



**RP - Sanjiv Goenka  
Group**  
Growing Legacies



August 4, 2023

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-fifth Annual General Meeting (AGM) held on  
Friday, August 4, 2023**

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-fifth Annual General Meeting of the Company held on Friday, August 4, 2023 (“**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**



**Manager (Secretarial)**

**Encl: a/a**

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

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

The Forty-fifth Annual General Meeting of the Company was held on Friday, August 4, 2023, through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM) and all the business as set out in the Notice dated May 22, 2023 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.
- 104 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 Group Company Secretary to brief the members some of the basic rules relating to the AGM. The Group 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 22, 2023 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, 2023 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, 2023 and the report of Auditors thereon.	Ordinary Resolution
2.	Confirmation of payment of Interim Dividend for the financial year ended March 31, 2023.	Ordinary Resolution
3.	Re-appointment of Mr. Shashwat Goenka who retires by rotation as a Director.	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.	Re-appointment of Mr. Rabi Chowdhury as the Managing Director (Generation).	Ordinary Resolution
6.	Re-appointment of Mr. Debasish Banerjee as the Managing Director (Distribution).	Ordinary Resolution
7.	Creation of charge/ security on the movable and immovable properties of the Company.	Special Resolution
8.	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 eight (8) 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 Tuesday, August 1, 2023 at 9.00 a.m. IST and had closed on Thursday, August 3, 2023 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 eight (8) items of business set out in the Notice. The facility to vote at the meeting, on all eight (8) 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-fifth Annual General Meeting of the Company.



**Annexure II**

**Forty-fifth 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 4, 2023
2.	Total no. of shareholders on record date on July 28, 2023 (Book closure date – July 28, 2023 to August 4, 2023, both days inclusive)	3,20,003
3.	<b>No. of shareholders attended the meeting through Video Conferencing:</b>  Promoter & Promoter Group:  Public:	  12  92
4.	Mode of Voting	E-voting



## CESC Limited

Resolution Required : (Ordinary)		1 - Adoption of the audited financial statements (Standalone & Consolidated) and reports of Directors and Auditors for the year ended March 31, 2023.						
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	434494213	392349944	90.3004	392349944	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>392349944</b>	<b>90.3004</b>	<b>392349944</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	200305657	498838	0.2490	485387	13451	97.3035	2.6965
	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>498838</b>	<b>0.2490</b>	<b>485387</b>	<b>13451</b>	<b>97.3035</b>	<b>2.6965</b>
<b>Total</b>		<b>1325570430</b>	<b>1083619342</b>	<b>81.7474</b>	<b>1083605891</b>	<b>13451</b>	<b>99.9988</b>	<b>0.0012</b>



## CESC Limited

Resolution Required : (Ordinary)		2 - Confirmation of payment of Interim Dividend for the financial year ended March 31, 2023.						
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	434494213	399588065	91.9663	399588065	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>399588065</b>	<b>91.9663</b>	<b>399588065</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	200305657	498883	0.2491	482244	16639	96.6647	3.3353
	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>498883</b>	<b>0.2491</b>	<b>482244</b>	<b>16639</b>	<b>96.6647</b>	<b>3.3353</b>
<b>Total</b>		<b>1325570430</b>	<b>1090857508</b>	<b>82.2934</b>	<b>1090840869</b>	<b>16639</b>	<b>99.9985</b>	<b>0.0015</b>



## CESC Limited

Resolution Required : (Ordinary)		3 - Re-appointment of Mr. Shashwat Goenka as a Director who retires by rotation.						
Whether promoter/ promoter group are interested in the agenda/resolution?		YES						
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	434494213	399588065	91.9663	275541264	124046801	68.9563	31.0437
	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>399588065</b>	<b>91.9663</b>	<b>275541264</b>	<b>124046801</b>	<b>68.9563</b>	<b>31.0437</b>
Public Non Institutions	E-Voting	200305657	498844	0.2490	473016	25828	94.8224	5.1776
	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>498844</b>	<b>0.2490</b>	<b>473016</b>	<b>25828</b>	<b>94.8224</b>	<b>5.1776</b>
<b>Total</b>		<b>1325570430</b>	<b>1090857469</b>	<b>82.2934</b>	<b>966784840</b>	<b>124072629</b>	<b>88.6261</b>	<b>11.3739</b>





