



**RP - Sanjiv Goenka
Group**

Growing Legacies

SEC:SB:30546



29 July, 2017

Manager (Listing)
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor
Plot No. C/1, G-Block
Bandra-Kurla Complex
Bandra (East)
Mumbai - 400 051

The Secretary
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001

The Secretary
The Calcutta Stock Exchange Limited
7, Lyons Range
Kolkata - 700 001

Dear Sirs,

39th Annual General Meeting ("AGM") and voting results

The Thirty-ninth Annual General Meeting of the Company was held on Friday 28 July, 2017 at CITY CENTRE, Royal Bengal Room, DC Block, Sector – I, Salt Lake, Kolkata 700 064 and all the matters mentioned in the Notice dated 18 May, 2017 were transacted.

In connection with the above, please find enclosed the following:

- 1) Summary of proceedings as required under Regulation 30, Part-A of Schedule-III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as Annexure – I.
- 2) Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as Annexure – II.

The said details are also being uploaded on the Company's Website.

- 3) Report of Scrutinizer dated 29 July, 2017, pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014.

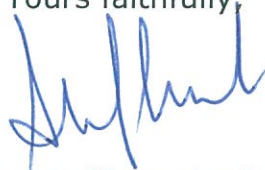
CESC Limited

CIN : L31901WB1978PLC031411a e-mail : cesclimited@rp-sg.in
Regd. Office : CESC House, Chowringhee Square, Kolkata – 700 001, India
Tel. : +91 33 2225 6040 Fax : +91 33 2225 3495 Web : www.cesc.co.in



- 4) Annual Report for the financial 2016-17 as required under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations duly approved and adopted by the members as per the provisions of the Companies Act, 2013.

Yours faithfully,



General Manager (Secretarial & Estates)

Encl.

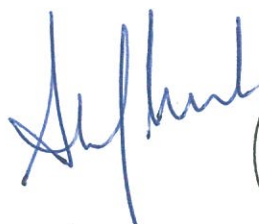
cc : National Securities Depository Ltd.
Trade World, 4th Floor
Kamala Mills Compound
Senapati Bapat Marg
Lower Parel
Mumbai 400 013.

cc : Central Depository Services (India) Ltd.
Phiroz Jeejeebhoy Towers
28th Floor, Dalal Street
Mumbai 400 023

CESC LIMITED

FAIR SUMMARY OF PROCEEDINGS OF THE THIRTY-NINTH ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY HELD AT CITY CENTRE, ROYAL BENGAL ROOM, DC BLOCK, SECTOR 1, SALT LAKE, KOLKATA 700 064 ON FRIDAY, 28 JULY, 2017 AT 10.30 A.M.

1. 509 members were present in person, 14 members represented by their authorized representatives and 53 members represented by their proxies.
2. Mr. S. Goenka, Chairman of the Board, was in the Chair in accordance with Article 72 of the Articles of Association of the Company.
3. The quorum was present and the Chairman declared the Meeting open and welcomed the members.
4. The Registers maintained in terms of the Companies Act, 2013 ('the Act') were produced at the commencement of the Meeting and remained open and accessible during the continuance of the Meeting to persons who had the right to attend the Meeting.
5. The Notice convening the Thirty-ninth Annual General Meeting was taken as read with the consent of the Members present.
6. The Chairman mentioned that the Auditor's Report on the Accounts of the Company and the Secretarial Audit Report for the Financial Year 2016-17 did not have any qualification, observation or comments.
7. The Chairman informed the members that the Company had provided the members the facility of e-Voting and the said e-Voting facility had been conducted on the e-Voting platform provided by National Securities Depository Limited.
8. The Chairman then placed before the Meeting, one by one, all six Resolutions included in the aforesaid Notice. Each of the said six Resolutions was duly proposed and seconded at the Meeting.
9. The Chairman then said that the e-Voting results on the six Resolutions included in the aforesaid Notice will be announced on 31 July, 2017 at 11 am and will also be put up in the Company's website.
10. The Chairman addressed the meeting and invited comments and observations of the members. The Chairman also replied to them suitably.
11. He thereafter thanked the members for attending the meeting.



