

CORPORATE GOVERNANCE REPORT FOR QUARTER ENDED SEPTEMBER 30, 2023

1. Name of Listed Entity: **Shalimar Paints Limited**
2. Quarter ending: **September 30, 2023**
3. Market Capitalisation as per Immediate previous financial year: Top 1000 listed entities
4. Whether the listed entity has a Regular Chairperson : **Yes**
5. Whether Chairperson is related to MD or CEO : **No**

I. Composition of Board of Directors

Title (Mr./Ms)	Name of the Director	PANŞ & 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* (in months)	No. of Directorship in listed entities including this listed entity [Refer Regulation 17A of Listing Regulations]	No. of Independent Directorship in listed entities including this listed entity [Refer Regulation 17A(1) of Listing Regulations]	No. 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)
Dr.	Rajeev Uberoi	AAIPU6376M 01731829	Chairperson -Non-Executive - Independent	30-01-1957	NA	-	11-05-2021	11-05-2021	-	28.21	5	5	5	0
Mr.	Ashok Kumar Gupta	AACPG1951E 01722395	Executive - MD	07-07-1956	NA	-	10-08-2018	27-12-2022	-	-	3	0	2	0
Mr.	Vijay Kumar Sharma	ABDPS2150B 01468701	Non-Executive - Independent	22-01-1963	NA	-	05-10-2020	05-10-2020	-	35.27	1	1	2	1
Mr.	Souvik Pulakesh Sengupta	DOJPS7452N 07248395	Non-Executive - Non Independent Director	12-02-1985	NA	-	24-02-2022	-	-	-	1	0	2	0
Mr.	Abhyuday Jindal	AIEPJ2431J 07290474	Non-Executive - Non Independent Director	04-04-1989	NA	-	08-03-2022	-	-	-	2	0	1	0
Mr.	Sanjiv Garg	AEWPG1845H '00428757	Non-Executive - Independent	28-12-1959	NA	-	10-08-2022	10-08-2022	-	13.22	1	1	1	1
Ms.	Shan Jain	AAAPN0981D '09661574	Non-Executive - Independent	09-11-1969	NA	-	13-02-2023	13-02-2023	-	7.16	1	1	2	0
Mr.	Atul Rasiklal Desai	AEZPD9564M '01918187	Non-Executive - Independent	28-09-1961	NA	-	28-06-2023	28-06-2023	-	3.3	1	1	0	0

*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.

II. Composition of Committees						
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) §	Date of Appointment	Date of Cessation		
1. Audit Committee	Whether the Audit Committee has a Regular Chairperson: Yes					
	1. Mr. Vijay Kumar Sharma	Non-Executive - Independent - Chairman	28-06-2023	-		
	2. Dr. Rajeev Uberoi	Non-Executive - Independent	11-05-2021	-		
	3. Mr. Souvik Pulakesh Sengupta	Non-Executive - Non Independent Director	24-02-2022	-		
	4. Ms. Shan Jain	Non-Executive - Independent	28-06-2023	-		
2. Nomination & Remuneration Committee	Whether the Nomination & Remuneration Committee has a Regular Chairperson: Yes					
	1. Mr. Sanjiv Garg	Non-Executive - Independent - Chairman	28-06-2023	-		
	2. Dr. Rajeev Uberoi	Non-Executive - Independent	24-02-2022	-		
	3. Mr. Souvik Pulakesh Sengupta	Non-Executive - Non Independent Director	24-02-2022	-		
	4. Mr. Vijay Kumar Sharma	Non-Executive - Independent	14-11-2022	-		
3. Risk Management Committee	Whether the Risk Management Committee has a Regular Chairperson: Yes					
	1. Dr. Rajeev Uberoi	Non-Executive - Independent - Chairman	28-06-2023	-		
	2. Mr. Ashok Kumar Gupta	Executive - MD	26-06-2021	-		
	3. Mr. Souvik Pulakesh Sengupta	Non-Executive - Non Independent Director	24-02-2022	-		
	4. Mr. Vijay Kumar Sharma	Non-Executive - Independent	28-06-2023	-		
4. Stakeholders Relationship Committee	Whether the Stakeholders' Relationship Committee has a Regular Chairperson: Yes					
	1. Mr. Sanjiv Garg	Non-Executive - Independent - Chairman	28-03-2023	-		
	2. Mr. Souvik Pulakesh Sengupta	Non-Executive - Non Independent Director	24-02-2022	-		
	3. Mr. Ashok Kumar Gupta	Executive - MD	10-08-2022	-		
	4. Ms. Shan Jain	Non-Executive - Independent	28-06-2023	-		
III. Meeting of Board of Directors						
Date(s) of Meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Whether requirement of Quorum met (Yes/No)	Total number of Directors as on date of the meeting	Number of Directors present*	Number of Independent Directors attending the meeting*	
27-05-2023		Yes	8	6	5	
28-06-2023	31 (27.05.2023-28.06.2023)	Yes	9	6	5	
11-08-2023	43 (28.06.2023-11.08.2023)	Yes	8	6	5	

