

**COMPLIANCE REPORT ON CORPORATE GOVERNANCE
(REGULATION 27(2) OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015)**

1 Name of the Listed Entity: SHARDA MOTOR INDUSTRIES LIMITED
2 Quarter ending: 31st December 2015

1. COMPOSITION OF BOARD OF DIRECTORS

S.No.	Title (Mr./M s.)	Name of the Director	PAN* & 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)
			PAN	DIN						
1	Mr.	Kishan N Parikh	ABWPP6531A	00453209	Chairperson - Non- Executive - Independent	03/09/2014 [@]	16 months	3	4	0
2	Mr.	Narinder Dev Relan	AAHPR1325A	00240280	Executive	29/08/1986		3	3	0
3	Mr.	Ajay Relan	AAEPR4256P	00257584	Executive	29/01/1986		2	0	0
4	Mr.	Rohit Relan	AAEPR4255Q	0257572	Non- Executive	25/05/1991		2	0	0
5	Mrs.	Sharda Relan	AAKPR2245N	00252181	Non- Executive	29/01/1986		1	2	0
6	Mr.	Ram Prakash Chowdhry	AAAPC2315C	00337775	Non- Executive	29/08/1986		1	1	1
7	Mr.	O.P. Khaitan [#]	AHBPK7370H	00027798	Non- Executive - Independent	03/09/2014 [@]	15 months	6	5	4
8	Mr.	Prof. Ashok Kumar Bhattacharya	APUPB7542R	02804551	Non- Executive - Independent	03/09/2014 [@]	16 months	1	0	0
9	Mr.	Bireswar Mitra	ABAPM6853G	06958002	Executive	07/08/2014		1	0	0

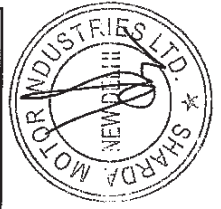
* PAN number of any director would not be displayed on the website of Stock Exchange

& 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.

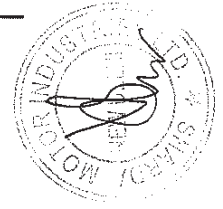
** to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

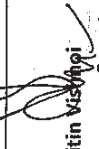
During the relevant Quarter ended 31st December 2015, Mr. O.P. Khaitan, Independent Director, ceased to be a Director due to his sad demise on 6th December 2015.

@ Appointed in terms of the Companies Act, 2013 and other applicable laws for the fixed term of 5 consecutive years w.e.f 3rd September, 2014. However, Original dates of appointment for Mr. Kishan N Parikh, Mr. O.P. Khaitan and Mr Prof. Ashok Kumar Bhattacharya were 16th December, 2005, 16th December, 2005 and 28th October, 2009 respectively.



II. COMPOSITION OF COMMITTEES		
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) ⁵
1	Audit Committee Mr. Kishan N Parikh Mr. O. P. Khaitan [#] Mrs. Sharda Relan	Non-Executive - Independent Chairperson - Non-Executive - Independent Non-Executive
2	Nomination & Remuneration Committee Mr. O. P. Khaitan [#] Mr. Kishan N Parikh Mr. R.P. Chowdhry Prof. A.K. Bhattacharya	Chairperson - Non-Executive - Independent Non-Executive - Independent Non-Executive Non-Executive - Independent
3	Risk Management Committee (if applicable) NOT APPLICABLE	NOT APPLICABLE
4	Stakeholders Relationship Committee Mr. R.P. Chowdhry Mr. O. P. Khaitan [#] Mrs. Sharda Relan	Chairperson - Non-Executive Non-Executive - Independent Non-Executive
⁵ 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. [#] During the relevant Quarter ended 31st December' 2015, Mr. O.P. Khaitan, Independent Director, ceased to be a Director due to his sad demise on 6th December' 2015.		
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)
7th August' 2015	16th November' 2015	90 days
IV. MEETING OF COMMITTEES		
A. AUDIT COMMITTEE MEETING		
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of Meeting (if any) in the previous quarter
6th November' 2015	Yes - All 3 members were present	7th August' 2015
		Maximum gap between any two consecutive in number of days* 90 days
B. STAKEHOLDERS RELATIONSHIP COMMITTEE MEETING		
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of Meeting (if any) in the previous quarter
6th November' 2015	Yes - All 3 members were present	7th August' 2015
		Maximum gap between any two consecutive in number of days* 90 days
* 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		Compliance status (Yes/No/NA) <small>refer note below</small>
Whether prior approval of audit committee obtained	Subject	Yes
Whether shareholder approval obtained for material RPT		Yes
Whether details of RPT entered into omnibus approval have been reviewed by Audit Committee		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.		
VI. AFFIRMATIONS		
1 The composition [^] of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.		
2 The composition [^] of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015		
a. Audit Committee		
b. Nomination & remuneration committee		
c. Stakeholders relationship committee		
d. Risk management committee - (applicable to the top 100 listed entities) - NOT APPLICABLE		
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.		
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.		
5 This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here - First Report, This will be placed in the next Board Meeting.		
[^] During the relevant quarter ended 31st December, 2015, The composition of Board of Directors and aforesaid committees was in terms of the applicable regulations except to the extent that it was affected by the sad demise of Mr. O.P. Khaifan, Director on 6th December 2015.		
 Nitin Vishnupuri Company Secretary		Date: 14th January, 2016 Place: New Delhi

