

**Compliance Report on Corporate Governance**  
**CESC Limited**

**1. Name of Listed Entity : CESC Limited**

**2. Quarter ended : 31 DECEMBER 2018**

**I. Composition of Board of Directors**

Title	Name of the Director	PAN & DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Date of Appointment in the current term /cessation	Tenure (Yrs)	No of Directorship in listed entities including this listed entity [Regulation 25(1)] [Refer Note 1]	Number 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)]
MR	SANJIV GOENKA	AEFPG4689G & 00074796	CHAIRPERSON/NON EXECUTIVE	29-Apr-89	NA	0	6	2
MR	PRADIP KUMAR KHAITAN	AFYPK7991R & 00004821	INDEPENDENT/ NON EXECUTIVE	1-Oct-14	5	7	7	2
MR	CHANDRA KUMAR DHANUKA	ADGPD0857K & 00005684	INDEPENDENT/ NON EXECUTIVE	1-Apr-14	5	2	10	2
MS	REKHA SETHI	APLPS9964D & 06809515	INDEPENDENT/ NON EXECUTIVE	30-May-14	5	2	3	0
MR	PRATIP CHAUDHURI	AAGPC0974K & 00915201	INDEPENDENT/ NON EXECUTIVE	1-Oct-14	5	4	7	3
MR	KALAIKURUCHI JAIRAJ	AAMPJ2613A & 01875126	INDEPENDENT/ NON EXECUTIVE	1-Aug-14	5	2	5	2
MR	RABI CHOWDHURY	ACHPC5509K & 06601588	EXECUTIVE	28-May-18	5	0	1	0
MR	DEBASISH BANERJEE	ACXPB2197G & 06443204	EXECUTIVE	28-May-18	5	0	0	0

**Note 1:** Number of Independent Directorship has been disclosed in accordance with the prevailing format.



<b>II. Composition of Committees</b>		
Name of Committee	Name of Committee members	Category (chairperson/Executive/Non-Executive/independent/Nominee)
1. Audit Committee	CHANDRA KUMAR DHANUKA	CHAIRPERSON /INDEPENDENT
	SANJIV GOENKA	NON EXECUTIVE
	PRADIP KUMAR KHAITAN	INDEPENDENT / NON EXECUTIVE
2. Nomination & Remuneration Committee	PRADIP KUMAR KHAITAN	CHAIRPERSON /INDEPENDENT
	SANJIV GOENKA	NON EXECUTIVE
	CHANDRA KUMAR DHANUKA	INDEPENDENT / NON EXECUTIVE
3. Stakeholders Relationship Committee	SANJIV GOENKA	CHAIRPERSON / NON EXECUTIVE
	RABI CHOWDHURY	EXECUTIVE
4. CSR Committee	SANJIV GOENKA	CHAIRPERSON / NON EXECUTIVE
	CHANDRA KUMAR DHANUKA	INDEPENDENT / NON EXECUTIVE
	RABI CHOWDHURY	EXECUTIVE

<b>III. Meeting of Board of Directors</b>		
Date of Meeting in the previous quarter	Date of Meeting in the relevant quarter	Maximum gap between any two consecutive meetings (in number of days)
-	21-Dec-18	-
-	14-Nov-18	-
26-Jul-18	12-Oct-18	77

<b>IV. Meeting of Committees</b>			
Date of Meeting of the committee in the relevant quarter	Whether requirement of Quorum met	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>			
14-Nov-18	Yes	26-Jul-18	110
<u>Stakeholders Relationship Committee</u>			
14-Nov-18	Yes	26-Jul-18	110
<u>CSR Committee Meeting</u>			
None	-	None	NA
<u>Nomination and Remuneration Committee</u>			
14-Nov-18	-	-	NA
<u>Independent Directors Meeting</u>			
None	-	None	NA

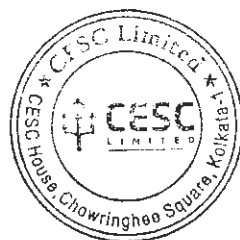


<b>V. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>
Whether prior approval of Audit Committee obtained	NA
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

#### **VI. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 :-
  - a. Audit Committee
  - b. Nomination & Remuneration committee
  - c. Stakeholders Relationship committee
  - d. Risk Management Committee (Not applicable to us)
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
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
5. The report submitted in the previous quarter has been placed and was noted by the Board of Directors.

**(Subhasis Mitra)**  
**Company Secretary**



14.01.2019