

DESCRIPTION OF THE DESCRIPTION O

SEC:SB:30546

29 July, 2017

Manager (Listing)
National Stock Exchange of India Limited
Exchange Plaza, 5<sup>th</sup> 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.

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, 4<sup>th</sup> Floor Kamala Mills Compound

Senapati Bapat Marg Lower Parel

Mumbai 400 013.

cc: Central Depository Services (India) Ltd.

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



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

Resolution Required: Ordinary

| Voting         No. of votes on outstanding shares held polled shares         No. of votes on outstanding shares held polled shares         No. of votes on outstanding shares <th>Mode of</th> <th></th> <th></th> <th></th> <th></th> <th></th> <th></th> | Mode of    |             |                   |            |          |                   |                   |
|---|------------|-------------|-------------------|------------|----------|-------------------|-------------------|
| Fer and Promoter Total         No. of Proting         votes peld polled shares         on outstanding shares         Votes         votes </td <td>Voting</td> <td>No. of</td> <td>% of Votes Polled</td> <td>No. of</td> <td>No. of</td> <td>% of Votes in</td> <td>% of Votes</td>   | Voting     | No. of      | % of Votes Polled | No. of     | No. of   | % of Votes in     | % of Votes        |
| Fer and Promoter TAB         E-Voting         Fer and Promoter TAB         Fer and Promoter TAB         Fer and Promoter TAB         Fer and Promoter TAB         Fer and Promoter Postal         Fer and Postal   | No. of     | votes       | on outstanding    | Votes – in | Votes    | favour on votes   | against on votes  |
| E-Voting         [1]         [2]         [3]-[[2]/[1]]*100           Fab         66172209         100.000           Postal         0         0.000           Ballot         66172209         0.000           Total         66172209         0.000           Total         38445515         70.691           Total         38445515         70.691           Postal         0         0.000           VOTING         38445515         70.691           F-Voting         38445515         70.691           F-Voting         38445515         70.691           TAB         3579182         29.829           TAB         11999188         2328         0.019           Postal         Postal         0         0.000           Ballot         Postal         23.848         0.000           Hablot         0         0.000         0.000  | shares hel |             | shares            | favour     | -Against | polled            | polled            |
| er and Promoter TAB         F-Voting         66172209         100.000           rand Promoter Postal         VOTING         66172209         0         0.000           Ballot         66172209         0         0.000           Total         38445515         70.691           TAB         VOTING         54385646         0         0.000           Non Institutions         E-Voting         38445515         70.691           TAB         38445515         70.691           VOTING         11999188         2328         0.019           Non Institutions         Postal         0         0.000           Ballot         Ballot         2328         0.019           Ab Postal         0         0.000         0.000           Ab Postal         0         0.000           Ballot         0         0.000   | [1]        | [2]         | [3]={[2]/[1]}*100 | [4]        | [5]      | [6]={[4]/[2]}*100 | [7]={[5]/[2]}*100 |
| rer and Promoter Postal         FAB         66172209         0         0.000           Postal         0         0.000         0.000           Foundations         E-Voting         38445515         70.691           NOTING         54385646         0         0.000           Non Institutions         E-Voting         38445515         70.691           Non Institutions         E-Voting         3579182         29.829           Non Institutions         Postal         0         0.000           Ballot         2328         0.019           Postal         0         0.000           TAB         2328         0.019           Hostal         0         0.000           Ballot         0         0.000   | oting      | 66172209    |                   | 66172209   | 0        | 100.000           | 0.000             |
| rer and Promoter Postal         G6172209 Postal         0         0.000           Postal Ballot         G6172209 Postal         0         0.000           TAB         S4385646 Postal         0         0.000           Institutions         Postal Postal         38445515 Postal         70.691           VOTING         E-Voting         38445515 Postal         70.691           VOTING         11999188 Postal         2328 Postal         0           Voting         Postal         0         0.000           Ballot         Dostal         0         0.000           Ballot         0         0.000  | 8          |             |                   |            |          |                   |                   |
| Postal Ballot         001/2203         00000           Total         66172209         100.000           TAB         38445515         70.691           TAB         0         0.000           VOTING         54385646         0         0.000           Ballot         2379182         29.829           TAB         38445515         70.691           TAB         3579182         29.829           TAB         23328         0.019           VOTING         11999188         23328         0.0019           Ballot         0         0.0000           Ballot         0         0.0000           Postal         0         0.0000           Ballot         0         0.0000   |            |             |                   | 0          | 0        | 0.000             | 0.000             |
