



EMERALD COMMERCIAL LIMITED

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

Date: 18th April, 2022

To
The Calcutta Stock Exchange Limited,
7, Lyons Range,
Kolkata- 700 001

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: Quarter Compliance Report on Corporate Governance for the quarter ended 31st March, 2022

Dear Sir,

Pursuant to Regulation 27 clause (2) of SEBI Listing regulation, 2015, (LODR), we are enclosing herewith quarterly Compliance Report on Corporate Governance for the quarter ended 31st March, 2022.

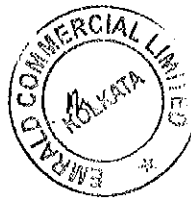
Kindly acknowledge the same.

Thanking you.
Yours Faithfully,

For Emerald Commercial Limited

Mukesh Agarwal

MUKESH AGARWAL
Company Secretary
M No. 61255
Encl: As stated above



General information about company	
Scrip code	051082
NSE Symbol	
MSEI Symbol	EMRALD
ISIN	INE162D01014
Name of the entity	EMRALD COMMERCIAL LIMITED
Date of start of financial year	01-04-2021
Date of end of financial year	31-03-2022
Reporting Quarter	Yearly
Date of Report	31-03-2022
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 is related to MD or CEO														No						
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 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	INDRAJIT SETT	CSMPS9663R	03581182	Executive Director	Chairperson		13-09-1976	NA		29-09-2012				1	0	2	0		
2	Mr	SHAMBHU PRASAD SINGH	KXTPS4643R	08407368	Executive Director	Not Applicable		01-04-1987	NA		04-04-2019				1	0	0	0		
3	Mr	GIRISH AGARWAL	AGNPA5433A	08234212	Non-Executive - Independent Director	Not Applicable		23-03-1976	Yes	29-09-2018	04-09-2018	29-09-2018		42	1	1	2	0		
4	Mr	TARAK CHAKRABORTY	ASAPC9664L	08397149	Non-Executive - Independent Director	Not Applicable		20-08-1961	Yes	30-09-2019	08-04-2019	30-09-2019		30	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 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	INDU VERMA	CXJPS6957A	08528515	Non-Executive - Independent Director	Not Applicable		16-06-1985	Yes	30-09-2019	13-08-2019	30-09-2019		30	1	1	1	2		

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	08397149	TARAK CHAKRABORTY	Non-Executive - Independent Director	Member	08-04-2019		
2	08234212	GIRISH AGARWAL	Non-Executive - Independent Director	Member	04-09-2018		
3	08528515	INDU VERMA	Non-Executive - Independent Director	Chairperson	13-08-2019		
4	03581182	INDRAJIT SETT	Executive Director	Member	29-02-2012		

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	08397149	TARAK CHAKRABORTY	Non-Executive - Independent Director	Chairperson	08-04-2019		
2	08234212	GIRISH AGARWAL	Non-Executive - Independent Director	Member	04-09-2018		
3	08528515	INDU VERMA	Non-Executive - Independent Director	Member	13-08-2019		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson						Yes	
Sr	DIN	Name of Committee	Category 1 of directors	Category 2 of	Date of	Date of	Remarks

	Number	members		directors	Appointment	Cessation	
1	08397149	TARAK CHAKRABORTY	Non-Executive - Independent Director	Member	08-04-2019		
2	03581182	INDRAJIT SETT	Executive Director	Member	29-02-2012		
3	08234212	GIRISH AGARWAL	Non-Executive - Independent Director	Member	04-09-2018		
4	08528515	INDU VERMA	Non-Executive - Independent Director	Chairperson	13-08-2019		

Risk Management Committee							
Whether the Risk Management 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

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)	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	01-11-2021				Yes	5	3
2		31-01-2022	90		Yes	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)	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	Audit	01-11-2021				Yes	4	3

	Committee							
2	Audit Committee	31-01-2022	90			Yes	4	3
3	Nomination and remuneration committee	31-01-2022				Yes	3	3
4	Stakeholders Relationship Committee	01-11-2021				Yes	4	3

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	NA	
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	NA	

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 500 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	MUKESH AGARWAL
2	Designation	Company Secretary and Compliance Officer

Annexure II				
Annexure II 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				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		http://emraldcommercial.in
2	Terms and conditions of appointment of independent directors	Yes		http://emraldcommercial.in
3	Composition of various committees of board of directors	Yes		http://emraldcommercial.in
4	Code of conduct of board of directors and senior management personnel	Yes		http://emraldcommercial.in
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		http://emraldcommercial.in
6	Criteria of making payments to non-executive directors	Yes		http://emraldcommercial.in
7	Policy on dealing with related party transactions	Yes		http://emraldcommercial.in
8	Policy for determining 'material' subsidiaries	Yes		http://emraldcommercial.in
9	Details of familiarization programmes imparted to independent directors	Yes		http://emraldcommercial.in

Annexure II				
Annexure II 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				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		http://emraldcommercial.in
11	email address for grievance redressal and other relevant details	Yes		http://emraldcommercial.in
12	Financial results	Yes		http://emraldcommercial.in
13	Shareholding pattern	Yes		http://emraldcommercial.in
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	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		http://emraldcommercial.in
16	New name and the old name of the listed entity	Yes		http://emraldcommercial.in
17	Advertisements as per regulation 47 (1)	Yes		http://emraldcommercial.in
18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		http://emraldcommercial.in

20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		http://emraldcommercial.in
21	Materiality Policy as per Regulation 30	Yes		http://emraldcommercial.in
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA		
23	It is certified that these contents on the website of the listed entity are correct	Yes		http://emraldcommercial.in

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	NA	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
23	Meeting of Risk Management Committee	21(3A)	NA	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA	
27	Approval for material related party transactions	23(4)	NA	
28	Disclosure of related party transactions on consolidated basis	23(9)	NA	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	Yes	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

Annexure II		
1	Name of signatory	MUKESH AGARWAL
2	Designation	Company Secretary and Compliance Officer

Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
	Any other information to be provided	

Annexure II		
1	Name of signatory	MUKESH AGARWAL
2	Designation	Company Secretary and Compliance Officer

Additional Half yearly Disclosure		
Applicability of disclosure	Not Applicable	
Reason for Non Applicability	Textual Information(1)	

Signatory Details	
Name of signatory	MUKESH AGARWAL
Designation of person	Company Secretary and Compliance Officer
Place	KOKLATA
Date	18-04-2022