

DOC: SEC:1080/2024-25/119

July 27, 2024

National Stock Exchange of India Limited  
Exchange Plaza, 5<sup>th</sup> 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: Notice calling the Forty-sixth Annual General Meeting and the Annual Report for the  
Financial Year 2023-24**

In furtherance to our communication vide letter no. DOC: SEC:1075/2024-25/113 dated July 25, 2024 and pursuant to Regulations 30 and 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith copies of the Notice convening the Forty-sixth Annual General Meeting (AGM) of the Company, to be held on Wednesday, August 21, 2024, alongwith the Annual Report for the Financial Year 2023-24, being circulated through electronic mode to the shareholders.

Copies of both the said AGM Notice and the Annual Report are also being uploaded on the website of the Company at [www.cesc.co.in](http://www.cesc.co.in).

You are requested to kindly acknowledge the receipt of the same and oblige.

Thanking you.

Yours faithfully,  
For **CESC Limited**

**Jagdish Patra**  
**Company Secretary & Compliance Officer**

**Encl: a/a**



Decarbonising **TODAY.**  
Energising **TOMORROW.**

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Powering New India

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Unleashing Sustainable Solutions



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Empowering Communities towards a Bright Future

### Investor Information

Market Capitalisation as of March 31, 2024	₹ 16,12,556.43 Lakhs
CIN	L31901WB1978PLC031411
BSE Code	500084
NSE Code	CESC
Dividend Declared	450% i.e. ₹ 4.50 per equity share
AGM Date & Time	August 21, 2024 at 10:30 am



For more investor-related information, please visit:  
<https://www.cesc.co.in/home#investor-zone>

**Disclaimer :** The statements in the report, which may be considered forward-looking statements within the meaning of applicable laws and regulations, have been based upon current expectations and projection about future events. The management cannot, however, guarantee that these forward-looking statements will be realised or achieved.

# Decarbonising **TODAY.**

## Energising **TOMORROW.**

In an age where sustainability is not just optional but essential, CESC Limited is firmly committed to a narrative interwoven with sustainable practices for lasting value. We stand at the forefront of the decarbonisation movement, driving a transformative agenda beyond just reducing emissions.

Our mission extends to fostering growth and resilience through significant initiatives. Our strategy encompasses a comprehensive 4D approach: digitalisation, decarbonisation, decentralisation, and robust disaster management. At CESC, we are the catalysts for change, pioneering a future where sustainability shapes an invigorating tomorrow. Together, we are not just participating in change; we are defining the future, decarbonising today to energise a better tomorrow.





## About the RPSG Group

# Building on Our Legacy

**The RPSG Group has cultivated an enduring legacy, spanning over two centuries, thereby solidifying its position as a revered conglomerate in India's business scenario. Simultaneously, the Group is making a considerable impact on a global scale.**

The RPSG Group ('the Group') stands as an inspiration in India's corporate domain, acclaimed for its unyielding dedication to applying cutting-edge technology and efficient business methodologies. Currently, the Group commands a formidable position, boasting assets base of above ₹ 60,000 Crore and generating consolidated revenues of about ₹ 36,500 Crore.

What truly distinguishes this organisation is its pursuit of excellence, evident in its remarkable performance across diverse business sectors. With a workforce of over 50,000 and a shareholder base surpassing 11,00,000 the RPSG Group is a shining proof of the possibilities achievable through firm determination, innovative spirit, and an unyielding commitment to success.

### Group's Business Portfolio





## Vision

To be a dynamic conglomerate driven by sustainable growth, efficiency and innovation

## Core Values



### Customer First

Keep customer at the core of every action



### Credibility

Instill trust, confidence and accountability with our actions



### Risk-Taking

Dare to go beyond



### Sustainability

Be equally responsible for people, planet, profits



### Execution Excellence

Strive to be the best in everything we do



### Agility

Move ahead of time quickly



### Humaneness

Be fair, respectful, transparent and sensitive

## Our Presence

# Powering New India

At CESC, our commitment to generating value and sustaining growth is deeply rooted in our robust power generation and distribution network, which spans across the entire nation. Our reliable infrastructure ensures that consumers from every corner of India receive high-quality power. By harnessing advanced technology and optimizing our operations, we continuously enhance the efficiency of our facilities. Our state-of-the-art processes and governance systems in power generation and distribution reflect our dedication to excellence and our expansive Pan India presence.

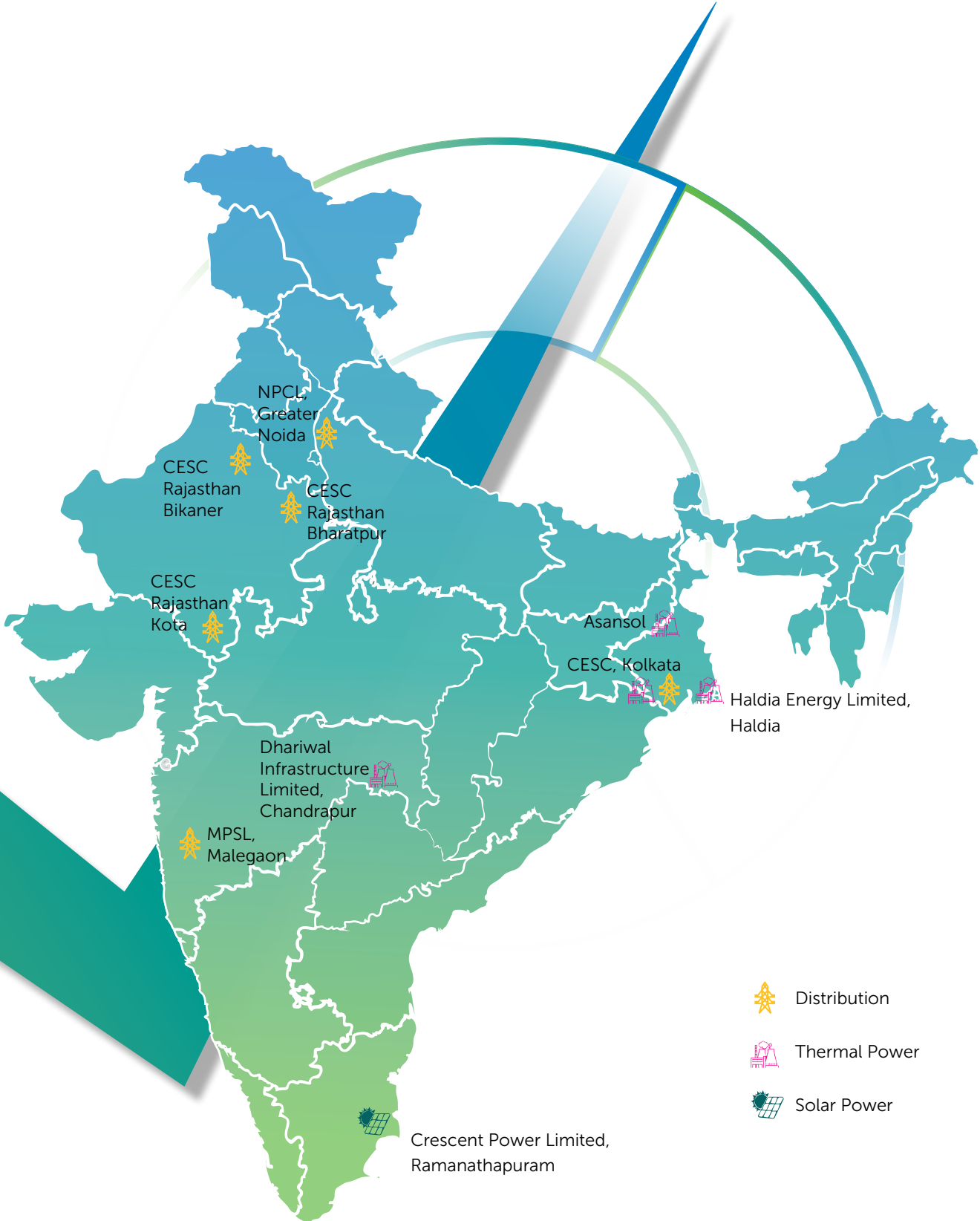
### Key Metrics

**2,140** MW (approx)  
Operational generation capacity

**3** GW  
Planned investments in hybrid  
renewable energy generation

**1,340** Sq.km  
Total licensed area

**4.4** Million+  
Total no. of consumers





## Key Highlights of FY 2023-24 (Standalone)

# Snapshot of the Year

### Financials

₹ **8,729** Crore  
Total Income

₹ **922** Crore  
PBT

₹ **775** Crore  
PAT

₹ **5.85**  
EPS

### Operational

**24\*7**  
Power Availability

**213**  
Total No. of Offices

**5**  
Operational Distribution Ventures

**100%**  
Acquisition of Purvah Green  
Power Private Limited



## Environmental

**18**

New Green Buildings

**228** kW

Solar Rooftop Installation at Substations and Generating Stations

**100** kWp

Floating Solar Plant &amp;

**218** kWh

Battery Energy Storage System at the Chakmir sub-station

**Zero**

Liquid Discharge at Budge Budge Generating Station

**3**

GW Planned Hybrid Renewable Investment over next 4-5 years

**1,500** MW

wind turbines to be commissioned over next 3-4 years.

**10,500** MT/annum

Green Hydrogen Production facility under development

## Social

₹ **20.17** Crore

CSR Spent

Over **3,00,000** Lives

Benefitted through Our CSR Activities

## Governance

**11**

Members on the Board (as on March 31, 2024)

**6**

Independent Directors (as on March 31, 2024)

**5**

Board Committees

**1**

Woman Director

## About CESC

# Envisioning a Sustainable Future for All

CESC stands as one of India's leading energy companies, with operations extending Pan-India across generation and distribution. We are dedicated to the energy transition through a sustainable business model that emphasizes renewable energy, energy storage, and green hydrogen.

Operating in regions with significant energy demand, we align our distribution business with India's expanding power sector. Our robust distribution model, encompassing both license-based and franchise-based operations, is committed to providing a 24/7 power supply and enhancing customer service to ensure sustainable growth.

We understand that progress is measured not only by financial performance but also by social impact, environmental sustainability, innovation, and long-term value creation for all stakeholders. Despite the evolving energy landscape, our commitment to deliver sustained value remains unwavering. We are actively advancing towards green energy solutions to meet the nation's energy security needs.

## Our Business Foundation

### KOLKATA OPERATIONS

At CESC, we operate our generation facilities to enable electricity distribution within our licensed areas, spanning Kolkata, Howrah, Hooghly, and North and South 24 Parganas in West Bengal. We manage all our operations directly, except our 600 MW plant located at Haldia, which falls under the purview of our wholly-owned subsidiary, Haldia Energy Limited (HEL).

### GENERATION PROJECTS

Various subsidiaries of CESC oversee both our Company's thermal and renewable energy projects, excluding those managed by HEL. At the end of the fiscal year 2023-24, the cumulative generation capacity of these projects stood at over 650 MW.

### DISTRIBUTION VENTURES

Our subsidiaries hold the distribution license for Greater Noida in Uttar Pradesh, besides operating three distribution franchisees (DFs) in Kota, Bharatpur, and Bikaner in Rajasthan. Additionally, CESC's subsidiary manage the DF in Malegaon, Maharashtra.



## Vision

We will be a profitable consumer-oriented power utility consistent with global standards, meeting the expectations of consumers, employees and other stakeholders.

### We will achieve this vision by:

- Achieving efficiency of operations and further developing core competencies.
- Readjusting the business consistent with the changing environment, technologically and commercially.
- Maintaining a rewarding and stimulating organisational climate with people orientation.
- Reaffirming faith in the organisation's ethics and values developed in course of our long existence.
- Harnessing and developing our professional competence.
- Being responsive to social requirements.



## Mission

We will meet consumer's expectations continuously by providing safe, reliable and economic electricity through optimisation of available resources.

### We will achieve this mission by:

- Accomplishing targetted performance in the key result areas of our business operations.
- Enhancing consumer satisfaction through value addition to service supported by a consumer feedback monitoring system.
- Improving the work environment and helping employees with personal development and career satisfaction through an interactive approach.
- Being recognised as an ethical and environmentally responsive organisation.



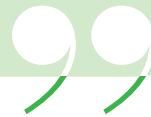


## Message from the Chairman

# Unleashing Sustainable Solutions for New India



Your Company and its subsidiaries serves over 4.4 million customers through its distribution licensees in Kolkata and Greater Noida, as well as its four distribution franchisees in Rajasthan and Maharashtra



### Dear Members,

2023-24 has been an excellent year for India's economy. In a milieu where the global economy grew at 3.2% for calendar year 2023, India's real gross domestic product (GDP) grew at 7.6% in 2023-24, up 60 basis points from 2022-23. It happens to be the highest growth rate recorded among all major economies in the world, including China. Not just in 2023-24; but also in the previous year.

Given this buoyant growth scenario, the Reserve Bank of India (RBI) has forecast India's GDP growth for 2024-25 at 7% which seems to be a little conservative. Indeed, I expect a higher growth. But even at 7%, it will make India the fastest growing large economy in 2024-25, for the third year on a trot.

In such healthy economic circumstances, electricity demand has been strong after the pandemic. With recent trends in the energy consumption tilting towards greater electricity usage, this is expected to improve further.

Your Company and its subsidiaries are well placed to benefit from this opportunity. Its presence has grown considerably over the years. Today, it serves over 4.4 million customers through its distribution licensees in Kolkata and Greater Noida, as well as its four distribution franchisees in Rajasthan and Maharashtra. It has generation plants in West Bengal, Maharashtra and Tamil Nadu with a cumulative capacity of about 2140 MW.

Towards the end of 2023-24, your Company articulated its intent to enter the renewables energy generation space across multiple technologies. Its footprint in India's power sector will increase significantly as its investments in the renewables space come to fruition.

Let me now cover how your Company fared in 2023-24. Here are some facts.

- For the Kolkata operations, there was a significant growth in demand. Peak power demand increased to 2,606 MW in 2023-24 versus 2,339 MW in the previous year. Total energy requirement grew by 5.4 % to 11, 775 MU in 2023-24. Over 108,000 new connections were provided in 2023-24 and there was a notable increase in online payments and customer interactions through digital channels. The generating stations won several awards relating to operating efficiencies, energy conservation, quality

systems and processes. These are detailed in the chapter on Management Discussion and Analysis.

- Outside of the Kolkata operations: the five operational distribution ventures of your Company — at Greater Noida, Kota, Bharatpur, Bikaner and Malegaon — have collectively serviced some 8.1 lakh consumers (versus 7.6 lakh in 2022-23) and accounted for electricity sales of 6,365 MU in 2023-24, up by 4.1% over the previous year. Distribution losses have reduced across all five operations; while overall collection efficiency has increased.
- Consequently, your Company has reported creditable results for 2023-24. Total income (including other income) of CESC as a consolidated entity grew by 6.8% to ₹ 15,544 crore in 2023-24. Total expenses during the year increased by 10.8%. As a result, consolidated profit before taxes (PBT), after incorporating regulatory income, stood at ₹1,683 crore in 2023-24 Consolidated profit after taxes (PAT) grew by 3.6% to ₹ 1,447 crore in 2023-24.

I believe that there are more improvements to be had. Unlike in most other businesses, we are always constrained to raise power tariffs. However, we aim to further improve operational and customer efficiencies in the Kolkata business.

We also strive to generate stronger results from our five distribution ventures outside West Bengal by rapidly reducing distribution losses and by strengthening billing and collections. We also envisage increasing the use of various digital interventions both in maintenance and customer care to provide better servicing while simultaneously reducing costs.

Let me end with a simple observation on the future of the power sector. If India continues to grow at 7.5% to 8% per year over the next few years, there is absolutely no doubt that there will be a steadily rising demand for power. Your Company is well placed to supply this increasing demand. It has strong capabilities and presence, which are set to increase further with its planned investments in the renewables space. Therefore, I see no reason why the operational and financial results should not improve further. It can. And it must.

Thank you for your support. I truly appreciate it.

The very best.

Yours sincerely,

**Dr Sanjiv Goenka**  
Chairman

# Driving Towards Environmental Stewardship

At CESC, maintaining sustainability involves providing safe, cost-effective, low-carbon, and reliable electricity across our responsible and diverse value chain. We conduct assessments to evaluate the risks and opportunities for our business, understand stakeholder expectations and integrate them into our strategies and decision-making.







Our Company implements various sustainability initiatives such as decarbonisation levers, with the aim to reduce our footprint and create a positive impact on the environment. Here are the key initiatives undertaken by CESC across different areas of environmental protection:



**Decarbonisation**



**Air Emissions**



**Water Conservation**



**Circular Economy**



**Biodiversity Conservation**



**Waste Management**



## Social: Community

# Empowering Communities towards a Bright Future

Our Corporate Social Responsibility (CSR) policy aligns with our commitment to being a 'change maker' for the community. As part of the policy, we have adopted a systematic approach to develop extensive CSR programmes. We start by assessing the community needs, and design our solutions accordingly. At CESC, our mission and values are centred on giving back to our community, and through our efforts, we strive to create a positive impact on society continuously.



## CSR Activities



Education



Healthcare

Skill  
Development

Environmental

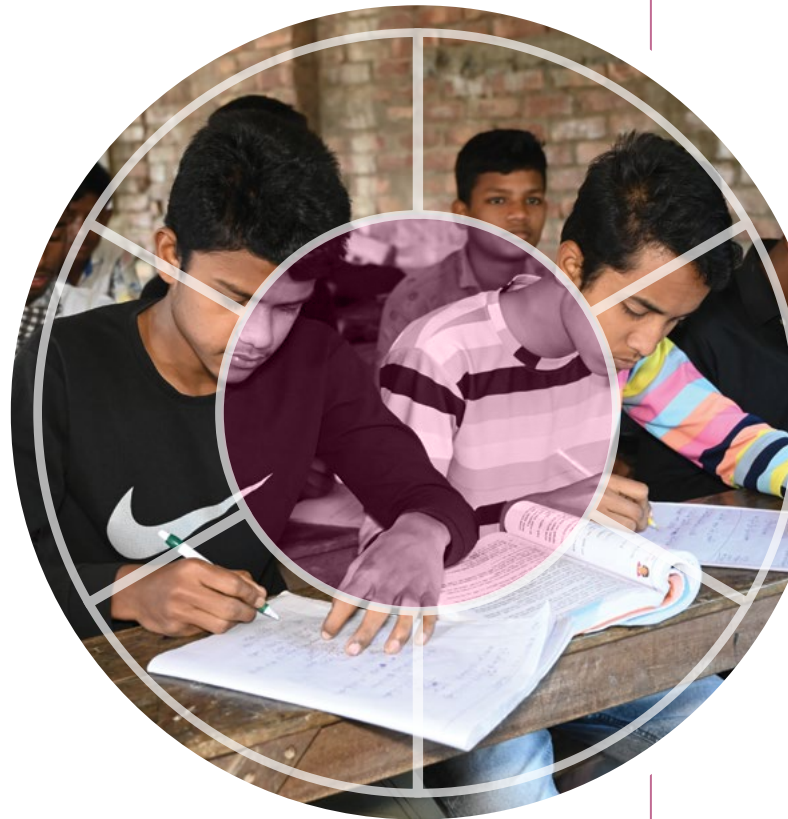


## Education

Education is not merely a privilege but a fundamental right of every individual in our country, particularly our children. It lays the foundation for a child's overall growth and development.

## Initiatives Undertaken

- **Akshar:** Reaches children aged 3-18 years through early child education and development centers, and community-based academic support centers in Tiljala. Beneficiaries include 493 children and 467 parents, both in-school and out-of-school.
- **Indradhanush:** Supports out-of-school children in Kamarhati to get enrolled in schools and provides academic support to underprivileged children. Beneficiaries include 531 children aged 6-16 and 485 parents.
- **Muktangan:** Provides supplementary education support to children in classes V to X in Pujali, focusing on first-generation learners and children with learning gaps or language barriers. Beneficiaries include 304 children and 286 parents.



1,328

Children Beneficiaries

1,238

Parent Beneficiaries



## Healthcare

At CESC, we are deeply committed to reducing infant and child mortality rates. To that end, our Company integrates safe motherhood and child survival programmes into our CSR initiatives.

### Initiatives Undertaken

- **SNEH (Sustainable Nutrition and Health Education):** Aims to improve maternal and child health and nutrition, focusing on the first 1,000 days of care. Implemented in Tiljala, it benefits 410 pregnant women, 485 lactating mothers, and 858 children under 2 years old.
- **Eye Check-Up Camps:** Organized in Pujali for underprivileged communities, benefiting 708 community members. Free spectacles were provided to 537 beneficiaries.



895

Mother Beneficiaries

708

Community Members Benefitted



## Skill Development

At CESC, we believe in facilitating holistic growth and empowering individuals to be self-reliant and lead sustainable livelihoods. Such initiatives help our Company nurture a thriving society in the long term. Notably, our activities aim to provide livelihood enhancement opportunities for the community we operate within. In the process, we endeavour to bridge the gap between the local workforce and the skill requirements of various industries.

### Initiatives Undertaken

- **Eklavya (CESC Skill Academy):** Operates 14 centers in Kolkata, Howrah, North and South 24 Parganas, offering skill-building courses in Basic Computer with Advanced Excel, Customer Relations Management, Retail Management, Electrician, Beautician and Tailoring.



1,929

Candidates Trained

1,380

Candidates Secured Jobs



## Environmental

As a company, we are deeply committed to providing a clean environment for the communities in which we operate. This dedication is embedded in our values and guides our actions on a daily basis. We recognise the importance of environmental stewardship and strive to minimise our environmental footprint by undertaking various initiatives and introducing some specialised practices.

# 7,522

Students Impacted through Urja Chetana

# 350

Teachers Benefited through Urja Chetana

# 1,000

People Impacted from Waste Management Project

### Initiatives Undertaken

- **Urja Chetana:** Builds capacity of teachers and students for initiating action on environment and sustainability issues (air pollution, waste management, rainwater harvesting, and biodiversity conservation) in 10 schools, impacting 7,522 students and 350 teachers.
- **Kiran:** Community-based waste management project converting organic waste into vermicompost, reducing landfill waste and improving hygiene in Metro Colony, Kamarhati Municipality, impacting 1,000 people.
- **Aparajita:** Scientific flower waste management project in North Dum Dum Municipality, creating and assisting Self-Help Groups (SHGs) to produce value-added products like organic powder and biofertilizers through training on waste sorting techniques.





## Social: People

# Nurturing a People-First Approach

**CESC is committed to delivering the best-quality services to consumers throughout. We believe in retaining, nurturing, and enhancing the skills and leadership capabilities of our workforce to progress with them hand-in-hand.**

As an organisation, all our operations and activities revolve around our employees. Our Company prioritises their well-being at every step and takes pride in fostering their professional development. We regard the dedication and expertise of our employees to be fundamental to sustaining our performance. Furthermore, CESC recognises the importance of providing a safe and supportive environment, ensuring that our employees have ample opportunities for learning and growth.





## Key Features

### HUMAN RIGHTS

- Respecting and protecting human rights is the Company's fundamental responsibility.

### WORKFORCE WELFARE

- Effectively resolving disputes with employees and workers in a peaceful manner
- Fostering the Company's social performance as an attractive employer

### OCCUPATIONAL HEALTH AND SAFETY

- Prevention of work-related injuries and ill health through provision of safe and conducive work environment

## Governance

# Leading with Foresight

The philosophy of the Company's Corporate Governance ensures transparency in its affairs and the functioning of the Management and the Board and accountability towards its stakeholders. It also encompasses the oversight of business strategies and ensures fiscal accountability, ethical corporate behavior and fairness to all stakeholders. The Company's policies focus on the augmentation of long-term shareholder's value without compromising integrity, social obligations and regulatory compliances.

### BOARD'S COMPOSITION

CESC's Board of Directors ('the Board') has an optimum mix of Executive and Non-Executive Directors in line with the applicable provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015. As on March 31, 2024, the Board comprised of eleven Directors, i.e. two Executive Directors, two Non-Executive Promoter Directors (including the Chairman), one Non-Executive Non-Independent Director and six Independent Directors including one Woman Independent Director. Currently, the Board oversees five statutory committees, namely:





## Our Committees' Responsibilities



### Audit Committee

The Committee mainly assists the Board with oversight of the accuracy, integrity, transparency of the Company's financial statements with adequate, timely disclosures and compliance with legal and regulatory requirements. The Committee also reviews/monitors the performance of the Company's Independent Auditors and Internal Auditors.



### Corporate Social Responsibility Committee

The Committee focuses on social and environmental responsibilities to fulfill the needs and expectations of the communities around company's business operations. The CSR activities are not limited to philanthropy, but encompasses holistic community development, institution-building and sustainability-related initiatives.



### Nomination and Remuneration Committee

The Committee assists the Board of Directors in fulfilling its governance and supervisory responsibilities relating to human resources management and compensation and to ensure a fair transparent and equitable remuneration to employees and Directors based on quality of people, their performance and capability.



### Risk Management Committee

The Committee oversees implementation of the risk management policy and risk management framework of the Company. It assists the Board of Directors in fulfilling its responsibilities with regard to Company's risk management, its mitigation process and compliance framework, with the help of its governance structure.



### Stakeholder Relationship Committee

The Committee assists the Board and the Company to oversee the various aspects of interests of stakeholders of the Company and resolve the security holders' concerns or complaints. The Committee monitors and reviews the investor service standards of the Company. It also reviews the engagement and communication plan with shareholders and ensures that the views and concerns of the shareholders are highlighted to the Board and steps are taken to address the concerns.



**Board of Directors**

# Our Pillars of Growth



**Dr. Sanjiv Goenka**  
Chairman



**Mr. Shashwat Goenka**  
Vice-Chairman



**Mr. Pradip Kumar Khaitan**  
Non-Executive,  
Non-Independent Director



**Mr. Arjun Kumar**  
Independent Director



**Ms. Rekha Sethi**  
Independent Director  
till May 29, 2024



**Ms. Kusum Dadoo**  
Independent Director  
w.e.f May 23, 2024





**Mr. Pratip Chaudhuri**  
Independent Director



**Mr. Sunil Mitra**  
Independent Director



**Mr. Debanjan Mandal**  
Independent Director



**Mr. Rabi Chowdhury**  
Managing Director (Generation)  
till May 27, 2024



**Mr. Debasish Banerjee**  
Managing Director (Distribution)  
till May 27, 2024



**Mr. Brajesh Singh**  
Managing Director (Generation)  
w.e.f May 28, 2024



**Mr. Vineet Sikka**  
Managing Director (Distribution)  
w.e.f May 28, 2024

**Awards and Accolades**

# Our Moments of Success



Awarded IPPAI Power Awards 2023, Organized by Independent Power Producers Association of India (IPPAI)



Awarded 16<sup>th</sup> CII ENCON Awards 2023, Organized by Confederation of Indian Industries



Awarded CII DX Operational Excellence Awards 2023



Awarded 2<sup>nd</sup> National Power-Gen Water Awards 2024 by Council of Enviro Excellence



Awarded 6<sup>th</sup> ICC Social Impact Award 2024 Organised by Indian Chamber of Commerce



Awarded 14<sup>th</sup> CII National HR Excellence Award 2023-24, Organized by Confederation of Indian Industries

# Corporate Information

## Board of Directors

Dr. Sanjiv Goenka  
 Mr. Shashwat Goenka  
 Mr. Pradip Kumar Khaitan  
 Mr. Arjun Kumar  
 Ms. Rekha Sethi *(till May 29, 2024)*  
 Mr. Pratip Chaudhuri  
 Mr. Sunil Mitra  
 Mr. Debanjan Mandal  
 Mr. Rabi Chowdhury *(till May 27, 2024)*  
 Mr. Debasish Banerjee *(till May 27, 2024)*  
 Ms. Kusum Dadoo *(w.e.f May 23, 2024)*  
 Mr. Brajesh Singh *(w.e.f May 28, 2024)*  
 Mr. Vineet Sikka *(w.e.f May 28, 2024)*

## Company Secretary

Mr. Jagdish Patra

## Executive Director & CFO

Mr. Rajarshi Banerjee

## Auditors

S. R. Batliboi & Co. LLP

## Solicitors

Khaitan & Co.  
 Sandersons & Morgans  
 Fox & Mandal

## Debenture Trustee

IDBI Trusteeship Services Limited

## Registered Office

CESC House,  
 Chowringhee Square,  
 Kolkata - 700 001, India  
 Tel: 033-2225 6040  
 Fax: 033-2225 5155  
 Corporate Identity Number:  
 L31901WB1978PLC031411  
 E-mail: secretarial@rpsg.in  
 Website: www.cesc.co.in

## Bankers

Axis Bank Limited  
 Bank of Baroda  
 Central Bank of India  
 Citibank N.A.  
 Canara Bank  
 DBS Bank India Limited  
 The Federal Bank Limited  
 HDFC Bank Limited  
 ICICI Bank Limited  
 IDBI Bank Limited  
 IDFC First Bank Limited  
 Indian Bank  
 IndusInd Bank Limited  
 Kotak Mahindra Bank Limited  
 Punjab & Sind Bank  
 Punjab National Bank  
 RBL Bank Limited  
 Standard Chartered Bank  
 State Bank of India  
 UCO Bank  
 Union Bank of India  
 Yes Bank Limited

## Registrar and Share Transfer Agent (RTA)

Link Intime India Private Limited  
 Vaishno Chamber,  
 5th Floor, Flat No. 502 & 503  
 6, Brabourne Road,  
 Kolkata -700 001  
 Tel: 033-4004 9728  
 Email: kolkata@linkintime.co.in  
 Website: www.linkintime.co.in



# CESC Limited

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

Tel: 033-22256040, Fax: 033-2225 5155

E-mail: [secretarial@rpsg.in](mailto:secretarial@rpsg.in); Website: [www.cesc.co.in](http://www.cesc.co.in) CIN: L31901WB1978PLC031411

## NOTICE TO MEMBERS

**NOTICE** is hereby given that the Forty-sixth Annual General Meeting (AGM) of the Members of CESC Limited ('CESC', 'the Company') will be held on **Wednesday, August 21, 2024 at 10.30 A.M.**, Indian Standard Time (IST), through Video Conferencing (VC)/Other Audio-Visual Means (OAVM) to transact the following business:

### ORDINARY BUSINESS

#### 1. Consideration and Adoption of:-

- (i) the audited financial statements of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and the Auditors thereon and;
- (ii) the audited consolidated financial statements of the Company for the financial year ended March 31, 2024 and the reports of the Auditors thereon

and in this regard to consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT:**

- i) the audited financial statements of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and the Auditors thereon, as circulated to the Members; and
- ii) the audited consolidated financial statements of the Company for the financial year ended March 31, 2024 and reports of the Auditors thereon, as circulated to the Members;

be and are hereby considered and adopted."

#### 2. Confirmation of the payment of Interim Dividend for the financial year ended March 31, 2024.

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** the Interim Dividend @ 450% (i.e. ₹ 4.50/- per share on 1,32,55,70,430 Equity Shares) paid to the Company's shareholders for the Financial Year ended March 31, 2024, be and is hereby noted and confirmed."

#### 3. Re-appointment of Mr. Pradip Kumar Khaitan as a Director who retires by rotation.

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions, if any,

of the Companies Act, 2013, read with the Articles of Association of the Company, Mr. Pradip Kumar Khaitan (DIN: 00004821) who retires by rotation at this meeting, and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation."

### SPECIAL BUSINESS

#### 4. Continuation of Directorship of Mr. Pradip Kumar Khaitan as a Non-Executive, Non-Independent Director of the Company.

To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, (including any statutory modification(s) thereof for the time being in force), approvals and recommendations of the Nomination and Remuneration Committee of the Board and that of the Board of Directors, approval of Members of the Company be and is hereby accorded for continuation of Mr. Pradip Kumar Khaitan (DIN: 00004821) in the capacity of a Non-Executive, Non-Independent Director of the Company;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which includes any Committee thereof) be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution."

#### 5. Appointment of Mr. Brajesh Singh as a Director

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and other applicable laws, Mr. Brajesh Singh (DIN: 10335052), who was appointed as an Additional Director of the Company by the Board of Directors with effect from May 28, 2024 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of the Director, be and is hereby appointed as a Director of the Company liable to retire by rotation;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which includes any Committee thereof) be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution.”

**6. Appointment of Mr. Brajesh Singh as the Managing Director (Generation).**

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 and the Articles of the Association of the Company, approval and recommendation of the Nomination and Remuneration Committee of the Board and that of the Board of Directors of the Company and subject to such other consents and permission as may be necessary, approval of the Members of the Company be and is hereby accorded for the appointment of Mr. Brajesh Singh, (DIN: 10335052) as the Managing Director (Generation) of the Company for a period of five years with effect from May 28, 2024 till May 27, 2029 on such terms & conditions as mentioned in the draft letter placed before the meeting and as set out in the Statement annexed to this Notice convening the Annual General Meeting;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which includes any Committee thereof) be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution.”

**7. Appointment of Mr. Vineet Sikka as a Director**

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and other applicable laws, Mr. Vineet Sikka (DIN: 10627000), who was appointed as an Additional Director of the Company by the Board of Directors with effect from May 28, 2024 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of the Director, be and is hereby appointed as a Director of the Company liable to retire by rotation;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which includes any Committee thereof) be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution.”

**8. Appointment of Mr. Vineet Sikka as the Managing Director (Distribution).**

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 & 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 and the Articles of the Association of the Company approval and recommendation of the Nomination and Remuneration Committee of the Board and that of the Board of Directors of the Company and subject to such other consents and permission as may be necessary, approval of the Members of the Company be and is hereby accorded for the appointment of Mr. Vineet Sikka, (DIN: 10627000) as the Managing Director (Distribution) of the Company for a period of five years with effect from May 28, 2024 till May 27, 2029 on such terms & conditions as mentioned in the draft letter placed before the meeting and as set out in the Statement annexed to this Notice convening the Annual General Meeting;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which includes any Committee thereof) be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution.”

**9. Appointment of Ms. Kusum Dadoo as an Independent Director of the Company**

To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company, approvals and recommendations of the Nomination and Remuneration Committee and that of the Board of Directors of the Company (the Board), Ms. Kusum Dadoo (DIN: 06967827), who was appointed as an Additional Director in the category of Non-Executive Independent Director of the Company

with effect from May 23, 2024 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing her candidature for the office of the Director, being eligible, be and is hereby appointed as a Non-Executive Director in the category of Independent Director of the Company, not liable to retire by rotation, and to hold office for a period of 3(three) consecutive years with effect from May 23, 2024 to May 22, 2027;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which includes any Committee thereof) be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution."

**10. Creation of Charge / Security on the movable and immovable properties of the Company.**

To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

**"RESOLVED THAT**, in terms of the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company ("the Board" which term shall be deemed to include any Committee thereof) for creation of charge / mortgage / hypothecation and/or otherwise encumbering all or any of the properties of the Company, whether immovable and/or movable, and whether present or future and wheresoever the same may be situated in such form and manner, in favour of:

- a) any Public Financial Institution within the meaning of Section 2(72) of the Act and / or
- b) any Scheduled Bank as defined in Section 2(e) of the Reserve Bank of India Act, 1934; and / or
- c) any other Bank(s) including any Public Sector Bank(s) and / or Development Financial Institution(s); and / or
- d) any institution(s) / corporation(s) controlled by the Central Government and / or State Government(s); and / or
- e) any security trustee(s) and / or debenture(s) trustee(s) acting as such on behalf of any lender(s) and / or securityholder(s)/ debentureholder(s); and / or
- f) any combination of lenders in (a) to (e) above and/ or any other lender(s) (hereinafter collectively referred to as 'Future Lenders')

to secure any borrowings availed / to be availed of by the Company from time to time by way of term loan(s) and / or refinance loan(s) and / or foreign

currency loan(s) and / or non-convertible debentures and/or other debt securities and / or fund and / or non-fund based working capital facilities, for an aggregate sum not exceeding ₹ 1500 crores (hereinafter collectively referred to as "Financial Assistance") together with interest, costs, charges, expenses and all other monies payable by the Company in terms of the Sanction Letter(s) /Loan Agreement(s) / Hypothecation Agreement(s) / Security Document(s) / Debenture Trust Deed(s) or any other agreement(s) or any amendment(s) thereto entered into / to be entered into between the Company and the Future Lenders in respect of the Financial Assistance so that the mortgage and / or charge etc. may be created by the Company over and in respect of its properties in their favour, either singly or collectively in such form and subject to such prior charges or with such pari-passu or subservient ranking of charges as may be decided by the Board with one or more of the said Future Lender(s);

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, things and matters to finalize and execute all such agreement(s), instrument(s) and document(s) with all or any of the said Future Lender(s) for creating the aforesaid mortgage and / or charge etc. as may be required from time to time and to delegate all or any of its powers herein conferred to a Committee constituted/ to be constituted by the Board with power to the said Committee to sub-delegate its powers to any of its Members for the purpose of giving effect to the aforesaid resolution."

**11. Ratification of remuneration of Cost Auditors for the financial year ending March 31, 2025.**

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** in accordance with the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of ₹ 10,00,000/- (plus applicable goods and services tax and reimbursement of out of pocket expenses) to be paid to M/s Shome & Banerjee, Cost Accountants, the Cost Auditors of the Company, as approved by the Board of Directors of the Company for conducting the audit of cost records for the Financial Year ending March 31, 2025, be and is hereby ratified."

By **Order of the Board of Directors**

**Jagdish Patra**

Place: Kolkata      Company Secretary and Compliance Officer  
Date: May 23, 2024      (ICSI Membership No. FCS 5320)

**NOTES:**

1. The Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act') in respect of the Special Business(es) to be transacted at the Annual General Meeting (AGM) is annexed hereto.
2. Additional information pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Secretarial Standard-2 on General Meetings issued by The Institute of Company Secretaries of India (ICSI) and notified by the Ministry of Corporate Affairs, Government of India in respect of Directors proposed to be appointed/ reappointed, as the case may be, at the AGM is furnished elsewhere in the notice.
3. A) Pursuant to the General Circular numbers 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021, 2/2022, 10/2022 and 9/2023 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022, December 28, 2022 and September 25, 2023 respectively, issued by the Ministry of Corporate Affairs (MCA) Government of India and Circular numbers SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/ CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/ HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/ CIR/2023/4 dated January 5, 2023 and SEBI/ HO/CFD/CFD-PoD- 2/P/CIR/2023/167 dated October 07, 2023 issued by the SEBI (hereinafter collectively referred to as "the Circulars"), the Forty Sixth AGM of the Company is being held through Video Conferencing (VC)/ Other Audio Visual Means (OAVM), on Wednesday, August 21, 2024 at 10:30 AM (IST). The deemed venue of the AGM shall be at the registered office of the Company.
  - B) AGM through VC/OAVM
    - i. Members are requested to join the AGM on Wednesday, August 21, 2024 through VC/OAVM mode latest by 10.15 A.M. IST by clicking on the link <https://www.evoting.nsdl.com> under Members login, where the EVEN (E-voting Event Number) of the Company will be displayed, by using the remote evoting credentials and following the procedures mentioned later in these Notes. The said process of joining the AGM will commence from 10.00 A.M. IST and may be closed at 10.45 A.M. IST, or, soon thereafter.
    - ii. The facility of attending the AGM will be made available for upto 1000 Members on a first- come-first serve basis.
    - iii. Members who would like to express any views, or, during the AGM ask question(s) may do so, by sending their views or questions in advance in writing, as may be, along with their name(s), DP ID(s) and Client ID(s) number/folio number(s), email id(s) and mobile number(s), to reach the Company's email address at [cescagm2024@rpsg.in](mailto:cescagm2024@rpsg.in) latest by Wednesday, August 14, 2024 by 5.00 p.m. (IST).
    - iv. When a pre-registered speaker is invited at the AGM to raise/express his/her questions/views, already emailed in advance as requested in para (iii) above, but he / she does not respond, the turn will go to the next pre-registered speaker. Accordingly, all speakers are requested to get connected to a device with a video camera along with stable internet speed.
    - v. The Company reserves the right to restrict the number of questions/speakers, as appropriate, for smooth conduct of the AGM.
4. SEBI has decided that securities of listed companies can be transferred only in dematerialized form and, therefore, Members are advised to dematerialize as early as possible the shares of the Company held by them in physical form.
5. Members may please note that SEBI vide its Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 has mandated the listed companies to issue securities in dematerialised form only while processing service requests, viz. Issue of duplicate securities certificate; renewal/ exchange of securities certificate; sub-division/splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition.
 

Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4 & ISR-5, as the case may be. The said form can be downloaded from the website of our Registrar and Share Transfer Agent, M/s. Link Intime India Private Limited at <https://www.linkintime.co.in/>.
6. SEBI has introduced the ODR Portal to streamline and strengthen the existing dispute resolution mechanism in the Indian Securities Market. With introduction of this mechanism, there will be enhanced degree of regulatory supervision of SEBI over disputes between aggrieved parties. The ODR order is binding on the parties involved in the dispute.
7. The Register of Members of the Company will remain closed from Wednesday, August 14, 2024 to Wednesday, August 21, 2024, both days inclusive.
8. All documents referred to in the Notice are put up on the Company's website and can be accessed at <https://www.cesc.co.in>.



9. Instructions for attending the AGM:
- i. In view of the aforesaid Circulars, this AGM is being conducted through VC/ OAVM and physical attendance of the Members at the AGM is not required. Hence, Members can attend and participate at the ensuing AGM only through VC/OAVM as mentioned in Note 3(B) above as arranged by the Company along with National Securities Depository Limited (NSDL).
  - ii. Members may access NSDL e-Voting system by following the steps mentioned above and after successful login, they will be requested to click on VC/OAVM link placed under "Join General Meeting" menu against the Company name. The link for VC/ OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed.
  - iii. Please note that the Members who do not have the User ID and Password for e- Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice to avoid last minute rush. Further Members can also use the OTP based login for logging into the e-Voting system of NSDL.
  - iv. Since the AGM will be held through VC/ OAVM, where physical attendance of Members has been dispensed with, there is no requirement of proxies and hence, the facility to appoint proxy to attend and cast vote for the Members is not available for this AGM. However, Bodies Corporate are entitled to appoint authorised representatives to attend the AGM through VC/ OAVM and participate thereat and cast their votes through e-Voting. Corporate Members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorization letter to the Scrutinizer by e-mail at [akroyco@yahoo.co.in](mailto:akroyco@yahoo.co.in) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com).
  - v. The facility of participation at the AGM through VC/ OAVM will be made available for upto 1000 Members on first come first served basis. This will not include Large Members (i.e. Members holding 2 % or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without any restriction on account of first come first served basis.
  - vi. In compliance with the Circulars, Notice of the AGM along with the Annual Report for the year 2023-24 are being sent only through electronic mode to those Members whose email addresses are registered with the Company or Central Depository Services Limited / National Securities Depositories Limited ("Depositories"). Members may note that the Notice and Annual Report for the year 2023-24 will also be available on the Company's website <http://www.cesc.co.in> and websites of the Stock Exchanges where the shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited at <https://www.bseindia.com> and <https://www.nseindia.com> respectively. Additionally, Notice of the AGM will also be available at <https://www.evoting.nsdl.com>.
  - vii. Members whose email addresses are not registered as above can register the same in the following manner:
    - a) Members holding share(s) in physical mode are requested to register/update their information by providing the signed Form ISR-1 mentioning all the details including Folio Number, Name of shareholder, Mobile no., email id, Bank Account details such as Bank and Branch name, Account no., and IFSC Code and self-attested scanned copy of PAN card by email to CESC Limited at [cescagm2024@rpsg.in](mailto:cescagm2024@rpsg.in) or to the RTA at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in). The said form can be downloaded from the website of our RTA at (<https://www.linkintime.co.in/>).
    - b) Members holding share(s) in electronic mode are requested to register / update their e-mail addresses and Bank Account details as mentioned above with their respective Depository Participants ("DPs") for receiving all communications from the Company electronically.
  - viii. Participation of Members through VC/OAVM will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
  - ix. Since AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
  - x. During the AGM, Members may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act, upon logging to the NSDL e-voting system at <https://www.evoting.nsdl.com>.
  - xi. Members who need assistance before or during the AGM with regard to use of technology, can:
    - (a) Send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) or call at:022-48867000

- (b) Contact Ms. Pallavi Mhatre, Senior Manager, NSDL at the designated email ID: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- xii. Members are encouraged to join the Meeting through Laptops for better experience. When the meeting is in progress, please keep your device under 'Mute' mode, except when you have pre-registered yourself as a speaker and are invited to speak at the AGM.
- Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- xiii. Institutional Investors who are Members of the Company, are encouraged to attend and vote in the AGM of the Company through VC/OAVM facility.

#### 10. Instructions for Voting through electronic means:

Pursuant to the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and

Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Company is providing the facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an arrangement with NSDL for facilitating e-voting through electronic means, as the authorized agency. The facility of casting vote by a Member using remote e-Voting system during the meeting on the date of the AGM will also be provided by NSDL.

The remote e-Voting period begins on Sunday, August 18, 2024 at 9.00 A.M. (IST) and ends on Tuesday, August 20, 2024 at 05.00 P.M. (IST). The remote e-Voting will not be allowed beyond the aforesaid date and the remote e-voting module shall be disabled by NSDL upon expiry of the aforesaid period.

The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date), i.e., Wednesday, August 14, 2024 may cast their vote electronically.

The voting rights of a Member/Beneficial owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid up equity capital of the Company as on the cut-off date, being Wednesday, August 14, 2024.

#### How does a Member vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

##### Step 1: Access to NSDL e-voting system

#### A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>1) Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name-NSDL and you will be re-directed to NSDL e- Voting website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e- Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or <b>e-Voting service provider – NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

Type of shareholders	Login Method
	<p>4) Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>1) Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>2) After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a>.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e- Voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their <b>depository participants</b>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period or voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

[Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.](#)

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at: 022-48867000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSLhelpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no: 1800225533

## B) Login method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

### How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 123456 then user ID is 123456001***.

5. Your password details for shareholders other than individual shareholders are given below:
  - a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you by NSDL. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/ Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address.



- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

### Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

#### How to cast your vote electronically and join General Meeting on NSDL e-Voting system.

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to akroyco@yahoo.co.in with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/Power of Attorney/ Authority Letter etc by clicking on "Upload Board Resolution/ Authority Letter" displayed under "e-voting" tab in their login.

Any person holding shares in physical form and/ or a non individual shareholder, who acquires share(s) of the Company and becomes Member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. August 14, 2024 may obtain the login ID and password by sending a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) or [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in). However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on <https://www.evoting.nsdl.com> or call on toll free no 022 4886 7000. In case of individual shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. August 14, 2024 may follow steps mentioned in the Notice of the AGM under Step 1: "Access to NSDL e-Voting system" (Above).

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on <https://www.evoting.nsdl.com> to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of <https://www.evoting.nsdl.com> or call on 022-4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com)

#### Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:

1. In case share(s) are held in physical mode please provide Folio No., Name of shareholder, Mobile no., email id and self attested scanned copy of PAN card by email to CESC Limited at [cescsagm2024@rpsg.in](mailto:cescsagm2024@rpsg.in) or to the Registrar and Share Transfer Agent of the Company, Link Intime India Private Limited at [rnt.helpdesk@linkintimeco.in](mailto:rnt.helpdesk@linkintimeco.in)
2. Members holding share(s) in electronic mode are requested to register / update their e- mail addresses as mentioned above with their respective Depository Participants ("DPs").

If you are an individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e- Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

- Alternatively, shareholders/Members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
- In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

#### INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

- The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- Only those Members/ shareholders, who will be present during the AGM through VC/OAVM facility and have not cast their vote on the resolutions through remote e- Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system during the AGM.
- Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

#### OTHER INSTRUCTIONS

- The voting rights of the Members shall be in proportion to their shares on the paid- up equity share capital of the Company as on the cut-off date, i.e., Wednesday, August 14, 2024.
- A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the Meeting.
- Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. Wednesday, August 14, 2024, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

- Mr. Anjan Kumar Roy, Practicing Company Secretary, (Membership No. FCS 5684, CP 4557) has been appointed as the Scrutinizer to scrutinize the remote e-Voting process and votes cast through the e-Voting system during the Meeting in a fair and transparent manner.
- The Scrutinizer shall after the conclusion of e-Voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting system and shall make a consolidated Scrutinizer's Report.
- The Results of voting will be declared within two working days from the conclusion of AGM. The declared results along with the Scrutinizer's Report will be available forthwith on the website of the Company <https://www.cesc.co.in> and on the website of NSDL. Such results will also be displayed on the Notice Board at the Registered Office of the Company and shall be forwarded to the National Stock Exchange of India Limited and BSE Limited.

#### PARTICULARS OF DIRECTORS PROPOSED TO BE APPOINTED/ RE-APPOINTED AT THE MEETING ARE GIVEN BELOW:

##### Mr. Pradip Kumar Khaitan

Mr Pradip Kumar Khaitan (DIN 00004821), aged 83 years, is a B.Com, LL.B. and Attorney-at-law (Bell Chambers Gold Medalist). He has professional Affiliations with Bar Council of India, Bar Council of West Bengal, Indian Council of Arbitration, New Delhi and Incorporated Law Society of Calcutta. Mr Khaitan is the Senior Partner of Khaitan & Co. and is widely regarded as amongst the most influential legal practitioners in India. With 60 years of experience, Mr Khaitan has advised on a wide range of transactions.

Mr Khaitan's practice includes advising domestic business houses and International Corporations on all aspects of commercial and corporate laws, taxation, joint ventures, mergers & demergers, corporate governance and restructuring. He regularly advises on strategic decisions and sensitive commercial and legal issues.

Mr. Khaitan is on the Boards of India Glycols Limited (Chairman of Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee and member of Corporate Social Responsibility Committee and Risk Management Committee), Electrosteel Castings Limited (Member of Audit Committee, Nomination & Remuneration Committee & Corporate Social Responsibility Committee), Firstsource Solutions Limited, Woodlands Multispecialty Hospital Limited and CESC Limited (Member of Nomination and Remuneration Committee and Chairman of the Risk Management Committee).

Mr. Khaitan does not hold any share in the Company and is not related to any other Director or Key Managerial

Personnel of the Company or their relatives. Please refer to the Report on Corporate Governance forming part of this Annual Report for other necessary details.

#### **Mr. Brajesh Singh**

Mr. Brajesh Singh (DIN: 10335052), aged 59 years, is a Mechanical Engineer from Jalpaiguri Government Engineering College and M. Tech in Power Generation Technology from IIT Delhi. He has 37 years of experience in the Power Generation Sector.

Mr. Singh has made significant contributions to Plant Operations, Commissioning, Project Management and operational excellence with Analytics and Digitalization during his association with previous companies.

He was previously associated with NTPC Limited and Tata Power Company Limited.

Mr. Singh does not hold any share in the Company and is not related to any other Director or Key Managerial Personnel of the Company or their relatives. Please refer to the Report on Corporate Governance forming part of this Annual Report for other necessary details.

#### **Mr. Vineet Sikka**

Mr. Vineet Sikka (DIN: 10627000), aged 57 years, is an alumnus of National Institute of Technology (NIT), Kurukshetra and IIMB having proficiency in business management with 35 years of rich & diverse industry experience.

He started his career with Siemens Ltd and having served the customers across various industry segments and markets moved on to ABB Ltd at senior level positions in sales & marketing, channel management, operations in utility, industries, infrastructure & renewables domains.

In his latest stint as CEO of BSES Rajdhani Power Ltd, contributed immensely in ensuring uninterrupted quality power supply to customers, reduction of T&D losses, optimizing costs & improving operational efficiencies through digitalisation of processes, enhancing customer delight through various new innovative B2C digital initiatives and simultaneously enhancing productivity.

Mr. Sikka does not hold any share in the Company and is not related to any other Director or Key Managerial Personnel of the Company or their relatives. Please refer to the Report on Corporate Governance forming part of this Annual Report for other necessary details.

#### **Ms. Kusum Dadoo**

Ms. Kusum Dadoo (DIN: 06967827), aged 71 years, is a Science and a Law Graduate from Calcutta University.

Ms. Dadoo has done attorneyship from Calcutta High Court. She was associated with Khaitan & Co. Advocates, for over 39 years and has huge experience in Real Estate, Banking and Finance related matters.

Ms. Kusum Dadoo is on the Boards of RPSG Ventures Limited (Member of the Audit Committee and Nomination & Remuneration Committee), Bhiwani Vanaspati Limited (Chairman of Audit Committee and member of Nomination & Remuneration Committee and Stakeholders Relationship Committee), PCBL (TN) Limited (Member of Corporate Social Responsibility Committee), Saregama India Limited and Advaya Chemicals Limited

Mr. Dadoo does not hold any share in the Company and is not related to any other Director or Key Managerial Personnel of the Company or their relatives. Please refer to the Report on Corporate Governance forming part of this Annual Report for other necessary details.

**STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF ITEMS OF SPECIAL BUSINESS SET OUT IN THE NOTICE CONVENING THE FORTY-SIXTH ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD THROUGH VC / OAVM ON WEDNESDAY, AUGUST 21, 2024 AT 10.30 A.M. IST**

#### **Item No. 4**

Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, *inter-alia* provides that a listed company shall not appoint a person or continue the directorship of any person as a Non-Executive Director who has attained the age of seventy-five years unless a Special Resolution is passed to that effect.

Mr. Pradip Kumar Khaitan, aged 83 years, is an Attorney-at-Law (Bell Chambers Gold Medalist), and is an eminent personality. A senior partner of Khaitan & Co., a noted law firm, Mr. Khaitan is an active participant in all important deliberations and plays significant role in all important strategic decisions at the meeting of the Board of Directors of the Company (the "Board") with his extensive hands-on experience in all branches of law. Mr. Khaitan has been on the Board since 1992 and continues on the Board as a Non-Executive Non- Independent Director.

Considering his contribution in various critical matters from time to time, the Nomination and Remuneration Committee and the Board have recommended continuation of Mr. Pradip Kumar Khaitan as a Non-Executive Non-Independent Director of the Company.

Mr. Pradip Kumar Khaitan is deemed to be concerned or interested in the resolution for continuation of his Directorship. None of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned

or interested in the said Special Resolution. Please refer to the Report on Corporate Governance forming part of this Annual Report for other necessary details.

The Board recommends the above Special Resolution as set out under Item no. 4 of the Notice for approval of the Members.

#### Item Nos. 5 to 8

Based on the recommendation of the Nomination and Remuneration Committee ('Committee') of the Board and subject to approval of the Members, the Board of Directors of the Company at its meeting held on May 23, 2024 appointed Mr. Brajesh Singh and Mr. Vineet Sikka as Additional Directors of the Company with effect from May 28, 2024 in terms of the provisions of Section 161 of the Companies Act, 2013 ('the Act') read with the Articles of Association of the Company.

Both Mr. Brajesh Singh and Mr. Vineet Sikka shall hold office as Additional Directors upto the date of the ensuing Annual General Meeting of the Company.

Further, Mr. Brajesh Singh and Mr. Vineet Sikka have also been appointed as the Managing Director (Generation) and Managing Director (Distribution) respectively for a period of five years each, effective from May 28, 2024 subject to necessary approvals of the Members of the Company. The above appointments have been made by the Board at its aforesaid meeting on recommendation of the Nomination & Remuneration Committee of the Board ('the Committee').

The proposed appointments and the terms of remuneration are in accordance with the provisions of Sections 196 and 197 of the Act read with Schedule V of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As per the principal terms set out in the draft letter to be issued to Mr. Singh, his remuneration is to be paid by Haldia Energy Limited (HEL), a wholly-owned subsidiary of the Company, where he is also appointed as the Managing Director w.e.f May 28, 2024.

The principal terms and conditions of appointment of Mr. Sikka and Mr. Singh are as follows:

#### Remuneration per annum ₹ (cr)

Particulars	Mr. Sikka	Mr. Singh*
Salary	1.40	1.40
House Rent Allowance	0.17	0.17
Management Allowance	1.05	1.05
Perquisites	0.13	0.13
Variable Pay	1.00	1.00
<b>Total</b>	<b>3.75</b>	<b>3.75</b>

\*to be paid by HEL

For the purpose of computation of the aforesaid limits, the following benefits/perquisites shall not be considered:  
(i) the employee's contribution to Provident Fund and

Superannuation Fund (ii) encashment of leave at the end of the tenure and (iii) payment of Gratuity at a rate not exceeding half a month's salary for each completed year of service.

Leave: Leave on full and other allowances are as per rules of CESC/HEL, as the case may be, but not exceeding one month's leave for every eleven months of service.

Mr. Sikka and Mr. Singh will be reimbursed by CESC and HEL respectively of all entertainment and other expenses actually incurred for the business of the Company subject to such limits as may be fixed by the Board from time to time.

Mr. Sikka and Mr. Singh do not have any interest in the capital of the Company, directly or indirectly and do not have any direct or indirect interest and have not been related to any of the directors or promoters of the Company at any time before or on the date of their appointment and have necessary qualifications with expertise and specialized knowledge in the field of their respective professions.

The terms and conditions of appointments of Mr. Sikka and Mr. Singh may be altered and varied from time to time by the Board in consultation with the Committee as it may in its discretion deem fit, subject to the overall limit mentioned in Section 197 of the Act read with Schedule V thereto.

Additional information in respect of Mr. Sikka and Mr. Singh pursuant to the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard 2 on General Meetings, appear elsewhere in the Notice.

Mr. Singh may be deemed to be concerned or interested in the Resolutions appearing in Item nos. 5 and 6 of this Notice.

Mr. Sikka may be deemed to be concerned or interested in the Resolutions appearing in Item nos. 7 and 8 of this Notice.

None of the other Directors or Key Managerial Personnel of the Company or their relative is concerned or interested in these resolutions.

The Board recommends the Ordinary Resolutions as set out in Item nos. 5 to 8 of the Notice for approval of the Members.

#### Item No. 9

Ms. Kusum Dadoo was appointed as an Additional Director of the Company by the Board of Directors ("the Board") with effect from May 23, 2024 pursuant to the provisions of Section 161 of the Companies Act 2013 ("the Act") read with the Articles of Association of the Company. The Board also appointed her as a Non-Executive Director in the category of Independent Director subject to approval of the Members, for a period of 3 years effective from that date. The Company has, meanwhile, received requisite Notice



in writing from a Member proposing the candidature of Ms. Dadoo for the office of Director at ensuing Annual General Meeting of the Company under the provisions of Section 160 of the Act.

The Company has received requisite consents and declarations in connection with her appointment as a Non-Executive Independent Director from Ms. Dadoo. In the opinion of the Board, Ms. Dadoo fulfils the conditions specified in the Act and the Rules made thereunder for being appointed as an Independent Director and she is independent of the management.

The Special Resolution set out under Item no 9 of the Notice seeks approval of the Members for the appointment of Ms. Dadoo as a Non Executive Independent Director of the Company for a period of three consecutive years from May 23, 2024 pursuant to Section 149 of the Act and Rules made thereunder. Draft letter of appointment of Ms. Dadoo as a Non Executive Independent Director of the Company setting out the terms and conditions is available on the Company's website for inspection by the Members. The Board recommends the above Special Resolution set out under Item no. 9 of the Notice for approval of the Members.

Ms. Dadoo may be deemed to be concerned or interested in resolution appearing in Item no 9 of the Notice relating to her appointment.

None of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in the said Special Resolution.

#### **Item No. 10**

In order to finance capital expenditure requirements, long term working capital, as well as for refinancing any existing financial assistance and / or for any other general business purpose etc, the Company proposes to avail of various rupee and / or foreign currency assistance, non-convertible debentures / other debt securities / non-fund based working capital assistance which may also be required to be secured by mortgage / charge over the Company's immovable and movable properties with such ranking of charges as may be required under the respective terms of sanction.

The said security, when created, shall be further to such security already created by the Company on the financial assistance already availed of by the Company and shall rank superior / pari passu / subservient to the existing security so created as per the terms of sanction agreed to / to be agreed to by the Company.

The Special Resolution set out under item no 10 of the Notice is for seeking the approval of Members in terms of the provisions of Section 180(1)(a) of the Companies Act, 2013 to enable the Company to create charge / security, as aforesaid, on the movable / immovable properties of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in the said Special Resolution.

The Board recommends the above Special Resolution set out under Item no. 10 of the Notice for approval of the Members.

#### **Item No. 11**

The Board of Directors of the Company ('the Board'), based on the recommendation of its Audit Committee, has approved the appointment and remuneration of M/s Shome & Banerjee, Cost Accountants, as the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending on March 31, 2025.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration of ₹ 10,00,000/- (plus applicable goods and services tax and out of pocket expenses) payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board, is required to be ratified by the Members of the Company.

Accordingly, ratification by the Members is sought for the remuneration payable to the Cost Auditors for the Financial Year ending on March 31, 2025 by passing an Ordinary Resolution as set out under Item No. 11 of the Notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in the said Ordinary Resolution.

The Board recommends the above Ordinary Resolution as set out under Item no. 11 of the Notice for ratification of the Members.

By **Order of the Board of Directors**

**Jagdish Patra**

Place: Kolkata      Company Secretary and Compliance Officer  
Date: May 23, 2024      (ICSI Membership No. FCS 5320)

## BOARD'S REPORT

Dear Members,

The Board of Directors of your Company ("the Board") present the Forty-sixth Annual Report on the business and operations of the Company and the Audited Financial Statements for the year ended March 31, 2024 ("the year").

### FINANCIAL RESULTS

Pursuant to the provisions of the Companies Act, 2013 ('the Act') and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended from time to time ('Listing Regulations'), the Company has prepared its standalone and consolidated financial statements for the Financial Year ended March 31, 2024, details of which are summarized below:

(₹ in Crore)

Particulars	Standalone		Consolidated	
	2023-24	2022-23	2023-24	2022-23
Revenue from operations	8,606	7,973	15,293	14,246
Other Income	123	180	251	309
<b>Total Income</b>	<b>8,729</b>	<b>8,153</b>	<b>15,544</b>	<b>14,555</b>
<b>Total Expenses</b>	<b>9,303</b>	<b>7,880</b>	<b>15,618</b>	<b>14,092</b>
Regulatory Income	1,496	787	1,757	1,276
<b>Profit before tax</b>	<b>922</b>	<b>1,060</b>	<b>1,683</b>	<b>1,739</b>
Tax Expenses	147	230	236	342
<b>Profit for the year</b>	<b>775</b>	<b>830</b>	<b>1,447</b>	<b>1,397</b>
Other comprehensive income	(5)	(10)	5	(18)
<b>Total comprehensive income</b>	<b>770</b>	<b>820</b>	<b>1,452</b>	<b>1,379</b>

Highlights of Company's performance and the state of Company's Affairs for the year ended March 31, 2024 are as under:

#### Standalone

During the year under review, total income (including other income) of the Company grew by 7.06% from ₹ 8,153 Crore in 2022-23 to ₹ 8,729 Crore in 2023-24. Profit before tax (PBT), after incorporating regulatory income, was ₹ 922 Crore in 2023-24 and Profit after tax (PAT) was ₹ 775 Crore. Total Comprehensive Income for the year after all other adjustments was ₹ 770 crore. Retained Earnings as on March 31, 2024 was ₹ 10,206 crore (March 31, 2023 ₹ 10,303 Crore).

#### Consolidated

Total income (including other income) of the Company, on a consolidated basis, grew by 6.79% from ₹ 14,555 Crore in 2022-23 to ₹ 15,544 in 2023-24. Profit before tax (PBT), after incorporating regulatory income stood at ₹ 1683 Crore in 2023-24, whereas Profit after tax (PAT) for the year was ₹ 1447 Crore. Total Comprehensive Income for the year after all other adjustments was ₹ 1,452 Crore.

There were no material changes and commitments affecting the financial position of the Company, which have occurred between the end of the Financial Year and the date of this report.

The financial results and operational performance, including major developments have been further discussed in detail in the Management Discussion and Analysis section.

#### DIVIDEND

During the year under review, an Interim Dividend of 450% i.e. ₹ 4.50 per equity share of ₹ 1/- each was paid to the Members after deduction of tax at source at prescribed rates under the Income Tax Act, 1961.

The above Dividend was declared in terms of the Dividend Distribution Policy of the Company, which is available at the Company's website and can be accessed at [https://www.cesc.co.in/storage/uploads/policies/Dividend\\_Policy.pdf](https://www.cesc.co.in/storage/uploads/policies/Dividend_Policy.pdf)

The Notice convening the ensuing Annual General Meeting ("AGM") of the Members of the Company includes an item for confirmation of the said Interim Dividend.

#### MANAGEMENT DISCUSSION AND ANALYSIS

Pursuant to Regulation 34 of the Listing Regulations, the Management Discussion and Analysis for the year under review is presented in a separate section forming part of this Report as **Annexure 'A'**.

#### TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND

Pursuant to the provisions of Sections 124 and 125 of the Act and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time, the Company during the year under review has transferred Dividend which remains unpaid / unclaimed for seven consecutive years and also Equity Shares pertaining to which Dividend remains unclaimed for a consecutive period of seven years to the Investor Education and Protection Fund ("IEPF") established by the Central Government.

## BOARD'S REPORT (Contd.)

The details of said Dividend and the Equity Shares transferred to IEPF are given elsewhere in the report and is also available on the website of the Company.

### SUBSIDIARIES

As on March 31, 2024, the Company had nineteen subsidiaries. During the year under review, Crescent Power Limited, a subsidiary of the Company has acquired 100% shareholding of Purvah Green Power Private Limited ("Purvah") having its registered office at 2A, Lord Sinha Road, Kolkata - 700071, pursuant to which Purvah has become a step-down subsidiary of the Company with effect from March 5, 2024.

Since the close of the year Purvah has acquired / incorporated the following Subsidiary Companies :

Name of the Company	Acquired / Incorporated	Date of Acquisition / Incorporation	% of Share-holding
Bhadla Three SKP Green Ventures Private Limited	Acquired	April 26, 2024	100%
Purvah Hybrid Power Private Limited	Incorporated	May 14, 2024	100%
Purvah Renewable Power Private Limited		May 16, 2024	100%
ANP Renewables Private Limited			100%
SHN Green Power Private Limited		May 17, 2024	100%

The above companies became step-down subsidiaries of the Company.

Details of operations of the Company's subsidiaries are set out in Management Discussion and Analysis, which forms part of this Annual Report. Pursuant to Section 129(3) of the Act read with Rule 5 of the Companies (Accounts) Rules, 2014, a statement containing salient features of the financial statement of the subsidiary companies in Form No. AOC-1 is given in the Annual Report. In accordance with the provisions of Section 136 of the Act and the amendments thereto, read with the Listing Regulations, the audited financial statements of the Company's subsidiaries are available on the Company's website and can be accessed at <https://www.cesc.co.in/subsidiaryAccounts>

The Company has formulated a Policy for determining Material Subsidiaries. The Policy is available on the Company's website and can be accessed at: [https://www.cesc.co.in/storage/uploads/policies/POLICY\\_ON\\_MATERIAL\\_SUBSIDIARIES.pdf](https://www.cesc.co.in/storage/uploads/policies/POLICY_ON_MATERIAL_SUBSIDIARIES.pdf)

Noida Power Company Limited, Haldia Energy Limited and Dhariwal Infrastructure Limited are the three material subsidiaries of the Company in terms of Regulation 16 (1) (c) of the Listing Regulations.

### CONSOLIDATED FINANCIAL STATEMENTS

In accordance with the provisions of the Act, read with the Indian Accounting Standards and the Listing Regulations, consolidated financial statements of the Company for the Financial Year 2023-24, duly audited by Messrs S. R. Batliboi & Co. LLP, Chartered Accountants, Company's Auditors, forming a part of the Annual Report and shall be laid before the AGM of the Company as required under the Act.

The audited financial statements including the consolidated financial statements of the Company and all other documents required to be attached thereto, are available on the Company's website and can be accessed at <https://www.cesc.co.in/annualReports>

### DIRECTORS AND KEY MANAGERIAL PERSONNEL

Consequent to the approval of the members of the Company, Mr. Arjun Kumar (DIN: 00139736) has been appointed as a Non-executive Independent Director of the Company for a period of 5 years w.e.f January 19, 2024. On completion of the second term as an Independent Director of the Company, Mr. Chandra Kumar Dhanuka (DIN: 00005684) ceased to be an Independent Director on the Company's Board since the close of business hours on March 31, 2024.

Further, the second term of Ms. Rekha Sethi as a Non-Executive Independent Director of the Company will cease on May 29, 2024.

Mr. Rabi Chowdhury (DIN:06601588) and Mr. Debashis Banerjee (DIN: 06443204) will cease to be Managing Director (Generation) and Managing Director (Distribution) respectively, upon completion of their tenure on May 27, 2024.

The Board placed on record its sincere appreciation for the valuable contributions made by Mr. Dhanuka, Ms. Sethi, Mr. Chowdhury and Mr. Banerjee during their respective tenures.

The Board of Directors of the Company at its meeting held on May 23, 2024, based on the approval and recommendation of Nomination and Remuneration Committee and subject to requisite approval of the Company's Members, has appointed:

- Mr. Brajesh Singh (DIN: 10335052) and Mr. Vineet Sikka (DIN: 10627000) as Additional Directors of the Company and also Mr. Singh as Managing Director (Generation) and Mr. Sikka as Managing Director (Distribution) for a period of 5 (five) years with effect from May 28, 2024.
- Ms. Kusum Dadoo (DIN: 06967827), as an Additional Director in the category of Non-Executive Independent Director of the Company not liable to retire by rotation for a period of 3 (three) consecutive years with effect from May 23, 2024.

## BOARD'S REPORT (Contd.)

In terms of the provisions of Section 152 of the Act and Article 102 of the Articles of Association of the Company, Mr. Pradip Kumar Khaitan (DIN: 00004821) retires by rotation at the forthcoming AGM and, being eligible, offers himself for re-appointment. Further, based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company has approved continuation of directorship of Mr. Khaitan as a Non-Executive Non-Independent Director of the Company in terms of Regulation 17(1A) of the Listing Regulations subject to requisite approval of the Company's Members.

Notice for the forthcoming AGM of the Company includes appropriate resolutions seeking Member's approval in respect of appointment(s) / re-appointment(s) / continuation of appointment of above Directors.

In the opinion of the Board, all the Directors, including the Directors proposed to be appointed/re-appointed, possess the requisite qualifications, experience, expertise and integrity. The Company has received necessary disclosures/declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed under the Act and the Listing Regulations.

The list of key skills, expertise and core competencies of the Board is provided elsewhere in the Report on Corporate Governance forming part of this report.

As on March 31, 2024, there has been no change in the Key Managerial Personnel (KMP) and the Company had the following KMPs as on the said date as per Section 2(51) of the Act.

S I . No.	Key Managerial Personnel	Designation
1.	Mr. Rabi Chowdhury	Managing Director (Generation)
2.	Mr. Debasish Banerjee	Managing Director (Distribution)
3.	Mr. Rajarshi Banerjee	Executive Director & CFO
4.	Mr. Jagdish Patra	Company Secretary & Compliance Officer

During the year under review there has been no pecuniary relationship or transaction between the Company and its Non-Executive Directors other than sitting fees and commission received by them.

The meetings of the Board of Directors were held during the financial year on May 22, 2023, August 4, 2023, November 8, 2023 and January 19, 2024.

### INDEPENDENT DIRECTORS MEETING

The Independent Directors of your Company met on January 19, 2024, without the attendance of Non-Independent Directors and members of the

management. The Independent Directors reviewed the performance of Non-Independent Directors, the Committees of the Board and the Board as a whole along with the performance of the Chairman of the Company and assessed the quality, quantity and timeliness of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties. The Independent Directors expressed their satisfaction on completion of their above performance review.

### SECRETARIAL STANDARDS

The Company has complied with the applicable Secretarial Standards, i.e., SS-1 and SS-2 issued by the Institute of Company Secretaries of India and notified by the Ministry of Corporate Affairs, Govt. of India, relating to Meetings of the Board of Directors and General Meetings respectively.

### BOARD DIVERSITY

The Company recognises the importance of a diverse Board in its success and believe that a truly diverse Board will leverage differences in thought, perspective, industry experience, knowledge and skills including expertise in financial, global business, leadership, technology, and other domains, will ensure that Company retains its competitive advantage.

In terms of the provisions of Section 178(3) of the Act and Regulation 19 read with Part D of Schedule II to the Listing Regulations, the Nomination and Remuneration Committee (NRC) is responsible for determining qualification, positive attributes and independence of a Director.

Additional details on Board diversity are available in the Corporate Governance that forms part of this Report.

### BOARD EVALUATION

In order to ensure that the Board and Committees of the Board are functioning effectively and to comply with statutory requirements, the annual performance evaluation of all the Directors, Committees of the Board, Chairman of the Board and the Board as a whole, was conducted during the year. The evaluation was carried out based on the criteria and framework approved by the NRC. A detailed disclosure on the parameters and the process of Board evaluation as well as the outcome has been provided in the Report on Corporate Governance.

### COMMITTEES OF THE BOARD

The various Committees of the Board focus on certain specific areas and make informed decisions in line with the delegated authority.



## BOARD'S REPORT (Contd.)

The following statutory Committees constituted by the Board according to their respective roles and defined scope:

- Audit Committee
- Nomination and Remuneration Committee
- Corporate Social Responsibility Committee
- Stakeholder's Relationship Committee
- Risk Management Committee

### EQUITY CAPITAL AND DEBT SECURITIES

#### Equity Shares

During the year under review, there has been no change in the authorized, issued, subscribed and paid-up Equity Share Capital of the Company. The Equity Shares of the Company continued to be listed with BSE Limited (BSE) and the National Stock Exchange of India Ltd (NSE). The Company has paid the requisite listing fees to the Stock Exchanges up to the Financial Year 2024-25.

#### Debentures

##### a. Issue:

During the year under review, the Company had issued and allotted 60,000 Secured, Unlisted, Redeemable, Rated Non-Convertible Debentures ('NCDs') having a face value of ₹ 1 lakh each aggregating to ₹ 600 cores for cash at par, on private placement basis in compliance with the applicable circulars issued by Securities and Exchange Board of India on issuance of debt securities by large corporates.

The funds raised through NCDs have been utilized as per the terms of the issue.

##### b. Redemption:

The Company had, during the year, redeemed, (i) 5,000 Secured, Listed, Redeemable, Rated, Non-Convertible Debentures having face value of ₹ 10 Lakh each aggregating to ₹ 500 Crore and (ii) 1,550 Unlisted, Rated, Redeemable, Non-Convertible Debenture having face value of ₹ 10 Lakh each aggregating to ₹ 155 Crore, which were issued and allotted for cash at par on private placement basis.

### DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors hereby state and confirm that:

- i) in the preparation of the accounts for the financial year ended March 31, 2024, the applicable accounting standards have been followed along with proper explanation relating to the material departures, if any;

- ii) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- iii) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) the Directors have prepared the annual accounts on a going concern basis;
- v) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- vi) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

### CORPORATE GOVERNANCE

The Company is committed to focus on enhancing standards of Corporate Governance by long term value creation and protecting stakeholders' interests by applying proper care, skill and diligence to business decisions and constant adherence to the requirement of Listing Regulations, the Act and other applicable statutes.

In compliance with Regulation 34 read with Schedule V of the Listing Regulations, a Report on Corporate Governance for the year under review, is presented in a separate section as a part of this Report as **Annexure 'B'** along with Additional Shareholder Information as **Annexure 'C'**.

A certificate from the Auditors of the Company confirming the compliance with the conditions of Corporate Governance, as stipulated under the Listing Regulations, is annexed to this report.

### DETAILS OF SIGNIFICANT AND MATERIAL ORDERS

No significant and material orders were passed by any Regulators or Courts or Tribunals impacting the going concern status and your Company's operations in future.

### INSOLVENCY AND BANKRUPTCY CODE, 2016

During the year under review, there was no application made or proceedings pending against the Company under the Insolvency and Bankruptcy Code, 2016.

## BOARD'S REPORT (Contd.)

### CHANGE IN THE NATURE OF THE BUSINESS

During the year under review, there was no change in the nature of the business of the Company.

### CORPORATE SOCIAL RESPONSIBILITY(CSR)

Over the past years, the Company has focused on several corporate social responsibility programmes. The Company continues its endeavor to improve the lives of people and provide opportunities for their holistic development through its different initiatives in the area of Health, Education, Child Protection, Environment, Sustainability and Skill Development.

In terms of Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended, the Company has formulated its Corporate Social Responsibility Policy. The said policy is uploaded on Company's website and can be accessed at [https://www.cesc.co.in/storage/uploads/policies/CSR\\_Policy.pdf](https://www.cesc.co.in/storage/uploads/policies/CSR_Policy.pdf). A detailed section on CSR activities undertaken by the Company during the year under review is annexed herewith and marked **Annexure – 'D'** and forming part of this Report.

### BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (BRSR)

In terms of Regulation 34 (2)(f) of Listing Regulations, SEBI has notified the reporting requirements on ESG parameters called the Business Responsibility and Sustainability Report (BRSR) under which the listed entities are required to disclose their performance against the nine principles of the 'National Guidelines on Responsible Business Conduct' (NGBRCs) and reporting under each principle is divided into essential and leadership indicators.

The Company has been a torchbearer of responsible business practices, always ensuring that its decisions balance social and environmental considerations with financial factors. Your Company always believed that being responsible and reliable also means being sustainable. These principles have always been an integral part of strategic planning of the Company both to manage risk as well as to enable long term sustainable growth and value creation. Your Company is also committed to upholding responsible business practices, aligning with the National Guidelines on Responsible Business Conduct (NGRBC). The NGBRC was designed by the Ministry of Corporate Affairs (MCA), Government of India to assist businesses to perform the requirements of regulatory compliance and beyond.

As stipulated under the Listing Regulations, the Business Responsibility and Sustainability Report (BRSR) describing the performance parameters and initiatives taken by the Company from an environmental, social and governance perspective, is given in the report as **Annexure 'E'**.

### RELATED PARTY TRANSACTIONS

All contracts or arrangements entered by the Company with its related parties during the year under review were in accordance with the provisions of the Act and the Listing Regulations. All such contracts or arrangements, were entered into in the ordinary course of business and at arm's length basis and pre-approved by the Audit Committee of the Board of Directors. No material contracts or arrangements with related parties were entered into during the year under review. Disclosure of Related Party Transactions as required in terms of Section 134 of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014 in Form AOC -2 is not applicable for the year.

The Policy Statement on Materiality and dealing with Related Party Transactions is available on the Company's website and can be accessed at [https://www.cesc.co.in/storage/uploads/policies/RELATED\\_PARTIES\\_POLICY.pdf](https://www.cesc.co.in/storage/uploads/policies/RELATED_PARTIES_POLICY.pdf)

Members may please refer to Note 42 to the Standalone Financial Statements for requisite disclosure in respect of related parties and transactions entered into with them during the year under review.

### RISK MANAGEMENT

The Company has a structured Risk Management Framework, designed to identify, assess and mitigate risks appropriately. The Risk Management Committee has been entrusted with the responsibility to assist the Board in a) overseeing the Company's risk management framework; and b) ensuring that all material Strategic and Commercial including Cybersecurity, Safety and Operations, Compliance, Control and Financial risks have been identified and assessed and ensuring that all adequate risk mitigations are in place, to address these risks. The Audit Committee has additional oversight in the area of financial risks and controls. Further, details are included in the separate section forming part of this Report.

### PREVENTION OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

The Company has zero tolerance towards sexual harassment at the workplace. In accordance with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013

## BOARD'S REPORT (Contd.)

("POSH Act") and Rules made thereunder, the Company has adopted a policy and constituted an Internal Complaints Committee (ICC) to redress and resolve any complaints arising under the POSH Act. Training / awareness programs are conducted throughout the year to create sensitivity towards ensuring respectable workplace.

Details of complaints received/disposed, if any, during the Financial Year 2023-24 are provided in the Report on Corporate Governance.

### INTERNAL FINANCIAL CONTROL AND ITS ADEQUACY

The Company has in place adequate internal financial controls (IFC) for ensuring orderly and efficient conduct of the business, including adherence to the Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records and timely preparation of reliable financial disclosures. Effectiveness of IFC is ensured through management reviews, controlled self-assessment and independent testing by the Internal Audit Department of the Company.

The Company believes that these systems provide reasonable assurance that the Company's internal financial controls are adequate and are operating effectively as intended.

### AUDITORS AND AUDITORS' REPORT

Messrs S R Batliboi & Co. LLP, Chartered Accountants, (Firm Registration No.301003E/E300005) was appointed as the Auditors of the Company for a term of five consecutive years, at the Forty - fourth AGM of the Company.

The Auditors' Report annexed to the financial statements for the year under review does not contain any qualification(s), reservation(s) or adverse remark(s). The Notes on Financial Statements referred to in the Auditors' Report are self-explanatory and do not call for any further comments.

During the year under review, the Auditors have not reported any instance of fraud as referred to in Section 134(3)(ca) of the Act.

### COST AUDITORS AND COST AUDIT REPORT

The Company is required to maintain cost records as specified by the Central Government under Section 148(1) of the Act and such records are made and maintained accordingly.

