



SRU STEELS LIMITED

CIN:L17300DL1995PLC107286

Registered & Corporate Office : A-48, 1st Floor, Wazirpur Industrial Area, Delhi - 110 052

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SRU/CS/2021-22/210

Dated: April 08, 2021

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 31st March, 2021 and Compliance Report on Corporate Governance for the year ended 31st March, 2021 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 31st March, 2021 and
- (b) The Compliance Report on Corporate Governance for the year ended 31st March, 2021.

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, 2021

I.	II. Composition of Board of Directors											
Title (Mr./Ms.)	Name of the Director	PAN & DIN	Category (Chairperson/Executive/Non-Executive/independent/Non-minority)	Date of appointment in the current term/cessation or Initial Date of Appointment	Date of Cessation	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.	Apoorv Agarwal	02763242 & ALXPA4366 K	MD (Executive Director)	11-02-2021	--	05-03-1991	N/A	----	01	0	01	0
Mr.	Rajeev Mittal	00082115 & AADPM9001 G	Independent Director	30-09-2019	--	26-11-1966	N/A	6 Years and 6 months	01	01	01	01
Mr.	Naresh Kumar	00986846 &	Non-Executive	03/10/2006	--	26-01-1953	N/A	----	01	00	00	00


	Garg	AAYPG1306 K	e Director									
Mr.	Prem Prakash Agarwal	00081871 & AADPA0510 E	Independ ent Director	30-09- 2019	--	05-05- 1958	N/A	6 Years and 6 months	01	01	02	00
Mr.	Pankaj Jain	01234804 & ADGPJ4296 A	Independ ent Director	30-09- 2019	--	04-09- 1974	N/A	6 Years and 6 months	01	01	02	01
Mr.	Ashok Kumar Mahawa r	02600539 & ADRPM 4141J	Independ ent Director	30-09- 2019	--	31-03- 1958	N/A	6 Years and 6 months	01	01	00	00
Ms.	Richa Agarwal	00082722 & AGFPA6980 N	Non- Executiv e Director	23/06/ 2014	--	27-06- 1985	N/A	-----	01	00	00	00
Mr.	Ramesh Agarwal	00151223 & AAGPA5769 G	MD (Executi ve Director)	30-09- 2019	08-02- 2021	30-08- 1952	N/A	-----	00	00	00	00
					Whether Regular Chairperson appointed - Yes							
					Whether Chairperson is related to managing director or CEO - No							
					*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.							

*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	Whether Regular Chairperson appointed	Name of Committee members	Category(Chairperson/Executive/ Non-Executive/independent/ Nominee)	Date of appointment	Date of cessation
Audit Committee	Yes	Mr. Rajeev Mittal (Chairman)	Non-Executive & Independent Director	30-06-2001	--
		Mr. Prem Prakash Agarwal (Member)	Non-Executive & Independent Director	01-01-2007	--
		Mr. Pankaj Jain(Member)	Non-Executive & Independent Director	01-01-2007	--
Nomination & Remuneration Committee	Yes	Mr. Prem Prakash Agarwal (Chairman)	Non-Executive & Independent Director	01-01-2007	--
		Mr. Pankaj Jain (Member)	Non-Executive & Independent Director	30-06-2008	--
		Mr. Ashok Kumar Mahawar (Member)	Non-Executive & Independent Director	06-05-2014	--
Risk Management Committee (if applicable)	N.A.	N.A	N.A	-	--
Stakeholders Relationship Committee	Yes	Mr. Pankaj Jain (Chairman)	Non-Executive & Independent Director	01-01-2007	--
		Mr. Ramesh Agarwal (Member)	Executive Director	01-01-2007	08-02-2021
		Mr. Prem Prakash Agarwal (Member)	Non-Executive & Independent Director	30-06-2008	--
		Mr. Apoorv Agarwal (Member)	Executive Director	11-02-2021	--

ANNEXUURE - I					
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	Whether requirement of Quorum met	Number of Directors Present	Number of Independent Director	Maximum gap between any two consecutive meetings (in number of days)
November 11, 2020	-	Yes	7	4	
-	February 11, 2021	Yes	7	4	91 days

ANNEXUURE - I					
IV. Meeting of Committees					
Date(s) of Meeting of Committee in the relevant quarter	Whether requirement of Quorum met (details)	Number of Directors Present	Number of Independent Director	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 11, 2021	Yes	3	3	November 11, 2020	91 days
2. Nomination and Remuneration Committee					
February 10, 2021	Yes	3	3	November 26, 2020	75 days
3. Investor Grievances Committee/ Shareholders Relationship Committee					
January 28, 2021	Yes	3	3	December 02, 2020	56 days

III. 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
IV. Affirmations	
<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 & 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 31st 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>Shalu Garg Company Secretary & Compliance Officer Date: 08/04/2021 Place: New Delhi</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, 2021

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 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	Yes

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), 17(1A) & 17(1B)	Yes
Meeting of Board of directors	17(2)	Yes
Quorum of Board meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	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
Recommendation of Board	17(11)	Yes
Maximum number of Directorships	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination and Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes
Meeting of Stakeholders Relationship Committee	20(3A)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	N/A
Meeting of Risk Management Committee	21(3A)	N/A
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(1A),(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
Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	N/A
Other Corporate Governance requirements with	24(2),(3),(4),(5) & (6)	N/A

respect to subsidiary of listed entity		
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	N/A
Maximum Tenure	25(2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
D & O Insurance for Independent Directors	25(10)	N/A
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

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


Shalu Garg

Company Secretary & Compliance Officer

Date: 08/04/2021

Place: New Delhi