

**Corporate Governance Report (As per Regulation 27(2) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"))**

1. Name of Listed Entity: **The Calcutta Stock Exchange Limited** .  
Quarter ending: **December 31, 2022**

<b>I. Composition of Board of Directors</b>												
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 *	Date of Birth	No. of directorship in listed entities including this listed entity  [in reference to Regulation 17A(1)]***	No of Independent Directorship in listed entities including this listed entity  [in reference to proviso to regulation 17A(1)]***	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity  (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity  (Refer Regulation 26(1) of Listing Regulations)
Mr.	Anindo Majumder	DIN:06984371	Public Interest Director- Non- Executive Chairman	November 03, 2021	-	December 22, 2022	3 Years	August 21, 1960	-	-	-	-

Mr.	Chako Josheph	DIN:0758693	Public Interest Director-Non-Executive Director	September 08, 2021	-	-	3 Years	June 22, 1959	1	1	1	-
Dr.	Abhirup Sarkar	DIN: 03585624	Shareholder Director-Non-executive director	27 <sup>th</sup> May 2022	-	December 22, 2022		13 <sup>th</sup> June 1955				
Mr.	Dipankar Bose	DIN: 09450920	Public Interest Director-Non-Executive Director	December 22, 2022	-	-	3 Years	August 6, 1959				
Mr.	Subhas Chandra Mishra	DIN: 09830330	Public Interest Director-Non-Executive Director	December 22, 2022	-	-	3 Years	May 23, 1957				

Whether Regular chairperson appointed - Yes

Whether Chairperson is related to managing director or CEO – No

\$  
*PAN of any director would not be displayed on the website of Stock Exchange*

&  
*Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen*

*\* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.*

*\*\*The Independent director is Public Interest director under Regulation- 2(1) (o) of Securities Contract (Regulation) (Stock Exchange and Clearing Corporation) Regulations, 2018.*

## II. Composition of Committees

<i>Name of Committee</i>	Whether Regular Chairperson	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Mr. Chacko Joseph Mr. Subash Chandra Misra Mr. Deepankar Bose	Chairperson- Non-Executive-Public Interest Director Non-Executive Public Interest Director Non-Executive- Shareholder Director		
2. Nomination & Remuneration Committee	Yes	Mr. Deepankar Bose Mr. Chacko Joseph Mr. Subash Chandra Misra	Chairperson- Non-Executive- Public Interest Director Non-Executive- Public Interest Director Non-Executive- Public Interest Director		
3. Risk Management Committee	Yes	Mr. Chacko Joseph- <b>Chairman</b> Mr. Subash Chandra Misra Mr. Chanchal Mukherjee (Outside Expert)	Chairperson- Non-Executive-Public Interest Director Non-Executive- Public Interest Director External Person		
4. Stakeholders Relationship Committee	Yes	Mr. Deepankar Bose- <b>Chairman</b> Mr. Subash Chandra Misra Mr. Chacko Joseph	Chairperson - Non-Executive- Public Interest Director Non-Executive- Shareholder Director Non-Executive- Shareholder Director		

*§ Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen*

### III. Meeting of Board of Directors

<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Whether requirement of Quorum</i>	Number of Directors present*	Number of independent directors present*	<i>Maximum gap between any two consecutive meetings (in number of days)</i>
July 15, 2022	September 6, 2022	Yes	3	3	50
	November 21, 2022	Yes	3	3	
	December 22, 2022	Yes	3	3	

*\* to be filled in only for the current quarter meetings*

### IV. Meetings of Committee s

<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)*</i>	<i>Number of Directors present*</i>	<i>Number of independent directors present*</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
<b>Audit Committee</b>					
December 22, 2022	Yes	3	3	September 23, 2022	90
<b>Nomination and Remuneration Committee</b>					
September 14, 2022	Yes	2	2	NIL	-
<b>Stakeholders Relationship Committee</b>					
NIL	NA	NA	NA	-	-
<b>Risk Management Committee</b>					
NIL	NA	NA	NA	-	-
# Risk Management Committee comprises of 3 PID's (Independent Directors) and one Independent External Person as per SECC Regulations.					
* <i>This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional</i>					
**to be filled in only for the current quarter meetings					
<b>V. Related Party Transactions</b>					
<b>Subject</b>				<b>Compliance status (Yes/No/NA) refer note below</b>	
Whether prior approval of audit committee obtained				Payments of only reimbursement transactions are made	
Whether shareholder approval obtained for material RPT				N.A.	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee				Yes	
<b>Note:</b> <i>1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated. 2 If status is "No" details of noncompliance may be given here.</i>					
<b>VI. Affirmations</b>					

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 and SCRR. - **Yes**
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
  - a. Audit Committee - **Yes**
  - b. Nomination & Remuneration Committee - **Yes**
  - c. Stakeholders Relationship Committee - **Yes**
  - d. Risk management committee (as applicable) - **Yes**
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. - **Yes**
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. - **Yes**
5. The Compliance Report on Corporate Governance for the quarter ended March 31, 2022 will be placed before the Board of Directors at the ensuing Board Meeting.

