



West Bengal State Electricity Distribution Company Limited

(A Govt. of West Bengal Enterprise)

Registered Office: Vidyut Bhavan, Bidhannagar, Block – DJ, Sector –II, Kolkata-700 091

CIN: U40109WB2007SGC113473; website: www.wbsedcl.in

Memo. No. A/Bond/DCL/58/BSE/ 27

Date: 19.04.2022.

To
The Manager
Deptt. Of Corporate Services,
Bombay Stock Exchange,
PJ Towers, (Floor – 25th)
Dalal Street,
Mumbai – 400 001.

Sub.: Submission of Annual Compliance Report in Annex-II for FY 2021-22.

Ref.: Company Code -10007

Dear Sir/Madam,

In reference to SEBI Circular No: SEBI/HO/CFD/CMD-2/P/CIR/2021/567 dated 31.05.2021

“Format of Compliance Report on Corporate Governance By Listed Entities” the Compliance Report as on

31.03.2022 in specified format Annexure-II is hereby submitted.

This is for your kind information and record please.

Thanking you.

Encl.: As above.

Yours faithfully,

For West Bengal State Electricity Distribution Company Limited

Aparna Biswas.
(A.Biswas)

19/04/2022

Company Secretary.

Telephone: 23345844/23591903

Fax: (033) 23585292 / 23598395

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WBSEDCL

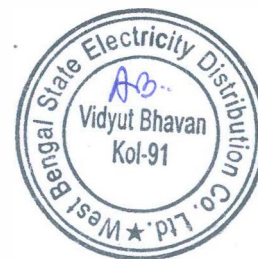
Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

1. Name of Listed Entity- WEST BENGAL STATE ELECTRICITY DISTRIBUTION COMPANY LIMITED
2. Year Ending- 31st March 2022

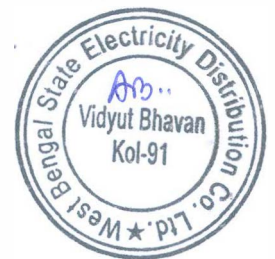
| I. Disclosure on website in terms of Listing Regulations | | |
|--------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------|---------------------------------------------------------------------------|
| Item | Compliance status (Yes/No/NA) | If Yes provide link to website. If No / NA provide reasons |
| As per regulation 46(2) of the LODR: | NA | |
| a) Details of business | NA | |
| b) Terms and conditions of appointment of independent directors | NA | |
| c) Composition of various committees of board of directors | NA | |
| d) Code of conduct of board of directors and senior management personnel | NA | |
| e) Details of establishment of vigil mechanism/ Whistle Blower policy | NA | |
| f) Criteria of making payments to non-executive directors | NA | |
| g) Policy on dealing with related party transactions | NA | |
| h) Policy for determining 'material' subsidiaries | NA | |
| i) Details of familiarization programmes imparted to independent directors | NA | |
| j) Email address for grievance redressal and other relevant details | NA | |
| k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances | NA | |
| l) Financial results | NA | |



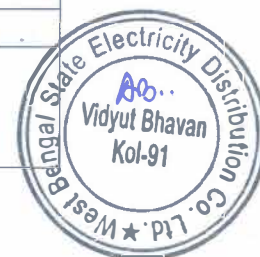
| | | |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|--|
| m) Shareholding pattern | NA | |
| n) Details of agreements entered into with the media companies and/or their associates | NA | |
| o) Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange | NA | |
| p) New name and the old name of the listed entity | NA | |
| q) Advertisements as per regulation 47 (1) | NA | |
| r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments | NA | |
| s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year | NA | |
| As per other regulations of the LODR: | | |
| a) Whether company has provided information under separate section on its website as per Regulation 46(2) | NA | |
| b) Materiality Policy as per Regulation 30 | NA | |
| c) Dividend Distribution policy as per Regulation 43A (as applicable) | NA | |
| <i>It is certified that these contents on the website of the listed entity are correct.</i> | | |



