RP - Sanjiv Goenka Group
Growing Legacies

CESC LIMITED

CESC Limited

Registered Office:
CESC House, Chowringhee Square, Kolkata – 700 001
Tel : 033 22256040, Fax : 033 22253495
Email : secretarial@rp-sg.in ; Website : www.cesc.co.in
Corporate Identity Number : L31901WB1978PLC031411

NOTICE TO THE MEMBERS

NOTICE is hereby given that a General Meeting of the Members of CESC Limited will be held at 'Science City', Main Auditorium, JBS Haldane Avenue (Junction of Eastern Metropolitan Bypass and Park Circus Connector), P.O. G. K. Road, Kolkata – 700 046 on Saturday, 18 October 2014 at 10.30 A.M. for transacting the following Special Business:

AS A SPECIAL RESOLUTION

RESOLVED THAT pursuant to Section 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") (including any statutory modification or re-enactment thereof, for the time being in force) and provisions of the Memorandum and Articles of Association of the Company, the Listing Agreements entered into with the Stock Exchanges where the equity shares of the Company are listed and subject to the provisions of Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI ICDR") (including any amendment thereto or re-enactment thereof, for the time being in force), the provisions of the Foreign Exchange Management Act, 1999 and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, applicable rules, regulations, guidelines or laws and/or any approval, consent, permission or sanction of the Central Government, Reserve Bank of India and any other appropriate authorities, institutions or bodies (hereinafter collectively referred to as the "appropriate authorities") and subject to such conditions as may be prescribed while granting any such approval, consent, permission and/or sanction (hereinafter referred to as the "requisite approvals"), which may be agreed to by the Board of Directors of the Company (hereinafter called the "Board" which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this Resolution), the Board be and is hereby authorized to create, issue, offer and allot equity shares/fully convertible debentures/partly convertible debentures/non-convertible debentures with warrants/any other securities (other than warrants), which are convertible into or exchangeable with equity shares on such date as may be determined by the Board but not later than 60 months from the date of allotment (collectively referred to as "QIP Securities"), to the Qualified Institutional Buyers (QIBs) on private placement basis as per the SEBI ICDR, whether or not such QIBs are Members of the Company, on the basis of placement document(s), at such time or times in one or more tranche or tranches, at par or at such price or prices subject to such price not being less than the price calculated in accordance with Chapter VIII of the SEBI ICDR, and on such terms and conditions and in such manner as the Board may, in its absolute discretion determine, in consultation with the Lead Managers, Advisors or other intermediaries, provided however that the aggregate amount raised by issue of QIP Securities as above shall not exceed a sum of US$ 150 million or rupee equivalent thereof.

RESOLVED FURTHER THAT the relevant date for the determination of applicable price for the issue of the QIP Securities shall be the date on which the Board decides to open the proposed issue, or the date on which the holder of the securities which are convertible into or exchangeable with equity shares at a later date becomes entitled to apply for the said shares, as the case may be ("Relevant Date").

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of equity shares as may be required to be issued and allotted upon conversion of any Securities referred to above or as may be necessary in accordance with the terms of the offering and that all such shares shall rank pari passu with the then existing shares of the Company in all respects, as may be provided under the terms of the issue and in the offering document.

RESOLVED FURTHER THAT the Board may at its absolute discretion issue Equity Shares at a discount of not more than five per cent or such other discount as may be permitted under the applicable regulations to the QIP Floor Price as determined in accordance with the SEBI ICDR.

RESOLVED FURTHER THAT the Equity Shares shall be issued and allotted within twelve months from the date of this resolution or such other time as may be allowed under the SEBI ICDR.

RESOLVED FURTHER THAT for the purpose of giving effect to any issue or allotment of QIP Securities or instruments representing the same, as described above, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may at its absolute discretion, deem necessary or desirable for such purpose, including without limitation the entering into of underwriting, marketing and similar agreements and to remunerate the Managers, underwriters and all other agencies/intermediaries by way of commission, brokerage, fees and the like as may be involved or connected in such offerings of Securities, with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in regard to any such issue or allotment as it may in its absolute discretion deem fit.

RESOLVED FURTHER THAT for the purpose aforesaid, the Board be and is hereby authorized to settle all questions, difficulties or doubts that may arise in regard to the issue, offer and allotment of QIP Securities and utilization of the issue proceeds including but without limitation to the creation of such mortgage / hypothecation/charge on the Company's assets under Section 180(1)(a) of the said Act in respect of the aforesaid QIP Securities either on pari passu basis or otherwise or in the borrowing of loans as it may in its absolute discretion deem fit without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board shall have the authority and power to accept any modification in the proposal as may be required or imposed by the Government of India / Reserve Bank of India / Securities & Exchange Board of India / Stock Exchanges where the shares of the Company are listed or such other appropriate authorities at the time of according / granting their approvals, consents, permissions and sanctions to issue, allotment and listing thereof and as agreed to by the Board.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or any other Officer(s) / Authorised Representative(s) of the Company to give effect to the aforesaid resolution."

By Order of the Board

Kolkata
22 September 2014

Subhasis Mitra
Company Secretary

NOTES :

1. A member entitled to attend and vote at the meeting is entitled to appoint a Proxy to attend and vote in his stead. A Proxy need not be a Member of the Company. Proxies, in order to be effective, must be received by the Company not less than 48 hours before the time for holding the Meeting.

