

SEC: 1692/2025-26/359

February 27, 2026

The Manager  
Listing Department  
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**

The General Manager  
Listing Department  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001  
**SCRIP CODE: 500084**

**Sub: Postal Ballot Notice**

Dear Sir/Madam,

Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed a copy of the Postal Ballot Notice (“Notice”) dated February 25, 2026 seeking approval of the Members of the Company, for the matters 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 IDs are registered with the Depositories /Depository Participants/ Registrar to an Issue and Share Transfer Agent /Company as on Friday, February 20, 2026 (“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 on Saturday, February 28, 2026 at 9.00 A.M. (IST) and will end on Sunday, March 29, 2026 at 5.00 P.M.(IST), after which E-voting facility shall be disabled by NSDL.

The Notice is also available on the website of the Company at: [www.cesc.co.in](http://www.cesc.co.in) as well as on the website of NSDL at: [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

Kindly take the above-mentioned information on your record.

Thanking you.

Yours faithfully,

For **CESC Limited**

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**Jagdish Patra**  
**Company Secretary**

Enclosed: As above

# CESC LIMITED

**Corporate Identity Number:** L31901WB1978PLC031411

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

**Tel:** 033-2225 6040, **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”), General Circulars issued from time to time, the latest one being General Circular No. 03/2025 dated 22nd September, 2025 issued by the Ministry of Corporate Affairs (collectively “MCA Circulars”) and 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 modification(s) or re-enactment(s) thereof), if any, CESC Limited (“the Company”) hereby seeks your approval by way of three Special Resolutions appended below through Postal Ballot Notice by way of Remote Electronic Voting (“E-voting”) facility to enable the members to cast their votes electronically. The Statement pursuant to Section 102 and other applicable provisions of the Act read with the Rules pertaining to the said resolutions setting out the material facts and the reasons thereof, is appended to this Notice.

The Board of Directors of the Company has, in compliance with the said Rules, appointed Mr. Pankaj Kumar, Practicing Company Secretary, (Membership No. A12288 and CP No: 20994) as the Scrutinizer for conducting the E-voting process and for scrutinizing the votes cast therein in a fair and transparent manner. Further, the Company has engaged National Securities Depository Limited (“NSDL”) to provide E-voting facility to the Members of the Company.

In compliance with the aforesaid MCA Circulars and SEBI 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 e-mail address of any member is not registered with the Company / Depositories, they may 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 relating to instructions for casting of votes by E-voting.

The Scrutinizer shall submit his report to the Chairman or the Managing Director (Generation) or the Company Secretary of the Company after completion of the scrutiny of E-Voting. The results of the E-voting would be declared 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 at [www.cesc.co.in](http://www.cesc.co.in). as well as on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The last date for E-voting, as contained in the Postal Ballot Notice, shall be deemed to be the date of passing of the Resolutions.

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**Items of Special Business requiring approval of members through E-Voting.**

**1. APPOINTMENT OF MR. UMANG KANORIA AS A NON-EXECUTIVE INDEPENDENT DIRECTOR**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT**, pursuant to Sections 149, 150, 152 read with Schedule IV thereto and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and that of the Board of Directors of the Company (“the Board”), Mr. Umang Kanoria (DIN: 00081108), who was appointed as an Additional Director in the category of Non-Executive Independent Director of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director and who meets the criteria of Independence under Section 149 of the Act and Regulation 16 (1) (b) of the Listing Regulations, being eligible, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, and to hold office for a period of three (3) consecutive years with effect from February 25, 2026;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution.”

**2. RE-APPOINTMENT OF MR. DEBANJAN MANDAL AS A NON-EXECUTIVE INDEPENDENT DIRECTOR**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to Sections 149, 150, 152 read with Schedule IV thereto and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and that of the Board of Directors of the Company (“the Board”), Mr. Debanjan Mandal, (DIN: 00469622), in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director and who meets the criteria of Independence under Section 149 of the Act and Regulation 16 (1) (b) of the Listing Regulations, being eligible, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, and to hold office for a further period of five (5) consecutive years with effect from May 10, 2026;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution.”

