

MANAKSIA STEELS LIMITED

Regd Office : Bikaner Building , 3rd Floor, 8/1, Lal Bazar Street, Kolkata - 700 001
Corporate Identity Number : L27101WB2001PLC138341
Phone : +91-33-2231 0050/51/52, Fax : +91-33-2230 0336

Sec/Steels/105

Date: 06.04.2017

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

Corporate Governance
Quarterly Compliance Report

Please find enclosed Quarterly Compliance Report on Corporate Governance for the Quarter ended 31st March, 2017.

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

Thanking you,
Yours faithfully,
For Manaksia Steels Limited


Ajay Sharma

(Company Secretary & Compliance Officer)

Membership No.: A34079
1/26, Ganpat Rai Khemka Lane,
Liluah, Howrah - 711 204



Encl: a/a

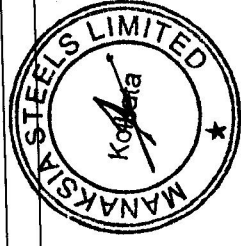
| Name of Listed Entity | | Manaksia Steels Limited | | | | | | | | | |
|--------------------------------------|------------------------|------------------------------|--|--|-----------|--|--|---|--|--|--|
| Quarter ending | | 31 st March, 2017 | | | | | | | | | |
| I. Composition of Board of Directors | | | | | | | | | | | |
| 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* | 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 | Chairperson - Independent Director | 17/11/2014 | 29 Months | 5 | 5 | 4 | | | |
| Dr. | Kali Kumar Chaudhuri | ABVPC9186H/ 00206157 | Independent Director | 17/11/2014 | 29 Months | 6 | 10 | 5 | | | |
| Mr. | Mrinal Kanti Pal | AFNPP6116L/ 00867865 | Non-Executive Director | 23/11/2014 | - | 2 | None | None | | | |
| Mrs. | Smita Khaitan | AAQK1671F/ 01116869 | Independent Director | 17/11/2014 | 29 Months | 5 | 8 | 3 | | | |
| Mr. | Suresh Kumar Agrawal | ACSPA0116B/ 00520769 | Non-Executive Director | 11/02/2016 | - | 2 | 3 | None | | | |
| Mr. | Varun Agrawal | ACXPA1870F/ 00441271 | Executive /Managing Director | 11/02/2016 | - | 1 | 1 | None | | | |
| Mr. | Vineet Agrawal | ACXPA1871E/ 00441223 | Executive Director | 21/07/2016 | - | 3 | 2 | None | | | |

\$ 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.

@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 | Mr Ajay Kumar Chakraborty Dr Kali Kumar Chaudhuri Mrs Smita Khaitan Mr Suresh Kumar Agrawal | Chairperson-Independent Director Independent Director Independent Director Non-Executive Director |
| 2 Nomination & Remuneration Committee | Dr Kali Kumar Chaudhuri Mr Ajay Kumar Chakraborty Mrs Smita Khaitan Mr Suresh Kumar Agrawal | Chairperson-Independent Director Independent Director Independent Director Non-Executive Director |
| 3 Risk Management Committee(if applicable) | Not Applicable | Not Applicable |
| 4 Stakeholders Relationship Committee | Dr Kali Kumar Chaudhuri Mr Suresh Kumar Agrawal Mr Varun Agrawal | Chairperson- Independent Director Non-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 | | |
| 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 November, 2016 | 8 th February, 2017 | 85 days |
| IV. Meeting of Committees | | |
| Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (details) | Maximum gap between any two consecutive meetings in number of days* |
| 8 th February, 2017 (Audit Committee) | Yes (All the members were present) | 85 days |
| 8 th February, 2017 (Stakeholders Relationship 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 | | Compliance status (Yes/No/NA) refer note below |
|--|---|--|
| Subject | Yes | Not Applicable |
| Whether prior approval of audit committee obtained | Yes | |
| Whether shareholder approval obtained for material RPT | Not Applicable | |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | 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. | |
| 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 31 st December, 2016. | |

For Manaksia Steels Limited



Ajay Sharma

Company Secretary & Compliance Officer

Membership No.: A34079

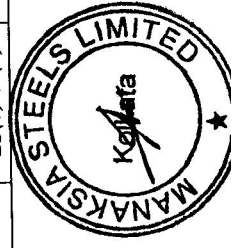


Note: Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" 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>Item</i> | <i>Compliance status (Yes/No/NA) refer note below</i> |
| I. Disclosure on website in terms of Listing Regulations | |
| 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 | Not Applicable |
| Criteria of making payments to non-executive directors | Yes |
| Policy on dealing with related party transactions | Not Applicable |
| 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 | Not Applicable |
| 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 |
|------------------------|--|--------------------------|--|
| | <i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i> | 16(1)(b) & 25(6) | Yes |
| | <i>Board composition</i> | 17(1) | Yes |
| | <i>Meeting of Board of directors</i> | 17(2) | Yes |
| | <i>Review of Compliance Reports</i> | 17(3) | Yes |
| | <i>Plans for orderly succession for appointments</i> | 17(4) | Yes |
| | <i>Code of Conduct</i> | 17(5) | Yes |
| | <i>Fees/compensation</i> | 17(6) | Yes |
| | <i>Minimum Information</i> | 17(7) | Yes |
| | <i>Compliance Certificate</i> | 17(8) | Yes |
| | <i>Risk Assessment & Management</i> | 17(9) | Yes |
| | <i>Performance Evaluation of Independent Directors</i> | 17(10) | Yes |
| | <i>Composition of Audit Committee</i> | 18(1) | Yes |
| | <i>Meeting of Audit Committee</i> | 18(2) | Yes |
| | <i>Composition of nomination & remuneration committee</i> | 19(1) & (2) | Yes |
| | <i>Composition of Stakeholder Relationship Committee</i> | 20(1) & (2) | Yes |
| | <i>Composition and role of risk management committee</i> | 21(1),(2),(3), (4) | Not Applicable |
| | <i>Vigil Mechanism</i> | 22 | Yes |
| | <i>Policy for related party Transaction</i> | 23(1),(5),(6), (7) & (8) | Yes |
| | <i>Prior or Omnibus approval of Audit Committee for all related party transactions</i> | 23(2), (3) | Yes |
| | <i>Approval for material related party transactions</i> | 23(4) | Not Applicable |
| | <i>Composition of Board of Directors of unlisted material Subsidiary</i> | 24(1) | Not Applicable |
| | <i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i> | 24(2),(3),(4), (5) & (6) | Not Applicable |
| | <i>Maximum Directorship & Tenure</i> | 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: **Not Applicable**

For Manakia Steels Limited



Ajay Sharma

Company Secretary & Compliance Officer

Membership No.: A34079

