

**Shalby Limited**

**Corporate Governance Report for quarter ended December 31, 2022**

Scrip code	540797
NSE Symbol	SHALBY
MSEI Symbol	NOTLISTED
ISIN	INE597J01018
Name of the entity	SHALBY LIMITED
Date of start of financial year	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Quarterly
Date of Report	31-12-2022
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities

Shalby Limited

**I. Composition of Board of Directors**

Disclosure of notes on composition of board of directors explanatory																					
Whether the listed entity has a Regular Chairperson																			Yes		
Whether Chairperson is related to MD or CEO																			Yes		
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	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)	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)
1	Mr	VIKRAM SHAH	AXXXXXX3X	00011653	Executive Director Chairperson related to Promoter MD	13-12-1962	No				Active	NA		03-08-2004	27-03-2020	-		1	-	1	-
2	Mr	SHYAMAL JOSHI	AXXXXXX0X	00005766	Non-Executive - Independent Director	12-08-1949	No				Active	Yes	27-09-2021	01-06-2010	17-05-2021	-	19	2	2	4	2
3	Mr	UMESH MENON	AXXXXXX1X	00086971	Non-Executive - Independent Director	15-04-1971	No				Active	NA		20-12-2016	03-12-2021	-	72	1	1	2	1
4	Mr	ASHOK BHATIA	AXXXXXX0X	02090239	Non-Executive - Non Independent Director	13-02-1954	No				Active	NA		23-10-2017	23-10-2017	-		1	-	-	-
5	Mr	TEJ MALHOTRA	AXXXXXX3X	00122419	Non-Executive - Independent Director	09-06-1950	No				Active	Yes	03-12-2021	23-02-2017	23-02-2022	-	70	1	1	1	-
6	Mrs	SUJANA SHAH	AXXXXXX8X	08100410	Non-Executive - Independent Director	28-05-1977	No				Active	NA		07-05-2018	07-05-2018	-	55	1	1	1	-
7	Mr	SUSHOBHAN DASGUPTA	AXXXXXX5X	06381955	Non-Executive - Non Independent Director	02-12-1962	No				Active	NA		17-05-2021	17-05-2021	-		1	-	-	-
8	Mr	VIJAY KEDIA	AXXXXXX7X	00230480	Non-Executive - Non Independent Director	04-11-1959	No				Active	NA		18-10-2022	18-10-2022	-		2	-	-	-

**Shalby Limited**

**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 Committee	00086971	Mr. Umesh Menon	Non-Executive Independent Director - Chairman	20-12-2016	-	Yes
		00005766	Mr. Shyamal Joshi	Non-Executive Independent Director - Member	01-06-2010	-	
		00122419	Mr. Tej Malhotra	Non-Executive Independent Director - Member	23-02-2017	-	
		08100410	Mrs. Sujana Shah	Non-Executive Independent Director - Member	07-05-2018	-	
2	Nomination and Remuneration Committee	00086971	Mr. Umesh Menon	Non-Executive Independent Director - Chairman	20-12-2016	-	Yes
		00005766	Mr. Shyamal Joshi	Non-Executive Independent Director - Member	30-06-2014	-	
		08100410	Mrs. Sujana Shah	Non-Executive Independent Director - Member	07-05-2018	-	
3	Stakeholders Relationship Committee	00005766	Mr. Shyamal Joshi	Non-Executive Independent Director - Chairman	20-12-2016	-	Yes
		00086971	Mr. Umesh Menon	Non-Executive Independent Director - Member	20-12-2016	-	
		00011653	Dr. Vikram Shah	Executive Director - Member	20-12-2016	-	
4	Risk Management Committee	00011653	Dr. Vikram Shah	Executive Director - Chairman	09-08-2021	-	Yes
		00086971	Mr. Shyamal Joshi	Non- Executive Independent Director - Member	09-08-2021	-	
		08100410	Mrs. Sujana Shah	Non- Executive Independent Director - Member	09-08-2021	-	
5	Corporate Social Responsibility Committee	08100410	Mrs. Sujana Shah	Non-Executive Independent Director - Chairman	07-05-2018	-	Yes
		00005766	Mr. Shyamal Joshi	Non-Executive Independent Director - Member	30-06-2014	-	
		00086971	Mr. Umesh Menon	Non-Executive Independent Director - Member	20-12-2016	-	

**Shalby Limited**

**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)	Number of directors present (All directors including Independent Director)	Number of Independent Directors attending the meeting
1	26-07-2022	-	-	Yes	7	4
2	-	18-10-2022	83	Yes	7	4

**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)	Number of directors present (All directors including Independent Director)	Number of Independent Directors attending the meeting
1	Audit Committee	26-07-2022	-	Yes	4	4
2	Audit Committee	18-10-2022	83	Yes	4	4
3	Nomination and Remuneration Committee	26-07-2022	-	Yes	3	3
4	Nomination and Remuneration Committee	18-10-2022	83	Yes	3	3

**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	

**Shalby Limited**  
**VI. Affirmation**

**Annexure - I**

<b>Sr</b>	<b>Subject</b>	<b>Compliance Status (Yes/No)</b>
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
Any comments/observations/advice of Board of Directors may be mentioned here:		NA

<b>Annexure 1</b>		
<b>Sr</b>	<b>Subject</b>	<b>Compliance status</b>
1	Name of signatory	Tushar Shah
2	Designation	Company Secretary and Compliance Officer

<b>Signatory Details</b>	
Name of signatory	TUSHAR SHAH
Designation of person	Company Secretary and Compliance Officer
Place	AHMEDABAD
Date	18-01-2023