



For Private Circulation only

## West Bengal State Electricity Distribution Company Limited

(A Government of West Bengal Enterprise)

**Head office:** Bidyut Bhaban, 7<sup>th</sup> Floor, DJ Block, Sector II, Bidhan Nagar, Kolkata – 700 091.

Tel: (033) 2359 1903, 2319 7216 Fax: (033) 2358 5292

Web site: [www.wbsedcl.in](http://www.wbsedcl.in), Email: [gmfa.wbseb@gmail.com](mailto:gmfa.wbseb@gmail.com)/ [gmfa\\_dcl\\_08@yahoo.in](mailto:gmfa_dcl_08@yahoo.in)

### DISCLOSURE UNDER SCHEDULE I OF SEBI (ISSUE AND LISTING OF DEBT SECURITIES) REGULATIONS, 2008

#### PRIVATE PLACEMENT OF SECURED REDEEMABLE NON-CONVERTIBLE BONDS SERIES-III FOR CASH AT PAR AGGREGATING RS. 500.00 CRORE

##### Credit Rating

**ICRA Limited** has assigned “[**ICRA**] **A-**” (pronounced as ICRA A minus). The rating has been assigned a Stable outlook for Rs. 500.00 crore Bond Programme. This rating indicates adequate-credit-quality with regard to timely payment of interest and principal on the instrument.

**Credit Analysis & Research Limited (CARE)** has assigned “**CARE A-**” (pronounced as “Single A Minus”) rating to long term Bonds aggregating Rs 500.00 crores. This rating indicates adequate safety for timely servicing of debt obligations. Such instruments carry low credit risk.

The rating is not a recommendation to buy, sell or hold securities and investors should take their own decision. The rating may be subject to revision or withdrawal at any time by the assigning rating agency and each rating should be evaluated independently of any other rating. The rating obtained is subject to revision at any point of time in the future. The rating agencies have a right to suspend, withdraw the rating at any time on the basis of new information etc.

##### Listing

The Bonds are proposed to be listed on the Wholesale Debt Market (WDM) segment of the Bombay Stock Exchange Limited (“**BSE**” or the “**Stock Exchange**”).

##### REGISTRAR TO THE ISSUE



##### **Link Intime India Pvt. Ltd.**

59-C, Chowringhee Road,  
3<sup>rd</sup> Floor, Kolkata – 700 020.

**Tel No:** (033) 22890540

**Telefax No:** (033) 22890539

**E-Mail:** [Kolkata@linkintime.co.in](mailto:Kolkata@linkintime.co.in)

**Website:** [www.linkintime.co.in](http://www.linkintime.co.in)

##### TRUSTEES TO THE ISSUE



##### **IDBI Trusteeship Services Ltd.,**

Asian Building, Ground Floor,  
17, R. Kamani Marg, Ballard Estate,  
Mumbai-400001.

**Tel No.** (022) 40807000

**Fax No.** 91-22-66311776/22625247

**E-mail:** [itsl@idbitrustee.co.in](mailto:itsl@idbitrustee.co.in)

**Website:** [www.idbitrustee.co.in](http://www.idbitrustee.co.in)



## **West Bengal State Electricity Distribution Company Limited**

### **GENERAL DISCLAIMER**

This Disclosure Document is neither a Prospectus nor a Statement in Lieu of Prospectus and is prepared in accordance with Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 issued vide Circular No. LAD-NRO/GN/2008/13/127878 dated June 06, 2008. This document does not constitute an offer to the public generally to subscribe for or otherwise acquire the Bonds to be issued by West Bengal State Electricity Distribution Company Limited (the "Issuer"/ the "Company" / "WBSEDCL"). The document is for the exclusive use of the Institutions to whom it is delivered and it should not be circulated or distributed to third party(ies). The Company certifies that the disclosures made in this document are generally adequate and are in conformity with the captioned SEBI Regulations. This requirement is to facilitate investors to take an informed decision for making investment in the proposed Issue.

### **DISCLAIMER OF THE SECURITIES & EXCHANGE BOARD OF INDIA**

This Disclosure Document has not been filed with Securities & Exchange Board of India (SEBI). The Securities have not been recommended or approved by SEBI nor does SEBI guarantee the accuracy or adequacy of this document. It is to be distinctly understood that this document should not, in any way, be deemed or construed that the same has been cleared or vetted by SEBI. SEBI does not take any responsibility either for the financial soundness of any scheme or the project for which the Issue is proposed to be made, or for the correctness of the statements made or opinions expressed in this document. The issue of Bonds being made on private placement basis, filing of this document is not required with SEBI, however SEBI reserves the right to take up at any point of time, with the Company, any irregularities or lapses in this document.

### **DISCLAIMER OF THE ARRANGER(S)**

It is advised that the Company has exercised self due-diligence to ensure complete compliance of prescribed disclosure norms etc in this Disclosure Document. The role of the Arrangers in the assignment is confined to marketing and placement of the Bonds on the basis of this Disclosure Document as prepared by the Company. The Arrangers have neither scrutinized/ vetted nor have they done any due-diligence for verification of the contents of this Disclosure Document. The Arrangers shall use this document for the purpose of soliciting subscription from qualified institutional investors in the Bonds to be issued by the Company on private placement basis. It is to be distinctly understood that the aforesaid use of this document by the Arrangers should not in any way be deemed or construed that the document has been prepared, cleared, approved or vetted by the Arrangers; nor do they in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this document; nor do they take responsibility for the financial or other soundness of this Issuer, its promoters, its management or any scheme or project of the Company. The Arrangers or any of its directors, employees, affiliates or representatives do not accept any responsibility and/or liability for any loss or damage arising of whatever nature and extent in connection with the use of any of the information contained in this document.

### **DISCLAIMER OF THE ISSUER**

The Issuer confirms that the information contained in this Disclosure Document is true and correct in all material respects and is not misleading in any material respect. All information considered adequate and relevant about the Issue and the Company has been made available in this Disclosure Document for the use and perusal of the potential investors and no selective or additional information would be available for a section of investors in any manner whatsoever. The Company accepts no responsibility for statements made otherwise than in this Disclosure Document or any other material issued by or at the instance of the Issuer Company and anyone placing reliance on any other source of information would be doing so at his/her/their own risk.

### **DISCLAIMER OF THE STOCK EXCHANGE**

As required, a copy of this Disclosure Document has been submitted to the Bombay Stock Exchange Limited (hereinafter referred to as "BSE") for hosting the same on its website. It is to be distinctly understood that such submission of the document with BSE or hosting the same on its website should not in any way be deemed or construed that the document has been cleared or approved by BSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this document; nor does it warrant that this Issuer's securities will be listed or continue to be listed on the Exchange; nor does it take responsibility for the financial or other soundness of this Issuer, its promoters, its management or any scheme or project of the Company. Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/ acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.



## **West Bengal State Electricity Distribution Company Limited**

### **I. Name and Address of the registered office of the Issuer**

West Bengal State Electricity Distribution Company Limited (hereinafter referred to as "The issuer "or" "the Company" or "WBSEDCL")

#### **Registered Office of the Issuer**

Bidyut Bhaban, 7th Floor, DJ Block, Sector II,  
Bidhan Nagar, Kolkata – 700 091.  
Tel: (033) 2359 1903, 2319 7216  
Fax: (033) 2358 5292  
Web site: www.wbsedcl.in,  
Email: gmfa.wbseb@gmail.com/ gmfa\_dcl\_08@yahoo.in

#### **Compliance Officer**

Shri Shyamal Kr. Sen  
General Manager (F&A)  
Bidyut Bhaban, 7th Floor, DJ Block, Sector II,  
Bidhan Nagar, Kolkata – 700 091.  
Tel: (033) 2359 1903, 2319 7216  
Fax: (033) 2358 5292  
Web site: www.wbsedcl.in,  
Email: gmfa\_dcl\_08@yahoo.in

#### **Company Secretary**

Shri P. K. Banerjee  
Company Secretary  
Bidyut Bhaban, 7th Floor, DJ Block, Sector II,  
Bidhan Nagar, Kolkata – 700 091.

### **II Names and addresses of the Directors of the Issuer**

#### **Board of Directors as on 30-06-2011**

<b>Sr . N o.</b>	<b>Name &amp; Designation</b>	<b>Date of Birth</b>	<b>Date of Appointment</b>	<b>Address</b>	<b>Particulars of other Directorships</b>
1.	Shri Rajesh Pandey, IAS Chairman & Managing Director	29-06-72	01-07-11	Bidyut Bhaban, 7th Floor, Bidhan Nagar, Kolkata-700 091	1. West Bengal Rural Energy Development Corporation Limited 2. The New Town Electric Supply Company Ltd.
2.	Shri Malay Kumar De, IAS Principal Secretary to the Govt. of West Bengal Department of Power and NES	22-09-59	28-03-2007	New Secretariat Buildings, Kolkata-700001	1. West Bengal State Electricity Transmission Company Limited 2. West Bengal Green Energy Dev. Corp. Ltd. 3. West Bengal Power Development Corp. Ltd. 4. Bengal Emta Coal Mines Limited



