

SEC: SB: 22122018

22 December, 2018

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

The Secretary
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

The Secretary
The Calcutta Stock Exchange Limited
7, Lyons Range,
Kolkata – 700 001

Dear Sirs,

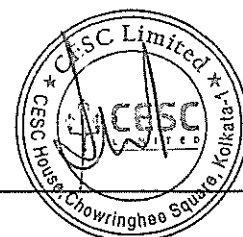
40th Annual General Meeting ("AGM") and voting results

The Fortieth Annual General Meeting of the Company was held on Friday 21 December, 2018 at CITY CENTRE, Royal Bengal Room, DC Block, Sector – I, Salt Lake, Kolkata – 700 064 and all the business as set out in the Notice dated 14 November, 2018 were transacted.

In connection with the above, please find enclosed the following:

1. Summary of proceedings as required under Regulation 30, Part –A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as Annexure – I.
2. Voting Results as required under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as Annexure II.

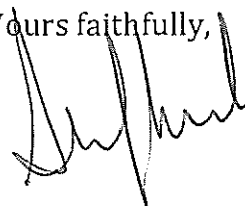
The said details are also being uploaded on the Company's website.



3. Report of Scrutinizer dated 21 December, 2018, pursuant to Section 108 of the Companies Act 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014.

In this connection, we attach again copy of a letter dated 17 August, 2018 from the Registrar of Companies, West Bengal, allowing the Company an extension of time upto 31 December, 2018 for the purpose of holding its 40th AGM.

Yours faithfully,



General Manager (Secretarial & Estates)

Encl.

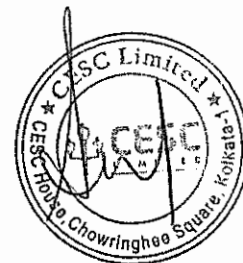
cc : National Securities Depository Ltd.
Trade World, 4th Floor
Kamala Mills Compound
Senapati Bapat Marg
Lower Parel
Mumbai - 400013

cc : Central Depository Services (India) Ltd.
Phiroz Jeejeebhoy Towers
28th Floor, Dalal Street
Mumbai - 400023

CESC LIMITED

FAIR SUMMARY OF PROCEEDINGS OF THE FORTIETH ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY HELD AT CITY CENTRE, ROYAL BENGAL ROOM, DC BLOCK, SECTOR 1, SALT LAKE, KOLKATA 700 064 ON FRIDAY, 21 DECEMBER, 2018 AT 3 P.M.

1. Around 747 members were present in person, 32 members represented by their authorized representatives and 30 members represented by their proxies.
2. Mr. S. Goenka, Chairman of the Board was in the Chair in accordance with Article 72 of the Articles of Association of the Company.
3. Necessary quorum was present and the Chairman declared the Meeting open and welcomed the members.
4. The Register maintained in terms of the Companies Act, 2013 ('the Act') were produced at the commencement of the Meeting and remained open and accessible during the continuance of the Meeting to persons who had the right to attend the Meeting.
5. The Chairman addressed the Meeting and invited comments and observations of the members. The Chairman also replied to them suitably.
6. The Chairman also informed the members that the Company had provided the members the facility of e-Voting on the e-Voting platform provided by National Securities Depository Limited.
7. Fifteen Resolutions included in the aforesaid Notice were individually proposed and seconded at the Meeting.
8. The Chairman then said that the e-Voting results on the fifteen Resolutions included in the aforesaid Notice will be declared on or before Saturday, 22 December 2018 at 5 pm at the registered office of the Company at CESC House, Chowringhee Square, Kolkata – 700001 and will also be put up in the Company's website.
9. He thereafter thanked the members for attending the Meeting.