| Institutions         Ballot         66172209         0.000           Institutions         E-Voting         38445515         70.691           VOTING         54385646         0         0.000           Institutions         Ballot         38445515         70.691           Foxal         0         0.000           E-Voting         38445515         70.691           TAB         3874515         70.691           TAB         3579182         29.829           TAB         VOTING         11999188         2328         0.019           Postal         Postal         0         0.000           Ballot         0         0.000           Total         3581510         29.848  |            |             |                   |            | -        |                   |                   |
| Total         66172209         100.000           E-Voting         38445515         70.691           TAB         0         0.000           VOTING         54385646         0         0.000           Ballot         38445515         70.691           Total         38445515         70.691           TAB         3579182         29.829           TAB         VOTING         11999188         0.019           Postal         VOTING         0.0000           Ballot         0         0.0000           Total         3581510         29.848   | lot        | 0           |                   | 0          | 0        | 0.000             | 0.000             |
| Institutions         E-Voting         54385646         0         0.000           Institutions         Postal         0         0.000           Ballot         38445515         70.691           E-Voting         3579182         29.829           TAB         11999188         2328         0.019           VOTING         Postal         0         0.000           Ballot         0         0.0000           Total         3581510         29.848  | al         | 66172209    |                   | 66172209   | 0        | 100.000           | 0.000             |
| TAB<br>VOTING         54385646         0         0.000           Postal<br>Ballot         38445515         0.000           Total<br>TAB         38445515         70.691           TAB<br>VOTING         11999188         2328         0.019           Postal<br>Ballot         0.0000         0.0000           Total         3581510         29.848   | oting      | 38445515    |                   | 38445515   | 0        | 100.000           | 0.000             |
| c Institutions         VOTING Postal         54385646         0         0.000           Ballot         38445515         70.691           Total         3579182         29.829           TAB         11999188         2328         0.019           VOTING         Postal         0         0.000           Ballot         Dottol         0.000           Total         3581510         29.848  | ·          |             |                   |            |          |                   |                   |
| Postal  | -          |             |                   | 0          | 0        | 0.000             | 0.000             |
| Ballot         0         0.000           Total         38445515         70.691           E-Voting         3579182         29.829           TAB         2328         0.019           VOTING         11999188         0.019           Ballot         0         0.000           Total         3581510         29.848   |            |             |                   |            |          |                   |                   |
| Total         38445515         70.691           E-Voting         3579182         29.829           TAB         2328         0.019           VOTING         11999188         0.000           Ballot         0         0.000           Total         3581510         29.848  | lot        | 0           |                   | 0          | 0        | 0.000             | 0.000             |
| c Non Institutions Postal Ballot Total Total Total Total 2581510 29.829   | je je      | 38445515    |                   | 38445515   | 0        | 100.000           | 0.000             |
| C Non Institutions Postal 2328 0.019    Postal Ballot   | oting      | 3579182     | 29.829            | 3578352    | 830      | 99.977            | 0.023             |
| c Non Institutions         VOTING Postal         11999188         2328         0.019           Ballot         0.000           Total         3581510         29.848  |            |             |                   |            |          |                   |                   |
| Postal   10000   0.0000   Eallot   Total   3581510   29.848   |            |             |                   | 2328       | 0        | 100.000           | 0.000             |
| Ballot         0         0.000           Total         3581510         29.848   |            | 0           |                   |            |          |                   |                   |
| Total 3581510 29.848  | lot        | 0           |                   | 0          | 0        | 0.000             | 0.000             |
|   | al         | 3581510     |                   | 3580680    | 830      | 99.977            | 0.023             |
| 81.625  | 13255704   | 3 108199234 | 81.625            | 108198404  | 830      | 99.999            | 0.001             |





