

# CESC LIMITED

Corporate Identity Number : L31901WB1978PLC031411

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

Tel : 033-2225 6040, 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 that 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 8 April, 2020, 17/2020 dated 13 April, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 20/2021 dated December 8, 2021, 11/2022 dated 28 December, 2022 and 09/2023 dated 25 September, 2023 (collectively “MCA Circulars”) issued by the Ministry of Corporate Affairs (“MCA”) and Circulars issued by the Securities and Exchange Board of India (“SEBI”) vide no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15 January, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 and SEBI/HO/DDHS/P/CIR/2022/0063 dated 13 May, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5 January, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7 October, 2023 (collectively “SEBI Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standard 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 two Special Resolutions appended below through Postal Ballot Notice by way of Remote Electronic Voting (“E-voting”) facility to enable the members to cast their votes electronically. The Statement pursuant to Section 102 and other applicable provisions of the Act read with the Rules pertaining to the said resolutions setting out the material facts is appended and forming part of the Notice.

The Board of Directors of the Company has, in compliance with the said Rules, appointed Mr. Pankaj Kumar, Practicing Company Secretary, (Membership No. A12288 and CP No: 20994) 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 and SEBI 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 e-mail address of any member is not registered with the Company / Depositories, please follow the process provided in the Notes 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 only take place through the E-voting system. Members are requested to follow the procedure as stated in the notes relating to instructions for casting of votes by E-voting.

The Scrutinizer shall submit his report to the Chairman or the Company Secretary after completion of the scrutiny of E-voting. The results of the E-voting would be announced by the Chairman or the Company Secretary of the Company, as the case may be, at the Registered Office at CESC House, Chowringhee Square, Kolkata - 700 001 within two working days from the conclusion of E-voting and will be displayed on the Notice Board at the registered office of the Company. The said declared 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. October 24, 2024 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. APPOINTMENT OF MR. PARAS KUMAR CHOWDHARY AS A NON-EXECUTIVE INDEPENDENT DIRECTOR

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

“**RESOLVED THAT** pursuant to Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and that of the Board of Directors of the Company (“the Board”), Mr. Paras Kumar Chowdhary (DIN: 00076807), who was appointed as an Additional Director in the category of Non-Executive Independent Director of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director and who meets the criteria of Independence under Section 149 of the Act and Regulation 16 (1) (b) of the Listing Regulations, being eligible, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, and to hold office for a period of three consecutive years with effect from August 9, 2024;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution.”

## **2. RE-APPOINTMENT OF MR. SUNIL MITRA AS A NON-EXECUTIVE INDEPENDENT DIRECTOR**

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

“**RESOLVED THAT** pursuant to Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and that of the Board of Directors of the Company (“the Board”), Mr. Sunil Mitra (DIN: 00113473), in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director and who meets the criteria of Independence under Section 149 of the Act and Regulation 16 (1) (b) of the Listing Regulations, being eligible, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, and to hold office for a further period of three consecutive years with effect from November 14, 2024;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution.”

### **Registered Office :**

CESC House  
Chowringhee Square  
Kolkata - 700 001

By Order of the Board of Directors

Date : August 9, 2024  
Place : Kolkata

**Jagdish Patra**  
*Company Secretary and Compliance Officer*  
ICSI Membership No. FCS 5320

### **NOTES :**

- Voting period for E-voting will commence from Wednesday, September 25, 2024 at 9.00 A.M. (IST) and will end on Thursday, October 24, 2024 at 5.00 P.M.(IST).
- The Statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013 (‘the Act’) as amended read with read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standards on General Meetings (SS-2) 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.
- In compliance with the MCA Circulars and SEBI Circulars as mentioned here in above this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories.
- 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 23, 2024 (‘Cut-off Date’) 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 Private Limited, the Company’s Registrar and Share Transfer Agent (Linkintime) (in case of physical shareholding).
- Members whose email addresses are not registered as above can register the same in the following manner:
  - Members holding share(s) in physical mode can send email to register their e-mail ID to the Company at [secretarial@rpsg.in](mailto:secretarial@rpsg.in) or to Linkintime at [kolkata@linkintime.co.in](mailto:kolkata@linkintime.co.in) .
  - 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.
- The Board of Directors has appointed Mr. Pankaj Kumar, Practicing Company Secretary, (Membership No. A12288 and CP No: 20994), as the “Scrutinizer” to conduct the E-voting process in a fair and transparent manner.
- 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, Chowringhee Square, Kolkata – 700 001, Tel: (033)-2225-6040, e-mail: [secretarial@rpsg.in](mailto:secretarial@rpsg.in).
- Pursuant to Sections 108 and 110 of the Act, read with the Rules made thereunder and 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.
- The Company has appointed National Securities Depository Limited (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](http://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](http://www.bseindia.com)), National Stock Exchange of India Limited, ([www.nseindia.com](http://www.nseindia.com)), and on the website of National Securities Depository Limited ("NSDL"), ([www.evoting.nsdl.com](http://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 Cut-off Date i.e. September 23, 2024.
12. The last date for E-voting i.e. October 24, 2024 shall be deemed to be the date of passing of the Resolution as contained in the Postal Ballot Notice.
13. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically without any fee by the Members from the date of circulation of this Postal Ballot Notice until the last date of E-voting. Members seeking to inspect such documents can send an email to [secretarial@rpsg.in](mailto:secretarial@rpsg.in) mentioning his / her / its folio number / DP ID and Client ID.
14. **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.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https:// eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' 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 "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https:// eservices.nsdl.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https:// www.evoting.nsdl.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>4. Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; align-items: center;">   </div> <div style="display: flex; justify-content: center; align-items: center; margin-top: 10px;">   </div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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 are 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.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911

