

29.10.2020

IDBI Trusteeship Services Limited
Asian Building, Ground Floor,
17, R. Kamani Marg, Ballard Estate,
Mumbai – 400 001

Dear Sir(s),

SEBI REGULATORY PERIODICAL COMPLIANCE REPORT

We refer to your email dated 20 October 2020 requiring us to furnish the aforesaid report for the quarter ended on 30 September 2020 in terms of Regulation 15(1)(a) of the SEBI (Debenture Trustees) Regulations, 1993 and enclose herewith the said report with relevant annexure(s) mentioned therein for your record.

Kindly please acknowledge receipt.

For CESC Limited

Company Secretary
ICSI Membership No. A5736

Encl:

SEBI REGULATORY PERIODICAL COMPLIANCE REPORT FOR THE QUARTER ENDED 30th September, 2020.

Sr	Requirement	Compliance (Enclose proof in support of Compliance)
1.	Issue/Tranche Size (PI Attach Signed IM/Term Sheet)	3,000 Non-Convertible Debentures ("NCDs") having face value of Rs.10,00,000/- each, aggregating to Rs.300,00,00,000/- by CESC Limited ("Issuer") IM already furnished at the time of reporting for the previous quarter.
2	ISIN Numbers	INE486A07242
3	Public/Rights/ Privately Placed	Privately Placed
4	Listed/Unlisted	Listed
5	Names of the Exchanges where Debentures are Listed	National Stock Exchange of India Limited
6	Secured/Unsecured	Secured
7	Name of the Credit Rating Agency	CARE Ratings Limited
8	Rating disclosed in the Offer document	"AA" with stable outlook
9	Rating given in each Financial Year (FY) after closure of Issue (1 st FY, 2 nd FY,etc.	"AA" with stable outlook obtained on 15 May 2020
10	Date of Opening of Issue	20 May 2020
11	Date of Closure of Issue	20 May 2020
12	Date of Allotment	21 May 2020
13	Date of Dispatch of Debentures/Credit of Debentures to Debenture Holder's Demat Account CDSL/NSDL Letters to be Enclosed	22 May 2020 NSDL credit confirmation already furnished at the time of reporting for the previous quarter.
14	Date of Execution of Debenture Trustee Agreement	20 May 2020
15	Date of Execution of Trust Deed	20 May 2020
16	Date of Creation of Charge	17 June 2020
17	Date of Registration of Charge with ROC (ROC Certificate to be enclosed)	Under process with ROC, and will be submitted post receipt from ROC
18.	Date of Transfer of Funds from Escrow Account to the Issuer's Account (Letter of Bankers to the Issue to be enclosed)	21 May 2020 (was the date when money was transferred from the clearing corporation of the stock exchange to Issuer bank account) Email from bank acknowledging credit of funds already furnished at the time of reporting for the previous quarter
19	Copy of Listing Agreement to be enclosed	'Since the Company is already listed, no separate Listing Agreement is required. Further, NSE has also granted listing

		permission for the NCDs after payment of listing fees to them without execution of any separate Listing Agreement		
20	Number of Debenture Holders on the date of Allotment with ISIN	There was one debenture holder i.e., ICICI Bank Limited for the NCDs (ISIN: INE486A07242) on the date of the allotment.		
21	Number of Debenture Holders at the end of the current quarter.	One		
22.	Valuation of properties as done by the Approved Valuer. Name of the Valuer and Amount of Valuation to be given.	Not Applicable		
23.	Status of Utilization of Issue Proceeds under Regulation 15(1A)(c) of the SEBI (Debenture Trustees) Regulations, 1993 i) As disclosed in the offer document ii) Actual Utilization iii) Reasons for deviation, if any	i) For capital expenditure, and/or general corporate purposes. ii) General corporate purposes iii) Not Applicable		
24.	Date of Statutory Auditor's Certificate for Utilization of Issue Proceeds under Regulation 15(1A)(c) of the SEBI(Debenture Trustees) Regulations, 1993 (Attach the Certificate)	Please refer the certificate issued by Messrs. S.S.D. & Associates, Practicing Chartered Accountants (CA), (Independent CA as per DTD) dated 12.08.2020- attached as "Annexure – 'A'"		
25.	Issue wise (In case of Multiple Issues) Creation of Debenture Redemption Reserve as stipulated in the Debenture Trust Deed/Companies Act, 2013/SEBI Guidelines duly supported by Auditor's Certificate	DRR required as per the Companies Act	DRR Created	Investments made
		Not Applicable		
26.	Evidence of maintenance of the debenture redemption reserve and investment of the monies lying therein as stipulated in the guidelines formulated (or modified or revised) by the central government or any other statutory or regulatory authority;	Not Applicable		
27.	Schedule and Status of Payment of Interest on due dates (1. Schedule should be for entire Tenure of the Debentures	Due Date for Payment	Amount due (Rs. per NCD)	Actual Date of Payment
		May 21, 2021	77,500	Not yet due
		May 21, 2022	77,500	Not yet due
		May 21, 2023	77,500	Not yet due
		May 21, 2024	63,080.79	Not yet due

