kolkata - 700106
3.	Rajarshi Banerjee	Non-Executive Director	29/A Sastitola Road Kolkata 700011
<b>Promoters:</b>			
1.	CESC Limited	Body Corporate	CESC House, Chowringhee Square, Kolkata - 700001

- vii. The Abridged Prospectus as provided in Part D of Schedule VIII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 containing applicable information pertaining to Resulting Company 2 is included in Annexure “ES-2” hereto.

#### **I. Particulars of the Applicant No.9 (Resulting Company 3/ Transferee Company 2)**

- i. The applicant No.9, RP-SG Business Process Services Limited (Resulting Company 3/Transferee Company 2) was incorporated on the 7th day of February, 2017 under the provisions of the Companies Act, 2013 as a Company limited by shares. The Resulting Company 3/Transferee Company 2, is registered with the ROC having CIN U74999WB2017PLC219318. Its PAN Number with the Income Tax Department is AAICR1474J. The email id of the Resulting Company 3/Transferee Company 2 is secretarial@rp-sg.in. There has been no change in the name and registered office of the Resulting Company 3/Transferee Company 2 since its incorporation. The Resulting Company 3/Transferee Company 2 is an unlisted Company.
- ii. The main objects of Resulting Company 3/Transferee Company 2 as contained in Clause III of the Memorandum of Association amongst others include carrying on and undertake the business of

designing, planning, developing, making, establishing, installing, operating, providing, managing, maintaining, promoting, executing, implementing customer interaction management services, consultancy services, or otherwise deal in, operate and facilitate in any manner the entire range of IT enabled services, web enabled services, value added services including all services related to access, storage, distribution and transmission of internet, web page hosting, web site designing, electronic commerce services in various forms including but not restricted to voice, e-mail, chat and collaborative browsing, data base and data processing services, computer hardware and software systems, and all kinds of communication as are in use or may be developed in future with an intention of moving upstream in the value chain, providing information, undertake marketing of various services either directly or through internet and related media. To gather information, act as a trader, importer, indenter, agent, distributor and to do E-commerce. To perform every act and provide all services relating to advertisement and marketing of various services throughout the world through web sites, on-line shops and other communication media, carrying on the business of collection of data, its classification and storage, dissemination of information including the provision of database services through all kinds of communication network and carrying on the business or branch of a business which this company is authorised to carry on by means or through the agency of any other business organisation in India or abroad and to enter into arrangement with any such company for taking the profits and bearing the losses of any business so carried on or for funding any liabilities or obligations or to make any other business so carried on by the Company, with a power at any time to close any such business either temporarily or permanently and or to appoint Directors of managers or administrators of any such company or business organisation, building, operating, leasing, assembling, importing, buying, selling, repairing, converting, erecting, operating, maintaining, servicing, marketing, letting on hire, transfer and otherwise deal in all types of communication, transmission, switching computer, telecommunication, networking equipments and all types of fibre and other telecommunication cables and other machinery equipments, instruments, parts, components and accessories thereof. Since its incorporation, there has been no change in the objects of the Resulting Company 3/ Transferee Company 2.

- iii. The Resulting Company 3/ Transferee Company 2 has been incorporated with an objective to engage, inter alia, in the business of owning, operating, investing and promoting business in the fields of information technology, business process outsourcing and such other ventures (including, fast moving consumer goods business) as may be identified by the Board. The Resulting Company 3 is a wholly owned subsidiary of the Demerged Company 1/ Transferee Company 1.
- iv. The Authorised Share Capital of the Resulting Company 3/ Transferee Company 2 as on date of its interim balance sheet, i.e as on 15th May, 2017, was INR 5,00,000 divided into 50,000 equity shares of INR 10 each. The Issued, Subscribed and Paid up Share Capital of the Resulting Company 3/ Transferee Company 2 as on the said date was INR 5,00,000 divided into 50,000 equity shares of INR 10 each fully paid up. The Resulting Company 3/ Transferee Company 2 has since increased its Authorised Share Capital to INR 750,00,00,000/- divided into 75,00,00,000 equity shares of INR 10 each and on 10th July, 2017 issued and allotted 57,50,00,000 equity shares of INR 10 each at par against a total share subscription amount of INR 575,00,00,000/- received by the Resulting Company 3/ Transferee Company 2 in the current financial year. Accordingly, the Issued, Subscribed and Paid up Share Capital of the Resulting Company 3/ Transferee Company 2 presently is INR 575,05,00,000/- divided into 57,50,50,000 equity shares of INR 10 each fully paid up.
- v. The Resulting Company 3/ Transferee Company 2 has prepared and drawn up its interim financial statements for the period from 7 February 2017 to 15 May 2017. Resulting Company 3/ Transferee Company 2 has since also prepared its financial statements (unaudited) as on June 30, 2017, a copy whereof is included in Annexure "ES-10" attached hereto. Resulting Company 3/ Transferee Company

2 has not issued any debentures.

Subsequent to the date of the aforesaid financial statements, i.e., 30th June, 2017, there has been no substantial change in the financial position of Resulting Company 3/ Transferee Company 2 excepting those arising or resulting from the usual course of business.

- vi. The details of Directors and Promoters of Resulting Company 3/ Transferee Company 2 along with their addresses are mentioned herein below:-

Sl. No.	Name	Category	Address
<b>Directors:</b>			
1.	Rajendra Jha	Non-Executive Director	P-6 Dobson Lane Howrah 711101
2.	Subhasis Mitra	Non-Executive Director	19 Kabir Road 2nd Floor, Tollygunge, Kolkata 700026
3.	Utpal Bhattacharya	Non-Executive Director	AE 525 Salt Lake Kolkata 700064
<b>Promoters:</b>			
1.	CESC Limited	Body Corporate	CESC House, Chowringhee Square, Kolkata - 700001

- vii. The Abridged Prospectus as provided in Part D of Schedule VIII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 containing applicable information pertaining to Resulting Company 3/ Transferee Company 2 is included in Annexure “ES-2” hereto.

#### **J. Particulars of the Applicant No.10 (Transferee Company 3)**

- i. The applicant No.10, Crescent Power Limited (Transferee Company 3) was incorporated on the 27th day of September, 2004 under the provisions of the Companies Act, 1956 as a private Company limited by shares by the name and style of “Crescent Power Private Limited”. With effect from 30th day of March, 2005, the said Transferee Company 3 converted to its present one i.e., “Crescent Power Limited”. The Transferee Company 3, is registered with the ROC having CIN U70101WB2004PLC099945. Its PAN Number with the Income Tax Department is AACCC4859L. The email id of the Transferee Company 3 is secretarial@rp-sg.in. During the last five years, there has been no change in the name and registered office of the Transferee Company 3. The Transferee Company 3 is an unlisted Company.
- ii. The main objects of the Transferee Company 3 are contained in Clause – III of its Memorandum of Association. During the last five years, other than addition of new object clause III(A)5 in the Memorandum of Association of the Transferee Company No.3 in terms of special resolution adopted on 14th August 2017, there has been no change in the objects of the Resulting Company 3. The said new clause authorizes the Transferee Company 3 to undertake and carry on business of sports and related activities in various forms including grooming budding youngsters. The main objects of the Transferee Company 3 amongst others include carrying on and undertake the business of of an electric light and power company and to generate electric energy from various grades/types/kinds of coal, lignite, gas, oil petroleum, diesel, hydrocarbons, water, steam, heat, sunlight, wind or from any other source and to generate, develop, acquire by bulk purchase, accumulate, transmit, sell, distribute and supply electricity for the purpose of light, heat, motive power and for all purposes for which electric energy can be employed and to construct, lay down, establish, acquire, fix and carry out power stations and plants, cables, wires, lines, accumulators, lamps, appliances and works capable of being used in connection with the generation, distribution, supply, accumulation and employment of electricity, including in the term electricity all power that may be directly or indirectly derived therefrom or may

be discovered in dealing with electricity and to process, prepare, manufacture, use, sell and deal in all materials produced as a result of generation of electricity or capable of being produced from such materials, carrying on business as general engineers, mechanical engineers, electrical engineers, electronic engineers, illumination engineers, power engineers, hydraulic engineers either alone or jointly with other companies or persons, power plants, generating stations, power distribution and transmission centres and lines and works of all descriptions including plants, factories, mills mines, refineries, ports, wharves, docks, piers, railways, tramways, waterways, pipelines, roads, bridges, stations, warehouses, gas works, electric works, water works, water treatment plants, drainage and sewage works and buildings of every description and to undertake turnkey projects of every description, carrying on the business of manufacturing, assembling, repairing, converting, buying, selling, exchanging, altering, importing, exporting, hiring, letting on hire, distributing or dealing in all types of machines, engines, boilers, turbines, pumps, compressors, dynamos, generators, motors, presses, meters, gauges, monitoring equipment, valves, steam trap and strainers, heat exchangers, gears, drills and other tools, implements, instruments, hardware, appliances, engineering goods, electrical goods, electronics, control panels, cables, wires, ferrous and non-ferrous metals and metal products, foundry and factory supplies, mill supplies, apparatus and things and those required for or capable of being used in connection with the generation, distribution, apply, accumulation and employment of electricity, industrial articles of all kinds and description and for all types of applications and industrial vehicles of all kinds and all components parts, accessories, equipment and apparatus for use in connections therewith, acting as engineering, technical and management consultants and to advise and assist on all aspects of corporate, commercial and industrial management or activity and specially in relation to or connected with power plants, generating stations, distribution and transmission centres and lines and to make evaluations, studies, projects reports, forecasts, recommendations, analysis and surveys and to give expert advice and suggest ways and means for improving efficiency and utilization and controlling pollution in power plants, generating stations, power distribution centres and lines, factories, mines, trades, plantations, business organisations and industries of all kinds and supply to and to provide, maintain and operation service facilities, conveniences, bureaus and the like for the benefit of any person, company, corporate body, firm, trust association, society or organisation whatsoever and generally to act as service organisation or for providing generally engineering, administrative, secretarial, advisory, commercial and management consultancy, technical, accountancy, quality control, legal and other services to persons, companies, corporate bodies, firms, trusts, associations or organisations whatsoever and to undertake the supervision of any business or organisation and to invest in or acquire interest in companies carrying on the above business and engaging and carrying on the business of sporting activities of all types including organizing, purchasing and owning teams, clubs and other organizations to participate in all sorts of sport of sporting activities, games, physical competitions, tournaments and any events of similar nature either directly or through collaboration with other associates through participation in any bidding process or otherwise and to promote, sponsor, organize and to manage various events, competitions, tournaments etc. related to sports and games of any nature and build up necessary infrastructures for the above.

- iii. The Transferee Company 3 is engaged, inter alia, in the business of generation of electricity and currently owns a 40 MW thermal power station in the state of West Bengal and a 18 MW solar power station in the state of Tamil Nadu. The Transferee Company 3 is a subsidiary of the Demerged Company 1/ Transferee Company 1.
- iv. The Authorised Share Capital of the Transferee Company 3 is INR 80,00,00,000 divided into 8,00,00,000 equity shares of INR 10 each. The Issued, Subscribed and Paid up Share Capital of the Transferee Company 3 is INR 60,00,00,000 divided into 6,00,00,000 equity shares of INR 10 each fully paid up.

- v. The latest annual accounts of Transferee Company 3 have been audited for the financial year ended on March 31, 2017. Transferee Company 3 has since also prepared its financial statements (unaudited) as on June 30, 2017, a copy whereof is included in Annexure “ES-10” attached hereto. Transferee Company 3 has not issued any debentures.

Subsequent to the date of the aforesaid financial statements, i.e., 30th June, 2017, there has been no substantial change in the financial position of Transferee Company 3 excepting those arising or resulting from the usual course of business.

- vi. The details of Directors and Promoters of Transferee Company 3 along with their addresses are mentioned herein below:-

Sl. No.	Name	Category	Address
<b>Directors:</b>			
1.	Rajendra Jha	Non-Executive Director	P-6 Dobson Lane Howrah 711101
2.	Subhasis Mitra	Non-Executive Director	19 Kabir Road, 2nd Floor, Tollygunge, Kolkata - 700026
3.	Sunil Bhandari	Non-Executive Director	HB-292, Sector-III, Salt Lake North 24 Parganas Kolkata - 700106
4.	Bhaskar Raychaudhuri	Independent Director	28G, Ramkrishna Samadhi Road, Kolkata - 700054
5.	Subrata Talukdar	Non-Executive Director	Sivnath Bhavan, Y-35, Gariahat Road, PS - Lake, Kolkata - 700029
6.	Khalil Ahmad Siddiqi	Independent Director	Kalpana-3, 3rd Floor 662, Picnic Garden Road, Kolkata - 700039
<b>Promoters:</b>			
1.	CESC Limited	Body Corporate	CESC House, Chowringhee Square, Kolkata – 700001
2.	Integrated Coal Mining Limited	Body Corporate	CESC House, Chowringhee Square, Kolkata – 700001

- vii. The Abridged Prospectus as provided in Part D of Schedule VIII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 containing applicable information pertaining to Transferee Company 3 is included in Annexure “ES-2” hereto.

## 7. Board approvals

- i. The Board of Directors of Applicant No.1 have at their Board Meeting held on 22nd May 2017 by resolution passed unanimously approved the Scheme, as detailed below :

Name of Director	Voted in favor / against / did not participate or vote
Khalil Ahmad Siddiqi	Voted in favour
Dilip Kumar Sen	Voted in favour
Santanu Bhattacharya	Voted in favour
Subrata Talukdar	Voted in favour

Gargi Chatterjea	Voted in favour
Rabi Chowdhury	Voted in favour
Pratip Chaudhuri	Was unable to attend and leave of absence was granted to him

- ii. The Board of Directors of Applicant No.2 have at their Board Meeting held on 22nd May 2017 by resolution passed unanimously approved the Scheme, as detailed below :

Name of Director	Voted in favor / against / did not participate or vote
Rajendra Jha	Voted in favour
Bhanwar Lal Chandak	Voted in favour
Khalil Ahmad Siddiqi	Voted in favour
Subhasis Mitra	Voted in favour
Santanu Bhattacharya	Voted in favour
Gargi Chatterjea	Voted in favour
Arvind Kumar Vats*	N.A.

\* Appointed as a whole-time director w.e.f. 01/07/2017

- iii. The Board of Directors of Applicant No.3 have at their Board Meeting held on 22nd May 2017 by resolution passed unanimously approved the Scheme, as detailed below :

Name of Director	Voted in favor / against / did not participate or vote
Sunil Kumar Sangneria	Voted in favour
Rajendra Dey	Voted in favour
Gopishetty Ramachandra Murthy Srikanth	Voted in favour

- iv. The Board of Directors of Applicant No.4 have at their Board Meeting held on 22nd May 2017 by resolution passed unanimously approved the Scheme, as detailed below :

Name of Director	Voted in favor / against / did not participate or vote
Harish Toshniwal	Voted in favour
Bhaskar Raychaudhuri	Voted in favour
Arun Kumar Mukherjee	Voted in favour
Kusum Dadoo	Voted in favour

- v. The Board of Directors of Applicant No.5 have at their Board Meeting held on 22nd May 2017 by resolution passed unanimously approved the Scheme, as detailed below :

Name of Director	Voted in favor / against / did not participate or vote
Subhrangshu Chakrabarti	Voted in favour
Subhasis Mitra	Voted in favour
Subrata Talukdar	Voted in favour
Joyneel Mukherjee	Voted in favour

- vi. The Board of Directors of the Demerged Company 1 / Transferee Company 1 (Applicant No. 6) have at their Board Meeting held on 18th May 2017 by resolution passed unanimously approved the Scheme, as detailed below :

Name of Director	Voted in favor / against / did not participate or vote
Sanjiv Goenka	Voted in favour
Pratip Chaudhuri	Was unable to attend and leave of absence was granted to him
Pradip Kumar Khaitan	Voted in favour
Chandra Kumar Dhanuka	Voted in favour
Brij Mohan Khaitan	Was unable to attend and leave of absence was granted to him
Kalaikuruchi Jairaj	Voted in favour
Rekha Sethi	Voted in favour
Aniruddha Basu	Voted in favour

- vii. The Board of Directors of Applicant No.7 have at their Board Meeting held on 22nd May 2017 by resolution passed unanimously approved the Scheme, as detailed below :

Name of Director	Voted in favor / against / did not participate or vote
Rajendra Jha	Voted in favour
Probir Kumar Bose	Voted in favour
Bhaskar Raychaudhuri	Voted in favour
Subrata Talukdar	Voted in favour
Santanu Bhattacharya	Voted in favour
Maitrayee Sen	Voted in favour
Rabi Chowdhury	Voted in favour
Jayanta Chakrabarty	Voted in favour
Rekha Sethi	Was unable to attend and leave of absence was granted to her

- viii. The Board of Directors of Applicant No.8 have at their Board Meeting held on 22nd May 2017 by resolution passed unanimously approved the Scheme, as detailed below :

Name of Director	Voted in favor / against / did not participate or vote
Sunil Bhandari	Voted in favour
Gautam Ray	Voted in favour
Rajarshi Banerjee	Voted in favour

- ix. The Board of Directors of Applicant No.9 have at their Board Meeting held on 22nd May 2017 by resolution passed unanimously approved the Scheme, as detailed below :

Name of Director	Voted in favor / against / did not participate or vote
Rajendra Jha	Voted in favour
Subhasis Mitra	Voted in favour
Utpal Bhattacharya	Voted in favour

- x. The Board of Directors of Applicant No.10 have at their Board Meeting held on 22nd May 2017 by resolution passed unanimously approved the Scheme, as detailed below :



Name of Director	Voted in favor / against / did not participate or vote
Rajendra Jha	Voted in favour
Subhasis Mitra	Voted in favour
Sunil Bhandari	Voted in favour
Bhaskar Raychaudhuri	Voted in favour
Subrata Talukdar	Voted in favour
Khalil Ahmad Siddiqi	Voted in favour

## 8. Relationship amongst Applicant Companies

All the Applicant companies are under the same management. As stated above, the Transferor Company 1 is a wholly owned subsidiary of the Demerged Company 1/ Transferee Company 1; the Transferor Company 2 is a wholly owned subsidiary of the Demerged Company 1/ Transferee Company 1; the Transferor Company 3 is a wholly owned subsidiary of the Transferor Company 2/ Demerged Company 2; the Transferor Company 4 is a wholly owned subsidiary of the Demerged Company 1/ Transferee Company 1; the Transferor Company 5 is a wholly owned subsidiary of the Transferee Company 3; the Transferor Company 5 and the Transferee Company 3 are subsidiaries of the Demerged Company 1/ Transferee Company 1; the Resulting Company 1 is a wholly owned subsidiary of the Transferor Company 1; the Resulting Company 2 is a wholly owned subsidiary of the Demerged Company 1/ Transferee Company 1; the Resulting Company 3 is a wholly owned subsidiary of the Demerged Company 1/ Transferee Company 1; and the Transferee Company 3 is a subsidiary of the Demerged Company 1/ Transferee Company 1.

## 9. Effect of Scheme on stakeholders

The effect of the Scheme on various stakeholders is summarised below :

### A. Shareholders, key managerial personnel, promoter and non-promoter shareholders

The effect of the Scheme on the shareholders, key managerial personnel, promoter and non-promoter shareholders is given in the attached reports (Annexure “ES-3”) adopted by the respective Board of Directors of the Applicants pursuant to the provisions of Section 232(2)(c) of the Companies Act, 2013 (“the Act”) at their respective meetings held, as aforesaid. There will be no adverse effect on account of the Scheme on the said persons.

### B. Directors

- The Directors of the Transferor Company 1, Transferor Company 2/ Demerged Company 2, Transferor Company 3, Transferor Company 4 and Transferor Company 5 will cease to be Directors of such companies consequent to the dissolution without winding up of such companies pursuant to the Scheme. None of the Directors hold any beneficial interest in the shares of such Transferor Companies.
- The Scheme will have no effect on the office of existing Directors of the Demerged Company 1/ Transferee Company 1, Resulting Company 1, Resulting Company 2, Resulting Company 3/ Transferee Company 2 and Transferee Company 3. In so far as the shares held by them in such companies are concerned, the effect of the Scheme on such interests is the same as in the case of other shareholders. It is clarified that following the Scheme, the composition of the Board of Directors of such companies may change in the usual course by appointments, retirements or resignations in accordance with the provisions of the Act and Memorandum and Articles of Association of such companies but the Scheme itself does not affect the office of Directors of such Companies.

### C. Employees

- The employees engaged in or in relation to the Demerged Undertakings of the Demerged Company 1/



Transferee Company 1 and Demerged Company 2/ Transferor Company 2 will become employees of the respective Resulting Companies and all other employees of the Demerged Company 2/ Transferor Company 2 and all employees of Transferor Company 1, Transferor Company 3, Transferor Company 4 and Transferor Company 5 will become employees of the respective Transferee Companies as provided in the Scheme.

- ii. The Scheme will have no effect on the existing employees of the Resulting Company 1, Resulting Company 2, Resulting Company 3/ Transferee Company 2 and Transferee Company 3 and the employees of the Demerged Company 1/ Transferee Company 1 who are not engaged in or in relation to the Demerged Undertakings of the Demerged Company 1/ Transferee Company 1. They will continue to be engaged in such companies, as before.

#### **D. Creditors**

- i. The creditors of the Demerged Undertakings of the Demerged Company 1/ Transferee Company 1 and Demerged Company 2/ Transferor Company 2 will become creditors of the respective Resulting Companies and all other creditors of the Demerged Company 2/ Transferor Company 2 and all creditors of the Transferor Company 1, Transferor Company 3, Transferor Company 4 and Transferor Company 5 will become creditors of the respective Transferee Companies as provided in the Scheme.
- ii. The Scheme will have no effect on the existing creditors of the Resulting Company 1, Resulting Company 2, Resulting Company 3/ Transferee Company 2, Transferee Company 3 and creditors of the Demerged Company 1/ Transferee Company 1 who are not creditors in relation to the Demerged Undertakings of the Demerged Company 1/ Transferee Company 1.
- iii. The effect of the Scheme on creditors is further discussed in paragraph 12(ii) below.

#### **E. Debentureholders, Depositors, Debenture Trustees and Deposit Trustees**

None of the Applicant Companies have raised funds by way of debentures or term deposits and thus have no such Debentureholders, Depositors, Debenture Trustees or Deposit Trustees.

#### **10. Interest of Directors, Key Managerial Personnel and their relatives and Debenture Trustees**

The shareholdings of the Directors and Key Managerial Personnel (“KMP”) of the Applicants and their relatives is set out in Annexure “ES-4” attached herewith. Some of the Directors / KMPs are also common Directors/ KMPs of two or more of the Applicant Companies. Save as aforesaid none of the Directors, KMPs and their relatives have any concern or interest in the Scheme of Arrangement. None of the Companies have any outstanding debentures and thus there are no debenture trustees.

#### **11. No investigation proceedings**

There are no proceedings pending under Sections 235 to 251 of the Companies Act, 1956 or Sections 210 to 227 of the Companies Act, 2013 against any of the Applicant Companies.

#### **12. Amounts due to unsecured creditors and no compromise with creditors**

- i. Details of Unsecured Creditors\* as on 30th June’17 :-

Sl. No.	Name of Company	Amount in Rupees Crore
1.	CESC Infrastructure Limited Applicant No.1	0.19
2.	Spencer’s Retail Limited Applicant No.2	284.12
3.	Music World Retail Limited Applicant No.3	0.02

Sl. No.	Name of Company	Amount in Rupees Crore
4.	Spen Liq Private Limited Applicant No.4	0.001
5.	New Rising Promoters Private Limited Applicant No.5	24.43
6.	CESC Limited Applicant No.6	409.39
7.	Haldia Energy Limited Applicant No.7	43.37
8.	RP-SG Retail Limited Applicant No.8	0.01
9.	RP-SG Business Process Services Limited Applicant No.9	0.01
10.	Crescent Power Limited Applicant No.10	10.20

\* excluding unsecured bank borrowings/overdrafts, commercial papers etc.

- ii. The Scheme embodies the arrangement between the Applicants and their respective shareholders. No change in value or terms or any compromise or arrangement is proposed under the Scheme with any creditors of the Applicant Companies. After implementation of the Scheme, five applicant companies being Applicant Nos. 1, 2, 3, 4 and 5 will be dissolved without winding up. The other five applicant companies, being the Transferee Company 1, Transferee Company 3, Resulting Company 1, Resulting Company 2 and Resulting Company 3/Transferee Company 2, will each continue to have a substantial excess of assets over liabilities. The Scheme is an internal restructuring exercise and there would be no change in control or management of the enterprises as such under the Scheme. Upon the Scheme coming into effect, the aforesaid Resulting Companies and the Transferee Companies would continue to be in a position to meet their liabilities, as and when they accrue and in the ordinary course of business. The creditors of the Applicant Companies will not lose or be adversely affected in any manner by the Scheme. The Scheme does not involve any capital or debt restructuring and therefore the requirement to disclose details of capital or debt restructuring is not applicable.

### 13. Summary of Share Entitlement Ratio Report and Fairness Opinion

- i. The entitlement ratio of shares for the demerger of the Demerged Undertakings from the Demerged Companies to the Resulting Companies ("**Share Entitlement Ratio**"), as set out in the table in paragraph 4(e)(xiii) above, has been fixed on a fair and reasonable basis. Messrs. Walker Chandiok & Co LLP and Messrs. BSR & Associates LLP, two reputed firms of Chartered Accountants, have by their respective reports dated 18<sup>th</sup> May, 2017 recommended the said Share Entitlement Ratio, as being fair and reasonable on the basis of factors and circumstances considered relevant by them, including the fact that each shareholder of the Demerged Company 1/ Transferee Company 1 would be entitled to Equity Shares in the Resulting Companies in the same ratio and in proportion to their shareholding in the Demerged Company 1/ Transferee Company 1 and their interest in the Demerged Company 1/ Transferee Company 1 and beneficial interest in the Resulting Companies will effectively remain unchanged.

Further details of the recommendation of the Share Entitlement Ratio will appear from the said Reports dated 18 May 2017 of Messrs. Walker Chandiok & Co LLP and Messrs. BSR & Associates LLP, Chartered Accountants which is attached to this explanatory statement as Annexure "ES-5" and is also available for inspection at the registered office of the Demerged Company 1 / Transferee Company 1.

- ii. Further, ICICI Securities Limited, independent Merchant Bankers, have also confirmed that the Share Entitlement Ratio is fair and reasonable by their fairness opinion thereon as under:-

***"RATIONALE & CONCLUSION***

*We understand that all the shareholders of CESC will upon the Proposed Restructuring, be the ultimate beneficial owners of HEL, RSRL and RBPSL in the same ratio (Inter se) as they hold shares in CESC, as on the record date.*

*In the circumstances, having regard to all relevant factors and on the basis of information and explanations given to us, we are of the opinion on the date hereof, that the proposed Share Entitlement Ratios are recommended by Valuer, which forms the basis for the Proposed Restructuring is fair and reasonable."*

The said Fairness Opinion dated 18 May 2017 issued by ICICI Securities Limited is attached to this explanatory statement as Annexure "ES-6" and is also available for inspection at the registered office of the Demerged Company 1 / Transferee Company 1.

**14. Shareholding pattern**

The pre and post Scheme shareholding pattern of the Applicant Companies is attached to this explanatory statement as Annexure "ES-7".

**15. Auditors Certificates on accounting treatment in the Scheme**

The Auditors of the Applicants have by their respective certificates confirmed that the accounting treatment in the said Scheme is in conformity with the accounting standards prescribed under Section 133 of the Companies Act, 2013.

**16. Approvals in relation to the Scheme**

- i. The shares of the Demerged Company 1/Transferee Company 1 are listed on BSE Limited ("BSE"), National Stock Exchange of India Limited ("NSE") and The Calcutta Stock Exchange Limited ("CSE"). The GDRs of the Demerged Company 1/Transferee Company 1 are listed on the Luxembourg Stock Exchange. No approval to the Scheme is required from the Luxembourg Stock Exchange. The Demerged Company 1/Transferee Company 1 duly filed the Scheme with the said Stock Exchanges for their approval pursuant to the listing agreements entered into by it with the said Stock Exchanges. Apart from the same, the Demerged Company 1/Transferee Company 1 also submitted the Report of its Audit Committee on the Scheme, undertaking as to non applicability of Paragraph 1(A)9(a) of Annexure I of SEBI Circular dated 10th March, 2017, statement of assets and liabilities of the Demerged Undertakings of and various other documents to the stock exchanges and also displayed the same on its website in terms of the said SEBI Circular and addressed all queries on the said documents. The Complaints Report required to be filed in terms of the said Circular was also duly filed by Demerged Company 1/Transferee Company 1. Copies of the said complaints reports are attached as Annexure "ES-8" hereto. NSE and BSE by their respective observation letters dated 15th September, 2017 and CSE by its observation letter dated 20th September, 2017 have since confirmed that they have 'no adverse observation' on the Scheme pursuant to the said SEBI Circular. Copies of the said observation letters are attached as Annexure "ES-9" hereto.
- ii. The Demerged Company 1/Transferee Company 1 has filed with the West Bengal Electricity Regulatory Commission ("WBERC") an application under the Electricity Act, 2003, inter alia seeking WBERC's approval for demerger of the Generation Undertaking of the Demerged Company 1/Transferee Company 1 to the Resulting Company 1 under the Scheme.

**17. Inspection of Documents**

In addition to the documents annexed hereto, the following documents will be open for inspection at the Registered Office of the Demerged Company 1 / Transferee Company 1 on any working day, (between 11:00 A.M. to 01:00 P.M.) except Saturdays, Sundays and Public Holidays prior to the date of the meeting:

- i. Certified copy of the order dated 26th October, 2017 passed by the National Company Law Tribunal, Kolkata Bench in Company Application No.438 of 2017;
- ii. Memoranda and Articles of Association of the Applicant Companies;
- iii. Annual Financial Statements of the Applicant Companies for the financial year ended 31st March, 2017
- iv. Financial Results of the Demerged Company 1/ Transferee Company 1 for the quarter ended 30th June, 2017;
- v. Register of Shareholding of Directors' and Key Managerial Personnel of the Applicant Companies and their relatives;
- vi. Certificates of the Auditors of the Applicants confirming the accounting treatment under the Scheme; and
- vii. All other documents displayed on the website of the Demerged Company 1/ Transferee Company 1 in terms of the SEBI Circular dated 10th March, 2017, including Report of the Audit Committee of the said Company.

Dated this 3rd day of November, 2017.

Sd/- A. K. Labh  
*Chairperson appointed for the Meeting*

Annexure - "ES 1" to Explanatory Statement

**COMPOSITE SCHEME OF ARRANGEMENT**  
**UNDER SECTIONS 230 TO 232 AND OTHER APPLICABLE PROVISIONS OF**  
**THE COMPANIES ACT, 2013**  
**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**

**A. BACKGROUND OF THE COMPANIES**

- (i) CESC Infrastructure Limited, the "**Transferor Company 1**", is a public company incorporated under the provisions of the Companies Act, 1956 under the corporate identity number U70101WB2011PLC159584. The Transferor Company 1 is engaged, *inter alia*, in the business of promoting and supporting entities engaged in infrastructure sector including power. Its two wholly-owned subsidiaries are engaged in generation of thermal power in the states of West Bengal and Maharashtra with an aggregate installed capacity of 1200 MW. The Transferor Company 1 is a wholly owned subsidiary of the Demerged Company 1/ Transferee Company 1.

- (ii) Spencer's Retail Limited, the "**Transferor Company 2**" or "**Demerged Company 2**", is a public company incorporated under the provisions of the Companies Act, 1956 under the corporate identity number U51229WB2000PLC154278. The Transferor Company 2 is engaged, *inter alia*, in developing and conducting organized retail business and operates 124 multi-brand retail outlets in various cities and towns across the country. The Transferor Company 2 is a wholly owned subsidiary of the Demerged Company 1/ Transferee Company 1.
- (iii) Music World Retail Limited, the "**Transferor Company 3**", is a public company incorporated under the provisions of the Companies Act, 1956 under the corporate identity number U15411WB2008PLC124063. The Transferor Company 3 is engaged, *inter alia*, in the business of organised music retailing stores and selling of music accessories. The Transferor Company 3 is a wholly owned subsidiary of the Transferor Company 2/ Demerged Company 2.
- (iv) Spen Liq Private Limited, the "**Transferor Company 4**", is a private company incorporated under the provisions of the Companies Act, 1956, under the corporate identity number U72900WB1995PTC075089. The Transferor Company 4 is engaged, *inter alia*, in the business of promoting and supporting entities engaged in information technology, business process outsourcing and other related business. The Transferor Company 4 is a wholly owned subsidiary of the Demerged Company 1/ Transferee Company 1.
- (v) New Rising Promoters Private Limited, the "**Transferor Company 5**", is a private company incorporated under the provisions of the Companies Act, 1956, under the corporate identity number U70109WB2010PTC156101. The Transferor Company 5 is engaged, *inter alia*, in the business of undertaking sports and related activities in various forms including grooming budding youngsters. It currently owns a franchisee cricket team in the Indian Premier League, franchisee right for which will expire on 30 September 2017. The Transferor Company 5 is a wholly owned subsidiary of the Transferee Company 3.
- (vi) CESC Limited, the "**Demerged Company 1**" or "**Transferee Company 1**", is a public listed company incorporated under the provisions of the Companies Act, 1956 under the corporate identity number L31901WB1978PLC031411. The Demerged Company 1 is engaged, *inter alia*, in the business of distribution of electricity and in supplying power to about 3 million customers in its licensed area of about 567 sq. km. covering specified areas of Kolkata, Howrah, Hooghly, North 24 Parganas and South 24 Parganas as demarcated in the distribution licence. It also has generation business and interests, through its subsidiaries, in various businesses including retail, business process outsourcing, information technology, real estate, entertainment etc. The Transferor Companies (other than the Transferor Company 5), the Resulting Companies and the Demerged Company 2 are wholly owned subsidiaries of the Demerged Company 1/ Transferee Company 1. The Transferor Company 5 and the Transferee Company 3 are subsidiaries of the Demerged Company 1/ Transferee Company 1.
- (vii) Haldia Energy Limited, the "**Resulting Company 1**", is a public company incorporated under the provisions of the Companies Act, 1956 under the corporate identity number U74210WB1994PLC066154. The Resulting Company 1 is engaged, *inter alia*, in the business of generation of electricity and currently owns a 2 x 300 MW thermal power station in the state of West Bengal. The Resulting Company 1 is a wholly owned subsidiary of the Transferor Company 1.
- (viii) RP-SG Retail Limited, the "**Resulting Company 2**", is a public company incorporated under the provisions of the Companies Act, 2013 under the corporate identity number U74999WB2017PLC219355. The Resulting Company 2 has been incorporated recently with an objective to engage, *inter alia*, in developing, conducting, investing and promoting organized retail. The Resulting Company 2 is a wholly owned subsidiary of the Demerged Company 1/ Transferee Company 1.

- (ix) RP-SG Business Process Services Limited, the “**Resulting Company 3**” or “**Transferee Company 2**”, is a public company incorporated under the provisions of the Companies Act, 2013 under the corporate identity number U74999WB2017PLC219318. The Resulting Company 3 has been incorporated recently with an objective to engage, inter alia, in the business of owning, operating, investing and promoting business in the fields of information technology, business process outsourcing and such other ventures (including, fast moving consumer goods business) as may be identified by the Board. The Resulting Company 3 is a wholly owned subsidiary of the Demerged Company 1/ Transferee Company 1.
- (x) Crescent Power Limited, the “**Transferee Company 3**”, is a public company incorporated under the provisions of the Companies Act, 1956 under the corporate identity number U70101WB2004PLC099945. The Transferee Company 3 is engaged, *inter alia*, in the business of generation of electricity and currently owns a 40 MW thermal power station in the state of West Bengal and a 18 MW solar power station in the state of Tamil Nadu. The Transferee Company 3 is a subsidiary of the Demerged Company 1/ Transferee Company 1.

## B. OVERVIEW AND OPERATION OF THIS SCHEME

This Scheme provides for:

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

- C. The Demerged Company 1 will continue to pursue its interests in and carry on the Remaining Business (*as defined hereinafter*) as is presently being carried on.

## D. PARTS OF THIS SCHEME

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 the Transferor Company 1 with the Transferee Company 1;
- (iii) **PART III** deals with the transfer and vesting of the Generation Undertaking from the Demerged Company 1 into the Resulting Company 1 and the consideration thereof;
- (iv) **PART IV** deals with the transfer and vesting of the Retail Undertakings from the Demerged Company 1 and the Demerged Company 2 into the Resulting Company 2 and the consideration thereof;
- (v) **PART V** deals with the transfer and vesting of the IT Undertaking from the Demerged Company 1 into the Resulting Company 3 and the consideration thereof;
- (vi) **PART VI** deals with the amalgamation of the Transferor Company 2 and the Transferor Company 3 with the Transferee Company 1;



- (vii) **PART VII** deals with the amalgamation of the Transferor Company 4 with the Transferee Company 2;
- (viii) **PART VIII** deals with the amalgamation of the Transferor Company 5 with the Transferee Company 3;
- (ix) **PART IX** deals with the reduction and cancellation of the existing equity share capital of the Resulting Company 1 and reorganisation of reserves of the Resulting Company 1;
- (x) **PART X** deals with the reduction and cancellation of the existing equity share capital of the Resulting Company 2;
- (xi) **PART XI** deals with the reduction and cancellation of the existing equity share capital of the Resulting Company 3;
- (xii) **PART XII** deals with reduction and reorganisation of share capital of the Demerged Company 1 consequent to the demergers; and
- (xiii) **PART XIII** deals with the general terms and conditions that would be applicable to this Scheme.

#### E. RATIONALE FOR THIS SCHEME

The Demerged Company 1 is the flagship company of the RP-Sanjiv Goenka Group. Pursuant to a scheme of arrangement and amalgamation approved by the Hon'ble High Courts of Calcutta and London, on 1 April 1978, the Demerged Company 1 took over the undertaking and assets, liabilities, reserves and surplus of The Calcutta Electric Supply Corporation Limited, the erstwhile Sterling Company incorporated in 1897 which supplied electricity to the cities of Kolkata and Howrah and adjoining areas in accordance with the licence. Since 1978, the Demerged Company 1 has been distributing electricity in the aforementioned areas, being its core business. The Demerged Company 1 also has electricity generation business, *inter alia* supplying electricity to the licensed distribution business.

However, over the course of time, the Demerged Company 1 has grown into a diversified conglomerate having, through its subsidiaries, interests in various businesses including distribution franchisee business, renewable energy including wind, solar and hydro power stations / projects, retail, business process outsourcing, information technology, real estate and entertainment. While each of the above businesses may be subject to industry specific risks, business cycles and operate *inter alia* under different market dynamics, they have a significant potential for growth and profitability.

Given its diversified business, it has become imperative for the Demerged Company 1 to reorient and reorganize itself in a manner that allows imparting greater focus on each of its businesses. With this repositioning, the Demerged Company 1 is desirous of enhancing its operational efficiency. It will continue with its distribution business, with the generating stations currently supplying to the licensed distribution business continuing with such supply.

The Scheme proposes to reorganise and segregate the shareholdings of Demerged Company 1 in various businesses and thus proposes demerger of Generation Undertaking, Retail Undertaking 1 and IT Undertaking from Demerged Company 1 and Retail Undertaking 2 from Demerged Company 2 to the Resulting Companies. Further, the Scheme proposes the merger of Transferor Companies with and into Transferee Companies to rationalise and streamline the group structure.

The proposed restructuring pursuant to this Scheme is expected, *inter alia*, to result in following benefits:

- (i) segregation and unbundling of the generation, distribution, retail and business process outsourcing/ management business of the Demerged Companies into the Resulting Companies and the Transferee Companies, which will enable enhanced focus on the Demerged Companies and Resulting Companies for exploiting opportunities of each of the said companies;
- (ii) unlocking of value for the shareholders of the Demerged Companies, attracting investors and providing better flexibility in accessing capital, focused strategy and specialisation for sustained growth;



- (iii) further expanding the business of the Resulting Companies into growing markets of India, thereby creating greater value for the shareholders of the Resulting Companies;
- (iv) augmenting the infrastructural capability of the Resulting Companies to effectively meet future challenges in their respective businesses;
- (v) the demerger of the Demerged Undertakings to the Resulting Companies is a strategic fit for serving existing market and for catering to additional volume linked to new consumers;
- (vi) synergies in operational process and logistics alignment leading to economies of scale for the Resulting Companies and creation of sectoral efficiencies and benefitting stakeholders as well as optimization of operation and capital expenditure; and
- (vii) enhancing competitive strength, achieving cost optimisation, ensuring benefits through pooling of the financial, managerial and technical resources, personnel capabilities, skills, expertise and technologies of the Resulting Companies and the Demerged Company 1 thereby significantly contributing to future growth and maximizing shareholders' value.

The proposed restructuring is in the interest of the shareholders, creditors, employees, and other stakeholders in each of the companies. At the same time, the proposed restructuring does not in any manner undermine and/or prejudice the interests of the consumers of the licensed distribution business of the Demerged Company 1.

## PART - I

### DEFINITIONS AND SHARE CAPITAL

#### 1. DEFINITIONS

- 1.1 In this Scheme, unless inconsistent with the subject or context thereof, (i) capitalised terms defined by inclusion in quotations and/ or parenthesis have the meanings so ascribed; (ii) subject to (iii) below, all terms and words not defined in this Scheme shall have the same meaning ascribed to them under Applicable Laws; and (iii) the following expressions shall have the following meanings:

**"Act"** means the Companies Act, 2013 to the extent of the provisions notified and the Companies Act, 1956 to the extent of its provisions in force and shall include any other statutory amendment or re-enactment or restatement and the rules and/ or regulations and/ or other guidelines or notifications under Applicable Laws, made thereunder from time to time;

**"Appointed Date 1"** means 1 October 2017;

**"Appointed Date 2"** means 1 October 2017;

**"Applicable Law"** means any applicable central, provincial, local or other law including all applicable provisions of all (a) constitutions, decrees, treaties, statutes, laws (including the common law), codes, notifications, rules, regulations, policies, guidelines, circulars, directions, directives, ordinances or orders of any Appropriate Authority, statutory authority, court, tribunal having jurisdiction over the Parties; (b) Permits; and (c) orders, decisions, injunctions, judgments, awards and decrees of or agreements with any Appropriate Authority having jurisdiction over the Parties and shall include, without limitation, the listing agreement executed with the Stock Exchanges in the case of Demerged Company 1.

**"Appropriate Authority"** means :

- (a) the government of any jurisdiction (including any central, state, municipal or local government or any political or administrative subdivision thereof) and any department, ministry, agency, instrumentality, court, central bank, commission or other authority thereof;

- (b) any public international organisation or supranational body and its institutions, departments, agencies and instrumentalities;
- (c) any governmental, quasi-governmental or private body or agency lawfully exercising, or entitled to exercise, any administrative, executive, judicial, legislative, regulatory, licensing, competition, tax, importing or other governmental or quasi-governmental authority including (without limitation) the Competition Commission of India, SEBI (*as defined hereinafter*), the Tribunal (*as defined hereinafter*), and the West Bengal Electricity Regulatory Commission; and
- (d) any Stock Exchange.

**“Board”** in relation to each of the Demerged Companies, the Resulting Companies, Transferor Companies and the Transferee Companies as the case may be, means the board of directors of such company, and shall include a committee of directors or any person authorized by the board of directors or such committee of directors duly constituted and authorized for the purposes of matters pertaining to the amalgamation, transfer and demerger, this Scheme or any other matter relating thereto.

**“Demerged Companies”** means collectively, the Demerged Company 1 and the Demerged Company 2;

**“Demerged Company 1”** or **“Transferee Company 1”** means CESC Limited, a public listed company incorporated under the provisions of the Companies Act, 1956 under the corporate identity number L31901WB1978PLC031411 and having its registered office at CESC House, Chowringhee Square, Kolkata 700 001, India;

**“Demerged Company 2”** or **“Transferor Company 2”** means Spencer’s Retail Limited, a public company incorporated under the provisions of the Companies Act, 1956 under the corporate identity number U51229WB2000PLC154278 and having its registered office at 31 Netaji Subhas Road, 1st Floor, Duncan House, Kolkata- 700 001, India. The Demerged Company 2 is a wholly owned subsidiary of the Demerged Company 1;

**“Demerged Company 1 GDRs”** means global depository receipts (**“GDRs”**) issued by the Demerged Company 1/ Transferee Company 1 pursuant to the issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993 (including any statutory modifications, re-enactment or amendments thereof for the time being in force) and other Applicable Laws, and where relevant shall include the underlying equity shares related thereto;

**“Demerged Undertakings”** means collectively, the Generation Undertaking, the Retail Undertakings, and the IT Undertaking;

**“Effective Date”** means the day on which the conditions specified in Clause 70 (Conditions Precedent) of this Scheme are complied with.

**“Encumbrance”** means (i) any charge, lien (statutory or other), or mortgage, any easement, encroachment, right of way, right of first refusal or other encumbrance or security interest securing any obligation of any Person; (ii) pre-emption right, option, right to acquire, right to set off or other third party right or claim of any kind, including any restriction on use, voting, selling, assigning, pledging, hypothecating, or creating a security interest in, place in trust (voting or otherwise), receipt of income or exercise; or (iii) any equity, assignments hypothecation, title retention, restriction, power of sale or other type of preferential arrangements; or (iv) any agreement to create any of the above; the term **“Encumber”** shall be construed accordingly;

**“Generation Undertaking”** means all the power generation business and ancillary and support services in relation to the same of the Demerged Company 1 together with all the undertakings, assets, properties, investments and liabilities of whatsoever nature and kind, and wheresoever situated, of the Demerged Company 1, in relation to and pertaining to the power generation business and shall include (without limitation):

- (a) investments in the power generation business and projects and renewable energy business and projects of the Demerged Company 1;

- (b) all the movable and immovable properties, tangible or intangible, including all computers and accessories, software, applications and related data, equity shares, preference shares and other securities of associate/ subsidiary/ joint venture companies, plant and machinery, equipment, furniture, fixtures, vehicles, stocks and inventory including coal stock extracted from mine(s) mentioned in sub-clause (c) below, cables, leasehold assets and other properties, real, corporeal and incorporeal, in possession or reversion, present and contingent assets (whether tangible or intangible) of whatsoever nature, inverters, electrical fittings, submersible pumps, electrical erections, earthing and lighting systems, diesel generation sets, switchyards, power transformers assets, cash in hand, amounts lying in the banks, investments, escrow accounts, claims, powers, authorities, allotments, approvals, consents, letters of intent, registrations, contracts, engagements, arrangements, rights, credits, titles, interests, benefits, advantages, freehold/ leasehold rights, brands, sub-letting tenancy rights, leave and license permissions, goodwill, other intangibles, industrial and other licenses, approvals, permits, authorisations, trademarks, trade names, patents, patent rights, copyrights, and other industrial and intellectual properties and rights of any nature whatsoever including know-how, websites, portals, domain names, or any applications for the above, assignments and grants in respect thereof, import quotas and other quota rights, right to use and avail of telephones, telex, facsimile, email, internet, leased lines and other communication facilities, connections, installations and equipment, electricity and electronic and all other services of every kind, nature and description whatsoever, provisions, funds, and benefits (including all work-in progress), of all agreements, arrangements, deposits, advances, recoverable and receivables, whether from government, semi-government, local authorities or any other Person including customers, contractors or other counter parties, etc., all earnest monies and/ or deposits, privileges, liberties, easements, advantages, benefits, exemptions, licenses, privileges and approvals of whatsoever nature and wheresoever situated, belonging to or in the ownership, power or possession or control of or vested in or granted in favour of or enjoyed by the Demerged Company 1 in relation to and pertaining to the power generation business. The fixed assets pertaining to the Generation Undertaking are more particularly set out in Schedule I hereto;
- (c) all the mine(s), coal washery and rights therein of the Demerged Company 1 including mining leases and application for mining leases with all necessary licences, approvals, clearances, all mining related infrastructures standing on the mining lease land and surface rights, all letters of intent, all prospecting licenses, whether granted or under application;
- (d) all receivables, loans and advances, including accrued interest thereon, all advance payments, earnest monies and/ or security deposits, payment against warrants, if any, or other entitlements of the Demerged Company 1 in relation to and pertaining to the power generation business;
- (e) all contracts, agreements, purchase orders/ service orders, operation and maintenance contracts, memoranda of understanding, memoranda of undertaking, memoranda of agreements, memoranda of agreed points, bids, tenders, tariff orders, expression of interest, letter of intent, hire purchase agreements, fuel supply agreements, coal linkage agreements, power purchase agreements, lease/ licence agreements, tenancy rights, agreements/ panchnamas for right of way, equipment purchase agreements, agreement with customers, purchase and other agreements with the supplier/ manufacturer of goods/ service providers, other arrangements, undertakings, deeds, bonds, schemes, insurance covers and claims and clearances and other instruments of whatsoever nature and description, whether written, oral or otherwise and all rights, title, interests, claims and benefits thereunder pertaining to the power generation business;
- (f) all the debts, liabilities, duties and obligations including contingent liabilities of the Demerged Company 1 in relation to and pertaining to the power generation business. It is clarified that any question as to whether or not a specified liability pertains to the power generation business shall be decided by the

- Demerged Company 1, with requisite approvals of Appropriate Authorities, wherever applicable; and
- (g) all books, records, files, papers, engineering and process information, records of standard operating procedures, computer programs along with their licenses, drawings, manuals, data, catalogues, quotations, sales and advertising materials, lists of present and former customers and suppliers, customer credit information, customer pricing information and other records whether in physical or electronic form, in connection with or relating to the power generation business of the Demerged Company 1;

It is clarified that assets, liabilities and utilities forming part of the licensed power distribution business of the Demerged Company 1 do not constitute or form part of the Generation Undertaking.

“INR” means Indian Rupee, the lawful currency of the Republic of India;

“IT Undertaking” means all the business and undertaking of the Demerged Company 1 engaged, inter alia, in owning, operating and promoting business in the field of information technology, business process management and such other ventures in relation to and identified as pertaining to the IT Undertaking and shall include ancillary and support services in relation to the same, and shall include (without limitation) :

- (a) investments of the Demerged Company 1 in Transferor Company 4 and Quest Properties India Limited, a wholly owned subsidiary of the Demerged Company 1 and having corporate identity number U70101WB2006PLC108175 and having its registered office at CESC House, Chowringhee Square, Kolkata - 700 001, India;
- (b) all the movable and immovable properties, tangible or intangible, including all computers and accessories, software, applications and related data, equity shares, preference shares and other securities of associate/ subsidiary/ joint venture companies, plant and machinery, equipment, furniture, fixtures, vehicles, stocks and inventory, leasehold assets and other properties, real, corporeal and incorporeal, in possession or reversion, present and contingent assets (whether tangible or intangible) of whatsoever nature, assets including cash in hand, amounts lying in the banks, investments, escrow accounts, claims, powers, authorities, allotments, approvals, consents, letters of intent, registrations, contracts, engagements, arrangements, rights, credits, titles, interests, benefits, advantages, freehold, leasehold rights, brands, sub-letting tenancy rights, leave and license permissions, goodwill, other intangibles, industrial and other licenses, approvals, Permits, authorisations, trademarks, trade names, patents, patent rights, copyrights, and other industrial and intellectual properties and rights of any nature whatsoever including know-how, websites, portals, domain names, or any applications for the above, assignments and grants in respect thereof, import quotas and other quota rights, right to use and avail of telephones, telex, facsimile, email, internet, leased lines and other communication facilities, connections, installations and equipment, utilities, electricity and electronic and all other services of every kind, nature and description whatsoever, provisions, funds, and benefits (including all work-in progress), of all agreements, arrangements, deposits, advances, recoverable and receivables, whether from government, semi-government, local authorities or any other Person including customers, contractors or other counter parties, etc., all earnest monies and/ or deposits, privileges, liberties, easements, advantages, benefits, exemptions, licenses, privileges and approvals of whatsoever nature and wheresoever situated, belonging to or in the ownership, power or possession or control of or vested in or granted in favour of or enjoyed by the Demerged Company 1 in relation to and pertaining to the information technology business;
- (c) all receivables, loans and advances, including accrued interest thereon, all advance payments, earnest monies and/ or security deposits, payment against warrants, if any, or other entitlements of the Demerged Company 1 in relation to and pertaining to the information technology business;
- (d) all the debts, liabilities, duties and obligations including contingent liabilities of the Demerged Company 1 in relation to and pertaining to the information technology business; and

- (e) all books, records, files, papers, engineering and process information, records of standard operating procedures, computer programs along with their licenses, drawings, manuals, data, catalogues, quotations, sales and advertising materials, lists of present and former customers and suppliers, customer credit information, customer pricing information and other records whether in physical or electronic form, in connection with or relating to the information technology business of the Demerged Company 1;

It is clarified that any question as to whether or not a specified asset or liability pertains to the IT Undertaking or arises out of the activities or operations of IT Undertaking shall be decided by the Demerged Company 1.

**“MW”** means megawatts;

**“Parties”** shall mean collectively the Demerged Companies, the Resulting Companies, the Transferor Companies, and the Transferee Companies and **“Party”** shall mean each of them, individually;

**“Permits”** means all consents, licences, permits, permissions, authorisations, rights, clarifications, approvals, clearances, confirmations, declarations, waivers, exemptions, registrations, filings, whether governmental, statutory, regulatory under Applicable Law;

**“Person”** means an individual, a partnership, a corporation, a limited liability partnership, a limited liability company, an association, a joint stock company, a trust, a joint venture, an unincorporated organization or an Appropriate Authority;

**“Record Date”** in relation to Part III, Part IV and Part V means the date to be fixed by the Board of the Demerged Company 1 and the Demerged Company 2 in consultation with the Resulting Companies for the purpose of determining the shareholders of the Demerged Company 1 and the Demerged Company 2 for issue of the new equity shares and new preference shares, as the case may be, pursuant to this Scheme. It is clarified that Demerged Company 1 and Demerged Company 2 may declare different Record Dates for different parts of the Scheme and, in relation to Part XII of the Scheme, it means the date to be fixed by the Board of the Demerged Company 1;

**“Remaining Business”** means all the business, units, divisions, undertakings and assets and liabilities of the Demerged Companies other than those forming part of the Demerged Undertakings. It is clarified that the licensed power distribution business of the Demerged Company 1 together with all its assets and liabilities shall form part of its Remaining Business;

**“Resulting Companies”** means collectively, the Resulting Company 1, Resulting Company 2, and the Resulting Company 3;

**“Resulting Company 1”** means Haldia Energy Limited, a public company incorporated under the provisions of the Companies Act, 1956 under the corporate identity number U74210WB1994PLC066154, having its registered office at Barick Bhawan, 6<sup>th</sup> Floor, 8 Chittaranjan Avenue, Kolkata 700 072, India. The Resulting Company 1 is a wholly owned subsidiary of the Transferor Company 1;

**“Resulting Company 2”** means the RP-SG Retail Limited, a public company incorporated under the provisions of the Companies Act, 2013 under the corporate identity number U74999WB2017PLC219355 having its registered office at CESC House, Chowringhee Square, Kolkata- 700 001, India. The Resulting Company 2 is a wholly owned subsidiary of the Demerged Company 1;

**“Resulting Company 3”** or **“Transferee Company 2”** means the RP-SG Business Process Services Limited, a public company incorporated under the provisions of the Companies Act, 2013 under the corporate identity number U74999WB2017PLC219318, having its registered office at CESC House, Chowringhee Square, Kolkata- 700 001, India. The Resulting Company 3/ Transferee Company 2 is a wholly owned subsidiary of the Demerged Company 1/ Transferee Company 1;

**“Retail Undertaking 1”** means the retail business and ancillary and support services in relation to the same

of the Demerged Company 1, along with the “Spencer’s” Brand and all intellectual property and interests associated with the name “Spencer’s” and shall include (without limitation) :

- (a) all the movable and immovable properties, tangible or intangible, including all, plant and machinery, equipment, furniture, fixtures, vehicles, stocks and inventory, leasehold assets and other properties, including contingent assets of whatsoever nature, cash in hand/ banks, investments, escrow accounts, claims, powers, authorities, rights, credits, titles, interests, benefits, right to use and avail of telephones, telex, facsimile, email, internet, leased lines and other communication facilities, utilities, electricity and electronic and all other services of every kind, nature and description whatsoever, provisions, funds, and benefits (including all work-in progress), of all agreements, arrangements, deposits, advances, recoverable and receivables, all receivables (including, royalty receivables), loans and advances also including accrued interest thereon, all advance payments, earnest monies and/ or security deposits, payment against warrants, if any, or other entitlements of the Demerged Company 1, and also, benefits, exemptions, licenses, privileges and approvals of whatsoever nature and wheresoever situated, belonging to or in the ownership, power or possession or control of or vested in or granted in favour of or enjoyed by the Demerged Company 1, all the debts, liabilities, duties and obligations including contingent liabilities of Demerged Company 1 in relation to and pertaining to the retail business;
- (b) all receivables (including royalty receivables), loans and advances, including accrued interest thereon, all advance payments, earnest monies and/ or security deposits, payment against warrants, if any, or other entitlements of the Demerged Company 1 in relation to and pertaining to the retail business;
- (c) all goodwill, other intangibles, industrial and other licenses, approvals, Permits, authorisations, trademarks, trade names, patents, patent rights, copyrights, and other industrial and intellectual properties and rights of any nature whatsoever including know-how, websites, portals, domain names, or any applications for the above, assignments and grants in respect thereof, all agreements, arrangements, deposits, advances, recoverable and receivables, whether from government, semi-government, local authorities or any other Person including customers, contractors or other counter parties, etc., all earnest monies and/ or deposits, privileges, liberties, easements, advantages, benefits, exemptions, licenses, privileges and approvals of whatsoever nature and wheresoever situated, belonging to or in the ownership, power or possession or control of or vested in or granted in favour of or enjoyed by the Demerged Company 1 in relation to and pertaining to the name “Spencer’s”;
- (d) all the debts, liabilities, duties and obligations including contingent liabilities of the Demerged Company 1 in relation to and pertaining to the retail business; and
- (e) all books, records, files, papers, information, records of standard operating procedures, computer programs along with their licenses, drawings, manuals, data, catalogues, quotations, sales and advertising materials, and other records whether in physical or electronic form, in connection with or relating to the name “Spencer’s”;

It is clarified that any question as to whether or not a specified asset or liability pertains to the Retail Undertaking 1 or arises out of the activities or operations of Retail Undertaking 1 shall be decided by the Demerged Company 1.

**“Retail Undertaking 2”** means the retail business of the Demerged Company 2 (excluding the retail business of the Demerged Company 2 in the state of Gujarat and investments of the Demerged Company 2), together with all the undertakings, assets, properties, investments and liabilities of whatsoever nature and kind, and wheresoever situated, of the Demerged Company 2, in relation to and pertaining to the retail business, and shall include (without limitation):

- (a) all the movable and immovable properties, tangible or intangible, including all computers and accessories, software, applications and related data, plant and machinery, equipment, furniture,



fixtures, vehicles, stocks and inventory, leasehold assets and other properties, real, corporeal and incorporeal, in possession or reversion, present and contingent assets (whether tangible or intangible) of whatsoever nature, assets including cash in hand, amounts lying in the banks, investments, escrow accounts, claims, powers, authorities, allotments, approvals, consents, letters of intent, registrations, contracts, engagements, arrangements, rights, credits, titles, interests, benefits, advantages, freehold, leasehold rights, brands, sub-letting tenancy rights, leave and license permissions, goodwill, other intangibles, industrial and other licenses, approvals, Permits, authorisations, trademarks, trade names, patents, patent rights, copyrights, and other industrial and intellectual properties and rights of any nature whatsoever including know-how, websites, portals, domain names, or any applications for the above, assignments and grants in respect thereof, import quotas and other quota rights, right to use and avail of telephones, telex, facsimile, email, internet, leased lines and other communication facilities, connections, installations and equipment, utilities, electricity and electronic and all other services of every kind, nature and description whatsoever, provisions, funds, and benefits (including all work-in progress), of all agreements, arrangements, deposits, advances, recoverable and receivables, whether from government, semi-government, local authorities or any other Person including customers, contractors or other counter parties, etc., all earnest monies and/ or deposits, privileges, liberties, easements, advantages, benefits, exemptions, licenses, privileges and approvals of whatsoever nature and wheresoever situated, belonging to or in the ownership, power or possession or control of or vested in or granted in favour of or enjoyed by the Demerged Company 2 in relation to and pertaining to the retail business;

- (b) all receivables, loans and advances, including accrued interest thereon, all advance payments, earnest monies and/ or security deposits, payment against warrants, if any, or other entitlements of the Demerged Company 2 in relation to and pertaining to the retail business;
- (c) all the debts, liabilities, duties and obligations including contingent liabilities of the Demerged Company 2 in relation to and pertaining to the retail business; and
- (d) all books, records, files, papers, engineering and process information, records of standard operating procedures, computer programs along with their licenses, drawings, manuals, data, catalogues, quotations, sales and advertising materials, lists of present and former customers and suppliers, customer credit information, customer pricing information and other records whether in physical or electronic form, in connection with or relating to the retail business of the Demerged Company 2;

It is clarified that any question as to whether or not a specified asset or liability pertains to the Retail Undertaking 2 or arises out of the activities or operations of Retail Undertaking 2 shall be decided by the Demerged Company 2.

**“Retail Undertakings”** mean collectively, the Retail Undertaking 1 and the Retail Undertaking 2;

**“RoC”** means the relevant Registrar of Companies having jurisdiction over the Demerged Companies, the Resulting Companies, the Transferor Companies or the Transferee Companies as the case may be;

**“Scheme”** means this composite scheme of arrangement, with or without any modification approved or imposed or directed by the Tribunal;

**“SEBI”** means the Securities and Exchange Board of India;

**“SEBI Circular”** shall mean the circular issued by the SEBI, being Circular CFD/DIL3/CIR/2017/21 dated March 10, 2017, and any amendments thereof, modifications issued pursuant to regulations 11 and 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015;

**“Stock Exchanges”** means The Calcutta Stock Exchange Limited (**“CSE”**), BSE Limited (**“BSE”**) and National Stock Exchange of India Limited (**“NSE”**), as the case may be;



**“Taxation” or “Tax” or “Taxes”** means all forms of taxes and statutory, governmental, state, provincial, local governmental or municipal impositions, duties, contributions and levies and whether levied by reference to income, profits, book profits, gains, net wealth, asset values, turnover, added value or otherwise and shall further include payments in respect of or on account of Tax, whether by way of deduction at source, advance tax, minimum alternate tax or otherwise or attributable directly or primarily to the Demerged Companies, the Resulting Companies, the Transferor Companies or the Transferee Companies or any other Person and all penalties, charges, costs and interest relating thereto;

**“Tax Laws”** means all Applicable Laws, acts, rules and regulations dealing with Taxes including but not limited to the income-tax, wealth tax, sales tax / value added tax, service tax, goods and services tax, excise duty, customs duty or any other levy of similar nature;

**“Transferee Company 1” or “Demerged Company 1”** as defined above;

**“Transferee Company 2” or “Resulting Company 3”** as defined above;

**“Transferee Company 3”** means Crescent Power Limited, a public company, incorporated under the provisions of the Companies Act, 1956, under corporate identity number U70101WB2004PLC099945 and having its registered office at 6 Church Lane, 1<sup>st</sup> Floor, Hare Street, Kolkata – 700 001, India;

**“Transferee Companies”** means collectively the Transferee Company 1, the Transferee Company 2 and the Transferee Company 3;

**“Transferor Companies”** means collectively the Transferor Company 1, the Transferor Company 2, the Transferor Company 3, the Transferor Company 4 and the Transferor Company 5;

**“Transferor Company 1”** means CESC Infrastructure Limited, a public company, incorporated under the provisions of the Companies Act 1956, under corporate identity number U70101WB2011PLC159584 and having its registered office at CESC House, Chowringhee Square, Kolkata 700 001, India. The Transferor Company 1 is a wholly owned subsidiary of the Transferee Company 1;

**“Transferor Company 2” or “Demerged Company 2”** as defined above.

**“Transferor Company 3”** means Music World Retail Limited, a public company, incorporated under the provisions of the Companies Act, 1956, under corporate identity number U15411WB2008PLC124063 and having its registered office at 31 Netaji Subhas Road, Duncan House, Kolkata 700 001, India. The Transferor Company 3 is a wholly owned subsidiary of the Demerged Company 2;

**“Transferor Company 4”** means Spen Liq Private Limited, a private company, incorporated under the provisions of the Companies Act, 1956, under corporate identity number U72900WB1995PTC075089 and having its registered office at 31 Netaji Subhas Road PS Hare Street Kolkata 700 001, India. The Transferor Company 4 is a wholly owned subsidiary of the Demerged Company 1;

**“Transferor Company 5”** means New Rising Promoters Private Limited, a private company incorporated under the provisions of the Companies Act, 1956, under corporate identity number U70109WB2010PTC156101 and having its registered office at 31 Netaji Subhas Road PS Hare Street Kolkata 700 001, India. The Transferor Company 5 is a wholly owned subsidiary of the Transferee Company 3; and

**“Tribunal”** means the National Company Law Tribunal having jurisdiction over the Transferee Companies, Transferor Companies, the Demerged Companies and the Resulting Companies, as the case may be.

1.2 In this Scheme, unless the context otherwise requires:

1.2.1 words denoting singular shall include plural and vice versa;

1.2.2 headings and bold typeface are only for convenience and shall be ignored for the purposes of interpretation;

- 1.2.3 references to the word “include” or “including” shall be construed without limitation;
- 1.2.4 a reference to an article, clause, section, paragraph or schedule is, unless indicated to the contrary, a reference to an article, clause, section, paragraph or schedule of this Scheme;
- 1.2.5 unless otherwise defined, the reference to the word “days” shall mean calendar days;
- 1.2.6 Reference in this Scheme to the date of “**coming into effect of this Scheme**” or “**effectiveness of this Scheme**” shall mean the Effective Date;
- 1.2.7 reference to a document includes an amendment or supplement to, or replacement or novation of, that document; and
- 1.2.8 word(s) and expression(s) elsewhere defined in this Scheme will have the meaning(s) respectively ascribed to them.

## 2. SHARE CAPITAL

- 2.1 The share capital of the Transferor Company 1 as on 18 May 2017 is as follows:

Particulars	INR
<b>Authorised Share Capital</b>	
3,00,00,00,000 equity shares of INR 10 each	30,00,00,00,000
<b>Total</b>	<b>30,00,00,00,000</b>
<b>Issued, Subscribed and Paid-up Capital</b>	
2,89,80,50,000 equity shares of INR 10 each	28,98,05,00,000
<b>Total</b>	<b>28,98,05,00,000</b>

The Transferor Company 1 is a wholly owned subsidiary of the Transferee Company 1. The equity shares of the Transferor Company 1 are not listed on any Stock Exchange in India or elsewhere.

- 2.2 The share capital structure of the Transferor Company 2/ Demerged Company 2 as on 18 May 2017 is as follows:

Particulars	INR
<b>Authorised Share Capital</b>	
150,00,00,000 equity shares of INR 10 each	1500,00,00,000
<b>Total</b>	<b>1500,00,00,000</b>
<b>Issued, Subscribed and Paid-up Capital</b>	
29,67,53,585 equity shares of INR 10 each	2,96,75,35,850
<b>Total</b>	<b>2,96,75,35,850</b>

The Transferor Company 2/ Demerged Company 2 is a wholly owned subsidiary of the Demerged Company 1/ Transferee Company 1. The equity shares of the Transferor Company 2/ Demerged Company 2 are not listed on any Stock Exchange in India or elsewhere.

- 2.3 The share capital structure of the Transferor Company 3 as on 18 May 2017 is as follows:

Particulars	INR
<b>Authorised Share Capital</b>	
60,00,000 equity shares of INR 10 each	6,00,00,000
<b>Total</b>	<b>6,00,00,000</b>

Particulars	INR
<b>Issued, Subscribed and Paid-up Capital</b>	
50,00,000 equity shares of INR 10 each	5,00,00,000
<b>Total</b>	<b>5,00,00,000</b>

The Transferor Company 3 is a wholly owned subsidiary of the Demerged Company 2. The equity shares of the Transferor Company 3 are not listed on any Stock Exchange in India or elsewhere.

- 2.4 The share capital structure of the Transferor Company 4 as on 18 May 2017 is as follows:

Particulars	INR
<b>Authorised Share Capital</b>	
50,00,00,000 equity shares of INR 10 each	5,00,00,00,000
<b>Total</b>	<b>5,00,00,00,000</b>
<b>Issued, Subscribed and Paid-up Capital</b>	
47,10,28,050 equity shares of INR 10 each	4,71,02,80,500
<b>Total</b>	<b>4,71,02,80,500</b>

The Transferor Company 4 is a wholly owned subsidiary of the Demerged Company 1. The equity shares of the Transferor Company 4 are not listed on any Stock Exchange in India or elsewhere.

- 2.5 The share capital structure of the Transferor Company 5 as on 18 May 2017 is as follows :

Particulars	INR
<b>Authorised Share Capital</b>	
30,00,000 equity shares of INR 10 each	3,00,00,000
<b>Total</b>	<b>3,00,00,000</b>
<b>Issued, Subscribed and Paid-up Capital</b>	
25,10,000 equity shares of INR 10 each	2,51,00,000
<b>Total</b>	<b>2,51,00,000</b>

The Transferor Company 5 is a wholly owned subsidiary of the Transferee Company 3. The equity shares of the Transferor Company 5 are not listed on any Stock Exchange in India or elsewhere.

- 2.6 The share capital structure of the Demerged Company 1/ Transferee Company 1 as on 18 May 2017 is as follows:

Particulars	INR
<b>Authorised Share Capital</b>	
15,00,00,000 equity shares of INR 10 each	1,50,00,00,000
<b>Total</b>	<b>1,50,00,00,000</b>
<b>Issued Capital</b>	
13,88,57,015 equity shares of INR 10 each	138,85,70,150
<b>Total</b>	<b>138,85,70,150</b>
<b>Subscribed and Paid-up Capital</b>	
13,25,57,043 equity shares of INR 10 each	1,32,55,70,430*
<b>Total</b>	<b>1,32,55,70,430</b>

\*excluding paid up amount of INR 65,56,021 for forfeited shares.

The equity shares of the Demerged Company 1/ Transferee Company 1 are listed on the Stock Exchanges and the Demerged Company GDRs are listed on the Luxembourg Stock Exchange. The issued, subscribed and paid up capital includes 10,732 equity shares represented by 10,732 Demerged Company 1 GDRs as on 18 May 2017.

- 2.7 The share capital structure of the Resulting Company 1 as on 18 May 2017 is as follows:

Particulars	INR
<b>Authorised Share Capital</b>	
1,25,00,00,000 equity shares of INR 10 each	12,50,00,00,000
<b>Total</b>	<b>12,50,00,00,000</b>
<b>Issued, Subscribed and Paid-up Capital</b>	
1,20,34,41,049 equity shares of INR 10 each	12,03,44,10,490
<b>Total</b>	<b>12,03,44,10,490</b>

The Resulting Company 1 is a wholly owned subsidiary of the Transferor Company 1. The equity shares of the Resulting Company 1 are not listed on any Stock Exchange in India or elsewhere.

- 2.8 The share capital structure of the Resulting Company 2 as on 18 May 2017 is as follows:

Particulars	INR
<b>Authorised Share Capital</b>	
50,000 equity shares of INR 10 each	5,00,000
<b>Total</b>	<b>5,00,000</b>
<b>Issued, Subscribed and Paid-up Capital</b>	
50,000 equity shares of INR 10 each	5,00,000
<b>Total</b>	<b>5,00,000</b>

The Resulting Company 2 is a wholly owned subsidiary of the Demerged Company 1/ Transferee Company 1. The equity shares of the Resulting Company 2 are not listed on any Stock Exchange in India or elsewhere.

- 2.9 The share capital structure of the Resulting Company 3/ Transferee Company 2 as on 18 May 2017 is as follows:

Particulars	INR
<b>Authorised Share Capital</b>	
50,000 equity shares of INR 10 each	5,00,000
<b>Total</b>	<b>5,00,000</b>
<b>Issued, Subscribed and Paid-up Capital</b>	
50,000 equity shares of INR 10 each	5,00,000
<b>Total</b>	<b>5,00,000</b>

The Resulting Company 3/ Transferee Company 2 is a wholly owned subsidiary of the Demerged Company 1/ Transferee Company 1. The equity shares of the Resulting Company 3/ Transferee Company 2 are not listed on any Stock Exchange in India or elsewhere. The Resulting Company 3/ Transferee Company 2 is in the process of increasing its authorised capital to INR 7,50,00,00,000.

- 2.10 The share capital structure of the Transferee Company 3 as on 18 May 2017 is as follows:

Particulars	INR
<b>Authorised Share Capital</b>	
8,00,00,00,000 equity shares of INR 10 each	80,00,00,00,000
<b>Total</b>	<b>80,00,00,00,000</b>

Particulars	INR
<b>Issued, Subscribed and Paid-up Capital</b>	
6,00,00,000 equity shares of INR 10 each	60,00,00,000
<b>Total</b>	<b>60,00,00,000</b>

The Transferee Company 3 is a subsidiary of the Demerged Company 1/ Transferee Company 1. The equity shares of the Transferee Company 3 are not listed on any Stock Exchange in India or elsewhere.

### **3. DATE OF TAKING EFFECT AND IMPLEMENTATION OF THIS SCHEME**

- 3.1 This Scheme as set out herein in its present form or with any modification(s), as may be approved or imposed or directed by the Tribunal or made as per Clause 69 of this Scheme, shall become effective from Appointed Date 1 or, where relevant Appointed Date 2 but shall be operative from the Effective Date.

## **PART - II**

### **AMALGAMATION OF TRANSFEROR COMPANY 1 WITH TRANSFEE COMPANY 1**

#### **4. TRANSFER OF ASSETS AND LIABILITIES**

- 4.1 With effect from the opening of business hours of Appointed Date 1, and subject to the provisions of this Scheme and pursuant to Section 232 of the Act and Section 2(1B) of the Income-tax Act, 1961, the Transferor Company 1 shall stand amalgamated with the Transferee Company 1 as a going concern and all assets, liabilities, contracts, arrangements, employees, Permits, licences, records, approvals, etc. of the Transferor Company 1 shall, without any further act, instrument or deed, stand transferred to and vested in or be deemed to have been transferred to and vested in the Transferee Company 1, so as to become as and from the Appointed Date 1, the assets, liabilities, contracts, arrangements, employees, Permits, licences, records, approvals, etc. of the Transferee Company 1 by virtue of, and in the manner provided in this Scheme.
- 4.2 Without prejudice to the generality of the above and to the extent applicable, unless otherwise stated herein, with effect from the Appointed Date 1:
- 4.2.1 with respect to the assets of the Transferor Company 1 that are movable in nature or are otherwise capable of being transferred by manual delivery or by paying over or endorsement and/ or delivery, the same may be so transferred by the Transferor Company 1 by operation of law without any further act or execution of an instrument with the intent of vesting such assets with the Transferee Company 1 as on the Appointed Date 1;
- 4.2.2 subject to Clause 4.2.3 below, with respect to the assets of the Transferor Company 1, other than those referred to in Clause 4.2.1 above, including all rights, title and interests in the agreements (including agreements for lease or license of the properties) investments in shares, mutual funds, bonds and any other securities, sundry debtors, outstanding loans and advances, if any, recoverable in cash or in kind or for value to be received, bank balances and deposits, if any, with Government, semi-Government, local and other authorities and bodies, customers and other persons, whether or not the same is held in the name of the Transferor Company 1, shall, without any further act, instrument or deed, be transferred to and vested in and/ or be deemed to be transferred to and vested in the Transferee Company 1, with effect from the Appointed Date 1 by operation of law as transmission, as the case may be, in favour of Transferee Company 1. With regard to the licenses of the properties, the Transferee Company 1 will enter into novation agreements, if it is so required;
- 4.2.3 without prejudice to the aforesaid, all the immovable property (including but not limited to the land, buildings, offices, factories, sites, tenancy rights related thereto, and other immovable property, including accretions and appurtenances), whether or not included in the books of the Transferor Company 1, whether freehold or leasehold (including but not limited to any other document of title,

- rights, interest and easements in relation thereto, and any shares in cooperative housing societies associated with such immoveable property) shall stand transferred to and be vested in the Transferee Company 1, as successor to the Transferor Company 1, without any act or deed to be done or executed by the Transferor Company 1, as the case may be and/ or the Transferee Company 1;
- 4.2.4 all debts, liabilities, duties and obligations (debentures, bonds, notes or other debt securities) of the Transferor Company 1 shall, without any further act, instrument or deed be transferred to, and vested in, and/ or deemed to have been transferred to, and vested in, the Transferee Company 1, so as to become on and from the Appointed Date 1, the debts, liabilities, duties and obligations of the Transferee Company 1 on the same terms and conditions as were applicable to the Transferor Company 1, and it shall not be necessary to obtain the consent of any Person who is a party to contract or arrangement by virtue of which such liabilities have arisen in order to give effect to the provisions of this Clause 4;
- 4.2.5 the vesting of the entire undertaking of the Transferor Company 1, as aforesaid, shall be subject to the Encumbrances, if any, over or in respect of any of the assets or any part thereof, provided however that such Encumbrances shall be confined only to the relevant assets of Transferor Company 1 or part thereof on or over which they are subsisting on and no such Encumbrances shall extend over or apply to any other asset(s) of Transferee Company 1. Any reference in any security documents or arrangements (to which Transferor Company 1 is a party) related to any assets of Transferor Company 1 shall be so construed to the end and intent that such security shall not extend, nor be deemed to extend, to any of the other asset(s) of Transferee Company 1. Similarly, Transferee Company 1 shall not be required to create any additional security over assets vested under this Scheme for any loans, debentures, deposits or other financial assistance already availed of /to be availed of by it, and the Encumbrances in respect of such indebtedness of Transferee Company 1 shall not extend or be deemed to extend or apply to the assets so vested;
- 4.2.6 Taxes, if any, paid or payable by the Transferor Company 1 after the Appointed Date 1 shall be treated as paid or payable by the Transferee Company 1 and the Transferee Company shall be entitled to claim the credit, refund or adjustment for the same as may be applicable;
- 4.2.7 if the Transferor Company 1 is entitled to any unutilized credits (including balances or advances), benefits, subsidies, grants, special status and other benefits or privileges of whatsoever nature under the incentive schemes and policies including tax holiday or concessions under any Tax Laws or Applicable Laws, the Transferee Company 1 shall be entitled as an integral part of the Scheme to claim such benefit or incentives or unutilised credits as the case may be automatically without any specific approval or permission;
- 4.2.8 upon Part II of the Scheme becoming effective, the Transferor Company 1 and / or the Transferee Company 1 shall have the right to revise their respective financial statements and returns along with prescribed forms, filings and annexures under the Tax Laws and to claim refunds and/ or credit for Taxes paid and for matters incidental thereto, if required, to give effect to the provisions of the Scheme;
- 4.2.9 it is hereby clarified that in case of any refunds, benefits, incentives, grants, subsidies, etc., the Transferor Company 1, shall, if so required by the Transferee Company 1, issue notices in such form as the Transferee Company 1 may deem fit and proper stating that pursuant to the Tribunal having sanctioned this Scheme under Sections 230 to 232 of the Act, the relevant refund, benefit, incentive, grant, subsidies, be paid or made good or held on account of the Transferee Company 1, as the person entitled thereto, to the end and intent that the right of the Transferor Company 1, to recover or realise the same, stands transferred to the Transferee Company 1 and that appropriate entries should be passed in their respective books to record the aforesaid changes;

- 4.2.10 On and from the Effective Date and till such time that the name of the bank accounts of the Transferor Company 1 has been replaced with that of the Transferee Company 1, the Transferee Company 1 shall be entitled to maintain and operate the bank accounts of the Transferor Company 1 in the name of the Transferor Company 1 and for such time as may be determined to be necessary by the Transferee Company 1. All cheques and other negotiable instruments, payment orders received or presented for encashment which are in the name of the Transferor Company 1 after the Effective Date shall be accepted by the bankers of the Transferee Company 1 and credited to the account of the Transferee Company 1, if presented by the Transferee Company 1; and
- 4.2.11 without prejudice to the foregoing provisions of Clause 4.2 the Transferor Company 1, and the Transferee Company 1 shall be entitled to apply to the Appropriate Authorities as are necessary under any law for such consents, approvals and sanctions which the Transferee Company 1 may require and execute any and all instruments or documents and do all the acts and deeds as may be required, including filing of necessary particulars and/ or modification(s) of charge, with the concerned RoC or filing of necessary applications, notices, intimations or letters with any authority or Person, to give effect to the above provisions.

## 5. PERMITS

With effect from the Appointed Date 1, all the Permits held or availed of by, and all rights and benefits that have accrued to, the Transferor Company 1, pursuant to the provisions of Section 232 of the Act, shall without any further act, instrument or deed, be transferred to, and vest in, or be deemed to have been transferred to, and vested in, and be available to, the Transferee Company 1 so as to become as and from the Appointed Date 1, the Permits, estates, assets, rights, title, interests and authorities of the Transferee Company 1 and shall remain valid, effective and enforceable on the same terms and conditions to the extent permissible in Applicable Laws. Upon the Effective Date and until the Permits are transferred, vested, recorded, effected, and/ or perfected, in the record of the Appropriate Authority, in favour of the Transferee Company 1, the Transferee Company 1 is authorized to carry on business in the name and style of the Transferor Company 1, and under the relevant license and/ or permit and/ or approval, as the case may be, and the Transferee Company 1 shall keep a record and/ or account of such transactions.

## 6. CONTRACTS

- 6.1 Subject to the other provisions of the Scheme, all contracts, deeds, bonds, agreements, arrangements and other instruments of whatsoever nature, subsisting or having effect on or immediately before the Appointed Date 1, to which the Transferor Company 1, is a party shall remain in full force and effect against or in favour of the Transferee Company 1 and shall be binding on and be enforceable by and against the Transferee Company 1 as fully and effectually as if the Transferee Company 1 had at all material times been a party thereto. The Transferee Company 1 will, if required, enter into novation agreement(s) in relation to such contracts, deeds, bonds, agreements, arrangements and other instruments as stated above. Any *inter-se* contract between the Transferor Company 1, on the one hand, and the Transferee Company 1 on the other hand, shall stand cancelled and cease to operate upon the effectiveness of Part II of this Scheme.
- 6.2 Without prejudice to the other provisions of this Scheme and notwithstanding the fact that vesting of the assets and liabilities of the Transferor Company 1 occurs by virtue of this Scheme, the Transferee Company 1 may, at any time in accordance with the provisions hereof, if so required under any Applicable Law or otherwise, take such actions and execute such deeds (including deeds of adherence), confirmations, other writings or tripartite arrangements with any party to any contract or arrangement to which the Transferor Company 1, is a party or any writings as may be necessary in order to give effect to the provisions of this Scheme. The Transferee Company 1 shall under the provisions of this Scheme, be deemed to be authorized to execute any such writings on behalf of the Transferor Company 1, to carry out or perform all such formalities or compliances referred to above on the part of the Transferor Company 1.



- 6.3 On and from the Effective Date, and thereafter, the Transferee Company 1 shall be entitled to complete and enforce all pending contracts and transactions and to accept stock returns and issue credit notes in respect of the Transferor Company 1 in the name of the Transferor Company 1 in so far as may be necessary until the transfer of rights and obligations of the Transferor Company 1, to the Transferee Company 1 under this Scheme has been given effect to under such contracts and transactions.

## 7. EMPLOYEES

Upon this Scheme coming into effect and with effect from the Effective Date, the Transferee Company 1 undertakes to engage all the employees of the Transferor Company 1 on the terms and conditions not less favourable than those on which they are engaged by the Transferor Company 1 without any interruption of service as a result of the amalgamation of the Transferor Company 1 with the Transferee Company 1. The Transferee Company 1 also agrees that the services of all such employees with the Transferor Company 1 prior to the amalgamation of the Transferor Company 1 with the Transferee Company 1 shall be taken into account for the purposes of all existing benefits to which the said employees may be eligible, including for the purpose of payment of any retrenchment compensation, gratuity and other retiral/ terminal benefits.

## 8. LEGAL PROCEEDINGS

If any suit, cause of actions, appeal or other legal, quasi-judicial, arbitral or other administrative proceedings of whatever nature (hereinafter called the “**Proceedings**”) by or against the Transferor Company 1 is pending on the Effective Date, the same shall not abate, be discontinued or be in any way prejudicially affected by reason of the amalgamation or of anything contained in this Scheme, but the Proceedings may be continued, prosecuted and enforced by or against the Transferee Company 1 in the same manner and to the same extent as it would or might have been continued, prosecuted and enforced by or against the Transferor Company 1 as if this Scheme had not been made. On and from the Effective Date, the Transferee Company 1 may initiate any legal proceeding for and on behalf of the Transferor Company 1.

## 9. CONSIDERATION

- 9.1 The Transferor Company 1 is a wholly owned subsidiary of the Transferee Company 1 and therefore there shall be no issue of shares by the Transferee Company 1 in this regard as consideration for the amalgamation of Transferor Company 1 into Transferee Company 1.
- 9.2 Upon Part II of the Scheme coming into effect, all equity shares of the Transferor Company 1 held by the Transferee Company 1 (held either directly or through its nominees) shall stand cancelled without any further application, act or deed.

## 10. ACCOUNTING TREATMENT BY THE TRANSFEE COMPANY 1 IN RESPECT OF ASSETS AND LIABILITIES

The Transferee Company 1 shall account for the Scheme in its books/ financial statements upon receipt of all relevant/ requisite approvals for the Scheme in accordance with "Indian Accounting Standard (Ind-AS)" notified under the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time including as provided herein below :

- 10.1 The Transferee Company 1 shall record the assets and liabilities of Transferor Company 1, transferred to and vested in it pursuant to this Scheme at their respective carrying values as appearing in the books of the Transferor Company 1.
- 10.2 The Transferee Company 1 shall preserve the identity of the reserves of the Transferor Company 1 transferred to and vested in it and shall record in its books in the same form in which they appear in the books of the Transferor Company 1.
- 10.3 The shares held by the Transferee Company 1 in the Transferor Company 1 on the Effective Date shall be cancelled and the amount of such investment cancelled shall be adjusted to Capital Reserve.

- 10.4 No new shares will be issued or allotted by the Transferee Company 1 pursuant to this Scheme.
- 10.5 Loans and advances, receivables, payables and other dues outstanding between the Transferor Company 1 and the Transferee Company 1 will stand cancelled and there shall be no further obligation/ outstanding in that behalf.

The difference being the Net Assets transferred to Transferee Company 1 pursuant to Clause 10.1 as reduced by Reserves recorded in Transferee Company 1 pursuant to Clause 10.2 and after giving effect to inter-company balances as per Clause 10.5, shall be adjusted to Capital Reserve of the Transferee Company 1.

For the purpose of this Clause 10, “Net Assets” would mean difference between the carrying value of assets and liabilities.

#### 11. VALIDITY OF EXISTING RESOLUTIONS, ETC.

Upon the coming into effect of Part II of this Scheme, the resolutions and power of attorney of/ executed by the Transferor Company 1, as are considered necessary by the Board of the Transferee Company 1, and that are valid and subsisting on the Effective Date, shall continue to be valid and subsisting and be considered as resolutions and power of attorney passed/ executed by the Transferee Company 1, and if any such resolutions have any monetary limits approved under the provisions of the Act, or any other applicable statutory provisions, then said limits as are considered necessary by the Board of the Transferee Company 1 shall be added to the limits, if any, under like resolutions passed by the Transferee Company 1 and shall constitute the aggregate of the said limits in the Transferee Company 1.

### PART - III

#### DEMERGER AND VESTING OF THE GENERATION UNDERTAKING

#### 12. DEMERGER AND VESTING OF THE GENERATION UNDERTAKING

- 12.1 Immediately on Part II of the Scheme becoming effective and with effect from the opening business hours of Appointed Date 2, and subject to the provisions of this Scheme and pursuant to Sections 230 to 232 of the Act and Section 2(19AA) of the Income-tax Act, 1961, the Generation Undertaking along with all its assets, liabilities, contracts, arrangements, employees, Permits, licences, records, approvals, etc. shall, without any further act, instrument or deed, be demerged from Demerged Company 1 and transferred to and be vested in or be deemed to have been vested in the Resulting Company 1 as a going concern so as to become as and from the Appointed Date 2, the assets, liabilities, contracts, arrangements, employees, Permits, licences, records, approvals, etc. of the Resulting Company 1 by virtue of, and in the manner provided in this Scheme. It is clarified that assets forming part of the licensed power distribution business of the Demerged Company 1 do not constitute the Generation Undertaking and shall not be transferred as part of the Generation Undertaking. The fixed assets pertaining to the Generation Undertaking are more particularly set out in Schedule I hereto.
- 12.2 In respect of such of the assets and properties forming part of the Generation Undertaking as are movable in nature or are otherwise capable of transfer by delivery or possession, or by endorsement and/ or delivery, the same shall stand transferred by the Demerged Company 1 upon coming into effect of this Scheme and shall, *ipso facto* and without any other order to this effect, become the assets and properties of the Resulting Company 1.
- 12.3 subject to Clause 12.4 below, with respect to the assets of the Generation Undertaking, other than those referred to in Clause 12.2 above, including all rights, title and interests in the agreements (including agreements for lease or license of the properties), investments in shares, mutual funds, bonds and any other securities, sundry debtors, claims from customers or otherwise, outstanding loans and advances, if any, recoverable in cash or in kind or for value to be received, bank balances and deposits, if any, with Government, semi-Government, local and other authorities and bodies, customers and other persons, whether or not the same is held in the name of the Demerged Company 1, shall, without any further act, instrument or deed, be transferred to and

vested in and/ or be deemed to be transferred to and vested in the Resulting Company 1, with effect from the Appointed Date 2 by operation of law as transmission or as the case may be in favour of Resulting Company 1. With regard to the licenses of the properties, the Resulting Company 1 will enter into novation agreements, if it is so required.

- 12.4 Without prejudice to the aforesaid, the Generation Undertaking, including all immoveable property, whether or not included in the books of the Demerged Company 1, whether freehold or leasehold (including but not limited to land, buildings, sites, tenancy rights related thereto, and immovable properties and any other document of title, rights, interest and easements in relation thereto) of the Generation Undertaking shall stand transferred to and be vested in the Resulting Company 1, without any act or deed to be done or executed by the Demerged Company 1 and/ or the Resulting Company 1.
- 12.5 notwithstanding anything contained in this Scheme, the immovable properties of the Demerged Company 1 situated within such states in relation to the Generation Undertaking as the Resulting Company 1 may determine, whether owned or leased, for the purpose inter alia of payment of stamp duty, and vesting unto the Resulting Company 1 and if the Resulting Company 1 so decide, the concerned parties, whether executed before or after the Effective Date, shall execute and register or cause so to be done, separate deeds of conveyance or deeds of assignment of lease, as the case may be, in favour of the Resulting Company 1 in respect of such immovable properties. Each of the immovable properties, only for the payment of stamp duty, shall be deemed to be conveyed at a consideration being the fair market value of such properties (arrived at by a government approved independent valuer). The execution of such conveyance shall form an integral part of the Scheme.
- 12.6 The Demerged Company 1 shall, at its sole discretion but without being obliged, give notice in such form as it may deem fit and proper, to such Persons, as the case may be, that the said debt, receivable, bill, credit, loan, advance or deposit stands transferred to and vested in the Resulting Company 1 and that appropriate modification should be made in their respective books/ records to reflect the aforesaid changes.
- 12.7 After effectiveness of Part II of the Scheme, all debts, liabilities, loans, obligations and duties of the Demerged Company 1 as on the Appointed Date 2 and relatable to the Generation Undertaking (“**Transferred Generation Liabilities**”) shall, without any further act or deed, be and stand transferred to and be deemed to be transferred to the Resulting Company 1 to the extent that they are outstanding as on the Appointed Date 2 and the Resulting Company 1 shall meet, discharge and satisfy the same. The term “**Transferred Generation Liabilities**” shall include:
  - 12.7.1 the debts, liabilities obligations incurred and duties of any kind, nature or description (including contingent liabilities) which arise out of the activities or operations of the Generation Undertaking;
  - 12.7.2 the specific loans or borrowings (including debentures bonds, notes and other debt securities raised, incurred and utilized solely for the activities or operations of the Generation Undertaking); and
  - 12.7.3 in cases other than those referred to in Clauses 12.7.1 or 12.7.2 above, so much of the amounts of general or multipurpose borrowings, if any, of the Demerged Company 1, as stand in the same proportion which the value of the assets transferred pursuant to the demerger of the Generation Undertaking bear to the total value of the assets of the Demerged Company 1 immediately prior to the Appointed Date 2.

However, the tax liabilities and tax demands or refunds received or to be received by the Demerged Company 1 for a period prior to the Appointed Date 2 in relation to the Demerged Company 1 shall not be transferred as part of the Generation Undertaking to Resulting Company 1.
- 12.8 In so far as any Encumbrance in respect of Transferred Generation Liabilities is concerned, such Encumbrance shall, without any further act, instrument or deed being required to be modified and, if so agreed, shall be extended to and shall operate over the assets of the Resulting Company 1. For the avoidance of doubt, it is

hereby clarified that in so far as the assets comprising the Remaining Business are concerned, the Encumbrance, if any, over such assets relating to the Transferred Generation Liabilities, without any further act, instrument or deed being required, be released and discharged from the obligations and Encumbrances relating to the same. Further, in so far as the assets comprised in the Generation Undertaking are concerned, the Encumbrance over such assets relating to any loans, borrowings or other debts which are not transferred to the Resulting Company 1 pursuant to this Scheme and which shall continue with the Demerged Company 1, shall without any further act or deed be released from such Encumbrance and shall no longer be available as security in relation to such liabilities.

- 12.9 Taxes, if any, paid or payable by the Demerged Company 1 after the Appointed Date 2 and specifically pertaining to Generation Undertaking shall be treated as paid or payable by the Resulting Company 1 and the Resulting Company 1 shall be entitled to claim the credit, refund or adjustment for the same as may be applicable.
- 12.10 If the Demerged Company 1 is entitled to any unutilized credits (including balances or advances), benefits under the incentive schemes and policies including tax holiday or concessions relating to the Generation Undertaking under any Tax Laws or Applicable Laws, the Resulting Company 1 shall be entitled as an integral part of the Scheme to claim such benefit or incentives or unutilised credits as the case may be without any specific approval or permission.
- 12.11 Upon Part III of the Scheme becoming effective, the Demerged Company 1 and the Resulting Company 1 shall have the right to revise their respective financial statements and returns along with prescribed forms, filings and annexures under the Tax Laws and to claim refunds and/or credit for Taxes paid and for matters incidental thereto, if required, to give effect to the provisions of the Scheme.
- 12.12 Subject to clause 16.2 and any other provisions of the Scheme, any refunds, benefits, incentives, grants, subsidies in relation to or in connection with the Generation Undertaking, the Demerged Company 1 shall, if so required by the Resulting Company 1, issue notices in such form as the Resulting Company 1 may deem fit and proper stating that pursuant to the Tribunal having sanctioned this Scheme, the relevant refund, benefit, incentive, grant, subsidies, be paid or made good or held on account of the Resulting Company 1, as the person entitled thereto, to the end and intent that the right of the Demerged Company 1 to recover or realise the same, stands transferred to the Resulting Company 1 and that appropriate entries should be passed in their respective books to record the aforesaid changes.
- 12.13 On and from the Effective Date and till such time that the name of the bank accounts of the Demerged Company 1, in relation to or in connection with the Generation Undertaking, have been replaced with that of the Resulting Company 1, the Resulting Company 1 shall be entitled to maintain and operate the bank accounts of the Demerged Company 1, in the name of the Demerged Company 1 for such time as may be determined to be necessary by the Resulting Company 1. All cheques and other negotiable instruments, payment orders received or presented for encashment which are in the name of the Demerged Company 1, in relation to or in connection with the Generation Undertaking, after the Effective Date shall be accepted by the bankers of the Resulting Company 1 and credited to the account of the Resulting Company 1, if presented by the Resulting Company 1.
- 12.14 Without prejudice to the provisions of the foregoing sub clauses of this Clause 12, and upon the effectiveness of Part III of this Scheme, the Demerged Company 1 and the Resulting Company 1 shall be entitled to apply to the Appropriate Authorities as are necessary under any law for such consents, approvals and sanctions which the Resulting Company 1 may require and execute any and all instruments or documents and do all the acts and deeds as may be required, including filing of necessary particulars and/ or modification(s) of charge, with the concerned RoC or filing of necessary applications, notices, intimations or letters with any authority or Person to give effect to the Scheme.

### **13. PERMITS**

- 13.1 With effect from the Appointed Date 2, Permits relating to the Generation Undertaking shall be transferred to and vested in the Resulting Company 1 and the concerned licensor and grantors of such Permits shall endorse where necessary, and record the Resulting Company 1 on such Permits so as to empower and facilitate the approval and vesting of the Generation Undertaking in the Resulting Company 1 and continuation of operations pertaining to the Generation Undertaking in the Resulting Company 1 without any hindrance, and shall stand transferred to and vested in and shall be deemed to be transferred to and vested in the Resulting Company 1 without any further act or deed and shall be appropriately mutated by the Appropriate Authorities concerned therewith in favour of the Resulting Company 1 as if the same were originally given by, issued to or executed in favour of the Resulting Company 1 and the Resulting Company 1 shall be bound by the terms thereof, the obligations and duties thereunder and the rights and benefits under the same shall be available to the Resulting Company 1.
- 13.2 The benefit of all Permits pertaining to the Generation Undertaking shall without any other order to this effect, transfer and vest into and become available to the Resulting Company 1 pursuant to the sanction of this Scheme.

### **14. CONTRACTS**

- 14.1 Subject to the other provisions of this Scheme, all contracts, deeds, bonds, agreements, arrangements and other instruments in relation to the Generation Undertaking, to which the Demerged Company 1 is a party and which is subsisting or having effect on or immediately before the Appointed Date 2 shall remain in full force and effect against or in favour of the Resulting Company 1 and shall be binding on and be enforceable by and against the Resulting Company 1 as fully and effectually as if the Resulting Company 1 had at all material times been a party or beneficiary or obligee thereto. The Resulting Company 1 will, if required, enter into a novation agreement in relation to such contracts, deeds, bonds, agreements, arrangements and other instruments as stated above and, if required, cause such contracts, deeds, bonds, agreements, arrangements and other instruments as stated above to be formally taken on record/ recognised by the Appropriate Authorities.
- 14.2 Without prejudice to the other provisions of this Scheme and notwithstanding the fact that vesting of the Generation Undertaking occurs by virtue of this Scheme, the Resulting Company 1 may, at any time after the coming into effect of this Scheme, in accordance with the provisions hereof, if so required under any Applicable Law or otherwise, take such actions and execute such deeds (including deeds of adherence), confirmations, other writings or tripartite arrangements with any party to any contract or arrangement to which the Demerged Company 1 is a party or any writings as may be necessary in order to give effect to the provisions of this Scheme. With effect from the Appointed Date 2, the Resulting Company 1 shall under the provisions of this Scheme, be deemed to be authorized to execute any such writings on behalf of the Demerged Company 1 to carry out or perform all such formalities or compliances referred to above on the part of the Demerged Company 1.
- 14.3 Without prejudice to the aforesaid and notwithstanding any other provision of this Scheme, the Demerged Company 1 shall continue to procure/ purchase electricity from the Resulting Company 1 including the generating stations vested with the Resulting Company 1 as part of the Generation Undertaking, in accordance with the terms and conditions that are in line with the existing arrangement read with the tariff orders passed from time to time by Appropriate Authorities, between the Demerged Company 1 and the Resulting Company 1 including the generating stations vested therein. Accordingly, power purchase agreements/ arrangements will be modified / executed to reflect the aforesaid, which will be binding upon each of the parties and, if required, the Resulting Company 1 or the Demerged Company 1 as may be appropriate, cause such contracts, agreements, arrangements and other instruments to be taken on record/recognised by the Appropriate Authorities.
- 14.4 On and from the Effective Date, and thereafter, the Resulting Company 1 shall be entitled to enforce all pending contracts and transactions and to accept stock returns and issue credit notes in respect of the Demerged Company 1, in relation to or in connection with the Generation Undertaking, in the name of the Resulting Company 1

in so far as may be necessary until the transfer of rights and obligations of the Generation Undertaking to the Resulting Company 1 under this Scheme have been given effect to under such contracts and transactions.

## **15. EMPLOYEES**

- 15.1 Upon the effectiveness of Part III of this Scheme and with effect from the Effective Date, the Resulting Company 1 undertakes to engage, without any interruption in service, all employees of the Demerged Company 1, engaged in or in relation to the Generation Undertaking, on the terms and conditions not less favourable than those on which they are engaged by the Demerged Company 1. The Resulting Company 1 undertakes to continue to abide by any agreement/ settlement or arrangement, if any, entered into or deemed to have been entered into by the Demerged Company 1 with any of the aforesaid employees or union representing them. The Resulting Company 1 agrees that the services of all such employees with the Demerged Company 1 prior to the demerger shall be taken into account for the purposes of all existing benefits to which the said employees may be eligible, including for the purpose of payment of any retrenchment compensation, gratuity and other retiral/ terminal benefits. The decision on whether or not an employee is part of the Generation Undertaking, be decided by the Demerged Company 1, and shall be final and binding on all concerned.
- 15.2 The accumulated balances, if any, standing to the credit of the aforesaid employees in the existing gratuity fund and superannuation fund of which they are members, as the case may be, will be transferred respectively to such gratuity fund and superannuation funds nominated by the Resulting Company 1 and/ or such new gratuity fund and superannuation fund to be established in accordance with Applicable Law and caused to be recognized by the Appropriate Authorities, by the Resulting Company 1. Pending the transfer as aforesaid, the gratuity fund and superannuation fund dues of the said employees would be continued to be deposited in the existing gratuity fund and superannuation fund respectively of the Demerged Company 1.
- 15.3 In so far as provident fund is concerned, the balances standing to the credit of the said employees in the existing provident fund of the Demerged Company 1 shall be retained in such provident fund and such provident fund shall be continued for the benefit of: (a) the said employees who are transferred to the Resulting Company 1, as aforesaid, and (b) other employees of the Demerged Company 1. In relation to said employees being transferred, the Resulting Company 1 shall stand substituted for the Demerged Company 1, for all purposes whatsoever, including relating to the obligation to make contributions to the said fund in accordance with the provisions thereof. The rules of such existing provident fund shall stand amended accordingly. The employees of the Demerged Company 1 engaged in or in relation to the Generation Undertaking who are transferred to the Resulting Company 1, as aforesaid, shall be deemed to constitute a separate class of employees of the Resulting Company 1 for the purpose of compliance with the provisions of the Employees Provident Fund and Miscellaneous Provisions Act, 1952.

## **16. LEGAL PROCEEDINGS**

- 16.1 Upon the coming into effect of this Scheme, proceedings relating to the Generation Undertaking shall not abate or be discontinued or be in any way prejudicially affected by reason of this Scheme or by anything contained in this Scheme but shall be continued and be enforced by or against the Resulting Company 1 with effect from the Effective Date in the same manner and to the same extent as would or might have been continued and enforced by or against the Demerged Company 1.
- 16.2 The Resulting Company 1: (a) shall be replaced/ added as party to such proceedings relating to the Generation Undertaking; and (b) shall prosecute or defend such proceedings at its own cost and the liability of the Demerged Company 1 shall consequently stand nullified. Notwithstanding anything to the contrary contained in the Scheme, all proceedings before the West Bengal Electricity Regulatory Commission or the Appellate Tribunal for Electricity pertaining to a period prior to the Appointed Date 2 or any appeal, review or any proceeding after the Appointed Date 2 arising therefrom shall continue to be enforced by or against the Demerged Company 1 and the Demerged Company 1 shall prosecute or defend such proceedings at its own cost and liability. For the avoidance of doubt, it is clarified that only the Demerged Company 1 shall be liable for the result of such order



or judgment including any relief or positive impact/benefit or adverse impact/liability accruing from such order or judgment. It is clarified that except, as otherwise provided herein, the Demerged Company 1 shall in no event be responsible or liable in relation to any proceedings relating to the Generation Undertaking that stand transferred to the Resulting Company 1.

## 17. CONSIDERATION

- 17.1 After effectiveness of Part II of the Scheme and upon Part III of the Scheme coming into effect and in consideration of and subject to the provisions of this Scheme, the Resulting Company 1 shall, without any further application, act, deed, consent, acts, instrument or deed, issue and allot, on a proportionate basis to each shareholder of the Demerged Company 1, 5 (five) fully paid up equity shares of INR 10 (Indian Rupees Ten) each of the Resulting Company 1 ("**Generation Undertaking New Equity Shares**") for every 10 equity shares of the Demerged Company 1 held by such shareholder whose name is recorded in the register of members and records of the depository as members of the Demerged Company 1 as on the Record Date;
- 17.2 The equity shares of the Resulting Company 1 to be issued and allotted as provided in Clause 17.1 above shall be subject to the provisions of the memorandum of association and articles of association of Resulting Company 1, as the case may be, and shall rank *pari passu* in all respects with any existing equity shares of Resulting Company 1, as the case may be, after the Effective Date including with respect to dividend, bonus, right shares, voting rights and other corporate benefits attached to the equity shares of Resulting Company 1.
- 17.3 In case any shareholder's shareholding in the Demerged Company 1 is such that such shareholder becomes entitled to a fraction of an equity share of the Resulting Company 1, the Resulting Company 1 shall not issue fractional share certificate to such shareholder but shall consolidate such fractions and round up the aggregate of such fractions to the next whole number and issue and allot the consolidated shares directly to a trustee nominated by the Board of Resulting Company 1 in that behalf, who shall sell such shares in the market at such price or prices and on such time or times as the trustee may in its sole discretion decide and on such sale, shall pay to the Resulting Company 1, the net sale proceeds (after deduction of applicable taxes and other expenses incurred), whereupon the Resulting Company 1 shall, subject to withholding tax, if any, distribute such sale proceeds to the concerned shareholders of Demerged Company 1 in proportion to their respective fractional entitlements so sold by the trustee.
- 17.4 The issue and allotment of equity shares as provided in Clause 17.1, is an integral part hereof and shall be deemed to have been carried out under the orders passed by the Tribunal without requiring any further act on the part of the Resulting Company 1 or the Demerged Company 1 or their shareholders and as if the procedure laid down under the Act and such other Applicable Laws as may be applicable were duly complied with. It is clarified that the approval of the members and creditors of the Resulting Company 1 and/ or the Demerged Company 1 to this Scheme, shall be deemed to be their consent/ approval for the issue and allotment of equity shares, as the case may be, pursuant to the aforesaid Clause 17.1.
- 17.5 The equity shares issued pursuant to Clause 17.1 shall be in dematerialized form unless otherwise notified in writing by a shareholder of the Demerged Company 1 to the Resulting Company 1 on or before such date as may be determined by the Board of Demerged Company 1. In the event that such notice has not been received by Resulting Company 1 in respect of any of the shareholders of Demerged Company 1, the equity shares, shall be issued to such shareholders in dematerialized form provided that the shareholders of Demerged Company 1 shall be required to have an account with a depository participant and shall be required to provide details thereof and such other confirmations as may be required. In the event that Resulting Company 1 has received notice from any shareholder that the equity shares are to be issued in physical form or if any shareholder has not provided the requisite details relating to his/ her/ its account with a depository participant or other confirmations as may be required or if the details furnished by any shareholder do not permit electronic credit of the shares of Resulting Company 1, then Resulting Company 1 shall issue the equity shares in physical form to such shareholder or shareholders.



- 17.6 Resulting Company 1 shall apply for listing of its equity shares on the Stock Exchanges in terms of and in compliance of SEBI Circular and other relevant provisions as may be applicable. The equity shares allotted by the Resulting Company 1 in terms of Clause 17.1 above, pursuant to the Scheme, shall remain frozen in the depository system till listing/ trading permission is given by the designated Stock Exchange. Further, there shall be no change in the shareholding pattern of Resulting Company 1 between the Record Date and the listing of its equity shares which may affect the status of approval of the Stock Exchanges.
- 17.7 Resulting Company 1 shall enter into such arrangements and give such confirmations and/ or undertakings as may be necessary in accordance with Applicable Law for complying with the formalities of the Stock Exchanges.
- 17.8 After effectiveness of Part II of the Scheme and upon Part III of the Scheme coming into effect and in consideration of and subject to the provisions of this Scheme, Resulting Company 1 shall issue to the depository of the Demerged Company 1 ("**Resulting Company 1 Depository**") in relation to the Demerged Company 1 GDRs, shares of the Resulting Company 1 in accordance with Clause 17.1. The Resulting Company 1 Depository shall hold such shares of the Resulting Company 1 on behalf of the holders of the Demerged Company 1 GDRs.
- 17.9 The Resulting Company 1 shall enter into appropriate arrangements with the Resulting Company 1 Depository appointed by the Resulting Company 1 pursuant to a deposit agreement to be entered into between the Resulting Company 1 and the Resulting Company 1 Depository ("**Resulting Company 1 Depository Agreement**"), for issuance of GDRs representing such shares ("**Resulting Company 1 GDRs**"), subject to the provisions of Clause 17.11, on pro-rata basis to holders of GDRs, in accordance with the deposit agreement entered into between the Demerged Company 1 and its depository ("**Deposit Agreement**").
- 17.10 The Resulting Company 1, the Resulting Company 1 Depository, the Demerged Company 1 and/or the existing depository of the Demerged Company 1 shall execute such further documents and take such further actions as may be deemed necessary or appropriate by the Resulting Company 1 and/or the Demerged Company 1 and the Resulting Company 1 Depository.
- 17.11 The Resulting Company 1 GDRs and the equity shares underlying the Resulting Company 1 GDRs may not be registered under the United States Securities Act of 1933, as amended (the "**Securities Act**") and the Resulting Company 1 may elect, in its sole discretion, to rely upon an exemption from the registration requirements of the Securities Act under Section 3(a)(10) thereof or any other exemption that the Resulting Company 1 may elect to rely upon. In the event the Resulting Company 1 elects to rely upon an exemption from the registration requirements of the Securities Act under Section 3(a)(10) thereof, the sanction of the Tribunal to this Scheme will be relied upon for the purpose of qualifying the issuance and distribution of the Resulting Company 1 GDRs and the equity shares of the Resulting Company 1, including, without limitation, the equity shares underlying the Resulting Company 1 GDRs, for such an exemption from the registration requirements of the Securities Act under Section 3(a)(10) thereof.
- 17.12 Notwithstanding anything contained herein, if the Board of the Resulting Company 1 determines that it is unable to issue the Resulting Company 1 GDRs due to Applicable Laws (including, without limitation, the non receipt of approvals of an Appropriate Authority as required under Applicable Law), it may elect, in its sole discretion and subject to receipt of such approvals as may be required, to enter into suitable arrangements which may include arrangements with the depository for providing for issuance of equity shares by the Resulting Company 1 to the Resulting Company 1 Depository, which represent the entitlement of the holders of the Demerged Company 1 GDRs. If the above cannot be effected for any reason, the Resulting Company 1 and the Demerged Company 1 shall ensure that this does not delay implementation of the Scheme; and shall, in consultation with each other, take all such actions as may be necessary, including sale of such number of shares, which represent the entitlement of the holders of the Demerged Company 1 GDRs, and thereafter, to remit net sales proceeds (after deduction of applicable taxes and expenses incurred), without delay to the effectiveness or implementation of the Scheme. The Resulting Company 1, the Demerged Company 1 and/ or the Resulting Company 1 Depository

shall execute such further documents and take such further actions as may be necessary or appropriate in this behalf to enable the actions contemplated herein.

#### **18. ACCOUNTING TREATMENT BY THE DEMERGED COMPANY 1 AND THE RESULTING COMPANY 1 IN RESPECT OF THEIR RESPECTIVE ASSETS AND LIABILITIES**

The Demerged Company 1 and Resulting Company 1 shall account for the Scheme in their respective books/ financial statements upon receipt of all relevant/ requisite approvals for the Scheme in accordance with applicable Indian Accounting Standards (Ind-AS) notified under the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time including as provided herein below:

##### **18.1 Accounting treatment in the books of the Demerged Company 1**

- 18.1.1 The Demerged Company 1 shall reduce the carrying value of assets and liabilities pertaining to the Generation Undertaking, transferred to and vested in the Resulting Company 1 from the carrying value of assets and liabilities as appearing in its books;
- 18.1.2 Loans and advances, receivables, payables and other dues outstanding between the Demerged Company 1 and the Resulting Company 1 relating to the Generation Undertaking will stand cancelled and there shall be no further obligation / outstanding in that behalf; and
- 18.1.3 The difference, being the excess of carrying value of assets over the carrying value of liabilities of the Generation Undertaking shall be adjusted to the equity of the Demerged Company 1.

##### **18.2 Accounting treatment in the books of the Resulting Company 1**

- 18.2.1 The Resulting Company 1 shall record the assets and liabilities pertaining to the Generation Undertaking, transferred to and vested in it pursuant to this Scheme at their respective carrying values as appearing in the books of the Demerged Company 1;
- 18.2.2 Loans and advances, receivables, payables and other dues outstanding between the Demerged Company 1 and the Resulting Company 1 relating to the Generation Undertaking will stand cancelled and there shall be no further obligation / outstanding in that behalf;
- 18.2.3 The Resulting Company 1 shall credit to its share capital in its books of account, the aggregate face value of the equity shares issued by it to the members of the Demerged Company 1 pursuant to Clause 17.1 of this Scheme; and
- 18.2.4 The difference being the Net Assets transferred from Demerged Company 1 pursuant to Clause 18.2.1 as reduced by the share capital issued pursuant to Clause 18.2.3 after giving effect to inter-company balances as per Clause 18.2.2, shall be adjusted to Capital Reserve of the Resulting Company 1.

For the purpose of this Clause 18, "Net Assets" would mean difference between the carrying value of assets and liabilities.

### **PART - IV**

#### **DEMERGER AND VESTING OF THE RETAIL UNDERTAKINGS**

##### **19. DEMERGER AND VESTING OF THE RETAIL UNDERTAKINGS**

- 19.1 Immediately on Part II of the Scheme becoming effective and with effect from the opening business hours of Appointed Date 1, and subject to the provisions of this Scheme and pursuant to Sections 230 to 232 of the Act and Section 2(19AA) of the Income-tax Act, 1961, the Retail Undertakings along with all its assets, liabilities, contracts, arrangements, employees, Permits, licences, records, approvals, etc. shall, without any further act, instrument or deed, be demerged from the Demerged Companies and transferred to and be vested in or be deemed to have been vested in the Resulting Company 2 as a going concern so as to become as and from the Appointed Date 1, the assets, liabilities, contracts, arrangements, employees, Permits, licences, records, approvals, etc. of the Resulting Company 2 by virtue of, and in the manner provided in this Scheme.

- 19.2 In respect of such of the assets and properties forming part of the Retail Undertakings as are movable in nature or are otherwise capable of transfer by delivery or possession, or by endorsement and/ or delivery, the same shall stand transferred by the Demerged Companies upon coming into effect of this Scheme and shall, *ipso facto* and without any other order to this effect, become the assets and properties of the Resulting Company 2.
- 19.3 Subject to Clause 19.4 below, with respect to the assets of the Retail Undertakings, other than those referred to in Clause 19.2 above, including all rights, title and interests in the agreements (including agreements for lease or license of the properties), investments in shares, mutual funds, bonds and any other securities, sundry debtors, claims from customers or otherwise, outstanding loans and advances, if any, recoverable in cash or in kind or for value to be received, bank balances and deposits, if any, with Government, semi-Government, local and other authorities and bodies, customers and other persons, whether or not the same is held in the name of the Demerged Companies, shall, without any further act, instrument or deed, be transferred to and vested in and/ or be deemed to be transferred to and vested in the Resulting Company 2, with effect from the Appointed Date 1 by operation of law as transmission or as the case may be in favour of Resulting Company 2. With regard to the licenses of the properties, the Resulting Company 2 will enter into novation agreements, if it is so required.
- 19.4 Without prejudice to the aforesaid, the Retail Undertakings, including all immoveable property, whether or not included in the books of the Demerged Companies, whether freehold or leasehold (including but not limited to land, buildings, sites, tenancy rights related thereto, and immovable properties and any other document of title, rights, interest and easements in relation thereto) of the Retail Undertakings shall stand transferred to and be vested in the Resulting Company 2, without any act or deed to be done or executed by the Demerged Companies and/ or the Resulting Company 2.
- 19.5 The Demerged Companies shall, at their sole discretion but without being obliged, give notice in such form as they may deem fit and proper, to such Persons, as the case may be, that the said debt, receivable, bill, credit, loan, advance or deposit stands transferred to and vested in the Resulting Company 2 and that appropriate modification should be made in their respective books/ records to reflect the aforesaid changes.
- 19.6 After effectiveness of Part II of the Scheme, all debts, liabilities, loans, obligations and, duties of the Demerged Companies as on the Appointed Date 1 and relatable to the Retail Undertakings (“**Transferred Retail Liabilities**”) shall, without any further act or deed, be and stand transferred to and be deemed to be transferred to the Resulting Company 2 to the extent that they are outstanding as on the Appointed Date 1 and the Resulting Company 2 shall meet, discharge and satisfy the same. The term “**Transferred Retail Liabilities**” shall include:
- 19.6.1 the debts, liabilities, obligations incurred and duties of any kind, nature or description (including contingent liabilities) which arise out of the activities or operations of the Retail Undertakings;
- 19.6.2 the specific loans or borrowings (including debentures, bonds, notes and other debt securities raised, incurred and utilized solely for the activities or operations of the Retail Undertakings); and
- 19.6.3 in cases other than those referred to in Clauses 19.6.1 or 19.6.2 above, so much of the amounts of general or multipurpose borrowings, if any, of the Demerged Companies, as stand in the same proportion which the value of the assets transferred pursuant to the demerger of Retail Undertakings bear to the total value of the assets of the respective Demerged Companies immediately prior to the Appointed Date 1.

However, the tax liabilities and tax demands or refunds received or to be received by the Demerged Companies for a period prior to the Appointed Date 1 in relation to the Demerged Companies shall not be transferred as part of the Retail Undertakings to the Resulting Company 2.

- 19.7 In so far as any Encumbrance in respect of Transferred Retail Liabilities is concerned, such Encumbrance shall, without any further act, instrument or deed being required to be modified and shall be extended to and shall operate only over the assets comprised in the Retail Undertakings which may have been encumbered in respect

of the Transferred Retail Liabilities as transferred to the Resulting Company 2 pursuant to this Scheme. For the avoidance of doubt, it is hereby clarified that in so far as the assets comprising the Remaining Undertaking are concerned, the Encumbrance, if any, over such assets relating to the Transferred Retail Liabilities, without any further act, instrument or deed being required, be released and discharged from the obligations and Encumbrances relating to the same. Further, in so far as the assets comprised in the Retail Undertaking are concerned, the Encumbrance over such assets relating to any loans, borrowings or other debts which are not transferred to the Resulting Company 2 pursuant to this Scheme and which shall continue with the Companies, shall without any further act or deed be released from such Encumbrance and shall no longer be available as security in relation to such liabilities.

- 19.8 Taxes, if any, paid or payable by the Demerged Companies after the Appointed Date 1 and specifically pertaining to Retail Undertakings shall be treated as paid or payable by the Resulting Company 2 and the Resulting Company 2 shall be entitled to claim the credit, refund or adjustment for the same as may be applicable.
- 19.9 If the Demerged Companies are entitled to any unutilized credits (including balances or advances), benefits under the incentive schemes and policies including tax holiday or concessions relating to the Retail Undertakings under any Tax Laws or Applicable Laws, the Resulting Company 2 shall be entitled as an integral part of the Scheme to claim such benefit or incentives or unutilised credits as the case may be automatically without any specific approval or permission.
- 19.10 Upon Part IV of the Scheme becoming effective, the Demerged Companies and the Resulting Company shall have the right to revise their respective financial statements and returns along with prescribed forms, filings and annexures under the Tax Laws and to claim refunds and/or credit for Taxes paid and for matters incidental thereto, if required, to give effect to the provisions of the Scheme.
- 19.11 It is hereby clarified that in case of any refunds, benefits, incentives, grants, subsidies, in relation to or in connection with the Retail Undertakings, the Demerged Companies shall, if so required by the Resulting Company 2, issue notices in such form as the Resulting Company 2 may deem fit and proper stating that pursuant to the Tribunal having sanctioned this Scheme under Sections 230 to 232 of the Act, the relevant refund, benefit, incentive, grant, subsidies, be paid or made good or held on account of the Resulting Company 2, as the person entitled thereto, to the end and intent that the right of the Demerged Companies to recover or realise the same, stands transferred to the Resulting Company 2 and that appropriate entries should be passed in their respective books to record the aforesaid changes.
- 19.12 On and from the Effective Date and till such time that the name of the bank accounts of the Demerged Companies, in relation to or in connection with the Retail Undertakings, have been replaced with that of the Resulting Company 2, the Resulting Company 2 shall be entitled to maintain and operate such bank accounts of the Demerged Companies, in the name of the Demerged Companies for such time as may be determined to be necessary by the Resulting Company 2. All cheques and other negotiable instruments, payment orders received or presented for encashment which are in the name of the Demerged Companies, in relation to or in connection with the Retail Undertakings, after the Effective Date shall be accepted by the bankers of the Resulting Company 2 and credited to the account of the Resulting Company 2, if presented by the Resulting Company 2.
- 19.13 Without prejudice to the provisions of the foregoing sub clauses of this Clause 19, and upon the effectiveness of Part IV of this Scheme, the Demerged Companies and the Resulting Company 2 shall be entitled to apply to the Appropriate Authorities as are necessary under any law for such consents, approvals and sanctions which the Resulting Company 2 may require and execute any and all instruments or documents and do all the acts and deeds as may be required, including filing of necessary particulars and/ or modification(s) of charge, with the concerned RoC or filing of necessary applications, notices, intimations or letters with any authority or Person to give effect to the Scheme.

## **20. PERMITS**

- 20.1 With effect from the Appointed Date 1, the Permits relating to Retail Undertakings shall be transferred to and vested in the Resulting Company 2 and the concerned licensor and grantors of such Permits shall endorse where necessary, and record the Resulting Company 2 on such Permits so as to empower and facilitate the approval and vesting of the Demerged Undertaking 2 in the Resulting Company 2 and continuation of operations pertaining to the Retail Undertakings in the Resulting Company 2 without any hindrance, and shall stand transferred to and vested in and shall be deemed to be transferred to and vested in the Resulting Company 2 without any further act or deed and shall be appropriately mutated by the Appropriate Authorities concerned therewith in favour of the Resulting Company 2 as if the same were originally given by, issued to or executed in favour of the Resulting Company 2 and the Resulting Company 2 shall be bound by the terms thereof, the obligations and duties thereunder and the rights and benefits under the same shall be available to the Resulting Company 2.
- 20.2 The benefit of all Permits pertaining to the Retail Undertakings shall without any other order to this effect, transfer and vest into and become available to the Resulting Company 2 pursuant to the sanction of this Scheme.

## **21. CONTRACTS**

- 21.1 Subject to the other provisions of this Scheme, all contracts, deeds, bonds, agreements, arrangements and other instruments in relation to the Retail Undertakings, to which the Demerged Companies are party and which is subsisting or having effect on or immediately before the Appointed Date 1 shall remain in full force and effect against or in favour of the Resulting Company 2 and shall be binding on and be enforceable by and against the Resulting Company 2 as fully and effectually as if the Resulting Company 2 had at all material times been a party or beneficiary or obligee thereto. The Resulting Company 2 will, if required, enter into a novation agreement in relation to such contracts, deeds, bonds, agreements, arrangements and other instruments as stated above.
- 21.2 Without prejudice to the other provisions of this Scheme and notwithstanding the fact that vesting of the Retail Undertakings occurs by virtue of this Scheme, the Resulting Company 2 may, at any time after the coming into effect of this Scheme, in accordance with the provisions hereof, if so required under any Applicable Law or otherwise, take such actions and execute such deeds (including deeds of adherence), confirmations, other writings or tripartite arrangements with any party to any contract or arrangement to which the Demerged Companies are party or any writings as may be necessary in order to give effect to the provisions of this Scheme. With effect from the Appointed Date 1 the Resulting Company 2 shall under the provisions of this Scheme, be deemed to be authorized to execute any such writings on behalf of the Demerged Companies to carry out or perform all such formalities or compliances referred to above on the part of the Demerged Companies.
- 21.3 On and from the Effective Date, and thereafter, the Resulting Company 2 shall be entitled to enforce all pending contracts and transactions and to accept stock returns and issue credit notes in respect of the Demerged Companies, in relation to or in connection with the Retail Undertakings, in the name of the Resulting Company 2 in so far as may be necessary until the transfer of rights and obligations of the Retail Undertakings to the Resulting Company 2 under this Scheme have been given effect to under such contracts and transactions.

## **22. EMPLOYEES**

- 22.1 Upon the effectiveness of Part IV of this Scheme and with effect from the Effective Date, the Resulting Company 2 undertakes to engage, without any interruption in service, all the employees of the Demerged Companies engaged in or in relation to the Retail Undertakings on the terms and conditions not less favourable than those on which they are engaged by the Demerged Companies. The Resulting Company 2 undertakes to continue to abide by any agreement/ settlement or arrangement, if any, validly entered into or deemed to have been entered into by the Demerged Company 1 or Demerged Company 2 with any of the aforesaid employees or the union representing them. The Resulting Company 2 also agrees that the services of all such employees with the Demerged Companies prior to the demerger shall be taken into account for the purposes of all existing

benefits to which the said employees may be eligible, including for the purpose of payment of any retrenchment compensation, gratuity and other retiral/ terminal benefits and to this effect the accumulated balances, if any, standing to the credit of such employees in the existing provident fund, gratuity fund and superannuation fund of which they are members will be transferred to such provident fund, gratuity fund and superannuation funds nominated by the Resulting Company 2 and/ or such new provident fund, gratuity fund and superannuation fund to be established and caused to be recognized by the Appropriate Authorities, by the Resulting Company 2. The question on whether or not an employee is part of the Retail Undertakings shall be decided by Demerged Companies and shall be final and binding on all concerned.

- 22.2 Pending the transfer as aforesaid, the provident fund, gratuity fund and superannuation fund dues of such employees would be continued to be deposited in the existing provident fund, gratuity fund and superannuation fund respectively of the Demerged Companies.

### **23. LEGAL PROCEEDINGS**

- 23.1 Upon the coming into effect of this Scheme, all the legal proceedings relating to the retail business filed by or against the Demerged Company 1 or Demerged Company 2, shall not abate or be discontinued or be in any way prejudicially affected by reason of this Scheme or by anything contained in this Scheme but shall be continued and be enforced by or against the Resulting Company 2 with effect from the Effective Date in the same manner and to the same extent as would or might have been continued and enforced by or against the Demerged Companies.
- 23.2 The Resulting Company 2: (a) shall be replaced/added as party to such proceedings; and (b) shall prosecute or defend such proceedings at its own cost and the liability of the Demerged Companies shall consequently stand nullified.
- 23.3 It is clarified that except, as otherwise provided herein, the Demerged Companies shall in no event be responsible or liable in relation to any proceedings relating to the Retail Undertakings that stand transferred to the Resulting Company 2.

