

Report for Corporate Governance for the Quarter end September 30, 2023**Company: SPS STEELS ROLLING MILLS LTD Script: 015077****Composition of Board of Directors**

Title	Name of the Director	Category	Initial Date of Appointment	Date of Appointment in Current Term (Date of Re-appointment)	Date of Cessation	Tenure of Director (in months)	No of Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr	Deepak Kumar Agarwal	Executive Director, Not Applicable, Managing Director	11/04/2019			0	1	3	0
Mr	Priyanka Goenka	Non-Executive - Independent Director, Not Applicable,	20/06/2019			52	2	5	0
Mr	Ashok Kumar Sharma	Non-Executive - Independent Director, Not Applicable,	13/08/2021			26	1	3	3
Mr	Chander Khurana	Non-Executive - Independent Director, Not Applicable,	06/01/2023		01/08/2023	7	0	0	0
Mr	Vikrant Ranjan	Non-Executive – Non - Independent Director, Not Applicable,	30/05/2023			0	1	0	0
Mr	Pranab Sarkar	Non-Executive - Independent Director, Not Applicable,	01/08/2023			2	1	2	0

Composition of Committees

Audit Committee			
Name of Committee members	Category	Date of Appointment	Date of Cessation
Ashok Kumar Sharma	Non-Executive - Independent Director, Chairperson	13/11/2021	
Priyanka Goenka	Non-Executive - Independent Director, Member	22/07/2019	
Deepak Kumar Agarwal	Executive Director, Member	20/06/2019	
Chander Khurana	Non-Executive - Independent Director, Member	06/01/2023	01/08/2023
Pranab Sarkar	Non-Executive - Independent Director, Member	01/08/2023	

Nomination and remuneration committee			
Name of Committee members	Category	Date of Appointment	Cessation
Ashok Kumar Sharma	Non-Executive - Independent Director, Chairperson	31/03/2022	
Priyanka Goenka	Non-Executive - Independent Director, Member	22/07/2019	
Chander Khurana	Non-Executive - Independent Director, Member	06/01/2023	01/08/2023
Pranab Sarkar	Non-Executive - Independent Director, Member	01/08/2023	

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Stakeholders Relationship Committee			
Name of Committee members	Category	Date of Appointment	Cessation
Ashok Kumar Sharma	Non-Executive - Independent Director, Chairperson	31/03/2022	
Priyanka Goenka	Non-Executive - Independent Director, Member	14/02/2020	
Chander Khurana	Non-Executive - Independent Director, Member	06/01/2023	01/08/2023
Deepak Kumar Agarwal	Executive Director, Member	20/06/2019	
Pranab Sarkar	Non-Executive - Independent Director, Member	01/08/2023	

Corporate Social Responsibility Committee			
Name of Committee members	Category	Date of Appointment	Cessation
Ashok Kumar Sharma	Non-Executive - Independent Director, Chairperson	31/03/2022	
Priyanka Goenka	Non-Executive - Independent Director, Member	14/02/2020	
Deepak Kumar Agarwal	Executive Director, Member	20/06/2019	
Chander Khurana	Non-Executive - Independent Director, Member	06/01/2023	01/08/2023
Pranab Sarkar	Non-Executive - Independent Director, Member	01/08/2023	

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Dates of Meeting	Maximum gap between any two consecutives in number of days	Whether Quorum Requirement met (Yes/No)	No of Directors present	No of Independent Directors
30/05/2023	0	Yes	4	3
17/07/2023	47	Yes	5	3
01/08/2023	14	Yes	5	3
14/08/2023	12	Yes	5	3
08/09/2023	24	Yes	5	3
25/09/2023	16	Yes	5	3

Meeting of Committees

Committee Name	Dates of Meeting	Maximum gap between any two consecutives in number of days	Name of Other Committee	Whether Quorum Requirement met (Yes/No)	No of Directors present	No of Independent Directors
Audit Committee	30/05/2023	0	NA	Yes	4	3
Audit Committee	01/08/2023	62	NA	Yes	3	2
Audit Committee	25/09/2023	54	NA	Yes	4	3
Nomination and Remuneration Committee	30/05/2023	0	NA	Yes	3	3
Nomination and Remuneration Committee	01/08/2023	62	NA	Yes	3	3

Related Party Transactions

Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance
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	

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Subject	Compliance status (Yes/No)
The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.d. Risk management committee (applicable to the top 500 listed entities)	No
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
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
This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

Annexure I Signatory Details

Name of signatory	ASHUTOSH SHARMA
Designation of person	COMPANY SECRETARY

Report for Corporate Governance for the Quarter end September 30, 2023**Company: SPS STEELS ROLLING MILLS LTD Script: 015077****Annexure 4(Additional Half Yearly Disclosure)****1 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	Balance Outstanding at the end of six months
Promoter or any other entity controlled by them	0.00	0.00
Promoter Group or any other entity controlled by them	13431104.00	13431104.00
Directors (including relatives) or any other entity controlled by them	0.00	0.00
KMPs or any other entity controlled by them	0.00	0.00

(B) 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:

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	0	0.00	0.00
Promoter Group or any other entity controlled by them	0	0.00	0.00
Directors (including relatives) or any other entity controlled by them	0	0.00	0.00
KMPs or any other entity controlled by them	0	0.00	0.00

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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:

Entity	Type of Securities (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	0	0.00	0.00
Promoter Group or any other entity controlled by them	0	0.00	0.00
Directors (including relatives) or any other entity controlled by them	0	0.00	0.00
KMPs or any other entity controlled by them	0	0.00	0.00

Annexure IV Affirmations

Affirmations	Compliance Status
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.	Yes
Name	Binod Kumar Agarwal
Designation	Chief Financial Officer
Place	Kolkata
Date	20/10/2023