## West Bengal State Electricity Distribution Company Limited

3.	Shri. Chanchal Mal Bachhawat, IAS Principal Secretary (Finance) Gov. of West Bengal	07-06-58	28-03-2008/ 01-08-2009	E-3, 44 Iron Side Road, Kolkata-19.	1. W.B.I.D.F.C Ltd. 2. W.B.F.C. 3. West Bengal Industrial Dev. Corp. Ltd. 4. West Bengal Electronics Industries Development Corporation Ltd. 5. W.B.I.I.D.C. Ltd. 6. West Bengal Power Development Corp. Ltd. 7. West Bengal State Electricity Transmission Company Limited 8. Kolkata Metro Rail Corporation Limited 9. West Bengal Police Housing Corporation
4.	Shri Shyamal Ghosh Director	03-05-42	05-07-2007	A-203, Nayantara CBIP Group Housing Society, Plot No. 8-B, Sector-7, Dwarka, New Delhi – 75.	1. Burn Standard Company Limited 2. Quipo Telecom Infrastructures Company Ltd. 3. Spentex Industries Limited 4. Span Diagnostics Company Limited 5. IDBI Intech Limited 6. National Multi Commodity Exchange Ltd.
5.	Shri Srikandath Narayan Menon Director	29-09-46	05-07-2007	P-404/5, Garihat Road, Kolkata – 29.	1. Mcleod Russel India Limited 2. Tayo Rolls Limited 3. Nicco Park & Resort Limited 4. Voltas Limited 5. Bengal Peerless Housing Dev. Co. Limited 6. Metrovalley Business Parks Pvt. Limited 7. Fullerton India Credit Company Limited
6.	Shri Proshanto Banerjee Director	30-10-47	05-07-2007	402, Dosti Orchid, S.M. Road, Untop Hills, Mumbai-37.	1. Greater Calcutta Gas Supply Corporation Ltd.
7.	Shri Anirban Guha Director (Regulatory & Trading)	28-11-59	29-01-2009	2Y, Bato Krishna Paul Lane, Ghughudanga, Kolkata-30.	1. The New Town Electric Supply Company Ltd. 2. Power Exchange India Limited
8.	Shri Durgadas Goswami Director (HR)	29-04-57	07-12-2009	Flat-1F, FC-14, Roop Appt. Vidyagar Pally Jardabagan, Baguiati, Kolkata- 59.	1. West Bengal State Electricity Transmission Company Limited
9.	Shri Kalyan Kumar Ghosh Director(Finance)	23-11-57	07-12-2009	40, Bose Para Lane, P.O. Mahesh, P.S. Serampur, Distt. Hugli – 712202.	Nil
10.	Abhijit Bose, Director(Distribution)	29-11-55	17-01-11	5B, Friends Row, P.O.- Santoshpur Kolkata-700075	Nil



### **III A Brief Summary of the Business/Activities of the issuer and its Line of Business:**

#### **Introduction**

In exercise of the power under Sub-Section (4) of Section 131 of the Electricity Act, 2003 the Govt. of West Bengal unbundled the West Bengal State Electricity Board (WBSEB) into two companies, West Bengal State Electricity Distribution Company Limited (WBSEDCL) and West Bengal State Electricity Transmission Company Limited (WBSETCL) with effect from 1<sup>st</sup> April, 2007 vide the West Bengal Power Sector Reforms Transfer Scheme, 2007. The Company was incorporated under Companies Act, 1956 on 16.02.2007 and entitled to commence business according to the Certificate for Commencement of Business issued by the Register of Companies from 21.03.2007. WBSEDCL is a Govt. Company within the meaning of Section 617 of the Company's Act, 1956 and entire Share Capital is held by the Govt. of West Bengal except the Shares allotted to the Signatories of the Memorandum of Association of the Company. However, the beneficial interest of all the shares is lying to the Govt. of West Bengal. The authorized share capital of the Company as on 31.03.2011 was Rs.4000 crore and the paid up share capital on the same date was Rs.2558.40 crore.

West Bengal Rural Energy Development Corporation Limited (WBREDCL) is a wholly owned subsidiary of WBSEDCL. The Board of Directors of WBSEDCL approved a scheme of amalgamation of WBREDCL with WBSEDCL in the year 2009-10. The required confirmation order of MCA, Government of India approving the said amalgamation is under finalization.

The company made investment in Share Capital for the following Companies:

- 1) New Town Electric Supply Company: A Joint Venture Company of WBSEDCL and WBHIDCO and total equity participation of the Company is Rs. 2.55 Crore.
- 2) Green Energy Development Corporation Ltd.: Participation of the Company is 35% of the Paid Up Capital equivalent to Rs. 1.75 Crore.
- 3) Power Exchange India Ltd.: Investment of a sum of Rs. 2.50 Crore has been made in Power Exchange India Ltd, which is equivalent to 5% of the Paid Up Capital.

#### **Brief Financial Information for the Financial Year ending 31.03.2011**

<b>Particulars</b>	<b>(Rs. In Crore)</b>
1. Authorized Share Capital	: 4000.00
2. Issued and paid up Share Capital	: 2558.40
3. Borrowing Limit	: 7500.00
4. Loan Capital	: 5509.95
5. Repayment of Loan including Interest due	: Nil
6. Gross Block of Assets	: 12044.33
7. Turn Over	: 10261.75
8. Profit After Tax	: 95.13
9. Net Worth	: 4029.07
10. Growth of Consumer nos. over previous year (%)	: 12.37
11. Growth of Demand-MU over previous year (%)	: 9.77



## **West Bengal State Electricity Distribution Company Limited**

**Deposit:** During the year, the company did not accept any deposit from the public under Section 58-A of the Companies Act, 1956.

### **Statutory Auditors**

M/s. Kothari & Co., Chartered Accountants, Kolkata were appointed as Statutory Auditors of the Company for the Financial Year 2010-11 by the Comptroller and Auditors General of India. The Statutory Auditors have audited the accounts of the company for the year ended 31<sup>st</sup>. March, 2011.

### **Internal Control Systems and their adequacy**

As part of Internal Control System, the Audit Committee sets clear expectations, formulates various policies and procedures, for orderly and efficient conduct of its business, including adhering to management policies, safeguarding of assets, prevention and detection of fraud and errors, accuracy and completeness of the accounting records, timely preparation of reliable financial information.

### **Business of the Company**

#### **Generation of Power (Hydel and Pump Storage)**

##### **Purulia Pumped Storage Project (PPSP)**

The State of West Bengal and the Eastern Region is having predominantly Thermal Power Generation system with an insignificant capacity of Hydro Power. In the region, the Peak demand is suppressed due to shortage of peaking power where as there is surplus energy during night. In the present system the Hydro-Thermal mix ratio in West Bengal is 08:92 and that of Eastern region is 14:86 against a minimum desired level of 40:60. In order to achieve a better generation mix more efficient electricity supply in the region, the Purulia Pumped Storage Project of capacity 900 MW(4x225 MW) in Ayodhya Hills in the Purulia district of West Bengal under P.S. Bagmundi have been installed.

The Project has been declared as 'Mega Power Project by the Ministry of Power, Government of India on 6<sup>th</sup> December 2005.

#### **Actual Power Generation of PPSP**

<b>2009-10</b>	<b>2010-11</b>
868.354 MU	878.882 MU

#### **Conventional Hydroelectric Projects / Power stations**

The Power scenario of Eastern region as well as West Bengal indicate that the state needs to have additional Power generating capacity to meet up the fast growing demand of the region/state. Capacity retrieved through renovation is more acceptable on financial, social and environmental grounds than putting up green field Projects. Moreover, in order to achieve a better Hydro-Thermal mix & more efficient grid management, it is imperative to take up implementation of new Hydroelectric Projects immediately.

A brief report on activities, progress, achievements of different Projects/ Power Stations in conventional Hydro Power Sector are as follows:

##### **Jaldhaka Hydel Project Stage –I (3x9 mw).**

This Project has crossed its life of 35 years long back. Though the units are generating well, but the control has become sluggish and the back dated systems are not keeping in pace with the present day requirement. In view of above, the Renovation & Modernization(R&M) as well as Augmentation (by adding one 9 MW unit to the existing 3 units) of the Power Station had been taken up by utilizing the latest and state-of-the-art technology so that its life can be extended for a further long period. Jaldhaka hydel project stage –II has the generating capacity of 2x4 mw.

**Lodhama Inter-Connection Scheme (LICS) for augmentation of Rammam H.E. project stage-II (4 x 12.75 mw):**

Rammam Hydel Project, Stage-II (4 x 12.75 MW) is a run-of-the river scheme located about 65 km North West of Darjeeling town and approx. 120 km from Siliguri. In consideration to the very good generation performance of Rammam Stage-II for the last few years, the erstwhile WBSEB decided to implement the "Lodhama Interconnection Scheme (LICS)" meant for interconnecting the Lodhama tunnel with the existing Rammam tunnel to tap the discharge of the Lodhama river for supplementing the Generation of the existing 51MW capacity Rammam Hydel Project Stage-II during the non-monsoon months. After completion of the Scheme, Rammam Stage-II expected to generate additional 50-60 MU of power annually with the existing generating units.

**Teesta Canal Fall Hydroelectric project(3x22.5mw)**

Teesta Canal Fall Hydel Project consists of three Power Stations - Power Station-I at Leusipukri (Darjeeling district), Power Station-II at Haptiagach (Uttar Dinajpur district) and Power Station-III at Bholagach (Andherijhari)(Uttar Dinajpur district). All the three Power Stations are Low Head Canal Fall Project. Each of capacity 22.5 MW (3 units x 7.5 MW).

**Actual Power generation in conventional hydro power sector during 2009-10 & 2010-11**

Name of the Power Stations		Generation 2009-10		Generation 2010-11	
		CEA Target	Target Achieved	CEA Target	Target Achieved
Rammam HP, Stage-II (4 x 12.75 MW)		200 MU	209.37MU	200 MU	198.996 M.U.
Jaldhaka HP	Stage-I (3X9 MW)	90MU	Under shut down for R&M and Augmentation works	90 MU	101.309 M.U.
	Stage-II (2x4 MW)				
Small HP		No CEA target	21.06MU	No CEA target	21.714 M.U.
Teesta Canal Fall HP		No CEA target	33.37 MU		33.535 M.U.
	PS-II (3x7.5 MW)				
	PS-III (3x7.5 MW)				
Total		290 MU	263.80 MU	290MU	355.554 M.U.

**Distribution of Power**
**Own Consumers**

WBSEDCL caters to all categories of consumers ranging from ordinary villagers to huge industrial units, in its efforts to spread electricity to all strata of society irrespective of socio-economic differences. The Company distributes power to various categories of consumers throughout West Bengal except command areas of CESC, DPL, DVC etc. Total number of consumers of WBSEDCL as on 31.03.2011 was 85.65 lakh under following broad categories.

1. L&MV consumer : 85.60 lakh
2. EHV and HV consumers : 0.05 lakh

During the year 2011-12 further addition of consumers is targeted to 20.82 lakh.

Total power sold to the own consumers during the 2010-11 was 17593.812 MU.

**Power Trading:**

During the year 2010-11 WBSEDCL traded/exported surplus energy to outside State /Region to the tune of 1207.329MU and 1208.553 MU of power was swapped out to the other region.

**Sale to Licensee**

During the year 2010-11 WBSEDCL sold power to licensees for 1634.739 MU.

**Corporate Social responsibility (CSR):** The concept of CSR has acquired significance as a national and international level. As a strategic tool for sustainable development, the Company has formulated a policy of CSR outlining the action plan to identify specific areas/ projects where money allocated for CSR projects can be spent.

