



**RP - Sanjiv Goenka
Group**

Growing Legacies

SEC:AM:29451



22 April, 2016

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

Dear Sir,

In accordance with SEBI Circular no. D&CC / FITTC / CIR-16 / 2002 dated 31 December 2002 and as amended vide its Circular No. CIR/MRD/DP/30/2010 dated 6 September 2010, we submit herewith Audit Report dated 22 April, 2016 in regard to reconciliation of the share capital of the Company as on 31 March, 2016 issued by Messrs. S.M. Gupta & Co., Company Secretaries.

Yours faithfully,

General Manager (Secretarial & Estates)

Encl.

CESC Limited

CIN : L31901WB1978PLC031411 e-mail : cesclimited@rp-sg.in
Regd. Office : CESC House, Chowringhee Square, Kolkata - 700 001, India
Tel : +91 33 2225 6040 Fax : +91 33 2225 3495 Web : www.cesc.co.in

Fax : (033) 2236-7135
E-mail : smguptaandco@yahoo.com
smguptaandco@gmail.com
Website : www.smguptaco.com

Phones : Offi. : 2236 1385, 2236 7135
Resi. : 2534 8148
Mobile : 98300 57568

S. M. GUPTA & CO.
COMPANY SECRETARIES
P-15, BENTINCK STREET, CALCUTTA-700 001

Ref. No.....

Dated

Certificate of Reconciliation of Share Capital Audit
[See Regulation 55A of SEBI (Depositories and Participants)
Regulations, 1996]

We have audited the relevant records and documents of **M/s. CESC LIMITED** for the quarter ended 31st March, 2016 for the purpose of issuing Certificate of reconciliation of share capital with both the Depositories and the total issued and listed capital as required pursuant to Circular No. D&CC/FITTC/CIR-16/2002 dated 31st December, 2002 and CIR/MRD/DP/30/2010 dated 6th September, 2010 issued by the Securities & Exchange Board of India (SEBI) and on the basis of such checks which to the best of our knowledge and belief were necessary for the purpose of this certification and on the basis of information and explanations given to us and according to the examinations carried out by us, we do hereby certify that in our opinion and according to the best of our information and belief:

- (1) The total of the shares held in the NSDL, CDSL and in the physical form is annexed hereto in the format as prescribed by SEBI and the same tallies with the paid-up capital of the Company.
- (2) The Register of Members is updated.
- (3) Valid dematerialisation requests have been confirmed within the stipulated period.
- (4) There has been no change in the paid-up share capital of the company during the above quarter.

Place : Kolkata

Dated: 1 APR 2016

Signature :

Name

Membership No.

C. P. Number

:

: S. M. GUPTA

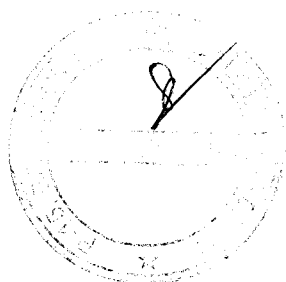
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Annexure