The Cost Audit Report, for the year ended March 31, 2023 was filed with the Central Government within the statutory time limit and the said Report for the financial year 2023-24 shall be filed within the prescribed timeline.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the Board of Directors, on the recommendation of the Audit Committee, has re-appointed Messrs. Shome & Banerjee, Cost Accountants (Firm Registration No 000001) as Cost Auditors for conducting the audit of cost records of the Company for the Financial Year ending March 31, 2025. Since the remuneration to be paid to the Cost Auditors for the Financial Year 2024-25 is to be ratified by the Company's Members, the Board of Directors recommends the same for ratification by the Members at the ensuing AGM. The said proposal forms part of the Notice of the AGM.

### SECRETARIAL AUDIT REPORT

The Board had appointed Messrs. Anjan Kumar Roy & Co., (Certificate of Practice – 4557) Practising Company Secretaries, as the Secretarial Auditor of your Company for the Financial Year ended March 31, 2024. The Secretarial Audit Report pursuant to Section 204 of the Act, is attached in **Annexure – 'F'** forming part of this Report.

Pursuant to Regulation 24A of the Listing Regulations, the Secretarial Audit Reports of three material unlisted subsidiaries of the Company namely Noida Power Company Limited, Haldia Energy Limited and Dhariwal Infrastructure Limited, for the Financial Year 2023-24 are also attached and are forming part of the Annual Report as **Annexures 'F1', 'F2' and 'F3'**. The Secretarial Audit Reports of such material unlisted subsidiaries do not contain any qualifications, reservations or adverse remark(s).

### VIGIL MECHANISM / WHISTLE BLOWER POLICY

Your Company promotes safe, ethical and compliant conduct of all its business activities. The Company has a Vigil Mechanism / Whistle-blower policy in accordance with Section 177 of the Act and Regulation 22 of Listing Regulations to bring Company's attention to instances of illegal or unethical conduct, actual or suspected incidents of fraud, actions that affect the financial integrity of the Company.

The said policy has been uploaded on the Company's website and can be accessed at <https://www.cesc.co.in/storage/uploads/policies/WhistleBlowerPolicy.pdf>. The said policy provides a mechanism for employees of the Company to approach the Chairman of the Audit Committee of the Company through the Company Secretary for redressal. No person had been denied access to the Chairman of the Audit Committee and there was no such reporting during the Financial Year 2023-24.

## BOARD'S REPORT (Contd.)

### INSIDER TRADING

The Company's 'Insider Trading Prohibition Code' which is in line with the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, lays down the guidelines and procedures to be followed and disclosures to be made by the Insiders, while dealing in Company's securities.

In view of the aforesaid Regulations and SEBI Circular, the Company also has in place a Structured Digital Database wherein details of persons with whom Unpublished Price Sensitive Information is shared on need-to-know basis and for legitimate business purposes is maintained with time stamping and audit trails to ensure non-tampering of the data base.

### PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Your Company, being a company providing infrastructure facilities is exempt from the provisions applicable to loans, guarantees, security and investments under Section 186 (11) of the Act. Therefore, no details are required to be provided.

### DEPOSIT FROM PUBLIC

During the year under review, the Company has not accepted any deposit from the public and as such no amount of principal or interest was outstanding as on the date of the Balance Sheet.

### CONSERVATION OF ENERGY, RESEARCH & DEVELOPMENT, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Particulars as required under Section 134 Act, relating to Conservation of Energy and Technology Absorption is given in **Annexure 'G'** forming a part of this report.

### ANNUAL RETURN

Pursuant to Section 92 of the Act and Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return is available on the website of the Company on the following link at [https://www.cesc.co.in/storage/uploads/annreport/CESC\\_Annual\\_Return\\_2023-24.pdf](https://www.cesc.co.in/storage/uploads/annreport/CESC_Annual_Return_2023-24.pdf).

### PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

The information required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are provided in **Annexure 'H'**.

Details of employee remuneration as required under provisions of Section 197 of the Act and Rule 5(2) and 5(3) of the aforesaid Rules are provided in Annexure I. In terms of proviso to Section 136(1) of the Act, the Annual Report is being sent to the Members excluding the Annexure I. The said statement is also available for inspection by the members at the Registered Office of the Company during business hours on working days of the Company. Any Member interested in obtaining a copy of the same may write to Company Secretary at [secretarial@rpsg.in](mailto:secretarial@rpsg.in).

None of the employees listed in the said Annexure are related to any Director of the Company.

The Company has in place a Remuneration Policy for Directors, Key Managerial Personnel and other Senior employees, duly recommended by the NRC and approved by the Board. The said Policy is uploaded on the website of the Company and can be accessed at [https://www.cesc.co.in/storage/uploads/policies/REMUNERATION%20POLICY\\_CESC\\_SM.pdf](https://www.cesc.co.in/storage/uploads/policies/REMUNERATION%20POLICY_CESC_SM.pdf).

### INDUSTRIAL RELATIONS

Industrial relations in the Company, during the year, continued to be cordial. A detailed section on the Company's Human Resource initiatives is included in the the Management Discussion and Analysis forming a part of this report.

### ACKNOWLEDGEMENT

The Board of Directors wishes to place on record its appreciation for the committed and dedicated services received from business partners, financial institutions, banks, consumers and vendors during the year under review.

The Board is also thankful to the Government of India, the various ministries of the State Governments, the Central and State Electricity Regulatory Authorities, communities in the neighbourhood of our operations, municipal authorities of Kolkata and local authorities in areas where we are operational as well as to the Company's Members for all the support rendered during the year.

The Directors also places on record its deep appreciation for the Company's employees for their commitment and contributions to the overall performance of the Company.

On behalf of the Board of Directors

**Dr. Sanjiv Goenka**

Chairman

DIN: 00074796

Place : Kolkata

Date : May 23, 2024



# MANAGEMENT DISCUSSION AND ANALYSIS

(Annexure 'A' to the Board's Report)

CESC Limited ('CESC' or 'the Company') is a flagship company of the RP-Sanjiv Goenka Group (the 'Group'). It is an integrated power utility engaged in the generation and distribution of electricity across 567 square kilometres of its licensed area – Kolkata, Howrah, Hooghly, North and South 24 Parganas in West Bengal – supplying safe, cost-effective and reliable electricity to its 3.6 million customers. The Company, through its subsidiaries, also has a portfolio of independent power generation projects and distribution ventures in other parts of the country.

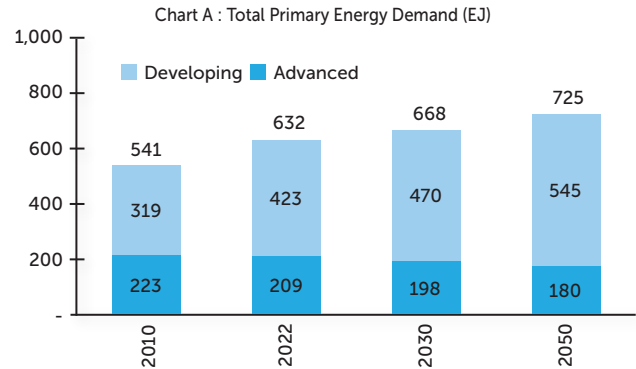
This chapter presents an overview of the macroeconomic environment as well as the operational and financial performance of CESC. It also discusses important initiatives taken by the Company and its subsidiaries during the year to achieve its growth and performance objectives.

## ECONOMIC OVERVIEW

### Global Energy Scenario

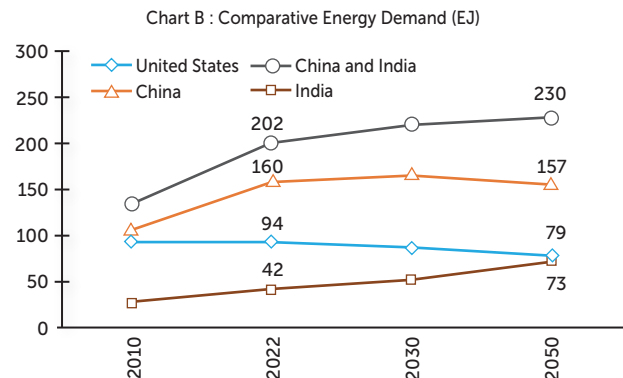
The global energy markets stabilised in 2023, with fuel prices coming down from their peaks registered in the aftermath of the war in Ukraine. While the macroeconomic outlook is better than a year ago with success in controlling inflation and a resilient economic growth, energy markets still reflect considerable risks. These emanate from geopolitical risks of a protracted conflict in the Middle East, even as the fighting in Ukraine continues, as well as high interest costs and debt levels.

The rebalancing in favour of fossil fuels that happened last year due to the energy crisis was transitory and the world appears to be back on track to achieve a peak in fossil fuel usage before 2030. New policies supporting clean energy in major energy markets are gathering momentum. The emergence of a green energy economy, which is led by solar PV and electric vehicle, has started delivering on the ground. The outlook for nuclear power has also improved with support for new plants as well as lifetime extensions of existing capacities in several countries. This is set to further reinforce the ongoing structural shifts in fuel mix and technologies.



Source: Stated Policies Scenario, World Energy Outlook 2023, IEA

According to the World Energy Outlook 2023 released by the IEA in October 2023, total primary energy demand under the 'Stated Policies Scenario (SPS)'<sup>1</sup> will grow by 93 exajoules<sup>2</sup> (EJ) – from 632 EJ in 2022 to 725 EJ in 2050 (see Chart A) – at a compound annual growth rate (CAGR) of 0.5%. Advanced economies<sup>3</sup>, which used to account for over half of global energy demand in 2000, will see their share decline from 33% in 2022 to 25% by 2050. Demand from advanced economies will also come down in absolute terms from 209 EJ in 2021 to 180 EJ in 2050.



Source: Stated Policies Scenario, World Energy Outlook 2023, IEA

A considerable part of the rise in global energy demand between 2022 and 2050 will come from India, as energy demand from China stabilises at its current levels by 2050. India's energy demand is projected to increase by 31 EJ

<sup>1</sup> 'Stated Policies Scenario' is based on the latest policy settings, including energy, climate and related industrial policies. It does not take for granted that all government targets will be achieved. Instead, it takes a granular, sector-by-sector look at existing policies and measures. It also takes into account industry action, including manufacturing capacity of clean energy technologies, and its impacts on market uptake beyond the policies in place or announced.

<sup>2</sup> 1 exajoule (EJ) = 23.88 million tons of oil equivalent (Mtoe) = 277778 gigawatt-hour (GWh)

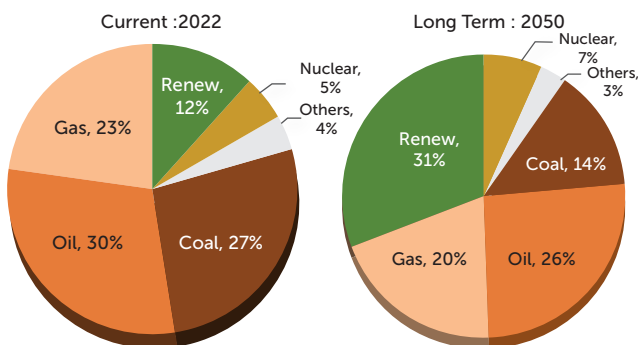
<sup>3</sup> In this report, advanced economies refer to North America, Europe and Japan.

## MANAGEMENT DISCUSSION AND ANALYSIS (Contd.)

– a CAGR of 2% – from 42 EJ in 2022 to 73 EJ in 2050 (see Chart B). With China's energy demand stabilising at 157 EJ in 2050, these two countries alone will account for one-third of the global energy demand in 2050. Overall, China, the US and India will continue to be the top three consumers of energy in the world in 2050, with their shares being 21.6%, 10.9% and 10.1%, respectively.

In terms of energy sources, fossil fuels – coal, oil and gas – will continue to be dominant, though their share in global energy mix will come down considerably from 79% in 2021 to 60% in 2050 (see Chart C). This is primarily due to the push for renewable technologies, which will grow from 75.5 EJ in 2021 to 227.1 EJ in 2050. Notably, renewables will account for more than 100% of the increase in energy demand, more than making up for the decline in coal-based energy sources. As a result, share of renewables will increase disproportionately from 12% in 2021 to 31% in 2050.

Chart C : Global Energy Mix - Fuel Source

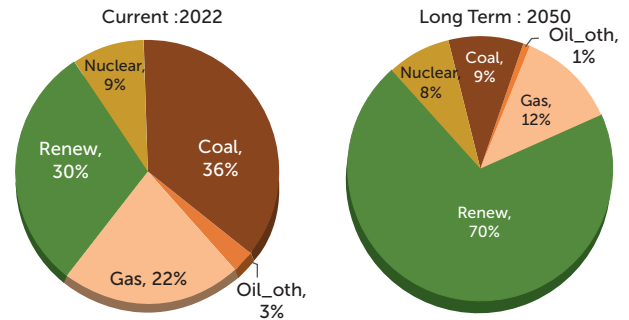


Source : Stated Policies Scenario, World Energy Outlook 2023, IEA

An important structural change in global energy consumption is the rise in electricity demand. As noted above, capacities for clean energy systems, including solar PV modules and EV batteries, are expanding at a rapid pace. So has the global penetration of electric cars – with their share in total car sales increasing from 4% in 2020 to 20% in 2023. Under the Stated Policies Scenario, electricity generation is expected to grow at a CAGR of 2.2% – at over four times the growth in total energy demand – from 29,033 terawatt hour (TWh) in 2022 to 53,985 TWh in 2050. It is also worth noting that with more aggressive commitments and policy action<sup>4</sup> by governments to achieve climate goals, while global energy demand in 2050 might end-up at close to current levels, there will be an even more decisive shift towards electricity.

<sup>4</sup> Under the 'Announced Pledges Scenario' of the IEA, which assumes that governments will meet, in full and on time, the climate commitments they have made, including their Nationally Determined Contributions and longer-term net zero emissions targets, total energy demand is estimated to stabilise close to its current levels at around 623 EJ in 2050. In contrast, electricity generation under this scenario will grow at a CAGR of 3% to 66,760 TWh in 2050, which is 2.3 times the current electricity generation and substantially higher than 53,985 TWh under the baseline 'Stated Policies Scenario'.

Chart D : Global Electricity Generation Outlook



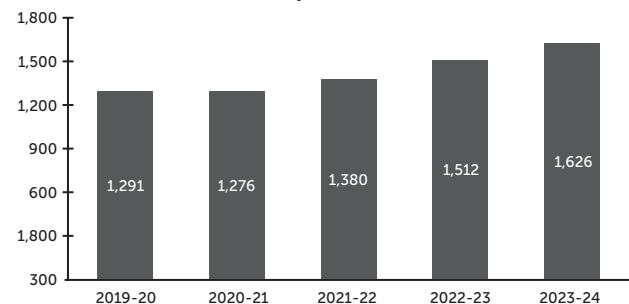
Source : Stated Policies Scenario, World Energy Outlook 2023, IEA

This increase in electricity generation between 2022 and 2050 will also have a significant implication on the fuel mix. As shown in Chart D, share of fossil fuels in electricity generation is expected to come down from 61% in 2021 to 22% by 2050. In contrast, renewable sources – solar, wind, hydro and modern bioenergy – will become the dominant source of power accounting for 70% of the total power generation by 2050.

## India's Power Scenario

**Electricity demand in India increased by 114 billion units (BU) – a growth of 7.6% – from 1,512 BU in 2022-23 to 1,626 BU in 2023-24 (Chart E).** This is the third consecutive year that India has registered a strong growth in electricity demand. Equally important, most of this demand was met by the system, with a shortfall limited to 4.1 BU or about 0.3% of the total demand in 2023-24 versus a deficit of 0.5% in the previous year.

Chart E : Electricity Demand in India (Billion Units)



Source : Central Electricity Authority

Power generation capacity also increased, with the addition of 25.9 GW in 2023-24 – reflecting a 6.2% growth over last year. This increase in capacity was led by renewable sources (includes Hydro), which accounted for 71.6% of this increase – growing from 172 GW in 2022-23 to 191 GW in 2023-24. As a result, share of renewable power grew to 43% by the end of 2023-24. Total generation capacity in India stood at 442 GW at the end of 2023-24. Table 1 gives the details.

## MANAGEMENT DISCUSSION AND ANALYSIS (Contd.)

**Table 1: Power Generation Capacity in India: 2023-24, By Fuel Source**

Fuel	MW	% Share	Growth (%)
Coal & Lignite	2,17,589	49.2%	2.7%
Gas	25,038	5.7%	0.9%
Diesel	589	0.1%	0.0%
<b>Thermal</b>	<b>2,43,217</b>	<b>55.0%</b>	<b>2.5%</b>
Nuclear	8,180	1.9%	20.6%
Hydro	46,928	10.6%	0.2%
Other Renewables	1,43,645	32.5%	14.8%
<b>Total</b>	<b>4,41,970</b>	<b>100.0%</b>	<b>6.2%</b>

Source: Central Electricity Authority

Note: The numbers may not add up to the total due to rounding-off.

As shown in Table 2, the peak demand for power in 2023-24 was 243 GW, which is a growth of 12.7% over the peak demand in 2022-23. Despite this increase, the demand-supply situation remained balanced with a peak power supply of 240 GW in 2023-24. The shortfall at the all-India level was a nominal 1.4% – an improvement over a shortfall of 4% recorded in 2022-23.

**Table 2: Power Demand and Deficit: 2023-24**

Region	Peak Demand (MW)	Peak Met (MW)	Deficit	Deficit %
Northern	80,980	80,548	432	0.5%
Western	76,050	72,556	3,494	4.6%
Southern	68,094	68,094	0	0.0%
Eastern	30,256	29,299	957	3.2%
North-Eastern	3,678	3,678	0	0.0%
<b>All India</b>	<b>2,43,271</b>	<b>2,39,931</b>	<b>3,340</b>	<b>1.4%</b>

Source: Central Electricity Authority

As shown in Table 2, most of this deficit was in the Western and Eastern regions. This was due to unsatisfactory situations in few areas: Maharashtra (10.2%) in the western region and Bihar (7.8%) and Jharkhand (7.9%) in the eastern region. Other than these, no other state or union territory had a peak power deficit exceeding 5% in 2023-24 except Uttarakhand (8.7%) and Andaman and Nicobar Islands (7.7%).

### Macroeconomic Outlook

Concerted monetary tightening across major economies to rein in inflation had raised fears of a global slowdown. But the world economy showed remarkable resilience in 2023. Growth rates remained steady as inflation gradually moved towards targeted levels. **According to the IMF, world output grew at 3.2% in 2023, compared to 3.5% in 2022.** Both Advanced Economies as well as Emerging Market and Developing Economies contributed to this performance.

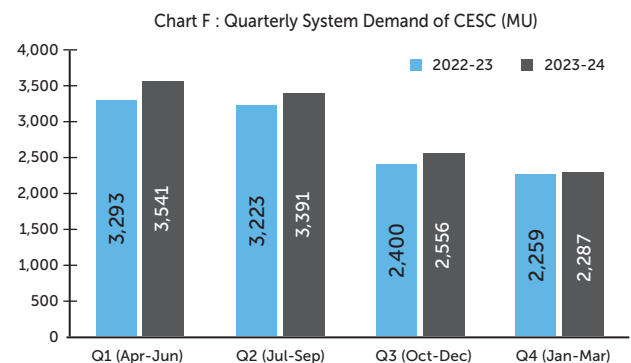
India's performance was better in comparison. **According to the Second Advance Estimates released by the**

**National Statistical Office (NSO) in February 2024, India's Gross Domestic Product (GDP) grew at 7.6% in 2023-24,** accelerating from 7.0% in 2022-23. Growth was broad-based with all sectors, with the exception of Agriculture, recording strong performance. Industry – which accounts for about 30% of India's GDP – bounced back in 2023-24 with a growth of 9% after a lacklustre performance in the previous year.

Better than anticipated control over inflation at a global level has raised hopes of monetary easing. But a need for calibrated withdrawal of fiscal support amid high debt levels weigh on economic activity. Geopolitical events in the Middle East and the Red Sea disruptions pose additional downside risks. **Considering these, the IMF has projected growth in global output to remain stable at 3.2% in 2024 and 2025 in its latest update release in April 2024.**

The outlook for Indian economy continues to be evenly balanced. Expectations of a normal south-west monsoon should support agricultural activity and drive consumption. Domestic activity is also expected to benefit from higher trade and investment flows as the global situation improves. At the same time, geopolitical risks and disruptions in trade routes mentioned above also pose risks to India's performance. **In its recent Monetary Policy Report, the RBI pegged India's GDP growth in 2024-25 at 7.0%. Even as this is marginally lower than the growth in 2023-24, it will make India the fastest growing large economy in 2024-25.**

### KEY HIGHLIGHTS



**CESC's system demand grew at 5.4% during the year, from 11,175 million units (MU) in 2022-23 to 11,775 MU in 2023-24.** This comes on the back of 5% and 8.7% growth in 2021-22 and 2022-23 respectively. Chart F provides quarterly data for 2022-23 and 2023-24. It shows that demand grew in each of the four quarters, with growth being highest in Q1 (Apr-Jun) of 2023-24.

Focus during the year continued on ensuring uninterrupted supply of electricity, while maintaining high service levels and managing distribution losses. Efforts were also undertaken to make the operations more agile and efficient through innovation and greater adoption of technology. These initiatives are discussed in detail in the sections on 'Generation', 'Distribution' and 'Customer Service'.

## MANAGEMENT DISCUSSION AND ANALYSIS (Contd.)

CESC reported creditable results for 2023-24. Total income (including other income) of CESC as a standalone entity grew by 7.06% from ₹ 8,153 Crore in 2022-23 to ₹ 8,729 Crore in 2023-24. Total expenses during the year increased by 18.05% from Rs. 7,880 Crore in 2022-23 to ₹ 9,303 Crore in 2023-24. Profit before tax (PBT), after incorporating regulatory income stood at ₹ 922 Crore in 2023-24 and Profit after tax (PAT) was ₹ 775 Crore. Further details are available in the section on 'Financial Results'

### BUSINESS PERFORMANCE

CESC's businesses comprise the Kolkata operations as well as other generation and distribution ventures:

- **Kolkata Operations:** Distribution of electricity, with its own generation facilities, across its licensed area in Kolkata, Howrah, Hooghly, North and South 24 Parganas, West Bengal. Other than the 600 MW plant at Haldia, which is under its 100% subsidiary Haldia Energy Limited (HEL), the operations are directly under CESC Limited.
- **Generation Projects:** Thermal and renewables projects owned and operated by various subsidiaries of CESC (excluding HEL). At the end 2023-24, cumulative generation capacity of these projects stood at over 650 MW.
- **Distribution Ventures:** Distribution licence for Greater Noida (Uttar Pradesh); three distribution franchisees (DFs) in Kota, Bharatpur and Bikaner in Rajasthan; and the DF in Malegaon, Maharashtra. These are operated by CESC's subsidiaries.

### KOLKATA OPERATIONS

#### Generation

CESC operates a 750 MW generating station at Budge Budge (BBGS) and a 135 MW generating station at Garden Reach (Southern). In addition, Haldia Energy Limited (HEL), a 100% subsidiary of the Company, operates a 600 MW generating station at Haldia. HEL has a long-term power purchase agreement (PPA) for selling its power to CESC. **During the year, total generation from these plants was 10,940 million units (MU), out of which 10,299 MU or 94.1% of the total generation in 2023-24 came from Budge Budge and Haldia.**

Table 3: Performance of Key Generating Stations

Plant	Capacity (MW)	2023-24			2022-23		
		PAF%	PLF%	Gen (MU)	PAF%	PLF%	Gen (MU)
Budge Budge (BBGS), CESC	3 x 250	97.0%	88.4%	5735	93.6%	81.1%	5331
Haldia, HEL	2 x 300	95.8%	88.0%	4564	96.8%	80.3%	4219

PAF: Plant Availability Factor. PLF: Plant Load Factor.

Table 3 presents data on performance of the two key generating stations – Budge Budge (BBGS) and Haldia (HEL). Both stations are ISO 9001, ISO 14001, ISO 45001 and ISO 50001 certified in respect of Quality Management Systems, Environment Management Systems, Occupational Health and Safety Management Systems and Energy Management Systems. In 2023-24, both BBGS and Southern implemented ISO 22301:2019 standard for Business Continuity Management System.

BBGS and HEL have consistently excelled in operating efficiencies, energy conservation, quality systems and processes. **In 2023-24, BBGS bagged the CII National Award for Excellence in Energy Management as Energy Efficient Unit. BBGS also won (i) the Best Thermal Power Generator award at the IPPAI Power Awards 2024 (ii) CEE 3rd National Energy Efficiency Award 2023 for best practices and new initiatives, and (iii) Gold Award at Apex India Quality Excellence Award 2023.**

CESC has been at the forefront of using best-in-class technology and digital interventions to effect improvements in several key areas such as operations, maintenance, safety and asset management. Initiatives undertaken in 2023-24 include implementation of state-of-the-art predictive analytics software for improving reliability of critical equipment, IOT-based sensors for asset protection and process monitoring, and Wi-fi enabled control for pump operations. Its efforts in this area were well recognised in 2023-24: **BBGS received (i) Platinum Award in the Smart Technology in Electricity Generation category from India Smart Grid Forum (ISGF); (ii) CII Digital Transformation (DX) Awards 2023 under Innovative Category for Best Practice in Digital Transformation.**

CESC is also alive to the digital and cyber security threats. Budge Budge, Southern and Haldia plants are ISO 27001 certified for Information Security Management Systems. A biometric access control system was incorporated at vulnerable locations at BBGS.

CESC follows stringent environmental standards. Both Budge Budge and Haldia plants continue to achieve 100% utilisation of ash in an environment friendly manner. Last year, it was granted a Patent by Government of India for a technology to produce different grades of concrete by partial substitution of natural sand with bottom ash. This was followed-up with international recognition in the form of another Patent by Government of South Africa in November 2023. Two successful tests using this technology have already been completed and efforts are on to promote it in the construction industry and public works.

Over the years, CESC has excelled in environment and sustainability. Ambient air quality and stack emission are monitored continuously. Both Budge Budge and Haldia plants continuously optimise their water usage by reducing consumption, reusing and recycling wherever possible.



## MANAGEMENT DISCUSSION AND ANALYSIS (Contd.)

The specific water consumption of BBGS and Haldia plants is far below the statutory norms. BBGS is also a zero liquid discharge (ZLD) plant. In a significant development during the year, **HEL retrofitted low NOx burners and separated overfire air systems in both its boilers to bring down the NOx level in the flue gas emissions within a record time of two weeks of outage per boiler.**

In 2023-24, around 12,000 and 5,600 saplings were planted at Haldia and Budge Budge respectively, taking the total tree plantation at both the plants to well over one lakh each. HEL has the distinction of having over 30% of its plant area under green cover. Development of Urban Forest using the Miyawaki method was completed during the year at the Garden Reach (Southern), Budge Budge and Haldia plants. Haldia also developed a garden named 'Panchavati Vatika' jointly with the West Bengal Biodiversity Board, Government of West Bengal. **A study on carbon sequestration and flora biodiversity was carried out by IIT (Bombay) which validated offsetting of 10,69,274 MT and 3,29,886 MT of CO2 since the inception of BBGS and HEL plant respectively.**

HEL became a member of India Business and Biodiversity Initiative (IBBI) in 2023-24, which serves as a national platform to promote sustainable management of biodiversity by businesses. Some of HEL's initiatives have also been selected by the Biodiversity Finance Initiative (BIOFIN) which is a global partnership launched by UNDP and the European Commission to support countries enhance their financial management towards biodiversity and ecosystems.

CESC won several awards in 2023-24 that underscore its achievements in the areas of environment and sustainability. **HEL won Environmental Best Practices Award 2023 from CII and Global Environment Platinum Award 2023 from Energy and Environment Foundation. Its rainwater utilisation project was selected for the Best Practices in Water Conservation and Management 2023 under the Ministry of Jal Shakti, Government of India. BBGS won (i) the 'Global Water Recycling Company of the Year 2023' award from the Energy and Environment Foundation, (ii) 'Power-Gen ESG & Sustainability Awards 2023' and 'Power-Gen Water Award 2024' by Council**

**of Enviro Excellence (CEE), (iii) 'Platinum' award at the 17th ICC Environment Excellence Awards 2023, and (iv) 'Gold' award at the 14th Exceed Award for Environmental Improvement in Thermal Power.**

### Distribution

CESC's distribution infrastructure serves its 3.6 million customers in Kolkata, Howrah, Hooghly, North and South 24 Parganas in the state of West Bengal. The demand for power is quite variable in its licensed area, with the Company having registered a peak demand more than 2600 MW and a lean demand lower than 500 MW in recent years.

During periods of high demand, CESC also imports power to complement its own generation (including from HEL). Conversely, it exports surplus power, when possible. Banking of power is also done with other licensees to facilitate availability of power during periods of high demand. **In 2023-24, there was a significant growth in demand. The peak power demand increased to 2606 MW, compared to 2339 MW in the previous year. Total energy requirement grew at 5.4% from 11,175 MU in 2022-23 to 11,775 MU in 2023-24. About 85% of this requirement was met by CESC's own generation, including HEL.**

During the year, CESC executed two Power Purchase Agreements (PPAs) with solar-wind hybrid developers to procure 250 MW of green power, starting from 2025. These PPAs would help CESC meet its renewable power obligations (RPO) targets and at the same time meet the increasing demand for electricity in CESC's licensed area.

CESC undertakes continuous upgradation of its distribution infrastructure to maintain the quality and reliability of supply as well as to reduce downtime, overloads and to manage distribution losses. Effective management of distribution losses despite challenges of burgeoning LT demand and higher length of evacuation from sources of generation has been a key achievement. This was made possible with technological interventions to create a pilfer proof network and leveraging smart meter based remote surveillance cum theft prevention systems. CESC's focus on innovation in distribution is also reflected in the five patents it received from the Government of India in 2023-24 (See Box 1).

#### Box 1: Innovation at CESC — Patents Granted in 2023-24

- **Remote controlled grounding assembly** to ensure safety while working on plant and equipment.
- **Smart Health Monitoring System** for transformers through a make-agnostic application for IoT sensors for proactive monitoring of their health.
- **Automated remote Surveillance-cum-theft Prevention System** for low tension power distribution system which uses smart meter data along with algorithm for theft identification and prevention.
- **Online remote monitoring** of grounding systems that reduce breakdowns in plant and equipment.
- **Remote communicable magnetic oil gauge with analogue output** which aids uninterrupted operation of power transformers.

## MANAGEMENT DISCUSSION AND ANALYSIS (Contd.)

Over the years, CESC has achieved high degree of automation through its investments in technology and equipment, resulting in faster restoration in case of supply interruptions. More recently it has embraced innovative digital technologies like self-healing for automatic restoration of load. Given the proliferation of technology-based solutions, another area which received considerable attention was cybersecurity. The organisation has a comprehensive Cyber Crisis Management Plan (CCMP), including identification of critical information infrastructure as well as compliance with ISO 27001. Training programmes and mock drills were also conducted to improve awareness on cybersecurity among the employees.

CESC is at the forefront of deploying advanced technology and innovations to provide better services to its customers. The Company is also executing special projects to upgrade its distribution network and enhance its long-term capacity. Some of the key initiatives were:

- Installation of RF-mesh Smart meters and 4G Cellular Smart meters is an ongoing effort to facilitate remote billing, outage management, credit control and pinpointing thefts in high-loss areas. Proactive deployment of 4G Cellular Smart meters is underway for replacement old AMR meters operating on 2G at high-end consumers to prevent technology obsolescence ensuring business continuity. Around 10,550 smart meters were installed in 2023-24.
- After successful implementation of the BESS pilot at East Calcutta Substation, the Company has engaged International Finance Corporation (IFC) to conduct a techno-commercial feasibility study for deploying grid-connected BESS at different voltage levels for better network management.
- Real-time system disturbance analysis was implemented on CESC's mobility platform resulting in faster decision making for restoration of supply with no requirement for dedicated experts.
- Substantial capacity has been unlocked at existing substations by relocation of underloaded transformers and augmentation of under-rated cables. This will help in better asset utilisation and loss optimisation.
- Value engineering techniques were used to modify specification of equipment as well as introducing equipment of new capacities across voltage levels. This will result in substantial cost savings, material optimisation and better asset rationalisation.

During the year, six substations and one office building were converted to certified green buildings, taking the overall tally to fifteen establishments. More establishments are expected to follow suit in the future.

### Customer Service

CESC is on a transformative journey placing the customer at the heart of its operations. During the year, it continued on this path through digital innovations and customer-centric processes that have reshaped customer service. Streamlining of its social media presence, which facilitate seamless communication and meaningful engagement with its diverse customer base has been an equally important achievement. Some of the key highlights in 2023-24 are:

- **New Connections:** CESC provided over 1,08,113 new connections in 2023-24. The average time taken to provide a new connection was 1-2 days. For premises with existing connections, supply is typically provided within 24 hours of compliance and payment. Notably, Robotic Business Process Automation was strategically integrated to further improve the new connection process.
- **Billing and Payment:** CESC offers a diverse range of user-friendly online payment methods, including debit/credit cards, net banking, mobile wallets, ECS, NEFT/RTGS, Bharat QR, and UPI. In 2023-24, in-person payments at 'Bangla Sahayata Kendra' centres also gained popularity. An innovative service like 'Dial & Pay', which enables Bill payments via phone call was also available. **During the year, there was a notable increase in online payments, which stood at about 80% by March 2024.**
- **Customer Experience:** The Company's centralized 24x7 Call Centre acts as the primary touch point for all complaints and queries, whereas the Key Account Management (KAM) programme provides personalised support to large consumers. During the year, CESC's voice bot 'Aastha' was upgraded to handle supply related complaints and provide customer notifications in a customized manner. Video call facility was further revamped to a new platform and extended to New-connection application process. **In 2023-24, over 85% of customer interactions were managed through digital channels, including IVR, voice bot, web chat bot, WhatsApp bot and a unique multi-lingual and vernacular voice bot. CESC was honoured with an award for its Voice bot 'Aastha' by the National Convention on Quality Concept (NCQC-2023) forum, acknowledging its outstanding performance in customer service.**
- **Supply Reliability:** CESC has implemented various measures to ensure 24x7 reliable power supply and expedited restoration times. The 24x7 Control Room, staffed by engineers, is bolstered with radio-linked and GPS-enabled mobile service vans

## MANAGEMENT DISCUSSION AND ANALYSIS (Contd.)

strategically positioned at decentralized locations to facilitate swifter supply restoration. Proactive outage notifications are also sent to consumers. Besides, body-worn cameras with 2-way audio and video communication capabilities enable remote site supervision and capture of the fault repair process footage, thereby ensuring adherence to quality and safety standards.

- **Complaint Management:** Substantial enhancements have been achieved through improved processes and technology. CESC has diligently pursued Corrective Action and Preventive Action (CAPA), a renowned quality framework, to proactively address consumer-related issues. Process optimization and Robotic Process Automation (RPA) have consistently reduced

supply and commercial complaints. Efforts are also underway to automate complaint handling at regional offices, address repeat complaints and manage email complaints effectively. During the year, RPA has been effectively deployed to manage customer emails sent to corporate email IDs.

- **Promotion of Sustainability:** Under its #LiveFreeBreatheFree campaign, CESC has actively raised awareness about sustainable practices. In 2023-24, it promoted green initiatives such as Electric Cooking and Electric Vehicles across its social media platforms and website. CESC's sustainability efforts were highlighted at major events like the International Kolkata Book Fair 2024 and Kreta Suraksha Mela.

### Box 1: CESC's Digital Presence – Key Developments

- **CESC Metaverse:** Launched in 2023-24, CESC became the first power utility in India to launch its customer servicing on metaverse. It provides a ground breaking approach to customer interactions, redefining accessibility and convenience. The experience includes service zones, gaming zone and a sustainability zone, which can be accessed through the Company's website through a variety of devices such as VR headsets, general-purpose computers and smartphones. By providing services in this immersive environment, CESC has taken its customer connect and servicing to a completely different level.
- **Website Promotion and Reach:** CESC's website underwent a comprehensive upgrade in 2022-23. This was followed-up with search engine optimisation efforts in 2023-24, resulting in a remarkable traffic surge of over 180%. Specialised initiatives also ensure the display of relevant search results, enhancing audience retention and engagement. Additionally, a blog section featuring a variety of informative posts was launched during the year.
- **Social Media:** CESC maintains an active presence on leading social media platforms including Facebook, Twitter, Instagram, LinkedIn, YouTube and WhatsApp. These platforms serve as vital channels for customer communication and engagement. In 2023-24, its social media presence was reinforced with professionally crafted content and a focus on providing timely responses to customer inquiries and grievances. Social media engagements experienced a notable uptick, with an average response time of just 5 minutes. CESC currently holds the distinction of being the third most admired Indian utility brand on Facebook. It also has the highest average engagement rate among utilities.
- **Brand Campaigns:** The Company has executed numerous impactful campaigns aligning with the core values of the Group. Notable campaigns in 2023-24 include: #SmartChoicesWithCESC, emphasizing online services; #LiveFreeBreatheFree, promoting sustainability; #LightsCameraKolkata, fostering connections between Kolkata and CESC; #HeroesofCESC, spotlighting our dedicated workmen; #CESCcares, showcasing CSR initiatives; #CustomerFirst, offering safety tips; #LeadingWithLight, featuring employee testimonials; and #PoweredByCESC, highlighting customer testimonials. Dynamic campaigns like the Puja film 'Bhalobasha Nio Kolkata' garnered significant engagement and went viral on social media platforms.

At the heart of CESC's digital transformation lies the establishment of a robust digital Voice of Customer (E-VoC) programme, which provides the Company with continuous feedback and insights. Leveraging advanced analytics, it has been able to glean invaluable insights on customer preferences and pain points, facilitating refinement of services to align with evolving customer needs. This has resulted in significant improvement in CESC's Net Promoter Scores.

### Safety and Health

CESC is committed to maintaining high standards of industrial safety across its operations. The Company has a safety vision, mission and policy, including a policy on use of personal protective equipment. **All four generating stations, including its subsidiary companies – BBGS, Southern, Haldia and Dhariwal – are ISO 45001 certified for occupational health and safety management systems.**

## MANAGEMENT DISCUSSION AND ANALYSIS (Contd.)

**Southern received the 'Gold Runner-up' award at the 5th ICC National Occupational Health & Safety Awards 2023 and a 3-star rating at 'Safety, Health & Environment (SHE) Awards in 2022-23.**

The central Safety Cell has been instrumental in training the workers, implementing safe work procedures and monitoring unsafe situations. Besides, officers have undergone safety-related training by institutions of national and international repute. Job site audits, safety communication meetings, safety workshops, hand holding exercises at sites and observation of 'Safety Day' are other activities that have contributed to promoting a safety culture in the organisation.

CESC has a structured communication system for coverage of its safety-related initiatives, which includes its bi-annual safety magazine 'Surakshabarta' (available in Bengali and Hindi) and a web-based monthly newsletter 'Safety Spotlight'. To educate customers on electrical and fire safety, the Company sends safety mailers, organises seminars, and showcases decorated safety tableaus in its licensed area along with distribution of safety leaflets.

CESC has a strong focus on health and well-being of its employees. It operates 27 well-equipped dispensaries across the organisation with doctors and pharmacists. Best-in-class medical facilities are also available to the employees through tie-ups with major super-speciality hospitals, nursing homes and diagnostic clinics. As a part of its preventive health initiatives, it conducts health check-up for its employees, hosts awareness programmes and publishes health bulletins at regular intervals.

### GENERATION PROJECTS

Apart from plants catering to Kolkata operations, CESC has built independent generation capacities to benefit from the opportunities in the sector and build capabilities in the renewable energy space. This includes two thermal power projects with a capacity of 600 MW and 40 MW, as well as a solar power project with a capacity of 18 MW DC.

#### Thermal

**Chandrapur, Maharashtra:** This is a 2x300 MW thermal power project implemented by Dhariwal Infrastructure Limited (DIL), a 100% subsidiary of CESC Limited. For power evacuation, the units are connected to the Maharashtra state grid as well as the central grid. This provides it the flexibility to sell power to customers from both within and outside the state. DIL has Fuel Supply Agreements (FSAs) with South Eastern Coalfields Limited and Western Coalfields Limited.

For Unit-II, DIL has long-term Power Purchase Agreements (PPAs) for supply of 100 MW power to Tamil Nadu Generation and Distribution Corporation Limited (TANGEDCO) and 171 MW power to the Noida Power Company Limited (NPCL). For Unit-I, DIL has a medium term PPA with Central Railway in Maharashtra for supply of 210 MW. In 2023-24, the overall PLF for DIL was 83.9%.

DIL is certified in respect of Quality Management Systems (ISO 9001), Environmental Management Systems (ISO 14001), Occupational Health & Safety Management Systems (ISO 45001), Energy Management Systems (ISO 50001), Information Security Management Systems (ISO 27001) and Business Continuity Management System (ISO 22301:2019).

DIL has excelled in meeting high environmental standards in its operations through continuous innovations and efforts. It has achieved 100% ash utilisation and has an outstanding record on health and safety. Being a zero liquid discharge (ZLD) plant, various initiatives for utilisation of waste water in different processes have been implemented, resulting in water consumption levels well below the national standards. It has also taken several measures to protect and enhance biodiversity. In 2023-24, DIL installed low NOx burners and separated overfire air system to cut down on its emissions.

**During the year, it received several awards that underscore its performance in the areas of environment and sustainability: (i) Water Conservation Company of the Year award at EEF Global Water Awards 2023, (ii) National CSR Award at the 11th Global Safety Summit in the Thermal Power Sector, (iii) 'National Power Plant Award - Best Performance IPP' and 'Power Generation ESG & Sustainability Award 2023' by Council of Enviro Excellence, (iv) GSS - 11th Global Safety Summit National CSR Award for Large Enterprises. It also received a 4-star safety rating by the National Safety Council of India in 2024 and 'Platinum' Category in Green Building from the U.S. Green Building Council in 2024.**

**Asansol, West Bengal:** This is a 40 MW atmospheric fluidised bed combustion (AFBC) power plant using washery rejects and inferior coal from the adjacent captive coal mine in Sarisatolli. The unit has been operational since July 2009. The power plant is owned by Crescent Power Limited, a CESC subsidiary, which operates in the merchant power market. **In 2023-24, the plant generated 336 million units (MU) of power with a PLF of over 96%. It won 'Platinum Award for Environment Excellence' in the Thermal Power Sector at the Apex India Green Leaf Award 2023, 'Best**



**Overall Excellence Award in CSR' at the 10th National Awards for Excellence and 2nd Runner-Up in Energy Conservation at the 16th CII ENCON Awards 2023.**

#### Solar

**Ramanathapuram, Tamil Nadu:** This solar power project, commissioned in January 2016, has been undertaken through Crescent Power Limited, a subsidiary of CESC. It has a capacity of 18 MW DC. Power generated in the project is being sold to the Tamil Nadu Generation and Distribution Corporation Limited under a long term energy purchase agreement. During 2023-24, it generated 27.1 MU of electricity.

#### DISTRIBUTION VENTURES

CESC has been active in the private distribution space outside Kolkata since 1993 through the Noida Power Company Limited, its subsidiary that distributes power in Greater Noida, Uttar Pradesh. More recently, state distribution companies (DISCOMs) started using the distribution franchisee (DF) route to partially privatise operations. CESC won bids for three DFs in Rajasthan and Malegaon in Maharashtra. Kota and Bharatpur became operational in 2016-17, Bikaner became operational in 2017-18 and Malegaon commenced operations in 2020-21.

**The five operational distribution ventures of the Company, other than Kolkata operations, collectively service around 8.1 lakh consumers (7.6 lakh in 2022-23) and accounted for electricity sales amounting to 6,365 million units (MU) in 2023-24, up by 4.1% from 6,113 MU in 2022-23.**

**Greater Noida, Uttar Pradesh:** Noida Power Company Limited (NPCL), a subsidiary company of CESC, started its operations in 1993-94 after it was granted distribution license by the Government of Uttar Pradesh. The license area covers 335 square kilometres comprising a mix of industrial establishments as well as 118 fully electrified villages. Currently, around 7% of its 1,61,914 customers comprise business establishments.

NPCL completed 30 years of its operation in 2023-24. In this period, it has implemented state-of-the-art technology and processes to deliver safe and reliable electricity along with highly customer-centric services, setting industry benchmarks in the process. It has a fully integrated GIS and a 100% SCADA compliant network. It has also piloted 'self-healing technology' for smart grids and deployment of drones for network surveillance.

**In 2023-24, NPCL's peak load grew at 10% to 652 MW, compared to 592 MW in 2022-23. Sales grew at 9% from**

**2,870 MUs in 2022-23 to 3,136 MU during the year.** As a mature and efficient distribution business, its distribution losses continue to be low. In 2023-24, its losses came down further to 7.48%, from 7.63% in the previous year. Following prudent practices and proactive engagement with its customers, NPCL was able to maintain collections at 100% in 2023-24. The Company's digital collection ratio increased to 91% from 87% in the previous year.

**NPCL achieved the highest A+ rating in Consumer Service Ratings of Discoms for 2022-23 conducted by REC Limited, improving on the A rating it received in the previous year. NPCL also secured the highest A+ rating at the 12th Annual Integrated Rating and Ranking of Power Distribution Utilities conducted by PFC Limited under the framework of Ministry of Power, Government of India, where it maintained its 7th position consecutively for the third year.**

Apart from these, NPCL received 34 prestigious awards and recognitions in 2023-24. Some of the key ones are: Excellence in Power Distribution in Renewable Energy Opportunity Conference; Technology Adoption in Innovation with Impact Award; 8 Awards by CII for Quality Improvement, Productivity Improvement, Cost Reduction, Green Practices and others; 16 Awards by QCFI/NCQC/ICQCC/CCQC for Quality Improvement, Safety, Waste Elimination, Impact of BE; 4 Awards for CSR; 2 awards from INSSAN for Case Study Presentation; Greentech Award for Technology Innovation; and ASQ award for Problem Solving and Customer Experience.

**Kota, Rajasthan:** Kota Electricity Distribution Limited (KEDL), a wholly owned subsidiary of CESC, took over operations in Kota on September 1, 2016 after signing of Distribution Franchisee Agreement with the Jaipur Vidyut Vitran Nigam Limited (JVNL).

The local economy of Kota is heavily dependent on education sector, especially preparation of competitive exams. This took a major hit during Covid but has now regained its scale. In 2023-24, KEDL witnessed reduction in sales volume due to lower offtake from a large HT customer. Despite this, with the focused loss reduction approach and successful penetration in high-loss areas, KEDL could grow its LTL sales, thereby containing the impact on overall unit sales to about 7%. **KEDL added 15,905 new customers and the total sales volume stood at 1329 MUs in 2023-24. Distribution losses came down from 14.8% in 2022-23 to 14.3% in 2023-24. Overall collection efficiency was over 100% and the actual meter reading based billing stood at 97.9% for 2023-24.**

**Bharatpur, Rajasthan:** Bharatpur Electricity Services Limited (BESL), a wholly owned subsidiary of CESC, took over the operations in Bharatpur on December 1, 2016 after the signing of Distribution Franchisee Agreement with

## MANAGEMENT DISCUSSION AND ANALYSIS (Contd.)

JVVNL.

Since its inception, BESL's focus is on minimising loss levels, bringing improvements in metering, billing and revenue collection as well as providing reliable power supply to its consumers. During the year, the Company undertook initiatives for reduction of T&D losses by carrying out network improvement exercises and utilising theft proof distribution boxes. **BESL implemented underground cables in dense areas to enhance quality of power supply and safety of the public at large. BESL added 4264 consumers during the year and its electricity sales grew by about 3.8% from 284 MU in 2022-23 to 295 MU in 2023-24. Distribution losses came down from 11.5% in 2022-23 to 10.2% in 2023-24. Overall collection efficiency was over 100% and the actual meter reading based billing stood at 99% for 2023-24.**

**Bikaner, Rajasthan:** Bikaner Electricity Supply Limited (BKESL), a wholly owned subsidiary of CESC, took over the operations in Bikaner in May 2017 after the signing of Distribution Franchisee Agreement with Jodhpur Vidyut Vitran Nigam Limited (JdVVNL).

BKESL has made considerable investments in deploying advanced technologies and upgrading the network to make it safe and robust. Over the years, its focus on loss control activities have shown significant results. **During the year, 8,237 new consumers were added. Even with significant addition of solar connected consumers, BKESL registered an increase of 4.1% in sales from 745 MU in 2022-23 to 775 MU in 2023-24. Distribution losses came down from 13.2% in 2022-23 to 12.5% in 2023-24. Overall collection efficiency was over 100% and the actual meter reading based billing stood at 98.2% for 2023-24.**

**Malegaon, Maharashtra:** Malegaon Power Supply Limited (MPSL), a wholly owned subsidiary of CESC, took over the operations in Malegaon on March 1, 2020 after signing a Distribution Franchisee Agreement with Maharashtra State Electricity Distribution Company Limited (MSEDCL). The distribution area covers the Malegaon Corporation Area spread across 57.6 square kilometres with around 1.26 lakh Consumers. Approximately 75% of the demand comes from the power loom sector.

The power looms sector, which was severely impacted

during Covid, saw a gradual return to normalcy in 2023-24. The Company added 4,841 new connections and exchanged another 9036 meters during the year. It also stepped-up vigilance activities, while at the same time making significant efforts to improve billing efficiency. This resulted in considerable improvement in performance. **MPSL registered a 6.1% increase in sales from 782 MU in 2022-23 to 830 MU in 2023-24. Distribution losses, which were above 50% at the time of takeover, came down to 39% in 2023-24. The focus on reducing distribution losses will continue through greater vigilance, increasing coverage of metering as well as improvement in meter reading efficiency.**

### HUMAN RESOURCES (HR)

CESC strives to institutionalise best-in-class HR practices to create an environment that ensures growth, development and well-being of its employees. Accordingly, all HR strategies are formulated keeping employees at the core and supporting them to contribute to organisational growth. Processes are in place by way of engagement surveys and perception studies to receive feedback from employees and align the organisation with changing business needs.

The Company seeks to establish itself as an 'Employer of Choice' through its well-structured recruitment processes and engagement with premier engineering and management institutes. It has institutionalised induction Programmes called 'Anneswan' and 'Unmilon' were held in 2022-23 for the newly recruited employees.

Learning and Development is a key element of CESC's HR strategy. It has a robust process for conducting training and other learning interventions in line with an annual training plan. During the year, focus was on digital learning and new age technologies like AI-ML and data science. **During 2023-24, the Company carried out 549 training programmes totalling around 9,983 man-days. These were a mix of physical classroom-based and web-based sessions. Additionally, around 1,007 man-days were recorded from external training programmes. As part of self-initiated learning, more than 26,000 modules were completed by people through e-learning courses offered by leading content providers.**

#### Box 3: Asia Institute of Power Management (AIPM)

Asia Institute of Power Management, the ISO 9001:2015 certified training and consulting wing of CESC continued its services in training of power sector professionals in India and abroad. In 2023-24, AIPM conducted 20 trainings with executives from Punjab State Power Corporation Limited, ERPC, WBPDC, WBSSEDCL and international executives of Bhutan Power Corporation. It offered training to 292 senior power executives in 2023-24 on smart grid technology, planning, operation and maintenance of distribution network, asset management with AI and data analytics, improving efficiency in generation, renewable integration and storage for grid applications and HR management.

## MANAGEMENT DISCUSSION AND ANALYSIS (Contd.)

Developing a culture of knowledge and innovation is an important organisational goal. This process is structured under the overall guidance of an Apex Panel of Mentors comprising members of its top leadership team and driven by a Knowledge and Innovation Management Council comprising senior experts from various functions. **'Eclectic' – the in-house technical journal was released in September 2023 and March 2024.**

CESC places strong focus on wellbeing and engagement of its workforce. An Employee Engagement Survey is carried out annually to gauge employee satisfaction and generate feedback. Based on this, several initiatives are taken to improve working conditions and well-being of employees. CESC also operates several reward and recognition programmes. These include public recognition forums held quarterly and annually in addition to on-the-spot acknowledgment. It also provides a family health insurance scheme for the benefit of its employees and their family members.

**During the year, CESC was awarded the 'Role Model in HR Excellence' in the coveted CII National HR Excellence Awards 2023-24. CESC also received the prestigious Great Place to Work (GPTW) Certification for the fourth time in a row, where it featured among 'India's 100 Best Companies to Work', 'Best Workplaces in Energy, Oil & Gas', and 'Best Workplaces Building a Culture of Innovation by All'.**

As on March 31, 2024, CESC had 6,087 employees on its payroll. Unions representing the employees continued to play a positive role in partnering with management to drive excellence in operations. CESC enjoyed industrial harmony in its operations during the year with no major incidents of service interruption due to industrial relations issues.

### Business Excellence and Quality (BEQ)

A strong quality culture has been an integral part of CESC. The tenet of customer centricity and operational excellence along with a strong commitment towards safety has established CESC as one of the most efficient power utilities in the country.

During the year, focus was on institutionalising continuous improvement through increased adoption of digital interventions as well as uniform deployment of quality practices such as Kaizen principles and monitoring Workplace Organisation practices following 5S discipline. Significant progress was also made in promoting project management discipline for problem solving through adoption of the DMAIC methodology. The Company also carried out annual contests on Kaizen and Workplace Organisation during the Quality Day event.

In 2023-24, nine teams that had earlier qualified at the State and National levels of Quality competition organised by QCFI, participated at international level and won the highest award of 'Gold' at ICQCC 2022 conducted by China Association for Quality (CAQ). Another set of 9 teams participated at CCQC 2023 and NCQC 2023 Quality competition organised by QCFI during the year and secured highest awards of 'Gold' and 'Par Excellence' awards respectively. These teams will compete at the international level (ICQCC 2024) later this year.

### INFORMATION TECHNOLOGY (IT)

CESC strives to continuously strengthen its IT infrastructure and application landscape to innovate and provide its growing customer base with best-in-class services as a power utility. This forms an integral part of the organisation's ability to build a competitive edge and deliver on its strategic and performance objectives.

Technology-based initiatives in customer service and other key operational areas have already been covered in the respective sections of this report. The IT infrastructure includes CESCNET, its captive optical fibre data network, which connects the Company's service establishments across the license area as well as data centre (DC) and a disaster recovery (DR) sites for its IT application and systems. In 2023-24, the Company expanded the data centre to augment its IT servicing capabilities.

Cyber security infrastructure and solutions have been an important focus area. A state-of-the-art 24x7 Security Operations Centre (SOC), which was commissioned last year, was expanded further in 2023-24 by integrating critical infrastructure logs for early detection of cyber threats and attacks. **During the year, ISO 27001 re-certification (Information Security Management Systems) was completed for its generating plants at Budge Budge, Southern, and its subsidiaries HEL and DIL as well as 12 locations of its Distribution wing.**

### Environment Social Governance (ESG)

CESC recognises the importance of environmental, social and governance (ESG) considerations for the overall well-being of the ecosystem and sustainable growth and has embraced, in line with the vision of RP Sanjiv Goenka Group, the ESG principles, incorporating these into its strategic planning both as a risk mitigation tool and to support long-term growth and value creation.

As a company operating in the energy sector, CESC is required to comply with several regulations and environmental norms. Its initiatives, however, reflect its voluntary commitment to responsible, ethical and

## MANAGEMENT DISCUSSION AND ANALYSIS (Contd.)

sustainable business practices which often go beyond the requirements emanating from existing statutes. While some of the key initiatives in the areas of environment and sustainability have been discussed in this Report, a more structured and in-depth presentation of the Company's ESG journey in 2023-24 can be found in the CSR Report, Business Responsibility and Sustainability Report, Report on Corporate Governance and Additional Shareholder Information, which form a part of this Annual Report.

Further, the Company's ESG Report for 2022-23, which contains disclosures on non-financial parameters for CESC as well as its key operating subsidiaries in adherence to the GRI Standards, is available on its website. The preparation of its 2023-24 edition is currently in progress.

### CORPORATE SOCIAL RESPONSIBILITY (CSR)

CESC is dedicated to enhancing the quality of life of the communities it interacts with by empowering them and ensuring sustainable outcomes. Through its interventions, the Company has made significant contributions in diverse areas such as education, healthcare, environmental conservation, skill development and creating employment opportunities.

***During the year, CESC received the Governor's Scroll of Honour from The Governor of West Bengal for the Company's stellar achievements in the field of social upliftment through CSR. It won the ICC Social Impact Awards 2024 in the category of 'Employment Enhancing Vocational Skills' and was also adjudged Platinum Winner at the FAME National CSR Award 2023 in the category 'Excellence in Skill Building'.***

The details of CSR programmes and projects undertaken by the Company during the year are described in the Report on Corporate Social Responsibility Activities (Annexure 'D') and the Business Responsibility and Sustainability Report (Annexure 'E') forming part of this report.

The CSR projects undertaken in 2023-24 are presented below:

#### Education

'**Akshar**' reaches out to children in the age group of 3-18 years through early child education and development centres as well as community-based academic support centres in Tiljala. The Project addresses both in-school and out-of-school children. 493 children and 467 parents have directly benefited from the Project.

'**Indradhanush**' is being implemented in Kamarhati to support out-of-school children to get enrolled in schools as well as provide academic support to underprivileged children. 531 children in the age group of 6-16 years and 485 parents have directly benefited from the Project.

'**Muktangan**' provides supplementary education support to children in classes V to X in Pujali. These are children who are first generation learners and have no support at home or children with learning gaps and language barriers. 304 children and 286 parents have directly benefited from the Project.

#### Environment

'**Urja Chetana**' seeks to build capacity of teachers and students for initiating action on environment and sustainability: air pollution, waste management, rainwater harvesting, and biodiversity conservation in schools and their neighbourhoods. It covers 10 schools, with 7,522 students and 350 teachers directly impacted by the Project.

'**Kiran**' is a community-based waste management project for converting organic waste into vermicompost. The Project aims at reducing the amount of organic waste channelled to landfills and creating a cleaner and more hygienic living environment. It is being implemented in Metro Colony under Kamarhati Municipality and has impacted lives of 1,000 people.

'**Aparajita**', is scientific flower waste management project launched in North Dum Dum Municipality which involves creating and assisting Self-Help Groups (SHGs) in the area of waste management through training on meticulous sorting techniques, to segregate flower components and other organic waste for production of value-added products like organic powder and biofertilizers.

#### Health

'**SNEH**' (Sustainable Nutrition and Health Education) aims to improve maternal, child health and nutrition and increase awareness of the community on related issues. It focuses on the first 1,000 days of care of children and is being implemented in Tiljala area. About 410 pregnant women, 485 lactating mothers and 858 children below 2 years have directly benefited from this Project.

Three **eye check-up camps** were organised in Pujali for underprivileged communities. 708 community members benefited from these camps and free spectacles were provided to 537 beneficiaries.

#### Skill Development and Livelihood Generation

Through its 14 '**Eklavya**' (CESC Skill Academy) centres in Kolkata, Howrah, North and South 24 Parganas, skill building courses are provided to underprivileged youth in multiple areas: Basic Computer with Advanced Excel, Customer Relations Management, Retail Management, Electrician, Beautician and Tailoring. Placement assistance is provided on successful completion of training. 1,929 candidates have received training and 1,380 candidates have taken-up job opportunities.



## MANAGEMENT DISCUSSION AND ANALYSIS (Contd.)

### FINANCIAL RESULTS

Table 4 summarises the financial performance of CESC Limited both as a standalone and a consolidated entity.

**Table 4: Financial Performance of CESC (Standalone and Consolidated)**

₹ Crore				
	Standalone		Consolidated	
	2023-24	2022-23	2023-24	2022-23
Revenue from operations	8,606	7,973	15,293	14,246
Other Income	123	180	251	309
<b>Total Income</b>	<b>8,729</b>	<b>8,153</b>	<b>15,544</b>	<b>14,555</b>
Operating Costs	5,615	4,804	9,978	9,145
Employee Benefit Expenses	991	982	1,213	1,189
Depreciation	720	480	1,217	878
Finance Costs	739	604	1,234	1,117
Other Expenses	1,238	1,010	1,976	1,763
<b>Total Expenses</b>	<b>9,303</b>	<b>7,880</b>	<b>15,618</b>	<b>14,092</b>
Regulatory Income/ (Expense)	1,496	787	1,757	1,276
<b>Profit Before Tax (PBT)</b>	<b>922</b>	<b>1,060</b>	<b>1,683</b>	<b>1,739</b>
Tax Expense	147	230	236	342
<b>Profit After Taxes (PAT)</b>	<b>775</b>	<b>830</b>	<b>1447</b>	<b>1,397</b>

#### Standalone Performance

Total income (including other income) of CESC grew by 7.06% from ₹ 8,153 Crore in 2022-23 to ₹ 8,729 Crore in 2023-24 reflecting improved demand conditions compared to last year. Operating costs, employee costs, depreciation and finance costs increased in 2023-24. Total expenses increased by 18.05% from ₹ 7,880 Crore in 2022-23 to ₹ 9,303 Crore in 2023-24.

Profit before tax (PBT), after incorporating regulatory income, decreased from ₹ 1,060 Crore in 2022-23 to ₹ 922 Crore in 2023-24. Profit after tax (PAT) for 2023-24 was ₹ 775 Crore.

#### Key Financial Ratios

None of the key financial ratios – Debtors Turnover Ratio, Inventory Turnover Ratio, Interest Coverage Ratio, Current Ratio, Debt Equity Ratio, Operating Profit Margin and Net Profit Margin for the Financial Year 2023-24 reflected

a change of 25% or more compared to Financial Year 2022-23. Return on Net worth for the Financial Year 2023-24 & 2022-23 stood at 7.81% and 8.34% respectively.

#### Consolidated Performance

Total income (including other income) of CESC a consolidated entity grew by 6.79% from ₹ 14,555 Crore in 2022-23 to ₹ 15,544 in 2023-24. Total expenses during the year increased by 10.83% from ₹ 14,092 Crore in 2022-23 to ₹ 15,618 Crore in 2023-24, driven by an increase in operating, employee costs, depreciation, financing costs and other expenses.

Profit before tax (PBT), after incorporating regulatory income stood at ₹ 1683 Crore in 2023-24, whereas Profit after tax (PAT) for the year was ₹ 1447 Crore, marginally higher than ₹ 1,397 Crore recorded in 2022-23.

#### INTERNAL CONTROLS

The Company's internal control systems are commensurate with its size and the nature of its operations. It has well documented policies, procedures and authorisation guidelines to ensure that all assets are safeguarded against unauthorised use or losses, all transactions are properly authorised, recorded and reported, and all applicable laws and regulations are complied with.

The effectiveness of internal control mechanism is tested and verified by the Internal Audit Department, covering all divisions and key areas of operation, based on an annual audit plan giving due weightage to the various risk parameters associated with the business. Major audit observations and follow-up actions are regularly reviewed and monitored by the Audit Committee and placed before the Board of Directors. The Internal Audit Department also assesses the effectiveness of risk management and governance process.

#### RISKS AND CONCERNS

CESC's Risk Management Committee operates on a comprehensive risk management framework that the Company has put in place over time. The Committee is headed by Mr. P.K. Khaitan, a Non-executive Director and comprises other members of the Board and senior management team as mentioned in the attached Report on Corporate Governance.

## MANAGEMENT DISCUSSION AND ANALYSIS (Contd.)

At CESC, risks are systematically evaluated, categorised and suitable actions are taken to mitigate these. Divisions identify operational and tactical risks and suggest measures for mitigation and control. Departmental heads manage risks at the departmental level, whereas the top leadership team supervises and monitors the risk identification and mitigation activities of each division. CESC has identified the following key areas of risks and concerns.

### Macroeconomic and Market Risks

Risks to global economic performance over the next couple of years come from geopolitical situation in the Middle East and supply disruptions in the Red Sea region, which can reverse gains made in controlling inflation and extend the current high interest rate cycle. This can also impact the prospects for Indian economy by affecting both trade and capital flows. As far as the power sector is concerned, surplus power generation capacities expose the industry to risks associated with difficulties in executing PPAs and adverse price movements in the short-term power market. Although the situation has improved somewhat, availability of coal, coal prices, coal quality and linkages for new projects continue to be issues of concern.

Indian economy has performed well and its fundamentals continue to be strong. The global shift to electricity as a favoured and cleaner source of energy is now decisive, improving long-term prospects for strong growth of the sector. This will also serve as an effective counter to the excess capacity related issues in India in the short to medium-term. As far as CESC is concerned, most of its generation capacities have long-term power sale arrangements. Besides, it is well placed to access state and national grids to sell surplus power and has been successful in adequate utilisation of its generation capacities.

### Operational Risks

As power plants age, their operating efficiencies reduce. Beyond a point in time, shutting down and replacement of these plants become imperative. Other operational risks pertain to natural and man-made disasters such as earthquake, floods and fire that can affect the Company's ability to supply quality power to its customers. Integration of renewable energy into the grid as well as scheduling through implementation of open access power

transactions, enhanced variability in management of grid stability and demand supply balances are other such operational risks.

The medium to long term risks associated with generation sites, availability and quality of power have been alleviated with the generation plant at Haldia. To mitigate disaster related risks, the Company has a comprehensive disaster management plan to provide multifunctional holistic approach where various functions collaborate and interface with external stakeholders for a proactive disaster management response. The institutional disaster management framework is governed by a three layered structure: Apex Disaster Management Group, Central Disaster Management Group and Nodal Disaster Management Group with a defined responsibility matrix. Disaster management SOPs are in place for all functions at pre, during and post phases of disasters like cyclone, nor'wester, flood, and earthquake. For fire safety, online health monitoring systems have been implemented. Fire safety certificates from local authorities are available for all major establishments. Regular trainings on fire safety as well as periodic mock drill on firefighting and evacuation during emergency are part of the annual training calendar.

### Regulatory Risks

Power is a highly regulated sector. This exposes the Company to risks with respect to changes in policies and regulations. Besides, given the nature of the industry, there is a risk of more stringent policies and norms aimed at addressing environmental concerns. Efficient managing and recycling of fly ash; order to install Flue Gas Desulphurisation (FGD) system in existing thermal power plants; obligations on use of power from renewable sources and use of biomass as a part of fuel-mix are some instances of these policies and restrictions. This can make it more difficult to execute new projects as well as increase cost of operations.

CESC is conscious of these risks and is prepared to take measures to implement changes to ensure compliance with extant regulations in the sector. All generating stations of the Company have achieved 100% ash utilisation. It has a timeline in place to implement FGD systems at its thermal projects in line with the regulatory requirements.

## OUTLOOK

A decisive shift towards electricity as a favoured form of energy consumption is currently underway as the world moves towards cleaner technologies and fuels to meet its climate obligations. This means strong growth outlook for the electricity sector. According to IEA projections, while global energy demand is expected to grow at a CAGR of 0.5% upto 2050, electricity generation is expected to grow at a CAGR of 2.2% – which is over four times the growth in overall energy demand. Stable outlook for global growth over the next few years should further reinforce this trend.

The situation in India is even more encouraging where the sector would benefit both from growth in overall energy demand as well as the shift to electricity. The outlook for the Indian economy remains positive, with the RBI projecting a 7% GDP growth in 2024-25. Growth in electricity demand has been strong over the last few years and is likely to remain so. Policy initiatives by the government such as focus on manufacturing, electric vehicles and universal electricity access should further strengthen this trend.

This should augur well for CESC, which has expertise in both power generation and in operating distribution networks across the country.

### **Cautionary Statement**

*The financial statements appearing above are in conformity with accounting principles generally accepted in India. The statements in the report which may be considered 'forward looking statements' within the meaning of applicable laws and regulations, have been based upon current expectations and projection about future events. The management cannot, however, guarantee that these forward looking statements will be realised or achieved.*

On behalf of the Board of Directors

**Dr. Sanjiv Goenka**

Chairman

DIN: 00074796

Place : Kolkata

Date : May 23, 2024

# REPORT ON CORPORATE GOVERNANCE

(Annexure 'B' to the Board's Report)

## CESC's Philosophy on Corporate Governance

Corporate Governance means creation and enhancement of longterm sustainable value for our stakeholders, comprising regulators, employees, customers, vendors, investors, and the society at large, through ethically driven business practice. It is a continuous endeavor of the Company to upgrade its standard of services to enhance stakeholder's satisfaction. It encompasses a set of systems and practices to ensure that the Company's affairs are managed in a manner which ensures accountability, transparency and fairness in all transactions in the widest sense. The objective is to meet stakeholders' aspirations and societal expectations. Good governance practices stem from the dynamic culture and positive mindset of the organisation.

The Company believes that Corporate Governance is not only a principle that the organization follows but it's a way of life that is embedded in its behavior & culture. The philosophy of the Company's Corporate Governance ensures transparency in its affairs and the functioning of the Management and the Board and accountability toward its stakeholders. It also encompasses the oversight of business strategies and ensures fiscal accountability, ethical corporate behavior and fairness to all stakeholders. The Company's policies focus on the augmentation of long-term shareholder's value without compromising integrity, social obligations, and regulatory compliances. We are committed to meet the aspirations of all our stakeholders. While dealings with its stakeholders, the Company functions within recognized standards of propriety, fair play, and justice and aims at creating a culture of openness. The demands of Corporate Governance require professionals to raise their competence and capability levels to meet the expectations in managing the enterprise and its resources effectively with the highest standards of ethics. It has thus become crucial to foster and sustain a culture that integrates all components of good governance by carefully balancing the inter-relationship among the Board of Directors, Board Committees, Finance, Compliance teams, Auditors and the Senior Management. It has established a system that encourages all its employees to voice their concerns openly and without any fear or inhibition. Our employee satisfaction is reflected in the stability of senior management, ability to attract talent across various levels and substantially higher productivity. Details of several such initiatives are available in the Report on Corporate Social Responsibility Corporate Governance of the Company

has been further strengthened by the Company's Code of Conduct and Insider Trading Prohibition Code.

We believe, Corporate Governance is not just a destination, but a journey to constantly improve sustainable value creation. It is an upward-moving target that we collectively strive towards achieving. Our multiple initiatives towards maintaining the highest standards of governance are detailed in this Report.

This chapter, along with the chapters on Management Discussion and Analysis and Additional Shareholder Information, reports the status of compliance of Corporate Governance norms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("Listing Regulations") by CESC for the year ended March 31, 2024.

## BOARD OF DIRECTORS COMPOSITION AND ATTENDANCE

The Board of Directors is the apex body constituted by the shareholders for overseeing the Company's overall functioning. The Board provides strategic direction and leadership and oversees the management policies and their effectiveness looking at long-term interests of shareholders and other stakeholders. The Board, inter alia, reviews and guides corporate strategy, major plans of action, risk policy, annual budgets, acquisitions and divestments. It also monitors implementation and effectiveness of governance structures.

CESC's Board of Directors (the Board) has an optimum mix of Executive and Non-Executive Directors in line with the applicable provisions of the Companies Act, 2013 ("the Act") and the Listing Regulations. As on March 31, 2024, the Board comprised of eleven Directors, i.e., two Executive Directors, two Non-Executive Promoter Directors (including the Chairman), one Non-Executive Non-Independent Director and six Independent Directors including one Woman Independent Director.

The Company has issued formal letters of appointment to the Independent Directors. As required under Regulation 46 of the Listing Regulations, as amended, the terms and conditions of appointment including their role, responsibility and duties are available on the website of the Company at [www.cesc.co.in](http://www.cesc.co.in).

Composition of the Board and attendance record of the Directors in Board/Committee meetings are detailed in Table 1 below. None of the Directors is a member of more than ten Board-level Committees of public companies in which they are Directors or is a Chairman of more than five such Committees.



REPORT ON CORPORATE GOVERNANCE (Contd.)

Table 1: Composition of the Board of Directors and attendance details as on March 31, 2024

Name of the Directors	Category	No. of other Directorships and Committee membership / Chairmanships in other Indian public companies			Attendance Particulars		
		Director <sup>1</sup>	Member <sup>2</sup>	Chairman <sup>2</sup>	No. of Board Meetings Held	No. of Board Meetings Attended	Attendance at last AGM
Dr. Sanjiv Goenka	Promoter, Non-Executive	7	1	2	4	4	Yes
Mr. Shashwat Goenka	Promoter, Non-Executive	5	2	1	4	4	Yes
Mr. Pradip Kumar Khaitan	Non- Executive/Non-Independent	4	1	2	4	2	No
Mr. Chandra Kumar Dhanuka (Note:4)	Independent	8	8	1	4	3	No
Mr. Arjun Kumar (Note:5)	Independent	1	1	1	4	-	N.A
Ms. Rekha Sethi	Independent	5	2	0	4	3	Yes
Mr. Pratip Chaudhuri	Independent	3	3	0	4	4	Yes
Mr. Sunil Mitra	Independent	5	2	2	4	4	Yes
Mr. Debanjan Mandal	Independent	8	4	1	4	3	No
Mr. Debasish Banerjee (Note:6)	Executive	2	-	-	4	4	Yes
Mr. Rabi Chowdhury (Note:6)	Executive	5	-	-	4	4	Yes

Notes:

- Directorships held by Directors as mentioned in Table 1 do not include alternate directorships, directorships of foreign companies, Section 8 companies, one person companies and private limited companies.
- Memberships / Chairmanships of only the Audit Committees and Stakeholders Relationship Committees of public limited companies have been considered.
- Except Dr. Sanjiv Goenka and Mr. Shashwat Goenka, none of the Directors are related to each other.  
The details of the familiarization programme for Independent Directors are disclosed on the Company's website at [https://www.cesc.co.in/storage/uploads/policies/familiarization\\_policy\\_programmes.pdf](https://www.cesc.co.in/storage/uploads/policies/familiarization_policy_programmes.pdf)
- Mr. Chandra Kumar Dhanuka, on completion of his second term as an Independent Director ceased to be a Director of the Company w.e.f. the close of business hours on March 31, 2024.
- Mr. Arjun Kumar, from whom necessary consent had been received, was appointed as the Non-Executive Independent Director of the Company w.e.f January 19, 2024 for a period of 5 years.
- Tenure of appointment of Mr. Rabi Chowdhury as Managing Director (Generation) and Mr. Debasish Banerjee as the Managing Director (Distribution) will be completed on May 27, 2024. Accordingly, the Board of Directors of the Company at its meeting held on May 23, 2024, subject to the approval of Members, has appointed Mr. Brajesh Singh as Managing Director (Generation) and Mr. Vineet Sikka as Managing Director (Distribution) w.e.f May 28, 2024 for a period of five years.
- The second term of Ms. Rekha Sethi as a Non-Executive Independent Director of the Company will cease on May 29, 2024. Ms. Kusum Dadoo, from whom necessary consent had been received, was appointed as the Non-Executive Independent Director of the Company w.e.f May 23, 2024 for a period of 3 years.
- Names of other listed entities where the Directors hold Directorship and their category of directorship (as on March 31, 2024):

Sl. No.	Name of the Directors	Directorship in Listed Entities	Category
1.	Dr. Sanjiv Goenka	1. PCBL Limited 2. Saregama India Limited 3. RPSG Ventures Limited 4. Firstsource Solutions Limited	Chairman/ Non-Executive/ Non - Independent

## REPORT ON CORPORATE GOVERNANCE (Contd.)

Sl. No.	Name of the Directors	Directorship in Listed Entities	Category
2.	Mr. Shashwat Goenka	1. PCBL Limited 2. Firstsource Solutions Limited 3. RPSG Ventures Limited 4. Spencer's Retail Limited	Non-Executive/ Non-Independent
3.	Mr. Pradip Kumar Khaitan	1. Firstsource Solutions Limited	Non-Executive / Non-Independent
		2. Electrosteel Castings Limited	Non-Executive/ Independent
		3. India Glycols Limited	
4.	Mr. Chandra Kumar Dhanuka	1. Emami Limited	Non-Executive/ Independent
		2. Dhunseri Ventures Limited	Executive/Non- Independent
		3. Dhunseri Tea & Industries Limited	
		4. Dhunseri Investments Limited	Chairman/Non - Executive/Non - Independent
		5. Naga Dhunseri Group Limited	
		6. Mint Investments Limited	
5.	Ms. Rekha Sethi	1. Firstsource Solutions Limited 2. Spencer's Retail Limited 3. Samvardhana Motherson International Limited 4. Kirloskar Brother Limited	Non-Executive/ Independent
6.	Mr. Pratip Chaudhuri	1. Spencer's Retail Limited	Non-Executive/ Independent
		2. Firstsource Solutions Limited	
		3. Cosmo Films Limited	Non-Executive/ Non-Independent
7.	Mr. Sunil Mitra	1. Century Plyboards (India) Limited 2. Firstsource Solutions Limited	Non-Executive/ Independent
8.	Mr. Debanjan Mandal	1. Century Plyboards (India) Ltd. 2. Industrial and Prudential Investment Company Limited 3. Spencer's Retail Limited 4. Titagarh Rail Systems Limited	Non-Executive/ Independent
9.	Mr. Arjun Kumar	1. RPSG Ventures Limited	Non-Executive/ Independent
10.	Mr. Rabi Chowdhury	Nil	Nil
11.	Mr. Debasish Banerjee	Nil	Nil

**EXPERTISE AND COMPETENCE OF THE BOARD OF DIRECTORS**

The Board comprises qualified and experienced members who possess required skills, expertise and competencies that allow them to make effective contributions to the Board and its Committees.

The following skills / expertise / competencies have been identified for the effective functioning of the Company and are currently available with the Board:

- √ Leadership / Operational experience
- √ Strategic Planning
- √ Industry Experience, Research & Development and Innovation
- √ Global Business
- √ Financial, Regulatory / technical, Legal & Risk Management
- √ Sales & Marketing
- √ Corporate Governance
- √ Regulatory aspects

## REPORT ON CORPORATE GOVERNANCE (Contd.)

In terms of requirements of the Listing Regulations, the Board has identified the following skills/expertise/ competencies of the Directors as on March 31, 2024:

Name	Finance & Audit	Risk Management	Regulation & Compliances	Human Resources	CSR and Sustainability	Marketing	Technical
Dr. Sanjiv Goenka	√	√	√	√	√	√	√
Mr. Shashwat Goenka	√	√	√	√	√	√	√
Mr. Pradip Kumar Khaitan	√	√	√	√	√	√	√
Mr. Chandra Kumar Dhanuka	√	√	√	√	√	√	√
Mr. Arjun Kumar	√	√	√	√	√	√	√
Ms. Rekha Sethi	√	√	√	√	√	√	√
Mr. Pratip Chaudhuri	√	√	√	√	√	√	√
Mr. Sunil Mitra	√	√	√	√	√	√	√
Mr. Debanjan Mandal	√	√	√	√	√	√	√
Mr. Debasish Banerjee	√	√	√	√	√	√	√
Mr. Rabi Chowdhury	√	√	√	√	√	√	√

### Role of the Board of Directors

The primary role of the Board of Directors (the Board) to protect and enhance shareholders value through strategic supervisions and to provide leadership to the Company for delivering shareholders value on a long term basis. The Board sets the Company's strategic objectives, making sure they align with its values and standards and the desired business culture. The Board have the responsibility of ensuring effective management, implementation of the business strategy, monitor the performance of the Company, its compliance efficacy and the effectiveness of the governance practices. Managing Directors report to the Board and are in charge of running the Company's operations, executing the business strategy in consultation with the Board for achieving annual and long term business goals.

### Responsibilities of the Board leadership

Dr. Sanjiv Goenka as the Chairman of the Board presides over Board meetings in a manner that encourages participation and information sharing while conducting the meetings toward timely closure and prudent decision-making. As Chairman, he provides leadership, overall direction and guidance to the Board. The Chairman is responsible for fostering and promoting the integrity of the Board while nurturing a culture where the Board works harmoniously for the long-term benefit of the Company and all its stakeholders. The Board and its Committees provide effective governance to the Company. The Chairman takes a lead role in managing the Board and facilitating effective communication among the Directors. He plays a significant roles in setting up the governance standard of the Board and ensuring that the Board's decision are aligned to the organizations vision, mission and strategy.

### DIRECTORS' & OFFICERS' LIABILITY INSURANCE

Pursuant to Regulation 24(10) of the Listing Regulations, the Company has in place a Directors and Officers Liability Insurance policy.

### BOARD / COMMITTEE MEETINGS

The Board meets at regular intervals to discuss and decide on Company / business policies and strategy apart from other regular business matters. The Board/Committee Meetings are pre-scheduled and a tentative calendar of the Board and Committee Meetings circulated to all Directors and invitees well in advance to enable them to plan their schedule and to ensure meaningful participation in the meetings. However, in case of a special and urgent business needs, the Board's approval is taken by passing resolution by circulation, for the matters permitted by law, which is noted and confirmed in the subsequent meetings of Board/Committee(s). Business unit heads and Senior Management Personnel make presentations to the Board as and when required. The Board is updated on the discussions held at the Committee Meetings and the recommendations made by various Committees.

Board meets at least once in a quarter to review the quarterly Financial results, performance of the Company and other items on the agenda. Additional meetings are held when necessary on need basis. The Company also provides facility to the Directors to attend the meetings of the Board and its Committees through Video Conferencing mode and Other Audio Visual Means.

In Financial Year 2023-24, the Board met four times on May 22, 2023, August 04, 2023, November 08, 2023 and January 19, 2024. The maximum gap between any two Board meetings was less than one hundred and twenty days.

The Company Secretary interfaces between the management and regulatory authorities for governance matters. The Company's internal guidelines for Board and Committee meetings facilitate decision-making process at its meetings in an informed and efficient manner.

