

Ms.	Pooja Pahladbhai Patel	07168083	Executive Director	24-04-2015	01-09-2015	-	02-10-1992	01	Nil	01	Nil
		-									
Mr.	Sagar Pahladbhai Patel	07168126	Executive Director	22-10-2019	01-11-2019	-	20-11-1995	01	Nil	Nil	Nil
		-									
Mr.	Chirag Narendrabhai Shah	02583300	Non-Executive Independent Director	01-09-2015	01.09.2015	55 Months	22-12-1966	01	01	01	01
		-									
Mr.	Sandeep Himatbhai Shah	00807162	Non-Executive Independent Director	01-09-2015	01.09.2015	55 Months	31-07-1961	01	01	01	Nil
		-									
Mr.	Vasishtha Pramodbhai Patel	00808127	Non-Executive Independent Director	01-09-2015	01.09.2015	55 Months	18-07-1963	01	01	01	01
		-									
Mrs.	Zarana Pratik Patel	08580937	Non-Executive Independent Director	22-10-2019	22-10-2019	06 Months	07-11-1989	01	01	01	Nil

*PAN number of any director would not be displayed on the website of Stock Exchange

&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

* 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	Whether Regular Chairperson appointed	Name of Committee Members	Category-1 (Chairperson/Executive/Non-Executive/independent/Nominee) \$	Category-2 (Chairperson/Member)	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Vasishtha Pramodbhai Patel	Non-Executive - Independent Director	Chairman	01-09-2015	-
		Sandeep Himatbhai Shah	Non-Executive - Independent Director	Member	01-09-2015	-
		Prahaladbhai Shivrambhai Patel	Executive Director	Member	01-09-2015	-
		Zarana Pratik Patel	Non-Executive - Independent Director	Member	07-02-2020	-
2. Nomination and Remuneration Committee	Yes	Chirag Narendrabhai Shah	Non-Executive - Independent Director	Chairman	01-09-2015	-
		Vasishtha Pramodbhai Patel	Non-Executive - Independent Director	Member	12-12-2016	-
		Sandeep Himatbhai Shah	Non-Executive - Independent Director	Member	01-09-2015	-
3. Stakeholders Relationship Committee	Yes	Chirag Narendrabhai Shah	Non-Executive - Independent Director	Chairman	12-12-2016	-
		Pooja Prahladbhai Patel	Executive Director	Member	12-12-2016	-
		Prahaladbhai Shivrambhai Patel	Executive Director	Member	12-12-2016	-
4. Corporate Social Responsibility Committee	Yes	Shilpaben Prahaladbhai Patel	Executive Director	Chairperson	27-08-2014	-
		Prahaladbhai Shivrambhai Patel	Executive Director	Member	27-08-2014	-
		Sandeep Himatbhai Shah	Non-Executive - Independent Director	Member	01-09-2015	-
5. Other Committee	-	Vasishtha Pramodbhai Patel	Non-Executive -	Chairman	-	-

(Fund Raising Committee)			Independent Director			
		Prahaladbhai Shivrambhai Patel	Executive Director	Member	-	-
		Chirag Narendrabhai Shah	Non-Executive - Independent Director	Member	-	-
		Pooja Prahaladbhai Patel	Executive Director	Member	-	-
&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen						

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	Whether requirement of Quorum met*	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive (in number of days)
22-10-2019		Yes	6	3	-
	07-02-2020	Yes	8	4	107
	14-03-2020	Yes	8	4	35
* to be filled in only for the current quarter meetings					

IV. Meeting of Committees						
Name of the committee	Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive (in number of days)
Audit Committee	22-10-2019		Yes	3	2	-
Audit Committee		07-02-2020	Yes	3	2	107
Nomination and remuneration committee	22-10-2019	-	Yes	3	3	-
Corporate Social	22-10-2019		Yes	3	1	

Responsibility Committee						
		07-02-2020	Yes	3	1	107
Fund Raising Committee		15-01-2020	Yes	4	2	-
<i>* to be filled in only for the current quarter meetings</i>						

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	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	Yes
Disclosure of notes on related party transactions	NA
Disclosure of notes of material transactions with related party	There were no Material Related Party Transactions in the company throughout the quarter.