| II Annual Affirmations | | |
|----------------------------------------------------------------------------------------------------------------------------|--------------------------|------------------------------------------|
| Particulars | Regulation Number | Compliance status (Yes/No/NA) |
| <i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'</i> | 16(1)(b) & 25(6) | Yes |
| <i>Board composition</i> | 17(1), 17(1A) & 17(1B) | No |
| <i>Meeting of board of directors</i> | 17(2) | Yes |
| <i>Quorum of board meeting</i> | 17(2A) | Yes |
| <i>Review of Compliance Reports</i> | 17(3) | Yes |
| <i>Plans for orderly succession for Appointments</i> | 17(4) | Yes |
| <i>Code of Conduct</i> | 17(5) | Yes |
| <i>Fees/compensation</i> | 17(6) | NA |
| <i>Minimum Information</i> | 17(7) | Yes |
| <i>Compliance Certificate</i> | 17(8) | No |
| <i>Risk Assessment & Management</i> | 17(9) | Yes |
| <i>Performance Evaluation of Independent Directors</i> | 17(10) | Yes |
| <i>Recommendation of board</i> | 17(11) | Yes |
| <i>Maximum number of directorship</i> | 17A | Yes |
| <i>Composition of Audit Committee</i> | 18(1) | Yes |
| <i>Meeting of Audit Committee</i> | 18(2) | Yes |
| <i>Composition of Nomination & Remuneration Committee</i> | 19(1) & (2) | Yes |
| <i>Quorum of Nomination and Remuneration Committee meeting</i> | 19(2A) | Yes |
| <i>Meeting of Nomination & Remuneration Committee</i> | 19(3A) | Yes |
| <i>Composition of Stakeholder Relationship Committee</i> | 20(1), 20(2) and 20(2A) | Yes |
| <i>Meeting of Stakeholder Relationship Committee</i> | 20 (3A) | Yes |



| | | |
|--------------------------------------------------------------------------------------------------------------------------|-----------------------------------------|-----|
| <i>Composition and role of Risk Management Committee</i> | <i>21(1),(2),(3),(4)</i> | Yes |
| <i>Meeting of Risk Management Committee</i> | <i>21(3A)</i> | Yes |
| <i>Vigil Mechanism</i> | <i>22</i> | Yes |
| <i>Policy for related party Transaction</i> | <i>23(1),(1A),(5),(6),(7) & (8)</i> | Yes |
| <i>Prior or Omnibus approval of Audit Committee for all related party transactions</i> | <i>23(2), (3)</i> | NA |
| <i>Approval for material related party Transactions</i> | <i>23(4)</i> | NA |
| <i>Disclosure of related party transactions on consolidated basis</i> | <i>23(9)</i> | NA |
| <i>Composition of Board of Directors of unlisted material Subsidiary</i> | <i>24(1)</i> | NA |
| <i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i> | <i>24(2),(3),(4),(5) & (6)</i> | NA |
| <i>Annual Secretarial Compliance Report</i> | <i>24(A)</i> | No |
| <i>Alternate Director to Independent Director</i> | <i>25(1)</i> | NA |
| <i>Maximum Tenure</i> | <i>25(2)</i> | Yes |
| <i>Meeting of independent directors</i> | <i>25(3) & (4)</i> | Yes |
| <i>Familiarization of independent directors</i> | <i>25(7)</i> | Yes |
| <i>Declaration from Independent Director</i> | <i>25(8) & (9)</i> | Yes |
| <i>Directors and Officers insurance</i> | <i>25(10)</i> | Yes |
| <i>Memberships in Committees</i> | <i>26(1)</i> | Yes |
| <i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management Personnel</i> | <i>26(3)</i> | Yes |



| | | |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----|
| Disclosure of Shareholding by Non-Executive Directors | 26(4) | NA |
| Policy with respect to Obligations of directors and senior management | 26(2) & 26(5) | NA |
| <p>Note</p> <ol style="list-style-type: none"> 1. WBSEDCL has issued Non-Convertible Debentures and became a 'High value debt listed Entity' w.e.f. 07.09.2021. Accordingly, " I. Disclosure on website in terms of Listing Regulations" vide Regulation Nos. 46(2), 47(1), 30 and 43A are Not Applicable to WBSEDCL. 2. Board composition - [Regulation 17 (1)]- As Chairperson is Executive, 50% of Board has to be Independent Director. Accordingly there is a shortfall of Independent Director. Being a Government Company, the Deptt. of Power, Govt. of West Bengal has been approached for filing up vacancy for Independent Directors. 3. Compliance Certificate under Regulation 17(8) will be given by CEO / CFO after adoption of Audited Financial Statement for FY 2021-22 by the Board of Directors on 30th May, 2022. 4. Annual Secretarial Compliance Report under Regulation 24(A) will be submitted after adoption of Audited Financial Statement for FY 2021-22 by the Board of Directors on 30th May, 2022. | | |

III Affirmations:

The Listed Entity has approved the Material Subsidiary Policy and the Corporate Governance requirements with respect to the subsidiary of Listed Entity have been complied. - **NA (WBSEDCL has no Material Subsidiary)**

Aparna Biswas.
19/04/22
Aparna Biswas
Company Secretary

