

Sec/Steel009/FY 2019-20

Date: 11.04.2019

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 31st March, 2019

Please find enclosed Quarterly Compliance Report on Corporate Governance of the Company for the quarter ended 31st March, 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	31st March, 2019

I. Composition of Board of Directors

Title (Mr./Ms)	Name of the Director	S PAN & DIN	# Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)	Date of Appointment in the current term /cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(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 Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Ajay Kumar Chakraborty	AAAPC0207F/ 00133604	Non-Executive Independent Director	17/11/2014	75 Months	5	3	2
Dr.	Kali Kumar Chaudhuri	ABVPC9186H/ 00206157	Non-Executive Independent Director- Chairperson	17/11/2014	53 Months	6	9	4
Mr.	Mrinal Kanti Pal	AFNPP6116L/ 00867865	Non-Executive Director Non Independent Director	23/11/2014	-	2	0	0
Mrs.	Smita Khaitan	AAQPK1671F/ 01116869	Non-Executive Independent Woman Director	17/11/2014	53 Months	5	8	1
Mr.	Suresh Kumar Agrawal	ACSPA0116B/ 00520769	Non-Executive Director Non Independent Director	11/02/2016	-	2	1	0
Mr.	Varun Agrawal	ACXPA1870F/ 00441271	Executive /Managing Director	11/02/2019	-	1	1	0
Mr.	Vineet Agrawal**	ACXPA1871E/ 00441223	Executive Director	21/07/2016	-	2	2	0
				14/02/2019				

\$ 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 entity in continuity without any cooling off period.

** Mr.Vineet Agrawal has resigned from Directorship, but continues to be the Chief Executive Officer of the Company w.e.f. the close of business hours of 14.02.2019.

@ 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. Kali Kumar Chaudhuri Mrs. Smita Khaitan Mr. Varun Agrawal	Non-Executive /Independent Director Non-Executive /Independent Director Executive Director
2 Nomination & Remuneration Committee	Dr. Kali Kumar Chaudhuri Mrs. Smita Khaitan Mr. Suresh Kumar Agrawal	Non-Executive /Independent Director Non-Executive /Independent Director Non-Executive Director
3 Risk Management Committee(if applicable)	Not Applicable	Not Applicable
4 Stakeholders Relationship Committee	Mr. Mrinal Kanti Pal@ Mr. Suresh Kumar Agrawal Mr. Varun Agrawal Mrs. Smita Khaitan@@	Non-Executive Director Non-Executive Director Executive Director Non-Executive /Independent Director
5 Corporate Social Responsibility Committee	Mr. Suresh Kumar Agrawal Dr. Kali Kumar Chaudhuri Mr. Vineet Agrawal* Mr. Varun Agrawal**	Non-Executive Director Independent Director Executive Director Executive Director

§ 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. Mrinal Kanti Pal, an Non-Executive Director has ceased to be a member of the Stakeholders Relationship Committee w.e.f. the close of business hours of 14.02.2019 @@ Mrs. Smita Khaitan, an Non-Executive Director has been appointed as a new member of the Stakeholders Relationship Committee w.e.f. the close of business hours of 14.02.2019

* Mr. Vineet Agrawal, an Executive Director has ceased to be a member of the Corporate Social Responsibility Committee w.e.f. the close of business hours of 14.02.2019

** Mr. Varun Agrawal, an Executive Director has been appointed as a new member of the Corporate Social Responsibility Committee w.e.f. the close of business hours of 14.02.2019

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)
10 th November, 2018	14 th February, 2019	95 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*
14 th February, 2019 (Audit Committee)	Yes (All the members were present)	10 th November, 2018 (Audit Committee)	95 days
14 th February, 2019 (Stakeholders Relationship Committee)	Yes (All the members were present)	-	-
14 th February, 2019 (Nomination &	Yes (All the members were present)	-	-



Remuneration Committee)	
* 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	
Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	Yes
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 December, 2018.

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

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 31st December, 2018.

For Manaksia Steels Limited



Ajaya Sharma

Ajay Sharma

Company Secretary & Compliance Officer

Membership No.: A34079

Note:


Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

ANNEXURE II

Format 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	Item	Compliance status (Yes/No/NA) refer note below
	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	Not Applicable
	Policy on dealing with related party transactions	Yes
	Policy for determining 'material' subsidiaries	Yes
	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	Not Applicable
	New name and the old name of the listed entity	Not Applicable

II Annual Affirmations

Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
		Yes
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	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 appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
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 & 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)	Not Applicable
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)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Not Applicable
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4), (5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of Independent Directors	25(3) & (4)	Yes
Familiarization of Independent Directors	25(7)	Yes
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 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.
- 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: **Yes**

For Manaksia Steels Limited



Ajay Sharma

Company Secretary & Compliance Officer

Membership No.: A34079