**Capital Projects during 2011-12****Distribution Activities**

The Company continued to play an active role in creating new infrastructure and improving the existing distribution net work. In line with the policy of Govt of India to provide power to all by the year 2012 and also to reduce ATC loss, the Company is in the continuous process of implementing various schemes for expansion of infrastructure and modernization of distribution network.

**Distribution**

- 1) Power supply to border out-post through dedicated Feeder by installation of three nos., 33/11 KV substations with aggregated capacity of 18.90MVA at Meherani, in the District of 24 – Paraganas (North) and Rasulpur, Hamjapur, in the District of Dakshin Dinajpur .
- 2) Commissioning of 21 nos. of New 33 /11 KV Sub-Stations with aggregate capacity of 263.10 MVA.
- 3) Capacity addition of 36 nos. existing 33/11 KV substations with additional capacity of 154.60 MVA.
- 4) Renovation and Modernization of Distribution system.
- 5) Drawl of 33 kv lines: 710 Km  
11 kv Lines: 680 Km  
M&LV Lines: 470 km.
- 6) Installation of new 11/0.4 KV, Sub-Station: 145 MVA.
- 7) To Provide New Service Connection to 20.82 lakh consumers.
- 8) Up gradation/Renovation/Augmentation of 190 KM of 33 KV Lines, 240 Km of 11 KV Lines and 300 Km of M& LV Lines.
- 9) Installation of Electronic Energy Meter: 8.00 Lakhs.
- 10) Replacement of Defective & Conventional meters: 12.00 Lakhs.
- 11) Installation of 11 KV Shunt Capacitor 39.40 MVAR.
- 12) Auto Recloser & Installation of Line Sectionalizer: 25/200 Nos.
- 13) Modernization of Customer Care Centres.



**Rural Electrification Plan : 2011-12.**

- 1) RGGVY Scheme: Phase-II (Intensification work): As per National Policy of Government of India to provide access of electricity to rural households, works have already been started by awarding LOA in 14 districts. Out of which, works are being executed by CPSU in 4 districts.

Project details :-

	Project Involvement
Financial (In Rs. Cr)	2081.57
Village Intensification (nos)	24569
BPL Service Installation (nos)	2516040
New 33/11 KV Sub-Station (nos)	9

- 2) West Bengal Rural Household Electrification Program Under WBREP: (Funded by government of West Bengal ) in 4 districts.

Project details :-

	Project Involvement
Financial (In Rs. Cr)	662.64
Village Intensification (nos)	8206
BPL Service Installation (nos)	546138

- 3(a) West Bengal Rural Household Electrification Program (Supplementary): In this project, Govt. of West Bengal has sanctioned a fund of Rs. 350 Cr. for all Districts where habitation with populations are 100 and below.

Project details :-

	Project Involvement
Financial (In Rs. Cr)	126.33
Village Intensification (nos)	2610
BPL Service Installation (nos)	22705



## West Bengal State Electricity Distribution Company Limited

(b) West Bengal Rural Household Electrification Program (Balance): This is also a Govt. of West Bengal Funded project to supplement village intensification work specially in border district of Coochbehar and Jalpaiguri.

Project details :-

	Project Involvement
Financial (In Rs. Cr)	155.12
Village Intensification (nos)	1012
BPL Service Installation (nos)	141213

5. **Rural Electricity Distribution Backbone Scheme:** This scheme is funded by WBSEDCL to provide quality power to its consumers.

Project details :-

	Project Involvement(revised)
Financial (In Rs. Cr)	150.22
Augmentation of Sub-Stn. (nos)	28
New Sub-Station (nos)	34

6. **Electrification of agricultural pump:** 114425 agricultural STW/DTW./RLI pump sets have been energized up to March 2011. Energisation of balance 323 pump sets is the target for 2011-2012.

### 7. Sundarban Developent Works:

a) Work for construction of 29 KM 33 KV Double Circuit line from Kakdwip 33/11 KV Sub-Station to proposed Rudranagar 33/11 KV Sub-Station is under progress.

b) Out of 15 nos. mouza electrification work in Mathurapur, Patharpratima & Kultali Blocks- 7 Nos. have already been completed up to March' 11 and balance 8 nos. have been carried over for the year 2011-12. Transportation of PCC poles through river is a major constraint for early completion of work.

c) Dept. of Sundarban Affairs has provided a fund of Rs. 23.603 Cr. for electrification of 12 Nos. Mouzas in Patharpratima Block & 33 Nos. under Gosaba Block in the district of 24 Paraganas (South). Work Order was issued in Oct'10 Survey have been completed & other work will be completed within financial year 2011-12.

**R-APDRP Work (Funding by Govt. Of India)**

Implementation of I.T. initiative at 62 towns for preparation of base line data for project area covering consumer indexing, GIS mapping, metering of DTRs and feeders, automatic data logging of all DTRs and feeders, energy accounting and auditing, establishment of IT enabled consumer service center etc.

**Other Information Technology Initiatives**

Various IT initiatives have been taken by the company and significant progress has been achieved with respect to most of the initiatives. Following capital projects are in progress during 2011-12.

- 1) ERP Implementation Project to be completed by 12-18 months.
- 2) Expansion of Cash collection Kiosk at 150 strategic locations.
- 3) 21250 nos. DTR are to be metered.
- 4) Spot billing activities would be extended for all customer care centres.
- 5) All customer care centres under the 5 no. zones would be connected to CRM applications through online connectivity with ZCC under zonal data ware house and call center project.
- 6) Hoisting and maintenance of websites of WBSEDCL.
- 7) Installation of 145 nos. 0.5 class 3-phase 4-wire and 824 nos. 0.5 class 3-phase 3-wire CT operated static energy meter would be made at new substations and new 33 kv /11 kv feeder under 100% metering project.

**Corporate Governance**

The Company is committed to maintain the highest standards of corporate governance in its dealing with its various stakeholders. It is an integral part of the Company's core values, which includes transparency, integrity, honesty and accountability. The Company's follows philosophy of working towards the creation of wealth by enhancing the values of stakeholders, meeting the needs of customers and employees and the community at large.

**Right to information Act 2005 (RTI)**

The company has put in place RTI machinery for effective implementation of the provision of RTI ACT, 2005. Public Information Officer (PIO) has been designated to dispose off the request on information receipts under RTI Act. An appellate authority has been designated at H.O. to deal with the appeals received under the Act, *ibid*.

**SWOT analysis****Strengths**

- a) Customer relationship management practices
- b) Human Resource Development practices
- c) Operational capabilities and practices.
- d) Financial self sufficiency.

**Weakness**

- a) Mismatch of cash flow due to delayed pass through of cost in tariff.



## West Bengal State Electricity Distribution Company Limited

### Opportunities

- Exploring potentials to expand the Hydro-electric generation.
- Exploring the business opportunities that utilize organizational assets.
- Growth in Industrialization and Urbanization within licensed area of operation.
- Reduction of losses through improvement of efficiency.

### Threats

- Regulatory uncertainties – which may lead to changes in strategy and tactical business plans.
- Resistance to change.
- Sharp increase of Power Purchase Cost due to hike of fuel price.
- Loss in trading opportunity.
- Threat of Open Access
- Growth of sharp rise of Non-remunerative consumers.

### **IV A brief history of the issuer since its incorporation giving details of its activities including any reorganization, reconstruction or amalgamation, changes in its capital structure, (authorized, issued and subscribed) and borrowings, if any.**

Date of Allotment	No. of equity shares	Face Value	Issue Price	Nature of Allotment	Cumulative Paid-up Equity Capital (Rs.)
28-04-2007 & 11-08-2007	194,20,00,000	10/-	10/-	Allotted to Government of West Bengal & its nominees for consideration other than cash	1942,00,00,000
02-04-2008	28,10,00,000	10/-	10/-	Allotted to Government of West Bengal & its nominees for consideration other than cash	2223,00,00,000
21-12-2009	8,47,19,863	10/-	10/-	Allotted to Government of West Bengal & its nominees for consideration other than cash	2307,71,98,630
29-03-2010	25,06,80,000	10/-	10/-	Allotted to Government of West Bengal & its nominees for consideration other than cash	2558,39,98,630



## West Bengal State Electricity Distribution Company Limited

### Equity Capital Structure

(Rs. in Crore)

As on March 31, 2011	Nominal Value	Amount
<b>1. Share Capital</b>		
<b>A. Authorised Share Capital</b>		
400,00,00,000 Equity Shares of Rs. 10/- each	4000.00	4000.00
<b>B. Issued, Subscribed &amp; Paid- up Share Capital</b>		
255,83,99,863 Equity Shares of Rs. 10/- each	2558.40	2558.40
<b>2. Paid-Up Share Capital after the Present Issue</b>		
255,83,99,863 Equity Shares of Rs. 10/- each (The present issue is done through private placement of Secured Redeemable Non-Convertible Taxable Bonds for cash at par aggregating Rs. 250.00 crore which would not have any impact on the paid up equity capital of the Company)	2558.40	2558.40

### V **Details of Debt Securities issued and sought to be listed including face value, nature of debt securities, mode of Issue i.e. Public Issue or Private Placement:**

Under the purview of current document, the Company intends to raise an amount of Rs. 500.00 Crore through issue of Secured Redeemable Non-Convertible Bonds Series-III for cash at par aggregating Rs. 500.00 crore through private placement.

The Company has a valid rating of A- (pronounced single A Minus) as per the details given below and the rating letter from the rating agency is enclosed at the end of this document.

Nature of Debt Securities	Secured Redeemable Non-Convertible Bonds Series-III
Mode of Issue	Private Placement
Issue Amount	Rs. 500.00 Crore
Security	Assets to be created out of this fund from upcoming / ongoing / existing projects of the Company
Tenor	15 Years
Coupon Rate	10.85% p.a.
Interest Payment	Semi-Annually on the face value of the Bonds outstanding throughout the tenure of the Bonds
Rating by CARE	CARE A-
Rating by ICRA	[ICRA] A-
Face Value	Rs. 10,00,000/- each
Redemption	At par, at the end of 15 <sup>th</sup> year

### VI **Issue Size:**

Rs. 500.00 Crore

### VII **Details of utilization of the issue proceeds**

The Present issue of Bond is being made to invest in the Capital Projects of the Company.