* to be filled in only for the current quarter meetings

IV. Meeting of Committees							
Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Whether requirement of Quorum met (Yes/No)	Total number of Directors as on date of the meeting	Number of Directors present*	Number of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
Audit committee	27-05-2023		Yes	6	5	4	0
	28-06-2023	31 (27.05.2023-28.06.2023)	Yes	6	5	4	0
	11.08.2023	43 (28.06.2023-11.08.2023)	Yes	4	3	3	0
Nomination and Remuneration Committee	03-04-2023		Yes	4	3	3	0
	06-04-2023	2 (03.04.2023 - 06.04.2023)	Yes	4	3	3	0
	27-05-2023	50 (06.04.2023-27.05.2023)	Yes	4	3	3	0
	28-06-2023	31 (27.05.2023-28.06.2023)	Yes	4	3	3	0
Risk Management Committee	28-06-2023	165 (13.01.2023-28.06.2023)	Yes	4	3	2	0

* to be filled in only for the current quarter meetings

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA) refer note below
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

VI. Affirmations
<p>1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. - Yes</p> <p>2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</p> <ul style="list-style-type: none">a. Audit Committee - Yesb. Nomination & Remuneration Committee - Yesc. Stakeholders' Relationship Committee - Yesd. Risk Management Committee - Yes <p>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</p> <p>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</p> <p>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: Yes, the Corporate Governance Report submitted in the previous quarter was placed before Board of Directors in its meeting held on 11.08.2023. There were no comments/observations/advice in the meeting held on 11.08.2023. This report will be placed in subsequent meeting of the Board of Directors and comments/observations, if any, will be mentioned in subsequent report.</p>
<p>Name & Designation:</p> <p>Sd/- Shikha Rastogi Company Secretary</p>

Details of Cyber Security Incidence
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whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter
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Date of the event

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No
Brief details of the event
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ADDITIONAL HALF YEARLY DISCLOSURE

Half year ending – September 30, 2023

Applicability of disclosure	Applicable		
Reason for Non Applicability			
I. Disclosure of Loans / guarantees / comfort letters / securities etc. <small>refer note below</small>			
(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0	0	
Promoter Group or any other entity controlled by them	0	0	
Directors (including relatives) or any other entity controlled by them	0	0	
KMPs or any other entity controlled by them	0	0	
(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:			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them		0	0
Promoter Group or any other entity controlled by them		0	0
Directors (including relatives) or any other entity controlled by them		0	0
KMPs or any other entity controlled by them		0	0
(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:			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them		0	0
Promoter Group or any other entity controlled by them		0	0
Directors (including relatives) or any other entity controlled by them		0	0
KMPs or any other entity controlled by them		0	0
II. Affirmations			
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 : Davinder Dogra			
Designation : CFO			