**Sd/-**  
**C.Datta**  
**Company Secretary**

**Date: December 31, 2022**

**Sd/-**  
**P.Dutta**  
**Chief Financial Officer**

**Date: December 31, 2022**

**Sd/-**  
**D.Chakraborty**  
**CGM**

**Date: December 31, 2022**

**Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance status (Yes/No/NA)</b> refer note below	<b>If Yes provide link to website. If No / NA provide reasons</b>
<b>As per regulation 46(2) of the LODR:</b>		
a) Details of business	YES	<a href="https://www.cse-india.com/main">https://www.cse-india.com/main</a>
b) Terms and conditions of appointment of independent directors	YES	As per Securities Contracts (regulation) (Stock exchanges and Clearing Corporations) Regulations, 2018, Chapter V
c) Composition of various committees of board of directors	YES	<a href="https://www.cse-india.com/Pri_cont/Committees">https://www.cse-india.com/Pri_cont/Committees</a>
d) Code of conduct of board of directors and senior management personnel	YES	<a href="https://www.cse-india.com/main/code_conduct">https://www.cse-india.com/main/code_conduct</a>
e) Details of establishment of vigil mechanism/ Whistle Blower policy	YES	<a href="https://www.cse-india.com/upload/upload/CSE_WHISTLE_BLOWER_POLICY.pdf">https://www.cse-india.com/upload/upload/CSE_WHISTLE_BLOWER_POLICY.pdf</a>
f) Criteria of making payments to non-executive directors	YES	Only sitting fees paid
g) Policy on dealing with related party transactions	YES	Payments of only reimbursement transactions are made
h) Policy for determining 'material' subsidiaries	YES	<a href="https://www.cse-india.com/upload/upload/Policy_on_Material_Subsidiaries_CSE_1.pdf">https://www.cse-india.com/upload/upload/Policy_on_Material_Subsidiaries_CSE_1.pdf</a>
i) Details of familiarization programmes imparted to independent directors	YES	<a href="https://www.cse-india.com/upload/upload/Familiarisation_programme_CSE.pdf">https://www.cse-india.com/upload/upload/Familiarisation_programme_CSE.pdf</a>
j) Email address for grievance redressal and other relevant details	YES	<a href="https://www.cse-india.com/Pri_cont/pri_fetch?id=Investor%20Complaint%20Redressal%20System">https://www.cse-india.com/Pri_cont/pri_fetch?id=Investor%20Complaint%20Redressal%20System</a>
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	YES	<a href="https://www.cse-india.com/Pri_cont/pri_fetch?id=Investor%20Complaint%20Redressal%20System">https://www.cse-india.com/Pri_cont/pri_fetch?id=Investor%20Complaint%20Redressal%20System</a>
l) Financial results	YES	<a href="https://www.cse-india.com/Pri_cont/annual">https://www.cse-india.com/Pri_cont/annual</a>
m) Shareholding pattern	YES	<a href="https://www.cse-india.com/Pri_cont/cse_shareholding">https://www.cse-india.com/Pri_cont/cse_shareholding</a>
n) Details of agreements entered into with the media companies and/or their associates	NA	

o) Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA	
p) New name and the old name of the listed entity	NA	
q) Advertisements as per regulation 47 (1)	NA	
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	NA	
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	YES	
<b>As per other regulations of the LODR:</b>		
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	NO	
b) Materiality Policy as per Regulation 30	NO	
c) Dividend Distribution policy as per Regulation 43A (as applicable)	YES	<a href="https://www.cse-india.com/Pri_cont/annual">https://www.cse-india.com/Pri_cont/annual</a>
<i>It is certified that these contents on the website of the listed entity are correct.</i>		

