



**RP - Sanjiv Goenka
Group**

Growing Legacies



SEC:SG:29690

23 July, 2016

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

The Secretary
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001

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

Dear Sirs,

38th Annual General Meeting ("AGM") and voting results

The Thirty-eighth Annual General Meeting of the Company was held on Friday 22 July, 2016 at Rangmanch, Swabhum, 89C, Moulana Abul Kalam Azad Sarani, Kolkata 700 054 and all the matters mentioned in the Notice dated 19 May, 2016 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 as Annexure – I.
- 2) Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as Annexure – II.

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

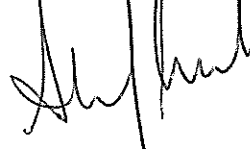
- 3) Report of Scrutinizer dated July 22, 2016, Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014.

CESC Limited

CIN : L31901WB1978PLC031411 e-mail : cesclimited@rp-sg.in
Regd. Office : CESC House, Chowringhee Square, Kolkata - 700 001, India
Tel : +91 33 2225 6040 Fax : +91 33 2225 3495 Web : www.cesc.co.in

- 4) Annual Report for the financial 2015-16 as required under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations duly approved and adopted by the members as per the provisions of the Companies Act, 2013.

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 400 013.

Voting results attached

cc : Central Depository Services (India) Ltd.
Phiroz Jeejeebhoy Towers
28th Floor, Dalal Street
Mumbai 400 023

Voting results attached

CESC LIMITED

A NOTE ON PROCEEDINGS OF THE THIRTY-EIGHTH ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY HELD AT RANGMANCH, SWABHUMI, 89 C, MOULANA ABUL KALAM AZAD SARANI, KOLKATA 700 054 ON FRIDAY, 22 JULY, 2016 AT 10.30 A.M.

1. 527 members were present in person, 9 members represented by their authorized representatives and 84 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 Registers 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 Notice convening the Meeting was taken as read with the consent of the Members present.
6. The Chairman mentioned that the Auditor's Report on the Accounts of the Company and the Secretarial Audit Report for the year Financial Year 2015-16 did not have any qualification, observation or comments as referred to in terms of relevant provisions of the Act, save and except as mentioned in the Auditors' Report on the consolidated financial statements for the said period.
7. The Chairman informed the members that the Company had provided the members the facility of e-Voting and the said e-Voting facility had been conducted on the e-Voting platform provided by National Securities Depository Limited.
8. The Chairman then advised that E-voting results of the six Resolutions included in the Notice convening the Thirty-eighth Annual General Meeting will be announced on 23 July, 2016 at 3 pm.
9. The Chairman thereafter addressed the meeting and invited comments, observations of the members. The Chairman replied suitably.
10. The Chairman also asked for a proposer and a seconder for each of the said six Resolutions. The said Resolutions were duly proposed and seconded.
11. He thereafter thanked the members for attending the meeting.

(E-voting results on the said six resolutions were announced on 23 July, 2016. All six Resolutions were duly passed).



Thirty-eighth Annual General Meeting (AGM) of CESC Limited – details of voting results

Details of Voting Results

Sr. No.	Particulars	Details
1.	Date of the AGM	22 July, 2016
2.	Total number of shareholders on record date (Book Closure : 15 July, 2016 – 22 July, 2016, both days inclusive)	38260
3.	No. of Shareholders present in the meeting either in person or through proxy :	
	Promoters and Promoter Group :	9
	Public :	611
4.	No. of Shareholders attended the meeting through Video Conferencing :	Not arranged
	Promoters and Promoter Group :	
	Public :	
5	Mode of Voting	E-voting



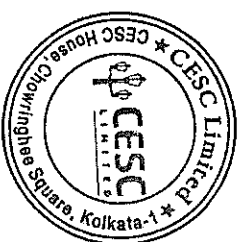
CESC Limited

Adoption of Audited Financial Statements for the year ended 31 March, 2016 and the Audited Consolidated Financial Statements for the year ended on that date and the Reports of Board of Directors and the Auditors thereon.
 Resolution Required : (Ordinary/ Special) : Ordinary
 Whether promoter/ promoter group are interested in the agenda/resolution? : No

Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3] = {[2]/[1]} * 100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6] = {[4]/[2]} * 100	% of Votes against on votes polled [7] = {[5]/[2]} * 100
Promoter and Promoter Group	E-Voting		66172309	100.00	66172309	0	100.00	0.00
	Poll							
	Postal Ballot	66172309	0	0.00	0	0	0.00	0.00
	Total		66172309	100.00	66172309	0	100.00	0.00
Public Institutions	E-Voting		44005178	79.41	36041968	7963210	81.90	18.10
	Poll	55413218						
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		44005178	79.41	36041968	7963210	81.90	18.10
Public Non Institutions	E-Voting		3389371	30.89	3389075	296	99.99	0.01
	Poll	10971516						
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		3389371	30.89	3389075	296	99.99	0.01
Total		132557043	113566858	85.67	105603352	7963506	92.99	7.01

The above Resolution was carried by a majority.

[Signature]



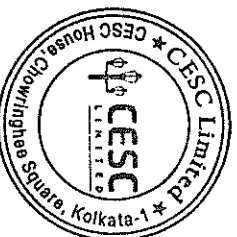
CESC Limited

To confirm Interim Dividend
Resolution Required : (Ordinary/ Special) : Ordinary
Whether promoter/ promoter group are interested in the agenda/resolution? : No

Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting		66172309	100.00	66172309	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot	66172309	0	0.00	0	0	0.00	0.00
	Total		66172309	100.00	66172309	0	100.00	0.00
Public Institutions	E-Voting		44474728	80.26	44474728	0	100.00	0.00
	Poll	55413218	0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		44474728	80.26	44474728	0	100.00	0.00
Public Non Institutions	E-Voting		3389224	30.89	3389199	25	100.00	0.00
	Poll	10971516	0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		3389224	30.89	3389199	25	100.00	0.00
Total		132557043	114036261	86.03	114036236	25	100.00	0.00

The above Resolution was carried by a majority.

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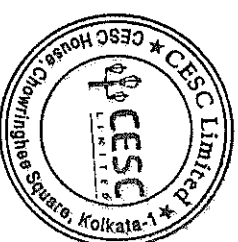


CESC Limited

Re-appointment of Mr. S Goenka as a Director of the Company
 Ordinary
 Resolution Required : (Ordinary/ Special) :
 Whether promoter/ promoter group are interested in the agenda/ resolution? : Yes

Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	66172309	66172309	100.00	66172309	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		66172309	100.00	66172309	0	100.00	0.00
Public Institutions	E-Voting	55413218	44474728	80.26	34467214	10007514	77.50	22.50
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		44474728	80.26	34467214	10007514	77.50	22.50
Public Non Institutions	E-Voting	10971516	3389356	30.89	3388863	493	99.99	0.01
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		3389356	30.89	3388863	493	99.99	0.01
	Total		114036393	86.03	104028386	10008007	91.22	8.78
Total		132557043	114036393	86.03	104028386	10008007	91.22	8.78

The above Resolution was carried by a majority.



CESC Limited

Ratification of appointment of Lovelock & Lewes as the Statutory Auditors

Resolution Required : (Ordinary/ Special) :

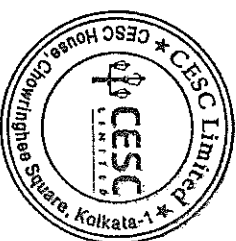
Ordinary

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
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting		66172309	100.00	66172309	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot	66172309	0	0.00	0	0	0.00	0.00
	Total		66172309	100.00	66172309	0	100.00	0.00
Public Institutions	E-Voting		44474728	80.26	21384473	23090255	48.08	51.92
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot	55413218	0	0.00	0	0	0.00	0.00
	Total		44474728	80.26	21384473	23090255	48.08	51.92
Public Non Institutions	E-Voting		3389246	30.89	3388800	446	99.99	0.01
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot	10971516	0	0.00	0	0	0.00	0.00
	Total		3389246	30.89	3388800	446	99.99	0.01
Total		132557043	114036283	86.03	90945582	23090701	79.75	20.25

The above Resolution was carried by a majority.

