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August 21, 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: Proceedings of the Forty-sixth Annual General Meeting (AGM) held on  
Wednesday, August 21, 2024**

Pursuant to Regulation 30, Part –A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Regulations), we enclose the summary of proceedings of the Forty-sixth Annual General Meeting of the Company held on Wednesday, August 21, 2024 (“**Annexure-I**”).

Further pursuant to Regulation 44(3) of the SEBI Regulations, we submit herewith the Voting Results along with the Consolidated Scrutinizer's Report, marked as (“**Annexure- II**”).

The said results are also being uploaded on the Company's website.

You are requested to kindly acknowledge the receipt of the same and oblige.

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

**Jagdish Patra**  
Company Secretary



**Encl: a/a**

**SUMMARY OF THE PROCEEDINGS OF THE  
FORTY-SIXTH ANNUAL GENERAL MEETING (AGM)**

**A. Date, time and venue of the AGM**

The Forty-sixth Annual General Meeting of the Company was held on Wednesday, August 21, 2024, through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM) and all the business as set out in the Notice dated May 23, 2024 were transacted. The Meeting commenced at 10.30 a.m. (IST) and concluded at 11.34 a.m. (IST) [including the time for e-voting].

**B. Proceedings in brief:**

- Dr. Sanjiv Goenka, Chaired the meeting in accordance with Article 82 of the Articles of Association of the Company.
- 95 members attended the meeting out of which 9 members were represented by their authorized representatives at the above AGM.
- The quorum being present, the Chairman declared the Meeting open and welcomed the members, Board of Directors, Statutory Auditors, Secretarial Auditors and Scrutiniser to the meeting.
- The Chairman then advised the Company Secretary to brief the members some of the basic rules relating to the AGM. The Company Secretary, inter-alia, stated the following:
  - a. The Auditor's Report on the Accounts of the Company did not have any qualification(s), observation(s) or comments.
  - b. The Company had provided the facility to the members to cast their votes through e-voting.
  - c. Registers and documents as statutorily required to be maintained remained accessible electronically for inspection during the continuance of the Meeting.
  - d. Questions & Answers session for the registered speaker members commenced after all the Resolutions in the Notice were tabled.
- In terms of the Notice dated May 23, 2024 convening the AGM of the Company, following items of business were placed for members consideration and approval:



## ORDINARY BUSINESS

Item No.	Details of the Agenda	Resolution required
1.	Consideration and adoption of: (a) the audited financial statements of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon; and  (b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2024 and the report of Auditors thereon.	Ordinary Resolution
2.	Confirmation of the payment of Interim Dividend for the financial year ended March 31, 2024.	Ordinary Resolution
3.	Re-appointment of Mr. Pradip Kumar Khaitan who retires by rotation as a Director of the Company.	Ordinary Resolution

## SPECIAL BUSINESS

4.	Continuation of Directorship of Mr. Pradip Kumar Khaitan as a Non-Executive, Non-Independent Director of the Company	Special Resolution
5.	Appointment of Mr. Brajesh Singh as a Director of the Company	Ordinary Resolution
6.	Appointment of Mr. Brajesh Singh as the Managing Director (Generation).	Ordinary Resolution
7.	Appointment of Mr. Vineet Sikka as a Director of the Company	Ordinary Resolution
8.	Appointment of Mr. Vineet Sikka as the Managing Director (Distribution).	Ordinary Resolution
9.	Appointment of Ms. Kusum Dadoo as an Independent Director of the Company	Special Resolution
10.	Creation of Charge / Security on the movable and immovable properties of the Company	Special Resolution
11.	Ratification of remuneration of Cost Auditors for the financial year ending March 31, 2025.	Ordinary Resolution

- Chairman then invited the pre-registered members for their comments and observations. The Chairman replied to them suitably.



- The Chairman thereafter announced that the voting results of all the eleven (11) Resolutions would be announced within two working days from the conclusion of the meeting and would also be posted on the Company's website at [www.cesc.co.in](http://www.cesc.co.in) and on the website of NSDL. The same would also be displayed on the Notice Board at the Registered Office of the Company.
- He thereafter thanked the members for attending the AGM and concluded the same with vote of thanks.

