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September 6, 2023

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

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001
SCRIP CODE: 500084

Dear Sir/ Madam,

Sub: Postal Ballot

Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed a copy of the Postal Ballot Notice (“Notice”) dated August 4, 2023 seeking approval of the Members of the Company, for the matters as set out in the Notice.

The Notice is being sent through electronic mode to the Members whose names appear in the Register of Members / List of Beneficial Owners and whose email ids are registered with Depositories / Company as on Tuesday, September 5, 2023 (Cut-off date).

The Company has engaged National Securities Depository Limited (NSDL) for providing E-voting facility to all its Members.

The E-voting will commence from Thursday, September 7, 2023 at 9:00 a.m. (IST) and will end on Friday, October 6, 2023 at 5:00 p.m. (IST). The E-voting facility shall be disabled by NSDL after 5:00 p.m. (IST).

The Notice is also available at the website of the Company at www.cesc.co.in as well as on the website of NSDL at www.evoting.nsdl.com.

Kindly take the above mentioned information on your record.

Thanking you.
Yours faithfully,
For **CESC Limited**

Jagdish Patra
Company Secretary & Compliance Officer

Encl: a/a



CESC LIMITED

CIN : L31901WB1978PLC031411

Registered Office : CESC House, Chowringhee Square, Kolkata -700 001

E-mail : secretarial@rpsg.in, Website : www.cesc.co.in

POSTAL BALLOT AND E-VOTING NOTICE TO THE MEMBERS 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"), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 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"), Secretarial Standards on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India 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 Special Resolutions for the matters listed in Item nos. 1 and 2 as appended below through Postal Ballot by way of Remote Electronic Voting ("E-voting") facility to enable the Members to cast their votes electronically. The Statement pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules, pertaining to the said resolutions setting out the material facts and the reasons thereof is appended to this Notice.

The Board of Directors of the Company has, in compliance with the said Rules, appointed Mr. Manoj Prasad Shaw, Practicing Company Secretary (Membership No. FCS 5517, CP 4194) 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 Members 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/ its Registrar and Share Transfer Agent/NSDL/ Central Depository Services (India) Limited (CDSL)(NSDL and CDSL hereinafter collectively referred to as 'Depositories'). If e-mail address of any Member is not registered as above, please follow the process provided in the Notes to receive this Postal Ballot Notice, login ID and password for remote E-voting. The communication of the assent or dissent of the Members would only take place through the E-voting system. Members are requested to follow the procedure as stated in the notes and instructions for casting of votes by E-voting.

The Scrutinizer shall submit his report to, the Chairman or Managing Director (Generation) or Company Secretary after completion of the scrutiny of E-voting. The results of the E-voting would be announced by, the Chairman or Managing Director (Generation) or Company Secretary of the Company, as the case may be, at its Registered Office at CESC House, Chowringhee Square, Kolkata - 700 001 within two working days from 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") (hereinafter together referred to "Stock Exchanges") where the shares of the Company are listed and will also be displayed on the Company's website at www.cesc.co.in as well as on the website of NSDL. The last date for E-voting i.e. Friday, October 6, 2023 shall be deemed to be the date of passing of the Resolutions as contained in the Postal Ballot Notice.

Items of Special Business requiring approval of Members through E-voting:

1. BORROWING LIMIT

To consider and, if thought fit, to pass, the following resolution as a **Special Resolution** :

"RESOLVED THAT, in supersession of all earlier resolutions passed in this respect from time to time, and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies

(Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and the Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company ('the Board' which term shall be deemed to include any committee thereof) to borrow any sum or sums of money from time to time notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may at any time exceed the aggregate of the paid up share capital, free reserves and securities premium of the Company subject to such aggregate borrowings not exceeding a sum of Rs.10,000 crores;

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under the foregoing resolution to any committee of Directors of the Company or to any Director of the Company or to any officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this resolution and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) as aforesaid and to do all such acts, deeds and things as may be necessary, proper and expedient for giving effect to the above resolution."