### INFORMATION PLACED BEFORE THE BOARD

The Board has complete access to all Company related information. The Company Secretary is responsible for collation, review and distribution of all papers submitted

## REPORT ON CORPORATE GOVERNANCE (Contd.)

to the Board and Committees thereof for consideration. The Chairman of the Board and the Company Secretary determine the agenda for every meeting along with explanatory notes in consultation with the Managing Director (Generation), Managing Director (Distribution) and Senior Management. The agenda along with the notes thereon are sent well in advance to the Directors. All material information are circulated to the Directors before the meeting, as prescribed under the Listing Regulations. The Management makes concerted efforts to continuously upgrade the information available to the Board for decision making and the Board members are updated on all key developments relating to the Company. The Company Secretary attends all the meetings of the Board and its Committees and is, inter alia, responsible for recording the minutes of such meetings.

### MEETINGS OF INDEPENDENT DIRECTORS

During the year under review, in terms of Schedule IV to the Companies Act, 2013 ('the Act') and the Rules thereunder, a separate meeting of the Independent Directors was held on January 19, 2024 without the presence of Non-Independent Directors and members of the management. At the said meeting, the Independent Director(s) reviewed the performance of the Non-executive Directors of the Board as a whole and the Chairman. They also discussed the aspects relating to the quality, quantity and timelines of the flow of information between the Company, the Management and the Board.

### CONFIRMATION OF INDEPENDENCE

The Independent Directors have confirmed that they meet the criteria of independence under section 149(6) of the Act and the Listing Regulations. The Board of Directors of the Company is of the opinion that the Independent Directors fulfil the conditions specified in Listing Regulations and are independent of the management.

### CODE OF CONDUCT

The Company has in place a Code of Business Conduct and Ethics ("the Code") applicable to the Directors and Senior Management Personnel. The Code give guidance for ethical conduct of business and compliance of law. All Directors and Senior Management Personnel have affirmed compliance of the provisions of the Code during the Financial Year 2023-24 and a declaration from the Managing Director(s) to that effect is given at the end of this report.

The Code is posted on the Company's website and can be accessed at <https://www.cesc.co.in/storage/uploads/policies/Code-of-Conduct.pdf>

### COMMITTEES OF THE BOARD

The Committees of the Board play a crucial role in the governance structure of the Company and have been constituted to deal with specific areas / activities as mandated by applicable regulations. The terms of reference of the Committees are determined by the Board from time to time. The Company's guidelines relating to the Board meetings are applicable to the Committee meetings. The composition and terms of reference of all the Committees are in compliance with the Act, and the Listing Regulations, as applicable. Each Committee has the authority to engage external experts, advisors and counsels to the extent it considers appropriate to assist in its functioning. Meetings of Board Committees are normally convened by the respective Committee Chairman. Matters requiring the Board's attention / approval, as emanating from the Board Committee Meetings, are placed before the Board with clearance of the Committee Chairman.

All the recommendations made by Board Committees during the year were accepted by the Board. Minutes of the proceedings of Board Committee Meetings are circulated to the respective Committee members and are placed before the Board for its information.

The Board currently has five Committees namely:

1. Audit Committee
2. Stakeholders' Relationship Committee
3. Nomination & Remuneration Committee
4. Corporate Social Responsibility Committee, and
5. Risk Management Committee

The role and composition of these Committees, including the number of meetings held during the financial year and the related attendance, are provided below.

#### 1. AUDIT COMMITTEE

##### (i) Objectives of the Committee

The primary objective of the Committee is, inter alia, to assist the Board with oversight of:

- i. The accuracy, integrity and transparency of the Company's financial statements with adequate and timely disclosures.
- ii. Compliance with legal and regulatory requirements.
- iii. The Company's Independent Auditors' qualifications and independence.
- iv. Review and monitor the performance of the Company's Independent Auditors and Internal Auditors.
- v. Acquisitions and investments made by the Company.



## REPORT ON CORPORATE GOVERNANCE (Contd.)

### Process adopted by the Committee to fulfill its objectives

- Ensuring an effective and independent internal audit function, which works to provide assurance regarding the adequacy and operation of internal controls and processes intended to safeguard the Company's assets, effective and efficient use of the Company's resources, and timely and accurate recording of all transactions.
- Meeting the Independent Auditor from time to time to discuss key observations relating to the financial statements for the relevant period.
- Providing an independent channel of communication for the Compliance Officer, Internal Auditor and the Independent Auditor.
- Inviting members of the management, and at its discretion, external experts in legal, financial and technical matters, to provide advice and guidance.
- Meeting at least four times in a year and not more than 120 days shall elapse between two meetings.
- Providing periodic feedback and reports to the Board.

### (ii) Composition:

As on March 31, 2024, Audit Committee comprises of four members comprising of Dr. Sanjiv Goenka, Mr. Pratip Chaudhuri, Ms. Rekha Sethi, Mr. Arjun Kumar and Mr. Chandra Kumar Dhanuka, being the Chairman of the Committee. All members of the Audit Committee have accounting and financial management expertise. Mr. Chandra Kumar Dhanuka ceased to be the member of the Committee w.e.f from the close of business hours on March 31, 2024 and accordingly, Mr. Arjun Kumar has been appointed as the Chairman of the Committee w.e.f. April 1, 2024. The Board of Directors of the Company at its meeting held on May 23, 2024 appointed Ms Kusum Dadoo as member of the Committee w.e.f. May 30, 2024. The Company Secretary acts as the Secretary to the Committee.

### (iii) Meetings:

During the financial year 2023-24 the Committee met four times during the year on May 22, 2023,

August 04, 2023, November 08, 2023 and January 19, 2024. The attendance record of the Members at the Meeting is given below in Table 2.

**Table 2: Attendance Record of Audit Committee Meetings**

Name of Members	Status	Category	No. of Meetings	
			Held	Attended
Mr. Chandra Kumar Dhanuka (till 31.03.2024)	Chairman	Non-Executive / Independent	4	3
Dr. Sanjiv Goenka	Member	Non-Executive / Non-Independent	4	4
Mr. Arjun Kumar (w.e.f. 19.01.2024)	Member	Non-Executive / Independent	4	N.A.
Mr. Pratip Chaudhuri	Member	Non-Executive / Independent	4	4
Ms. Rekha Sethi	Member	Non-Executive / Independent	4	3

Executive Director & CFO and representatives of the Statutory Auditors and Internal Auditors are invited by the Audit Committee to the meetings. The Auditors are heard in the meetings of the Audit Committee when it considers the financial results of the Company.

### (iv) Terms of reference

The functions of the Audit Committee of the Company include the following:

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to:
  - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of Section 134 of the Act.
  - Changes, if any, in accounting policies and practices and reasons for the same.

## REPORT ON CORPORATE GOVERNANCE (Contd.)

3. Major accounting entries involving estimates based on the exercise of judgment by management.
  4. Significant adjustments made in the financial statements arising out of audit findings.
  5. Compliance with listing and other legal requirements relating to financial statements.
  6. Disclosure of any related party transactions.
  7. Qualifications in the draft audit report, if any.
- e) Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.
  - f) Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
  - g) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
  - h) Discussion with internal auditors any significant findings and follow up thereon.
  - i) Investigating into any matter in relation to the items specified in the terms of reference and reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
  - j) Discussion with the statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
  - k) Reviewing the Company's risk management policies.
  - l) Looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non- payment of declared dividends) and creditors.
  - m) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
  - n) Investigating any activity within its terms of reference and to seek any information it requires from any employee.
  - o) Obtain professional advice from external sources to carry on any investigation and have full access to information contained in the records of the Company.
- p) Discuss any related issues with the internal and statutory auditors and the management of the Company.
  - q) Review and monitor the auditor's independence and performance, and effectiveness of audit process.
  - r) Approve subsequent modification of transactions of the Company with related parties.
  - s) Scrutinize the inter-corporate loans and investments and evaluate internal financial controls and risk management systems.
  - t) Oversee the vigil mechanism / whistle blower policy of the Company.
  - u) Review the utilisation of loans and / advances from investment by the Company in its subsidiaries for an amount exceeding ₹ 100 crore or 10% of the asset size of the subsidiary, whichever is lower, including existing loans/ advances / investments.
  - v) Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders
  - w) Any other duties and responsibilities the Audit Committee may be required to discharge in terms of any amendment to the Act, or Rules made thereunder / or Listing Regulations that may be effected from time to time.
- The Company has systems and procedures in place to ensure that the Audit Committee mandatorily reviews:
- A. Management discussion and analysis of financial position and results of operations.
  - B. Statement of significant related party transactions, Management letters/letters of internal control weaknesses issued by the Statutory Auditors.
  - C. Internal audit reports relating to internal control weaknesses.
  - D. The appointment, removal and terms of remuneration of the chief of internal audit function.
  - E. Whenever applicable, monitoring end use of funds raised through public issues, rights issues, preferential issues by major category (capital expenditure, sales and marketing, working capital, etc), as part of the quarterly declaration of financial results.

## REPORT ON CORPORATE GOVERNANCE (Contd.)

In addition, Audit Committee of the Board is also empowered to review the financial statements, in particular, investments made by the unlisted subsidiary companies, in view of the requirements under Regulation 24 of the Listing Regulations.

### 2. STAKEHOLDERS' RELATIONSHIP COMMITTEE

#### (i) Objective of the Committee:

The objective of the Committee is to assist the Board and the Company to oversee the various aspects of interests of stakeholders of the Company such as:

1. Consider and resolve the security holders' concerns or complaints including complaints relating to non-receipts of Annual Report, transfer/transmission of securities, non-receipt of dividend /interests, issue of new/duplicate certificates, general meetings and such other grievances as may be raised by the security holders of the Company from time to time.
2. Monitor and review the investor service standards of the Company.
3. Take steps to develop an understanding of the views of shareholders about the Company, either through direct interaction, analysts' briefings or survey of shareholders.
4. Oversee and review the engagement and communication plan with shareholders and ensure that the views and concerns of the shareholders are highlighted to the Board at the appropriate time and that steps are taken to address such concerns.

#### (ii) Composition:

As on March 31, 2024, the Stakeholders Relationship Committee comprises of three members comprising of Dr. Sanjiv Goenka, the Chairman of the Committee, Mr. Rabi Chowdhury and Mr. Pratip Chaudhuri. The Board of Directors of the Company at its meeting held on May 23, 2024 appointed Mr. Brajesh Singh as member of the Committee w.e.f May 28, 2024. The Company Secretary acts as the Secretary to the Committee.

#### (iii) Meetings:

During the financial year 2023-24 the Committee met four times on May 22, 2023, August 04, 2023, November 08, 2023 and January 19, 2024.

Table 3 below reports the attendance record of the Members at the Meeting.

**Table 3: Attendance Record of Stakeholder's Relationship Committee Meetings**

Name of Members	Status	Category	No. of Meetings	
			Held	Attended
Dr. Sanjiv Goenka	Chairman	Non-Executive / Non-Independent	4	4
Mr. Rabi Chowdhury	Member	Executive	4	4
Mr. Pratip Chaudhuri	Member	Non-Executive / Independent	4	4

Details of the number and nature of complaints received and redressed during the Financial Year 2023-24 are given in the section titled "Additional Shareholder Information".

#### (iv) Terms of reference:

The terms of reference of the Stakeholders Relationship Committee include looking into the redressal of grievances of shareholders and dealing with transfer and transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of duplicate share certificates and new certificates against requests for split/consolidation/renewal of share certificates. The Committee is also responsible for looking into various interests of the shareholders of the Company.

For expediting the above processes, the Board has delegated necessary power to the Company Secretary who is also the Compliance Officer.

### 3. NOMINATION & REMUNERATION COMMITTEE

#### (i) Objective of the Committee:

The objective of the Nomination and Remuneration Committee is to assist the Board of Directors in fulfilling its governance and supervisory responsibilities relating to human resource management and compensation and to ensure a fair transparent and equitable remuneration to employees and Directors based on quality of people, their performance and capability.

The Nomination & Remuneration Committee of the Board (NRC) formally recommends to the Board the appropriate qualifications, positive attributes, skills and experience required for the

## REPORT ON CORPORATE GOVERNANCE (Contd.)

Board as a whole and its individual Directors with the objective having a Board with diverse background and experience in business, governance, education and public service. The Policy for appointment and remuneration of Directors and determining Directors independence is available in the website of the Company at: [www.cesc.co.in](http://www.cesc.co.in).

**(ii) Composition:**

As on March 31, 2024, the Nomination and Remuneration Committee comprises of seven members comprising of Dr. Sanjiv Goenka, Mr. Pradip Kumar Khaitan, Mr. Pratip Chaudhuri, Ms. Rekha Sethi, Mr. Debanjan Mandal, Mr. Arjun Kumar and Mr. Chandra Kumar Dhanuka, being the Chairman of the Committee. Mr. Chandra Kumar Dhanuka ceased to be the member of the Committee w.e.f the close of business hours on March 31, 2024 and accordingly, Mr. Arjun Kumar has been appointed as the Chairman of the Committee w.e.f. April 1, 2024. The Board of Directors of the Company at its meeting held on May 23, 2024 appointed Ms Kusum Dadoo as member of the Committee w.e.f. May 30, 2024. The Company Secretary acts as the Secretary to the Committee.

**(iii) Meetings:**

During the financial year 2023-24 the Committee met thrice on May 22, 2023, August 04, 2023 and on January 19, 2024.

Table 4 below reports the attendance records of the members at the meeting.

**Table 4: Attendance Record of Nomination and Remuneration Committee Meetings**

Name of Members	Status	Category	No. of Meetings	
			Held	Attended
Mr. Chandra Kumar Dhanuka (till 31.03.2024)	Chairman	Non-Executive / Independent	3	2
Dr. Sanjiv Goenka	Member	Non-Executive / Non-Independent	3	3
Mr. Arjun Kumar (w.e.f. 19.01.2024)	Member	Non-Executive / Independent	3	N.A.
Mr. Pradip Kumar Khaitan	Member	Non-Executive / Non-Independent	3	1
Ms. Rekha Sethi	Member	Non-Executive / Independent	3	2

Mr. Debanjan Mandal	Member	Non-Executive / Independent	3	2
Mr. Pratip Chaudhuri	Member	Non-Executive / Independent	3	3

**(iv) Remuneration Policy:**

In accordance with the recommendation of the Committee, the Company has formulated a Remuneration Policy for Directors, Key Managerial Personnel and other employees of the Company. The Committee is also responsible for recommending the fixation and periodic revision of remuneration of the Managing Director(s) and Senior Management. The above Remuneration Policy has been uploaded on the website of the company and can be accessed at [https://www.cesc.co.in/storage/uploads/policies/REMUNERATION%20POLICY\\_CESC\\_SM.pdf](https://www.cesc.co.in/storage/uploads/policies/REMUNERATION%20POLICY_CESC_SM.pdf).

**(v) Terms of Reference:**

The role of the Nomination & Remuneration Committee includes:

- To identify persons qualified to become directors or hold senior management positions and advise the Board for such appointments/removals, where necessary;
- To evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required for every appointment of an independent director and recommend to the Board the said appointment
- To formulate criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of directors, key managerial personnel and other employees;
- To evaluate the performance of every director, key managerial personnel and other employees;
- To devise a policy on Board diversity.
- To ascertain whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- To recommend to the Board all remunerations, in whatever form, payable to senior management of the Company.



## REPORT ON CORPORATE GOVERNANCE (Contd.)

### (vi) Performance Evaluation of Board, its Committees and Individual Directors:

In terms of the requirements of the Act and the Listing Regulations, an annual performance evaluation of the Board is undertaken where the Board formally assesses its own performance with an aim to improve the effectiveness of the Board and the Committees. The Company has a structured assessment process for evaluation of performance of the Board, its Committees and individual performance of each Director including the Chairperson. The evaluations are carried out in a confidential manner and the Directors provide their feedback by rating based on various metrics.

The Independent Directors at their separate meeting reviewed the performance of Non-Independent Directors and the Board as a whole, the Chairman of the Company after taking into account the views of other Directors.

The performance evaluation criteria for Non-Executive including Independent Directors laid down by the Committee and taken on record by the Board includes:

- Attendance and participation in the Meetings
- Preparedness for the Meetings
- Understanding of the Company and the external environment in which it operates and contributes to strategic direction
- Raising of valid concerns to the Board and constructive contribution to issues and active participation at meetings
- Engaging with and challenging the management team without being confrontational or obstructionist.

## 4. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

### (i) Objectives of the Committee:

The Committee focuses on social and environmental responsibilities to fulfill the needs and expectations of the communities around company's business operations. The CSR activities are not limited to philanthropy, but encompasses holistic community development, institution-building and sustainability-related initiatives.

### (ii) Composition

As on March 31, 2024, the Corporate Social Responsibility Committee consisted of Dr. Sanjiv Goenka, Chairman of the Committee, Mr. Chandra Kumar Dhanuka, Mr. Arjun Kumar and Mr. Rabi Chowdhury. Mr. Dhanuka ceased to be a member of Committee w.e.f the close of business hours on March 31, 2024. The Board of Directors of the Company at its meeting held on May 23, 2024 appointed Mr. Vineet Sikka as member of the Committee w.e.f May 28, 2024. The Company Secretary acts as the Secretary to the Committee.

### (iii) Meetings:

During the financial year 2023-24, the Committee met twice on May 22, 2023 and March 30, 2024. Table 5 below gives the attendance record of the Members at the Meeting.

**Table 5: Attendance Record of Corporate Social Responsibility Committee Meetings**

Name of Members	Status	Category	No. of Meetings	
			Held	Attended
Dr. Sanjiv Goenka	Chairman	Non-Executive / Non-Independent	2	2
Mr. Chandra Kumar Dhanuka (till 31.03.2024)	Member	Non-Executive / Independent	2	2
Mr. Arjun Kumar (w.e.f. 19.01.2024)	Member	Non-Executive / Independent	2	N.A.
Mr. Rabi Chowdhury	Member	Executive	2	2

### (iv) Terms of reference:

The terms of reference of the Corporate Social Responsibility Committee are as follows:

1. To formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the CSR activities to be undertaken by the Company;
2. To monitor the Corporate Social Responsibility Policy of the Company from time to time.
3. To approve Corporate Sustainability Reports and oversee the implementation of sustainability activities.

## REPORT ON CORPORATE GOVERNANCE (Contd.)

4. To oversee the implementation of policies contained in the Business Sustainability and Responsibility Report and to review and recommend the Business Sustainability Responsibility Report to the Board for its approval.
5. To discharge such other responsibilities as required under the Act and the Rules made thereunder.
6. To review the Company's commitment and initiatives to achieve business responsibility including its related policies and review the Business Responsibility and Sustainability Report and ESG Report of the Company before recommending the same for the approval of the Board of Directors.

The Board approved the revised CSR Policy effective from June 16, 2021 and the same is available on our website and can be accessed at: [www.cesc.co.in/wp-content/uploads/policies/CSR\\_Policy.pdf](http://www.cesc.co.in/wp-content/uploads/policies/CSR_Policy.pdf)

## 5. RISK MANAGEMENT COMMITTEE

### (i) Objectives of the Committee:

The Committee oversees implementation of the risk management policy and risk management framework of the Company. It assists the Board of Directors in fulfilling its responsibilities with regard to Company's risk management, its mitigation process and compliance framework, with the help of its governance structure.

### (ii) Composition:

As on March 31, 2024, the Risk Management Committee consisted of Mr. Pradip Kumar Khaitan (Chairman), Mr. Pratip Chaudhuri, Mr. Rabi Chowdhury and Mr. Debasish Banerjee. Besides, the Committee also comprised of three senior executives viz. Executive Director (HR & Admin), Executive Director & CFO and Executive Director (Regulatory Affairs and Corporate Services) as its members. The Board of Directors of the Company at its meeting held on May 23, 2024 appointed Mr. Brajesh Singh & Mr. Vineet Sikka as members of the Committee w.e.f May 28, 2024. The Company Secretary acts as the Secretary the Committee.

### (iii) Meetings:

During the financial year 2023-24 the Committee met twice on August 4, 2023 and January 19,

2024. Table 6 below gives the attendance record of the Members at the Meeting:

**Table 6: Attendance Record of Risk Management Committee Meetings**

Name of Members	Status	Category / Designation	No. of Meetings	
			Held	Attended
Mr. Pradip Kumar Khaitan	Chairman	Non-Executive/ Non-Independent	2	1
Mr. Pratip Chaudhuri	Member	Non-Executive/ Independent	2	2
Mr. Rabi Chowdhury	Member	Managing Director (Generation)	2	2
Mr. Debasish Banerjee	Member	Managing Director (Distribution)	2	2
Mr. Rajarshi Banerjee	Member#	Executive Director & CFO	2	2
Mr. Gautam Ray	Member#	Executive Director (HR & Admin.)	2	2
Ms. Gargi Chatterjea	Member#	Executive Director (Regulatory Affairs & Corporate Services)	2	2

# Not a Director on the Board of the Company

### (iv) Terms of reference:

- a) To formulate a detailed framework for identification of internal and external risks and the measures for risk mitigation including systems and processes for internal control of identified risks in order to ensure effective business continuity plan.
- b) To ensure that appropriate methodology, processes and systems to monitor and evaluate risks associated with the business of the Company.
- c) To periodically review the risk management policy, by considering the changing industry dynamics and evolving complexity and monitor and oversee implementation of the risk management policy.
- d) To keep the board of directors/the management informed about the discussions, recommendations and actions taken report.
- e) To review appointment, removal and terms of remuneration of the Chief Risk Officer.

## REPORT ON CORPORATE GOVERNANCE (Contd.)

### REMUNERATION OF DIRECTORS

Payment of remuneration to Managing Directors is governed by the agreements executed with the Company and is also governed by Board and Shareholders' resolutions. The remuneration structure comprises salary, variable pay, perquisites and allowances and retirement benefits in the forms of superannuation and gratuity. The details of all remuneration paid or payable to the Directors have been given below.

#### Remuneration paid or payable to Non-Executive Directors for the year ended March 31, 2024:

Details of Sitting Fees paid to Non-Executive Directors during the Financial Year 2023-24 are as follows:

Dr. Sanjiv Goenka, Chairman - ₹ 17,00,000, Mr. Shashwat Goenka, Vice Chairman - ₹ 4,00,000, Mr. Pradip Kumar Khaitan - ₹ 4,00,000, Mr. Chandra Kumar Dhanuka - ₹ 11,00,000, Ms. Rekha Sethi - ₹ 8,00,000, Mr. Pratip Chaudhuri - ₹ 18,00,000, Mr. Sunil Mitra - ₹ 5,00,000 and Mr. Debanjan Mandal ₹ 6,00,000. Sitting fees include payment for Board-level committee meetings.

After taking into account the Non-Executive Directors' contribution to the Company in formulating its policy matters, their qualifications, experience, time spent by them on strategic matters, the Company, with the due approval of the shareholders, made payment of commission during the year 2023-24 at the rate of 3% of net profits for the financial year 2022-23, calculated under the applicable provisions of the Companies Act, 2013. A sum of ₹ 32.03 crore has been paid to the Non-Executive Directors of the Company for the said year, out of which a total sum of ₹ 0.60 crore was paid to the Non-Executive Directors other than the Chairman and the Vice-Chairman, who were paid the balance amount equally, as per the decision of the Board. Amount of the proposed commission for the Non-Executive Directors for the year 2023-24 on the same basis is ₹ 28.12 crores.

#### Remuneration of the Managing Directors:

The remuneration of Mr. Debasish Banerjee, Managing Director (Distribution) during the year, in accordance with the Resolution passed by the Shareholders at the Fifty-fifth Annual General Meeting held on August 4, 2023 was: Salary - ₹ 2.30 crores, Contribution to Pension and Provident Fund and Gratuity - ₹ 0.66 crore, Estimated value of other benefits - ₹ 3.27 crore, Total: ₹ 6.23 crore. The remuneration of Mr. Rabi Chowdhury, Managing Director (Generation) was paid by Haldia Energy Limited, a wholly-owned subsidiary of the Company, where also he is the Managing Director.

#### Shares held by Non-Executive Directors:

As on March 31, 2024, Dr. Sanjiv Goenka, Chairman and Non-Executive Director held 13,47,940 Equity shares

whereas Mr. Shashwat Goenka, Vice Chairman and Non-Executive Director held 11,14,080 Equity shares of the Company. No other Non-Executive Director holds any equity share in CESC as on March 31, 2024. No convertible instruments of the Company were outstanding.

### SUBSIDIARY COMPANIES

As on March 31, 2024, CESC had 19 subsidiaries. Haldia Energy Limited (HEL) was the only material subsidiary of the Company during the year in terms of Regulation 24 of the Listing Regulations. Mr. Debanjan Mandal, an Independent Director of the Company is also a Director on the Board of HEL.

In terms of Regulation 16, CESC has 3 material subsidiaries. The relevant details of the said 3 subsidiaries are given below:

Name of the Subsidiary	Haldia Energy Limited	Dhariwal Infrastructure Limited	Noida Power Company Limited
Date of Incorporation	29-11-1994	03-10-2006	29-06-1992
Place of Incorporation	India	India	India
Name of Statutory Auditors	Kunal & Associates	Kunal & Associates	M/S Walker Chandiook & Co LLP
Date of appointment of Auditors	28-07-2022	31-07-2020	01-09-2023

Web link of policy for determining material subsidiaries can be accessed at the Company's website [https://www.cesc.co.in/storage/uploads/policies/POLICY\\_ON\\_MATERIAL\\_SUBSIDIARIES.pdf](https://www.cesc.co.in/storage/uploads/policies/POLICY_ON_MATERIAL_SUBSIDIARIES.pdf)

### MANAGEMENT

#### MANAGEMENT DISCUSSION AND ANALYSIS

This Annual Report has a detailed chapter on Management Discussion and Analysis.

#### DISCLOSURES BY MANAGEMENT TO THE BOARD

All disclosures relating to financial and commercial transactions, if any, where Directors may have a potential interest are provided to the Board, and the interested Directors neither participate in the discussion nor do they vote on such matters.

#### SENIOR MANAGEMENT

The particulars of senior management of the Company during the financial year 2023-24 are: a) Mr. Subrata Talukdar, b) Mr. Gautam Ray, c) Mr. Rajarshi Banerjee, d) Mr. Gopal Rathi, e) Mr. Sanjoy Mukherjee, f) Mr. Avijit Ghosh, g) Ms. Gargi Chatterjea, h) Mr. Kapil Thapar, i)

## REPORT ON CORPORATE GOVERNANCE (Contd.)

Mr. Joyneel Mukherjee, j) Mr. Snehasis Samaddar, k) Mr. Manoranjan Misra, l) Mr. Peyush Tandon, m) Mr. Subir Kumar Verma (w.e.f. January 16, 2024), n) Mr. Sanjay Kaul, o) Mr. Jagdish Patra and p) Mr. Utpal Bhattacharyya.

### DISCLOSURE OF ACCOUNTING CONVENTION IN PREPARATION OF FINANCIAL STATEMENTS

The financial statements have been prepared in compliance with all material aspects of the applicable accounting principles in India, including accounting standards notified under Section 133 of the Act and other relevant provisions of the Act and the regulations under the Electricity Act, 2003 and regulations thereunder, to the extent applicable.

### FEES PAID TO THE STATUTORY AUDITORS BY THE COMPANY AND ITS SUBSIDIARIES

Fees for Audit and other services paid to the Statutory Auditors and all entities in the network firm/ network entity of which statutory auditors are a part was ₹ 5.11 crore and ₹ 1.35 crore towards reimbursement of expenses.

### CODE FOR PREVENTION OF INSIDER TRADING PRACTICES

The Company's "Insider Trading Prohibition Code" which is in line with the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018, lays down guidelines, which lays down the procedures to be followed and disclosures to be followed by the Insiders, while dealing with the Company's securities. The Trading Window is closed before the declaration of financial results, dividend and other important events as mentioned in the Code.

Apart from the above, the Company also has in place a "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information" in terms of the aforesaid regulations. The Company Secretary is the Compliance Officer of the Company.

The above two codes are posted on the Company's website and can be accessed at-

[https://www.cesc.co.in/wp-content/uploads/insid\\_trade/Insider\\_trading\\_prohibition\\_code.pdf](https://www.cesc.co.in/wp-content/uploads/insid_trade/Insider_trading_prohibition_code.pdf).

### CREDIT RATINGS

The details of ratings obtained during the year under review are given below:

Date	Facility Type	Rating	Rating Agency
December 30, 2023	Long-term Bank Facilities	CARE AA; Negative (Double A; Outlook: Negative)	CARE Ratings Limited
	Short-term Bank Facilities	CARE A1+ (A One Plus)	
	Non-Convertible Debenture	CARE AA; Negative (Double A; Outlook: Negative)	
	Commercial Paper	CARE A1+ (A One Plus)	
July 31, 2023	Commercial Paper	[ICRA] A1+	ICRA Limited

### COMMODITY PRICE RISK OR FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES

#### (i) Commodity Risk

Commodities form major part of the raw materials and input requirement of the Company, for the purpose of carrying out day to day activities and hence commodity price risk is one of important market risks of the Company. The Company has a robust framework and governance mechanism in place to ensure that the organisation is adequately protected from market volatility in terms of price and availability. Any commodity having exposure during a year exceeding 10% of the annual consolidated turnover as per the last audited financial statements are considered to be material for the purpose of disclosure regarding commodity risk.

#### (ii) Exposure of the Company to commodity and commodity risks faced by the Company throughout the year:

- Total exposure of the listed entity to commodities: ₹ 2,066.93 crore
- Exposure of the listed entity to various commodities:

Commodity Name	Exposure towards the particular commodity (₹ in Crore)	Exposure in Qty towards the particular commodity	% of such exposure hedged through commodity derivatives				Total
			Domestic market		International market		
			OTC	Exchange	OTC	Exchange	
Coal	2,066.93	3.98 million MT	Nil	Nil	Nil	Nil	Nil

- Commodity risks faced by the listed entity during the year.

The company has two coal based power generating plants situated in and around the city of Kolkata. Coal is sourced from own Captive



## REPORT ON CORPORATE GOVERNANCE (Contd.)

Mine, by domestic long term linkage through Fuel Supply Agreements with Coal India Limited (CIL/its subsidiaries) and through Spot Auction conducted by CIL/its subsidiaries. The domestic price of linkage coal and the reserve price of Spot E-Auction Coal are governed as per rates notified by CIL and its subsidiaries. The Company operates under regulatory regime and as aforesaid, the entire quantity of coal has been procured from domestic sources including own captive mine and from CIL and its subsidiaries. Accordingly, in view of the aforesaid arrangements, hedging has not been considered necessary.

### DETAILS OF UTILIZATION OF FUNDS

The Company does not have any unutilized fund for reporting of its utilization in terms of Regulation 32(7A) of Listing Regulations.

### RELATED PARTY TRANSACTIONS

Details of transactions of a material nature with any of the related parties as specified in Indian Accounting Standard (IND AS) – 24 issued by the Institute of Chartered Accountants of India are disclosed in Note 42 to the standalone financial statements for the Financial year 2023-24. There has been no material transaction with any of the related parties which was in conflict with the interests of the Company. There has been no material pecuniary relationship or transaction between the Company and its Directors during the year.

The Company's policy on dealing with Related Party Transactions is uploaded in company's website and can be accessed at: [https://www.cesc.co.in/wp-content/uploads/policies/RELATED\\_PARTIES\\_POLICY.pdf](https://www.cesc.co.in/wp-content/uploads/policies/RELATED_PARTIES_POLICY.pdf).

### LOANS AND ADVANCES

During the year under review Company and its subsidiaries has not given any loans and advances to firms / companies in which Directors of the Company are interested.

### ESTABLISHMENT OF VIGIL / WHISTLE BLOWER MECHANISM

The Company has established a mechanism for Directors and employees to report concerns about unethical behavior, actual or suspected fraud, or violation of the Code. It also provides for adequate safeguards against the victimization of employees who are entitled to avail the mechanism and direct access to the chairperson of the Audit Committee in exceptional cases. During the year, no such case has been reported hence the question of denying any personnel due access to Audit Committee does not arise.

### ANTI-SEXUAL HARASSMENT POLICY

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013 covering all employees

of the Company. Further, the Company has set up an Internal Complaint Committee in compliance with Sexual Harassment of Women at Work Place (Prevention, Prohibition and Redressal) Act, 2013 and Rules framed thereunder.

### Disclosure in relation to the Sexual Harassment of Women at Workplace:

Number of complaints filed during the financial year	1
Number of complaints disposed of during the financial year	1
Number of complaints pending as on end of the financial year	0

### CEO/CFO CERTIFICATION

Certification by the CEO and the CFO as to the financial statements for the year has been submitted to the Board of Directors, as required under the Listing Regulations and provided elsewhere in the Report.

### PRACTICING COMPANY SECRETARY CERTIFICATE ON DIRECTOR QUALIFICATION

The Company has obtained a Certificate from Secretarial Auditor, M/s. Anjan Kumar Roy & Co., Company Secretaries, confirming that none of the Directors has been debarred or disqualified from being appointed or continuing on the Board as Directors of any company by any statutory authority.

### APPOINTMENT / RE-APPOINTMENT / CONTINUATION OF DIRECTORS

Mr. Pradip Kumar Khaitan (DIN: 00004821) retires at the conclusion of the forthcoming Annual General Meeting of the Company, and being eligible, offers himself for re-appointment.

The Nomination and Remuneration Committee and the Board have recommended the continuation of Mr. Pradip Kumar Khaitan (DIN: 00004821), as a Non-Executive Non-Independent Director of the Company in terms of Sub- Regulation 17(1A), introduced with effect from April 1, 2019 under the Listing Regulations. The Notice convening the ensuing Annual General Meeting includes the requisite Resolution for this purpose.

On the recommendation of Nomination and Remuneration Committee and subject to approval of the members, the Board of Directors, approved the appointment of Mr. Brajesh Singh (DIN:10335052) as the Managing Director (Generation) and Mr. Vineet Sikka (DIN:10627000) as the Managing Director (Distribution) for a period of five (5) years with effect from May 28, 2024.

Further, based on the recommendation of Nomination and Remuneration Committee, and subject to approval of the members, the Board of Directors, approved the appointment of Ms. Kusum Dadoo (DIN: 06967827) as the Non-Executive Independent Director for a period of three years with effect from May 23, 2024.

## REPORT ON CORPORATE GOVERNANCE (Contd.)

Their details of the directors, mentioned above, are given below:

Name of the Director	Mr. Pradip Kumar Khaitan(DIN: 00004821),
Age	83
Brief Resume	<p>Mr Pradip Kumar Khaitan aged 83 years, is a B.Com, LL.B. and Attorney-at-law (Bell Chambers Gold Medallist). He has professional Affiliations with Bar Council of India, Bar Council of West Bengal, Indian Council of Arbitration, New Delhi and Incorporated Law Society of Calcutta. Mr Khaitan is the Senior Partner of Khaitan &amp; Co. and is widely regarded as amongst the most influential legal practitioners in India. With over 50 years of experience, Mr Khaitan has advised on a wide range of transactions.</p> <p>Mr Khaitan's practice includes advising domestic business houses and International Corporations on all aspects of commercial and corporate laws, taxation, joint ventures, mergers &amp; demergers, corporate governance and restructuring. He regularly advises on strategic decisions and sensitive commercial and legal issues.</p>
Other Directorship	Mr. Khaitan is on the Boards of India Glycols Limited (Chairman of Audit Committee , Nomination & Remuneration Committee, Stakeholders Relationship Committee and member of Corporate Social Responsibility Committee and Risk Management Committee), Electrosteel Castings Limited (Member of Audit Committee, Nomination & Remuneration Committee & Corporate Social Responsibility Committee), Firstsource Solutions Limited, Woodlands Multispecialty Hospital Limited and CESC Limited (Member of Nomination and Remuneration Committee and Chairman of the Risk Management Committee).
Shareholding	Nil
Name of the Director	Mr. Brajesh Singh (DIN: 10335052)
Age	59 years
Brief Resume	<p>Mr. Brajesh Singh is a Mechanical Engineer from Jalpaiguri Government Engineering College and M. Tech in Power Generation Technology from IIT Delhi. He has 37 years of experience in the power generation sector.</p> <p>Mr. Singh has made significant contributions to Plant Operations, Commissioning, Project Management and operational excellence with Analytics and Digitalization, during his association with previous companies.</p> <p>He was previously associated with NTPC Limited and Tata Power Company Limited</p>
Other Directorship	Nil
Shareholding	Nil
Name of the Director	Mr. Vineet Sikka (DIN: 10627000)
Age	57 years
Brief Resume	<p>Mr Vineet Sikka an alumnus of National Institute of Technology (NIT), Kurukshetra and IIMB having proficiency in business management with 35 years of rich &amp; diverse industry experience.</p> <p>He started his career with Siemens Ltd and having served the customers across various industry segments and markets moved on to ABB Ltd at senior level positions in sales &amp; marketing, channel management, operations in utility, industries, infrastructure &amp; renewables domains.</p> <p>In his latest stint as CEO of BSES Rajdhani Power Ltd, contributed immensely in ensuring uninterrupted quality power supply to customers, reduction of T&amp;D losses, optimizing costs &amp; improving operational efficiencies through digitalisation of processes, enhancing customer delight through various new innovative B2C digital initiatives and simultaneously enhancing productivity.</p>
Other Directorship	Nil
Shareholding	Nil
Name of the Director	Ms. Kusum Dadoo (DIN: 06967827)
Age	71 years

## REPORT ON CORPORATE GOVERNANCE (Contd.)

Brief Resume	Ms. Kusum Dadoo is a Science and a Law Graduate from Calcutta University. Ms. Dadoo has done attorneyship from Calcutta High Court. She was associated with Khaitan & Co. Advocates, for over 39 years and has huge experience in Real Estate, Banking and Finance related matters.
Other Directorship	Bhiwani Vanaspati Limited, RPSG Ventures Limited, PCBL (TN) Limited Saregama India Limited Advaya Chemicals Limited
Shareholding	Nil

### COMMUNICATION TO SHAREHOLDERS

CESC puts forth key information about the Company and its performance, including quarterly results, official news releases and presentations to the Institutional Investors/analysts, on its website [www.cesc.co.in](http://www.cesc.co.in) regularly for the benefit of its shareholders and the public at large.

During the year, the Company's quarterly/half-yearly/annual results, prepared in accordance with the Listing Regulations, have been published in leading English and Vernacular language newspapers and also posted on the website of the Company as well as on the websites of the Stock Exchanges where the shares of the Company are listed. Hence, they are not separately sent to the shareholders. However, the Company furnishes the results on receipt of a request from the shareholder.

### GREEN INITIATIVE

Pursuant to the relevant circulars issued by Ministry of Corporate Affairs, Government of India (MCA) and Securities & Exchange Board of India and in view of the prevailing situation of the pandemic, owing to the difficulties involved in dispatching of the physical copies of the Notice of the

Forty-sixth AGM and the Annual Report of the Company for the year 2023-24, the said documents are being sent only by email to the shareholders.

The Company supports the 'Green Initiative' undertaken by the MCA, enabling electronic delivery of documents including Annual Report etc. to shareholders at their e-mail address already registered with the Depository Participants ("DPs") and Registrar and Transfer Agents ("RTA"). Additionally, the Company conducts various meetings by means of electronic mode in order to ensure the reduction of carbon footprint.

In view of the above, shareholders who have not yet registered their email addresses are requested to register the same with their DPs/ the Company's RTA for receiving all communications, including Annual Report, Notices, Circulars etc. from the Company electronically.

### GENERAL BODY MEETINGS

The Forty-sixth Annual General Meeting of the Company shall be held on Wednesday, August 21, 2024 at 10:30 A.M. (IST) via Video Conferencing (VC) and Other Audio-Visual Means (OAVM).

The date, time and venue of the last three annual general meetings are given below.

Financial year	Date	Time	Venue	Special Resolutions Passed
2020-21	August 18, 2021	10:30 AM	Via Video Conferencing/ Other Audio Visual Means as directed by Ministry of Corporate Affairs	Four
2021-22	July 29, 2022	10:30 AM	Via Video Conferencing/ Other Audio Visual Means as directed by Ministry of Corporate Affairs	Two
2022-23	August 4, 2023	10:30 AM	Via Video Conferencing/ Other Audio Visual Means as directed by Ministry of Corporate Affairs	Two

## REPORT ON CORPORATE GOVERNANCE (Contd.)

No resolution is proposed to be passed through postal ballot as on the date of this report.

There was no Extra-Ordinary General Meeting held during the financial year 2023-24.

During the financial year, the Company passed three special resolutions by requisite majority by way of postal ballot through e-voting as per details given below:

Date of postal ballot notice	Resolution passed	Approval date	Name of the Scrutinizer	% of Votes	
				For	Against
August 4, 2023	Increase in the borrowing limit under Section 180(1)(c) of the Companies Act, 2013	October 6, 2023	Mr. Manoj Prasad Shaw (FCS-5517, COP-4194),	99.97	0.03
	Creation of charge/ security on the movable and immovable properties of the company under Section 180 (1)(a) of the Companies Act, 2013			99.97	0.03
January 19, 2024	Appointment of Mr. Arjun Kumar as a non-executive independent director of the Company.	March 13, 2024	Mr. Pankaj Kumar (ACS-12288, COP- 20994)	99.59	0.41

### COMPLIANCE

No penalty has been imposed by any stock exchange, SEBI nor has there been any instance of non-compliance with any legal requirements, or on matters relating to the capital market.

### NON-MANDATORY REQUIREMENTS

The details of compliance of the non-mandatory requirements are listed below.

- SHAREHOLDERS RIGHTS**

Details of the shareholders' rights in this regard are given in the section 'Communication to Shareholders'.

- AUDIT QUALIFICATIONS**

During the financial year 2023-24, there was no audit qualification in the financial statements of the Company. The Company continues to adopt appropriate best practices in order to ensure unqualified financial statements.

### CONFIRMATION

- The Company has obtained a Certificate from the Statutory Auditors regarding compliance of conditions of corporate governance, as mandated in Regulation 27 of the Listing Regulations. The certificate is annexed to this report.
- The Company has complied with the requirements prescribed under Regulations 17 to 27 and clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 of the Listing Regulations.
- To the best of its knowledge, CESC has complied with all requirements of the regulatory authorities. No penalties/strictures were imposed on the Company by stock exchanges or SEBI or any statutory authority on any matter related to capital markets during the last three years.

On behalf of the Board of Directors

**Dr. Sanjiv Goenka**

Chairman

DIN: 00074796

Place : Kolkata

Date : May 23, 2024



## INDEPENDENT AUDITOR'S REPORT ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE AS PER PROVISIONS OF CHAPTER IV OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AS AMENDED

The Members of CESC Limited  
CESC Limited  
CESC House  
Chowringhee Square  
Kolkata - 700001

1. The Corporate Governance Report prepared by CESC Limited (hereinafter the "Company"), contains details as specified in regulations 17 to 27, clauses (b) to (i) and (t) of sub – regulation (2) of regulation 46 and para C, D, and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations") ('Applicable criteria') for the year ended March 31, 2024 as required by the Company for annual submission to the Stock exchange.

### Management's Responsibility

2. The preparation of the Corporate Governance Report is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report.
3. The Management along with the Board of Directors are also responsible for ensuring that the Company complies with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India.

### Auditor's Responsibility

4. Pursuant to the requirements of the Listing Regulations, our responsibility is to provide a reasonable assurance in the form of an opinion whether, the Company has complied with the conditions of Corporate Governance as specified in the Listing Regulations.
5. We conducted our examination of the Corporate Governance Report in accordance with the Guidance Note on Reports or Certificates for Special Purposes and the Guidance Note on Certification of Corporate Governance, both issued by the Institute of Chartered Accountants of India ("ICAI"). The Guidance Note on Reports or Certificates for Special Purposes requires that we comply with the ethical requirements of the Code of Ethics issued by ICAI.
6. 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.
7. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated in compliance of the Corporate Governance Report with the applicable criteria. Summary of procedures performed include:
  - i. Read and understood the information prepared by the Company and included in its Corporate Governance Report;
  - ii. Obtained and verified that the composition of the Board of Directors with respect to executive and non-executive directors has been met throughout the reporting period;
  - iii. Obtained and read the Register of Directors as on March 31, 2024 and verified that at least one independent woman director was on the Board of Directors throughout the year;
  - iv. Obtained and read the minutes of the following committee meetings / other meetings held from April 1, 2023 to March 31, 2024:
    - (a) Board of Directors;
    - (b) Audit Committee;
    - (c) Annual General Meeting (AGM);
    - (d) Nomination and Remuneration Committee;
    - (e) Stakeholders Relationship Committee;

- (f) Risk Management Committee;
  - (g) Corporate Social Responsibility Committee.
- v. Obtained necessary declarations from the directors of the Company.
  - vi. Obtained and read the policy adopted by the Company for related party transactions.
  - vii. Obtained the schedule of related party transactions during the year and balances at the year- end. Obtained and read the minutes of the audit committee meeting where in such related party transactions have been pre-approved by the audit committee.
  - viii. Performed necessary inquiries with the management and also obtained necessary specific representations from management.
8. The above-mentioned procedures include examining evidence supporting the particulars in the Corporate Governance Report on a test basis. Further, our scope of work under this report 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 statements of the Company taken as a whole.

### Opinion

9. Based on the procedures performed by us, as referred in paragraph 7 above, and according to the information and explanations given to us, we are of the opinion that the Company has complied with the conditions of Corporate Governance as specified in the Listing Regulations, as applicable for the year ended March 31, 2024.

### Other matters and Restriction on Use

10. This report is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.
11. This report is addressed to and provided to the members of the Company solely for the purpose of enabling it to comply with its obligations under the Listing Regulations with reference to compliance with the relevant regulations of Corporate Governance and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing. 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: 24056102BKFVJA2954

Place of Signature: Kolkata

Date: May 23, 2024

## ADDITIONAL SHAREHOLDER INFORMATION

(Annexure 'C' to the Board's Report)

### ANNUAL GENERAL MEETING

Day & Date	: Wednesday, August 21, 2024
Time	: 10:30 A.M. (1ST)
Venue	: Video Conferencing/Other Audio-Visual Means

**FINANCIAL CALENDAR** : **April 1 to March 31**

#### For the year ended March 31, 2024, results were announced on:

First quarter	: August 4, 2023
Second quarter	: November 8, 2023
Third quarter	: January 19, 2024
Fourth quarter and annual	: May 23, 2024

#### For the year ended March 31, 2025, results will be announced on:

First quarter	: On or before August 14, 2024*
Second quarter	: On or before November 14, 2024*
Third quarter	: On or before February 14, 2025*
Fourth quarter and annual	: On or before May 30, 2025*

\* The above dates are subject to any statutory extension, if any, allowed in future.

### DIVIDEND

The Board of Directors at its meeting held on January 19, 2024 declared an interim dividend of ₹ 4.50/- per equity share that was paid on and before February 17, 2024. The said dividend was declared in terms of the Dividend Distribution Policy adopted by the Company in terms of the requirement of Listing Regulations. The Policy is available on the website of the Company at: [https://www.cesc.co.in/storage/uploads/policies/Dividend\\_Policy.pdf](https://www.cesc.co.in/storage/uploads/policies/Dividend_Policy.pdf).

### LISTING

Equity shares of CESC are listed on BSE Limited, Mumbai and the National Stock Exchange of India Limited, Mumbai.

### ISIN & STOCK CODES DETAILS

#### A. Equity shares (ISIN: INE486A01021)

Stock Exchanges	Stock Code
BSE Limited (Phiroze Jeejeeboy Tower, Dalal Street, Mumbai – 400001)	500084
The National Stock Exchange of India Limited (Bandra Kurla Complex, Bandra (E), Mumbai – 400051)	CESC

#### B. Listed Secured Non-Convertible Debentures ('NCDs'):

Stock Exchanges	ISIN	Coupon Rate	Principal amount (₹ in Crore)
The National Stock Exchange of India Limited (Bandra Kurla Complex, Bandra (E), Mumbai – 400051)	INE486A07242	7.75%	300.00*
	INE486A07267	12 month T-bill rate + spread of 240 bps	200.00#

\* The Company had by exercising call option redeemed the NCDs aggregating to ₹ 300 Crore on May 20, 2023.

# The Company had redeemed the NCDs aggregating to ₹ 200 Crore on their maturity on December 7, 2023.

All listing and custodial fees to the stock exchanges and depositories have been duly paid upto financial year 2024-25.

Table 1: High and Low Prices at the BSE and NSE (₹)

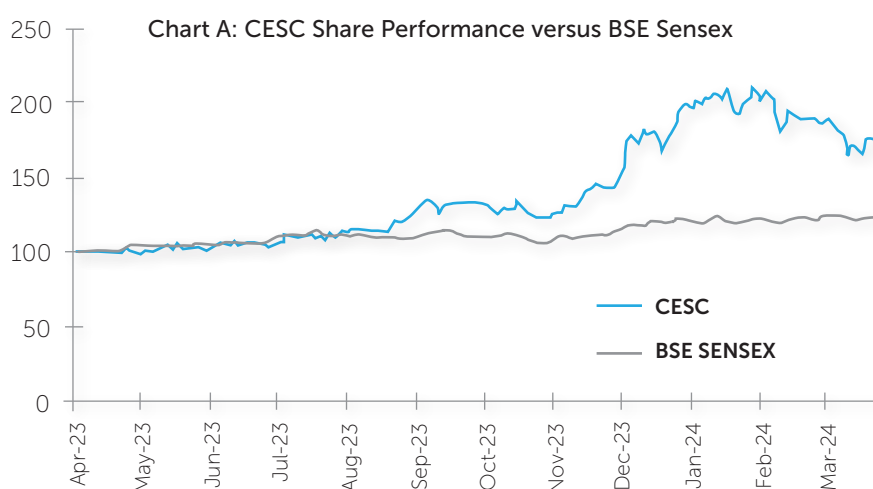
Month	Bombay Stock Exchange (BSE)		The National Stock Exchange of India Limited (NSE)	
	High (₹)	Low(₹)	High(₹)	Low(₹)
April, 2023	71.20	66.74	71.20	66.90
May, 2023	73.61	67.40	73.65	67.35
June, 2023	73.55	69.02	73.65	69.00
July, 2023	78.84	71.81	78.80	72.00
August, 2023	85.15	76.20	85.20	76.30
September, 2023	94.40	83.11	94.40	83.50
October, 2023	93.66	82.45	93.65	82.30
November, 2023	103.00	83.70	102.95	83.60
December, 2023	133.50	97.51	133.50	97.50
January, 2024	149.90	129.15	149.90	129.00
February, 2024	144.25	116.05	144.00	116.40
March, 2024	133.60	109.70	133.60	109.75

Table 2 below provides the closing price of CESC's equity shares on NSE with leading market and sector indices at the last trading day for each month during the financial year 2023-24:

Table 2: Performance in Comparison to NSE, BSE Sensex, BSE 500 and BSE Power Index

As on close of last trading day for each month	CESC's Closing Price on NSE (₹)	NSE Nifty	BSE Sensex	BSE 500 Index	BSE Power Index
April, 2023	68.50	18,065.00	61,112.44	24,209.37	3,743.87
May, 2023	69.25	18,534.40	62,622.24	25,059.67	3,819.30
June, 2023	71.95	19,189.05	64,718.56	26,078.65	4,010.86
July, 2023	78.30	19,753.80	66,527.67	27,069.01	4,379.71
August, 2023	83.20	19,253.80	64,831.41	26,848.76	4,351.96
September, 2023	89.95	19,638.30	65,828.41	27,407.75	4,659.60
October, 2023	84.75	19,079.60	63,874.93	26,605.19	4,431.42
November, 2023	97.20	20,133.15	66,988.44	28,442.43	4,920.85
December, 2023	132.50	21,731.40	72,240.26	30,720.28	5,818.64
January, 2024	143.10	21,725.70	71,752.11	31,303.35	6,317.35
February, 2024	126.85	21,982.80	72,500.30	31,777.02	6,589.50
March, 2024	121.65	22,326.90	73,651.35	32,043.20	6,701.74

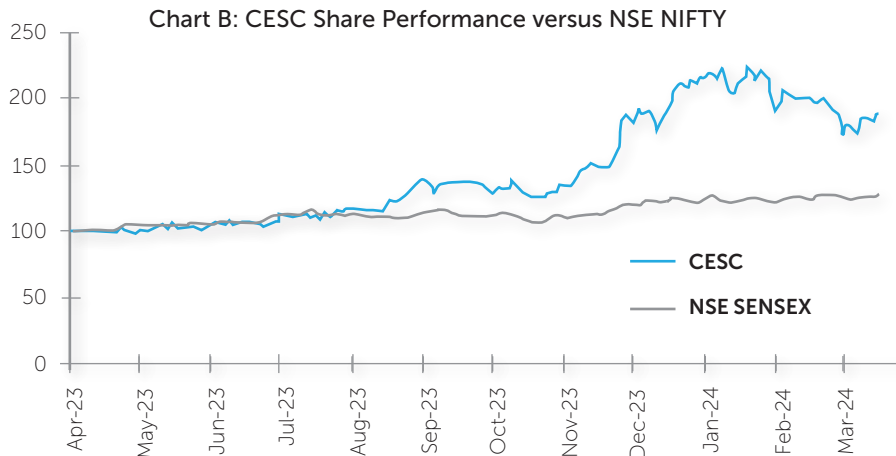
Chart A plots the movement of CESC's equity shares' adjusted closing prices compared to the BSE Sensex –



Note: Share price of CESC and BSE Sensex have been indexed to 100 on 3 April 2023.

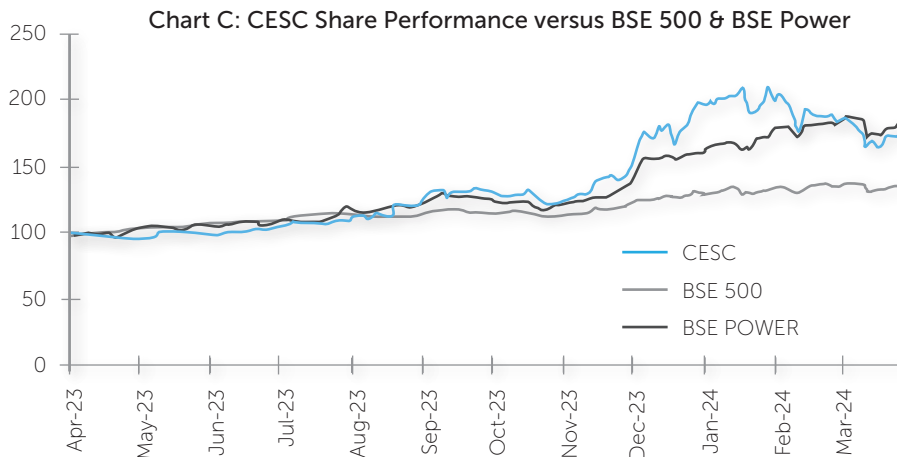


Chart B plots the movement of CESC's equity shares' adjusted closing prices compared to the NSE NIFTY.



Note: Share price of CESC and NSE Nifty have been indexed to 100 on 3 April, 2023

Chart C plots the movement of CESC's equity shares' adjusted closing prices compared to the BSE 500 and BSE Power.



Note: Share price of CESC, BSE 500 and BSE Power have been indexed to 100 on 3 April, 2023

## INVESTOR SERVICES

Particulars of Registrar and Share Transfer Agent ('RTA'), of the Company are given below:

**Link Intime India Private Limited**  
 Vaishno Chamber, 5 Floor, Flat No 502 & 503  
 6, Brabourne Road  
 Kolkata – 700 001  
 Tel No.: 033-40049728  
 Fax No.: 033-40731698  
 E-mail: [kolkata@linkintime.co.in](mailto:kolkata@linkintime.co.in)  
 Website: [www.linkintime.co.in](http://www.linkintime.co.in)

Investors correspondence may be sent to the Company's RTA at the above address or at the Company's registered address given below:

**Secretarial Department**  
 CESC Limited  
 CESC House Chowringhee Square  
 Kolkata – 700 001  
 Tel No.: 033-2225 6040  
 E-mail: [secretarial@rpsg.in](mailto:secretarial@rpsg.in)

Non-Convertible Debentures ('NCDs') aggregating ₹ 1700 Crore were outstanding as on March 31, 2024 as may be referred to in Note 21 of the Standalone Financial Statements. The aforesaid NCDs are secured in favour of Debenture Trustee in terms of the relevant transaction documents. The details of the Debenture Trustee are given below:

**IDBI Trusteeship Services Limited**

Universal Insurance Building,

Ground Floor, Sir P.M. Road,

Fort, Mumbai – 400 001

Tel No. : 022-4080 7000

Fax No. : 022-6631 1776

E-mail : itsl@idbitrustee.com

Website : www.idbitrustee.com

Mr. Jagdish Patra, Company Secretary, is also the Compliance Officer overseeing the process of redressal of all shareholders' grievances.

In compliance with the Securities and Exchange Board of India (SEBI) directive, requiring share registry in terms of both physical and electronic mode to be maintained at a single point, CESC established direct connections with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), the two depositories, through its RTA.

The Company's equity shares are under compulsory dematerialised trading. Shares held in the dematerialised form are electronically traded in the Depository. The RTA of the Company periodically receives data regarding the beneficiary holdings, so as to enable them to update their records and send all corporate communications, dividend warrants, etc.

SEBI has decided that securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019.

As on March 31, 2024, dematerialised shares accounted for 99.39 % of total equity.

To the best of our knowledge, there is no subsisting court order and/or legal proceedings against CESC in any share transfer matter. Table 3 gives details of the number and nature of complaints for the year 2023-24:

**Table 3: Complaints from Shareholders during 2023-24:**

Particulars	Complaints				
	Non-receipts of certificates	Non-Receipt of Dividend	Non-Receipt of Annual Reports / Demat Related	Others	Total
Received during the year	4	3	1	4	12
Attended during the year	4	3	1	4	12
Pending as on March 31, 2024	-	-	-	-	-

## SHAREHOLDING PATTERN

Tables 4 and 5 give the pattern of shareholding by ownership and share class respectively.

**Table 4: Pattern of Shareholding by Ownership as on March 31, 2024.**

Category	Total No. of Shares	Percentage (%)
1. Promoter / Promoter Group	<b>69,07,70,560</b>	<b>52.11%</b>
2. Institutional Investors		
a. Mutual Funds (including AIFs)	20,19,49,626	15.23%
b. Banks, Financial Institutions, Insurance Companies	7,83,01,564	5.91%
c. FIs	17,08,84,469	12.89%
<b>Total</b>	<b>45,11,35,659</b>	<b>34.03%</b>
3. Others		
a. Bodies Corporate	2,03,48,223	1.54%
b. Indian Public	13,88,21,059	10.47%
c. NRIs	114,30,738	0.86%
d. Others	130,64,191	0.99%
<b>Total</b>	<b>18,36,64,211</b>	<b>13.86%</b>
<b>Grand Total</b>	<b>132,55,70,430</b>	<b>100.00</b>

**Table 5: Pattern of Shareholding by Share Class as on March 31, 2024**

Shareholding Class	No. of shareholders	No. of shares held	Shareholding %
1 to 500	3,27,293	3,24,27,034	2.45
501 to 1,000	22,189	1,81,43,876	1.37
1,001 to 2,000	10,944	1,67,14,251	1.26
2,001 to 3,000	3,681	94,55,141	0.71
3,001 to 4,000	1,511	54,83,714	0.41
4,001 to 5,000	1,517	72,47,965	0.55
5,001 to 10,000	2,114	1,59,95,713	1.21
10,001 and above	1,793	1,22,01,02,736	92.04
<b>Total</b>	<b>3,71,042</b>	<b>1,32,55,70,430</b>	<b>100.00</b>

### PLANT / OFFICE LOCATIONS

CESC's generating stations are located at Budge Budge and Garden Reach (Southern). The details of Regional Offices of the Company are mentioned elsewhere in the Annual Report.

### TRANSFER OF UNCLAIMED DIVIDEND AND SHARES TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

#### A. Details of due dates:

The due dates on which unclaimed dividends lying in the unpaid dividend accounts of the Company would be credited to the IEPF are stated in the table below. Investors are requested to claim their unclaimed dividends before these due dates

**Table 6: The date of payment, the due dates for credit to IEPF and the amounts**

Year	Date of Declaration	Due Date for Credit to IEPF	Amount Lying Unpaid /Unclaimed as on March 31, 2024 (₹)
2017-18	February 28, 2018	May 6, 2025	1,25,83,795.80
2018-19	February 5, 2019	April 10, 2026	1,65,53,875.58
2019-20	February 11, 2020	April 10, 2027	1,96,92,192.65
2020-21	January 13, 2021	March 17, 2028	2,85,89,804.74
2021-22	January 13, 2022	March 17, 2029	2,87,22,215.07
2022-23	February 14, 2023	April 13, 2030	2,36,17,751.57
2023-24	January 19, 2024	February 17, 2031	73,40,773.73

#### B. Transfer of Unpaid Dividend to IEPF

Particulars	Amount (₹)	Date of Transfer
Unclaimed Equity dividend for 2015-16	9,199,268.15	May 06, 2023
Unclaimed Equity dividend for 2016-17	9,190,630.00	March 30, 2024

#### C. Transfer of shares to IEPF:

Particulars	No. of Equity Shares	Date of Transfer
Unclaimed Equity dividend for 2015-16	1,873,100	May 18, 2023
Unclaimed Equity dividend for 2016-17	4,67,020	April 23, 2024

Necessary details of particulars given in, A, B and C above appear in the Company's website.

## UNCLAIMED SHARES

In terms of the Listing Regulations, 86,180 equity shares of the Company were lying unclaimed, in “CESC Unclaimed Suspense Account”. These shares may be claimed back by the concerned shareholders on compliance of necessary formalities and as such some of these shares have been claimed back by the concerned shareholder in the past.

The status of equity shares lying in CESC Unclaimed Suspense Account is given below:

S l . No.	Particulars	No. of shareholders	No. of equity shares held
1.	Aggregate number of shareholders and the outstanding shares transferred in the suspense account as on April 1, 2023	62	11,36,310
2.	No. of shareholders who approached the Company for transfer of shares from the suspense account	-	-
3.	No. of shareholders to whom shares were transferred from the suspense account	-	-
4.	Transfer to IEPF	17	10,50,130
5.	Aggregate number of shareholders and the outstanding shares lying in the suspense account at the end of the year as on March 31, 2024	45	86,180

It may also be noted that all the corporate benefits accruing to the above shares shall also be credited to the said “CESC Unclaimed Suspense Account” and the voting rights of these shares shall remain frozen until the rightful owner claims the shares. Details of the said 86,180 equity shares appear in the Company’s website so that the concerned shareholders can lodge claims for the said shares immediately.

On behalf of the Board of Directors

**Dr. Sanjiv Goenka**

Chairman

DIN: 00074796

Place : Kolkata

Date : May 23, 2024

## DECLARATION

As required under the relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is confirmed that all Directors and Senior Management Officers have affirmed compliance of the Code of Business Conduct and Ethics during the Financial year 2023-24.

**Debasish Banerjee**

Managing Director (Distribution)

(DIN: 06443204)

**Rabi Chowdhury**

Managing Director (Generation)

(DIN: 06601588)

Place : Kolkata

Date : May 23, 2024

**CEO / CFO CERTIFICATE**

To  
The Board of Directors  
**CESC Limited**  
**CESC House**  
Chowringhee Square  
Kolkata 700 001

Dear Sirs,

As required under Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 we hereby certify that:

- A. We have reviewed the financial statements and cash flow statement of CESC Limited ("Company") for the year ended March 31, 2024 and that to the best of our knowledge and belief:
- 1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - 2) these statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
- B. There are, to the best our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal control, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. There was no:
- 1) significant change in internal control over financial reporting during the year;
  - 2) significant change in accounting policies during the year; and
  - 3) instance(s) of significant fraud involving the management or an employee having a significant role in the Company's internal control system over financial reporting.

Place : Kolkata  
Date : May 23, 2024

**Debasish Banerjee**  
Managing Director (Distribution)  
(DIN: 06443204)

**Rabi Chowdhury**  
Managing Director (Generation)  
(DIN: 06601588)

**Rajarshi Banerjee**  
Executive Director & CFO



# ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES

UNDERTAKEN DURING THE YEAR ENDED MARCH 31, 2024  
(Annexure ' D' to the Board's Report)

1. Brief outline of the Company's CSR Policy:  
Corporate Social Responsibility Policy ('CSR Policy') of the Company as approved by the Board of Directors, includes the following:
  - a. approach and direction given by the Board of Directors of the Company to its CSR programmes / projects;
  - b. guiding principles for selection, implementation and monitoring of activities;
  - c. focus areas of Company's CSR projects or programmes;
  - d. roles and responsibilities of Board and CSR Committee in ensuring compliance with applicable CSR provisions; and
  - e. basis of formulation of the annual action plan
2. Composition of CSR Committee:

Sl. No.	Name of Members	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Dr. Sanjiv Goenka	Chairman	2	2
2	Mr. Chandra Kumar Dhanuka (till 31.03.2024)	Independent Director	2	2
3	Mr. Arjun Kumar (w.e.f 19.01.2024)	Independent Director	2	NA
4	Mr. Rabi Chowdhury	Managing Director (Generation)	2	2

The Board of Directors of the Company at its meeting held on May 23, 2024 has appointed Mr. Vineet Sikka as member of the committee w.e.f May 28, 2024.

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company : Details of Composition of the CSR Committee, CSR Policy and CSR projects undertaken by the Company during the Financial Year 2023-24 is uploaded on the website of the Company and can be accessed at [https://www.cesc.co.in/storage/uploads/policies/CSR\\_Policy.pdf](https://www.cesc.co.in/storage/uploads/policies/CSR_Policy.pdf)
4. Provide the executive summary along with web-link(s) of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8, if applicable - : Not Applicable
5. (a) Average net profit of the Company as per Section 135(5) : ₹ 953.35 Crore  
(b) Two percent of average net profit of the company as per section 135(5) : ₹ 19.07 Crore  
(c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years : Nil  
(d) Amount required to be set off for the financial year, if any : Nil  
(e) Total CSR obligation for the financial year (b+c-d) : ₹ 19.07 Crore
6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): : ₹ 20.14 Crore  
(b) Amount spent in Administrative Overheads : ₹ 0.03 Crore  
(c) Amount spent on Impact Assessment, if applicable : Not Applicable  
(d) Total Amount spent for the financial year (a+b+c) : ₹ 20.17 Crore

(e) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year (₹ in crore)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per Sec 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount.	Date of transfer.	Name of fund	Amount.	Date of transfer
₹ 4.67 Crore	₹ 15.50 Crore	29.04.2024	-	Nil	-

(f) Excess amount for set off, if any

Sl. No.	Particular	Amount (₹ in Crore)
(i)	Two percent of average net profit of the company as per section 135(5) (after deducting amount available for set-off)	19.07
(ii)	Total amount spent for the Financial Year	20.17
(iii)	Excess amount spent for the financial year [(ii)-(i)]	1.10
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	1.10

7. Details of Unspent CSR amount for the preceding three financial years:

Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135(6) (₹ in Crore)	Balance Amount in Unspent CSR Account under sub-section(6) of section 135 (₹ in Crore)	Amount spent in the Reporting Financial Year (₹ in Crore)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any		Amount remaining to be spent in succeeding financial years (₹ in Crore)	Deficiency, if any
					Amount (₹ in Crore)	Date of transfer		
1	2020-21	19.50	-	NA (spent in FY 2021-22)	NA	NA	NA	NA
2	2021-22	18.00	-	NA (spent in FY 2022-23)	NA	NA	NA	NA
3	2022-23	16.50	-	16.50	NA	NA	NA	NA

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the financial year. – No

9. Specify the reason(s), if the company has failed to spend two percent of the average net profit as per section 135(5)

The unspent amount has been transferred to an Unspent CSR Account in the name of the Company. The amount transferred as such would be made available from time to time to RP-Sanjiv Goenka Group CSR Trust for meeting the Trust's fund requirements for its Ongoing Project, in conformity with the applicable provisions of Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended

On behalf of the Board of Directors

**Rabi Chowdhury**

Managing Director (Generation) and Member, CSR Committee

DIN: 06601588

**Dr. Sanjiv Goenka**

Chairman, CSR Committee

DIN: 00074796

Place: Kolkata

Date: May 23, 2024

# BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT

(Annexure 'E' to the Board's Report)

## SECTION A: GENERAL DISCLOSURES

### I. Details

1	Corporate Identity Number (CIN) of the Listed Entity	L31901WB1978PLC031411
2	Name of the Listed Entity	CESC Limited
3	Year of incorporation	1978
4	Registered office address	CESC House, Chowringhee Square Kolkata 700001, West Bengal, India
5	Corporate address	CESC House, Chowringhee Square Kolkata 700001, West Bengal, India
6	Email	secretarial@rpsg.in
7	Telephone	033 - 22256040-49
8	Website	https://www.cesc.co.in/home
9	Financial year for which reporting is being done	2023-2024
10	Name of the Stock Exchange(s) where shares are listed	BSE Limited (BSE) and National Stock Exchange of India Limited (NSE)
11	Paid-up Capital	₹ 1,32,55,70,430
12	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Mr. Jagdish Patra Company Secretary & Compliance Officer Contact No.: 033-22256040 Email Id: secretarial@rpsg.in
13	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together).	Reporting on standalone basis
14	Name of assurance provider	N.A.
15	Type of assurance obtained	N.A.

N.A. - Not Applicable

### II. Products/Services

#### 16. Details of business activities (accounting for 90% of the turnover):

S. No.	Description of Main Activity	Description of Business Activity	% Of Turnover of the entity
1	Generation and distribution of electricity	Power generation and distribution	100%

#### 17. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

S. No.	Product/service	NIC Code	% of total Turnover contributed
1	Generation and distribution of electricity	35102	100%

### III. Operations

#### 18. Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of plants	Number of offices	Total
National	158*	55**	213
International	0	0	0

\*Includes Distribution Centres

\*\*Includes Cash Offices

#### 19. Markets served by the entity:

##### a. number of locations

Locations	Number
National (No. of States)	1
International (No. of Countries)	-

b. What is the contribution of exports as a percentage of the total turnover of the entity?

Nil. The Company generates and distributes power only in its licensed area in and around Kolkata, India

c. A brief on types of customers

We serve four categories of customers

- i. Domestic
- ii. Industrial
- iii. Commercial
- iv. Others (e.g., Government Agencies, pumping stations, local bodies, schools etc.)

IV. Employees

20. Details as at the end of Financial Year:

d. Employees and workers (including differently abled):

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B/A)	No. (C)	% (C/A)
<b>Employees</b>						
1.	Permanent (D)	6087	5570	91.51%	517	8.49%
2.	Other than Permanent (E)					
3.	Total employees (D+E)	6087	5570	91.51%	517	8.49%

e. Differently abled Employees and workers:

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B/A)	No. (C)	% (C/A)
<b>Differently abled Employees</b>						
1.	Permanent (D)	40	40	100%	-	-
2.	Other than Permanent (E)	-	-	-	-	-
3.	Total differently abled employees (D+E)	40	40	100%	-	-

21. Participation/Inclusion/Representation of women:

	Total (A)	No. and percentage of Females	
		No. (B)	No. (C)
Board of Directors	11	1	9.09%
Key Management Personnel*	2	0	0%

\*Excludes 2 Managing Director(s)

22. Turnover rate for permanent employees and workers:

	FY 2023-24 (Turnover rate in current FY)			FY 2022-23 (Turnover rate in previous FY)			FY 2021-22 (Turnover rate in the year prior to the previous FY)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent employees	8.40%	4.09%	8.01%	8.64%	3.98%	8.29%	8.33%	3.79%	8.01%

V. Holding, Subsidiary and Associate Companies (including joint ventures)

23. Names of holding / subsidiary / associate companies / joint ventures

S. No.	Name of the holding / subsidiary / associate companies / joint ventures (A)	Indicate whether holding/ Subsidiary/ Associate/ Joint Venture (B)	% of shares held by listed entity (C)	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No) (D)
1	Malegaon Power Supply Limited	Subsidiary	100%	No
2	CESC Projects Limited	Subsidiary	100%	No
3	Bantal Singapore Pte. Ltd	Subsidiary	100%	No
4	Ranchi Power Distribution Company Limited	Subsidiary	100%	No
5	Pachi Hydropower Projects Limited	Subsidiary	100%	No
6	Papu Hydropower Projects Limited	Subsidiary	100%	No
7	Au Bon Pain Café India Limited	Subsidiary	93.10%	No
8	Haldia Energy Limited	Subsidiary	100%	No

S. No.	Name of the holding / subsidiary / associate companies / joint ventures (A)	Indicate whether holding/ Subsidiary/ Associate/ Joint Venture (B)	% of shares held by listed entity (C)	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No) (D)
9	Dhariwal Infrastructure Limited	Subsidiary	100%	No
10	Kota Electricity Distribution Limited	Subsidiary	100%	No
11	Bikaner Electricity Supply Limited	Subsidiary	100%	No
12	Bharatpur Electricity Services Limited	Subsidiary	100%	No
13	Crescent Power Limited	Subsidiary	67.83%	No
14	CESC Green Power Limited	Subsidiary	100%	No
15	Jharkhand Electric Company Limited	Subsidiary	100%	No
16	Jarong Hydro-Electric Power Company Limited	Subsidiary	100%	No
17	Eminent Electricity Distribution Limited	Subsidiary	100%	No
18	Noida Power Company Limited	Subsidiary	72.73%	No
19	Purvah Green Power Private Limited*	Subsidiary	67.83%	No
20	Mahuagarhi Coal Company Private Limited	Joint Venture	50%	No

\* Subsidiary w.e.f March 5, 2024

## VI. CSR Details

24. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: Yes

(ii) Turnover- ₹ 7,972.99 Cr\*

(iii) Net worth - ₹ 9,964.04 Cr \*

\* Pertains to the financial year 2022-23

## VII. Transparency and Disclosures Compliances

25. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/ No) (If yes, then provide web-link for grievance redress policy)	FY 2023-24			FY 2022-23		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	Yes ( <a href="https://www.cesc.co.in/storage/uploads/policies/Stakeholder%20engagement%20policy.pdf">https://www.cesc.co.in/storage/uploads/policies/Stakeholder%20engagement%20policy.pdf</a> )	-	None		-	-	None
Investor (other than shareholders)	N.A.	-	-	N.A.	-	-	NA
Shareholders	Yes ( <a href="https://www.cesc.co.in/storage/uploads/policies/Stakeholder%20engagement%20policy.pdf">https://www.cesc.co.in/storage/uploads/policies/Stakeholder%20engagement%20policy.pdf</a> )	12	0	None	6	0	None
Employees and workers	Yes ( <a href="https://www.cesc.co.in/storage/uploads/policies/Stakeholder%20engagement%20policy.pdf">https://www.cesc.co.in/storage/uploads/policies/Stakeholder%20engagement%20policy.pdf</a> )	9	0	None	7	0	None
Customers	Yes ( <a href="https://www.cesc.co.in/storage/uploads/policies/Customer%20Policy.pdf">https://www.cesc.co.in/storage/uploads/policies/Customer%20Policy.pdf</a> )	1,789	4	None	1,111	15	None
Value chain partners	Yes ( <a href="https://www.cesc.co.in/storage/uploads/policies/Customer%20Policy.pdf">https://www.cesc.co.in/storage/uploads/policies/Customer%20Policy.pdf</a> )	-	-	None	-	-	None
Other (please specify)	Yes	-	-	None	-	-	None

N.A.- Not Applicable



## 26. Overview of the entity's material responsible business conduct issues.

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format:

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1	Climate Change	Risk and Opportunity	<ul style="list-style-type: none"> <li>Meeting all applicable statutory compliances</li> <li>Increasing fuel prices due to geo-political factors and depletion of natural reserves</li> <li>Building resilience to physical risks including cyclones, thunderstorms, and floods.</li> </ul>	<ul style="list-style-type: none"> <li>Enhancing energy efficiency through implementation of latest technologies and adopting concepts of Green Building.</li> <li>Implementing digitalization solutions by adoption of cutting-edge technology for cutting down fuel and paper use.</li> <li>Reducing T&amp;D losses</li> <li>Demand side management, subject to regulatory directions</li> <li>Implement standard operating procedures for pre, during and post disaster activities</li> <li>Integration of renewable energy</li> <li>Enhance use of Electric Vehicles</li> <li>Use of biomass as alternative fuel at generating stations</li> </ul>	<ul style="list-style-type: none"> <li>Reduces operating expenses and carbon emissions</li> <li>Increased capital expenditure in short term</li> <li>Regulatory Implications in terms of fines and penalties.</li> </ul>
2	Water Management	Risk	<ul style="list-style-type: none"> <li>Addressing water stress through judicious use of water as a resource</li> </ul>	<ul style="list-style-type: none"> <li>Optimizing water consumption and recycling of water at the plants</li> <li>Aiming to make all facilities sourcing freshwater, zero liquid discharge</li> <li>Green building sand green substations</li> </ul>	<ul style="list-style-type: none"> <li>Reduces operational costs due to reduced water consumption</li> <li>Non-compliance resulting in fines / penalties</li> </ul>
3	Environment Management	Risk	<ul style="list-style-type: none"> <li>Implementing mechanism for building operational resilience in line with the changing environmental implications for pollution prevention and waste management</li> </ul>	<ul style="list-style-type: none"> <li>Focus on digitalization</li> <li>Optimized resource use through reuse, reduce and recycle.</li> <li>Conservation of natural habitats</li> <li>Continuous air quality monitoring across all facilities</li> </ul>	<ul style="list-style-type: none"> <li>Reduces operating expenses</li> <li>Punitive measures from regulatory bodies for non-compliance</li> </ul>

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
4	Community Development	Opportunity	<ul style="list-style-type: none"> <li>Building a formidable relationship with the communities among which the Company operates by promoting an inclusive growth of the community</li> </ul>	<ul style="list-style-type: none"> <li>Identification of vulnerable communities</li> <li>Undertaking community need assessment</li> <li>Selection of implementing partner</li> <li>Baseline survey</li> <li>Project implementation</li> <li>Project monitoring and evaluation</li> <li>Social impact assessment</li> </ul>	<ul style="list-style-type: none"> <li>Reduces risk of community unrest</li> <li>Indirect positive impact on financials through reputational/brand image</li> <li>Enhancement of community well-being through skill development, education, healthcare and addressing environment concerns</li> </ul>
5	Human Rights	Risk	<ul style="list-style-type: none"> <li>Respecting and protecting human rights is the Company's fundamental responsibility</li> </ul>	<ul style="list-style-type: none"> <li>Compliance to Human Rights Policy and the new labour codes as applicable</li> <li>Internal audit of documents pertaining to Labour laws</li> </ul>	<ul style="list-style-type: none"> <li>Penal or disciplinary actions by regulatory/legal bodies</li> </ul>
6	Workforce Welfare	Opportunity	<ul style="list-style-type: none"> <li>Effectively resolving disputes with employees and workers in a peaceful manner</li> <li>Fostering the Company's social performance as an attractive employer</li> </ul>	<ul style="list-style-type: none"> <li>Engaging with union representatives and committees and addressing their concerns through long term settlements</li> </ul>	<ul style="list-style-type: none"> <li>Reduces hiring and training costs</li> </ul>
7	Occupational Health and Safety	Risk	<ul style="list-style-type: none"> <li>Prevention of work-related injuries and ill health through provision of safe and conducive work environment</li> </ul>	<ul style="list-style-type: none"> <li>Implementing safety and occupational health standards</li> <li>Engaging with all stakeholders on safety practices on a continuous basis and ensuring safety discipline among employees</li> </ul>	<ul style="list-style-type: none"> <li>Punitive actions by regulators</li> <li>Increased operational costs for rewards and recognition to encourage safety adherence</li> </ul>

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
8	Public Safety	Risk	<ul style="list-style-type: none"> <li>Risk of electrical hazards and inconveniences in public spaces</li> </ul>	<ul style="list-style-type: none"> <li>Ensuring all potential hazards reported or monitored are promptly addressed</li> <li>Ensuring Safety protocol and adherence to Safe Working Procedures (SWPs) &amp; SOPs during Installation and Maintenance Activities</li> <li>Ensuring full safety and strict access control of plants and equipment located in public places</li> <li>Delivering effective awareness programmes on safe handling of electricity at the consumer's end</li> </ul>	<ul style="list-style-type: none"> <li>Increased operational costs for:               <ol style="list-style-type: none"> <li>Maintenance activity</li> <li>Public awareness build-up programmes</li> </ol> </li> <li>Regulatory implication in the form of fines/penalties</li> </ul>
9	Responsible Supply Chain	Risk	<ul style="list-style-type: none"> <li>Ensuring suppliers are compliant with the applicable laws and regulations is essential for business continuity</li> </ul>	<ul style="list-style-type: none"> <li>Integrating relevant ESG aspects within the supplier evaluation and assessment exercise</li> </ul>	<ul style="list-style-type: none"> <li>Increased operational costs due to disruption in supply chain</li> </ul>
10	Customer Focus	Risk and Opportunity	<ul style="list-style-type: none"> <li>Upholding customer trust by maintaining transparency and ensuring their satisfaction is key to business growth</li> </ul>	<ul style="list-style-type: none"> <li>Enhancing customer engagement channels to capture customer feedback and increase their satisfaction levels</li> <li>Introduction of multiple customer payment channels for the ease of customers</li> <li>Implementation of condition monitoring tools and equipment to reduce outages</li> <li>Implementation of Intelligent Outage Management System for quick recovery during faults</li> </ul>	<ul style="list-style-type: none"> <li>Reducing operational expenses through better customer satisfaction and outage management</li> <li>Punitive measures by regulatory authorities</li> </ul>
11	Energy Access	Risk	<ul style="list-style-type: none"> <li>Ensuring energy access to all sections of the society</li> <li>Making energy access to new applicants on priority basis</li> </ul>	<ul style="list-style-type: none"> <li>Fulfilling new connection (Loop Connection) requests for consumers within 24 hours subjected to compliance (internal target stiffer than regulatory TAT)</li> </ul>	<ul style="list-style-type: none"> <li>Punitive measures by regulatory authorities</li> </ul>

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
12	Data Privacy	Risk	<ul style="list-style-type: none"> <li>Enhancement in dependency on reliance on digital tools and applications increases the vulnerability of potential cyber-attacks and associated digital risks</li> </ul>	<ul style="list-style-type: none"> <li>Implementation of cybersecurity policy</li> <li>Acting on gaps identified during cybersecurity assessments through Computer Emergency Response Team (CERT-in) empanelled assessors.</li> <li>Implementation of Information Security Management System based on ISO27001:2022</li> </ul>	<ul style="list-style-type: none"> <li>Loss of personal and customer data can result in penalties and negatively impact trust of stakeholders</li> </ul>
13	Innovation Management	Opportunity	<ul style="list-style-type: none"> <li>Creating newer Development of digital platforms and solutions for customer and employee simplicity across departments</li> </ul>	<ul style="list-style-type: none"> <li>Collaboration with stakeholders to identify and explore new opportunities</li> <li>Invest in adoption and absorption of new technologies</li> </ul>	<ul style="list-style-type: none"> <li>Increase in margins due to reduction in operating expenses</li> </ul>

## SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9	
<b>Policy and management process</b>										
1. a. Whether your entity's policy / policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
b. Has the policy been approved by the Board? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
c. Web Link of the Policies, if available	<a href="https://www.cesc.co.in/policies">https://www.cesc.co.in/policies</a>									
2. Whether the entity has translated the policy into procedures. (Yes / No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
4. Name of the national and international codes / certifications/labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustee) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.		ISO 9000: 2015	ISO 45001: 2018				<ul style="list-style-type: none"> <li>ISO 14001: 2015</li> <li>ISO 50001: 2018</li> <li>LEED and IGBC Green Building Certification</li> </ul>			ISO 27001: 2013
5. Specific commitments, goals and targets set by the entity with defined timelines, if any. The Company has developed internal targets which are being measured and monitored annually in line with all the principles.										
6. Performance of the entity against the Specific commitments, and targets along-with reasons in case the same are not met.										

