



SRU STEELS LIMITED

CIN:L17300DL1995PLC107286

Registered & Corporate Office : A-48, 1st Floor, Wazirpur Industrial Area, Delhi - 110 052
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SRU/CS/2019-20/94

Date: April 08, 2019

To
The Manager,
Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400001

Sub: "Quarterly Compliance Report on Corporate Governance for the quarter and whole year ended March 31, 2019 and Compliance Report on Corporate Governance for the year ended March 31, 2019 under Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015"

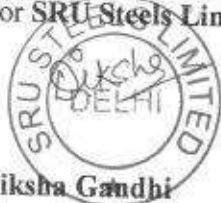
Dear Sir,

In terms of Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the following:

- a) The Quarterly Compliance Report on Corporate Governance for the quarter and year ended March 31, 2019 and;
- b) The Compliance Report on Corporate Governance for the year ended March 31, 2019

Kindly take the same on records.

Thanking You,
For SRU Steels Limited



Diksha Gandhi
Company Secretary & Compliance Officer

Encl: As above

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company: - SRU Steels Limited

CIN No: L17300DL1995PLC107286

Quarter ended on: March 31, 2019

I. Composition of Board of Directors									
Title (Mr./ Ms.)	Name of the Director	PAN & DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)	Date of appointment in the current term/cessation	Tenure*	Number of Directorship in listed entities including this listed entity	Number of Memberships in Audit/ Stakeholder Committee(s) including this listed entity	Number of post of Chairperson in Audit/ Stakeholder Committee including this listed entity	
Mr.	Ramesh Agarwal	00151223 & AAGPA5769G	Managing Director (Executive)	01/09/2015	-----	01	01	00	
Mr.	Rajeev Mittal	00082115 & AADPM9001G	Independent Director	29/09/2014	4 years and 6 months	01	01	01	
Mr.	Naresh Kumar Garg	00986846 & AAYPG1306K	Non-Executive	03/10/2006	-----	01	00	00	
Mr.	Prem Prakash Agarwal	00081871 & AADPA0510E	Independent Director	29/09/2014	4 years and 6 months	01	02	00	
Mr.	Pankaj Jain	01234804 & ADGPJ4296A	Independent Director	29/09/2014	4 years and 6 months	01	02	01	



Mr.	Ashok Kumar Mahawar	02600539 & ADRPM 4141J	Independent Director	29/09/2014	4 years and 6 months	01	00	00
Ms.	Richa Agarwal	00082722 & AGFPA6980N	Non-Executive	23/06/2014	-----	01	00	00

*The tenure of all the independent Director is calculated from the date of their appointment under new Companies Act, 2013.

II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/ Non-Executive/Independent/Nominee)
Audit Committee	Mr. Rajeev Mittal (Chairman) Mr. Prem Prakash Agarwal (Member) Mr. Pankaj Jain (Member)	Non-Executive & Independent Director Non-Executive & Independent Director Non-Executive & Independent Director
Nomination & Remuneration Committee	Mr. Prem Prakash Agarwal (Chairman) Mr. Pankaj Jain (Member) Mr. Ashok Kumar Mahawar (Member)	Non-Executive & Independent Director Non-Executive & Independent Director Non-Executive & Independent Director
Risk Management Committee (if applicable)	N.A	N.A
Stakeholders Relationship Committee	Mr. Pankaj Jain (Chairman) Mr. Ramesh Agarwal (Member) Mr. Prem Prakash Agarwal (Member)	Non-Executive & Independent Director Executive Non-Executive & Independent Director



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 meetings (in number of days)
November 14, 2018	February 14, 2019	91 days

IV. Meeting of Committees			
Date(s) of Meeting of Committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of Meeting of Committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)
1. Audit Committee			
February 14, 2019	All the members were present and thus, quorum was met	November 14, 2018	91 days
2. Nomination and Remuneration Committee			
March 19, 2019	All the members were present and thus, quorum was met.	December 04, 2018	104 days
3. Investor Grievances Committee/ Shareholders Relationship Committee			
March 28, 2019	All the members were present and thus, quorum was met.	December 04, 2018	113 days

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	N.A.
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.
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)
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: The Board had taken note of the report of Corporate Governance of the Previous quarter ended on 31st December, 2018, submitted in accordance with the SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015 entered with the Stock Exchange. The Director read the report and they were satisfied about the content therein.



Diksha Gāndhi
Company Secretary & Compliance Officer

Date: 08/04/2019

Place: New Delhi

COMPLIANCE REPORT ON CORPORATE GOVERNANCE (FOR WHOLE OF THE FINANCIAL YEAR)

Name of the Company: - SRU Steels Limited

CIN No: L17300DL1995PLC107286

Year ended on: - March 31, 2019

I. Disclosure of Website in terms of Listing Regulations		
Item		Compliance Status (Yes/No/N.A)
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		N.A
Policy on dealing with related party transactions		Yes
Policy on determining of 'material' subsidiaries		N.A
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 handing 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/or their associates		N.A
New name and old name of the listed entity		N.A
II Annual Affirmations		
Particulars	Regulations Number	Compliance Status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'Independence' and/or eligibility	16(1)(b) & 25(6)	Yes
Board Composition	17(1)	Yes
Meeting of Board of Directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointment	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/Composition	17(6)	N.A
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit committee	18(2)	Yes



Composition of nomination and remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1), (2), (3), (4)	N.A.
Vigil Mechanism	22	Yes
Policy for related party transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	N.A
Composition of Board of Directors of unlisted material Subsidiary	24(1)	N.A
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	N.A
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of Independent directors	25(3) & (4)	Yes
Familiarization of Independent directors	25(7)	Yes
Membership 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 of Obligations of directors and senior management	26 (2) & 26(5)	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 requirement 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 the status is "No" details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

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. N.A



Diksha Gandhi
Company Secretary & Compliance Officer

Date: 08/04/2019

Place: New Delhi