

**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: September 30, 2021

Annex- I

| I. Composition of Board of Directors | | | | | | | | | | | |
|---|----------------------|-----------|---|-----------------------------|-----------------------|---------|---------------|---|---|--|---|
| Title (Mr./ Ms.) | Name of the Director | PAN*& DIN | Category (Chairperson / Executive/ Non-Executive/ independent/ Nominee) & | Initial Date of Appointment | Date of Reappointment | Tenure* | Date of Birth | No of Directorship in listed entities including PSP Projects Limited (Refer Regulation 17A (1)) | No of Independent Directorship in listed entities including PSP Projects Limited (in reference to proviso 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. | Prahaladbi | 00037633 | Executive Director/ | 26-08-2008 | 09-07-2020 | - | 06-07-1963 | 01 | Nil | 01 | Nil |

| | | | | | | | | | | | |
|------|----------------------------|---|--|------------|------------|-----------|------------|----|-----|----|------------|
| | Shivrambhai Patel | - | Chairperson related to Promoter / CEO-MD | | | | | | | | |
| | | - | | | | | | | | | |
| Ms. | Pooja Prahladbhai Patel | 07168083 | Executive Director | 24-04-2015 | 01-09-2020 | - | 02-10-1992 | 01 | Nil | 01 | Nil |
| | | - | | | | | | | | | |
| Mr. | Sagar Prahladbhai 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 | 73 Months | 22-12-1966 | 01 | 01 | 01 | 01 |
| | | - | | | | | | | | | |
| Mr. | Sandeep Himatbhai Shah | 00807162 | Non-Executive Independent Director | 01-09-2015 | 01.09.2020 | 73 Months | 31-07-1961 | 01 | 01 | 01 | Nil |
| | | - | | | | | | | | | |
| Mr. | Vasishtha Pramodbhai Patel | 00808127 | Non-Executive Independent Director | 01-09-2015 | 01.09.2020 | 73 Months | 18-07-1963 | 01 | 01 | 01 | 01 |
| | | - | | | | | | | | | |
| Mrs. | Zarana Pratik Patel | 08580937 | Non-Executive Independent Director | 22-10-2019 | - | 24 Months | 07-11-1989 | 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.

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 | - |
| | | 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 | - |
| | | 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 Committee | Yes | Prahaladbhai Shivrambhai Patel | Executive Director | Chairperson | 05-08-2020 | - |
| | | Sagar Prahladbhai Patel | Executive Director | Member | 05-08-2020 | - |
| | | Zarana Pratik Patel | Non-Executive - Independent Director | Member | 05-08-2020 | - |
| | | Chirag Narendrabhai Shah | Non-Executive - Independent Director | Member | 05-08-2020 | - |
| 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

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* (other than Independent director) | Number of independent directors present* | Maximum gap between any two consecutive (in number of days) |
|---|---|------------------------------------|--|--|---|
| 02-04-2021 | | | | | |
| 18-06-2021 | | | | | |
| | 19-07-2021 | Yes | 3 | 3 | 30 |
| | 18-09-2021 | Yes | 3 | 4 | 60 |

* 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* (other than Independent Director) | Number of independent directors present* | Maximum gap between any two consecutive (in number of days) |
|-----------------------|---|---|------------------------------------|--|--|---|
|-----------------------|---|---|------------------------------------|--|--|---|

| | | | | | | |
|--|------------|--|-----|---|---|----|
| | | | | | | |
| Audit Committee | 02-04-2021 | | Yes | - | - | - |
| Audit Committee | 18-06-2021 | | Yes | - | - | - |
| Audit Committee | 19-07-2021 | | Yes | 1 | 3 | 30 |
| Audit Committee | 18-09-2021 | | Yes | 1 | 3 | 60 |
| Stakeholders Relationship Committee | 17-06-2021 | | Yes | - | - | - |
| Nomination and remuneration committee | 17-06-2021 | | Yes | - | - | - |
| Risk Management Committee | 17-06-2021 | | Yes | - | - | - |
| Risk Management Committee | 18-09-2021 | | Yes | 2 | 2 | - |
| Corporate Social Responsibility Committee | 02-04-2021 | | Yes | - | - | - |
| Corporate Social Responsibility Committee | 18-06-2021 | | Yes | - | - | - |
| Corporate Social Responsibility Committee | 19-07-2021 | | Yes | 2 | 1 | - |
| Corporate Social Responsibility Committee | 18-09-2021 | | Yes | 2 | 1 | - |
| <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 throughout the quarter and half year ended September 30, 2021 |

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) – Yes
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. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - The report of the previous quarter viz 30/06/2021 was placed before the board in the board meeting held on 19/07/2021 and this report shall be placed in the next board meeting of the company.

Name of signatory: CS Mittali Christachary
Designation: Company Secretary and Compliance officer
Date: 09-10-2021

ANNEX III

Format to be submitted by listed entity at the end of 6 months from the close of financial year

| Affirmations | | |
|---|---|--|
| <i>Broad heading</i> | <i>Regulation Number</i> | <i>Compliance status (Yes/No/NA) refer note below</i> |
| <i>Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on Website</i> | <i>46(2)</i> | <i>Yes</i> |
| <i>Presence of Chairperson of Audit Committee at the Annual General Meeting</i> | <i>18(1)(d)</i> | <i>Yes</i> |
| <i>Presence of Chairperson of the nomination and remuneration committee at the annual general Meeting</i> | <i>19(3)</i> | <i>Yes</i> |
| <i>Presence of Chairperson of the Stakeholder Relationship committee at the annual general Meeting</i> | <i>20(3)</i> | <i>Yes</i> |
| <i>Whether "Corporate Governance Report" disclosed in Annual Report</i> | <i>34(3) read with para C of Schedule V</i> | <i>Yes</i> |

Note

- 1 *In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.*
- 2 *If status is "No" details of non-compliance may be given here.*
- 3 *If the Listed Entity would like to provide any other information the same may be indicated here.*

Name of signatory: CS Mittali Christachary**Designation: Company Secretary and Compliance officer****Date: 09-10-2021**

Format to be submitted twice a year, on a half yearly basis by the listed entity at the end of every 6 months of the financial year**Half year ending - September 30, 2021**

| 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 | Not applicable | Not applicable | |
| 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 | Not applicable | Not applicable | Not applicable |
| 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 | | | |

Not applicable

II. Affirmations:

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: Hetal Patel

Designation: Chief Financial Officer

Note

1. These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;
 - a) by a government company to/ for the Government or government company
 - b) by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.
 - c) by a banking company or an insurance company; and
 - d) by the listed entity to its employees or directors as a part of the service conditions
2. If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table..