

DOC:SEC:801/2023-24/233

November 8, 2023

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

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001
SCRIP CODE: 500084

Dear Sir/Madam,

Sub: Outcome of Board Meeting held on November 8, 2023

We write to inform you that pursuant to Regulations 30, 33, 54 (2)/(3) and any other applicable Regulations of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Board of Directors of the Company, at its meeting held today i.e. November 08, 2023, *inter alia*,

- have considered, approved and took on record the Unaudited Financial Results (Standalone and Consolidated) of the Company, for the second quarter and half year ended on September 30, 2023 pertaining to the Financial Year 2023-24.

A copy of the said results along with the Limited Review Report issued by the Statutory Auditors of the Company are enclosed herewith for your record.

- have also considered to explore the possibilities of substantial investments in renewables energy generation space (up to 3 gigawatt) through its subsidiaries in more than one States in India to increase the Company's renewable footprint and partially meeting its renewables purchase obligations of its distribution business.

The Meeting of the Board of Directors of the Company commenced at 1:15 p.m. (IST) and concluded at 2:45 p.m. (IST).

Kindly acknowledge receipt of the same.

Yours faithfully,
For **CESC Limited**


Jagdish Patra
Company Secretary & Compliance Officer

Encl: As above

Independent Auditor's Review Report on the Quarterly and Year to Date Unaudited Standalone Financial Results of the Company Pursuant to the Regulation 33 and 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended**Review Report to
The Board of Directors
CESC Limited**

1. We have reviewed the accompanying statement of unaudited standalone financial results of CESC Limited (the "Company") for the quarter ended September 30, 2023 and year to date from April 1, 2023 to September 30, 2023 (the "Statement") attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 and 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").
2. The Company's Management is responsible for the preparation of the Statement in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, (Ind AS 34) "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 and 52 of the Listing Regulations. The Statement has been approved by the Company's Board of Directors. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.
4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standards ('Ind AS') specified under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.

For S.R. BATLIBOI & Co. LLP

Chartered Accountants

ICAI Firm registration number: 301003E/E300005



per Navin Agrawal

Partner

Membership No.: 056102

UDIN: 23056102BGUURO9246

Place: Kolkata

Date: November 8, 2023





CIN : L31901WB1978PLC031411

Registered Office: CESC House, Chowringhee Square, Kolkata 700 001

Email ID: secretarial@rpsg.in; Website: www.cesc.co.in

Tel: (033) 6499 0049; Fax: (033) 22124262

Statement of Standalone Unaudited Financial Results for the Quarter and Six Months ended 30 September 2023

(Rs in crore)

| Particulars | Three months ended 30.09.2023 (Unaudited) | Three months ended 30.06.2023 (Unaudited) | Three months ended 30.09.2022 (Unaudited) | Six months ended 30.09.2023 (Unaudited) | Six months ended 30.09.2022 (Unaudited) | Year ended 31.03.2023 (Audited) |
|---|---|---|---|---|---|---------------------------------------|
| | (1) | (2) | (3) | (4) | (5) | (6) |
| Income from operations | | | | | | |
| Revenue from operations | 2448 | 2525 | 2263 | 4973 | 4610 | 7973 |
| Other income | 47 | 21 | 48 | 68 | 68 | 180 |
| Total income | 2495 | 2546 | 2311 | 5041 | 4678 | 8153 |
| Expenses | | | | | | |
| Cost of electrical energy purchased | 1020 | 1105 | 929 | 2125 | 1937 | 3126 |
| Cost of fuel | 597 | 538 | 488 | 1135 | 975 | 1664 |
| Purchase of Stock-in-trade | 3 | 3 | 3 | 6 | 7 | 14 |
| Employee benefits expense | 257 | 257 | 276 | 514 | 507 | 983 |
| Finance costs | 176 | 181 | 148 | 357 | 282 | 604 |
| Depreciation and amortisation expense | 178 | 179 | 119 | 357 | 239 | 480 |
| Other expenses | 248 | 278 | 247 | 526 | 470 | 1009 |
| Total expenses | 2479 | 2541 | 2210 | 5020 | 4417 | 7880 |
| Profit before regulatory income and tax | 16 | 5 | 101 | 21 | 261 | 273 |
| Regulatory Income (net) | 289 | 210 | 210 | 499 | 223 | 787 |
| Profit before tax | 305 | 215 | 311 | 520 | 484 | 1060 |
| Tax Expenses :- | | | | | | |
| Current Tax | 106 | 75 | 75 | 181 | 117 | 255 |
| Deferred Tax / (credit) | (31) | (30) | (7) | (61) | (14) | (25) |
| Total tax expense | 75 | 45 | 68 | 120 | 103 | 230 |
| Profit for the period | 230 | 170 | 243 | 400 | 381 | 830 |
| Other comprehensive Income | | | | | | |
| <i>Items that will not be reclassified to profit or loss</i> | | | | | | |
| Remeasurement of defined benefit plan (net of tax) | (6) | (5) | (2) | (11) | (6) | (10) |
| Gain on fair Valuation of investment | - | - | - | - | - | 0 |
| Deferred Tax on above | - | - | - | - | - | (0) |
| Other Comprehensive Income/(Expense) for the period | (6) | (5) | (2) | (11) | (6) | (10) |
| Total Comprehensive Income for the period | 224 | 165 | 241 | 389 | 375 | 820 |
| Paid-up Equity Share Capital (Face value of Re. 1/- each) | 133 | 133 | 133 | 133 | 133 | 133 |
| Other Equity | | | | | | 9831 |
| Earnings Per Share (EPS) (Rs.) - refer note 5(ii) | | | | | | |
| Basic & Diluted (not annualised) | 1.73 | 1.28 | 1.83 | 3.01 | 2.87 | 6.26 |



Additional information as per Regulation 52(4) and 54(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Company has issued rated, listed, secured, redeemable, non-convertible debentures of face value of INR 10,00,000 each, aggregating to INR 200 crore, subscribed by Citibank N.A. (referred to as the "Debentures") which have remained outstanding as on 30th September, 2023 and accordingly the following disclosures are being made as per Regulation 52(4) and 54(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

