



**RP-Sanjiv Goenka
Group**

Growing Legacies



CESC
LIMITED

ANNUAL REPORT 2018-19



Board of Directors

Sanjiv Goenka, Chairman
 Pradip Kumar Khaitan
 Chandra Kumar Dhanuka
 Rekha Sethi
 Kalaikuruchi Jairaj
 Pratip Chaudhuri
 Rabi Chowdhury, *Managing Director (Generation)*
 Debasish Banerjee, *Managing Director (Distribution)*

Company Secretary

Subhasis Mitra

Executive Director & CFO

Rajarshi Banerjee

Auditors

S. R. Batliboi & Co. LLP

Solicitors

Khaitan & Co.
 Sandersons & Morgans

Registered Office

CESC House
 Chowringhee Square
 Kolkata 700 001, India
 Tel: 033-2225 6040
 Fax : 033-2225 5155
 Corporate Identity Number: L31901WB1978PLC031411
 E-mail: secretarial@rp-sg.in
 Website: www.cesc.co.in

Bankers

Allahabad Bank
 Andhra Bank
 Axis Bank Limited
 Bank of Baroda
 Central Bank of India
 Citibank N.A.
 DBS Bank Limited
 HDFC Bank Limited
 ICICI Bank Limited
 IDBI Bank Limited
 IDFC Bank Limited
 Indian Overseas Bank
 IndusInd Bank Limited
 Karnataka Bank Limited
 Kotak Mahindra Bank Limited
 Punjab & Sind Bank
 Punjab National Bank
 RBL Bank Limited
 Standard Chartered Bank
 State Bank of India
 UCO Bank
 Union Bank of India
 United Bank of India
 Yes Bank Limited

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Dear Shareholder,

I am pleased to share with you that the Company has done well in 2018-19. Let me begin by briefly sharing the financial results both on standalone and consolidated basis.

- Standalone total income (including other income) was stable at `7,919 crores in 2018-19. Consolidated total income rose by 3.2%, to `10,868 crores.
- Standalone profit before tax (PBT) from continuing operations grew by 8.3% to `1,194 crore in 2018-19. Consolidated PBT increased by 26% to `1,571 crores.
- Standalone profit after tax (PAT) for 2018-19 was up by 8.8% to `937 crores; while consolidated PAT grew by 22.8% to `1,198 crores.

These are good results, especially for a mature and regulated business such as electricity generation and distribution. I am happier still with two major operational aspects.

The first has to do with serious on-going efficiency improvements in generation as well as distribution. In 2018-19, both Budge Budge and Haldia, the two key power generation plants for feeding Kolkata and Howrah continued to show industry-leading performance. Budge Budge achieved the fourth highest plant load factor among all thermal power plants in the country; and Haldia was ranked 10th. I am proud to inform you that the CII-Godrej Green Business Centre conferred upon Budge Budge the award of being an "Excellent Energy Efficient Unit in Power Sector" in 2018; and that Haldia received the highest 'Platinum' award at the FICCI's 7th Quality System Excellence Awards in 2019.

There have been significant efficiency and productivity improvements in power distribution as well. As you know, CESC's distribution infrastructure serves 3.3 million low-tension and high-tension customers across its licenced area. Distribution losses have consistently reduced, and were less than 9% in 2018-19. This is among the very best in any metropolitan area in India.

Over the last five years, your Company has invested significant resources in upgrading the distribution network and making it among the best-in-class. Here are just a few examples.

- During 2018-19, some 1.2 lakh meters were installed on account of new supplies and replacements. Of these, around 12,000 were smart meters.
- We have commissioned self-healing networks for rapid restoration of power. For our 33kV distribution sub-stations and low-tension changeover, the auto-restoration time is less than one second; and for our 6kV ring main units, the auto-restoration time is less than 10 seconds.
- We have used artificial intelligence and machine learning techniques to develop fault prediction tools for underground cables; and are conducting trials for the remote monitoring of distribution equipment.

Second, over the last several years, we have consistently focused on customer needs.