## **West Bengal State Electricity Distribution Company Limited**

The Main Object Clause of the Memorandum of Association of the Company enables it to undertake the activities for which the funds are being raised through the present issue and also the activities which the Company has been carrying on till date. The proceeds of this Issue after meeting all expenses of the Issue will be used by the Company for meeting issue objects.

### **VIII A statement containing particulars of the Dates of, and parties to all Material Contracts Agreements involving Financial Obligation of the Issuer**

1. Copy of Board Resolution dated April 23, 2010 regarding the issue of Bonds.
2. Copy of letter from the Company appointing IDBI TSL as Trustee to the Issue.

### **Material Documents**

The following material documents may be inspected at the Registered Office from 11.00 am to 1.00 p.m. from the date of this Disclosure Document, until the date of closure of this Issue:-

- 1) Certified true copies of the Memorandum and Articles of Association of the Company, as amended from time to time.
- 2) Copy of the Certificate of Incorporation of the Company dated 16-02-2007.
- 3) Certified true copy of the Resolution(s) of the Company passed at Annual General Meeting of the company on December 21, 2009 approving the Borrowing Powers of the company.
- 4) Copies of Annual Reports of our Company for the last three Financial Years.
- 5) Credit Rating Letter from ICRA Limited and CARE.
- 6) Certified true copy of the Resolution of the Members of the Company passed at the Annual General Meeting appointing M/s Kothari & Company as statutory auditors of the Company.
- 7) Copy of tripartite agreement between the Company, Link Intime India Pvt. Limited and National Securities Depository Limited.
- 8) Copy of tripartite agreement between the Company, Link Intime India Pvt. Limited and Central Depository Services (India) Limited.

### **IX Details of other borrowings as on March 31, 2011 and any other issue of Debt Securities in the past**

The Company has obtained various financial facilities from banks and financial institutions which include working capital demand loans, cash credits, bank guarantees and a letter of credit issuance facility, short-term loans, corporate loans, non-convertible Bonds and suppliers' bill discounting facility. As at March 31, 2011 borrowings from banks and institutions were:

(Rs. in crore)	
<b>Particulars</b>	<b>Outstanding</b>
<b>Secured</b>	1127.31
<b>Unsecured</b>	4382.64



## West Bengal State Electricity Distribution Company Limited

The table below sets forth outstanding borrowing of Company as on March 31, 2011:

<b>Unsecured Loans</b>	(Rs. In crore)
<b>Particulars</b>	<b>Amount</b>
Loan from State Government	2141.35
Loan from Power Finance Corp. Ltd. (against State Govt. Guarantee)	68.19
Loan from Rural Electrification Corp. Ltd. (against State Govt. Guarantee)	311.02
8.50% Pension Trust Bonds 2016 (including interest)	1660.05
8.50% WBSEB Power Bonds Series 1/ 2018	158.40
PFC Short Term Loan	43.63

### **Details of Security for Secured Indebtedness as on March 31, 2011:**

(Rs. in crore)

<b>Particulars</b>	<b>Amount</b>	<b>Security</b>
Loan from Power Finance Corp. Ltd.	18.04	Secured by Hypothecation of specific Movable Assets
Loan from Power Finance Corp. Ltd. (RAPDRP)	130.05	Secured by Hypothecation of specific Movable Assets
Loan from Rural Electrification Corp. Ltd.	149.12	Secured by Hypothecation of all future Movable Assets & Stores items to be created out of the Loan amount
Term Loan from Punjab National Bank	61.77	Secured by Hypothecation of all the Tangible Movable Machinery & Plant and its spares both present & future, relating to the project undertaken with the loan.
9.34% NCR BOND 2025	500.00	Secured by Hypothecation of specific Fixed Assets
Cash Credits	268.33	Secured by Hypothecation of Current Assets

### **X Any material event/ development or change at the time of issue or subsequent to the issue which may affect the issue or the investor's decision to invest/ continue to invest in the debt securities.**

Other than details given in the Disclosure Document there is no material event/development or change at the time of issuance of this document which may affect the issue or the investor's decision to invest/ continue to invest in the debt securities.

### **XI Particulars of the Debt Securities Issued for Consideration other than Cash, whether in whole or part, at a premium or Discount or in Pursuance of an Option**

The Issuer Company has not issued any debt securities for consideration other than cash, at premium, or at discount.



**XII List of Highest Ten holders of each class or kind of securities of the issuer as on the date of the application along with particulars to the number of shares or Debt Securities held by them and the address of each such holder**

**Top 10 Debt Securities Holder of the Company as on June 30, 2011**

(Rs. in Crores)

<b>Sr. No.</b>	<b>Name</b>	<b>Address</b>	<b>Coupon Rate</b>	<b>Amount Outstanding</b>
1.	WBSEDCL– Pension Trust	Bidyut Bhaban, 6 <sup>th</sup> Floor, Bidhan Nagar, Kolkata–700 091.	8.50%	1660.05
2.	LIC of India	Central Office, Yogakshema, Jeevan Bima Marg, Mumbai-21	8.50%	152.53
3	WELSPUN CORP. LTD	TAL ANJAR ,DISTRICT KUTCH,GUJRAT-370110	9.34%	105.50
4	FCI-CPF TRUST	KHADYA SADAN ,13 <sup>TH</sup> . FLOOR,1620,BARAKHAMBA LANE,NEW DELHI-110001	9.34%	80.00
4	APSRTC EPF TRUST	BUS BHAVAN (ADMINISTRATIVE BUILDING),MURSHIDABAD,HYDERABAD 500020	9.34%	80.00
6	TRUSTEES HSL CPF,ROURKELA	SAIL, ROURKELA-769001	9.34%	55.20
7	WELSPUN INDIA LTD	REHEM MANSION NO.1,IST FLOOR,36/42,SHAHID BHAGAT SINGH ROAD,COLABA,MUMBAI-400039	9.34%	34.20
8	BOT FOR BOKARO STEEL PF	ADMINISTRATIVE BUILDING,BOKARO STEEL PLANT,B S CITY, JHARKHAND 827004	9.34%	31.00
9	SOUTH CANARA DIST. CENTRAL.COOP. BANK LTD.	707 STERLING CENTRE,R C DUTT ROAD,ALKAPURI,BARODA-390005	9.34%	30.00
10	KENDRIYA VIDYALAYA SANGATHAN EPF ACCOUNT	KENDRIYA VIDYALAYA SANGATHAN ,18 INSTITUTIONAL AREA,NEW DELHI-110016	9.34%	20.00





## West Bengal State Electricity Distribution Company Limited

### Top 10 Equity Holder of the Company as on June 30, 2011

Sr. No.	Name of Shareholder	Address	No. of Shares Held	% Shareholding
1	Governor of West Bengal	The Raj Bhavan, Kolkata.	255,83,49,863	99.99%
2	Shri Malay Kumar De, IAS Nominee of Govt.of WB	Bidyut Bhaban, 7th Floor, Bidhan Nagar, Kolkata-700 091	40,100	-
3	Shri Anirban Guha Nominee of Govt.of WB	2Y, Bato Krishna Paul Lane, Ghughudanga, Kolkata-30.	9,500	-
4	Shri Tapas Kanti Chaudhari Nominee of Govt.of WB	No.3, Bipra Das Street, Flat - E-2, 4 <sup>th</sup> Floor, Kolkata – 09.	100	-
5	Shri Sujit Dasgupta, IAS Nominee of Govt.of WB	HB:5/3 Sector-3, Salt Lake, Kolkata – 700 106.	100	-
6	Shri Kalipada Bhar, IAS Nominee of Govt.of WB	Block H-22, Flat No. 31, Bishnabghata, Patuli Township, Kolkata – 94.	100	-
7	Smt. Piyali Sengupta, IAS Nominee of Govt.of WB	311, Ganguli Bazar, P.O. Nakhtala, Kolkata – 47.	100	-

### **XIII Undertaking that the Issuer shall use a Common Form of Transfer**

The normal procedure followed for transfer of securities held in dematerialized form shall be followed for transfer of these Bonds held in electronic form. The seller should give delivery instructions containing details of the buyer's DP account to his depository participant. The Issuer undertakes that there will be a common transfer form / procedure for transfer of Bonds.

### **XIV Redemption Amount, Period of Maturity, yield on Redemption**

Redemption Amount	Rs 500.00 Crore (at par)
Tenor	15 Years
Redemption	At par, at the end of 15 <sup>th</sup> Year
Coupon Rate	10.85% p.a.
Interest Payment	Semi-Annually on the face value of the Bonds



## West Bengal State Electricity Distribution Company Limited

### **XV Information Relating to the terms of Offer/Purchase**

Issuer	<b>West Bengal State Electricity Distribution Company Limited</b>
Issue Size	Rs. 500.00 Crore
Instrument	Secured Redeemable Non-Convertible Bonds Series-III in the nature of Debentures
Issuance	Only in Dematerialised form
Tenor	15 Years
Coupon Rate	10.85% p.a.
Interest Payment	Semi-Annually on 04 February & 04 August every year of the face value of the Bonds outstanding throughout the tenure of the Bonds
Put/Call Option	None
Redemption	At par at the end of 15 <sup>th</sup> Year
Face Value/ Issue Price per Bond	Rs. 10,00,000/- each
Minimum Subscription	1 Bond and in multiple of 1 Bond thereafter
Security	Assets to be created out of this fund from upcoming / ongoing / existing projects of the Company
Interest on Application Money	Interest at the coupon rate (subject to deduction of income tax under the provisions of the Income Tax Act, 1961, or any other statutory modification or re-enactment thereof, as applicable) will be paid to all the applicants on the application money for the Bonds. Such interest shall be paid from the date of realization of cheque(s)/ demand draft(s) up to one day prior to the Deemed Date of Allotment. The interest on application money will be computed on an Actual/ 365 day basis.
Interest Calculation	Interest for each of the interest periods shall be calculated, on 'actual/ 365 (366 in case of a leap year) days' basis, on the face value of principal outstanding on the Bonds at the coupon rate rounded off to the nearest Rupee.
Record Date	The 'Record Date' for the Bonds shall be 15 days prior to each interest payment and/ or principal repayment date.