Thirty-ninth Annual General Meeting (AGM) of CESC Limited – details of voting results

Details of Voting Results

Sr. No.	Particulars	Details
1.	Date of the AGM	28 July 2017
2.	Total number of shareholders on record date (Book Closure : 21 July 2017 to 28 July 2017, both days inclusive)	40,157
3.	No. of shareholders present in the meeting in person or through proxy: Promoters and Promoter Group : Public :	 11 565
4.	No. of shareholders attended the meeting through Video Conferencing : Promoters and Promoter Group : Public:	 Not arranged
5.	Mode of Voting	E-voting



CESC Limited

Adoption of financial statements and reports of the Board of Directors and Auditors for the year ended 31 March 2017

Resolution Required : Ordinary

Whether promoter/ promoter group are interested in the agenda/resolution? No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100
Promoter and Promoter Group	E-Voting		66172209	100.000	66172209	0	100.000	0.000
	TAB							
	VOTING	66172209	0	0.000	0	0	0.000	0.000
	Postal Ballot		0	0.000	0	0	0.000	0.000
	Total		66172209	100.000	66172209	0	100.000	0.000
Public Institutions	E-Voting		38445515	70.691	38445515	0	100.000	0.000
	TAB							
	VOTING	54385646	0	0.000	0	0	0.000	0.000
	Postal Ballot		0	0.000	0	0	0.000	0.000
	Total		38445515	70.691	38445515	0	100.000	0.000
Public Non Institutions	E-Voting		3579182	29.829	3578352	830	99.977	0.023
	TAB							
	VOTING	11999188	2328	0.019	2328	0	100.000	0.000
	Postal Ballot		0	0.000	0	0	0.000	0.000
	Total		3581510	29.848	3580680	830	99.977	0.023
Total		132557043	108199234	81.625	108198404	830	99.999	0.001



CESC Limited

Confirmation of Interim Dividend for FY 2016-17

Resolution Required : Ordinary

Whether promoter/ promoter group are interested in the agenda/resolution? No

Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3] = {[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6] = {[4]/[2]}*100	% of Votes against on votes polled [7] = {[5]/[2]}*100
Promoter and Promoter Group	E-Voting		66172209	100.000	66172209	0	100.000	0.000
	TAB							
	VOTING	66172209	0	0.000	0	0	0.000	0.000
	Postal							
	Ballot		0	0.000	0	0	0.000	0.000
	Total		66172209	100.000	66172209	0	100.000	0.000
Public Institutions	E-Voting		38464115	70.725	38464115	0	100.000	0.000
	TAB							
	VOTING	54385646	0	0.000	0	0	0.000	0.000
	Postal							
	Ballot		0	0.000	0	0	0.000	0.000
	Total		38464115	70.725	38464115	0	100.000	0.000
Public Non Institutions	E-Voting		3579082	29.828	3578154	928	99.974	0.026
	TAB							
	VOTING	11999188	2328	0.019	2328	0	100.000	0.000
	Postal							
	Ballot		0	0.000	0	0	0.000	0.000
	Total		3581410	29.847	3580482	928	99.974	0.026
Total		132557043	108217734	81.639	108216806	928	99.999	0.001