Fortieth Annual General Meeting (AGM) of CESC Limited-details of voting results

Details of Voting Results

Sr. No.	Particulars	Details
1.	Date of AGM	21 December 2018
2.	Total member of shareholders on record date (Book Closure: 14 December, 2018 to 21 December, 2018)	60,943
3.	No. of shareholders present in the meeting in person or through proxy: Promoters and Promoter Group: Public:	 10 799
4.	No of shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public:	Not arranged
5.	Mode of Voting	E-Voting



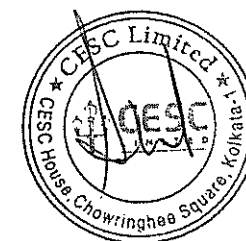
CESC Limited

Resolution Required : (Ordinary)

Adoption of financial statements (standalone and consolidated) and reports of Directors and Auditors for the year ended 31st March 2018

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	66172209	66172209	100.0000	66172209	0	100.0000	0.0000	0
	TAB Voting		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		66172209	100.0000	66172209	0	100.0000	0.0000	0
Public Institutions	E-Voting	48836376	40058264	82.0255	40058264	0	100.0000	0.0000	0
	TAB Voting		7057544	14.4514	7057544	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		47115808	96.4769	47115808	0	100.0000	0.0000	0
Public Non Institutions	E-Voting	17548458	3579907	20.4001	3579907	0	100.0000	0.0000	0
	TAB Voting		9547	0.0544	9051	496	94.8047	5.1953	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		3589454	20.4545	3588958	496	99.9862	0.0138	0
Total		132557043	116877471	88.1715	116876975	496	99.9996	0.0004	0



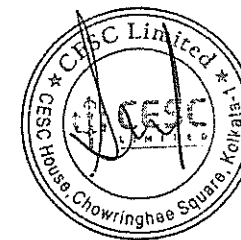
CESC Limited

Resolution Required : (Ordinary)

To confirm Interim Dividend

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]	$[3]=\{[2]/[1]\} \times 100$	[4]	[5]	$[6]=\{[4]/[2]\} \times 100$	$[7]=\{[5]/[2]\} \times 100$	[8]
Promoter and Promoter Group	E-Voting	66172209	66172209	100.0000	66172209	0	100.0000	0.0000	0
	TAB Voting		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		66172209	100.0000	66172209	0	100.0000	0.0000	0
Public Institutions	E-Voting	48836376	40076864	82.0636	40076864	0	100.0000	0.0000	0
	TAB Voting		7057544	14.4514	7057544	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		47134408	96.5150	47134408	0	100.0000	0.0000	0
Public Non Institutions	E-Voting	17548458	3669937	20.9132	3669937	0	100.0000	0.0000	0
	TAB Voting		9505	0.0542	9009	496	94.7817	5.2183	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		3679442	20.9674	3678946	496	99.9865	0.0135	0
Total		132557043	116986059	88.2534	116985563	496	99.9996	0.0004	0



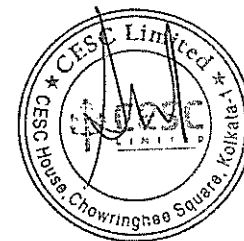
CESC Limited

Resolution Required : (Ordinary)

Re-appointment of Mr. S Goenka as a Director

Whether promoter/ promoter group are interested in the agenda/resolution? Yes

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	66172209	66172209	100.0000	66172209	0	100.0000	0.0000	0
	TAB Voting		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		66172209	100.0000	66172209	0	100.0000	0.0000	0
Public Institutions	E-Voting	48836376	39935514	81.7741	30813897	9121617	77.1591	22.8409	0
	TAB Voting		7057544	14.4514	7057544	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		46993058	96.2255	37871441	9121617	80.5894	19.4106	0
Public Non Institutions	E-Voting	17548458	3669937	20.9132	3669880	57	99.9984	0.0016	0
	TAB Voting		9505	0.0542	9009	496	94.7817	5.2183	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		3679442	20.9674	3678889	553	99.9850	0.0150	0
Total		132557043	116844709	88.1467	107722539	9122170	92.1929	7.8071	0



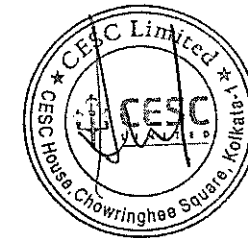
CESC Limited

Resolution Required : (Special)

Re-appointment of Mr. C. K. Dhanuka as an Independent Director

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	66172209	66172209	100.0000	66172209	0	100.0000	0.0000	0
	TAB Voting		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		66172209	100.0000	66172209	0	100.0000	0.0000	0
Public Institutions	E-Voting	48836376	40076864	82.0636	39337167	739697	98.1543	1.8457	0
	TAB Voting		7057544	14.4514	7057544	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		47134408	96.5150	46394711	739697	98.4307	1.5693	0
Public Non Institutions	E-Voting	17548458	3669837	20.9126	3669530	307	99.9916	0.0084	0
	TAB Voting		9505	0.0542	9009	496	94.7817	5.2183	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		3679342	20.9668	3678539	803	99.9782	0.0218	0
Total		132557043	116985959	88.2533	116245459	740500	99.3670	0.6330	0



