



**RP-Sanjiv Goenka  
Group**

Growing Legacies



**CESC**  
LIMITED



# ANNUAL REPORT 2020-21



## Board of Directors

Dr. Sanjiv Goenka  
 Mr. Shashwat Goenka  
 Mr. Pradip Kumar Khaitan  
 Mr. Chandra Kumar Dhanuka  
 Ms. Rekha Sethi  
 Mr. Kalaikuruchi Jairaj  
 Mr. Pratip Chaudhuri  
 Mr. Sunil Mitra  
 Mr. Debanjan Mandal  
 Mr. Rabi Chowdhury  
 Mr. Debasish Banerjee

### Company Secretary

Mr. Jagdish Patra

### Executive Director & CFO

Mr. Rajarshi Banerjee

### Auditors

S. R. Batliboi & Co. LLP

### Solicitors

Khaitan & Co.  
 Sandersons & Morgans

### Debenture Trustee

IDBI Trusteeship Services Limited

### 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@rpsg.in](mailto:secretarial@rpsg.in)  
 Website: [www.cesc.co.in](http://www.cesc.co.in)

### Bankers

Axis Bank Limited  
 Bank of Baroda  
 Central Bank of India  
 Citibank N.A.  
 DBS Bank India Limited  
 The Federal Bank Limited  
 HDFC Bank Limited  
 ICICI Bank Limited  
 IDBI Bank Limited  
 IDFC First Bank Limited  
 Indian Bank  
 Indian Overseas Bank  
 IndusInd 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  
 Yes Bank Limited

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Dear Members,

Covid-19 has ensured that 2020-21 will rank as the most devastating year for the world economy since the Great Depression of the 1930s. According to the International Monetary Fund's *World Economic Outlook* published in April 2021, the global economy declined by 3.3%, with advanced economies shrinking by 4.7% and emerging markets and developing economies by 2.2%.

After a terrible first quarter of 2020-21, when virtually all activities ceased and India's real GDP collapsed by 24.4%, followed by the second quarter that saw a decline of 7.4%, many believed that the country was in for a truly catastrophic economic situation.

Thankfully, India's innate entrepreneurship took over from the third quarter. And with 0.5% growth in the third quarter followed by 1.6% in the fourth, India ended 2020-21 with a negative growth of 7.3%. In all fairness, this has been a better performance in our *annus horribilis* than what most economic commentators originally believed.

Your Company was not only affected by sharply falling power demand on account of lockdowns but also a terrible natural calamity: Super Cyclone Amphan, which occurred on 20 May 2020, right amidst the nationwide lockdown during the first Covid-19 wave.

As I shared with you in considerable detail in my last year's letter, with sustained wind speeds of over 120 kmph with gusts of over 190 kmph, Amphan was the strongest storm to hit South 24 Parganas, Kolkata and Howrah in over a decade. It toppled over 4,000 electric poles; triggered widespread flooding; and caused damage estimated at around US\$ 1 trillion.

I had then written that, despite shortage of staff on account of Covid-19, "your Company worked around the clock on a war footing to restore full power for 92% of its consumers within four days. And for the rest in another couple of days. We were among the fastest in the world in doing the restoration that we did."

Amphan and the general shortage of power demand due to Covid-19 induced lockdowns and slow start-up has seen a decline in power usage. The peak power demand in 2020-21 was 1,865 MW, versus 2,337 MW in 2019-20; and the energy requirement came down by 11% from 11,018 million units (MU) in 2019-20 to 9,796 MU in 2020-21. About 91% of this requirement was met by CESC's own generation, including that of Haldia Energy Limited.

Consequently, on a standalone basis, total income (including other income) of your Company in 2020-21 was Rs. 7101 crore, compared to Rs.7,982 crore in 2019-20 — reflecting a decline of 11%, mostly due to the Covid-induced lockdown in the first half of the year.

To combat this, your Company made strong efforts to control costs on all fronts: operating expenses, employee costs and others.



Consequently, on a standalone basis, total expenses, including depreciation and finance costs, was brought down by over 9% from Rs. 7,395 crore in 2019-20 to Rs. 6,711 crore in 2020-21.

Even so, profit before taxes (PBT), after incorporating regulatory income, was lower at Rs.847 crore in 2020-21, versus Rs.1,119 crore in 2019-20. Profit after taxes (PAT) for 2020-21 was Rs.814 crore, compared to Rs.918 crore in the previous year.

On a consolidated basis, total income of CESC was Rs.11,874 crore in 2020-21, which was 4% lower than the previous year. With sustained cost control measures, total expenses were reduced by over 6% to Rs.10,546 crore in 2020-21.

