RP-Sanjiv Goenka Group
Growing Legacies

CESC LIMITED
Energising Lives - Since 1899

DOC: SEC: 1873/2026-27/134

Date: 31st July, 2026

To,

BSE Limited
Sir Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai – 400001
Security code: 500084

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor
Plot No. C-1, Block G
Bandra Kurla Complex, Bandra (East)
Mumbai – 400051
Scrip code: CESC

Dear Sir/ Madam,

SUB: Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended ("Listing Regulations")

REF: Scheme of Amalgamation of RPSG Energy Services Limited with Purvah Green Power Private Limited and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013

This is to inform that we have received an intimation from our subsidiary namely, Purvah Green Power Private Limited ("**Purvah**") that its board of directors at its meeting held today, has approved a Scheme of Amalgamation of RPSG Energy Services Limited ("**RPSG Energy**" or "**Transferor Company**") with Purvah ("**Transferee Company**") and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("**Act**") ("**Scheme**").

The Scheme is subject to receipt of necessary approvals from the jurisdictional bench of the National Company Law Tribunal ("**NCLT**"), shareholders of Purvah and RPSG Energy, and such other persons and authorities, as may be required.

In terms of the Listing Regulations, we are furnishing herewith the details of the said Scheme in **Annexure I.**

Thanking you,
Yours faithfully,
For **CESC Limited**

JAGDISH PATRA
Digitally signed by JAGDISH PATRA
Date: 2026.07.31 18:16:49 +05'30'

Jagdish Patra
Company Secretary & Compliance Officer

Encl: As above

CESC Limited
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Tel : +91 33 2225 6040 Fax : +91 33 2225 3495 Web : www.cesc.co.in

Annexure I – Brief details of Amalgamation/ Merger

a)	Name of the entity(ies) forming part of the amalgamation/ merger, details in brief such as size, turnover etc	1. Purvah Green Power Private Limited (**Transferee Company**) Total assets – INR 2,926.37 Crore (As on July 29, 2026) Net worth – INR 945.29 Crore (As on July 29, 2026) Revenue from operations – INR 1,097.61 Crore (during financial year 2025-26) 2. RPSG Energy Services Limited (**Transferor Company**) Total assets – INR 271.24 Crore (As on July 29, 2026) Net worth – INR 271.24 Crore (As on July 29, 2026) The Transferor Company, through its subsidiary namely, RPSG Solvanta Private Limited ("**RPSG Solvanta**"), operates in the renewable energy sector. RPSG Solvanta is, inter alia, engaged in manufacturing of modules relating to generation of power through non-conventional and renewable energy sources. Revenue from operations of RPSG Solvanta during financial year 2025-26 was – INR 275.76 Crore and for the current financial year till July, 29 2026 is INR 286.15 Crore.
b)	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms' length"	Yes, both the companies involved in the transaction are related parties to each other. However, in terms of General Circular No. 30/2014 dated 17th July 2014 issued by Ministry of Corporate Affairs ("**MCA Circular**"), the transactions arising out of compromises, arrangements and amalgamations under the Companies Act, 2013 ("**Act**"), will not attract the requirements of Section 188 of the Act. The consideration (share exchange ratio), as determined by KPMG Valuation Services LLP, the Registered Valuer, for the amalgamation is being discharged on an "arm's length" basis. ICICI Securities Limited, an independent Category I SEBI Registered Merchant Banker has issued its fairness opinion on the share exchange ratio determined by the Registered Valuer.

c)	Area of business of the entity(ies)	a) The Transferor Company together with its subsidiary is, inter alia, engaged in the business activities relating to manufacturing of modules relating to generation of power through non-conventional and renewable energy sources; and b) The Transferee Company is engaged in the business of carrying out activities relating to generation of power through renewable energy sources and also engaged in the business of engineering, procurement and construction (EPC) contractor for electrical energy projects using solar, wind, wind-solar power plants and/or other renewable energy sources or any other non-conventional energy sources and services associated with development, engineering, manufacturing, procurement and construction, operation and maintenance, renovation and modernisation of all types of power plants based on solar, wind, hybrid, hydro and other form of renewable energy.
d)	Rationale for amalgamation/ merger	The proposed amalgamation of the Transferor Company with the Transferee Company is *inter alia* expected to result in the consolidation of the renewable energy portfolios of the respective companies under a single entity. Given that both companies operate within the renewable energy sector, the amalgamation is anticipated to generate operational and commercial synergies, including captive supply of module components. This would enable enhanced cost and quality control, while mitigating supply chain risks.
e)	In case of cash consideration – amount or otherwise share exchange ratio	The share exchange ratio, as determined by KPMG Valuation Services LLP, Registered Valuer, for issue of consideration pursuant to the Scheme is summarized as follows: In consideration for amalgamation of the Transferor Company with the Transferee Company, the Transferee Company will issue and allot 491 fully paid up equity shares of the face value of INR 10 each for every 100 equity share of the face value of INR 10 each fully paid-up of the Transferor Company held by them as on the Effective Date (*as defined in the Scheme*).
f)	Brief details of change in shareholding pattern (if any) of listed entity	Upon the Scheme becoming effective, there shall be no change in the shareholding pattern of CESC Limited.