

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 Sirs,

**Sub: Proceedings of the Forty-third Annual General Meeting (AGM) held on
Wednesday, August 18, 2021 and Voting Results.**

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-third AGM of the Company held on Wednesday, August 18, 2021 (Annexure-I).

Further, pursuant to Regulation 44(3) of the SEBI Regulations, we are submitting herewith the declaration of 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.

Kindly take the above in your record.

Yours faithfully,
For **CESC Limited**


Jagdish Patra
Company Secretary & Compliance Officer



Encl: a/a

Summary of the proceedings of the Forty-third Annual General Meeting (AGM)

A. Date, time and venue of the AGM

The Forty-third Annual General Meeting of the Company was held on Wednesday, August 18, 2021, through Video Conferencing (VC)/Other Audio-Visual Means (OAVM) and all the business as set out in the Notice dated June 16, 2021 were transacted. The Meeting commenced at 10.30 a.m. (IST) and concluded at 11:36 a.m. (IST).

B. Proceedings in brief:

- Dr. Sanjiv Goenka, Chairman of the Board, was in the Chair in accordance with Article 72 of the Articles of Association of the Company.
- 73 members attended the meeting out of which 12 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.
- 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 June 16, 2021 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, 2021 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, 2021 and the report of Auditors thereon.	Ordinary
2	Confirmation of payment of Interim Dividend for the financial year ended March 31, 2021.	Ordinary
3	Appointment of Mr. Rabi Chowdhury, who retires by rotation, as a Director.	Ordinary

SPECIAL BUSINESS

4	Appointment of Mr. Debanjan Mandal as a Non-Executive Independent Director of the Company.	Ordinary
5	Continuation of Directorship of Mr. Pradip Kumar Khaitan as a Non-Executive Director of the Company.	Special
6	Increase in Borrowing Limit.	Special
7	Creation of Charge / Security on the movable and immovable properties of the Company.	Special
8	Sub-division of shares.	Special
9	Ratification of the remuneration of Cost Auditor for the financial year ending March 31, 2022.	Ordinary

- Chairman then invited the pre-registered shareholders for their comments and observations. Chairman replied to them suitably.
- Chairman thereafter announced that the voting results of all the nine Resolutions would be announced within two working days from the conclusion of the meeting and would also be posted on the Company's website (www.cesc.co.in) and 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 Saturday, August 14, 2021 at 9.00 a.m. IST and had closed on Tuesday, August 17, 2021 at 5.00 p.m. IST.
- The Company had provided remote e-voting facility to its members to cast votes electronically on all 9 items of business set out in the Notice. The facility to vote at the meeting, on all 9 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-third Annual General Meeting of the Company.

Yours faithfully,
For **CESC Limited**



Jagdish Patra
Company Secretary & Compliance Officer



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

Details of Voting Results

Sr. No.	Particulars	Details
1.	Date of AGM	August 18, 2021
2.	Total no. of shareholders on record date on August 11, 2021 (Book closure date – August 11, 2021 to August 18, 2021, both days inclusive)	106872
3.	No. of shareholders attended the meeting through Video Conferencing: Promoter & Promoter Group: Public:	 11 62
4.	Mode of Voting	E-voting

CESC Limited

Resolution Required : (Ordinary)			1 - Adoption of financial statements (Standalone & Consolidated) of the Company and reports of Directors and Auditors for the year ended March 31, 2021.						
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	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	66172209	66172209	100.0000	66172209	0	100.0000	0.0000	0
	Venue Voting		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		66172209	100.0000	66172209	0	100.0000	0.0000	0
Public Institutions	E-Voting	47398583	40650338	85.7628	40607106	43232	99.8936	0.1064	0
	Venue Voting		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		40650338	85.7628	40607106	43232	99.8936	0.1064	0
Public Non Institutions	E-Voting	18986251	3127218	16.4710	3127183	35	99.9989	0.0011	0
	Venue Voting		235	0.0012	235	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		3127453	16.4722	3127418	35	99.9989	0.0011	0
Total		132557043	109950000	82.9454	109906733	43267	99.9606	0.0394	0

