

# SATHAVAHANA ISPAT LIMITED

(CIN: L27109TG1989PLC010654)

REGD. OFFICE: 314, SRI RAMAKRISHNA TOWERS, NAGARJUNANAGAR, HYDERABAD – 500 073  
CORP. OFFICE, 505,5<sup>TH</sup> FLOOR, BLOCK 1, DIVYASHAKTI COMPLEX, AMEERPET, HYDERABAD – 500 016  
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## ANNEXURE – I

### COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. Name of Listed Entity: SATHAVAHANA ISPAT LIMITED

2. Quarter ending: 30<sup>TH</sup> SEPTEMBER, 2017

| I. Composition of Board of Directors |                         |                        |  |   |                         |                          |  |  |  |
|--------------------------------------|-------------------------|------------------------|--|---|-------------------------|--------------------------|--|--|--|
| Title<br>(Mr.<br>/ Ms)               | Name of the<br>Director | PAN & DIN              | Category<br>(Chairperson/Executive/Non-<br>Executive/independent/Nomi-<br>nee) | Date of<br>Appointment<br>in the current<br>term /<br>cessation | Tenure<br>(in<br>Years) | Tenure<br>(in<br>Months) | No of<br>Directors<br>hip in<br>listed<br>entities<br>including<br>this listed<br>entity<br>(Refer<br>Regulatio<br>n 25(1) of<br>Listing<br>Regulatio<br>ns) | Number of<br>memberships in<br>Audit/<br>Stakeholder<br>Committee(s)<br>including this<br>listed entity<br>(Refer Regulation<br>26(1) of Listing<br>Regulations) | No of post of<br>Chairperson in<br>Audit/<br>Stakeholder<br>Committee held<br>in listed entities<br>including this<br>listed entity<br>(Refer Regulation<br>26(1) of Listing<br>Regulations) |
| Mr.                                  | K.Thanu Pillai          | ACUPP4974C<br>00115814 | Chairperson – Independent –<br>Non Executive                                   | 01.10.2014  | 18.68                   | 224                      | 2  | 2  | 1  |
| Mr.                                  | A.S.Rao                 | ACCPA8762B<br>00899415 | Executive – Non independent  | 27.07.2015  | 27.91                   | 334                      | 1  | 1  | Nil  |

|     |                          |                        |                             |            |       |     |   |     |     |
|-----|--------------------------|------------------------|-----------------------------|------------|-------|-----|---|-----|-----|
| Mr. | Syed Anis Hussain        | ABAPH6022N<br>00115949 | Non executive -Independent  | 01.10.2014 | 11.8  | 141 | 2 | 2   | 1   |
| Mr. | S.N.Rao                  | AEJPR8085D<br>00116021 | Non executive -Independent  | 01.10.2014 | 18.67 | 224 | 1 | 1   | NIL |
| Ms. | Y.Prameela Rani          | AAEPY5373J<br>03270909 | Non executive -Independent  | 01.10.2014 | 3     | 36  | 1 | 2   | NIL |
| Mr. | M. Sreerama<br>Mohan Rao | ACEPM1514F<br>05113980 | Non executive -Independent  | 01.10.2014 | 3     | 36  | 1 | 1   | Nil |
| Mr. | A.Naresh Kumar           | ACCPA8761C<br>00112566 | Executive – Non independent | 01.06.2014 | 25.42 | 305 | 1 | 1   | Nil |
| Mr. | Shailendra Dasari        | AGEPD0469L<br>07263439 | Executive –independent      | 01.10.2015 | 2     | 24  | 1 | Nil | Nil |

