

ANNEXURE - I

Compliance Report on Corporate Governance



1. Name of Listed Entity: Shruti Infrastructure Development Corporation Limited
 2. Quarter ending : 31st March, 2017

I. Composition of Board of Directors

Title (Mr. / Ms.)	Name of the Director	PAN ^S & DIN	Category (Chairperson /Executive/ Non-Executive/independent/ Nominee) &	Date of Appointment in the current term / cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(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)
Mr.	Dipak Kumar Banerjee	AESPB2776A 00028123	Chairperson-Non-Executive, Independent Director	19-09-2014	5 years	6	9	2
Mr.	Sunil Jha	AAWPJ8358C 00085667	Executive Director	04-03-2017	-	1	1	-
Mr.	Kailash Nath Bhandari	AELPB5635F 00191219	Non-Executive, Independent Director	19-09-2014	5 years	7	7	2
Mr.	Sakti Prasad Ghosh	ADTPG7871M 00183802	Non-Executive, Independent Director	19-09-2014	5 years	2	5	1
Mr.	VinodKumar Anand Juneja	ADYPJ0433B 00044311	Non-Executive, Independent Director	19-09-2014	5 years	3	4	-
Mr.	Braja Behari Mahapatra	AHOPM5398M 05235090	Non-Executive, Independent Director	19-09-2014	5 years	1	3	-
Dr.	Srabani Roy Choudhury	AAEPC9904F 07006221	Non-Executive, Independent Director	23-09-2015	5 years	1	1	1

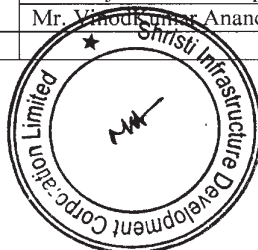
^SPAN number of any director would not be displayed on the website of Stock Exchange

[&]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	Name of Committee members	Category (Chairperson/Executive/Non-Executive/ independent/ Nominee) ^S
1. Audit Committee	Mr. Sakti Prasad Ghosh	Chairperson-Non-Executive, Independent Director
	Mr. Dipak Kumar Banerjee	Non-Executive, Independent Director
	Mr. Kailash Nath Bhandari	Non-Executive, Independent Director
	Mr. Braja Behari Mahapatra	Non-Executive, Independent Director
2. Nomination & Remuneration Committee	Mr. Braja Behari Mahapatra	Chairperson-Non-Executive, Independent Director
	Mr. Dipak Kumar Banerjee	Non-Executive, Independent Director
	Mr. Kailash Nath Bhandari	Non-Executive, Independent Director
	Mr. Sakti Prasad Ghosh	Non-Executive, Independent Director
3. Stakeholders Relationship Committee	Dr. Srabani Roy Choudhury	Chairperson-Non-Executive, Independent Director
	Mr. Sakti Prasad Ghosh	Non-Executive, Independent Director
	Mr. Kailash Nath Bhandari	Non-Executive, Independent Director
	Mr. Braja Behari Mahapatra	Non-Executive, Independent Director
	Mr. Vinod Kumar Anand Juneja	Non-Executive, Independent Director
4. Risk Management Committee (If Applicable)	Not Applicable	



*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	Maximum gap between any two consecutive (in number of days)
11-11-2016	14-02-2017	94

IV. Meeting of Committees			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee 14-02-2017	Yes –All members present	11-11-2016	94

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

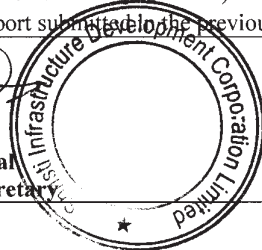
V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

Note

- 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.
- If status is "No" details of non-compliance may be given here.

VI. Affirmations
<ol style="list-style-type: none"> The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 <ol style="list-style-type: none"> Audit Committee Nomination & remuneration committee Stakeholders relationship committee Risk management committee (applicable to the top 100 listed entities) – Not Applicable The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. 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. This report and/or the report submitted in the previous quarter has been placed before Board of Directors.

Name : Manoj Agarwal
Designation: Company Secretary



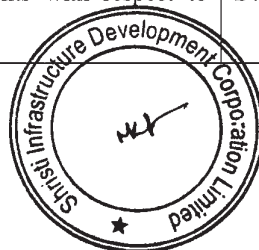
ANNEXURE II

Compliance Report on Corporate Governance for the Financial Year ended 31st March, 2017

I. Disclosure on Website in terms of Listing Regulations	
Items	Compliance status (Yes/No/NA) refer note below
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	Yes
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
Email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	NA
New name and the old name of the listed entity	NA



II. Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	NA
Vigil Mechanism	22	Yes
Policy for Related Party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes



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

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.

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.

Manoj Agarwal
Company Secretary