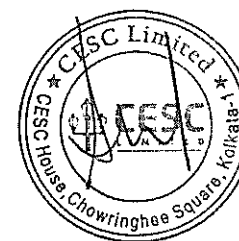
CESC Limited

Resolution Required : (Special)

Re-appointment of Ms. Rekha Sethi as an Independent Director

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	66172209	66172209	100.0000	66172209	0	100.0000	0.0000	0
	TAB Voting		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		66172209	100.0000	66172209	0	100.0000	0.0000	0
Public Institutions	E-Voting	48836376	40076864	82.0636	40068464	8400	99.9790	0.0210	0
	TAB Voting		7057544	14.4514	7057544	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		47134408	96.5150	47126008	8400	99.9822	0.0178	0
Public Non Institutions	E-Voting	17548458	3669937	20.9132	3669880	57	99.9984	0.0016	0
	TAB Voting		9505	0.0542	9009	496	94.7817	5.2183	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		3679442	20.9674	3678889	553	99.9850	0.0150	0
Total		132557043	116986059	88.2534	116977106	8953	99.9923	0.0077	0



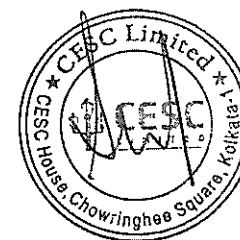
CESC Limited

Resolution Required : (Special)

Re-appointment of Mr. K. Jairaj as an Independent Director

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	66172209	66172209	100.0000	66172209	0	100.0000	0.0000	0
	TAB Voting		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		66172209	100.0000	66172209	0	100.0000	0.0000	0
Public Institutions	E-Voting	48836376	40076864	82.0636	40068464	8400	99.9790	0.0210	0
	TAB Voting		7057544	14.4514	7057544	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		47134408	96.5150	47126008	8400	99.9822	0.0178	0
Public Non Institutions	E-Voting	17548458	3669937	20.9132	3669745	192	99.9948	0.0052	0
	TAB Voting		9505	0.0542	9009	496	94.7817	5.2183	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		3679442	20.9674	3678754	688	99.9813	0.0187	0
Total		132557043	116986059	88.2534	116976971	9088	99.9922	0.0078	0



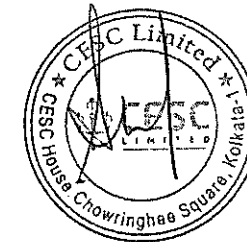
CESC Limited

Resolution Required : (Special)

Continuation of appointment of Mr. P.K.Khaitan as an Independent Director

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	66172209	66172209	100.0000	66172209	0	100.0000	0.0000	0
	TAB Voting		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		66172209	100.0000	66172209	0	100.0000	0.0000	0
Public Institutions	E-Voting	48836376	39957272	81.8187	25053256	14904016	62.7001	37.2999	0
	TAB Voting		7177136	14.6962	7177136	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		47134408	96.5150	32230392	14904016	68.3798	31.7007	0
Public Non Institutions	E-Voting	17548458	3669837	20.9126	3579695	90142	97.5437	2.4563	0
	TAB Voting		9505	0.0542	9009	496	94.7817	5.2183	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		3679342	20.9668	3588704	90638	97.5366	2.4634	0
Total		132557043	116985959	88.2533	101991305	14994654	87.1825	12.8175	0



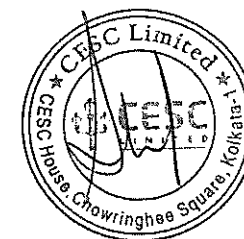
CESC Limited

Resolution Required : (Ordinary)