- We added around 78,000 new customers in 2018-19. The average time to provide a new connection was 1-2 days. And for premises with an existing connection, supply typically starts within 24 hours of payment and compliance.
- During 2018-19, 100% of the applications for new connections were received online — itself a tribute to our e-services network.
- By the end of 2018-19, some 45% of our low-tension customers were making online payments, which accounted for half the revenue.
- Your Company's centralised 24x7 call centre is now the primary touch point for all complaints and queries. All calls are guided through an interactive voice recording system, docketed and then routed to the concerned department for rapid resolution.
- CESC's 24x7 low-tension control room and use of radio-linked as well as GPS-enabled mobile service vans at strategic locations have helped in faster restoration of power supply.
- In addition, we have started using chatbots. One of these, called 'eBuddy' provides interactive assistance to customers.

I would venture to say that your Company now provides best-in-class customer service to its consumers.

My additional sense of satisfaction comes from the awards that your Company has won in the course of its serving 3.3 million customers in Kolkata and Howrah, as well as those elsewhere. The chapter on Management Discussion and Analysis lists some of these awards for 2018-19. I dare say that CESC has received some 100 national awards over the last five years of service.

As you know, your Company, through its associate / subsidiaries, have distribution ventures in Uttar Pradesh (for Greater Noida), Rajasthan (for Kota, Bharatpur and Bikaner) and, most recently in Maharashtra (for Malegaon). It is too early to comment on Malegaon. I am happy to inform you that other distribution franchises are doing well, both operationally and financially.

I am also proud of the people who run CESC. On a standalone basis, your Company has over 8,400 employees on its payroll. They are all best-in-class, and it is because of them and your Company's employee oriented work ethos that CESC has won several national awards and recognitions for its employee friendly human resource practices.

Let me end with a concern. All power distribution companies operate under tight regulatory controls, and CESC is no exception. Sometimes, these controls are used to force reductions in power tariffs or stringently limit rate increases. We need to be careful of some of these interventions, especially of the more populist kind. For they can be akin to throwing the baby out with the bathwater. This hasn't happened yet. But it is fair to underscore it as a risk.

Thank you for your support to CESC. I, on my part, promise to deliver results that lead to satisfied consumers and, hence, contented shareholders.

Yours sincerely,



Sanjiv Goenka
Chairman

17 May, 2019

CESC Limited

Registered Office : CESC House, Chowringhee Square, Kolkata - 700 001, India

Tel : 033-22256040, Fax : 033-2225 5155

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

Corporate Identity Number: L31901WB1978PLC031411

NOTICE TO MEMBERS

Notice is hereby given that the Forty-first Annual General Meeting of the Members of CESC Limited will be held at Swissotel Kolkata, City Centre Two, New Town Action Area 2D, Plot No 11/5, New Town, Rajarhat, Kolkata - 700157 on **Friday, 19 July 2019**, at **10.30 AM** for the following purposes:

1. To receive, consider and adopt the audited financial statements for the year ended 31 March 2019 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 @ 175% (i.e., ` 17.50 per share) already paid for the year ended March 31, 2019.
3. To appoint a Director in place of Mr. Pradip Kumar Khaitan (Director Identification Number 00004821) who retires by rotation and, being eligible, offers himself for reappointment.

SPECIAL BUSINESS

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

4. AS A SPECIAL RESOLUTION

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, Mr. Pratip Chaudhuri (Director Identification Number 00915201) be reappointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a further period of five years with effect from 1 October, 2019.

RESOLVED FURTHER THAT the Board of Directors of the Company 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 the aforesaid Resolution.”

5. AS A SPECIAL RESOLUTION

“RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations 2015, as amended, approval of shareholders of the Company be and is hereby granted to the Company for continuing the directorship of Mr. Pradip Kumar Khaitan (Director Identification Number 00004821) in the capacity of a Non-Executive Non Independent Director of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company 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 the aforesaid Resolution.”

