

**Annexure - I**
**COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

 Name of the Company : **OCL IRON AND STEEL LIMITED**

 Quarter ending on : **30<sup>th</sup> September, 2017**

I. Composition of Board of Directors									
Title (Mr./Ms.)	Name of the Director	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	No. of memberships in Audit/ Stakeholder Committee including this listed entity	No. of post of chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	Yogesh Kapur	ABDPK1902D 00014385	Chairman Independent Director	11/03/2015	-	60	3	4	4
Mr.	Sanjay Tiku	ACEPT2009A 00300566	Non-Executive Independent Director	11/03/2015	-	60	3	4	2
Mr.	Vinod Kumar Uppal	AACPU2753L 00897121	Non-Executive Director	10/07/2012	-	-	3	3	0
Mr.	Birendrajee	ACLPB7845B 07165726	Executive Director	23/04/2015	-	-	1	1	0
Ms.	Anuradha Kapur	ADFPR0633L 01646928	Non-Executive Independent Director	05/09/2017	-	60	7	3	2
Ms.	Ankita Wadhawan	AAOPW4556F 06971383	Non-Executive - Independent Director	31/03/2015	05/09/2017	60	1	1	0

II. Composition of Committees		
Name of Committee	Name of Committee members	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)
Audit Committee	1. Mr. Yogesh Kapur	Chairperson – Independent Director
	2. Mr. Sanjay Tiku	Member- Independent Director
	3. Mr. Vinod Kumar Uppal	Member- Non Executive Director
Stakeholders Relationship Committee	1. Mr. Yogesh Kapur	Chairperson – Independent Director
	2. Mr. Birendrajee	Member- Executive Director
Nomination and Remuneration Committee	1. Mr. Sanjay Tiku	Chairperson – Independent Director
	2. Mr. Yogesh Kapur	Member- Independent Director
	3. Mr. Vinod Kumar Uppal	Member- Non Executive Director
Corporate Social Responsibility Committee	1. Mr. Vinod Kumar Uppal	Chairperson – Non Executive Director
	2. Mr. Yogesh Kapur	Member- Independent Director
	3. Mr. Sanjay Tiku	Member- Independent Director

III. Meeting of Board of Directors		
Date(s) of meeting (if any) in the relevant quarter	Date(s) of meeting (if any) in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)
02 <sup>nd</sup> August, 2017	29 <sup>th</sup> May, 2017	64 days
19 <sup>th</sup> August, 2017	-	16 days

IV. Meeting of Committees			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of quorum met	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
Audit Committee 19 <sup>th</sup> August, 2017	Yes	Audit Committee 29 <sup>th</sup> May, 2017	81 days
Stakeholders Relationship Committee 19 <sup>th</sup> August, 2017	Yes	Stakeholders Relationship Committee 29 <sup>th</sup> May, 2017	81 days
Nomination & Remuneration Committee 04 <sup>th</sup> September, 2017	Yes	-	WORKS : A-285, Choganki Industrial Area Choganki, Bhiwadi, District - Alwar

V. Related Party Transactions	
Subject	Compliance Status (Yes/ No/ NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by 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; and
  - d) Risk Management Committee. *(Not 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 have been placed before Board of Directors. The Board of Directors did not give any comments/observations/advice for the same.

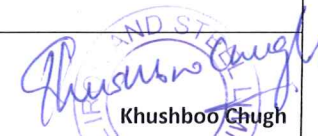
Date : 11 .10.2017

Place : New Delhi

  
 Khushboo Chugh  
 Company Secretary & Compliance Office

### Annexure III

Annexure III to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year

Affirmations		
Broad Heading	Regulation Number	Compliance Status
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	YES
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	YES
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	NO*
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	YES
<b>Note</b> 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 <ul style="list-style-type: none"><li>Pursuant to Regulation 19(3) of SEBI (Listing Obligations and Disclosure Requirements), the Chairperson of the Nomination and Remuneration Committee may be present at the Annual General Meeting. Hence, it is not mandatory for chairperson to attend the Annual General Meeting. Therefore, one member of Nomination and Remuneration Committee i.e. Mr. Yogesh Kapur, was present at the 12th Annual General Meeting of the Company</li></ul>		
Date : 11 .10.2017 Place : New Delhi		 Khushboo Chugh Company Secretary & Compliance Office