

Ref No: PSPPROJECT/SE/32/17-18

October 11, 2017

To,

The Manager,
Listing Operation
BSE Limited
Floor 25, P.J. Towers,
Dalal Street, Mumbai-400 001
Scrip Code: 540544

To,

The Manager,
The Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai – 400 051
Scrip Symbol: PSPPROJECT

Dear Sir,

Subject: Quarterly Compliance Report on Corporate Governance

We submit herewith the quarterly Compliance Report on Corporate Governance in compliance with Regulation 27(2) of SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015, for the quarter ended September 30, 2017.

Kindly take the aforementioned information on record.

Thanking You,

For, PSP Projects Limited



Minakshi Tak
Company Secretary & Compliance Officer
Place: Ahmedabad

Encl: Corporate Governance Report

Name of Listed Entity: **PSP PROJECTS LIMITED**

1. Quarter Ending: **30th September, 2017**

| I. Composition of Board of Directors | | | | | | | | |
|---|--------------------------------|------------------------|--|--|---------|--|---|--|
| Title (Mr./ Ms.) | Name of the Director | PAN ^s & DIN | Category (Chairperson/ Executive/ Non-Executive/ independent/ Nominee) & | Date of Appointment in the current term /cessation | Tenure* | No of Directorship in listed entities including PSP Projects Limited (Refer Regulation 25(1) of Listing Regulations) | Number of memberships in Audit/ Stakeholder Committee(s) including PSP Projects Limited (Refer Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including PSP Projects Limited (Refer Regulation 26(1) of Listing Regulations) |
| Mr. | Prahaladbhai Shivrambhai Patel | AEIPP1449J 00037633 | Chairman and Managing Director and CEO | 09.07.2015 | - | 01 | 02 | Nil |
| Ms. | Shilpaben Patel | ARYPP3568M 02261534 | Whole Time Director | 01.09.2015 | - | 01 | Nil | Nil |
| Ms. | Pooja Patel | BLIPP2703H 07168083 | Executive Director | 01.09.2015 | - | 01 | 01 | Nil |

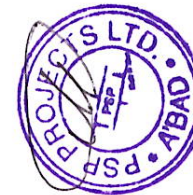


| | | | | | | | | |
|-----|-----------------|------------|----------------------|------------|-----------------|----|----|-----|
| Mr. | Chirag Shah | ACZPS4213N | Independent Director | 01.09.2015 | 2 years 1 Month | 01 | 01 | 01 |
| | | 02583300 | | | | | | |
| Mr. | Sandeep Shah | ABDPS7344H | Independent Director | 01.09.2015 | 2 Years 1 Month | 01 | 01 | Nil |
| | | 00807162 | | | | | | |
| Mr. | Vasishtha Patel | AETPP2291M | Independent Director | 01.09.2015 | 2 Years 1 Month | 01 | 01 | 01 |
| | | 00808127 | | | | | | |

§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 | Name of Committee Members | Category (Chairperson/Executive/Non-Executive/independent/Nominee) [§] |
| 1.Audit Committee | Mr. Vasishtha Patel | Independent Director and Chairman of Audit Committee |
| | Mr. Sandeep Shah | Independent Director |
| | Mr. Prahaladbhai Shivrambhai Patel | Chairman and Managing Director and CEO |
| 2.Nomination & Remuneration Committee | Mr. Chirag Shah | Independent Director and Chairman of Nomination & Remuneration Committee |
| | Mr. Vasishtha Patel | Independent Director |
| | Mr. Sandeep Shah | Independent Director |
| 3.Risk Management | N.A. | N.A. |
| 4.Stakeholders Relationship Committee | Mr. Chirag Shah | Independent Director and Chairman of Stakeholders Relationship Committee |
| | Mr. Prahaladbhai Shivrambhai Patel | Chairman and Managing Director and CEO |
| | Ms. Pooja Patel | Executive Director |
| [§] 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. Meetings of Board of Directors | | | |
|--|--|---|--|
| Date(s) of Meeting (if any) in the previous quarter (01-04-2017 to 30-06-2017) | | Date(s) of Meeting (if any) in the relevant quarter (01-07-2017 to 30-09-2017) | Maximum gap between any two consecutive (in number of days) |
| 24-Apr-2017 04-May-2017 22-May-2017 25-May-2017 19-Jun-2017 | | 09-Aug-2017 | 50 days |
| IV. Meetings of Committees | | | |
| Date(s) of meeting of the committee in the relevant quarter (01-07-2017 to 30-09-2017) | Whether requirement of Quorum met (details) | Date(s) of meeting of the committee in the previous quarter (01-04-2017 to 30-06-2017) | Maximum gap between any two consecutive meetings in number of days* |
| Audit Committee | | | |
| 09-Aug-2017 | Yes | 24-Apr-2017 19-Jun-2017 | 55 days |
| *This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional | | | |
| 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 | | Yes | |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | | Yes | |
| Note: <ol style="list-style-type: none"> 1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated. 2. If status is "No" details of non-compliance may be given here. | | | |



VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & remuneration committee
 - c. Stakeholders relationship committee
 - d. Risk management committee (applicable to the top 100 listed entities)
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.
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.
5. This report was placed before the Board in their meeting held on October 11, 2017. The report submitted in the previous quarter has already been placed before the Board on August 9, 2017 and no comments/observations/advice has been given by the Board of Directors on the same.

Name & Designation



Minakshi Tak
Company Secretary and Compliance Officer

Date: October 11, 2017

Place : Ahmedabad