



**RP - Sanjiv Goenka
Group**
Growing Legacies



CESC
LIMITED
Energising Lives - Since 1899

SEC: 12315

16 December 2017

To,

BSE Limited
Sir Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai – 400001
Security code: 500084

The National Stock Exchange of India Limited
Exchange Plaza, 5th Floor
Plot No. C-1, Block G
Bandra Kurla Complex, Bandra (East)
Mumbai – 400051
Scrip code: CESC

The Calcutta Stock Exchange Limited
7, Lyons Range,
Kolkata – 700 001
Dear Sir/ Madam,

SUB: Summary of Proceedings and Voting Results of Meeting of the Equity Shareholders of the Company held on 15 December 2017 pursuant to order dated 26th October, 2017 of the National Company Law Tribunal, Kolkata Bench

The Company wishes to inform you that a Meeting of the Equity Shareholders of the Company pursuant to an order dated 26th October, 2017 of the Hon'ble National Company Law Tribunal, Kolkata Bench ("**the Meeting**") was held on 15 December 2017 at 10:00 a.m. at City Centre, Royal Bengal Room, DC Block, Sector I, Salt Lake, Kolkata – 700 064 to approve the Composite Scheme of Arrangement amongst CESC Infrastructure Limited, Spencer's Retail Limited, Music World Retail Limited, Spen Liq Private Limited, New Rising Promoters Private Limited, CESC Limited ("**Company**"), Haldia Energy Limited, RP-SG Retail Limited, RP-SG Business Process Services Limited, Crescent Power Limited, and their respective shareholders.

Enclosed please find the following:

- Summary of the proceedings of the Meeting as required under Regulation 30, Part A of Schedule III of SEBI LODR Regulations is annexed as **Annexure A**.
- Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR Regulations), the voting results, in prescribed format, with respect to the business transacted at the Meeting along with the Scrutinizer's Report is annexed herewith as **Annexure B** and **Annexure C** respectively.

This is for the information of the exchange and the members.

Thanking you,

Yours faithfully,

For and on behalf of **CESC Limited**

Company Secretary

Annexure A – Summary of proceedings of the NCLT Convened Meeting

The Hon'ble National Company Law Tribunal, Kolkata Bench ("NCLT"), vide their order dated 26th October, 2017, directed convening of a meeting ("the Meeting") of the Equity Shareholders of the Company on 15 December 2017 at 10:00 a.m. at City Centre, Royal Bengal Room, DC Block, Sector I, Salt Lake, Kolkata – 700 064.

The meeting was held accordingly. Mr Atul Kumar Labh, the appointed Chairperson who presided over the meeting informed that the Meeting is convened pursuant to the said Order of the Hon'ble NCLT, Kolkata Bench to consider the Composite Scheme of Arrangement amongst the CESC Infrastructure Limited, Spencer's Retail Limited, Music World Retail Limited, Spen Liq Private Limited, New Rising Promoters Private Limited, CESC Limited ("Company"), Haldia Energy Limited, RP-SG Retail Limited, RP-SG Business Process Services Limited, Crescent Power Limited, and their respective shareholders ("Scheme").

The requisite quorum being present, the Chairperson called the meeting to order.

The Notice of the Meeting, the Explanatory Statement under Section 230(3) read with Section 232(2) of the Companies Act, 2013 read with rules framed thereunder and the Scheme had been duly dispatched to all the Shareholders. With the permission of the Members, the said Notice convening the Meeting was taken as read.

The following resolution set out in the Notice convening the Meeting was put up to the shareholders for their consideration:

Item No.	Details of the Resolution	Resolution required
1	Composite Scheme of Arrangement amongst CESC Infrastructure Limited, Spencer's Retail Limited, Music World Retail Limited, Spen Liq Private Limited, New Rising Promoters Private Limited, CESC Limited, Haldia Energy Limited, RP-SG Retail Limited, RP-SG Business Process Services Limited, Crescent Power Limited, and their respective shareholders	Requisite Majority*

**majority in number representing three-fourths in value*

The Chairperson then invited the Members to speak at the Meeting on the resolution proposed at the Meeting. At the request of the Chairperson, Mr. S. Mitra, Company Secretary responded to the queries raised by the Members. After the discussions were over, the Chairperson put the resolution to vote.

The Chairperson informed the Members that as required under the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided its shareholders the facility to cast their vote through postal ballot and remote electronic voting system administered by the National Securities Depository Limited (NSDL). He further mentioned that the facility for e-Voting, administered by NSDL, had also been provided at the Meeting venue. The Chairperson requested the Members, who were present at the Meeting but had not cast their votes either by postal ballot or remote e-voting, to cast their vote at the Meeting.





