

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

1. Name of Listed Entity : CESC Limited

2. Quarter ended : 30 JUNE 2019

**I. Composition of Board of Directors**

Title	Name of the Director	PAN & DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Date of Birth	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 of Listing Regulations)	No. of Independent Directorship in listed entities including this listed entity [Regulation 17A(1) of Listing Regulations]	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)]
MR	SANJIV GOENKA	AEFPG4689G & 00074796	CHAIRPERSON/NON-EXECUTIVE/ NON-INDEPENDENT	29-Jan-61	29-Apr-89	21-Dec-18	-	NA	6	0	6	3
MR	PRADIP KUMAR KHAITAN	AFYPK7991R & 00004821	NON-EXECUTIVE/ NON- INDEPENDENT	25-Mar-41	29-Oct-92	01-10-2014*	-	NA	8	5	6	2
MR	CHANDRA KUMAR DHANUKA	ADGPD0857K & 00005684	NON-EXECUTIVE/ INDEPENDENT	19-Jan-54	01-Apr-14	01-Apr-19	31-Mar-24	63	7	2	10	2
MS	REKHA SETHI	APLPS9964D & 06809515	NON-EXECUTIVE/ INDEPENDENT	04-Nov-63	30-May-14	30-May-19	29-May-24	61	3	3	3	0
MR	PRATIP CHAUDHURI	AAGPC0974K & 00915201	NON-EXECUTIVE/ INDEPENDENT	12-Sep-53	01-Oct-14	-	30-Sep-19	57	6	6	5	3
MR	KALAIKURUCHI JAIRAJ	AAMPJ2613A & 01875126	NON-EXECUTIVE/ INDEPENDENT	25-May-52	01-Aug-14	-	31-Jul-24	59	3	3	4	2
MR	RABI CHOWDHURY	ACHPC5509K & 06601588	EXECUTIVE	12-Apr-60	28-May-18	-	27-May-23	NA	1	0	2	0
MR	DEBASISH BANERJEE	ACXPB2197G & 06443204	EXECUTIVE	09-Jun-61	28-May-18	-	27-May-23	NA	1	0	0	0

\* Mr. P.K. Khaitan has been appointed as an Independent Director with effect from 1 October, 2014. At his request, he has been appointed as an Non-Independent Director with effect from 5 February, 2019.

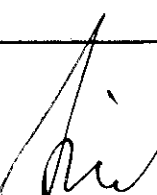



II. Composition of Committees		
Name of Committee	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)
1. Audit Committee	CHANDRA KUMAR DHANUKA	CHAIRPERSON / NON-EXECUTIVE/ INDEPENDENT
	SANJIV GOENKA	NON-EXECUTIVE/ NON-INDEPENDENT
	PRATIP CHAUDHURI	NON-EXECUTIVE /INDEPENDENT
2. Nomination & Remuneration Committee	CHANDRA KUMAR DHANUKA	CHAIRPERSON / NON-EXECUTIVE/ INDEPENDENT
	SANJIV GOENKA	NON-EXECUTIVE/ NON-INDEPENDENT
	PRADIP KUMAR KHAITAN	NON-EXECUTIVE/ NON-INDEPENDENT
	KALAIKURUCHI JAIRAJ	NON-EXECUTIVE /INDEPENDENT
3. Stakeholders Relationship Committee	SANJIV GOENKA	CHAIRPERSON / NON EXECUTIVE/ NON-INDEPENDENT
	RABI CHOWDHURY	EXECUTIVE
	PRATIP CHAUDHURI	NON-EXECUTIVE /INDEPENDENT
4. Risk Management Committee	PRADIP KUMAR KHAITAN	CHAIRPERSON / NON EXECUTIVE/ NON-INDEPENDENT
	PRATIP CHAUDHURI	NON-EXECUTIVE /INDEPENDENT
	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)
05-Feb-19	17-May-19	100

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> 17-May-19	Yes	05-Feb-19	100
<u>Stakeholders Relationship Committee</u> 17-May-19	Yes	05-Feb-19	100
<u>Nomination and Remuneration Committee</u> 17-May-19	Yes	None	NA
<u>Risk Management Committee</u> 17-May-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
§ Omnibus prior approval of Audit Committee is duly taken for all Related Party Transactions.	
* During the quarter ended 30 June, 2019, the Company had entered into 'material related party transactions' for purchase of electricity from Haldia Energy Limited (HEL), a wholly owned CESC subsidiary. However, as per SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, the requirement of having approval of the shareholders of the Company for the said transactions is not applicable as HEL is a wholly owned subsidiary, whose accounts are consolidated with CESC and placed for its shareholder's approval at its Annual General Meeting every year.	
<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 is 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, 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>	
<p>(Subhasis Mitra)</p> <p>Company Secretary</p>  	
13.07.2019	