

# DEEVEE

Commercials Limited

Emami Tower, 2nd Floor  
687, Anandapur, E M Bypass  
Kolkata-700107, Phone: 033 6613 6264  
E-mail: panemamics@emamigroup.com  
CIN NO : L51109WB1983PLC035918

Dated: 11.04.2024

To,  
The Secretary,  
The Calcutta Stock Exchange Limited,  
Listing Department,  
7, Lyons Range,  
Kolkata - 700 001

Dear Sir,

**Sub: Submission of quarterly Compliance Report on Corporate Governance for the year ended March, 2024 as per Regulation 27 (2) of SEBI LODR, Regulations 2015.**

**Ref: Scrip Code: 14086**

Pursuant to Regulation 27 (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the quarterly Compliance Report on Corporate Governance for the year ended 31<sup>st</sup> March, 2024 in the specified format.

We hope you shall find the same in order.

Thanking you,

Yours faithfully,  
for Deevee Commercials Limited

*Madhu Jain*

**Madhu Jain**  
Company Secretary & Chief Financial Officer  
Membership No.- A41143



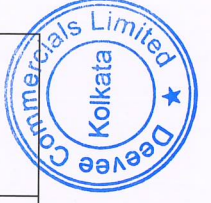
**Encl: As Above**

## QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. Name of Listed Entity : DEEVEE COMMERCIALS LIMITED  
 2. Quarter ending : 31<sup>st</sup> MARCH, 2024

### I. Composition of Board of Directors:

Title	Name of the Director	PAN\$ & DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) &	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of Appointment	Date of Re-appointment	Date of cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directors in listed entities including this listed entity [in reference to Regulation 17A(1)]	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.	Dhiraj Agarwal	ACZPA801P & 00083118	Non-Executive	13/01/1967	NA	-	25/10/2010	29/09/2023	-	NA	1	-	1	-
Mr.	Pramod Bajoria	AIYPB6594N & 02725678	Non-Executive	01/04/1965	NA	-	25/10/2010	-	-	NA	1	-	1	-
Mrs.	Divya Agarwal	ABEPA237B & 06937438	Non-Executive	12/06/1972	NA	-	24/02/2015	-	-	NA	1	-	1	-



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Mr.	Mainak Das	AGAPD5323K & 06796688	Non-Executive Independent	22/07/1974	NA	-	01/10/2020	-	-	42 months	1	1	1	1
Ms.	Shampa Paul	ANCPP8760F & 07490402	Non-Executive Independent	25/01/1976	NA	-	29/02/2020	-	-	49 months	3	3	2	-

& 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.



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<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) &amp;</b>	<b>Date of Appointment</b>
1. Audit Committee	Mrs. Divya Agarwal Ms. Shampa Paul Mr. Mainak Das	Non-Executive Director Non-Executive-Independent Director Non-Executive-Independent Director	30.05.2016 29.02.2020 01.10.2020
2. Nomination & Remuneration Committee	Mr. Pramod Bajoria Mr. Mainak Das Ms. Shampa Paul	Non-Executive Director Non-Executive-Independent Director Non-Executive-Independent Director	27.10.2014 01.10.2020 29.02.2020
3. Risk Management Committee	Mr. Pramod Bajoria Mrs. Divya Agarwal Mr. Mainak Das	Non-Executive Director Non-Executive Director Non-Executive-Independent Director	25.03.2019 01.10.2020 01.10.2020
4. Asset Liability Committee	Mr. Pramod Bajoria Mr. Mainak Das Ms. Divya Agarwal	Non-Executive Director Non-Executive-Independent Director Non-Executive Director	25.03.2020 13.05.2021 13.05.2021
5. Investment & Loan Committee	Mr. Pramod Bajoria Mrs. Divya Agarwal Ms. Shampa Paul	Non-Executive Director Non-Executive Director Non-Executive-Independent Director	25.03.2020 25.03.2020 13.05.2021
6. Information Technology Strategy Committee	Mr. Dhiraj Agarwal Mr. Pramod Bajoria Mrs. Divya Agarwal Ms. Shampa Paul Mr. Bishal Agarwal	Non-Executive Director Non-Executive Director Non-Executive Director Non-Executive-Independent Director Chief Technical Officer cum Chief Information Officer	17.02.2020 17.02.2020 17.02.2020 12.12.2022 12.12.2022



