

**Quarterly/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 (Listing Regulations)**

1. Name of Listed Entity: PSP Projects Limited
2. Quarter/Year Ending: March 31, 2022

I. Composition of Board of Directors											
Title (Mr., Ms.)	Name of the Director	PAN ^s & DIN	Category (Chairperson / Executive/ Non- Executive/ independent/ Nominee) &	Initial Date of Appointment	Date of Reappointment	Tenure*	Date of Birth	No of Directo rship in listed entities includin g PSP Projects Limited (Refer Regulati on 17A (1))	No of Independ ent Directorsh ip in listed entities including PSP Projects Limited (in reference to provisio to regulation 17A(1))	Number of memberships in Audit/ Stakeholder Committee(s) including PSP Projects Limited (Refer Regulation 26(1))	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including PSP Projects Limited (Refer Regulation 26(1))
Mr.	Prahaladbhai Shivrambhai Patel	00037633	Executive Director/ Chairperson related to Promoter / CEO-MD	26-08-2008	09-07-2020	-	06-07-1963	01	Nil	01	Nil
Ms.	Pooja Prahlabdhai Patel	07168083	Executive Director	24-04-2015	01-09-2020	-	02-10-1992	01	Nil	01	Nil
Mr.	Sagar Prahlabdhai Patel	07168126	Executive Director	22-10-2019	01-11-2019	-	20-11-1995	01	Nil	01	Nil

Mr.	Chirag Narendrabhai Shah #	02583300	Non-Executive Independent Director	01-09-2015	01-09-2020	79 Months	22-12-1966	01	01	01	01
Mr.	Sandeep Himatbhai Shah	00807162	Non-Executive Independent Director	01-09-2015	01-09-2020	79 Months	31-07-1961	01	01	01	Nil
Mr.	Vasishtha Pramodbhai Patel	00808127	Non-Executive Independent Director	01-09-2015	01-09-2020	79 Months	18-07-1963	01	01	01	01
Mrs.	Zarana Pratik Patel	08580937	Non-Executive Independent Director	22-10-2019	-	30 Months	07-11-1987	01	01	01	Nil

Whether Regular chairperson appointed **Yes**

Whether Chairperson is related to managing director or CEO **Yes**

\$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.

#Mr. Chirag N. Shah (DIN: 02583300) ceased to be Independent Director of the Company from close of business hours of March 31, 2022.

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	Chairperson	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	Chairperson	01-09-2015	31-03-2022
		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	Chairperson	12-12-2016	31-03-2022
		Pooja Prahladbhai Patel	Executive Director	Member	12-12-2016	-
		Sagar Prahladbhai Patel	Executive Director	Member	09-06-2020	-
4. Corporate Social Responsibility Committee	Yes	Sandeep Himatbhai Shah	Non-Executive - Independent Director	Chairperson	01-09-2015	-
		Prahaladbhai Shivrambhai Patel	Executive Director	Member	27-08-2014	-
		Pooja Prahladbhai Patel	Executive Director	Member	05-08-2020	-
5. Risk Management		Prahaladbhai Shivrambhai Patel	Executive Director	Chairperson	05-08-2020	-
		Sagar Prahladbhai Patel	Executive Director	Member	05-08-2020	-
		Zarana Pratik Patel	Non-Executive -	Member	05-08-2020	-

Committee	Yes		Independent Director			
		Chirag Narendrabhai Shah#	Non-Executive - Independent Director	Member	05-08-2020	31-03-2022
6. Other Committee	-					

*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

Mr. Chirag N. Shah (DIN: 02583300) ceased to be Independent Director of the Company from close of business hours of March 31, 2022. Consequently, he also ceases to be the Chairman of the Nomination and Remuneration Committee & Stakeholders Relationship Committee and Member of the Risk Management Committee from the close of business hours of March 31, 2022.

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* (All directors including Independent director)	Number of independent directors present*	Maximum gap between any two consecutive (in number of days)
27-10-2021		Yes			
09-12-2021		Yes			
	27-01-2022	Yes	6	3	48
	31-03-2022	Yes	7	4	62

** 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* (All directors including Independent director)	Number of independent directors present*	Maximum gap between any two consecutive (in number of days)
Audit Committee	27-10-2021		Yes			
Audit Committee	09-12-2021		Yes			42
Audit Committee		27-01-2022	Yes	4	3	48
Nomination and remuneration committee	27-10-2021		Yes			
Nomination and remuneration committee	09-12-2021		Yes			
Nomination and remuneration committee		31-03-2022	Yes	3	3	-
Risk Management Committee	27-10-2021		Yes			
<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 during the quarter and year ended March 31, 2022.

VI. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		https://www.pspprojects.com/company-profile/
2	Terms and conditions of appointment of independent directors	Yes		https://www.pspprojects.com/policies-code-conduct/
3	Composition of various committees of board of directors	Yes		https://www.pspprojects.com/composition-of-various-committees-of-board-of-directors/
4	Code of conduct of board of directors and senior management personnel	Yes		https://www.pspprojects.com/policies-code-conduct/
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://www.pspprojects.com/policies-code-conduct/
6	Criteria of making payments to non-executive directors	Yes		https://www.pspprojects.com/policies-code-conduct/
7	Policy on dealing with related party transactions	Yes		https://www.pspprojects.com/policies-code-conduct/

8	Policy for determining 'material' subsidiaries	Yes		https://www.pspprojects.com/policies-code-conduct/
9	Details of familiarization programmes imparted to independent directors	Yes		https://www.pspprojects.com/policies-code-conduct/
10	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/
11	email address for grievance redressal and other relevant details	Yes		https://www.pspprojects.com/investor-contacts/
12	Financial results	Yes		https://www.pspprojects.com/financial-performance/
13	Shareholding pattern	Yes		https://www.pspprojects.com/shareholding-pattern/
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	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/
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		https://www.pspprojects.com/press-releases-news/
18	Credit rating or revision in credit rating obtained	Yes		https://www.pspprojects.com/credit-rating/
19	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/
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		https://www.pspprojects.com/
21	Materiality Policy as per Regulation 30	Yes		https://www.pspprojects.com/policies-code-conduct/
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		https://www.pspprojects.com/wp-content/uploads/2017/10/Dividend-

				Distribution-Policy-1.pdf
23	It is certified that these contents on the website of the listed entity are correct	Yes		Yes

VII. Affirmations		
Sr	Subject	Compliance status (Yes/No)
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
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)	Yes
6	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
7	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
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

9	Any Comments/ Observations/ Advice of Board of Directors may be mentioned here:	The report of the previous quarter viz. 31.12.2021 was placed before the board in the board meeting held on 27.01.2022 and this report shall be placed in the next board meeting of the company.
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VII. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	

16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
23	Meeting of Risk Management Committee	21(3A)	Yes	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	Yes	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	

38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	

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

X. Additional Half yearly Disclosure			
Applicability of disclosure	Not Applicable		
Reason for Non Applicability	There are no loans, guarantee/comfort letter or other form of debt advanced/ provided by the listed entity directly or indirectly to Promoter or any other entity controlled by them, Promoter group or any other entity controlled by them, directors (including relatives) or any other entity controlled by them or KMPs or any other entity controlled by them.		
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below			
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			
(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			

(D) Additional Information

II. Affirmations

Affirmations	Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.		
Name		
Designation		
Place		
Date		

Signatory details:

Name of signatory: Kenan Patel

Designation: Company Secretary and Compliance officer

Date: 08-04-2022