

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. Name of Listed Entity : SUNFLAG IRON AND STEEL COMPANY LIMITED
2. Third Quarter Ending : 31st December 2017

I. Composition of Board of Directors

Title (Mr. / Ms)	Name of the Director(s)	PAN (\$) / DIN &	Category (Chairperson / Executive / Non-Executive / Independent / Nominee) &	Date of Appointment in the current term	Date of Cessation	Tenure* (in months)	No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	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 Committees held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	<u>Membership of Committees</u>
1. Mr.	Ravi Bhushan Bhardwaj	AAAMPB1229N 00054700	Chairman (Non-executive) C & NED	01.10.1998	-	-	1	1	-	1. Audit Committee & 2. Nomination & Remuneration Committee 3. Stakeholders' Relationship Committee 4. Risk Management Committee 5. Corporate Social Responsibility Committee
2. Mr.	Pranav Ravi Bhardwaj	AESPB2780E 00054805	Managing Director (Executive) ED	03.02.2000	-	-	1	1	-	1. Nomination & Remuneration Committee 2. Stakeholders' Relationship Committee 3. Corporate Social Responsibility Committee
3. Mr.	Dr. E. R. C. Shekar	AKPPS5177F 00013670	Non-executive, (Independent Director) ID	26.09.2017	25.09.2022	60	2	2	2	1. Audit Committee & 2. Nomination & Remuneration Committee 3. Stakeholders' Relationship Committee 4. Risk Management Committee 5. Corporate Social Responsibility Committee
4. Mr.	S. Gajendran	AAAPG6553C 00250136	Non-executive, (Independent Director) ID	26.09.2017	25.09.2019	24	2	4	2	1. Audit Committee & 2. Nomination & Remuneration Committee 3. Stakeholders' Relationship Committee



R. Bhardwaj

5. Mr.	CA Jayesh M. Parmar	AAFPP4048N 00802843	Non-executive, (Independent Director) ID	26.09.2017	25.09.2019	24	I	I	-	1. Audit Committee 2. Nomination & Remuneration Committee 3. Risk Management Committee 4. Corporate Social Responsibility Committee
6. Mr.	Kumar Jitendra Singh	AIMPS9257K 00626836	Non-executive, (Independent Director) ID	26.09.2017	25.09.2022	60	I	I	-	1. Audit Committee
7. Mrs.	Neelam Kothari	ADUPK499IP 06709241	Non-executive, (Independent Director) ID	25.09.2015	24.09.2020	60	I	I	-	1. Audit Committee
8. Mr.	Surendra Kumar Gupta	ABPPG5613D 00054836	Dy. Managing Director (Executive) ED	21.05.2007	-	-	I	I	-	1. Stakeholders' Relationship Committee 2. Risk Management Committee 3. Corporate Social Responsibility Committee
9. Mr.	Suhrit Ravi Bhushan Bhardwaj	AUNPB5842Q 02318190	Director Non-executive, Non-independent	27.03.2017	-	-	I	-	-	-
10. Mr.	R. Muralidhar	AAMPR445IN 00982212	Whole-time Director (Non-independent, executive)	14.08.2017	-	-	I	-	-	1. Risk Management Committee
11. Mr.	Ramchandra Vasant Dalvi	AAAPD4056D 00012065	Whole-time Director (Non-independent, executive)	14.08.2017	-	-	I	-	-	-
12. Mr.	Rooshad Russi Patel	AADPP3638A 00473945	Additional Director (Non-executive, independent)	29.09.2017	-	-	I	-	-	-

Note :

\$ PAN number of any Director would not be displayed on the website of Stock Exchange

& Category of directors means Executive / Independent / Nominee. Is a directors fits into than one category write all categories separating them with hyphen

* To be filled only for Independent Director. Tenure would mean total period from which Independent Director is serving on Board of directors of company upto the date of filing of this report in continuity without any cooling off period.



