



**RP - Sanjiv Goenka
Group**

Growing Legacies



CESC
LIMITED
Energising Lives - Since 1999

SEC: SB:30604

26 August, 2017

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

The Secretary
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

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

Dear Sir,

We enclose a copy of the Minutes of the Thirty-ninth Annual General Meeting of the Company held on 28 July, 2017.

Yours faithfully,

General Manager (Secretarial & Estates)

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

**MINUTES OF THE PROCEEDINGS OF THE THIRTY-NINTH ANNUAL GENERAL
MEETING OF THE MEMBERS OF THE COMPANY HELD AT CITY CENTRE,
ROYAL BENGAL ROOM, DC BLOCK, SECTOR – I, SALT LAKE
KOLKATA – 700 064 ON FRIDAY, 28 JULY, 2017 AT 10.30 A.M.
(CONCLUDED AT 12-15 P.M)**

PRESENT

Mr. S. Goenka	Chairman & Member
Mr. C.K. Dhanuka	Director
Ms. R. Sethi	Director
Mr. P. Chaudhuri	Director
Mr. K. Jairaj	Director
Mr. A. Basu	Managing Director & Member
Mr. S. Mitra	Company Secretary & Member

and 509 members present in person, 14 members represented by their authorized representatives and 53 members holding 1106031 equity shares Rs 10/- each represented by their proxies.

Representatives of the Auditors and the Secretarial Auditors were also present in the meeting.

1. CHAIRMAN

Mr. S. Goenka Chairman of the Board and also the Chairman of the Stakeholders' Relationship Committee was in the Chair in accordance with Article 72 of the Articles of Association of the Company.

2. QUORUM

Necessary quorum being present, the Chairman declared the Meeting open and welcomed the members.

3. **REGISTER OF DIRECTORS AND KEY MANAGERIAL PERSONNEL, STATUTORY AUDIT REPORT AND SECRETARIAL AUDIT REPORT**

The following Registers / Documents remained open and accessible for inspection during the continuance of the Meeting:

- Register of Directors and Key Managerial Personnel,
- Register of Contracts ,
- Reports of the Statutory Auditors, and
- Report of the Secretarial Auditors.

4. **NOTICE**

The Notice convening the Meeting was taken as read with the consent of the Members present.

5. **AUDITORS' AND SECRETARIAL AUDITORS' REPORT**

It was noted that the Auditors' Report on the accounts of the Company and on the consolidated financial statements for the year 2016-17 had no audit qualification.

The Secretarial Audit Report for the year 2016-17 also had no audit qualification.

6. **E-VOTING**

Chairman informed the members that in accordance with the provisions of the Companies Act, 2013 and the Rules framed thereunder, the Company had provided to its members the facility of remote e-voting in order to enable them to exercise their right to vote by electronic means through e-voting service provided by National Securities Depository Limited (NSDL). Arrangements had also been made for voting by electronic means after the conclusion of this Meeting for those members who had not already cast their votes through the remote e-voting process.

Mr. Anil Murarka, Practicing Company Secretary (Membership No. FCS 3150), had been appointed as the Scrutinizer, to scrutinize the votes and submit his consolidated report to the Chairman.

The Chairman also mentioned that the voting results would be declared by Monday, 31 July, 2017 at 11 A.M and the said results along with the Scrutinizer's Consolidated report would be placed on the notice board at the Company's registered Office and on its website.

7. **CHAIRMAN'S OPENING REMARKS**

Chairman then addressed the members and said, inter-alia, as follows:

- ✓ the power position in the Company's licensed area continued to be satisfactory;
- ✓ the Company was continuing to invest significantly for strengthening its distribution network on an ongoing basis;
- ✓ performance of the Company and its subsidiaries was satisfactory for the year 2016-17 and till date during the current financial year ,
- ✓ the Composite Scheme for Restructuring the business of the Company and nine of its subsidiaries has been filed with the Stock Exchanges (salient features of the scheme were stated by the Chairman),
- ✓ the Company got three Distribution Franchises (DFs) for the cities of Kota, Bharatpur and Bikaner in the State of Rajasthan and the operations in all three cities was moving well. T&D losses have been coming down with a good potential for further improvement in containing such losses,
- ✓ in future the company would bid for new DFs as and when suitable opportunity arose,
- ✓ Spencer's, a CESC subsidiary had been doing well with the share of apparel sale steadily going up thereby contributing higher margin,
- ✓ FSL continued to do well and had got a big order from Sky in the United States,
- ✓ the FMCG business launched recently by a CESC subsidiary has taken off well showing good future prospects.

