

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**
2. Quarter ending: **December 31, 2023**

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 *	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.	Chako Josheph	DIN:0758693	Public Interest Director- Non-Executive Director	September 08, 2021	-	-	3 Years	June 22, 1959	1	1	1	-
Mr	Dipankar Bose	DIN:09450920	Public Interest Director- Non-Executive Director	December 22, 2022	-	-	3 Years	August 6, 1959	1	1	1	-

Mr.	Subash Chandra Misra	DIN:09830330	Public Interest Director- Non-Executive Director	December 22, 2022	-	-	3 Years	May 23, 1957	-	-	-	-
Mr.	Samit Ray	DIN:03623560	NonIndependent Director- SHD	July 14, 2023	-	-	As per Companies Act, 2013	March 1, 1969	-	-	-	-
Mr	Manas Dhar	DIN:08651068	Non-Independent Director- SHD	August 29, 2023	-	-	As per Companies Act, 2013	September 27, 1958	1	1	-	-
		Whether Regular chairperson appointed - Yes										
		Whether Chairperson is related to managing director or CEO – No										
		<p><i>\$ PAN of any director would not be displayed on the website of Stock Exchange</i></p> <p><i>& 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</i></p> <p><i>* 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.</i></p> <p><i>**The Independent director is Public Interest director under Regulation- 2(1) (o) of Securities Contract (Regulation) (Stock Exchange and Clearing Corporation) Regulations, 2018.</i></p>										
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. SubashChandra Misra Mr. Dipankar Bose Mr. Samit Ray	Chairperson- Non-Executive-PID Non-Executive-PID Non-Executive- PID Non-independent director- SHD	September 08, 2021 December 22, 2022 December 22, 2022 July 14, 2023	
2. Nomination & Remuneration Committee	Yes	Mr. Dipankar Bose Mr. Chacko Joseph Mr. Subash Chandra Misra	Chairperson- Non-Executive- PID Non-Executive- PID Non-Executive- PID	December 22, 2022 September 08, 2021 December 22, 2022	
3. Risk Management Committee	Yes	Mr. Chacko Joseph Mr. Subash Chandra Misra Mr. Dipankar Bose Mr Chanchal Mukherjee	Chairperson- Non-Executive-PID Non-Executive- PID Non-Executive- PID outside expert	September 08, 2021 December 22, 2022 December 22, 2022	
4. Stakeholders Relationship Committee	Yes	Mr. Deepankar Bose- Chairman Mr. Samit Ray Mr. Manas Dhar Mr. Subash Chandra Misra Mr. Chacko Joseph	Chairperson - Non-Executive- PID NID-SHD NID-SHD Non-Executive-PID Non-Executive-PID	August 29, 2023 August 29, 2023 December 22, 2022 December 22, 2022	

§ 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

*Stakeholders Relationship Committee: The Company being an unlisted public company, its shares are not frequently traded and number of investor's complaints or grievances are also minimal. Hence, it does not have a Stakeholders Grievance Committee.

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>
September 22, 2023	October 10, 2023	Yes	5	3	18 days

* to be filled in only for the current quarter meetings

IV. Meetings of Committees

<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>
Audit Committee					
November 16, 2023	Yes	4	3	August 17, 2023	89 days

Nomination and Remuneration Committee

NIL	NA	NA	NA	-	
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Stakeholders Relationship Committee

NIL	NA	NA	NA	-	-
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Risk Management Committee

NIL	NA	NA	NA	-	-
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Risk Management Committee comprises of 3 PID's (Independent Directors) and one Independent External Person as per SECC Regulations.

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

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

V. Related Party Transactions

Subject	Compliance status (Yes/No/NA) refer note below
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

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. 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 non-compliance may be given here.

VI. Affirmations

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 ofDirectors at the ensuing Board Meeting.

Sd/-
P.Dutta
Chief Financial Officer
Date: December 31, 2023

Sd/-
D.Chakraborty
CGM
Date: December 31, 2023

Sd/-
C. Datta
Company Secretary
Date: December 31, 2023

ANNEX II

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

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA) refer note below	If Yes provide link to website. If No / NA provide reasons
As per regulation 46(2) of the LODR:		
a) Details of business	YES	https://www.cse-india.com/main
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	https://www.cse-india.com/Pri_cont/Committees
d) Code of conduct of board of directors and senior management personnel	YES	https://www.cse-india.com/main/code_conduct
e) Details of establishment of vigil mechanism/ Whistle Blower policy	YES	https://www.cse-india.com/upload/upload/CSE_WHISTLE_BLOWER_POLICY.pdf
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	https://www.cse-india.com/upload/upload/Policy_on_Material_Subsidiaries_CSE_1.pdf
i) Details of familiarization programmes imparted to independent directors	YES	https://www.cse-india.com/upload/upload/Familiarisation_programme_CSE.pdf
j) Email address for grievance redressal and other relevant details	YES	https://www.cse-india.com/Pri_cont/pri_fetch?id=Investor%20Complaint%20Redressal%20System
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	YES	https://www.cse-india.com/Pri_cont/pri_fetch?id=Investor%20Complaint%20Redressal%20System
l) Financial results	YES	https://www.cse-india.com/Pri_cont/annual
m) Shareholding pattern	YES	https://www.cse-india.com/Pri_cont/cse_shareholding
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	
As per other regulations of the LODR:		
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	https://www.cse-india.com/Pri_cont/annual

It is certified that these contents on the website of the listed entity are correct.

II Annual Affirmations

Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
<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 & 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 & Remuneration Committee</i>	19(1) & (2)	YES
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	YES
<i>Meeting of Nomination & 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/- D.Chakraborty Company Secretary	Sd/- C. Datta Chief Financial Officer	Sd/- P.Dutta CGM
Date: December 31, 2023	Date: December 31, 2023	Date: December 31, 2023

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, 2023

I. Disclosure of Loans / guarantees / comfort letters / securities etc.
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(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
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:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
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
(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:			
	Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
	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
<p>Sd/- P.Dutta Chief Financial Officer Date: December 31, 2023</p>				
<p>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</p>				