

### SCINTILLA COMMERCIAL & CREDIT LTD.

"Mercantile Building", Block -'E', 2nd Floor, 9/12, Lal Bazar Street, Kolkata -700 001 Phone: 2248 5664, Telefax: (033) 2243 9601, E-mail: info@scintilla.co.in CIN: L65191WB1990PLC048276, Wesbsite: www.scintilla.co.in

Date: 10th April, 2019

The Secretary, BSE Limited Floor 25, P J Towers, Dalal Street, Mumbai – 400 001

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

Dear Sir/ Madam,

Sub: Corporate Governance Report for the quarter ended March 31, 2019.

As per regulation 27 of the Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 please find the enclosed herewith the Corporate Governance Report for the quarter ended March 31, 2019

Kindly take note of the same.

Thanking you.

Yours faithfully,

For SCINTILLA COMMERCIAL & CREDIT LTD

Shashi Chandra Jha Company Secretary

Encl: As above

# Quarterly Corporate Governance Report

1. Name of Listed Entity: Scintilla Commercial and Credit Limited (L65191WB1990PLC048276)

2. Quarter ending: 31st March, 2019

	5. Mr	4.Ms	3.Mr	2.Mr.	1.Mr	Title (Mr. / Ms)
	Dipak Kumar Kajrewal	Ritu Agarwal	Mahesh Kumar Kejriwal	Vidhu Bhushan Verma	Jitendra Kumar Goyal	Name of the PAN & DI Director
	DVZPK2928C DIN:08280264	APJPA3829B DIN:08143534	AFOPK1188G DIN:07382906	ABNPV8206D DIN:00555238	ADPPG5884Q DIN:00468744	PAN & DIN
	Executive Director (Managing Director)	Non-Executive – Woman Independent Director	Non-Executive - Independent Director	Non-Executive- Independent Director	Executive Director	Category (Chairperson/Exec utive/Non- Executive/indepen dent/Nominee)
X	14/11/2018	30/05/2018	06/10/2016	29/09/2014	28/03/2017	Date of Appointment in the current term /cessation
		11 Month	2.5 Years	4.6 Years		Tenure*
	02	02	03	03	04	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)
	N.	03	04	03	04	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)
	Z	Z	02	03	02	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)

14/02/2019 (Nomination & Yes Remuneration Committee)  1. Mr. Vidhu Bhushan Verma 2. Miss Ritu Agarwal 3. Mr. Mahesh Kumar Kejriwal	14/02/2019 (Audit Committee)  1.Mr. Vidhu Bhushan Verma 2 Mr. Mahesh Kumar Kejriwal 3.Miss Ritu Agarwal	Date(s) of meeting of the committee in the relevant quarter Whether requirement of Quorum met (details)	IV. Meeting of Committees	14/11/2018 14/02/2019	Date(s) of Meeting (if any) in the previous quarter In the relationship in the previous quarter	«Category of Directors means executive/non-executive/independent/nominee. If a Director fits into more with hyphen  III. Meeting of Board of Directors  Output  D	4. Stakeholders Relationship 1. Mr Committee 2. Ms 3. Mr	Risk Management Committee(if applicable)	2. N 3. N	1. Audit Committee 1. I	e Name of	II. Composition of Committees
shan 12/11/2018 wal	12/11/2018 nan nar	the committee in the previous quarter		19 91	Date(s) of Meeting (if any) In the relevant quarter  Maximum	tive/independent/nominee. If a D	Mr. Vidhu Bhushan Verma Ms.Ritu Agarwal Mr. Mahesh Kumar Kejriwal		Mr. Vidhu Bhushan Verma Ms.Ritu Agarwal Mr. Mahesh Kumar Kejriwal	Mr. Vidhu Bhushan Verma Ms Ritu Agarwal Mr. Mahesh Kumar Kejriwal	Name of Committee members	
93	93	Maximum gap between any two consecutivce meetings in number of days*			Maximum gap between any two consecutive (in number of days)	Director fits into more than one category write all categories separating them	Chairman-Non-Executive-Independent Director Non Executive-Independent Director Non-Executive -Independent Director	N.A	Chairman-Non-Executive-Independent Director  Non Executive-Independent Director  Non-Executive -Independent Director	Chairman-Non-Executive-Independent Director Non-Executive -Independent Director Non-Executive -Independent Director	Category (Chairperson/Executive/Non- Executive/Independent/Nominee) *	

