

SEC: JC: 00161

13 January, 2020

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

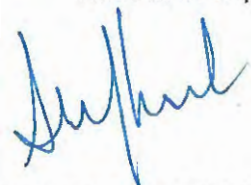
The Secretary
The Calcutta Stock Exchange Limited
7, Lyons Range,
Kolkata – 700 001

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 31 December, 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 DECEMBER 2019

I. Composition of Board of Directors

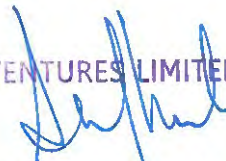
Title Mr/ Ms)	Name of the Director	PAN & DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Initial Date of appointment	Date of re-appointment	Date of cessation	Tenure (months)	Date of Birth	No of Directorship in listed entities including this listed entity [Regulation 17(A)]	No of 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))]
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	5	0	3	0
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	13	14.12.1952	3	3	3	2
MR	ARJUN KUMAR	AGGPK0888C & 00139736	INDEPENDENT/ NON EXECUTIVE	14.11.2018		13.11.2023	13	01.12.1970	1	1	2	1
MR	KALAIKURUCHI JAIRAJ	AAMPJ2613A & 01875126	INDEPENDENT/ NON EXECUTIVE	14.11.2018		13.11.2023	13	25.05.1952	3	3	5	2

Whether Regular chairperson appointed

Yes

Whether Chairperson is related to Managing Director or CEO

No


CESC VENTURES LIMITED
 Company Secretary

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	13.11.2023
		SANJIV GOENKA	NON EXECUTIVE	14.11.2018	--
		GRACE ELIZABETH KOSHIE	INDEPENDENT/ NON EXECUTIVE	14.11.2018	13.11.2023
		KALAIKURUCHI JAIRAJ	INDEPENDENT/ NON EXECUTIVE	14.08.2019	13.08.2024
2. Nomination & Remuneration Committee	Yes	ARJUN KUMAR	CHAIRPERSON/INDEPENDENT/ NON EXECUTIVE	14.11.2018	13.11.2023
		SANJIV GOENKA	NON EXECUTIVE	14.11.2018	--
		GRACE ELIZABETH KOSHIE	INDEPENDENT/ NON EXECUTIVE	14.11.2018	13.11.2023
3. Stakeholders Relationship Committee	Yes	SANJIV GOENKA	CHAIRPERSON/NON EXECUTIVE	14.11.2018	--
		SUHAIL SAMEER	EXECUTIVE	14.11.2018	13.11.2021
		SHASHWAT GOENKA	NON-INDEPENDENT/ NON EXECUTIVE	14.11.2018	--
		ARJUN KUMAR	INDEPENDENT/ NON EXECUTIVE	14.11.2018	13.11.2023

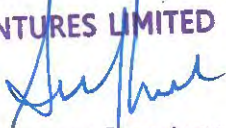
III. Meeting of Board of Directors

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
19/07/2019	14-11-2019	Yes	6	3	91
14/08/2019					

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
<u>Audit Committee</u>					
14-11-2019	Yes	3	3	13-Aug-19	92
<u>Stakeholders Relationship Committee</u>					
13-11-2019	Yes	4	1	13-Aug-19	91


CESC VENTURES LIMITED
 Company Secretary

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 *
<i>* Omnibus prior approval of Audit Committee is duly taken on all Related Party Transactions.</i>	
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 500 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>	
<p>CESC VENTURES LIMITED</p>  <p>Company Secretary</p> <p>(Sudip Kumar Ghosh) Company Secretary</p>	