



**RP-Sanjiv Goenka
Group**
Growing Legacies

CESC
VENTURES

SEC:JC:00079

13 July, 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
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 June, 2019 in the prescribed format.

Yours faithfully,


COMPANY SECRETARY



Encl:

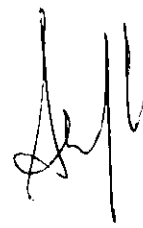
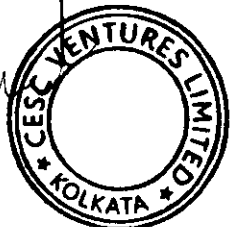
CESC VENTURES LIMITED

1. Name of Listed Entity : CESC VENTURES LIMITED

2. Quarter ended : 30 JUNE 2019

1. Composition of Board of Directors

Title	Name of the Director	PAN & DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Date of Birth	Initial Date of appointment	Date of re-appointment	Date of cessation	Tenure (months)	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	29.01.1961	14.11.2018			NA	6	0	6	3
MR	SHASHWAT GOENKA	AOUPG0553L & 03486121	NON-INDEPENDENT/ NON EXECUTIVE	12.04.1990	14.11.2018			NA	4	0	3	1
MR	SUHAIL SAMEER	BLHPS1902C & 07238872	EXECUTIVE	17.05.1983	14.11.2018		13.11.2021	NA	1	0	1	0
MR	GRACE ELIZABETH KOSHIE	AALPK4535B & 06765216	INDEPENDENT/ NON EXECUTIVE	14.12.1952	14.11.2018		13.11.2023	7	3	3	3	2
MS	ARJUN KUMAR	AGGPK0888C & 00139736	INDEPENDENT/ NON EXECUTIVE	01.12.1970	14.11.2018		13.11.2023	7	1	0	1	1
MR	KALAIKURUCHI JAIRAJ	AAMPJ2613A & 01875126	INDEPENDENT/ NON EXECUTIVE	25.05.1952	14.11.2018		13.11.2023	7	3	3	4	2

Name of Committee	Name of Committee members	Category (chairperson/Executive/Non-Executive/independent/Nominee)
1. Audit Committee	ARJUN KUMAR	CHAIRPERSON/INDEPENDENT/ NON EXECUTIVE
	SANJIV GOENKA	NON EXECUTIVE
	GRACE ELIZABETH KOSHIE	INDEPENDENT/ NON EXECUTIVE
2. Nomination & Remuneration Committee	ARJUN KUMAR	CHAIRPERSON/INDEPENDENT/ NON EXECUTIVE
	SANJIV GOENKA	NON EXECUTIVE
	GRACE ELIZABETH KOSHIE	INDEPENDENT/ NON EXECUTIVE
3. Stakeholders Relationship Committee	SANJIV GOENKA	CHAIRPERSON/NON EXECUTIVE
	SUHAIL SAMEER	EXECUTIVE
	SHASHWAT GOENKA	NON-INDEPENDENT/ NON EXECUTIVE
	ARJUN KUMAR	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)
11/2/2019	17/5/2019	94

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			
17/5/2019	Yes	11/2/2019	94
Nomination & Remuneration Committee			
17/5/2019	Yes	N.A	N.A
Stakeholders Relationship Committee			
17/5/2019	Yes	N.A	N.A

Signature

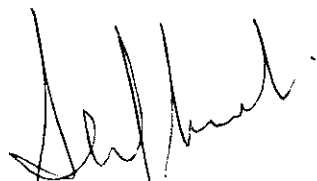


V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)
Whether prior approval of Audit Committee obtained	NA*
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

* Omnibus prior approval of Audit Committee is duly taken for all Related Party Transactions.

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015,
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & Remuneration committee
 - c. Stakeholders Relationship committee
 - d. Risk Management Committee (applicable to the top 100 listed entities)
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
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
5. The report submitted in the previous quarter has been placed and was noted by the Board of Directors .



(Sudip Kumar Ghosh)
Company Secretary

