**General information about company** 000000 Scrip code NSE Symbol MSEI Symbol LAFFANSOFT ISIN Name of the entity Laffan Software Limited Date of start of financial year 01-04-2021 31-03-2022 Date of end of financial year Yearly Reporting Quarter 31-03-2022 Date of Report Not Applicable Risk management committee Market Capitalisation as per immediate previous Financial Year Any other **Annexure I** Annexure I to be submitted by listed entity on quarterly basis I. Composition of Board of Directors Disclosure of notes on composition of board of directors explanatory Whether the listed entity has a Regular Chairperson Yes Whether Chairperson is related to MD or CEO Yes No of post of Number of Chairperson No of No of Independent memberships in Audit/ Directorship Directorship Whether Stakeholder in Audit/ in listed special in listed Stakeholder Committee Tenure entities Title resolution Date of entities Committee(s) held in listed Name of Initial Date Date including Category of passed? Category 2 including this (Mr Date of Re-Date of including Category 1 passing entities PAN DIN this listed 3 of of of director appointment of directors of directors [Refer Reg. this listed listed entity including this special Birth appointment Director directors entity (Refer Ms) entity (Refer 17(1A) of listed entity resolution (Refer Regulation months) Listing Regulation Regulation (Refer 17A of Regulations] 17A(1) of 26(1) of Regulation Listing 26(1) of Listing Listing Regulations) Listing Regulations Regulations) Regulations) 04-SWAPAN Executive BSCPS6769R Mr 05149442 Chairperson MD 01-NA 21-05-2012 SARKAR Director 1966 Non-10-Gunodhar Executive -Not Mr CEOPG8120D 08524622 11-NA 16-08-2019 32 Ghosh Independent Applicable 1960 Director Non-Sandip Executive -06-Not Mr CRBPS8929L 08443518 03-01-05-2019 35 Kumar Non NA Applicable Singh Independent 1983 Director Non-10-Soma Executive -Mrs BPZPG8508N 09153111 03-NA 03-05-2021 11 Ghosh Independent Applicable 1980 Director I. Composition of Board of Directors Disclosure of notes on composition of board of directors explanatory Whether the listed entity has a Regular Chairperson No of No of Independent Directorship Directorship Whether in listed in listed special Tenure entities entities Title resolution Date of Category 2 | Category Name Date **Initial Date** including including of (Mr Category 1 passed? passing Date of Re-Date of PAN DIN of the 3 of of of this listed this listed of directors [Refer Reg. special appointment cessation directors directors Birth appointment entity (Refer Director (in entity Ms) 17(1A) of resolution months) Regulation (Refer Listing 17A of Regulation Regulations] 17A(1) of Listing Regulations) Listing Regulations Non-12-Tulika Executive -Not Mrs CRGPP8867D 09152872 04-NA 03-05-2021 11 Independent Paul Applicable 1981 Director **Audit Committee Details** Whether the Audit Committee has a Regular Chairperson Yes Name of Committee Date of DIN Category 2 of Date of Sr Category 1 of directors Remarks Number members directors Appointment Cessation Non-Executive - Independent 08524622 Gunodhar Ghosh Chairperson 16-08-2019 Director Non-Executive - Independent Member 03-05-2021 09153111 Soma Ghosh Director Non-Executive - Independent Member 09152872 Tulika Paul 03-05-2021 Director **Nomination and remuneration committee** Whether the Nomination and remuneration committee has a Regular Chairperson Yes DIN Name of Committee Date of Category 2 of Date of Category 1 of directors Remarks Appointment Number members directors Cessation Non-Executive - Independent 08524622 Gunodhar Ghosh Chairperson 16-08-2019 Director Non-Executive - Independent 09153111 Soma Ghosh Member 03-05-2021 Director Non-Executive - Independent 03-05-2021 09152872 Tulika Paul Member Director **Stakeholders Relationship Committee** Whether the Stakeholders Relationship Committee has a Regular Chairperson Yes DIN Name of Committee Category 2 of Date of Date of Category 1 of directors Remarks Appointment Number members directors Cessation 05149442 SWAPAN SARKAR **Executive Director** Member 21-05-2012 Non-Executive - Independent 16-08-2019 08524622 Gunodhar Ghosh Chairperson Director Non-Executive - Independent Member Tulika Paul 09152872 03-05-2021 Director Risk Management Committee Whether the Risk Management Committee has a Regular Chairperson Name of Committee DIN Category 1 of Category 2 of Date of Date of Remarks Number members directors directors Appointment Cessation Corporate Social Responsibility Committee Whether the Corporate Social Responsibility Committee has a Regular Chairperson DIN Name of Committee Category 1 of Category 2 of Date of Date of Remarks Number members Cessation directors directors Appointment Other Committee Sr | DIN Number | Name of Committee members Name of other committee Category 1 of directors | Category 2 of directors | Remarks Annexure 1 Annexure 1 III. Meeting of Board of Directors Disclosure of notes on meeting of board of directors explanatory No. of Date(s) of Number of Directors Notes for Whether Date(s) of Maximum gap Independent between any two meeting (if any) meeting (if any) not requirement of present\* (All directors Directors in the previous