Confirmation of Interim Dividend for FY 2016-17

Resolution Required: Ordinary

| Category   | Mode of  |             |              |                   |            |          |                   |                    |
|--|----------|-------------|--------------|-------------------|------------|----------|-------------------|--------------------|
|  | Voting   |             |              | % of Votes Polled | No. of     | No. of   | % of Votes in     |                    |
|  |          | No. of      | No. of votes | on outstanding    | Votes – in | Votes    | favour on votes   | % of Votes against |
|  |          | shares held | polled       | shares            | favour     | -Against | polled            | on votes polled    |
|  |          | [1]         | [2]          | [3]={[2]/[1]}*100 | [4]        | [2]      | [6]={[4]/[2]}*100 | [7]={[5]/[2]}*100  |
|  | E-Voting |             | 66172209     | 100.000           | 66172209   | 0        | 100.000           | 0.000              |
|  | TAB      |             |              |                   |            |          |                   |                    |
| Promoter and Promoter VOTING   | VOTING   | 0011733     | 0            | 0.000             | 0          | 0        | 0.000             | 0.000              |
| Group  | Postal   | 6077/100    |              |                   |            |          |                   |                    |
|  | Ballot   |             | 0            | 0.000             | 0          | 0        | 0.000             | 0.000              |
|  | Total    |             | 66172209     | 100.000           | 66172209   | 0        | 100.000           | 0.000              |
|  | E-Voting |             | 38464115     | 70.725            | 38464115   | 0        | 100.000           | 0.000              |
|  | TAB      |             |              |                   |            |          |                   |                    |
| 4,4,4  | VOTING   | באסטבנאב    | 0            | 0.000             | 0          | 0        | 0.000             | 0.000              |
| Public Institutions  | Postal   | 24202040    |              |                   |            |          |                   |                    |
|  | Ballot   |             | 0            | 0.000             | 0          | 0        | 0.000             | 0.000              |
|  | Total    |             | 38464115     | 70.725            | 38464115   | 0        | 100.000           | 00000              |
|  | E-Voting |             | 3579082      | 29.828            | 3578154    | 928      | 99.974            | 0.026              |
|  | TAB      |             |              |                   | No.        |          |                   |                    |
| Coldinate and Co | VOTING   | 11000100    | 2328         | 0.019             | 2328       | 0        | 100.000           | 0.000              |
|  | Postal   | 00166611    |              |                   |            |          |                   |                    |
|  | 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      | 666.66            | 0.001              |