8. **ACCOUNTS FOR 2016-17**

Chairman then invited attention of members to a printing error on Page 102 of the printed Annual Report for the year 2016-17 and said that the heading of Note 36 should read as 'Employee Benefit Expenses' and not as wrongly printed, and that it had no effect on the Accounts.

Chairman then referred to Item No. 1 of the Notice convening the Meeting and requested the Members present to share their views and offer comments on the working of the Company. Thereafter, Mr. S. Gattani, Mr. Arun Kumar Bose, Mr. Manoj Kumar Gupta, Mr. Tarak Nath Chakraborty, Mr. Tamal Kumar Majumder, Mr. Amit Kumar Banerjee Mr. Kailash Narayan Rathi, Mr. Barun Kumar Basu, Mr. Madhab Chandra Das, Mr. B. N. Kundu, Mr. Shyamsundar Lohia, Mr. Mrinal Kanti Das, Mr. Gopal Nandan, Mr. Jaganath Sarkar and Mr. S. K. Sukhani spoke. Their queries / comments mainly related to:

- working results of the Company,
- loans and advances,
- improved consumer service, digital penetration and online payment facilities ,

- satisfactory power position in the Company's licensed area,
- performance of CESC's subsidiaries like Firstsource and Spencer's Retail,
- long term Power Purchase Agreement for Dhariwal Infrastructure Limited, another CESC subsidiary,
- request for a share split, or, bonus / rights issue,
- status of various projects including projects for hydro and solar power generation;

Chairman replied to the queries / comments suitably.

Chairman then proposed the following Resolution as an Ordinary Resolution:

"RESOLVED THAT the audited Financial Statements of the Company for the year ended 31 March 2017 and the audited Consolidated Financial Statements of the Company and its subsidiaries for the year ended on that date and Reports of the Board of Directors and the Auditors as laid before the Company at this Meeting be and are hereby received and adopted."

The Resolution was seconded by Mr. J. N. Kundu.

It was noted that the voting results in respect of the said Resolution would be declared by Monday, 31 July, 2017 at 11 A.M. at CESC House, Chowringhee Square, Kolkata-700 001 and also posted at the Company's website www.cesc.co.in.

9. **DECLARATION OF DIVIDEND**

Chairman then referred to Item No. 2 of the Notice in respect of confirmation of Interim Dividend already paid for the year 2016-17 :

Mr. B. N. Kundu proposed the following Resolution as an Ordinary Resolution:

"RESOLVED THAT the interim dividend @ 100% (i.e. Rs.10/- per share) already paid for the year ended 31 March, 2017 be and is hereby confirmed."

The Resolution was seconded by Mr. Ashis Majumder.

It was noted that the voting results in respect of the said Resolution would be declared by Monday , 31 July, 2017 at 11 A.M. at CESC House, Chowringhee Square, Kolkata-700 001 and also posted at the Company's website www.cesc.co.in.

10. **REAPPOINTMENT OF MR. A. BASU AS A DIRECTOR**

Chairman referred to Item No. 3 of the Notice in respect of Mr. A. Basu retiring as a Director of the Company by rotation and offering himself for reappointment. He then proposed the following Resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. A. Basu (DIN 06593527), who retires by rotation at this meeting, be and is hereby reappointed a Director of the Company."

The Resolution was seconded by Mr. Tamal Majumder.