### 3. LOANS/ADVANCES UNDER SECTION 185 OF THE COMPANIES ACT, 2013

To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

“**RESOLVED THAT**, pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force) and the provisions of the Articles of Association of the Company, approval of the Company's Members be and is hereby accorded to the Board of Directors of the Company (“hereinafter referred to as the “Board” which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution”) to grant any loan(s)/advance(s) (including any loan represented by a book debt) to M/s. Purvah Green Power Private Limited, a subsidiary of the Company (“Purvah”), in which one or more Director(s) of the Company may be interested or deemed to be interested, upto an aggregate amount not exceeding Rs. 900 Crores (Rupees Nine Hundred Crore Only), in one or more tranches from time to time and on such terms and conditions which the Board may, in its absolute discretion deem beneficial and in the interest of the Company, provided that such loan(s)/ advance(s) shall be utilised by Purvah for its principal business activities only and subject to such other terms as set out in the Statement annexed to the Notice;

**RESOLVED FURTHER THAT**, the Board be and is hereby authorised to negotiate, finalise, agree, vary or modify the terms and conditions for granting aforesaid loan(s) / advance(s), and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deeds and things in order to comply with all the legal and procedural formalities, including but not limited to making requisite filings with any statutory authorities/ regulatory bodies, and anything incidental or expedient thereto as the Board may think fit and suitable in the interest of the Company and for the purpose of giving effect to this resolution.”

**Registered Office :**

CESC House  
Chowringhee Square  
Kolkata – 700 001

By Order of the Board of Directors

**Jagdish Patra**

*Company Secretary and Compliance Officer*  
ICSI Membership No. FCS 5320

Date: February 25, 2026

Place : Kolkata

#### NOTES:

1. Voting period for E-voting will commence from **Saturday, February 28, 2026 at 9.00 A.M. (IST)** and will end on **Sunday, March 29, 2026 at 5.00 P.M.(IST)**.
2. The Statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013 (‘the Act’) as amended read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standards on General Meetings (SS-2) 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 and Rules made thereunder, this Postal Ballot Notice is being sent only through electronic mode to those members whose names appear in the register of members / register of beneficial owners received from NSDL and Central Depository Services (India) Limited (CDSL) (“ Depositories”) as on **Friday, February 20, 2026** (“the Cut-off Date”) and whose e-mail addresses are registered with the Company / Registrar to an Issue and Share Transfer Agent / Depository Participants / Depositories. Therefore, physical copies of this Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to any member.
4. 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 the Company at [secretarial@rpsg.in](mailto:secretarial@rpsg.in) or to MUFG Intime India Private Limited, the Registrar to an Issue and Share Transfer Agent of the Company at [rnt.helpdesk@in.mpms.mufig.com](mailto:rnt.helpdesk@in.mpms.mufig.com)
  - (b) Members holding share(s) in electronic mode are requested to register / update their e-mail addresses with their respective Depository Participants (“DPs”) for receiving all communications from the Company electronically.
5. The Board of Directors has appointed Mr. Pankaj Kumar, Practicing Company Secretary, (Membership No. A12288 and CP No: 20994), as the “Scrutinizer” to conduct the E-voting process and to scrutinize the votes cast therein in a fair and transparent manner. The Scrutinizer has given the consent for his engagement in the Postal Ballot exercise.
6. Members may contact Mr. Jagdish Patra, Company Secretary, for any grievances connected with voting by electronic means at the Registered Office of the Company at CESC House, Chowrighee Square, Kolkata – 700 001, Tel: (033)-2225-6040/ (033)-2204-0684; e-mail: [secretarial@rpsg.in](mailto:secretarial@rpsg.in).
7. Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars, Regulation 44 of the Listing Regulations read with Section VI-C of the SEBI Master Circular bearing reference no. HO/ 49/14/14(7)2025-CFD POD2/I/3762/2026 dated January 30, 2026, as amended (“SEBI Master Circular”), SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolutions electronically. The instructions for E-voting form a part of this Postal Ballot Notice.
8. 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.
9. Members may note that this Postal Ballot Notice will also be available on the Company’s website at ([www.cesc.co.in](http://www.cesc.co.in)), websites of the Stock Exchanges where the equity shares of the Company are listed i.e. BSE Limited, ([www.bseindia.com](http://www.bseindia.com)), National Stock Exchange of India Limited, ([www.nseindia.com](http://www.nseindia.com)), and on the website of NSDL, ([www.evoting.nsd.com](http://www.evoting.nsd.com)).
10. The voting rights of Members shall be in proportion to their shareholdings in the paid-up equity share capital of the Company as on the Cut-off Date i.e. **Friday, February 20, 2026**.

