

CESC Limited
REPORT ON CORPORATE GOVERNANCE

Annexure I

1. Name of Listed Entity : CESC Limited

2. Quarter ended : MARCH 31, 2022

I. Composition of Board of Directors

Title (MR./MS.)	Name of the Director	PAN & DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Date of Birth	Whether Special Resolutions passed [Refer Reg 17(A) of Listing Regulations]	Date of passing resolution	Initial Date of Appointment	Date of Re-Appointment	Date of Cessation	Tenure (in months)	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	AEFPG4689G & 00074796	CHAIRPERSON/NON-EXECUTIVE	29-Jan-61	NA	-	29-Apr-89	03-Aug-20.	-	NA	6	0	6	4
MR	SHASHWAT GOENKA	AOUPG0553L & 03486121	VICE-CHAIRMAN/ NON-EXECUTIVE/ NON INDEPENDENT	12-Apr-90	NA	-	14-Nov-19	-	-	NA	5	0	3	0
MR	PRADIP KUMAR KHAITAN	AFYPK7991R & 00004821	NON-EXECUTIVE / NON INDEPENDENT	25-Mar-41	YES	18-Aug-21	29-Oct-92	-	-	NA	7	5	6	2
MR	CHANDRA KUMAR DHANUKA	ADGPD0857K & 00005684	NON-EXECUTIVE/ INDEPENDENT	19-Jan-54	NA	-	01-Apr-14	01-Apr-19	31-Mar-24	96	7	2	10	2
MS	REKHA SETHI	APLPS9964D & 06809515	NON-EXECUTIVE/ INDEPENDENT	04-Nov-63	NA	-	30-May-14	30-May-19	29-May-24	94	4	4	3	0
MR	PRATIP CHAUDHURI	AAGPC0974K & 00915201	NON-EXECUTIVE/ INDEPENDENT	12-Sep-53	NA	-	01-Oct-14	01-Oct-19	30-Sep-24	90	5	4	7	0
MR	SUNIL MITRA	AEMPM5982P & 00113473	NON-EXECUTIVE/ INDEPENDENT	24-Jun-51	NA	-	14-Nov-19	-	13-Nov-24	28	3	3	4	0
MR	DEBANJAN MANDAL	AANPM6755B & 00469622	NON-EXECUTIVE/ INDEPENDENT	26-Aug-73	NA	-	10-May-21	-	09-May-26	11	4	4	6	0
MR	RABI CHOWDHURY	ACHPC5509K & 06601588	EXECUTIVE	12-Apr-60	NA	-	28-May-18	18-Aug-21	27-May-23	NA	1	0	1	0
MR	DEBASISH BANERJEE	ACXPB2197G & 06443204	EXECUTIVE	09-Jun-61	NA	-	28-May-18	-	27-May-23	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	-



III. Meeting of Board of Directors					
Date of Meeting in the previous quarter	Date 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)
11-Nov-21	13-Jan-22	Yes	10	5	62

IV. Meeting of Committees					
Date of Meeting of the committee in the relevant quarter	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present	Date of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
<u>Audit Committee</u>					
13-Jan-22	Yes	4	3	11-Nov-21	62
<u>Nomination and Remuneration Committee</u>					
None	NA	NA	NA	None	-
<u>Risk Management Committee</u>					
22-Mar-22	Yes	4	1	29-Oct-21	143
<u>Stakeholders Relationship Committee</u>					
13-Jan-22	Yes	3	1	11-Nov-21	62
<u>Corporate Social Responsibility Committee</u>					
13-Jan-22	Yes	3	1	None	-



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.	
**None of the Related Party Transaction(s) entered during the quarter ended March 31, 2022 requires the approval of the shareholders as per the provisions of Listing Regulations, 2015.	
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 is 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, role 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	
	19.04.2022

ANNEXURE II

I. Disclosure on website in terms of listing Regulations

Item	Compliance status (Yes/No/NA)	Web Address
Details of business	Yes	https://www.cesc.co.in/
Terms and conditions of appointment of independent directors	Yes	https://www.cesc.co.in/
Composition of various committees of board of directors	Yes	https://www.cesc.co.in/
Code of conduct of board of directors and senior management personnel	Yes	https://www.cesc.co.in/
Details of establishment of vigil mechanism/ whistle blower policy	Yes	https://www.cesc.co.in/
Criteria of making payments to non-executive directors	Yes	https://www.cesc.co.in/
Policy on dealing with related party transactions	Yes	https://www.cesc.co.in/
Policy for determining 'material' subsidiaries	Yes	https://www.cesc.co.in/
Details of familiarization programmes imparted to independent directors	Yes	https://www.cesc.co.in/
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	https://www.cesc.co.in/
Email address for grievance redressal and other relevant details	Yes	https://www.cesc.co.in/
Financial results	Yes	https://www.cesc.co.in/
Shareholding pattern	Yes	https://www.cesc.co.in/
Details of agreements entered into with the media companies and / or their associates	NA	-
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes	https://www.cesc.co.in/
New name and the old name of the listed entity	NA	-
Advertisements as per regulation 47 (1)	Yes	https://www.cesc.co.in/
Credit rating or revision in credit rating obtained	Yes	https://www.cesc.co.in/
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	https://www.cesc.co.in/
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	https://www.cesc.co.in/
Materiality Policy as per Regulation 30	Yes	https://www.cesc.co.in/
Dividend Distribution policy as per Regulation 43A (as applicable)	Yes	https://www.cesc.co.in/
It is certified that these contents on the website of the listed entity are correct	Yes	https://www.cesc.co.in/

II. Annual Affirmations

Particulars	Regulation Number	Compliance status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1), 17(1A) & 17(1B)	Yes
Meeting of Board of directors	17(2)	Yes
Quorum of Board meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of Board	17(11)	Yes
Maximum number of Directorships	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination and Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes
Meeting of Stakeholders Relationship Committee	20(3A)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Meeting of Risk Management Committee	21(3A)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	NA
Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	Yes
Maximum Tenure	25(2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
D & O Insurance for Independent Directors	25(10)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

III Affirmations:

The listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.



Jagdish Patra
 Company Secretary

19.04.2022

Annexure IV

CESC Limited

Half - Yearly compliance Report on Corporate Governance

Half year ending : March 31, 2022

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 invocation)
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: The Company has not given any loan / guarantee/ comfort letter/ securities to persons referred to in this table.**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.



Rabi Chowdhury

Managing Director (Generation)

19.04.2022

