

DOC:SEC: 364/2022-23/90

July 30, 2022

National Stock Exchange of India Limited
Exchange Plaza, 5th 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-fourth Annual General Meeting (AGM) held on
Friday, July 29, 2022**

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-fourth Annual General Meeting of the Company held on Friday, July 29, 2022 (“**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 & Compliance Officer



Encl: a/a

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

A. Date, time and venue of the AGM

The Forty-fourth Annual General Meeting of the Company was held on Friday, July 29, 2022, through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM) and all the business as set out in the Notice dated May 13, 2022 were transacted. The Meeting commenced at 10.30 a.m. (IST) and concluded at 11:14 a.m. (IST).

B. Proceedings in brief:

- Dr. Sanjiv Goenka, Chaired the meeting in accordance with Article 82 of the Articles of Association of the Company.
- 87 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 to commence after all the Resolutions in the Notice were tabled.
- In terms of the Notice dated May 13, 2022 convening the AGM of the Company, the 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, 2022 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, 2022 and the report of Auditors thereon.	Ordinary Resolution



2.	Confirmation of payment of Interim Dividend for the financial year ended March 31, 2022.	Ordinary Resolution
3.	Re-appointment of Mr. Debasish Banerjee who retires by rotation as a Director.	Ordinary Resolution
4.	Re-appointment of the Auditors of the Company for a second term of five years.	Ordinary Resolution

SPECIAL BUSINESS

5.	Continuation of Directorship of Mr. Pradip Kumar Khaitan as a Non-Executive, Non-Independent Director of the Company.	Special Resolution
6.	Creation of charge/ security on the movable and immovable properties of the Company.	Special Resolution
7.	Ratification of the remuneration of Cost Auditors for the financial year ending March 31, 2023.	Ordinary Resolution

- Chairman then invited the pre-registered members for their comments and observations. Chairman replied to them suitably.
- Chairman thereafter announced that the voting results of all the seven 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 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 Tuesday, July 26, 2022 at 9.00 a.m. IST and had closed on Thursday, July 28, 2022 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 7 items of business set out in the Notice. The facility to vote at the meeting, on all 7 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 letter does not constitute minutes of the proceedings of the Forty-fourth Annual General Meeting of the Company.



Forty-fourth Annual General Meeting (AGM) of CESC Limited

Details of Voting Results

Sr. No.	Particulars	Details
1.	Date of AGM	July 29, 2022
2.	Total no. of shareholders on record date on July 22, 2022 (Book closure date – July 22, 2022 to July 29, 2022, both days inclusive)	2,97,262
3.	No. of shareholders attended the meeting through Video Conferencing: Promoter & Promoter Group: Public:	 12 75
4.	Mode of Voting	E-voting



CONSOLIDATED
SCRUTINIZER'S REPORT
OF
CESC LTD.

Forty-Fourth Annual General Meeting

Held on Friday, July 29, 2022

At 10:30 A.M.

**THROUGH VIDEO CONFERENCING/
OTHER AUDIO VISUAL MEANS**

A MURARKA & CO

PRACTISING COMPANY SECRETARIES

DIAMOND PRESTIGE

41A, A J C BOSE ROAD

KOLKATA – 700017, INDIA

PHONE NO.: 033-40616033/34/35

E- MAIL: anilmurarka@gmail.com



CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013, as amended, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended]

The Chairman

44th Annual General Meeting of the Members of **CESC LIMITED**

Held on: Friday, July 29, 2022 at 10:30 A.M.

Through Video Conferencing (VC)/

Other Audio Visual Means (OAVM)

Dear Sir,

Sub: Consolidated Scrutinizer's Report on the process of Voting through Electronic Means pertaining to the Forty- Fourth Annual General Meeting of the Equity Shareholders of "CESC Limited"

A. APPOINTMENT

- (i) I, **Anil Kumar Murarka**, a Company Secretary in Practice, having FCS No.- 3150 & CoP No.- 1857, have been appointed as a Scrutinizer by the Board of Directors of **CESC Limited** (the Company) at their Meeting held on May 13, 2022 for the purpose of Scrutinizing the e-voting process (remote e-voting) and remote e- voting system during the meeting on the date of Forty- Fourth Annual General Meeting (AGM) in a fair and transparent manner;
- (ii) My appointment as a Scrutinizer was under the provisions of 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");
- (iii) My appointment as a Scrutinizer was also for ascertaining the requisite majority for the Resolutions proposed in the AGM's Notice dated 13th May, 2022 issued to the Members of the Company in accordance with General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021 and 2/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December, 14, 2021 and May 5, 2022 respectively, issued by Ministry of Corporate Affairs, Government of India (MCA) and 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 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by the Securities Exchange Board of India. The AGM was held on Friday, the July 29, 2022 through Video Conferencing (VC) and Other Audio Visual Means (OAVM).



