

# **Proaim Enterprises Limited**

(Formerly Shree Nath Commercial & Finance Limited)

CIN : L51900MH1984PLC034867

E-mail : shreenathcommercialfin@gmail.com

Regd. Off.: E-109, Crystal Plaza,

New Link Road, Opp. Infinity Mall,

Andheri (W), Mumbai - 400 053

Tel.: (022) 6152 2225, 6152 2235

Fax : (022)6152 2234

Web-site : www.shreenathcommercial.com

Date: 11/01/2016

To,

Corporate Services

Bombay Stock Exchange Ltd.

Corporate Relationship Dept,

1st Floor, New Trading Ring,

Rotunda Building, P. J. Towers,

Dalal Street, Fort, Mumbai – 400 001

**Ref: BSE Scrip Code: 512105**

**Sub: Submission of Corporate Governance Report Pursuant to Regulation 27(2) of  
LODR Regulations, 2015 For the Quarter ended 31/12/2015**

Dear Sir,

In terms of Regulation 27(2) of the LODR Regulations, 2015, we are enclosing herewith corporate Governance Report in the prescribed format for the quarter ended 31<sup>st</sup> December, 2015 for your reference and record.

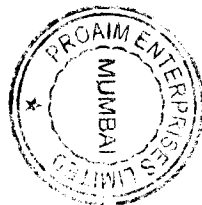
Kindly acknowledge the receipt.

Thanking you,

Yours faithfully,

For Proaim Enterprises Limited  
(Formerly Shree Nath Commercial and Finance Limited)

  
Authorized Signatory



Encl: a/a.

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## Corporate Governance Report

Name of the Company	M/s. Proaim Enterprises Limited (Formerly Shree Nath Commercial & Finance Limited)
Quarter Ending	31 <sup>st</sup> December, 2015
Scip Code	512105

### I. Composition of Board of Directors

Name of the Director	PAN & DIN	Category	Date of appointment in the current term/cessation	Tenure	No. of directorship in listed entities including this listed entity	No. of memberships in Audit/Stakeholder committee(s) including this listed entity	No. of post of chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity
Ms. Tanu Giriraj Agarwal	AADPA7003J 00290966	Promoter & Executive Director	24/03/2010	-	3	6	0
Mr. Zubin Jasi Pardiwala	ALTPP8375M 02321339	Non Executive Independent Director	13/02/2013	34 months	0	6	4
Ms. Seema Nirmalsingh Sidhu	AQNPS2299A 06924919	Non Executive Independent Director	23/03/2015	9 Months	6	10	4

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## II. Composition of Committees

Name of the Committee	Name of Committee Members	Category
Audit Committee	Zubin Jasi Pardiwala (Chairman & Member) Tanu Giriraj Agarwal (Member) Seema Nirmalsingh (Member) Sidhu	Non Executive Independent Director Promoter & Executive Director Non Executive Independent Director
2. Nomination & Remuneration Committee	Zubin Jasi Pardiwala (Chairman & Member) Tanu Giriraj Agarwal (Member) Seema Nirmalsingh (Member) Sidhu	Non Executive Independent Director Promoter & Executive Director Non Executive Independent Director
3. Stakeholders Relationship Committee	Zubin Jasi Pardiwala (Chairman & Member) Tanu Giriraj Agarwal (Member) Seema Nirmalsingh (Member) Sidhu	Non Executive Independent Director Promoter & Executive Director Non Executive Independent Director
4. Risk Management Committee	N.A	As per Clause 21 (5) Risk Management Committee is applicable to top 100 listed entities only.

## III. Meetings of Board of Directors

Date(s) of meeting, if any in the previous quarter ended 30.09.2015	Date(s) of meeting, if any in the relevant quarter ended 31.12.2015	Maximum gap between any two consecutive meetings
1 11.08.2015	1 09.11.2015	69 days
2 01.09.2015	2 -	
3 -	3 -	
4 -	4 -	

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## IV. Meetings of Committees

Type of Committee	Date(s) of meeting of the committee in the relevant quarter ended 31.12.2015	Whether requirement of quorum met	Date(s) of meeting of the committee in the previous quarter ended 30.09.2015	Maximum gap between any two consecutive meetings
Audit Committee	05.11.2015	Yes, All the three members were present in the meeting	10.08.2015	87 days

## IV. Related Party Transactions

Subject	Compliance Status (Yes/No/NA)
Whether prior approval of Audit Committee obtained	Yes
Whether Shareholders approval obtained for material RPT	Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

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## VI. Affirmations

1. The Composition of the Board of Directors is in terms of SEBI (Listing Obligations and disclosure requirements) Regulations, 2015
2. The Composition of the Audit committee & Stakeholders Relationship Committee are in terms of SEBI (Listing Obligations and disclosure requirements) Regulations, 2015 but composition of Nomination & Remuneration Committee is not in terms of SEBI (Listing Obligations and disclosure requirements) Regulations, 2015 (Please refer to the note below)
3. The committee members have been made aware of their powers, roles 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:

### Note relating to the composition of Nomination & Remuneration Committee:

As per Regulation 19 of the LODR Regulations, 2015 the Nomination & Remuneration Committee shall comprise of minimum three directors and all the directors of the committee shall be non executive directors and atleast 50% of the directors shall be independent directors.

The Nomination & Remuneration Committee of the company consists of two non executive independent directors i.e. Mr. Zubin Jasi Pardiwala and Ms. Seema Sidhu and one Executive Director Mrs. Tanu Agarwal. As the Company consists of only three directors on the Board, the committee is constituted as per the composition of the Board. The committee satisfies the criteria of 50% independent directors in the committee. The company is in process to appoint a Non Executive Director and will soon comply with the requirement of SEBI LODR Regulations, 2015 in terms of composition of Nomination & Remuneration Committee.

The Company Secretary of the Company Ms. Divya Mer who is also the compliance officer is on leave and not available to sign the Corporate Governance Report. Therefore, in the absence of Company Secretary this report is signed by the Whole Time Director of the company Mrs. Tanu Giriraj Agarwal

For Proaim Enterprises Limited



Tanu Giriraj Agarwal  
(Whole Time Director)

