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November 27, 2021

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,

**Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015 – Postal Ballot**

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed a copy of the Postal Ballot Notice dated November 11, 2021 seeking approval of the members of the Company, by way of remote electronic voting (“E-voting”), for alteration of Articles of Association (“AOA”) of the Company by adoption of a new restated AOA in substitution and supersession of existing AOA.

The Postal Ballot notice is being sent through electronic mode to the members whose names appear in the Register of Members / List of Beneficial Owners and whose email id is registered with Depositories / Company as on Friday, November 19, 2021 (Cut-off date).

The Company has engaged National Securities Depository Limited (NSDL) for providing E-voting facility to all its members.

The E-voting will commence from Monday, November 29, 2021 at 9:00 a.m. (IST) and will end on Tuesday, December 28, 2021 at 5:00 p.m. (IST), beyond which the E-voting shall be disabled by NSDL.

The Postal Ballot Notice along with the draft AOA are also available at the website of the Company at www.cesc.co.in.

Kindly take the above mentioned information on your records.

Thanking you.

Yours faithfully,
For **CESC Limited**


Jagdish Patra
Company Secretary & Compliance Officer

Encl: a/a

CESC Limited

Registered Office : CESC House, Chowringhee Square, Kolkata - 700 001

Tel: 033-2225 6040, Fax: 033-2225 5155

E-mail: secretarial@rpsg.in; Website: www.cesc.co.in

Corporate Identity Number: L31901WB1978PLC031411

POSTAL BALLOT AND E-VOTING NOTICE

Notice is hereby given, pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 (“the Act”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time (the “Rules”), Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020 and 10/2021 dated June 23, 2021 issued by the Ministry of Corporate Affairs, Government of India (hereinafter collectively referred to as “MCA Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”) read with SEBI Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India and other applicable laws and regulations (including any statutory modifications or re-enactments thereof), if any, to the members of CESC Limited (“the Company”) for seeking their approval by way of a Special Resolution appended below through Postal Ballot by way of Remote Electronic Voting (“E-Voting”). The statement pursuant to Section 102 and other applicable provisions of the Act read with the Rules pertaining to the said resolution setting out the material facts and the reasons thereof is annexed to this Notice.

The Board of Directors of the Company has, in compliance with the said Rules appointed, Mr. Anil Murarka, Practicing Company Secretary (Membership No. FCS 3150, CP1857) as the Scrutinizer for conducting the E-voting process in a fair and transparent manner. Further, the Company has engaged National Securities Depository Limited (“NSDL”) to provide E- Voting facility to the members of the Company.

In compliance with the aforesaid MCA Circulars, this Postal Ballot and E-Voting Notice (‘Notice’) is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories. A Member whose e-mail address is not registered with the Company/Depositories, may please follow the process provided in the notes hereto to receive this Notice and login ID and password for remote e-voting. The communication of the assent or dissent of the members would only take place through the E-voting system.

Members are requested to follow the procedure as stated in the notes and instructions for casting of votes by E-Voting.

The Scrutinizer shall submit his report to the Chairman or Managing Director (Generation) or Managing Director (Distribution) of the Company after completion of the scrutiny of E-Voting. The results of the E-Voting would be announced by the Chairman or Managing Director (Generation) or Managing Director (Distribution) at the Registered Office of the Company at CESC House, Chowringhee Square, Kolkata - 700 001 within two working days of the conclusion of E-Voting. The results along with the Scrutinizer’s Report will be displayed at the Registered Office of the Company and shall be communicated to the National Stock Exchange of India Limited and the BSE Limited where the shares of the Company are listed and will be uploaded on the Company’s website www.cesc.co.in as well as on website of NSDL.

Item of business requiring approval of members through E-Voting.

SPECIAL BUSINESS:

AS A SPECIAL RESOLUTION:

To consider and, if thought fit, to pass with or without modification(s), the following resolution:

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 read with rules framed thereunder (including any statutory modifications or re-enactments thereof for the time being in force), and subject to approvals, permissions and sanctions of appropriate authority(ies), if any, approval of the members of the Company be and is hereby accorded for alteration of the Articles of Association of the Company (‘AOA’) by adoption of the restated AOA, in substitution and supersession of the existing AOA;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto.”

Registered office:
CESC House
Chowringhee Square
Kolkata – 700 001
Date: November 11, 2021
Place: Kolkata

By Order of the Board of Directors

Jagdish Patra
Company Secretary and Compliance Officer
ICSI Membership No. FCS 5320

NOTES:

1. Voting period for E-voting will commence from Monday, November 29, 2021 at 9.00 a.m. (IST) and will end on Tuesday, December 28, 2021 at 5.00 p.m. (IST).
2. The Statement pursuant to Section 102 of the Companies Act, 2013 (‘the Act’) (to the extent applicable), read with Section 110 of the Act as amended, stating all material facts, disclosure of interest, if any and other relevant information and facts in respect of the business is annexed hereto and forms part of this Notice.
3. In compliance with MCA Circulars and SEBI Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, this Notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories and whose names appear in the Register of Members (in case of physical shareholding)/ List of Beneficial Owners as received from the Depositories (in case of electronic shareholding) on Friday, November 19, 2021.
4. Members whose email addresses are not registered as above can register the same in the following manner:
 - a. Members holding share(s) in physical mode can send email to register their e-mail IDs to CESC Limited at secretarial@rpsg.in or to Link Intime India Private Limited, Registrar and Share Transfer Agent, at kolkata@linkintime.co.in.
 - b. Members holding share(s) in electronic mode are requested to register / update their e-mail addresses with their respective Depository Participants (“DPs”) for receiving all communications from the Company electronically.
5. The Board of Directors has appointed Mr. Anil Murarka, Practicing Company Secretary (Membership No. FCS 3150, CP1857), as the “Scrutinizer” to conduct the E-voting process in a fair and transparent manner.
6. Members may contact the Secretarial Department for any grievances connected with E-voting, at the Registered Office of the Company at CESC House, Chowringhee Square, Kolkata – 700 001 Tel: (033)-2225-6040, E-mail: secretarial@rpsg.in.
7. The Company has appointed National Securities Depository Limited (NSDL) to provide the E-voting facility to the members of the Company to vote electronically. Please read carefully the E-Voting Instructions for casting your vote electronically.
8. Members may note that this Notice will also be available on the Company’s website www.cesc.co.in, websites of the Stock Exchanges where the equity shares of the Company are listed i.e. BSE Limited, www.bseindia.com, National Stock Exchange of India Limited, www.nseindia.com, and on the website of National Securities Depository Limited (“NSDL”), www.evoting.nsdl.com
9. A copy of the draft Articles of Association of the Company has been uploaded on the website of the Company www.cesc.co.in to facilitate online inspection until last date of remote E-voting.
10. The voting rights of Members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on Friday, November 19, 2021, being the cut-off date.
11. The Special Resolution, if passed by requisite majority, will be deemed to have been passed on the last date of remote E-voting i.e. Tuesday, December 28, 2021.

12. Voting through electronic means (Electronic Voting):

In compliance with the provisions of Sections 108 and 110 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the members are provided with the facility to cast their vote electronically instead of dispatching the physical Postal Ballot Form by post.

The instructions for remote e-voting are as under:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none">1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period.2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. |
| Individual Shareholders holding securities in demat mode with CDSL | <ol style="list-style-type: none">1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress. |

| | |
|--|---|
| Individual Shareholders (holding securities in demat mode) login through their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. |
|--|---|

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

| Login type | Helpdesk details |
|--|---|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 224 430 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43 |

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical

Your User ID is:

- a) For Members who hold shares in demat account with NSDL.
8 Character DP ID followed by 8 Digit Client ID
For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
- b) For Members who hold shares in demat account with CDSL.
16 Digit Beneficiary ID
For example if your Beneficiary ID is 12***** then your user ID is 12*****
- c) For Members holding shares in Physical Form.
EVEN Number followed by Folio Number registered with the company
For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to evotingam@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or contact Ms. Pallavi Mahatre, Manger, NSDL at the designated email id : evoting@nsdl.co.in.

Other Instructions:

1. The Scrutinizer shall, immediately after the conclusion of voting through remote e-voting unblock the votes cast through remote e-voting and make, not later than two working days of conclusion of the remote e-voting, a scrutinizer's report of the total votes cast in favour and against, if any, to the Chairman or Managing Director (Generation) or Managing Director (Distribution) of the Company.
2. The said results along with the Scrutinizer's Report would be intimated to National Stock Exchange of India Limited and BSE Limited, where the equity shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website www.cesc.co.in and on the website of NSDL www.evoting.nsdl.com

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The existing Articles of Association of the Company (AOA) are based on the provisions of the erstwhile Companies Act, 1956. Members are aware that the regulatory provisions had since undergone comprehensive changes consequent to adoption of the new Companies Act, 2013 ('the Act'). Further, the Act has also been amended several times post its notification.

Some of the Articles were amended / inserted from time to time to cater to specific requirements. It is, however, now considered prudent to amend the entire AOA to make them consistent and aligned with the provisions of the Act and the Rules framed thereunder, and the Secretarial Standards on Board Meetings and General Meetings, besides deletion of certain redundant Articles etc.

Accordingly, the Board of Directors of the Company ('the Board') has recommended the proposed new restated AOA of the Company for adoption in substitution and supersession of the existing AOA. Consent of the Members by way of a Special Resolution is required for such adoption of new AOA in terms of the provisions of Section 14 of the Act.

The draft of the proposed AOA will be available for inspection by the Members from the date of circulation of this Notice. Members seeking to inspect such AOA can visit the Company's corporate website www.cesc.co.in.

The Board recommends the Special Resolution for approval of the Members of the Company. None of the Directors and Key Managerial Personnel of the Company or their relatives, are concerned or interested in this Special Resolution.

Registered office:
CESC House
Chowringhee Square
Kolkata – 700 001
Date: November 11, 2021
Place: Kolkata

By Order of the Board of Directors

Jagdish Patra
Company Secretary and Compliance Officer
ICSI Membership No. FCS 5320