

SEC:SB:00024

13 April, 2019

The 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

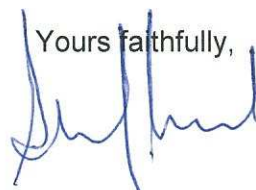
The Secretary
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001

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 31 March, 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 : 31 MARCH 2019

I. Composition of Board of Directors

Title	Name of the Director	PAN & DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Date of Appointment in the current term /cessation	Tenure (months)	No of Directorship in listed entities including this listed entity [Regulation 25(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))]
MR	SANJIV GOENKA	AEFPG4689G & 00074796	CHAIRPERSON/NON EXECUTIVE	14-Nov-18	NA	0	6	4
MR	SHASHWAT GOENKA	AQUPG0553L & 03486121	NON-INDEPENDENT/ NON EXECUTIVE	14-Nov-18	NA	0	3	0
MR	SUHAIL SAMEER	BLHPS1902C & 07238872	EXECUTIVE	14-Nov-18	4	0	1	0
MR	GRACE ELIZABETH KOSHIE	AALPK4535B & 06765216	INDEPENDENT/ NON EXECUTIVE	14-Nov-18	4	3	3	1
MS	ARIJUN KUMAR	AGGPK0888C & 00139736	INDEPENDENT/ NON EXECUTIVE	14-Nov-18	4	1	1	1
MR	KALAIKURUCHI JAIRAJ	AAMPJ2613A & 01875126	INDEPENDENT/ NON EXECUTIVE	14-Nov-18	4	3	4	2




Name of Committee	Name of Committee members	Category (chairperson/Executive/Non-Executive/independent/Nominee)
1. Audit Committee	ARIJUN KUMAR SANJIV GOENKA GRACE ELIZABETH KOSHIE	CHAIRPERSON/INDEPENDENT/ NON EXECUTIVE NON EXECUTIVE INDEPENDENT/ NON EXECUTIVE
2. Nomination & Remuneration Committee	ARIJUN KUMAR SANJIV GOENKA GRACE ELIZABETH KOSHIE	CHAIRPERSON/INDEPENDENT/ NON EXECUTIVE NON EXECUTIVE INDEPENDENT/ NON EXECUTIVE
3. Stakeholders Relationship Committee	SANJIV GOENKA SUHAIL SAMEER SHASHWAT GOENKA ARIJUN KUMAR	CHAIRPERSON/NON EXECUTIVE EXECUTIVE NON-INDEPENDENT/ NON EXECUTIVE INDEPENDENT/ NON EXECUTIVE


III. Meeting of Board of Directors

Date of Meeting in the previous quarter	Date of Meeting in the relevant quarter	Maximum gap between any two consecutive meetings (in number of days)
14/11/2018	11/2/2019	89

IV. Meeting of Committees

Date of Meeting of the committee in the relevant quarter	Whether requirement of Quorum met	Date of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
Audit Committee 11/2/2019	Yes	Not Applicable	Not Applicable



V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)
Whether prior approval of Audit Committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA
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 & 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	



I. Disclosure on website in terms of listing Regulations		
Item		Compliance status (Yes/No/NA)
Details of business		Yes
Terms and conditions of appointment of independent directors		Yes
Composition of various committees of board of directors		Yes
Code of conduct of board of directors and senior management personnel		Yes
Details of establishment of vigil mechanism/ whistle blower policy		Yes
Criteria of making payments to non-executive directors		Yes (Refer Note)
Policy on dealing with related party transactions		Yes
Policy for determining 'material' subsidiaries		Yes
Details of familiarization programmes imparted to independent directors		Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances		Yes
Email address for grievance redressal and other relevant details		Yes
Financial results		Yes
Shareholding pattern		Yes
Details of agreements entered into with the media companies and / or their associates		NA
New name and the old name of the listed entity		Yes

II. Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
Independent directors have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes

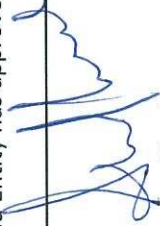


Composition and role of Risk Management Committee	21(1),(2)(3),(4)	NA
Vigil Mechanism	22	Yes
Policy for Related Party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	NA
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate governance requirements with respect to subsidiary of listed entry	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of Independent Directors	25(3) & (4)	Yes
Familiarization of Independent Directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

The Company provides the required information in its Annual Report.

III Affirmations:

The listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.



Sudip Kumar Ghosh
Company Secretary