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
The Company's endeavour to achieve the set internal targets is on track									
<b>Governance, leadership, and oversight</b>									
7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets, and achievements	<p>The Company acknowledges the need to address environmental challenges and reduce its ecological footprint. As part of its commitment to sustainable operations, the Company has been actively implementing sustainable practices, with a focus on reducing greenhouse gas emissions, minimising waste generation, and integrating green energy across its operations.</p> <p>As a testament to its sustainable commitments, CESC has been strongly emphasizing on expanding its green power portfolio, undertaking energy saving initiatives and comprehensively contributing towards reducing its carbon footprint. The Company has significantly added multiple green building to its sustainable establishments during the reporting period. CESC now proudly holds a portfolio of 18 certified green buildings establishments. The Company has also paved a roadmap of building a 3 GW hybrid renewable energy portfolio across Rajasthan and Gujarat.</p> <p>CESC also offers exclusive green power to its consumers at a regulator determined rate for receiving a supply of green electricity.</p> <p>The Company aims to create a positive impact on society by fostering inclusivity and diversity. CESC is an equal opportunity employer and diversity is highly valued and encouraged. On our talent management front, we strive to ensure that our employees are equipped for the digital age. Our target is to provide training on digital skills by 2030, enhancing our service delivery and supporting our ongoing commitment to innovation and technological competency.</p> <p>Our operations are enhanced by the integration of technological advancements such as digitalization and automation, utilizing tools like Artificial Intelligence (AI) and the Internet of Things (IoT). These innovations support our commitment to safety, diminish our environmental footprint, and improve customer service excellence. A case in point is "Aastha," a humanoid voice Bot, enabled with AI, ML, NLP, NLL capable of conversing in multiple languages, which facilitates prompt resolution of customer inquiries, thereby elevating the standard of customer interactions and service provision. our objective.</p> <p>The Company's commitment to social and community development is exemplified through its community engagement programmes. All the Company's community engagement programmes has been designed around various thematic areas like health, education, skill development and environment to cater the community needs.</p> <p>The latest community initiative, "APARAJITA," establishes an eco-friendly and systematic approach to managing floral waste through the empowerment of women-led urban self-help groups. Through all our community development programmes, CESC has positively touched the lives of more than three lakh individuals during the reporting period.</p> <p>CESC also firmly believes in maintaining the highest standards of governance and ethical behaviour across all its operations and value chain.</p> <p>Lastly, we would like to express our sincere appreciation to all our stakeholders for their steadfast confidence in our work. Your support has been inspiring, pushing us to achieve our utmost potential and to guarantee the continuity of our services. We are eager to maintain this journey with your continued trust and belief in us.</p>								
8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	<p>Name: Rabi Chowdhury</p> <p>Designation: Managing Director (Generation)</p>								



Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9															
9. Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.	<p>Yes. The CSR Committee of the Board of Directors is responsible for decision making on sustainability related issues. The following are the members of the CSR Committee of the Board.</p> <table border="1"> <thead> <tr> <th>DIN</th> <th>Name</th> <th>Designation</th> </tr> </thead> <tbody> <tr> <td>00074796</td> <td>Dr. Sanjiv Goenka</td> <td>Chairman, Non-Executive Director</td> </tr> <tr> <td>00005684</td> <td>Mr. Chandra Kumar Dhanuka</td> <td>Member, Independent Director (till March 31, 2024)</td> </tr> <tr> <td>00139736</td> <td>Mr. Arjun Kumar</td> <td>Member, Independent Director (w.e.f January 19, 2024)</td> </tr> <tr> <td>06601588</td> <td>Mr. Rabi Chowdhury</td> <td>Member, Managing Director (Generation)</td> </tr> </tbody> </table> <p>Note : The Board of Directors of the Company at its meeting held on May 23, 2024 has appointed Mr. Vineet Sikka as member of the Committee w.e.f May 28, 2024.</p>									DIN	Name	Designation	00074796	Dr. Sanjiv Goenka	Chairman, Non-Executive Director	00005684	Mr. Chandra Kumar Dhanuka	Member, Independent Director (till March 31, 2024)	00139736	Mr. Arjun Kumar	Member, Independent Director (w.e.f January 19, 2024)	06601588	Mr. Rabi Chowdhury	Member, Managing Director (Generation)
DIN	Name	Designation																						
00074796	Dr. Sanjiv Goenka	Chairman, Non-Executive Director																						
00005684	Mr. Chandra Kumar Dhanuka	Member, Independent Director (till March 31, 2024)																						
00139736	Mr. Arjun Kumar	Member, Independent Director (w.e.f January 19, 2024)																						
06601588	Mr. Rabi Chowdhury	Member, Managing Director (Generation)																						

10. Details of Review of NGRBCs by the Company:

Subject for Review	Indicate whether review was undertaken by Director / Committee of the Board/ Any other Committee									Frequency (Annually/ Half yearly/ Quarterly/ Any other – please specify)								
	P1	P2	P3	P4	P5	P6	P7	P8	P9	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against above policies and follow up action	CSR Committee of the Board and senior management of the Company									Annually								
Compliance with statutory requirements of relevance to the principles, and rectification of any non-compliances	CSR Committee of the Board and senior management of the Company									Annually								

11. Has the entity carried out independent? assessment/ evaluation of the working of its policies by an external agency? (Yes/ No). If yes, provide name of the agency.	P1	P2	P3	P4	P5	P6	P7	P8	P9
	No	No	No	No	No	No	No	No	No

12. If answer to question (1) above is "No" i.e. not all Principles are covered by a policy, reasons to stated:

Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
The entity does not consider the Principles material to its business (Yes/No)	Not Applicable								
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)									
The entity does not have the financial or/ human and technical resources available for the task (Yes/No)									
It is planned to be done in the next financial year (Yes/No)									
Any other reason (please specify)									

## SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

**Principle 1: Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.**

### Essential Indicators

1. Percentage coverage by training and awareness programmes on any of the principles during the financial year:

Segment	Total number of training and awareness programmes held	Topics / principles covered under the training and its impact	%age of persons in respective category covered by the awareness programmes
Board of Directors	1	Familiarization was provided on key aspects covered under the 9 principles prescribed under the National Guidelines on Responsible Business Code and its relevance to business and other stakeholders to provide effective oversight on the implementation of policies, procedures, and targets with respect to ESG	100%
Key Managerial Personnel	5	Familiarization was provided on key aspects covered under the 9 principles prescribed under the National Guidelines on Responsible Business Code and its relevance to business and other stakeholders to develop effective risk management strategies for mitigation.	100%
Employees other than BoD and KMPs	5	Familiarization was provided on key aspects covered under the 9 principles prescribed under the National Guidelines on Responsible Business Code and its relevance to business and other stakeholders to be informed about their duties in adherence to the Company's commitment and ensure effective implementation of the policies and programmes	4%
Workers	-	-	-

2. Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in FY 2023-24.

Monetary					
	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Amount (In INR)	Brief of the Case	Has an appeal Been preferred? (Yes/No)
Penalty/ Fine					
Settlement			Nil		
Compounding fee					
Non-monetary					
	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Brief of the Case	Has an appeal been preferred? (Yes/No)	
Imprisonment					
Punishment			Nil		

3. Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed.

There have been no cases registered by the entity or by directors/KMPs which resulted in fines/penalties/ punishment/ award/compounding fees/settlement amount paid in proceedings with regulators/law enforcement agencies/judicial institutions, in the reporting year.

Case Details	Name of the regulatory/ enforcement agencies/ judicial institutions
	Not Applicable

4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.

Yes.

The Company's Anti-corruption and Anti-Bribery Policy is designed to uphold the highest ethical standards across all business operations. This policy facilitates the detection and reporting of potential breaches by employees, agents, representatives, vendors, and business partners. Stakeholders are empowered through the company's Vigil Mechanism to report any irregularities, unethical practices, or misconduct.

The Policy complies with all relevant local laws and empowers individuals to identify and report potential breaches effectively. Additionally, it outlines disciplinary actions, including termination of employment for employees and immediate termination of vendor or business partner arrangements, as consequences of policy breaches. The Company has a "zero tolerance" policy towards bribery.

The Anti-Corruption and Anti-Bribery Policy is available on the Company's website and can be accessed at <https://www.cesc.co.in/storage/uploads/policies/Anti%20Corruption%20Anti%20Bribery%20Policy.pdf>

**5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:**

	FY 2023-24	FY 2022-23
Directors	None	None
KMPs		
Employees		
Workers		

**6. Details of complaints with regard to conflict of interest:**

	FY 2023-24		FY 2022-23	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	Nil	None	Nil	None
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	Nil	None	Nil	None

**7. Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.**

There has been no fines/penalties/action taken by regulators/law enforcement agencies/judicial institutions, on cases of corruption and conflicts of interest.

**8. Number of days of accounts payables (Accounts payable \*365) / Cost of goods/services procured) in the following format:**

	FY 2023-24	FY 2022-23
Number of days of accounts payables	48.60	38.26

**9. Open-ness of business**

Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties, in the following format:

Parameter	Metrics	FY 2023-24	FY 2022-23
Concentration of Purchases	a. Purchases from trading houses as % of total purchases	0.60%	0.54%
	b. Number of trading houses where purchases are made from	69	69
	c. Purchases from top 10 trading houses as % of total purchases from trading houses	68.92%	52.54%
Concentration of Sales	a. Sales to dealers / distributors as % of total sales	Not Applicable	
	b. Number of dealers / distributors to whom sales are made		
	c. Sales to top 10 dealers / distributors as % of total sales to dealers / distributors		
Share of RPTs	a. Purchases (Purchases with related parties / Total Purchases)	32%	34%
	b. Sales (Sales to related parties / Total sales)	0.75%	1.04%
	c. Loans and advances (Loans and advances given to related parties/Total loans & advances)	11.44%	7.03%
	d. Investments (Investments in related parties/Total Investments made)	3.01%	1.24%

## Leadership Indicators

1. Awareness programmes conducted for value chain partners on any of the principles during the financial year:

Total number of awareness programmes held	Topics / principles covered under the training	Percentage of value chain partners covered (by value of business done with such partners) under the awareness programmes
1	Familiarization was provided on key aspects covered under the 9 principles prescribed under the National Guidelines on Responsible Business Code and its relevance to the Company's value chain partners.	6.21%

2. Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board? (Yes/No) If Yes, provide details of the same.

The Board of Directors of the Company are governed by Code of business conduct and ethics which has laid out the provisions on conflict of interest. The Code of Conduct is also applicable to all KMPs and Senior Management. They in turn, further incorporate the Code of Conduct in their respective verticals and departments, enabling the Code to cascade down to all the other levels of employees. The mentioned code can be accessed at <https://www.cesc.co.in/storage/uploads/sustainability/Code-of-Conduct.pdf>

Principle 2: Businesses should provide goods and services in a manner that is sustainable and safe.

## Essential Indicators

1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.

	FY 2023-24	FY 2022-23	Details of improvements in environmental and social impacts
R&D	-	-	-
Capex	6.03%	84.12 %	Initiatives and projects around energy efficiency, energy conservation, waste management, water management and employee safety

2. a. Does the entity have procedures in place for sustainable sourcing? (Yes/No)

Yes.

- b. If yes, what percentage of inputs were sourced sustainably?

The Company has implemented a Supplier Due Diligence process to evaluate suppliers across social, environmental, and compliance criteria. Internal process audit teams regularly assess suppliers by conducting physical inspections of facilities, verifying documents, and evaluating them based on the Supplier Assessment Questionnaire. Corrective actions are monitored in subsequent audits.

Suppliers are categorized into Gold, Silver, and Bronze tiers based on their scores.

The criteria for being categorized as a Gold, Silver or Bronze supplier are as follows:

**Gold (Performance score 80-100):** Gold ratings signifies the supplier maintains a high level of compliance with the Standards and Policy and will need to undertake audit once in three years.

**Silver (Performance score 60-79):** Silver ratings signifies that the supplier meets general compliance of the standard and Policy, and proactive measures are required through implementation of best practices to meet CESC's business goals. These suppliers will be audited once in two years to monitor progress.

**Bronze (Performance score <60):** Bronze ratings signify the supplier does not meet compliance requirements for majority of the parameters, however CESC will continue to source while these compliances are remediated within a given timeline. These suppliers will be audited once in a financial year.

Every year the Company aims to increase the coverage of this exercise for a greater number of suppliers. All procurement from the suppliers categorized under the Gold category are deemed to be sustainably sourced.

During the reporting period the Company carried out due diligence exercise for 36 distinct suppliers. The Company has sourced 2.12% of inputs sustainably and responsibly.

3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.

Plastics (including packaging),	The Company is not in the business of using plastic waste for packaging of manufactured products or in distribution of its services.
E-waste	The Company does not deal in electronic consumer goods. Any E-waste generated in the office operations is sold to recyclers authorized by State Pollution Control Boards.
Hazardous waste	The hazardous waste generated in the facilities is sold to registered recyclers or disposers authorized by State Pollution Control Boards.
other waste	The non- hazardous waste generated is disposed through the registered vendors. The biodegradable waste is converted into compost

4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.

Extended Producer Responsibility is currently not applicable to CESC's activities.

#### Leadership Indicators

1. Has the entity conducted Life Cycle Perspective/Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If yes, provide details in the following format?

NIC Code	Name of Product / Service	% of total Turnover contributed	% of total Turnover contributed	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No) If yes, provide the web-link.
The Company is yet to conduct life cycle assessment of its service.					

2. If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products / services, as identified in the Life Cycle Perspective/Assessments (LCA) or through any other means, briefly describe the same along with action taken to mitigate the same.

Name of Product / Service	Description of the risk / concern	Action Taken
Not Applicable		

3. Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).

Indicate input material	% Recycled or re-used input material to total material	
	FY 2023-24	FY 2022-23
Transformer oil	36.51	34.75

4. Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed, as per the following format:

	FY 2023-24			FY 2022-23		
	Reused	Recycled	Safely disposal	Reused	Recycled	Safely disposal
Plastic waste	Not Applicable					
e-waste	Not Applicable					

5. Reclaimed products and their packaging materials (as percentage of products sold) for each product category.

Not Applicable



Principle 3 Businesses should respect and promote the well-being of all employees, including those in their value chains.

### Essential Indicators

1. a. Details of measures for the well-being of employees:

Category	Total A	% of employees covered by									
		Health insurance		Accident insurance		Maternity benefits		Paternity benefits		Day care facilities	
		No. B	% (B/A)	No. C	% (C/A)	No. D	% (D/A)	No. E	% (E/A)	No. F	% (F/A)
Permanent Employees*											
Male	5570	5570	100%	5570	100%	NA	NA	0	0%	0	0%
Female	517	517	100%	517	100%	517	100%	0	0%	0	0%
<b>Total</b>	<b>6087</b>	<b>6087</b>	<b>100%</b>	<b>6087</b>	<b>100%</b>	<b>517</b>	<b>100%</b>	<b>0</b>	<b>0%</b>	<b>0</b>	<b>0%</b>
Other than Permanent Employees											
Male	NA										
Female											
<b>Total</b>											

N.A. - Not Applicable

\*Includes all workforce under the payroll of CESC

b. Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format –

	FY 2023-24	FY 2022-23
Cost incurred on well- being measures as a % of total revenue of the Company	0.61%	0.66%

2. Details of retirement benefits, for Current FY and Previous Financial Year.

Benefits	FY 2023-24			FY 2022-23		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	100%	-	Y	100%	-	Y
Gratuity	100%	-	NA	100%	-	NA
ESI	Exempted	-	NA	Exempted	-	NA
Others- Leave Encashment	100%	-	NA	100%	-	NA
Others- Post Retiral Medical Benefits	100%	-	NA	100%	-	NA

N.A. - Not Applicable

3. Accessibility of workplaces

**Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016?**

Yes, most of the Company's establishments are accessible to the differently abled. For easy commute and movements within the Company's locations, wheelchair facilities are available along with ramp structures.

4. **Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.**

The Company has developed an Employee Welfare Policy which commits towards creating and maintaining a fair, safe, healthy, nurturing, and vibrant work environment, across all its operations. The Policy ensures that all facilities are accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016

As an equal opportunity employer, CESC ensures unbiased treatment of all employees from hiring and induction to separation, regardless of gender, caste, creed, color, religion, disability, or sexual orientation. CESC has been consistently recognized as one of the Great Places to Work for the past three years, reflecting its commitment to promoting a diverse and inclusive workplace culture.

The Employee Welfare Policy is available on the Company's website and can be accessed at

<https://www.cesc.co.in/storage/uploads/policies/Employee%20Welfare%20Policy.pdf>

5. Return to work and Retention rates of permanent employees and workers that took parental leave.

	Permanent employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	N.A.	N.A.	N.A.	N.A.
Female	100%	100%	100%	100%
<b>Total</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>

N.A. - Not Applicable

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief.

	Yes/No (If Yes, then give details of the mechanism in brief)
Permanent employees	Yes.
Other than permanent employees	<p>CESC has deployed a structured grievance redressal process, which is based on the principle of 'prevention is better than cure' to address human rights concerns and to satisfactorily resolve them. All leaders in CESC, including the Managing Director, maintain an open and transparent communication, whereby anybody can approach them to discuss issues and raise grievances. An online portal, Leadership Connect is in place which provides a platform for all Executives to directly interact with the members of the Top Leadership team, including MDs, regarding their queries, ideas, and grievances.</p> <p>Grievances of all non-covenant staff are dealt formally by the Industrial Relations personnel at respective sites through the three-tier grievance redressal mechanism as mentioned below: -</p> <p>As soon as a Grievance is generated and lodged, it is handled by the Supervisor/ Line officer at the shop floor level and resolved.</p> <p>Tier 1</p> <ul style="list-style-type: none"> <li>In case a grievance remains unresolved at the shop floor level, the same is escalated to the line Manager of the department to which the aggrieved employee(s) belongs and is handled jointly along with departmental IR officer/Engineer.</li> <li>If unresolved, the line Manager solicits intervention of the Unit IR official and jointly deals with the issue for resolution.</li> <li>If the issue is major and collective in nature, the same is intervened by the Unit Head, functionally looking after administration who deals with the issue jointly with unit IR official and line Manager of the department.</li> </ul> <p>Tier 2</p> <ul style="list-style-type: none"> <li>If the same still remains unresolved at unit level, it is referred to divisional headquarter for intervention.</li> </ul> <p>Tier 3</p> <ul style="list-style-type: none"> <li>In case of issue remaining still unresolved, it is referred to Central/Corporate IR, where the issue is discussed /negotiated with the central leadership of the Sole bargaining union to arrive at an amicable resolution/settlement.</li> </ul> <p>Upon following all the three tiers as mentioned above, if the issue is still pending resolution, it follows the usual dispute settling route of Conciliation, if required, followed by Adjudication.</p> <p>Issues related to sexual harassment are resolved through a separate Internal Complaints Committee (ICC) which is headed by a female Executive Director and comprises seven members from various facets of the organisation and an external member of commensurate experience.</p>
Permanent workers	
Other than permanent workers	

7. Membership of employees and worker in association(s) or Unions recognised by the listed entity:

Category	FY 2023-24			FY 2022-23		
	Total employees / workers in respective category (A)	No. of employees / workers in respective category, who are part of association(s) or Union (B)	% (B/A)	Total employees / workers in respective category (C)	No. of employees / workers in respective category, who are part of association(s) or Union (D)	% (D/C)
Total Permanent Employees	6087	5687	93.43%	6469	6108	94.41%
Male	5570	5296	95.08%	5966	5724	95.94%
Female	517	391	75.63%	503	384	76.34%

8. Details of training given to employees and workers:

Category	FY 2023-24					FY 2022-23				
	Total A	On health & safety measures		On skill upgradation		Total D	On health & safety measures		On skill upgradation	
		No. (B)	% (B/A)	No. (C)	No. (B)		No. (E)	% (E/D)	No. (F)	% (F/D)
<b>Total</b>										
Male	5570	2187	39.26%	2927	52.54%	5966	1800	30.17%	3277	54.92%
Female	517	221	42.75%	310	59.96%	503	4	0.8%	171	34%
<b>Total</b>	<b>6087</b>	<b>2408</b>	<b>39.55%</b>	<b>3237</b>	<b>53.18%</b>	<b>6469</b>	<b>1804</b>	<b>27.88%</b>	<b>3448</b>	<b>53.30%</b>

9. Details of performance and career development reviews of employees and worker:

Category	FY 2023-24			FY 2022-23		
	Total (A)	No. (B)	% (B/A)	Total (C)	No. (D)	% (D/C)
<b>Total</b>						
Male	5570	1474	26.46%	5966	1426	23.90%
Female	517	224	43.33%	503	207	41.15%
<b>Total</b>	<b>6087</b>	<b>1698</b>	<b>27.90%</b>	<b>6469</b>	<b>1630</b>	<b>25.19%</b>

10. Health & safety management system

- a) Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, the coverage such system?

Yes.

The Company has adopted the Occupational Health & Safety Management System (ISO 45001) across its Distribution and Generation business operations. At CESC, workplace health and safety standards are upheld through the Corporate Safety Manual, Corporate Safety Policy, and eight sets of Internal Safety Standards, including 'Confined Space Entry', 'Working at Height', 'Electrical Safety', 'Permit to Work', 'Safety Observation', 'Incident Investigation', and 'Material Handling', all aligned with ISO 45001 requirements.

Regular assessments are conducted to ensure effective implementation of the occupational health and safety management system. Furthermore, the Company schedules regular training programs, mock drills, and fire drills to educate and raise awareness among employees about the system.

- b) What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

Regular Hazard Identification and Risk Assessments (HIRA) and Job Safety Analysis (JSA) are conducted for both routine and non-routine jobs. These assessments identify, assess, and classify risks as high, moderate, or acceptable. Following this, risk control and minimization measures are implemented to ensure risks are within acceptable limits. This process considers root cause analysis from incident investigation reports, identification of safety rule violations through site safety audits, observation of unsafe acts during safety observations, and recommendations from external experts.

- c) Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks. (Y/N)

Yes, the Company has established a system and process for employees and workers to report work-related hazards. They can report unsafe acts and hazards using an android-based application or provide suggestions through the "Click to Safety" online portal. These processes are designed to minimize risks associated with work-related hazards.

d) **Do the employees have access to non-occupational medical and healthcare services? (Yes/ No)**

Yes, the Company offers comprehensive medical insurance and hospitalization facilities for officers and their families, along with in-house medical services providing free OPD treatment and medicines from partner chemist shops. Moreover, the Company has a reimbursement policy for spectacles and artificial dentures.

A Family Medical Benefit Scheme extends coverage to serving employees, their spouse, and two dependent children, as well as retired employees and their spouses. In case of an employee's death, their spouse continues to receive medical coverage.

Regular health check-ups are conducted for all employees, including electro hystorography for vertigo testing, cardiovascular risk monitoring, bone mineral density testing, eye and dental check-up camps, orthopaedic camp, diabetic camp, cardiac camp, and snake bite workshops.

11. **Details of safety related incidents, in the following format:**

Safety Incident/Number	Category	FY 2023-24	FY 2022-23
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	1.30	1.30
Total recordable work-related injuries	Employees	29	21
No. of fatalities	Employees	0	0
High consequence work-related injury or ill-health (excluding fatalities)	Employees	0	0

12. **Describe the measures taken by the entity to ensure a safe and healthy workplace.**

CESC is dedicated to upholding the highest standards of health and safety in the workplace, achieved through the development and distribution of the Corporate Safety Manual and Corporate Safety Policy. This is supported by eight sets of Internal Safety Standards covering areas such as Confined Space Entry, Working at Height, Electrical Safety, Permit to Work, Safety Observation, Incident Investigation, and Material Handling. These internal safety standards are aligned with the requirements of ISO 45001.

The effectiveness in the implementation of safety management system is ensured through,

- Physical verification of system implementation through safety cell.
- External audits as per requirement for certification/re-certification.
- Review of safety performance and the effective implementation of the policies/ standards by the Apex Safety Committee comprising of the Managing Director (Distribution), Managing Director (Generation) and the Executive Director & CHRO.
- Inducing a safety culture by motivating and encouraging employees to provide suggestions to improving safety performance.
- Site safety observations by department officers.
- Conducting safety awareness and safety perception survey.
- Continuous improvement of health and safety performance by addressing electrical safety, fire safety, working at height through modification of procedures, technology upgradation and leveraging digitalization.

13. **Number of Complaints on the following made by employees and workers:**

	FY 2023-24			FY 2022-23		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	4	0	None	2	0	None
Health and safety	0	0	None	0	0	None

14. **Assessments for the year:**

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Working Conditions	100%
Health and safety	100%

**15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.**

In the occurrence of any safety incident or near miss, the Company undertakes investigation on the possible root causes to identify appropriate corrective and preventive actions. During the reporting period, the following corrective and preventive actions have been implemented at various establishments in Generation and Distribution divisions:

- Introduction of 6-way shorting clip for MV OH lines to ensure proper earthing.
- Introduction of Telescopic Voltage Test Cum Earth Rod to minimise hazards for working at height.
- Introduction of RCBO fitted Extension Board to eliminate electric shock injury during work.
- Introduction of Unit Guard Separator Plate for electrical safe zone creation.
- Use of fire-retardant jacket for mitigation of burn injury due to electric flashover.
- Helmets fitted with Live Line Detectors (LLD) for work near live lines.
- Designing and customization of low and medium height trolley at outdoor yards as per the requirement of departments to bring down the risk of work at height.
- Installation of hydraulically operated truck loader to facilitate loading/ unloading of gas cylinders.
- Provision of inflatable light for Emergency work.
- Implementation of representing SWP for critical jobs in a pictorial format.
- Safety training including behavioural safety aspects, classroom as well as practical and on job trainings, especially on critical activities for Officers, Supervisors and Workmen of both Permanent as well as Contractual.
- Introduction of Android-based APP - SWAPP for registering of Unsafe Act/ Condition, Near Miss and taking necessary actions.
- Google Form for Safety Observations by officers/ safety officers.
- Unified Portal for reporting Safety Observation by officers and taking corrective action.
- Implementation of portable Fire water pump.
- Fire Drills at all major establishments at regular intervals for management of fire related crisis situations and Mock Fire Evacuation Drill at identified office premises under supervision of external experts.
- Re-commissioning of the old Transformer Yard Emulsifier Annunciation system.
- Installation of forced fresh air circulation system (ventilation) for the air-conditioned rooms.
- IR sensor-based touchless operating switches for lifts.

**Leadership Indicators**

**1. Does the entity extend any life insurance or any compensatory package in the event of death of (A) Employees (Y/N) (B) Workers (Y/N).**

Yes, all the employees are covered for applicable Life Insurance benefits.

**2. Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.**

In all contractual obligations with value chain partners, statutory dues such as PF, gratuity, etc. are deducted and paid accordingly within the due dates. Specific contractual obligations are provided for such adherences as mentioned in the contract.

**3. Provide the number of employees / workers having suffered high consequence work-related injury / ill-health / fatalities (as reported in Q11 of Essential Indicators above), who have been are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:**

No cases of high consequence work-related injury / ill-health / fatalities recorded during the reporting period.

**4. Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment?**

The Company has a post-retirement medical insurance for applicable period for employees and spouses. However, there is no provision for continued employability on the event of retirement or termination at present.

**5. Details on assessment of value chain partners:**

	<b>% of value chain partners (by value of business done with such partners) that were assessed</b>
Health and safety practices	2.82%
Working conditions	2.82%



6. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from assessments of health and safety practices and working conditions of value chain partners.

The Company has identified no risk associated with health and safety or working conditions amongst value chain members assessed during the reporting period.

**Principle 4 Businesses should respect the interests of and be responsive to all its stakeholders**

**Essential Indicators**

1. Describe the processes for identifying key stakeholder groups of the entity.

CESC is committed to establishing enduring and impactful partnerships with its stakeholders. The Company believes that open, transparent and ethical communication with all stakeholders is essential for building trust, ensuring the long-term success of business, and achieving triple bottom line. Our engagement approach takes into consideration the dependency, immediacy, responsibility, vulnerability and influence while identifying our key stakeholder groups.

Our key stakeholders include investors, suppliers, regulatory bodies, employees, consumers, media, shareholders, and local communities including NGOs (Non-Governmental Organizations) and local administration.

2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

Stakeholder Group	Whether identified as Vulnerable & Marginalised Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly / others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Investors	No	<ul style="list-style-type: none"> <li>Annual General Meeting</li> <li>Grievances redressal through the Company's Secretarial team</li> <li>Regular interaction with institutional Investors</li> <li>Annual Report</li> <li>Company website</li> <li>Quarterly investor presentation</li> <li>Periodic press release</li> </ul>	<ul style="list-style-type: none"> <li>Annually</li> <li>Need based</li> </ul>	<ul style="list-style-type: none"> <li>Improved profitability and earnings per share</li> <li>Dividend pay-out</li> <li>Transparent disclosure</li> <li>Improvements in ESG disclosure</li> </ul>
Lenders	No	<ul style="list-style-type: none"> <li>Periodic meetings</li> </ul>	<ul style="list-style-type: none"> <li>Need basis</li> </ul>	<ul style="list-style-type: none"> <li>Maintaining healthy working capital</li> <li>Liquid fund position</li> </ul>
Regulatory Bodies	No	<ul style="list-style-type: none"> <li>Periodic public advocacy</li> <li>Regular lesioning</li> </ul>	<ul style="list-style-type: none"> <li>Need basis</li> </ul>	<ul style="list-style-type: none"> <li>Ensuring environmental, social and economic compliance</li> </ul>
Consumers	No	<ul style="list-style-type: none"> <li>Regular on-call surveys for distribution service</li> <li>Regular online digital survey</li> <li>Regular customer awareness</li> <li>Ongoing complaint redressal system</li> </ul>	<ul style="list-style-type: none"> <li>Ongoing activities</li> </ul>	<ul style="list-style-type: none"> <li>Agile fault management</li> <li>Accurate and transparent billing</li> <li>Affordable solutions</li> </ul>
Employees	No	<ul style="list-style-type: none"> <li>Communication Meetings</li> <li>Townhall meetings</li> <li>Coffee with MD</li> <li>Annual employee opinion surveys</li> <li>Employee grievance redressal mechanism</li> <li>Regular interactions for celebrating days of individual, organisational, national, and international significance</li> </ul>	<ul style="list-style-type: none"> <li>Weekly</li> <li>Annually</li> <li>Ongoing</li> <li>Need basis</li> </ul>	<ul style="list-style-type: none"> <li>Learning and development</li> <li>Career growth opportunities</li> <li>Rewards and recognition</li> <li>Facilities and well-being</li> <li>Health and safety at workplace</li> <li>Respecting human rights</li> </ul>

Stakeholder Group	Whether identified as Vulnerable & Marginalised Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly / others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Trade Unions	No	<ul style="list-style-type: none"> <li>Periodic Meetings</li> </ul>	<ul style="list-style-type: none"> <li>Need basis</li> </ul>	<ul style="list-style-type: none"> <li>Health and safety at workplace</li> <li>Respecting human rights</li> </ul>
Suppliers	No	<ul style="list-style-type: none"> <li>Vendors meet</li> <li>Regular vendor audit</li> <li>Periodic vendor interactions for sampling and grievance redressal</li> </ul>	<ul style="list-style-type: none"> <li>Annually</li> <li>Need basis</li> </ul>	<ul style="list-style-type: none"> <li>Payment cycle</li> <li>Business opportunities</li> <li>Capacity building of suppliers on improvements in environmental and social performance</li> </ul>
NGOs/ Community	Yes	<ul style="list-style-type: none"> <li>Regular community meetings</li> <li>Stakeholders Meetings</li> <li>Annual beneficiary perception survey</li> </ul>	<ul style="list-style-type: none"> <li>Quarterly</li> <li>Need basis</li> </ul>	<ul style="list-style-type: none"> <li>Academic support for underprivileged children through school and community-based initiatives</li> <li>Mainstreaming of drop-out children</li> <li>Early Child Care and Development including Pre-School Education</li> <li>Maternal and Child Health Care and Immunisation</li> <li>Social and Economic Empowerment of women and youth</li> <li>Creating a clean environment</li> </ul>
Media	No	<ul style="list-style-type: none"> <li>One on one interactions</li> <li>Periodic press release and press conference</li> </ul>	<ul style="list-style-type: none"> <li>Ongoing</li> <li>Need basis</li> </ul>	<ul style="list-style-type: none"> <li>Transparent and accurate disclosure</li> <li>Brand reputation</li> </ul>

### Leadership Indicators

1. Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.

A Cross-Functional Team (CFT) is established to interact and engage with stakeholder groups through regular communication, reporting to the Managing Directors, Chief Finance Officer, and Company Secretary. The CFT is responsible for collecting feedback from stakeholder consultations and communicating it to the Board. This feedback, along with stakeholder perceptions on key ESG topics, is used for identifying material topics for CESC. Further, these material topics are then prioritized based on their importance to external stakeholders and the business.

2. Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes / No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.

Yes, during the process of identifying material issues, the Company consults with both internal and external stakeholders to identify issues of significant social or environmental impact on stakeholders and its business operations. The Company considers the diverse views and opinions of stakeholders regarding these issues and incorporates them while formulating policies, undertaking decisions-, and business strategies.

3. Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/ marginalized stakeholder groups.

The Company is actively involved in engaging with local communities through its CSR programs with an aim to uplift vulnerable and marginalized groups. These initiatives are designed with the objective of empowering these stakeholders.

Before launching of any CSR programme, the Company meticulously identifies target beneficiary groups and conducts a thorough needs assessment to comprehend community requirements. Subsequently, an implementing partner is selected to carry out a baseline survey and execute the CSR activities. The Company maintains vigilant monitoring and consistently evaluates the effectiveness of its CSR initiatives.

These programs are structured into thematic areas such as Education, Environmental Sustainability, Health, Skill Development, and Employment generation.

### Principle 5: Businesses should respect and promote human rights

#### Essential Indicators

1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:

Category	FY 2023-24			FY 2022-23		
	Total (A)	No. of employees/workers covered (B)	% (B/A)	Total (C)	No. of employees/workers covered (D)	% (D/C)
<b>Employees</b>						
Permanent	6087	990	16.26%	6469	430	6.65%
Other than permanent	-	-	-	-	-	-
Total Employees/Workers	6087	990	16.26%	6469	430	6.65%

2. Details of minimum wages paid to employees and workers, in the following format:

Category	FY 2023-24					FY 2022-23				
	Total (A)	Equal to minimum wage		More than minimum wage		Total (D)	Equal to minimum wage		More than minimum wage	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Permanent	6087	0	0%	6087	100%	6469	0	0%	6469	100%
Male	5570	0	0%	5570	100%	5966	0	0%	5966	100%
Female	517	0	0%	517	100%	503	0	0%	503	100%

3. Details of remuneration/salary/wages

#### a. Median remuneration/wages

	Male		Female	
	Number	Median remuneration / salary/wages of respective category	Number	Median remuneration / salary/wages of respective category
Board of Directors (BOD)*	1	6,54,41,207	-	-
Key managerial personnel**	2	5,43,26,140	-	-
Employees other than BoD and KMP	5567	12,01,288	517	7,83,153
Workers				N.A.

#### Note :

\* Doesnot include any payment to Non-Executive Directors.

\*\* Excludes remuneration of Managing Director considered in BOD.

N.A - Not Applicable

- b. Gross wages paid to females as % of total wages paid by the entity, in the following format:

	FY 2023-24	FY 2022-23
Gross wages paid to females as % of total wages	5.98%	5.81%

4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)

Yes.

The Executive Director & CHRO provides the highest level of executive oversight in addressing human rights concerns for employees and workers of the Company. Additionally, the rights of all categories of employees are safeguarded through a Joint Committee comprised of representatives from Unions/Associations and Management.

5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

CESC has deployed a structured grievance redressal process, which is based on the principle of 'prevention is better than cure' to address human rights concerns and to satisfactorily resolve them. All leaders in CESC, including the

Managing Director, maintain an open and transparent communication, whereby anybody can approach them to discuss issues and raise grievances. An online portal, Leadership Connect is in place which provides a platform for all Executives to directly interact with the members of the Top Leadership team, including MDs, regarding their queries, ideas, and grievances.

Grievances of all non-covenant staff are dealt formally by the Industrial Relations personnel at respective sites through the three-tier grievance redressal mechanism as mentioned below: -

As soon as a Grievance is generated and lodged, it is handled by the Supervisor/Line officer at the shop floor level and resolved.

- **Tier 1:**
  - If a grievance remains unresolved at the shop floor level, it is escalated to the line Manager of the relevant department along with the departmental IR officer/Engineer.
  - If unresolved, the line Manager involves the Unit IR official to jointly address the issue.
  - For major or collective issues, the Unit Head, responsible for administration, intervenes along with the unit IR official and the department's line Manager.
- **Tier 2:**
  - If the grievance persists unresolved at the unit level, it is referred to the divisional headquarters for intervention.
- **Tier 3:**
  - If the issue remains unresolved, it is escalated to Central/Corporate IR, where it is discussed/negotiated with the central leadership of the sole bargaining union to reach an amicable resolution/settlement.

In cases where the issue remains unresolved after following all three tiers, the usual dispute resolution process of Conciliation, if necessary, followed by Adjudication, is pursued.

Issues related to sexual harassment are addressed separately through an Internal Complaints Committee (ICC) led by a female Executive Director and comprising seven members from various areas of the organization, along with an external member with relevant experience.

**6. Number of Complaints on the following made by employees and workers:**

	FY 2023-24			FY 2022-23		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual harassment	1	0	None	0	0	None
Discrimination at workplace	0	0	None	0	0	None
Child labour	0	0	None	0	0	None
Forced labour	0	0	None	0	0	None
Wages	4	0	None	5	0	None
Other human rights related issues	0	0	None	0	0	None

**7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:**

	FY 2023-24	FY 2022-23
Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	1	0
Complaints on POSH as a % of female employees / workers	100%	0
Complaints on POSH upheld	1	0

**8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.**

The Company has implemented mechanisms for the Prevention of Sexual Harassment (POSH) at the workplace. These mechanisms aim to prevent harassment of employees and include guidelines for identifying, reporting, and preventing sexual harassment, as well as procedures for reporting and resolving complaints. Employees can address issues involving sexual harassment by contacting the Internal Complaints Committee (ICC) at [icc@rpsg.in](mailto:icc@rpsg.in). Regular trainings, orientations, and communications familiarize employees with the procedures for reporting grievances.

**9. Do human rights requirements form part of your business agreements and contracts?**

Yes, human rights requirements are incorporated into business agreements and contracts. Suppliers and contractors are required to comply with the terms and conditions outlined in the agreements and contracts.

**10. Assessment of the Year**

	<b>% of your plants and offices that were assessed</b> (by entity or statutory authorities or third parties)
Child labour	100%
Forced labour	100%
Sexual harassment	100%
Discrimination at workplace	100%
Wages	100%

**11. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 10 above.**

CESC undertakes appropriate measures and corrective actions as per prescribed law. The Company also continuously monitor on these aspects and keep check and balances in place.

**Leadership Indicators**

**1. Details of a business process being modified / introduced as a result of addressing human rights grievances/ complaints.**

There have been no significant changes in business processes during the reporting period.

**2. Details of the scope and coverage of any Human rights due diligence conducted.**

The Company respects the fundamental rights of all persons associated with the organization. The effectiveness of the mechanisms in place to manage human resources are periodically audited, which ensures compliance to applicable labour laws.

**3. Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?**

Yes, the Company ensures accessibility for differently abled visitors across its various establishments, providing wheelchair facilities and ramp structures for easy mobility within its locations.

Furthermore, the Company has developed several digital platforms for convenient access to various facilities such as services, new connection requests, ownership changes, bill payments, and disconnection requests. This eliminates the need for human intervention or for visitors/customers to be physically present to avail these services. Additionally, the Company's digital payment options facilitate easy electronic payment of electricity bills from any location.

**4. Details on assessment of value chain partners:**

	<b>% of value chain partners (by value of business done with such partners) that were assessed</b>
Sexual harassment	2.82%
Discrimination at workplace	2.82%
Child labour	2.82%
Forced labour/Involuntary labour	2.82%
Wages	2.82%
Others – please specify	-

**5. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 4 above.**

The Company has identified no risk associated with human right violation amongst value chain members assessed during the reporting period.



**Principle 6: Businesses should respect and make efforts to protect and restore the environment**

**Essential Indicators**

**1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:**

Parameter	FY 2023-24	FY 2022-23
<b>From renewable sources</b>		
Total electricity consumption (A)*	354.03 GJ	363.63 GJ
Total fuel consumption (B)	802.86 GJ	-
Energy consumption through other sources (C)	-	-
Total energy consumption from renewable sources (A+B+C)	1,156.89 GJ	363.63 GJ
<b>From non-renewable sources</b>		
Total electricity consumption (D)	64,162.48 GJ	65,751.00 GJ
Total fuel consumption (E)	6,28,16,233.88 GJ	5,81,44,997.22 GJ
Energy consumption through other sources (F)	-	-
<b>Total energy consumed from non-renewable sources (D+E+F)</b>	<b>6,28,80,396.36 GJ</b>	<b>5,82,11,078.80 GJ</b>
<b>Total energy consumed (A+B+C+D+E+F)</b>	<b>6,28,81,553.24 GJ</b>	<b>5,82,11,111.85 GJ</b>
Energy intensity per rupee of turnover (Total energy consumed / Turnover in rupees)	7,306.72 GJ/ ₹ Crores	7,301.04 GJ/ ₹ Crores
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)**	1,67,177.93 GJ/ ₹ of turnover adjusted to PPP	1,67,047.77 GJ/ ₹ of turnover adjusted to PPP
(Total energy consumed / Revenue from operations adjusted for PPP)		
Energy intensity in terms of physical output	9,862.23 GJ/MU	9,755.51 GJ/MU
Energy intensity (optional) – the relevant metric may be selected by the entity		

\* The value for last FY has been restated due to incorporation of more accurate data monitoring approach and calculation methodology

\*\* The revenue from operations has been adjusted for PPP based on the latest PPP conversion factor published for the year 2022 by Organization for Economic Cooperation and Development (OECD) for India which is 22.88

**If any independent assessment/ evaluation/assurance has been carried out by an external agency?**

The Company has not undertaken an independent assessment on this parameter during the reporting period.

**If yes, name of the external agency.**

Not Applicable

**2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.**

Budge Budge Generating Station and Southern Generating Station are identified as Designated Consumers (DC's) under ongoing PAT Scheme (PAT Cycle VII). The generating stations are required to reduce their specific energy consumption by 0.225% (BBGS) and 0.927% (SGS) respectively against their 2018-19 baseline by 2024-25.

**3. Provide details of the following disclosures related to water, in the following format:**

Parameter	FY 2023-24	FY 2022-23
Water withdrawal by source (in kilolitres)		
(i) Surface water	11,80,25,829 KL	11,68,23,504 KL
(ii) Groundwater	47,037 KL	12,255 KL
(iii) Third party water	2,34,153 KL	1,56,055 KL
(iv) Seawater / desalinated water	-	-
(v) Others	7,025 KL	3,148 KL
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	11,82,94,033 KL	11,69,94,962 KL
Total volume of water consumption (in kilolitres)	1,25,86,501 KL	1,19,47,580 KL
Water intensity per rupee of Turnover (Total water consumption / Revenue from operations)	1,462 KL/₹ Crore	1,498 KL/₹ Crore
Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total water consumption / Revenue from operations adjusted for PPP)*	33,462.67 KL/₹ of turnover adjusted to PPP	34,285.83 KL/₹ of turnover adjusted to PPP

Parameter	FY 2023-24	FY 2022-23
Water intensity in terms of physical output	1,974.04 KL/MU	2,002.28 KL/MU
Water intensity (optional) – the relevant metric may be selected by the entity		

\* The revenue from operations has been adjusted for PPP based on the latest PPP conversion factor published for the year 2022 by Organization for Economic Cooperation and Development (OECD) for India which is 22.88

**If any independent assessment/ evaluation/assurance has been carried out by an external agency ?**

The Company has not undertaken an independent assessment on this parameter during the reporting period.

**If yes, name of the external agency.**

Not Applicable

**4. Provide the following details related to water discharged:**

Parameter	FY 2023-24	FY 2022-23
<b>Water discharge by destination and level of treatment (in kilolitres)</b>		
(i) To surface water		
- No treatment	-	-
- With treatment- please specify level of treatment	10,57,07,531 KL	10,48,86,804 KL
(ii) To groundwater		
- No treatment	-	-
- With treatment- please specify level of treatment	-	-
(iii) To seawater		
- No treatment	-	-
- With treatment- please specify level of treatment	-	-
(iv) Sent to third-parties		
- No treatment	-	-
- With treatment- please specify level of treatment	-	-
(v) Others		
- No treatment	-	-
- With treatment- please specify level of treatment	-	-
<b>Total water discharged (in kilolitres)</b>	<b>10,57,07,531 KL</b>	<b>10,48,86,804 KL</b>

**If any independent assessment/ evaluation/assurance has been carried out by an external agency ?**

The Company has not undertaken an independent assessment on this parameter during the reporting period.

**If yes, name of the external agency.**

Not Applicable

**5. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.**

One of the key levers for achieving is Company's water consumption target, is maintaining Zero Liquid Discharge (ZLD) status at all thermal power plants using freshwater sources. The Budge Budge Generating Station already operates as a Zero Liquid Discharge facility, while the Southern Generating Station has a ZLD system in place, except for the Condenser Cooling System. Through ZLD implementation, the Company ensures 100% reuse and recycling of water in its operations.

The processes that have enabled this achievement include

- Ash water recirculation system for reuse of water in slurry for bottom ash removal
- Reuse of sewage treatment water and effluent water for landscaping
- Reuse of blowdown water from boiler and cooling tower for dust suppression
- Reuse of water reject from dual media filtration and ultra-filtration process

**6. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:**

Parameter	Please specify unit	FY 2023-24	FY 2022-23
NOx*	mg/Nm <sup>3</sup>	10,458	9,868
Sox*	mg/Nm <sup>3</sup>	24,349	22,173
Particulate matter (PM)*	mg/Nm <sup>3</sup>	889	684
Persistent organic pollutants (POP)	MT	-	-
Volatile organic compounds (VOC)	MT	-	-
Hazardous air pollutants (HAP)	MT	-	-

\*The numbers for last year has been restated by consolidations of data for both generating stations (BBGS & SGS) for a more accurate and comprehensive reporting

**If any independent assessment/ evaluation/assurance has been carried out by an external agency?**

The Company has not undertaken an independent assessment on this parameter during the reporting period.

**If yes, name of the external agency.**

Not Applicable

**7. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:**

Parameter	Unit	FY 2023-24	FY 2022-23
Total Scope 1 emissions (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	Metric tonnes of CO <sub>2</sub> equivalent	56,90,530.16	52,05,674.20
Total Scope 2 emissions (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)*	Metric tonnes of CO <sub>2</sub> equivalent	12,654.26	14,912.90
Total Scope 1 and Scope 2 emission intensity per rupee of turnover	tonnes of CO <sub>2</sub> equivalent/INR Crores	662.70	654.78
Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total Scope 1 and Scope 2 GHG emissions (Metric tonnes of CO <sub>2</sub> ) / Revenue from operations adjusted for PPP)**	tCO <sub>2</sub> /INR Crore of turnover adjusted to PPP	15,162.57	14,981.46
Total Scope 1 and Scope 2 emission intensity in terms of physical output	Kg CO <sub>2</sub> per MU	894.48	874.91
Total Scope 1 and Scope 2 emission intensity (optional) – the relevant metric may be selected by the entity	-	-	-

\* The value for last FY has been restated due to incorporation of more accurate data monitoring approach and calculation methodology

\*\* The revenue from operations has been adjusted for PPP based on the latest PPP conversion factor published for the year 2022 by Organization for Economic Cooperation and Development (OECD) for India which is 22.88.

**If any independent assessment/ evaluation/assurance has been carried out by an external agency?**

The Company has not undertaken an independent assessment on this parameter during the reporting period.

**If yes, name of the external agency.**

Not Applicable.

**8. Does the entity have any project related to reducing Green House Gas emission? If yes, then provide details.**

CESC is fully aware of the challenges posed by climate change and the urgent necessity to reduce greenhouse gas emissions. India, as a signatory to the Paris Agreement, is committed to achieving net zero emissions by 2070 and aims to reduce its emission intensity by 45% by 2030 compared to 2005 levels. Recognizing our pivotal role in the power generation business, we understand the importance of providing reliable power to consumers while facilitating the country's transition away from fossil fuels in accordance with the Glasgow Climate Pact.

To align with these goals, both our Generation and Distribution teams have implemented the following strategies to minimize greenhouse gas emissions:

**Adopting energy efficient technologies:** Enhancing our energy efficiency, particularly by reducing auxiliary power consumption, is a fundamental aspect of our climate change strategy at CESC. We consistently aim to blend technology, processes, and environmental awareness for the benefit of both the environment and society. Proactively engaging with stakeholders, we strive to innovate and identify emerging technologies that contribute to reducing energy demand and achieving our climate goals.

Throughout the financial year, the Company has embraced various new technologies and upgraded existing infrastructure to decrease energy intensity, as outlined in Annexure G of the report, in accordance with Section 134(3) (m) of the Companies Act, 2013. Additionally, many of our offices and substations adhere to Green Building Principles, complementing the decarbonization process through energy efficiency measures.

**Alternative sources of energy:** As part of our commitment to operational efficiency, we're actively reducing fossil fuel consumption by tapping into renewable energy sources, primarily solar power. We've installed solar rooftops totalling 228 kW at substations and generating stations. Additionally, our Southern Generation Station operates a 3X15

kW micro-hydel project for auxiliary power needs. We're also transitioning to biomass pellets as an alternative to coal, further enhancing our renewable energy use.

In delivering low carbon electricity, we're greening our supply chain by procuring renewable energy through mechanisms like Green Term Ahead Markets and engaging in long-term power purchase agreements with large solar power generators.

CESC has installed a microgrid at the Chakmir substation, featuring a 100 kWp floating solar plant supported by a 218 kWh Battery Energy Storage System (BESS), enabling decentralized and sustainable power sourcing for crisis management. Additionally, the Company had also earlier installed a 315 kWh capacity BESS as a pilot project, which is now completely operational.

The Company also offers exclusive green power to customers at regulatory determined rate, encouraging sustainable energy consumption.

CESC has also formulated the plans to build a 3 GW hybrid renewable energy portfolio across Rajasthan and Gujarat.

**Distribution loss control:** CESC recognizes distribution losses as a significant concern within its climate change mitigation efforts. Both technical and non-technical losses not only impact the utility's financial and operational performance but also contribute to an increase in our greenhouse gas emissions.

To address this issue, the Company has established a strategic Loss Control Cell (LCC) dedicated to minimizing distribution losses. This involves conducting regular energy audits, identifying areas prone to losses, and implementing various measures to mitigate them. These measures include consumer indexing to pinpoint sales gap areas, replacing non-functional Automatic Power Factor Control (APFC) panels, utilizing coaxial cables for better efficiency, and renovating meter boxes.

By actively addressing distribution losses through the LCC's initiatives, CESC aims to enhance operational efficiency, reduce greenhouse gas emissions, and contribute to its climate change mitigation roadmap.

**Low carbon transformation of value chain:** The Company is committed to electrifying its entire value chain to enable a low-carbon transformation. In pursuit of this goal, we actively promote the adoption of environmentally friendly technologies and devices, such as electric vehicles and e-cooking, among the public, including our customers.

**Promoting demand side interventions:** CESC, as a responsible business, extends its efforts beyond regular operations to educate customers on energy usage patterns and conservation measures. We actively assist them in managing their power demand, leveraging the transparency provided by the electricity bill. Through detailed consumption and tariff information, customers gain awareness of their energy usage, supplemented by energy efficiency tips included in their bills. Moreover, we provide additional guidance through resources like the e-booklet "Be Smart Save Smart."

Furthermore, we keep customers informed about the latest energy conservation technologies through our website and digital platforms. Through the successful adoption of our decarbonization strategy, we have significantly reduced our carbon footprint and emissions over the years. The Company's progress in meeting its commitments is detailed in subsequent sections.

9. Provide details related to waste management by the entity, in the following format:

Parameter	FY 2023-24	FY 2022-23
Total waste generated (In metric tonnes)		
Plastic waste (A)	-	-
E-waste (B)	16.84	0
Bio-medical waste (C)	0.02	0.0186
Construction and demolition waste (D)	150.05	-
Battery waste (E)	2.98	-
Radioactive waste (F)	-	-
Other Hazardous waste. Please specify, if any. (G)	141.04 Transformer Oil- 115.17	144.94*
Other Non-hazardous waste generated (H)	Office waste (dry and wet)- 70.93	Metal Scrap- 66.1 Office waste (dry and wet)- 71.87
<b>Total (A+B + C + D + E + F + G + H)</b>	<b>496.87</b>	<b>282.93</b>

Parameter	FY 2023-24	FY 2022-23
Waste intensity per rupee of turnover (Total waste generated / Revenue from operations)	0.057 MT/INR Crores	0.035 MT/INR Crores
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)** (Total waste generated in MT / Revenue from operations adjusted for PPP)	1.32 MT/INR of turnover adjusted to PPP	0.81 MT/INR of turnover adjusted to PPP
Waste intensity in terms of physical output (MT/MU)	0.08	0.05
Waste intensity (optional) – the relevant metric may be selected by the entity	-	-
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)		
Category of waste		
(i) Recycled	Used oil- 11.31*** Bio Medical waste- 0.0047 Transformer Oil-120.03	Used oil- 140.96*** Bio Medical waste- 0.0082 Waste oil- 2.00
(ii) Re-used	Transformer Oil- 98.08	Used Oil- 96.07
(iii) Other recovery operations	-	-
Total	229.42	239.03
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
	Category of waste	
(i) Incineration	Bio Medical Waste- 0.0024 Waste Resin- 4.83 Oil-Soaked Cotton Waste- 1.62 Transformer Oil-21.95	Bio Medical Waste- 0.009 Waste Resin- 0.70 Oil-Soaked Cotton Waste- 0.55 Used Oil- 24.02
(ii) Landfilling		
(iii) Other disposal operations	Office waste (dry and wet)- 70.93	Metal scrap- 66.1 Office waste (dry and wet)- 71.87
Total	99.33	163.24

\* The data for FY 2023-24 could be reported due to implementation of a comprehensive and robust waste management data system.

\*\* The revenue from operations has been adjusted for PPP based on the latest PPP conversion factor published for the year 2022 by Organization for Economic Cooperation and Development (OECD) for India which is 22.88

\*\*\* Used oil density has been considered as 0.95 Tonnes/KL

**If any independent assessment/ evaluation/assurance has been carried out by an external agency?**

The Company has not undertaken an independent assessment on this parameter during the reporting period.

**If yes, name of the external agency.**

Not Applicable

**10. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your Company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.**

CESC is dedicated to reducing waste generation through reuse and recycle of materials. Additionally, the Company prioritizes responsible waste disposal practices and has implemented Standard Operating Procedures (SOPs) across its plants to ensure safe handling and disposal of waste. All generated waste is segregated at the source into hazardous and non-hazardous categories.

Hazardous waste is disposed off through third-party vendors approved by the State Pollution Control Board (SPCB), while non-hazardous waste is sent to authorized vendors for proper disposal or recycling. CESC is committed to achieving zero waste to landfill and maximizing the value-added utilization of waste materials.



At all power stations, hazardous waste such as oil-soaked cotton, used oil, and resins, which pose environmental and community risks, are handled with utmost care and responsibility. These wastes are diverted to appropriate disposal channels and authorized recyclers in full compliance with regulations set by the SPCB.

CESC actively recycles used mineral oil for reuse in OLTC and distribution transformers, reducing waste generation and the need for additional oil. Furthermore, CESC has replaced mineral oils with synthetic ester-filled oil in five power transformers and with either synthetic or natural ester oil in twelve distribution transformers.

These oils offer numerous advantages over mineral oil, including biodegradability, making them a more environmentally friendly option for disposal. Additionally, ester oils can withstand higher levels of heat and are less flammable than mineral oil, significantly enhancing safety measures.

11. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:

S. No.	Location of operations/ offices	Type of operations	Whether the conditions of environmental approval / clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any.
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The Company has no operations/offices in/around any ecologically sensitive areas. All the operating plants/stations have a valid CTO for operations.

12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
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Not applicable. We are not required to conduct EIA as we fall under orange category

13. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India, such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format: Yes.

S. No.	Specify the law / regulation / guidelines which was not complied with	Provide details of the non-compliance	Any fines / penalties / action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
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N.A.

N.A. - Not Applicable

### Leadership Indicators

1. Water withdrawal, consumption, and discharge in areas of water stress (in kilolitres):

For each facility / plant located in areas of water stress, provide the following information:

- Name of the area
- Nature of operations
- Water withdrawal, consumption, and discharge in the following format:

Parameter	FY 2023-24	FY 2022-23
Water withdrawal by source (in kilolitres)		

Parameter	FY 2023-24	FY 2022-23
(i) Surface water		
(ii) Groundwater		
(iii) Third party water		
(iv) Seawater / desalinated water		
(v) Others		
Total volume of water withdrawal (in kilolitres)		Not Applicable
Total volume of water consumption (in kilolitres)		
Water intensity per rupee of turnover (Water consumed / turnover)		
Water intensity (optional) – the relevant metric may be selected by the entity		
Water discharge by destination and level of treatment (in kilolitres)		

(i) To Surface water		
- No treatment		
- with treatment – please specify level of treatment		
(ii) To Groundwater		
- No treatment		
- with treatment – please specify level of treatment		
(iii) To Seawater		
- No treatment		
- with treatment – please specify level of treatment		Not Applicable
(iv) Sent to third parties		
- No treatment		
- with treatment – please specify level of treatment		
(v) Others		
- No treatment		
- with treatment – please specify level of treatment		

**Total water discharged (in kilolitres)**

None of the Company's operations are located in water stress regions as per recent reports of Central Groundwater Board

If any independent assessment/ evaluation/assurance has been carried out by an external agency?

Not Applicable

If yes, name of the external agency.

Not Applicable

**2. Please provide details of total Scope 3 emissions & its intensity, in the following format:**

Parameter	Unit	FY 2023-24	FY 2022-23
Total Scope 3 emissions (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	Metric tonnes of CO <sub>2</sub> equivalent		
Total Scope 3 emissions per rupee of turnover			
Total Scope 3 emission intensity (optional) – the relevant metric may be selected by the entity			

Acknowledging the substantial impact of its Scope 3 emissions, particularly stemming from logistic and value chain operations, CESC is dedicated to undertaking efforts to estimate these emissions in the future.

**If any independent assessment/ evaluation/assurance has been carried out by an external agency?**

Not Applicable.

**If yes, name of the external agency.**

Not Applicable.

- 3. With respect to the ecologically sensitive areas reported at Question 11 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities.**

Question 11 is not applicable for the Company as it does not have operations/offices in/around ecologically sensitive areas. Hence, there are no significant direct & indirect impact of the entity on biodiversity in such areas.

- 4. If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:**

Sr. No	Initiative undertaken	Details of the initiative (Web-link, if any, may be provided along-with summary)	Outcome of the initiative
1	Reduction in auxiliary electricity	<ul style="list-style-type: none"> <li>Replacement of SVP Lamp sets with LED lights (730 Nos) at selected areas at CHP conveyor area, transformer yard of BBGS and also office blocks at SGS</li> <li>Installation of VFD in LDO pump, Intake pump, LP pumps etc at BBGS</li> <li>Replacement of the pressure stage pump cartridge of one BFP-2A at BBGS with a refurbished one to improve the efficiency</li> <li>Refurbishment of Air Preheater baskets at SGS</li> </ul>	<ul style="list-style-type: none"> <li>Reduced energy consumptions and enhanced energy efficiency.</li> </ul>
2	Integration of renewable energy	<ul style="list-style-type: none"> <li>The Company has installed solar rooftops to the tune of 228 kW at its substations and generating stations.</li> <li>At Prinsep Street Substation, a roof top wind turbine of 5.1 kWp has been installed with grid connection.</li> <li>315kWh Battery Energy Storage System (BESS) installed at East Kolkata substation.</li> <li>At Southern Generation Station, the Company operates a 3X15 kW micro hydel project for its auxiliary power consumption.</li> <li>The Company has commissioned its first microgrid at Chakmir substation, having a floating solar plant of 100kW capacity supported with 218 kWh Battery Energy Storage System (BESS).</li> <li>Solar panels installed for BBGS Gate Complex building (18KW).</li> <li>At BBGS, 2KW solar panels installed for running the Air to Water project in the canteen.</li> </ul>	<ul style="list-style-type: none"> <li>Lesser reliance on fossil fuel-based energy sources</li> </ul>
3	Green Building	<ul style="list-style-type: none"> <li>The Company embraces the principles of Green Building to enhance resource optimization and efficiency. The Company till date has a portfolio of 18 certified green buildings establishments.</li> <li>The Gate Complex Building of BBGS has been converted into a Green Building &amp; got Platinum certification from by IGBC.</li> </ul>	<ul style="list-style-type: none"> <li>Enhanced energy efficiency</li> <li>Decreased water and energy use</li> </ul>
4	Alternative fuel use	<ul style="list-style-type: none"> <li>BBGS has opted for firing coal-biomass mixture on several non-torrefied agro based biomass pellets in Unit-3.</li> <li>At SGS, tire-based blending of coal for optimum use of oil has been introduced</li> </ul>	<ul style="list-style-type: none"> <li>Decreased carbon emissions</li> </ul>

Sr. No	Initiative undertaken	Details of the initiative (Web-link, if any, may be provided along-with summary)	Outcome of the initiative
5	Electric vehicles	<ul style="list-style-type: none"> <li>At BBGS, six LPG based internal Auto vehicles have already been replaced by battery operated e-Autos.</li> <li>At BBGS, has one electric battery powered golf cart and one e-rickshaw have has been converted into a multipurpose fire van.</li> <li>A new battery operated e-vehicle has been introduced for watering plants &amp; roads inside the station at BBGS.</li> <li>Installed three EV Public Charging Stations in collaboration with Kolkata Municipal Corporation at three strategic locations.</li> <li>Installed EV chargers at two locations (CESC House and Taratala DTI) for charging the captive fleet</li> <li>The Company has already provided supply at 11 nos. West Bengal Transport Corporation (WBTC) bus depots to support electric bus charging and is in the process to extend supplies at another 13 bus depots.</li> </ul>	<ul style="list-style-type: none"> <li>Decreased carbon emissions from vehicles</li> </ul>
6	Rainwater harvesting	<ul style="list-style-type: none"> <li>Rooftop rainwater harvesting system (416 sq. meters collection area) has been constructed at BBGS above the cooling water pump house. Presently total collection area at BBGS is 3,523.82 sq. meters)</li> <li>Rainwater harvesting system has been incorporated at the Park Circus Distribution Station and EM Substation</li> </ul>	<ul style="list-style-type: none"> <li>Water conservation and less dependency on fresh water</li> </ul>
7	Sewage treatment plant	<ul style="list-style-type: none"> <li>Sewage Treatment Plant with 7 KL/day capacity has been installed to recycle the sewage water of the gate Complex Building of BBGS plant.</li> </ul>	<ul style="list-style-type: none"> <li>Effective wastewater management and reuse of water.</li> </ul>
8	Air to water generator	<ul style="list-style-type: none"> <li>A 100 Litres/day atmospheric air to water generator has been installed at the BBGS canteen. Drinking water is being generated from ambient air through this equipment.</li> </ul>	<ul style="list-style-type: none"> <li>Water conservation</li> </ul>
9	Admixture use for construction	<ul style="list-style-type: none"> <li>Use of admixture for reducing water requirements for concrete.</li> </ul>	<ul style="list-style-type: none"> <li>Reduced water consumption</li> </ul>
10	Automatic water level controller	<ul style="list-style-type: none"> <li>Automatically adjusts the water level in tank by turning off motor when there is no water flow, thus saving energy.</li> </ul>	<ul style="list-style-type: none"> <li>Reduced energy and water consumption.</li> </ul>
11	Zero Liquid Discharge	<ul style="list-style-type: none"> <li>Budge Budge Generating Station is a Zero Liquid Discharge station, while Southern Generating Station has a Zero Liquid Discharge system except for once through type Condenser Cooling System.</li> </ul>	<ul style="list-style-type: none"> <li>Less dependency on fresh water</li> </ul>
12	Transformer Oil Reuse	<ul style="list-style-type: none"> <li>Reclamation of Used Mineral Oil and re-use of same in OLTC, Distribution Transformers etc. instead of New Oil.</li> </ul>	<ul style="list-style-type: none"> <li>Minimise waste generation and reduce requirement / use of new oil.</li> </ul>
13	Distribution Transformer Reuse	<ul style="list-style-type: none"> <li>Refurbishment of old DTR and reuse of same in power network.</li> </ul>	<ul style="list-style-type: none"> <li>Minimize waste generation and optimize use of natural resources</li> <li>Cost reduction against new DTR</li> </ul>
14	Air emission	<ul style="list-style-type: none"> <li>A new battery-operated e-vehicle has been introduced for dust suppression inside the plant as well as outside main gate.</li> <li>Feasibility study for implementation of de-NOx mechanism across Unit 1, 2 and 3 has been undertaken. Technical specifications for all the units has been prepared.</li> </ul>	<ul style="list-style-type: none"> <li>Improves dust control</li> </ul>

Sr. No	Initiative undertaken	Details of the initiative (Web-link, if any, may be provided along-with summary)	Outcome of the initiative
15	Water management	<ul style="list-style-type: none"> <li>Installation of wireless technology for operation of drinking water pump to prevent overflow of water from tank.</li> <li>Air to Water Generator machine (capacity 100 LPD) has been made operational in the canteen for providing drinking water to the diners.</li> </ul>	<ul style="list-style-type: none"> <li>Minimised water wastage</li> </ul>
16	Waste management	<ul style="list-style-type: none"> <li>Recently received a patent jointly with M/S SDG Consultants for using bottom ash in concrete mix replacing riverbed sand.</li> </ul>	<ul style="list-style-type: none"> <li>Complete utilization of the ash produced</li> </ul>

**5. Does the entity have a business continuity and disaster management plan? Give details in 100 words/ web link.**

Yes, the Company has both Business Continuity plan and disaster management plan.

**Business Continuity Plan**

Owing to the Company's dynamic environment, the Company has evaluated its preparedness for business continuity by incorporating certain measures:

- Upgrading all DC/DR with Hyper Converged Infrastructure, a cutting edge 24x7 Network Operation Centre (NOC) & Security Operation Centre (SOC).
- Implementing a global standard User Email system for Company's corporate use.
- Using high-availability Web Application Firewall (WAF) both internally & externally to safeguard all the Company's applications.
- Exploring appropriate Cyber Insurance coverage with multiple insurance providers to evaluate and prepare accordingly.
- Conducting mock drills in the Generation and Distribution divisions as per the Crisis Management Plan (CMP)

**Disaster Management Plan**

CESC has implemented a robust disaster management plan accompanied by a comprehensive set of standard operating procedures covering pre, during, and post-disaster activities to effectively mitigate the risks associated with cyclones and floods. The disaster management framework operates under three layered structures: the Apex Disaster Management Group (ADMG), Central Disaster Management Group (CDMG), and Nodal Disaster Management Group (NDMG), each with a defined responsibility matrix to oversee plan execution.

The plan follows a 3-tier approach focusing on communication and coordination, redundancy enhancement, and resource augmentation to ensure thorough preparation during cyclones, nor'westers, floods, and earthquakes.

Web Link: <https://www.cesc.co.in/storage/uploads/sustainability/CESC%20ESG%20Report%20FY%2022-23.pdf>

**6. Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard.**

The Company has identified no risk associated with violation of environmental laws amongst value chain members assessed during the reporting period.

**7. Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.**

2.82 % of value chain members have been exercised for the Supplier Due Diligence process which includes assessment for environmental impacts.

**Principle 7 Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent**

**Essential Indicators**

**1. a. Number of affiliations with trade and industry chambers/ associations.**

The Company is associated with 17 industry chambers/ associations.

**b. List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.**



S. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/ National)
1	Confederation of Indian Industries (CII)	National
2	The Associated Chambers of Commerce & Industry of India (ASSOCHAM)	National
3	The Committee of International Council on Large Electric Systems, India (CIGRE)	National
4	India Smart Grid Forum (ISGF)	National
5	National Safety Council (NSC)	National
6	Central Board of Irrigation & Power (CBIP)	National
7	All India Management Association (AIMA)	National
8	National HRD Network (NHRDN)	National
9	Employers' Federation of India (EFI)	National
10	Administrative Staff College of India (ASCI)	National
11	Quality Circle Forum of India (QCFI)	National
12	Council of Power Utility	National
13	Bureau of Indian Standards (BIS)	National
14	Institute of Electrical and Electronics Engineers (IEEE)	National
15	Calcutta Management Association (CMA)	State
16	British Council Limited (BCL)	State
17	State Productivity Council	State

2. Provide details of corrective action taken or underway on any issues related to anti-competitive conduct by the entity, based on adverse orders from regulatory authorities.

Name of authority	Brief of case	Corrective action taken
N.A.		

N.A. - Not Applicable

### Leadership Indicators

1. Details of public policy positions advocated by the entity:

S. No.	Public policy advocated	Method resorted for such advocacy	Whether Information available in public domain? (Yes/No)	Frequency of Review by Board (Annually/ Half yearly/ Quarterly /Others – please specify)	Web Link, if available
1.	-	-	-	-	-

Principle 8 Businesses should promote inclusive growth and equitable development

### Essential Indicators

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.

Name and brief details of project	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
SIA was not undertaken during the reporting period.					

2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity.

S. No.	Name of Project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (In INR)
No Rehabilitation and Resettlement is being undertaken by the Company						

3. Describe the mechanisms to receive and redress grievances of the community.

The Company is dedicated to supporting underprivileged communities through its CSR initiatives in a thoughtful and impactful manner, aiming to enhance their quality of life.

The CSR team collaborates with non-profit organizations selected based on their experience to execute project activities in line with policy.

With the assistance of NGO partners, the Company undertakes focussed group discussions, where beneficiaries are empowered to share their perspectives and voice their concerns. Regular discussions between implementing partners and communities occur, supplemented by quarterly project reviews where stakeholders can express grievances and appropriate redressal measures are taken.

Furthermore, the Company conducts an Annual Beneficiary Perception Survey to gauge the effectiveness of CSR programs. These surveys help identify any gaps between community needs and program activities, allowing for the customization of CSR programs accordingly.

**4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:**

	FY 2023-24	FY 2022-23
Directly sourced from MSMEs/ small producers	3.36%	3.10 %
Directly from within India	100%	100%

**5. Job creation in smaller towns – Disclose wages paid to employees or workers employed on a permanent or non-permanent/ on contract basis) in the following locations, as % of total wage cost:**

Location	FY 2023-24	FY 2022-23
Rural	0.00%	0.00%
Semi-urban	0.00%	0.00%
Urban	0.00%	0.00%
Metropolitan	100%	100%

**Leadership Indicators**

**1. Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above).**

Details of negative social impact identified	Corrective action taken
SIA was not undertaken during the reporting period.	

**2. Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies.**

S. No.	State	Aspirational District	Amount spent (In INR)
The Company has not invested in any community development programmes in the aspirational districts identified by Niti Aayog			

**3. a) Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized /vulnerable groups? (Yes/No)**

As part of its commitment to procurement activities, the Company actively seeks out opportunities to engage with diverse supplier groups. CESC has formulated an Inclusive Growth and Equitable Development Policy, which underscores its dedication to conducting business responsibly while addressing social and economic development concerns in alignment with national and local sustainable development agendas.

The Company places a strong emphasis on procuring from local suppliers, not only to realize cost savings on logistics but also to reduce vehicular emissions. Furthermore, this practice contributes to boosting the local economy.

In accordance with the provisions of the Inclusive Growth and Equitable Development Policy, CESC is steadfast in establishing a competitive and sustainable value chain that supports businesses in creating sustainable livelihoods, particularly for vulnerable communities.

**b) From which marginalised/vulnerable groups do you procure?**

As part of its procurement practices, the Company actively seeks out and develops diverse supplier groups. To promote supplier diversity and inclusion, the Company specifically engages with small and medium-scale suppliers whose proprietors are women, transgender individuals, or persons with disabilities, recognizing them as vulnerable groups.

The Company proactively procures from these vulnerable suppliers, demonstrating its commitment to supporting and empowering diverse businesses within its supply chain.

**c) What percentage of total procurement (by value) does it constitute?**

The Company shall endeavour to define mechanisms to capture the required data in the years to come.

4. Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge.

S No.	Intellectual Property Based on Traditional Knowledge	Owned/Acquired (Yes/No)	Benefit Shared (Yes/No)	Basis of Calculating Benefit
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N.A.

N.A. - Not Applicable

5. Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved.

S. No.	Intellectual Property based on traditional knowledge	Owned/ Acquired (Yes/No)	Benefit shared (Yes / No)	Basis of calculating benefit share
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N.A.

N.A. - Not Applicable

6. Details of beneficiaries of CSR Projects:

CSR Project	No. of persons benefitted from CSR Projects	% of beneficiaries from vulnerable and marginalised groups
Akshar	493 children	100%
Muktangan	304 children	100%
Indradhanush	531 children	100%
SNEH	4,980 women and 858 children	100%
Schools Build	4468	100%
Aparajita	20 direct beneficiaries, 67,480 families indirectly impacted	100%
Kiran	1,000 community members	100%
Urja Chetna	7,522 children and 350 teachers	100%
Eye camps	708 persons	100%
Eklavya - CESC Skill Academy	1,929 youths trained and 1,380 youths placed	100%

**Principle 9 Businesses should engage with and provide value to their consumers in a responsible manner**

**Essential Indicators**

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

In accordance with regulatory guidelines, CESC has established a Grievance Redressal Forum (GRF) comprising Officers Grievance Redressal (GROs) and Central Grievance Redressal Officers (CGROs). Consumers having grievances can approach their respective GROs to address their complaints. The concerned officers will deal with the complaint in accordance with the Regulatory Guidelines and give a reasonable solution after hearing the complainant and representing officer of CESC.

Apart from the aforesaid GRF, consumers can lodge complaints to CESC through various channels including letters, emails, telephone (via the 24x7 call center), or digital platforms such as the CESC website, mobile app, and chatbot.

Complaints arising from outages are documented in the Customer Relationship Management (CRM) system, and messages are relayed to the LT control room engineers who dispatch mobile field crews. Affected consumers are typically notified via SMS about the outage and the expected restoration time. Implementation of the Outage Management System application synchronized with SCADA provides real-time outage information. Any delays in restoration are flagged in the CRM dashboard, which is continuously monitored 24x7 by LT Control Room Engineers, who expedite the supply restoration process.

2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:

	As a percentage to total turnover
Environmental and social parameters relevant to the product	N.A.
Safe and responsible usage	
Recycling and/or safe disposal	

N.A. - Not Applicable

3. Number of consumer complaints in respect of the following:

	FY 2023-24		Remarks	FY 2022-23		Remarks
	Received during the year	Pending resolution at end of year		Received during the year	Pending resolution at end of year	
Data privacy	0	0	None	0	0	None
Advertising	0	0	None	0	0	None
Cyber-security	0	0	None	0	0	None
Delivery of essential services*	1,789	4	None	1111	15	None
Restrictive Trade Practices	0	0	None	0	0	None
Unfair Trade Practices	0	0	None	0	0	None
Other	0	0	None	0	0	None

\*Includes the pending complaints received during previous years

#### 4. Details of instances of product recalls on account of safety issues:

	Number	Reasons for recall
Voluntary recalls		
Forced recalls		N.A.

N.A. - Not Applicable

#### 5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.

Yes, the company has a cybersecurity framework in place and has put in mechanisms for tackling and mitigation of cyber risks and data privacy threats.

The framework is crucial in safeguarding the business processes against potential security breaches and preventing any misuse of customer data. To ensure the commitment, Company is following structured processes that are enabled by implementing the ISO 27001:2013 standard guidelines.

Every year, the Company undertakes a rigorous cybersecurity assessment through Computer Emergency Response Team (CERT-In) empanelled assessors for all our processes and frameworks. During the programme, all our security systems, policies and controls are assessed and validated against applicable regulations and cybersecurity guidelines of CEA or National Critical Information Infrastructure Protection Centre (NCIIPC).

As part of Company's 2030 targets, the aim is to expand the implementation of the Information Security Management System (ISMS) outlined in ISO 27001 and ISO 27019 to cover other areas such as generation and distribution functions. Additionally, CESC plans to implement ISO 22301:2019 (Business Continuity Management System) in a phased approach, leading to a comprehensive compliance management program.

Web Link: <https://www.cesc.co.in/sustainability>

#### 6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.

In the reporting year, no cases or incidents related to issues such as advertising, delivery of essential services, cybersecurity, or data privacy of customers were reported. However, any general complaints stemming from outages are documented in the Customer Relationship Management (CRM) system. These complaints are visible to the Regional Reporting Centres (RRC), which dispatch mobile field crews to attend to the issues.

In some cases, messages regarding emergency situations, such as fire or conductor snapping, are received through the Police or other agencies by the Security Control room of CESC. These messages are relayed to the LT control room, where dockets are generated and complaints are addressed through the RRC by dispatching mobile field crews to the site.

Empirical mapping of customers to distribution transformers and availability of valid mobile numbers enable the Company to send SMS alerts to affected consumers regarding the fault and expected restoration time. For HT outages, real-time information is provided through the Outage Management System application synced with SCADA.

Any delays in supply restoration are flagged in the CRM dashboard, which is monitored 24x7 by LT Control Room Engineers, who expedite the restoration process.

Furthermore, all control rooms are equipped with sensor-based IoT platforms and drones for online health monitoring and predictive maintenance of the network and equipment to ensure uninterrupted power supply (24X7). HT & LT Command Centres backed up with GIS technology facilitate quick mobilization of gangs through a Crew Management App, along with GPS tracking, to promptly attend affected areas. The Company prioritizes the prompt restoration of power for healthcare facilities and major drainages within 30 minutes through RMU automation.

#### 7. Provide the following information relating to data breaches:

- a. Number of instances of data breaches - Nil
- b. Percentage of data breaches involving personally identifiable information of customers - Nil
- c. Impact, if any, of the data breaches - Nil

### Leadership Indicators

**1. Channels / platforms where information on products and services of the entity can be accessed (provide web link, if available).**

Details about the Company's offerings can be found on the Company's website. Please visit the following web links to access the same:

CESC Website: <https://www.cesc.co.in/home>

CESC ESG Report: <https://www.cesc.co.in/storage/uploads/sustainability/CESC%20ESG%20Report%20FY%2022-23.pdf>

**2. Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.**

CESC takes all the necessary steps to ensure safe use of electricity by deploying various means to create awareness. These includes:

- Branding of all call centre vehicles with safety messages
- Organizing safety workshops for electricians and residents of housing complexes on online platforms through webinars and social media
- Safety mailers on electrical safety aspects through electricity bills and in the form of leaflets with special emphasis during the monsoon season
- Awareness campaigns through loudspeakers in auto rickshaws during nor 'westers.
- Organizing tableau movements in collaboration with the local police authorities and broadcasting safety messages in vernacular language around the lanes and bye-lanes of identified areas during the monsoons
- Displaying safety posters and hoardings at strategic locations in the city

**3. Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.**

Affected consumers are promptly notified via SMS through the CRM system regarding the fault and the estimated time for restoration. The Outage Management System application further aids in this process by synchronizing with SCADA to monitor real-time progress. Any delays in restoration are immediately reflected on the CRM dashboard and communicated to the consumers.

