

| 1 | Name of Listed Entity | | | | | | | Manaksia Steels Limited | | | | |
|---|------------------------|---------------------|---|---------------|-----------------------------|------------------------|-------------------|----------------------------------|--|--|---|--|
| 2 | Quarter ending | | | | | | | 31 st March, 2020 | | | | |
| I. Composition of Board of Directors | | | | | | | | | | | | |
| Title (Mr/ Ms) | Name of the Director | \$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 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 | 07/04/1945 | 17-11-2014 | 26-09-2019 | - | 66 | 4 | 4 | 3 | 2 |
| Dr. | Kali Kumar Chaudhuri | ABVPC9186H/00206157 | Non-Executive Independent Director-Chairperson | 18/09/1945 | 17-11-2014 | 26-09-2019 | - | 66 | 3 | 3 | 4 | 1 |
| Mr. | Smita Khaitan | AAQPK1671F/01116869 | Non-Executive Independent Woman Director | 12/12/1949 | 17-11-2014 | 26-09-2019 | - | 66 | 2 | 2 | 5 | 1 |
| Mr. | Varun Agrawal | ACXPA1870F/00441271 | Managing Director/ Executive Director | 09/10/1982 | 17-11-2014 | 11-02-2019 | - | - | 1 | 0 | 2 | 0 |
| Mr. | Suresh Kumar Agrawal | ACSPA0116B/00520769 | Non-Executive Director/Non Independent | 28/07/1953 | 11-02-2016 | 25-09-2019 | - | - | 2 | 0 | 1 | 0 |

| | | | | | | | | | | | | |
|-----|-------------------------|-------------------------|---|------------|------------|------------|---|---|---|---|---|---|
| | | | Director | | | | | | | | | |
| Mr. | Mrinal Kanti Pal | AFNPP6116L/ 00867865 | Non-Executive Director/Non Independent Director | 13/01/1953 | 23-11-2014 | 27-09-2018 | - | - | 1 | 0 | 0 | 0 |
| Mr. | Ramesh Kumar Maheshwari | AEZPM0448M/ 00545364 | Non-Executive Independent Director | 01/05/1956 | 16-07-2019 | - | - | 9 | 2 | 2 | 4 | 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 entity in continuity without any cooling off period.

@ There is no permanent Chairman of the Board. Dr. Kali Kumar Chaudhuri was appointed as the Chairman of the Board at its meetings held on 13th February, 2020 till the conclusion of the meeting.

II. Composition of Committees

| Sr No. | Name of Committee | Name of Committee members | Date of Appointment | Date of Cessation | Category (Chairperson/Executive/Non-Executive/Independent/Nominee) \$ |
|--------|---|---|--|-------------------|---|
| 1 | Audit Committee | Dr. Kali Kumar Chaudhuri Mrs. Smita Khaitan Mr. Varun Agrawal Mr. Ramesh Kumar Maheshwari | 23.11.2014 23.11.2014 08.05.2018 16.07.2019 | - - - - | Non-Executive /Independent Director/ Chairman* Non-Executive /Independent Woman Director Executive Director Non-Executive /Independent Director |
| 2 | Nomination & Remuneration Committee | Dr. Kali Kumar Chaudhuri Mrs. Smita Khaitan Mr. Suresh Kumar Agrawal Mr. Ramesh Kumar Maheshwari | 23.11.2014 23.11.2014 21.07.2016 16.07.2019 | - - - - | Non-Executive /Independent Director Non-Executive /Independent Woman Director/ Chairman Non-Executive Director Non-Executive /Independent Director |
| 3 | Risk Management Committee (if applicable) | Not Applicable | | | |
| 4 | Stakeholders Relationship Committee | Mr. Suresh Kumar Agrawal Mr. Varun Agrawal Mrs. Smita Khaitan Mr. Ramesh Kumar Maheshwari | 23.11.2014 23.11.2014 14.02.2019 16.07.2019 | - - - - | Non-Executive Director Executive Director Non-Executive/Independent Woman Director/ Chairman** Non-Executive /Independent Director |
| 5 | Corporate Social Responsibility Committee | Mr. Suresh Kumar Agrawal Dr. Kali Kumar Chaudhuri Mr. Varun Agrawal Mrs. Smita Khaitan | 12.08.2015 12.08.2015 14.02.2019 16.07.2019 | - - - - | Non-Executive Director/ Chairman*** Non-Executive / Independent Director Executive Director Non-Executive /Independent Woman 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

*There is no permanent Chairman of the Audit Committee. Dr. Kali Kumar Chaudhuri was elected as the Chairman of the Audit Committee at its meeting held on 13th February, 2020 till the

conclusion of the meeting.

**There is no permanent Chairman of the Stakeholders Relationship Committee. Mrs. Smita Khaitan was elected as the Chairman of Stakeholders Relationship Committee at its last meeting held on 30.05.2019 till the conclusion of that meeting.

*** There is no permanent Chairman of the Corporate Social Responsibility Committee. Mr. Suresh Kumar Agrawal was elected as the Chairman of Corporate Social Responsibility Committee at its meeting held on 11.11.2019 till the conclusion of the meeting.

