

### General information about company

Script code	015082
NSE Symbol	
MSEI Symbol	EMRALD
ISIN	INE162D01014
Name of the entity	<b>EMRALD COMMERCIAL LIMITED</b>
Date of start of financial year	01-04-2023
Date of end of financial year	31-03-2024
Reporting Quarter	Yearly
Date of Report	31-03-2024
Risk management committee	Not Applicable
Market Capitalization 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	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 his 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	Managing Director	13-09-1976	No				Active	NA		29-09-2012				6	1	0	2	0		Mr
2	Mr	ARUN SINGH	DEYPS1651L	10237089	Executive Director	Not Applicable		01-01-1970	No				Active	NA		28-08-2023				6	1	0	0	0		
3	Mr	GIRISHAGAR WAL	AGNPA5433A	08234212	Non-Executive - Independent Director	Not Applicable		23-03-1976	No				Active	Yes	22-09-2023	04-09-2018	22-09-2023		6	1	1	2	0			
4	Mr	TARAK CHAKRA BORTY	ASAPC9664L	08397149	Non-Executive - Independent Director	Not Applicable		20-08-1961	No				Active	Yes	30-09-2019	08-04-2019	30-09-2019		54	1	1	2	0			
5	Mrs.	INDU VERMA	CXJPS6957A	08528515	Non-Executive - Independent Director	Not Applicable		16-06-1985	No				Active	Yes	30-09-2019	13-08-2019	30-09-2019		54	1	1	0	2			

<b>Audit Committee Details</b>							
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	08405997	BAPPA MITRA	Non-Executive – Independent Director	Chairperson	08-04-2019		
2	07370734	MINA DEVI AGARWAL	Non-Executive – Independent Director	Member	06-01-2016		
3	09672631	SWAPAN SARDAR	Non-Executive – Independent Director	Member	05-09-2023		

<b>Nomination and remuneration committee</b>							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	08405997	BAPPA MITRA	Non-Executive – Independent Director	Chairperson	08-04-2019		
2	07370734	MINA DEVI AGARWAL	Non-Executive – Independent Director	Member	06-01-2016		
3	09672631	SWAPAN SARDAR	Non-Executive – Independent Director	Member	05-09-2023		



<b>Corporate Social Responsibility Committee</b>							
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

<b>Other Committee</b>						
DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks	

## 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	07-11-2023				Yes	5	5	3
2		29-01-2024	82		Yes	5	5	3
3		26-02-2024	27		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 in the Committee as on date of the meeting	Number of Directors Present (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	07-11-2023				Yes	4	4	3	0
2	Audit Committee	29-01-2024	82			Yes	4	4	3	0
3	Nomination and Remuneration Committee	26-02-2024	27			Yes	3	3	3	0

**Annexure1**

**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 omni bus approval have been reviewed by Audit Committee	NA	
Disclosure of notes of material transaction with related party			

**Details of Cyber Security incidence**

Whether as per Regulation 27(2)(ba) of SEBI(LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter		No
Date of the event		Brief details of the event



## 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 top1000 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
9	Any comments/observations/advice of Board of Directors may be mentioned here:	

## Annexure1

Sr	Subject	Compliance status
1	Name of signatory	SANDEEP VERMA
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		<a href="https://emraldcommercial.in/index.html">https://emraldcommercial.in/index.html</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="https://emraldcommercial.in/Policy.html">https://emraldcommercial.in/Policy.html</a>
3	Composition of various committees of board of directors	Yes		<a href="https://emraldcommercial.in/Policy.html">https://emraldcommercial.in/Policy.html</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="https://emraldcommercial.in/Policy.html">https://emraldcommercial.in/Policy.html</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="https://emraldcommercial.in/Policy.html">https://emraldcommercial.in/Policy.html</a>
6	Criteria of making payments to non-executive directors	Yes		<a href="https://emraldcommercial.in/Policy.html">https://emraldcommercial.in/Policy.html</a>
7	Policy on dealing with related party transactions	Yes		<a href="https://emraldcommercial.in/Policy.html">https://emraldcommercial.in/Policy.html</a>
8	Policy for determining 'material' subsidiaries	NA		
9	Details of Familiarization programmes imparted to independent directors	Yes		<a href="https://emraldcommercial.in/Policy.html">https://emraldcommercial.in/Policy.html</a>
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		<a href="https://emraldcommercial.in/contact.html">https://emraldcommercial.in/contact.html</a>
11	email address for grievance redressal and other relevant details	Yes		<a href="https://emraldcommercial.in/contact.html">https://emraldcommercial.in/contact.html</a>
12	Financial results	Yes		<a href="https://emraldcommercial.in/financial.html">https://emraldcommercial.in/financial.html</a>
13	Shareholding pattern	Yes		<a href="https://emraldcommercial.in/share.html">https://emraldcommercial.in/share.html</a>

