



**RP - Sanjiv Goenka  
Group**

Growing Legacies



Energising Lives • Since 1899

SEC:SB:31326

13 October, 2018

The Manager (Listing)  
National Stock Exchange of India Limited  
Exchange Plaza, 5<sup>th</sup> Floor  
Plot No. C/1, G-Block  
Bandra-Kurla Complex  
Bandra (East)  
Mumbai 400 051

The Secretary  
BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai 400 001

The Secretary  
The Calcutta Stock Exchange Limited  
7 Lyons Range  
Kolkata 700 001

Dear Sir,

**COMPLIANCE REPORT ON  
CORPORATE GOVERNANCE**

In terms of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose the Compliance Report on Corporate Governance for the quarter ended 30 September, 2018 in the prescribed format.

Yours faithfully,

**General Manager (Secretarial & Estates)**

Encl:

CESC Limited

CIN : L31901WB1978PLC031411 | e-mail : [cesclimited@rp-sg.in](mailto:cesclimited@rp-sg.in)  
Regd. Office : CESC House, Chowringhee Square, Kolkata - 700 001, India  
Tel : +91 33 2225 6040 Fax : +91 33 2225 3495 Web : [www.cesc.co.in](http://www.cesc.co.in)

## Compliance Report on Corporate Governance

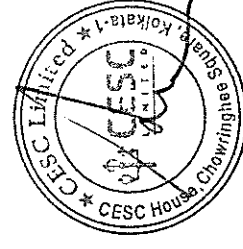
**CESC Limited**

1. Name of Listed Entity : CESC LIMITED

2. Quarter ended : 30 SEPTEMBER 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))]	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	AFFPG4689G & 00074796	CHAIRPERSON/NON EXECUTIVE	29-Apr-89	NA	0	3	2
MR	PRADIP KUMAR KHAITAN	AFYPK7991R & 00004821	INDEPENDENT/ NON EXECUTIVE	1-Oct-14	5	7	6	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	6	3
MR	KALAIKURUCHI JAIRAJ	AAMPJ2613A & 01875126	INDEPENDENT/ NON EXECUTIVE	1-Aug-14	5	2	4	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



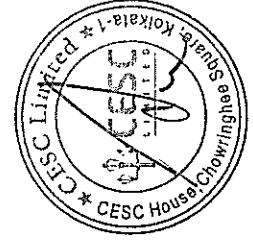
Name of Committee	Name of Committee members	Category (chairperson/Executive/Non Executive/Independent/Nominee)
1. Audit Committee	CHANDRA KUMAR DHANUKA SANJIV GOENKA PRADIP KUMAR KHAITAN	CHAIRPERSON /INDEPENDENT NON EXECUTIVE INDEPENDENT / NON EXECUTIVE
2. Nomination & Remuneration Committee	PRADIP KUMAR KHAITAN SANJIV GOENKA CHANDRA KUMAR DHANUKA	CHAIRPERSON /INDEPENDENT NON EXECUTIVE INDEPENDENT / NON EXECUTIVE
3. Risk Management Committee	PRADIP KUMAR KHAITAN PRATIP CHAUDHURI RABI CHOWDHURY	CHAIRPERSON /INDEPENDENT INDEPENDENT / NON EXECUTIVE EXECUTIVE
4. Stakeholders Relationship Committee	SANJIV GOENKA RABI CHOWDHURY	CHAIRPERSON / NON EXECUTIVE 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)
23-May-18	26-Jul-18	63

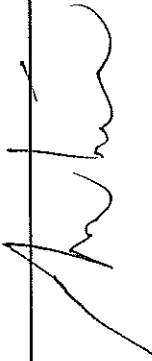
### IV. Meeting of Committees

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> 26-Jul-18	Yes	22-May-18	64
<u>Risk Management Committee</u>	-	22-May-18	NA
<u>Stakeholders Relationship Committee</u>	-	25-Jun-18	
26-Jul-18	Yes	22-May-18	64
<u>CSR Committee Meeting</u>	-	22-May-18	NA
<u>Nomination and Remuneration Committee</u>	-	22-May-18	NA
<u>Independent Directors Meeting</u> None	-	None	NA



V. Related Party Transactions		Compliance status (Yes/No/NA)
Subject		
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
<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> <ol style="list-style-type: none"> <li>Audit Committee</li> <li>Nomination &amp; Remuneration committee</li> <li>Stakeholders Relationship committee</li> <li>Risk Management Committee (applicable to the top 100 listed entities)</li> </ol> <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>		
 (Subhasis Mitra) Company Secretary		

*Subhasis Mitra*

Half - Yearly compliance Report on Corporate Governance		
CESC Limited		
Affirmations	Regulation Number	Compliance status (Yes / No / NA)
<b>Broad heading</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)	NA*
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	NA*
Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting	19(3)	NA*
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	NA*
<b>Note: *Registrar of Companies, West Bengal (ROC) has allowed extension of time for holding the next Annual general Meeting of the Company till 31 December, 2018.</b>		
		
Subhasis Mitra Company Secretary		