



# SRU STEELS LIMITED

CIN:L17300DL1995PLC107286

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

E-mail : srusteels@yahoo.in, Website : www.srusteels.in • Tel : 011-27474749

SRU/CS/2018-19/44

Date: April 11, 2018

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, 2018 and Compliance Report on Corporate Governance for the year ended March 31, 2018 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, 2018 and;
- b) The Compliance Report on Corporate Governance for the year ended March 31, 2018

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, 2018

| <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 | 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 & AADPPM9001G | Independent Director   | 29/09/2014  | 3 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  | 3 years and 6 months | 01   | 02  | 00   |  |
| Mr.   | Pankaj Jain          | 01234804 & ADGPP14296A | Independent Director   | 29/09/2014  | 3 years and 6 months | 01   | 02  | 01   |  |
| Mr.   | Ashok Kumar          | 02600539               | Independent Director   | 29/09/2014  | 3 years and          | 01   |   | 00   |  |



|     |               |                             |               |            |          |    |    |
|-----|---------------|-----------------------------|---------------|------------|----------|----|----|
|     | Mahawar       | &<br>ADRRPM 4141J           |               |            | 6 months |    |    |
| Ms. | Richa Agarwal | 00082722<br>&<br>AGFPA6980N | Non-Executive | 23/06/2014 | -----    | 01 | 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 members   |  | Category/(Chairperson/Executive/ Non-Executive/Independent/Nominee)  |
|---|--|---|--|--|
| Audit Committee                           |  | Mr. Rajeev Mittal (Chairman)<br>Mr. Prem Prakash Agarwal (Member)<br>Mr. Pankaj Jain (Member)       |  | Non-Executive & Independent Director<br>Non-Executive & Independent Director<br>Non-Executive & Independent Director |
| Nomination & Remuneration Committee       |  | Mr. Prem Prakash Agarwal (Chairman)<br>Mr. Pankaj Jain (Member)<br>Mr. Ashok Kumar Mahawar (Member) |  | Non-Executive & Independent Director<br>Non-Executive & Independent Director<br>Non-Executive & Independent Director |
| Risk Management Committee (if applicable) |  | N.A   |  | N.A  |
| Stakeholders Relationship Committee       |  | Mr. Pankaj Jain (Chairman)<br>Mr. Ramesh Agarwal (Member)<br>Mr. Prem Prakash Agarwal (Member)      |  | Non-Executive & Independent Director<br>Executive<br>Non-Executive & Independent Director                            |



| <b>III. Meeting of Board of Directors</b>                  |  |   |  |
|--|--|---|--|
| <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>Maximum gap between any two consecutive meetings (in number of days)</b> |  |
|  | November 1, 2017   | 1 days  |  |
|  | November 13, 2017  | 92 days   |  |
|  | February 14, 2018  |   |  |

| <b>IV. Meeting of Committees</b>   |  |  |   |
|--|--|--|---|
| <b>Date(s) of Meeting of Committee in the relevant quarter</b>               | <b>Whether requirement of Quorum met (details)</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, 2018  | All the members were present and thus, quorum was met  | November 13, 2017  | 92 days   |
| <b>2. Nomination and Remuneration Committee</b>                              |  |  |   |
| February 14, 2018  | All the members were present and thus, quorum was met. | N.A  | N.A   |
| <b>3. Investor Grievances Committee/ Shareholders Relationship Committee</b> |  |  |   |
| March 08, 2018   | All the members were present and thus, quorum was met. | N.A  | N.A   |



| 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 31<sup>st</sup> December, 2017, 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.



**Disha Gandhi**  
Company Secretary & Compliance Officer

Date: 10/04/2018

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, 2018

| <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 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                                   |
| <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)          | 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: 10/04/2018**

**Place: New Delhi**