



**RP - Sanjiv Goenka
Group**

Growing Legacies



31 July, 2014

SEC:KKG:28298

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

The Secretary
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001

Manager (Listing)
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor
Plot No. C/1, G-Block
Bandra-Kurla Complex
Bandra (East)
Mumbai 400 051

Dear Sirs,

**Clause 35A of the Listing Agreement – Details of Voting Results at the
Thirty-Sixth Annual General Meeting of the Company**

Pursuant to Clause 35A of the Listing Agreement, details of the voting results at its 36th Annual General Meeting of the Company held on Wednesday, 30 July, 2014 at City Centre, Royal Bengal Room, DC Block, Sector-1, Salt Lake, Kolkata 700 064, are enclosed as per the prescribed format.

The said details are also being uploaded on the Company's Website.

We request you to note the above and acknowledge receipt of this letter.

Yours faithfully,

General Manager (Secretarial & Estates)

Encl:

CC : National Securities Depository Ltd.
Trade World, 4th Floor
Kamala Mills Compound
Senapati Bapat Marg
Lower Parel
Mumbai 400 013

CC : Central Depository Services (India) Ltd.
Phiroz Jeejeebhoy Towers
28th Floor, Dalal Street
Mumbai 400 023

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

Sr.No.	Particulars	Details
1.	Date of the AGM	30 July 2014
2.	Total number of shareholders on record date (Book Closure : 20 June, 2014 – 30 June, 2014, both days inclusive)	34518
3.	No. of Shareholders present in the meeting either in person or through proxy : Promoters and Promoter Group : Public :	 16 680
4	No. of Shareholders attended the meeting through Video Conferencing : Promoters and Promoter Group : Public :	Not arranged
5	Mode of Voting	E-voting



Item No. 1 – Ordinary Resolution**Adoption of Financial Statements and Reports of Board of Directors and Auditors for the year ended 31 March 2014**

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	65572309	65572209	99.99	65572209		100	-
Public-Institutional holders	48207669	35748531	74.16	35030796	717735	97.99	2.01
Public - Others	11155947	3441802	30.85	3441797	5	99.99	0.01
Total	124935925	104762542	83.85	104044802	717740	99.32	0.68

Item No. 2 – Ordinary Resolution**Declaration of Dividend.**

Promoter/Public	No. of shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favor	No. of Votes-against	% of Votes in favor 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	65572309	65572209	99.99	65572209	-	100	-
Public-Institutional holders	48207669	35782806	74.23	35782806	-	100	-
Public - Others	11155947	3441882	30.85	3441879	3	100	-
Total	124935925	104796897	83.88	104796894	3	100	-



Item No. 3 – Ordinary Resolution**Re-appointment of Mr. Sanjiv Goenka 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	65572309	65572209	99.99	65572209	-	100	-
Public-Institutional holders	48207669	36032806	74.74	34712540	1320266	96.34	3.66
Public - Others	11155947	3191882	28.61	3191779	103	100	-
Total	124935925	104796897	83.88	103476528	1320369	98.74	1.26

Item No. 4 – Ordinary Resolution**Re-appointment of Mr. Sanjay Kumar Pai 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	65572309	65572209	99.99	65572209		100	-
Public-Institutional holders	48207669	36032896	74.75	20450641	15582255	56.76	43.24
Public - Others	11155947	3191792	28.61	3191781	11	100.00	-
Total	124935925	104796897	83.88	89214631	15582266	85.13	14.87



Item No. 5 – Ordinary Resolution

Re-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	65572309	65572209	99.99	65572209	-	100.00	-
Public-Institutional holders	48207669	36108664	74.90	21839887	14268777	60.48	39.52
Public - Others	11155947	3112408	27.90	3112404	4	100.00	-
Total	124935925	104793281	83.88	90524500	14268781	86.38	36.62

