



# SRU STEELS LIMITED

CIN: L17300DL1995PLC107286

Registered & Corporate Office: A-48, 1<sup>st</sup> Floor, Wazirpur Industrial Area, Delhi-110052

E-mail: [srusteels@yahoo.in](mailto:srusteels@yahoo.in), Website: [www.srusteels.in](http://www.srusteels.in) Tel: 011-27373622

SRU/CS/2020-21/152

Dated: May 07, 2020

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 year ended 31<sup>st</sup> March, 2020 and Compliance Report on Corporate Governance for the year ended 31<sup>st</sup> March, 2020 under Regulation 27 of the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015”.**

Dear Sir,

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

- (a) The Quarterly Compliance Report on Corporate Governance for Quarter and year ended 31<sup>st</sup> March, 2020 and
- (b) The Compliance Report on Corporate Governance for the year ended 31<sup>st</sup> March, 2020.

Kindly take the same on records,

Thanking You

**For SRU Steels Limited**

**Shallu Garg**

**Company Secretary**

**Encl: As above**

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

**Name of the Company: - SRU Steels Limited**

**CIN No: L17300DL1995PLC107286**

**Quarter ended on: March 31, 2020**

<b>I. Composition of Board of Directors</b>											
Title (Mr./Ms.)	Name of the Director	PAN & DIN	Category (Chairperson/Executive/Non-Executive/independent/Nominee)	Date of appointment in the current term/cessation or Initial Date of Appointment	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Tenure *	Number of Directorship in listed entities including this listed entity	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	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	MD (Executive)	30-09-2019	30-08-1952	N/A	-----	01	00	01	00
Mr.	Rajeev Mittal	00082115 & AADPM9001G	Independent Director	30-09-2019	26-11-1966	N/A	5years and 6 months	01	01	01	01
Mr.	Naresh Kumar Garg	00986846 & AAYPG1306K	Non-Executive Director	03/10/2006	26-01-1953	N/A	----	01	00	00	00

Mr.	Prem Prakash Agarwal	00081871 & AADPA0510E	Independent Director	30-09-2019	05-05-1958	N/A	5years and 6 months	01	01	02	00
Mr.	Pankaj Jain	01234804 & ADGPJ4296A	Independent Director	30-09-2019	04-09-1974	N/A	5 years and 6 months	01	01	02	01
Mr.	Ashok Kumar Mahawar	02600539 & ADRPM 4141J	Independent Director	30-09-2019	31-03-1958	N/A	5 years and 6 months	01	01	00	00
Ms.	Richa Agarwal	00082722 & AGFPA6980N	Non-Executive Director	23/06/2014	27-06-1985	N/A	-----	01	00	00	00
				<b>Whether Regular Chairperson appointed - Yes</b>							
				<b>Whether Chairperson is related to managing director or CEO - No</b>							
				<b>*to be filled only for independent Director. Tenure would mean total period from which Independent Director is serving on the Board of Directors of the Listed entity in continuity without any cooling off period.</b>							

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

<b>II. Composition of Committees</b>				
<b>Name of Committee</b>	<b>Whether Regular Chairperson appointed</b>	<b>Name of Committee members</b>	<b>Category(Chairperson/Executive/ Non-Executive/independent/Nominee )</b>	<b>Date of appointment</b>
Audit Committee	Yes	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	30-06-2001 01-01-2007 01-01-2007
Nomination & Remuneration Committee	Yes	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	01-01-2007 30-06-2008 06-05-2014
Risk Management Committee (if applicable)	N.A.	N.A	N.A	-
Stakeholders Relationship Committee	Yes	Mr. Pankaj Jain (Chairman) Mr. Ramesh Agarwal (Member) Mr. Prem Prakash Agarwal (Member)	Non-Executive & Independent Director Executive Director Non-Executive & Independent Director	01-01-2007 01-01-2007 30-06-2008

**ANNEXUURE - I**


**III. Meeting of Board of Directors**

<b>Date(s) of Meeting (if any) in the previous quarter</b>	<b>Date(s) of Meeting (if any) in the relevant quarter</b>	<b>Whether requirement of Quorum met</b>	<b>Number of Directors Present</b>	<b>Number of Independent Director</b>	<b>Maximum gap between any two consecutive meetings (in number of days)</b>
November 14, 2019	-	Yes	7	4	41 days
December 26, 2019	February 14, 2020	Yes	7	4	49 days