11. The last date for E-voting i.e. **Sunday, March 29, 2026** shall be deemed to be the date of passing of the Resolutions as contained in the Postal Ballot Notice.
12. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically without any fee by the Members from the date of circulation of this Postal Ballot Notice until the last date of E-voting. Members seeking to inspect such documents can send an email to [secretarial@rpsg.in](mailto:secretarial@rpsg.in) mentioning his / her / its folio number / DP ID and Client ID.
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:*

**INSTRUCTIONS FOR REMOTE E-VOTING**

**The procedure to login to e-voting of NSDL website consists of two steps as detailed hereunder:**

1. Login method for e-voting for individual members holding securities in demat mode  
Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 2020 captioned “e-voting facility provided by listed companies”, e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/Depository Participant(s) (“DPs”) in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider, thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Members are advised to update their mobile number and e-mail ID with their DPs in order to access e-voting facility.

**Step 1: Access to NSDL e-voting website**

**(A) For Individual Members holding shares in dematerialised form:**

**Login method for Individual members holding securities in demat mode is given below:**

Type of shareholders	Login Method
Individual Members holding securities in demat mode with NSDL.	1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a> . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 or joining virtual meeting & voting during the meeting.

2. 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 or joining virtual meeting & voting during the meeting.
3. 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>
4. 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 or joining virtual meeting & voting during the meeting.
5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



<p>For Members holding shares in demat account with Central Depository Services (India) Limited ('CDSL')</p>	<ol style="list-style-type: none"> <li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>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.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
<p>Individual Members (holding securities in demat mode) login through their depository participants</p>	<p>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 &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve their user ID or password are advised to use 'Forgot User ID' / 'Forgot Password' option(s) available on the websites of the respective Depositories / Depository Participants.

**Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.**

Login type	Helpdesk details
<p>Individual members holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000</p>
<p>Individual members holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911</p>

**B) Login Method for e-Voting other than Individual shareholders holding securities in demat mode and members holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

**Step 1:**

1. 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.
2. 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:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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 members other than Individual members 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](http://www.evoting.nsdl.com).
  - b) “**Physical User Reset Password?**”(If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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.com](mailto:evoting@nsdl.com) 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 are active.
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 or 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 and you will receive a confirmation by way of a SMS on your registered mobile number 14 from depository.
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.

### **Process for those members 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 resolution 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](mailto: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 shareholder 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.com](mailto:evoting@nsdl.com) 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.
5. 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](http://www.evoting.nsdl.com) or call on toll free no.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, AVP, NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com).

