

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: **March 31, 2022**

| 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. | Anindo Majumder | DIN:06984371 | Public Interest Director- Non-Executive Chairman | November 03, 2021 | - | - | 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 | - |

| | | | | | | | | | | | | |
|-----|----------------|-----------------------------------------------------------------|---------------------------------------------------|--------------------|---|-------------------|---------|--------------------|---|---|---|---|
| Mr. | Gautam Ganguli | DIN:00871416 | Public Interest Director – Non-Executive Director | September 08, 2021 | - | - | 3 Years | November 01, 1953 | - | - | - | - |
| Mr. | G.D. Gautama | DIN:08243156 | Public Interest Director – Non-Executive Director | August 30, 2018 | - | November 03, 2021 | 3 Years | September 13, 1952 | 2 | 3 | 1 | 1 |
| Mr. | Ashok Banerjee | DIN: 06884670 | Public Interest Director – Non-Executive Director | May 10, 2018 | - | October 21, 2021 | 3 Years | July 23, 1965 | 1 | 2 | 1 | 1 |
| | | 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

| Name of Committee | 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. Chako Josheph Mr. Anindo Majumder Ms. Gautam Ganguli | Chairperson- Non-Executive-Public Interest Director Non-ExecutivePublicInterestDirector Non-Executive- Public Interest Director | November 03, 2021 November 03, 2021 November 03, 2021 | |
| 2. Nomination & Remuneration Committee | Yes | Mr. Anindo Majumder Mr. Chako Josheph Ms. Gautam Ganguli | Chairperson- Non-Executive- Public Interest Director Non-Executive- Public Interest Director Non-Executive- Public Interest Director | November 03, 2021 November 03, 2021 November 03, 2021 | |
| 3. Risk Management Committee | Yes | Mr. Gautam Ganguli Mr. Anindo Majumder Ms. Chako Josheph Mr. Chanchal Mukherjee | Chairperson- Non-Executive-Public Interest Director Non-Executive- Public Interest Director Non-Executive- Public Interest Director Independent External Person | November 03, 2021 November 03, 2021 November 03, 2021 November 03, 2021 | |
| 4. Stakeholders Relationship Committee | Yes | Mr. Chako Josheph Mr. Anindo Majumder Ms. Gautam Ganguli | Chairperson - Non-Executive- Public Interest Director Non-Executive- Shareholder Director Non-Executive- Shareholder Director | November 03, 2021 November 03, 2021 November 03, 2021 | |

\$ 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> | <i>Number of Directors present*</i> | <i>Number of independent directors present*</i> | <i>Maximum gap between any two consecutive meetings (in number of days)</i> |
|------------------------------------------------------------|------------------------------------------------------------|--------------------------------------|-------------------------------------|-------------------------------------------------|-----------------------------------------------------------------------------|
| November 03, 2021 | January 20, 2022 | Yes | 3 | 3 | 61 |
| November 29, 2021 | February 07, 2022 | Yes | 3 | 3 | |
| | March 07, 2022 | Yes | 3 | 3 | |
| | March 15, 2022 | Yes | 3 | 3 | |

** 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

| | | | | | |
|------------------|-----|---|---|-------------------|----|
| January 21, 2022 | Yes | 3 | 3 | November 29, 2021 | 52 |
| March 30, 2022 | Yes | 3 | 3 | | |
| March 31, 2022 | Yes | 3 | 3 | | |

Nomination and Remuneration Committee

| | | | | | |
|-------------------|-----|---|---|---|---|
| February 07, 2022 | Yes | 3 | 3 | - | - |
| March 03, 2022 | Yes | 3 | 3 | | |

Stakeholders Relationship Committee

| | | | | | |
|-----|----|----|----|---|---|
| NIL | NA | NA | NA | - | - |
|-----|----|----|----|---|---|

Risk Management Committee

| | | | | | |
|-----|----|----|----|---|---|
| NIL | NA | NA | NA | - | - |
|-----|----|----|----|---|---|

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

| <i>Subject</i> | <i>Compliance status (Yes/No/NA) refer note below</i> |
|------------------------------------------------------------------------------------------------------------|-------------------------------------------------------|
| 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 of Directors at the ensuing Board Meeting.

Sd/-
C.Datta
 Company Secretary
 Date: April 21, 2022

Sd/-
P.Dutta
 Chief Financial Officer
 Date: April 21, 2022

Sd/-
D.Chakraborty
 CGM
 Date: April 21, 2022

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 |
| <i>It is certified that these contents on the website of the listed entity are correct.</i> | | |

| 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/-
C.Datta
Company Secretary
Date: April 21, 2022

Sd/-
P.Dutta
Chief Financial Officer
Date: April 21, 2022

Sd/-
D.Chakraborty
CGM
Date: April 21, 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 – March 31, 2022

| I. Disclosure of Loans / guarantees / comfort letters / securities etc. refer note below | | | |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------|-------------------------------------------------------|------------------------------------------------------------------------------------------|
| (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 availed 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 |

Sd/-
P.Dutta
Chief Financial Officer
Date: April 21, 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*