**Voting by members:**

- The remote e-voting period began on Sunday, August 18, 2024 at 9.00 a.m. IST and had closed on Tuesday, August 20, 2024 at 5.00 p.m. IST (both days inclusive).
- The Company had provided remote e-voting facility to its members to cast votes electronically on all eleven (11) items of business set out in the Notice. The facility to vote at the meeting, on all eleven (11) items of business set out in the Notice, through electronic voting system, was also made available to the members who participated in the meeting and had not cast their votes through remote e-voting.

**Note:**

This summary does not constitute Minutes of the proceedings of the Forty-sixth Annual General Meeting of the Company.



**Annexure II**

**Forty-sixth Annual General Meeting (AGM) of CESC Limited**

**Details of Voting Results**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Details</b>
1.	Date of AGM	August 21, 2024
2.	Total no. of shareholders on record date on August 14, 2024 (Book closure date –August 14, 2024 to August 21, 2024, both days inclusive)	3,81,528
3.	<b>No. of shareholders attended the meeting through Video Conferencing:</b>  Promoter & Promoter Group:  Public:	  12  83
4.	Mode of Voting	E-voting



CESC Limited								
Resolution Required :Ordinary			Adoption of financial statements (Standalone & Consolidated) of the Company and reports of Directors and Auditors for the year ended March 31, 2024.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	690770560	690770560	100.0000	690770560	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>690770560</b>	<b>100.0000</b>	<b>690770560</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	472056552	428171143	90.7034	428171143	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>428171143</b>	<b>90.7034</b>	<b>428171143</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	162743318	498028	0.3060	303673	194355	60.9751	39.0249
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>498028</b>	<b>0.3060</b>	<b>303673</b>	<b>194355</b>	<b>60.9751</b>	<b>39.0249</b>
<b>Total</b>		<b>1325570430</b>	<b>1119439731</b>	<b>84.4497</b>	<b>1119245376</b>	<b>194355</b>	<b>99.9826</b>	<b>0.0174</b>



## CESC Limited

Resolution Required :Ordinary

Confirmation of the payment of Interim Dividend for the financial year ended March 31, 2024.

Whether promoter/ promoter group are interested in the agenda/resolution?

No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	690770560	690770560	100.0000	690770560	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>690770560</b>	<b>100.0000</b>	<b>690770560</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	472056552	431040975	91.3113	431040975	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>431040975</b>	<b>91.3113</b>	<b>431040975</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	162743318	493918	0.3035	300677	193241	60.8759	39.1241
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>493918</b>	<b>0.3035</b>	<b>300677</b>	<b>193241</b>	<b>60.8759</b>	<b>39.1241</b>
<b>Total</b>		<b>1325570430</b>	<b>1122305453</b>	<b>84.6658</b>	<b>1122112212</b>	<b>193241</b>	<b>99.9828</b>	<b>0.0172</b>



## CESC Limited

Resolution Required :Ordinary		Re-appointment of Mr. Pradip Kumar Khaitan as a Director, who retires by rotation.						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	690770560	690770560	100.0000	690770560	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>690770560</b>	<b>100.0000</b>	<b>690770560</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	472056552	385800867	81.7277	204421535	181379332	52.9863	47.0137
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>385800867</b>	<b>81.7277</b>	<b>204421535</b>	<b>181379332</b>	<b>52.9863</b>	<b>47.0137</b>
Public Non Institutions	E-Voting	162743318	495958	0.3047	265492	230466	53.5311	46.4689
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>495958</b>	<b>0.3047</b>	<b>265492</b>	<b>230466</b>	<b>53.5311</b>	<b>46.4689</b>
<b>Total</b>		<b>1325570430</b>	<b>1077067385</b>	<b>81.2531</b>	<b>895457587</b>	<b>181609798</b>	<b>83.1385</b>	<b>16.8615</b>