### **24. CONSIDERATION**

- 24.1 After effectiveness of Part II of the Scheme and upon Part IV of the Scheme coming into effect and in consideration of and subject to the provisions of this Scheme, the Resulting Company 2 shall, without any further application, act, deed, consent, acts, instrument or deed, issue and allot:
- 24.1.1 on a proportionate basis, to each shareholder of the Demerged Company 1 whose name is recorded in the register of members and records of the depository as members of the Demerged Company 1 on the Record Date:
- in relation to the transfer and vesting of the Retail Undertaking 1 in the Resulting Company 2, 6 (six) fully paid up equity shares of INR 5 (Indian Rupees Five) each of Resulting Company 2 ("Retail Undertaking 1 New Equity Shares") for every 10 equity shares of the Demerged Company 1 held by a shareholder on the Record Date; and*
- 24.1.2 to the Demerged Company 1 being the shareholder of the Demerged Company 2, as on the Record Date:
- in relation to the transfer and vesting of the Retail Undertaking 2 in the Resulting Company 2, 5,00,000 (five lakh) fully paid up preference shares of INR 100 (Indian Rupees One hundred) each of Resulting Company 2 ("Retail Undertaking 2 New Preference Shares") for all the equity shares of the Demerged Company 2 held by the Demerged Company 1 on the terms stated in Schedule 2 to the Scheme*
- 24.2 The equity shares and the preference shares of Resulting Company 2, as the case may be, to be issued and allotted as provided in Clause 24.1 above shall be subject to the provisions of the memorandum of association



and articles of association of Resulting Company 2, and shall rank *pari passu* in all respects with the existing equity shares and preference shares (if any) of the Resulting Company 2, as the case may be, after the Effective Date including with respect to dividend, bonus, right shares, voting rights and other corporate benefits attached thereto.

- 24.3 In case any shareholder's shareholding in the Demerged Companies is such that such shareholder becomes entitled to a fraction of an equity share or preference share of Resulting Company 2, as the case may be, Resulting Company 2 shall not issue fractional share certificate to such shareholder but shall consolidate such fractions and round up the aggregate of such fractions to the next whole number and issue and allot the consolidated shares directly to a trustee nominated by the Board of Resulting Company 2 in that behalf, who shall sell such shares in the market at such price or prices and on such time or times as the trustee may in its sole discretion decide and on such sale, shall pay Resulting Company 2, the net sale proceeds (after deduction of applicable taxes and other expenses incurred), whereupon Resulting Company 2 shall, subject to withholding tax, if any, distribute such sale proceeds to the concerned shareholders of Demerged Company 1 in proportion to their respective fractional entitlements.
- 24.4 The issue and allotment of equity shares and preference shares as provided in Clause 24.1, is an integral part hereof and shall be deemed to have been carried out under the orders passed by the Tribunal without requiring any further act on the part of Resulting Company 2 or Demerged Company 1 and Demerged Company 2 or their shareholders and as if the procedure laid down under the Act and such other Applicable Laws as may be applicable were duly complied with. It is clarified that the approval of the members and creditors of the Resulting Company 2 and/ or the Demerged Company 1 and / or Demerged Company 2 to this Scheme, shall be deemed to be their consent/ approval for the issue and allotment of equity shares, as the case may be, pursuant to the aforesaid Clause 24.1.
- 24.5 The equity shares and the preference shares issued pursuant to Clause 24.1 shall be in dematerialized form unless otherwise notified in writing by a shareholder of the Demerged Company 1 and Demerged Company 1, as the case may be to Resulting Company 2 on or before such date as may be determined by the Board of the Demerged Company 1. In the event that such notice has not been received by Resulting Company 2 in respect of any of the shareholders of the Demerged Company 1, the equity shares and/ or preference shares, as the case may be, shall be issued to such shareholders in dematerialized form provided that the shareholders of the Demerged Company 1 shall be required to have an account with a depository participant and shall be required to provide details thereof and such other confirmations as may be required. In the event that Resulting Company 2 has received notice from any shareholder that the equity shares and/ or preference shares, as the case may be, are to be issued in physical form or if any shareholder has not provided the requisite details relating to his/ her/ its account with a depository participant or other confirmations as may be required or if the details furnished by any shareholder do not permit electronic credit of the shares of Resulting Company 2, then Resulting Company 2 shall issue the equity shares and/ or preference shares, as the case may be, in physical form to such shareholder or shareholders.
- 24.6 Resulting Company 2 shall apply for listing of its equity shares on the Stock Exchanges in terms of and in compliance of the SEBI Circular and other applicable provisions as may be applicable. The equity shares allotted by Resulting Company 2 in terms of Clause 24.1 above, pursuant to the Scheme, shall remain frozen in the depository system till listing/ trading permission is given by the designated Stock Exchange. Further, there shall be no change in the shareholding pattern of Resulting Company 2 between the Record Date and the listing of its equity shares which may affect the status of approval of the Stock Exchanges.
- 24.7 Resulting Company 2 shall enter into such arrangements and give such confirmations and/ or undertakings as may be necessary in accordance with Applicable Law for complying with the formalities of the Stock Exchanges.
- 24.8 After effectiveness of Part II of the Scheme and upon Part IV of the Scheme coming into effect and in consideration of and subject to the provisions of this Scheme, Resulting Company 2 shall issue to the depository of the



Demerged Company 1 (“**Resulting Company 2 Depository**”) in relation to the Demerged Company 1 GDRs, shares of the Resulting Company 2 in accordance with Clause 24.1.1. The Resulting Company 2 Depository shall hold such shares of the Resulting Company 2 on behalf of the holders of the Demerged Company 1 GDRs.

- 24.9 The Resulting Company 2 shall enter into appropriate arrangements with the Resulting Company 2 Depository appointed by the Resulting Company 2 pursuant to a deposit agreement to be entered into between the Resulting Company 2 and the Resulting Company 2 Depository (“**Resulting Company 2 Depository Agreement**”), for issuance of GDRs representing such shares (“**Resulting Company 2 GDRs**”), subject to the provisions of Clause 24.11, on pro-rata basis to holders of GDRs, in accordance with the deposit agreement entered into between the Demerged Company 1 and its depository (“**Deposit Agreement**”).
- 24.10 The Resulting Company 2, the Resulting Company 2 Depository, the Demerged Company 1 and/or the existing depository of the Demerged Company 1 shall execute such further documents and take such further actions as may be deemed necessary or appropriate by the Resulting Company 2 and/or the Demerged Company 1 and the Resulting Company 2 Depository.
- 24.11 The Resulting Company 2 GDRs and the equity shares underlying the Resulting Company 2 GDRs may not be registered under the United States Securities Act of 1933, as amended (the “**Securities Act**”) and the Resulting Company 2 may elect, in its sole discretion, to rely upon an exemption from the registration requirements of the Securities Act under Section 3(a)(10) thereof or any other exemption that the Resulting Company 2 may elect to rely upon. In the event the Resulting Company 2 elects to rely upon an exemption from the registration requirements of the Securities Act under Section 3(a)(10) thereof, the sanction of the Tribunal to this Scheme will be relied upon for the purpose of qualifying the issuance and distribution of the Resulting Company 2 GDRs and the equity shares of the Resulting Company 2, including, without limitation, the equity shares underlying the Resulting Company 2 GDRs, for such an exemption from the registration requirements of the Securities Act under Section 3(a)(10) thereof.
- 24.12 Notwithstanding anything contained herein, if the Board of the Resulting Company 2 determines that it is unable to issue the Resulting Company 2 GDRs due to Applicable Laws (including, without limitation, the non receipt of approvals of an Appropriate Authority as required under Applicable Law), it may elect, in its sole discretion and subject to receipt of such approvals as may be required, to enter into suitable arrangements which may include arrangements with the depository for providing for issuance of equity shares by the Resulting Company 2 to the Resulting Company 2 Depository, which represent the entitlement of the holders of the Demerged Company 1 GDRs. If the above cannot be effected for any reason, the Resulting Company 2 and the Demerged Company 1 shall ensure that this does not delay implementation of the Scheme; and shall, in consultation with each other, take all such actions as may be necessary, including sale of such number of shares, which represent the entitlement of the holders of the Demerged Company 1 GDRs, and thereafter, to remit net sales proceeds (after deduction of applicable taxes and expenses incurred), without delay to the effectiveness or implementation of the Scheme. The Resulting Company 2, the Demerged Company 1 and/ or the Resulting Company 2 Depository shall execute such further documents and take such further actions as may be necessary or appropriate in this behalf to enable the actions contemplated herein.

## 25. ACCOUNTING TREATMENT BY THE DEMERGED COMPANIES AND RESULTING COMPANY 2 IN RESPECT OF THEIR RESPECTIVE ASSETS AND LIABILITIES

The Demerged Companies and the Resulting Company 2 shall account for the Scheme in their respective books/ financial statements upon receipt of all relevant/ requisite approvals for the Scheme, in accordance with applicable Indian Accounting Standards (Ind-AS) notified under the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time including as provided herein below:

### 25.1 Accounting treatment in the books of the Demerged Company 1

25.1.1 The Demerged Company 1 shall reduce the carrying value of assets and liabilities pertaining to the

Retail Undertaking 1, transferred to and vested in the Resulting Company 2 from the carrying value of assets and liabilities as appearing in its books.

25.1.2 Loans and advances, receivables, payables and other dues outstanding between the Demerged Company 1 and the Resulting Company 2 relating to the Retail Undertaking 1 will stand cancelled and there shall be no further obligation / outstanding in that behalf.

25.1.3 The difference, being the excess of carrying value of assets over the carrying value of liabilities transferred pursuant to Clause 25.1.1 above shall be adjusted to the equity of the Demerged Company 1.

## 25.2 Accounting treatment in the books of the Demerged Company 2

25.2.1 The Demerged Company 2 shall reduce the carrying value of assets and liabilities pertaining to the Retail Undertaking 2, transferred to and vested in the Resulting Company 2 from the carrying value of assets and liabilities as appearing in its books.

25.2.2 Loans and advances, receivables, payables and other dues outstanding between the Demerged Company 2 and the Resulting Company 2 relating to the Retail Undertaking 2 will stand cancelled and there shall be no further obligation / outstanding in that behalf.

25.2.3 The difference, being the excess of carrying value of assets over the carrying value of liabilities of the Retail Undertaking 2 shall be adjusted to the equity of the Demerged Company 2.

## 25.3 Accounting treatment in the books of the Resulting Company 2

25.3.1 The Resulting Company 2 shall record the assets and liabilities pertaining to the Retail Undertakings, transferred to and vested in it at their respective carrying values as appearing in the books of the Demerged Company 1 and the Demerged Company 2 respectively.

25.3.2 Loans and advances, receivables, payables and other dues outstanding between the Demerged Company 1, Demerged Company 2 and the Resulting Company 2 relating to the Retail Undertakings will stand cancelled and there shall be no further obligation / outstanding in that behalf.

25.3.3 The Resulting Company 2 shall credit to its share capital in its books of account, the aggregate face value of the Retail Undertaking 1 New Equity Shares and Retail Undertaking 2 New Preference Shares issued by it to the members of the Demerged Company 1 and Demerged Company 2 pursuant to Clause 24.1 of this Scheme.

25.3.4 The difference being the Net Assets transferred from Demerged Company 1 and Demerged Company 2 pursuant to Clause 25.3.1, as reduced by the share capital and preference shares issued pursuant to Clause 25.3.3 after giving effect to inter-company balances as per Clause 25.3.2, shall be adjusted to capital reserve of the Resulting Company 2.

For the purpose of this Clause 25, “**Net Assets**” would mean difference between the carrying value of assets and liabilities.

## PART - V

### DEMERGER AND VESTING OF THE IT UNDERTAKING

## 26. DEMERGER AND VESTING OF THE IT UNDERTAKING

26.1 Immediately on Part II of the Scheme becoming effective and with effect from the opening business hours of Appointed Date 1, and subject to the provisions of this Scheme and pursuant to Sections 230 to 232 of the Act and Section 2(19AA) of the Income-tax Act, 1961, the IT Undertaking along with all its assets, liabilities, investments, contracts, arrangements, employees, Permits, licences, records, approvals, etc. shall, without any further act, instrument or deed, be demerged from Demerged Company 1 and transferred to and be vested in

or be deemed to have been vested in the Resulting Company 3 as a going concern so as to become as and from the Appointed Date 1, the assets, liabilities, contracts, arrangements, employees, Permits, licences, records, approvals, etc. of the Resulting Company 3 by virtue of, and in the manner provided in this Scheme.

- 26.2 In respect of such of the assets and properties forming part of the IT Undertaking as are movable in nature or are otherwise capable of transfer by delivery or possession, or by endorsement and/ or delivery, the same shall stand transferred by the Demerged Company 1 upon coming into effect of this Scheme and shall, *ipso facto* and without any other order to this effect, become the assets and properties of the Resulting Company 3.
- 26.3 Subject to Clause 26.4 below, with respect to the assets of the IT Undertaking, other than those referred to in Clause 26.2 above, including all rights, title and interests in the agreements (including agreements for lease or license of the properties), investments in shares, mutual funds, bonds and any other securities, sundry debtors, claims from customers or otherwise, outstanding loans and advances, if any, recoverable in cash or in kind or for value to be received, bank balances and deposits, if any, with Government, semi-Government, local and other authorities and bodies, customers and other persons, whether or not the same is held in the name of the Demerged Company 1 shall, without any further act, instrument or deed, be transferred to and vested in and/ or be deemed to be transferred to and vested in the Resulting Company 3, with effect from the Appointed Date 1 by operation of law as transmission or as the case may be in favour of Resulting Company 3. With regard to the licenses of the properties, the Resulting Company 1 will enter into novation agreements, if it is so required.
- 26.4 Without prejudice to the aforesaid, the IT Undertaking, including all immoveable property, whether or not included in the books of the Demerged Company 1, whether freehold or leasehold (including but not limited to land, buildings, sites and immovable properties, tenancy rights related thereto, and any other document of title, rights, interest and easements in relation thereto) of the IT Undertaking shall stand transferred to and be vested in the Resulting Company 3, without any act or deed to be done or executed by the Demerged Company 1 and/ or the Resulting Company 3.

The Demerged Company 1 shall, at its sole discretion but without being obliged, give notice in such form as it may deem fit and proper, to such Persons, as the case may be, that the said debt, receivable, bill, credit, loan, advance or deposit stands transferred to and vested in the Resulting Company 3 and that appropriate modification should be made in their respective books/ records to reflect the aforesaid changes.

- 26.5 After effectiveness of Part II of the Scheme, all debts, liabilities, loans, obligations of the Demerged Company 1 as on the Appointed Date 1 and relatable to the IT Undertaking (“**Transferred IT Liabilities**”) shall, without any further act or deed, be and stand transferred to and be deemed to be transferred to the Resulting Company 3 to the extent that they are outstanding as on the Appointed Date 1 and the Resulting Company 3 shall meet, discharge and satisfy the same. The term “**Transferred IT Liabilities**” shall include:
- 26.5.1 the debts, liabilities, obligations incurred and duties of any kind, nature or description (including contingent liabilities) which arise out of the activities or operations of the IT Undertaking;
- 26.5.2 the specific loans or borrowings (including debentures, bonds, notes and other debt securities raised, incurred and utilized solely for the activities or operations of the IT Undertaking); and
- 26.5.3 in cases other than those referred to in Clauses 26.5.1 or 26.5.2 above, so much of the amounts of general or multipurpose borrowings, if any, of the Demerged Company 1, as stand in the same proportion which the value of the assets transferred pursuant to the demerger of the IT Undertaking bear to the total value of the assets of the Demerged Company 1 immediately prior to the Appointed Date 1.

However, the tax liabilities and tax demands or refunds received or to be received by the Demerged Company 1 for a period prior to the Appointed Date 1 in relation to the Demerged Company 1 shall not be transferred as part of the IT Undertaking to Resulting Company 3.

- 26.6 In so far as any Encumbrance in respect of Transferred IT Liabilities is concerned, such Encumbrance shall, without any further act, instrument or deed being required to be modified and shall be extended to and shall operate only over the assets comprised in the IT Undertaking which may have been encumbered in respect of the Transferred IT Liabilities as transferred to the Resulting Company 3 pursuant to this Scheme. For the avoidance of doubt, it is hereby clarified that in so far as the assets comprising the Remaining Undertaking are concerned, the Encumbrance, if any, over such assets relating to the Transferred IT Liabilities, without any further act, instrument or deed being required, be released and discharged from the obligations and Encumbrances relating to the same. Further, in so far as the assets comprised in the IT Undertaking are concerned, the Encumbrance over such assets relating to any loans, borrowings or other debts which are not transferred to the Resulting Company 3 pursuant to this Scheme and which shall continue with the Demerged Company 1, shall without any further act or deed be released from such Encumbrance and shall no longer be available as security in relation to such liabilities.
- 26.7 Taxes, if any, paid or payable by the Demerged Company 1 after the Appointed Date 1 and specifically pertaining to IT Undertaking shall be treated as paid or payable by the Resulting Company 3 and the Resulting Company 3 shall be entitled to claim the credit, refund or adjustment for the same as may be applicable.
- 26.8 If the Demerged Company 1 is entitled to any unutilized credits (including balances or advances), benefits under the incentive schemes and policies including tax holiday or concessions relating to the IT Undertaking under any Tax Laws or Applicable Laws, the Resulting Company 3 shall be entitled as an integral part of the Scheme to claim such benefit or incentives or unutilised credits as the case may be without any specific approval or permission.
- 26.9 Upon Part V of the Scheme becoming effective, the Demerged Company 1 and the Resulting Company 3 shall have the right to revise their respective financial statements and returns along with prescribed forms, filings and annexures under the Tax Laws and to claim refunds and/or credit for Taxes paid and for matters incidental thereto, if required, to give effect to the provisions of the Scheme.
- 26.10 It is hereby clarified that in case of any refunds, benefits, incentives, grants, subsidies, if any, in relation to or in connection with the IT Undertaking, the Demerged Company 1 shall, if so required by the Resulting Company 3, issue notices in such form as the Resulting Company 3 may deem fit and proper stating that pursuant to the Tribunal having sanctioned this Scheme under Sections 230 to 232 of the Act, the relevant refund, benefit, incentive, grant, subsidies, be paid or made good or held on account of the Resulting Company 3, as the person entitled thereto, to the end and intent that the right of the Demerged Company 1 to recover or realise the same, stands transferred to the Resulting Company 3 and that appropriate entries should be passed in their respective books to record the aforesaid changes.
- 26.11 On and from the Effective Date and till such time that the name of the bank accounts of the Demerged Company 1, in relation to or in connection with the IT Undertaking, have been replaced with that of the Resulting Company 3, the Resulting Company 3 shall be entitled to maintain and operate the bank accounts of the Demerged Company 1, in the name of the Demerged Company 1 for such time as may be determined to be necessary by the Resulting Company 3. All cheques and other negotiable instruments, payment orders received or presented for encashment which are in the name of the Demerged Company 1, in relation to or in connection with the IT Undertaking, after the Effective Date shall be accepted by the bankers of the Resulting Company 3 and credited to the account of the Resulting Company 3, if presented by the Resulting Company 3.
- 26.12 Without prejudice to the provisions of the foregoing sub clauses of this Clause 26, and upon the effectiveness of Part V of this Scheme, the Demerged Company 1 and the Resulting Company 3 shall be entitled to apply to the Appropriate Authorities as are necessary under any law for such consents, approvals and sanctions which the Resulting Company 3 may require and execute any and all instruments or documents and do all the acts and deeds as may be required, including filing of necessary particulars and/ or modification(s) of charge, with the

concerned RoC or filing of necessary applications, notices, intimations or letters with any authority or Person to give effect to the Scheme.

## **27. PERMITS**

- 27.1 With effect from the Appointed Date 1, Permits relating to IT Undertaking shall be transferred to and vested in the Resulting Company 3 and the concerned licensor and grantors of such Permits shall endorse where necessary, and record the Resulting Company 3 on such Permits so as to empower and facilitate the approval and vesting of the IT Undertaking in the Resulting Company 3 and continuation of operations pertaining to the IT Undertaking in the Resulting Company 3 without any hindrance, and shall stand transferred to and vested in and shall be deemed to be transferred to and vested in the Resulting Company 3 without any further act or deed and shall be appropriately mutated by the Appropriate Authorities concerned therewith in favour of the Resulting Company 3 as if the same were originally given by, issued to or executed in favour of the Resulting Company 3 and the Resulting Company 3 shall be bound by the terms thereof, the obligations and duties thereunder and the rights and benefits under the same shall be available to the Resulting Company 3.
- 27.2 The benefit of all Permits pertaining to the IT Undertaking shall without any other order to this effect, transfer and vest into and become available to the Resulting Company 3 pursuant to the sanction of this Scheme.

## **28. CONTRACTS**

- 28.1 Subject to the other provisions of this Scheme, all contracts, deeds, bonds, agreements, arrangements and other instruments, in relation to the IT Undertaking, to which the Demerged Company 1 is a party and which is subsisting or having effect on or immediately before the Appointed Date 1 shall remain in full force and effect against or in favour of the Resulting Company 3 and shall be binding on and be enforceable by and against the Resulting Company 3 as fully and effectually as if the Resulting Company 3 had at all material times been a party or beneficiary or obligee thereto. The Resulting Company 3 will, if required, enter into a novation agreement in relation to such contracts, deeds, bonds, agreements, arrangements and other instruments as stated above.
- 28.2 Without prejudice to the other provisions of this Scheme and notwithstanding the fact that vesting of the IT Undertaking occurs by virtue of this Scheme, the Resulting Company 3 may, at any time after the coming into effect of this Scheme, in accordance with the provisions hereof, if so required under any Applicable Law or otherwise, take such actions and execute such deeds (including deeds of adherence), confirmations, other writings or tripartite arrangements with any party to any contract or arrangement to which the Demerged Company 1 is a party or any writings as may be necessary in order to give effect to the provisions of this Scheme. With effect from the Appointed Date 1, the Resulting Company 3 shall under the provisions of this Scheme, be deemed to be authorized to execute any such writings on behalf of the Demerged Company 1 to carry out or perform all such formalities or compliances referred to above on the part of the Demerged Company 1.
- 28.3 On and from the Effective Date, and thereafter, the Resulting Company 3 shall be entitled to enforce all pending contracts and transactions and to accept stock returns and issue credit notes in respect of the Demerged Company 1, in relation to or in connection with the IT Undertaking, in the name of the Resulting Company 3 in so far as may be necessary until the transfer of rights and obligations of the IT Undertaking to the Resulting Company 3 under this Scheme have been given effect to under such contracts and transactions.

## **29. EMPLOYEES**

- 29.1 Upon the effectiveness of Part V of this Scheme and with effect from the Effective Date, the Resulting Company 3 undertakes to engage, without any interruption in service, all employees of the Demerged Company 1, engaged in or in relation to the IT Undertaking, on the terms and conditions not less favourable than those on which they are engaged by the Demerged Company 1. The Resulting Company 3 undertakes to continue to abide by any agreement/ settlement or arrangement, if any, entered into or deemed to have been entered into by the Demerged Company 1 with any of the aforesaid employees or union representing them. The Resulting Company 3 agrees that the services of all such employees with the Demerged Company 1 prior to the demerger



shall be taken into account for the purposes of all existing benefits to which the said employees may be eligible, including for the purpose of payment of any retrenchment compensation, gratuity and other retiral/ terminal benefits. The decision on whether or not an employee is part of the IT Undertaking, be decided by the Demerged Company 1, and shall be final and binding on all concerned.

- 29.2 The accumulated balances, if any, standing to the credit of the aforesaid employees in the existing gratuity fund and superannuation fund of which they are members, as the case may be, will be transferred respectively to such gratuity fund and superannuation funds nominated by the Resulting Company 3 and/ or such new gratuity fund and superannuation fund to be established in accordance with Applicable Law and caused to be recognized by the Appropriate Authorities, by the Resulting Company 3. Pending the transfer as aforesaid, the gratuity fund and superannuation fund dues of the said employees would be continued to be deposited in the existing gratuity fund and superannuation fund respectively of the Demerged Company 1.
- 29.3 In so far as provident fund is concerned, the balances standing to the credit of the said employees of the Demerged Company 1 in the existing provident fund of the Demerged Company 1 shall be retained in such provident fund and such provident fund shall be continued for the benefit of: (a) the said employees who are transferred to the Resulting Company 3, as aforesaid, and (b) other employees of the Demerged Company 1. In relation to such employees engaged in or in relation to the said employees, the Resulting Company 3 shall stand substituted for the Demerged Company 1, for all purposes whatsoever, including relating to the obligation to make contributions to the said fund in accordance with the provisions thereof. The rules of such existing provident fund shall stand amended accordingly. The employees of the Demerged Company 1 engaged in or in relation to the IT Undertaking who are transferred to the Resulting Company 3, as aforesaid, shall be deemed to constitute a separate class of employees of the Resulting Company 3 for the purpose of compliance with the provisions of the Employees Provident Fund and Miscellaneous Provisions Act, 1952.

### **30. LEGAL PROCEEDINGS**

- 30.1 Upon the coming into effect of this Scheme, proceedings relating to the IT Undertaking shall not abate or be discontinued or be in any way prejudicially affected by reason of this Scheme or by anything contained in this Scheme but shall be continued and be enforced by or against the Resulting Company 3 with effect from the Effective Date in the same manner and to the same extent as would or might have been continued and enforced by or against the Demerged Company 1.
- 30.2 The Resulting Company 3: (a) shall be replaced/added as party to such proceedings relating to the IT Undertaking; and (b) shall prosecute or defend such proceedings at its own cost and the liability of the Demerged Company 1 shall consequently stand nullified.
- 30.3 It is clarified that except as otherwise provided herein, the Demerged Company 1 shall in no event be responsible or liable in relation to any proceedings relating to the IT Undertaking that stand transferred to the Resulting Company 3.

### **31. CONSIDERATION**

- 31.1 After effectiveness of Part II of the Scheme and upon Part V of the Scheme coming into effect and in consideration of and subject to the provisions of this Scheme, Resulting Company 3 shall, without any further application, act, deed, consent, acts, instrument or deed, issue and allot, to each shareholder of the Demerged Company 1, on a proportionate basis, *2 (two) fully paid up equity shares of INR 10 (Indian Rupees Ten) each of Resulting Company 3 ("IT Undertaking New Equity Shares") for every 10 equity shares of the Demerged Company 1 held by a shareholder whose name is recorded in the register of members and records of the depository as members of the Demerged Company 1 on the Record Date.*
- 31.2 The equity shares of the Resulting Company 3 to be issued and allotted as provided in Clause 31.1 above shall be subject to the provisions of the memorandum of association and articles of association of Resulting Company 1, as the case may be, and shall rank *pari passu* in all respects with the existing equity shares of Resulting

Company 3, as the case may be, after the Effective Date including with respect to dividend, bonus, right shares, voting rights and other corporate benefits attached thereto.

- 31.3 In case any shareholder's shareholding in the Demerged Company 1 is such that such shareholder becomes entitled to a fraction of an equity share of Resulting Company 3, as the case may be, Resulting Company 3 shall not issue fractional share certificate to such shareholder but shall consolidate such fractions and round up the aggregate of such fractions to the next whole number and issue and allot the consolidated shares directly to a trustee nominated by the Board of Resulting Company 3 in that behalf, who shall sell such shares in the market at such price or prices and on such time or times as the trustee may in its sole discretion decide and on such sale, shall pay to Resulting Company 3, the net sale proceeds (after deduction of applicable taxes and other expenses incurred), whereupon Resulting Company 3 shall, subject to withholding tax, if any, distribute such sale proceeds to the concerned shareholders of Demerged Company 1 in proportion to their respective fractional entitlements.
- 31.4 The issue and allotment of equity shares as provided in Clause 31.1, is an integral part hereof and shall be deemed to have been carried out under the orders passed by the Tribunal without requiring any further act on the part of Resulting Company 3 or Demerged Company 1 or their shareholders and as if the procedure laid down under the Act and such other Applicable Laws as may be applicable were duly complied with. It is clarified that the approval of the members and creditors of the Resulting Company 3 and/ or the Demerged Company 1 to this Scheme, shall be deemed to be their consent/ approval for the issue and allotment of equity shares, as the case may be, pursuant to this Clause 31.1.
- 31.5 The equity shares issued pursuant to Clause 31.1 shall be in dematerialized form unless otherwise notified in writing by a shareholder of the Demerged Company 1 to Resulting Company 3 on or before such date as may be determined by the Board of Demerged Company 1. In the event that such notice has not been received by Resulting Company 3 in respect of any of the shareholders of Demerged Company 1, the equity shares, shall be issued to such shareholders in dematerialized form provided that the shareholders of Demerged Company 1 shall be required to have an account with a depository participant and shall be required to provide details thereof and such other confirmations as may be required. In the event that Resulting Company 3 has received notice from any shareholder that the equity shares are to be issued in physical form or if any shareholder has not provided the requisite details relating to his/ her/ its account with a depository participant or other confirmations as may be required or if the details furnished by any shareholder do not permit electronic credit of the shares of Resulting Company 3, then Resulting Company 3 shall issue the equity shares in physical form to such shareholder or shareholders.
- 31.6 Resulting Company 3 shall apply for listing of its equity shares on the Stock Exchanges in terms of and in compliance of the SEBI Circular and other relevant provisions as may be applicable. The equity shares allotted by the Resulting Company 3 in terms of Clause 31.1 above, pursuant to the Scheme, shall remain frozen in the depository system till listing/ trading permission is given by the designated Stock Exchange. Further, there shall be no change in the shareholding pattern of Resulting Company 3 between the Record Date and the listing of its equity shares which may affect the status of approval of the Stock Exchanges.
- 31.7 Resulting Company 3 shall enter into such arrangements and give such confirmations and/ or undertakings as may be necessary in accordance with Applicable Law for complying with the formalities of the Stock Exchanges.
- 31.8 After effectiveness of Part II of the Scheme and upon Part V of the Scheme coming into effect and in consideration of and subject to the provisions of this Scheme, Resulting Company 3 shall issue to the depository of the Demerged Company 1 ("**Resulting Company 3 Depository**") in relation to the Demerged Company 1 GDRs, shares of the Resulting Company 3 in accordance with Clause 31.1. The Resulting Company 3 Depository shall hold such shares of the Resulting Company 3 on behalf of the holders of the Demerged Company 1 GDRs.
- 31.9 The Resulting Company 3 shall enter into appropriate arrangements with the Resulting Company 3 Depository appointed by the Resulting Company 3 pursuant to a deposit agreement to be entered into between the Resulting



Company 3 and the Resulting Company 3 Depository (“**Resulting Company 3 Depository Agreement**”), for issuance of GDRs representing such shares (“**Resulting Company 3 GDRs**”), subject to the provisions of Clause 31.11, on pro-rata basis to holders of GDRs, in accordance with the deposit agreement entered into between the Demerged Company 1 and its depository (“**Deposit Agreement**”).

- 31.10 The Resulting Company 3, the Resulting Company 3 Depository, the Demerged Company 1 and/or the existing depository of the Demerged Company 1 shall execute such further documents and take such further actions as may be deemed necessary or appropriate by the Resulting Company 3 and/or the Demerged Company 1 and the Resulting Company 3 Depository.
- 31.11 The Resulting Company 3 GDRs and the equity shares underlying the Resulting Company 3 GDRs may not be registered under the United States Securities Act of 1933, as amended (the “**Securities Act**”) and the Resulting Company 3 may elect, in its sole discretion, to rely upon an exemption from the registration requirements of the Securities Act under Section 3(a)(10) thereof or any other exemption that the Resulting Company 3 may elect to rely upon. In the event the Resulting Company 3 elects to rely upon an exemption from the registration requirements of the Securities Act under Section 3(a)(10) thereof, the sanction of the Tribunal to this Scheme will be relied upon for the purpose of qualifying the issuance and distribution of the Resulting Company 3 GDRs and the equity shares of the Resulting Company 3, including, without limitation, the equity shares underlying the Resulting Company 3 GDRs, for such an exemption from the registration requirements of the Securities Act under Section 3(a)(10) thereof.
- 31.12 Notwithstanding anything contained herein, if the Board of the Resulting Company 3 determines that it is unable to issue the Resulting Company 3 GDRs due to Applicable Laws (including, without limitation, the non receipt of approvals of an Appropriate Authority as required under Applicable Law), it may elect, in its sole discretion and subject to receipt of such approvals as may be required, to enter into suitable arrangements which may include arrangements with the depository for providing for issuance of equity shares by the Resulting Company 3 to the Resulting Company 3 Depository, which represent the entitlement of the holders of the Demerged Company 1 GDRs. If the above cannot be effected for any reason, the Resulting Company 3 and the Demerged Company 1 shall ensure that this does not delay implementation of the Scheme; and shall, in consultation with each other, take all such actions as may be necessary, including sale of such number of shares, which represent the entitlement of the holders of the Demerged Company 1 GDRs, and thereafter, to remit net sales proceeds (after deduction of applicable taxes and expenses incurred), without delay to the effectiveness or implementation of the Scheme. The Resulting Company 3, the Demerged Company 1 and/ or the Resulting Company 3 Depository shall execute such further documents and take such further actions as may be necessary or appropriate in this behalf to enable the actions contemplated herein.

## **32. ACCOUNTING TREATMENT BY DEMERGED COMPANY 1 AND THE RESULTING COMPANY 3 IN RESPECT OF THEIR RESPECTIVE ASSETS AND LIABILITIES**

The Demerged Company 1 and the Resulting Company 3 shall account for the Scheme in their respective books/ financial statements upon receipt of all relevant/ requisite approvals for the Scheme, in accordance with applicable Indian Accounting Standards (Ind-AS) notified under the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time including as provided herein below:

### **32.1 Accounting treatment in the books of the Demerged Company 1**

- 32.1.1 The Demerged Company 1 shall reduce the carrying value of assets and liabilities pertaining to the IT Undertaking, transferred to and vested in the Resulting Company 3 from the carrying value of assets and liabilities as appearing in its books.
- 32.1.2 Loans and advances, receivables, payables and other dues outstanding between the Demerged Company 1 and the Resulting Company 3 relating to the IT Undertaking will stand cancelled and there shall be no further obligation / outstanding in that behalf.

32.1.3 The difference, being the excess of carrying value of assets over the carrying value of liabilities of the IT Undertaking shall be adjusted to the equity of the Demerged Company 1.

### **32.2 Accounting treatment in the books of the Resulting Company 3**

32.2.1 The Resulting Company 3 shall record the assets and liabilities pertaining to the IT Undertaking, transferred to and vested in it pursuant to this Scheme at their respective carrying values as appearing in the books of the Demerged Company 1.

32.2.2 Loans and advances and other dues outstanding between the Demerged Company 1 and the Resulting Company 3 relating to the IT Undertaking will stand cancelled and there shall be no further obligation / outstanding in that behalf.

32.2.3 The Resulting Company 3 shall credit to its share capital in its books of account, the aggregate face value of the equity shares issued by it to the members of the Demerged Company 1 pursuant to Clause 31.1 of this Scheme.

32.2.4 The difference being the Net Assets transferred Demerged Company 1 pursuant to Clause 32.2.1, as reduced by the share capital issued pursuant to Clause 32.2.3 after giving effect to inter-company balances as per Clause 32.2.2, shall be adjusted to capital reserve of the Resulting Company 3.

For the purpose of this Clause 32, "Net Assets" would mean difference between the carrying value of assets and liabilities.

## **PART - VI**

### **AMALGAMATION OF TRANSFEROR COMPANY 2 AND TRANSFEROR COMPANY 3 WITH TRANSFeree COMPANY 1**

### **33. TRANSFER OF ASSETS AND LIABILITIES**

33.1 Immediately on Part IV of the Scheme becoming effective and with effect from the opening business hours of Appointed Date 1, and subject to the provisions of this Scheme and pursuant to Section 232 of the Act and Section 2(1B) of the Income-tax Act, 1961, the Transferor Company 2 and the Transferor Company 3 shall stand amalgamated with the Transferee Company 1 as a going concern and all assets, liabilities, contracts, arrangements, employees, Permits, licences, records, approvals, etc. of the Transferor Company 2 and the Transferor Company 3 shall, without any further act, instrument or deed, stand transferred to and vested in or be deemed to have been transferred to and vested in the Transferee Company 1, so as to become as and from the Appointed Date 1, the assets, liabilities, contracts, arrangements, employees, Permits, licences, records, approvals, etc. of the Transferee Company 1 by virtue of, and in the manner provided in this Scheme.

33.2 Without prejudice to the generality of the above and to the extent applicable, unless otherwise stated herein, upon Part IV of the Scheme becoming effective with effect from the Appointed Date 1:

33.2.1 with respect to the assets of the Transferor Company 2 and Transferor Company 3 that are movable in nature or are otherwise capable of being transferred by manual delivery or by paying over or endorsement and/ or delivery, the same may be so transferred by the Transferor Company 2 and Transferor Company 3 by operation of law without any further act or execution of an instrument with the intent of vesting such assets with the Transferee Company 1 as on the Appointed Date 1;

33.2.2 subject to Clause 33.2.3 below, with respect to the assets of the Transferor Company 2 and Transferor Company 3, other than those referred to in Clause 33.2.1 above, including all rights, title and interests in the agreements (including agreements for lease or license of the properties), investments in shares, mutual funds, bonds and any other securities, sundry debtors, outstanding loans and advances, if any, recoverable in cash or in kind or for value to be received, bank balances and deposits, if any, with Government, semi-Government, local and other authorities and bodies, customers and other persons,

whether or not the same is held in the name of the Transferor Company 2 and Transferor Company 3, the same shall, without any further act, instrument or deed, be transferred to and vested in and/ or be deemed to be transferred to and vested in the Transferee Company 1, with effect from the Appointed Date 1 by operation of law as transmission or as the case may be in favour of Transferee Company 1. With regard to the licenses of the properties, the Transferee Company 1 will enter into novation agreements, if it is so required;

- 33.2.3 without prejudice to the aforesaid, all the immovable property (including but not limited to the land, buildings, offices, factories, sites, tenancy rights related thereto, and other immovable property, including accretions and appurtenances), whether or not included in the books of the Transferor Company 2 and Transferor Company 3, whether freehold or leasehold (including but not limited to any other document of title, rights, interest and easements in relation thereto, and any shares in cooperative housing societies associated with such immoveable property) shall stand transferred to and be vested in the Transferee Company 1, as successor to the Transferor Company 2 and Transferor Company 3, without any act or deed to be done or executed by the Transferor Company 2 and Transferor Company 3, as the case may be and/ or the Transferee Company 1;
- 33.2.4 notwithstanding anything contained in this Scheme, the immovable properties of the Transferor Company 2 and Transferor Company 3 situated within the State of Gujarat and such other states as the Transferee Company 1 may determine, whether owned or leased, for the purpose *inter alia* of payment of stamp duty, and vesting unto the Transferee Company 1 and if the Transferee Company 1 so decide, the concerned parties, whether before or after the Effective Date, shall execute and register or cause so to be done, separate deeds of conveyance or deeds of assignment of lease, as the case may be, in favour of the Transferee Company 1 in respect of such immovable properties. Each of the immovable properties, only for the payment of stamp duty, shall be deemed to be conveyed at a consideration being the fair market value of such properties (arrived at by a government approved independent valuer). The execution of such conveyance shall form an integral part of the Scheme;
- 33.2.5 all debts, liabilities, duties and obligations (debentures, bonds, notes or other debt securities) of the Transferor Company 2 and Transferor Company 3 shall, without any further act, instrument or deed be transferred to, and vested in, and/ or deemed to have been transferred to, and vested in, the Transferee Company 1, so as to become on and from the Appointed Date 1, the debts, liabilities, duties and obligations of the Transferee Company 1 on the same terms and conditions as were applicable to the Transferor Company 2 and Transferor Company 3, and it shall not be necessary to obtain the consent of any Person who is a party to contract or arrangement by virtue of which such liabilities have arisen in order to give effect to the provisions of this Clause 33;
- 33.2.6 the vesting of the entire undertaking of the Transferor Company 2 and Transferor Company 3, as aforesaid, shall be subject to the Encumbrances, if any, over or in respect of any of the assets or any part thereof, provided however that such Encumbrances shall be confined only to the relevant assets of Transferor Company 2 and Transferor Company 3 or part thereof on or over which they are subsisting on and vesting of such assets in Transferee Company 1 and no such Encumbrances shall extend over or apply to any other asset(s) of Transferee Company 1. Any reference in any security documents or arrangements (to which Transferor Company 2 and Transferor Company 3 is a party) related to any assets of Transferor Company 2 and Transferor Company 3 shall be so construed to the end and intent that such security shall not extend, nor be deemed to extend, to any of the other asset(s) of Transferee Company 1. Similarly, Transferee Company 1 shall not be required to create any additional security over assets vested under this Scheme for any loans, debentures, deposits or other financial assistance already availed of /to be availed of by it, and the Encumbrances in respect of such indebtedness of Transferee Company 1 shall not extend or be deemed to extend or apply to the assets so vested;

- 33.2.7 Taxes, if any, paid or payable by the Transferor Company 2 and Transferor Company 3 after the Appointed Date 1 shall be treated as paid or payable by the Transferee Company 1 and the Transferee Company shall be entitled to claim the credit, refund or adjustment for the same as may be applicable.
- 33.2.8 if the Transferor Company 2 and Transferor Company 3 is entitled to any unutilized credits (including balances or advances), benefits, subsidies, grants, special status and other benefits or privileges of whatsoever nature under the incentive schemes and policies including tax holiday or concessions under any Tax Laws or Applicable Laws, the Transferee Company 1 shall be entitled as an integral part of the Scheme to claim such benefit or incentives or unutilised credits as the case may be automatically without any specific approval or permission.
- 33.2.9 upon Part VI of the Scheme becoming effective, the Transferor Company 2 and Transferor Company 3 and / or the Transferee Company 1 shall have the right to revise their respective financial statements and returns along with prescribed forms, filings and annexures under the Tax Laws and to claim refunds and/ or credit for Taxes paid and for matters incidental thereto, if required, to give effect to the provisions of the Scheme.
- 33.2.10 it is hereby clarified that in case of any refunds, benefits, incentives, grants, subsidies, etc., the Transferor Company 2 and Transferor Company 3, shall, if so required by the Transferee Company 1, issue notices in such form as the Transferee Company 1 may deem fit and proper stating that pursuant to the Tribunal having sanctioned this Scheme under Sections 230 to 232 of the Act, the relevant refund, benefit, incentive, grant, subsidies, be paid or made good or held on account of the Transferee Company 1, as the person entitled thereto, to the end and intent that the right of the Transferor Company 2 and Transferor Company 3, to recover or realise the same, stands transferred to the Transferee Company 1 and that appropriate entries should be passed in their respective books to record the aforesaid changes;
- 33.2.11 On and from the Effective Date and till such time that the name of the bank accounts of the Transferor Company 2 and Transferor Company 3 has been replaced with that of the Transferee Company 1, the Transferee Company 1 shall be entitled to main and operate such bank accounts of the Transferor Company 2 and Transferor Company 3 in the name of the Transferor Company 2 and Transferor Company 3 and for such time as may be determined to be necessary by the Transferee Company 1. All cheques and other negotiable instruments, payment orders received or presented for encashment which are in the name of the Transferor Company 2 and Transferor Company 3 after the Effective Date shall be accepted by the bankers of the Transferee Company 1 and credited to the account of the Transferee Company 1, if presented by the Transferee Company 1; and
- 33.2.12 without prejudice to the foregoing provisions of Clause 33.2, and upon effectiveness of Part VI of this Scheme, the Transferor Company 2 and Transferor Company 3, and the Transferee Company 1 shall be entitled to apply to the Appropriate Authorities as are necessary under any law for such consents, approvals and sanctions which the Transferee Company 1 may require and execute any and all instruments or documents and do all the acts and deeds as may be required, including filing of necessary particulars and/ or modification(s) of charge, with the concerned RoC or filing of necessary applications, notices, intimations or letters with any authority or Person, to give effect to the above provisions.

#### **34. PERMITS**

With effect from the Appointed Date 1, all the Permits held or availed of by, and all rights and benefits that have accrued to, the Transferor Company 2 and Transferor Company 3, pursuant to the provisions of Section 232 of the Act, shall without any further act, instrument or deed, be transferred to, and vest in, or be deemed to have

been transferred to, and vested in, and be available to, the Transferee Company 1 so as to become as and from the Effective Date, the Permits, estates, assets, rights, title, interests and authorities of the Transferee Company 1 and shall remain valid, effective and enforceable on the same terms and conditions to the extent permissible in Applicable Laws. Upon the Appointed Date 1 and until the Permits are transferred, vested, recorded, effected, and/ or perfected, in the record of the Appropriate Authority, in favour of the Transferee Company 1, the Transferee Company 1 is authorized to carry on business in the name and style of the Transferor Company 2 and Transferor Company 3 and under the relevant license and/ or permit and/ or approval, as the case may be, and the Transferee Company 1 shall keep a record and/ or account of such transactions.

### **35. CONTRACTS**

- 35.1 Subject to the other provisions of the Scheme, all contracts, deeds, bonds, agreements, arrangements and other instruments of whatsoever nature, subsisting or having effect on or immediately before the Appointed Date 1, to which the Transferor Company 2 and Transferor Company 3 is a party shall remain in full force and effect against or in favour of the Transferee Company 1 and shall be binding on and be enforceable by and against the Transferee Company 1 as fully and effectually as if the Transferee Company 1 had at all material times been a party thereto. The Transferee Company 1 will, if required, enter into novation agreement(s) in relation to such contracts, deeds, bonds, agreements, arrangements and other instruments as stated above. Any *inter-se* contracts between the Transferor Company 2 and Transferor Company 3 on the one hand and the Transferee Company 1 on the other hand shall stand cancelled and cease to operate upon the effectiveness of Part VI of this Scheme;
- 35.2 Without prejudice to the other provisions of this Scheme and notwithstanding the fact that vesting of the assets and liabilities of the Transferor Company 2 and Transferor Company 3 occurs by virtue of this Scheme, the Transferee Company 1 may, at any time after Part IV of the Scheme coming into effect, in accordance with the provisions hereof, if so required under any Applicable Law or otherwise, take such actions and execute such deeds (including deeds of adherence), confirmations, other writings or tripartite arrangements with any party to any contract or arrangement to which the Transferor Company 2 and Transferor Company 3 is a party or any writings as may be necessary in order to give effect to the provisions of this Scheme. The Transferee Company 1 shall under the provisions of this Scheme, be deemed to be authorized to execute any such writings on behalf of the Transferor Company 2 and Transferor Company 3 to carry out or perform all such formalities or compliances referred to above on the part of the Transferor Company 2 and Transferor Company 3.
- 35.3 On and from the Effective Date, and thereafter, the Transferee Company 1 shall be entitled to complete and enforce all pending contracts and transactions and to accept stock returns and issue credit notes in respect of the Transferor Company 2 and Transferor Company 3 in the name of the Transferor Company 2 and Transferor Company 3 in so far as may be necessary until the transfer of rights and obligations of the Transferor Company 2 and Transferor Company 3, to the Transferee Company 1 under this Scheme has been given effect to under such contracts and transactions.

### **36. EMPLOYEES**

- 36.1 Upon this Scheme coming into effect and with effect from the Effective Date, the Transferee Company 1 undertakes to engage all the employees of the Transferor Company 2 and Transferor Company 3 on the terms and conditions not less favourable than those on which they are engaged by the Transferor Company 2 and Transferor Company 3 without any interruption of service as a result of the amalgamation of the Transferor Company 2 and Transferor Company 3 with the Transferee Company 1. The Transferee Company 1 also agrees that the services of all such employees with the Transferor Company 2 and Transferor Company 3 prior to the amalgamation of the Transferor Company 2 and Transferor Company 3 with the Transferee Company 1 shall be taken into account for the purposes of all existing benefits to which the said employees may be eligible, including for the purpose of payment of any retrenchment compensation, gratuity and other retiral/ terminal benefits.

### 37. LEGAL PROCEEDINGS

If any suit, cause of actions, appeal or other legal, quasi-judicial, arbitral or other administrative proceedings of whatever nature (hereinafter called the “**Proceedings**”) by or against the Transferor Company 2 and Transferor Company 3 be pending on the Effective Date, the same shall not abate, be discontinued or be in any way prejudicially affected by reason of the amalgamation or of anything contained in this Scheme, but the Proceedings may be continued, prosecuted and enforced by or against the Transferee Company 1 in the same manner and to the same extent as it would or might have been continued, prosecuted and enforced by or against the Transferor Company 2 and Transferor Company 3 as if this Scheme had not been made. On and from the Effective Date, the Transferee Company 1 may initiate any legal proceeding for and on behalf of the Transferor Company 2 and Transferor Company 3.

### 38. CONSIDERATION

- 38.1 Upon Part VI of this Scheme becoming effective, and in consideration of the Transferor Company 2 amalgamating into the Transferee Company 1, the equity shares held by the Transferee Company 1 on the Effective Date (held either directly or through its nominees) in the Transferor Company 2 shall be cancelled pursuant to this Scheme without any further application, act or deed. It is clarified that no new shares shall be issued or any payment shall be made in cash whatsoever by the Transferee Company 1 in lieu of such shares of the Transferor Company 2.
- 38.2 Upon Part VI of this Scheme becoming effective, and upon merger of Transferor Company 2 with Transferee Company 1, Transferor Company 3 will become a wholly owned subsidiary of Transferee Company 1. Accordingly, in consideration of the Transferor Company 3 amalgamating into the Transferee Company 1, the equity shares held by the Transferee Company 1 on the Effective Date (held either directly or through its nominees) in the Transferor Company 3 shall be cancelled pursuant to this Scheme without any further application, act or deed. It is clarified that no new shares shall be issued or any payment shall be made in cash whatsoever by the Transferee Company 1 in lieu of such shares of the Transferor Company 3.

### 39. ACCOUNTING TREATMENT BY THE TRANSFEE COMPANY 1 IN RESPECT OF ASSETS AND LIABILITIES

The Transferee Company 1 shall account for the Scheme in its books/ financial statements upon receipt of all relevant/ requisite approvals for the Scheme in accordance with "Indian Accounting Standard (Ind-AS) " notified under the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time including as provided herein below:

- 39.1 The Transferee Company 1, shall record the assets and liabilities of Transferor Company 2 and Transferor Company 3, transferred to and vested in it at their respective carrying values as appearing in the books of the Transferor Company 2 and Transferor Company 3.
- 39.2 The shares held by the Transferee Company 1 in the Transferor Company 2 on the Effective Date and Transferor Company 3 (post-merger of Transferor Company 2) shall be cancelled and the amount of such investment cancelled shall be adjusted to Capital Reserve.
- 39.3 No new shares will be issued or allotted by the Transferee Company 1 pursuant to this Scheme.
- 39.4 Loans and advances, receivables, payables and other dues outstanding between the Transferor Company 2 and Transferor Company 3 and the Transferee Company 1 will stand cancelled and there shall be no further obligation / outstanding in that behalf.
- 39.5 The difference being the Net Assets transferred to Transferee Company 1 pursuant to Clause 39.1 after giving effect to inter-company balances as per Clause 39.4, shall be adjusted to capital reserve of the Transferee Company 1.

For the purpose of this Clause 39, “Net Assets” would mean difference between the carrying value of assets and liabilities.



#### **40. VALIDITY OF EXISTING RESOLUTIONS, ETC.**

Upon the coming into effect of Part VI of this Scheme, the resolutions and power of attorney of/ executed by the Transferor Company 2 and Transferor Company 3, as are considered necessary by the Board of the Transferee Company, and that are valid and subsisting on the Effective Date, shall continue to be valid and subsisting and be considered as resolutions and power of attorney passed/ executed by the Transferee Company 1, and if any such resolutions have any monetary limits approved under the provisions of the Act, or any other applicable statutory provisions, then said limits as are considered necessary by the Board of the Transferee Company 1 shall be added to the limits, if any, under like resolutions passed by the Transferee Company 1 and shall constitute the aggregate of the said limits in the Transferee Company 1.

### **PART - VII**

#### **AMALGAMATION OF TRANSFEROR COMPANY 4 WITH TRANSFEE COMPANY 2**

#### **41. TRANSFER OF ASSETS AND LIABILITIES**

- 41.1 Immediately on Part V of the Scheme becoming effective and with effect from the opening business hours of Appointed Date 1, and subject to the provisions of this Scheme and pursuant to Section 232 of the Act and Section 2(1B) of the Income-tax Act, 1961, the Transferor Company 4 shall stand amalgamated with the Transferee Company 2 as a going concern and all assets, liabilities, contracts, arrangements, employees, Permits, licences, records, approvals, etc. of the Transferor Company 4 shall, without any further act, instrument or deed, stand transferred to and vested in or be deemed to have been transferred to and vested in the Transferee Company 2, so as to become as and from the Appointed Date 1, the assets, liabilities, contracts, arrangements, employees, Permits, licences, records, approvals, etc. of the Transferee Company 2 by virtue of, and in the manner provided in this Scheme.
- 41.2 Without prejudice to the generality of the above and to the extent applicable, unless otherwise stated herein, upon Part V of the Scheme becoming effective and with effect from the Appointed Date 1:
- 41.2.1 with respect to the assets of the Transferor Company 4 that are movable in nature or are otherwise capable of being transferred by manual delivery or by paying over or endorsement and/ or delivery, the same may be so transferred by the Transferor Company 4 by operation of law without any further act or execution of an instrument with the intent of vesting such assets with the Transferee Company 2 as on the Appointed Date 1;
  - 41.2.2 subject to Clause 41.2.3 below, with respect to the assets of the Transferor Company 4, other than those referred to in Clause 41.2.1 above, including all rights, title and interests in the agreements (including agreements for lease or license of the properties), investments in shares, mutual funds, bonds and any other securities, sundry debtors, outstanding loans and advances, if any, recoverable in cash or in kind or for value to be received, bank balances and deposits, if any, with Government, semi-Government, local and other authorities and bodies, customers and other persons, whether or not the same is held in the name of the Transferor Company 4 shall, without any further act, instrument or deed, be transferred to and vested in and/ or be deemed to be transferred to and vested in the Transferee Company 2, with effect from the Appointed Date 1. by operation of law as transmission or as the case may be in favour of Transferee Company 2. With regard to the licenses of the properties, the Transferee Company 2 will enter into novation agreements, if it is so required;
  - 41.2.3 without prejudice to the aforesaid, all the immovable property (including but not limited to the land, buildings, offices, factories, sites, tenancy rights related thereto, and other immovable property, including accretions and appurtenances), whether or not included in the books of the Transferor Company 4, whether freehold or leasehold (including but not limited to any other document of title, rights, interest and easements in relation thereto, and any shares in cooperative housing societies associated with such immoveable property) shall stand transferred to and be vested in the Transferee



Company 2, as successor to the Transferor Company 4, without any act or deed to be done or executed by the Transferor Company 4, as the case may be and/ or the Transferee Company 2;

- 41.2.4 all debts, liabilities, duties and obligations (debentures, bonds, notes or other debt securities) of the Transferor Company 4 shall, without any further act, instrument or deed be transferred to, and vested in, and/ or deemed to have been transferred to, and vested in, the Transferee Company 2, so as to become on and from the Appointed Date 1, the debts, liabilities, duties and obligations of the Transferee Company 2 on the same terms and conditions as were applicable to the Transferor Company 4, and it shall not be necessary to obtain the consent of any Person who is a party to contract or arrangement by virtue of which such liabilities have arisen in order to give effect to the provisions of this Clause 41;
- 41.2.5 the vesting of the entire undertaking of the Transferor Company 4, as aforesaid, shall be subject to the Encumbrances, if any, over or in respect of any of the assets or any part thereof, provided however that such Encumbrances shall be confined only to the relevant assets of Transferor Company 4 or part thereof on or over which they are subsisting on and vesting of such assets in Transferee Company 2 and no such Encumbrances shall extend over or apply to any other asset(s) of Transferee Company 2. Any reference in any security documents or arrangements (to which Transferor Company 4 is a party) related to any assets of Transferor Company 4 shall be so construed to the end and intent that such security shall not extend, nor be deemed to extend, to any of the other asset(s) of Transferee Company 2. Similarly, Transferee Company 2 shall not be required to create any additional security over assets vested under this Scheme for any loans, debentures, deposits or other financial assistance already availed of /to be availed of by it, and the Encumbrances in respect of such indebtedness of Transferee Company 2 shall not extend or be deemed to extend or apply to the assets so vested;
- 41.2.6 Taxes, if any, paid or payable by the Transferor Company 4 after the Appointed Date 1 shall be treated as paid or payable by the Transferee Company 2 and the Transferee Company shall be entitled to claim the credit, refund or adjustment for the same as may be applicable.
- 41.2.7 if the Transferor Company 4 is entitled to any unutilized credits (including balances or advances), benefits, subsidies, grants, special status and other benefits or privileges of whatsoever nature under the incentive schemes and policies including tax holiday or concessions under any Tax Laws or Applicable Laws, the Transferee Company 2 shall be entitled as an integral part of the Scheme to claim such benefit or incentives or unutilised credits as the case may be automatically without any specific approval or permission.
- 41.2.8 upon Part VII of the Scheme becoming effective, the Transferor Company 4 and / or the Transferee Company 2 shall have the right to revise their respective financial statements and returns along with prescribed forms, filings and annexures under the Tax Laws and to claim refunds and/ or credit for Taxes paid and for matters incidental thereto, if required, to give effect to the provisions of the Scheme.
- 41.2.9 it is hereby clarified that in case of any refunds, benefits, incentives, grants, subsidies, etc., the Transferor Company 4, shall, if so required by the Transferee Company 2, issue notices in such form as the Transferee Company 2 may deem fit and proper stating that pursuant to the Tribunal having sanctioned this Scheme under Sections 230 to 232 of the Act, the relevant refund, benefit, incentive, grant, subsidies, be paid or made good or held on account of the Transferee Company 2, as the person entitled thereto, to the end and intent that the right of the Transferor Company 4, to recover or realise the same, stands transferred to the Transferee Company 2 and that appropriate entries should be passed in their respective books to record the aforesaid changes;
- 41.2.10 On and from the Effective Date and till such time that the name of the bank accounts of the Transferor

Company 4 has been replaced with that of the Transferee Company 2, the Transferee Company 2 shall be entitled to maintain and operate the bank accounts of the Transferor Company 4 in the name of the Transferor Company 4 and for such time as may be determined to be necessary by the Transferee Company 2. All cheques and other negotiable instruments, payment orders received or presented for encashment which are in the name of the Transferor Company 4 after the Effective Date shall be accepted by the bankers of the Transferee Company 2 and credited to the account of the Transferee Company 2, if presented by the Transferee Company 2.; and

- 41.2.11 without prejudice to the foregoing provisions of Clause 41.2, and upon the effectiveness of Part VII of the Scheme, the Transferor Company 4, and the Transferee Company 2 shall be entitled to apply to the Appropriate Authorities as are necessary under any law for such consents, approvals and sanctions which the Transferee Company 2 may require and execute any and all instruments or documents and do all the acts and deeds as may be required, including filing of necessary particulars and/ or modification(s) of charge, with the concerned RoC or filing of necessary applications, notices, intimations or letters with any authority or Person, to give effect to the above provisions;

## **42. PERMITS**

With effect from the Appointed Date 1, all the Permits held or availed of by, and all rights and benefits that have accrued to, the Transferor Company 4, pursuant to the provisions of Section 232 of the Act, shall without any further act, instrument or deed, be transferred to, and vest in, or be deemed to have been transferred to, and vested in, and be available to, the Transferee Company 2 so as to become as and from the Effective Date, the Permits, estates, assets, rights, title, interests and authorities of the Transferee Company 2 and shall remain valid, effective and enforceable on the same terms and conditions to the extent permissible in Applicable Laws. Upon the Appointed Date 1 and until the Permits are transferred, vested, recorded, effected, and/ or perfected, in the record of the Appropriate Authority, in favour of the Transferee Company 2, the Transferee Company 2 is authorized to carry on business in the name and style of the Transferor Company 4 and under the relevant license and/ or permit and/ or approval, as the case may be, and the Transferee Company 2 shall keep a record and/ or account of such transactions.

## **43. CONTRACTS**

- 43.1 Subject to the other provisions of the Scheme, all contracts, deeds, bonds, agreements, arrangements and other instruments of whatsoever nature, subsisting or having effect on or immediately before the Appointed Date 1, to which the Transferor Company 4 is a party shall remain in full force and effect against or in favour of the Transferee Company 2 and shall be binding on and be enforceable by and against the Transferee Company 2 as fully and effectually as if the Transferee Company 2 had at all material times been a party thereto. The Transferee Company 2 will, if required, enter into novation agreement(s) in relation to such contracts, deeds, bonds, agreements, arrangements and other instruments as stated above. Any *inter-se* contracts between the Transferor Company 4 on the one hand and the Transferee Company 2 on the other hand shall stand cancelled and cease to operate upon the effectiveness of Part VII of this Scheme.
- 43.2 Without prejudice to the other provisions of this Scheme and notwithstanding the fact that vesting of the assets and liabilities of the Transferor Company 4 occurs by virtue of this Scheme, the Transferee Company 2 may, at any time after Part V of the Scheme coming into effect, in accordance with the provisions hereof, if so required under any Applicable Law or otherwise, take such actions and execute such deeds (including deeds of adherence), confirmations, other writings or tripartite arrangements with any party to any contract or arrangement to which the Transferor Company 4 is a party or any writings as may be necessary in order to give effect to the provisions of this Scheme. The Transferee Company 2 shall under the provisions of this Scheme, be deemed to be authorized to execute any such writings on behalf of the Transferor Company 4 to carry out or perform all such formalities or compliances referred to above on the part of the Transferor Company 4.

- 43.3 On and from the Effective Date, and thereafter, the Transferee Company 2 shall be entitled to complete and enforce all pending contracts and transactions and to accept stock returns and issue credit notes in respect of the Transferor Company 4 in the name of the Transferor Company 4 in so far as may be necessary until the transfer of rights and obligations of the Transferor Company 4, to the Transferee Company 2 under this Scheme has been given effect to under such contracts and transactions.

#### **44. EMPLOYEES**

- 44.1 Upon this Scheme coming into effect and with effect from the Effective Date, the Transferee Company 2 undertakes to engage all the employees of the Transferor Company 4 on the terms and conditions not less favourable than those on which they are engaged by the Transferor Company 4 without any interruption of service as a result of the amalgamation of the Transferor Company 4 with the Transferee Company 2. The Transferee Company 2 also agrees that the services of all such employees with the Transferor Company 4 prior to the amalgamation of the Transferor Company 4 with the Transferee Company 2 shall be taken into account for the purposes of all existing benefits to which the said employees may be eligible, including for the purpose of payment of any retrenchment compensation, gratuity and other retiral/ terminal benefits.

#### **45. LEGAL PROCEEDINGS**

If any suit, cause of actions, appeal or other legal, quasi-judicial, arbitral or other administrative proceedings of whatever nature (hereinafter called the “**Proceedings**”) by or against the Transferor Company 4 be pending on the Effective Date, the same shall not abate, be discontinued or be in any way prejudicially affected by reason of the amalgamation or of anything contained in this Scheme, but the Proceedings may be continued, prosecuted and enforced by or against the Transferee Company 2 in the same manner and to the same extent as it would or might have been continued, prosecuted and enforced by or against the Transferor Company 4 as if this Scheme had not been made. On and from the Effective Date, the Transferee Company 2 may initiate any legal proceeding for and on behalf of the Transferor Company 4.

#### **46. CONSIDERATION**

- 46.1 After effectiveness of Part V of the Scheme the Transferor Company 4 shall become a wholly owned subsidiary of the Transferee Company 2.
- 46.2 Upon Part VII of this Scheme becoming effective, and in consideration of the Transferor Company 4 amalgamating into the Transferee Company 2, the equity shares held by the Transferee Company 2 on the Effective Date (held either directly or through its nominees) in the Transferor Company 4 shall be cancelled pursuant to this Scheme without any further application, act or deed. It is clarified that no new shares shall be issued or any payment shall be made in cash whatsoever by the Transferee Company 2 in lieu of such shares of the Transferor Company 4.

#### **47. ACCOUNTING TREATMENT BY THE TRANSFEE COMPANY 2 IN RESPECT OF ASSETS AND LIABILITIES**

- 47.1 The Transferee Company 2 shall account for the Scheme in its books/ financial statements upon receipt of all relevant/ requisite approvals for the Scheme in accordance with "Indian Accounting Standard (Ind-AS)" notified under the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time including as provided herein below:
- 47.1.1 The Transferee Company 2 shall record the assets and liabilities of Transferor Company 4, transferred to and vested in it pursuant to this Scheme at their respective carrying values as appearing in the books of the Transferor Company 4.
- 47.1.2 The Transferee Company 2 shall preserve the identity of the reserves of the Transferor Company 4 transferred to and vested in it and shall record in its books in the same form in which they appear in the books of the Transferor Company 4.

- 47.1.3 Upon coming into effect of Part V of this Scheme, the shares held by the Transferee Company 2 in the Transferor Company 4 on the Effective Date, shall be cancelled and the amount of such investment cancelled shall be adjusted to Capital Reserve.
- 47.1.4 No new shares will be issued or allotted by the Transferee Company 2 pursuant to this scheme
- 47.1.5 Loans and advances, receivable, payables and other dues outstanding between the Transferor Company 4 and the Transferee Company 2 will stand cancelled and there shall be no further obligation / outstanding in that behalf.
- 47.1.6 The difference being the Net Assets transferred to Transferee Company 2 pursuant to Clause 47.1.1 as reduced by Reserves recorded in Transferee Company 2 pursuant to Clause 47.1.2 and after giving effect to inter-company balances as per Clause 47.1.5, shall be adjusted to capital reserve of the Transferee Company 2.

For the purpose of this Clause 47, "Net Assets" would mean difference between the carrying value of assets and liabilities.

#### **48. VALIDITY OF EXISTING RESOLUTIONS, ETC.**

Upon the coming into effect of Part VII of this Scheme, the resolutions/ power of attorney of/ executed by the Transferor Company 4, as are considered necessary by the Board of the Transferee Company 2, and that are valid and subsisting on the Effective Date, shall continue to be valid and subsisting and be considered as resolutions and power of attorney passed/ executed by the Transferee Company 2, and if any such resolutions have any monetary limits approved under the provisions of the Act, or any other applicable statutory provisions, then said limits as are considered necessary by the Board of the Transferee Company 2 shall be added to the limits, if any, under like resolutions passed by the Transferee Company 2 and shall constitute the aggregate of the said limits in the Transferee Company 2.

### **PART - VIII**

#### **AMALGAMATION OF TRANSFEROR COMPANY 5 WITH TRANSFEE COMPANY 3**

#### **49. TRANSFER OF ASSETS AND LIABILITIES**

- 49.1 With effect from the opening business hours of Appointed Date 1, and subject to the provisions of this Scheme and pursuant to Section 232 of the Act and Section 2(1B) of the Income-tax Act, 1961, the Transferor Company 5 shall stand amalgamated with the Transferee Company 3 as a going concern and all assets, liabilities, contracts, arrangements, employees, Permits, licences, records, approvals, etc. of the Transferor Company 5 shall, without any further act, instrument or deed, stand transferred to and vested in or be deemed to have been transferred to and vested in the Transferee Company 3, so as to become as and from the Appointed Date 1, the assets, liabilities, contracts, arrangements, employees, Permits, licences, records, approvals, etc. of the Transferee Company 3 by virtue of, and in the manner provided in this Scheme.
- 49.2 Without prejudice to the generality of the above and to the extent applicable, unless otherwise stated herein, with effect from the Appointed Date 1:
  - 49.2.1 with respect to the assets of the Transferor Company 5 that are movable in nature or are otherwise capable of being transferred by manual delivery or by paying over or endorsement and/ or delivery, the same may be so transferred by the Transferor Company 5 by operation of law without any further act or execution of an instrument with the intent of vesting such assets with the Transferee Company 3 as on the Appointed Date 1;
  - 49.2.2 subject to Clause 49.2.3 below, with respect to the assets of the Transferor Company 5, other than those referred to in Clause 49.2.1 above, including all rights, title and interests in the agreements (including agreements for lease or license of the properties), investments in shares, mutual funds, bonds and any other securities, sundry debtors, outstanding loans and advances, if any, recoverable

in cash or in kind or for value to be received, bank balances and deposits, if any, with Government, semi-Government, local and other authorities and bodies, customers and other persons, whether or not the same is held in the name of the Transferor Company 5 shall, without any further act, instrument or deed, be transferred to and vested in and/ or be deemed to be transferred to and vested in the Transferee Company 3, with effect from the Appointed Date 1 by operation of law as transmission or as the case may be in favour of Transferee Company 3. With regard to the licenses of the properties, the Transferee Company 3 will enter into novation agreements, if it is so required;

- 49.2.3 without prejudice to the aforesaid, all the immovable property (including but not limited to the land, buildings, offices, factories, sites, tenancy rights related thereto, and other immovable property, including accretions and appurtenances), whether or not included in the books of the Transferor Company 5, whether freehold or leasehold (including but not limited to any other document of title, rights, interest and easements in relation thereto, and any shares in cooperative housing societies associated with such immoveable property) shall stand transferred to and be vested in the Transferee Company 3, as successor to the Transferor Company 5, without any act or deed to be done or executed by the Transferor Company 5, as the case may be and/ or the Transferee Company 3;
- 49.2.4 all debts, liabilities, duties and obligations (debentures, bonds, notes or other debt securities) of the Transferor Company 5 shall, without any further act, instrument or deed be transferred to, and vested in, and/ or deemed to have been transferred to, and vested in, the Transferee Company 3, so as to become on and from the Appointed Date 1, the debts, liabilities, duties and obligations of the Transferee Company 3 on the same terms and conditions as were applicable to the Transferor Company 5, and it shall not be necessary to obtain the consent of any Person who is a party to contract or arrangement by virtue of which such liabilities have arisen in order to give effect to the provisions of this Clause 49;
- 49.2.5 the vesting of the entire undertaking of the Transferor Company 5, as aforesaid, shall be subject to the Encumbrances, if any, over or in respect of any of the assets or any part thereof, provided however that such Encumbrances shall be confined only to the relevant assets of Transferor Company 5 or part thereof on or over which they are subsisting on and vesting of such assets in Transferee Company 3 and no such Encumbrances shall extend over or apply to any other asset(s) of Transferee Company 3. Any reference in any security documents or arrangements (to which Transferor Company 5 is a party) related to any assets of Transferor Company 5 shall be so construed to the end and intent that such security shall not extend, nor be deemed to extend, to any of the other asset(s) of Transferee Company 3. Similarly, Transferee Company 3 shall not be required to create any additional security over assets vested under this Scheme for any loans, debentures, deposits or other financial assistance already availed of /to be availed of by it, and the Encumbrances in respect of such indebtedness of Transferee Company 3 shall not extend or be deemed to extend or apply to the assets so vested;
- 49.2.6 Taxes, if any, paid or payable by the Transferor Company 5 after the Appointed Date 1 shall be treated as paid or payable by the Transferee Company 3 and the Transferee Company shall be entitled to claim the credit, refund or adjustment for the same as may be applicable.
- 49.2.7 if the Transferor Company 5 is entitled to any unutilized credits (including balances or advances), benefits, subsidies, grants, special status and other benefits or privileges of whatsoever nature under the incentive schemes and policies including tax holiday or concessions under any Tax Laws or Applicable Laws, the Transferee Company 3 shall be entitled as an integral part of the Scheme to claim such benefit or incentives or unutilised credits as the case may be automatically without any specific approval or permission.
- 49.2.8 upon Part VIII of the Scheme becoming effective, the Transferor Company 5 and / or the Transferee Company 3 shall have the right to revise their respective financial statements and

returns along with prescribed forms, filings and annexures under the Tax Laws and to claim refunds and/ or credit for Taxes paid and for matters incidental thereto, if required, to give effect to the provisions of the Scheme.

- 49.2.9 it is hereby clarified that in case of any refunds, benefits, incentives, grants, subsidies, etc., the Transferor Company 5, shall, if so required by the Transferee Company 3, issue notices in such form as the Transferee Company 3 may deem fit and proper stating that pursuant to the Tribunal having sanctioned this Scheme under Sections 230 to 232 of the Act, the relevant refund, benefit, incentive, grant, subsidies, be paid or made good or held on account of the Transferee Company 3, as the person entitled thereto, to the end and intent that the right of the Transferor Company 5, to recover or realise the same, stands transferred to the Transferee Company 3 and that appropriate entries should be passed in their respective books to record the aforesaid changes;
- 49.2.10 On and from the Effective Date and till such time that the name of the bank accounts of the Transferor Company 5 has been replaced with that of the Transferee Company 3, the Transferee Company 3 shall be entitled to maintain and operate such bank accounts of the Transferor Company 5 in the name of the Transferor Company 5 and for such time as may be determined to be necessary by the Transferee Company 3. All cheques and other negotiable instruments, payment orders received or presented for encashment which are in the name of the Transferor Company 5 after the Effective Date shall be accepted by the bankers of the Transferee Company 3 and credited to the account of the Transferee Company 3, if presented by the Transferee Company 3.; and
- 49.2.11 without prejudice to the foregoing provisions of this Clause 49.2, and upon Part VIII of the Scheme becoming effective, the Transferor Company 5, and the Transferee Company 3 shall be entitled to apply to the Appropriate Authorities as are necessary under any law for such consents, approvals and sanctions which the Transferee Company 1 may require and execute any and all instruments or documents and do all the acts and deeds as may be required, including filing of necessary particulars and/ or modification(s) of charge, with the concerned RoC or filing of necessary applications, notices, intimations or letters with any authority or Person, to give effect to the above provisions;

## **50. PERMITS**

With effect from the Appointed Date 1, all the Permits held or availed of by, and all rights and benefits that have accrued to, the Transferor Company 5, pursuant to the provisions of Section 232 of the Act, shall without any further act, instrument or deed, be transferred to, and vest in, or be deemed to have been transferred to, and vested in, and be available to, the Transferee Company 3 so as to become as and from the Effective Date, the Permits, estates, assets, rights, title, interests and authorities of the Transferee Company 3 and shall remain valid, effective and enforceable on the same terms and conditions to the extent permissible in Applicable Laws. Upon the Effective Date and until the Permits are transferred, vested, recorded, effected, and/ or perfected, in the record of the Appropriate Authority, in favour of the Transferee Company 3, the Transferee Company 3 is authorized to carry on business in the name and style of the Transferor Company 5 and under the relevant license and/ or permit and/ or approval, as the case may be, and the Transferee Company 3 shall keep a record and/ or account of such transactions.

## **51. CONTRACTS**

- 51.1 Subject to the other provisions of the Scheme, all contracts, deeds, bonds, agreements, arrangements and other instruments of whatsoever nature, subsisting or having effect on or immediately before the Appointed Date 1, to which the Transferor Company 5 is a party shall remain in full force and effect against or in favour of the Transferee Company 3 and shall be binding on and be enforceable by and against the Transferee Company 3 as fully and effectually as if the Transferee Company 3 had at all material times been a party thereto. The Transferee Company 3 will, if required, enter into novation agreement(s) in relation to such contracts, deeds, bonds, agreements, arrangements and other instruments as stated above. Any *inter-se* contracts between the



Transferor Company 5 on the one hand and the Transferee Company 3 on the other hand shall stand cancelled and cease to operate upon the effectiveness of Part VIII of this Scheme.

- 51.2 Without prejudice to the other provisions of this Scheme and notwithstanding the fact that vesting of the assets and liabilities of the Transferor Company 5 occurs by virtue of this Scheme, the Transferee Company 3 may, at any time, in accordance with the provisions hereof, if so required under any Applicable Law or otherwise, take such actions and execute such deeds (including deeds of adherence), confirmations, other writings or tripartite arrangements with any party to any contract or arrangement to which the Transferor Company 5 is a party or any writings as may be necessary in order to give effect to the provisions of this Scheme. The Transferee Company 3 shall under the provisions of this Scheme, be deemed to be authorized to execute any such writings on behalf of the Transferor Company 5 to carry out or perform all such formalities or compliances referred to above on the part of the Transferor Company 5.
- 51.3 On and from the Effective Date, and thereafter, the Transferee Company 3 shall be entitled to complete and enforce all pending contracts and transactions and to accept stock returns and issue credit notes in respect of the Transferor Company 5 in the name of the Transferor Company 5 in so far as may be necessary until the transfer of rights and obligations of the Transferor Company 5, to the Transferee Company 3 under this Scheme has been given effect to under such contracts and transactions.

## 52. EMPLOYEES

- 52.1 Upon this Scheme coming into effect and with effect from the Effective Date, the Transferee Company 3 undertakes to engage all the employees of the Transferor Company 5 on the terms and conditions not less favourable than those on which they are engaged by the Transferor Company 5 without any interruption of service as a result of the amalgamation of the Transferor Company 5 with the Transferee Company 3. The Transferee Company 3 also agrees that the services of all such employees with the Transferor Company 5 prior to the amalgamation of the Transferor Company 5 with the Transferee Company 3 shall be taken into account for the purposes of all existing benefits to which the said employees may be eligible, including for the purpose of payment of any retrenchment compensation, gratuity and other retiral/ terminal benefits.

## 53. LEGAL PROCEEDINGS

If any suit, cause of actions, appeal or other legal, quasi-judicial, arbitral or other administrative proceedings of whatever nature (hereinafter called the “**Proceedings**”) by or against the Transferor Company 5 be pending on the Effective Date, the same shall not abate, be discontinued or be in any way prejudicially affected by reason of the amalgamation or of anything contained in this Scheme, but the Proceedings may be continued, prosecuted and enforced by or against the Transferee Company 3 in the same manner and to the same extent as it would or might have been continued, prosecuted and enforced by or against the Transferor Company 5 as if this Scheme had not been made. On and from the Effective Date, the Transferee Company 3 may initiate any legal proceeding for and on behalf of the Transferor Company 5.

## 54. CONSIDERATION

- 54.1 The Transferor Company 5 is a wholly owned subsidiary of the Transferee Company 3 and therefore there shall be no issue of shares by the Transferee Company 3 as consideration for the amalgamation of Transferor Company 5 into Transferee Company 3.
- 54.2 Upon Part VIII of the Scheme coming into effect, all equity shares of the Transferor Company 5 held by the Transferee Company 3 on the Effective Date (held either directly or through its nominees) shall stand cancelled without any further application, act or deed.

## 55. ACCOUNTING TREATMENT BY THE TRANSFEE COMPANY 3 IN RESPECT OF ASSETS AND LIABILITIES

- 55.1 The Transferee Company 3 shall account for the Scheme in its books/ financial statements upon receipt of all relevant/ requisite approvals for the Scheme in accordance with "Indian Accounting Standard (Ind-AS)" notified



under the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time including as provided herein below:

- 55.1.1 The Transferee Company 3 shall record the assets and liabilities of Transferor Company 5, transferred to and vested in it pursuant to this Scheme at their respective carrying values as appearing in the books of the Transferor Company 5.
- 55.1.2 The Transferee Company 3 shall preserve the identity of the reserves of the Transferor Company 5 transferred to and vested in it and shall record in its books in the same form in which they appear in the books of the Transferor Company 5.
- 55.1.3 The shares held by the Transferee Company 3 in the Transferor Company 5 on the Effective Date, shall be cancelled and the amount of such investment cancelled shall be adjusted to Capital Reserve.
- 55.1.4 No new shares will be issued or allotted by the Transferee Company 3 pursuant to this Scheme
- 55.1.5 Loans and advances, receivable, payables and other dues outstanding between the Transferor Company 5 and the Transferee Company 3 will stand cancelled and there shall be no further obligation / outstanding in that behalf.
- 55.1.6 The difference being the Net Assets transferred to Transferee Company 3 pursuant to Clause 55.1.1 as reduced by Reserves recorded in Transferee Company 3 pursuant to Clause 55.1.2 after giving effect to inter-company balances as per Clause 55.1.5, the difference shall be adjusted to capital reserve of the Transferee Company 3.

For the purpose of this Clause 55, “Net Assets” would mean difference between the carrying value of assets and liabilities.

#### **56. VALIDITY OF EXISTING RESOLUTIONS, ETC.**

Upon the coming into effect of Part VIII of this Scheme, the resolutions and power of attorney of/ executed by the Transferor Company 5, as are considered necessary by the Board of the Transferee Company, and that are valid and subsisting on the Effective Date, shall continue to be valid and subsisting and be considered as resolutions and power of attorney passed/ executed by the Transferee Company 3, and if any such resolutions have any monetary limits approved under the provisions of the Act, or any other applicable statutory provisions, then said limits as are considered necessary by the Board of the Transferee Company 3 shall be added to the limits, if any, under like resolutions passed by the Transferee Company 3 and shall constitute the aggregate of the said limits in the Transferee Company 3.

### **PART - IX**

#### **REDUCTION AND REORGANISATION OF SHARE CAPITAL OF THE RESULTING COMPANY 1**

#### **57. REDUCTION AND CANCELLATION OF CERTAIN EQUITY SHARES OF THE RESULTING COMPANY 1 AND REORGANISATION OF RESERVES OF THE RESULTING COMPANY 1**

- 57.1 Immediately upon implementation of Part III of the Scheme and with effect from the Effective Date and upon allotment of equity shares by the Resulting Company 1, the entire paid up equity share capital, as on Effective Date, of the Resulting Company 1 (“**Resulting Company 1 Cancelled Shares**”) shall stand cancelled, extinguished and annulled on and from the Effective Date and the paid up equity capital of the Resulting Company 1 to that effect shall stand cancelled and reduced, which shall be regarded as reduction of share capital of the Resulting Company 1, pursuant to Section 66 of the Act as also any other applicable provisions of the Act.
- 57.2 The reduction of the share capital of the Resulting Company 1 shall be effected as an integral part of this Scheme itself, without having to follow the process under Sections 66 of the Act separately and the order of the Tribunal sanctioning this Scheme shall be deemed to be an order under Section 66 of the Act confirming the reduction.

- 57.3 On effecting the reduction of the share capital as stated in Clause 57.1 above, the share certificates in respect of the Resulting Company 1 Cancelled Shares held by their respective holders shall also be deemed to have been cancelled.
- 57.4 On the Effective Date, the Resulting Company 1 shall debit its share capital account in its books of account with the aggregate face value of the Resulting Company 1 Cancelled Shares.
- 57.5 The capital reserve in the books of the Resulting Company 1 shall be increased to the extent of the amount of the Resulting Company 1 Cancelled Shares.
- 57.6 The capital reserve recorded in the books of Resulting Company 1 as per Clause 18.2.4 of the Scheme shall be reorganised and will be recorded in the same manner and proportion as carried out in the books of the Demerged Company 1 in accordance with Clause of the Scheme.
- 57.7 Notwithstanding the reduction in the equity share capital of the Resulting Company 1, the Resulting Company 1 shall not be required to add “And Reduced” as suffix to its name.

#### **PART - X**

##### **REDUCTION AND REORGANISATION OF SHARE CAPITAL OF THE RESULTING COMPANY 2**

##### **58. REDUCTION AND CANCELLATION OF CERTAIN EQUITY SHARES OF THE RESULTING COMPANY 2**

- 58.1 Immediately upon implementation of Part IV of the Scheme and with effect from the Effective Date and upon allotment of equity shares and preference shares by the Resulting Company 2, the entire paid up equity share capital, as on Effective Date, of the Resulting Company 2 (“**Resulting Company 2 Cancelled Shares**”) shall stand cancelled, extinguished and annulled on and from the Effective Date and the paid up equity capital of the Resulting Company 2 to that effect shall stand cancelled and reduced, which shall be regarded as reduction of equity share capital of the Resulting Company 2, pursuant to Section 66 of the Act as also any other applicable provisions of the Act.
- 58.2 The aforesaid reduction of the share capital of the Resulting Company 2 shall be effected as an integral part of this Scheme itself, without having to follow the process under Sections 66 of the Act separately and the order of the Tribunal sanctioning this Scheme shall be deemed to be an order under Section 66 of the Act confirming the reduction.
- 58.3 On effecting the reduction of the share capital as stated in Clause 58.1 above, the share certificates in respect of the Resulting Company 2 Cancelled Shares held by their respective holders shall also be deemed to have been cancelled.
- 58.4 On the Effective Date, the Resulting Company 2 shall debit its share capital account in its books of account with the aggregate face value of the Resulting Company 2 Cancelled Shares.
- 58.5 The capital reserve in the books of the Resulting Company 2 shall be increased to the extent of the amount of Resulting Company 2 Cancelled Shares.
- 58.6 Notwithstanding the reduction in the equity share capital of the Resulting Company 2, the Resulting Company 2 shall not be required to add “And Reduced” as suffix to its name.

#### **PART - XI**

##### **REDUCTION AND REORGANISATION OF SHARE CAPITAL OF THE RESULTING COMPANY 3**

##### **59. REDUCTION AND CANCELLATION OF CERTAIN EQUITY SHARES OF THE RESULTING COMPANY 3**

- 59.1 Immediately upon implementation of Part V of the Scheme and with effect from the Effective Date and upon allotment of equity shares by the Resulting Company 3, the entire paid up equity share capital, as on Effective Date, of the Resulting Company 3 (“**Resulting Company 3 Cancelled Shares**”) shall stand cancelled, extinguished and annulled on and from the Effective Date and the paid up capital of the Resulting Company 3 to that effect

shall stand cancelled and reduced, which shall be regarded as reduction of equity share capital of the Resulting Company 3, pursuant to Section 66 of the Act as also any other applicable provisions of the Act.

- 59.2 The reduction of the share capital of the Resulting Company 3 shall be effected as an integral part of this Scheme itself, without having to follow the process under Sections 66 of the Act separately and the order of the Tribunal sanctioning this Scheme shall be deemed to be an order under Section 66 of the Act confirming the reduction.
- 59.3 On effecting the reduction of the share capital as stated in Clause 59.1 above, the share certificates in respect of the Resulting Company 3 Cancelled Shares held by their respective holders shall also be deemed to have been cancelled.
- 59.4 On the Effective Date, the Resulting Company 3 shall debit its share capital account in its books of account with the aggregate face value of the Resulting Company 3 Cancelled Shares.
- 59.5 The capital reserve in the books of the Resulting Company 3 shall be increased to the extent of the amount of Resulting Company 3 Cancelled Shares.
- 59.6 Notwithstanding the reduction in the equity share capital of the Resulting Company 3, the Resulting Company 3 shall not be required to add “And Reduced” as suffix to its name.

## **PART - XII**

### **REDUCTION AND REORGANISATION OF SHARE CAPITAL OF DEMERGED COMPANY 1/ TRANSFEREE COMPANY 1**

#### **SECTION 1**

#### **60. REDUCTION OF FACE VALUE OF EQUITY SHARES OF DEMERGED COMPANY 1**

- 60.1 With effect from the Effective Date and on such Record Date as may be decided by the Demerged Company 1, the issued, subscribed and paid up equity share capital of the Demerged Company 1 shall stand reduced, by reducing the face value of the equity shares, from the present sum of INR 1,32,55,70,430 divided into 13,25,57,043 equity shares of INR 10 each fully paid (for clarity this does not include equity share capital which has been forfeited) to INR 66,27,85,215 divided into 13,25,57,043 equity shares of INR 5 each fully paid.
- 60.2 Simultaneously, 2 (two) equity shares of INR 5 each (as reduced under Clause 60.1 above), shall be consolidated into 1 (one) fully paid up equity share of INR 10 each. Due to the reduction in capital of the Demerged Company 1 and the aforesaid consolidation, if a shareholder becomes entitled to a fraction of an equity share of the Demerged Company 1, the Demerged Company 1 shall not issue fractional share certificates to such member/ beneficial owner but shall consolidate such fractions and round up the aggregate of such fractions to the next whole number and issue consolidated equity shares to a trustee nominated by the Demerged Company 1 in that behalf, who shall sell such shares and distribute the net sale proceeds (after deduction of the expenses incurred) to the shareholders/ beneficial owners respectively entitled to the same in proportion to their fractional entitlement.

The aforesaid reduction of the current equity share capital of the Demerged Company 1 will be adjusted to the capital reserve account of the Demerged Company 1.

- 60.3 The share certificates of the Demerged Company 1 in relation to the equity shares held by its shareholders shall, without any further application, act, instrument or deed, be deemed to have been automatically cancelled pursuant to this Scheme. After taking into effect the reduction and consolidation of share capital of the Demerged Company 1, as mentioned in Clauses 60.1 and 60.2 above and on the basis of shareholdings on the Record Date, either fresh share certificate(s) will be issued to the shareholders of the Demerged Company 1 holding the shares in physical form, or, in case of shareholding in dematerialised form, appropriate number of shares in terms of this Scheme will automatically be credited to the respective dematerialised accounts of the said shareholders maintained with the depositories.

- 60.4 Upon the Scheme coming into effect, the shares forfeited by the Demerged Company 1 being, 62,99,972 equity shares of INR 10 each shall be cancelled under this Scheme and the amount of INR 65,56,021 (Rupees Sixty Five Lakh Fifty Six Thousand and Twenty One Only), collected by the Demerged Company 1 on such forfeited equity shares shall, without any act or deed, be transferred to its capital reserve and consequently, the issued, subscribed and paid-up equity share capital of the Demerged Company 1 shall stand, without any act or deed, reduced to such extent. The Demerged Company 1 undertakes to comply with all necessary legal requirements to effect the aforesaid cancellation, transfer and reduction.
- 60.5 The equity shares of the Demerged Company 1 shall continue to be listed on the Stock Exchanges and the Demerged Company 1 shall make necessary applications to the Stock Exchanges, pursuant to Scheme coming into effect, to note consequential changes due to reduction and reorganisation of share capital of Demerged Company 1.
- 60.6 The reduction of the share capital of the Demerged Company 1 (including forfeited shares) shall be effected as an integral part of this Scheme itself, without having to follow the process under Sections 66 of the Act separately and the order of the Tribunal sanctioning this Scheme shall be deemed to be an order under Section 66 of the Act confirming the reduction.
- 60.7 On the Record Date, the Demerged Company 1 shall debit its share capital account in its books of account with the aggregate of INR 5 multiplied by the equity shares held by the members of Demerged Company 1.
- 60.8 The capital reserve in the books of the Demerged Company 1 shall be increased by aggregate of INR 5 multiplied by the equity shares held by the members of Demerged Company 1.
- 60.9 Notwithstanding the reduction in the equity share capital of the Demerged Company 1, the Demerged Company 1 shall not be required to add "And Reduced" as suffix to its name.

## **SECTION 2**

### **61. UTILISATION OF SECURITIES PREMIUM ACCOUNT OF TRANSFeree COMPANY 1**

- 61.1 Pursuant to Part VI of the Scheme, deficit arising on account of Clause 39 of this Scheme, the same shall be first adjusted against the capital redemption reserve and then against securities premium account, to the extent available of the Transferee Company 1 and then follow the process as stated in relevant provisions of the Scheme.
- 61.2 Notwithstanding anything contained under the Act, pursuant to the provisions of Section 230 to 232 of the Act, the securities premium account of the Transferee Company 1 shall stand reduced to the extent required in accordance with above clause without any further act or deed in accordance with provisions of the Scheme.
- 61.3 The reduction of share capital of the Transferee Company 1 shall be effected as an integral part of this Scheme and the Transferee Company 1 shall not be required to follow the process under Sections 66 read with section 52 of the Act or any other provisions of Applicable Law separately.
- 61.4 The above would not involve either a diminution of liability in respect of unpaid share capital, if any or payment to any shareholder of any unpaid share capital.
- 61.5 Notwithstanding the reduction in the equity share capital of the Transferee Company 1, the Transferee Company 1 shall not be required to add "And Reduced" as suffix to its name.

## **PART - XIII**

### **GENERAL TERMS & CONDITIONS**

### **62. REMAINING BUSINESS**

- 62.1 The Remaining Business and all the assets, investments, liabilities and obligations of each of the Demerged Companies, shall continue to belong to and be vested in and be managed by the relevant Demerged Company.

- 62.2 All legal, Taxation and/ or other proceedings by or against the Demerged Companies under any statute, whether pending on the Effective Date or which may be instituted at any time thereafter, and relating to the Remaining Business of the Demerged Companies (including those relating to any property, right, power, liability, obligation or duties of the Demerged Companies in respect of the Remaining Business) shall be continued and enforced against the relevant Demerged Company.
- 62.3 If proceedings are taken against the Resulting Companies in respect of matters referred to in Clause 62.1 above relating to the Remaining Business, it shall defend the same in accordance with the advice of the relevant Demerged Company and at the cost of the said Demerged Company, and the latter shall reimburse and indemnify the Resulting Company, against all liabilities and obligations incurred by the Resulting Company in respect thereof.
- 62.4 If proceedings are taken against the Demerged Company in respect of matters referred to in Clause 62.1 above relating to the Demerged Undertakings, it shall defend the same in accordance with the advice of the relevant Resulting Company and at the cost of the said Resulting Company, and the latter shall reimburse and indemnify the Demerged Company, against all liabilities and obligations incurred by the Demerged Company in respect thereof.

### **63. DIVIDENDS**

- 63.1 The Transferor Companies, Transferee Companies, Demerged Companies and Resulting Companies shall be entitled to declare and pay dividends, to their respective shareholders in respect of the accounting period ending 31 March 2017 and such future accounting periods consistent with the past practice or in ordinary course of business, whether interim or final. Any other dividend shall be recommended/ declared only by the mutual consent of the concerned Parties.
- 63.2 It is clarified that the aforesaid provisions in respect of declaration of dividends (whether interim or final) are enabling provisions only and shall not be deemed to confer any right on any shareholder of the Transferor Companies, Transferee Companies, Demerged Companies and/ or the Resulting Companies to demand or claim or be entitled to any dividends which, subject to the provisions of the said Act, shall be entirely at the discretion of the respective Boards of the Transferor Companies, Transferee Companies, Demerged Companies and/ or the Resulting Companies as the case may be, and subject to approval, if required, of the shareholders of the Transferor Companies, Transferee Companies, Demerged Companies and/ or the Resulting Companies as the case may be.

### **64. CONDUCT OF BUSINESS UPTO THE EFFECTIVE DATE**

- 64.1 With effect from the Appointed Date 1 and Appointed Date 2, as the case may be, and up to and including the Effective Date:
- 64.1.1 the Transferor Companies and Demerged Companies (with respect to the Demerged Undertakings) shall be deemed to have been carrying on and shall carry on its business and activities and shall be deemed to have held and stood possessed of and shall hold and stand possessed of the assets for and on account of, and in trust for the respective Transferee Companies and Resulting Companies, as the case may be;
- 64.1.2 all profits or income arising or accruing to the Transferor Companies and Demerged Companies with respect to the Demerged Undertakings and all taxes paid thereon (including but not limited to advance tax, tax deducted at source, minimum alternate tax, dividend distribution tax, securities transaction tax, taxes withheld/ paid in a foreign country, etc.) or losses arising or incurred by the Transferor Companies and Resulting Companies with respect to the Demerged Undertakings shall, for all purposes, be treated as and deemed to be the profits or income, taxes or losses, as the case may be, of the Transferee Companies and Resulting Companies, as the case may be;

- 64.1.3 all loans raised and all liabilities and obligations incurred by the Transferor Companies and Demerged Companies with respect to the Demerged Undertakings after the Appointed Date 1 and Appointed Date 2 (As the case may be) and prior to the Effective Date, shall, subject to the terms of this Scheme, be deemed to have been raised, used or incurred for and on behalf of the Transferee Companies and Resulting Companies as the case may be and to the extent they are outstanding on the Effective Date, shall also, without any further act or deed be and be deemed to become the debts, liabilities, duties and obligations of the Transferee Companies and the Resulting Companies as the case may be;
- 64.1.4 The Transferor Companies and the Demerged Companies with respect to the Demerged Undertakings shall carry on their business with reasonable diligence and business prudence and in the same manner as it had been doing hitherto, and shall not undertake any additional financial commitments of any nature whatsoever, borrow any amounts or incur any other liabilities or expenditure, issue any additional guarantees, indemnities, letters of comfort or commitment either for themselves or on behalf of its respective affiliates or associates or any third party, or sell, transfer, alienate, charge, mortgage or encumber or deal in any of its properties/assets, except:
- (a) when the same is expressly provided in this Scheme; or
  - (b) when the same is in the ordinary course of business as carried on, as on the date of filing of this Scheme in the Tribunal; or
  - (c) when written consent of the Transferee Companies and/ or Resulting Companies as the case may be has been obtained in this regard;
- 64.1.5 The Transferor Companies and the Demerged Companies with respect to Demerged Undertakings shall not alter or substantially expand its business, or undertake (i) any material decision in relation to its business and affairs and operations other than that in the ordinary course of business; (ii) any agreement or transaction (other than an agreement or transaction in the ordinary course of business); and (iii) any new business, or discontinue any existing business or change the capacity of facilities other than that in the ordinary course of business, except with the written concurrence of the Transferee Companies and/ or Resulting Companies as the case may be;
- 64.1.6 The Transferor Company and the Demerged Companies with respect to Demerged Undertakings shall not vary the terms and conditions of employment of any of its employees, except in the ordinary course of business or pursuant to any pre-existing obligation undertaken except with the written concurrence of the Transferee Company;
- 64.1.7 The Transferor Company shall not amend its Memorandum of Association or Articles of Association, except with the written concurrence of the Transferee Company, unless required to be done pursuant to actions between the Appointed Date 1 and Appointed Date 2, as the case may be, and Effective Date expressly permitted under this Scheme.
- 64.2 The Transferee Companies and Resulting Companies shall be entitled, pending the sanction of the Scheme, to apply to the Appropriate Authorities concerned as are necessary under any law for such consents, approvals and sanctions which the Transferee Companies and Resulting Companies may require to carry on the business of the Transferor Companies and Demerged Companies and to give effect to the Scheme.
- 64.3 For the purpose of giving effect to the order passed under Sections 230 to 232 and other applicable provisions of the Act in respect of this Scheme by the Tribunal, the Transferee Companies and Resulting Companies shall, at any time pursuant to the orders approving this Scheme, be entitled to get the recordal of the change in the legal right(s) upon the amalgamation of the Transferor Companies and demerger of the Demerged Undertakings, in accordance with the provisions of Sections 230 to 232 of the Act. The Transferee Companies and the Resulting Companies shall always be deemed to have been authorized to execute any pleadings, applications, forms, etc, as may be required to remove any difficulties and facilitate and carry out any formalities or compliances as are



necessary for the implementation of this Scheme. For the purpose of giving effect to the vesting order passed under Section 232 of the Act in respect of this Scheme, the Transferee Companies and Resulting Companies shall be entitled to exercise all rights and privileges, and be liable to pay all taxes and charges and fulfil all its obligations, in relation to or applicable to all immovable properties, including mutation and/ or substitution of the ownership or the title to, or interest in the immovable properties which shall be made and duly recorded by the Appropriate Authority(ies) in favour of the Transferee Companies and Resulting Companies as the case may be pursuant to the sanction of the Scheme by the Tribunal and upon the effectiveness of this Scheme in accordance with the terms hereof, without any further act or deed to be done or executed by the Transferor Companies and the Resulting Companies as the case may be. It is clarified that the Transferee Companies and Resulting Companies shall be entitled to engage in such correspondence and make such representations, as may be necessary, for the purposes of the aforesaid mutation and/ or substitution.

#### **65. DISSOLUTION OF TRANSFEROR COMPANIES**

On respective parts of this Scheme becoming effective, the respective Transferor Companies amalgamating pursuant to their respective Part becoming effective shall stand dissolved without winding up. On and from the Effective Date, the name of the respective Transferor Companies shall be struck off from the records of the concerned RoC.

#### **66. FACILITATION PROVISIONS**

- 66.1 Immediately upon the Scheme being effective, the Demerged Company 1 and the Resulting Companies shall enter into shared services agreements as may be necessary, *inter alia* in relation to use by the Resulting Companies of office space, infrastructure facilities, information technology services, security personnel, legal, administrative and other services, etc. of the Demerged Companies on such terms and conditions that may be agreed between the Parties and on payment of consideration on an arm's length basis and which are in the ordinary course of business.
- 66.2 It is clarified that approval of the Scheme by the shareholders of Demerged Company 1 and Resulting Companies under sections 230 to 232 of the Act shall be deemed to have their approval under Section 188 and other applicable provisions of the Act and Regulation 23 and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and that no separate approval of the of the Board or audit committee or shareholders shall be required to be sought by the Demerged Company 1 or Resulting Companies.
- 66.3 The employees of Demerged Company 1 who are members of 'The Electro Urban Co-operative Credit Society Limited' ("Society") and are transferred to the Resulting Companies as part of the Generation Undertaking, Retail Undertaking 1, and IT Undertaking shall continue to be the members of the Society post transfer of their employment to the Resulting Companies as on the Effective Date.

The bye laws of the Society shall cause to be suitably amended to provide for the aforesaid Clause 66.1.

#### **67. PROPERTY IN TRUST**

- 67.1 Notwithstanding anything contained in this Scheme, until any property, asset, license, approval, permission, contract, agreement and rights and benefits arising therefrom are transferred, vested, recorded, effected and/ or perfected, in the records of the Appropriate Authority(ies), regulatory bodies or otherwise, in favour of the relevant Resulting Company, the Resulting Company is deemed to be authorized to enjoy the property, asset or the rights and benefits arising from the license, approval, permission, contract or agreement as if it were the owner of the property or asset or as if it were the original party to the license, approval, permission, contract or agreement. It is clarified that till entry is made in the records of the Appropriate Authority(ies) and till such time as may be mutually agreed by the relevant Demerged Company and the Resulting Company, the relevant Demerged Company will continue to hold the property and / or the asset, license, permission, approval as the case may be in trust on behalf of the relevant Resulting Company.

## **68. APPLICATIONS/ PETITIONS TO THE TRIBUNAL**

- 68.1 The Parties shall dispatch, make and file all applications and petitions under Sections 230 to 232 and other applicable provisions of the Act before the Tribunal, under whose jurisdiction, the registered offices of the respective Parties are situated, for sanction of this Scheme under the provisions of Applicable Law, and shall apply for such approvals as may be required under Applicable Law and for dissolution of the Transferor Companies without being wound up.
- 68.2 The Parties shall be entitled, pending the sanction of the Scheme, to apply to any Appropriate Authority, if required, under any Applicable Law for such consents and approvals which the Demerged Companies, Transferor Companies, Resulting Company and Transferee Companies may require to own the assets and/ or liabilities of the Demerged Undertakings or the Transferor Companies, as the case may be, and to carry on the business of the Demerged Undertaking or Transferor Company, as the case may be.

## **69. MODIFICATION OR AMENDMENTS TO THIS SCHEME**

- 69.1 On behalf of each of the Demerged Companies, the Transferor Companies, the Resulting Companies and the Transferee Companies, the Board of the respective companies acting themselves or through authorized persons, may consent jointly but not individually, on behalf of all persons concerned, to any modifications or amendments of this Scheme at any time and for any reason whatsoever, or to any conditions or limitations that the Tribunal or any other Appropriate Authority may deem fit to direct or impose (including change of the Appointed Date 2) or which may otherwise be considered necessary, desirable or appropriate by all of them (i.e. the Boards of the Demerged Companies, the Resulting Companies, the Transferor Companies and the Transferee Companies) and solve all difficulties that may arise for carrying out this Scheme and do all acts, deeds and things necessary for putting this Scheme into effect.
- 69.2 For the purpose of giving effect to this Scheme or to any modification thereof the Boards of the Demerged Companies, the Transferor Companies, the Resulting Companies and the Transferee Companies acting themselves or through authorized persons may jointly but not individually, give and are jointly authorised to give such directions including directions for settling any question of doubt or difficulty that may arise and such determination or directions, as the case may be, shall be binding on all parties, in the same manner as if the same were specifically incorporated in this Scheme.

## **70. CONDITIONS PRECEDENT**

Unless otherwise decided (or waived) by the relevant Parties and subject to the provisions of Clause 70.2, all parts of the Scheme are conditional upon and subject to the following conditions precedent:

- 70.1.1 obtaining no-objection/ observation letter from the Stock Exchanges in relation to the Scheme under Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015;
- 70.1.2 approval of the Scheme by the requisite majority of each class of shareholders of the Transferor Companies, the Transferee Companies, the Demerged Companies, and the Resulting Companies and such other classes of persons of the said Companies, if any, as applicable or as may be required under the Act and as may be directed by the Tribunal;
- 70.1.3 the Parties, as the case may be, complying with the provisions of the SEBI Circular, as applicable;
- 70.1.4 the sanctions and orders of the Tribunals, under Sections 230 to 232 of the Act being obtained by the Transferor Companies, the Transferee Companies, the Demerged Companies and the Resulting Companies;
- 70.1.5 certified/ authenticated copies of the orders of the Tribunal, sanctioning the Scheme, being filed with the concerned RoC having jurisdiction over the Parties; and

- 70.1.6 the requisite consent, approval or permission of the Appropriate Authority or any other Person, which by Applicable Law or contract, agreement, may be necessary for the effective transfer of business and/or implementation of the relevant parts of the Scheme.
- 70.2 Without prejudice to Clause 70.1 and subject to satisfaction or waiver of conditions mentioned in 70.1 above, the Scheme shall be made effective in the order as contemplated below:
- 70.2.1 Part II of the Scheme shall be made effective subject to the satisfaction or waiver of conditions mentioned in Clause 70.1.1 by the Boards of the Transferor Company 1 and the Transferee Company 1;
- 70.2.2 Part III of the Scheme shall be made effective immediately after the implementation of Part II of the Scheme;
- 70.2.3 Part IV of the Scheme shall be made effective immediately after the implementation of Part II of the Scheme;
- 70.2.4 Part V of the Scheme shall be made effective immediately after the implementation of Part II of the Scheme;
- 70.2.5 Part VI of the Scheme shall be made effective immediately after the implementation of Part IV;
- 70.2.6 Part VII of the Scheme shall be made effective immediately after the implementation of Part V;
- 70.2.7 Part VIII of the Scheme shall be made effective subject to the satisfaction or waiver of conditions mentioned in Clause 70.1.1 by the Boards of the Transferor Company 5 and the Transferee Company 3;
- 70.2.8 Part IX of the Scheme shall be made effective immediately after consideration mentioned in Clause 17.1 being issued;
- 70.2.9 Part X of the Scheme shall be made effective immediately after consideration mentioned in Clause 24.1 being issued;
- 70.2.10 Part XI of the Scheme shall be made effective immediately after consideration mentioned in Clause 31.1 being issued; and
- 70.2.11 Part XII of the Scheme shall be made effective at the discretion of the Board of the Demerged Company 1.
- 70.3 It is the intention of the Parties that each part shall be severable from the remainder of this Scheme and that each part can be made effective independently along with Part I and Part XIII subject to the compliance with the requisite conditions mentioned in Clause 70.2 and subject to a resolution being passed by the Board of the requisite companies to whom the aforesaid part is applicable and as mentioned in Clause 70.2.
- 70.4 It is hereby clarified that submission of this Scheme to the Tribunals and to the Appropriate Authorities for their respective approvals is without prejudice to all rights, interests, titles or defences that the Demerged Companies, the Transferor Companies, the Resulting Companies and/ or the Transferee Companies may have under or pursuant to all Applicable Laws.
- 70.5 On the approval of this Scheme by the shareholders of the Demerged Companies, the Transferor Companies, the Transferee Companies and the Resulting Companies and such other classes of Persons of the said Companies, if any, pursuant to Clause 70.1, such shareholders and classes of Persons shall also be deemed to have resolved and accorded all relevant consents under the Act or otherwise to the same extent applicable in relation to the demerger, amalgamation, capital reduction set out in this Scheme, related matters and this Scheme itself.

## **71. EFFECT OF NON-RECEIPT OF PERMITS AND MATTERS RELATING TO REVOCATION/ WITHDRAWAL OF THIS SCHEME**

- 71.1 The Demerged Companies, the Transferor Companies, the Transferee Companies and the Resulting Companies acting through their respective Boards shall each be at liberty to withdraw from this Scheme: (a) in case any condition or alteration imposed by any Appropriate Authority is unacceptable to any of them; or (b) they are of the view that coming into effect of the respective parts to this Scheme could have adverse implications on the respective companies.
- 71.2 If this Scheme is not effective within such period as may be mutually agreed upon between the Demerged Companies, the Transferor Companies, the Resulting Companies and the Transferee Companies through their respective Boards or their authorised representative, this Scheme shall become null and void and each Party shall bear and pay its respective costs, charges and expenses for and/ or in connection with this Scheme.
- 71.3 In the event of revocation/ withdrawal under Clause 71.1 or above, no rights and liabilities whatsoever shall accrue to or be incurred *inter se* the Demerged Companies, the Transferor Companies, the Resulting Companies and the Transferee Companies or their respective shareholders or creditors or employees or any other Person, save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any right, liability or obligation which has arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out as is specifically provided in the Scheme or in accordance with the Applicable Law and in such case, each Party shall bear its own costs, unless otherwise mutually agreed.
- 71.4 If any part of this Scheme is found to be unworkable for any reason whatsoever, the same shall not, subject to the decision of the Transferor Companies, the Demerged Companies the Resulting Companies and the Transferee Companies through their respective Boards, affect the validity or implementation of the other parts and/ or provisions of this Scheme.
- 71.5 Further, it is the intention of the Parties that each part shall be severable from the remainder of this Scheme and the Scheme shall not be affected if any part of this Scheme is found to be unworkable for any reason whatsoever unless the deletion of such part shall cause this Scheme to become materially adverse to any Party, in which case the Parties shall attempt to bring about a modification in this Scheme or cause such part to be null and void, including but not limited to such part.

## **72. CHANGE OF NAME**

- 72.1 Upon this Scheme becoming effective, the name of :
- 72.1.1 the Resulting Company 1 shall stand changed to 'CESC Generation Limited' or such other name which is available and approved by the RoC,
- 72.1.2 the Resulting Company 2 shall stand changed to 'Spencer's Retail Limited' or such other name which is available and approved by the RoC, and
- 72.1.3 the Resulting Company 3 shall stand changed to 'CESC Ventures Limited' or such other name which is available and approved by the RoC,
- in each case, by simply filing the requisite forms with the Appropriate Authority and no separate act, procedure, instrument, or deed and registration fees shall be required to be followed under the Act.
- 72.2 Consequently, subject to Clause 72.1 above :
- 72.2.1 Clause 1 of the memorandum of association of the Resulting Company 1 shall without any act, act, procedure, instrument or deed be and stand altered, modified and amended pursuant to Sections 13, 232 and other applicable provisions of the Act, and be replaced by the following clause:
- "The name of the Company is CESC Generation Limited."*
- 72.2.2 Clause 1 of the memorandum of association of the Resulting Company 2 shall without any act, act,

procedure, instrument or deed be and stand altered, modified and amended pursuant to Sections 13, 232 and other applicable provisions of the Act, and be replaced by the following clause:

*“The name of the Company is Spencer’s Retail Limited.”*

- 72.2.3 Clause 1 of the memorandum of association of the Resulting Company 3 shall without any act, act, procedure, instrument or deed be and stand altered, modified and amended pursuant to Sections 13, 232 and other applicable provisions of the Act, and be replaced by the following clause:

*“The name of the Company is CESC Ventures Limited.”*

- 72.3 It is hereby clarified that, for the purposes of acts and events as mentioned in Clause 72.1 and 72.2, the consent of the shareholders of the Resulting Company 1, Resulting Company 2 and Resulting Company 3 to this Scheme shall be deemed to be sufficient for the purposes of effecting the aforementioned amendment and that no further resolution under Section 13, Section 14 or any other applicable provisions of the Act, would be required to be separately passed, nor any additional fees (including fees and charges to the relevant Registrar of Companies) or stamp duty, shall be payable by the Resulting Company 1, Resulting Company 2 and Resulting Company 3.

### **73. INCREASE IN THE AUTHORISED SHARE CAPITAL OF THE RESULTING COMPANY 2 AND TRANSFEREE COMPANIES**

- 73.1 Upon Parts II, VI, VII and VIII of the Scheme becoming effective, the authorised share capital respectively of the

73.1.1 Demerged Company 2 will get merged with that of the Resulting Company 2;

73.1.2 Transferor Company 1 and Transferor Company 3 will get merged with that of the Transferee Company 1;

73.1.3 Transferor Company 4 will get merged with that of the Transferee Company 2; and

73.1.4 Transferor Company 5 will get merged with that of the Transferee Company 3.

The authorised share capital of the Transferee Companies will automatically stand increased to that effect by simply filing the requisite forms with the Appropriate Authority and no separate procedure or instrument or deed or payment of any stamp duty and registration fees shall be required to be followed under the Act.

- 73.2 Consequently:

73.2.1 Clause 5 of the memorandum of association of the Resulting Company 2 shall without any act, instrument or deed be and stand altered, modified and amended pursuant to Sections 13, 14, 61, 64, and other applicable provisions of the Act, and be replaced by the following clause:

73.2.2 *“The Authorised Share Capital of the Company is Rs. 15,00,05,00,000 (Rupees One Thousand Five Hundred Crore and Five Lakhs) divided into 299,01,00,000 (Two Hundred and Ninety Nine Crore and One Lakh) equity shares of Rs. 5 (Rupees Five) each and 5,00,000 (Five Lakh) preference shares of Rs. 100 (Rupees Hundred) each with such rights, privileges and conditions attached thereto as may be determined by the Board of Directors of the Company. The Company has and shall have always have the power to divide the share capital from time to time into several classes and to increase or reduce its capital from time to time and to vary, modify or abrogate any such rights, privileges or conditions attached to any class of shares in such manner as may for the time being be provided by the regulations of the Company.”*

73.2.3 Clause 5 of the memorandum of association of the Transferee Company 1 shall without any act, instrument or deed be and stand altered, modified and amended pursuant to Sections 13, 14, 61, 64, and other applicable provisions of the Act, and be replaced by the following clause:

*“The Authorised Share Capital of the Company is Rs. 31,56,00,00,000 (Rupees Three Thousand One Hundred and Fifty Six Crore) divided into 315,60,00,000 (Three Hundred and Fifteen Crore and Sixty*

*Lakhs) equity shares of Rs. 10 (Rupees Ten) each with such rights, privileges and conditions attached thereto as may be determined by the Board of Directors of the Company. The Company has and shall have always have the power to divide the share capital from time to time into several classes and to increase or reduce its capital from time to time and to vary, modify or abrogate any such rights, privileges or conditions attached to any class of shares in such manner as may for the time being be provided by the regulations of the Company."*

- 73.2.4 Subject to the Transferee Company 2 increasing its authorised capital upto INR 7,50,00,00,000, Clause 5 of the memorandum of association of the Transferee Company 2 shall without any act, instrument or deed be and stand altered, modified and amended pursuant to Sections 13, 14, 61, 64, and other applicable provisions of the Act, and be replaced by the following clause:

*"The Authorised Share Capital of the Company is Rs 12,50,00,00,000 (Rupees One Thousand Two Hundred and Fifty Crore) divided into 125,00,00,000 (One Hundred Twenty Five Crore) equity shares of Rs. 10 (Rupees Ten) each, with such rights, privileges and conditions attached thereto as may be determined by the Board of Directors of the Company. The Company has and shall have always have the power to divide the share capital from time to time into several classes and to increase or reduce its capital from time to time and to vary, modify or abrogate any such rights, privileges or conditions attached to any class of shares in such manner as may for the time being be provided by the regulations of the Company."*

- 73.2.5 Clause 5 of the memorandum of association of the Transferee Company 3 shall without any act, instrument or deed be and stand altered, modified and amended pursuant to Sections 13, 14, 61, 64, and other applicable provisions of the Act, and be replaced by the following clause:

*"The Authorised Share Capital of the Company is Rs. 83,00,00,00,000 (Rupees Eighty-Three Crore) divided into 8,30,00,000 (Eight Crore Thirty Lakh) equity shares of Rs. 10 (Rupees Ten) each with such rights, privileges and conditions attached thereto as may be determined by the Board of Directors of the Company. The Company has and shall have always have the power to divide the share capital from time to time into several classes and to increase or reduce its capital from time to time and to vary, modify or abrogate any such rights, privileges or conditions attached to any class of shares in such manner as may for the time being be provided by the regulations of the Company."*

- 73.3 It is clarified that the approval of the members of the Resulting Company 2, the Transferee Company 1, the Transferee Company 2 and the Transferee Company 3 to this Scheme shall be deemed to be their consent/ approval also to the consequential alteration of their respective memorandum of association pursuant to Clause 73.2 of this Scheme and the Resulting Company 2, the Transferee Company 1, the Transferee Company 2 and the Transferee Company 3 shall not be required to seek separate consent/ approval of their respective shareholders for such alteration of their memorandum of association pursuant to Clause 73.2 of this Scheme, as required under Sections 13, 14, 61, 64, and other applicable provisions of the Act.

#### **74. CHANGE IN OBJECT CLAUSE**

- 74.1 With effect from the Appointed Date 1, and upon the effectiveness of Part VI of the Scheme, the main object clause of the Memorandum of Association of the Transferee Company 1 shall be deemed to be altered and amended, without any further act or deed, to include the objects as required for the purpose of carrying on the business activities of the Transferor Company 1, Transferor Company 2 and Transferor Company 3, pursuant to the applicable provisions of the Act. Accordingly, the Memorandum of Association of The Transferee Company 1 shall be altered and amended and necessary revisions in numbering of the clauses inserted shall be carried out.

- 74.1.1 The following clause shall be added to the main object of the Memorandum of Association of the Transferee Company 1 and shall read as under:



*“3(6). To carry on business off/and/or to own, operate, run supermarkets, chainstores, departmental stores, undertakings, retailing, merchandising, franchising, wholesale marketing and to act as franchisors and franchisees, retailers, wholesale outlets, to develop, promote and sell own products, brand names, supply chain management, on line trading systems, offering consolidation via internet, telephone, e-commerce, satellite, brick and mortar and other communication applications and through other retailing modes, servicing, business to business and business to consumer for all kinds of products including rendering all kinds of support services required by the retail outlets/industry of all kind like management and assisting in the maintenance of inventory control, purchase orders, product sourcing, invoicing, maintenance of day to day accounts and the like to all kinds of retail entities whether companies, firms, proprietorship concerns, individuals and others in whatever form and retailing any kind of product including carrying on the business as agents, distributors and dealers of all kinds of products for the retail industry”*

74.2 For the purposes of the amendment in the Memorandum of Association and Articles of Association of the Transferee Company 1 as provided in this Clause, the consent/ approval given by the members of the Transferee Company 1 to this Scheme pursuant to Section 232 of the Act and any other applicable provisions of the Act shall be deemed to be sufficient and no further resolution of members of the Transferee Company 1 as required under the applicable provisions of the Act shall be required to be passed for making such change/ amendment in the Memorandum of Association and Articles of Association of the Transferee Company 1 and filing of the certified copy of this Scheme as sanctioned by the Tribunal, in terms of Section 230-232 of the Act and any other applicable provisions of the Act, together with the order of the Tribunal and a printed copy of the Memorandum of Association for the purposes of the applicable provisions of the Act and the concerned Registrar of Companies shall register the same and make the necessary alterations in the Memorandum of Association and Articles of Association of the Transferee Company 1 accordingly and shall certify the registration thereof in accordance with the applicable provisions of the Act.

74.3 The Transferee Company 1 shall file with the concerned Registrar of Companies, all requisite forms and complete the compliance and procedural requirements under the Act, if any.

**75. COSTS AND TAXES**

All costs, charges and expenses (including, but not limited to, any taxes and duties, registration charges, etc.) of the Parties, respectively in relation to carrying out, implementing and completing the terms and provisions of this Scheme and/ or incidental to the completion of this Scheme shall be borne by the respective Resulting Companies.