Consolidated PBT, after incorporating regulatory income, remained stable at Rs.1,752 crore in 2020-21. And consolidated PAT grew by 4% to Rs.1,363 crore in 2020-21.

These are creditable results given the combined effects of two

Covid-19 waves and Super Cyclone Amphan.

Your Company has all the tools and technology at its disposal — be it in generation, distribution, billings and in proactively and expeditiously reaching out to its vast customer base — to continue as a strong power generation and distribution entity. I am confident that it will leverage these tools, and continually introduce newer ones, to further improve performance, profitability and shareholder value.

There is a long ingrained CESC culture of excellence; of doing the utmost for the Company; and of serving the social interests of the people and the communities where it operates. This culture that will help us overcome the travails of Covid-19 and get us back on to a solid growth path.

Of this, I am confident.

Thank you, as always, for your support. My plea to you is please get vaccinated as quickly as you can, if you haven't already. Even after that, please maintain safety and social distancing. Please wear masks properly, and not as occasional chin-guards. If we all do these things, the third Covid-19 wave will be combated with far less pain. As it should.

Stay safe. Stay healthy.

With my best regards,  
Yours sincerely,



Dr. Sanjiv Goenka  
Chairman

Place : Kolkata  
Date : June 16, 2021

# CESC Limited

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

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

E-mail: [secretarial@rpsg.in](mailto:secretarial@rpsg.in); Website: [www.cesc.co.in](http://www.cesc.co.in)

Corporate Identity Number: L31901WB1978PLC031411

## NOTICE TO MEMBERS

**NOTICE** is hereby given that the Forty-third Annual General Meeting of the Members of CESC Limited will be held on **Wednesday, August 18, 2021 at 10.30 a.m.**, Indian Standard Time (IST), through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) to transact the following business:

### ORDINARY BUSINESS

#### 1. Adoption of:

- (a) the audited financial statements of the Company for the financial year ended March 31, 2021 and the Reports of Board of Directors and Auditors thereon, and
- (b) the audited consolidated financial statements for the financial year ended March 31, 2021 and the Reports of the Auditors thereon

To consider and if thought fit, to pass, with or without modification(s) the following resolutions as **Ordinary Resolutions**:

- a) **"RESOLVED THAT** the audited financial statements of the Company for the financial year ended March 31, 2021 and the reports of Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."
- b) **"RESOLVED THAT** the audited consolidated financial statements of the Company for the financial year ended March 31, 2021 and reports of the Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

#### 2. Confirmation of payment of Interim Dividend for the financial year ended March 31, 2021.

To consider and if thought fit, to pass, with or without modification(s) the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** the interim dividend @ 450% (i.e. Rs. 45/- per share on 13,25,57,043 Equity Shares) paid to the shareholders for the financial year ended March 31, 2021, be and is hereby noted and confirmed."

#### 3. Appointment of Mr. Rabi Chowdhury who retires by rotation as a Director.

To consider and if thought fit, to pass, with or without modification(s) the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, Mr. Rabi Chowdhury (DIN: 06601588) who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company."

### SPECIAL BUSINESS

#### 4. Appointment of Mr. Debanjan Mandal as a Non-Executive Independent Director of the Company.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, Articles of Association of the Company, approvals and recommendations of the Nomination and Remuneration Committee, and that of the Board, Mr. Debanjan Mandal (DIN: 00469622), who was appointed as an additional director of the Company with effect from May 10, 2021 in terms of Section 161 of the Act and who holds office up to the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, being eligible, be and is hereby appointed as a Non-Executive Director in the category of Independent Director of the Company, not liable to retire by rotation, and to hold office for a period of 5(five) consecutive years with effect from May 10, 2021;



**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are 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. Continuation of Directorship of Mr. Pradip Kumar Khaitan as a Non-Executive Director of the Company.**

To consider and if thought fit, to pass, with or without modification(s), the following resolution 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, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, approvals and recommendations of the Nomination and Remuneration Committee, and that of the Board, approval of members of the Company be and is hereby accorded to the continuation of Directorship of Mr. Pradip Kumar Khaitan (DIN: 00004821) in the capacity of a Non-Executive Director of the Company;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are 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. Borrowing Limit**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** in supersession of all earlier resolutions passed on the matter and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (‘the Board’ which term shall be deemed to include any committee thereof) to borrow any sum or sums of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid up capital, free reserves and securities premium of the Company provided that the total amount so borrowed by the Board shall not at any time exceed Rs.8,000 crores;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to delegate all or any of the power conferred on it by or under the foregoing Special resolution to any committee of directors of the Company or to any director of the Company or to any officers or employees of the Company as it may consider appropriate in order to give effect to this resolution and to do all such acts, deeds and things as may be necessary, proper and expedient for giving effect to the above resolution.”