## CESC Limited

Resolution Required :Special		Continuation of appointment of Mr. Pradip Kumar Khaitan as a Non-Executive, Non-Independent Director of the Company.						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	690770560	690770560	100.0000	690770560	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>690770560</b>	<b>100.0000</b>	<b>690770560</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	472056552	385800867	81.7277	206144776	179656091	53.4329	46.5671
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>385800867</b>	<b>81.7277</b>	<b>206144776</b>	<b>179656091</b>	<b>53.4329</b>	<b>46.5671</b>
Public Non Institutions	E-Voting	162743318	495958	0.3047	266439	229519	53.7221	46.2779
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>495958</b>	<b>0.3047</b>	<b>266439</b>	<b>229519</b>	<b>53.7221</b>	<b>46.2779</b>
<b>Total</b>		<b>1325570430</b>	<b>1077067385</b>	<b>81.2531</b>	<b>897181775</b>	<b>179885610</b>	<b>83.2986</b>	<b>16.7014</b>



## CESC Limited

Resolution Required :Ordinary

Appointment of Mr. Brajesh Singh as a Director of the Company.

Whether promoter/ promoter group are interested in the agenda/resolution?

No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
				[3]={[2]/[1]}*100			[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
		[1]	[2]		[4]	[5]		
Promoter and Promoter Group	E-Voting	69077C560	690770560	100.0000	690770560	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>690770560</b>	<b>100.0000</b>	<b>690770560</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	47205E552	431040975	91.3113	419695393	11345582	97.3679	2.6321
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>431040975</b>	<b>91.3113</b>	<b>419695393</b>	<b>11345582</b>	<b>97.3679</b>	<b>2.6321</b>
Public Non Institutions	E-Voting	162743318	493728	0.3034	298035	195693	60.3642	39.6358
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>493728</b>	<b>0.3034</b>	<b>298035</b>	<b>195693</b>	<b>60.3642</b>	<b>39.6358</b>
<b>Total</b>		<b>1325570430</b>	<b>1122305263</b>	<b>84.6658</b>	<b>1110763988</b>	<b>11541275</b>	<b>98.9716</b>	<b>1.0284</b>



## CESC Limited

Resolution Required :Ordinary

Appointment of Mr. Brajesh Singh as the Managing Director (Generation).

Whether promoter/ promoter group are interested in the agenda/resolution?

No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
				[3]={[2]/[1]}*100			[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	690770560	690770560	100.0000	690770560	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>690770560</b>	<b>100.0000</b>	<b>690770560</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	472056552	431040975	91.3113	429503107	1537868	99.6432	0.3568
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>431040975</b>	<b>91.3113</b>	<b>429503107</b>	<b>1537868</b>	<b>99.6432</b>	<b>0.3568</b>
Public Non Institutions	E-Voting	162743318	492857	0.3028	296910	195947	60.2426	39.7574
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>492857</b>	<b>0.3028</b>	<b>296910</b>	<b>195947</b>	<b>60.2426</b>	<b>39.7574</b>
<b>Total</b>		<b>1325570430</b>	<b>1122304392</b>	<b>84.6658</b>	<b>1120570577</b>	<b>1733815</b>	<b>99.8455</b>	<b>0.1545</b>



## CESC Limited

Resolution Required :Ordinary			Appointment of Mr. Vineet Sikka as a Director of the Company.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	690770560	690770560	100.0000	690770560	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>690770560</b>	<b>100.0000</b>	<b>690770560</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	472056552	431040975	91.3113	419695393	11345582	97.3679	2.6321
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>431040975</b>	<b>91.3113</b>	<b>419695393</b>	<b>11345582</b>	<b>97.3679</b>	<b>2.6321</b>
Public Non Institutions	E-Voting	162743318	493818	0.3034	296822	196996	60.1076	39.8924
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>493818</b>	<b>0.3034</b>	<b>296822</b>	<b>196996</b>	<b>60.1076</b>	<b>39.8924</b>
<b>Total</b>		<b>1325570430</b>	<b>1122305353</b>	<b>84.6658</b>	<b>1110762775</b>	<b>11542578</b>	<b>98.9715</b>	<b>1.0285</b>



