

**Shalby Limited**  
**Corporate Governance Report for quarter ended September 30, 2023**

Scrip code	540797
NSE Symbol	SHALBY
MSEI Symbol	NOTLISTED
ISIN	INE597J01018
Name of the entity	SHALBY LIMITED
Date of start of financial year	01-04-2023
Date of end of financial year	31-03-2024
Reporting Quarter	Halfyearly
Date of Report	30-09-2023
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																		
Wether 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 ?	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)
1	Mr	VIKRAM 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 JOSHI	AXXXXXX0X	00005766	Non-Executive - Independent Director	12-08-1949	No	Active	Yes	27-09-2021	01-06-2010	17-05-2021	-	28	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	-	81	1	1	2	1
4	Mr	TEJ MALHOTRA	AXXXXXX3X	00122419	Non-Executive - Independent Director	09-06-1950	No	Active	Yes	03-12-2021	23-02-2017	23-02-2022	-	79	1	1	1	-
5	Mr	SUSHOBHAN DASGUPTA	AXXXXXX5X	06381955	Non-Executive - Non Independent Director	02-12-1962	No	Active	NA		17-05-2021	17-05-2021	-		1	-	-	-
6	Mr	ASHOK BHATIA	AXXXXXX0X	02090239	Non-Executive - Independent Director	13-02-1954	No	Active	NA		23-10-2017	18-05-2023	-	4	1	1	-	-
7	Mrs	SUJANA SHAH	AXXXXXX8X	08100410	Non-Executive - Independent Director	28-05-1977	No	Active	NA		07-05-2018	07-05-2018	-	64	1	1	1	-
8	Mr	VIJAY KEDIA	AXXXXXX7X	00230480	Non-Executive - Independent Director	04-11-1959	No	Active	NA		18-10-2022	18-05-2023	-	4	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 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 - Member	20-12-2016	-	Yes
		00086971	Mr. Umesh Menon	Non-Executive Independent Director - Chairman	20-12-2016	-	
		00011653	Dr. Vikram Shah	Executive Director - Member	20-12-2016	-	
4	Risk Management Committee	00011653	Dr. Vikram Shah	Executive Director - Chairperson	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	-	

### 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	18-05-2023	-	-	Yes	8	8	6
2	-	20-07-2023	62	Yes	8	8	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	Number of members attending the meeting (other than Board of Directors)
1	Audit Committee	18-05-2023	-	Yes	4	4	4	4
2	Audit Committee	20-07-2023	62	Yes	4	4	4	7
3	Stakeholders Relationship Committee	18-05-2023		Yes	3	3	2	2
3	Stakeholders Relationship Committee	20-07-2023	62	Yes	3	3	2	2

### 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	

### Details of Cyber Security Incidence

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
Date of event	NA	Brief details of the event	NA

## 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 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

### Annexure 1

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

## Annexure III

## III. Affirmations

Sr	Particulars	Regulation Number	Compliance Status (Yes/No)	If status is "No" details of non-compliance may be given here.
1	Copy of the Annual Report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
2	Presence of Chairperson of the Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholders Relationship Committee at the Annual General Meeting	20(3)	Yes	
5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	
6	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	
7	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
Any other information to be provided			NA	

## Annexure III

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

**Additional Half yearly Disclosure**



Applicability of disclosure	Applicable		
Reason for Non Applicability	NA		
<b>I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below</b>			
<b>(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to</b>			
<b>Entity</b>	<b>Aggregate amount advanced during six months</b>	<b>Balance outstanding at the end of six months</b>	
Promoter or any other entity controlled by them	0.00	0.00	
Promoter Group or any other entity controlled by them	0.00	0.00	
Directors (including relatives) or any other entity controlled by them	0.00	0.00	
KMPs or any other entity controlled by them	0.00	0.00	
<b>(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any</b>			
<b>Entity</b>	<b>Type (guarantee, comfort letter etc.)</b>	<b>Aggregate amount of issuance during six months</b>	<b>Balance outstanding at the end of six months(taking into account any invocation)</b>
Promoter or any other entity controlled by them	NA	NA	0.00
Promoter Group or any other entity controlled by them	NA	NA	0.00
Directors (including relatives) or any other entity controlled by them	NA	NA	0.00
KMPs or any other entity controlled by them	NA	NA	0.00
<b>(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</b>			
<b>Entity</b>	<b>Type of security (cash, shares etc.)</b>	<b>Aggregate value of security provided during six months</b>	<b>Balance outstanding at the end of six months</b>
Promoter or any other entity controlled by them	NA	NA	0.00
Promoter Group or any other entity controlled by them	NA	NA	0.00
Directors (including relatives) or any other entity controlled by them	NA	NA	0.00
KMPs or any other entity controlled by them	NA	NA	0.00
<b>(D) Additional Information</b>			
<b>II. Affirmations</b>			
<b>Affirmations</b>		<b>Compliance Status</b>	<b>Company Remarks</b>
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.		Yes	
Name	Amit Pathak		
Designation	CFO		
Place	Ahmedabad		
Date	16-10-2023		

<b>Signatory Details</b>	
Name of signatory	TUSHAR SHAH
Designation of person	Company Secretary and Compliance Officer
Place	AHMEDABAD
Date	16-10-2023