

Quarterly 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: June 30, 2018

<b>I. Composition of Board of Directors</b>								
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 AEIPP1449J	Chairman and Managing Director and CEO	09.07.2015	-	01	02	Nil
Mrs.	Shilpaben Prahladbhai Patel	02261534 ARYPP3568M	Whole Time Director	01.09.2015	-	01	Nil	Nil
Ms.	Pooja Prahladbhai Patel	07168083 BLIPP2703H	Executive Director	01.09.2015	-	01	01	Nil
Mr.	Chirag Shah	02583300 ACZPS4213N	Independent Director	01.09.2015	34 Months	01	01	01

Mr.	Sandeep Himmatlal Shah	00807162	Independent Director	01.09.2015	34 Months	01	01	Nil
		ABDPS7344H						
Mr.	Vasishtha Pramodbhai Patel	00808127	Independent Director	01.09.2015	34 Months	01	01	01
		AETPP2291M						

\$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.

<b>II. Composition of Committees</b>		
<b>Name of Committee</b>	<b>Name of Committee Members</b>	<b>Category (Chairperson/Executive/Non-Executive/independent/Nominee) \$</b>
1.Audit Committee	Mr. Vasishtha Pramodbhai Patel	Independent Director and Chairman of Audit Committee
	Mr. Sandeep Himmatlal Shah	Independent Director & member
	Mr. Prahaladbhai Shivrambhai Patel	Chairman and Managing Director and CEO & member
2.Nomination & Remuneration Committee	Mr. Chirag Shah	Independent Director and Chairman of Nomination & Remuneration Committee
	Mr. Vasishtha Pramodbhai Patel	Independent Director & member
	Mr. Sandeep Himmatlal Shah	Independent Director & member
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 & member
	Ms. Pooja Prahladbhai Patel	Executive Director & member
5. Corporate Social Responsibility Committee	Mrs. Shilpaben Prahladbhai Patel	Executive Director & Chairperson of CSR Committee
	Mr. Prahaladbhai Shivrambhai Patel	Chairman and Managing Director and CEO & member

	Mr. Sandeep Himmatlal Shah	Independent 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. Meetings of Board of Directors

Date(s) of Meeting (if any) in the previous quarter (01-01-2018 to 31-03-2018)	Date(s) of Meeting (if any) in the relevant quarter (01-04-2018 to 30-06-2018)	Maximum gap between any two consecutive (in number of days)
01-January-2018 08-February-2018	07-April-2018 10-May-2018	57

### IV. Meetings of Committees

Date(s) of meeting of the committee in the relevant quarter (01-04-2018 to 30-06-2018)	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter (01-01-2018 to 31-03-2018)	Maximum gap between any two consecutive meetings in number of days*
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#### Audit Committee

10-May-2018	Yes	08-February-2018	90 days
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#### Nomination and remuneration committee

07-April-2018	Yes		
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\*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
Disclosure of notes on related party transactions	Although there are no material related party transactions, to have more transparency the shareholders' approval was taken in its 9th AGM held on 27-09-2017.
Disclosure of notes of material transaction with related party	

Note:

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. - 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) -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 May 10, 2018 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 March 31, 2018 had been placed before the board and this report shall be placed in the next board meeting.

**Name & Designation**

**Mittali Christachary**  
**Company Secretary and Compliance Officer**  
**Date: July 03, 2018**  
**Place : Ahmedabad**