Listing	The Bonds are proposed to be listed on the WDM segment of the Bombay Stock Exchange Limited (BSE)
Trading	The Bonds will be traded in Dematerialised form only
Depository	NSDL/CDSL

#### **Issue Programme:-**

Issue Opening Date	July 22, 2011
Issue Closing Date	August 04, 2011
Deemed Date of Allotment	August 04, 2011

*(The company reserves the right to change the issue programme and also accept or reject any application in part or in full without assigning any reason.)*



## **West Bengal State Electricity Distribution Company Limited**

### **Other Offer details:**

#### **Market Lot**

The market lot will be one Bond ("Market Lot"). Since the Bonds are being issued only in dematerialized form, the odd lots will not arise either at the time of issuance or at the time of transfer of Bonds.

#### **Letter(s) of Allotment**

Issue of Letter(s) of Allotment :-

The beneficiary account of the investor(s) with National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited (CDSL)/ Depository Participant will be given initial credit within 15 days from the Deemed Date of Allotment. The initial credit in the account will be akin to the Letter of Allotment. On completion of the all statutory formalities, such credit in the account will be akin to a Bond Certificate.

#### **Bonds in Dematerialized Form**

The Company has finalized Depository Arrangements with National Securities Depository Limited (NSDL)/Central Depository Services Limited (CDSL) for dematerialization of the Bonds. The investor has to necessarily hold the Bonds in dematerialized form and deal with the same as per the provisions of Depositories Act, 1996 (as amended from time to time). The normal procedures followed for transfer of securities held in dematerialized form shall be followed for transfer of these Bonds held in electronic form. The seller should give delivery instructions containing details of the buyer's DP account to his depository participant.

Applicants are required to mention their Depository Participant's name, DP-ID and Beneficiary Account Number/Client ID in the appropriate place in the Application Form. In case the depository arrangement is finalised before the completion of all legal formalities for issue of Bond Certificates, Bonds to successful allottee(s) having Depository Account shall be credited to their Depository Account against surrender of Letter of Allotment.

Interest or other benefits with respect to the Bonds would be paid to those Bondholders whose names appear on the list of beneficial owners given by the Depositories to the Issuer as on a record date/book closure date. The Issuer would keep in abeyance the payment of interest or other benefits, till such time that the beneficial owner is identified by the Depository and informed to the Issuer where upon the interest/benefits will be paid to the beneficiaries within a period of 30 days.

#### **Issue of Bond Certificate(s)**

Subject to the completion of all legal formalities within 3 months from the Deemed Date of Allotment, or such extended period (further maximum 3 months) as may be approved by the Appropriate Authorities, the initial credit akin to a Letter of Allotment in the Beneficiary Account of the investor would be replaced with the number of Bonds allotted.

The Bonds since issued in electronic (dematerialized) form, will be governed as per the provisions of The Depositories Act, 1996, Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, rules notified by NSDL/ CDSL/ Depository Participant from time to time and other applicable laws and rules notified in respect thereof.

#### **Face Value, Issue Price, Effective Yield for Investor**

Each Bond has a face value of Rs.10,00,000/- and is issued at par. Since there is no premium or discount on either issue price or on redemption value of the Bonds, the effective yield for the investors held to maturity shall be the same as the coupon rate on the Bonds.



## **West Bengal State Electricity Distribution Company Limited**

### **Security**

The entire amount of the Bonds including interest payable thereon shall be secured by way of charge on assets to be created out of this fund from upcoming / ongoing / existing projects of the Company.

The Company undertakes to abide by the stipulated time frame of Charge Creation.

Company has no Revaluation reserves as on 31-03-2011.

### **Interest on Application Money**

Interest at the coupon rate (subject to deduction of income tax under the provisions of the Income Tax Act, 1961, or any other statutory modification or re-enactment thereof, as applicable) will be paid to all the applicants on the application money for the Bonds. Such interest shall be paid from the date of realisation of cheque(s)/ demand draft(s)/ RTGS upto one day prior to the Deemed Date of Allotment. The interest on application money will be computed on an Actual/ 366 day basis. Such interest would be paid on all the valid applications, including the refunds. Where the entire subscription amount has been refunded, the interest on application money will be paid alongwith the Refund Orders. Where an applicant is allotted lesser number of Bonds than applied for, the excess amount paid on application will be refunded to the applicant alongwith the interest on refunded money.

The interest cheque(s)/ demand draft(s) for interest on application money (alongwith Refund Orders, in case of refund of application money, if any) shall be dispatched by the company within 15 days from the Deemed Date of Allotment and the relative interest warrant(s) alongwith the Refund Order(s), as the case may be, will be dispatched by registered post to the sole/ first applicant, at the sole risk of the applicant.

### **Payment of Interest**

The interest will be payable to the Bondholder(s) whose names appear in the List of Beneficial Owners given by the Depository to the Bank on the Record Date/ Book Closure Date. Payment of interest will be made by way of cheque(s)/ interest warrant(s)/ demand draft(s)/ credit through RTGS system. In case of cheque/demand draft the same will be dispatched to the sole/ first applicant, 7 days before the due date(s) by registered post at the sole risk of the applicant.

### **Computation of Interest**

Interest for each of the interest periods shall be calculated, on 'actual/ 365 (366 in case of a leap year) days' basis, on the face value of principal outstanding on the Bonds at the coupon rate rounded off to the nearest Rupee.

### **Tax Deduction at Source (TDS)**

Tax as applicable under the Income Tax Act, 1961, or any other statutory modification or re-enactment thereof will be deducted at source. For seeking TDS exemption/ lower rate of TDS, relevant certificate(s)/ document(s) must be lodged at least 15 days before the payment of interest becoming due with the Company Secretary, or to such other person(s) at such other address (es) as the Company may specify from time to time through suitable communication.

Tax exemption certificate/ declaration of non-deduction of tax at source on interest on application money, should be submitted along with the Application Form. Where any deduction of Income Tax is made at source, the Company shall send to the Bondholder(s) a Certificate of Tax Deduction at Source.



## **West Bengal State Electricity Distribution Company Limited**

### **Tax Benefits**

The Bondholder(s) are advised to consult their own tax advisers on the tax implications of the acquisition, ownership and sale of Bonds and income arising thereon.

### **Payment on Redemption**

Payment on redemption will be made by cheque(s)/ warrants(s) in the name of the Bondholders whose name appears on the List of Beneficial owners given by Depository to the Company as on the Record Date. On the Company dispatching the redemption warrants to such Beneficiary (ies) by registered post/ courier, the liability of the Company shall stand extinguished.

The Bonds shall be taken as discharged on payment of the redemption amount by the Company on maturity to the list of Beneficial Owners as provided by NSDL/ CDSL/ Depository Participant. Such payment will be a legal discharge of the liability of the Company towards the Bondholder(s). On such payment being made, the Company will inform NSDL/ CDSL/ Depository Participant and accordingly the account of the Bondholders holder(s) with NSDL/ CDSL/ Depository Participant will be adjusted.

The Company's liability to the Bondholders towards all their rights including for payment or otherwise shall cease and stand extinguished from the due date of redemption in all events. Further the Company will not be liable to pay any interest or compensation from the date of redemption. On the Company dispatching the amount as specified above in respect of the Bonds the liability of the Company shall stand extinguished.

In case if the principal redemption date falls on a day which is not a Business Day ('Business Day' being a day on which Commercial Banks are open for Business in the city of Mumbai), then the payment due shall be made on the next Business Day.

### **Effect of Holidays**

Should any of dates defined above or elsewhere in the Disclosure Document, excepting the Deemed Date of Allotment, fall on a Saturday, Sunday or a Public Holiday, the next working day shall be considered as the effective date(s).

### **List of Beneficial Owners**

The Company shall request the Depository to provide a list of Beneficial Owners as at the end of the Record Date. This shall be the list, which shall be considered for payment of interest or repayment of principal amount, as the case may be.

### **Bond/ Debenture Redemption Reserve (DRR)**

As per clarification issued by the Department of Company Affairs, Government of India vide circular no. 6/3/2001-CL.V dated 18.04.2002, for manufacturing & infrastructure companies, the adequacy of DRR is defined at 25% of the value of debentures issued through private placement route. In terms of extant provisions of Companies Act, 1956, the Company is required to create Debenture Redemption Reserve out of profits, if any, earned by the company. In case of the current issue of Bonds, the Company has also appointed a Trustee to protect the interest of the investors.

### **Notices**

All notices to the Bondholder(s) required to be given by the Company or the Trustees shall be published in one English and one regional language daily newspaper in Mumbai, New Delhi, Kolkata and Chennai and/ or, will be sent by post/ courier to the sole/ first allottee or sole/ first Beneficial Owner of the Bonds, as the case may be from time to time.

All notice(s) to be given by the Bondholder(s)/ shall be sent by registered post or by hand



## **West Bengal State Electricity Distribution Company Limited**

delivery to the Company or to such persons at such address as may be notified by the Company from time to time through suitable communication.

### **Sharing of Information**

The Company may, at its option, use on its own, as well as exchange, share or part with any financial or other information about the Bondholders available with the Company, with its subsidiaries and affiliates and other banks, financial institutions, credit bureaus, agencies, statutory bodies, as may be required and neither the Company or its subsidiaries and affiliates nor their agents shall be liable for use of the aforesaid information.

### **Undertaking by the Issuer**

The Issuer Company undertakes that:

- a) the complaints received in respect of the Issue shall be attended to by the issuer company expeditiously and satisfactorily;
- b) it shall take all steps for completion of formalities for listing and commencement of trading at all the concerned stock exchange(s) where securities are to be listed and taken within 70 working days from the date of closure of issue.
- c) the funds required for dispatch of refund orders by registered post shall be made available to the Registrar to the Issue by the Issuer Company;
- d) no further issue of securities shall be made till the securities offered through this Disclosure Document are listed or till the application moneys are refunded on account of non-listing, under-subscription, etc;
- e) Necessary co-operation to the credit rating agency shall be extended in providing true and adequate information till the debt obligations in respect of the instrument are outstanding.

### **Depository Arrangements**

The Company has appointed "Link Intime India Pvt. Limited" (hereinafter referred to as the 'Registrars/ 'RTA') 59-C, Chowringhee Road, 3<sup>rd</sup> Floor, Kolkata – 700 020, Tel No: (033) 22890540, Telefax No: (033) 22890539, E-Mail: Kolkata@linkintime.co.in, Website: www.linkintime.co.in, as Registrars & Transfer Agent for the present Bond issue. The Company has made necessary depository arrangements with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for issue and holding of Bonds in dematerialized form. In this context the Company has signed two tripartite agreements as under:

- 1) Tripartite Agreement between West Bengal State Electricity Distribution Company Limited, Link Intime India Pvt. Limited and National Securities Depository Limited (NSDL) for offering depository option to the investors.
- 2) Tripartite Agreement between West Bengal State Electricity Distribution Company Limited, Link Intime India Pvt. Limited and Central Depository Services (India) Limited (CDSL) for offering depository option to the investors.

