



**RP - Sanjiv Goenka
Group**

Growing Legacies



SEC:12285

30 June, 2017

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

The Secretary
BSE Limited
Phiroze Jeejeebhoy Tower
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

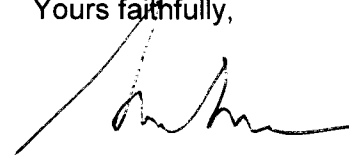
Luxembourg Stock Exchange
BP 165
L-2011 Luxembourg

Dear Sir,

Notice of the 39th Annual General Meeting

We enclose, in terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, a copy of the Notice dated 18 May, 2017 convening the 39th Annual General Meeting of the Company on 28 July, 2017 at Kolkata.

Yours faithfully,


COMPANY SECRETARY

Encl:

CESC Limited

Registered Office :

CESC House, Chowringhee Square, Kolkata - 700 001

Tel : 033-2225 6040, Fax : 033-2225 5155

E-mail : secretarial@rp-sg.in; Website : www.cesc.co.in

Corporate Identity Number : L31901WB1978PLC031411

NOTICE TO THE MEMBERS

Notice is hereby given that the Thirty-ninth Annual General Meeting of the Members of CESC Limited will be held at **CITY CENTRE**, Royal Bengal Room, DC Block, Sector- I, Salt Lake, Kolkata - 700 064 on **Friday, 28 July 2017 at 10.30 AM** for the following purposes :

1. To receive, consider and adopt the audited financial statements for the year ended 31 March 2017 and the audited consolidated financial statements for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon.
2. To confirm Interim Dividend @ 100% (i.e., ₹ 10/- per share) already paid for the year ended 31 March 2017.
3. To appoint a Director in place of Mr. Aniruddha Basu (DIN : 06593527) who retires by rotation and, being eligible, offers himself for reappointment.
4. To appoint Auditors and to fix their remuneration and for the purpose to consider and, if thought fit, to pass, the following Ordinary Resolution :

"RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made thereunder, Messrs. S. R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration Number 301003E/E300005), be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Forty-fourth AGM of the Company at such remuneration as may be decided by the Audit Committee of the Board of Directors of the Company and the said appointment be placed every year for ratification by the members from the Fortieth to the Forty-third AGM of the Company."

SPECIAL BUSINESS

To consider and, if thought fit, to pass, with or without modifications, the following Resolutions :

5. AS A SPECIAL RESOLUTION

"RESOLVED THAT, in terms of the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), consent of the Company be and is hereby accorded to the Board of Directors of the Company ("the Board") 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 favour of :

- (a) ICICI Bank Limited (ICICI) for two term loans aggregating ₹ 300 crore and a Performance and Financial Bank Guarantee of ₹ 170 crores;

- (b) HDFC Bank Limited (HDFC Bank) for two term loans aggregating of ₹ 250 crores;
- (c) Karnataka Bank (KB) for two term loans aggregating ₹ 200 crores;
- (d) Central Bank of India (CB) for a term loan of ₹ 125 crores;
- (e) State Bank of India (SBI) for a term loan of ₹ 400 crores;
- (f) Citibank NA (CITI) for two term loans aggregating ₹ 416.63 crores; and

- (g) DBS Bank Limited (DBS) for a term loan of ₹ 150 crores

to secure the said term loans and bank guarantee together with interest, charges, expenses, front-end fees and all other monies payable by the Company to ICICI, HDFC Bank, KB, CB, SBI, CITI and DBS (collectively referred to as "the Lenders") in terms of their respective letters of sanction, loan agreements, facility agreements, hypothecation agreements or any other agreement or any amendment thereto entered into / to be entered into by the Company with all or any of the Lenders so that the aforesaid charge and / or mortgage and/or other encumbrance may be created by the Company over and in respect of its properties in their favour, either singly or collectively, in such form and subject to such prior charge or with such pari passu or subservient ranking of charges as may be decided by the Board in consultation with one or more of the Lenders.

