

## Corporate Governance Report

### Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **Shree Pushkar Chemicals & Fertilisers Limited**
2. Quarter ending - **31-Mar-2019**

#### i. Composition Of Board Of Director

Title (Mr./Ms)	Name of the Director	Category (Chairperson /Executive /Non-Executive/ Independent/ Nominee)	Sub Category	Date of Appointment	Date of cessation	Tenure	No of Directors hip in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	Memberships in Committees of the Company	Remarks
Mr.	Punit Makharia	C & ED	MD	01-Apr-2016			1	1	0	AC	
Mr.	Gautam Makharia	ED	MD	01-Apr-2016			1	0	0	NA	
Mr.	Ramakant Nayak	ID		28-Jul-2016		60	3	3	1	AC,SC,NRC	
Mr.	Dinesh Modi	ID		28-Jul-2016		60	2	3	1	AC,SC,NRC	
Mrs.	Ranjana Makharia	NED		10-Feb-2017			1	0	0	SC,NRC	
Mr.	Nirmal Kedia	ID		07-Aug-2018		60	3	0	0	NA	
Mr.	Satpal Kumar Arora	ID		05-Nov-2018		60	2	0	0	NA	

Company Remarks	
Whether Permanent chairperson appointed	Yes

ii. **Composition of Committees**

**a. Audit Committee**

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Punit Makharia	C & ED	Member	01-Apr-2016	
2	Ramakant Nayak	ID	Chairperson	28-Jul-2016	
3	Dinesh Modi	ID	Member	28-Jul-2016	

Company Remarks	
Whether Permanent chairperson appointed	No

**b. Stakeholders Relationship Committee**

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Ranjana Makharia	NED	Member	10-Feb-2017	
2	Ramakant Nayak	ID	Member	28-Jul-2016	
3	Dinesh Modi	ID	Chairperson	28-Jul-2016	

Company Remarks	
Whether Permanent chairperson appointed	No

**c. Risk Management Committee**

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
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Company Remarks	
Whether Permanent chairperson appointed	

**d. Nomination and Remuneration Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Ramakant Nayak	ID	Member	28-Jul-2016	
2	Dinesh Modi	ID	Chairperson	28-Jul-2016	
3	Ranjana Makharia	NED	Member	10-Feb-2017	

Company Remarks	
Whether Permanent chairperson appointed	No

**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
05-Nov-2018	07-Feb-2019
05-Nov-2018	15-Mar-2019

Company Remarks	
Maximum gap between any two consecutive (in number of days)	93

**iv. Meeting of Committees**

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Requirement of Quorum met (details)	Whether requirement of Quorum met (Yes/No)
Audit Committee	05-Nov-2018	07-Feb-2019	3	Yes
Stakeholders Relationship Committee	05-Nov-2018	07-Feb-2019	3	Yes
Nomination &	05-Nov-2018			No

Remuneration Committee				
Audit Committee	05-Nov-2018		3	Yes

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	93

v. **Related Party Transactions**

<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>	<b>Remark</b>
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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**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) - **Not applicable**
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. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**  
b. Any comments/observations/advice of Board of Directors may be mentioned here:

Sd/-

**Name** : **Satish Chavan**  
**Designation** : **Company Secretary & Compliance Officer**

**ANNEXURE II**

**Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

<b>I. Disclosure on website in terms of Listing Regulations</b>			
<b>Item</b>	<b>Compliance status (Yes/No/NA)</b>	<b>Company Remark</b>	<b>Website</b>
Details of business	Yes		www.shreepushkar.com
Terms and conditions of appointment of	Yes		www.shreepushkar.com
Composition of various committees of board of directors	Yes		www.shreepushkar.com
Code of conduct of board of directors and senior management personnel	Yes		www.shreepushkar.com
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.shreepushkar.com
Criteria of making payments to non-executive directors	Yes		www.shreepushkar.com
Policy on dealing with related party transactions	Yes		www.shreepushkar.com
Policy for determining 'material' subsidiaries	Not Applicable		
Details of familiarization programs imparted to independent directors	Yes		www.shreepushkar.com
Contact information of the designated officials of the listed entity who are responsible for assisting and handling	Yes		www.shreepushkar.com
email address for grievance redressal and other relevant details	Yes		www.shreepushkar.com
Financial results	Yes		www.shreepushkar.com
Shareholding pattern	Yes		www.shreepushkar.com
Details of agreements entered into with the media companies and/or their associates	Not Applicable		
New name and the old name of the listed entity	Not Applicable		

<b>II Annual Affirmations</b>			
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status</b>	<b>Company Remark</b>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes	
<i>Board composition</i>	17(1)	Yes	
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Review of Compliance Reports</i>	17(3)	Yes	
<i>Plans for orderly succession for appointments</i>	17(4)	Yes	
<i>Code of Conduct</i>	17(5)	Yes	
<i>Fees/compensation</i>	17(6)	Yes	
<i>Minimum Information</i>	17(7)	Yes	
<i>Compliance Certificate</i>	17(8)	Yes	
<i>Risk Assessment &amp; Management</i>	17(9)	Yes	
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes	
<i>Composition of Audit Committee</i>	18(1)	Yes	
<i>Meeting of Audit Committee</i>	18(2)	Yes	
<i>Composition of nomination &amp; remuneration committee</i>	19(1) & (2)	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes	
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Not Applicable	
<i>Vigil Mechanism</i>	22	Yes	
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) &	Yes	
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes	
<i>Approval for material related party transactions</i>	23(4)	Not Applicable	
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Not Applicable	
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Yes	
<i>Maximum Directorship &amp; Tenure</i>	25(1) & (2)	Yes	
<i>Meeting of independent directors</i>	25(3) & (4)	Yes	

<i>Familiarization of independent directors</i>	25(7)	Yes	
<i>Memberships in Committees</i>	26(1)	Yes	
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes	
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes	
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes	

<b>Other Information</b>	
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### 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. - **Not Applicable**

<b>Other Information</b>	
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**Sd/-**

**Name** : **Satish Chavan**  
**Designation** : **Company Secretary & Compliance Officer**