## SCHEDULE I – LIST OF ASSETS OF GENERATION UNDERTAKING

### A. Fixed assets forming part of the Generation Undertaking as on 31 March 2017

Location	Asset Type	Description
BBGS	Land	Land for Budge Budge Generating Station and its all activities
BBGS	Building	Administration/Other Office [2B1022]
BBGS	Building	Roads and drain [BHEL]
BBGS	Building	Architechtrual and Electrical Work of Technical Building [2B106017]
BBGS	Building	PROCUREMENT and INSTALLATION OF HIGH MAST LIGHTING TOWER [2Z5167]
BBGS	Building	DESIGN and ENGINEERING AND SITE SUPERVISION [2B106291]
BBGS	Building	STORE'S SHED [2B106012]
BBGS	Building	60HP DRAIN PIPE LINE SHIFTING [2B105262]
BBGS	Building	DRINKING WATER PUMP SHIFTING [2B105200]
BBGS	Building	300NB Pipeline -Holding Pond Pump House to RawWater Treatment Plant [2N1061]
BBGS	Building	HIGH MAST 4 NO. LIGHTING TOWERS FOR COAL STACK AREA[2Z5187]
BBGS	Building	EXTN. OF CONTRACTOR""S OFFICE & HARD STAND IN CONTRACTOR""S OFFICE[2Z5237]
BBGS	Building	DRAIN AUGMENTATION[2Z533400]
BBGS	Building	CONSTRUCTION OF BRICK MASOY DRAINS & PERIPHERY WALL AT AHP[2Z5362]
BBGS	Building	Coal Mill Building complete with structurals, bunkers. [BHEL]
BBGS	Building	BITUMEN ROAD IN MAIN PLANT AREA [2Z508700]
BBGS	Building	ENTRANCE LOBBY,E I LAB, TECHNICAL BUILDING, WAKWAY ALONG PIPEBRIDGE[2Z5040]
BBGS	Building	RESIDENTIAL FACILITIES AT BBGS [2N060000]
BBGS	Building	DRAINS AROUND AUXILIARY PLANT BUILDING AND PART OF MAIN DRAIN [2Z510000]
BBGS	Building	STREET LIGHTING WITHIN THE CAMPUS AND BALANCE ILLUMINATION WORK [2N066900]
BBGS	Building	DRAINS BESIDE ROADS AROUND BOILER STORE, PRIMARY CRUSHER HOUSE [2Z5145]
BBGS	Building	MATERIAL SHIFTING [2B105491]
BBGS	Building	Remaining barbed tape fencing over doudary wall (Main Plant) [2Z502300]
BBGS	Building	PROJECT SITE OFFICE [2B105011]
BBGS	Building	BUILDINGS - COAL SAMPLING ROOM and BULLDOZER MAINTENANCE BAY [2Z5068]
BBGS	Building	MAINTENANCE and ILLUMINATION WORK [2N065700]
BBGS	Building	Boundary wall at Lytag area, Buildup Area: 561M
BBGS	Building	QUARTERS[2Z5270]

Location	Asset Type	Description
BBGS	Building	DRAINS AROUND AUXILIARY PLANT BUILDING AND PART OF MAIN DRAIN [2Z5100]
BBGS	Building	BITUMEN ROAD IN MAIN PLANT AREA [2Z5065]
BBGS	Building	Power House Unit 2
BBGS	Building	CANTEEN BLDG. [2B106013]
BBGS	Building	BUS STAND and CAR PARKING SHED [2B105013]
BBGS	Building	CONCERTINA FENCING OVER BOUNDARY WALL AT COAL YARD, PAINTING [2Z5067]
BBGS	Building	Bituminous Road 7M wide, Buildup Area: 2000M
BBGS	Building	CONCRETE PAVEMENT FROM EAST SIDE OF COAL PILE TO COAL SHED[2Z5233]
BBGS	Building	ASH TRAP-3 (NORTH SIDE)[2Z533500]
BBGS	Building	Bus stand, car parking, stores shed, contractor's site office [2B1060]
BBGS	Building	Const. Cost illumination of Gate office Complex [2B1061]
BBGS	Building	ROADS [2Z5113]
BBGS	Building	Const. Cost of Oil Godown [2B106016]
BBGS	Building	Concrete Road 7M wide, Buildup Area: 310M
BBGS	Building	CONST.ASH PIPE RACK FLY ASH SILO-BILTECH SITE IN LYTAG PREMISE[2Z5198]
BBGS	Building	MASTIC ASPHALT BITUMEN RD FRM MAIN GATE TO TECHNICAL BLDG &CANTEEN[2Z5236]
BBGS	Building	WIDENING OF CONCRETE ROAD AT EAST SIDE OF COAL STACK #2[2Z5204]
BBGS	Building	CONSTRUCTION OF DRAINS [2Z5114]
BBGS	Building	CONST.OF BOUNDARY WALL AT COAL STACKYARD ALONG ACHIPUR ROAD [2Z5245]
BBGS	Building	UNIT #3 PROJECT OFFICE BUILDING[2Z518400]
BBGS	Building	IDC CAP FY14 FOR EXTENSION OF STORE BUILDING
BBGS	Building	CONSTRUCTION OF VFD PANEL ROOM INCLUDING CABLE TRENCH [2Z531600]
BBGS	Building	Const. Cost of Bituminus Road [2B1054]
BBGS	Building	UPGRADATION OF LUXALON FACADE OF POWER HOUSE BUILDING [2Z5126]
BBGS	Building	NEW EMERGENCY MOIST ASH DUMPING FACILITY [2Z5157]
BBGS	Building	DRAINS AROUND AUXILARY PLANT BUILDING AND PART OF MAIN DRAIN [2Z5066]
BBGS	Building	Concrete pavement over WBM road - TP4 to silo area [2Z502100]
BBGS	Building	DEVELOPMENT OF EARTHEN DYKE AT HCSS-PHASE II[2Z5190]
BBGS	Building	DRINKING WATER 41HP PUMP SHIFTING [2B105263]
BBGS	Building	ADMINISTRATIE BLDG. [2B106011]
BBGS	Building	DRAIN AUGMENTATION[2Z5373]
BBGS	Building	BOUNDARY WALL [2Z5074]
BBGS	Building	BUILDINGS-EXTN.OF GATE COMPLEX BUILDING OVER ROOF [2Z5115]

Location	Asset Type	Description
BBGS	Building	Const. Cost of Canteen Building [2B106013]
BBGS	Building	EXTENSION OF STORE BUILDING[2Z526600]
BBGS	Building	Turbine House. [BHEL]
BBGS	Building	Ext Store Bldg [2B1015]
BBGS	Building	OIL GODOWN [2B106016]
BBGS	Building	ACCESS ROAD TO FOOT BRIDGE [2B105412]
BBGS	Building	LED STREET LIGHT [2Z5383]
BBGS	Building	EXTRA COAL STORAGE AREA AND NEW EMERGENCY ASH DUMPING FACILITY [2Z5075]
BBGS	Building	FIRE FIGHTING LINE IN CHP AREA SHIFTING [2B105212]
BBGS	Building	ELEVATION OF BOUNDARY WALL OF MAIN PLANT AREA [2Z5168]
BBGS	Building	CONTRACTORS"" SITE OFFICE [2B106014]
BBGS	Building	300 NB Pipeline: HoldingPond PumpHouse to RawWater Treatment Plant [2N1061]
BBGS	Building	MASTIC ASPHALT ROAD FROM ISH TO YARD MASTERS OFC[2Z5374]
BBGS	Building	Mechanical store beside Project Office, Ht: 4.5M, Buildup Area: 1110 SqM
BBGS	Building	CONSTRUCTION OF RETAINING WALL AT EAST SIDE OF TP-4[2Z523500]
BBGS	Building	Drainage around Auxiliary Plant [2Z5039]
BBGS	Building	Const. Cost of Administrative Building [2B106011]
BBGS	Building	NEW ACID CLEANING PIT WITH NEUTRALISNG ARRANGEMENTS [2Z516200]
BBGS	Building	LIGHTING MAST WITH LIGHTS AND WIRING [2Z526300]
BBGS	Building	VT SIMULATOR OF BBGS UNDER HRD DEPT. [2M1516]
BBGS	Building	CW pump house [BHEL]
BBGS	Building	Entry Lobby, E and 1 Lab at Technical Bldg. [2Z5040]
BBGS	Building	Fixing of 1000 mm dia barbed tape concertina along river front [2Z502400]
BBGS	Building	Store Building, Height: 20M, Buildup Area: 4536 SqM
BBGS	Building	BITUMEN ROAD IN MAIN PLANT AREA and CONCRETE ROAD IN AHP AREA [2Z503814]
BBGS	Building	AUGMENTATION OF ILLUMINATION OF RIVER FRONT [2Z5169]
BBGS	Building	ROADS AROUND BOILER STORE, PRIMARY CRUSHER HOUSE,BEHIND CHIMNEY [2Z5144]
BBGS	Building	Bitumen Road in Main Plant area and Concrete Road in AHP [2Z5038]
BBGS	Building	Left over civil work necessary for H2SO4 dosing pump house [2Z502500]
BBGS	Building	NEUTRALISING PIT[2Z533300]
BBGS	Building	MAIN GATE, TECHNICAL BLDG,CW PUMP HOUSE ETC.FACELIFT [2Z5375]
BBGS	Building	Chimney -RCC structure [Simplex (2B101001)]
BBGS	Building	TECHNICAL BLDG. [2B106017]
BBGS	Building	Construction of various concreat roads [2N060100]

Location	Asset Type	Description
BBGS	Building	Augmentation work of buildings
BBGS	Building	Boiler - Unit 1 and 2, Height: 63.5M, Buildup Area: 1312.2 SqM
BBGS	Building	LEFT OVER CIVIL WORK FOR ALL AUXILIARY BLDG [2N039800]
BBGS	Building	FIRE WATER SYSTEM PIPEWORK[2Z5177]
BBGS	Building	BITUMEN ROAD ALONG EAST SIDE OF UNIT-3 COOLING TOWER[2Z5234]
BBGS	Building	CONSTRUCTUION OF BITUMEN RD & CHAIN LINK FENCING AROUND RING RD [2M1743]
BBGS	Building	30 M HIGH MAST LIGHTING POLE WITH LIGHTS AT BBGS [2Z5426]
BBGS	Building	UPGRADATION OF ROAD BY ASPHALT AT BBGS [2Z5411]
BBGS	Building	STRUCTURAL SHED RCC FOUNDATION OF PUMPS & OTHER EQUIPMENTS [2Z5391]
BBGS	Building	BRICK MASONRY DRAIN ALONG PERIPHERY WALL OF CHP/AHP AREA [2Z5412]
BBGS	Building	Primary Crusher House, Buildup Area: 3436.4SqM
BBGS	Building	Power House Unit 2
BBGS	Building	RCC stack, Height: 267.5M, Buildup Area: SqM
BBGS	Building	ESP Control Room, Height: 9.5M, Buildup Area: 1950.02 SqM
BBGS	Building	Illumination for Plant
BBGS	Building	Boundary wall, Buildup Area: 3798 M
BBGS	Building	Plant Illumination
BBGS	Building	Plant Illumination
BBGS	Building	UPGRADATION OF ADMINISTRATIVE BUILDING[2Z5269]
BBGS	Building	Track Hopper Tunnel, Buildup Area: 200 M (G13 76+77+78+79)
BBGS	Building	Power House Unit 2, Buildup Area: 16498.22 SqM
BBGS	Building	Plant Illumination
BBGS	Building	Plant Illumination
BBGS	Building	Concrete Road 5M wide, Buildup Area: 120M
BBGS	Building	Administrative Building, Buildup Area: 2389.64SqM
BBGS	Building	Illumination for Plant
BBGS	Building	Illumination for Plant
BBGS	Building	Illumination for Plant
BBGS	Building	PAINT FOR CIVIL AND STRUCTURAL JOB [2Z530700]
BBGS	Building	Illumination for Plant
BBGS	Building	ESP - Unit 1 and 2, Height: 32.5M, Buildup Area: 1265.56 SqM
BBGS	Building	Plant Illumination
BBGS	Building	Power House Unit 1
BBGS	Building	Secong emergency Fly Ash Dumping arrangement
BBGS	Building	Plant Illumination
BBGS	Building	Silo Stair Block, Buildup Area: 100 SqM

Location	Asset Type	Description
BBGS	Building	Concrete - 4M wide, Buildup Area: 200M
BBGS	Building	Illumination for Plant
BBGS	Building	Illumination of FCI Godown
BBGS	Building	DIVERSION DRAIN AT NORTH SIDE OF TRACK HOPPER[2Z5261]
BBGS	Building	BORE WELL FOR SUPPLY OF WATER INCLUDING PUMP [2Z530400]
BBGS	Building	Plant Illumination
BBGS	Building	Illumination for Plant
BBGS	Building	Lift Room - Unit 1, Height: 23.5M, Buildup Area: 256.5 SqM
BBGS	Building	Illumination for Plant
BBGS	Building	Illumination for Plant
BBGS	Building	CONSTRUCTION OF LOCO SHED & MAINTAINENCE FACILITY[2Z5249]
BBGS	Building	Bituminous Road 5M wide, Buildup Area: 275M
BBGS	Building	Plant Illumination
BBGS	Building	C.W Pump House, Elect. Annex., Height: 5M, Buildup Area: 697 SqM
BBGS	Building	FACE LIFT WORK AT BBGS (PHASE I) [2Z5044] [2Z5044]
BBGS	Building	Plant Illumination
BBGS	Building	FACE LIFT WORK - 2ND PHASE [2Z5073] [2Z5073]
BBGS	Building	Illumination for Plant
BBGS	Building	Intake Pump House Switchgear Building, Ht: 5.5M, Buildup Area: 179.375 SqM
BBGS	Building	W B M Road 7M wide, Buildup Area: 535M
BBGS	Building	Boundary wall at Lytag area
BBGS	Building	Illumination for Plant
BBGS	Building	Illumination of FCI Godown
BBGS	Building	Bituminous road - 7M wide, Buildup Area: 1045M
BBGS	Building	Bituminous Road 4M wide, Buildup Area: 845M
BBGS	Building	PAINT FOR CIVIL AND STRUCTURAL JOBS [2Z527900]
BBGS	Building	Track Hopper Shed, Height: 8M, Buildup Area: 3910 SqM
BBGS	Building	Approach Bridge for Intake Pump House, Buildup Area: 65M Long
BBGS	Building	Power House Unit 1, Buildup Area: 19601.22 SqM
BBGS	Building	Surface Drains, Buildup Area: 10072M
BBGS	Building	W B M Road 4M wide, Buildup Area: 1620M
BBGS	Building	Store Building
BBGS	Building	Illumination for Plant
BBGS	Building	Plant Illumination
BBGS	Building	Illumination for Plant
BBGS	Building	Coal Mill Building - Unit 1, Height: 47.8M, Buildup Area: 3491.25 SqM
BBGS	Building	Transfer Point - 1, Buildup Area: 259.875 SqM



Location	Asset Type	Description
BBGS	Building	Boundary wall , Buildup Area: 3992M
BBGS	Building	Plant Illumination
BBGS	Building	AshAir Compressor Building, stair block, Ht: 6.9M, Buildup Area: 835.94 SqM
BBGS	Building	RCC Silo - 3 Nos., Height: 29.5M, Buildup Area: 14.5M mean Dia.
BBGS	Building	Wagon tippler shed - 2 Nos, Height: 12M, Buildup Area: 900 SqM
BBGS	Building	Holding Pond Pump Room, Height: 4M, Buildup Area: 75 SqM
BBGS	Building	Power House Unit 2
BBGS	Building	Plant Illumination
BBGS	Building	Concrete Road 4M wide, Buildup Area: 390M
BBGS	Building	Plant Illumination
BBGS	Building	Illumination for Plant
BBGS	Building	Switch Yard control room, Height: 5M, Buildup Area: 420 SqM
BBGS	Building	Associated Development works outside BBGS, Buildup Area: SqM
BBGS	Building	Plant Illumination
BBGS	Building	Plant Illumination
BBGS	Building	CONSTRUCTION OF ELECTRICAL SHED BESIDE CANTEEN[2Z5265]
BBGS	Building	Coal Shed, Height: 20M, Buildup Area: 3960 SqM
BBGS	Building	Fuel Oil Pump House, Height: 5.95M, Buildup Area: 989.25 SqM
BBGS	Building	Walkway: CoalControl room to Secondary Crusher floor, Buildup Area: 37.145M
BBGS	Building	Plant Illumination
BBGS	Building	RCC stack
BBGS	Building	CONSTRUCTION OF SHED OVER VFD-9 & 10[2Z530100]
BBGS	Building	CONSTRUCTION OF VVVF DRIVE PANEL ROOM. 3RD R/A BILL[2Z531200]
BBGS	Building	FACE LIFT WORK AT BBGS (PHASE I) [2Z5044] [2Z5044]
BBGS	Building	Concrete Road 8M wide, Buildup Area: 180M
BBGS	Building	Emergency Ash Dumping
BBGS	Building	Plant Illumination
BBGS	Building	Illumination for Plant
BBGS	Building	Illumination for Plant
BBGS	Building	Illumination for Plant
BBGS	Building	MISC CIVIL AND STRUCTURAL WORK AT BBGS [2Z531000]
BBGS	Building	Cooling Tower Switchgear Building, Height: 5.5M, Buildup Area: 480 SqM
BBGS	Building	D.M. Plant Building,Chemical House, Buildup Area: 2268.75 SqM
BBGS	Building	Illumination for Plant
BBGS	Building	BRICK MASONRY DRAIN ALONG E/S PERIPHERY WALL OF COAL STACKYARD [2Z528200]
BBGS	Building	COVERED STORAGE SHED FOR FMD & E&I CONSUMPTION POINT [2Z530600]

Location	Asset Type	Description
BBGS	Building	Cooling Tower - 2, Height: 11M, Buildup Area: 3657.2930 SqM
BBGS	Building	Coal Stack Yard, Buildup Area: 8177 SqM
BBGS	Building	AHU room on roof, Height: 4M, Buildup Area: 33.19 SqM
BBGS	Building	Walkway: Coal Control room to Secondary Crusher floor
BBGS	Building	Plant Illumination
BBGS	Building	Illumination for Plant
BBGS	Building	Illumination for Plant
BBGS	Building	ERECTN & COMSNG-NEW ISH & ASH CONVG FACILITY TO SILO & RIVERFRONT[2Z5221]
BBGS	Building	PAINTING: BOILER/ESP/ID FAN/EXPRESS ELEVATOR SUPPORT STRUCTURE[2Z5264]
BBGS	Building	3 NOS RCC CULVART WITH STEEL GRATINGS & CONNECTING MASONRY DRAIN [2Z530200]
BBGS	Building	COVERED STORAGE SHED FOR FMD& E&I CONSUMPTION POINT 2Z530500]
BBGS	Building	LIGHTING MAST AT WEST SIDE OF SILO AREA [2Z530900]
BBGS	Building	Transformer room at Intake, Height: 5.5M, Buildup Area: 80 SqM
BBGS	Building	PUJALI RAIL BRIDGE including upgradation
BBGS	Building	Store Building
BBGS	Building	Building for Power evacuation
BBGS	Plant & Machinery	Air Conditioning System for Main Control Room - Cetrigugal Pump Sets [BHEL]
BBGS	Plant & Machinery	Air Compressors
BBGS	Plant & Machinery	Coal Handling Plant
BBGS	Plant & Machinery	Thermal Insulators for Power Cycle Piping
BBGS	Plant & Machinery	Misc. silo top & AshLine Equipments [BHEL]
BBGS	Plant & Machinery	Coal Handling Plant - Facilities for Track Hopper
BBGS	Plant & Machinery	INSTALLATION & COMMISSIONING OF CCTV SURVEILLANCE SYSTEM [2Z5170]
BBGS	Plant & Machinery	PROCUREMENT OF FEEDER TO MILL CHUTE VIBRATORS- 24 NOS. [2Z5163]
BBGS	Plant & Machinery	High Pressure Steam and Water piping [BHEL]
BBGS	Plant & Machinery	COAL CRANES [2Z203465]
BBGS	Plant & Machinery	COAL & OIL FLAME SCANNERS. [2Z5093]
BBGS	Plant & Machinery	DFG boiler pump [Leased asset taken over]
BBGS	Plant & Machinery	Ash Handling Plant - Fly Ash System, Air Compressor, Instrument Air
BBGS	Plant & Machinery	Coal Handling Plant incl Conveyor Belt
BBGS	Plant & Machinery	Power Cycle Piping incl valves
BBGS	Plant & Machinery	Fire Protection System
BBGS	Plant & Machinery	Cooling Tower Package
BBGS	Plant & Machinery	Ash Handling Plant, Pipe supports, Compressor, Instrument Air
BBGS	Plant & Machinery	Coal Handling Plant - Wagon Tippler

Location	Asset Type	Description
BBGS	Plant & Machinery	Steam-generator incl 6 Nos. Guillotine Dampers for Boiler of Unit 1
BBGS	Plant & Machinery	Steam-generator incl 6 Nos. Guillotine Dampers for Boiler of Unit 1
BBGS	Plant & Machinery	Effluent Treatment Plant
BBGS	Plant & Machinery	Cooling Tower - Piping, valves, Sump Pump, Fills, Sheets, Nozzles, Gates
BBGS	Plant & Machinery	Sump pumps & drives
BBGS	Plant & Machinery	Travelling Water Screen
BBGS	Plant & Machinery	Illumination system in Auxiliary Bldg.
BBGS	Plant & Machinery	Ventilation System
BBGS	Plant & Machinery	Elevators
BBGS	Plant & Machinery	Pinion Elevators
BBGS	Plant & Machinery	1- Thermo Couple Calibrator
BBGS	Plant & Machinery	5 Nos. Elevators
BBGS	Plant & Machinery	Unit Transformers - Erection
BBGS	Plant & Machinery	160MVA (Siemens make) Transformer - ICT 1 220KV SW YARD
BBGS	Plant & Machinery	Analytical Instrument SWAS Panel
BBGS	Plant & Machinery	Unit Transformers
BBGS	Plant & Machinery	Unit Transformers
BBGS	Plant & Machinery	Generator busduct
BBGS	Plant & Machinery	Local Control Panels incl power and control cables
BBGS	Plant & Machinery	Local Control Panels incl power and control cables
BBGS	Plant & Machinery	Distributed Control System
BBGS	Plant & Machinery	Neutral Grounding Resistor
BBGS	Plant & Machinery	Distributed Control System
BBGS	Plant & Machinery	Local Control Panels incl power and control cables
BBGS	Plant & Machinery	Control Panel/Contactor
BBGS	Plant & Machinery	132 kV Switchyard - Cable Trays, cable laying, grounding
BBGS	Plant & Machinery	132 kV Isolators with accessories for intermediate station
BBGS	Plant & Machinery	132 kV Switchyard - Cable Trays, cable laying, grounding
BBGS	Plant & Machinery	OEN Relays
BBGS	Plant & Machinery	132 kV Isolators with accessories
BBGS	Plant & Machinery	132 kV Post-type outdoor voltage transformer - Supply
BBGS	Plant & Machinery	132 kV Isolators with accessories for intermediate station - Erection
BBGS	Plant & Machinery	132 kV Switchyard - Steel structures/Circuit Breakers/Instrument Transf
BBGS	Plant & Machinery	48 Volt Battery Charger
BBGS	Plant & Machinery	Cable Communication/Scada Network/Optical Fibre
BBGS	Plant & Machinery	Transducers for Scada
BBGS	Plant & Machinery	Data Change Over Panel

Location	Asset Type	Description
BBGS	Plant & Machinery	Portable Terminal
BBGS	Plant & Machinery	Panels for Optical Fibre Equipments
BBGS	Plant & Machinery	SUPPLY-SPLICING KIT[2Z528500]
BBGS	Plant & Machinery	ELECTRONIC OVERSPEED PROTECTION OF TG[2Z531800]
BBGS	Plant & Machinery	RETUBING OF U-1 PRIMARY & SECONDARY AIR HEATERS[2Z5347]
BBGS	Plant & Machinery	PIPES & AIR RECEIVER FOR CONVERSION OF U#3 FLY ASH CONVEYING SYS[2Z5382]
BBGS	Plant & Machinery	Hoists & Pumps [BHEL]
BBGS	Plant & Machinery	Fuel Oil Handling System, barge unloading system
BBGS	Plant & Machinery	UPGRADATION OF BMS IN UNIT # 2 [2Z5174]
BBGS	Plant & Machinery	Pipe Rack, Support, Gratings etc [BHEL]
BBGS	Plant & Machinery	L.P. Valves & Specialities
BBGS	Plant & Machinery	Ash Handling Plant - Bottom Ash Handling System
BBGS	Plant & Machinery	Chemical Feed System
BBGS	Plant & Machinery	L.P. Valves & Specialities
BBGS	Plant & Machinery	Steam-generator
BBGS	Plant & Machinery	TUBE LEAK DETECTION SYSTEM FOR BOILER UNIT #1 [2Z5118]
BBGS	Plant & Machinery	DEVELOPMENT OF EARTHEN DYKE AT HCSS [2Z5151]
BBGS	Plant & Machinery	DCS UPGRADATION AT UNIT #1 [2Z5146]
BBGS	Plant & Machinery	Coal control room lift with shaft [2Z500700]
BBGS	Plant & Machinery	Chemical Feed System
BBGS	Plant & Machinery	Butterfly valves
BBGS	Plant & Machinery	Air Compressors incl spares
BBGS	Plant & Machinery	Ash Handling Plant - Fly Ash System, Air Compressor, Instrument Air
BBGS	Plant & Machinery	Ash Handling Plant - Bottom Ash
BBGS	Plant & Machinery	Generator Transformer
BBGS	Plant & Machinery	Fire Protection System
BBGS	Plant & Machinery	Miscellaneous Hoists & lifting devices
BBGS	Plant & Machinery	Miscellaneous cranes
BBGS	Plant & Machinery	Miscellaneous cranes
BBGS	Plant & Machinery	Air Compressors
BBGS	Plant & Machinery	Power Cycle Piping & valves
BBGS	Plant & Machinery	Steam-generator incl 6 Nos. Guillotine Dampers for Boiler of Unit 1
BBGS	Plant & Machinery	TURBINE BLADES FOR BBGS
BBGS	Plant & Machinery	Turbo-generator incl Erection of T.G. sets and auxiliaries
BBGS	Plant & Machinery	Travelling Water Screen
BBGS	Plant & Machinery	CW Pipes [BHEL]

Location	Asset Type	Description
BBGS	Plant & Machinery	Intake Pumps & Drives
BBGS	Plant & Machinery	C W Pumps & Drives
BBGS	Plant & Machinery	Diesel Generator Plant
BBGS	Plant & Machinery	Diesel Generator Plant
BBGS	Plant & Machinery	Illumination system in Auxiliary Bldg.
BBGS	Plant & Machinery	Testing Equipment
BBGS	Plant & Machinery	Air Conditioning Plant
BBGS	Plant & Machinery	RELOCATION OF TOWER [2B105265]
BBGS	Plant & Machinery	Miscellaneous Test Equipment
BBGS	Plant & Machinery	Thermography Camera for condition monitoring [2Z507200]
BBGS	Plant & Machinery	L.T. Transformers (oil cooled)
BBGS	Plant & Machinery	Station Transformers
BBGS	Plant & Machinery	Distributed Control System
BBGS	Plant & Machinery	Local Control Panels
BBGS	Plant & Machinery	Rationalisation of 20 KV system
BBGS	Plant & Machinery	Distributed Control System
BBGS	Plant & Machinery	145kV SF6 Circuit Breakers - Supply
BBGS	Plant & Machinery	132 kV Outdoor type SF6 Circuit Breakers
BBGS	Plant & Machinery	132 kV Relay/Control/Indication Panels
BBGS	Plant & Machinery	132 kV Switchyard - 132 kV Isolators
BBGS	Plant & Machinery	132 kV Isolators with accessories for intermediate station
BBGS	Plant & Machinery	Distance Protection Relays
BBGS	Plant & Machinery	145kV SF6 Circuit Breakers - Erection
BBGS	Plant & Machinery	145kV SF6 Circuit Breakers - Erection
BBGS	Plant & Machinery	132 kV Switchyard - Cable Trays, cable laying, grounding
BBGS	Plant & Machinery	132 kV Switchyard - Cable Trays, cable laying, grounding
BBGS	Plant & Machinery	132 kV Switchyard - Cable Trays, cable laying, grounding
BBGS	Plant & Machinery	132 kV Switchyard - Cable Trays, cable laying, grounding
BBGS	Plant & Machinery	Plant Intercommunication - Intercom/Site Telephone/Plant Telephone
BBGS	Plant & Machinery	Optical Alternator
BBGS	Plant & Machinery	1 No.Motorola MAX 638 Stationery type Radio set with accessories [PG1007]
BBGS	Plant & Machinery	PROCUREMENT & INSTALLATION OF AMBIENT AIR QUALITY MONITORING [2Z5268]
BBGS	Plant & Machinery	DCS UPGRADATION OF UNIT # 2 I/O MODULES[2Z532300]
BBGS	Plant & Machinery	PROCUREMENT OF 415V VFD FOR UNIT-3 CT PUMP [2Z532700]
BBGS	Plant & Machinery	50 NOS THERMOGRAPHY WORK FOR U# 1 U# 2 AT BBGS[2Z5340]
BBGS	Plant & Machinery	ELECTROSTATIC LIQUID CLEANER FOR COAL MILL GEAR BOX OF UNIT 3 [2Z5188]

Location	Asset Type	Description
BBGS	Plant & Machinery	D.M. Plant
BBGS	Plant & Machinery	DW Bin Accessories [BHEL]
BBGS	Plant & Machinery	LIGHTING TRANSFORMER AT COAL HANDLING PLANT [2Z5059]
BBGS	Plant & Machinery	Coal Handling Plant
BBGS	Plant & Machinery	Thermal Insulators for Power Cycle Piping
BBGS	Plant & Machinery	Installation of spare 105 MVA Generating Transformer
BBGS	Plant & Machinery	Air Washer Unit & Accessories - Pump with Drive [BHEL]
BBGS	Plant & Machinery	Drainage System in Stockpile [BHEL]
BBGS	Plant & Machinery	PRESERVATION INSTALLATION OF SPARE 105 MVA GEN. TRANSFORMER [2N0604]
BBGS	Plant & Machinery	Coal Handling Plant
BBGS	Plant & Machinery	Fire Protection System
BBGS	Plant & Machinery	Fuel Oil Handling System, barge unloading system
BBGS	Plant & Machinery	Chemical Feed System
BBGS	Plant & Machinery	Miscellaneous cranes
BBGS	Plant & Machinery	SECONDARY AIR DAMPER CNTRL POSITION FEEDBACK SYS.FOR UNIT#3 BOILER[2Z5227]
BBGS	Plant & Machinery	UPGRADATION OF DCS & AWCS IN UNIT # 2 [2Z5175]
BBGS	Plant & Machinery	PROCUREMENT & INSTALLATION OF 1 NO.2 X60 KVA UPS SYSTEM FOR UNIT#2 [2Z5117]
BBGS	Plant & Machinery	CONTROL & INSTRUMENTATION SPARES [BHEL]
BBGS	Plant & Machinery	Air Conditioning System for Main Control Room - Piping & Insulation [BHEL]
BBGS	Plant & Machinery	Electricals [BHEL]
BBGS	Plant & Machinery	Electricals [BHEL]
BBGS	Plant & Machinery	D.M. Plant
BBGS	Plant & Machinery	Power Cycle Piping incl valves
BBGS	Plant & Machinery	Steam-generator
BBGS	Plant & Machinery	Miscellaneous cranes
BBGS	Plant & Machinery	Steam-generator incl 6 Nos. Guillotine Dampers for Boiler of Unit 1
BBGS	Plant & Machinery	Turbine & auxiliaries [BHEL]
BBGS	Plant & Machinery	Air Heaters [BHEL]
BBGS	Plant & Machinery	Turbo-generator incl Erection of T.G. sets and auxiliaries
BBGS	Plant & Machinery	Turbo-generator incl Erection of T.G. sets and auxiliaries
BBGS	Plant & Machinery	Fans [BHEL]
BBGS	Plant & Machinery	Turbo-generator incl Erection of T.G. sets and auxiliaries
BBGS	Plant & Machinery	C W Pumps & Drives
BBGS	Plant & Machinery	Gas Cutting Set
BBGS	Plant & Machinery	Elevators



Location	Asset Type	Description
BBGS	Plant & Machinery	Miscellaneous Test Equipment
BBGS	Plant & Machinery	SPECTROPHOTOMETER FOR DM LABORATORY [2Z5213]
BBGS	Plant & Machinery	1 NO.BOROSCOPE WITH VIDEO DISPLAY & ACCESSORIES [2Z5239]
BBGS	Plant & Machinery	5 Nos. Elevators
BBGS	Plant & Machinery	Diesel Generator Plant
BBGS	Plant & Machinery	1010 KVA DG SETS + CONTROL PANEL incl ACOUSTIC ENCLOSURE [2B1008]
BBGS	Plant & Machinery	Generator Transformer - Supply
BBGS	Plant & Machinery	6.6 kV Switchgear - Erection
BBGS	Plant & Machinery	Electrical Control Boards & Relay Panel
BBGS	Plant & Machinery	6.6 kV Bus Ducts
BBGS	Plant & Machinery	Distributed Control System
BBGS	Plant & Machinery	Distributed Control System
BBGS	Plant & Machinery	Distributed Control System
BBGS	Plant & Machinery	Field Instrumentation
BBGS	Plant & Machinery	Distributed Control System
BBGS	Plant & Machinery	132kV Outdoor Post Type Current Transformer - Supply
BBGS	Plant & Machinery	132 kV Switchyard - Cable Trays, cable laying, grounding
BBGS	Plant & Machinery	132 kV Switchyard - Cable Trays, cable laying, grounding
BBGS	Plant & Machinery	132 kV Switchyard - Steel structures/Circuit Breakers/Instrument Transf
BBGS	Plant & Machinery	Auxiliary Relays
BBGS	Plant & Machinery	132 kV Relay/Control/Indication Panels
BBGS	Plant & Machinery	132 kV outdoor Post-type current transformer
BBGS	Plant & Machinery	Installation of SCADA system
BBGS	Plant & Machinery	Optical fibre communication system
BBGS	Plant & Machinery	Multiplying Relays,Transducers for SCADA
BBGS	Plant & Machinery	Multiplying Relays,Transducers for SCADA
BBGS	Plant & Machinery	Plant Intercommunication - Site Telephone facilities/Plant Telephone
BBGS	Plant & Machinery	1127 M3 PVC FILM FILL[2Z527700]
BBGS	Plant & Machinery	IDCCAP FY14-15-INSTALLATION OF ENERGY CHAIN SYSTEM FOR RDMS [2Z5284]
BBGS	Plant & Machinery	ZERO LOSS DRAIN TRAPS & DEMAND SIDE CONTROLLERS ON PNEUMATIC SYSTEM[2Z5363]
BBGS	Plant & Machinery	Miscellaneous cranes
BBGS	Plant & Machinery	AMMONIA LEAK DETECTION SYSTEM [2Z5241]
BBGS	Plant & Machinery	BELT WEIGHER AT 4A & 4B AND 12A & 12B CONVEYORS [2Z5137]
BBGS	Plant & Machinery	Coal Handling Plant
BBGS	Plant & Machinery	Rubber Expansion joints
BBGS	Plant & Machinery	D.M. Plant

Location	Asset Type	Description
BBGS	Plant & Machinery	Ash Handling Plant - Fly Ash System, Air Compressor, Instrument Air
BBGS	Plant & Machinery	Ash Handling Plant - Bottom Ash
BBGS	Plant & Machinery	10 NO.FEEDER TO MILL CHUTE VIBRATOR & 7 NO.COAL CHUTE VIBRATORS FOR CHP AREA
BBGS	Plant & Machinery	ELECTRICAL SPARES [BHEL]
BBGS	Plant & Machinery	Ash Conveying Vessels & PD Pumps [BHEL]
BBGS	Plant & Machinery	1 NO CEP MOTOR [2Z510100]
BBGS	Plant & Machinery	FOUNDATION FOR SIDE ARM CHAIR [2Z5041]
BBGS	Plant & Machinery	D.M. Plant
BBGS	Plant & Machinery	Ash Handling Plant - Fly Ash System, Air Compressor, Instrument Air
BBGS	Plant & Machinery	Ash Handling Plant - Bottom Ash
BBGS	Plant & Machinery	Power Cycle Piping incl valves
BBGS	Plant & Machinery	Generator Transformer
BBGS	Plant & Machinery	Coal Handling Plant
BBGS	Plant & Machinery	Steam-generator incl 6 Nos. Guillotine Dampers for Boiler of Unit 1
BBGS	Plant & Machinery	Steam-generator incl 6 Nos. Guillotine Dampers for Boiler of Unit 1
BBGS	Plant & Machinery	Steam-generator incl 6 Nos. Guillotine Dampers for Boiler of Unit 1
BBGS	Plant & Machinery	Auxiliary C.W. Pumps & Drives
BBGS	Plant & Machinery	Circulating Water Treatment Plant
BBGS	Plant & Machinery	C W Pumps & Drives
BBGS	Plant & Machinery	Raw Water Treatment Plant
BBGS	Plant & Machinery	Intake Pumps & Drives
BBGS	Plant & Machinery	Miscellaneous Test Equipment
BBGS	Plant & Machinery	Testing Equipment
BBGS	Plant & Machinery	Diesel Generator Plant
BBGS	Plant & Machinery	Air Conditioning Plant
BBGS	Plant & Machinery	Air Conditioning Plant
BBGS	Plant & Machinery	Centrifugal Blower
BBGS	Plant & Machinery	Laboratory Test Equipment
BBGS	Plant & Machinery	Fire Extinguisher
BBGS	Plant & Machinery	Battery Bank at 220V DC system [2Z505300]
BBGS	Plant & Machinery	220 V, 200 AH Battery Charger
BBGS	Plant & Machinery	Analytical Instrument SWAS Panel
BBGS	Plant & Machinery	Analytical Instrument SWAS Panel
BBGS	Plant & Machinery	SF6 RECOVERY UNIT [2Z509800]
BBGS	Plant & Machinery	Generator busduct
BBGS	Plant & Machinery	132 kV Outdoor type SF6 Circuit Breakers

Location	Asset Type	Description
BBGS	Plant & Machinery	Relays/Cable
BBGS	Plant & Machinery	Transducers
BBGS	Plant & Machinery	132 kV outdoor Post-type current transformer
BBGS	Plant & Machinery	132kV Outdoor Post Type Current Transformer - Erection
BBGS	Plant & Machinery	132 kV Switchyard - Cable Trays, cable laying, grounding
BBGS	Plant & Machinery	132 kV Switchyard - Cable Trays, cable laying, grounding
BBGS	Plant & Machinery	132 kV Switchyard - Cable Trays, cable laying, grounding
BBGS	Plant & Machinery	132 kV Switchyard - Cable Trays, cable laying, grounding
BBGS	Plant & Machinery	132 kV Switchyard - Control Desk Relay Panel, Bus zonal panel
BBGS	Plant & Machinery	LT A.C. and D.C. Boards
BBGS	Plant & Machinery	LT A.C. and D.C. Boards
BBGS	Plant & Machinery	Plant Intercommunication - Site Telephone facilities/Plant Telephone
BBGS	Plant & Machinery	Installation of SCADA system
BBGS	Plant & Machinery	TDM/TDMA Microwave communication network system
BBGS	Plant & Machinery	Cable Communication/Scada Network/Optical Fibre
BBGS	Plant & Machinery	Cable Communication/Scada Network/Optical Fibre
BBGS	Plant & Machinery	Batteries for Scada
BBGS	Plant & Machinery	Voltage Stabiliser for Scada
BBGS	Plant & Machinery	Multiplying Relays,Transducers for SCADA
BBGS	Plant & Machinery	Optical Fibre Panels
BBGS	Plant & Machinery	BB3 INFRASTRUCTURE-COMN.EQP. [2B1014]
BBGS	Plant & Machinery	HARDWARE FOR UPGRADATION OF FBM & OTHER CHARGES [2Z5247]
BBGS	Plant & Machinery	OIL INJECTED SCREW AIR COMPRESSOR, SINGLE STAGE[2Z529500]
BBGS	Plant & Machinery	UPGRADATION OF PLC FOR UNIT - 1 & 2 FLY ASH SYSTEM [2Z5357]
BBGS	Plant & Machinery	NEW ALLENBURY MAKE UNIT 1 & 2 COOLING TOWER GEAR BOXES [2Z5360]
BBGS	Plant & Machinery	Air Compressors
BBGS	Plant & Machinery	Mobile storage materials handling equipment - vertical caroused conveyory
BBGS	Plant & Machinery	BUNKER LEVEL INDICATORS FOR UNIT 2 & 3 AND LINK WITH CHP PLC SYSTEM[2Z5244]
BBGS	Plant & Machinery	PASSENGER LIFT IN BETWEEN BOILER UNIT NO. 1 & 2 [2Z5103]
BBGS	Plant & Machinery	Butterfly valves
BBGS	Plant & Machinery	UNIT 2 UCR ANNUNCIATION SYSTEM UPGRADATION OF UNIT 1 [2Z5180]
BBGS	Plant & Machinery	Unitary Air Filtration Units - Electricals & Instrumentation [BHEL]
BBGS	Plant & Machinery	Unitary Air Filtration Units - Pumps with Drive [BHEL]
BBGS	Plant & Machinery	Slurry Line & Ash Water Line Valves [BHEL]
BBGS	Plant & Machinery	PROCUREMENT OF VIBRATION ANALYSER [2Z5095]
BBGS	Plant & Machinery	Procurement of 2nd coal mill gearbox oil filtration unit [2Z501731]

Location	Asset Type	Description
BBGS	Plant & Machinery	CHP- Track hopper unloading system for bottom discharge waggons [2N062900]
BBGS	Plant & Machinery	Miscellaneous Hoists
BBGS	Plant & Machinery	D.M. Plant
BBGS	Plant & Machinery	Ash Handling Plant - Fly Ash System, Air Compressor, Instrument Air
BBGS	Plant & Machinery	Ash Handling Plant - Bottom Ash
BBGS	Plant & Machinery	Coal Handling Plant incl Conveyor Belt
BBGS	Plant & Machinery	Thermal Insulators for Power Cycle Piping
BBGS	Plant & Machinery	Miscellaneous Hoists & lifting devices
BBGS	Plant & Machinery	Air Compressors
BBGS	Plant & Machinery	Cooling Tower Package
BBGS	Plant & Machinery	D.M. Plant
BBGS	Plant & Machinery	Steam-generator incl 6 Nos. Guillotine Dampers for Boiler of Unit 1
BBGS	Plant & Machinery	ESP [BHEL]
BBGS	Plant & Machinery	Sump pumps & drives
BBGS	Plant & Machinery	Raw Water Treatment Plant M.S,Pipes for C.W.System
BBGS	Plant & Machinery	Raw Water Treatment Plant M.S,Pipes for C.W.System
BBGS	Plant & Machinery	Auxiliary C.W. Pumps & Drives
BBGS	Plant & Machinery	Elevators Goods Elevator No. 2
BBGS	Plant & Machinery	C W Pumps & Drives
BBGS	Plant & Machinery	1- Vacuum Calibrator
BBGS	Plant & Machinery	Civil Work for installation of Track Hopper
BBGS	Plant & Machinery	4 sets 48 V Battery with charger for KRS
BBGS	Plant & Machinery	Laboratory Test Equipment
BBGS	Plant & Machinery	Ventilation System
BBGS	Plant & Machinery	16MVA KV Power Transformers
BBGS	Plant & Machinery	75 MVA, 132/34.5 kV Power Transformer
BBGS	Plant & Machinery	L.T. Transformers (oil cooled/dry type)
BBGS	Plant & Machinery	Analytical Instrument SWAS Panel
BBGS	Plant & Machinery	415 V Switchgear
BBGS	Plant & Machinery	6.6 kV Switchgear - Supply
BBGS	Plant & Machinery	Electrical Control Boards & Relay Panel
BBGS	Plant & Machinery	SUPPLY & INSTALLATION OF UPGRADED VERSION OF BATTERY CHARGER [2Z5116]
BBGS	Plant & Machinery	220kV switch yard (incl spares)
BBGS	Plant & Machinery	Distributed Control System
BBGS	Plant & Machinery	Local Control Panels incl power and control cables

Location	Asset Type	Description
BBGS	Plant & Machinery	132 kV Switchyard - Steel structures/Circuit Breakers/Instrument Transf
BBGS	Plant & Machinery	Relay/Control/Indication Panel - Supply
BBGS	Plant & Machinery	145kV SF6 Circuit Breakers - Supply
BBGS	Plant & Machinery	132 kV Outdoor type SF6 Circuit Breakers
BBGS	Plant & Machinery	132kV Outdoor Post Type Inductive Transformer - Erection
BBGS	Plant & Machinery	132kV Outdoor Post Type Current Transformer - Erection
BBGS	Plant & Machinery	Control Desk Relay Panel, Bus zonal panel for 132 kV Switchyard
BBGS	Plant & Machinery	L.T. Transformers (dry type) 24 Volt Battery
BBGS	Plant & Machinery	48 Volt Battery
BBGS	Plant & Machinery	Battery
BBGS	Plant & Machinery	Installation of optical fibre communication system
BBGS	Plant & Machinery	Installation of SCADA system
BBGS	Plant & Machinery	Software for Scada
BBGS	Plant & Machinery	Transducers for Scada
BBGS	Plant & Machinery	Junction Box
BBGS	Plant & Machinery	Computers for Scada
BBGS	Plant & Machinery	TURBO AIR 6000 M2 PACKAGED CENTRIFUGAL COMPRESSOR & ACCESSORIES[2Z520000]
BBGS	Plant & Machinery	220V 1000AH EXIDE TUBULAR BATTERY & ACCESSORIES [2Z532400]
BBGS	Plant & Machinery	Intrument air and Service Air Compressors with Drivers [BHEL]
BBGS	Plant & Machinery	Coal Handling Plant
BBGS	Plant & Machinery	AC System for ESP Building - Insulation [BHEL]
BBGS	Plant & Machinery	Coal Handling Plant
BBGS	Plant & Machinery	DRY FOG DUST SUPPRESSION SYSTEM- CRUSHER HOUSE & WAGON TIPPLER [2Z5152]
BBGS	Plant & Machinery	Equipments [BHEL]
BBGS	Plant & Machinery	Exhaust Fans [BHEL]
BBGS	Plant & Machinery	AC System for ESP Building - Electriclas [BHEL]
BBGS	Plant & Machinery	Chutes & Flap Gates [BHEL]
BBGS	Plant & Machinery	Flue gas monitoring system, Dual beam Opacity meter, Gas Analyser[2Z5022]
BBGS	Plant & Machinery	Flammage Protection Unit
BBGS	Plant & Machinery	D.M. Plant
BBGS	Plant & Machinery	Miscellaneous cranes
BBGS	Plant & Machinery	Ash Handling Plant - Bottom Ash Handling System
BBGS	Plant & Machinery	EHG/ SAM/ AVR/ TSE UPGRADATION IN UNIT NO.1 [2Z5222]
BBGS	Plant & Machinery	Raw Water Treatment Plant
BBGS	Plant & Machinery	Travelling Water Screen
BBGS	Plant & Machinery	Sump pumps & drives

Location	Asset Type	Description
BBGS	Plant & Machinery	Effluent Treatment Plant
BBGS	Plant & Machinery	INSTALLATION OF 4TH DMCW PUMP IN UNIT #1 [2Z5057]
BBGS	Plant & Machinery	Intake Pumps & Drives
BBGS	Plant & Machinery	Raw Water Treatment Plant
BBGS	Plant & Machinery	Circulating Water Treatment Plant
BBGS	Plant & Machinery	Intake Pumps & Drives
BBGS	Plant & Machinery	Fire Protection System
BBGS	Plant & Machinery	220 V, 200 AH Battery Charger
BBGS	Plant & Machinery	Reeds & Plates make Electrical equipment
BBGS	Plant & Machinery	Laboratory Test Equipment
BBGS	Plant & Machinery	ULTRASONIC DETECTOR FOR DETECTION OF PARTIAL DISCHARGE/CORONA [2Z5212]
BBGS	Plant & Machinery	2- Dead Weight Tester
BBGS	Plant & Machinery	6 Nos. Electrostatic Liquid Cleaners [2Z505200]
BBGS	Plant & Machinery	Ventilation System
BBGS	Plant & Machinery	L.T. Transformers (oil cooled/dry type)
BBGS	Plant & Machinery	Analytical Instrument SWAS Panel
BBGS	Plant & Machinery	Station Transformers
BBGS	Plant & Machinery	Field Instrumentation
BBGS	Plant & Machinery	6.6 kV Bus Ducts
BBGS	Plant & Machinery	415 V Motor Control Centre
BBGS	Plant & Machinery	6.6 kV Bus Ducts
BBGS	Plant & Machinery	132 kV Relay/Control/Indication Panels
BBGS	Plant & Machinery	132 kV outdoor Post-type current transformer
BBGS	Plant & Machinery	132kV Outdoor Post Type Current Transformer - Supply
BBGS	Plant & Machinery	132 kV Post-type outdoor voltage transformer - Erection
BBGS	Plant & Machinery	132 kV Outdoor type SF6 Circuit Breakers
BBGS	Plant & Machinery	132 kV Switchyard - steel structure & foundation
BBGS	Plant & Machinery	Channel Rack Assembly
BBGS	Plant & Machinery	132 kV Isolators with accessories for intermediate station
BBGS	Plant & Machinery	132 kV Switchyard - Cable Trays, cable laying, grounding
BBGS	Plant & Machinery	132 kV Switchyard - Cable Trays, cable laying, grounding
BBGS	Plant & Machinery	132 kV Switchyard - 132 kV Isolators
BBGS	Plant & Machinery	132 kV outdoor Post-type current transformer - Supply
BBGS	Plant & Machinery	132 kV Switchyard - Cable Trays, cable laying, grounding
BBGS	Plant & Machinery	Installation of SCADA System
BBGS	Plant & Machinery	Multiplying Relays, Transducers for SCADA

Location	Asset Type	Description
BBGS	Plant & Machinery	Cable Communication/Scada Network/Optical Fibre
BBGS	Plant & Machinery	Junction Box
BBGS	Plant & Machinery	TDM/TDMA Microwave communication
BBGS	Plant & Machinery	08NOS. COOLING TOWER GEARBOX[2Z529000]
BBGS	Plant & Machinery	INSTALLATION OF ENERGY CHAIN SYSYEM FOR 1 NO RDM [2Z532500]
BBGS	Plant & Machinery	DCS UPGRADATION OF I/O MODULES[2Z5345]
BBGS	Plant & Machinery	TURBINE MAJOR OVERHAULING SPARES FOR UNIT # 1[2Z5365]
BBGS	Plant & Machinery	Compressed Conveying air system [BHEL]
BBGS	Plant & Machinery	Power Cycle Piping & valves
BBGS	Plant & Machinery	Ash Handling Plant - Fly Ash System, Air Compressor, Instrument Air
BBGS	Plant & Machinery	UPGRADATION OF DCS & AWCS IN UNIT # 2 [2Z5175]
BBGS	Plant & Machinery	Fire Protection System
BBGS	Plant & Machinery	CCTV FOR CHP OPERATION MONITORING [2Z5226]
BBGS	Plant & Machinery	Ash Handling Plant - Bottom Ash Handling System
BBGS	Plant & Machinery	Chemical Feed System
BBGS	Plant & Machinery	D.M. Plant
BBGS	Plant & Machinery	Ventilation System
BBGS	Plant & Machinery	1 NO. 350 HP DIESEL ELECTRIC LOCOMOTIVE [2Z5243]
BBGS	Plant & Machinery	Air Washer Unit & Accessories - Electricals & Instruments [BHEL]
BBGS	Plant & Machinery	Air Drying Plant [BHEL]
BBGS	Plant & Machinery	Bottom Ash Hopper & Accessories [BHEL]
BBGS	Plant & Machinery	Tripper Trolley & Accessories [BHEL]
BBGS	Plant & Machinery	Chemical Feed System
BBGS	Plant & Machinery	Steam-generator
BBGS	Plant & Machinery	Plant Illumination
BBGS	Plant & Machinery	Air Compressors
BBGS	Plant & Machinery	Fuel Oil Handling System incl Barge unloading system
BBGS	Plant & Machinery	Ash Handling Plant, Pipe supports, Compressor, Instrument Air
BBGS	Plant & Machinery	Coal Handling Plant - Wagon Tippler
BBGS	Plant & Machinery	Steam-generator incl 6 Nos. Guillotine Dampers for Boiler of Unit 1
BBGS	Plant & Machinery	Condensor [BHEL]
BBGS	Plant & Machinery	Turbo-generator incl Erection of T.G. sets and auxiliaries
BBGS	Plant & Machinery	C W Pumps & Drives
BBGS	Plant & Machinery	Group B.C.W. Piping
BBGS	Plant & Machinery	Coal Handling Plant - Wagon Tippler
BBGS	Plant & Machinery	CAPACITY AUGMENTATION OF ZERO EFFLUENT SYSTEM [2Z5036]
BBGS	Plant & Machinery	4 sets 48 V Battery with charger for TRS, Batteries



Location	Asset Type	Description
BBGS	Plant & Machinery	Fire Alarm Panels [BHEL]
BBGS	Plant & Machinery	L.T. Transformers (oil cooled)
BBGS	Plant & Machinery	20MVA KV Onan Power Transformer
BBGS	Plant & Machinery	L.T. Transformers (oil cooled)
BBGS	Plant & Machinery	Generator Transformer - Erection
BBGS	Plant & Machinery	Analytical Instrument SWAS Panel
BBGS	Plant & Machinery	Analytical Instrument SWAS Panel
BBGS	Plant & Machinery	Local Control Panels incl power and control cables
BBGS	Plant & Machinery	6.6 kV Bus Ducts
BBGS	Plant & Machinery	415 V Switchgear - Supply
BBGS	Plant & Machinery	Distributed Control System
BBGS	Plant & Machinery	Distributed Control System
BBGS	Plant & Machinery	415 V Motor Control Centre and distribution board - Supply
BBGS	Plant & Machinery	132 kV outdoor Post-type current transformer
BBGS	Plant & Machinery	132 kV Isolators with accessories for intermediate station
BBGS	Plant & Machinery	132 kV Switchyard - 132 kV Circuit Breakers & Instrument Transformers
BBGS	Plant & Machinery	Distance Protection Relays
BBGS	Plant & Machinery	132 kV Switchyard - Cable Trays, cable laying, grounding
BBGS	Plant & Machinery	L.T. Transformers (dry type) Battery
BBGS	Plant & Machinery	Plant Intercommunication - Intercom/Site Telephone/Plant Telephone
BBGS	Plant & Machinery	Installation of SCADA System
BBGS	Plant & Machinery	Panels for Optical Fibre Equipments
BBGS	Plant & Machinery	Telephone Cables
BBGS	Plant & Machinery	Plant Intercommunication - Intercom/Site Telephone/Plant Telephone
BBGS	Plant & Machinery	TDM/TDMA Microwave communication
BBGS	Plant & Machinery	Cable Communication/Scada Network/Optical Fibre
BBGS	Plant & Machinery	528 MTR FRP UNDERGROUND CABLE TRAY [2Z5258]
BBGS	Plant & Machinery	1 NO HORIZONTAL AXIAL SPLIT CASING PUMP & SQUIRREL CAGE MOTOR [2Z529200]
BBGS	Plant & Machinery	SO2 ANALYZER,NOX ANALYZER,NH3 CONVERTER,CO ANALYZER,PM 10 ANALYZER[2Z5311]
BBGS	Plant & Machinery	2 SETS OF 45KW LT VVFD FOR CT PUMP U#1 & U#2[2Z5328]
BBGS	Plant & Machinery	ILLUMINATION SYSTEM [2Z5155]
BBGS	Plant & Machinery	Ash Handling Plant - Bottom Ash Handling System
BBGS	Plant & Machinery	Air Compressors
BBGS	Plant & Machinery	L.P. Valves & Specialities
BBGS	Plant & Machinery	Split / Window AC Units [BHEL]
BBGS	Plant & Machinery	EFFLUENT TREATMENT SYSTEM [2N0660]

Location	Asset Type	Description
BBGS	Plant & Machinery	HEAT OF COMPRESSION TYPE AIR DRIER [2Z5208]
BBGS	Plant & Machinery	LEVEL PROBES AT UNIT#3 ESP HOPPERS OF FIRST THREE FIELDS [2Z5207]
BBGS	Plant & Machinery	Procurement of 1 No. JCB 3DX Excavator Loader [2Z505100]
BBGS	Plant & Machinery	Fire Protection System
BBGS	Plant & Machinery	Ash Handling Plant - Fly Ash System, Air Compressor, Instrument Air
BBGS	Plant & Machinery	Thermal Insulators for Power Cycle Piping
BBGS	Plant & Machinery	L.P. Valves & Specialities
BBGS	Plant & Machinery	Air Compressors
BBGS	Plant & Machinery	Coal Handling Plant
BBGS	Plant & Machinery	Coal Handling Plant
BBGS	Plant & Machinery	Coal Handling Plant
BBGS	Plant & Machinery	Steam-generator incl 6 Nos. Guillotine Dampers for Boiler of Unit 1
BBGS	Plant & Machinery	Auxiliary C.W. Pumps & Drives
BBGS	Plant & Machinery	Cooling Tower - Fan Assembly [BHEL]
BBGS	Plant & Machinery	Auxiliary C.W. Pumps & Drives
BBGS	Plant & Machinery	Auxiliary C.W. Pumps & Drives
BBGS	Plant & Machinery	PROCUREMENT OF CARBON SHAFT FOR COOLING TOWER FANS [2Z5186]
BBGS	Plant & Machinery	Travelling Water Screen
BBGS	Plant & Machinery	Lightning Arrestors for Budge Budge Intermediate Station
BBGS	Plant & Machinery	Diesel Generator Plant
BBGS	Plant & Machinery	Air Conditioning Plant
BBGS	Plant & Machinery	Cost of 1 No. Deep Tubewell [2Z5037]
BBGS	Plant & Machinery	L.T. Transformers (oil cooled/dry type)
BBGS	Plant & Machinery	33/11 KV Power transformer
BBGS	Plant & Machinery	Analytical Instrument SWAS Panel
BBGS	Plant & Machinery	415 V Motor Control Centre
BBGS	Plant & Machinery	Local Control Panels incl power and control cables
BBGS	Plant & Machinery	Local Control Panels incl power and control cables
BBGS	Plant & Machinery	Local Control Panels
BBGS	Plant & Machinery	Local Control Panels incl power and control cables
BBGS	Plant & Machinery	PROCUREMENT OF DIGITAL ENERGY METERS [2Z5097]
BBGS	Plant & Machinery	132 kV Relay/Control/Indication Panels
BBGS	Plant & Machinery	132 kV Outdoor type SF6 Circuit Breakers
BBGS	Plant & Machinery	Distance Protection Relays
BBGS	Plant & Machinery	132 kV Relay/Control/Indication Panels
BBGS	Plant & Machinery	132 kV Isolators with accessories for intermediate station
BBGS	Plant & Machinery	Plant Intercommunication - Site Telephone facilities/Plant Telephone

Location	Asset Type	Description
BBGS	Plant & Machinery	Cable Communication/Scada Network/Optical Fibre
BBGS	Plant & Machinery	Portable Terminal
BBGS	Plant & Machinery	UPGRADATION OF TELEPHONE FACILITY
BBGS	Plant & Machinery	Plant Intercommunication - Site Telephone facilities/Plant Telephone
BBGS	Plant & Machinery	Telephone Cables
BBGS	Plant & Machinery	Data Change Over Panel
BBGS	Plant & Machinery	Plant Intercommunication - Site Telephone facilities/Plant Telephone
BBGS	Plant & Machinery	PALL MAKE FLUID CONDITIONING PURIFIER [2Z5262]
BBGS	Plant & Machinery	AUTOMATIC FIRE FIGHTING SPRINKLER SYSTEM FOR CONVEYORS 4A & 4B[2Z516600]
BBGS	Plant & Machinery	SCREW COMPRESSOR FOR DRY FOG DUST SUPPRESSION SYSTEM[2Z520600]
BBGS	Plant & Machinery	12NOS COMPLETE COUPLING ASSY FOR COOLING TOWER[2Z528700]
BBGS	Plant & Machinery	2 NOS 200KVA LIGHTING TRANSFORMER AT CPAB-2 [2Z529700]
BBGS	Plant & Machinery	132 KV CIRCUIT BREAKER POLESMECHANISM & MANDATORY SPARES, POLE[2Z5366]
BBGS	Plant & Machinery	Effluent Treatment Plant
BBGS	Plant & Machinery	Butterfly valves
BBGS	Plant & Machinery	Unitary Air Filtration Units-Unitary Air Filtration Units with Accessories
BBGS	Plant & Machinery	Ash Handling Plant - Fly Ash System, Air Compressor, Instrument Air
BBGS	Plant & Machinery	Distributed Control System
BBGS	Plant & Machinery	INSTALLATION OF ENERGY CHAIN SYSTEM FOR TIPPER TROLLEY 1A & 3A [2Z5238]
BBGS	Plant & Machinery	UPGRADATION OF CHP COAL CONVEYING SYSTEM [2Z5229]
BBGS	Plant & Machinery	WEIGH BRIDGE [2B105014]
BBGS	Plant & Machinery	Equipments [BHEL]
BBGS	Plant & Machinery	Air Washer Unit & Accessories - Air Washer Unit [BHEL]
BBGS	Plant & Machinery	Instrument Air system [BHEL]
BBGS	Plant & Machinery	Fluidising air system [BHEL]
BBGS	Plant & Machinery	Pipe rack, Supports, Gratings etc [BHEL]
BBGS	Plant & Machinery	DS System [BHEL]
BBGS	Plant & Machinery	BUNKER ENTILATION SYSTEM AUGMENTATION [2Z5071]
BBGS	Plant & Machinery	Non-Contact type temperature indicator model Fluke 572 [2P705900]
BBGS	Plant & Machinery	One each seal air fan for both units [2Z501100]
BBGS	Plant & Machinery	Air Compressors incl spares
BBGS	Plant & Machinery	Air Compressors incl spares
BBGS	Plant & Machinery	D.M. Plant
BBGS	Plant & Machinery	Power Cycle Piping incl valves
BBGS	Plant & Machinery	1- Vibration analyser

Location	Asset Type	Description
BBGS	Plant & Machinery	40 T Lorry/ Trailor Weighbridge
BBGS	Plant & Machinery	L.P. Valves & Specialities
BBGS	Plant & Machinery	D.M. Plant
BBGS	Plant & Machinery	Ash Handling Plant, Pipe supports, Compressor, Instrument Air
BBGS	Plant & Machinery	Coal Handling Plant - Wagon Tippler
BBGS	Plant & Machinery	Steam-generator incl 6 Nos. Guillotine Dampers for Boiler of Unit 1
BBGS	Plant & Machinery	Performance improvement of Cooling Tower, Phase I [2Z504300]
BBGS	Plant & Machinery	Auxiliary C.W. Pumps & Drives
BBGS	Plant & Machinery	Circulating Water Treatment Plant
BBGS	Plant & Machinery	Raw Water Treatment Plant M.S,Pipes for C.W.System
BBGS	Plant & Machinery	Auxiliary C.W. Pumps & Drives
BBGS	Plant & Machinery	CAPACITY AUGMENTATION OF ZERO EFFLUENT SYSTEM [2Z5092]
BBGS	Plant & Machinery	C W Pumps & Drives
BBGS	Plant & Machinery	Auxiliary C.W. Pumps & Drives
BBGS	Plant & Machinery	C W Pumps & Drives
BBGS	Plant & Machinery	Ventilation System
BBGS	Plant & Machinery	220 V, 200 AH Station Battery
BBGS	Plant & Machinery	Lighting Transformer at CHP [2Z505900]
BBGS	Plant & Machinery	DIGITAL ENERGY METERS [2Z5191]
BBGS	Plant & Machinery	UPGRADATION OF DM PLANT & INTAKE PUMP HOUSE BUILDING AT BBGS [2Z528900]
BBGS	Plant & Machinery	SPECIAL JIGS & TOOLS FOR TURBINE OVERHAULING [2Z5199]
BBGS	Plant & Machinery	Stack Elevator
BBGS	Plant & Machinery	[Simplex (2B101001)]
BBGS	Plant & Machinery	OTIS PASSENGER ELEVATOR FOR ADMN BLDNG. [2B105131]
BBGS	Plant & Machinery	Instrument Cables
BBGS	Plant & Machinery	Cables for Thermocouples
BBGS	Plant & Machinery	Station Transformers - Erection
BBGS	Plant & Machinery	Analytical Instrument SWAS Panel
BBGS	Plant & Machinery	6.6 kV Switchgear
BBGS	Plant & Machinery	Neutral Grounding Resistor
BBGS	Plant & Machinery	Field Instrumentation
BBGS	Plant & Machinery	415 V Switchgear - Erection
BBGS	Plant & Machinery	Distributed Control System
BBGS	Plant & Machinery	Rationalisation of 20 KV System
BBGS	Plant & Machinery	Distance Protection Relays
BBGS	Plant & Machinery	132 kV Switchyard - Cable Trays, cable laying, grounding

Location	Asset Type	Description
BBGS	Plant & Machinery	Distance Protection Relays
BBGS	Plant & Machinery	132 kV Switchyard - Cable Trays, cable laying, grounding
BBGS	Plant & Machinery	132 kV Switchyard - Cable Trays, cable laying, grounding
BBGS	Plant & Machinery	132kV Outdoor Transformers
BBGS	Plant & Machinery	Isolator
BBGS	Plant & Machinery	132 kV Relay/Control/Indication Panels
BBGS	Plant & Machinery	132 kV Switchyard - Cable Trays, cable laying, grounding
BBGS	Plant & Machinery	132 kV Switchyard - Cable Trays, cable laying, grounding
BBGS	Plant & Machinery	132 kV Switchyard - Cable Trays, cable laying, grounding
BBGS	Plant & Machinery	132 kV Switchyard - Cable Trays, cable laying, grounding
BBGS	Plant & Machinery	Battery
BBGS	Plant & Machinery	L.T. Transformers (dry type) 24 Volt Battery Charger
BBGS	Plant & Machinery	TDM/TDMA Microwave communication
BBGS	Plant & Machinery	TDM/TDMA Microwave communication network system
BBGS	Plant & Machinery	TDM/TDMA Microwave communication network system
BBGS	Plant & Machinery	Cable Communication/Scada Network/Optical Fibre
BBGS	Plant & Machinery	Panels for Optical Fibre Equipments
BBGS	Plant & Machinery	Optical Fibre Panels
BBGS	Plant & Machinery	HIGH CONCENTRATION SLURRY DISPOSAL SYSTEM AT BBGS [2N072600]
BBGS	Plant & Machinery	DPR ON RAIL INFRASTRUCTURE FOR INSTALLATION OF 3RD WAGON TIPPER[2Z521500]
BBGS	Plant & Machinery	01 SET 220V EXIDE MAKE 1000AH TUBULAR LEAD ACID BATTERY [2Z527500]
BBGS	Plant & Machinery	PROCUREMENT OF 415V VFD FOR 4 NOS U-3 CT FANS[2Z533100]
BBGS	Plant & Machinery	COMPUTATIONAL FLUID DYNAMICS ANALYSIS FOR UNIT#3 BOILER[2Z533800]
BBGS	Plant & Machinery	STATIC MODEL OF CORNER FIRED BOILER[2M1444]
BBGS	Plant & Machinery	Purchase of Sky Climber [2Z5033]
BBGS	Plant & Machinery	Ash Handling Plant, Pipe supports, Compressor, Instrument Air
BBGS	Plant & Machinery	Power Cycle Piping & valves
BBGS	Plant & Machinery	Coal Handling Plant incl Conveyor Belt
BBGS	Plant & Machinery	IMPROVED STACK MONITORING SYSTEM [2Z5055]
BBGS	Plant & Machinery	Air Compressors incl spares
BBGS	Plant & Machinery	Hydrastep for boiler
BBGS	Plant & Machinery	Coal Handling Plant incl Conveyor Belt
BBGS	Plant & Machinery	L.P. Valves & Specialities
BBGS	Plant & Machinery	BMS UPGRADATION AT UNIT #1 [2Z5147]
BBGS	Plant & Machinery	PROCR & INSTL-1 NO. 220V & 2 NO. 24V STATION BATTERY FOR UNIT 2 [2Z5171]

Location	Asset Type	Description
BBGS	Plant & Machinery	Air Conditioning System for Main Control Room - Electricals [BHEL]
BBGS	Plant & Machinery	Ash Hopper fittings including Knife Gate Valves, Plate Valves & other Valves
BBGS	Plant & Machinery	Spares [BHEL]
BBGS	Plant & Machinery	Coal Mills and Coal piping bends [BHEL]
BBGS	Plant & Machinery	Boiler Structure, boiler tubes coal feeders, gas & air ducting, HP valves
BBGS	Plant & Machinery	INSTALLATION OF 1 NO. 2 X 60 KVA UPS SYSTEM FOR UNIT #2 [2Z511700]
BBGS	Plant & Machinery	PROCUREMENT OF 1 NO JCB 3DX EXCAVATOR LOADER [2Z505100]
BBGS	Plant & Machinery	Construction Cost of Weigh Bridge for Unit No.3 [2B105014]
BBGS	Plant & Machinery	Coal Handling Plant
BBGS	Plant & Machinery	Capacity Augmentation of Zero Effluent System [2Z503600]
BBGS	Plant & Machinery	Rubber Expansion joints
BBGS	Plant & Machinery	Fuel Oil Handling System, barge unloading system
BBGS	Plant & Machinery	Ash Handling Plant - Fly Ash System, Air Compressor, Instrument Air
BBGS	Plant & Machinery	D.M. Plant
BBGS	Plant & Machinery	Coal Handling Plant
BBGS	Plant & Machinery	Coal Handling Plant
BBGS	Plant & Machinery	Steam-generator incl 6 Nos. Guillotine Dampers for Boiler of Unit 1
BBGS	Plant & Machinery	Valves for Turbine Cycle Piping
BBGS	Plant & Machinery	Valves for Turbine Cycle Piping
BBGS	Plant & Machinery	Raw Water Treatment Plant
BBGS	Plant & Machinery	Group B.C.W. Piping
BBGS	Plant & Machinery	Raw Water Treatment Plant M.S, Pipes for C.W. System
BBGS	Plant & Machinery	Raw Water Treatment Plant M.S, Pipes for C.W. System
BBGS	Plant & Machinery	CAPACITY AUGMENTATION OF ZERO EFFLUENT SYSTEM [2Z5036]
BBGS	Plant & Machinery	Travelling Water Screen
BBGS	Plant & Machinery	220 V, 200 AH Battery Charger
BBGS	Plant & Machinery	4 sets 48 V Battery with charger for KRS
BBGS	Plant & Machinery	Laboratory Test Equipment
BBGS	Plant & Machinery	PROCUREMENT OF INSTRUMENTS FOR E&I LAB [2Z5063]
BBGS	Plant & Machinery	Coal Handling Plant - Wagon Tippler
BBGS	Plant & Machinery	Fire Stop Barrier of Unit 2
BBGS	Plant & Machinery	Instrument Cables
BBGS	Plant & Machinery	Cables for Thermocouples
BBGS	Plant & Machinery	Analytical Instrument SWAS Panel
BBGS	Plant & Machinery	Analytical Instrument SWAS Panel
BBGS	Plant & Machinery	L.T. Transformers (oil cooled)
BBGS	Plant & Machinery	Distributed Control System

Location	Asset Type	Description
BBGS	Plant & Machinery	Local Control Panels
BBGS	Plant & Machinery	Neutral Grounding Resistor
BBGS	Plant & Machinery	Distributed Control System
BBGS	Plant & Machinery	SF6 RECOVERY UNIT [2Z509800]
BBGS	Plant & Machinery	TRANSFORMERS OF 132 KV SWITCHYARD [2Z5218]
BBGS	Plant & Machinery	Distributed Control System
BBGS	Plant & Machinery	Local Control Panels
BBGS	Plant & Machinery	132 kV Switchyard - Cable Trays, cable laying, grounding
BBGS	Plant & Machinery	132 kV Isolators with accessories for intermediate station
BBGS	Plant & Machinery	Distance Protection Relays
BBGS	Plant & Machinery	48 Volt Battery
BBGS	Plant & Machinery	Portable VHF Trans-receivers & accessories
BBGS	Plant & Machinery	Optical fibre communication system
BBGS	Plant & Machinery	Cable Communication/Scada Network/Optical Fibre
BBGS	Plant & Machinery	Channel Rack for Microwave
BBGS	Plant & Machinery	Multiplying Relays,Transducers for SCADA
BBGS	Plant & Machinery	Multiplying Relays,Transducers for SCADA
BBGS	Plant & Machinery	Optical Alternator
BBGS	Plant & Machinery	Installation of optical fibre communication system
BBGS	Plant & Machinery	Cable Communication/Scada Network/Optical Fibre
BBGS	Plant & Machinery	GPS MASTERCLOCK[2Z5240]
BBGS	Plant & Machinery	12 NOS. ORPAT MAKE TELEPHONE SET [PG3024]
BBGS	Plant & Machinery	1 LOT ELECTRONIC MOD FOR EHG, AVR, TSE EXCITATION SYSTEM & SAM [2Z529300]
BBGS	Plant & Machinery	Fire Protection System
BBGS	Plant & Machinery	Air & Water Piping [BHEL]
BBGS	Plant & Machinery	UPS FOR BOTTOM ASH PLC [2Z5133]
BBGS	Plant & Machinery	TUBE LEAK DETECTION SYSTEM FOR BOILER UNIT #1 [2Z511800]
BBGS	Plant & Machinery	Chemical Feed System
BBGS	Plant & Machinery	Slurry Pipelines with bends, Couplings etc [BHEL]
BBGS	Plant & Machinery	Coal Handling Plant incl Conveyor Belt
BBGS	Plant & Machinery	Rubber Expansion joints
BBGS	Plant & Machinery	CONTROL & INSTRUMENTATION EQUIPMENTS [BHEL]
BBGS	Plant & Machinery	Air Washer Unit & Accessories - Fan with Drive [BHEL]
BBGS	Plant & Machinery	Single Bus bar
BBGS	Plant & Machinery	Boiler tube leak detection system for one boiler [2Z501800]
BBGS	Plant & Machinery	L.P. Valves & Specialities



Location	Asset Type	Description
BBGS	Plant & Machinery	L.P. Valves & Specialities
BBGS	Plant & Machinery	Cooling Tower Package
BBGS	Plant & Machinery	Ash Handling Plant - Bottom Ash
BBGS	Plant & Machinery	2.5 EOT Crane for Stores Buildings
BBGS	Plant & Machinery	Fire Protection System
BBGS	Plant & Machinery	Chemical Feed System
BBGS	Plant & Machinery	Miscellaneous cranes
BBGS	Plant & Machinery	Turbine House Cranes - 2 Nos. E.O.T. Cranes
BBGS	Plant & Machinery	Coal Handling Plant - Wagon Tippler
BBGS	Plant & Machinery	HP Valves [BHEL]
BBGS	Plant & Machinery	Turbo-generator incl Erection of T.G. sets and auxiliaries
BBGS	Plant & Machinery	C W Pumps & Drives
BBGS	Plant & Machinery	Large diameter pipes & miscellaneous steel tanks
BBGS	Plant & Machinery	PERFORMANCE IMPROVEMENT OF COOLING TOWER - PHASE I [2Z5043]
BBGS	Plant & Machinery	Large dia piping and tanks
BBGS	Plant & Machinery	Supply of group B.C.W. Piping
BBGS	Plant & Machinery	Travelling Water Screen
BBGS	Plant & Machinery	Air Conditioning Plant
BBGS	Plant & Machinery	220 V, 200 AH Battery Charger
BBGS	Plant & Machinery	Pipes & Valves [BHEL]
BBGS	Plant & Machinery	UPGRADATION OF UPS AT DM PLANT [2Z5211]
BBGS	Plant & Machinery	STACKER-RECLAIMER PLC UPGRADATION [2Z5193]
BBGS	Plant & Machinery	Motorised Trolley
BBGS	Plant & Machinery	220 V, 200 AH Battery Charger
BBGS	Plant & Machinery	Elevators
BBGS	Plant & Machinery	Compressor [BHEL]
BBGS	Plant & Machinery	75 MVA, 132/34.5 kV Power Transformer
BBGS	Plant & Machinery	Analytical Instrument SWAS Panel
BBGS	Plant & Machinery	L.T. Transformers (oil cooled/dry type)
BBGS	Plant & Machinery	Station Transformers - Supply
BBGS	Plant & Machinery	Earthing Transformer
BBGS	Plant & Machinery	Analytical Instrument SWAS Panel
BBGS	Plant & Machinery	Electrical Control Boards & Relay Panel
BBGS	Plant & Machinery	Neutral Grounding Resistor
BBGS	Plant & Machinery	Distributed Control System
BBGS	Plant & Machinery	Local Control Panels

Location	Asset Type	Description
BBGS	Plant & Machinery	PROCUREMENT OF GT, ST, UT DIGITAL ENERGY METERS FOR UNIT # 1 & 2 [2Z5156]
BBGS	Plant & Machinery	Distributed Control System
BBGS	Plant & Machinery	415 V Switchgear
BBGS	Plant & Machinery	132 kV Switchyard - 132 kV Isolators
BBGS	Plant & Machinery	132 kV Outdoor type SF6 Circuit Breakers
BBGS	Plant & Machinery	132 kV Switchyard - Cable Trays, cable laying, grounding
BBGS	Plant & Machinery	132kV Outdoor Transformers
BBGS	Plant & Machinery	132 kV Switchyard - Cable Trays, cable laying, grounding
BBGS	Plant & Machinery	132 kV Switchyard - Cable Trays, cable laying, grounding
BBGS	Plant & Machinery	132 kV Switchyard - 132 kV Isolators
BBGS	Plant & Machinery	Plant Intercommunication - Intercom/Site Telephone/Plant Telephone
BBGS	Plant & Machinery	Computers for Scada
BBGS	Plant & Machinery	Installation of SCADA System
BBGS	Plant & Machinery	Cable Communication/Scada Network/Optical Fibre
BBGS	Plant & Machinery	FEEDER TO MILL CHUTE VIBRATOR [2Z5260]
BBGS	Plant & Machinery	1 SET ELECTRICITY OPERATED SUBMERSIBLE PUMP [2Z529600]
BBGS	Plant & Machinery	350HP DIESEL ELECTRIC LOCO- SHIFITING AND PLACEMENT CHARGES [2Z527200]
BBGS	Plant & Machinery	01 LOT PLC SYSTEM, 01 LOT PLC SYSTEM[2Z528300]
BBGS	Plant & Machinery	INSTALLATION OF ENERGY CHAIN SYSTEM FOR RDMS [2Z528400]
BBGS	Plant & Machinery	PROCUREMENT OF 1 NO SCREW COMPRESSOR FOR AC PLANT OF UNIT 1&2[2Z530600]
BBGS	Plant & Machinery	1.1 kV CBL, VVFD & COOLING FANS,MODBUS DRIVER, I/A FUNCTION BLOCK[2Z531600]
BBGS	Plant & Machinery	2 NOS OIL CONDITIONING MACHINE ( LVDH) [2Z533200]
BBGS	Plant & Machinery	SPARES FOR VIBRATION MONITORING SYSTEM FOR UNIT 1 & UNIT 2 TURBINE[2Z5294]
BBGS	Plant & Machinery	PVC FILM WITH UV STABILISED BLACK SHEET WITH GLUE POWDER&SOLVENT[2Z5359]
BBGS	Plant & Machinery	1 NO. JCB ROBOT SKID STEER LOADER [2Z5231]
BBGS	Plant & Machinery	CONDENSATE EXTRACTION PUMP [2Z508300]
BBGS	Plant & Machinery	ELECTROMAGNETIC SEPERATOR FOR CONVEYOR 1A [2Z5225]
BBGS	Plant & Machinery	STATIONERY CRANE MOUNTED ROCK BREAKING SYSTEM FOR WAGON TIPPLER [2Z5214]
BBGS	Plant & Machinery	D.M. Plant
BBGS	Plant & Machinery	Ash Handling Plant - Fly Ash System, Air Compressor, Instrument Air
BBGS	Plant & Machinery	PROC, INSTL OF ELECTRONIC BELT WIEGHERS ON COAL CONVEYORS 8A & 8B [2Z5194]

Location	Asset Type	Description
BBGS	Plant & Machinery	Unitary Air Filtration Units - Fans with Drive [BHEL]
BBGS	Plant & Machinery	ILLUMINATION SYSTEM [2Z5122]
BBGS	Plant & Machinery	Air Compressors incl spares
BBGS	Plant & Machinery	Steam-generator
BBGS	Plant & Machinery	Generator Transformer
BBGS	Plant & Machinery	Generator Transformer
BBGS	Plant & Machinery	Mobile storage materials handling equipment - vertical caroused conveyory
BBGS	Plant & Machinery	Turbine House Cranes - 2 Nos. E.O.T. Cranes
BBGS	Plant & Machinery	D.M. Plant
BBGS	Plant & Machinery	Ash Handling Plant - Bottom Ash Handling System
BBGS	Plant & Machinery	Coal Handling Plant - Facilities for Track Hopper
BBGS	Plant & Machinery	Spares [BHEL]
BBGS	Plant & Machinery	Spares [BHEL]
BBGS	Plant & Machinery	Turbo-generator incl Erection of T.G. sets and auxiliaries
BBGS	Plant & Machinery	Intake Pumps & Drives
BBGS	Plant & Machinery	Intake Pumps & Drives
BBGS	Plant & Machinery	Raw Water Treatment Plant M.S,Pipes for C.W.System
BBGS	Plant & Machinery	Circulating Water Treatment Plant
BBGS	Plant & Machinery	Cooling Tower - Drive Assembly with Shaft & Motor [BHEL]
BBGS	Plant & Machinery	Raw Water Treatment Plant
BBGS	Plant & Machinery	Sump pumps & drives
BBGS	Plant & Machinery	GROUND WATER RE-CHURNING & RAIN WATER HARVESTING [2Z5150]
BBGS	Plant & Machinery	Elevators
BBGS	Plant & Machinery	Diesel Generator Plant
BBGS	Plant & Machinery	Transformer Oil purification system [2Z505600]
BBGS	Plant & Machinery	ANALOGICAL METER READING INSTRUMENT,100GSM MODEM, SOFTWARE [2B1012]
BBGS	Plant & Machinery	Lightning Arrestors for Budge Budge Intermediate Station
BBGS	Plant & Machinery	Testing Equipment
BBGS	Plant & Machinery	Illumination system in Auxiliary Bldg.
BBGS	Plant & Machinery	Air Conditioning Plant
BBGS	Plant & Machinery	Analytical Instrument SWAS Panel
BBGS	Plant & Machinery	Analytical Instrument SWAS Panel
BBGS	Plant & Machinery	Analytical Instrument SWAS Panel
BBGS	Plant & Machinery	Chequered plate coverings over cable trench, floorings, handrils [2N0393]
BBGS	Plant & Machinery	Distributed Control System
BBGS	Plant & Machinery	132 kV Switchyard - Cable Trays, cable laying, grounding

Location	Asset Type	Description
BBGS	Plant & Machinery	145kV SF6 Circuit Breakers - Supply
BBGS	Plant & Machinery	132 kV Outdoor type SF6 Circuit Breakers
BBGS	Plant & Machinery	Distance Protection Relays
BBGS	Plant & Machinery	132kV Outdoor Post Type Inductive Transformer - Supply
BBGS	Plant & Machinery	132 kV Switchyard - Cable Trays, cable laying, grounding
BBGS	Plant & Machinery	132 kV Switchyard - Cable Trays, cable laying, grounding
BBGS	Plant & Machinery	TDM/TDMA Microwave communication
BBGS	Plant & Machinery	Cable Communication/Scada Network/Optical Fibre
BBGS	Plant & Machinery	Cable Communication/Scada Network/Optical Fibre
BBGS	Plant & Machinery	Plant Intercommunication - Intercom/Site Telephone/Plant Telephone
BBGS	Plant & Machinery	Cable Communication/Scada Network/Optical Fibre
BBGS	Plant & Machinery	Transducers for Scada
BBGS	Plant & Machinery	1 NO 120 TR NOMINAL CAPACITY WATER COOLED SCREW CHILLING PACKAGE[2Z530300]
BBGS	Plant & Machinery	TRIP BLOCK ASSEMBLY [2Z529100]
BBGS	Plant & Machinery	PORTABLE SUMP PUMP [2Z531600]
BBGS	Plant & Machinery	ROCK BREAKERS AT WAGON TIPPLER [2Z4187]
BBGS	Plant & Machinery	HEAVY DUTY COAL CONVEYOR BELTS FOR BC101A, BC1A/1B, BC2A/2B[2Z5349]
BBGS	Plant & Machinery	PROCUREMENT & INSTALLATION OF LT VFD FOR GSCVEF FANS&LP DRIP PUMPS[2Z5356]
BBGS	Plant & Machinery	BUNKER LEVEL INDICATORS FOR UNIT #1 [2Z5205]
BBGS	Plant & Machinery	Electricals & Instruments [BHEL]
BBGS	Plant & Machinery	Coal Handling Plant
BBGS	Plant & Machinery	Steam-generator incl 6 Nos. Guillotine Dampers for Boiler of Unit 1
BBGS	Plant & Machinery	Ash Conveying pipes and Water pipes with Fittings [BHEL]
BBGS	Plant & Machinery	Coal Handling Plant
BBGS	Plant & Machinery	Steam-generator incl 6 Nos. Guillotine Dampers for Boiler of Unit 1
BBGS	Plant & Machinery	Coal Handling Plant incl Conveyor Belt
BBGS	Plant & Machinery	Augmentation of Ash/Coal Handling [2B1017]
BBGS	Plant & Machinery	Roof Extraction Units [BHEL]
BBGS	Plant & Machinery	AC System for ESP Building - Package AC Units [BHEL]
BBGS	Plant & Machinery	DE Systems [BHEL]
BBGS	Plant & Machinery	BMS UPGRADATION AT UNIT #1 [2Z5147]
BBGS	Plant & Machinery	Chain mineral plant
BBGS	Plant & Machinery	Rationalisation of 20 KV System
BBGS	Plant & Machinery	Distributed Control System
BBGS	Plant & Machinery	D.M. Plant

Location	Asset Type	Description
BBGS	Plant & Machinery	D.M. Plant
BBGS	Plant & Machinery	D.M. Plant
BBGS	Plant & Machinery	Fuel Oil Handling System incl Barge unloading system
BBGS	Plant & Machinery	Ash Handling Plant, Pipe supports, Compressor, Instrument Air
BBGS	Plant & Machinery	Coal Handling Plant
BBGS	Plant & Machinery	LP Heater & Dr. Cooler [BHEL]
BBGS	Plant & Machinery	Turbo-generator sets and auxiliaries
BBGS	Plant & Machinery	Turbo-generator sets and auxiliaries
BBGS	Plant & Machinery	Auxiliary C.W. Pumps & Drives
BBGS	Plant & Machinery	Large diameter pipes & miscellaneous steel tanks
BBGS	Plant & Machinery	Effluent Treatment Plant
BBGS	Plant & Machinery	Water Spray
BBGS	Plant & Machinery	Miscellaneous Test Equipment
BBGS	Plant & Machinery	Misc. Laboratory Equipment
BBGS	Plant & Machinery	2 Nos. E.O.T. Cranes
BBGS	Plant & Machinery	220 V, 200 AH Station Battery
BBGS	Plant & Machinery	6.6 kV Switchgear
BBGS	Plant & Machinery	220kV switch yard (incl spares)
BBGS	Plant & Machinery	Generator busduct - Supply
BBGS	Plant & Machinery	415 V Motor Control Centre and distribution board - Erection
BBGS	Plant & Machinery	Local Control Panels
BBGS	Plant & Machinery	Local Control Panels incl power and control cables
BBGS	Plant & Machinery	Distributed Control System
BBGS	Plant & Machinery	Distributed Control System
BBGS	Plant & Machinery	Distance Protection Relays
BBGS	Plant & Machinery	132 kV outdoor Post-type current transformer
BBGS	Plant & Machinery	132 kV Post-type outdoor voltage transformer - Erection
BBGS	Plant & Machinery	132 kV Isolators with accessories
BBGS	Plant & Machinery	145kV SF6 Circuit Breakers - Erection
BBGS	Plant & Machinery	132 kV outdoor Post-type current transformer - Erection
BBGS	Plant & Machinery	132 kV Switchyard - Cable Trays, cable laying, grounding
BBGS	Plant & Machinery	L.T. Transformers (dry type) 24 Volt Battery Charger
BBGS	Plant & Machinery	Cable Communication/Scada Network/Optical Fibre
BBGS	Plant & Machinery	Software for Scada
BBGS	Plant & Machinery	INSTAL ENERGY CHAIN SYSTEM FOR TIPPER TROLLEY 1B,3B & 2A,SAC [2Z5256]
BBGS	Plant & Machinery	HP PUMP OF BOTTOM ASH RECIRCULATION SYSTEM [2Z527600]

Location	Asset Type	Description
BBGS	Plant & Machinery	LP BLADE VIBRATION MONITORING SYSTEM (BVMS) AT BBGS U#3 TURBINE[2Z534100]
BBGS	Plant & Machinery	MAJOR SPARES FOR OVERHAULING OF ABB MAKE 6.6 KV CIRCUIT BREAKER[2Z5355]
BBGS	Plant & Machinery	1 NO. HYDRAULIC EXCAVATOR CUM LOADER [2Z5230]
BBGS	Plant & Machinery	Conveyor System with Drives painting and Accessories [BHEL]
BBGS	Plant & Machinery	ELECTROSTATIC LIQUID CLEANERS FOR COAL MILL GEAR BOXES, WAGON TIPPLERS
BBGS	Plant & Machinery	Steam-generator
BBGS	Plant & Machinery	Fire Protection System
BBGS	Plant & Machinery	Fire Protection System
BBGS	Plant & Machinery	Electricals [BHEL]
BBGS	Plant & Machinery	Power Cycle Piping & valves
BBGS	Plant & Machinery	Plant Illumination
BBGS	Plant & Machinery	Butterfly valves
BBGS	Plant & Machinery	MECHANISED OPEN DRAIN DE-SILTING MACHINE FOR OPEN DRAINS AT BBGS [2Z5201]
BBGS	Plant & Machinery	AUGMENTATION OF ELECTRICAL HOISTS AT COAL HANDLING PLANT [2Z5153]
BBGS	Plant & Machinery	OTHER MECHANICAL SPARES [BHEL]
BBGS	Plant & Machinery	Air Piping and Cooling Water Piping [BHEL]
BBGS	Plant & Machinery	Air Receiver [BHEL]
BBGS	Plant & Machinery	Pumps with drives [BHEL]
BBGS	Plant & Machinery	Stacker Reclaimer [BHEL]
BBGS	Plant & Machinery	UCR ANNUNCIATION SYSTEM UPGRADATION AT UNIT #1 [2Z5149]
BBGS	Plant & Machinery	PROCUREMENT OF ONE NO. INLINE MAGNETIC SEPARATOR FOR CONVEYOR 3B [2Z5111]
BBGS	Plant & Machinery	TRANSFORMER OIL PURIFICATION SYSTEM [2Z5056]
BBGS	Plant & Machinery	Miscellaneous Hoists
BBGS	Plant & Machinery	L.P. Valves & Specialities
BBGS	Plant & Machinery	Cooling Tower Package
BBGS	Plant & Machinery	Coal Handling Plant incl Conveyor Belt
BBGS	Plant & Machinery	Coal Handling Plant incl Conveyor Belt
BBGS	Plant & Machinery	Coal Handling Plant incl Conveyor Belt
BBGS	Plant & Machinery	Steam-generator
BBGS	Plant & Machinery	Coal Handling Plant
BBGS	Plant & Machinery	Power Cycle Piping & valves
BBGS	Plant & Machinery	Steam-generator incl 6 Nos. Guillotine Dampers for Boiler of Unit 1
BBGS	Plant & Machinery	TURBO GENERATOR LUB OIL CONDITIONING SYSTEM [2Z5164]

Location	Asset Type	Description
BBGS	Plant & Machinery	Raw Water Treatment Plant
BBGS	Plant & Machinery	Miscellaneous Pumps & Drives
BBGS	Plant & Machinery	Circulating Water Treatment Plant
BBGS	Plant & Machinery	Auxiliary C.W. Pumps & Drives
BBGS	Plant & Machinery	Travelling Water Screen
BBGS	Plant & Machinery	PERFORMANCE IMPROVEMENT OF COOLING TOWER [2Z5058]
BBGS	Plant & Machinery	GROUND WATER RE-CHURNING & RAIN WATER HARVESTING [2Z5150]
BBGS	Plant & Machinery	Travelling Water Screen
BBGS	Plant & Machinery	Steam-generator incl 6 Nos. Guillotine Dampers for Boiler of Unit 1
BBGS	Plant & Machinery	Testing Equipment
BBGS	Plant & Machinery	Air Conditioning Plant
BBGS	Plant & Machinery	INSTALLATION OF A 40 TONNE TRAILER WEIGH BRIDGE [2N041500]
BBGS	Plant & Machinery	220 V, 200 AH Station Battery
BBGS	Plant & Machinery	220 V, 200 AH Station Battery
BBGS	Plant & Machinery	160MVA (Areva make) Transformer - ICT 2 220KV SW YARD
BBGS	Plant & Machinery	Analytical Instrument SWAS Panel
BBGS	Plant & Machinery	Distributed Control System
BBGS	Plant & Machinery	Local Control Panels
BBGS	Plant & Machinery	Local Control Panels
BBGS	Plant & Machinery	Distributed Control System
BBGS	Plant & Machinery	132 kV Switchyard - 132 kV Circuit Breakers & Instrument Transformers
BBGS	Plant & Machinery	132 kV Post-type outdoor voltage transformer - Supply
BBGS	Plant & Machinery	132 kV Isolators with accessories for intermediate station
BBGS	Plant & Machinery	132 kV Switchyard - Control Desk Relay Panel, Bus zonal panel
BBGS	Plant & Machinery	132 kV Relay/Control/Indication Panels
BBGS	Plant & Machinery	132 kV outdoor Post-type current transformer
BBGS	Plant & Machinery	132 kV Isolators with accessories for intermediate station
BBGS	Plant & Machinery	Relay/Control/Indication Panel - Erection
BBGS	Plant & Machinery	Control Desk Relay Panel, Bus zonal panel for 132 kV Switchyard
BBGS	Plant & Machinery	132 kV Switchyard - steel structure & foundation
BBGS	Plant & Machinery	48 Volt Battery Charger
BBGS	Plant & Machinery	L.T. Transformers (dry type) 24 Volt Battery
BBGS	Plant & Machinery	Installation of optical fibre communication system
BBGS	Plant & Machinery	Plant Intercommunication - Site Telephone facilities/Plant Telephone
BBGS	Plant & Machinery	Installation of SCADA System
BBGS	Plant & Machinery	Portable VHF Trans-receivers & accessories
BBGS	Plant & Machinery	Multiplying Relays, Transducers for SCADA



Location	Asset Type	Description
BBGS	Plant & Machinery	3 NOS FERROCARE ELECTROSTATIC LIQUID CLEANER MACHINE [2Z529900]
BBGS	Plant & Machinery	01SET ZIRCONIA BASED OXYGEN ANALYSER WITH ACCESSORIES[2Z530000]
BBGS	Plant & Machinery	DCS UPGRADATION AT UNIT #1 [2Z5146]
BBGS	Plant & Machinery	Ash Handling Plant - Fly Ash System, Air Compressor, Instrument Air
BBGS	Plant & Machinery	Fuel Oil Handling System incl Barge unloading system
BBGS	Plant & Machinery	Ash Handling Plant - Bottom Ash
BBGS	Plant & Machinery	Air Conditioning System for Main Control Room - Air Handling Unit [BHEL]
BBGS	Plant & Machinery	Cost of BBGS Tubes
BBGS	Plant & Machinery	Flammage Protection Unit
BBGS	Plant & Machinery	Miscellaneous Cranes
BBGS	Plant & Machinery	Ash Handling Plant - Fly Ash System, Air Compressor, Instrument Air
BBGS	Plant & Machinery	Effluent Treatment Plant
BBGS	Plant & Machinery	Rubber Expansion joints
BBGS	Plant & Machinery	L.P. Valves & Specialities
BBGS	Plant & Machinery	Fuel Oil Handling System incl Barge unloading system
BBGS	Plant & Machinery	Ash Handling Plant - Bottom Ash Handling System
BBGS	Plant & Machinery	Ash Handling Plant - Bottom Ash Handling System
BBGS	Plant & Machinery	Coal Handling Plant
BBGS	Plant & Machinery	Turbo-generator incl Erection of T.G. sets and auxiliaries
BBGS	Plant & Machinery	Travelling Water Screen
BBGS	Plant & Machinery	Large dia piping and tanks
BBGS	Plant & Machinery	Circulating Water Treatment Plant
BBGS	Plant & Machinery	Raw Water Treatment Plant M.S,Pipes for C.W.System
BBGS	Plant & Machinery	Large diameter pipes & miscellaneous steel tanks
BBGS	Plant & Machinery	PROCUREMENT OF CARBON SHAFT FOR COOLING TOWER FANS [2Z5224]
BBGS	Plant & Machinery	Raw Water Treatment Plant M.S,Pipes for C.W.System
BBGS	Plant & Machinery	CAPACITY AUGMENTATION OF ZERO EFFLUENT SYSTEM [2Z509200]
BBGS	Plant & Machinery	Miscellaneous cranes
BBGS	Plant & Machinery	Fire Extinguisher
BBGS	Plant & Machinery	Testing Equipment
BBGS	Plant & Machinery	Pumps [BHEL]
BBGS	Plant & Machinery	Unit Transformers - Supply
BBGS	Plant & Machinery	Electrical Control Boards & Relay Panel
BBGS	Plant & Machinery	Distributed Control System
BBGS	Plant & Machinery	132 kV Isolators with accessories
BBGS	Plant & Machinery	Relay/Control/Indication Panel
BBGS	Plant & Machinery	132 kV Switchyard - Steel structures/Circuit Breakers/Instrument Transf

Location	Asset Type	Description
BBGS	Plant & Machinery	Insulators
BBGS	Plant & Machinery	Hardwares
BBGS	Plant & Machinery	132kV Outdoor Transformers
BBGS	Plant & Machinery	132kV Outdoor Transformers
BBGS	Plant & Machinery	132 kV Isolators with accessories
BBGS	Plant & Machinery	132 kV Isolators with accessories for intermediate station - Supply
BBGS	Plant & Machinery	Relay/Control/Indication Panel
BBGS	Plant & Machinery	132 kV Switchyard - Cable Trays, cable laying, grounding
BBGS	Plant & Machinery	L.T. Transformers (dry type) Battery
BBGS	Plant & Machinery	Installation of SCADA system
BBGS	Plant & Machinery	Channel Rack for Microwave
BBGS	Plant & Machinery	Recorder panels
BBGS	Plant & Machinery	Cable Communication/Scada Network/Optical Fibre
BBGS	Plant & Machinery	Transducers for Scada
BBGS	Plant & Machinery	600 NO CASSETT BAFFLE, 1051 NOS PROTECTION GUARDS & 12 NO CLAMPS [2Z528000]
BBGS	Plant & Machinery	AIR MONITORING SYSTEM[2Z5311]
BBGS	Plant & Machinery	1 NO ALSTOM MAKE TURBINE OVERSPEED TRIP FOR # U 2 TURBINE AT BBGS[2Z5343]
BBGS	Plant & Machinery	AC System for Main Control Room - Water Chilling Unit & cooling Towers
BBGS	Plant & Machinery	STATIONERY CRANE MOUNTED ROCK BREAKING SYSTEM FOR WAGON TIPPLER [2Z5214]
BBGS	Plant & Machinery	Coal Handling Plant
BBGS	Plant & Machinery	Fuel Oil Handling System, barge unloading system
BBGS	Plant & Machinery	2 nos. electromagnetic separators over conveyors 4A/ 4B [2Z5013]
BBGS	Plant & Machinery	Power Cycle Piping & valves
BBGS	Plant & Machinery	UPGRADATION OF BMS IN UNIT # 2 [2Z5174]
BBGS	Plant & Machinery	Air Compressors incl spares
BBGS	Plant & Machinery	Coal Handling Plant incl Conveyor Belt
BBGS	Plant & Machinery	Steam-generator
BBGS	Plant & Machinery	Chemical Feed System
BBGS	Plant & Machinery	Air Compressors
BBGS	Plant & Machinery	Ash Handling Plant - Bottom Ash Handling System
BBGS	Plant & Machinery	Coal Handling Plant - Wagon Tippler
BBGS	Plant & Machinery	Generator [BHEL]
BBGS	Plant & Machinery	Dampers & Gates [BHEL]
BBGS	Plant & Machinery	Turbo-generator sets and auxiliaries
BBGS	Plant & Machinery	Turbo-generator sets and auxiliaries

Location	Asset Type	Description
BBGS	Plant & Machinery	Intake Pumps & Drives
BBGS	Plant & Machinery	Intake Pumps & Drives
BBGS	Plant & Machinery	Circulating Water Treatment Plant
BBGS	Plant & Machinery	Circulating Water Treatment Plant
BBGS	Plant & Machinery	220 V, 200 AH Battery Charger
BBGS	Plant & Machinery	Miscellaneous Pumps & Drives
BBGS	Plant & Machinery	4 sets 48 V Battery with charger for TRS, Batteries
BBGS	Plant & Machinery	Air Conditioning Plant
BBGS	Plant & Machinery	Electrical Hoist
BBGS	Plant & Machinery	Testing Equipment
BBGS	Plant & Machinery	TEST BENCH FOR DCS COMPONENT AND MODIFIED NODEBUS CONNECTOR [2Z5069]
BBGS	Plant & Machinery	Analytical Instrument SWAS Panel
BBGS	Plant & Machinery	Field Instrumentation
BBGS	Plant & Machinery	Field Instrumentation
BBGS	Plant & Machinery	Generator busduct - Erection
BBGS	Plant & Machinery	Distributed Control System
BBGS	Plant & Machinery	Local Control Panels incl power and control cables
BBGS	Plant & Machinery	Connector
BBGS	Plant & Machinery	132 kV Relay/Control/Indication Panels
BBGS	Plant & Machinery	132 kV Switchyard - Cable Trays, cable laying, grounding
BBGS	Plant & Machinery	132 kV Switchyard - Cable Trays, cable laying, grounding
BBGS	Plant & Machinery	132 kV Switchyard - Cable Trays, cable laying, grounding
BBGS	Plant & Machinery	132 kV Outdoor type SF6 Circuit Breakers
BBGS	Plant & Machinery	132 kV Switchyard - Cable Trays, cable laying, grounding
BBGS	Plant & Machinery	Installation of optical fibre communication system
BBGS	Plant & Machinery	Cable Communication/Scada Network/Optical Fibre
BBGS	Plant & Machinery	Batteries for Scada
BBGS	Plant & Machinery	Voltage Stabiliser for Scada
BBGS	Plant & Machinery	Recorder panels
BBGS	Plant & Machinery	Plant Intercommunication - Intercom/Site Telephone/Plant Telephone
BBGS	Plant & Machinery	Panels for Optical Fibre Equipments
BBGS	Plant & Machinery	Multiplying Relays, Transducers for SCADA
BBGS	Plant & Machinery	AUGMENTATION OF LP BLADES OF UNIT-2 BY MODIFIED LASER HARDENED BLADES[2Z5253]
BBGS	Plant & Machinery	1 SET PLC SYSTEM [2Z5255]
BBGS	Plant & Machinery	ERECTION & COMMISSIONING OF SCANNER AIR FAN [2Z528800]
BBGS	Plant & Machinery	FLY ASH & DM PLANT PLC WORKSTATION UPGRADATION [2Z5189]

Location	Asset Type	Description
BBGS	Plant & Machinery	FORT GLOSTER D/S- AIR MONITORING SYSTEM[2Z5311]
BBGS	Plant & Machinery	1LOT GEAR OPTIMISATION OF VOITH TURBO MAKE HYDRAULIC COUPLING[2Z5339]
BBGS	Plant & Machinery	INTEGRATION OF PC BASED REMOTE TERMINALS FOR VIEWING REALTIME SCADA[2Z7087]
BBGS	Plant & Machinery	132 KV CURRENT TRANSFORMER [2Z5421]
BBGS	Plant & Machinery	PAINTING OF STRUCTURES (AT UNIT # 3 COOLING TOWER AREA)[2Z5399]
BBGS	Plant & Machinery	UPGRADATION OF RVDT'S OF UNIT 1 & 2 GOVERNER VALVES - 5 NOS[2Z5401]
BBGS	Plant & Machinery	1 NO. HYDRA BULL DOZER ENGINE [2Z5419]
BBGS	Plant & Machinery	HELIMAX BEVEL HELICAL GEAR BOX [2Z5398]
BBGS	Plant & Machinery	PAINTING OF BOILER STRUCTURE AND OTHER AREA WITH EPOXY PAINTS [2Z5372]
BBGS	Plant & Machinery	CERAMIC COATED PF STRAIGHT PIPES FOR CAOL MILL [2Z5386]
BBGS	Plant & Machinery	HYDRAULIC STATIONERY MOUNTED BOOM CRANE TO ATTACH ROCK BREAKER[2Z5409]
BBGS	Plant & Machinery	5 MT 13 M SPAN DOUBLE GIRDER TROLLEY TYPE TWIN DRIVE EOT CRANE [2Z5298]
BBGS	Plant & Machinery	UPGRADATION of UNIT2PF PIPES WITH CERAMIC LINED PIPES FOR COAL MILL[2Z5418]
BBGS	Plant & Machinery	JEHEL MAKE HYDRAULICALLY OPERATED STONE GRABBER [2Z5298]
BBGS	Plant & Machinery	HYDRAULICALLY OPERATED STATIONARY MOUNTED ARTICULATED BOOM CRANE [2Z5389]
BBGS	Plant & Machinery	ONLINE COAL CV MEASURING INSTRUMENT FOR ELEVATOR CONVEYORS [2Z5377]
BBGS	Plant & Machinery	INSTALLATION OF 132KV DISTURBANCE RECORDER[2Z5420]
BBGS	Plant & Machinery	EHG & AVR INTERFACE RACK UPGRADATION [2Z5396]
BBGS	Plant & Machinery	INSTALLATION OF ENERGY CHAIN SYSTEM FOR 1 NO RDM-4 [2Z5325]
BBGS	Plant & Machinery	PROCUREMENT OF MAJOR OVERHAULING SPARES FOR UNIT #2 TURBINE[2Z5410]
BBGS	Plant & Machinery	AIR HEATER GAS TUBES [2Z5432]
BBGS	Plant & Machinery	CAPACITY OF 8 PASSENGER LIFT OF 1 NO NEXTRA LIFT AT BBGS [2Z5336]
BBGS	Plant & Machinery	SPARES FOR OVERHAULING OF ABB MAKE 6.6 KV HPA SF6 CIRCUIT BREAKER [2Z5406]
BBGS	Plant & Machinery	VVFD FOR LT DRIVES, HFO PUMP, LDO PUMP & OTHER DEVICES[2Z5417]
BBGS	Plant & Machinery	RETUBING OF RECUPERATIVE AIR HEATER IN U# 1 & U# 2 AT BBGS [2Z5402]
BBGS	Plant & Machinery	LOW LEVEL CHLORIDE ANALYZER [2Z5384]
BBGS	Plant & Machinery	PROCUREMENT OF ONE BOILER FEED PUMP CARTRIDGE [2Z5348]
BBGS	Plant & Machinery	PROCUREMENT OF AUXILLARY CIRCUIT BREAKER POLE & CVT[2Z5425]
BBGS	Plant & Machinery	SUPPLY OF POSITIVE MATERIAL IDENTIFICATION INSTRUMENT [2Z5429]

Location	Asset Type	Description
BBGS	Plant & Machinery	INSTALLATION OF RO PLANT [2Z5391]
BBGS	Plant & Machinery	PROCUREMENT OF H2 SEAL RING ASSEMBLIES FOR UNIT #2 GENERATOR[2Z5407]
BBGS	Plant & Machinery	EQUIPMENT FOR HYDRAULIC MILL REJECT CONVEYING SYSTEM FOR COAL MILL [2Z5390]
BBGS	Plant & Machinery	HP-LP BYPASS HYDRAULIC COMPONENTS FOR UNIT 2 [2Z5414]
BBGS	Plant & Machinery	1 NO. 8 TON HYDRAULIC ESCORT CRANE[2Z5419]
BBGS	Plant & Machinery	BHEL MAKE VERTICALLY MOUNTED HT 290 KW 6.6 KV ACW PUMP [2Z5385]
BBGS	Plant & Machinery	MECHANISED INDUSTRIAL VACUUM CLEANING SYSTEM FOR COAL DUST [2Z5387]
BBGS	Plant & Machinery	PROCUREMENT OF CARBON SHAFT FOR COOLING TOWER FANS [2Z5361]
BBGS	Plant & Machinery	GOODWIN MK ELECTRICALLY OPRTD SUBMERSIBLE ABRASIVE RESISTNT PUMP [2Z5408]
BBGS	Plant & Machinery	NEW SET OF DRIFT ELIMINATOR AND FAN BLADE [2Z5422]
BBGS	Plant & Machinery	SUPPLY OF 40 NOS SCHNEIDER MAKE PM 5110-TRI- VECTOR ENERGY METER [2Z5326]
BBGS	Plant & Machinery	Superheaters Banks - Primary, Platen, Final
BBGS	Plant & Machinery	Air Washer Sytem
BBGS	Plant & Machinery	Vibrating Feeders
BBGS	Plant & Machinery	Boiler feed Pumps
BBGS	Plant & Machinery	REHEATERS- HORIZONTAL & PENDANT BANK
BBGS	Plant & Machinery	Fire Water Systems - Fire Water Pump House,Pipe Work etc
BBGS	Plant & Machinery	FORCED FLOW SECTION BANK
BBGS	Plant & Machinery	Rotory Breakers including augmentation
BBGS	Plant & Machinery	DEWATERING PUMP & DEWATERING BIN
BBGS	Plant & Machinery	Cooling Tower Upgradation work
BBGS	Plant & Machinery	UNDERGROUND CABLE RACKS
BBGS	Plant & Machinery	BACK PASS ELEMENTS Augmentation
BBGS	Plant & Machinery	AIR HEATER
BBGS	Plant & Machinery	BOILER TUBES
BBGS	Plant & Machinery	2nd set surge & settling tank of bottom and handling systems
BBGS	Plant & Machinery	DRINKING WATER SYSTEM
BBGS	Plant & Machinery	LT MOTORS
BBGS	Plant & Machinery	LT BREAKERS
BBGS	Plant & Machinery	CONVEYING COMPRESSOR
BBGS	Plant & Machinery	STEAM CHEST VALVES & RELAYS
BBGS	Plant & Machinery	CHP system - electrical hoists, track hopper, upgradations
BBGS	Plant & Machinery	ESP

Location	Asset Type	Description
BBGS	Plant & Machinery	Ducting including upgradation
BBGS	Plant & Machinery	BULL DOZER
BBGS	Plant & Machinery	HP & IP SEALS FOR TURBINE
BBGS	Plant & Machinery	CW Pumps, ACW Pumps & Accessories [BHEL]
BBGS	Plant & Machinery	GENERATOR ROTOR
BBGS	Plant & Machinery	Cooling Water Heat Exchanger
BBGS	Plant & Machinery	BFP, CEP & accessories [BHEL]
BBGS	Plant & Machinery	Burner Management System
BBGS	Plant & Machinery	GOVERNOR VALVE RELAY
BBGS	Railway Siding	RAILWAY SIDING including Yard infrastructure, tripler etc.
BBGS	Station Cables	Station Cables
BBGS	Station Cables	Station Cables
BBGS	Equipment	1 NO. 1.5 TON WINDOW AIR-CONDITIONER[PG2020]
BBGS	Equipment	5 NOS. AQUAGUARD HI FLO [PG3016]
BBGS	Equipment	1 AQUAGUARD COOLER CUM WATER PURIFIER [PG3017]
BBGS	Equipment	2 NO. PC, WITH LG 19" LED MONITOR & MS OFFICE 2013[PG6020]
BBGS	Equipment	2 NO.TVS MPS DOT MATRIX PRINTER [PG1023]
BBGS	Equipment	4 NOS.RALLIWOLF MAKE HEAVY DUTY ELECTRIC BLOWER [PG001200]
BBGS	Equipment	325 Nos. Safety Helmets model-Fusion 6000L [2P705200]
BBGS	Equipment	1 NO.YOKOGAWA MAKE DIGITAL CLAMP-ON-METER [PG000800]
BBGS	Equipment	1 NO. CANON PLAIN PAPER FAX MACHINE MODEL:L140[PG2013]
BBGS	Equipment	DIGITAL COPIER CUM PRINTER & SCANNER WITH NETWORK CONNECTIVITY[2Z5242]
BBGS	Equipment	HP1180 INKJET PRINTER, [2P603916]
BBGS	Equipment	1 NO HP PC,1 NO WIN 7 PROF 50 MTRS. CAT 5 CABLE WITH CONNECTOR [2Z5255]
BBGS	Equipment	4 NO. BAJAJ MAKE PEDESTAL FANS, 10 NOS. HAVELLS MAKE EXHAUST FANS [PG3022]
BBGS	Equipment	1 NO. CANON MAKE DIGITAL CAMERA, MODEL NO. POWER SHOT. A-1200 [PG3023]
BBGS	Equipment	LG MAKE 350L, DOUBLE DOOR, FROST FREE REFRIGERATOR [PG3025]
BBGS	Equipment	2 NO. 2 TR SPLIT AIR CONDITIONERS [PG5013]
BBGS	Equipment	1 Digital Camera, ""Canon"" make Model S5 IS [PC808300]
BBGS	Equipment	1 NO. WHITE BOARD WITH MAGNETIC DUSTER & 4 COLOURED MARKER PENS[PG2010]
BBGS	Equipment	4 Nos.17" TFT Monitors (LG) [2P705316]
BBGS	Equipment	1 NO. 40" LCD COLOUR TV MAKE SONY [PG3034]
BBGS	Equipment	2 NO. HP MONO LASER PRINTER DUPLEX WITH NETWORK (MODEL-P1606DN) [PG3038]

Location	Asset Type	Description
BBGS	Equipment	1 NO. 32" SAMSUNG LED TV[PG4024]
BBGS	Equipment	1 (NTPL) 80KV MOTORISED OIL BDV TEST SET,1 (NTPL) PORTABLE CURRENT INJECTOR
BBGS	Equipment	CCD 3X ZOOM CAMERA WITH 4 CHANNEL VIDEO DVR, CABLES ETC.[PG2030]
BBGS	Equipment	1 No.P4 PC, MS Win XP Prof, 1 HP LJ printer, 1 Webcam [2P705116]
BBGS	Equipment	HERO MAKE BICYCLES FOR SECURITY PERSONNEL[PG6007]
BBGS	Equipment	1 NO.YOKOGAWA MAKE DIGITAL CLAMP-ON-METER [PG000900]
BBGS	Equipment	1 NO.LG 26 LT. MICROVEN , 1 NO. JAIPAN MIXER GRINDER [PG001300]
BBGS	Equipment	COMPUTERS [2B1014]
BBGS	Equipment	PC + Dot Matrix printer for ERP implementation at BBGS [2M077800]
BBGS	Equipment	10 NO. LG MAKE 2 TR SPLIT FOR EQUIPMENT ROOM & UPS ROOM[2Z5259]
BBGS	Equipment	1 NO. 2 TON LG ROOM AIR CONDITIONER [PG4007]
BBGS	Equipment	2 NO. HW SPLIT 2 TR AC [PG5021]
BBGS	Equipment	1 NO. SUPREME MAKE TABLE DRILL MACHINE[PG2009]
BBGS	Equipment	5.5TR AIR COOLED DUCTABLE SPLIT UNIT + 2 UPS , SWAS ROOM, [2B1022]
BBGS	Equipment	1 NO. HP MONO LASER PRINTER DUPLEX WITH NETWORK (MODEL-P1606DN) [PG3039]
BBGS	Equipment	SPLIT AC 2 TR, WINDOW AC 1.5 TR, 2.5 TR DUCT AC[2Z5371]
BBGS	Equipment	1 NTPL make Current Injector for Calibration of Current Transducer [PG0010]
BBGS	Equipment	4 NOS. TVS MAKE 80 COLUMN DOT MATRIX PRINTER PRO X900 [PG901916]
BBGS	Equipment	1 NO. WINDOW AIR CONDITIONER 1.5 TR [PG4055]
BBGS	Equipment	4 NOS. 21.5"LED MONITOR HP LL649AA [2Z529400]
BBGS	Equipment	WINDOW TYPE AIR CONDITIONER MACHINE (1.5TR) -2 STAR[PG6013]
BBGS	Equipment	Cost of HP Colour Net Work Laser Jet 2600N [2P700317]
BBGS	Equipment	1 NO.PC WITH WINDOWS 7, MS OFFICE 2007 [PG1029]
BBGS	Equipment	1 NO CEILING MOUNTED LCD PROJCTR FOR BBGS TECHNICAL BLDG CONF ROOM[2Z5273]
BBGS	Equipment	1 NO. DIGITAL CAMERA (PG3015]
BBGS	Equipment	3 NOS. 2 TR SPLIT TYPE AC AT BBGS CLASS ROOM [2M1443]
BBGS	Equipment	2 Nos. LG TFT Monitor Sl. No. 610NLM, J002939 , 610MLL G002888 [2P701600]
BBGS	Equipment	Windows XP Prof with media for above Laptop [2P704800]
BBGS	Equipment	PC + Dot Matrix printer for ERP implementation at BBGS [2M077800]
BBGS	Equipment	2 No.Pilot Paper shredder machine [PG1008]
BBGS	Equipment	1 NO. CARRIER MAKE 400 LTR DEEP FREEZEER MODEL GT400 [PG902100]
BBGS	Equipment	1 NO. CANON MAKE POWER SHOT DIGITAL CAMERA[PG2012]
BBGS	Equipment	2 NO.EUREKA FORBES VACUUM CLEANER[PG2005]
BBGS	Equipment	INSTLN OF CCTV AT CHP AREA & REMOTE OPERATION OF TRIPPER TROLLEY [2Z5271]



Location	Asset Type	Description
BBGS	Equipment	VOLTAS 2.0 TON 2 STAR SPLIT AC WITH STRUCTURE[2Z5311]
BBGS	Equipment	WATER PURIFIER [2B1014]
BBGS	Equipment	HP LASERJET PRINTER, [2P503816]
BBGS	Equipment	1 NO. 2 TR WINDOW AC [PG5004]
BBGS	Equipment	1 NO.KODAK DIGITAL CAMERA MODEL-C613 [PG802200]
BBGS	Equipment	2 NOS HP SERVER WITH KB MOUSE COMBO, WIN 2012 & MS OFFICE [2Z531400]
BBGS	Equipment	SPLIT TYPE AIR CONDITIONER MACHINE (2TR) [PG6012]
BBGS	Equipment	2 NO. PC, WITH LG 19" LED MONITOR & MS OFFICE 2013[PG6021]
BBGS	Equipment	OTHER OFF EQP. [2B1014]
BBGS	Equipment	1 NO.HP COMPAQ PRESARIO LAPTOP [PC004300] - HRD-BBGS Plant Training Centre
BBGS	Equipment	4 Nos.Aquagaurd Hi Flo Water Purifier [PG1005]
BBGS	Equipment	2 NO. HW SPLIT 2 TR AC [PG5020]
BBGS	Equipment	2 NOS. INTELLIGENT IP PTZ CAMERA & ACCESSORIES[2M1433]
BBGS	Equipment	1 No.Toshiba Pro A-120 Laptop [2P704700]
BBGS	Equipment	1 NO. 2 TR WINDOW AIR-CONDITIONER [PG3019]
BBGS	Equipment	1 NO. 2 TR HIGHWALL SPLIT AIR-CONDITIONER OF LG MAKE [PG3028]
BBGS	Equipment	1 NO 2 TR 2STAR WINDOW AIR CONDITIONER AT BBGS [PG5032]
BBGS	Equipment	1.5 TR WINDOW TYPE AIR CONDITIONER[2Z5311]
BBGS	Equipment	CCTV CAMERAS FOR CCTV SURVEILLANCE SYSTEM AT BBGS
BBGS	Equipment	UPGRADE SENSOR FOR PORTABLE FLUE GAS ANALYSER [PG6025]
BBGS	Equipment	DELL INSPIRON LAPTOP (MODEL: 5559) WITH MS OFFICE 2016 [PG7012]
BBGS	Equipment	TESTO MAKE SO2 UPGRADE SENSOR FOR PORTABLE FLUE GAS ANALYSER [PG6026]
BBGS	Equipment	WINDOWS 8.1 PROFFESIONAL 64 BIT OEM [PG6022]
BBGS	Equipment	BIOMETRIC & RFID CARD READER AND DOOR SLAVE CONTROLLER [2M1743]
BBGS	Equipment	WINDOWS SERVER 2012 STANDARD OEM PACK WITH MEDIA[2M1743]
BBGS	Equipment	DIGITAL STROBOSCOPE WITH 5 DIGIT 10 MM HIGH RED LED DISPLAY [PG7015]
BBGS	Equipment	1 HP & 1 WIN SERVER &CABLE,ANTIVIRUS,CISCO FIREWELL,SQL S/W[2Z5326]
BBGS	Equipment	1 NO.TESTO MAKE COMPACT VANE ANEMOMETER WITH TELESCOPIC [PG5025]
BBGS	Equipment	WINDOW & SPLIT AIR CONDITIONER MACHINE [2Z5400]
BBGS	Equipment	1 PC NETWORK VIDEO MANAGEMENT SOFTWARE & 24 PCS VIDEO ANALYTICS [2M1743]
BBGS	Equipment	FULLY AUTOMATIC ACCESS CONTROL SYSTEM [2M1743]
BBGS	Equipment	FIBRE OPTIC BOX CONVERTERS CAT 6 CABLE COPPER CABLE IBM SEVER [2M1743]

Location	Asset Type	Description
BBGS	Equipment	1 NO.YOKOGAWA MAKE DIGITAL CLAMP ON METER[PG2007]
BBGS	Equipment	1 NO.PORTABLE VIBRATION MONITORING METER WITH STANDARD ACCESSORIES[PG2035]
BBGS	Furniture & Fittings	Furniture & Fittings
BBGS	Software	IDCCAP FY14-15-BENTLEY NEVEDA VIBRATION MONITORING SYS SOFTWARE [2Z5294]
BBGS	Software	1 S_WARE FOR SERVER, 3 NOS ADDL DIS LICENSE & 1 NO CITRIX S_WARE[2Z529400]
BBGS	Software	SOFTW FOR UPGRD OF PLC MOD AT S/S-6 & FOR NODE WITH FLEX I/O MOD[2Z5255]
BBGS	Software	IMPLEMENTATION OF (PADO) INCLUDING SOFTWARE[2Z531400]
BBGS	Software	VIRTUAL TRAINING SIMULATOR FOR 250 MW TURBO-ALTERNATOR SET FOR BBGS[2M1399]
BBGS	Software	1 NO ADOBE PHOTOSHOP CS6[2M1473]
BBGS	Software	IMPLEMENTATION OF RELIABILITY CENTRED MNTC(RCM)[2Z531300]
BBGS	Software	SUPPLY OF 1 NO SCHNEIDER MAKE EMS SOFTWARE WITH DEVICE LICENSE [2Z5326]
BBGS	Software	DCS SOFTWARE UPGRADATION [2Z5395]
BBGS	Vehicle	PROCUREMENT OF ONE T-320 CRANE [2Z5251]
BBGS	Vehicle	ELECTRO-HYDRAULIC SCISSOR LIFT MOUNTED ON FOUR WHEELS[2Z5381]
BBGS	Vehicle	Buy back of leased assets from Orix :BEML Bulldozer Model: BD155
BBGS	Vehicle	EOT CRANE AT TURBINE HOUSE
BBGS	Vehicle	BOBCAT SKID STEER LOADER CUM PICK AND CARRY VEHICLE (2Z5161)
BBGS	Vehicle	Escort Crane, Model C 8000 (2Z503200)
BBGS	Vehicle	20 Ton Capacity Mobile Crane (2Z5060)
BBGS	Vehicle	BULLDOZER AT BBGS
BBGS	Vehicle	SKID STEER LOADER [2Z5369]
BBGS	Vehicle	PROCUREMENT OF ELECTRIC GOLF CART AND E-RICKSHAW [2Z5388]
SGS	Land	Land for Southern Generating Station and its all activities
SGS	Building	Boundary wall, Buildup Area: 1750MSqM
SGS	Building	Officer's quarter, Time office - 3 storied, Ht: 1M, Buildup Area: 1296 SqM
SGS	Building	Ash trap No. 3, Buildup Area: 155.52 SqM
SGS	Building	Bituminous Road - 7M wide, Buildup Area: 1224MSqM
SGS	Building	Ambulance shed, Buildup Area: 35.28 SqM
SGS	Building	Maintenance Contractor's office, Buildup Area: 131.04 SqM
SGS	Building	Bathing cubicle, Buildup Area: 34.56 SqM
SGS	Building	Pump house for D S system, Buildup Area: 23.04 SqM
SGS	Building	Discharge Seal Weir, Buildup Area: 140.4 SqM

Location	Asset Type	Description
SGS	Building	Permanent staff quarters - single storied, Buildup Area: 184.32SqM
SGS	Building	Toilet block, Buildup Area: 51.84 SqM (G16 38+44+62+176)
SGS	Building	Pump room, Buildup Area: 9 SqM
SGS	Building	Operator cum mazdoor change room, Buildup Area: 95.7 SqM
SGS	Building	Transformer room - 2 storied, Buildup Area: 601.92 SqM
SGS	Building	Latrine block, Buildup Area: 32.76 SqM
SGS	Building	Ash trap beside L D O storage tank, Buildup Area: 32.4 SqM
SGS	Building	DM Plant - 2 storied, Buildup Area: 623.76 SqM
SGS	Building	Security goomty, Buildup Area: 7.2 SqM
SGS	Building	Cycle stand, Buildup Area: 75.6 SqM
SGS	Building	Godown, Buildup Area: 207 SqM
SGS	Building	Security goomty, Buildup Area: 10.8 SqM
SGS	Building	DM Plant - 2 storied, Buildup Area: 623.76 SqM
SGS	Building	Administrative Building, Buildup Area: 14784 SqM
SGS	Building	Officer's quarters - 3 storied, Buildup Area: 1296 SqM (G16 118+131+200)
SGS	Building	F O unloading heater pump room, Buildup Area: 215.22 SqM
SGS	Building	Ash Silo - 2 Nos., Height: 2M, Buildup Area: 249.48 SqM
SGS	Building	Bulldozer shed, Buildup Area: 51.84 SqM
SGS	Building	Pump house for D S system, Buildup Area: 14.4 SqM
SGS	Building	REMODELLING OF WAGON TIPPLER UNLOADING AREA [2Z3135]
SGS	Building	Jyoti Switch House, Buildup Area: 126.36 SqM
SGS	Building	Canteen - 2 storied, Buildup Area: 984 SqM
SGS	Building	Darwans quarter, staff rest room- 2 storied, Buildup Area: 217.08 SqM
SGS	Building	CW pump house with 11M deep chamber, Buildup Area: 285.336 SqM
SGS	Building	Dolphin, Buildup Area: 126.9 SqM
SGS	Building	EXTENSION OF EXISTING BELT AND CABLE STORAGE GODOWNS[2Z3136]
SGS	Building	Turbine House, Buildup Area: 13916.95 SqM (G13 27 - 32 + 43 - 47)
SGS	Building	Darwans goomty, Buildup Area: 46.08 SqM
SGS	Building	Dewatering tank, Buildup Area: 1440 SqM
SGS	Building	Pump room, Buildup Area: 4 SqM
SGS	Building	Security goomty, Buildup Area: 17.28 SqM
SGS	Building	Store plus oil godown, Buildup Area: 900 SqM
SGS	Building	25 Nos. contractors quarters, Buildup Area: 426.24 SqM
SGS	Building	Ash Tank No, 1, Buildup Area: 676.8 SqM
SGS	Building	Chimney
SGS	Building	Crusher House-OperatingLevel at 6.0M, 10.0M, 18.5M, 21.5M, Area: 1476.2 SqM
SGS	Building	Transformer room - 6 x 20 KV, Buildup Area: 144 SqM

Location	Asset Type	Description
SGS	Building	Contractor office, Buildup Area: 257.4 SqM
SGS	Building	Neutralising pit - 3M deep, Buildup Area: 85.86 SqM
SGS	Building	CMWSA water reservior - 2 nos, Buildup Area: 9200 Lit. each
SGS	Building	Coal control room - 2 storied, Buildup Area: 451.44 SqM
SGS	Building	Bottom Ash tank, Buildup Area: 1440 SqM
SGS	Building	Tunnel for conveyor 2A and 2B, Buildup Area: 105 M
SGS	Building	Pump room, Buildup Area: 6.25 SqM
SGS	Building	Weigh Bridge room, Buildup Area: 9 SqM
SGS	Building	Store Building - Toilet block, Buildup Area: 23.76 SqM
SGS	Building	Bridge connecting Dolphin and pump house, Buildup Area: 22.1 M
SGS	Building	E S P control room - 2 storied, Buildup Area: 516 SqM
SGS	Building	Security office, Buildup Area: 125.64 SqM
SGS	Building	Cash office, Buildup Area: 131.04 SqM
SGS	Building	Drains, Buildup Area: 2106MSqM
SGS	Building	Chimney
SGS	Building	Belt godown, Buildup Area: 327.6 SqM
SGS	Building	Loco shed, Buildup Area: 131.04 SqM
SGS	Building	Boiler House - Unit 2, Buildup Area: 117.1 SqM
SGS	Building	Ash Tank No, 2, Buildup Area: 676.8 SqM
SGS	Building	Store Building - 3 storied, Buildup Area: 2664 SqM
SGS	Building	CW switch gear room, Buildup Area: 135 SqM
SGS	Building	Ash fire water pump house, Buildup Area: 450 SqM
SGS	Building	C W Discharge Tunnel, Buildup Area: 260MSqM
SGS	Building	Transformer room, Buildup Area: 108 SqM
SGS	Building	Store Building - 3 storied, Buildup Area: 2664 SqM
SGS	Building	Workers Rest room and Toilet, Buildup Area: 138.24 SqM
SGS	Building	Police outpost-Partly 2 storied, partly single storied, Area: 186.84 SqM
SGS	Building	Chamari and associated facilities - 2 storied, Buildup Area: 333 SqM
SGS	Building	Canteen - 2 storied, Buildup Area: 984 SqM (G16 33+56+57+58+ 142+155)
SGS	Building	Boundary wall (G16 63+69+73+120+ 141+145+184)
SGS	Building	REFURBISHMENT OF COAL BUNKERS PHASE-I[2Z3160]
SGS	Building	STRUCTURAL REFURBISHMENT OF MAIN POWER HOUSE BUILDING - PHASE I [2Z3014]
SGS	Building	Boiler House - Unit 1, Buildup Area: 117.1 SqM
SGS	Building	Concrete Road - 7M wide, Buildup Area: 400MSqM
SGS	Building	CANOPY RENEWAL OVER UNIT I ESP[2Z3162]
SGS	Building	Extg. S W room ( Transformer room ), Buildup Area: 43.2 SqM

Location	Asset Type	Description
SGS	Building	CW pump house with 11M deep chamber, Buildup Area: 285.336 SqM
SGS	Building	Switch House
SGS	Building	Garage, Buildup Area: 252 SqM
SGS	Building	Clarified water reservior - 3.5M deep, Buildup Area: 248.3 SqM
SGS	Building	Upgradation OF BUILDINGS PHASE III[2Z319400]
SGS	Building	UPGRADATION OF BUILDINGS PHASE-II[2Z3159]
SGS	Building	Concrete Road - 4M wide, Buildup Area: 450MSqM
SGS	Building	CHUMMERY & FLAT NO. 2[2Z312800]
SGS	Building	ROADS INSIDE STATION PREMISES [2Z3122]
SGS	Building	UPGRADATION OF BUILDINGS, ROADS & DRAINS AT SGS - PHASE I,II,III[2Z320700]
SGS	Building	Construction site office, Buildup Area: 93.6 SqM
SGS	Building	Bathing cubicle for coal mazdoor, Buildup Area: 21.6 SqM
SGS	Building	INFRASTRUCTURE DEVELOPMENT&REINFORCEMENT TO BUILDINGS,ROADS&DRAINS[2Z3232]
SGS	Building	DEVOLPOMENTS OF BUILDING, ROADS & DRAINS PHASE V[2Z3238]
SGS	Building	AUGMENTATION OF TUNNEL FROM SGS TO BOTANICAL GARDEN[2Z3240]
SGS	Plant & Machinery	PROCUREMENT OF 2 SETS OF DRY ASH UNLOADING SYSTEMS FOR SILO 1 & 2 [2Z3050]
SGS	Plant & Machinery	2 NOS. SON STREET LIGHT LUMANARIES
SGS	Plant & Machinery	ONE CHIMNEY CRAWLER UP TO 40 Mtr.HEIGHT [2Z3062]
SGS	Plant & Machinery	3 NOS METLER ELECTRONIC ANALYTICAL BALANCE
SGS	Plant & Machinery	67.5 MW Coal fired PF BOILER UNIT II INCL. ERECTION
SGS	Plant & Machinery	AMMONIA LEAK DETECTION SYSTEM [2Z3138]
SGS	Plant & Machinery	1 NO SOLORANCE CENTRIFUGAL PUMP
SGS	Plant & Machinery	3 NOS GAS MASKS
SGS	Plant & Machinery	FIRE FIGHTING EQUIPMENT
SGS	Plant & Machinery	D-155A-1 `BEML"" make Bull Dozer
SGS	Plant & Machinery	67.5 MW Coal fired PF BOILER UNIT I INCL. ERECTION
SGS	Plant & Machinery	Engines, Turbines, Generators and ancillary Equipment
SGS	Plant & Machinery	Cost of Spares for Turbine
SGS	Plant & Machinery	CIRCULATING WATER SYSTEM
SGS	Plant & Machinery	SPEC 2000 MICRO CONTROL SYSTEM
SGS	Plant & Machinery	2 - 50 Liter Fire Extinguisher
SGS	Plant & Machinery	GENERATOR BUS DUCT - UNIT 1
SGS	Plant & Machinery	CONTROL PANEL ANNUNCIATOR FOR GEN. & CONTROL PANEL
SGS	Plant & Machinery	LAYING & TERMINATION OF CABLES
SGS	Plant & Machinery	ENERGY METERS FOR MONITORING ENERGY CONSUMPTION (PHASE 1) [2Z3045]

Location	Asset Type	Description
SGS	Plant & Machinery	RELAYS & INSTRUMENTATION
SGS	Plant & Machinery	CONTROL & INSTRUMENTATION INCL. ERECTION
SGS	Plant & Machinery	2 NOS CONTROL VALVE WITH TRIM, GASKET & PACKING SET & ACT DIAPH [2Z318600]
SGS	Plant & Machinery	RLA & RECTIFICATION OF DEFECTIVE GENERATOR ROTOR[2Z322200]
SGS	Plant & Machinery	10 NOS. MICROPROCESSOR BASED ESP CONTROLLER [2Z322400]
SGS	Plant & Machinery	A COMPLETE CONTROL PANEL OF IN-LINE MAGNETIC SEPERATOR [2Z3066]
SGS	Plant & Machinery	1 PORTABLE OIL PURIFICATION UNIT
SGS	Plant & Machinery	PROCUREMENT OF 2 SETS OF VENT FILTERS FOR ASH SILOS 1 & 2 [2Z3042]
SGS	Plant & Machinery	ELECTRICAL HOISTS
SGS	Plant & Machinery	1 NO. 110 KVA DIESEL GENERATOR
SGS	Plant & Machinery	SEAL WATER SYSTEM
SGS	Plant & Machinery	COAL HANDLING PLANT -PHASE I
SGS	Plant & Machinery	1 - Moving Blade L2 (PIN ,SLEEVE,SUPPORT)
SGS	Plant & Machinery	PROCUREMENT OF MOTORISED ISOLATION VALVE FOR BFP WARM UP LINES [2Z3114]
SGS	Plant & Machinery	CIRCULATING WATER SYSTEM
SGS	Plant & Machinery	CIRCULATING WATER SYSTEM
SGS	Plant & Machinery	STATION TRANSFORMER - ST1
SGS	Plant & Machinery	UNIT TRANSFORMER - UT2
SGS	Plant & Machinery	8 NOS.(sets) 415 V SWITCH GEAR BOARDS
SGS	Plant & Machinery	Control & Instrumentation Package
SGS	Plant & Machinery	CONTROL & INSTRUMENTATION INCL. ERECTION
SGS	Plant & Machinery	20 NOS.TRIVECTOR ENERGY METERS [2Z307000]
SGS	Plant & Machinery	INTERLOCK LOGIC PANELS FOR UNITS 1&2 AND LC PANELS
SGS	Plant & Machinery	3 PHASE SQUIRREL CAGE INDUCTION MOTOR & ASSOCIATED COSTS[2Z3157]
SGS	Plant & Machinery	3 NO K-TEK LASER LEVEL TRNSMTR, 2 NO MOUNTING BRACKET & REFLECTOR[2Z316600]
SGS	Plant & Machinery	65 NOS CENTER DISC, SPARES FRAME SEAL SLEEVE & ROTOR LOCK NUT[2Z315000]
SGS	Plant & Machinery	TRI_V ENERGY METERS FOR AUX POWER MONITORING SYSTEM - PHASE I &II[2Z320500]
SGS	Plant & Machinery	Fly Ash Unloading System for Gujarat Ambuja Cement
SGS	Plant & Machinery	5 NOS TO VIBOND COLOUR COMPARATOR
SGS	Plant & Machinery	ONE CHIMNEY CRAWLER UP TO 40 Mtr.HEIGHT [2Z306200]
SGS	Plant & Machinery	PLANT & MACHINERY - MECHANICAL (MISCELLANEOUS)
SGS	Plant & Machinery	LOW PRESSURE PIPING (NETWORK)
SGS	Plant & Machinery	WATER SOFTENING PLANT FOR AC PLANT