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalise and execute with all or any of the Lenders all such deeds and documents for creation of the charge and/or mortgage and/or encumbrance to do all such acts, deeds and things as may be deemed necessary by the Board for giving effect to the aforesaid Resolution."

6. AS AN ORDINARY RESOLUTION

"RESOLVED THAT the remuneration of Rs 6,00,000/- (plus applicable service tax and out of pocket expenses) for M/s. Shome & Banerjee, Cost Accountants, as Cost Auditors of the Company for the financial year ending 31 March 2018, as recommended by the Audit Committee of the Board of Directors ("the Board") and approved by the Board, be and is hereby ratified.

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 this Resolution."

By Order of the Board

Subhasis Mitra

Company Secretary

Kolkata, 18 May 2017

NOTES :

1. The Register of Members of the Company will remain closed from 21 July, 2017 to 28 July, 2017 both days inclusive.
2. In terms of the provisions of the Companies Act, 2013 the Company proposes to appoint Messrs. S. R. Batliboi & Co. LLP, Chartered Accountants, as new Auditors of the Company for a period of five years from the conclusion of the forthcoming Annual General Meeting, in place of Messrs. Lovelock & Lewes, Chartered Accountants, who have been the Auditors of the Company since its incorporation in 1978.
3. A member entitled to attend and vote at the meeting is entitled to appoint a Proxy to attend and vote in his stead. A Proxy need not be a Member of the Company. Proxies, in order to be effective, must be received by the Company not less than 48 hours before the time for holding the Meeting.

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

4. Corporate Members intending to depute their authorized representatives to attend the Annual General Meeting, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of the relevant Board Resolution together with respective specimen signature(s) of those representative(s) authorized under the said resolution to attend and vote on their behalf at the meeting.
5. The Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the special business under items 5 and 6 of the Notice is annexed hereto.
6. The Company proposes to send to the Members notices, annual report and accounts and other communication through electronic mode. Members are, therefore, requested to update their e-mail address with the Depository Participant if the holding is in electronic mode, or, intimate to the Company by sending an e-mail at secretarial@rp-sg.in. Copies of all such communication can also be obtained in physical form from the Company free of cost, upon request. All such documents shall also be available at the Company's website www.cesc.co.in
7. Dividend not claimed or paid within 7 years will be transferred to the Investor Education & Protection Fund (IEPF). All unpaid/unclaimed dividend for the year ended 31 March 2010 will be transferred to IEPF on or before 26 August 2017. All equity shares of the Company in respect of which dividend has not been paid or claimed for seven consecutive years or more are also required to be transferred by the Company to IEPF. **Claims for payment of such dividend should, therefore, be lodged with the Company immediately.**

8. Voting through electronic means :

- I. (A) The Company will provide to its members the facility to vote on the resolutions proposed to be considered at the Thirty-ninth Annual General Meeting (AGM) by electronic means and the business may be transacted through such voting with services provided by National Securities Depository Limited (NSDL).
 - (B) The facility for voting, either through TAB based voting system or ballot or polling paper shall also be made available at the AGM. The members attending the Meeting, who have not already cast their vote from a place other than the venue of the AGM by using the said electronic voting system (such voting hereinafter referred to as "remote e-voting"), shall be able to exercise their voting right at the Meeting.
 - (C) The members who would have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again.
- II. The process and manner for remote e-voting are as under:
 - A. In case a member receives an e-mail from NSDL [for members whose e-mail IDs are registered with the Company / Depository Participant(s)] :
 - i) Open e-mail and open PDF file viz., "CESC e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your User ID and password / PIN for e-voting. Please note that the password is an initial password. **Shareholders, already registered with NSDL for e-voting will not receive the PDF file "CESC e-voting.pdf".**
 - ii) Launch Internet Browser by typing the following URL: <https://www.evoting.nsdl.com>
 - iii) Click on Shareholder - Login
 - iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - v) Password change menu appears. Change the password / PIN with new password of your choice with minimum 8 digits / characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vi) Home page of e-voting opens. Click on e-voting: Active Voting Cycles.
 - vii) Select "EVEN" (E Voting Event Number) of CESC Limited.
 - viii) Now you are ready for remote e-voting as Cast Vote page opens.

- ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to evotingam@gmail.com with a copy marked to evoting@nsdl.co.in.
- B. In case a Member receives physical copy of the Notice of AGM [for members whose e-mail IDs are not registered with the Company / Depository Participants(s) or those requesting for physical copy]:
- i) Initial password as below is provided at the bottom of the Attendance Slip for the AGM :
- | EVEN | USER ID | PASSWORD / PIN |
|------|---------|----------------|
| | | |
- ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- III. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the 'Downloads' section of www.evoting.nsdl.com
- In case of any grievance related to voting by electronic means, you may please contact Mr. Amit Vishal, Senior Manager, NSDL / Mr. Rajiv Ranjan, Asst. Manager, NSDL at 022-2499 4360 / 022-2499 4738 and send an e-mail to evoting@nsdl.co.in and amitv@nsdl.co.in/rajivr@nsdl.co.in
- IV. If you are already registered with NSDL for e-voting then you can use your existing user ID and password / PIN for casting your vote.
- V. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending the future communication(s).
- VI. The voting rights of shareholders shall be in proportion to their shares on the paid up equity share capital of the Company as on the **cut-off date**, i.e., **21 July 2017**.
- VII. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and is holding shares as on the cut-off date may obtain the log in ID and password by sending a request at evoting@nsdl.co.in and secretarial@rp-sg.in. However if

you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forgot User Details / Password" option available on www.evoting.nsdl.com.

- VIII. The remote e-voting period commences on 25 July 2017 (at 9.00 AM IST) and ends on 27 July 2017 (at 5.00 PM IST). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21 July 2017, may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Shareholder, the shareholder shall not be allowed to change it subsequently or cast his vote again.
- IX. Mr. Anil Murarka, Practising Company Secretary (Membership no. FCS 3150) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner.
- X. The Scrutinizer shall, immediately after conclusion of voting at the AGM, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and make, not later than three days of conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
- XI. The Results shall be declared forthwith upon receipt of the Scrutinizer's Report. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.cesc.co.in and on the website of NSDL immediately after their declaration by the Chairman and communicated to the Stock Exchanges where the shares of the Company are listed.

PARTICULARS OF DIRECTORS WHO ARE PROPOSED TO BE APPOINTED / REAPPOINTED AT THE MEETING ARE GIVEN BELOW :

Mr. Aniruddha Basu, 57 years of age is the Managing Director of CESC Limited for close to four years. An Electrical Engineer from Jadavpur University, Kolkata, he has been with CESC from the beginning of his professional career in 1984. He has held several critical positions in the Distribution wing of the Company and was Executive Director (Distribution) before being appointed Managing Director of the Company with effect from 1 August 2013. He is known for his people orientation and domain expertise. He has been spearheading the Company's efforts in achieving further excellence in all areas of its operation and such efforts have already won recognition in the form of awards and prizes from a number of national and international bodies of repute. He is a member of the Stakeholders' Relationship Committee, Corporate Social Responsibility Committee and Risk Management Committee of the Company.

Mr. Basu is also on the Boards of Directors of four subsidiaries of the Company - Kota Electricity Distribution Limited, Bharatpur Electricity Services Limited, Bikaner Electricity Supply Limited and CESC Green Power Limited.

