

SEC: 12492

April 16, 2021

Manager (Listing)
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No. C/1,
G- Block, Sandra - Kurla Complex,
Sandra (East),
Mumbai-400 051
SCRIP CODE: CESC

The Secretary
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400 001
Scrip CODE: 500084

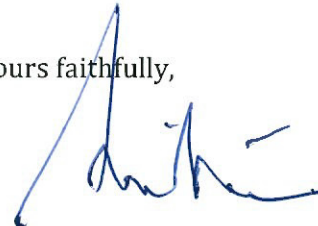
Dear Sir,

Postal Ballot through Electronic Voting- Voting Results

In terms of the Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Voting Result on the Special Resolution for alteration of Article 88 of Articles of Association of the Company proposed through Postal Ballot Notice dated March 11, 2021, along with the Scrutinizer's Report dated April 16, 2021.

The said details are also being uploaded on the Company's website/displayed at the Notice Board of the Registered Office.

Yours faithfully,



COMPANY SECRETARY

Encl: a/a

National Securities Depository Ltd.
Trade World, 4th Floor,
Kamala Mills Compound,
Senapati Bapat Marg, Lower Parel,
Mumbai 400 013

Central Depository Services (India) Ltd.
Phiroze Jeejeebhoy Towers, 28th Floor,
Dalal Street,
Mumbai 400 023

Details of Voting Results

Sr. No.	Particulars	Details
1.	Date of declaration of Postal Ballot through e-voting	16 April, 2021
2.	Total number of shareholders on record date (the cut-off date for determining shareholders entitled to vote, being, 12 March 2021)	86236
3.	No of shareholders present in the meeting either in person or through proxy Promoter & Promoter Group: Public:	Not Applicable
4.	No of shareholders who attended the meeting through Video Conferencing Promoter & Promoter Group: Public:	Not Applicable

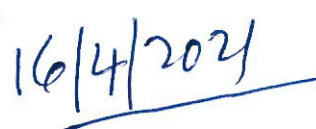

COMPANY SECRETARY
CESC Limited

16/4/2021

CESC Limited

Resolution Required: (Special)		1 - Alteration of an Article contained in the Articles of Association of the Company, for increasing the maximum number of Directors to fifteen from the present level of ten.						
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	66172209	66172209	100.0000	66172209	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
	Total		66172209	100.0000	66172209	0	100.0000	0.0000
Public Institutions	E-Voting	50929972	43031586	84.4917	43031586	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
	Total		43031586	84.4917	43031586	0	100.0000	0.0000
Public Non-Institutions	E-Voting	15454862	3144888	20.3489	3126993	17895	99.4310	0.5690
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		3144888	20.3489	3126993	17895	99.4310	0.5690
Total		132557043	112348683	84.7550	112330788	17895	99.9841	0.0159


 COMPANY SECRETARY
 CESC Limited

16/4/2024


SCRUTINIZER'S REPORT

OF

CESC LTD.

POSTAL BALLOT

BY

REMOTE ELECTRONIC VOTING

**VOTING PERIOD - 17TH MARCH, 2021 AT 9.00 A.M.
TO
15TH APRIL, 2021 AT 5.00 P.M.**

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



SCRUTINIZER'S REPORT

[Pursuant to Section 108 and 110 of the Companies Act, 2013 r/w
Companies (Management and Administration) Rules, 2014]

The Chairman
CESC LIMITED
CESC HOUSE,
Chowringhee Square

Dear Sir,

Sub: Scrutinizer Report on Postal Ballot by Remote Electronic Voting in respect of passing of the Special Resolution contained in the Notice dated 11th March, 2021.

A. APPOINTMENT

- (i) I, **Anil Murarka**, a Company Secretary in Practice, having FCS No.: 3150 & CoP No.: 1857, was appointed as a Scrutinizer by the Board of Directors of **CESC Limited** (the Company) at their Meeting held on 11th March, 2021 for scrutinizing Postal Ballot by Remote Electronic Voting ("E-Voting");
- (ii) My appointment as a Scrutinizer is under the provisions of Section 108 and 110 of the Companies Act, 2013 (the Act) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time ("the Rules");
- (iii) My appointment as a Scrutinizer is also for ascertaining the requisite majority for the Special Resolution proposed in the Notice dated 11th March, 2021 through Postal Ballot by Remote Electronic Voting issued to the Members of the Company pursuant to Section 108 and 110 of the Act read with Rule 20 and Rule 22 of 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 and Circular No. 39/2020 dated December 31, 2020 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 (SEBI) (Listing Obligations and Disclosure Requirements), Regulations, 2015 (the "Listing Regulations") and other applicable laws and regulations (including any statutory modification(s) or re-enactments thereof).