Location	Asset Type	Description
SGS	Plant & Machinery	ILLUMINATION SYSTEM PHASE 1 [2Z3129]
SGS	Plant & Machinery	PROCUREMENT OF ONE COMPLETE GEARBOX FOR COAL MILL [2Z3063]
SGS	Plant & Machinery	PROCUREMENT OF ONE COMPLETE GEARBOX FOR COAL MILL [2Z3063]
SGS	Plant & Machinery	RETROFITTING OF EHG IN ONE UNIT [2Z302500]
SGS	Plant & Machinery	PROCUREMENT OF UNBALANCE (ECCENTRIC) MOTOR FEEDERS [2Z3029]
SGS	Plant & Machinery	2 NOS SP TYPE SUMP PUMPS
SGS	Plant & Machinery	10 NOS VIBOND COLOUR DISES
SGS	Plant & Machinery	1 NO 5 HP KIRLOSKAR SLUDGE PUMP
SGS	Plant & Machinery	1 NO CROMPTON 7.5 HP MONOBLOC MOTOR
SGS	Plant & Machinery	Cost of Spares for Turbo Generator
SGS	Plant & Machinery	67.5 MW TURBO GENERATOR - UNIT 2 INCL.ERECTION
SGS	Plant & Machinery	CIRCULATING WATER SYSTEM
SGS	Plant & Machinery	PVC Tubewell
SGS	Plant & Machinery	SPARE WINDING FOR 15 MVA & 7.5 MVA TRANSFORMER
SGS	Plant & Machinery	GENERATOR BUS DUCT - UNIT 2
SGS	Plant & Machinery	TRANSFORMERS-SAT1, ACT1 & 2, CHT1, AHT1&2, CWT1&2:
SGS	Plant & Machinery	33 KV SWITCH BOARD
SGS	Plant & Machinery	POWER & MOTOR CONTROL CENTRE INCL. STARTERS
SGS	Plant & Machinery	DC SOLENOID DISTRN.BOARD & CONTRL.PANEL FOR T W S
SGS	Plant & Machinery	LAYING & TERMINATION OF CABLES
SGS	Plant & Machinery	ONLINE VIBRATION MONITORING SYSTEM FOR PA FANS (PHASE 1-5 NOS)[2Z3167]
SGS	Plant & Machinery	7500 LTS. INDUSTRIAL RESIN FOR DM PLANT[2Z318400]
SGS	Plant & Machinery	CONVERSION OF FHP LOGIC CONTROL PANEL FROM RELAY BASED LOGIC TO PLC[2Z3111]
SGS	Plant & Machinery	20 SETS UNDERSLUNG CRANE
SGS	Plant & Machinery	POWER CYCLE PIPING UNIT I
SGS	Plant & Machinery	INSTALLATION OF 2ND ELECTRONIC DRUM LEVEL INDICATOR FOR UNIT #2 [2Z3069]
SGS	Plant & Machinery	Tri-vector digital energy meters with software for data acquisition[2Z3019]
SGS	Plant & Machinery	4 NOS PUMP SETS
SGS	Plant & Machinery	CANTEEN EQUIPMENT RICE BOILER
SGS	Plant & Machinery	Air Washer Ventillation System for New Admn Bldg
SGS	Plant & Machinery	Further Erection Cost
SGS	Plant & Machinery	ASH WATER SYSTEM
SGS	Plant & Machinery	1 SET COMPLETE LHS TURBINE VALVE BLOCK ASSY WITH DAMPERS IN UNIT#2 [2Z3102]
SGS	Plant & Machinery	PROCUREMENT OF 1 NO. COMPLETE TURBO LUB OIL COOLER [2Z3024]
SGS	Plant & Machinery	Inside stator assemblies (cartridges) for B.F.P. [2Z300900]
SGS	Plant & Machinery	Installation of 1 - Modi make type M-706 sump pump



Location	Asset Type	Description
SGS	Plant & Machinery	Air Conditioning of UPS Room
SGS	Plant & Machinery	GENERATOR BUS DUCT - UNIT 2
SGS	Plant & Machinery	UNIT TRANSFORMER - UT1
SGS	Plant & Machinery	DIGITAL INDICATOR
SGS	Plant & Machinery	LAYING & TERMINATION OF CABLES
SGS	Plant & Machinery	PROCUREMENT 2 NOS. STATION BATTERY CHARGERS (CALDYNE MAKE) [2Z3073]
SGS	Plant & Machinery	1 NO. ELECTRIC MOTOR[2Z317500]
SGS	Plant & Machinery	20 NOS BUTTERFLY VALVE & CABLING JOB[2Z320400]
SGS	Plant & Machinery	BOTTOM ASH REMOVAL SYSTEM
SGS	Plant & Machinery	1 NO. ON-LINE SOX - NOX MONITORING SYSTEM [2Z3022]
SGS	Plant & Machinery	3 NOS PLATINUM CRUCIBLES
SGS	Plant & Machinery	1 NO JESSOP EOT CRANE (120/30T)
SGS	Plant & Machinery	Construction of Ash Traps
SGS	Plant & Machinery	COMMISSIONING OF GPS FOR DCS (IA SYSTEM) OF BOTH UNITS [2Z3130]
SGS	Plant & Machinery	ACCOUSTIC CLEANING SYSTEM FOR AIR HEATER AT UNIT #1 [2Z3091]
SGS	Plant & Machinery	ACOUSTIC CLEANING SYSTEM FOR ROTARY AIR HEATERS [2Z3079]
SGS	Plant & Machinery	CRUDE WATER PUMP
SGS	Plant & Machinery	Misc Relays & Instrumentations
SGS	Plant & Machinery	Cost of Ash Trap at Outfall
SGS	Plant & Machinery	CIRCULATING WATER SYSTEM
SGS	Plant & Machinery	CIRCULATING WATER SYSTEM
SGS	Plant & Machinery	CIRCULATING WATER SYSTEM
SGS	Plant & Machinery	STATION TRANSFORMER (SAT2)
SGS	Plant & Machinery	SWITCHGEAR
SGS	Plant & Machinery	01 NO. DUST MONITOR[2Z3152]
SGS	Plant & Machinery	2NO ISOLATED CONVERTERS,DIGITAL INDICATOR, & PVC INSULATED CABLE[2Z3166]
SGS	Plant & Machinery	11 NOS NECK RING FOR 36' DV LONO CW PUMP [2Z318800]
SGS	Plant & Machinery	1 PCS VIBRATION MONITORING SYSTEM OF 5 N PA FAN[2Z317400]
SGS	Plant & Machinery	INSTALLATION OF 5TH FLY ASH CONVEYING (MACAWBER) AIR COMPRESSOR [2Z3035]
SGS	Plant & Machinery	ENHANCING FLY ASH CONVEYING SYS CAPACITY FROM ESP HOP FOR ONE UNIT [2Z3034]
SGS	Plant & Machinery	HYDRALUIC TORQUE WRENCH
SGS	Plant & Machinery	Cost of Accessories for Intelligent Automation System
SGS	Plant & Machinery	PROCUREMENT OF ONE COMPLETE ELECTROMAGNET FOR ILMS-2 AT FHP [2Z3108]
SGS	Plant & Machinery	INSTALLATION OF 10 Te TRAVELING ELECTRIC HOIST ABOVE PA FAN BAY [2Z3090]
SGS	Plant & Machinery	PROCUREMENT OF ONE COMPLETE BULLDOZER [2Z3047]
SGS	Plant & Machinery	RETROFITTING OF EHG FOR 1 UNIT [2Z3082]

Location	Asset Type	Description
SGS	Plant & Machinery	ZERO EFFLUENT SYSTEM PHASE I [2Z3023]
SGS	Plant & Machinery	TOSHNIWAL PARTIAL RADIATION METER
SGS	Plant & Machinery	SUBMERSIBLE SUMP PUMPS-UNIT 2
SGS	Plant & Machinery	AIR CONDITIONING & VENTILLATION PLANT
SGS	Plant & Machinery	BOILER & ANCILLIARIES
SGS	Plant & Machinery	PROCUREMENT OF FOURESS MAKE 900mm 4 WAY CW BUTTERFLY VALVE [2Z3110]
SGS	Plant & Machinery	PORTABLE OIL CENTRIFUGE FOR COAL MILL GEAR BOX OIL CLARIFICATION
SGS	Plant & Machinery	1 NO SIETEX MINILINE VOLTAGE & FREQUENCY RECORDER
SGS	Plant & Machinery	ELECTRONIC TRANSMITTER
SGS	Plant & Machinery	DISTRIBUTION BOARD
SGS	Plant & Machinery	Cable Termaniting Kits
SGS	Plant & Machinery	AUTOMATIC VOLTAGE STABILIZER FOR 2 X 50 KVA UPS SYSTEM [2Z3123]
SGS	Plant & Machinery	Cable Termaniting Kits
SGS	Plant & Machinery	6.6 KV SWITCH GEAR - SB1, SB2, UB1, UB2
SGS	Plant & Machinery	PROCUREMENT OF ONE COMPLETE ELECTROMAGNET FOR ILMS-I [2Z3098]
SGS	Plant & Machinery	12V 65 Am Smf Battery 26 Nos. UPS-Procurement
SGS	Plant & Machinery	PLANT & MACHINERY - MECHANICAL (MISCELLANEOUS)
SGS	Plant & Machinery	MANUAL HOISTS
SGS	Plant & Machinery	Control & Instrumentation Package
SGS	Plant & Machinery	2 NOS ELECTRIC LOCOMOTIVES
SGS	Plant & Machinery	Fuel Oil Unloading System
SGS	Plant & Machinery	RETROFITING OF EHG IN UNIT#2 IN PLACE OF HYDRAULIC TURBO-GENERATOR [2Z3116]
SGS	Plant & Machinery	PROCUREMENT OF ONE BULLDOZER D-155-A (BEML MAKE) [2Z3065]
SGS	Plant & Machinery	100 TON MECHANICAL WAGON TRIPPLER WEIGHBRIDGE TO AN ELECTRONIC WB [2Z3020]
SGS	Plant & Machinery	CONVERSION OF SPEC2000 MICRO CONTROL SYS TO I/A SYS FOR ONE UNIT [2Z3011]
SGS	Plant & Machinery	PLANT INTERCOM SYSTEM
SGS	Plant & Machinery	FIRE FIGHTING EQUIPMENT
SGS	Plant & Machinery	1 NO CALAMA SUBMERSIBLE SUMP PUMP
SGS	Plant & Machinery	LOW PRESSURE PIPING (NETWORK)
SGS	Plant & Machinery	UNLOADING & PRESSURISING PUMPS
SGS	Plant & Machinery	ROCUREMENT OF 1 NO. SPARE ROTOR [2Z3015]
SGS	Plant & Machinery	Turbine Lub. Oil Cooler [2Z3024]
SGS	Plant & Machinery	PROCUREMENT OF 1 NO. BOILER FEED PUMP DRIVE MOTOR [2Z302100]
SGS	Plant & Machinery	67.5 MW TURBO GENERATOR - UNIT 2 INCL.ERECTION
SGS	Plant & Machinery	ELECTRICAL ROTOR FOR UNIT #1 [2Z3080]
SGS	Plant & Machinery	CIRCULATING WATER SYSTEM

Location	Asset Type	Description
SGS	Plant & Machinery	3 M.T. Chain Pully block at stores
SGS	Plant & Machinery	1 NO 10000 KVA 3 PHASE TRANSFORMER - 33KV T2
SGS	Plant & Machinery	1 NO. 850 KVA 6000/400 V TRANSFORMER - WT 5
SGS	Plant & Machinery	GENERATION & STATION AUXILLIARY RELAY BOARD
SGS	Plant & Machinery	POWER & MOTOR CONTROL CENTRE INCL. STARTERS
SGS	Plant & Machinery	PROCUREMENT OF 24 NOS. TRIVECTOR ENERGY METERS [2Z3060]
SGS	Plant & Machinery	INSTALLATION OF VARIABLE VOLTAGE VFD FOR UNIT 2 FD FANS[2Z3147]
SGS	Plant & Machinery	CLARIFICATION PLANT FOR ZERO DISCHARGE SYSTEM[2Z3164]
SGS	Plant & Machinery	3 NOS UPPER RADIAL BEARING SLEEVE WITH FASTENERS & KEY[2Z305500]
SGS	Plant & Machinery	12 NO GAS GATE OP DRIVE SYSTEM WITH MOTOR, ACTUATOR & GEAR BOX[2Z313200]
SGS	Plant & Machinery	335 PCS. G.P.SHEET, 09 BUNDLES G.I. WIRE[2Z318700]
SGS	Plant & Machinery	Rotar Assembly for Trf. Ltd. make Coal Ring Granulator
SGS	Plant & Machinery	HIGHER SIZE LUBE OIL COOLERS FOR COAL MILLS[2Z320900]
SGS	Plant & Machinery	ONE COAL MILL ALONG INTERNAL Upgradation [2Z3036]
SGS	Plant & Machinery	COAL PIPE BENDS FOR UNIT 2 [2Z3236]
SGS	Plant & Machinery	MOTORS AND ERECTION COST
SGS	Plant & Machinery	1 NO 5 HP 3 PHASE 415V MOTOR OF FEEDER BELT DRIVE
SGS	Plant & Machinery	1 NO.HIGHER CAPACITY COMPLETE AIR DRIER [2Z3086]
SGS	Plant & Machinery	Cable Trays & Cabling
SGS	Plant & Machinery	DE-MINERALIZING (DM) PLANT
SGS	Plant & Machinery	CO2 FLOODING SYSTEM FOR EQUIPMENT ROOMS OF THE UNIT CONTROL ROOM [2Z3103]
SGS	Plant & Machinery	PROCUREMENT OF CATEPILLAR MAKE LOCO ENGINE - 1NO [2Z3038]
SGS	Plant & Machinery	PILOT STATIC TUBE
SGS	Plant & Machinery	1 NO GRIFFIN SUBMERSIBLE PUMP
SGS	Plant & Machinery	Further Cost of Bottom Ash Recirculation System
SGS	Plant & Machinery	PIPING FROM BOILER FEED PUMPS TO MAIN STEAM OUTLET PIPE TO TURBINE
SGS	Plant & Machinery	POWER CYCLE PIPING UNIT II
SGS	Plant & Machinery	1 - Guide Blade I1 mounted on diaphram
SGS	Plant & Machinery	FIRE FIGHTING EQUIPMENT
SGS	Plant & Machinery	EXTENTION OF FIRE FIGHTING SYSTEM IN FHP
SGS	Plant & Machinery	L.T. AUXILIARY TRANSFORMER - UAT1
SGS	Plant & Machinery	2 NOS 200 KVA 400/440 V LIGHTING TRANSFORMER
SGS	Plant & Machinery	STATION TRANSFORMER - ST2
SGS	Plant & Machinery	33 KV SWITCH BOARD
SGS	Plant & Machinery	SF6 Breaker
SGS	Plant & Machinery	DISTRIBUTIONS BOARDS

Location	Asset Type	Description
SGS	Plant & Machinery	1 NO WORM GEAR SET 36" (WGR,SHT,KY,LNUT,WR)703HP[2Z3161]
SGS	Plant & Machinery	13 NOS KSB MAKE FORGED STEEL [2Z319000]
SGS	Plant & Machinery	1 NO POWER MODULE FOR 2100Q01 [2Z318000]
SGS	Plant & Machinery	MIL MAKE HIGH PRESSURE CONTROL VALVES WITH ACTUATOR[2Z3230]
SGS	Plant & Machinery	IRD MECHANALYSIS 360 VIBRATION METER
SGS	Plant & Machinery	PROCUREMENT OF ONE COMPLETE GEARBOX FOR COAL MILL [2Z306300]
SGS	Plant & Machinery	PROCUREMENT OF 4 NOS. 24 VOLT DC CONTROL SUPPLY PANEL [2Z3097]
SGS	Plant & Machinery	MANUAL FIRE FIGHTING SPRINKLER SYSTEM FOR COAL CONVEYORS [2Z3092]
SGS	Plant & Machinery	4 NOS.CODEL MAKE OPACITY MONITORS FOR MEASURING DUCT OPACITY [2Z3093]
SGS	Plant & Machinery	CODEL in-situ probe type GCEM4000 combined CO,SOX,NOX Gas analyser [2Z3022]
SGS	Plant & Machinery	PLANT TELEPHONE (PABX)
SGS	Plant & Machinery	BOTTOM ASH REMOVAL SYSTEM
SGS	Plant & Machinery	Cost of 105 Ton Capacity Side Discharge type Wagon Tripler
SGS	Plant & Machinery	4 NOS.MOTORIZED ISOLATION VALVE FOR BFP WARM-UP LINES FOR ONE UNIT [2Z3075]
SGS	Plant & Machinery	RETROFITTING OF EHG IN ONE UNIT [2Z302500]
SGS	Plant & Machinery	PROCUREMENT OF 1 NO CONDENSATE EXTRACT PUMP (CEP) CARTRIDGE [2Z3037]
SGS	Plant & Machinery	CIRCULATING WATER SYSTEM
SGS	Plant & Machinery	CIRCULATING WATER SYSTEM
SGS	Plant & Machinery	CIRCULATING WATER SYSTEM
SGS	Plant & Machinery	1 NO BLIDGE PUMP FOR CW PUMP
SGS	Plant & Machinery	1 NO SELF PRIMING CENTRIFUGAL PUMP
SGS	Plant & Machinery	Standard batteries for 10 KVA UPS System [2Z302600]
SGS	Plant & Machinery	PROCUREMENT OF TRIVECTOR ENERGY METERS & COMMUNICATION CONVERTOR [2Z3133]
SGS	Plant & Machinery	BATTERY WITH CHARGER - 2 SETS
SGS	Plant & Machinery	SWITCHGEAR
SGS	Plant & Machinery	DISTRIBUTION BOARD
SGS	Plant & Machinery	ANUNCIATORS FOR DM PLANT
SGS	Plant & Machinery	GEAR PANELS GT1, ST1 & BUS INSTRUMENT
SGS	Plant & Machinery	COMPLETE RENEWAL OF LP HEATER 2 AT UNIT #2[2Z3124]
SGS	Plant & Machinery	EDDY CURRENT DRIVE CONTROL SYSTEM OF GRAVITIMETRIC FEEDER[2Z3168]
SGS	Plant & Machinery	60 NOS SHOCK ABS (TOP & BOTTOM) WITH SHAFT & MICRO SW ASSY [2Z317700]
SGS	Plant & Machinery	238.50 MTR OF C.I. PLAIN END PIPES 10" CLASS 'D' P/E[2Z318300]
SGS	Plant & Machinery	1 NO 50000 L CAPACITY WEDA SUBMERSIBLE SUMP PUMP
SGS	Plant & Machinery	AUTOMATIC FIRE FIGHTING SPRINKLER SYSTEM FOR 4A & 4B CONVEYORS [2Z3078]

Location	Asset Type	Description
SGS	Plant & Machinery	DIGITAL TOP LOADING METLER ANALYTICAL BALANCE
SGS	Plant & Machinery	CONVEYOR 1A/1B
SGS	Plant & Machinery	INSTALLATION OF VARIABLE FREQUENCY DRIVES FOR UNIT 1 FD FANS [2Z3131]
SGS	Plant & Machinery	ADDITIONAL SIMPLY SUPPORTED LOW SPEED SEAL AIR FAN FOR UNIT #2 [2Z3010]
SGS	Plant & Machinery	ELECTRICAL DIGITAL INDICATOR
SGS	Plant & Machinery	POWER CYCLE PIPING UNIT I
SGS	Plant & Machinery	CIRCULATING WATER SYSTEM
SGS	Plant & Machinery	Installation of 1 - Modi make type M-706 sump pump
SGS	Plant & Machinery	Storage Batteries for UPS
SGS	Plant & Machinery	GENERATOR TRANSFORMER - GT2
SGS	Plant & Machinery	1 NO 10000 KVA 3 PHASE TRANSFORMER - 33KV T2
SGS	Plant & Machinery	LIGHTING TRANSFORMERS (DRY TYPE)
SGS	Plant & Machinery	PROCUREMENT OF 20 NOS. TRIVECTOR ENERGY METERS [2Z3070]
SGS	Plant & Machinery	LOCAL PUSH BUTTON STATIONS
SGS	Plant & Machinery	THERMO COUPLE EXTENSION CABLES
SGS	Plant & Machinery	Further cost Electric Hoists
SGS	Plant & Machinery	12 NOS. AC GEAR MOTOR, INVERTER DUTY, RPM-173 [2Z317900]
SGS	Plant & Machinery	INCREASE IN LIFE EXPECTANCY OF STOCK ECD & GRAVIMETRIC FEEDERS [2Z320200]
SGS	Plant & Machinery	TIME-O-LOG ELECTRONIC ATTENDANCE MANAGEMENT SYSTEM [2Z3046]
SGS	Plant & Machinery	Cable Termaniting Kits
SGS	Plant & Machinery	ELECO FLAME PHOTOMETE WITH FILTER
SGS	Plant & Machinery	COMPLETE HP ASH WATER PUMP WITH MOTOR, SUCTION & DISCHARGE VALVES [2Z3087]
SGS	Plant & Machinery	PROCUREMENT OF 2 SETS OF DRY ASH UNLOADING SYSTEMS FOR SILO 1 & 2 [2Z3050]
SGS	Plant & Machinery	16 NOS. 3 DIGIT PANEL METERS
SGS	Plant & Machinery	SUBMERSIBLE SUMP PUMPS-UNIT 2
SGS	Plant & Machinery	67.5 MW TURBO GENERATOR - UNIT 1 INCL.ERECTION
SGS	Plant & Machinery	PROCUREMENT OF ONE COMPLETE HEAT EXCHANGER [2Z3085]
SGS	Plant & Machinery	CIRCULATING WATER SYSTEM
SGS	Plant & Machinery	GENERATOR TRANSFORMER - GT1
SGS	Plant & Machinery	NEUTRAL GROUNDING RESISTOR (NGR) - 6.6kV
SGS	Plant & Machinery	Extention of Civil works for outdoor syard
SGS	Plant & Machinery	LP L1 & L2 DIAPHRAGMS OF UNIT#2 [2Z3127]
SGS	Plant & Machinery	MICROPROCESSOR BASED PRECICON R CONTROLLER WITH CABLES [2Z3199]
SGS	Plant & Machinery	AIR WASHER UNIT COMPRISING OF MAIN CHAMBER [2Z3233]
SGS	Plant & Machinery	SUPPLY & INSTALLATION OF ELECTRONIC DRUM LEVEL INDICATOR [2Z3061]
SGS	Plant & Machinery	1 NO AIR CONDITIONING PLANT FOR CONTROL ROOM

Location	Asset Type	Description
SGS	Plant & Machinery	ONE SKY CLIMBER FOR BOILER MAINTENANCE [2Z3071]
SGS	Plant & Machinery	PROCUREMENT OF ONE COMPLETE GEARBOX FOR COAL MILL [2Z306300]
SGS	Plant & Machinery	PRE-TREATMENT PLANT - PLATE SETTLERS
SGS	Plant & Machinery	PROCUREMENT OF 4 NOS. 24 VOLT DC CONTROL SUPPLY PANEL [2Z3097]
SGS	Plant & Machinery	Additional air dryer unit for Instrument Air [2Z301800]
SGS	Plant & Machinery	MOTORS AND ERECTION COST
SGS	Plant & Machinery	1 NO 1 TON HAND OPERATED TRAV. CRANE (AT OLD CW PH)
SGS	Plant & Machinery	Cost of Ash Trap at Outfall
SGS	Plant & Machinery	HP HEATER
SGS	Plant & Machinery	67.5 MW TURBO GENERATOR - UNIT 2 INCL.ERECTION
SGS	Plant & Machinery	1 NO INTERPOSING CURRENT TRANSFORMER
SGS	Plant & Machinery	GENERATION & STATION AUXILLIARY RELAY BOARD
SGS	Plant & Machinery	ELECTRONIC TRANSMITTER
SGS	Plant & Machinery	MOTOR CONTROL CENTRE FOR COAL HANDLING PLANT
SGS	Plant & Machinery	NEUTRAL GROUNDING RESISTOR (NGR) - 33kV
SGS	Plant & Machinery	OLD MOTOR PROTECTION RELAYS-40 Nos. [2Z3049]
SGS	Plant & Machinery	AC/DC FUSE BOARD
SGS	Plant & Machinery	CONTROL & INSTRUMENTATION INCL. ERECTION
SGS	Plant & Machinery	Extention of Structural Steel works for outdoor syard
SGS	Plant & Machinery	ILLUMINATION SYSTEM-PHASE-2[2Z3153]
SGS	Plant & Machinery	5 NO. COOPER TYPE SPLIT ROLLER BEARING FOR PA FAN NDE & DE BEARINGS[2Z3165]
SGS	Plant & Machinery	IDC CAP FY14 FOR COMPLETE RETUBING OF UNIT#1 CONDENSOR AT SGS
SGS	Plant & Machinery	RETUBING OF CONDENSOR FOR UNIT 2 [2Z319800]
SGS	Plant & Machinery	HYDROBINS[2Z321400]
SGS	Plant & Machinery	BFP CARTRIDGE, PUMP [2Z3231]
SGS	Plant & Machinery	BOTTOM ASH REMOVAL SYSTEM
SGS	Plant & Machinery	AUTOMATIC FIRE FIGHTING SPRINKLER SYSTEM FOR 4A & 4B CONVEYORS [2Z3078]
SGS	Plant & Machinery	COMPLETE CONTROL PANEL OF IN-LINE MAGNETIC SEPERATOR [2Z3066]
SGS	Plant & Machinery	Convert 100T Mech WagonTripplerWeighBridge to Elec WeighBridge [2Z3020]
SGS	Plant & Machinery	1 NO BULLDOZER (BEML)
SGS	Plant & Machinery	Cost of Ash Trap at Outfall
SGS	Plant & Machinery	CIRCULATING WATER SYSTEM
SGS	Plant & Machinery	1 NO CENTRIFUGAL PUMP
SGS	Plant & Machinery	BUCHHOLZ PROTECTION FOR TRANSFORMER T1&T2
SGS	Plant & Machinery	DISTRIBUTION BOARDS
SGS	Plant & Machinery	24 NOS. TRIVECTOR ENERGY METERS [2Z306000]

Location	Asset Type	Description
SGS	Plant & Machinery	PROCUREMENT OF 10 NOS.TRIVECTOR ENERGY METERS [2Z3101]
SGS	Plant & Machinery	BATTERY WITH CHARGER - 2 SETS
SGS	Plant & Machinery	GUIDE BLADE CARRIER IV FOR UNIT #2[2Z3109]
SGS	Plant & Machinery	01 NO BFP 150 KHI CARTRIDGE [2Z319100]
SGS	Plant & Machinery	RENEWAL OF SUPERHEATER AND ECONOMISER BANKS AT SGS BOILERS [2Z321300]
SGS	Plant & Machinery	1 NO. 750HP BHEL LOCO WITH CUMMINS ENGINE[2Z3197]
SGS	Plant & Machinery	2 NOS. KLETT PHOTO ELECTRIC CALORIMETER
SGS	Plant & Machinery	TOSHNIWAL PH METER & ELECTRODES
SGS	Plant & Machinery	HYDRASTEP WATER LEVEL INDICATOR UNIT 2
SGS	Plant & Machinery	Further Erection Cost
SGS	Plant & Machinery	COAL HANDLING PLANT - PHASE II
SGS	Plant & Machinery	ACOUSTIC CLEANING SYSTEM FOR ROTARY AIR HEATERS [2Z3079]
SGS	Plant & Machinery	MOTORS AND ERECTION COST
SGS	Plant & Machinery	4 NOS.MOTORIZED ISOLATION VALVES FOR BFP WARM-UP LINES #1 [2Z3075]
SGS	Plant & Machinery	DRY FLY ASH UNLOADING SYSTEM FOR SILO #2 [2Z3033]
SGS	Plant & Machinery	4 Nos.Unbalanced Motor Feeders [2Z302900]
SGS	Plant & Machinery	TOSHNIWAL DIGITAL CONDUCTIVITY METER
SGS	Plant & Machinery	HYDRASTEP WATER LEVEL INDICATOR UNIT 2
SGS	Plant & Machinery	1 NO INSULATING OIL FILTER
SGS	Plant & Machinery	FERROUS SULPHATE DOSING PLANT
SGS	Plant & Machinery	SPARE CRUSHER MOTOR
SGS	Plant & Machinery	PRE-TREATMENT PLANT
SGS	Plant & Machinery	67.5 MW TURBO GENERATOR - UNIT 1 INCL.ERECTION
SGS	Plant & Machinery	HIGH PRESSURE CONTROL VALVES OF UNIT #1 [2Z3088]
SGS	Plant & Machinery	Inside Stator Assembly (Cartridge) of Boiler Feed Pump [2Z240941 ]
SGS	Plant & Machinery	1- 3 MT Chain Pulley Block
SGS	Plant & Machinery	PROCUREMENT OF ONE NO. THERMOVISION CAMERA [2Z3143]
SGS	Plant & Machinery	TRANSFORMERS-SAT1, ACT1 & 2, CHT1, AHT1&2, CWT1&2:
SGS	Plant & Machinery	CONTROL PANEL ANNUNCIATOR FOR GEN. & CONTROL PANEL
SGS	Plant & Machinery	CABLE TERMINATION KITS FOR 33 KV SWITCH BOARD
SGS	Plant & Machinery	33 KV CABLE CLAMPS
SGS	Plant & Machinery	PLANT TELEPHONE (PABX)
SGS	Plant & Machinery	OIL COOLERS BY MODIFIED HIGHER CAPACITY COOLER[2Z3156]
SGS	Plant & Machinery	2 % CST FOR SUPPLY OF 15KW HYDRO GENERATING SET[2Z309500]
SGS	Plant & Machinery	5 NOS ECONOMISER UPPER COILS WITH SUPPORTS [2Z318900]
SGS	Plant & Machinery	3 NOS MANUAL GEAR OPERATED TRIPLE OFFSET B.FLY ISOLATING VALVE [2Z319300]
SGS	Plant & Machinery	RETROFITTING OF EHG FOR 1 UNIT [2Z3082]



Location	Asset Type	Description
SGS	Plant & Machinery	FORTIN""S BAROMETER, HUMIDITY CABINET
SGS	Plant & Machinery	FUEL OIL HANDLING SYSTEM INCL.PIPE LINE NET WORK
SGS	Plant & Machinery	AUTOMATIC WEATHER STATION
SGS	Plant & Machinery	PROCUREMENT OF ONE NO BHEL MAKE LOCO GENERATOR(TG-4302-AZ) [2Z3039]
SGS	Plant & Machinery	Electromagnetic Vibrating Feeder with unbalance Motor type Feeder [2Z3017]
SGS	Plant & Machinery	ELECTRICAL HOISTS
SGS	Plant & Machinery	7.5 HP 400/440V AC 3 Phase 2800RPM DC Emergency Oil Pump Motor
SGS	Plant & Machinery	REPOWERING KIT FOR DOZER [2Z3096]
SGS	Plant & Machinery	PROCUREMENT & COMM. OF 10 NO.REMOTE BUNKER LEVEL INDICATORS [2Z3094]
SGS	Plant & Machinery	HIGH PRESSURE CONTROL VALVES & SPARES [2Z3076]
SGS	Plant & Machinery	4 NOS.CODEL MAKE OPACITY MONITORS FOR MEASURING DUCT OPACITY [2Z3093]
SGS	Plant & Machinery	PROCUREMENT OF ONE COMPLETE GEARBOX FOR COAL MILL [2Z3063]
SGS	Plant & Machinery	4 NOS. UNBALANCED (ECCENTRIC) MOTOR FEEDERS [2Z305100]
SGS	Plant & Machinery	PROCUREMENT OF 1 NO ESP TRANSFORMER [2Z3041]
SGS	Plant & Machinery	DIGITAL PH METER - CONTROL DYNAMICS MAKE
SGS	Plant & Machinery	AC PLANT MOTOR CONTROL CENTRE
SGS	Plant & Machinery	1 NO 40 TON LORRY WEIGH BRIDGE
SGS	Plant & Machinery	VENTILLATION PLANT FOR MAIN BUILDING (BLUE STAR)
SGS	Plant & Machinery	Further Cost of Bottom Ash Recirculation System
SGS	Plant & Machinery	OIL STORAGE TANKS - 4 NOS (CAP 22700 KL)
SGS	Plant & Machinery	22 NOS INDICATING INSTRUMENTS
SGS	Plant & Machinery	1.6 & 2MVA TRANSFORMERS (CHT2,UAT2):
SGS	Plant & Machinery	LIGHTING TRANSFORMERS (DRY TYPE)
SGS	Plant & Machinery	CONTROL & INSTRUMENTATION INCL. ERECTION
SGS	Plant & Machinery	PLANT INTERCOM SYSTEM
SGS	Plant & Machinery	6 NOS CU TYPE SPILT ROLLER FOR P.A. NDE & DE BEARINGS [2Z318200]
SGS	Plant & Machinery	DM PLANT PHASE II[2Z322000]
SGS	Plant & Machinery	TURBO SUPERVISORY EQUIPMENTS FOR UNIT 1[2Z3227]
SGS	Plant & Machinery	PROCUREMENT OF ONE NO PROJECTION SYSTEM [2Z3059]
SGS	Plant & Machinery	Transducers
SGS	Plant & Machinery	BOTTOM ASH REMOVAL SYSTEM
SGS	Plant & Machinery	INSTALLATION OF 10 Te TRAVELING ELECTRIC HOIST ABOVE PA FAN BAY [2Z3090]
SGS	Plant & Machinery	EDDY CURRENT DRIVE CONTROL SYS TO VARIABLE FREQ DRIVE CONTROL SYS [2Z3141]
SGS	Plant & Machinery	MANUAL FIRE FIGHTING SPRINKLER SYSTEM FOR COAL CONVEYORS [2Z3092]
SGS	Plant & Machinery	4 NOS. UNBALANCED (ECCENTRIC) MOTOR FEEDERS [2Z305100]
SGS	Plant & Machinery	INSTALLATION OF 2ND ELECTRONIC DRUM LEVEL INDICATOR FOR UNIT #2 [2Z306900]
SGS	Plant & Machinery	INSTALLATION OF ELECTRONIC DRUM LEVEL INDICATOR [2Z306100]

Location	Asset Type	Description
SGS	Plant & Machinery	1- TRANSFORMER OIL FILTER MACHINE OF HIGHER CAPACITY [2Z3056]
SGS	Plant & Machinery	1200 KW Boiler Feeder Pump Motor [2Z3021]
SGS	Plant & Machinery	CONTROL EQUIPMENT FOR DM PLANT & DM INSTRUMENT
SGS	Plant & Machinery	Air Ventillation System
SGS	Plant & Machinery	1- ""BEML"" Bulldozer
SGS	Plant & Machinery	100 TPH dry ash unloding system for SILO
SGS	Plant & Machinery	1 - Guide Blade L2 mounted on diaphram
SGS	Plant & Machinery	CIRCULATING WATER SYSTEM
SGS	Plant & Machinery	CIRCULATING WATER SYSTEM
SGS	Plant & Machinery	ZERO EFFLUENT PHASE II [2Z3030]
SGS	Plant & Machinery	PROCUREMENT OF 1 NO 4 AWY C.W. BUTTERFLY VALVE [2Z3031]
SGS	Plant & Machinery	ZERO EFFLUENT PHASE - 3 [2Z3053]
SGS	Plant & Machinery	Procurement of 2 Nos. Submersible Pump for Drinking water
SGS	Plant & Machinery	1 NO OIL IMMERSED PUMP & MOTOR FOR 33 KV TRANSF.
SGS	Plant & Machinery	POWER & MOTOR CONTROL CENTRE INCL. STARTERS
SGS	Plant & Machinery	LOCAL PUSH BUTTON STATIONS
SGS	Plant & Machinery	FLOOR INSERTS FOR 33 KV SWITCH BOARD
SGS	Plant & Machinery	CONTROL & INSTRUMENTATION INCL. ERECTION
SGS	Plant & Machinery	CONTROL & INSTRUMENTATION INCL. ERECTION
SGS	Plant & Machinery	GENERATION & STATION AUXILLIARY RELAY BOARD
SGS	Plant & Machinery	RELACEMENT OF OBSOLETE 10 KVA UPS[2Z3151]
SGS	Plant & Machinery	1NO MAIN STEAM STOP VALVE WITH ACTUATOR & ACCESSORIES[2Z314400]
SGS	Plant & Machinery	5640 PCS OF 70/30 COPPER NICKEL & AL BRASS TUBE STRAIGHT [2Z317100]
SGS	Plant & Machinery	5 NOS PROX SEISMIC, 2 NOS CHANNEL POSITION & 1 NO C.RELAY & K.MOD[2Z320000]
SGS	Plant & Machinery	SAFETY VALVES OF BOILER IN PHASE II [2Z3247]
SGS	Plant & Machinery	INSTALLATION OF VFD IN CCW PUMP [2Z3245]
SGS	Plant & Machinery	PROCUREMENT OF ON-LINE OPACITY METER [2Z3243]
SGS	Plant & Machinery	COMPLETE RENEWAL OF SAFETY VALVES OF BOILER IN PHASES [2Z3228]
SGS	Plant & Machinery	PROCUREMENT OF ON-LINE OXYGEN ANALYSER [2Z3242]
SGS	Plant & Machinery	GAS DUCTING [2Z3246]
SGS	Plant & Machinery	FHP
SGS	Plant & Machinery	BOILER FEED PUMP CARTRIDGE
SGS	Plant & Machinery	CRUSHER ROTOR ASSEMBLY
SGS	Plant & Machinery	CIRCULATING WATER PUMPS
SGS	Plant & Machinery	Coal Bunker upgradation
SGS	Plant & Machinery	Station Battery
SGS	Plant & Machinery	ASH CONVEYING SYSTEM

Location	Asset Type	Description
SGS	Plant & Machinery	Battery bank
SGS	Plant & Machinery	BOILER & AUXILIARY STRUCTURES UPGRADATION
SGS	Plant & Machinery	HEAT EXCHANGER
SGS	Plant & Machinery	DCS unit upgradation
SGS	Plant & Machinery	ONE MILL GEARBOX ROTATING ASSEMBLY
SGS	Plant & Machinery	LOCO UNDERCARRIAGE
SGS	Plant & Machinery	CIRCUIT BREAKERS
SGS	Plant & Machinery	ZERO DISCHARGE SYSTEM
SGS	Plant & Machinery	BFP RECIRCULATION VALVE
SGS	Plant & Machinery	DISTRIBUTED CONTROL SYSTEMS
SGS	Plant & Machinery	TURBO-ALTERNATOR BEARING TEMP MONITORING
SGS	Plant & Machinery	FLUE DUCT INSULATION & CLADDING
SGS	Plant & Machinery	ELEVATOR CONTROL SYSTEM
SGS	Plant & Machinery	AVR
SGS	Plant & Machinery	FLUE GAS DUCT
SGS	Plant & Machinery	GOODS CUM PASSENGER LIFT
SGS	Plant & Machinery	VFD FOR ID FAN
SGS	Plant & Machinery	HT CABLE TRENCH
SGS	Plant & Machinery	WAGON TIPPLER
SGS	Plant & Machinery	MISCELLANEOUS INSTALLATION - WATER SYSTEM [2Z3112]
SGS	Plant & Machinery	RAILWAY SIDING including Yard infrastructure, tripler etc.
SGS	Plant & Machinery	STATION CABLE TRAY AND TRENCH OF GT2/ST2 [2Z312000]
SGS	Plant & Machinery	16" LG LCD TV FOR OFFICER'S CHUMMERY [PG002800] - Officer's Chummary
SGS	Plant & Machinery	1 NO.BROTHER MAKE PLAIN PAPER FAX MODEL NO.878 [PG002400]
SGS	Plant & Machinery	BLUE STAR MAKE 15 LT WATER COOLERS [PG801600] - Canteen
SGS	Equipment	1 NO. HP MONO LASER PRINTER DUPLEX WITH NETWORK (MODEL-P1606DN) [PG3037]
SGS	Equipment	1 80LTRS.STORAGE, 40 LTRS WATER COOLER-BLUE STAR MAKE [PG002900]
SGS	Equipment	Cost of Material for Inform. System [2P700602]
SGS	Equipment	PORTABLE AIR BLOWER & ACCESSORIES[PG6011]
SGS	Equipment	AQUAGUARD HI FLO WATER FILTER CUM PURIFIER, [PG801502] - Canteen
SGS	Equipment	AIR CONDITIONER (WINDOW) - 1.5 TON CAPACITY LG MAKE.[PG6014]
SGS	Equipment	1 NO. CANON DIGITAL COPIER CUM LASER PRINTER[2Z3142]
SGS	Equipment	ORACLE 10g STD. 1 DATABASE SERVER (5 USER) WITH MEDIA KIT, [2P602902]
SGS	Equipment	2 NO. HP MONO LASER PRINTER DUPLEX WITH NETWORK (MODEL-P1606DN) [PG3035]
SGS	Equipment	Procurement of New Photocopier Machine [2Z304300]
SGS	Equipment	AIR CONDITIONING OF OFFICER'S ENCLAVE [2Z3099]

Location	Asset Type	Description
SGS	Equipment	1 NO.BLUE STAR WATER COOLER MODEL-SDLX 4-80[PG1039]
SGS	Equipment	SAMSUNG 2TON SPLIT A.C [2P703702]
SGS	Equipment	INSTALLATION OF CLOSE CIRCUIT CAMERA (CCTV) AT FHP[2Z3158]
SGS	Equipment	CHARGES FOR VOLTAS 40/80 FSS WATER COOLER [2P600102]
SGS	Equipment	1 NO. PILOT PAPER SHREDDER MACHINE[PG2034]
SGS	Equipment	TREADMILL,UPRIGHTBIKE ,AB EXERCISER,DUMBELL&DIGITAL WEIGHING SCALE[2M1704]
SGS	Equipment	PLANT SURVEILLANCE SYSTEM THROUGH CCTV-PHASE I&II[2Z3203]
SGS	Equipment	1 NO.BLUE STAR WATER COOLER MODEL-SDLX 4-80[PG1037]
SGS	Equipment	1 NO.BLUE STAR WATER COOLER MODEL-SDLX 4-80[PG1038]
SGS	Equipment	1 Intel PC with MS Windows XP , MS Office 2007 [PC0046]
SGS	Equipment	3 NO. 12" SWEEP EXHAUST FAN, MAKE-"CROMPTON" [PG3036]
SGS	Equipment	1 NO. VOLTAS/LG MAKE 2 TR SPLIT AC [PG5018]
SGS	Equipment	3 NO. 1.5 TR LG ACs[PG6006]
SGS	Equipment	1 No.Photocopier of model Xerox Work Centre WC-5016 [PG901002]
SGS	Equipment	1 NO. 220 LTR WHIRLPOOL REFRIGERATOR[PG2021]
SGS	Equipment	1 NO.HD LED TV(46 INCH),2 NO GFX CARD,2 NO HDMI CABLE[2Z3158]
SGS	Equipment	4 NO. VENUS MAKE 25 LTR. WATER HEATER MODEL 025 GV [PG3033]
SGS	Equipment	1 NO.BLUE STAR WATER COOLER MODEL-SDLX 4-80 [PG1033]
SGS	Equipment	1 NO.BLUE STAR WATER COOLER MODEL-SDLX 4-80 [PG1034]
SGS	Equipment	1 NO.BLUE STAR WATER COOLER MODEL-SDLX 4-80 [PG1036]
SGS	Equipment	1 No.Eureka Forbes make Vacuum Cleaners [PG901502]
SGS	Equipment	2 Nos. Aquagaurd HI-FLO water purifier [2P703800]
SGS	Equipment	2 NO. 1.5 TR WINDOWS AIR CONDITIONER[PG4003]
SGS	Equipment	1 NO. 2 TON SPLIT AIR CONDITIONER[PG4028]
SGS	Equipment	2 Nos.Wall mounted high gain screen[PC808700]-Tranning Centre
SGS	Equipment	DIGITAL CAMERA 10 MP, 10X OPTICAL ZOOM WITH 8 GB SD CARD[PG2008]
SGS	Equipment	CIVIL WORK FOR 2 NOS.1.5 TR HIGH WALL AC [2M1138]
SGS	Equipment	1 NO.BLUE STAR WATER COOLER MODEL-SDLX 4-80 [PG1035]
SGS	Equipment	ASSEMBLED SERVER, [2P600917] - SGS
SGS	Equipment	1 NO. CANON MAKE DIGITAL CAMERA[PG2023]
SGS	Equipment	1 NO.BLUE STAR WATER COOLER (MODEL-SDLX 4-80)[PG2026]
SGS	Equipment	2 Ton Split AC Samsung make [PG801400]-Telephone room
SGS	Equipment	30 Nos PC & WIN 7 PRO, 20 NOS MS OFF 2010 & 5 NOS. TFT 19" MONITOR[2Z8020]
SGS	Equipment	Conversion of the 100T mechanical wagon tripler weighbridge
SGS	Equipment	AIR CONDITIONER(SPLIT) 1.5TON LG/VOLTAS [PG7011]
SGS	Equipment	SPARES FOR WAGON TIPPLER WEIGH BRIDGE [PG7001]

Location	Asset Type	Description
SGS	Equipment	1 NO. DESKTOP PC FOR CCTV MONITORING [PG7023]
SGS	Equipment	1 NO. DESKTOP PC FOR CCTV MONITORING [PG7022]
SGS	Equipment	AIR CONDITIONER (WINDOW) 1.5TON LG/VOLTAS [PG7005]
SGS	Equipment	1. COMPLETE PC FOR WAGON TIPPLER [PG7001]
SGS	Furniture & Fittings	Furniture & Fittings
SGS	Software	LATEST VERSION OF DCS INCL. REPLACEMENT OF ENGG/WORK STATIONS [2Z3241]
SGS	Vehicle	10 Ton Capacity Mobile Crane
SGS	Vehicle	Complete Bulldozer (2Z3047)
TGS	Land	Land for Titagarh Generating Station and its all activities
TGS	Building	Privy, Height: 3M, Buildup Area: 18 SqM
TGS	Building	Concrete Road - 4M wide, Buildup Area: 300 M
TGS	Building	Shiftmen's quarter, Buildup Area: 482.36 SqM (G12 309+336+355+442)
TGS	Building	Shed near cable godown, Buildup Area: 161.25 SqM
TGS	Building	Site office and quarter - 2 storied, Buildup Area: 773.1997 SqM
TGS	Building	TXR and Yard Master's cabin - 2 storied, Buildup Area: 48.1 SqM
TGS	Building	Belt Store, Buildup Area: 260 SqM
TGS	Building	RCC ROAD FROM ASH GATE TO SILO AREA[2Z4301]
TGS	Building	RENOVATION OF ROOF SLAB BEAM WALL AT RAW WATER PRE-TREATMENT PLANT[2Z4302]
TGS	Building	Labour Hut, Buildup Area: 32.55 SqM
TGS	Building	Chimney, Buildup Area: 100 M
TGS	Building	Fuel Oil unloading and transfer pump house
TGS	Building	CHP STRUCTURE[2Z426500]
TGS	Building	DM Plant Building (Crude Water Pump house ), Ht: 1M, Buildup Area: 315 SqM
TGS	Building	Clarified water reservior, Buildup Area: 350000 Gal.
TGS	Building	Club House building , Buildup Area: 130 SqM
TGS	Building	Ash Silo, Height: 4M, Buildup Area: 283.642857142857 SqM
TGS	Building	Intake Pump House, Buildup Area: 1592 SqM (G12 193+319+321+337)
TGS	Building	EXTENSION OF SHED AT COAL STACKYARD [2Z4083]
TGS	Building	Drains, Buildup Area: 832 M
TGS	Building	FACELIFT OF CANTEEN [2Z4170]
TGS	Building	Bituminous Road - 8M wide, Buildup Area: 1340 M
TGS	Building	Bridge connecting Dolphin and pump house, Buildup Area: 44.2 SqM
TGS	Building	Ash Water Pump House, Buildup Area: 301.5 SqM
TGS	Building	Supporting structure for Boiler, Height: 4M, Buildup Area: 4431.36528 SqM
TGS	Building	Shed at Coal Yard, Height: 2M, Buildup Area: 1875 SqM
TGS	Building	Ash Trap near Crusher House, Buildup Area: 48 SqM

Location	Asset Type	Description
TGS	Building	Transfer Point - 1, Buildup Area: 129.75 SqM
TGS	Building	Concrete Road - 6M wide, Buildup Area: 940 M
TGS	Building	Contractors Colony, Buildup Area: 32.3 SqM
TGS	Building	TGS- CIVIL WORK. 2ND R/A BILL[2Z424100]
TGS	Building	Fuel Oil unloading and transfer pump house, Ht: 1M, Buildup Area: 252 SqM
TGS	Building	Desilting around intake pump huse jetty
TGS	Building	Shed at Coal Yard
TGS	Building	Modification of South side pond with separation wall
TGS	Building	Boundary wall, Buildup Area: 2236 M (G12 192+213+265+273+274+276+289)
TGS	Building	Contractors Colony, Buildup Area: 85.56 SqM
TGS	Building	DM Plant Building ( Crude Water Pump house ) (G12 198+203+299+356+391+392)
TGS	Building	Ash Trap near Crusher House, Buildup Area: SqM
TGS	Building	Engine and Bulldozer shop, Buildup Area: 259 SqM
TGS	Building	ROADS & CONTRACTOR COLONY[2Z4189]
TGS	Building	Fire water pump house, Buildup Area: 230 SqM
TGS	Building	Tippler Control Building, Buildup Area: 223 SqM
TGS	Building	LabourHut nr south gate, PumpRoom, SecurityBarrack, Area: 848.73 SqM
TGS	Building	Fire water pump house
TGS	Building	BOUNDARY WALL OF TGS INCLUDING PAINTING[2Z4304]
TGS	Building	Concrete Road - 8M wide, Buildup Area: 392 M
TGS	Building	IMPROVEMENT OF WORK AMBIENCE AT 15 METRES OFFICER""S BLOCK [2Z4093]
TGS	Building	Receiving station bldg and Control S/w room, Ht: 1M, Buildup Area: 2828 SqM
TGS	Building	CONSTRUCTION OF FIRE WATER HYDRANT RING MAIN AND A NEW DIESEL SHED[2Z4213]
TGS	Building	Store Building (G11,HT44,AC44,DC44 35)
TGS	Building	Radiography room, Buildup Area: 9.29 SqM
TGS	Building	Store Building, Buildup Area: 3038 SqM (G12 218+246+247+314)
TGS	Building	TURBINE HOUSE AND OTHER BUILDINGS (PHASE-II)[2Z425700]
TGS	Building	CHIMNEY AT TGS [2N1559]
TGS	Building	Gate Office/Personnel/Time/Security office, Ht: 1M, Buildup Area: 585 SqM
TGS	Building	Cycle / Scooter Shed, Buildup Area: 180 SqM
TGS	Building	Shiftmen""s quarter - Boundary wall, Buildup Area: 110.0MSqM
TGS	Building	Pump room and security barrack, Buildup Area: 165.17 SqM
TGS	Building	Canteen Building, Buildup Area: 950 SqM (G12 235+285+320+343+361)
TGS	Building	Workshop Building, Buildup Area: 561 SqM
TGS	Building	Bab Cox Builidng, Buildup Area: 136.32 SqM
TGS	Building	High Pressure fuel oil Pump house, Height: 2M, Buildup Area: 276 SqM

Location	Asset Type	Description
TGS	Building	Cable Store and non stock material godown, Ht: 1M, Buildup Area: 309.12 SqM
TGS	Building	ILLUMINATING SYSTEM [2Z4146]
TGS	Building	Chemical House for Water, Buildup Area: 400 SqM
TGS	Building	Medical Centre, Buildup Area: 150 SqM
TGS	Building	Coal Handling Control and Switchgear house, Ht: 1M, Buildup Area: 776 SqM
TGS	Building	EADA EMBANKMENT & BOUNDARY WALL UPGRADATION [2Z426200]
TGS	Building	Neutralising Pit
TGS	Building	Bab Cox Buildng, Buildup Area: 42.6 SqM
TGS	Building	Railway maintenance room and store, Buildup Area: 24 SqM
TGS	Building	Crusher House, Buildup Area: 282 SqM
TGS	Building	Ash Water Pump House, Buildup Area: 136.5 SqM
TGS	Building	CONSTRUCTION OF VVVF DRIVE PANEL ROOM [2Z421800]
TGS	Building	INSIDE & OUTSIDE PAINTING INCLUDING OF CRACKS [2Z423800]
TGS	Building	DM Plant Building, Buildup Area: 1178 SqM (G9 121+132+363+388)
TGS	Building	Chimney, Buildup Area: 100 M
TGS	Building	ROOF TREATMENT CIVIL WORK [2Z422000]
TGS	Building	Power House Building (G9 109+110+111+118+119+120+123+134)
TGS	Building	ESP Control Room, Height: 2M, Buildup Area: 404 SqM
TGS	Building	Neutralising Pit, Height: 2M, Buildup Area: 200 SqM
TGS	Building	Power House Building, Buildup Area: 40778 SqM
TGS	Building	Booster Water Pump House, Buildup Area: 23 SqM (G12 195+201+207+353)
TGS	Plant & Machinery	1 NO. VINKOS 50 TON CAP. HYDRAULIC PULLER
TGS	Plant & Machinery	DENSE PHASE PNEUMATIC CONVEYING SYSTEM IN 3RD ROW OF ESP HOPPERS OF # 4
TGS	Plant & Machinery	Boiler -3: Front Fired PF Boiler incl ID, FD, PA Fans, Coal Mills etc.
TGS	Plant & Machinery	INDGENOUS VALVES FOR POWER CYCLE PIPING
TGS	Plant & Machinery	R.C. PILING AND PILE CAP FOR BOILER 1
TGS	Plant & Machinery	1 NO PASSENGER LIFT FOR OFFICE BLOCK
TGS	Plant & Machinery	WATER SPRINKLER SYSTEM FOR ELEVATOR CONVEYOR [2Z4128]
TGS	Plant & Machinery	ILLUMINATION SYSTEM FOR STREET LIGHT & CANTEEN HEATING SYS [2Z4133]
TGS	Plant & Machinery	UPGRADATION OF PA FANS [2Z4129]
TGS	Plant & Machinery	MODIFICATION OF COAL MILL TURRET AND PF PIPE [2Z4126]
TGS	Plant & Machinery	Cost of Armoured Polycore HDPE Tubes
TGS	Plant & Machinery	Hand held metal detector with SM3C dry battery for security services
TGS	Plant & Machinery	FIRE FIGHTING EQUIPMENT
TGS	Plant & Machinery	MISC. CONNECTING PLANT CABLES & CABLE RACKS
TGS	Plant & Machinery	MISC. CONNECTING PLANT CABLES & CABLE RACKS



Location	Asset Type	Description
TGS	Plant & Machinery	1 NO GOODS CUM PASSENGER LIFT (STORES)
TGS	Plant & Machinery	R C PILING & PILE CAPS FOR CHP
TGS	Plant & Machinery	FUEL OIL HANDLING SYSTEM
TGS	Plant & Machinery	Boiler -4: Front Fired PF Boiler incl ID, FD, PA Fans, Coal Mills etc.
TGS	Plant & Machinery	R.C. PILING OF BOILER 3
TGS	Plant & Machinery	Boiler -2: Front Fired PF Boiler incl ID, FD, PA Fans, Coal Mills etc.
TGS	Plant & Machinery	4 Nos. for Service Air, 4 Nos. for Instrument Air
TGS	Plant & Machinery	Boiler -1: Front Fired PF Boiler incl ID, FD, PA Fans, Coal Mills etc.
TGS	Plant & Machinery	5 NOS SUCTION GATE VALVES
TGS	Plant & Machinery	7 NOS BUTTERFLY VALVES
TGS	Plant & Machinery	DM PLANT INCL ACID, CAUSTIC, BRINE TANKS
TGS	Plant & Machinery	5 NOS TRAVELLING WATER SCREENS
TGS	Plant & Machinery	EMERGENCY ASH DUMPING SYSTEM FROM SILO TO EADA
TGS	Plant & Machinery	AC PLANT FOR 15 MTRS. LEVEL MANAGERIAL BLOCK
TGS	Plant & Machinery	1 NO. KIRLOSKAR HEV. DUTY HACKSAW M/C MODEL COBRA 9
TGS	Plant & Machinery	1 NO. BEARING INSPECTION EQUIPMENT
TGS	Plant & Machinery	1 - CROMPTON 7.5 MVA UNIT TRANSFORMER - UT4
TGS	Plant & Machinery	1 - 1000 KVA UNIT AUXILIARY TRANSFORMER - UAT2
TGS	Plant & Machinery	STATION AUXILLIARY BOARD (SAB2) - 415V
TGS	Plant & Machinery	MCC FOR UNIT 3
TGS	Plant & Machinery	6.6 KV NGR FOR UNIT 4
TGS	Plant & Machinery	1 NO AVR PANEL, OTHER ACCESSORIES AND OTHER CHARGES [2Z4198]
TGS	Plant & Machinery	SUPPLY & INSTALN. OF AIR CONDITIONING PLANT
TGS	Plant & Machinery	DCS FOR UNIT #4 [2Z4125]
TGS	Plant & Machinery	1 NO. PARALLEL HAND REAMER
TGS	Plant & Machinery	Dense phase Pneumatic Conveying System for ESP Hoppers
TGS	Plant & Machinery	Modification / Restoration of north side Hydrobin
TGS	Plant & Machinery	ASH HANDLING SYSTEM
TGS	Plant & Machinery	STEAM TRAPS FOR POWER CYCLE PIPING
TGS	Plant & Machinery	CHARTLESS RACORDER - 2 NOS
TGS	Plant & Machinery	1 No.Transformer oil breakdown test set [PG800200]
TGS	Plant & Machinery	DISSOLVED OXYGEN ANALYSER
TGS	Plant & Machinery	MISC. CONNECTING PLANT CABLES & CABLE RACKS
TGS	Plant & Machinery	MISC. CONNECTING PLANT CABLES & CABLE RACKS
TGS	Plant & Machinery	3 LINK CHAMBER BOARDS 415V 5 PANEL CIRCUIT DIVIDING
TGS	Plant & Machinery	PURCHASE & INSTALLATION OF AIR COMPRESSOR WITH DUMPING PLANT
TGS	Plant & Machinery	VENTILLATION PLANT- Air Wahery Unit

Location	Asset Type	Description
TGS	Plant & Machinery	1 NO 7.5 TONNES ASH WATER PUMP HOUSE CRANE
TGS	Plant & Machinery	ASH HANDLING SYSTEM
TGS	Plant & Machinery	2 No. VWF Controllers for the two unbalanced motor vibrating feeders
TGS	Plant & Machinery	MAXFLO PNEUBLASTER FOR COAL BUNKER CHUTES
TGS	Plant & Machinery	PIPE RACKS & BRIDGES FOR LDO/HFO - NETWORK
TGS	Plant & Machinery	2 NOS. R.C. CHIMNIES & PILING
TGS	Plant & Machinery	RUBBER EXPANSION JOINTS FOR BOILER 4
TGS	Plant & Machinery	Boiler -1: Front Fired PF Boiler incl ID, FD, PA Fans, Coal Mills etc.
TGS	Plant & Machinery	REWINDING OF GENERATOR STATOR [2Z4073]
TGS	Plant & Machinery	REWINDING STATOR-60 MW, PARSONS MAKE TURBO GENERATOR
TGS	Plant & Machinery	TURBO GENERATOR NO.4. 60MW (70.65 MVA)
TGS	Plant & Machinery	TURBO GENERATOR NO.2. 60MW (70.65 MVA)
TGS	Plant & Machinery	TURBO GENERATOR NO.2. 60MW (70.65 MVA)
TGS	Plant & Machinery	TURBO GENERATOR NO.1. 60MW (70.65 MVA)
TGS	Plant & Machinery	SLUICE GATES
TGS	Plant & Machinery	5 NOS SUCTION GATE VALVES
TGS	Plant & Machinery	3 NOS SCREEN WASH WATER PUMPS
TGS	Plant & Machinery	FIRE FIGHTING EQUIPMENT
TGS	Plant & Machinery	1 NO. PORTABLE LOW RESISTANCE OHM METER
TGS	Plant & Machinery	2 SIETEX MINILINE SINGLE PENSTRIP CHART RECORDER
TGS	Plant & Machinery	Fire Protection system
TGS	Plant & Machinery	KIRLOSKAR GEARED HIGH PRECISION LATHE model 1330
TGS	Plant & Machinery	PURCHASED OF 1 NO SOFT STARTER FOR INSTRUMENT AIR COMPRESSOR
TGS	Plant & Machinery	TGS -Add inst in the fire protection sys at TGS for FEA discount
TGS	Plant & Machinery	CONTROLLERS & RELAYS - IMPORTED RELAYS
TGS	Plant & Machinery	415V MOTOR CONTROL CENTRE (MCC)
TGS	Plant & Machinery	MISCELLANEOUS ELECTRONIC EQUIPMENT FOR INSTUMENTATION
TGS	Plant & Machinery	INSTALLATION OF TRANSFORMER
TGS	Plant & Machinery	CONTROLLERS & RELAYS - INDIGENOUS RELAYS
TGS	Plant & Machinery	MOTOR PROTECTION RELAY[2Z4204]
TGS	Plant & Machinery	6 NOS AFTER COOLER ASSEMBLY WITH INTERCOOLER ASSEMBLY [2Z422800]
TGS	Plant & Machinery	1 NO. CHECKER pH TESTER, 1 NO. CONDUCTIVITY TESTER WITH SOLUTIONS [PG4026]
TGS	Plant & Machinery	1 NOS IMPACT WRENCH[PG405100]
TGS	Plant & Machinery	Super Heater tube elements for Boiler No.1 [2Z4077]
TGS	Plant & Machinery	PIPE RACKS & BRIDGES FOR LDO/HFO - NETWORK
TGS	Plant & Machinery	PROCUMENT OF 1 NO. ONLINE CO-ANALYSER FOR TGS
TGS	Plant & Machinery	SPRAY NOZZLES AT BURNER FRONT FOR BOILER NO. 2

Location	Asset Type	Description
TGS	Plant & Machinery	AIR COMPRESSOR, DRIVES & ACCESSORIES
TGS	Plant & Machinery	LP CHEMICAL FEED PUMP
TGS	Plant & Machinery	ERECTION OF OVERHEAD BYPASS INTERNAL PIPELINE PUMPHOUSE TO TURBINE HOUSE
TGS	Plant & Machinery	FIRE FIGHTING EQUIPMENT
TGS	Plant & Machinery	INCORPORATION OF CROSS BELT SEPERATOR IN 5A & 5B CONVEYOR [2Z4166]
TGS	Plant & Machinery	Upgradation of Turbo-Supervisory Equipment in unit I [2Z405100 ]
TGS	Plant & Machinery	Feasibility of zero discharge system [2Z402800]
TGS	Plant & Machinery	1- STEEL TUBULR SCAFFOLDING
TGS	Plant & Machinery	STATION BATTERY FOR INTAKE PUMP
TGS	Plant & Machinery	48 NOS. BHARAT SUMP PUMPS
TGS	Plant & Machinery	ASH HANDLING SYSTEM
TGS	Plant & Machinery	2 NOS WAGON TIPPER UNITS WITH DUST SUPRESSOR
TGS	Plant & Machinery	COAL HANDLING SYSTEM
TGS	Plant & Machinery	CONTROL VALVE
TGS	Plant & Machinery	INDENGENOUS VALVES FOR POWER CYCLE PIPING
TGS	Plant & Machinery	Boiler -4: Front Fired PF Boiler incl ID, FD, PA Fans, Coal Mills etc.
TGS	Plant & Machinery	CHEMICAL CLEANING OF BOILER 2
TGS	Plant & Machinery	TURBO GENERATOR NO.3. 60MW (70.65 MVA)
TGS	Plant & Machinery	HIGHER CAP CONDENSATE EXTRACTION PUMPS WITH SUITABLE MOTORS(P II) [2Z4052]
TGS	Plant & Machinery	CONDENSATE EXTRACTION PUMP WITH SUITABLE MOTOR FOR #1 (PH 3) [2Z4074]
TGS	Plant & Machinery	5 NOS TRAVELLING WATER SCREENS
TGS	Plant & Machinery	R C DISCHARGE CHANNEL
TGS	Plant & Machinery	SLUICE GATES
TGS	Plant & Machinery	SLUICE GATES
TGS	Plant & Machinery	2- PORTABLE PUMP SETS
TGS	Plant & Machinery	KIRLOSKAR GEARED HIGH PRECISION LATHE model 1810
TGS	Plant & Machinery	Automated attendance management system
TGS	Plant & Machinery	1 - 20 MVA STATION TRANSFORMER - ST2
TGS	Plant & Machinery	GENERATOR BUS DUCTS (GBD)-UNIT 1
TGS	Plant & Machinery	INCORPORATION OF VARIABLE SPEED DRIVE FOR UNIT#4 I.D FANS[2Z4197]
TGS	Plant & Machinery	1 INDUSTRIAL HOT & COLD BLOWER & 1 INDUSTRIAL DRILL MACHINE [PG3008]
TGS	Plant & Machinery	01 LOT PLC SYSTEM[2Z423900]
TGS	Plant & Machinery	ELECTRONIC ATTENDANCE RECORDING SYSTEM [2Z4091]
TGS	Plant & Machinery	FUEL OIL HANDLING SYSTEM
TGS	Plant & Machinery	Boiler -3: Front Fired PF Boiler incl ID, FD, PA Fans, Coal Mills etc.

Location	Asset Type	Description
TGS	Plant & Machinery	RUBBER EXPANSION JOINTS FOR LP PIPING
TGS	Plant & Machinery	AC PLANT AT O&M TRAINING INSTITUTE
TGS	Plant & Machinery	INSTALLATION OF IMPROVED ASH CONDITIONERS [2Z4130]
TGS	Plant & Machinery	COAL MILL TURRET & PF PIPE MODIFICATION [2Z4119]
TGS	Plant & Machinery	Upgradation of ammonia dosing system at ESP inlet of all 4 units [2Z406100]
TGS	Plant & Machinery	Online Oxygen Analyser for 1 & 3 boilers [2Z405500 ]
TGS	Plant & Machinery	MISC. CONNECTING PLANT CABLES & CABLE RACKS
TGS	Plant & Machinery	MISC. CONNECTING PLANT CABLES & CABLE RACKS
TGS	Plant & Machinery	1 NO 90 AMP LEAD ACID STORAGE BATT.FOR PLANT PHONE
TGS	Plant & Machinery	Vibration analyser model 5050 with accessories
TGS	Plant & Machinery	LP PIPING & ERRECTION
TGS	Plant & Machinery	1 NO 7.5 TONNES ASH WATER PUMP HOUSE CRANE
TGS	Plant & Machinery	AIR RECEIVERS
TGS	Plant & Machinery	IMPORTED VALVES FOR POWER CYCLE PIPING
TGS	Plant & Machinery	Cooling Tower [2Z406700]
TGS	Plant & Machinery	TURBO GENERATOR NO.4. 60MW (70.65 MVA)
TGS	Plant & Machinery	5 NOS SUCTION GATE VALVES
TGS	Plant & Machinery	R C DISCHARGE CHANNEL
TGS	Plant & Machinery	INCORPORATION OF ZERO EFFLUENT DISCHARGE SYSTEM (PHASE II) [2Z4095]
TGS	Plant & Machinery	BIFCO HI-PRECISION BENCH DRILLING M/C MODEL BDM/HD
TGS	Plant & Machinery	Misc equipments
TGS	Plant & Machinery	1 NO BEML MODEL D-I55A COAL DOZER
TGS	Plant & Machinery	1 - 600 KVA C.W.PLANT AUXILIARY TRANSFORMER - CWT2
TGS	Plant & Machinery	1 - 70 MVA GENERATOR TRANSFORMER - GT2
TGS	Plant & Machinery	PROCUREMENT OF 1 NO.WALLACE & TIERNAN MAKE PNEUMATIC CALIBRATOR [2Z406631]
TGS	Plant & Machinery	DM PLANT AUX. BOARD (DMAB) - 415V
TGS	Plant & Machinery	AMMONIA LEAK DETECTION SYSTEM[2Z4207]
TGS	Plant & Machinery	1 SET LIVE FRAME, 1 NOS VIBRATOR SHEAVE & 12 NOS SUPPORT SPRING [2Z421900]
TGS	Plant & Machinery	16 NOS. RH3-103, E6, 1A/5A,220 V DC + 48 V DC I/P/NA[2Z422500]
TGS	Plant & Machinery	AUGMENTATION of LP & HP TURBINE OF UNIT 4[2Z425200]
TGS	Plant & Machinery	FUEL OIL HANDLING SYSTEM
TGS	Plant & Machinery	ELECTRICAL GROUNDING FOR BOILER 4
TGS	Plant & Machinery	CONVERSION OF AIR DRIER [2Z410531]
TGS	Plant & Machinery	HEAT EXCHANGERS FOR LP PIPING
TGS	Plant & Machinery	CONDENSATE TRANSFER PUMPS & W/PUMPS FOR LP PIPING
TGS	Plant & Machinery	SUPPLY & INSTALN. OF AIR CONDITIONING PLANT

Location	Asset Type	Description
TGS	Plant & Machinery	SUPPLY & INSTALN. OF AIR CONDITIONING PLANT
TGS	Plant & Machinery	INSTALLATION OF BUNKER LEVEL INDICATORS AT COAL BUNKER [2Z4162]
TGS	Plant & Machinery	BAG FILTERS FOR ASH SILO VENTS [2Z410800]
TGS	Plant & Machinery	VACCUM CONTACTORS AT MAIN STORE BUILDING
TGS	Plant & Machinery	1 NO. VICE TABLE O&M TRAINING INSTT.
TGS	Plant & Machinery	1 NO. CIE MAKE INSULATION TESTER
TGS	Plant & Machinery	INDUSTRIAL PH AMPLIFIER ETC.FOR AUTO TEMP.COMPENSATION.
TGS	Plant & Machinery	INSTALLATION OF JOINT BOXES
TGS	Plant & Machinery	ADDL. BATTERY SET FOR PRESENT UPS
TGS	Plant & Machinery	1 NO 5 TONNES TRAVELLING CRANE FOR STORES
TGS	Plant & Machinery	MODIFICATION OF ONCE THROUGH SYSTEM OF ASH HANDLING PLANT
TGS	Plant & Machinery	COAL HANDLING SYSTEM
TGS	Plant & Machinery	PIPE RACKS & BRIDGES FOR LDO/HFO - NETWORK
TGS	Plant & Machinery	1 No. Higher Capacity Condensate Extraction Pump [2Z407400]
TGS	Plant & Machinery	TURBO GENERATOR NO.3. 60MW (70.65 MVA)
TGS	Plant & Machinery	TURBO GENERATOR NO.1. 60MW (70.65 MVA)
TGS	Plant & Machinery	TURBO GENERATOR NO.2. 60MW (70.65 MVA)
TGS	Plant & Machinery	7 NOS BUTTERFLY VALVES
TGS	Plant & Machinery	5 NOS TRAVELLING WATER SCREENS
TGS	Plant & Machinery	5 NOS SUCTION GATE VALVES
TGS	Plant & Machinery	STATION BATTERY FOR INTAKE PUMP
TGS	Plant & Machinery	1.5 TON HYDRAULIC MOBILE CRANE
TGS	Plant & Machinery	INSTALLATION IN THE FIRE PROTECTION SYSTEM AT TGS FOR FEA DISCOUNT
TGS	Plant & Machinery	1,000 KVA L.T. AUXILIARY TRANSFORMER - UAT1
TGS	Plant & Machinery	1 - 75 MVA UNIT TRANSFORMER - UT2
TGS	Plant & Machinery	1 - 1250 KVA AUXILIARY COAL PLANT TRANSFORMER-CPT2
TGS	Plant & Machinery	COST OF ELECTRICAL EQUIPMENT
TGS	Plant & Machinery	CONVERSION TO MODIFIED ELECTRONIC CONTROLLERS IN ESP
TGS	Plant & Machinery	COAL PLANT BOARD (CPB) - 6.6V
TGS	Plant & Machinery	415V CIRCUIT BREAKERS
TGS	Plant & Machinery	CONVERSION OF PENUMATIC TO ELECTRONIC INSTRUMENTATION AT UNIT 4
TGS	Plant & Machinery	1 SET 33 KV NGR
TGS	Plant & Machinery	STATION AUXILLIARY BOARD (SAB1) -415V
TGS	Plant & Machinery	IMPORTED RELAYS
TGS	Plant & Machinery	ELECTRICAL EQUIPMENT ERECTN-SAB1,UAB,MCCs,LCPs
TGS	Plant & Machinery	1 NO. IR THERMOGRAPHY CAMERA[2Z4212]
TGS	Plant & Machinery	1 NO. CROMPTON PUMP & MOTOR WITH 40 MTR PVC HOSE [PG4047]
TGS	Plant & Machinery	87 NOS. PRIMARY SUPER HEATER HORIZONTAL COILS[2Z421600]

Location	Asset Type	Description
TGS	Plant & Machinery	MANUFACTURE AND SUPPLY OF 49 NOS. ECONOMISER COILS (TOP)[2Z421700]
TGS	Plant & Machinery	CONVERSION OF ELECTRO POWER GEARBOX TO OPTIMAX GEARBOX FOR ESP [2Z427100]
TGS	Plant & Machinery	FLUE GAS DUCTING[2Z428000]
TGS	Plant & Machinery	CONDENSOR RETUBING IN UNIT#2[2Z428200]
TGS	Plant & Machinery	FLUE GAS DUCTING [2Z4298]
TGS	Plant & Machinery	Boiler -4: Front Fired PF Boiler incl ID, FD, PA Fans, Coal Mills etc.
TGS	Plant & Machinery	DRY ASH HANDLING FOR AIR HEATERS [2Z410700]
TGS	Plant & Machinery	MISC. CONNECTING PLANT CABLES & CABLE RACKS
TGS	Plant & Machinery	4.5 TON SPLIT AC FOR ELECTRIC PANEL
TGS	Plant & Machinery	1 NO 5 TONNES TRAVELLING CRANE FOR STORES
TGS	Plant & Machinery	CAPACITY ENHANCEMENT OF ONE WAGON TIPPLER [2Z4138]
TGS	Plant & Machinery	Inst f AxialSwirl durner, modf f bottom lier coal mill outlet piping 2Z4040
TGS	Plant & Machinery	1 BOLT HEATING SYSTEM FOR CTM DEPT.
TGS	Plant & Machinery	MISC. CONNECTING PLANT CABLES & CABLE RACKS
TGS	Plant & Machinery	MISC. CONNECTING PLANT CABLES & CABLE RACKS
TGS	Plant & Machinery	VALVES FOR LP PIPING
TGS	Plant & Machinery	CONDENSATE TRANSFER PUMPS & W/PUMPS FOR LP PIPING
TGS	Plant & Machinery	SUPPLY & INSTALN. OF AIR CONDITIONING PLANT
TGS	Plant & Machinery	VENTILLATION PLANT- Air Wahery Unit
TGS	Plant & Machinery	MACAWBER MAKE IN 3RD ROW OF ESP HOPPERS IN UNIT NO. 4
TGS	Plant & Machinery	ASH HANDLING SYSTEM
TGS	Plant & Machinery	ASH HANDLING SYSTEM
TGS	Plant & Machinery	ASH HANDLING SYSTEM
TGS	Plant & Machinery	PURCHASED OF 120V BATTERY CHARGER FOR TURBINE SUPERVISORY EQUIPMENT
TGS	Plant & Machinery	Unit no 4 T/A condenser tubes retubing [2Z403900]
TGS	Plant & Machinery	ESV STAINER
TGS	Plant & Machinery	TURBO GENERATOR NO.4. 60MW (70.65 MVA)
TGS	Plant & Machinery	SLUICE GATES
TGS	Plant & Machinery	5 NOS SUCTION GATE VALVES
TGS	Plant & Machinery	7 NOS BUTTERFLY VALVES
TGS	Plant & Machinery	R C DISCHARGE CHANNEL
TGS	Plant & Machinery	5 NOS SUCTION GATE VALVES
TGS	Plant & Machinery	7 NOS BUTTERFLY VALVES
TGS	Plant & Machinery	1 NO. HP HEATERS FOR FEED HEATING SYSTEM (PHASE 2) [2Z405931]
TGS	Plant & Machinery	SINKING OF 200 MM x 75MM x 100 MTRS. DEEP TUBEWELL & OTHERS WORK
TGS	Plant & Machinery	POTENTIOMETRIC TEST EQUIPMENT

Location	Asset Type	Description
TGS	Plant & Machinery	1 - 1000 KVA AUXILIARY TRANSFORMER - UAT3
TGS	Plant & Machinery	GENERATOR BUS DUCTS (GBD)-UNIT 1
TGS	Plant & Machinery	UNIT SWITCH BOARD (UB2) - 6.6 KV
TGS	Plant & Machinery	CIRCULATING WATER BOARD (CWB) - 6.6V
TGS	Plant & Machinery	ELECTRICAL EQUIPMENT ERECTN-SAB1,UAB,MCCs,LCPs
TGS	Plant & Machinery	ELECTL. EQUPT ERECTN-SB2, UB2,CPB,NGRs,LCPs,RELAYS
TGS	Plant & Machinery	UNIT AUXILLIARY BOARD (UAB2) - 415V
TGS	Plant & Machinery	DYNAMIC BALANCING OF 60 MW GENERATOR ROTOR[2Z4288]
TGS	Plant & Machinery	RELIEF VALVES & STRAINERS FOR POWER CYCLE PIPING
TGS	Plant & Machinery	FOUNDATION OF BOILER 4
TGS	Plant & Machinery	1 NO PASSENGER LIFT FOR OFFICE BLOCK
TGS	Plant & Machinery	FIRE FIGHTING SYSTEM [2Z4103]
TGS	Plant & Machinery	Recommission of south side Hydrobin
TGS	Plant & Machinery	ASH HANDLING SYSTEM
TGS	Plant & Machinery	Augmentation of WAGON TIPPLER WEIGHBRIDGE
TGS	Plant & Machinery	COAL HANDLING SYSTEM
TGS	Plant & Machinery	INSTALLATION OF 2 NOS. ROCK BREAKERS AT TGS WAGON TIPPLER [2Z4187]
TGS	Plant & Machinery	Ammonia dosing system at ESP inlet of all 4 units [2Z406100]
TGS	Plant & Machinery	Unbalanced Vibrating Motor Feeder [2Z4086]
TGS	Plant & Machinery	Kirloskar Pneumatic Hydraulic Torque
TGS	Plant & Machinery	Miscellaneous items
TGS	Plant & Machinery	""LYNX"" AUTOMATIC WEATHER STATION
TGS	Plant & Machinery	PORTABLE VACCUM PRESSURE CALIBRATOR
TGS	Plant & Machinery	MISC. CONNECTING PLANT CABLES & CABLE RACKS
TGS	Plant & Machinery	MISC. CONNECTING PLANT CABLES & CABLE RACKS
TGS	Plant & Machinery	CI BODY VALVES&BOOSTER TYPE STRAINERS FOR LP PIPES
TGS	Plant & Machinery	MACAWBER BEEKAY SYSTEM AT ESP
TGS	Plant & Machinery	PIPE RACKS & BRIDGES FOR LDO/HFO - NETWORK
TGS	Plant & Machinery	IMPORTED VALVES FOR POWER CYCLE PIPING
TGS	Plant & Machinery	POWER CYCLE PIPING - SUPPLY & ERRECTION
TGS	Plant & Machinery	HIGHER CAP CONDENSATE EXTRACTION PUMPS WITH SUITABLE MOTORS(P II) [2Z4052]
TGS	Plant & Machinery	Re-Winding of Generator Stator [2Z4073]
TGS	Plant & Machinery	Re-engineering of HP heaters [2Z4032]
TGS	Plant & Machinery	5 NOS SUCTION GATE VALVES
TGS	Plant & Machinery	PRE-TREATMENT PLANT - CLARIFLOCULATION PLANT, Capacity - 450 M3/Hr each
TGS	Plant & Machinery	R C DISCHARGE CHANNEL



Location	Asset Type	Description
TGS	Plant & Machinery	1- ITT USA MAKE CLAMP-O-POWER METER MODEL MX 12005 WITH 3 PHASE ADOPTOR
TGS	Plant & Machinery	1 NO.DIGITAL pH METER & 1 NO. CONDUCTIVITY METER [PG003000]
TGS	Plant & Machinery	600 KVA D.M.PLANT AUXILIARY TRANSFORMER - DMT1
TGS	Plant & Machinery	1 - 400 KVA L.T.G. AUXILIARY TRANSFORMER - LAT2
TGS	Plant & Machinery	2- HT RECTIFIER TRANSFORMER FOR ESP AT B4 OF UNIT 1 & A4 OF UNIT 3
TGS	Plant & Machinery	1 - 600 KVA D.M.PLANT AUXILIARY TRANSFORMER - DMT2
TGS	Plant & Machinery	EQUIPMENT
TGS	Plant & Machinery	1 - 400 KVA A.H.PLANT AUXILIARY TRANSFORMER - AHT1
TGS	Plant & Machinery	GENERATOR BUS DUCTS (GBD)-UNIT 2
TGS	Plant & Machinery	UNIT AUXILLIARY BOARD (UAB4) - 415V
TGS	Plant & Machinery	LOCAL CONTROL PANELS
TGS	Plant & Machinery	ELECTRICAL EQUIPMENT ERECTN-SAB1,UAB,MCCs,LCPs
TGS	Plant & Machinery	1 SET 33 KV NGR
TGS	Plant & Machinery	CANOPIES FOR GBD
TGS	Plant & Machinery	01NO. 400KVA 11/0.42 KV VPI TRANSFORMER. SR NO. ADA 2410020-001[2Z422300]
TGS	Plant & Machinery	1 SET 220V EXIDE MAKE 645AHPLANTE LEAD ACID BATTERY [2Z422600]
TGS	Plant & Machinery	2 SETS ROTATING ELEMENT FOR MATHER & PLATT MAKE LONOVANE PUMP [2Z423000]
TGS	Plant & Machinery	IDC CAP FY14 FOR INCORPORATION OF VFD FOR ID FANS IN UNIT#3
TGS	Plant & Machinery	CONVERSION OF DIGITAL AVR TO GENERATOR EXCITATION SYSTEM[2Z425400]
TGS	Plant & Machinery	NEW INITIATIVES FOR OPERATING AT LOW PLF REGIME [2Z4293]
TGS	Plant & Machinery	DRY FOG DUST SUPRESSION SYSTEM FOR COAL HANDLING PLANT [2Z4169]
TGS	Plant & Machinery	1 NO. 40 TON LORRY WEIGH BRIDGE
TGS	Plant & Machinery	LP CHEMICAL FEED PUMP
TGS	Plant & Machinery	DRY ASH UNLOADING SYSTEM [2Z4171]
TGS	Plant & Machinery	ELECTRIC MOTOR STARTER CHECKER
TGS	Plant & Machinery	CAPACITY ENHANCEMENT OF SECOND WAGON TIPPLER [2Z4154]
TGS	Plant & Machinery	BAG FILTERS FOR ASH SILO VENTS [2Z4108]
TGS	Plant & Machinery	COAL MILL TURRET & PF PIPE MODIFICATION [2Z4119]
TGS	Plant & Machinery	COAL MILL TURRET & PF PIPE MODIFICATION [2Z4119]
TGS	Plant & Machinery	Recycling of Station Effluent (Phase I) [2Z4058]
TGS	Plant & Machinery	Electronic Control System for ESP fields, energy management features 2Z4042
TGS	Plant & Machinery	1 NO. STEEL RACK WITH SHELVES FOR TRAINING INSTT.
TGS	Plant & Machinery	SPRAY NOZZLES AT BOILER NO 1 BURNER FRONT TIERS & ABOVE THE OPERATING FLOOR
TGS	Plant & Machinery	FIRE FIGHTING EQUIPMENT
TGS	Plant & Machinery	1 EC MAKE CLOSE CIRCUIT TV SYSTEM

Location	Asset Type	Description
TGS	Plant & Machinery	3 LINK CHAMBER BOARDS 415V 5 PANEL CIRCUIT DIVIDING
TGS	Plant & Machinery	LP PIPING & ERRECTION
TGS	Plant & Machinery	INST OF MACAWBER BECKARY SYSTEM FOR 3RD ROW OF ESP HOPPERS IN UNIT NO. 3
TGS	Plant & Machinery	A H PLANT - MACAWBER SYSTEM
TGS	Plant & Machinery	ASH TRAP BESIDES SILO
TGS	Plant & Machinery	CHEMICAL CLEANING OF BOILER 2
TGS	Plant & Machinery	TURBO GENERATOR NO.2. 60MW (70.65 MVA)
TGS	Plant & Machinery	GENERATOR STATOR CONDUCTOR BARS
TGS	Plant & Machinery	TURBO GENERATOR NO.2. 60MW (70.65 MVA)
TGS	Plant & Machinery	TURBO GENERATOR NO.1. 60MW (70.65 MVA)
TGS	Plant & Machinery	5 NOS SUCTION GATE VALVES
TGS	Plant & Machinery	7 NOS BUTTERFLY VALVES
TGS	Plant & Machinery	1 NO. WELDING MACHINE
TGS	Plant & Machinery	1 no. analytical electronical top loading balance capacity 210gm [2Z4043]
TGS	Plant & Machinery	UNIT AUXILLIARY BOARD (UAB1) -415V
TGS	Plant & Machinery	ELECTL. EQUPT ERECEN-SB2,UB2,CPB,NGRs,LCPs,RELAYS
TGS	Plant & Machinery	CONTROLLERS & RELAYS - IMPORTED RELAYS
TGS	Plant & Machinery	COAL PLANT AUX. BOARD (CPAB) - 415V
TGS	Plant & Machinery	UNIT SWITCH BOARD- UB3 & UB4
TGS	Plant & Machinery	12 NO. 32MM HOPKINSONS PARALLEL SLIDE VALVE & 1 LOT HP VALVES [2Z4192]
TGS	Plant & Machinery	18 PCS SS PLATE[2Z422900]
TGS	Plant & Machinery	INCORPORATION OF VSD FOR ID FANS IN UNIT 1[2Z427600]
TGS	Plant & Machinery	Fire Detection, Alarm System with CO2 auto manual
TGS	Plant & Machinery	MODIFICATION AND RESTORATION OF NORTH SIDE HYDROBIN OF ASH HANDLING SYSTEM
TGS	Plant & Machinery	PRESSED STEEL TANK
TGS	Plant & Machinery	CAPACITY ENHANCEMENT OF ONE WAGON TIPPLER [2Z4138]
TGS	Plant & Machinery	MISC. CONNECTING PLANT CABLES & CABLE RACKS
TGS	Plant & Machinery	1 NO 7.5 TONNES ASH WATER PUMP HOUSE CRANE
TGS	Plant & Machinery	MISC. CONNECTING PLANT CABLES & CABLE RACKS
TGS	Plant & Machinery	1 No Kirloskar copper centriugal compressor, 1 No 900 HP BHEL make motor
TGS	Plant & Machinery	EARTHING OF MOTORS & ELEC. WORKS
TGS	Plant & Machinery	DRY FOG DUST SUPPRESSION SYSTEM FOR COAL HANDLING PLANT [2Z4169]
TGS	Plant & Machinery	COAL MILL PF PIPE MODIFICATION [2Z4158]
TGS	Plant & Machinery	DCS FOR UNIT #2 [2Z4141]
TGS	Plant & Machinery	1 - ""Kirloskar""copper centriugal compressor, 1 - 900 HP ""BHEL"" motor

Location	Asset Type	Description
TGS	Plant & Machinery	FIRE FIGHTING EQUIPMENT
TGS	Plant & Machinery	MISC. CONNECTING PLANT CABLES & CABLE RACKS
TGS	Plant & Machinery	ELEC. GROUNDING WORKS
TGS	Plant & Machinery	1 INTERLOCK PANEL FOR LDO/HFO TRANSFER PUMP
TGS	Plant & Machinery	VALVES FOR LP PIPING
TGS	Plant & Machinery	LP PIPING AND VALVES
TGS	Plant & Machinery	1 NO 7.5 TONNES ASH WATER PUMP HOUSE CRANE
TGS	Plant & Machinery	3 SETS AIR COMPRESSORS AND DRIVES
TGS	Plant & Machinery	INSTALLATION OF UNBALANCED VIBRATING FEEDER UNDER RECLAIM HOOPERS (PH-1)
TGS	Plant & Machinery	R C PILING & PILE CAPS FOR CHP
TGS	Plant & Machinery	IMPORTED VALVES FOR POWER CYCLE PIPING
TGS	Plant & Machinery	SUPER HEATER TUBES & MAIN STEAM STOP VALVE FOR UNIT 1&2
TGS	Plant & Machinery	R.C. PILING AND PILE CAP FOR BOILER 1
TGS	Plant & Machinery	CHEMICAL CLEANING OF BOILER 1
TGS	Plant & Machinery	Procurement of HP heater [224041]
TGS	Plant & Machinery	RLA OF UNIT 2 & 3 GENERATORS OF TGS
TGS	Plant & Machinery	PRE-TREATMENT PLANT - CLARIFLOCCULATION PLANT, Capacity - 450 M3/Hr each
TGS	Plant & Machinery	DROP GATES IN DOLPHIN STRUCTURE
TGS	Plant & Machinery	5 NOS SUCTION GATE VALVES
TGS	Plant & Machinery	5 NOS SUCTION GATE VALVES
TGS	Plant & Machinery	1 NO. POTENTIOMETRIC TEMP. INDICATOR
TGS	Plant & Machinery	Procurement of Portable dew point meter for alternator cooling air
TGS	Plant & Machinery	BATLIBOI HEAVYDUTY GEARED SHAPING M/C MODEL BSH-63
TGS	Plant & Machinery	MILTON ROY USA"" SPECTRO PHOTOMETER (SPECTROMETRIC-21 D)
TGS	Plant & Machinery	OPACITY METER FOR UNIT NO. 1 & 2
TGS	Plant & Machinery	1 - CROMPTON 70 MVA GENERATOR TRANSFORMER - GT4
TGS	Plant & Machinery	1 - 400 KVA L.T.G.PLANT AUXILIARY TRANSFORMER-LAT1
TGS	Plant & Machinery	1 - 1,250 KVA L.T. AUXILIARY TRANSFORMER - CPT1
TGS	Plant & Machinery	ELECTL. EQUPT ERECEN-SB2,UB2,CPB,NGRs,LCPs,RELAYS
TGS	Plant & Machinery	1000 KVAR 415V 3 PHASE CAPACITOR BANK
TGS	Plant & Machinery	INSTRUMENTATION & CONTROL OF UNIT 4
TGS	Plant & Machinery	CONTROLLERS & RELAYS - INDIGENOUS RELAYS
TGS	Plant & Machinery	CHP ( NEW SS CHUTE FITTING ) [22425600]
TGS	Plant & Machinery	PARTIAL RE-TUBING OF TUBES OF CONDENSER UNIT [224286]
TGS	Plant & Machinery	ENERGY MANAGEMENT SYSTEM FOR HT AUXILLIARIES [224164]
TGS	Plant & Machinery	Heavy duty Rotor Assembly for TR52 Ring Granulator no. 2 for CHP

Location	Asset Type	Description
TGS	Plant & Machinery	FUEL OIL HANDLING SYSTEM
TGS	Plant & Machinery	DCS FOR INCORPORATION OF GENERATOR PARMETERS IN TWO UNITS [2Z4159]
TGS	Plant & Machinery	1 no. photoelectric calory meter for testing of N2H4, NH3, SiO2 [2Z404800]
TGS	Plant & Machinery	Online Opacity Meter (M: CDEM 2000) for the new chimney [2Z403800 ]
TGS	Plant & Machinery	PAINTING OF VARIOUS EQUIPMENT & PIPES
TGS	Plant & Machinery	1- SCALE MODEL OF BOILER DRUM INTERNALS FOR O&M TRAINING INSTITUTE
TGS	Plant & Machinery	PORTABLE DIGITAL TIME INTERVAL METER
TGS	Plant & Machinery	SPRAY NOZZLES WITH PIPELINES AT BOILER NO. 4
TGS	Plant & Machinery	FIRE FIGHTING EQUIPMENT
TGS	Plant & Machinery	CABLE BRACKETS ON TRANSFORMERS & SWITCHGEARS
TGS	Plant & Machinery	EARTHING TRUCKS
TGS	Plant & Machinery	1 NO. 40 TON LORRY WEIGH BRIDGE
TGS	Plant & Machinery	1 NO. INGERSOL RAND AIR COMPRESSOR WITH STARTER
TGS	Plant & Machinery	MODIFICATION TO EXISTING ASH WATER LINES ETC.
TGS	Plant & Machinery	Boiler -4: Front Fired PF Boiler incl ID, FD, PA Fans, Coal Mills etc.
TGS	Plant & Machinery	RLA STUDIES IN NO. 2 BOILER PRESSURE PARTS
TGS	Plant & Machinery	Boiler -3: Front Fired PF Boiler incl ID, FD, PA Fans, Coal Mills etc.
TGS	Plant & Machinery	2 SETS AIR COMPRESSORS
TGS	Plant & Machinery	Boiler -1: Front Fired PF Boiler incl ID, FD, PA Fans, Coal Mills etc.
TGS	Plant & Machinery	TURBO GENERATOR NO.4. 60MW (70.65 MVA)
TGS	Plant & Machinery	TURBO GENERATOR NO.1. 60MW (70.65 MVA)
TGS	Plant & Machinery	DROP GATES IN DOLPHIN STRUCTURE
TGS	Plant & Machinery	3 NOS SCREEN WASH WATER PUMPS
TGS	Plant & Machinery	1 NO. ELEC. PORT. BLOWER WITH HOT AIR ATTACHMENT
TGS	Plant & Machinery	COST OF MOBILE MAINTENANCE PLATFORM
TGS	Plant & Machinery	Procurement of diesel engine operated fire-fighting pump [2Z2047]
TGS	Plant & Machinery	1 MONO BLOC PUMP,2 CIEMAKE HAND MEGGER,4 HYDROMETER, 1TACHOMETER [PG901814]
TGS	Plant & Machinery	MULSIFYRE SYSTEM
TGS	Plant & Machinery	Automated attendance management system
TGS	Plant & Machinery	1 - CROMPTON 70 MVA GENERATOR TRANSFORMER - GT3
TGS	Plant & Machinery	1 - 20 MVA 33/6 KVA STATION TRANSFORMER - ST1
TGS	Plant & Machinery	1 - 70 MVA GENERATOR TRANSFORMER - GT1
TGS	Plant & Machinery	1 - 1000 KVA UNIT AUXILIARY TRANSFORMER - UAT4
TGS	Plant & Machinery	GENERATOR BUS DUCTS (GBD)-UNIT 3
TGS	Plant & Machinery	GENERATOR BUS DUCTS (GBD)-UNIT 4
TGS	Plant & Machinery	ELECTL. EQUPT ERECEN-SB2,UB2,CPB,NGRs,LCPs,RELAYS

Location	Asset Type	Description
TGS	Plant & Machinery	RUBBER EXPANSION JOINT FOR BOILER 1
TGS	Plant & Machinery	Boiler -1: Front Fired PF Boiler incl ID, FD, PA Fans, Coal Mills etc.
TGS	Plant & Machinery	DCS FOR UNIT #2 [2Z4141]
TGS	Plant & Machinery	RELIEF VALVES & STRAINERS FOR POWER CYCLE PIPING
TGS	Plant & Machinery	LP PIPING & ERRECTION
TGS	Plant & Machinery	ENHANCEMENT OF DCS FOR TWO UNITS [2Z4177]
TGS	Plant & Machinery	CONVERSION OF AIR DRIER [2Z410500]
TGS	Plant & Machinery	DISTRIBUTED CONTROL SYSTEM (DCS) FOR UNIT 1 [2Z4084]
TGS	Plant & Machinery	Electric Hoist 7.5 T
TGS	Plant & Machinery	RENOVATION OF PUBLIC ADDRESS SYSTEM
TGS	Plant & Machinery	1 NO. WELDING MOTOR GENERATOR
TGS	Plant & Machinery	SPRAY NOZZLES WITH PIPELINES AT BURNER FRONT TIERS FOR BOILER NO 3
TGS	Plant & Machinery	MISC. CONNECTING PLANT CABLES & CABLE RACKS
TGS	Plant & Machinery	1 NO. NIRMAL OIL FILTER M/C (500 GALLON/HR.CAP)
TGS	Plant & Machinery	LP PIPING & ERRECTION
TGS	Plant & Machinery	RAW COOLING WATER BOOSTER PUMPS FOR LP PIPING
TGS	Plant & Machinery	1 NO 25 T TURBINE HOUSE CRANE
TGS	Plant & Machinery	AIR RECEIVERS
TGS	Plant & Machinery	CONSTRUCTION OF ASH TRAPS
TGS	Plant & Machinery	MACAWBER ASH HANDLING SYSTEM FOR UNIT 1
TGS	Plant & Machinery	PIPE RACKS & BRIDGES FOR LDO/HFO - NETWORK
TGS	Plant & Machinery	STEAM TRAPS FOR POWER CYCLE PIPING
TGS	Plant & Machinery	STEAM TRAPS FOR POWER CYCLE PIPING
TGS	Plant & Machinery	Boiler -1: Front Fired PF Boiler incl ID, FD, PA Fans, Coal Mills etc.
TGS	Plant & Machinery	REWINDING OF SPARE GENERATOR STATOR -REMOVED FR #1 - PLACEMENT #3 [2Z4064]
TGS	Plant & Machinery	TURBO GENERATOR NO.1. 60MW (70.65 MVA)
TGS	Plant & Machinery	TURBO GENERATOR NO.2. 60MW (70.65 MVA)
TGS	Plant & Machinery	TURBO GENERATOR NO.1. 60MW (70.65 MVA)
TGS	Plant & Machinery	DM PLANT INCL ACID, CAUSTIC, BRINE TANKS
TGS	Plant & Machinery	5 NOS SUCTION GATE VALVES
TGS	Plant & Machinery	5 NOS SUCTION GATE VALVES
TGS	Plant & Machinery	5 NOS SUMP PUMPS
TGS	Plant & Machinery	R C DISCHARGE CHANNEL
TGS	Plant & Machinery	R C DISCHARGE CHANNEL
TGS	Plant & Machinery	5 NOS DISCHARGE GATE VALVES
TGS	Plant & Machinery	1 NO. HP HEATERS FOR FEED HEATING SYSTEM (PHASE 2) [2Z405961]

Location	Asset Type	Description
TGS	Plant & Machinery	1 NO. HP HEATERS FOR FEED HEATING SYSTEM (PHASE 2) [2Z405962]
TGS	Plant & Machinery	1 NO. PORTABLE TRANSFORMER WELDING SET
TGS	Plant & Machinery	BATLIBOI BENCH GRINDER MODEL BBG-K10
TGS	Plant & Machinery	""LYNX"" AUTOMATIC LEVEL & STAFF WITH STANDARD ACCESSORIES
TGS	Plant & Machinery	1 NO. ZENITH HYDRAULIC PIPE BENDING M/C
TGS	Plant & Machinery	1 - 1,600 KVA L.T. AUXILIARY TRANSFORMER - SAT1
TGS	Plant & Machinery	TRANSFORMER OIL FILTERING MACHINE [2Z412000]
TGS	Plant & Machinery	UNIT AUXILLIARY BOARD (UAB3) - 415V
TGS	Plant & Machinery	LOCAL CONTROL PANELS
TGS	Plant & Machinery	INSTALLATION OF SWITCH GEARS AND MCC
TGS	Plant & Machinery	ENERGY MANAGEMENT SYSTEM FOR HT AUXILLIARIES [2Z4151]
TGS	Plant & Machinery	CONTROLLERS & RELAYS - IMPORTED RELAYS
TGS	Plant & Machinery	132KV SWITCH BOARD CONTROL EQUIPMENT
TGS	Plant & Machinery	1 NO SQUIRREL CAGE INDUCTION MOTOR [2Z4205]
TGS	Plant & Machinery	LIFT AT TGS, TITAGARH[2Z424200]
TGS	Plant & Machinery	INSTALLATION OF VSD IN 2 NOS. FD FANS IN UNIT 1[2Z427700]
TGS	Plant & Machinery	AIR HEATER TUBES [2Z4285]
TGS	Plant & Machinery	INTAKE RIVER SHORE EMBANKMENT PROTECTION - INTAKE PUMP HOUSE[2Z4300]
TGS	Plant & Machinery	SECONDARY S/H COIL ELEMENT FOR # 3 [2Z4096]
TGS	Plant & Machinery	KGK MAKE AIR COMPRESSOR
TGS	Plant & Machinery	INDGENOUS VALVES FOR POWER CYCLE PIPING
TGS	Plant & Machinery	SULPHATE DOSING PUMP
TGS	Plant & Machinery	LP PIPING AND VALVES
TGS	Plant & Machinery	PROCUREMENT OF 1 NEW BULLDOZER ENGINE [2Z4184]
TGS	Plant & Machinery	ADMINISTRATIVE BUILDING LIFT [2Z4148]
TGS	Plant & Machinery	VARIABLE SPEED DRIVE FOR ID FAN MOTORS (PHASE I) [2Z4076]
TGS	Plant & Machinery	MISC. CONNECTING PLANT CABLES & CABLE RACKS
TGS	Plant & Machinery	88 NOS. DCM PNEUMATIC TO ELEC. CONVERTERS
TGS	Plant & Machinery	MACAWBER BEEKAY SYSTEM AT ESP
TGS	Plant & Machinery	PUMP SETS FOR DMP
TGS	Plant & Machinery	NEUTRALISING PITS
TGS	Plant & Machinery	Boiler -3: Front Fired PF Boiler incl ID, FD, PA Fans, Coal Mills etc.
TGS	Plant & Machinery	ROTOR ASSEMBLY COMPLETE WITH HAMMER SET FOR TRF RING GRANULATOR [2Z4046]
TGS	Plant & Machinery	TURBO GENERATOR NO.4. 60MW (70.65 MVA)
TGS	Plant & Machinery	TURBO GENERATOR NO.3. 60MW (70.65 MVA)
TGS	Plant & Machinery	5 NOS SUCTION GATE VALVES

Location	Asset Type	Description
TGS	Plant & Machinery	5 NOS SUCTION GATE VALVES
TGS	Plant & Machinery	DM PLANT INCL ACID, CAUSTIC, BRINE TANKS
TGS	Plant & Machinery	5 NOS SUMP PUMPS
TGS	Plant & Machinery	MICROPROCESSOR BASED MULTIFUNCTION RECORDER
TGS	Plant & Machinery	BATLIBOI RADIAL DRILLING MACHINE MODEL BV/R5
TGS	Plant & Machinery	1 - 400 KVA A.H.PLANT AUXILIARY TRANSFORMER - AHT2
TGS	Plant & Machinery	1 - 1600 KVA STATION AUXILIARY TRANSFORMER - SAT3
TGS	Plant & Machinery	LOCAL CONTROL PANELS
TGS	Plant & Machinery	Procurement of one W & T make pneumatic calibrator [2Z4066]
TGS	Plant & Machinery	ELECTRICAL EQUIPMENT ERECTN-SAB1,UAB,MCCs,LCPs
TGS	Plant & Machinery	1 SET 220V 645AH PLANTE LEAD ACID BATTERY AND OTHER ACCESSORIES[2Z4193]
TGS	Plant & Machinery	1 SET CAGE FRAME, 2 NO LOWER REAR LINER LEFT & TRAMP POCKET LINER [2Z419000]
TGS	Plant & Machinery	CONDENSOR RETUBING IN UNIT 4[2Z424900]
TGS	Plant & Machinery	PROCUREMENT OF NEW BULL DOZER [2Z413400]
TGS	Plant & Machinery	ASH HANDLING SYSTEM
TGS	Plant & Machinery	COAL HANDLING SYSTEM
TGS	Plant & Machinery	ATTEMPERATOR CONTROL VALVE
TGS	Plant & Machinery	EARTHING OF MOTORS & ELEC. WORKS
TGS	Plant & Machinery	1 NO. TULLU MAKE MONOBLOCK PUMP SET
TGS	Plant & Machinery	DENSE PHASE PNEUMATIC CONVEYING SYSTEM IN 3RD ROW OF ESP HOPPERS OF # 4
TGS	Plant & Machinery	1 NO. LEVEL INSTRUMENT WITH STAND FOR ASH POND
TGS	Plant & Machinery	PUMP SETS FOR DMP
TGS	Plant & Machinery	BAG FILTERS FOR ASH SILO VENTS [2Z410800]
TGS	Plant & Machinery	1 NO. AIR COOLED WELDING TRANSFORMER
TGS	Plant & Machinery	ASH HANDLING SYSTEM
TGS	Plant & Machinery	FUEL OIL HANDLING SYSTEM
TGS	Plant & Machinery	Boiler -3: Front Fired PF Boiler incl ID, FD, PA Fans, Coal Mills etc.
TGS	Plant & Machinery	RENOVATION OF PUBLIC ADDRESS SYSTEM
TGS	Plant & Machinery	BATT.CHARGR. FOR 90A LEAD ACID BATT.FOR PLANT TEL.
TGS	Plant & Machinery	BELLS MAKE STAND ALONG CONTROLLERS
TGS	Plant & Machinery	1 NO 1000 KG BOILER HOUSE PASSENGER LIFT
TGS	Plant & Machinery	1 NO 25 T TURBINE HOUSE CRANE
TGS	Plant & Machinery	1 NO 7.5 TONNES ASH WATER PUMP HOUSE CRANE
TGS	Plant & Machinery	NYLON CONVEYOR BELT
TGS	Plant & Machinery	MODI SUBMERSIBLE PUMP
TGS	Plant & Machinery	CIVIL WORK FOR 2ND NEUTRALIZING PLANT



Location	Asset Type	Description
TGS	Plant & Machinery	RELIEF VALVES & STRAINERS FOR POWER CYCLE PIPING
TGS	Plant & Machinery	Boiler -4: Front Fired PF Boiler incl ID, FD, PA Fans, Coal Mills etc.
TGS	Plant & Machinery	R.C. PILING FOR BOILER 1
TGS	Plant & Machinery	TURBO GENERATOR NO.4. 60MW (70.65 MVA)
TGS	Plant & Machinery	TURBO GENERATOR NO.4. 60MW (70.65 MVA)
TGS	Plant & Machinery	PRE-TREATMENT PLANT - CLARIFLOCCULATION PLANT, Capacity - 450 M3/Hr each
TGS	Plant & Machinery	PRE-TREATMENT PLANT - CLARIFLOCCULATION PLANT, Capacity - 450 M3/Hr each
TGS	Plant & Machinery	ASSOCIATED CIVIL WORKS
TGS	Plant & Machinery	FISHER MAKE ELECTRONIC CONDENSOR LEVELTROL FOR TURBO NO. 2
TGS	Plant & Machinery	1 No. HP Heater for Feed Heating system [2Z4059]
TGS	Plant & Machinery	OXYGEN GAS ANALYSER NO. NF451511031410
TGS	Plant & Machinery	1600 KVA STATION AUXILIARY TRANSFORMER - SAT2
TGS	Plant & Machinery	600 KVA C.W.PLANT AUXILIARY TRANSFORMER - CWT1
TGS	Plant & Machinery	SUPPLY & ERECTION OF INSTRUMENTATION & CONTROL
TGS	Plant & Machinery	UNIT SWITCH BOARD- UB3 & UB4
TGS	Plant & Machinery	LOCAL CONTROL PANELS
TGS	Plant & Machinery	INSTRUMENTATION & CONTROL OF UNIT 3
TGS	Plant & Machinery	BATTERY BANK AT INTAKE PUMP HOUSE [2Z4188]
TGS	Plant & Machinery	15 MTRS. S.S. FLEXIBLE HOSE FOR PASSING 60 CELCIUS OIL [PG3032]
TGS	Plant & Machinery	Dense Phase Pneumatic Conveing System in 3rd Row of ESP Hoppers in # 4
TGS	Plant & Machinery	MACAWBER BEEKAY LTD MAKE AHP
TGS	Plant & Machinery	CONTROL & INSTRUMENTATION AND SWITCH BOARDS
TGS	Plant & Machinery	INSTALLATION OF IMPROVED ASH CONDITIONERS [2Z4130]
TGS	Plant & Machinery	AHP FOR UNIT 3 & 4
TGS	Plant & Machinery	PURCHASE & INSTALLATION OF DCIPS MAKE WATERTO WATER PUMP
TGS	Plant & Machinery	LP CHEMICAL FEED PUMP
TGS	Plant & Machinery	RAW COOLING WATER BOOSTER PUMPS FOR LP PIPING
TGS	Plant & Machinery	MISC. CONNECTING PLANT CABLES & CABLE RACKS
TGS	Plant & Machinery	COAL HANDLING SYSTEM
TGS	Plant & Machinery	1 NO PASSENGER LIFT FOR OFFICE BLOCK
TGS	Plant & Machinery	DRY ASH HANDLING FOR AIR HEATERS [2Z410700]
TGS	Plant & Machinery	UNBALANCE MOTOR VIBRATING FEEDERS UNDER WAGON TRIPLER HOPPERS [2Z4086]
TGS	Plant & Machinery	TESTING EQUIPMENT FOR FLY ASH
TGS	Plant & Machinery	FIRE FIGHTING EQUIPMENT
TGS	Plant & Machinery	MISC. CONNECTING PLANT CABLES & CABLE RACKS
TGS	Plant & Machinery	TEMPERATURE BATH
TGS	Plant & Machinery	WEDA SUMP PUMPS

Location	Asset Type	Description
TGS	Plant & Machinery	SUPPLY & INSTALN. OF AIR CONDITIONING PLANT
TGS	Plant & Machinery	DENSE PHASE PNEUMATIC CONVEYING SYSTEM IN 3RD ROW OF ESP HOPPERS OF # 4
TGS	Plant & Machinery	MACAWBER ASH HANDLG DENSEVOYER SYSTEM FOR UNIT 3&4
TGS	Plant & Machinery	10 NOS. SEAL AIR FANS For Unit 3 & 4
TGS	Plant & Machinery	Boiler -4: Front Fired PF Boiler incl ID, FD, PA Fans, Coal Mills etc.
TGS	Plant & Machinery	OPACITY METER FOR UNIT NO. 1 & 2
TGS	Plant & Machinery	PAINTING OF BOILER 4
TGS	Plant & Machinery	BRASS TUBES FOR UNIT 1 & 2
TGS	Plant & Machinery	NEW GENERATOR COMPLETE WITH AVR AND STATIC EXCITER [2Z4036]
TGS	Plant & Machinery	PROCUREMENT OF ONE SET GENERATOR AIR COOLERS [2Z4087]
TGS	Plant & Machinery	REWINDING OF GENERATOR STATOR [2Z4073]
TGS	Plant & Machinery	COOLING TOWER IN THE AUXILLARY COOLING WATER SYSTEM (PHASE I ) [2Z4067]
TGS	Plant & Machinery	TURBINE BLADES FOR GENERATOR
TGS	Plant & Machinery	TURBO GENERATOR NO.2. 60MW (70.65 MVA)
TGS	Plant & Machinery	TURBO GENERATOR NO.2. 60MW (70.65 MVA)
TGS	Plant & Machinery	5 NOS SUCTION GATE VALVES
TGS	Plant & Machinery	7 NOS BUTTERFLY VALVES
TGS	Plant & Machinery	PIPELINES (NETWORK)
TGS	Plant & Machinery	INSTALLATION OF COOLING TOWER IN THE AUXILIARY COOLING WATER SYSTEM [2Z4070]
TGS	Plant & Machinery	GICO DOUBLE ENDED PEDESTAL GRINDING M/C MODEL DD/12
TGS	Plant & Machinery	Procurement of one spectrophotometer for DM lab [2Z406500]
TGS	Plant & Machinery	1 - CROMPTON GREAVES UNIT TRANSFORMER NO. - UT3
TGS	Plant & Machinery	1 - 70 MVA GENERATOR TRANSFORMER - GT1
TGS	Plant & Machinery	INDIGENOUS RELAYS & CONTROL BOARDS
TGS	Plant & Machinery	Installation of DCS (Distributed Control System) for unit#3 [2Z406200]
TGS	Plant & Machinery	UNIT SWITCH BOARD- UB3 & UB4
TGS	Plant & Machinery	BOILER HOUSE GOODS LIFT[2Z4214]
TGS	Plant & Machinery	2 NOS. FENNER MAKE VEE-BELT TENSION INDICATOR [PG3006]
TGS	Plant & Machinery	02 NOS. MANUAL BYPASS PANEL FOR 70A/6.06KV DRIVE[2Z421800]
TGS	Plant & Machinery	2 NOS. SIEMENS MAKE MV AC DRIVE OF 70A/6.6KV FOR 6.6 450W MOTORS [2Z421800]
TGS	Plant & Machinery	INSTALLATION OF BOILER FLAME SCANNER SYSTEM IN ONE UNIT [2Z4186]
TGS	Plant & Machinery	RUBBER EXPANSION JOINTS FOR LP PIPING
TGS	Plant & Machinery	IMPORTED VALVES FOR POWER CYCLE PIPING
TGS	Plant & Machinery	DCS FOR INCORPORATION OF GENERATOR PARMETERS IN TWO UNITS [2Z4159]
TGS	Plant & Machinery	DCS FOR UNIT #2 [2Z4141]
TGS	Plant & Machinery	INSTALLATION OF IMPROVED ASH CONDITIONERS [2Z4130]

Location	Asset Type	Description
TGS	Plant & Machinery	COAL MILL PF PIPE MODIFICATION [2Z4158]
TGS	Plant & Machinery	Provision of 400V Power Supply for Patulia Fly Ash Project
TGS	Plant & Machinery	MISC. CONNECTING PLANT CABLES & CABLE RACKS
TGS	Plant & Machinery	48 NOS. BHARAT SUMP PUMPS
TGS	Plant & Machinery	CONDENSATE TRANSFER PUMPS & W/PUMPS FOR LP PIPING
TGS	Plant & Machinery	1 NO PASSENGER LIFT FOR OFFICE BLOCK
TGS	Plant & Machinery	1 NO 7.5 TONNES ASH WATER PUMP HOUSE CRANE
TGS	Plant & Machinery	CONSTRUCTION OF ASH TRAPS
TGS	Plant & Machinery	ASH HANDLING SYSTEM
TGS	Plant & Machinery	350 TPH CAPACITY SUSPENDED TYPE UNBALANCED MOTOR VIBRATING FEEDER
TGS	Plant & Machinery	COAL CRUSHERS, VIBRATOR ASSEMBLY AT CRUSHER HSE, WAGON TIP, RING GRANULATOR
TGS	Plant & Machinery	LDO Mass Flow Measurement - Procurement
TGS	Plant & Machinery	FUEL OIL HANDLING SYSTEM
TGS	Plant & Machinery	MAIN EXCITOR ARMATURE FOR MACHINE
TGS	Plant & Machinery	FORCED AIR COOLING FOR TURBINE [2Z4127]
TGS	Plant & Machinery	5 NOS SUCTION GATE VALVES
TGS	Plant & Machinery	MODIFICATION OF SOUTH SIDE ASH POND
TGS	Plant & Machinery	Procurement of 4 Nos. Submersible Pump for Boiler sump Pit, Dewatering
TGS	Plant & Machinery	SLUICE GATES
TGS	Plant & Machinery	TGS -Purchase & installation of DCIPS make, water to water pump
TGS	Plant & Machinery	GENERATOR BUS DUCTS (GBD)-UNIT 1
TGS	Plant & Machinery	415V MCCs
TGS	Plant & Machinery	MCC FOR UNIT 3
TGS	Plant & Machinery	PROCUREMENT OF 1 NO.WALLACE & TIERNAN MAKE PNEUMATIC CALIBRATOR [2Z406631]
TGS	Plant & Machinery	1 NO CODEL MAKE DCEM 2100 DUST MONITOR, CHECK CELL & CHNNL SCANNER [2Z423600]
TGS	Plant & Machinery	1 NOS GENERATOR TRANSFORMER 85MVA, 10.5/35KV[2Z424500]
TGS	Plant & Machinery	AUGMENTATION OF 1 NO VIBREX SCREEN[2Z424800]
TGS	Plant & Machinery	DESIGN, PROC & COMMISSIONING OF DUST SUPPRESSION SYSTEM AT CHP [2Z427900]
TGS	Plant & Machinery	INCORPORATION OF VARIABLE SPEED DRIVES FOR ID FANS IN ONE UNIT [2Z4182]
TGS	Plant & Machinery	Recommissioning of the existing South Side Hydrobin
TGS	Plant & Machinery	1 NO 7.5 TONNES TRAVELLING CRANE FOR WORKSHOP
TGS	Plant & Machinery	ALTERNATOR (PROTECTION AND METERING SYSTEM)
TGS	Plant & Machinery	1 NO GOODS CUM PASSENGER LIFT (STORES)
TGS	Plant & Machinery	ROTOR ASSEMBLY COMPLETE WITH HAMMER SET FOR TRF RING GRANULATOR [2Z4046]
TGS	Plant & Machinery	Densveyor AHS under last 3 rows ESP hoppers - 4 Units incl Air Comp 2Z4056

Location	Asset Type	Description
TGS	Plant & Machinery	Boiler -4: Front Fired PF Boiler incl ID, FD, PA Fans, Coal Mills etc.
TGS	Plant & Machinery	AIR CONDITIONING & VENTILLATION PLANTS
TGS	Plant & Machinery	UNBALANCE MOTOR VIBRATING FEEDERS UNDER RECLAIM HOPPERS-3 NOS. [2Z4136]
TGS	Plant & Machinery	CONVERSION TO MOD ELECTRONIC CONTROLLERS IN #2, #3 ESP FIELD [2Z4071]
TGS	Plant & Machinery	DENSEVEYOR ASH - LAST 3 ROWS OF ESP HOP INCL 1 AIR COMP [2Z4056]
TGS	Plant & Machinery	New Crusher motor of higher capacity [2Z405300]
TGS	Plant & Machinery	FIRE FIGHTING EQUIPMENT
TGS	Plant & Machinery	PURCHASE OF 3 NOS SPARE MOCB""S
TGS	Plant & Machinery	1 NO. DISTURBANCE RECORDER
TGS	Plant & Machinery	1 NO. NIRMAL OIL FILTER M/C (500 GALLON/HR.CAP)
TGS	Plant & Machinery	SUPPLY & INSTALN. OF AIR CONDITIONING PLANT
TGS	Plant & Machinery	1 DUST COLLECTORS FOR ASH HANDLING SYSTEM
TGS	Plant & Machinery	FLY ASH ESP HOPPERS FOR UNIT NO. 3
TGS	Plant & Machinery	FABRICATION OF STEEL STAIRS FOR ASH SILOS # 1-4
TGS	Plant & Machinery	ASH HANDLING SYSTEM
TGS	Plant & Machinery	2 TRF MAKE UNBALANCED MOTOR VIBRATING FEEDER
TGS	Plant & Machinery	COAL HANDLING SYSTEM
TGS	Plant & Machinery	ONE HEAVY DUTY ASSY. WITH 30 KG. HAMMERS SUITABLE FOR THE RING GRANULATORS
TGS	Plant & Machinery	R C PILING & PILE CAPS FOR CHP
TGS	Plant & Machinery	INSTALLATION OF PIPELINES, 2 WATER MONITORS, 2 DOUBLE HEADED LANDING VALVES
TGS	Plant & Machinery	CONTROL VALVES WITH SPOOL PIECES
TGS	Plant & Machinery	1- MODY MODEL M-504 PORTABLE SUBMERSIBLE SUMP PUMP FOR DEWATERING CONVEYORS
TGS	Plant & Machinery	OXYGEN ANALYSER FOR UNIT NO. 2 & 4
TGS	Plant & Machinery	Boiler -4: Front Fired PF Boiler incl ID, FD, PA Fans, Coal Mills etc.
TGS	Plant & Machinery	Boiler -3: Front Fired PF Boiler incl ID, FD, PA Fans, Coal Mills etc.
TGS	Plant & Machinery	TURBO GENERATOR NO.3. 60MW (70.65 MVA)
TGS	Plant & Machinery	HP HEATER FOR FEED HEATING SYSTEM [2Z4069]
TGS	Plant & Machinery	TURBO GENERATOR NO.4. 60MW (70.65 MVA)
TGS	Plant & Machinery	5 NOS SUCTION GATE VALVES
TGS	Plant & Machinery	5 NOS DISCHARGE GATE VALVES
TGS	Plant & Machinery	1 NO.PORTABLE NONCLOG SUBMERSIBLE DEWATERING PUMP
TGS	Plant & Machinery	2 NOS. CLARIFLOCCULATION PITS WITH STIRRER BRIDGES,3 NOS.ALUM PREPARN TANKS
TGS	Plant & Machinery	1 NOS. METROPOLITAN VICKERS THERMAC WELDER
TGS	Plant & Machinery	2 NOS. WOLF MAKE DRILLS

Location	Asset Type	Description
TGS	Plant & Machinery	2 NOS - 400 KVA L.T.AUXILIARY TRANSFORMER-LAT 3&4
TGS	Plant & Machinery	1 - 7.5 MVA UNIT TRANSFORMER - UT1
TGS	Plant & Machinery	DRY FOG DUST SUPPRESSION SYSTEM FOR CHP[2Z4169]
TGS	Plant & Machinery	1 NO. ROTARY GEAR PUMP FOR TRANSFORMER OIL HANDLING [PG3004]
TGS	Plant & Machinery	AIR HEATER RETUBING IN UNIT 4[2Z425000]
TGS	Plant & Machinery	CHP CONVEYOR SYSTEM
TGS	Plant & Machinery	100 CFM COMPRESSOR FOR INSTRUMENT AIR SYSTEM
TGS	Plant & Machinery	COAL BUNKERS
TGS	Plant & Machinery	BOILER FEED PUMP
TGS	Plant & Machinery	CRITICAL HIGH PRESSURE VALVES
TGS	Plant & Machinery	DIESEL SHUNTING LOCOS
TGS	Plant & Machinery	ILLUMINATION SYSTEM
TGS	Plant & Machinery	FHP CONTROL SYSTEM
TGS	Plant & Machinery	SMALL AIR HEATER TUBES & SECONDARY SUPERHEATER
TGS	Plant & Machinery	CW PUMPS & Motors
TGS	Plant & Machinery	Heaters
TGS	Plant & Machinery	OPACITY MONITOR & CO+O2 ANALYSER
TGS	Plant & Machinery	GENERATOR ROTOR
TGS	Plant & Machinery	GEAR AND PINIONS SET AT COAL MILLS
TGS	Plant & Machinery	COAL YARD FIRE HYDRANT SYSTEM
TGS	Plant & Machinery	RAW COAL FEEDER CONTROLLERS
TGS	Plant & Machinery	LT AIR CIRCUIT BREAKER
TGS	Plant & Machinery	PRIMARY AIR FANS
TGS	Plant & Machinery	GENERATOR STATOR & OTHER ACCESSORIES
TGS	Plant & Machinery	MOCBS
TGS	Plant & Machinery	CRUSHER MOTOR
TGS	Plant & Machinery	EPABX SYSTEM
TGS	Plant & Machinery	TURBO SUPERVISORY INSTRUMENTS
TGS	Plant & Machinery	RETROFITTING OF DRAWOUT TYPE VACCUUM CONTACTORS
TGS	Plant & Machinery	PNEUMATIC CONTROL DRIVE
TGS	Plant & Machinery	CONDENSATE EXTRACTION PUMPS
TGS	Plant & Machinery	ECONOMISER ELEMENT OF ONE BOILER
TGS	Plant & Machinery	BOILERS 2 & 3 INSULATION
TGS	Plant & Machinery	UPGRADATION OF STATION COMMUNICATION SYSTEM
TGS	Plant & Machinery	INSTRUMENTATION UPGRADATION
TGS	Plant & Machinery	UPGRADATION OF DCS
TGS	Plant & Machinery	ENERGY METER UPGRADATION

Location	Asset Type	Description
TGS	Plant & Machinery	ANNUNCIATION SYSTEM
TGS	Plant & Machinery	LABORATORY & METER TESTING EQUIPMENTS
TGS	Railway Siding	RAILWAY SIDING including Yard infrastructure, tripler etc.
TGS	Equipment	1 NO. VENUS MAKE 15 LTR GEYSER [PG003700]
TGS	Equipment	LCD PROJECTOR MACHINE [PC808200] - Tranning Centre
TGS	Equipment	2 Nos.M S Office 2003, 2 Nos.2 GB Pendrive (transcend) [2P705414]
TGS	Equipment	Automatic Temperature Compensation pH Meter [2P703600]
TGS	Equipment	2TR Window AC [PG0043] - Chummary
TGS	Equipment	1.5 TR WINDOW AIR-CONDITIONER [PG1021]
TGS	Equipment	1 No.Digital clamp meter FLUKE make [PG900500]
TGS	Equipment	1 NO HP LJ COLOUR NETWORK PRINTER & FLATBED SCANNER[PG5034]
TGS	Equipment	Digital Conductivity Meter [2P703500]
TGS	Equipment	1 NO. FORBES PRO MODEL: Z POWER VACUUM CLEANER
TGS	Equipment	1 TEMP MEASURING INSTRUMENT, 3 CEILING FAN & 2 NO. WALL FAN [PG3013]
TGS	Equipment	1 NO. PANASONIC PLAIN PAPER FAX MACHINE [PG3031]
TGS	Equipment	1 NO. 32" SAMSUNG MAKE LCD MONITOR [PG5014]
TGS	Equipment	01NO. OXYGEN GAS DETECTOR [PG5011]
TGS	Equipment	1 NO. SAMSUNG LCD TV FOR CHUMMARY (MODEL-32B450) [PG003500]
TGS	Equipment	1 NO. PAPER SHREDDER [PG802800] - Plant Offices
TGS	Equipment	Nilfisk Vaccum Cleaner GD 930, [2P702500]
TGS	Equipment	1.5 TR Window type AC Manual control - [PG801100]
TGS	Equipment	1 NO. VOLTAS WATER COOLER MODEL 20/40 FSS. [PG3020]
TGS	Equipment	1.5 TR WINDOW AIR-CONDITIONER [PG1015]
TGS	Equipment	1 NO. INSULATION TESTER & 3 NOS. DIGITAL MULTIMETER [PG3005]
TGS	Equipment	1 NO. CROMPTON AIR CIRCULATOR & 9 NO. CHAIRS [PG3011]
TGS	Equipment	1 NO. VOLTAS WATER COOLER MODEL 40/80 FSS. [PG3021]
TGS	Equipment	4 NO. SUPPLY OF BLUE STAR MAKE PACKAGE AC 11 TON[2Z421800]
TGS	Equipment	Procurement of one Multimedia LCD Projector with Laptop Computer [2Z409200]
TGS	Equipment	1 NO. 40" TOSHIBA MAKE LCD MONITOR[PG4039]
TGS	Equipment	1 PH METER ,1 CONDUCTIVITY METER & 1 MUFFLE FURNACE [PG3010]
TGS	Equipment	1 NO. 1.5 TR VOLTAS MAKE SPLIT AC [PG4057]
TGS	Equipment	4 Nos.Aquagaurd Hi Flo Water Purifier [PG1017]
TGS	Equipment	1.5 TR Window Air-Conditioner [PG1014]
TGS	Equipment	1 NO TOSHNIWAL MAKE CONDUCTIVITY CELL WITH STANDARD SOLUTION [PG3030]
TGS	Equipment	2 NO. AQUAGAURD HI-FLO WATER PURIFIER [PG001400]
TGS	Equipment	1 NO. CROMPTON AIR CIRCULATOR & 5 NO. COMP TABLES [PG3003]
TGS	Equipment	1 NO. 1.5 TR WINDOWS AIR CONDITIONER [PG4002]

