

DOC:SEC: 465/2022-23/193

November 22, 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: Postal Ballot

Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed a copy of the Postal Ballot Notice (“Notice”) dated November 14, 2022 seeking approval of the Members of the Company, for the matter as set out in the Notice.

The 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 are registered with Depositories / Company as on Friday, November 18, 2022 (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 Wednesday, November 23, 2022 at 9:00 a.m. (IST) and will end on Thursday, December 22, 2022 at 5:00 p.m. (IST). The E-voting facility shall be disabled by NSDL after 5:00 p.m. (IST).

The Notice is also available at the website of the Company at www.cesc.co.in as well as on the website of NSDL at www.evoting.nsdl.com.

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

CIN : L31901WB1978PLC031411

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

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

POSTAL BALLOT AND E-VOTING NOTICE TO THE MEMBERS OF THE COMPANY

Notice is hereby given that 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 No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 33/2020 dated September 28, 2020 Circular No. 39/2020 dated December 31, 2020 and Circular No. 10/2021 dated 23 June, 2021, 20/2021 dated December 8, 2021 and 3/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs, Government of India (“MCA”) (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”) Secretarial Standard on General Meetings (“SS-2”) 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, CESC Limited (“the Company”) hereby seeks your 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(1) 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 appended to this Notice.

In compliance with the provisions of Section 110 of the Act read with the applicable Rules and the Listing Regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Company is pleased to extend E-Voting facility to enable the Members to cast their votes electronically.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot 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.

Mr. Manoj Prasad Shaw, Practicing Company Secretary (Membership No. FCS 5517, CP 4194), appointed as the Scrutinizer for conducting the postal ballot and E-voting process in a fair and transparent manner, shall submit his report to the Chairman or Managing Director (Generation) or Managing Director (Distribution), 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 from 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 (“NSE”) and BSE Limited (“BSE”) (together “Stock Exchanges”) where the shares of the Company are listed and will also be displayed on the Company’s website www.cesc.co.in as well as on website of National Securities Depository Limited (“NSDL”), engaged to provide E-Voting facility to the Members of the Company. The date of declaration of the result of Postal Ballot shall be deemed to be the date of passing of said Resolution.

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 in terms of the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company ("the Board" which term shall be deemed to include any Committee thereof) 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 favour of :

- a) Bank of Baroda (BOB) for a term loan of Rs. 500 crore;
- b) Union Bank of India (Union) for a term loan of Rs.500 crore;
- c) ICICI Bank Limited (ICICI) for a term loan of Rs. 350 crore
(BOB, Union, ICICI hereinafter referred to as "Lenders" or individually as "Lender")
- d) IDBI Trusteeship Services Limited (ITSL) as Trustees for holders of Non-Convertible Debentures (NCDs) aggregating to Rs. 500 crore privately placed with Axis Bank Limited (Axis) (ITSL hereafter referred to as 'Debenture Trustee');

to secure the aforesaid term loans, NCDs, together with agreed interest, charges, expenses, front-end fees and all other monies payable by the Company to the Lenders and / or Debenture Trustee / holders of NCDs in terms of their facility agreement, hypothecation agreement, debenture trustee agreement or any other agreement or any amendments thereto entered into / to be entered into by the Company with Lenders and / or Debenture Trustee / holders of NCDs so that the mortgage and / or charge may be created by the Company over and in respect of its properties in favour of the Lenders and / or Debenture Trustee either singly or collectively, in such form and subject to such prior charges or with such pari passu or subservient ranking of charges as may be decided by the Board in consultation with one or more of the Lenders and / or Debenture Trustee / holders of NCDs;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds things and matters to finalize and execute all such agreement(s), instrument(s) and document(s) with all or any of the said Lenders and / or Debenture Trustee / holders of NCDs for creating the aforesaid mortgage and / or charge as may be required from time to time and to delegate all or any of its powers herein conferred to a Committee constituted/ to be constituted by the Board and / or any member of such Committee with power to the said Committee to sub-delegate its powers to any of its members for the purpose of given effect to the above Resolution."