in the current consecutive (in providing Quorum met including Independent attending the Director) number of days) Date (Yes/No) quarter quarter meeting\* 12-11-2021 Yes 79 Yes 31-01-2022 **Annexure 1 IV. Meeting of Committees** Disclosure of notes on meeting of committees explanatory Number of No. of Whether Date(s) of meeting (Enter Directors present\* Independent Maximum gap Reson for Name of requirement dates of Previous quarter (All directors Directors Name of between any two not of Quorum other attending and Current quarter in Committee consecutive (in providing including committee met Independent the chronological order) number of days) date (Yes/No) Director) meeting\* Audit 31-01-2022 Yes Committee Nomination and 31-01-2022 Yes remuneration committee Stakeholders 31-01-2022 Yes Relationship Committee **Annexure 1** V. Related Party Transactions Compliance status If status is "No" details of non-Subject (Yes/No/NA) compliance may be given here. Whether prior approval of audit committee obtained NA NA Whether shareholder approval obtained for material RPT Whether details of RPT entered into pursuant to omnibus approval NA have been reviewed by Audit Committee **Annexure 1** VI. Affirmations Compliance Sr Subject status (Yes/No) The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Yes Regulations, 2015 The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Yes Regulations, 2015 a. Audit Committee The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Yes Regulations, 2015. b. Nomination & remuneration committee The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Yes Regulations, 2015. c. Stakeholders relationship committee The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) NA Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities) The committee members have been made aware of their powers, role and responsibilities as specified in SEBI Yes (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 Yes 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. Yes Annexure 1 Subject Compliance status Swapan Sarkar Name of signatory Designation Managing Director **Annexure II** Annexure II 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 Compliance status If status is "No" details of non-Sr Item Web address (Yes/No/NA) compliance may be given here. Details of business Yes www.laffan.co.in Terms and conditions of appointment of www.laffan.co.in Yes independent directors Composition of various committees of board of Yes www.laffan.co.in directors Code of conduct of board of directors and senior Yes www.laffan.co.in management personnel Details of establishment of vigil mechanism/ Yes www.laffan.co.in Whistle Blower policy Criteria of making payments to non-executive Yes www.laffan.co.in directors Policy on dealing with related party transactions www.laffan.co.in Policy for determining 'material' subsidiaries Yes www.laffan.co.in Details of familiarization programmes imparted www.laffan.co.in to independent directors **Annexure II** Annexure II 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 If status is "No" details Compliance Sr Item of non-compliance may Web address status (Yes/No/NA) be given here. Contact information of the designated officials of the listed entity who Yes www.laffan.co.in are responsible for assisting and handling investor grievances email address for grievance redressal and other relevant details Yes www.laffan.co.in 12 Financial results Yes www.laffan.co.in 13 | Shareholding pattern Yes www.laffan.co.in Details of agreements entered into with the media companies and/or NA their associates Schedule of analyst or institutional investor meet and presentations 15 made by the listed entity to analysts or institutional investors NA simultaneously with submission to stock exchange 16 New name and the old name of the listed entity NA NA 17 Advertisements as per regulation 47 (1) NA 18 Credit rating or revision in credit rating obtained Separate audited financial statements of each subsidiary of the listed NA entity in respect of a relevant financial year Whether company has provided information under separate section on Yes www.laffan.co.in its website as per Regulation 46(2) Yes www.laffan.co.in 21 | Materiality Policy as per Regulation 30 22 Dividend Distribution policy as per Regulation 43A (as applicable) NA It is certified that these contents on the website of the listed entity are Yes www.laffan.co.in **Annexure II** II. Annual Affirmations Compliance If status is "No" details of non-Regulation Sr Particulars status Number compliance may be given here. (Yes/No/NA) Independent director(s) have been appointed in terms of 16(1)(b) & Yes specified criteria of 'independence' and/or 'eligibility' 25(6) 17(1), Board composition 17(1A) & Yes 17(1B) Yes Meeting of Board of directors 17(2) Quorum of Board meeting 17(2A) Yes **Review of Compliance Reports** 17(3) Yes 17(4) Yes Plans for orderly succession for appointments 17(5) Yes Code of Conduct 17(6) Fees/compensation Yes 17(7) Yes Minimum Information 10 Compliance Certificate Yes 17(8) **Annexure II II. Annual Affirmations** Regulation If status is "No" details of non-compliance Compliance status Sr Particulars