Location	Asset Type	Description
TGS	Equipment	4 NO CCD DAY/NIGHT COLOR CAMERA & OTHER MATERIALS SUPPLIED TO TGS [2Z421800]
TGS	Equipment	4 NO. VOLTAS MAKE 1.5 TR WINDOW AC[PG5030]
TGS	Equipment	1 NO HP PRINTER LJ PRO 400 M451DN CE957A [PG5034]
TGS	Equipment	PROCUREMENT OF ONE PHOTOCOPYING MACHINE [2Z4150]
TGS	Equipment	PEDESTAL FANS [2P400814]
TGS	Equipment	CEILING FAN [2P400817]
TGS	Equipment	Intel P 2.66 GHZ Processor IMSL, CACHE 53 M Z BusSpeed, others[2P600300]
TGS	Equipment	FAX MACHINE [2P401440]
TGS	Equipment	1 NO. PILOT PAPER SHREDDING MACHINE [PG001500]
TGS	Equipment	CABIN FAN [2P501317]
TGS	Equipment	IR CCD HIGH RESOLUTION CAMERA WITH 4 CHANNEL VIDEO DVR [PG2029]
TGS	Equipment	1 NO. COMPUTER (W/O MONITOR) FOR SPM MONITORING [PG003200]
TGS	Equipment	2 NO AQUAGUARD HI-FLO WATER PURIFIER [PG3002]
TGS	Equipment	1 No.FLUKE make non contract temperature indicator [PG900200]
TGS	Equipment	HAND BLOWER "EALLI WOLF" [PG901814]
TGS	Equipment	1 NO. LG MAKE 1.5 TR WINDOW AIR CONDITIONER [PG4018]
TGS	Equipment	3 NO. 2.0 TR VOLTAS WINDOW AC [PG5027]
TGS	Equipment	3 NO. 2.0 TR VOLTAS WINDOW AIR CONDITIONER [PG5028]
TGS	Equipment	2 NO. AQUAGAUARD HI-FLO WATER FILTER CUM PURIFIER WITH ACCESSORIES [PG902214]
TGS	Equipment	2 NO. 1.5 TR WINDOW AIR CONDITIONERS[PG2039]
TGS	Equipment	3 NO. DIGITAL CLAMP MULTIMETER [PG900500]
TGS	Equipment	1 NO. CANON MAKE DIGITAL CAMERA [PG3012]
TGS	Equipment	1 NO. VOLTAS MAKE 1.5 TR WINDOW AC & 1 NO. VOLTAS 1.5 TR SPLIT AC[PG5029]
TGS	Equipment	1 NO. BENCH TOP CALIBRATOR MODEL: UNICAL 3001M[PG2011]
TGS	Equipment	1 NO. OPTICAL TACHOMETER MODEL:RS-232[PG2031]
TGS	Equipment	CRIMP TOOL, DIGITAL MULTIMETER, INSULATION TESTER,WIRECUTTER,BENCH VICE[PG2032]
TGS	Equipment	2 NO. YOKOGAWA MAKE DIGITAL MULTIMETER[PG2002]
TGS	Furniture & Fittings	Furniture & Fittings
TGS	Software	IA SYSTEM HW & SW & BUYOUTS FOR DCS SYSTEM [2Z422200]
TGS	Vehicle	BHEL BD155 Buldozer with BHEL B56 D170-1 Diesel engine (2Z406000)
TGS	Vehicle	Mobile Crane (2Z4081)
TGS	Vehicle	Mobile Crane (2Z4081)
Coal Mine	Coal Mine	Coal Mine Assets including Land
Washery	Washery	Washery including Land



Location	Asset Type	Description
Balagarh	Building	Bridge over river Ganges upto Balagarh
Balagarh	Land	Village Bhabinipur, Hoogly/ Land at Balagarh
Balagarh	Land	Land at Balagarh (Village Bhabinipur)
Balagarh	Land	Calcutta Port Trust land at Balagarh (Village - Bhabinipur)
Sundry Others	Sundry Others	Sundry Others Properties including Land
NCGS	Land	Land for New Cossipore Generating Station and its all activities
NCGS	Building	Ash bunker, Buildup Area: 67.44 SqM
NCGS	Building	Screening, Crusher house, Buildup Area: 95.13 SqM
NCGS	Building	Petrol stores, Buildup Area: 2.60 SqM
NCGS	Building	Drivers room, Buildup Area: 3.9 SqM
NCGS	Building	Maintenance room, Buildup Area: 139.35 SqM
NCGS	Building	Time office
NCGS	Building	Coal pit, Buildup Area: 521.18 SqM
NCGS	Building	Coal pit, Buildup Area: 1003.34 SqM
NCGS	Building	Goomty, Buildup Area: 2.79 SqM (G11, HT44, AC44, DC44 21)
NCGS	Building	Workshop - Cossipore Section (2 storied), Buildup Area: 490.52 SqM
NCGS	Building	Loco shed, Buildup Area: 37.16 SqM
NCGS	Building	Boiler house, Buildup Area: 3344.48 SqM
NCGS	Building	RCC Tank, Buildup Area: 30000 Gallon
NCGS	Building	Shift men quarter - 3 storied, Buildup Area: 1672.24 SqM
NCGS	Building	C W Pump for Intake and House ""A"" NCGS, Buildup Area: 506.32 SqM
NCGS	Building	Main hopper pit, Buildup Area: 503.99 SqM
NCGS	Building	Jetty, Buildup Area: 487.74 SqM
NCGS	Building	C W Pump House (Now used as CRP camp), Buildup Area: 185.99 SqM
NCGS	Building	Turbine House, Buildup Area: 3274.80 SqM (G9 20+21+72+74+94)
NCGS	Building	20 KV Transformer house, Buildup Area: 53.42 SqM
NCGS	Building	Office block
NCGS	Building	Construction dept. site office, Buildup Area: 37.16 SqM
NCGS	Building	Workshop, Buildup Area: 412.49 SqM
NCGS	Building	Septic tank -100 users
NCGS	Building	3 storied flats, Height: 2M, Buildup Area: 3357.85 SqM (G12 73+88+119+173)
NCGS	Building	D M plant, Buildup Area: 261.98 SqM (G12 154+156+38+158+ 174)
NCGS	Building	Kitchen, Buildup Area: 69.49 SqM
NCGS	Building	Settling tank - 3 chambers, Buildup Area: 172200 Gal.
NCGS	Building	Septic Tank - 60 users
NCGS	Building	Junction tower, Buildup Area: 30.1 SqM (G10, HT43, AC43, DC43 15+21)

Location	Asset Type	Description
NCGS	Building	Boundary wall, Buildup Area: 1063 M (G12 58+91+92+114+164+165)
NCGS	Building	Neutal earthing, CO2 equipment, Buildup Area: 89.18 SqM
NCGS	Building	Wagon tippler shed, Buildup Area: 242.47 SqM
NCGS	Building	New coal office, Buildup Area: 161.28 SqM
NCGS	Building	Godowns, Buildup Area: 134.24 SqM (G11,HT44,AC44,DC44 24)
NCGS	Building	Servant's qtrs., Buildup Area: 72.46 SqM
NCGS	Building	C W Pump for Intake and House "B" NCGS, Buildup Area: 50.4 SqM
NCGS	Building	Septic Tank - 60 users
NCGS	Building	Septic Tank - 100 users
NCGS	Building	Coal pit , Buildup Area: 348.38 SqM
NCGS	Building	Bituminous Road, Buildup Area: 621 M
NCGS	Building	Resident Engineer's Flat - 2 storied, Buildup Area: 360.46 SqM
NCGS	Building	Cook's house, Buildup Area: 16.35 SqM
NCGS	Building	Latrin, Buildup Area: 66.24 SqM (G12 37+77+112+379)
NCGS	Building	Emulsifier pump house, Buildup Area: 79.05 SqM
NCGS	Building	M S Tanks, Height: 3M, Buildup Area: 72000 Gal.
NCGS	Building	Septic Tank - 100 users
NCGS	Building	Red switch house, Buildup Area: 450.57 SqM
NCGS	Building	Misc electrical Installation - NCGS Stores [2N1637]
NCGS	Building	Electrical maintenance store, Buildup Area: 141.21 SqM
NCGS	Building	Vehicle garage, Buildup Area: 27.87 SqM (G12 121+130+146+176+ 177)
NCGS	Building	Boiler house, Buildup Area: 3344.48 SqM (G9 19+62+68+69+101)
NCGS	Building	D M plant, Buildup Area: 261.98 SqM
NCGS	Building	Office block (G10,HT43,AC43,DC43 6+7+14)
NCGS	Building	Ambulance shed, Buildup Area: 12.07 SqM
NCGS	Building	Turbine House, Buildup Area: 3274.80 SqM (G12 244+260+413+466)
NCGS	Building	Transformer house, Buildup Area: 27.87 SqM
NCGS	Building	Road, Buildup Area: 1014.0M
NCGS	Building	Darwans quarter, Buildup Area: 83.61 SqM
NCGS	Building	Coal tunnel for conveyor 7,8 AND 9,10, Buildup Area: 83.84 M
NCGS	Building	Electrical maintenance store, Buildup Area: 141.21 SqM
NCGS	Building	Stores - 2 storied, Buildup Area: 1769.79 SqM (G10,HT43,AC43,DC43 1)
NCGS	Building	Electrical maintenance store, Buildup Area: 141.21 SqM
NCGS	Building	Wagon tippler control cabin, Buildup Area: 30.10 SqM
NCGS	Building	New stores building, Buildup Area: 2605.90 SqM
NCGS	Building	Stores - 2 storied
NCGS	Building	Canteen, Personnel officer, Buildup Area: 443.14 SqM

Location	Asset Type	Description
NCGS	Building	Time office and Darwans quarters, Buildup Area: 557.41 SqM
NCGS	Building	Water treatment plant, Buildup Area: 37.16 SqM
NCGS	Building	SINKING OF 100 MM X 75 MM X 100 MTRS. DEEP PVC TUBE WELL [2N545217]
NCGS	Building	Pump house, Buildup Area: 7.80 SqM (G12 30+31+143+178+440)
NCGS	Building	Crews quarter - 2 storied, Buildup Area: 127.83 SqM
NCGS	Building	Fire extinguisher room, Buildup Area: 2.27 SqM
NCGS	Building	Resident Engineer's Flat - 2 storied, Buildup Area: 360.46 SqM
NCGS	Building	Resident Engineer's garage, Buildup Area: 26.01 SqM
NCGS	Building	Servant's qtrs., Buildup Area: 27.59 SqM
NCGS	Building	New water treatment plant house, Buildup Area: 286.14 SqM (G12 172+425)
NCGS	Building	Two shift maintenance room, Buildup Area: 48.30 SqM
NCGS	Building	R.C.C. Settling tank, Buildup Area: 71.35 SqM
NCGS	Building	Ash plant housing, Buildup Area: 104.05 SqM
NCGS	Building	Blue Switch house, Buildup Area: 1337.8 SqM
NCGS	Building	Dolphin 2Nos, Buildup Area: 116.63 SqM
NCGS	Building	Boiler maintenance store, Buildup Area: 162.58 SqM (G10HT43AC43DC43 16+17)
NCGS	Building	Oil and cement stores, Buildup Area: 52.26 SqM (G11,HT44,AC44,DC44 4+5)
NCGS	Building	Filter water storage tank - 70 KL capacity, Buildup Area: 15500 Gallon
NCGS	Building	New stores building, Buildup Area: 2605.90 SqM (G12 229+231+241+385)
NCGS	Building	Supporting structure for chemical storage tank, Buildup Area: 15.70 SqM
NCGS	Building	Office block, Buildup Area: 1350.33 SqM
NCGS	Building	Time office, Buildup Area: 117.06 SqM (G10,HT43,AC43,DC43 4)
NCGS	Building	Smithy shop, Buildup Area: 27.87 SqM (G11,HT44,AC44,DC44 13)
NCGS	Building	Belt godown, Buildup Area: 74.32 SqM
NCGS	Building	Latrin, Buildup Area: 14.51 SqM
NCGS	Building	C W Pump for Intake and House "B" NCGS, Buildup Area: 200.32 SqM
NCGS	Building	Turbine House maintenance store, Buildup Area: 80.36 SqM
NCGS	Building	Neutralising room, pit, Buildup Area: 32.70 SqM
NCGS	Building	Unfiltered water pump house, Buildup Area: 140.84 SqM
NCGS	Plant & Machinery	2170MM OD LONG PRESSURE VESSEL FOR MULSIFYRE SYS.
NCGS	Plant & Machinery	1 NO. MULTIPOINT DIGITAL TEMPERATURE INDICATOR
NCGS	Plant & Machinery	10 HP TEFC SQ.CAGE INDUC. MOTOR FOR COAL CONV.13
NCGS	Plant & Machinery	STRAND IRD M.308 VIBRATION ANALYSIS EQUIP.
NCGS	Plant & Machinery	5 NOS. WALL MOUNTED ALARM PANELS
NCGS	Plant & Machinery	2015TYPE REMOTE DISPLAY UNIT FOR BOILER WATER LEVEL
NCGS	Plant & Machinery	TEMPERATURE INDICATORS FOR BOILERS - 8 NOS.
NCGS	Plant & Machinery	30 HP & 10 HP MOTORS FOR COAL GRAB. & CRANE NO.1&2

Location	Asset Type	Description
NCGS	Plant & Machinery	CENTRIFUGAL PUMP [100 M <sup>3</sup> / HOUR, 7 KG / SQ CM, SPARE PUMP]
NCGS	Plant & Machinery	EXTENSION TO COAL STORAGE PIT
NCGS	Plant & Machinery	1 NO. MATHER & PLATT STORAGE PUMP SET
NCGS	Plant & Machinery	1 - Chamflo Pump for Water Treatment Plant
NCGS	Plant & Machinery	50 MW TURBO ALTERNATOR NO.4 M/C INCLU.ERECTION COST
NCGS	Plant & Machinery	PORTABLE STATIC EXCITOR FOR 30 MW T/A
NCGS	Plant & Machinery	100PS1G 20000 GPH PUMP & MOTOR SET FOR FLUSHING MUD
NCGS	Plant & Machinery	PHOSPHATE DOSING EQUIPMENT
NCGS	Plant & Machinery	SUPPLY, FABRICATION & ERECTION OF RAW WATER PIPELINE
NCGS	Plant & Machinery	PROCUREMENT & INSTALLATION OF DGG
NCGS	Plant & Machinery	ARC WELDING SET - ENGLISH ELECTRIC - 350 AMPS, TRANSFORMER RECTIFIER
NCGS	Plant & Machinery	MOTOR DRIVEN D.C. WELDING MACHINE - WORKSHOP
NCGS	Plant & Machinery	ULTRA VOILET LAMPS FOR DETECTION OF LEAKAGE - 2 NOS
NCGS	Plant & Machinery	33KV/300V.100 KVA EARTHING TRANSFORMER
NCGS	Plant & Machinery	CONTROLLER & RELAY PANELS
NCGS	Plant & Machinery	METAL CLAD UNIT TYPE SB 24 DUPLICATE BUSBAR
NCGS	Plant & Machinery	100 KVA 33/0.4 KV EARTHING TRANSFORMER
NCGS	Plant & Machinery	100 KVA 33/0.4 KV EARTHING TRANSFORMER
NCGS	Plant & Machinery	132KV OUTDOOR YARD INSTALLATION OF 1 NOS 132 KV ; ABB MAKE [2N545911]
NCGS	Plant & Machinery	WATER TREATMENT PLANT (LIME SODA PROCESS)
NCGS	Plant & Machinery	125 HP ID FAN MOTOR
NCGS	Plant & Machinery	OIL COOLER TUBES
NCGS	Plant & Machinery	OTIS MAKE SECOND FREIGHT CUM PASSENGER LIFT
NCGS	Plant & Machinery	BOILER FEED PUMP
NCGS	Plant & Machinery	GEAR BOX END HALF COUPLING
NCGS	Plant & Machinery	ASH BUNKER NO. 3 & ASH CONVEYOR PLANT EXTENSION
NCGS	Plant & Machinery	Deep Tubewell at NCGS [2N2325]
NCGS	Plant & Machinery	HOLMAN AIR COMPRESSOR - BOILER HOUSE BASEMENT
NCGS	Plant & Machinery	DOUBLE CELL COLOURIMETER
NCGS	Plant & Machinery	MISCELLANEOUS EQUIPMENT - PIPETTE, GLASSWARE ETC.
NCGS	Plant & Machinery	2 NOS.VME ROTOR EARTH FAULT RELAY
NCGS	Plant & Machinery	SUMP PUMP MOTOR FOR COAL CONVEYORS NOS 3 & 4
NCGS	Plant & Machinery	STIRRER UNITS FOR LP & HP CHEM TANKS
NCGS	Plant & Machinery	STATION PIPE WORKS, FEED PUMP & TANKS
NCGS	Plant & Machinery	ADDL. C.H.P. INCLUDING STRUCTURES
NCGS	Plant & Machinery	CHP - RING GRANULATOR MODEL R33
NCGS	Plant & Machinery	PROCUREMENT, INSTALLATION & COMMISSIONING OF D.M. PLANT EQUIPMENTS

Location	Asset Type	Description
NCGS	Plant & Machinery	WATER TREATMENT PLANT (LIME SODA PROCESS)
NCGS	Plant & Machinery	ROOF STORAGE PUMP 1 SET
NCGS	Plant & Machinery	C.S. JOINT RINGS FOR C.W.OUTLET
NCGS	Plant & Machinery	1- 1R Model Air Compressor
NCGS	Plant & Machinery	Cost of 1 Kirloskar make Horizontal split casing centrifugal pump
NCGS	Plant & Machinery	COMMISSIONING OF SUBMERSIBLE PUMP WITH SPARES
NCGS	Plant & Machinery	AVOMETER - 1 NO.
NCGS	Plant & Machinery	12.5 FT LOUDON BROS. LATHE
NCGS	Plant & Machinery	3.3 KV Air Circuit Breaker [2Z2041]
NCGS	Plant & Machinery	1 NO. VACUUM GAUGE TESTER
NCGS	Plant & Machinery	Fire detection and alarm system at Blue Switch House [2N184662]
NCGS	Plant & Machinery	3 Nos.ABB make 132 kV Circuit Breakers for NCGS [2N2718]
NCGS	Plant & Machinery	ACCUMULATORS
NCGS	Plant & Machinery	33 KV DOUBLE FEEDER EQUIPMENT
NCGS	Plant & Machinery	NCGS -EPABX system
NCGS	Plant & Machinery	ACID UNLOADING PUMPS FOR WATER TREATMENT PLANT
NCGS	Plant & Machinery	EXTN. TO EXISTING MULSIFYRE INSTALLN.(STAGE III)
NCGS	Plant & Machinery	STARTER PANEL WITH RESISTANCE BANK FOR COAL CRUSHER
NCGS	Plant & Machinery	VIBRATING SCREEN DRIVE MOTOR
NCGS	Plant & Machinery	SPARE FOR 105 H.P. FAN MOTOR
NCGS	Plant & Machinery	80 HP INDUCTION MOTOR FOR ELEVATOR CONVEYOR DRIVES
NCGS	Plant & Machinery	Extention of the existing High Voltage Water Spray System
NCGS	Plant & Machinery	PIPE WORK FOR MAKE UP WATER PLANT
NCGS	Plant & Machinery	BOILER NOS. 7 & 8 INCLUDING COST OF ERECTION (BABCOCK & WILCOX)
NCGS	Plant & Machinery	50 MW TURBO ALTERNATOR NO.4 M/C INCLU.ERECTION COST
NCGS	Plant & Machinery	50 MW TURBO ALTERNATOR NO.4 M/C INCLU.ERECTION COST
NCGS	Plant & Machinery	PURCHASE & INSTALLATION OF 2ND CHAIN IN DM PLANT
NCGS	Plant & Machinery	INTERCONN. BETWEEN C.W.SYSTEM OF OLD & NEW COSS.
NCGS	Plant & Machinery	14 NOS. POTENTIOMETRIC TEMPERATURE INDICATORS
NCGS	Plant & Machinery	HEAVY DUTY HACK SAWING MACHINE
NCGS	Plant & Machinery	ULTRAVIOLET LAMP FOR DETECTION OF LEAKAGE - 1 NO.
NCGS	Plant & Machinery	Fire detection Alarm system-Blue switch house north, south section [2N1846]
NCGS	Plant & Machinery	4 BRASS CASTING DOUBLE ENTRY CABLE BOX
NCGS	Plant & Machinery	20HP TEFC S/C IND.MOTOR FOR ROTARY FEED TABLE -CHP
NCGS	Plant & Machinery	4 CONSTANT HEAD UNITS
NCGS	Plant & Machinery	CENTRIFUGAL PUMP- SUBMERSIBLE
NCGS	Plant & Machinery	Vaccum Circuit Breaker

Location	Asset Type	Description
NCGS	Plant & Machinery	TEFC SQUIRREL CAGE INDUCTION MOTOR
NCGS	Plant & Machinery	WINCH DRUM FOR HOIST MECHANISM OF BOX WAGON TIPPLER
NCGS	Plant & Machinery	AIR COMPRESSOR FOR D.M. PUMP INCL. INSTALLATION
NCGS	Plant & Machinery	Scrubing Brush
NCGS	Plant & Machinery	Connectors
NCGS	Plant & Machinery	GEC SQUIRREL CAGE INDUCTION MOTOR
NCGS	Plant & Machinery	ERECTION OF 2 LIFTING BEAMS FOR BUNKER CONV.5 & 6
NCGS	Plant & Machinery	STATION PIPE WORKS STAGE II
NCGS	Plant & Machinery	2 TON ELEC. HOIST WITH PUSH BUTTON STARTER AT PUMPHOUSE
NCGS	Plant & Machinery	CHP - HEAD PULLEY BEARINGS
NCGS	Plant & Machinery	PLANT TO MAKE UP WATER - EVAPORATOR PLANT
NCGS	Plant & Machinery	BOILER
NCGS	Plant & Machinery	COST OF FEED WATER REGULATORS FOR BOILER NOS 7 & 8
NCGS	Plant & Machinery	FOUNDATION FOR TURBO ALTERNATORS NO.1&2
NCGS	Plant & Machinery	1 SET PORTABLE EXCITOR FOR 30 MW TURBO ALTERNATOR
NCGS	Plant & Machinery	SPARE INDUCN. MOTOR FOR NO.1,2&3 TURBO ALTERNATOR
NCGS	Plant & Machinery	PIPE WORK TO RECOVER WASTE HEAT
NCGS	Plant & Machinery	INSTALLATION OF HIGH PRESSURE WATER JETTING PUMP
NCGS	Plant & Machinery	FIRE FIGHTING PUMP & ENGINE. [2Z204762]
NCGS	Plant & Machinery	TEMPATURE INDICATOR
NCGS	Plant & Machinery	1- CAW Brand High Tensile Allunium Alloy extension ladder
NCGS	Plant & Machinery	ULTRAVIOLET LAMP FOR DETECTION OF LEAKAGE - 1 NO.
NCGS	Plant & Machinery	ELECTRIC PORTABLE BLOWER - CTM DEPARTMENT
NCGS	Plant & Machinery	200 EMF CAPACITY HEATLESS TYPE COMPRESSED AIR DRYER
NCGS	Plant & Machinery	33 KV SWITCH GEAR & BUSBAR VACUUM CB
NCGS	Plant & Machinery	ADDITIONAL 3.3 KV & 400 V SWITCH GEAR STAGE-II FOR UNITS 3 & 4
NCGS	Plant & Machinery	33 KV SWITCH GEAR & NEUTRAL EARTHING SWITCH GEAR
NCGS	Plant & Machinery	MISC.PIPE WORKS
NCGS	Plant & Machinery	SAN DIESEL SHUNTING LOCOMOTIVE - 1 NO.
NCGS	Plant & Machinery	CHP - Elevator Conveyors no. 3&4
NCGS	Plant & Machinery	CHP - VIBRATOR ASSEMBLY
NCGS	Plant & Machinery	Bearing of Fans [2Z2003]
NCGS	Plant & Machinery	ASH DUST EXTRACTION PLANT DRIVE BY 1-18 BHP MOTOR
NCGS	Plant & Machinery	3 1/2" DIGITAL CONDUCTIVITY METER INCL. 1 CELL
NCGS	Plant & Machinery	Misc Steam Power Plant Equipment
NCGS	Plant & Machinery	Vaccum Circuit Breaker
NCGS	Plant & Machinery	Misc Equip

Location	Asset Type	Description
NCGS	Plant & Machinery	1 Lightning Arrestor
NCGS	Plant & Machinery	2 NOS. 9 KVA BOLT HEATING TRANSFORMERS
NCGS	Plant & Machinery	GEARED MOTOR FOR ASH PADDLE EXTRACTORS
NCGS	Plant & Machinery	WATER RECLAMATION PUMP SETS WITH ACCESS.
NCGS	Plant & Machinery	Cost of Ash Trap No 2
NCGS	Plant & Machinery	CHP - 1 TON CAPACITY WINCH FOR COAL CONVEYOR
NCGS	Plant & Machinery	GRIT CYCLONE SEPERATOR
NCGS	Plant & Machinery	TREATED WATER PUMP SET
NCGS	Plant & Machinery	EXTERNAL PIPEWORK FOR DEMINERALISATION PLANT
NCGS	Plant & Machinery	10 KL.CAP.FRP TANK FOR STORAGE OF ACID FOR DM PLANT
NCGS	Plant & Machinery	INSTALLN. OF CRUDE WATER LINE AT ID FAN MOTOR
NCGS	Plant & Machinery	PHILIPS MAKE MULTIMETER
NCGS	Plant & Machinery	5 HP MOTORS
NCGS	Plant & Machinery	BATTERY OPERATED TOUCHLESS PHOTO TACHOMETER
NCGS	Plant & Machinery	14/16 MVA 33/6.6 KV Power Transformer with OLTC
NCGS	Plant & Machinery	OIL COOLED TRANSFORMER
NCGS	Plant & Machinery	WASTLITE RECTIFIER STACK
NCGS	Plant & Machinery	CONTROL/RELAY/INDOOR BOARD FOR 33KV SW.BOARD 4 PANEL
NCGS	Plant & Machinery	NON-LUBRICATING TYPE INSTRUMENT AIR COMPRESSOR
NCGS	Plant & Machinery	2 33 KV ISOLATORS
NCGS	Plant & Machinery	EXTENSION OF THE 7 PANEL 33 KV SWITCHBOARD
NCGS	Plant & Machinery	EXTN.OF T/HSE LIGHTING & HEATING BOARD FOR AC PLANT
NCGS	Plant & Machinery	1 33 KV NEUTRAL EARTHING CURRENT TRF.
NCGS	Plant & Machinery	DISMANTLING OF 132KV BHEL MAKE CIRCUIT BREAKER [2N545963]
NCGS	Plant & Machinery	50 NOS. 40 MM SIPON FLANGS
NCGS	Plant & Machinery	DIGITAL FUEL EFFICIENCY MONITOR
NCGS	Plant & Machinery	BED PLATE & MATCHING HALF COUPLE FOR DRIVING MOTOR
NCGS	Plant & Machinery	140 TON JESSOP JETTY GANTRY CRANE
NCGS	Plant & Machinery	TEMPERATURE INDICATOR FOR BOILER NO. 1
NCGS	Plant & Machinery	HIGH PRESSURE PUMP
NCGS	Plant & Machinery	Cost of 2 Treated water Reclamation Pump Sets
NCGS	Plant & Machinery	Level State Electronic Drum Level Indicator
NCGS	Plant & Machinery	STARTER PANEL FOR 2 HP COAL CRUSHER MOTOR, SCH6742
NCGS	Plant & Machinery	33 kV Isolators
NCGS	Plant & Machinery	INSTALLN.OF INDICATOR/RECEIVER OF STEAM PRESSUE
NCGS	Plant & Machinery	VENTILATING PLANT FOR TURBINE HOUSE
NCGS	Plant & Machinery	1 NO.7.5 TONNE COAL GRABBING CRANE FOR ADDL. C.H.P. NO. 3 CRANE AT COALYARD



Location	Asset Type	Description
NCGS	Plant & Machinery	Cost of Ash Trap No 2
NCGS	Plant & Machinery	CHP - CENTRIFUGAL PUMP WITH MOTOR FOR WAGON TIPPLER UNIT
NCGS	Plant & Machinery	1 -Stirrer Unit for Chemical Preparation Tank No 1
NCGS	Plant & Machinery	F.D. CONTROL SYSTEM
NCGS	Plant & Machinery	ACID PHOSPHATE DOSING EQUIP.FOR WATER TREAT. PLANT
NCGS	Plant & Machinery	CONSTRUCTION OF NEUTRALISING PIT [2Z2044]
NCGS	Plant & Machinery	2 1/4" STEEL NEEDLE TYPE ISOLATING VALVE FOR B 7
NCGS	Plant & Machinery	3 HP MOTORS WITH STARTERS & RAILS
NCGS	Plant & Machinery	FRED TOWN RADIAL DRILLING MACHINE
NCGS	Plant & Machinery	TRANSFORMER TYPE ARC WELDING SET
NCGS	Plant & Machinery	TOOLS & WORK EQUIPMENT
NCGS	Plant & Machinery	3 PANEL 33 KV INDOOR TYPE SINGLE BUSBAR SW.BOARD VACUUM CB
NCGS	Plant & Machinery	2 NOS.MV TYPE AMMETERS
NCGS	Plant & Machinery	CHP - EXTENSION TO NO.2 BELT CONVEYOR
NCGS	Plant & Machinery	D M PLANT NEW MCC BOARD
NCGS	Plant & Machinery	SPARE FOR 105 H.P. FAN MOTOR
NCGS	Plant & Machinery	CHP - 75 Nos. 3.5lpm Stainless Steel Spray Nozzle with Housing
NCGS	Plant & Machinery	SPLIT CASING HORIZONTAL PUMP
NCGS	Plant & Machinery	Portable Fire Extinguishers [2N271561]
NCGS	Plant & Machinery	MULSIFYRE PROTECTION OF TRANSFORMER/TURBINE
NCGS	Plant & Machinery	DE-LAVAL CENTRIFUGAL OIL SEPARATOR
NCGS	Plant & Machinery	7.5 HP TEFC SQ. CAGE MOTOR FOR CONVEYOR 11&12
NCGS	Plant & Machinery	PROCUREMENT & FITTING OF PAE PANS - 2NOS
NCGS	Plant & Machinery	ADDL. C.H.P. INCLUDING STRUCTURES
NCGS	Plant & Machinery	CHP - LIFTING BEAM & TRAVELLING TROLLEY FOR CRUSHER NO.3
NCGS	Plant & Machinery	CONCRETE OVERHEAD TANK
NCGS	Plant & Machinery	50 MW TURBO ALTERNATOR NO.4 M/C INCLU.ERECTION COST
NCGS	Plant & Machinery	TURBO ALTERNATOR BLOCK NO.4 - HCC
NCGS	Plant & Machinery	2 NOS.C.W. PUMPS, SCREENS & PEN STOCKS FOR STAGE III
NCGS	Plant & Machinery	STIRRER FOR CAUSTIC PREPARATION TANK FOR DM PLANT
NCGS	Plant & Machinery	FIRE FIGHTING EQUIPMENT - STORES
NCGS	Plant & Machinery	FIRE FIGHTING EQUIPMENT
NCGS	Plant & Machinery	PORTABLE DIGITAL MILIVOLT CALIBRATOR - LAXON
NCGS	Plant & Machinery	1 - Digital Visible Spectro Photometer
NCGS	Plant & Machinery	RESISTANCE BULBS & SHEATHS MODEL 37/MS
NCGS	Plant & Machinery	PYROMETER & SINGLE POINT TEMPERATURE RECORDER
NCGS	Plant & Machinery	TRANSFORMERS

Location	Asset Type	Description
NCGS	Plant & Machinery	400 V SWITCH GEAR FOR WORKSHOP
NCGS	Plant & Machinery	TRANSDUCER WITH INDICATING INSTRUMENT
NCGS	Plant & Machinery	33 KV SWICH GEAR & ACCESSORIES FOR STAGE III EXTN. -METROVICS
NCGS	Plant & Machinery	132 KV SF6 CIRCUIT BREAKER
NCGS	Plant & Machinery	LOOSE EQUIPMENT FOR 33 KV SYSTEM
NCGS	Plant & Machinery	HIGH PRESSURE JETTING EQUIP.& ALUMINIUM LADDER
NCGS	Plant & Machinery	BECON PUMP NO. 8140226
NCGS	Plant & Machinery	Cost of Ash Trap No 2
NCGS	Plant & Machinery	PLINTH FOR AIR COMPRESSOR
NCGS	Plant & Machinery	INSTRUMENTATION & CONTROLS FOR BOILER & TURBINES
NCGS	Plant & Machinery	AUGMENTATION of Hopkinson Valves [2Z2018]
NCGS	Plant & Machinery	UPGRADATION OF HYDROVACTOR PLANT
NCGS	Plant & Machinery	INSTALLN. OF KIRLOSKAR LATHE & TRANSFORMER
NCGS	Plant & Machinery	2 Capacitor Banks SI No 2000/T/122 & 2000/T/123
NCGS	Plant & Machinery	STARTER PANEL WITH RESISTANCE BANK FOR COAL CRUSHER
NCGS	Plant & Machinery	4" DIAL MERCURY IN STEEL THERMOMETERS 3M LONG-4 NOS
NCGS	Plant & Machinery	KENETOMETERS FOR CO2 INDICATING SYSTEM FOR BOILER 7
NCGS	Plant & Machinery	NHT TYPE TRIPLE STAGE GEAR BOX FOR ASH CONVEYOR 1&2
NCGS	Plant & Machinery	MOTOR-END-HALF COUPLING FOR #3 COAL GRABBBING CRANE
NCGS	Plant & Machinery	10 CWT PASSENGER LIFT ( BOILER HOUSE )
NCGS	Plant & Machinery	2 NOS. VENTURE EJECTORS WITH NOZZLE FOR DM PLANT
NCGS	Plant & Machinery	30 MW TURBO ALTERNATOR NO. 1 & 2
NCGS	Plant & Machinery	NEW PAC TANK
NCGS	Plant & Machinery	ADDITIONAL BLIDGE PUMP
NCGS	Plant & Machinery	INSTALLN. OF SUMP PUMP IN C.W. PUMP HSE. # 2
NCGS	Plant & Machinery	C.W. PIPING & SUPPORTS FOR STAGE III EXTN.
NCGS	Plant & Machinery	DIGITAL TACHOMETER - T/A NO.4
NCGS	Plant & Machinery	DRILLING MACHINE WITH PLAIN SPINDLE 25MM
NCGS	Plant & Machinery	TRANSFORMER WELDING INSTRUMENT - COAL YARD, 300 AMPS, IN COALYARD
NCGS	Plant & Machinery	FIRE FIGHTING EQUIPMENT
NCGS	Plant & Machinery	CONTROL & INSTRUMENTATION AND SWITCH BOARDS
NCGS	Plant & Machinery	ERECTION/LAYING CABLE FOR TEE JOINT IN 500 KVA CHT
NCGS	Plant & Machinery	50 MVA 132/33 KV POWER TRANSFORMERS WITH RTCCP- T1
NCGS	Plant & Machinery	6.6 KV RESIN CAST DUAL CURRENT TRANSFORMER
NCGS	Plant & Machinery	EXTENSION TO 33 KV SWITCH GEAR - METROVICS
NCGS	Plant & Machinery	2 Lightning Arrestors
NCGS	Plant & Machinery	STATION PIPE WORK AND FEED PUMP TANKS

Location	Asset Type	Description
NCGS	Plant & Machinery	SPARE FOR 105 H.P. FAN MOTOR
NCGS	Plant & Machinery	PROCUREMENT OF MOTOR PROTECTION RELAYS FOR BOILER FAN MOTOR
NCGS	Plant & Machinery	3 Lightning Arrestor
NCGS	Plant & Machinery	HP CHEMICAL DOSING PUMP
NCGS	Plant & Machinery	1 NO 200 HP ""SAN "" MAKE SHUNTING LOCOMOTIVE
NCGS	Plant & Machinery	CTM 43 MOTOR PROTECTION RELAY
NCGS	Plant & Machinery	CHP - REFURBISHMENT OF COAL SCREEN
NCGS	Plant & Machinery	3" HOPKINGSONS MAKE HIGH LIFT SAFETY VALVES FOR BOILER
NCGS	Plant & Machinery	SPARE EXCITOR AND ARMATURE NO.4 MACHINE
NCGS	Plant & Machinery	SPARE EXCITOR AND ARMATURE NO.4 MACHINE
NCGS	Plant & Machinery	ERECTION OF INTERNAL PIPING FOR WATER TREATMENT .PLANT
NCGS	Plant & Machinery	ERECTION & FOUNDATION OF C.W.PIPES
NCGS	Plant & Machinery	SAND BLASTING & PAINTING EQUIPMENT
NCGS	Plant & Machinery	"INDIAN" MK -6, LP CHEMICAL DOSING PUMP
NCGS	Plant & Machinery	TESTING EQUIPMENT FOR WATER TREATMENT PLANT
NCGS	Plant & Machinery	PLINTH ETC.FOR ABOVE
NCGS	Plant & Machinery	2" VENTURE EJECTOR WITH 3/8" NOZZLE
NCGS	Plant & Machinery	CHP - REFURBISHMENT OF COAL CRUSHER
NCGS	Plant & Machinery	1- 1350 LPH capacity ""MAB" portable oil centrifuge
NCGS	Plant & Machinery	4 DIGIT 3 1/2" DISPLAY DIGITAL TACHOMETER-T/A NO.1
NCGS	Plant & Machinery	Cost of 1-ADCO Muffle Furnace for Laboratory
NCGS	Plant & Machinery	17 1/4 FT CENTRE LATHE – WEIPERT
NCGS	Plant & Machinery	FRED TOWN RADIAL DRILLING MACHINE
NCGS	Plant & Machinery	TOOL POST GRINDER
NCGS	Plant & Machinery	50 HP MOTOR FOR WAGON TIPPLER
NCGS	Plant & Machinery	UPGRADATION OF PAGING SYSTEM
NCGS	Plant & Machinery	230V 500 Ah Station Battery
NCGS	Plant & Machinery	CONTROL/RELAY/INDOOR BOARD FOR 33KV SW.BOARD 4 PANEL
NCGS	Plant & Machinery	33 KV SWITCH GEAR MAIN & AUXILIARY
NCGS	Plant & Machinery	132 KV PT
NCGS	Plant & Machinery	ACID TRANSFER TANK FOR DEMINERALISATION PLANT
NCGS	Plant & Machinery	L.P. CHEMICAL DOSING PUMP SETS - 3 NOS.
NCGS	Plant & Machinery	HIGH PRESSURE PUMP
NCGS	Plant & Machinery	WEDA SUBMERSIBLE SUMP PUMP WITH MOTOR
NCGS	Plant & Machinery	CHP - M-504 portable Sump pump with 5 HP Motot for dewatering Coal Pit
NCGS	Plant & Machinery	INSTALLTION 8 ALARM INDICATORS
NCGS	Plant & Machinery	Level State Electronic Drum Level Indicator

Location	Asset Type	Description
NCGS	Plant & Machinery	CONVEYOR BELT VULCANIZING EQUIPMENT
NCGS	Plant & Machinery	T/A 3 AIR COOLER (BOTTOM BANK ) RETUBING
NCGS	Plant & Machinery	3 phase Isolator
NCGS	Plant & Machinery	WEDA SUBMERSIBLE SUMP PUMP NEAR WAGON TIPPLER
NCGS	Plant & Machinery	CHP - M-504 portable Sump pump with 5 HP Motor for dewatering Coal Pit
NCGS	Plant & Machinery	UNFILTERED WATER TREATMENT PLANT
NCGS	Plant & Machinery	BOILER NOS. 1,2 & 3 ( BABCOCK & WILCOX )
NCGS	Plant & Machinery	MATHER & PLATT BOILER FEED PUMP WITH ACCS.
NCGS	Plant & Machinery	FOUNDATION FOR C.W. PIPING INTERCON. THE C.W.SYSTEM
NCGS	Plant & Machinery	PIPELINES FOR WATER TREATMENT PLANT
NCGS	Plant & Machinery	1- Bomb Calorimeter & accessories
NCGS	Plant & Machinery	4 PANEL 33 KV INDOOR TYPE SINGLE BUSBAR SW.BOARD
NCGS	Plant & Machinery	EXTN. AC TURB.HOUSE LIGHTING & HEATING SW BOARD
NCGS	Plant & Machinery	ADDITIONAL 33 KV FEEDER SWITCH -METROVICS
NCGS	Plant & Machinery	SPARE 75 HP 1475 RPM SECONDARY AIR FAN FOR BOILER
NCGS	Plant & Machinery	1 ESP TRANSFORMER (BHEL MAKE 70 KV)
NCGS	Plant & Machinery	125 HP ID FAN MOTOR
NCGS	Plant & Machinery	ASH BUNKER NO. 3 & ASH CONVEYOR PLANT EXTENSION
NCGS	Plant & Machinery	HOPKINGSONS MAKE VALVES OF SIZE 20MM AND 1"
NCGS	Plant & Machinery	4 CONSTANT HEAD UNITS
NCGS	Plant & Machinery	2 NOS. GUN DRILLS, 12.5 MM MAX
NCGS	Plant & Machinery	140 TON JESSOP JETTY GANTRY CRANE
NCGS	Plant & Machinery	CHP - ALLENBERY WORKS MAKE GEAR BOX FOR ROTARY FEED TABLE
NCGS	Plant & Machinery	ADDL. C.H.P. INCLUDING STRUCTURES
NCGS	Plant & Machinery	ONE INDUSTRIAL VACUUM CLEANER WITH ACCESS.
NCGS	Plant & Machinery	ANGLE GRINDER (CARD NOT LOCATED)
NCGS	Plant & Machinery	1- Kirloskar make Split Casing Centrifugal Pump for Wagon Tripper
NCGS	Plant & Machinery	HORIZONTAL SPLIT CASING CENTRIFUGAL PUMP
NCGS	Plant & Machinery	MOTOR-END-HALF COUPLING
NCGS	Plant & Machinery	15HP TEFC SQUIRREL CAGE MOTOR FOR ASH CONV. DRIVE
NCGS	Plant & Machinery	WASP CENTRIFUGAL PUMP
NCGS	Plant & Machinery	COAL HANDLING PLANT EXTENSION FOR BOILER 7 & 8
NCGS	Plant & Machinery	CHP - VIBRATING SCREEN STYLE M-11
NCGS	Plant & Machinery	BOILER NOS. 7 & 8 INCLUDING COST OF ERECTION (BABCOCK & WILCOX)
NCGS	Plant & Machinery	Neutralising Pit [2Z2044]
NCGS	Plant & Machinery	Cost of 1 Mineral oil Purification Plant
NCGS	Plant & Machinery	REVOMET.HOUSING INCL.MAGNETIC SENSOR & RED POINTER

Location	Asset Type	Description
NCGS	Plant & Machinery	MOTOR DRIVEN D.C. WELDING MACHINE - WORKSHOP
NCGS	Plant & Machinery	3- 45 Litres Fire Extinguisher
NCGS	Plant & Machinery	ULTRA VOILET LAMPS FOR DETECTION OF LEAKAGE - 2 NOS
NCGS	Plant & Machinery	MULSIFYRE CONTROLS
NCGS	Plant & Machinery	HEAVY DUTY HACK SAWING MACHINE
NCGS	Plant & Machinery	TRANSFORMERS
NCGS	Plant & Machinery	50 MVA 132/33 KV POWER TRANSFORMERS WITH RTCCP- T3
NCGS	Plant & Machinery	MULTICORE CONTROL CABLES
NCGS	Plant & Machinery	33 KV SWITCH GEAR MAIN & AUXILIARY
NCGS	Plant & Machinery	132 KV LIGHTING ARRESTOR
NCGS	Plant & Machinery	132 KV 1600 AMP ISOLATER
NCGS	Plant & Machinery	LOOSE EQUIPMENT FOR 33 KV SYSTEM
NCGS	Plant & Machinery	ELIMINATING 33 KV SWICH GEAR FOR ILLUMINATION
NCGS	Plant & Machinery	EPABX SYSTEM
NCGS	Plant & Machinery	CHP - 75 HP Squirrel Cage Induction Motor for C.H.P.
NCGS	Plant & Machinery	3 NOS. MATHER & PLATT STORAGE PUMP SETS
NCGS	Plant & Machinery	Misc Equip
NCGS	Plant & Machinery	COAL CRUSHER MOTOR, 200HP GEC
NCGS	Plant & Machinery	COMMISSIONING OF CT & VT FOR 33 KV SIEMENS BOARD
NCGS	Plant & Machinery	2 TON ELEC. HOIST WITH PUSH BUTTON STARTER AT PUMPHOUSE
NCGS	Plant & Machinery	BOILER NOS. 7 & 8 INCLUDING COST OF ERECTION (BABCOCK & WILCOX)
NCGS	Plant & Machinery	3"hopkinsons Hylif safety valve [22261300]
NCGS	Plant & Machinery	IRD PORTABLE XY VIBRATION BASE LINE RECORDER
NCGS	Plant & Machinery	HYDRAULIC PULLER COMPLETE WITH ACCESSORIES
NCGS	Plant & Machinery	1 NO ALFA LVEL MAKE 1350 LPH MODEL MAB-205 PORTABLE OIL CENTRIFUGE M/C
NCGS	Plant & Machinery	M/C PROTECTION & INSTRUMENTATION SYSTEM
NCGS	Plant & Machinery	UPGRADATION OF 18 PANEL ABB 33 KV BOARD
NCGS	Plant & Machinery	HIGH PRESSURE WATER JETTING UNITS - 2 NOS.
NCGS	Plant & Machinery	1 NO. INGERSOL RAND AIR COMPRESSOR & OTHER ACCESS.
NCGS	Plant & Machinery	STIRRER UNITS FOR LP & HP CHEM TANKS
NCGS	Plant & Machinery	30 HP SQ. CAGE INDUCTN MOTOR FOR COAL CONVEYORS 9&10
NCGS	Plant & Machinery	4 NOS CRANES NEW COSSIPORE GEN. STN. 2 MT EACH, AT SWITCHHOUSES
NCGS	Plant & Machinery	ASH BUNKER NO. 3 & ASH CONVEYOR PLANT EXTENSION
NCGS	Plant & Machinery	Extention of the existing High Voltage Water Spray System
NCGS	Plant & Machinery	ACID TRANSFER TANK FOR DM PLANT
NCGS	Plant & Machinery	PLANT TO MAKE UP WATER - EVAPORATOR PLANT
NCGS	Plant & Machinery	MUD DRUM FOR BOILER NO. 7

Location	Asset Type	Description
NCGS	Plant & Machinery	2 NOS.BASEMENT SUMP PUMPS ,TURBINE HOUSE
NCGS	Plant & Machinery	VENTURI EJECTOR WITH NOZZLE IN SERVI.WATER PUMP HSE
NCGS	Plant & Machinery	ROTA METERS
NCGS	Plant & Machinery	SET SQUARE ELEMENT FOR FURNACE
NCGS	Plant & Machinery	Upgradation of protection of NCGS Alternators
NCGS	Plant & Machinery	LABORATORY EQUIPMENT - PIPETTE, GLASSWARE ETC.
NCGS	Plant & Machinery	Cost of Voltage Stabilizer & Battery Bank
NCGS	Plant & Machinery	BLOWER WITH HOT AIR ATTACHMENT FOR CTM DEPARTMENT, 0.5 HP, PORTABLE
NCGS	Plant & Machinery	D.C. WELDING SET OF MOTOR GENERATOR TYPE, 150 AMPS, IN BOILER HOUSE
NCGS	Plant & Machinery	48V 24AH type YAMP 7 Plate Battery with battery charger, accessories
NCGS	Plant & Machinery	WORKSHOP EQUIPMENT, ASSORTED TOOLS
NCGS	Plant & Machinery	1 - Power & Control make Tap changer Control Panel
NCGS	Plant & Machinery	33 KV SWITCH GEAR MAIN & AUXILIARY- METROVICS
NCGS	Plant & Machinery	CONTROLLER & RELAY PANELS
NCGS	Plant & Machinery	1 - Light Equipment make current Trf
NCGS	Plant & Machinery	132KV,3P,1250A,31.5KA/3SEC ISOLATOR WITH SINGLE EARTH SWITCH [2N545932]
NCGS	Plant & Machinery	TATA SHUNTING LOCOMOTIVE - 1 NO.
NCGS	Plant & Machinery	Cost of Ash Trap No 2
NCGS	Plant & Machinery	40 HP INDUCTION MOTOR FOR BUNKER CONVEYOR DRIVES
NCGS	Plant & Machinery	Procurement of Portable Fire Extinguishers [2N271561]
NCGS	Plant & Machinery	Deep Tube-well at NCGS [2N232511]
NCGS	Plant & Machinery	INSTALLATION TUBEWELL [2N278411]
NCGS	Plant & Machinery	Cost of Mulsifyer System
NCGS	Plant & Machinery	CT FOR OVERHAUL. 3.3KV ACB OF NEW BOILER FEED PUMP
NCGS	Plant & Machinery	Isolator Junction Box and Hardware
NCGS	Plant & Machinery	CONTROL & INSTRUMENTATION AND SWITCH BOARDS
NCGS	Plant & Machinery	HIGH PRESSURE JETTING EQUIP.& ALUMINIUM LADDER
NCGS	Plant & Machinery	3.5 TON E.O.T. COAL GRABBING CRANE NO. (1&2) CRANES AT COALYARD
NCGS	Plant & Machinery	140 TON JESSOP JETTY GANTRY CRANE
NCGS	Plant & Machinery	CHP - 1 MODI M100 SUBMERSIBLE SUMP PUMP
NCGS	Plant & Machinery	CHP - SELF PRIMING NONCLOG PUMP 2 NOS. AT COAL CONV.3&4 PIT
NCGS	Plant & Machinery	LIME DOSING & SODIUM ALLUMINATE DOSING PUMP SET - 2
NCGS	Plant & Machinery	PLINTH FOR MAKE UP WATER PLANT
NCGS	Plant & Machinery	PLANT TO MAKE UP WATER - EVAPORATOR PLANT
NCGS	Plant & Machinery	SUBMERSIBLE WEDA SUMP PUMP AT TURBINE HSE BASEMENT
NCGS	Plant & Machinery	C.W.PUMPS, SCREWS & PEN STOCKS FOR STAGE III EXTN.
NCGS	Plant & Machinery	PROCUREMENT OF S.A FAN ROTORS

Location	Asset Type	Description
NCGS	Plant & Machinery	REVOMETER HOUSING SP.1234
NCGS	Plant & Machinery	TEMPERATURE INDICATOR
NCGS	Plant & Machinery	DIGITAL INDICATOR
NCGS	Plant & Machinery	Sinking of 200mm x 75mm x 100 M deep Tubewell
NCGS	Plant & Machinery	W & D TWIST GRINDER
NCGS	Plant & Machinery	FLUE PATH DUCTS
NCGS	Plant & Machinery	1 NO. 0-500 VOLTS INSULATION TESTER
NCGS	Plant & Machinery	ALARM CIRCUIT AND STATION BATTERY-230V,500 A H
NCGS	Plant & Machinery	CONTROL/RELAY/INDICATOR ETC. SF6 CBS
NCGS	Plant & Machinery	33kv indoortype SF6 circuit breaker [2Z200600]
NCGS	Plant & Machinery	132KV,3150A,40KA/3SEC O/D SF6 CB COMPLETE WITH SUPPORT STRUCTURE [2N545931]
NCGS	Plant & Machinery	ELECTRICAL GOODS [2N545933]
NCGS	Plant & Machinery	SUPPLY & FITTING OF COUPLING TO THE 11 KW GEC MOTOR
NCGS	Plant & Machinery	TATA INDUSTRIAL SHUNTER- 1 NO
NCGS	Plant & Machinery	Installation of WESP for Boiler No.6
NCGS	Plant & Machinery	MARK""S CHEMICAL DOSING PUMP
NCGS	Plant & Machinery	ADDITIONAL SPARE MOTOR FOR EOT 1 & 2
NCGS	Plant & Machinery	IR MAKE AIR COMPRESSOR
NCGS	Plant & Machinery	1 NO.7.5 TONNE COAL GRABBING CRANE FOR ADDL. C.H.P. NO. 3 CRANE AT COALYARD
NCGS	Plant & Machinery	DIGITAL PH METER FOR LABORATORY
NCGS	Plant & Machinery	LEAK DETECTION SYSTEM FOR SF6 BREAKER
NCGS	Plant & Machinery	GI PRESSURE GAUGE UPTO 100 PSI
NCGS	Plant & Machinery	Lamella Clarifier for Dosing Plant
NCGS	Plant & Machinery	20HP TEFC S/C IND.MOTOR FOR ROTARY FEED TABLE -CHP
NCGS	Plant & Machinery	200 HP COAL CRUSHER MOTOR GEC MAKE
NCGS	Plant & Machinery	GEC 10 HP CROSS TRAVEL MOTOR FOR COAL GRAB CRANE
NCGS	Plant & Machinery	EXTENSION OF DOWN SHOP LEADS FOR TURBINE HSE CRANE
NCGS	Plant & Machinery	R.C.PILING & SUB STRUCTURE FOR COAL CONV. TRESTLES
NCGS	Plant & Machinery	CHP - CONSTRUCTION OF COAL UNLOADING PLATFORM
NCGS	Plant & Machinery	GENERATOR NO. 3
NCGS	Plant & Machinery	50 MW TURBO ALTERNATOR NO. 3
NCGS	Plant & Machinery	WATER TREATMENT PLANT (DM PLANT), PIPELINES, PUMPS ETC.
NCGS	Plant & Machinery	JOINTING FOR C.W. PIPING
NCGS	Plant & Machinery	1 NO. FLOW METER FOR MEASURING TREATED WATER
NCGS	Plant & Machinery	100% CAP. STAND-BY PUMP FOR WATER EQUIPMENT
NCGS	Plant & Machinery	M100 Submerssible Pump with drive motor,Panel Board,LiquidLevelController



Location	Asset Type	Description
NCGS	Plant & Machinery	CHP - RAINFORCEMENT OF CONVEYOR STRUCTURE
NCGS	Plant & Machinery	POTENTIOMETRIC TEMPERATURE INDICATORS - 3 NOS.
NCGS	Plant & Machinery	1 NO. DEAD WEIGHT PRESSURE GAUGE TESTER & CALIBRATOR
NCGS	Plant & Machinery	Cost of Deep Tubewell [2N2325]
NCGS	Plant & Machinery	1000 V Insulation Tester
NCGS	Plant & Machinery	DIGITAL CONDUCTIVITY METER
NCGS	Plant & Machinery	DOUBLE CELL PHOTO ELECTRIC COLOURIMETER
NCGS	Plant & Machinery	CLIPON MULTIMETER TYPE AMMETER
NCGS	Plant & Machinery	500 V Insulation Tester
NCGS	Plant & Machinery	500 KVA AUXILIARY TRANSFORMER
NCGS	Plant & Machinery	60 HP KILBURN MAKE STAR DELTA MOTOR CONTROL PANEL
NCGS	Plant & Machinery	ADDITIONAL 33 FEEDER SWITCH METROVICS
NCGS	Plant & Machinery	EXTENSION TO 33 KV SWITCH GEAR - METROVICS
NCGS	Plant & Machinery	2 Nos. 10 MVAR Capacitor Banks
NCGS	Plant & Machinery	11 KW GEC SPARE TEFC SQUIRREL CAGE INDUC. MOTOR
NCGS	Plant & Machinery	COUNTER BEAMS FOR ELEVATOR CONVEYOR OF A. H. PLANT
NCGS	Plant & Machinery	4" DIAL MERCURY IN STEEL THERMOMETERS 3M LONG-8 NOS
NCGS	Plant & Machinery	Earthing Transformer with Capacitor Bank
NCGS	Plant & Machinery	Deep Tubewell [2N278411]
NCGS	Plant & Machinery	TRANGLE FORGED CARBON STEEL GLOBE TYPE STOP VALVE
NCGS	Plant & Machinery	8 ALARM INDICATORS
NCGS	Plant & Machinery	HIGH PRESSURE PUMP
NCGS	Plant & Machinery	Construction of Ash Traps
NCGS	Plant & Machinery	CHP - COAL CONVEYING PLANT
NCGS	Plant & Machinery	ADDL. C.H.P. INCLUDING STRUCTURES
NCGS	Plant & Machinery	INLET & OUTLET PIPING FOR .5 STAGE BOILER FEED PUMP
NCGS	Plant & Machinery	MATHER & PLATT BOILER FEED PUMP WITH ACCS.
NCGS	Plant & Machinery	PLUROVEN BOILER FEED PUMP
NCGS	Plant & Machinery	TURBINE & ANCILLIARIES
NCGS	Plant & Machinery	50 MW TURBO ALTERNATOR NO.4 M/C INCLU.ERECTION COST
NCGS	Plant & Machinery	TESTING EQUIPMENT FOR WATER TREATMENT PLANT
NCGS	Plant & Machinery	Process Upgrading of DM Plant
NCGS	Plant & Machinery	FIRE FIGHTING PUMP & ENGINE. [2Z2047]
NCGS	Plant & Machinery	Ducting, necessary Sucting Supports on the roof of the ID/FD Fan FI 2Z2049
NCGS	Plant & Machinery	PROCUREMENT, INSTALLATION & COMMISSIONING OF ROOF STORAGE PUMP
NCGS	Plant & Machinery	WATER TREATMENT PLANT (EXTN. TO DMP)
NCGS	Plant & Machinery	ELECTRICAL CONNECTION

Location	Asset Type	Description
NCGS	Plant & Machinery	500 kg Freight cum passenger Lift shaft & Machine Room
NCGS	Plant & Machinery	REVOMETER HOUSING WITH MAGNETIC SENSOR
NCGS	Plant & Machinery	4 NOS. POTENTIOMETRIC TEMPERATURE INDICATORS
NCGS	Plant & Machinery	2 NOS.DIGITAL PH METER & 1 NO. SPECTRO CALORIMETER
NCGS	Plant & Machinery	HOT AIR OVEN FOR LABORATORY
NCGS	Plant & Machinery	15 FT LOUDON BROS. LATHE
NCGS	Plant & Machinery	2 SETS SPLIT CASING PUMP-C.W.PUMP HSE. # 2
NCGS	Plant & Machinery	4 DIGIT 3 1/2" DISPLAY DIGITAL TECHOMETER T/A 3
NCGS	Plant & Machinery	FIRE FIGHTING HOSE
NCGS	Plant & Machinery	20 KVA 400/440 V ISOLATING TRANSFORMER
NCGS	Plant & Machinery	2 NOS.750 KVA TRANSFORMER (BOILER 7 & 8)
NCGS	Plant & Machinery	ACCUMULATORS
NCGS	Plant & Machinery	60 HP-NGEF-1500 RPM-TEFC S C INDUCTION MOTOR
NCGS	Plant & Machinery	SWITCH GEAR FOR WATER TREATMENT PLANT (DMP)
NCGS	Plant & Machinery	STRUCTURES (TONNE)
NCGS	Plant & Machinery	33 KV SWITCH GEAR MAIN & AUXILIARY - METROVICS
NCGS	Plant & Machinery	1 ASH CONVEYOR BELT, BLADE AND SCRAPER CLEANING ASH CONVEYOR WHILE RUNNING
NCGS	Plant & Machinery	IP & HP Turbine Blades
NCGS	Plant & Machinery	STATION PIPE WORKS, FEED PUMP & TANKS
NCGS	Plant & Machinery	1 NO. JESSOP 3.5 TON COAL GRABBING CRANE
NCGS	Plant & Machinery	8 ELECTRONIC TRANSMITTERS
NCGS	Plant & Machinery	HIGH PRESSURE JETTING EQUIP.& ALUMINIUM LADDER
NCGS	Plant & Machinery	90 HP 730 RPM MOTOR FOR COAL GRABBING CRANE
NCGS	Plant & Machinery	HIGH PRESSURE PUMP
NCGS	Plant & Machinery	Cost of Ash Trap No 2
NCGS	Plant & Machinery	ADDL. C.H.P. INCLUDING STRUCTURES
NCGS	Plant & Machinery	ADDL. C.H.P. INCLUDING STRUCTURES
NCGS	Plant & Machinery	1 - Indian mark V High Pressure Pump with one no pressure relief valve
NCGS	Plant & Machinery	BOILER NOS. 4,5 & 6 (BABCOCK & WILCOX)
NCGS	Plant & Machinery	FD FAN DAMPER CONTROL SYSTEM
NCGS	Plant & Machinery	SPARE 485 HP 3.3 KV MOTOR FOR C.W.PUMP
NCGS	Plant & Machinery	WATER TREATMENT PLANT (DM PLANT), PIPELINES, PUMPS ETC.
NCGS	Plant & Machinery	ERECTION OF TANK FOR TREATED WATER MS TANK- 40 M 3
NCGS	Plant & Machinery	KIRLOSKAR DSM3 PUMP FOR WATER TREATMENT PLANT
NCGS	Plant & Machinery	UPGRADATION OF STATION D.C. SYSTEM
NCGS	Plant & Machinery	DIGITAL TACHOMETER NO.B-2079 - T/A 4

Location	Asset Type	Description
NCGS	Plant & Machinery	PROCUREMENT OF ONE NO. OIL FILTER M/C.
NCGS	Plant & Machinery	PROCUREMENT, INSTALLATION & COMMISSIONING OF FIRE FIGHTING PUMP & ENGINE
NCGS	Plant & Machinery	NON-AUTOMATIC TEMPARATURE CONTROL EQUIPMENT
NCGS	Plant & Machinery	DRILLING MACHINE WITH PLAIN SPINDLE 25MM
NCGS	Plant & Machinery	INSTALLN. OF 2 DIGITAL TACHOMETER - T/A NO. 1 & 4
NCGS	Plant & Machinery	500 KVA TRANSFORMER (UNIT AUX.NO.4)
NCGS	Plant & Machinery	TRANSFORMERS
NCGS	Plant & Machinery	33KV TRANSFORMER FOR STAGE II STATION TRANSFORMER
NCGS	Plant & Machinery	3.3 KV SWITCH GEAR & ACCESS.FOR STAGE III EXTENSIONS - Boiler 7 & 8
NCGS	Plant & Machinery	1 - Resitech Electricals make 6KV Outdoor Neutral earthing resister
NCGS	Plant & Machinery	L.T.SWITCHES & CABLES FOR POWER SUPPLY
NCGS	Plant & Machinery	1 - Resitech Electricals make 6KV Outdoor Neutral Switch Panel
NCGS	Plant & Machinery	33 KV ISOLATOR FOR EARTHING TRANSFORMER
NCGS	Plant & Machinery	33 KV LIGHTNING ARRESTOR
NCGS	Plant & Machinery	33 KV SWICH GEAR & ACCESSORIES
NCGS	Plant & Machinery	AIR CIRCUIT BREAKER
NCGS	Plant & Machinery	DM PLANT
NCGS	Plant & Machinery	ASH CONVEYOR & STRUCTURES
NCGS	Plant & Machinery	RETROFITTING OF WET ESP
NCGS	Plant & Machinery	CIRCULATING WATER PUMP & ACCESSORIES
NCGS	Plant & Machinery	BOILER DRUM WATER LEVEL MONITOR
NCGS	Plant & Machinery	RAW WATER TANK
NCGS	Plant & Machinery	SUPERHEATER & ECONOMISER TUBES OF BOILER
NCGS	Railway Siding	RAILWAY SIDING including Yard infrastructure, tripler etc.
MLJ	Land	Land for Mulajore Generating Station and its all activities

#### Legend

<b>BBGS</b>	Budge Budge Generating Station
<b>SGS</b>	Southern Generating Station
<b>TGS</b>	Titagarh Generating Station
<b>NCGS</b>	New Cossipore Generating Station
<b>MLJ</b>	Mulajore Generating Station

#### B. All additions to fixed assets from 1 April 2017 till the Effective Date and forming part of the Generation Undertaking

It is clarified that the assets which are incidental and ancillary to the assets enumerated above shall also be considered as part of the Generation Undertaking.

## **SCHEDULE II – TERMS OF RETAIL UNDERTAKING 2 NEW PREFERENCE SHARES**

(a) **Face Value**

The Retail Undertaking 2 New Preference Shares issued pursuant to Clause 24.1.2 shall have a face value of INR 100 (Indian Rupees One hundred) per preference share.

(b) **Accumulation of dividend and convertibility**

The Retail Undertaking 2 New Preference Shares shall be non-cumulative in nature and be non-convertible.

(c) **Coupon**

The Retail Undertaking 2 New Preference Shares shall, subject to the provisions of the Articles of Association of Resulting Company 2 and subject to the provisions of the Act, confer on the holders thereof a right to a fixed preferential dividend of 0.01% (Zero point zero one per cent) per annum in priority to the dividend, if any, payable on equity shares subject to deduction of taxes at source if applicable. The Retail Undertaking 2 New Preference Shares shall not be entitled to participate in any profits in addition to the coupon rate mentioned above.

(d) **Voting Rights**

The holder of Retail Undertaking 2 New Preference Shares shall have the right to vote in accordance with Section 47 of the Companies Act, 2013.

(e) **Redemption**

The Retail Undertaking 2 New Preference Shares are redeemable at par on the expiry of 20 (twenty) years from the date of allotment thereof, provided that the Resulting Company 2 shall have the right to redeem the Retail Undertaking 2 New Preference Shares at any time within the tenure of 20 (twenty) years.

(f) **Taxation**

All payments in respect of redemption of Retail Undertaking 2 New Preference Shares shall be made after deducting or withholding taxes or duties as may be applicable.

(g) **Listing**

The Retail Undertaking 2 New Preference Shares shall not be listed on a recognised stock exchange.

(h) **Winding-up**

In the event of winding up of Resulting Company 2, the holders of Retail Undertaking 2 New Preference Shares shall have a right to receive repayment of the capital paid-up and arrears of dividend, whether declared or not, up to the commencement of winding up, in priority to any payment of capital on the equity shares out of the surplus of the Resulting Company 2 but shall not have any further right to participate in the profits or assets of the Resulting Company 2.

## Annexure -"ES 2" to Explanatory Statement

**This is an abridged prospectus containing salient features of business of the CESC Infrastructure Limited ("CIL" or "the Company") and composite scheme of arrangement involving the Company and CESC Limited.**

**THIS ABRIDGED PROSPECTUS CONTAINS 5 PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.**

**NO EQUITY SHARES ARE PROPOSED TO BE SOLD OR OFFERED PURSUANT TO THIS ABRIDGED PROSPECTUS**

You may download the composite scheme of arrangement from the websites of CESC Limited and the stock exchanges where the equity shares of CESC Limited are listed ("**Stock Exchanges**"); viz: [www.cesc.co.in](http://www.cesc.co.in); [www.nseindia.com](http://www.nseindia.com); [www.bseindia.com](http://www.bseindia.com); and [www.cse-india.com](http://www.cse-india.com).

### CESSC Infrastructure Limited

<b>Registered Office and Corporate Office:</b>	CESSC House, Chowringhee Square, Kolkata 700001	
<b>Contact Person:</b>	Mr. Subhasis Mitra	<b>Telephone:</b> +9133 66340663 / 40684
<b>E-mail:</b> <a href="mailto:secretarial@rp-sg.in">secretarial@rp-sg.in</a>	<b>CIN:</b> U70101WB2011PLC159584	

NAME OF PROMOTER OF THE COMPANY

**CESSC Limited**

### SCHEME DETAILS AND PROCEDURE

Pursuant to the Composite Scheme of Arrangement amongst the Company, Spencer's Retail Limited, Music World Retail Limited, Spen Liq Private Limited, New Rising Promoters Private Limited, CESC Limited, Haldia Energy Limited, RP-SG Retail Limited, RP-SG Business Process Services Limited and Crescent Power Limited and their respective shareholders ("**Scheme**") the Company is proposed to be amalgamated with its 100% holding parent entity i.e., CESC Limited. For the purposes of obtaining approval under Regulation 37 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the designated stock exchange is NSE.

Pursuant to the Scheme the Company shall be dissolved without being wound up. Since the Company is a wholly owned subsidiary of CESC Limited, no shares shall be issued upon amalgamation of the Company with CESC Limited.

### PROMOTERS OF COMPANY

The Promoter of the Company is CESC Limited. Entire share capital of the Company is currently held by CESC Limited.

### Top 5 (five) largest listed group companies (based on market capitalisation)

**CESSC Limited ("CESC") (CIN: L31901WB1978PLC031411; Registered Office: CESC House, Chowringhee Square, Kolkata – 700 001)**

CESC is the flagship company of the RP-Sanjiv Goenka Group. It is a fully integrated power utility engaged in the distribution of electricity across 567 square kilometers of licensed area in Kolkata and Howrah, West Bengal. It supplies electricity to over 3 million customers, both consumer household and commercial establishments.

CESC also has power generation business and interests in other various businesses including retail, business process outsourcing, information technology, real estate, entertainment, etc

**Firstsource Solutions Limited ("FSL") (CIN: L64202MH2001PLC134147; Registered Office: 5th Floor, Paradigm, 'B' wing, Mindspace, New Link Road, Malad (West), Mumbai – 400 064)**

FSL is amongst the top 3 business process outsourcing companies in India. FSL has a full range of business process management services across the business life cycle delivered through transaction processing, customer management, collections and receivables management.

**Phillips Carbon Black Limited ("PCBL") (CIN: L23109WB1960PLC024602; Registered Office: 31, Netaji Subhas Road, Kolkata- 700 001)**

PCBL is India's largest and globally seventh largest carbon black producer and has four strategically located state-of-the-art plants at Durgapur, Palej, Cochin and Mundra. PCBL has a production capacity of 4,72,000 MT per annum of carbon black along with green power capacity of 76 Megawatts (MW), and also include a dedicated capacity of Specialty Blacks of 40,000 MT per annum at Palej.

**Saregama India Limited ("SIL") (CIN: L22213WB1946PLC014346, Registered Office: 33 Jessore Road, Dum Dum, Kolkata - 700 028)**

SIL is India's largest music company with an archive of over 300,000 sound tracks. SIL has the largest music archive and catalogue in India and has evolved into one of India's premier entertainment content companies.

**Harrisons Malayalam Limited ("HML") (CIN: L01119KL1978PLC002947; Registered Office: 24/1624, Bristow Road, Willingdon Island, Cochin - 682 003)**

HML has South India's largest integrated agriculture operation with a production of about 9,000 tonnes of rubber, 20,000 tonnes of tea and 25,000 tonnes of pineapple.

## BUSINESS MODEL/BUSINESS OVERVIEW AND STRATEGY

### Overview

The Company was incorporated as a subsidiary of CESC Limited on 22 February 2011. The Company obtained certificate of commencement of business on 7 March 2011. Since incorporation, the Company is engaged, *inter alia*, in the business of promoting and supporting entities engaged in infrastructure sector including power. The Company has two wholly-owned subsidiaries, engaged in generation of thermal power in the states of West Bengal and Maharashtra with an aggregate installed capacity of 1200MW.

### Our Strategy

The strength of the Company is in its investments. The Company has two major investments in its subsidiary companies, both of which are engaged in generation of electricity by way of coal based thermal power station aggregating 1200 megawatts. Both the subsidiary companies have entered into long term fuel supply agreements and power purchase agreements (for part of the capacity in respect of one of the subsidiaries).

## BOARD OF DIRECTORS

Sr. No.	Name	Designation	Experience including current/past position held in other firms
1.	Mr. Subrata Talukdar	Director	He is a Chartered Accountant and holds a bachelor degree in commerce and an alumnus of the Kellogg School of Management, USA. He is the President & CFO - Power Group of CESC Limited, is a core member of the corporate strategy team and is also on the Board of Directors of various companies, including a listed company.
2.	Mr. Dilip Kumar Sen	Director	He holds a bachelors' degree of engineering and has more than 40 years' experience in power distribution and general management. He is presently the managing director of Quest Properties India Limited and Ranchi Power Distribution Company Limited.

Sr. No.	Name	Designation	Experience including current/past position held in other firms
3.	Ms. Gargi Chatterjea	Additional Director	She is a fellow member of the Institute of Chartered Accountants of India. She is the Chief, Corporate Regulatory Affairs (Executive Director), primarily handling tariff of both CESC Limited and Haldia Energy Limited, as well as connected legal and financial aspects.
4.	Mr. Rabi Chowdhury	Director	He is a Bachelor of Electrical Engineering from Jadavpur University in the year 1982 and is associated with the Group since 1984.  He is Managing Director of Haldia Energy Limited and Dhariwal Infrastructure Limited, the two wholly owned subsidiaries of the Company and is also on the Board of Jarong Hydro Electric Power Company Limited and Ghaziabad Power Company Limited.
5.	Mr. Pratip Chaudhuri	Independent Director	He is an Independent Director in the Board of the Company and is the former Chairman of State Bank of India. He is Independent director in CESC Limited.
6.	Mr. Santanu Bhattacharya	Independent Director	He holds a degree in Engineering and post-graduation in Management Science. Previously he has worked with Tata group and is now an Independent Director in several large companies.
7.	Mr. Khalil Ahmad Siddiqi	Additional Independent Director	He holds a degree in Engineering in the year 1959. He started his career as a Technical Assistant with CESC Limited in 1961 and after serving the company for a long period of 39 years, he retired as Executive Director (Generation and Distribution). After retirement from CESC, he worked with CESC Limited (the consultancy wing of CESC), Integrated Coal Mining Limited and also worked as an Advisor (Power) with Phillips Carbon Black Limited. He is also on the Board of various companies as independent director.

#### COMPOSITE SCHEME OF ARRANGEMENT

The proposed Scheme envisages creation of four independent listed companies and consolidation of group companies. Under the proposed Scheme, the Company is proposed to be amalgamated with its 100% with its holding parent entity i.e., CESC Limited.

Upon sanction of the Scheme by the National Company Law Tribunal and the Securities and Exchange Board of India (“SEBI”), the Company would be dissolved without being wound up. No shares shall be issued pursuant to the aforementioned amalgamation of the Company with CESC Limited.

The appointed date for the amalgamation of the Company with CESC Limited is October 1, 2017.



### Pre-Scheme Shareholding pattern \*

Sr. No.	Particulars	Pre-Scheme number of shares	% holding of Pre-Scheme
1	Promoter and Promoter Group	28,98,05,00,000	100%
2	Public	—	—
	<b>Total</b>	<b>28,98,05,00,000</b>	<b>100%</b>

\* (i.e., Shareholding pattern as on 18th May, 2017 being the date on which the Scheme is approved by the Board of Directors of CESC Limited)

### AUDITED FINANCIALS

(Rs. In crores)

Sr. No	Standalone	FY 2016-17	FY 2015-16	FY 2014-15	FY 2013-14	FY 2012-13
		(as per IGAAP)	(as per IGAAP)	(as per IGAAP)	(as per IGAAP)	(as per IGAAP)
1.	Total income from operations / investments (net)	7.43	4.46	—	—	—
2.	Net Profit / (Loss) before tax and extraordinary items	7.24	3.36	(1.67)	(1.24)	(0.82)
3.	Net Profit / (Loss) after tax and extraordinary items	7.24	3.36	(1.67)	(1.24)	(0.82)
4.	Equity Share Capital	2,688.05	2,688.05	2,443.05	2,115.05	1,188.05
5.	Reserves and Surplus	4.58	(2.66)	(6.02)	(4.34)	(3.10)
6.	Net worth	2,692.63	2,685.39	2,437.03	2,110.71	1,184.95
7.	Basic earnings per share (Rs.)	0.03	0.01	(0.01)	(0.01)	(0.01)
8.	Diluted earnings per share (Rs.)	0.03	0.01	(0.01)	(0.01)	(0.01)
9.	Return on net worth (%) [item number 3 divided by item number 6]	0.27%	0.13%	(0.07)%	(0.06)%	(0.07)%
10.	Net asset value per share (Rs.) [item number 6 divided by number of shares as at 31st March]	10.02	9.99	9.98	9.98	9.97

**Note :** The Company is not required to consolidate the financials of its subsidiaries as per Companies Act, 2013, hence the same has not been prepared and are not disclosed herein.

### INTERNAL RISK FACTORS

The Company has invested in its two wholly owned subsidiaries, both engaged in power generation. Risk inherent to power sector projects, particularly power generation projects, could adversely affect our Company's business, financial condition and results of operations. Further, the Company is also exposed to the risks affecting its two wholly owned subsidiaries such as the following:

- (1) Power is a highly regulated sector. This exposes the Company to risks with respect to changes in policies and regulations. Besides, given the nature of the industry, there is a risk of more stringent policies and norms aimed at addressing environmental concerns. This might lead to an increased cost of operations of its subsidiaries.

### SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION

- A. Total number of outstanding litigations against the company and amount involved  
**NIL**
- B. Brief details of top 5 material outstanding litigations against the company and amount involved  
**NIL**
- C. Regulatory Action, if any – disciplinary action taken by SEBI or stock exchanges against the Promoters/Group companies in last 5 financial years including outstanding action, if any  
**NIL**
- D. Brief details of outstanding criminal proceedings against Promoters  
**NIL**

### ANY OTHER IMPORTANT INFORMATION OF THE COMPANY – NIL

### DECLARATION BY THE COMPANY

We hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992 as the case may be, have been complied with and no statement made in this abridged prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as the case may be.

**This is an abridged prospectus containing salient features of business of the Spencer's Retail Limited ("the Company" or "SRL") and composite scheme of arrangement involving the Company and CESC Limited.**

**THIS ABRIDGED PROSPECTUS CONTAINS [\*] PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.**

**NO EQUITY SHARES ARE PROPOSED TO BE SOLD OR OFFERED PURSUANT TO THIS ABRIDGED PROSPECTUS**

You may download the composite scheme of arrangement from the websites of CESC Limited and the stock exchanges where the equity shares of CESC Limited are listed ("Stock Exchanges"); viz: [www.cesc.co.in](http://www.cesc.co.in); [www.nseindia.com](http://www.nseindia.com); [www.bseindia.com](http://www.bseindia.com); and [www.cse-india.com](http://www.cse-india.com).



### Spencer's Retail Limited

<b>Registered Office and Corporate Office:</b>	1st Floor, Duncan House, 31 Netaji Subhas Road, Kolkata - 700001		
<b>Contact Person:</b>	Mr. Subhasis Mitra	<b>Telephone:</b>	+9133 66340663 / 40684
<b>E-mail:</b>	secretarial@rp-sg.in		<b>CIN:</b> U51229WB2000PLC154278

#### NAME OF PROMOTER OF THE COMPANY

**CESC Limited**

#### SCHEME DETAILS AND PROCEDURE

Pursuant to the Composite Scheme of Arrangement amongst CESC Infrastructure Limited, the Company, Music World Retail Limited, Spen Liq Private Limited, New Rising Promoters Private Limited, CESC Limited, Haldia Energy Limited, RP-SG Retail Limited, RP-SG Business Process Services Limited and Crescent Power Limited and their respective shareholders ("Scheme"), the retail business undertaking of the Company is proposed to be demerged into RP-SG Retail Limited and thereafter the Company is proposed to be amalgamated with its 100% holding parent entity i.e., CESC Limited. For the purposes of obtaining approval under Regulation 37 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the designated stock exchange is National Stock Exchange of India Limited.

In consideration of the aforementioned demerger, RP-SG Retail Limited shall issue preference shares to CESC Limited. Since the Company is a wholly owned subsidiary of CESC Limited, no shares shall be issued upon amalgamation of the Company with CESC Limited. Upon amalgamation, the Company shall be dissolved without being wound up.

#### PROMOTERS OF COMPANY

The Promoter of the Company is CESC Limited. Entire share capital of the Company is currently held by CESC Limited.

#### Top 5 (five) largest listed group companies (based on market capitalisation)

**CESC Limited ("CESC") (CIN: L31901WB1978PLC031411; Registered Office: CESC House, Chowringhee Square, Kolkata – 700 001)**

CESC is the flagship company of the RP-Sanjiv Goenka Group. It is a fully integrated power utility engaged in the distribution of electricity across 567 square kilometres of licensed area in Kolkata and Howrah, West Bengal. It supplies electricity to over 3 million customers, both consumer household and commercial establishments.

CESC also has power generation business and interests in other various businesses including retail, business process outsourcing, information technology, real estate, entertainment, etc.

**Firstsource Solutions Limited ("FSL") (CIN: L64202MH2001PLC134147; Registered Office: 5th Floor, Paradigm, 'B' wing, Mindspace, New Link Road, Malad (West), Mumbai – 400 064)**

FSL is amongst the top 3 business process outsourcing companies in India. FSL has a full range of business process management services across the business life cycle delivered through transaction processing, customer management, collections and receivables management.

**Phillips Carbon Black Limited ("PCBL") (CIN: L23109WB1960PLC024602; Registered Office: 31, Netaji Subhas Road, Kolkata- 700 001)**

PCBL is India's largest and globally seventh largest carbon black producer and has four strategically located state-of-the-art plants at Durgapur, Palej, Cochin and Mundra. PCBL has a production capacity of 4,72,000 MT per annum of carbon black along with green power capacity of 76 Megawatts (MW), and also include a dedicated capacity of Specialty Blacks of 40,000 MT per annum at Palej.

**Saregama India Limited ("SIL") (CIN: L22213WB1946PLC014346, Registered Office: 33 Jessore Road, Dum Dum, Kolkata - 700 028)**

SIL is India's largest music company with an archive of over 300,000 sound tracks. SIL has the largest music archive and catalogue in India and has evolved into one of India's premier entertainment content companies.

**Harrisons Malayalam Limited ("HML") (CIN: L01119KL1978PLC002947; Registered Office: 24/1624, Bristow Road, Willingdon Island, Cochin - 682 003)**

HML has South India's largest integrated agriculture operation with a production of about 9,000 tonnes of rubber, 20,000 tonnes of tea and 25,000 tonnes of pineapple.

## BUSINESS MODEL/BUSINESS OVERVIEW AND STRATEGY

### Overview

The Company is engaged, inter alia, in developing and conducting organised retail business and operates 124 multi-brand retail stores across India, including 39 hypermarkets as of March 31, 2017. These stores cater to family needs with products ranging from groceries, home and personal care products, apparel and accessories and consumer durables and lifestyle products.

### Our Strategy

The strategy of the Company is to open additional large hyper stores in Tier I cities which will allow it to further expand its presence in existing clusters. This will also help in fully leveraging both back-end capabilities and optimizing marketing costs. Apart from this, the focus will be on improving the non-food business and in-store experience as well as building team capability to support the Company's growth plans for the business.

## BOARD OF DIRECTORS

Sr. No.	Name	Designation	Experience including current/past position held in other firms
1.	Mr. Arvind Kumar Vats	Whole-time Director	He is a chartered accountant and has nearly 22 years of work experience across various functional assignments. His work experience is diversified across various functions such as finance and accounts, legal and secretarial, taxation, commercial and strategic planning.

Sr. No.	Name	Designation	Experience including current/past position held in other firms
2.	Mr. Rajendra Jha	Director	He is presently associated with RP-SanjivGoenka Group as President (Corporate) and has experience of 40 years in different fields of corporate activities. He is a director in various RP-SanjivGoenka Group Companies.
3.	Mr. Subhasis Mitra	Director	Has over 40 years of experience in different management capacities and overseeing management functions of various companies of the RP-SanjivGoenka Group.
4.	Mr. B.L. Chandak	Director	Has over 37 years of experience in different capacities. Presently associated with RP-SanjivGoenka Group as Executive Director. He is the head of the Investor Relations and also spearheads the group's sustainability initiatives.
5.	Mr. Khalil Ahmad Siddiqi	Independent Director	He holds a degree in Engineering in the year 1959. He started his career as a Technical Assistant with CESC Limited in 1961 and after serving the company for a long period of 39 years, he retired as Executive Director (Generation and Distribution). After retirement from CESC, he worked with CESCON Limited (the consultancy wing of CESC), Integrated Coal Mining Limited and also worked as an Advisor (Power) with Phillips Carbon Black Limited. He is also on the Board of various companies as independent director.
6.	Mr. Santanu Bhattacharya	Independent Director	He holds a degree in Engineering and post-graduation in Management Science. Previously he has worked with Tata group and is now an Independent Director in several large companies.
7.	Mr. Gargi Chatterjea	Additional Director (Woman)	She is a fellow member of the Institute of Chartered Accountants of India. She is the Chief, Corporate Regulatory Affairs (Executive Director), primarily handling tariff of both CESC Limited and Haldia Energy Limited, as well as connected legal and financial aspects.

#### COMPOSITE SCHEME OF ARRANGEMENT

The proposed Scheme envisages creation of four independent listed companies and consolidation of group companies.

Under the proposed Scheme, the retail business undertaking of the Company is proposed to be demerged into RP-SG Retail Limited and thereafter the Company is proposed to be amalgamated with its 100% holding parent entity i.e., CESC Limited.

Upon sanction of the Scheme by the National Company Law Tribunal and the Securities and Exchange Board of India ("SEBI"), the Company would be dissolved without being wound up.

Upon the demerger, RP-SG Retail Limited shall issue preference shares to CESC Limited. No shares shall be issued pursuant to the aforementioned amalgamation of the Company with CESC Limited, as the Company is a wholly owned subsidiary of CESC Limited.

The appointed date for the amalgamation of the Company with CESC Limited is October 1, 2017

**Pre-Scheme Shareholding pattern \***

Sr. No.	Particulars	Pre-Scheme number of shares	% holding of Pre-Scheme
1	Promoter and Promoter Group	29,67,53,585	100%
2	Public	—	-
	<b>Total</b>	<b>29,67,53,585</b>	<b>100%</b>

\* (i.e., Shareholding pattern as on 18th May, 2017 being the date on which the Scheme is approved by the Board of Directors of CESC Limited)

**AUDITED FINANCIALS**

(Rs. In crores)

Sr. No	Standalone	FY 2016-17	FY 2015-16	FY 2014-15	FY 2013-14	FY 2012-13
		(as per Ind AS) (a)	(as per Ind AS) (b)	(Note 2) (c)	(as per IGAAP) (d)	(as per IGAAP) (e)
1.	Total income from operations (net)	2,012.38	1,796.49	1,665.70	1,451.28	1,337.75
2.	Net Profit / (Loss) before tax and extra-ordinary items (before other comprehensive income adjustments)	(107.58)	(142.52)	(151.63)	(165.80)	(198.13)
3.	Net Profit / (Loss) after tax and extraordinary items (before other comprehensive income adjustments)	(107.58)	(142.52)	(151.63)	(165.80)	(209.14)
4.	Equity Share Capital	296.75	296.75	242.80	173.43	104.06
5.	Reserves and Surplus	(1,992.75)	(1,863.37)	(1,723.17)	(1,240.71)	(1,109.59)
6.	Net worth	(1,696.00)	(1,566.62)	(1,480.37)	(1,067.28)	(1,005.53)
7.	Basic earnings per share (Rs.)	(3.63)	(5.86)	(8.70)	(15.91)	(78.46)
8.	Diluted earnings per share (Rs.)	(3.63)	(5.86)	(8.70)	(15.91)	(78.46)
9.	Return on net worth (%) [Item number 3 divided by item number 6]	Refer Note 3	Refer Note 3	Refer Note 3	Refer Note 3	Refer Note 3

(Rs. In crores)

Sr. No	Standalone	FY 2016-17	FY 2015-16	FY 2014-15	FY 2013-14	FY 2012-13
		(as per Ind AS) (a)	(as per Ind AS) (b)	(Note 2) (c)	(as per IGAAP) (d)	(as per IGAAP) (e)
10.	Net asset value per share (Rs.) [item number 6 divided by number of shares as at 31st March]	(57.15)	(52.79)	(60.97)	(61.54)	(96.63)

Sr. No	Consolidated	FY 2016-17	FY 2015-16	FY 2014-15	FY 2013-14	FY 2012-13
		(as per Ind AS) (a)	(as per Ind AS) (b)	(Note 2) (c)	(as per IGAAP) (d)	(as per IGAAP) (e)
11.	Total income from operations (net)	2,028.16	1,812.59	1,681.85	1,466.77	—
12.	Net Profit / (Loss) before tax and extra-ordinary items (before other comprehensive income adjustments)	(140.89)	(163.36)	(173.55)	(162.33)	—
13.	Net Profit / (Loss) after tax and extraordinary items (before other comprehensive income adjustments)	(140.89)	(166.73)	(173.55)	(162.33)	—
14.	Equity Share Capital	296.75	296.75	242.80	173.43	—
15.	Reserves and Surplus	(2,006.77)	(1,866.89)	(1,734.13)	(1,271.61)	—
16.	Net worth	(1,710.02)	(1,570.14)	(1,491.33)	(1,098.18)	—
17.	Basic earnings per share (Rs.)	(4.75)	(6.71)	(9.95)	(15.57)	—
18.	Diluted earnings per share (Rs.)	(4.75)	(6.71)	(9.95)	(15.57)	—
19.	Return on net worth (%) [Item number 3 divided by item number 6]	Refer Note 3	Refer Note 3	Refer Note 3	Refer Note 3	—
20.	Net asset value per share (Rs.) [item number 6 divided by number of shares as at 31st March]	(57.62)	(52.91)	(61.42)	(63.32)	—

\* The Company has voluntarily prepared the consolidated accounts.

**Note 1 :** The financial data for FY 2015-16 shown above represents re casted figures on adoption of Ind AS from 1 April 2015.

**Note 2 :** The figures in column (c) above for serial number 4 to 6 and 14 to 16 are as per Ind AS and all other figures are as per IGAAP (as applicable).

**Note 3 :** In view of negative Networth the same is not furnished.



## INTERNAL RISK FACTORS

1. ***If the Company is unable to manage its rapid growth effectively, the Company's business and financial results could be adversely affected.***

SRL's stores under operation have decreased from 182 stores as of March 31, 2012, to 124 stores as of March 31, 2017. SRL's store count has been decreasing because SRL is closing smaller store locations and simultaneously re-focusing its efforts on developing hyper stores. SRL's number of hyper stores increased from 26 as of March 31, 2012 to 39 as of March 31, 2017. SRL is looking to grow its business to benefit from the evolution in the Indian retail sector, caused by higher disposable incomes in certain sectors of Indian society, the growth in urban populations and changing shopping habits among customers, among other things. SRL's expansion plans make it dependent on economic conditions and several other factors.

The growth plans for SRL are considerable and will put significant demands on SRL's and the Company's management team and other resources. The successful implementation of this growth strategy depends on SRL's ability to locate and acquire appropriate sites on commercially reasonable terms, opening new stores in a timely manner, employ, train and retain additional store and supervisory personnel, and integrate the new stores in SRL's existing operations on a profitable basis. There can be no assurance that SRL will achieve the planned growth or that new stores will operate satisfactorily. Furthermore, any delay by landlords in handing over the possession of store sites to SRL may lead to delays in the opening of stores and impact SRL's time schedules and cause cost and time overruns. Rising real estate costs and acquisition, construction and development costs could also inhibit SRL's ability to grow. In addition, SRL's expansion in new and existing markets in India may face distribution and merchandising challenges that differ from those in SRL's current operations. To ensure operating efficiency throughout such growth will require, among other things, continued development of financial, operational and management systems and increased marketing activities. These factors could cause diversion of management attention from the expansion plans leading to delays and cost overruns and may adversely impact SRL's, and therefore the Company's business, results of operations and financial condition.

2. ***The sale of food products exposes SRL to the risk of product liability claims and adverse publicity.***

The packaging, marketing, distribution and sale of food products entail an inherent risk of contamination or deterioration, which could potentially lead to product liability, product recall and resultant adverse publicity. Such products may contain contaminants that could, in certain cases, cause illness, injury or death to consumers. SRL is not involved in manufacturing, it does not have control over the quality and standards of material and labeling declaration of the products it sells, even in relation to third party re-packers. While there are specific defenses available to retailers, like SRL, under the Food Safety and Standards Act 2006 and its Regulations (i.e., that invoices/bills from suppliers are deemed to be warranties over the products supplied), retailers are still directly liable in case of improper storage of products, selling after date of expiry. Even an inadvertent shipment of contaminated products may lead to an increased risk of exposure to product liability claims. As such, there can be no assurance that product liability claims will not be asserted against SRL or the Company in the future, that SRL will be able to avail itself of specific defenses under the Food Safety and Standards Act 2006 (e.g., the defense of a deemed warranty is not available to a retailer in relation to articles for which a license is prescribed for the sale and where the retailer failed to procure the said article from a duly licensed manufacturer, distributor and/or dealer) or that SRL will not be obligated to undertake significant product recalls. If a material product liability claim is successful, SRL's insurance may not be adequate to cover all liabilities it may incur, and SRL may not be able to continue to maintain such insurance, or obtain comparable insurance at a reasonable cost, if at all. If SRL does not have adequate insurance or contractual indemnification available, product liability claims relating to defective products could have a material adverse effect on SRL's ability to successfully market and sell its products, and on its, and therefore the Company's, business, operating results and financial condition and cash flows.

Even if a product liability claim is not successful or is not fully pursued, the publicity surrounding any alleged contamination or deterioration of the products sold by SRL could have a material adverse effect on SRL's, and therefore the Company's, goodwill, brand, image and profitability.

#### SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION

##### A. Total number of outstanding litigations against the company and amount involved

NATURE OF LITIGATION	NO. OF CASES	AMOUNT INVOLVED (IN INR)
Civil proceedings	48	12,24,68,770
Criminal proceedings	59	40,25,000
Tax matters	27	14,86,58,000
Labour	3	12,30,536

##### B. Brief details of top 5 material outstanding litigations against the company and amount involved

SR. NO.	PARTICULARS	LITIGATION FILED BY	CURRENT STATUS	AMOUNT INVOLVED (IN INR)
1.	A civil suit was filed against the Company in demand of outstanding dues and damages, after termination of a Lease Agreement dated October 5, 2006, by the Company and claim of an amount of Rs. 5 crores. An arbitration proceeding was conducted. On May 11, 2016, the award was passed against the Company and the Company was asked to pay an amount of Rs. 4.72 crores.	Savitri Leasing and Finance Limited	The Company has preferred an application under section 34 of the Arbitration Act at District Court at Jaipur. The matter is currently pending.	4,72,00,000
2.	A civil suit for recovery of Rs. 4,61,42,148 including interest of 24% per month towards cost of construction and rental loss and compensation, was filed against the Company at Hon'ble Madras High Court. The concerned property was proposed to be taken on lease by our Company, however, the commercial approval of the property did not meet our Company's requirements. Our Company therefore, terminated the lease agreement dated September 25, 2010 vide notice dated January 13, 2014.	Ramaniyam Real Estates Private Limited	The matter is currently pending before Hon'ble Madras High Court.	4,61,42,148

SR. NO.	PARTICULARS	LITIGATION FILED BY	CURRENT STATUS	AMOUNT INVOLVED (IN INR)
3.	The Revenue department <i>suo-moto</i> issued a notice dated October 25, 2010, wherein it mentioned that the Company did not register a leave and license agreement dated November 30, 2006, entered into with E-City Entertainment India Private Limited and also imposed a penalty of a value which is <i>ten times</i> the applicable stamp duty, amounting to Rs. 1,16,08,800. An appeal was filed against the order against recovery of the stamp duty amount from the company.	State of Uttar Pradesh and others	Company is in process of filling written submission before the Chief Controlling Revenue Authority.	1,16,08,800
4.	A civil suit was filed against our Company before Additional Sub Judge, North Paravur for termination of the lease agreement dated November 16, 2007 entered with A.K. Muhammad Ali, wherein claim for damages to the property, outstanding rentals and utility charges were raised amounting to Rs. 59,00,000. The order was passed against our Company on September 26, 2014, deprived of the order, our Company referred an appeal before the Hon'ble Court, Kerala.	A.K. Muhammad Ali	The matter is currently pending before the Hon'ble High Court of Kerala.	97,64,000
	A recovery suit was filed against our Company before Additional Sub Judge, North Paravoor for surrender of the premises listed in the lease agreement dated November 16, 2007 entered with A.K Muhammad Ali, wherein recovery of payment of arrears of rent and utility charges for the period from April 2012 to March 2015 amounting to Rs. 38,64,000 was raised. Our Company filed an application under section 8 of Arbitration Act for referring the matter before the Arbitrator as per aforesaid agreement, and an order was passed on June 29, 2016 realigning the matter to the Arbitrator. A civil revision was filed on November 2016 against the order.			

SR. NO.	PARTICULARS	LITIGATION FILED BY	CURRENT STATUS	AMOUNT INVOLVED (IN INR)
5.	A recovery suit was filed against our Company before Court of XVI Additional District Judge, Ranga Reddy, Malkajgiri, wherein a claim amounting to Rs. 38,72,330/- at the rate of 18% per month for outstanding common area maintenance charges was raised for the period from September 2015 to March 2017.	Colonial Construction Private Limited	Our Company is in process of filling written submission which is scheduled on July 25, 2017.	38,72,330

C. Regulatory Action, if any – disciplinary action taken by SEBI or stock exchanges against the Promoters/Group companies in last 5 financial years including outstanding action, if any  
**NIL**

D. Brief details of outstanding criminal proceedings against Promoters  
**NIL**

**ANY OTHER IMPORTANT INFORMATION OF THE COMPANY – NIL**

**DECLARATION BY THE COMPANY**

We hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992 as the case may be, have been complied with and no statement made in this abridged prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as the case may be.

**This is an abridged prospectus containing salient features of business of the Music World Retail Limited (“the Company” or “MWRL”) and composite scheme of arrangement involving the Company and CESC Limited.**

**THIS ABRIDGED PROSPECTUS CONTAINS 4 PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.**

**NO EQUITY SHARES ARE PROPOSED TO BE SOLD OR OFFERED PURSUANT TO THIS ABRIDGED PROSPECTUS**

You may download the composite scheme of arrangement from the websites of CESC Limited and the stock exchanges where the equity shares of CESC Limited are listed (“Stock Exchanges”); viz: [www.cesc.co.in](http://www.cesc.co.in); [www.nseindia.com](http://www.nseindia.com); [www.bseindia.com](http://www.bseindia.com); and [www.cse-india.com](http://www.cse-india.com).

### Music World Retail Limited

<b>Registered Office and Corporate Office:</b>	31, Netaji Subhas Road, Duncan House, Kolkata - 700001	
<b>Contact Person:</b>	Mr. Subhasis Mitra	<b>Telephone:</b> +9133 66340663 / 40684
<b>E-mail:</b> <a href="mailto:secretarial@rp-sg.in">secretarial@rp-sg.in</a>	<b>CIN:</b> U15411WB2008PLC124063	

NAME OF PROMOTER OF THE COMPANY

**Spencer’s Retail Limited**

### SCHEME DETAILS AND PROCEDURE

Pursuant to the Composite Scheme of Arrangement amongst CESC Infrastructure Limited, Spencer’s Retail Limited, the Company, Spen Liq Private Limited, New Rising Promoters Private Limited, CESC Limited, Haldia Energy Limited, RP-SG Retail Limited, RP-SG Business Process Services Limited and Crescent Power Limited and their respective shareholders and creditors (“**Scheme**”), the Company is proposed to be amalgamated with CESC Limited i.e., 100% holding parent entity of Spencer’s Retail Limited, which is 100% holding company of the Company. For the purposes of obtaining approval under Regulation 37 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the designated stock exchange is National Stock Exchange of India Limited.

Since the Company is a wholly owned subsidiary Spencer’s Retail Limited, which again is a wholly owned subsidiary of CESC Limited, no shares shall be issued upon amalgamation of the Company with CESC Limited. Upon amalgamation, the Company shall be dissolved without being wound up.

### PROMOTERS OF COMPANY

The Promoter of the Company is Spencer’s Retail Limited. Entire share capital of the Company is currently held by Spencer’s Retail Limited. Spencer’s Retail Limited is engaged, inter alia, in developing and conducting organised retail business and operates 124 multi-brand retail stores across India, including 39 hypermarkets as of March 31, 2017. These stores cater to family needs with products ranging from groceries, home and personal care products, apparel and accessories and consumer durables and lifestyle products.

### Top 5 (five) largest listed group companies (based on market capitalisation)

**CESC Limited (“CESC”) (CIN: L31901WB1978PLC031411; Registered Office: CESC House, Chowringhee Square, Kolkata – 700 001)**

CESC is the flagship company of the RP-Sanjiv Goenka Group. It is a fully integrated power utility engaged in the distribution of electricity across 567 square kilometers of licensed area in Kolkata and Howrah, West Bengal. It supplies electricity to over 3 million customers, both consumer household and commercial establishments.

CESC also has power generation business and interests in other various businesses including retail, business process outsourcing, information technology, real estate, entertainment, etc.

**Firstsource Solutions Limited ("FSL") (CIN: L64202MH2001PLC134147; Registered Office: 5th Floor, Paradigm, 'B' wing, Mindspace, New Link Road, Malad (West), Mumbai – 400 064)**

FSL is amongst the top 3 business process outsourcing companies in India. FSL has a full range of business process management services across the business life cycle delivered through transaction processing, customer management, collections and receivables management.

**Phillips Carbon Black Limited ("PCBL") (CIN: L23109WB1960PLC024602; Registered Office: 31, Netaji Subhas Road, Kolkata- 700 001)**

PCBL is India's largest and globally seventh largest carbon black producer and has four strategically located state-of-the-art plants at Durgapur, Palej, Cochin and Mundra. PCBL has a production capacity of 4,72,000 MT per annum of carbon black along with green power capacity of 76 Megawatts (MW), and also include a dedicated capacity of Specialty Blacks of 40,000 MT per annum at Palej.

**Saregama India Limited ("SIL") (CIN: L22213WB1946PLC014346, Registered Office: 33 Jessore Road, Dum Dum, Kolkata - 700 028)**

SIL is India's largest music company with an archive of over 300,000 sound tracks. SIL has the largest music archive and catalogue in India and has evolved into one of India's premier entertainment content companies.

**Harrisons Malayalam Limited ("HML") (CIN: L01119KL1978PLC002947; Registered Office:\_ 24/1624, Bristow Road, Willingdon Island, Cochin - 682 003)**

HML has South India's largest integrated agriculture operation with a production of about 9,000 tonnes of rubber, 20,000 tonnes of tea and 25,000 tonnes of pineapple.

## BUSINESS MODEL/BUSINESS OVERVIEW AND STRATEGY

### Overview

The Company was incorporated on 12 March 2008 with the Registrar of Companies, Kolkata. The main object of the Company is music and books retailing, offering a range of pre-recorded audio cassettes, blank music cassettes, vinyl records, compact discs, laser discs, compact disc roms, allied software products, music videos, digital videos, dry cell batteries, adapters, head phones and music cassettes racks, music books, magazines and all kinds of music items and accessories.

### Our Strategy

Music World Retail Limited has ceased its business operations since financial year 2013-14.

## BOARD OF DIRECTORS

Sr. No.	Name	Designation	Experience including current/past position held in other firms
1.	Mr. Sunil Kumar Sanganerla	Director	Has nearly 30 years of work experience across various functional assignments. His work experience is diversified across various functions such as finance, accounts and taxation.
2.	Mr. Rajendra Dey	Director	Presently associated with RP-Sanjiv Goenka Group as Manager – Corporate Finance and has experience of 21 years in different fields of corporate activities.

Sr. No.	Name	Designation	Experience including current/past position held in other firms
3.	Mr. G.R.M. Srikanth	Director	Post Graduate in Law (LLM) from Osmania University, Hyderabad, and PG Diploma in Intellectual Property Laws (IIT-Kharagpur) with 20 years of experience with Government Sector (Housing and Urban Development Corporation, Govt of India) for 9 years and 11 years with RP Sanjiv Goenka Group.

#### COMPOSITE SCHEME OF ARRANGEMENT

The proposed Scheme envisages creation of four independent listed companies and consolidation of group companies.

Under the proposed Scheme, the Company is proposed to be amalgamated with CESC Limited.

Upon sanction of the Scheme by the National Company Law Tribunal and the Securities and Exchange Board of India ("SEBI"), the Company would be demerged dissolved without being wound up.

No shares shall be issued pursuant to the aforementioned amalgamation of the Company with CESC Limited, as CESC Limited is 100% holding parent entity of Spencer's Retail Limited and the company is a wholly owned subsidiary of Spencer's Retail Limited.

The appointed date for the amalgamation of the Company with CESC Limited is October 1, 2017.

#### Pre-Scheme Shareholding pattern \*

Sr. No.	Particulars	Pre-Scheme number of shares	% holding of Pre-Scheme
1	Promoter and Promoter Group	50,00,000	100%
2	Public	—	—
	<b>Total</b>	<b>50,00,000</b>	<b>100%</b>

\* (i.e., Shareholding pattern as on 18th May, 2017 being the date on which the Scheme is approved by the Board of Directors of CESC Limited)

#### AUDITED FINANCIALS

(Rs. In crores)

Sr. No	Standalone	FY 2016-17	FY 2015-16	FY 2014-15	FY 2013-14	FY 2012-13
		(as per Ind AS) (a)	(as per Ind AS) (b)	(Note 2) (c)	(as per IGAAP) (d)	(as per IGAAP) (e)
1.	Total income from operations (net)	—	—	—	2.34	23.42



Sr. No	Standalone	FY 2016-17	FY 2015-16	FY 2014-15	FY 2013-14	FY 2012-13
		(as per Ind AS) (a)	(as per Ind AS) (b)	(Note 2) (c)	(as per IGAAP) (d)	(as per IGAAP) (e)
2.	Net Profit / (Loss) before tax, extraordinary items and Other Comprehensive Income (OCI) adjustments	(0.00)	0.45	(0.00)	(3.46)	(35.25)
3.	Net Profit / (Loss) after tax and extraordinary items (before OCI adjustments) and before Other Comprehensive Income (OCI) adjustments	(0.00)	0.45	(0.00)	(3.46)	(35.25)
4.	Equity Share Capital	5	5	5	5	5
5.	Reserves and Surplus	(26.04)	(26.04)	(26.49)	(26.49)	(23.03)
6.	Net worth	(21.04)	(21.04)	(21.49)	(21.49)	(18.03)
7.	Basic earnings per share (Rs.)	0.00	0.90	0.00	(6.91)	(70.50)
8.	Diluted earnings per share (Rs.)	0.00	0.90	0.00	(6.91)	(70.50)
9.	Return on net worth (%) [item number 3 divided by item number 6]	Refer Note 3	Refer Note 3	Refer Note 3	Refer Note 3	Refer Note 3
10.	Net asset value per share (Rs.) [item number 6 divided by number of shares as at 31st March]	(42.08)	(42.08)	(42.98)	(42.98)	(36.06)

**Note 1 :** The financial data for 2015-16 shown above represents recasted figures on adoption of Ind AS from 01.04.2015.

**Note 2 :** The figures in Column (c) above for Sl.No. 4 to 6 are as per Ind AS as at 01.04.2015 and all other figures are as per I-GAAP (as applicable)

**Note 3 :** As Network appearing under Sl.No.6 is negative, therefore, there will be no return on Network.

The Company does not have any subsidiary for consolidation purpose.

#### INTERNAL RISK FACTORS

Considering that Music World Retail Limited has ceased operations since financial year 2013-14, the Company is proposed to be amalgamated with CESC Limited.

#### SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION

- A. Total number of outstanding litigations against the company and amount involved  
**NIL**
- B. Brief details of top 5 material outstanding litigations against the company and amount involved  
**NIL**
- C. Regulatory Action, if any – disciplinary action taken by SEBI or stock exchanges against the Promoters/Group companies in last 5 financial years including outstanding action, if any  
**NIL**
- D. Brief details of outstanding criminal proceedings against Promoters  
**NIL**

#### ANY OTHER IMPORTANT INFORMATION OF THE COMPANY – NIL

#### DECLARATION BY THE COMPANY

We hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992 as the case may be, have been complied with and no statement made in this abridged prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as the case may be.

**This is an abridged prospectus containing salient features of business of the SpenLiq Private Limited (“the Company”) and composite scheme of arrangement involving the Company and CESC Limited.**

**THIS ABRIDGED PROSPECTUS CONTAINS 5 PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.**

**NO EQUITY SHARES ARE PROPOSED TO BE SOLD OR OFFERED PURSUANT TO THIS ABRIDGED PROSPECTUS**

You may download the composite scheme of arrangement from the websites of CESC Limited and the stock exchanges where the equity shares of CESC Limited are listed (“Stock Exchanges”); viz: [www.cesc.co.in](http://www.cesc.co.in); [www.nseindia.com](http://www.nseindia.com); [www.bseindia.com](http://www.bseindia.com); and [www.cse-india.com](http://www.cse-india.com).

### **Spen Liq Private Limited**

<b>Registered Office and Corporate Office:</b>	31 Netaji Subhas Road, P.S. Hare Street, Kolkata - 700001	
<b>Contact Person:</b>	Mr. Subhasis Mitra	<b>Telephone:</b> +9133 66340663 / 40684
<b>E-mail:</b> <a href="mailto:secretarial@rp-sg.in">secretarial@rp-sg.in</a>	<b>CIN:</b> U72900WB1995PTC075089	

NAME OF PROMOTER OF THE COMPANY

**CESC LIMITED**

#### **SCHEME DETAILS AND PROCEDURE**

Pursuant to the Composite Scheme of Arrangement amongst the Company, CESC Infrastructure Limited, Spencer’s Retail Limited, Music World Retail Limited, New Rising Promoters Private Limited, CESC Limited, Haldia Energy Limited, RP-SG Retail Limited, RP-SG Business Process Services Limited and Crescent Power Limited and their respective shareholders (“**Scheme**”), the Company is proposed to be amalgamated with RP-SG Business Process Services Limited. Immediately prior to the amalgamation, RP-SG Business Process Services Limited shall become 100% holding parent company of the Company, pursuant to demerger of the IT Undertaking from CESC Limited into RP-SG Business Process Services Limited. For the purposes of obtaining approval under Regulation 37 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the designated stock exchange is NSE.

Pursuant to the Scheme the Company shall be dissolved without being wound up. Since the Company shall be wholly owned subsidiary of RP-SG Business Process Services Limited, no shares shall be issued upon amalgamation of the Company with RP-SG Business Process Services Limited.

#### **PROMOTERS OF COMPANY**

The Promoter of the Company is CESC Limited. Entire share capital of the Company is currently held by CESC Limited.

#### **Top 5 (five) largest listed group companies (based on market capitalisation)**

**CESC Limited (“CESC”) (CIN: L31901WB1978PLC031411; Registered Office: CESC House, Chowringhee Square, Kolkata – 700 001)**

CESC is the flagship company of the RP-Sanjiv Goenka Group. It is a fully integrated power utility engaged in the distribution of electricity across 567 square kilometres of licensed area in Kolkata and Howrah, West Bengal. It supplies electricity to over 3 million customers, both consumer household and commercial establishments.

CESC also has power generation business and interests in other various businesses including retail, business process outsourcing, information technology, real estate, entertainment, etc.

**Firstsource Solutions Limited (“FSL”) (CIN: L64202MH2001PLC134147; Registered Office: 5th Floor, Paradigm, ‘B’ wing, Mindspace, New Link Road, Malad (West), Mumbai – 400 064)**

FSL is amongst the top 3 business process outsourcing companies in India. FSL has a full range of business process management services across the business life cycle delivered through transaction processing, customer management, collections and receivables management.

**Phillips Carbon Black Limited ("PCBL") (CIN: L23109WB1960PLC024602; Registered Office: 31, Netaji Subhas Road, Kolkata- 700 001)**

PCBL is India's largest and globally seventh largest carbon black producer and has four strategically located state-of-the-art plants at Durgapur, Palej, Cochin and Mundra. PCBL has a production capacity of 4,72,000 MT per annum of carbon black along with green power capacity of 76 Megawatts (MW), and also include a dedicated capacity of Specialty Blacks of 40,000 MT per annum at Palej.

**Saregama India Limited ("SIL") (CIN: L22213WB1946PLC014346, Registered Office: 33 Jessore Road, Dum Dum, Kolkata - 700 028)**

SIL is India's largest music company with an archive of over 300,000 sound tracks. SIL has the largest music archive and catalogue in India and has evolved into one of India's premier entertainment content companies.

**Harrisons Malayalam Limited ("HML") (CIN: L01119KL1978PLC002947; Registered Office: 24/1624, Bristow Road, Willingdon Island, Cochin - 682 003)**

HML has South India's largest integrated agriculture operation with a production of about 9,000 tonnes of rubber, 20,000 tonnes of tea and 25,000 tonnes of pineapple.

## BUSINESS MODEL/BUSINESS OVERVIEW AND STRATEGY

### Overview

The Company is engaged *interalia*, in the business of promoting and supporting entities which are engaged in information technology, business process outsourcing and other related business. It is the holding Company of FSL which is engaged in the business of providing business process outsourcing (BPO) services across banking and financial services, telecommunications, media and healthcare industries. The equity shares of FSL are listed on BSE and NSE.

### Our Strategy

The Company is the holding company of FSL and the operation of the Company mainly depends on its investment. Now the Company is proposed to be amalgamated with RP-SG Business Process Services Limited.

## BOARD OF DIRECTORS

Sr. No.	Name	Designation	Experience including current/past position held in other firms
1.	Mr. Harish Toshniwal	Non-Executive Director	He has 20 years of experience in areas of finance, mergers, acquisitions and corporate restructuring; presently playing a leading role in setting up new campuses for management institutes.
2.	Mr. Arun Kumar Mukherjee	Non-Executive Director	He has 25 years of corporate experience with specialization in secretarial and legal matters; also served on the board of directors of various companies.

Sr. No.	Name	Designation	Experience including current/past position held in other firms
3.	Mrs. Kusum Dadoo	Independent Director	She has done attorneyship from Calcutta High Court. She is associated with Khaitan & Co. Advocates, one of the leading firms of India, for over 35 years having expertise in Real Estate, Banking and Finance Transactions.
4.	Mr. Bhaskar Ray Chaudhuri	Independent Director	He is a Chartered Accountant and holds Bachelor degree in Commerce. He has over 40 years of experience in both staff and line function in diverse industries of which 28 years of rich experience in the Power Sector in Senior Management. He has been associated with RP-Sanjiv Goenka Group since 1980.

#### COMPOSITE SCHEME OF ARRANGEMENT

The proposed Scheme envisages creation of four independent listed companies and consolidation of group companies.

Under the proposed Scheme, the Company is proposed to be amalgamated with RP-SG Business Process Services Limited. Immediately prior to the amalgamation, RP-SG Business Process Services Limited shall become 100% holding parent company of the Company, pursuant to demerger of the IT Undertaking from CESC Limited into RP-SG Business Process Services Limited. Upon sanction of the Scheme by the National Company Law Tribunal and the Securities and Exchange Board of India ("SEBI"), the Company would be dissolved without being wound up. No shares shall be issued pursuant to the aforementioned amalgamation of the Company with RP-SG Business Process Services Limited.

The appointed date for the aforementioned amalgamation is October 1, 2017.

#### Pre-Scheme Shareholding pattern \*

Sr. No.	Particulars	Pre-Scheme number of shares	% holding of Pre-Scheme
1	Promoter and Promoter Group (CESC Limited)	47,10,28,050	100%
2	Public	—	—
	<b>Total</b>	<b>47,10,28,050</b>	<b>100%</b>

\* (i.e., Shareholding pattern as on 18th May, 2017 being the date on which the Scheme is approved by the Board of Directors of CESC Limited)

#### AUDITED FINANCIALS

(Rs. In crores)

Sr. No	Standalone	FY 2016-17	FY 2015-16	FY 2014-15	FY 2013-14	FY 2012-13
		(as per Ind AS) (a)	(as per Ind AS) (b)	(Note 2) (c)	(as per IGAAP) (d)	(as per IGAAP) (e)
1.	Total income from operations (net)	—	—	—	—	—

Sr. No	Standalone	FY 2016-17	FY 2015-16	FY 2014-15	FY 2013-14	FY 2012-13
		(as per Ind AS) (a)	(as per Ind AS) (b)	(Note 2) (c)	(as per IGAAP) (d)	(as per IGAAP) (e)
2.	Net Profit / (Loss) before tax and extraordinary items	(0.02)	(0.02)	(0.02)	(0.00)	2.90
3.	Net Profit / (Loss) after tax and extraordinary items (before OCI adjustments)	(0.02)	(0.02)	(0.02)	(0.01)	1.19
4.	Equity Share Capital	471.03	471.03	471.03	471.03	470.03
5.	Reserves and Surplus	1.08	1.10	1.12	1.14	1.15
6.	Net worth	472.11	472.13	472.15	472.17	471.18
7.	Basic earnings per share (Rs.)	0.00	0.00	0.00	0.00	4.57
8.	Diluted earnings per share (Rs.)	0.00	0.00	0.00	0.00	3.65
9.	Return on net worth (%) [item number 3 divided by item number 6]	0	0	0	0	0
10.	Net asset value per share (Rs.) [item number 6 divided by number of shares as at 31st March]	10.02	10.02	10.02	10.02	10.02

**Note 1 :** The financial data for FY 2015-16 shown above represents re casted figures on adoption of Ind AS from 1 April 2015

**Note 2 :** The figures in column (c) above for serial number 4 to 6 as per Ind AS as at 1 April 2015 and all other figures are as per IGAAP (as applicable)

**Note 3 :** The Company is not required to consolidate the financials of its subsidiaries as per Companies Act, 2013, hence the same has not been prepared and are not disclosed herein.

#### INTERNAL RISK FACTORS

The Company is the holding company of FSL and the operation of the Company mainly depends on its investment. Risk inherent to business process outsourcing business could affect our Company's business, financial condition and results of operations. Further, the Company is also exposed to the various risks affecting operation of its subsidiary FSL.

#### SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION

A. Total number of outstanding litigations against the company and amount involved

**NIL**

- B. Brief details of top 5 material outstanding litigations against the company and amount involved

**NIL**

- C. Regulatory Action, if any – disciplinary action taken by SEBI or stock exchanges against the Promoters/Group companies in last 5 financial years including outstanding action, if any

**NIL**

- D. Brief details of outstanding criminal proceedings against Promoters

**NIL**

**ANY OTHER IMPORTANT INFORMATION OF THE COMPANY – NIL**

**DECLARATION BY THE COMPANY**

We hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992 as the case may be, have been complied with and no statement made in this abridged prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as the case may be.



**This is an abridged prospectus containing salient features of business of the New Rising Promoters Private Limited("the Company") and composite scheme of arrangement involving the Company and CESC Limited.**

**THIS ABRIDGED PROSPECTUS CONTAINS 5 PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.**

**NO EQUITY SHARES ARE PROPOSED TO BE SOLD OR OFFERED PURSUANT TO THIS ABRIDGED PROSPECTUS**

You may download the composite scheme of arrangement from the websites of CESC Limited and the stock exchanges where the equity shares of CESC Limited are listed ("Stock Exchanges"); viz: [www.cesc.co.in](http://www.cesc.co.in); [www.nseindia.com](http://www.nseindia.com); [www.bseindia.com](http://www.bseindia.com); and [www.cse-india.com](http://www.cse-india.com).

### **New Rising Promoters Private Limited**

<b>Registered Office and Corporate Office:</b>	31, Netaji Subhas Road, Kolkata - 700001	
<b>Contact Person:</b>	Mr. Subhasis Mitra	<b>Telephone:</b> +9133 66340663 / 40684
<b>E-mail:</b> <a href="mailto:secretarial@rp-sg.in">secretarial@rp-sg.in</a>	<b>CIN:</b> U70109WB2010PTC156101	

NAME OF PROMOTER OF THE COMPANY

**Crescent Power Limited**

#### **SCHEME DETAILS AND PROCEDURE**

Pursuant to the Composite Scheme of Arrangement amongst CESC Infrastructure Limited, Spencer's Retail Limited, Music World Retail Limited, SpenLiq Private Limited, the Company, CESC Limited, Haldia Energy Limited, RP-SG Retail Limited, RP-SG Business Process Services Limited and Crescent Power Limited and their respective shareholders ("**Scheme**") the Company is proposed to be amalgamated with its 100% holding parent entity i.e., Crescent Power Limited. For the purposes of obtaining approval under Regulation 37 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the designated stock exchange is NSE.

Pursuant to the Scheme the Company shall be dissolved without being wound up. Since the Company is a wholly owned subsidiary of Crescent Power Limited, no shares shall be issued upon amalgamation of the Company with Crescent Power Limited.

#### **PROMOTERS OF COMPANY**

The Promoter of the Company is Crescent Power Limited. Entire share capital of the Company is currently held by Crescent Power Limited.

Crescent Power Limited belongs to the RP-Sanjiv Goenka Group and is a subsidiary of CESC Limited. It was incorporated in September 2004 with an objective of developing projects in generation and sale of electrical energy through thermal and renewable energy sources, such as wind, solar, hydro power and other non-conventional energy sources. Crescent Power Limited has since set up a 40 MW Atmospheric Fluidised Based Combustion (AFBC) thermal power project using shale and washery rejects from the adjacent captive coal mine in Sarisatoli near Asansol, West Bengal, which commenced operations in July, 2009. The power is sold in the merchant market through a power trading company.

Crescent Power Limited is also engaged in washing of coal from an adjacent washery of CESC Limited on contract basis and purchases the washery rejects from CESC Limited for consumption in its power plant.

#### **Top 5 (five) largest listed group companies (based on market capitalisation)**

**CESC Limited ("CESC") (CIN: L31901WB1978PLC031411; Registered Office: CESC House, Chowringhee Square, Kolkata – 700 001)**

CESC is the flagship company of the RP-Sanjiv Goenka Group. It is a fully integrated power utility engaged in the distribution of electricity across 567 square kilometers of licensed area in Kolkata and Howrah, West Bengal. It supplies electricity to over 3 million customers, both consumer household and commercial establishments.

CESC also has power generation business and interests in other various businesses including retail, business process outsourcing, information technology, real estate, entertainment, etc.

**Firstsource Solutions Limited ("FSL") (CIN: L64202MH2001PLC134147; Registered Office: 5th Floor, Paradigm, 'B' wing, Mindspace, New Link Road, Malad (West), Mumbai – 400 064)**

FSL is amongst the top 3 business process outsourcing companies in India. FSL has a full range of business process management services across the business life cycle delivered through transaction processing, customer management, collections and receivables management.

**Phillips Carbon Black Limited ("PCBL") (CIN: L23109WB1960PLC024602; Registered Office: 31, Netaji Subhas Road, Kolkata- 700 001)**

PCBL is India's largest and globally seventh largest carbon black producer and has four strategically located state-of-the-art plants at Durgapur, Palej, Cochin and Mundra. PCBL has a production capacity of 4,72,000 MT per annum of carbon black along with green power capacity of 76 Megawatts (MW), and also include a dedicated capacity of Specialty Blacks of 40,000 MT per annum at Palej.

**Saregama India Limited ("SIL") (CIN: L22213WB1946PLC014346, Registered Office: 33 Jessore Road, Dum Dum, Kolkata - 700 028)**

SIL is India's largest music company with an archive of over 300,000 sound tracks. SIL has the largest music archive and catalogue in India and has evolved into one of India's premier entertainment content companies.

**Harrisons Malayalam Limited ("HML") (CIN: L01119KL1978PLC002947; Registered Office: 24/1624, Bristow Road, Willingdon Island, Cochin - 682 003)**

HML has South India's largest integrated agriculture operation with a production of about 9,000 tonnes of rubber, 20,000 tonnes of tea and 25,000 tonnes of pineapple.

## BUSINESS MODEL/BUSINESS OVERVIEW AND STRATEGY

### Overview

New Rising Promoters Private Limited incorporated on 27 December 2010, became a wholly owned subsidiary of Crescent Power Limited with effect from 4 December 2015. The Company is engaged, inter alia, in the business of undertaking sports and related activities in various forms including grooming budding youngsters. The Company participated in the bid floated by the Board of Control for Cricket in India ("BCCI") for acquiring the right to operate and manage the two new Franchises for the Indian Premier League seasons of 2016 and 2017 and won the bid for the Pune franchisee.

### Our Strategy

The Company had entered into a franchisee agreement with the BCCI for operating and managing the Pune franchisee of the Indian Premier League for seasons of 2016 and 2017. The said franchisee agreement shall expire in September 2017 and the Company is proposed to be dissolved pursuant to amalgamation with Crescent Power Limited.

## BOARD OF DIRECTORS

Sr. No.	Name	Designation	Experience including current/past position held in other firms
1.	Mr. Subhasis Mitra	Director	He has over 40 years of experience in different management capacities and presently overseeing management functions of various companies of the RP-Sanjiv Goenka Group.

Sr. No.	Name	Designation	Experience including current/past position held in other firms
2.	Mr. Subrata Talukdar	Director	He is a Chartered Accountant and holds a bachelor degree in commerce and an alumnus of the Kellogg School of Management, USA. He is the President & CFO - Power Group of CESC Limited, is a core member of the corporate strategy team and is also on the Board of Directors of various companies, including a listed company.
3.	Mr. Subhrangshu Chakrabarti	Director	He is an Honours Graduate and a fellow member of the Institute of Chartered Accountants of India. He is presently associated with RP-Sanjiv Goenka Group as Executive Director (Corporate).
4.	Mr. Joyneel Mukherjee	Director	He is Group Head Corporate Communications for RP SanjivGoenka Group. He joined the Group in December 2013. He has over seventeen years of experience in brand and communications. Prior to this he worked as Senior Editor with Network Eighteen for a period of 14 years.

#### COMPOSITE SCHEME OF ARRANGEMENT

The proposed Scheme envisages creation of four independent listed companies and consolidation of group companies.

Under the proposed Scheme, the Company is proposed to be amalgamated with its 100% holding parent entity i.e., Crescent Power Limited.

Upon sanction of the Scheme by the National Company Law Tribunal, the Company would be dissolved without being wound up. No shares shall be issued pursuant to the aforementioned amalgamation of the Company with Crescent Power Limited.

The appointed date for the amalgamation of the Company with Crescent Power Limited is October 1, 2017.

#### Pre-Scheme Shareholding pattern \*

Sr. No.	Particulars	Pre-Scheme number of shares	% holding of Pre-Scheme
1	Promoter and Promoter Group	25,10,000	100%
2	Public	—	—
	<b>Total</b>	<b>25,10,000</b>	<b>100%</b>

\* (i.e., shareholding pattern as on 18th May 2017 being the date on which the Scheme is approved by the Board of Directors of CESC Limited).