6. AS A SPECIAL RESOLUTION

“RESOLVED THAT subject to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Companies (Prospectus and Allotment of Securities) Rules, 2014 and other relevant rules thereunder which may be applicable, various rules and regulations issued by Securities and Exchange Board of India (“SEBI”) including but not limited to the SEBI (Issue and Listing of Debt Securities) Regulations, 2008, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Memorandum and Articles of Association of the Company (including any statutory modification(s) or re-enactment(s) thereof for the time being in force for the abovementioned Act, rules & regulations) also any other law, rules, directions, notifications, circulars issued by the Government or any other regulatory authority in this regard, consent of the shareholders of the Company be and is hereby accorded to the Board of Directors (including any committee thereof) of the Company, to offer, invite for subscription, issue and allot bonds/debentures/other debt securities (“Debt Securities”), whether secured or unsecured, listed or unlisted, on private placement basis, in one or more tranches/series and on such terms and conditions as may be determined by the Board of Directors of the Company including any Committee constituted by the said Board (“the Board”), provided that the aggregate amount raised through the issuance of Debt Securities as above does not exceed ` 350 Crores (Rupees Three Hundred and Fifty Crores only) and that the said fund raising through issue of Debt Securities as above be within the overall borrowing limit as approved by Members of the Company from time to time in terms of Section 180(1)(c) of the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorised to determine the terms and conditions of the issue of the Debt Securities including the issue price thereof, on the basis of prevailing market conditions and to do all such acts, deeds, matters and things and execute all such documents, undertakings and other papers/documents as may be necessary for giving effect to the aforesaid Special Resolution.

RESOLVED FURTHER THAT the Common Seal of the Company, if required, be affixed to any deed/document/agreement/undertaking, in accordance with the provisions of the Articles of Association of the Company.”

7. 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 Shareholders 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) Bank of Baroda (BoB) for a term loan upto ₹ 300 crores;
- (b) State Bank of India (SBI) for a term loan upto ₹ 300 crores;
- (c) Union Bank of India (UBI) for a term loan upto ₹ 200 crores and
- (d) BoB and SBI for incremental working capital facilities of ₹ 150 crores and ₹ 30.65 crores respectively (extended to the Company by a consortium of working capital bankers)

to secure the aforesaid term loans and working capital facilities together with agreed interest, charges, expenses, front end fees and all other monies payable by the Company to BoB, SBI and UBI (“collectively referred to as the “Lenders”) in terms of their facility agreement, hypothecation agreement, 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 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 Lenders.

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

8. AS AN ORDINARY RESOLUTION

“RESOLVED THAT the remuneration of ₹ 7,00,000/- (plus applicable GST 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 2020, as recommended by the Audit Committee of the Board of Directors of the Company (“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
 (Membership No: A5376)
 Company Secretary

Kolkata, 17 May, 2019

NOTES :

1. The Register of Members of the Company will remain closed from 12 July 2019 to 19 July 2019, 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. 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 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.
4. The Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the special business under items 4 to 8 of the Notice is annexed hereto. All documents referred to in the Notice will be available for inspection by the members at the Registered Office of the Company between 11 AM and 1 PM on all working days up to the date of the Annual General Meeting (AGM) and will also be available at the AGM venue.
5. Securities and Exchange Board of India (SEBI) has decided that securities of listed companies can be transferred only in dematerialized form and, therefore, members are advised to dematerialize as early as possible shares held by them in physical form.

6. Shareholders may please submit their PAN Card and bank account details with Link Intime India Pvt. Ltd., Registrar and Share Transfer Agent of the Company, if not already so done. SEBI has mandated that for registration of transfer of any securities, the transferee(s) as well as the transferor(s) shall furnish a copy of their PAN Card along with the transfer documents.

7. The Company sends 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

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 Forty-first 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 polling paper shall also be made available at the AGM and 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 AGM may also attend the AGM but shall not be entitled to cast their vote again.

II The process and manner for remote e-voting are as under:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com>

Step 2 : Cast your vote electronically on NSDL e-Voting system

Details on Step 1 are mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or

on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under Shareholders' section.

3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID. For example if your Beneficiary ID is 12***** then your userID is 12*****.
c) For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will prompt you to change your password.

c) How to retrieve your 'initial password'?

- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a pdf file namely CESC e-Voting.pdf. Open the pdf file. The password to open the pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your "User ID" and your "initial password".
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
 6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the vote on the e-voting system of NSDL.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.
- Details on Step are given below:**
- How to cast your vote electronically on NSDL e-Voting system?**
1. After successful login at Step 1, you will be able to see the Home Page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
 2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycles is in active status.
 3. Select "EVEN" of company for which you wish to cast your vote.
 4. Now you are ready for e-Voting as the Voting page opens.
 5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
 6. Upon confirmation, the message "Vote cast successfully" will be displayed.
 7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 8. Once you confirm your vote on the resolution, you will not be allowed to modify your 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 / Ms. Pallavi Mhatre, Manager, NSDL at 022 – 2499 4360 / 022 – 2499 4545 and send an email to evoting@nsdl.co.in.
- IV. 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).
- V. 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.12 July 2019
- VI. 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.
- VII. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/ Password?" or

“Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

- VIII. Any person, who acquires shares of the Company and becomes a Member of the Company after completion of the process of dispatch of the Notice by the Company 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” or “Physical User Reset Password” option available on www.evoting.nsdl.com.
- IX. The remote e-voting period commences on 16 July 2019 (at 9.00 AM IST) and ends on 18 July 2019 (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 12 July 2019, 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.
- X. 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.
- XI. 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 submit, not later than forty eight hours 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.
- XII. The Results shall be declared forthwith upon receipt of the Scrutinizer’s Report. The Results declared along with the Scrutinizer’s Report shall be displayed at the Registered Office of the Company at CESC House, Chowringhee Square, Kolkata - 700 001 and posted on the Company’s website www.cesc.co.in and on the website of NSDL immediately after their declaration by the Chairman or the Managing Director (Generation) 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. Pradip Kumar Khaitan

Mr. Pradip Kumar Khaitan, 78 years of age, is an attorney-at-law (Bell chambers gold medalist) and is an eminent personality. He has extensive experience in the fields of commercial and corporate law, tax law, arbitration, foreign collaborations, intellectual property, mergers and acquisitions, restructuring and de-mergers. He is a senior partner of Khaitan & Co., an eminent firm dealing with corporate and other laws. He is a member of the Bar Council of India, the Bar Council of West Bengal, the Incorporated Law Society of India and the Indian Council of Arbitration and is connected with various educational institutions and social organizations. He is on the Board of Directors of CESC since 1992.

Mr. Khaitan is in the Boards of Graphite India Limited (Chairman of the Nomination & Remuneration Committee and Member of Stakeholders Relationship Committee), Dhunseri Ventures Limited (Member of Nomination & Remuneration Committee and Chairman of CSR Committee), India Glycols Limited (Chairman of Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee and Member of CSR & Risk Management Committee), Odisha Cement Limited (Member of Audit cum Risk management Committee and Nomination & Remuneration Committee), Electrosteel Castings Limited (Member of Audit Committee, Nomination & Remuneration Committee and CSR Committee), Emami Limited, Firstsource Solutions Limited and Woodlands Multispeciality Hospital Limited (Member of Audit Committee and Nomination & Remuneration Committee).

He is Chairman of the Risk Management Committee and the member of Nomination and Remuneration Committee of the Board of the Company. He does not hold any share in the Company and is not related to any other director or key managerial personnel of the Company or their relatives.

Mr. Pratip Chaudhuri

Mr. Pratip Chaudhuri, 65 years of age, is a former Chairman of State Bank of India (SBI), having held several important posts in the Bank during his long tenure of service including the post of Deputy Managing Director of SBI’s International Division. Mr. Chaudhuri has vast experience in the banking sector.

Mr. Chaudhuri is in the Boards of Firstsource Solutions Limited, Jagaran Microfin Private Limited, Dynamic Drilling & Services Private Limited, Alchemist Asset Reconstruction Company Limited (Member of the Nomination & Remuneration Committee), Cosmo Films Limited (Chairman of Audit Committee and Member of Risk Management Committee), Sundaram Asset Management Company Limited (Chairman of Audit Committee and Member of Nomination & Remuneration Committee), Visa Steel Limited (Chairman of Stakeholders Relationship Committee and the Audit Committee), QUESS Corp Limited, IFFCO Kisan Sanchar Limited (Chairman of Audit Committee) and Spencer’s Retail Limited (Member of the Audit Committee).