| Particulars | Three months ended 30.09.2023 (Unaudited) | Three months ended 30.06.2023 (Unaudited) | Three months ended 30.09.2022 (Unaudited) | Six months ended 30.09.2023 (Unaudited) | Six months ended 30.09.2022 (Unaudited) | Year ended 31.03.2023 (Audited) |
|---|---|---|---|---|---|---------------------------------------|
| | (1) | (2) | (3) | (4) | (5) | (6) |
| a Debt Equity Ratio | 0.8 | 0.9 | 0.8 | 0.8 | 0.8 | 0.8 |
| b (i) Debt Service Coverage Ratio (net of proceeds utilised for Refinancing) | 2.1 | 0.4 | 1.2 | 0.7 | 0.7 | 1.3 |
| (ii) Debt Service Coverage Ratio (net of Prepayments & proceeds utilised for Refinancing) | 3.1 | 1.0 | 3.3 | 1.0 | 1.7 | 1.6 |
| c Interest Service Coverage Ratio | 3.1 | 2.8 | 3.4 | 2.9 | 3.2 | 3.1 |
| d Net worth (Rs. crore) | 10252 | 10078 | 10222 | 10252 | 10222 | 9964 |
| e Net profit after tax (Rs. crore) | 230 | 170 | 243 | 400 | 381 | 830 |
| f Earnings per share (Basic and Diluted) not annualised | 1.73 | 1.28 | 1.83 | 3.01 | 2.87 | 6.26 |
| g Current Ratio | 0.7 | 0.7 | 0.8 | 0.7 | 0.8 | 0.5 |
| h Long term Debt to Working Capital | ** | ** | ** | ** | ** | ** |
| i Bad Debt to Accounts Receivable ratio (not annualised) | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 |
| j Current Liability Ratio | 0.3 | 0.3 | 0.3 | 0.3 | 0.3 | 0.3 |
| k Total Debts to Total Assets | 0.3 | 0.3 | 0.3 | 0.3 | 0.3 | 0.3 |
| l Debtors Turnover (not annualised) | 1.6 | 1.9 | 1.6 | 3.9 | 3.7 | 7.5 |
| m Inventory Turnover (not annualised) | 2.7 | 1.8 | 3.4 | 5.5 | 5.1 | 6.5 |
| n Operating Profit Margin(%) | 17.7% | 14.9% | 18.2% | 16.3% | 15.1% | 18.6% |
| o Net Profit Margin(%) | 9.2% | 6.7% | 10.5% | 7.9% | 8.1% | 10.2% |
| p Asset Cover | | | | | | |
| in respect of borrowings with first pari passu charge on immovable and movable fixed assets | 1.6 | 1.6 | 2.0 | 1.6 | 2.0 | 1.7 |
| in respect of borrowings with first pari passu charge on movable fixed assets | 1.2 | 1.3 | 1.4 | 1.2 | 1.4 | 1.4 |

** net working capital is negative

- q The debentures subscribed by Citibank N.A. amounting to Rs 200 crore are secured by way of pari passu first charge on movable fixed assets of the Company.
- r In respect of the debentures subscribed by Citibank N.A. the asset cover, as on 30th September, 2023 was 1.2, security has been created as per the terms of the Information Memorandum to the Issue/ Debenture Trust Deed.
- s There is no deviation or variation in the use of proceeds of issue of the Debentures from the objects stated in the Information Memorandum.
- t The Company does not have any Outstanding redeemable preference shares as on 30th September, 2023.
- u There is no requirement of creation of capital redemption reserve/ debenture redemption reserve as per the Companies Act, 2013
- v As on 30th September, 2023 the Company had no outstanding listed commercial papers.

Formula for computation of above ratios are as follows:

Debt Equity Ratio = Non Current Borrowings (including current maturities of long-term debt) + Current Borrowings / Total Equity

Debt Service Coverage Ratio [for b (i) above] = profit after tax + depreciation + deferred tax provisions+ finance costs / finance costs + lease rent charge included under depreciation + debt repayments (net of proceeds utilised for Refinancing)

Debt Service Coverage Ratio [for b (ii) above] = profit after tax + depreciation + deferred tax provisions+ finance costs / finance costs + lease rent charge included under depreciation + debt repayments (net of prepayments & net of proceeds utilised for Refinancing)

Interest Service Coverage Ratio = profit after tax + depreciation + deferred tax provisions+ finance costs / finance costs

Net worth means the aggregate of Equity Share Capital and Other Equity; Other Equity includes Retained Earnings, Fund for Unforeseen exigencies, Capital Reserve and Equity Instruments through Other comprehensive Income

Current Ratio = Total Current Assets / Total Current Liabilities

Long term Debt to Working Capital = Non-current borrowings including current maturities of long-term debt / (Current Assets - Current Liabilities excluding current maturities of long-term debt)

Bad Debt to Accounts Receivable ratio = Bad Debt (incl Provision for Bad Debts) / Average Trade Receivables

Current Liability Ratio = Total Current Liabilities/ Total Liabilities

Total Debts to Total Assets = Non Current Borrowings + Current Borrowings / Total Assets

Debtors Turnover = Revenue from Operations / Average Trade Receivables

Inventory Turnover = Cost of Fuel / Average Fuel Inventory

Operating Profit Margin(%) = (Profit Before Tax+ Finance Cost - Other Income) / Revenue from Operations

Net Profit Margin(%) = Net Profit / Total Income

Asset Cover shall mean the ratio between

In respect of borrowings with first pari passu charge on immovable and movable fixed assets

The aggregate of (a) Property, Plant and Equipment (including capital advance, net of capital creditor) (b) Capital work-in-progress and (a) Non-Current Borrowings (including current maturities of long-term debt) (b) Interest accrued

In respect of borrowings with first pari passu charge on movable fixed assets

The aggregate of (a) Property, Plant and Equipment (including capital advance, net of capital creditor) (excluding Land, Buildings and Structures and Railway Sidings) (b) Capital work-in-progress and (a) Non-Current Borrowings (including current maturities of long-term debt) (b) Interest accrued



Notes to standalone financial results :-

1. Standalone Balance Sheet :

| Particulars | As at | As at |
|--|---------------------------|-------------------------|
| | 30.09.2023 (Unaudited) | 31.03.2023 (Audited) |
| | Rs. in crore | Rs. in crore |
| ASSETS | | |
| Non-current Assets | | |
| Property, Plant and Equipment (including ROU assets) | 13175 | 13829 |
| Capital work-in-progress | 99 | 64 |
| Investment Property | 63 | 63 |
| Intangible Assets | 94 | 100 |
| Financial Assets | | |
| (i) Investments | 5125 | 5063 |
| (ii) Loans | 4 | 4 |
| (iii) Others | 256 | 237 |
| Other non-current assets | 264 | 252 |
| Total | 19080 | 19612 |
| Current Assets | | |
| Inventories | 337 | 502 |
| Financial Assets | | |
| (i) Investments | - | - |
| (ii) Trade receivables | 1490 | 1080 |
| (iii) Cash and cash equivalents | 982 | 396 |
| (iv) Bank balances other than (iii) above | 481 | 433 |
| (v) Loans | 80 | 38 |
| (vi) Others | 149 | 110 |
| Other current assets | 199 | 246 |
| Total | 3718 | 2805 |
| Regulatory deferral account balances | 6344 | 5845 |
| TOTAL ASSETS | 29142 | 28262 |
| EQUITY AND LIABILITIES | | |
| Equity | | |
| (i) Equity Share capital | 133 | 133 |
| (ii) Other Equity | 10119 | 9831 |
| Total | 10252 | 9964 |
| LIABILITIES | | |
| Non-current Liabilities | | |
| Financial Liabilities | | |
| (i) Borrowings | 6625 | 5458 |
| (ii) Lease Liabilities | 89 | 96 |
| (iii) Trade Payables | | |
| (a) Total outstanding dues to Micro Enterprises & Small Enterprises | - | - |
| (b) Total outstanding dues of Creditors other than Micro Enterprises & Small Enterprises | 52 | 53 |
| (iv) Consumers' Security Deposits | 1759 | 1674 |
| Provisions | 520 | 491 |
| Deferred tax liabilities (net) | 3274 | 3335 |
| Other non-current liabilities | 250 | 261 |
| Total | 12569 | 11368 |
| Current Liabilities | | |
| Financial Liabilities | | |
| (i) Borrowings | 1873 | 2842 |
| (ii) Lease Liabilities | 26 | 27 |
| (iii) Trade Payables | | |
| (a) Total outstanding dues to Micro Enterprises & Small Enterprises | 18 | 12 |
| (b) Total outstanding dues of Creditors other than Micro Enterprises & Small Enterprises | 1158 | 713 |
| (iv) Others | 940 | 1026 |
| Other current liabilities | 865 | 606 |
| Provisions | 55 | 50 |
| Current tax liabilities (net) | 173 | 85 |
| Total | 5108 | 5361 |
| Regulatory deferral account balances | 1213 | 1569 |
| TOTAL EQUITY AND LIABILITIES | 29142 | 28262 |