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B. MANAGEMENT'S RESPONSIBILITY

The management of the Company is responsible to ensure the compliance with the requirements of:

- (i) the Companies Act, 2013, as amended and the Rules made thereunder, as amended;
- (ii) the MCA Circulars,
- (iii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, ("LODR") as amended; and
- (iv) the SEBI Circulars.

relating to e-voting on the Resolutions contained in the Notice calling the AGM.

C. SCRUTINIZER'S RESPONSIBILITY

My responsibility as a Scrutinizer for the e-voting process (i.e. by remote e-voting and remote e-voting during the meeting on the date of Forty- Fourth AGM) was restricted to making a Consolidated Scrutinizer's Report of the votes cast in "favour" or "against" the Resolutions contained in the said notice of AGM, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the Agency authorized under the Rules and engaged by the Company to provide e-voting facilities for voting through electronic means i.e. by remote e-voting and remote e- voting system during the meeting on the date of AGM which was facilitated on the basis of data maintained by Registrar & Share Transfer Agent of the Company.

D. CUT-OFF DATE

- (i) The Company dispatched Notice of the Forty- Fourth AGM to the members by e-mail whose names appeared on the Register of Members/List of Beneficiaries as notified by Depositories as on July 1, 2022;
- (ii) The Company had provided the facility of voting on the Resolutions proposed in the notice of the Forty- Fourth AGM through electronic means i.e. by remote e-voting and remote e- voting system during the meeting on the date of AGM to persons who were Members on the cut-off date of July 22, 2022.

E. REMOTE E-VOTING PROCESS

- (i) In accordance with the Notice dated May 13, 2022 sent to the Members and the 'Advertisement' published pursuant to Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014 (as Amended) on July 6, 2022, the e-voting process was opened at 09:00 AM on July 26, 2022 and remained open till 5:00 P.M. on July 28, 2022;
- (ii) All votes cast in respect of Resolutions contained in the Notice of Forty- Fourth AGM held on Friday, the July 29, 2022 have been considered for my scrutiny;
- (iii) Particulars of all the votes cast by electronic means have been entered in a Register separately maintained for the purpose.



F. E-VOTING PROCESS DURING AGM

- (i) All members who opted to vote during the meeting on the date of AGM were provided with the facility of remote e- voting system;
- (ii) I have obtained a complete record of votes cast by remote e-voting and voting during the meeting on the date of AGM from NSDL which was blocked by NSDL after expiry of 15 (fifteen) minutes from the conclusion of e- voting at the AGM on Friday, the July 29, 2022;
- (iii) I have unblocked the votes cast through remote e-voting and e-voting during the meeting on the date of AGM after the same was blocked by NSDL in the presence of the 2 (two) witnesses who are not in the employment of the Company and /or Link Intime India Private Limited, Registrar & Share Transfer Agent of the Company namely Ms. Yashika Poddar & Ms. Monika Gupta.

G. REPORT

I submit herewith the Consolidated Scrutinizer's Report on the results of voting through remote e-voting and e-voting during the meeting on the date of AGM, which is as under:

1. ORDINARY RESOLUTION -

To consider and adopt:

- a) audited financial statements of the Company for the financial year ended 31st March, 2022 and the reports of the Board of Directors and Auditors thereon.
- b) audited consolidated financial statements of the Company for the financial year ended 31st March, 2022 and the reports of the Auditors thereon.

Particulars	Remote e-voting		e-voting during AGM		Total		Percentage of Votes Cast (%)
	No.	Votes	No.	Votes	No.	Votes	
Favour	1109	1127799664	4	169	1113	1127799833	99.9994
Against	17	6577	0	0	17	6577	0.0006
Total	1126	1127806241	4	169	1130	1127806410	100.0000

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2. ORDINARY RESOLUTION –

To note and confirm Interim Dividend @ 450% (i.e. ₹ 4.50 per share) already paid to the shareholders for the financial year ended 31st March, 2022.

