

CMS FINVEST LIMITED

(FORMERLY : CMS INFOTECH LIMITED)

Regd. Office :10 Princep Street, 2nd Floor, Kolkata - 700072

E: cmsfinvestltd@gmail.com, W: www.cmsinfotech.co.in

Phone : 91-33-4002 2880, Fax :91-33-2237 9053

CIN: L67120WB1991PLC052782

17th October, 2022

To,
The Secretary,
The Calcutta Stock Exchange Ltd.
7, Lyons Range,
Kolkata – 700 001
Scrip Code : 19100

Dear Sir/Ma'am,

Sub: Compliance Report on Corporate Governance for the half year ended 30th September, 2022

Pursuant to Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are hereby submitting the Compliance Report on Corporate Governance for the half year ended 30th September, 2022 in prescribed format.

This is for your perusal, necessary action and record.

Thanking you,

yours faithfully,
For **CMS Finvest Limited**



Surendra Kumar Jain
(Managing Director)
DIN: 00166852

General information about company	
Scrip code	019100
NSE Symbol	NA
MSEI Symbol	NA
ISIN	INE915A01011
Name of the entity	CMS FINVEST LIMITED
Date of start of financial year	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Half Yearly
Date of Report	30-09-2022
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Any other

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory																									
Whether the listed entity has a Regular Chairperson								Yes																	
Whether Chairperson related to Promoter								Yes	Disqualification of Directors under section 164 of the Companies Act, 2013																
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	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)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	SURENDRA KUMAR JAIN	AEYPJ0521K	00166852	Executive Director	Chairperson	MD	16-04-1950	No					NA		27-01-2016				2	0	0	0		
2	Mr	SANDEEP DEY	AHOPD3564D	00177159	Non-Executive - Independent Director	Not Applicable	Shareholder Director	04-07-1964	No					Yes	27-09-2019	14-03-2001	27-09-2019		60	1	1	2	0		
3	Mr	AKSHYA KUMAR PARIDA	ALRPP9994Q	01651737	Non-Executive - Independent Director	Not Applicable	Shareholder Director	06-06-1971	No					Yes	27-09-2019	10-09-2012	27-09-2019		60	1	1	0	2		
4	Mr	KAUSHAL KUMAR SINGH	AYOPS1080A	03092270	Non-Executive - Independent Director	Not Applicable	Shareholder Director	07-03-1974	No					NA		23-04-2019			60	1	1	2	0		

I. Composition of Board of Directors**Disclosure of notes on composition of board of directors explanatory****Whether the listed entity has a Regular Chairperson**

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re- appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	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)	Notes for not providing PAN	Notes for not providing DIN
5	Mrs	KRISHNA BANERJEE	APJPB3957M	06997186	Non- Executive - Non Independent Director	Not Applicable		01- 01- 1964	No					NA		24-03-2015				7	0	4	0		

Audit Committee Details								
Whether the Audit Committee has a Regular Chairperson					Yes			
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks	
1	00177159	SANDEEP DEY	Non-Executive - Independent Director	Member	14-03-2001			
2	01651737	AKSHYA KUMAR PARIDA	Non-Executive - Independent Director	Chairperson	10-09-2012			
3	03092270	KAUSHAL KUMAR SINGH	Non-Executive - Independent Director	Member	23-04-2019			

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00177159	SANDEEP DEY	Non-Executive - Independent Director	Member	14-03-2001		
2	01651737	AKSHYA KUMAR PARIDA	Non-Executive - Independent Director	Chairperson	10-09-2012		
3	03092270	KAUSHAL KUMAR SINGH	Non-Executive - Independent Director	Member	23-04-2019		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00177159	SANDEEP DEY	Non-Executive - Independent Director	Member	14-03-2001		
2	01651737	AKSHYA KUMAR PARIDA	Non-Executive - Independent Director	Chairperson	10-09-2012		
3	03092270	KAUSHAL KUMAR SINGH	Non-Executive - Independent Director	Member	23-04-2019		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure 1								
Annexure 1								
III. Meeting of Board of Directors								
Disclosure of notes on meeting of board of directors explanatory								
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	27-04-2022				Yes	5	5	3
2	27-05-2022				Yes	5	5	3
3		11-08-2022	75		Yes	5	5	3

Annexure 1										
IV. Meeting of Committees										
Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors (All directors including Independent director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	27-05-2022				Yes	5	3	2	0
2	Audit Committee	11-08-2022	75			Yes	5	3	2	0
3	Stakeholders Relationship Committee	02-09-2022	21			Yes	5	3	2	0

Annexure 1			
V. Related Party Transactions			
Sr	Subject	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Annexure 1		
VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	NA
6	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
7	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
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	SURENDRA KUMAR JAIN
2	Designation	Managing Director

Annexure III				
III. Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Whether “Corporate Governance Report” disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
Any other information to be provided				

Annexure III		
1	Name of signatory	SURENDRA KUMAR JAIN
2	Designation	Managing Director

Additional Half yearly Disclosure			
Applicability of disclosure		Applicable	
Reason for Non Applicability		Textual Information(1)	
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	0	0	
Promoter Group or any other entity controlled by them	0	0	
Directors (including relatives) or any other entity controlled by them	0	0	
KMPs or any other entity controlled by them	0	0	
(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	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
(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	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
(D) Additional Information			Textual Information(2)
II. Affirmations			
Affirmations		Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.		Yes	Textual Information(3)
Name	GOUTAM KARMAKAR		
Designation	CFO		
Place	KOLKATA		

Date	17-10-2022		
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Signatory Details	
Name of signatory	SURENDRA KUMAR JAIN
Designation of person	Managing Director
Place	Kolkata
Date	17-10-2022

