

CESC Limited

REPORT ON CORPORATE GOVERNANCE

Annexure I

1. Name of Listed Entity : CESC Limited


2. Quarter ended : SEPTEMBER 30, 2023

I. Composition of Board of Directors

Title (MR./MS.)	Name of the Director	PAN	DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Initial Date of Appointment	Date of Re-Appointment	Date of Cessation	Tenure (in months)	Date of Birth	Whether Special Resolutions passed [Refer Reg 17(A) of Listing Regulations]	Date of passing resolution	No. of Directorship in listed entities including this listed entity [Regulation 17A(1)]	No. of Independent Directorship in listed entities including this listed entity [Regulation 17A(1)]	No. of memberships in Audit/Stakeholder Committee(s) including this listed entity [Regulation 26(1)]	No. of post of Chairperson in Audit/ Stakeholder Committee including this listed entity [Regulation 26(1)]
DR	SANJIV GOENKA		00074796	CHAIRPERSON/NON-EXECUTIVE/ NON INDEPENDENT	29-Apr-89	03-Aug-20	-	NA	29-Jan-61	NA	-	5	0	5	3
MR	SHASHWAT GOENKA		03486121	VICE-CHAIRMAN/ NON-EXECUTIVE/ NON INDEPENDENT	14-Nov-19	04-Aug-23	-	NA	12-Apr-90	NA	-	5	0	3	1
MR	PRADIP KUMAR KHAITAN		00004821	NON-EXECUTIVE / NON INDEPENDENT	29-Oct-92	-	-	NA	25-Mar-41	YES	04-Aug-23	6	4	5	2
MR	CHANDRA KUMAR DHANUKA		00005684	NON-EXECUTIVE/ INDEPENDENT	01-Apr-14	01-Apr-19	-	114.00	19-Jan-54	NA	-	7	2	10	2
MS	REKHA SETHI		06809515	NON-EXECUTIVE/ INDEPENDENT	30-May-14	30-May-19	-	112.01	04-Nov-63	NA	-	5	5	3	0
MR	PRATIP CHAUDHURI		00915201	NON-EXECUTIVE/ INDEPENDENT	01-Oct-14	01-Oct-19	-	108.00	12-Sep-53	NA	-	4	3	5	0
MR	SUNIL MITRA		00113473	NON-EXECUTIVE/ INDEPENDENT	14-Nov-19	-	-	46.13	24-Jun-51	NA	-	3	3	5	3
MR	DEBANJAN MANDAL		00469622	NON-EXECUTIVE/ INDEPENDENT	10-May-21	-	-	28.18	26-Aug-73	NA	-	5	4	6	1
MR	RABI CHOWDHURY		06601588	EXECUTIVE	28-May-18	28-May-23	-	NA	12-Apr-60	NA	-	1	0	1	0
MR	DEBASISH BANERJEE		06443204	EXECUTIVE	28-May-18	28-May-23	-	NA	09-Jun-61	NA	-	1	0	0	0
Whether Regular Chairperson appointed				Yes											
Whether Chairperson is related to Managing Director or CEO				No											

II. Composition of Committees						
Name of Committee	Whether Regular Chairperson	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)	Date of Appointment	Date of Cessation	
1. Audit Committee	Yes	MR. CHANDRA KUMAR DHANUKA	CHAIRPERSON / NON-EXECUTIVE/ INDEPENDENT	30-May-14	-	
		DR. SANJIV GOENKA	NON-EXECUTIVE/ NON- INDEPENDENT	30-May-14	-	
		MR. PRATIP CHAUDHURI	NON-EXECUTIVE /INDEPENDENT	05-Feb-19	-	
		MS. REKHA SETHI	NON-EXECUTIVE /INDEPENDENT	14-Nov-19	-	
2. Nomination & Remuneration Committee	Yes	MR. CHANDRA KUMAR DHANUKA	CHAIRPERSON / NON-EXECUTIVE/ INDEPENDENT	30-May-14	-	
		DR. SANJIV GOENKA	NON-EXECUTIVE/ NON- INDEPENDENT	23-May-18	-	
		MR. PRADIP KUMAR KHAITAN	NON-EXECUTIVE/ NON- INDEPENDENT	30-May-14	-	
		MR. PRATIP CHAUDHURI	NON-EXECUTIVE/ INDEPENDENT	13-Jan-22		
		MS. REKHA SETHI	NON-EXECUTIVE/ INDEPENDENT	13-Jan-22		
		MR. DEBANJAN MANDAL	NON-EXECUTIVE/ INDEPENDENT	13-Jan-22		
3. Risk Management Committee	Yes	MR. PRADIP KUMAR KHAITAN	CHAIRPERSON / NON EXECUTIVE/ NON - INDEPENDENT	22-Sep-14	-	
		MR. PRATIP CHAUDHURI	NON-EXECUTIVE /INDEPENDENT	22-Sep-14	-	
		MR. RABI CHOWDHURY	EXECUTIVE DIRECTOR	28-May-18	-	
		MR. DEBASISH BANERJEE	EXECUTIVE DIRECTOR	11-Nov-21		
		NON-BOARD MEMBERS:				
		MR. RAJARSHI BANERJEE	ED & CFO	22-Sep-14		
		MR. GAUTAM RAY	ED (HR & ADMIN.)	22-Sep-14		
		MS. GARGI CHATTERJEA	ED (REGULATORY AFFAIRS & CORPORATE SERVICES)	11-Nov-21		
4. Stakeholders Relationship Committee	Yes	DR. SANJIV GOENKA	CHAIRPERSON / NON EXECUTIVE/ NON - INDEPENDENT	30-May-14	-	
		MR. RABI CHOWDHURY	EXECUTIVE DIRECTOR	28-May-18	-	
		MR. PRATIP CHAUDHURI	NON-EXECUTIVE /INDEPENDENT	05-Feb-19	-	
5. Corporate Social Responsibility Committee	Yes	DR. SANJIV GOENKA	CHAIRPERSON / NON EXECUTIVE/ NON - INDEPENDENT	30-May-14	-	
		MR. CHANDRA KUMAR DHANUKA	NON-EXECUTIVE/ INDEPENDENT	23-May-18	-	
		MR. RABI CHOWDHURY	EXECUTIVE DIRECTOR	28-May-18	-	

