

## Compliance Report on Corporate Governance

### CESC Limited

1. Name of Listed Entity : CESC Limited

2. Quarter ended : 31 MARCH 2019

#### 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 (in months)	No of Directorship in listed entities including this listed entity [Regulation 25(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	4
MR	PRADIP KUMAR KHAITAN	AFYPK7991R & 00004821	NON EXECUTIVE	01-Oct-14	NA	0	6	2
MR	CHANDRA KUMAR DHANUKA	ADGPD0857K & 00005684	INDEPENDENT/ NON EXECUTIVE	01-Apr-14	60	0	10	2
MS	REKHA SETHI	APLPS9964D & 06809515	INDEPENDENT/ NON EXECUTIVE	30-May-14	58	0	3	0
MR	PRATIP CHAUDHURI	AAGPC0974K & 00915201	INDEPENDENT/ NON EXECUTIVE	01-Oct-14	54	0	9	3
MR	KALAIKURUCHI JAIRAJ	AAMPJ2613A & 01875126	INDEPENDENT/ NON EXECUTIVE	01-Aug-14	56	0	4	2
MR	RABI CHOWDHURY	ACHPC5509K & 06601588	EXECUTIVE	28-May-18	NA	0	1	0
MR	DEBASISH BANERJEE	ACXPB2197G & 06443204	EXECUTIVE	28-May-18	NA	0	0	0



ii. Composition of Committees		
Name of Committee	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)
1. Audit Committee	CHANDRA KUMAR DHANUKA	CHAIRPERSON /INDEPENDENT/ NON EXECUTIVE
	SANJIV GOENKA	NON EXECUTIVE
	PRATIP CHAUDHURI	INDEPENDENT / NON EXECUTIVE
2. Nomination & Remuneration Committee	CHANDRA KUMAR DHANUKA	CHAIRPERSON /INDEPENDENT
	SANJIV GOENKA	NON EXECUTIVE
	PRADIP KUMAR KHAITAN	NON EXECUTIVE
	K. JAIRAJ	INDEPENDENT / NON EXECUTIVE
3. Stakeholders Relationship Committee	SANJIV GOENKA	CHAIRPERSON / NON EXECUTIVE
	RABI CHOWDHURY	EXECUTIVE
	PRATIP CHAUDHURI	INDEPENDENT / NON EXECUTIVE
4. CSR Committee	SANJIV GOENKA	CHAIRPERSON / NON EXECUTIVE
	CHANDRA KUMAR DHANUKA	INDEPENDENT / NON EXECUTIVE
	RABI CHOWDHURY	EXECUTIVE

iii. Meeting of Board of Directors		
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)
12-Oct-18	-	-
14-Nov-18	-	-
21-Dec-18	05-Feb-19	45

iv. Meeting of Committees			
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>			
05-Feb-19	Yes	14-Nov-18	82
<u>Stakeholders Relationship Committee</u>			
05-Feb-19	Yes	14-Nov-18	82
<u>Nomination and Remuneration Committee</u>			
None	NA	14-Nov-18	NA
<u>Independent Directors Meeting</u>			
05-Feb-19	Yes	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 as on 31 March, 2019)
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**

13.04.2019

  
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## ANNEXURE II

<b>I. Disclosure on website in terms of listing Regulations</b>	
<b>Item</b>	<b>Compliance status (Yes/No/NA)</b>
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ whistle blower policy	Yes
Criteria of making payments to non-executive directors	Yes (* refer note)
Policy on dealing with related party transactions	Yes
Policy for determining 'material ' subsidiaries	Yes
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
Email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and / or their associates	NA
New name and the old name of the listed entity	NA

<b>II. Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>
Independent directors have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	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
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of Risk Management Committee	21(1),(2)(3),(4)	Yes



Vigil Mechanism	22	Yes
Policy for Related Party Transaction	23(1),(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
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate governance requirements with respect to subsidiary of listed entry	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) &(2)	Yes
Meeting of Independent Directors	25(3) & (4)	Yes
Familiarization of Independent Directors	25(7)	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

Note: \* The Company provides the required information in its Annual Report every year.

### 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.

  
Subhasis Mitra  
Company Secretary



13.04.2019