Appointment of Mr. R.Chowdhury as a Director

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]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$	[8]
Promoter and Promoter Group	E-Voting	66172209	66172209	100.0000	66172209	0	100.0000	0.0000	0
	TAB Voting		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		66172209	100.0000	66172209	0	100.0000	0.0000	0
Public Institutions	E-Voting	48836376	40076864	82.0636	40076864	0	100.0000	0.0000	0
	TAB Voting		7057544	14.4514	7057544	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		47134408	96.5150	47134408	0	100.0000	0.0000	0
Public Non Institutions	E-Voting	17548458	3669937	20.9132	3669845	92	99.9975	0.0025	0
	TAB Voting		9505	0.0542	9009	496	94.7817	5.2183	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		3679442	20.9674	3678854	588	99.9840	0.0160	0
Total		132557043	116986059	88.2534	116985471	588	99.9995	0.0005	0



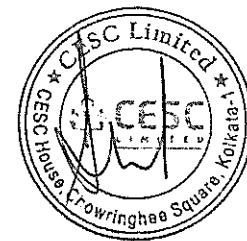
CESC Limited

Resolution Required : (Ordinary)

Appointment of Mr. D. Banerjee as a Director

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]	$[3]=\{[2]/[1]\} \times 100$	[4]	[5]	$[6]=\{[4]/[2]\} \times 100$	$[7]=\{[5]/[2]\} \times 100$	[8]
Promoter and Promoter Group	E-Voting	66172209	66172209	100.0000	66172209	0	100.0000	0.0000	0
	TAB Voting		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		66172209	100.0000	66172209	0	100.0000	0.0000	0
Public Institutions	E-Voting	48836376	40076864	82.0636	40076864	0	100.0000	0.0000	0
	TAB Voting		7057544	14.4514	7057544	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		47134408	96.5150	47134408	0	100.0000	0.0000	0
Public Non Institutions	E-Voting	17548458	3669937	20.9132	3669795	142	99.9961	0.0039	0
	TAB Voting		9505	0.0542	9009	496	94.7817	5.2183	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		3679442	20.9674	3678804	638	99.9827	0.0173	0
Total		132557043	116986059	88.2534	116985421	638	99.9995	0.0005	0



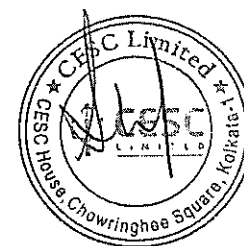
CESC Limited

Resolution Required : (Special)

Appointment of Mr. R. Chowdhury as Managing Director (Generation)

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	66172209	66172209	100.0000	66172209	0	100.0000	0.0000	0
	TAB Voting		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		66172209	100.0000	66172209	0	100.0000	0.0000	0
Public Institutions	E-Voting	48836376	39408781	80.6955	26685589	12723192	67.7148	32.2852	0
	TAB Voting		7654655	14.4514	7654655	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		47063436	96.3696	34340244	12723192	72.9659	27.3815	0
Public Non Institutions	E-Voting	17548458	3669837	20.9126	3579745	90092	97.5451	2.4549	0
	TAB Voting		9505	0.0542	9009	496	94.7817	5.2183	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		3679342	20.9668	3588754	90588	97.5379	2.4621	0
Total		132557043	116914987	88.1998	104101207	12813780	89.0401	11.1076	0



CESC Limited

Resolution Required : (Special)

Appointment of Mr. D. Banerjee as Managing Director (Distribution)

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]	$[3]=\{[2]/[1]\} \times 100$	[4]	[5]	$[6]=\{[4]/[2]\} \times 100$	$[7]=\{[5]/[2]\} \times 100$	[8]
Promoter and Promoter Group	E-Voting	66172209	66172209	100.0000	66172209	0	100.0000	0.0000	0
	TAB Voting		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		66172209	100.0000	66172209	0	100.0000	0.0000	0
Public Institutions	E-Voting	48836376	40076864	82.0636	39564447	512417	98.7214	1.2786	0
	TAB Voting		7057544	14.4514	7057544	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		47134408	96.5150	46621991	512417	98.9129	1.0871	0
Public Non Institutions	E-Voting	17548458	3669937	20.9132	3669930	7	99.9998	0.0002	0
	TAB Voting		9505	0.0542	9009	496	94.7817	5.2183	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		3679442	20.9674	3678939	503	99.9863	0.0137	0
Total		132557043	116986059	88.2534	116473139	512920	99.5616	0.4384	0



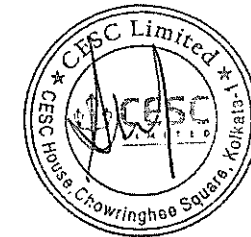
CESC Limited

Resolution Required : (Special)

