

Shalby Limited

Corporate Governance Report for quarter ended September 30, 2024

Scrip code	540797
NSE Symbol	SHALBY
MSEI Symbol	NOTLISTED
ISIN	INE597J01018
Name of the entity	SHALBY LIMITED
Date of start of financial year	01-04-2024
Date of end of financial year	31-03-2025
Reporting Quarter	Quarterly
Date of Report	30-09-2024
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory																			
Whether the listed entity has a Regular Chairperson																			
Whether Chairperson is related to MD or CEO																			
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category of directors	Date of Birth	Whether the director is disqualified ?	Current Status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Reason for cessation
1	Mr	VIKRAM INDRAJIT SHAH	AXXXXXX3X	00011653	Executive Director Chairperson related to Promoter MD	13-12-1962	No	Active	NA		30-08-2004	27-03-2020			1	-	1	-	
2	Mr	SHYAMAL SHIVKUMAR JOSHI	AXXXXXX0X	00005766	Non-Executive - Independent Director	12-08-1949	No	Active	Yes	27-09-2021	17-05-2021	17-05-2021		40	1	1	3	1	
3	Mr	UMESH KIRSHNANKUTTY MENON	AXXXXXX1X	00086971	Non-Executive - Independent Director	15-04-1971	No	Active	No		20-12-2016	20-12-2021		93	1	1	2	1	
4	Mr	TEJ RAMJIDASS MALHOTRA	AXXXXXX3X	00122419	Non-Executive - Independent Director	09-06-1950	No	Active	Yes	03-12-2021	23-02-2017	23-02-2022		91	1	1	1	-	
5	Mr	ASHOK RAMPRAKASH BHATIA	AXXXXXX0X	02090239	Non-Executive - Independent Director	13-02-1954	No	Active	No		23-10-2017	18-05-2023		16	1	1	-	-	
6	Mr	SUJANA MANAN SHAH	AXXXXXX8X	08100410	Non-Executive - Independent Director	28-05-1977	No	Active	No		07-05-2018	07-05-2023		76	1	1	1	-	
7	Mrs	VIJAY KISHANLAL KEDIA	AXXXXXX7X	00230480	Non-Executive - Independent Director	04-11-1959	No	Active	No		18-10-2022	18-10-2022		16	2	1	-	-	

II. Composition of Committee

Sr	Name of Committee	DIN	Name of Committee members	Category (Chairperson/ Executive/ NonExecutive/ Independent) \$	Date of Appointment	Date of Cession	Whether the Committees has a Regular Chairperson
1	Audit and Risk Management Committee	00086971	UMESH KIRSHNANKUTTY MENON	Non-Executive Independent Director - Chairman	20-12-2016	-	Yes
		00005766	SHYAMAL SHIVKUMAR JOSHI	Non-Executive Independent Director - Member	01-06-2010	-	
		00122419	TEJ RAMJIDASS MALHOTRA	Non-Executive Independent Director - Member	23-02-2017	-	
		08100410	SUJANA MANAN SHAH	Non-Executive Independent Director - Member	07-05-2018	-	
2	Nomination and Remuneration Committee	00086971	UMESH KIRSHNANKUTTY MENON	Non-Executive Independent Director - Chairman	20-12-2016	-	Yes
		00005766	SHYAMAL SHIVKUMAR JOSHI	Non-Executive Independent Director - Member	30-06-2014	-	
		08100410	SUJANA MANAN SHAH	Non-Executive Independent Director - Member	07-05-2018	-	
3	Stakeholders Relationship Committee	00005766	SHYAMAL SHIVKUMAR JOSHI	Non-Executive Independent Director - Chairman	20-12-2016	-	Yes
		00086971	UMESH KIRSHNANKUTTY MENON	Non-Executive Independent Director - Member	20-12-2016	-	
		00011653	VIKRAM INDRAJIT SHAH	Executive Director - Member	20-12-2016	-	
4	Risk Management Committee	00011653	VIKRAM INDRAJIT SHAH	Executive Director - Chairperson	09-08-2021	-	Yes
		00086971	SHYAMAL SHIVKUMAR JOSHI	Non- Executive Independent Director - Member	09-08-2021	-	
		08100410	SUJANA MANAN SHAH	Non- Executive Independent Director - Member	09-08-2021	-	
5	Corporate Social Responsibility Committee	08100410	SUJANA MANAN SHAH	Non-Executive Independent Director - Chairman	07-05-2018	-	Yes
		00005766	SHYAMAL SHIVKUMAR JOSHI	Non-Executive Independent Director - Member	30-06-2014	-	
		00086971	UMESH KIRSHNANKUTTY MENON	Non-Executive Independent Director - Member	20-12-2016	-	