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

Resolution Required: Ordinary

| No. of votes         No. of votes         on outstanding shares         Votes – in shares         Votes – in shares         Votes – in shares         Against – I J          | Category                 | Mode of<br>Voting                       |             |              | % of Votes Polled | No. of     | No. of   | % of Votes in     |                    |
|--|--------------------------|---|-------------|--------------|-------------------|------------|----------|-------------------|--------------------|
| c labeled in the control of                         |                          | )                                       | No. of      | No. of votes | on outstanding    | Votes – in | Votes    | favour on votes   | % of Votes against |
| c latituding         E-Voting         [1]         [2]         [3]-[[2]/[1]]*100         [4]         [5]           oter and Promoter Postal         VOTING         66172209         0.000         66172209         0           p         Postal         0         0.000         0         0         0           c Institutions         E-Voting         38464115         70.725         38464115         0           c Institutions         Postal         38464115         70.725         38464115         0           c Institutions         E-Voting         38464115         70.725         38464115         0           c Institutions         E-Voting         38464115         70.725         38464115         70           c Non Institutions         E-Voting         3579161         29.828         3578371         790           c Non Institutions         Postal         0         0         0         0         0           c Non Institutions         Ballot         11999188         2328         3578371         790           c Norling         Postal         0         0         0         0         0           c Norling         Postal         0         0         0         0   |                          | *************************************** | shares held | polled       | shares            | favour     | -Against | polled            | on votes polled    |
| poter and Promoter         VOTING         66172209         100.000         66172209           poter and Promoter         VOTING         66172209         0.000         0           poter and Promoter         VOTING         66172209         0.000         0           poter and Promoter         Total         66172209         0.000         0           c Institutions         E-Voting         38464115         70.725         38464115           c Institutions         Ballot         38464115         0.000         0           E-Voting         38464115         70.725         38464115         0           C Institutions         Ballot         3579161         29.828         3578371           TAB         2328         0.019         2328         2328           VOTING         Postal         0.000         0.000         0           Postal         2328         23.848         3578371           Total         2328         23.848         3580699   |                          |   | [1]         | [2]          | [3]={[2]/[1]}*100 | [4]        | [2]      | [6]={[4]/[2]}*100 | [7]={[5]/[2]}*100  |
| oter and Promoter Postal         TAB         0         0.000         0           p         Postal         66172209         0.000         0         0           pallot         E-Voting         38464115         70.725         38464115         0           c Institutions         Postal         54385646         0         0.000         0         0           c Institutions         E-Voting         38464115         70.725         38464115           TAB         38464115         0         0.000         0           C Non Institutions         Postal         38464115         29.828         3578371           E Norling         2328         0.019         2328           Ballot         Ballot         0.000         0.000         0           Ballot         Dotal         2328         3580699           Total         3581489         29.848         3580699  |                          | E-Voting                                |             | 66172209     | 100.000           | 66172209   | 0        | 100.000           | 0000               |
| oter and Promoter Postal Posta |                          | TAB                                     |             |              |                   |            |          |                   |                    |
| ballot   | Promoter and Promoter    |   | 00000000    | 0            | 0.000             | 0          | 0        | 0.000             | 0.000              |
| c Institutions         E-Voting Postal         54385646         2000         0.000         66172209           c Institutions         E-Voting         54385646         0         0.000         66172209           c Institutions         VOTING         54385646         0         0.000         0           c Non Institutions         E-Voting         38464115         70.725         38464115           c Non Institutions         E-Voting         3579161         29.828         3578371           c Non Institutions         VOTING         11999188         2328         0.019         2328           Ballot         Postal         0         0.000         0         0         0           Ballot         Total         3581489         29.848         3580699         0  | group                    | Postal                                  | 6077/100    |              |                   |            |          |                   |                    |