Item No. 6 – Ordinary Resolution

Appointment of Mr. B.M. Khaitan as an Independent 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	65572309	65572209	99.99	65572209	-	100.00	-
Public-Institutional holders	48207669	36032806	74.74	34525294	1507512	95.82	4.18
Public - Others	11155947	3191879	28.61	3191875	4	100.00	-
Total	124935925	104796894	83.88	103289378	1507516	98.36	1.44



Item No. 7 – Ordinary Resolution

Appointment of Mr. Srikanth Narayan Menon as an Independent 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	65572309	65572209	99.99	65572209		100.00	-
Public-Institutional holders	48207669	36032806	74.74	24525611	11507195	68.06	31.94
Public - Others	11155947	3191733	28.61	3191630	103	100.00	-
Total	124935925	104796748	83.88	93289450	11507298	89.02	10.98

Item No. 8 – Ordinary Resolution

Appointment of Mr. Chandra Kumar Dhanuka as an Independent 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	65572309	65572209	99.99	65572209		100.00	-
Public-Institutional holders	48207669	36032806	74.74	35046077	986729	97.26	2.74
Public - Others	11155947	3191879	28.61	3191765	114	100.00	-
Total	124935925	104796894	83.88	103810051	986843	99.06	0.94



Item No. 9 – Ordinary Resolution

Appointment of Mr. Pradip Kumar Khaitan as an Independent 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	65572309	65572209	99.99	65572209		100.00	-
Public-Institutional holders	48207669	36032806	74.74	35111352	921454	97.44	2.56
Public - Others	11155947	3191879	28.61	3191816	63	100.00	-
Total	124935925	104796894	83.88	103875377	921517	99.12	0.88



Item No. 10 – Ordinary Resolution

Appointment of Ms Rekha Sethi as a Director and an Independent 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	65572309	65572209	99.99	65572209		100.00	-
Public-Institutional holders	48207669	36032806	74.74	36032806	-	100.00	-
Public - Others	11155947	3191879	28.61	3191716	163	99.99	0.01
Total	124935925	104796894	83.88	104796731	163	100.00	0.001

Item No. 11 – Special Resolution

Consent for security creation

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	65572309	65572209	99.99	65572209		10.00	-
Public-Institutional holders	48207669	36032806	74.74	35769394	263412	99.27	0.73
Public - Others	11155947	3191879	28.61	3191627	252	99.99	0.01
Total	124935925	104796894	83.88	104533230	263664	99.75	0.25



Item No. 12 – Special Resolution

Approval for revised Borrowing limit of Rs. 4500 crore.

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	65572309	65572209	99.99	65572209		100.00	-
Public-Institutional holders	48207669	36032806	74.74	36032806		100.00	-
Public - Others	11155947	3191879	28.61	3191734	145	100.00	-
Total	124935925	104796894	83.88	104796749	145	100.00	0.001

Item No. 13 – Ordinary Resolution

Ratification of remuneration of the Cost 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	65572309	65572209	99.99	65572209		100.00	-
Public-Institutional holders	48207669	35961524	74.60	35961524		100.00	-
Public - Others	11155947	3191879	28.61	3191797	82	100.00	-
Total	124935925	104725612	83.82	104725530	82	100.00	0.001





SCRUTINIZER'S REPORT

**[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3)(xi)
of the Companies (Management and Administration) Rules, 2014]**