The HT & LT Command Centres are supported by GIS technology, facilitating swift mobilization for restoration efforts. Additionally, call center agents follow up with affected consumers to reconfirm supply restoration.

**4. Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/Not Applicable) If yes, provide details in brief.**

Not applicable

**Did your entity carry out any survey about consumer satisfaction relating to the major products / services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No)**

Yes. CESC values the suggestions and feedback provided by its customers as part of its commitment to delivering high-quality service and maximizing customer satisfaction. The Company dedicates significant attention to analyzing customer feedback to understand their perception and promptly implements appropriate corrective actions without compromising customer satisfaction.

To remain competitive and aligned with market requirements, CESC conducts two levels of perception assessment:

**On-call surveys:** Third-party agents conduct daily on-call surveys to gather feedback on the ease, efficacy, and behavior of personnel involved in delivering various services, including supply restoration, supply call center, meter fixing, meter reading, and billing helpline services.

**Online digital surveys:** Feedback on digital services is obtained through the Company's website, evaluating the overall customer experience, including parameters such as ease of accessing the required service and simplicity of completing transactions.

On behalf of the Board of Directors

**Dr. Sanjiv Goenka**

Chairman

DIN: 00074796

Place : Kolkata

Date : May 23, 2024

# SECRETARIAL AUDIT REPORT

(Annexure 'F' to the Board's Report)

**For the financial year ended on March 31, 2024**

*[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]*

To  
**The Members,**  
**CESC Limited**  
**Regd Office-CESC House,**  
**Chowringhee Square**  
**Kolkata-700001**

1. We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. CESC Limited (CIN: L31901WB1978PLC031411)** (here in after to be referred as the "Company") for the financial year ended March 31, 2024 (herein after to be referred as "**audit period**"). Secretarial Audit was conducted on test check basis, in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.
2. Based on our verification of the records, minute books, documents, forms and returns filed, and other records maintained by the Company and also the information provided by the Company, its officers, agents, and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2024 complied with the statutory provisions listed hereunder and also that the Company has proper Board-Processes and Compliance-Mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.
  - (i) We have examined the records, minute books, documents, forms, returns filed, and other records maintained by the Company for the financial year ended on March 31, 2024 according to the provisions of:
    - (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
    - (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
    - (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
    - (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
    - (v) The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz. :-
      - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended;
      - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended;
      - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended;
      - d) The Securities and Exchange Board of India ( Issue and Listing of Non Convertible Securities) Regulations, 2021, as amended;
      - e) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended;
      - f) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; -Not Applicable during the audit period.
      - g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, as amended, regarding the Companies Act and dealing with client.



- h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, as amended; - Not Applicable during the audit period.
- i) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended; - Not Applicable during the audit period.
- And to the best of our knowledge, belief and understanding, we are of the view that the Company has complied with the provisions of the above mentioned Acts, Regulations and Rules made thereunder, during the aforesaid audit period.
- (ii) We understand, based on representation made by the management that the company has complied with the provisions of the following specific laws during the audit period;
- The Electricity Act, 2003
  - The Electricity Rules, 2005
  - The Energy Conservation Act, 2001
- (iii) We have also examined the Structured Digital Database pursuant to Regulation 3(5) and 3(6) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015 maintained by the Company for the financial year ended on March 31, 2024 and to the best of our knowledge, belief and understanding, we are of the view that the Company has complied with the provisions pursuant to Regulation 3(5) and 3(6) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015, during the aforesaid audit period.
4. (i) We have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India under Section 118 of the Companies Act, 2013 and to the best of our knowledge, belief and understanding, we are of the view that the Company has complied with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India under Section 118 of the Companies Act, 2013 during the aforesaid audit period.
- (ii) We have checked the compliance with the provisions of the Standard Listing Agreement entered by the Company with BSE Limited and National Stock Exchange of India Limited and also with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, to the extent applicable during the audit period.
5. That on the basis of the audit as referred above, to the best of our knowledge, understanding, and belief, we are of the view that during the audit period the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above in Paragraphs 3(i), Paragraph 3(ii), Paragraph 3(iii), Paragraph 4(i) and paragraph 4 (ii) of this report.
6. **We further report that,**
- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
  - Adequate notices are given to all directors to schedule the Board Meetings. Agenda and detailed notes on agenda were sent at least seven days in advance.
  - Majority decisions are carried through and recorded as part of the minutes.
7. **We further report that** there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines, generally applicable to Company.
8. **We further report that** the Company has issued and allotted 60,000 secured unlisted redeemable rated non-convertible debentures having a face value of ₹ 1 lakh each aggregating to ₹ 600 crore, on a private placement basis, to Axis Bank Limited having its registered office at "Trishul" -3rd Floor Opp. Samartheswar temple, Near Law Garden, Ellisbridge, Ahmedabad -380006.
9. This report is to be read with our letter of even date which is annexed as Annexure A, forming integral part of this report.

**FOR, ANJAN KUMAR ROY & CO.**  
Company Secretaries

**ANJAN KUMAR ROY**  
Proprietor  
FCS No. 5684  
CP. No. 4557

Place : Kolkata UDIN: F005684F000405701  
Date : May 23, 2024 Peer Review Certificate No. 869/2020

## 'Annexure A'

(To the Secretarial Audit Report of M/s. CESC Limited for the financial year ended March 31, 2024)

To  
The Members,  
CESC Limited  
Regd Office-CESC House,  
Chowringhee Square  
Kolkata-700001

Our Secretarial Audit Report for the financial year ended March 31, 2024 of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we have followed provides a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management Representation about the compliance of laws, rules and regulation and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test check basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**FOR, ANJAN KUMAR ROY & CO.**

Company Secretaries

**ANJAN KUMAR ROY**

Proprietor

FCS No. 5684

CP. No. 4557

UDIN:F005684F000405701

Peer Review Certificate No. 869/2020

Place : Kolkata

Date : May 23, 2024

# SECRETARIAL AUDIT REPORT

(Annexure 'F1' to the Board's Report)

Form MR - 3

## SECRETARIAL AUDIT REPORT

For the financial year ended 31st march, 2024

*[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

To

**The Members**

**NOIDA POWER COMPANY LIMITED**

We have conducted the secretarial audit of the compliance with the applicable statutory provisions and the adherence to good corporate practices by **NOIDA POWER COMPANY LIMITED** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by the Management and considering the continued relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India, in the year 2023, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on March 31, 2024 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2024 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made there under;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under (Not applicable to the Company during the Audit period);
3. The Depositories Act, 1996 and the Regulations and Bye-law framed there under;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment and Overseas Direct Investment; (Not applicable as there was no reportable event during the financial year under review);
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011- (Not applicable as there was no reportable event during the financial year under review);
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 - (Not applicable as there was no reportable event during the financial year under review);
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018- (Not applicable as there was no reportable event during the financial year under review);
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021- (Not applicable as there was no reportable event during the financial year under review);
  - (e) The Securities and Exchange Board of India (Issue and Listing of non-Convertible Securities) Regulations, 2021 - (Not applicable as there was no reportable event during the financial year under review);
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client- (Applicable to the Company during the Audit period pursuant to Companies (Prospectus and allotment of securities) Third Amendment Rules 2018, Rule 9A w.e.f. 2nd October, 2018);
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 - (Not applicable as there was no reportable event during the financial year under review); and
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - (Not applicable as there was no reportable event during the financial year under review);

6. Other laws specifically applicable to the Company as per the representation made by the management:

- (a) The Electricity Act, 2003.
- (b) Policies, Rules and Regulations framed by the Authorities like Uttar Pradesh Electricity Regulatory Commission, Central Electricity Authority, Ministry of Power, Central Electricity Regulatory Commission etc. under the provisions of Electricity Act, 2003.

7. We have also examined compliance with the applicable clauses of the Secretarial Standards issued by the Institute of Company Secretaries of India related to meetings and minutes.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

**We further report that:**

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non- Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

- Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- As per the minutes, the decisions at Board Meetings and Committee Meetings were carried out unanimously;

**We further report that** based on review of compliance mechanism established by the Company, we are of the opinion that there are adequate systems and processes in place in the Company which is commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**For V. Agnihotri & Associates.**

Company Secretaries

**Vaibhav Agnihotri**

(Proprietor)

M. No. 10363

C. P. No.: 21596

Place: Kanpur

Peer Review No.: 2065/2022

Dated: May 9, 2024

UDIN: F010363F000337404

Note: This report is to be read with our letter of even date which is annexed as '**ANNEXURE A**' and forms an integral part of this report.

## 'ANNEXURE A'

To  
The Members  
NOIDA POWER COMPANY LIMITED

Our Secretarial Audit Report of even date for the financial year 2023-2024 is to be read along with this letter.

### Management's Responsibility

1. It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that systems are adequate and operate effectively.

### Auditor's Responsibility

2. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
3. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records.
4. We believe that audit evidence and information obtained by the Company's management is adequate and appropriate for us to provide a basis for our opinion.
5. Wherever required, we have obtained the Management's representation about the compliance of laws, rules and regulations and happening of events etc.

### DISCLAIMER

6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
7. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

**For V. Agnihotri & Associates.**  
Company Secretaries

**Vaibhav Agnihotri**  
(Proprietor)  
M. No. 10363

Peer Review No.: 2065/2022  
UDIN: F010363F000337404

Place: Kanpur  
Dated: May 9, 2024

# SECRETARIAL AUDIT REPORT

(Annexure 'F2' to the Board's Report)

Form MR - 3

## SECRETARIAL AUDIT REPORT

For the financial year ended 31st march, 2024

*[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

To,  
**The Members,**  
**Haldia Energy Limited**  
**2A, Lord Sinha Road, First Floor,**  
**Kolkata - 700071**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and adherence to good corporate practices by **Haldia Energy Limited** (hereinafter called 'the Company') having (CIN- U74210WB1994PLC066154). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2024 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2024 according to the provisions of:

- The Companies Act, 2013 (the Act) and the rules made there under;
- Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings **(The Company did not have any Foreign Direct Investment during the financial year);**
- The Depositories Act, 1996 and the Regulations and Bye-laws framed there under **(The Company complied with provisions of the Depositories Act, 1996 to the extent applicable).**

We have relied on the representation made by the Company and its Officers for systems and mechanism framed by the Company and on examination of the documents and records in test check basis.

The followings are the other laws as specifically applicable to the Company:

- The Electricity Act, 2003;
- The Factories Act, 1948;
- The Payment of Bonus Act, 1965;
- The Industrial Disputes Act, 1947;
- The Employees Provident Fund and Miscellaneous Provisions Act, 1952;
- The Employees' State Insurance Act, 1948;

The Company being an unlisted Public Limited Company the following Acts, Regulations, Guidelines etc. were not applicable to the Company:

- The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - The Securities and Exchange Board of India (Share based Employee Benefits and Sweat Equity) Regulations, 2021;
  - The Securities and Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulations, 2021;
  - The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; and
  - The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018.

During the financial year ended on March 31, 2024, the Company has complied with the applicable clauses of



Secretarial Standard (SS-1 and SS-2) issued by the Institute of Company Secretaries of India and it was noted that the Company has complied with the same to the extent possible.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

**We further report that**

Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There were no changes in the composition of the Board of Directors during the period under review.

Adequate notice were given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting member's view, if any are captured and recorded as part of the minutes.

**We further report that** there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

The report is to be read with our letter of even date which is annexed as **Annexure – A** and forms an integral part of this report.

**We further report that** during the audit period, the members of the Company has approved the following specific events/action:

- 1) Re-appointment of Mr. Rabi Chowdhury (DIN : 06601588), as the Managing Director of the Company for a period of one year with effect from May 28, 2023 till May 27, 2024, liable to retire by rotation.
- 2) Payment of remuneration of Rs. 5 lacs /- (plus applicable GST and out of pocket expenses) to Messrs Shome & Banerjee, Cost Accountants, (Firm Registration No. 000001), the Cost Auditors of the Company for the financial year ending March 31, 2024.

**FOR M/S MANOJ SHAW & CO.**

(Company Secretaries)

**Manoj Prasad Shaw**

(Proprietor)

FCS No. 5517;

C P No.: 4194

Place: Kolkata

PEER REVIEW NO: 1243/2021

Date: May 23, 2024

UDIN: F005517F000429138

## 'ANNEXURE A'

To  
The Members  
Haldia Energy Limited,  
2A, Lord Sinha Road,  
First Floor  
Kolkata -700071

Our Report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**FOR M/S MANOJ SHAW & CO.**

(Company Secretaries)

**Manoj Prasad Shaw**

(Proprietor)

FCS No. 5517

C P No.: 4194

PEER REVIEW NO: 1243/2021

UDIN: F005517F000429138

Place: Kolkata

Dated: May 23,2024

# SECRETARIAL AUDIT REPORT

(Annexure 'F3' to the Board's Report)

Form MR - 3

## SECRETARIAL AUDIT REPORT

For the financial year ended 31st March, 2024

[Pursuant to section 204(1) of the Companies Act, 2013 and rule no.9 of the Companies  
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
**The Members,**  
**Dhariwal Infrastructure Limited**  
**CESC House, Chowringhee Square,**  
**Kolkata- 700001**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and adherence to good corporate practices by **Dhariwal Infrastructure Limited** (hereinafter called 'the Company') having **(CIN-U70109WB2006PLC111457)**. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2024 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2024 according to the provisions of:

- a) The Companies Act, 2013 (the Act) (including amendments made thereto) and the rules made there under;
- b) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings **(The Company did not have any Foreign Direct Investment during the financial year)**;
- c) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder **(The Company complied with provisions of the Depositories Act, 1996 to the extent applicable)**.

We have relied on the representation made by the Company and its Officers for systems and mechanism framed by the Company and on examination of the documents and records in test check basis.

**The followings are the other laws as specifically applicable to the Company:**

- a) The Electricity Act, 2003;
- b) The Factories Act, 1948;
- c) The Payment of Bonus Act, 1965;
- d) The Industrial Disputes Act, 1947;
- e) The Employees Provident Fund and Miscellaneous Provisions Act, 1952;
- f) The Employees' State Insurance Act, 1948;

The Company being an unlisted Public Limited Company the following Acts, Regulations, Guidelines etc. were not applicable to the Company:

- (i) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (ii) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 as replaced by the SEBI (Share based Employee Benefits and Sweat Equity) Regulations, 2021;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

During the financial year ended on March 31, 2024, the Company has complied with the applicable clauses of Secretarial Standard (SS-1 and SS-2) issued by the Institute of Company Secretaries of India and it was noted that the Company has complied with the same to the extent possible.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

#### **We further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors and Non-Executive Directors. The changes which took place in the composition of the Board of Directors during the period under review were in compliance with the Act.

Adequate notices were given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting member's view, if any are captured and recorded as part of the minutes.

The report is to be read with our letter of even date which is annexed as **Annexure – A** and forms an integral part of this report.

**We further report that** there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**We further report that** during the audit period, the Members of the Company have accorded their consent for the following specific events/ actions having a major bearing on the Company's affairs:-

- Re-appointment of Mr. Bhaskar Kumar Ganguly (DIN: 09145209), as a Whole-time Director of the Company for a period commencing from April 1, 2023 to March 31, 2024, and approval of the remuneration payable to him pursuant to the provisions of Sections 197, 198 and 203 read with Schedule V and other applicable provisions, of the Companies Act, 2013.
- Payment of a remuneration of Rs. 5,50,000/- to M/s. Shome & Banerjee, Cost Accountants, the Cost auditors of the Company for the Financial year ending March 31, 2024.

**FOR M/S MANOJ SHAW & CO.**

(Company Secretaries)

**Manoj Prasad Shaw**

(Proprietor)

FCS No. 5517;

C P No.: 4194

Place: Kolkata

PEER REVIEW NO: 1243/2021

Date: May 23, 2024

UDIN: F005517F000429182

**ANNEXURE A'**

To  
The Members  
Dhariwal Infrastructure Limited  
CESC House, Chowringhee Square,  
Kolkata- 700001

Our report of even date is to be read along with this letter.

**Management's Responsibility:**

1. Maintenance of Secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**FOR M/S MANOJ SHAW & CO.**

(Company Secretaries)

**Manoj Prasad Shaw**

(Proprietor)

FCS No. 5517

C P No.: 4194

PEER REVIEW NO: 1243/2021

UDIN: F005517F000429182

Place: Kolkata

Dated: May 23, 2024

# PARTICULARS RELATING TO CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION ETC. FOR THE YEAR ENDED MARCH 31, 2024

(Annexure 'G' to the Board's Report)

## A. Conservation of Energy

Following measures taken over the year have contributed to Energy Conservation & Reduction of Losses in the Company's Distribution Network:

1. Standardisation to higher rated UG cables, 1000 mm<sup>2</sup> at 33 kV & 300 mm<sup>2</sup> at 6/11 kV Distribution Network as an ongoing process.
2. Planning upcoming new Distribution stations in load centers, which will mitigate the need for laying long length of 6/11 kV cables to evacuate power, thereby reducing losses.
3. Continued augmentation of Substation plant capacity and laying new underground and overhead lines.
4. Induction of energy efficient Distribution Transformers with low losses by including Loss Capitalisation as a bid evaluation criterion as an ongoing process.
5. Installing around 560 nos. Modified Pillar Boxes with HRC fuses.

## B. New Initiatives/Measures

1. During the year, several major plant and equipment and lines were commissioned. These include:
  - a) Providing 33 kV power supply of 4.6 MW to Akra Brickfield Water Treatment Plant, 6 MVA to Garment Park, Budge Budge, 4 MVA to Barrackpore Airfield and 4.5 MVA to Kotrung Water Treatment Plant. The Company is also in the process of supplying power to several up coming 33 kV bulk consumers comprising of hospital, metro railways, jute industry, WBTC bus depots for charging electric buses etc.
  - b) 6-P 33 kV DBB GIS commissioned at New Ballygunge (E) D/S. 33 kV 3/W RMU commissioned at several Distribution Stations like Jessore Road D/S, Howrah (West) D/S, Kona (E) D/S etc. One 16 MVA Power transformer commissioned at Nagerbazar (North) D/S.
  - c) Commissioning of 33 kV 40 MVA feeders viz. East Calcutta S/S – South Dumdum D/S, Park Circus S/S – South City D/S etc.
  - d) 184 Nos Distribution Transformers (DTs) aggregating 78 MVA were added during the year taking the installed base to 8970 DTs and 3102 MVA.
  - e) Lengths of lines added at different voltage levels were 25.87 ckm at 33 kV, 95.69 ckm

at 11 & 6 kV and 152.32 ckm of LT lines. The overall lengths of lines at the different voltages at FY end are shown in the Major Statistics attached with this Report.

Impact of the measures/initiatives are follows:

1. Strengthen the Distribution Network to cope with the growing System Demand as well as provide quality and reliable supply to the consumers.
2. Reduce component of distribution loss, improve capacity utilization of existing P&E, enhance safety and network operational simplicity, reduce downtime, reduce frequency of breakdown, and improve customer service and system efficiency.

## C. Technology Absorption

- 5 nos. patents granted for innovative practices/technology adoptions. (Hearing awaited for more such applications on innovation).
- Seven establishments of the Company comprising of substations and office spaces viz. Majerhat S/S, Jadavpur S/S, NCSS S/S, Mulajore S/S, Dum Dum S/S, East Calcutta S/S and South-west Regional Office have received LEED green building certificates with 'Platinum' rating by USGBC during the financial year.
- The company has launched India's first Utility Metaverse for consumers. It allows consumers to experience CESC's digital office and avail services like New Connection, Name Change application etc. online.
- After successful BESS (315 kWh) pilot implementation, the company has engaged International Finance Corporation (IFC) to conduct a Techno-commercial feasibility study for deploying grid connected BESS at different voltage levels for improved network management.
- Value Engineering proposals like (i) 250 kVA DTRs, (ii) 11 kV 150 sq. mm. cable, and (iii) PVC sheath instead of HDPE sheath were introduced. Such measures will result in substantial cost savings and better asset rationalization.
- Three VR applications have been developed in this Financial Year, one each on Distribution Transformer, Power Transformer and 33 kV GIS panel, enabling a user to interact with the objects in an artificial three-dimensional environment. This will help to provide training to the new joiners.



- A microgrid with 100 kWp floating solar PV plant and 218 kWh BESS was commissioned inside Chakmir Substation. The micro-grid provides uninterrupted power supply for local loads inside the station sourcing 100% green power. A series of analysis is conducted on the field data generated from the Microgrid for tuning of its settings and leverage its performance.
  - Continued subscription to Technology driven electric bike rental platform for in-house commute and captive usage at various locations.
  - The company has conducted a PoC on developing and analyzing a sample LT network on Adaptricity platform, in collaboration with Secure Meters.
  - Development of an interoperable 4G smart metering ecosystem, meeting special needs like 'Street Lighting Solution', 'Net Metering/ Billing' etc. The 4G smart metering ecosystem is a unified Head End System (HES) catering to multiple makes of smart meters and is also telco agnostic. Around 51,300 smart meters running on RF-Mesh & Cellular have been installed in CESC system.
  - Development of smart prepayment metering solution, reporting to the same unified 4G HES.
  - Installation of Class-A Power Quality meters at 33 kV Consumer premises and CESC substations, for 24x7 remote monitoring of Power Quality, in line with CEA guidelines.
  - Deployment of drones and thermal cameras for routine condition-based maintenance activities.
  - Large-scale application of combined Temperature & Humidity monitoring & alarm generating sensors.
  - Incorporated Industrial IoT based Field Devices/ Sensors for real-time condition monitoring of Power & Distribution Transformers, GIS and Battery Chargers. IoT based voltage monitoring & alarm generation system developed to detect Overhead LT faults. IoT based motorised CFS remotely controllable unit developed for LT Sides of DTRs, thereby helping in remote isolation of DTRs during water logging as a safety measure.
  - Automated Reliability Indices monitoring System (SAIDI/SAIFI) riding on DTR outage monitoring system.
  - Design of an indigenous tool to capture repetitive occurrences of PD / Hotspots and its subsequent Analysis.
  - Integration of Dissolve Gas analyzer system into Transformer IoT Monitoring System for unified visibility.
  - Phase-wise replacement of Old Electromechanical relays by IEC 61850 compatible Numerical relays.
  - Implementation/ extension of Special Protection Scheme across the system.
  - Implemented Field Force Automation (FFA) in meter replacement activity, thereby improving TAT .The mobile application is ably supported by a wholly digitised back-end system with unique features like automatic scheduling and automatic allotment of jobs. Field Force Automation Tools developed for Transformer as well as Cable fault tests at sites. Developed AI/ML Based Predictive screening of Metering Complaints.
  - Assessment of residual life for transformers by use of technology.
  - Development of smart metering solution in high end consumer metering segment and it's integration with the existing HES. All regular metering in this segment is currently being done with 4G smart meters. Additionally, around 1,300 old type consumer meters in this segment have been replaced by 4G smart meters.
  - Real time health monitoring of Circuit Breaker operation through IEDs has resulted in zero interruption and no manual intervention at site.
  - Upgradation of the fibre-based OT communication core transport network from SDH/PDH to MPLS-TP (10G) to cater to all mission critical, latency sensitive OT services. The project is nearing completion.
  - Use of ADSS (All Dielectric Self Support) OFC cables instead of normal aerial OFC.
  - Installation of Solar PV cell at company's establishments.
  - Exploring alternatives of SF6 gas in switchgears at all voltage levels to reduce Carbon foot print.
- D. Research and Development activities continued to be an area of focus for the Company for achieving constant improvements in various operational functions for enhancing quality, productivity and consumer satisfaction.
- E. FOREIGN EXCHANGE EARNINGS AND OUTGO**
- There have been no foreign exchange earnings during the year (previous year – Nil). The total foreign exchange outgo was ₹ 2.93 Crore (previous year ₹ 2.98 Crore).

On behalf of the Board of Directors

**Dr. Sanjiv Goenka**

Chairman

DIN: 00074796

Date : May 23, 2024

Place: Kolkata

# DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

(Annexure 'H' to the Board's Report)

(1) The ratio of the remuneration (including sitting fees) of the Directors - Mr. Debasish Banerjee\*, Mr. Pratip Chaudhuri, Mr. Chandra Kumar Dhanuka, Dr. Sanjiv Goenka, Mr. Shashwat Goenka, Mr. Pradip Kumar Khaitan, Mr. Sunil Mitra, Ms. Rekha Sethi and Mr. Debanjan Mandal to the median remuneration of the employees of the Company for the financial year 2023-24 and increase in their remuneration during the said financial year (Percentage) is 50.94:1 (0.20%), 2.36:1 (21.74%), 1.77 : 1, (-8.70 %), 134.11 :1, (0.60%), 133.01 : 1 , (0.54%), 1.18 :1, (-22.22%), 1.27 :1, (25%), 1.52 :1, (-14.29%) and 1.35 :1, (-5.88%) respectively. The increase in remuneration of the Executive Director & CFO\* and the Company Secretary\* during the said financial year was 37.09% and 36.61% respectively. During the said financial year, there was an increase of 9.56% in the median remuneration of employees on the rolls as at March 31, 2024. There were 6087 permanent employees on the rolls of Company as on the said date. (2) During the financial year 2023-24 the average increase in remuneration was 9.75%. (3) The average percentage increase in the salaries of employees on roll as at 31.3.2024 other than the managerial personnel was 7.20 % in 2023-24 whereas the increase in the managerial remuneration for the same financial year was 4.54%. (4) It is hereby affirmed that the remuneration paid is as per the Remuneration Policy of the Company.

\* Without retirement benefits and related actuarials.

On behalf of the Board of Directors

**Dr. Sanjiv Goenka**

Chairman

DIN: 00074796

Date : May 23, 2024

Place: Kolkata

# Standalone Financial Statements

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# INDEPENDENT AUDITOR'S REPORT

To  
the Members of CESC Limited

## Report on the Audit of the Standalone Financial Statements

### OPINION

We have audited the accompanying standalone financial statements of CESC Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the standalone financial statements, including a summary of material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

### BASIS FOR OPINION

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Standalone Financial Statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

### KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements for the financial year ended March 31, 2024. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each

matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the standalone financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the standalone financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying standalone financial statements.

#### 1. Accrual of regulatory income/expense and corresponding asset / liability (Refer Note 39)

##### Key Audit Matter:

The Company recognizes regulatory income/expense and related assets/ liability basis its understanding and interpretation of Tariff orders and regulations notified by the West Bengal Electricity Regulatory Commission (WBERC), which are subject matter of Annual Performance Review (APR) and will be adjusted in tariffs to be notified in the future years. Management exercises judgement in estimating such amounts using experience from the issued Tariff/ APR orders including interpretation of the regulations. Such regulatory deferral balances are discounted over an estimated period of recovery using appropriate discounting rate, as a matter of prudence.

In consideration of the significance of the amount of the regulatory balances, complexity and high degree of estimation involved in computation thereof, we identified accrual of regulatory balances as a key audit matter.

##### How our audit addressed the key audit matter:

Our audit procedures comprised of the following:

- We obtained an understanding from the management, assessed and tested the design and operating effectiveness of the Company's key controls related to accrual of such regulatory balances.
- We considered the Company's accounting policies with respect to accrual for regulatory deferral account balances and assessed compliance with Ind AS 114 "Regulatory Deferral Accounts".
- We discussed with the management on the key assumptions and estimates used for recognition

## INDEPENDENT AUDITOR'S REPORT (Contd.)

of these regulatory balances and corroborated them with the applicable regulatory provisions, APR orders, Tariff orders and underlying records of the Company.

- We discussed with the management on the consistency of its key assumptions and basis of estimation for all the years for which APR assessments are pending to be completed and also verified the arithmetical accuracy of such workings.
- We enquired from the management for notifications and correspondences with the regulator on the pending APR assessments.
- We also assessed the discounting rate and the estimated period of recovery considered by the management with reference to the APR process and the tariff regulations.
- We assessed the adequacy of disclosures in accordance with the requirements of Ind AS 114 "Regulatory Deferral Accounts".

### 2. Investments in subsidiaries of the Company (Refer Note 7)

#### Key Audit Matter:

The Company carries its investment in subsidiaries at cost and performs an impairment assessment, wherever required as per applicable Ind AS.

For these assessments, the Company involves a valuer to determine the recoverable value of such investments using the discounted cash flow method of valuation, which is highly sensitive to changes in inputs used in valuation and involves judgement due to inherent uncertainty in the assumptions used for forecasting the future cash flows.

Accordingly, the impairment assessment of investments in subsidiary companies, wherever required, was determined to be a key audit matter in our audit of the standalone financial statements.

#### How our audit addressed the key audit matter:

Our audit procedures comprised of the following:

- We obtained an understanding from the management, assessed and tested the design and operating effectiveness of the Company's key controls over the impairment assessment of such investments.
- We discussed with the management the methodology and assumptions used in the valuation including discount rates, expected growth rates and terminal growth rates.

- We read and evaluated the audited financial statements of these subsidiary companies of past few years. We discussed potential changes in key drivers as compared to previous year / actual performance with management to evaluate the inputs and assumptions used in the forecasts.
- We evaluated the objectivity, independence and competence of the external valuation specialists involved by the management for such valuation.
- In performing the above procedures, we involved internal valuation specialists to perform an independent review of methodology and key assumptions used in the valuation. We also evaluated the objectivity and competence of such internal valuation specialists involved in such independent review.
- We obtained suitable management representation on the projections of future cash flows and the various assumptions used in the valuation.
- We tested the arithmetical accuracy of the financial projections.

#### Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

#### Responsibilities of Management for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company

## INDEPENDENT AUDITOR'S REPORT (Contd.)

in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Standalone Financial Statements**

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a

material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements for the financial year ended March 31, 2024



## INDEPENDENT AUDITOR'S REPORT (Contd.)

and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books other than for the matters stated in the paragraph i(vi) below on reporting under Rule 11(g);
  - (c) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
  - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
  - (e) On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act;
  - (f) With respect to the maintenance of accounts and other matters connected therewith, reference is made to our observation in paragraph (b) above on reporting under Section 143(3)(b) and paragraph (i) vi below on reporting under Rule 11(g);
  - (g) With respect to the adequacy of the internal financial controls with reference to these standalone financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;
  - (h) In our opinion, the managerial remuneration for the year ended March 31, 2024 has been paid/ provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;
  - (i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – Refer note 31 to the standalone financial statements;
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
    - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company;
    - iv. a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

## INDEPENDENT AUDITOR'S REPORT (Contd.)

- b) The management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- c) Based on such audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.
- v. The interim dividend declared and paid by the Company during the year and until the date of this audit report is in accordance with section 123 of the Act.
- vi. Based on our examination which included test checks, the Company has used various accounting software for maintaining its books of account which has a feature of recording of audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. However, audit trail feature is not enabled for direct changes to data when using certain access rights as described in note 53 (ix) to the standalone financial statements. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with in respect of the accounting software.

For **S.R. Batliboi & Co. LLP**

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

**per Navin Agrawal**

Partner

Place of Signature: Kolkata

Date: May 23, 2024

Membership Number: 056102

UDIN: 24056102BKFVIY3731

## ANNEXURE '1' REFERRED TO IN PARAGRAPH UNDER THE HEADING "REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS" OF OUR REPORT OF EVEN DATE

Re: CESC Limited ("the Company")

In terms of the information and explanations sought by us and given by the company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- (i) (a) (B) The Company has maintained proper records showing full particulars of intangibles assets.
- (i) (c) The title deeds of immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in note 4 to the standalone financial statements included in Property, Plant and Equipment are held in the name of the Company, except for the following:

Description of Property (Leasehold Land)	Amount in ₹ crores	Held in name of	Whether promoter/director/relative/employee	Period held	Reason for not being held in name of Company
Southern Generating Station	166.16	Kolkata Port Trust	No	1925	In the process of renewal.
Budge Budge Generating Station	48.13	Governor of State of West Bengal	No	1991	The Company has applied for renewal.
Balagarh	1.82	Governor of State of West Bengal	No	1995	Applied for renewal.
Patuli DS	3.40	Kolkata Metropolitan Development Authority (KMDA)	No	1985	Applied for renewal.
Taratala (West) D/S	1.12	KMDA	No	2015	Applied for renewal.
<b>Total</b>	<b>220.63</b>				

- (i) (d) The Company has not revalued its Property, Plant and Equipment (including Right of use assets) or intangible assets during the year ended March 31, 2024.
- (i) (e) As represented to us by the management, there are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii) (a) The inventory has been physically verified by the management during the year except for inventories lying with third parties. In our opinion, the frequency of verification by the management is reasonable and the coverage and procedure for such verification is appropriate. No material discrepancies were noticed on such physical verification. Inventories lying with third parties have been confirmed by them as at March 31, 2024 and discrepancies were not noticed in respect of such confirmations.
- (i) (b) The Company has verified part of its Property Plant and Equipment during the year in accordance with its regular programme of verification of these assets whereby all the assets except those in distribution system (including related items) for which we have been informed that physical verification is not possible, are physically verified over a period of 3 years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (ii) (b) As disclosed in note 26 to the standalone financial statements, the Company has been sanctioned working capital limits in excess of Rs. five crores in aggregate from banks during the year on the basis of security of current assets of the Company. The quarterly returns/statements filed by the Company with such banks are in agreement with the books of accounts of the Company.
- (iii) (a) During the year, the Company has given interest free loans to subsidiaries and employees aggregating to ₹ 90.26 crores and the balance outstanding as at March 31, 2024 aggregates to ₹ 33.11 crores.
- (iii) (b) During the year the Company has not provided guarantees and security to companies, firms, Limited Liability Partnerships or any other parties. The investments made and the terms and conditions of the loans granted are not prejudicial to the Company's interest.

ANNEXURE '1' REFERRED TO IN PARAGRAPH UNDER THE HEADING "REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS" OF OUR REPORT OF EVEN DATE (Contd.)

- (iii) (c) In respect of loans/advances granted by the Company, the schedule of repayment of principal and payment of interest has been stipulated and the repayment or receipts are regular.
- (iii) (d) The Company has not granted advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other parties during the year. There are no amounts of loans granted to companies, firms, Limited Liability Partnerships or any other parties which are overdue for more than ninety days.
- (iii) (e) There were no loans or advance in the nature of loan granted to companies, firms, Limited Liability Partnerships or any other parties which was fallen due during the year, that have been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties.
- (iii) (f) The Company has not granted any loans or advances in the nature of loans, either repayable on demand or without specifying any terms or period of repayment to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(f) of the Order is not applicable to the Company.
- (iv) The Company has not advanced loans to directors / to a Company in which the director is interested to which provisions of section 185 of the Companies Act, 2013 apply and hence not commented upon. Provisions of section 186 of the Companies Act, 2013
- (vii) (b) The dues of goods and services tax, income-tax, service tax, duty of custom, and other statutory dues, not deposited on account of any dispute, are as follows:

in respect of loans given, investments made and, guarantees and securities given have been complied with by the Company.

- (v) The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Companies Act, 2013 and the rules made thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.
- (vi) We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Companies Act, 2013, related to the generation and distribution of electricity, and are of the opinion that prima facie, the specified accounts and records have been made and maintained. We have not, however, made a detailed examination of the same.
- (vii) (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, cess and other statutory dues applicable to it. According to the information and explanations given to us and based on audit procedures performed by us, no undisputed amounts payable in respect of these statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.

Name of the Statute	Nature of the Dues	Gross demand (₹ in crores)	Deposit under protest (₹ in crores)	Net demand (₹ in crores)	Period to which the amount relates	Forum where the dispute is pending
The Customs Act, 1962	Customs Duty	19.38	0.88	18.50	2012-13	Customs, Excise and Service Tax Appellate Tribunal.
Finance Act, 1994	Service Tax	14.71	-	14.71	April 2016- June 2017	Customs, Excise and Service Tax Appellate Tribunal.
CGST Act, 2017	Goods and Services Tax	22.53	6.21	16.32	July 2017- March 2022	The Additional Commissioner/ Joint Commissioner, CGST Kolkata North Commissionerate
CGST Act, 2017	Goods and Services Tax	14.95	-	14.95	2018-19	**
The Income Tax Act, 1961	Income Tax	0.96	-	0.96	2017-18	Commissioner of Income Tax (Appeals)

\*\* The Company is in the process of filing an appeal against the order received from Spl. Commissioner, Bureau of Investigation, South Bengal, Head Quarters.

ANNEXURE '1' REFERRED TO IN PARAGRAPH UNDER THE HEADING "REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS" OF OUR REPORT OF EVEN DATE (Contd.)

- (viii) As represented to us by the management, the Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.
- (ix) (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- (ix) (b) As represented to us by the management, the Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (ix) (c) Based on an overall examination of the Balance Sheet and information, explanations and representations provided to us, term loans were applied for the purpose for which they were obtained.
- (ix) (d) On an overall examination of the financial statements of the Company, the Company has used funds raised on short-term basis aggregating to ₹ 478.03 crores for long-term purposes i.e. funding of regulatory assets.
- (ix) (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries or joint venture. The Company does not have any associate during the year.
- (ix) (f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries or joint venture company. The Company does not have any associate during the year. Hence, the requirement to report on clause (ix)(f) of the Order is not applicable to the Company.
- (x) (a) The Company has not raised any money during the year by way of initial public offer / further public offer (including debt instruments) hence, the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company.
- (x) (b) The Company has not made any preferential allotment or private placement of shares /fully or partially or optionally convertible debentures during the year under audit and hence, the requirement to report on clause 3(x)(b) of the Order is not applicable to the Company.
- (xi) (a) As represented to us by the management, no material fraud by the Company or no material fraud on the Company has been noticed or reported during the year.
- (xi) (b) During the year, no report under sub-section (12) of section 143 of the Act has been filed by cost auditor/ secretarial auditor or by us in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (xi) (c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.
- (xii) The Company is not a nidhi Company as per the provisions of the Act. Therefore, the requirement to report on clauses 3(xii)(a), (b) and (c) of the Order is not applicable to the Company.
- (xiii) Transactions with the related parties are in compliance with sections 177 and 188 of the Act, where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.
- (xiv) (a) The Company has an internal audit system commensurate with the size and nature of its business.
- (xiv) (b) The internal audit reports of the Company issued till the date of the audit report, for the period under audit have been considered by us.
- (xv) The Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence requirement to report on clause 3(xv) of the Order is not applicable to the Company.
- (xvi) (a) The provisions of section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause (xvi)(a) of the Order is not applicable to the Company.
- (xvi) (b) The Company has not conducted any Non-Banking Financial or Housing Finance activities without obtaining a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.
- (xvi) (c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi) of the Order is not applicable to the Company.
- (xvi) (d) As represented to us by the management, the Group has 4 Core Investment Companies as a part of the Group.
- (xvii) The Company has not incurred cash losses in the current financial year and in the immediately preceding financial year.

**ANNEXURE '1' REFERRED TO IN PARAGRAPH UNDER THE HEADING "REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS" OF OUR REPORT OF EVEN DATE (Contd.)**

- (xviii) There has been no resignation of the statutory auditors during the year and accordingly requirement to report on Clause 3(xviii) of the Order is not applicable to the Company.
- (xix) On the basis of the financial ratios disclosed in note 52 to the financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) (a) In respect of other than ongoing projects, there are no unspent amounts that are required to be transferred to a fund specified in Schedule VII of the Act, in compliance with second proviso to sub section 5 of section 135 of the Act. This matter has been disclosed in note 51 to the standalone financial statements.
- (xx) (b) All amounts that are unspent under section (5) of section 135 of the Act, pursuant to any ongoing project, has been transferred to special account in compliance with provisions of sub section (6) of section 135 of the said Act. This matter has been disclosed in note 51 to the standalone financial statements.

For **S.R. Batliboi & Co. LLP**

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

**per Navin Agrawal**

Partner

Place of Signature: Kolkata

Date: May 23, 2024

Membership Number: 056102

UDIN: 24056102BKFVIY3731



## **ANNEXURE '2'** TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF CESC LIMITED

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls with reference to standalone financial statements of CESC Limited ("the Company") as of March 31, 2024 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

### **Management's Responsibility for Internal Financial Controls**

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls with reference to these standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, as specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to these standalone financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to these standalone financial statements and their operating effectiveness. Our audit

of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial controls with reference to these standalone financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to these standalone financial statements.

### **Meaning of Internal Financial Controls With Reference to these Standalone Financial Statements**

A company's internal financial controls with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to standalone financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls With Reference to Standalone Financial Statements**

Because of the inherent limitations of internal financial controls with reference to standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to standalone financial statements to future periods are subject to the risk that the internal

## ANNEXURE '2' TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF CESC LIMITED (CONTD.)

financial control with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### Opinion

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at March 31, 2024, based on the internal control over financial reporting criteria

established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For **S.R. Batliboi & Co. LLP**

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

**per Navin Agrawal**

Partner

Place of Signature: Kolkata

Date: May 23, 2024

Membership Number: 056102

UDIN: 24056102BKFVIY3731

# BALANCE SHEET

AS AT 31ST MARCH, 2024

₹ in crore

Particulars	Note No.	As at 31st March, 2024	As at 31st March, 2023
<b>ASSETS</b>			
<b>Non current Assets</b>			
Property, Plant and Equipment	4	13,302.76	13,828.82
Capital work-in-progress	4A	78.07	63.77
Investment Property	5	62.87	62.87
Intangible Assets	6	89.13	99.89
<b>Financial Assets</b>			
Investments	7	5,220.49	5,063.43
Loans	8	3.83	4.10
Others	9	283.51	236.50
Other non current assets	10	281.64	252.25
		<b>19,322.30</b>	<b>19,611.63</b>
<b>Current Assets</b>			
Inventories	11	513.21	501.71
<b>Financial Assets</b>			
Investments	12	-	-
Trade receivables	13	1,231.00	1,079.82
Cash and cash equivalents	14	661.71	395.62
Bank balances other than cash and cash equivalents	15	472.10	432.67
Loans		26.30	38.00
Others	16	115.72	109.53
Current tax assets (net)		12.44	-
Other current assets	17	223.88	246.29
		<b>3,256.36</b>	<b>2,803.64</b>
Regulatory deferral account balances	18	5,771.98	5,844.84
<b>TOTAL ASSETS</b>		<b>28,350.64</b>	<b>28,260.11</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity Share capital	19	133.22	133.22
Other Equity	20	9,754.83	9,830.82
		<b>9,888.05</b>	<b>9,964.04</b>
<b>LIABILITIES</b>			
<b>Non-current Liabilities</b>			
<b>Financial Liabilities</b>			
Borrowings	21	7,271.79	5,457.93
Lease Liabilities	22	83.88	96.07
Trade Payables		-	-
(a) Total outstanding dues of micro enterprises & small enterprises		-	-
(b) Total outstanding dues of creditors other than micro enterprises & small enterprises		51.71	53.06
Consumers' Security Deposits	45	1,803.42	1,673.61
Others		-	1.92
Provisions	23	514.65	490.72
Deferred tax liabilities (net)	24	3,207.94	3,334.60
Other non current liabilities	25	262.76	258.71
		<b>13,196.15</b>	<b>11,366.62</b>
<b>Current Liabilities</b>			
<b>Financial Liabilities</b>			
Borrowings	26	2,202.27	2,841.58
Lease Liabilities		24.66	26.85
Trade Payables		-	-
(a) Total outstanding dues of micro enterprises & small enterprises	27	7.07	11.90
(b) Total outstanding dues of creditors other than micro enterprises & small enterprises	27	1,107.49	713.51
Others	28	1,147.65	1,026.00
Other current liabilities	29	721.07	605.41
Provisions	30	56.23	49.56
Current tax liabilities (net)		-	85.43
		<b>5,266.44</b>	<b>5,360.24</b>
Regulatory deferral account balances	18	-	1,569.21
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>28,350.64</b>	<b>28,260.11</b>
Notes forming part of Standalone Financial Statements	1-56		

This is the Balance Sheet referred to in our Report of even date.

For **S.R. BATLIBOI & Co. LLP**  
Chartered Accountants  
Firm Registration Number -301003E/E300005

For and on behalf of Board of Directors

**Navin Agrawal**  
Partner  
Membership No.: 056102  
Kolkata, 23rd May, 2024

Chairman  
Managing Director - Generation  
Managing Director- Distribution  
Executive Director & CFO  
Company Secretary

**Dr. Sanjiv Goenka** DIN: 00074796  
**Rabi Chowdhury** DIN: 06601588  
**Debasish Banerjee** DIN: 06443204  
**Rajarshi Banerjee**  
**Jagdish Patra**

# STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED 31ST MARCH, 2023

₹ in crore

Particulars	Note No.	2023-24	2022-23
Revenue from operations	32	8,605.98	7,972.99
Other income	33	122.66	180.34
<b>Total Income</b>		<b>8,728.64</b>	<b>8,153.33</b>
<b>Expenses</b>			
Cost of energy purchased		3,527.45	3,126.24
Cost of fuel	34	2,076.83	1,664.13
Purchase of stock-in-trade		10.57	13.55
Employee benefits expense	35	991.44	982.66
Finance costs	36	738.58	604.20
Depreciation and amortisation	37	720.35	479.88
Other expenses	38	1,237.85	1,010.11
<b>Total expenses</b>		<b>9,303.07</b>	<b>7,880.77</b>
<b>Profit before regulatory income and tax</b>		<b>(574.43)</b>	<b>272.56</b>
Regulatory Income (net)	39	1,496.36	787.20
<b>Profit before tax</b>		<b>921.93</b>	<b>1,059.76</b>
<b>Tax expense</b>	44		
Current tax		273.70	254.87
Deferred Tax / (credit)		(126.64)	(25.44)
<b>Total Tax expenses</b>		<b>147.06</b>	<b>229.43</b>
<b>Profit for the year</b>		<b>774.87</b>	<b>830.33</b>
<b>Other comprehensive Income</b>			
<i>Items that will not be reclassified to profit or loss</i>			
Remeasurement of defined benefit plan		(8.12)	(13.14)
Income tax on above		3.09	3.16
Gain/(loss) on fair value of Investments		(0.07)	(0.04)
Deferred Tax on above		0.02	0.01
Regulatory Income/ (expense) -Deferred tax		(0.02)	(0.01)
Other comprehensive Income for the year (net of tax)		(5.10)	(10.02)
<b>Total comprehensive income for the year</b>		<b>769.77</b>	<b>820.31</b>
Basic & Diluted Earnings per equity share (Face value of ₹ 1 per share)	47	5.85	6.26
Notes forming part of Standalone Financial Statements	1-56		

This is the Statement of Profit and Loss referred to in our Report of even date.

For **S.R. BATLIBOI & Co. LLP**  
Chartered Accountants  
Firm Registration Number -301003E/E300005

For and on behalf of Board of Directors

**Navin Agrawal**  
Partner  
Membership No.: 056102  
Kolkata, 23rd May, 2024

Chairman  
Managing Director - Generation  
Managing Director- Distribution  
Executive Director & CFO  
Company Secretary

**Dr. Sanjiv Goenka** DIN: 00074796  
**Rabi Chowdhury** DIN: 06601588  
**Debasish Banerjee** DIN: 06443204  
**Rajarshi Banerjee**  
**Jagdish Patra**

# CASH FLOW STATEMENT

FOR THE YEAR ENDED 31ST MARCH, 2024

₹ in crore

Particulars	2023-24	2022-23
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit before tax	921.93	1,059.76
Adjustments for :		
Depreciation and amortisation expense	720.35	479.88
Loss/(Profit) on sale / disposal of Property, Plant and Equipment (net)	0.80	(0.59)
Gain on sale/ fair valuation of current investments (net)	(25.16)	(44.27)
Bad debts, advances (net) written off	34.40	34.03
Dividend Income	(17.84)	(17.84)
Finance costs	738.58	604.20
Interest Income	(31.45)	(24.35)
Other non-operating income	(13.24)	(31.87)
<b>Operating Profit before Working Capital changes</b>	<b>2,328.37</b>	<b>2,058.95</b>
Adjustments for change in:		
Trade & other receivables	67.84	24.88
Net Change in Regulatory Deferral Account Balances	(1,496.38)	(787.20)
Inventories	(11.49)	(67.35)
Trade and other payables	508.34	186.93
<b>Cash Generated from Operations</b>	<b>1,396.68</b>	<b>1,416.21</b>
Income Tax paid (net of refund)	(358.06)	(219.77)
<b>Net cash flow from Operating Activities</b>	<b>1,038.62</b>	<b>1,196.44</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Property, Plant and Equipment / Capital Work-in-Progress	(426.60)	(394.20)
Proceeds from Sale of Property, Plant and Equipment	4.62	3.90
Investment in subsidiaries including advance for share subscription	(163.54)	(65.57)
Sale/(purchase) of Current Investments (net)	25.16	58.23
Net movement in Bank Balance other than Cash and Cash equivalents	(39.43)	(174.3)
Dividend received	17.84	17.84
Interest received	18.85	17.13
<b>Net cash used in Investing Activities</b>	<b>(563.10)</b>	<b>(380.10)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from Non Current Borrowings*	2,490.33	1,110.00
Repayment of Non Current Borrowings*	(1,023.45)	(798.73)
Net movement in Cash credit facilities and other short term borrowings	(282.25)	(361.89)
Payment of Lease Liabilities	(28.86)	(29.58)
Finance Costs paid	(768.81)	(606.19)
Dividend paid	(596.39)	(593.97)
<b>Net Cash used in Financing Activities</b>	<b>(209.43)</b>	<b>(1,280.36)</b>
<b>Net (decrease)/ increase in cash and cash equivalents</b>	<b>266.09</b>	<b>(464.02)</b>
<b>Cash and Cash equivalents - Opening Balance [Refer Note 14]</b>	<b>395.62</b>	<b>859.64</b>
<b>Cash and Cash equivalents - Closing Balance [Refer Note 14]</b>	<b>661.71</b>	<b>395.62</b>

\* Net of ₹ 2022.68 crore (previous year : ₹ 850 crore) utilized for refinancing of borrowings.

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2024 (Contd.)

₹ in crore

Changes in liabilities arising from financing activities	1-Apr-23	Cash Flows	Others	31-Mar-24
Current borrowings	952.47	(282.25)	-	670.22
Non-Current borrowings (including current maturities)	7,367.31	1,466.88	-	8,834.19
Lease Liabilities	122.92	(28.86)	14.48	108.54
<b>Total liabilities from financing activities</b>	<b>8,442.70</b>	<b>1,155.77</b>	<b>14.48</b>	<b>9,612.95</b>

₹ in crore

Changes in liabilities arising from financing activities	1-Apr-22	Cash Flows	Others	31-Mar-23
Current borrowings	1,314.36	(361.89)	-	952.47
Non-Current borrowings (including current maturities)	7,056.04	311.27	-	7,367.31
Lease Liabilities	139.95	(29.58)	12.55	122.92
<b>Total liabilities from financing activities</b>	<b>8,510.35</b>	<b>(80.20)</b>	<b>12.55</b>	<b>8,442.70</b>

The above Cash Flow Statement has been prepared under the "Indirect method" as per Ind-AS 7 Statement of Cash Flows. Notes forming part of Standalone Financial Statements (1 - 56)

This is the Cash Flow Statement referred to in our Report of even date.

For **S.R. BATLIBOI & Co. LLP**

Chartered Accountants

Firm Registration Number -301003E/E300005

**Navin Agrawal**

Partner

Membership No.: 056102

Kolkata, 23rd May, 2024

For and on behalf of Board of Directors

Chairman

Managing Director - Generation

Managing Director- Distribution

Executive Director & CFO

Company Secretary

**Dr. Sanjiv Goenka** DIN: 00074796

**Rabi Chowdhury** DIN: 06601588

**Debasish Banerjee** DIN: 06443204

**Rajarshi Banerjee**

**Jagdish Patra**



# STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31ST MARCH 2024

## A Equity Share Capital

₹ in crore

Particulars	Balance at the beginning of the reporting period	Changes in equity share capital during the year	Balance at the end of the reporting period
Equity Shares of ₹ 1 each issued, subscribed and fully paid			
As at 31st March 2023	133.22	-	133.22
As at 31st March 2024	133.22	-	133.22

## B Other Equity

₹ in crore

Particulars	Reserves and Surplus *			Equity Instruments through Other Comprehensive Income	Total
	Retained Earnings	Capital Reserve	Fund for unforeseen exigencies		
Balance as at 1st April, 2023	10,303.40	(812.10)	334.34	5.18	9,830.82
Profit for the year	774.87				774.87
Other Comprehensive income for the year (net of tax)	(5.03)			(0.07)	(5.10)
<b>Total</b>	<b>11,073.24</b>	<b>(812.10)</b>	<b>334.34</b>	<b>5.11</b>	<b>10,600.59</b>
Dividends paid	(596.51)				(596.51)
Transfer to/from retained earnings	(21.12)		21.12		-
Withdrawal of additional depreciation during the year	(249.18)				(249.18)
Withdrawal of residual amount added on fair valuation consequent to sale/ disposal of assets	(0.07)				(0.07)
Balance as at 31st March, 2024	10,206.36	(812.10)	355.46	5.11	9,754.83

₹ in crore

Particulars	Reserves and Surplus *			Equity Instruments through Other Comprehensive Income	Total
	Retained Earnings	Capital Reserve	Fund for unforeseen exigencies		
Balance as at 1st April, 2022	10,311.81	(812.10)	316.67	5.22	9,821.60
Profit for the year	830.33				830.33
Other Comprehensive income for the year (net of tax)	(9.98)			(0.04)	(10.02)
<b>Total</b>	<b>11,132.16</b>	<b>(812.10)</b>	<b>316.67</b>	<b>5.18</b>	<b>10,641.91</b>
Dividends paid	(596.51)				(596.51)
Transfer to/ from retained earnings	(17.67)		17.67		-
Withdrawal of additional depreciation during the year	(214.08)				(214.08)
Withdrawal of residual amount added on fair valuation consequent to sale/ disposal of assets	(0.50)				(0.50)
Balance as at 31st March, 2023	10,303.40	(812.10)	334.34	5.18	9,830.82

\* (refer note 20)

Notes forming part of Standalone Financial Statements (1 - 56)

This is the Statement of Changes in Equity referred to in our Report of even date.

For **S.R. BATLIBOI & Co. LLP**  
Chartered Accountants  
Firm Registration Number -301003E/E300005

For and on behalf of Board of Directors

**Navin Agrawal**  
Partner  
Membership No.: 056102  
Kolkata, 23rd May, 2024

Chairman  
Managing Director - Generation  
Managing Director- Distribution  
Executive Director & CFO  
Company Secretary

**Dr. Sanjiv Goenka** DIN: 00074796  
**Rabi Chowdhury** DIN: 06601588  
**Debasish Banerjee** DIN: 06443204  
**Rajarshi Banerjee**  
**Jagdish Patra**

# NOTES FORMING PART OF FINANCIAL STATEMENTS

## NOTE-1 CORPORATE INFORMATION

CESC Limited (the 'Company') is a public limited company domiciled and incorporated in India. The registered office of the Company is located at CESC House, Chowringhee Square, Kolkata - 700 001. The Company is listed on the BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE). The principal business of the Company is generation and distribution of electricity. The operations of the Company are governed by the Electricity Act, 2003 and various Regulations and / or Policies framed thereunder by the appropriate authorities. Accordingly, in preparing the financial statements the relevant provisions of the said Act, Regulations etc. have been duly considered.

## NOTE-2A MATERIAL ACCOUNTING POLICIES

The standalone financial statements have been prepared to comply in all material aspects with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) under Section 133 and other provisions of the Companies Act, 2013 and the regulations under the Electricity Act, 2003 to the extent applicable. A summary of material accounting policies which have been applied consistently are set out below.

### (a) Basis of Accounting

The financial statements have been prepared on the historical cost convention except for the following:

- i. Investments, except investment in subsidiaries and Joint venture, are carried at fair value.
- ii. Certain financial assets and liabilities are measured at fair value.

### (b) Use of estimates

As required under the provisions of Ind AS for preparation of financial statements in conformity thereof, the management has made judgements, estimates and assumptions that affect the application of accounting policies, and the reported amount of assets, liabilities, income, and expenses and disclosures. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and future periods affected.

### (c) Property, plant and equipment (PPE) and Depreciation

Tangible Assets are stated either at deemed cost as considered on the date of transition to Ind AS or at cost of acquisition / construction together with any incidental expenses related to acquisition and appropriate borrowing costs, less accumulated

depreciation and accumulated impairment loss, if any. An impairment loss is recognized where applicable, when the carrying value of tangible assets of cash generating unit exceed its fair value or value in use, whichever is higher.

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 useful life specified therein, the basis of which is considered by the West Bengal Electricity Regulatory Commission (WBERC/ Commission) in determining the tariff for the year of the Company. Leasehold land is amortized over the unexpired period of the lease as appropriate. Additional charge of depreciation for the year on increase in value arising from fair valuation on date of transition to Ind AS, is recouped from Retained Earnings. Leasehold improvement is amortized over the unexpired period of the lease.

As per amended Tariff Regulations, Advance against Depreciation (AAD) relating to years, in respect of which loans are fully repaid at the beginning of the year, is determined and adjusted with the block of asset for computation of net amount of depreciation claimable by the Company under the Tariff setting mechanism.

### Useful Life of Tangible Assets is as follows:

Particulars	Useful Life of Assets
Buildings and Structures	25-50 Years
Plant and Equipment	5-25 Years
Distribution System	25-35 Years
Meters	7-15 Years
River Tunnel	50 Years
Furniture and Fixtures	15 Years
Office Equipment	5-15 Years
Vehicles	5 Years
Railway Sidings	50 Years

### (d) Investment properties

Property that is held for long term rental yields is classified as investment property. Carrying amount as per previous GAAP has been considered as deemed cost as on date of transition to Ind AS.

### (e) Intangible Assets and amortisation

Intangible assets comprising computer software and mining rights, expected to provide future enduring economic benefits are stated either at deemed cost as considered on date of transition to Ind AS or at cost of acquisition / implementation / development

## NOTES FORMING PART OF FINANCIAL STATEMENTS (Contd.)

less accumulated amortisation. The present value of the expected cost of restoration of the coal mine is included in its cost. An impairment loss is recognized where applicable, when the carrying value of intangible assets of cash generating unit exceed its fair value or value in use, whichever is higher.

Cost of intangible assets, comprising Computer Software related expenditure, are amortised over the estimated useful life of three years. Mining rights are amortised over the estimated useful life of the assets of twenty years based on management's internal assessment.

### (f) Lease

#### Company as a lessee

The Company's lease asset classes primarily consist of leases for land, plant & equipment, buildings and offices. The Company assesses whether a contract contains a lease, at the inception of a contract.

At the date of commencement of the lease, the Company recognizes a right of use asset (ROU) and a corresponding lease liability for all lease arrangements, in which it is a lessee, except for leases with a term of twelve months or less (short-term leases), non lease components (like maintenance charges, etc.) and leases of low value assets.

For these short-term leases, non lease components and lease of low value assets, the Company recognizes the lease rental payments as an operating expense.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term, that are factored when it is reasonably certain that they will be exercised.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses, if any. An impairment loss is recognised where applicable, when the carrying value of ROU assets of cash generating units exceeds its fair value or value in use, whichever is higher.

Right-of-use assets are depreciated on a straight-line basis over the lease term.

The lease liabilities are initially measured at the present value of the future lease payments.

#### Company as a lessor

Leases for which the Company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

### (g) Financial asset

The financial assets are classified in the following categories:

- 1) Financial assets measured at amortised cost.
- 2) Financial assets measured at fair value through profit and loss.
- 3) Equity instruments.

The classification of financial assets depends on the Company's business model for managing financial assets and the contractual terms of the cash flow.

At initial recognition, the financial assets are measured at their fair value.

#### Financial assets measured at amortised cost

Assets that are held for collection of contractual cash flows and where those cash flows represent solely payments of principal and interest are measured at amortised cost. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate method. The losses arising from impairment are recognised in the Statement of Profit and Loss.

#### Financial instruments measured at fair value through profit and loss (FVTPL)

Financial instruments included within fair value through profit and loss category are measured initially as well as at each reporting period at fair value plus transaction costs as applicable. Fair value movements are recorded in Statement of Profit and Loss. Investments in mutual funds are measured at fair value through profit and loss.

#### Equity instruments

Equity investments in scope of Ind AS 109 are measured at fair value. At initial recognition, the Company makes an irrevocable election to present in other comprehensive income subsequent changes in the fair value. If the Company decides to classify an equity instrument as at fair value through other comprehensive income (FVTOCI), then all fair value

## NOTES FORMING PART OF FINANCIAL STATEMENTS (Contd.)

changes on the instrument, excluding dividends, are recognized in the other comprehensive income (OCI). Investment in subsidiaries and joint ventures are carried at cost or at deemed cost as considered on the date of transition to Ind-AS less provision for impairment loss, if any. Investments are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount.

**Impairment of financial assets**

The Company assesses on a forward looking basis the expected credit losses associated with its unsecured assets carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables the simplified approach of expected life time losses has been used from initial recognition of the receivables as required by Ind AS 109 Financial Instruments.

**(h) Financial liabilities**

Financial liabilities are measured at amortised cost using the effective interest rate method.

Cost of commitment for borrowings of subsidiaries are recognised as a liability at the time such commitment is issued. The liability is initially measured at fair value and subsequently at the amount initially recognised less cumulative amortisation.

**(i) Derivatives**

The Company uses derivative financial instruments such as forward currency contracts and interest rate swaps to hedge its foreign currency risks and interest rate risks respectively. Such derivative financial instruments are recognised at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. Gains or losses arising from such fair valuation of derivatives also give rise to regulatory income or expense which is recognised through Statement of Profit and Loss and would be considered in determining the Company's future tariff as per the tariff regulations.

**(j) Inventories**

Inventories of stores, fuel and traded goods are valued at lower of cost and net realizable value. Cost is calculated on weighted average basis and comprises expenditure incurred in the normal course of business in bringing such inventories to their present location and condition.

Obsolete and slow moving inventories are identified at the time of physical verification and provided for, where necessary.

**(k) Foreign Currency Transactions**

The Company's financial statements are presented in INR which is also the functional currency of the Company. Transactions in foreign currency, if any, are accounted for at the exchange rate prevailing on the date of transactions. Transactions remaining unsettled are translated at the exchange rate prevailing at the end of the financial year. Exchange gain or loss arising on settlement/ translation of monetary items is recognized in the Statement of Profit and Loss.

The outstanding loans repayable in foreign currency, if any, are restated at the year-end exchange rate. Exchange gain or loss arising in respect of such restatement also gives rise to regulatory income or expense which is recognised as refundable or recoverable, which will be taken into consideration in determining the Company's future tariff in respect of amount settled duly considering impact of derivative contracts entered into for managing risks thereunder.

**(l) Cash and cash equivalents**

Cash and cash equivalents in the balance sheet comprise cash at banks, cash on hand and term deposits with original maturity of three months or less.

For the purpose of presentation in the Cash Flow Statement, cash and cash equivalents includes cash, cheques and draft on hand or Balances with banks which are unrestricted for withdrawal/usages and highly liquid financial investments that are readily convertible to known amounts of cash which are subject to an insignificant risk of changes in value. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

**(m) Revenue from Operations**

Revenue from contracts with customers is recognised on supply of electricity or when services are rendered to the customers at an amount that reflects the consideration to which the company is entitled under appropriate regulatory framework.

Revenue to be earned from sale of electricity is regulated based on parameters set out in tariff regulations issued from time to time.

Earnings from sale of electricity are net of discount for prompt payment of bills and do not include electricity duty collected from consumers and payable to the State Government.

## NOTES FORMING PART OF FINANCIAL STATEMENTS (Contd.)

The Company receives contribution from consumers in accordance with the applicable Regulation, that is being used to construct or acquire items of property, plant and equipment in order to connect the consumer to the Company's distribution network. The Company recognises revenue in respect of such contributions when the performance obligations are met.

Income from meter rent is accounted for as per the approved rates.

### (n) Other Income

Income from investments and deposits, User fee income from investment property, etc is accounted on accrual basis as per contractual terms. Delayed Payment Surcharge, as a general practice, is determined and recognised on receipt of overdue payment from consumers. Interest income arising from financial assets is accounted for using amortised cost method. Dividend Income is recognised when the right to receive is established.

### (o) Employee Benefits

The Company recognises contributions to provident fund and pension funds on an accrual basis. Provident Fund contributions are made to a fund administered through duly constituted approved independent trust. The interest rate payable to the members of the trust shall not be lower than the statutory rate of interest declared by the Central Government under the Employees' Provident Funds and Miscellaneous Provisions Act, 1952 and deficiency, if any, is made good by the Company, impact of which is ascertained by way of actuarial valuation as at the year end.

The Company, as per its schemes, extends employee benefits current and/or post retirement which are accounted for on accrual basis, based on actuarial valuation as at the Balance Sheet date in respect of gratuity, leave encashment and certain other retiral benefits. Actuarial gains and losses, are recognised through Other Comprehensive Income. Compensation in respect of voluntary retirement scheme is charged as an expense.

### (p) Finance Costs

Finance Costs comprise interest expenses applicable gain / loss on foreign currency borrowings in appropriate cases and other borrowing costs. Finance costs attributable to acquisition and / or construction of qualifying assets are capitalized as a part of cost of such assets up to the date such assets are ready for their intended use. Finance Costs in case of foreign

currency borrowings is accounted for as appropriate, duly considering the impact of the derivative contracts entered into for managing risks thereof. Interest expense arising from financial liabilities is accounted for under effective interest rate method.

### (q) Taxes

Current tax represents the amount payable based on computation as per prevailing taxation laws under the Income Tax Act, 1961.

Provision for deferred taxation is made using liability method on temporary difference arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled. Deferred Tax Assets are recognized subject to the consideration of prudence and are periodically reviewed to reassess realization thereof. Deferred Tax Liability or Asset will give rise to actual tax payable or recoverable at the time of reversal thereof.

Current and Deferred tax relating to items recognised outside profit or loss, that is either in other comprehensive income (OCI) or in equity, is recognised along with the related items.

The Company reviews the MAT credit entitlement at each reporting date and recognises the credit against the tax payable to the extent that it is probable that it will be able to utilise the same against normal tax during the specified period.

Since tax on profits forms part of claimable expenditure under the applicable regulations, current tax liability and deferred tax liability or asset is recoverable or payable, through future tariff. Hence, recognition of current tax liability and deferred tax asset or liability is done with corresponding recognition of regulatory liability or asset, to the extent applicable.

### (r) Provisions and contingent liabilities

Provisions are recognised when the Company has a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

A disclosure for contingent liabilities is made when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control

## NOTES FORMING PART OF FINANCIAL STATEMENTS (Contd.)

of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources embodying economic benefits will be required to settle or a reliable estimate of the amount cannot be made.

**(s) Business combination**

Business combination involving entities or businesses under common control are accounted for using the pooling of interest method whereby the assets and liabilities of the combining entities / business are reflected at their carrying value and necessary adjustments, if any, have been given effect to as per the scheme approved by National Company Law Tribunal, as applicable.

**(t) Regulatory deferral account balances**

The Company is a rate regulated entity and follows Ind AS 114, Regulatory Deferral Accounts. Expenses/Income are recognized as Regulatory Income/Expenses in the Statement of Profit and Loss to the extent recoverable or payable in subsequent periods based on the Company's understanding of the provision of the applicable regulations framed by the West Bengal Electricity Regulatory Commission (WBERC/Commission) and/or their pronouncements/orders, with corresponding balances shown in the Balance Sheet as Regulatory Deferral Account balances, at their present value duly considering appropriate discounting methodology in consonance with the applicable regulations and prudence. Regulatory Deferral Account balances being estimates are revised based on factual developments, including impact of regulatory orders.

**NOTE-2B SUMMARY OF SIGNIFICANT JUDGEMENTS AND ASSUMPTIONS**

The preparation of Standalone financial statements requires the use of accounting estimates, judgements

and assumptions. Management also needs to exercise judgement in applying the Company's accounting policies. Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances.

The areas involving critical estimates or judgements are :-

- Estimate of useful life of Intangible Assets -Note -2A (e)
- Estimation of Restoration Liability- Note- 2A (e)
- Fair Valuation/Impairment assessment of certain Investments -Note-7 & Note-2 A (g)
- Estimation of Regulatory Deferral Account Balances- Note -18 & 39
- Impairment of Trade Receivables -Note - 2A (g)
- Estimates used in Actuarial Valuation of Employee benefits -Note-35
- Estimates used in Lease liabilities -Note-50

**NOTE-3 CHANGES IN EXISTING IND AS**

The Ministry of Corporate Affairs has notified Companies (Indian Accounting Standards) Amendment Rules, 2023 dated 31 March 2023 to amend the following Ind AS which are effective for annual periods beginning on or after 1 April 2023, but do not have any significant impact on the Standalone Financial Statements.

- (i) Definition of Accounting Estimates - Amendments to Ind AS 8
- (ii) Disclosure of Material Accounting Policies - Amendments to Ind AS 1
- (iii) Deferred Tax related to Assets and Liabilities arising from a Single Transaction - Amendments to Ind AS 12.



## NOTES FORMING PART OF FINANCIAL STATEMENTS (Contd.)

## NOTE - 4 PROPERTY, PLANT AND EQUIPMENT

As at 31st March, 2024

₹ in crore

PARTICULARS	As at 1st April, 2023		COST/ DEEMED COST		As at 31st March, 2024		DEPRECIATION / AMORTISATION		NET BLOCK	
	As at 1st April, 2023	As at 1st April, 2023	Add: Additions/ Adjustments	Less: Withdrawals/ Adjustments	As at 31st March, 2024	As at 31st March, 2024	Add: Additions/ Adjustments	Less: Withdrawals/ Adjustments	As at 31st March, 2024	As at 31st March, 2024
Land *	3,053.29	3,053.29	-	-	3,053.29	3,053.29	76.91	-	233.99	2,819.30
Buildings and Structures **	957.82	957.82	11.61	2.74	966.69	966.69	40.65	2.16	351.04	615.65
Plant and Equipment	6,237.74	6,237.74	109.71	2.66	6,344.79	6,344.79	344.41	1.20	2760.33	3,584.46
Distribution Systems	8,176.78	8,176.78	269.05	-	8,445.83	8,445.83	429.99	-	2518.72	5,927.11
Meters and Other Apparatus on Consumers' Premises	415.93	415.93	37.42	8.87	444.48	444.48	41.22	5.34	253.39	191.09
River Tunnel	2.78	2.78	-	-	2.78	2.78	-	-	2.76	0.02
Furniture and Fixtures	41.68	41.68	1.83	0.16	43.35	43.35	2.52	0.09	19.93	23.42
Office Equipments	147.62	147.62	6.26	1.69	152.19	152.19	16.01	1.40	85.31	66.88
Vehicles	15.20	15.20	2.45	0.78	16.87	16.87	7.07	0.57	9.01	7.86
Railway Sidings	94.55	94.55	-	-	94.55	94.55	4.03	-	27.58	66.97
	<b>19,143.39</b>	<b>19,143.39</b>	<b>438.33</b>	<b>16.90</b>	<b>19,564.82</b>	<b>19,564.82</b>	<b>958.25</b>	<b>10.76</b>	<b>6262.06</b>	<b>13,302.76</b>

As at 31st March, 2023

₹ in crore

PARTICULARS	As at 1st April, 2022		COST/ DEEMED COST		As at 31st March, 2023		DEPRECIATION / AMORTISATION		NET BLOCK	
	As at 1st April, 2022	As at 1st April, 2022	Add: Additions/ Adjustments	Less: Withdrawals/ Adjustments	As at 31st March, 2023	As at 31st March, 2023	Add: Additions/ Adjustments	Less: Withdrawals/ Adjustments	As at 31st March, 2023	As at 31st March, 2023
Land *	3,053.29	3,053.29	-	-	3,053.29	3,053.29	19.12	-	157.08	2,896.21
Buildings and Structures **	941.27	941.27	17.25	0.70	957.82	957.82	43.08	-	312.55	645.27
Plant and Equipment	6,106.72	6,106.72	131.47	0.45	6,237.74	6,237.74	270.52	0.27	2417.12	3,820.62
Distribution Systems	7,956.10	7,956.10	221.57	0.89	8,176.78	8,176.78	295.29	0.05	2088.73	6,088.05
Meters and Other Apparatus on Consumers' Premises	394.59	394.59	26.85	5.51	415.93	415.93	37.68	3.02	217.51	198.42
River Tunnel	2.78	2.78	-	-	2.78	2.78	-	-	2.76	0.02
Furniture and Fixtures	38.19	38.19	3.87	0.38	41.68	41.68	2.44	0.18	17.50	24.18
Office Equipments	125.60	125.60	22.52	0.50	147.62	147.62	8.50	0.35	70.70	76.92
Vehicles	12.91	12.91	2.71	0.42	15.20	15.20	2.67	0.05	7.07	8.13
Railway Sidings	94.55	94.55	-	-	94.55	94.55	2.96	-	23.55	71.00
	<b>18,726.00</b>	<b>18,726.00</b>	<b>426.24</b>	<b>8.85</b>	<b>19,143.39</b>	<b>19,143.39</b>	<b>682.26</b>	<b>3.92</b>	<b>5314.57</b>	<b>13,828.82</b>

\* includes leasehold

\*\* includes leasehold improvements

- Property, Plant & Equipment includes right-of-use assets recognised upon adoption of Ind AS 116 (Refer Note 50).
- The Company is in the process of renewing the lease agreement, in respect of certain leasehold land, having Gross Block ₹ 373.38 crore (31.03.2023: ₹ 349.35 crore) and Net Block ₹ 220.63 crore (31.03.2023: ₹ 227.14 crore).

## NOTES FORMING PART OF FINANCIAL STATEMENTS (Contd.)

**NOTE - 4 PROPERTY, PLANT AND EQUIPMENT (Contd..)**

Immovable properties whose title deeds are not in the name of the Company included in Property, Plant & Equipment:-

As at 31st March, 2024

Description of property (Leasehold Land)	Carrying Value (₹ in Crore)	Title deeds held in the name of	Property held since	Reason for not being held in the name of the Company
Southern Generating Station	166.16	Kolkata Port Trust	1925	The Company is in the process of renewal of the lease deeds with Kolkata Port Trust
Budge Budge Generating Station	48.13	Governor of State of West Bengal	1991	The Company is in the process of renewal of the lease deeds with Government of West Bengal.
Balagarh	1.82	Governor of State of West Bengal	1995	The Company is in the process of renewal of the lease deeds with Government of West Bengal.
Patuli DS	3.40	Kolkata Metropolitan Development Authority (KMDA)	1985	The Company is in the process of renewal of the lease deeds with KMDA.
Taratata (West) D/S	1.12	Kolkata Metropolitan Development Authority (KMDA)	2015	The Company is in the process of renewal of the lease deeds with KMDA.
	<b>220.63</b>			

As at 31st March, 2023

Description of property (Leasehold Land)	Carrying Value (₹ in Crore)	Title deeds held in the name of	Property held since	Reason for not being held in the name of the Company
7 land parcels at Rabindrasadan DS, Taltala DS, St. James Rectifier Station, Budge Budge Generating Station, BBD Bagh Substation, Balagarh and Forest Rectifier Station	98.47	Governor of State of West Bengal	1953-2003	The Company is in the process of renewal of the lease deeds with Government of West Bengal.
5 land parcels at Auckland Square DS, Kankurgachi DS, Naskarpara DS, Patuli DS and Taratata West DS	12.00	Kolkata Metropolitan Development Authority and Kolkata Municipal Corporation (Ministry of Urban Development and Municipal Affairs, Government of West Bengal)	1985-2015	The Company is in the process of renewal of the lease deeds with Government of West Bengal.
3 land parcels at Southern Generating Station, Foreshore Road DS and Hide Road DS	104.34	Kolkata Port Trust	1925-1953	The Company is in the process of renewal of the lease deeds with Kolkata Port Trust
2 land parcels at Barisha DS and Pagladanga DS	7.50	West Bengal Small Industries Corporation Ltd (WBSIC)	1980-1999	The Company is in the process of renewal of the lease deeds with WBSIC.
1 land parcel at Bally DS	1.12	Indian Railways	1993	The Company is in the process of renewal of the lease deeds with Indian Railways
4 land parcels at Chingrihata DS, Linton Street Rectifier Station, Ludlow DS and Fort Gloster DS	3.71	Various Private Parties	1953-1995	The Company is in the process of renewal of the lease deeds with the respective Parties
	<b>227.14</b>			

**Note:**

No title deed holder is a promoter, director or relative of promoter / director or employee of promoter / director.

DS - Distribution Station

NOTES FORMING PART OF FINANCIAL STATEMENTS (Contd.)

**NOTE - 4A CAPITAL WORK-IN-PROGRESS**

₹ in crore

PARTICULARS	31st March, 2024	31st March, 2023
Opening Balance	63.77	43.23
Add: Additions during the year	371.26	372.35
Less: Capitalised during the year	(356.96)	(351.81)
Closing Balance	78.07	63.77

Ageing for capital work-in-progress is as follows:

₹ in crore

PARTICULARS	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
As at 31st March 2024	53.99	13.36	1.49	9.23	78.07
As at 31st March 2023	47.15	4.88	0.48	11.26	63.77

**NOTE - 5 INVESTMENT PROPERTY**

As at 31st March, 2024

₹ in crore

PARTICULARS	COST / DEEMED COST				DEPRECIATION / AMORTISATION				NET BLOCK
	As at 1st April, 2023	Add: Additions	Less: Withdrawals	As at 31st March, 2024	As at 1st April, 2023	Add: Additions	Less: Withdrawals	As at 31st March, 2024	As at 31st March, 2024
Land - Freehold	62.87	-	-	62.87	-	-	-	-	62.87
	62.87	-	-	62.87	-	-	-	-	62.87

As at 31st March, 2023

PARTICULARS	COST / DEEMED COST				DEPRECIATION / AMORTISATION				NET BLOCK
	As at 1st April, 2022	Add: Additions	Less: Withdrawals	As at 31st March, 2023	As at 1st April, 2022	Add: Additions	Less: Withdrawals	As at 31st March, 2023	As at 31st March, 2023
Land - Freehold	62.87	-	-	62.87	-	-	-	-	62.87
	62.87	-	-	62.87	-	-	-	-	62.87

- User Fee Income earned recognised in Statement of profit & loss ₹ 11.70 crore (previous year: ₹ 11.70 crore)
- Fair valuation of the above land as per rent capitalisation method (income approach) amounts to ₹ 292 crore (as on 31.03.2023 : ₹ 289 crore) as per registered independent valuer and categorised as level 2. The main inputs used in determining the fair valuation of the Investment Property are utility, marketability, self liquidity, future rentals, etc.
- The lease term in respect of Investment Property given under Operating Lease is 25 years which can be extended upon the sole discretion of the Company. This lease has been granted to Quest Properties India Limited to develop, operate and maintain a mall during the said lease term and the aforesaid property has been offered as security in respect of financial assistance availed by the said company. Incentive given by the Company by way of rent free period for development of the Investment Property has been spread across the period of the contract. Future minimum lease rental receivables during next one to five years ₹ 11.70 crore (as on 31.03.2023 : ₹ 11.70 crore) in each of the years and later than five years ₹ 42.92 crore (as on 31.03.2023: ₹ 54.62 crore).

**NOTE - 6 INTANGIBLE ASSETS**

As at 31st March, 2024

PARTICULARS	COST / DEEMED COST				AMORTISATION				NET BLOCK
	As at 1st April, 2023	Add: Additions	Less: Withdrawals	As at 31st March, 2024	As at 1st April, 2023	Add: Additions	Less: Withdrawals	As at 31st March, 2024	As at 31st March, 2024
Computer Software	41.13	0.54	-	41.67	34.03	3.56	-	37.59	4.08
Mining Rights *	151.88	-	-	151.88	59.09	7.74	-	66.83	85.05
	193.01	0.54	-	193.55	93.12	11.30	-	104.42	89.13

As at 31st March, 2023

## NOTES FORMING PART OF FINANCIAL STATEMENTS (Contd.)

## NOTE - 6 INTANGIBLE ASSETS (Contd..)

PARTICULARS	COST / DEEMED COST				AMORTISATION				NET BLOCK
	As at 1st April, 2022	Add: Additions	Less: Withdrawals	As at 31st March, 2023	As at 1st April, 2022	Add: Additions	Less: Withdrawals	As at 31st March, 2023	As at 31st March, 2023
Computer Software	30.09	11.04	-	41.13	30.07	3.96	-	34.03	7.10
Mining Rights *	151.88	-	-	151.88	51.35	7.74	-	59.09	92.79
	181.97	11.04	-	193.01	81.42	11.70	-	93.12	99.89

\* in respect of Sarisatolli Coal Mine.

