

CESC LIMITED

POLICY STATEMENT ON MATERIALITY AND DEALING WITH RELATED PARTIES

1. Policy

The Board of Directors of CESC Limited (referred to hereinafter as “the Board” and CESC Limited referred to as “the Company”) has adopted this policy relating to Related Party Transactions as defined herein pursuant to Section 177, 188 and other applicable provisions of Companies Act, 2013 (‘the Act’) read with the Companies (Meeting of Board and its Powers) Rules, 2014 and Regulation 23 of SEBI (LODR) Regulations, 2015 (‘LODR’). The LODR deals with Corporate Governance aspects including related party transactions. Further, as per LODR every listed company shall formulate a policy on materiality of related party transactions and also on dealing with Related Party Transactions.

This Policy on Related Party Transactions has been adopted by the Company’s Board in order to set forth the procedures under which certain transactions will be reviewed and approved or ratified.

The Board has determined that the Audit Committee (the “Committee”) is best suited to review all Related Party Transactions.

2. Definitions

“**Act**” means Companies Act, 2013

“**Audit Committee or Committee**” means Committee of Board of Directors of the Company constituted under provisions of Listing Agreement and the Act.

“**Board**” means Board of Directors of the Company.

“**Key Managerial Personnel**” means key managerial personnel as defined under the Act and includes

- (i) Managing Director,
- (ii) Company Secretary and
- (iii) Chief Financial Officer

“**Material Related Party Transaction**”

A) Under Regulation 23 of LODR

A transaction with a related party shall be considered material if the transaction/ transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity. The said limit as per last audited consolidated financial statement is Rs. 1027 crore as on 31 March, 2018.

A transaction involving payments made to a related party with respect to brand usage or royalty shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed two percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity. The said limit as per last audited consolidated financial statement is Rs. 205 crore as on 31 March, 2018.

B) Under Section 188 of the Act

As per section 188 of the Act, a transaction shall be considered material if it exceeds such sum as prescribed under the Rules made under first proviso to section 188(1) of the Act.

“Related Party Transaction”

a) Under LODR

A related party transaction means a transfer of resources, services or obligations between a listed entity and a related party, regardless of whether a price is charged and a "transaction" with a related party shall be construed to include single transaction or a group of transactions in a contract.

b) Under Section 188 of the Act

Any transactions with a related party as per section 188(1) of the Act.

“Related Party”

For the purpose of Clause 2 (zb), an entity shall be considered as related to the company if:

- i. such entity is a related party under Section 2(76) of the Act ; or
- ii. such entity is a related party under the applicable accounting in terms of Section 133 of the Act.

Provided that any person or entity belonging to the promoter or promoter group of the listed entity and holding 20% or more of the shareholding of the listed entity shall be deemed to be a related party.

3. Applicability

This Policy shall be applicable to all Related Party Transactions (as covered under applicable accounting standards) entered by the Company.

4. Procedure

a) Identification of Related Parties :

Each director and Key Managerial Personnel shall, at the beginning of a financial year, disclose to the Company Secretary of the Company particulars of their Related Parties and disclose any changes

thereto during the financial year as immediately as practicable. Based on above and where applicable, based on other information, the management shall prepare and present before the Audit Committee a list of Related Parties. This list will be updated on an ongoing basis to reflect changes, if any.

The Company prefers to receive such notice of any potential related party transaction well in advance so that Audit Committee has adequate time to obtain and review information about the proposed transaction.

b) Approval of Related Party Transactions by Audit Committee-

- All transactions (including proposed transactions) with Related Parties shall be identified by the management and presented to the Committee. The Committee shall evaluate and in consultation with the management and, where necessary with outside counsel, , determine whether the transaction or relationship does, in fact, constitute a Related Party Transaction requiring compliance with this policy.
- The Committee shall be provided with the material facts of all new, existing or proposed Related Party Transactions.
- In assessing a Related Party Transaction or a proposed Related Party Transactions, the Committee shall consider all relevant factors as it deems appropriate and may approve or authorize any subsequent modification of the transaction of the Company with the Related Party.