2. Statement of Condensed Cash Flows :

| Particulars | Six months ended | Six months |
|---|------------------|------------------|
| | 30.09.2023 | ended 30.09.2022 |
| | (Unaudited) | (Unaudited) |
| | Rs. in crore | Rs. in crore |
| A. Cash flow from Operating Activities | | |
| Profit before tax | 520 | 484 |
| Adjustments to reconcile profit before tax to net operating cashflows | 682 | 476 |
| Operating profit before Working Capital changes | 1202 | 960 |
| Working Capital changes | 398 | 373 |
| Net change in regulatory deferral account balances | (499) | (223) |
| Net cashflow from Operating Activities | 1101 | 1110 |
| B. Cash flow from Investing Activities | (326) | (193) |
| C. Cash flow from Financing Activities | (189) | (683) |
| Net increase / (decrease) in cash and cash equivalents (A+B+C) | 586 | 234 |
| Cash and Cash equivalents - Opening Balance | 396 | 860 |
| Cash and Cash equivalents - Closing Balance | 982 | 1094 |

- 3 In the above standalone financial results of the Company, revenue from operations has been arrived at based on the relevant orders of the West Bengal Electricity Regulatory Commission (WBERC), the Regulator. The effect of adjustments relating to cost of fuel, purchase of power and those having bearing on revenue account, deferred tax estimate and certain other fixed costs, as appropriate, based on the Company's understanding of the applicable regulatory provisions amended till date and available orders of the competent authorities have been included in Regulatory income/ (expense) (net), which may necessitate further adjustments upon receipt of subsequent orders/directions in this regard, including finalisation of the underlying issues relating to mining of coal from Sarisatoli coal mine, which commenced operations from April, 2015 and other matters pending under appeal for various years. These estimates have been recognised with discounting methodology, assuming recovery over a period of time, in consonance with the applicable regulations and application of prudence. The Company has received Annual Performance Review (APR) Order from WBERC in respect of the year ended 31st March 2019. The impact of aforesaid order has been considered in these financial results. Further, in respect of certain matters, the APR order has deviated from past practices / extant regulations for which the Company is in the process of filing necessary appeals.
- 4 Part A of Schedule II to the Companies Act, 2013 (the Act), inter alia, provides that depreciable amount of an asset is the cost of an asset or other amount substituted for cost. Part B of the said Schedule deals with the useful life or residual value of an asset as notified for accounting purpose by a Regulatory Authority constituted under an act of Parliament or by the Central Government for calculating depreciation to be provided for such asset irrespective of the requirement of Schedule II. In terms of applicable Regulations under the Electricity Act, 2003, depreciation on tangible assets other than freehold land is provided on straight line method on a pro-rata basis at the rates specified therein, the basis of which is considered by the West Bengal Electricity Regulatory Commission (WBERC) in determining the Company's tariff for the year, which is also required to be used for accounting purpose as specified in the said Regulations. Based on legal opinions obtained, the Company continues with the consistently followed practice of recouping from the retained earnings an additional charge of depreciation relatable to the increase in value of assets arising from fair valuation, which for the quarter ended 30 September 2023, quarter ended 30 June 2023, quarter ended 30 September 2022, six months ended 30 September 2023, six months ended 30 September 2022 and year ended 31 March 2023 amounts to Rs. 50 crore, Rs 51 crore, Rs 54 crore, Rs 101 crore, Rs 108 crore and Rs 215 crore respectively.
- 5 (i) Other expenses contained in columns (1) to (6) in the above standalone financial results include interest on security deposit of Rs. 27 crore, Rs. 28 crore, Rs. 26 crore, Rs. 55 crore, Rs. 53 crore and Rs. 111 crore for the respective periods.
(ii) EPS without Regulatory income/ (expense) (net) contained in columns (1) to (6) in the above financial results works out to Rs 0.39, Rs 0.33, Rs 0.82, Rs 0.72, Rs 1.82 and Rs 2.47 for the respective periods.
- 6 The Company is primarily engaged in generation and distribution of electricity and does not operate in any other reportable segment.
- 7 With regard to the Company's power purchase from one of its subsidiaries (provider), West Bengal Electricity Regulatory Commission (WBERC) has issued the tariff order (considering applicable Annual Performance Review (APR) orders for Transmission Project) for the years 2018-19 to 2022-23, wherein certain underlying matters have been dealt with in deviation from past practices of tariff determination and kept for disposal through future truing up exercise, impact of which is not ascertained. The said provider not being in agreement with the same, has since filed appeal in respect of the above Tariff Orders before the Hon'ble Appellate Tribunal for Electricity on the grounds inter alia, that the orders have been passed after substantial period of delay, the applicable periods are long over and directions passed are impossible to comply because of significant delay in passing the said orders. However, since the Tariff Order for the financial year 2022-23 was issued in July'22, the Company has given effect to the same from 2022-23 onwards with application of principles in terms of applicable Regulations. The said provider has since received APR order from WBERC for the year ended 31st March 2015 in respect of Generation Project and for the years ended 31st March 2019 and 31st March 2020 in respect of Transmission Project and the said provider not being in agreement with the same, is in the process of filing necessary appeals. Based on legal opinion obtained, the provider is confident of the matter being adjudicated in its favour. Accordingly, necessary adjustment, if any, will be made on the matter reaching finality.
- 8 The above results were reviewed by the Audit Committee and approved by the Board of Directors at their respective meetings held on 8th November, 2023. The Statutory Auditors of the Company have carried out a limited review of the said results in terms of Regulations 33 and 52 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 9 Figures for the previous periods have been regrouped / reclassified wherever necessary to conform to current period's classification.