Commission to Non-executive Director

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]	$[3]=\{[2]/[1]\} \times 100$	[4]	[5]	$[6]=\{[4]/[2]\} \times 100$	$[7]=\{[5]/[2]\} \times 100$	[8]
Promoter and Promoter Group	E-Voting	66172209	66172209	100.0000	66172209	0	100.0000	0.0000	0
	TAB Voting		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		66172209	100.0000	66172209	0	100.0000	0.0000	0
Public Institutions	E-Voting	48836376	39467001	80.8148	23734324	15732677	60.1371	39.8629	0
	TAB Voting		7654655	15.6741	7654655	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		47121656	95.2662	31388979	15732677	66.6126	33.8159	0
Public Non Institutions	E-Voting	17548458	3669887	20.9129	3097431	572456	84.4013	15.5987	0
	TAB Voting		9505	0.0542	9009	496	94.7817	5.2183	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		3679392	20.9671	3106440	572952	84.4281	15.5719	0
Total		132557043	116973257	88.2437	100667628	16305629	86.0604	13.9968	0



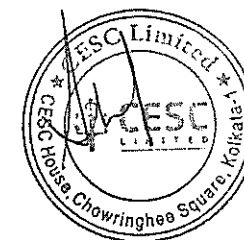
CESC Limited

Resolution Required : (Special)

Approval to mortgage/charge/encumber properties under Section 180(1)(a) of the Companies Act, 2013

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]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$	[8]
Promoter and Promoter Group	E-Voting	66172209	66172209	100.0000	66172209	0	100.0000	0.0000	0
	TAB Voting		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		66172209	100.0000	66172209	0	100.0000	0.0000	0
Public Institutions	E-Voting	48836376	40076864	82.0636	40076864	0	100.0000	0.0000	0
	TAB Voting		7057544	14.4514	7057544	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		47134408	96.5150	47134408	0	100.0000	0.0000	0
Public Non Institutions	E-Voting	17548458	3669937	20.9132	3669280	657	99.9821	0.0179	0
	TAB Voting		9505	0.0542	9009	496	94.7817	5.2183	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		3679442	20.9674	3678289	1153	99.9687	0.0313	0
Total		132557043	116986059	88.2534	116984906	1153	99.9990	0.0010	0



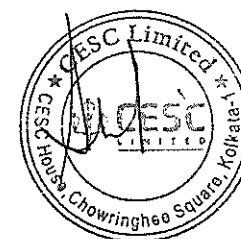
CESC Limited

Resolution Required : (Special)

Borrowing limit of the Company

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	66172209	66172209	100.0000	66172209	0	100.0000	0.0000	0
	TAB Voting		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		66172209	100.0000	66172209	0	100.0000	0.0000	0
Public Institutions	E-Voting	48836376	40076864	82.0636	40076864	0	100.0000	0.0000	0
	TAB Voting		7057544	14.4514	7057544	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		47134408	96.5150	47134408	0	100.0000	0.0000	0
Public Non Institutions	E-Voting	17548458	3669937	20.9132	3669330	607	99.9835	0.0165	0
	TAB Voting		9505	0.0542	9009	496	94.7817	5.2183	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		3679442	20.9674	3678339	1103	99.9700	0.0300	0
Total		132557043	116986059	88.2534	116984956	1103	99.9991	0.0009	0



CESC Limited

Resolution Required : (Ordinary)

Ratification of remuneration of Cost Auditors of the Company

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	66172209	66172209	100.0000	66172209	0	100.0000	0.0000	0
	TAB Voting		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		66172209	100.0000	66172209	0	100.0000	0.0000	0
Public Institutions	E-Voting	48836376	40076864	82.0636	40076864	0	100.0000	0.0000	0
	TAB Voting		7057544	14.4514	7057544	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		47134408	96.5150	47134408	0	100.0000	0.0000	0
Public Non Institutions	E-Voting	17548458	3669937	20.9132	3669495	442	99.9880	0.0120	0
	TAB Voting		9505	0.0542	9009	496	94.7817	5.2183	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		3679442	20.9674	3678504	938	99.9745	0.0255	0
Total		132557043	116986059	88.2534	116985121	938	99.9992	0.0008	0



SCRUTINIZER'S REPORT
OF CESC LTD.

