

| <b>MSEI Symbol</b>              |                 |
|---------------------------------|-----------------|
| Scrip code                      | 526137          |
| NSE Symbol                      |                 |
| MSEI Symbol                     |                 |
| ISIN                            | INE278C01010    |
| Name of the entity              | SHETRON LIMITED |
| Date of start of financial year | 01-04-2017      |
| Date of end of financial year   | 31-03-2018      |
| Reporting Quarter               | Yearly          |
| Date of Report                  | 31-03-2018      |
| Risk management committee       | Not Applicable  |

**Annexure I**

**Annexure I to be submitted by listed entity on quarterly basis**

**I. Composition of Board of Directors**

Disclosure of notes on composition of board of directors explanatory

Is there any change in information of board of directors compare to previous quarter No

## Annexure 1

### II. Composition of Committees

Disclosure of notes on composition of committees explanatory

Is there any change in information of committees compare to previous quarter No

| <b>Audit Committee Details</b> |            |                           |                         |                         |         |
|--------------------------------|------------|---------------------------|-------------------------|-------------------------|---------|
| Sr                             | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Remarks |

| <b>Nomination and remuneration committee</b> |                   |                                  |                                |                                |                |
|--|-------------------|----------------------------------|--------------------------------|--------------------------------|----------------|
| <b>Sr</b>                                    | <b>DIN Number</b> | <b>Name of Committee members</b> | <b>Category 1 of directors</b> | <b>Category 2 of directors</b> | <b>Remarks</b> |

| Stakeholders Relationship Committee |            |                           |                         |                         |         |
|-------------------------------------|------------|---------------------------|-------------------------|-------------------------|---------|
| Sr                                  | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Remarks |

| <b>Risk Management Committee</b> |            |                           |                         |                         |         |
|----------------------------------|------------|---------------------------|-------------------------|-------------------------|---------|
| Sr                               | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Remarks |

**Corporate Social Responsibility Committee**

| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Remarks |
|----|------------|---------------------------|-------------------------|-------------------------|---------|
|----|------------|---------------------------|-------------------------|-------------------------|---------|



| Other Committee |            |                           |                         |                         |                         |         |
|-----------------|------------|---------------------------|-------------------------|-------------------------|-------------------------|---------|
| Sr              | DIN Number | Name of Committee members | Name of other committee | Category 1 of directors | Category 2 of directors | Remarks |

## Annexure 1

### Annexure 1

#### III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory

| Sr | Date(s) of meeting (if any) in the previous quarter | Date(s) of meeting (if any) in the current quarter | Maximum gap between any two consecutive (in number of days) |
|----|---|--|---|
| 1  | 12-12-2017  |  |   |
| 2  |   | 31-01-2018   | 49  |

## Annexure 1

### IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory

| Sr | Name of Committee | Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (Yes/No) | Requirement of Quorum met | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings (in number of days) | Name of other committee |
|----|-------------------|---|--|---------------------------|---|--|-------------------------|
| 1  | Audit Committee   | 31-01-2018  | Yes  | 4                         | 12-12-2017  | 49   |                         |

## Annexure 1

### V. Related Party Transactions

| Sr | Subject  | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
|----|--|-------------------------------|--|
| 1  | Whether prior approval of audit committee obtained   | Yes                           |  |
| 2  | Whether shareholder approval obtained for material RPT   | NA                            |  |
| 3  | Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | NA                            |  |

## Annexure 1

### VI. Affirmations

| Sr | Subject  | Compliance status (Yes/No) |
|----|--|----------------------------|
| 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                        |
| 3  | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee                                   | Yes                        |
| 4  | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee                                   | Yes                        |
| 5  | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities) | NA                         |
| 6  | 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                        |
| 7  | 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                        |
| 8  | This report and/or the report submitted in the previous quarter has been placed before Board of Directors.   | Yes                        |

### Annexure 1

| Sr | Subject           | Compliance status                       |
|----|-------------------|---|
| 1  | Name of signatory | Neethi D'Cunha                          |
| 2  | Designation       | Company Secretary and Compliance Office |

## Annexure II

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

### I. Disclosure on website in terms of Listing Regulations

| Sr | Item  | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. | Web address   |
|----|---|-------------------------------|--|---|
| 1  | Details of business   | Yes                           |  | <a href="http://shetrongroup.in/aboutus.aspx">http://shetrongroup.in/aboutus.aspx</a>   |
| 2  | Terms and conditions of appointment of independent directors          | Yes                           |  | <a href="http://shetrongroup.in/pdf/Letter%20of%20Appointment%20-%20Independent%20Directors.pdf">http://shetrongroup.in/pdf/Letter%20of%20Appointment%20-%20Independent%20Directors.pdf</a>   |
| 3  | Composition of various committees of board of directors               | Yes                           |  | <a href="http://shetrongroup.in/pdf/06983b2c-6239-4911-9be7-5ebb2b12e9b6.pdf">http://shetrongroup.in/pdf/06983b2c-6239-4911-9be7-5ebb2b12e9b6.pdf</a>   |
| 4  | Code of conduct of board of directors and senior management personnel | Yes                           |  | <a href="http://shetrongroup.in/pdf/Code%20of%20Business%20Conduct%20&amp;%20Ethics%20Policy.pdf">http://shetrongroup.in/pdf/Code%20of%20Business%20Conduct%20&amp;%20Ethics%20Policy.pdf</a> |

