

**CESC Limited**

**REPORT ON CORPORATE GOVERNANCE**

**Annexure I**

1. Name of Listed Entity : CESC Limited

2. Quarter ended : SEPTEMBER 30, 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	3	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.	PRATIP CHAUDHURI		00915201	Non-Executive - Independent Director	01-10-2014	01-10-2019	30-09-2024 (Tenure Completion)	120.00	12-09-1953	NA	-	3	2	5	0
MR.	SUNIL MITRA		00113473	Non-Executive - Independent Director	14-11-2019	14-11-2019		58.13	24-06-1951	NA	-	3	3	2	0
MR.	DEBANJAN MANDAL		00469622	Non-Executive - Independent Director	10-05-2021	10-05-2021	-	40.18	26-08-1973	NA	-	6	6	6	1
MR.	ARJUN KUMAR		00139736	Non-Executive - Independent Director	19-01-2024	19-01-2024	-	8.12	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	-	4.07	02-01-1953	NA	-	4	4	6	1
MR.	PARAS KUMAR CHOWDHARY		00076807	Non-Executive - Independent Director	09-08-2024	09-08-2024	-	1.22	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. PRATIP CHAUDHURI	NON-EXECUTIVE /INDEPENDENT	05-Feb-19	30-Sep-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. PRATIP CHAUDHURI	NON-EXECUTIVE/ INDEPENDENT	13-Jan-22	30-Sep-24
		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. PRATIP CHAUDHURI	NON-EXECUTIVE /INDEPENDENT	22-Sep-14	30-Sep-24
		MR. BRAJESH SINGH	EXECUTIVE DIRECTOR	28-May-24	-
		MR. VINEET SIKKA	EXECUTIVE DIRECTOR	28-May-24	-
		<b><u>NON-BOARD MEMBERS:</u></b>			
		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. PRATIP CHAUDHURI	NON-EXECUTIVE /INDEPENDENT	05-Feb-19	30-Sep-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)
03-Apr-24	09-Aug-24	Yes	9	4	77
23-05-2024					
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>					
09-Aug-24	Yes	4	3	03-Apr-24	
				23-05-2024	77
<u>Nomination and Remuneration Committee</u>					
09-Aug-24	Yes	6	4	23-May-24	NA
<u>Risk Management Committee</u>					
09-Aug-24	Yes	4	1		NA
<u>Stakeholders Relationship Committee</u>					
09-Aug-24	Yes	3	1	23-May-24	77
<u>Corporate Social Responsibility Committee</u>					
NA	NA	NA	NA	23-May-24	NA



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, 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 &amp; 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: left;">   <b>Jagdish Patra</b>            Company Secretary &amp; Compliance Officer            09-Oct-24         </div> <div style="text-align: center;">  </div> </div>	

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)
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



## CESC Limited

## Half - Yearly compliance Report on Corporate Governance

Half year ending : September 30, 2024

**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 9, 2024