

Compliance Report on Corporate Governance
CESS Limited

1. Name of Listed Entity : CESC LIMITED
2. Quarter ended : 30 SEPTEMBER 2016

1. Composition of Board of Directors								
Title	Name of the Director	PAN & DIN	Category (Chairperson/Executive/Non-Executive/Independent/Non-minee)	Date of Appointment in the current term /cessation	Tenure (Yrs)	No of Directorship in listed entities including this listed entity	Number of memberships in Audit/Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity
MR	SANJIV GOENKA	AEPFG4689G & 00074796	CHAIRPERSON	29-Apr-89	NA	5	1	2
MR	PRADIP KUMAR KHAITAN	AEYPK7991R & 00004821	INDEPENDENT	01-Oct-14	5	9	4	0
MR	BRJU MOHAN KHAITAN	AGEPK6970B & 00023771	INDEPENDENT	01-Apr-14	5	5	1	0
MR	CHANDRA KUMAR DHANUKA	ADGPD0857K & 00005684	INDEPENDENT	01-Apr-14	5	5	6	1
MS	REKHA SETHI	APLPS9964D & 06809515	INDEPENDENT	30-May-14	5	2	0	0
MR	PRATIP CHAUDHURI	AAGPC0974K & 00915201	INDEPENDENT	01-Oct-14	5	3	3	2
MR	KALAIKURUCHI JAIRAJ	AAAMP12613A & 01875126	INDEPENDENT	01-Aug-14	5	3	1	0
MR	ANIRUDDHA BASU	ADPPB1319M & 06593527	EXECUTIVE	28-May-13	5	1	1	0

ii. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)
1. Audit Committee	SAJIV GOENKA	CHAIRPERSON / NON EXECUTIVE
	CHANDRA KUMAR DHANUKA	INDEPENDENT / NON EXECUTIVE
	BRJ MOHAN KHAITAN	INDEPENDENT / NON EXECUTIVE
2. Nomination & Remuneration Committee	BRJ MOHAN KHAITAN	INDEPENDENT / NON EXECUTIVE
	CHANDRA KUMAR DHANUKA	INDEPENDENT / NON EXECUTIVE
	PRADIP KUMAR KHAITAN	CHAIRPERSON / NON EXECUTIVE
3. Risk Management Committee	PRADIP KUMAR KHAITAN	CHAIRPERSON / NON EXECUTIVE
	BRJ MOHAN KHAITAN	INDEPENDENT / NON EXECUTIVE
	PRATIP CHAUDHURI	INDEPENDENT / NON EXECUTIVE
	ANIRUDDHA BASU	EXECUTIVE
4. Stakeholders Relationship Committee	SAJIV GOENKA	CHAIRPERSON / NON EXECUTIVE
	ANIRUDDHA BASU	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 (in number of days)
19-May-16	22 July-2016 and 14 September-2016	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
Audit Committee			
14-Sep-16	Yes	19-May-16	117
Risk Management Committee			
None in the quarter	NA	NA	NA
Stakeholders Relationship Committee			
2-Sep-16	Yes	17-Jun-16	76
Nomination and Remuneration Committee			
None in the quarter	NA	NA	NA

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

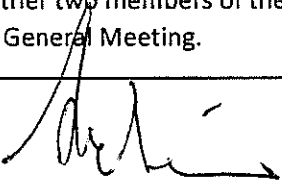
VI. Affirmations

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 (applicable to the top 100 listed entities)
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. This report and/or the report submitted in the previous quarter has been placed before Board of Directors and there was no comment made by the Board of Directors in this regard.

(Subhasis Mitra)



Company Secretary

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)	No*
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
* The other two members of the Nomination and Remuneration Committee were present at the Annual General Meeting.		
 Subhasis Mitra Company Secretary		