He is a member of the Audit Committee, Stakeholders Relationship Committee and Risk Management Committee of the Board of the Company. He does not hold any share in the Company and is not related to any other director or key managerial personnel of the Company or their relatives.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF ITEMS OF SPECIAL BUSINESS SET OUT IN THE NOTICE CONVENING THE FORTY-FIRST ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON FRIDAY, 19 JULY, 2019 AT 10.30 AM

Item No. 4

The current five year term of appointment of Mr. Pratip Chaudhuri, an Independent Director of the Company, will expire on 30 September, 2019. On the basis of reports of his performance evaluation, it is proposed to reappoint him as a Non-Executive Independent Director, not liable to retire by rotation, for a fresh five year term from 1st October 2019 in accordance with the applicable provisions of the Companies Act, 2013 (the Act) and rules made thereunder.

The Company has received from Mr. Chaudhuri requisite consents, intimations and declarations in connection with his proposed appointment as an Independent Director. The Nomination and Remuneration Committee of the Board of Directors of the Company ('the Board') has recommended the said reappointment.

In the opinion of the Board, Mr. Pratip Chaudhuri is independent of the management of the Company and fulfills the conditions specified in the Act and the Rules made thereunder for being appointed as an Independent Director of the Company. The Board considers that the continued association of Mr. Chaudhuri as an Independent Director would be of immense benefit to the Company.

The Special Resolution set out under Item No. 4 of the Notice seeks the approval of the Members for the reappointment of Mr. Chaudhuri as an Independent Director of the Company pursuant to Section 149 and other applicable provisions of the Act and Rules made thereunder. A Notice in writing pursuant to Section 160 of the Act has been received by the Company from a member proposing the re-appointment of Mr. Chaudhuri as an Independent Director of the Company.

A copy of the draft letter of appointment of Mr. Chaudhuri as an Independent Director of the Company setting out the terms and conditions are available for inspection by the Members at the Company's Registered Office on any working day up to the date of the Annual General Meeting and will also be available at the venue of the meeting.

Mr. Pratip Chaudhuri may be deemed to be concerned or interested in the Special Resolution relating to his proposed reappointment. None of the other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested in the said Resolution.

The Board recommends that the said Special Resolution be passed.

Item No. 5

Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, inter-alia provides that a listed company shall not appoint a person or continue the directorship of any person as a Non-executive Director who has attained the age of seventy five years unless a special resolution is passed to that effect.

Mr. Pradip Kumar Khaitan is aged 78. He is an Attorney-at-Law (Bell Chambers Gold Medalist, and is an eminent personality. A senior partner of Khaitan & Co., the noted law firm, Mr. Khaitan is an active participant in all important deliberations of the Board of Directors of the Company (the "Board") with his extensive hands-on experience in all branches of law. Mr. Khaitan has been on the Board since 1992 and a Special Resolution was passed at the Fortieth Annual General Meeting held on 21 December 2018 approving the appointment of Mr. Khaitan as a non-executive independent director of the Company in terms of the Regulation 17(1A) as aforesaid. Subsequently, the Board has accepted his request to change his status as a non-independent director of the Company with effect from 5 February 2019 and accordingly Mr. Khaitan continues on the Board as a non-executive non-independent director.

The Board and its Nomination and Remuneration Committee have recommended continuation of Mr. Pradip Kumar Khaitan as a Non Executive Non-Independent Director of the Company.

Mr. Pradip Kumar Khaitan may be deemed to be concerned or interested in the resolution for continuance of his appointment. None of the other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested in the said Resolution.

The Board recommends the above Special Resolution as set out in item No. 5 of the Notice for approval of the Members.

Item No. 6

Securities and Exchange Board of India (SEBI), in its Circular 'SEBI/HO/DDHS/CIR/P/2018/144' dated 26 November 2018 ("Circular") on issuance of debt securities by large entities has mandated a large corporate ("LC") in terms of the said Circular to raise not less than 25% of its incremental borrowings, during a financial year subsequent to the financial year in which it is identified as a LC, by way of issuance of debt securities, as defined under SEBI (Issue and Listing of Debt Securities) Regulations, 2008.

The Company, a LC in terms of the aforesaid Circular, is required to borrow fund from time to time to meet its routine capital expenditure and other business requirements. Accordingly, it is considered necessary to obtain approval of the Members of the Company to raise part of such borrowings by issuance of bonds/debentures/other debt securities ("Debt Securities") for an amount aggregating up to ` 350 Crores. The terms and conditions including pricings of the said issuance will be determined by the Board of Directors of the Company ("the Board") or any Committee thereof.