



**RP - Sanjiv Goenka
Group**

Growing Legacies

SEC:12179



27 June, 2016

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 38th 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 19 May, 2016 convening the 38th Annual General Meeting of the Company on 22 July, 2016 at Kolkata.

Yours faithfully,

COMPANY SECRETARY

Encl:

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

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-eighth Annual General Meeting of the Members of CESC Limited will be held at Rangmanch, Swabhum, 89C, Moulana Abul Kalam Azad Sarani, Kolkata- 700 054 (a route map is given hereunder) on Friday, 22 July 2016 at 10-30 AM for the following purposes :

1. To receive, consider and adopt the 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 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 March 31, 2016.
3. To appoint a Director in place of Mr. Sanjiv Goenka (DIN 00074796) who retires by rotation and, being eligible, offers himself for reappointment
4. To ratify the appointment of 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, the re-appointment of the retiring Auditors, Messrs. Lovelock & Lewes (Firm Registration Number 301056E), to hold office from the conclusion of the Thirty-sixth Annual General Meeting (AGM) till the conclusion of the Thirty-ninth AGM of the Company be and is hereby ratified and the said Auditors be paid such remuneration as may be decided by the Audit Committee of the Board of Directors 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) Punjab National Bank (PNB) for a term loan of ₹ 100 crore;
- (b) ICICI Bank Limited (ICICI) for two term loans aggregating ₹ 262.21 crore;
- (c) IDBI Bank Limited (IDBI) for a term loan of ₹ 200 crore;
- (d) HDFC Bank Limited (HDFC Bank) for a term loan of ₹ 150 crore; and

- (e) Union Bank of India (UB) for incremental working capital facility of ₹ 51 crore

to secure the said term loans and working capital facility together with interest, charges, expenses, front-end fees and all other monies payable by the Company to PNB, ICICI, IDBI, HDFC Bank (collectively referred to as "the Term Lenders") and UB 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 Term Lenders and UB so that the mortgage and / or charge 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 charges 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 said Term Lenders and UB.

FURTHER RESOLVED THAT the Board be and is hereby authorized to finalise and execute with all or any of the Term Lenders and UB all such deeds and documents for creating the mortgage, charge and/or encumbrance and 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 ₹ 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 2017, 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, 19 May 2016

NOTES :

1. The Register of Members of the Company will remain closed from 15 July, 2016 to 22 July, 2016, both days inclusive.
2. 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 the 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.

3. 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.

4. 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.

5. Dividend not claimed or paid within 7 years will be transferred to the Investor Education & Protection Fund (IEPF). As members concerned have already been intimated by the Company, all unpaid / unclaimed dividend for the year ended 31 March 2009 will be transferred to IEPF on or before 26 August 2016. Claims for payment of such dividend should, therefore, be lodged with the Company immediately.

6. 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-eighth 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 electronic 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 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 default password. The said PDF file contains your User ID and password/ PIN for e-voting. Please note that the password is an initial password.

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. In case, you have earlier logged in at www.evoting.nsdl.com and you have already changed your password, please use the changed password.

vi) Home page of e-voting opens. Click on e-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 Participant(s) or those requesting for physical copy] :

i) Initial password is provided as below / 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
- Any investors' grievance relating to voting by electronic means may be referred to secretarial@rp-sg.in, or, a letter may be sent to the Registered Office of the Company.
- 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 future communication(s).
- VI. 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 i.e. 15 July 2016 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or 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 forgot your password, you can reset your password by using "Forgot User Details / Password" option available on www.evoting.nsdl.com
- VII. The remote e-voting period commences on 19 July 2016 (at 9.00 am) and ends on 21 July 2016 (at 5.00 pm). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 15 July 2016, 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 shareholders shall not be allowed to change it subsequently or cast his vote again.
- VIII. 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, namely 15 July 2016.
- IX. Mr. Anil Murarka, Practicising Company Secretary (Membership no. FCS 3150) has been appointed as the Scrutinizer to scrutinize the remote e-voting process 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 atleast 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 favor 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 DIRECTOR WHO IS PROPOSED TO BE REAPPOINTED AT THE MEETING ARE GIVEN BELOW :

MR SANJIV GOENKA, 55 years of age is a renowned industrialist. He is a commerce graduate and the Chairman of RP-Sanjiv Goenka Group having an asset base of over ₹ 31000 cr, more than 55,000 employees and over three lakhs shareholders with annual revenues around ₹ 15,000 crore. The group's businesses spanning across six sectors - Power & Natural Resources, Carbon Black, Retail, Media & Entertainment, Infrastructure and IT & Education, include flagship companies such as CESC Limited, Firstsource Solutions Ltd, Phillips Carbon Black Limited and Saregama India Limited. Mr. Goenka is on the Board of CESC since 1989.

Mr. Goenka is Chairman of Phillips Carbon Black Limited, Saregama India Limited (also member Stakeholders Relationship Committee), Spencer International Hotels Limited, Spencer and Company Limited, Firstsource Solutions Limited and Woodlands Multispeciality Hospital Limited. He is also on the Board of Eveready Industries India Limited (also member of Nomination & Remuneration Committee). He is the Chairman of Stakeholders Relationship Committee, CSR Committee and a member of Audit Committee of the Company.

Mr. Goenka holds 258498 equity shares in the Company as on the date of this Notice.

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-EIGHTH ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON 22 JULY 2016

Item No. 5

In order to finance a part of its capital expenditure requirements as well as to refinance certain costlier loans, the Company has availed of term loan assistance aggregating ₹ 712.21 crore from four banks namely Punjab National Bank (PNB), ICICI Bank Limited (ICICI), IDBI Bank Limited (IDBI) and HDFC Bank Limited (HDFC).

(PNB, ICICI, IDBI and HDFC are hereinafter collectively referred to as 'the said Term Lenders').

In addition, Union Bank of India (UB) has sanctioned incremental working capital facility of ₹ 51 crore.

The above term loans and the working capital assistance are required to be secured, inter alia, by creation of equitable mortgage on the

Company's immovable properties. Such security amongst term lenders shall rank pari passu inter se and with similar security of other senior lenders created / to be created by the Company while security in favour of UB shall rank pari passu with the security of other working capital bankers.

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 2017.

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 2017.

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
 19 May 2016

By Order of the Board

Subhasis Mitra
 Company Secretary

