

**CESC Limited**

**REPORT ON CORPORATE GOVERNANCE**

Annexure I

1. Name of Listed Entity : CESC Limited

2. Quarter ended : JUNE 30, 2024

**1. Composition of Board of Directors**

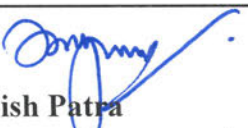

Title (MR/MS.)	Name of the Director	PAN	DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Initial Date of Appointment	Date of Re-Appointment	Date of Cessation	Tenure (in months)	Date of Birth	Whether Special Resolutions passed [Refer Reg 17(A) of Listing Regulations]	Date of passing 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 Committees 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 KULJAR KHAITAN		00004821	NON-EXECUTIVE / NON INDEPENDENT	29-Oct-92	-	-	NA	25-Mar-41	YES	04-Aug-23	4	2	3	2
MS	REKHA SET-II		06809515	NON-EXECUTIVE/ INDEPENDENT	30-Mar-14	30-Mar-19	29-05-2024 (Tenure Completion)	120.00	04-Nov-63	NA	-	4	4	3	0
MR	PRATIP CHAUDHURI		00915201	NON-EXECUTIVE/ INDEPENDENT	01-Oct-14	01-Oct-19	-	117.00	12-Sep-53	NA	-	3	2	5	0
MR	SUNIL MITTA		00113473	NON-EXECUTIVE/ INDEPENDENT	14-Nov-19	-	-	55.13	24-Jun-51	NA	-	3	3	3	1
MR	DEBANJAN MANDAL		00469622	NON-EXECUTIVE/ INDEPENDENT	10-Mar-21	-	-	37.18	26-Aug-73	NA	-	6	6	6	1
MR	RABI CHOWDHURY		06601588	EXECUTIVE	28-Mar-18	28-Mar-23	27-05-2024 (Tenure Completion)	NA	12-Apr-60	NA	-	1	0	1	0
MR	DEBASISH BANERJEE		06443204	EXECUTIVE	28-Mar-18	28-Mar-23	27-05-2024 (Tenure Completion)	NA	09-Jun-61	NA	-	1	0	0	0
MR	ARJUN KUMAR		00139736	NON-EXECUTIVE/ INDEPENDENT	19-Jan-24	-	-	5.12	01-Feb-70	NA	-	2	2	3	2
MR	BJAJESH SINGH		10335052	EXECUTIVE	28-Mar-24	-	-	NA	01-Jul-64	NA	-	1	0	1	0
MR	VINEET SIKKA		10627000	EXECUTIVE	28-Mar-24	-	-	NA	12-Mar-67	NA	-	1	0	0	0
MS	KUSUM DADOO		06967827	NON-EXECUTIVE/ INDEPENDENT	23-Mar-24	-	-	1.07	02-Jan-53	NA	-	4	4	6	1
<b>Whether Regular Chairperson appointed</b>				Yes											
<b>Whether Chairperson is related to Managing Director or CEO</b>				No											

<b>II. Composition of Committees</b>						
<b>Name of Committee</b>	<b>Whether Regular Chairperson</b>	<b>Name of Committee Members</b>	<b>Category (Chairperson/Executive/Non-Executive/independent/Nominee)</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>	
1. Audit Committee	Yes	MR. ARJUN KUMAR	CHAIRPERSON / NON-EXECUTIVE/ INDEPENDENT (w.e.f April 1, 2024)	19-Jan-24	-	
		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	29-May-24	
		MS. KUSUM DADOO	NON-EXECUTIVE /INDEPENDENT	30-May-24	-	
2. Nomination & Remuneration Committee	Yes	MR. ARJUN KUMAR	CHAIRPERSON / NON-EXECUTIVE/ INDEPENDENT (w.e.f April 1, 2024)	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	-	
		MS. REKHA SETHI	NON-EXECUTIVE/ INDEPENDENT	13-Jan-22	29-May-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	-	
		MR. RABI CHOWDHURY	EXECUTIVE DIRECTOR	28-May-18	27-May-24	
		MR. DEBASISH BANERJEE	EXECUTIVE DIRECTOR	11-Nov-21	27-May-24	
		MR. BRAJESH SINGH	EXECUTIVE DIRECTOR	28-May-24	-	
		MR. VINEET SIKKA	EXECUTIVE DIRECTOR	28-May-24	-	
		<b>NON-BOARD MEMBERS:</b>				
		MR. RAJARSHI BANERJEE	ED & CFO	22-Sep-14	-	
		MR. GAUTAM RAY	ED (HR & ADMIN.)	22-Sep-14	28-May-24	
		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-May-14	-	
		MR. RABI CHOWDHURY	EXECUTIVE DIRECTOR	28-May-18	27-May-24	
		MR. PRATIP CHAUDHURI	NON-EXECUTIVE /INDEPENDENT	05-Feb-19	-	
		MR. BRAJESH SINGH	EXECUTIVE DIRECTOR	28-May-24	-	
5. Corporate Social Responsibility Committee	Yes	DR. SANJIV GOENKA	CHAIRPERSON / NON EXECUTIVE/ NON - INDEPENDENT	30-May-14	-	
		MR. RABI CHOWDHURY	EXECUTIVE DIRECTOR	28-May-18	27-May-24	
		MR. ARJUN KUMAR	NON-EXECUTIVE /INDEPENDENT	19-Jan-24	-	
		MR. VINEET SIKKA	EXECUTIVE DIRECTOR	28-May-24	-	

<b>III. Meeting of Board of Directors</b>					
<b>Date(s) of Meeting in the previous quarter</b>	<b>Date(s) of Meeting in the relevant quarter</b>	<b>Whether requirement of Quorum met (Yes/No)</b>	<b>Number of Directors present</b>	<b>Number of Independent Directors present</b>	<b>Maximum gap between any two consecutive meetings (in number of days)</b>
19-Jan-24	03-Apr-24	Yes	10	5	74
-	23-May-24	Yes	8	4	49

**IV. Meeting of Committees**

<b>Date(s) of Meeting of the committee in the relevant quarter</b>	<b>Whether requirement of Quorum met</b>	<b>Number of Directors present</b>	<b>Number of Independent Directors present</b>	<b>Date(s) of meeting of the committee in the previous quarter</b>	<b>Maximum gap between any two consecutive meetings in number of days</b>
<b><u>Audit Committee</u></b>					
03-Apr-24	Yes	3	2	19-Jan-24	74
23-May-24	Yes	3	2	-	49
<b><u>Nomination and Remuneration Committee</u></b>					
23-May-24	Yes	4	2	19-Jan-24	NA
<b><u>Risk Management Committee</u></b>					
NA	NA	NA	NA	19-Jan-24	NA
<b><u>Stakeholders Relationship Committee</u></b>					
23-May-24	Yes	3	1	19-Jan-24	124
<b><u>Corporate Social Responsibility Committee</u></b>					
23-May-24	Yes	3	1	19-Jan-24	-

<b>V. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>
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 June 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.	
<b>VI. Affirmations</b>	
<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>	
 <b>Jagdish Patra</b> <b>Company Secretary &amp; Compliance Officer</b> <b>19-Jul-24</b>	

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