III Meetings of Board of Directors

Sr	Date(s) of Meeting (if any) in previous quarter	Date(s) of Meeting (if any) in relevant quarter	Maximum gap between any two consecutive meetings (in number of days)	Whether requirement of quorum met (details)	Total Number of Directors as on the date of meeting	Number of directors present (All directors including Independent Director)	Number of Independent Directors attending the meeting
1	28-05-2024		-	Yes	7	7	6
2		08-07-2024	40	Yes	7	6	6

IV. Meetings of Committee

Sr	Name of Committee	Date(s) of Meetings [Enter date of previous quarter and current quarter in Chronological order]	Maximum gap between any two consecutive meetings (in number of days)	Whether requirement of quorum met (details)	Total Number of Directors as on the date of meeting	Number of directors present (All directors including Independent Director)	Number of Independent Directors attending the meeting	No. of members attending meeting (other than Board of Directors)
1	Audit Committee	28-05-2024		Yes	4	4	4	0
2	Audit Committee	08-07-2024	40	Yes	4	4	4	0
3	Nomination and remuneration committee	28-05-2024		Yes	3	3	3	0
4	Nomination and remuneration committee	08-07-2024	40	Yes	3	3	3	0
5	Stakeholders Relationship Committee	28-05-2024		Yes	3	3	2	0
6	Stakeholders Relationship Committee	08-07-2024	40	Yes	3	3	2	0
7	Risk Management Committee	04-07-2024		Yes	3	3	2	3
8	Corporate Social Responsibility Committee	28-05-2024		Yes	3	3	3	0

Details of Cyber Security Incidence

1	Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	No
2	Other details of cyber security incidence or breaches or loss of data event	NA
3	Number of cyber security incidence or breaches or loss of data event occurred during the quarter	
Sr.	Date of the event	Brief details of the event

V. Related Party Transactions

Sr	Subject	Compliance Status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	
	Disclosure of notes on Related Party Transactions		-
	Disclosure of notes on Material Related Party Transactions		-

VI. Affirmation

Annexure - I

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 1000 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
Any comments/observations/advice of Board of Directors may be mentioned here:		NA

Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	Tushar Shah
2	Designation	Company Secretary and Compliance Officer

III. Affirmations

Sr	Particulars
1	Copy of the Annual Report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website
2	Presence of Chairperson of the Audit Committee at the Annual General Meeting
3	Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting
4	Presence of Chairperson of the Stakeholders Relationship Committee at the Annual General Meeting
5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report
6	Submission of Annual Secretarial Compliance Report
7	Whether "Corporate Governance Report" disclosed in Annual Report
Any other information to be provided	

Annexure

1	Name of signatory
2	Designation

III



Regulation Number	Compliance Status (Yes/No)	If status is "No" details of non-compliance may be given here.
46(2)	Yes	
18(1)(d)	Yes	
19(3)	Yes	
20(3)	Yes	
24A(1)	Yes	
24A(2)	Yes	
34(3) read with para C of Schedule V	Yes	
		NA

III	
	Tushar Shah
	Company Secretary and Compliance Officer

Additional Half yearly Disclosure



Applicability of disclosure	Not Applicable	
Reason for Non Applicability	NA	

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

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		
Name		
Designation		
Place		
Date		

Signatory Details	
Name of signatory	TUSHAR SHAH
Designation of person	Company Secretary and Compliance Officer
Place	AHMEDABAD
Date	09-10-2024