## CESC Limited

Resolution Required :Ordinary		Appointment of Mr. Vineet Sikka as the Managing Director (Distribution).						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	690770560	690770560	100.0000	690770560	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>690770560</b>	<b>100.0000</b>	<b>690770560</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	472056552	431040975	91.3113	429503107	1537868	99.6432	0.3568
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>431040975</b>	<b>91.3113</b>	<b>429503107</b>	<b>1537868</b>	<b>99.6432</b>	<b>0.3568</b>
Public Non Institutions	E-Voting	162743318	493339	0.3031	297143	196196	60.2310	39.7690
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>493339</b>	<b>0.3031</b>	<b>297143</b>	<b>196196</b>	<b>60.2310</b>	<b>39.7690</b>
<b>Total</b>		<b>1325570430</b>	<b>1122304874</b>	<b>84.6658</b>	<b>1120570810</b>	<b>1734064</b>	<b>99.8455</b>	<b>0.1545</b>



## CESC Limited

Resolution Required :Special			Appointment of Ms. Kusum Dadoo as an Independent Director of the Company.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	690770560	690770560	100.0000	690770560	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>690770560</b>	<b>100.0000</b>	<b>690770560</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	472056552	385800867	81.7277	341904689	43896178	88.6221	11.3779
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>385800867</b>	<b>81.7277</b>	<b>341904689</b>	<b>43896178</b>	<b>88.6221</b>	<b>11.3779</b>
Public Non Institutions	E-Voting	162743318	493828	0.3034	263947	229881	53.4492	46.5508
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>493828</b>	<b>0.3034</b>	<b>263947</b>	<b>229881</b>	<b>53.4492</b>	<b>46.5508</b>
<b>Total</b>		<b>1325570430</b>	<b>1077065255</b>	<b>81.2530</b>	<b>1032939196</b>	<b>44126059</b>	<b>95.9031</b>	<b>4.0969</b>



## CESC Limited

Resolution Required :Special			Creation of Charge / Security on the movable and immovable properties of the Company					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	690770560	690770560	100.0000	690770560	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>690770560</b>	<b>100.0000</b>	<b>690770560</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	472056352	431040975	91.3113	426027247	5013728	98.8368	1.1632
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>431040975</b>	<b>91.3113</b>	<b>426027247</b>	<b>5013728</b>	<b>98.8368</b>	<b>1.1632</b>
Public Non Institutions	E-Voting	162743318	487898	0.2998	291023	196875	59.6483	40.3517
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>487898</b>	<b>0.2998</b>	<b>291023</b>	<b>196875</b>	<b>59.6483</b>	<b>40.3517</b>
<b>Total</b>		<b>1325570430</b>	<b>1122299433</b>	<b>84.6654</b>	<b>1117088830</b>	<b>5210603</b>	<b>99.5357</b>	<b>0.4643</b>



## CESC Limited

Resolution Required :Ordinary

Ratification of remuneration of Cost Auditors for the financial year ending March 31, 2025.

Whether promoter/ promoter group are interested in the agenda/resolution?

No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	690770560	690770560	100.0000	690770560	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>690770560</b>	<b>100.0000</b>	<b>690770560</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	472056552	431040975	91.3113	431040975	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>431040975</b>	<b>91.3113</b>	<b>431040975</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	162743318	493898	0.3035	296111	197787	59.9539	40.0461
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>493898</b>	<b>0.3035</b>	<b>296111</b>	<b>197787</b>	<b>59.9539</b>	<b>40.0461</b>
<b>Total</b>		<b>1325570430</b>	<b>1122305433</b>	<b>84.6658</b>	<b>1122107646</b>	<b>197787</b>	<b>99.9824</b>	<b>0.0176</b>





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**COMPANY SECRETARIES**  
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Pursuant to the Guidelines issued by the Institute of Company Secretaries of India

UDIN: F005684F001014263

**SCRUTINIZER'S REPORT**

Date: 21<sup>st</sup> August, 2024

To  
The Chairman  
M/s. CESC Limited  
CESC House,  
Chowringhee Square  
Kolkata-700001

**Sub: Scrutinizer's Report on the "Remote Electronic Voting" and "Electronic Voting during the Annual General Meeting", in respect of the resolutions as set out in the notice dated 23<sup>rd</sup> May, 2024 of 46<sup>th</sup> Annual General Meeting of M/s. CESC Limited (CIN: L31901WB1978PLC031411), held on 21<sup>st</sup> August, 2024 through Video Conference / Other Audio-Visual Means.**

