

**Date: 19.07.2023**

To,  
The Calcutta Stock Exchange Limited  
7, Lyons Range,  
Kolkata-700001

**CSE Scrip Code: 015077**

**Dear Sir/ Madam,**

**Sub- Report on Corporate Governance for the Quarter ended on June 30, 2023**

Pursuant to Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the report on corporate governance in Annex I as per the SEBI circular vide SEBI/HO/CFD/CMD-2/P/CIR/2021/567 dated May 31, 2021 of the Company for the quarter ended on June 30, 2023.

This is for your kind information and record. Please acknowledge the receipt of same.

Thanking You,

Yours Faithfully,

For **SPS Steels Rolling Mills Limited**



  
**Ashutosh Sharma**  
**Company Secretary & Compliance Officer**



## Corporate Governance

1. Name of Listed Entity: SPS Steels Rolling Mills Limited

2. Quarter ending : June 30, 2023

I. Composition of Board of Directors												
Title (Mr./Ms)	Name of the Director	PAN & DIN	Category (Chairperson /Executive/ Non-Executive/ independent / Nominee) &	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure in months*	Date of Birth	No. of directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to Regulation 17A(1)]	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.	Deepak Kumar Agarwal	ABSPA2276K/00646153	Managing Director	11-Apr-19	22-Jul-19	-	-	31-03-1970	1	-	3	-
Mr.	Ramabatar Agarwal	ABPPA0288E/02930064	Executive Director	11-Apr-19	-	30-May-23	-	14-01-1944	-	-	-	-
Mrs.	Priyanka Goenka	AGBPPB7422L/08489182	Non Executive-Independent Director	20-Jun-19	-	-	49	03-11-1981	2	2	5	-
Mr.	Ashok Kumar Sharma	AGBPS2063E/09273096	Non Executive-Independent Director	13-Aug-21	-	-	23	09-04-1959	1	1	3	3
Mr.	Chander Khurana	AAWPK0892Q/06693635	Non Executive-Independent Director	6-Jan-23	-	-	6	02-04-1961	1	1	2	-
Mr.	Vikrant Ranjan	AJPPR4202B/06954394	Non Executive-Non-Independent Director	30-May-23	-	-	-	31-12-1977	1	-	-	-
Whether Regular chairperson appointed : NO												
Whether Chairperson is related to managing director or CEO : NO												





II. Composition of Committees					
Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/ Non-Executive/ Independent/Nominee)	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Ashok Kumar Sharma Priyanka Goenka Deepak Kumar Agarwal Chander Khurana	Chairperson-Independent Member-Independent Member Member-Independent	13/11/2021 22/07/2019 20/06/2019 06/01/2023	
2. Nomination & Remuneration Committee	Yes	Ashok Kumar Sharma Priyanka Goenka Chander Khurana	Chairperson-Independent Member-Independent Member-Independent	31/03/2022 22/07/2019 06/01/2023	
3. Stakeholders Relationship Committee	Yes	Ashok Kumar Sharma Priyanka Goenka Deepak Kumar Agarwal Chander Khurana	Chairperson-Independent Member-Independent Member Member-Independent	31/03/2022 14/02/2020 20/06/2019 06/01/2023	
4. Corporate Social Responsibility Committee	Yes	Ashok Kumar Sharma Priyanka Goenka Deepak Kumar Agarwal Chander Khurana	Chairperson-Independent Member-Independent Member Member-Independent	31/03/2022 14/02/2020 20/06/2019 06/01/2023	
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 requirement of Quorum met*	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive (in number of days)
06-01-2023 14-02-2023	30-05-2023	YES	4	3	104
* to be filled in only for the current quarter meetings					
IV. Meetings of Committees:					
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)* Yes / No	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee 30-05-2023	Yes	4	3	14-02-2023	104
Nomination & Remuneration Committee 30-05-2023	Yes	3	3	06-01-2023	143
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				NO - WILL BE TAKEN AT UPCOMING AGM	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee				YES	

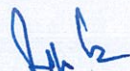




## VI. Affirmations

- 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 (as 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.
- 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 the board of directors may be mentioned here.

For SPS Steels Rolling Mills Limited

  
Ashutosh Sharma  
Company Secretary