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7. Stakeholders Relationship Committee	Mr. Dhiraj Agarwal Mr. Pramod Bajoria Mr. Mainak Das Ms. Shampa Paul	Non-Executive Director Non-Executive Director Non-Executive-Independent Director Non-Executive-Independent Director	10.01.2023 10.01.2023 10.01.2023 10.01.2023
&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	Whether requirement of Quorum met*	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive (in number of days)
04-11-2023		YES	5	2	63
16-11-2023		YES	5	2	11
	30.01.2024	YES	5	2	74

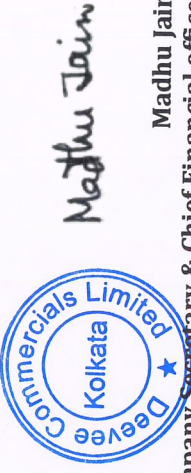
### V. Meeting of Committees

Name of Committee	Date(s) of meeting the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent director's present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*	Number of Members attending the Meeting (other than Board of Directors)
Audit Committee	30-01-2024	Yes, all the 3 members were present	3	2	04.11.2023 16.11.2023	97 11	30-01-2024 -3

\* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional  
\*\* to be filled in only for the current quarter meetings.

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<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	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes
<b>Note</b>	
<p>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.</p> <p>2 If status is "No" details of non-compliance may be given here.</p>	
<b>VI. Affirmations</b>	
<ol style="list-style-type: none"> <li>1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</li> <li>2. The composition of the following committees is in terms of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015               <ol style="list-style-type: none"> <li>a. Audit Committee</li> <li>b. Nomination &amp; Remuneration Committee</li> <li>c. Stakeholders Relationship Committee</li> <li>d. Risk Management Committee (applicable to the top 100 listed entities) - Not Applicable. Constituted as per requirements of RBI.</li> </ol> </li> <li>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.</li> <li>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</li> <li>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: This quarter's report shall be placed before the Board of Directors in its next meeting. The previous quarter's report was placed before the Board of Directors at their meeting held on 10<sup>th</sup> August, 2023 and the same was noted without any comments/observations/advice.</li> </ol>	
 <p style="text-align: right;"><b>Madhu Jain</b> Company Secretary &amp; Chief Financial officer</p>	
<b>Date : 11/04/2024</b>	

**To be submitted by listed entity at the end of 6 months after end of financial year along with  
The second quarter's report of next financial year**

<b>Affirmations</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA) refer note below</b>
<b>Broad heading</b>		
<i>Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website</i>	46(2)	YES
<i>Presence of Chairperson of Audit Committee at the Annual General Meeting</i>	18(1)(d)	YES
<i>Presence of Chairperson of the nomination and remuneration committee at the annual general meeting</i>	19(3)	YES
<i>Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting</i>	20(3)	YES
<i>Whether "Corporate Governance Report" disclosed in Annual Report</i>	34(3) read with para C of Schedule V	YES
<b>Note:</b>		
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		

Date : 11 /04/2024



*Madhu Jain*

**Madhu Jain**  
Company Secretary & Chief Financial officer

## ANNEXURE II

### Yearly Compliance Report on Corporate Governance

1. Name of the Entity : DEEVEE COMMERCIALS LTD  
2. Year Ending : 31<sup>st</sup> MARCH, 2024

<b>I. Disclosure on website in terms of Listing Regulations</b>			
Sl.	Item	Compliance status (Yes/No/NA)	Web Address
1	Details of business	Yes	<a href="https://deveecommercial.com/">https://deveecommercial.com/</a>
2	Terms and conditions of appointment of independent directors	Yes	<a href="https://deveecommercial.com/investors/">https://deveecommercial.com/investors/</a>
3	Composition of various committees of board of directors	Yes	<a href="https://deveecommercial.com/directors/">https://deveecommercial.com/directors/</a>
4	Code of conduct of board of directors and senior management personnel	Yes	<a href="https://deveecommercial.com/policies/">https://deveecommercial.com/policies/</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	<a href="https://deveecommercial.com/policies/">https://deveecommercial.com/policies/</a>
6	Criteria of making payments to non-executive directors	NA	--
7	Policy on dealing with related party transactions	Yes	<a href="https://deveecommercial.com/policies/">https://deveecommercial.com/policies/</a>
8	Policy for determining 'material' subsidiaries	Yes	<a href="https://deveecommercial.com/policies/">https://deveecommercial.com/policies/</a>
9	Details of familiarization programmes imparted to independent directors	Yes	<a href="https://deveecommercial.com/program/">https://deveecommercial.com/program/</a>
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	<a href="https://deveecommercial.com/grievance-redressal-officer/">https://deveecommercial.com/grievance-redressal-officer/</a>
11	Email address for grievance redressal and other relevant details	Yes	<a href="https://deveecommercial.com/grievance-redressal-officer/">https://deveecommercial.com/grievance-redressal-officer/</a>
12	Financial results	Yes	<a href="https://deveecommercial.com/financials-result/">https://deveecommercial.com/financials-result/</a>
13	Shareholding pattern	Yes	<a href="https://deveecommercial.com/shareholding-pattern/">https://deveecommercial.com/shareholding-pattern/</a>
14	Details of agreements entered into with the media companies and/or their associates	NA	--
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA	--
16	New name and the old name of the listed entity	NA	--