   A person can act as Proxy on behalf of not exceeding fifty members and holding in the aggregate not more than ten percent of the total paid-up share capital of the Company. A member holding more than ten percent of the paid-up share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. The Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the above special business is annexed hereto.

3. The Company proposes to send to the Members notices, annual report and accounts and other communication through electronic mode. Members are, therefore, requested to update their e-mail address with the Depository Participant if the holding is in electronic mode or intimate to the Company by sending an e-mail at secretarial@rp-sg.in. Copies of all such communication can also be obtained in physical form from the Company free of cost, upon request. All such documents shall also be available at the Company's website www.cesc.co.in.

4. Voting through Electronic means :

The Company will provide to its members the facility to exercise their right to vote at the General Meeting by electronic means and the business will be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).

The instructions for e-Voting are as under:

A. In case a member receives an e-mail from NSDL [for members whose e-mail IDs are registered with the Company / Depository Participant(s)] :

i) Open e-mail and open PDF file viz., "CESC e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your User ID and password / PIN for e-Voting. Please note that the password is an initial password.

ii) Launch Internet Browser by typing the following URL:https://www.evoting.nsdl.com

iii) Click on Shareholder – Login

iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.

v) Password change menu appears. Change the password / PIN with new password of your choice with minimum 8 digits / characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

vi) Home page of e-Voting opens. Click on e-Voting Cycles.

vii) Select "EVEN" of CESC Limited.

viii) Now you are ready for e-Voting as Cast Vote page opens.

ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

x) Upon confirmation, the message "Vote cast successfully" will be displayed.

xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to evotingam@gmail.com with a copy marked to evoting@nsdl.co.in.

B. In case a Member receives physical copy of the Notice of General Meeting [for members whose email IDs are not registered with the Company / Depository Participants(s) or those requesting for physical copy]:

i) Initial password is provided as below / at the bottom of the Attendance Slip for the General Meeting:

EVEN (E Voting Event Number) / USER ID PASSWORD / PIN

ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

I. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com

II. If you are already registered with NSDL for e-Voting then you can use your existing user ID and password / PIN for casting your vote.

III. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending the future communication(s).

IV. The e-Voting period commences on 13 October 2014 (9.00 am) and ends on 14 October 2014 (6:00 pm). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 19 September 2014, may cast their vote electronically. The e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

V. The voting rights of shareholders shall be in proportion to their shares on the paid up equity share capital of the Company as on the cut-off date of 19 September 2014.

VI. Mr. Anil Murarka, Practicising Company Secretary (Membership no. FCS 3150) has been appointed as the Scrutinizer to scrutinize the e-Voting process in a fair and transparent manner.

VII. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the

e-Voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

VIII. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.cesc.co.in and on the website of NSDL within two (2) days of passing of the resolutions at the General Meeting of the Company and communicated to the Stock Exchanges where the shares of the Company are listed.

5. Those members, who do not have access to e-Voting facility, if they so desire, may contact the Secretarial Department, CESC Limited, CESC House, Chowringhee Square, Kolkata-700001 for assistance in casting the votes. Outstation members may call (033) 22040754 or mail to secretarial@rp-sg.in for guidance.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF ITEM OF SPECIAL BUSINESS SET OUT IN THE NOTICE CONVENING THE GENERAL MEETING TO BE HELD ON 18 OCTOBER 2014

In order to meet a part of its fund requirements for normal business operations, ongoing and future expansion projects and general corporate purposes, the Company proposes to raise funds not exceeding a sum of US $ 150 million or rupee equivalent thereof by new issue of securities in such form, subject to such terms and conditions and to such qualified institutional buyers in terms of Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI ICDR"), institutions / banks / mutual funds / bodies corporate and / or other investors as may be decided by the Board of Directors of the Company ("the Board" which term shall be deemed to include any Committee constituted by the Board for the purpose) in accordance with the applicable rules, regulations and guidelines.

The pricing of Securities as may be issued to the Qualified Institutional Buyers, pursuant to the SEBI ICDR, shall be not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR (QIP Floor Price) subject to applicable law and a discount of not more than 5% (Five Percentage) or such percentage as permitted may be offered under applicable law on the QIP Floor Price and further the relevant date for pricing shall be the date of the meeting in which the Board decides to open the proposed issue.

The proposed issue and allotment of securities as aforesaid requires approval of the Members by way of a Special Resolution pursuant to the provisions of Section 62(1)(c) and other applicable provisions, if any , of the Companies Act, 2013 and the relevant provisions of the listing agreements executed by the Company with the stock exchanges.

The Special Resolution contained in the Notice is to be considered accordingly and the Board recommends that the Resolution be passed in the interest of the Company. The Directors of the Company may be deemed to be concerned or interested in the aforesaid Special Resolution to the extent of the new securities that may be offered and allotted to one or more of them in their individual capacities or to any of the companies or institutions in which the Directors of the Company may also be directors / members / employees. Save as aforesaid, no Director is concerned or interested in the said Resolution.

By Order of the Board

Kolkata
22 September 2014

Subhasis Mitra
Company Secretary