



# SPS STEELS ROLLING MILLS LIMITED

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



Date: 21.01.2023

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 31<sup>st</sup> December, 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 31<sup>st</sup> December, 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



**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 : 31st December, 2022

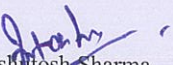
| I. Composition of Board of Directors |                        |  |   |                             |                        |                   |                   |               |   |   |  |  |
|--------------------------------------|------------------------|--|---|-----------------------------|------------------------|-------------------|-------------------|---------------|---|---|--|--|
| 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 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   | -   | 4  | -  |
| Mr.                                  | Ramabatar Agarwal      | ABPPA0288E /02930064   | Executive Director  | 11-Apr-19                   | -                      | -                 | -                 | 14-01-1944    | 1   | -   | -  | -  |
| Mr.                                  | Sanjay Kumar Chowdhary | ACRPC3174E /08402623   | Executive Director  | 11-Apr-19                   | 18-May-20              | -                 | -                 | 09-08-1970    | 2   | -   | -  | -  |
| Mr.                                  | Ajit Kumar Nath        | ABEPN6583C /08641824   | Non Executive Independent Director  | 27-Dec-19                   | -                      | -                 | 36                | 01-01-1953    | 2   | 2   | 4  | -  |
| Ms.                                  | Priyanka Goenka        | AGBPB7422L /08489182   | Non Executive-Independent Director  | 20-Jun-19                   | -                      | -                 | 72                | 03-11-1981    | 2   | 2   | 4  | -  |
| Mr.                                  | Ashok Kumar Sharma     | AGBPS2063E /09273096   | Non Executive-Independent Director  | 13-Aug-21                   | -                      | -                 | 28                | 09-04-1959    | 1   | 1   | 3  | 3  |
|                                      |                        | 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. Audit Committee   | Yes  | Ashok Kumar Sharma<br>Priyanka Goenka<br>Ajit Kumar Nath<br>Deepak Kumar Agarwal | Chairperson-Independent<br>Member-Independent<br>Member-Independent<br>Member | 13/11/2021<br>22/07/2019<br>14/02/2020<br>20/06/2019        |   |
| 2. Nomination & Remuneration Committee   | Yes  | Ashok Kumar Sharma<br>Priyanka Goenka<br>Ajit Kumar Nath<br>Deepak Kumar Agarwal | Chairperson-Independent<br>Member-Independent<br>Member-Independent<br>Member | 31/03/2022<br>22/07/2019<br>14/02/2020<br>20/06/2019        |   |
| 3. Stakeholders Relationship Committee   | Yes  | Ashok Kumar Sharma<br>Priyanka Goenka<br>Ajit Kumar Nath<br>Deepak Kumar Agarwal | Chairperson-Independent<br>Member-Independent<br>Member-Independent<br>Member | 31/03/2022<br>14/02/2020<br>14/02/2020<br>20/06/2019        |   |
| 4. Corporate Social Responsibility Committee   | Yes  | Ashok Kumar Sharma<br>Priyanka Goenka<br>Ajit Kumar Nath<br>Deepak Kumar Agarwal | Chairperson-Independent<br>Member-Independent<br>Member-Independent<br>Member | 31/03/2022<br>14/02/2020<br>14/02/2020<br>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)         |
| 05-07-2022<br>13-08-2022<br>25-08-2022<br>21-09-2022   | 14-11-2022   | YES  | 6   | 3   | 54  |
| * 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)*<br>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<br>14-11-2022  | Yes  | 4  | 3   | 05-07-2022<br>13-08-2022                                    | 93  |
| V. Related Party Transactions  |  |  |   |   |   |
| Subject  |  |  | Compliance status (Yes/No/NA)<br>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 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

