

**CORPORATE GOVERNANCE REPORT**

1. Name of Listed Entity **-Salasar Techno Engineering Limited**  
 2. Quarter ending **- 31-Mar-2018**

<b>I. Composition of Board of Directors</b>										
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 memberships 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.	Alok Kumar	01474484	ADLPK2367G	C & ED	01-Jul-2014			1	0	0
Mr.	SHASHANK AGARWAL	00316141	ACXPA3919R	ED	10-Dec-2016			1	1	0
Mr.	SHALABH AGARWAL	00316155	ACXPA3920A	ED	10-Dec-2016			1	1	0

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**CIN No.** U23201DL2001PLC174076 **E-mail :** towers@salasartechno.com **Website :** www.salasartechno.com

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Ms.	TRIPTI GUPTA	06938805	AGDPG5804B	ED	10-Dec-2016			1	1	0
Mr.	Anil Kumar Jain	00204935	AALPJ7112M	ID	19-Jan-2017		14	1	1	1
Mr.	Vijay Kumar Jain	00281757	AAGPJ5599K	ID	19-Jan-2017		14	1	1	0
Mr.	Sanjay Chandak	07663328	ADWPC4676P	ID	19-Jan-2017		14	1	2	1
Mr.	Amit Jain	06783422	ABNPJ0768J	ID	23-Jun-2017		10	1	0	0

## II. Composition of Committees

Audit Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	SHASHANK AGARWAL	ED	Member
2	Anil Kumar Jain	ID	Chairperson
3	Sanjay Chandak	ID	Member
4	Vijay Kumar Jain	ID	Member

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**Stakeholders Relationship Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership
1	SHALABH AGARWAL	ED	Member
2	TRIPTI GUPTA	ED	Member
3	Sanjay Chandak	ID	Chairperson

**Risk Management Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership
<b>NOT APPLICABLE</b>			

**Nomination and Remuneration Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership
1	Anil Kumar Jain	ID	Chairperson
2	Vijay Kumar Jain	ID	Member
3	Amit Jain	ID	Member

**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 meeting (in</i>

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23-Oct-2017	07-Feb-2018	<i>number of days)</i>
14-Nov-2017	15-Feb-2018	84

**IV. Meeting of Committees**

<b>Name of the committee</b>	<b>Date(s) of meeting of the committee in the relevant quarter</b>	<b>Whether requirement of Quorum met(details)</b>	<b>Previous quarter meeting</b>	<b>Maximum gap between any two consecutive meeting (in number of days)</b>
Audit Committee	07-Feb-2018	Yes	14-Nov-2017	84
Nomination & Remuneration Committee	07-Feb-2018	Yes	-	-
Stakeholders Relationships Committee	23-Feb-2018	Yes	-	-

**V. Related Party Transactions**

<b>Subject</b>	<b>Compliance status(Yes/No/NA)</b>
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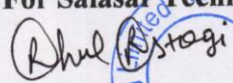
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Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Not Applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

**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 top100 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. - **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**

For Salasar Techno Engineering Limited  
  
**Rahul Rastogi**  
 Company Secretary

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**ANNEXURE II****Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

<b>I. Disclosure on website in terms of Listing Regulations</b>	
<b>Item</b>	<b>Compliance status (Yes/No/NA)</b>
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/other associates	Yes
New name and the old name of the listed entity	Yes

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<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance (Yes/No/NA) status</b>
<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)	No
<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 &amp; 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 &amp; remuneration committee</i>	19(1)&(2)	Yes

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<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)	Not Applicable
<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
<i>Approval for material related party transactions</i>	23(4)	Yes
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Yes
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5)&(6)	Yes
<i>Maximum Directorship &amp; Tenure</i>	25(1)&(2)	Yes
<i>Meeting of independent directors</i>	25(3)&(4)	Yes
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	26(2)&26(5)	Yes

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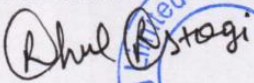
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**III Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Yes**

**For Salasar Techno Engineering Limited**  
  
**Rahul Rastogi**  
**Company Secretary**

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