



JSW Energy Limited

Regd. Office : JSW Centre,
Bandra Kurla Complex,
Bandra (East), Mumbai - 400 051
CIN. : L74999MH1994PLC077041
Phone : +91 22 4286 1000
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JSWEL/SEC
7th July 2015

To,
Division of Issues and Listing, Corporation Finance Department,
Securities and Exchange Board of India
C-4A, "G" Block, SEBI Bhavan,
Bandra Kurla Complex,
Bandra (East), Mumbai- 400051.

Subject: Query with respect to applicability of Clause 5.16(a) of SEBI Circular No CIR/CFD/DIL/8/2013 dated May 21, 2013

Our reply dated 15th June 2015;

Reference: Comments of SEBI vide its letter dated 6th July 2015

Dear Sir,

With respect to applicability of Clause 5.16(a) of SEBI Circular No CIR/CFD/DIL/8/2013 dated May 21, 2013, the same should not be applicable in our case on account of the following reasons:

Clause 5.16(a)(i)

Where additional shares have been allotted to Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group of the listed Company, or

Response - Not applicable, as no additional shares of JSW Energy Limited will be allotted on merger.

Clause 5.16(a)(ii)

Where the Scheme of Arrangement involves the listed Company and any other entity involving Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group

Response - Not applicable, as the Scheme of Arrangement does not involve Promoter / Promoter group entity. The Scheme involves JSW Power Trading Company Limited, which is a wholly owned subsidiary of JSW Energy Limited and JSW Green Energy Limited which is another wholly owned subsidiary of JSW Energy Limited and JSW Energy Limited.

Clause 5.16(a)(iii)

Where the parent listed Company, has acquired the equity shares of the subsidiary, by paying consideration in cash or in kind in the past to any of the shareholders of the subsidiary who may be Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter



Part of O. P. Jindal Group





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Group of the parent listed Company, and if that subsidiary is being merged with the parent listed Company under the Scheme.

Response - *The Scheme of Arrangement involves amalgamation of JSW Power Trading Company Limited which is wholly owned subsidiary of JSW Energy Limited into JSW Energy Limited. The shares of JSW Power Trading Company Limited were acquired by JSW Energy Limited from its Promoter Companies in December 2007. The shares of JSW Energy Limited got listed in January 2010. The requirement of the clause is that the acquisition is done by a Parent Listed Company. In the present facts, JSW Energy Limited was not listed at the time of acquisition of shares of JSW Power Trading Company Limited from the Promoter Group Companies and hence, this clause is not applicable.*

We request you to please take note of the above.

Thanking you,

Yours faithfully,
For **JSW Energy Limited**

S. Madhavan
Company Secretary