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CESC Limited

Re-appointment of Mr. A. Basu as a Director of the Company

Resolution Required : Ordinary

Whether promoter/ promoter group are interested in the agenda/resolution? No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100
Promoter and Promoter Group	E-Voting		66172209	100.000	66172209	0	100.000	0.000
	TAB							
	VOTING	66172209	0	0.000	0	0	0.000	0.000
	Postal Ballot		0	0.000	0	0	0.000	0.000
	Total		66172209	100.000	66172209	0	100.000	0.000
Public Institutions			38464115	70.725	38464115	0	100.000	0.000
	E-Voting							
	TAB		0	0.000	0	0	0.000	0.000
	VOTING	54385646	0	0.000	0	0	0.000	0.000
	Postal Ballot		0	0.000	0	0	0.000	0.000
	Total		38464115	70.725	38464115	0	100.000	0.000
Public Non Institutions			3579161	29.828	3578371	790	99.978	0.022
	E-Voting							
	TAB		2328	0.019	2328	0	100.000	0.000
	VOTING	11999188						
	Postal Ballot		0	0.000	0	0	0.000	0.000
	Total		3581489	29.848	3580699	790	99.978	0.022
Total		132557043	108217813	81.639	108217023	790	99.999	0.001



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CESC Limited

Appointment of S. R. Batliboi & Co. LLP as the Statutory Auditors

Resolution Required : Ordinary

Whether promoter/ promoter group are interested in the agenda/resolution? No

Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3] = {[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6] = {[4]/[2]}*100	% of Votes against on votes polled [7] = {[5]/[2]}*100
Promoter and Promoter Group	E-Voting	66172209	66172209	100.000	66172209	0	100.000	0.000
	TAB							
	VOTING		0	0.000	0	0	0.000	0.000
	Postal Ballot		0	0.000	0	0	0.000	0.000
	Total		66172209	100.000	66172209	0	100.000	0.000
Public Institutions	E-Voting	54385646	38464115	70.725	36544928	1919187	95.010	4.990
	TAB							
	VOTING		0	0.000	0	0	0.000	0.000
	Postal Ballot		0	0.000	0	0	0.000	0.000
	Total		38464115	70.725	36544928	1919187	95.010	4.990
Public Non Institutions	E-Voting	11999188	3579159	29.828	3578395	764	99.979	0.021
	TAB							
	VOTING		2328	0.019	2328	0	100.000	0.000
	Postal Ballot		0	0.000	0	0	0.000	0.000
	Total		3581487	29.848	3580723	764	99.979	0.021
Total		132557043	108217811	81.639	106297860	1919951	98.226	1.774



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CESC Limited

Approval to mortgage / charge / encumber properties of the Company under Section 180(1)(a) of the Companies Act, 2013.

Resolution Required : Special

Whether promoter/ promoter group are interested in the agenda/resolution? No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting		66172209	100.000	66172209	0	100.000	0.000
	TAB							
	VOTING	66172209	0	0.000	0	0	0.000	0.000
	Postal Ballot		0	0.000	0	0	0.000	0.000
	Total		66172209	100.000	66172209	0	100.000	0.000
Public Institutions	E-Voting		38464115	70.725	38464115	0	100.000	0.000
	TAB							
	VOTING	54385646	0	0.000	0	0	0.000	0.000
	Postal Ballot		0	0.000	0	0	0.000	0.000
	Total		38464115	70.725	38464115	0	100.000	0.000
Public Non Institutions	E-Voting		3579109	29.828	3577977	1132	99.968	0.032
	TAB							
	VOTING	11999188	2328	0.019	2328	0	100.000	0.000
	Postal Ballot		0	0.000	0	0	0.000	0.000
	Total		3581437	29.847	3580305	1132	99.968	0.032
Total		132557043	108217761	81.639	108216629	1132	99.999	0.001

