

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: 30-Sep-2018

I. COMPOSITION OF BOARD OF DIRECTORS

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

* Mr. Gautam Kanjilal was re-appointed as Chairman cum Independent Non-Executive Director of the Company to hold office for a second term of three consecutive years from the date of AGM of the Company i.e., September 26, 2018. His appointment was confirmed by the Members in the AGM of the Company held on September 26, 2018.

** Mr. Ashok Kumar Gupta was appointed as Vice Chairman cum Non-Executive Non Independent Director of the Company to hold office for a term of three consecutive years w.e.f August 10, 2018. His appointment was regularised in AGM held on September 26, 2018.

II. Composition of Committees

Audit Committee

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

Stakeholders' Relationship Committee

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

Risk Management Committee

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

Nomination and Remuneration Committee

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

Corporate Social Responsibility Committee

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

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

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	Maximum gap between any two consecutive (in number of days)
23-May-2018	10-Jul-2018	47
	10-Aug-2018	30

IV. Meeting of Committees

Name of the committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive (in number of days)
Nomination & Remuneration Committee	10-Jul-2018	Yes		47
Audit Committee	10-Aug-2018	Yes	23-May-2018	78
Stakeholders Relationship Committee				
Nomination & Remuneration Committee				

V. Related Party Transactions

Subject	Compliance status (Yes/No/NA)
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:

Nil

<i>Broad Heading</i>	<i>Regulation Number</i>	<i>Compliance Status</i>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

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