

SEC: JC:00118

15 October, 2019

Manager (Listing)  
National Stock Exchange of India Limited  
Exchange Plaza, 5th Floor, Plot No. C/1,  
G- Block, Bandra – Kurla Complex,  
Bandra (East),  
Mumbai – 400 051

**SCRIP CODE: CESCVENT**

The Secretary  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001

**SCRIP CODE: 542333**

The Secretary  
The Calcutta Stock Exchange Limited  
7, Lyons Range,  
**Kolkata – 700 001**

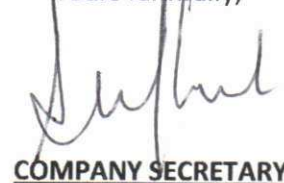
Dear Sir,

**COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

In terms of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose the Compliance Report on Corporate Governance for the quarter ended 30 September, 2019 in the prescribed format.



Yours faithfully,



**COMPANY SECRETARY**

Encl:

**Compliance Report on Corporate Governance**  
**CESC VENTURES LIMITED**

1. Name of Listed Entity : CESC VENTURES LIMITED

2. Quarter ended : 30 SEPTEMBER 2019

**I. Composition of Board of Directors**

Title Mr/ Ms)	Name of the Director	PAN & DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Initial Date of appointment	Date of re-appointment	Date of cessation	Tenure (months)	Date of Birth	No of Directorship in listed entities including this listed entity [Regulation 17(A)]	No of Independent Directorship in listed entities including this listed entity [Regulation 17(A)(1)]	Number of memberships in Audit/Stakeholder Committee(s) including this listed entity [(Regulation 26(1))]	No of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity [(Regulation 26(1))]
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MR	SANJIV GOENKA	AEFPG4689G & 00074796	CHAIRPERSON/NON EXECUTIVE	14.11.2018		NA	NA	29.01.1961	6	0	6	4
MR	SHASHWAT GOENKA	AOUPG0553L & 03486121	NON-INDEPENDENT/ NON EXECUTIVE	14.11.2018		NA	NA	12.04.1990	4	0	3	1
MR	SUHAIL SAMEER	BLHPS1902C & 07238872	EXECUTIVE	14.11.2018		13.11.2021	NA	17.05.1983	1	0	1	0
MS	GRACE ELIZABETH KOSHIE	AALPK4535B & 06765216	INDEPENDENT/ NON EXECUTIVE	14.11.2018		13.11.2023	10	14.12.1952	3	3	3	2
MR	ARJUN KUMAR	AGGPK0888C & 00139736	INDEPENDENT/ NON EXECUTIVE	14.11.2018		13.11.2023	10	01.12.1970	1	1	2	1
MR	KALAIKURUCHI JAIRAJ	AAMPJ2613A & 01875126	INDEPENDENT/ NON EXECUTIVE	14.11.2018		13.11.2023	10	25.05.1952	4	4	5	2

Whether Regular chairperson appointed

Whether Chairperson is related to Managing Director or CEO

Yes

No





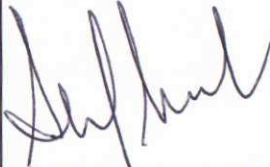


II. Composition of Committees					
Name of Committee	Whether Regular Chairperson appointed	Name of Committee members	Category (chairperson/Executive/Non-Executive/independent/Nominee)	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	ARJUN KUMAR	CHAIRPERSON/INDEPENDENT/ NON EXECUTIVE	14.11.2018	
		SANJIV GOENKA	NON EXECUTIVE	14.11.2018	
		GRACE ELIZABETH KOSHIE	INDEPENDENT/ NON EXECUTIVE	14.11.2018	
		KALAIKURUCHI JAIRAJ	INDEPENDENT/ NON EXECUTIVE	14.08.2019	
2. Nomination & Remuneration Committee	Yes	ARJUN KUMAR	CHAIRPERSON/INDEPENDENT/ NON EXECUTIVE	14.11.2018	
		SANJIV GOENKA	NON EXECUTIVE	14.11.2018	
		GRACE ELIZABETH KOSHIE	INDEPENDENT/ NON EXECUTIVE	14.11.2018	
3. Stakeholders Relationship Committee	Yes	SANJIV GOENKA	CHAIRPERSON/NON EXECUTIVE	14.11.2018	
		SUHAIL SAMEER	EXECUTIVE	14.11.2018	
		SHASHWAT GOENKA	NON-INDEPENDENT/ NON EXECUTIVE	14.11.2018	
		ARJUN KUMAR	INDEPENDENT/ NON EXECUTIVE	11.02.2019	

III. Meeting of Board of Directors					
Date of Meeting in the previous quarter	Date of Meeting in the relevant quarter	Whether requirement of Quorum met	No of Directors Present	No of Independent Director Present	Maximum gap between any two consecutive
17/5/2019	19/07/2019	Yes	3	1	62
17/5/2019	14/08/2019	Yes	5	2	25

IV. Meeting of Committees					
Date of Meeting of the committee in the relevant quarter	Whether requirement of Quorum met	No of Directors Present	No of Independent Director Present	Date of meeting of the committee in the previous quarter	Maximum gap between any two consecutive
<b>Audit Committee</b>					
13/08/2019	Yes	3	2	17/05/2019	87
<b>Nomination &amp; Remuneration Committee</b>					
13/08/2019	Yes	3	2	17/05/2019	87
<b>Stakeholders Relationship Committee</b>					
13/08/2019	Yes	4	1	17/05/2019	87

*Signature*



V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)
Whether prior approval of Audit Committee obtained	NA
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes *
* Omnibus prior approval of Audit Committee is duly taken on all Related Party Transactions.	
VI. Affirmations	
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015</p> <p>2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015</p> <p>a. Audit Committee</p> <p>b. Nomination &amp; Remuneration committee</p> <p>c. Stakeholders Relationship committee</p> <p>d. Risk Management Committee (applicable to the top 100 listed entities)</p> <p>3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015</p> <p>4. The meetings of the Board of Directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</p> <p>5. The report submitted in the previous quarter has been placed and was noted by the Board of Directors .</p>	
 (Sudip Kumar Ghosh) Company Secretary	



Format to be submitted by listed entity at the end of 6 months after end of financial year along-with the second quarter's report of next financial year		
Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA)refer note I
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	The Board of Directors of the Company at their meeting held on 19 July, 2019 had authorised Mr. Shashwat Goenka who chaired the Annual General Meeting (AGM) held on the same date to respond to any shareholder query relating to these Committees. No such query was however raised at the AGM.
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

(Sudip Kumar Ghosh)  
Company Secretary