| | | | | | | | |
|-----|---|--|---|--|----------------------------------|----------------------------------|---|
| 1. | <i>For Quarter ended</i> | 31 st March, 2016 | | | | | |
| 2. | <i>ISIN</i> | INE486A01013 | | | | | |
| 3. | <i>Face Value</i> | Fully paid-up Equity Shares of Rs.10/- each | | | | | |
| 4. | <i>Name of the Company</i> | CESC LIMITED | | | | | |
| 5. | <i>Registered Office Address</i> | CESC House, Chowringhee Square, Kolkata – 700 001 | | | | | |
| 6. | <i>Correspondence Address</i> | CESC House, Chowringhee Square, Kolkata – 700 001 | | | | | |
| 7. | <i>Telephone & Fax Nos.</i> | Ph: (033) 2225 6040; Fax: (033) 2225 5155 | | | | | |
| 8. | <i>Email Address</i> | cesc@cesc.co.in | | | | | |
| 9. | <i>Names of the Stock Exchanges where the Company's securities are listed</i> | 1) The Calcutta Stock Exchange Limited (CSE) 2) BSE Limited (BSE) 3) National Stock Exchange of India Limited (NSE) 4) The GDRs are listed on the Euro MTF of the Luxembourg Stock Exchange | | | | | |
| | | <i>Number of shares</i> | | | | | |
| 10. | <i>Capital under this ISIN</i> | 13,25,57,043 | | | | | |
| 11. | <i>Listed Capital (Exchange-wise) (ISIN-wise)</i> | 13,25,57,043 | | | | | |
| | | | | | | <i>% of Total capital</i> | |
| 12. | <i>Held in Dematerialised form in CDSL</i> | 14,97,635 | 01.13% | | | | |
| 13. | <i>Held in Dematerialised form in NSDL</i> | 12,65,02,968 | 95.43% | | | | |
| 14. | <i>Physical</i> | 45,56,440 | 03.44% | | | | |
| 15. | <i>Total No. of Shares (12+13+14)</i> | 13,25,57,043 | (As per Company Certificate) | | | | |
| 16. | <i>Reasons for difference, if any</i> | N. A. | | | | | |
| 17. | <i>Certifying the details of changes in share capital during the quarter under consideration as per Table below:</i> | | | | | | |
| | NO CHANGE IN SHARE CAPITAL | | | | | | |
| | <i>Particulars*</i> | <i>No. of shares</i> | <i>Applied/ Not applied for Listing</i> | <i>Listed on Stock exchanges (Specify Names)</i> | <i>Whether intimated to CDSL</i> | <i>Whether intimated to NSDL</i> | <i>In-prin. appropending for SE (Specify Names)</i> |
| | ----- | ----- | ----- | ----- | ----- | ----- | ----- |
| | <i>* Rights, Bonus, Preferential Issue, ESOPs, amalgamation, Conversion, Buyback, Capital Reduction, Forfeiture, Any other (to specify)</i> | | | | | | |



| | | | | |
|-----|--|--|---------------|-------------------|
| 18. | Register of Members updated (Yes/No) If not, updated upto which date | Yes | | |
| 19. | Reference of previous quarter with regards to excess dematerialized shares, if any | Nil | | |
| 20. | Has the company resolved the matter mentioned in point no. 19 above in the current quarter? If not, reason why? | N. A. | | |
| 21. | Mention the total no. of requests, if any, confirmed after 21 days and the total no. of requests pending beyond 21 days with the reasons for delay: (As per RTA Certificate) | | | |
| | Total No. of Demat requests | No. of requests | No. of shares | Reasons for delay |
| | Confirmed after 21 days | NIL | NIL | N.A. |
| | Pending for more than 21 days | NIL | NIL | N.A. |
| 22. | Name, Telephone & Fax no. of the Compliance Officer of the Company | Mr. S. Mitra, Company Secretary Tel: (033) 2225 6040; Fax: (033) 2236 3868 | | |
| 23. | Name, Address, Telephone & Fax no., Regn. no. of the Auditor | Mr. S. M. Gupta (CP – 2053) M/s. S. M. Gupta & Co., Company Secretaries, P-15, Bentinck Street, Kolkata – 700 001 Tel: (033) 2236 1385; Fax: (033) 2236 7135 | | |
| 24. | Appointment of common agency for share registry work (if yes, name and address) | Link Intime India Pvt. Limited (Formerly Intime Spectrum Registry Limited), 59C, Chowringhee Road, 3 rd Floor, Kolkata – 700 020 | | |
| 25. | Any other detail that the Auditor may like to provide (eg. BIFR Company, delisting from SE, company changed its name etc.) | <ol style="list-style-type: none"> 1. The Company had issued 79,30,685 Global Depositary Receipts representing 79,30,685 Equity Shares of Rs. 10 each at a premium of Rs. 212 per share in Financial Year 2005, out of which 37260 GDRs are still outstanding. 2. The Issued Capital of the Company is Rs. 138,85,70,150/- comprising of 13,88,57,015 Equity Shares of Rs.10/- each and the paid-up capital is Rs. 132,55,70,430/- comprising of 13,25,57,043 Equity Shares of Rs.10/- each due to the reason that 62,99,972 Equity Shares (amount paid up Rs. 65,56,021/-) were forfeited by the Company. The paid up capital of the Company stood at Rs. 133,21,26,451/- | | |

