

CESC Limited

REPORT ON CORPORATE GOVERNANCE

Annexure I

1. Name of Listed Entity : CESC Limited

2. Quarter ended : DECEMBER 31, 2024

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) & 17A(2)]	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	Non-Executive - Non Independent Director	29-04-1989	03-08-2020	-	NA	29-01-1961	NA	-	5	0	5	3
MR.	SHASHWAT GOENKA		03486121	Non-Executive - Non Independent Director	14-11-2019	04-08-2023	-	NA	12-04-1990	NA	-	5	0	4	1
MR.	PRADIP KUMAR KHAITAN		00004821	Non-Executive - Non Independent Director	29-10-1992	29-10-1992	-	NA	25-03-1941	YES	21-Aug-24	2	0	0	0
MR.	SUNIL MITRA		00113473	Non-Executive - Independent Director	14-11-2019	14-11-2024	-	61.13	24-06-1951	NA	-	3	3	2	0
MR.	DEBANJAN MANDAL		00469622	Non-Executive - Independent Director	10-05-2021	10-05-2021	-	43.18	26-08-1973	NA	-	5	5	6	1
MR.	ARJUN KUMAR		00139736	Non-Executive - Independent Director	19-01-2024	19-01-2024	-	11.12	01-02-1970	NA	-	2	2	3	2
MR.	BRAJESH SINGH		10335052	Executive Director	28-05-2024	28-05-2024	-	NA	01-07-1964	NA	-	1	0	1	0
MR.	VINEET SIKKA		10627000	Executive Director	28-05-2024	28-05-2024	-	NA	12-05-1967	NA	-	1	0	0	0
MS.	KUSUM DADOO		06967827	Non-Executive - Independent Director	23-05-2024	23-05-2024	-	7.07	02-01-1953	NA	-	4	4	6	1
MR.	PARAS KUMAR CHOWDHARY		00076807	Non-Executive - Independent Director	09-08-2024	09-08-2024	-	4.22	01-10-1951	NA	-	2	1	3	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 appointed	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	MR. ARJUN KUMAR	CHAIRPERSON / NON-EXECUTIVE/ INDEPENDENT	19-Jan-24	-
		DR. SANJIV GOENKA	NON-EXECUTIVE/ NON- INDEPENDENT	30-May-14	-
		MR. DEBANJAN MANDAL	NON-EXECUTIVE /INDEPENDENT	12-Nov-24	-
		MS. KUSUM DADOO	NON-EXECUTIVE /INDEPENDENT	30-May-24	-
		MR. PARAS KUMAR CHOWDHURY	NON-EXECUTIVE /INDEPENDENT	09-Aug-24	-
2. Nomination & Remuneration Committee	Yes	MR. ARJUN KUMAR	CHAIRPERSON / NON-EXECUTIVE/ INDEPENDENT	19-Jan-24	-
		DR. SANJIV GOENKA	NON-EXECUTIVE/ NON- INDEPENDENT	23-May-18	-
		MR. PRADIP KUMAR KHAITAN	NON-EXECUTIVE/ NON- INDEPENDENT	30-May-14	-
		MR. PARAS KUMAR CHOWDHARY	NON-EXECUTIVE/ INDEPENDENT	09-Aug-24	-
		MR. DEBANJAN MANDAL	NON-EXECUTIVE/ INDEPENDENT	13-Jan-22	-
		MR. KUSUM DADOO	NON-EXECUTIVE/ INDEPENDENT	30-May-24	-
3. Risk Management Committee	Yes	MR. PRADIP KUMAR KHAITAN	CHAIRPERSON / NON EXECUTIVE/ NON - INDEPENDENT	22-Sep-14	-
		MR. PARAS KUMAR CHOWDHARY	NON-EXECUTIVE /INDEPENDENT	09-Aug-24	-
		MR. BRAJESH SINGH	EXECUTIVE DIRECTOR	28-May-24	-
		MR. VINEET SIKKA	EXECUTIVE DIRECTOR	28-May-24	-
		<u>NON-BOARD MEMBERS:</u>			
		MR. RAJARSHI BANERJEE	ED & CFO	22-Sep-14	-
		MS. GARGI CHATTERJEA	ED (REGULATORY AFFAIRS & CORPORATE SERVICES)	11-Nov-21	-
		MR. SUBIR VERMA	ED & CHRO	28-May-24	-
4. Stakeholders Relationship Committee	Yes	DR. SANJIV GOENKA	CHAIRPERSON / NON EXECUTIVE/ NON INDEPENDENT	30-05-2024	-
		MR. PARAS KUMAR CHOWDHARY	NON-EXECUTIVE /INDEPENDENT	09-Aug-24	-
		MR. BRAJESH SINGH	EXECUTIVE DIRECTOR	28-May-24	-
5. Corporate Social Responsibility Committee		DR. SANJIV GOENKA	CHAIRPERSON / NON EXECUTIVE/ NON - INDEPENDENT	30-May-14	-
		MR. ARJUN KUMAR	NON-EXECUTIVE /INDEPENDENT	19-Jan-24	-
		MR. VINEET SIKKA	EXECUTIVE DIRECTOR	28-May-24	-

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)
09-Aug-24	12-Nov-24	Yes	10	5	94
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>					
12-Nov-24	Yes	4	3	09-Aug-24	
					94
<u>Nomination and Remuneration Committee</u>					
NA	NA	NA	NA	09-Aug-24	NA
<u>Risk Management Committee</u>					
NA	NA	NA	NA	09-Aug-24	NA
<u>Stakeholders Relationship Committee</u>					
12-Nov-24	Yes	3	1	09-Aug-24	94
<u>Corporate Social Responsibility Committee</u>					
NA	NA	NA	NA	NA	NA

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

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 December 31, 2024, 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>	
<div style="display: flex; justify-content: space-between; align-items: center;"> <div style="text-align: center;">  Jagdish Patra Company Secretary & Compliance Officer 19-Jan-25 </div> <div style="text-align: center;">  </div> </div>	

Annexure III

III. Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)
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)	Yes
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
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
Any other information to be provided			

Annexure III

1	Name of signatory	JAGDISH PATRA
2	Designation	Company Secretary and Compliance Officer