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CESC Limited

Approval for mortgaging properties of the Company under Section 180(1)(a) of the Companies Act, 2013

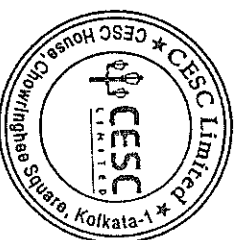
Resolution Required : (Ordinary/ Special) : **Special**

Whether promoter/ promoter group are interested in the agenda/ resolution? : **No**

Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]=[2]/[1]*100	No. of Votes – in favour [4]	No. of Votes – Against [5]	% of Votes in favour on votes polled [6]=[4]/[2]*100	% of Votes against on votes polled [7]=[5]/[2]*100
Promoter and Promoter Group	E-Voting		66172309	100.00	66172309	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	66172309	66172309	100.00	66172309	0	100.00	0.00
Public Institutions	E-Voting		44474728	80.26	44259440	215288	99.52	0.48
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	55413218	44474728	80.26	44259440	215288	99.52	0.48
Public Non Institutions	E-Voting		3389132	30.89	3387724	1408	99.96	0.04
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	10971516	3389132	30.89	3387724	1408	99.96	0.04
Total		132557043	114036169	86.03	113819473	216696	99.81	0.19

The above Resolution was carried by requisite majority.

[Signature]



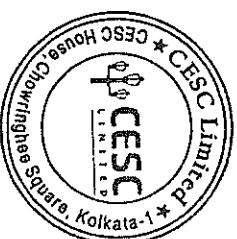
CESC Limited

Ratification of remuneration of Shome & Banerjee, Cost Auditors of the Company
Resolution Required : (Ordinary/ Special) : Ordinary
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
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting		66172309	100.00	66172309	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot	66172309	0	0.00	0	0	0.00	0.00
	Total		66172309	100.00	66172309	0	100.00	0.00
Public Institutions	E-Voting		44474728	80.26	44386547	88181	99.80	0.20
	Poll	55413218	0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		44474728	80.26	44386547	88181	99.80	0.20
Public Non Institutions	E-Voting		3389236	30.89	3388754	482	99.99	0.01
	Poll	10971516	0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		3389236	30.89	3388754	482	99.99	0.01
Total		132557043	114036273	86.03	113947610	88663	99.92	0.08

The above Resolution was carried by a majority.

[Signature]



CONSOLIDATED
SCRUTINIZER'S REPORT
OF CESC LTD.

38th Annual General Meeting
Held on Friday, 22nd July, 2016
At 'Rangmanch, Swabhum,
89C, Moulana Abul Kalam Azad Sarani,
Kolkata-700054'
At 10:30 A.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

CONSOLIDATED SCRUTINIZER'S REPORT
[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20
of the Companies (Management and Administration) Rules, 2014]

The Chairman

38th Annual General Meeting of the Members of **CESC LIMITED**

Held on: 22nd day of July, 2016 at 10:30 AM

At Rangmanch, Swabhum,

89C, Moulana Abul Kalam Azad Sarani, Kolkata – 700 054

Dear Sir,

1. I, **Anil Murarka**, a Company Secretary in Practice, having FCS No.: 3150 & COP No.: 1857, was appointed as a Scrutinizer by the Board of Directors of **CESC Limited** (the Company) at their Meeting held on 19th May, 2016 for Scrutinizing the e- voting process including remote e-voting pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 (Amendment Rules, 2015) that has taken place through electronic means, in a fair and transparent manner, in respect of Resolutions contained in the Notice of 38th Annual General Meeting (AGM) of the Members of the Company held on Friday, the 22nd day of July, 2016 at Rangmanch, Swabhum, 89C, Moulana Abul Kalam Azad Sarani, Kolkata- 700 054 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 [i.e. by remote e-voting and electronic voting at the AGM] for the Resolutions contained in the Notice to the 38th 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 electronic voting at the 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 electronic voting at the AGM).
3. In accordance with the Notice of the 38th Annual General Meeting 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 June 28, 2016 the remote e-voting opened at 9:00 AM on July 19, 2016 and remained open up to 5:00 PM on July 21, 2016.
4. The Equity Shareholders holding shares on July 15, 2016, "cut off date", were entitled



:: 2 ::

to vote on the Resolutions stated in the Notice of the 38th Annual General Meeting of the Company.