The Chairperson informed that Ms Barsha Dikshit, Practising Company Secretary (ACS A48152, PCS 18060) was appointed by the Hon'ble NCLT as scrutinizer for the postal ballot process, remote e-voting and electronic voting at the Meeting.

The Chairperson requested the Scrutinizer to announce conclusion of the e-Voting process at the venue of the meeting when the same is completed. After the Scrutinizer announced completion of the same, Chairperson thanked the Members for attending and participating in the Meeting. He informed the Members that the voting results will be declared on 16th December 2017 at 3.00 pm upon submission of the report of the Scrutinizer. The results will also be made available on the website of the Company and National Securities Depository Limited and published in the newspapers as per the said NCLT Order.

The Scrutinizer's Report was received on 15 December 2017. The Chairperson has since declared that the resolution for approval of the Scheme was passed with the requisite majority.

Yours faithfully,
For and on behalf of CESC Limited

Company Secretary

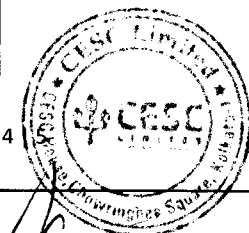


Annexure B – Voting Results

NCLT convened meeting of CESC Limited

Details of Voting Results

Sr. No.	Particulars	Details
1.	Date of the NCLT Convened Meeting	15 December 2017
2.	Total number of shareholders on relevant date (i.e. 8 November 2017)	52097
3.	No. of shareholders present in the meeting in person or through proxy: Promoters and Promoter Group : Public :	521 11 510
4.	No. of shareholders attended the meeting through Video Conferencing : Promoters and Promoter Group : Public:	Nil
5.	Mode of Voting	Remote E-voting / Postal ballot and e- voting at the venue





Resolution required:			Majority in number representing 3/4 th in value					
Whether promoter/ promoter group are interested in the agenda /resolution?			No, except for their shareholding in the Company					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	Remote e-Voting	66172209	66172209	100.00	66172209	0	100.00	0.00
	e-Voting at the Venue		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		66172209	100.00	66172209	0	100.00	0.00
Public-Institutions	Remote e-Voting	51383537	35174203	68.45	35173529	674	100.00	0.00
	e-Voting at the Venue		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		35174203	68.45	35173529	674	100.00	0.00
Public-Non Institutions	Remote e-Voting	15001297	4185532	27.90	4184907	625	99.99	0.01
	e-Voting at the Venue		1934	0.01	1934	0	100.00	0.00
	Postal Ballot		33000	0.22	31047	1953	94.08	5.92
	Total		4220466	28.13	4217888	2578	99.94	0.06
Total		132557043	105566878	79.64	105563626	3252	100.00	0.00

Please note that the percentage till 2 decimal point has been considered for the purpose of this report.

BARSHA DIKSHIT

1006-1009, Krishna Building, 224 A.J.C. Bose Road

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email: barsha@vinedkothari.com

PAN No - AXSPD5400G

ACS No - A48152 | PCS No. 18060

Before the National Company Law Tribunal

Kolkata Bench

Company Application No. 438 of 2017

In the matter of
The Companies Act, 2013

AND

In the matter of:
An Application under section 230(1) read with
232(1) of the said Act

AND

In the matter of:

1. CESC Infrastructure Limited
2. Spencer's Retail Limited
3. Music World Retail Limited
4. Spen Liq Private Limited
5. New Rising Promoters Private Limited
6. CESC Limited
7. Haldia Energy Limited
8. RP-SG Retail Limited
9. RP-SG Business Process Services Limited
10. Crescent Power Limited

.....Applicants

Barsha

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CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Sections 230 and 232 read with Sections 108 and 110 of the Companies Act, 2013, the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and Companies (Management and Administration) Rules, 2014]

Date: 15.12.2017

To,
Shri Atul Kumar Labh
The Chairman
Meeting of Equity Shareholders of CESC Limited

Dear Sir,

Re: Consolidated Report of Scrutinizer on the result of voting by way of remote e-voting, postal ballot and e-voting conducted at the venue in connection with Resolution detailed in the Notice dated 3 November, 2017, convening the meeting of the Equity Shareholders of CESC Limited (hereinafter referred to as "Company") held at City Centre, Royal Bengal Room, DC Block, Sector - I, Salt Lake, Kolkata 700 064, India, on Friday, 15th day of December, 2017 at 10 A.M., pursuant to the directions issued by the Hon'ble National Company Law Tribunal, Kolkata Bench ("NCLT") vide order dated 26th day of October, 2017, in Company Application No.438 of 2017.