By Order of the Board


Rabi Chowdhury
Managing Director
-Generation


Debasish Banerjee
Managing Director
- Distribution

Dated : 8th November, 2023

Independent Auditor's Review Report on the Quarterly and Year to Date Unaudited Consolidated Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended**Review Report to
The Board of Directors
CESC Limited**

1. We have reviewed the accompanying Statement of Unaudited Consolidated Financial Results of CESC Limited (the "Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), and joint venture for the quarter ended September 30, 2023 and year to date from April 1, 2023 to September 30, 2023 (the "Statement") attached herewith, being submitted by the Holding Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").
2. The Holding Company's Management is responsible for the preparation of the Statement in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, (Ind AS 34) "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. The Statement has been approved by the Holding Company's Board of Directors. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the Circular No. CIR/CFD/CMD1/44/2019 dated March 29, 2019 issued by the Securities and Exchange Board of India under Regulation 33(8) of the Listing Regulations, to the extent applicable.

4. The Statement includes the results of the following entities:

| Sl. No. | Name of the Company | Relationship |
|---------|---|-----------------|
| 1 | CESC Limited | Holding Company |
| 2 | Haldia Energy Limited | Subsidiary |
| 3 | Dhariwal Infrastructure Limited | Subsidiary |
| 4 | Crescent Power Limited | Subsidiary |
| 5 | Kota Electricity Distribution Limited | Subsidiary |
| 6 | Bikaner Electricity Supply Limited | Subsidiary |
| 7 | Bharatpur Electricity Services Limited | Subsidiary |
| 8 | Malegaon Power Supply Limited | Subsidiary |
| 9 | Bantal Singapore Pte. Ltd. | Subsidiary |
| 10 | CESC Projects Limited | Subsidiary |
| 11 | Pachi Hydropower Projects Limited | Subsidiary |
| 12 | Papu Hydropower Projects Limited | Subsidiary |
| 13 | Jarong Hydro-Electric Power Company Limited | Subsidiary |
| 14 | Ranchi Power Distribution Company Limited | Subsidiary |
| 15 | Au Bon Pain Café India Limited | Subsidiary |



S.R. BATLIBOI & Co. LLP

Chartered Accountants

| | | |
|----|--|---------------|
| 16 | Jharkhand Electric Company Limited | Subsidiary |
| 17 | CESC Green Power Limited | Subsidiary |
| 18 | Eminent Electricity Distribution Limited | Subsidiary |
| 19 | Noida Power Company Limited | Subsidiary |
| 20 | Mahuagarhi Coal Company Private Limited | Joint Venture |

5. Based on our review conducted and procedures performed as stated in paragraph 3 above and based on the consideration of the review reports of other auditors referred to in paragraph 6, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with recognition and measurement principles laid down in the aforesaid Indian Accounting Standards ('Ind AS') specified under Section 133 of the Companies Act, 2013, as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.
6. The accompanying Statement includes the unaudited interim financial results and other financial information, in respect of:
- 18 subsidiaries, whose unaudited interim financial results include total assets of Rs. 16,944.02 crores as at September 30, 2023, total revenues of Rs 2,543.02 crores and Rs. 4,971.12 crores, total net profit after tax of Rs. 159.52 crores and Rs. 355.81 crores, total comprehensive income of Rs. 158.81 crores and Rs. 361.95 crores, for the quarter ended September 30, 2023 and the period ended on that date respectively, and net cash outflow of Rs. 190.92 crores for the period from April 1, 2023 to September 30, 2023, as considered in the Statement which have been reviewed by their respective independent auditors.
 - 1 joint venture, whose unaudited interim financial results include Group's share of net loss of Rs. 0.00 crores and Rs. 0.00 crores and Group's share of total comprehensive loss of Rs. 0.00 crores and Rs. 0.00 crores for the quarter ended September 30, 2023 and for the period from April 1, 2023 to September 30, 2023 respectively, as considered in the Statement whose interim financial results, other financial information have been reviewed by their respective independent auditor.

The independent auditor's reports on interim financial information/ financial results of these entities have been furnished to us by the Management and our conclusion on the Statement, in so far as it relates to the amounts and disclosures in respect of these subsidiaries and joint venture is based solely on the report of such auditors and procedures performed by us as stated in paragraph 3 above.

Our conclusion on the Statement in respect of matters stated above in para 6 is not modified with respect to our reliance on the work done and the reports of the other auditors.

For S.R. BATLIBOI & Co. LLP

Chartered Accountants

ICAI Firm registration number: 301003E/E300005


per Navin Agrawal
Partner
Membership No.: 056102



UDIN: 23056102BGUURP6936

Place: Kolkata

Date: November 8, 2023



CIN : L31901WB1978PLC031411

Registered Office: CESC House, Chowringhee Square, Kolkata 700 001

Email ID: secretarial@rpsg.in; Website: www.cesc.co.in

Tel: (033) 6499 0049; Fax: (033) 22124262

Statement of Consolidated Unaudited Financial Results for the Quarter and Six Months ended 30 September 2023

(Rs.in crore)