| Institutions         Fe-Voting         38464115         100.000         66172209           Institutions         Fostal         38464115         70.725         38464115           Institutions         Postal         0         0.000         0           Institutions         Ballot         3579161         29.828         3578371           Institutions         VOTING         11999188         2328         0.019         2328           Institutions         Ballot         0         0.000         0         0           Institutions         Postal         0         0.000         0         0  |                          | Ballot                                  |             | 0            | 0.000             | 0          | 0        | 0.000             | 0.000              |
| c Institutions         E-Voting         38464115         70.725         38464115           TAB         VOTING         54385646         0         0.000         0           Postal         0         0.000         0         0           Postal         38464115         70.725         38464115           Total         3579161         29.828         3578371           TAB         11999188         2328         0.019         2328           VOTING         11999188         2328         0.019         2328           Ballot         0         0.000         0         0           Ballot         3581489         29.848         3580699   |                          | Total                                   |             | 66172209     | 100.000           | 66172209   | 0        | 100.000           | 0.000              |
| c Institutions         TAB<br>VOTING         54385646         0         0.000            |                          | E-Voting                                |             | 38464115     | 70.725            | 38464115   | 0        | 100.000           | 0.000              |
| c Institutions         VOTING Postal         54385646         0         0.000         0           Ballot         38464115         70.725         38464115           TAB         3579161         29.828         3578371           TAB         VOTING         11999188         2328         0.019         2328           Non Institutions         Postal         10000         0         0         0           Ballot         Total         3581489         29.848         3580699   |                          | TAB                                     |             |              |                   |            |          |                   |                    |
| Postal   3+30-04-0   |                          | VOTING                                  | 2/20572     | 0            | 0.000             | 0          | 0        | 0.000             | 0.000              |
| Pallot         0         0.000         0           Total         38464115         70.725         38464115           E-Voting         3579161         29.828         3578371           TAB         2328         0.019         2328           VOTING         11999188         2328         0.019         2328           Ballot         0         0.000         0         0           Total         3581489         29.848         3580699  | ממוור ווופרונמרוסוופ     | Postal                                  | 010000      |              |                   |            |          |                   |                    |
| Total         38464115         70.725         38464115           E-Voting         3579161         29.828         3578371           TAB         2328         0.019         2328           VOTING         11999188         2328         0.019         2328           Ballot         0         0.000         0           Total         3581489         29.848         3580699   |                          | Ballot                                  |             | 0            | 0.000             | 0          | 0        | 0.000             | 0.000              |
| E-Voting TAB   |                          | Total                                   |             | 38464115     | 70.725            | 38464115   | 0        | 100.000           | 0.000              |
| TAB         2328         0.019         2328           C Non Institutions Postal         VOTING         11999188         0         0         0         0         0         0           Ballot         Total         3581489         29.848         3580699         0         0  |                          | E-Voting                                |             | 3579161      | 29.828            | 3578371    | 790      | 99.978            | 0.022              |
| C Non Institutions Postal Postal Desired Total Postal Desired  |                          | TAB                                     |             |              |                   |            |          |                   |                    |
| Postal   |                          | VOTING                                  | 11000100    | 2328         | 0.019             | 2328       | 0        | 100.000           | 0.000              |
| Ballot   | abile North Institutions | Postal                                  | COTECETT    |              |                   |            |          |                   |                    |
| Total 3581489 29.848 3580699   |                          | Ballot                                  |             | 0            | 0.000             | 0          | 0        | 0.000             | 0.000              |
| 210011001 00010 00010010 010010010   |                          | Total                                   |             | 3581489      | 29.848            | 3580699    | 790      | 99.978            | 0.022              |
| 125237045 T0621/015 O1:025 T0621/025   | Total                    |   | 132557043   | 108217813    | 81.639            | 108217023  | 790      | 666.66            | 0.001              |





