

Sec/Steel/041/FY 2019-20

Date: 12.07.2019

The Secretary
BSE Limited
New Trading Wing,
Rotunda Building,
PJ Tower, Dalal Street,
Mumbai- 400001

The Manager
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block "G"
5th floor, Bandra Kurla Complex,
Bandra East,
Mumbai- 400051

Sir,

Sub: Corporate Governance for the Quarter ended 30th June, 2019

Please find enclosed Quarterly Compliance Report on Corporate Governance of the Company for the quarter ended 30th June, 2019.

This is in compliance with Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking you,
Yours faithfully,
For Manaksia Steels Limited



Ajay Sharma
(Company Secretary)
Membership No.: A34079



Encl: a/a

| | | |
|---|-----------------------|-----------------------------|
| 1 | Name of Listed Entity | Manaksia Steels Limited |
| 2 | Quarter ending | 30 th June, 2019 |

1. Composition of Board of Directors

| Title (Mr/ Ms) | Name of the Director | S PAN & DIN | # Category (Chairperson / Executive/ Non-Executive/ Independent / Nominee) | Date of Birth | 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 Regulation s) | @Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulation s) | @No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulation s) |
|----------------|------------------------|-------------------------|--|---------------|-----------------------------|------------------------|-------------------|---------------------------------|--|---|--|--|
| Mr. | Ajay Kumar Chakraborty | AAAPC0207F/ 00133604 | Non-Executive Independent Director | 07/04/1945 | 17/11/2014 | 17/11/2014 | - | 60 Months | 5 | 5 | 3 | 2 |
| Dr. | Kali Kumar Chaudhuri | ABVPC9186H/ 00206157 | Non-Executive Independent Director- Chairperson | 18/09/1945 | 17/11/2014 | 17/11/2014 | - | 60 Months | 4 | 4 | 5 | 2 |
| Mr. | Mrinal Kanti Pal | AFNPP6116L/ 00867865 | Non-Executive Director/ Non Independent Director | 13/01/1953 | 27/12/2012 | 27/09/2018 | - | - | 2 | 0 | 0 | 0 |

| | | | | | | | | | | | | |
|------|----------------------|-------------------------|--|------------|------------|------------|---|-----------|---|---|---|---|
| Mrs. | Smita Khaitan | AAQPK1671F/ 01116869 | Non-Executive Independent Woman Director | 12/12/1949 | 17/11/2014 | 17/11/2014 | - | 60 Months | 3 | 3 | 7 | 1 |
| Mr. | Suresh Kumar Agrawal | ACSPA01168/ 00520769 | Non-Executive Director/ Non Independent Director | 28/07/1953 | 27/12/2012 | 24/09/2016 | - | - | 2 | 0 | 1 | 0 |
| Mr. | Varun Agrawal | ACXPA1870F/ 00441271 | Executive Director/ Managing Director | 09/10/1982 | 17/11/2014 | 11/02/2019 | - | - | 1 | 0 | 2 | 0 |

\$ PAN number of any Director would not be displayed on the website of Stock Exchange

Category of Directors means Executive/Non-Executive/Independent/Nominee. If a Director fits into more than one category write all categories separating them with hyphen

* To be filled only for Independent Director. Tenure would mean total period from which Independent Director is serving on Board of directors of the listed entry in continuity without any cooling off period.

@ Includes membership and chairmanship of both listed and unlisted public companies.

II. Composition of Committees

| Name of Committee | | Name of Committee members | | Category (Chairperson/Executive/Non-Executive/Independent/Nominee) \$ |
|-------------------|--|---------------------------|--------------------------|---|
| 1 | Audit Committee | Dr. Kall Kumar Chaudhuri | Dr. Kall Kumar Chaudhuri | Non-Executive /Independent Director/ Chairman* |
| | | Mrs. Smita Khaitan | Mrs. Smita Khaitan | Non-Executive /Independent Woman Director |
| 2 | Nomination & Remuneration Committee | Mr. Varun Agrawal | Mr. Varun Agrawal | Executive Director |
| | | Dr. Kall Kumar Chaudhuri | Dr. Kall Kumar Chaudhuri | Non-Executive /Independent Director |
| 3 | Risk Management Committee (if applicable) | Mrs. Smita Khaitan | Mrs. Smita Khaitan | Non-Executive /Independent Woman Director/ Chairman |
| | | Mr. Suresh Kumar Agrawal | Mr. Suresh Kumar Agrawal | Non-Executive Director |
| 4 | Stakeholders Relationship Committee | Not Applicable | Not Applicable | Not Applicable |
| | | Mr. Suresh Kumar Agrawal | Mr. Suresh Kumar Agrawal | Non-Executive Director |
| 5 | Corporate Social Responsibility Committee | Mr. Varun Agrawal | Mr. Varun Agrawal | Executive Director |
| | | Mrs. Smita Khaitan | Mrs. Smita Khaitan | Non-Executive /Independent Woman Director/ Chairman* |
| 5 | Category of directors means Executive/Non-Executive/Independent/Nominee. If a Director fits into more than one category write all categories separating them with hyphen | Mr. Suresh Kumar Agrawal | Mr. Suresh Kumar Agrawal | Non-Executive Director/ Chairman* |
| | | Dr. Kall Kumar Chaudhuri | Dr. Kall Kumar Chaudhuri | Non-Executive Director/ Chairman* |
| | | Mr. Varun Agrawal | Mr. Varun Agrawal | Executive Director |

* For Audit Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee, the Chairman was elected at the Meeting itself until the conclusion of the respective Meetings.

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 (in number of days) | |
|--|---|---|---|
| 14 th February, 2019 | 30 th May, 2019 | 104 days | |
| IV. Meeting of Committees | | | |
| Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (details) | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings in number of days* |
| 30 th May, 2019 (Audit Committee) | Yes (All the members were present) | 14 th February, 2019 (Audit Committee) | 104 days |
| 30 th May, 2019 (Stakeholders Relationship Committee) | Yes (All the members were present) | 14 th February, 2019 (Stakeholders Relationship Committee) | 104 days |
| 30 th May, 2019 (Nomination & Remuneration Committee) | Yes (All the members were present) | 14 th February, 2019 (Nomination & Remuneration Committee) | 104 days |
| 30 th May, 2019 (Corporate Social Responsibility Committee) | Yes (All the members were present) | - | - |

* This information has to be mandatorily be given for Audit Committee, for rest of the committees giving this information is optional

V. Related Party Transactions

| Whether prior approval of Audit Committee obtained | Subject | Compliance status (Yes/No/NA) refer note below |
|--|---------|--|
| Whether shareholder approval obtained for material RPT | | Yes |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | | Yes* |

*The Audit Committee has reviewed the Related Party Transactions for the Quarter ended 31st March, 2019.

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 requirements 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 status is "No" details of non-compliance may be given here. |

VI. Affirmations

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|---|--|
| 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 |
| | b. Nomination & Remuneration Committee– Yes |
| | c. Stakeholders Relationship Committee– Yes |

| | |
|---|---|
| | d. Risk management committee (Not Applicable) |
| 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. - Yes |
| 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. - Yes |
| 5 | This report and/or the report submitted in the previous quarter has been placed before Board of Directors. There are no comments/ observations/ advice of Board of Directors in the Report submitted and placed before the Board of Directors for the quarter ended 31 st March, 2019. |

For Manaksia Steels Limited



Ajay Sharma

Company Secretary & Compliance Officer

Membership No.: A34079