## CESC Limited

Resolution Required : (Special)		4 - Continuation of Directorship 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
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	434494213	354347957	81.5541	278722177	75625780	78.6578	21.3422
	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>354347957</b>	<b>81.5541</b>	<b>278722177</b>	<b>75625780</b>	<b>78.6578</b>	<b>21.3422</b>
Public Non Institutions	E-Voting	200305657	498773	0.2490	473163	25610	94.8654	5.1346
	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>498773</b>	<b>0.2490</b>	<b>473163</b>	<b>25610</b>	<b>94.8654</b>	<b>5.1346</b>
<b>Total</b>		<b>1325570430</b>	<b>1045617290</b>	<b>78.8806</b>	<b>969965900</b>	<b>75651390</b>	<b>92.7649</b>	<b>7.2351</b>



## CESC Limited

Resolution Required : (Ordinary)		5 - Re-appointment of Mr. Rabi Chowdhury 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
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	434494213	354347957	81.5541	117545576	236802381	33.1724	66.8276
	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>354347957</b>	<b>81.5541</b>	<b>117545576</b>	<b>236802381</b>	<b>33.1724</b>	<b>66.8276</b>
Public Non Institutions	E-Voting	200305657	498772	0.2490	464509	34263	93.1305	6.8695
	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>498772</b>	<b>0.2490</b>	<b>464509</b>	<b>34263</b>	<b>93.1305</b>	<b>6.8695</b>
<b>Total</b>		<b>1325570430</b>	<b>1045617289</b>	<b>78.8806</b>	<b>808780645</b>	<b>236836644</b>	<b>77.3496</b>	<b>22.6504</b>



## CESC Limited

Resolution Required : (Ordinary)		6 - Re-appointment of Mr. Debasish Banerjee 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	434494213	399588065	91.9663	373490909	26097156	93.4690	6.5310
	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>399588065</b>	<b>91.9663</b>	<b>373490909</b>	<b>26097156</b>	<b>93.4690</b>	<b>6.5310</b>
Public Non Institutions	E-Voting	200305657	498511	0.2489	465768	32743	93.4318	6.5682
	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>498511</b>	<b>0.2489</b>	<b>465768</b>	<b>32743</b>	<b>93.4318</b>	<b>6.5682</b>
<b>Total</b>		<b>1325570430</b>	<b>1090857136</b>	<b>82.2934</b>	<b>1064727237</b>	<b>26129899</b>	<b>97.6046</b>	<b>2.3954</b>



## CESC Limited

Resolution Required : (Special)		7 - 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	434494213	399588065	91.9663	399588065	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>399588065</b>	<b>91.9663</b>	<b>399588065</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	200305657	498158	0.2487	470075	28083	94.3626	5.6374
	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>498158</b>	<b>0.2487</b>	<b>470075</b>	<b>28083</b>	<b>94.3626</b>	<b>5.6374</b>
<b>Total</b>		<b>1325570430</b>	<b>1090856783</b>	<b>82.2934</b>	<b>1090828700</b>	<b>28083</b>	<b>99.9974</b>	<b>0.0026</b>



## CESC Limited

Resolution Required : (Ordinary)		8 - Ratification of the remuneration of Cost Auditors for the financial year ending 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	434494213	399588065	91.9663	399588065	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>399588065</b>	<b>91.9663</b>	<b>399588065</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	200305657	498790	0.2490	468133	30657	93.8537	6.1463
	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>498790</b>	<b>0.2490</b>	<b>468133</b>	<b>30657</b>	<b>93.8537</b>	<b>6.1463</b>
<b>Total</b>		<b>1325570430</b>	<b>1090857415</b>	<b>82.2934</b>	<b>1090826758</b>	<b>30657</b>	<b>99.9972</b>	<b>0.0028</b>



