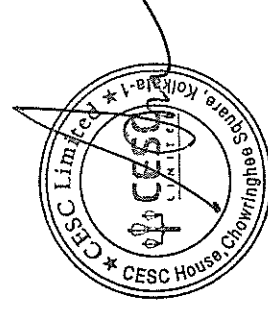


Compliance Report on Corporate Governance
CESC Limited

1. Name of Listed Entity : CESC LIMITED
2. Quarter ended : 30 SEPTEMBER 2017

| 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 | 1 | 3 | 2 | |
| MR | PRADIP KUMAR KHAITAN | AFYPK7991R & 00004821 | INDEPENDENT/ NON EXECUTIVE | 1-Oct-14 | 5 | 7 | 5 | 2 | |
| MR | BRIJ MOHAN KHAITAN | AGEPK6970B & 00023771 | INDEPENDENT/ NON EXECUTIVE | 1-Apr-14 | 5 | 1 | 1 | 0 | |
| MR | CHANDRA KUMAR DHANUKA | ADGPD0857K & 00005684 | INDEPENDENT/ NON EXECUTIVE | 1-Apr-14 | 5 | 2 | 8 | 2 | |
| MS | REKHA SETHI | APLPS9964D & 06809515 | INDEPENDENT/ NON EXECUTIVE | 30-May-14 | 5 | 2 | 1 | 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 | 2 | 0 | |
| MR | ANIRUDDHA BASU | ADPPB1319M & 06593527 | EXECUTIVE | 28-May-13 | NA | 0 | 1 | 0 | |



II. Composition of Committees

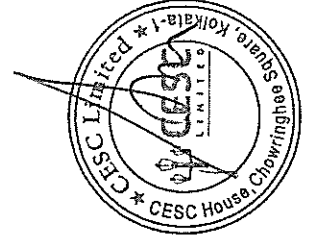
| Name of Committee | Name of Committee members | Category (chairperson/Executive/Non Executive/independent/Nominee) |
|--|--|---|
| 1. Audit Committee | CHANDRA KUMAR DHANUKA BRIJ MOHAN KHAITAN SANJIV GOENKA | CHAIRPERSON /INDEPENDENT INDEPENDENT / NON EXECUTIVE NON EXECUTIVE |
| 2. Nomination & Remuneration Committee | PRADIP KUMAR KHAITAN CHANDRA KUMAR DHANUKA BRIJ MOHAN KHAITAN | CHAIRPERSON /INDEPENDENT INDEPENDENT / NON EXECUTIVE INDEPENDENT / NON EXECUTIVE |
| 3. Risk Management Committee | PRADIP KUMAR KHAITAN BRIJ MOHAN KHAITAN PRATIP CHAUDHURI ANIRUDDHA BASU | CHAIRPERSON /INDEPENDENT INDEPENDENT / NON EXECUTIVE INDEPENDENT / NON EXECUTIVE EXECUTIVE |
| 4. Stakeholders Relationship Committee | SANJIV GOENKA ANIRUDDHA BASU | 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) |
|---|---|--|
| 18-May-17 | 28-Jul-17 | 70 |
| - | 11-Aug-17 | - |

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 | - | 15-May-17 | - |
| 11-Aug-17 | Yes | 18-May-17 | 84 |
| 22-Sep-17 | Yes | - | - |
| Risk Management Committee | Yes | 18-May-17 | NA |
| None | | | |
| Stakeholders Relationship Committee | Yes | 18-May-17 | NA |
| None | | | |
| CSR Committee Meeting | Yes | 18-May-17 | NA |
| None | | | |
| Nomination and Remuneration Committee | Yes | 18-May-17 | NA |
| None | | | |



| 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 | |
| <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"> Audit Committee Nomination & Remuneration committee Stakeholders Relationship committee Risk Management Committee (applicable to the top 100 listed entities) <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


 SM
 Subhasis Mitra

| Half - Yearly compliance Report on Corporate Governance | | | |
|---|--------------------------------------|-----------------------------------|--|
| CESC Limited | | | |
| Affirmations | Regulation Number | Compliance status (Yes / No / NA) | |
| Broad heading | | | |
| 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 | |
| * Regulation 19(3) of SEBI (Listing Obligation & Disclosure Requirements) Regulation, 2015 does not mandate the Chairperson of Nomination and Remuneration Committee to compulsorily attend the Annual General Meeting. | | | |
|  Subhasis Mitra Company Secretary | | | |
|  | | | |