

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

Details of Voting Results

Sr. No.	Particulars	Details
1.	Date of the AGM	31 July, 2015
2.	Total number of shareholders on record date (Book Closure : 24 July, 2015 – 31 July, 2015, both days inclusive)	39792
3.	No. of Shareholders present in the meeting either in person or through proxy :	
	Promoters and Promoter Group :	12
	Public :	488
4.	No. of Shareholders attended the meeting through Video Conferencing :	Not arranged
	Promoters and Promoter Group :	
	Public :	
5	Mode of Voting	E-voting



Item No. 1 - Ordinary Resolution

Adoption of financial statements for the year ended 31 March 2015 and Reports of the Board of Directors and the Auditors thereon.

Promoter / Public	No of Shares held	No of Votes Polled	% of Votes on outstanding shares	% of Votes Polled on outstanding shares	No of Votes in favour	No of Votes against	No of votes against	% of votes in favour on votes polled	% of Votes in favour on 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	66172309	66172309	100.00	66172309	0	100.00	0.00		
Public - Institutional holders	53220364	40968109	76.98	27983695	12984414	68.31	31.69		
Public - Others	13164370	3207904	24.37	3207902	2	100.00	0.00		
Total	132557043	110348322	83.25	97363906	12984416	88.23	11.77		

Item No. 2 - Ordinary Resolution

Declaration of Dividend	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 against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	66172309	66172309	100.00	66172309	0	100.00	0.00
Public - Institutional holders	53220364	43506967	81.75	43506967	0	100.00	0.00
Public - Others	13164370	3207904	24.37	3207752	152	100.00	0.00
Total	132557043	112887180	85.161	112887028	152	100.00	0.00



Item No. 3 - Ordinary Resolution

Re-appointment of Mr. A. Basu as a Director of the Company

Promoter / Public	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	66172309	66172309	100.00	66172309	0	100.00	0.00
Public - Institutional holders	53220364	43506967	81.75	43506967	0	100.00	0.00
Public - Others	13164370	3207844	24.37	3207666	178	99.99	0.01
Total	132557043	112887120	85.16	112886942	178	100.00	0.00

Item No. 4 - Ordinary Resolution

Ratification of the appointment of Lovelock & Lewes as the Statutory Auditors

Promoter / Public	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	66172309	66172309	100.00	66172309	0	100.00	0
Public - Institutional holders	53220364	40962840	76.97	24201554	16761286	59.08	40.92
Public - Others	13164370	3207687	24.37	3207155	532	99.98	0.02
Total	132557043	110342836	83.24	93581018	16761818	84.81	15.19



Item No.5 - Ordinary Resolution

Appointment of Mr. K Jairaj as an Independent Director of the Company

Promoter / Public	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	66172309	66172309	100.00	66172309	0	100.00	0.00
Public - Institutional holders	53220364	43506967	81.75	43506967	0	100.00	0.00
Public - Others	13164370	3167571	24.06	3167115	456	99.99	0.01
Total	132557043	112846847	85.13	112846391	456	100.00	0.00

Item No.6 - Ordinary Resolution

Appointment of Mr. P Chaudhuri as an Independent Director of the Company.

Promoter / Public	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	66172309	66172309	100.00	66172309	0	100.00	0.00
Public - Institutional holders	53220364	43506967	81.75	43506967	0	100.00	0.00
Public - Others	13164370	3207567	24.37	3207111	456	99.99	0.01
Total	132557043	112886843	85.16	112886387	456	100.00	0.00



Item No.7 - Special Resolution

Approval for security creation under Section 180(1)(a) of the Companies Act, 2013.

Promoter / Public	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	66172309	66172309	100.00	66172309	0	100.00	0.00
Public - Institutional holders	53220364	43506967	81.75	43251200	255767	99.41	0.59
Public - Others	13164370	3207744	24.37	3206788	956	99.97	0.03
Total	132557043	112887020	85.16	112630297	256723	99.77	0.23

Item No. 8 - Ordinary Resolution

Payment of Commission to non-executive Directors.

Promoter / Public	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	66172309	66172309	100.00	66172309	0	100.00	0.00
Public - Institutional holders	53220364	43492198	81.72	28594612	14897586	65.75	34.25
Public - Others	13164370	3207744	24.37	3206099	1645	99.95	0.05
Total	132557043	112872251	85.15	97973020	14899231	86.80	13.20



Item No.9 - Ordinary Resolution

Increase in the remuneration payable to Mr. A Basu , Managing Director.