<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA) refer note below</b>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'</i>	16(1)(b) & 25(6)	YES
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	YES
<i>Meeting of board of directors</i>	17(2)	YES
<i>Quorum of board meeting</i>	17(2A)	YES
<i>Review of Compliance Reports</i>	17(3)	YES
<i>Plans for orderly succession for Appointments</i>	17(4)	YES
<i>Code of Conduct</i>	17(5)	YES
<i>Fees/compensation</i>	17(6)	YES
<i>Minimum Information</i>	17(7)	YES
<i>Compliance Certificate</i>	17(8)	YES
<i>Risk Assessment &amp; Management</i>	17(9)	YES
<i>Performance Evaluation of Independent Directors</i>	17(10)	YES
<i>Recommendation of board</i>	17(11)	YES
<i>Maximum number of directorship</i>	17A	YES

<i>Composition of Audit Committee</i>	18(1)	YES
<i>Meeting of Audit Committee</i>	18(2)	YES
<i>Composition of Nomination &amp; Remuneration Committee</i>	19(1) & (2)	YES
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	YES
<i>Meeting of Nomination &amp; Remuneration Committee</i>	19(3A)	YES
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	YES
<i>Meeting of Stakeholder Relationship Committee</i>	20 (3A)	YES
<i>Composition and role of Risk Management Committee</i>	21(1),(2),(3),(4)	YES
<i>Meeting of Risk Management Committee</i>	21(3A)	YES
<i>Vigil Mechanism</i>	22	YES
<i>Policy for related party Transaction</i>	23(1),(1A),(5),(6),(7) & (8)	YES
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	YES
<i>Approval for material related party Transactions</i>	23(4)	NA
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	YES
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	YES
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	YES
<i>Annual Secretarial Compliance Report</i>	24(A)	YES
<i>Alternate Director to Independent Director</i>	25(1)	NA
<i>Maximum Tenure</i>	25(2)	YES
<i>Meeting of independent directors</i>	25(3) & (4)	YES
<i>Familiarization of independent directors</i>	25(7)	YES
<i>Declaration from Independent Director</i>	25(8) & (9)	YES
<i>Directors and Officers insurance</i>	25(10)	YES
<i>Memberships in Committees</i>	26(1)	YES
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management Personnel</i>	26(3)	YES
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	YES

**Note**

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated.
- 2 If status is "No" details of non-compliance may be given here.



**Name & Designation**

**Sd/-**

**C.Datta**

**Company Secretary**

**Date: December 31, 2022**

**Sd/-**

**P.Dutta**

**Chief Financial Officer**

**Date: December 31, 2022**

**Sd/-**

**D.Chakraborty**

**CGM**

**Date: December 31, 2022**

Format to be submitted twice a year, on a half yearly basis by the listed entity at the end of every 6 months of the financial year

Half year ending – December 31, 2022

<b>I. Disclosure of Loans / guarantees / comfort letters / securities etc.</b> refer note below			
(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:			
<b>Entity</b>	<b>Aggregate amount advanced during six months</b>	<b>Balance outstanding at the end of six months</b>	
Promoter or any other entity controlled by them	Nil	Nil	
Promoter Group or any other entity controlled by them	Nil	Nil	
Directors (including relatives) or any other entity controlled by them	Nil	Nil	
KMPs or any other entity controlled by them	Nil	Nil	
(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:			
<b>Entity</b>	<b>Type (guarantee, comfort letter etc.)</b>	<b>Aggregate amount of issuance during six months</b>	<b>Balance outstanding at the end of six months (taking into account any invocation)</b>
Promoter or any other entity controlled by them	Nil	Nil	Nil
Promoter Group or any other entity controlled by them	Nil	Nil	Nil

	Directors (including relatives) or any other entity controlled by them	Nil	Nil	Nil	
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	KMPs or any other entity controlled by them	Nil	Nil	Nil
(C)	Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt available by:			
	<b>Entity</b>	<b>Type of security (cash, shares etc.)</b>	<b>Aggregate value of security provided during six months</b>	<b>Balance outstanding at the end of six months</b>
	Promoter or any other entity controlled by them	Nil	Nil	Nil
	Promoter Group or any other entity controlled by them	Nil	Nil	Nil
	Directors (including relatives) or any other entity controlled by them	Nil	Nil	Nil
	KMPs or any other entity controlled by them	Nil	Nil	Nil

**Sd/-**

**P.Dutta**

**Chief Financial Officer**

**Date: December 31, 2022**

**Note**

1. These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;
  - a) by the listed entity to its employees as a part of the service conditions