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B. MANAGEMENT'S RESPONSIBILITY

The management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of (i) the Companies Act, 2013 and the Rules made thereunder (ii) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges and (iii) various Circulars issued by MCA relating to Postal Ballot by Remote Electronic Voting.

C. SCRUTINIZER'S RESPONSIBILITY

My responsibility as a Scrutinizer is restricted to make a Scrutinizer's Report of the votes cast in "favour" or "against" the Special Resolution stated in the Postal Ballot and E-Voting Notice dated 11th March, 2021, 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 conduct Postal Ballot by Remote Electronic Voting during the period commencing from Wednesday, 17th March, 2021 at 9.00 a.m. (IST) and ended on Thursday, 15th April, 2021 at 5:00 p.m.(IST).

D. DISPATCH OF NOTICE

- (i) 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) and in compliance with the aforesaid MCA Circulars, the Postal Ballot and E-Voting Notice was sent only through electronic mode to those Members whose e-mail address is registered with the Company/ Depositories;
- (ii) The Company dispatched Postal Ballot and E-Voting Notice dated 11th March, 2021, to all the members in electronic form to the email address registered with their depository participants (in case of electronic shareholding) and with the Company's Registrar and Share Transfer Agent (in case of physical shareholding).

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E. CUT -OFF DATE

The Company provided the facility of voting on the Special Resolution proposed in the Notice dated 11th March, 2021 through Postal Ballot by Remote Electronic Voting to persons who were shareholders as on cut-off date i.e. 12th March, 2021.

F. REMOTE E-VOTING PROCESS

- (i) In accordance with the Notice dated 11th March, 2021 sent to the Members and the 'Advertisement' published pursuant to Rule 20(4) (V) of the Companies (Management and Administration) Rules, 2014 (Amendment Rules 2015) on 17th March 2021 the e-voting commenced at 9:00 a.m. (IST) on Wednesday, 17th March, 2021 and has ended on Thursday, 15th April, 2021 at 5:00 p.m. (IST);
- (ii) All votes casted in respect of Special Resolution contained in the Postal Ballot and E-Voting Notice dated 11th March, 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;
- (iv) After the time fixed for closing of e-voting, i.e. 5:00 p.m. (IST) on Thursday, 15th April, 2021, a final electronic report of the e-voting process was generated by me in the presence of two witnesses who were not the employees of the Company by accessing the data available to me from the website "www.nsdl.co.in" of NSDL, the Authorised Agency to provide e-voting facility. Data regarding the e-votes was diligently scrutinized.

G. REPORT

I submit herewith my Scrutinizer's Report on the results of voting through Postal Ballot by Remote Electronic Voting in respect of **Special Resolution** contained in the Postal Ballot and E-Voting Notice dated 11th March, 2021, as under: -



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Approval for Alteration of Article 88 of Articles of Association of the Company for increasing the maximum number of Directors to fifteen from the present level of ten pursuant to Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder:

“RESOLVED THAT pursuant to Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any Statutory modification(s) and/or re-enactment(s) thereof for the time being in force), Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, subject to such other approvals, permissions, consents as may be required, approval of the members be and is hereby accorded for alteration of Article 88 of Articles of Association of the Company by substituting the existing Article 88 along with the marginal note thereto with the following Article 88 along with the marginal note;

‘Numbers of Directors 88. Until otherwise determined by a Special Resolution, the numbers of Directors of the Company shall not be less than three nor more than fifteen.’

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Company Secretary of the Company be and is hereby authorized on behalf of the Company to do all acts, deeds and things as deemed necessary, proper and desirable and to sign and execute all necessary documents, applications and returns, for the purpose of giving effect to the aforesaid resolution along with filing of E-form(s) with the Registrar of Companies.”

Particulars	Remote E-Voting		%age of total number of valid Votes cast
	No. of Members who voted	No. of Votes cast	
Favour	556	112330788	99.9841
Against	93	17895	0.0159
Total Valid Votes Cast	649	112348683	100.0000





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H. SAFE CUSTODY OF RECORDS


The electronic data and all other relevant records relating to Postal Ballot by Remote Electronic Voting is under my safe custody and will be handed over to the Company Secretary of the Company who has been authorized for safe keeping.

I. DECLARATION OF RESULT

You may accordingly declare the RESULT of the Resolution of voting through Postal Ballot by Remote Electronic Voting.

Place: Kolkata
Date : 16th April, 2021




(ANIL MURARKA)
FCS No. 3150
CoP No. 1857
UDIN-F003150C000107991

Countersigned by:

For CESC LIMITED



(SUBHASIS MITRA)
Company Secretary
ACS - 5376