| Particulars | Three months ended | Three months ended | Three months ended | Six months ended | Six months ended | Year ended |
|--|--------------------|--------------------|--------------------|------------------|------------------|--------------|
| | 30.09.2023 | 30.06.2023 | 30.09.2022 | 30.09.2023 | 30.09.2022 | 31.03.2023 |
| | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) | (Audited) |
| | (1) | (2) | (3) | (4) | (5) | (6) |
| Income from operations | | | | | | |
| Revenue from operations | 4352 | 4310 | 3913 | 8662 | 8015 | 14246 |
| Other income | 62 | 59 | 64 | 121 | 108 | 309 |
| Total income | 4414 | 4369 | 3977 | 8783 | 8123 | 14555 |
| Expenses | | | | | | |
| Cost of electrical energy purchased | 1707 | 1639 | 1556 | 3346 | 3276 | 5164 |
| Cost of fuel | 1243 | 1182 | 1104 | 2425 | 2185 | 3967 |
| Purchase of Stock-in-trade | 3 | 3 | 3 | 6 | 7 | 14 |
| Employee benefits expense | 320 | 305 | 333 | 625 | 613 | 1189 |
| Finance costs | 305 | 308 | 274 | 613 | 539 | 1117 |
| Depreciation and amortisation expense | 303 | 300 | 221 | 603 | 438 | 878 |
| Other expenses | 433 | 457 | 427 | 890 | 794 | 1763 |
| Total expenses | 4314 | 4194 | 3918 | 8508 | 7852 | 14092 |
| Profit before regulatory income and tax | 100 | 175 | 59 | 275 | 271 | 463 |
| Regulatory Income (net) | 361 | 264 | 357 | 625 | 504 | 1276 |
| Profit before tax | 461 | 439 | 416 | 900 | 775 | 1739 |
| Tax Expenses :- | | | | | | |
| Current Tax | 130 | 100 | 100 | 230 | 163 | 350 |
| Deferred Tax /(credit) | (32) | (29) | (3) | (61) | (4) | (8) |
| Total tax expense | 98 | 71 | 97 | 169 | 159 | 342 |
| Profit for the period | 363 | 368 | 319 | 731 | 616 | 1397 |
| Other Comprehensive Income | | | | | | |
| <i>Items that will not be reclassified to profit or loss</i> | | | | | | |
| Remeasurement of defined benefit plans (net of tax) | (6) | (5) | (3) | (11) | (7) | (10) |
| Gain/(loss) on fair valuation of investment | 0 | 7 | 3 | 7 | (4) | (8) |
| Deferred Tax on above | - | - | - | - | - | 0 |
| Other Comprehensive Income/(Expense) for the period | (6) | 2 | 0 | (4) | (11) | (18) |
| Total Comprehensive Income for the period | 357 | 370 | 319 | 727 | 605 | 1379 |
| Profit attributable to | | | | | | |
| Owners of the equity | 348 | 347 | 305 | 695 | 591 | 1343 |
| Non-controlling interest | 15 | 21 | 14 | 36 | 25 | 54 |
| | 363 | 368 | 319 | 731 | 616 | 1397 |
| Other Comprehensive Income attributable to | | | | | | |
| Owners of the equity | (6) | 2 | 0 | (4) | (11) | (18) |
| Non-controlling interest | (0) | 0 | (0) | (0) | (0) | 0 |
| | (6) | 2 | 0 | (4) | (11) | (18) |
| Total Comprehensive Income attributable to | | | | | | |
| Owners of the equity | 342 | 349 | 305 | 691 | 580 | 1325 |
| Non-controlling interest | 15 | 21 | 14 | 36 | 25 | 54 |
| | 357 | 370 | 319 | 727 | 605 | 1379 |
| Paid-up Equity Share Capital (Face value of Re 1/- each) | 133 | 133 | 133 | 133 | 133 | 133 |
| Other Equity | | | | | | 10777 |
| Earnings Per Share (EPS) (Rs.) - refer note 5(ii) | | | | | | |
| Basic & Diluted (not annualised) | 2.62 | 2.62 | 2.30 | 5.24 | 4.46 | 10.13 |



Notes to consolidated financial results :-

1. Consolidated Balance Sheet :

| Particulars | As at | As at |
|--|---|---|
| | 30.09.2023 (Unaudited) Rs. in crore | 31.03.2023 (Audited) Rs. in crore |
| ASSETS | | |
| Non-current Assets | | |
| Property, Plant and Equipment (including ROU assets) | 21819 | 22634 |
| Capital work-in-progress | 235 | 140 |
| Investment Property | 63 | 63 |
| Intangible Assets | 124 | 129 |
| Financial Assets | | |
| (i) Investments | 84 | 77 |
| (ii) Loans | 6 | 6 |
| (iii) Others | 252 | 232 |
| Other non-current assets | 300 | 284 |
| Total | 22883 | 23565 |
| Current Assets | | |
| Inventories | 615 | 880 |
| Financial Assets | | |
| (i) Investments | 112 | - |
| (ii) Trade receivables | 2757 | 2192 |
| (iii) Cash and cash equivalents | 1525 | 1129 |
| (iv) Bank balances other than (iii) above | 1286 | 1459 |
| (v) Loans | 2 | 2 |
| (vi) Others | 346 | 288 |
| Current Tax Assets (Net) | 14 | 11 |
| Other current assets | 440 | 574 |
| Total | 7107 | 6535 |
| Regulatory deferral account balances | 8237 | 7611 |
| TOTAL ASSETS | 38227 | 37711 |
| EQUITY AND LIABILITIES | | |
| Equity | | |
| (i) Equity Share capital | 133 | 133 |
| (ii) Other Equity | 11367 | 10777 |
| (iii) Non-controlling interest | 505 | 479 |
| Total | 12005 | 11389 |
| LIABILITIES | | |
| Non-current Liabilities | | |
| Financial Liabilities | | |
| (i) Borrowings | 10466 | 9569 |
| (ii) Lease Liabilities | 156 | 186 |
| (iii) Trade Payables | | |
| (a) Total outstanding dues to Micro Enterprises & Small Enterprises | - | - |
| (b) Total outstanding dues of Creditors other than Micro Enterprises & Small Enterprises | 61 | 63 |
| (iv) Consumers' Security Deposits | 2123 | 2007 |
| (v) Others | 66 | 67 |
| Provisions | 543 | 515 |
| Deferred tax liabilities (net) | 4219 | 4279 |
| Other non-current liabilities | 250 | 272 |
| Total | 17884 | 16938 |
| Current Liabilities | | |
| Financial Liabilities | | |
| (i) Borrowings | 3341 | 4493 |
| (ii) Lease Liabilities | 34 | 34 |
| (iii) Trade Payables | | |
| (a) Total outstanding dues to Micro Enterprises & Small Enterprises | 50 | 44 |
| (b) Total outstanding dues of Creditors other than Micro Enterprises & Small Enterprises | 1207 | 1045 |
| (iv) Others | 821 | 895 |
| Other current liabilities | 1035 | 761 |
| Provisions | 56 | 53 |
| Current tax liabilities (net) | 175 | 85 |
| Total | 6719 | 7410 |
| Regulatory deferral account balances | 1619 | 1974 |
| TOTAL EQUITY AND LIABILITIES | 38227 | 37711 |



2. Statement of Condensed Consolidated Cash Flows :

| Particulars | Six months ended | Six months ended |
|--|---------------------------|---------------------------|
| | 30.09.2023 (Unaudited) | 30.09.2022 (Unaudited) |
| | Rs. in crore | Rs. in crore |
| A. Cash flow from Operating Activities | | |
| Profit before tax | 900 | 775 |
| Adjustments to reconcile profit before tax to net operating cash flows | 1156 | 902 |
| Operating profit before Working Capital changes | 2056 | 1677 |
| Working Capital changes | 126 | 6 |
| Net change in regulatory deferral account balances | (625) | (504) |
| Net cashflow from Operating Activities | 1557 | 1179 |
| B. Cash flow from Investing Activities | (240) | (29) |
| C. Cash flow from Financing Activities | (921) | (1221) |
| Net increase / (decrease) in cash and cash equivalents (A+B+C) | 396 | (71) |
| Cash and Cash equivalents - Opening Balance | 1129 | 2153 |
| Cash and Cash equivalents - Closing Balance | 1525 | 2082 |

