

**CESC Limited**

**REPORT ON CORPORATE GOVERNANCE**

Annexure I

1. Name of Listed Entity : CESC Limited  
 2. Quarter ended : SEPTEMBER 30, 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	AEFPG4689G & 00074796	CHAIRPERSON/NON-EXECUTIVE	29-Apr-89	03-Aug-20	-	NA	29-Jan-61	NA	-	6	0	6	4
MR	SHASHWAT GOENKA	AOUPG0553L & 03486121	VICE-CHAIRMAN/ NON-EXECUTIVE/ NON INDEPENDENT	14-Nov-19	-	-	NA	12-Apr-90	NA	-	5	0	3	0
MR	PRADIP KUMAR KHAITAN	AFYPK7991R & 00004821	NON-EXECUTIVE / NON INDEPENDENT	29-Oct-92	-	-	NA	25-Mar-41	YES	29-Jul-22	5	5	5	2
MR	CHANDRA KUMAR DHANUKA	ADGPD0857K & 00005684	NON-EXECUTIVE/ INDEPENDENT	01-Apr-14	01-Apr-19	31-Mar-24	102	19-Jan-54	NA	-	7	2	10	2
MS	REKHA SETHI	APLPS9964D & 06809515	NON-EXECUTIVE/ INDEPENDENT	30-May-14	30-May-19	29-May-24	100	04-Nov-63	NA	-	4	4	3	0
MR	PRATIP CHAUDHURI	AAGPC0974K & 00915201	NON-EXECUTIVE/ INDEPENDENT	01-Oct-14	01-Oct-19	30-Sep-24	96	12-Sep-53	NA	-	4	3	6	0
MR	SUNIL MITRA	AEMPM5982P & 00113473	NON-EXECUTIVE/ INDEPENDENT	14-Nov-19	-	13-Nov-24	34	24-Jun-51	NA	-	3	3	5	0
MR	DEBANJAN MANDAL	AANPM6755B & 00469622	NON-EXECUTIVE/ INDEPENDENT	10-May-21	-	09-May-26	17	26-Aug-73	NA	-	4	4	6	0
MR	RABI CHOWDHURY	ACHPC5509K & 06601588	EXECUTIVE	28-May-18	18-Aug-21	27-May-23	NA	12-Apr-60	NA	-	1	0	1	0
MR	DEBASISH BANERJEE	ACXPB2197G & 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											



<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	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>
13-May-22	10-Aug-22	Yes	10	5	88

#### **IV. Meeting of Committees**

<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>					
10-Aug-22	Yes	4	3	13-May-22	88
<b><u>Nomination and Remuneration Committee</u></b>					
10-Aug-22	Yes	6	4	13-May-22	88
<b><u>Risk Management Committee</u></b>					
28-Sep-22	Yes	4	1	None	-
<b><u>Stakeholders Relationship Committee</u></b>					
10-Aug-22	Yes	3	1	13-May-22	88
<b><u>Corporate Social Responsibility Committee</u></b>					
None	NA	NA	NA	13-May-22	-






<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 September 30, 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>	
October 19, 2022	

**CESC Limited****Half - Yearly compliance report on Corporate Governance****Affirmations**

<b>Broad heading</b>	<b>Regulation Number</b>	<b>Compliance status (Yes / No / NA)</b>
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
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	No*
Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting	19(3)	No#
Presence of Chairperson of the Stakeholder Relationship Committee at the Annual General Meeting	20(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

\*Mr. Pratip Chaudhuri and Ms. Rekha Sethi, members of the Audit Committee, attended the Annual General Meeting and were authorised by the Board of Directors of the Company on May 13, 2022 to reply the shareholder's queries in absence of Mr. Chandra Kumar Dhanuka, Chairman of the Audit Committee.

# As per Regulation 19(3) of SEBI (LODR) Regulation 2015, the Chairman of the Nomination and Remuneration Committee **may** attend the Annual General Meeting (AGM) to answer the shareholders' queries. In view of this, Dr. Sanjiv Goenka, member of the Committee and Chairman of the Company was present at the AGM to answer the shareholders' queries in absence of Mr. Chandra Kumar Dhanuka.

  
**Jagdish Patra**  
**Company Secretary & Compliance Officer**



October 19, 2022

## CESC Limited

## Half - Yearly compliance Report on Corporate Governance

Half year ending : September 30, 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
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		-	-





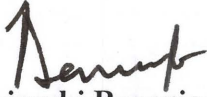
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by: **NIL**

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. - **NOT APPLICABLE**

  
Rajarshi Banerjee  
Executive Director & CFO  
October 19, 2022

