

DOC:SEC:214/2021-22/214

December 29, 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,

Voting Results of Postal Ballot through Electronic Voting

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 Articles of Association of the Company proposed through Postal Ballot Notice dated November 11, 2021, along with the Scrutinizer's Report dated December 29, 2021.

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

Thanking you.

For **CESC Limited**



Jagdish Patra
**Company Secretary &
Compliance Officer**

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	December 29, 2021
2.	Total number of shareholders on record date (the cut-off date for determining shareholders entitled to vote, being, November 19, 2021)	2,50,494
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



CESC Limited

Resolution Required: (Special)		1 - Alteration of the Articles of Association of the Company by adoption of the new restated Articles of Association.							
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	690770560	690770560	100.0000	690770560	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		690770560	100.0000	690770560	0	100.0000	0.0000	0
Public Institutions	E-Voting	465889057	396044876	85.0084	381802480	14242396	96.4038	3.5962	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		396044876	85.0084	381802480	14242396	96.4038	3.5962	0
Public Non Institutions	E-Voting	168910813	1859052	1.1006	1792821	66231	96.4374	3.5626	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		1859052	1.1006	1792821	66231	96.4374	3.5626	0
Total		1325570430	1088674488	82.1288	1074365861	14308627	98.6857	1.3143	0



SCRUTINIZER'S REPORT

OF

CESC LTD.

POSTAL BALLOT

BY

REMOTE ELECTRONIC VOTING

VOTING PERIOD – NOVEMBER 29, 2021 AT 9.00 A.M. IST

TO

DECEMBER 28, 2021 AT 5.00 P.M. IST

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 Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014]

The Chairman
CESC LIMITED

Held Through Postal Ballot by Remote Electronic Voting

Dear Sir,

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

A. APPOINTMENT

- (i) I, Anil Kumar Murarka, a Company Secretary in Practice, having FCS No.: 3150 and CoP No.: 1857, was appointed as a Scrutinizer by the Board of Directors of CESC Limited (the Company) at their Meeting held on November 11, 2021 for scrutinizing Postal Ballot by way of Remote Electronic Voting ("E-Voting");
- (ii) My appointment as a Scrutinizer was 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") read with Rule 20 and Rule 22 of the Rules and in accordance with General 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 ("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") 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 modification(s) or re-enactments thereof) for ascertaining the requisite majority for the Special Resolution proposed in the Notice dated November 11,2021 through Postal Ballot by way of E-Voting issued to the members of the Company.



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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 as amended and the Rules made thereunder as amended,
- (ii) various Circulars issued by MCA and SEBI relating to Postal Ballot by way of E-Voting,
- (iii) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges, and
- (iv) Secretarial Standards issued by the Institute of Company Secretaries of India on the Resolution contained in the Postal Ballot and E-Voting Notice.

C. SCRUTINIZER'S RESPONSIBILITY

My responsibility as a Scrutinizer for E-Voting was restricted to making 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 November 11, 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 way of E-Voting during the period commencing from Monday, November 29, 2021 at 9.00 a.m. (IST) and ended on Tuesday, December 28, 2021 at 5:00 p.m.(IST) which was facilitated on the basis of data maintained by Registrar & Share Transfer Agent of the Company.

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 on November 28, 2021 only through electronic mode to those members whose e-mail addresses were registered with the Company/ Depositories on November 19, 2021;
- (ii) A member whose e-mail address was not registered with the Company/Depositories, was advised to follow the process provided in the notes to the Notice.

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E. CUT - OFF DATE

The Company provided the facility of voting on the Special Resolution proposed in the Notice dated November 11, 2021 through Postal Ballot by way of E-Voting to the members as on cut-off date i.e. November 19, 2021.

F. E-VOTING PROCESS

- (i) In accordance with the Notice dated November 11, 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 November 28, 2021 the e-voting commenced on Monday, November 29, 2021 at 9:00 a.m. (IST) and ended on Tuesday, December 28, 2021 at 5:00 p.m. (IST);
- (ii) All votes cast in respect of Special Resolution contained in the Postal Ballot and E-Voting Notice dated November 11, 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 Tuesday, December 28, 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 Agency authorised 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 way of E-Voting in respect of Special Resolution contained in the Postal Ballot and E-Voting Notice dated November 11, 2021, as under: -



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Approval of the members for Alteration of Articles of Association of the Company (AOA) by adoption of the restated AOA pursuant to Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder:

“RESOLVED THAT pursuant to 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.”

Particulars	E-Voting		%age of total number of valid Votes cast
	No. of Members who voted	No. of Votes cast	
Favour	1408	1074365861	98.6857
Against	86	14308627	1.3143
Total Valid Votes Cast	1494	1088674488	100.0000



H. SAFE CUSTODY OF RECORDS

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

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.

J. DECLARATION OF RESULT

You may accordingly declare the RESULT of the Resolution of voting through Postal Ballot by way of E-Voting.

Place: Kolkata
Date: 29th December, 2021




Countersigned by:

For CESC LIMITED

(JAGDISH PATRA)
Company Secretary and Compliance Officer
FCS – 5320

Thanking You
Yours Faithfully,



(ANIL KUMAR MURARKA)

FCS No. 3150

CoP No. 1857

UDIN- F003150C001940030