To,
The Chairman of 36th Annual General Meeting of the Members of
CESC LIMITED
To be held on 30th day of July, 2014 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, has been appointed as a Scrutinizer by the Board of Directors of **CESC LIMITED** ("the Company") for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 ("the 2013 Act") read with Rule 20 of the Companies (Management & Administration) Rules, 2014 ("Rules") on the Resolutions contained in the Notice to the 36th Annual General Meeting (AGM) of the Members of the Company to be held on Wednesday, the 30th day of July, 2014 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 Companies Act, 2013 and Rules relating to e-voting on the resolutions contained in the Notice to the 36th Annual General Meeting (AGM) of the Members of the Company. My responsibility as a scrutinizer for the e-voting process is restricted to make Scrutinizer's Report of the votes cast "in favour" or "against" the Resolutions stated in the AGM Notice, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the authorized agency to provide e- voting facilities, engaged by the Company.
3. Further to the above , I submit my Report on the results of the e-voting as under:
 - i) The e-voting period remained open from Thursday, 24th July, 2014 (9:00 A.M) to Saturday, 26th July, 2014 (6:00 P.M)
 - ii) The Members of the Company as on the "cut – off" date i.e. 19th June, 2014 were entitled to vote on the Resolutions (Items 1 to 13 as set out in the Notice of the 36th AGM of the Company)
 - iii) The Votes cast were unblocked on 26th July, 2014 at 6:10 P.M in the presence of two witnesses, **Ms. Nilu Nigania** and **Ms. Vibha Jain** who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.
 - iv) Thereafter, the details containing *inter alia*, list of Equity Share Holders, who voted "for", "against" each of the resolutions that were put to vote, were generated from the e-voting website of National Securities Depository Limited("NSDL") i.e. <https://evoting.nsdli.com/> and based on such reports generated, the result of the e- voting is as under:

Nilu Nigania
(NILU NIGANIA)

Vibha Jain
(VIBHA JAIN)

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Item No. 1: ORDINARY RESOLUTION -

To adopt Audited Financial Statements and Reports of Board of Directors and Auditors for the year ended 31st March, 2014 and the Audited Consolidated Financial Statements of the Company for the year ended 31st March, 2014.

(i) Voted in **favour** of the Resolution :

Number of Members voted	Number of Votes cast by them	% of total number of valid Votes (Favour and Against)
152	104044802.000	99.315

(ii) Voted **against** the Resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid Votes (Favour and Against)
5	717740.000	0.685

(iii) **Invalid** votes:

Total number of Members whose votes were declared invalid	Total number of Votes cast by them
NIL	NIL

Item No. 2: ORDINARY RESOLUTION -

To declare Dividend.

(i) Voted in **favour** of the Resolution :

Number of Members voted	Number of Votes cast by them	% of total number of valid Votes (Favour and Against)
158	104796894.000	99.999

(ii) Voted **against** the Resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid Votes (Favour and Against)
2	3.000	0.001

(iii) **Invalid** votes:

Total number of Members whose votes were declared invalid	Total number of Votes cast by them
NIL	NIL

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Item No. 3: ORDINARY RESOLUTION -

To re-appoint Mr. Sanjiv Goenka as a Director of the Company.

(i) Voted in **favour** of the Resolution :

Number of Members voted	Number of Votes cast by them	% of total number of valid Votes(Favour and Against)
145	103476528.000	98.740

(ii) Voted **against** the Resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid Votes (Favour and Against)
15	1320369.000	1.260

(iii) Invalid votes:

Total number of Members whose votes were declared invalid	Total number of Votes cast by them
NIL	NIL

Item No. 4: ORDINARY RESOLUTION –

To re-appoint Mr. Sanjay Kumar Pai as a Director of the Company.

(i) Voted in **favour** of the Resolution :

Number of Members voted	Number of Votes cast by them	% of total number of valid Votes(Favour and Against)
100	89214631.000	85.131

(ii) Voted **against** the Resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid Votes (Favour and Against)
60	15582266.000	14.869

(iii) Invalid votes:

Total number of Members whose votes were declared invalid	Total number of Votes cast by them
NIL	NIL



Item No. 5:ORDINARY RESOLUTION -

To re-appoint M/s Lovelock & Lewes as Statutory Auditors.

(i) Voted **in favour** of the Resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid Votes(Favour and Against)
94	90524500.000	86.384

(ii) Voted **against** the Resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid Votes (Favour and Against)
65	14268781.000	13.616

(iii) Invalid votes:

Total number of Members whose votes were declared invalid	Total number of Votes cast by them
NIL	NIL

Item No. 6:ORDINARY RESOLUTION –

To appoint Mr. Brij Mohan Khaitan as an Independent Director.