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

Resolution Required: Ordinary

| Category                                    | Mode of  |             |              |                   |                   |          |                   |                    |
|---|----------|-------------|--------------|-------------------|-------------------|----------|-------------------|--------------------|
|   | Voting   |             |              | % of Votes Polled | No. of            | No. of   | % of Votes in     |                    |
|   |          | No. of      | No. of votes | on outstanding    | Votes – in        | Votes    | favour on votes   | % of Votes against |
|   |          | shares held | polled       | shares            | favour            | -Against | polled            | on votes polled    |
|   |          | [1]         | [2]          | [3]={[2]/[1]}*100 | [4]               | [2]      | [6]={[4]/[2]}*100 | [7]={[5]/[2]}*100  |
|   | E-Voting |             | 66172209     | 100.000           | 66172209          | 0        | 100.000           | 0.000              |
|   | TAB      |             |              |                   |                   |          |                   |                    |
| Promoter and Promoter VOTING                | VOTING   | 000000      | 0            | 0.000             | 0                 | 0        | 0.000             | 0.000              |
| Group                                       | Postal   | 6077/709    |              |                   |                   |          |                   |                    |
|   | Ballot   | -           | 0            | 0.000             | 0                 | 0        | 0.000             | 0.000              |
|   | Total    |             | 66172209     | 100.000           | 66172209          | 0        | 100.000           | 0.000              |
|   | E-Voting |             | 38464115     | 70.725            | 36544928          | 1919187  | 95.010            | 4.990              |
|   | TAB      | poneous     |              |                   |                   |          |                   |                    |
| 0(1)  | VOTING   | 27220672    | 0            | 0.000             | 0                 | 0        | 0.000             | 0.000              |
| Public Institutions                         | Postal   | 24303040    |              |                   | ALCON STREET      |          |                   |                    |
|   | Ballot   |             | 0            | 0.000             | 0                 | 0        | 0.000             | 0.000              |
|   | Total    |             | 38464115     | 70.725            | 36544928          | 1919187  | 95.010            | 4.990              |
|   | E-Voting |             | 3579159      | 29.828            | 3578395           | 764      | 99.979            | 0.021              |
|   | TAB      |             |              |                   |                   |          |                   |                    |
| ( i + : - : - : - : - : - : - : - : - : - : | VOTING   | 11000100    | 2328         | 0.019             | 2328              | 0        | 100.000           | 0.000              |
| Public Nori Institutions                    | Postal   | OOTECETT    |              |                   | ani a siita sa sa |          |                   |                    |
|   | 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              |
|   |          |             |              |                   |                   |          |                   |                    |





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

Resolution Required: Special

| Category                     | Mode of  |             |              |                   |   |          |                   |                    |
|------------------------------|----------|-------------|--------------|-------------------|---|----------|-------------------|--------------------|
|                              | Voting   |             |              | % of Votes Polled | No. of  | No. of   | % of Votes in     |                    |
|                              |          | No. of      | No. of votes | on outstanding    | Votes – in  | Votes    | favour on votes   | % of Votes against |
|                              |          | shares held | polled       | shares            | favour  | -Against | polled            | on votes polled    |
|                              |          | [1]         | [2]          | [3]={[2]/[1]}*100 | [4]   | [2]      | [6]={[4]/[2]}*100 | [7]={[5]/[2]}*100  |
|                              | E-Voting |             | 66172209     | 100.000           | 66172209  | 0        | 100.000           | 0.000              |
|                              | TAB      |             |              |                   |   |          |                   |                    |
| Promoter and Promoter VOTING | VOTING   | 00111100    | 0            | 0.000             | 0   | 0        | 0.000             | 0.000              |
| Group                        | Postal   | 6077/100    |              |                   |   |          |                   |                    |
|                              | Ballot   |             | 0            | 0.000             | 0   | 0        | 0.000             | 0.000              |
|                              | Total    |             | 66172209     | 100.000           | 66172209  | 0        | 100.000           | 000'0              |
|                              | E-Voting |             | 38464115     | 70.725            | 38464115  | 0        | 100.000           | 0.000              |
|                              | TAB      |             |              |                   |   |          |                   |                    |
| 4                            | VOTING   | 2/205/2     | 0            | 0.000             | 0   | 0        | 0.000             | 0.000              |
| Public Institutions          | Postal   | 24303040    |              |                   |   |          |                   |                    |
|                              | Ballot   |             | 0            | 0.000             | 0   | 0        | 0.000             | 0.000              |
|                              | Total    |             | 38464115     | 70.725            | 38464115  | 0        | 100.000           | 0.000              |
|                              | E-Voting |             | 3579109      | 29.828            | 3577977   | 1132     | 896'66            | 0.032              |
|                              | TAB      |             |              |                   |   |          |                   |                    |
| ( )                          | VOTING   | 11000199    | 2328         | 0.019             | 2328  | 0        | 100.000           | 0.000              |
| Public Nori Institutions     | Postal   | 00166611    |              |                   | apostonico de la constanta de |          |                   |                    |
|                              | 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              |
|                              |          |             |              |                   |   |          |                   |                    |





