92B, Chittaranjan Avenue 2nd Floor, Kolkata - 700 012 Phone: (033) 2236-6439

Date: 13/04/2017

To
The Secretary,
BSE LIMITED
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001
Phones: 91-22-22721233/4, 91-22-66545695 (Hunting)

Ref: S T Services Limited (Scrip Code: 538876)

Sub: <u>Submission of Quarterly Compliance Report on Corporate Governance as per Regulation</u>. 27(2) for the 4<sup>th</sup> Quarter ended on 31<sup>st</sup> March, 2017.

Dear Sir,

Please find herewith as enclosed the quarterly compliance Report on Corporate Governance of the Company for the 4<sup>th</sup> quarter ended on 31<sup>st</sup> March, 2017 in the prescribe Format.

Kindly acknowledge the receipt of the above and oblige.

Thanking you,

Yours sincerely,

For S. T. Services Limited

(Shweta Almal)

Compliance Officer

Encl.: As above

CIN No.: L74140WB1989PLC047210 • Web Site: www.stservices.org.in Email: stservices1989@gmail.com, stservices@stservices.org.in

General information about company				
Scrip code	538876			
Name of the entity	S T SERVICES LIMITED			
Date of start of financial year	01-04-2016			
Date of end of financial year	31-03-2017			
Reporting Quarter	Yearly			
Date of Report	31-03-2017			
Risk management committee	Not Applicable			

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	
Is there any change in information of board of directors compare to previous quarter	No

	Annexure 1						
	II. Composition of Committees						
	Discle						
	Is there any change in	n information of committe	ees compare to previous quarter	Yes			
Sr	Name Of Committee	Name of Committee members	Category 1 of directors	Category 2 of directors	Name of other committee		
1	Audit Committee	Sushanta Mondal	Non-Executive - Independent Director	Member			
2	2 Audit Committee Shiv Kumar Jaria Non-Executive - Independent Director		Chairperson				
3	Audit Committee	Mita Agarwal Non-Executive - Independent Director		Member			
4	Other Committee	Other Committee Sushanta Mondal Non-Executive - Independent Director		Chairperson	Vigil Mechanism Committee		
5	Other Committee	Shiv Kumar Jaria	Non-Executive - Independent Director	Member	Vigil Mechanism Committee		
6	Other Committee	Mita Agarwal	Non-Executive - Independent Director	Member	Vigil Mechanism Committee		
7	Nomination and remuneration committee	Sushanta Mondal	Non-Executive - Independent Director	Member			
8	Nomination and remuneration committee	Shiv Kumar Jaria	Non-Executive - Independent Director	Member			
9	9 Nomination and remuneration committee Mita Agarwal Non-Executive - Independent Director		Chairperson				
10	Stakeholders Relationship Committee	Sushanta Mondal	Non-Executive - Independent Director	Chairperson			

	Annexure 1						
II.	II. Composition of Committees						
Sr	Name Of Committee	Category 1 of directors		Name of other committee			
11	Stakeholders Relationship Committee	Shiv Kumar Jaria  Non-Executive - Independent Director		Member			
12	Stakeholders Relationship Committee	Mita Agarwal	Non-Executive - Independent Director	Member			

	Annexure 1					
Aı	Annexure 1					
II	I. Meeting of Board of Direct	tors				
	Disclosure of notes on n	neeting of board of directors explanatory				
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)			
1	31-12-2016					
2	2 31-01-2017		30			
3		31-03-2017	58			

	Annexure 1						
IV	IV. Meeting of Committees						
				Disclosure of note	es on meeting of co	mmittees explanatory	
Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	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)	Name of other committee
1	Audit Committee	31-01-2017	Yes	Yes, All the members were personally present	31-12-2016	30	
2	Nomination and remuneration committee	31-01-2017	Yes	Yes, All the members were personally present	31-12-2016	30	
3	Stakeholders Relationship Committee	31-01-2017	Yes	Yes, All the members were personally present	31-12-2016	30	
4	Other Committee	31-01-2017	Yes	Yes, All the members were personally present	31-12-2016	30	VIGIL MECHANISM COMMITTEE
5	Audit Committee	31-03-2017	Yes	Yes, All the members were personally present	31-12-2016	89	
6	Nomination and remuneration committee	31-03-2017	Yes	Yes, All the members were personally present	31-12-2016	89	

