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**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 76 of SEBI (Depositories and Participants)**  
**Regulations, 2018]**

We have audited the relevant records and documents of **M/s. CESC LIMITED (CIN : L31901WB1978PLZ031411)** for the quarter ended 31<sup>st</sup> December, 2018 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 Notification No. SEBI/LAD-NRO/GN/2018/40 dated 3<sup>rd</sup> October, 2018 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: **15 JAN 2019**

Signature :

Name : S. M. GUPTA

Membership No. : FCS - 896

C. P. Number : 2053



**Annexure**

|  |  |  |                                  |   |                           |                           |  |
|--|--|--|----------------------------------|---|---------------------------|---------------------------|--|
| 1.   | For Quarter ended  | 31 <sup>st</sup> December, 2018  |                                  |   |                           |                           |  |
| 2.   | ISIN   | INE486A01013   |                                  |   |                           |                           |  |
| 3.   | Face Value   | Fully paid-up Equity Shares of Rs.10/- each  |                                  |   |                           |                           |  |
| 4.   | Name of the Company  | CESC LIMITED   |                                  |   |                           |                           |  |
| 5.   | Registered Office Address  | CESC House, Chowringhee Square, Kolkata – 700 001  |                                  |   |                           |                           |  |
| 6.   | Correspondence Address   | CESC House, Chowringhee Square, Kolkata – 700 001  |                                  |   |                           |                           |  |
| 7.   | Telephone & Fax Nos.   | Ph: (033) 2225 6040; Fax: (033) 2225 5155  |                                  |   |                           |                           |  |
| 8.   | Email Address  | secretarial@rp-sg.in   |                                  |   |                           |                           |  |
| 9.   | Names of the Stock Exchanges where the Company's securities are listed   | 1) The Calcutta Stock Exchange Limited (CSE)<br>2) BSE Limited (BSE)<br>3) National Stock Exchange of India Limited (NSE)<br>4) The GDRs are listed on the Euro MTF of the Luxembourg Stock Exchange |                                  |   |                           |                           |  |
|  |  | Number of shares   |                                  |   |                           |                           |  |
| 10.  | Capital under this ISIN  | 13,25,57,043   |                                  |   |                           |                           |  |
| 11.  | Listed Capital (Exchange-wise) (ISIN-wise)   | 13,25,57,043   |                                  |   |                           |                           |  |
|  |  |  |                                  | % of Total capital                        |                           |                           |  |
| 12.  | Held in Dematerialised form in CDSL  | 63,89,633  |                                  | 4.82%                                     |                           |                           |  |
| 13.  | Held in Dematerialised form in NSDL  | 12,46,36,368   |                                  | 94.02%                                    |                           |                           |  |
| 14.  | Physical   | 15,31,042  |                                  | 1.16%                                     |                           |                           |  |
| 15.  | Total No. of Shares (12+13+14)   | 13,25,57,043   |                                  | (As per RTA Certificate)                  |                           |                           |  |
| 16.  | Reasons for difference, if any   | N. A.  |                                  |   |                           |                           |  |
| 17.  | Certifying the details of changes in share capital during the quarter under consideration as per Table below: NO CHANGE IN SHARE CAPITAL |  |                                  |   |                           |                           |  |
|  | Particulars*   | No. of shares  | Applied/ Not applied for Listing | Listed on Stock exchanges (Specify Names) | Whether intimated to CDSL | Whether intimated to NSDL | In-prin. appropending for SE (Specify Names) |
|  | -----  | -----  | -----                            | -----                                     | -----                     | -----                     | -----  |
| * Rights, Bonus, Preferential Issue, ESOPs, amalgamation, Conversion, Buyback, Capital |  |  |                                  |   |                           |                           |  |