Number (Yes/No/NA) may be given here. 11 Risk Assessment & Management NA17(9) Performance Evaluation of Independent 17(10) Yes 17(11) Yes 13 Recommendation of Board Yes 14 Maximum number of Directorships 17A Yes 15 | Composition of Audit Committee 18(1) Yes 16 Meeting of Audit Committee 18(2) Composition of nomination & remuneration 19(1) & (2) Yes committee Quorum of Nomination and Remuneration 19(2A) Yes Committee meeting Meeting of Nomination and Remuneration 19(3A) Yes Committee Composition of Stakeholder Relationship 20(1), 20(2) & Yes Committee 20(2A) **Annexure II** II. Annual Affirmations Regulation If status is "No" details of non-Compliance status Sr Particulars Number (Yes/No/NA) compliance may be given here. 21 | Meeting of Stakeholders Relationship Committee 20(3A) Yes Composition and role of risk management 21(1),(2),(3),(4) NA committee 23 | Meeting of Risk Management Committee 21(3A) NA 24 Vigil Mechanism NA 23(1),(1A),(5), 25 Policy for related party Transaction Yes (6),(7) & (8) Prior or Omnibus approval of Audit Committee for 23(2), (3) NA all related party transactions NA Approval for material related party transactions 23(4) Disclosure of related party transactions on 23(9) NA consolidated basis Composition of Board of Directors of unlisted 24(1) NA material Subsidiary 24(2),(3),(4),(5) Other Corporate Governance requirements with NA respect to subsidiary of listed entity & (6) **Annexure II** II. Annual Affirmations Compliance Regulation If status is "No" details of non-Sr Particulars status Number compliance may be given here. (Yes/No/NA) 31 | Annual Secretarial Compliance Report 24(A) Yes 25(1) NA 32 | Alternate Director to Independent Director 33 | Maximum Tenure 25(2) Yes 25(3) & Yes 34 | Meeting of independent directors (4) 25(7) Yes 35 | Familiarization of independent directors 25(8) & 36 Declaration from Independent Director Yes (9) 37 D & O Insurance for Independent Directors 25(10) NA 38 | Memberships in Committees 26(1) NA Affirmation with compliance to code of conduct from members of 26(3) NA Board of Directors and Senior management personnel 40 Disclosure of Shareholding by Non-Executive Directors 26(4) NA Policy with respect to Obligations of directors and senior 26(2) & Yes management 26(5) Any other information to be provided - Add Notes **Annexure II** Name of signatory Swapan Sarkar Designation **Managing Director Annexure II** III. Affirmations **Compliance status** Sr | Particulars (Yes/No/NA) The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with NA respect to subsidiary of Listed Entity have been complied Any other information to be provided **Annexure II** Name of signatory Swapan Sarkar Designation **Managing Director Additional Half yearly Disclosure** Applicability of disclosure Applicable Reason for Non Applicability Textual Information(1) I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below (A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to Balance outstanding Aggregate amount advanced during six Entity at the end of months six months Promoter or any other entity controlled by them 0 Promoter Group or any other entity controlled by them Directors (including relatives) or any other entity controlled by them KMPs or any other entity controlled by them 0 0 (B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By Balance Aggregate outstanding at the amount of end of six Type (guarantee, comfort letter etc.) issuance Entity months(taking into during six account any months invocation) Promoter or any other entity controlled by them 0 0 Promoter Group or any other entity controlled by them Directors (including relatives) or any other entity controlled by them KMPs or any other entity controlled by them 0 0 (C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by Aggregate value of Balance security outstanding at the Entity Type of security (cash, shares etc.) provided end of six months during six months Promoter or any other entity controlled by them 0 0 0 Promoter Group or any other entity controlled by them 0 Directors (including relatives) or any other entity controlled 0 by them 0 0 KMPs or any other entity controlled by them Textual (D) Additional Information Information(2) II. Affirmations Compliance Affirmations Company Remarks Status All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to Textual promoter(s), promoter group, director(s) (including their relatives), key managerial personnel Yes Information(3) (including their relatives) or any entity controlled by them are in the economic interest of the company. Sandip Kumar Singh Name **CFO** Designation Place Kolkata 18-04-2022 Date **Signatory Details** Swapan Sarkar Name of signatory Designation of person Managing Director Place Kolkata 18-04-2022 Date

Notes for

providing

PAN

not

Notes for

not

providing

DIN

No of post

Chairperson

in Audit/

Stakeholder

Committee

held in listed

entities

including

this listed

entity (Refer

Regulation

26(1) of

Listing Regulations) Notes for

providing

Notes

provio

DII

Number of

memberships

in Audit/

Stakeholder

Committee(s)

including this

listed entity

(Refer

Regulation

26(1) of

Listing

Regulations)