**7. Creation of Charge / Security on the movable and immovable properties of the Company.**

To consider and if thought fit, to pass, with or without modification(s), 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”) and the Rules made thereunder (including any statutory modifications of enactments thereof for the time being in force), consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (“the Board” which term shall be deemed to include any committee thereof) to create charges, mortgages, hypothecations and / or otherwise encumber all or any of the properties of the Company, whether immovable and/or movable, and whether present or future and wheresoever the same may be situated in favour of:

- a) Bank of Baroda for a term loan of Rs. 300 crore;
- b) Citibank N.A. (CITI) for a term loan of Rs. 125 crore;
- c) Federal Bank Limited (Federal) for a term loan of Rs. 200 crore;
- d) HDFC Bank Limited for a term loan of Rs. 360 crore;
- e) ICICI Bank Limited for a term loan of Rs. 100 crore;
- f) RBL Bank Limited for a term loan of Rs. 140 crore;
- g) State Bank of India for a term loan of Rs. 500 crore;
- h) Union Bank of India for a term loan of Rs. 300 crore;

(banks named in (a) to (h) above hereinafter collectively referred to as ‘lenders’)

- i) IDBI Trusteeship Services Limited (ITSL) as Trustees for holders of Non – Convertible Debentures (NCDs) of Rs. 200 crore privately placed with CITI and Rs. 250 crore privately placed with DBS Bank Limited (DBS) (ITSL hereinafter referred to as ‘Debenture Trustee’);
- j) Axis Bank Limited, DBS, Federal and Standard Chartered Bank for their respective incremental share of Rs. 150 crores, Rs. 50 crore, Rs. 100 crore and Rs. 200 crore in the working capital facilities extended to the Company by the consortium of working capital bankers (hereinafter collectively referred to as ‘working capital bankers’);
- k) any Public Financial Institution within the meaning of Section 2(72) of the Act and / or any Scheduled Bank as defined in Section 2(e) of the Reserve Bank of India Act, 1934 and / or any other bank or lender and / or any institution / corporation controlled by the Central and / or State Governments or by any combination thereof (hereinafter collectively referred to as ‘future lenders’) for their respective financial assistance, for a sum not exceeding Rs.1000 Crore which may, in future, be sanctioned to the Company in one or more instalments for any purpose and in any form including by way of term loan and / or refinance loan and / or foreign currency

assistance and / or debentures and/or other debt securities and / or fund and / or non-fund based working capital facility (hereinafter collectively referred to as 'Financial Assistance');

to secure the aforesaid term loans, NCDs, working capital facilities and Financial Assistance together with agreed interest, charges, expenses, front-end fees and all other monies payable by the Company to the lenders / Debenture Trustee / debenture holders / working capital bankers / future lenders in terms of their facility agreement, hypothecation agreement, debenture trustee agreement or any other agreement or any amendments thereto entered into / to be entered into by the Company with such lenders / Debenture Trustee / debenture holders / working capital bankers / future lenders so that the mortgage and / or charge may be created by the Company over and in respect of its properties in favour of the said lenders / Debenture Trustee / debenture holders / working capital bankers / future lenders 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 lenders / Debenture Trustee / debenture holders / working capital bankers / future lenders;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds things and matters to finalize and execute all such agreements, instruments and documents with all or any of the said lenders / Debenture Trustee / debenture holders / working capital bankers / future lenders for creating the aforesaid mortgages and / or charges as may be required from time to time and to delegate all or any of its powers herein conferred to a committee constituted/ to be constituted by the Board and/or to any member of such committee with power to the said committee to sub-delegate its powers to any of its members and/or to any officers or employee of the Company for the purpose of giving effect to the above resolution."