## NOTE - 7 NON CURRENT INVESTMENTS

₹ in crore

	As at 31st March, 2024	As at 31st March, 2023
<b>a Investments in Equity Instruments, unquoted, fully paid up, carried at fair value through other comprehensive income (FVTOCI) :</b>		
3,250 (31.03.2023 : 3,250) Equity Shares of Integrated Coal Mining Limited of ₹ 10 each	5.12	5.18
<b>b Investment in Subsidiary Companies, unquoted, fully paid up, carried at cost :</b>		
<b>(i) In Equity Shares</b>		
22,49,50,000 (31.03.2023: 14,27,50,000) Equity Shares of Malegaon Power Supply Limited of ₹ 10 each	225.71	143.51
6,36,50,000 (31.03.2023 : 4,24,50,000) Equity Shares of CESC Projects Limited of ₹ 10 each	18.50	-
1,10,00,000 (31.03.2023 : 1,10,00,000) Equity Shares of Bantal Singapore Pte Limited of USD 1 each *	-	-
2,95,50,000 (31.03.2023 : 2,95,50,000) Equity Shares of Ranchi Power Distribution Company Limited of ₹ 10 each *	-	-
28,23,615 (31.03.2023 : 28,23,615) Equity Shares of Papu Hydropower Projects Limited of ₹ 10 each *	-	-
44,71,983 (31.03.2023 : 44,71,983) Equity Shares of Pachi Hydropower Projects Limited of ₹ 10 each *	-	-
47,48,30,000 (31.03.2023 : 42,58,30,000) Equity Shares of Kota Electricity Distribution Limited of ₹ 10 each	477.48	428.48
12,75,50,000 (31.03.2023 : 12,75,50,000) Equity Shares of Bikaner Electricity Supply Limited of ₹ 10 each	128.99	128.99
3,03,50,000 (31.03.2023 : 2,40,50,000) Equity Shares of Bharatpur Electricity Services Limited of ₹ 10 each	30.91	24.61
4,07,00,000 (31.03.2023 : 4,07,00,000) Equity Shares of Crescent Power Limited of ₹ 10 each	71.91	71.91
1,20,34,41,049 (31.03.2023 : 1,20,34,41,049) Equity Shares of Haldia Energy Limited of ₹ 10 each	1,207.12	1,207.12
2,24,27,68,954 (31.03.2023 : 2,24,27,68,954) Equity Shares of Dhariwal Infrastructure Limited of ₹ 10 each	2,561.64	2,561.64
3,58,70,000 (31.03.2023 : 3,56,50,000) Equity Shares of Jharkhand Electric Company Limited of ₹ 10 each *	-	-
20,53,000 (31.03.2023 : 20,53,000) Equity Shares of Jarong Hydro-Electric Power Company Limited of ₹ 10 each *	-	-
11,91,54,800 (31.03.2023 : 11,84,25,800) Equity Shares of Au Bon Pain Café India Limited of ₹ 10 each *	-	-
50,50,000 (31.03.2023 : 50,50,000) Equity Shares of Eminent Electricity Distribution Limited of ₹ 10 each	5.05	5.05
10,50,000 (31.03.2023 : 50,000) Equity Shares of CESC Green Power Limited of ₹ 10 each	1.05	0.05

NOTES FORMING PART OF FINANCIAL STATEMENTS (Contd.)

NOTE - 7 NON CURRENT INVESTMENTS (Contd..)

₹ in crore

	As at 31st March, 2024	As at 31st March, 2023
2,97,28,500 (31.03.2023 : 2,97,28,500) Equity Shares of Noida Power Company Limited of ₹ 10 each	30.63	30.63
<b>(ii) In Preference Shares</b>		
45,50,00,000 (31.03.2023 : 45,50,00,000) 0.01% compulsorily convertible non cumulative redeemable Preference shares of face value ₹ 10 each issued by Eminent Electricity Distribution Limited	455.00	455.00
<b>c Investment in Joint Venture, unquoted, fully paid up, carried at cost :</b>		
24,29,800 (31.03.2023 : 24,29,800) Equity Shares of Mahuagarhi Coal Company Private Limited of ₹ 10 each *	-	-
<b>d Investment in Preference Shares , unquoted, fully paid up, carried at fair value through profit &amp; loss (FVTPL) :</b>		
5,00,000 (31.03.2023 : 5,00,000) 0.01% non cumulative non convertible redeemable Preference shares of face value ₹ 100 each issued by Spencers' Retail Limited	1.38	1.26
	<b>5,220.49</b>	<b>5,063.43</b>
<b>Investment in unquoted investments:</b>		
Aggregate Book Value	5,220.49	5,063.43
<b>Aggregate provision for impairment in value of investments</b>	<b>64.34</b>	<b>61.35</b>
* Fully impaired.		

NOTE - 8 NON CURRENT LOANS

₹ in crore

	As at 31st March, 2024	As at 31st March, 2023
Considered good - Unsecured		
Loan to employees	3.83	4.10
	<b>3.83</b>	<b>4.10</b>

NOTE - 9 NON CURRENT OTHER FINANCIAL ASSETS

₹ in crore

	As at 31st March, 2024	As at 31st March, 2023
Security Deposits	229.42	178.93
Share application money to subsidiaries	6.50	3.00
Lease Receivables	47.59	54.57
	<b>283.51</b>	<b>236.50</b>

NOTE - 10 OTHER NON CURRENT ASSETS

₹ in crore

	As at 31st March, 2024	As at 31st March, 2023
Capital advances	27.85	28.07
Other advances (Refer Note 31 (b))	253.79	224.18
	<b>281.64</b>	<b>252.25</b>

## NOTES FORMING PART OF FINANCIAL STATEMENTS (Contd.)

## NOTE -11 INVENTORIES

₹ in crore

	As at 31st March, 2024	As at 31st March, 2023
Fuel [includes in transit ₹ 99.38 crore (31.03.2023 : ₹ 82.60 crore)]	307.57	290.31
Stores and Spares	203.24	208.82
Stock-in-trade	2.40	2.58
	<b>513.21</b>	<b>501.71</b>

## NOTE -12 CURRENT INVESTMENTS

₹ in crore

	As at 31st March, 2024	As at 31st March, 2023
<b>Unquoted</b>		
Investments in Commercial Paper carried at amortised cost (net of provision)	-	-
	-	-
<b>Investment in unquoted investments:</b>		
Aggregate Book value (net of provision)	-	-
<b>Aggregate provision for impairment</b>	<b>30.00</b>	<b>30.00</b>

## NOTE -13 TRADE RECEIVABLES

₹ in crore

	As at 31st March, 2024	As at 31st March, 2023
Considered good - Secured	704.05	657.49
Considered good - Unsecured	526.95	422.33
Credit Impaired	6.18	6.18
	<b>1,237.18</b>	<b>1,086.00</b>
Less : Allowances for bad and doubtful debts	6.18	6.18
<b>Trade Receivables</b>	<b>1,231.00</b>	<b>1,079.82</b>

Ageing for trade receivables as at 31st March 2024 is as follows:

₹ in crore

Particulars	Not Due	Outstanding for following periods from due date of payment					Gross Total
		Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed – considered good	726.99	323.83	84.36	60.67	30.64	2.47	1,228.96
(ii) Undisputed – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed – credit impaired	-	-	-	-	6.18	-	6.18
(iv) Disputed– considered good	0.27	-	1.10	0.12	0.02	0.53	2.04
(v) Disputed – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed – credit impaired	-	-	-	-	-	-	-
	<b>727.26</b>	<b>323.83</b>	<b>85.46</b>	<b>60.79</b>	<b>36.84</b>	<b>3.00</b>	<b>1,237.18</b>
Less: Provision for Doubtful Debts							(6.18)
<b>Total trade receivables</b>							<b>1,231.00</b>



NOTES FORMING PART OF FINANCIAL STATEMENTS (Contd.)

**NOTE -13 TRADE RECEIVABLES (Contd..)**

Ageing for trade receivables as at 31st March 2023 is as follows:

₹ in crore

Particulars	Not Due	Outstanding for following periods from due date of payment					Gross Total
		Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed – considered good	664.56	226.52	95.67	60.40	28.71	3.09	1,078.95
(ii) Undisputed – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed – credit impaired	-	-	-	-	6.18	-	6.18
(iv) Disputed– considered good	0.20	0.05	0.07	0.02	-	0.53	0.87
(v) Disputed – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed – credit impaired	-	-	-	-	-	-	-
	<b>664.76</b>	<b>226.57</b>	<b>95.74</b>	<b>60.42</b>	<b>34.89</b>	<b>3.62</b>	<b>1,086.00</b>
Less: Provision for Doubtful Debts							(6.18)
<b>Total trade receivables</b>							<b>1,079.82</b>

**NOTE-14 CASH AND CASH EQUIVALENTS**

₹ in crore

	As at 31st March, 2024	As at 31st March, 2023
Balances with banks		
- In current accounts	659.92	393.82
Cheques, drafts on hand	1.02	0.74
Cash on hand	0.77	1.06
	<b>661.71</b>	<b>395.62</b>

**NOTE-15 BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS**

₹ in crore

	As at 31st March, 2024	As at 31st March, 2023
Unpaid Dividend Account	13.71	13.60
Bank deposits with original maturity more than 3 months (refer Notes below)	458.39	419.07
	<b>472.10</b>	<b>432.67</b>

Notes:

- Bank deposits include ₹ 335.55 crore (31.03.2023: ₹ 317.55 crore) appropriated towards Fund for unforeseen exigencies.
- Bank deposits of ₹ 286.28 crore (31.03.2023: ₹ 331.93 crore) having original maturity more than 12 months as on the reporting date, being callable at the option of the company are classified as current.

## NOTES FORMING PART OF FINANCIAL STATEMENTS (Contd.)

## NOTE-16 OTHER FINANCIAL ASSETS

₹ in crore

	As at 31st March, 2024	As at 31st March, 2023
<b>Unsecured, considered good</b>		
Receivable from Related Parties	78.39	84.22
Interest accrued on Bank Deposits	33.58	20.99
Receivable towards claims and services rendered	3.75	4.32
	<b>115.72</b>	<b>109.53</b>

## NOTE-17 OTHER CURRENT ASSETS

₹ in crore

	As at 31st March, 2024	As at 31st March, 2023
Advances for goods and services	168.68	185.26
Others (Includes prepaid expenses etc.)	55.20	61.03
	<b>223.88</b>	<b>246.29</b>

## NOTE-18 REGULATORY DEFERRAL ACCOUNT BALANCES

₹ in crore

	As at 31st March, 2024	As at 31st March, 2023
Regulatory deferral account - debit balances	5,771.98	5,844.84
Regulatory deferral account - credit balances	-	1,569.21

(also Refer note 39)

## NOTE -19 EQUITY

₹ in crore

	As at 31st March, 2024	As at 31st March, 2023
a. Authorised Share Capital		
3156,00,00,000 Equity Shares of ₹ 1/- each fully paid up (31.03.2023 : 3156,00,00,000 Equity Shares of ₹ 1/- each fully paid up)	3,156.00	3,156.00
b. Issued Capital		
138,85,70,150 Equity Shares of ₹ 1/- each fully paid up ( 31.03.2023 : 138,85,70,150 Equity Shares of ₹ 1/- each fully paid up )	138.86	138.86
c. Subscribed and paid up capital		
132,55,70,430 Equity Shares of ₹ 1/- each fully paid up (31.03.2023 :132,55,70,430 Equity Shares of ₹ 1/- each fully paid up)	132.56	132.56
d. Forfeited Shares (amount originally paid up)	0.66	0.66
	<b>133.22</b>	<b>133.22</b>

e. Reconciliation of the shares outstanding at the beginning and at the end of the year.

Particulars	As at 31st March, 2024		As at 31st March, 2023	
	No. of shares	Amount(₹ crore)	No. of shares	Amount (₹ crore)
At the beginning of the year	1,32,55,70,430	132.56	1,32,55,70,430	132.56
At the end of the year	1,32,55,70,430	132.56	1,32,55,70,430	132.56

Note :-

For the period of five years immediately preceding 31st March,2024, no shares were allotted as fully paid up pursuant to any contract without consideration being received in cash or allotted as fully paid up by way of bonus shares or bought back.

NOTES FORMING PART OF FINANCIAL STATEMENTS (Contd.)

**NOTE -19 EQUITY (Contd..)**

f. Terms /rights attached to equity shares:

The Company has only one class of equity shares having a par value of ₹ 1/- per share fully paid up. Holders of equity shares are entitled to one vote per share. An Interim dividend of ₹ 4.50/- per equity share of ₹ 1/- each (31.03.2023: ₹ 4.50 /- per equity share of ₹ 1/- each) has been paid during the year ended 31st March 2024. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive the sale proceeds from remaining assets of the Company after distribution of all preferential amounts, in proportion to the number of equity shares held by the shareholders.

g. Details of shareholders holding more than 5% shares in the Company

Name of shareholder	As at 31st March, 2024	
	No. of shares	% of holding
Rainbow Investments Limited [Refer Note 42 A]	58,79,66,320	44.36
SBI Funds Management Limited	9,12,02,945	6.88

Name of shareholder	As at 31st March, 2023	
	No. of shares	% of holding
Rainbow Investments Limited [Refer Note 42 A]	58,79,66,320	44.36
HDFC Trustee Company Limited	6,82,85,538	5.15
SBI Funds Management Limited	7,22,80,452	5.45

h. Shares held by Promoters at the end of the year

Name of Promoter	As at 31st March, 2024		As at 31st March, 2023		% Change During the year
	No. of shares	% of holding	No. of shares	% of holding	
Rainbow Investments Limited	58,79,66,320	44.36	58,79,66,320	44.36	0.00
Dr. Sanjiv Goenka	13,47,940	0.10	13,47,940	0.10	0.00

**NOTE -20 OTHER EQUITY**

₹ in crore

	As at 31st March, 2024	As at 31st March, 2023
A. Retained Earnings	10,206.36	10,303.40
Equity Instruments through Other Comprehensive Income	5.11	5.18
Capital Reserve	(812.10)	(812.10)
Fund for unforeseen exigencies	355.46	334.34
	<b>9,754.83</b>	<b>9,830.82</b>
B i) Retained Earnings [refer note C]		
Surplus at the beginning of the year	10,303.40	10,311.81
Add : Profit for the year	774.87	830.33
Less: Transfer to fund for unforeseen exigencies	21.12	17.67
Less : Withdrawal on account of depreciation / amortisation of surplus on fair valuation (refer note 49)	249.18	214.08
Less : Withdrawal of the residual surplus on fair valuation consequent to sale/disposal of assets (refer note 49)	0.07	0.50
Less: Dividends paid	596.51	596.51
Less: Items that will not be reclassified to profit or loss		
Remeasurement of defined benefit plan (Net of tax)	5.03	9.98
	<b>10,206.36</b>	<b>10,303.40</b>

## NOTES FORMING PART OF FINANCIAL STATEMENTS (Contd.)

## NOTE -20 OTHER EQUITY (Contd..)

₹ in crore

	As at 31st March, 2024	As at 31st March, 2023
ii) Equity Instruments through Other Comprehensive Income		
At the beginning of the year	5.18	5.22
Add : Gain/(loss) on fair value of Investment	(0.07)	(0.04)
At the end of the year	<b>5.11</b>	<b>5.18</b>
iii) Capital Reserve [refer note C]	(812.10)	(812.10)
iv) Fund for unforeseen exigencies [refer note C]		
At the beginning of the year	334.34	316.67
Add : Transfer during the year from Retained Earnings	21.12	17.67
At end of the year	<b>355.46</b>	<b>334.34</b>
	<b>9,754.83</b>	<b>9,830.82</b>

## C. Nature and purpose of other reserves

Fund for unforeseen exigencies has been created for dealing with unforeseen exigencies and the amount transferred during the year will be invested as per the applicable regulations. Retained Earnings represents profit earned by the Company, net of appropriations till date and adjustments done on transition to Ind AS. Equity Instruments through Other Comprehensive Income represents the cumulative gains and losses arising on fair valuation of equity instruments measured at fair value through other comprehensive income.

Capital reserve had arisen consequent to a scheme of arrangement in financial year ended 31st March 2018.

## NOTE -21 NON CURRENT BORROWINGS

₹ in crore

	As at 31st March, 2024	As at 31st March, 2023
<b>a. Secured</b>		
Non Convertible Debentures	1,700.00	1,755.00
Term Loans		
Rupee Loans from Banks	6,573.19	5,612.31
Rupee Loans from Financial Institutions	561.00	-
	<b>8,834.19</b>	<b>7,367.31</b>
Less : Current maturities of long term debt transferred to Current Borrowings (refer note 26)	1,532.05	1,889.11
Less : Unamortised front end fees	30.35	20.27
	<b>7,271.79</b>	<b>5,457.93</b>

## b. Nature of Security :

## i Debentures amounting to:

- ₹ 200 crore (31.03.2023 - ₹ 555 crore) are secured, ranking pari-passu inter se, by hypothecation of the movable property, plant and equipment of the Company as a first charge and
- ₹ 1500.00 crore (31.03.2023 - ₹ 1200 crore) are secured, ranking pari-passu inter se, by equitable mortgage / hypothecation of the property, plant and equipment of the Company as a first charge. However, creation of the said mortgage security in respect of two Debentures aggregating to ₹ 300 crore is in process.

NOTES FORMING PART OF FINANCIAL STATEMENTS (Contd.)

**NOTE -21 NON CURRENT BORROWINGS (Contd..)**

ii Term Loans amounting to:

- (a) ₹ 5870.84 crore (31.03.2023 - ₹ 3846.40 crore) are secured, ranking pari-passu inter se, by equitable mortgage / hypothecation of the property, plant and equipment of the Company including its land, buildings and any other constructions thereon, plant and machinery, etc. as a first charge and, as a second charge, by hypothecation of the Company's current assets comprising stock of stores, coal, book debts, monies receivable and bank balances.
- (b) ₹ 913.35 crore (31.03.2023 - ₹ 700.35 crore) are secured, ranking pari-passu inter se, by equitable mortgage / hypothecation of the property, plant and equipment of the Company as a first charge;
- (c) ₹ 150 crore (31.03.2023- ₹ 350 crore) are secured, ranking pari-passu inter se, by hypothecation of the movable property, plant and equipment and current assets of the Company as a first charge;
- (d) ₹ 200.00 crore (31.03.2023- ₹ 340.56 crore) are secured, ranking pari-passu inter se, by hypothecation of the movable property, plant and equipment of the Company as a first charge; and
- (e) ₹ NIL (31.03.2023- ₹ 375 crore) are secured, ranking pari-passu inter se, by hypothecation of the Company's current assets as a first charge and by equitable mortgage / hypothecation of the property, plant and equipment of the Company as a second charge.

**c. Major terms of repayment of Non Current Borrowings :**

Maturity Profile as at 31st March 2024	Debentures	Rupee Term Loan from Banks	Rupee Term Loan from Financial Institutions	₹ in crore	
				Total	Current Maturities
Residual Tenor of upto 1 year	200.00	155.00	-	355.00	355.00
Residual Tenor between 1 and 3 years	400.00	807.47	-	1,207.47	386.60
Residual Tenor between 3 and 5 years	1,000.00	1,708.23	-	2,708.23	352.35
Residual Tenor between 5 and 10 years	-	3,902.49	-	3,902.49	391.34
Residual Tenor beyond 10 years	100.00	-	561.00	661.00	46.76
<b>Total</b>	<b>1,700.00</b>	<b>6,573.19</b>	<b>561.00</b>	<b>8,834.19</b>	<b>1,532.05</b>

Interest rates on Rupee Term Loans from Banks and Financial Institutions are based on spread over respective lenders' benchmark rate. Interest rate on Debentures are fixed or based on spread over Repo / T-Bill rate.

All of the above are repayable in periodic instalments over the maturity period of the respective loans. Debentures aggregating to ₹ 1700 crore are due for maturity on 29-Dec-34 - ₹ 6.25 crore; 29-Sep-34 - ₹ 6.25 crore; 29-Jun-34 - ₹ 6.25 crore; 29-Mar-34 - ₹ 6.25 crore; 29-Dec-33 - ₹ 6.25 crore; 29-Sep-33 - ₹ 6.25 crore; 29-Jun-33 - ₹ 6.25 crore; 29-Mar-33 - ₹ 6.25 crore; 29-Dec-32 - ₹ 6.25 crore; 29-Sep-32 - ₹ 6.25 crore; 29-Jun-32 - ₹ 6.25 crore; 29-Mar-32 - ₹ 6.25 crore; 29-Dec-31 - ₹ 6.25 crore; 29-Sep-31 - ₹ 6.25 crore; 29-Jun-31 - ₹ 6.25 crore; 29-Mar-31 - ₹ 6.25 crore; 28-Dec-28 - ₹ 25 crore; 29-Sep-28 - ₹ 37.50 crore; 28-Sep-28 - ₹ 25 crore; 29-Jun-28 - ₹ 37.50 crore; 28-Jun-28 - ₹ 25 crore; 29-Mar-28 - ₹ 37.50 crore; 28-Mar-28 - ₹ 25 crore; 29-Dec-27 - ₹ 37.50 crore; 28-Dec-27 - ₹ 25 crore; 16-Nov-27 - ₹ 37.50 crore; 17-Oct-27 - ₹ 25 crore; 29-Sep-27 - ₹ 37.50 crore; 28-Sep-27 - ₹ 25 crore; 16-Aug-27 - ₹ 37.50 crore; 17-Jul-27 - ₹ 25 crore; 29-Jun-27 - ₹ 37.50 crore; 28-Jun-27 - ₹ 25 crore; 16-May-27 - ₹ 37.50 crore; 17-Apr-27 - ₹ 25 crore; 29-Mar-27 - ₹ 37.50 crore; 28-Mar-27 - ₹ 25 crore; 16-Feb-27 - ₹ 37.50 crore; 17-Jan-27 - ₹ 25 crore; 29-Dec-26 - ₹ 37.50 crore; 16-Nov-26 - ₹ 37.50 crore; 17-Oct-26 - ₹ 25 crore; 30-Sep-26 - ₹ 50 crore; 16-Aug-26 - ₹ 37.50 crore; 17-Jul-26 - ₹ 25 crore; 30-Jun-26 - ₹ 50 crore; 16-May-26 - ₹ 37.50 crore; 17-Apr-26 - ₹ 25 crore; 30-Mar-26 - ₹ 50 crore; 16-Feb-26 - ₹ 37.50 crore; 17-Jan-26 - ₹ 25 crore; 30-Dec-25 - ₹ 50 crore; 30-Sep-25 - ₹ 50 crore; 30-Jun-25 - ₹ 50 crore; 30-Mar-25 - ₹ 50 crore; 30-Dec-24 - ₹ 50 crore; 24-Dec-24 - ₹ 100 crore and 13-Oct-24 - ₹ 100.00 crore.

## NOTES FORMING PART OF FINANCIAL STATEMENTS (Contd.)

## NOTE -21 NON CURRENT BORROWINGS (Contd..)

₹ in crore

Maturity Profile as at 31st March 2023	Debentures	Rupee Term Loan from Banks	Rupee Term Loan from Financial Institutions	Total	Current Maturities
Residual Tenor of upto 1 year	255.00	201.25	-	456.25	456.25
Residual Tenor between 1 and 3 years	600.00	1,121.44	-	1,721.44	701.13
Residual Tenor between 3 and 5 years	900.00	1,863.63	-	2,763.63	431.10
Residual Tenor between 5 and 10 years	-	2,315.99	-	2,315.99	300.63
Residual Tenor beyond 10 years	-	110.00	-	110.00	-
<b>Total</b>	<b>1,755.00</b>	<b>5,612.31</b>	<b>-</b>	<b>7,367.31</b>	<b>1,889.11</b>

Interest rates on Rupee Term Loans from Banks are fixed or based on spread over respective lenders' benchmark rate. Interest rate on Debentures are fixed or based on spread over Repo / T-Bill rate.

All of the above are repayable in periodic instalments over the maturity period of the respective loans. Debentures aggregating to ₹ 1755 crore are due for maturity on 16-Nov-27 - ₹ 37.50 crore; 17-Oct-27 - ₹ 25 crore; 16-Aug-27 - ₹ 37.50 crore; 17-Jul-27 - ₹ 25 crore; 16-May-27 - ₹ 37.50 crore; 17-Apr-27 - ₹ 25 crore; 16-Feb-27 - ₹ 37.50 crore; 17-Jan-27 - ₹ 25 crore; 16-Nov-26 - ₹ 37.50 crore; 17-Oct-26 - ₹ 25 crore; 30-Sep-26 - ₹ 50 crore; 16-Aug-26 - ₹ 37.50 crore; 17-Jul-26 - ₹ 25 crore; 30-Jun-26 - ₹ 50 crore; 16-May-26 - ₹ 37.50 crore; 17-Apr-26 - ₹ 25 crore; 30-Mar-26 - ₹ 50 crore; 16-Feb-26 - ₹ 37.50 crore; 17-Jan-26 - ₹ 25 crore; 30-Dec-25 - ₹ 50 crore; 30-Sep-25 - ₹ 50 crore; 30-Jun-25 - ₹ 50 crore; 21-May-25 - ₹ 37.50 crore; 30-Mar-25 - ₹ 50 crore; 21-Feb-25 - ₹ 37.50 crore; 30-Dec-24 - ₹ 50 crore; 24-Dec-24 - ₹ 100 crore; 21-Nov-24 - ₹ 37.50 crore; 13-Oct-24 - ₹ 100.00 crore; 21-Aug-24 - ₹ 37.50 crore; 21-May-24 - ₹ 37.50 crore; 21-Feb-24 - ₹ 37.50 crore; 02-Feb-24 - ₹ 55.00 crore; 07-Dec-23 - ₹ 200.00 crore; 21-Nov-23 - ₹ 37.50 crore; 13-Oct-23 - ₹ 100.00 crore and 21-Aug-23 - ₹ 37.50 crore.

## NOTE -22 NON CURRENT LEASE LIABILITIES

₹ in crore

	As at 31st March, 2024	As at 31st March, 2023
Lease Liabilities	83.88	96.07
(Refer note no. 50 for details)	<b>83.88</b>	<b>96.07</b>

## NOTE -23 NON CURRENT PROVISIONS

₹ in crore

	As at 31st March, 2024	As at 31st March, 2023
Provision for employee benefits	468.07	446.81
Restoration liabilities	46.58	43.91
	<b>514.65</b>	<b>490.72</b>
<b>Reconciliation of movement in Restoration Liabilities</b>		
Opening balance	43.91	41.18
Add: Fair Value Adjustment	2.67	2.73
Closing balance	<b>46.58</b>	<b>43.91</b>

The Company has recognised present value of restoration liability for Sarisatolli Coal Mine based on applicable Guidelines on Mine Closure Plan.



NOTES FORMING PART OF FINANCIAL STATEMENTS (Contd.)

**NOTE -24 DEFERRED TAX LIABILITIES (NET)**

₹ in crore

	As at 31st March, 2024	As at 31st March, 2023
Deferred Tax Liabilities	3,422.56	3,534.63
Deferred Tax Assets	(214.62)	(200.03)
<b>Total Deferred Tax Liabilities (net)</b>	<b>3,207.94</b>	<b>3,334.60</b>

(refer note 44)

**NOTE -25 OTHER NON CURRENT LIABILITIES**

₹ in crore

	As at 31st March, 2024	As at 31st March, 2023
Advance received from consumers	79.08	101.93
Others	183.68	156.78
	<b>262.76</b>	<b>258.71</b>

**NOTE -26 CURRENT BORROWINGS**

₹ in crore

	As at 31st March, 2024	As at 31st March, 2023
<b>Secured</b>		
Working Capital Demand Loans	670.22	952.47
Current maturities of long term debt (refer note 21)	1,532.05	1,889.11
	<b>2,202.27</b>	<b>2,841.58</b>

**Nature of Security**

Working capital facilities from bank above are secured, ranking pari passu inter se, by hypothecation of the Company's current assets comprising stock of stores, coal (refer note 11), book debts, monies receivable (refer note 13) and bank balances (refer note 14) as a first charge and, as a second charge, by equitable mortgage / hypothecation of property, plant and equipment of the Company including its land, buildings and any other construction thereon, plant and machinery etc (refer note 4)

**NOTE - 27 CURRENT TRADE PAYABLES**

Ageing for trade payables outstanding as at 31st March 2024 is as follows:

₹ in crore

Particulars	Outstanding for following periods from due date of payment				Gross Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
MSME	7.07	-	-	-	7.07
Others	1,064.26	6.93	12.54	23.76	1,107.49
Disputed dues – MSME	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-
<b>Total trade payables</b>	<b>1,071.33</b>	<b>6.93</b>	<b>12.54</b>	<b>23.76</b>	<b>1,114.56</b>

Ageing for trade payables outstanding as at 31st March 2023 is as follows:

₹ in crore

Particulars	Outstanding for following periods from due date of payment				Gross Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
MSME	11.90	-	-	-	11.90
Others	671.45	10.31	9.55	22.20	713.51
Disputed dues – MSME	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-
<b>Total trade payables</b>	<b>683.35</b>	<b>10.31</b>	<b>9.55</b>	<b>22.20</b>	<b>725.41</b>

## NOTES FORMING PART OF FINANCIAL STATEMENTS (Contd.)

**NOTE - 27 CURRENT TRADE PAYABLES (Contd..)**

₹ 0.09 crore (31.03.2023- ₹ 0.08 crore), Nil (31.03.2023 - Nil), ₹ 0.90 crore (31.03.2023 - ₹ 0.75 crore), ₹ 4.65 crore (31.03.2023 - ₹ 3.75 crore) and Nil (31.03.2023- Nil) representing interest due on amount outstanding as at the year end, interest paid along with amount of payment made beyond the appointed day, interest due and payable for the period of delay in making payment during the year, amount of interest accrued and remaining unpaid at the year end, amount of further interest remaining due and payable in the succeeding years, respectively due to Micro and Small Enterprises, as defined in the Micro, Small and Medium Enterprises Development Act, 2006 based on information available with the Company.

**NOTE- 28 OTHER FINANCIAL LIABILITIES**

₹ in crore

	As at 31st March, 2024	As at 31st March, 2023
Interest accrued but not due	24.88	56.88
Unclaimed dividends	13.71	13.60
Others (refer note below)	1,109.06	955.52
	<b>1,147.65</b>	<b>1,026.00</b>

Others include current portion of consumer security deposit (including accrued interest thereon) ₹ 265.46 crore (31.03.2023: ₹ 238.12 crore), employee related liabilities ₹ 125.01 crore (31.03.2023: ₹ 125.41 crore) and ₹ 397.00 crore (31.03.2023: ₹ 397.00 crore) payable to Haldia Energy Limited.

**NOTE- 29 OTHER CURRENT LIABILITIES**

₹ in crore

	As at 31st March, 2024	As at 31st March, 2023
Contribution from consumers for jobs	239.78	220.92
Liability towards statutory taxes, duties, etc.	473.75	375.67
Advances received from consumers	7.54	8.82
	<b>721.07</b>	<b>605.41</b>

**NOTE -30 CURRENT PROVISIONS**

₹ in crore

	As at 31st March, 2024	As at 31st March, 2023
Provision for employee benefits	56.01	49.34
Others	0.22	0.22
	<b>56.23</b>	<b>49.56</b>

**NOTE -31 CONTINGENT LIABILITIES AND COMMITMENTS**

- Estimated amount of contracts remaining to be executed on capital account and letter of comforts towards borrowing / financing obligations of subsidiaries from banks, not provided for amount to ₹ 34.68 crore (31.03.2023 : ₹ 23.87 crore) and ₹ 1263.87 crore (31.03.2023 : ₹ 1648.57 crore) respectively.
- The Ministry of Coal had encashed the bank guarantee of the Company amounting to ₹ 66.15 crore in April 2018, in terms of its letter dated 25.04.2018, alleging non-compliance with the mining plan for the years 2015-16 and 2016-17 as per the Coal Mine Development and Production Agreement (CMDPA). Further, in terms of the above letter, the Ministry had directed the Company to top-up the bank guarantee with the aforesaid encashed amount. The Hon'ble High Court of Delhi while disposing the petition filed by the Company against the Ministry's letter dated 25.04.2018, stayed the operation of this letter and further directed the Company to approach the Tribunal. The Company has filed a petition before the Special Tribunal at Godda, Jharkhand challenging the letter dated 25.04.2018 and further seeking refund of the encashed amount. Based on a legal opinion, the Company expects a favourable outcome in the matter, and no provision has been considered necessary.
- The Company has given bank guarantee of ₹ 202.80 crore (31.03.2023 : ₹ 143.95 crore) for procurement of coal, etc. which is outstanding as on the reporting date.

**NOTES FORMING PART OF FINANCIAL STATEMENTS (Contd.)****NOTE -31 CONTINGENT LIABILITIES AND COMMITMENTS (Contd..)**

- d. The Company has ongoing commitment to extend support and provide equity to the subsidiaries, in respect of various projects and otherwise where, in certain cases there are restriction on transfer of investments.
- e. i) The Company had received a Show Cause cum demand notice of ₹ 14.71 crores for Service Tax on Additional Premium together with other charges being paid for coal mining to Government of India as per the terms of allocation of the Sarisatoli Coal Mine. The aforesaid demand has been confirmed by The Commissioner Central Tax & Central Excise, Howrah Commissionerate. The Company has filed an Appeal against the said Order at Customs, Excise and Service Tax Appellate Tribunal which is pending disposal as on date. Based on legal opinion obtained, the Company expects a favourable outcome in the matter and no provision has been considered necessary in the books of accounts.
- ii) The Company had received a Show Cause cum demand notice of ₹ 16.32 crores for Goods and Services Tax (GST) on Additional Premium together with other charges being paid for coal mining to Government of India as per the terms of allocation of the Sarisatoli Coal Mine. The case is pending before The Additional Commissioner/ Joint Commissioner, CGST Kolkata North Commissionerate. Based on legal opinion obtained, the Company expects a favourable outcome in the matter and no provision has been considered necessary.
- (iii) The Company had received order under section 270A of the Income Tax Act for ₹ 0.96 crore in respect of Assessment Year 2018-19 on certain disallowances made during the course of assessment proceedings and filed necessary appeal. Based on legal opinion obtained, the Company expects a favourable outcome in the matter and no provision has been considered necessary in the books of accounts.
- (iv) The Company has received an adjudication order for ₹ 14.95 crore confirming GST on road restoration charges paid by the Company to municipal authorities. The Company is in process of filing an appeal against the aforesaid Order before the Commissioner Appeal. Based on legal opinion obtained, the Company expects a favourable outcome in the matter and no provision has been considered necessary in the books of accounts.
- f. Bharat Coking Coal Limited (BCCL) and Mahanadi Coalfields Limited (MCL) raised demands on the Company amounting to ₹ 111 crore and ₹ 12 crore respectively with respect to alleged excess supply of coal during 2015-16 and 2016-17 under respective Fuel Supply Agreements (FSAs) towards levy of premium beyond the notified and settled price. Such levy of premium is not in consonance with the FSAs and accordingly the Company has moved the Hon'ble Calcutta High Court and obtained interim protection against the aforesaid demands. Based on a legal opinion, the Company expects a favourable outcome in the matter, and no provision has been considered necessary.
- g. 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 Generation and Transmission Project) for the years 2018-19 to 2024-25, 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 Order before the Hon'ble Appellate Tribunal for Electricity (APTEL) 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 and 2023-24 were issued during applicable financial years, the said provider has given effect to the same from 2022-23 onwards with application of principles in terms of applicable Regulations. With respect to APR orders of the said provider from WBERC for the years 2014-15 to 2016-17 in respect of Generation Project and for the years 2014-15 to 2019-20 in respect of Transmission Project including refund orders for the aforesaid APR Orders, the said provider not being in agreement with the same, has filed appeals in the matter before the Hon'ble APTEL in respect of APR Orders and Review Petitions before the Hon'ble WBERC in respect of the refund orders. The said provider has since received the APR Order for 2017-18 for Generation project and the provider is in the process of filing necessary appeal thereagainst. 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.
- h. Commitments relating to leasing arrangement , refer note 50.

## NOTES FORMING PART OF FINANCIAL STATEMENTS (Contd.)

## NOTE - 32 REVENUE FROM OPERATIONS

₹ in crore

	2023-24	2022-23
Earnings from sale of electricity	8,391.16	7,747.48
Other Operating Revenue		
Meter Rent	56.38	55.17
Contribution from Consumers	134.26	141.84
Earnings from sale of traded goods	12.11	15.33
Others	12.07	13.17
	<b>8,605.98</b>	<b>7,972.99</b>

Earnings from sale of electricity are determined in accordance with the relevant orders of the Commission, to the extent applicable. The said earnings are also net of discount for prompt payment of bills allowed to consumers amounting to ₹ 118.35 crore (previous year : ₹ 109.63 crore).

## NOTE- 33 OTHER INCOME

₹ in crore

	2023-24	2022-23
Interest Income	31.45	24.35
Dividend Income	17.84	17.84
Gain on sale/ fair valuation of current investments (net)	25.16	44.27
Profit on sale of property, plant and equipment (net)	-	0.59
Income from financial assets at amortised cost	13.24	11.87
Liabilities written back	-	34.69
Other Non -operating Income *	34.97	46.73
	<b>122.66</b>	<b>180.34</b>

\* includes Delayed payment surcharge, User fee income, etc.

## NOTE -34 COST OF FUEL

## Consumption of fuel :

Particulars	UOM	2023-24	2022-23
(a) Consumption of coal			
Quantity	Tonnes	39,80,504	36,12,293
Value (includes Biomass: ₹ 0.07 crore ; previous year: ₹ 0.15 crore)	₹ in crore	2066.93	1,658.18
(b) Consumption of oil			
Quantity	Kilolitres	1297	1062
Value	₹ in crore	9.90	7.95
(c) Total	₹ in crore	<b>2076.83</b>	<b>1664.13</b>

Cost of Fuel includes freight ₹ 393.57 crore (previous year : ₹ 319.11 crore)

## NOTE - 35 EMPLOYEE BENEFITS EXPENSE

₹ in crore

	2023-24	2022-23
Salaries, wages and bonus	914.41	911.52
Contribution to provident and other funds	82.19	81.24
Employees' welfare expenses	53.37	53.70
	<b>1,049.97</b>	<b>1,046.46</b>
Less : Transfer to PPE/CWIP etc.	50.41	50.66
	<b>999.56</b>	<b>995.80</b>
Less : Transfer to Other Comprehensive Income*	8.12	13.14
	<b>991.44</b>	<b>982.66</b>

\*As per Ind AS 19, Actuarial gain or loss on post retirement defined benefit plans has been recognised in Other Comprehensive Income.

NOTES FORMING PART OF FINANCIAL STATEMENTS (Contd.)

**NOTE - 35 EMPLOYEE BENEFITS EXPENSE (Contd..)**

**(i) Defined contribution plans**

The Company makes contributions for provident fund and family pension schemes (including for superannuation) towards retirement benefit plans for eligible employees. Under the said plan, the Company is required to contribute a specified percentage of the employees' salaries to fund the benefits. The fund has the form of trust and is governed by the Board of Trustees. During the year, based on applicable rates, the Company has contributed and charged ₹ 63.44 crore (previous year : ₹ 65.96 crore) on this count in the Statement of Profit and Loss .

The Company also sponsors the Gratuity plan, which is governed by the Payment of Gratuity Act, 1972. The Company makes annual contribution to independent trust, who in turn, invests in the Employees Group Gratuity Scheme of eligible funds for qualifying employees.

Liabilities at the year end for gratuity, leave encashment and other retiral benefits including post-retirement medical benefits have been determined on the basis of actuarial valuation carried out by an independent actuary.

**(ii) The amounts recognised in the balance sheet and the movements in the total defined benefit obligation over the year are as follows:**

₹ in crore

Gratuity (Funded)	2023-24			2022-23		
	Present value of obligation	Fair value of plan assets	Total amount	Present value of obligation	Fair value of plan assets	Total amount
<b>Opening Balance</b>	<b>454.74</b>	<b>(444.79)</b>	<b>9.95</b>	<b>470.98</b>	<b>(451.33)</b>	<b>19.65</b>
Current service cost	20.01	-	20.01	20.21	-	20.21
Interest expense/(income)	31.11	(30.24)	0.87	26.72	(29.97)	(3.25)
Past Service Cost	-	-	-	-	-	-
<b>Total amount recognised in profit and loss</b>	<b>51.12</b>	<b>(30.24)</b>	<b>20.88</b>	<b>46.93</b>	<b>(29.97)</b>	<b>16.96</b>
<i>Remeasurements</i>						
Return on plan assets, excluding amounts included in interest expense/(income)	-	(9.23)	(9.23)	-	2.50	2.50
(Gain)/loss from change in demographic assumptions	-	-	-	-	-	-
(Gain)/loss from change in financial assumptions	4.73	-	4.73	(6.36)	-	(6.36)
Experience (gains)/losses	2.35	-	2.35	2.15	-	2.15
<b>Total amount recognised in other comprehensive income</b>	<b>7.08</b>	<b>(9.23)</b>	<b>(2.15)</b>	<b>(4.21)</b>	<b>2.50</b>	<b>(1.71)</b>
Employer contributions	-	(15.26)	(15.26)	-	(24.95)	(24.95)
Benefit payments	(59.13)	59.13	-	(58.96)	58.96	-
<b>Closing Balance</b>	<b>453.81</b>	<b>(440.39)</b>	<b>13.42</b>	<b>454.74</b>	<b>(444.79)</b>	<b>9.95</b>

₹ in crore

Leave Obligation (Unfunded)	2023-24	2022-23
	Present value of obligation	Present value of obligation
<b>Opening Balance</b>	<b>171.85</b>	<b>180.95</b>
Current service cost	8.98	9.80
Interest expense/(income)	11.66	11.90
<i>Remeasurements</i>		
(Gain)/loss from change in demographic assumptions	-	-
(Gain)/loss from change in financial assumptions	2.37	(3.09)
Experience (gains)/losses	(4.06)	(10.87)
<b>Total amount recognised in profit and loss</b>	<b>18.95</b>	<b>7.74</b>
Benefit payments	(17.39)	(16.84)
<b>Closing Balance</b>	<b>173.41</b>	<b>171.85</b>

## NOTES FORMING PART OF FINANCIAL STATEMENTS (Contd.)

## NOTE - 35 EMPLOYEE BENEFITS EXPENSE (Contd..)

₹ in crore

	Post retirement medical benefit		Pension	
	2023-24	2022-23	2023-24	2022-23
<b>Opening Balance</b>	<b>175.31</b>	<b>161.15</b>	<b>139.04</b>	<b>129.41</b>
Current service cost	4.18	3.50	0.58	0.87
Interest expense	12.18	9.27	9.94	7.14
Past Service Cost			4.23	5.23
<b>Total amount recognised in profit and loss</b>	<b>16.36</b>	<b>12.77</b>	<b>14.75</b>	<b>13.24</b>
<i>Remeasurements</i>				
(Gain)/loss from change in demographic assumptions	8.61	-	12.05	-
(Gain)/loss from change in financial assumptions	4.22	(5.61)	2.15	(2.96)
Experience (gains)/losses	(4.10)	16.19	(12.66)	7.23
<b>Total amount recognised in other comprehensive income</b>	<b>8.73</b>	<b>10.58</b>	<b>1.54</b>	<b>4.27</b>
Benefit payments	(9.98)	(9.19)	(8.50)	(7.88)
<b>Closing Balance</b>	<b>190.42</b>	<b>175.31</b>	<b>146.83</b>	<b>139.04</b>

- iii) The expected maturity analysis of undiscounted gratuity, leave, post-employment medical benefits & pension is as follows:

₹ in crore

	1st year	Between 2-5 years	Between 6-10 years	More than 10 years	Total
<b>31-Mar-24</b>					
Defined benefit obligation (gratuity)	81.16	226.96	189.62	217.25	714.99
Leave obligation	25.04	72.27	73.89	154.84	326.04
Post-employment medical benefits	11.18	57.24	100.05	447.17	615.64
Pension	7.69	38.16	61.47	165.89	273.21
<b>Total</b>	<b>125.07</b>	<b>394.63</b>	<b>425.03</b>	<b>985.15</b>	<b>1,929.88</b>
<b>31-Mar-23</b>					
Defined benefit obligation (gratuity)	68.41	226.16	198.55	242.84	735.96
Leave obligation	21.06	72.12	74.90	161.69	329.77
Post-employment medical benefits	12.34	64.56	104.44	406.71	588.05
Pension	7.33	36.55	59.09	148.90	251.87
<b>Total</b>	<b>109.14</b>	<b>399.39</b>	<b>436.98</b>	<b>960.14</b>	<b>1,905.65</b>

- iv) Sensitivity Analysis

₹ in crore

	Gratuity		Post-employment medical benefits (PRMB)		Leave Obligation		Pension	
	31-Mar-24	31-Mar-23	31-Mar-24	31-Mar-23	31-Mar-24	31-Mar-23	31-Mar-24	31-Mar-23
Discount rate +1%	431.15	430.95	171.19	157.45	162.10	160.39	132.17	128.16
Discount rate -1%	467.61	481.30	213.92	196.57	186.19	184.79	156.69	151.55
+1% salary/benefit escalation	475.05	477.63	205.34	184.82	190.76	187.85	*	*
-1% salary/benefit escalation	432.05	431.47	177.37	166.00	158.35	157.96	*	*
+50% withdrawal rate	454.24	455.09	188.69	174.11	173.43	171.87	*	*
-50% withdrawal rate	453.39	454.40	192.42	175.87	173.24	171.67	*	*
+10% mortality rate	454.06	454.93	188.16	172.03	173.38	171.81	139.52	134.38
-10% mortality rate	453.58	454.57	192.67	178.15	173.29	171.73	147.97	144.15

\* Not Applicable



NOTES FORMING PART OF FINANCIAL STATEMENTS (Contd.)

**NOTE - 35 EMPLOYEE BENEFITS EXPENSE (Contd..)**

The above sensitivity analysis are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior period.

**v) Major categories of total plan assets as per the Gratuity Trust Fund**

	₹ in crore	
	31-Mar-24	31-Mar-23
<b>Gratuity</b>		
Cash & cash equivalents	440.39	444.79
Un-quoted market price	440.39	444.79

**vi) Actuarial assumptions**

Particulars	31-Mar-24			
	Gratuity	Leave obligation	Medical	Pension
Discount rate for the year (%)	6.95%			
Mortality rate	Indian Assured Lives Mortality (2012-14) Ult. (IALM 2012-14)			

Particulars	31-Mar-23			
	Gratuity	Leave obligation	Medical	Pension
Discount rate for the year (%)	7.15%			
Mortality rate	Indian Assured Lives Mortality (2012-14) Ult. (IALM 2012-14)			

	2023-24	2022-23
<b>Expected Remaining Life</b>		
Employees Gratuity Fund	6.37	6.54
Executive Gratuity Fund	6.53	6.64
Leave Encashment	8.17	8.34
PRMB - Non Cov	18.37	15.25
PRMB - Cov	14.34	13.97
Pension	19.50	17.42

Expected contributions to be paid in next year for gratuity ₹ 35.30 crore.

Expected contributions to be paid for next year for leave obligation, medical & pension is nil.

**vii) Plan assets consist of funds maintained with LIC, ICICI Prudential, Birla Sun Life and HDFC Standard Life.**

	2023-24	2022-23
Actual return on plan assets (₹ in cr.)	39.47	27.47

**viii) Risk exposure**

The Plans in India typically expose the Company to some risks, the most significant of which are detailed below:

**Discount Rate risk:** Decrease in discount rate will increase the value of the liability. However, this will partially offset by the increase in the value of plan assets.

**Demographic Risk:** In the valuation of the liability certain demographic (mortality and attrition rates) assumptions are made. The Company is exposed to this risk to the extent of actual experience eventually being worse compared to the assumptions thereby causing an increase in the scheme cost.

**Future Salary Increase Risk:** In case of gratuity & leave the scheme cost is sensitive to the assumed future salary escalation rates for all last drawn salary linked defined benefit Schemes. If actual future salary increases are higher than the future salary increases assumed in the valuation estimation, then the value of the liability will be higher than that estimated. This will also enhance the scheme cost. But PRMB & pension are not dependant on future salary levels.

**Regulatory Risk:** New Act/Regulations may come up in future which could increase the liability significantly in case of Leave obligation, PRMB & Pension. Gratuity Benefit must comply with the requirements of the Payment of Gratuity Act, 1972 (as amended up-to-date). Also in case of interest rate guarantee Exempt Provident Fund must comply with the requirements of the Employees Provident Funds and Miscellaneous Provisions Act 1952 as amended up-to-date.

## NOTES FORMING PART OF FINANCIAL STATEMENTS (Contd.)

## NOTE- 36 FINANCE COSTS

₹ in crore

	2023-24	2022-23
Interest expense	732.37	607.26
Other Borrowing Costs	15.80	10.79
	<b>748.17</b>	<b>618.05</b>
Less : Allocated to PPE / CWIP (Finance cost capitalised)	9.59	13.85
	<b>738.58</b>	<b>604.20</b>

(Also refer note 45)

## NOTE- 37 DEPRECIATION AND AMORTISATION EXPENSE

₹ in crore

	2023-24	2022-23
Depreciation/ amortisation of Property, Plant & Equipment	958.25	682.26
Amortisation of intangible assets	11.30	11.70
	<b>969.55</b>	<b>693.96</b>
Less : Recoupment from Retained Earnings and other adjustments (refer note 49)	249.20	214.08
	<b>720.35</b>	<b>479.88</b>

## NOTE-38 OTHER EXPENSES

₹ in crore

	2023-24	2022-23
Consumption of stores and spares	75.31	71.84
Repairs		
Building	11.55	15.38
Plant and Machinery	74.84	72.68
Distribution System	112.91	105.86
Others	6.01	8.17
	<b>205.31</b>	<b>202.09</b>
Insurance	18.70	19.10
Rent	16.53	16.05
Rates and taxes	10.56	12.37
Bad debts / Advances written off during the year	34.40	34.03
Loss on sale / disposal of Property , Plant & Equipment (net)	0.80	-
Interest on Consumers' Security Deposits (refer note 45)	118.53	110.74
Corporate social responsibility expenses (refer note 51)	20.17	19.94
Cost of IT Outsourced Services	119.42	119.42
Miscellaneous expenses (refer note 46)	618.12	404.53
	<b>1,237.85</b>	<b>1,010.11</b>

Note: The above are net of recoveries etc.

₹ in crore

## NOTE-39 REGULATORY INCOME

1,496.36

787.20

Regulatory Income /(Expenses) arise to the Company pursuant to the regulatory provisions applicable to the Company under the provisions of the Electricity Act, 2003 and regulations framed thereunder and disposals made by WBERC on the Company's various petitions / applications, in terms of the said regulations, at different timeframe including the tariff and APR orders for the years notified till date. These estimates for the year have been recognised with discounting methodology, assuming recovery over a period of time, in consonance with the applicable regulations and application of prudence, considering net impact of ₹ 695.25 crore [Previous year ₹ (759.23) crore]

The effect of adjustments towards income/(expenses) for the current year, relating to (a) cost of energy purchased, fuel related costs and those having bearing on revenue account and (b) Deferred Taxation estimate, as appropriate, based on the Company's understanding of the applicable regulatory provisions and applicable orders of the competent authorities, amounts to ₹ 1623.00 crore [Previous year ₹ 824.00 crore] and ₹ (126.64) crore (Previous year ₹ (25.44) crore) respectively.

NOTES FORMING PART OF FINANCIAL STATEMENTS (Contd.)

**NOTE-39 REGULATORY INCOME (Contd..)**

The said income/(expenses) for the previous year included adjustment of Advance against Depreciation amounting to ₹ (11.36) crore which has been discontinued in terms of applicable Regulations effective from 01 April, 2023. The cumulative sum as described above have been shown as Regulatory Income/(Expenses) with corresponding sums, reflected in Balance Sheet as Regulatory Deferral Account Balances (refer Note 18).

During the current financial year, the Company has received orders from WBERC in respect of its Annual Performance Review (APR) for the year ended 31st March 2019. The impact of aforesaid order has been considered in these financial statements, including estimated impact for subsequent periods till date, under Regulatory income/(expense) for the year ended 31st March 2024.

Regulatory deferral account debit balance comprise the effect of (a) Deferred tax, (b) cost of fuel and purchase of power and other adjustments having bearing on revenue account amounting to ₹ 3,207.94 crore (31.03.2023: ₹ 3,334.61 crore) and ₹ 2,564.04 crore (31.03.2023: ₹ 2,510.23 crore) respectively and that relating to credit balance as on 31.03.2023, comprise of advance against depreciation amounting to ₹ 1,569.21 crore. Upon discontinuation of AAD as per the revised Regulations with effect from 1st April, 2023, the same has been adjusted with Regulatory Deferral Account debit balance during the current year. These balances have been recognised with discounting methodology, assuming recovery over a period of time using such rate in accordance with regulations and application of prudence.

Accordingly, the accurate quantification and disposal of the matters with regard to Regulatory Deferral Account balances, shall be given effect to, from time to time, on receipt of necessary direction from the appropriate authorities, including those attributable to the mining of coal from Sarisatolli mine which commenced operations from 10th April 2015.

**NOTE-40 FAIR VALUE MEASUREMENTS**

a) The carrying value and fair value of financial instruments by categories as at end of the year are as follows:

₹ in crore

	31-Mar-24			31-Mar-23		
	Cost/ Amortized cost	FVTOCI	FVTPL	Cost/ Amortized cost	FVTOCI	FVTPL
<b>Financial assets</b>						
Investments						
- Equity	4,758.99	5.12		4,601.99	5.18	
- Preference Shares	455.00		1.38	455.00		1.26
Loans	30.13			42.10		
Trade Receivables	1,231.00			1,079.82		
Cash and cash equivalents	661.71			395.62		
Bank balances other than cash and cash equivalents	472.10			432.67		
Security Deposit	229.42			178.93		
Lease Receivables	47.59			54.57		
Receivable from Related Parties	84.89			87.22		
Interest accrued on Bank Deposit	33.58			20.99		
Others	3.75			4.32		
<b>Total financial assets</b>	<b>8,008.16</b>	<b>5.12</b>	<b>1.38</b>	<b>7,353.23</b>	<b>5.18</b>	<b>1.26</b>
<b>Financial liabilities</b>						
Borrowings	9,474.06			8,299.51		
Trade Payables	1,166.27			778.47		
Lease Liabilities	108.54			122.92		
Interest accrued	24.88			56.88		
Unclaimed dividend	13.71			13.60		
Consumers' Security Deposits	2,068.88			1,911.73		
Others	843.60			719.32		
<b>Total financial liabilities</b>	<b>13,699.94</b>	<b>-</b>	<b>-</b>	<b>11,902.43</b>	<b>-</b>	<b>-</b>

## NOTES FORMING PART OF FINANCIAL STATEMENTS (Contd.)

**NOTE-40 FAIR VALUE MEASUREMENTS(Contd..)****b) Fair value hierarchy**

The table shown below analyses financial instruments carried at fair value, by valuation method.

₹ in crore

Financial assets and liabilities measured at fair value	Level 1	Level 2	Level 3	Total fair value	Total carrying amount
<b>As at 31 March 2024</b>					
<b>Financial assets</b>					
Investment in equity shares			5.12	5.12	5.12
Investment in Preference Share			1.38	1.38	1.38
<b>Total</b>	-	-	<b>6.50</b>	<b>6.50</b>	<b>6.50</b>
<b>As at 31 March 2023</b>					
<b>Financial assets</b>					
Investment in equity shares			5.18	5.18	5.18
Investment in Preference Share			1.26	1.26	1.26
<b>Total</b>	-	-	<b>6.44</b>	<b>6.44</b>	<b>6.44</b>

The different levels have been defined below:

Level 1: financial instruments measured using quoted price. The fair value of all equity instruments which are traded in the stock exchanges is determined using the closing price.

Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices)

Level 3: inputs for the asset or liability that are not based on observable market data.

**c) The following methods and assumptions were used to estimate the fair values**

- i. The fair value of preference share is determined on the basis of discounted cash flow wherein future cash flows are based on the terms of preference share discounted at rate that reflects market rate.
- ii. The carrying amounts of trade receivables, trade payables, receivable towards claims and services rendered, receivable from related parties, other bank balances, interest accrued payable/receivable, other receivables/payables, cash and cash equivalents are considered to be the same as their fair values, due to their short term nature.
- iii. Loans, non-current borrowings, lease receivable/payable and security deposits are based on amortised cost using effective interest rate method.
- iv. Fair Value of financial Instruments is determined on the basis of discounted cash flow analysis, considering the nature, risk profile and other qualitative factors. The carrying amounts are a reasonable approximation of the fair value.

**NOTE-41 FINANCIAL RISK MANAGEMENT AND CAPITAL MANAGEMENT**

The Company's operations of generation and distribution of electricity are governed by the provisions of the Electricity Act 2003 and Regulations framed thereunder by the West Bengal Electricity Regulatory Commission and accordingly the Company, being a licensee under the said statute, is subject to regulatory provisions/ guidelines and issues evolving therefrom, having a bearing on the Company's liquidity, earning, expenditure and profitability, based on efficiency parameters provided therein including timing of disposal of applications / regulatory matters by the authority.

The Company being the sole provider of electricity in the licenced area has been managing the operations keeping in view its profitability and liquidity in terms of above regulations. In order to manage credit risk arising from sale of electricity, multipronged approach is followed like maintenance of security deposit, precipitation of action against defaulting consumers, obtaining support of the administrative authority. Credit risk towards Investment of surplus funds is managed by obtaining support of credit rating and appraisal by external agencies and lending bodies. The Company extends financial support to its subsidiaries including that of letter of comforts etc. to their lenders.

## NOTES FORMING PART OF FINANCIAL STATEMENTS (Contd.)

### NOTE-41 FINANCIAL RISK MANAGEMENT AND CAPITAL MANAGEMENT (Contd..)

The Company manages its liquidity risk on financial liabilities by maintaining healthy working capital and liquid fund position keeping in view the maturity profile of its borrowings and other liabilities as disclosed in the respective notes.

The Company's market risk relating to variation of foreign currency, interest rate and commodity price is mitigated through relevant regulations and availability of bulk commodity namely coal generally sourced from own captive mine, domestic long term linkage and Special Forward E-Auction conducted by Coal India Limited and/or its subsidiaries.

While managing the capital, the Company ensures to take adequate precaution for providing returns to the shareholders and benefit for other stakeholders, including protecting and strengthening the balance sheet. Availability of capital and liquidity is also managed, in consonance with the applicable regulatory provisions.

### NOTE-42 RELATED PARTIES AND THEIR RELATIONSHIP

#### A . Parent- under de facto control as defined in Ind AS -110

Rainbow Investments Limited

#### B . Subsidiaries/ Joint Venture

Name	Relationship
Malegaon Power Supply Limited	Subsidiary
CESC Projects Limited	Subsidiary
Bantal Singapore Pte. Limited	Subsidiary
Ranchi Power Distribution Company Limited	Subsidiary
Pachi Hydropower Projects Limited	Subsidiary
Papu Hydropower Projects Limited	Subsidiary
Au Bon Pain Café India Limited	Subsidiary
Haldia Energy Limited (HEL)	Subsidiary
Dhariwal Infrastructure Limited (DIL)	Subsidiary
Kota Electricity Distribution Limited (KEDL)	Subsidiary
Bikaner Electricity Supply Limited (BKESL)	Subsidiary
Bharatpur Electricity Services Limited (BESL)	Subsidiary
Crescent Power Limited	Subsidiary
CESC Green Power Limited	Subsidiary
Eminent Electricity Distribution Limited	Subsidiary
Jharkhand Electric Company Limited	Subsidiary
Jarong Hydro-Electric Power Company Limited	Subsidiary
Noida Power Company Limited	Subsidiary
Purvah Green Power Private Limited	Subsidiary*
Mahuagarhi Coal Company Private Limited	Joint Venture

#### C . Other Related Parties having transactions during the year

##### (i) Entities under common control

Integrated Coal Mining Limited
RPG Power Trading Company Limited
PCBL Limited (Formerly known as Phillips Carbon Black Limited)
Harrison Malayalam Limited
STEL Holdings Limited
Dotex Merchandise Private Limited
Castor Investments Limited
Woodlands Multispeciality Hospital Limited
Spencer's Retail Limited
Sarala Real Estate Limited
Saregama India Limited
Open Media Network Limited
RPSG Resources Private Limited

## NOTES FORMING PART OF FINANCIAL STATEMENTS (Contd.)

## NOTE-42 RELATED PARTIES AND THEIR RELATIONSHIP (Contd..)

Guiltfree Industries Limited  
 Natures Basket Limited  
 Firstsource Solutions Limited  
 RPSG Ventures Limited  
 Business Media Private Limited  
 ATK Mohun Bagan Private Limited  
 Quest Capital Markets Ltd.  
 Digidrive Distributors Private Limited  
 Lebnitze Real Estates Private Limited  
 RPSG Sports Private Ltd  
 Quest Properties India Limited

## (ii) Key Management Personnel (KMP)

Name	Relationship
Dr. Sanjiv Goenka	Chairman
Mr. Shashwat Goenka	Vice-Chairman
Mr. Pratip Chaudhuri	Director
Mr. Chandra Kumar Dhanuka	Director (upto 31st March, 2024)
Mr. Pradip Kumar Khaitan	Director
Ms. Rekha Sethi	Director
Mr.Sunil Mitra	Director
Mr.Debanjan Mandal	Director
Mr. Arjun Kumar	Director (w.e.f 19th January, 2024)
Mr. Debasish Banerjee	Managing Director (Distribution)
Mr. Rabi Chowdhury	Managing Director (Generation)
Mr.Jagdish Patra	Company Secretary
Mr. Rajarshi Banerjee	Executive Director & Chief Financial Officer

## (iii) Other Related Parties

Ms.Preeti Goenka ( Shareholder and Relative of KMP)  
 Khaitan & Co LLP  
 Khaitan & Co. (Mumbai)  
 Khaitan & Co AOR  
 Khaitan & Co. (Kolkata)  
 Khaitan Consultants Limited  
 CESC Limited Provident Fund  
 Calcutta Electric Supply Corporation (I) Ltd. Senior Staff Pension Fund  
 CESC Executive Gratuity Fund  
 CESC Limited Employee's Gratuity Fund  
 Fox and Mandal

\* Subsidiary with effect from 5th March, 2024



NOTES FORMING PART OF FINANCIAL STATEMENTS (Contd.)

**NOTE-42 RELATED PARTIES AND THEIR RELATIONSHIP (Contd..)**

**D. Details of transaction between the Company and related parties and their outstanding balances**

Sl. No.	Nature of Transactions	Parent having Control in terms of Ind AS -110, Subsidiaries & Joint Venture		Entities under common control		Key Management Personnel		Other Related Parties		Total	
		31-Mar-24	31-Mar-23	31-Mar-24	31-Mar-23	31-Mar-24	31-Mar-23	31-Mar-24	31-Mar-23	31-Mar-24	31-Mar-23
1	Investment	156.99	62.57	-	-	-	-	-	-	156.99	62.57
2A	Advance for Share Subscription	6.55	3.00	-	-	-	-	-	-	6.55	3.00
2B	Loans to Subsidiaries	61.30	38.00	-	-	-	-	-	-	61.30	38.00
3	Expense (Reimbursed)/ Recovered (net)	6.95	6.02	2.23	(2.28)	-	-	-	-	9.18	3.74
4	Income from sale/ services	29.12	48.77	36.33	36.10	-	-	0.27	-	65.72	84.87
5	Dividend Income	17.84	17.84	-	-	-	-	-	-	17.84	17.84
6	Cost of Power Purchase	1,952.30	1,760.06	222.28	190.43	-	-	-	-	2,174.58	1,950.49
7	Expenses incurred/ Services Received (including unadjusted advance)	14.87	15.64	515.46	553.43	-	-	10.95	13.10	541.28	582.17
8	Provident Fund & Retiral funds	-	-	-	-	-	-	234.74	252.82	234.74	252.82
9	Balances written off /Provided/ Impaired	3.04	1.17	-	-	-	-	-	-	3.04	1.17
10	Security Deposit Received/ (Paid)	-	-	(78.01)	5.00	-	-	-	-	(78.01)	5.00
11	Dividend paid	264.58	264.58	44.98	44.98	1.11	1.11	0.17	0.17	310.84	310.84
12	Remuneration of Key Managerial Personnel	-	-	-	-	15.06	12.61	-	-	15.06	12.61
	Short Term Employee Benefits	-	-	-	-	2.35	1.58	-	-	2.35	1.58
	Post Employment Benefits	-	-	-	-	28.85	33.74	-	-	28.85	33.74
13	Remuneration of Directors	-	-	-	-	-	-	-	-	-	-
	<b>Outstanding Balance</b>										
1	Debit	-	-	400.52	359.72	-	-	-	-	400.52	359.72
2	Credit	1,100.79	836.82	-	-	28.12	32.03	19.23	12.74	1,148.14	881.59

₹ in crore

a. Shares allotted during the year in respect of Share Application money paid to subsidiaries ₹ 3 crore ( 31.03.23 : NIL).

b. Refer Note 31(a) relating to commitments (letter of comfort) provided to banks towards borrowing obligations in respect of subsidiary companies.

c. Outstanding balances are unsecured and settlement occurs in cash.

## NOTES FORMING PART OF FINANCIAL STATEMENTS (Contd.)

**NOTE-43 MISCELLANEOUS EXPENSES SHOWN IN NOTE NO. 38, INCLUDE AUDITORS' REMUNERATION AND EXPENSES:**

₹ in crore

	2023-24	2022-23
As Statutory Auditors :		
Statutory audit and Limited reviews	3.71	3.23
Other services	1.04	0.87
As a Tax Auditor	0.15	0.15
	<b>4.90</b>	<b>4.25</b>
Reimbursement of expenses including applicable taxes	1.35	1.09

**NOTE- 44 THE MAJOR COMPONENTS OF DEFERRED TAX ASSETS / (LIABILITIES) BASED ON THE TEMPORARY DIFFERENCE ARE AS UNDER:****Deferred tax assets and liabilities (net)**

Deferred tax relates to the following:

₹ in crore

	April 1, 2023	Recognised through P&L	Recognised through OCI	March 31, 2024
<b>Liabilities</b>				
Difference in WDV of Property, Plant and Equipment	(3,516.69)	113.72	-	(3,402.97)
Fair Valuation of Equity Investment as per IND AS	(1.20)	-	0.02	(1.18)
Others	(16.74)	(1.67)	-	(18.41)
<b>Assets</b>				
Items covered under section 43B of Income Tax Act, 1961	70.89	17.34	-	88.23
Others including items covered under section 35DDA of Income Tax Act, 1961 and Lease liabilities	129.14	(2.75)	-	126.39
<b>Total Deferred Tax Liabilities (Net)</b>	<b>(3,334.60)</b>	<b>126.64</b>	<b>0.02</b>	<b>(3,207.94)</b>

₹ in crore

	April 1, 2022	Recognised through P&L	Recognised through OCI	March 31, 2023
<b>Liabilities</b>				
Difference in WDV of Property, Plant and Equipment	(3,532.16)	15.47	-	(3,516.69)
Fair Valuation of Equity Investment as per IND AS	(1.21)	-	0.01	(1.20)
Others	(20.90)	4.16	-	(16.74)
<b>Assets</b>				
Items covered under section 43B of Income Tax Act, 1961	70.62	0.27	-	70.89
Others including items covered under section 35DDA of Income Tax Act, 1961 and Lease liabilities	123.60	5.54	-	129.14
<b>Total Deferred Tax Liabilities (Net)</b>	<b>(3,360.05)</b>	<b>25.44</b>	<b>0.01</b>	<b>(3,334.60)</b>

**a) Tax expense****i) Tax recognised in Statement of profit and loss**

₹ in crore

	March 31, 2024	March 31, 2023
<b>Current tax expense *</b>	273.70	254.87
<b>Deferred tax</b>		
Deferred tax / (credit)	(126.64)	(25.44)
<b>Total tax expense</b>	<b>147.06</b>	<b>229.43</b>

\* Current tax expenses is net of provision for tax no longer required written back amounting to ₹ 75.94 crore.

NOTES FORMING PART OF FINANCIAL STATEMENTS (Contd.)

**NOTE- 44 THE MAJOR COMPONENTS OF DEFERRED TAX ASSETS / (LIABILITIES) BASED ON THE TEMPORARY DIFFERENCE ARE AS UNDER: (Contd..)**

ii) Tax recognised in Other Comprehensive Income (OCI)

₹ in crore

	March 31, 2024	March 31, 2023
<b>Current tax expense</b>		
Remeasurement of defined benefit plan	(3.09)	(3.16)
<b>Deferred tax</b>		
Deferred tax / (credit)	(0.02)	(0.01)
<b>Total tax expense relating to OCI items</b>	<b>(3.11)</b>	<b>(3.17)</b>
<b>Tax expense [(i)+(ii)]</b>	<b>143.95</b>	<b>226.26</b>

b) Reconciliation of tax expense and accounting profit

₹ in crore

	March 31, 2024	March 31, 2023
<b>Accounting profit before tax after Other Comprehensive Income</b>	913.72	1046.57
Tax using the Company's domestic tax rate (34.944%)	319.29	365.72
<b>Add/(Less): Tax impact in respect of:-</b>		
Tax effect of amounts adjustable in calculating taxable income/expenses not considered for tax purpose including difference in depreciation	126.74	(36.50)
Incentive, deduction, etc. allowed under Income Tax Act	(99.51)	(77.52)
Other Adjustment etc.	(202.57)	(25.44)
<b>Tax expense</b>	<b>143.95</b>	<b>226.26</b>

**NOTE- 45**

Liability in respect of the security deposit collected by the Company, in terms of applicable regulations of the WBERC, has been classified as non – current, given the nature of its business in the license area, excepting to the extent of the sum refundable / payable within a year, based on experience.

Interest on Consumers' Security Deposits (being in the nature of trade deposits) is included in Other Expenses, as per consistent practice followed by the Company. This is paid to the consumers at the applicable rates in terms of the Regulations framed, under the Electricity Act, 2003,

**NOTE- 46**

Miscellaneous Expenditure in Note 38, includes a Contribution of ₹ 60 crore to Prudent Electoral Trust in accordance with Sec. 182 of the Companies Act, 2013 and provision for demand of ₹ 103.30 crore received from lessor in respect of certain leasehold properties, which is pending final settlement.

**NOTE- 47 EARNINGS PER SHARE:**

(i) Computation of Earnings per share (net of tax)

Particulars	2023-24	2022-23
Profit After Tax (₹ in crore) (A)	774.87	830.33
Weighted Average no. of shares for Earnings per share (B)	1,32,55,70,430	1,32,55,70,430
Basic and Diluted Earnings per share of ₹ 1/- = [(A) / (B)] (₹)	5.85	6.26

(ii) Computation of Earnings per share (net of tax)

Particulars	2023-24	2022-23
Profit After Tax excluding regulatory income (₹ in crore) (A)	(154.34)	327.08
Weighted Average no. of shares for Earnings per share (B)	1,32,55,70,430	1,32,55,70,430
Basic and Diluted Earnings per share of ₹ 1/- = [(A) / (B)] (₹)	(1.16)	2.47

## NOTES FORMING PART OF FINANCIAL STATEMENTS (Contd.)

**NOTE- 48**

The Company is primarily engaged in generation and distribution of electricity which is the only reportable business segment in line with the segment wise information which is being presented to the Chief Operating Decision Maker (CODM). There are no reportable geographical segments, since all business is within India.

The Company is also running a single retail store in state of Gujarat which is not significant for the CODM and hence not considered as reportable segment.

**NOTE- 49**

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 (Commission) 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 and accounting interpretations obtained, the Company 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 current year amounts to ₹ 249.18 crore (31.03.2023 : ₹ 214.08 crore) and corresponding withdrawal of ₹ 0.07 crore (31.03.2023 : ₹ 0.50 crore) consequent to sale / disposal of such assets.

Consequent to change in WBERC regulations relating to Advance Against Depreciation (AAD), the net depreciation charge for the year has been computed after necessary adjustments of AAD computed in terms of the Tariff regulations, as amended from time to time. Consequently, the depreciation amount to be claimed for the year for tariff purposes, is reduced by ₹ 0.02 crore (previous year: Nil). Also refer Note 2A(c).

**NOTE- 50 NOTE ON INDAS 116**

The movement in Right of Use (ROU) Assets

Particulars	₹ in crore				
	1st April 2023	Additions / Adjustments	Withdrawals /Adjustment	Amortisation	31st March 2024
Land	420.90	-	-	30.23	390.67
Buildings	215.53	8.35	0.40	20.56	202.92
Plant and Machinery	6.98	-	-	5.32	1.66
Vehicles	-	0.02	-	0.02	-
<b>Total</b>	<b>643.41</b>	<b>8.37</b>	<b>0.40</b>	<b>56.13</b>	<b>595.25</b>

Particulars	₹ in crore				
	1st April 2022	Additions / Adjustments	Withdrawals /Adjustment	Amortisation	31st March 2023
Land	440.02	-	-	19.12	420.90
Buildings	240.67	3.35	0.70	27.79	215.53
Plant and Machinery	13.08	-	-	6.10	6.98
Vehicles	0.01	-	-	0.01	-
<b>Total</b>	<b>693.78</b>	<b>3.35</b>	<b>0.70</b>	<b>53.02</b>	<b>643.41</b>

The movement in lease liabilities for the year 2023-24 is as below:		₹ in crore
Lease Liabilities as at April 1, 2023		122.92
Additions		6.34
Deletions (pertaining to modification/termination of lease agreements during the year)		(0.56)
Finance cost expense		8.70
Payment during the year (includes interest ₹ 8.70 crore)		(28.86)
<b>Balance as on 31st March 2024</b>		<b>108.54</b>

NOTES FORMING PART OF FINANCIAL STATEMENTS (Contd.)

**NOTE- 50 NOTE ON INDAS 116 (Contd..)**

The movement in lease liabilities for the year 2022-23 is as below:	₹ in crore
Lease Liabilities as at April 1, 2022	139.95
Additions	3.25
Deletions (pertaining to modification/termination of lease agreements during the year)	(0.77)
Finance cost expense	10.07
Payment during the year (includes interest ₹ 10.07 crore)	(29.58)
<b>Balance as on 31st March 2023</b>	<b>122.92</b>

Future minimum lease payments during next one year ₹ 24.66 crore (31.3.2023 ₹ 26.85 crore) , later than one year but not later than five years ₹ 70.91 crore (31.3.2023 ₹ 69.73 crore) and later than five years ₹ 12.97 crore (31.3.2023 ₹ 26.34 crore) applying weighted average incremental borrowing rate.

Other Expenses include short term leases of ₹ 7.51 crore (31.3.2023 ₹ 7.42 crore) and low-value assets of ₹ 0.72 crore (31.3.2023 ₹ 0.71 crore), net of applicable taxes.

**NOTE- 51 CORPORATE SOCIAL RESPONSIBILITY (CSR)**

	₹ in crore	
	2023-24	2022-23
(i) Amount required to be spent by the Company during the year	19.07	19.54
(ii) Amount of expenditure incurred	20.17*	19.94*
(iii) Shortfall at the end of the year	Nil	Nil
(iv) Total of previous years shortfall	Nil	Nil
(v) Reason for shortfall	N.A	N.A
(vi) Nature of CSR activities	Education, Special Education, Health care, Skill Development and Environmental Sustainability.	
(vii) Details of related party transactions, e.g., contribution to a trust controlled by the Company in relation to CSR expenditure as per relevant Accounting Standard	Nil	Nil
(viii) Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year should be shown separately	N.A	N.A

\* Including ₹ 15.50 crore subsequently transferred to Unspent CSR Account for the Year 2023-24 (₹ 16.50 crore subsequently transferred to Unspent CSR Account for the Year 2022-23) for earmarked projects as approved by the Board of Directors of the Company.

**NOTE- 52 RATIOS**

The following are analytical ratios for the year ended 31st March 2024 and 31st March 2023

Particulars	31-Mar-24	31-Mar-23
(i) Current Ratio	0.62	0.52
(ii) Debt – Equity Ratio	0.96	0.83
(iii) Debt Service Coverage Ratio	1.25	1.33
(iv) Return on Equity (ROE)	7.81%	8.34%
(v) Inventory Turnover Ratio	6.95	6.51
(vi) Trade receivables turnover ratio	7.45	7.54
(vii) Trade payables turnover ratio	7.51	9.54
(viii) Net working capital turnover ratio	**	**

## NOTES FORMING PART OF FINANCIAL STATEMENTS (Contd.)

## NOTE- 52 RATIOS (Contd..)

Particulars	31-Mar-24	31-Mar-23
(ix) Net profit ratio	8.88%	10.18%
(x) Return on capital employed (ROCE)	8.56%	9.10%
(xi) Return on investment	6.81%	5.60%
(xii) Net Worth	9,888.05	9,964.04

\*\* net working capital is negative

None of the above ratios vary more than 25%.

Formulae for computation of above ratios are as follows:

**Current Ratio** = Total Current Assets / Total Current Liabilities

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

**Debt Service Coverage Ratio** = Profit after tax + depreciation + deferred tax provisions+ finance costs / finance costs + lease rent expense (excluding short term lease rent) + debt repayments (net of proceeds utilised for Refinancing)

**Return on Equity (ROE)** = Profit after tax / Average Total Equity

**Inventory Turnover Ratio** = Cost of Fuel / Average Fuel Inventory

**Trade Receivables Turnover Ratio** = Revenue from Operations / Average Trade Receivables

**Trade payables turnover Ratio** = Cost of Fuel & Power Purchase / Average Trade payable for cost of energy purchased & cost of fuel

**Net working capital turnover ratio** = Revenue from Operations / Average Working Capital

**Net profit ratio** = Profit after Tax / Total Income

**Return on capital employed (ROCE)** = Earning before interest and taxes / Capital Employed

**Capital Employed** = Total Equity + Non Current Borrowings (including current maturities of long-term debts) + Current Borrowings

**Return on investment** = Income generated from investments/ Average invested funds in treasury investment

**Net Worth** = Equity + Other Equity

## NOTE- 53 OTHER STATUTORY INFORMATION

- (i) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- (ii) The following are the details of receivable/(payable) [Net] in respect of Struck off Companies:-

Name of the Electricity Consumers	Balance Outstanding as on 31st Mar 2024 ₹ in crore
National Steel Corporation	0.02
Dgm Infotech Private Limited	0.01
A K House Pvt Ltd	(0.02)
Presto Commercial Pvt. Ltd	(0.02)
Nandan Properties Pvt.Ltd	(0.02)
Sakura Finvest Pvt Ltd	(0.02)
Sunrise Tower Maintenanc E & Services Pvt.Ltd	(0.02)
Bye Pass Swimming & Resort Ltd	(0.01)
Chingsue Tannery Pvt Ltd	(0.01)
Mechno Hydromach Pvt.Ltd	(0.01)
Ripon Properties Pvt Ltd	(0.01)
S.M.Projects Pvt.Ltd	(0.01)



## NOTES FORMING PART OF FINANCIAL STATEMENTS (Contd.)

**NOTE- 53 OTHER STATUTORY INFORMATION (Contd..)**

Name of the Electricity Consumers	Balance Outstanding as on 31st Mar 2024
	₹ in crore
P.C.Biswas & Co. Bricks Pvt.Ltd	(0.01)
Reliable Management Services Pvt. Ltd	(0.01)
Southern Industries Pvt. Ltd	(0.01)
Dolly Constructions Pvt.Ltd	(0.01)
G T Infrastructure Ltd	(0.01)
Seth Cuisines Pvt.Ltd	(0.01)

In addition to above, the Company had entered into certain transactions in the ordinary course of business with 347 struck off companies during the year. The individual balances of such struck off companies are below ₹ 50,000 and the aggregate outstanding balance as on March 31, 2024 is ₹ (0.20) crore.

Name of the Electricity Consumers	Balance Outstanding as on 31st Mar 2023
	₹ in crore
Gupta Brothers Pvt Ltd	0.01
Presto Commercial Pvt. Ltd	(0.02)
Mechno Hydromach Pvt.Ltd	(0.01)
Nandan Properties Pvt.Ltd	(0.01)
Ripon Properties Pvt Ltd	(0.01)
S.M.Projects Pvt.Ltd	(0.01)
Southern Industries Pvt. Ltd	(0.01)
Truform Tools & Gauges Pvt Ltd	(0.01)
Chingsue Tannery Pvt Ltd	(0.01)

In addition to above, the Company had entered into certain transactions in the ordinary course of business with 182 struck off companies during the year. The individual balances of such struck off companies are below ₹ 50,000 and the aggregate outstanding balance as on March 31, 2023 is ₹ (0.11) crore.

- (iii) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- (iv) The Company has not traded or invested in Crypto Currency or Virtual Currency during the financial year.
- (v) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
  - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
  - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
- (vi) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
  - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
  - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (vii) The Company has no such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- (viii) The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.
- (ix) The Company is maintaining its books of accounts in electronic mode and these books of accounts are accessible in India at all times and the back-up of the books of accounts has been kept in servers physically located in India

## NOTES FORMING PART OF FINANCIAL STATEMENTS (Contd.)

**NOTE- 53 OTHER STATUTORY INFORMATION (Contd..)**

on a daily basis. The Company has used various accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. However, audit trail feature is not enabled for direct changes to data when using certain access rights for all applications, due to technical reasons. Further no instance of audit trail feature being tampered with, was noted in respect of those accounting software.