	2. Interest Payment confirmation letter written to IDBI Trusteeship Services Ltd. to be attached)	May 21, 2025	24,338.18	Not yet due
28.	Schedule & Status of redemption of Debentures on due dates (1. Schedule should be for entire Tenure of the Debentures 2. Redemption Confirmation letter written to IDBI Trusteeship Services Ltd. to be attached)	Due Date for Payment	Amount due (Rs. per NCD)	Actual Date of Payment
		21 August 2023	1,25,000/-	Not yet due
		21 November 2023	1,25,000/-	Not yet due
		21 February 2024	1,25,000/-	Not yet due
		21 May 2024	1,25,000/-	Not yet due
		21 August 2024	1,25,000/-	Not yet due
		21 November 2024	1,25,000/-	Not yet due
		21 February 2025	1,25,000/-	Not yet due
		21 May 2025	1,25,000/-	Not yet due
29	Amount outstanding as on 30/09/2020	1. Principal : Rs.300,00,00,000 2. Interest : No amount due as on 30/09/2020		
30.	Copy of the Certificate under Regulation 57(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with respect to obligations regarding disclosure of payment of interest or principal of listed debt securities submitted to the stock exchanges and extracts of the disclosure of the same on the website by the issuer.	Not Applicable		
31.	Extracts of the disclosures with respect to default on interest or redemption amount with respect to the listed debt securities made by the Issuer on its website under Regulation 62(1) of SEBI (LODR) Regulations, 2015	Not Applicable		
32	The Properties secured for the Debentures are adequately insured and policies are in the joint names of the Trustees. Please enclose a copy of Insurance Policy.	Yes. Copy of Insurance Policy already furnished at the time of reporting for the previous quarter.		
33	In case of default (Principal & Interest), number of installments defaulted at the end of quarter with amount overdue (give due date wise Principal & Interest separately and reasons therefor)	Not Applicable		
34	Breach of any Covenants of Debenture Trust Deed/Information Memorandum/Disclosure Document/Term Sheet (Please specify)	Not Applicable		

35	Minimum Security Cover/Asset Cover required as per Information Memorandum/Offer Document under Regulation 56(1)(d) of the SEBI(LODR) Regulations, 2015 (Half Yearly at the end of each Half Year after closure of the Issue (1 st HY, 2 nd HY, ...etc.)	Shall be submitted with financial results for the half year ended on 30 September 2020.			
36.	A Statement that the assets of the body corporate and of the Guarantor, if any which are available by way of security are sufficient to discharge the claims of the debenture holders as and when they become due. (Security Cover Ratio)	We confirm that the assets of the Issuer which are available by way of security are sufficient to discharge the claims of the debenture holders as and when they become due			
37.	Redemption Schedule	Sr.	Due Date	Amount of Instalment (Rs per NCD)	Actual Date of Payment in r/o due dates fallen due
		1.	21 August 2023	1,25,000/-	Not yet due
		2.	21 November 2023	1,25,000/-	Not yet due
		3.	21 February 2024	1,25,000/-	Not yet due
		4.	21 May 2024	1,25,000/-	Not yet due
		5.	21 August 2024	1,25,000/-	Not yet due
		6.	21 November 2024	1,25,000/-	Not yet due
		7.	21 February 2025	1,25,000/-	Not yet due
		8.	21 May 2025	1,25,000/-	Not yet due
38.	List containing Names, Addresses and Email Ids of Debenture holders at the end of quarter i.e. as on 30/09/2020, to be enclosed.	Name : ICICI Bank Limited, Address: 2nd Floor, Primary Dealing Room, ICICI Bank Tower, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051 Email Id: gmgfixedincome@icicibank.com .			
39.	The number and nature of Complaints/ grievances received, number of Complaints/grievances resolved and number of Complaints/grievances pending settlement at the end of quarter. Please enclose list containing the names of Complainants; nature of Complaints, date of resolution of complaints etc.	Nil			
41.	Any major change in composition of Board of Directors, which may amount to change in control as defined in SEBI (Substantial	Not Applicable			

