

CESC Limited

REPORT ON CORPORATE GOVERNANCE

Annexure I

1. Name of Listed Entity : CESC Limited

2. Quarter ended : JUNE 30, 2023

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 including this listed entity [Regulation 26(1)]
DR	SANJIV GOENKA	[REDACTED]	00074796	CHAIRPERSON/NON-EXECUTIVE	29-Apr-89	03-Aug-20	-	NA	29-Jan-61	NA	-	5	0	5	3
MR	SHASHWAT GOENKA	[REDACTED]	03486121	VICE-CHAIRMAN/ NON-EXECUTIVE/ NON INDEPENDENT	14-Nov-19	-	-	NA	12-Apr-90	NA	-	5	0	3	1
MR	PRADIP KUMAR KHAITAN	[REDACTED]	00004821	NON-EXECUTIVE / NON INDEPENDENT	29-Oct-92	-	-	NA	25-Mar-41	YES	29-Jul-22	6	4	5	2
MR	CHANDRA KUMAR DHANUKA	[REDACTED]	00005684	NON-EXECUTIVE/ INDEPENDENT	01-Apr-14	01-Apr-19	-	111.00	19-Jan-54	NA	-	7	2	10	2
MS	REKHA SETHI	[REDACTED]	06809515	NON-EXECUTIVE/ INDEPENDENT	30-May-14	30-May-19	-	109.01	04-Nov-63	NA	-	4	4	3	0
MR	PRATIP CHAUDHURI	[REDACTED]	00915201	NON-EXECUTIVE/ INDEPENDENT	01-Oct-14	01-Oct-19	-	105.00	12-Sep-53	NA	-	4	3	5	0
MR	SUNIL MITRA	[REDACTED]	00113473	NON-EXECUTIVE/ INDEPENDENT	14-Nov-19	-	-	43.13	24-Jun-51	NA	-	3	3	5	3
MR	DEBANJAN MANDAL	[REDACTED]	00469622	NON-EXECUTIVE/ INDEPENDENT	10-May-21	-	-	25.18	26-Aug-73	NA	-	4	4	6	1
MR	RABI CHOWDHURY	[REDACTED]	06601588	EXECUTIVE	28-May-18	*28-05-2023	-	NA	12-Apr-60	NA	-	1	0	1	0
MR	DEBASISH BANERJEE	[REDACTED]	06443204	EXECUTIVE	28-May-18	*28-05-2023	-	NA	09-Jun-61	NA	-	1	0	0	0
Whether Regular Chairperson appointed				Yes											
Whether Chairperson is related to Managing Director or CEO				No											

***Note:** Mr. Rabi Chowdhury, (Managing Director - Generation) and Mr. Debasish Banerjee (Managing Director - Distribution), Executive Directors, were appointed by the Board of Directors at its meeting held on May 22, 2023 for a further period of one (1) year w.e.f, May 28, 2023, subject to the approval of the members in the upcoming Annual General Meeting to be held on August 4, 2023.





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	MR. CHANDRA KUMAR DHANUKA	CHAIRPERSON / NON-EXECUTIVE/ INDEPENDENT	30-May-14	-	
		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	-	
2. Nomination & Remuneration Committee	Yes	MR. CHANDRA KUMAR DHANUKA	CHAIRPERSON / NON-EXECUTIVE/ INDEPENDENT	30-May-14	-	
		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		
		MR. DEBANJAN MANDAL	NON-EXECUTIVE/ INDEPENDENT	13-Jan-22		
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	-	
		MR. DEBASISH BANERJEE	EXECUTIVE DIRECTOR	11-Nov-21		
		NON-BOARD MEMBERS:				
		MR. RAJARSHI BANERJEE	ED & CFO	22-Sep-14		
		MR. GAUTAM RAY	ED (HR & ADMIN.)	22-Sep-14		
		MS. GARGI CHATTERJEA	ED (REGULATORY AFFAIRS & CORPORATE SERVICES)	11-Nov-21		
4. Stakeholders Relationship Committee	Yes	DR. SANJIV GOENKA	CHAIRPERSON / NON EXECUTIVE/ NON - INDEPENDENT	30-May-14	-	
		MR. RABI CHOWDHURY	EXECUTIVE DIRECTOR	28-May-18	-	
		MR. PRATIP CHAUDHURI	NON-EXECUTIVE /INDEPENDENT	05-Feb-19	-	
5. Corporate Social Responsibility Committee	Yes	DR. SANJIV GOENKA	CHAIRPERSON / NON EXECUTIVE/ NON - INDEPENDENT	30-May-14		
		MR. CHANDRA KUMAR DHANUKA	NON-EXECUTIVE/ INDEPENDENT	23-May-18		
		MR. RABI CHOWDHURY	EXECUTIVE DIRECTOR	28-May-18		



III. Meeting of Board of Directors					
Date(s) of Meeting in the previous quarter	Date(s) 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)
14-Feb-23	22-May-23	Yes	9	5	96
IV. Meeting of Committees					
Date(s) of Meeting of the committee in the relevant quarter	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
<u>Audit Committee</u>					
22-May-23	Yes	4	3	14-Feb-23	96
<u>Nomination and Remuneration Committee</u>					
22-May-23	Yes	5	4	None	NA
<u>Risk Management Committee</u>					
None	NA	NA	NA	20-Mar-23	NA
<u>Stakeholders Relationship Committee</u>					
22-May-23	Yes	3	1	14-Feb-23	96
<u>Corporate Social Responsibility Committee</u>					
22-May-23	Yes	3	1	14-Feb-23	-



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.	
**During the quarter ended June 30, 2023, 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.	
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 are 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, 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>	
 Jagdish Patra Company Secretary & Compliance Officer	
July 15, 2023	