

DOC:SEC: 896/2023-24/324

February 12, 2024

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**  
**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 January 19, 2024 seeking approval of the Members of the Company, for the matter 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 Friday, February 9, 2024 (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 Tuesday, February 13, 2024 at 9:00 a.m. (IST) and will end on Wednesday, March 13, 2024 at 5:00 p.m. (IST) after which E-voting facility shall be disabled by NSDL.

The Notice is also available at the website of the Company at [www.cesc.co.in](http://www.cesc.co.in) as well as on the website of NSDL at [www.evoting.nsdl.com](http://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 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 (“Company”) hereby seeks your approval by way of a Special Resolution 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 and other applicable provisions of the Act read with the Rules pertaining to the said resolution setting out the material facts and the reasons thereof 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 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 the Managing Director (Generation) 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. 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. March 13, 2024 shall be deemed to be the date of passing of the Resolution as contained in the Postal Ballot Notice.

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Item of Special Business requiring approval of members through E-Voting.

**APPOINTMENT OF MR. ARJUN KUMAR AS A NON-EXECUTIVE INDEPENDENT DIRECTOR**

To consider and, if thought fit, to pass (s), 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 (“SEBI 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. Arjun Kumar (DIN: 00139736), 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 Regulations 16 (1) (b) of the SEBI 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 5(five) consecutive years with effect from January 19, 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 : January 19, 2024

Place : Kolkata

**Jagdish Patra**

*Company Secretary and Compliance Officer*

ICSI Membership No. FCS 5320

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**NOTES :**

1. Voting period for E-voting will commence from February 13, 2024 at 9.00 A.M. (IST) and will end on March 13, 2024 at 5.00 P.M.(IST).
2. The Statement pursuant to Section 102 of the Act (to the extent applicable), read with Section 110 as amended read with the Listing Regulations, Secretarial Standard 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.
3. In compliance with the 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.
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 February 9, 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).

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 the Company at [secretarial@rpsg.in](mailto:secretarial@rpsg.in) or to Linkintime at [kolkata@linkintime.co.in](mailto: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. 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.
7. Members may contact Mr. Jagdish Patra, 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](mailto:secretarial@rpsg.in).
8. Pursuant to Sections 108 and 110 of the Act, with the Rules read 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 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. February 9, 2024.
12. The last date for E-voting i.e. March 13, 2024 shall be deemed to be the date of passing of the Resolution as contained in the Postal Ballot Notice.
13. Document(s) referred to in the Statement, shall be available for inspection for Members through electronic mode from Tuesday, February 13, 2024 to Wednesday, March 13, 2024 on the basis of any request received at [secretarial@rpsg.in](mailto:secretarial@rpsg.in) mentioning name of the Member, Folio No. /Client ID and DP ID, and the document(s) wishing to inspect, with a self-attested copy of the Member’s PAN card attached to the email.

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>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>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>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>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; gap: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: center; gap: 40px; margin-top: 10px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> |

|   |  |
|---|--|
| <p>Individual Shareholders holding securities in demat mode with CDSL</p>                                     | <ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>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.</li> <li>3. 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>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 <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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol> |
| <p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p> | <p>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.</p>   |

**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.**

| <b>Login type</b>   | <b>Helpdesk details</b>   |
|---|---|
| <p>Individual Shareholders holding securities in demat mode with NSDL</p> | <p>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 and 022 - 2499 7000</p>                        |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <p>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 22 55 33</p> |

**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.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 ‘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.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 :

| <b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b> | <b>Your User ID is:</b>   |
|---|---|
| a) For Members who hold shares in demat account with NSDL.            | 8 Character DP ID followed by 8 Digit Client ID<br>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<br>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<br>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.nsd.com](http://www.evoting.nsd.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 theirlogin.
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 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at [evoting@nsdl.com](mailto:evoting@nsdl.com)



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**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 Managing Director (Generation) or 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 also be uploaded on the Company's website ([www.cesc.co.in](http://www.cesc.co.in)) and on the website of NSDL ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)) .