## AUDITED FINANCIALS

(Rs. In crores)

Sr No	Standalone	FY 2016-17	FY 2015-16	FY 2014-15
		(as per Ind AS)	(as per Ind AS)	(Note 2)
		(a)	(b)	(c)
1.	Total income from operations (net)	51.13	—	—
2.	Net Profit / (Loss) before tax and extraordinary items	(61.34)	(2.95)	(0.01)
3.	Net Profit / (Loss) after tax and extraordinary items (before OCI adjustments)	(61.34)	(2.95)	(0.01)
4.	Equity Share Capital	0.01	0.01	0.01
5.	Reserves and Surplus	(64.30)	(2.96)	(0.01)
6.	Net worth	(64.29)	(2.95)	(0.003)
7.	Basic earnings per share (Rs.)	(61,335.00)	(2,948.00)	(13.00)
8.	Diluted earnings per share (Rs.)	(61,335.00)	(2,948.00)	(13.00)
9.	Return on net worth (%) [item number 3 divided by item number 6]	Refer Note 3	Refer Note 3	Refer Note 3
10.	Net asset value per share (Rs.) [item number 6 divided by number of shares as at 31st March]	(64,290.00)	(2,950.00)	(3.00)

**Note 1 :** The financial data for FY 2015-16 shown above represents re casted figures on adoption of Ind AS from 1 April 2015

**Note 2 :** The figures in column (c) above for serial number 4 to 6 as per Ind AS as at 1 April 2015 and all other figures are as per I-GAAP (as applicable)

**Note 3 :** In view of negative Networth the same is not furnished. The company does not have any subsidiary for consolidation purpose.

## INTERNAL RISK FACTORS

**1. The success of the business of the Company is conditional upon availability of new franchisee.**

The Company is engaged in the business of sporting activities and participated in the bid floated by the Board of Control for Cricket in India (“BCCI”) for acquiring the right to operate and manage the two new franchises for the Indian Premier League seasons of 2016 and 2017 and won the bid for one franchisee. The Company had entered into a franchisee agreement with the BCCI for operating and managing the Pune franchisee of the Indian Premier League for seasons of 2016 and 2017. The said franchisee agreement shall expire in September 2017.

**2. The return on investment majorly depends upon the performance of the franchisee in the tournament.**

The performance of the franchisee in the tournament is the key factor for success of the business.

## SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION

A. Total number of outstanding litigations against the company and amount involved

NIL

- B. Brief details of top 5 material outstanding litigations against the company and amount involved

**NIL**

- C. Regulatory Action, if any – disciplinary action taken by SEBI or stock exchanges against the Promoters/Group companies in last 5 financial years including outstanding action, if any –

**NIL**

- D. Brief details of outstanding criminal proceedings against Promoters

**NIL**

**ANY OTHER IMPORTANT INFORMATION OF THE COMPANY – NIL**

#### **DECLARATION BY THE COMPANY**

We hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992 as the case may be, have been complied with and no statement made in this abridged prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as the case may be.

**This is an abridged prospectus containing salient features of business of the Haldia Energy Limited (“the Company” or “HEL”) and composite scheme of arrangement involving the Company and CESC Limited.**

**THIS ABRIDGED PROSPECTUS CONTAINS 6 PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.**

**NO EQUITY SHARES ARE PROPOSED TO BE SOLD OR OFFERED PURSUANT TO THIS ABRIDGED PROSPECTUS**

You may download the composite scheme of arrangement from the websites of CESC Limited and the stock exchanges where the equity shares of CESC Limited are listed (“**Stock Exchanges**”); viz: [www.cesc.co.in](http://www.cesc.co.in); [www.nseindia.com](http://www.nseindia.com); [www.bseindia.com](http://www.bseindia.com); and [www.cse-india.com](http://www.cse-india.com).

### **Haldia Energy Limited**

<b>Registered Office and Corporate Office:</b>	Barick Bhawan, Sixth Floor, 8 Chittaranjan Avenue, Kolkata - 700072	
<b>Contact Person:</b>	Mr. Subhasis Mitra	<b>Telephone:</b> +9133 66340663 / 40684
<b>E-mail:</b> <a href="mailto:secretarial@rp-sg.in">secretarial@rp-sg.in</a>	<b>CIN:</b> U74210WB1994PLC066154	

NAME OF PROMOTER OF THE COMPANY

**CESC Infrastructure Limited**

#### **SCHEME DETAILS AND PROCEDURE**

Pursuant to the 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, the Company, RP-SG Retail Limited, RP-SG Business Process Services Limited and Crescent Power Limited and their respective shareholders and creditors (“**Scheme**”), the generation business undertaking of CESC Limited is proposed to be demerged into the Company and the Company shall issue its equity shares to shareholders of CESC Limited. The shares issued as consideration of demerger, shall be listed on the stock exchanges, subject to approvals under applicable laws. For the purposes of obtaining approval under Regulation 37 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the designated stock exchange is NSE.

Pursuant to the Scheme, the Company shall issue its equity shares to shareholders of CESC Limited. Subject to approvals under applicable laws, the shares issued in consideration of demerger to shareholders of CESC Limited shall be listed on the stock exchanges.

#### **PROMOTERS OF COMPANY**

The Promoter of the Company is CESC Infrastructure Limited. Entire share capital of the Company is currently held by CESC Infrastructure Limited. The Company is a step-down wholly owned subsidiary of CESC Limited, however, the Company shall become direct wholly owned subsidiary of CESC Limited pursuant to amalgamation of CESC Infrastructure Limited with CESC Limited.

#### **Top 5 (five) largest listed group companies (based on market capitalisation)**

**CESC Limited (“CESC”) (CIN: L31901WB1978PLC031411; Registered Office: CESC House, Chowringhee Square, Kolkata – 700 001)**

CESC is the flagship company of the RP-Sanjiv Goenka Group. It is a fully integrated power utility engaged in the distribution of electricity across 567 square kilometers of licensed area in Kolkata and Howrah, West Bengal. It supplies electricity to over 3 million customers, both consumer household and commercial establishments.

CESC also has power generation business and interests in other various businesses including retail, business process outsourcing, information technology, real estate, entertainment, etc.

**Firstsource Solutions Limited ("FSL") (CIN: L64202MH2001PLC134147; Registered Office: 5th Floor, Paradigm, 'B' wing, Mindspace, New Link Road, Malad (West), Mumbai – 400 064)**

FSL is amongst the top 3 business process outsourcing companies in India. FSL has a full range of business process management services across the business life cycle delivered through transaction processing, customer management, collections and receivables management.

**Phillips Carbon Black Limited ("PCBL") (CIN: L23109WB1960PLC024602; Registered Office: 31, Netaji Subhas Road, Kolkata- 700 001)**

PCBL is India's largest and globally seventh largest carbon black producer and has four strategically located state-of-the-art plants at Durgapur, Palej, Cochin and Mundra. PCBL has a production capacity of 4,72,000 MT per annum of carbon black along with green power capacity of 76 Megawatts (MW), and also include a dedicated capacity of Specialty Blacks of 40,000 MT per annum at Palej.

**Saregama India Limited ("SIL") (CIN: L22213WB1946PLC014346, Registered Office: 33 Jessore Road, Dum Dum, Kolkata - 700 028)**

SIL is India's largest music company with an archive of over 300,000 sound tracks. SIL has the largest music archive and catalogue in India and has evolved into one of India's premier entertainment content companies.

**Harrisons Malayalam Limited ("HML") (CIN: L01119KL1978PLC002947; Registered Office: \_ 24/1624, Bristow Road, Willingdon Island, Cochin - 682 003)**

HML has South India's largest integrated agriculture operation with a production of about 9,000 tonnes of rubber, 20,000 tonnes of tea and 25,000 tonnes of pineapple.

#### BUSINESS MODEL/BUSINESS OVERVIEW AND STRATEGY

##### Overview

Our Company, a 100% subsidiary of CESC Infrastructure Limited and a step down subsidiary of CESC Limited, operates a 2x300 MW coal fired thermal power project at Haldia in West Bengal. Both the units were commissioned and started commercial operation towards the end of financial year 2014-15.

##### Our Strategy

The Company owns and operates 2 x 300 MW thermal power in the State of West Bengal. The BTG package has been supplied by Sanghai Electric Company (China) using a state of art of power technology. Water is sourced from the nearby Hooghly River and the power evacuation arrangement through 400 KV twin circuit Twin Moose 89 km transmission line from plant to Power Grid Corporation India Limited substation at Subhasgram from Subhashgram through 220 kV network to CESC Ltd. The Company has entered into a long term fuel supply agreement with Mahanadi Coalfields Limited for supply of Coal. The entire power generated from the plant is supplied to CESC under a long term power purchase agreement approved by Hon'ble West Bengal Electricity Regulatory Commission. The plant operated at 77% PLF for financial year 2016-17 and currently it is operating at more than 80% of its capacity.

#### BOARD OF DIRECTORS

Sr. No.	Name	Designation	Experience including current/past position held in other firms
1.	Mr. Rajendra Jha	Director	Presently associated with RP-Sanjiv Goenka Group as President (Corporate) and has experience of 40 years in different fields of corporate activities. He is a director in various RP-Sanjiv Goenka Group Companies.



Sr. No.	Name	Designation	Experience including current/past position held in other firms
2.	Mr. Probir Kumar Bose	Director	He started his career in Dunlop India Limited where he worked for nearly 20 years and joined RPG Group. He served in different management capacities; overseeing management functions of various companies of the RP-Sanjiv Goenka Group.
3.	Mr. Bhaskar Raychaudhuri	Independent Director	He has over 40 years of experience in both staff and line function in diverse industries of which 28 years of rich experience in the Power Sector in Senior Management and has been associated with CESC Limited since 1980. Mr. Raychaudhuri worked with Indian Oxygen Limited (presently Linde India Limited), Indian Aluminium Company Limited (presently Hindalco Industries Limited) and Reckitt & Colman of India Limited (presently Reckitt, Benckiser (India) Limited).
4.	Mr. Subrata Talukdar	Director	He is a Chartered Accountant and holds a bachelor degree in commerce graduate and an alumnus of the Kellogg School of Management, USA. He is the President & CFO - Power Group of CESC Limited, is a core member of the corporate strategy team and is also on the Board of Directors of various companies, including a listed company.
5.	Mr. Jayanta Chakrabarty	Director	He is a Bachelor of Electrical Engineering and is associated with RP- Sanjiv Goenka Group since 1970.
6.	Ms. Maitrayee Sen	Additional Director	She is a Chartered Accountant is presently working in the rank of Senior Manager in CESC Limited. She has around 21 years of professional work experience in treasury and payroll. Her current role is to oversee the functioning of payroll, treasury and other management functions at CESC and Group Companies.
7.	Mr. Rabi Chowdhury	Managing Director	He is a Bachelor of Electrical Engineering from Jadavpur University in the year 1982 and is associated with the Group since 1984.  He is Managing Director of Haldia Energy Limited and Dhariwal Infrastructure Limited, the two wholly owned subsidiaries of the Company and is also on the Board of Jarong Hydro Electric Power Company Limited and Ghaziabad Power Company Limited.

Sr. No.	Name	Designation	Experience including current/past position held in other firms
8.	Ms. Rekha Sehi	Additional Independent Director	She is currently the Director General of All India Management Association (AIMA), one of the leading bodies for management in India. She started her career at the Centre for the Development of Telematics (C- dot) in 1985 and was with the Confederation of Indian Industry (CII) for 17 years before joining AIMA.
9.	Mr. Santanu Bhattacharya	Additional Independent Director	He holds a degree in Engineering and post-graduation in Management Science. Previously he has worked with Tata group and is now an Independent Director in several large companies.

#### COMPOSITE SCHEME OF ARRANGEMENT

The proposed Scheme envisages creation of four independent listed companies and consolidation of group companies. Under the proposed Scheme, the generation business undertaking of CESC Limited is proposed to be demerged into the Company and the Company shall issue its equity shares to shareholders of CESC Limited.

Upon sanction of the Scheme by the National Company Law Tribunal and the Securities and Exchange Board of India ("SEBI"), the shares issued as consideration of demerger, shall be listed on the stock exchanges.

The appointed date for the aforementioned demerger is October 1, 2017.

#### Pre-Scheme Shareholding pattern \*

Sr. No.	Particulars	Pre-Scheme number of shares	% holding of Pre-Scheme
1	Promoter and Promoter Group	120,34,41,049	100%
2	Public	—	—
	<b>Total</b>	<b>120,34,41,049</b>	<b>100%</b>

\* (i.e., shareholding pattern as on 18th May 2017 being the date on which the Scheme is approved by the Board of Directors of CESC Limited).

#### AUDITED FINANCIALS

(Rs. In crores)

Sr. No	Standalone	FY 2016-17	FY 2015-16	FY 2014-15	FY 2013-14	FY 2012-13
		(as per Ind AS) (a)	(as per Ind AS) (b)	(Note 2) (c)	(as per IGAAP) (d)	(as per IGAAP) (e)
1.	Total income from operations (net)	2,032.47	1,708.94	172.74	—	—
2.	Net Profit / (Loss) before tax and extraordinary items	376.96	296.38	(30.80)	(18.36)	(22.71)

Sr. No	Standalone	FY 2016-17	FY 2015-16	FY 2014-15	FY 2013-14	FY 2012-13
		(as per Ind AS) (a)	(as per Ind AS) (b)	(Note 2) (c)	(as per IGAAP) (d)	(as per IGAAP) (e)
3.	Net Profit / (Loss) after tax and extra-ordinary items (before OCI adjustments)	296.51	233.21	(30.80)	(18.36)	(24.04)
4.	Equity Share Capital	1,203.44	1,203.44	1,033.44	730.44	712.96
5.	Reserves and Surplus	439.08	142.95	(90.02)	(60.55)	(42.19)
6.	Net worth	1,642.52	1,346.39	943.42	669.89	670.77
7.	Basic earnings per share (Rs.)	2.46	2.25	(0.42)	(0.26)	(0.34)
8.	Diluted earnings per share (Rs.)	2.46	2.25	(0.42)	(0.26)	(0.34)
9.	Return on net worth (%) [item 3 divided by item 6]	18.05%	17.32%	(3.26)%	(2.74)%	(3.58)%
10.	Net asset value per share (Rs.) [item 6 divided by number of shares as at 31st March]	13.65	11.19	9.13	9.17	9.41

**Note 1 :** The financial data for 2015-16 shown above represents recasted figures on adoption of Ind-AS from April 1, 2015

**Note 2 :** The figures in Column (c) above for serial no 4 to 6 are as per Ind-AS as at April 1, 2015 and all other figures are as per I-GAAP (as applicable)

The Company does not have any subsidiary for consolidation purpose.

#### INTERNAL RISK FACTORS

Power is a highly regulated sector. This exposes the Company to risks with respect to changes in policies and regulations. Besides, given the nature of the industry, there is a risk of more stringent policies and norms aimed at addressing environmental concerns. This might lead to an increased cost of operations.

As regards the operations of the company, no internal risk is envisaged due to availability of coal, water and power evacuation arrangements. Payment risk is also not there since power is being supplied to CESC Limited which operates at high collection efficiency and is rated "AA" by CARE.

#### SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION

A. Total number of outstanding litigations against the company and amount involved

NATURE OF LITIGATION	NO. OF CASES	AMOUNT INVOLVED (IN INR)
Civil proceedings	13	Amount cannot be ascertained –
Criminal proceedings	6	Amount cannot be ascertained
Tax matters	–	–
Labour	–	–

B. Brief details of top 5 material outstanding litigations against the company and amount involved

SL. NO.	PARTICULARS	LITIGATION FILED BY	CURRENT STATUS	AMOUNT INVOLVED (IN INR)
1.	The Assistant Registrar of Companies, Ministry of Corporate Affairs (“MCA”) issued three Show Cause Notices (“Notices”), all dated June 17, 2013 to the Company for alleged non-compliance of certain sections of the erstwhile Companies Act, 1956 read with Accounting Standard 29 regarding the accounting treatment in respect of a Bank Guarantee of Rs. 158.48 million and disclosure of some investments in its balance sheet. Following the issue of Summons to the Company’s officers, the Company’s responses and issue of a Show Cause Notice by the MCA to the Company in the matter, the Company is in the process of seeking relief from (the Court) in terms of Section 633 of the erstwhile Companies Act, 1956.	Assistant Registrar of Companies, Ministry of Corporate Affairs	The MCA has initiated proceedings against the Company at Metropolitan Magistrate, Kolkata. The matter is currently pending.	Amount cannot be ascertained
2.	There are 13 Civil Suits pending against the Company praying for additional compensation for drawing of overhead transmission lines and laying of water pipelines.	Affected land owners	Pending at different jurisdictions	In all the afore-said cases the amount involved is not ascertainable at this stage and will not be material with respect to the volume of the business carried out by the Company.
3	There are 5 Criminal Cases pending against the Company relating to right of way for construction and maintenance of transmission lines.	Concerned land owners	Pending at different jurisdictions	In all the aforesaid cases the amount involved is not ascertainable at this stage and will not be material with respect to the volume of the business carried out by the Company.

- C. Regulatory Action, if any – disciplinary action taken by SEBI or stock exchanges against the Promoters/Group companies in last 5 financial years including outstanding action, if any –

**NIL**

- D. Brief details of outstanding criminal proceedings against Promoters

**NIL**

**ANY OTHER IMPORTANT INFORMATION OF THE COMPANY – NIL**

**DECLARATION BY THE COMPANY**

We hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992 as the case may be, have been complied with and no statement made in this abridged prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as the case may be.

**This is an abridged prospectus containing salient features of business of the RP-SG Retail Limited (“the Company”) and composite scheme of arrangement involving the Company and CESC Limited.**

**THIS ABRIDGED PROSPECTUS CONTAINS 4 PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.**

**NO EQUITY SHARES ARE PROPOSED TO BE SOLD OR OFFERED PURSUANT TO THIS ABRIDGED PROSPECTUS**

You may download the composite scheme of arrangement from the websites of CESC Limited and the stock exchanges where the equity shares of CESC Limited are listed (“Stock Exchanges”); viz: [www.cesc.co.in](http://www.cesc.co.in); [www.nseindia.com](http://www.nseindia.com); [www.bseindia.com](http://www.bseindia.com); and [www.cse-india.com](http://www.cse-india.com)

Capitalised words not defined herein shall mean the words as defined in the Scheme of Arrangement.

### **RP-SG Retail Limited**

<b>Registered Office and Corporate Office:</b>	CESC House, Chowringhee Square, Kolkata - 700001	
<b>Contact Person:</b>	Mr. Subhasis Mitra	<b>Telephone:</b> +9133 66340663 / 40684
<b>E-mail:</b> <a href="mailto:secretarial@rp-sg.in">secretarial@rp-sg.in</a>	<b>CIN:</b> U74999WB2017PLC219355	

NAME OF PROMOTER OF THE COMPANY

**CESC Limited**

### **SCHEME DETAILS AND PROCEDURE**

Pursuant to the 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, Haldia Energy Limited, the Company, RP-SG Business Process Services Limited and Crescent Power Limited and their respective shareholders (“**Scheme**”), the retail business undertaking of Spencer’s Retail Limited is proposed to be demerged into RP-SG Retail Limited and the retail business undertaking of CESC Limited is proposed to be demerged into RP-SG Retail Limited. For the purposes of obtaining approval under Regulation 37 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the designated stock exchange is National Stock Exchange of India Limited.

Pursuant to the Scheme, the Company shall issue its preferences shares and equity shares to shareholders of Spencer’s Retail Limited and CESC Limited respectively. Subject to approvals under applicable laws, the shares issued in consideration of demerger to shareholders of CESC Limited shall be listed on the stock exchanges.

### **PROMOTERS OF COMPANY**

The Promoter of the Company is CESC Limited. Entire share capital of the Company is currently held by CESC Limited.

### **Top 5 (five) largest listed group companies (based on market capitalisation)**

**CESC Limited (“CESC”) (CIN: L31901WB1978PLC031411; Registered Office: CESC House, Chowringhee Square, Kolkata – 700 001)**

CESC is the flagship company of the RP-Sanjiv Goenka Group. It is a fully integrated power utility engaged in the distribution of electricity across 567 square kilometers of licensed area in Kolkata and Howrah, West Bengal. It supplies electricity to over 3 million customers, both consumer household and commercial establishments.

CESC also has power generation business and interests in other various businesses including retail, business process outsourcing, information technology, real estate, entertainment, etc.

**Firstsource Solutions Limited (“FSL”) (CIN: L64202MH2001PLC134147; Registered Office: 5th Floor, Paradigm, ‘B’ wing, Mindspace, New Link Road, Malad (West), Mumbai – 400 064)**

FSL is amongst the top 3 business process outsourcing companies in India. FSL has a full range of business process

management services across the business life cycle delivered through transaction processing, customer management, collections and receivables management.

**Phillips Carbon Black Limited ("PCBL") (CIN: L23109WB1960PLC024602; Registered Office: 31, Netaji Subhas Road, Kolkata- 700 001)**

PCBL is India's largest and globally seventh largest carbon black producer and has four strategically located state-of-the-art plants at Durgapur, Palej, Cochin and Mundra. PCBL has a production capacity of 4,72,000 MT per annum of carbon black along with green power capacity of 76 Megawatts (MW), and also include a dedicated capacity of Specialty Blacks of 40,000 MT per annum at Palej.

**Saregama India Limited ("SIL") (CIN: L22213WB1946PLC014346, Registered Office: 33 Jessore Road, Dum Dum, Kolkata - 700 028)**

SIL is India's largest music company with an archive of over 300,000 sound tracks. SIL has the largest music archive and catalogue in India and has evolved into one of India's premier entertainment content companies.

**Harrisons Malayalam Limited ("HML") (CIN: L01119KL1978PLC002947; Registered Office: 24/1624, Bristow Road, Willingdon Island, Cochin - 682 003)**

HML has South India's largest integrated agriculture operation with a production of about 9,000 tonnes of rubber, 20,000 tonnes of tea and 25,000 tonnes of pineapple.

#### BUSINESS MODEL/BUSINESS OVERVIEW AND STRATEGY

##### Overview

The Company has been incorporated recently with an objective to engage, *inter alia*, in developing, conducting, investing and promoting organized retail.

#### BOARD OF DIRECTORS

Sr. No.	Name	Designation	Experience including current/past position held in other firms
1.	Mr. Sunil Bhandari	Director	He is a Chartered Accountant. He started his career in a Dutch multinational called Organon India Ltd and then joined RPG enterprises in Phillips Carbon Black. Subsequently, he has fulfilled a number of roles in CESC Ltd, RPG Netcom, Saregama as well as spending 7 years as executive assistant to Chairman. He is at present Executive Director Corporate looking after Group Finance & Cross Synergy.
2.	Mr. Rajarshi Banerjee	Director	He is a Chartered Accountant. He is Executive Director & Chief Financial Officer of CESC Limited. He is responsible for the overall finance functions of the Company including its project finance related activities. He is on the Board of number of group companies.



Sr. No.	Name	Designation	Experience including current/past position held in other firms
3.	Mr. Gautam Ray	Director	He is an engineer by profession and graduated from Calcutta University (Bengal Engineering College, Shibpur) and completed post-graduation in Electrical Power System, from the same Institute in 1983. Presently, he is an Executive Director (Human Resource & Administration) of CESC Limited and also heading HR function for power sector companies of RP-Sanjiv Goenka Group as President (Human Resource).

#### COMPOSITE SCHEME OF ARRANGEMENT

The proposed Scheme envisages creation of four independent listed companies and consolidation of group companies. Upon sanction of the Scheme by the National Company Law Tribunal and the Securities and Exchange Board of India ("SEBI"), the retail business undertaking of Spencer's Retail Limited is proposed to be demerged into RP-SG Retail Limited and the retail business undertaking of CESC Limited is proposed to be demerged into the Company. Thereafter, the Company shall issue its preference shares and equity shares to shareholders of Spencer's Retail Limited and CESC Limited respectively. Subject to approvals under applicable laws, the shares issued in consideration of demerger to shareholders of CESC shall be listed on the stock exchanges.

The appointed date for the demerger as above is October 1, 2017.

#### Pre-Scheme Shareholding pattern \*

Sr. No.	Particulars	Pre-Scheme number of shares	% holding of Pre-Scheme
1	Promoter and Promoter Group	50,000	100%
	<b>Total</b>	<b>50,000</b>	<b>100%</b>

\* (i.e., shareholding pattern as on 18th May 2017 being the date on which the Scheme is approved by the Board of Directors of CESC Limited)

#### AUDITED FINANCIALS

(Rs. In Lakhs)

Sr. No.	Standalone	From date of incorporation till 15 <sup>th</sup> May 2017 (as per Ind-AS)
1.	Total income from operations (net)	-
2.	Net Profit / (Loss) before tax and extraordinary items	(0.69)
3.	Net Profit / (Loss) after tax and extraordinary items (before OCI adjustments)	(0.69)
4.	Equity Share Capital	5.00
5.	Reserves and Surplus	(0.69)
6.	Net worth	4.32
7.	Basic earnings per share (Rs.)	(131.60)
8.	Diluted earnings per share (Rs.)	(131.60)

Sr. No.	Standalone	From date of incorporation till 15 <sup>th</sup> May 2017 (as per Ind-AS)
9.	Return on net worth (%) [item number 3 divided by item number 6]	Refer Note 2 below
10.	Net asset value per share (Rs.) [item number 6 divided by number of shares as at 31 <sup>st</sup> March]	8.63

**Note 1:** The Company was incorporated on 8 February 2017 and hence the financial Statements have been prepared from the date of incorporation i.e., 8 February 2017 to 15 May 2017. This being the Company's first financial statement, there are no corresponding figures for the previous periods.

**Note 2:** In view of negative Networth the same is not furnished.

The Company does not have any subsidiary for consolidation purpose.

#### INTERNAL RISK FACTORS

The Company has been incorporated recently with an objective to engage, *inter alia*, in developing, conducting, investing and promoting organized retail. However, the Company is yet to commence its operations. Once operational, the Company will be exposed to risks associated with retail sector.

#### SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION

- A. Total number of outstanding litigations against the company and amount involved – **NIL**
- B. Brief details of top 5 material outstanding litigations against the company and amount involved – **NIL**
- C. Regulatory Action, if any – disciplinary action taken by SEBI or stock exchanges against the Promoters/Group companies in last 5 financial years including outstanding action, if any – **NIL**
- D. Brief details of outstanding criminal proceedings against Promoters – **NIL**

#### ANY OTHER IMPORTANT INFORMATION OF THE COMPANY – **NIL**

#### DECLARATION BY THE COMPANY

We hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992 as the case may be, have been complied with and no statement made in this abridged prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as the case may be.

**This is an abridged prospectus containing salient features of business of the RP-SG Business Process Services Limited (“the Company”) and composite scheme of arrangement involving the Company and CESC Limited.**

**THIS ABRIDGED PROSPECTUS CONTAINS 4 PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.**

**NO EQUITY SHARES ARE PROPOSED TO BE SOLD OR OFFERED PURSUANT TO THIS ABRIDGED PROSPECTUS**

You may download the composite scheme of arrangement from the websites of CESC Limited and the stock exchanges where the equity shares of CESC Limited are listed (“Stock Exchanges”); viz: [www.cesc.co.in](http://www.cesc.co.in); [www.nseindia.com](http://www.nseindia.com); [www.bseindia.com](http://www.bseindia.com); and [www.cse-india.com](http://www.cse-india.com)

### **RP-SG Business Process Services Limited**

<b>Registered Office and Corporate Office:</b>	CESC House, Chowringhee Square, Kolkata – 700001	
<b>Contact Person:</b>	Mr. Subhasis Mitra	<b>Telephone:</b> +9133 66340663 / 40684
<b>E-mail:</b> <a href="mailto:secretarial@rp-sg.in">secretarial@rp-sg.in</a>	<b>CIN:</b> U74999WB2017PLC219318	

NAME OF PROMOTER OF THE COMPANY

**CESC Limited**

#### **SCHEME DETAILS AND PROCEDURE**

Pursuant to the Composite Scheme of Arrangement amongst CESC Infrastructure Limited, Spencer’s Retail Limited, Music World Retail Limited, SpenLiq Private Limited, New Rising Promoters Private Limited, CESC Limited, Haldia Energy Limited, RP-SG Retail Limited, Crescent Power Limited and the Company and their respective shareholders (“Scheme”), the IT business undertaking of CESC Limited is proposed to be demerged into RP-SG Business Process Services Limited. Further Spen Liq Private Limited is proposed to be amalgamated with the Company. For the purposes of obtaining approval under Regulation 37 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the designated stock exchange is National Stock Exchange of India Limited.

Pursuant to the Scheme, the Company shall issue its equity shares to shareholders of CESC Limited. Subject to approvals under applicable laws, the shares issued in consideration of demerger shall be listed on the stock exchanges.

#### **PROMOTERS OF COMPANY**

The Promoter of the Company is CESC Limited. Entire share capital of the Company is currently held by CESC Limited.

#### **Top 5 (five) largest listed group companies (based on market capitalisation)**

**CESC Limited (“CESC”) (CIN: L31901WB1978PLC031411; Registered Office: CESC House, Chowringhee Square, Kolkata – 700 001)**

CESC is the flagship company of the RP-Sanjiv Goenka Group. It is a fully integrated power utility engaged in the distribution of electricity across 567 square kilometers of licensed area in Kolkata and Howrah, West Bengal. It supplies electricity to over 3 million customers, both consumer household and commercial establishments.

CESC also has power generation business and interests in other various businesses including retail, business process outsourcing, information technology, real estate, entertainment, etc.

**Firstsource Solutions Limited (“FSL”) (CIN: L64202MH2001PLC134147; Registered Office: 5th Floor, Paradigm, ‘B’ wing, Mindspace, New Link Road, Malad (West), Mumbai – 400 064)**

FSL is amongst the top 3 business process outsourcing companies in India. FSL has a full range of business process management services across the business life cycle delivered through transaction processing, customer management, collections and receivables management.

**Phillips Carbon Black Limited (“PCBL”) (CIN: L23109WB1960PLC024602; Registered Office: 31, Netaji Subhas Road, Kolkata- 700 001)**

PCBL is India's largest and globally seventh largest carbon black producer and has four strategically located state-of-the-art plants at Durgapur, Palej, Cochin and Mundra. PCBL has a production capacity of 4,72,000 MT per annum of carbon black along with green power capacity of 76 Megawatts (MW), and also include a dedicated capacity of Specialty Blacks of 40,000 MT per annum at Palej.

**Saregama India Limited (“SIL”) (CIN: L22213WB1946PLC014346, Registered Office: 33 Jessore Road, Dum Dum, Kolkata - 700 028)**

SIL is India's largest music company with an archive of over 300,000 sound tracks. SIL has the largest music archive and catalogue in India and has evolved into one of India's premier entertainment content companies.

**Harrisons Malayalam Limited (“HML”) (CIN: L01119KL1978PLC002947; Registered Office: 24/1624, Bristow Road, Willingdon Island, Cochin - 682 003)**

HML has South India's largest integrated agriculture operation with a production of about 9,000 tonnes of rubber, 20,000 tonnes of tea and 25,000 tonnes of pineapple.

#### BUSINESS MODEL/BUSINESS OVERVIEW AND STRATEGY

##### Overview

The Company has been incorporated recently with an objective to engage, *inter alia*, in the business of promoting and supporting entities which are engaged in information technology, business process outsourcing and other related business.

#### BOARD OF DIRECTORS

Sr. No.	Name	Designation	Experience including current/past position held in other firms
1.	Mr. Rajendra Jha	Non-Executive Director	Presently associated with RP-Sanjiv Goenka Group as President (Corporate) and has experience of 40 years in different fields of corporate activities. He is a director in various RP-Sanjiv Goenka Group Companies.
2.	Mr. Subhasis Mitra	Non-Executive Director	He has over 40 years of experience in different management capacities and presently overseeing management functions of various companies of the RP-Sanjiv Goenka Group.
3.	Mr. Utpal Bhattacharyya	Non-Executive Director	He is President (Regulatory Affairs & Corporate Services) for the entire Power Sector of RP-SG Group. He is director on the Boards of a number of Group Companies. Previously he was Executive Director of CESC Limited heading Regulatory Affairs, Legal, Corporate Services and System Operations.

### COMPOSITE SCHEME OF ARRANGEMENT

Upon sanction of the Scheme by the National Company Law Tribunal and the Securities and Exchange Board of India ("SEBI"), the IT business undertaking of CESC Limited is proposed to be demerged into the Company. Thereafter, the Company shall issue its equity shares to shareholders of CESC Limited. Subject to approvals under applicable laws, the shares issued in consideration of demerger shall be listed on the stock exchanges.

The appointed date for the demerger as above is October 1, 2017.

#### Pre-Scheme Shareholding pattern \*

Sr. No.	Particulars	Pre-Scheme number of shares	% holding of Pre-Scheme
1	Promoter and Promoter Group (CESC Limited)	50,000	100%
2	Public	—	—
	<b>Total</b>	<b>50,000</b>	<b>100%</b>

\* (i.e., shareholding pattern as on 18th May 2017 being the date on which the Scheme is approved by the Board of Directors of CESC Limited)

### AUDITED FINANCIALS

(Rs. In lakhs)

Sr. No.	Standalone	From date of incorporation till 15 <sup>th</sup> May 2017 (as per Ind-AS)
1.	Total income from operations (net)	-
2.	Net Profit / (Loss) before tax and extraordinary items	(0.68)
3.	Net Profit / (Loss) after tax and extraordinary items (before OCI adjustments)	(0.68)
4.	Equity Share Capital	5.00
5.	Reserves and Surplus	(0.68)
6.	Net worth	4.32
7.	Basic earnings per share (Rs.)	(132.64)
8.	Diluted earnings per share (Rs.)	(132.64)
9.	Return on net worth (%) [item number 3 divided by item number 6]	Refer Note 2 below
10.	Net asset value per share (Rs.) [item number 6 divided by number of shares as at 31st March]	8.63

**Note 1 :** The Company was incorporated on 7 February 2017 and hence the financial statements have been prepared from the date of incorporation i.e., 7 February 2017 to 15 May 2017. This being the Company's first financial statement, there are no corresponding figures for the previous periods.

**Note 2 :** In view of negative Networth the same is not furnished.

The Company does not have any subsidiary for consolidation purpose.

### INTERNAL RISK FACTORS

The Company has been incorporated recently with an objective to engage, *inter alia*, in the business of promoting and supporting entities which are engaged in information technology, business process outsourcing and other related business. The Company is yet to commence its operations. Once operational, the Company will be exposed to risks associated with related sectors.

#### **SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION**

- A. Total number of outstanding litigations against the company and amount involved – **NIL**
- B. Brief details of top 5 material outstanding litigations against the company and amount involved – **NIL**
- C. Regulatory Action, if any – disciplinary action taken by SEBI or stock exchanges against the Promoters/Group companies in last 5 financial years including outstanding action, if any – **NIL**
- D. Brief details of outstanding criminal proceedings against Promoters – **NIL**

#### **ANY OTHER IMPORTANT INFORMATION OF THE COMPANY – NIL**

#### **DECLARATION BY THE COMPANY**

We hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992 as the case may be, have been complied with and no statement made in this abridged prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as the case may be.

**This is an abridged prospectus containing salient features of business of the Crescent Power Limited ("the Company") and composite scheme of arrangement involving the Company and CESC Limited.**

**THIS ABRIDGED PROSPECTUS CONTAINS 6 PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.**

**NO EQUITY SHARES ARE PROPOSED TO BE SOLD OR OFFERED PURSUANT TO THIS ABRIDGED PROSPECTUS**

You may download the composite scheme of arrangement from the websites of CESC Limited and the stock exchanges where the equity shares of CESC Limited are listed ("**Stock Exchanges**"); viz: [www.cesc.co.in](http://www.cesc.co.in); [www.nseindia.com](http://www.nseindia.com); [www.bseindia.com](http://www.bseindia.com); and [www.cse-india.com](http://www.cse-india.com).

### **Crescent Power Limited**

<b>Registered Office and Corporate Office:</b>	6, Church Lane, 1st Floor, Kolkata – 700001	
<b>Contact Person:</b>	Mr. Subhasis Mitra	<b>Telephone:</b> +9133 66340663 / 40684
<b>E-mail:</b> <a href="mailto:secretarial@rp-sg.in">secretarial@rp-sg.in</a>	<b>CIN:</b> U70101WB2004PLC099945	

NAME OF PROMOTER OF THE COMPANY

**CESC Limited and Integrated Coal Mining Limited**

#### **SCHEME DETAILS AND PROCEDURE**

Pursuant to the Composite Scheme of Arrangement amongst the Company, Spencer's Retail Limited, Music World Retail Limited, SpenLiq Private Limited, New Rising Promoters Private Limited, CESC Limited, Haldia Energy Limited, RP-SG Retail Limited, RP-SG Business Process Services Limited, CESC Infrastructure Limited and their respective shareholders ("**Scheme**"), the wholly owned subsidiary of the Company, i.e., New Rising Promoters Private Limited, is proposed to be amalgamated with the Company. For the purposes of obtaining approval under Regulation 37 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the designated stock exchange is NSE.

Pursuant to the Scheme, New Rising Promoters Private Limited shall be dissolved without being wound up. Since, New Rising Promoters Private Limited is a wholly owned subsidiary of the Company, no shares shall be issued upon amalgamation of New Rising Promoters Private Limited with the Company.

#### **PROMOTERS OF COMPANY**

The Promoters of the Company are CESC Limited and Integrated Coal Mining Limited, an RP-SanjivGoenka Group company, incorporated in the year 1996 under the Companies Act, 1956 and is engaged in development and operation of a coal block in the State of West Bengal since its inception for end use thermal power plants of CESC Limited.

#### **Top 5 (five) largest listed group companies (based on market capitalisation)**

**CESC Limited ("CESC") (CIN: L31901WB1978PLC031411; Registered Office: CESC House, Chowringhee Square, Kolkata – 700 001)**

CESC is the flagship company of the RP-SanjivGoenka Group. It is a fully integrated power utility engaged in the distribution of electricity across 567 square kilometers of licensed area in Kolkata and Howrah, West Bengal. It supplies electricity to over 3 million customers, both consumer household and commercial establishments.

CESC also has power generation business and interests in other various businesses including retail, business process outsourcing, information technology, real estate, entertainment, etc.

**Firstsource Solutions Limited ("FSL") (CIN: L64202MH2001PLC134147; Registered Office: 5th Floor, Paradigm, 'B' wing, Mindspace, New Link Road, Malad (West), Mumbai – 400 064)**

FSL is amongst the top 3 business process outsourcing companies in India. FSL has a full range of business process



management services across the business life cycle delivered through transaction processing, customer management, collections and receivables management.

**Phillips Carbon Black Limited ("PCBL") (CIN: L23109WB1960PLC024602; Registered Office: 31, Netaji Subhas Road, Kolkata- 700 001)**

PCBL is India's largest and globally seventh largest carbon black producer and has four strategically located state-of-the-art plants at Durgapur, Palej, Cochin and Mundra. PCBL has a production capacity of 4,72,000 MT per annum of carbon black along with green power capacity of 76 Megawatts (MW), and also include a dedicated capacity of Specialty Blacks of 40,000 MT per annum at Palej.

**Saregama India Limited ("SIL") (CIN: L22213WB1946PLC014346, Registered Office: 33 Jessore Road, Dum Dum, Kolkata - 700 028)**

SIL is India's largest music company with an archive of over 300,000 sound tracks. SIL has the largest music archive and catalogue in India and has evolved into one of India's premier entertainment content companies.

**Harrisons Malayalam Limited ("HML") (CIN: L01119KL1978PLC002947; Registered Office: 24/1624, Bristow Road, Willingdon Island, Cochin - 682 003)**

HML has South India's largest integrated agriculture operation with a production of about 9,000 tonnes of rubber, 20,000 tonnes of tea and 25,000 tonnes of pineapple.

## BUSINESS MODEL/BUSINESS OVERVIEW AND STRATEGY

### Overview

The Company belongs to the RP-Sanjiv Goenka Group and is a subsidiary of CESC Limited. It was incorporated in September 2004 with an objective of developing projects in generation and sale of electrical energy through thermal and renewable energy sources, such as wind, solar, hydro power and other non-conventional energy sources. The company has since set up a 40 MW Atmospheric Fluidised Based Combustion (AFBC) thermal power project using shale and washery rejects from the adjacent captive coal mine in Sarisatoli near Asansol, West Bengal, which commenced operations in July, 2009. The power is sold in the merchant market through a power trading company. The Company is also engaged in washing of coal from an adjacent washery of CESC Limited on contract basis and purchases the washery rejects from CESC Limited for consumption in its power plant. Further, the Company has also set up a 18 MW<sub>AC</sub> Solar Photovoltaic Power Plant in Tamil Nadu which commenced operations on 14 January 2016. Power from this project is being sold to Tamil Nadu Generation and Distribution Corporation Limited under a long term energy purchase agreement.

### Our Strategy

The strategy of the Company is to develop projects in generation and sale of electrical energy through thermal and renewable energy sources. Presently, the Company has a 40 MW Atmospheric Fluidised Based Combustion (AFBC) thermal power project at Asansol, West Bengal and the power from this project is sold in the merchant market. The Company also has a 18 MW<sub>AC</sub> Solar Photovoltaic Power Plant in Tamil Nadu which commenced operations on 14 January 2016. Power from this project is being sold to Tamil Nadu Generation and Distribution Corporation Limited under a long term energy purchase agreement.

## BOARD OF DIRECTORS

Sr. No.	Name	Designation	Experience including current/past position held in other firms
1.	Mr. Sunil Bhandari	Director	Mr Sunil Bhandari is a Chartered Accountant. He started his career in a Dutch multinational called Organon India Ltd and then joined RPG enterprises in Phillips Carbon Black. Subsequently, he has fulfilled a number of roles in CESC Ltd, RPG Netcom, Saregama as well as spending 7 years as executive assistant to Chairman. He is at present Executive Director Corporate looking after Group Finance & Cross Synergy.
2.	Mr. Rajendra Jha	Director	Presently associated with RP-SanjivGoenka Group as President (Corporate) and has experience of 40 years in different fields of corporate activities. He is a director in various RP-Sanjiv Goenka Group Companies.
3.	Mr. Subhasis Mitra	Director	Has over 40 years of experience in different management capacities and is presently overseeing management functions of various companies of the RP-Sanjiv Goenka Group.
4.	Mr. Subrata Talukdar	Director	He is a Chartered Accountant and holds a bachelor degree in commerce and an alumnus of the Kellogg School of Management, USA. He is the President & CFO - Power Group of CESC Limited, is a core member of the corporate strategy team and is also on the Board of Directors of various companies, including a listed company.
5.	Mr. Bhaskar Raychaudhuri	Independent Director	He has over 40 years of experience in both staff and line function in diverse industries of which 28 years of rich experience in the Power Sector in Senior Management and has been associated with CESC Limited since 1980. Mr. Raychaudhuri worked with Indian Oxygen Limited (presently Linde India Limited), Indian Aluminium Company Limited (presently Hindalco Industries Limited) and Reckitt & Colman of India Limited (presently Reckitt, Benckiser (India) Limited).
6.	Mr. Khalil Ahmad Siddiqi	Independent Director	He holds a degree in Engineering in the year 1959. He started his career as a Technical Assistant with CESC Limited in 1961 and after serving the company for a long period of 39 years, he retired as Executive Director (Generation and Distribution). After retirement from CESC, he worked with CESCON Limited (the consultancy wing of CESC), Integrated Coal Mining Limited and also worked as an Advisor (Power) with Phillips Carbon Black Limited. He is also on the Board of various companies as independent director.

### COMPOSITE SCHEME OF ARRANGEMENT

The proposed Scheme envisages creation of four independent listed companies and consolidation of group companies. Under the proposed Scheme, the wholly owned subsidiary of the Company, i.e., New Rising Promoters Private Limited, is proposed to be amalgamated with the Company.

Upon sanction of the Scheme by the National Company Law Tribunal and the Securities and Exchange Board of India ("SEBI"), no shares shall be issued pursuant to the aforementioned amalgamation, as New Rising Promoters Private Limited is a wholly owned subsidiary of the Company.

The appointed date for the amalgamation of New Rising Promoters Private Limited with the Company is October 1, 2017.

#### Pre-Scheme Shareholding pattern \*

Sr. No.	Particulars	Pre-Scheme number of shares	% holding of Pre-Scheme
1	Promoter and Promoter Group	6,00,00,000	100%
	<b>Total</b>	<b>6,00,00,000</b>	<b>100%</b>

\* (i.e., shareholding pattern as on 18th May 2017 being the date on which the Scheme is approved by the Board of Directors of CESC Limited)

### AUDITED FINANCIALS

(Rs. In crores)

Sr. No	Standalone	FY 2016-17	FY 2015-16	FY 2014-15	FY 2013-14	FY 2012-13
		(as per Ind AS) (a)	(as per Ind AS) (b)	(Note 2) (c)	(as per IGAAP) (d)	(as per IGAAP) (e)
1.	Total income from operations (net)	167.12	156.1	139.31	143.86	123.5
2.	Net Profit / (Loss) before tax and extraordinary items	58.04	56.39	49.46	45.96	39.5
3.	Net Profit / (Loss) after tax and extraordinary items (before OCI adjustments)	47.61	43.37	40.44	22.34	17.74
4.	Equity Share Capital	60	60	60	60	60
5.	Reserves and Surplus	196.97	149.5	106.21	64.74	42.41
6.	Net worth	256.97	209.5	166.21	124.74	102.41
7.	Basic earnings per share (Rs.)	7.93	7.23	6.74	3.72	2.96
8.	Diluted earnings per share (Rs.)	7.93	7.23	6.74	3.72	2.96
9.	Return on net worth (%) [item number 3 divided by item number 6]	18.53%	20.70%	24.33%	17.91%	17.32%
10.	Net asset value per share (Rs.) [item number 6 divided by number of shares as at 31st March]	42.83	34.92	27.70	20.79	17.07

Sr No	Consolidated	FY 2016-17	FY 2015-16
		(as per Ind AS)	(as per Ind AS)
1.	Total income from operations (net)	218.25	156.10
2.	Net Profit / (Loss) before tax and extraordinary items	(3.29)	57.42
3.	Net Profit / (Loss) after tax and extraordinary items(before OCI adjustments)	(13.73)	40.42
4.	Equity Share Capital	60.00	60.00
5.	Reserves and Surplus	132.69	146.55
6.	Net worth	192.69	206.55
7.	Basic earnings per share (Rs.)	(2.29)	6.74
8.	Diluted earnings per share (Rs.)	(2.29)	6.74
9.	Return on net worth (%) [item number 3 divided by item number 6]	(7)%	20%
10.	Net asset value per share (Rs.) [item number 6 divided by number of shares as at 31 <sup>st</sup> March]	32.12	34.43

**Note 1:** The financial data for 2015-16 shown above represents recasted figures on adoption of Ind-AS from 01.04.2015

**Note 2:** The figures in Column (c) above for serial no 4 to 6 are as per Ind-AS as at 01.04.2015 and all other figures are as per I-GAAP (as applicable)

#### INTERNAL RISK FACTORS

Power is a highly regulated sector. This exposes the Company to risks with respect to changes in policies and regulations. Besides, given the nature of the industry, there is a risk of more stringent policies and norms aimed at addressing environmental concerns. This can make it more difficult to execute new projects as well as increase the cost of operations. Efficient managing and recycling of raw water and fly ash is one such area. Availability of fuel from any source other than from the captive coal block of CESC, if required, may be challenging.

#### SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION

A. Total number of outstanding litigations against the company and amount involved

NATURE OF LITIGATION	NO. OF CASES	AMOUNT INVOLVED (IN INR)
Civil proceedings	1	Amount cannot be ascertained –
Criminal proceedings	–	–
Tax matters	–	–
Labour	–	–

B. Brief details of top 5 material outstanding litigations against the company and amount involved

SL. NO.	PARTICULARS	LITIGATION FILED BY	CURRENT STATUS	AMOUNT INVOLVED (IN INR)
1.	Civil- Appeal before the Appellate Tribunal The present Appeal is preferred against the order dated 1st April,2015, passed by TNERC, by which operation of Control Period of Solar Power Tariff of 7.01 per unit was extended from 11.09.15 to 31.03.16 . Relief inter alia as sought for in the instant matter by Energy Watchdog; i. setting aside the Order dated 1st April,2015 passed by the TNERC including all clearances issued and/ or EPA s signed pursuant to the above Order by TANGEDCO, & ii. alternatively, TNERC be directed to fix the reference revised tariff for the extended Control Period based on benchmark capital cost of CERC issued on 31st March, 2015.	Filed by Energy Watchdog - Energy Watchdog Vs Tamil Nadu Electricity Regulatory Commission&Ors. (Respondent)	Crescent Power Limited (as owner of 18 MW TamilNadu Solar Power Plant) being the respondent in the instant matter has filed its written objection (Reply) to the grounds as taken in the Appeal. Matter is fixed for hearing in August, 17	Amount cannot be ascertained

C. Regulatory Action, if any – disciplinary action taken by SEBI or stock exchanges against the Promoters/Group companies in last 5 financial years including outstanding action, if any –

**NIL**

D. Brief details of outstanding criminal proceedings against Promoters –

**NIL**

**ANY OTHER IMPORTANT INFORMATION OF THE COMPANY – NIL**

**DECLARATION BY THE COMPANY**

We hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992 as the case may be, have been complied with and no statement made in this abridged prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as the case may be.

Annexure -"ES 3" to Explanatory Statement

**REPORT ADOPTED BY THE BOARD OF DIRECTORS OF CESC INFRASTRUCTURE LIMITED AT ITS MEETING HELD ON 22 MAY 2017 EXPLAINING THE EFFECT OF A COMPOSITE SCHEME OF ARRANGEMENT ON EQUITY SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS AND NON PROMOTER SHAREHOLDERS**

**1. BACKGROUND**

1.1. The Board of Directors ("**Board**") of CESC Infrastructure Limited ("**Transferor Company 1**") at Its meeting held on 22 May 2017 approved a Composite Scheme of Arrangement amongst the following companies and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ('**the Scheme**') :-

- (1) CESC Infrastructure Limited ("**Transferor Company 1**")
- (2) Spencer's Retail Limited ("**Transferor Company 2**" / "**Demerged Company 2**")
- (3) Music World Retail Limited ("**Transferor Company 3**")
- (4) Spen Liq Private Limited ("**Transferor Company 4**")
- (5) New Rising Promoters Private Limited ("**Transferor Company 5**")
- (6) CESC Limited ("**Demerged Company 1/ Transferee Company 1**")
- (7) Haldia Energy Limited ("**Resulting Company 1**")
- (8) RP-SG Retail Limited ("**Resulting Company 2**")
- (9) RP-SG Business Process Services Limited ("**Resulting Company 3**" / "**Transferee Company 2**")
- (10) Crescent Power Limited ("**Transferee Company 3**")

1.2. Section 232(2)(c) of the Companies Act, 2013 ('the Act') requires the Directors to adopt a report explaining the effect of the arrangement on each class of shareholders, key managerial personnel ("**KMPs**"), promoters and non-promoter shareholders of the Transferor Company 1 laying out in particular the share entitlement ratio and specifying any special valuation difficulties and the same is required to be circulated as part of the notice of the meeting(s) to be held for the purpose of approving the Scheme.

1.3. This report of the Board is accordingly being made in pursuance to the requirements of Section 232(2)(c) of the Act.

1.4. The Scheme, inter alia, provides as follows :-

- (1) Amalgamate the Transferor Company 1 with the Demerged Company 1/Transferee Company 1;
- (2) Demerge the Generation Undertaking of the Demerged Company 1, as defined in the Scheme, to the Resulting Company 1;
- (3) Demerge the Retail Undertaking 1 of the Demerged Company 1 and Retail Undertaking 2 of the Transferor Company 2/Demerged Company 2, as defined in the Scheme, to the Resulting Company 2;
- (4) Demerge the IT Undertaking of the Demerged Company 1, as defined in the Scheme, to the Resulting Company 3/ Transferee Company 2;
- (5) Amalgamate the Transferor Company 2 and the Transferor Company 3 with the Transferee Company 1;
- (6) Amalgamate the Transferor Company 4 with the Transferee Company 2;
- (7) Amalgamate the Transferor Company 5 with the Transferee Company 3;

- (8) Reduce and cancel existing equity share capital of the Resulting Company 1 and reorganise reserves of the Resulting Company 1;
  - (9) Reduce and cancel existing equity share capital of the Resulting Company 2;
  - (10) Reduce and cancel existing equity share capital of the Resulting Company 3; and
  - (11) Reduce and reorganise existing share capital of the Demerged Company 1/ Transferee Company 1, consequent to the demergers.
- 1.5. The following document was, inter alia, placed before the Board :
- Draft Scheme duly initialled by the Company Secretary of the Transferor Company 1 for the purpose of identification;
- 2. NO ISSUE OF SHARES IN CONSIDERATION OF THE AMALGAMATION**
- 2.1. The Transferor Company 1 is a wholly owned subsidiary of the Demerged Company 1/ Transferee Company 1. Accordingly, all shares in the Transferor Company 1 held by the Demerged Company 1/ Transferee Company 1 shall stand cancelled without further act or deed on the amalgamation coming into effect and in lieu of such shares of the Transferor Company 1, no new shares shall be allotted or payment in cash made whatsoever by the Transferee Company 1 to the shareholders of the Transferor Company 1.
- 2.2. Consequently no shares are to be issued in consideration of the amalgamation of the Transferor Company 1 with the Demerged Company 1/Transferee Company 1 . The question of valuation thus did not arise.
- 3. Effect of the Scheme on the Equity Shareholders of the Transferor Company 1**
- The Transferor Company 1 has issued only one class of shares,i.e. Equity Shares and all its shares are held by Promoters. As noted aforesaid, the Transferor Company 1 shall be amalgamated with the Demerged Company 1/ Transferee Company 1 and all shares of the Transferor Company 1 held by its shareholders shall stand cancelled without further act or deed on the amalgamation coming into effect and in lieu of such shares of the Transferor Company 1, no new shares shall be allotted or payment in cash made whatsoever by the Transferee Company 1.
- 4. Effect of the Scheme on the KMPs**
- The KMPs, if any, of the Transferor Company No.1 shall become employees of the Demerged Company 1 / Transferee Company 1 without any interruption in their service and on terms and conditions no less favourable than those on which they are engaged in the Transferor Company 1.
- Further, none of the KMPs have any interest in the Scheme except to the extent of the equity shares held by them, if any, in the Transferor Company 1.

For and on behalf of the Board

Place : Kolkata  
Date : 22nd May, 2017

**R. Chowdhury**  
Director  
DIN : 06601588



## REPORT ADOPTED BY THE BOARD OF DIRECTORS OF SPENCER'S RETAIL LIMITED AT ITS MEETING HELD ON 22 MAY 2017 EXPLAINING THE EFFECT OF A COMPOSITE SCHEME OF ARRANGEMENT ON EQUITY SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS AND NON PROMOTER SHAREHOLDERS

### 1. BACKGROUND

- 1.1. The Board of Directors ("Board") of Spencer's Retail Limited ("Demerged Company 2/ Transferor Company 2") at its meeting held on 22 May 2017 approved a Scheme of Arrangement amongst the following companies and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ('the Scheme') :-
  - (1) CESC Infrastructure Limited ("Transferor Company 1")
  - (2) Spencer's Retail Limited ("Transferor Company 2" / "Demerged Company 2")
  - (3) Music World Retail Limited ("Transferor Company 3")
  - (4) Spen Liq Private Limited ("Transferor Company 4")
  - (5) New Rising Promoters Private Limited ("Transferor Company 5")
  - (6) CESC Limited ("Demerged Company 1/ Transferee Company 1")
  - (7) Haldia Energy Limited ("Resulting Company 1")
  - (8) RP-SG Retail Limited ("Resulting Company 2")
  - (9) RP-SG Business Process Services Limited ("Resulting Company 3" / "Transferee Company 2")
  - (10) Crescent Power Limited ("Transferee Company 3")
- 1.2. Section 232(2)(c) of the Companies Act, 2013 ('the Act') requires the Directors to adopt a report explaining the effect of the arrangement on each class of shareholders, key managerial personnel ("KMPs"), promoters and non-promoter shareholders of the Demerged Company 1 / Transferee Company 1 laying out in particular the share entitlement ratio and specifying any special valuation difficulties and the same is required to be circulated as part of the notice of the meeting(s) to be held for the purpose of approving the Scheme.
- 1.3. This report of the Board is accordingly being made in pursuance to the requirements of Section 232(2)(c) of the Act.
- 1.4. The Scheme, inter alia, provides as follows :-
  - (1) Amalgamate the Transferor Company 1 with the Demerged Company 1/Transferee Company 1;
  - (2) Demerge the Generation Undertaking of the Demerged Company 1, as defined in the Scheme, to the Resulting Company 1;
  - (3) Demerge the Retail Undertaking 1 of the Demerged Company 1 and Retail Undertaking 2 of the Transferor Company 2/Demerged Company 2, as defined in the Scheme, to the Resulting Company 2;
  - (4) Demerge the IT Undertaking of the Demerged Company 1, as defined in the Scheme, to the Resulting Company 3/ Transferee Company 2;
  - (5) Amalgamate the Transferor Company 2 and the Transferor Company 3 with the Transferee Company 1;
  - (6) Amalgamate the Transferor Company 4 with the Transferee Company 2;
  - (7) Amalgamate the Transferor Company 5 with the Transferee Company 3;

- (8) Reduce and cancel existing equity share capital of the Resulting Company 1 and reorganise reserves of the Resulting Company 1;
- (9) Reduce and cancel existing equity share capital of the Resulting Company 2;
- (10) Reduce and cancel existing equity share capital of the Resulting Company 3; and
- (11) Reduce and reorganise existing share capital of the Demerged Company 1/ Transferee Company 1, consequent to the demergers.

1.5. The following documents were, inter alia, placed before the Board:

- 1.5.1. Draft Composite Scheme of Arrangement;
- 1.5.2. Reports dated 18 May 2017 issued by Messrs. Walker Chandiok & Co. LLP and BSR & Associates LLP, both independent Chartered Accountants (“**Valuers**”) on the ratio of shares to be allotted (“**Share Entitlement Ratio**”) by the Resulting Companies under the Scheme to the shareholders of the Demerged Companies;
- 1.5.3. Fairness opinion dated 18 May, 2017 of Messrs. ICICI Securities Limited, a Category I Merchant Banker, providing their fairness opinion on the Share Entitlement Ratio (“**Fairness Opinion**”); and

## 2. **SHARE ENTITLEMENT RATIO REPORT / ISSUE OF SHARES ON DEMERGER**

2.1. The said Valuers have recommended the following Share Entitlement Ratio for the demerger of Retail Undertaking 2 (as defined in the Scheme) of Demerged Company 2 / Transferor Company 2 to the Resulting Company 2:

*“For all equity shares of Transferor Company 2 / Demerged Company 2 held by the Demerged Company 1 / Transferee Company 1, such Company shall be entitled to the allotment of 5,00,000 preference shares of INR 100 (Indian Rupees One hundred) each of the Resulting Company 2 on the terms stated in Schedule II to the Scheme.”*

- 2.2. The aforesaid Share Entitlement Ratio has been confirmed in the Fairness Opinion.
- 2.3. No special valuation difficulties were reported.

## 3. **NO ISSUE OF SHARES IN CONSIDERATION OF THE AMALGAMATION**

Upon the aforesaid demerger being effective, the Demerged Company 2/ Transferor Company 2 will be amalgamated with the Demerged Company 1/ Transferee Company 1. The Demerged Company 2/ Transferor Company 2 is a wholly owned subsidiary of the Transferee Company 1.

Accordingly, all shares in the Demerged Company 2/ Transferor Company 2 held by the Demerged Company 1/ Transferee Company 1 shall stand cancelled without further act or deed on the amalgamation coming into effect and in lieu thereof no new shares shall be allotted or payment in cash made whatsoever by the Demerged Company 1/ Transferee Company 1.

## 4. **Effect of the Scheme on the equity shareholders of the Demerged Company 2/ Transferor Company 2**

- 4.1. The Demerged Company 2/ Transferor Company 2 has issued only one class of shares, i.e. Equity Shares. Further, entire shares of the Demerged Company 2/ Transferor Company 2 are held by Demerged Company 1 / Transferee Company 1 and so it has only one class of shareholders, viz promoter shareholder.
- 4.2. Pursuant to the Scheme, the promoter shareholder of the Demerged Company 2/ Transferor Company 2 would be entitled to the allotment of preference shares in the Resulting Company 2 in consideration of the demerger, as above. No other shares would be issued or allotted by the Demerged Company 1 / Transferee Company 1 in consideration of the amalgamation, as above.

**5. Effect of the Scheme on the KMPs**

KMPs of the Demerged Company 2/ Transferor Company 2 will either be engaged by the Resulting Company 2, or, if applicable, by the Demerged Company 1 / Transferee Company 1, in either case on terms or conditions not less favourable than those on which they are engaged by the Demerged Company 2 / Transferor Company 2 without any interruption in their service.

Further none of the KMPs have any interest in the Scheme except to the extent of the equity shares held by them, if any, in the Demerged Company 2/ Transferor Company 2. The effect of the Scheme on such interest is the same as in the case of other shareholders.

For and on behalf of the Board

Place : Kolkata  
Date : 22nd May, 2017

**S. Mitra**  
Director  
DIN : 01277136

## REPORT ADOPTED BY THE BOARD OF DIRECTORS OF MUSIC WORLD RETAIL LIMITED AT ITS MEETING HELD ON 22 MAY 2017 EXPLAINING THE EFFECT OF A COMPOSITE SCHEME OF ARRANGEMENT ON EQUITY SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS AND NON PROMOTER SHAREHOLDERS

### 1. BACKGROUND

- 1.1. The Board of Directors (**“Board”**) of Music World Retail Limited (**“Transferor Company 3”**) at its meeting held on 22 May 2017 approved the Composite Scheme of Arrangement amongst the following companies and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (**‘the Scheme’**) :-
  - (1) CESC Infrastructure Limited (**“Transferor Company 1”**)
  - (2) Spencer’s Retail Limited (**“Transferor Company 2” / “Demerged Company 2”**)
  - (3) Music World Retail Limited (**“Transferor Company 3”**)
  - (4) Spen Liq Private Limited (**“Transferor Company 4”**)
  - (5) New Rising Promoters Private Limited (**“Transferor Company 5”**)
  - (6) CESC Limited (**“Demerged Company 1/ Transferee Company 1”**)
  - (7) Haldia Energy Limited (**“Resulting Company 1”**)
  - (8) RP-SG Retail Limited (**“Resulting Company 2”**)
  - (9) RP-SG Business Process Services Limited (**“Resulting Company 3” / “Transferee Company 2”**)
  - (10) Crescent Power Limited (**“Transferee Company 3”**)
- 1.2. Section 232(2)(c) of the Companies Act, 2013 (**‘the Act’**) requires the Directors to adopt a report explaining the effect of the arrangement on each class of shareholders, key managerial personnel (**“KMPs”**), promoters and non-promoter shareholders of the Transferor Company 3 laying out in particular the share entitlement ratio and specifying any special valuation difficulties and the same is required to be circulated as part of the notice of the meeting(s) to be held for the purpose of approving the Scheme.
- 1.3. This report of the Board is accordingly being made in pursuance to the requirements of Section 232(2)(c) of the Act.
- 1.4. The Scheme, inter alia, provides as follows :-
  - (1) Amalgamate the Transferor Company 1 with the Demerged Company 1/Transferee Company 1;
  - (2) Demerge the Generation Undertaking of the Demerged Company 1, as defined in the Scheme, to the Resulting Company 1;
  - (3) Demerge the Retail Undertaking 1 of the Demerged Company 1 and Retail Undertaking 2 of the Transferor Company 2/Demerged Company 2, as defined in the Scheme, to the Resulting Company 2;
  - (4) Demerge the IT Undertaking of the Demerged Company 1, as defined in the Scheme, to the Resulting Company 3/ Transferee Company 2;
  - (5) Amalgamate the Transferor Company 2 and the Transferor Company 3 with the Transferee Company 1;
  - (6) Amalgamate the Transferor Company 4 with the Transferee Company 2;
  - (7) Amalgamate the Transferor Company 5 with the Transferee Company 3;
  - (8) Reduce and cancel existing equity share capital of the Resulting Company 1 and reorganise reserves of the Resulting Company 1;

- (9) Reduce and cancel existing equity share capital of the Resulting Company 2;
- (10) Reduce and cancel existing equity share capital of the Resulting Company 3; and
- (11) Reduce and reorganise existing share capital of the Demerged Company 1/ Transferee Company 1, consequent to the demergers.

1.5. The following document was, inter alia, placed before the Board:

Draft Composite Scheme duly initialled by the Director of the Transferor Company 3 for the purpose of identification;

**2. NO ISSUE OF SHARES IN CONSIDERATION OF THE AMALGAMATION**

2.1. Transferor Company 3 is a wholly owned subsidiary of the Demerged Company 1/ Transferee Company 1. Accordingly, all shares in the Transferor Company 3 held by the Demerged Company 1/ Transferee Company 1 shall stand cancelled without further act or deed on the amalgamation coming into effect and in lieu of such shares of the Transferor Company 3, no new shares shall be allotted or payment in cash required to be made to the shareholders of the Transferor Company 3.

2.2. Consequently no shares are to be issued in consideration of the amalgamation of the Transferor Company 3 with the Demerged Company 1/Transferee Company 1. The question of valuation difficulties thus did not arise.

**3. Effect of the Scheme on the Equity Shareholders of the Transferor Company 3**

The Transferor Company 3 has issued only one class of shares, i.e. Equity Shares all held by the Promoters. As noted aforesaid, the Transferor Company 3 shall be amalgamated with the Demerged Company 1/ Transferee Company 1 and all shares of the Transferor Company 3 held by its shareholders shall stand cancelled without further act or deed on the amalgamation coming into effect.

**4. Effect of the Scheme on the KMPs**

The KMPs, if any, of the Transferor Company No.3 shall become employees of the Demerged Company 1 / Transferee Company 1 without any interruption in their service and on terms and conditions no less favourable than those on which they are engaged by the Transferor Company 3.

For and on behalf of the Board

Place : Kolkata  
Date : 22nd May, 2017

**S. K. Sanganer**  
Director  
DIN : 03568648

## **REPORT ADOPTED BY THE BOARD OF DIRECTORS OF SPEN LIQ PRIVATE LIMITED AT ITS MEETING HELD ON 22 MAY 2017 EXPLAINING THE EFFECT OF A COMPOSITE SCHEME OF ARRANGEMENT ON EQUITY SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS AND NON PROMOTER SHAREHOLDERS**

### **1. BACKGROUND**

- 1.1. The Board of Directors (**“Board”**) of Spen Liq Private Limited (**“Transferor Company 4”**) at its meeting held on 22 May 2017 approved the Composite Scheme of Arrangement amongst the following companies and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (**‘the Scheme’**) :-
  - (1) CESC Infrastructure Limited (**“Transferor Company 1”**)
  - (2) Spencer’s Retail Limited (**“Transferor Company 2” / “Demerged Company 2”**)
  - (3) Music World Retail Limited (**“Transferor Company 3”**)
  - (4) Spen Liq Private Limited (**“Transferor Company 4”**)
  - (5) New Rising Promoters Private Limited (**“Transferor Company 5”**)
  - (6) CESC Limited (**“Demerged Company 1/ Transferee Company 1”**)
  - (7) Haldia Energy Limited (**“Resulting Company 1”**)
  - (8) RP-SG Retail Limited (**“Resulting Company 2”**)
  - (9) RP-SG Business Process Services Limited (**“Resulting Company 3” / “Transferee Company 2”**)
  - (10) Crescent Power Limited (**“Transferee Company 3”**)
- 1.2. Section 232(2)(c) of the Companies Act, 2013 (**‘the Act’**) requires the Directors to adopt a report explaining the effect of the arrangement on each class of shareholders, key managerial personnel (**“KMPs”**), promoters and non-promoter shareholders of the Transferor Company 4 laying out in particular the share entitlement ratio and specifying any special valuation difficulties and the same is required to be circulated as part of the notice of the meeting(s) to be held for the purpose of approving the Scheme.
- 1.3. This report of the Board is accordingly being made in pursuance to the requirements of Section 232(2)(c) of the Act.
- 1.4. The Scheme, inter alia, provides as follows :-
  - (1) Amalgamate the Transferor Company 1 with the Demerged Company 1/Transferee Company 1;
  - (2) Demerge the Generation Undertaking of the Demerged Company 1, as defined in the Scheme, to the Resulting Company 1;
  - (3) Demerge the Retail Undertaking 1 of the Demerged Company 1 and Retail Undertaking 2 of the Transferor Company 2/Demerged Company 2, as defined in the Scheme, to the Resulting Company 2;
  - (4) Demerge the IT Undertaking of the Demerged Company 1, as defined in the Scheme, to the Resulting Company 3/ Transferee Company 2;
  - (5) Amalgamate the Transferor Company 2 and the Transferor Company 3 with the Transferee Company 1;
  - (6) Amalgamate the Transferor Company 4 with the Transferee Company 2;
  - (7) Amalgamate the Transferor Company 5 with the Transferee Company 3;
  - (8) Reduce and cancel existing equity share capital of the Resulting Company 1 and reorganise reserves of the Resulting Company 1;

- (9) Reduce and cancel existing equity share capital of the Resulting Company 2;
  - (10) Reduce and cancel existing equity share capital of the Resulting Company 3; and
  - (11) Reduce and reorganise existing share capital of the Demerged Company 1/ Transferee Company 1, consequent to the demergers.
- 1.5. The following document was, inter alia, placed before the Board:  
Draft Composite Scheme duly initialled by the Company Secretary of Transferor Company 4 for the purpose of identification;
- 2. NO ISSUE OF SHARES IN CONSIDERATION OF THE AMALGAMATION**
- 2.1. The Transferor Company 4 proposed to be amalgamated with Transferee Company 2, is a wholly owned subsidiary of the Demerged Company 1/ Transferee Company 1. All shares in the Transferor Company 4 held by the Demerged Company 1/ Transferee Company 1 shall stand cancelled without further act or deed on the amalgamation coming into effect and in lieu of such shares of the Transferor Company 4, no new shares shall be allotted or payment in cash required to be made to the shareholders of the Transferor Company 4.
- 2.2. Consequently no shares are to be issued in consideration of the amalgamation of the Transferor Company 4 with the Demerged Company 1/Transferee Company 1. The question of valuation difficulties thus did not arise.
- 3. Effect of the Scheme on the Equity Shareholders of the Transferor Company 4**
- The Transferor Company 4 has issued only one class of shares, i.e. Equity Shares all held by the Promoters. As noted aforesaid, the Transferor Company 4 shall be amalgamated with the Demerged Company 1/ Transferee Company 1 and all shares of the Transferor Company 4 held by its shareholders shall stand cancelled without further act or deed on the amalgamation coming into effect and in lieu of such shares of the Transferor Company 4, no new shares shall be allotted or payment in cash required to be made whatsoever by the Transferee Company 1.
- 4. Effect of the Scheme on the KMPs**
- The KMPs, if any, of the Transferor Company No.4 shall become employees of the Transferee Company 2 without any interruption in their service and on terms and conditions no less favourable than those on which they are engaged by the Transferor Company 4.

For and on behalf of the Board

Place : Kolkata  
Date : 22nd May, 2017

**H. Toshniwal**  
Director  
DIN : 00060722



## **REPORT ADOPTED BY THE BOARD OF DIRECTORS OF NEW RISING PROMOTERS PRIVATE LIMITED AT ITS MEETING HELD ON 22 MAY 2017 EXPLAINING THE EFFECT OF A COMPOSITE SCHEME OF ARRANGEMENT ON EQUITY SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS AND NON PROMOTER SHAREHOLDERS**

### **1. BACKGROUND**

- 1.1. The Board of Directors (**"Board"**) of New Rising Promoters Private Limited (**"Transferor Company 5"**) at its meeting held on 22 May 2017 approved the Composite Scheme of Arrangement amongst the following companies and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (**"the Scheme"**) :-
  - (1) CESC Infrastructure Limited (**"Transferor Company 1"**)
  - (2) Spencer's Retail Limited (**"Transferor Company 2" / "Demerged Company 2"**)
  - (3) Music World Retail Limited (**"Transferor Company 3"**)
  - (4) Spen Liq Private Limited (**"Transferor Company 4"**)
  - (5) New Rising Promoters Private Limited (**"Transferor Company 5"**)
  - (6) CESC Limited (**"Demerged Company 1/ Transferee Company 1"**)
  - (7) Haldia Energy Limited (**"Resulting Company 1"**)
  - (8) RP-SG Retail Limited (**"Resulting Company 2"**)
  - (9) RP-SG Business Process Services Limited (**"Resulting Company 3" / "Transferee Company 2"**)
  - (10) Crescent Power Limited (**"Transferee Company 3"**)
- 1.2. Section 232(2)(c) of the Companies Act, 2013 (**"the Act"**) requires the Directors to adopt a report explaining the effect of the arrangement on each class of shareholders, key managerial personnel (**"KMPs"**), promoters and non-promoter shareholders of the Transferor Company 5 laying out in particular the share entitlement ratio and specifying any special valuation difficulties and the same is required to be circulated as part of the notice of the meeting(s) to be held for the purpose of approving the Scheme.
- 1.3. This report of the Board is accordingly being made in pursuance to the requirements of Section 232(2)(c) of the Act.
- 1.4. The Scheme, inter alia, provides as follows :-
  - (1) Amalgamate the Transferor Company 1 with the Demerged Company 1/Transferee Company 1;
  - (2) Demerge the Generation Undertaking of the Demerged Company 1, as defined in the Scheme, to the Resulting Company 1;
  - (3) Demerge the Retail Undertaking 1 of the Demerged Company 1 and Retail Undertaking 2 of the Transferor Company 2/Demerged Company 2, as defined in the Scheme, to the Resulting Company 2;
  - (4) Demerge the IT Undertaking of the Demerged Company 1, as defined in the Scheme, to the Resulting Company 3/ Transferee Company 2;
  - (5) Amalgamate the Transferor Company 2 and the Transferor Company 3 with the Transferee Company 1;
  - (6) Amalgamate the Transferor Company 4 with the Transferee Company 2;
  - (7) Amalgamate the Transferor Company 5 with the Transferee Company 3;
  - (8) Reduce and cancel existing equity share capital of the Resulting Company 1 and reorganise reserves of the Resulting Company 1;

- (9) Reduce and cancel existing equity share capital of the Resulting Company 2;
- (10) Reduce and cancel existing equity share capital of the Resulting Company 3; and
- (11) Reduce and reorganise existing share capital of the Demerged Company 1/ Transferee Company 1, consequent to the demergers.

1.5. The following document was, inter alia, placed before the Board:

Draft Composite Scheme duly initialled by the Director of the Transferor Company 5 for the purpose of identification;

**2. NO ISSUE OF SHARES IN CONSIDERATION OF THE AMALGAMATION**

- 2.1. The Transferor Company 5 proposed to be amalgamated with Transferee Company 3 is a wholly owned subsidiary of the Transferee Company 3. All shares in the Transferor Company 5 held by Transferee Company 3 shall stand cancelled without further act or deed on the amalgamation coming into effect and in lieu of such shares of the Transferor Company 5, no new shares shall be allotted or payment in cash required to be made whatsoever by the Transferee Company 3 to the shareholders of the Transferor Company 5.
- 2.2. Consequently no shares are to be issued in consideration of the amalgamation of the Transferor Company 5 with the Transferee Company 3. The question of valuation difficulties thus did not arise.

**3. Effect of the Scheme on the Equity Shareholders of the Transferor Company 5**

The Transferor Company 5 has issued only one class of shares, i.e. Equity Shares all held by the Promoters. As noted aforesaid, the Transferor Company 5 shall be amalgamated with the Transferee Company 3 and all shares of the Transferor Company 5 held by its shareholders shall stand cancelled without further act or deed on the amalgamation coming into effect and in lieu of such shares of the Transferor Company 5, no new shares shall be allotted or payment in cash required to be made whatsoever by the Transferee Company 3.

**4. Effect of the Scheme on the KMPs**

The KMPs, if any, of the Transferor Company No. 5 shall become employees of the Transferee Company 3 without any interruption in their service and on terms and conditions no less favourable than those on which they are engaged by the Transferor Company 5.

For and on behalf of the Board

Place : Kolkata  
Date : 22nd May, 2017

**S. Talukdar**  
Director  
DIN : 01794978

## **REPORT ADOPTED BY THE BOARD OF DIRECTORS OF CESC LIMITED AT ITS MEETING HELD ON 18 MAY 2017 EXPLAINING THE EFFECT OF A COMPOSITE SCHEME OF ARRANGEMENT ON EQUITY SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS AND NON PROMOTER SHAREHOLDERS**

### **1. BACKGROUND**

- 1.1. The Board of Directors (“**Board**”) of CESC Limited (“**Demerged Company 1/ Transferee Company 1**”) at its meeting held on 18 May 2017 approved a Composite Scheme of Arrangement between the following companies and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (**‘the Scheme’**) :-
  - (1) CESC Infrastructure Limited (“**Transferor Company 1**”)
  - (2) Spencer’s Retail Limited (“**Transferor Company 2**” / “**Demerged Company 2**”)
  - (3) Music World Retail Limited (“**Transferor Company 3**”)
  - (4) Spen Liq Private Limited (“**Transferor Company 4**”)
  - (5) New Rising Promoters Private Limited (“**Transferor Company 5**”)
  - (6) CESC Limited (“**Demerged Company 1/ Transferee Company 1**”)
  - (7) Haldia Energy Limited (“**Resulting Company 1**”)
  - (8) RP-SG Retail Limited (“**Resulting Company 2**”)
  - (9) RP-SG Business Process Services Limited (“**Resulting Company 3**” / “**Transferee Company 2**”)
  - (10) Crescent Power Limited (“**Transferee Company 3**”)
- 1.2. Section 232(2)(c) of the Companies Act, 2013 (**‘the Act’**) requires the Directors to adopt a report explaining the effect of the arrangement on each class of shareholders, key managerial personnel (“**KMPs**”), promoters and non-promoter shareholders of the Demerged Company 1 / Transferee Company 1 laying out in particular the share entitlement ratio and specifying any special valuation difficulties and the same is required to be circulated as part of the notice of the meeting(s) to be held for the purpose of approving the Scheme.
- 1.3. This report of the Board is accordingly being made in pursuance to the requirements of Section 232(2)(c) of the Act.
- 1.4. The Scheme, inter alia, provides as follows:-
  - (1) Amalgamate the Transferor Company 1 with the Demerged Company 1/Transferee Company 1;
  - (2) Demerge the Generation Undertaking of the Demerged Company 1, as defined in the Scheme, to the Resulting Company 1;
  - (3) Demerge the Retail Undertaking 1 of the Demerged Company 1 and Retail Undertaking 2 of the Transferor Company 2/Demerged Company 2, as defined in the Scheme, to the Resulting Company 2;
  - (4) Demerge the IT Undertaking of the Demerged Company 1, as defined in the Scheme, to the Resulting Company 3/ Transferee Company 2;
  - (5) Amalgamate the Transferor Company 2 and the Transferor Company 3 with the Transferee Company 1;
  - (6) Amalgamate the Transferor Company 4 with the Transferee Company 2;
  - (7) Amalgamate the Transferor Company 5 with the Transferee Company 3;
  - (8) Reduce and cancel existing equity share capital of the Resulting Company 1 and reorganise reserves of the Resulting Company 1;

- (9) Reduce and cancel existing equity share capital of the Resulting Company 2;
- (10) Reduce and cancel existing equity share capital of the Resulting Company 3; and
- (11) Reduce and reorganise existing share capital of the Demerged Company 1/ Transferee Company 1, , consequent to the demergers.

1.5. The following documents were, inter alia, placed before the Board:

- 1.5.1. Draft Composite Scheme duly initialled by the Company Secretary of the Demerged Company 1 / Transferee Company 1 for the purpose of identification;
- 1.5.2. Reports dated 18 May 2017 issued by Messrs. Walker Chandiok & Co LLP and BSR & Associates LLP, both independent Chartered Accountants (“**Valuers**”) on the ratio of shares to be allotted (“**Share Entitlement Ratio**”) by the Resulting Companies under the Scheme to the shareholders of the Demerged Companies ;
- 1.5.3. Fairness opinion dated 18 May, 2017 of Messrs. ICICI Securities Limited, a Category - I Merchant Banker, providing their fairness opinion on the Share Entitlement Ratio (“**Fairness Opinion**”); and
- 1.5.4. Certificate dated 18 May, 2017 issued by Messrs. Lovelock & Lewes, Chartered Accountants, then Statutory Auditors of the Demerged Company 1 / Transferee Company 1 on the accounting treatment laid down in the Scheme.
- 1.5.5. Report of the Audit Committee of the Board dated 18 May 2017.

## 2. **SHARE ENTITLEMENT RATIO REPORT / ISSUE OF SHARES ON DEMERGERS**

- 2.1. The said Valuers have recommended the following Share Entitlement Ratio for the issue of shares in terms of the Scheme:

### **For the demerger of Generation Undertaking (as defined in the Scheme) of the Demerged Company 1 / Transferee Company 1:**

*For every 10 fully paid up equity shares of the Demerged Company 1 / Transferee Company 1 held by a shareholder on the record date to be fixed for the purpose, such shareholder shall be entitled to the allotment of 5 (five) fully paid up equity shares of INR 10 (Indian Rupees Ten) each of the Resulting Company 1.*

### **For the demerger of Retail Undertaking 1 (as defined in the Scheme) of the Demerged Company 1 / Transferee Company 1:**

*For every 10 fully paid up equity shares of the Demerged Company 1 / Transferee Company 1 held by a shareholder on the record date to be fixed for the purpose, such shareholder shall be entitled to the allotment of 6 (six) fully paid up equity shares of INR 5 (Indian Rupees Five) each of the Resulting Company 2.*

### **For the demerger of IT Undertaking (as defined in the Scheme) of the Demerged Company 1 / Transferee Company 1:**

*For every 10 fully paid up equity shares of the Demerged Company 1 / Transferee Company 1 held by a shareholder on the record date to be fixed for the purpose, such shareholder shall be entitled to the allotment of 2 (two) fully paid up equity shares of INR 10 (Indian Rupees Ten) each of the Resulting Company 3.*

### **For the demerger of Retail Undertaking 2 (as defined in the Scheme) of Transferor Company 2” / “Demerged Company 2:**

*For all equity shares of Transferor Company 2” / “Demerged Company 2 held by the Demerged Company 1 / Transferee Company 1, such Company shall be entitled to the allotment of 5,00,000 preference shares of INR 100 (Indian Rupees One hundred) each of the Resulting Company 2 on the terms stated in Schedule 2 to the Scheme.*

- 2.2. The aforesaid Share Entitlement Ratio has been confirmed in the Fairness Opinion.
- 2.3. In case the shareholding of any shareholder of the Demerged Company 1 / Transferee Company 1 is such that such shareholder becomes entitled to a fraction of an equity share in any Resulting Company, as aforesaid, such Resulting Company shall not issue fractional share certificate to such shareholder but shall consolidate such fractions and round up the aggregate of such fractions to the next whole number and issue and allot the consolidated shares directly to a trustee nominated by the Board of such Resulting Company in that behalf, who shall sell such shares in the market at such price or prices and on such time or times as the trustee may in its sole discretion decide and on such sale, shall pay such Resulting Company, the net sale proceeds (after deduction of applicable taxes and other expenses incurred), whereupon such Resulting Company shall, subject to withholding tax, if any, distribute such sale proceeds to the concerned shareholders of the Demerged Company 1 / Transferee Company 1 in proportion to their respective fractional entitlements.
- 2.4. The equity / preference shares of Resulting Companies, as the case may be, to be issued and allotted as above shall rank *pari passu* in all respects with the existing equity shares and preference shares (if any) of the Resulting Companies, as the case may be, after the Effective Date including with respect to dividend, bonus, right shares, voting rights and other corporate benefits attached thereto. The Resulting Companies shall seek listing of the equity shares allotted by them on the Stock Exchanges in terms of and in compliance of the SEBI Circular and other applicable provisions as may be applicable.
- 2.5. No special valuation difficulties were reported.

### 3. NO ISSUE OF SHARES IN CONSIDERATION OF THE AMALGAMATIONS

The Transferor Company 1 and the Transferor Company 2 are wholly owned subsidiaries of the Transferee Company 1. The Transferor Company No.3 which is presently a wholly owned subsidiary of the Transferor Company 2 will also become a wholly owned subsidiary of the Transferee Company 1 consequent to amalgamation of the Transferor Company 2 with the Transferee Company 1 in terms of the Scheme. The Transferor Company No.4 which is presently a wholly owned subsidiary of the Transferee Company 1 will become a wholly owned subsidiary of the Transferee Company No.2 consequent to demerger of the IT Undertaking of the Transferee Company 1 to the Transferee Company 2. The Transferor Company 5 is a wholly owned subsidiary of the Transferee Company 3.

Accordingly, all shares in the respective Transferor Companies held by their shareholders shall stand cancelled without further act or deed on the amalgamations coming into effect and in lieu of such shares of the Transferor Companies no new shares shall be allotted or payment in cash made whatsoever by the respective Transferee Companies to the shareholders of the respective Transferor Companies.

### 4. REDUCTION AND REORGANISATION OF SHARE CAPITAL

#### 4.1. Resulting Companies

With effect from the Effective Date and upon allotment of the new shares by the Resulting Companies, as aforesaid, the paid up equity share capital of the Resulting Companies as existing prior to allotment of such new shares, shall stand cancelled, extinguished and annulled on and from the Effective Date.

#### 4.2. Demerged Company 1 / Transferee Company 1

The Share Capital of the Demerged Company 1/ Transferee Company 1 shall be reduced and reorganised as under :

- 4.2.1 Upon the Scheme coming into effect, the shares forfeited by the Demerged Company 1 / Transferee Company 1 being, 62,99,972 equity shares of INR 10 each shall be cancelled under the Scheme and the amount of INR 65,56,021 collected by the Demerged Company 1 / Transferee Company 1 on such forfeited equity shares shall, without any act or deed, be transferred to its capital reserve and consequently, the issued, subscribed and paid-up equity share capital of the Demerged Company 1 / Transferee Company 1 shall stand, without any act or deed, reduced to such extent.

- 4.2.2 With effect from the Effective Date and on such Record Date as may be decided by the Demerged Company 1, the issued, subscribed and paid up equity share capital of the Demerged Company 1 shall stand reduced, by reducing the face value of the equity shares, from the present sum of INR 1,32,55,70,430 divided into 13,25,57,043 equity shares of INR 10 each fully paid (for clarity this does not include equity share capital which has been forfeited) to INR 66,27,85,215 divided into 13,25,57,043 equity shares of INR 5 each fully paid.
- 4.2.3 Simultaneously, 2 (two) equity shares of INR 5 each (reduced as above), shall be consolidated into 1 (one) fully paid up equity share of INR 10 each. Due to the reduction in capital of the Demerged Company 1 and the aforesaid consolidation, if a shareholder becomes entitled to a fraction of an equity share of the Demerged Company 1, the Demerged Company 1 shall not issue fractional share certificates to such member/ beneficial owner but shall consolidate such fractions and round up the aggregate of such fractions to the next whole number and issue consolidated equity shares to a trustee nominated by the Demerged Company 1 in that behalf, who shall sell such shares and distribute the net sale proceeds (after deduction of the expenses incurred) to the shareholders/ beneficial owners respectively entitled to the same in proportion to their fractional entitlement.
- 4.2.4 Capital Reserve in the Books of the Demerged Company 1 shall be increased by the aggregate of INR 5 multiplied by the equity shares held by the members of the Demerged Company 1.

**5. Effect of the Scheme on the equity shareholders (promoter and non-promoter) of the Demerged Company 1/ Transferee Company 1**

- 5.1. The Demerged Company 1 / Transferee Company 1 has issued only one class of shares, i.e. Equity Shares. Both the promoter and non-promoter shareholders of the Demerged Company 1 / Transferee Company 1 holding such Equity Shares will be entitled to the allotment of fully paid equity shares in the Resulting Companies. Their existing shareholdings in the Demerged Company 1 / Transferee Company 1 shall be reduced and then consolidated in the same ratio and manner as set out above.
- 5.2 Pursuant to the Scheme, each shareholder of the Demerged Company 1 / Transferee Company 1 would accordingly be entitled to the allotment of equity shares in the Resulting Companies in proportion to their shareholding in the Demerged Company 1 / Transferee Company 1 as above. Thus the extent of interest of each shareholder of the Demerged Company 1 / Transferee Company 1, whether in the promoter or non-promoter category, in the Demerged Company 1 / Transferee Company 1 and in the Resulting Companies would virtually be the same as before.

**6. Effect of the Scheme on the KMPs**

The Resulting Companies, if applicable, will engage in the respective Demerged Undertakings, the KMPs concerned of the Demerged Company 1 / Transferee Company 1 without any interruption in their service and on terms and conditions not less favourable than those on which they are engaged by the Demerged Company 1 / Transferee Company 1.

Further none of the KMPs have any interest in the Scheme except to the extent of the equity shares held by them, if any in the Demerged Company 1 / Transferee Company 1. The effect of the Scheme on such interest is the same as in the case of other shareholders.

For and on behalf of the Board

**A. Basu**

Managing Director

DIN : 06593527

Place : Kolkata

Date : 18th May, 2017

## **REPORT ADOPTED BY THE BOARD OF DIRECTORS OF HALDIA ENERGY LIMITED AT ITS MEETING HELD ON 22 MAY 2017 EXPLAINING THE EFFECT OF A COMPOSITE SCHEME OF ARRANGEMENT ON EQUITY SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS AND NON PROMOTER SHAREHOLDERS**

### **1. BACKGROUND**

- 1.1. The Board of Directors (**"Board"**) of Haldia Energy Limited (**"Resulting Company 1"**) at its meeting held on 22 May 2017 approved a Composite Scheme of Arrangement amongst the following companies and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (**'the Scheme'**) :-
  - (1) CESC Infrastructure Limited (**"Transferor Company 1"**)
  - (2) Spencer's Retail Limited (**"Transferor Company 2" / "Demerged Company 2"**)
  - (3) Music World Retail Limited (**"Transferor Company 3"**)
  - (4) SpenLiq Private Limited (**"Transferor Company 4"**)
  - (5) New Rising Promoters Private Limited (**"Transferor Company 5"**)
  - (6) CESC Limited (**"Demerged Company 1/ Transferee Company 1"**)
  - (7) Haldia Energy Limited (**"Resulting Company 1"**)
  - (8) RP-SG Retail Limited (**"Resulting Company 2"**)
  - (9) RP-SG Business Process Services Limited (**"Resulting Company 3" / "Transferee Company 2"**)
  - (10) Crescent Power Limited (**"Transferee Company 3"**)
- 1.2. Section 232(2)(c) of the Companies Act, 2013 ('the Act') requires the Directors to adopt a report explaining the effect of the arrangement on each class of shareholders, key managerial personnel (**"KMPs"**), promoters and non-promoter shareholders of the Resulting Company 1 laying out in particular the share entitlement ratio and specifying any special valuation difficulties and the same is required to be circulated as part of the notice of the meeting(s) to be held for the purpose of approving the Scheme.
- 1.3. This report of the Board is accordingly being made in pursuance to the requirements of Section 232(2)(c) of the Act.
- 1.4. The Scheme inter alia, provides as follows :
  - (1) Amalgamate the Transferor Company 1 with the Demerged Company 1/Transferee Company 1;
  - (2) Demerge the Generation Undertaking of the Demerged Company 1, as defined in the Scheme, to the Resulting Company 1;
  - (3) Demerge the Retail Undertaking 1 of the Demerged Company 1 and Retail Undertaking 2 of the Transferor Company 2/Demerged Company 2, as defined in the Scheme, to the Resulting Company 2;
  - (4) Demerge the IT Undertaking of the Demerged Company 1, as defined in the Scheme, to the Resulting Company 3/ Transferee Company 2;
  - (5) Amalgamate the Transferor Company 2 and the Transferor Company 3 with the Transferee Company 1;
  - (6) Amalgamate the Transferor Company 4 with the Transferee Company 2;
  - (7) Amalgamate the Transferor Company 5 with the Transferee Company 3;
  - (8) Reduce and cancel existing equity share capital of the Resulting Company 1 and reorganise reserves of the Resulting Company 1;



- (9) Reduce and cancel existing equity share capital of the Resulting Company 2;
- (10) Reduce and cancel existing equity share capital of the Resulting Company 3; and
- (11) Reduce and reorganise existing share capital of the Demerged Company 1/ Transferee Company 1, consequent to the demergers.

1.5 The following documents were, inter alia, placed before the Board:

- 1.5.1. Draft Composite Scheme duly initialled by the Company Secretary of the Resulting Company 1 for the purpose of identification;
- 1.5.2. Reports dated 18 May 2017 issued by Messrs. Walker Chandio & Co. LLP and BSR & Associates LLP, both independent Chartered Accountants (“**Valuers**”) on the ratio of shares to be allotted (“**Share Entitlement Ratio**”) by the Resulting Companies under the Scheme to the shareholders of the Demerged Companies;
- 1.5.3. Fairness opinion dated 18 May, 2017 of Messrs. ICICI Securities Limited, a Category - I Merchant Banker, providing their fairness opinion on the Share Entitlement Ratio (“**Fairness Opinion**”);

## 2. SHARE ENTITLEMENT RATIO REPORT / ISSUE OF SHARES ON DEMERGERS

- 2.1. The said Valuers have recommended the following Share Entitlement Ratio for the issue of shares in terms of the Scheme :

**For the demerger of Generation Undertaking (as defined in the Scheme) of the Demerged Company 1 / Transferee Company 1:**

*5 fully paid up equity shares of INR 10 (Indian Rupees Ten) each of the Resulting Company 1 (“Generation Undertaking New Equity Shares”) for every 10 equity shares of the Demerged Company 1 / Transferee Company 1 held by such shareholder whose name is recorded in the register of members and records of the depository as members of the Demerged Company 1/ Transferee Company 1, as on the record date to be fixed for the purpose.*

- 2.2. In case the shareholding of any shareholder of the Demerged Company 1 / Transferee Company 1 is such that such shareholder becomes entitled to a fraction of an equity share in any Resulting Company, as aforesaid, such Resulting Company shall not issue fractional share certificate to such shareholder but shall consolidate such fractions and round up the aggregate of such fractions to the next whole number and issue and allot the consolidated shares directly to a trustee nominated by the Board of such Resulting Company in that behalf, who shall sell such shares in the market at such price or prices and on such time or times as the trustee may in its sole discretion decide and on such sale, shall pay such Resulting Company, the net sale proceeds (after deduction of applicable taxes and other expenses incurred), whereupon such Resulting Company shall, subject to withholding tax, if any, distribute such sale proceeds to the concerned shareholders of the Demerged Company 1 / Transferee Company 1 in proportion to their respective fractional entitlements.
- 2.3. The equity / preference shares of Resulting Company 1, as the case may be, to be issued and allotted as above shall rank *pari passu* in all respects with the existing equity shares and preference shares (if any) of the Resulting Company 1, as the case may be, after the Effective Date including with respect to dividend, bonus, right shares, voting rights and other corporate benefits attached thereto. The Resulting Company 1 shall seek listing of the equity shares allotted by it on the Stock Exchanges in terms of and in compliance of the SEBI Circular and other applicable provisions as may be applicable.
- 2.4. No special valuation difficulties were reported.

## 3. REDUCTION OF EXISTING SHARE CAPITAL

### 3.1 Resulting Company 1

With effect from the Effective Date and upon allotment of the new shares by the Resulting Company 1, as aforesaid, the paid up equity share capital of the Resulting Company 1 as existing prior to allotment of such

new shares, shall stand cancelled, extinguished and annulled on and from the Effective Date.

**4. Effect of the Scheme on the equity shareholders of the Resulting Company 1 of the Demerged Company 1/ Transferee Company 1**

- 4.1. The Resulting Company 1 has issued only one class of shares, i.e. Equity Shares all held by the Promoter Shareholders. The existing paid up equity share capital of the Resulting Company 1 shall stand cancelled, extinguished and annulled on new shares being issued to the shareholders of the Demerged Company 1 / Transferee Company 1, as stated above. Accordingly, the existing shareholders of the Resulting Company 1 shall then cease to be shareholders of the Resulting Company 1.
- 4.2. Pursuant to the Scheme, each shareholder of the Demerged Company 1 / Transferee Company 1 would be entitled to the allotment of equity shares in the Resulting Company 1 in proportion to their shareholding in the Demerged Company 1 / Transferee Company 1 as above.

**5. Effect of the Scheme on the KMPs**

The Scheme will have no effect on the existing KMPs of the Resulting Company 1. The KMPs concerned of the Resulting Company 1 will remain engaged in the Resulting Company 1 without any interruption in their service and on terms and conditions no less favourable than those on which they are engaged by the Resulting Company 1.

For and on behalf of the Board

Place : Kolkata  
Date : 22nd May, 2017

**R. Chowdhury**  
Managing Director  
DIN : 06601588

## **REPORT ADOPTED BY THE BOARD OF DIRECTORS OF RP-SG RETAIL LIMITED AT ITS MEETING HELD ON 22 MAY 2017 EXPLAINING THE EFFECT OF A COMPOSITE SCHEME OF ARRANGEMENT ON EQUITY SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS AND NON PROMOTER SHAREHOLDERS**

### **1. BACKGROUND**

- 1.1. The Board of Directors (“**Board**”) of RP-SG Retail Limited (“**Resulting Company 2**”) at its meeting held on 22 May 2017 approved a Composite Scheme of Arrangement amongst the following companies and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (**‘the Scheme’**) :-
  - (1) CESC Infrastructure Limited (“**Transferor Company 1**”)
  - (2) Spencer’s Retail Limited (“**Transferor Company 2**” / “**Demerged Company 2**”)
  - (3) Music World Retail Limited (“**Transferor Company 3**”)
  - (4) Spen Liq Private Limited (“**Transferor Company 4**”)
  - (5) New Rising Promoters Private Limited (“**Transferor Company 5**”)
  - (6) CESC Limited (“**Demerged Company 1/ Transferee Company 1**”)
  - (7) Haldia Energy Limited (“**Resulting Company 1**”)
  - (8) RP-SG Retail Limited (“**Resulting Company 2**”)
  - (9) RP-SG Business Process Services Limited (“**Resulting Company 3**” / “**Transferee Company 2**”)
  - (10) Crescent Power Limited (“**Transferee Company 3**”)
- 1.2. Section 232(2)(c) of the Companies Act, 2013 (**‘the Act’**) requires the Directors to adopt a report explaining the effect of the arrangement on each class of shareholders, key managerial personnel (“**KMPs**”), promoters and non-promoter shareholders of the Resulting Company 2 laying out in particular the share entitlement ratio and specifying any special valuation difficulties and the same is required to be circulated as part of the notice of the meeting(s) to be held for the purpose of approving the Scheme.
- 1.3. This report of the Board is accordingly being made in pursuance to the requirements of Section 232(2)(c) of the Act.
- 1.4. The Scheme inter alia, provides as follows :
  - (1) Amalgamate the Transferor Company 1 with the Demerged Company 1/Transferee Company 1;
  - (2) Demerge the Generation Undertaking of the Demerged Company 1, as defined in the Scheme, to the Resulting Company 1;
  - (3) Demerge the Retail Undertaking 1 of the Demerged Company 1 and Retail Undertaking 2 of the Transferor Company 2/Demerged Company 2, as defined in the Scheme, to the Resulting Company 2;
  - (4) Demerge the IT Undertaking of the Demerged Company 1, as defined in the Scheme, to the Resulting Company 3/ Transferee Company 2;
  - (5) Amalgamate the Transferor Company 2 and the Transferor Company 3 with the Transferee Company 1;
  - (6) Amalgamate the Transferor Company 4 with the Transferee Company 2;
  - (7) Amalgamate the Transferor Company 5 with the Transferee Company 3;
  - (8) Reduce and cancel existing equity share capital of the Resulting Company 1 and reorganise reserves of the Resulting Company;

- (9) Reduce and cancel existing equity share capital of the Resulting Company 2;
  - (10) Reduce and cancel existing equity share capital of the Resulting Company 3; and
  - (11) Reduce and reorganise existing share capital of the Demerged Company 1/ Transferee Company 1, , consequent to the demergers.
- 1.5. The following documents were, inter alia, placed before the Board:
- 1.5.1. Draft Composite Scheme duly initialled by a Director of the Resulting Company 2 for the purpose of identification;
  - 1.5.2. Reports dated 18 May 2017 issued by Messrs. Walker Chandiok & Co LLP and BSR & Associates LLP, both independent Chartered Accountants (“**Valuers**”) on the ratio of shares to be allotted (“**Share Entitlement Ratio**”) by the Resulting Companies under the Scheme to the shareholders of the Demerged Companies;
  - 1.5.3. Fairness opinion dated 18 May, 2017 of Messrs. ICICI Securities Limited, a Category - I Merchant Banker, providing their fairness opinion on the Share Entitlement Ratio (“**Fairness Opinion**”);
2. **SHARE ENTITLEMENT RATIO REPORT / ISSUE OF SHARES ON DEMERGERS**
- 2.1. The said Valuers have recommended the following Share Entitlement Ratio for the issue of shares in terms of the Scheme:
- For the demerger and vesting of Retail Undertaking 1 of Demerged Company 1 (as defined in the Scheme) into Resulting Company 2 :**
- 6 fully paid up equity shares of INR 5 (Indian Rupees Five) each of Resulting Company 2 (“Retail Undertaking 1 New Equity Shares”) for every 10 equity shares of the Demerged Company 1 / Transferee Company 1 held by such shareholder on the record date to be fixed for the purpose.*
- For the demerger and vesting of Retail Undertaking 2 of Demerged Company 2 (as defined in the Scheme) into Resulting Company 2:**
- 5,00,000 (five lakh) fully paid up preference shares of INR 100 (India Rupees One Hundred) each of Resulting Company 2 (“Retail Undertaking 2 New Preference Shares”) for all the equity shares of the Demerged Company 2 held by the Demerged Company 1 on the terms stated in Schedule 2 to the Scheme.*
- 2.2. In case the shareholding of any shareholder of the Demerged Company 1 / Transferee Company 1 is such that such shareholder becomes entitled to a fraction of an equity share in any Resulting Company, as aforesaid, such Resulting Company shall not issue fractional share certificate to such shareholder but shall consolidate such fractions and round up the aggregate of such fractions to the next whole number and issue and allot the consolidated shares directly to a trustee nominated by the Board of such Resulting Company in that behalf, who shall sell such shares in the market at such price or prices and on such time or times as the trustee may in its sole discretion decide and on such sale, shall pay such Resulting Company, the net sale proceeds (after deduction of applicable taxes and other expenses incurred), whereupon such Resulting Company shall, subject to withholding tax, if any, distribute such sale proceeds to the concerned shareholders of the Demerged Company 1 / Transferee Company 1 in proportion to their respective fractional entitlements.
  - 2.3. The equity / preference shares of Resulting Company 2, as the case may be, to be issued and allotted as above shall rank *pari passu* in all respects with the existing equity shares and preference shares (if any) of the Resulting Company 2, as the case may be, after the Effective Date including with respect to dividend, bonus, right shares, voting rights and other corporate benefits attached thereto. The Resulting Company 2 shall seek listing of the equity shares allotted by it on the Stock Exchanges in terms of and in compliance of the SEBI Circular and other applicable provisions as may be applicable.
  - 2.4. No special valuation difficulties were reported.

### **3. REDUCTION OF EXISTING SHARE CAPITAL**

#### **3.1. Resulting Company 2**

With effect from the Effective Date and upon allotment of the new shares by the Resulting Company 2, as aforesaid, the existing paid up equity share capital of the Resulting Company 2 as existing prior to allotment of such new shares, shall stand cancelled, extinguished and annulled on and from the Effective Date.

#### **4. Effect of the Scheme on the equity shareholders of the Resulting Company 2**

- 4.1 The Resulting Company 1 has issued only one class of shares, i.e. Equity Shares all held by the Promoter Shareholders. The existing paid up equity share capital of the Resulting Company 2 shall stand cancelled, extinguished and annulled on new shares being issued to the shareholders of the Demerged Company 1 / Transferee Company 1, as stated above. The existing promoter shareholders of the Resulting Company 2 shall thus cease to be shareholders of the Resulting Company 2 accordingly.

#### **5. Effect of the Scheme on the KMPs**

The Resulting Company 2, if applicable, will engage in the respective Demerged Undertakings, the KMPs concerned without any interruption in their service and on terms and conditions not less favourable than those on which they are engaged now.

For and on behalf of the Board

**R. Banerjee**

Director

DIN : 05310850

Place : Kolkata

Date : 22nd May, 2017

## REPORT ADOPTED BY THE BOARD OF DIRECTORS OF RP-SG BUSINESS PROCESS SERVICES LIMITED AT ITS MEETING HELD ON 22 MAY 2017 EXPLAINING THE EFFECT OF A COMPOSITE SCHEME OF ARRANGEMENT ON EQUITY SHAREHOLDERS , PROMOTERS AND NON PROMOTER SHAREHOLDERS

### 1. BACKGROUND

1.1. The Board of Directors (“**Board**”) of RP-SG Business Process Services Limited (“**Resulting Company 3/ Transferee Company 2**”) at its meeting held on 22 May 2017 approved a Composite Scheme of Arrangement amongst the following companies and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (**‘the Scheme’**) :-

(1) CESC Infrastructure Limited (“**Transferor Company 1**”)

(2) Spencer’s Retail Limited (“**Transferor Company 2**” / “**Demerged Company 2**”)

(3) Music World Retail Limited (“**Transferor Company 3**”)

(4) Spen Liq Private Limited (“**Transferor Company 4**”)

(5) New Rising Promoters Private Limited (“**Transferor Company 5**”)

(6) CESC Limited (“**Demerged Company 1/ Transferee Company 1**”)

(7) Haldia Energy Limited (“**Resulting Company 1**”)

(8) RP-SG Retail Limited (“**Resulting Company 2**”)

(9) RP-SG Business Process Services Limited (“**Resulting Company 3**” / “**Transferee Company 2**”)

(10) Crescent Power Limited (“**Transferee Company 3**”)

1.2. Section 232(2)(c) of the Companies Act, 2013 (**‘the Act’**) requires the Directors to adopt a report explaining the effect of the arrangement on each class of shareholders, key managerial personnel (“**KMPs**”), promoters and non-promoter shareholders of the Resulting Company 3/Transferee Company 2 laying out in particular the share entitlement ratio and specifying any special valuation difficulties and the same is required to be circulated as part of the notice of the meeting(s) to be held for the purpose of approving the Scheme.

1.3. This report of the Board is accordingly being made in pursuance to the requirements of Section 232(2)(c) of the Act.

1.4. The Scheme inter alia, provides as follows :

(1) Amalgamate the Transferor Company 1 with the Demerged Company 1/Transferee Company 1;

(2) Demerge the Generation Undertaking of the Demerged Company 1, as defined in the Scheme, to the Resulting Company 1;

(3) Demerge the Retail Undertaking 1 of the Demerged Company 1 and Retail Undertaking 2 of the Transferor Company 2/Demerged Company 2, as defined in the Scheme, to the Resulting Company 2;

(4) Demerge the IT Undertaking of the Demerged Company 1, as defined in the Scheme, to the Resulting Company 3/ Transferee Company 2;

(5) Amalgamate the Transferor Company 2 and the Transferor Company 3 with the Transferee Company 1;

(6) Amalgamate the Transferor Company 4 with the Transferee Company 2;

(7) Amalgamate the Transferor Company 5 with the Transferee Company 3;

(8) Reduce and cancel existing equity share capital of the Resulting Company 1 and reorganise reserves of the Resulting Company 1 ;

- (9) Reduce and cancel existing equity share capital of the Resulting Company 2;
- (10) Reduce and cancel existing equity share capital of the Resulting Company 3; and
- (11) Reduce and reorganise existing share capital of the Demerged Company 1 / Transferee Company 1, consequent to the demergers.

1.5. The following documents were, inter alia, placed before the Board:

- 1.5.1. Draft Composite Scheme duly initialled by a Director of the Resulting Company 3 / Transferee Company 2 for the purpose of identification;
- 1.5.2. Reports dated 18 May 2017 issued by Messrs.Walker Chandiok& Co LLP and BSR & Associates LLP, both independent Chartered Accountants (“**Valuers**”) on the ratio of shares to be allotted (“**Share Entitlement Ratio**”) by the Resulting Companies under the Scheme to the shareholders of the Demerged Companies. ;
- 1.5.3. Fairness opinion dated 18 May, 2017 of Messrs. ICICI Securities Limited,a Category I Merchant Banker, providing their fairness opinion on the Share Entitlement Ratio (“**Fairness Opinion**”); and

## **2. SHARE ENTITLEMENT RATIO REPORT | ISSUE OF SHARES ON DEMERGERS**

- 2.1. The said Valuers have recommended the following Share Entitlement Ratio for the issue of shares in terms of the Scheme:

**For the demerger of IT Undertaking (as defined in the Scheme) of the Demerged Company 1 / Transferee Company 1 :**

*2 fully paid up equity shares of INR 10 (Indian Rupees Ten) each of the Resulting Company 3/Transferee Company 2 (“IT Undertaking New Equity Shares”) for every 10 equity shares of the Demerged Company 1 / Transferee Company 1 held by such shareholder on the record date to be fixed for the purpose..*

- 2.2. In case the shareholding of any shareholder of the Demerged Company 1 / Transferee Company 1 is such that such shareholder becomes entitled to a fraction of an equity share in any Resulting Company, as aforesaid, such Resulting Company shall not issue fractional share certificate to such shareholder but shall consolidate such fractions and round up the aggregate of such fractions to the next whole number and issue and allot the consolidated shares directly to a trustee nominated by the Board of such Resulting Company in that behalf, who shall sell such shares in the market at such price or prices and on such time or times as the trustee may in its sole discretion decide and on such sale, shall pay such Resulting Company, the net sale proceeds (after deduction of applicable taxes and other expenses incurred), whereupon such Resulting Company shall, subject to withholding tax, if any, distribute such sale proceeds to the concerned shareholders of the Demerged Company 1 / Transferee Company 1 in proportion to their respective fractional entitlements.
- 2.3. The equity / preference shares of Resulting Company 3, as the case may be, to be issued and allotted as above shall rank *pari passu* in all respects with the existing equity shares and preference shares (if any) of the Resulting Company 3, as the case may be, after the Effective Date including with respect to dividend, bonus, right shares, voting rights and other corporate benefits attached thereto. The Resulting Company 3 shall seek listing of the equity shares allotted by it on the Stock Exchanges in terms of and in compliance of the SEBI Circular and other applicable provisions as may be applicable.
- 2.4. No special valuation difficulties were reported.

## **3. NO ISSUE OF SHARES IN CONSIDERATION OF THE AMALGAMATION**

Apart from the proposed allotment of equity shares as set out in the aforesaid Clause 2.1 to the shareholders of the Demerged Company 1 / Transferee Company 1 as aforesaid, the Resulting Company 3 / Transferee Company 2 will not issue any other shares under the scheme.



#### **4. REDUCTION OF EXISTING SHARE CAPITAL**

##### **4.1. Resulting Company 3**

With effect from the Effective Date and upon allotment of the new shares by the Resulting Company 3/ Transferee Company 2, as aforesaid, the paid up equity share capital of the Resulting Company 3/Transferee Company 2 as existing prior to allotment of such new shares, shall stand cancelled, extinguished and annulled on and from the Effective Date.

##### **5. Effect of the Scheme on the equity shareholders of the Resulting Company 3 / Transferee Company 2**

The Resulting Company 3 / Transferee Company 2 has issued only one class of shares, i.e. Equity Shares to its Promoter Shareholders. The existing paid up equity share capital of the Resulting Company 3 / Transferee Company 2 shall stand cancelled, extinguished and annulled on new shares being issued to the shareholders of the Demerged Company 1 / Transferee Company 1, as stated above. The existing shareholders of the Resulting Company 3 / Transferee Company 2 shall thus cease to be shareholders of the Resulting Company 3 / Transferee Company 2 accordingly.

##### **6. Effect of the Scheme on the KMPs**

The Resulting Company 3, if applicable, will engage in the Demerged Undertaking, the KMPs concerned without any interruption in their service and on terms and conditions not less favourable than those on which they are engaged now.

For and on behalf of the Board

**S. Mitra**

Director

DIN : 01277136

Place : Kolkata

Date : 22nd May, 2017

## **REPORT ADOPTED BY THE BOARD OF DIRECTORS OF CRESCENT POWER LIMITED AT ITS MEETING HELD ON 22 MAY 2017 EXPLAINING THE EFFECT OF A COMPOSITE SCHEME OF ARRANGEMENT ON EQUITY SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS AND NON PROMOTER SHAREHOLDERS**

### **1. BACKGROUND**

- 1.1. The Board of Directors (**"Board"**) of Crescent Power Limited (**"Transferee Company 3"**) at its meeting held on 22 May 2017 approved a Composite Scheme of Arrangement amongst the following companies and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (**'the Scheme'**) :-
  - (1) CESC Infrastructure Limited (**"Transferor Company 1"**)
  - (2) Spencer's Retail Limited (**"Transferor Company 2" / "Demerged Company 2"**)
  - (3) Music World Retail Limited (**"Transferor Company 3"**)
  - (4) Spen Liq Private Limited (**"Transferor Company 4"**)
  - (5) New Rising Promoters Private Limited (**"Transferor Company 5"**)
  - (6) CESC Limited (**"Demerged Company 1/ Transferee Company 1"**)
  - (7) Haldia Energy Limited (**"Resulting Company 1"**)
  - (8) RP-SG Retail Limited (**"Resulting Company 2"**)
  - (9) RP-SG Business Process Services Limited (**"Resulting Company 3" / "Transferee Company 2"**)
  - (10) Crescent Power Limited (**"Transferee Company 3"**)
- 1.2. Section 232(2)(c) of the Companies Act, 2013 (**'the Act'**) requires the Directors to adopt a report explaining the effect of the arrangement on each class of shareholders, key managerial personnel (**"KMPs"**), promoters and non-promoter shareholders of the Transferee Company 3 laying out in particular the share entitlement ratio and specifying any special valuation difficulties and the same is required to be circulated as part of the notice of the meeting(s) to be held for the purpose of approving the Scheme.
- 1.3. This report of the Board is accordingly being made in pursuance to the requirements of Section 232(2)(c) of the Act.
- 1.4. The Scheme, inter alia, provides as follows :-
  - (1) Amalgamate the Transferor Company 1 with the Demerged Company 1/Transferee Company 1;
  - (2) Demerge the Generation Undertaking of the Demerged Company 1, as defined in the Scheme, to the Resulting Company 1;
  - (3) Demerge the Retail Undertaking 1 of the Demerged Company 1 and Retail Undertaking 2 of the Transferor Company 2/Demerged Company 2, as defined in the Scheme, to the Resulting Company 2;
  - (4) Demerge the IT Undertaking of the Demerged Company 1, as defined in the Scheme, to the Resulting Company 3/ Transferee Company 2;
  - (5) Amalgamate the Transferor Company 2 and the Transferor Company 3 with the Transferee Company 1;
  - (6) Amalgamate the Transferor Company 4 with the Transferee Company 2;
  - (7) Amalgamate the Transferor Company 5 with the Transferee Company 3;
  - (8) Reduce and cancel existing equity share capital of the Resulting Company 1 and reorganise reserves of the Resulting Company 1;

- (9) Reduce and cancel existing equity share capital of the Resulting Company 2;
- (10) Reduce and cancel existing equity share capital of the Resulting Company 3; and
- (11) Reduce and reorganise existing share capital of the Demerged Company 1/ Transferee Company 1, consequent to the demergers.

1.5. The following document was, inter alia, placed before the Board:

Draft Composite Scheme duly initialled by the Company Secretary of the Transferee Company 3 for the purpose of identification;

**2. NO ISSUE OF SHARES IN CONSIDERATION OF THE AMALGAMATION**

The Transferor Company 5 is a wholly owned subsidiary of the Transferee Company 3. All shares in the Transferor Company 5 held by the Transferee Company 3 shall stand cancelled without further act or deed on the amalgamation coming into effect and in lieu of such shares of the Transferor Company 5, no new shares shall be allotted or payment in cash made whatsoever to the shareholders of the Transferor Company 5. The question of valuation difficulties thus did not arise.

**3. Effect of the Scheme on the Equity Shareholders of the Transferor Company 5**

The Transferor Company 5 has issued only one class of shares, I.e. Equity Shares all to its promoter shareholders. As noted aforesaid, the Transferor Company 5 shall be amalgamated with the Transferee Company 3 and all shares of the Transferor Company 5 held by Transferee Company 3 shall stand cancelled without further act or deed on the amalgamation coming into effect.

**4. Effect of the Scheme on the KMPs**

The KMPs, if any, of the Transferor Company No.5 shall become employees of the Transferee Company 3 without any interruption in their service and on terms and conditions not less favourable than those on which they are engaged in the Transferor Company 5.

For and on behalf of the Board

**S. Mitra**

Director

DIN : 01277136

Place : Kolkata

Date : 22nd May, 2017

**CESC INFRASTRUCTURE LIMITED**      **Annexure - "ES 4" to Explanatory Statement**

List of Directors, Promoters, Key Managerial Personnel & their Relatives	Shareholding													
	CESC Ltd		CESC Infrastructure Ltd		Haldia Energy Ltd		Spencer's Retail Ltd		Spn Liq Pvt Ltd		Music World Retail Ltd		Crescent Power Ltd	
	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding
<b>(A) Directors:</b>														
(i) Subrata Talukdar	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(ii) Khalil Ahmad Siddiqi	12	0	0	0	0	0	0	0	0	0	0	0	0	0
(iii) Dilip Kumar Sen	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(iv) Gargi Chatterjee	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(v) Rabi Chowdhury	228	0	0	0	0	0	0	0	0	0	0	0	0	0
(vi) Mr. Pratip Chaudhuri	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(vii) Santanu Bhattacharya	0	0	0	0	0	0	0	0	0	0	0	0	0	0
<b>(B) Relatives of Directors:</b>														
Gargi Talukdar	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Late Sudhanshu Talukdar	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Late Shanti Talukdar	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Master Sagnik Talukdar	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sayantani Talukdar	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Arghya Roy Chowdhuri	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Debabrata Talukdar	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sibani Das	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Tahseen Siddiqi	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Late Ishaq Ullah Siddiqi	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Late Asfatun Nisa Siddiqi	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Kafil Ahmad Siddiqi	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Waqar Ahmad Siddiqi	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Uzma Siddiqi	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Rubina Siddiqi	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Zareen Alam	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Syed Monawar Alam	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Late Asfia Khatoon Siddiqi	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Shova Rani Chaudhuri	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Pankaj Chaudhuri	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Aditi Chaudhuri	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Atanu Roy Ghatak	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Prabal Kumar Chaudhuri	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Rita Chatterjee	0	0	0	0	0	0	0	0	0	0	0	0	0	0

List of Directors, Promoters, Key Managerial Personnel & their Relatives	Shareholding																	
	CESC Ltd			CESC Infrastructure Ltd			Haldia Energy Ltd			Spencer's Retail Ltd			Spn Liq Pvt Ltd			Music World Retail Ltd		
	No. of shares	% holding		No. of shares	% holding		No. of shares	% holding		No. of shares	% holding		No. of shares	% holding		No. of shares	% holding	
Kakoli Chaudhuri	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Rakhi Sen	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Krishnendu Sen	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Panchali Roychowdhury	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Saikat Roychowdhury	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Dipak Sen	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Tara Chatterjee	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Surjiaa Chakravarti	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Arkadev Chatterjee	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Bhargavi Chatterjee Bhattacharya	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Surjamukhi Chatterjee	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Tapasi Chowdhury	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Arun Chowdhury	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sukla Chowdhury	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Ranjana Bhattacharya	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Saroni Chanda	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Asitava Chanda	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Goutam Bhattacharya	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Bhaswati Sanyal	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
<b>(C) Key Managerial Personnel (KMPs)</b>																		
(i) Mr. Avijit Chakravorty- Company Secretary	6	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(ii) Mr. Prabir Kumar Mitra- Manager	5	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(iii) Mr. Debabrata Bhattacharya-CFO	1	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
<b>(D) Relatives of KMPs :</b>																		
Suranjana Chakravorty	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sibani Chakravorty	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Diptarup Chakravorty	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Swagata Chakravorty	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sumitra Mitra	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0

List of Directors, Promoters, Key Managerial Personnel & their Relatives	Shareholding													
	CESC Ltd		CESC Infrastructure Ltd		Haldia Energy Ltd		Spencer's Retail Ltd		Spen Liq Pvt Ltd		Music World Retail Ltd		Crescent Power Ltd	
	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding
Nivedita Ghosh Dasgupta	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Somenath Ghosh Dasgupta	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Aditi Bhattacharya	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Lt Samarendra Bhattacharya	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Ava Bhattacharya	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Debolina Bhattacharya	0	0	0	0	0	0	0	0	0	0	0	0	0	0

## SPENCERS RETAIL LIMITED

List of Directors, Promoters, Key Managerial Personnel & their Relatives	Shareholding													
	CESC Ltd		CESC Infrastructure Ltd		Haldia Energy Ltd		Spencer's Retail Ltd		Spn Liq Pvt Ltd		Music World Retail Ltd		Crescent Power Ltd	
	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding
<b>(A) Directors:</b>														
(i) Mr. Arvind Kumar Vats (Whole-time Director) (Appointed w.e.f. 1 July 2017)	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(ii) Mr. Rajendra Jha	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(iii) Mr. Subhasis Mitra	103	0	0	0	0	0	0	0	0	0	0	0	0	0
(iv) Mr. B.L.Chandak	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(v) Ms. Gargi Chatterjee	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(vi) Mr. Khalil Ahmad Siddiqi	12	0	0	0	0	0	0	0	0	0	0	0	0	0
(vii) Mr.Santanu Bhattacharya	0	0	0	0	0	0	0	0	0	0	0	0	0	0
<b>(B) Relatives of Directors:</b>														
Urmila Vats	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Lt. Shri Shiv Kumar Vats	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Santosh Vats	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Subham Vats	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Komal Vats	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Ashwini Vats	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Anita Vats	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Seema Vats	0	0	0	0	0	0	0	0	0	0	0	0	0	0
RJ (HUF)	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Shashi Jha	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Lt. Harikeshwar Jha	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Vidyawati Jha	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Shashwat Jha	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Swarnima Jha	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sweta Jha	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Mukesh Jha	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sarad Jha	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Snehlata Yagnik	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Jyoti Nagar	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Arti Mehta	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Patralekha Mitra	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Pallabika Mitra.	0	0	0	0	0	0	0	0	0	0	0	0	0	0



List of Directors, Promoters, Key Managerial Personnel & their Relatives	Shareholding													
	CESC Ltd		CESC Infrastructure Ltd		Haldia Energy Ltd		Spencer's Retail Ltd		Spn Liq Pvt Ltd		Music World Retail Ltd		Crescent Power Ltd	
	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding
Sancharini Mitra	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Arijit Sarkar	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Debashis Mitra	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Minakshi Ghosh	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Mamta Chandak	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Shri Gowardhan Chandak	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Lt. Parvati Chandak	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sharad Chandak	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sonali Chandak	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Kavita Chandak Bihani	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Madhusudan Bihani	0	0	0	0	0	0	0	0	0	0	0	0	0	0
J.P.Chandak	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Ramesh Chandak	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Vikas Chandak	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Geeta Rathi	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Shasi Prabha Jajoo	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Tara Chatterjee	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Surjaa Chakravarti	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Arkadev Chatterjee	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Bhargavi Chatterjee Bhattacharya	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Surjamukhi Chatterjee	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Tahseen Siddiqi	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Lt. Ishaq Ullah Siddiqi	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Lt. Asfatun Nisa Siddiqi	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Kafil Ahmad Siddiqi	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Waqar Ahmad Siddiqi	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Uzma Siddiqi	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Rubina Siddiqi	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Zareen Alam	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Syed Monawar Alam	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Lt. Asfia Khatoon Siddiqi	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Mrs Ranjana Bhattacharya	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Mrs Saroni Chanda	0	0	0	0	0	0	0	0	0	0	0	0	0	0

List of Directors, Promoters, Key Managerial Personnel & their Relatives	Shareholding																			
	CESC Ltd		CESC Infrastructure Ltd		Haldia Energy Ltd		Spencer's Retail Ltd		Spen Liq Pvt Ltd		Music World Retail Ltd		Crescent Power Ltd		New Rising Promoters Pvt Ltd		RP-SG Business Process Services Ltd		RP-SG Retail Ltd	
	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding
Mr. Asitava Chanda	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Mr. Goutam Bhattacharya	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Mrs. Bhaswati Sanyal	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(C) Key Managerial Personnel (KMPs)																				
(i) Mr. Arvind Kumar Vats - Whole-time Director and Chief Financial Officer	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(iii) Mr. S.Ganesh - Company Secretary	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(D) Relatives of KMPs :																				
Urmila Vats	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Lt. Shri Shiv Kumar Vats	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Santosh Vats	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Subham Vats	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Komal Vats	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Ashwini Vats	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Anita Vats	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Seema Vats	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
R. Sujatha	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
R.Seetharaman	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
S.Rajeswari	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
G.Pooja	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
G.Shrija	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
S.Swaminathan	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0

## MUSIC WORLD RETAIL LIMITED

List of Directors, Promoters, Key Managerial Personnel & their Relatives	Shareholding													
	CESC Ltd		CESC Infrastructure Ltd		Haldia Energy Ltd		Spencer's Retail Ltd		Spen Liq Pvt Ltd		Music World Retail Ltd		Crescent Power Ltd	
	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding
<b>(A) Directors:</b>														
(i) Mr. Sunil Kumar Sanganerla	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(ii) Mr. Rajendra Dey	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(iii) Murthy Srikanth	0	0	0	0	0	0	0	0	0	0	0	0	0	0
<b>(B) Relatives of Directors:</b>														
Babita Sanganerla	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Mahabir Prasad Sanganerla	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Draupadi Devi Sanganerla	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sangeeta Lundia	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sunita Bajoria	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Rupali Dey	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sudha Rani Dey	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Kinsuk Dey	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sailen Dey	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Tapan Dey	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Madhusudan Dey	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Gopal Dey	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Juthika Dey	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Latika Bose	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Bithika Pal	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Kanika Mitra	0	0	0	0	0	0	0	0	0	0	0	0	0	0
N.R.Sunya Bhavani	0	0	0	0	0	0	0	0	0	0	0	0	0	0
G.Rama Chandra Murthy	0	0	0	0	0	0	0	0	0	0	0	0	0	0
G.Lalitha	0	0	0	0	0	0	0	0	0	0	0	0	0	0
G.R.S.Sai Sharan Abhishek	0	0	0	0	0	0	0	0	0	0	0	0	0	0
G.R.Sridhar	0	0	0	0	0	0	0	0	0	0	0	0	0	0
G.R.Srinivas	0	0	0	0	0	0	0	0	0	0	0	0	0	0
G.R.Rajnikanth	0	0	0	0	0	0	0	0	0	0	0	0	0	0
<b>(C) Key Managerial Personnel (KMPs)</b>														
<b>Relatives of KMPs :</b>														
NIL														

## SPEN LIQ PRIVATE LIMITED

List of Directors, Promoters, Key Managerial Personnel & their Relatives	Shareholding													
	CESC Ltd		CESC Infrastructure Ltd		Haldia Energy Ltd		Spencer's Retail Ltd		Spen Liq Pvt Ltd		Music World Retail Ltd		Crescent Power Ltd	
	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding
(A) Directors:	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(i) Mr. Harish Toshniwal	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(ii) Mr. Arun Kumar Mukherjee	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(iii) Ms. Kusum Dadoo	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(iv) Mr. Bhaskar Raychaudhuri	50	0	0	0	0	0	0	0	0	0	0	0	0	0
(B) Relatives of Directors:														
Sunita Toshniwal	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Pusraj Toshniwal	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Bhagwati Devi Toshniwal	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Harshit Toshniwal	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Devang Toshniwal	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Madhukanta Heda	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Swapna Mukherjee	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Manindra Mukherjee	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Mira Mukherjee	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Chandana Ganguly	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Goutam Ganguly	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Anwesha Mukherjee	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Barun Kumar Mukherjee	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Tarun Kumar Mukherjee	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Aruna Chatterjee	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Dipa Raychaudhuri	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Rithika Raychaudhuri	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Kritika Raychaudhuri	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Abhijit Raychaudhuri	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(C) Key Managerial Personnel (KMPs)														
Ms Sunanda Bhattacharyya, Company secretary	6	0	0	0	0	0	0	0	0	0	0	0	0	0
Mr. Biswajit Sarkar, CFO	1	0	0	0	0	0	0	0	0	0	0	0	0	0

List of Directors, Promoters, Key Managerial Personnel & their Relatives	Shareholding													
	CESC Ltd		CESC Infrastructure Ltd		Haldia Energy Ltd		Spencer's Retail Ltd		Spen Liq Pvt Ltd		Music World Retail Ltd		Crescent Power Ltd	
	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding
(D) Relatives of KMPs :														
Mr. Susanta Kumar Bhattacharya	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Mrs. Shibani Bhattacharya	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Mr. Shibajyoti Bhattacharya	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Mr. Mammohan Sarkar	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Ms. Minati Sarkar	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Ms. Asmita Sarkar	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Mr. Reejit Sarkar	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Ms. Aparna Sarkar	0	0	0	0	0	0	0	0	0	0	0	0	0	0

## NEW RISING PROMOTERS PRIVATE LIMITED

List of Directors, Promoters, Key Managerial Personnel & their Relatives	Shareholding															
	CESC Ltd		CESC Infrastructure Ltd		Haldia Energy Ltd		Spencer's Retail Ltd		Spen Liq Pvt Ltd		Music World Retail Ltd		Crescent Power Ltd		New Rising Promoters Pvt Ltd	
	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding
(A) Directors :																
(i) Mr. Subhasis Mitra	103	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(ii) Mr. Subrata Talukdar	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(iii) Mr. Subhangshu Chakrabarti	1	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(iv) Mr. Joyneel Mukherjee	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(B) Relatives of Directors :																
Patralekha Mitra	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Pallabika Mitra	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sancharini Mitra	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Debashis Mitra	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Minakshi Ghosh	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Arijit Sarkar	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Gargi Talukdar	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Late Sudhanshu Talukdar	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Late Shanti Talukdar	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Master Sagnik Talukdar	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sayantani Talukdar	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Arghya Roy Chowdhuri	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Debabrata Talukdar	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sibani Das	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Amiya Chakraborty	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Nandini Chakrabarti	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Subhayu Chakravorty	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Kamalani Chakravorty	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Soumik Ghose	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
<b>Shenshu Shaker Chakravorty</b>	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Anita Chakraborty	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Kabita Bhattacharjee	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sipra Das	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Neelam Mukherjee	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Ishita Mukherjee	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Indroneel Mukherjee	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(C) Key Managerial Personnel (KMPs) : N.A.																

