

# CMS FINVEST LIMITED

(FORMERLY : CMS INFOTECH LIMITED)

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CIN : L67120WB1991PLC052782

**Dated: 14.10.2016**

The Secretary  
The Calcutta Stock Exchange Asso. Ltd.  
7, Lyons Range  
Kolkata – 700 001

The Asst. General Manager  
Department of Corporate Services  
Bombay Stock Exchange Ltd.  
25<sup>th</sup> Floor, Phiroz Jeejeebhoy Towers  
Dalal Street, Mumbai – 400 001

Dear Sir/Madam

**Sub: Compliance Report on Corporate Governance for the quarter ended 30<sup>th</sup> September, 2016 and at the end of 6 months after end of financial year 31<sup>st</sup> March, 2016**

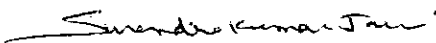
Pursuant to Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are hereby submitting the Compliance Report on Corporate Governance for the quarter ended 30<sup>th</sup> September, 2016 and at the end of 6 months after end of financial year 31<sup>st</sup> March, 2016 in prescribed format in Annexure- I and Annexure- III respectively.

This is for your information and record please.

Thanking You.

Yours faithfully,

For CMS Finvest Limited



**Surendra Kumar Jain**  
(Managing Director)  
DIN No. 00166852

**Annexure - I**

1. Name of the Listed Entity: CMS Finvest Ltd.
2. Quarter Ending: 30th September, 2016

I. Composition of Board of Directors								
Title (Mr./Ms.)	Name of the Director	PAN & DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Date of Appointment in the current term/(cessation)	Tenure	No. of Directorship in Listed entities including this listed entity (Refer Regulation 25(1) of the Listing Regulations)	Number of memberships in Audit/Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of the Listing Regulations)	No. of post of Chairperson in Audit/Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of the Listing Regulations)
Mr.	Surendra Kumar Jain	PAN: AEVPI0521K DIN: 00166852	Executive	27/01/2016	-	2	1	-
Mr.	Sandeep Dey	PAN: AHOPD3564D DIN: 00177159	Non-Executive/Independent	14/03/2001	5 Years w.e.f 24.09.2014	1	2	-
Mr.	Thakur Prasad	PAN: ABRPP5107L DIN: 00209053	Non-Executive/Independent	26/12/2005	5 Years w.e.f 24.09.2014	1	1	1
Mr.	Akshya Kumar Parida	PAN: ALRPP9994Q DIN: 01651737	Non-Executive/Independent	10/9/2012	5 Years w.e.f 24.09.2014	1	1	1
Mrs.	Krishna Banerjee	PAN: APFB3957M DIN: 06997186	Non-Executive	24/03/2015	-	7	1	-
Mrs.	Madhu Barnwal	PAN: AQJPP1684L DIN: 07150790	Non-Executive	Appointment Date: 12/8/2015 & Cessation Date: 10/08/2016	-	2	-	-
II. Composition of Committees								
Name of Committee		Name of Committee Members			Category (Chairperson/Executive/Non-Executive/Independent/Nominee)			
1. Audit Committee		Mr. Thakur Prasad			Non-Executive/Independent			
		Mr. Sandeep Dey			Non-Executive/Independent			
		Mr. Akshya Kumar Parida			Non-Executive/Independent			
		Mr. Sandeep Dey			Non-Executive/Independent			
2. Nomination & Remuneration Committee		Mr. Thakur Prasad			Non-Executive/Independent			
		Mr. Akshya Kumar Parida			Non-Executive/Independent			
		Mr. Sandeep Dey			Non-Executive/Independent			
		Mr. Thakur Prasad			Non-Executive/Independent			
3. Stakeholders Relationship Committee		Mr. Akshya Kumar Parida			Non-Executive/Independent			
		Mr. Sandeep Dey			Non-Executive/Independent			
		Mr. Thakur Prasad			Non-Executive/Independent			

**III. Meeting of Board of Directors**

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
28th May 2016	10th August 2016	73 Days

**IV. Meeting of Committees**

Date(s) of Meeting of the Committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of Meeting (if any) in the previous quarter	Maximum gap between any two consecutive (in number of days)
Audit Committee - 9th August, 2016	Yes, Total Strength - 3 Directors, Present - 3 Directors	27th May, 2016	73 Days

**V. Related Party Transactions**

Subject	Compliance Status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
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

**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 meeting of 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. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: Nil.

*Surendra Kumar Jain*

Surendra Kumar Jain  
Managing Director  
DIN: 00166852

Annexure III to be submitted by listed entity for six months ended 30th September, 2016 after end of financial year 31st March, 2016

I Affirmations		
Broad Heading	Regulation Number	Compliance Status (Yes/No/NA)refer note below
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
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of Nomination & Remuneration Committee at the Annual General Meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
<p><b>Note</b></p> <p>1. In the Column " Compliance Status", compliance or non-compliance may be indicated by Yes/No/NA. 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.</p> <p>2. If status is "No" details of non-compliance may be given here.</p> <p>3. If the Listed Entity would like to provide any other information the same may be indicated here.: Nil</p>		
<p><i>Surendra Kumar Jain</i>            Surendra Kumar Jain            Managing Director            DIN: 00166852</p>		