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> <p>a. Audit Committee - Yes</p> <p>b. Nomination & Remuneration Committee - Yes</p> <p>c. Stakeholders Relationship Committee - Yes</p> <p>d. Risk management committee (applicable to the top 100 listed entities) – Not Applicable</p> <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. - The report of the previous quarter viz 31/12/2019 was placed before the board in the board meeting held on 07/02/2020 and this report shall be placed in the next board meeting of the company.</p>
<p>Name of signatory: CS Mittali Christachary Designation: Company Secretary and Compliance officer Date: 15-04-2020</p>

Annex- II

Compliance Report on Corporate Governance for Financial Year 2019-2020 (Pursuant to Regulation 27(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance Status	Web address
As per regulation 46 (2) of the LODR:		
Details of business	Yes	https://www.pspprojects.com/company-profile/
Terms and conditions of appointment of independent directors	Yes	https://www.pspprojects.com/wp-content/uploads/2017/10/Terms-and-Conditions-for-Independent-Directors-22.10.2019.pdf
Composition of various committees of board of directors	Yes	https://www.pspprojects.com/composition-of-various-committees-of-board-of-directors/
Code of conduct of board of directors and senior management personnel	Yes	https://www.pspprojects.com/wp-content/uploads/2017/10/Code-of-Conduct-for-Board-and-Senior-Management-April-2019.pdf
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	https://www.pspprojects.com/wp-content/uploads/2017/10/Whistle-Blower-Policy-April-2019.pdf
Criteria of making payments to non-executive directors	Yes	https://www.pspprojects.com/wp-content/uploads/2017/10/Criteria-for-making-payment-to-non-executive-directors.pdf
Policy on dealing with related party transactions	Yes	https://www.pspprojects.com/wp-content/uploads/2017/10/Policy-on-Related-Party-Transactions-April-2019.pdf
Policy for determining 'material' subsidiaries	Yes	https://www.pspprojects.com/wp-content/uploads/2017/10/Policy-on-Material-Subsidiary-April-2019.pdf
Details of familiarization programmes imparted to independent directors	Yes	https://www.pspprojects.com/wp-content/uploads/2017/10/Policy-on-Familiarisation-Programme-19-20-1.pdf
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	https://www.pspprojects.com/investor-contacts/
email address for grievance redressal and other relevant details	Yes	https://www.pspprojects.com/investor-contacts/
Financial results	Yes	https://www.pspprojects.com/financial-performance/
Shareholding pattern	Yes	https://www.pspprojects.com/shareholding-pattern/
Details of agreements entered into with the media	NA	-

companies and/or their associates		
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes	https://www.pspprojects.com/press-releases-news/
New name and the old name of the listed entity	NA	-
Advertisements as per regulation 47 (1)	Yes	https://www.pspprojects.com/press-releases-news/
Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	Yes	https://www.pspprojects.com/credit-rating/
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	https://www.pspprojects.com/financial-performance/
As per other regulations of the LODR:	Yes	
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	https://www.pspprojects.com/
Materiality Policy as per Regulation 30	Yes	https://www.pspprojects.com/wp-content/uploads/2017/10/Policy-on-Determining-of-Materiality-April-2019.pdf
Dividend Distribution policy as per Regulation 43A (as applicable)	Yes	https://www.pspprojects.com/wp-content/uploads/2017/10/Dividend-Distribution-Policy-1.pdf
It is certified that these contents on the website of the listed entity are correct.	Yes	https://www.pspprojects.com/

II. Annual Affirmations		
Particulars	Regulation number	Compliance Status (Yes/No/NA)
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), 17(1A), 17(1B)	Yes
Meeting of Board of directors	17(2)	Yes
Quorum of Board Meeting	17(2A)	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)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of Board	17(11)	Yes

Maximum number of Directorship	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Quorum of nomination & remuneration committee	19(2A)	Yes
Meeting of nomination & remuneration committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2), 20(2A)	Yes
Meeting of Stakeholder Relationship Committee	20(3A)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	NA
Meeting of risk management committee	21(3A)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	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)	NA
Disclosure of Related Party Transactions on Consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4), (5) & (6)	Yes
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	NA
Maximum Tenure	25(2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from independent directors	25(8) & (9)	Yes
D & O Insurance for independent directors	25(10)	NA
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
Any other information to be provided	None of the subsidiaries incorporated in India is a material non- listed subsidiary. Hence the Corporate Governance Requirements as per Regulation 24(1), 24(5) and 24(6) is Not Applicable to the company.	

III. Affirmations	
Particulars	Compliance status (Yes/No/NA)
The Listed Entity has approved the Material Subsidiary Policy and the Corporate Governance requirements with respect to the subsidiary of Listed Entity have been complied.	Yes

Name of signatory: CS Mittali Christachary
Designation: Company Secretary and Compliance officer
Date: 15-04-2020