14	Details of agreements entered into with the media companies and/or their associates.	NA		
15.1	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	NA		
15.2	Audio or video recordings and transcripts of post earnings/quarterly calls	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47(1)	Yes		<a href="https://emraldcommercial.in/announcement.html">https://emraldcommercial.in/announcement.html</a>
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	NA		
20	Secretarial Compliance Report	Yes		<a href="https://emraldcommercial.in/ascr.html">https://emraldcommercial.in/ascr.html</a>
21	Materiality Policy as per Regulation 30 (4)	Yes		<a href="https://emraldcommercial.in/Policy.html">https://emraldcommercial.in/Policy.html</a>
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	NA		
23	Disclosures under regulation 30(8)	Yes		<a href="https://emraldcommercial.in/about.html#">https://emraldcommercial.in/about.html#</a>
24	Statements of deviation(s) or variations(s) as specified in regulation 32	NA		
25	Dividend Distribution policy as per Regulation 43A(1)	NA		
26	Annual return as provided under section 92 of the Companies Act, 2013.	Yes		<a href="https://emraldcommercial.in/return.html">https://emraldcommercial.in/return.html</a>

27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes		<a href="https://emraldcommercial.in/disclosure/Disclosure%20under%20Reg%2046.pdf">https://emraldcommercial.in/disclosure/Disclosure%20under%20Reg%2046.pdf</a>
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes		-
29	Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]			

## 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	
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	Role of Audit Committee and information to be reviewed by the audit committee	18(3)		
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
21	Role of Nomination and Remuneration Committee	19(4)		

22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
24	Role of Stakeholders Relationship Committee	20(4)	Yes	
25	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
26	Meeting of Risk Management Committee	21(3A)	NA	
27	Quorum of Risk Management Committee meeting	21(3B)	NA	
28	Gap between the meetings of the Risk Management Committee	21(3C)	NA	
29	Vigil Mechanism	22	Yes	
30	Policy for related party Transaction	23(1),(1A),(5), (6),(7) & (8)	Yes	
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA	
32	Approval for material related party transactions	23(4)	NA	
33	Disclosure of related party transactions on consolidated basis	23(9)	NA	
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	
36	Alternate Director to Independent Director	25(1)	Yes	
37	Maximum Tenure	25(2)	Yes	
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism.	25(2A)	Yes	
39	Meeting of independent directors	25(3) & (4)	Yes	
40	Familiarization of independent directors	25(7)	Yes	

41	Declaration from Independent Director	25(8) & (9)	Yes	
42	D & O Insurance	25(10)	NA	
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity.	25(11)	Yes	
44	Memberships in Committees	26(1)	Yes	
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
46	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
47	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
48	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	Yes	
49	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	Yes	

Annexure II

1	Name of signatory	SANDEEP VERMA
2	Designation	Company Secretary and Compliance Officer

<b>Annexure II</b>		
<b>III. Affirmations</b>		
<b>Sr</b>	<b>Particulars</b>	<b>Compliance status (Yes/No/NA)</b>
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	

<b>Annexure II</b>	
Name of signatory	SANDEEP VERMA
Designation	Company Secretary and Compliance Officer

<b>Signatory Details</b>	
Name of signatory	SANDEEP VERMA
Designation	Company Secretary and Compliance Officer
Place	Kolkata
Date	19.04.2024