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

Resolution Required: Ordinary

| Category                                  | Mode of<br>Voting |             |              | % of Votes Polled | No. of     | No. of   | % of Votes in     |                    |
|---|-------------------|-------------|--------------|-------------------|------------|----------|-------------------|--------------------|
|   |                   | No. of      | No. of votes | on outstanding    | Votes – in | Votes    | favour on votes   | % of Votes against |
|   |                   | shares held | polled       | shares            | favour     | -Against | polled            | on votes polled    |
|   |                   | [1]         | [2]          | [3]={[2]/[1]}*100 | [4]        | [2]      | [6]={[4]/[2]}*100 | [7]={[5]/[2]}*100  |
|   | E-Voting          |             | 66172209     | 100.000           | 66172209   | 0        | 100.000           | 0.000              |
|   | TAB               |             |              |                   |            |          |                   |                    |
| Promoter and Promoter VOTING              | VOTING            | 00117199    | 0            | 0.000             | 0          | 0        | 0.000             | 0.000              |
| Group                                     | Postal            | 6077/100    |              |                   |            |          |                   |                    |
|   | Ballot            |             | 0            | 0.000             | 0          | 0        | 0.000             | 0.000              |
|   | Total             |             | 66172209     | 100.000           | 66172209   | 0        | 100.000           | 0.000              |
|   | E-Voting          |             | 38464115     | 70.725            | 38358051   | 106064   | 99.724            | 0.276              |
|   | TAB               |             |              |                   |            |          |                   |                    |
| 4   | VOTING            | 2130572     | 0            | 0.000             | 0          | 0        | 0.000             | 0.000              |
| Public institutions                       | Postal            | 04303040    |              |                   |            |          |                   |                    |
|   | Ballot            |             | 0            | 0.000             | 0          | 0        | 0.000             | 0.000              |
|   | Total             |             | 38464115     | 70.725            | 38358051   | 106064   | 99.724            | 0.276              |
|   | E-Voting          |             | 3579159      | 29.828            | 3578304    | 855      | 92.66             | 0.024              |
|   | TAB               |             |              |                   |            |          |                   | 2                  |
| 2 ( i + i + i + i + i + i + i + i + i + i | VOTING            | 11000100    | 2328         | 0.019             | 2328       | 0        | 100.000           | 0.000              |
| AOI IIISHIRANIONS                         | Postal            | OOTCCCTT    |              |                   |            |          |                   |                    |
|   | Ballot            |             | 0            | 0.000             | 0          | 0        | 0.000             | 0.000              |
|   | Total             |             | 3581487      | 29.848            | 3580632    | 855      | 99.976            | 0.024              |
|   |                   | 132557043   | 108217811    | 81,639            | 108110892  | 106919   | 99.901            | 0.099              |





# 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





41-A, A. J. C. Bose Road, 3rd Floor Suite No: 301, Kolkata - 700 017 • India

Phone : 0-33-4061 6033/34/35 Fax : +91-33-4061 6033 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
39<sup>th</sup> Annual General Meeting of the Members of **CESC LIMITED**Held on: 28<sup>th</sup> 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 39<sup>th</sup> 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 18<sup>th</sup> 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 39<sup>th</sup> Annual General Meeting (AGM) of the Members of the Company held on Friday, the 28<sup>th</sup> 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 39<sup>th</sup> 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 39<sup>th</sup> 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 23<sup>rd</sup> day of June, 2017.







