



**Date: 21st April, 2023**

**The Listing Department**  
The Calcutta Stock Exchange Limited  
7, Lyons Range  
Kolkata - 700 001

Dear Sir,

**Sub: Quarterly Corporate Governance Report pursuant to Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements), 2015**

Enclosed herewith please find the Corporate Governance Report for the Quarter ended 31<sup>st</sup> March, 2023 pursuant to Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements), 2015.

This is for your information and record.

Thanking you,  
Yours Truly,

For Adventz Securities Enterprises Limited

  
**Company Secretary**  
**Mem No. A38649**

NAME : PUNAM SINGH  
MEMBERSHIP NO.  
(ICSI) - A38649  
ADD. - 4, N. G. BASAK ROAD,  
DUM DUM, KOLKATA-700080

Encl: As above

Cc: The Listing Department  
MSEI Limited  
205(A), 2nd Floor  
Piramal Agastya Corporate Park  
Kamani Junction, LBS Road  
Kurla (West)  
Mumbai - 400070

**ADVENTZ SECURITIES ENTERPRISES LIMITED**

Hongkong House, 31 B. B. D. Bagh (South), Kolkata - 700 001, Tel.: +91-33-2248 8891/92

Fax: +91-33- 2243 7215 Email: corp@poddarheritage.com

CIN : L36993WB1995PLC069510

## ANNEXURE I

Format of report on Corporate Governance to be submitted by a listed entity on quarterly basis

1. Name of Listed Entity

Adventz Securities Enterprises Limited

2. Quarter ending

31st March, 2023

Title (Mr./Ms.)	Name of the Director	PAN <sup>5</sup> & DIN	Category (Chairperson /Executive/ Non- Executive/ in dependent/ Nominee) <sup>6</sup>	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.	Akshay Poddar	PAN: AFUPP0096C DIN: 00608686	Non-Executive - Non Independent	28-04-2001				20-07-1976	5	0	Audit Committee - 1 Stakeholders Relationship Committee - 2	Stakeholders Relationship Committee - 1
Mr.	Gaurav Agarwala	PAN: AEHPA6396L DIN: 00201469	Non-Executive - Non Independent	22-03-2000				07-08-1972	1	0	Audit Committee - 1 Stakeholders Relationship Committee - 1	Stakeholders Relationship Committee - 1
Mr.	Rewati Raman Goenka	PAN: ACBPG2254K DIN: 00375716	Non-Executive - Independent - Chairman	12-12-2006	15-09-2019		5 years	15-08-1946	1	1	Audit Committee - 1 Stakeholders Relationship Committee - 1	
Mr.	Piyush Khaitan	PAN: AENPK2954E DIN: 00348151	Non-Executive - Independent	30-06-2000	15-09-2019		5 years	19-10-1946	1	1	Audit Committee - 1 Stakeholders Relationship Committee - 1	Audit Committee - 1
Mr.	Kunal Agarwala	PAN: AELPA5198Q DIN: 01205229	Non-Executive - Independent	04-03-2013	15-09-2019		5 years	06-03-1977	1	1		
Mrs.	Shradha Agarwala	PAN: ACTPA8806F DIN: 01203800	Non-Executive - Non Independent	13-02-2020				04-08-1970	2	0	Audit Committee - 1 Stakeholders Relationship Committee - 1	

Whether Regular Chairperson appointed - YES

Whether Chairperson is related to Managing Director or CEO - NO

<sup>5</sup>PAN number of any director would not be displayed on the website of Stock Exchange<sup>6</sup>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.

II. Composition of Committees					
Name of Committee	Whether Regular Chairperson appointed	Name of Committee members	Category (Chairperson/Executive/ Non-Executive/Independent/Nominee) †	Date of Appointment	Date of Cessation
1. Audit Committee	YES	Mr. Piyush Khaitan Mr. Rewati Raman Goenka Mr. Gaurav Agarwala	Non Executive - Independent - Chairperson Non-Executive - Independent Non-Executive - Non Independent	Mr. Piyush Khaitan - 01.02.2016 Mr. Rewati Raman Goenka - 01.02.2016 Mr. Gaurav Agarwala - 22.04.2014	-
2. Nomination & Remuneration Committee	YES	Mr. Piyush Khaitan Mr. Rewati Raman Goenka Mr. Gaurav Agarwala	Non Executive - Independent - Chairperson Non-Executive - Independent Non-Executive - Non Independent	Mr. Piyush Khaitan - 01.02.2016 Mr. Rewati Raman Goenka - 01.02.2016 Mr. Gaurav Agarwala - 22.04.2014	-
3. Risk Management Committee(if applicable)		N.A.	N.A.		-
4. Stakeholders Relationship Committee	YES	Mr. Gaurav Agarwala Mr. Rewati Raman Goenka Mr. Piyush Khaitan	Non Executive - Non Independent - Chairperson Non-Executive - Independent Non-Executive - Independent	Mr. Gaurav Agarwala - 22.04.2014 Mr. Rewati Raman Goenka - 22.04.2014 Mr. Piyush Khaitan - 22.04.2014	-
† 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					
Date(s) of Meeting in the previous quarter	Date(s) of Meeting in the relevant quarter	Whether requirement of Quorum met*(Yes/No)	Number of Directors present*	Number of Independent Directors present*	Maximum gap between any two consecutive meetings (in number of days)
11-11-2022					
	28-01-2023	Yes	5	3	77
	28-03-2023	Yes	6	3	58
* to be filled in only for the current quarter meetings					
IV. Meeting of Committees					
Date(s) of Meeting of the Committee in the relevant quarter	Whether requirement of Quorum met*(Yes/No)	Number of Directors present**	Number of Independent Directors present**	Date(s) of Meeting of the Committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days*)
<b>Audit Committee</b>					
28-01-2023	Yes	3	2	11-11-2022	77
28-03-2023	Yes	3	2		
<b>Stakeholders Relationship Committee</b>					
-	-	-	-	-	-
<b>Risk Management Committee</b>					
NA					
<b>Nomination &amp; Remuneration Committee</b>					
-	-	-	-	-	-
* 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	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				

