



# 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/2023-2024/348

Dated: 21<sup>st</sup> April, 2023

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

**Scrip Code: 540914**

**Sub: “Quarterly Compliance Report on Corporate Governance under Regulation 27 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 for the Quarter ended March, 2023.**

Dear Sir/Madam,

In terms of Regulation 27 of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015, please find enclosed herewith the Quarterly Compliance Report on Corporate Governance for the Quarter ended 31<sup>st</sup> March, 2023.

Kindly take the same on records,

**Thanking You,  
Yours faithfully,  
For SRU Steels Limited**

**APOORV  
AGARWAL**

Digitally signed by APOORV AGARWAL  
DN: cn=A, o=Personal, postalCode=110008,  
st=Delhi,  
2.5.4.20=ab6a07f6b177265003d2a6b176  
3394b7d5d4ca076d582a6510572a6351,  
pseudoym=70C8E7909663DCC8E3A83117  
F8DC4854E84929,  
serialNumber=FF053D795A4D4D92103A250  
113CB9B2C61CA3866002F839B9447985F  
4ED52, cn=APOORV AGARWAL  
Date: 2023.04.25 12:11:03 +05'30'

**Apoorv Agarwal  
(Managing Director)  
DIN: 02763242**

**Email id: [srusteels@yahoo.in](mailto:srusteels@yahoo.in)**

**Encl: As above**

General information about company	
Scrip code	
NSE Symbol	540914
MSEI Symbol	
ISIN	
Name of the entity	INE425C01017
Date of start of financial year	SRU Steels Limited
Date of end of financial year	01-04-2022
Reporting Quarter	31-03-2023
Date of Report	Yearly
Risk management committee	31-03-2023
Market Capitalisation as per immediate previous Financial Year	Not Applicable
	Any other



## Annexure I

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

## I. Composition of Board of Directors

on composition of board of directors explanatory																				
Whether the listed entity has a Regular Chairperson																				
Whether Chairperson is related to MD or CEO																				
No		Disqualification of Directors under section 164 of the Companies Act, 2013																		
PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in AuO/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	
NG1306K	00986846	Non-Executive - Non-Independent Director	Chairperson		26-01-1953	No				Active	NA		03-10-2006			0	1	0	0	0
VA4366K	02762242	Executive Director	Not Applicable	MD	05-03-1991	No					NA		11-02-2021			0	1	0	1	0
JA0510E	00081871	Non-Executive - Independent Director	Not Applicable		05-05-1958	No					NA		01-01-2007	30-09-2019	07-02-2023	102	1	1	2	1
JM0001G	00082114	Non-Executive - Independent Director	Not Applicable		26-11-1966	No					NA		30-06-2001	30-09-2019		102	1	1	1	1





## I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? (Refer Reg. 17(1A) of Listing Regulations)	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	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 (Refer Regulation 26(1) of Listing Regulations)	No of Chairpersons in Audit Stakeholder Committee(s) held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
41411	02500539	Non-Executive - Independent Director	Not Applicable		31-03-1958	No				NA		01-05-2009	30-09-2019		102	1	1	2	0
980N	00082722	Non-Executive - Non-Independent Director	Not Applicable		27-06-1985	No				NA		23-06-2014			0	1	0	0	0
036P	02459795	Non-Executive - Independent Director	Not Applicable		19-07-1960	No				NA		07-02-2023			2	1	1	2	1
067F	03133614	Non-Executive - Independent Director	Not Applicable		26-12-1988	No				NA		10-03-2023			0	1	1	0	0



## I. Composition of Board of Directors

## Disclosure of notes on composition of board of directors explanatory

## Whether the listed entity has a Regular Chairperson

DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? (Refer Reg. 17(1A) of Listing Regulations)	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	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 (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairpersons in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
301C	03339486	Non-Executive - Independent Director	Not Applicable		07-04-1952	No				NA		10-03-2023			0	1	1	0	0



Text Block	
Textual Information(1)	Mr. Anand Kumar Agarwal has been appointed on the board on 07th day of February, 2023. Accordingly we have considered his tenure for full month of February, 2023. Therefore his tenure with the Company shall be 2 months (February 2023 & March, 2023)





Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson				Yes			
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00082115	Rajiv Ramchandra Mittal	Non-Executive - Independent Director	Chairperson	30-06-2001		
2	00081871	Prem Prakash Agarwal	Non-Executive - Independent Director	Member	01-01-2007	07-02-2023	
3	02600539	Ashok Kumar Mahawar	Non-Executive - Independent Director	Member	16-09-2022		
4	02459795	Anand Kumar Agarwal	Non-Executive - Independent Director	Member	07-02-2023		



Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson				Yes			
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00081871	Prem Prakash Agarwal	Non-Executive - Independent Director	Chairperson	01-01-2007	07-02-2023	
2	02459795	Anand Kumar Agarwal	Non-Executive - Independent Director	Chairperson	07-02-2023		
3	00082115	Rajiv Ramchandra Mittal	Non-Executive - Independent Director	Member	16-09-2022		
4	02600539	Ashok Kumar Mahawar	Non-Executive - Independent Director	Member	06-05-2014		





Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson				Yes			
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00081871	Prem Prakash Agarwal	Non-Executive - Independent Director	Chairperson	16-09-2022	07-02-2023	
2	02459795	Anand Kumar Agarwal	Non-Executive - Independent Director	Member	07-02-2023		
3	02600539	Ashok Kumar Mahawat	Non-Executive - Independent Director	Member	16-09-2022		
4	02763242	Apoorv Agarwal	Executive Director	Member	11-02-2021		



Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks



Corporate Social Responsibility Committee						
Whether the Corporate Social Responsibility Committee has a Regular Chairperson						
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
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				Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
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	14-11-2022				Yes	6	3	3
2		07-02-2023	84	Mr. Prem Prakash Agarwal, Independent Director has resigned w.e.f. 07th February, 2023. Mr. Anand Kumar Agarwal, Independent Director has appointed w.e.f. 07th February, 2023.	Yes	6	3	3
3		10-03-2023	20		Yes	8	4	4



Annexure 1										
IV. Meeting of Committees										
Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	14-11-2022				Yes	3	3	3	0
2	Audit Committee	07-02-2023	84			Yes	3	3	3	0
3	Nomination and remuneration committee	14-11-2022				Yes	3	3	3	0
4	Nomination and remuneration committee	07-02-2023	84			Yes	3	3	3	0
5	Nomination and remuneration committee	10-03-2023	30			Yes	3	3	3	0
6	Stakeholders Relationship Committee	14-11-2022				Yes	3	3	2	0





Annexure 1										
IV. Meeting of Committees										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
7	Stakeholders Relationship Committee	10-03-2023	115			Yes	3	3	2	0



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	Yes	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	



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 1000 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	Apoorv Agarwal
2	Designation	Managing Director



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		www.srusteels.in
2	Terms and conditions of appointment of independent directors	Yes		www.srusteels.in
3	Composition of various committees of board of directors	Yes		www.srusteels.in
4	Code of conduct of board of directors and senior management personnel	Yes		www.srusteels.in
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.srusteels.in
6	Criteria of making payments to non-executive directors	NA		
7	Policy on dealing with related party transactions	Yes		www.srusteels.in
8	Policy for determining 'material' subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		www.srusteels.in



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	www.srusteels.in
11	email address for grievance redressal and other relevant details	Yes	www.srusteels.in
12	Financial results	Yes	www.srusteels.in
13	Shareholding pattern	Yes	www.srusteels.in
14	Details of agreements entered into with the media companies and/or their associates	NA	
15	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	NA	
16	New name and the old name of the listed entity	Yes	www.srusteels.in
17	Advertisements as per regulation 47 (1)	Yes	www.srusteels.in
18	Credit rating or revision in credit rating obtained	NA	
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA	
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	www.srusteels.in
21	Materiality Policy as per Regulation 30	Yes	www.srusteels.in
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA	
23	It is certified that these contents on the website of the listed entity are correct	Yes	www.srusteels.in





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), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	NA	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	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	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	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	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
23	Meeting of Risk Management Committee	21(3A)	NA	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	Yes	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	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.
31	Annual Secretarial Compliance Report	24(A)	Yes
32	Alternate Director to Independent Director	25(1)	NA
33	Maximum Tenure	25(2)	Yes
34	Meeting of independent directors	25(3) & (4)	Yes
35	Familiarization of independent directors	25(7)	Yes
36	Declaration from Independent Director	25(8) & (9)	Yes
37	D & O Insurance for Independent Directors	25(10)	NA
38	Memberships in Committees	26(1)	Yes
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
41	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		
1	Name of signatory	Apoorv Agarwal
2	Designation	Managing Director



Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (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	NA
	Any other information to be provided	





Annexure II		
1	Name of signatory	Apoorv Agarwal
2	Designation	Managing Director



Additional Half yearly Disclosure			
Applicability of disclosure	Applicable		
Reason for Non Applicability	Textual Information(1)		
<b>I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below</b>			
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0	0	
Promoter Group or any other entity controlled by them	0	0	
Directors (including relatives) or any other entity controlled by them	0	0	
KMPs or any other entity controlled by them	0	0	
(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	Guarantee	106800000	106800000
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
(D) Additional Information		Textual Information(2)	
<b>II. Affirmations</b>			
Affirmations		Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.		Yes	Textual Information(3)
Name	Mihesh Laxmikant Somani		
Designation	CFO		
Place	New Delhi		
Date	21-04-2023		





Signatory Details	
Name of signatory	Apoorv Agarwal
Designation of person	Managing Director
Place	New Delhi
Date	21-04-2023





