



## Likhmi Consulting Limited

CIN NO.: L45209WB1982PLC034804

Regd. Off.: 62A, Dr. Meghnad Shah Sarani, Room No. 1, 2nd Floor, Southern Avenue, Kolkata - 700029  
Phone: 033-32999092 | Email: info@likhamiconsulting.com

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

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

Dear Sir,

**Sub: Compliance Report on Corporate Governance**

We attach herewith the quarterly compliance report on Corporate Governance as per Regulation 27 (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in the format (Annexure I & Annexure II) for the quarter and year ended March 31, 2016.

Please acknowledge the receipt.

Yours faithfully,  
For Likhmi Consulting Ltd.

**Biswajit Barua**  
(WholeTime Director)

DIN: 06992250

Encl.: As above



Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity : **Likhami Consulting Limited**  
 2. Quarter ending : **31<sup>st</sup> March, 2016**

## I. Composition of Board of Directors

Title (Mr./Ms)	Name of the Director	PANs & DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/Nominee) &	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.	Biswajit Barua	PAN: AXVPB8032B DIN: 06992250	Whole-time director / Executive	01/09/2014	0	2	1	1
Mr.	Ramesh Kumar Jain	PAN: AGFPJ3874Q DIN: 06755964	Non - Independent Director	01/09/2015	2	1	0	0
Mr.	Jyotiraaditya Singha	PAN: AQRPS6886K DIN: 02354678	Non- Independent Director	13/11/2015	0	3	6	0
Mr.	Babu Lal Jain	PAN: AFYPI1165J DIN: 02467622	Non- Independent Director	29/09/2014	3	3	3	3
Mr.	Chander Moleshwar Singh	PAN: AVMP7289J DIN: 02019488	Non - Independent Director	25/04/2006	0	1	1	1
Mrs.	Ruchi Gupta	PAN: BCDPG7924H DIN: 07283515	Woman Director / Non- Independent Director	01/09/2015	5	2	0	0
Ms.	Dipti Jayant Kashid	PAN: ASRPK9103F DIN: NA	CFO	01/09/2015	0	0	0	0
Ms.	Shruti Jain	PAN: AJCPJ1797N	Company Secretary	01/09/2015	0	0	0	0

\*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.





II. Composition of Committees		Category (Chairperson/Executive/Non-Executive/Independent/Nominee) \$
Name of Committee	Name of Committee members	
1. Audit Committee	Mr. Jyotiraaditya Singha Mr. Babu Lal Jain Mr. Chander Moleshwar Singh	Non - Independent Director Chairperson / Non - Independent Director Non - Independent Director
2. Nomination & Remuneration Committee	Mr. Jyotiraaditya Singha Mr. Babu Lal Jain Mr. Chander Moleshwar Singh	Non - Independent Director Chairperson / Non - Independent Director Non - Independent Director
3. Risk Management Committee(if applicable)	Not Applicable	
4. Stakeholders Relationship Committee'	Mr. Jyotiraaditya Singha Mr. Babu Lal Jain Mr. Chander Moleshwar Singh	Non - Independent Director Non - Independent Director Chairperson / Non - Independent 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		

III. Meeting of Board of Directors		Maximum gap between any two consecutive (in number of days)
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	
November 13, 2015	February 12, 2016	90 days
	March 31, 2016	47 days

IV. Meeting of Committees		Maximum gap between any two consecutive meetings in number of days*
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	
Audit Committee February 11, 2016	Yes - All Members Present	90 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		Compliance status (Yes/No/NA)refer note below
Subject		
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.

\*There were no contracts or arrangements made with related parties as defined under Section 188 of the Companies Act, 2013 during the relevant quarter ended under review.



**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 Likhmi Consulting Limited**



**Biswajit Barua**  
**DIN: 06992250**

**Company Secretary / Compliance Officer / Managing Director / Whole - Time Director / CEO**





Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance status (Yes/No/NA) refer note below</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	Yes	
Policy for determining 'material' subsidiaries	N.A.	
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	N.A.	
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) refer note below</b>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment &amp; Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of nomination &amp; remuneration committee</i>	19(1) & (2)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Yes
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) & (8)	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes
<i>Approval for material related party transactions</i>	23(4)	N.A.
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	N.A.
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	N.A.



<i>Maximum Directorship &amp; Tenure</i>	25(1) & (2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes

**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.
- 3 If the Listed Entity would like to provide any other information the same may be indicated here.

**III Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

For Likhani Consulting Limited



Biswajit Barua  
DIN: 06992250

Company Secretary / Compliance Officer / Managing Director / Whole - Time Director / CEO