

**MADHAV INFRA PROJECTS LIMITED**

Registered Office:  
24, Laxmi Chambers,  
Navjivan Presh Road,  
Near Old Gujarat High Court,  
AHMEDABAD.

Corporate Office  
Madhav House,  
Nr, Panchratna Building,  
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Vadodara-390 023.  
Gujarat - India.  
Phone: +91-7600031747  
info@madhavcorp.com  
www.madhavcorp.com



CIN : L45200GJ1992PLC018392

**Corporate Governance Report to be submitted by Listed Entity on Quarterly Basis**

1. Name of Listed Entity :- **Madhav Infra Projects Limited**
2. Quarter ending: - March,2017

**I. Composition of Board of Directors**

Title (Mr./Ms)	Name of the Director	PANs & DIN	Category (Chairperson/ Executive/ Non-Executive/ independent/ Nominee) <sup>&amp;</sup>	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 Chair-person in Audit/Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulation)
Mr.	Amit A Khurana	ADDPK6791N00003626	C & ED	06/03/2013	3 years 9 Month	1	0	0
Mrs.	Neelakshi A Khurana	ABLPR1048D00027350	ED	06/03/2013	0	1	0	0
Mr.	Vineet O Rathi	ADXPT2648B03541288	NED	06/03/2013	0	1	0	0
Mr.	Mayur R Parikh	AHAPP7753Q00005646	NED, ID	01/01/2015	3 years 9 Month	4	4	2
Mr.	Devendra P Shah	ANVPS7137A03310400	NED, ID	01/01/2015	3 years 9 Month	1	1	0
Mr.	Nevil R Savjani	BHIPS7376F07060520	NED, ID	03/01/2015	3 years 9 Month	1	1	1

<sup>&</sup>PAN number of any director would not be displayed on the website of Stock Exchange

<sup>&</sup>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) <sup>&amp;</sup>
1. Audit Committee	Mayur Parikh Devendra Shah Nevil Savjani	Chairperson / NED, ID Member /NED, ID Member /NED, ID

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2. Nomination & Remuneration Committee	Devendra Shah	Chairperson / NED, ID
	Nevil Savjani	Member /NED, ID
	Mayur Parikh	Member /NED, ID
3. Risk Management Committee (N.A)		
4. Stakeholders Relationship Committee'		
	Nevil Savjani	Chairperson / NED, ID
	Mayur Parikh	Member /NED, ID
	Devendra Shah	Member /NED, ID

<sup>a</sup>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)
14-11-2016		
	14-02-2017	
		91

**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 14-02-2016	2	14-11-2016	91
Stakeholders Relationship Committee 14-02-2016	2	14-11-2016	91
Nomination and Remuneration Committee 16-03-2017	2		
Corporate Social Responsibility Committee 16-03-2017	2		

\* 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)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Not Applicable
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**

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- |   |      |
|---|------|
| 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)  | N.A. |
| 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.   | YES  |
| 6. Any comments/observations/advice of Board of Directors may be mentioned here:  | NIL  |

**VII. Disclosure on Website**

Item	Compliance status	If status is 'NO' Details of Non-compliance
1. Details of business	Yes	-
2. Terms and conditions of appointment of independent directors	Yes	-
3. Composition of various committees of board of directors	Yes	-
4. Code of conduct of board of directors and senior management personnel	Yes	-
5. Details of establishment of vigil mechanism or whistle blower policy	Yes	-
6. Criteria of making payments to non-executive directors	Yes	-
7. Policy on dealing with related party transactions	Yes	-
8. Policy for determining material subsidiaries	Yes	-
9. Details of familiarization programmes imparted to independent directors	Yes	-
10. Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	-
11. Email address for grievance redressal and other relevant details	Yes	-

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12. Financial results	Yes	-		
13. Shareholding pattern	Yes	-		
14. Details of agreements entered into with the media companies and/or their associates	NA	-		
15. New name and the old name of the listed entity	Yes	-		
<b>VIII. Annual Affirmations</b>				
Sr. no	Particular	Regulation Number	Compliance status	If status is no
1	Independent directors have been appointed in terms of specified criteria of independence and or eligibility	16(1)(b) & 25(6)	Yes	-
2	Board composition	17(1)	Yes	-
3	Meeting of board of directors	17(2)	Yes	-
4	Review of compliance reports	17(3)	Yes	-
5	Plans for orderly succession for appointments	17(4)	Yes	-
6	Code of conduct	17(5)	Yes	-
7	Fees or compensation	17(6)	Yes	-
8	Minimum information	17(7)	Yes	-
9	Compliance certificate	17(8)	Yes	-
10	Risk assessment and management	17(9)	NA	-
11	Performance evaluation of independent directors	17(10)	Yes	-
12	Composition of audit committee	18(1)	Yes	-
13	Meeting of audit committee	18(2)	Yes	-
14	Composition of nomination and remuneration committee	19(1) & (2)	Yes	-
15	Composition of stakeholder relationship committee	20(1) & (2)	Yes	-
16	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	-
17	Vigil mechanism	22	Yes	-

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18	Policy for related party transaction	23(1),(5),(6),(7) & (8)	Yes	-
19	Prior or omnibus approval of audit committee for all related party transactions	23(2), (3)	Yes	-
20	Approval for material related party transactions	23(4)	Yes	-
21	Composition of board of directors of unlisted material subsidiary	24(1)	Yes	-
22	Other corporate governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	-
23	Maximum directorship and tenure	25(1) & (2)	Yes	-
24	Meeting of independent directors	25(3) & (4)	Yes	-
25	Familiarization of independent directors	25(7)	Yes	-
26	Memberships in committees	26(1)	Yes	-
27	Affirmation with compliance to code of conduct from members of board of directors and senior management personnel	26(3)	Yes	-
28	Disclosure of shareholding by non-executive directors	26(4)	Yes	-
29	Policy with respect to obligations of directors and senior management	26(2) & 26(5)	Yes	-

VIII	Affirmations	
1.	The Listed Entity has approved Material subsidiary policy and the Coporate Governance with respect to subsidiary of listed entity have been complied	Yes
<p><i>Gopal Shah</i>  <b>Gopal Shah</b>                      Company Secretary                      Date: 07/04/2017</p>		