



# EMERALD COMMERCIAL LIMITED

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website : www.emeraldcommercial.in, CIN No. : L29299WB1983PLC036040

Date: 10.01.2017

To,  
Compliance Department  
Metropolitan Stock Exchange of India Limited  
Vibgyor Towers, 4th floor, Plot No C 62, G - Block,  
Opp. Trident Hotel, Bandra Kurla Complex,  
Bandra(E), Mumbai - 400 098

Sub: Quarterly Compliance Report on Corporate Governance for the quarter ended 31<sup>ST</sup>  
December, 2016.

Dear Sir,

Pursuant to Regulation 27 clause (3) of SEBI Listing regulation, 2015, (LORD), we are enclosing herewith the quarterly Compliance Report on Corporate Governance for the quarter ended 31<sup>ST</sup> December, 2016.

Kindly acknowledge the same.

Thanking you.

Yours Faithfully,  
For Emerald Commercial Limited

*Anisha Agarwal*

Anisha Agarwal  
Company Secretary  
Membership No. 32802



Encl: As stated above

**ANNEXURE I**

**Corporate Governance Format to be submitted by listed entity on quarterly basis**

1. Name of Listed Entity: **EMERALD COMMERCIAL LIMITED**

2. Quarter ending: **31/12/2016**

1. Composition of Board of Directors									
Title (Mr. / Ms)	Name of the Director	PAN & DIN		Category/Chairpersons on /Executive/Non-Executive/independent/Nominee) <sup>&amp;</sup>	Date of Appointment in the current term /cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(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)
Mr.	INDRAJIT SETT	C5MPS9663R	03581182	Executive / Non-Independent	29/02/2012	-	1	2	-
Mr.	SHEKHAR AGARWAL	ASHPA0882D	03369945	Non-Executive /Independent	20/03/2013	3 years 9 months	2	2	3
Mr.	BIKI RAY	APGPR1544F	05253193	Non-Executive /Independent	20/03/2013	3 years 9 months	1	2	-
Mrs.	ANITA BAJRANG AGARWAL	AWQPA9342M	07138637	Non-executive /Independent	27/03/2015	3 years 9 months	1	2	-

PAN number 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.



<b>II. Composition of Committees</b>			
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	
1. Audit Committee	1. Mr. Shekhar Agarwal 2. Mr. Biki Ray 3. Mrs. Anita Bajrang Agarwal 4. Mr. Indrajit Sett	Independent Director (Chairperson) Independent Director Independent Director Executive Director	
2. Nomination & Remuneration Committee	1. Mr. Shekhar Agarwal 2. Mr. Biki Ray 3. Mrs. Anita Bajrang Agarwal 4. Mr. Indrajit Sett	Independent Director Independent Director (Chairperson) Independent Director Executive Director	
3. Stakeholders Relationship Committee'	1. Mr. Shekhar Agarwal 2. Mr. Biki Ray 3. Mrs. Anita Bajrang Agarwal 4. Mr. Indrajit Sett	Independent Director (Chairperson) Independent Director Independent Director Executive Director	
&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			
<b>III. Meeting of Board of Directors</b>			
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)	
12 <sup>th</sup> August, 2016	11 <sup>th</sup> November, 2016	90 days	
<b>IV. Meeting of Committees</b>			
<b>Audit Committee</b>			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
11 <sup>th</sup> November, 2016	Yes, All members were present	12 <sup>th</sup> August, 2016	90 days
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional			
<b>V. Related Party Transactions</b>			
Subject		Compliance status (Yes/No/NA)refer note below	
Whether prior approval of audit committee obtained		NA	



Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA

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
  - 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 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.
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:

For Emerald Commercial Limited

*Anisha Agarwal*  
 Anisha Agarwal  
 Company Secretary  
 M.No: 32802



Note: Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.



**ANNEXURE-II**

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance status (Yes/No/NA)</b>	
Details of business	YES	
Terms and conditions of appointment of independent directors	YES	
Composition of various committees of board of directors	YES	
Code of conduct of board of directors and senior management personnel	YES	
Details of establishment of vigil mechanism/ Whistle Blower policy	YES	
Criteria of making payments to non-executive directors	YES	
Policy on dealing with related party transactions	NA	
Policy for determining 'material' subsidiaries	NA	
Details of familiarization programmes imparted to independent directors	YES	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	YES	
email address for grievance redressal and other relevant details	YES	
Financial results	YES	
Shareholding pattern	YES	
Details of agreements entered into with the media companies and/or their associates	NA	
New name and the old name of the listed entity	YES	
<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>
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)	YES
Meeting of Board of directors	17(2)	YES
Review of Compliance Reports	17(3)	YES
Plans for orderly succession for appointments	17(4)	YES
Code of Conduct	17(5)	YES
Fees/compensation	17(6)	YES
Minimum Information	17(7)	YES
Compliance Certificate	17(8)	YES
Risk Assessment & Management	17(9)	YES
Performance Evaluation of Independent Directors	17(10)	YES
Composition of Audit Committee	18(1)	YES
Meeting of Audit Committee	18(2)	YES
Composition of nomination & remuneration committee	19(1) & (2)	YES
Composition of Stakeholder Relationship Committee	20(1) & (2)	YES
Composition and role of risk management committee	21(1),(2),(3),(4)	NA
Vigil Mechanism	22	YES
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	NA
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA
Approval for material related party transactions	23(4)	NA
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
Maximum Directorship & Tenure	25(1) & (2)	YES
Meeting of independent directors	25(3) & (4)	YES
Familiarization of independent directors	25(7)	YES
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
<b>III Affirmations:</b>		
The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.		

FOR EMERALD COMMERCIAL LIMITED

*Anisha Agarwal*  
ANISHA AGARWAL

COMPANY SECRETARY & COMPLIANCE OFFICER

MEM NO:32802