2. CREATION OF CHARGE / SECURITY ON THE MOVABLE AND IMMOVABLE PROPERTIES OF THE COMPANY

To consider and, if thought fit, to pass, the following resolution as a **Special Resolution**:

"**RESOLVED THAT**, in terms of the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and read with the Companies (Meetings of Board and its Powers) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company ("the Board" which term shall be deemed to include any committee thereof) for creation of charge / mortgage / hypothecation and/or otherwise encumbering all or any of the properties of the Company, whether immovable and/or movable, and whether present or future and wheresoever the same may be situated in such form and manner, in favour of :

- a) any Public Financial Institution within the meaning of Section 2(72) of the Act,; and / or
- b) any Scheduled Bank as defined in Section 2(e) of the Reserve Bank of India Act, 1934; and / or
- c) any other Bank including any Public Sector Bank(s) and / or Development Financial Institution(s); and / or

- d) any institution / corporation controlled by the Central and / or State Government(s); and / or
- e) any combination of lenders in (a) to (d) above and/or any other lender(s) (hereinafter collectively referred to as 'Future Lenders')

to secure any borrowing(s) availed / to be availed of by the Company from time to time by way of term loan(s) and / or refinance loan(s) and / or foreign currency loan(s) and / or non-convertible debentures and/or other debt securities and / or fund and / or non- fund based working capital facilities, for an aggregate sum not exceeding Rs. 2500 crores (hereinafter collectively referred to as "Financial Assistance") together with interest costs, charges and expenses and all other monies payable by the Company in terms of the Sanction Letter(s) / Loan Agreement(s) / Hypothecation Agreement(s) / Security Document(s) / Debenture Trust Deed(s) or any other agreement(s) or any amendment(s) thereto entered into / to be entered into between the Company and the Future Lenders or their Debenture Trustee(s) and / or Security Trustee(s), in respect of the Financial Assistance so that the mortgage and /or charge etc. may be created by the Company over and in respect of its properties in their favour, either singly or collectively in such form and subject to such prior charges or with such pari-passu or subservient ranking of charges as may be decided by the Board with one or more of the said Future Lender(s);

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds things and matters to finalize and execute all such agreements, instruments and documents with all or any of the said Future Lenders or their Security Trustee(s) or any Debenture Trustee(s) for creating the aforesaid mortgage and / or charge etc. as may be required from time to time and to delegate all or any of the powers conferred on it by or under the foregoing resolution to any committee of Directors of the Company or to any Director of the Company or to any officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this resolution and to settle any question, difficulty, doubt that may arise in respect of creation of security as aforesaid and to do all such acts, deeds and things as may be necessary, proper and expedient for giving effect to the above resolution."

Registered office:

CESC House
Chowringhee Square
Kolkata – 700 001

Date: August 4, 2023
Place : Kolkata

By Order of the Board of Directors

Jagdish Patra

Company Secretary and Compliance Officer
ICSI Membership No. FCS 5320

NOTES:

1. Voting period for E-voting will commence from September 7, 2023 at 9.00 A.M. (IST) and will end on October 6, 2023 at 5.00 P.M.(IST).
2. The Statement pursuant to Section 102(1) of the Companies Act, 2013 ('the Act'), read with Section 110 of the Act, 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 "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/ Link Intime Private Limited the Company's Registrar and Share Transfer Agent ('Linkintime') /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 on September 5, 2023 ('Record Date') as received from the Depositories.
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 Depositories for receiving all communications from the Company electronically.
6. The Board of Directors has appointed Mr. Manoj Prasad Shaw, Practicing Company Secretary (Membership No. FCS 5517, CP 4194), as the "Scrutinizer" to conduct the e-voting process in a fair and transparent manner.
7. Members may contact the Secretarial Department of the Company 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 Act, as amended, 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 electronically on businesses set forth in this Notice.
9. The Company has appointed NSDL to provide the E-voting facility to the Members 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, websites of the Stock Exchanges where the equity shares of the Company are listed i.e. BSE Limited (www.bseindia.com) ('BSE'), National Stock Exchange of India Limited (www.nseindia.com) ('NSE') and on the website of NSDL (www.evoting.nsdl.com).
11. The voting rights of Members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the Record Date i.e., September 5, 2023, being the cut-off date.
12. The Resolutions contained in Notice if passed by requisite majority shall be deemed to have been passed on Friday, October 6, 2023 being the last date specified by Company for E-voting.
13. **The instructions for remote e-voting are as under:**

