



SPS STEELS ROLLING MILLS LIMITED

CIN: L51909WB1981PLC034409 | LEI No.: 3358002I2NC16VIDUE53 | GSTIN: 19AAHCS8719G1ZW



Date: 20.10.2022

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 30th September, 2022

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 30th September, 2022.

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



Regd. Office : "Diamond Prestige", 41A, A.J.C. Bose Road, 7th floor #701, Kolkata, West Bengal - 700017, India.

Unit I : Dr. Zakir Hussain Avenue, G.T.Road (Indo American More) Durgapur, West Burdwan, West Bengal - 713206, India.

Unit II : Village & P.O:- Poradiha, P.S. Santuri, District - Purulia, West Bengal - 722153, India.

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Format of report on Corporate Governance to be submitted by a listed entity on quarterly basis

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

2. Quarter ending : 30th September, 2022

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 *	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 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 Regulations)
Mr.	Deepak Kumar Agarwal	PAN-ABSPA2276K DIN-00646153	Managing Director	11-Apr-19	22-Jul-19	-	-	31-03-1970	1	-	4	-
Mr.	Ramabatar Agarwal	PAN-ABPPA0288E DIN-02930064	Executive Director	11-Apr-19	-	-	-	14-01-1944	1	-	-	-
Mr.	Sanjay Kumar Chowdhary	PAN-ACRPC3174E DIN-08402623	Executive(Whole Time Director)	11-Apr-19	18-May-20	-	-	09-08-1970	2	-	-	-
Mr.	Ajit Kumar Nath	PAN- ABEPN6583C DIN- 08641824	Non Executive-Independent	27-Dec-19	-	-	5	01-01-1953	2	2	4	-
Ms.	Priyanka Goenka	PAN-AGBPB7422L DIN-08489182	Non Executive-Independent	20-Jun-19	-	-	5	03-11-1981	2	2	7	-
Mr.	Ashok Kumar Sharma	PAN-AGBPS2063E DIN-09273096	Non Executive-Independent	13-Aug-21	-	-	3	09-04-1959	1	1	4	4
		Whether Regular chairperson appointed : YES										
		Whether Chairperson is related to managing director or CEO : YES										

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. Name of Listed Entity: SPS Steels Rolling Mills Limited 2. Quarter ending : 30th September, 2022					
1. Audit Committee	Yes	Ashok Kumar Sharma Priyanka Goenka Ajit Kumar Nath Deepak Kumar Agarwal	Chairperson-Independent Member-Independent Member-Independent Member	13/11/2021 22/07/2019 14/02/2020 20/06/2019	
2. Nomination & Remuneration Committee	Yes	Ashok Kumar Sharma Priyanka Goenka Ajit Kumar Nath Deepak Kumar Agarwal	Chairperson-Independent Member-Independent Member-Independent Member	31/03/2022 22/07/2019 14/02/2020 20/06/2019	
3. Stakeholders Relationship Committee	Yes	Ashok Kumar Sharma Priyanka Goenka Ajit Kumar Nath Deepak Kumar Agarwal	Chairperson-Independent Member-Independent Member-Independent Member	31/03/2022 22/07/2019 14/02/2020 20/06/2019	
4. Corporate Social Responsibility Committee	Yes	Ashok Kumar Sharma Priyanka Goenka Ajit Kumar Nath Deepak Kumar Agarwal	Chairperson-Independent Member-Independent Member-Independent Member	31/03/2022 22/07/2019 14/02/2020 20/06/2019	

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	Whether requirement of Quorum met*	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive (in number of days)
28-05-2022	05-07-2022	YES	6	3	38
24-06-2022	13-08-2022		6	3	39
	25-08-2022		6	3	12
	21-09-2022		6	3	27

* to be filled in only for the current quarter meetings

IV. Meetings of Committees: 1. Audit Committee 2. Nomination & Remuneration Committee 3. Corporate Social Responsibility Committee 4. Stakeholders Relationship Committee

	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 *
1	05-07-2022	Yes	4	3	24-06-2022	11
1	13-08-2022	Yes	4	3	-	-
2	05-07-2022	Yes	4	3	24-06-2022	11

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	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	YES
1. Name of Listed Entity: SPS Steels Rolling Mills Limited 2. Quarter ending : 30th September, 2022	
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.	

ANNEX IV

Format to be submitted twice a year, on a half yearly basis by the listed entity at the end of every 6 months of the financial year

Half year ending - 30.09.2022

I. Disclosure of Loans / guarantees / comfort letters / securities etc

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during six months (In Rs)	Balance outstanding at the end of six months (In Rs)
Promoter or any other entity controlled by them	-	-
Promoter Group or any other entity controlled by them	1,32,54,941	10,00,83,434
Directors (including relatives) or any other entity controlled by them	-	

) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by: NA

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			

NA

KMPs or any other entity controlled by them	
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(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by: NA

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	NA		
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			

II. Affirmations:

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.

Name & Designation: Binod Kumar Agarwal
Chief Financial Officer

Note

- These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;
 - by a government company to/ for the Government or government company
 - by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.
 - by a banking company or an insurance company ; and
 - by the listed entity to its employees or directors as a part of the service conditions
- If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table..