



18th March 2015

To, The General Manager, Department of Corporate Services, BSE Limited, P.J. Towers, Dalal Street, Mumbai – 400 001.	To, Listing Department National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (E) , Mumbai – 400 051
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Dear Sir,

Sub: Application under Clause 24(f) of the listing agreement for the proposed Scheme of Arrangement between JSW Power Trading Company Limited ('The Demerged Company' Or 'The Transferor Company' or 'JSW Power Trading') and JSW Green Energy Limited ('The Resulting Company' or 'JSWGEL') and JSW Energy Limited ('The Transferee Company' or 'JSW Energy') and their respective shareholders

In connection with the above application, we hereby confirm that:

- a) The proposed Scheme of Arrangement does not in any way violate or override or circumscribe the provisions of the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Companies Act, 1956, the rules, regulations and guidelines made under these Acts, and the provisions as explained in clause 24(g) of the Listing agreement or the requirements of BSE Limited and National Stock Exchange of India Limited.
- b) In the explanatory statement to be forwarded by the company to the shareholders u/s 393 of the Companies Act, it shall disclose:
 - i) the pre and post Scheme of Arrangement (expected) capital structure and shareholding pattern and
 - ii) the "fairness opinion" obtained from an Independent merchant banker
 - iii) The Complaint report
 - iv) The observation letter issued by the stock exchange

Since it is the merger of 100% subsidiary company into JSW Energy, a specific dispensation will be sought from the Hon'ble High Court of Judicature at Bombay from filing the Application/Petition by JSW Energy and accordingly, subject to the direction of the Hon'ble High Court of Judicature at Bombay, JSW Energy will not be required to file the Application/Petition with the High Court and consequently



shareholders meeting would not be required to be held.

- c) The draft Scheme of Arrangement together with all documents mentioned in amended SEBI Circular no. CIR/CFD/DIL/5/2013 dated February 4, 2013 has been disseminated on company's website as per Website link: www.jsw.in/energy.
- d) The company shall disclose the observation letter of the stock exchange on its website within 24 hours of receiving the same.
- ~~e) The company shall obtain shareholders' approval by way of special resolution passed through postal ballot/ e-voting. Further, the company shall proceed with the draft scheme only if the vote cast by the public shareholders in favor of the proposal is more than the number of votes cast by public shareholders against it~~
- Para (e) above is not applicable – Since, it is the merger of 100% subsidiary company into JSW Energy, a specific dispensation will be sought from the Hon'ble High Court of Judicature at Bombay from filing the Application/Petition by JSW Energy and accordingly, JSW Energy will not be required to file the Application/Petition with the High Court. Hence, no shareholders meeting would be required to be held.**
- f) The documents filed by the Company with the Exchange are same/ similar/ identical in all respect, which have been filed by the Company with Registrar of Companies, /SEBI/Reserve Bank of India, wherever applicable.
- g) There will be no alteration in the Share Capital of the Transferor Company / Demerged Company from the one given in the draft Scheme of Arrangement.

Thanking you,

Yours faithfully,
For JSW Energy Limited

S. Madhavan
Company Secretary

