



MINUTES OF THE 50th MEETING OF THE BOARD OF DIRECTORS OF CESC LIMITED HELD ON TUESDAY, THE 25th AUGUST 2015 AT 11.00 A.M. IN THE CHAMBERS OF ACS-ENERGY, GOK, VIKASA SOUDHA, BANGALORE 560001

Members present:

Shriyuths/Smt

1. P Ravikumar IAS : Chairman
2. D Kiran, IRS : Managing Director
3. N Lakshman : Director (Technical)
4. S Sumanth : Director
5. THM Kumar, IAS : Director
6. M Prathap : Director
7. M Nagaraju : Director

By invitation:

1. A Shivanna : Financial Adviser
2. KV Shridhar : Controller - Internal Audit - I/C

In attendance

R Balasubramanian : Authorized signatory

Leave of absence was granted to Smt. C Shikha, IAS, Smt. B Sindhu, IAS and Shri AN Jayaraj.

Item No. 50/01: Approval of Revised Annual Accounts for FY 2014 -15

50/01.01 The Board was informed that the Annual Accounts for FY 15 approved by the Board on 5th June, 2015 after clearance by the Audit Committee required to be revised following observations of the Statutory Auditors M/s Ganesan & Co, Chartered Accountants, Bangalore. The effect of revision was highlighted as under:

Effect on P&L Account

- a. Revenue from Operations will decrease by Rs.359.23 lakhs
- b. Other Income will increase by Rs.140.84 lakhs
- c. Power purchase cost will increase by Rs.1378.16 lakhs
- d. Employee benefit expenses will decrease by Rs.615.05 lakhs
- e. Finance Costs will decrease by Rs.14.41 lakhs
- f. Depreciation will increase by Rs.133.49 lakhs
- g. Other debits will increase by Rs.771.66 lakhs
- h. Tax expenses will increase by Rs.148.83 lakhs



Effect on Balance sheet

- i. Reserve and surplus will decrease by Rs.2109.35 lakhs
- j. Share Application money pending allotment will Increase by Rs.375 lakhs
- k. Long-term borrowings will decrease by Rs.1056.01 lakhs
- l. Deferred tax liability will decrease by Rs.35.20 lakhs
- m. Other Long term liabilities will decrease by Rs.3048.60 lakhs
- n. Short term borrowings will decrease by Rs.11136.91 lakhs
- o. Trade Payables will increase by Rs. 12867.67 lakhs
- p. Other Current liabilities will increase by Rs.13103.10 lakhs
- q. Short term provision will increase by Rs.204.93 lakhs
- r. Intangible Assets decreased by Rs. 192.69 lakhs.
- s. Capital work in progress will increase by Rs.17752.61 lakhs
- t. Non-current investments will increase by Rs.250.00 lakhs
- u. Long term loans and advances will decrease by Rs.268.14 lakhs
- v. Other non-current assets will increase by Rs.10.79 lakhs
- w. Inventories will decrease by Rs.18862.25 lakhs
- x. Trade receivables will decrease by Rs.2439.41 lakhs
- y. Cash and Cash equivalents will decrease by 52.91 lakhs
- z. Short terms loans and advances will decrease by Rs. 57.04 lakhs

a. Other Current assets will increase by Rs. 13023.67 lakhs

b. Net Profit decreases by `2021.06 lakhs/-.The Net profit forFY15 now stands at `2403.42 lakhs as against the Net profit of the earlier approved accounts which was`4424.49 lakhs.

50/01.02The Board noted the same and

Resolved i) that in pursuance of the provisions of Section 134 of the Companies Act, 2013 and all other applicable provisions, the Balance Sheet as on 31.03.15 and the Statement of Profit and Loss for the year ended 31.03.15, which are for the purpose of identification signed by the Chief Financial Officer, be placed before the Board for its approval, subject to such modifications as may be necessary in the light of the observations of the statutory auditors/C&AG of India, if any and the Managing Director & Director (Technical)/ any other Director of the Company be and are hereby authorised to sign the same on behalf of the Board of Directors;

ii)the Balance Sheet as at 31.03.15 and the Statement of Profit and Loss for the year endped 31.03.15 be furnished to the Statutory



Auditors of the company for the year 2014-15 viz., M/s Ganesan & Co., Chartered Accountants, Bengaluru, for obtaining their certification and report thereon;

- iii) the Balance Sheet of the Company as at 31.03.2015 and the Statement of Profit and Loss for the year ended 31.03.2015, together with the report of the statutory auditor, be submitted to the Principal Accountant General, Karnataka, Bangalore for supplementary/test audit under section 143 of Companies Act, 2013

Item No. 50/02: Appointment of Secretarial Auditor

50/02.0 The Board was apprised of the requirement to appoint a secretarial auditor as per Section 204 of the Companies Act, 2013, read with the Companies' (Appointment & Remuneration of Managerial Personnel) Rules, 2014, the response received from PCS firms to undertake the work in CESC and the proposal.

50/02.02 The Board noted the offers received and felt that the offer of L1 as was on the higher side. The Board felt that the Managing Director may negotiate and award the work to the said firm. Accordingly, the Board

Resolved that the Managing Director be and is hereby authorised to negotiate with M/s CS TSDJ & Associates, B'luru and to entrust the work of secretarial audit of CESC for 2014-15 at the negotiated rate

Further CS TSDJ & Associates, B'luru be and are hereby appointed as the secretarial auditor for FY 2014-15 on mutually agreed terms

Item No. 50/03: Annual General Meeting of M/s Power Company of Karnataka Limited – authorization to represent the company in the General Meeting

50/03.01 The Board noted the need to authorise an officer to represent CESC at the forthcoming PCKL AGM and

Resolved that MD/DT/FA/GM/CA(IA) or any other officer authorized by the MD be and are hereby severally authorised to represent the company in the forthcoming Eighth Annual General Meeting of M/s Power Company of Karnataka Limited'


(P Ravikumar)
Chairman

Chamundeshwari Electricity Supply Corporation Limited