II. Composition of Committees		
Name of Committee	Name of Committee Members	Category (Chairperson / Executive / Non-Executive / Independent / Nominee) \$
1 Audit Committee	Dr. E. R. C. Shekar Mr. S. Gajendran CA Jayesh M. Parmar Mr. Kumar Jitendra Singh Mrs. Neelam Kothari	Chairman (Non-executive, Independent Director) Non-executive, Independent Director Non-executive, Independent Director Non-executive, Independent Director Non-executive, Independent Director
2 Nomination & Remuneration Committee	Dr. E. R. C. Shekar Mr. S. Gajendran CA Jayesh M. Parmar Mr. Ravi Bhushan Bhardwaj	Chairman (Non-executive, Independent Director) Non-executive, Independent Director Non-executive, Independent Director Non-executive, Chairman
3 Stakeholders' Relationship Committee	Dr. E. R. C. Shekar Mr. S. Gajendran Mr. Ravi Bhushan Bhardwaj Mr. Pranav Bhardwaj Mr. Surendra Kumar Gupta	Chairman (Non-executive, Independent Director) Non-executive, Independent Director Non-executive, Chairman Executive – Managing Director Executive – Dy. Managing Director
4 Risk Management Committee (if applicable)	Dr. E. R. C. Shekar CA Jayesh M. Parmar Mr. Surendra Kumar Gupta CA R. Muralidhar	Chairman (Non-executive, Independent Director) Non-executive, Independent Director Executive – Dy. Managing Director Executive Director - Finance
5 Corporate Social Responsibility Committee	Mr. Ravi Bhushan Bhardwaj Dr. E. R. C. Shekar CA Jayesh M. Parmar Mr. Surendra Kumar Gupta	Chairman (Non-executive, Chairman) Non-executive, Independent Director Non-executive, Independent Director Executive – Dy. Managing Director

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	Maximum gap between any two consecutive (in number of days)
28 th September 2017	11 th November 2017	43



IV. Meeting of Committees – Audit Committee			Maximum gap between any two consecutive meetings in number of days*
Date(s) of Meeting (if any) in the previous quarter	Whether requirement of Quorum met (details)	Date(s) of Meeting of the committee in the relevant quarter	
14 th August 2017	Yes	11 th November 2017	88

Meeting of Committees – Nomination & Remuneration Committee			Maximum gap between any two consecutive meetings in number of days*
Date(s) of Meeting (if any) in the previous quarter	Whether requirement of Quorum met (details)	Date(s) of Meeting of the committee in the relevant quarter	
28 th September 2017	-	-	-

Meeting of Committees – Stakeholders' Relationship Committee			Maximum gap between any two consecutive meetings in number of days*
Date(s) of Meeting (if any) in the previous quarter	Whether requirement of Quorum met (details)	Date(s) of Meeting of the committee in the relevant quarter	
14 th August 2017	Yes	11 th November 2017	88

Meeting of Committees – Risk Management Committee			Maximum gap between any two consecutive meetings in number of days*
Date(s) of Meeting (if any) in the previous quarter	Whether requirement of Quorum met (details)	Date(s) of Meeting of the committee in the relevant quarter	
4 th March 2017	-	-	-

Meeting of Committees – Corporate Social Responsibility Committee			Maximum gap between any two consecutive meetings in number of days*
Date(s) of Meeting (if any) in the previous quarter	Whether requirement of Quorum met (details)	Date(s) of Meeting of the committee in the relevant quarter	
14 th August 2017	Yes	11 th November 2017	88



P. Raju

V. Related Party Transactions		Compliance Status (Yes / No / NA)
	Subject	
Whether prior approval of audit committee obtained		NA
Whether shareholder approval obtained for material RPT		NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		NA

VI. Affirmations :

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 - **Yes**
 - a. Audit Committee
 - b. Nomination & Remuneration Committee
 - c. Stakeholders Relationship Committee
 - d. Risk Management Committee (applicable to the top 100 listed entities)
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 Board of Directors may be mentioned here : **Yes**



For Sunflag Iron and Steel Company Limited

P. Panigrahi

CS Pranab Panigrahi
Company Secretary & Compliance Officer
Membership No. ACS - 16186

Place : Nagpur

Date : 9th January, 2018