#### 8. Sub-division of shares.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 13, 14, 61, 64 and other applicable provisions of the Companies Act, 2013 ('the Act') and Rules framed thereunder including the statutory modifications thereto and re-enactments thereof for the time being in force and the provision of Articles of Association of the Company and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other rules, regulations, circulars, notifications etc. issued thereunder, the consent of the members of the Company be and is hereby accorded for sub-division of each equity share of face value of Rs. 10/- each into 10 (ten) equity shares of face value of Re. 1/- each, thereby keeping the paid-up share capital intact;

**RESOLVED FURTHER THAT** pursuant to provision of Section 13 and other applicable provisions, if any, of the Act and the Rules framed thereunder, consent of the members of the Company be and is hereby accorded to delete and substitute the existing Clause 5 of the Memorandum of Association of the Company with the following new clause:

***"The Share Capital of the Company is Rs. 31,56,00,00,000 divided into 31,56,00,00,000 equity shares of Re. 1/- each (Rupee one each only).***

**RESOLVED FURTHER THAT** pursuant to provisions of Section 14 and other applicable provisions if any of the Act and Rules framed thereunder, consent of the members of the Company be and is hereby accorded to delete and substitute the existing Article 4(1) of Articles of Association of the Company with the following new Article 4(1):

***"The Share Capital of the Company is Rs. 31,56,00,00,000 divided into 31,56,00,00,000 equity shares of Re. 1/-each (Rupee one each only).***

**RESOLVED FURTHER THAT** pursuant to the sub-division of equity shares of the Company with effect from the record date, each equity share of the Company having a face value of Rs. 10/- (Rupees Ten Only) in the issued, subscribed and paid-up equity share capital shall stand sub-divided into 10 (Ten) equity shares of a face value of Re. 1/- each (Rupee One Only);

**RESOLVED FURTHER THAT** upon sub-division of equity shares, as aforesaid, the existing shares certificate(s) in relation to the existing equity shares of the face value of Rs. 10/- each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the record date to be fixed by the Company and the Company may without requiring surrender of the existing share certificate(s) directly issue and dispatch the new share certificate(s) of the Company, in lieu thereof, subject to the provisions of Companies (Share Capital and Debentures) Rules 2014 and in the case of members who hold the equity shares/opt to receive the sub-divided equity shares in dematerialized form, the sub-divided equity shares of nominal value of Re.1/- each shall be credited to the respective beneficiary accounts of the members with their respective depository participants and the Company shall undertake such Corporate Action(s) as may be necessary in relation to the existing equity shares of the Company;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to take all such steps as may be required to obtain approvals in relation to the above and do all such further acts, deeds or things as may be required to give effect to the sub-division of equity shares of the Company."

#### 9. Ratification of the remuneration of Cost Auditor for the financial year ending March 31, 2022.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** in accordance with the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of Rs.7,00,000 (plus applicable GST and reimbursement of out of pocket expenses) to be paid to M/s Shome & Banerjee, Cost Accountants, the Cost Auditors of the Company, as approved by the Board of Directors, for conducting the audit of cost records for the financial year ending March 31, 2022, be and is hereby ratified.”

By Order of the Board of Directors

Jagdish Patra  
 Company Secretary and Compliance Officer  
 (ICSI Membership No. FCS 5320)

Place: Kolkata  
 Date: June 16, 2021

#### **NOTES:**

1. The Statement pursuant to Section 102(1) of the Companies Act, 2013 ('the Act') in respect of the Special Business to be transacted at the AGM is annexed hereto.
2. A) Pursuant to the General Circular numbers 14/2020, 17/2020, 20/2020 and 02/2021 dated April 8, 2020, April 13, 2020, May 5, 2020 and January 13, 2021 respectively issued by Ministry of Corporate Affairs (MCA), Government of India, and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by Securities and Exchange Board of India (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold AGM during the calendar year 2021 through Video Conferencing (VC) / Other AudioVideo Means (OAVM).

#### **B) AGM through VC/OAVM**

- i. Members are requested to join the AGM on Wednesday, August 18, 2021 through VC/OAVM mode latest by 10.15 A.M. IST by clicking on the link <https://www.evoting.nsdl.com> under members login, where the EVEN (E-voting Event Number) of the Company will be displayed, by using the remote evoting credentials and following the procedures mentioned later in these Notes. The said process of joining the AGM will commence from 9.30 A.M. IST and may be closed at 10.45 A.M. IST, or, soon thereafter.
- ii. The facility of attending the AGM will be made available to 1000 members on a first-come-first served basis.
- iii. Members who would like to express any views, or, during the AGM ask questions may do so in advance by sending in writing their views or questions, as

may be, along with their name, DP ID and Client ID number/folio number, email id and mobile number, to reach the Company's email address at cescagm2021@rpsg.in latest by Friday, August 13, 2021 by 5.00 p.m. (IST).

- iv. When a pre-registered speaker is invited to raise at the AGM his/her questions, already emailed in advance as requested in para (iii) above, but he / she does not respond, the turn will go to the next pre-registered speaker to raise his/her questions.

