

CESC Limited

Corporate Identity Number : L31901WBI978PLC031411
Registered Office : CESC House, Chowringhee Square, Kolkata -700 001
Tel : 033 -2225 6040, Fax : 033 - 2225 5155
E-mail : secretarial@rpsg.in, Website : www.cesc.co.in

POSTAL BALLOT AND E-VOTING NOTICE TO THE EQUITY SHAREHOLDERS OF THE COMPANY

Notice is hereby given pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 ("the Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time (the "Rules"), Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 33/2020 dated September 28, 2020 and Circular No. 39/2020 dated December 31, 2020 issued by the Ministry of Corporate Affairs, Government of India ("MCA") (hereinafter collectively referred to as "MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof), if any, CESC Limited ("the Company") hereby seeks your approval by way of a Special Resolution appended below through Postal Ballot to be conducted by Remote Electronic Voting ("E-Voting"). The statement pertaining to the said resolution setting out the material facts and the reasons thereof is appended to this Notice.

In compliance with the provisions of Section 110 of the Act read with the applicable Rules and the Listing Regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Company is pleased to extend E-Voting facility to enable the shareholders to cast their votes electronically.

The Board of Directors of the Company has, in compliance with the said Rules, appointed Mr. Anil Murarka, Practicing Company Secretary (Membership No. FCS 3150/Certificate of Practice 1857) as the Scrutinizer for conducting the Postal Ballot and E-voting process in a fair and transparent manner. Further, the Company has engaged National Securities Depository Limited ("NSDL") to provide E-Voting facility to the Equity Shareholders of the Company.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes thereto to receive this Postal Ballot Notice and login ID and password for remote e-voting. The communication of the assent or dissent of the Members would take place only through the E-voting system.

Shareholders are requested to follow the procedure as stated herein later in the Notes and instructions for casting of votes by E-voting.

The Scrutinizer shall submit his report to the Chairman/Managing Director (Generation)/ Managing Director (Distribution) after completion of the scrutiny of E-Voting. The results of the E-Voting would be announced by the Chairman/Managing

Director (Generation)/ Managing Director (Distribution) at the Registered Office of the Company at CESC House, Chowringhee Square, Kolkata - 700 001 within 48 hours of the conclusion of E-Voting. The results along with the Scrutinizer's Report will be displayed at the Registered Office of the Company and shall be communicated to the National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") (together "Stock Exchanges") where the shares of the Company are listed and will be displayed on the Company's website at www.cesc.co.in as well as on the website of NSDL.

Item of business requiring approval of members through E-Voting.

SPECIAL BUSINESS:

AS A SPECIAL RESOLUTION:

To consider and, if thought fit, to pass, with or without modification(s), the following resolution:

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, subject to such other approvals, permissions, consents as may be required, approval of the members be and is hereby accorded for alteration of Article 88 of the Articles of Association of the Company by substituting the existing Article 88 alongwith the marginal note thereto with the following Article 88 alongwith the marginal note;

'Number of Directors 88. Until otherwise determined by a Special Resolution, the number of Directors of the Company shall not be less than three nor more than fifteen.'

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Company Secretary of the Company be and is hereby authorized on behalf of the Company to do all acts, deeds and things as deemed necessary, proper and desirable and to sign and execute all necessary documents, applications and returns, for the purpose of giving effect to the aforesaid resolution along with filing of E-form(s) with the Registrar of Companies."

Registered office:
CESC House
Chowringhee Square
Kolkata – 700 001
Date : 11 March, 2021
Place : Kolkata

By Order of the Board of Directors

Subhasis Mitra
Company Secretary
ICSI Membership No. A5376

NOTES:

1. Voting period for E-voting will commence from Wednesday, 17 March, 2021 at 9.00 am.(IST) and will end on Thursday, 15 April, 2021 at 5.00 pm.(IST).
2. The Statement pursuant to Section 102 of the Companies Act, 2013, read with Section 110 as amended stating all material facts, disclosure of interest, if any and other relevant information and facts in respect of the business is annexed hereto and forms part of this Notice.
3. In compliance with the Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 33/2020 dated September 28, 2020 and Circular No. 39/2020 dated December 31, 2020 issued by the Ministry of Corporate Affairs, Government of India ("MCA") (hereinafter collectively referred to as "MCA Circulars"), this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories.
4. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as on Friday, 12 March, 2021 as received from the depositories. The Postal Ballot Notice is being sent to the Members in electronic form to the email addresses registered with their depository participants (in case of electronic shareholding) / Link Intime India Private Limited, the Company's Registrar and Share Transfer Agent (Linkintime) (in case of physical shareholding).
5. Members whose email addresses are not registered as above can register the same in the following manner:
 - a. Members holding share(s) in physical mode can send email to register their e-mail ID to CESC Limited at secretarial@rpsg.in or to Linkintime at kolkata@linkintime.co.in.
 - b. Members holding share(s) in electronic mode are requested to register / update their e-mail address with their respective Depository Participants ("DPs") for receiving all communications from the Company electronically.
6. The Board of Directors has appointed Mr. Anil Murarka, Practicing Company Secretary (Membership no. FCS 3150/ Certificate of Practice 1857), as the "Scrutinizer" to conduct the E-voting process in a fair and transparent manner.
7. Members may contact Mr. Subhasis Mitra, Company Secretary, for any grievances connected with voting by electronic means at the Registered Office of the Company at CESC House, Chowrighee Square Kolkata – 700 001 Tel: (033)-2225 6040 E-mail: secretarial@rpsg.in.
8. Pursuant to Sections 108 and 110 of the Companies Act, 2013 as amended (the "Companies Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time (the "Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (the "Listing Regulations"), the Company will be offering E-voting facility to the Members to cast their votes (for or against) electronically on business set forth in this Notice.
9. The Company has appointed National Securities Depository Limited (NSDL) to provide the E-voting facility to the shareholders of the Company to vote electronically. Please read carefully the E-Voting Instructions for casting your vote electronically.
10. Members may note that this Postal Ballot Notice will also be available on the Company's website at www.cesc.co.in and on websites of the Stock Exchanges where the equity shares of the Company are listed i.e. BSE Limited, www.bseindia.com, National Stock Exchange of India Limited, www.nseindia.com, and on the website of NSDL, www.evoting.nsd.com.
11. A copy of the Articles of Association of the Company has been uploaded on the website of the Company at www.cesc.co.in to facilitate online inspection until last date of remote E-voting.
12. The voting rights of Members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on Friday, 12 March, 2021 being the cut-off date.
13. The Resolution, if passed by requisite majority, will be deemed to have been passed on the last date of remote E-voting i.e. Thursday, 15 April, 2021.
14. **The instructions for remote e-voting are as under:**

In compliance with the provisions of Sections 108 and 110 of the Act and Rules 20 and 22 of the Rules, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the Company has provided the facility of remote E-voting to all Members, to enable them to cast their votes electronically. The Company has engaged the services of NSDL to provide remote e-voting facility to its Members.

The details of the process and manner for remote e-voting are explained herein below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsd.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account,

last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.

- (ii) If your email ID is not registered, your ‘initial password’ is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
 - b) “**Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 are given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then,click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1. Institutional/Corporate shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to **evotingam@gmail.com** with a copy marked to **evoting@nsdl.co.in**.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the **“Forgot User Details/Password?”** or **“Physical User Reset Password?”** option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of **www.evoting.nsdl.com** or call on toll free no.: 1800-1020-990 / 1800 22 44 30 or send a request at **evoting@nsdl.co.in**

Other Instructions:

1. The Scrutinizer shall, immediately after the conclusion of voting through remote e-voting unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the remote e-voting, a Scrutinizer’s report of the total votes cast in favour and against, if any, to the Chairman / Managing Director (Generation) / Managing Director (Distribution).
2. The said results along with the Scrutinizer’s Report would be intimated to National Stock Exchange of India Limited and BSE Limited, where the equity shares of the Company are listed. Additionally, the results will also be uploaded on the Company’s website www.cesc.co.in and on the website of NSDL - www.evoting.nsdl.com

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Article 88 of the Articles of Association of CESC Limited (‘the Company’/ ‘CESC’) has a provision for a maximum number of ten directors on the Board of Directors of the Company (‘the Board’). Presently, CESC has ten directors in its Board and they are from diverse backgrounds. With their rich experience and varied expertise, the Directors have been ably guiding the operating management in all important matters.

Over the years, CESC has grown manifold and, apart from a huge increase in its own business as a power utility operating in a large city like Kolkata, it now has nineteen subsidiaries. The challenges of such phenomenal business growth are many and need constant review. In this background, it is felt that the Company should have the flexibility of having a larger Board so that, when necessary, competent person(s) may be inducted in the Board. Accordingly, it is proposed to increase the maximum number of Directors, that Company may appoint, to fifteen from the present level of ten.

In order to increase the strength of the Board as above, it is required to obtain members’ approval for altering the said Article 88.

In terms of Section 14 of the Companies Act, 2013 read with the Rules made thereunder, approval of the Members is being sought by way of a Special Resolution to enable the Company to alter the aforesaid Article 88. The Board recommends the Resolution for approval by the Members of the Company.

None of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested in the Resolution.

Registered office:
CESC House
Chowringhee Square
Kolkata – 700 001
Date : 11 March, 2021
Place : Kolkata

By Order of the Board of Directors

Subhasis Mitra
Company Secretary
ICSI Membership No.A5376