

**COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

Name of the Company : **OCL IRON AND STEEL LIMITED**  
 Quarter ending on : **31<sup>st</sup> March, 2017**

**Annexure - I**

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	1	2	2
Mr.	Sanjay Tiku	ACEPT2009A 00300566	Non-Executive Independent Director	11/03/2015	-	60	3	4	1
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.	Ankita Wadhawan	AAOPW4556F 06971383	Non-Executive Independent Director	31/03/2015	-	60	7	3	2

**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)
-	14 <sup>th</sup> December, 2016	-
-	21 <sup>st</sup> December, 2016	06 Days
11 <sup>th</sup> February, 2017	-	51 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 11 <sup>th</sup> February, 2017	Yes	Audit Committee 14 <sup>th</sup> December, 2016	58 Days
Stakeholders Relationship Committee 11 <sup>th</sup> February, 2017	Yes	Stakeholders Relationship Committee 14 <sup>th</sup> December, 2016	58 Days

For OCL IRON AND STEEL LIMITED  
  
 Company Secretary

**BHUBANESWAR OFFICE**

Plot No. 2132/5124

Nageswar Tangi

Jaydev Nagar - Lewis Road

Bhubaneswar 751 002, INDIA

Phone: +91 674 243 0133

eMail: oslbhsr@oclsteel.in

www.oclsteel.in

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**

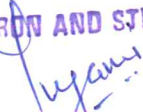
1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015:
  - a) Audit Committee,
  - b) Nomination & 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 : 14.04.2017  
Place : New Delhi

  
 Yugami Arora  
 Company Secretary & Compliance Office



<b>I. DISCLOSURE ON WEBSITE IN TERMS OF LISTING REGULATIONS</b>		
<b>Item</b>	<b>Compliance status (Yes/No/NA) refer note below</b>	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	N.A.	
New name and the old name of the listed entity	N.A.	
<b>II. ANNUAL AFFIRMATIONS</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>
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)	Yes
Meeting of Board of directors	17(2)	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
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1)&(2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	N.A.
Vigil Mechanism	22	Yes
Policy for Related Party Transaction	23(1),(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)	N.A.
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
Maximum Directorship & Tenure	25(1)&(2)	Yes
Meeting of Independent Directors	25(3) & (4)	Yes
Familiarization of Independent Directors	25(7)	Yes
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)	Yes
Policy with respect to Obligations of directors and senior management	26(2)& 26(5)	Yes

For OCL IRON AND STEEL LIMITED  
  
 Company Secretary

**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 Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

Date : 14.04.2017

Place : New Delhi

  
Yigami Arora  
Company Secretary & Compliance Office