I, Barsha Dikshit, appointed as the Scrutinizer for the meeting of equity shareholders CESC Limited ("the Company") by the Hon'ble National Company Law Tribunal, Kolkata Bench ("NCLT"/"Tribunal"), vide order dated 26th day of October, 2017 for ascertaining the result of the voting by the Equity Shareholders of the Company by postal ballot, remote e-voting and by e-voting at the venue of the meeting held at City Centre, Royal Bengal Room, DC Block, Sector - I, Salt Lake, Kolkata 700 064, India on Friday, the 15th day of December, 2017 at 10A.M. on the below mentioned resolution, do hereby submit my report as under:

Compliances with the provisions of the Companies Act, 2013 and the rules framed thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and NCLT Order dated 26th day of October, 2017 relating to voting through Postal Ballot, remote e-voting and e-voting at



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Practising Company Secretary
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the Venue of the meeting by the Members of the Company on the Resolution contained in the Notice dated 3 November, 2017, are the responsibility of the management of the Company. My responsibility as Scrutinizer is to ensure that voting process, in all modes, is conducted in a fair and transparent manner and to make a Scrutinizer's Report, being this Report, of the total votes cast "in favour" and "against" the said Resolution, based on postal ballots and reports generated from e-voting system provided by 'National Securities Depository Limited (NSDL), the agency appointed by the Company to provide facilities for remote e-voting and e-voting at the venue.

I submit my report as under:

1. NSDL has been appointed as an agency, to provide and facilitate remote e-voting by the members of the Company to cast their votes through a secured electronic mode on the Resolution contained in the Notice dated 3 November, 2017 of the said NCLT convened meeting, as well as to provide e-voting facility at the venue of the meeting.
2. Pursuant to Sections 108, 110, 230 (4) and other applicable provisions of the Companies Act, 2013 read with applicable rules made thereunder and applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification thereof), the Company has completed dispatch of notice alongwith Postal Ballot Form on 11 November, 2017 to its Members whose name(s) appeared on the Register of Members/List of Beneficiaries as on 8 November 2017, the 'cut off' date fixed by the Board for determining the entitlement of shareholders to vote on the resolution. The self-addressed postage prepaid envelopes in relation to voting by postal Ballot, were also sent along with the Notices dispatched through Post. The Notice and the Postal Ballot Form were also placed on the Company's website www.cesc.co.in.
3. The remote e-voting period commenced on at 9.00 A.M. on 15th November, 2017 and concluded at 5 P.M. on 14th December, 2017.
4. The physical Postal Ballot Forms were addressed to the Scrutinizer. The same were to reach the Scrutinizer, not later than 5 P.M. on 14th December, 2017.
5. The requisite advertisements in terms of the said order of NCLT were published in "The

Barsha

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Economic Times" (in English language) and in "Aajkal" (in Bengali language), in their respective issues dated 13th November, 2017.

6. The total number of sealed envelopes containing votes cast by Postal Ballot received up to 5P.M. on 14th December, 2017, i.e., the last date and time fixed by the Company for receipt of the Postal Ballot and opened in front of me, were 261 ballots containing 261 forms. These Postal Ballot Forms were considered for my scrutiny.
7. As aforesaid, the Company has also provided the facility of e-voting through tabs at the venue of the meeting to Members who have not cast their vote by remote e-voting facility or Postal Ballot.
8. The Postal Ballots were diligently scrutinized and reconciled with the list of members maintained by Link Intime Pvt. Ltd., Registrar and Share Transfer Agents of the Company and the authorizations lodged with the Company.
9. For the purpose of ensuring that members who have cast their votes through remote e-voting do not vote again the venue of the meeting and in terms of Rule 20(xiii) of the Companies (Management & Administration) Rules, 2014, NSDL, before the start of the meeting, gave me access to the necessary details relating to such members excepting the manner in which they had cast their votes.
10. Full details of the remote e-voting and e-voting at the venue of the meeting provided by NSDL were unblocked after e-voting at the venue of the meeting was completed on 15 December 2017 at 11.30 A.M.
11. I have been informed that the Company has received 34 Proxy Forms and 11 corporate authorisations from its shareholders.
12. Postal Ballot in respect of 13 member, holding 760 equity shares in aggregate, was treated as invalid because of signature mismatching or blank form submitted by the member.
13. E voting at the venue in respect of 5 members, holding 38 equity shares in aggregate, was treated as invalid because those members had already cast their votes through postal ballot.

Barsha

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Practicing Company Secretary

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14. I have relied on information provided by Link Intime Pvt. Ltd., the Registrar & Share Transfer Agents of the Company, in relation to shareholders details including details regarding number of shares held and their respective signatures.