Dear Sir,

(A) I, Anjan Kumar Roy (FCS: 5684 and C.O.P. No.: 4557), Proprietor of M/s. ANJAN KUMAR ROY & CO., Company Secretaries, have been appointed, as the Scrutinizer by the Board of Directors of M/s. CESC Limited (hereinafter to be referred as "the Company") vide the resolution passed at its meeting held on 23<sup>rd</sup> May, 2024, pursuant to Section 108 of the Companies Act 2013 ("the Act"), read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ("the Rules") from time to time, to carry out scrutiny of votes in a fair and transparent manner cast by the members of the Company through "Remote Electronic Voting" (hereinafter to be referred as "Remote E – Voting") and "Electronic Voting during the Annual General Meeting" (hereinafter to be referred as "E-Voting during the AGM"), in respect of the resolutions as set out in the notice dated 23<sup>rd</sup> May, 2024 of 46<sup>th</sup> Annual General Meeting of the Company, held on 21<sup>st</sup> August, 2024 (hereinafter to be referred as "AGM").

(B) The aforesaid AGM has been held through Video Conference/Other Audio-Visual Means, without the physical presence of members, pursuant to the provisions of Section 108 of the Act, read with Rule 20 of the Rules, revised Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 and also read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13,

Office Address: GR 1, Gouri Bhaban, 28A Gurupada Halder Road, Kolkata- 700026. E-mail:  
[akroyco@yahoo.co.in](mailto:akroyco@yahoo.co.in)/[anjanroy\\_2003@yahoo.co.in](mailto:anjanroy_2003@yahoo.co.in). Mobile Ph Nos. 9830201949/9831891949.



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2021, 19/2021 dated December 8, 2021, 21/2021 dated December 14, 2021, 2/2022 dated May 5, 2022, 10/2022 dated December 28, 2022, and 09/2023 dated September 25, 2023 and other applicable Circulars issued by Ministry of Corporate Affairs, Government of India in this regard (collectively referred to as "MCA Circulars") which allowed, inter-alia, conduct of AGM through Video Conferencing / other Audio-Visual Means ("VC/OAVM") on or before 30<sup>th</sup> September, 2024 and also read with Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 issued by the Securities and Exchange Board of India (SEBI). I have conducted scrutiny of votes cast by the members of the Company through "Remote E-voting" and "E-Voting during the AGM", in respect of the resolutions no. 1 to 11, as mentioned below in paragraph (C) of this report. Accordingly, I submit my report hereunder:

- i. As per the information and documents provided to me by the officers of the Company, the Company has completed by **27<sup>th</sup> July, 2024**, the dispatch of the Notice dated **23<sup>rd</sup> May, 2024** of the 46<sup>th</sup> AGM, electronically along with statement setting out material facts under Section 102 of the Act, convening the AGM, to the members of the Company. Further, I have been informed by the officers of the Company and have personally verified that the relevant Notice of the said AGM has been placed on the website of the Company.
- ii. The relevant Notice of the said AGM, mentioned *inter alia*, that the business would be transacted through Video Conference / Other Audio-Visual Means at the said AGM and the necessary facilities for Remote E-voting and E-voting during the AGM would be provided by the National Securities Depository Limited (here in after to be referred as "NSDL")
- iii. I have been shown by the officers of the Company, the advertisements made on **28<sup>th</sup> July, 2024** in newspapers being "**Financial Express**" (English daily, all editions) and "**Aajkal**" (Bengali daily, Kolkata edition) containing, inter alia, the following information:
  - a. Statement that the AGM will be held and business would be conducted through Video Conference / Other Audio-Visual Means.
  - b. Statement that the period of Remote E- Voting shall start from **9.00 A.M. on 18<sup>th</sup> August, 2024** and shall end at **5.00 P.M. on 20<sup>th</sup> August, 2024**.
  - c. Statement that the cut-off date for determining eligibility to cast vote by the members of the Company is **14<sup>th</sup> August, 2024** and such persons who are the shareholders of the Company on the said cut-off date were entitled to cast their vote either by Remote E- Voting or E- Voting during the AGM on the relevant resolutions.
  - d. Statement that members who have cast their vote by Remote E - Voting may attend the said AGM through Video Conference or Other Audio-Visual Means but shall not be entitled to cast their vote again.