Promoter / Public	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	66172309	66172309	100`00	66172309	0	100`00	0`00
Public - Institutional holders	53220364	43506967	81`75	43497467	9500	99`98	0`02
Public - Others	13164370	3207743	24`37	3203501	4242	99`87	0`13
Total	132557043	112887019	85`16	112873277	13742	99`99	0`01

Item No.10 - Ordinary Resolution

Ratification of remuneration of Shome & Banerjee , Cost Auditors of the Company.

Promoter / Public	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	66172309	66172309	100`00	66172309	0	100	0`00
Public - Institutional holders	53220364	43506967	81`75	43412312	94655	99`78	0`22
Public - Others	13164370	3207744	24`37	3207262	482	99`98	0`02
Total	132557043	112887020	85`16	112791883	95137	99`92	0`08





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

To,
The Chairman
37th Annual General Meeting of the Members of **CESC LIMITED**
Held on: 31st day of July, 2015 at 10:30 AM
At City Centre, Royal Bengal Room, DC Block,
Sector – 1, Salt Lake, Kolkata – 700 064

Dear Sir,

1. I, **Anil Murarka**, a Company Secretary in Practice, having FCS No. : 3150 & COP No.: 1857, have been appointed as a Scrutinizer by the Board of Directors of **CESC Limited** (the Company) at their Board Meeting held on 21st May, 2015 for the purpose of scrutinizing the e-voting process [remote e-voting & electronic voting at the venue of 37th Annual General Meeting (AGM)] under the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (Rules) on the Resolutions contained in the Notice to the AGM of the Equity Shareholders of the Company, held on 31st day of July, 2015 at City Centre, Royal Bengal Room, DC Block, Sector – 1, Salt Lake, Kolkata – 700 064.
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 37th 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. I submit herewith my Consolidated Scrutinizer's Report & relevant details on the results of voting through electronic means (i.e. by remote e-voting & electronic voting at the AGM) as under:-

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Item No. 1: ORDINARY RESOLUTION -

To receive, consider and adopt the Audited Financial Statements for the year ended 31st March, 2015 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.
97363906	88.2332	12984416	11.7668	NIL

Item No. 2: ORDINARY RESOLUTION -

To declare Dividend.

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.
112887028	99.9999	152	0.0001	NIL

Item No. 3: ORDINARY RESOLUTION -

To re-appoint Mr. Aniruddha Basu, 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.
112886942	99.9998	178	0.0002	NIL

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Item No. 4: ORDINARY RESOLUTION –

To ratify the appointment of M/s Lovelock & Lewes, Chartered Accountant as the Statutory 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.
93581018	84.8093	16761818	15.1907	NIL

Item No. 5: ORDINARY RESOLUTION -

To appoint Mr. Kalaikuruchi Jairaj as a Director of the Company with immediate effect and an Independent Director not liable to retire by rotation for a period of five consecutive years w.e.f. 1st August, 2014.

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.
112846391	99.9996	456	0.0004	NIL

Item No. 6: ORDINARY RESOLUTION –

To appoint Mr. Pratip Chaudhuri as a Director of the Company with immediate effect and an Independent Director not liable to retire by rotation for a period of five consecutive years w.e.f. 1st October, 2014.

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.
112886387	99.9996	456	0.0004	NIL

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Item No. 7: 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.
112630297	99.7726	256723	0.2274	NIL

Item No. 8: ORDINARY RESOLUTION –

To pay commission to the Directors who are neither in the whole time employment of the Company nor its Managing Director computed in the manner stated in Section 198 read with Section 197(1) of the Act.

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.
97973020	86.7999	14899231	13.2001	NIL

Item No. 9: ORDINARY RESOLUTION –

To increase the remuneration payable to Mr. Aniruddha Basu, Managing Director of the Company, for the period from 1st April, 2015 till the expiry of his present tenure of office i.e. upto 27th May, 2018.

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.
112873277	99.9878	13742	0.0122	NIL

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Item No. 10: 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.
112791883	99.9157	95137	0.0843	NIL

4. 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 37th AGM.

Place: Kolkata
Date : 3rd August, 2015



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

Countersigned by:
For CESC Limited

(Subhasis Mitra)
Company Secretary