Particulars	Remote e-voting		e-voting during AGM		Total		Percentage of Votes Cast (%)
	No.	Votes	No.	Votes	No.	Votes	
Favour	1107	1130659074	4	169	1111	1130659243	99.9993
Against	18	7654	0	0	18	7654	0.0007
Total	1125	1130666728	4	169	1129	1130666897	100.0000

3. ORDINARY RESOLUTION –

To re-appoint Mr. Debasish Banerjee (DIN:06443204), a Director who retires by rotation.

Particulars	Remote e-voting		e-voting during AGM		Total		Percentage of Votes Cast (%)
	No.	Votes	No.	Votes	No.	Votes	
Favour	1033	1100070056	4	169	1037	1100070225	97.2940
Against	88	30595666	0	0	88	30595666	2.7060
Total	1121	1130665722	4	169	1125	1130665891	100.0000

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4. ORDINARY RESOLUTION –

To re-appoint the Auditors M/s S.R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration No. 301003E/ E300005) for a second term of 5(five) consecutive years and to fix their remuneration.

Particulars	Remote e-voting		e-voting during AGM		Total		Percentage of Votes Cast (%)
	No.	Votes	No.	Votes	No.	Votes	
Favour	1067	1127445508	4	169	1071	1127445677	99.7154
Against	52	3217938	0	0	52	3217938	0.2846
Total	1119	1130663446	4	169	1123	1130663615	100.0000

5. SPECIAL RESOLUTION –

To continue Directorship of Mr. Pradip Kumar Khaitan (DIN:00004821), as a Non-Executive, Non- Independent Director of the Company.

Particulars	Remote e-voting		e-voting during AGM		Total		Percentage of Votes Cast (%)
	No.	Votes	No.	Votes	No.	Votes	
Favour	933	966616160	4	169	937	966616329	89.4955
Against	181	113456220	0	0	181	113456220	10.5045
Total	1114	1080072380	4	169	1118	1080072549	100.0000

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6. SPECIAL RESOLUTION –

To create charges, mortgages, hypothecations and/or otherwise encumber all or any of the properties of the Company, whether immovable and/or movable and whether present or future and wheresoever the same may be situated in terms of the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder.

Particulars	Remote e-voting		e-voting during AGM		Total		Percentage of Votes Cast (%)
	No.	Votes	No.	Votes	No.	Votes	
Favour	1069	1130645042	4	169	1073	1130645211	99.9986
Against	42	15656	0	0	42	15656	0.0014
Total	1111	1130660698	4	169	1115	1130660867	100.0000

7. ORDINARY RESOLUTION –

To ratify the remuneration of M/s. Shome & Banerjee, Cost Accountants as Cost Auditors of the Company for the financial year ending 31st March, 2023.

Particulars	Remote e-voting		e-voting during AGM		Total		Percentage of Votes Cast (%)
	No.	Votes	No.	Votes	No.	Votes	
Favour	1066	1130361069	4	169	1070	1130361238	99.9734
Against	51	301206	0	0	51	301206	0.0266
Total	1117	1130662275	4	169	1121	1130662444	100.0000



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H. SAFE CUSTODY OF RECORDS

- (i) The list of Equity Shareholders who participated in the e-voting is being shared with the Company Secretary and Compliance Officer of the Company by way of email;
- (ii) The electronic data and all other relevant records relating to the e-voting is under my safe custody and will be handed over to the Company Secretary and Compliance Officer of the Company for preserving safely after the Chairman considers, approves and signs the Minutes of the Forty- Fourth AGM.

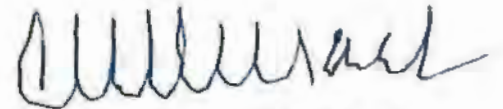
I. RESTRICTION ON USE

This report has been issued at the request of the Company for:

- (i) submission to the Stock Exchanges where the securities of the Company are listed,
- (ii) placing on website of the Company and
- (iii) placing on the website of the NSDL.

This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

Thanking You
Yours Faithfully,



(ANIL KUMAR MURARKA)
FCS No. 3150
CoP No. 1857
PR NO. 2199/2022
UDIN: F003150D000708173

Place: Kolkata
Date: 29th July, 2022

Counter signed by:

For CESC Limited



(Jagdish Patra)
Company Secretary and Compliance Officer