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- e. The statement that Remote E - Voting module would be disabled by NSDL after **5.00 P.M on 20<sup>th</sup> August, 2024.**
- f. Statement that facility to cast vote by Remote E-Voting has been provided by NSDL.
- g. Website address of the Company and of the NSDL where Notice of the said AGM was displayed.
- h. Contact details, in case of grievances/queries.
- iv. That to the best of my understanding the Remote E - Voting was opened from **9.00 A.M. on 18<sup>th</sup> August, 2024 to 5.00 P.M. on 20<sup>th</sup> August, 2024.**
- v. That to the best of my understanding the Remote E- Voting facility in respect of the aforesaid AGM of the Company was blocked after **5.00 P.M. on 20<sup>th</sup> August, 2024** at the portal i.e., [www.evoting.nsdl.com](http://www.evoting.nsdl.com), where Remote E- Voting facility was provided.
- vi. The AGM was concluded at **11:19 A.M. on 21<sup>st</sup> August, 2024.** A facility to cast vote by E-voting was provided to those members, who were present in the said AGM through Video Conference or Other Audio-Visual Means and had not cast their vote on the resolutions through Remote E-Voting and such facility was available upto 15 minutes after the conclusion of the aforesaid AGM.
- vii. That the data of Remote E-Voting and E- Voting at portal [www.evoting.nsdl.com](http://www.evoting.nsdl.com) was unblocked by me at **11:44 A.M. on 21<sup>st</sup> August, 2024,** that is after the E- Voting at the aforesaid AGM was completed. The said E- Voting data was unblocked by me in the presence of the following persons;
- a. Mr. Saurabh Jha
- b. Ms. Yashmin Khatoon
- who are not in the employment of the Company.
- viii. The data of E- Voting, containing the detail of votes cast by Remote E - Voting mode and E Voting at the AGM has been downloaded from the aforesaid portal of NSDL, the agency which was appointed by the Company to provide and maintain and which provided and maintained the platform for Remote E - Voting and E – Voting during the AGM.
- ix. I have received the relevant Board resolution passed by the Board of Directors of “corporate shareholders” of the Company authorizing person(s) to act and vote pursuant to section 113 of the Act, on the resolutions as set out in the notice dated **23<sup>rd</sup> May, 2024** of 46<sup>th</sup> AGM .

(C) That the details of voting, through Remote E – Voting and E- Voting at the AGM, in respect of the resolutions as set out in the Notice of AGM, are as hereunder:

ORDINARY BUSINESS:

Office Address: GR 1, Gouri Bhaban, 28A Gurupada Halder Road, Kolkata- 700026. E-mail: [akroyco@yahoo.co.in](mailto:akroyco@yahoo.co.in)/[anjanroy\\_2003@yahoo.co.in](mailto:anjanroy_2003@yahoo.co.in). Mobile Ph Nos. 9830201949/9831891949.



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**Item No. 1- ORDINARY BUSINESS, ORDINARY RESOLUTION:**

- (i) To consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31<sup>st</sup> March, 2024 and the Reports of the Board of Directors and the Auditors thereon.
- (ii) To consider and adopt the audited consolidated financial statements of the Company for the financial year ended March 31, 2024 and the reports of the Auditors thereon

i. Voted in favor of the resolution:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Share, one vote basis)	% of total number of valid votes cast
Remote E- voting	987	1,11,92,44,163	99.9825
E - voting at the AGM	4	1,213	0.0001
Total	991	1,11,92,45,376	99.9826

ii. Voted against the resolution:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Share, one vote basis)	% of total number of valid votes cast
Remote E- voting	18	1,94,355	0.0174
E - voting at the AGM	-	-	-
Total	18	1,94,355	0.0174

iii. Invalid Votes:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Share, one vote basis)	% of total number of valid votes cast
Remote E- voting	-	-	-
E - voting at the AGM	-	-	-
Total	-	-	-

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**Item No. 2- ORDINARY BUSINESS, ORDINARY RESOLUTION:**