**ANNEXUURE - I**

**IV. Meeting of Committees**

<b>Date(s) of Meeting of Committee in the relevant quarter</b>	<b>Whether requirement of Quorum met (details)</b>	<b>Number of Directors Present</b>	<b>Number of Independent Director</b>	<b>Date(s) of Meeting of Committee in the previous quarter</b>	<b>Maximum gap between any two consecutive meetings (in number of days)</b>
<b>1. Audit Committee</b>					
February 14, 2020	Yes	3	3	November 14, 2019	91 days
<b>2. Nomination and Remuneration Committee</b>					
March 10, 2020	Yes	3	3	December 26, 2019	74 days
<b>3. Investor Grievances Committee/ Shareholders Relationship Committee</b>					
March 17, 2020	Yes	3	3	December 26, 2019	81 days

<b>II. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>
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
<b>III. Affirmations</b>	
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015</p> <p>a) Audit Committee</p> <p>b) Nomination &amp; Remuneration Committee</p> <p>c) Stakeholders Relationship Committee</p> <p>d) Risk Management Committee (applicable to the top 100 listed entities)</p> <p>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.</p> <p>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.</p> <p>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 31<sup>st</sup> December, 2019, 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.</p>	
<p></p> <p><b>Shallu Garg</b>  <b>Company Secretary &amp; Compliance Officer</b>  <b>Date: 07/05/2020</b>  <b>Place: New Delhi</b></p>	

**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, 2020**

<b>I. Disclosure of Website in terms of Listing Regulations</b>	
<b>Item</b>	<b>Compliance Status (Yes/No/N.A)</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	N/A
Policy on dealing with related party transactions	Yes
Policy for determining '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 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/or their associates	N/A
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	N/A
New name and the old name of the listed entity	N/A
Advertisements as per regulation 47 (1)	Yes
Credit rating or revision in credit rating obtained	N/A
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	N/A
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes
Materiality Policy as per Regulation 30	Yes
Dividend Distribution policy as per Regulation 43A (as applicable)	N/A

It is certified that these contents on the website of the listed entity are correct		<b>Yes</b>
<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulations Number</b>	<b>Compliance Status (Yes/No/NA)</b>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	<b>Yes</b>
Board composition	17(1), 17(1A) & 17(1B)	<b>Yes</b>
Meeting of Board of directors	17(2)	<b>Yes</b>
Quorum of Board meeting	17(2A)	<b>Yes</b>
Review of Compliance Reports	17(3)	<b>Yes</b>
Plans for orderly succession for appointments	17(4)	<b>Yes</b>
Code of Conduct	17(5)	<b>Yes</b>
Fees/compensation	17(6)	<b>N/A</b>
Minimum Information	17(7)	<b>Yes</b>
Compliance Certificate	17(8)	<b>Yes</b>
Risk Assessment & Management	17(9)	<b>Yes</b>
Performance Evaluation of Independent Directors	17(10)	<b>Yes</b>
Recommendation of Board	17(11)	<b>Yes</b>
Maximum number of Directorships	17A	<b>Yes</b>
Composition of Audit Committee	18(1)	<b>Yes</b>
Meeting of Audit Committee	18(2)	<b>Yes</b>
Composition of nomination & remuneration committee	19(1) & (2)	<b>Yes</b>
Quorum of Nomination and Remuneration Committee meeting	19(2A)	<b>Yes</b>
Meeting of Nomination and Remuneration Committee	19(3A)	<b>Yes</b>
Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	<b>Yes</b>
Meeting of Stakeholders Relationship Committee	20(3A)	<b>Yes</b>
Composition and role of risk management committee	21(1),(2),(3),(4)	<b>N/A</b>
Meeting of Risk Management Committee	21(3A)	<b>N/A</b>
Vigil Mechanism	22	<b>Yes</b>
Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	<b>Yes</b>
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	<b>Yes</b>
Approval for material related party transactions	23(4)	<b>N/A</b>



Disclosure of related party transactions on consolidated basis	23(9)	<b>Yes</b>
Composition of Board of Directors of unlisted material Subsidiary	24(1)	<b>N/A</b>
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	<b>N/A</b>
Annual Secretarial Compliance Report	24(A)	<b>Yes</b>
Alternate Director to Independent Director	25(1)	<b>N/A</b>
Maximum Tenure	25(2)	<b>Yes</b>
Meeting of independent directors	25(3) & (4)	<b>Yes</b>
Familiarization of independent directors	25(7)	<b>Yes</b>
Declaration from Independent Director	25(8) & (9)	<b>Yes</b>
D & O Insurance for Independent Directors	25(10)	<b>N/A</b>
Memberships in Committees	26(1)	<b>Yes</b>
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	<b>Yes</b>
Disclosure of Shareholding by Non-Executive Directors	26(4)	<b>Yes</b>
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	<b>Yes</b>

**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**

**Shallu Garg**  
**Company Secretary & Compliance Officer**

**Date: 07/05/2020**

**Place: New Delhi**