**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?**

- 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, 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.*

- 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](http://www.evoting.nsdl.com).
  - b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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.com](mailto:evoting@nsdl.com) 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 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 [cspankajgumla@gmail.com](mailto:cspankajgumla@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter 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](http://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](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at [evoting@nsdl.com](mailto:evoting@nsdl.com)

**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 e-mail ID to the Company at [secretarial@rpsg.in](mailto:secretarial@rpsg.in) or to Linkintime at [kolkata@linkintime.co.in](mailto:kolkata@linkintime.co.in).
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.com](mailto:evoting@nsdl.com) 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 E-voting unblock the votes cast and make, not later than two working days of conclusion of the E-voting, a Scrutinizer's Report of the total votes cast in favour and against, if any, to the Chairman or the Company Secretary of the Company.
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 uploaded on the Company's website ([www.cesc.co.in](http://www.cesc.co.in)), on the website of NSDL ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)) and will also be displayed on the Notice Board at the Registered office of the Company.

**STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No: 1**

The Board of Directors ("**Board**") of the Company, at its meeting held on August 9, 2024, has appointed Mr. Paras Kumar Chowdhary as an Additional Director in the capacity of Non-Executive Independent Director of the Company, not liable to retire by rotation, effective from the said date. The Company has received the following from Mr. Chowdhary:

- (i) Consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("**the Rules**");
- (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164 of the Companies Act, 2013 ("**the Act**") and;
- (iii) Declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 ("**Listing Regulations**"), and qualifies for being appointed as a Non-Executive Independent Director of the Company.

The resolution seeks the approval of the Members in terms of Section 149 and other applicable provisions of the Act, read with Schedule IV thereto and the Rules made thereunder, and in terms of Regulation 17, Regulation 25 (2A) and any other applicable provisions of SEBI Listing Regulations for appointment of Mr. Paras Kumar Chowdhary as a Non-Executive Independent Director of the Company for a period of three consecutive years commencing from August 9, 2024. .

Mr. Chowdhary is independent of management and possess appropriate skills, experience and knowledge. In the opinion of the Board, he fulfills the conditions of appointment as specified under the prevailing laws and regulations.

The Company has also received a notice from a member proposing the candidature of Mr. Chowdhary as a Director of the Company.

A copy of the draft Letter of Appointment for Independent Director proposed to be appointed is available for inspection as per the procedure of inspection detailed in point no. 13 of the Notes to the Notice.

Mr. Chowdhary shall be entitled to receive sitting fees, commission as may be determined by the Board from time to time, as detailed in the said letter of appointment.

Brief resume of Mr. Chowdhary, nature of his expertise, age, qualifications, number of Meetings of the Board attended during the year, details of other directorship and membership/chairmanship of Board Committees, shareholding and relationship with other Directors, Manager and other Key Managerial Personnel of the company as stipulated under Regulation 36(3) of Listing Regulations and the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India has been provided in "Annexure-A" to this Notice.

The Board is of the view that the association of Mr. Chowdhary would benefit the Company and support the Board in discharging its responsibility, functions, and duties effectively.

Except Mr. Chowdhary, being the appointee, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the Special Resolutions as set out in this Notice.

The Board of Directors recommends the resolution as set out in this Notice for approval of the Members by way of a Special Resolution.

#### **Item No: 2**

The current term of appointment of Mr. Sunil Mitra, Non-Executive Independent Director of the Company will expire on November 13, 2024. After taking into consideration his performance and contribution during his last tenure as an Independent Director of the Company it is proposed to re-appoint him as Non-Executive Independent Director for a fresh term of three years, not liable to retire by rotation, in accordance with the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 (“**Listing Regulations**”).

The Company has received the following from Mr. Sunil Mitra:

- (i) Consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (**‘the Rules’**);
- (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164 of the Companies Act, 2013 (**‘the Act’**) and;
- (iii) Declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and qualifies for being appointed as a Non-Executive Independent Director of the Company.

The resolution seeks the approval of the Members in terms of Section 149 and other applicable provisions of the Act, read with Schedule IV thereto and the Rules made thereunder, and in terms of Regulation 17, Regulation 25 (2A) and any other applicable provisions of Listing Regulations for re-appointment of Mr. Sunil Mitra as a Non-Executive Independent Director of the Company for a period of three consecutive years commencing from November 14, 2024.

Mr. Mitra is independent of management and possess appropriate skills, experience and knowledge. In the opinion of the Board, he fulfills the conditions of appointment as specified under the prevailing laws and regulations.