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CESC Limited

Ratification of the remuneration of Messrs. Shome & Banerjee, Cost Auditors

Resolution Required : Ordinary

Whether promoter/ promoter group are interested in the agenda/resolution? No

Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3] = {[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6] = {[4]/[2]}*100	% of Votes against on votes polled [7] = {[5]/[2]}*100
Promoter and Promoter Group	E-Voting	66172209	66172209	100.000	66172209	0	100.000	0.000
	TAB							
	VOTING		0	0.000	0	0	0.000	0.000
	Postal Ballot		0	0.000	0	0	0.000	0.000
	Total		66172209	100.000	66172209	0	100.000	0.000
Public Institutions	E-Voting	54385646	38464115	70.725	38358051	106064	99.724	0.276
	TAB							
	VOTING		0	0.000	0	0	0.000	0.000
	Postal Ballot		0	0.000	0	0	0.000	0.000
	Total		38464115	70.725	38358051	106064	99.724	0.276
Public Non Institutions	E-Voting	11999188	3579159	29.828	3578304	855	99.976	0.024
	TAB							
	VOTING		2328	0.019	2328	0	100.000	0.000
	Postal Ballot		0	0.000	0	0	0.000	0.000
	Total		3581487	29.848	3580632	855	99.976	0.024
Total		132557043	108217811	81.639	108110892	106919	99.901	0.099



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SCRUTINIZER'S REPORT
OF CESC LTD.

39th Annual General Meeting

Held on Friday, 28nd July, 2017

*At 'Royal Bengal Room, DC Block,
Sector-I, Salt Lake, Kolkata-700064'*

At 10:30 A.M.

A MURARKA & CO

PRACTISING COMPANY SECRETARIES

DIAMOND PRESTIGE

41A, A J C BOSE ROAD

KOLKATA – 700017, INDIA

PHONE NO. : 033-40616033/34/35

E- MAIL: anilmurarka@gmail.com



SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 r/w
Companies (Management and Administration) Rules, 2014]

The Chairman
39th Annual General Meeting of the Members of **CESC LIMITED**
Held on : 28th day of July, 2017 at 10:30 AM
At Royal Bengal Room, DC Block,
Sector-I, Salt Lake
Kolkata – 700 064

Dear Sir,

**Sub: Report on the process of Voting through Electronic Means
pertaining to the 39th Annual General Meeting of CESC Limited**

1. I, **Anil Murarka**, a Company Secretary in Practice, having FCS No.- 3150 & CoP No.- 1857, have been appointed as a Scrutinizer by the Board of Directors of **CESC Limited** (the Company) at their Board Meeting held on 18th May, 2017 for Scrutinizing the voting that has taken place through electronic means, in a fair and transparent manner, in respect of Resolutions contained in the Notice of 39th Annual General Meeting (AGM) of the Members of the Company held on Friday, the 28th day of July, 2017 at Royal Bengal Room, DC Block, Sector-I, Salt Lake, Kolkata – 700064 and also for ascertaining the requisite majority for the Resolutions proposed therein.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Act and Rules relating to voting through electronic means [i.e. by remote e-voting and electronic voting at the AGM] for the Resolutions contained in the Notice to the 39th AGM of the Equity Shareholders of the Company. My responsibility as a Scrutinizer for the voting process of voting through electronic means is restricted to make a Consolidated Scrutinizer's Report of the votes cast in "favour" or "against" the Resolutions stated above, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the Agency authorized under the Rules and engaged by the Company to provide e-voting facilities for voting through electronic means.
3. The Company has dispatched Notice of the 39th AGM to the members by e-mail/registered post/speed post, whose names appeared on the Register of Members/List of Beneficiaries as notified by Depositories as on Friday, the 23rd day of June, 2017.

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4. The Company had provided the facility of voting on the Resolutions proposed at the 39th AGM through electronic means to persons who were shareholders as on cut-off date of 21st day of July, 2017.
5. In accordance with the Notice dated 18th May, 2017 sent to the Members and the 'Advertisement' published pursuant to Rule 20(4) (V) of the Companies (Management and Administration) Rules, 2014 (Amendment Rules 2015) on 6th July, 2017 the e-voting opened at 09:00 AM on 25th July, 2017 and remained open up to 5:00 P.M. on 27th July, 2017.
6. Particulars of all the votes cast by electronic means have been entered in a Register separately maintained for the purpose.
7. All votes casted in respect of Resolutions contained in the Notice of 39th AGM held on Friday, the 28th day of July, 2017 have been considered for my scrutiny.
8. Members who were physically present at the venue of 39th AGM and already casted their vote using remote e-voting were not allowed to vote again at the venue of 39th AGM in any manner.
9. A member was not allowed to change his/her vote once casted.
10. All members who opted to vote at the venue of 39th AGM, were provided with the facility of electronic voting system.
11. I have obtained a complete record of votes cast by remote e-voting from NSDL, which was blocked by NSDL on Thursday, the 27th day of July, 2017 at 5:00 P.M.
12. I have immediately after the conclusion of voting at the venue of 39th AGM, first counted the votes cast at the meeting through electronic voting system and thereafter unblocked the votes cast through remote e-voting, in the presence of the following 2 (two) witnesses who are not in the employment of the Company, namely:

1. Vibha Jain
(VIBHA JAIN)

2. Annu Sharma
(ANNU SHARMA)

13. I submit herewith my Scrutinizer's Report on the results of voting through remote e-voting and e-voting at AGM as under:-



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Item No. 1: ORDINARY RESOLUTION -

To receive, consider and adopt the Audited Financial Statements for the year ended 31st March, 2017 and the Audited Consolidated Financial Statements for the year ended on that date and the Reports of Board of Directors and the Auditors thereon.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-voting		E-voting at AGM		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	291	108196076	59	2328	350	108198404	99.999
Dissent	4	830	0	0	4	830	0.001
Total	295	108196906	59	2328	354	108199234	100.000
Invalid	0	0	0	0	0	0	0.000

Item No. 2: ORDINARY RESOLUTION -

To confirm Interim Dividend @ 100% (i.e., ₹10/- per share) already paid for the year ended 31st March, 2017.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-voting		E-voting at AGM		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	292	108214478	59	2328	351	108216806	99.999
Dissent	3	928	0	0	3	928	0.001
Total	295	108215406	59	2328	354	108217734	100.000
Invalid	0	0	0	0	0	0	0.000

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Item No. 3: ORDINARY RESOLUTION -

To re-appoint Mr. Aniruddha Basu, a Director retiring by rotation.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-voting		E-voting at AGM		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	283	108214695	59	2328	342	108217023	99.999
Dissent	11	790	0	0	11	790	0.001
Total	294	108215485	59	2328	353	108217813	100.000
Invalid	0	0	0	0	0	0	0.000

Item No. 4: ORDINARY RESOLUTION -

To appoint Messrs. S. R. Batliboi & Co., LLP, Chartered Accountants (Firm Registration No. 301003E/ E300005) as the Auditors and to fix their remuneration.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-voting		E-voting at AGM		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	275	106295532	59	2328	334	106297860	98.226
Dissent	19	1919951	0	0	19	1919951	1.774
Total	294	108215483	59	2328	353	108217811	100.000
Invalid	0	0	0	0	0	0	0.000

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Item No. 5: SPECIAL RESOLUTION -

To mortgage, charge and/or otherwise encumber all or any of the properties of the Company whether immovable or movable and whether present or future and wheresoever the same may be situate in terms of the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-voting		E-voting at AGM		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	281	108214301	59	2328	340	108216629	99.999
Dissent	12	1132	0	0	12	1132	0.001
Total	293	108215433	59	2328	352	108217761	100.000
Invalid	0	0	0	0	0	0	0.000

Item No. 6: ORDINARY RESOLUTION -

To ratify the remuneration of M/s. Shome & Banerjee, Cost Accountants as Cost Auditors of the Company.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-voting		E-voting at AGM		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	282	108108564	58	2228	340	108110792	99.901
Dissent	12	106919	0	0	12	106919	0.099
Total	294	108215483	58	2228	352	108217711	100.000
Invalid	0	0	0	0	0	0	0.000

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14. The electronic data and all other relevant records relating to the e-voting is under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the Minutes of the 39th AGM.

Place: Kolkata
Date : 29th July, 2017




(ANIL MURARKA)
FCS No. 3150
CoP No. 1857

Countersigned by:

For CESC Limited


(Subhasis Mitra)
Company Secretary