He holds 110 equity shares in the Company and he is not related to any other Director or Key Managerial Personnel of the Company or their relatives.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 IN RESPECT OF ITEMS OF SPECIAL BUSINESS SET OUT IN THE NOTICE CONVENING THE THIRTY-NINTH ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON 28 JULY, 2017

Item No. 5

In order to finance a part of its capital expenditure / working capital requirements as well as to refinance certain costlier loans, the Company has availed of term loan assistance aggregating to ₹ 1841.63 crore from seven banks namely ICICI Bank Limited (ICICI), HDFC Bank Limited (HDFC Bank), Karnataka Bank (KB), Central Bank of India (CB), State Bank of India (SBI), Citibank NA (CITI), and DBS Bank Limited (DBS) (ICICI, HDFC Bank, KB, CB, SBI, CITI, and DBS are hereinafter collectively referred to as 'the said Lenders').

The above financial assistance and a Guarantee facility of Rs. 170 crore availed of from ICICI are required to be secured, inter alia, by creation of charge and / or equitable mortgage on the Company's movable / immovable properties with such ranking of charge as are contained in the respective terms of sanction of the said Lenders.

The Special Resolution set out under Item No.5 of the Notice is for obtaining the approval of the Members in terms of the provisions of Section 180(1)(a) of the Companies Act, 2013 to enable the Company to create the aforesaid mortgage and / or charge.

None of the Directors, key managerial personnel or their relatives is concerned or interested in the Resolution.

The Board of Directors of the Company recommends that the Resolution be passed.

Item No. 6

The Board of Directors of the Company, on the recommendation of its Audit Committee, has approved the appointment and remuneration of M/s Shome & Banerjee, Cost Accountants, as the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31 March 2018.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out under Item No. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31 March 2018.

None of the Directors, key managerial personnel or their relatives is concerned or interested in the resolution.

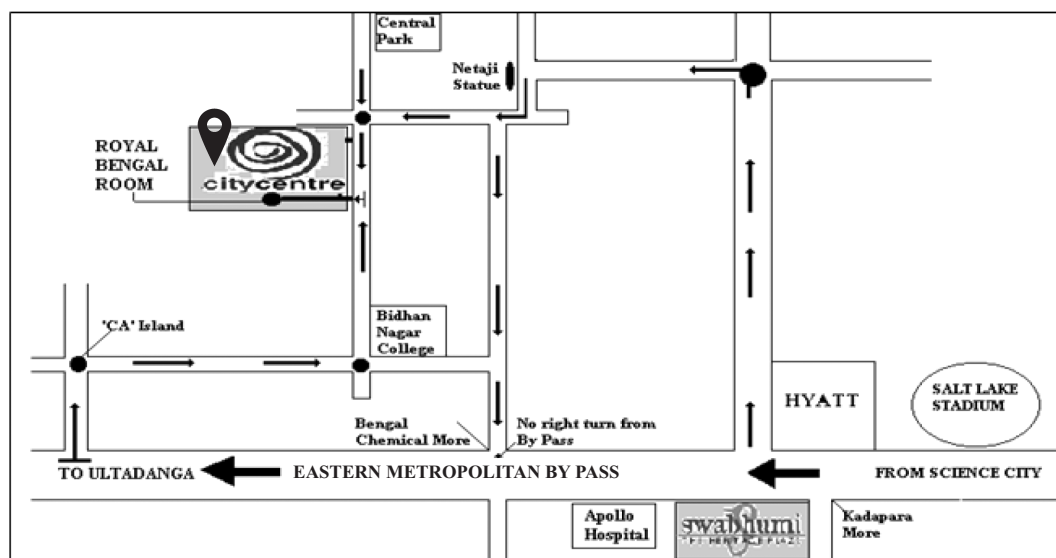
The Board of Directors of the Company recommends that the Resolution be passed.

Registered Office :
 CESC House
 Chowringhee Square
 Kolkata - 700 001
 18 May 2017

By Order of the Board

Subhasis Mitra
 Company Secretary

ROUTE MAP TO CESC AGM VENUE



CITY CENTRE
 Royal Bengal Room
 DC Block, Sector- I
 Salt Lake
 Kolkata - 700 064