**ANJAN KUMAR ROY & CO**  
**COMPANY SECRETARIES**  
**A Peer Reviewed Firm**

Pursuant to the Guidelines issued by the Institute of Company Secretaries of India

UDIN: F005684E000738845

**SCRUTINIZER'S REPORT**

Date: 4<sup>th</sup> August, 2023

To  
The Chairman  
M/s. CESC Limited  
Regd Office-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 mentioned in the notice of 45<sup>th</sup> Annual General Meeting of M/s. CESC Limited (CIN: L31901WB1978PLC031411)), held on August 4, 2023 through Video Conference / Other Audio-Visual Means.**

Dear Sir,

**(A)** I, Anjan Kumar Roy (FCS: 5684 and C.P. No.: 4557), Proprietor of M/s. ANJAN KUMAR ROY & CO., Company Secretaries, GR-1 , Gouri Bhaban, 28A, Gurupada Halder Road, Kolkata-700026, have been appointed, as the Scrutinizer by the Board of Directors of M/s. CESC Limited (here in after to be referred as "the Company") vide the resolution passed at their meeting held on May 22,2023 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 by Companies (Management and Administration) Amendment Rules, 2015 ("the Rules"), and pursuant to the Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 ("the SEBI LODR"), to carry out the scrutiny of the votes in a fair and transparent manner cast by the members of the Company through "Remote Electronic Voting" (here in after to be referred as "Remote E – Voting" ) and "Electronic Voting at the Annual General Meeting" (here in after to be referred as "E – Voting at the AGM"), in respect of the resolutions set forth in the notice of the 45<sup>th</sup> Annual General Meeting of the Company, held on 4<sup>th</sup> August, 2023(here in after 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 Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by Companies (Management and Administration) Amendment Rules, 2015, Secretarial Standards on

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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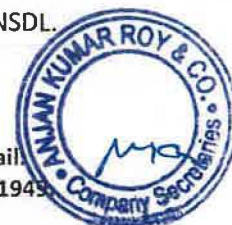
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UDIN: F005684E000738845

General Meetings (SS-2) issued by the Institute of Company Secretaries of India in terms of Section 118 of the Companies Act, 2013 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, 2021, 19/2021 dated December 8, 2021, 21/2021 dated December 14, 2021, 02/2022 dated May 5, 2022 and latest being 10/2022, dated December 28, 2022 (collectively referred to as "MCA Circulars") which allowed, inter-alia, conduct of AGMs through Video Conferencing/ Other Audio-Visual Means ("VC/OAVM") on or before September 30, 2023. I have conducted the scrutiny of the 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 8, 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 July 11, 2023 the dispatch of the relevant Notice of AGM dated May 22, 2023 electronically along with statement setting out material facts under Section 102 of the Companies Act, 2013, 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. "[www.cesc.co.in](http://www.cesc.co.in)"
- 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 July 12, 2023 in newspapers being "**Business Standard**" (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 regarding start and end of remote e-voting.
  - c. Statement that the CUT OFF date for determining eligibility to cast vote by the members of the Company is July 28, 2023 and such persons who are the shareholders of the Company on the said CUT OFF date are 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.
  - e. Statement that facility to cast vote by Remote E-Voting has been provided by NSDL.
  - f. Contact details, in case of grievances/queries.

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- iv. That to the best of my understanding the Remote E - Voting was open from 9.00 A.M. on August 1, 2023 to 5.00 P.M. on August 3, 2023.
- v. That to the best of my understanding the Remote E- Voting facility in respect of the aforesaid AGM of the Company at the portal i.e., [www.evoting.nsdl.com](http://www.evoting.nsdl.com), where Remote E- Voting facility was provided, was blocked after 5.00 P.M. on August 3, 2023.
- vi. The AGM was concluded at 11.14 A.M. on August 4, 2023. 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.
- 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 11.56 A.M. on August 4, 2023, 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. Bindiya Kumari
- b. Yashmin Khatoun
- who are not in the employment of the Company.
- viii. The data of Remote 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 through e-mail 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 mentioned in the Notice.

