

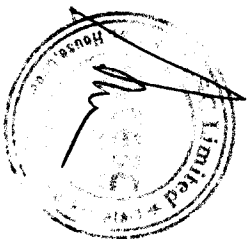
Compliance Report on Corporate Governance
CESC Limited

1. Name of Listed Entity : CESC LIMITED
2. Quarter ended : 31 DECEMBER 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	AEPFG4689G & 00074796	CHAIRPERSON/NON EXECUTIVE	29-Apr-89	NA	1	3	2
MR	PRADIP KUMAR KHAITAN	AFYPK7991R & 00004821	INDEPENDENT/ NON EXECUTIVE	01-Oct-14	5	7	6	2
MR	BRU MOHAN KHAITAN	AGEPK6970B & 00023771	INDEPENDENT/ NON EXECUTIVE	01-Apr-14	5	1	1	0
MR	CHANDRA KUMAR DHANUKA	ADGPD0857K & 00005684	INDEPENDENT/ NON EXECUTIVE	01-Apr-14	5	2	10	2
MS	REKHA SETHI	APLPS9964D & 06809515	INDEPENDENT/ NON EXECUTIVE	30-May-14	5	2	1	0
MR	PRATIP CHAUDHURI	AAGPC0974K & 00915201	INDEPENDENT/ NON EXECUTIVE	01-Oct-14	5	4	6	3
MR	KALAKURUCHI JAIRAJ	AAMPJ2613A & 01875126	INDEPENDENT/ NON EXECUTIVE	01-Aug-14	5	2	2	0
MR	ANIRUDDHA BASU	ADPPB1319M & 06593527	EXECUTIVE	28-May-13	NA	0	1	0

Membership of Committee(s) held in Listed and Unlisted Public Limited Company(s)
\$ Chairperson of Committee(s) held in Listed Company(s)



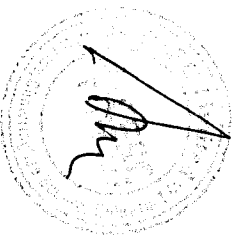
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)
1. Audit Committee	CHANDRA KUMAR DHANUKA	CHAIRPERSON /INDEPENDENT
	BRU MOHAN KHAITAN	INDEPENDENT / NON EXECUTIVE
	SANJIV GOENKA	NON EXECUTIVE
2. Nomination & Remuneration Committee	PRADIP KUMAR KHAITAN	CHAIRPERSON /INDEPENDENT
	CHANDRA KUMAR DHANUKA	INDEPENDENT / NON EXECUTIVE
	BRU MOHAN KHAITAN	INDEPENDENT / NON EXECUTIVE
3. Risk Management Committee	PRADIP KUMAR KHAITAN	CHAIRPERSON /INDEPENDENT
	BRU MOHAN KHAITAN	INDEPENDENT / NON EXECUTIVE
	PRATIP CHAUDHURI	INDEPENDENT / NON EXECUTIVE
	ANIRUDHA BASU	EXECUTIVE
4. Stakeholders Relationship Committee	SANJIV GOENKA	CHAIRPERSON / NON EXECUTIVE
	ANIRUDHA 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 meetings (in number of days)
11-Aug-17	08-Nov-17	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
Audit Committee			
06-Nov-17	Yes	22-Sep-17	44
Risk Management Committee			
None	NA	None	NA
Stakeholders Relationship Committee			
08-Nov-17	Yes	None	NA
27-Deember-2017	Yes	None	NA
CSR Committee Meeting			
None	NA	None	NA
Nomination and Remuneration Committee			
None	NA	None	NA
Independent Directors Meeting			
08-Nov-17	Yes	None	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. The report submitted in the previous quarter has been placed and was noted by the Board of Directors.



(Subhasis Mitra)

Company Secretary