Based on the details containing list of Members who have cast their votes on remote e-voting platform and e-voting at the venue of the meeting, as downloaded from the e-voting website of NSDL, the votes cast by the members through Postal Ballot, and my scrutiny of the documents and information relating to voting in all modes, the results of the voting on the following Resolution, is given below:

Resolution:

"RESOLVED THAT the Composite Scheme of Arrangement amongst CESC Infrastructure Limited, Spencer's Retail Limited, Music World Retail Limited, Spen Liq Private Limited, New Rising Promoters Private Limited, CESC Limited, Haldia Energy Limited, RP-SG Retail Limited, RP-SG Business Process Services Limited and Crescent Power Limited and their respective shareholders ('the Scheme'), presented in Company Application No.438 of 2017 filed jointly by the said companies before the Hon'ble National Company Law Tribunal, Kolkata Bench ('Tribunal'), a copy whereof is included in the notice dated 3rd November, 2017 convening a meeting of the equity shareholders of CESC Limited ('the Company') on 15th December, 2017, be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors of CESC Limited (hereinafter referred to as the 'Board' which term shall be deemed to mean and include one or more Committees) constituted to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution) be and is hereby authorised to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to these resolutions and effectively implement the Scheme of Arrangement and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Hon'ble Tribunal or its Appellate Authority(ies) while sanctioning the Scheme of Arrangement or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper."

Barsha

BARSHA DIKSHIT

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Mode of Voting	In Favour		Against		Invalid	
	No. of Members	No. of Votes Cast	No. of Members	No. of Votes Cast	No. of Members	No. of Invalid Votes Cast
Remote e-voting	588	105530645	14	1299	00	00
Postal Ballot	237	31047	11	1953	13	760
e-voting at the venue	55	1934	00	00	5	38
Total	880	105563626	25	3252	18	798

The Resolution was thus duly passed by requisite majority by the members.

15. All relevant documents, records and papers relating to remote e-voting, postal ballot and e-voting at the venue, including the register of voting by the members as per Rule 20(xv) of the Companies (Management & Administration) Rules, 2014, were handed over by me to the Chairperson of the meeting with my instant report in terms of the order dated 26th October, 2017 of the Hon'ble Tribunal.

Yours faithfully

Barsha Dikshit

Barsha Dikshit
Scrutinizer

Place: Kolkata

Date: 15.12.2017

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REPORT AS PER REGULATION 44(3) OF SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

To
Shri Atul Kumar Labh
The Chairman
Meeting of Equity Shareholders of CESC Limited

Date: 15.12.2017

Dear Sir,

In accordance with the Regulation 44(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, please find enclosed the results of the voting on the following resolution put to the Equity Shareholders of CESC Limited for their approval in terms of the notice dated 3 November 2017 of the meeting of such shareholders held on 15th day of December, 2017:

Resolution:

"RESOLVED THAT the Composite Scheme of Arrangement amongst CESC Infrastructure Limited, Spencer's Retail Limited, Music World Retail Limited, Spen Liq Private Limited, New Rising Promoters Private Limited, CESC Limited, Haldia Energy Limited, RP-SG Retail Limited, RP-SG Business Process Services Limited and Crescent Power Limited and their respective shareholders ('the Scheme'), presented in Company Application No.438 of 2017 filed jointly by the said companies before the Hon'ble National Company Law Tribunal, Kolkata Bench ('Tribunal'), a copy whereof is included in the notice dated 3rd November, 2017 convening a meeting of the equity shareholders of CESC Limited ('the Company') on 15th December, 2017, be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors of CESC Limited (hereinafter referred to as the 'Board' which term shall be deemed to mean and include one or more Committee(s) constituted to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution) be and is hereby authorised to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to these resolutions and effectively implement the Scheme of Arrangement and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Hon'ble Tribunal or its Appellate Authority(ies) while sanctioning the Scheme of Arrangement or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper."

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Resolution required: Whether promoter/ promoter group are interested in the agenda /resolution?			Majority representing 3/4 th in value					
			No, except for their shareholding in the Company					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstandi ng shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	Remote e- Voting	66172209	66172209	100.00	66172209	0	100.00	0.00
	e-Voting at the Venue		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		66172209	100.00	66172209	0	100.00	0.00
Public- Institutions	Remote e- Voting	51383537	35174203	68.45	35173529	674	100.00	0.00
	e-Voting at the Venue		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		35174203	68.45	35173529	674	100.00	0.00
Public-Non Institutions	Remote e- Voting	15001297	4185532	27.90	4184907	625	99.99	0.01
	e-Voting at the Venue		1934	0.01	1934	0	100.00	0.00
	Postal Ballot		33000	0.22	31047	1953	94.08	5.92
	Total		4220466	28.13	4217888	2578	99.94	0.06
Total		132557043	105566878	79.64	105563626	3252	100.00	0.00

Please note that the percentage till 2 decimal point has been considered for the purpose of this report.

Yours faithfully

Barsha Dikshit

Barsha Dikshit

Scrutinizer

Place: Kolkata