

Regulation 27(2) - Corporate Governance Report

ANNEXURE I

1. Name of Listed Entity - Shreyas Shipping & Logistics Limited
 2. Quarter ending - 31- Mar - 2016

I. Composition of Board of Directors										
Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee)	Date of Appointment	Date of cessation	Tenure	No of Directorship in listed entities including this listed entity	No of member ships in Audit / Stake holder Committee (s) including this listed entity	No of post of Chairperson in Audit / Stakeholder Committee held in listed entities including this listed entity
Mr.	S. Ramakrishnan	57637		C	01-Apr-2014		5 Years	1	0	0
Mr.	V. Ramnarayan	57717		ED	13-Jan-2014			1	2	0
Mr.	S. Mahesh	57683		NED	27-Sep-1993		Retires By Rotation	1	0	0
Mr.	L. B. Culas	434984		NED	27-Sep-1993		Retires By Rotation	1	0	0
Mr.	Ritesh S. Ramakrishnan	5174818		NED	21-Jul-2015		Retires By Rotation	1	1	0
Mr.	Amitabha Ghosh	55962		NED,ID	01-Apr-2014		5 Years	4	2	1
Mr.	S. Ragothaman	42395		NED,ID	01-Apr-2014		5 Years	6	4	4
Mr.	D. T. Joseph	1716572		NED,ID	01-Apr-2014		5 Years	2	2	1
Mr.	Mannil Venugopalan	255575		NED,ID	01-Apr-2014		5 Years	3	5	4
Mr.	Manmohan Saggi	6862742		NED,ID	12-Aug-2014		5 Years	1	1	0
Ms.	Maya S. Sinha	3056226		NED,ID	12-Aug-2014		5 Years	2	1	0

II. Composition of Committees

Audit Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	Mr. Ritesh S. Ramakrishnan		Member
2	Mr. Amitabha Ghosh		Chairperson
3	Mr. S. Ragothaman		Member
4	Mr. D. T. Joseph		Member
5	Mr. Mannil Venugopalan		Member
6	Mr. Manmohan Saggi		Member
7	Ms. Maya S. Sinha		Member



Stakeholders Relationship Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Mr. D. T. Joseph		Chairperson
2	Mr. V. Ramnarayan		Member

Risk Management Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Mr. V. Ramnarayan		Chairperson
2	Ms. Maya S. Sinha		Member
3	Capt. Manmohan Saggi		Member
4	Capt. V. K. Singh		Member

Nomination and Remuneration Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Mr. Ritesh S. Ramakrishnan		Member
2	Mr. Amitabha Ghosh		Member
3	Mr. S. Ragothaman		Member
4	Mr. D. T. Joseph		Chairperson

III. Meeting of Board of Directors			
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>	
		98	
05-Nov-2015	12-Feb-2016		

IV. Meeting of Committees			
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
			98
12-Feb-2016	Yes. (6)	05-Nov-2015	
21-Mar-2016	Yes. (7)	05-Nov-2015	
12-Feb-2016	Yes. (2)		

V. Related Party Transactions	
<i>Subject</i>	<i>Compliance status (Yes / No / NA)</i>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Not Applicable
Whether details of RPT entered in to pursuant to omnibus approval have been reviewed by Audit Committee	Yes



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) - **No**
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. a. This report and / other report submitted in the previous quarter has been placed before Board of Directors. - **Yes**

b. Any comments / observations / advice of Board of Directors may be mentioned here:

N.A.

Name : **Namrata Malushte**
Designation : **Company Secretary**

Namrata Malushte



ANNEXURE II

I. Disclosure on web site in terms of Listing Regulations		
Item		Compliance status (Yes/No/NA)
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 in to with the media companies and / or their associates		Not Applicable
New name and the old name of the listed entity		Not Applicable
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'</i>	16(1)(b)&25(6)	Yes
<i>Board composition</i>	17(1)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees / compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment & Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of nomination & remuneration committee</i>	19(1)&(2)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1)&(2)	Yes
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Yes
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7)&(8)	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2),(3)	Yes

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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

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. - **Yes**

Name : **NAMRATA MALUSHTE**
Designation : **Company Secretary**