Investors can hold the Bonds only in dematerialized form and deal with the same as per the provisions of Depositories Act, 1996 as amended from time to time.



## **West Bengal State Electricity Distribution Company Limited**

### **Procedure for applying for Demat Facility**

- The applicant must have at least one beneficiary account with any of the Depository Participants (DPs) of NSDL or CDSL prior to making the application.
- The applicant must necessarily fill in the details (including the beneficiary account number and Depository Participant's ID) appearing in the Application Form under the heading 'Details for Issue of Bonds in Electronic/ Dematerialised Form'.
- Bonds allotted to an applicant will be credited directly to the applicant's respective Beneficiary Account(s) with the DP.
- For subscribing the Bonds, names in the application form should be identical to those appearing in the account details in the depository. In case of joint holders, the names should necessarily be in the same sequence as they appear in the account details in the depository.
- The Registrars to the Issue will directly send non-transferable allotment advice/ refund orders to the applicant.
- If incomplete/ incorrect details are given under the heading 'Details for Issue of Bonds in Electronic/ Dematerialised Form' in the application form, it will be deemed to be an incomplete application and the same may be held liable for rejection at the sole discretion of the company.
- For allotment of Bonds, the address, nomination details and other details of the applicant as registered with his/her DP shall be used for all correspondence with the applicant. The Applicant is therefore responsible for the correctness of his/her demographic details given in the application form vis-à-vis those with his/her DP. In case the information is incorrect or insufficient, the Issuer would not be liable for losses, if any.
- It may be noted that Bonds being issued in electronic form, the same can be traded only on the Stock Exchanges having electronic connectivity with NSDL or CDSL. Stock Exchange(s) where the Bonds of the company are proposed to be listed has connectivity with NSDL and CDSL.
- Interest or other benefits would be paid to those Bondholder(s) whose names appear on the list of beneficial owners given by the Depositories to the company as on Record Date/ Book Closure Date. In case of those Bonds for which the beneficial owner is not identified by the Depository as on the Record Date/ Book Closure Date, the company would keep in abeyance the payment of interest or other benefits, till such time that the beneficial owner is identified by the Depository and conveyed to the company, whereupon the interest or benefits will be paid to the beneficiaries, as identified, within a period of 30 days.

### **Mode of Transfer of Bonds**

Bonds shall be transferred subject to and in accordance with the rules/ procedures as prescribed by the NSDL/ CDSL/ Depository Participant of the transferor/ transferee and any other applicable laws and rules notified in respect thereof. The normal procedure followed for transfer of securities held in dematerialized form shall be followed for transfer of these Bonds held in electronic form. The seller should give delivery instructions containing details of the buyer's DP account to his depository participant.

Transfer of Bonds to and from NRIs/ OCBs, in case they seek to hold the Bonds and are eligible to do so, will be governed by the then prevailing guidelines of RBI. The transferee(s) should ensure that the transfer formalities are completed prior to the Record Date. In the absence of the same, interest will be paid/ redemption will be made to the person, whose name appears in the records of the Depository. In such cases, claims, if any, by the transferee(s) would need to be settled with the transferor(s) and not with the company.



### **Trustees for the Bondholder(s)**

The Company has appointed IDBI Trusteeship Services Limited to act as Trustees for the Bondholder(s) (hereinafter referred to as "Trustees"). A copy of letter from IDBI Trusteeship Services Limited conveying their consent to act as Trustees for the Bondholder(s) is enclosed elsewhere in this Disclosure Document.

1. The Company and the Trustees will enter into a Trustee Agreement, inter alia, specifying the powers, authorities and obligations of the Company and the Trustees in respect of the Bonds.
2. The Bondholder(s) shall, by signing the Application Form and without any further act or deed, be deemed to have irrevocably given their consent to the Trustees or any of their agents or authorized officials to do inter-alia all acts, deeds and things necessary in respect of or relating to the security to be created for securing the Bonds being offered in terms of this Disclosure Document.
3. All the rights and remedies of the Bondholder(s) shall vest in and shall be exercised by the said Trustees without having it referred to the Bondholder(s).
4. No Bondholder(s) shall be entitled to proceed directly against the Company unless the Trustees, having become so bound to proceed, fail to do so.
5. Any payment made by the Company to the Trustees on behalf of the Bondholder(s) holder(s) shall discharge the Company *pro tanto* to the Bondholder(s).
6. The Trustees will protect the interest of the Bondholder(s) in the event of 'Default' by the Company in regard to timely payment of interest and repayment of principal and they will take necessary action at the cost of the Company.

### **Right to Accept or Reject Applications**

The Board of Directors/ Committee of Directors reserves its full, unqualified and absolute right to accept or reject any application, in part or in full, without assigning any reason thereof. The Application Forms that are not complete in all respects are liable to be rejected and would not be paid any interest on the application money. Application would be liable to be rejected on one or more technical grounds, including but not restricted to:

- a) Number of Bonds applied for is less than the minimum application size;
- b) Applications exceeding the issue size;
- c) Bank account details not given;
- d) Details for issue of Bonds in electronic/ dematerialized form not given;
- e) PAN/GIR and IT Circle/Ward/District not given;

In case of applications under Power of Attorney by limited companies, corporate bodies, trusts, etc. relevant documents not submitted.

### **PAN/ GIR Number**

All applicants should mention their Permanent Account Number or the GIR Number allotted under Income Tax Act, 1961 and the Income Tax Circle/ Ward/ District. In case where neither the PAN nor the GIR Number has been allotted, the fact of such a non-allotment should be mentioned in the Application Form in the space provided.

### **Record Date/ Book Closure Date Falling on Sunday/ Holiday**

The 'Record Date/ Book Closure Date' for the Bonds shall be 15 days prior to each interest





## West Bengal State Electricity Distribution Company Limited

payment and/ or principal repayment date (in case of exercise of call option). In case record date / book closure date falls on Sunday / Holiday, the day prior to the said Sunday / Holiday shall be the record date / book closure date.

### How to Apply

This Disclosure Document is neither a prospectus nor a statement in lieu of prospectus and does not constitute an offer to the public generally to subscribe for or otherwise acquire the Bonds issued by the Company. The document is for the exclusive use of the Institution(s) to whom it is delivered and it should not be circulated or distributed to third parties. The document would be sent specifically addressed to the institution(s) by the Issuer Company.

Only eligible investors as given hereunder may apply for Bonds by completing the Application Form in the prescribed format in BLOCK LETTERS in English as per the instructions contained therein. Applications should be for a minimum of 1 Bond and in multiples of 1 Bond thereafter. Applications not completed in the said manner are liable to be rejected. The name of the applicant's bank, type of account and account number must be filled in the Application Form. This is required for the applicant's own safety and these details will be printed on the refund orders and interest/ redemption warrants.

The applicant should mention his/her Permanent Account Number (PAN) allotted under the Income-Tax Act, 1961 or where the same has not been allotted, the GIR No. and the Income tax Circle/Ward/District as per the provision of Section 139A (5A) of the Income Tax Act, PAN/GIR No. needs to be mentioned on the TDS certificates. Hence, the investor should mention his PAN/GIR No. if the investor does not submit Form 15G/15AA/other evidence, as the case may be for non-deduction of tax at source.

Unless the Issuer Company specifically agrees in writing with or without such terms or conditions it deems fit, a separate single cheque/ demand draft must accompany each Application Form. Applicants are requested to write their names and application serial number on the reverse of the instruments by which the payments are made. All applicants are requested to tick the relevant column "Category of Investor" in the Application Form.

Application Form must be accompanied by either demand draft(s) or cheque(s) drawn or made payable in favour of '**West Bengal State Electricity Distribution Company Limited**' and crossed '**Account Payee Only**'. Cash, outstation cheques, money orders, postal orders and stockinvest shall not be accepted. Detailed instructions for filling up the application form are provided in the Application Form. Alternatively, investors can remit their application money through RTGS to "**West Bengal State Electricity Distribution Company Limited**" RTGS Account as detail given below:

<b>Account Name</b>	<b>:</b>	<b>West Bengal State Electricity Distribution Company Ltd.</b>
<b>1. Name of Bank</b>	<b>:</b>	<b>Punjab National Bank</b>
<b>Address</b>	<b>:</b>	<b>Sector-V, Salt Lake, Kolkata.</b>
<b>IFSC Code No.</b>	<b>:</b>	<b>PUNB0454800</b>
<b>Current Account No.</b>	<b>:</b>	<b>454800VS00000026</b>
<b>2. Name of Bank</b>	<b>:</b>	<b>Axis Bank</b>
<b>Address</b>	<b>:</b>	<b>BD-20, Sector-I , Salt Lake, Kolkata.</b>
<b>IFSC Code No.</b>	<b>:</b>	<b>UTIB0000025</b>
<b>Current Account No.</b>	<b>:</b>	<b>025010200011811</b>
<b>3. Name of Bank</b>	<b>:</b>	<b>UCO Bank</b>



## **West Bengal State Electricity Distribution Company Limited**

**Address** : **Sector-II, Salt Lake, Kolkata.**  
**IFSC Code No.** : **UCBA0001713**  
**Current Account No.** : **17130202000891**

No separate receipts shall be issued for the application money. However, the duly completed Application Forms will be acknowledged as the receipt of the applications by stamping and returning the acknowledgment slip to the applicant. For further instructions, please read Application Form carefully.

### **Who can Invest**

Persons who have been addressed through a communication directly are only eligible to apply. No other person can apply. The bonds are eligible for investment by:

- a. Companies and Bodies Corporate.
- b. Commercial Banks.
- c. Primary Urban Co-operative Banks.
- d. Regional Rural Banks (RRBs).
- e. Financial Institutions and Mutual Funds.
- f. Insurance Companies.
- g. Non Banking Finance Companies and Residuary Non Banking Finance Companies.
- h. Provident Funds, Pension Funds, Superannuation Funds and Gratuity Funds.
- i. Charitable and Religious Trusts, Port Trusts.
- j. Co-operative Societies & Institutions.
- k. Any other investor authorized to invest in these Bonds.