|     |   |   |                      |
|-----|---|---|----------------------|
|     | <i>Reduction, Forfeiture, Any other (to specify)</i>  |   |                      |
| 18. | <i>Register of Members updated (Yes/No)<br/>If not, updated upto which date</i>   | Yes   |                      |
| 19. | <i>Reference of previous quarter with regards to excess dematerialized shares, if any</i>   | Nil   |                      |
| 20. | <i>Has the company resolved the matter mentioned in point no. 19 above in the current quarter? If not, reason why?</i>  | N. A.   |                      |
| 21. | <i>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)</i> |   |                      |
|     | <i>Total No. of Demat requests</i>  | <i>No. of requests</i>  | <i>No. of shares</i> |
|     | <i>Confirmed after 21 days</i>  | NIL   | N.A.                 |
|     | <i>Pending for more than 21 days</i>  | NIL   | N.A.                 |
| 22. | <i>Name, Telephone &amp; Fax no. of the Compliance Officer of the Company</i>   | Mr. S. Mitra,<br>Company Secretary<br>Membership No: ACS 5376<br>Tel: (033) 2225 6040; Fax: (033) 2236 3868   |                      |
| 23. | <i>Name, Address, Telephone &amp; Fax no., Regn. no. of the Auditor</i>   | Mr. S. M. Gupta (CP – 2053)<br>M/s. S. M. Gupta & Co., Company Secretaries,<br>P-15, Bentinck Street, Kolkata – 700 001<br>Tel: (033) 2236 1385; Fax: (033) 2236 7135   |                      |
| 24. | <i>Appointment of common agency for share registry work (if yes, name and address)</i>  | Link Intime India Pvt. Limited<br>(Formerly Intime Spectrum Registry Limited),<br>59C, Chowringhee Road, 3 <sup>rd</sup> Floor,<br>Kolkata – 700 020<br>P1993WB064400   |                      |
| 25. | <i>Any other detail that the Auditor may like to provide (eg. BIFR Company, delisting from SE, company changed its name etc.)</i>   | <p>1. The Company had issued Global Depositary Receipts representing Equity Shares of Rs. 10/- each in Financial Year 1994 and 2005, out of which 7932 GDRs are still outstanding.</p> <p>2. The Board of Directors of CESC Ltd ("Parent", "the Company") at its meeting held on 18<sup>th</sup> May, 2017 had approved, subject to necessary approvals, a composite Scheme of Arrangement (Scheme) under Section 230 to 232 and other applicable provisions of the Companies Act, 2013 involving the Parent and nine of its subsidiaries (Scheme Companies). The Scheme provides for restructuring of the Parent and its undertakings (all</p> |                      |



|  |  |   |
|--|--|---|
|  |  | <p>other common control as per Ind-AS 103) referred to in the Scheme into four listed entities, focused on the four verticals – power distribution, generation, organized retail (Retail Undertaking) and other sundry areas including business process outsourcing &amp; property (IT Undertaking) by way of due alignment, the appointed date being 1<sup>st</sup> October, 2017 ("the Appointed Date)</p> <p>3. The Company on 5<sup>th</sup> October, 2018 has received from Hon'ble National Company Law Tribunal (NCLT) (the appropriate Authority), the certified copy of the Order dated 28.03.2018 sanctioning the Scheme, subject to a condition that demerger of the Generation Undertaking shall be effective upon approval of the Hon'ble West Bengal Electricity Regulatory Commission (WBERC) to the Power Purchase Agreement (PPA) between the Company and Haldia Energy Ltd (one of the Scheme Companies). Pending the said approval, with necessary legal consultation, the Board of Directors of the Company at its meeting held on 12.10.2018 has decided to give effect to the Scheme, with effect from the Appointed date as aforesaid save and except Part III, IX and XII (Section 1).</p> <p>4. Authorised Share Capital of the Company has been increased from Rs. 150.00 Crores on 31.03.2017 to Rs. 3156.00 Crores effective from the Appointed Date as aforesaid.</p> <p>5. The Annual General Meeting of the Company was held on 21.12.2018 vide Notice dated 14.11.2018 after obtaining extension of time for holding the said meeting under necessary provisions of the Companies Act 2013.</p> |
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