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17	Advertisements as per regulation 47 (1)	Yes	
18	Credit rating or revision in credit rating obtained	NA	--
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA	
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	
21	Materiality Policy as per Regulation 30	Yes	<a href="https://deveecommercial.com/policies/">https://deveecommercial.com/policies/</a>
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA	
23	It is certified that these contents on the website of the listed entity are correct	Yes	

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<b>II. Annual Affirmations</b>			
<b>Sl.</b>	<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>
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	Quorum of Board meeting	17(2A)	Yes
5	Review of Compliance Reports	17(3)	Yes
6	Plans for orderly succession for appointments	17(4)	Yes
7	Code of Conduct	17(5)	Yes
8	Fees/compensation	17(6)	Yes
9	Minimum Information	17(7)	Yes
10	Compliance Certificate	17(8)	Yes
11	Risk Assessment & Management	17(9)	Yes
12	Performance Evaluation of Independent Directors	17(10)	Yes
13	Recommendation of Board	17(11)	Yes
14	Maximum number of Directorships	17A	Yes
15	Composition of Audit Committee	18(1)	Yes
16	Meeting of Audit Committee	18(2)	Yes
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes
20	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes
22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA
23	Meeting of Risk Management Committee	21(3A)	NA
24	Vigil Mechanism	22	Yes
25	Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
27	Approval for material related party transactions	23(4)	Yes
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes

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29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
31	Annual Secretarial Compliance Report	24(A)	Yes
32	Alternate Director to Independent Director	25(1)	NA
33	Maximum Tenure	25 (2)	Yes
34	Meeting of independent directors	25(3) & (4)	Yes
35	Familiarization of independent directors	25(7)	Yes
36	Declaration from Independent Director	25(8) & (9)	Yes
37	D & O Insurance for Independent Directors	25(10)	NA
38	Memberships in Committees	26(1)	Yes
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
40	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 - N.A		

### 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. : Yes



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Madhu Jain  
Company Secretary & Chief Financial Officer

<b>Additional Half yearly Disclosure</b>			
Applicability of disclosure	Applicable		
Reason for Non Applicability			
<b>I. Disclosure of Loans/ guarantees/comfort letters /securities etc. refer note below</b>			
<b>(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to</b>			
<b>Entity</b>	<b>Aggregate amount advanced during six months (Amount in Rs.)</b>	<b>Balance outstanding at the end of six months (Amount in Rs.)</b>	
Promoter or any other entity controlled by them	--	--	
Promoter Group or any other entity controlled by them	2,25,00,000	2,25,22,192	
Directors (including relatives) or any other entity controlled by them	--	--	
KMPs or any other entity controlled by them	--	--	
<b>(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</b>			
<b>Entity</b>	<b>Type (guarantee, comfort letter etc.)</b>	<b>Aggregate amount of issuance during six months (Amount in Rs.)</b>	<b>Balance outstanding at the end of six months(taking into account any invocation) (Amount in Rs.)</b>
Promoter or any other entity controlled by them	--	--	--
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	--	--	--

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<b>(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</b>			
<b>Entity</b>	<b>Type of security (cash, shares etc.)</b>	<b>Aggregate value of security provided during six months (Amount in Rs.)</b>	<b>Balance outstanding at the end of six months (Amount in Rs.)</b>
Promoter or any other entity controlled by them	--	--	--
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	--	--	--
<b>(D) Additional Information</b>			
<b>II. Affirmations</b>			
<b>Affirmations</b>	<b>Compliance Status</b>	<b>Company Remarks</b>	
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 promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.	Yes		
Name	MADHU JAIN		
Designation	CS & CFO		
Place	KOLKATA		
Date	11/04/2024		

Madhu Jain

