



# LAFFAN SOFTWARE LIMITED

CIN: L72200AS1985PLC002426

205, HARIBOL ROY MARKET, 2<sup>ND</sup>-FLOOR, A.T ROAD, GUWAHATI - 781 001

Website: www.laffan.co.in

E-mail ID: laffan@india.com

Phone No.: +91 7890587498



Date: 13<sup>th</sup> April, 2016

To,  
Head- Listing & Compliance  
Metropolitan Stock Exchange of India Ltd. Limited (MSEI),  
4th Floor, Vibgyor Towers, Plot No. C 62,  
G Block, Opp. Trident Hotel,  
Bandra Kurla Complex, Bandra (E),  
Mumbai – 400 098.

**Sub: Submission of Corporate Governance Report for the year ended on March 31, 2016**

Dear Sir/Madam,

Please find enclosed herewith the Corporate Governance Report for the year ended on March 31, 2016.

Request to update your records.

Thanking You.

Yours faithfully,

For LAFFAN SOFTWARE LIMITED

  
*Swapan Sarkar*  
Swapan Sarkar  
Director/Managing Director  
DIN : 05149442

Encl: As above



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## QUARTERLY COMPLAINEE REPORT ON CORPORATE GOVERNANCE

NAME OF THE CO. LAFFAN SOFTWARE LTD.

Year Ending on 31<sup>st</sup> March, 2016

### I. Disclosure on website in terms of Listing Regulations

Item	Compliance status (Yes/No/NA) <sup>refer note below</sup>
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 programs 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	Yes
New name and the old name of the listed entity	N/A

### II Annual Affirmations

Particulars	Regulation Number	Compliance status (Yes/No/NA) <sup>refer note below</sup>
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
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



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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)	Yes
Approval for material related party transactions	23(4)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
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 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 LAFFAN SOFTWARE LIMITED



(Swapan Sarkar)

Director/Managing Director

DIN : 05149442



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Date: 13<sup>th</sup> April, 2016

To  
Compliance Department  
Metropolitan Stock Exchange of India Limited  
4th Floor, Vibgyor Towers, Plot No. C 62,  
G Block, Opp. Trident Hotel,  
Bandra Kurla Complex, Bandra (E),  
Mumbai – 400 098

**Sub: Submission of Corporate Governance Report under regulation 27(2)(a) for the quarter ended 31<sup>st</sup> March, 2016**

Dear Sir/Madam,

Please find enclosed herewith the Corporate Governance Report for the quarter ended 31<sup>st</sup> March, 2016 under regulation 27(2)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Request to update your records.

Thanking You.

Yours faithfully

For LAFFAN SOFTWARE LIMITED



Gewan (Swapan Sarkar)

Director/Managing Director

DIN : 05149442

Encl: As above



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## Format to be submitted by listed entity on quarterly basis

1 Name of Listed Entity : **Laffan Software Limited**

2 Quarter ending : **31<sup>st</sup> March, 2016**

### **I. Composition of Board of Directors**

Title (Mr./Ms)	Name of the Director	PAN <sup>s</sup> & DIN	Category (Chairperson/Executive/Non-Executive/independent/Nominee) <sup>&amp;</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)	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.	Swapan Sarkar	BSCPS 6769R & 05149442	Executive/ Non-Independent	21.05.2012	N.A.	8	3	----
Mr.	Partha Chakraborty	AGSPC 2105N & 01995591	Non-Executive/ Independent	15.07.2015	N.A.	8	3	2
Smt	Kakali Ghosh	BPZPG 8544J & 07188585	Non-Executive/ Independent	15.07.2015	N.A.	8	3	1

<sup>s</sup>PAN number of any director would not be displayed on the website of Stock Exchange

<sup>&</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>s</sup>
1. Audit Committee	Mr. Swapan Sarkar Mr. Partha Chakraborty Smt. Kakali Ghosh	Member/ Executive/ Non-independent Chairman / Non-Executive/ Independent Member/ Non-Executive/Independent
2. Nomination & Remuneration Committee	Mr. Swapan Sarkar Mr. Partha Chakraborty	Member/ Executive/ Non-independent Chairman/ Non-Executive/



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	Smt. Kakali Ghosh	Independent Member/ Non-Executive/Independent
3. Risk Management Committee(if applicable)	Not Applicable	Not Applicable
4. Stakeholders Relationship Committee'	Mr. Swapan Sarkar Mr. Partha Chakraborty Smt. Kakali Ghosh	Member/ Executive/ Non-independent Member/ Non-Executive/ Independent Chairman/ Non-Executive/Independent

\*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)
11.11.2015	08.02.2016	89 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*
08.02.2016	Yes	11.11.2015	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) <sup>refer note below</sup>
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 approval have been reviewed by Audit Committee	N/A

#### 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



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- 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 LAFFAN SOFTWARE LIMITED



*Swapan Sarkar*  
Gawak (Swapan Sarkar)

Director/Managing Director

DIN : 05149442

## Note:

Information at Table I and II above need to be necessarily given in 1st 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.