

**DIRECTORS OF CESC LIMITED HELD ON WEDNESDAY,
THE 4TH FEBRUARY 2015 AT 11.00 A.M. IN THE CHAMBERS
OF ACS (ENERGY), VIKASA SOUDHA, BENGALURU -
560001**

Members present:

Shriyuths/Smt

1. P Ravikumar IAS : Chairman
2. D Kiran, IRS : Managing Director
3. B Bhagya Naik : Director (Technical)
4. S Sumanth : Director
5. Dr.WM Sivakumar : Director
6. M Prathap : Director
7. M Nagaraju : Director

By invitation:

1. A Shivanna : Financial Adviser
2. S Shivaramu : Controller - Internal Audit

In attendance

R Balasubramanian : Authorized signatory

Leave of absence was granted to Smt. C Shikha, Director

**Item No.47/01: Proposal for availing short term borrowing from
REC/ PFC or financial institutions to arrange
payments to pending power purchase bills**

47/01.01 The Financial Advisor apprised the Board of the total working capital approved by KERC for FY15 in its tariff order dated 12.5.2014, extent of short term loan and OD facility availed, monthly power purchase obligations, shortfall in revenue to meet the power supply bills in full, pendency in payment to NTPC, JSW and others, need to borrow monies in order to pay the suppliers to avoid payment of interest and disallowance of interest billed for delayed payment by the generators, in the tariff filing and the proposal to avail additional working capital from M/s REC Ltd / PFC Ltd and commercial banks.

47/01.02 The Board noted the status of pendency of power supplier bills, the revenue gap and the consequences of belated payments. Under the circumstances, the Board

Resolved (a) that approval be and is hereby accorded to the Company to short term loan of ₹250.00 crs from REC Ltd / PFC Ltd or financial institutions for payment of power purchase bills apart from the existing working capital limit and



MINUTES OF THE 47TH MEETING OF THE BOARD OF DIRECTORS OF CESC LIMITED HELD ON WEDNESDAY, THE 4TH FEBRUARY 2015 AT 11.00 A.M. IN THE CHAMBERS OF ACS (ENERGY), VIKASA SOUDHA, BENGALURU - 560001

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47/01.02 The Board noted the status of pendency of power supplier bills, the revenue gap and the consequences of belated payments. Under the circumstances, the Board

Resolved (a)that approval be and is hereby accorded to the Company to short term loan of `250.00 crs from REC Ltd / PFC Ltd or financial institutions for payment of power purchase bills apart from the existing working capital limit and temporary overdraft facility



with commercial banks on the terms and conditions to be mutually agreed;

(b) that pursuant to the provisions contained under Section 180(1) (c) of the Companies Act, 2013 and the provisions contained in the Memorandum of Association and Articles of Association of the Company and any other provisions applicable, in any, consent be and is hereby accorded to the Company to mortgage/hypothecate its immovable/ moveable properties in favour of the concerned financial institutions/banks on the terms and conditions mutually agreed to;


(c) that the Managing Director, Director (Technical), Financial Advisor CESC be and is hereby authorized jointly or severally to execute necessary documents, papers under the common seal of the Company, if necessary and do all other acts and deeds in order to give effect to the above resolution

Item No.47/02: Compliance to Companies Act 2013 – appointment of Company Secretary

47/02 Managing Director apprised the Board of the requirement of Section 203 of the Companies Act 2013 read with Companies Appointment, Remuneration of Managerial Personnel Rules 2014 which requires that every public company having a paid up share capital of `5 crores and above to mandatorily have a Company Secretary in full time employment, the penal provisions for failure to do so, the present arrangement for managing the company affairs, poor response in the past to advertisement for recruitment of ACS, need to put in place a long term solution, and the proposal to advertise for a suitable professional in the open market.

47/02.02 The Board concurred with the proposal and

Resolved that the Managing Director be and is hereby authorised to advertise for the post with flexibility to attract candidates with different levels of experience and to fix the remuneration suitably as also the tenure of appointment so that a qualified and competent professional could be recruited/ appointed as Company Secretary and to bring the proposal before the Board to comply with law


(P Ravikumar)
Chairman

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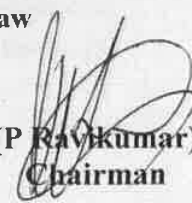
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Chairman