Note	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	rial	Whether prior approval of audit committee obtained	Subject	V. Related Party Transactions	
	YES	NA	YES	Compliance status		

- 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.
- If status is "No" details of non-compliance may be given here

## Affirmations

We, hereby certify that:

- 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.
- a. Audit Committee
- Nomination & remuneration committee
- Stakeholders relationship committee
- d. Risk management committee (applicable to the top 100 listed entities)
- ω requirements) Regulations, 2015. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure
- S disclosure requirements) Regulations, 2015. The meetings of the Board of Directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and
- of Directors may be mentioned here: This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board



Name & Designation: SHASHI CHANDRA JHA Company Secretary and Compliance

osure on website in terms of Listing Regulations    Complian	Yes	17(6)	rees/compensation
sclosure on website in terms of Listing Regulations  less  fivarious committees of board of directors  It of board of directors and senior management personnel directors to non-executive directors  g with related party transactions mining 'material' subsidiaries arization programmes imparted to independent directors arization programmes and/or their associates be not programmed and other relevant details arization.  Regulation Number arization Number arization for appointments arization arization programmes and/or their associates arization number arization programmes arization programmes and/or their associates arization number arization programmes a	Yes	17(5)	code of conduct
pependent directors  d of directors  flor management personnel  Whistle Blower policy e directors  ons  ed to independent directors  so f the listed entity who are responsible for listy  media companies and/or their associates in terms of specified  17(1)  17(2)  17(3)	Yes	17(4)	Code of Conduct
vebsite in terms of Listing Regulations  initment of independent directors  inittees of board of directors  lirectors and senior management personnel gil mechanism/ Whistle Blower policy to non-executive directors  party transactions  all subsidiaries  rammes imparted to independent directors signated officials of the listed entity who are responsible for grievances  into with the media companies and/or their associates  of the listed entity  into with the media companies and/or their associates  of the listed entity  linto with the media companies and/or their associates  or 'eligibility  lor 'eligibility  lor 'eligibility  lor(1)  lor(1)  lor(1)  lor(1)	Yes	17(3)	Plane for orderly reports
website in terms of Listing Regulations  ointment of independent directors  mittees of board of directors  directors and senior management personnel  igil mechanism/ Whistle Blower policy  to non-executive directors  d party transactions  rial' subsidiaries  grammes imparted to independent directors  esignated officials of the listed entity who are responsible for or grievances  edressal and other relevant details  of the listed entity  d into with the media companies and/or their associates  of the listed entity  A regulation Number  been appointed in terms of specified  locations  Regulation Number  17(1)	Yes	17(2)	Review of Compliance Review
osure on website in terms of Listing Regulations  Is arious committees of board of directors arious committees of board of directors and senior management personnel hment of vigil mechanism/ Whistle Blower policy payments to non-executive directors with related party transactions ining 'material' subsidiaries ization programmes imparted to independent directors on of the designated officials of the listed entity who are responsible for grievance redressal and other relevant details grievance redressal and other relevant details and other relevant details are not of the listed entity who are responsible for a sold name of the listed entity who are responsible for a sold name of the listed entity is and firmations and/or their associates is a sold name of the listed entity is a	Yes	17(1)	Board composition
rsonnel  rectors  who are responsible for  /or their associates  Regulation Number	Yes	16(1)(b) & 25(6)	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility
business  did conditions of appointment of independent directors  ition of various committees of board of directors  anduct of board of directors and senior management personnel  establishment of vigil mechanism/ Whistle Blower policy  making payments to non-executive directors  dealing with related party transactions  determining 'material' subsidiaries  formation of the designated officials of the listed entity who are responsible for  nd handling investor grievances  ess for grievance redressal and other relevant details  essults  ng pattern  y greements entered into with the media companies and/or their associates  N  Annual Affirmations  Regulation Number	(Yes/No/NA) refer note below		
