



# Likhmi Consulting Limited

CIN NO.: L45209WB1982PLC034804

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Date : 12 April, 2017

To,  
The Secretary,  
The Calcutta Stock Exchange Limited,  
7, Lyons Range,  
Kolkata-700001

To,  
Dy.General Manager,  
Corporate Relationship Department,  
BSE Limited,  
P.J.Tower, Mumbai-400001

Dear Sir,


**Sub : Corporate Governance Report as per Regulation 27(2) of the SEBI ( Listing Obligations and Disclosure Requirements) Regulations, 2015**

Pursuant to Regulation 27 ( 2) of SEBI ( Listing Obligations and Disclosure Requirements) Regulations, 2015 please find below the status of Corporate Governance Report in the Format ( Annexure I & II ) of the Company for the quarter and year ended 31 March, 2017.

The above reports shall be placed before the Board of Directors in its forthcoming meeting.

Kindly take the same on record & oblige.

Yours Faithfully  
For Likhmi Consulting Limited

  
Biswajit Barua  
Whole Time Director  
DIN: 06992250



Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity : Likhmi Consulting Limited  
 2. Quarter ending : 31<sup>st</sup> March, 2017

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	Executive/ Whole-time director	01/09/2014	-	2	0	2	
Mr.	Babu Lal Jain	PAN: AFYPJ1165J DIN: 02467622	Non Executive Independent Director	29/09/2014	30	1	0	2	
Mr.	Chander Moleshwar Singh	PAN: AVMPS7289J DIN: 02019488	Non Executive Director	25/04/2006		1	0	0	
Mr.	Jyotiraaditya Singha	PAN : AQRPS6886K DIN : 02354678	Non Executive Independent Director	13/11/2015	16	4	4	2	
Mrs.	Ruchi Gupta	PAN: BCDPG7924H DIN: 07283515	Woman Director / Non- Executive Independent Director	01/09/2015	19	2	4	0	
Ms.	Dipti Jayant Kashid	PAN: ASRPK9103F DIN: NA	CFO	01/09/2015	-	N.A.	N.A.	N.A.	
Mrs.	Bulbul Amit Bhansali	PAN: BYOPD1695R DIN: NA	Company Secretary	11/02/2017	-	N.A.	N.A.	N.A.	

\*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		
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) \$
1. Audit Committee	Mr. Babu Lal Jain Mr. Jyotiraaditya Singha Mrs. Ruchi Gupta	Chairperson / Non - Executive Independent Director Non - Executive Independent Director Non - Executive Independent Director
2. Nomination & Remuneration Committee	Mr. Babu Lal Jain Mr. Jyotiraaditya Singha Mr. Chander Mofeshwar Singh Not Applicable	Chairperson / Non - Independent Director Non - Executive Independent Director Non - Executive Independent Director Non - Executive Director
3. Risk Management Committee(if applicable)		
4. Stakeholders Relationship Committee'	Mr. Babu Lal Jain Mr. Jyotiraaditya Singha Mrs. Ruchi Gupta	Chairperson / Non - Independent Director Non - Executive Independent Director Non - Executive 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		
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 <sup>th</sup> November 2016		
12 <sup>th</sup> December 2016	11 <sup>th</sup> February 2017 28 <sup>th</sup> March 2017	27 60 44

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
Audit Committee February 10, 2017	Yes - All Members Present	November 12, 2016
* 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)refer note below
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 Likhani Consulting Limited



*Biswajit Barua*

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)<sup>refer note below</sup></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)<sup>refer note below</sup></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.



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

**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 Likhami Consulting Limited

*B Barua*



Biswajit Barua  
DIN: 06992250

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