5. The voters were also scrutinized for the purpose of eliminating duplicate voting i.e on remote e-voting as well as by e-voting at the venue of AGM. As per the information given by the Company, the name of the Shareholders who had voted on e-voting through NSDL facility had been blocked.
6. The votes on remote e-voting were unblocked on 11:24 AM, after conclusion of e-voting at the AGM in the presence of two witnesses who were not the employees of the Company and the e-voting results/list of equity shareholders who have voted for and against were downloaded from the e-voting website of National Securities Depository Limited (<https://www.evoting.nsdl.com>) and the same are being handed over to the Chairman.
7. I submit herewith my Consolidated Scrutinizer's Report on the results of voting through electronic means (i.e by remote e-voting & electronic voting at the AGM) as under:-

Item No. 1: ORDINARY RESOLUTION -

To receive, consider and adopt the Audited Financial Statements for the year ended 31st March, 2016 and the Audited Consolidated Financial Statements for the year ended on that date and the Reports of Board of Directors and the Auditors thereon.

Votes in Favour of the Resolution		Votes Against the Resolution		Invalid Votes
Nos.	% of total number of Valid Votes	Nos.	% of total number of Valid Votes	Nos.
191	92.99	61	7.01	NIL

Item No. 2: ORDINARY RESOLUTION -

To confirm Interim Dividend @ 100% (i.e., ₹ 10/- per share) already paid for the year ended 31st March, 2016.

Votes in Favour of the Resolution		Votes Against the Resolution		Invalid Votes
Nos.	% of total number of Valid Votes	Nos.	% of total number of Valid Votes	Nos.
254	100	3	0	NIL



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Item No. 3: ORDINARY RESOLUTION -

To re-appoint Mr. Sanjiv Goenka, a Director retiring by rotation.

Votes in Favour of the Resolution		Votes Against the Resolution		Invalid Votes
Nos.	% of total number of Valid Votes	Nos.	% of total number of Valid Votes	Nos.
180	91.22	77	8.78	NIL

Item No. 4: ORDINARY RESOLUTION -

To ratify the appointment of M/s Lovelock & Lewes, Chartered Accountant as the Auditors and to fix their remuneration.

Votes in Favour of the Resolution		Votes Against the Resolution		Invalid Votes
Nos.	% of total number of Valid Votes	Nos.	% of total number of Valid Votes	Nos.
171	79.75	85	20.25	NIL

Item No. 5: 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.

Votes in Favour of the Resolution		Votes Against the Resolution		Invalid Votes
Nos.	% of total number of Valid Votes	Nos.	% of total number of Valid Votes	Nos.
232	99.81	22	0.19	NIL

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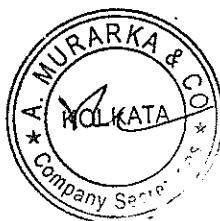
Item No. 6: ORDINARY RESOLUTION –

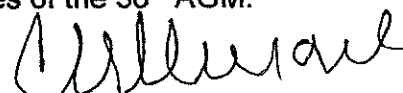
To ratify the remuneration of M/s. Shome & Banerjee, Cost Accountants as Cost Auditors of the Company.

Votes in Favour of the Resolution		Votes Against the Resolution		Invalid Votes
Nos.	% of total number of Valid Votes	Nos.	% of total number of Valid Votes	Nos.
244	99.92	11	0.08	NIL

8. 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 38th AGM.

Place: Kolkata
Date : 22nd July, 2016



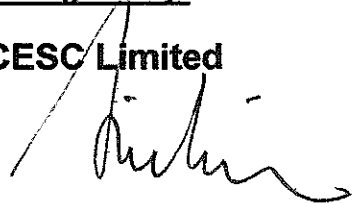

(ANIL MURARKA)
FCS No. 3150
COP No. 1857

Witness 1 : Vibha Jain
(VIBHA JAIN)

Witness 2 : Aakanksha Murarka
(AAKANKSHA MURARKA)

Countersigned by:

For CESC Limited


(Subhasis Mitra)
Company Secretary