- (x) The quarterly returns or statements filed by the Company with the banks or financial institutions are in agreement with the books of accounts.

**NOTE- 54 DISCLOSURE UNDER SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.**

The Company has given loans and advances from time to time to its two wholly owned subsidiaries, Kota Electricity Distribution Limited (KEDL) and Bharatpur Electricity Services Limited (BESL) amounting to ₹ 82.30 crore and ₹ 6.30 crore respectively. Out of the said loans and advances, a sum of ₹ 21 Crore was converted to equity by KEDL, while BESL has converted the entire amount of ₹ 6.30 crore into equity during the year. A sum of ₹ 73 crore was refunded to the Company by KEDL thereby leaving an outstanding balance as on March 31, 2024 of ₹ 26.30 crore (31.03.2023: ₹ 38 crore for KEDL).

**NOTE - 55 QUANTITATIVE INFORMATION :**

	(Million kWh)	
	2023-24	2022-23
(a) Total number of units generated during the year	6376	5966
(b) Total number of units consumed in Generating Stations	497	475
(c) Total number of units sent out	5879	5491
(d) Total number of units purchased during the year	6253	5745
(e) Total number of units through Unscheduled Interchange (Net)	(130)	(26)
(f) Energy received for wheeling	0.3	5
(g) Total number of units delivered	12002	11215
(h) Total number of units sold as per meter readings	10922	10322
(i) Total number of units sold to persons other than own consumers and WBSEDCL	227	40
(j) Total number of units consumed in Company's premises	28	28
(k) Units conveyed including additional units allowed by Commission for wheeling	0.3	5
(l) Total number of Units sold to WBSEDCL	10	6

The installed capacity of the Generating Stations of the Company (as per certification of technical expert) as on 31st March, 2024 was 1125000 kW (31st March, 2023 : 1125000 kW).

**NOTE- 56**

The above financial statements were approved by the Board of Directors at their meeting held on 23rd May, 2024.

For **S.R. BATLIBOI & Co. LLP**

Chartered Accountants

Firm Registration Number -301003E/E300005

**Navin Agrawal**

Partner

Membership No.: 056102

Kolkata, 23rd May, 2024

For and on behalf of Board of Directors

Chairman  
Managing Director - Generation  
Managing Director - Distribution  
Executive Director & CFO  
Company Secretary

**Dr. Sanjiv Goenka** DIN: 00074796  
**Rabi Chowdhury** DIN: 06601588  
**Debasish Banerjee** DIN: 06443204  
**Rajarshi Banerjee**  
**Jagdish Patra**

# Consolidated Financial Statements

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# INDEPENDENT AUDITOR'S REPORT

To  
the Members of CESC Limited

## Report on the Audit of the Consolidated Financial Statements

### OPINION

We have audited the accompanying consolidated financial statements of CESC Limited (hereinafter referred to as "the Holding Company"), its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") and its joint venture comprising of the consolidated Balance Sheet as at March 31, 2024, the consolidated Statement of Profit and Loss, including other comprehensive income, the consolidated Cash Flow Statement and the consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated financial statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements and on the other financial information of the subsidiaries and joint venture, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group and its joint venture as at March 31, 2024, their consolidated profit including other comprehensive income, their consolidated cash flows and the consolidated statement of changes in equity for the year ended on that date.

### BASIS FOR OPINION

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Consolidated Financial Statements' section of our report. We are independent of the Group, and joint venture in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

### KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the financial year ended March 31, 2024. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the consolidated financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of audit procedures performed by us and by other auditors of components not audited by us, as reported by them in their audit reports furnished to us by the management, including those procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

#### 1. Accrual of regulatory income / expense and corresponding asset / liability (Refer Note 40)

##### Key Audit Matter:

The Group recognizes regulatory income / expense and related assets / liability basis its understanding and interpretation of Tariff orders and regulations notified by the applicable State Electricity Regulatory Commission, which are subject matter of Annual Performance Review (APR) and will be adjusted in tariffs to be notified in the future years. Management exercises judgement in estimating such amounts using experience from the issued Tariff/ APR orders including interpretation of the regulations. Such regulatory deferral balances are discounted over an estimated period of recovery using appropriate discounting rate, as a matter of prudence.

In consideration of the significance of the amount of the regulatory balances, complexity and high degree of estimation involved in computation thereof, we identified accrual of regulatory balances as a key audit matter.

##### How our audit addressed the key audit matter:

Our audit procedures, including procedures performed by other auditors of a Subsidiary Company comprised of the following:

## INDEPENDENT AUDITOR'S REPORT (Contd.)

- We obtained an understanding from the management, assessed and tested the design and operating effectiveness of the Group's key controls related to accrual of such regulatory balances.
- We considered the Group's accounting policies with respect to accrual for regulatory deferral account balances and assessed compliance with Ind AS 114 "Regulatory Deferral Accounts".
- We discussed with the management on the key assumptions and estimates used for recognition of these regulatory balances and corroborated them with the applicable regulatory provisions, APR orders, Tariff orders and underlying records of the Group.
- We discussed with the management on the consistency of its key assumptions and basis of estimation for all the years for which APR assessments are pending to be completed and also verified the arithmetical accuracy of such workings.
- We enquired from the management for notifications and correspondences with the regulator on the pending APR assessments.
- We also assessed the discounting rate and the estimated period of recovery considered by the management with reference to the APR process and the tariff regulations.
- We assessed the adequacy of disclosures in accordance with the requirements of Ind AS 114 "Regulatory Deferral Accounts".

### INFORMATION OTHER THAN THE FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information,

we are required to report that fact. We have nothing to report in this regard.

### RESPONSIBILITIES OF MANAGEMENT FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group including its joint venture in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the companies included in the Group and of its joint venture are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of their respective companies and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and of its joint venture are responsible for assessing the ability of their respective companies to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those respective Board of Directors of the companies included in the Group and of its joint venture are also responsible for overseeing the financial reporting process of their respective companies.

### AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole

## INDEPENDENT AUDITOR'S REPORT (Contd.)

are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to consolidated financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its joint venture to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its joint venture to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its joint venture of which we are the independent auditors, to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the financial year ended March 31, 2024 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### OTHER MATTER

- (a) We did not audit the financial statements and other financial information, in respect of 18 subsidiaries,



## INDEPENDENT AUDITOR'S REPORT (Contd.)

whose financial statements include total assets of ₹ 16,554.78 crores as at March 31, 2024, and total revenues of ₹ 9,078.08 crores and net cash outflows of ₹ 119.88 crores for the year ended on that date. These financial statements and other financial information have been audited by other auditors, which financial statements, other financial information and auditor's reports have been furnished to us by the management. The consolidated financial statements also include the Group's share of net loss of ₹ 0.01 crore for the year ended March 31, 2024, as considered in the consolidated financial statements, in respect of 1 joint venture, whose financial statements, other financial information have been audited by other auditor and whose report has been furnished to us by the Management. Our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and joint venture, and our report in terms of sub-sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries and joint venture, is based solely on the reports of such other auditors.

- (b) The accompanying consolidated financial statements include unaudited financial statements and other unaudited financial information in respect of 1 subsidiary, whose financial statements and other financial information reflect total assets of ₹ 0.03 crores as at March 31, 2024, total revenues of ₹ 0.00 crores and net cash outflows of ₹ 0.01 crores for the year ended on that date. These unaudited financial statements and other unaudited financial information have been furnished to us by the Management. Our opinion, in so far as it relates amounts and disclosures included in respect of this subsidiary, and our report in terms of sub-section (3) of Section 143 of the Act in so far as it relates to the aforesaid subsidiary is based solely on such unaudited financial statements and other unaudited financial information. In our opinion and according to the information and explanations given to us by the Management, these financial statements and other financial information are not material to the Group.

Our opinion above on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements and other financial information certified by the Management.

## REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of the subsidiary companies and joint venture, incorporated in India, as noted in the 'Other Matter' paragraph we give in the "Annexure 1" a statement on the matters specified in paragraph 3(xx) of the Order.
2. As required by Section 143(3) of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of subsidiaries and joint venture, as noted in the 'other matter' paragraph we report, to the extent applicable, that:
  - (a) We/the other auditors whose report we have relied upon have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements;
  - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidation of the financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors other than for the matters stated in the paragraph i(vi) below on reporting under Rule 11(g);
  - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements;
  - (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
  - (e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2024 taken on

## INDEPENDENT AUDITOR'S REPORT (Contd.)

record by the Board of Directors of the Holding Company and the reports of the statutory auditors who are appointed under Section 139 of the Act, of its subsidiary companies and joint venture, none of the directors of the Group's companies, and joint venture, incorporated in India, is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act;

- (f) With respect to the maintenance of accounts and other matters connected therewith, reference is made to our observation in paragraph (b) above on reporting under Section 143(3)(b) and paragraph (i) vi below on reporting under Rule 11(g);
- (g) With respect to the adequacy of the internal financial controls with reference to consolidated financial statements of the Holding Company and its subsidiary companies and joint venture, incorporated in India, and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;
- (h) In our opinion and based on the consideration of reports of other statutory auditors of the subsidiaries and its joint venture incorporated in India, the managerial remuneration for the year ended March 31, 2024 has been paid / provided by the Holding Company, its subsidiaries and joint venture incorporated in India to their directors in accordance with the provisions of Section 197 read with Schedule V to the Act;
- (i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements as also the other financial information of the subsidiaries and joint venture, as noted in the 'Other matter' paragraph:
  - i. The consolidated financial statements disclose the impact of pending litigations on its consolidated financial position of the Group and joint venture in its consolidated financial statements – Refer Note 32 to the consolidated financial statements;
  - ii. The Group and joint venture did not have any material foreseeable losses in long-term

contracts including derivative contracts during the year ended March 31, 2024;

- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company, its subsidiaries and joint venture, incorporated in India during the year ended March 31, 2024.
- iv. a) The respective managements of the Holding Company and its subsidiaries and joint venture which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries and joint venture respectively that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any of such subsidiaries and joint venture to or in any other person or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the respective Holding Company or any of such subsidiaries and joint venture ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- b) The respective managements of the Holding Company and its subsidiaries and joint venture which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries and joint venture respectively that, to the best of its knowledge and belief, no funds have been received by the respective Holding Company or any of such subsidiaries and joint venture from any person or entity, including foreign entities ("Funding Parties"),

## INDEPENDENT AUDITOR'S REPORT (Contd.)

with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiaries and joint venture shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

- c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us and that performed by the auditors of the subsidiaries and joint venture which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditor's notice that has caused us or the other auditors to believe that the representations under sub-clause (a) and (b) contain any material mis-statement.
- v) The interim dividend declared and paid during the year by the Holding Company incorporated in India and until the date of the audit report of such Holding Company, is in accordance with Section 123 of the Act. The final dividend paid by one of the subsidiaries incorporated in India, during the year in respect of the same declared for the previous year is in accordance with Section 123 of the Act to the extent it applies to payment of dividend.

The Board of Directors of one of the subsidiary companies, incorporated in India have proposed final dividend for the

year which is subject to the approval of the members of the Subsidiary Company at the ensuing Annual General Meeting. The dividend declared is in accordance with Section 123 of the Act to the extent it applies to declaration of dividend.

- vi) Based on our examination which included test checks and the reports of the respective auditors of the subsidiaries and joint venture which are companies incorporated in India whose financial statements have been audited under the Act, other than the instances described in note 54(ix) to the consolidated financial statements, the Holding Company, subsidiaries and Joint venture have used accounting software for maintaining its books of account which has a feature of recording of audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. However, audit trail feature is not enabled for direct changes to data when using certain access rights as described in Note 54(ix) to the consolidated financial statements. Further, during the course of our audit we and respective auditors of the above referred subsidiaries and joint venture did not come across any instance of audit trail feature being tampered with in respect of those accounting software.

For **S.R. Battiboi & Co. LLP**  
Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

**per Navin Agrawal**  
Partner

Place of Signature: Kolkata  
Date: May 23, 2024

Membership Number: 056102  
UDIN: 24056102BKFVIZ1759

## **ANNEXURE '1'** REFERRED TO IN PARAGRAPH UNDER THE HEADING "REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS" OF OUR REPORT OF EVEN DATE

Re: CESC Limited ("the Company")

**Based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of the subsidiary companies and joint venture, incorporated in India, we state that:**

(xxi) There are no qualifications or adverse remarks by the respective auditors in the Companies (Auditors Report) Order (CARO) reports of the companies included in the consolidated financial statements. Accordingly, the requirement to report on clause 3(xxi) of the Order is not applicable to the Holding Company.

For **S.R. Batliboi & Co. LLP**

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

**per Navin Agrawal**

Partner

Membership Number: 056102

UDIN: 24056102BKFVIZ1759

Place of Signature: Kolkata

Date: May 23, 2024

## ANNEXURE '2' TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF CESC LIMITED

### Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of CESC Limited (hereinafter referred to as the "Holding Company") as of and for the year ended March 31, 2024, we have audited the internal financial controls with reference to consolidated financial statements of the Holding Company and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") and its joint venture, which are companies incorporated in India, as of that date.

### MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The respective Board of Directors of the companies included in the Group and its joint venture which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on the Holding Company's internal financial controls with reference to these consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both, issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to these consolidated financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial

controls with reference to these consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to these consolidated financial statements included obtaining an understanding of internal financial controls with reference to these consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to these consolidated financial statements.

### MEANING OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THESE CONSOLIDATED FINANCIAL STATEMENTS

A company's internal financial control with reference to these consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to these consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THESE CONSOLIDATED FINANCIAL STATEMENTS

Because of the inherent limitations of internal financial controls with reference to these consolidated financial statements, including the possibility of collusion or improper management override of controls, material

## ANNEXURE '2' TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF CESC LIMITED (CONTD.)

misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to these consolidated financial statements to future periods are subject to the risk that the internal financial controls with reference to these consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### OPINION

In our opinion, the Group and its joint venture, which are companies incorporated in India, have, maintained in all material respects, adequate internal financial controls with reference to these consolidated financial statements and such internal financial controls with reference to these consolidated financial statements were operating effectively as at March 31, 2024, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

### OTHER MATTERS

Our report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to these consolidated financial statements of the Holding Company, in so far as it relates to 18 subsidiaries and a joint venture, which are companies incorporated in India, is based on the corresponding reports of the auditors of such subsidiaries and joint venture incorporated in India.

For **S.R. Batliboi & Co. LLP**

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

**per Navin Agrawal**

Partner

Place of Signature: Kolkata

Date: May 23, 2024

Membership Number: 056102

UDIN: 24056102BKFVIZ1759



# CONSOLIDATED BALANCE SHEET

AS AT 31ST MARCH, 2024

₹ in crore

Particulars	Note No.	As at 31st March, 2024	As at 31st March, 2023
<b>ASSETS</b>			
<b>Non current Assets</b>			
Property, Plant and Equipment	5	21,949.05	22,633.63
Capital work-in-progress	5A	174.60	140.42
Investment Property	6	62.87	62.87
Intangible Assets	7	118.66	129.39
<b>Financial Assets</b>			
Investments	8	51.58	76.99
Loans	9	6.57	6.26
Others	10	276.66	231.65
Other non current assets	11	395.87	283.87
		<b>23,035.86</b>	<b>23,565.08</b>
<b>Current Assets</b>			
Inventories	12	878.49	880.22
<b>Financial Assets</b>			
Investments	13	5.07	-
Trade receivables	14	2,256.42	2,191.52
Cash and cash equivalents	15	1,275.38	1,129.20
Bank balances other than cash and cash equivalents	16	1,435.97	1,459.15
Loans	17	1.86	1.49
Others	18	322.71	288.19
Current tax assets (net)		26.47	11.42
Other current assets	19	394.56	573.95
		<b>6,596.93</b>	<b>6,535.14</b>
Regulatory deferral account balances	31	7,534.99	7,611.67
<b>TOTAL ASSETS</b>		<b>37,167.78</b>	<b>37,711.89</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity Share capital	20	133.22	133.22
Other Equity	21	11,312.42	10,777.15
Non-controlling interest	41	539.71	478.73
<b>Total Equity</b>		<b>11,985.35</b>	<b>11,389.10</b>
<b>Liabilities</b>			
<b>Non current Liabilities</b>			
<b>Financial Liabilities</b>			
Borrowings	22	10,856.11	9,568.91
Lease Liabilities	23	148.10	166.57
Trade Payables		-	-
(a) Total outstanding dues of micro enterprises & small enterprises		-	-
(b) Total outstanding dues of creditors other than micro enterprises & small enterprises		57.86	62.65
Consumers' Security Deposits	55	2,157.46	2,007.26
Others		66.15	66.70
Provisions	24	538.53	514.88
Deferred tax liabilities (net)	42	4,150.48	4,279.45
Other non current liabilities	25	262.78	272.21
		<b>18,237.47</b>	<b>16,938.63</b>
<b>Current Liabilities</b>			
<b>Financial Liabilities</b>			
Borrowings	26	3,506.97	4,493.54
Lease Liabilities		32.45	33.82
Trade Payables		-	-
(a) Total outstanding dues of micro enterprises & small enterprises	27	39.63	43.73
(b) Total outstanding dues of creditors other than micro enterprises & small enterprises	27	1,232.31	1,046.09
Others	28	1,024.29	894.36
Other current liabilities	29	907.27	760.87
Provisions	30	59.98	52.56
Current tax liabilities (net)		2.26	85.43
		<b>6,805.16</b>	<b>7,410.40</b>
Regulatory deferral account balances	31	139.80	1,973.76
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>37,167.78</b>	<b>37,711.89</b>
Notes forming part of Consolidated Financial Statements	1-56		

This is the Consolidated Balance Sheet referred to in our Report of even date.

For **S.R. BATLIBOI & Co. LLP**

Chartered Accountants

Firm Registration Number -301003E/E300005

For and on behalf of Board of Directors

**Navin Agrawal**

Partner

Membership No.: 056102

Kolkata, 23rd May, 2024

Chairman  
Managing Director - Generation  
Managing Director - Distribution  
Executive Director & CFO  
Company Secretary

**Dr. Sanjiv Goenka**  
**Rabi Chowdhury**  
**Debasish Banerjee**  
**Rajarshi Banerjee**  
**Jagdish Patra**

**DIN: 00074796**  
**DIN: 06601588**  
**DIN: 06443204**

# CONSOLIDATED STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED 31ST MARCH, 2024

₹ in crore

Particulars	Note No.	2023-24	2022-23
Revenue from operations	33	15,293.21	14,246.35
Other income	34	251.05	308.77
<b>Total Income</b>		<b>15,544.26</b>	<b>14,555.12</b>
<b>Expenses</b>			
Cost of energy purchased		5,587.78	5,164.57
Cost of fuel	35	4,379.36	3,966.92
Purchases of stock-in-trade		10.57	13.55
Employee benefits expense	36	1,213.57	1,189.22
Finance costs	37	1,233.90	1,117.24
Depreciation and amortisation	38	1,216.73	877.87
Other expenses	39	1,976.49	1,762.80
<b>Total expenses</b>		<b>15,618.40</b>	<b>14,092.17</b>
<b>Profit before regulatory income and tax</b>		<b>(74.14)</b>	<b>462.95</b>
Regulatory Income (net)	40	1,757.27	1,276.15
<b>Profit before tax</b>		<b>1,683.13</b>	<b>1,739.10</b>
<b>Tax expense</b>			
Current tax	43	364.74	349.79
Deferred tax / (credit)	42	(128.90)	(8.02)
<b>Total Tax expenses</b>		<b>235.84</b>	<b>341.77</b>
<b>Profit for the year</b>		<b>1,447.29</b>	<b>1,397.33</b>
<b>Other comprehensive Income</b>			
<i>Items that will not be reclassified to profit or loss</i>			
Remeasurement of defined benefit plan		(10.10)	(13.60)
Income tax on above		3.32	3.24
Gain / (loss) on fair valuation of Investments		11.27	(7.61)
Deferred Tax on above		0.07	0.05
Regulatory Income/(expense) - Deferred tax		(0.02)	(0.01)
		<b>4.54</b>	<b>(17.93)</b>
<i>Items that will be reclassified to profit or loss</i>			
Exchange difference on translation of foreign operations		(0.00)	0.02
		<b>(0.00)</b>	<b>0.02</b>
<b>Other Comprehensive income for the year (net of tax)</b>		<b>4.54</b>	<b>(17.91)</b>
<b>Total comprehensive income for the year</b>		<b>1,451.83</b>	<b>1,379.42</b>
<b>Profit attributable to</b>			
Owners of the equity		1,376.35	1,342.83
Non-controlling interest		70.94	54.50
		<b>1,447.29</b>	<b>1,397.33</b>
<b>Other Comprehensive Income attributable to</b>			
Owners of the equity		4.68	(17.80)
Non-controlling interest		(0.14)	(0.11)
		<b>4.54</b>	<b>(17.91)</b>
<b>Total Comprehensive Income attributable to</b>			
Owners of the equity		1,381.03	1,325.03
Non-controlling interest		70.80	54.39
		<b>1,451.83</b>	<b>1,379.42</b>
Basic & Diluted Earnings per equity share (Face value of ₹ 1/- per share)	44	10.38	10.13
Notes forming part of Consolidated Financial Statements	1-56		

This is the Consolidated Statement of Profit and Loss referred to in our Report of even date.

For **S.R. BATLIBOI & Co. LLP**  
Chartered Accountants  
Firm Registration Number -301003E/E300005

For and on behalf of Board of Directors

**Navin Agrawal**  
Partner  
Membership No.: 056102  
Kolkata, 23rd May, 2024

Chairman  
Managing Director - Generation  
Managing Director - Distribution  
Executive Director & CFO  
Company Secretary

**Dr. Sanjiv Goenka** DIN: 00074796  
**Rabi Chowdhury** DIN: 06601588  
**Debasish Banerjee** DIN: 06443204  
**Rajarshi Banerjee**  
**Jagdish Patra**

# CONSOLIDATED CASH FLOW STATEMENT

FOR THE YEAR ENDED 31ST MARCH, 2024

₹ in crore

Particulars	2023-24	2022-23
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit before tax	1,683.13	1,739.10
Adjustments for :		
Depreciation and amortisation expense	1,216.73	877.87
Loss on sale / disposal of property, plant and equipment (net)	8.10	0.75
Gain on sale/fair valuation of current investments (net)	(38.06)	(51.87)
Gain on sale/fair valuation of non-current investments (net)	(4.21)	-
Dividend Income	(4.07)	(5.06)
Allowances for doubtful debts / Advances, etc	-	17.67
Bad debts, advances (net), written off	44.32	43.85
Finance Costs	1,233.90	1,117.24
Interest Income	(116.45)	(92.23)
Effect of Foreign Currency Transactions / Translation (net)	(0.00)	0.02
Liability / Provision Written Back	(1.15)	-
Other Non Operating Income	(14.12)	(30.86)
<b>Operating Profit before Working Capital changes</b>	<b>4,008.12</b>	<b>3,616.48</b>
Adjustments for change in :		
Trade and other receivables	129.19	282.44
Net change in regulatory deferral account balances	(1,757.30)	(1,276.15)
Inventories	1.73	(220.80)
Trade and other payables	420.06	(125.70)
<b>Cash Generated from Operations</b>	<b>2,801.80</b>	<b>2,276.27</b>
Income Tax paid (net of refund)	(450.39)	(297.92)
<b>Net cash flow from Operating Activities</b>	<b>2,351.41</b>	<b>1,978.35</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Property, Plant & Equipment / Capital Work-in-Progress	(771.16)	(695.54)
Proceeds from sale of Property, Plant & Equipment	5.91	5.32
Purchase of Non-Current Investments	4.21	-
Sale/(purchase) of Current Investments (net)	33.09	397.03
Sale of Non-Current Investments	36.88	30.00
Dividend received	4.07	5.06
Interest received	100.22	75.82
Net movement in Bank Balances (other than cash and cash equivalents)	23.18	(362.39)
<b>Net Cash used in Investing Activities</b>	<b>(563.60)</b>	<b>(544.70)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from Non-Current Borrowings *	2,520.32	1,110.00
Repayment of Non-Current Borrowings *	(1,589.83)	(1,582.79)
Payment of Lease Liabilities	(58.87)	(46.11)
Net movement in Cash Credit facilities and other current Borrowings	(632.23)	(205.11)
Finance Costs paid	(1,274.82)	(1,129.35)
Dividends paid	(606.20)	(603.79)
<b>Net Cash used in Financing Activities</b>	<b>(1,641.63)</b>	<b>(2,457.15)</b>
<b>Net (decrease) / increase in cash and cash equivalents</b>	<b>146.18</b>	<b>(1,023.50)</b>
<b>Cash and Cash equivalents - Opening Balance [Refer Note 15]</b>	<b>1,129.20</b>	<b>2,152.70</b>
<b>Cash and Cash equivalents - Closing Balance [Refer Note 15]</b>	<b>1,275.38</b>	<b>1,129.20</b>

\* Net of ₹ 2022.68 crore (previous year : ₹ 1050 crore) utilized for refinancing of borrowings.

CONSOLIDATED CASH FLOW STATEMENT  
FOR THE YEAR ENDED 31ST MARCH, 2024 (Contd.)

₹ in crore

Changes in liabilities arising from financing activities	1-Apr-23	Cash flows	Others	31-Mar-24
Current borrowings	2,038.03	(632.23)	-	1,405.80
Non-Current borrowings (including Current Maturities)	12,070.83	930.49	-	13,001.32
Lease Liabilities	200.39	(58.87)	39.03	180.55
<b>Total liabilities from financing activities</b>	<b>14,309.25</b>	<b>239.39</b>	<b>39.03</b>	<b>14,587.67</b>

₹ in crore

Changes in liabilities arising from financing activities	1-Apr-22	Cash flows	Others	31-Mar-23
Current borrowings	2,243.14	(205.11)	-	2,038.03
Non-Current borrowings (including Current Maturities)	12,543.62	(472.79)	-	12,070.83
Lease Liabilities	221.91	(46.11)	24.59	200.39
<b>Total liabilities from financing activities</b>	<b>15,008.67</b>	<b>(724.01)</b>	<b>24.59</b>	<b>14,309.25</b>

The above Consolidated Cash Flow Statement has been prepared under the "Indirect method" as per Ind-AS 7 Statement of Cash Flows

Notes forming part of Consolidated Financial Statements (1 - 56)

This is the Consolidated Cash flow Statement referred to in our Report of even date.

For **S.R. BATLIBOI & Co. LLP**

Chartered Accountants

Firm Registration Number -301003E/E300005

For and on behalf of Board of Directors

**Navin Agrawal**

Partner

Membership No.: 056102

Kolkata, 23rd May, 2024

Chairman  
Managing Director - Generation  
Managing Director - Distribution  
Executive Director & CFO  
Company Secretary

**Dr. Sanjiv Goenka** DIN: 00074796  
**Rabi Chowdhury** DIN: 06601588  
**Debasish Banerjee** DIN: 06443204  
**Rajarshi Banerjee**  
**Jagdish Patra**

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31ST MARCH 2024

## A Equity Share Capital

₹ in crore

Particulars	Balance at the beginning of the reporting period	Changes in equity share capital during the year	Balance at the end of the reporting period
Equity Shares of ₹ 1/- each issued, subscribed and fully paid up			
As at 31st March 2023	133.22	-	133.22
As at 31st March 2024	133.22	-	133.22

## B Other Equity

₹ in crore

Particulars	Reserves and Surplus *			Equity Instruments through Other Comprehensive Income	Exchange differences on translating the financial statements of a foreign operation	Total	Non Controlling Interest	Total Other Equity
	Retained Earnings	Capital Reserve	Fund for unforeseen exigencies					
Balance as at 1st April, 2023	11,669.90	(1,250.24)	336.67	7.98	12.84	10,777.15	478.73	11,255.88
Profit for the year	1,376.35	-	-	-	-	1,376.35	70.94	1,447.29
Other Comprehensive Income for the year (net of tax)	(6.64)	-	-	11.32	(0.00)	4.68	(0.14)	4.54
<b>Total</b>	<b>13,039.61</b>	<b>(1,250.24)</b>	<b>336.67</b>	<b>19.30</b>	<b>12.84</b>	<b>12,158.18</b>	<b>549.53</b>	<b>12,707.71</b>
Dividends paid	(596.51)	-	-	-	-	(596.51)	(9.82)	(606.33)
Transfer to/from retained earnings	(21.12)	-	21.12	-	-	-	-	-
Withdrawal of additional depreciation during the year	(249.18)	-	-	-	-	(249.18)	-	(249.18)
Withdrawal of residual amount added on fair valuation consequent to sale/ disposal of assets	(0.07)	-	-	-	-	(0.07)	-	(0.07)
Balance as at 31st March, 2024	12,172.73	(1,250.24)	357.79	19.30	12.84	11,312.42	539.71	11,852.13

₹ in crore

Particulars	Reserves and Surplus *			Equity Instruments through Other Comprehensive Income	Exchange differences on translating the financial statements of a foreign operation	Total	Non Controlling Interest	Total Other Equity
	Retained Earnings	Capital Reserve	Fund for unforeseen exigencies					
Balance as at 1st April, 2022	11,166.08	(1,250.24)	319.00	15.55	12.82	10,263.21	434.16	10,697.37
Profit for the year	1,342.83	-	-	-	-	1,342.83	54.50	1,397.33
Other Comprehensive Income for the year (net of tax)	(10.25)	-	-	(7.57)	0.02	(17.80)	(0.11)	(17.91)
<b>Total</b>	<b>12,498.66</b>	<b>(1,250.24)</b>	<b>319.00</b>	<b>7.98</b>	<b>12.84</b>	<b>11,588.24</b>	<b>488.55</b>	<b>12,076.79</b>
Dividends paid	(596.51)	-	-	-	-	(596.51)	(9.82)	(606.33)
Transfer to/from retained earnings	(17.67)	-	17.67	-	-	-	-	-
Withdrawal of additional depreciation during the year	(214.08)	-	-	-	-	(214.08)	-	(214.08)
Withdrawal of residual amount added on fair valuation consequent to sale/ disposal of assets	(0.50)	-	-	-	-	(0.50)	-	(0.50)
Balance as at 31st March, 2023	11,669.90	(1,250.24)	336.67	7.98	12.84	10,777.15	478.73	11,255.88

\* refer note 21

Notes forming part of Consolidated Financial Statements (1 - 56)

This is the Consolidated Statement of Changes in Equity referred to in our Report of even date.

For **S.R. BATLIBOI & Co. LLP**

Chartered Accountants

Firm Registration Number -301003E/E300005

For and on behalf of Board of Directors

**Navin Agrawal**

Partner

Membership No.: 056102

Kolkata, 23rd May, 2024

Chairman  
Managing Director - Generation  
Managing Director - Distribution  
Executive Director & CFO  
Company Secretary

**Dr. Sanjiv Goenka**  
**Rabi Chowdhury**  
**Debasish Banerjee**  
**Rajarshi Banerjee**  
**Jagdish Patra**

**DIN: 00074796**

**DIN: 06601588**

**DIN: 06443204**

# NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2024

## NOTE - 1 CORPORATION INFORMATION

The consolidated financial statements comprise financial statements of CESC Limited (the "Company" or "the Parent Company" or "the Parent") and its subsidiaries, joint venture (collectively, the "Group"). The Company is a public company limited by shares domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. The Group is primarily engaged in the business of generation and distribution of electricity. Equity shares of the Company are listed on BSE Limited and National Stock Exchange of India Limited.

## NOTE - 2 MATERIAL ACCOUNTING POLICIES

These consolidated financial statements have been prepared to comply in all material aspects with Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) under Section 133 and other provisions of the Companies Act, 2013 and the regulations under the Electricity Act, 2003 to the extent applicable. A summary of material accounting policies which have been applied consistently are set out below.

### Basis of Accounting

The consolidated financial statements have been prepared on a historical cost convention, except for the following:

- a) Certain investments in equity and preference instruments are carried at fair value, other than investments in joint venture;
- b) Certain financial assets and liabilities are measured at fair value.

### (a) Principles of consolidation and equity accounting

#### (i) Subsidiaries

Subsidiaries are all entities over which the Parent Company has control. The Parent Company controls an entity when the Group is exposed to, or has right to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is acquired by the Group. They are deconsolidated from the date that control ceases.

The Group combines the financial statements of the Parent and its subsidiaries line by line adding together like items of assets, liabilities, equity, income, expenses and cash flows. Intercompany transactions, balances and unrealized gains on transactions between group companies are eliminated. Unrealised losses are also eliminated

unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of profit and loss and balance sheet respectively.

#### (ii) Joint arrangements

Under Ind AS 111 *Joint arrangements*, investment in joint arrangement is classified as either joint operation or joint venture. The classification depends on the contractual rights and obligation of each investor, rather than the legal structure of the joint arrangement.

The Group has interest only in one joint venture.

Interest in joint venture is accounted for using equity method (see (iii) below), after initially being recognized at cost in the consolidated balance sheet.

#### (iii) Equity method

Under the equity method of accounting, the investment is initially recognized at cost and adjusted thereafter to recognize the Group's share of the post-acquisition profits or losses of the investee in profit and loss, and the Group's share of other comprehensive income of the investee in other comprehensive income. Dividend received or receivable from joint venture is recognized as a reduction in the carrying amount of investment.

When the Group's share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other long term receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity.

Unrealised gains on transactions between the Group and its joint ventures is eliminated to the extent of the Group's interest in these entities. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of equity accounted investees have been changed where necessary to ensure consistency with the policies adopted by the Group.

The carrying amount of equity accounted investments are tested for impairment in accordance with the policy described in paragraph 2(g) below.



NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

**(iv) Changes in ownership interests**

The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the Group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognised within equity.

When the Group ceases to consolidate or equity account for an investment because of a loss of control, joint control or significant influence, any retained interest in the entity is remeasured to its fair value with the change in carrying amount recognised in profit or loss. This fair value becomes the initial carrying amount for the purposes of subsequently accounting for the retained interest as a joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities, i.e. amounts previously recognised in other comprehensive income are reclassified to profit or loss.

If the ownership interest in a joint venture is reduced but joint control or significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income are reclassified to profit or loss as appropriate.

**(b) Use of estimates**

As required under the provision of Ind AS for preparation of financial statements in conformity thereof, the management has made judgments, estimates and assumptions that affect the application of accounting policies and the reported amount of assets, liabilities, income and expenses and disclosures. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and future periods affected.

**(c) Property, plant and equipment (PPE) and Depreciation**

Tangible assets are stated either at deemed cost as considered on the date of transition to Ind AS or at cost of acquisition/ construction together with any incidental expenses related to acquisition and

appropriate borrowing costs, less accumulated depreciation and accumulated impairment loss, if any. An impairment loss is recognized where applicable, when the carrying value of tangible assets of cash generating unit exceed its fair value or value in use, whichever is higher.

For the Parent and two of its subsidiary companies 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 prorata basis based on the useful life specified therein, as considered by the respective applicable Regulatory Commission (Commission) in determining the tariff for the year. Additional charge of depreciation for the year on increase in value arising from fair valuation on the date of transition to Ind AS, is recouped from Retained Earnings. Leasehold land is amortized over the unexpired period of the lease as appropriate. Leasehold improvement is amortized over the unexpired period of the lease.

As per amended Tariff Regulations, Advance against Depreciation (AAD) relating to years, in respect of which loans are fully repaid at the beginning of the year, is determined and adjusted with the block of asset for computation of net amount of depreciation claimable by the Company under the Tariff setting mechanism.

In case of others, depreciation on property, plant and equipment is calculated on a straight-line basis using the rates arrived at based on the useful lives estimated by the management. The management believes that these estimated useful life are realistic and reflect fair approximation of the period over which the assets are likely to be used. These useful lives are different in some cases than those indicated in Schedule II of the Companies Act 2013, which are disclosed below:

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

**Useful Life of Tangible Assets**

Particulars	Useful Life of Assets
Buildings and Structures	3-60 Years
Plant and Equipment	5-50 Years
Distribution System	25-40 Years
Meters	7-15 Years
River Tunnel	50 Years
Furniture and Fixtures	2-15 Years
Office Equipment	2-15 Years
Vehicles	5-10 Years
Railway Sidings	15-50 Years

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

**(d) Investment properties**

Property that is held for long term rental yields is classified as investment property. Carrying amount as per previous GAAP has been considered as deemed cost as on date of transition to Ind AS.

**(e) Intangible Assets and Amortisation**

Intangible assets comprising Computer Software, Licenses and mining rights, expected to provide future enduring economic benefits are stated either at deemed cost as considered on date of transition to Ind AS or at cost of acquisition / implementation / development less accumulated amortisation. The present value of the expected cost of restoration of the coal mine is included in its cost. An impairment loss is recognized where applicable, when the carrying value of intangible assets of cash generating unit exceed its fair value or value in use, whichever is higher.

Cost of intangible assets are amortised over its estimated useful life based on managements' external or internal assessment or based on such useful life as considered by the applicable Commission. Management believes that the useful lives so determined best represent the period over which the management expects to use these assets.

**Useful Life of Intangible Assets**

Particulars	Useful Life of Assets
Licences	25 Years
Computer Software	3 Years
Mining Rights	20 Years

**(f) Lease****Group as lessee**

The Group's lease asset classes primarily consist of leases for land, plant & equipment, buildings and offices. The Group assesses whether a contract contains a lease, at the inception of a contract.

At the date of commencement of the lease, the Group recognizes a right of use asset (ROU) and a corresponding lease liability for all lease arrangements, in which it is a lessee, except for leases with a term of twelve months or less (short-term leases), non lease components (like maintenance charges, etc.) and leases of low value assets.

For these short-term leases, non lease components and lease of low value assets, the Group recognizes the lease rental payments as an operating expense.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the

lease term, that are factored when it is reasonably certain that they will be exercised.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses, if any. An impairment loss is recognised where applicable, when the carrying value of ROU assets of cash generating units exceeds its fair value or value in use, whichever is higher.

Right-of-use assets are depreciated on a straight-line basis over the lease term.

The lease liabilities are initially measured at the present value of the future lease payments.

**Group as lessor**

Leases for which the Group is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

**(g) Financial asset**

The financial assets are classified in the following categories:

1. Financial assets measured at amortised cost,
2. Financial assets measured at fair value through profit and loss, and
3. Equity instruments

The classification of financial assets depends on the Group's business model for managing financial assets and the contractual terms of the cash flow.

At initial recognition, the financial assets are measured at its fair value.

**Financial assets measured at amortised cost**

Assets that are held for collection of contractual cash flows and where those cash flows represent solely payments of principal and interest are measured at amortised cost. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate method. The losses arising from impairment are recognised in the Statement of Profit and Loss.

**Financial instruments measured at fair value through profit and loss (FVTPL)**

Financial instruments included within fair value through profit and loss category are measured initially

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

as well as at each reporting period at fair value plus transaction costs as applicable. Fair value movements are recorded in statement of profit and loss.

Investments in mutual funds are measured at fair value through profit and loss.

### **Equity Instruments measured at fair value through other comprehensive income (FVTOCI)**

Equity investments in scope of Ind AS 109 are measured at fair value. At initial recognition, the Group makes an irrevocable election to present in other comprehensive income (OCI) subsequent changes in the fair value. If the Group decides to classify an equity instrument as at fair value through other comprehensive income (FVTOCI), then all fair value changes on the instrument, excluding dividends, are recognized in the OCI.

### **Impairment of financial assets**

The Group assesses on a forward looking basis the expected credit losses associated with its unsecured assets carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables the simplified approach of expected lifetime losses has been used from initial recognition of the receivables as required by Ind AS 109 Financial Instruments.

### **(h) Financial Liabilities**

Financial liabilities are measured at amortised cost using the effective interest rate method.

### **(i) Derivatives**

The Group uses derivative financial instruments such as forward currency contracts and interest rate swaps to hedge its foreign currency risks and interest rate risks respectively. Such derivative financial instruments are recognised at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. In respect of the rate regulated entities gains or losses arising from such fair valuation of derivatives also give rise to regulatory income or expense which is recognised through Statement of Profit and Loss and would be considered in determining the future tariff as per the tariff regulations.

### **(j) Inventories**

Inventories of stores and fuel are stated at the lower of cost and net realizable value. Cost is calculated on weighted average basis and comprises expenditure

incurred in the normal course of business in bringing such inventories to their location and condition. Obsolete and slow moving inventories are identified at the time of physical verification and provided for, where necessary.

### **(k) Foreign currency translation**

#### **(i) Functional and presentation currency**

These consolidated financial statements are presented in Indian Rupees (INR) which is also the functional currency of the Group and its Indian subsidiaries whereas the functional currency of foreign subsidiary is the currency of its country of domicile.

#### **(ii) Transaction and balances**

Foreign currency denominated monetary assets and liabilities are translated into the relevant functional currency at exchange rates in effect at the balance sheet date. The gains or losses resulting from such translations of monetary items are included in the statement of profit and loss. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at fair value are translated at the exchange rate prevalent at the date when the fair value was determined. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of transaction.

Gains or losses realized upon settlement of foreign currency transactions are included in determining net profit for the period in which the transaction is settled. Revenue, expense and cash flow items denominated in foreign currencies are translated into the relevant functional currencies using the exchange rate in effect on the date of the transaction.

The outstanding loans repayable in foreign currency, if any are restated at the year-end exchange rate. In case of rate regulated entities, exchange gain or loss arising in respect of such restatement also gives rise to regulatory income or expense which is recognised as refundable or recoverable, which will be taken into consideration in determining the future tariff in respect of amount settled duly considering impact of derivative contracts entered into for managing risks thereunder.

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

**(iii) Foreign Operations**

The translation of financial statements of the foreign subsidiary to the presentation currency is performed for assets and liabilities using the exchange rate in effect at the balance sheet date and for revenue, expense and cash flow items using the average exchange rate for the respective periods. The gains or losses resulting from such translation are included in foreign currency translation reserves under other components of equity.

When a subsidiary is disposed off in full or the Parent ceases the control, the relevant amount in foreign currency translation reserve is transferred to the statement of profit and loss. However, when a change in the Parent's ownership does not result in loss of control of a subsidiary, such changes are recorded through equity.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the exchange rate in effect at the balance sheet date.

**(l) Cash and cash equivalents**

Cash and cash equivalents in the balance sheet comprise cash at bank and cash on hand and term deposits with original maturity of three months or less.

For the purpose of presentation in the Cash Flow Statement, cash and cash equivalents includes cash, cheques and draft on hand, balances with banks which are unrestricted for withdrawal/usages and highly liquid financial investments that are readily convertible to known amount of cash which are subject to an insignificant risk of changes in value. Bank overdraft are shown within borrowing in current liabilities in the balance sheet.

**(m) Revenue from Operations**

Revenue from Contracts with Customers is recognised on supply of electricity or when services are rendered to the customers at an amount that reflects the consideration to which the Group is entitled to under applicable regulatory framework.

Revenue to be earned from sale of electricity is regulated based on parameters set out in tariff regulations issued from time to time. Earnings from sale of electricity are net of discount for prompt payment of bills and do not include electricity duty collected from consumers and payable to the State Government.

The Parent and its applicable subsidiaries receive contribution from consumers in accordance with the applicable Regulation that is being used to construct or acquire items of property, plant and equipment in order to connect the consumers to the distribution network. Revenue is recognised for such contributions when the performance obligations are met.

Income from meter rent is accounted for as per the approved rates.

**(n) Other Income**

Income from investments and deposits, user fee income from investment property, etc. is accounted on accrual basis as per contractual terms. Delayed Payment Surcharge, as a general practice, is determined and recognised on receipt of overdue payment from consumers. Interest income arising from financial assets is accounted for using amortised cost method. Dividend income is recognised when right to receive is established.

**(o) Employee Benefits**

The Parent recognises Contributions to Provident Fund and Pension Funds on an accrual basis. Provident Fund contributions are made to a fund administered through duly constituted approved independent trust. The interest rate payable to the members of the trust shall not be lower than the statutory rate of interest declared by the Central Government under the Employees' Provident Funds and Miscellaneous Provisions Act, 1952 and deficiency, if any, is made good by the Parent, impact of which is ascertained by way of actuarial valuation as at the year end. In respect of the subsidiary companies, contribution to Provident Fund is made to Employees' Provident Fund Organisation, Government of India.

The Group, as per its schemes, extend employee benefits current and/or post retirement, which are accounted for on an accrual basis based on actuarial valuation as at the Balance Sheet date in respect of gratuity, leave encashment and certain other retiral benefits.

Actuarial gains and losses are recognised through Other Comprehensive Income.

Compensation in respect of voluntary retirement scheme is charged as an expense.

**(p) Finance Costs**

Finance Costs comprise interest expenses, applicable gain / loss on foreign currency borrowings in appropriate cases and other borrowing costs. Finance Costs attributable to acquisition and / or construction

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

of qualifying assets are capitalized as a part of cost of such assets upto the date, such assets are ready for their intended use. Finance Costs in case of foreign currency borrowings is accounted for as appropriate, duly considering the impact of the derivative contracts entered into for managing risks. Interest expense arising from financial liabilities is accounted for under effective interest rate method.

### (q) Taxes

The current income tax charge is calculated on the basis of the tax laws enacted at the end of the reporting period in the country where the Parent and its subsidiaries operate.

Provision for deferred taxation is made using liability method on temporary difference arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related Deferred Tax Asset (DTA) is realised or the Deferred Tax Liability (DTL) is settled. Deferred Tax Assets are recognized subject to the consideration of prudence and are periodically reviewed to reassess realization thereof. Deferred Tax Liability or Asset will give rise to actual tax payable or recoverable at the time of reversal thereof.

The Group reviews the MAT credit entitlement at each reporting date and recognises the credit against the tax payable to the extent that it is probable that it will be able to utilise the same against normal tax during the specified period.

Current and Deferred tax relating to items recognised outside profit or loss, that is either in other comprehensive income (OCI) or in equity, is recognised along with the related items.

In case of the Parent and two subsidiary companies, tax on profits forms part of claimable expenditure under the applicable regulations. Current tax liability and deferred tax liability or asset is recoverable or payable, through future tariff. Hence, recognition of current tax liability and deferred tax asset or liability is done with corresponding recognition of regulatory liability or asset, to the extent applicable.

Deferred tax assets include Minimum Alternate Tax (MAT) paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set-off against future income tax liability. Accordingly, MAT is recognized as deferred tax asset in the balance sheet when the asset can be measured reliably and it is probable that the future economic benefit will be realised.

Deferred tax liabilities are not recognised for temporary differences between the carrying amount and tax bases of investments in subsidiaries and interest in joint arrangements where the Group is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

### (r) Provisions and contingent liabilities

Provisions are recognised when the Group has a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

A disclosure for contingent liabilities is made when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises from past events where it is either not probable that an outflow of resources embodying economic benefits will be required or a reliable estimate of the amount cannot be made.

### (s) Business combination

#### Other than under common control

Business combinations have been accounted for using the acquisition method under the provisions of Ind AS 103, Business Combinations.

The cost of an acquisition is measured at the fair value of the assets transferred, equity instruments issued and liabilities incurred or assumed at the date of acquisition, which is the date on which control is transferred to the Group. The cost of acquisition also includes the fair value of any contingent consideration. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair value on the date of acquisition.

For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If those amounts are less than the fair value of the net identifiable assets of the business acquired, the difference is recognised in other comprehensive income and accumulated in equity as capital reserve provided there is clear evidence of the underlying reasons for classifying the business combination as a bargain purchase.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses.

Business combinations between entities under common control is accounted for at carrying value.

Transaction costs that the Group incurs in connection with a business combination such as legal fees, due diligence fees, and other professional and consulting fees are expensed as incurred.

#### Under common control

Business combination are accounted for using the pooling of interest method as per the requirement of Ind AS 103, Business Combination for common control transaction whereby the assets and liabilities of the combining entities/business are reflected at their carrying value and necessary adjustments, if any, are accounted for including the effect of scheme approved by National Company Law Tribunal, where applicable.

#### (t) Regulatory deferral accounts balances

The Parent and two of the subsidiary companies engaged in power business are rate regulated entities and applies Ind AS 114, Regulatory Deferral Accounts. Expenses/Income are recognized as Regulatory Income/Expenses in the Statement of Profit and Loss to the extent recoverable or payable in subsequent periods based on the Group's understanding of the provision of the applicable regulations framed under the Electricity Act, 2003 and/or pronouncements/orders by the applicable Regulatory Commission, with corresponding balances shown in the Balance-sheet as Regulatory Deferral Account balances, at their present value duly considering appropriate

discounting methodology in consonance with the applicable regulations and prudence. Regulatory Deferral Accounts balances being estimates, are revised as necessary, based on factual developments, including impact of regulatory orders.

#### NOTE - 3 SUMMARY OF SIGNIFICANT JUDGEMENTS AND ASSUMPTIONS

The preparation of financial statements requires the use of accounting estimates, judgements and assumptions. Management also needs to exercise judgement in applying the Group's accounting policies.

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Group and that are believed to be reasonable under the circumstances.

The areas involving critical estimates or judgements are :-

Estimates of useful life of intangible assets -Refer Note 2(e)

Estimation of Restoration liability - Refer Note 2(e)

Impairment assessment of Investment - Refer Note 2(g)

Impairment of Trade Receivables - Refer Note 2(g)

Estimation of Regulatory Deferral Account Balances - Note 31 and 40

Estimates used in actuarial valuation of employee benefits -Refer Note 36

Estimates used in Lease liabilities -Note 47

#### NOTE - 3A CHANGES IN EXISTING IND AS

The Ministry of Corporate Affairs has notified Companies (Indian Accounting Standards) Amendment Rules, 2023 dated 31 March 2023 to amend the following Ind AS which are effective for annual periods beginning on or after 1 April 2023, but do not have significant impact on the consolidated financial statements.

- (i) Definition of Accounting Estimates - Amendments to Ind AS 8,
- (ii) Disclosure of Material Accounting Policies - Amendments to Ind AS 1,
- (iii) Deferred Tax related to Assets and Liabilities arising from a Single Transaction - Amendments to Ind AS 12.



NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

**NOTE - 4 THE SUBSIDIARIES AND JOINT VENTURE CONSIDERED IN THE PREPARATION OF THE CONSOLIDATED FINANCIAL STATEMENTS ARE:**

Sl. No.	Name of Subsidiaries and Joint Venture	Country of Incorporation	Percentage of ownership interest as at 31st March, 2024	Percentage of ownership interest as at 31st March, 2023
1	Haldia Energy Limited (HEL)	India	100.00	100.00
2	Dhariwal Infrastructure Limited (DIL)	India	100.00	100.00
3	Malegaon Power Supply Limited	India	100.00	100.00
4	CESC Projects Limited	India	100.00	100.00
5	Bantal Singapore Pte Limited	Singapore	100.00	100.00
6	Pachi Hydropower Projects Limited	India	100.00	100.00
7	Papu Hydropower Projects Limited	India	100.00	100.00
8	Ranchi Power Distribution Company Limited	India	100.00	100.00
9	Crescent Power Limited (CPL)	India	67.83	67.83
10	Kota Electricity Distribution Limited (KEDL)	India	100.00	100.00
11	Bikaner Electricity Supply Limited (BKSL)	India	100.00	100.00
12	Bharatpur Electricity Services Limited (BESL)	India	100.00	100.00
13	CESC Green Power Limited	India	100.00	100.00
14	Eminent Electricity Distribution Limited	India	100.00	100.00
15	Noida Power Company Limited (NPCL)	India	72.73	72.73
16	Jharkhand Electric Company Limited	India	100.00	100.00
17	Jarong Hydro-Electric Power Company Limited	India	100.00	100.00
18	Au Bon Pain Café India Limited	India	93.10	93.10
19	Purvah Green Power Private Limited (100% subsidiary of CPL w.e.f. 05.03.2024)	India	67.83	-
20	Mahuagarhi Coal Company Private Limited (joint venture)	India	50.00	50.00

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

## NOTE - 5 PROPERTY, PLANT AND EQUIPMENT

PARTICULARS	COST / DEEMED COST			DEPRECIATION / AMORTISATION			NET BLOCK	
	As at 1st April, 2023	Add: Additions/ Adjustments	Less: Withdrawals/ Adjustments	As at 31st March, 2024	As at 1st April, 2023	Add: Additions/ Adjustments	Less: Withdrawals/ Adjustments	As at 31st March, 2024
Land #	3,377.95	15.54	-	3,393.49	180.78	80.34	-	261.12
Buildings and Structures *	2,289.33	17.79	24.43	2,292.69	647.01	96.08	2.47	740.62
Plant and Equipment	13,551.64	211.24	2.66	13,760.22	4,272.88	628.74	1.03	4,900.59
Distribution Systems	10,278.22	447.91	6.03	10,720.10	2,575.80	538.89	4.09	3,110.60
Meters and Other Apparatus on Consumers' Premises	676.17	86.75	18.74	744.18	265.02	54.98	9.07	310.93
River Tunnel	2.78	-	-	2.78	2.76	-	-	2.76
Furniture and Fixtures	87.87	2.57	0.20	90.24	37.98	4.84	0.10	42.72
Office Equipments	218.44	12.10	1.80	228.74	108.89	23.81	1.47	131.23
Vehicles	30.40	6.32	2.18	34.54	14.56	3.85	1.53	16.88
Railway Sidings	321.29	-	-	321.29	94.78	16.99	-	111.77
	<b>30,834.09</b>	<b>800.22</b>	<b>56.04</b>	<b>31,578.27</b>	<b>8,200.46</b>	<b>1,448.52</b>	<b>19.76</b>	<b>9,629.22</b>

PARTICULARS	COST / DEEMED COST			DEPRECIATION / AMORTISATION			NET BLOCK	
	As at 1st April, 2022	Add: Additions/ Adjustments	Less: Withdrawals/ Adjustments	As at 31st March, 2023	As at 1st April, 2022	Add: Additions/ Adjustments	Less: Withdrawals/ Adjustments	As at 31st March, 2023
Land #	3,375.04	2.91	-	3,377.95	158.32	22.46	-	180.78
Buildings and Structures *	2,240.19	49.99	0.85	2,289.33	556.16	90.90	0.05	647.01
Plant and Equipment	13,401.94	152.13	2.43	13,551.64	3,781.25	493.53	1.90	4,272.88
Distribution Systems	9,901.56	380.44	3.78	10,278.22	2,199.28	378.44	1.92	2,575.80
Meters and Other Apparatus on Consumers' Premises	613.09	74.67	11.59	676.17	221.11	49.18	5.27	265.02
River Tunnel	2.78	-	-	2.78	2.76	-	-	2.76
Furniture and Fixtures	83.78	5.19	1.10	87.87	33.63	4.73	0.38	37.98
Office Equipments	193.30	27.30	2.16	218.44	95.75	14.90	1.76	108.89
Vehicles	26.60	4.57	0.77	30.40	11.00	3.84	0.28	14.56
Railway Sidings	321.29	-	-	321.29	81.57	13.21	-	94.78
	<b>30,159.57</b>	<b>697.20</b>	<b>22.68</b>	<b>30,834.09</b>	<b>7,140.83</b>	<b>1,071.19</b>	<b>11.56</b>	<b>8,200.46</b>

# includes leasehold land

\* includes leasehold improvements

Notes:

- Property, Plant & Equipment includes right of use assets recognised upon adoption of IndAS 116 (Refer Note 47)
- The Parent is in the process of renewing the lease agreement in respect of certain leasehold land having Gross Block ₹ 373.38 crore (31.03.2023 : ₹ 349.35 crore) & Net Block ₹ 220.63 crore (31.03.2023 : ₹ 227.14 crore)

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

**NOTE - 5A CAPITAL WORK-IN-PROGRESS**

₹ in crore

PARTICULARS	31st March, 2024	31st March, 2023
Opening Balance	140.42	102.48
Add: Additions during the year	717.00	643.42
Less: Capitalised during the year	682.82	605.48
Closing Balance	174.60	140.42

Ageing for capital work-in-progress is as follows:

₹ in crore

PARTICULARS	Amount in capital work-in-progress for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
As at 31st March 2024	142.49	14.77	2.45	14.89	174.60
As at 31st March 2023	116.16	6.03	1.65	16.58	140.42

**NOTE - 6 INVESTMENT PROPERTY**

As at 31st March, 2024

₹ in crore

PARTICULARS	COST/ DEEMED COST				DEPRECIATION / AMORTISATION				NET BLOCK
	As at 1st April, 2023	Add: Additions	Less: Withdrawals	As at 31st March, 2024	As at 1st April, 2023	Add: Additions	Less: Withdrawals	As at 31st March, 2024	As at 31st March, 2024
Land - Freehold	62.87	-	-	62.87	-	-	-	-	62.87
	62.87	-	-	62.87	-	-	-	-	62.87

As at 31st March, 2023

₹ in crore

PARTICULARS	COST/ DEEMED COST				DEPRECIATION / AMORTISATION				NET BLOCK
	As at 1st April, 2022	Add: Additions	Less: Withdrawals	As at 31st March, 2023	As at 1st April, 2022	Add: Additions	Less: Withdrawals	As at 31st March, 2023	As at 31st March, 2023
Land - Freehold	62.87	-	-	62.87	-	-	-	-	62.87
	62.87	-	-	62.87	-	-	-	-	62.87

- User Fees income recognised in statement of profit and loss ₹ 11.70 crore (previous year : ₹ 11.70 crore).
- Fair valuation of the above land as per rent capitalisation method (income approach) amounts to ₹ 292 crore (as on 31.03.2023 : ₹ 289 crore) as per registered independent valuer and categorised as level 2. The main inputs used in determining the fair valuation of the Investment Property are utility, marketability, self liquidity, future rentals, etc.
- The lease term in respect of Investment Property given under Operating Lease is 25 years which can be extended upon the sole discretion of the Lessor. This lease has been granted to Quest Properties India Limited to develop, operate and maintain a mall during the said lease term and the aforesaid property has been offered as security in respect of financial assistance availed by the said company. Incentive given by the Lessor by way of rent free period for development of the Investment Property has been spread across the period of the contract. Future minimum lease rental receivables during next one to five years ₹ 11.70 crore (as on 31.03.2023 : ₹ 11.70 crore) in each of the years and later than five years ₹ 42.92 crore (as on 31.03.2023 : ₹ 54.62 crore).

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

## NOTE - 7 INTANGIBLE ASSETS

As at 31st March, 2024

₹ in crore

PARTICULARS	COST/DEEMED COST				AMORTISATION				NET BLOCK
	As at 1st April, 2023	Add: Additions	Less: Withdrawals	As at 31st March, 2024	As at 1st April, 2023	Add: Additions	Less: Withdrawals	As at 31st March, 2024	As at 31st March, 2024
Computer Software	102.17	6.68	-	108.85	65.68	9.67	-	75.35	33.50
Mining Rights *	151.88	-	-	151.88	59.08	7.74	-	66.82	85.06
Other Intangibles	0.46	-	-	0.46	0.36	-	-	0.36	0.10
	<b>254.51</b>	<b>6.68</b>	<b>-</b>	<b>261.19</b>	<b>125.12</b>	<b>17.41</b>	<b>-</b>	<b>142.53</b>	<b>118.66</b>

As at 31st March, 2023

₹ in crore

PARTICULARS	COST/DEEMED COST				AMORTISATION				NET BLOCK
	As at 1st April, 2022	Add: Additions	Less: Withdrawals	As at 31st March, 2023	As at 1st April, 2022	Add: Additions	Less: Withdrawals	As at 31st March, 2023	As at 31st March, 2023
Computer Software	86.07	16.22	0.12	102.17	52.68	13.03	0.03	65.68	36.49
Mining Rights *	151.88	-	-	151.88	51.35	7.73	-	59.08	92.80
Other Intangibles	0.46	-	-	0.46	0.36	-	-	0.36	0.10
	<b>238.41</b>	<b>16.22</b>	<b>0.12</b>	<b>254.51</b>	<b>104.39</b>	<b>20.76</b>	<b>0.03</b>	<b>125.12</b>	<b>129.39</b>

\* In respect of Sarisatoli Coal Mine

## NOTE - 8 NON CURRENT INVESTMENTS

₹ in crore

	As at 31st March, 2024	As at 31st March, 2023
<b>a Investments carried at fair value through other comprehensive income (FVTOCI)</b>		
(i) <b>Investments in Equity Instruments - Quoted, fully paid up</b>		
8,468 (31.03.2023 : 1,21,95,122) Equity Shares of Freedom Care Group Holdings Ltd (Formerly Resource Generation Ltd), Australia #	-	-
3,84,608 (31.03.2023 : 3,84,608) Equity Shares of ₹ 10 each of ICICI Securities Limited	27.98	16.45
(ii) <b>Investments in Equity Instruments - Unquoted, fully paid up</b>		
13,000 (31.03.2023 : 13,000) Equity Shares of Integrated Coal Mining Limited of ₹ 10 each	20.44	20.70
(iii) <b>Investments in Preference Shares - Unquoted, fully paid up</b>		
Nil (31.03.2023 : 3,68,80,000) Preference Shares of Integrated Coal Mining Limited of ₹ 10 each	-	36.88
<b>b Investments in Government Securities - Unquoted, (held till Maturity) carried at Amortised Cost</b>		
1,35,000 (31.03.2023 : 1,35,000) 8.33% Government of India Treasury Bonds *	1.35	1.35
<b>c Investments carried at fair value through profit and loss (FVTPL)</b>		
(i) <b>Investments in Mutual Funds - Quoted</b>		
1,06,866 (31.03.2023 : 1,06,866) units of UTI Balance Fund Dividend Plan *	0.43	0.35
(ii) <b>Investments in Preference Shares - Unquoted, fully paid up</b>		
5,00,000 (31.03.2023 : 5,00,000) Preference shares of face value ₹ 100 each issued by Spencer's Retail Limited	1.38	1.26
	<b>51.58</b>	<b>76.99</b>
<b>Investment in quoted investments:</b>		
Aggregate Book value	28.41	16.80
Aggregate Market value	28.41	16.80
<b>Investment in unquoted investments:</b>		
Aggregate Book value	23.17	60.19

\* Appropriated towards fund for unforeseen exigencies

# Fair value is Nil

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

**NOTE - 9 NON CURRENT LOANS**

₹ in crore

	As at 31st March, 2024	As at 31st March, 2023
Considered Good - Unsecured		
Loans to employees	6.57	6.26
	<b>6.57</b>	<b>6.26</b>

**NOTE - 10 NON CURRENT OTHER FINANCIAL ASSETS**

₹ in crore

	As at 31st March, 2024	As at 31st March, 2023
Lease Receivables	47.59	54.57
Security Deposits	229.07	177.08
	<b>276.66</b>	<b>231.65</b>

**NOTE - 11 OTHER NON CURRENT ASSETS**

₹ in crore

	As at 31st March, 2024	As at 31st March, 2023
Capital advances	117.05	35.65
Others advances (Refer Note 32 (d))	278.82	248.22
	<b>395.87</b>	<b>283.87</b>

**NOTE - 12 INVENTORIES**

₹ in crore

	As at 31st March, 2024	As at 31st March, 2023
Fuel [includes in transit ₹ 136.84 crore (31.03.2023 : ₹ 151.66 crore)]	504.20	545.36
Stores and Spares	371.89	332.28
Stock-in-trade	2.40	2.58
	<b>878.49</b>	<b>880.22</b>

**NOTE - 13 CURRENT INVESTMENTS**

₹ in crore

	As at 31st March, 2024	As at 31st March, 2023
<b>Quoted</b>		
Investment in Mutual funds carried at fair value through profit and loss	5.07	-
<b>Unquoted</b>		
Investments in Commercial Paper carried at amortised cost (net of provisions)	-	-
	<b>5.07</b>	-
<b>Investment in quoted investments:</b>		
Aggregate Book value	5.07	-
Aggregate Market value	5.07	-
<b>Investment in unquoted investments:</b>		
Aggregate Book value (net of provisions)	-	-
Aggregate provision for impairment	30.00	30.00

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

## NOTE - 14 TRADE RECEIVABLES

₹ in crore

	As at 31st March, 2024	As at 31st March, 2023
a. Considered good - Secured	943.29	788.60
b. Considered good - Unsecured	1,313.13	1,402.92
c. Credit Impaired	161.49	161.70
	<b>2,417.91</b>	<b>2,353.22</b>
Less : Allowances for bad and doubtful debts	161.49	161.70
	<b>2,256.42</b>	<b>2,191.52</b>

Trade Receivables includes a sum of unbilled revenue of ₹ 71.69 crore (31.03.2023 : ₹ 68.82 crore)

Ageing for Trade Receivables as at 31st March, 2024 is as follows:

₹ in crore

Particulars	Not Due	Outstanding for following periods from due date of payment					Gross Total
		Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
<b>Trade Receivable- billed</b>							
(i) Undisputed – considered good	952.90	680.51	150.90	223.36	118.74	56.28	2,182.69
(ii) Undisputed – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed – credit impaired	1.78	12.99	12.71	17.80	19.36	59.34	123.98
(iv) Disputed – considered good	0.27	-	1.10	0.12	0.02	0.53	2.04
(v) Disputed – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed – credit impaired	-	-	-	14.41	-	23.10	37.51
	<b>954.95</b>	<b>693.50</b>	<b>164.71</b>	<b>255.69</b>	<b>138.12</b>	<b>139.25</b>	<b>2,346.22</b>
Less: Provision for Doubtful Debts							(161.49)
<b>Total</b>							<b>2,184.73</b>
Add: Unbilled							71.69
<b>Total Trade Receivables</b>							<b>2,256.42</b>

Ageing for Trade Receivables as at 31st March, 2023 is as follows:

₹ in crore

Particulars	Not Due	Outstanding for following periods from due date of payment					Gross Total
		Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
<b>Trade Receivable- billed</b>							
(i) Undisputed – considered good	896.53	525.62	248.51	219.00	147.86	84.32	2,121.84
(ii) Undisputed – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed – credit impaired	2.59	12.37	14.13	18.15	23.25	53.70	124.19
(iv) Disputed – considered good	0.20	0.05	0.07	0.02	-	0.52	0.86
(v) Disputed – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed – credit impaired	-	-	14.41	-	-	23.10	37.51
	<b>899.32</b>	<b>538.04</b>	<b>277.12</b>	<b>237.17</b>	<b>171.11</b>	<b>161.64</b>	<b>2,284.40</b>
Less: Provision for Doubtful Debts							(161.70)
<b>Total</b>							<b>2,122.70</b>
Add: Unbilled							68.82
<b>Total Trade Receivables</b>							<b>2,191.52</b>



NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

**NOTE - 15 CASH AND CASH EQUIVALENTS**

₹ in crore

	As at 31st March, 2024	As at 31st March, 2023
Balances with banks		
- In current accounts	1,002.30	678.85
- Bank Deposits with original maturity upto 3 months	266.77	447.12
Cheques, drafts on hand	3.55	1.73
Cash on hand	2.76	1.50
	<b>1,275.38</b>	<b>1,129.20</b>

**NOTE - 16 BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS**

₹ in crore

	As at 31st March, 2024	As at 31st March, 2023
Unpaid Dividend Account	13.71	13.60
Escrow Accounts	1.50	0.11
Bank Deposits with original maturity more than 3 months (refer Notes below)	1,420.76	1,445.44
	<b>1,435.97</b>	<b>1,459.15</b>

**Notes:**

- Bank Deposits include ₹ 337.09 crore (31.03.2023 : ₹ 319.05 crore) appropriated towards Fund for unforeseen exigencies.
- Bank deposits of ₹ 305.54 crore (31.03.2023 : ₹ 352.69 crore) having original maturity more than 12 months as on the reporting date, being callable at the option of the Group, are classified as current.
- Bank Deposits include deposit of ₹ 172.76 crore (31.03.2023 : ₹ 172.76 crore) as security for payment of the secured obligation in accordance with Distribution Franchisee Agreement in respect of certain subsidiaries, including in escrow accounts.

**NOTE - 17 LOANS**

₹ in crore

	As at 31st March, 2024	As at 31st March, 2023
Considered Good - Unsecured		
Loans to employees	1.86	1.49
	<b>1.86</b>	<b>1.49</b>

**NOTE - 18 OTHER FINANCIAL ASSETS**

₹ in crore

	As at 31st March, 2024	As at 31st March, 2023
Unsecured, Considered Good		
Receivable from Related Party	52.10	55.55
Interest accrued on Bank Deposits	57.07	41.81
Receivable towards claims and services rendered	81.19	75.98
Miscellaneous advances to Bodies Corporate	70.92	37.43
Others	61.43	77.42
	<b>322.71</b>	<b>288.19</b>

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

## NOTE - 19 OTHER CURRENT ASSETS

₹ in crore

	As at 31st March, 2024	As at 31st March, 2023
Advances for goods and services	312.22	482.02
Others (includes prepaid expenses, deferred rent, advance to employees etc.)	82.34	91.93
	<b>394.56</b>	<b>573.95</b>

## NOTE - 20 EQUITY

₹ in crore

	As at 31st March, 2024	As at 31st March, 2023
<b>a. Authorised Share Capital</b>		
3156,00,00,000 Equity Shares of ₹ 1/- each fully paid up (31.03.2023 : 3156,00,00,000 Equity Shares of ₹ 1/- each fully paid up)	<b>3,156.00</b>	<b>3,156.00</b>
<b>b. Issued Capital</b>		
138,85,70,150 Equity Shares of ₹ 1/- each fully paid up (31.03.2023 : 138,85,70,150 Equity Shares of ₹ 1/- each fully paid up)	<b>138.86</b>	<b>138.86</b>
<b>c. Subscribed and paid up capital</b>		
132,55,70,430 Equity Shares of ₹ 1/- each fully paid up (31.03.2023 : 132,55,70,430 Equity Shares of ₹ 1/- each fully paid up)	132.56	132.56
<b>d. Forfeited Shares (amount originally paid up)</b>	0.66	0.66
	<b>133.22</b>	<b>133.22</b>

## e. Reconciliation of the shares outstanding at the beginning and at the end of the year

Particulars	As at 31st March, 2024		As at 31st March, 2023	
	No. of shares	Amount (₹ crore)	No. of shares	Amount (₹ crore)
At the beginning of the year	1,32,55,70,430	132.56	1,32,55,70,430	132.56
At the end of the year	<b>1,32,55,70,430</b>	<b>132.56</b>	<b>1,32,55,70,430</b>	<b>132.56</b>

## Note :-

For the period of five years immediately preceding 31st March, 2024, no shares were allotted as fully paid up pursuant to any contract without consideration being received in cash or allotted as fully paid by way of bonus shares or bought back.

## f. Terms /rights attached to equity shares :

The Company has only one class of equity shares having a par value of ₹ 1/- each per share fully paid up. Holders of equity shares are entitled to one vote per share. An Interim dividend of ₹ 4.50/- per equity share (31.03.23 : ₹ 4.50/- per equity share) has been paid during the year ended 31st March, 2024. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive the sale proceeds from remaining assets of the Company after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

## g. Details of shareholders holding more than 5% shares in the Company

Name of shareholder	As at 31st March, 2024	
	No. of shares	% of holding
Rainbow Investments Limited [ refer note 53 (a)]	58,79,66,320	44.36
SBI Funds Management Limited	9,12,02,945	6.88

Name of shareholder	As at 31st March, 2023	
	No. of shares	% of holding
Rainbow Investments Limited [ refer note 53 (a)]	58,79,66,320	44.36
HDFC Trustee Company Limited	6,82,85,538	5.15
SBI Funds Management Limited	7,22,80,452	5.45

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

**NOTE - 20 EQUITY (Contd..)**

**h. Shares held by Promoters at the end of the year**

Name of shareholder	As at 31st March, 2024		As at 31st March, 2023		% Change during the year
	No. of shares	% of holding	No. of shares	% of holding	
Rainbow Investments Limited	58,79,66,320	44.36	58,79,66,320	44.36	0.00%
Dr. Sanjiv Goenka	13,47,940	0.10	13,47,940	0.10	0.00%

**NOTE - 21 OTHER EQUITY**

₹ in crore

	As at 31st March, 2024	As at 31st March, 2023
<b>A</b> Retained Earnings	12,172.73	11,669.90
Foreign Currency Translation Reserve	12.84	12.84
Equity Instruments through Other Comprehensive Income	19.30	7.98
Capital Reserve	(1,250.24)	(1,250.24)
Fund for unforeseen exigencies	357.79	336.67
	<b>11,312.42</b>	<b>10,777.15</b>

**B Nature and purpose of other reserves**

Fund for unforeseen exigencies has been created for dealing with unforeseen exigencies and the amount transferred during the year will be invested as per the applicable regulations. Retained Earnings represents profit earned by the Company, net of appropriations till date and adjustments done on transition to Ind AS. Equity Instruments through Other Comprehensive Income represents the cumulative gains and losses arising on fair valuation of equity instruments measured at fair value through other comprehensive income. Foreign Currency Translation Reserve represents exchange difference relating to translation of Group's foreign operation from their functional currencies to Group's presentation currency.

Capital reserve had arisen consequent to a scheme of arrangement in financial year ended 31st March, 2018.

**NOTE - 22 NON CURRENT BORROWINGS**

₹ in crore

	As at 31st March, 2024	As at 31st March, 2023
<b>A Secured</b>		
Non Convertible Debentures	1,700.00	1,755.00
Term Loans		
(i) Rupee loans from banks	10,192.47	9,737.98
(ii) Rupee loans from financial institutions	1,108.85	577.85
	<b>13,001.32</b>	<b>12,070.83</b>
Less: Current maturities of long term debt transferred to Current Borrowings (refer note 26 )	2,101.17	2,455.51
Less: Unamortised front end fees	44.04	46.41
	<b>10,856.11</b>	<b>9,568.91</b>

**B Nature of Security :**

- 1 Debentures issued by the Parent:
  - a) ₹ 200 crore (31.03.2023 – ₹ 555 crore) are secured, ranking pari passu inter se, by hypothecation of the movable property, plant and equipment as a first charge; and
  - b) ₹ 1500 crore (31.03.2023 : ₹ 1200 crore) are secured, ranking pari passu inter se, by equitable mortgage/hypothecation of the property, plant and equipment as a first charge. However, creation of the said mortgage security in respect of two Debentures aggregating to ₹ 300 crore (31.03.2023 - Nil) is in process.
- 2 Term Loans in respect of the Parent:
  - a) ₹ 5870.84 crore (31.03.2023 : ₹ 3846.40 crore) are secured, ranking pari passu inter se, by equitable mortgage/hypothecation of the property, plant and equipment of the Company including its land, buildings

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

**NOTE - 22 NON CURRENT BORROWINGS (Contd..)**

and any other construction thereon, plant and machinery etc as a first charge and as a second charge by hypothecation of the current assets comprising stock of stores, coal, book debts, monies receivable and bank balances.

- b) ₹ 913.35 crore (31.03.2023 : ₹ 700.35 crore) are secured, ranking pari passu inter se, by equitable mortgage/ hypothecation of the property, plant and equipment as a first charge.
- c) ₹ 150 crore (31.03.2023 : ₹ 350 crore) are secured, ranking pari passu inter se, by hypothecation of the movable property, plant and equipment and current assets as a first charge.
- d) ₹ 200 crore (31.03.2023 : ₹ 340.56 crore) are secured, ranking pari passu inter se, by hypothecation of the movable property, plant and equipment as a first charge.
- e) Nil (31.03.2023 : ₹ 375 crore) are secured, ranking pari passu inter se, by hypothecation of the current assets as a first charge and by equitable mortgage/hypothecation of the property, plant and equipment as a second charge.
- 3 Term Loans in respect of various Subsidiaries:
- a) ₹ 2261.26 crore (31.03.2023 : ₹ 2648.16 crore) are secured with first pari passu charge by way of mortgage / hypothecation of the property, plant and equipment and current assets including its land, buildings and any other construction thereon, plant and machinery etc.
- b) ₹ 1752.73 crore (31.03.2023 : ₹ 1874.93 crore) are secured, with first pari passu charge by way of mortgage / hypothecation of the property, plant and equipment and current assets including its land, buildings and any other construction thereon where, plant and machinery etc, and loan of ₹ 66.67 crore (31.03.2023 : ₹ 88.88 crore) are secured with subservient charge on all current and movable property, plant and equipment.
- c) ₹ 65.29 crore (31.03.2023 : ₹ 58.31 crore) are secured by first charge by way of mortgage/hypothecation on pari passu basis over property, plant and equipment, both present and future (excluding those charged to Jaipur Vidyut Vitran Nigam Limited).
- d) Nil (31.03.2023 : ₹ 5 crore) are secured by first charge by way of mortgage/hypothecation on pari passu basis over property, plant and equipment, both present and future (excluding those charged to Jodhpur Vidhyut Vitran Nigam Limited).
- e) ₹ 21.18 crore (31.03.2023 : ₹ 28.24 crore) are secured by first charge by way of mortgage/hypothecation on pari passu basis over property, plant and equipment, both present and future (excluding those charged to Maharashtra State Electricity Distribution Company Limited).

**C Major terms of repayment of Non Current Borrowings:**

₹ in crore

Maturity profile as at 31st March, 2024	Non Convertible Debentures	Rupee Term Loan from Banks	Rupee Term Loan from Financial Institutions	Total	Current Maturities
Residual Tenor of upto one year	200.00	155.00	-	355.00	355.00
Residual Tenor between 1 and 3 years	400.00	1,107.60	-	1,507.60	495.83
Residual Tenor between 3 and 5 years	1,000.00	1,804.89	-	2,804.89	383.39
Residual Tenor between 5 and 10 years	-	6,084.80	-	6,084.80	727.84
Residual Tenor beyond 10 years	100.00	1,040.18	1,108.85	2,249.03	139.11
<b>Total</b>	<b>1,700.00</b>	<b>10,192.47</b>	<b>1,108.85</b>	<b>13,001.32</b>	<b>2,101.17</b>

Interest rates on Rupee Term Loans from Banks and Financial Institutions are fixed or based on spread over respective lenders' benchmark rate. Interest rate on Debentures are fixed or based on spread over Repo / T-Bill rate.

All of the above are repayable in periodic instalments over the maturity period of the respective loans. Debentures aggregating to ₹ 1700 crore are due for maturity on 29-Dec-34 - ₹ 6.25 crore; 29-Sep-34 - ₹ 6.25 crore; 29-Jun-34 - ₹ 6.25 crore; 29-Mar-34 - ₹ 6.25 crore; 29-Dec-33 - ₹ 6.25 crore; 29-Sep-33 - ₹ 6.25 crore; 29-Jun-33 - ₹ 6.25 crore; 29-Mar-33 - ₹ 6.25 crore; 29-Dec-32 - ₹ 6.25 crore; 29-Sep-32 - ₹ 6.25 crore; 29-Jun-32 - ₹ 6.25 crore; 29-Mar-32 - ₹ 6.25 crore; 29-Dec-31 - ₹ 6.25 crore; 29-Sep-31 - ₹ 6.25 crore; 29-Jun-31 - ₹ 6.25 crore; 29-Mar-31 - ₹ 6.25 crore; 28-Dec-28 - ₹ 25 crore; 29-Sep-28 - ₹ 37.50 crore; 28-Sep-28 - ₹ 25 crore; 29-Jun-28 - ₹ 37.50 crore; 28-Jun-28 - ₹ 25 crore; 29-

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

**NOTE - 22 NON CURRENT BORROWINGS (Contd..)**

Mar-28 - ₹ 37.50 crore; 28-Mar-28 - ₹ 25 crore; 29-Dec-27 - ₹ 37.50 crore; 28-Dec-27 - ₹ 25 crore; 16-Nov-27 - ₹ 37.50 crore; 17-Oct-27 - ₹ 25 crore; 29-Sep-27 - ₹ 37.50 crore; 28-Sep-27 - ₹ 25 crore; 16-Aug-27 - ₹ 37.50 crore; 17-Jul-27 - ₹ 25 crore; 29-Jun-27 - ₹ 37.50 crore; 28-Jun-27 - ₹ 25 crore; 16-May-27 - ₹ 37.50 crore; 17-Apr-27 - ₹ 25 crore; 29-Mar-27 - ₹ 37.50 crore; 28-Mar-27 - ₹ 25 crore; 16-Feb-27 - ₹ 37.50 crore; 17-Jan-27 - ₹ 25 crore; 29-Dec-26 - ₹ 37.50 crore; 16-Nov-26 - ₹ 37.50 crore; 17-Oct-26 - ₹ 25 crore; 30-Sep-26 - ₹ 50 crore; 16-Aug-26 - ₹ 37.50 crore; 17-Jul-26 - ₹ 25 crore; 30-Jun-26 - ₹ 50 crore; 16-May-26 - ₹ 37.50 crore; 17-Apr-26 - ₹ 25 crore; 30-Mar-26 - ₹ 50 crore; 16-Feb-26 - ₹ 37.50 crore; 17-Jan-26 - ₹ 25 crore; 30-Dec-25 - ₹ 50 crore; 30-Sep-25 - ₹ 50 crore; 30-Jun-25 - ₹ 50 crore; 30-Mar-25 - ₹ 50 crore; 30-Dec-24 - ₹ 50 crore; 24-Dec-24 - ₹ 100 crore and 13-Oct-24 - ₹ 100.00 crore.