Disclosure on website in terms of Listing Regulations  business  id conditions of appointment of independent directors  id conditions of appointment of independent directors  anduct of board of directors and senior management personnel  establishment of vigil mechanism/ Whistle Blower policy  making payments to non-executive directors  dealing with related party transactions  determining 'material' subsidiaries  formation of the designated officials of the listed entity who are responsible for not handling investor grievances  ress for grievance redressal and other relevant details  sesults  property into with the media companies and/or their associates  Annual Affirmations	Compliance status	Regulation Number	Particulars
of Listing Regulations  andent directors f directors r management personnel histle Blower policy lirectors s to independent directors s f the listed entity who are responsible for relevant details  relevant details  dia companies and/or their associates			
of Listing Regulations  andent directors f directors r management personnel histle Blower policy irectors s to independent directors of the listed entity who are responsible for relevant details  relevant details	NA		New name and the old name of the listed entity
ure on website in terms of Listing Regulations  Is of appointment of independent directors  Ous committees of board of directors  Ous committees of board of directors  Out of directors and senior management personnel  Intert of vigil mechanism/ Whistle Blower policy  Yments to non-executive directors  In related party transactions  Is 'material' subsidiaries  Is ion programmes imparted to independent directors  In the designated officials of the listed entity who are responsible for of the designated officials of the listed entity who are responsible for of the designated officials of the listed entity who are responsible for of the designated officials of the listed entity who are responsible for one of the designated officials of the listed entity who are responsible for one of the designated officials of the listed entity who are responsible for one of the designated officials of the listed entity who are responsible for one of the designated officials of the listed entity who are responsible for one of the designated officials of the listed entity who are responsible for one of the designated officials of the listed entity who are responsible for one of the designated entity who are responsible for one of the designated entity who are responsible for one of the designated entity who are responsible for one of the designated entity who are responsible for one of the designated entity who are responsible for one of the designated entity who are responsible for one of the designated entity who are responsible for one of the designated entity who are responsible for one of the designated entity who are responsible for one of the designated entity who are responsible for our designated entity who are responsible for the designated entity who	NA	their associates	Details or agreements entered into with the media companies and/or t
s of appointment of independent directors ous committees of board of directors ous committees of board of directors oard of directors and senior management personnel eent of vigil mechanism/ Whistle Blower policy yments to non-executive directors h related party transactions g 'material' subsidiaries ion programmes imparted to independent directors of the designated officials of the listed entity who are responsible for g investor grievances yance redressal and other relevant details	Yes		Side ioding pattern
sclosure on website in terms of Listing Regulations  less  ditions of appointment of independent directors f various committees of board of directors f tof board of directors and senior management personnel lishment of vigil mechanism/ Whistle Blower policy Ilishments to non-executive directors g with related party transactions mining 'material' subsidiaries arization programmes imparted to independent directors arizino of the designated officials of the listed entity who are responsible for ndling investor grievances  Y grievance redressal and other relevant details	Yes		Charlesalts
personnel licy directors ty who are responsible for	Yes		Einancial specific
	Yes	are responsible for	assisting and handling investor grievances
	Yes	ors	Contact information of the discontinuous imparted to independent direct
ependent directors d of directors whistle Blower policy e directors e directors			Potroils of the line in the material subsidiaries
ndent directors directors r management personnel istle Blower policy rectors	Yes		Policy on dealing with related party transactions
ng Regulations  lirectors  lirectors  ors  gement personnel	Yes		Criteria of making payments to non-executive directors
sonnel	Yes		Details of establishment of vigil mechanism/ Whistle Blower policy
	Yes	inel	Code of conduct of board of directors and senior management person
Is of business s and conditions of appointment of independent directors	Yes		Composition of various committees of board of directors
Disclosure on website in terms of Listing Regulations  Is of business	Yes		lerms and conditions of appointment of independent directors
Disclosure on website in terms of Listing Regulations	Yes		Details of business
	Compliance Status (Yes/No/NA)refer		item
		S	I. Disclosure on website in terms of Listing Regulations



