

DOC:SEC:302/2022-23/27

April 19, 2022

To,
Manager (Listing)
National Stock Exchange of India Limited,
Exchange Plaza, 5th Floor, Plot No. C/1,
G- Block, Bandra-Kurla Complex,
Mumbai - 400 051
SCRIP CODE: CESC

Dear Sir,

Sub :- Certificate under Regulation 61(4) read with Regulation 40(9) of SEBI (Listing
Obligation and Disclosure Requirements) Regulations, 2015

In terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, we enclose the copy of the Compliance Certificate issued by M/s S.M. Gupta & Co (Membership No : FCS-896, C.P. No : 2053) Practicing Company Secretaries for the year ended March 31, 2022.

This is for your information and record please.

Kindly acknowledge the receipt.

Yours faithfully,
For CESC Limited

Jagdish Patra
Company Secretary

Encl:

Email : smguptaandco@yahoo.com
smguptaandco@gmail.com
Website: www.smguptaandco.com

Offi. :2236 1385,2236 7135
Mobile :98300 57568

S. M.GUPTA & CO.
COMPANY SECRETARIES
P-15 BENTINCK STREET, CALCUTTA-700 001

Ref. No.....

Dated.....

**CERTIFICATE UNDER REGULATION 61(4) READ WITH REGULATION 40(9) OF
SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AS AMENDED
FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2022**


We have examined all the documents relating to **CESC LTD (CIN:L31901WB1978PLC031411)** having its registered office at CESC House, Chowringhee Square, Kolkata-700001 maintained by them and their Share Transfer Agents, Link Intime India Pvt. Limited (RTA) pertaining to transfer of Non-Convertible Debentures (NCDs) issued by the Company for the period from **01.04.2021 to 31.03.2022** for the purpose of issuing a Certificate as per Regulation 61(4) read with Regulation 40(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and based on the information/ explanation provided by the Company/ RTA and on the basis of such checks which to the best of our knowledge and belief were necessary for the purpose of this certification including by way of remote audit, we hereby certify that:

1. The Company had issued and allotted:
 - i. 3000 NCDs having the face value of Rs. 10,00,000/- each for cash at par amounting to Rs. 300 Crore on 21st May, 2020 on Private Placement basis to ICICI Bank Limited, Mumbai in demat mode (ISIN INE486A07242).
 - ii. 2000 NCDs having the face value of Rs. 10,00,000/- each for cash at par amounting to Rs. 200 Crore on 28th December, 2020 on Private Placement basis to CITI Bank N.A. Limited, Mumbai, in demat mode (ISIN INE486A07267).
2. The above NCDs are listed under the Debt Segment in The National Stock Exchange of India Ltd.
3. All the aforesaid NCDs were issued in dematerialized form and thus compliance with respect to transfer and other requests pertaining to certificate/s of Debentures in physical mode, for the period from 1st April, 2021 to 31st March, 2022 (review period) did not arise.

Place: Kolkata
Date: 18.04.2022

For S. M. Gupta & Co.
Company Secretaries
Firm Registration No.: S1993WB816800




S. M. Gupta
Proprietor
Membership Number: FCS-896
C. P. No: 2053
Peer Review: 718/2020
UDIN: F000896D000146063