40th Annual General Meeting

Held on Friday, 21st December, 2018

At 'CITY CENTER, Royal Bengal Room,

DC Block, Sector-I, Salt Lake,

Kolkata-700064'

At 3:00 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 of the Companies Act, 2013 r/w
Companies (Management and Administration) Rules, 2014]

The Chairman

40th Annual General Meeting of the Members of **CESC LIMITED**

Held on : 21st day of December, 2018 at 3:00 P.M.

At CITY CENTER, Royal Bengal Room,

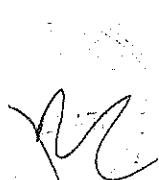
DC Block, Sector-I, Salt Lake,

Kolkata – 700 064

Dear Sir,

**Sub: Report on the process of Voting through Electronic Means pertaining
to the 40th Annual General Meeting of CESC Limited**

1. I, **Anil Murarka**, a Company Secretary in Practice, having FCS No.- 3150 & CoP No.- 1857, have been appointed as a Scrutinizer by the Board of Directors of **CESC Limited** (the Company) at their Board Meeting held on 14th November, 2018 for Scrutinizing the e-voting process (remote e-voting) and voting by use of electronic means (Insta Poll) at the venue of 40th Annual General Meeting (AGM) , in a fair and transparent manner, in respect of Resolutions contained in the 40th AGM's Notice dated 14th November, 2018 to the Members of the Company held on Friday, the 21st day of December, 2018 at CITY CENTER , Royal Bengal Room, DC Block, Sector-I, Salt Lake, Kolkata – 700064 and also for ascertaining the requisite majority for the Resolutions proposed therein.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Act and Rules relating to voting through electronic means (by remote e-voting) and electronic voting (Insta Poll) at the AGM for the Resolutions contained in the Notice to the 40th AGM of the Equity Shareholders of the Company. My responsibility as a Scrutinizer for the voting process of voting through electronic means i.e. by remote e-voting and Insta Poll at the venue of AGM is restricted to make a Consolidated Scrutinizer's Report of the votes cast in "favour" or "against" the Resolutions stated above, 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 provide e-voting facilities for voting through electronic means i.e. by remote e-voting and voting by use of electronic means by Insta Poll at the venue of AGM which was facilitated on the basis of data provided by Registrar & Share Transfer Agent of the Company.





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3. The Company has dispatched Notice of the 40th AGM to the members by e-mail/registered post/speed post, whose names appeared on the Register of Members/List of Beneficiaries as notified by Depositories as on Friday, the 16th day of November, 2018.
4. The Company had provided the facility of voting on the Resolutions proposed at the 40th AGM through electronic means i.e. by remote e-voting and voting through Insta Poll at the venue of AGM to persons who were shareholders as on cut-off date of 14th day of December, 2018.
5. In accordance with the Notice dated 14th November, 2018 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 Thursday, 29th November, 2018, the e-voting opened at 09:00 AM on 18th December, 2018 and remained open up to 5:00 P.M. on 20th December, 2018.
6. Particulars of all the votes cast by electronic means have been entered in a Register separately maintained for the purpose.
7. All votes casted in respect of Resolutions contained in the Notice of 40th AGM held on Friday, the 21st day of December, 2018 have been considered for my scrutiny.
8. Members who were physically present at the venue of 40th AGM and already casted their vote using remote e-voting were not allowed to vote again at the venue of 40th AGM in any manner.
9. A member was not allowed to change his/her vote once casted.
10. All members who opted to vote at the venue of 40th AGM, were provided with the facility of electronic voting system.
11. I have obtained a complete record of votes cast by remote e-voting from NSDL, which was blocked by NSDL on Thursday, the 20th day of December, 2018 at 5:00 P.M.
12. I have immediately after the conclusion of voting at the venue of 40th AGM, first counted the votes cast at the meeting through electronic voting system and thereafter unblocked the votes cast through remote e-voting, in the presence of the following 2 (two) witnesses who are not in the employment of the Company, namely Ms. Yashika Poddar & Ms. Urvashi Jain.
13. I submit herewith my Scrutinizer's Report on the results of voting though remote e-voting and e-voting by Insta Poll at AGM as under:-

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Item No. 1: ORDINARY RESOLUTION -

To receive, consider and adopt the Audited Financial Statements for the year ended 31st March, 2018 and the Audited Consolidated Financial Statements for the year ended on that date and the Reports of Board of Directors and the Auditors.

