

Compliance Report on Corporate Governance
CESC Limited

1. Name of Listed Entity : CESC LIMITED
2. Quarter ended : 31 DECEMBER 2016

I. Composition of Board of Directors		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))]
Title	Name of the Director							
MR	SANJIV GOENKA	AEFPG4689G & 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	1	6	1
MS	REKHA SETHI	APLPS9964D & 06809515	INDEPENDENT/ NON EXECUTIVE	30-May-14	5	2	0	0
MR	PRATIP CHAUDHURI	AAGPC0974K & 00915201	INDEPENDENT/ NON EXECUTIVE	1-Oct-14	5	3	3	2
MR	KALAIKURUCHI JAIRAJ	AAMPJ2613A & 01875126	INDEPENDENT/ NON EXECUTIVE	1-Aug-14	5	2	1	0
MR	ANIRUDDHA BASU	ADPPB1319M & 065933527	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	SANJIV GOENKA CHANDRA KUMAR DHANUKA BRIJ MOHAN KHAITAN	NON EXECUTIVE CHAIRPERSON / INDEPENDENT INDEPENDENT / NON EXECUTIVE
2. Nomination & Remuneration Committee	BRIJ MOHAN KHAITAN CHANDRA KUMAR DHANUKA PRADIP KUMAR KHAITAN	CHAIRPERSON / INDEPENDENT INDEPENDENT / NON EXECUTIVE INDEPENDENT / NON EXECUTIVE
3. Risk Management Committee	PRADIP KUMAR KHAITAN BRIJ MOHAN KHAITAN PRATIP CHAUDHURI ANIRUDHA BASU	CHAIRPERSON / INDEPENDENT INDEPENDENT / NON EXECUTIVE INDEPENDENT / NON EXECUTIVE EXECUTIVE
4. Stakeholders Relationship Committee	SANJIV GOENKA ANIRUDHA 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 (in number of days)
14-Sep-16	12-Dec-16	88

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>			
12-Dec-16	Yes	14-Sep-16	88
<u>Risk Management Committee</u>			
None in the quarter	NA	NA	NA
<u>Stakeholders Relationship Committee</u>			
22-Dec-16	Yes	2-Sep-16	110
<u>CSR Committee Meeting</u>			
12-Dec-16	Yes	NA	NA
<u>Nomination and Remuneration Committee</u>			
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	
<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

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