(i) Voted **in favour** of the Resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid Votes(Favour and Against)
138	103289378.000	98.561

(ii) Voted **against** the Resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid Votes (Favour and Against)
21	1507516.000	1.439

(iii) Invalid votes:

Total number of Members whose votes were declared invalid	Total number of Votes cast by them
NIL	NIL

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Item No. 7: ORDINARY RESOLUTION –

To appoint Mr. Srikanth Narayan Menon as an Independent Director

(i) Voted in favour of the Resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid Votes(Favour and Against)
140	93289450.000	89.019

(ii) Voted against the Resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid Votes (Favour and Against)
18	11507298.000	10.981

(iii) Invalid votes:

Total number of Members whose votes were declared invalid	Total number of Votes cast by them
NIL	NIL

Item No. 8: ORDINARY RESOLUTION –

To appoint Mr. Chandra Kumar Dhanuka as an Independent Director

(i) Voted in favour of the Resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid Votes(Favour and Against)
144	103810051.000	99.058

(ii) Voted against the Resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid Votes (Favour and Against)
15	986843.000	0.942

(iii) Invalid votes:

Total number of Members whose votes were declared invalid	Total number of Votes cast by them
NIL	NIL

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Item No. 9: ORDINARY RESOLUTION –

To appoint Mr. Pradip Kumar Khaitan as an Independent Director

(i) Voted in favour of the Resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid Votes (Favour and Against)
150	103875377.000	99.121

(ii) Voted against the Resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid Votes (Favour and Against)
9	921517.000	0.879

(iii) Invalid votes:

Total number of Members whose votes were declared invalid	Total number of Votes cast by them
NIL	NIL

Item No. 10: ORDINARY RESOLUTION –

To appoint Ms. Rekha Sethi as a Director and an Independent Director.

(i) Voted in favour of the Resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid Votes (Favour and Against)
154	104796731.000	99.999

(ii) Voted against the Resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid Votes (Favour and Against)
5	163.000	0.001

(iii) Invalid votes:

Total number of Members whose votes were declared invalid	Total number of Votes cast by them
NIL	NIL

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Item No. 11: SPECIAL RESOLUTION –

To approve Mortgaging of Properties of the Company under Section 180(1)(a) of the Companies Act, 2013.

(i) Voted in favour of the Resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid Votes (Favour and Against)
148	104533230.000	99.748

(ii) Voted against the Resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid Votes (Favour and Against)
11	263664.000	0.252

(iii) Invalid votes:

Total number of Members whose votes were declared invalid	Total number of Votes cast by them
NIL	NIL

Item No. 12: SPECIAL RESOLUTION –

To approve revising of Borrowing limit of the Company under Section 180(1)(c) of the Companies Act, 2013.

(i) Voted in favour of the Resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid Votes (Favour and Against)
154	104796749.000	99.999

(ii) Voted against the Resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid Votes (Favour and Against)
5	145.000	0.001

(iii) Invalid votes:

Total number of Members whose votes were declared invalid	Total number of Votes cast by them
NIL	NIL

Item No. 13: ORDINARY RESOLUTION –

To ratify the Remuneration of M/s. Shome & Banerjee, Cost Auditors of the Company.

(i) Voted in **favour** of the Resolution :

Number of Members voted	Number of Votes cast by them	% of total number of valid Voted (Favour and Against)
152	104725530.000	99.999

(ii) Voted **against** the Resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid Votes (Favour and Against)
5	82.000	0.001

(iii) **Invalid votes:**

Total number of Members whose votes were declared invalid	Total number of Votes cast by them
NIL	NIL

Place: Kolkata
Date : 28th July, 2014

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Handwritten signature of Anil Murarka
(ANIL MURARKA)

FCS No. 3150
COP No. 1857