- 3 In the above consolidated financial results of the Group, revenue from operations in respect of the Parent and subsidiaries engaged in the business of electricity has been arrived at based on the relevant orders of appropriate regulatory commission to the extent applicable. The effect of adjustments relating to cost of fuel, purchase of power and those having bearing on revenue account, deferred tax estimate and certain other fixed costs as appropriate, based on the Group's understanding of the applicable regulatory provisions amended till date and available orders of the competent authorities have been included in Regulatory income/ (expense) (net), which may, necessitate further adjustments upon receipt of subsequent orders/directions in this regard, including finalisation of the underlying issues relating to mining of coal from Sarisatoli coal mine, which commenced operations from April, 2015 and other matters pending under appeal for various years. These estimates have been recognised with discounting methodology, assuming recovery over a period of time, in consonance with the applicable regulations and application of prudence. The Parent has received Annual Performance Review (APR) Order from West Bengal Electricity Regulatory Commission (WBERC) in respect of the year ended 31st March 2019. The impact of aforesaid order has been considered in these financial results. Further, in respect of certain matters, the APR order has deviated from past practices / extant regulations for which the Parent is in the process of filing necessary appeals.
- 4 Part A of Schedule II to the Companies Act, 2013 (the Act), inter alia, provides that depreciable amount of an asset is the cost of an asset or other amount substituted for cost. Part B of the said Schedule deals with the useful life or residual value of an asset as notified for accounting purpose by a Regulatory Authority constituted under an act of Parliament or by the Central Government for calculating depreciation to be provided for such asset irrespective of the requirement of Schedule II. In terms of applicable Regulations under the Electricity Act, 2003, depreciation on tangible assets other than freehold land is provided on straight line method on a pro-rata basis at the rates specified therein, the basis of which is considered by the West Bengal Electricity Regulatory Commission (WBERC) in determining the Parent's tariff for the year, which is also required to be used for accounting purpose as specified in the said Regulations. Based on legal opinions obtained, the Parent continues with the consistently followed practice of recouping from the retained earnings an additional charge of depreciation relating to the increase in value of assets arising from fair valuation, which for the quarter ended 30 September 2023, quarter ended 30 June 2023, quarter ended 30 September 2022, six months ended 30 September 2023, six months ended 30 September 2022 and year ended 31 March 2023 amounts to Rs. 50 crore, Rs 51 crore, Rs 54 crore, Rs 101 crore, Rs 108 crore and Rs 215 crore respectively.
- 5 (i) Other expenses contained in columns (1) to (6) in the above financial results include interest on security deposit of Rs. 33 crore, Rs. 33 crore, Rs. 33 crore, Rs. 66 crore, Rs. 60 crore and Rs. 124 crore for the respective periods.
(ii) EPS without Regulatory income/ (expense) (net) contained in columns (1) to (6) in the above financial results works out to Rs 0.85, Rs 1.32, Rs 0.02, Rs 2.17, Rs 1.34 and Rs 3.04 for the respective periods.
- 6 The Group is primarily engaged in generation and distribution of electricity and does not operate in any other reportable segment.
- 7 With regard to the Parent's power purchase from one of its subsidiaries (provider), West Bengal Electricity Regulatory Commission (WBERC) has issued the tariff order (considering applicable Annual Performance Review (APR) orders for Transmission Project) for the years 2018-19 to 2022-23, wherein certain underlying matters have been dealt with in deviation from past practices of tariff determination and kept for disposal through future true up exercise, impact of which is not ascertained. The said provider not being in agreement with the same, has since filed appeal in respect of the above Tariff Order before the Hon'ble Appellate Tribunal for Electricity on the grounds inter alia, that the orders have been passed after substantial period of delay, the applicable periods are long over and directions passed are impossible to comply because of significant delay in passing the said orders. However, since the Tariff Order for the financial year 2022-23 was issued in July'22, the Parent has given effect to the same from 2022-23 onwards with application of principles in terms of applicable Regulations. The said provider has since received APR order from WBERC for the year ended 31st March 2015 in respect of Generation Project and for the years ended 31st March 2019 and 31st March 2020 in respect of Transmission Project and the said provider not being in agreement with the same, is in the process of filing necessary appeals. Based on legal opinion obtained, the provider is confident of the matter being adjudicated in its favour. Accordingly, necessary adjustment, if any, will be made on the matter reaching finality.
- 8 In respect of one of the subsidiary company, Uttar Pradesh Electricity Regulatory Commission (UPERC) vide tariff order dated 24 May 2023 has approved the ARR for financial year 2023-24 along with true-up order for FY 2021-22. Since, UPERC has deviated on already settled principles, practices/ methodologies as per UPERC MYT Regulations, 2014 followed in previous orders/ true-up orders issued till 3 September 2019, the said subsidiary has filed an appeal before Appellate Tribunal for Electricity (APTEL) against the above order. Based on the evaluation supported by legal opinion, the said subsidiary is of view that it is more likely than not, the matters will be decided in its favour. Accordingly, necessary adjustment, if any, will be made on the matter reaching finality.
- 9 Eminent Electricity Distribution Limited, a wholly owned subsidiary of the parent company, was declared the highest Bidder for acquiring 100% stake in the power distribution company for the Union Territory of Chandigarh. The Letter of Intent and advices for completion of the necessary formalities in respect of the said acquisition are awaited.
- 10 The above results were reviewed by the Audit Committee and approved by the Board of Directors at their respective meetings held on 8th November, 2023. The Statutory Auditors have carried out a limited review of the said results in terms of Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 11 Figures for the previous periods have been regrouped / reclassified wherever necessary to conform to current period's classification.

By Order of the Board



[Signature]
Rabi Chowdhury
Managing Director
-Generation

[Signature]
Debasish Banerjee
Managing Director
- Distribution

Dated : 8th November, 2023

Independent Auditor's Report on Security Cover, Compliance with Covenants and book value of assets as at September 30, 2023 pursuant to Regulation 56(1)(d) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) and SEBI Circular dated May 19, 2022 for submission to IDBI Trusteeship Services Limited (the 'Debenture Trustee')

To

The Board of Directors

CESC Limited

CESC House, Chowringhee Square,

Kolkata – 700001

1. This Report is issued in accordance with the terms of the service scope letter dated September 25, 2023 and master engagement agreement dated August 05, 2022, with CESC Limited (hereinafter the "Company").
2. We S.R. Batliboi & Co. LLP, Chartered Accountants, are the Statutory Auditors of the Company and have been requested by the Company to examine the accompanying Statement showing 'Security Cover as per the terms of Debenture Trust Deed, Compliance with covenants and book value of assets' for Non-Convertible Debentures as at September 30, 2023 (hereinafter the "Statement") which has been prepared by the Company from the Board approved unaudited standalone financial results, underlying books of account and other relevant records and documents maintained by the Company as at and for the period ended September 30, 2023 pursuant to the requirements of the Regulation 56(1)(d) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and SEBI Circular dated May 19, 2022 on Revised format of security cover certificate, monitoring and revision in timelines (hereinafter the "SEBI Regulations and SEBI Circular"), and has been initialed by us for identification purpose only.