#### **Other Instructions:**

1. Institutional members (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(s) of the authorized signatory(ies) who are duly authorized to vote, to the Scrutinizer by e-mailing to [cspankajgumla@gmail.com](mailto:cspankajgumla@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). 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. 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, and submit to the Chairman or the Managing Director (Generation) or the Company Secretary of the Company.
3. 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 : [www.cesc.co.in](http://www.cesc.co.in) and on the website of NSDL : [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

## STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### Item No: 1 & 2

The Board of Directors (“**Board**”) of the Company, pursuant to the recommendation of the Nomination and Remuneration Committee (“**NRC**”) by way of Resolution passed by Circulation on February 25, 2026, and subject to approval of the Members, has appointed Mr. Umang Kanoria as an Additional Director in the capacity of Non-Executive Independent Director of the Company, not liable to retire by rotation, effective from the said date, for a term of three (3) consecutive years.

Further, the current term of appointment of Mr. Debanjan Mandal, Non-Executive Independent Director of the Company will expire on May 9, 2026. After taking into consideration his performance and contribution during his last tenure as an Independent Director of the Company, based on the recommendation of NRC, the Board by way of Resolution passed by Circulation on February 25, 2026, and subject to approval of the Members, has also approved the re-appointment of Mr. Mandal as Non-Executive Independent Director for the second term of five (5) consecutive years with effect from May 10, 2026, not liable to retire by rotation, in accordance with the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 (“**Listing Regulations**”). Mr. Mandal abstained from voting on the resolution concerning his re-appointment both in NRC and the Board of Directors.

The Company has received necessary consents and disclosures from Mr. Kanoria and Mr. Mandal as required under the Act and Listing Regulations.

The special resolutions as set out in Item Nos. 1 and 2 of the Notice seek the approval of the Members in terms of Section 149 and other applicable provisions of the Act, read with Schedule IV thereto and the Rules made thereunder, and in terms of Regulation 17, Regulation 25 (2A) and any other applicable provisions of SEBI Listing Regulations for (a) appointment of Mr. Kanoria as a Non-Executive Independent Director of the Company for a period of three (3) consecutive years commencing from February 25, 2026 (b) re-appointment of Mr. Mandal as a Non-Executive Independent Director of the Company for a period of five (5) consecutive years commencing from May 10, 2026.

Mr. Kanoria and Mr. Mandal are independent of management and possess appropriate skills, experience and knowledge. In the opinion of the Board, they fulfill the conditions of appointment as specified under the prevailing laws and regulations.

The Company has also received two notices from its Member(s) proposing the candidature of Mr. Kanoria and Mr. Mandal as Directors of the Company.

Copies of the draft Letters of Appointment for both the Independent Directors proposed to be appointed / re-appointed are available for inspection as per the procedure of inspection detailed in point no. 12 of the Notes to the Notice.

Mr. Kanoria and Mr. Mandal shall be entitled to receive sitting fees, commission as may be determined by the NRC and the Board from time to time, as detailed in the said letters of appointment.

Brief resume of Mr. Kanoria and Mr. Mandal, nature of their expertise, age, qualifications, number of Meetings of the Board attended during the year, details of other directorship and membership/ chairmanship of Board Committees, shareholding and relationship with other Directors, Manager

and other Key Managerial Personnel of the Company as stipulated under Regulation 36(3) of Listing Regulations and the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India has been provided in “**Annexure-A**” to this Notice.

The Board is of the view that appointment of Mr. Kanoria and re-appointment of Mr. Mandal would benefit the Company and support the Board in discharging its responsibility, functions, and duties effectively.

Mr. Kanoria is interested in Item No. 1 of the Notice while Mr. Mandal is interested in Item No. 2 of the Notice. None of the other Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the Special Resolutions as set out in Item Nos. 1 and 2 of this Notice.

The Board of Directors recommends both the resolutions as set out in Item nos. 1 and 2 of this Notice for approval of the Members, each by way of Special Resolutions.

### **Item No: 3**

In terms of the Section 185 of the Companies Act, 2013 (“the Act”) a company may grant any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person or body corporate in which one or more Director(s) of the Company are interested or deemed to be interested subject to the condition that approval of the shareholders of the Company is obtained by way of a Special Resolution.