c) Omnibus Approval of Related Party Transactions by Audit Committee-

- The Audit Committee may, in the interest of smooth conduct of affairs of the Company, grant omnibus approval for Related Party Transactions that are repetitive in nature, subject to the following conditions:
 - i. The name/s of the related party, nature of transaction, period of transaction, maximum amount of transaction that can be entered into;
 - ii. The indicative base price / current contracted price and the formula for variation in the price, if any; and
 - iii. Such other conditions as the Audit Committee may deem fit.
- The Audit Committee may also for smooth conduct of affairs of the Company, grant omnibus approval for Related Party Transactions that cannot be foreseen and for which the aforesaid details are not available up to a value of Rs. 1 crore per transaction.
- The Audit Committee shall review, on a quarterly basis, the details of related party transactions entered into by the Company pursuant to each of the omnibus approvals given.
- Such omnibus approval shall be valid for a period not exceeding one year and shall require fresh approvals after the expiry of one year.

d) Approval of Related Party Transactions by shareholders-

- All material Related Party Transactions shall be approved by the shareholders through an appropriate resolution and all entities falling under the definition of related parties shall not vote to approve the relevant transaction irrespective of whether the entity is a party to the particular transaction or not.
- Details of all material transactions with related parties shall be disclosed quarterly along with the compliance report on Corporate Governance.

e) In the event any contract or arrangement with a related party is not in the ordinary course of business other than transactions which are not on an arm's length basis, the Company shall comply with the provisions of the Act and the Rules framed thereunder and obtain approval of the Board or its shareholders, as applicable, for such contract or arrangement.

5. Materiality of Transaction:

In relation to all material transactions, following procedure shall be followed:

- The Committee shall be responsible to verify materiality threshold (as defined in clause 2) of the Company in the meeting where annual consolidated financial statements of the Company are adopted. Such threshold would be relevant for identifying material transactions entered / proposed to be entered with a related party in next year.
- The Committee shall verify the potential Related Party Transactions that may exceed the materiality threshold for a particular financial year on a progressive basis.
- The Committee shall review the material related party transactions as per the procedure laid down in clause 4 above.
- The Committee shall place the material related party transactions before the shareholders for their approval.

However, the Committee or Shareholders' approval is not required for transactions entered into between the Company and its wholly owned subsidiary whose accounts are consolidated with such holding company and placed before the shareholders at the general meeting for approval.

6. Pre-approved Transactions

The following types of transactions will be deemed to be pre-approved by the Committee; will not be reviewed by the Committee and do not require approval or ratification:

- (i) Director's Appointment and Compensation: Any employment by the Company of, or compensation paid to the directors or to the key managerial personnel;

- (ii) Continuing Related Party Transactions: All continuing Related Party Transactions which have been approved by the Committee and Shareholders shall not be placed for approval again, unless there is any modification in the terms and conditions or the pricing policy.

7. Commodity Risks

The same limit of 10% as referred to in the sub-paragraph titled 'A) Under Regulation 23 of LODR' will apply for the purpose of making disclosure in the Company's Annual report pertaining to commodity risks in respect of any commodity having exposure exceeding the said limit during a year.

8. Related Party Transactions not previously approved under the Policy

In the event the Company becomes aware of a Related Party Transaction that has not been approved or ratified under this Policy, the transaction shall be placed as promptly as practicable before the Audit Committee or Board of Directors or the Shareholders as may be required in accordance with this Policy for review and ratification.

In case the Audit Committee does not deem fit to ratify a Related Party Transaction that has commenced without approval as stated above, the Audit Committee, may direct additional actions including, but not limited to, immediate discontinuation of the transaction or such other matter as it may deem appropriate. The Audit Committee also has the authority to modify or waive any procedural requirement of the Related Party Transaction to suit the provision of this policy.

The Audit Committee or the Board of Directors or the Shareholders shall consider all relevant facts and circumstances of such transaction and shall evaluate all options available to the Company, including but not limited to ratification, revision or termination of such transaction and the Company shall take such actions as the Audit Committee deems appropriate under the circumstances.

9. Disclosures

Details of any Material Related Party Transactions shall be disclosed to the stock exchange quarterly along with the compliance report on corporate governance.

The Company shall disclose the Policy on dealing with Related party Transactions on its website and a web-link shall be provided in the Annual Report.

The Company shall disclose, in the Board's report, transactions prescribed in Section 188(1) of the Act with related parties, which are not in ordinary course of business or arm's length basis along with the justification for entering into such transaction.

The Company Secretary shall also arrange to make necessary entries in the Register of Contracts required to be maintained under the Act.

10. Scope Limitation

In the event of any conflict between this Policy and the LODR / Act or any statutory enactments, rules, the provisions of such LODR/ Act or statutory enactments, rules shall prevail over this Policy.

11. Review and amendments

The Board may review or amend this Policy at least once in a year or at any time as required under the Act or LODR, to give effect to this Policy.

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