|   |   |     |  |   |
|---|---|-----|--|---|
| 5 | Details of establishment of vigil mechanism/ Whistle Blower policy      | Yes |  | <a href="http://shetrongroup.in/pdf/Vilgil%20Mechanism%20&amp;%20Whistleblower%20Policy.pdf">http://shetrongroup.in/pdf/Vilgil%20Mechanism%20&amp;%20Whistleblower%20Policy.pdf</a> |
| 6 | Criteria of making payments to non-executive directors                  | No  | Same is disclosed in the annual report |   |
| 7 | Policy on dealing with related party transactions                       | Yes |  | <a href="http://shetrongroup.in/pdf/Realted%20Party%20Transaction%20Policy.pdf">http://shetrongroup.in/pdf/Realted%20Party%20Transaction%20Policy.pdf</a>                           |
| 8 | Policy for determining 'material' subsidiaries                          | Yes |  | <a href="http://shetrongroup.in/pdf/dcdc278e-a1d1-4716-8239-89785fdb88ef.pdf">http://shetrongroup.in/pdf/dcdc278e-a1d1-4716-8239-89785fdb88ef.pdf</a>                               |
| 9 | Details of familiarization programmes imparted to independent directors | Yes |  | <a href="http://shetrongroup.in/pdf/Familiarisation_Programme.pdf">http://shetrongroup.in/pdf/Familiarisation_Programme.pdf</a>   |



## Annexure II

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

### I. Disclosure on website in terms of Listing Regulations

| Sr | Item  | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. | Web address   |
|----|---|-------------------------------|--|---|
| 10 | Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances | Yes                           |  | <a href="http://shetrongroup.in/pdf.aspx?investorid=7">http://shetrongroup.in/pdf.aspx?investorid=7</a>                           |
| 11 | email address for grievance redressal and other relevant details  | Yes                           |  | <a href="http://shetrongroup.in/pdf.aspx?investorid=7">http://shetrongroup.in/pdf.aspx?investorid=7</a>                           |
| 12 | Financial results   | Yes                           |  | <a href="http://shetrongroup.in/financial-report.aspx?investorid=2">http://shetrongroup.in/financial-report.aspx?investorid=2</a> |
| 13 | Shareholding pattern  | Yes                           |  | <a href="http://shetrongroup.in/pdf.aspx?investorid=4">http://shetrongroup.in/pdf.aspx?investorid=4</a>                           |
| 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  | NA                            |  |   |

## Annexure II

### II. Annual Affirmations

| Sr | Particulars   | Regulation Number | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
|----|---|-------------------|-------------------------------|--|
| 1  | Independent director(s) 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/compensation   | 17(6)             | Yes                           |  |
| 8  | Minimum Information   | 17(7)             | Yes                           |  |
| 9  | Compliance Certificate  | 17(8)             | Yes                           |  |
| 10 | Risk Assessment & Management  | 17(9)             | Yes                           |  |

## Annexure II

### II. Annual Affirmations

| Sr | Particulars   | Regulation Number        | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
|----|---|--------------------------|-------------------------------|--|
| 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 & 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                           |  |
| 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                           |  |

## Annexure II

### II. Annual Affirmations

| Sr | Particulars   | Regulation Number        | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
|----|---|--------------------------|-------------------------------|--|
| 21 | Composition of Board of Directors of unlisted material Subsidiary   | 24(1)                    | NA                            |  |
| 22 | Other Corporate Governance requirements with respect to subsidiary of listed entity                               | 24(2),(3), (4),(5) & (6) | Yes                           |  |
| 23 | Maximum Directorship & 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                           |  |
|    | Any other information to be provided - Add Notes  |                          |                               |  |

## Annexure II

| Annexure II |                   |  |
|-------------|-------------------|--|
| 1           | Name of signatory |  |
| 2           | Designation       |  |

## Annexure II

### III. Affirmations

| Sr | Particulars  | Compliance status<br>(Yes/No/NA) |
|----|--|----------------------------------|
| 1  | The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied | Yes                              |
|    | Any other information to be provided   |                                  |

## Annexure II

|   |                   |   |
|---|-------------------|---|
| 1 | Name of signatory | Neethi D'cunha                          |
| 2 | Designation       | Company Secretary and Compliance Office |

### Signatory Details

|                       |   |
|-----------------------|---|
| Name of signatory     | Neethi D'Cunha                          |
| Designation of person | Company Secretary and Compliance Office |
| Place                 | Bengaluru                               |
| Date                  | 14-04-2018                              |



