
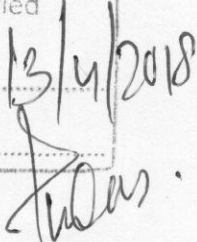


# IMPEX SERVICES LIMITED

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13<sup>th</sup> April, 2018

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

|   |   |
|---|---|
|  | The Calcutta Stock Exchange<br>Limited  |
|   | Listing Department<br>Received<br>Contents not verified                             |
| Sl. No. 304   | Dated 13/4/2018   |
| Signature   |  |

Dear Sir,

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

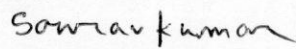
**Sub.: Quarterly Compliance Report on Corporate Governance**

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 Compliance Report on Corporate Governance in the format specified (Annexure I & Annexure II) for the Quarter ended 31<sup>st</sup> March, 2018 for your record.

Please acknowledge the receipt.

Thanking You,

Yours faithfully,  
**For Impex Services Ltd.**



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

Encl. As Above

| I. Composition of Board of Directors |                          |                        |   |  |           |   |  |   |
|--------------------------------------|--------------------------|------------------------|---|--|-----------|---|--|---|
| Title (Mr./Ms./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 | 1   | 0  | 0   |
| Mr.                                  | Vivek Agarwal            | AHMPA6120G & 01678709  | Chairperson-Non-Executive-Independent   | N.A.   | 60 months | 2   | 3  | 1   |
| Mr.                                  | Sourav Kumar             | DSUPK9637J & 07109214  | Non-Executive-Independent   | N.A.   | 60 months | 1   | 2  | 1   |
| Mrs.                                 | Shikha Sanjay Jain       | AUEPJ2976Q & 07386476  | Non-Executive-Independent   | N.A.   | 60 months | 1   | 1  | 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. Sourav Kumar<br>2. Mr. Dipu Sumer<br>3. Mr. Vivek Agarwal<br>4. Mrs. Shikha Sanjay Jain            | Chairperson-Non-Executive-Independent<br>Non-Executive-Independent<br>Non-Executive-Independent<br>Non-Executive-Independent-Woman Director |
| 2. Nomination & Remuneration Committee | 1. Mr. Dipu Sumer<br>2. Mrs. Shikha Sanjay Jain<br>3. Mr. Sourav Kumar<br>4. Mr. Rajendra Kumar Maheswari | Chairperson-Non-Executive-Independent<br>Non-Executive-Independent-Woman Director<br>Non-Executive-Independent<br>Non-Executive-Independent |
| 3. Stakeholders Relationship Committee | 1. Mr. Dipu Sumer<br>2. Mr. Vivek Agarwal<br>3. Mr. Sourav Kumar  | Chairperson-Non-Executive-Independent<br>Non-Executive-Independent<br>Non-Executive-Independent   |
| 4. Risk Management Committee           | 1. Mr. Rajendra Kumar Maheswari<br>2. Mr. Dipu Sumer<br>3. Mr. Vivek Agarwal                              | Chairperson-Non-Executive-Independent<br>Non-Executive-Independent<br>Non-Executive-Independent   |
| 5. Other Committee: Fair Practice Code | 1. Mrs. Shikha Sanjay Jain<br>2. Mr. Rajendra Kumar Maheswari<br>3. Mr. Vivek Agarwal                     | Chairperson-Non-Executive-Independent-Woman Director<br>Non-Executive-Independent<br>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) |
|---|---|---|
| 14-11-2017  | 14-02-2018  | 91 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* |
|---|---|---|---|
| 14-02-2018  | Yes. All the 4(Four) Committee Members were present | 14-11-2017  | 91 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   | 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


- 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.<br>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 30/05/2018. |
| 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)                         | NA  |
| 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   | 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/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   |                               |   |
| 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.  |                               |   |
| <p><i>Sourav Kumar</i></p> <p>Sourav Kumar<br/>Director<br/>DIN:07109214</p>    |                               |   |