Accordingly, all speakers are requested to get connected to a device with a video/ camera along with stable internet speed.

- v. The Company reserves the right to restrict the number of questions/speakers, as appropriate, for smooth conduct of the AGM.

3. 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 the shares of the Company held by them in physical form.

4. The Register of Members of the Company will remain closed from August 11, 2021 to August 18, 2021, both days inclusive.

5. All documents referred to in the Notice are put up on the Company's website and can be accessed at <https://www.cesc.co.in>.

#### **6. Instructions for attending the AGM**

- i. In view of the outbreak of the COVID-19 pandemic, social distancing norm has to be followed and pursuant to the Circulars, physical attendance of the members at the AGM is not required and AGM has to be held through VC/OAVM. Hence, members can attend and participate in the ensuing AGM only through VC/OAVM as mentioned in Note 2(B) above as arranged by the Company with National Securities Depository Limited (NSDL).
- ii. Members may access NSDL e-Voting system by following the steps mentioned above and after successful login, they will be requested to click on VC/OAVM link placed under "Join General Meeting" menu against Company name. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed.
- iii. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
- iv. Since the AGM will be held through VC/ OAVM, where physical attendance of members has been dispensed with, there is no requirement of proxies and hence, the facility



- to appoint proxy to attend and cast vote for the members is not available for this AGM. However, Bodies Corporate are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting. Corporate Members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorization letter to the Scrutinizer by e-mail to [evotingam@gmail.com](mailto:evotingam@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- v. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include Large Members (i.e. Members holding 2 % or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
  - vi. In compliance with the Circulars, Notice of the AGM along with the Annual Report for the year 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company or Central Depository Services Limited / NSDL ("Depositories"). Members may note that the Notice and Annual Report for the year 2020-21 will also be available on the Company's website <http://www.cesc.co.in> and websites of the Stock Exchanges where the shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. Additionally, Notice of the AGM will also be available at <https://www.evoting.nsdl.com>.
  - vii. Members whose email addresses are not registered as above can register the same in the following manner:
    - a) Members holding share(s) in physical mode are requested to send the following details for registration of their email id: Folio No., Name of shareholder, Mobile no., email id, Bank Account details such as Bank and Branch name, Account no. and IFSC Code and self-attested scanned copy of PAN card by email to CESC Limited at [cescgm2021@rpsg.in](mailto:cescgm2021@rpsg.in) or to the Registrar and Share Transfer Agent of the Company, Link Intime India Private Limited at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) or upload the same at <https://web.linkintime.co.in/emailreg/emailregister.html>.
    - b) Members holding share(s) in electronic mode are requested to register / update their e-mail addresses and Bank Account details as mentioned above with their respective Depository Participants ("DPs") for receiving all communications from the Company electronically.
  - viii. Participation of members through VC/OAVM will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
  - ix. Since AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
  - x. During the AGM, members may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act, upon logging to NSDL e-voting system at <https://www.evoting.nsdl.com>.
  - xi. Members who need assistance before or during the AGM with regard to use of technology, can:
    - (a) Send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or use Toll free no.: 1800 1020 990 / 1800 22 44 30
    - (b) Contact Ms. Pallavi Mhatre, Manager, NSDL at the designated email ID: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
  - xii. Members are encouraged to join the Meeting through Laptops for better experience. When the meeting is in progress, please keep your device under 'Mute' mode, except when you have pre-registered yourself as a speaker and are invited to speak at the AGM.
  - xiii. Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
  - xiv. Institutional Investors who are Members of the Company, are encouraged to attend and vote in the AGM of the Company through VC/OAVM facility.
- 7. Instructions for Voting through electronic means :**
- Pursuant to the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Company is providing the facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an arrangement with NSDL for facilitating e-voting through electronic means, as the authorized agency. The facility of casting vote by a member using remote e-voting system during the meeting on the date of the AGM will also be provided by NSDL.
- The remote e-voting period begins on Saturday, August 14, 2021 at 9.00 A.M. and ends on Tuesday, August 17, 2021 at 05.00 P.M. The remote e-voting will not be allowed beyond the aforesaid date and the remote e-voting module shall be disabled by NSDL upon expiry of the aforesaid period.
- The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date), i.e, August 11, 2021 may cast their vote electronically.

The voting rights of a Member/Beneficial owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid up equity capital of the Company as on the cut-off date, being August 11, 2021.

#### **How do I vote electronically using NSDL e-Voting system?**

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

#### **Step 1: Access to NSDL e-Voting system**

#### **A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at: <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at : <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

*Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.*