## CESC LIMITED

List of Directors, Promoters, Key Managerial Personnel & their Relatives	Shareholding													
	CESC Ltd		CESC Infrastructure Ltd		Haldia Energy Ltd		Spencer's Retail Ltd		Spen Liq Pvt Ltd		Music World Retail Ltd		Crescent Power Ltd	
	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding
(A) Directors:														
(i) Mr. Sanjiv Goenka (Chairman)	258498	0.1950	0	0	0	0	0	0	0	0	0	0	0	0
(ii) Mr. Pradi Kumar Khaitan	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(iii) Mr. Brij Mohan Khaitan	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(iv) Mr. Chandra Kumar Dhanuka	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(v) Ms. Rekha Sethi	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(vi) Mr. Pratip Chaudhuri	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(vii) Mr. Kalakuruchi Jairaj	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(viii) Mr. Aniruddha Basu (Managing Director)	110		0	0	0	0	0	0	0	0	0	0	0	0
(B) Relatives of Directors:														
Ms. Preeti Goenka	25223	0.0190	0	0	0	0	0	0	0	0	0	0	0	0
Ms. Sushila Goenka	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Mr. Shashwat Goenka	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Ms. Shivika Goenka	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Ms. Aarna Jain	501	0	0	0	0	0	0	0	0	0	0	0	0	0
Mr. Devansh Jain	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Mr. H. Goenka	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sanjiv Goenka & others	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Prabha Khaitan	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Haigreve Khaitan	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Tarujika Khaitan	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Yashodhara Shroff	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sanjay Shroff	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Girish Kumar Khaitan	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Vasundhara Modi	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Pulak Modi	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Shanti Khaitan	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Deepak Khaitan	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Yashodhara Khaitan	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Aditya Khaitan	0	0	0	0	0	0	0	0	0	0	0	0	0	0



List of Directors, Promoters, Key Managerial Personnel & their Relatives	Shareholding															
	CESC Ltd		CESC Infrastructure Ltd		Haldia Energy Ltd		Spencer's Retail Ltd		Spn Liq Pvt Ltd		Music World Retail Ltd		Crescent Power Ltd		New Rising Promoters Pvt Ltd	
	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding
Kavita Khaitan	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Divya Jalan	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sandeep Kumar Jalan	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sushila Pasari	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Indira Maskara																
Aruna Dhanuka	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Mrigank Dhanuka	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Bharati Dhanuka	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Taruika Khaitan	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Haigave Khaitan	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sri Chandra Kumar Dhanuka	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Nirmal Sethi	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Rajat Sethi	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Shova Rani Chaudhuri	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Pankaj Chaudhuri	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Aditi Chaudhuri	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Atanu Roy Ghatak	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Prabal Kumar Chaudhuri	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Rita Chatterjee	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Kakoli Chaudhuri	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Poornima Jairaj	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Aditya jairaj	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Namita Jairaj	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Tanya Jairaj	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Abhijit Menon	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Meera Rao	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Anuradha Basu	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Ankan Basu	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
<b>(C) Key Managerial Personnel (KMPs)</b>																
(i) Mr. Subhasis Mitra - Company Secretary	103	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(ii) Mr. Rajarshi Banerjee - CFO	114	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0

List of Directors, Promoters, Key Managerial Personnel & their Relatives	Shareholding													
	CESC Ltd		CESC Infrastructure Ltd		Haldia Energy Ltd		Spencer's Retail Ltd		Spen Liq Pvt Ltd		Music World Retail Ltd		Crescent Power Ltd	
	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding
(D) Relatives of KMPs :														
Patralekha Mitra	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Pallabika Mitra	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sancharini Mitra	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Debashis Mitra	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Minakshi Ghosh	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Arijit Sarkar	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Paramita Banerjee	128	0	0	0	0	0	0	0	0	0	0	0	0	0
Ajit Kumar Banerjee	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Ritam Banerjee	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Anirban Banerjee	0	0	0	0	0	0	0	0	0	0	0	0	0	0

## HALDIA ENERGY LIMITED

List of Directors, Promoters, Key Managerial Personnel & their Relatives	Shareholding													
	CESC Ltd		CESC Infrastructure Ltd		Haldia Energy Ltd		Spencer's Retail Ltd		Spen Liq Pvt Ltd		Music World Retail Ltd		Crescent Power Ltd	
	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding
(A) Directors:														
(i) Mr. Subrata Talukdar	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(ii) Mr. Rajendra Jha	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(iii) Mr. Probir Kumar Bose	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(iv) Mr. Jayanta Chakrabarty	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(v) Mr. Bhaskar Raychaudhuri	50	0	0	0	0	0	0	0	0	0	0	0	0	0
(vi) Ms. Rekha Sethi	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(vii) Ms. Maitrayee Sen	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(viii) Mr. Santanu Bhattacharyya	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(viii) Mr. Rabi Chaudhury (Managing Director)	228	0	0	0	0	0	0	0	0	0	0	0	0	0
(B) Relatives of Directors:														
Gargi Talukdar	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sagnik Talukdar	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sayantani Talukdar	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Agnya Roy Chowdhuri	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Debabrata Talukdar	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sibani Talukdar	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sashi Jha	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Hatkeswar Jha	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Vidyawati Jha	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Shashwat Jha	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Swarnima Jha	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sweta Jha	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sarad Jha	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Mukesh Jha	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Mamata Nagar	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sneh Yagnik	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Jyoti Nagar	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Arti Mehta	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Mala Bose	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Late Pravrat Kumar Bose	0	0	0	0	0	0	0	0	0	0	0	0	0	0

List of Directors, Promoters, Key Managerial Personnel & their Relatives	Shareholding																			
	CESC Ltd		CESC Infrastructure Ltd		Haldia Energy Ltd		Spencer's Retail Ltd		Spen Liq Pvt Ltd		Music World Retail Ltd		Crescent Power Ltd		New Rising Promoters Pvt Ltd		RP-SG Business Process Services Ltd		RP-SG Retail Ltd	
	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding
Geeta Bose	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Malini Bose	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Subir Kumar Bose	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Kumkum Chakrabarty	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Suman Chakrabarty	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Raka Chakrabarty	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Dr Arun Chakrabarty	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Dipa Raychaudhuri	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Rithika Raychaudhuri	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Krittika Raychaudhuri	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Abhijit Raychaudhuri	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Nirmal Sethi	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Rajat Sethi	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Mohini Mohan Bandopadhyay	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Tapti Bandopadhyay	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Soumava Bandopadhyay	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Usree Bandopadhyay	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Mrs Ranjana Bhattacharya	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Mrs Saroni Chanda	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Mr. Asitava Chanda	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Mr. Goutam Bhattacharya	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Mrs. Bhaswati Sanyal	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Mrs. Tapashi Chaudhuri	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Mr. Arun Chowdhury	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Ms. Sukla Chowdhury	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(C) Key Managerial Personnel (KMPs)																				
(i) Mr. Sayak Chatterjee - Company Secretary	8	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(ii) Mr. Subir Kumar Saha - CFO	54	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(D) Relatives of KMPs :																				
Rajrupa Chatterjee	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Pradipt Kr Chatterjee	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sarbani Chatterjee	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0

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## RP SG RETAIL LIMITED

List of Directors, Promoters, Key Managerial Personnel & their Relatives	Shareholding											
	CESC Ltd		CESC Infrastructure Ltd		Haldia Energy Ltd		Spencer's Retail Ltd		Spen Liq Pvt Ltd		Music World Retail Ltd	
	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding
(A) Directors:												
(i) Mr.Gautam Ray	0	0	0	0	0	0	0	0	0	0	0	0
(ii) Mr.Rajarshi Banerjee	114	0	0	0	0	0	0	0	0	0	0	0
(iii) Mr.Sunil Bhandari	0	0	0	0	0	0	0	0	0	0	0	0
(B) Relatives of Directors :												
Tapati Ray	0	0	0	0	0	0	0	0	0	0	0	0
Aditi Ray	0	0	0	0	0	0	0	0	0	0	0	0
Shamayeeta Ray	0	0	0	0	0	0	0	0	0	0	0	0
Arthita Ray	0	0	0	0	0	0	0	0	0	0	0	0
Arghya Deb	0	0	0	0	0	0	0	0	0	0	0	0
Uttam Ray	0	0	0	0	0	0	0	0	0	0	0	0
Sumita Sinha Ray	0	0	0	0	0	0	0	0	0	0	0	0
Paramita Banerjee	0	0	0	0	0	0	0	0	0	0	0	0
Ajit Kumar Banerjee	0	0	0	0	0	0	0	0	0	0	0	0
Ritam Banerjee	0	0	0	0	0	0	0	0	0	0	0	0
Anirban Banerjee	0	0	0	0	0	0	0	0	0	0	0	0
Tanuja Bhandari	0	0	0	0	0	0	0	0	0	0	0	0
Ranjit Raj Bhandari	0	0	0	0	0	0	0	0	0	0	0	0
Suneela Bhandari	0	0	0	0	0	0	0	0	0	0	0	0
Devang Bhandari	0	0	0	0	0	0	0	0	0	0	0	0
Lalit Bhandari	0	0	0	0	0	0	0	0	0	0	0	0
Sunil Bhandari HUF	0	0	0	0	0	0	0	0	0	0	0	0
(C) Key Managerial Personnel (KMPS) : N.A.												

## RP-SG BUSINESS PROCESS SERVICES LIMITED

List of Directors, Promoters, Key Managerial Personnel & their Relatives	Shareholding													
	CESC Ltd		CESC Infrastructure Ltd		Haldia Energy Ltd		Spencer's Retail Ltd		Spen Liq Pvt Ltd		Music World Retail Ltd		Crescent Power Ltd	
	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding
(A) Directors:														
(i) Rajendra Jha	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(ii) Subhasis Mitra	103	0	0	0	0	0	0	0	0	0	0	0	0	0
(iii) Mr. Utpal Bhattacharya	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(B) Relatives of Directors :														
Shashi Jha	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Late Hatkeshwar Jha	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Vidyawati Jha	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Shashwat Jha	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Swarnima Jha	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sweta Jha	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Mukesh Jha	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sarad Jha	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Snehilata Yagnik	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Jyoti Nagar	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Arti Mehta	0	0	0	0	0	0	0	0	0	0	0	0	0	0
RJ (HUF)	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Patralekha Mitra	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Pallabika Mitra	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sancharini Mitra	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Debashis Mitra	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Minakshi Ghosh	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Arijit Sarkar	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Srilekha Bhattacharya	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Meenakshi Bhattacharya	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Ritabrata Bhattacharya	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Srujana Kagita	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sudena Chowdhury	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(C) Key Managerial Personnel (KMPs) : N.A.														



## CRESCENT POWER LIMITED

List of Directors, Promoters, Key Managerial Personnel & their Relatives	Shareholding											
	CESC Ltd		CESC Infrastructure Ltd		Haldia Energy Ltd		Spencer's Retail Ltd		Spen Liq Pvt Ltd		Music World Retail Ltd	
	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding
(A) Directors:												
(i) Sunil Bhandari	0	0	0	0	0	0	0	0	0	0	0	0
(ii) Rajendra Jha	0	0	0	0	0	0	0	0	0	0	0	0
(iii) Subhasis Mitra	103	0	0	0	0	0	0	0	0	0	0	0
(iv) Subrata Talukdar	0	0	0	0	0	0	0	0	0	0	0	0
(v) Bhaskar Raychaudhuri	50	0	0	0	0	0	0	0	0	0	0	0
(vi) Khalil Ahmad Siddiqi	12	0	0	0	0	0	0	0	0	0	0	0
(B) Relatives of Directors :												
Tanuja Bhandari	0	0	0	0	0	0	0	0	0	0	0	0
Ranjit Raj Bhandari	0	0	0	0	0	0	0	0	0	0	0	0
Suneela Bhandari	0	0	0	0	0	0	0	0	0	0	0	0
Devang Bhandari	0	0	0	0	0	0	0	0	0	0	0	0
Lalit Bhandari	0	0	0	0	0	0	0	0	0	0	0	0
Sunil Bhandari HUF	0	0	0	0	0	0	0	0	0	0	0	0
Shashi Jha	0	0	0	0	0	0	0	0	0	0	0	0
Late Harkeshwar Jha	0	0	0	0	0	0	0	0	0	0	0	0
Vidyawati Jha	0	0	0	0	0	0	0	0	0	0	0	0
Shashwat Jha	0	0	0	0	0	0	0	0	0	0	0	0
Swarnima Jha	0	0	0	0	0	0	0	0	0	0	0	0
Sweta Jha	0	0	0	0	0	0	0	0	0	0	0	0
Mukesh Jha	0	0	0	0	0	0	0	0	0	0	0	0
Sarad Jha	0	0	0	0	0	0	0	0	0	0	0	0
Snehlata Yagnik	0	0	0	0	0	0	0	0	0	0	0	0
Jyoti Nagar	0	0	0	0	0	0	0	0	0	0	0	0
Arti Mehta	0	0	0	0	0	0	0	0	0	0	0	0
RJ (HUF)	0	0	0	0	0	0	0	0	0	0	0	0
Patralekha Mitra	0	0	0	0	0	0	0	0	0	0	0	0
Pallabika Mitra	0	0	0	0	0	0	0	0	0	0	0	0
Sancharini Mitra	0	0	0	0	0	0	0	0	0	0	0	0
Debashis Mitra	0	0	0	0	0	0	0	0	0	0	0	0
Minakshi Ghosh	0	0	0	0	0	0	0	0	0	0	0	0
Arijit Sarkar	0	0	0	0	0	0	0	0	0	0	0	0
Gargi Talukdar	0	0	0	0	0	0	0	0	0	0	0	0

List of Directors, Promoters, Key Managerial Personnel & their Relatives	Shareholding													
	CESC Ltd		CESC Infrastructure Ltd		Haldia Energy Ltd		Spencer's Retail Ltd		Spent Lij Pvt Ltd		Music World Retail Ltd		Crescent Power Ltd	
	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding
Late Sudhanshu Talukdar	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Late Shanti Talukdar	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Master Sagnik Talukdar	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sayantani Talukdar	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Arghya Roy Chowdhuri	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Debarata Talukdar	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sibani Das	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Late Deekumar Raychaudhuri	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Late Bina Raychaudhuri	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Dipa Raychaudhuri	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Ritwika Raychaudhuri	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Kritika Raychaudhuri	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Abhijit Raychaudhuri	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Tahseen Siddiqi	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Late Ishaq Ullah Siddiqi	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Late Asfatur Nisa Siddiqi	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Kafli Ahmad Siddiqi	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Waqar Ahmad Siddiqi	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Uzma Siddiqi	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Rubina Siddiqi	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Zareen Alam	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Syed Monawar Alam	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Late Asfia Khatoon Siddiqi	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(C) Key Managerial Personnel (KMPs)														
(i) Mr. Sudip Kumar Ghosh - Company Secretary	11	0	0	0	0	0	0	0	0	0	0	0	0	0
(ii) Mr. Deb Kumar Dey - CFO	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(iii) Mr. Kaushik Biswas - Manager	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(D) Relatives of KMPs :														
Late Sushil Kumar Ghosh	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Late Anjali Ghosh	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sabari Ghosh	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Saurish Ghosh	0	0	0	0	0	0	0	0	0	0	0	0	0	0

List of Directors, Promoters, Key Managerial Personnel & their Relatives	Shareholding											
	CESC Ltd		CESC Infrastructure Ltd		Haldia Energy Ltd		Spencer's Retail Ltd		Spn Liq Pvt Ltd		Music World Retail Ltd	
	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding
Swarniavo Ghosh	0	0	0	0	0	0	0	0	0	0	0	0
Runa Mitra	0	0	0	0	0	0	0	0	0	0	0	0
Sumana Dey	0	0	0	0	0	0	0	0	0	0	0	0
Raj Kumar Dey	0	0	0	0	0	0	0	0	0	0	0	0
Paranita Seal	0	0	0	0	0	0	0	0	0	0	0	0
Madhurima Biswas	0	0	0	0	0	0	0	0	0	0	0	0
Late Kall Krishna Biswas	0	0	0	0	0	0	0	0	0	0	0	0
Sabita Biswas	0	0	0	0	0	0	0	0	0	0	0	0
Kingsuk Biswas	0	0	0	0	0	0	0	0	0	0	0	0
Kunal Biswas	0	0	0	0	0	0	0	0	0	0	0	0

B S R & Associates LLP

### Chartered Accountants

401. Fines, Lodging Expenses,  
 Airport Miles, Transportation  
 R. M. Jones, 12401 Matilda Avenue  
 14600 - 205-011  
 10/1/88

Temperature	-31.422	434	3200
Time	-31.422	434	3200

19 May 2017

Board of Directors  
CESC Limited  
CESC House,  
Chowringhee Square,  
Kolkata 700 001, India

Report on share entitlement ratio for proposed demerger of generation, retail and IT businesses of CESC Limited ("Report")

Dear Sirs,

We refer to the engagement letter dated 17 May 2017, wherein the Board of Directors of CESC Limited ("CESC", or "You" or "Company" or "Client") has engaged B S R & Associates LLP ("B S R" or "We" or "Us") to recommend share entitlement ratio for the proposed demerger of CESC Limited under the draft composite scheme of arrangement received by Us on 16 May 2017 ("Draft Proposed Scheme") (together the "Engagement")

We understand that, as part of the Draft Proposed Scheme, the businesses of CESC are proposed to be demerged as follows:

- 1) Generation business to be demerged into Haldia Energy Limited
- 2) Retail business to be demerged into RP-SG Retail Limited
- 3) Business process management business to be demerged into RP-SG Business Process Services Limited

Hereinafter together referred to as "Proposed Demerger" or "Proposed Transaction")

We understand that the distribution business of CESC will continue to remain with CESC.

The Draft Proposed Scheme has been framed under Section 230 to 232 and other applicable provisions of the Companies Act, 2013. As part of the Draft Proposed Scheme, Haldia Energy Limited, RP SG Retail Limited and RP-SG Business Process Services Limited will issue its shares to the shareholders of CESC Limited as a consideration for Demerged Undertakings (Demerged Undertakings has been defined in the Draft Proposed Scheme).

This Report is subject to the scope limitations, exclusions and disclaimers detailed hereinafter. As such the Report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to therein.

This Report is subject to the laws of India.

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১. স্বাধীনতা : স্বাধীনতা হলো একজন ব্যক্তির নিজের জীবন, মতামত, ধর্ম, বিশ্বাস, ইত্যাদি নিয়ে নিজের মতো করে চালাতে পারার অধিকার।  
 ২. স্বাধীনতা : স্বাধীনতা হলো একজন ব্যক্তির নিজের জীবন, মতামত, ধর্ম, বিশ্বাস, ইত্যাদি নিয়ে নিজের মতো করে চালাতে পারার অধিকার।  
 ৩. স্বাধীনতা : স্বাধীনতা হলো একজন ব্যক্তির নিজের জীবন, মতামত, ধর্ম, বিশ্বাস, ইত্যাদি নিয়ে নিজের মতো করে চালাতে পারার অধিকার।  
 ৪. স্বাধীনতা : স্বাধীনতা হলো একজন ব্যক্তির নিজের জীবন, মতামত, ধর্ম, বিশ্বাস, ইত্যাদি নিয়ে নিজের মতো করে চালাতে পারার অধিকার।  
 ৫. স্বাধীনতা : স্বাধীনতা হলো একজন ব্যক্তির নিজের জীবন, মতামত, ধর্ম, বিশ্বাস, ইত্যাদি নিয়ে নিজের মতো করে চালাতে পারার অধিকার।

B S R & Associates LLP

## BACKGROUND

CESC Limited, a power utility company, engages in the generation, transmission, and distribution of electricity to approximately 2.9 million domestic, industrial, and commercial users in the area of 567 square kilometers (km) of Kolkata and Howrah, West Bengal in India. The Company also owns and operates other businesses such as retail, business process management, etc. Further, we understand that CESC owns the "Spencer's" brand and all intellectual property associated with the name "Spencer's".

The equity shares of CESC are listed on the BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE"). The shareholding pattern of CESC, as on 31 March 2017, is set out below

CESC Shareholding as on 31 March 2017	No. of Shares <sup>A</sup>	% Holding
Promoter and Promoter Group	66,172,200	49.92%
Public	66,384,834	50.08%
<b>Total</b>	<b>132,557,033</b>	<b>100.00%<sup>B</sup></b>

<sup>A</sup>Face value INR 10 each

Source: SSE and Management Information

The Draft Proposed Scheme will include the following steps:

### Step 1: Amalgamation of CESC Infrastructure Limited with CESC Limited.

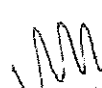
CESC Infrastructure Limited is engaged in the business of investment in power sector. The company is a wholly owned subsidiary of CESC as on 31 March 2017. The equity shares of CESC Infrastructure Limited would thereafter be cancelled.

### Step 2: Transfer and vesting of Demerged Generation Undertaking from CESC Limited into Haldia Energy Limited

Haldia Energy Limited engages in construction and operation of coal based thermal power plants. The company was incorporated in 1994 and is based in Kolkata, India. Haldia Energy Limited operates as a wholly owned subsidiary of CESC Infrastructure Limited as on 31 March 2017.

### Step 3: Transfer and vesting of Demerged Retail Undertaking from CESC Limited into RP-SG Retail Limited.

RP-SG Retail Limited is the company resulting out of the Proposed Demerger and is proposed to hold and operate the existing retail business of CESC. The company is a wholly owned subsidiary of CESC as on 31 March 2017. Upon Demerger, transfer and vesting of Retail Undertaking 2 by Spencer's Retail Limited ("SRL") to RP-SG Retail Limited, preference shares of RP-SG Retail Limited will be issued to CESC, the shareholder of SRL.

  
Page 2 of 6

B S R & Associates LLP

**Step 4: Transfer and vesting of Demerged IT Undertaking from CESC Limited into RP-SG Business Process Services Limited.**

RP-SG Business Process Services Limited is the company resulting out of the Proposed Demerger and is proposed to hold and operate the existing IT business of CESC. The company is a wholly owned subsidiary of CESC as on 31 March 2017.

There are subsequent amalgamations, which are envisaged as part of the Draft Proposed Scheme.

Upon demerger, transfer and vesting of Demerged Undertakings by CESC to Haldia Energy Limited, RP-SG Retail Limited and RP-SG Business Process Services Limited, equity shares of Haldia Energy Limited, RP-SG Retail Limited and RP-SG Business Process Services Limited will be issued to the shareholders of CESC as a consideration for the Demerged Undertakings.

In this connection, the Management wants B S R to recommend share entitlement ratio for issue of shares by Haldia Energy Limited, RP-SG Retail Limited and RP-SG Business Process Services Limited to the shareholders of CESC Limited under steps 2, 3 and 4 as detailed above.

Share entitlement ratio is the number of shares of Haldia Energy Limited, RP-SG Retail Limited and RP-SG Business Process Services Limited that a shareholder of CESC Limited (Transferor Company) would be entitled to in proportion to the existing shareholding in CESC Limited. The Demerged Undertakings are defined as per the Draft Proposed Scheme.

Based on the aforementioned and that upon demerger, the set of shareholders and holding proportion being proposed for Haldia Energy Limited, RP-SG Retail Limited and RP-SG Business Process Services Limited is identical to that of CESC Limited, the beneficial economic interest of the equity shareholders of CESC Limited in Haldia Energy Limited, RP-SG Retail Limited and RP-SG Business Process Services Limited will remain same at the time of Proposed Demerger.

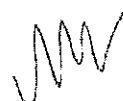
**SOURCES OF INFORMATION**

For the purposes of this exercise, we have,

- Shareholding pattern of CESC Limited, Haldia Energy Limited, RP-SG Retail Limited and RP-SG Business Process Services Limited (hereafter collectively referred to as "CESC group companies") as on 31 March 2017.
- Held interviews and relied on representations of Management.
- Carried out such other analysis, reviews and inquiries as we considered necessary.

**SCOPE LIMITATIONS, EXCLUSIONS AND DISCLAIMERS**

We have relied upon the information, data and explanations given to us by the Management for the purposes of concluding on the reasonableness of Share Entitlement Ratio in

 Page 3 of 6

H S R S Associates LLP

connection with Proposed Transaction. We have not carried out a due diligence or audit of Demerged Undertakings or CESC or CESC group companies nor have we independently investigated or otherwise verified the data provided. We do not express any form of assurance that the financial information or other information as provided by the Management is accurate.

Our conclusion assumes that Demerged Undertakings, CESC and CESC group companies comply fully with relevant laws and regulations applicable in all its areas of operations unless otherwise stated, and that Demerged Undertakings are being managed in a competent and responsible manner. Further, except as specifically stated to the contrary, this Report has given no consideration to matters of a legal nature, including issues of legal title and compliance with local laws, and litigation and other contingent liabilities that are not recorded in unaudited carved out balance sheet of Demerged Undertakings. Our conclusion on reasonableness of share entitlement ratio assumes that the assets and liabilities of Demerged Undertakings remain intact as of the date of forming such opinion on Share Entitlement Ratio.

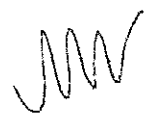
This Share Entitlement Ratio is essentially based on the information provided by the Management for which CESC accepts full responsibility. Our review and analysis have been limited to the above mentioned procedures and our analysis is subject to this limitation. Our reliance and use of this information provided by the Management should not be construed as expression of our opinion on it and we do not and will not accept any responsibility or liability for any inaccuracy in it.

The exercise of valuation is not a precise science and the conclusions arrived at in many cases will be subjective and dependent on the exercise of individual judgment. There is, therefore, no undisputable single share entitlement ratio. While we have concluded on the reasonableness of the Share Entitlement Ratio based on the information available to us and within the scope and constraints of our engagement, others may have a different opinion as to the same.

The decision to proceed on the Proposed Transaction as well as acceptance of the final Share Entitlement Ratio depends on the Management, which will be responsible for decisions associated with determination of the Share Entitlement Ratio and the factors other than our work will need to be taken into account in determining the same; these will include your own assessment and may include the input of other professional advisors.

We owe responsibility and are liable to only the Client which has retained us, under the terms of our engagement letter and nobody else.

We will not be liable for any loss, claims, damages or liabilities arising in any way from fraudulent acts, misrepresentations, and default on the part of CESC, their directors, employees or agents.

  
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B S R & Associates LLP

## SHARE ENTITLEMENT RATIO

As set out above,

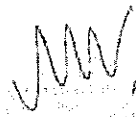
- As on 31 March 2017, the issued, subscribed and paid up capital of CESC Limited consists of 132,557,043 fully paid up equity shares of face value INR 10 each.
- Haldia Energy Limited, RP-SG Retail Limited and RP-SG Business Process Services Limited are directly/ indirectly wholly owned subsidiaries of CESC Limited.

We understand that in consideration of the demerger of Demerged Undertakings, the Management proposes to issue:

- a) 50 (Fifty) equity shares of face value INR 10 each of Haldia Energy Limited for every 100 (One hundred) equity shares of face value INR 10 each held in CESC Limited, being the consideration of the transfer and vesting of the Demerged Generation Undertaking
- b) 60 (Sixty) equity shares of face value INR 5 each of RP-SG Retail Limited for every 100 (One hundred) equity shares of face value INR 10 each held in CESC Limited, being the consideration of the transfer and vesting of the Demerged Retail Undertaking.
- c) 20 (Twenty) equity shares of face value INR 10 each of RP-SG Business Process Services Limited for every 100 (One hundred) equity shares of face value INR 10 each held in CESC Limited, being the consideration of the transfer and vesting of the Demerged IT Undertaking.
- d) 500,000 (5 Hundred Thousand) fully paid preference share of INR 100 (Rupees One Hundred) each of RP-SG Retail Limited to CESC Limited.

Pursuant to the Proposed Transaction, the issued, subscribed and paid up equity share capital of the CESC Limited shall stand reduced, by reducing the face value of the equity shares, from the present sum of INR 1,325,570,430 divided into 132,557,043 equity shares of INR 10 each fully paid to INR 662,785,215 divided into 132,557,043 equity shares of INR 5 each fully paid. Simultaneously, 2 (two) equity shares of INR 5 each, shall be consolidated into 1 (one) fully paid up equity share of INR 10 each resulting into 66,278,522 equity shares of INR 10 each fully paid up.

In case any shareholder's equity holding in CESC Limited is such that such shareholder becomes entitled to a fraction of an equity share of Haldia Energy Limited, RP-SG Retail Limited, RP SG Business Process Services Limited, the same will be treated as per relevant provisions of the Draft Proposed Scheme.

  
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B S R & Associates LLP

Due to the reduction in capital of the CESC Limited and the aforesaid consolidation, if a shareholder becomes entitled to a fraction of an equity share of the CESC Limited, the same will be treated as per relevant provisions of the Draft Proposed Scheme.

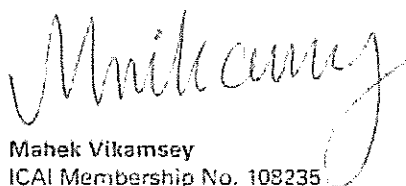
Based on the aforementioned and that upon demerger, the set of shareholders and holding proportion being proposed for Haldia Energy Limited, RP-SG Retail Limited and RP-SG Business Process Services Limited is identical to that of CESC Limited, the beneficial economic interest of the equity shareholders of CESC Limited in Haldia Energy Limited, RP-SG Retail Limited and RP-SG Business Process Services Limited will remain same at the time of the Proposed Demerger.

We believe that the above share entitlement ratio is fair and reasonable considering that all the shareholders of CESC Limited are and will, upon demerger, be the ultimate economic beneficial owners of Haldia Energy Limited, RP-SG Retail Limited and RP-SG Business Process Services Limited and in the same ratio (inter se) as they hold shares in CESC Limited, as on the record date to be decided by Management of CESC Limited in the Draft Proposed Scheme.

Our Report and share entitlement ratio is based on the envisaged equity share capital structure of CESC Limited, Haldia Energy Limited, RP-SG Retail Limited and RP-SG Business Process Services Limited as mentioned earlier in this Report. Any variation in the equity capital structures of CESC Limited and Haldia Energy Limited, RP-SG Retail Limited and RP-SG Business Process Services Limited apart from the above mentioned Draft Proposed Scheme may have material impact on the share entitlement ratio.

Respectfully submitted,

For B S R & Associates LLP  
Chartered Accountants  
Firm Registration No. 116231W



**Mahesh Vikamsey**  
ICAI Membership No. 108235  
Place: Mumbai  
Date: 18 May 2017

# Walker Chandio & Co LLP

STRICTLY PRIVATE AND CONFIDENTIAL

15 May 2017

The Board of Directors  
CESC Limited  
CESC House  
Chowringhee Square  
Kolkata - 700 001

Walker Chandio & Co LLP  
Indira, Walker Chandio & Co LLP  
Chowringhee Square  
Kolkata - 700 001  
E-Mail: [info@wccl.co.in](mailto:info@wccl.co.in)  
Website: [wccl.co.in](http://wccl.co.in)

T: +91 33 4661 0001  
F: +91 33 4661 0002

Dear Sirs,

Re: Recommendation of Share Entitlement Ratio for proposed demerger of Power Generation Undertaking, Retail Undertakings and IT Undertaking of CESC Limited in relation to the Composite Scheme of Arrangement between CESC Infrastructure Limited, Spencer's Retail Limited, Music World Retail Limited, Spen Liq Private Limited, New Rising Promoters Private Limited, CESC Limited, Haldia Energy Limited, RP-SG Retail Limited, RP-SG Business Process Services Limited, Crescent Power Limited and their respective shareholders

We refer to our ongoing discussions and respective engagement letter whereby CESC Limited (hereinafter referred to as the "CESC", "Client" / "Company") has requested Walker Chandio & Co LLP ("WCC") to recommend Share Entitlement Ratio for the proposed group restructuring of CESC.

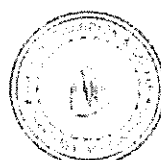
## SECTION 1: SCOPE AND PURPOSE OF THIS REPORT

The RP - Sanjiv Goenka Group (the "Group") through its subsidiaries has business interests in sectors including Power & Natural resources, Retail, Media & Entertainment, Infrastructure and IT & Education.

CESC Limited ("CESC") is the flagship company of RP - Sanjiv Goenka Group. It is a power utility company engaged in the business of generation and distribution of electricity in West Bengal. It is the sole distributor of electricity within an area of 567sq km of Kolkata & Howrah and serves 2.9 million consumers which include domestic, industrial and commercial users. The company is also engaged in the business of generating electricity through 3 thermal generation plants namely Budge Budge, Southern and Titagarh. Besides power utility sector, CESC also has business interests in Retail, IT business and Real Estate segments through various subsidiaries, associates and divisions. The Equity Shares of CESC are listed on the BSE Limited and the National Stock Exchange of India Limited.

We understand the management of CESC (the "Management") is contemplating a group restructuring exercise wherein the subsidiary and associate companies operating with similar business activities will be consolidated and aligned together under different holding companies to save costs, bring in synergies, expand operations, build infrastructure and unlock value for its shareholders. ("Proposed Restructuring") CESC proposes to segregate existing business operations into following four segments as part of the Proposed Restructuring:

1. Power Distribution Undertaking
2. Power Generation Undertaking
3. Retail Undertaking and
4. IT Undertaking



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## Walker Chandio & Co LLP

The Proposed Restructuring is to be effected through Composite Scheme of Arrangement (the "Scheme") pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and the Companies Act, 1956.

We understand that Appointed Date for the Proposed Restructuring is 1 October 2017 and the Effective date as defined in the Scheme.

In this regard, Walker Chandio & Co LLP has been requested by CESC to submit a report recommending share entitlement ratios ("Share Entitlement Report" or "Report") in connection with the Proposed Restructuring of CESC to be placed before the Audit Committee/ Board of Directors of CESC.

### SECTION 2: BRIEF BACKGROUND OF THE COMPANIES FORMING PART OF PROPOSED RESTRUCTURING

- CESC Infrastructure Limited ("CIL") is a public company incorporated under the Companies Act, 1956. CIL is a wholly owned subsidiary of CESC. The current capital structure of CIL is detailed hereunder:

Table 2.1: Share Capital Structure of CIL

Particulars	INR
<b>Authorised Share Capital</b>	
3,00,00,00,000 equity shares of INR 10 each	30,00,00,00,000
<b>Total</b>	<b>30,00,00,00,000</b>
<b>Issued, Subscribed and Paid-up Capital</b>	
2,89,80,50,000 equity shares of INR 10 each	28,98,05,00,000
<b>Total</b>	<b>28,98,05,00,000</b>

- CIL is engaged, *inter alia*, in the business of power generation through following wholly owned subsidiaries:
  - Haldia Energy Limited ("HEL") operates 2 x 300 MW coal fired thermal power project at Haldia, West Bengal. The current capital structure of HEL is detailed hereunder:

Table 2.2: Share Capital Structure of HEL

Particulars	INR
<b>Authorised Share Capital</b>	
1,25,00,00,000 equity shares of INR 10 each	12,50,00,00,000
<b>Total</b>	<b>12,50,00,00,000</b>
<b>Issued, Subscribed and Paid-up Capital</b>	
1,20,34,41,049 equity shares of INR 10 each	12,03,44,10,490
<b>Total</b>	<b>12,03,44,10,490</b>

- Dharuwal Infrastructure Limited ("DIL") operates 2 x 300 MW coal based thermal power plant, located in Chandrapur, Maharashtra.



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### Power Generation Undertaking

- Power Generation Undertaking of CESC, engaged in the activity of production and generation of electricity, includes the following subsidiaries and divisions together with all its undertakings, assets, properties, investments and liabilities of CESC, in relation to and pertaining to the power generation business including the following

- Surya Vidyut Limited
- Pachi Hydropower Projects Limited
- Papu Hydropower Projects Limited
- Dhanwal Infra Limited
- Integrated Coal Mining Limited
- Crescent Power Limited ("CPL")
- New Rising Promoters ("NRPL")

In addition to above subsidiaries following power generation plants would form part of the Power Generation Undertaking

- the 750MW Budge Budge Generating Station
- the 135MW Southern Generating Station, and
- the 240MW Titagarh Generating Station.

Power Generation Undertaking as referred in this Report would mean Generation Undertaking as defined in the Scheme and summarized below

'Generation Undertaking' means all the power generation business of CESC engaged in the activity of production and generation of electricity together with all its undertakings, assets, properties, investments and liabilities of CESC, in relation to and pertaining to the power generation business

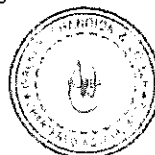
### Retail Undertaking

- Spencer's Retail Limited ("SRL") is a public company incorporated under the Companies Act, 1956. SRL is a multi-format retailer providing a wide range of quality products across categories such as food, personal care, fashion, home essentials, electrical and electronics to its key consumers. SRL has 120 stores including 37 Hyper stores in over 35 cities in India.
- The current capital structure of SRL is detailed hereunder:

Table 2.3: Share Capital Structure of SRL

Particulars	INR
<b>Authorised Share Capital</b>	
150,00,00,000 equity shares of INR 10 each	15,00,00,00,000
<b>Total</b>	<b>15,00,00,00,000</b>
<b>Issued, Subscribed and Paid-up Capital</b>	
29,07,53,585 equity shares of INR 10 each	2,96,75,35,850
<b>Total</b>	<b>2,96,75,35,850</b>

- In addition to business operations in SRL, it has following subsidiaries:
  - Music World Retail Limited ("MWRL") is a public company incorporated under the Companies Act, 1956. MWRL is engaged, *inter alia*, in the business of retailing of music in various formats across Music World outlets.



## Walker Chandiok & Co LLP

The capital Structure of MWRL is detailed hereunder

Table 2.4: Share Capital Structure of MWRL

Particulars	INR
<b>Authorised Share Capital</b>	
50,00,000 equity shares of INR 10 each	6,00,00,000
<b>Total</b>	<b>6,00,00,000</b>
<b>Issued, Subscribed and Paid-up Capital</b>	
50,00,000 equity shares of INR 10 each	5,00,00,000
<b>Total</b>	<b>5,00,00,000</b>

- Au Bon Pain Café India Limited ("ABPIL"), incorporated in 2008 and based in Bengaluru, owns and operates retail chains of coffee shops in India.
- Omnipresent Retail India Private Limited is engaged in the online retailing of products across categories such as food, personal care, fashion, home essentials and others and caters only to the domestic market.
- Guiltfree Industries limited is the new vertical which will house the FMCG business and related investments mainly in packaged snack food segment.
- Bowlopedia Restaurants India Limited is a new company in which quick service food outlets are being planned.

**Retail Undertaking 1 and Retail Undertaking 2** (collectively referred to as 'Retail Undertakings') referred in this Report would mean Retail Undertaking 1 and Retail Undertaking 2 as defined in the Scheme and summarized below:

**'Retail Undertaking 1'** means the retail business of CESC and the 'Spencers' Brand and all intellectual property and interests associated with the name "Spencers" of CESC.

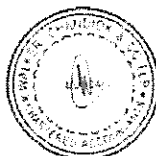
**'Retail Undertaking 2'** means the Core Retail Business Operations of SRL (excluding the retail business in the state of Gujarat and investments of SRL), together with all its undertakings, assets, properties, investments and liabilities of SRL in relation to and pertaining to the retail business.

Non-Core Retail Business Operations include operations in Gujarat and investments of SRL in the following:

- Music World Retail Limited
- Au Bon Pain Café India Limited
- Omnipresent Retail India Private Limited
- Guiltfree Industries Limited and
- Bowlopedia Restaurants India Limited

### IT Undertaking

- Spen Liq Private Limited ("SPL"), is a private company incorporated under the Companies Act, 1956. SPL is engaged, *inter alia*, is the holding company of Firstsource Solutions Limited which is listed on the Stock Exchanges and is amongst Top 3 pure play BPO companies in India.



## Walker Chandio & Co LLP

The current capital structure of SPL is detailed hereunder:

**Table 2.5: Share Capital Structure of SPL**

Particulars	INR
<b>Authorised Share Capital</b>	
50,00,00,000 equity shares of INR 10 each	5,00,00,00,000
<b>Total</b>	<b>5,00,00,00,000</b>
<b>Issued, Subscribed and Paid-up Capital</b>	
47,10,28,050 equity shares of INR 10 each	4,71,02,80,500
<b>Total</b>	<b>4,71,02,80,500</b>

- SPL owns 54.9% of Firstsource Solutions Limited ("FSL")
- FSL, founded in 2011 and based in Mumbai, provides customer-centric business process management solutions. It offers customer management services such as business acquisition, customer account, customer loyalty, and differentiators, collection services, including financial, healthcare, and student loan collection, and data processing services that include back-office outsourcing, transaction processing, and process re-engineering services.

IT Undertaking referred in this Report would mean IT Undertaking as defined in the Scheme and summarized below:

"IT Undertaking" means all the business in relation to the information technology business of CESC together with all its undertakings, assets, properties, investments and liabilities of CESC in relation to and pertaining to the business of information technology, and shall include (without limitation):

- investments in the information technology business including but not limited to the investment of CESC in SPL.

### Resulting Companies

- HEL, a Power Generation Company, which along with its subsidiaries, shall hold all existing and upcoming thermal power projects and renewable energy projects.

The proposed capital structure of HEL is detailed hereunder:

**Table 2.6: Proposed Capital Structure of HEL**

	INR
<b>Authorised Share Capital</b>	
125,00,00,000 equity shares of INR 10 each	1,250,00,00,000
<b>Total</b>	<b>1,250,00,00,000</b>
<b>Issued, Subscribed and Paid-up Capital</b>	
66,27,85,220 equity shares of INR 10 each	66,27,85,220
<b>Total</b>	<b>66,27,85,220</b>





## Walker Chandio & Co LLP

- **RP-SG Retail Limited ("RSRL")** is a Multi-format retailer providing a wide range of quality products across categories such as food, personal care, fashion, home essentials, electrical and Electronics to its key consumers.

The proposed capital structure of RSRL is detailed hereunder:

Table 2.7: Proposed Capital Structure of RSRL	
	INR
<b>Authorised Share Capital</b>	
10,00,00,000 equity shares of INR 5 each	50,00,00,000
<b>Total</b>	<b>50,00,00,000</b>
<b>Issued, Subscribed and Paid-up Capital</b>	
7,95,34,226 equity shares of INR 5 each	39,76,71,130
<b>Total</b>	<b>39,76,71,130</b>

- **RP-SG Business Process Services Limited ("RBPSL")** along with its subsidiaries operates the business of Information Technology and Business process outsourcing with service deliveries across the globe.

The proposed capital structure of RBPSL is detailed hereunder:

Table 2.8: Proposed Capital Structure of RBPSL	
	INR
<b>Authorised Share Capital</b>	
3,00,00,000 equity shares of INR 10 each	30,00,00,000
<b>Total</b>	<b>30,00,00,000</b>
<b>Issued, Subscribed and Paid-up Capital</b>	
2,65,11,409 equity shares of INR 10 each	26,51,14,090
<b>Total</b>	<b>26,51,14,090</b>

### SECTION 3: PROPOSED RESTRUCTURING

The Proposed Restructuring as per the Draft Scheme of Arrangement would be implemented through the following steps:

#### Step 1: Amalgamation of CIL with CESC

Pursuant to the Scheme coming into effect, CIL would be amalgamated into CESC. Since CIL is a wholly owned subsidiary of CESC, there shall be no issue of shares by CESC in consideration for proposed amalgamation of CIL with CESC.

In this step all equity shares of CIL held by CESC shall stand cancelled.

#### Step 2: Demerger and Vesting of Power Generation Undertaking of CESC into HEL

Pursuant to the Scheme coming into effect, CESC would transfer its Power Generation Undertaking to HEL.

Upon Demerger, Transfer and Vesting of Power Generation Undertaking by CESC to HEL, equity shares of HEL will be issued to the shareholders of CESC as a consideration for the Power Generation Undertaking.



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Pursuant to the abovementioned transfer, all equity shares of HEL held by CESC shall stand cancelled.

### Step 3: Demerger and Vesting of Retail Undertaking 1 of CESC into RSRL

Pursuant to the Scheme coming into effect, CESC would transfer its Retail Undertaking 1 to RSRL.

Upon Demerger, Transfer and Vesting of Retail Undertaking 1 by CESC to RSRL, shares of RSRL will be issued to the shareholders of CESC as a consideration for the Retail Undertaking 1.

### Step 4: Demerger and Vesting of the Retail Undertaking 2 of SRL into RSRL

Pursuant to the Scheme coming into effect, SRL would transfer its Retail Undertaking 2 to RSRL.

Upon Demerger, Transfer and Vesting of Retail Undertaking 2 by SRL to RSRL, Preference Shares of RSRL will be issued to CESC, the shareholder of SRL, as a consideration for the Retail Undertaking 2.

After completion of Step 3, Step 4 and upon allotment of equity shares and preference shares by RSRL as stated above, equity shares held by CESC in RSRL shall stand cancelled, extinguished and annulled on and from the Effective Date and the paid up capital of RSRL to that effect shall stand cancelled and reduced, which shall be regarded as reduction of share capital of RSRL.

### Step 5: Demerger and Vesting of IT Undertaking of CESC into RBPSL

Pursuant to the Scheme coming into effect, CESC would transfer its IT Undertaking to RBPSL.

Upon Demerger, Transfer and Vesting of IT Undertaking by CESC to RBPSL, equity shares of RBPSL will be issued to the shareholders of CESC, as a consideration for the IT Undertaking.

After completion of Step 5 and upon allotment of equity shares by RBPSL as stated above, equity shares held by CESC in RBPSL shall stand cancelled, extinguished and annulled on and from the Effective Date and the paid up capital of RBPSL to that effect shall stand cancelled and reduced, which shall be regarded as reduction of share capital of RBPSL.

### Step 6: Amalgamation of SRL with CESC

Pursuant to the Scheme coming into effect, SRL would be amalgamated with CESC. Since SRL is a wholly owned subsidiary of CESC, there shall be no issue of shares by CESC in consideration for proposed amalgamation of SRL with CESC.

In this step all equity shares of SRL held by CESC shall stand cancelled.

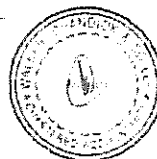
### Step 7: Amalgamation of MWRL with CESC

Pursuant to the Scheme coming into effect, MWRL would be amalgamated into CESC. Pursuant to merger of SRL with CESC in Step 6, MWRL would be a wholly owned subsidiary of CESC. Therefore, there shall be no issue of shares by CESC in consideration for proposed amalgamation of MWRL with CESC.

In this step all equity shares of MWRL held by CESC shall stand cancelled.

### Step 8: Amalgamation of SPL with RBPSL

Pursuant to the Scheme coming into effect, SPL would be amalgamated with RBPSL. Since SPL is a wholly owned subsidiary of RBPSL, there shall be no issue of shares by RBPSL in consideration for proposed amalgamation of SPL with RBPSL.



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Pursuant to the abovementioned transfer, all equity shares of SPL by RBPSL shall stand cancelled.

### Step 9: Amalgamation of NRPL with CPL

Pursuant to the Scheme coming into effect, NRPL would be amalgamated with CPL. Since NRPL is a wholly owned subsidiary of CPL, there shall be no issue of shares by CPL in consideration for proposed amalgamation of NRPL with CPL.

In this step all equity shares of NRPL held by CPL shall stand cancelled.

### SECTION 4: SOURCES OF INFORMATION

The information and documents, which have been furnished to us by CESC, are as under:

1. Draft Composite Scheme of Arrangement between CIL, SRL, MWRL, SPL, NRPL, CESC, HEL, RSRL, RBPSL, CPL and their respective shareholders.
2. Existing Share Capital Structure of CESC, SRL, MWRL, SPL, CIL, NRPL, HEL and CPL.
3. Proposed Capital Structure of HEL, RSRL and RBPSL.
4. Other relevant details regarding CESC, its subsidiaries, associates, divisions and the Proposed Restructuring exercise.

We have also obtained necessary explanations and information, which we believed were relevant to the present exercise, from the executives, representatives and management of CESC. We have carried out such other analysis, reviews and enquires as we considered necessary.

It may be mentioned that CESC has been provided opportunity to review the draft report (excluding our recommendation of share allotment) for the current exercise as part of our standard practice to make sure that factual inaccuracies are avoided in our Report.

### SECTION 5: EXCLUSIONS AND SCOPE LIMITATIONS

Our Report is subject to the scope limitations detailed hereinafter. As such the Report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to therein.

Our work does not constitute an audit, due diligence or certification of the historical financial statements of CESC/ its Subsidiaries/ Associates and such other Business Undertakings referred to in this Report. We have not analysed the Financial Statements of CESC/ its Subsidiaries/ Associates and such other Business Undertakings. Accordingly, we are unable to and do not express an opinion on the accuracy of any financial information referred to in this Report. We assume no responsibility for any errors in the above information furnished by CESC and their impact on the present exercise.

Our scope is limited to expression of our view on the proposed Share entitlement Ratio and its impact on the economic interest of the shareholders of CESC and the Resulting Company. The Report should not be construed as, our opinion or certifying the compliance of the Proposed Restructuring with the provisions of any law including the Companies Act 1956, Companies Act 2013, FEMA, taxation related laws, capital market related laws, any accounting, taxation or legal implications or issues arising from Proposed Restructuring. This Report is issued on the understanding that CESC has drawn our attention to all the matters, which they are aware of concerning the financial position of CESC/ its Subsidiaries/ Associates and such other Business Undertakings and any other matter, which may have an impact on our opinion, on the share entitlement ratio for the Proposed Restructuring including any significant changes that have taken place or are likely to take place in the financial position of CESC/ its Subsidiaries/ Associates and such other Business Undertakings in connection with the Proposed Restructuring. We have no responsibility to update this Report for events and circumstances occurring after the date of this Report.



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Please note that the valuation of a business or an enterprise, its equity shares or its equity options is not an exact science and ultimately depends upon what the enterprise or shares might be worth to an independent investor or buyer. Therefore, there is no indisputable single Share Entitlement Ratio. While we would provide our view on the Share Entitlement Ratio based on the information available to us and within the scope and constraints of this Engagement Letter, others may have a different opinion. The Client acknowledges and agrees that the final responsibility for determination of the Share Entitlement Ratio for the Proposed Restructuring and factors other than our Report will need to be taken into account in determining such ratios, these will include the Client's assessment of the Proposed Restructuring and may include the input of other professional advisors.

The fee for the Report is not contingent upon the results reported.

This Report does not address the relative merits of the Proposed Restructuring as compared with any other alternative business transaction, or other alternatives, or whether or not such alternatives could be achieved or are available. Any decision by the Client regarding whether or not to proceed with the Proposed Restructuring shall rest solely with the Client. We owe responsibility to only the Board of Directors of CESC that have retained us and nobody else. We do not accept any liability to any third party in relation to the issue of this Report.

Neither the Report nor its contents may be referred to or quoted in any registration statement, prospectus, offering memorandum, annual report, loan agreement or other agreement or document given to third parties, other than in connection with the Proposed Restructuring exercise. In addition, we express no opinion or recommendation as to how the shareholders of CESC should vote at any shareholders meeting(s) to be held in connection with the Proposed Restructuring.

We will not be liable for any losses, claims, damages or liabilities arising out of the actions taken, omissions of or advice given by any other person to the Company. In no event shall we be liable for any loss, damages, cost or expenses arising in any way from fraudulent acts, misrepresentations or wilful default on part of the Company, their directors, employees or agents. In no circumstances shall the liability of a Valuer, its partners, its directors or employees, relating to the services provided in connection with the engagement set out in this Report shall exceed the amount paid to such Valuer in respect of the fees charged by it for these services.

We do not accept any liability to any third party in relation to the issue of the Report and our Report is conditional upon an express indemnity from the Company in our favor holding us harmless from and against any cost, damage, expense and other consequences in connection with the provision of this Report. It is clarified that this Report is not a fairness opinion under any of the stock exchange/ listing regulations. This Report is not a substitute for the third party's own due diligence/ appraisal/ enquiries/ independent advice that the third party should undertake for his purpose.

Our conclusion on the reasonableness of Share Entitlement ratio assumes that the assets and liabilities of the demerged entities remain intact as of the date of forming such opinion on Share Entitlement Ratio.

We have relied upon the information, data and explanations given to us by the Management for the purposes of opining on the Share Entitlement Ratio in connection with Proposed Restructuring.

### SECTION 6: APPROACH - SHARE ENTITLEMENT RATIO FOR PROPOSED RESTRUCTURING

As per the Proposed Composite Scheme of Arrangement, in consideration of the transfer and vesting of Power Generation Undertaking, Retail Undertaking and IT Undertaking (collectively referred to as "Business Undertakings") from CESC Limited into HEL, RSRL and RBPSL.



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(collectively referred to as 'Resulting Companies' respectively) Resulting Companies shall issue & allot equity shares to the equity shareholders of CESC based on the Share Entitlement ratio

The Management of CESC has indicated pursuant to the Proposed Restructuring of CESC, each shareholder of CESC would be entitled to equity share in Resulting Companies in proportion to their shareholding in CESC. Thus, we understand that the interest of the shareholders in CESC and their beneficial interest in the Resulting Companies will effectively remain unchanged considering the issuance of equity shares in the Resulting Companies in same proportion

### SECTION 7: RECOMMENDATION OF RATIO OF ENTITLEMENT OF SHARES FOR THE PROPOSED RESTRUCTURING

#### Demerger and Vesting of Power Generation Undertaking of CESC into HEL

As on the Report date, the issued, subscribed and paid up capital of CESC consists of 13,25,57,043 equity shares of INR 10 each

On the basis of the foregoing and on consideration of all the relevant factors and circumstances as discussed and outlined hereinabove, the Management proposes share entitlement ratio in consideration for transfer and vesting of the Power Generation Undertaking of CESC into HEL to be as follows:

For every 10 (Ten) fully paid equity shares of INR 10 (Rupees Ten) each held in CESC issue of 5 (Five) fully paid equity shares of INR 10 (Rupees Ten) each of HEL

We believe that the above share entitlement ratio is fair and reasonable considering that all the shareholders of CESC will upon demerger, be the ultimate beneficial owners of HEL in the same ratio (inter se) as they hold shares in CESC, as on the record date

#### Demerger and Vesting of Retail Undertaking 1 of CESC into RSRL

As on the Report date, the issued, subscribed and paid up capital of CESC consists of 13,25,57,043 equity shares of INR 10 each

On the basis of the foregoing and on consideration of all the relevant factors and circumstances as discussed and outlined hereinabove, the Management proposes share entitlement ratio in consideration for transfer and vesting of the Retail Undertaking 1 of CESC into RSRL to be as follows:

For every 10 (Ten) fully paid equity shares of INR 10 (Rupees Ten) each held in CESC issue of 6 (Six) fully paid equity shares of INR 5 (Rupees Five) each of RSRL

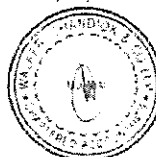
We believe that the above share entitlement ratio is fair and reasonable considering that all the shareholders of CESC will upon demerger, be the ultimate beneficial owners of RSRL in the same ratio (inter se) as they hold shares in CESC, as on the record date

#### Demerger and Vesting of Retail Undertaking 2 of SRL into RSRL

As on the Report date, the issued, subscribed and paid up capital of SRL consists of 29,67,53,585 equity shares of INR 10 each

On the basis of the foregoing and on consideration of all the relevant factors and circumstances as discussed and outlined hereinabove, the Management proposes issuance of preference shares in RSRL in consideration for transfer and vesting of the Retail Undertaking 2 of SRL into RSRL to be as follows:

500,000 (Five Lacs) fully paid preference share of INR 100 (Rupees One Hundred) each of RSRL for the shares held in SRL



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We believe that the above share entitlement ratio would not have any bearing on the interests of ultimate shareholders of SRL i.e. shareholders of CESC and their interest will be protected as all the shareholders of CESC would be beneficial owners in RSRL upon demerger of Retail Undertaking 2 in RSRL as on the record date.

### Demerger and Vesting of IT Undertaking of CESC into RBPSL

As on the Report date, the issued, subscribed and paid up capital of CESC consists of 13,25,67,043 equity shares of INR 10 each.

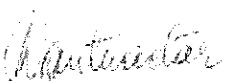
On the basis of the foregoing and on consideration of all the relevant factors and circumstances as discussed and outlined hereinabove, the Management proposes share entitlement ratio in consideration for transfer and vesting of the IT Undertaking of CESC into RBPSL to be as follows:

For every 10 (Ten) fully paid equity shares of INR 10 (Rupees Ten) each held in CESC issue of 2 (Two) fully paid equity shares of INR 10 (Rupees Ten) each of RBPSL.

We believe that the above share entitlement ratio is fair and reasonable considering that all the shareholders of CESC will upon demerger, be the ultimate beneficial owners of RBPSL in the same ratio (inter se) as they hold shares in CESC as on the record date.

Our Report and share entitlement ratio is based on the envisaged equity share capital structure of CESC and Resulting Companies as mentioned above. Any variation in the equity capital structures of CESC and Resulting Companies apart from the above mentioned Proposed Scheme may have an impact on the share entitlement ratio.

Yours faithfully,  
For Walker Chandio & Co LLP  
Chartered Accountants

  
Hamed Contractor  
Partner





18 May 2017

To,

The Board of Directors,  
CESC Limited  
CESC House  
Chowringhee Square  
Kolkata - 700 001

**Sub: Fairness opinion on the Share Entitlement Ratios for the Composite Scheme of Arrangement between CESC Infrastructure Limited ("CIL"), Spencer Retail Limited ("SRL"), Music World Retail Limited ("MWRL"), Spen Liq Private Limited ("SPL"), New Rising Promoters Private Limited ("NRPL"), CESC Limited ("CESC"), Haldia Energy Limited ("HEL"), RP-SG Retail Limited ("RSRL"), RP-SG Business Process Services Limited ("RBPSL") and Crescent Power Limited ("CPL")**

This opinion is issued pursuant to the terms of our engagement letter with CESC dated 10 May 2017, under the terms of which CESC has requested ICICI Securities ("I-Sec") to provide a fairness opinion on the Share Entitlement Ratios for the proposed group restructuring of CESC.

#### BACKGROUND, PURPOSE AND USE OF THIS REPORT

We understand that CESC is proposing a group restructuring exercise for segregation and unbundling of the generation, distribution, retail and business process outsourcing/ management business ("Proposed Restructuring").

CESC proposes to segregate existing business operations into following four segments as part of the Proposed Restructuring:

1. Power Distribution Undertaking
2. Power Generation Undertaking
3. Retail Undertaking, and
4. IT Undertaking

The Proposed Restructuring is to be effected through Composite Scheme of Arrangement (the "Scheme") pursuant to the provisions of Section 230 to 232 and other applicable provisions of the Companies Act, 2013 and the Companies Act, 1956.

We understand that the Appointed Date for the Proposed Restructuring is 1 October 2017 and the Effective Date as defined in the Scheme.

Address of the Issuer: CESC Limited, Chowringhee Square, Kolkata - 700 001.  
Legal Advisor: M/s. J. S. Dhillon & Co., Chartered Accountants, 105, Park Road, Kolkata - 700 001.  
Auditor & Company: M/s. J. S. Dhillon & Co., Chartered Accountants, 105, Park Road, Kolkata - 700 001.  
Company Secretary: M/s. J. S. Dhillon & Co., Chartered Secretaries, 105, Park Road, Kolkata - 700 001.  
Dated: 18 May 2017.

**ICICI Securities Limited**  
Registered Office (Institutional):  
ICICI Centre, H.T. Park, Marg,  
Churchgate, Mumbai 400 028, India  
Tel: (91 22) 2188 2450/70  
Fax: (91 22) 2188 0000

**Corporate Office (Retail):**  
Shree Swarn Knowledge Park, Plot No. D-517,  
TTC Ind. Area MIDC, Thane, New Mumbai - 400 705  
Tel: (91 22) 4070 1000  
Fax: (91 22) 4070 1022

Name of Compliance Officer (Broking Operations): Ms. Manika Jayaram Shetty  
Email Address: complianceofficer@icicisecurities.com / Tel: (91 22) 4070 1000  
Website Address: www.icicisecurities.com / www.icicidirect.com





## ICICI Securities

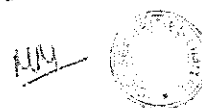
For the aforesaid purpose, the management of CESC has appointed Weller Chandulal & Co LLP (referred as "Valuer") to prepare a report recommending Share Entitlement Ratios ("Share Entitlement Report"), to be placed before the audit committee/Board of Directors of CESC, as per the requirement of SEBI (the "Valuer Report").

In this connection we have been requested by CESC to render our professional services by way of a fairness opinion on Share Entitlement Ratios from a financial point of view to the Board of Directors of CESC through audit committee of the board as to whether the Share Entitlement Ratios, as recommended by the Valuer, in their report dated 18 May 2017 and based on the valuation analysis carried out by them, which forms the basis for the Proposed Restructuring as per the aforesaid Scheme is fair and reasonable.

This report is intended only for the sole use and information of CESC, and only in connection with the Proposed Restructuring including for the purpose of obtaining judicial and regulatory approvals for the Proposed Restructuring. We are not responsible in any way to any other person / party for any decision of such person or party based on this report. Any person / party intending to provide finance / invest in the shares / business of any of the companies mentioned here or their subsidiaries / joint ventures / associates / affiliates shall do so after seeking their own professional advice and after carrying out their own due diligence procedures to ensure that they are making an informed decision. It is hereby notified that any reproduction, copying or otherwise quoting of this report or any part thereof, other than in connection with the Proposed Restructuring as aforesaid can be done only with our prior permission in writing. We acknowledge that this report will be shared to the extent as may be required, with the relevant National Company Law Tribunal, stock exchanges, advisors of the Companies in relation to the Scheme, as well as with the statutory authorities.

The Scheme dated 18 May 2017 and the Valuer's report dated 18 May 2017, propose the following Share Entitlement Ratios:

1. **In Consideration of demerger and vesting of Power Generation Undertaking of CESC into HEL:** For every 10 fully paid equity shares of INR 10 (Rupees ten) each held in CESC, issue of 5 fully paid equity shares of INR 10 (Rupees ten) each of HEL.
2. **In Consideration of demerger and vesting of Retail Undertaking 1 of CESC into RSRL:** For every 10 fully paid equity shares of 10 (Rupees ten) each held in CESC, issue of 6 fully paid equity shares of INR 5 (Rupees five) each of RSRL.
3. **In Consideration of demerger and vesting of Retail Undertaking 2 of SRL into RSRL:** 5,00,000 fully paid preference share of INR 100 (Rupees one hundred) each of RSRL for the shares held in SRL.
4. **In Consideration of demerger and vesting of IT Undertaking of CESC into RBPSL:** For every 10 fully paid equity share of INR 10 (Rupees ten) each held in CESC, issue of 2 fully paid equity shares of INR 10 (Rupees ten) each of RBPSL.





## BRIEF BACKGROUND OF THE COMPANIES FORMING PART OF THE PROPOSED RESTRUCTURING

- CIL is a public company incorporated under the Companies Act, 1956. CIL is a wholly owned subsidiary of CESC. The current capital structure of CIL is detailed hereunder.

Particulars	INR
<b>Authorised Share Capital</b>	
3,00,00,00,000 equity shares of INR 10 each	30,00,00,00,000
<b>Total</b>	<b>30,00,00,00,000</b>
<b>Issued, Subscribed and Paid-up Capital</b>	
2,89,80,50,000 equity shares of INR 10 each	28,98,05,00,000
<b>Total</b>	<b>28,98,05,00,000</b>

- CIL is engaged, *inter alia*, in the business of power generation through the following wholly owned subsidiaries:

- HEL operates 2 x 300 MW coal fired thermal power project in Haldia, West Bengal. The current capital structure of HEL is detailed hereunder:

Particulars	INR
<b>Authorised Share Capital</b>	
1,25,00,00,000 equity shares of INR 10 each	12,50,00,00,000
<b>Total</b>	<b>12,50,00,00,000</b>
<b>Issued, Subscribed and Paid-up Capital</b>	
1,20,34,41,049 equity shares of INR 10 each	12,03,44,10,490
<b>Total</b>	<b>12,03,44,10,490</b>

- Dharwal Infrastructure Limited ("DIL") operates 2 x 300 MW coal based thermal power project in Chandrapur, Maharashtra

### Power Generation Undertaking

- Power Generation Undertaking of CESC, engaged in the activity of production and generation of electricity, includes the following subsidiaries and divisions, together with all its undertakings, assets, properties, investments and liabilities of CESC, in relation to and pertaining to the power generation business including the following:
  - Surya Vidyut Limited
  - Pachi Hydropower Projects Limited
  - Papu Hydropower Projects Limited
  - Dharwal Intra Limited
  - Integrated Coal Mining Limited
  - CPL
  - NRPL





- In addition to above subsidiaries following power generation plants would form part of the Power Generation Undertaking:
  - The 750MW Budge Budge Generating Station.
  - The 135MW Southern Generating Station, and
  - The 240MW Titagarh Generating Station

**Power Generation Undertaking** as referred in this report would mean Generation Undertaking as defined in the Scheme and summarized below:

"Generation Undertaking" means all the power generation business engaged in the activity of production and generation of electricity, together with all its undertakings, assets, properties, investments and liabilities of CESC, in relation to and pertaining to the power generation business

#### Retail Undertaking

- SRL is a public company incorporated under the Companies Act, 1956. SRL is a multi-format retailer providing a wide range of quality products across categories such as food, personal care, fashion, home essentials, electrical and electronics to its key consumers. SRL has 120 stores, including 37 hyper stores in over 35 cities in India. The current capital structure of SRL is detailed hereunder:

Particulars	INR
<b>Authorised Share Capital</b>	
150,00,00,000 equity shares of INR 10 each	15,00,00,00,000
<b>Total</b>	<b>15,00,00,00,000</b>
<b>Issued, Subscribed and Paid-up Capital</b>	
29,67,53,885 equity shares of INR 10 each	2,96,75,35,850
<b>Total</b>	<b>2,96,75,35,850</b>

- In addition to business operations in SRL, it has following subsidiaries:

MWRL is a public company incorporated under the Companies Act, 1956. MWRL is engaged, *inter alia*, in the business of retailing of music in various formats across Music World outlets. The current capital structure of MWRL is detailed hereunder:

Particulars	INR
<b>Authorised Share Capital</b>	
60,00,000 equity shares of INR 10 each	6,00,00,000
<b>Total</b>	<b>6,00,00,000</b>
<b>Issued, Subscribed and Paid-up Capital</b>	
50,00,000 equity shares of INR 10 each	5,00,00,000
<b>Total</b>	<b>5,00,00,000</b>

Au Bon Pain Cafe India Limited ("ABPIL"), incorporated in 2008 and based in Bengaluru, owns and operates retail chains of coffee shops in India.





- In addition to above subsidiaries following power generation plants would form part of the Power Generation Undertaking:
  - The 750MW Budge Budge Generating Station,
  - The 135MW Southern Generating Station, and
  - The 240MW Titagarh Generating Station.

Power Generation Undertaking as referred in this report would mean Generation Undertaking as defined in the Scheme and summarized below:

"Generation Undertaking" means all the power generation business engaged in the activity of production and generation of electricity, together with all its undertakings, assets, properties, investments and liabilities of CESC, in relation to and pertaining to the power generation business

#### Retail Undertaking

- SRL is a public company incorporated under the Companies Act, 1956. SRL is a multi-format retailer providing a wide range of quality products across categories such as food, personal care, fashion, home essentials, electrical and electronics to its key consumers. SRL has 120 stores, including 37 hyper stores in over 35 cities in India. The current capital structure of SRL is detailed hereunder:

Particulars	INR
<b>Authorised Share Capital</b>	
150,00,00,000 equity shares of INR 10 each	15,00,00,00,000
<b>Total</b>	<b>15,00,00,00,000</b>
<b>Issued, Subscribed and Paid-up Capital</b>	
29,67,53,585 equity shares of INR 10 each	2,96,75,35,850
<b>Total</b>	<b>2,96,75,35,850</b>

- In addition to business operations in SRL, it has following subsidiaries:
  - MWRL is a public company incorporated under the Companies Act, 1956. MWRL is engaged, *inter alia*, in the business of retailing of music in various formats across Music World outlets. The current capital structure of MWRL is detailed hereunder:

Particulars	INR
<b>Authorised Share Capital</b>	
60,00,000 equity shares of INR 10 each	6,00,00,000
<b>Total</b>	<b>6,00,00,000</b>
<b>Issued, Subscribed and Paid-up Capital</b>	
50,00,000 equity shares of INR 10 each	5,00,00,000
<b>Total</b>	<b>5,00,00,000</b>

- Au Bon Pain Cafe India Limited ("ABPIL"), incorporated in 2008 and based in Bengaluru, owns and operates retail chains of coffee shops in India.





services, such as business acquisition, customer account, customer loyalty, and differentiators, collection services, including financial, healthcare and student education loan, and data processing services that include back-office outsourcing, transaction processing, and process re-engineering services

IT Undertaking referred in this Report would mean IT Undertaking as defined in the Scheme and summarized below:

"IT Undertaking" means all the business in relation to the information technology business of CESC together with all its undertakings, assets, properties, investments and liabilities of CESC, in relation to and pertaining to the business of information technology and shall include (without limitation):

Investments in the information technology business including but not limited to the investment of CESC in SPL

#### Resulting Companies

- HEL, a Power Generation Company, which along with its subsidiaries, shall hold all existing and upcoming thermal power projects and renewable energy projects.

The proposed capital structure of HEL is detailed hereunder:

Particulars	INR
<b>Authorised Share Capital</b>	
125,00,00,000 equity shares of INR 10 each	12,50,00,00,000
<b>Total</b>	<b>12,50,00,00,000</b>
<b>Issued, Subscribed and Paid-up Capital</b>	
6,62,78,522 equity shares of INR 10 each	66,27,85,215
<b>Total</b>	<b>66,27,85,215</b>

- RSRL is a multi-format retailer providing a wide range of quality products across categories such as food, personal care, fashion, home essentials, electrical and electronics to its key consumers

The proposed capital structure of RSRL is detailed hereunder:

Particulars	INR
<b>Authorised Share Capital</b>	
10,00,00,000 equity shares of INR 5 each	50,00,00,000
<b>Total</b>	<b>50,00,00,000</b>
<b>Issued, Subscribed and Paid-up Capital</b>	
7,95,34,226 equity shares of INR 5 each	39,76,71,129
<b>Total</b>	<b>39,76,71,129</b>

- RBPSL along with its subsidiaries operates the business of information technology and business process outsourcing with service deliveries across the globe.





The proposed capital structure of RBPSL is detailed hereunder:

Particulars	INR
<b>Authorised Share Capital</b>	
3,00,00,000 equity shares of INR 10 each	30,00,00,000
<b>Total</b>	<b>30,00,00,000</b>
<b>Issued, Subscribed and Paid-up Capital</b>	
2,65,11,409 equity shares of INR 10 each	26,51,14,086
<b>Total</b>	<b>26,51,14,086</b>

#### PROPOSED RESTRUCTURING

The Proposed Restructuring as per the Draft Scheme of Arrangement would be implemented through the following steps:

##### Step 1: Amalgamation of CIL with CESC

Pursuant to the Scheme coming into effect, CIL would be amalgamated into CESC. Since CIL is a wholly owned subsidiary of CESC, there shall be no issue of shares by CESC in consideration for proposed amalgamation of CIL with CESC.

In this step all equity shares of CIL held by CESC shall stand cancelled.

##### Step 2: Demerger and Vesting of Power Generation Undertaking of CESC into HEL

Pursuant to the Scheme coming into effect, CESC would transfer its Power Generation Undertaking to HEL.

Upon Demerger, Transfer and Vesting of Power Generation Undertaking by CESC to HEL, equity shares of HEL will be issued to the shareholders of CESC as a consideration for the Power Generation Undertaking.

Pursuant to the abovementioned transfer, all equity shares of HEL held by CESC shall stand cancelled.

##### Step 3: Demerger and Vesting of Retail Undertaking 1 of CESC into RSRL

Pursuant to the Scheme coming into effect, CESC would transfer its Retail Undertaking 1 to RSRL.

Upon Demerger, Transfer and Vesting of Retail Undertaking 1 by CESC to RSRL, shares of RSRL will be issued to the shareholders of CESC as a consideration for the Retail Undertaking 1.

Pursuant to the Scheme, the existing equity share capital of RSRL shall stand cancelled.

Private and Confidential

Page 7 of 12

*Handwritten signature and circular stamp*



#### **Step 4: Demerger and Vesting of Retail Undertaking 2 of SRL into RSRL**

Pursuant to the Scheme coming into effect, SRL would transfer its Retail Undertaking 2 to RSRL.

Upon Demerger, Transfer and Vesting of Retail Undertaking 2 by SRL to RSRL, Preference Shares of RSRL, will be issued to CESC, the shareholder of SRL, as a consideration for the Retail Undertaking 2.

After completion of Step 3, Step 4 and upon allotment of equity shares and preference shares by RSRL as stated above, equity shares held by CESC in RSRL shall stand cancelled, extinguished and annulled on and from the Effective Date and the paid up capital of RSRL to that effect shall stand cancelled and reduced, which shall be regarded as reduction of share capital of RSRL.

#### **Step 5: Demerger and Vesting of IT Undertaking of CESC into RBPSL**

Pursuant to the scheme coming into effect, CESC would transfer its IT Undertaking to RBPSL.

Upon Demerger, Transfer and Vesting of IT Undertaking by CESC to RBPSL, equity shares of RBPSL, will be issued to the shareholders of CESC, as a consideration for the IT Undertaking.

After completion of Step 5 and upon allotment of equity shares by RBPSL as stated above, equity shares held by CESC in RBPSL shall stand cancelled, extinguished and annulled on and from the Effective Date and the paid up capital of RBPSL to that effect shall stand cancelled and reduced, which shall be regarded as reduction of share capital of RBPSL.

#### **Step 6: Amalgamation of SRL with CESC**

Pursuant to the scheme coming into effect, SRL would be amalgamated into CESC. Since SRL is a wholly owned subsidiary of CESC, there shall be no issue of shares by CESC in consideration for proposed amalgamation of SRL with CESC.

In this step all equity shares of SRL held by CESC shall stand cancelled.

*MU*







#### Step 7: Amalgamation of MWRL with CESC

Pursuant to the scheme coming into effect, MWRL would be amalgamated with CESC. Pursuant to merger of SRL with CESC in Step 6, MWRL would be a wholly owned subsidiary of CESC. Therefore, there shall be no issue of shares by CESC in consideration for proposed amalgamation of MWRL with CESC.

In this step all equity shares of MWRL held by CESC shall stand cancelled.

#### Step 8: Amalgamation of SPL with RBPSL

Pursuant to the scheme coming into effect, SPL would be amalgamated with RBPSL. Since SPL is a wholly owned subsidiary of RBPSL, there shall be no issue of shares by RBPSL in consideration for proposed amalgamation of SPL with RBPSL.

Pursuant to the abovementioned transfer, all equity shares of SPL held by RBPSL shall stand cancelled.

#### Step 9: Amalgamation of NRPL with CPL

Pursuant to the scheme coming into effect, NRPL would be amalgamated with CPL. Since NRPL is a wholly owned subsidiary of CPL, there shall be no issue of shares by CPL in consideration for proposed amalgamation of NRPL with CPL.

In this step all equity shares of NRPL held by CESC shall stand cancelled.

#### SOURCES OF INFORMATION

In arriving at our opinion set forth below, we have relied on:

- (a) Draft Composite Scheme of Arrangement of CESC.
- (b) Existing Share Capital Structure of CESC, SRL, MWRL, SPL, CIL, HEL, NRPL and CPL.
- (c) Proposed Capital Structure of HEL, BSRL and RBPSL.
- (d) Discussions (including oral) with management of CESC regarding the Proposed Restructuring, current operations, future plans, capital expenditure etc.
- (e) Discussions (including Oral) and documents as provided by Valuer for the purpose of this engagement.
- (f) Other relevant details regarding CESC, its subsidiaries, associates, divisions and the Proposed Restructuring exercise.





## SCOPE LIMITATIONS

Our report is subject to the scope limitations detailed hereinafter. As such the report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to therein.

Our work does not constitute an audit, due diligence or certification of the historical financial statements in relation to the Companies including the working results of the Companies or its businesses referred to in this report. Accordingly, we are unable to and do not express an opinion on the accuracy of any financial information referred to in this report.

Our analysis and results are specific to the purpose of the exercise of giving our fairness opinion on the Share Entitlement Ratios for the Proposed Restructuring. It may not be valid for any other purpose or if provided on behalf of any other entity.

Our analysis and results are also specific to the date of this report and based on information as at 18 May, 2017. An exercise of this nature involves consideration of various factors. This report is issued on the understanding that the Companies have drawn our attention to all the matters, which they are aware of concerning the financial position of the Companies, their businesses, and any other matter, which may have an impact on our opinion, on the Share Entitlement Ratios for the Proposed Restructuring, including any significant changes that have taken place or are likely to take place in the financial position of the Companies or their businesses subsequent to the proposed Appointed Date for the Proposed Restructuring. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

In the course of the present exercise, we were provided with both written and verbal information, including financial data. The terms of our engagement were such that we were entitled to rely upon the information provided by the Companies and/or Valuer without detailed inquiry. With respect to the financial forecasts relating to the Companies, we have assumed that they have been reasonably prepared based on the best currently available estimates and good faith judgments of the management as to the future financial performance of the Companies. Also, we understand that the Companies' management has not omitted any relevant and material factors for the purposes of the work, which we have undertaken in connection with this report. Accordingly, we shall have no obligation to verify the accuracy or completeness of any such information or express any opinion or offer any form of assurance regarding the accuracy or completeness of such information and shall not assume any liability therefor. We assume no responsibility whatsoever for any errors in the above information furnished by the Companies and their impact on the present exercise.



## **ICICI Securities**

We express no opinion whatever and make no recommendation at all to CESC underlying its decision to effect the Proposed Restructuring or as to how the holders of equity shares or preference shares or secured or unsecured creditors of the Companies should vote at their respective meetings held in connection with the Proposed Restructuring. We do not express and should not be deemed to have expressed any views on any other term of the Proposed Restructuring. We also express no opinion and accordingly accept no responsibility or as to the prices at which the equity shares of CESC and/or FSI will trade following the announcement of the Proposed Restructuring or as to the financial performance of the Companies following the consummation of the Proposed Restructuring.

No investigation of the Companies' claim to title of assets has been made for the purpose of this exercise and the Companies' claim to such rights has been assumed to be valid. No consideration has been given to liens or encumbrances against the assets, beyond the loans disclosed in the accounts. Therefore, no responsibility whatsoever is assumed for matters of a legal nature. Our report is not and should not be construed as our opining or certifying the compliance of the Proposed Restructuring with the provisions of any law including companies, taxation and capital market related laws or as regards any legal implications or issues arising from such Proposed Restructuring.

We have not conducted or provided an analysis of due diligence or appraisal of the assets and liabilities of the Companies and have wholly relied on information provided by the Companies and/or Valuer in that regard.

In the ordinary course of business, ICICI Securities Limited and its affiliates is engaged in securities trading, securities brokerage and investment activities, as well as providing investment banking and investment advisory services. In the ordinary course of its trading, brokerage and financing activities, any member of ICICI Securities Limited may at any time hold long or short positions, and may trade or otherwise effect transactions, for its own account or the accounts of customers, in debt or equity securities or senior loans of any company that may be involved in the Proposed Restructuring.





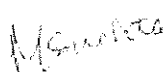


#### **RATIONALE & CONCLUSION**

We understand that all the shareholders of CESC will upon the Proposed Restructuring be the ultimate beneficial owners of HEL, RSRL and RBPSL in the same ratio (inter se) as they hold shares in CESC, as on the record date.

In the circumstances, having regard to all relevant factors and on the basis of information and explanations given to us, we are of the opinion on the date hereof, that the proposed Share Entitlement Ratios as recommended by Valuer, which forms the basis for the Proposed Restructuring is fair and reasonable.

Yours faithfully,  
**For ICICI Securities Limited,**



Mridul Mehta  
Executive Vice President  
Investment Banking  
ICICI Securities  
Mumbai

Date: 18 May 2017

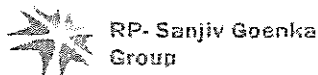
**Annexure - "ES 7" to Explanatory Statement**  
**PRE-POST SCHEME SHAREHOLDING PATTERN OF THE APPLICANT COMPANIES**

Sr. No.	Category	CESC Infrastructure Ltd.*	Spencer's Retail Limited*	Musicon World Retail Limited*	Open Lij Private Ltd.*	New Rising Promoters P. Ltd.*	CESC Ltd.		Haldia Energy Limited		RP-SG Retail Ltd.		RP-SG Business Process Services Ltd.		Crescent Power Ltd.	
		Pre Scheme Share-holding	Pre Scheme Share-holding	Pre Scheme Share-holding	Pre Scheme Share-holding	Pre Scheme Share-holding	Pre Scheme Share-holding	Post Scheme Share-holding	Pre Scheme Share-holding	Post Scheme Share-holding	Pre Scheme Share-holding	Post Scheme Share-holding	Pre Scheme Share-holding	Post Scheme Share-holding	Pre Scheme Share-holding	Post Scheme Share-holding
(A)	Promotee and Promotee Group															
(1)	Individual															
(a)	Individuals/ Haldia Undivided Family	0	0	0	0	0	284222	142110	0	142110	0	177031	0	56843	0	0
(b)	Body Corporate	2898040000	296753585	3000000	471028050	25100000	6687987	32943993	120441049	32943993	50000	39703321	50000	1317753	60000000	60000000
	Sub-Total (A)(1)	2898040000	296753585	3000000	471028050	25100000	6687987	32943993	120441049	32943993	50000	39703321	50000	1317753	60000000	60000000
(2)	Foreign															
(a)	Body Corporate	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Sub-Total (A)(2)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Total Shareholding of Promoter and Promotee Group (A) = (A) (1) + (A)(2)	2898040000	296753585	3000000	471028050	25100000	6687987	32943993	120441049	32943993	50000	39703321	50000	1317753	60000000	60000000
(B)	Paid Up Shareholding															
(1)	Institutions															
(a)	Mutual Funds	0	0	0	0	0	23389497	1169149	0	1169149	0	14033703	0	467907	0	0
(b)	Foreign Portfolio Investors	0	0	0	0	0	27843971	1397185	0	1397185	0	16766382	0	5388794	0	0
(c)	Foreign Institutional Investors / Banks	0	0	0	0	0	3367230	1683615	0	1683615	0	2020338	0	673446	0	0
(d)	Insurance Companies	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(e)	Venture Capital Funds	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(f)	Alternate Investment Funds	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(g)	Any other (foreign banks)	0	0	0	0	0	126400	63200	0	63200	0	75840	0	25280	0	0
	Sub-Total (B)(1)	0	0	0	0	0	58877093	27413549	0	27413549	0	33856263	0	10965127	0	0
(2)	Central Government / State Government / President of India	0	0	0	0	0	2337	1176	0	1176	0	1411	0	470	0	0
	Sub-Total (B)(2)	0	0	0	0	0	2337	1176	0	1176	0	1411	0	470	0	0
(3)	Non Institutions															
(a)	Individual Shareholders holding nominal share certificates	0	0	0	0	0	360256	1984628	0	1984628	0	2381533	0	293831	0	0
	Others															

Sr. No.	Category	CESC Infrastructure Ltd.*	Spencer's Retail Limited*	Music World Retail Limited*	Spentia Private Ltd.*	New Rising Promoters P. Ltd.*	CESC Ltd.		Haldia Energy Limited		RP-SG Retail Ltd.		RP-SG Business Process Services Ltd.		Crescent Power Ltd.	
		Pre Scheme Shareholding	Pre Scheme Shareholding	Pre Scheme Shareholding	Pre Scheme Shareholding	Pre Scheme Shareholding	Pre Scheme Shareholding	Post Scheme Shareholding	Pre Scheme Shareholding	Post Scheme Shareholding	Pre Scheme Shareholding	Post Scheme Shareholding	Pre Scheme Shareholding	Post Scheme Shareholding	Pre Scheme Shareholding	Post Scheme Shareholding
	Individual Shareholders holding amount share capital in excess of Rs. 2 Lacs	0	0	0	0	0	327887	163793	0	163793	0	106552	0	65517	0	0
(b)	RBI/CS registered with RBI	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(c)	Overseas Depositors holding DRs	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(d)	Any Other	0	0	0	0	0	7247814	3623906	0	3623906	0	4348686	0	1449539	0	0
	Trusts	0	0	0	0	0	7140	3570	0	3570	0	4284	0	1428	0	0
	Foreign Nationals	0	0	0	0	0	17629	8814	0	8814	0	10577	0	3525	0	0
	Hindu Undivided Family	0	0	0	0	0	101722	50861	0	50861	0	61033	0	20344	0	0
	Overseas Bodies Corporates	0	0	0	0	0	316180	158090	0	158090	0	189708	0	63236	0	0
	Non Residents Individuals Non-Resident	0	0	0	0	0	44434	22217	0	22217	0	26660	0	8896	0	0
	Non Residents Individuals Resident	0	0	0	0	0	587926	293963	0	293963	0	352755	0	117585	0	0
	Clearing Members	0	0	0	0	0	337872	168936	0	168936	0	202723	0	67574	0	0
	Broker Corporate	0	0	0	0	0	566134	283267	0	283267	0	339080	0	1133026	0	0
	Financial Institutions	0	0	0	0	0	169771	84888	0	84888	0	101866	0	33955	0	0
	Sub-Total (B)(3)								0						0	0
	Total Public Shareholding (B) = (B)(1) + (B)(2) + (B)(3)	0	0	0	0	0	66374102	33187052	0	33187052	0	39874465	0	13274824	0	0
C.	Custodian/DR holder	0	0	0	0	0	10742	5366	0	5366	0	6439	0	2146	0	0
	Sub-Total (C)	0	0	0	0	0	10732	5366	0	5366	0	6439	0	2146	0	0
	Total Shareholding (A+B+C)	2893040000	296753585	3000000	471028050	2510000	132557043	66278521	1203441039	66278521	50000	79550275	50000	26511408	60000000	60000000

\* There will be no sub-scheme shareholding pattern as the company will be delisted without winding up

Annexure -"ES 8" to Explanatory Statement



SEC : 12297

24 August 2017

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

Dear Sir/ Madam,

Application for grant of approval under Regulation 37 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Complaint report in relation to 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 Sections 230 and 232 and other applicable provisions of the Companies Act, 2013 ("Scheme")

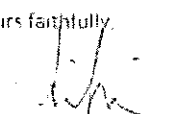
This is in reference to our application under Regulation 37 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the proposed Scheme.

Please find attached herewith in terms of SEBI's circular dated 10 March, 2017 on Scheme of Arrangement, the Complaint Report in respect of the draft scheme hosted on your website and the Company's website on 2 August, 2017 and 21 July, 2017 respectively.

Kindly take the same on record and provide us necessary "No objection" at the earliest to enable us to file the Scheme with the National Company Law Tribunal

Thanking you.

Yours faithfully,

  
Company Secretary

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## Complaint Report

### Part A

Sr. No.	Particulars	Number
1.	Number of complaints received directly	Nil
2.	Number of complaints forwarded by Stock Exchange	Nil
3.	Total Number of complaints/comments received (1+2)	Nil
4.	Number of complaints resolved	Not applicable
5.	Number of complaints pending	Not applicable

### Part B

Sr. No.	Name of complainant	Date of complaint	Status (Resolved/Pending)
1.	Not Applicable		

Yours faithfully,



Company Secretary



SEC 12295

18 August 2017

The General Manager,  
Department of Corporate Services,  
BSE Limited,  
P.J. Towers, Dalal Street,  
Mumbai - 400 001

Dear Sir / Madam,

Application for grant of approval under Regulation 37 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Complaint report in relation to 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 Sections 230 and 232 and other applicable provisions of the Companies Act, 2013 ("Scheme")

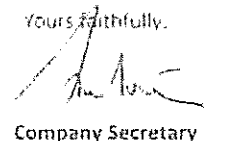
This is in reference to our application under Regulation 37 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the proposed Scheme

Please find attached herewith in terms of Para G of Annexure III to SEBI's circular dated 10 March, 2017 the Status Report in respect of the draft scheme hosted on your website and the Company's website on 27 July, 2017 and 24 July, 2017 respectively.

Kindly take the same on record and provide us necessary "No objection" at the earliest to enable us to file the Scheme with the National Company Law Tribunal

Thanking you

Yours faithfully,



Company Secretary

1 / 2

### Complaints Report

#### Part A

Sr. No.	Particulars	Number
1.	Number of complaints received directly	Nil
2.	Number of complaints forwarded by Stock Exchange	Nil
3.	Total Number of complaints/comments received (1+2)	Nil
4.	Number of complaints resolved	Not applicable
5.	Number of complaints pending	Not applicable

#### Part B

Sr. No.	Name of complainant	Date of complaint	Status (Resolved/Pending)
1.	Not Applicable		

Yours faithfully,



Company Secretary

SEC:SC 30601

24 August, 2017

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

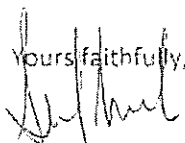
Dear Sirs,

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, Haldia Energy Limited, RP-SG Retail Limited, RP-SG Business Process Services Limited, Crescent Power Limited, and their respective shareholders, under Sections 230 and 232 and other applicable provisions of the Companies Act, 2013 ("Scheme")

This is in reference to our application under Regulation 37 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the proposed Scheme.

Please find attached herewith Complaints Report on the said Scheme filed with National Stock Exchange of India Limited today by the Company.

Thanking you,

Yours faithfully,  


General Manager (Secretarial & Estates)

### Complaints Report

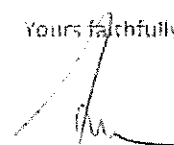
#### Part A

Sr. No.	Particulars	Number
1.	Number of complaints received directly	Nil
2.	Number of complaints forwarded by Stock Exchange	Nil
3.	Total Number of complaints/comments received (1+2)	Nil
4.	Number of complaints resolved	Not applicable
5.	Number of complaints pending	Not applicable

#### Part B

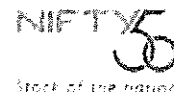
Sr. No.	Name of complainant	Date of complaint	Status (Resolved/Pending)
1.	Not Applicable		

Yours faithfully,



Company Secretary

Annexure -"ES 9" to Explanatory Statement



Ref: NSF/IST/12640

September 15, 2017

The Company Secretary  
CESC Limited  
CESC House  
Chowringhee Square  
Kolkata - 700001

Kind Attn: Mr. Subhasis Mitra

Dear Sir,

**Sub: Observation letter for 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.**

This has reference to 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 submitted to NSF on July 21, 2017.

Based on our letter reference no Ref: NSF/IST/17241 submitted to SEBI and pursuant to SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, SEBI has vide letter dated September 14, 2017, has given following comments on the draft Scheme of Arrangement:

1. *Company to ensure that applicable information pertaining to listed entities CIL, SRL, ABURL, SPL, NRPL, HEL, RSRL, RBPSL and CPL is included in the abridged prospectus as per the format specified in the circular*
2. *Company to ensure that additional information, if any, submitted after filing the scheme with the Stock Exchange, shall be displayed from the date of receipt of this letter on the website of the listed company*
3. *Company shall duly comply with various provisions of the circulars.*
4. *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.*
5. *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.*

1



Continuation Sheet

Based on the draft scheme and other documents submitted by the Company, including undertaking given in terms of regulation 11 of SEBI (LODR) Regulation, 2015, we hereby convey our "No-objection" in terms of regulation 94 of SEBI (LODR) Regulation, 2015, so as to enable the Company to file the draft scheme with the National Company Law Tribunal.

However, the Exchange reserves its rights to raise objections 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, Listing Regulations, Guidelines, Regulations issued by statutory authorities.

The validity of this "Observation Letter" shall be six months from September 15, 2017, within which the Scheme shall be submitted to the NCLT. Further pursuant to the above cited SEBI circulars upon sanction of the Scheme by NCLT, you shall submit to NSF the following:

- a) Copy of Scheme as approved by the NCLT;
- b) Result of voting by shareholders for approving the Scheme;
- c) Statement explaining changes, if any, and reasons for such changes carried out in the Approved Scheme vis-à-vis the Draft Scheme;
- d) Status of compliance with the Observation Letters of the stock exchanges;
- e) The application seeking exemption from Rule 19(2)(b) of SCRR, 1957, wherever applicable; and
- f) Complaints Report as per SEBI Circular No.CFD/DIL/3/CIR/2017/21 dated March 10, 2017.

Yours faithfully,  
For National Stock Exchange of India Limited

Divya Poojari  
Manager

P.5 Checklist for all the Further Issues is available on website of the exchange at the following URL [http://www.nseindia.com/corporates/content/further\\_issues.htm](http://www.nseindia.com/corporates/content/further_issues.htm)



DCS/AMAL/AC/R37/S15/2017-12

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/DIL3/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/15/2015 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 fulfil 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:



BSE Limited (Formerly Bombay Stock Exchange Ltd.)  
Registered Office: Floor 20, P.F. Tower, Data Street, Mumbai 400 001, India  
T +91 22 2371 1234/538, bse.com, bseindia.com, www.bseindia.com  
Corporate Identity Number: U07120MH2000PL015526

(2)

- 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



# The Calcutta Stock Exchange Ltd.

7 Lyons Range, Kolkata - 700 001

Phone : +91 33 4025 3000, Fax : +91 33 4025 3030 / 3017

Website : [www.cse-india.com](http://www.cse-india.com), E-mail : [cseadmin@cse-india.com](mailto:cseadmin@cse-india.com)

Ref No: CSE/DIR/1966/2017

CIN: U67120WB1923PLC004707

September 20, 2017

The Company Secretary  
**CESC Ltd.**  
CESC House, Chowringhee Square  
Kolkata-700 001

Dear Sir,

Sub: Observation letter for draft Scheme of Arrangement Between CESC Ltd, CESC Infrastructure Ltd, Spencer's Retail Ltd., Music World Retail Ltd., Spem Lq Pvt. Ltd., New Rising Promoters Pvt. Ltd, Haldia Energy Ltd., RP-SG Retail Ltd., RP-SG Business Process Services Ltd. and Crescent Power Ltd.

We are in receipt of the draft Scheme of Arrangement between CESC Ltd, CESC Infrastructure Ltd., Spencer's Retail Ltd., Music World Retail Ltd., Spem Lq Pvt. Ltd., New Rising Promoters Pvt. Ltd, Haldia Energy Ltd., RP-SG Retail Ltd., RP-SG Business Process Services Ltd. and Crescent Power Ltd.

As required under SEBI Circular No. CIR/DFID/DIR/2017/21 dated March 10, 2017, SEBI has with its letter dated September 14, 2017, has inter alia given the following comments on draft scheme of arrangement.

- "Company to ensure that the applicable information pertaining to listed entities CESC Infrastructure Ltd, Spencer's Retail Ltd., Music World Retail Ltd., Spem Lq Pvt. Ltd., New Rising Promoters Pvt. Ltd, Haldia Energy Ltd., RP-SG Retail Ltd., RP-SG Business Process Services Ltd. and Crescent Power Ltd. is included in the abridge 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"
- "Observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before NCLT and the companies are obliged to bring the observations to the notice to 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 Exchanges. Hence the companies are not required to send notice for representation as mandated under Section 230(5) of Companies Act, 2013 to SEBI/Agens 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, is disseminated on their (company's) 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 Ltd., RP-SG Retail Ltd., RP-SG Business Process Services Ltd, CSE Ltd. 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/COMD/16/2016 dated November 30, 2016. Further, Haldia Energy Ltd., RP-SG Retail Ltd., RP-SG Business Process Services Ltd. shall comply with SEBI Act, Rules, Regulations, directions of the SEBI and any other Statutory Authority and Rules, Bye-laws and Regulation of the Exchange.

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

(continued - P-2)

# The Calcutta Stock Exchange Ltd.

7, Lyons Range, Kolkata - 700 001  
Phone: +91 33 4025 3000, Fax: +91 33 4025 3030 / 3017  
Website: www.cse-india.com, Email: cseadmin@cse-india.com  
CIN: U67120WB1923PLC004707

1. To submit the Information Memorandum containing all the information about Haldia Energy Ltd., RP-SG Retail Ltd., RP-SG Business Process Services Ltd. in line with the disclosure requirements applicable for public issues with CSE, for making the same available to public through the website of the Exchange further, the company is also advise 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 Ltd., RP-SG Retail Ltd., RP-SG Business Process Services Ltd. in line with the details required as per the aforesaid SEBI Circular No. CFD/DIL/2/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 CSE.
3. To disclose all the material information about Haldia Energy Ltd., RP-SG Retail Ltd., RP-SG Business Process Services Ltd. 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:
  - 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.
  - There shall be no change in the shareholding pattern of Haldia Energy Ltd., RP-SG Retail Ltd., RP-SG Business Process Services Ltd. 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(2) of SEBI (LODR) Regulation, 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 Honble NCLT, the listed company shall submit to the stock exchange the following:


1. Copy of the Scheme approved by the NCLT.
2. Result of voting by shareholders for approving the Scheme.
3. Statement explaining changes, if any, and reasons for such changes particulars in the Approved Scheme vis-a-vis the Draft Scheme.
4. Copy of the observation letter issued by all the Stock Exchanges where company is listed.
5. Status of compliance with the Observation Letters of the stock exchanges.
6. The application seeking exemption from Rule 19(2) of SCRR, 1957, wherever applicable, and.
7. Complaints Report as per Annexure II of the Circular.
8. 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,

For THE CALCUTTA STOCK EXCHANGE LTD.

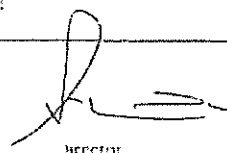
  
20/9/17  
Kanchan Datta  
Executive Listing  
Kanchan  
20/9/17

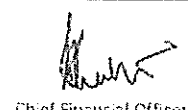
CESC Infrastructure Limited  
Registered Office: CESC House, Chowringhee Square, Kolkata-700001  
CIN: U70101WB2011PLC159584  
Telephone: +91 33 2225 6000  
E-mail: cescinfra@rp.sg.in

Balance Sheet as at 30th June, 2017

Particulars	Note No.	As at 30th June 2017 Rs.
<b>I. EQUITY AND LIABILITIES</b>		
Shareholders' funds		
Share Capital	2.1	2898,05,00,000
Reserves and surplus	2.2	4,54,04,347
Non-current liabilities		
Long term provisions	2.3	72,21,557
Current liabilities		
Other current liabilities	2.4	1055,21,02,455
Short term provisions	2.5	13,578
<b>TOTAL</b>		<b>3958,52,41,937</b>
<b>II. ASSETS</b>		
Non-current assets		
Fixed assets		
Tangible assets	2.6	3,82,828
Capital Work in Progress		1,57,26,326
Non-current investments	2.7	2836,06,00,060
Long term loans and advances	2.8	1105,00,00,000
Current assets		
Cash and bank balances	2.9	31,49,900
Short term loans and advances	2.10	15,23,83,334
<b>TOTAL</b>		<b>3958,52,41,937</b>

The accompanying notes are an integral part of these financial statements

  
Director  
(S. Talukdar)

  
Chief Financial Officer  
(D. Bhattacharya)

Place: Kolkata  
Date: 3/11/2017

**CESC Infrastructure Limited**

**Registered Office:** CESC House, Chowringhee Square, Kolkata-700001

**CIN:** U70101WB2011PLC159584

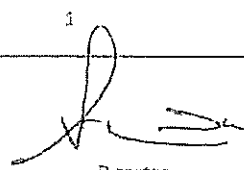
**Telephone:** +91 33 2225 6040

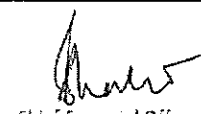
**E-mail:** cescinfra@rp-sg.in

**Statement of Profit and Loss for the period ended 30th June, 2017**

Particulars	Note No.	For the period ended 30th June'17 Rs.
Income from investments		
<b>Total Revenue</b>		
<b>Expenses</b>		
Employee benefits expense	2.11	2,25,000
Depreciation and amortisation expense	2.6	16,087
Other expenses	2.12	1,83,491
<b>Total Expenses</b>		<b>4,24,578</b>
<b>Profit for the Year</b>		<b>4,24,578</b>
Earning per equity share (Face value of Rs. 10 per share) Basic and Diluted		0.00

The accompanying notes are an integral part of these financial statements

  
 Director  
 (S. Talukdar)

  
 Chief Financial Officer  
 (O. Bhattacharya)

Place: Kolkata  
 Date: 3/11/2017

**CESC Infrastructure Limited**

**Registered Office: CESC House, Chowringhee Square, Kolkata-700001**


**CIN: U70101WB2011PLC159584**

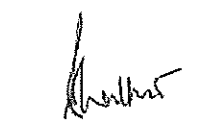
**Telephone: +91 33 2225 6040**

**E-mail: cescinfra@rp-sg.in**

**Cash Flow Statement for the period ended 30th June, 2017**

	For the period ended 30th June '17 (Rs.)
<b>A. Cash Flow from Operating Activities</b>	
Profit/(Loss) for the year	-4,24,578
Adjustment for Depreciation and Amortisation	15,037
Operating Loss before Working Capital Changes	(4,08,491)
Adjustment for: (Increase) in Loans and Advances	41,95,579
Increase/(Decrease) in Current Liabilities and Provisions	1,37,98,60,632
<b>Net Cash used in Operating Activities</b>	<b>138,36,47,720</b>
<b>B. Cash Flow from Investing Activities</b>	
Purchase of Fixed Assets	(35,31,118)
Advance to subsidiary for share subscription	(1,38,00,00,000)
Investments in Mutual Fund	(46,00,00,000)
<b>Net Cash used in Investing Activities</b>	<b>(1,84,36,31,118)</b>
<b>C. Cash Flow from Financing Activities</b>	
Net Cash Flow from Financing Activities	0
<b>Net Increase of Cash and Cash Equivalents</b>	<b>-45,99,83,398</b>
<b>Cash and Cash Equivalents - Opening Balance</b>	<b>46,51,32,788</b>
<b>Cash and Cash Equivalents - Closing Balance</b>	<b>51,49,390</b>

  
 Director  
 (S. Talukdar)

  
 Chief Financial Officer  
 (D. Bhattacharya)

Place: Kolkata  
 Date: 3/11/2017

**CESC Infrastructure Limited**  
**Registered Office: CESC House, Chowringhee Square, Kolkata-700001**  
**CIN: U70101WB2011PLC159584**  
**Telephone: +91 33 2225 6040**  
**E-mail: cescinfra@rp-sg.in**

# **1 Significant Accounting policy**

The accounting policies used in the preparation of these separate supplementary unaudited financial statements are the same that the Company had followed for the preparation of its annual audited financial statements for the year ended March 31, 2017

## **(i) Basis of Preparation :**

These separate supplementary unaudited financial statements have been prepared by the management for the purpose of Section 232 (2)(e) of the Companies Act, 2013 and are not the statutory / interim financial statements of the Company.

### **Note - 2.1 : Share Capital**

Particulars	As at 30th June 2017 Rs.
<b>Authorised Share Capital</b>	
3,000,000,000 (Previous Year: 3,000,000,000) Equity Shares of Rs 10/- each	3000,00,00,000
<b>Issued, Subscribed and Paid up capital</b>	
2,89,80,50,000 (Previous Year: 2,688,050,000) Equity Shares of Rs 10/- each, fully paid up	2898,05,00,000
	<b>2898,05,00,000</b>

(a) 21,00,00,000 (21 Crores) shares allotted at par value Rs.10/- to CESC Limited on 15th May,17

### **(b) Reconciliation of shares outstanding at the beginning and at the end of the reporting period**

Particulars	As at 30th June, 2017	
	No. of shares	Rs.
Opening balance at the beginning of the year	268,80,50,000	2688,05,00,000
Add: Equity shares issued during the year	21,00,00,000	210,00,00,000
Shares outstanding at the end of the year	289,80,50,000	2898,05,00,000

**CESC Infrastructure Limited**

**Registered Office: CESC House, Chowringhee Square, Kolkata-700001**

**CIN: U70101WB2011PLC159584**

**Telephone: +91 33 2225 6040**

**E-mail: cescinfra@rp-sg.in**

**Note 2.2 : Reserves and Surplus**

Particulars	As at 30th June 2017 Rs.
Surplus in the Statement of Profit and Loss	
Debit balance at the beginning of the year	4,58,28,926
Add: Profit for the year	-4,24,578
Credit/(Debit) balance at the end of the year	<u>4,54,04,347</u>

**Note 2.3: Long Term Provisions**

Particulars	As at 30th June 2017 Rs.
Provision for Employee benefits	72,21,557
	<u>72,21,557</u>

**Note - 2.4: Other Current Liabilities**

Particulars	As at 30th June 2017 Rs.
Payable to Subsidiary Company	1055,00,00,000
Other payables	21,02,455
	<u>1055,21,02,455</u>

**Note 2.5: Short Term Provisions**

Particulars	As at 30th June 2017 Rs.
Provision for Employee benefits	13,578
	<u>13,578</u>



CESC Infrastructure Limited  
Registered Office: CESC House, Chayurahalli, Srinagar, Kolkata - 700003  
CIN: U70101WB2011PLC159594  
Telephone: +91 33 2225 6020  
E-mail: [cesc@cesc.co.in](mailto:cesc@cesc.co.in)

NOTE-2.6 Tangible Assets

PARTICULARS	GROSS BLOCK AT COST				DEPRECIATION				NET BLOCK	
	As at 1st April, 2017 Rs.	Additions /Adjustments Rs.	Withdrawals /Adjustments Rs.	As at 30th June, 2017 Rs.	As at 1st April, 2017 Rs.	Additions /Adjustments Rs.	Withdrawals /Adjustments Rs.	As at 30th June, 2017 Rs.	As at 31st March, 2017 Rs.	
Corridors	13,85,170			13,85,130	13,83,389	15,725		13,84,204	80,502	95,728
Structure	28,032			28,032	20,367	954		21,321	6,742	26,55
Office Equipment										
Vehicles		2,35,531		2,35,532					2,35,532	
TOTAL	14,13,192			17,09,662	15,03,749	16,682		15,25,431	382,828	1,05,383



**CESC Infrastructure Limited**  
**Registered Office: CESC House, Chowringhee Square, Kolkata-700001**  
**CIN: U70101WB2011PLC159584**  
**Telephone: +91 33 2225 6040**  
**E-mail: cescinfra@rp-sg.in**

**Note 2.7: Non Current Investments**

Particulars	As at 30th June 2017 Rs.
<b>Other than Trade Investments - Unquoted</b>	
<b>Investments in Equity Instruments</b>	
Subsidiary Companies	
1,203,441,049 (Previous Year: 1,203,441,049) Equity Shares of Haldia Energy Limited of Rs 10 each, fully paid up	1203,54,10,320
1,275,768,954 (Previous year : 1,175,768,954) Equity Shares of Dhariwal Infrastructure Limited of Rs 10 each, fully paid up	1586,51,89,540
<b>Investments in Mutual Fund</b>	46,00,00,000
	<b>2836,06,00,060</b>

**Note 2.8: Long Term Loans and Advances**

Particulars	As at 30th June 2017 Rs.
Unsecured, considered good	
Share application money to subsidiary	11,05,00,00,000
	<b>1105,00,00,000</b>

**CESC Infrastructure Limited**

**Registered Office: CESC House, Chowringhee Square, Kolkata-700001**

**CIN: U70101WB2011PLC159584**

**Telephone: +91 33 2225 6040**

**E-mail: [cescinfra@rp-sg.in](mailto:cescinfra@rp-sg.in)**

**Note 2.9 : Cash and Bank Balances**

Particulars	As at 30th June 2017 Rs.
Cash and Cash equivalents	
Cash on Hand	16,800
Balance with Banks in Current Accounts	51,32,590
	<b>51,49,390</b>

**Note 2.10: Short Term Loans and Advances**

Particulars	As at 30th June 2017 Rs.
Unsecured, considered good	
Advances to related parties	15,25,32,034
Other Advances	
Miscellaneous Advance to Bodies Corporate	8,10,000
Prepaid Expenses	34,157
Loan to employees	7,144
	<b>15,33,83,335</b>

**CESC Infrastructure Limited**  
**Registered Office: CESC House, Chowringhee Square, Kolkata-700001**  
**CIN: U70101WB2011PLC159584**  
**Telephone: +91 33 2225 6040**  
**E-mail: cescinfra@rp-sg.in**

**Note 2.11 : Employee Benefits Expense**

Particulars	upto 30th June'17
	Rs.
Salaries	18,81,843
Contribution to provident and other funds	93,966
	<u>19,75,809</u>
Less: Transfer to Holding Company /Subsidiaries / Other Body Corporate	17,50,809
	<u>2,25,000</u>

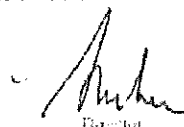
**Note 2.12 : Other Expenses**

Particulars	upto 30th June'17
	Rs.
Lease Rent	48,173
Professional Fees	1,51,000
General Charges	21,674
Miscellaneous Expenses	817
	<u>2,31,664</u>
Less: Transfer to Holding Company /Subsidiaries	48,173
	<u>1,83,491</u>

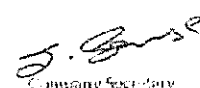
**SPENCER'S RETAIL LIMITED**  
**Balance sheet as at 30th June 2017**

	Notes	30th June 2017 ₹ Lakhs
<b>ASSETS</b>		
<b>Non-Current Assets</b>		
(a) Property, Plant and Equipment	1.1	14,943.26
Investment in Joint Venture		267.50
(b) Intangible Assets	1.2	32.50
<b>Financial Assets</b>		
(i) Investments	3.1	19,377.52
(ii) Loans and Advances	4	4,842.12
(iii) Other Financial Assets	5	2,409.52
(c) Non-Current Tax Assets (net)		281.48
(d) Other Non-Financial Assets	6	1,950.39
(A)		<u>31,325.41</u>
<b>Current Assets</b>		
(a) Inventories	7	21,237.72
<b>Other Current Assets</b>		
(i) Trade Receivables	8.1	8,113.68
(ii) Trade Payables	8	2,732.41
(iii) Cash and Cash Equivalents	9.1	5,113.62
(iv) Bank Balances other than (b) at cost	9.2	1,000.00
(v) Loans and Deposits	10	16.25
(vi) Other Financial Assets	11	1,141.59
(c) Current Tax Assets (net)		523.05
(d) Other Non-Financial Assets	12	887.56
(B)		<u>27,581.51</u>
<b>TOTAL ASSETS (A)+(B)</b>		<u><u>58,106.92</u></u>
<b>EQUITY AND LIABILITIES</b>		
<b>EQUITY</b>		
(a) Equity Share Capital	13	29,675.36
(b) Other Equity	14	1,828.20
<b>Total Equity (C)</b>		<u>31,503.56</u>
<b>LIABILITIES</b>		
<b>Non-Current Liabilities</b>		
Provisions	15	778.92
(D)		<u>778.92</u>
<b>Current liabilities</b>		
<b>(a) Financial Liabilities</b>		
(i) Trade Payables	16	
(ii) Total outstanding dues of Micro, small and medium enterprises		
(iii) Total outstanding dues of creditors other than Micro, small and medium enterprises		25,825.45
(iv) Other Financial Liabilities	17	9,150.22
(b) Other Non-Financial Liabilities	18	1,287.03
(c) Provisions	19	1,791.06
(E)		<u>36,482.79</u>
<b>TOTAL EQUITY AND LIABILITIES (C)+(D)+(E)</b>		<u><u>58,106.92</u></u>

The accompanying notes referred to above form an integral part of the Financial Statements

  
Director

  
Managing Director and Chief Financial Officer

  
Company Secretary

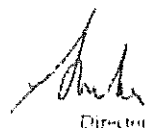
Place: Kolkata  
Date: 30.6.2017

**SPENCER'S RETAIL LIMITED**

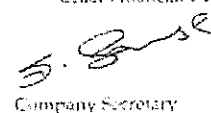
**Statement of Profit and Loss for the period ended 30th June 2017**

		Quarter ended 30th June 2017 ₹ Lakhs
	Notes	
<b>Income:</b>		
Revenue from operations	20	51,498.43
Other income	21	258.36
<b>Total Income (I)</b>		<b>51,756.79</b>
<b>Expenses:</b>		
Purchase of traded goods		37,669.21
Increase in inventories of traded goods	22	2,661.03
Cost of Raw Materials Consumed	23	176.26
Employer benefit expenses	24	3,675.20
Other expenses	25	7,519.12
<b>Total (II)</b>		<b>51,729.82</b>
<b>Earnings before interest, tax, depreciation and amortisation (EBITDA) [(I)-(II)]</b>		<b>56.97</b>
Depreciation and Amortisation	26	891.92
Finance costs	27	744.98
<b>Loss before exceptional items and tax</b>		<b>(1,179.93)</b>
<b>Other Comprehensive Income</b>		
Other Comprehensive Income not to be reclassified to profit or loss in subsequent periods		
(a) Net loss on investment in equity shares accounted at fair value		
(b) Remeasurement loss on defined benefit plans		(18.73)
<b>Other Comprehensive Income for the year (IV)</b>		<b>(18.73)</b>
<b>Total Comprehensive Income for the year [(III)-(IV)]</b>		<b>(1,198.56)</b>
<b>Earnings per share- Basic and Diluted</b>		<b>(0.40)</b>
(Nominal value ₹10 per share)		

The accompanying notes related to above form an integral part of the Financial Statements.

  
Director

  
Whole Time Director and  
Chief Financial Officer

  
Company Secretary

Place : Kolkata  
Date : 3.11.2017


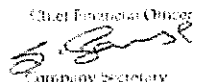
**SPENCER'S RETAIL LIMITED**

**Cash Flow Statement for the year ended 30th June 2017**

	Quarter ended 30th June 2017
Notes	₹ Lakhs
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>	
Loss before tax	(1,179.93)
Net Cash adjustment to reconcile loss before tax to net cash flows	
Depreciation and amortisation	806.79
Provisions for Bad and Doubtful Debts	46.99
Interest expense (excluding interest on financial instruments)	5.42
Margin on Sale of Mutual Fund units	113.66
Interest Income	146.05
Loss on sale/disposal of Property, Plant & Equipments	14.67
Provision/Reversal for Obsolete stocks	176.19
Provisions for Litigations returned written back	118.65
Operating Loss before working capital changes	(604.37)
<b>Movement in working capital:</b>	
Increase in Trade payables	12,159.86
Increase/(Decrease) in Other Financial Liabilities	562.08
Increase/(Decrease) in Non-Financial Liabilities	198.86
Increase in Provisions	111.78
Decrease/(Increase) in Trade Receivables	(1,054.37)
Increase in Inventories	2,604.39
Increase/(Decrease) in Other Financial Assets	17.68
Increase in Loans and Deposits	136.29
Increase/(Decrease) in Other Non-Financial Assets	(2,652.1)
	(379.30)
Less: Taxes paid	
Net cash used in operating activities (A)	(379.39)
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>	
Purchase of Property, Plant and Equipments, including intangible assets, capital work in progress and capital advances	(485.53)
Proceeds from Sale of Property, Plant and Equipments	6.38
Share Application money to Subsidiary Companies pending allotment of shares in Subsidiary Company	2,000.06
Proceeds from sale of Mutual Fund units	8,059.00
Purchase of Mutual Fund units	9,349.09
Investment in bank deposits, having original maturity of more than three months	104.04
Redemption/maturity of bank deposits having original maturity of more than three months	100.00
Interest received	45.81
Net cash used in Investing activities (B)	(3,030.35)
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>	
Proceeds from Share Application Money pending allotment of shares	1,179.00
Interest paid	5.84
Net Cash Flow from financing activities (C)	1,165.84
Net Increase in Cash and Cash equivalents (A+B+C)	(224.99)
Cash and cash equivalents at the beginning of the year	743.01
Cash and cash equivalents at the end of the year	518.02
<b>Components of cash and cash equivalents</b>	
Cash in hand	566.94
Cash in current account	26.68
Total cash and cash equivalents	518.02

The accompanying notes related to above form an integral part of the Financial Statements.

  
Director

  
Whole Time Director and  
Chief Financial Officer  
  
Company Secretary

Place: Kolkata  
Date: 31.12.2017

## SPENCER'S RETAIL LIMITED

## Statement of Changes in Equity for the period ended 30th June 2017


#### A. Equity Share Capital

	No. of Shares	₹ in Lakhs
Equity Shares of ₹ 10 each issued, subscribed and fully paid		
Balance at 31st March 2017	29,67,53,585	29,675.36
Equity share capital issued during the year		
Balance at 30th June 2017	29,67,53,585	29,675.36

#### B. Other Equity

Particulars		Share application money pending allotment	Securities Premium Account	Share Options Outstanding	Retained Earnings (a)	Investments in equity shares at fair value	OCI	₹ Lakhs
Balance at 31st March 2017		1,89,495.80	23,320.40	19.52	(2,13,057.21)	(9,563.05)		(6,779.54)
Loss for the year					(1,170.93)			(1,170.93)
Net loss on investment in equity shares accounted at fair								
Remeasurement loss on defined benefit plans					(18.70)			(18.73)
Remeasurement gains/(losses) on defined Benefit plans								
Adjustments		1,89,495.80	23,320.40	(9.92)	(2,14,250.87)	(9,563.05)		(10,978.20)
Share Application money received		3,150.00						3,150.00
Share Options Outstanding liability reversed								
Balance at 30th June 2017		1,92,645.80	23,320.40	19.62	(2,14,250.87)	(9,563.05)		(7,828.20)

The accompanying notes referred to above form an integral part of the Financial Statements.

  
Director

Whole Time Director and Chief Financial Officer

  
Company Secretary

Place - Kolkata  
Date - 7.01.2012

## SPENCER'S RETAIL LIMITED

### Notes to Financial Statements as at and for the year ended 30th June 2017

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#### **1 Basis of Preparation**

These separate supplementary unaudited financial statements have been prepared by the management for the purpose of Section 232 (2)(e) of the Companies Act, 2013 and are not the statutory / interim financial statements of the Company.

#### **1.1 Significant Accounting Policies**

The accounting policies used in the preparation of these separate supplementary unaudited financial statements are the same that the Company had followed for the preparation of its annual audited financial statements for the year ended March 31, 2017.







