

# IMPEX SERVICES LIMITED

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CIN: L74999WB1985PLC039281; WEBSITE: [www.impexservices.in](http://www.impexservices.in)

13<sup>th</sup> April, 2016

To,  
The Secretary,  
The Calcutta Stock Exchange Ltd.,  
7, Lyons Range,  
Kolkata-700 001

Dear Sir,

**Ref.: SEBI Circular No. CIR/CFD/CMD/5/2015 dated September 24, 2015**

**Sub.: Quarterly & End of the Financial Year Compliance Report on Corporate Governance**

Pursuant to Regulation 27(2) of the Securities Exchange and Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015 ("Listing Regulations"), we are enclosing herewith Quarterly and end of the Financial Year Compliance Report on Corporate Governance in the format specified (Annexure I & Annexure II) for the Quarter ended on 31<sup>st</sup> March, 2017 for your record.

Please acknowledge the receipt.

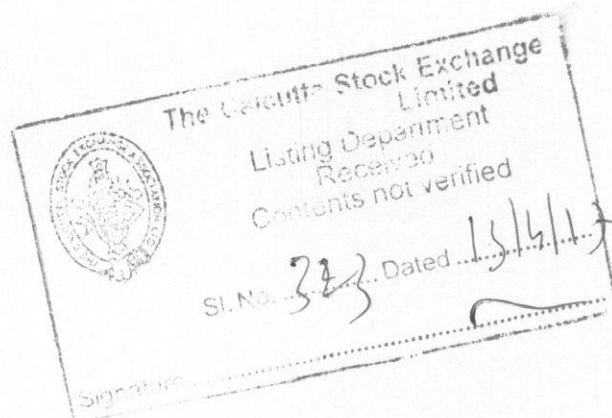
Thanking You,

Yours faithfully,  
For Impex Services Ltd.

*Sourav Kumar*

**Sourav Kumar**  
**Director**  
**DIN: 07109214**

Encl. As Above



1. Name of Listed Entity: Impex Services Limited  
2. Quarter ending: 31st March, 2017

I. Composition of Board of Directors								
Title (Mr./Mrs.)	Name of the Director	PAN <sup>5</sup> & DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) <sup>6</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)	No. 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.	Dipu Sumer	DURPS8422N & 07312284	Non-Executive-Independent	N.A.	60 months	1	2	1
Mr.	Rajendra Kumar Maheswari	ADPPM3710P & 00566387	Non-Executive-Independent	N.A.	60 months	3	4	1
Mr.	Vivek Agarwal	AHMPA6120G & 01678709	Chairperson-Non-Executive-Independent	N.A.	60 months	2	4	1
Mrs.	Shikha Sanjay Jain	AUEPJ2976Q & 07386476	Non-Executive-Independent-Woman Director	N.A.	60 months	1	1	0
Mr.	Sourav Kumar	DSUPK9637J & 07109214	Non-Executive-Independent	13-02-2017	60 months	1	0	0

<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	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) <sup>6</sup>
1. Audit Committee	1. Mr. Dipu Sumer 2. Mr. Rajendra Kumar Maheswari 3. Mr. Vivek Agarwal 4. Mrs. Shikha Sanjay Jain	Chairperson-Non-Executive-Independent Non-Executive-Independent Non-Executive-Independent Non-Executive-Independent-Woman Director
2. Nomination & Remuneration Committee	1. Mr. Dipu Sumer 2. Mrs. Shikha Sanjay Jain 3. Mr. Rajendra Kumar Maheswari	Chairperson-Non-Executive-Independent Non-Executive-Independent-Woman Director Non-Executive-Independent
3. Stakeholders Relationship Committee	1. Mr. Vivek Agarwal 2. Mr. Dipu Sumer 3. Mr. Rajendra Kumar Maheswari	Chairperson-Non-Executive-Independent Non-Executive-Independent Non-Executive-Independent
4. Risk Mangement Committee	1. Mr. Rajendra Kumar Maheswari 2. Mr. Dipu Sumer 3. Mr. Vivek Agarwal	Chairperson-Non-Executive-Independent Non-Executive-Independent Non-Executive-Independent
5. Other Committee: Fair Practice Code	1. Mrs. Shikha Sanjay Jain 2. Mr. Rajendra Kumar Maheswari 3. Mr. Vivek Agarwal	Chairperson-Non-Executive-Independent-Woman Director Non-Executive-Independent Non-Executive-Independent

<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

#### 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)
14-11-2016	13-02-2017	90 days
	07-03-2016	21 Days
	30-03-2016	22 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 of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee: 13-02-2017	Yes. All the 4(Four) Committee Members were present	14-11-2016	90 days
Audit Committee: 07-03-2017	Yes. All the 4(Four) Committee Members were present		21 days

\* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

#### 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	NA

#### Note

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.

2. If status is "No" details of non-compliance may be given here.

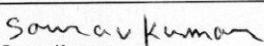
#### VI. Affirmations

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
  - Audit Committee
  - Nomination & Remuneration Committee
  - Stakeholders Relationship Committee
  - Risk Management Committee (Not Applicable but voluntarily constituted)
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- 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.
- 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: In Table II (Point 5) of Annexure 1, Other Committee is referred to Fair Practice Code Committee.

*Sourav Kumar*

Sourav Kumar  
Director  
DIN: 07109214

Format 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		
Item	Compliance status (Yes/No/NA)	
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	Yes	
Policy for determining 'material' subsidiaries	Yes	
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	NA	
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
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. Compliance Certificate pursuant to Reg. 17(8) shall be furnished by the Managing Director & CFO and to be placed at the ensuing Board Meeting to be held within 30/05/2017.
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)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
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)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
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>Note</b>		
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.		
3. If the Listed Entity would like to provide any other information the same may be indicated here.		
<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.		
 Sourav Kumar Director DIN:07109214		