Risk Assessment & Management Performance Evaluation of Independent Directors Composition of Audit Committee Meeting of Audit Committee Composition of nomination & remuneration commit Composition of Stakeholder Relationship Committee Composition and role of risk management committee Composition and role of risk management committee Vigil Mechanism Policy for related party Transaction Prior or Omnibus approval of Audit Committee for a transactions Composition of Board of Directors of unlisted mater Other Corporate Governance requirements with res of listed entity Maximum Directorship & Tenure Meeting of independent directors Familiarization of independent directors Affirmation with compliance to code of conduct from Board of Directors and Senior management personn Disclosure of Shareholding by Non-Executive Director Policy with respect to Obligations of directors and semanagement	Minimum Information Compliance Certificate	
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Composition of Stakeholder Relationship Committee Composition and role of risk management committee Vigil Mechanism Policy for related party Transaction Prior or Omnibus approval of Audit Committee for all related part transactions Approval for material related party transactions Composition of Board of Directors of unlisted material Subsidiary Other Corporate Governance requirements with respect to subsidiary	Composition of nomination & remuneration committee	
Composition and role of risk management committee Vigil Mechanism Policy for related party Transaction Prior or Omnibus approval of Audit Committee for all related part transactions Approval for material related party transactions Composition of Board of Directors of unlisted material Subsidiary Other Corporate Governance requirements with respect to subsion of listed entity Maximum Directorship & Tenure Meeting of independent directors Familiarization of independent directors Familiarization of independent directors Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel Disclosure of Shareholding by Non-Executive Directors Policy with respect to Obligations of directors and senior management	Composition of Stakeholder Relationship Committee	ī
Vigil Mechanism  Policy for related party Transaction  Prior or Omnibus approval of Audit Committee for all related part transactions  Approval for material related party transactions  Composition of Board of Directors of unlisted material Subsidiary  Other Corporate Governance requirements with respect to subsidiary  Maximum Directorship & Tenure  Meeting of independent directors  Familiarization of independent directors  Familiarization of independent ocode of conduct from members of the Directors and Senior management personnel  Disclosure of Shareholding by Non-Executive Directors  Policy with respect to Obligations of directors and senior management	Composition and role of risk management committee	
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Other Corporate Governance requirements with respect to subside of listed entity  Maximum Directorship & Tenure  Meeting of independent directors  Familiarization of independent directors  Memberships in Committees  Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel  Disclosure of Shareholding by Non-Executive Directors  Policy with respect to Obligations of directors and senior management	Composition of Board of Directors of unlisted material Subsidiary	-
of listed entity  Maximum Directorship & Tenure  Meeting of independent directors  Familiarization of independent directors  Memberships in Committees  Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel  Disclosure of Shareholding by Non-Executive Directors  Policy with respect to Obligations of directors and senior management	Other Corporate Governance requirements with respect to subsidiary	2
Meeting of independent directors  Familiarization of independent directors  Memberships in Committees  Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel  Disclosure of Shareholding by Non-Executive Directors  Policy with respect to Obligations of directors and senior management	Marina Directorship o Henrico	
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Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel Disclosure of Shareholding by Non-Executive Directors Policy with respect to Obligations of directors and senior management	Memberships in Committees	
Board of Directors and Senior management personnel Disclosure of Shareholding by Non-Executive Directors Policy with respect to Obligations of directors and senior management	Affirmation with compliance to code of conduct from members of	
Disclosure of Shareholding by Non-Executive Directors Policy with respect to Obligations of directors and senior management	Board of Directors and Senior management personnel	
Policy with respect to Obligations of directors and senior management	Disclosure of Shareholding by Non-Executive Directors	
Hallagellielit	Policy with respect to Obligations of directors and senior	

- 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. 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
- 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



of Listed Entity have been complied. III Affirmations: The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary

nation : SHASHI CH

Name & Designation: SHASHI CHANDRA JHA

Company Secretary and Compliance Officer