CESC Limited

Resolution Required : (Ordinary)			2 - Confirmation of payment of Interim Dividend for the financial year ended March 31, 2021.						
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	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	66172209	66172209	100.0000	66172209	0	100.0000	0.0000	0
	Venue Voting		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		66172209	100.0000	66172209	0	100.0000	0.0000	0
Public Institutions	E-Voting	47398583	40750049	85.9731	40750049	0	100.0000	0.0000	0
	Venue Voting		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		40750049	85.9731	40750049	0	100.0000	0.0000	0
Public Non Institutions	E-Voting	18986251	3125994	16.4645	3125890	104	99.9967	0.0033	0
	Venue Voting		235	0.0012	235	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		3126229	16.4658	3126125	104	99.9967	0.0033	0
Total		132557043	110048487	83.0197	110048383	104	99.9999	0.0001	0

CESC Limited

Resolution Required : (Ordinary)			3 - Appointment of Mr. Rabi Chowdhury, who retires by rotation, 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	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	66172209	66172209	100.0000	66172209	0	100.0000	0.0000	0
	Venue Voting		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		66172209	100.0000	66172209	0	100.0000	0.0000	0
Public Institutions	E-Voting	47398583	40750049	85.9731	40695219	54830	99.8654	0.1346	0
	Venue Voting		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		40750049	85.9731	40695219	54830	99.8654	0.1346	0
Public Non Institutions	E-Voting	18986251	3127077	16.4702	3126447	630	99.9799	0.0201	0
	Venue Voting		235	0.0012	235	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		3127312	16.4715	3126682	630	99.9799	0.0201	0
Total		132557043	110049570	83.0205	109994110	55460	99.9496	0.0504	0

CESC Limited

Resolution Required : (Ordinary)			4 - Appointment of Mr. Debanjan Mandal as Non-Executive 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	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	66172209	66172209	100.0000	66172209	0	100.0000	0.0000	0
	Venue Voting		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		66172209	100.0000	66172209	0	100.0000	0.0000	0
Public Institutions	E-Voting	47398583	40750049	85.9731	36094008	4656041	88.5741	11.4259	0
	Venue Voting		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		40750049	85.9731	36094008	4656041	88.5741	11.4259	0
Public Non Institutions	E-Voting	18986251	3125748	16.4632	3125068	680	99.9782	0.0218	0
	Venue Voting		235	0.0012	235	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		3125983	16.4645	3125303	680	99.9782	0.0218	0
Total		132557043	110048241	83.0195	105391520	4656721	95.7685	4.2315	0

CESC Limited

Resolution Required : (Special)			5 - Continuation of Directorship of Mr. Pradip Kumar Khaitan as a Non-Executive 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	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	66172209	66172209	100.0000	66172209	0	100.0000	0.0000	0
	Venue Voting		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		66172209	100.0000	66172209	0	100.0000	0.0000	0
Public Institutions	E-Voting	47398583	40750049	85.9731	33577746	7172303	82.3993	17.6007	0
	Venue Voting		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		40750049	85.9731	33577746	7172303	82.3993	17.6007	0
Public Non Institutions	E-Voting	18986251	3125777	16.4634	3125072	705	99.9774	0.0226	0
	Venue Voting		235	0.0012	235	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		3126012	16.4646	3125307	705	99.9774	0.0226	0
Total		132557043	110048270	83.0196	102875262	7173008	93.4819	6.5181	0

CESC Limited

Resolution Required : (Special)			6 - Increase of Borrowing limit under Section 180(1)(c) of the Companies Act, 2013.						
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	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	66172209	66172209	100.0000	66172209	0	100.0000	0.0000	0
	Venue Voting		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		66172209	100.0000	66172209	0	100.0000	0.0000	0
Public Institutions	E-Voting	47398583	40750049	85.9731	40750049	0	100.0000	0.0000	0
	Venue Voting		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		40750049	85.9731	40750049	0	100.0000	0.0000	0
Public Non Institutions	E-Voting	18986251	3125679	16.4629	3122096	3583	99.8854	0.1146	0
	Venue Voting		235	0.0012	235	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		3125914	16.4641	3122331	3583	99.8854	0.1146	0
Total		132557043	110048172	83.0195	110044589	3583	99.9967	0.0033	0