The Company has also received a notice from a member proposing the candidature of Mr. Mitra as a Director of the Company.

A copy of the draft Letter of Appointment is available for inspection as per the procedure of inspection detailed in point no. 13 of the Notes to the Notice.

Mr. Mitra shall be entitled to receive sitting fees, commission as may be determined by the Board from time to time, as detailed in the said letter of appointment.

Brief resume of Mr. Mitra, nature of his expertise age, qualifications, number of Meetings of the Board attended during the year details of other directorship and membership/chairmanship of Board Committees, shareholding and relationship with other Directors, Manager and other Key Managerial Personnel of the company, as stipulated under Regulation 36(3) of Listing Regulations and the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India has been provided in “Annexure-A” to this Notice.

The Board is of the view that the association of Mr. Mitra would benefit the Company and support the Board in discharging its responsibility, functions, and duties effectively.

Except Mr. Mitra, being the appointee, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the Special Resolutions as set out in this Notice.

The Board of Directors recommends the resolution as set out in this Notice for approval of the Members by way of a Special Resolution.

#### **Registered Office :**

CESC House  
Chowringhee Square  
Kolkata - 700 001

Date : August 9, 2024  
Place : Kolkata

By Order of the Board of Directors

**Jagdish Patra**  
Company Secretary and Compliance Officer  
ICSI Membership No. FCS 5320

### Annexure-A

**Details of Director seeking appointment through postal ballot by remote E-voting process (Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings)**

<b>Name of the Director</b>	Mr. Paras Kumar Chowdhary	Mr. Sunil Mitra
<b>Director Identification Number</b>	DIN: 00076807	DIN: 00113473
<b>Date of Birth &amp; Age</b>	Date of Birth : 01-10-1951 Age : 72	Date of Birth : 24-06-1951 Age : 73
<b>Date of Appointment / Re-appointment</b>	August 9, 2024	November 14, 2024
<b>Relationship with other Directors, Manager and Key Managerial Personnel</b>	Mr. Chowdhary is not related to any of the Directors of the Company.	Mr. Mitra is not related to any of the Directors of the Company.
<b>Brief resume and expertise in Specific Functional Areas</b>	Mr. Paras Kumar Chowdhary, aged 72 years, a science graduate and a seasoned professional having more than 45 years of experience in strategies, finance, sales and marketing. He served in senior management positions in various conglomerates, notably, Managing Director in CEAT Limited, President & Whole-time Director of Apollo Tyres Limited etc.	Mr. Sunil Mitra retired in June 2011 from the office of Revenue & Finance Secretary, Government of India. In his public service career spanning over three and a half decades, he successfully spearheaded important policy initiatives in public finance at the national level, including a new disinvestment policy and far-reaching taxation reforms. During his earlier appointments under the West Bengal Government, he is credited with the design and implementation of significant public policy reforms in the State-owned Public Sector Enterprises and in restructuring the State's power sector.  After completing his term of public service, Mr. Mitra chaired a Committee in the Planning Commission between October 2011 and August 2012 tasked with a comprehensive review of the different sectors of our economy and formulate recommendations that would foster a vibrant ecosystem for entrepreneurship in the country.  Till late 2016, Mr. Mitra was engaged in leading a team for a Consortium led by M/s IPE Global Limited, New Delhi that designed and managed a 'Knowledge Partnership Programme' for the Department for International Development of the United Kingdom Government. He also served as member of a Technical Advisory Panel set up by the Government of India, to review an Indian Power Sector Diagnostic Study Report prepared by the World Bank. Mr. Mitra serves as a Non-Official Member of the Eastern Regional Board of the Reserve Bank of India and as a Non-Executive & Independent Director on the Boards of a number of Public Companies.
<b>Qualification(s)</b>	Bachelor of Science	Retired IAS
<b>Terms and conditions of appointment</b>	Being appointed as a Non-Executive Independent Director, not liable to retire by rotation, for a period of three consecutive years commencing from August 9, 2024.	Being re-appointed as a Non-Executive Independent Director, not liable to retire by rotation, for a period of three consecutive years commencing from November 14, 2024.
<b>Remuneration last drawn</b>	Not Applicable	During Financial Year 2024-25 (up to the date of dispatch of Postal Ballot Notice): Rs. 12 lakhs. (commission and sitting fees)
<b>Number of meetings of the Board attended during the financial year 2024-25 (up to the date of dispatch of Postal Ballot notice)</b>	Not Applicable	Two
<b>Board Membership in other Indian listed companies as on the date of this postal ballot notice</b>	1) CEAT Limited	1) Firstsource Solutions Limited 2) Century Plyboards (India) Ltd.
<b>Chairmanship of committees in other Indian listed companies as on the date of this postal ballot notice</b>	Nil	Nil
<b>Number of shares held in the Company as on the date of this postal ballot notice</b>	Nil	Nil
<b>Listed companies from which the Director has resigned in the past three years</b>	1) PCBL Limited (Cessation on completion of tenure as an Independent Director)	Nil