(A) That the details of voting, through Remote E – Voting and E- Voting at the AGM, in respect of the said 8 resolutions as set out in the Notice of AGM, are as hereunder:

**ORDINARY BUSINESS:**

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

To consider and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2023 and the Reports of the Board of Directors and the Auditors thereon, and the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2023 and the Reports of the Auditors thereon.

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i. Voted in **favour** 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	850	1083602149	99.9984
E - voting at the AGM	9	3742	0.0004
Total	859	1083605891	99.9988

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	21	13451	0.0012
E - voting at the AGM	-	-	-
Total	21	13451	0.0012

iii. **Invalid** Votes:

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

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

**Confirmation of the payment of Interim Dividend for the financial year ended March 31, 2023.**

i. Voted in **favour** 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	855	1090838238	99.9983
E - voting at the AGM	8	2631	0.0002
Total	863	1090840869	99.9985

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	19	15528	0.0014
E - voting at the AGM	1	1111	0.0001
Total	20	16639	0.0015

iii. Invalid Votes:

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

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

**Re-appointment of Mr. Shashwat Goenka (DIN: 03486121) as a Director who retires by rotation.**

i. Voted in **favour** 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	726	966782209	88.6259
E - voting at the AGM	8	2631	0.0002
Total	734	966784840	88.6261

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	148	124071518	11.3738
E - voting at the AGM	1	1111	0.0001
Total	149	124072629	11.3739

iii. Invalid Votes:

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

**SPECIAL BUSINESS**

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

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

i. Voted in favour 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	725	969963269	92.7647
E – voting at the AGM	8	2631	0.0002
Total	733	969965900	92.7649

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	145	75650279	7.2350
E – voting at the AGM	1	1111	0.0001
Total	146	75651390	7.2351

iii. Invalid Votes:

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

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

**Re-appointment of Mr. Rabi Chowdhury (DIN:06601588) as the Managing Director (Generation).**

i. Voted in favour 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	677	808778014	77.3493
E – voting at the AGM	8	2631	0.0003
Total	685	808780645	77.3496

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	191	236835533	22.6503
E – voting at the AGM	1	1111	0.0001
Total	192	236836644	22.6504

iii. **Invalid Votes:**

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

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

**Re-appointment of Mr. Debasish Banerjee (DIN:06443204) as the Managing Director (Distribution).**

i. Voted in **favour** 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	787	1064724606	97.6044
E – voting at the AGM	8	2631	0.0002
<b>Total</b>	<b>795</b>	<b>1064727237</b>	<b>97.6046</b>

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	85	26128788	2.3953
E – voting at the AGM	1	1111	0.0001
<b>Total</b>	<b>86</b>	<b>26129899</b>	<b>2.3954</b>

iii. Invalid Votes:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Share, one vote basis)
Remote E- voting	-	-
E - voting at the AGM	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

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

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

i. Voted in favour 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	830	1090826069	99.9972
E – voting at the AGM	8	2631	0.0002
Total	838	1090828700	99.9974

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	40	26972	0.0025
E – voting at the AGM	1	1111	0.0001
Total	41	28083	0.0026

iii. Invalid Votes:

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

**Item No. 8-**

**SPECIAL BUSINESS, ORDINARY RESOLUTION:**

**Ratification of remuneration of Cost Auditors for the financial year ending March 31, 2024.**

i. Voted in **favour** 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	831	1090824127	99.9970
E – voting at the AGM	8	2631	0.0002
Total	839	1090826758	99.9972

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	39	29546	0.0027
E – voting at the AGM	1	1111	0.0001
Total	40	30657	0.0028

iii. Invalid Votes:

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

FOR, ANJAN KUMAR ROY & CO.

Company Secretaries

  
ANJAN KUMAR ROY

FCS 5684

CP 4557

UDIN: F005684E000738845

Peer Review Certificate No.: 869/2020



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