CESC Limited

Resolution Required : (Special)			7 - Approval for creation of charge/ security over movable and immovable properties under Section 180(1)(a) of the Companies Act, 2013.						
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	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	66172209	66172209	100.0000	66172209	0	100.0000	0.0000	0
	Venue Voting		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		66172209	100.0000	66172209	0	100.0000	0.0000	0
Public Institutions	E-Voting	47398583	40750049	85.9731	40750049	0	100.0000	0.0000	0
	Venue Voting		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		40750049	85.9731	40750049	0	100.0000	0.0000	0
Public Non Institutions	E-Voting	18986251	3125819	16.4636	3123134	2685	99.9141	0.0859	0
	Venue Voting		235	0.0012	235	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		3126054	16.4648	3123369	2685	99.9141	0.0859	0
Total		132557043	110048312	83.0196	110045627	2685	99.9976	0.0024	0

CESC Limited

Resolution Required : (Special)			8 - Approval for sub-division of each equity share of face value of Rs. 10/- into 10 equity shares of the face value of Re. 1/- each.						
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	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	66172209	66172209	100.0000	66172209	0	100.0000	0.0000	0
	Venue Voting		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		66172209	100.0000	66172209	0	100.0000	0.0000	0
Public Institutions	E-Voting	47398583	40750049	85.9731	40750049	0	100.0000	0.0000	0
	Venue Voting		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		40750049	85.9731	40750049	0	100.0000	0.0000	0
Public Non Institutions	E-Voting	18986251	3127344	16.4716	3126304	1040	99.9667	0.0333	0
	Venue Voting		235	0.0012	235	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		3127579	16.4729	3126539	1040	99.9667	0.0333	0
Total		132557043	110049837	83.0207	110048797	1040	99.9991	0.0009	0

CESC Limited

Resolution Required : (Ordinary)		9 - Ratification of remuneration of Cost Auditors of the Company for the financial year ending March 31, 2022.							
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	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	66172209	66172209	100.0000	66172209	0	100.0000	0.0000	0
	Venue Voting		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		66172209	100.0000	66172209	0	100.0000	0.0000	0
Public Institutions	E-Voting	47398583	40750049	85.9731	40750049	0	100.0000	0.0000	0
	Venue Voting		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		40750049	85.9731	40750049	0	100.0000	0.0000	0
Public Non Institutions	E-Voting	18986251	3125824	16.4636	3124368	1456	99.9534	0.0466	0
	Venue Voting		235	0.0012	235	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		3126059	16.4649	3124603	1456	99.9534	0.0466	0
Total		132557043	110048317	83.0196	110046861	1456	99.9987	0.0013	0

CONSOLIDATED
SCRUTINIZER'S REPORT
OF
CESC LTD.

Forty-Third Annual General Meeting

Held on Wednesday, August 18, 2021

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

43rd Annual General Meeting of the Members of **CESC LIMITED**

Held on: Wednesday, August 18, 2021 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- Third 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 June 16, 2021 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- Third 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 16th June, 2021 issued to the Members of the Company in accordance with General Circular No. 14/2020, 17/2020, 20/2020 and 02/2021 dated April 8, 2020, April 12, 2020, May 5, 2020 and January 13, 2021 respectively, issued by Ministry of Corporate Affairs, Government of India (MCA) and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities Exchange Board of India. The AGM was held on Wednesday, the August 18, 2021 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; and
- (iii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, ("LODR") as amended

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- Third 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- Third AGM to the members by e-mail whose names were appeared on the Register of Members/List of Beneficiaries as notified by Depositories as on July 23, 2021
- (ii) The Company had provided the facility of voting on the Resolutions proposed in the notice of the Forty- Third 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 August 11, 2021.

E. REMOTE E-VOTING PROCESS

- (i) In accordance with the Notice dated June 16, 2021 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 24, 2021, the e-voting opened at 09:00 AM on August 14, 2021 and remained open up to 5:00 P.M. on August 17, 2021;
- (ii) All votes cast in respect of Resolutions contained in the Notice of Forty- Third AGM held on Wednesday, the August 18, 2021 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 had 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 unblocked by NSDL after 15 (fifteen) minutes from the conclusion of e- voting at the AGM on Wednesday, the August 18, 2021;
- (iii) I had unblocked the votes cast through remote e-voting and e-voting during the meeting on the date of AGM after 15 (fifteen) minutes from the conclusion of Forty- Third AGM 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. Ankita Agarwal.