III. Meeting of Board of Directors					
Date(s) of Meeting in the previous quarter	Date(s) of Meeting in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of Independent Directors present	Maximum gap between any two consecutive meetings (in number of days)
22-May-23	04-Aug-23	Yes	7	3	73
IV. Meeting of Committees					
Date(s) of Meeting of the committee in the relevant quarter	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
<u>Audit Committee</u>					
04-Aug-23	Yes	3	2	22-May-23	73
<u>Nomination and Remuneration Committee</u>					
04-Aug-23	Yes	3	2	22-May-23	NA
<u>Risk Management Committee</u>					
04-Aug-23	NA	4	1	NA	NA
<u>Stakeholders Relationship Committee</u>					
04-Aug-23	Yes	3	1	22-May-23	73
<u>Corporate Social Responsibility Committee</u>					
NA	Yes	3	1	22-May-23	-

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)
Whether prior approval of Audit Committee obtained	Yes*
Whether shareholder approval obtained for material RPT	NA**
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes
*Omnibus prior approval of Audit Committee obtained.	
**During the quarter ended September 30, 2023, the Company had entered into material related party transaction(s) for purchase of electricity from Haldia Energy Limited (HEL), a wholly owned subsidiary and as per SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, as amended, the requirement of having approval of the shareholders of the Company for the said transaction(s) is not applicable.	
VI. Affirmations	
<p>1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p> <p>2. The composition of the following committees are in terms of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 :</p> <p>a. Audit Committee</p> <p>b. Nomination & Remuneration Committee</p> <p>c. Stakeholders Relationship Committee</p> <p>d. Risk Management Committee</p> <p>3. The Committee members have been made aware of their powers, roles and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p> <p>4. The meetings of the Board of Directors and the above Committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p> <p>5. The report submitted in the previous quarter has been placed and was noted by the Board of Directors.</p>	
 Jagdish Patra Company Secretary & Compliance Officer	

Details of Cyber security incidence

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter

No

Date of the event

Brief details of the event

Annexure III				
III. Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	No	Mr. Pratip Chaudhuri and Ms. Rekha Sethi, members of the Audit Committee, attended the Annual General Meeting and were authorised by the Board of Directors of the Company on May 22, 2023 to reply the shareholder's queries in absence of Mr. Chandra Kumar Dhanuka, Chairman of the Audit Committee.
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	No	As per Regulation 19(3) of SEBI (LODR) Regulation 2015, the Chairman of the Nomination and Remuneration Committee may attend the Annual General Meeting (AGM) to answer the shareholders' queries. In view of this, Dr. Sanjiv Goenka, member of the NRC Committee and Chairman of the Company was present at the AGM to answer the shareholders' queries in absence of Mr. Chandra Kumar Dhanuka.
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	
6	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	
7	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	

CESC Limited

Half - Yearly compliance Report on Corporate Governance

Half year ending : September 30, 2023

I. Disclosure of Loans guarantees / comfort letters / securities etc.

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to: NIL

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	-	-
Promoter Group or any other entity controlled by them	-	-
Directors (including relatives) or any other entity controlled by them	-	-
KMPs or any other entity controlled by them	-	-

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by: NIL

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any)
Promoter or any other entity controlled by them	-	-	-
Promoter Group or any other entity controlled by them	-	-	-
Directors (including relatives) or any other entity controlled by them	-	-	-
KMPs or any other entity controlled by them	-	-	-

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by: NIL

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	-	-	-
Promoter Group or any other entity controlled by them	-	-	-
Directors (including relatives) or any other entity controlled by them	-	-	-
KMPs or any other entity controlled by them	-	-	-

Note: Loans/ guarantees / comfort letters are provided by the Company to/for its subsidiary(ies)/joint venture whose accounts are consolidated with the Company.**II. Affirmations:**

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the Company. - **NOT APPLICABLE**



Rajarshi Banerjee
Executive Director & CFO

October 18, 2023