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the " Beneficial Owner " icon under " Login " which is available under ' IDEAS ' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on " Access to e-Voting " under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Type of shareholders	Login Method
	<p>2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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.nsdl.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 "Shareholder/Member" section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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.nsdl.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. Password details for shareholders other than Individual shareholders 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 to 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, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
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.nsdl.com.
 - b) [Physical User Reset Password?](#) (If you are holding shares in physical mode) option available on www.evoting.nsdl.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 etc.
 - 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.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copies (PDF/JPG Format) of the relevant Board Resolutions / Authority letters etc. with attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to shawmanoj2003@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolutions / Powers of Attorney / Authority Letters etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
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 : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for E-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to (Company email id).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (Company email id). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on E-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access E-Voting facility.

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 two working days of conclusion of the remote E-voting, a scrutinizer's report of the total votes cast and submit to the Chairman or Managing Director (Generation) or the Company Secretary of the Company.
2. The said results along with the Scrutinizer's Report would be intimated to NSE and BSE, 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(1) OF THE COMPANIES ACT, 2013 IN RESPECT OF ITEMS OF SPECIAL BUSINESS SET OUT IN THE POSTAL BALLOT NOTICE

Item No 1

Members, of the Company at the 43rd Annual General Meeting of the Company held on August 18, 2021, had passed a Special Resolution specifying a limit of

Rs. 8000 crores for borrowing by the Company (apart from temporary loans obtained / to be obtained from the Company's bankers in the ordinary course of business) outstanding at any point of time.

Keeping in view the Company's future fund requirement for its capital expenditure and long term working capital requirements, refinancing of existing loan(s) and also for meeting other business requirements, it is considered necessary to seek the members' consent under Section 180(1)(c) of the Companies Act, 2013 for an increased borrowing limit of Rs. 10,000 crores.

The Special Resolution set out under Item No. 1 is intended for that purpose.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in the said resolution in the accompanying Notice.

The Board recommends the above Special Resolution set out under Item no. 1 of the Notice for approval of the Members.

Item No 2

In order to finance capital expenditure requirements, long-term working capital, as well as for refinancing any existing financial assistance and / or for any other general business purpose etc. the Company proposes to avail of various rupee and / or foreign currency assistance, non-convertible debentures / other debt securities / non-fund based working capital assistance which may be required to be secured by mortgage / charge over the Company's immovable and movable properties with such ranking of charges as may be required under the respective terms of sanction.

The said security, when created, shall be further to such security already created by the Company on the financial assistance already availed of by the Company and shall rank superior / pari passu / subservient to the existing security so created as per the terms of sanction agreed to / to be agreed to by the Company.

The Special Resolution set out under item no 2 of the Notice is for seeking the approval of Members in terms of the provisions of Section 180(1)(a) of the Companies Act, 2013 to enable the Company to create charge / security, as aforesaid, on the movable / immovable properties of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in the said Special Resolution in the accompanying Notice.

The Board recommends the above Special Resolution set out under Item no. 2 of the Notice for approval of the Members.

Registered office:

CESC House
Chowringhee Square
Kolkata – 700 001
Date: August 4, 2023
Place : Kolkata

By Order of the Board of Directors

Jagdish Patra

Company Secretary and Compliance Officer
ICSI Membership No. FCS 5320