G. REPORT

I submit herewith my 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, 2021 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, 2021 and the report of the Auditors thereon.

Particulars	Remote e-voting		e-Voting during AGM		Total		Percentage of Votes Cast (%)
	No.	Votes	No.	Votes	No.	Votes	
Favour	604	109906498	6	235	610	109906733	99.9606
Against	5	43267	0	0	5	43267	0.0394
Total	609	109949765	6	235	615	109950000	100



2. ORDINARY RESOLUTION -

To confirm Interim Dividend @ 450% (i.e. Rs. 45/- per share) already paid to the shareholders for the financial year ended 31st March, 2021.

Particulars	Remote e-voting		e-Voting during AGM		Total		Percentage of Votes Cast (%)
	No.	Votes	No.	Votes	No.	Votes	
Favour	606	110048148	6	235	612	110048383	99.9999
Against	6	104	0	0	6	104	0.0001
Total	612	110048252	6	235	618	110048487	100

3. ORDINARY RESOLUTION -

To appoint a Director in place of Mr. Rabi Chowdhury (DIN:06601588), 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	588	109993875	6	235	594	109994110	99.9496
Against	18	55460	0	0	18	55460	0.0504
Total	606	110049335	6	235	612	110049570	100



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4. ORDINARY RESOLUTION -

To appoint Mr. Debanjan Mandal (DIN:00469622), as a Non- Executive Independent Director of the Company, not liable to retire by rotation, and to hold office for a period of 5(five) consecutive years with effect from May 10, 2021.

Particulars	Remote e-voting		e-Voting during AGM		Total		Percentage of Votes Cast (%)
	No.	Votes	No.	Votes	No.	Votes	
Favour	569	105391285	6	235	575	105391520	95.7685
Against	37	4656721	0	0	37	4656721	4.2315
Total	606	110048006	6	235	612	110048241	100

5. SPECIAL RESOLUTION -

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

Particulars	Remote e-voting		e-Voting during AGM		Total		Percentage of Votes Cast (%)
	No.	Votes	No.	Votes	No.	Votes	
Favour	499	102875027	6	235	505	102875262	93.4819
Against	107	7173008	0	0	107	7173008	6.5181
Total	606	110048035	6	235	612	110048270	100

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6. SPECIAL RESOLUTION –

To borrow any sum or sums of monies, which together with monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up capital, free reserves and securities premium of the Company provided that the total amount so borrowed by the Board shall not at any time exceed Rs. 8,000 crores pursuant to the provisions of Section 180(1)(c) 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	580	110044354	6	235	586	110044589	99.9967
Against	24	3583	0	0	24	3583	0.0033
Total	604	110047937	6	235	610	110048172	100

7. 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	583	110045392	6	235	589	110045627	99.9976
Against	23	2685	0	0	23	2685	0.0024
Total	606	110048077	6	235	612	110048312	100

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8. SPECIAL RESOLUTION –

To sub -divide each equity share of face value of Rs. 10/- each into 10(ten) equity shares of face value of Re. 1/- each, thereby keeping the paid up share capital intact pursuant to the provisions of Sections 13,14,61,64 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder.

Particulars	Remote e-voting		e-Voting during AGM		Total		Percentage of Votes Cast (%)
	No.	Votes	No.	Votes	No.	Votes	
Favour	596	110048562	6	235	602	110048797	99.9991
Against	16	1040	0	0	16	1040	0.0009
Total	612	110049602	6	235	618	110049837	100

9. 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, 2022.

Particulars	Remote e-voting		e-Voting during AGM		Total		Percentage of Votes Cast (%)
	No.	Votes	No.	Votes	No.	Votes	
Favour	589	110046626	6	235	595	110046861	99.9987
Against	19	1456	0	0	19	1456	0.0013
Total	608	110048082	6	235	614	110048317	100



H. SAFE CUSTODY OF RECORDS

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 for preserving safely after the Chairman considers, approves and signs the Minutes of the Forty- Third 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

UDIN: F003150C000792281

**Place: Kolkata
Date: 18th August, 2021**



Counter signed by:

For CESC Limited

Jagdish Patra
Company Secretary
Company Secretary and Compliance Officer