	Acquisition of Shares and Takeovers) Regulations, 2011					
41.	Submission Half Yearly Communications to Stock Exchange/s on half yearly basis under Regulation 52(4) and 52(5) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 duly countersigned by the trustee	Not Applicable. First half year not yet elapsed.				
42.	Form GNL 2, PAS 3 along with Information Memorandum (in PAS 4) and PAS 5 along with challan filed with the Registrar of Companies. Confirmation the said filing has been done within 30 days from the date of Information Memorandum.	Already Furnished				
43.	Form PAS 5 along with Information Memorandum filed with SEBI along with acknowledgement receipt. (if applicable). Confirmation the said filing has been done within 30 days from the date of Information Memorandum.	Already furnished				
44.	Form MGT14 in respect of the shareholder and board resolution for issue of debentures along with challan filed with Registrar of Companies	Already furnished				
45.	Accounts for this quarter.	To be submitted on publication of results				
46.	Financials of the Issuer (as submitted by the Issuer company as per Regulation 56(1)(a) of the SEBI (LODR) Regulations, 2015	Not Applicable. First Financial Year not yet elapsed since the closure of the issue.				
47.	Delay or default in payment of interest/principal amount in terms of Regulation 15(1)(q) of SEBI (DT) Regulations, 1993					
	Financial Year	Principal/Interest outstanding (in Rs. in Cr)	Due date of Payment	Actual Date of Payment	Status of Payment (Paid on time/Default/Paid with delay)	Reasons for delay/non-payment, if any
	Not Applicable					
48	Trading Status of the debt security			At the end of FY	Name of Stock Exchange	Whether Traded/ Delisted/ Suspended
				The NCDs were listed on 29 May 2020. This is the first financial year	National Stock Exchange of India Limited	Traded

		since the listing as above.			
49.	Cash flows of the Issuer are adequate for payment of Interest and redemption of Principal with details thereof.	Yes, Cash flows of the Issuer are adequate for payment of Interest and redemption of Principal			
50.	i) Certificate from Director/Managing Director of the Issuer company and ii) Certificate from an Independent Chartered Accountant certifying the value of book debts/receivables as on 31 st March, 2020 together with a List of Receivables in the following format:- a) Valuation/Amount of Receivables charged for each Issue b) Less Valuation/Amount of Receivables charged stands repaid c) Less Valuation/Amount of charged Non Performing Receivables d) Net Value of charged Standard/Performing/ No default Receivables e) Security cover for the Debentures iii) Certificate from Statutory Auditor giving the value of book debts/receivables for the Financial Year 2019-2020 (As on 31st March, 2020)	Not Applicable. The NCDs were allotted on 21 May 2020. First Financial Year not yet elapsed since the closure of the issue.			
51	Any significant change in the composition of the Board of Directors of the Issuer from the disclosures in the Offer Document at the end of each Financial Year after closure of the issue (1 st FY, 2 nd FY, 3 rd FYetc)	None			

For CESC Limited

Company Secretary
ICSI Membership No. A5376

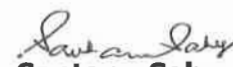
Chartered Accountant Certificate

IDBI Trusteeship Services Limited (the "Debenture Trustee"),
Ground Floor, Asian Building,
17, R Kamani Road, Ballard Estate, Fort,
Mumbai - 400001

We have examined the books of account of CESC Limited having its registered office at CESC House, Chowringhee Square, Kolkata - 700001 ("the Company") and as per information and explanation given to us we certify that the Company has issued 3000 rated, listed, secured, redeemable, taxable, non-convertible, non-cumulative debentures of face value INR 10,00,000 aggregating upto INR 300,00,00,000 (Rupees Three Hundred Crore Only) vide its Information Memorandum dated 20th May 2020, subscribed by ICICI Bank Limited and the same has been utilized by the Company for general corporate purposes.

Dated,
C/17, New Garia Housing Co-operative Society
Kolkata – 700 094

The 12th day of August, 2020

**Santanu Sahu****Proprietor****S.S.D. & Associates****Chartered Accountants****FRN: 322045E****Membership No: 300-52774**

UDIN: 20052774AAAATU2507

