

Report on Corporate Governance
CESC Limited

Annexure I

1. Name of Listed Entity : CESC Limited
2. Quarter ended : 30 SEPTEMBER 2019

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	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 held in listed entities including this listed entity [Regulation 26(1)]
MR	SANJIV GOENKA	AEFPG4689G & 00074796	CHAIRPERSON/NON-EXECUTIVE	29-Apr-89	21-Dec-18	-	NA	29-Jan-61	6	0	6	4
MR	PRADIP KUMAR KHAITAN	AFYPK7991R & 00004821	NON-EXECUTIVE	29-Oct-92	19-Jul-19	-	NA	25-Mar-41	8	5	6	2
MR	CHANDRA KUMAR DHANUKA	ADGPD0857K & 00005684	NON-EXECUTIVE/ INDEPENDENT	01-Apr-14	01-Apr-19	31-Mar-24	66	19-Jan-54	7	2	10	2
MS	REKHA SETHI	APLPS9964D & 06809515	NON-EXECUTIVE/ INDEPENDENT	30-May-14	30-May-19	29-May-24	64	04-Nov-63	3	3	3	0
MR	PRATIP CHAUDHURI	AAGPC0974K & 00915201	NON-EXECUTIVE/ INDEPENDENT	01-Oct-14	-	30-Sept-2019*	60	12-Sep-53	6	6	5	3
MR	KALAIKURUCHI JAIRAJ	AAMPJ2613A & 01875126	NON-EXECUTIVE/ INDEPENDENT	01-Aug-14	01-Aug-19	31-Jul-24	62	25-May-52	4	4	5	2
MR	RABI CHOWDHURY	ACHPC5509K & 06601588	EXECUTIVE	28-May-18	-	27-May-23	NA	12-Apr-60	1	0	1	0
MR	DEBASISH BANERJEE	ACXPB2197G & 06443204	EXECUTIVE	28-May-18	-	27-May-23	NA	09-Jun-61	1	0	0	0
	Whether Regular Chairperson appointed		Yes									
	Whether Chairperson is related to Managing Director or CEO		No									

*Note: Mr. Pratip Chaudhuri has been re-appointed as an Independent Director of the Company, at its last Annual General Meeting held on 19 July, 2019, for a further period of five years commencing from 1 October, 2019.



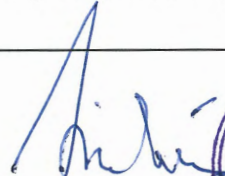

II. Composition of Committees					
Name of Committee	Whether Regular Chairperson appointed	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	CHANDRA KUMAR DHANUKA	CHAIRPERSON / NON-EXECUTIVE/ INDEPENDENT	30-May-14	-
		SANJIV GOENKA	NON-EXECUTIVE	30-May-14	-
		PRATIP CHAUDHURI	NON-EXECUTIVE /INDEPENDENT	05-Feb-19	-
2. Nomination & Remuneration Committee	Yes	CHANDRA KUMAR DHANUKA	CHAIRPERSON / NON-EXECUTIVE/ INDEPENDENT	30-May-14	-
		SANJIV GOENKA	NON-EXECUTIVE	23-May-18	-
		PRADIP KUMAR KHAITAN	NON-EXECUTIVE	30-May-14	-
		KALAIKURUCHI JAIRAJ	NON-EXECUTIVE /INDEPENDENT	05-Feb-19	-
3. Risk Management Committee	Yes	PRADIP KUMAR KHAITAN	CHAIRPERSON / NON EXECUTIVE	22-Sep-14	-
		PRATIP CHAUDHURI	NON-EXECUTIVE /INDEPENDENT	22-Sep-14	-
		RABI CHOWDHURY	EXECUTIVE	28-May-18	-
4. Stakeholders Relationship Committee	Yes	SANJIV GOENKA	CHAIRPERSON / NON EXECUTIVE	30-May-14	-
		RABI CHOWDHURY	EXECUTIVE	28-May-18	-
		PRATIP CHAUDHURI	NON-EXECUTIVE /INDEPENDENT	05-Feb-19	-




III. Meeting of Board of Directors					
Date of Meeting in the previous quarter	Date 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)
17-May-19	19-Jul-19	Yes	6	2	62
17-May-19	14-Aug-19	Yes	8	4	25

IV. Meeting of Committees					
Date of Meeting of the committee in the relevant quarter	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present	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>					
13-Aug-19	Yes	3	2	17-May-19	87
<u>Nomination and Remuneration Committee</u>					
14-Aug-19	Yes	4	2	17-May-19	88
<u>Risk Management Committee</u>					
None	Yes	NA	NA	17-May-19	NA
<u>Stakeholders Relationship Committee</u>					
14-Aug-19	Yes	3	1	17-May-19	88



V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)
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
<p>* During the quarter ended 30 September, 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.</p>	
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 is 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, 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) Company Secretary</p>  	
11.10.2019	




Half - Yearly compliance Report on Corporate Governance		
CESC Limited		
Affirmations		
Broad heading	Regulation Number	Compliance status (Yes / No / NA)
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)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting	19(3)	Yes
Presence of Chairperson of the Stakeholder Relationship Committee at the Annual General Meeting	20(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
 Subhasis Mitra Company Secretary 