All investors are required to comply with the relevant regulations/ guidelines applicable to them for investing in this issue of Bonds.

### **Application by Company/ Corporate Bodies/ Financial Institutions & Statutory Companies**

The application must be accompanied by certified true copies of 1} Memorandum & Articles of Association/constitution/bye laws 2} Resolution authorising investment and containing operating instruction 3} Specimen signature of authorised signatories 4} Relevant certificates in the prescribed form (s) under Income Tax Rules, 1962, if exemption is sought from deduction of tax at source on interest income.

### **Application by Commercial Banks/ Mutual Funds**

The Reserve Bank of India vide its Circular DBOD No. DIR: BC.4/13.7.05/94 dated 25<sup>th</sup> January 1994 to all scheduled commercial banks, has withdrawn the ceiling of 5% of incremental deposits of the previous year for investments in equity shares and Bonds of Public Sector Undertakings. The Reserve Bank of India has however, vide Circular No. MPD-BC 181/07.01. 279 /98-99 dated 30.10.1998 introduced a 2.5% risk weight on Central /State Government securities and in securities guaranteed by them by the year ending March 2000. Further, an additional risk weight of 20% is introduced in the Government guaranteed securities of Government undertakings with effect from financial year 2000-01.

The application must be accompanied by certified true copies of 1) Power of Attorney 2) Resolution authorising investment and containing operating instruction 3) SEBI registration certificate 4) Specimen signature of authorised signatories.

### **Application by Co-operative Banks**

The Reserve Bank of India vide its Circular No.BR.CIR.72/16.20.00/93-04 dated May 16,1994 has allowed primary co-operative banks to invest their surplus funds upto 10% of deposits in bonds of Public Sector Undertakings provided inter-alia, that a provision exist for such



## **West Bengal State Electricity Distribution Company Limited**

investments in the respective State Co-operative Societies Act/ Multi State Co-operative Societies Act and Banks should intimate the Registrar of Co-operative Societies of the State. Hence, the bonds are eligible securities for investments by primary co-operative banks. The application must be accompanied by certified true copies of 1) Government notification/ certificate of incorporation /other documents governing constitutions 2} Resolution authorising investment and containing operating instruction 3) Specimen signature of authorised signatories 4) Relevant certificates in the prescribed form (s) under Income Tax Rules, 1962, if exemption is sought from deduction of tax at source on interest income.

### **Application by Regional Rural Banks (RRBs)**

The RBI vide Circular No. RPCD RRB.BC.882/03.05.34/96-97 dated December 13, 1996 has permitted RRBs to invest their surplus non-SLR funds in bonds of Public Sector Undertakings. The RBI has, vide circular no. RPCD (H)/04.03.06/98-99 dated November 2, 1998 clarified that single exposure norms would be applicable in respect of investments in Bonds and bonds of Public Sector Undertakings. The applications must be accompanied by certified true copies of (i) Government notification/ Certificate of Incorporation/ Memorandum & Articles of Association/ Other documents governing constitution (ii) resolution authorising investment and containing operating instructions (iii) Specimen signatures of authorised signatories (iv) Form 15 AA for claiming exemption from deduction of tax at source on interest income and (v) Form 15 H for claiming exemption of deduction of tax at source on interest on application money.

### **Application by Provident Funds, Superannuation Funds and Gratuity Funds**

As per Notification dated July 9, 2003 issued by Ministry of Labour / Shram Mantralaya, Government of India, in exercise of the powers conferred by Sub-paragraph (1) of Paragraph 52 of the Employees' Provident Funds Scheme, 1952 and in Supersession of the Notification of the Government of India in the Ministry of Labour No. S.O. 1398 dated the 11th July 1998 the Central Government directed funds to invest incremental accretions in these avenues as under:

- 30%: under category (iii) (a), Bonds of 'Public Financial Institutions' as specified under Section 4(1) of the Companies Act; 'Public Sector Companies' as defined in Section 2(36A) of the Income Tax Act, 1961 including Public Sector Banks;
- 30%: under category (iv), for investment at the discretion of the Trustees in any categories

WBSEDCL is a "Public Sector Company" within the meaning of Section 2(36A) of the Income Tax Act, 1961 as more than 51% of the paid up share capital is held by Government of West Bengal.

The applications must be accompanied by certified true copies of (i) Trust Deed/Bye laws (ii) resolution authorising investment and containing operating instructions (iii) specimen signatures of authorized signatories (iv) Recognition Certificate from Income Tax Department.

### **Application by Non Banking Finance Companies (NBFCs)/ Residuary Non-Banking Finance Companies (RNBFCs)**

As per Circular No. DFC (COC) No. 2/02.04/96-97 dated July 24, 1996 issued by the Reserve Bank of India, NBFCs and RNBFCs are required to invest, inter alia, upto 10% of their deposits in Government Guaranteed Bonds to meet their liquidity requirements. The Reserve Bank of India has vide its Circular No: DFC.121/ED/(G)-98 dated January 31, 1998 has specified that NBFCs are required to maintain liquid assets of 15.00% on and from April, 26 1999.



## **West Bengal State Electricity Distribution Company Limited**

The applications must be accompanied by certified true copies of (i) Memorandum and Articles of Association (ii) Power of Attorney (iii) resolution authorizing investment and containing operating instructions (iv) specimen signatures of authorised signatories. Application by Insurance Companies as per Circular No. 32(I)/INVT/93 dated September 20, 1994 issued by Insurance Division, Department of Economic Affairs, Ministry of Finance, Government of India, insurance companies are required to invest upto 10% of their net surplus funds in State Government Securities or Government Guaranteed bonds.

The applications must be accompanied by certified true copies of (i) Memorandum and Articles of Association (ii) Power of Attorney (iii) resolution authorizing investment and containing operating instructions (iv) specimen signatures of authorized signatories.

### **Procedure for applications by Mutual Funds and Multiple Applications**

The applications forms duly filled shall clearly indicate the name of the concerned scheme for which application is being made and must be accompanied by certified true copies of:

- SEBI registration certificate
- Resolution authorizing investment and containing operating instructions
- Specimen Signature of authorized signatories

### **Documents to be provided by investors**

Investors need to submit the following documentation, along with the application form, as applicable:

- Memorandum and Articles of Association/ Documents Governing Constitution;
- Resolution authorizing investment;
- Certified True Copy of the Power of Attorney;
- Form 15 AA for investors seeking exemption from Tax deduction at source from interest on the application money;
- Specimen signatures of the authorised signatories duly certified by an appropriate authority;
- SEBI Registration Certificate (for Mutual Funds);
- PAN to be submitted.

### **Applications under Power of Attorney**

A certified true copy of the power of attorney or the relevant authority as the case may be along with the names and specimen signature(s) of all the authorized signatories and the tax exemption certificate/ document, if any, must be lodged along with the submission of the completed Application Form. Further modifications/ additions in the power of attorney or authority should be notified to the Company or to its Registrars or to such other person(s) at such other address(es) as may be specified by the Company from time to time through a suitable communication.

### **Future Borrowings**

The Company shall be entitled to borrow/ raise loans or avail of financial assistance in whatever form as also issue Bonds/ Notes/ other securities in any manner with ranking as pari-passu basis or otherwise and to change its capital structure, including issue of shares of any class or redemption or reduction of any class of paid up capital, on such terms and conditions as the Company may think appropriate, without the consent of, or intimation to, the Bondholder(s) in this connection.



## **West Bengal State Electricity Distribution Company Limited**

### **Purchase/ Sale of Bonds**

The Company will have the power exercisable at its absolute discretion from time to time to purchase some or all the Bonds at any time prior to the specified date(s) of redemption, at discount, at par or at premium from the open market in accordance with the applicable laws. Such Bonds, at the option of the Company, may be cancelled, held or resold at such price and on such terms and conditions as the Company may deem fit and as permitted by law.

### **Right to Re-Issue**

In the event of the Bonds being so purchased and/ or redeemed before maturity in any circumstances whatsoever, the Company shall have the right to re-issue the Bonds under section 121 of the Companies Act, 1956 or any other relevant statute(s), as applicable.

### **Bondholder(s) not a Shareholder**

The Bondholder(s) will not be entitled to any of the rights and privileges available to the Shareholders.

### **Rights of Bondholders**

The Bonds are subject to the provisions of the Companies Act, 1956, the Memorandum and Articles, the terms of this Disclosure Document and Application Form. Over and above such terms and conditions, the Bonds shall also be subject to other terms and conditions as may be incorporated in the Trustee Agreement/ Letters of Allotment/ Bond Certificates, guidelines, notifications and regulations relating to the issue of capital and listing of securities issued from time to time by the Government of India and/or other authorities and other documents that may be executed in respect of the Bonds.

Save as otherwise provided in this Disclosure Document, the provisions contained in Annexure C and/ or Annexure D to the Companies (Central Government's) General Rules and Forms, 1956 as prevailing and to the extent applicable, will apply to any meeting of the Bondholders, in relation to matters not otherwise provided for in terms of the Issue of the Bonds.

A register of Bondholders will be maintained in accordance with Section 152 of the Act and all interest and principal sums becoming due and payable in respect of the Bonds will be paid to the registered holder thereof for the time being or in the case of joint-holders, to the person whose name stands first in the Register of Bondholders.

### **Modification of Rights**

The rights, privileges, terms and conditions attached to the Bonds may be varied, modified or abrogated with the consent, in writing, of those holders of the Bonds who hold at least three fourth of the outstanding amount of the Bonds or with the sanction accorded pursuant to a resolution passed at a meeting of the Bondholders, provided that nothing in such consent or resolution shall be operative against the Company where such consent or resolution modifies or varies the terms and conditions of the Bonds, if the same are not acceptable to the Company.

### **Succession**

In the event of the demise of the sole/ first holder of the Bonds or the last survivor, in case of joint holders for the time being, the Company will recognize the executor or administrator of the deceased Bondholder(s), or the holder of succession certificate or other legal representative as having title to the Bonds. The Company shall not be bound to recognize such executor or administrator, unless such executor or administrator obtains probate,



## **West Bengal State Electricity Distribution Company Limited**

wherever it is necessary, or letter of administration or such holder is the holder of succession certificate or other legal representation, as the case may be, from a Court in India having jurisdiction over the matter. The Company may, in its absolute discretion, where it thinks fit, dispense with production of probate or letter of administration or succession certificate or other legal representation, in order to recognize such holder as being entitled to the Bonds standing in the name of the deceased Bondholder(s) on production of sufficient documentary proof or indemnity.

