

**CESC Limited**

**REPORT ON CORPORATE GOVERNANCE**

Annexure I

1. Name of Listed Entity : CESC Limited

2. Quarter ended : DECEMBER 31, 2022

**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 held in listed entities including this listed entity [Regulation 26(1)]
DR	SANJIV GOENKA	██████████ & 00074796	CHAIRPERSON/NON-EXECUTIVE	29-Apr-89	03-Aug-20	-	NA	29-Jan-61	NA	-	6	0	6	4
MR	SHASHWAT GOENKA	██████████ & 03486121	VICE-CHAIRMAN/ NON-EXECUTIVE/ NON INDEPENDENT	14-Nov-19	-	-	NA	12-Apr-90	NA	-	5	0	3	0
MR	PRADIP KUMAR KHAITAN	██████████ & 00004821	NON-EXECUTIVE / NON INDEPENDENT	29-Oct-92	-	-	NA	25-Mar-41	YES	29-Jul-22	6	4	5	2
MR	CHANDRA KUMAR DHANUKA	██████████ & 00005684	NON-EXECUTIVE/ INDEPENDENT	01-Apr-14	01-Apr-19	31-Mar-24	105	19-Jan-54	NA	-	7	2	10	2
MS	REKHA SETHI	██████████ & 06809515	NON-EXECUTIVE/ INDEPENDENT	30-May-14	30-May-19	29-May-24	103	04-Nov-63	NA	-	4	4	3	0
MR	PRATIP CHAUDHURI	██████████ & 00915201	NON-EXECUTIVE/ INDEPENDENT	01-Oct-14	01-Oct-19	30-Sep-24	99	12-Sep-53	NA	-	4	3	5	0
MR	SUNIL MITRA	██████████ & 00113473	NON-EXECUTIVE/ INDEPENDENT	14-Nov-19	-	13-Nov-24	37	24-Jun-51	NA	-	3	3	5	0
MR	DEBANJAN MANDAL	██████████ & 00469622	NON-EXECUTIVE/ INDEPENDENT	10-May-21	-	09-May-26	20	26-Aug-73	NA	-	4	4	6	0
MR	RABI CHOWDHURY	██████████ & 06601588	EXECUTIVE	28-May-18	18-Aug-21	27-May-23	NA	12-Apr-60	NA	-	1	0	1	0
MR	DEBASISH BANERJEE	██████████ & 06443204	EXECUTIVE	28-May-18	29-Jul-22	27-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	CHANDRA KUMAR DHANUKA	CHAIRPERSON / NON-EXECUTIVE/ INDEPENDENT	30-May-14	-
		SANJIV GOENKA	NON-EXECUTIVE/ NON- INDEPENDENT	30-May-14	-
		PRATIP CHAUDHURI	NON-EXECUTIVE /INDEPENDENT	05-Feb-19	-
		REKHA SETHI	NON-EXECUTIVE /INDEPENDENT	14-Nov-19	-
2. Nomination & Remuneration Committee	Yes	CHANDRA KUMAR DHANUKA	CHAIRPERSON / NON-EXECUTIVE/ INDEPENDENT	30-May-14	-
		SANJIV GOENKA	NON-EXECUTIVE/ NON- INDEPENDENT	23-May-18	-
		PRADIP KUMAR KHAITAN	NON-EXECUTIVE/ NON- INDEPENDENT	30-May-14	-
		PRATIP CHAUDHURI	NON-EXECUTIVE/ INDEPENDENT	13-Jan-22	
		REKHA SETHI	NON-EXECUTIVE/ INDEPENDENT	13-Jan-22	
		DEBANJAN MANDAL	NON-EXECUTIVE/ INDEPENDENT	13-Jan-22	
3. Risk Management Committee	Yes	PRADIP KUMAR KHAITAN	CHAIRPERSON / NON EXECUTIVE/ NON - INDEPENDENT	22-Sep-14	-
		PRATIP CHAUDHURI	NON-EXECUTIVE /INDEPENDENT	22-Sep-14	-
		RABI CHOWDHURY	EXECUTIVE DIRECTOR	28-May-18	-
		DEBASISH BANERJEE	EXECUTIVE DIRECTOR	11-Nov-21	
4. Stakeholders Relationship Committee	Yes	SANJIV GOENKA	CHAIRPERSON / NON EXECUTIVE/ NON - INDEPENDENT	30-May-14	-
		RABI CHOWDHURY	EXECUTIVE DIRECTOR	28-May-18	-
		PRATIP CHAUDHURI	NON-EXECUTIVE /INDEPENDENT	05-Feb-19	-
5. Corporate Social Responsibility Committee	Yes	SANJIV GOENKA	CHAIRPERSON / NON EXECUTIVE/ NON - INDEPENDENT	30-May-14	-
		CHANDRA KUMAR DHANUKA	NON-EXECUTIVE/ INDEPENDENT	23-May-18	-
		RABI CHOWDHURY	EXECUTIVE DIRECTOR	28-May-18	-



<b>III. Meeting of Board of Directors</b>					
<b>Date of Meeting in the previous quarter</b>	<b>Date 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>
10-Aug-22	14-Nov-22	Yes	10	5	95
<b>IV. Meeting of Committees</b>					
<b>Date 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 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>					
14-Nov-22	Yes	4	3	10-Aug-22	95
<b><u>Nomination and Remuneration Committee</u></b>					
None	NA	NA	NA	10-Aug-22	NA
<b><u>Risk Management Committee</u></b>					
None	NA	NA	NA	28-Sep-22	NA
<b><u>Stakeholders Relationship Committee</u></b>					
14-Nov-22	Yes	3	1	10-Aug-22	95
<b><u>Corporate Social Responsibility Committee</u></b>					
None	NA	NA	NA	None	-



<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 December 31, 2022, 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>	
January 18, 2023	