**Confirmation of the payment of Interim Dividend for the financial year ended March 31, 2024.**

i. Voted in favor of the resolution:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Share, one vote basis)	% of total number of valid votes cast
Remote E- voting	985	1,12,21,10,999	99.9827
E - voting at the AGM	4	1,213	0.0001
Total	989	1,12,21,12,212	99.9828

ii. Voted against the resolution:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Share, one vote basis)	% of total number of valid votes cast
Remote E- voting	20	1,93,241	0.0172
E - voting at the AGM	-	-	-
Total	20	1,93,241	0.0172

iii. Invalid Votes:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Share, one vote basis)	% of total number of valid votes cast
Remote E- voting	-	-	-
E - voting at the AGM	-	-	-
Total	-	-	-

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**Item No. 3- ORDINARY BUSINESS, ORDINARY RESOLUTION:**

**Re-appointment of Mr. Pradip Kumar Khaitan as a Director who retires by rotation.**

i. Voted in favor of the resolution:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Share, one vote basis)	% of total number of valid votes cast
Remote E- voting	801	89,54,56,437	83.1384
E - voting at the AGM	3	1,150	0.0001
Total	804	89,54,57,587	83.1385

ii. Voted against the resolution:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Share, one vote basis)	% of total number of valid votes cast
Remote E- voting	204	18,16,09,735	16.8615
E - voting at the AGM	1	63	0.0000
Total	205	18,16,09,798	16.8615

iii. Invalid Votes:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Share, one vote basis)	% of total number of valid votes cast
Remote E- voting	-	-	-
E - voting at the AGM	-	-	-
Total	-	-	-

**SPECIAL BUSINESS:**

**Item No. 4- SPECIAL BUSINESS, SPECIAL RESOLUTION:**

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Continuation of Directorship of Mr. Pradip Kumar Khaitan as a Non-Executive, Non-Independent Director of the Company.

i. Voted in favor of the resolution:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Share, one vote basis)	% of total number of valid votes cast
Remote E- voting	808	89,71,80,562	83.2985
E - voting at the AGM	4	1,213	0.0001
Total	812	89,71,81,775	83.2986

ii. Voted against the resolution:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Share, one vote basis)	% of total number of valid votes cast
Remote E- voting	200	17,98,85,610	16.7014
E - voting at the AGM	-	-	-
Total	200	17,98,85,610	16.7014

iii. Invalid Votes:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Share, one vote basis)	% of total number of valid votes cast
Remote E- voting	-	-	-
E - voting at the AGM	-	-	-
Total	-	-	-

**Item No. 5- SPECIAL BUSINESS, ORDINARY RESOLUTION:**

Appointment of Mr. Brajesh Singh as a Director.

i. Voted in favor of the resolution:



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Mode of Voting	No. of Voters (folios)	Number of votes cast (One Share, one vote basis)	% of total number of valid votes cast
Remote E- voting	956	1,11,07,62,838	98.9715
E - voting at the AGM	3	1,150	0.0001
Total	959	1,11,07,63,988	98.9716

ii. Voted **against** the resolution:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Share, one vote basis)	% of total number of valid votes cast
Remote E- voting	51	1,15,41,212	1.0284
E - voting at the AGM	1	63	0.0000
Total	52	1,15,41,275	1.0284

iii. Invalid Votes:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Share, one vote basis)	% of total number of valid votes cast
Remote E- voting			
E - voting at the AGM			
Total			

**Item No. 6- SPECIAL BUSINESS, ORDINARY RESOLUTION:**

**Appointment of Mr. Brajesh Singh as the Managing Director (Generation).**



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i. Voted in favor of the resolution:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Share, one vote basis)	% of total number of valid votes cast
Remote E- voting	961	1,12,05,70,364	99.8455
E - voting at the AGM	3	213	0.0000
Total	964	1,12,05,70,577	99.8455

ii. Voted against the resolution:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Share, one vote basis)	% of total number of valid votes cast
Remote E- voting	47	17,33,815	0.1545
E - voting at the AGM	-	-	-
Total	47	17,33,815	0.1545

iii. Invalid Votes:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Share, one vote basis)	% of total number of valid votes cast
Remote E- voting	-	-	-
E - voting at the AGM	-	-	-
Total	-	-	-

**Item No. 7- SPECIAL BUSINESS, ORDINARY RESOLUTION:**

**Appointment of Mr. Vineet Sikka as a Director**

i. Voted in favor of the resolution:

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Mode of Voting	No. of Voters (folios)	Number of votes cast (One Share, one vote basis)	% of total number of valid votes cast
Remote E- voting	953	1,11,07,61,625	98.9714
E - voting at the AGM	3	1,150	0.0001
Total	956	1,11,07,62,775	98.9715

ii. Voted **against** the resolution:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Share, one vote basis)	% of total number of valid votes cast
Remote E- voting	54	1,15,42,515	1.0285
E - voting at the AGM	1	63	0.0000
Total	55	1,15,42,578	1.0285

iii. Invalid Votes:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Share, one vote basis)	% of total number of valid votes cast
Remote E- voting	-	-	-
E - voting at the AGM	-	-	-
Total	-	-	-

**Item No. 8- SPECIAL BUSINESS, ORDINARY RESOLUTION:**

**Appointment of Mr. Vineet Sikka as the Managing Director (Distribution).**

i. Voted in favor of the resolution:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Share, one vote basis)	% of total number of valid votes cast
Remote E- voting	962	1,12,05,69,597	99.8454

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**COMPANY SECRETARIES**  
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E - voting at the AGM	4	1,213	0.0001
Total	966	1,12,05,70,810	99.8455

ii. Voted against the resolution:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Share, one vote basis)	% of total number of valid votes cast
Remote E- voting	44	17,34,064	0.1545
E - voting at the AGM	-	-	-
Total	44	17,34,064	0.1545

iii. Invalid Votes:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Share, one vote basis)	% of total number of valid votes cast
Remote E- voting	-	-	-
E - voting at the AGM	-	-	-
Total	-	-	-

**Item No. 9- SPECIAL BUSINESS, SPECIAL RESOLUTION:**

**Appointment of Ms. Kusum Dadoo as an Independent Director of the Company.**

i. Voted in favor of the resolution:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Share, one vote basis)	% of total number of valid votes cast
Remote E- voting	931	1,03,29,37,983	95.9030
E - voting at the AGM	4	1,213	0.0001

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Total	935	1,03,29,39,196	95.9031
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ii. Voted against the resolution:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Share, one vote basis)	% of total number of valid votes cast
Remote E- voting	71	4,41,26,059	4.0969
E - voting at the AGM	-	-	-
Total	71	4,41,26,059	4.0969

iii. Invalid Votes:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Share, one vote basis)	% of total number of valid votes cast
Remote E- voting	-	-	-
E - voting at the AGM	-	-	-
Total	-	-	-

**Item No. 10- SPECIAL BUSINESS, SPECIAL RESOLUTION:**

**Creation of Charge / Security on the movable and immovable properties of the Company.**

i. Voted in favor of the resolution:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Share, one vote basis)	% of total number of valid votes cast
Remote E- voting	957	1,11,70,87,617	99.5356
E - voting at the AGM	4	1,213	0.0001
Total	961	1,11,70,88,830	99.5357

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ii. Voted against the resolution:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Share, one vote basis)	% of total number of valid votes cast
Remote E- voting	46	52,10,603	0.4643
E - voting at the AGM	-	-	-
Total	46	52,10,603	0.4643

iii. Invalid Votes:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Share, one vote basis)	% of total number of valid votes cast
Remote E- voting	-	-	-
E - voting at the AGM	-	-	-
Total	-	-	-

**Item No. 11- SPECIAL BUSINESS, ORDINARY RESOLUTION:**

**Ratification of remuneration of Cost Auditors for the financial year ending March 31, 2025.**

i. Voted in favor of the resolution:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Share, one vote basis)	% of total number of valid votes cast
Remote E- voting	971	1,12,21,06,433	99.9823
E - voting at the AGM	4	1,213	0.0001
Total	975	1,12,21,07,646	99.9824

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ii. Voted against the resolution:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Share, one vote basis)	% of total number of valid votes cast
Remote E- voting	34	1,97,787	0.0176
E - voting at the AGM	-	-	-
Total	34	1,97,787	0.0176

iv. Invalid Votes:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Share, one vote basis)	% of total number of valid votes cast
Remote E- voting	-	-	-
E - voting at the AGM	-	-	-
Total	-	-	-

FOR, ANJAN KUMAR ROY & CO.  
Company Secretaries

  
ANJAN KUMAR ROY

FCS 5684

C.O.P. No. 4557

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