41-A, A. J. C. Bose Road, 3<sup>rd</sup> Floor Suite No: 301, Kolkata - 700 017 • India

Phone : 0-33-4061 6033/34/35 Fax : +91-33-4061 6033 E-mail : anilmurarka@gmail.com

### :: 2 ::

- **4.** The Company had provided the facility of voting on the Resolutions proposed at the 39<sup>th</sup> AGM through electronic means to persons who were shareholders as on cut-off date of 21<sup>st</sup> day of July, 2017.
- **5.** In accordance with the Notice dated 18<sup>th</sup> 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 6<sup>th</sup> July, 2017 the evoting opened at 09:00 AM on 25<sup>th</sup> July, 2017 and remained open up to 5:00 P.M. on 27<sup>th</sup> 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 39<sup>th</sup> AGM held on Friday, the 28<sup>th</sup> day of July, 2017 have been considered for my scrutiny.
- 8. Members who were physically present at the venue of 39<sup>th</sup> AGM and already casted their vote using remote e-voting were not allowed to vote again at the venue of 39<sup>th</sup> 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 39<sup>th</sup> 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 27<sup>th</sup> day of July, 2017 at 5:00 P.M.
- 12. I have immediately after the conclusion of voting at the venue of 39<sup>th</sup> 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)

(ANNU SHARMA)

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







41-A, A. J. C. Bose Road, 3rd Floor Suite No: 301, Kolkata - 700 017 • India

Phone : 0-33-4061 6033/34/35 Fax : +91-33-4061 6033 E-mail : anilmurarka@gmail.com

:: 3 ::

## Item No. 1: ORDINARY RESOLUTION -

To receive, consider and adopt the Audited Financial Statements for the year ended 31<sup>st</sup> 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        | o. of votes | s containe | ed in |           | Percentage |
|-------------|--------|-----------|-------------|------------|-------|-----------|------------|
|             | Remote | E-voting  | E-voting    | at AGM     | Т     | otal      | (%)        |
|             | 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 31<sup>st</sup> March, 2017.

| Particulars |        | No        | o. of votes | s containe | d in |           | Percentage |
|-------------|--------|-----------|-------------|------------|------|-----------|------------|
|             | Remote | E-voting  | E-voting    | at AGM     |      | Γotal     | (%)        |
|             | 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      |







41-A, A. J. C. Bose Road, 3<sup>rd</sup> Floor Suite No : 301, Kolkata - 700 017 ● India Phone : 0-33-4061 6033/34/35

Phone : 0-33-4061 6033/34/35 Fax : +91-33-4061 6033 E-mail : anilmurarka@gmail.com

:: 4 ::

## Item No. 3: ORDINARY RESOLUTION -

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

| Particulars |        | No        | o. of votes | s containe | ed in |           | Percentage |
|-------------|--------|-----------|-------------|------------|-------|-----------|------------|
|             | Remote | E-voting  | E-voting    | at AGM     | Т     | otal      | (%)        |
|             | 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        | o. of votes | s containe | ed in |           | Percentage |
|-------------|--------|-----------|-------------|------------|-------|-----------|------------|
| 2           | Remote | E-voting  | E-voting    | at AGM     | Т     | otal      | (%)        |
|             | 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      |







41-A, A. J. C. Bose Road, 3<sup>rd</sup> Floor Suite No: 301, Kolkata - 700 017 ● India

Phone : 0-33-4061 6033/34/35 Fax : +91-33-4061 6033 E-mail : anilmurarka@gmail.com

:: 5 ::

## 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        | o. of votes | s containe | ed in |           | Percentage |
|-------------|--------|-----------|-------------|------------|-------|-----------|------------|
|             | Remote | E-voting  | E-voting    | at AGM     | Т     | otal      | (%)        |
|             | 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      |







41-A, A. J. C. Bose Road, 3<sup>rd</sup> Floor Suite No: 301, Kolkata - 700 017 • India

Phone : 0-33-4061 6033/34/35 Fax : +91-33-4061 6033 E-mail : anilmurarka@gmail.com

:: 6 ::

**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 39<sup>th</sup> AGM.

Place: Kolkata

Date: 29th July, 2017

(ANIL MURARKA) FCS No. 3150

CoP No. 1857

Countersigned by:

For CESC Limited

(Subhasis Mitra) Company Secretary