In view of the above and in order to make optimum use of funds available with the Company for achieving long term strategic and business objectives and considering future business plans/operational requirements of Purvah Green Power Private Limited (“Purvah”), a subsidiary of the Company, the Board of Directors proposes to make use of the such funds by granting loan(s)/advance(s) (including any loan represented by a book debt), to Purvah from time to time for an aggregate amount not exceeding Rs.900 crore.

Since one or more Director(s) of the Company, directly or indirectly may be interested or deemed to be interested in Purvah, for providing such support in the form of loan(s) and / or advance(s) (including any loan represented by a book debt) as aforesaid to Purvah, the Company seeks approval of its members under Section 185 of the Act. Such approval shall be applicable only from the date Section 185 of the Act becoming applicable to the Company i.e. only for such loan(s)/advance(s) as aforesaid, granted on or after any such Director(s) of the Company, directly or indirectly became interested or may be deemed to be interested in Purvah.

Such loans(s)/advance(s) to be given to Purvah shall be utilized by Purvah for its principal business activities including for purposes incidental or any matters connected thereto.

The above loan(s)/advance(s) shall be provided on such terms and conditions, including tenure, rate of interest and repayment schedule, as may be decided by the Board (including any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) in the best interest of the Company after carefully evaluating any such proposal.

Accordingly, approval of the Members is being sought under Section 185 of the Act, by way of a Special Resolution in order to enable the Company to provide loan(s)/advance(s) (including any loan represented by a book debt) to Purvah, as aforesaid from time-to-time, upto to an aggregate limit of Rs. 900 Crores.

The Board recommends the Special Resolution as set out at Item No. 3 of the Notice for approval of the Members.

Save and except as provided above, none of the Directors, Key Managerial Personnel of the Company or their relatives, are in any way concerned with or interested, financially or otherwise in the said resolution.

**Registered Office :**

CESC House  
Chowringhee Square  
Kolkata – 700 001

Date: February 25, 2026

Place : Kolkata

By Order of the Board of Directors

**Jagdish Patra**

*Company Secretary and Compliance Officer*

ICSI Membership No. FCS 5320

### Annexure-A

**Details of Directors seeking appointment through postal ballot by remote E-voting process (Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard–2 on General Meetings)**

<b>Name of the Director</b>	<b>Mr. Umang Kanoria</b>	<b>Mr. Debanjan Mandal</b>
<b>Director Identification Number</b>	DIN: 00081108	DIN: 00469622
<b>Date of Birth &amp; Age</b>	Date of Birth: 02/11/1959 Age: 66 Years	Date of Birth: 26/08/1973 Age: 52 Years
<b>Date of Appointment / Re-appointment</b>	February 25, 2026	May 10, 2026 (First appointed on Board w.e.f. May 10, 2021)
<b>Relationship with other Directors, Manager and Key Managerial Personnel (KMP)</b>	Mr. Kanoria is not related to any of the Directors or KMP of the Company.	Mr. Mandal is not related to any of the Directors or KMP of the Company.
<b>Brief resume and expertise in Specific Functional Areas</b>	Mr. Kanoria is an industrialist with extensive experience in the tea and textile industries. He is Chairman and Managing Director of Kanco Tea & Industries Limited and Kanco Enterprises Limited. He has previously served as President of the Indian Chamber of Commerce and the Tea Association of India, and as Chapter Chairman of YPO India. He holds a B. Com (Hons.) from St. Xavier's College, Kolkata, an MBA from IMD, Lausanne, Switzerland, and is an Associate Member of the Institute of Cost Accountants of India.	Mr. Mandal is a Partner at Fox & Mandal, a multi-disciplinary law firm established in 1896. He has over 20 years of post-qualification experience in corporate and commercial laws, real estate, infrastructure, dispute resolution and mergers & acquisitions. He is a member of the Incorporated Law Society, High Court at Calcutta, the Supreme Court Bar Association, and the International Bar Association (UK). He serves on the Board of various companies and is Chairman of the ICC National Expert Committee on Corporate & Legal Affairs. Mr. Mandal holds a B.A. English (Hons.) from St. Xavier's College, Kolkata and also holds an LLB degree.
<b>Qualification(s)</b>	As mentioned above	As mentioned above
<b>Terms and conditions of appointment / re-appointment</b>	Being appointed as a Non-Executive Independent Director, not liable to retire by rotation, for a period of three (3) consecutive years commencing from February 25, 2026.	Being re-appointed as a Non-Executive Independent Director, not liable to retire by rotation, for a period of five (5) consecutive years commencing from May 10, 2026.
<b>Remuneration last drawn</b>	Not Applicable	During Financial Year 2025-26 (up to the date of dispatch of Postal Ballot Notice): Rs. 22 lakhs (commission and sitting fees)