Registered Office :

CESC House
Chowringhee Square
Kolkata – 700 001

By Order of the Board of Directors

Date : November 14, 2022
Place : Kolkata

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

NOTES :

1. Voting period for E-voting will commence from November 23, 2022 at 9.00 A.M. (IST) and will end on December 22, 2022 at 5.00 P.M. (IST).
2. The Statement pursuant to Section 102 of the Companies Act, 2013 (to the extent applicable), read with Section 110 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 the MCA Circulars this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories.
4. The Postal Ballot Notice is being sent to the Members in electronic mode to those Members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories, (in case of electronic shareholding) / Link Intime Private Limited, the Company's Registrar and Share Transfer Agent (Linkintime) (in case of physical shareholding) as on November 18, 2022 (cut off date).
5. 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 ID to CESC Limited at secretarial@rpsg.in or to Linkintime at kolkata@linkintime.co.in .
 - b. Members holding share(s) in electronic mode are requested to register / update their e-mail address with their respective Depository Participants ("DPS") for receiving all communications from the Company electronically.
6. The Board of Directors has appointed Mr. Manoj Prasad Shaw, Practicing Company Secretary (Membership No. FCS 5517, CP 4194), as the "Scrutinizer" to conduct the E-voting process in a fair and transparent manner.
7. Members may contact Mr. Jagdish Patra, Company Secretary, for any grievances relating to voting by electronic means at the Registered Office of the Company at CESC House, Chowringhee Square, Kolkata – 700 001 Tel: (033)-2225-6040 or through E-mail at secretarial@rpsg.in.
8. Pursuant to Sections 108 and 110 of the Act read with Rule 20 and Rule 22 of the Rules as amended from time to time, Regulation 44 of the Listing Regulations as amended, the Company will be offering E-voting facility to the Members to cast their votes (for or against) electronically on business set forth in this Notice.
9. The Company has appointed 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.
10. Members may note that this Postal Ballot 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, www.bseindia.com, NSE, www.nseindia.com, and on the website of NSDL, www.evoting.nsdl.com
11. The voting rights of Members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on November 18, 2022, being the cut-off date.
12. The Resolution, if passed by requisite majority, will be deemed to have been passed on the date of declaration of the results of Postal Ballot.
13. **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"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nSDL.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp 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. 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 hold 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 company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
	<ol style="list-style-type: none"> Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div> </div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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. 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. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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. upon logging in, you will be able to see e-Voting option. 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 company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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 22 44 30
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?

- 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.
- 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:

- a) 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.
- b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) 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.
- d) 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 shawmanoj2003@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney/ Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
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 send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.co.in
4. In case of any grievances connected with facility for e-voting, please contact Ms. Pallavi Mhatre, Senior Manager, NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013. E-mail: evoting@nsdl.co.in/pallavid@nsdl.co.in, Tel: 91 22 2499 4545/1800-222-990.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to secretarial@rpsg.in

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to secretarial@rpsg.in . If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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 from the 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 NSE and BSE, where the equity shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website and on the website of NSDL.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

In order to finance a part of its routine capital expenditure as well as for repayment of high-cost debts and general corporate purposes, the Company has taken various loans /issued Non-Convertible Debentures (NCDs) from/to banks and financial institutions as per the details mentioned in the Resolution.

Such term loans and NCDs are required to be secured, inter alia, by creation of charge and / or equitable mortgage and/or hypothecation on the Company's movable and / or immovable properties as per the terms of the facilities as agreed with the Lenders / holders of NCDs / Debenture Trustee.

The Special Resolution set out in the Notice is for seeking the approval of Members in terms of the provisions of Section 180(1)(a) of the Companies Act, 2013 to enable the Company to create the aforesaid mortgage and/ or charge / or hypothecation.

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

Registered Office :

CESC House
Chowringhee Square
Kolkata – 700 001

By Order of the Board of Directors

Date : November 14, 2022
Place : Kolkata

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