This Report is required by the Company for the purpose of submission with IDBI Trusteeship Services Limited (hereinafter the "Debenture Trustee") of the Company to ensure compliance with the SEBI Regulations and SEBI Circular in respect of its 12-month T-Bill Rate + 240 bps Non-Convertible Debentures having face value of Rs. 10,00,000 each, aggregating to Rs. 200 crores subscribed by Citibank N.A. ('Debenture'). The Company has entered into an agreement with the Debenture Trustee vide agreement dated December 23, 2020 in respect of such Debentures.

Management's Responsibility

3. The preparation of the Statement is the responsibility of the Management of the Company including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
4. The Management of the Company is responsible for ensuring that the Company complies with all the relevant requirements of the SEBI Regulations and SEBI Circular including maintenance of hundred per cent security cover or higher security cover as per the terms of Debenture Trust Deed sufficient to discharge the principal amount and the interest thereon at all times for the Debentures issued. The management is also responsible for providing all relevant information to the Debenture Trustee and for complying with all the covenants as prescribed in the Debenture Trust Deed ('Trust Deed') dated December 23, 2020 entered into between the Company and the Debenture Trustee.



Auditor's Responsibility

5. It is our responsibility to provide a limited assurance and conclude as to whether the:
 - (a) Book values of assets as included in column C to J of Annexure 1 of the Statement are in agreement with the books of account underlying the unaudited standalone financial results of the Company as at September 30, 2023; and
 - (b) Company has maintained hundred percent Security cover or higher Security cover as per the terms of the Trust Deed and the Company is in compliance with the covenants (including financial covenants) as mentioned in the Trust Deed as on September 30, 2023;

6. We have performed a limited review of the unaudited standalone financial results of the Company for the quarter and half year ended September 30, 2023, prepared by the Company pursuant to the requirements of Regulation 33 and 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and issued an unmodified conclusion dated November 8, 2023. Our review of these financial results was conducted in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India ("ICAI").

7. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

9. Our scope of work did not involve us performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information or the financial results of the Company taken as a whole. We have not performed an audit, the objective of which would be the expression of an opinion on the financial results, specified elements, accounts or items thereof, for the purpose of this report. Accordingly, we do not express such opinion.

10. A limited assurance engagement includes performing procedures to obtain sufficient appropriate evidence on the applicable criteria, mentioned in paragraph 5 above. The procedures performed vary in nature and timing from, and are less extent than for, a reasonable assurance. Consequently, the level of assurance obtained is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed. Accordingly, our procedures included the following in relation to the Statement:
 - a) Obtained and read the Trust Deed and noted that as per the Trust Deed the Company is required to maintain a minimum-security cover ("Minimum Security Cover") of 1.4 times the aggregate outstanding Nominal Value of the Debenture (after taking into account other debt secured against such assets);
 - b) Obtained the Board approved unaudited standalone financial results of the Company for the period ended September 30, 2023;



- c) Traced and agreed the principal amount and the interest thereon of the secured listed Debentures outstanding as on September 30, 2023 to the unaudited Board approved standalone financial results of the Company and the underlying books of account maintained by the Company as on September 30, 2023;
- d) Obtained and read the list of security cover in respect of secured listed Debentures outstanding as per the Statement;
- e) Obtained the list of security created in the register of charges maintained by the Company and 'Form No. CHG-9' filed with Ministry of Corporate Affairs ('MCA'). Traced the list of security for immovable properties with the company's fixed asset register on test check basis.
- f) The management has represented that there are no liens, pledges on Assets of the Company other than those mentioned in the Statement;
- g) Examined and verified the arithmetical accuracy of the computation of Security Cover, in the accompanying Statement and Annexure 1;
- h) Examined and verified the arithmetical accuracy of the computation of Debt to Net Worth Ratio as per Sl. No 4 (i) of the attached Statement with respect to debenture subscribed by Citibank N.A.;
- i) Traced the book value of assets contained in Columns C to J of Annexure 1 of the Statement from the books of accounts of the Company underlying the Board approved unaudited standalone financial results as at September 30, 2023.
- j) Traced and agreed the following amounts in the attached Statement and Annexure 2 to the Board approved unaudited standalone financial results and other relevant records and documents maintained by the Company as at and for the period ended September 30, 2023:
 - i. Profit after tax
 - ii. Non-current borrowings (including current maturities of long-term debts)
 - iii. Equity Share capital
 - iv. Other Equity
- k) With respect to compliance with covenants as per Sl.no 4 (ii) to 4 (vi) of the attached Statement, the management has represented and confirmed that the Company has complied with the covenants, as prescribed in the Trust Deed, as at September 30, 2023. We have relied on the same and not performed any independent procedures in this regard.
- l) As regards asset cover ratio, we understand from management, that Citibank N.A. (Sole Debenture holder) has accepted the explanations given by management for asset cover ratio of 1.2 times (i.e. 120%).
- m) Performed necessary inquiries with the management and obtained necessary representations.

Conclusion

- 11. Based on the procedures performed by us, as referred to in paragraph 10 above and according to the information and explanations received and management representations obtained, nothing has come to our attention that causes us to believe that the:
 - a) Book values of assets contained in Columns C to J of Annexure 1 of the Statement are not in agreement with the books of account underlying the unaudited Board approved standalone financial results of the company as at September 30, 2023;



- b) Company has not maintained hundred percent security cover or higher security cover as per the terms of the Trust Deed as on September 30, 2023 or the Company is not in compliance with the covenants (including financial covenants) as mentioned in the Trust Deed as on September 30, 2023, subject to the fact that the asset cover ratio is 1.2 (i.e. 120%) as against the stipulated 1.4 in the Trust Deed;

Restriction on Use

12. The Report has been issued at the request of the Company, solely in connection with the purpose mentioned in paragraph 2 above and to be submitted with the accompanying Statement to the Debenture Trustee and is not to be used or referred to for any other person. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come. We have no responsibility to update this Report for events and circumstances occurring after the date of this report.

For S.R. Batliboi & Co. LLP

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005



per Navin Agrawal

Partner

Membership Number: 056102

UDIN: 23056102BGUURQ7208



Place of Signature: Kolkata

Date: November 08, 2023

Statement showing maintenance of hundred percent or higher Security Cover as at 30th September, 2023, and compliance with covenants of Debenture Trust Deed, as per Regulation 54 read with Regulation 56 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) and SEBI Circular dated 19th May, 2022 on "Revised format of security cover certificate, monitoring and revision in timelines"

- 1) The Company has the following outstanding listed debentures as on 30th September, 2023:
 - a) rated, listed, secured, redeemable, non-convertible debentures for cash at par of Rs 200 crore at a coupon of 12-month T bill + 2.40% p.a. subscribed by **Citibank N.A.** The said Debentures have been secured by a pari passu first charge on the Company's movable fixed assets.
- 2) Security Cover/Asset Cover with respect to the above debentures subscribed by Citibank N.A., as computed in Annexure - 1, as at 30th September, 2023 is 1.2 (i.e 120%)
- 3) Profit after tax of the Company for the half year ended 30th September 2023 is Rs. 400 crore.
- 4) The Company is in compliance with all the following applicable covenants as per the Debenture Trust Deed dated 23rd December, 2020 with respect to debentures subscribed by Citibank N.A.:
 - i) Debt to Net Worth Ratio as computed in Annexure – 2, is 0.8 as at 30th September, 2023.
 - ii) Proceeds from debentures are used as per terms stated in Trust Deed.
 - iii) Security has been created as per terms stated in Trust Deed.
 - iv) The Company has not sold any movable fixed asset, with a value/consideration of more than ₹ 500 crore during the six months period ended on 30th September, 2023.
 - v) The Company has not entered into any amalgamation, demerger, merger or corporate reconstruction.
 - vi) The Promoter group has not diluted its shareholding below the threshold limit as prescribed under the Trust Deed.

