

CORPORATE GOVERNANCE REPORT UNDER REGULATION 27(2) OF SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

1. Name of Listed Entity: SHALIMAR PAINTS LIMITED
 2. Quarter ending: 31-Mar-2019

I. COMPOSITION OF BOARD OF DIRECTORS

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/Non - Executive/ Independent/ Nominee)	Sub Category	Date of Appointment	Date of 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	Membership in Committees of the Company	Remarks
Mr.	Gautam Kanjilal	03034033	AEQPK2392M	ID,C & NED		26-Sep-2018		36	3	2	2	AC,SC,NRC	--
Mr.	Ashok Kumar Gupta	01722395	AACPG1951E	NED		10-Aug-2018		36	2	0	0	AC,SC,NRC	--
Mr.	Surender Kumar	00510137	AUNPS6751R	ED	CEO-MD	12-Aug-2016		36	1	0	0	AC,SC,NRC	--
Ms.	Pushpa Chowdhary	06877982	ADWPC6654K	ID		26-Sep-2014		60	1	2	0	AC,SC,NRC	--
Mr.	Alok Perti	00475747	AASPP6540L	ID		24-May-2017		36	1	1	1	AC,SC,NRC	--

Company Remarks	
Whether Permanent chairperson appointed	Yes

II. Composition of Committees

a. Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/ Membership	Appointment Date	Cessation Date
1	Mr. Gautam Kanjilal	ID,C & NED	Chairperson	24-May-2017	-
2	Mr. Alok Perti	NED,ID	Member	24-May-2017	-
3	Ms. Pushpa Chowdhary	NED,ID	Member	24-May-2017	-

Company Remarks	The Audit Committee was re-constituted on 24th May, 2017
Whether Permanent chairperson appointed	Yes

b. Stakeholders' Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/ Membership	Appointment Date	Cessation Date
1	Mr. Alok Perti	NED, ID	Chairperson	24-May-2017	-
2	Mr. Gautam Kanjilal	ID, C & NED	Member	24-May-2017	-
3	Ms. Pushpa Chowdhary	NED, ID	Member	24-May-2017	-

Company Remarks	The Stakeholders' Relationship Committee was re-constituted on 24th May, 2017
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
Not Applicable					

d. Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Mr. Alok Perti	NED, ID	Chairperson	24-May-2017	-
2	Mr. Gautam Kanjilal	ID, C & NED	Member	24-May-2017	-
3	Ms. Pushpa Chowdhary	NED, ID	Member	24-May-2017	-

Company Remarks	The Nomination and Remuneration Committee was re-constituted on 24th May, 2017
Whether Permanent chairperson appointed	Yes

e. Corporate Social Responsibility Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Mr. Surender Kumar	ED	Chairperson	24-May-2017	-
2	Ms. Pushpa Chowdhary	NED, ID	Member	24-May-2017	-
3	Mr. Alok Perti	NED, ID	Member	24-May-2017	-

Company Remarks	The Nomination and Remuneration Committee was re-constituted on 24th May, 2017
Whether Permanent chairperson appointed	Yes

f. Rights Issue Committee - 2018

Sr. No.	Name of the Director	Category	Chairperson/Membership
1	Ms. Pushpa Chowdhary	NED, ID	Chairperson
2	Mr. Surender Kumar	ED	Member
3	Mr. Alok Perti	NED, ID	Member

g. Allotment Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership
1	Ms. Pushpa Chowdhary	NED, ID	Chairperson
2	Mr. Surender Kumar	ED	Member
3	Mr. Alok Perti	NED, ID	Member
4	Mr. Nitin Gupta (CS)	--	Member

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
25-Oct-2018	08-Feb-2019
17-Nov-2018	

Company Remarks	-
Maximum gap between any two consecutive (in number of days)	82

IV. Meeting of Committees

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Requirement of Quorum met (details)	Whether requirement of Quorum met (Yes/No)
Audit Committee	25-Oct-2018	08-Feb-2019	2	Yes
Stakeholders Relationship Committee	25-Oct-2018	08-Feb-2019	2	Yes
Nomination & Remuneration Committee	25-Oct-2018	08-Feb-2019	2	Yes

Company Remarks	-
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	105

V. Related Party Transactions

Subject	Compliance status (Yes/No/NA)	Remark
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	-

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	Not Any
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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:

Not Any

Name : **Nitin Gupta**
Designation : **Company Secretary & Compliance Officer**

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations			
Item	Compliance status (Yes/No/NA)	Company Remark	Website
Details of business	Yes	--	www.shalimarpaints.com
Terms and conditions of appointment of independent directors	Yes	--	www.shalimarpaints.com
Composition of various committees of board of directors	Yes	--	www.shalimarpaints.com
Code of conduct of board of directors and senior management personnel	Yes	--	www.shalimarpaints.com
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	--	www.shalimarpaints.com
Criteria of making payments to non-executive directors	Yes	--	www.shalimarpaints.com
Policy on dealing with related party transactions	Yes	--	www.shalimarpaints.com
Policy for determining 'material' subsidiaries	Not Applicable	--	--
Details of familiarization programs imparted to independent directors	Yes	--	www.shalimarpaints.com
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	--	www.shalimarpaints.com
email address for grievance redressal and other relevant details	Yes	--	www.shalimarpaints.com
Financial results	Yes	--	www.shalimarpaints.com
Shareholding pattern	Yes	--	www.shalimarpaints.com
Details of agreements entered into with the media companies and/or their associates	Yes	--	www.shalimarpaints.com
New name and the old name of the listed entity	Not Applicable	--	--
II Annual Affirmations			
Particulars	Regulation Number	Compliance status (Yes/No/NA)	Company Remark
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	--
Board composition	17(1)	Yes	--
Meeting of Board of directors	17(2)	Yes	--
Review of Compliance Reports	17(3)	Yes	--
Plans for orderly succession for appointments	17(4)	Yes	--

Code of Conduct	17(5)	Yes	--
Fees/compensation	17(6)	Yes	--
Minimum Information	17(7)	Yes	--
Compliance Certificate	17(8)	Yes	--
Risk Assessment & Management	17(9)	Not Applicable	--
Performance Evaluation of Independent Directors	17(10)	Yes	--
Composition of Audit Committee	18(1)	Yes	--
Meeting of Audit Committee	18(2)	Yes	--
Composition of nomination & remuneration committee	19(1) & (2)	Yes	--
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	--
Composition and role of risk management committee	21(1),(2),(3),(4)	Not Applicable	--
Vigil Mechanism	22	Yes	--
Policy for related party Transaction	23(1),(5),(6),(7) &	Yes	--
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	--
Approval for material related party transactions	23(4)	Yes	--
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	--
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	--
Maximum Directorship & Tenure	25(1) & (2)	Yes	--
Meeting of independent directors	25(3) & (4)	Yes	--
Familiarization of independent directors	25(7)	Yes	--
Memberships in Committees	26(1)	Yes	--
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	--
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes	--
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	--

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Other Information	Not Any
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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. - **Not Applicable**

Other Information	Not Any
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Name : **NITIN GUPTA**
Designation : **Company Secretary**