

**CORPORATE GOVERNANCE REPORT**

1. Name of Listed Entity - **Shalimar Paints Limited**  
 2. Quarter ending - **31-Dec-2016**

**I. Composition of Board of Directors**

<i>Title (Mr./ Ms)</i>	<i>Name of the Director</i>	<i>DIN</i>	<i>PAN</i>	<i>Category (Chairperson /Executive/Non - Executive/ Independent/ Nominee)</i>	<i>Date of Appointment</i>	<i>Date of cessation</i>	<i>Tenure</i>	<i>No of Directo rship in listed entities includi ng this listed entity</i>	<i>No of membershi ps in Audit/ Stakehold er Committee (s) including this listed entity</i>	<i>No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity</i>
Mr.	Surender Kumar	00510137	AUNPS6751R	ED	12-Aug-2016	N.A.	--	1	0	0
Mr.	Rajiv Rajvanshi	00036605	AANPR8480N	NED,ID	26-Sep-2014	N.A.	Five years	1	1	1
Mr.	Gautam Kanjilal	03034033	AEQPK2392M	C & NED, ID	07-Nov-2016	N.A.	--	3	2	2
Ms.	Pushpa Chowdhary	06877982	ADWPC6654K	NED,ID	26-Sep-2014	N.A.	Five Years	1	2	0

**II. Composition of Committees**

**Audit Committee**

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Rajiv Rajvanshi	NED,ID	Member
2	Pushpa Chowdhary	NED,ID	Member
3	Gautam Kanjilal	NED, ID	Chairperson

### Stakeholders Relationship Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Rajiv Rajvanshi	NED,ID	Chairperson
2	Pushpa Chowdhary	NED,ID	Member
3	Gautam Kanjilal	NED,ID	Member

### Risk Management Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
<i>Not Applicable</i>			

### Nomination and Remuneration Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Rajiv Rajvanshi	NED,ID	Chairperson
2	Gautam Kanjilal	NED,ID	Member
3	Pushpa Chowdhary	NED,ID	Member

### III. Meeting of Board of Directors

<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
12-Aug-2016	07-Nov-2016	86

#### IV. Meeting of Committees

<i>Name of the committee</i>	<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
Audit Committee	07-Nov-2016	Yes	12-Aug-2016	86
Nomination & Remuneration Committee	07-Nov-2016	Yes	12-Aug-2016	
Stakeholders Relationship Committee	07-Nov-2016	Yes		

#### V. Related Party Transactions

<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Not Applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

#### VI. Affirmations

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**
  - b. Nomination & remuneration committee - **Yes**
  - c. Stakeholders relationship committee - **Yes**
  - d. Risk management committee (applicable to the top 100 listed entities) - **Not applicable**
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. - **Yes**
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.- **Yes**
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**

b. Any comments/observations/advice of Board of Directors may be mentioned here:

**None**

**Name** : Sd/-  
**Designation** : **Nitin Gupta**  
**Company Secretary**