Kolkata, 8th November 2023



For CESC Limited .

Sanjay

Executive Director & CFO



Asset/Security Cover - with respect to debentures subscribed by Citibank N.A.
(in respect of borrowings with first pari passu charge on movable fixed assets)

Annexure -1

Amt in Rs crore

| Column A | Column B | Column C | Column D | Column E (note I) | Column F (note I) | Column G (note I) | Column H (note I) | Column I (note I) | Column J (note I) | Column K | Column L | Column M | Column N | Column O |
|---|---|--|--------------------|--|--|--|---|--|--|---|--|---------------------|----------|--------------|
| Particulars | Description of asset for which this certificate relate | Exclusive Charge | Exclusive Charge | Pari-Passu Charge | Pari-Passu Charge | Pari-Passu Charge | Assets not offered as Security | Elimination (amount in negative) | (Total C to H) | Related to only those items covered by this certificate | | | | |
| | | Debt for which this certificate being issued | Other Secured Debt | Debt for which this certificate being issued | Assets shared by pari passu debt holder (includes debt for which this certificate is issued & other debt with pari-passu charge) | Other assets on which there is pari-passu charge (excluding items covered in column F) | Debt amount considered more than once (due to exclusive plus pari passu charge) | Market Value for Assets charged on Exclusion basis | Carrying book value for exclusive charge assets. Where market value is not ascertainable or applicable (For Eg. Bank Balance, DSRA market value is not applicable) | Market Value for Pari passu charge Assets | Carrying value/book value for pari passu charge assets where market value is not ascertainable or applicable (For Eg. Bank Balance, DSRA market value is not applicable) | Total Value(=K+L+N) | | |
| | | Book Value | Book Value | Yes/No | Book Value | Book Value | | | | Relating to Column F | | | | |
| ASSETS | | | | | | | | | | | | | | |
| Property Plant and Equipment (note i & ii) (Net of capital creditor of Rs. 57.67 crores and includes capital advance of Rs. 46.09 crores) | Plant & Machinery, Distribution system, means, furniture & fixtures, office equipment, vehicles | | | Yes | 9634 | 2684 | 757 | | 13075 | | | 10587 | | 10587 |
| Capital Work-in-Progress (i & ii) | Various routine capital expenditure related to electricity generation & distribution | | | Yes | 99 | | | | 99 | | | 100 | | 100 |
| Right of Use Assets | | | | No | | | 89 | | 89 | | | | | |
| Goodwill | | | | | | | | | 0 | | | | | |
| Intangible Assets | | | | No | | | | | 94 | | | | | |
| Intangible Assets under Development | | | | | | | | | 0 | | | | | |
| Investments | | | | No | | | 5125 | | 5125 | | | | | |
| Loans | | | | No | | | 84 | | 84 | | | | | |
| Provisions | | | | No | | 338 | | | 338 | | | | | |
| Trade Receivables | | | | No | | 1490 | | | 1490 | | | | | |
| Cash and Cash Equivalents | | | | No | | 982 | | | 982 | | | | | |
| Bank Balances other than Cash and Cash Equivalents | | | | No | | | 481 | | 481 | | | | | |
| Others (Net of capital advance of Rs. 46.09 crores) | | | | No | | | | | 7229 | | | | | |
| Total | | | | | 9732 | 5494 | 13858 | | 29084 | | | 10587 | | 10587 |
| LIABILITIES | | | | | | | | | | | | | | |
| Debt securities to which this certificate pertains | Non-convertible listed debentures | | | Yes | 200 | | | | 200 | | | 200 | | 200 |
| Other debt sharing pari-passu charge with above debt (includes interest accrued of Rs. 36.21 crores) | Non Current Borrowings | | | Yes | 7735 | 619 | 0 | | 8354 | | | 7735 | | 7735 |
| Other Debt | | | | | | | | | 0 | | | | | |
| Subordinated debt | | | | | | | | | 0 | | | | | |
| Borrowings | | | | | | | | | 0 | | | | | |
| Bank | | | | | | | | | 0 | | | | | |
| Debt Securities | | | | | | | | | 0 | | | | | |
| Others | | | | | | | | | 0 | | | | | |
| Trade payables | | | | No | | | 1228 | | 1228 | | | | | |
| Lease Liabilities | | | | No | | | 116 | | 116 | | | | | |
| Provisions | | | | No | | | 574 | | 574 | | | | | |
| Others (Net of capital creditor of Rs. 57.67 crores and interest accrued of Rs. 36.21 crores) | | | | No | | | 18612 | | 18612 | | | | | |
| Total | | | | | 7935 | 619 | 20530 | | 29084 | | | 7935 | | 7935 |
| Cover on Book Value | | | | | 1.2 | | | | | | | | | |
| Cover on Market Value | | | | | | | | | | | | 1.3 | | |
| | | Exclusive Security Cover Ratio | | | | Pari-Passu Security Cover Ratio | | | | | | | | |

i. Amounts are as per the unaudited limited reviewed standalone financial results as at September 30, 2023 and related records and documents maintained by the Company.

ii. Market Value of Property Plant & Equipment in Column M are that of March 31, 2023 carried out by a registered valuer. The Market Value of Capital Work in Progress has been taken at book value

iii. CWIP amounting to Rs. 99 Crores has been considered as movable fixed assets.



For CESC Limited

Ranuj
Executive Director & CFO



CESC Limited
Annexure – 2

| Debt to Net Worth Ratio with respect to debentures subscribed by Citibank N.A. (in respect of borrowings with first pari passu charge on movable fixed assets) | As at 30th September 2023 (Rs crore) |
|--|--|
| Total debt Non-current borrowings (including current maturities of long-term debts) | 7898 |
| Total (A) | 7898 |
| Net Worth (i) Equity Share Capital (ii) Other Equity | 133 10119 |
| Total (B) (i +ii) | 10252 |
| Debt to Net Worth ratio (A) / (B) | 0.8 |



Kolkata, 8th November 2023

For CESC Limited

Executive Director & CFO