It was noted that the voting results in respect of the said Resolution would be declared by Monday, 31 July, 2017 at 11 A.M. at CESC House, Chowringhee Square, Kolkata-700 001 and also posted at the Company's website www.cesc.co.in

11. **APPOINTMENT OF MESSRS. S. R. BATLIBOI & CO. LLP AS AUDITORS**

Chairman then referred to Item No. 4 of the Notice in respect of the appointment of Messrs., S. R. Batliboi & Co LLP, Chartered Accountants, as Auditors of the Company. He also placed on record appreciation for the work done by Messrs. Lovelock & Lewes as Auditors of the Company ever since the Company's incorporation.

Mr. Prabir Kumar Mitra proposed the following Resolution as an 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 (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.”

The Resolution was seconded by Mr. Tarak Nath Chakrobarty.

It was noted that the voting results in respect of the said Resolution would be declared by Monday, 31 July, 2017 at 11 A.M. at CESC House, Chowringhee Square, Kolkata-700 001 and also posted at the Company's website www.cesc.co.in

12. **CREATION OF SECURITY**

Chairman referred to the Resolution in Item No. 5 of the Notice in respect of creation of security for financial assistance in favour of the Company's lenders.

Mr. Sudip Kumar Ghosh proposed the following Resolution 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 Rs.300 crore and a Performance and Financial Bank Guarantee of Rs. 170 crores;
- (b) HDFC Bank Limited (HDFC Bank) for two term loans aggregating of Rs. 250 crore;
- (c) Karnataka Bank (KB) for two term loans aggregating Rs. 200 crores;
- (d) Central Bank of India (CB) for a term loan of Rs. 125 crores;
- (e) State Bank of India (SBI) for a term loan of Rs. 400 crores;
- (f) Citibank NA (CITI) for two term loans aggregating Rs. 416.63 crores; and
- (g) DBS Bank Limited (DBS) for a term loan of Rs. 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 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.”

The Resolution was seconded by Mr. B. N. Kundu.

It was noted that the voting results in respect of the said Resolution would be declared by Monday, 31 July, 2017 at 11 A.M. at CESC House, Chowringhee Square, Kolkata-700 001 and also posted at the Company’s website www.cesc.co.in

13. **RATIFICATION OF THE REMUNERATION OF COST AUDITORS**

The Chairman referred to the resolution in Item No.6 of the Notice in respect of the remuneration of the Cost Auditors of the Company

Mr. Arun Kumar Bose proposed the following Resolution 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 31st 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”.

The Resolution was seconded by Mr. Ashis Majumder.

It was noted that the voting results in respect of the said Resolution would be declared by Monday, 31 July, 2017 at 11 A.M. at CESC House, Chowringhee Square, Kolkata-700 001 and also posted at the Company’s website www.cesc.co.in

Chairman thanked the Members present for attending the meeting.

DECLARATION OF VOTING RESULTS

On the basis of the Consolidated Report submitted by the Scrutinizer to the Chairman, the results of voting through electronic means (through remote e-voting and electronic voting taken after the conclusion of the Thirty Ninth Annual General Meeting) declared by the Chairman on Saturday, 29 July, 2017 at 3 P.M. were as follows:

Item No in the Notice	Subject Matter	Votes in favour		Votes against		Remarks
		No	% of total number of valid votes	No	% of total number of valid votes	
1	Adoption of financial statements and reports of Board of Directors and Auditors for the year ended 31 March, 2017	350	99.999	4	0.001	Passed
2	Confirmation of Interim Dividend @ 100 % already paid for the year ended 31 March, 2017	351	99.999	3	0.001	Passed
3	Reappointment of Mr. A. Basu as a Director of the Company	342	99.999	11	0.001	Passed
4	Appointment of Messrs. S. R. Batliboi & Co as the Statutory Auditors	334	98.226	19	1.774	Passed

5	Approval to mortgage / charge / encumber properties of the Company in terms of Section 180(1)(a) of the Companies Act, 2013	340	99.999	12	0.001	Passed
6	Ratification of the remuneration of M/s Shome & Banerjee, Cost Accountants as Cost Auditors of the Company for the year ending 31 March, 2018.	340	99.901	12	0.099	Passed

The aforesaid voting results were put up on the Company's website and also displayed on the Notice Board of the Company at its Registered Office on 29 July, 2017 at 3 p.m.

Sd/- S. Goenka

CHAIRMAN