

SEC:

15 June, 2020

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

The Secretary
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001
SCRIP CODE: 500084

The Secretary
The Calcutta Stock Exchange Limited
7, Lyons Range,
Kolkata - 700 001
SCRIP CODE: 10000034

Dear Sir,

In accordance with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8 February 2019, we submit herewith the Secretarial Compliance Report of the Company dated 13 June, 2020 for the financial year ended 31 March 2020, issued by Messrs. S.M. Gupta & Co., Company Secretaries.

Yours faithfully,

For **CESC Limited**

Sd/-
COMPANY SECRETARY

Encl:

Please Note:

1. Due to the outbreak of CoVID-19 virus and restriction in free movement, this document is being submitted to the stock exchange without signature i.e. with "Sd/-".
2. (a) Name of the person submitting the filing – Ms. Sunanda Bhattacharya
(b) Contact No. of (a) – +(91) - 9901319913
(c) Alternative no. - Mr. Sayak Chatterjee - +(91) - 8584873785

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

Ref. No.....

Dated.....

Secretarial Compliance Report of
CESC LTD
for the year ended 31.03.2020

TO THE MEMBERS OF
CESC LTD

We, **S. M. Gupta & Co**, Practicing Company Secretaries, have examined:

- (a) all the documents and records made available to us and explanation provided by **CESC LTD** (“the listed entity”) having **CIN: L31901WB1978PLC031411** and Registered office at CESC House, Chowringhee Square, Kolkata - 700001 alongwith address other than Registered Office at 2/4 Judges Court Road, Kolkata-700027,
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, including by way of remote audit,

for the year ended **31.03.2020** (“Review Period”) in respect of compliance with the provisions of:

- a. the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- b. the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **Not applicable during the year under review.**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

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- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; - **Not applicable during the year under review.**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **Not applicable during the year under review.**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not applicable during the year under review.**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **Not applicable during the year under review.**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
and circulars/ guidelines issued thereunder;

Based on the above examination, we hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	NIL	NA	NA

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

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Dated.....

Sr. No.	Action taken by	Details of violation	Details of action taken e.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1	NA	NA	NA	NA

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	NA	NA	NA	NA

Since there were no observations in the report for the previous year, the question of any action taken by the listed entity did not arise.

This Report is being issued under the conditions of lockdown due to COVID-19 with limited resources available to us.

Place: Kolkata
Date : 13.06.2020

Sd/-
(S. M. Gupta)
Partner
S. M. GUPTA & CO.
Company Secretaries
Firm Registration No.: P1993WB046600
Membership No: .FCS – 896
CP No : 2053
Peer Review No: 718/2020
UDIN: F000896B000340774