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 | Whether the requirement of quorum met | Number of Directors present | Number of Independent Director(s) present | Maximum gap between any two consecutive (in number of days) |
|---|---|---------------------------------------|-----------------------------|---|---|
| 11 th November, 2019 | 13 th February, 2020 | Yes | 6 | 3 | 93 days |

IV. Meeting of Committees

| Name of the Committee | Date(s) of Meeting (if any) in the previous quarter | Date(s) of Meeting (if any) in the relevant quarter | Whether the requirement of quorum met | Number of Members present | Number of Independent Director(s) present | Maximum gap between any two consecutive meetings in number of days* |
|---|---|---|---------------------------------------|---------------------------|---|---|
| Audit Committee | 11 th November, 2019 | 13 th February, 2020 | Yes | 4 | 3 | 93 days |
| Corporate Social Responsibility Committee | 11 th November, 2019 | - | Yes | 4 | 2 | - |

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 and nine months ended 31st December, 2019.

Note

- 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.
- 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, 2019. |

For Manaksia Steels Limited



Ajay Sharma

Company Secretary & Compliance Officer

Membership No.: A34079

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

| <i>Item</i> | Compliance status <small>(Yes/No/NA)</small> refer note below |
|---|--|
| As per regulation 46(2) of LODR: | |
| 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 |
| Advertisements as per regulation 47(1) | Yes |
| Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments | Yes |
| Separate audited financial statements of each subsidiary of listed entity in respect of a relevant financial year | Yes |
| As per other Regulations of LODR: | |
| Whether the Company has provided information under separate section on its website as per Regulation 46(2) | Yes |
| Materiality Policy as per Regulation 30 | Yes |
| Dividend Distribution Policy as per Regulation 43A (as Applicable) | Not Applicable |
| It is certified that these contents on the website of the listed entity are correct. | |

| II Annual Affirmations | | |
|--|--------------------------------|---|
| Particulars | Regulation Number | Compliance status <small>(Yes/No/NA) refer note below</small> |
| <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>Quorum of board meetings</i> | 17(2A) | 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>Recommendation of Board</i> | 17(11) | Yes |
| <i>Maximum number of directorship</i> | 17A | 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>Quorum of Nomination & Remuneration Committee</i> | 19(2A) | Yes |
| <i>Meeting of Nomination & Remuneration Committee</i> | 19(3A) | Yes |
| <i>Composition of Stakeholder Relationship Committee</i> | 20(1), (2) & 2A | Yes |
| <i>Meeting of Stakeholder Relationship Committee</i> | 20(3A) | Yes |
| <i>Composition and role of risk management committee</i> | 21(1),(2),(3), (4) | Not Applicable |
| <i>Meeting of risk management committee</i> | 21(3A) | Not Applicable |
| <i>Vigil Mechanism</i> | 22 | Yes |
| <i>Policy for related party Transaction</i> | 23(1), (1A), (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) | Yes |
| <i>Disclosure of related party transactions on consolidated basis</i> | 23(9) | Yes |
| <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) | Yes |

| | | |
|--|---------------|----------------|
| <i>Annual Secretarial Compliance Report</i> | 24(A) | Yes |
| <i>Alternate Director to Independent Director</i> | 25(1) | Not Applicable |
| <i>Maximum Tenure</i> | 25 (2) | Yes |
| <i>Meeting of independent directors</i> | 25(3) & (4) | Yes |
| <i>Familiarization of independent directors</i> | 25(7) | Yes |
| <i>Declaration from Independent Directors</i> | 25(8) & (9) | Yes |
| <i>Directors and office insurance</i> | 25(10) | Not Applicable |
| <i>Memberships in Committees</i> | 26(1) | Yes |
| <i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i> | 26(3) | Yes |
| <i>Disclosure of Shareholding by Non- Executive Directors</i> | 26(4) | Yes |
| <i>Policy with respect to Obligations of directors and senior management</i> | 26(2) & 26(5) | Yes |

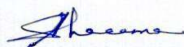
Note:

- 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

Annexure - III. Affirmations

Format to be submitted by listed entity at the end of 6 months after end of the financial year along with the second quarter's report of next financial year

| Sr. | Particulars | Regulation Number | Compliance Status (Yes/ No/ NA) |
|------------|---|--------------------------|--|
| 1 | Copy of the Annual Report including Balance Sheet, Profit and Loss Account, Directors Report, Corporate Governance Report, Business Responsibility Report displayed on website. | 46(2) | Yes |
| 2 | Presence of Chairperson of Audit Committee at the Annual General Meeting | 18(1)(d) | Yes |
| 3 | Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting | 19(3) | Yes |

| | | | |
|---|---|--------------------------------------|-----|
| 4 | Presence of Chairperson of the Stakeholder Relationship Committee at the Annual General Meeting | 20(3) | Yes |
| 5 | Whether "Corporate Governance Report" disclosed in Annual Report | 34(3) read with para C of Schedule V | 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.

For Manaksia Steels Limited



Ajay Sharma

Company Secretary & Compliance Officer

Membership No.: A34079