

 RP-Sanjiv Goenka Group Grouping Legacies	 CESC LIMITED												
Corporate Identity Number : L31901WB1978PLC031411 Regd. Office : CESC House, Chowringhee Square, Kolkata - 700 001 Phone : 033-2225 6040-49, Fax : 033-2225 5155 Email id : secretarial@rp-sg.in, Website : www.cesc.co.in													
Before the National Company Law Tribunal Bench at Kolkata Company Application No. 439 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 Musica 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 Spent 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 Banck Shawan, 6th 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, 1st Floor, Hare Street, Kolkata 700 001 in the State of West Bengal.													
1) CESC Infrastructure Limited, 2) Spencer's Retail Limited 3) Musica World Retail Limited 4) Spent 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													
NOTICE AND ADVERTISEMENT OF NOTICE OF THE MEETING OF MEMBERS NOTICE is hereby given that by an order dated 26th October, 2017, the Kolkata Bench of National Company Law Tribunal, ("Tribunal") has directed meeting to be held of Equity Shareholders of CESC Limited, ("Company") for the purpose of their considering, and if thought fit, approving, with or without modification, the proposed Scheme of Arrangement amongst the said Applicants and their respective shareholders ("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 Company ("Meeting") will be held at City Centre, Royal Bengal Room, DC Block, Sector - I, Salt Lake, Kolkata 700 094 on Friday, the 15th day of December 2017 at 10:00 A.M. at which time and place the said Equity Shareholders are requested to attend. Copies of the Scheme and the Statement under Section 230(3) read with Section 232(2) of the Companies Act, 2013 can be obtained free of charge at the registered office of the Company or at the office of Link Infinita India Pvt. Ltd. the Registrar and Transfer Agent of the Company, at 53C, Chowringhee Road, 3rd Floor, Kolkata - 700020 ("the RTA"). Persons entitled to attend and vote at the Meeting, may vote in person or by proxy, provided that all proxies in the prescribed form are deposited at the registered office of the Company at the above address not later than 48 hours before the Meeting. In case of a Body Corporate, being a Shareholder of the Company, opting to attend and vote at the venue of the Meeting, as the case may be, 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 authorising such representative to attend and vote at such Meeting on its behalf is deposited at the registered office of the Company not later than 48 (forty eight) hours before the time for holding the Meeting. Forms of proxy can be had at the registered office of the Company. The Hon'ble Tribunal has appointed Mr. Anil Kumar Lohi, Practising Company Secretary, as Chairperson of the said Meeting of the Equity Shareholders of the Company and Ms. Sarada Diksh, Practising Company Secretary, to be the Scrutinizer for the said Meeting. The above mentioned Scheme, if approved by the Meeting, will be subject to the subsequent approval of the Hon'ble Tribunal. TAKE FURTHER NOTICE that in terms of the said order dated 26th October 2017 of the Hon'ble Tribunal, Equity Shareholders of Company shall have the facility and option of voting on the Scheme by casting their votes in person or by proxy at the venue of the meeting on 15th December 2017 or by postal ballot/remote electronic voting ("Remote E-voting") prior to the meeting as follows:													
<table border="1"> <thead> <tr> <th>Manner of voting</th> <th>Commencement of Voting</th> <th>End of Voting</th> </tr> </thead> <tbody> <tr> <td>A. Postal Ballot</td> <td>9:00 a.m. 15th November, 2017</td> <td>5:00 p.m. 14th December 2017</td> </tr> <tr> <td>B. Remote E-voting</td> <td>9:00 a.m. 15th November, 2017</td> <td>5:00 p.m. 14th December, 2017</td> </tr> <tr> <td>C. Polling Paper / E-Voting as arranged at venue of the Meeting (In person or by proxy)</td> <td>15th December 2017 (Time: Upon resolution being put to vote by Chairperson at the Meeting)</td> <td>15th December 2017 (Time: As announced by Chairperson at the Meeting)</td> </tr> </tbody> </table>	Manner of voting	Commencement of Voting	End of Voting	A. Postal Ballot	9:00 a.m. 15th November, 2017	5:00 p.m. 14th December 2017	B. Remote E-voting	9:00 a.m. 15th November, 2017	5:00 p.m. 14th December, 2017	C. Polling Paper / E-Voting as arranged at venue of the Meeting (In person or by proxy)	15th December 2017 (Time: Upon resolution being put to vote by Chairperson at the Meeting)	15th December 2017 (Time: As announced by Chairperson at the Meeting)	The Company has appointed National Securities Depository Limited (NSDL), to provide the said Remote E-Voting facility to the Equity Shareholders who may opt to vote only in one mode, i.e., by (a) postal ballot, (b) Remote E-Voting system of NSDL as aforesaid or (c) voting by polling paper / E-Voting to be arranged at the venue of the Meeting. If Equity Shareholders cast their vote 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 casting their votes by postal ballot and/or Remote E-Voting, as aforesaid, shall 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. It is however clarified that Equity Shareholders casting their votes by postal ballot / e-voting, as aforesaid, shall nevertheless be entitled to attend and participate in the Meeting but shall not be entitled to vote again at the meeting, as stated above. In case of voting by postal ballot, the Postal Ballot Form duly completed should be returned by the shareholders so as to reach the Scrutinizer on or before 5:00 p.m on 14th December, 2017. In case of Remote E-voting also, the votes shall be cast by 5:00 p.m on 14th December, 2017. Responses received after the said time will be treated as invalid. The Remote E-Voting module shall be disabled for voting thereafter by NSDL. Once the vote on the resolution is cast by the Shareholder, he/she shall not be allowed to change it subsequently. The Company has on 11th November, 2017 completed the dispatch of the Notice convening the Meeting along with the Explanatory Statement and all other requisite documents to all the Equity Shareholders of the Company whose name appear in the Register of Shareholders or in the list of Beneficial Owners, as on the cut-off date i.e., Wednesday, 8 November, 2017. Entitlement of the shareholders to vote shall also be reckoned with reference to the said cut off date. Such Notice has been served through (a) email to Shareholders whose email IDs are registered with Company / Depository Participants and (b) through physical mode to the Shareholders whose email IDs are not registered. Such Notice and all other documents accompanying the same are also posted on the website of the Company www.cesc.co.in and also on the website of NSDL, www.evoting.nsdl.co.in In case an Equity shareholder is desirous of obtaining a printed duplicate postal ballot form, or if there is any grievance in relation to postal ballot, he or she may send e-mail to the Company at secretarial@rp-sg.in or write to Secretarial Department, CESC Limited, CESC House, Chowringhee Square, Kolkata - 700 001, or to the RTA (contact person : Mr. Kuntal Mustafi 9331039046). In case of any queries relating to Remote E - Voting, Equity Shareholders of the Company may refer to the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of https://www.evoting.nsdl.com. In case of any grievances with regard to e-voting, the said shareholders may contact Mr. Anil Vohra, Senior Manager, NSDL / Mr. Rajiv Ranjan, Asst. Manager, NSDL at Trade World, A wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai - 400 015 (telephone: 022-2499 4360 / 022-2499 4738) or send an email to evoting@nsdl.co.in The results of voting shall be announced by the Chairperson of the Meeting on or before 18th December, 2017. Dated this 11th day of November 2017. Drawn by (Aniket Agarwal) Advocate for the Applicants Khalan & Co Advocates 18, Old Post Office Street, Kolkata 700 001 (Anil Kumar Lohi) Chairperson appointed for the Meeting
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