₹ in crore

Maturity profile as at 31st March, 2023	Non Convertible Debentures	Rupee Term Loan from Banks	Rupee Term Loan from Financial Institutions	Total	Current Maturities
Residual Tenor of upto one year	255.00	217.50	-	472.50	472.50
Residual Tenor between 1 and 3 years	600.00	1,121.44	-	1,721.44	701.13
Residual Tenor between 3 and 5 years	900.00	2,368.93	-	3,268.93	569.60
Residual Tenor between 5 and 10 years	-	4,823.03	-	4,823.03	625.36
Residual Tenor beyond 10 years	-	1,207.08	577.85	1,784.93	86.92
<b>Total</b>	<b>1,755.00</b>	<b>9,737.98</b>	<b>577.85</b>	<b>12,070.83</b>	<b>2,455.51</b>

Interest rates on Rupee Term Loans from Banks and Financial Institutions are fixed or based on spread over respective lenders' benchmark rate. Interest rate on Debentures are fixed or based on spread over Repo / T-Bill rate.

All of the above are repayable in periodic instalments over the maturity period of the respective loans. Debentures aggregating to ₹ 1755 crore are due for maturity on 16-Nov-27 - ₹ 37.50 crore; 17-Oct-27 - ₹ 25 crore; 16-Aug-27 - ₹ 37.50 crore; 17-Jul-27 - ₹ 25 crore; 16-May-27 - ₹ 37.50 crore; 17-Apr-27 - ₹ 25 crore; 16-Feb-27 - ₹ 37.50 crore; 17-Jan-27 - ₹ 25 crore; 16-Nov-26 - ₹ 37.50 crore; 17-Oct-26 - ₹ 25 crore; 30-Sep-26 - ₹ 50 crore; 16-Aug-26 - ₹ 37.50 crore; 17-Jul-26 - ₹ 25 crore; 30-Jun-26 - ₹ 50 crore; 16-May-26 - ₹ 37.50 crore; 17-Apr-26 - ₹ 25 crore; 30-Mar-26 - ₹ 50 crore; 16-Feb-26 - ₹ 37.50 crore; 17-Jan-26 - ₹ 25 crore; 30-Dec-25 - ₹ 50 crore; 30-Sep-25 - ₹ 50 crore; 30-Jun-25 - ₹ 50 crore; 21-May-25 - ₹ 37.50 crore; 30-Mar-25 - ₹ 50 crore; 21-Feb-25 - ₹ 37.50 crore; 30-Dec-24 - ₹ 50 crore; 24-Dec-24 - ₹ 100 crore; 21-Nov-24 - ₹ 37.50 crore; 13-Oct-24 - ₹ 100.00 crore; 21-Aug-24 - ₹ 37.50 crore; 21-May-24 - ₹ 37.50 crore; 21-Feb-24 - ₹ 37.50 crore; 02-Feb-24 - ₹ 55.00 crore; 07-Dec-23 - ₹ 200.00 crore; 21-Nov-23 - ₹ 37.50 crore; 13-Oct-23 - ₹ 100.00 crore and 21-Aug-23 - ₹ 37.50 crore.

**NOTE - 23 NON CURRENT LEASE LIABILITIES**

₹ in crore

	As at 31st March, 2024	As at 31st March, 2023
Lease liabilities (Refer Note 47 for details)	148.10	166.57
	<b>148.10</b>	<b>166.57</b>

**NOTE - 24 NON CURRENT PROVISIONS**

₹ in crore

	As at 31st March, 2024	As at 31st March, 2023
Provision for employee benefits	491.95	470.97
Restoration liabilities	46.58	43.91
	<b>538.53</b>	<b>514.88</b>
<b>Reconciliation of movement in Restoration liabilities</b>		
Opening balance	43.91	41.18
Add : Fair Value adjustment	2.67	2.73
Closing balance	<b>46.58</b>	<b>43.91</b>

The Group has recognised present value of restoration liability for Sarisatolli Coal Mine based on applicable Guidelines on Mine Closure Plan.

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

## NOTE - 25 OTHER NON CURRENT LIABILITIES

₹ in crore

	As at 31st March, 2024	As at 31st March, 2023
Advance received from consumers	79.10	114.12
Others	183.68	158.09
	<b>262.78</b>	<b>272.21</b>

## NOTE - 26 CURRENT BORROWINGS

₹ in crore

	As at 31st March, 2024	As at 31st March, 2023
<b>A Secured</b>		
Working Capital Demand Loan	1,245.68	1,778.03
Current Maturities of Long term Borrowing (refer note 22)	2,101.17	2,455.51
<b>B Unsecured</b>		
Loans repayable on demand		
(i) Short term loan from banks	160.00	260.00
(ii) From body corporate	0.12	-
	<b>3,506.97</b>	<b>4,493.54</b>

**C Nature of Security**

- Loans repayable on demand from banks amounting to ₹ 670.22 crore (31.03.2023 : ₹ 952.47 crore) are secured, ranking pari passu inter se, by hypothecation of the Company's current assets comprising stock of stores, coal, book debts, monies receivable and bank balances as a first charge and as a second charge by equitable mortgage/ hypothecation of the property, plant and equipment including its land, buildings and any other construction thereon, plant and machinery etc.
- Loans amounting to Nil (31.03.2023 : ₹ 250 crore), are secured with first pari passu charge by way of mortgage/ hypothecation of the property, plant and equipment and current assets including its land and buildings and any other construction thereon, plant and machinery etc of a subsidiary.
- Loans amounting to ₹ 290 crore (31.03.2023 : Rs 275 crore), is secured with first pari passu charge by way of mortgage/hypothecation of property, plant and equipment and current assets including its land, building and any other construction thereon, plant and machinery etc of a subsidiary.
- Loans amounting to ₹ 240.19 crore (31.03.2023 : ₹ 242.35 crore), is secured ranking pari passu inter se, by hypothecation of respective subsidiary's current assets as a second charge.
- Loans amounting to ₹ 45.27 crore (31.03.2023 : ₹ 58.21 crore), is secured raking pari passu inter se, by hypothecation of the subsidiary's current assets, as a second charge.

## NOTE - 27 TRADE PAYABLES

₹ in crore

	As at 31st March, 2024	As at 31st March, 2023
a. Total outstanding dues of micro enterprises & small enterprises	39.63	43.73
b. Total outstanding dues of creditors other than micro enterprises & small enterprises	1,232.31	1,046.09
	<b>1,271.94</b>	<b>1,089.82</b>



NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

**NOTE - 27 TRADE PAYABLES (Contd..)**

Ageing for Trade Payables (current) outstanding as at 31st March 2024 is as follows:

₹ in crore

Particulars	Outstanding for following periods from due date of payment				Gross Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
MSME	39.63	-	-	-	39.63
Others	1,000.84	56.22	29.64	145.61	1,232.31
Disputed dues – MSME	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-
<b>Total Trade Payables</b>	<b>1,040.47</b>	<b>56.22</b>	<b>29.64</b>	<b>145.61</b>	<b>1,271.94</b>

Ageing for Trade Payables (current) outstanding as at 31st March 2023 is as follows:

₹ in crore

Particulars	Outstanding for following periods from due date of payment				Gross Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
MSME	43.73	-	-	-	43.73
Others	720.38	60.99	66.10	198.62	1,046.09
Disputed dues – MSME	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-
<b>Total Trade Payables</b>	<b>764.11</b>	<b>60.99</b>	<b>66.10</b>	<b>198.62</b>	<b>1,089.82</b>

**NOTE - 28 OTHER FINANCIAL LIABILITIES**

₹ in crore

	As at 31st March, 2024	As at 31st March, 2023
Interest accrued but not due	24.88	56.88
Unclaimed dividends	13.71	13.60
Others (refer note below)	985.70	823.88
	<b>1,024.29</b>	<b>894.36</b>

Others include current portion of consumer security deposit (including accrued interest thereon) ₹ 265.48 crore (31.03.2023: ₹ 238.44 crore), employee related liabilities ₹ 138.64 crores (31.03.2023 : ₹ 135.96 crore), etc.

**NOTE - 29 OTHER CURRENT LIABILITIES**

₹ in crore

	As at 31st March, 2024	As at 31st March, 2023
Liabilities towards statutory taxes, duties, etc.	516.69	414.66
Advances received from consumers	67.06	47.99
Contribution from consumers for jobs	289.24	269.89
Others	34.28	28.33
	<b>907.27</b>	<b>760.87</b>

**NOTE - 30 CURRENT PROVISIONS**

₹ in crore

	As at 31st March, 2023	As at 31st March, 2022
Provision for employee benefits	59.76	52.34
Others	0.22	0.22
	<b>59.98</b>	<b>52.56</b>

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

## NOTE - 31 REGULATORY DEFERRAL ACCOUNT BALANCES

₹ in crore

	As at 31st March, 2024	As at 31st March, 2023
REGULATORY DEFERRAL ACCOUNT BALANCES - CREDIT BALANCES	139.80	1,973.76
REGULATORY DEFERRAL ACCOUNT BALANCES - DEBIT BALANCES	7,534.99	7,611.67

(Also refer Note 40)

## NOTE - 32 CONTINGENT LIABILITIES AND COMMITMENTS

- a. 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 Generation and Transmission Project) for the years 2018-19 to 2024-25, 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 Order before the Hon'ble Appellate Tribunal for Electricity (APTEL) 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 and 2023-24 were issued during applicable financial years, the said provider has given effect to the same from 2022-23 onwards with application of principles in terms of applicable Regulations. With respect to APR orders of the said provider from WBERC for the years 2014-15 to 2016-17 in respect of Generation Project and for the years 2014-15 to 2019-20 in respect of Transmission Project including refund orders for the aforesaid APR Orders, the said provider not being in agreement with the same, has filed appeals in the matter before the Hon'ble APTEL in respect of APR Orders and Review Petitions before the Hon'ble WBERC in respect of the refund orders. The said provider has since received the APR Order for 2017-18 for Generation Project and the provider is in the process of filing necessary appeal thereagainst. 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.

- b. Other matters for which the Group is contingently liable:

₹ in crore

Particulars	31st March, 2024	31st March, 2023
- Bank Guarantees	422.35	493.30
- Standby Letters of credit	435.90	426.34

- c. Commitments on estimated amount of contracts remaining to be executed on capital account not provided for amount to ₹ 93.58 crore (31.03.2023: ₹ 73.71 crore)
- d. The Ministry of Coal had encashed the bank guarantee of the Company amounting to ₹ 66.15 crore in April 2018, in terms of its letter dated 25.04.2018, alleging non-compliance with the mining plan for the years 2015-16 and 2016-17 as per the Coal Mine Development and Production Agreement (CMDPA). Further, in terms of the above letter, the Ministry had directed the Company to top-up the bank guarantee with the aforesaid encashed amount. The Hon'ble High Court of Delhi while disposing the petition filed by the Company against the Ministry's letter dated 25.04.2018, stayed the operation of this letter and further directed the Company to approach the Tribunal. The Company has filed a petition before the Special Tribunal at Godda, Jharkhand challenging the letter dated 25.04.2018 and further seeking refund of the encashed amount. Based on a legal opinion, the Company expects a favourable outcome in the matter, and no provision has been considered necessary.
- e. (i) The Company had received a Show Cause cum demand notice of ₹ 14.71 crores for Service Tax on Additional Premium together with other charges being paid for coal mining to Government of India as per the terms of allocation of the Sarisatoli Coal mine. The aforesaid demand has been confirmed by The Commissioner Central Tax & Central Excise, Howrah Commissionerate. The Company has filed an Appeal against the said Order at Customs, Excise and Service Tax Appellate Tribunal which is pending disposal as on date. Based on legal opinion obtained, the Company expects a favourable outcome in the matter and no provision has been considered necessary in the books of accounts.

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

**NOTE - 32 CONTINGENT LIABILITIES AND COMMITMENTS (Contd..)**

- (ii) The Company had received a Show Cause cum demand notice of ₹ 16.32 crores for Goods and Services Tax (GST) on Additional Premium together with other charges being paid for coal mining to Government of India as per the terms of allocation of the Sarisatolli Coal mine. The case is pending before The Additional Commissioner/ Joint Commissioner, CGST Kolkata North Commissionerate. Based on legal opinion obtained, the Company expects a favourable outcome in the matter and no provision has been considered necessary.
- (iii) The Company had received order under section 270A of the Income Tax Act for ₹ 0.96 crore in respect of Assessment Year 2018-19 on certain disallowances made during the course of assessment proceedings and filed necessary appeal. Based on legal opinion obtained the Company expects a favourable outcome in the matter and no provision has been considered necessary in the books of accounts.
- (iv) The Company has received an adjudication order for ₹ 14.95 crore confirming GST on road restoration charges paid by the Company to municipal authorities. The Company is in process of filing an appeal in respect of the Order before the Commissioner Appeal challenging the said order. Based on legal opinion obtained, the Company expects a favourable outcome in the matter and no provision has been considered necessary in the books of accounts.
- f. Bharat Coking Coal Limited (BCCL) and Mahanadi Coalfields Limited (MCL) raised demands on the Company amounting to ₹ 111 crore and ₹ 12 crore respectively with respect to alleged excess supply of coal during 2015-16 and 2016-17 under respective Fuel Supply Agreements (FSAs) towards levy of premium beyond the notified and settled price. Such levy of premium is not in consonance with the FSAs and accordingly the Company has moved the Hon'ble Calcutta High Court and obtained interim protection against the aforesaid demands. Based on a legal opinion, the Company expects a favourable outcome in the matter, and no provision has been considered necessary.
- g. Other matters under Litigation:
- (i) 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 filled an appeal before Appellate Tribunal for Electricity (APTEL) against the above orders. 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 adjustments, if any, will be made on the matter reaching finality.
- (ii) In respect of one of the subsidiary company, UPERC had vide its order dated 1 September 2008 determined the revenue requirement for Financial Year 2006-07. Based on the said order, final power purchase cost (including transmission charges) was determined at ₹ 2.41 per unit for Financial Year 2006-07. Uttar Pradesh Power Corporation Limited (UPPCL) filed an appeal against the order in APTEL which has since been dismissed vide order of APTEL dated 15 December 2010. UPPCL, subsequently, challenged the judgment of APTEL in Supreme Court which was admitted on 26 November 2013 and pending for hearing. During Financial Year 2006-07, payments to UPPCL were made at the rate of ₹ 2.9361 per unit, as per the provisional order of UPERC prevailing at that time. The excess payments made to UPPCL amounting to ₹ 20.77 crore are shown as recoverable under Other Current Financial Assets.
- UPERC in its order dated 1 September 2008 directed that pending final determination of rates for the additional 10 MVA power (refer note below), the receivables due on this account from UPPCL to the subsidiary company shall not be settled till the final settlement of the dispute between UPPCL and the subsidiary company. Pending final adjudication of the matter, the impact, if any, cannot be determined at this stage.
- (iii) One of the subsidiary company had requested UPPCL to provide "Open-access" to wheel additional power for meeting the growing demand of the area. However, instead of providing "Open-access", UPPCL vide its letters dated 08 November 2005 and 13 January 2006 agreed to enhance the load of the subsidiary company from 45 MVA to 60 MVA. Accordingly, an additional load of 10 MVA was granted with effect from 10 May 2006. Initially, UPPCL billed the units supplied against additional load @ ₹ 2.9361 per unit, i.e. the same rate at which existing 45 MVA power was supplied. Subsequently, UPPCL revised the bills for additional 10 MVA load at exorbitant rates ranging from ₹ 7.067 per unit to ₹ 9.435 per unit against which the subsidiary company filed a petition before UPERC for resolution of the dispute. UPERC vide its interim order dated 21 November 2006, directed UPPCL to restore the supply if disconnected and asked the subsidiary company to deposit an adhoc payment of ₹ 5 crore.

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

**NOTE - 32 CONTINGENT LIABILITIES AND COMMITMENTS (Contd..)**

Against the said order of UPERC, UPPCL filed a writ petition in Hon'ble Allahabad High Court. Hon'ble High Court directed UPPCL to restore the power supply within 24 hrs, directed UPERC to decide the dispute within 4 weeks and also directed the subsidiary company to deposit another sum of ₹ 5 crore. UPERC, finally passed an order dated 8 February 2007. Both UPPCL and the subsidiary company have appealed against the said order in Appellate Tribunal for Electricity, New Delhi. Appellate Tribunal had given its final order on 12 May 2008 setting out the methodology to be used to determine the power purchase price for additional power of 10 MVA from UPPCL.

The subsidiary company and UPPCL both preferred an appeal against the relevant Orders of the Appellate Tribunal for Electricity before the Supreme Court. The Supreme Court vide its order dated 3 April 2017 has dismissed the appeal of UPPCL. The appeal of the subsidiary company is pending adjudication. The final power purchase price for additional power of 10 MVA from UPPCL is yet to be determined based on the Order of the Appellate Tribunal and the same cannot be determined at this stage. The subsidiary company does not anticipate any additional liability arising on this account, and hence additional payments made to UPPCL amounting to ₹ 10 crore are shown as recoverable under Other Current Financial Assets.

- (iv) In respect of one of the subsidiary, UPERC vide its Tariff Order dated 18 June 2015 had approved the provisional ARR for Financial Year 2015-16 alongwith truing-up for Financial Year 2013-14 wherein it had deviated on some principles/ methodologies followed till previous orders/ provisional orders for the aforesaid period. The subsidiary company did not agree with the changed methodology followed in that order and filed an appeal before Appellate Tribunal for Electricity (APTEL) against the same. APTEL vide its judgement dated 02 June 2016 allowed the appeals on certain grounds. Accordingly, UPERC gave effect to the grounds of appeal upheld by APTEL in its tariff order dated 01 August 2016. Consequently, the subsidiary company has recognised the effect of the UPERC's above order in determination of regulatory deferral balance for Financial Year 2015-16. Meanwhile, UPERC has appealed against the judgement of APTEL before the Hon'ble Supreme Court, which is yet to be decided.
- (v) In respect of one of the subsidiary, in order to cater to the growing electricity demand of the area, Greater Noida Industrial Development Authority (GNIDA) constructed one 220/132/33 kV Substation viz. R C Green Substation through Uttar Pradesh Transmission Company Limited (UPPTCL) on the land owned by the subsidiary company. After taking approval from its Board of Directors, GNIDA transferred the ownership of the substation to the subsidiary company on payment of actual cost of the substation. However, UPPTCL disputed operation and maintenance of 220 kV substation by the subsidiary Distribution Company despite specific provisions in the Electricity Act, 2003 and refused to give physical possession of the substation. Consequently, the subsidiary company filed a petition before UPERC for issuing direction to UPPTCL for handing over physical possession of the Substation. The UPERC vide its order dated 31 October 2018, without going into the legal provisions for ownership, operation and maintenance of the Substation by a distribution licensee, rejected the petition of the subsidiary company. The subsidiary company has filed an appeal against the impugned order before APTEL on 12 November 2018 which has since been admitted on 18 January 2019. The appeal is pending for decision.
- (vi) One of the subsidiary company, in earlier years, had applied for connectivity of its 220kV Gharbara Substation to UPPTCL (STU) which was constructed by GNIDA on the land owned by the subsidiary company. During construction, GNIDA, after taking approval from its Board of Directors, handed over this substation to the subsidiary company on payment of cost incurred. The subsidiary company subsequently completed the construction on its own. Meanwhile, STU did not grant connectivity as applied, hence, a petition was filed before UPERC on 11 May 2015 for seeking directions to STU for granting connectivity and to sign Bulk Power Transmission Agreement (BPTA) with the subsidiary company. UPERC, vide its interim order dated 30 June 2016, directed STU to grant connectivity to the subsidiary company, however, STU didn't comply with the same. UPERC finally disposed off the petition on 31 October 2018 stating that UPPTCL as STU and transmission licensee shall own, operate and maintain 220 kV substation at Gharbara and the Company shall claim refund of the amount deposited with GNIDA towards cost of substation. The subsidiary company has filed an appeal against the above order before APTEL on 11 December 2018 which has since been admitted on 12 February 2019. The appeal is pending for decision.
- (vii) For one of the subsidiary, as per erstwhile agreement with UPPCL dated 15 December 1993, the subsidiary company has transferred refundable consumers' security deposits to UPPCL for the period 1 August 1998 to 31 March 2006 amounting to ₹ 11.29 crore as security against supply of 45 MVA power. UPPCL has since terminated the aforesaid agreement and withdrawn 45 MVA power supply with effect from 12 February 2014. Accordingly, the

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

**NOTE - 32 CONTINGENT LIABILITIES AND COMMITMENTS (Contd..)**

subsidiary company is seeking refund of the aforesaid security deposit from UPPCL.

- (viii) For one of the subsidiary, on the application of Oppo for load augmentation, the subsidiary company asked UPPTCL (STU) to provide estimate for 2 nos. 132 kV Bays at its 440/220/132 kV Substation at Sector-148, Noida alongwith 132 kV line from the Substation to Oppo's premises. UPPTCL while providing estimate for the above stated that the said line shall be a part of STU network to which the subsidiary company did not agree. After several correspondence, the subsidiary company filed a petition with UPERC for determination of ownership of the above 132 kV line.

Meanwhile, the subsidiary company after receiving payment of estimated cost of construction of 2 nos 132 kV Bays and 132 kV line from Oppo, paid the same to STU for completion of work in order to timely augment their load. Upon receiving the payment, STU constructed the line and energised the same in March 2022.

UPERC finally disposed off the petition on 1st April 2022 stating that UPPTCL as STU and transmission licensee shall own the 132 kV Line and the subsidiary company shall have the ownership of the delivery point i.e. metering system at the consumer premises. The subsidiary company has filed an appeal before APTEL on 27 May 2022 against the above order. Based on the management evaluation, the subsidiary is of view that it is more likely than not the matters will be decided in its favour.

- (ix) In respect of two Rajasthan subsidiaries operating under Jaipur Vidyut Vitran Nigam Limited (JVNL) as distribution franchisee , arbitration proceedings has since been invoked by the subsidiaries under the Distribution Franchisee Agreement (DFA) with JVNL in respect of certain claims raised by JVNL, which have not been accepted by the subsidiaries and ₹ 130 crore has been paid under protest to JVNL. Pending final adjudication of the said arbitration, the impact, if any, is not ascertainable, and necessary adjustments, will be made on conclusion of the proceedings.

h. Commitments relating to leasing arrangement , refer note 47.

**NOTE - 33 REVENUE FROM OPERATIONS**

₹ in crore

	2023-24	2022-23
Earnings from sale of electricity	14,922.11	13,909.30
Other Operating Revenue		
Meter Rent	56.38	55.17
Contribution from Consumers	251.27	226.84
Earnings from sale of traded goods	12.11	15.33
Others	51.34	39.71
	<b>15,293.21</b>	<b>14,246.35</b>

Note: Earnings from sale of electricity in respect of the parent and applicable subsidiaries are determined in accordance with the relevant orders of the Commission, to the extent applicable. The said earnings are also net of discount for prompt payment of bills allowed to consumers amounting to ₹ 152.59 crore (previous year : ₹ 166.80 crore).

**NOTE - 34 OTHER INCOME**

₹ in crore

	2023-24	2022-23
Interest Income	116.45	92.23
Dividend Income	4.07	5.06
Gain on sale/fair valuation of non-current investments (net)	4.21	-
Gain on sale/fair valuation of current investments (net)	38.06	51.87
Liabilities Written Back	1.15	0.07
Other Non-operating Income *	87.11	159.54
	<b>251.05</b>	<b>308.77</b>

\* includes Delayed payment surcharge, User fee income, etc

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

## NOTE - 35 COST OF FUEL

₹ in crore

	2023-24	2022-23
(a) Consumption of coal (Includes Biomass ₹ 0.17 crore; previous year ₹ 0.15 crore)	4,362.95	3,952.36
(b) Consumption of oil	16.41	14.56
<b>Total</b>	<b>4,379.36</b>	<b>3,966.92</b>

Cost of Fuel includes freight ₹ 1,202.15 crore (previous year : ₹ 1,089.00 crore)

## NOTE - 36 EMPLOYEE BENEFITS EXPENSE

₹ in crore

	2023-24	2022-23
Salaries, wages and bonus	1,123.48	1,098.80
Contribution to provident and other funds	95.85	97.81
Employees' welfare expenses	65.65	62.93
	<b>1,284.98</b>	<b>1,259.54</b>
Less : Transfer to PPE/ CWIP etc.	61.31	56.72
	<b>1,223.67</b>	<b>1,202.82</b>
Less : Transfer to Other Comprehensive Income *	10.10	13.60
	<b>1,213.57</b>	<b>1,189.22</b>

\*As per Ind AS 19, Actuarial gain or loss on post retirement defined benefit plans has been recognised in Other Comprehensive Income.

## (i) Defined Contribution Plans

The Group makes contribution for Provident Fund towards defined contribution retirement benefit plan for eligible employees. Under the plan, the group is required to contribute a specific percentage of the employees' salaries to fund the benefit. In case of Parent Company, the fund is maintained with an exempted trust fund and is governed by the Board of Trustees, whereas in case of subsidiary companies the provident fund contributions are made to the Employees' Provident Fund Organisation, Government of India. The Parent also contributes for family pension schemes (including for superannuation) and shortfall in earning of the trust compared to the statutory rate, if any is duly met. During the year, based on applicable rates, the group has contributed and charged ₹ 74.13 crore (previous year: ₹ 75.47 crore) on this count in the Statement of Profit and Loss. There is no shortfall in the Provident Fund Trust obligation which is required to be met by the Parent Company, as on the Balance Sheet date,

The Group also sponsors the Gratuity plan, which is governed by the Payment of Gratuity Act, 1972. The parent and two of its subsidiary companies make annual contribution to independent trust, who in turn, invests in the Employees Group Gratuity Scheme of eligible funds for qualifying employees.

Liabilities at the year end for gratuity, leave encashment and other retiral benefits including post-retirement medical benefits have been determined on the basis of actuarial valuation carried out by an independent actuary.

## (ii) The amounts recognised in the balance sheet and the movements in the total defined benefit obligation over the year are as follows:

₹ in crore

Gratuity (Funded)	2023-24			2022-23		
	Present value of obligation	Fair value of plan assets	Net	Present value of obligation	Fair value of plan assets	Net
Opening Balance	491.87	(473.24)	18.63	502.45	(473.87)	28.58
Current service cost	23.34	-	23.34	23.15	-	23.15
Interest expense/(income)	32.39	(31.62)	0.77	27.92	(31.05)	(3.13)
Past service cost	1.01	(0.73)	0.28	2.50	-	2.50



NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

NOTE - 36 EMPLOYEE BENEFITS EXPENSE (Contd..)

₹ in crore

Gratuity (Funded)	2023-24			2022-23		
	Present value of obligation	Fair value of plan assets	Net	Present value of obligation	Fair value of plan assets	Net
<b>Total amount recognised in profit and loss</b>	<b>56.74</b>	<b>(32.35)</b>	<b>24.39</b>	<b>53.57</b>	<b>(31.05)</b>	<b>22.52</b>
<i>Remeasurements</i>						
Return on plan assets, excluding amounts included in interest expense/(income)	-	(10.09)	(10.09)	-	2.30	2.30
(Gain)/loss from change in demographic assumptions	-	-	-	-	-	-
(Gain)/loss from change in financial assumptions	5.04	-	5.04	(6.23)	-	(6.23)
Experience (gains)/losses	3.42	0.01	3.43	2.43	0.01	2.44
<b>Total amount recognised in other comprehensive income</b>	<b>8.46</b>	<b>(10.08)</b>	<b>(1.62)</b>	<b>(3.80)</b>	<b>2.31</b>	<b>(1.49)</b>
Employer contributions	-	(22.66)	(22.66)	-	(30.75)	(30.75)
Benefit payments	(61.13)	61.59	0.46	(60.35)	60.12	(0.23)
<b>Closing Balance</b>	<b>495.94</b>	<b>(476.74)</b>	<b>19.20</b>	<b>491.87</b>	<b>(473.24)</b>	<b>18.63</b>

₹ in crore

Leave Obligation (Unfunded)	2023-24	2022-23
	Present value of obligation	Present value of obligation
<b>Opening Balance</b>	<b>184.98</b>	<b>194.53</b>
Current service cost	9.88	10.63
Interest expense	12.63	12.79
Past service cost	-	-
<i>Remeasurements</i>		
Return on plan assets, excluding amounts included in interest expense/(income)	-	-
(Gain)/loss from change in demographic assumptions	-	-
(Gain)/loss from change in financial assumptions	2.55	(3.40)
Experience (gains)/losses	(3.24)	(10.65)
<b>Total amount recognised in profit and loss</b>	<b>21.82</b>	<b>9.37</b>
Employer contributions	-	-
Benefit payments	(18.74)	(18.92)
<b>Closing Balance</b>	<b>188.06</b>	<b>184.98</b>

₹ in crore

	Post retirement medical benefit (PRMB)		Pension	
	2023-24	2022-23	2023-24	2022-23
<b>Opening Balance</b>	<b>180.66</b>	<b>166.33</b>	<b>139.04</b>	<b>129.41</b>
Current service cost	4.55	3.83	0.58	0.87
Interest expense	12.45	9.50	9.94	7.14
Past Service Cost	-	-	4.23	5.23
<b>Total amount recognised in profit or loss</b>	<b>17.00</b>	<b>13.33</b>	<b>14.75</b>	<b>13.24</b>

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

## NOTE - 36 EMPLOYEE BENEFITS EXPENSE (Contd..)

₹ in crore

	Post retirement medical benefit (PRMB)		Pension	
	2023-24	2022-23	2023-24	2022-23
<i>Remeasurements</i>				
(Gain)/loss from change in demographic assumptions	8.73	-	12.05	-
(Gain)/loss from change in financial assumptions	4.58	(5.96)	2.15	(2.96)
Experience (gains)/losses	(3.13)	16.77	(12.66)	7.24
<b>Total amount recognised in other comprehensive income</b>	<b>10.18</b>	<b>10.81</b>	<b>1.54</b>	<b>4.28</b>
Employer contributions	-	-	-	-
Benefit payments	(10.22)	(9.81)	(8.50)	(7.89)
<b>Closing Balance</b>	<b>197.62</b>	<b>180.66</b>	<b>146.83</b>	<b>139.04</b>

- (iii) The expected maturity analysis of undiscounted gratuity, leave, post-employment medical benefits & pension is as follows:

₹ in crore

	1st year	Between 2-5 years	Between 6-10 years	More than 10 years	Total
<b>31-Mar-24</b>					
Gratuity	88.46	234.53	198.97	268.08	790.04
Leave obligation	27.55	75.65	77.97	175.55	356.72
Post-employment medical benefits	11.26	57.91	101.87	497.74	668.78
Pension	7.69	38.16	61.47	165.89	273.21
<b>Total</b>	<b>134.96</b>	<b>406.25</b>	<b>440.28</b>	<b>1,107.26</b>	<b>2,088.75</b>
<b>31-Mar-23</b>					
Gratuity	75.59	232.39	207.49	288.05	803.52
Leave obligation	23.29	75.38	78.79	180.59	358.05
Post-employment medical benefits	12.41	65.15	106.08	438.68	622.32
Pension	7.33	36.55	59.09	148.90	251.87
<b>Total</b>	<b>118.62</b>	<b>409.47</b>	<b>451.45</b>	<b>1,056.22</b>	<b>2,035.76</b>

- (iv) Sensitivity Analysis of defined benefit obligations:

₹ in crore

	Gratuity		Leave Obligation		Post-employment medical benefits (PRMB)		Pension	
	31-Mar-24	31-Mar-23	31-Mar-24	31-Mar-23	31-Mar-24	31-Mar-23	31-Mar-24	31-Mar-23
Discount rate +1%	470.64	461.18	175.52	173.54	177.07	161.95	132.17	128.16
Discount rate -1%	512.79	516.37	202.45	200.52	222.83	203.13	156.69	151.55
+1% salary/benefit escalation	520.18	513.18	207.03	203.60	213.24	190.68	*	*
-1% salary/benefit escalation	471.54	462.09	171.74	171.07	183.90	170.97	*	*
+50% withdrawal rate	496.40	475.61	188.19	186.23	195.78	179.45	*	*
-50% withdrawal rate	495.50	474.87	187.93	185.97	199.66	181.31	*	*
+10% mortality rate	496.19	487.56	188.12	186.15	195.19	177.30	139.52	134.38
-10% mortality rate	495.71	487.83	188.01	186.06	199.98	183.68	147.97	144.15

\* Not Applicable

The above sensitivity analysis are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated.

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

**NOTE - 36 EMPLOYEE BENEFITS EXPENSE (Contd..)**

The methods and types of assumptions used in preparing the sensitivity analysis did not change compare to the prior period.

**(v) Major categories of total plan assets as per the Gratuity Trust Fund**

₹ in crore

	31-Mar-2024	31-Mar-2023
<b>Gratuity</b>		
Investment funds with LIC and other insurance companies (Un-quoted)	476.74	473.24

**(vi) Actuarial assumptions**

31-Mar-24				
Particulars	Gratuity	Leave obligation	Medical	Pension
Discount rate current year (%)	6.90% - 7.24%	6.90% - 7.24%	6.90% - 7.24%	6.95%
Mortality rate	Indian Assured Lives Mortality (2012-14) Ult. (IALM 2012-14)			

31-Mar-23				
Particulars	Gratuity	Leave obligation	Medical	Pension
Discount rate current year (%)	6.50% - 7.40%	6.50% - 7.20%	7.10% - 7.15%	7.15%
Mortality rate	Indian Assured Lives Mortality (2012-14) Ult. (IALM 2012-14)			

Expected Remaining Life	2023-24	2022-23
Employees Gratuity Fund	6.37	7
Executive Gratuity Fund	6 - 23	6 - 26
Leave Encashment	7 - 20	8 - 17
PRMB - Non Cov	18	15
PRMB - Cov	11 - 14	14-15
Pension	20	17

Expected contributions to be paid in next year for gratuity fund ₹ 36.70 crore

Expected contributions to be paid for next year for leave obligation, medical & pension is nil

**(vii) Plan assets consist of funds maintained with LIC, ICICI Prudential, Birla Sun Life and HDFC Standard Life.**

	2023-24	2022-23
Actual return on plan assets (₹ crore)	41.71	28.75

**(viii) Risk exposure**

The Plans in India typically expose the Group to some risks, the most significant of which are detailed below:

**Discount Rate Risk:** Decrease in discount rate will increase the value of the liability. However, this will partially offset by the increase in the value of plan assets.

**Future Salary Increase Risk:** In case of gratuity & leave the scheme cost is very sensitive to the assumed future salary escalation rates for all final salary defined benefit Schemes. If actual future salary increases are higher than the future salary increases assumed in the valuation estimation, then the value of the liability will be higher than that estimated. This will also enhance the scheme cost. But PRMB & pension are not dependant on future salary levels.

**Demographic Risk:** In the valuation of the liability certain demographic (mortality and attrition rates) assumptions are made. The Group is exposed to this risk to the extent of actual experience eventually being worse compared to the assumptions thereby causing an increase in the scheme cost.

**Regulatory Risk:** New Act/Regulations may come up in future which could increase the liability significantly in case of Leave obligation, PRMB & Pension. Gratuity Benefit must comply with the requirements of the Payment of Gratuity Act, 1972 (as amended up-to-date). Also in case of interest rate guarantee Exempt Provident Fund must comply with the requirements of the Employees Provident Funds and Miscellaneous Provisions Act 1952 as amended up-to-date.

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

## NOTE - 37 FINANCE COSTS

₹ in crore

	2023-24	2022-23
Interest expense	1,194.59	1,082.80
Other Borrowing Costs	48.90	48.29
	<b>1,243.49</b>	<b>1,131.09</b>
Less : Allocated to PPE/ CWIP (Finance cost capitalised)	9.59	13.85
	<b>1,233.90</b>	<b>1,117.24</b>

(Also refer Note 48)

## NOTE - 38 DEPRECIATION AND AMORTISATION EXPENSE

₹ in crore

	2023-24	2022-23
Depreciation/ amortisation of property, plant & equipment	1,448.52	1,071.19
Amortisation of intangible assets	17.41	20.76
	<b>1,465.93</b>	<b>1,091.95</b>
Less : Recoupment from Retained Earnings and other adjustments (refer Note 46)	249.20	214.08
	<b>1,216.73</b>	<b>877.87</b>

## NOTE - 39 OTHER EXPENSES

₹ in crore

	2023-24	2022-23
Power and Fuel	3.37	3.71
Consumption of stores and spares	132.80	124.64
Repairs		
Building	11.91	15.75
Plant and Machinery	168.01	182.09
Distribution System	215.28	197.28
Others	25.99	25.58
	<b>421.19</b>	<b>420.70</b>
Insurance	37.34	40.23
Rent	19.73	18.98
Rates and taxes	11.71	12.98
Bad debts / Advances written off	44.32	43.85
Loss on sale / disposal of Property, Plant & Equipment (net)	8.10	0.75
Provision for Doubtful Debts	-	17.67
Interest on Consumers' Security Deposits (refer Note 48)	142.75	124.21
Corporate social responsibility expenses	38.43	37.78
Cost of IT Outsourced Services	190.57	190.57
Miscellaneous expenses (refer Note 48)	926.18	726.73
	<b>1,976.49</b>	<b>1,762.80</b>

Note: The above are net of recoveries etc.

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

**NOTE - 40 REGULATORY INCOME**

Regulatory Income / (Expenses) is accrued by the Company and two subsidiaries pursuant to the regulatory provisions applicable to them under the provisions of the Electricity Act, 2003 and regulations framed thereunder and disposals made by applicable Commissions on the various petitions / applications, in terms of the said regulations, at different timeframe including the tariff and APR orders for the years notified till date. These estimates for the year have been recognised with discounting methodology, assuming recovery over a period of time, in consonance with the applicable regulations and application of prudence, considering net impact of ₹ 695.25 crore [previous year : ₹ (759.23) crore].

The effect of adjustments towards income/(expenses) for the current year, relating to (a) cost of energy purchased, fuel related costs and those having bearing on revenue account and (b) Deferred Taxation estimate, as appropriate, based on the understanding of the applicable regulatory provisions and applicable orders of the competent authorities, amounts to ₹ 1,891.92 crore (Previous year ₹ 1,300.27 crore) and ₹ (134.65) crore (Previous year ₹ (12.76) crore) respectively. The said income/(expenses) for the previous year included adjustment of Advance against Depreciation (AAD) amounting to ₹ (11.36) crore which has been discontinued in terms of applicable Regulations effective from 01 April, 2023. The cumulative sum as described above have been shown as Regulatory Income/(Expenses) with corresponding sums, reflected in Balance Sheet as Regulatory Deferral Account Balances (Refer Note 31).

During the current financial year, the Parent has received orders from WBERC in respect of its Annual Performance Review (APR) for the year ended 31st March 2019. The impact of aforesaid orders has been considered in these consolidated financial statements, including estimated impact for subsequent periods till date, under Regulatory income/(expense) for the year ended 31st March 2024.

Regulatory deferral account debit balance comprise the effect of (a) Deferred tax, (b) cost of fuel and purchase of power and other adjustments having bearing on revenue account amounting to ₹ 4,095.78 crore ( 31.03.2023 : ₹ 4,230.44 crore) and ₹ 3,439.21 crore ( 31.03.2023 : ₹ 3,381.23 crore) respectively and that relating to credit balance comprise the effect of (a) cost adjustments having bearing on revenue account amounting to ₹ 139.80 crore ( 31.03.2023 : ₹ 128.94 crore) and AAD of ₹ 1,844.82 crore as on 31.03.2023. Upon discontinuation of AAD as per the revised Regulations with effect from 1st April, 2023, the same has been adjusted with Regulatory Deferral Account debit balance during the current year. These balances have been recognised with discounting methodology, assuming recovery over a period of time using such rate in accordance with regulations and application of prudence.

Accordingly, the accurate quantification and disposal of the matters with regard to Regulatory deferral account balances, shall be given effect to, from time to time, on receipt of necessary direction from the appropriate authorities, including those attributable to the mining of coal from Sarisatolli mine which commenced operations from 10 April, 2015.

**NOTE - 41 NON CONTROLLING INTEREST (NCI)**

Set out below is summarised financial information for each subsidiary that has non-controlling interests that are material to the group. The amounts disclosed for each subsidiary are before inter-company eliminations.

₹ in crore

Summarised Balance Sheet	Noida Power Company Limited		Crescent Power Limited (Consolidated)#		Au Bon Pain Café India Limited	
	31 March 2024	31 March 2023	31 March 2024	31 March 2023	31 March 2024	31 March 2023
Non current assets	1,499.33	1,404.51	320.78	286.19	-	-
Current assets	1,043.73	957.99	162.68	126.37	0.12	0.09
Regulatory deferral account debit balances	119.77	95.28	-	-	-	-
<b>Total Assets</b>	<b>2,662.83</b>	<b>2,457.78</b>	<b>483.46</b>	<b>412.56</b>	<b>0.12</b>	<b>0.09</b>
Non current liabilities	462.69	419.98	42.14	44.30	-	-
Current liabilities	413.53	395.44	37.47	40.92	0.18	0.19
Regulatory deferral account credit balances	283.89	273.03	-	-	-	-
<b>Total Liabilities</b>	<b>1,160.11</b>	<b>1,088.45</b>	<b>79.61</b>	<b>85.22</b>	<b>0.18</b>	<b>0.19</b>
<b>Net Assets</b>	<b>1,502.72</b>	<b>1,369.33</b>	<b>403.85</b>	<b>327.34</b>	<b>(0.06)</b>	<b>(0.10)</b>
<b>Accumulated Non Controlling Interest</b>	<b>409.79</b>	<b>373.42</b>	<b>129.92</b>	<b>105.31</b>	<b>*</b>	<b>*</b>

\* Negative hence not disclosed

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

## NOTE - 41 NON CONTROLLING INTEREST (NCI) (Contd..)

₹ in crore

Summarised Statement of Profit and Loss	Noida Power Company Limited		Crescent Power Limited (Consolidated)#		Au Bon Pain Café India Limited	
	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23
Revenue	2,477.73	2,325.23	207.69	177.15	-	0.07
Profit / (Loss) after tax	169.60	161.19	76.78	32.76	(0.03)	(0.05)
<b>Total Other Comprehensive Income for the year, net of tax</b>	<b>(0.21)</b>	<b>(0.31)</b>	<b>(0.27)</b>	<b>(0.09)</b>	<b>-</b>	<b>-</b>
<b>Total Comprehensive Income for the year</b>	<b>169.39</b>	<b>160.88</b>	<b>76.51</b>	<b>32.67</b>	<b>(0.03)</b>	<b>(0.05)</b>
<b>Profits attributable to NCI</b>	<b>46.19</b>	<b>43.88</b>	<b>24.61</b>	<b>10.51</b>	<b>*</b>	<b>*</b>

\* Negative hence not disclosed

₹ in crore

Summarised Cash Flows	Noida Power Company Limited		Crescent Power Limited (Consolidated)#		Au Bon Pain Café India Limited	
	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23
Cash flow from Operating Activities	228.57	(28.11)	23.73	3.64	(0.05)	(0.14)
Cash Flow from Investing Activities	(40.87)	84.45	24.89	33.04	-	-
Cash Flow from Financing Activities	(43.95)	(16.02)	(0.29)	(51.04)	0.07	0.07
<b>Net Increase/Decrease in Cash and Cash Equivalents</b>	<b>143.75</b>	<b>40.32</b>	<b>48.33</b>	<b>(14.36)</b>	<b>0.02</b>	<b>(0.07)</b>

# including its 100% subsidiary, Purvah Green Power Private Limited.

## NOTE - 42 THE MAJOR COMPONENTS OF NET DEFERRED TAX ASSETS / (LIABILITIES) BASED ON THE TEMPORARY DIFFERENCE ARE AS UNDER:

₹ in crore

Deferred tax relates to the following:	April 1, 2023	Recognised through P&L	Recognised through OCI	March 31, 2024
<b>Liabilities</b>				
Excess of tax depreciation over book depreciation	(4,552.65)	119.48	-	(4,433.17)
Financial Instruments at Fair Value through OCI	(5.71)	-	0.02	(5.69)
Other temporary difference	(17.73)	(3.93)	-	(21.66)
<b>Assets</b>				
Business loss and Unabsorbed depreciation	9.41	16.03	-	25.44
Other temporary differences including Lease liability	287.23	(2.68)	0.05	284.60
<b>Net Deferred Tax Liability</b>	<b>(4,279.45)</b>	<b>128.90</b>	<b>0.07</b>	<b>(4,150.48)</b>

₹ in crore

Deferred Tax Liabilities	April 1, 2022	Recognised through P&L	Recognised through OCI	March 31, 2023
<b>Liabilities</b>				
Excess of tax depreciation over book depreciation	(4,531.64)	(21.01)	-	(4,552.65)
Financial Instruments at Fair Value through OCI	(5.77)	-	0.06	(5.71)
Other temporary difference	(24.16)	6.43	-	(17.73)
<b>Assets</b>				
Business loss and Unabsorbed depreciation	1.31	8.10	-	9.41
Other temporary differences including Lease liability	272.74	14.50	(0.01)	287.23
<b>Net Deferred Tax Liability</b>	<b>(4,287.52)</b>	<b>8.02</b>	<b>0.05</b>	<b>(4,279.45)</b>



NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

**NOTE - 43 TAX EXPENSE**

a i) Tax recognised in Statement of profit and loss

	₹ in crore	
	March 31, 2024	March 31, 2023
<b>Current tax expense *</b>	364.74	349.79
<b>Deferred tax</b>		
Deferred tax charge / (credit)	(128.90)	(8.02)
<b>Total tax expense (A)</b>	<b>235.84</b>	<b>341.77</b>

\* Current tax expense is net of provision for tax no longer required written back amounting to ₹ 75.94 crore.

ii) Tax recognised in Other Comprehensive Income (OCI)

	₹ in crore	
	March 31, 2024	March 31, 2023
<b>Current tax expense</b>		
Remeasurement of defined benefit plan	(3.32)	(3.24)
<b>Deferred tax</b>		
Deferred Tax charge / (credit) on Gain on fair value of Investments	(0.07)	(0.05)
<b>Total tax expense relating to OCI items (B)</b>	<b>(3.39)</b>	<b>(3.29)</b>
<b>Tax Expense (A + B)</b>	<b>232.45</b>	<b>338.48</b>

b Reconciliation of tax expense and accounting profit

	₹ in crore	
	March 31, 2024	March 31, 2023
<b>Accounting profit before tax after Other comprehensive income</b>	<b>1,684.27</b>	<b>1,717.90</b>
Tax using the Company's domestic tax rate (34.944%)	588.55	600.30
<b>Add/(Less): Tax impact for-</b>		
Income/expenses not considered for tax purpose including difference in depreciation	121.34	(64.63)
Incentive & deduction allowed under Income Tax	(110.24)	(82.40)
Other adjustments	(367.20)	(114.79)
<b>Tax expense</b>	<b>232.45</b>	<b>338.48</b>

**NOTE - 44 EARNINGS PER SHARE:**

(i) Computation of Earnings per share

Particulars	2023-24	2022-23
A. Profit after tax attributable to owners of the equity (₹ in crore)	1,376.35	1,342.83
B. Weighted Average no. of shares for Earnings per share	1,32,55,70,430	1,32,55,70,430
Basic and Diluted Earnings per share of ₹ 1/- = [(A) / (B)] (₹)	10.38	10.13

(ii) Computation of Earnings per share - excluding regulatory income / (expense) (net)

Particulars	2023-24	2022-23
A. Profit after tax attributable to owners of the equity (₹ in crore)	232.36	403.14
B. Weighted Average no. of shares for Earnings per share	1,32,55,70,430	1,32,55,70,430
Basic and Diluted Earnings per share of ₹ 1/- = [(A) / (B)] (₹)	1.75	3.04

**NOTE - 45 FINANCIAL RISK MANAGEMENT AND CAPITAL MANAGEMENT:**

The regulated operations of generation and distribution of electricity of the Parent and subsidiaries are governed by the provisions of the Electricity Act 2003 and Regulations framed by appropriate regulatory commission to the extent applicable and accordingly the parent and subsidiaries, being licensees under the applicable statutes, are subject to regulatory provisions/guidelines and issues evolving therefrom, having a bearing on their liquidity, earning, expenditure and profitability, based on efficiency parameters provided therein including timing of disposal of applications / regulatory matters by the authority.

The Group being the provider of electricity in the licensed area has been managing the operations keeping in view its profitability and liquidity in terms of the above regulations. In order to manage the credit risk arising from sale of electricity, multipronged approach is followed like maintenance of security deposit, precipitation of action against defaulting consumers, obtaining support of the administrative authority. Credit risk towards Investment of surplus funds is managed by obtaining support of credit rating and appraisal by external agencies and lending bodies.

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

**NOTE - 45 FINANCIAL RISK MANAGEMENT AND CAPITAL MANAGEMENT: (Contd..)**

The Group manages its liquidity risk on financial liabilities by maintaining healthy working capital and liquid fund position keeping in view the maturity profile of its borrowings and other liabilities as disclosed in the respective notes.

The Group market risk relating to variation of foreign currency, interest rate and commodity price is mitigated through relevant regulations, long term sale contracts and availability of bulk commodity namely coal generally sourced from own captive mine, domestic long term linkage and Special Forward E-Auction conducted by Coal India Limited and/or its subsidiaries.

While managing the capital, the Group ensures to take adequate precaution for providing returns to the shareholders and benefit for other stakeholders, including protecting and strengthening the balance sheet. Availability of capital and liquidity is also managed, in consonance with the applicable regulatory provisions.

**NOTE - 46**

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 (Commission) 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 and accounting interpretations, 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 current year amounts to ₹ 249.18 crore ( 31.03.2023 : ₹ 214.08 crore) and corresponding withdrawal of ₹ 0.07 crore ( 31.03.2023 : ₹ 0.50 crore ) consequent to sale / disposal of such assets.

Consequent to change in WBERC regulations relating to Advance Against Depreciation (AAD), the net depreciation charge for the year has been computed after necessary adjustments of AAD computed in terms of the Tariff regulations, as amended from time to time. Consequently, the depreciation amount to be claimed by the Parent for the year for tariff purposes, is reduced by ₹ 0.02 crores (previous year : Nil). Also refer Note 2 (c).

**NOTE - 47 NOTE ON INDAS 116:**

The movement in Right of Use (ROU) Assets:

Particulars	Carrying Amount as at 1st April 2023	Additions / Adjustments	Withdrawals / Adjustment	Amortisation	₹ in crore
					Carrying Amount as at 31st March 2024
Land	656.36	15.50	-	33.29	638.57
Buildings	273.09	9.94	0.47	29.93	252.63
Plant and Machinery	6.98	-	-	5.32	1.66
Vehicles	-	0.02	-	0.02	-
<b>Total</b>	<b>936.43</b>	<b>25.46</b>	<b>0.47</b>	<b>68.56</b>	<b>892.86</b>

Particulars	Carrying Amount as at 1st April 2022	Additions / Adjustments	Withdrawals / Adjustment	Amortisation	₹ in crore
					Carrying Amount as at 31st March 2023
Land	675.54	2.91	-	22.09	656.36
Buildings	306.43	4.55	0.82	37.07	273.09
Plant and Machinery	13.08	-	-	6.10	6.98
Vehicles	0.01	-	-	0.01	-
<b>Total</b>	<b>995.06</b>	<b>7.46</b>	<b>0.82</b>	<b>65.27</b>	<b>936.43</b>

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

**NOTE - 47 NOTE ON INDAS 116: (Contd..)**

The movement in lease liabilities for the year 2023-24 is as below	₹ in crore
Lease liabilities as at April 1, 2023	200.39
Additions	23.43
Deletions (modification/termination of lease agreements)	(0.65)
Finance cost expense	16.25
Payment during the year (including interest ₹ 16.25 crore)	(58.87)
<b>Balance as on 31st March 2024</b>	<b>180.55</b>

The movement in lease liabilities for the year 2022-23 is as below	₹ in crore
Lease liabilities as at April 1, 2022	221.91
Additions	7.37
Deletions (modification/termination of lease agreements)	(0.90)
Finance cost expense	18.12
Payment during the year (including interest ₹ 18.12 crore)	(46.11)
<b>Balance as on 31st March 2023</b>	<b>200.39</b>

Future minimum lease payments during next one year ₹ 32.45 crore (31.03.2023 : ₹ 33.82 crore), later than one year but not later than five years ₹ 114.33 crore (31.03.2023 : ₹ 107.23 crore) and later than five years ₹ 33.77 crore (31.03.2023 : ₹ 59.34 crore) applying weighted average incremental borrowing rate.

Other Expenses include short term leases of ₹ 7.86 crore (31.03.2023 : ₹ 7.73 crore) and low-value assets of ₹ 0.75 crore (31.03.2023 : ₹ 0.74 crore), net of applicable taxes.

**NOTE - 48**

- A Interest on Consumers' Security Deposits (being in the nature of trade deposit) is included in other expenses, as per consistent practice followed by the Company. This is paid to the consumers at the applicable rates in terms of the Regulations framed, under the Electricity Act, 2003.
- B Miscellaneous Expenditure in Note 39, includes Donation of ₹ 250.24 crore (previous year : ₹ 195.92 crore) in respect of which the necessary disclosures are made in the financial statements of respective components as applicable, including for donations made under Section 182 of the Companies Act, 2013.

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

NOTE - 49 STATEMENT PURSUANT TO REQUIREMENT OF SCHEDULE III TO THE COMPANIES ACT 2013 RELATING TO COMPANY'S INTEREST IN SUBSIDIARY COMPANIES / JOINT VENTURE FOR THE YEAR ENDED 31 MARCH 2024

Sl No.	Name of the Entities	Country of Incorporation	31-Mar-24		2023-24		2023-24		2023-24	
			Net Assets	As % of Consolidated Net Assets	Share in Profit or Loss	As % of Consolidated Profit/ (Loss)	Share in Other Comprehensive Income	As % of Consolidated Other Comprehensive Income	Share in Total Comprehensive Income	As % of Total Comprehensive Income
	<b>Parent</b>									
	CESC Limited	India	9,888.05	86.39%	774.87	56.30%	(5.10)	(108.89%)	769.77	55.74%
	<b>Subsidiaries - Indian</b>									
1	Haldia Energy Limited (HEL)	India	3,812.70	33.31%	253.60	18.43%	10.99	234.67%	264.59	19.16%
2	Dhariwal Infrastructure Limited	India	1,181.18	10.32%	283.46	20.60%	(0.65)	(13.88%)	282.81	20.48%
3	Malegaon Power Supply Limited	India	(45.46)	(0.40%)	(95.06)	(6.91%)	0.03	0.64%	(95.03)	(6.88%)
4	CESC Projects Limited	India	20.47	0.18%	(3.66)	(0.27%)	(0.04)	(0.85%)	(3.70)	(0.27%)
5	Pachi Hydropower Projects Limited	India	1.60	0.01%	(0.01)	(0.00%)	-	-	(0.01)	(0.00%)
6	Papu Hydropower Projects Limited	India	0.75	0.01%	(0.01)	(0.00%)	-	-	(0.01)	(0.00%)
7	Ranchi Power Distribution Company Limited	India	(4.45)	(0.04%)	(0.34)	(0.02%)	0.00	0.04%	(0.34)	(0.02%)
8	Kota Electricity Distribution Limited	India	122.61	1.07%	(11.34)	(0.82%)	(0.10)	(2.14%)	(11.44)	(0.83%)
9	Bharatpur Electricity Services Limited	India	42.45	0.37%	5.71	0.41%	(0.03)	(0.64%)	5.68	0.41%
10	Bikaner Electricity Supply Limited	India	153.88	1.34%	17.80	1.29%	(0.08)	(1.71%)	17.72	1.28%
11	Crescent Power Limited (CPL)	India	407.57	3.56%	80.49	5.85%	(0.27)	(5.77%)	80.22	5.81%
12	CESC Green Power Limited	India	0.76	0.01%	(0.28)	(0.02%)	-	-	(0.28)	(0.02%)
13	Jharkhand Electric Company Limited	India	28.82	0.25%	(0.17)	(0.01%)	-	-	(0.17)	(0.01%)
14	Jarong Ilydro Electric Power Company Limited	India	1.53	0.01%	(0.00)	(0.00%)	-	-	(0.00)	(0.00%)
15	Eminent Electricity Distribution Limited (Eminent)	India	464.12	4.05%	(0.08)	(0.01%)	0.00	0.04%	(0.08)	(0.01%)
16	Au Bon Pain Cafe India Limited	India	(0.06)	(0.00%)	(0.03)	(0.00%)	-	-	(0.03)	(0.00%)
17	Noida Power Company Limited	India	1,502.72	13.13%	169.60	12.32%	(0.21)	(4.48%)	169.39	12.27%
18	Purvah Green Power Private Limited	India	112.05	0.98%	(3.71)	(0.27%)	-	-	(3.71)	(0.27%)
	<b>Subsidiaries - Foreign</b>									
19	Bantal Singapore Pte Limited	Singapore	(0.26)	(0.00%)	(0.24)	(0.02%)	(0.00)	(0.02%)	(0.24)	(0.02%)
	Non Controlling interest		(539.71)	(4.72%)	(70.94)	(5.15%)	0.14	2.99%	(70.80)	(5.13%)
	<b>Investment in Joint Venture (Equity Method)</b>									
20	Mahuagarhi Coal Company Private Limited	India	-	-	-	-	-	-	-	-
	Consolidation Adjustments		(5,705.68)	(49.83%)	(23.31)	(1.70%)	(0.00)	(0.00%)	(23.31)	(1.69%)
			<b>11,445.64</b>	<b>100%</b>	<b>1,376.35</b>	<b>100%</b>	<b>4.68</b>	<b>100%</b>	<b>1,381.03</b>	<b>100%</b>

₹ in crore

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

**NOTE - 50 INVESTMENT IN JOINT VENTURE**

The Group's interests in jointly controlled entity (incorporated joint venture) remains in Mahuagarhi Coal Company Private Limited, which was incorporated in India on 4th April, 2008 and percentage of ownership interest as at 31st March, 2024 stands at 50%. The Company was incorporated for the development of Mahuagarhi coal field and exploration of coal therefrom. However the entity, being not material, related disclosures for other financial information has not been given.

**NOTE - 51 FAIR VALUE MEASUREMENTS**

a) The carrying value and fair value of financial instruments by categories are as follows:

₹ in crore

	31-Mar-24			31-Mar-23		
	Cost / Amortized cost	FVTOCI	FVTPL	Cost / Amortized cost	FVTOCI	FVTPL
<b>Financial assets</b>						
Investments						
- Equity	-	48.42	-	-	37.15	-
- Preference shares	-	-	1.38	-	36.88	1.26
- Mutual funds	-	-	5.50	-	-	0.35
- Others	1.35	-	-	1.35	-	-
Loans	8.43	-	-	7.75	-	-
Trade Receivables	2,256.42	-	-	2,191.52	-	-
Cash and cash equivalents	1,275.38	-	-	1,129.20	-	-
Bank balances other than cash and cash equivalents	1,435.97	-	-	1,459.15	-	-
Others financial assets	599.37	-	-	519.84	-	-
<b>Total financial assets</b>	<b>5,576.92</b>	<b>48.42</b>	<b>6.88</b>	<b>5,308.81</b>	<b>74.03</b>	<b>1.61</b>
<b>Financial liabilities</b>						
Borrowings	14,363.08	-	-	14,062.45	-	-
Lease Liabilities	180.55	-	-	200.39	-	-
Trade Payables	1,329.80	-	-	1,152.47	-	-
Consumers' Security Deposits	2,422.94	-	-	2,245.70	-	-
Others	824.96	-	-	722.62	-	-
<b>Total financial liabilities</b>	<b>19,121.33</b>	<b>-</b>	<b>-</b>	<b>18,383.63</b>	<b>-</b>	<b>-</b>

b) Fair value hierarchy

The table shown below analyses financial instruments carried at fair value, by valuation method.

₹ in crore

Financial assets and liabilities measured at fair value	Level 1	Level 2	Level 3	Total fair value	Total carrying amount
<b>As at 31st March 2024</b>					
<b>Financial assets</b>					
Investment in equity shares	27.98	-	20.44	48.42	48.42
Investment in preference shares	-	-	1.38	1.38	1.38
Investment in liquid mutual fund units	5.50	-	-	5.50	5.50
<b>Total financial assets</b>	<b>33.48</b>	<b>-</b>	<b>21.82</b>	<b>55.30</b>	<b>55.30</b>
<b>As at 31st March 2023</b>					
<b>Financial assets</b>					
Investment in equity shares	16.45	-	20.70	37.15	37.15
Investment in preference shares	-	-	38.14	38.14	38.14
Investment in liquid mutual fund units	0.35	-	-	0.35	0.35
<b>Total financial assets</b>	<b>16.80</b>	<b>-</b>	<b>58.84</b>	<b>75.64</b>	<b>75.64</b>

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

**NOTE - 51 FAIR VALUE MEASUREMENTS (Contd..)**

The different levels have been defined below:

**Level 1:** financial instruments measured using quoted price. The fair value of all equity instruments which are traded in the stock exchanges is valued using the closing price. The mutual funds are valued using the closing NAV.

**Level 2:** inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).

**Level 3:** inputs for the asset or liability that are not based on observable market data.

**c) The following methods and assumptions were used to estimate the fair values**

- i. The fair values of the mutual fund instruments are based on net asset value of units declared at the close of the reporting date.
- ii. The fair value of preference share is determined basis discounted cash flow wherein future cash flows are based on the terms of preference share discounted at rate that reflects market rate.
- iii. The carrying amounts of trade receivables, trade payables, other bank balances, cash and cash equivalents and other financial assets and liabilities are considered to be the same as their fair values, due to their short term nature.
- iv. Loans, borrowings, lease liabilities and consumers' security deposits are based on amortised cost using effective interest rate method.
- v. Fair Value of financial Instruments which is determined on the basis of discounted cash flow analysis , considering the nature , risk profile and other qualitative factors. The carrying amounts are reasonable approximation of the fair value.

**NOTE - 52**

The Group is primarily engaged in generation and distribution of electricity which is the only reportable business segment in line with the segment wise information which is being presented to the Chief Operating Decision Maker (CODM). The Parent is also running a single retail store in the state of Gujarat which is not significant for the CODM and hence not considered as reportable segment.

The Group primarily operates in India and has all significant assets in India. No disclosure is given for geographical segment as it is not relevant for CODM.

**NOTE - 53 RELATED PARTY AND THEIR RELATIONSHIP****a) Parent- under de facto control as defined in Ind AS -110**

Rainbow Investments Limited

**b) (i) Entities under common control**

Name
Integrated Coal Mining Limited
RPG Power Trading Co Ltd
PCBL Limited (formerly known as Philips Carbon Black Limited)
Harrison Malayalam Limited
STEL Holdings Limited
Dotex Merchandise Private Limited
Castor Investments Limited
Spencer's Retail Limited
Woodlands Multispeciality Hospital Limited
Sarala Real Estate Limited
Saregama India Ltd
Open Media Network Ltd
Omnipresent Retail India Pvt Ltd
RPSG Resources Private Limited
Guilfree Industries Limited
Nature's Basket Limited



NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

**NOTE - 53 RELATED PARTY AND THEIR RELATIONSHIP (Contd..)**

Name
Bowlopedia Restaurants India Limited
RPSG Ventures Limited
Firstsource Solutions Limited
Quest Properties India Limited
Business Media Private Limited
Quest Capital Markets Limited (w.e.f. 27th August,2021)
Lebnitze Real Estates Private Limited (w.e.f. 26th August,2021)
ATK Mohun Bagan Private Limited
RPSG Sports Private Limited
Digidrive Distributors Limited

**(ii) Key Management Personnel**

Name	Relationship
Dr. Sanjiv Goenka	Chairman
Mr. Shashwat Goenka	Vice-Chairman
Mr. Pratip Chaudhuri	Director
Mr. Chandra Kumar Dhanuka	Director (upto 31st March, 2024)
Mr. Pradip Kumar Khaitan	Director
Ms. Rekha Sethi	Director
Mr. Sunil Mitra	Director
Mr. Debanjan Mandal	Director
Mr. Arjun Kumar	Director (w.e.f. 19th January, 2024)
Mr. Debasish Banerjee	Managing Director-Distribution
Mr. Rabi Chowdhury	Managing Director-Generation
Mr. Jagdish Patra	Company Secretary
Mr. Rajarshi Banerjee	Executive Director & Chief Financial Officer

**(iii) Other Related Parties**

Name
Ms.Preeti Goenka ( Shareholder and Relative of KMP)
Khaitan & Co LLP
Khaitan & Co. (Mumbai)
Khaitan & Co. AOR
Khaitan & Co. (Kolkata)
Khaitan Consultants Ltd.
Fox & Mandal
CESC Limited Provident Fund
Calcutta Electric Supply Corporation (I) Ltd. Senior Staff Pension Fund
CESC Executive Gratuity Fund
CESC Limited Employee's Gratuity Fund

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

## NOTE - 53 RELATED PARTY AND THEIR RELATIONSHIP (Contd..)

## c) Details of transaction and outstanding balances

₹ in crore

Sl. No.	Nature of Transactions	Parent having Control in terms of Ind AS -110		Entities under common control		Key Management Personnel		Other Related Parties		Total	
		31-Mar-24	31-Mar-23	31-Mar-24	31-Mar-23	31-Mar-24	31-Mar-23	31-Mar-24	31-Mar-23	31-Mar-24	31-Mar-23
1	Redemption of Preference Shares	-	-	36.88	30.00	-	-	-	-	36.88	30.00
2	Advance for Others	-	-	1.25	-	-	-	-	-	1.25	-
3	Expense (Reimbursed) / Recovered (net)	-	-	3.54	17.96	-	-	-	-	3.54	17.96
4	Income from sale / services	-	-	285.87	301.66	-	-	0.27	-	286.14	301.66
5	Dividend Received	-	-	3.24	4.17	-	-	-	-	3.24	4.17
6	Expenses Incurred/ Services Received	-	-	850.33	847.15	-	-	15.20	15.93	865.53	863.08
7	Provident Fund & Retiral funds	-	-	-	-	-	-	234.74	252.52	234.74	252.52
8	Dividend paid	264.58	264.58	44.98	44.99	1.11	1.11	0.17	0.17	310.84	310.85
9	Security Deposit Received/(Paid)	-	-	(78.01)	(12.00)	-	-	-	-	(78.01)	(12.00)
10	Remuneration of Key Managerial Personnel	-	-	-	-	-	-	-	-	-	-
	Short Term Employee Benefits	-	-	-	-	20.85	17.80	-	-	20.85	17.80
	Post Employment Benefits	-	-	-	-	2.83	1.94	-	-	2.83	1.94
11	Remuneration of Directors	-	-	-	-	37.58	42.12	-	-	37.58	42.12
	Outstanding Balance:	-	-	-	-	-	-	-	-	-	-
1	Debit	-	-	465.64	428.87	-	-	-	-	465.64	428.87
2	Credit	-	-	-	-	36.77	42.04	19.23	12.74	56.00	54.78

The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables.

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

**NOTE-54 OTHER STATUTORY INFORMATION:**

- (i) The Group does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.
- (ii) The following are the details of receivable/(payable) [Net] in respect of Struck off Companies:-

Name of the Electricity Consumers	Balance Outstanding as on 31st Mar 2024
	₹ in crore
National Steel Corporation	0.02
Dgm Infotech Private Limited	0.01
A K House Pvt Ltd	(0.02)
Presto Commercial Pvt. Ltd	(0.02)
Nandan Properties Pvt.Ltd	(0.02)
Sakura Finvest Pvt Ltd	(0.02)
Sunrise Tower Maintenanc E & Services Pvt.Ltd	(0.02)
Bye Pass Swimming & Resort Ltd	(0.01)
Chingsue Tannery Pvt Ltd	(0.01)
Mechno Hydromach Pvt.Ltd	(0.01)
Ripon Properties Pvt Ltd	(0.01)
S.M.Projects Pvt.Ltd	(0.01)
P.C.Biswas & Co. Bricks Pvt.Ltd	(0.01)
Reliable Management Serv Ices Pvt. Ltd	(0.01)
Southern Industries Pvt. Ltd	(0.01)
Dolly Constructions Pvt.Ltd	(0.01)
G T Infrastructure Ltd	(0.01)
Seth Cuisines Pvt.Ltd	(0.01)

In addition to above, the Group had entered into certain transactions in the ordinary course of business with 347 struck off companies during the year. The individual balances of such struck off companies are below ₹ 50,000 and the aggregate outstanding balance as on March 31, 2024 is ₹ (0.20) crore.

Name of the Electricity Consumers	Balance Outstanding as on 31st Mar 2023
	₹ in crore
Gupta Brothers Pvt Ltd	0.01
Presto Commercial Pvt. Ltd	(0.02)
Mechno Hydromach Pvt.Ltd	(0.01)
Nandan Properties Pvt.Ltd	(0.01)
Ripon Properties Pvt Ltd	(0.01)
S.M.Projects Pvt.Ltd	(0.01)
Southern Industries Pvt. Ltd	(0.01)
Truform Tools & Gauges Pvt Ltd	(0.01)
Chingsue Tannery Pvt Ltd	(0.01)

In addition to above, the Group had entered into certain transactions in the ordinary course of business with 183 struck off companies during the year. The individual balances of such struck off companies are below ₹ 50,000 and the aggregate outstanding balance as on March 31, 2023 is ₹ (0.11) crore.

- (iii) The Group does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- (iv) The Group has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- (v) The Group has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the group (Ultimate Beneficiaries) or
  - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

**NOTE-54 OTHER STATUTORY INFORMATION (Contd..)**

- (vi) The Group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the group shall:
- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
  - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
- (vii) The Group has no such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- (viii) The Group has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.
- (ix) The Holding Company, its subsidiaries and a joint venture company incorporated in India are maintaining its books of accounts in electronic mode and these books of accounts are accessible in India at all times and the back-up of the books of accounts has been kept in servers physically located in India on a daily basis. The Holding Company, its subsidiaries and a joint venture company incorporated in India other than remarks mentioned below have used various accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. However, in respect of the Holding Company and its eight subsidiaries, audit trail feature is not enabled for direct changes to the data when using certain access rights for all applications due to technical reasons. Further no instance of audit trail feature being tampered with was noted in respect of those accounting software. In respect of nine subsidiaries and one joint venture company, accounting software did not have a feature of recording audit trail (edit log) facility.
- (x) The quarterly returns or statements filed by the Group, where applicable, with the banks or financial institutions are in agreement with the books of accounts.

**NOTE - 55**

Liability in respect of security deposit collected by the Parent company, in terms of applicable regulations, has been classified as non – current, given the nature of its business in the license area, excepting to the extent of the sum refundable / payable within a year, based on experience.

**NOTE - 56**

The above consolidated financial statements were approved by the Board of Directors at their meeting held on 23rd May, 2024.

For **S.R. BATLIBOI & Co. LLP**  
Chartered Accountants  
Firm Registration Number -301003E/E300005

For and on behalf of Board of Directors

**Navin Agrawal**  
Partner  
Membership No.: 056102  
Kolkata, 23rd May, 2024

Chairman  
Managing Director - Generation  
Managing Director - Distribution  
Executive Director & CFO  
Company Secretary

**Dr. Sanjiv Goenka** DIN: 00074796  
**Rabi Chowdhury** DIN: 06601588  
**Debasish Banerjee** DIN: 06443204  
**Rajarshi Banerjee**  
**Jagdish Patra**

## MAJOR STATISTICS : 2023 - 2024

<b>Generating Capacity</b>		Budge Budge Generating Station	750 MW
		Southern Generating Station	135 MW
220/132/33 KV Substations		Installed Capacity	2000 MVA
132/33 KV Substations		Installed Capacity	2977 MVA
Distribution Stations		No. of Stations	117
		Transformer Capacity	3938 MVA
Tie Transformer		No. of Transformes	6
		Transformer Capacity	22 MVA
LT Substations		No. of AC Substations	8970
		Transformer Capacity	3102 MVA
Package Substations (PSS)		No. of Substations	115
		Installed Capacity	109 MVA
<b>Distribution Network (Circuit Km.)</b>		220 KV UG	48 Ckt. Km.
		220 KV OH	221 Ckt. Km.
		132 KV UG	318 Ckt. Km.
		132 KV OH	81 Ckt. Km.
		33 KV UG	1615 Ckt. Km.
		33 KV OH	92 Ckt. Km.
		20 KV UG	50 Ckt. Km.
HT Distribution		11 & 6 KV UG	7155 Ckt. Km.
		11 & 6 KV OH	87 Ckt. Km.
		3.3 KV UG	21 Ckt. Km.
LT Distribution		UG	8395 Ckt. Km.
		OH	5843 Ckt. Km.
HT Capacitor		132 & 33 kV	640 MVAR
		6 & 11 kV	273 MVAR
LT Capacitor (APFC)		0.4 kV	204 MVAR
<b>Additions During the Year</b>			
220/132/33 KV Substations	0.0 MVA	LT UG Mains	100.45 Ckt. Km.
132/33 KV Substations	0.0 MVA	LT OH Mains	51.87 Ckt. Km.
Distribution Stations	16.0 MVA	220 KV UG	NIL
LTAC Substations	78.0 MVA	220 KV OH	NIL
Package Substations (PSS)	1.0 MVA	132 KV UG	NIL
No. of LT Services	12594 Nos	33 KV UG	25.87 Ckt. Km.
No. of HT Services	16 Nos	6 & 11 KV UG	95.69 Ckt. Km.

### Abbreviations

MW - Megawatt, MVA - Megavoltampere, KV - Kilovolt, UG -Underground, OH - Overhead, Ckt. Km. - Circuit Kilometre.

**STATEMENT CONTAINING SALIENT FEATURES OF THE FINANCIAL STATEMENT OF SUBSIDIARY / ASSOCIATES / JOINT VENTURES**

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Account) Rules, 2014)

**Part A: Subsidiaries**

₹ in Crore

S. No.	Particulars	Reporting Period	Share Capital	Other Equity/ Reserves and Surplus	Total Assets	Total Liabilities	Investments	Turnover	Profit Before Tax	Provision for Taxation	Profit after Taxation	Proposed Dividend	% of shareholding
1.	Malegaon Power Supply Limited	April, 2023-March, 2024	224.95	(270.41)	270.97	270.97	-	654.75	(95.06)	-	(95.06)	-	100%
2.	CEFC Projects Limited	April, 2023-March, 2024	63.65	(43.18)	22.90	22.90	-	-	(3.67)	-	(3.67)	-	100%
3.	Bantal Singapore Pte. Limited	April, 2023-March, 2024	56.68	(56.94)	0.03	0.03	-	-	(0.24)	-	(0.24)	-	100%
4.	Ranchi Power Distribution Company Limited	April, 2023-March, 2024	29.55	(34.00)	1.45	1.45	-	-	(0.34)	-	(0.34)	-	100%
5.	Pachi Hydropower Projects Limited	April, 2023-March, 2024	4.47	(2.88)	2.61	2.61	-	-	(0.01)	-	(0.01)	-	100%
6.	Papu Hydropower Projects Limited	April, 2023-March, 2024	2.82	(2.07)	0.75	0.75	-	-	(0.01)	-	(0.01)	-	100%
7.	Au Bon Pain Café India Limited	April, 2023-March, 2024	126.50	(126.55)	0.13	0.13	-	-	(0.03)	-	(0.03)	-	93.10%
8.	Haldia Energy Limited	April, 2023-March, 2024	1203.44	2609.26	7670.44	7670.44	27.99	1971.48	268.82	(15.22)	253.60	-	100%
9.	Dhariwal Infrastructure Limited	April, 2023-March, 2024	2242.77	(1061.59)	3861.27	3861.27	-	1916.28	283.46	-	283.46	-	100%
10.	Kota Electricity Distribution Limited	April, 2023-March, 2024	474.83	(352.22)	571.38	571.38	-	1014.07	(11.34)	-	(11.34)	-	100%
11.	Bikaner Electricity Supply Limited	April, 2023-March, 2024	127.55	26.33	363.93	363.93	-	682.85	21.02	(3.23)	17.80	-	100%
12.	Bharatpur Electricity Services Limited	April, 2023-March, 2024	30.35	12.10	147.81	147.81	-	225.95	7.37	(1.66)	5.71	-	100%
13.	Crescent Power Limited	April, 2023-March, 2024	60.00	347.57	485.72	485.72	55.33	196.33	98.46	(17.97)	80.49	-	67.83%
14.	CEFC Green Power Limited	April, 2023-March, 2024	1.05	(0.29)	0.77	0.77	-	-	(0.28)	-	(0.28)	-	100%
15.	Jharkhand Electric Company Limited	April, 2023-March, 2024	35.87	(7.05)	31.87	31.87	-	-	(0.17)	-	(0.17)	-	100%
16.	Jarong Hydro-Electric Power Company Limited	April, 2023-March, 2024	2.05	-0.53	1.55	1.55	-	-	(0.01)	-	(0.01)	-	100%
17.	Eminent Electricity Distribution Limited	April, 2023-March, 2024	460.05	4.07	464.66	464.66	452.05	-	(0.08)	-	(0.08)	-	100%
18.	Noida Power Company Limited	April, 2023-March, 2024	60.00	1442.72	2543.06	2543.06	6.85	2416.37	220.31	(50.71)	169.60	-	72.73%
19.	Purvah Green Power Private Limited ****	April, 2023-March, 2024	40.00	72.05	113.51	113.51	-	-	(3.71)	-	(3.71)	-	67.83%

\*\*\*\*Subsidiary w.e.f. March 05, 2024

**For and on behalf of Board of Directors**

Chairman

Managing Director-Generation

Managing Director- Distribution

Executive Director & CFO

Company Secretary

**Dr. Sanjiv Goenka**

**Rabi Chowdhury**

**Debasish Banerjee**

**Rajarshi Banerjee**

**Jagdish Patra**

**DIN: 00074796**

**DIN: 06601588**

**DIN:06443204**

Date: May 23, 2024

Place: Kolkata



STATEMENT PURSUANT TO SECTION 129(3) OF THE COMPANIES ACT 2013 READ WITH RULE 5 OF COMPANIES (ACCOUNTS) RULES, 2014 RELATED TO ASSOCIATE COMPANIES AND JOINT VENTURES

Part B: Associates and Joint Ventures

Name of the Associates/Joint Ventures	Mahuagarhi Coal Company Private Limited
Latest audited Balance Sheet Date	March 31, 2024
Shares of Associate/ Joint Venture held by the company on the year end	2429800
Amount of investment in Associate/ Joint Venture (₹ Crore)	-
Extend of Holding %	50%
Description of how there is significance influence	By way of shareholding
Reason why the Associate /Joint Venture is not consolidated	N.A.
Networth attributable to shareholding as per latest audited Balance Sheet (₹ Crore)	-
Profit/Loss for the year (₹ crore)	-
Considered in consolidation	-
Not Considered in consolidation	Nil

**For and on behalf of Board of Directors**

Chairman

**Dr. Sanjiv Goenka**

**DIN: 00074796**

Managing Director-Generation

**Rabi Chowdhury**

**DIN: 06601588**

Managing Director- Distribution

**Debasish Banerjee**

**DIN:06443204**

Executive Director & CFO

**Rajarshi Banerjee**

Company Secretary

**Jagdish Patra**

Date: May 23, 2024

Place: Kolkata

## OFFICE / PLANT LOCATIONS

### GENERATING STATIONS

#### **Budge Budge**

Vill. & P.O. - Pujali, P.S. Budge Budge  
24 Parganas (S), Pin : 700138  
Phone: 033-2482 2957, 033-2482 1708

#### **Southern**

28 Garden Reach Road  
Kolkata 700 024  
Phone: 033-2469 6886, 033-2469 3608  
033-2469 7557

### REGIONAL OFFICES

#### **Central**

CESC House  
Chowringhee Square  
Kolkata 700 001  
Phone : 033-2225 6040 (10 lines)

#### **Howrah**

433/1, G. T. Road (N)  
Howrah 711 101  
Phone: 033-2676 5700

#### **North**

226 A & B APC Road  
Kolkata 700 004  
Phone: 033-2509 6100

#### **North Suburban**

32 B. T. Road (Opp. Sagar Dutta Hospital)  
Kolkata 700 058  
Phone : 033-6645 4300

#### **South**

6 Mandeville Gardens  
Kolkata 700 019  
Phone: 033-2485 6100

#### **South - West**

P-18 Taratolla Road  
Kolkata 700 088  
Phone: 033-2420 5000

### **In case of supply breakdown billing and payment assistance please contact**

033-3501 1912;  
033-4403 1912;  
1860 500 1912;  
1912;

You may also contact CESC's  
WhatsApp No. 7439001912

### **Investor Service**

#### **Secretarial Department**

CESC House  
Chowringhee Square  
Kolkata 700 001  
Phones:  
For resident shareholders  
033-6634 0836  
For non-resident shareholders  
+91 033-6634 0836 / 0909  
E-mail: [secretarial@rpsg.in](mailto:secretarial@rpsg.in)

### **Customer Relations Department**

CESC House  
Chowringhee Square  
Kolkata 700 001  
Phone : 033-2225 6040 - 49

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For further queries, please contact us.

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## REGISTERED OFFICE

CESC House  
Chowringhee Square, Kolkata - 700 001  
Phone: (033) 2225 6040 (10 lines), 2204 0300, 6634 0300  
CIN: L31901WB1978PLC031411  
E-mail: [secretarial@rpsg.in](mailto:secretarial@rpsg.in)  
Website: [www.cesc.co.in](http://www.cesc.co.in)