**II. Composition of Committees :**

| <i>Name of Committee</i>                           | <i>Name of Committee members</i> | <i>Category (Chairperson/Executive/Non-Executive/independent/Nominee)</i> |
|--|----------------------------------|---|
| <b>1. Audit Committee</b>                          | K.Thanu Pillai                   | Independent -Non executive-(Chairman)                                     |
|  | Syed Anis Hussain                | Independent - Non executive   |
|  | S.N.Rao                          | Independent - Non executive   |
|  | Y.Prameela Rani                  | Independent - Non executive   |
|  | M. Sreerama Mohan Rao            | Independent - Non executive   |
| <b>2. Nomination &amp; Remuneration Committee</b>  | K.Thanu Pillai                   | Independent -Non executive-(Chairman)                                     |
|  | Syed Anis Hussain                | Independent -Non executive  |
|  | S.N.Rao                          | Independent -Non executive  |
| <b>3. Risk Management Committee(if applicable)</b> | Not applicable                   | Not applicable  |
| <b>4. Stakeholders Relationship Committee'</b>     | Syed Anis Hussain                | Independent -Non executive-(Chairman)                                     |
|  | A.S.Rao                          | Executive – Non independent   |
|  | A.Naresh Kumar                   | Executive – Non independent   |

| <b>III. Meeting of Board of Directors :</b>                        |  |  |   |
|--|--|--|---|
| <i>Date(s) of Meeting (if any) in the previous quarter</i>         | <i>Date(s) of Meeting (if any) in the relevant quarter</i> | <i>Maximum gap between any two consecutive (in number of days)</i> |   |
| 30.05.2017   | 28/08/2017   | 90   |   |
|  | 14/09/2017   | 17   |   |
|  | 29/09/2017   | 15   |   |
| <b>IV. Meeting of Committees :</b>                                 |  |  |   |
| <i>Date(s) of meeting of the committee in the relevant quarter</i> | <i>Whether requirement of Quorum met (details)</i>         | <i>Date(s) of meeting of the committee in the previous quarter</i> | <i>Maximum gap between any two consecutive meetings in number of days</i> |
| <i>Audit Committee:</i>  |  |  |   |
| 28/08/2017   | Yes, one member absent                                     | 30.05.2017   | 90  |
| 14/09/2017   | Yes, all present   |  | 17  |
| <i>Nomination &amp; Remuneration Committee:</i>                    |  |  |   |
| 28.08.2017   | Yes, one member absent                                     | Not applicable   | Not applicable  |
| <i>Stakeholders Relationship Committee:</i>                        |  |  |   |
| 04.07.2017   | Yes, all present   | 03.04.2017   |   |
| 10.07.2017   | Yes, all present   | 10.04.2017   |   |
| 17.07.2017   | Yes, all present   | 17.04.2017   |   |
| 24.07.2017   | Yes, all present   | 24.04.2017   |   |
| 01.08.2017   | Yes, all present   | 01.05.2017   |   |
| 07.08.2017   | Yes, all present   | 08.05.2017   |   |

|            |                  |            |  |
|------------|------------------|------------|--|
| 14.08.2017 | Yes, all present | 15.05.2017 |  |
| 28.08.2017 | Yes, all present | 22.05.2017 |  |
| 04.09.2017 | Yes, all present | 29.05.2017 |  |
| 15.09.2017 | Yes, all present | 05.06.2017 |  |
|            | Yes, all present | 12.06.2017 |  |
|            | Yes, all present | 19.06.2017 |  |
|            | Yes, all present | 27.06.2017 |  |

**V. Related Party Transactions:**

| <b>Subject</b>   | <b>Compliance status (Yes/No/NA)</b> |
|--|--------------------------------------|
| Whether prior approval of Audit obtained   | Yes                                  |
| Whether shareholder approval obtained for material RPT.  | Not applicable                       |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | Yes                                  |

**VI. Affirmations**

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
  - Audit Committee
  - Nomination & remuneration committee
  - Stakeholders relationship committee
  - Risk management committee (applicable to the top 100 listed entities)
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- 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.
- 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:

**Name & Designation**


(A. Naresh Kumar)  
**Managing Director**  
 Date:10.10.2017