

# UJALA COMMERCIALS LIMITED

CIN: L51909DL1985PLC021397

Regd. Off: 257, 2<sup>nd</sup> Floor, Satyam Tower, Commercial Complex, Paschim Vihar, New Delhi-110063  
Ph: 011-47075887, E-mail ID: [csujala.commercial@gmail.com](mailto:csujala.commercial@gmail.com)

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January 10, 2017

To,

**The Head - Listing & Compliance**

Metropolitan Stock Exchange of India Ltd. (MSEI)  
Vibgyor Towers, 4th floor,  
Plot No. C-62, G-Block,  
Opp. Trident Hotel,  
Bandra Kurla Complex,  
Bandra (E), Mumbai - 400098

**SUB: CORPORATE GOVERNANCE REPORT**

Dear Sir,

As per the Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 specified that the provision of Regulation 27 shall not apply in respect of the listed entity having paid up equity share capital not exceeding Rs. 10 crore and net worth not exceeding Rs. 25 crore as on the last day of previous Financial Year. Provided that this provision becomes applicable to a listed entity at a later date, such listed entity shall comply with the requirements this regulation within six months from the date on which the provisions became applicable to the listed entity.

The above requirement is not applicable on **M/s Ujala Commercials Limited** but Company has voluntarily adopted the non-mandatory requirements of Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Please find enclosed herewith a Compliance Report on Corporate Governance for the quarter ended December 31, 2016 under Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Kindly take the same on record.

Thanking You,

Yours sincerely,

For **Ujala Commercials Limited**

For **UJALA COMMERCIALS LIMITED**

  
Neha Jain

Company Secretary

Encl: As above

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## Compliance Report on Corporate Governance under Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

1. Name of the Listed Entity: M/s Ujala Commercials Limited
2. Quarter ending: 31<sup>st</sup> December, 2016

I. COMPOSITION OF BOARD OF DIRECTORS									
Title (Mr./Ms.)	Name of the Director	DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)*	Date of Appointment	Date of Cessation	Tenure **	No. of Directorship in listed entities including this entity (Refer Regulation 25(1) of Listing Regulations)	No. of member - ships 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 (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Virender Kumar Jain	00036894	Executive Director	05.03.1999	-	-	1	-	-
Ms.	Nirmal Jain	00036929	Executive Director	10.05.2006	-	-	1	-	-
Mr.	Ram Parkash Jain	02715916	Chairperson/ Non-Executive Director	28.10.2005	-	-	1	2	-
Mr.	Ganesh Ray	00463635	Independent Director	10.02.2016	09.02.2021	5	1	2	2
Ms.	Meenu Paliwal	07440121	Independent Director	10.02.2016	09.02.2021	5	2	4	-

\* Category of directors means Chairperson/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 the Board of directors of the listed entity in continuity without any cooling off period.

### Note:

1. Mr. Ram Parkash Jain was designated as Chairperson of the board with effect from 17.12.2016.
2. Mr. Virender Kumar Jain was designated as Whole Time Director for a period of 1 year i.e from 10.02.2016 to 09.02.2017.





<b>II. COMPOSITION OF COMMITTEES</b>			
<b>Name of Committee</b>	<b>Name of Committee Members</b>	<b>Category(Chairperson/Executive/Non-Executive/Independent/Nominee)*</b>	<b>Chairperson/Member of Committee</b>
1. Audit Committee	Mr. Ganesh Ray	Independent Director	Chairperson
	Ms. Meenu Paliwal	Independent Director	Member
	Mr. Ram Parkash Jain	Chairperson/ Non-Executive Director	Member
2. Nomination & Remuneration Committee	Mr. Ganesh Ray	Independent Director	Chairperson
	Ms. Meenu Paliwal	Independent Director	Member
	Mr. Ram Parkash Jain	Chairperson/ Non-Executive Director	Member
3. Stakeholders Relationship Committee	Mr. Ganesh Ray	Independent Director	Chairperson
	Ms. Meenu Paliwal	Independent Director	Member
	Mr. Ram Parkash Jain	Chairperson/ Non-Executive Director	Member
4. Risk Management Committee (if applicable)	Not Applicable		
* Category of directors means Chairperson/Executive/Non-Executive/Independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.			

<b>III. MEETING OF BOARD OF DIRECTORS</b>		
<b>Date(s) of Meeting (if any) in the previous quarter</b>	<b>Date(s) of Meeting (if any) in the relevant quarter</b>	<b>Maximum gap between any two consecutive (in number of days)</b>
13.07.2016	27.10.2016, 17.12.2016	50

<b>IV. MEETING OF COMMITTEES</b>				
<b>Name of Committee*</b>	<b>Date(s) of Meeting of the committee in the relevant quarter</b>	<b>Whether requirement of quorum met (details)</b>	<b>Date(s) of Meeting of the committee in the previous quarter</b>	<b>Maximum gap between any two consecutive meetings in number of days</b>
Audit Committee	27.10.2016	Yes, all the members of Audit Committee were present.	13.07.2016	105
*This information has to be mandatorily to be given for Audit Committee, for rest of the committees giving this information is optional.				



<b>V. RELATED PARTY TRANSACTIONS</b>	
<b>Subject</b>	<b>Compliance Status (Yes/No/NA) refer note below</b>
Whether prior approval of audit committee obtained	N.A
Whether shareholder approval obtained for material RPT	N.A
Whether details of RPT entered into pursuant to omnibus have been reviewed by Audit Committee	N.A
<p><b>Note:</b></p> <p>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.</p> <p>2. If status is "No" details of non-compliance may be given here.</p>	

<b>VI. AFFIRMATION</b>	
<p>1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015: <b>Yes</b></p> <p>2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>a. Audit Committee: <b>Yes</b></p> <p>b. Nomination &amp; Remuneration Committee: <b>Yes</b></p> <p>c. Stakeholders Relationship Committee: <b>Yes</b></p> <p>d. Risk Management committee (applicable to the top 100 listed entities): <b>Not Applicable</b></p> <p>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: <b>Yes</b></p> <p>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: <b>Yes</b></p> <p>5. a. This report and/or the report submitted in the previous quarter have been placed before Board of Directors: <b>Yes</b></p> <p>b. Any comments/observation/advice of Board of Directors may be mentioned here: <b>The Report for the quarter ended September 30, 2016 was placed before the Board of Directors at their meeting held on October 27, 2016 and this Report is being placed before the Board of Directors at their forthcoming meeting.</b></p>	
<p><b>Neha Jain</b>  <b>Compliance Officer &amp;</b>  <b>Company Secretary</b></p>	<p>For UJALA COMMERCIALS LIMITED</p> <p><i>Neha Jain</i></p> <p>Company Secretary</p>

**Note:**

Information at Table I and II above need to be necessarily given in 1<sup>st</sup> quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.