	Annexure 1							
11	IV. Meeting of Committees							
Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	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)	Name of other committee	
7	Stakeholders Relationship Committee	31-03-2017	Yes	Yes, All the members were personally present	31-12-2016	89		
8	Other Committee	31-03-2017	Yes	Yes, All the members were personally present	31-12-2016	89	VIGIL MECHANISM COMMITTEE	

	Annexure 1					
V.	V. Related Party Transactions					
Sr	Sr Subject Compliance status (Yes/No/NA) If status is "No" details of non-compliance may be given here.					
1	Whether prior approval of audit committee obtained	Yes				
2	Whether shareholder approval obtained for material RPT	Yes				
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes				

	Annexure 1				
$\mathbf{V}$	I. Affirmations				
Sr	Subject	Compliance status (Yes/No)			
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes			
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes			
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes			
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes			
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities)	NA			
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes			
7	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.	Yes			
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes			

#### **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

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non- compliance may be given here.	Web address
1	Details of business	Yes		www.stservices.org.in
2	Terms and conditions of appointment of independent directors	Yes		www.stservices.org.in
3	Composition of various committees of board of directors	Yes		www.stservices.org.in
4	Code of conduct of board of directors and senior management personnel	Yes		www.stservices.org.in
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.stservices.org.in
6	Criteria of making payments to non- executive directors	NA		
7	Policy on dealing with related party transactions	Yes		www.stservices.org.in
8	Policy for determining 'material' subsidiaries	Yes		www.stservices.org.in
9	Details of familiarization programmes imparted to independent directors	Yes		www.stservices.org.in

#### **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

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.stservices.org.in
11	email address for grievance redressal and other relevant details	Yes		www.stservices.org.in
12	Financial results	Yes		www.stservices.org.in
13	Shareholding pattern	Yes		www.stservices.org.in
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	New name and the old name of the listed entity	NA		

	Annexure II						
II.	II. Annual Affirmations						
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non- compliance may be given here.			
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes				
2	Board composition	17(1)	Yes				
3	Meeting of Board of directors	17(2)	Yes				
4	Review of Compliance Reports	17(3)	Yes				
5	Plans for orderly succession for appointments	17(4)	Yes				
6	Code of Conduct	17(5)	Yes				
7	Fees/compensation	17(6)	Yes				
8	Minimum Information	17(7)	Yes				
9	Compliance Certificate	17(8)	Yes				
10	Risk Assessment & Management	17(9)	NA				

	Annexure II							
II.	II. Annual Affirmations							
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non- compliance may be given here.				
11	Performance Evaluation of Independent Directors	17(10)	Yes					
12	Composition of Audit Committee	18(1)	Yes					
13	Meeting of Audit Committee	18(2)	Yes					
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes					
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes					
16	Composition and role of risk management committee	21(1),(2),(3),(4)	NA					
17	Vigil Mechanism	22	Yes					
18	Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes					
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes					
20	Approval for material related party transactions	23(4)	Yes					

Annexure II						
II. Annual Affirmations						
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non- compliance may be given here.		
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA			
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA			
23	Maximum Directorship & Tenure	25(1) & (2)	Yes			
24	Meeting of independent directors	25(3) & (4)	Yes			
25	Familiarization of independent directors	25(7)	Yes			
26	Memberships in Committees	26(1)	Yes			
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes			
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes			
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes			
	Any other information to be provided - Add Notes					

	Annexure II				
II	III. Affirmations				
Sr	Particulars	Compliance status (Yes/No/NA)			
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA			
	Any other information to be provided				

Signatory Details		
Name of signatory	SHWETA ALMAL	
Designation of person	Company Secretary	
Place	KOLKATA	
Date	13-04-2017	