

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	-	-	3/31/1970	1	-	3	-
Mrs.	Priyanka Goenka	AGBPB7422L /08489182	Non Executive-Independent Director	20-Jun-19	-	-	55	11/3/1981	2	2	5	-
Mr.	Ashok Kumar Sharma	AGBPS2063E /09273096	Non Executive-Independent Director	13-Aug-21	-	-	29	4/9/1959	1	1	3	3
Mr.	Vikrant Ranjan	AJPPR4202B /06954394	Non Executive-Non-Independent Director	30-May-23	-	-	-	12/31/1977	1	-	-	-
Mr.	Pranab Sarkar	ALAPS6466P /10195531	Non Executive-Independent Director	1-Aug-23	-	-	5	9/25/1958	1	1	2	-
Mr.	Sanjeev Kumar Sachan	AFMPS0376Q /07194779	Additional Director Non-Executive Non_Independent	12-Dec-23	-	-	-	1/26/1970	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)	
1. Audit Committee	Yes	Ashok Kumar Sharma Priyanka Goenka Deepak Kumar Agarwal Pranab Sarkar	Chairperson-Independent Member-Independent Member Member-Independent	
2. Nomination & Remuneration Committee	Yes	Ashok Kumar Sharma Priyanka Goenka Pranab Sarkar	Chairperson-Independent Member-Independent	
3. Stakeholders Relationship Committee	Yes	Ashok Kumar Sharma Priyanka Goenka Deepak Kumar Agarwal Pranab Sarkar	Chairperson-Independent Member-Independent Member	
4. Corporate Social Responsibility Committee	Yes	Ashok Kumar Sharma Priyanka Goenka Deepak Kumar Agarwal Pranab Sarkar	Chairperson-Independent Member-Independent Member	
III. Meeting of Board of Directors				
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Maximum gap between any two consecutives in number of days</i>	<i>Whether requirement of Quorum met*</i>	Number of Directors present*	Number of independent directors present*
7/17/2023	0	YES	5	3
8/1/2023	14		5	3
8/14/2023	12		5	3
9/8/2023	24		5	3
9/25/2023	16		5	3
10/27/2023	31		5	3
11/14/2023	17		5	3
12/12/2023	27		5	3
* to be filled in only for the current quarter meetings				
IV. Meetings 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)
Audit Committee	8/1/2023	0	NA	Yes
Audit Committee	9/25/2023	54	NA	Yes
Audit Committee	11/14/2023	49	NA	Yes
Nomination & Remuneration Committee	8/1/2023	0	NA	Yes
Nomination & Remuneration Committee	12/12/2023	132	NA	Yes
Corporate Social Responsibility Committee	12/13/2023	0	NA	Yes
V. Related Party Transactions				
Subject				Compliance status
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

Subject	Compliance Status(Yes/No)
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 b.Nomination & Remuneration Committee c.Stakeholders Relationship Committee d.Risk Management Committee (as applicable)	Yes
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. Any comments/observations/advice of the board of directors may be mentioned here.	Yes

For SPS Steels Rolling Mills Limited

Ashutosh Sharma
Company Secretary

ANNEX II

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA) refer note below	If Yes provide link to website. If No / NA provide reasons
As per regulation 46(2) of the LODR:		
a) Details of business	Yes	www.spsgroup.co.in
b) Terms and conditions of appointment of independent directors	Yes	www.spsgroup.co.in
c) Composition of various committees of board of directors	Yes	www.spsgroup.co.in
d) Code of conduct of board of directors and senior management personnel	Yes	www.spsgroup.co.in
e) Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	www.spsgroup.co.in
f) Criteria of making payments to non-executive directors	Yes	www.spsgroup.co.in
g) Policy on dealing with related party transactions	Yes	www.spsgroup.co.in
h) Policy for determining 'material' subsidiaries	Yes	www.spsgroup.co.in
i) Details of familiarization programmes imparted to independent directors	Yes	www.spsgroup.co.in
j) Email address for grievance redressal and other relevant details	Yes	www.spsgroup.co.in
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	www.spsgroup.co.in
l) Financial results	Yes	www.spsgroup.co.in
m) Shareholding pattern	Yes	www.spsgroup.co.in
n) Details of agreements entered into with the media companies and/or their associates	NA	-
o) Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA	-
p) New name and the old name of the listed entity	NA	-
q) Advertisements as per regulation 47 (1)	Yes	www.spsgroup.co.in
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	Yes	www.spsgroup.co.in
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA	-
As per other regulations of the LODR:		
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	www.spsgroup.co.in
b) Materiality Policy as per Regulation 30	Yes	www.spsgroup.co.in

II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note
Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'	16(1)(b) & 25(6)	YES
Board composition	17(1), 17(1A) & 17(1B)	YES
Meeting of board of directors	17(2)	YES
Quorum of board meeting	17(2A)	YES
Review of Compliance Reports	17(3)	YES
Plans for orderly succession for Appointments	17(4)	YES
Code of Conduct	17(5)	YES
Fees/compensation	17(6)	YES
Minimum Information	17(7)	YES
Compliance Certificate	17(8)	YES
Risk Assessment & Management	17(9)	YES
Performance Evaluation of Independent Directors	17(10)	YES
Recommendation of board	17(11)	YES
Maximum number of directorship	17A	YES
Composition of Audit Committee	18(1)	YES
Meeting of Audit Committee	18(2)	YES
Composition of Nomination & Remuneration Committee	19(1) & (2)	YES
Quorum of Nomination and Remuneration Committee meeting	19(2A)	YES
Meeting of Nomination & Remuneration Committee	19(3A)	YES
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	YES
Meeting of Stakeholder Relationship Committee	20 (3A)	YES
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	NA
Meeting of Risk Management Committee	21(3A)	NA
Vigil Mechanism	22	YES
Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	YES
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	YES
Approval for material related party Transactions	23(4)	YES
Disclosure of related party transactions on consolidated basis	23(9)	YES
Composition of Board of Directors of unlisted material Subsidiary	24(1)	YES
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	YES
Annual Secretarial Compliance Report	24(A)	YES
Alternate Director to Independent Director	25(1)	NA
Maximum Tenure	25(2)	YES
Meeting of independent directors	25(3) & (4)	YES
Familiarization of independent directors	25(7)	YES
Declaration from Independent Director	25(8) & (9)	YES
Directors and Officers insurance	25(10)	NA
Memberships in Committees	26(1)	YES
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management Personnel	26(3)	YES
Disclosure of Shareholding by Non- Executive Directors	26(4)	NA
Policy with respect to Obligations of directors and senior management	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 the Material Subsidiary Policy and the Corporate Governance requirements with respect to the subsidiary of Listed Entity have been complied.		
<p>Name: Ashutosh Sharma Designation: Company Secretary</p>		

ANNEX IV
Quarter 3rd Ending- Dec 31, 2023

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	182,794,555	-		
Directors (including relatives) or any other entity controlled by them	-	-		
KMPs or any other entity controlled by them	-	-		
(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: 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		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				
(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: Binod Kumar Agarwal				
Designation: Chief Financial Officer				

Note

1. *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;*

a) *by a government company to/ for the Government or government company*

b) *by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.*

c) *by a banking company or an insurance company ; and*

d) *by the listed entity to its employees or directors as a part of the service conditions*

2. *If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table..*