**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.

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) **NA**

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. 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: **Yes**

**No adverse comments have been given by the Board of Directors**

**Name & Designation - PUNAM SINGH (Company Secretary & Compliance Officer)**

**ANNEXURE II**

**Format to be submitted by listed entity at the end 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) refer note below</b>	<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	www.poddarheritage.com
b) Terms and conditions of appointment of independent directors	YES	www.poddarheritage.com
c) Composition of various committees of board of directors	YES	www.poddarheritage.com
d) Code of conduct of board of directors and senior management personnel	YES	www.poddarheritage.com
e) Details of establishment of vigil mechanism/ Whistle Blower policy	YES	www.poddarheritage.com
f) Criteria of making payments to non-executive directors	YES	www.poddarheritage.com
g) Policy on dealing with related party transactions	YES	www.poddarheritage.com
h) Policy for determining 'material' subsidiaries	NA	-
i) Details of familiarization programmes imparted to independent directors	YES	www.poddarheritage.com
j) Email address for grievance redressal and other relevant details	YES	www.poddarheritage.com
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	YES	www.poddarheritage.com
l) Financial results	YES	www.poddarheritage.com
m) Shareholding pattern	YES	www.poddarheritage.com
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	YES	www.poddarheritage.com
p) New name and the old name of the listed entity	YES	www.poddarheritage.com
q) Advertisements as per regulation 47 (1)	YES	www.poddarheritage.com
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	YES	www.poddarheritage.com
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA	-
<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)	YES	www.poddarheritage.com
b) Materiality Policy as per Regulation 30	YES	www.poddarheritage.com
c) Dividend Distribution policy as per Regulation 43A (as applicable)	NA	-

**Name & Designation - PUNAM SINGH (Company Secretary & Compliance Officer)**

## II Annual Affirmations

Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'	16(1)(b) & 25(6)	YES
Board composition	17(1), 17(1A) & 17(1B)	YES
Meeting of board of directors	17(2)	YES
Quorum of board meeting	17(2A)	YES
Review of Compliance Reports	17(3)	YES
Plans for orderly succession for appointments	17(4)	NA
Code of Conduct	17(5)	YES
Fees/compensation	17(6)	NA
Minimum Information	17(7)	YES
Compliance Certificate	17(8)	YES
Risk Assessment & Management	17(9)	YES
Performance Evaluation of Independent Directors	17(10)	YES
Recommendation of board	17(11)	YES
Maximum number of directorship	17A	YES
Composition of Audit Committee	18(1)	YES
Meeting of Audit Committee	18(2)	YES
Composition of Nomination & Remuneration Committee	19(1) & (2)	YES
Quorum of Nomination and Remuneration Committee meeting	19(2A)	YES
Meeting of Nomination & Remuneration Committee	19(3A)	YES
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	YES
Meeting of Stakeholder Relationship Committee	20 (3A)	YES
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	NA
Meeting of Risk Management Committee	21(3A)	NA
Vigil Mechanism	22	YES
Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	YES
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	YES
Approval for material related party transactions	23(4)	NA
Disclosure of related party transactions on consolidated basis	23(9)	YES
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA
Annual Secretarial Compliance Report	24(A)	YES
Alternate Director to Independent Director	25(1)	YES
Maximum Tenure	25(2)	YES
Meeting of independent directors	25(3) & (4)	YES
Familiarization of independent directors	25(7)	YES
Declaration from Independent Director	25(8) & (9)	YES
Directors and Officers insurance	25(10)	NA
Memberships in Committees	26(1)	YES
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	YES
Disclosure of Shareholding by Non- Executive Directors	26(4)	YES
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	YES

### Note

- 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.
- If status is "NO" details of non compliance may be given here.
- If the Listed Entity would like to provide any other information the same may be indicated here.

### III Affirmations:

The Listed Entity has approved the Material Subsidiary Policy and the Corporate Governance requirements with respect to the subsidiary of Listed Entity have been complied. **N.A.**

Name & Designation - PUNAM SINGH (Company Secretary & Compliance Officer)

**ANNEXURE IV**

**Format to be submitted twice a year, on a half yearly basis at the end of every six months of the financial year**

Half year ending - 31.03.2023

**1. 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	48,50,000.00	9,97,00,000.00
Promoter Group or any other entity controlled by them	NIL	NIL
Directors (Including relatives) or any other entity controlled by them	-	-
KMPs or any other entity controlled by them	-	12,00,00,000.00

(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

**II. Affirmations:**

All loans (or other forms of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other forms 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

**For Adventz Securities Enterprises Limited**

**Devendra Khemka**  
Manager & CFO

**Note**

- 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;
  - by a government company to/for the Government or government company
  - by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.
  - by a banking company or an insurance company; and
  - by the listed entity to its employees or directors as a part of the service conditions
- If the listed entity would like to provide any other information, the same may be indicated as Para D in the above table.