SPENCER'S RETAIL LIMITED

Notes to Financial Statements as at and for the period ended 30th June 2017

2

2.1 Property, Plant and Equipment

	Leasehold Improvements	Plant & Machinery	Computer Hardwares	Vehicles	Furniture & Fixtures	Office Equipments	Total
(₹ Lakhs)							
<u>Cost</u>							
As at 31st March 2017	9,849.04	4,194.51	1,575.71	24.69	6,601.06	152.11	22,397.12
Additions	159.83	84.17	47.13		244.49	1.26	519.88
Disposals/Deductions	68.18			14.14	11.93		94.25
As at 30th June 2017	9,940.69	4,278.68	1,622.84	10.55	6,833.62	156.37	22,842.75
<u>Depreciation</u>							
As at 31st March 2017	2,366.95	777.96	842.83	11.94	2,103.80	32.81	6,136.29
Charge for the year	375.08	103.39	97.87	1.24	249.50	3.83	831.40
Disposals/Deductions	48.45			13.44	6.31		68.20
As at 30th June 2017	2,694.18	881.35	940.70	10.26	2,346.99	36.63	6,899.49
<u>Net Block</u>	7,246.51	3,397.33	682.14	10.81	4,486.63	119.74	15,943.26

2.2 Intangible Assets

	Computer Softwares	Know- How and Licence	Total
(₹ Lakhs)			
<u>Cost</u>			
As at 31st March 2017	729.45	295.03	1,024.50
Additions	18.15		18.15
Disposals/Deductions			
As at 30th June 2017	747.60	295.03	1,042.63
<u>Amortisation</u>			
As at 31st March 2017	222.90	121.26	344.16
Charge for the year	30.76	14.63	45.39
Disposals/Deductions	253.66	135.89	389.55
As at 30th June 2017	492.94	159.16	653.10
<u>Net Block</u>			

**SPENCER'S RETAIL LIMITED**

**Notes to Financial Statements as at and for the period ended 30th June 2017**

	<u>30th June 2017</u> <u>₹ Lakhs</u>
<b>4 Investments</b>	
<b>4.1 Non Current</b>	
<b><u>Totally Paid up in subsidiary Companies</u></b>	
<b><u>Investments at Fair Value through OCI (Unquoted)</u></b>	
Asian Bio Print Care India Ltd. of ₹ 10 each (108,000,000 equity share as at 30th June 2017 (31st March 2017)	1,044.75
Magic World Retail Limited of ₹ 10 each (5,000,000 equity share as at 30th June 2017 (31st March 2017) (5,000,000)	
Omnipresent Retail India Private Limited of ₹ 10 each (26,422,485 equity share as at 30th June 2017 (31st March 2017) (50,000 equity share as at 30th June 2017 (31st March 2017) (50,000)	2,537.23
Qualitree Industries Limited of ₹ 10 each (50,000 equity share as at 30th June 2017 (31st March 2017) (50,000)	0.00
Gowdipudi Restaurants India Limited of ₹ 10 each (50,000 equity share as at 30th June 2017 (31st March 2017) Nil	0.00
<b><u>Totally Paid up in Others (at Fair Value through OCI)</u></b>	
Retainers Association of India 10,000 equity share as at 30th June 2017 (31st March 2017) (10,000)	0.00
<b><u>Derivative Instrument at Fair value through Profit or Loss</u></b>	
<b><u>Derivative not designated as hedge</u></b>	
Forexide Ventures Investment fund 1 of ₹ 100,000 each (475 units as at 30th June 2017 (31st March 2017) Nil	348.65
	<u>4,927.53</u>
<b>4.2 Current</b>	
<b><u>Investment in Mutual Fund</u></b>	
1,507,610,853 (31.03.2016) Nil units of ₹ 23,5963 (IDFC Ultra Short Term Fund - Growth (Direct Plan) 19,702,261 (31.03.2017) Nil units of ₹ 265,6202 each or	255.71
Aditya Birla Sun Life Cash Plus - Growth Direct 21,037,811 (31.03.2017) Nil units of ₹ 244,6408 each of	52.29
ICICI Prudential Liquid Direct Plan Growth 9,966,179 (31.03.2017) Nil units of ₹ 2407,8801 each of	61.48
IDFC Cash Fund-Growth (Direct Plan) 5,147,268 (31.03.2017) Nil units of ₹ 5,25,0005 each	200.10
FIDELITY Liquid Growth option 12,76,587 (31.03.2017) Nil units of ₹ 1,032,6916 each or	102.63
Reliance Liquid Fund-Treasury Plan (Direct Plan Growth Plan) growth option	51.48
	<u>813.09</u>

*[Signature]*

**SPENCER'S RETAIL LIMITED**

**Notes to Financial Statements as at and for the period ended 30th June 2017**

**4 Loans and Deposits (at amortised cost)**

**(Unsecured)**

	<u>30th June 2017</u>
	<u>₹ Lakhs</u>
Deposits	
Considered good	3,024.41
Considered doubtful	116.99
	<u>3,141.40</u>
Impairment allowance	
Considered good	123.12
Considered doubtful	(106.99)
	<u>16.13</u>
Share application money to Subsidiary Companies pending allotment	1,840.83
Interest free loan to wholly owned subsidiary*	4,542.12
	<u>6,549.48</u>

\* Net of Provision for Doubtful loan ₹ 2,039.15 Lakhs

**5 Other Financial Assets (at amortised cost)**

**(Unsecured, considered good unless stated otherwise)**

	<u>30th June 2017</u>
	<u>₹ Lakhs</u>
Other Bank balances	
Deposits with original maturity for more than 12 months	2,407.50
Margin Money Deposit	3.02
Interest receivable on Fixed Deposits	2.71
Advances to Employees	2,409.32
	<u>4,822.55</u>

**6 Other Non Financial Assets**

	<u>30th June 2017</u>
	<u>₹ Lakhs</u>
(Unsecured, considered good unless stated otherwise)	
Capital Advances	27.66
Prepaid Expenses	1,496.74
Deposits for claims and tax disputes	25.94
	<u>1,549.34</u>

**7 Inventories**

**(At lower of cost and net realisable value)**

	<u>30th June 2017</u>
	<u>₹ Lakhs</u>
Raw Material	101.94
Traded Goods	21,581.32
Less: Provision for Obsolete Stock	141.64
	<u>21,439.68</u>
Packing Materials	214.88
Less: Provision for Obsolete Stock	10.33
	<u>203.55</u>
<b>Total</b>	<u>21,643.23</u>

**SPENCER'S RETAIL LIMITED**

Notes to Financial Statements as at and for the period ended 30th June 2017

<b>8 Trade Receivables (at amortised cost)</b> <b>(Unsecured)</b>	<b>30th June 2017</b>
	<b>₹ Lakhs</b>
Considered good	3,732.41
Considered Doubtful	74.20
	3,806.61
Less: Provision for doubtful receivables	(74.20)
	<b>3,732.41</b>
<b>9 Cash and Bank balances</b>	<b>30th June 2017</b>
<b>10.1 Cash and Cash Equivalents</b>	<b>₹ Lakhs</b>
Balance with Banks	126.68
- On current accounts	356.91
Cash in hand	513.62
<b>10.2 Other bank balances</b>	
Deposits with original maturity for more than 12 months	100.00
	<b>100.00</b>
<b>10 Loans and Deposits (at amortised cost)</b> <b>(Unsecured, considered good unless stated otherwise)</b>	<b>30th June 2017</b>
	<b>₹ Lakhs</b>
Deposits	19.25
	<b>19.25</b>
<b>11 Other Financial Assets (at amortised cost)</b> <b>(Unsecured, considered good unless stated otherwise)</b>	<b>30th June 2017</b>
	<b>₹ Lakhs</b>
Interest receivable on Fixed Deposits	29.59
Insurance Claims Receivable	21.17
Advances to Employees	50.83
	<b>101.59</b>
<b>12 Other Non Financial Assets</b>	<b>30th June 2017</b>
<b>(Unsecured, considered good unless stated otherwise)</b>	<b>₹ Lakhs</b>
Advances Recoverable in cash or in kind	168.71
Prepaid Expense-	192.68
Balance with Statutory / Government Authorities	506.17
Deposits for claims and tax disburse	
	<b>867.56</b>

*[Signature]*

**SPENCER'S RETAIL LIMITED**

**Notes to Financial Statements as at and for the period ended 30th June 2017**

**13 Equity Share Capital**

	30th June 2017	
	No. of Shares	₹ in Lakhs
<b>Authorised</b>		
Equity shares of ₹10 each	30,00,00,000	30,000.00
	<b>30,00,00,000</b>	<b>30,000.00</b>
 Issued, subscribed and fully paid up Equity shares of ₹10	 29,67,53,585	 29,675.36

**14 Other Equity**

	30th June 2017
	₹ Lakhs
<b>14.1 Share Application money pending allotment</b>	
Balance as per last financial statements	1,89,495.80
Share application money received during the year	2,150.00
Adjusted against shares issued during the year	-
Closing Balance	<b>1,92,645.80</b>
<b>14.2 Securities Premium Account</b>	
Balance as per last financial statements	23,320.40
Addition during the year	-
Reversal during the period	-
Closing Balance	<b>23,320.40</b>
<b>14.3 Share Options Outstanding Account (Refer Note 14.3 below)</b>	
Balance as per last financial statements	10.57
Addition during the period	-
Reversal during the year transferred to Retained Earnings	-
Closing Balance	<b>10.57</b>
<b>14.4 Retained Earnings</b>	
Balance as per last financial statements	(2,12,051.21)
Share Options Outstanding liability reversed	-
Provision for gratuity/losses on defined benefit plans	(18.73)
Loss for the year	(1,179.93)
Closing Balance	<b>(2,14,250.87)</b>
<b>14.5 Other Comprehensive Income (OCI) Reserve</b>	
Balance as per last financial statements	(9,563.03)
Net loss on investment in equity shares accounted at fair value	-
Closing Balance	<b>(9,563.03)</b>
	<b>(7,825.70)</b>

**SPENCER'S RETAIL LIMITED**

**Notes to Financial Statements as at and for the period ended 30th June 2017**

**15 Provisions**

	<u>30th June 2017</u>
	₹ Lakhs
Provisions for Employee Benefits	
Gratuity	303.19
Leave	248.79
	<u>551.92</u>
Other Provisions	
Provision for Decommissioning Liability	225.05
	<u>776.97</u>

30th June 2017  
₹ Lakhs

**16 Trade Payable**

- Total outstanding dues of Micro and small enterprises	
Total outstanding dues of creditors other than Micro and small enterprises	23,875.43
	<u>23,875.43</u>

**17 Other Financial Liabilities (at Amortised cost)**

Bank Overdraft in current accounts with Banks	3,730.33
Sundry Deposits	274.70
Capital Creditors	711.82
Others	
- Payables to Employees	823.45
Royalty Payable	4,129.94
	<u>9,670.27</u>

*G. K. Khandelwal*

**SPENCER'S RETAIL LIMITED**


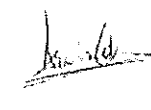
Notes to Financial Statements as at and for the period ended 30th June 2017

**18 Other Non Financial Liabilities**

	<u>30th June 2017</u>
	<u>₹ Lakhs</u>
Advances from Customers	215.05
Statutory Liabilities	831.15
Deferred Revenue*	157.83
	<u>1,204.03</u>

**19 Provisions**

	<u>30th June 2017</u>
	<u>₹ Lakhs</u>
Provisions for Employee Benefits	
Gratuity	91.61
Leave	40.48
	<u>132.09</u>
Other Provisions	
Tax disputes	272.86
Claims on Excessed Cooperatives	1,324.91
	<u>1,697.86</u>

**SPENCER'S RETAIL LIMITED**

Notes to Financial Statements as at and for the period ended 30th June 2017

	Quarter ended 30th June 2017 (₹ Lakhs)
<b>20 Revenue from operations</b>	
Sale of products (including excise duty)	48,771.05
Other operating revenue	
Income from Recoveries and Services	2,314.23
Income on Sale of Concessionaire products	413.15
	<u>51,498.43</u>
<b>21 Other income</b>	
Interest Income	
- Bank Deposits	66.08
- Rental Deposits	61.79
- Others	12.05
Provisions no longer required written back	18.65
Net Gain on Sale of Current Investments	13.66
Miscellaneous Income	36.16
	<u>228.36</u>
<b>22 Increase in inventories of traded goods</b>	
Inventories at the beginning of the year	24,041.05
Inventories at the end of the year	21,381.32
Increase in Inventories of traded goods	<u>2,660.03</u>
<b>23 Cost Of Raw Materials Consumed</b>	
Inventory at the beginning of the year	81.44
Add: Purchases	196.76
	278.20
Less: Inventory at the end of the year	101.94
Cost of raw materials consumed	<u>176.26</u>
<b>24 Employee benefit expenses</b>	
Salaries, Wages, Bonus and Gratuity	3,331.36
Contribution to Provident and Other Funds	228.04
Staff Welfare Expenses	115.80
	<u>3,675.20</u>

*[Signature]*



	Quarter ended 30th June 2017 (₹ Lakhs)
<b>25 Other Expenses</b>	
Power and fuel	1,187.32
Freight	59.29
Rent	2,831.29
Repairs and Maintenance	
Plant and Machinery	0.42
Buildings	85.77
Others	707.70
Insurance	18.59
Rates and taxes	160.07
Excise duty on sales	7.57
Advertisement and Selling Expenses	499.26
Packing Materials Consumed	137.45
Travelling and Conveyance	97.47
Security Charges	112.49
Auditors remuneration	
Statutory Audit fees	15.80
Tax Audit fees	2.01
Others	2.46
Service Tax	1.24
Reimbursement of Expenses	0.34
Communication expenses	67.55
Printing and Stationery	75.93
Legal and consultancy charges	139.40
Contract payments towards housekeeping expenses	847.79
Loss/(Gain) on Sale of Property Plant & Equipment (net)	(4.69)
Provision for Bad and Doubtful Debts	46.39
Miscellaneous Expenses	164.23
	<u>7,549.12</u>
<b>26 Depreciation And Amortisation</b>	
Depreciation of tangible assets	831.40
Amortisation of intangible assets	65.39
	<u>591.92</u>
<b>27 Finance Costs</b>	
Interest Expense	12.21
Other Borrowing Costs	142.77
	<u>144.98</u>



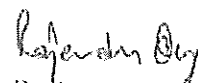



**MUSIC WORLD RETAIL LTD**  
**Balance sheet as at 30th June 2017**

	Notes	30th June 2017 ₹ Lakhs
<b>ASSETS</b>		
Non-current assets		
(a) Property, plant and equipment		-
(b) Capital work in progress		-
(c) Intangible assets		
(d) Financial assets		
- Loans and Advances		
- Other financial assets		
(e) Deferred tax assets (net)		
(f) Other non-current assets		
Current assets		
(a) Inventories		
(a) Financial Assets		
- Cash and Cash Equivalent	3	0.01
		0.01
<b>TOTAL ASSETS</b>		<b>0.01</b>
<b>EQUITY AND LIABILITIES</b>		
<b>EQUITY</b>		
(a) Equity share capital	4	500.00
(b) Other equity	5	-2,603.73
<b>Total Equity</b>		<b>-2,103.73</b>
<b>LIABILITIES</b>		
Non-current liabilities		
(a) Financial liabilities		
- Borrowings	6	2,039.15
		2,039.15
Current liabilities		
(a) Financial liabilities		
- Trade Payables		
(i) Total outstanding dues of creditors other than Micro and small enterprises	7	64.59
		64.59
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>0.01</b>

The accompanying notes referred to above form an integral part of the Financial Statements

  
Director

  
Director

Place : Kolkata  
Date : 3rd Nov 2017

**MUSIC WORLD RETAIL LTD**

**Statement of Profit and Loss for the period ended 30th June 2017**

	Notes	2017-18 ₹ Lakhs
<b>Income:</b>		
Revenue from operations		-
Other Income		-
<b>Total Income (I)</b>		-
<b>Expenses:</b>		
Purchase of traded goods		-
Increase in inventories of traded goods		-
Employee benefit expenses		-
Other expenses		-
<b>Total (II)</b>		-
<b>Earnings before interest, tax, depreciation and amortisation (EBITDA) (I-II)</b>		-
Depreciation and Amortisation		-
Finance costs		-
<b>Loss before tax (III)</b>		-
<b>Other Comprehensive Income</b>		
Other Comprehensive Income not be reclassified to profit or loss in subsequent periods		-
(a) Remeasurement gains/(losses) on defined benefit plans		-
(b) Tax Expenses		-
<b>Other Comprehensive Income for the year (net of tax) (IV)</b>		-
<b>Total Comprehensive Income for the year (net of tax) (III+IV)</b>		-
 <b>Earnings per share- Basic and Diluted</b> (Nominal value ₹10 per share)	8	

The accompanying notes referred to above form an integral part of the Financial Statements

*(Signature)*  
Director

*(Signature)*  
Director

Place : Kolkata  
Date : 3rd Nov 2017

**MUSIC WORLD RETAIL LTD**  
**Statement of Changes in Equity as at 30th June 2017**


**A. Equity Share Capital**

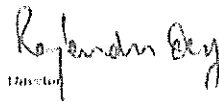
	No. of Shares	₹ in Lakhs
Equity Shares of ₹ 10 each issued, subscribed and fully paid On April 1, 2017	50,00,000	500.00
Changes in equity share capital during the period		-
Balance at June 30, 2017	<u>50,00,000</u>	<u>500.00</u>

**B. Other Equity**

Particulars	Share application money pending allotment	Reserve and Surplus				Items of OCI	₹ Lakhs
		Securities Premium Account	General Reserve	Share Options Outstanding Account	Deficit in the statement of profit and loss	Gains/(losses) on defined benefits plan	
Balance at March 31, 2017	-	7,524.00	-	-	-10,127.73	-	-2,603.73
Loss for the year	-	-	-	-	-	-	-
Other Comprehensive Income for the year	-	-	-	-	-	-	-
Balance at June 30, 2017	-	<u>7,524.00</u>	<u>-</u>	<u>-</u>	<u>-10,127.73</u>	<u>-</u>	<u>-2,603.73</u>

The accompanying notes referred to above form an integral part of the Financial Statements

  
Director

  
Director

Place : Kolkata  
Date : 3rd Nov 2017

## MUSIC WORLD RETAIL LTD

Cash Flow Statement for the period ended 30th June 2017

	2017-18
	₹ Lakhs
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>	
Tax benefits	
(1) Cash adjustment charge provided against tax in cash flows	
Depreciation and amortisation	
Provision against doubtful debtors	
Interest expense	
Dividend income received	
Income taxes	
Change in equity investments	
Change in long-term investments	
Change in prepaid expenses and other receivables	
Change in trade payables	
Change in provisions	
Change in loans & advances and other assets	
Net cash used in operating activities (A)	
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>	
Change in fixed assets, including intangible assets, under construction and capital advances	
Proceeds from sale of fixed assets	
Purchase of subsidiaries or acquisition of shares	
Issue Application money to subscribers during period offering to the public by Company	
Purchase of financial instruments	
Purchase of equipment	
As deposits in bank deposits during original maturity of more than three months	
Redemption of term deposit	
Source provided	
Net cash used in investing activities (B)	
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>	
Proceeds from issue of share capital (including short-term)	
Proceeds from debentures / Applied Money pending allotment	
Proceeds from long-term borrowings	
Repayment of long-term borrowings	
Repayment of short-term	
Proceeds from short-term borrowings	
Interest paid	
Net Cash Flow from financing activities (C)	
<b>Net Increase in Cash and Cash equivalents (A+B+C)</b>	
Cash and cash equivalents at the beginning of the year	D1
Cash and cash equivalents at the end of the year	D2
<b>Components of cash and cash equivalents</b>	
Cash in hand	
Deposits held	
With banks on current account	D3
Total cash and cash equivalents	D4

The authors gratefully acknowledge the support of the National Science Foundation.

•

10. Signature

Rejendra Bz

Page 45/46  
Date: Feb 10, 2019

## MUSIC WORLD RETAIL LTD

### Notes to Financial Statements as at and for the period ended 30th June 2017

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#### 1 Basis of Preparation:

These separate supplementary unaudited financial statements have been prepared by the management for the purpose of Section 232 (2)(c) of the Companies Act, 2013 and are not the statutory / interim financial statements of the Company.

#### 2 Significant Accounting Policies:

The accounting policies used in the preparation of these separate supplementary unaudited financial statements are the same that the Company had followed for the preparation of its annual audited financial statements for the year ended March 31, 2017.

**MUSIC WORLD RETAIL LTD**

Notes to Financial Statements as at and for the period ended 30th June 2017

**3 Cash and Cash Equivalents**

	30th June 2017 ₹ Lakhs
Balance with Banks	
- On current accounts	0.01
Cash in hand	0.01
Other bank balances	
Deposits with original maturity for more than 12 months	
Margin Money Deposits	
Less: Amounts disclosed under Other non-current assets (refer Note 4.5)	6.02

**4 EQUITY SHARE CAPITAL**

	30th June 2017	
	No. of Shares	₹ Lakhs
Authorised		
Equity shares of ₹10 each	60,00,000	600.00
	60,00,000	600.00
Issued, subscribed and fully paid up Equity shares of ₹10 each	50,00,000	500.00
a) Reconciliation of Equity Shares outstanding at the beginning and end of the year	No. of Shares	₹ Lakhs
At the beginning of the year	50,00,000	500.00
Issued during the period		
Outstanding at the end of the period	50,00,000	500.00

**MUSIC WORLD RETAIL LTD**

Notes to Financial Statements as at and for the period ended 30th June 2017

**5 OTHER EQUITY**

	<u>30th June 2017</u> Lakhs
<b>5.1 Share Application money pending allotment</b>	
Balance as per last financial statements	
Addition during the period	
Reversal during the period	
Closing Balance	
<b>5.2 Securities Premium Account</b>	
Balance as per last financial statements	7,524.00
Addition during the period	
Reversal during the period	
Closing Balance	<u>7,524.00</u>
<b>5.3 General Reserve</b>	
Balance as per last financial statements	
Addition during the period	
Reversal during the period	
Closing Balance	<u>-</u>
<b>5.4 Share Options Outstanding Account</b>	
Balance as per last financial statements	
Addition during the period	
Reversal during the year, transferred to General Reserve	
Closing Balance	<u>-</u>
<b>5.5 Deficit in the statement of profit and loss</b>	
Adjustment for Depreciation	
Loss for the period	
Closing Balance	<u>(10,127.73)</u>
<b>5.6 OCI Reserve</b>	
Balance as per last financial statements	
Addition during the period	
Reversal during the year, transferred to General Reserve	
Closing Balance	<u>-</u>
<b>Total Reserves &amp; Surplus</b>	<u>(2,603.73)</u>

**6 BORROWINGS**

	<u>30th June 2017</u> Lakhs
Interest free loan from holding company	<u>2,039.15</u>
	<u>2,039.15</u>

	<u>30th June 2017</u> Lakhs
<b>7 Trade Payable</b>	
Total outstanding dues of Micro and small enterprises	
Total outstanding dues of creditors other than Micro and small enterprises	64.59
	<u>64.59</u>



**MUSIC WORLD RETAIL LTD**

**Notes to Financial Statements as at and for the period ended 30th June 2017**

**9 Earnings per Share (EPS)**

Basic and Diluted EPS have been calculated by dividing the profit for the year attributable to equity holders of the company by the weighted average number of Equity shares outstanding during the year

	<u>30th June 2017</u>
	₹ Lakhs
Loss for the year	0.00
Weighted Number of Equity Shares outstanding	50,00,000
Earnings per Share – Basic & Diluted (Face value of ₹ 10 each)	

**SPEN LIQ PRIVATE LIMITED**

Registered Office: 31, Netaji Subhas Road, Kolkata-700001

Balance Sheet as at 30 June 2017

₹ in Lakhs

Particulars	Notes	30 June 2017
<b>ASSETS</b>		
1) Non-current assets		
a Financial assets		
i Investment in Subsidiary	2	47,169.71
<b>Total non-current assets</b>		<b>47,169.71</b>
2) Current assets		
i. Cash and cash equivalents	3	46.04
<b>Total current assets</b>		<b>46.04</b>
<b>Total assets</b>		<b>47,215.75</b>
<b>EQUITY AND LIABILITIES</b>		
Equity		
a. Equity share capital	4	47,102.81
b. Other equity	5	107.23
<b>Total Equity</b>		<b>47,210.04</b>
<b>LIABILITIES</b>		
1) Non-current liabilities		-
<b>Total non-current liabilities</b>		<b>-</b>
2) Current liabilities		
a Financial liabilities		
i Other financial liabilities	6	5.03
b. Other current liabilities	7	0.11
c. Current tax liabilities (net)	8	0.57
<b>Total current liabilities</b>		<b>5.71</b>
<b>Total liabilities</b>		<b>5.71</b>
<b>Total equity and liabilities</b>		<b>47,215.75</b>

Significant Accounting Policies

1

Notes 1 - 11 form an integral part of the financial statements

Place: Kolkata  
Date: 03.11.2017

Director:

CFO

**SPEN LIQ PRIVATE LIMITED**

Registered Office: 31, Netaji Subhas Road, Kolkata-700001

Statement of profit and loss for the quarter ended 30 June 2017

₹ in Lakhs

Sl No.	Particulars	Notes	Quarter ended 30 June 2017
I	Revenue from operations		-
II	Other income		-
III	Total income (I)+(II)		-
IV	Expenses		
	Employee benefit expense	9	0.30
	Other expenses	10	0.20
	Total expenses		0.50
V	Profit/(Loss) before exceptional items and tax (III-IV)		(0.50)
VI	Exceptional items		
VII	Profit/(Loss) before tax		(0.50)
VIII	Income tax expense		
	- Current tax		
	- Deferred tax		
	Total tax expense		-
IX	Profit/(Loss) for the quarter		(0.50)
X	Other Comprehensive income		
A	(i) Items that will not be reclassified to profit or loss		-
	(ii) Income tax relating to items that will not be reclassified to profit or loss		
B	(i) Items that will be reclassified to profit or loss		
	(ii) Income tax relating to items that will be reclassified to profit or loss		
	Other comprehensive income for the year, net of tax		-
XI	Total comprehensive income for the year		(0.50)
	Earning per equity share	11	INR
	Basic earnings per share		(0.00)

**Significant Accounting Policies**

Notes 1 - 11 form an integral part of the financial statements

1

Place: Kolkata  
Date: 03.11.2017

Director


CFO

Spen Lig Private Limited  
Registered Office: 31, Netaji Subhas Road, Kolkata-700001  
CASH FLOW STATEMENT FOR THE QUARTER ENDED 30TH JUNE 2017

	₹ in Lakhs Q1 2017-18
<b>A. Cash flow from Operating Activities</b>	
Profit/(Loss) before Exceptional Items and Taxation	(0.50)
<b>Operating Profit before Working Capital changes</b>	<u>(0.50)</u>
Adjustments for	
Increase/(Decrease) in Other Financial Liabilities	(0.08)
Increase/(Decrease) in Other current Liabilities	0.04
<b>Cash Generated from Operations</b>	(0.54)
Income Tax Paid	-
<b>Net cash flow from Operating Activities</b>	<u>(0.54)</u>
<b>B. Cash flow from Investing Activities</b>	
Net cash used in Investing Activities	<u>-</u>
<b>C. Cash flow from Financing Activities</b>	
Net Cash flow from Financing Activities	<u>-</u>
<b>Net Increase / (Decrease) in cash and cash equivalents</b>	<u>(0.54)</u>
Cash and Cash equivalents - Opening Balance	46.58
<b>Cash and Cash equivalents - Closing Balance</b>	<u>46.04</u>

Place: Kolkata  
Date: 03.11.2017

  
Director

  
CFO



**SPENLIO PRIVATE LIMITED**

Registered Office: 31, Netaji Subhas Road, Kolkata-700001

**Statement of changes in equity for the quarter ended 30th June, 2017**

**Equity Share Capital**

₹ in Lakhs

For the quarter ended 30th June 2017

Particulars	Balance at the beginning of the reporting period	Changes in equity share capital during the year	Balance at the end of the reporting period
Equity Shares	47,102.81		47,102.81

**Other Equity**

For the quarter ended 30th June 2017

Particulars	Reserves and Surplus	Total
	Retained Earnings	
Balance at the beginning of the reporting period	107.73	107.73
Total Comprehensive Income for the year	(0.50)	(0.50)
Balance at the end of the reporting period	107.23	107.23

**Significant Accounting Policies**

1

Notes 1 - 11 form an integral part of the financial statements

Place: Kolkata

Date: 03.11.2017

Director

CFO

**Notes**

**1. Significant Accounting Policies**

For the Quarter ended 30th June 2017

**Basis of Preparation:**

These separate supplementary unaudited financial statements have been prepared by the management for the purpose of Section 232 (2)(e) of the Companies Act, 2013 and are not the statutory / interim financial statements of the Company

**Accounting Policies:**

The accounting policies used in the preparation of these separate supplementary unaudited financial statements are the same that the Company had followed for the preparation of its annual audited financial statements for the year ended March 31, 2017

**Non current assets**

**Financial assets**

**2. Non current investments**

₹ in Lakhs

Particulars	Face value per unit in INR	No of units/ shares	30-Jun-17
A. Investments in equity instrument (fully paid up) quoted			
Subsidiaries			
First Source Solutions Limited	10	373976673	47,169.71
Market Value : Rs 1275.26 crore			
<b>TOTAL</b>			<b>47,169.71</b>

(a) All non-current investments are long term in nature.

**3. Cash and cash equivalents**

Particulars	30-Jun-17
Balances with banks	
- in current accounts	46.04
<b>Total</b>	<b>46.04</b>

**SPEN LIQ PRIVATE LIMITED**  
Registered Office: 31, Netaji Subhas Road, Koltata-700001

Significant accounting policies and notes to the accounts  
For the Quarter ended 30th June 2017

4. Equity share capital		₹ in Lakhs
Particulars	As at June 30, 2017	
Authorised		
500,000,000 Equity Shares of Rs. 10/- each		5,000.00
Issued, subscribed and paid-up capital		47,162.81
47,162,850 Equity Shares of Rs. 10/- each fully paid up		
<b>Total</b>		<b>47,162.81</b>

5. Other equity		As at June 30, 2017
a) Retained earnings		107.23
Retained earnings comprise of the Company's prior years' undistributed earnings after taxes		
b) Other items of other comprehensive income		
Other items of other comprehensive income consists of re-measurement of net defined benefit liabilities/(assets) (actuarial gains and losses)		
<b>Total</b>		<b>107.23</b>

**6. Other financial liabilities**

	30-Jun-17
Net Salary Payable	5.03
<b>Total</b>	<b>5.03</b>

**7. Other current liabilities**

	30-Jun-17
Others	0.11
<b>Total</b>	<b>0.11</b>

**8. Current tax liabilities (net)**

	30-Jun-17
Provision for Taxation	0.57
<b>Total</b>	<b>0.57</b>

**9. Employee benefit expense**

	As at June 30, 2017
Salaries, wages and bonus	0.30
<b>Total</b>	<b>0.30</b>

**10. Other expenses**

	As at June 30, 2017
Professional Charges	0.19
Miscellaneous expenses	0.12
<b>Total</b>	<b>0.20</b>

**11. Earnings per share (EPS)**

Particulars	As at June 30, 2017
Face value of equity shares	10
Weighted average number of equity shares outstanding	47,162,850
Profit/(loss) for the year	(9.53)
Weighted average earnings per share	(0.0002)

NEW RISING PROMOTERS PRIVATE LIMITED

Balance Sheet as at June 30, 2017

		Amount in Rs.	
	Note No.	As at June 30, 2017	
<b>A ASSETS</b>			
<b>1 Non-current assets</b>			
(a) Property, plant and equipment	2		
(b) Other intangible assets			
(c) Financial assets			
(i) Other financial assets			
(d) Other non-current assets			
(e) Deferred Tax Asset (Net)			
<b>Total non-current assets</b>			
<b>2 Current assets</b>			
(a) Financial assets			
(i) Trade receivables	5	28,70,57,069	
(ii) Cash and cash equivalents	6	8,080	
(iii) Other financial assets			
(b) Current tax asset	4	1,57,07,356	
(c) Other current assets	3	15,44,01,592	
<b>Total current assets</b>		45,71,74,097	
<b>Total assets</b>		45,71,74,097	
<b>B EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity share capital	7	2,51,00,000	
(b) Other equity		(94,41,82,612)	
<b>Total equity</b>		(91,90,82,612)	
<b>Liabilities</b>			
<b>1 Non-current liabilities</b>			
(a) Financial liabilities			
(i) Borrowings			
(ii) Other financial liabilities			
(d) Other non-current liabilities			
<b>Total non-current liabilities</b>			
<b>2 Current liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	8	1,11,96,63,967	
(ii) Trade payables	9	23,81,75,575	
(iii) Other financial liabilities	10	1,38,11,567	
(d) Other current liabilities	11	46,05,620	
<b>Total current liabilities</b>		1,37,62,56,709	
<b>Total equity and liabilities</b>		45,71,74,097	

See accompanying notes 1 - 18 forming an integral part of the financial statements

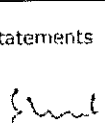
Director


Director

**NEW RISING PROMOTERS PRIVATE LIMITED**  
**Statement of Profit and Loss year the period ended June 30, 2017**

		Amount in Rs. For the period ended June 30, 2017
(I) Revenue from operations	12	78,83,60,797
(II) Other Income		-
(III) Total Income		<b>78,83,60,797</b>
(IV) Expenses		
(a) Employee benefits expense	13	1,33,20,450
(b) Finance costs	14	3,02,49,341
(c) Depreciation and amortisation expense	15	11,000
(d) Players and support staff costs	16	60,74,00,000
(e) Management Fees to BCCI		16,00,00,000
(f) Other expenses	17	27,85,93,755
Total Expenses (IV)		<b>1,08,95,74,546</b>
(V) Profit/(loss) before exceptional items and tax (III-IV)		<b>(30,12,13,749)</b>
(VI) Exceptional Items		-
(VII) Profit/(Loss) before tax (V-VI)		<b>(30,12,13,749)</b>
(VIII) Tax expenses		
(a) Current tax		-
(b) Deferred tax		-
Total tax expenses		<b>-</b>
(IX) Profit/(loss) for the period (VII+VIII)		<b>(30,12,13,749)</b>
(X) Other Comprehensive Income		-
(XI) Total Comprehensive Income for the period (IX+X) (Comprising Profit (Loss) and Other Comprehensive Income for the period)		<b>(30,12,13,749)</b>
(XII) Earnings per equity share	18	<b>(2,165)</b>
Basic and diluted earnings per share [Face value Rs 10each]		

See accompanying notes 1 - 18 forming an integral part of the financial statements

  
Director

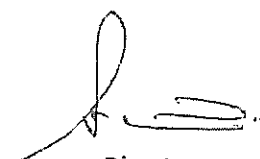
  
Director



	As at 30 June 2017
<b>Cash flow from operating activities</b>	
Profit before income tax:	(30,12,13,749)
Adjustments for:	
Depreciation and amortization expense	11,000
Finance costs	3,02,49,341
<b>Changes in operating assets and liabilities</b>	
(Increase)/Decrease in trade receivables	(28,33,91,632)
(Increase)/Decrease in other financial asset	-
(Increase)/Decrease in other current assets	9,85,93,655
Trade payables	23,50,98,700
Increase/(Decrease) in other current liabilities	(7,54,26,568)
Increase/(Decrease) in other financial liabilities	(36,15,857)
<b>Net cash (used in)/ provided by operating activities before taxes</b>	<b>(29,96,95,110)</b>
Income taxes paid	-
<b>Net cash (used in)/ provided by operating activities</b>	<b>(29,96,95,110)</b>
<b>Cash flow from investing activities</b>	
Purchase of property, plant and equipment	-
<b>Net cash (used in)/ provided by investing activities</b>	<b>-</b>
<b>Cash flow from financing activities</b>	
Finance costs paid	(2,55,67,774)
Net increase/(decrease) in cash credit facilities and other short term borrowings	10,51,93,782
<b>Net cash (used in)/ provided by financing activities</b>	<b>7,96,26,008</b>
<b>Net increase in cash and cash equivalents</b>	<b>(22,00,69,101)</b>
Cash and cash equivalents at the beginning of the period	22,00,77,183
<b>Cash and cash equivalents at the end of the period</b>	<b>8,080</b>
<b>Reconciliation of Cash and Cash Equivalent as per Cash Flow Statement</b>	
Cash and Cash Equivalents as per above comprise of the following	
	As at 30 June 2017
Cash and Cash Equivalents (Note 6)	8,080
Balances as per Statement of Cash Flows	8,080

See accompanying notes 1 - 18 forming an integral part of the financial statements

  
Director

  
Director

<b>NEW RISING PROMOTERS PRIVATE LIMITED</b>	
<b>Statement of changes in equity for the period ended June 30, 2017</b>	
<b>a. Equity share capital</b>	
	<u>Amount in Rs.</u>
Balance at April 1, 2017	<u>1,00,000</u>
Changes in equity share capital during the period	<u>2,50,00,000</u>
Balance at June 30, 2017	<u>2,51,00,000</u>
<b>b. Other Equity</b>	
	<u>Amount in Rs.</u>
	<u>Retained earnings</u>
Balance at April 1, 2017	<u>(64,29,68,863)</u>
Profit/(Loss) for the period	<u>(30,12,13,749)</u>
Other comprehensive income for the year, net of income tax	<u>-</u>
Balance at June 30, 2017	<u>(94,41,82,612)</u>

New Rising Promoters Private Limited

For period year ended 30 June 2017

Note 1

a Basis of Preparation

These separate supplementary unaudited financial statements have been prepared by the management for the purpose of Section 232 (2)(e) of the Companies Act, 2013 and are not the statutory / interim financial statements of the Company

b Significant accounting policies

The accounting policies used in the preparation of these separate supplementary unaudited financial statements are the same that the Company had followed for the preparation of its annual audited financial statements for the year ended March 31, 2017

**NEW RISING PROMOTERS PRIVATE LIMITED  
NOTES TO FINANCIAL STATEMENTS**

**2 PROPERTY PLANT AND EQUIPMENT**

Amount in Rs.

	As at June 30, 2017
Carrying amounts of:	
Plant and Equipment	-
Office Equipment	-
Computers	-
<b>Total</b>	<b>-</b>

	Amount in Rs.		
	Plant and Equipment	Office Equipment	Total Tangible Assets
<b>Cost or deemed cost</b>			
Cost at the beginning of the year	-	-	16,500
Additions	-	-	-
<b>Balance at June 30, 2017</b>	<b>-</b>	<b>-</b>	<b>16,500</b>
<b>Accumulated depreciation</b>			
Balance at April 1, 2017	-	-	5,500
Depreciation expense for the year	-	-	11,000
<b>Balance at June 30, 2017</b>	<b>-</b>	<b>-</b>	<b>16,500</b>
<b>Carrying amount</b>			
Carrying value at the beginning of the year	-	-	11,000
Addition	-	-	-
Depreciation expense	-	-	11,000
<b>Balance at June 30, 2017</b>	<b>-</b>	<b>-</b>	<b>-</b>

**NEW RISING PROMOTERS PRIVATE LIMITED**  
**NOTES TO FINANCIAL STATEMENTS**

Amount in Rs.	
	As at June 30, 2017
<b>3 OTHER CURRENT ASSETS</b>	
(a) Advance / Deposits with Government Authorities Unsecured, considered good	15,43,69,491
(b) Advances to Employees	32,101
<b>Total</b>	<b>15,44,01,592</b>

Amount in Rs.	
	As at June 30, 2017
<b>4 CURRENT TAX ASSET</b>	
TDS Receivable	1,57,07,356
<b>Total</b>	<b>1,57,07,356</b>

Amount in Rs.	
	As at June 30, 2017
<b>5 TRADE RECEIVABLES</b> (unsecured, considered good)	
(a) Trade receivables outstanding for a period exceeding six months from the date they were due for payment	71,56,250
Less: Provisions for doubtful debts	-
(b) Others	28,49,00,819
<b>Total Trade Receivables</b>	<b>28,70,57,069</b>

Amount in Rs.	
	As at June 30, 2017
<b>6 CASH AND CASH EQUIVALENTS</b>	
(a) Cash on hand	-
(b) Balances with banks In Current Accounts	8,080
<b>Total Cash and Cash Equivalents</b>	<b>8,080</b>

**NEW RISING PROMOTERS PRIVATE LIMITED**  
**NOTES TO FINANCIAL STATEMENTS**

**7 EQUITY SHARE CAPITAL**

Particulars	As at June 30, 2017	
	No. of shares	Amount in Rs.
<b>Authorised:</b>		
Equity shares of Rs. 10 each with voting rights	30,00,000	3,00,00,000
<b>Issued:</b>		
Equity shares of Rs. 100 each with voting rights	25,10,000	2,51,00,000
<b>Issued, Subscribed and Fully Paid:</b>		
Equity shares of Rs. 100 each with voting rights	25,10,000	2,51,00,000
<b>Total</b>	<b>25,10,000</b>	<b>2,51,00,000</b>

**NEW RISING PROMOTERS PRIVATE LIMITED**  
**NOTES TO FINANCIAL STATEMENTS**

**8 BORROWINGS**

Amount in Rs.	
Particulars	As at June 30, 2017
	Current
<b>Secured Loans</b>	
Cash Credit Loan Repayable on Demand from Bank	1,03,96,63,987
<b>Unsecured Loans</b>	8,00,00,000
<b>Total</b>	<b>1,11,96,63,987</b>

**9 TRADE PAYABLE**

Amount in Rs.	
Particulars	As at June 30, 2017
<b>Trade Payable</b>	
Total outstanding dues of micro enterprises and small enterprises	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	23,81,75,535
<b>Total</b>	<b>23,81,75,535</b>

**10 OTHER CURRENT FINANCIAL LIABILITIES**

Amount in Rs.	
Particulars	As at June 30, 2017
(a) Interest Accrued but not due on borrowings	9,40,821
(b) Interest Accrued and due on borrowings	37,40,746
(c) Salary payable	76,80,000
(d) Audit Fees payable	2,00,000
(e) Other financial liabilities	12,50,000
<b>Total</b>	<b>1,38,11,567</b>

**11 OTHER CURRENT LIABILITIES**

Amount in Rs.	
Particulars	As at June 30, 2017
Dues Payable to Government Authorities	46,05,620
<b>Total</b>	<b>46,05,620</b>

**NEW RISING PROMOTERS PRIVATE LIMITED**  
**NOTES TO FINANCIAL STATEMENTS**

Amount in Rs.	
<b>12 REVENUE FROM OPERATIONS</b>	<b>For the period ended June 30, 2017</b>
(a) Sale of Tickets Revenue from sale of tickets	21,26,73,641
(b) Rendering of Services Revenue from sponsorship fees Revenue from advertisements, brand promotions etc.	32,45,00,000 4,16,86,950
(c) Central Revenue	20,90,00,000
<b>Total Revenue from Operations</b>	<b>78,89,60,797</b>
Amount in Rs.	
<b>13 EMPLOYEE BENEFITS EXPENSE</b>	<b>For the period ended June 30, 2017</b>
Salaries and Wages	1,33,20,450
<b>Total Employee Benefits Expense</b>	<b>1,33,20,450</b>
Amount in Rs.	
<b>14 FINANCE COSTS</b>	<b>For the period ended June 30, 2017</b>
Interest Expense	2,51,45,834
Commission on Bank Guarantees	51,04,507
<b>Total Finance Costs</b>	<b>3,02,49,341</b>
Amount in Rs.	
<b>15 DEPRECIATION AND AMORTISATION EXPENSES</b>	<b>For the period ended June 30, 2017</b>
Depreciation on Tangible Assets	11,000
<b>Total Depreciation and Amortisation Expenses</b>	<b>11,000</b>
Amount in Rs.	
<b>16 PLAYERS AND SUPPORT STAFF COSTS</b>	<b>For the period ended June 30, 2017</b>
(a) Players Cost	54,62,10,000
(b) Support Staff Cost	5,82,00,000
<b>Total Players and Support Staff Costs</b>	<b>60,74,00,000</b>
Amount in Rs.	
<b>17 OTHER EXPENSES</b>	<b>For the period ended June 30, 2017</b>
(a) Match Conducting Expenses	10,45,77,607
(b) Marketing and Broadcast Promotions Expense	1,00,00,000
(c) Travel, Boarding and Lodging Expense	4,25,01,300
(d) Professional and Consultancy Expenses	4,87,60,870
(e) Auditor's Remuneration (Excluding Service Tax) For Statutory Audit	2,00,000
(f) Brokerage and Commission	1,76,09,026
(g) Rent-Freights	3,17,000
(h) Rates and Taxes	3,33,37,807
(i) Insurance premium	1,03,07,925
(j) Net loss on foreign currency transactions	1,01,331
(k) Miscellaneous Expenses	2,09,226
	<b>27,85,93,755</b>



**NEW RISING PROMOTERS PRIVATE LIMITED**  
**NOTES TO FINANCIAL STATEMENTS**

**18 EARNINGS PER SHARE**

**(a) Basic and Diluted Earnings per share**

Particulars	Amount in Rs.
	For the period ended June 30, 2017
Basic and Diluted Earnings per share	(2,165)

**(b) Reconciliation of earnings used in calculating earnings per share**

Particulars	Amount in Rs.
	For the period ended June 30, 2017
Basic and Diluted Earnings per share	
Basic/Diluted earnings per share	
Profit attributable to the equity holders of the company used in calculating earnings per share	(30,12,13,749)

**(c) Weighted average number of shares**

Particulars	Amount in Rs.
	For the period ended June 30, 2017
Weighted average number of shares used in calculating the basic/diluted earnings per share	1,29,121

**CESC LIMITED**

₹ in crore

Balance Sheet as at 30th June 2017

Particulars	Notes to	At 30th June 2017
<b>ASSETS</b>		
<b>Non-current Assets</b>		
Property, Plant and Equipment	4	14,489.31
Capital work-in-progress		352.84
Investment Property	6	56.03
Other Intangible Assets	7	227.12
<b>Financial Assets</b>		
Non-current Investments	8	4,297.46
Loans	9	3.49
Others	8	1,285.31
<b>Total non-current assets</b>	<b>9</b>	<b>19,351.56</b>
<b>A</b>		<b>19,351.56</b>
<b>Current Assets</b>		
Debtors	10	257.67
<b>Financial Assets</b>		
Investments	11	110.64
Trade receivables	12	1,112.14
Cash and cash equivalents	13	612.14
Bank balances other than cash and cash equivalents	14	116.48
Others	15	466.62
<b>Other Current Assets</b>	<b>16</b>	<b>213.40</b>
<b>B</b>		<b>3,155.95</b>
<b>Regulatory deferral account balances</b>	<b>17</b>	<b>3,434.14</b>
<b>TOTAL ASSETS AND REGULATORY BALANCES</b>	<b>(A+B+C)</b>	<b>25,941.65</b>
<b>EQUITY AND LIABILITIES</b>		
<b>Equity</b>		
Equity Share Capital	18	133.22
Other Equity	19	11,364.81
<b>D</b>		<b>11,498.03</b>
<b>Liabilities</b>		
<b>Non-current liabilities</b>		
<b>Financial liabilities</b>		
Borrowings	20	5,179.41
Trade payables		29.72
Others	21	143.42
Provisions	22	745.81
Deferred tax liabilities (Net)	23	1,462.16
Consumers' Security Deposits		1,154.63
Other non-current liabilities	24	123.05
<b>E</b>		<b>8,614.93</b>
<b>Current liabilities</b>		
<b>Financial liabilities</b>		
Borrowings	25	1,300.67
Trade payables	26	427.18
Others	27	1,433.11
Other current liabilities	28	469.10
Provisions	29	86.42
Current tax liabilities (Net)		43.05
<b>F</b>		<b>3,656.43</b>
<b>TOTAL EQUITY &amp; LIABILITIES</b>	<b>(D+E+F)</b>	<b>25,941.65</b>
<b>Regulatory deferral account balances</b>	<b>30</b>	<b>3,257.22</b>
<b>TOTAL EQUITY, LIABILITIES AND REGULATORY BALANCES</b>	<b>(D+E+F+G)</b>	<b>29,198.87</b>

Notes form up part of Financial Statements

1/30

  
Subhash Mittal  
Company Secretary

  
Rakesh Kumar  
Executive Director & CFO

  
Anandhara Bala  
Managing Director

Kolkata, 30th November, 2017

## CESC LIMITED

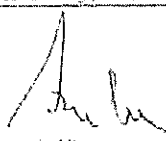
### Statement of Profit and Loss for the quarter ended 30th June, 2017

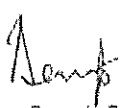
₹ in crore

Particulars	Note No	Quarter ended 30th June 2017
Revenue from operations	30	2,183.64
Other income	31	40.46
<b>Total income</b>		<b>2,224.10</b>
<b>Expenses</b>		
Cost of electrical energy purchased		776.66
Cost of fuel	32	390.14
Employee benefit expenses	33	211.16
Finance costs	34	121.10
Depreciation and amortisation expenses	35	105.39
Other expenses	36	158.50
<b>Total expenses</b>		<b>1,502.99</b>
<b>Profit before regulatory income / (expense) and tax</b>		<b>421.11</b>
Regulatory income / (expenses) net		193.96
<b>Profit before tax</b>		<b>227.15</b>
<b>Tax expense</b>		
Current tax		(49.25)
Deferred tax expense		(9.00)
Regulatory income deferred tax		9.00
<b>Profit after tax (PAT)</b>		<b>177.90</b>
<b>Other comprehensive income</b>		
<i>Items that will not be reclassified to profit or loss</i>		
Remeasurement of defined benefit plan		(9.06)
Income tax on above		1.93
<b>Other comprehensive income (net of tax)</b>		<b>(7.13)</b>
<b>Total comprehensive income for the period (TCI)</b>		<b>170.77</b>
<b>Earnings per equity share</b>		
Basic & Diluted (Face value of ₹ 10 per share) on PAT (not annualised)		12.40

Notes forming part of Financial Statements

L-26

  
Subhasis Mitra  
Company Secretary

  
Rajarshi Banerjee  
Executive Director & CFO

  
Aniruddha Basu  
Managing Director


Kolkata, 3rd November, 2017

CESC LIMITED  
Cash Flow Statement for the quarter ended 30th June 2017

₹ in crore

	PARTICULARS	Quarter ended 30th June 2017
A	Cash flow from Operating Activities	
	Profit before Taxation	227.15
	Adjustments for:	
	Depreciation and amortisation expenses	(65.39)
	Loss/(Profit) on sale / disposal of assets (net)	(2.00)
	Gain on sale of current investments (net)	(9.40)
	Bad debts / Advances made	(0.22)
	Finance costs	121.10
	Interest income	(6.04)
	Advance against depreciation	47.00
	Unwinding of discount on security deposit	(0.16)
	Income from financial assets at amortised cost	(0.74)
	Straightlining of Lease Rental	(0.04)
	Notional Income from Rent/finance lease obligation	(0.60)
	Operating Profit before Working Capital changes	481.44
	Adjustments for:	
	Trade & other receivables	(547.13)
	Inventories	20.76
	Trade and other payables	162.95
	Cash Generated from Operations	118.02
	Income Tax paid	(8.81)
	Net cash flow from Operating Activities	109.21
B	Cash flow from Investing Activities	
	Purchase of Property, Plant and Equipment / Capital Work in Progress	(197.24)
	Proceeds from Sale of Property, Plant and Equipment	4.62
	Investment in Subsidiaries, Associates and Joint Ventures	(0.15)
	Sale/(purchase) of Current/Non-Current Investments (net)	5.01
	Interest received	1.67
	Advance to bodies Corporate for share subscription	(2.00)
	Advance to subsidiaries, joint Venture for share subscription	(165.31)
	Net cash used in Investing Activities	(353.40)
C	Cash flow from Financing Activities	
	Proceeds from Long Term Borrowings (net of refinance loan)	500.00
	Repayment of Long Term Borrowings	(183.31)
	Net increase / (decrease) in Cash Credit facilities and other Short Term Borrowings	(134.16)
	Advance received from Consumers	18.63
	Finance Costs paid	(126.14)
	Net Cash flow from Financing Activities	175.02
	Net increase / (decrease) in cash and cash equivalents	(69.17)
	Cash and Cash equivalents - Opening Balance	692.81
	Cash and Cash equivalents - Closing Balance	623.64

  
Subhasis Mitra  
Company Secretary

  
Rajarshi Banerjee  
Executive Director & CFO

  
Aniruddha Basu  
Managing Director

Kolkata, 30th November, 2017

Statement of Changes in Equity

A. Equity Share Capital

Particulars	Balance at the beginning of the reporting period	Changes in equity share capital during the reporting period	Balance at the end of the reporting period
As at 30th June 2017	13,27,741	1	13,27,742

B. Other Equity

₹ in crore

Particulars	Reserves and Surplus				Total
	Securities Premium Reserve	Capital Redemption Reserve	Retained Earnings (Refer note 10)	Fund for other securities expenses	
Balance as at 1st April, 2017	1,738.03	20.13	11,704.13	228.24	13,790.53
Profit for the reporting period			177.90		177.90
Other Comprehensive Income (Expense) for the reporting period			17.13		17.13
Total Comprehensive Income for the reporting period	1,738.03	20.13	11,974.90	228.24	13,961.30
Transfer to/from retained earnings			(16.49)		(16.49)
Withdrawal of additional depreciation during the reporting period					
Balance as at 30th June, 2017	1,738.03	20.13	11,998.41	228.24	13,284.81

*[Signature]*  
Subhash Mishra  
Company Secretary

*[Signature]*  
Anandkumar Basu  
Managing Director

Kolkata, 30th September, 2017

Notes forming Part of Financial Statements

**NOTE-1 BASIS OF PREPARATION**

These separate supplementary unaudited financial statements have been prepared by the management for the purpose of Section 232 (2)(e) of the Companies Act, 2013 and are not the statutory / Interim financial statements of the Company

**NOTE-2 SIGNIFICANT ACCOUNTING POLICIES**

The accounting policies used in the preparation of these separate supplementary unaudited financial statements are the same that the Company had followed for the preparation of its annual audited financial statements for the year ended March 31, 2017

7 4424

7 4424

Fun Grove

Fun Grove

### Run Error

### Run Error

Notes forming Part of Financial Statements (Contd.)

		₹ In crore
<b>NOTE - 6</b>	<b>NON CURRENT - INVESTMENTS</b>	
		<u>As at 30th June</u> <u>2017</u>
a	Investment in Mutual Fund 20,00,000 Units of HDFC CFCF - Debt Plan - Direct Option - 100% Dividend Donation of Rs. 10 each	2.00
b	<u>Investment in Subsidiary Companies</u>	
	29,67,52,525 Equity Shares of Spencer's Retail Limited of Rs. 10 each	448.32
	23,93,10,000 Equity Shares of Quest Properties India Limited of Rs. 10 each	239.31
	13,50,000 Equity Shares of Mahansa Power Company Limited of Rs. 10 each	1.35
	2,69,80,10,000 Equity Shares of CESC Infrastructure Limited of Rs. 10 each	2,907.59
	47,10,28,050 Equity Shares of Span Lig Private Limited of Rs. 10 each	471.45
	9,12,25,600 Equity Shares of Surya Vidyut Limited of Rs. 10 each	91.24
	3,10,00,000 Equity Shares of Bantal Singapore Pte Limited of USD 1 each	6.94
	50,000 Equity Shares of Noida Electricity Distribution Limited (previously Shooshaan Commercial Private Limited) of Rs. 10 each	1.39
	50,000 Equity Shares of Bikaner Electricity Supply Limited (previously Water Hyacinth Composites Private Limited) of Rs. 10 each	1.65
	50,000 Equity Shares of Bharatpur Electricity Services Limited (previously Wagon Composites Private Limited) of Rs. 10 each	0.53
	4,05,99,994 Equity Shares of Crescent Power Limited of Rs. 10 each	71.45
	50,000 Equity Shares of RP SG Retail Limited of Rs. 10 each	0.05
	50,000 Equity Shares of CESC Green Power Limited of Rs. 10 each	0.05
	50,000 Equity Shares of RPSG Business Process Services Limited of Rs. 10 each	0.05
	<u>Associate</u>	
	2,97,28,500 Equity Shares of Noida Power Company Limited of Rs. 10 each	30.53
	<u>Joint Ventures</u>	
	24,29,600 Equity Shares of Manuagarh Coal Company Private Limited of Rs. 10 each (fully provided)	
		<u>4,293.80</u>
<b>NOTE - 7</b>	<b>NON CURRENT - LOANS</b>	
	Unsecured - considered good	
	Loan to employees	3.49
		<u>3.49</u>
<b>NOTE - 8</b>	<b>NON CURRENT - OTHER FINANCIAL ASSETS</b>	
a	Security Deposits	50.15
b	Advances to related parties	
	Share application money to subsidiaries	2,175.57
c	Advance to body corporate	2.00
d	Others	
	Lease Receivables	57.63
		<u>2,285.35</u>



Notes forming Part of Financial Statements(Contd.)

₹ in crore

NOTE - 9 OTHER NON CURRENT ASSETS

As at 30th June, 2017

a.	Capital Advance	76.84
b.	Advances other than capital advances	92.92
		<u>169.76</u>

NOTE -10 INVENTORIES

a.	Fuel	152.79
b.	Stores and Spares	205.08
		<u>357.87</u>

Notes forming Part of Financial Statements (Contd.)

₹ in crore

NOTE -11 CURRENT INVESTMENTS

Unquoted  
Investments in Mutual Funds

As at 30th June,  
2017

48,43,348.158 units of ₹ 318.4746 each of ICICI Prudential Flexible Income - Direct Plan - Growth	154.25
12,34,243.646 units of Rs 413.9506 each of Birla Sun Life Cash Manager - Growth - Direct Plan	51.09
3,35,66,769.605 units of Rs 28.8780 each of HDFC Floating Rate Income Fund - Short Term Plan - Direct Plan - Wholesale Option - Growth Option	96.93
24,98,272.445 units of Rs 204.5757 each of Birla Sun Life Floating Rate Fund - Long Term - Growth-Direct - Plan	51.11
1,44,56,716.591 units of Rs 35.3568 each of Reliance Medium Term Fund - Direct Growth Plan - Growth Option	51.11
1,00,960.078 units of Rs 2526.5813 each of Tata - Ultra - Short - Term Fund - Direct Plan - Growth	25.51
74,53,786.524 units of Rs 27.372 each of L&T Ultra Short Term Fund - Direct - Plan - Growth	20.40
73,773.191 units of Rs 2766.6161 each of UTI - Floating Rate Fund - STP - Direct - Growth Plan	20.41
77,93,624.815 units of Rs 26.2183 each of LIC MF Saving Plus Fund-Direct-Growth -Plan	20.43
43,31,516.984 units of Rs 23.5863 each of IDFC - Ultra - Short - Term Fund - Growth - Direct Plan	10.22
75,74,227.429 units of Rs 12.1195 each of DSP Black Rock - Ultra Short Term Fund - Direct -Growth	9.18
	<u>510.64</u>

NOTE -12 TRADE RECEIVABLES

a	Secured , considered good	983.65
b	Unsecured , considered good	379.06
c.	Doubtful	<u>6.15</u>
		1,368.86
	Less : Allowances for bad and doubtful debts	<u>6.32</u>
	Trade Receivables	<u>1,362.54</u>

Notes forming Part of Financial Statements (Cond.)

₹ in crore

**NOTE-13 CASH AND CASH EQUIVALENTS**

As at 30th June,  
2017

a	Balances with banks	
	- In current accounts	495.71
	- Bank Deposits with original maturity of upto 3 months	99.09
b.	Cheques , drafts on hand	3.88
c.	Cash on hand	14.96
		<u>613.64</u>

**NOTE-14 BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS**

Unpaid Dividend	3.85
Bank Deposits with original maturity more than 3 months	154.63
	<u>158.48</u>

**NOTE-15 OTHER FINANCIAL ASSETS**

Miscellaneous advances to Subsidiaries	374.60
Miscellaneous advances to joint venture company	0.01
Miscellaneous advances to bodies corporate	1.84
Lease Receivables	0.16
Interest accrued on Bank Deposits	15.36
MTM gain on derivative financial instruments	30.10
Receivable towards claims and services rendered	63.95
	<u>486.02</u>

**NOTE-16 OTHER CURRENT ASSETS**

Advances other than capital advances	
Advance for goods and services	162.27
Others	51.13
	<u>213.40</u>

**NOTE-17 REGULATORY DEFERRAL ACCOUNT BALANCES**

Regulatory deferral account - debit balances	<u>3,534.74</u>
Regulatory deferral account -credit balances	<u>2,257.28</u>

Notes forming Part of Financial Statements (Contd.)

**NOTE -18 EQUITY** ₹ in crore

		<u>As at 30th June,</u> <u>2017</u>
a	Authorised Share Capital 15,00,00,000 Equity Shares of ₹10 each	<u>150.00</u>
b.	Issued Capital	
	13,88,57,015 Equity Shares of ₹ 10/- each	<u>138.86</u>
c.	Subscribed and paid up capital	
	13,25,57,043 Equity Shares of ₹ 10/- each	<u>132.56</u>
d	Forfeited Shares (amount originally paid up)	<u>0.66</u>
		<u>133.22</u>

**NOTE -19 OTHER EQUITY**

a. Capital Redemption Reserve	20.13
b. Others	
Securities Premium Account	1,738.02
Fund for unforeseen exigencies	228.24
Retained Earnings	<u>11,298.41</u>
	<u>13,284.80</u>

Notes Forming Part of Financial Statements (Contd.)

₹ in crore

**NOTE -20 NON CURRENT - BORROWINGS**

As at 30th June, 2017

a	Secured	
	Term Loans	
	(1) Rupee Loans	
	Banks	3,854.32
	(2) Foreign Currency Loans from banks	699.43
		<u>4,553.75</u>
b.	Unsecured	
	Term loans	
	Rupee loans	
	Banks	400.00
		<u>4,953.75</u>
Less	Current maturities of long term borrowings transferred to Financial liabilities Other Current (refer note 27)	1,174.32
		<u>3,779.43</u>

Notes forming Part of Financial Statements (Contd.)

₹ in crore

**NOTE -21 NON CURRENT - OTHER FINANCIAL LIABILITIES**

As at 30th June, 2017

a	Restoration liabilities	7.73
b	Others (comprising of unadjusted balance of sums received from consumer and long term lease obligation and dues from other suppliers.)	140.67
		<u>148.40</u>

**NOTE -22 NON CURRENT - PROVISIONS**

Provision for employee benefits	243.01
	<u>243.01</u>

**NOTE -23 DEFERRED TAX LIABILITY (NET)**

Deferred Tax Liabilities	3,527.65
Deferred Tax Assets	(44.89)
Total Deferred Tax Liabilities (net)	<u>3,482.76</u>

**NOTE -24 OTHER NON CURRENT LIABILITIES**

Receipt from consumers for jobs	125.63
Financial guarantee obligations	7.42
	<u>133.05</u>

**NOTE -25 CURRENT - BORROWINGS**

a	Secured	
	Loans repayable on demand	
	Overdraft from banks	555.97
b	Unsecured	
	Short term loan from banks	265.00
	Commercial Paper	480.00
		<u>1,300.97</u>

Notes forming Part of Financial Statements (Contd.)

		₹ in crore
		As at 30th March 2017
<b>NOTE 26 CURRENT - TRADE PAYABLES</b>		
a	Total outstanding dues to micro enterprises and small enterprises	13.42
b	Total outstanding dues of creditors other than micro enterprises and small enterprises	414.36
		<u>427.78</u>
<b>NOTE 27 OTHER FINANCIAL LIABILITIES</b>		
a	Current maturities of long term debt	1,274.32
b	Interest accrued	9.97
c	Unclaimed dividends	2.85
d	Others (refer note e)	245.37
		<u>1,435.51</u>
e	Others include accrued interest on consumer security deposit, employee related liability, creditors towards contractual obligation etc.	
<b>NOTE 28 OTHER CURRENT LIABILITIES</b>		
	Liability towards statutory taxes, duties etc.	489.10
		<u>489.10</u>
<b>NOTE 29 CURRENT PROVISIONS</b>		
	Provision for employee benefits	66.45
		<u>66.45</u>

Notes forming Part of Financial Statements (Contd.)

NOTE - 30 REVENUE FROM OPERATIONS

₹ in crore

	Quarter ended 30th June 2017
a Earnings from sale of electricity	2,158.87
b Other Operating Revenue	
Meter Rent	12.40
Contribution from Consumers	9.34
Others	3.03
	<u>2,183.64</u>

NOTE- 31 OTHER INCOME

a Interest Income	6.04
b Gain on sale of current investments (net)	9.40
c Profit on sale of property, plant and equipment (net)	2.00
d Other Non -operating Income	23.02
	<u>40.46</u>

NOTE -32 COST OF FUEL

- a The consumption of coal for the period ended 30 June 17 for 10,50,039 tonnes - ₹ 387.12 crore .
- b Cost of fuel shown in the Profit and Loss account includes freight of ₹ 71.24 crore .
- c The consumption of oil for the period ended 30 June 2017 for 608.67 Kilolitres - ₹ 3.02 crore.



Notes forming Part of Financial Statements (Contd.)

		₹ In crore
<b>NOTE - 33 EMPLOYEE BENEFIT EXPENSES</b>		
		<u>Quarter ended 30th June 2017</u>
a.	Salaries, wages and bonus	201.39
b.	Contribution to provident and other funds	28.68
c.	Employees' welfare expenses	20.90
		<u>250.97</u>
	Less : Allocated / transfer to capital account	30.73
		<u>220.24</u>
	Less : Transfer to Other Comprehensive Income	9.06
		<u>211.18</u>

Notes forming Part of Financial Statements (Contd.)

₹ in crore

**NOTE- 34 FINANCE COSTS**

	Quarter ended 30th June 2017
a) Interest expense	124.09
b) Other Borrowing Costs	0.01
	124.10
Less : Allocated to capital account	3.00
	121.10

**NOTE- 35 DEPRECIATION AND AMORTISATION EXPENSES**

Depreciation/ amortisation on tangible assets	177.21
Amortisation on intangible assets	4.67
	181.88
Less : Recoupment from Retained Earnings	76.49
	105.39

**NOTE-36 OTHER EXPENSES**

a Consumption of stores and spares	63.24
b Repairs	
Building	5.95
Plant and Machinery	23.72
Distribution System	39.28
Others	1.36
	70.31
c Insurance	3.11
d Rent	7.09
e Rates and taxes	2.33
f Bad debts (net of recovery)	(0.22)
g Interest on Consumers' Security Deposits	27.47
h Foreign Exchange Restatement loss / (gain)	(13.22)
i Mark to Market loss / (gain) on derivatives	14.26
j Corporate social responsibility activities	0.11
k Miscellaneous expenses	72.25
	246.73
Less : Allocated / transfer to capital etc	48.23
	198.50

Haldia Energy Limited Registered Office: Bariká Bhawan, 6th Floor, 8 Chittaranjan Avenue, Kolkata-700072		
Balance Sheet as at June 30, 2017 <span style="float: right;">(₹ in crore)</span>		
Particulars	Notes	As at June 30, 2017
<b>ASSETS</b>		
1) Non-current assets		
a. Property, plant and equipment	2	4,312.85
b. Capital work in progress		78.33
c. Financial assets		
i. Investments	3	40.00
ii. Loans	4	0.64
d. Other non-current assets	5	43.61
<b>Total non-current assets</b>		<b>4,475.43</b>
2) Current assets		
a. Inventories	6	76.79
b. Financial assets		
i. Current investments	7	250.90
ii. Trade receivables	8	181.21
iii. Cash and cash equivalents	9	51.01
iv. Bank balances other than (i) above	10	3.91
v. Loans	11	1.24
vi. Other financial assets	12	1,515.50
c. Current tax assets (net)		
d. Other current assets	13	17.37
<b>Total current assets</b>		<b>2,000.18</b>
<b>Total assets and regulatory balances</b>		<b>6,475.60</b>
<b>EQUITY AND LIABILITIES</b>		
<b>EQUITY</b>		
a. Equity share capital	14	1,295.44
b. Other equity	15	514.85
<b>Total equity</b>		<b>1,810.29</b>
<b>LIABILITIES</b>		
1. Non-current liabilities		
a. Financial liabilities		
i. Borrowings	16	3,498.33
ii. Provisions	17	2.86
c. Deferred tax liabilities (net)	32	
<b>Total non-current liabilities</b>		<b>3,491.19</b>
2. Current liabilities		
a. Financial liabilities		
i. Borrowings	18	525.75
ii. Trade payables	19	91.28
iii. Other financial liabilities	20	607.66
b. Other current liabilities	21	1.22
c. Provisions	22	0.41
d. Current tax liabilities (net)		11.62
<b>Total current liabilities</b>		<b>1,236.34</b>
<b>Total liabilities</b>		<b>4,727.53</b>
<b>Total equity and liabilities</b>		<b>6,537.82</b>
Regulatory deferral account balances (net)	23	165.44
<b>Total equity, liabilities and regulatory balances</b>		<b>6,703.26</b>

Significant Accounting Policies  
Notes 1 to 32 form an integral part of the financial statements

Place: Kolkata  
Date: 03.11.2017

*[Signature]*  
Managing Director

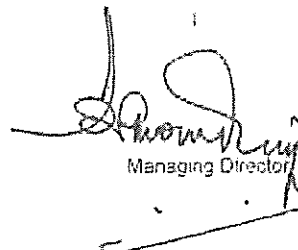
Haldia Energy Limited			
Registered Office: Barick Bhawan, 6th Floor, 8 Chittaranjan Avenue, Kolkata-700072			
Statement of Profit and Loss for the period ended June 30, 2017			(₹ in crore)
No.	Particulars	Notes	30 June 2017
I	Revenue from operations	24	545.31
II	Other income	25	1.20
III	Total income (I+II)		546.51
IV	Expenses		
	Cost of fuel	26	229.24
	Employee benefit expenses	27	6.90
	Finance costs	28	103.08
	Depreciation and amortisation expenses	29	40.02
	Other expenses	30	36.42
	Total expenses		415.66
V	Profit for the period before net movement in regulatory deferral balances (III-IV)		130.85
VI	Net movement in regulatory deferral balances		(34.61)
VII	Profit before tax (V - VI)		96.24
VIII	Tax expense		
	- Current tax		(20.54)
	- Deferred tax		
	Total tax expense		(20.54)
IX	Profit for the period from continuing operations (VII-VIII)		75.70
X	Other comprehensive income		
	(i) Items that will not be reclassified to profit or loss		(0.12)
	(ii) Income tax relating to items that will not be reclassified to profit or loss		0.03
	Other comprehensive income for the period, net of tax		(0.09)
XI	Total comprehensive income for the period		75.61
	Earning per equity share for profit from continuing operations	31	₹
	Basic earnings per share		0.63
	Diluted earnings per share		0.63


Significant Accounting Policies

Notes 1 - 32 form an integral part of the financial statements

Place: Kolkata

Date: 03.11.2017

  
Managing Director

  
CFO

Haldia Energy Limited	
Registered Office: Barick Bhawan, 6th Floor, 8 Chittaranjan Avenue, Kolkata-700072	
Statement of Cash Flow for the period ended June 30, 2017	
(₹ in crore)	
Particulars	30-06-2017
<b>A. Cash flow from operating activities</b>	
Profit before Taxation	96.24
Adjustments for	
Depreciation and amortisation expenses	40.02
Finance costs	103.08
Interest income	(0.18)
Notional income	(0.02)
Foreign exchange restatement	(0.45)
Advance against depreciation	34.45
<b>Operating profit before working capital changes</b>	<b>273.14</b>
Adjustments for	
(Increase)/Decrease in trade & other receivables	(10.80)
(Increase)/Decrease in inventories	51.14
(Increase)/Decrease in other non current assets	(507.77)
Increase/(Decrease) in provisions	(8.26)
Increase/(Decrease) from other current liabilities	337.70
Increase/(Decrease) from trade and other payables	15.70
<b>Cash generated from operations</b>	<b>200.85</b>
Income Tax paid	(12.00)
<b>Net cash flow from operating activities</b>	<b>188.85</b>
<b>B. Cash flow from Investing activities</b>	
Purchase of property, plant and equipment / capital work-in-progress	(10.64)
Sale/(purchase) of current investments (net)	(250.00)
Interest received	0.07
<b>Net cash used in Investing activities</b>	<b>(260.57)</b>
<b>C. Cash flow from financing activities</b>	
Repayment of long term borrowings	(24.87)
Net increase / (decrease) in cash credit facilities and other short term borrowings	225.72
Finance costs paid	(105.65)
<b>Net cash used in financing activities</b>	<b>95.20</b>
<b>Net Increase / (decrease) in cash and cash equivalents</b>	<b>23.48</b>
<b>Cash and cash equivalents - Opening Balance</b>	<b>27.53</b>
<b>Cash and cash equivalents - Closing Balance</b>	<b>51.01</b>

Significant Accounting Policies

Notes 1 - 32 form an integral part of the financial statements

Place: Kolkata  
Date: 03.11.2017

Managing Director

CFO

Haldia Energy Limited  
Registered Office: Barick Bhawan, 6th Floor, 8 Chittaranjan Avenue, Kolkata-700072

Statement of Changes In Equity for the period ended June 30, 2017

a. Equity Share Capital

For period ended June 30, 2017

(₹ in crore)

Particulars	Balance at the beginning of the reporting period	Changes in equity share capital during the period	Balance at the end of the reporting period
Equity Shares	1,203.44	-	1,203.44

b. Other Equity

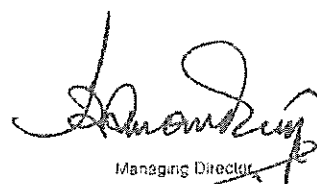
For period ended June 30, 2017

Particulars	Reserves and Surplus			Total
	Capital Reserve	General Reserve	Retained Earnings	
Balance at the beginning of the reporting period	0.00	0.01	439.07	439.08
Profit for the period	-	-	75.70	75.70
Other comprehensive income	-	-	(0.09)	(0.09)
Total Comprehensive Income for the period	0.00	-	75.61	75.61
Balance at the end of the reporting period	0.00	0.01	514.68	514.69

Significant Accounting Policies

Notes 1 - 32 form an integral part of the financial statements

Place: Kolkata  
Date: 03.11.2017

  
Managing Director CFO

Significant Accounting Policies :

Basis of Preparation

These separate supplementary unaudited financial statements have been prepared by the management for the purpose of Section 232 (2)(a) of the Companies Act, 2013 and are not the statutory / interim financial statements of the Company

Accounting Policies

The accounting policies used in the preparation of these separate supplementary unaudited financial statements are the same that the Company had followed for the preparation of its annual audited financial statements for the year ended March 31, 2017



Haldia Energy Limited  
Bachchan Office Bldg, 5th Floor, 5 Chhatrapati Shivaji Maharaj Road, Kolkata-700072

Notes forming part of financial statements

2. Property, plant and equipment

₹ in Lakhs

Particulars	Freehold land	Leasehold land	Buildings	Plant and equipment	Furniture and fixtures	Vehicles	Office equipment	Distribution system	Railway sidings	Total	Capital work in progress
Gross carrying value											
As at April 1, 2017	0.21	93.39	445.05	3,445.87	3.37	1.85	6.27	591.35	76.17	4,569.24	69.53
Additions			1.24	1.22	0.24	0.23	0.09			1.96	8.72
Disposals/scrapped											
Gross carrying value as at June 30, 2017	0.21	93.39	446.29	3,447.02	3.60	2.07	6.36	591.35	76.17	4,571.14	78.25
Accumulated depreciation											
As at April 1, 2017		2.14	28.65	745.76	0.27	0.85	0.80	30.71	5.52	316.74	
Depreciation expense		0.17	3.02	24.46	0.24	1.12	1.13	3.87	3.05	50.02	
Disposals/scrapped											
As at June 30, 2017		2.31	31.67	770.22	0.51	1.97	1.93	34.58	8.57	365.26	
Net carrying value on June 30, 2017	0.21	91.08	414.62	3,176.80	3.09	2.10	4.43	556.77	67.60	4,205.88	78.25

Haldia Energy Limited  
Registered Office: Barick Bhawan, 5th Floor, 8 Chittaranjan Avenue, Kolkata-700072

Notes forming part of Financial Statements

Non current assets

Financial assets

3. Investments (₹ in crore)

Particulars	As at June 30, 2017
Investments in equity instrument (fully paid up) - Unquoted	
Associates	
Surya Vidyut Limited (March 31, 2017: 40,000,000 Equity Shares of ₹ 10 each, fully paid up)	40.00
<b>Total</b>	<b>40.00</b>

	As at June 30, 2017
Aggregate amount of quoted investments and market value thereof	-
Aggregate amount of unquoted investments	40.00
Aggregate amount of impairment in value of investments	-

4. Loans

Particulars	As at June 30, 2017
Unsecured considered good	
Loans to employees	0.59
<b>Total</b>	<b>0.59</b>

5. Other non current assets

Particulars	As at June 30, 2017
Capital advances	35.76
Unamortised front end fee	7.15
<b>Total</b>	<b>43.91</b>

Current assets

6. Inventories

Particulars	As at June 30, 2017
Stores and spares	38.59
Fuel	40.20
<b>Total</b>	<b>78.79</b>

7. Current Investments

Particulars	As at June 30, 2017
Unquoted - Investment	
4,831,494,386 units of ₹ 413.9506 each of Aditya Birla Sun Life Cash Manager - Direct Plan - Growth	200.00
166,830,368 units of ₹ 2997.0559 each of LIC MF Liquid Fund - Direct - Growth Plan	50.00
<b>Total</b>	<b>250.00</b>



**Haldia Energy Limited**  
Registered Office: Barick Bhawan, 6th Floor, 8 Chittaranjan Avenue, Kolkata-700072

Notes forming part of Financial Statements

**8. Trade receivables**

Particulars	As at June 30, 2017
Unsecured considered good	
Trade Receivables	181.21
Less: Allowances for bad and doubtful debt	-
<b>Total</b>	<b>181.21</b>

**9. Cash and cash equivalents**

Particulars	As at June 30, 2017
Balances with banks	
- In current accounts	47.42
- Bank Deposits with original maturity of upto 3 months	3.54
Cash on hand	0.05
<b>Total</b>	<b>51.01</b>

**10. Bank balances other than cash and cash equivalents**

Particulars	As at June 30, 2017
Bank Deposits with original maturity more than 3 months	2.32
Bank Deposits with original maturity more than 12 months	5.59
<b>Total</b>	<b>7.91</b>

**11. Loans**

Particulars	As at June 30, 2017
Loans to employees	0.24
Less: Allowances for bad and doubtful debt	-
<b>Total</b>	<b>0.24</b>

**12. Other financial assets**

Particulars	As at June 30, 2017
Interest accrued on Bank Deposits	0.21
Security deposit	16.41
Advances to holding company	1,055.00
Advances to fellow subsidiaries	386.40
Inter corporate deposit	23.40
Derivative Asset	29.18
Receivable towards claims and services rendered	5.06
<b>Total</b>	<b>1,515.66</b>

**13. Other current assets**

Particulars	As at June 30, 2017
Others	
Prepaid expenses	5.14
Other advances	102.67
Prepaid insurance	7.49
Unamortised front end fee	2.07
<b>Total</b>	<b>117.37</b>

**Haldia Energy Limited**  
Registered Office: Barick Bhawan, 6th Floor, 8 Chittaranjan Avenue, Kolkata-700072

**Notes forming part of Financial Statements**

**14. Equity share capital** (₹ in crore)

Particulars	As at June 30, 2017
Authorised	1,250.00
1,250,000,000 (March 31, 2017: 1,250,000,000; Equity Shares of ₹ 10 each, fully paid up)	
Issued, subscribed and paid-up capital	
1,203,441,049 (March 31, 2017: 1,203,441,049; Equity Shares of ₹ 10 each, fully paid up)	1,203.44
<b>Total</b>	<b>1,203.44</b>

**Haldia Energy Limited**  
Registered Office: Barick Bhawan, 6th Floor, 8 Chittaranjan Avenue, Kolkata-700072

Notes forming part of Financial Statements

15. Other equity (₹ in crore)

Particulars	As at June 30, 2017
a) Retained earnings Retained earnings comprise of the Company's prior years' undistributed earnings after taxes	514.68
b) Capital reserve	0.00
c) General reserve	0.01
<b>Total</b>	<b>514.69</b>

Non current liabilities

16. Non current borrowings

Particulars	As at June 30, 2017
Secured	
Term loans	
Ruppee Term loans	
from banks	2,722.49
from financial institutions	345.63
Foreign Currency Loan	
from banks	195.45
Unsecured	
Term loans	
Ruppee Term loans	
from banks	500.00
<b>Total non current borrowings</b>	<b>3,763.57</b>
<b>Less: current maturity of long term borrowings</b>	<b>(275.24)</b>
<b>Non current borrowings as per balance sheet</b>	<b>3,488.33</b>

17. Provisions

Particulars	As at June 30, 2017
Provision for employee benefits	
Gratuity	0.85
Leave encashment	2.01
<b>Total</b>	<b>2.86</b>

18. Current Borrowings

Particulars	As at June 30, 2017
Secured	
Loans repayable on demand-From banks	
Overdraft from banks	75.75
Unsecured	
Short term loan from banks	150.00
Commercial paper	300.00
<b>Current borrowings</b>	<b>525.75</b>

**Haldia Energy Limited**  
Registered Office: Barick Bhawan, 6th Floor, 8 Chittaranjan Avenue, Kolkata-700072

Notes forming part of Financial Statements

**19. Trade payables**

Particulars	As at June 30, 2017
Trade payables	91.28
<b>Total</b>	<b>91.28</b>

**20. Other financial liabilities**

Particulars	As at June 30, 2017
Current maturities of long-term debt	275.24
Interest accrued	2.57
Liabilities on account of capital account	5.43
Others	3.72
Advance from Ultimate Holding Company	380.90
<b>Total</b>	<b>667.86</b>

**21. Other current liabilities**

Particulars	As at June 30, 2017
Other payables- Statutory dues	1.22
<b>Total</b>	<b>1.22</b>

**22. Provisions**

Particulars	As at June 30, 2017
Provision for employee benefits	
Gratuity	0.11
Leave encashment	0.30
<b>Total</b>	<b>0.41</b>

**23. Regulatory deferral account balances**

Particulars	As at June 30, 2017
<b>Regulatory deferral account - debit balances</b>	
Deferred payment	33.00
<b>Regulatory deferral account - credit balances</b>	
Regulatory liability	28.18
Provision for advance against depreciation	172.26
<b>Regulatory deferral account balances (net)</b>	<b>168.44</b>

Haldia Energy Limited  
Registered Office: Barick Bhawan, 6th Floor, 9 Chittaranjan Avenue, Kolkata-700072

Notes forming part of Financial Statements

24. Revenue from operations (₹ in crore)

Particulars	30-Jun-17
Sale of products	
Earnings from Sale of electricity	545.31
<b>Total</b>	<b>545.31</b>

25. Other Income

Particulars	30-Jun-17
Interest Income	
From Bank	0.18
Other non-operating income	
Foreign exchange revaluation gain	0.45
Interest on inter corporate deposit	0.49
Unwinding of discount on financial instrument	0.02
Others	0.05
<b>Total</b>	<b>1.20</b>

26. Cost of fuel

Particulars	30-Jun-17
Consumption of coal	
Quantity in Tonnes	7,96,216
Value	228.80
Consumption of oil	
Quantity in Kilo-litre	95
Value	0.44
<b>Total</b>	<b>229.24</b>

27. Employee benefit expenses

Particulars	30-Jun-17
Salaries and bonus	6.09
Contribution to provident and other funds	0.23
Staff Welfare Expenses	0.62
<b>Total</b>	<b>6.90</b>

28. Finance costs

Particulars	30-Jun-17
Interest expense	101.20
Other borrowing costs	1.88
<b>Total</b>	<b>103.08</b>

29. Depreciation and amortisation expenses

Particulars	30-Jun-17
Depreciation on property, plant and equipment	49.02
<b>Total</b>	<b>49.02</b>

Haldia Energy Limited  
Registered Office: Barick Bhawan, 6th Floor, 8 Chittaranjan Avenue, Kolkata 700072

Notes forming part of Financial Statements

30. Other expenses (₹ in crore)

Particulars	30-Jun-17
Consumption of stores and spares	0.41
Repairs	
-- Plant and machinery	0.98
-- Building	0.21
Rent	0.31
Insurance	2.40
Remuneration to auditors	
-- Statutory audit	0.02
Rates and taxes	0.38
ITM Loss	0.29
Miscellaneous expenses	19.42
<b>Total</b>	<b>35.42</b>

31. Earnings per share (EPS)

The calculation of basic earnings per share as at June 30, 2017 was based on the profit of ₹ 75.70 crore and a weighted average number of equity shares outstanding ₹ 203,441,046 calculated as follows:

Particulars	30-Jun-17
Face value of equity shares	₹ 10
Weighted average number of equity shares outstanding	1203441046
Profit/(loss) for the year (continuing operations)	75.70
Weighted average earnings per share (basic and diluted)	0.63

32. Income tax expense (₹ in crore)

The major components of Deferred Tax Assets/(Liab./liab) based on the temporary differences as at 30th June, 2017 are as under:

Particulars	As at June 30, 2017
<b>Liabilities</b>	
Excess of tax depreciation over book depreciation	(869.63)
Others	(3.22)
<b>Total</b>	<b>(873.05)</b>
<b>Assets</b>	
Unabsorbed tax losses/ depreciation	682.94
Items covered under section 43B	0.72
Others	0.01
<b>Total</b>	<b>683.67</b>
<b>Deferred Tax Assets (Net)</b>	<b>19.22</b>

Net deferred tax asset of ₹ 19.22 crore as above has not been recognised.

**RP-SG RETAIL LIMITED**

Registered Office: CESC House, Chowringhee Square, Kolkata 700001

CIN: U74999WB2017PLC218355

Telephone: +91 33 2275 6040

E-mail: secretarial@rp-sg.in

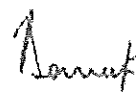
Balance Sheet as at 30th June, 2017

(Rs. in '00's)

Particulars		Note No.	As at 30th June 2017
<b>ASSETS</b>			
<u>Current assets</u>			
Financial assets			
Cash and cash equivalents		2.1	5,000.00
<b>Total current assets</b>			<b>5,000.00</b>
<b>TOTAL ASSETS</b>	<b>(A)</b>		<b>5,000.00</b>
<b>EQUITY AND LIABILITIES</b>			
<u>Equity</u>			
Equity share capital		2.2	5,000.00
Other Equity		2.3	(685.40)
	<b>(B)</b>		<b>4,314.60</b>
<u>Liabilities</u>			
<u>Current liabilities</u>			
Other current liabilities		2.4	685.40
<b>TOTAL LIABILITIES</b>	<b>(C)</b>		<b>685.40</b>
<b>TOTAL EQUITY &amp; LIABILITIES</b>	<b>(B + C)</b>		<b>5,000.00</b>

Notes forming part of Financial Statements:

1 to 2.6

  
 Director

  
 Director

Place: Kolkata  
 Date: 03/11/2017

**RP-SG RETAIL LIMITED**

Registered Office: CESC House, Chowringhee Square, Kolkata-700001

CIN: U74999WB2017PLC219355

Telephone: +91 33 2225 6040

E-mail: [secretarial@rp-sg.in](mailto:secretarial@rp-sg.in)

**Statement of Profit and Loss for the period 8 February 2017 to 30 June 2017**

(Rs. in 00's)

Particulars	Note No.	08 February 2017 to 30 June 2017
Revenue from Operations		
<b>Total Income</b>		-
<b>Expenses</b>		
Other expenses	2.5	685.40
<b>Total expenses</b>		685.40
<b>Profit before tax</b>		(685.40)
Income tax expense		
- Current tax		
- Deferred tax		
<b>Profit after tax</b>		(685.40)
<b>Other comprehensive income for the period, net of tax</b>		-
<b>Total comprehensive income for the period</b>		(685.40)

**Earnings per equity share - not annualised**


2.6

Basic and diluted earnings per share( Face value of Rs. 10 per share)

(4.17)

Notes forming part of Financial Statements

1 to 2.6

  
 Director

Director

Place: Kolkata

Date: 03/11/2017



**RP-SG RETAIL LIMITED**

Registered Office: CESC House, Chowringhee Square, Kolkata-700031

CIN: U74959WB2017PLC219355

Telephone: +91 33 2225 6040

E-mail: [secretariat@rp-sg.in](mailto:secretariat@rp-sg.in)

**Cash Flow Statement for the period 8 February 2017 to 30 June 2017**

		(Rs. in 000)
		08 February 2017 to 30 June 2017
<b>A.</b>	<b>Cash flow from Operating Activities</b>	
	Profit before Taxation	1655.40
	Operating Profit before Working Capital changes	1655.40
	Adjustments for:	
	Trade and other payables	165.43
	Cash Generated from Operations	
	Net cash flow from Operating Activities	
<b>B.</b>	<b>Cash flow from Investing Activities</b>	
	Net cash used in Investing Activities	
<b>C.</b>	<b>Cash flow from Financing Activities</b>	
	Proceeds from issue of Share Capital	5,000.00
	Net Cash flow from Financing Activities	5,000.00
	Net Increase / (decrease) in cash and cash equivalents	5,000.00
	Cash and Cash equivalents - Opening Balance	
	Cash and Cash equivalents - Closing Balance	5,000.00

**CASH AND CASH EQUIVALENTS COMPRISES OF**

		(Rs. in 000)
		As at 30th June, 2017
	(a) Balances with banks in current accounts	1,659.40
	(b) Cash in hand	0.00
		5,000.00

*Sanjiv Goenka*  
Director

*Rajiv Goenka*  
Director

Place: Kolkata  
Date: 05/11/2017

## **RP-SG RETAIL LIMITED**

Registered Office: CESC House, Chowringhee Square, Kolkata-700001

CIN: U74899WB2017PLC219355

Telephone: +91 33 2225 6040

E-mail: [secretarial@rp-sg.in](mailto:secretarial@rp-sg.in)

### **Statement of changes in Equity**

#### **A. Equity Share Capital**

(Rs. in 00's)

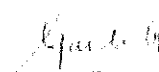
Particulars	Balance at the beginning of the reporting period	Change in equity share capital during the period	Balance at the end of the reporting period
As at 30th June, 2017		5,000.00	5,000.00

#### **B. Other Equity**

(Rs. in 00's)

Particulars	Reserves and Surplus	Total
	Retained Earnings	
Balance as at the beginning of the reporting period		
Profit/(loss) for the period	(685.40)	(685.40)
Other Comprehensive Income/(expense) for the period		
Total Comprehensive Income for the period	(685.40)	(685.40)
Balance as at the end of the reporting period	(685.40)	(685.40)

  
 Director

  
 Director

Place: Kolkata  
 Date: 03/11/2017

**RP-SG RETAIL LIMITED**

Registered Office: CESC House, Chowringhee Square, Kolkata-700001

CIN: U74999WB2017PLC219355

Telephone: +91 33 2225 6040

Email: [secretariat@rp-sg.in](mailto:secretariat@rp-sg.in)

**NOTE 1** The Company was incorporated on 8 February 2017 and hence these supplementary unaudited financial statements have been prepared from the date of incorporation i.e. 8 February 2017 to 30 June 2017.

**Basis of Preparation :**

These separate supplementary unaudited financial statements have been prepared by the management for the purpose of Section 232 (2)(e) of the Companies Act, 2013 and are not the statutory / interim financial statements of the Company.

**RP-SG RETAIL LIMITED**

Registered Office: CESC House, Chowringhee Square, Kolkata-700001

CIN: U74999WB2017PLC219355

Telephone: +91 33 2225 6040

E-mail: [secretarial@rp-sg.in](mailto:secretarial@rp-sg.in)

**Note 2.1: Cash and cash equivalents - at amortised cost**

(Rs. in 00's)	
Particulars	As at 30th June, 2017
(a) Balances with banks	
-in current accounts	4,999.40
(b) Cash in Hand	0.60
<b>Total cash and cash equivalents</b>	<b>5,000.00</b>

**Note 2.2: Equity share capital**

(Rs. in 00's)	
Particulars	As at 30th June, 2017
Authorised Share Capital	5,000.00
50,000 Equity Shares of Rs. 10 each	
Issued Capital	5,000.00
50,000 Equity Shares of Rs. 10 each	
Subscribed and paid up capital	5,000.00
50,000 Equity Shares of Rs. 10 each	
	<b>5,000.00</b>

**Note 2.3: Other Equity**

(Rs. in 00's)	
Particulars	As at 30th June, 2017
<u>Reserve and Surplus</u>	
Retained Earning	(685.40)
<b>Total of Other Equity</b>	<b>(685.40)</b>



**RP-SG RETAIL LIMITED**

Registered Office: CESC House, Chowringhee Square, Kolkata-700001

CIN: U74999WB2017PLC219355

Telephone: +91 33 2225 6040

E-mail: secretarial@rp-sg.in

**Note 2.4: Other current liabilities - at amortised cost**

(Rs. in 00's)	
Particulars	As at 30th June, 2017
Other payable	685.40
<b>Total other current liabilities</b>	<b>685.40</b>

**Note 2.5 : Other Expenses**

(Rs. in 00's)	
Particulars	08 February 2017 to 30 June 2017
Filing fees	244.40
Statutory Audit Fees	150.00
Other Miscellaneous Expenses	291.00
	<b>685.40</b>

**Note 2.6: Earnings per share:**

**Computation of Earnings per share**

Profit After Tax	(A) (Rs. in 00's)	(685.40)
Weighted Average no. of shares for Earnings per share	(B)	16,434
Basic and Diluted Earnings per share of Rs. 10/-	[(A) / (B)]	(4.17)

**RP-SG BUSINESS PROCESS SERVICES LIMITED**

Registered Office: CESC House, Chowringhee Square, Kolkata-700001

CIN: U74999WB2017PLC219318

Telephone: +91 33 2225 5040

E-mail: [secretarial@rp-sg.in](mailto:secretarial@rp-sg.in)

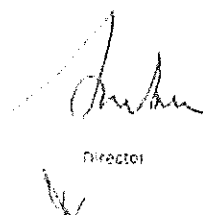

Balance Sheet as at 30th June, 2017

(Rs. in 00's)

Particulars		Note No	As at 30th June 2017
<b>ASSETS</b>			
<u>Current assets</u>			
Financial assets			
Cash and cash equivalents		2.1	5,000.00
<b>Total current assets</b>			<b>5,000.00</b>
<b>TOTAL ASSETS</b>	<b>(A)</b>		<b>5,000.00</b>
<b>EQUITY AND LIABILITIES</b>			
<u>Equity</u>			
Equity share capital		2.2	5,000.00
Other Equity		2.3	(683.70)
	<b>(B)</b>		<b>4,316.30</b>
<u>Liabilities</u>			
<u>Current liabilities</u>			
Other current liabilities		2.4	683.70
<b>TOTAL LIABILITIES</b>	<b>(C)</b>		<b>683.70</b>
<b>TOTAL EQUITY &amp; LIABILITIES</b>	<b>(B + C)</b>		<b>5,000.00</b>

Notes forming part of Financial Statements

1 to 16


  
 Director Director

Place: Kolkata  
Date: 03/11/2017

**RP-SG BUSINESS PROCESS SERVICES LIMITED**

Registered Office: CESC House, Chowringhee Square, Kolkata-700001

CIN: U74999WB2017PLC219318

Telephone: +91 33 2225 6040

E-mail: [secretarial@rp-sg.in](mailto:secretarial@rp-sg.in)

**Statement of Profit and Loss for the period 7 February 2017 to 30 June 2017**

(Rs. in 00 s)

Particulars	Note No.	07 February 2017 to 30 June 2017
Revenue from Operations		
Total income		-
Expenses		
Other expenses	2.5	683.70
Total expenses		683.70
Profit before tax		(683.70)
Income tax expense - Current tax - Deferred tax		
Profit after tax		(683.70)
Other comprehensive income for the period, net of tax		-
Total comprehensive income for the period		(683.70)

**Earnings per equity share - not annualised**

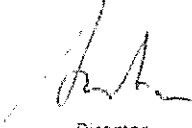

2.6

Basic and diluted earnings per share ( Face value of Rs. 10 per share)

(4.16)

Notes forming part of Financial Statements

1 to 2.6

  
 Director
   
 Director

Place: Kolkata

Date: 03/11/2017

**RP-SG BUSINESS PROCESS SERVICES LIMITED**

Registered Office: CESC House, Chowringhee Square, Kolkata-700001

CIN: U74999WB2017PLC219315

Telephone: +91 33 2225 6040

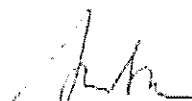
E-mail: [secretariat@rp-sg.in](mailto:secretariat@rp-sg.in)


**Cash Flow Statement for the period 7 February 2017 to 30 June 2017**

		(Rs. in Lakhs)
		07 February 2017 to 30 June 2017
<b>A</b>	<b>Cash flow from Operating Activities</b>	
	Profit before Taxation	(583.70)
	Operating Profit before Working Capital changes	(683.70)
	Adjustments for:	
	Trade and other payables	(209.70)
	Cash Generated from Operations	
	Net cash flow from Operating Activities	
<b>B</b>	<b>Cash flow from Investing Activities</b>	
	Net cash used in Investing Activities	-
<b>C</b>	<b>Cash flow from Financing Activities</b>	
	Proceeds from Issue of Share Capital	5,000.00
	Net Cash flow from Financing Activities	5,000.00
	Net Increase / (decrease) in cash and cash equivalents	5,000.00
	Cash and Cash equivalents - Opening Balance	
	Cash and Cash equivalents - Closing Balance	5,000.00

**CASH AND CASH EQUIVALENTS COMPRISES OF:**

		(Rs. in Lakhs)
		As at 30th June 2017
	Balances with banks	
	in current accounts	4,949.40
	Cash in hand	50.60
		5,000.00

  
Director

  
Director

Place: Kolkata  
Date: 03/11/2017



**RP-SG BUSINESS PROCESS SERVICES LIMITED**

Registered Office: CESC House, Chowringhee Square, Kolkata-700001

CIN : U74999WB2017PLC219316

Telephone: +91 33 2225 6040

E-mail: [secretarial@rp-sg.in](mailto:secretarial@rp-sg.in)

**Statement of changes in Equity**

**A. Equity Share Capital**


(Rs. in 00's)

Particulars	Balance at the beginning of the reporting period	Changes in equity share capital during the period	Balance at the end of the reporting period
As at 30 June 2017		5,000.00	5,000.00

**B. Other Equity**

(Rs. in 00's)

Particulars	Reserves and Surplus	Total
	Retained Earnings	
Balance as at the beginning of the reporting period		
Profit/(loss) for the period	(683.70)	(683.70)
Other Comprehensive Income/(expense) for the period		
Total Comprehensive Income for the period	(683.70)	(683.70)
Balance as at the end of the reporting period	(683.70)	(683.70)

  
 Director

  
 Director

Place: Kolkata  
 Date: 03/11/2017

**RP-SG BUSINESS PROCESS SERVICES LIMITED**

Registered Office: CESC House, Chowringhee Square, Kolkata- 700001

CIN: U74999WB2017PLC219315

Telephone: +91 33 2225 6040

E-mail: [secretariat@rp-sg.in](mailto:secretariat@rp-sg.in)

**NOTE 1** The Company was incorporated on 7 February 2017 and hence these supplementary unaudited financial statements have been prepared from the date of incorporation i.e., 7 February 2017 to 30 June 2017.

**Basis of Preparation**

These separate supplementary unaudited financial statements have been prepared by the management for the purpose of Section 232 (2)(e) of the Companies Act, 2013 and are not the statutory / interim financial statements of the Company.

**RP-SG BUSINESS PROCESS SERVICES LIMITED**

Registered Office: CESC House, Chowringhee Square, Kolkata-700001

CIN: U74999WB2017PLC219318

Telephone: +91 33 2225 6040

E-mail: [secretarial@rp-sg.in](mailto:secretarial@rp-sg.in)

**Note 2.1: Cash and cash equivalents - at amortised cost**

(Rs. in 00's)	
Particulars	As at 30th June 2017
a. Balances with banks	
-in current accounts	4,999.40
b. Cash in Hand	0.60
<b>Total cash and cash equivalents</b>	<b>5,000.00</b>

**Note 2.2: Equity share capital**

(Rs. in 00's)	
Particulars	As at 30th June 2017
Authorised Share Capital	750,00,000.00
75,00,00,000 Equity Shares of Rs.10 each	
Issued Capital	5,000.00
50,000 Equity Shares of Rs.10 each	
Subscribed and paid up capital	5,000.00
50,000 Equity Shares of Rs.10 each	
	<b>5,000.00</b>

**Note 2.3: Other Equity**

(Rs. in 00's)	
Particulars	As at 30th June 2017
<b>Reserve and Surplus</b>	
Retained Earning	(683.70)
<b>Total of Other Equity</b>	<b>(683.70)</b>

**RP-SG BUSINESS PROCESS SERVICES LIMITED**

Registered Office: CESC House, Chowringhee Square, Kolkata-700001

CIN: U74999WB2017PLC219318

Telephone: +91 33 2225 6040

E-mail: [secretarial@rp-sg.in](mailto:secretarial@rp-sg.in)

**Note 2.4: Other current liabilities**

(Rs. in 00's)	
Particulars	As at 30th June 2017
Other payable	683.70
<b>Total other current liabilities</b>	<b>683.70</b>

refer note 1(D)

**Note 2.5 : Other Expenses**

(Rs. in 00's)	
Particulars	07 February 2017 to 30th June 2017
Filing fees	242.70
Statutory Audit Fees	150.00
Other Miscellaneous Expenses	291.00
	<b>683.70</b>

**Note 2.6: Earnings per share:**

Computation of Earnings per share		
Profit After Tax	(A) (Rs. in 00's)	(683.70)
Weighted Average no. of shares for Earnings per share	(B)	16,434
Basic and Diluted Earnings per share of Rs. 10/-	[(A) / (B)]	(4.16)

### Crescent Power Limited

Registered Office: 6 Church Lane, 1st Floor, Kolkata – 700 001.  
CIN: U70101WB2004PLC099945  
Tel: (033) 22109356-62 (5 Lines), Fax: (033)22463134  
E-mail: corp.ho@rp-sg.in

### Balance Sheet as at 30th June, 2017

	Particulars	Notes	(Rupees in lakhs) 30 June 2017
<b>ASSETS</b>			
1) Non-current assets			
a Property, plant and equipment	4		28,160.27
b Capital work in progress	4		406.53
c Financial assets			
i Investments	5		251.99
ii Trade receivables			
iii Loans	6		4.79
iv Other financial assets	7		8.56
v Deferred tax assets	3*		84.30
vi Other non-current assets	8		11.66
<b>Total non-current assets</b>			<b>28,946.29</b>
2) Current assets			
a Inventories	9		523.76
b Financial assets			
i Investments	10		3,755.01
ii Trade receivables	11		2,233.43
iii Cash and cash equivalents	12		991.13
iv Loans	13		594.70
v Other financial assets	14		5,350.75
vi Other current assets	15		122.84
<b>Total current assets</b>			<b>15,115.64</b>
<b>Total assets</b>			<b>44,061.93</b>
<b>EQUITY AND LIABILITIES</b>			
Equity			
a Equity share capital	16		6,000.00
b Other equity	17		29,647.45
<b>Total Equity</b>			<b>28,647.45</b>
<b>LIABILITIES</b>			
1 Non-current liabilities			
a Financial liabilities			
i Borrowings	18		9,159.70
ii Other financial liabilities	19		177.37
b Provisions	20		75.31
c Deferred tax liabilities (net)	31		4,325.99
d Other non-current liabilities	21		64.65
<b>Total non-current liabilities</b>			<b>13,806.12</b>
2 Current liabilities			
a Financial liabilities			
i Trade payables			930.56
ii Other financial liabilities	22		2,561.46
b Other current liabilities	23		75.06
c Provisions	24		0.61
d Current tax liabilities (net)			42.65
<b>Total current liabilities</b>			<b>3,610.36</b>
<b>Total Liabilities</b>			<b>17,416.48</b>
<b>Total equity and liabilities</b>			<b>44,061.93</b>

The accompanying notes form an integral part of the financial statements.

S. Talukdar  
Director  
Kolkata, 3rd November, 2017

Sudha Kumar Ghosh  
Company Secretary



RP - Sanjiv Goenka  
Group  
JEWELLERS



## Crescent Power Limited

Registered Office: 6 Church Lane, 1st Floor, Kolkata – 700 001.  
CIN: U70101WB2004PLC099945  
Tel: (033) 22109358-62 (6 Lines), Fax: (033)22483134  
E-mail: corp.ho@rp-sg.in

### Statement of Profit and Loss for the period ended April to June, 2017

		(Rupees in lakhs)
Particulars	Note No.	April To June 2017
Revenue from operations	25	4,135.97
Other income	26	35.32
<b>Total Income</b>		<b>4,171.29</b>
<b>Expenses</b>		
Cost of fuel	27	1,028.51
Employee benefit expense	28	206.76
Finance costs	29	318.65
Depreciation and amortisation expense		472.96
Other expenses	30	959.93
<b>Total expenses</b>		<b>3,016.81</b>
<b>Profit before exceptional items and tax</b>		<b>1,154.45</b>
<b>Exceptional items</b>		<b>-</b>
<b>Profit before tax</b>		<b>1,154.45</b>
Tax expense		
- Current tax	31	236.27
- Deferred tax	31	(35.14)
<b>Profit for the period</b>		<b>953.32</b>
<b>Other Comprehensive income</b>	32	
Items that will not be reclassified to profit or loss		(4.23)
Income tax relating to items that will not be reclassified to profit or loss		0.90
<b>Other comprehensive income for the year, net of tax</b>		<b>(3.33)</b>
<b>Total comprehensive income for the year</b>		<b>949.99</b>
<b>Earning per equity share</b>		
Basic earnings per share (INR)	33	1.59

The accompanying notes form an integral part of the financial statements.

S. Talukder  
Director  
Kolkata, 3rd November, 2017

Sudip Kumar Ghosh  
Company Secretary

## Crescent Power Limited

Statement of Changes in Equity for the Period ended 30th June 2017  
(Rupees in lakhs, except share and per share data, unless otherwise stated)

### a Equity Share Capital

For 30th June 2017		
Balance at the beginning of the reporting period	Changes in equity share capital during the year	Balance at the end of the reporting period
5,000.00	-	5,000.00

### b Other Equity

For the Period ended 30th June 2017

Particulars	Reserves and Surplus	Other Items of Other Comprehensive Income (specify nature)	Total
	Retained Earnings	Re-measurement of net defined benefit liability/asset (actuarial gains and losses)	
Balance at the beginning of the reporting period	19,718.95	(21.49)	19,697.46
Other Comprehensive Income	-	(3.33)	(3.33)
Total Comprehensive Income for the year	953.32	-	953.32
Balance at the end of the reporting period	20,672.27	(24.82)	20,647.45

S. Telukder  
Director

Sudip Kumar Ghosh  
Company Secretary

Kolkata, 3rd November, 2017

**Crestent Power Limited**

**Significant accounting policies and notes to the accounts**

For Period ended 30th June 2017.

(Rupees in lakhs, except share and per share data, unless otherwise stated)

**Statement of Cash Flows for the period ended 30th June 2017**

Particulars	30 June 2017
<b>A. Cash flow from Operating Activities</b>	
Profit before Taxation	1,150.22
Adjustments for:	
Depreciation and amortisation expenses	472.66
Gain on sale of current investments (net)	(15.88)
Finance costs	318.65
Interest Income	(19.89)
<b>Operating Profit before Working Capital changes</b>	<b>1,906.51</b>
Adjustments for:	
(Increase)/Decrease in Trade & other receivables	(159.86)
(Increase)/Decrease in Inventories	239.14
(Increase)/Decrease in other non current assets	11.77
Increase/(Decrease) from Other Current Liabilities	4.30
Increase/(Decrease) from Trade and other payables	(104.34)
<b>Cash Generated from Operations</b>	<b>1,892.02</b>
Income Tax paid	(170.60)
<b>Net cash flow from Operating Activities</b>	<b>1,692.32</b>
<b>B. Cash flow from Investing Activities</b>	
Purchase of Property, Plant and Equipment / Capital Works-Progress	(83.98)
Investment in Subsidiaries and Joint Ventures	(250.00)
Sale/(purchase) of investments (net)	(2,850.53)
Profit on sale of investment	15.30
Interest received	8.48
Advance to bodies Corporate for share subscription	(210.00)
Advance to bodies corporate	(800.00)
<b>Net cash used in Investing Activities</b>	<b>(4,170.47)</b>
<b>C. Cash flow from Financing Activities</b>	
Repayment of Long Term Borrowings	(516.55)
Finance Costs paid	(321.81)
<b>Net Cash flow from Financing Activities</b>	<b>(228.46)</b>
<b>Net Increase / (decrease) in cash and cash equivalents</b>	<b>(3,416.61)</b>
Cash and Cash equivalents - Opening Balance	4,207.74
Cash and cash equivalents at the end of the period (Refer reconciliation below)	881.13

S. Talwar  
Director

Kolkata, 3rd November, 2017

S. K. Gupta  
Company Secretary



## Crescent Power Limited

Significant accounting policies and notes to the accounts

For Period ended 30th June 2017

(Rupees in lakhs, except share and per share data, unless otherwise stated)

### 1 Corporate Information

Crescent Power Limited ("the Company") is a limited company incorporated and domiciled in India. Its registered office is located at 6 Church Lane, 1st floor, Kolkata - 700 001, India.

The Company is engaged primarily in the business of power generation and also provides contracting services, having its thermal power plant in the State of West Bengal and solar power plant in the State of Tamil Nadu.

### 2 Basis of preparation of financial statements

These separate supplementary unaudited financial statements have been prepared by the management for the purpose of Section 232(2)(c) of the Companies Act, 2013, and are not the statutory interim financial statements of the Company.

### 3 Significant Accounting Policies

The accounting policies used in the preparation of these separate supplementary unaudited financial statements are the same that the Company has followed for the preparation of its annual audited financial statements for the year ended March 31, 2017.

### 4 Property, plant and equipment

Particulars	Freehold Land	Buildings	Leasehold Improvements	Plant and equipment	Furniture and fixtures	Vehicles	Office equipment	Total	Capital work in progress
Gross carrying value									
Deemed cost as at April 1, 2017	574.90	2,902.40	9.85	35,703.52	33.45	17.14	74.98	39,316.34	281.26
Additions	-	-	-	-	-	-	-	-	125.27
Disposals / adjustments	-	-	-	-	-	-	-	-	-
Gross carrying amount as at 30 June, 2017	574.90	2,902.40	9.85	35,703.52	33.45	17.14	74.98	39,316.34	406.53
Accumulated depreciation									
At April 1, 2017	-	1,565.41	9.93	9,070.36	19.15	4.78	53.48	10,663.11	-
Depreciation expense	-	34.21	-	434.83	0.81	0.52	2.50	472.95	-
Disposals / adjustments	-	-	-	-	-	-	-	-	-
At 30 June, 2017	-	1,599.62	9.93	9,505.19	19.96	5.30	56.07	11,135.07	-
Net carrying value June 30, 2017	574.90	1,362.78	0.02	26,198.33	13.49	11.84	18.91	28,180.27	406.53

## Crescent Power Limited

Significant accounting policies and notes to the accounts  
For Period ended 30th June 2017.

(Rupees in lakhs, except share and per share data, unless otherwise stated)

Non current assets

Financial assets

### 5 Non current Investments

Particulars	30 June 2017
A. Investments in equity instrument (fully paid up)	
Unquoted	
Subsidiaries	
25,10,000 Equity Shares of New Rising Promoters Private Limited of Rs.10 each fully paid-up	251.00
B. Investments in equity instrument (fully paid up)	
Unquoted	
Others	
9,750 Equity Shares of Integrated Coal Mining Limited of Rs. 10 each fully paid-up	0.98
<b>Total</b>	<b>251.98</b>

### 6 Loans

Particulars	30 June 2017
<i>Unsecured considered good</i>	
Loans to employees	4.79
<b>Total</b>	<b>4.79</b>

### 7 Other Financial Assets

Particulars	30 June 2017
Security Deposit	8.56
<b>Total</b>	<b>8.56</b>

### 8 Other non-current assets

Particulars	30 June 2017
Capital advances	11.86
<b>Total</b>	<b>11.86</b>

### 9 Inventories

Particulars	30 June 2017
Fuel	312.15
Stores and Spares	614.63
<b>Total</b>	<b>926.78</b>

### 10 Current Investments

Particulars	30 June 2017
A. Investments in equity instrument (fully paid up)	
Unquoted	
Others	
65,50,800 Equity Shares of APA Services Private Limited of Rs. 10 each fully paid-up	655.68
B. Investments in Mutual Funds	3,100.33
<b>TOTAL</b>	<b>3,756.01</b>

## Crescent Power Limited

### Significant accounting policies and notes to the accounts

For Period ended 30th June 2017.

(Rupees in lakhs, except share and per share data, unless otherwise stated)

#### 11 Trade receivables

Particulars	30 June 2017
<i>Secured, considered good</i>	
Trade Receivables	228.00
<i>Unsecured considered good</i>	
Trade Receivables	2,035.43
<b>Total</b>	<b>2,263.43</b>

#### 12 Cash and cash equivalents

Particulars	30 June 2017
Balances with banks	
- In current accounts	440.21
- Bank Deposits with original maturity of upto 3 months	450.00
Cash on hand	0.92
<b>Total</b>	<b>891.13</b>

#### 13 Loans

Particulars	30 June 2017
<i>Unsecured considered good</i>	
Advance to bodies corporate	800.00
Loan to employees	4.70
<b>Total</b>	<b>804.70</b>

#### 14 Other financial assets

Particulars	30 June 2017
<i>Unsecured considered good</i>	
Interest receivable	52.93
Advance against equity to body corporate	5,286.00
Others Recoverable	1,011.82
<b>Total</b>	<b>6,350.75</b>

#### 15 Other current assets

Particulars	30 June 2017
Advance for goods and services	99.37
Other advances	23.47
<b>Total</b>	<b>122.84</b>

## Crescent Power Limited

### Significant accounting policies and notes to the accounts

For Period ended 30th June 2017.

(Rupees in lakhs, except share and per share data, unless otherwise stated)

#### 16 Equity share capital

Particulars	30 June 2017
<b>Authorised</b>	8,000
80,000,000 Equity Shares of Rs.10/- each	
<b>Issued, subscribed and paid-up capital</b>	6,000
60,000,000 Equity Shares of Rs.10/- each	
<b>Total</b>	<b>6,000</b>

#### 17 Other equity

Particulars	30 June 2017
<b>a) Retained earnings</b>	
Retained earnings comprise of the Company's prior years' undistributed earnings after taxes.	20,672.27
<b>b) Other items of other comprehensive income</b>	
Other items of other comprehensive income consists of re-measurement of net defined benefit liability/asset (actuarial gains and losses)	(24.82)
<b>Total</b>	<b>20,647.45</b>

#### NON CURRENT LIABILITIES

#### 18 Financial liabilities

##### Non current Borrowings

Particulars	30 June 2017
<i>Secured</i>	
<i>Term loans</i>	
Rupee Term loans from banks	11,601.46
Less: current maturity of long term borrowings	2,441.67
<b>Non current borrowings as per balance sheet</b>	<b>9,159.79</b>

#### 19 Other financial liabilities

Particulars	30 June 2017
Security Deposit against contracting service	177.37
<b>Total</b>	<b>177.37</b>

## Crescent Power Limited

### Significant accounting policies and notes to the accounts

For Period ended 30th June 2017.

(Rupees in lakhs, except share and per share data, unless otherwise stated)

#### 20 Provisions

Particulars	30 June 2017
Provision for employee benefits	78.31
<b>Total</b>	<b>78.31</b>

#### 21 Other Non Current liabilities

Particulars	30 June 2017
Deferred Revenue	64.66
<b>Total</b>	<b>64.66</b>

#### 22 Other financial liabilities

Particulars	30 June 2017
Current maturities of long-term debt	2,441.67
Interest accrued	18.03
Liability on capital account	89.01
Employee related payable	12.26
Other payables	0.52
<b>Total</b>	<b>2,561.48</b>

#### 23 Other current liabilities

Particulars	30 June 2017
Statutory dues payable	56.05
Deferred Revenue	19.01
<b>Total</b>	<b>75.06</b>

#### 24 Provisions

Particulars	30 June 2017
Provision for employee benefits	0.61
<b>Total</b>	<b>0.61</b>

## Crescent Power Limited

Significant accounting policies and notes to the accounts

For Period from 1st April 2017 to 30th June 2017

(Rupees in lakhs, except share and per share data, unless otherwise stated)

### 25 Revenue from operations

Particulars	April To June 2017
<b>Sale of products</b>	
Earnings from Sale of electricity	3 828.25
<b>Sale of services</b>	
Contracting service	307.72
<b>Total</b>	<b>4,135.97</b>

### 26 Other income

Particulars	April To June 2017
<b>Interest Income</b>	
From Bank	6.20
From Others	9.99
<b>Other non-operating income</b>	
Gain on sale of current investments (net)	15.33
Notional Income on amortisation of deferred revenue	3.80
<b>Total</b>	<b>35.32</b>

### 27 Cost of Fuel

Particulars	April To June 2017
Consumption of coal	1,021.74
Consumption of oil	6.77
<b>Total</b>	<b>1,028.51</b>

### 28 Employee Benefits

Particulars	April To June 2017
Salaries and bonus	174.52
Contribution to provident and other funds	7.88
Staff Welfare Expenses	24.36
<b>Total Employee Benefit Expenses</b>	<b>206.76</b>

### 29 Finance costs

Particulars	April To June 2017
Interest expense	305.86
Other borrowing costs	12.79
<b>Total</b>	<b>318.65</b>

## Crescent Power Limited

Significant accounting policies and notes to the accounts

For Period from 1st April 2017 to 30th June 2017

(Rupees in lakhs, except share and per share data, unless otherwise stated)

### 30 Other expenses

Particulars	April To June 2017
Consumption of stores and spares	112.95
Cost of Electrical Energy purchased	60.56
Coal and Ash handling expenses	201.92
Repairs	
Plant and Machinery	115.78
Others	79.07
Insurance	16.01
Rent	5.55
Rates and taxes	0.11
Auditors' remuneration	
Statutory Audit fees	6.20
Tax Audit fees	1.00
Reimbursement of expenses (including applicable service tax)	1.10
Travelling and Conveyance	19.73
Security Contracts	63.19
Contracting and Professional Services	133.86
Deviation charges (net)	29.00
Expenditure towards Corporate Social Responsibility activities	1.39
Political Contribution	87.50
Miscellaneous Expenses	55.04
<b>Total</b>	<b>989.96</b>

## Crescent Power Limited

### Significant accounting policies and notes to the accounts

For Period from 1st April 2017 to 30th June 2017

(Rupees in lakhs, except share and per share data, unless otherwise stated)

#### 31 Income tax

##### a) Deferred tax assets (net)

Particulars	30 June 2017
Property, plant equipment (Land)	84.30
<b>Total</b>	<b>84.30</b>

##### b) Deferred tax liabilities (net)

Particulars	30 June 2017
Excess of tax depreciation over book depreciation	4381.02
Other items	5.63
Items covered under Section 43B of the Income Tax Act, 1961	(50.65)
<b>Total</b>	<b>4,325.99</b>

##### c) Amount recognised in profit or loss

###### i) Current tax expense

Particulars	April To June 2017
Current year	235.37
Deferred tax expense	
Relating to origination and reversal of temporary differences	(35.14)
<b>Total income tax expense</b>	<b>200.23</b>

#### 32 Other items of other comprehensive income

Particulars	April To June 2017
A (i) Items that will not be reclassified to profit or loss	
Remeasurements of the defined benefit plans	(4.23)
(ii) Income tax relating to items that will not be reclassified to profit or loss	0.90
<b>Total Other Comprehensive Income</b>	<b>(3.33)</b>

#### 33 Earnings per share (EPS)

The calculation of basic earnings per share at 30 June 2017 was based on the profit attributable to equity shareholders of INR 953.32 lakhs and a weighted average number of equity shares outstanding 60,000,000, calculated as follows

Particulars	April To June 2017
Face value of equity shares (INR)	10.00
Weighted average number of equity shares outstanding	60,000,000
Profit/ (loss) for the year	953.32
<b>Weighted average earnings per share (basic and diluted) (INR)</b>	<b>1.59</b>



Registered Office : CESC House, Chowringhee Square, Kolkata - 700 001, India

Phone : +91 33 2225 6040, Fax : +91 33 2225 5155

Email : secretarial@rp-sg.in, website : www.cesc.co.in

## BEFORE THE NATIONAL COMPANY LAW TRIBUNAL

### BENCH AT KOLKATA

(Company Application No. 438 of 2017)

In the Matter of the Companies Act, 2013 – Section 230(1) read with Section 232(1)

And

In the Matter of :

- |   |  |
|---|--|
| 1. CESC Infrastructure Limited          | 6. CESC Limited                            |
| 2. Spencer's Retail Limited             | 7. Haldia Energy Limited                   |
| 3. Music World Retail Limited           | 8. RP-SG Retail Limited                    |
| 4. Spen Liq Private Limited             | 9. RP-SG Business Process Services Limited |
| 5. New Rising Promoters Private Limited | 10. Crescent Power Limited                 |

..... Applicants.

## PROXY FORM FOR MEETING OF EQUITY SHAREHOLDERS

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) :	
Registered Address :	
E-mail Id :	
Folio No. / Client Id :	
DP ID :	

I/ We, being the member(s) of ..... Shares of the above named Company, hereby appoint :

- Name : .....  
Address : .....  
Email ID : ..... Signature : \_\_\_\_\_, or failing him/her,
- Name : .....  
Address : .....  
Email ID : ..... Signature : \_\_\_\_\_, or failing him/her,
- Name : .....  
Address : .....  
Email ID : ..... Signature : \_\_\_\_\_

as my/our PROXY, to attend and vote (on poll) for me/us at the meeting of the Equity Shareholders of CESC Limited to be held on **Friday, the 15th day of December, 2017 at 10:00 A.M.** at City Centre, Royal Bengal Room, DC Block, Sector – I, Salt Lake, Kolkata 700 064 for the purpose of considering and if thought fit, approving, with or without modification(s), the proposed Scheme of Arrangement amongst the abovenamed Applicant Companies and their respective shareholders and at such meeting or any adjournment thereof to vote for me/us and in my/our name \_\_\_\_\_ [here, 'if for', insert 'FOR'; 'if against', insert 'AGAINST' and in the latter case, strike out the words 'either with or without modification(s)', after the words 'Arrangement'] the said Scheme of Arrangement either with or without modification\* as my/our proxy may approve.

(\*Strike out whichever is not applicable)

Signed this ..... day of ..... 2017

Signature of shareholder.....

Signature of Proxy holder(s).....

Affix  
Revenue  
Stamp

### NOTES :

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of CESC Limited at CESC House, Chowringhee Square, Kolkata – 700001, at least 48 hours before the scheduled time of the commencement of the said meeting.
- All alterations made in the form of proxy should be initialed.
- Please affix appropriate revenue stamp before putting signature.
- In case of multiple proxies, the proxy later in time shall be accepted.
- Proxy need not be a shareholder of CESC Limited.
- No person shall be appointed as a proxy who is a minor.





# CESC Limited

CIN : L31901WB1978PLC031411

Registered Office : CESC House, Chowringhee Square, Kolkata - 700 001, India

Phone : +91 33 2225 6040, Fax : +91 33 2225 5155

Email : secretarial@rp-sg.in, website : www.cesc.co.in



## ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND OVER AT THE ENTRANCE OF THE MEETING HALL

MEETING OF THE EQUITY SHAREHOLDERS OF CESC LIMITED CONVENED PURSUANT TO THE ORDER OF  
THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, KOLKATA BENCH

(Company Application No. 438 of 2017)

I certify that I am a registered member / proxy holder for the registered member of the Company.

I hereby record my presence at the meeting of the Equity Shareholders of CESC Limited, convened pursuant to the Order dated the 26th day of October, 2017 of the Hon'ble National Company Law Tribunal, Kolkata Bench, to be held at City Centre, Royal Bengal Room, DC Block, Sector – I, Salt Lake, Kolkata - 700 064 on Friday, the 15th day of December, 2017 at 10.00 A.M

Name and address of the Equity Shareholder  
(IN BLOCK LETTERS)

Signature :

Folio No./DP ID & Client ID No. :

No. shares held :

Name of the Proxy\*  
(IN BLOCK LETTERS)

Signature :

\*(To be filled in by the Proxy in case he/she attends instead of the registered shareholder)

### Notes :

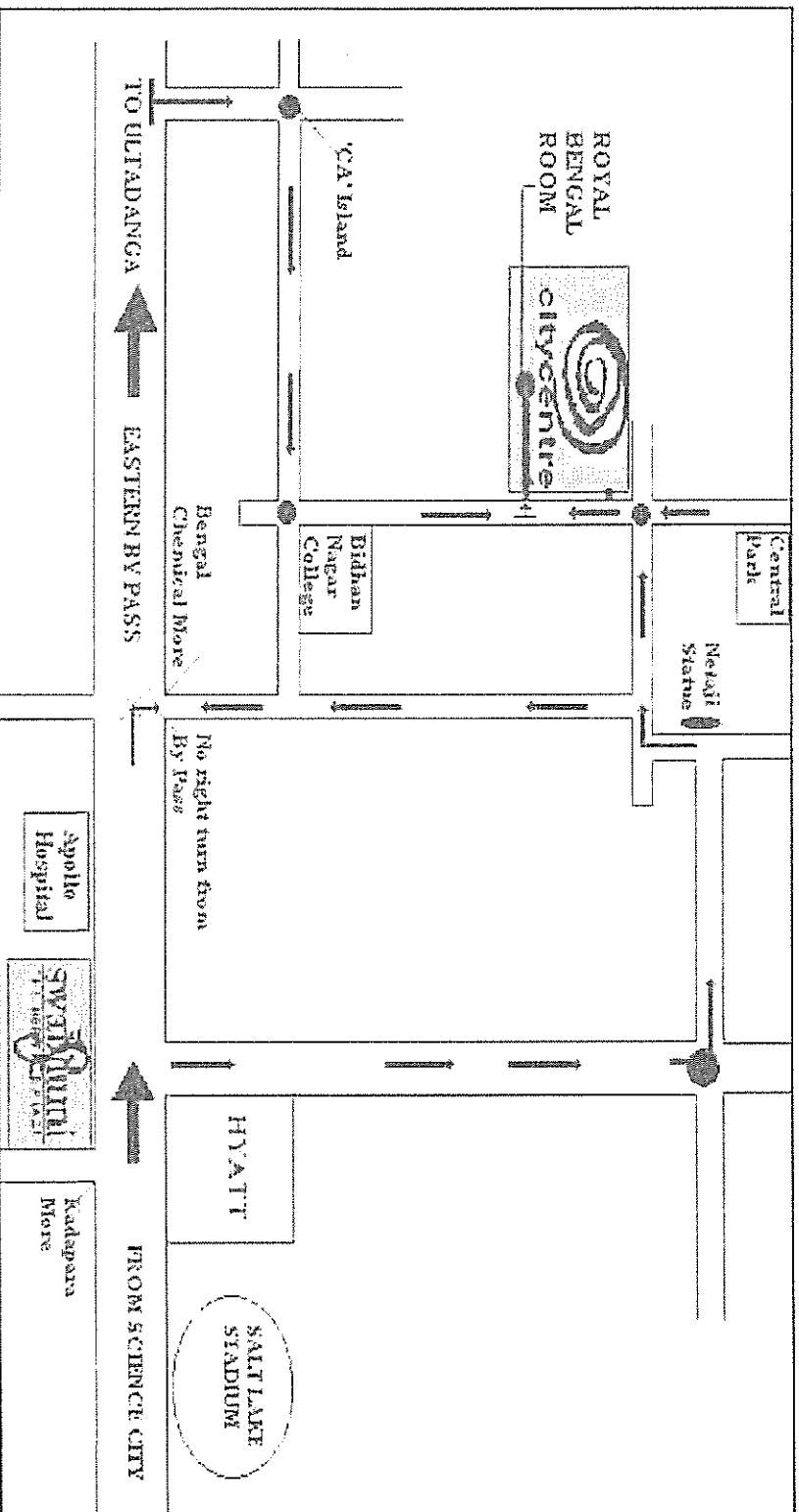
- Members / proxy holders are requested to bring this slip with them when they come to the Meeting and hand it over at the entrance of the Meeting Hall duly signed.
- Equity Shareholders who come to attend the meeting are requested to bring their copy of the Notice with them.

PLEASE URGENTLY CONFIRM YOUR EMAIL ID AT :

secretarial@rp-sg.in

TEAR HERE







## CESC LIMITED

CIN: L31901WB1978PLC031411

Regd. Office: CESC House, Chowringhee Square, Kolkata 700 001

Ph: 033 22256040-49, Fax: 033-22255155

E-mail: [secretarial@rp-sg.in](mailto:secretarial@rp-sg.in)

Website: [www.cesc.co.in](http://www.cesc.co.in)

This postal ballot must be  
received by 5:00 p.m on  
14 December, 2017

### POSTAL BALLOT FORM

1. Name and Registered Address of the sole / first named Member :
2. Name(s) of the Joint Holder(s), If any :
3. Registered Folio No./ DP ID & Client ID :
4. Number of Equity Shares(s) held :
5. E-Voting Event Number(EVEN) :
6. User ID :
7. Password :

I/We hereby exercise my/our vote(s), by placing a tick mark (✓) in the appropriate box below, in respect of the Resolution as contained in the Notice dated 3 November, 2017 convening a meeting of Equity Shareholders of CESC Limited, in terms of the Order dated 26 October, 2017 of the Hon'ble National Company Law Tribunal, Kolkata Bench, to be held on Friday, 15 December, 2017 at 10:00 A.M. at City Centre, Royal Bengal Room, DC Block, Sector-I, Salt Lake, Kolkata 700 064.

Description of Resolution	No. of Equity Shares	I/We assent to the Resolution (FOR)	I/We dissent from the Resolution (AGAINST)
Approval of the Scheme of Arrangement between CESC Infrastructure Limited, Spencer's Retail Limited, Music World Retail Limited, Spen Liq Private Limited, New Rising Promoters Private Limited, CESC Limited, Haldia Energy Limited, RP-SG Retail Limited, RP-SG Business Process Services Limited and Crescent Power Limited and their respective shareholders under Section 230 to 232 and other applicable provisions of the companies Act, 2013.			

Place :

Date :

(Signature of the Member)

**Note:** Please read the instructions printed overleaf carefully before exercising your vote.

## INSTRUCTIONS

### 1. GENERAL INFORMATION

- a) The Hon'ble National Company Law Tribunal Kolkata Bench ("Hon'ble Tribunal") vide its Order dated 26 October, 2017, has directed that a Meeting of the Equity shareholders of CESC Limited ("Company") shall be convened and held at City Centre, Royal Bengal Room, DC Block, Sector I, Salt Lake, Kolkata – 700 064 on Friday, 15 December, 2017 at 10 A.M. for the purpose of considering, and if thought fit, approving, with or without modification(s), the proposed scheme of arrangement between CESC Infrastructure Limited, Spencer's Retail Limited, Music World Retail Limited, Spen Liq Private Limited, New Rising Promoters Private Limited, CESC Limited, Haldia Energy Limited, RP-SG Retail Limited, RP-SG Business Process Services Limited, Crescent Power Limited and their respective shareholders.
- b) In compliance with the said Order dated 26 October, 2017 of the Hon'ble Tribunal and the provisions of Section 230(4) read with Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has provided the facility to the Equity Shareholders to cast their votes (a) by way of postal ballot or (b) through remote e-voting facility, prior to the Meeting or (c) at the venue of the Meeting, through electronic voting system (Tab based) or polling paper. The Equity Shareholder(s) can opt for only one mode of voting.
- c) The aforesaid resolution for approval of the Scheme shall, if passed by a majority in number representing three-fourths in value of the Equity Shareholders of the Company casting their votes, as aforesaid, shall be deemed to have been duly passed on the date of the said meeting (i.e. 15 December, 2017).
- d) Voting right shall be reckoned on the paid up values of shares registered in the name of Member as at the close of business on Wednesday, 8 November, 2017 ('Cut-off date / Relevant Date').

### 2. PROCESS FOR MEMBERS OPTING FOR VOTING BY BALLOT

- a) Members desiring to cast their vote by Postal ballot should complete and sign this Ballot Form and send it to the Scrutinizer appointed by the Hon'ble Tribunal, namely Ms. Barsha Dikshit, Practicing Company Secretary, at CESC Limited, CESC House, Chowringhee Square, Kolkata -700001 in the enclosed postage prepaid self addressed envelope. Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted.
- b) In case of joint holding, this Ballot Form should be completed and signed by the first named Member and in his absence by the next named Member (as per the specimen signature registered with the Company).
- c) There will be one Ballot Form for every Client ID / Folio No., irrespective of the number of joint holders.
- d) In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the completed Ballot Form should be accompanied by a certified copy of the relevant board resolution/ appropriate authorisation, with specimen signature(s) of the authorized signatory(ies) duly attested.
- e) Voting rights in the Ballot cannot be exercised by a proxy.
- f) **Completed Ballot Forms should reach the Scrutinizer no later than the close of working hours i.e. at 5:00 p.m. (1700 hrs) on 14 December, 2017. Incomplete Ballot Forms or Ballot Forms received after this date / time will be considered invalid.**
- g) An incomplete, unsigned, incorrectly ticked, defaced, torn, mutilated, overwritten, wrongly signed Postal Ballot Form will be rejected.
- h) The Scrutinizer's decision in this regard shall be final and binding.
- i) A Member seeking duplicate Ballot Form or having any grievance pertaining to the Ballot process can write to the Company's Registrars – Link Intime India Private Limited, 59 C Chowringhee Road, 3rd Floor, Kolkata – 700 020 or to the email ID [kolkata@linkintime.co.in](mailto:kolkata@linkintime.co.in)
- j) Members are requested not to send any paper (other than the resolution/ authority as mentioned under "Process for Members opting for voting by Ballot") along with the Ballot Form in the enclosed self addressed postage prepaid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.

### 3. REMOTE E-VOTING:

As stated above, option for remote e-voting is also provided to the members. In case a Member has voted through remote e-voting facility, he/she need not send physical postal ballot form. In case a Member votes through remote e-voting facility as well as sends his/her vote through postal ballot form, votes cast through remote e-voting shall prevail and the votes cast through postal ballot form shall be considered invalid by the Scrutinizer. Members are requested to refer to the Notice and notes thereto, for detailed instructions with respect to remote e-voting.

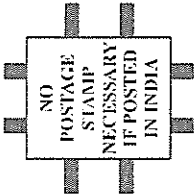


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**BUSINESS REPLY ENVELOPE**

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GPO, Kolkata - 700 001

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To  
Ms. Barsha Dikshit  
Scrutinizer  
Secretarial Department  
**CESC LIMITED**  
CESC House  
Chowringhee Square  
Kolkata - 700 001

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