<b>Number of meetings of the Board attended during the financial year 2025-26 (up to the date of dispatch of Postal Ballot notice)</b>	Not Applicable	5 (Five)
<b>Board Membership in other Indian companies as on the date of this postal ballot notice</b>	<ol style="list-style-type: none"> <li>1. Kanco Enterprises Limited</li> <li>2. Kanco Tea &amp; Industries Limited</li> <li>3. Kanco Speciality Packaging Private Limited</li> <li>4. Winnow Investments and Securities Private Limited</li> <li>5. E T Resources Private Limited</li> <li>6. Cosmos Resources Private Limited</li> <li>7. Woodlands Multispeciality Hospital Limited</li> <li>8. PCBL Chemical Limited</li> <li>9. Spencer and Company Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Haldia Energy Limited</li> <li>2. Bengal Aerotropolis Projects Limited</li> <li>3. Fox &amp; Mandal Consultancy Solutions Private Limited</li> <li>4. Spencer's Retail Limited</li> <li>5. Graphite India Limited</li> <li>6. Purvah Green Power Private Limited</li> <li>7. West Bengal Infrastructure Development Finance Corpn Ltd</li> <li>8. Indian Chamber of Commerce Calcutta</li> <li>9. Titagarh Rail Systems Limited</li> <li>10. Novus Global Horizon Private Limited</li> </ol>
<b>Chairmanship/Membership of committees in other Indian companies as on the date of this postal ballot notice</b>	<ol style="list-style-type: none"> <li>1. Kanco Enterprises Limited – Member, Stakeholders Relationship Committee, – Member, Finance and Investment Committee, – Chairman, Share Transfer Committee;</li> <li>2. Kanco Tea &amp; Industries Limited – Chairman, Share Transfer Committee, – Member, Stakeholders' Relationship Committee, – Chairman, Finance and Investment Committee, – Chairman, CSR Committee;</li> <li>3. Woodlands Multispeciality Hospital Limited – Member, Audit Committee, – Chairman, Nomination &amp; Remuneration Committee;</li> </ol>	<ol style="list-style-type: none"> <li>1. Spencer's Retail Limited – Member, Audit Committee, – Member, Nomination and Remuneration Committee;</li> <li>2. Graphite India Limited – Member, Audit Committee;</li> <li>3. Bengal Aerotropolis Projects Limited – Member, Audit Committee, – Member, Nomination &amp; Remuneration Committee;</li> <li>4. Purvah Green Power Private Limited – Member, Audit Committee, – Member, Nomination &amp; Remuneration Committee;</li> </ol>
<b>Number of shares held in the Company as on the date of this postal ballot notice</b>	Nil	Nil

<p><b>Listed companies from which the Director has resigned in the past three years</b></p>	<p>1. Saregama India Limited* 2. STEL Holdings Limited*</p> <p><i>(*Cessation as Independent Director on completion of term)</i></p>	<p>1. Century Plyboards (India) Ltd.* 2. Apeejay Surrendra Park Hotels Limited* 3. Industrial And Prudential Investment Company Limited</p> <p><i>(*Cessation as Independent Director on completion of term)</i></p>
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