Where a non-resident Indian becomes entitled to the Bond by way of succession, the following steps have to be complied with:

- a. Documentary evidence to be submitted to the Legacy Cell of the RBI to the effect that the Bonds was acquired by the NRI as part of the legacy left by the deceased holder.
- b. Proof that the NRI is an Indian National or is of Indian origin.

Such holding by the NRI will be on a non-repatriation basis.

### **Signatures**

Signatures should be made in English and in any of the Indian Languages. Thumb impressions must be attested by an authorized official of a Bank or by a Magistrate/ Notary Public under his/her official seal.

### **Nomination Facility**

As per Section 109 A of the Companies Act, 1956, only individuals applying as sole applicant/ Joint Applicant can nominate, in the prescribed manner, a person to whom his Bonds shall vest in the event of his death. Non-individuals including holders of Power of Attorney can not nominate.

### **Governing Law**

The Bonds are governed by and shall be construed in accordance with the Indian laws. Any dispute arising thereof will be subject to the jurisdiction at the city of Kolkata.

### **Consents**

Consents in writing of the Registrar of issue and Trustees for the Bondholders to act in their respective capacities, have been obtained.

### **Underwriting of the issue**

The Issue of Bonds has not been underwritten.

### **Compliance Officer**

Shri Shyamal Kr. Sen  
General Manger (F&A)  
Bidyut Bhaban, 7th Floor, DJ Block, Sector II,  
Bidhan Nagar, Kolkata – 700 091.  
Tel: (033) 2359 1903, 2319 7216  
Fax: (033) 2358 5292  
Email: gmfa\_dcl\_08@yahoo.in

The investors can contact the Compliance Officer in case of any pre-issue/ post-issue related problems such as non-credit of letter(s) of allotment/ Bond certificate(s) in the demat account, non-receipt of refund order(s), interest warrant(s)/ cheque(s) etc.



## **West Bengal State Electricity Distribution Company Limited**

### **Company Secretary**

Shri P. K. Banerjee  
Company Secretary  
Bidyut Bhaban, 7th Floor, DJ Block, Sector II,  
Bidhan Nagar, Kolkata – 700 091.  
Tel: (033) 2359 7937

### **STATUTORY AUDITORS**

#### **M/s Kothari & Company**

Chartered Accountants  
1-E, Neelkanth, 26B,  
Camac Street,  
Kolkata – 700016.

### **BANKERS TO THE ISSUE**

- 1. Name of Bank : Punjab National Bank**  
**Address : Sector-V, Salt Lake, Kolkata.**
- 2. Name of Bank : Axis Bank**  
**Address : BD-20, Sector-I , Salt Lake, Kolkata.**
- 3. Name of Bank : UCO Bank**  
**Address : Sector-II, Salt Lake, Kolkata**

### **MERCHANT BANKERS TO THE ISSUE**

- 1. ICICI Securities Primary Dealership Ltd.**  
**ICICI Centre ,H.T. Parekh Marg, Churchgate,**  
**Mumbai 400020**  
**Ph No.(022)22882460/2470**  
**Email ID:-preetam.sengupta@isecpd.com**

- 2. Axis Bank Ltd.**

**BombayDyeing Mills Compound,**  
**Pandurang Budhkar Marg,**  
**Worli, Mumbai - 400 025**  
**Tel: (022) 660 43591**  
**email ID:- corpbondaxis@gmail.com**

- 3. Trust Investment Advisors Pvt. Ltd**  
**1<sup>st</sup>. Floor Balarama,Bandra kurla complex,**  
**Bandra East,Mumbai-400051,Maharashtra,**  
**Ph No.:- (022)4084 5000**  
**Email ID:-info@trustgroup.co.in**

**CREDIT RATING AGENCY**



**ICRA Limited**

FMC FORTUNA  
A-10 & A-11, 3<sup>rd</sup> Floor  
234/3A, A.J.C.Bose Road  
Kolkata – 700 020  
Tel: +91-033- 2280 0008, 22831411  
Fax: +91-033- 22870728  
Website: [www.icra.in](http://www.icra.in)



**Credit Analysis & Research Ltd. (CARE)**

3<sup>rd</sup> Floor, Prasad Chambers  
10 A, Shakespeare Sarani,  
Kolkata – 700 071.  
Tel.: +91-33- 22831800/ 1803  
Fax: (91-33) 22808472  
Website: [www.careratings.com](http://www.careratings.com)

**REGISTRAR TO THE ISSUE**



**Link Intime India Pvt. Ltd.**

59-C, 3<sup>rd</sup> Floor,  
Chowringhee Road,  
Kolkata – 700 020.  
**Tel No:** (033) 22890540  
**Telefax No:** (033) 22890539  
**E-Mail:** [Kolkata@linkintime.co.in](mailto:Kolkata@linkintime.co.in)  
**Website:** [www.linkintime.co.in](http://www.linkintime.co.in)

**TRUSTEES TO THE ISSUE**



**IDBI Trusteeship Services Ltd.,**

Asian Building, Ground Floor,  
17, R. Kamani Marg, Ballard Estate,  
Mumbai-400001.  
**Tel No.** (022) 40807000  
**Fax No.** 91-22-66311776/22625247  
**E-mail:** [itsl@idbitrustee.co.in](mailto:itsl@idbitrustee.co.in)  
**Website:** [www.idbitrustee.co.in](http://www.idbitrustee.co.in)

**XVI The discount at which such offer is made and the effective price for the investors as a result of such discount**

The Bonds are being issued at the face value and not at discount to offer price.

**XVII Debt Equity Ratio Prior to and after the issue of the Debt Security**

The debt equity ratio of the Company as on March 31, 2011 is 1.37 times and subsequent to the issue to these Bonds will be 1.49 times.

**XVIII Servicing behavior on existing debt securities, payment of due interest on due dates on term loans and debt securities**

The company is discharging all its liabilities in time and would continue doing so in future as well. The company has been paying regular interest and principal whenever due.

**XIX The names of the debenture trustee(s) shall be mentioned with a statement to the effect that debenture trustee(s) has given his consent to the issuer for his appointment under regulation 4(4) and also in all the subsequent periodical communications sent to the holders of debt securities**

The trustee of the proposed Bonds is:

**IDBI Trusteeship Services Ltd.,  
SEBI Registration No. IND000000460**

Asian Building, Ground Floor, 17, R. Kamani Marg, Ballard Estate, Mumbai-400001.  
Tel No. (022) 40807000, Fax No. 91-22-66311776/22625247, E-mail: [itsl@idbitrustee.co.in](mailto:itsl@idbitrustee.co.in)





## **West Bengal State Electricity Distribution Company Limited**

Consent letter from Debenture Trustee is attached.

### **XX Rating Rationale adopted by the rating agency shall be disclosed**

ICRA Limited has assigned "[ICRA] A-" (pronounced as ICRA A minus) to these Bonds.

CARE Ratings has assigned "CARE A-" (pronounced as "Single A Minus" ) to these Bonds. Credit Rating Rationale from CARE is attached.

### **XXI Names of all the recognized stock exchanges where securities are proposed to be listed clearly indicating the designed stock exchange and also whether in principle approval from the recognized stock exchange has been obtained**

The securities are proposed to be listed with Designated Stock Exchange:

#### **BOMBAY STOCK EXCHANGE LIMITED**

Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai – 400 001.  
Tel No.: 022-22721233/4, Fax No.: 022-22721919.  
Website: www.bseindia.com

The Company has applied for obtaining in principle approval from the stock exchange.

### **XXII: A summary term sheet shall be provided which shall include brief information pertaining to the Secured/Unsecured Non Convertible Debt securities (or a series thereof) as follows:**

Issuer	West Bengal State Electricity Distribution Company Limited
Issue Size	Rs. 500.00 Crores
Instrument	Secured Redeemable Non-Convertible Bonds Series-III in the nature of Debentures
Issuance	Only in Dematerialised form
Tenor	15 Years
Coupon Rate	10.85% p.a.
Interest Payment	Semi-Annually on 04 <sup>th</sup> February & 04 <sup>th</sup> August every year of the face value of the Bonds outstanding throughout the tenure of the Bonds
Put/Call Option	None
Redemption	At par at the end of 15 <sup>th</sup> Year
Face Value/ Issue Price per Bond	Rs. 10,00,000/- each
Minimum Subscription	1 Bond and in multiple of 1 Bond thereafter
Security	Assets to be created out of this fund from upcoming / ongoing / existing projects of the Company
Security Creation	Subject to compliance to the Companies Act, 1956, the Company would endeavor to create the said security, execution of Trust



## West Bengal State Electricity Distribution Company Limited

	Deed and charge documents in favour of the Trustees and issue of Bond certificate within 3 months from the deemed date of allotment of the Bonds but in any case, not exceeding 6 months from the deemed date of allotment.
Interest on Application Money	Interest at the coupon rate (subject to deduction of income tax under the provisions of the Income Tax Act, 1961, or any other statutory modification or re-enactment thereof, as applicable) will be paid to all the applicants on the application money for the Bonds. Such interest shall be paid from the date of realization of cheque(s)/ demand draft(s) up to one day prior to the Deemed Date of Allotment. The interest on application money will be computed on an Actual/ 365 day basis.
Interest Calculation	Interest for each of the interest periods shall be calculated, on 'actual/ 365 (366 in case of a leap year) days' basis, on the face value of principal outstanding on the Bonds at the coupon rate rounded off to the nearest Rupee.
Record Date	The 'Record Date' for the Bonds shall be 15 days prior to each interest payment and/ or principal repayment date.
Listing	The Bonds are proposed to be listed on the WDM segment of the Bombay Stock Exchange Limited (BSE)
Trading	The Bonds will be traded in Dematerialised form only
Depository	NSDL/CDSL

### Issue Programme

Issue Opening Date	July 22, 2011
Issue Closing Date	August 04, 2011
Deemed Date of Allotment	August 04, 2011

*(The company reserves the right to change the issue programme and also accept or reject any application in part or in full without assigning any reason.)*

for **West Bengal State Electricity Distribution Company Limited**

**(Shyamal Kr. Sen)**  
**General Manager (F&A)**

Place : Kolkata

Dated :