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**STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF ITEM OF SPECIAL BUSINESS SET OUT IN THE POSTAL BALLOT NOTICE**

The Board of Directors ("**Board**") of the Company, in its meeting held on January 19, 2024, has appointed Mr. Arjun Kumar as an Additional Director in the capacity of Non-Executive Independent Director of the Company, not liable to retire by rotation, effective from January 19, 2024. The Company has received from Mr. Arjun Kumar :

- (i) the 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 164(1) and Section 164(2) of the Companies Act, 2013 ("**the Act**") and;

(iii) a 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 and Regulation 25 (2A) of SEBI Listing Regulations for appointment of Mr. Arjun Kumar as a Non-Executive Independent Director of the Company for a period of five consecutive years commencing from January 19, 2024. Once appointed, he will not be liable to retire by rotation.

In the opinion of the Board, Mr. Kumar is a person of integrity and fulfils the conditions specified in the Act and the Rules made thereunder and is independent of the management of the Company and possesses appropriate skills, experience and knowledge. Accordingly, Mr. Kumar fulfills the criterion 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. Kumar 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.

Brief resume of Mr. Kumar, nature of his expertise in specific functional areas and names of companies in which he holds directorship and membership/chairmanship of Board Committees, shareholding and relationship between directors inter-se, if any, as stipulated under Regulation 36(3) of SEBI Listing Regulation 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. Kumar would benefit the Company and support the Board in discharging its responsibility, functions, and duties effectively.

Except Mr. Kumar, 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 Resolution 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

By Order of the Board of Directors

Date : January 19, 2024  
Place : Kolkata

**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. Arjun Kumar  |                                     |  |
| Director Identification Number  | 00139736   |                                     |  |
| Date of Birth & Age   | Date of Birth : 01.02.1970<br>Age : 53 years   |                                     |  |
| Date of Appointment   | January 19, 2024   |                                     |  |
| Relationship with other Directors, Manager and Key Managerial Personnel   | Mr. Kumar is not related to any of the Directors of the Company.   |                                     |  |
| Brief resume and expertise in Specific Functional Areas   | <p>Mr. Arjun Kumar, aged 53 years, holds a bachelor's degree in Education and Physics from the Homerton College, University of Cambridge. He has been serving as the Managing Director in Naresh Kumar &amp; Company Private Limited ("NKCPL") since 2000. Apart from successfully spearheading the business of the Company, he has the acumen and vast experience in the field of amalgamation, merger, business acquisition, startups, corporate law, finance and one of the pioneer in the implementation of SAP and MIS.</p> <p>During his tenure as the Managing Director of NKCPL, he has been instrumental in inter alia the conclusion of the amalgamation of eight firms into NKCPL, implementation of SAP and total computerisation of accounts and MIS and in building an asset block of dewatering plants, stockyards, vehicles, loaders, excavator and similar equipment which can be deployed as per the needs of clients.</p> |                                     |  |
| Qualification(s)  | Bachelor's degree in Education and Physics from the Homerton College, University of Cambridge.   |                                     |  |
| Terms and conditions of appointment   | Being appointed as a Non-Executive Independent Director, not liable to retire by rotation, for a period of 5 consecutive years commencing from January 19, 2024.   |                                     |  |
| Remuneration last drawn (including sitting fees)  | Nil  |                                     |  |
| Number of meetings of the Board attended during the financial year 2023-24 (up to the date of dispatch of Postal Ballot notice) | Nil  |                                     |  |
| Board Membership in other Indian listed companies as on the date of this postal ballot notice                                   | RPSG Ventures Limited  |                                     |  |
| Chairmanship of committees in other Indian listed companies as on the date of this postal ballot notice                         | <b>Name of Company</b>   | <b>Name of the Committee</b>        | <b>Position held (Chairperson/ Member)</b> |
|   | RPSG Ventures Limited  | Audit Committee                     | Chairperson                                |
|   |  | Nomination & Remuneration Committee | Chairperson                                |
| Number of shares held in the Company as on the date of this postal ballot notice  | Nil  |                                     |  |
| Listed companies from which the Director has resigned in the past three years   | Nil  |                                     |  |