Particulars	No. of votes contained in						Percentage of Votes Cast (%)
	Remote e-voting		Voting at AGM by Insta Poll		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	244	109810380	71	7066595	315	116876975	99.999
Dissent	0	0	5	496	5	496	0.001
Total	244	109810380	76	7067091	320	116877471	100.000

Item No. 2: ORDINARY RESOLUTION -

To confirm Interim Dividend @ 120% (i.e. ₹ 12/- per share) already paid for the year ended 31st March, 2018.

Particulars	No. of votes contained in						Percentage of Votes Cast (%)
	Remote e-voting		Voting at AGM by Insta Poll		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	248	109919010	70	7066553	318	116985563	99.999
Dissent	0	0	5	496	5	496	0.001
Total	248	109919010	75	7067049	323	116986059	100.000

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Item No. 3: ORDINARY RESOLUTION -

To appoint a Director in place of Mr. Sanjiv Goenka (DIN:00074796), a Director retiring by rotation.

Particulars	No. of votes contained in						Percentage of Votes Cast (%)
	Remote e-voting		Voting at AGM by Insta Poll		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	174	100655986	70	7066553	244	107722539	92.192
Dissent	73	9121674	5	496	78	9122170	7.808
Total	247	109777660	75	7067049	322	116844709	100.000

Item No. 4: SPECIAL RESOLUTION -

To re-appoint Mr. Chandra Kumar Dhanuka (DIN:00005684), as an Independent Director of the Company not liable to retire by rotation for a further period of five years with effect from 1st April, 2019.

Particulars	No. of votes contained in						Percentage of Votes Cast (%)
	Remote e-voting		Voting at AGM by Insta Poll		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	227	109178906	70	7066553	297	116245459	99.367
Dissent	20	740004	5	496	25	740500	0.633
Total	247	109918910	75	7067049	322	116985959	100.000

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Item No. 5: SPECIAL RESOLUTION -

To re-appoint Ms. Rekha Sethi (DIN:06809515), as an Independent Director of the Company not liable to retire by rotation for a further period of five years with effect from 30th May, 2019.

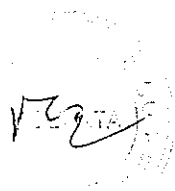
Particulars	No. of votes contained in						Percentage of Votes Cast (%)
	Remote e-voting		Voting at AGM by Insta Poll		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	245	109910553	70	7066553	315	116977106	99.992
Dissent	3	8457	5	496	8	8953	0.008
Total	248	109919010	75	7067049	323	116986059	100.000

Item No. 6: SPECIAL RESOLUTION -

To re-appoint Mr. K Jairaj (DIN:01875126), as an Independent Director of the Company not liable to retire by rotation for a further period of five years with effect from 1st August, 2019.

Particulars	No. of votes contained in						Percentage of Votes Cast (%)
	Remote e-voting		Voting at AGM by Insta Poll		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	243	109910418	70	7066553	313	116976971	99.992
Dissent	5	8592	5	496	10	9088	0.008
Total	248	109919010	75	7067049	323	116986059	100.000

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Item No. 7: SPECIAL RESOLUTION -

To continue the directorship of Mr. Pradip Kumar Khaitan (DIN:00004821), as a non - executive Independent Director of the Company not liable to retire by rotation with effect from 1st April, 2019.

Particulars	No. of votes contained in						Percentage of Votes Cast (%)
	Remote e-voting		Voting at AGM by Insta Poll		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	141	94805160	71	7186145	212	101991305	87.182
Dissent	104	14994158	5	496	109	14994654	12.818
Total	245	109799318	76	7186641	321	116985959	100.000

Item No. 8: ORDINARY RESOLUTION -

To appoint Mr. Rabi Chowdhury (DIN:06601588), as a Director of the Company.

Particulars	No. of votes contained in						Percentage of Votes Cast (%)
	Remote e-voting		Voting at AGM by Insta Poll		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	246	109918918	70	7066553	316	116985471	99.999
Dissent	2	92	5	496	7	588	0.001
Total	248	109919010	75	7067049	323	116986059	100.000



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Item No. 9: ORDINARY RESOLUTION -

To appoint Mr. Debasish Banerjee (DIN:06443204), as a Director of the Company.

