

Quarterly/Half yearly Compliance Report on Corporate Governance (Pursuant to Regulation 27(2) of the Securities and Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulations, 2015

1. Name of Listed Entity: PSP Projects Limited

2. Quarter Ending: March 31, 2019

I. Composition of Board of Directors								
Title (Mr., Ms.)	Name of the Director	PAN*& 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	00037633 -	Chairman and Managing Director and CEO	09.07.2015	-	01	02	Nil
Mrs.	Shilpaben Prahaladbhai Patel	02261534 -	Whole Time Director	01.09.2015	-	01	Nil	Nil
Ms.	Pooja Prahladbhai Patel	07168083 -	Executive Director	01.09.2015	-	01	01	Nil
Mr.	Chirag Narendrabhai Shah	02583300 -	Non-Executive Independent Director	01.09.2015	43 Months	01	01	01

Mr.	Sandeep Himatbhai Shah	00807162	Non-Executive Independent Director	01.09.2015	43 Months	01	01	Nil
		-						
Mr.	Vasishtha Pramodbhai Patel	00808127	Non-Executive Independent Director	01.09.2015	43 Months	01	01	01
		-						

§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	DIN	Name of Committee Members	Category-1 (Chairperson/Executive/Non-Executive/independent/Nominee) §	Category-2 (Chairperson/Member)	Date of Appointment
1. Audit Committee	00808127	Vasishtha Pramodbhai Patel	Non-Executive - Non Independent Director	Chairperson	01-09-2015
	00807162	Sandeep Himatbhai Shah	Non-Executive - Non Independent Director	Member	01-09-2015
	00037633	Prahaladbhai Shivrambhai Patel	Executive Director	Member	01-09-2015
2. Nomination and Remuneration Committee	02583300	Chirag Narendrabhai Shah	Non-Executive - Non Independent Director	Chairperson	01-09-2015
	00808127	Vasishtha Pramodbhai Patel	Non-Executive - Non Independent Director	Member	12-12-2016
	00807162	Sandeep Himatbhai Shah	Non-Executive - Non Independent Director	Member	01-09-2015
3. Stakeholders Relationship	02583300	Chirag Narendrabhai Shah	Non-Executive - Non	Chairperson	12-12-2016

Committee			Independent Director		
	07168083	Pooja Prahladbhai Patel	Executive Director	Member	12-12-2016
	00037633	Prahaladbhai Shivrambhai Patel	Executive Director	Member	12-12-2016
4. Corporate Social Responsibility Committee	02261534	Shilpaben Prahaladbhai Patel	Executive Director	Chairperson	27-08-2014
	00037633	Prahaladbhai Shivrambhai Patel	Executive Director	Member	27-08-2014
	00807162	Sandeep Himatbhai Shah	Non-Executive - Non Independent Director	Member	01-09-2015

&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 (01-10-2018 to 31-12-2018)	Date(s) of Meeting (if any) in the relevant quarter (01-01-2019 to 31-03-2019)	Maximum gap between any two consecutive (in number of days)
05- November- 2018	09-February-2019	95 days
	29-March-2019	

IV. Meetings of Committees

Date(s) of meeting of the committee in the relevant quarter (01-01-2019 to 31-03-2019)	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter (01-10-2018 to 31-12-2018)	Maximum gap between any two consecutive meetings in number of days*
Audit Committee			
09-February-2019	Yes	05- November- 2018	95 days
29-March-2019			
Nomination and remuneration committee			
29-March-2019	-	-	
Stakeholders Relationship Committee			
-	-	-	
Corporate Social Responsibility Committee			
09-February-2019	-	-	

*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	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes
<p>Note: There were no Material Related Party Transactions in the company throughout the year.</p> <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	
<ol style="list-style-type: none"> 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 <ol style="list-style-type: none"> 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) -NA 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. The report submitted in the previous quarter has already been placed before the Board on February 09, 2019 and no comments/observations/advice has been given by the Board of Directors on the same. 6. Any comments/observations/advice of Board of Directors may be mentioned here: The Corporate governance report for the Quarter ended December 31, 2018 had been placed before the board and this report shall be placed in the next board meeting. 	
Name & Designation	
<p>Sd/- Mittali Christachary Company Secretary and Compliance Officer Date: April 04, 2019 Place : Ahmedabad</p>	

Compliance Report on Corporate Governance for Financial Year 2018-2019 (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
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.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 nonexecutive 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/Details-on-Familiarisation-Programme.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	NA	

media companies and/or their associates		
New name and the old name of the listed entity	NA	

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)	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)	Yes
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)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(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
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
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
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.	
Note:		
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	Yes	
Any other information to be provided	<p>Note that: The company has formulated and amended its Policy for determining 'material' subsidiaries from time to time. The company has three subsidiaries viz : One Foreign WOS: PSP Projects INC, One Domestic Subsidiary: PSP Projects and Proactive Constructions Private Limited, One Joint Venture: GDCL & PSP Joint Venture.</p> <p>The company also have a Step Down Joint Venture in P & J Builders LLC in USA</p> <p>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) is Not Applicable to the company.</p>	
Name & Designation		
Sd/- Mitali Christachary Company Secretary and Compliance Officer Date: April 04, 2019 Place : Ahmedabad		