Particulars	No. of votes contained in						Percentage of Votes Cast (%)
	Remote e-voting		Voting at AGM by Insta Poll		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	245	109918868	70	7066553	315	116985421	99.999
Dissent	3	142	5	496	8	638	0.001
Total	248	109919010	75	7067049	323	116986059	100.000

Item No. 10 :-SPECIAL RESOLUTION -

To appoint Mr. Rabi Chowdhury (DIN:06601588), as Managing Director (Generation) of the Company for a period of five years with effect from 28th May, 2018 till 27th May, 2023.

Particulars	No. of votes contained in						Percentage of Votes Cast (%)
	Remote e-voting		Voting at AGM by Insta Poll		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	152	96437543	72	7663664	224	104101207	89.040
Dissent	90	12813284	5	496	95	12813780	10.960
Total	242	109250827	77	7664160	319	116914987	100.000

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Item No. 11 :-SPECIAL RESOLUTION -

To appoint Mr. Debasish Banerjee (DIN: 06443204), as Managing Director (Distribution) of the Company for a period of five years with effect from 28th May, 2018 till 27th May, 2023.

Particulars	No. of votes contained in						Percentage of Votes Cast (%)
	Remote e-voting		Voting at AGM by Insta Poll		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	238	109406586	70	7066553	308	116473139	99.561
Dissent	10	512424	5	496	15	512920	0.439
Total	248	109919010	75	7067049	323	116986059	100.000

Item No. 12 :-SPECIAL RESOLUTION -

To continue with the payment of commission to the Directors who are neither in the whole-time employment of the Company nor its managing director pursuant to the provisions of Section 198 read with section 197(1) of the Companies Act, 2013

Particulars	No. of votes contained in						Percentage of Votes Cast (%)
	Remote e-voting		Voting at AGM by Insta Poll		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	193	93003964	72	7663664	265	100667628	86.060
Dissent	51	16305133	5	496	56	16305629	13.940
Total	244	109309097	77	7664160	321	116973257	100.000

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Item No. 13: SPECIAL RESOLUTION –

To mortgage, charge and/or otherwise encumber all or any of the properties of the Company, whether immovable or movable and whether present or future and wheresoever the same may be situate in terms of the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013.

Particulars	No. of votes contained in						Percentage of Votes Cast (%)
	Remote e-voting		Voting at AGM by Insta Poll		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	243	109918353	70	7066553	313	116984906	99.999
Dissent	5	657	5	496	10	1153	0.001
Total	248	109919010	75	7067049	323	116986059	100.000

Item No. 14: SPECIAL RESOLUTION –

To borrow from time to time any sum or sums of monies not exceeding ₹ 6,500 crores in terms of the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 on such terms and conditions as the Board may deem requisite or proper for the purpose of the business of the Company.

Particulars	No. of votes contained in						Percentage of Votes Cast (%)
	Remote e-voting		Voting at AGM by Insta Poll		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	244	109918403	70	7066553	314	116984956	99.999
Dissent	4	607	5	496	9	1103	0.001
Total	248	109919010	75	7067049	323	116986059	100.000

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Item No. 15: ORDINARY RESOLUTION -

To ratify the remuneration of M/s. Shome & Banerjee, Cost Accountants as Cost Auditors of the Company for the financial year ending 31st March, 2019.

Particulars	No. of votes contained in						Percentage of Votes Cast (%)
	Remote e-voting		Voting at AGM by Insta Poll		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	243	109918568	70	7066553	313	116985121	99.999
Dissent	5	442	5	496	10	938	0.001
Total	248	109919010	75	7067049	323	116986059	100.000

14. The electronic data and all other relevant records relating to the e-voting is under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the Minutes of the 40th AGM.

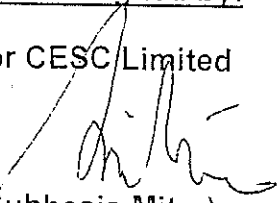
Place: Kolkata
Date : 21st December, 2018




(ANIL MURARKA)
FCS No. 3150
CoP No. 1857

Countersigned by:

For CESC Limited


(Subhasis Mitra)
Company Secretary