

SATHAVAHANA ISPAT LIMITED

(CIN: L27109TG1989PLC010654)

REGD. OFFICE: 314, SRI RAMAKRISHNA TOWERS, NAGARJUNANAGAR, HYDERABAD – 500 073

CORP. OFFICE, 505,5TH FLOOR, BLOCK 1, DIVYASHAKTI COMPLEX, AMEERPET, HYDERABAD – 500 016

EMAIL: SATHAVAHANA@ETH.NET WWW.SATHAVAHANA.COM

ANNEXURE – I

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. Name of Listed Entity: SATHAVAHANA ISPAT LIMITED

2. Quarter ending: 31ST MARCH 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 / cessation	Tenure (in Years)	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 Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	K.Thanu Pillai	ACUPP4974C 00115814	Chairperson – Independent – Non Executive	01.10.2014	18.18	218	2	2	1
Mr.	A.S.Rao	ACCPA8762B 00899415	Executive – Non independent	27.07.2015	27.41	328	1	1	Nil
Mr.	Syed Anis Hussain	ABAPH6022N 00115949	Non executive -Independent	01.10.2014	11.29	135	2	2	1

Mr.	S.N.Rao	AEJPR8085D 00116021	Non executive -Independent	01.10.2014	18.17	218	1	1	NIL
Ms.	Y.Prameela Rani	AAEPY5373J 03270909	Non executive -Independent	01.10.2014	2.49	29	1	2	NIL
Mr.	M. Sreerama Mohan Rao	ACEPM1514F 05113980	Non executive -Independent	01.10.2014	2.49	29	1	1	Nil
Mr.	A.Naresh Kumar	ACCPA8761C 00112566	Executive – Non independent	01.06.2014	24.92	299	1	1	Nil
Mr.	Shailendra Dasari	AGEPD0469L 07263439	Executive –independent	01.10.2015	1.49	17	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>
1. Audit Committee	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
2. Nomination & Remuneration Committee	K.Thanu Pillai	Independent -Non executive-(Chairman)
	Syed Anis Hussain	Independent -Non executive
	S.N.Rao	Independent -Non executive
3. Risk Management Committee(if applicable)	Not applicable	Not applicable
4. Stakeholders Relationship Committee'	Syed Anis Hussain	Independent -Non executive-(Chairman)
	A.S.Rao	Executive – Non independent



		A.Naresh Kumar	Executive – Non independent	
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)
14.11.2016		14.02.2017		91
IV. Meeting of Committees :				
Date(s) of meeting of the committee in the relevant quarter		Whether requirement of Quorum met (details)		Date(s) of meeting of the committee in the previous quarter
				Maximum gap between any two consecutive meetings in number of days
Audit Committee:				
14.02.2017		Yes, (Two members absent)		14.11.2016
				91
Nomination & Remuneration Committee:				
-		-		-
				-
Stakeholders Relationship Committee:				
02.01.2017		Yes, all present		03.10.2016
09.01.207		Yes, all present		10.10.2016
16.01.2017		Yes, all present		17.10.2016
23.01.2017		Yes, all present		24.10.2016
30.01.2017		Yes, all present		31.10.2016
06.02.2017		Yes, all present		07.11.2016
13.02.2017		Yes, all present		14.11.2016
20.02.2017		Yes, all present		21.11.2016



27.02.2017	Yes, all present	28.11.2016	
06.03.2017	Yes, all present	05.12.2016	
14.03.2017	Yes, all present	12.12.2016	
20.03.2017	Yes, all present	19.12.2016	
27.03.2017	Yes, all present	26.12.2016	

V. Related Party Transactions:

Subject	Compliance status (Yes/No/NA)
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

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 – Yes
 - b. Nomination & remuneration committee - Yes
 - c. Stakeholders relationship committee - Yes
 - d. Risk management committee (applicable to the top 100 listed entities) – 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. - 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

Name & Designation


(A. Naresh Kumar)
Managing Director
 Date: 12.04.2017

Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.sathavahana.com
2	Terms and conditions of appointment of independent directors	Yes		www.sathavahana.com
3	Composition of various committees of board of directors	Yes		www.sathavahana.com
4	Code of conduct of board of directors and senior management personnel	Yes		www.sathavahana.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.sathavahana.com
6	Criteria of making payments to non-executive directors	Yes		www.sathavahana.com
7	Policy on dealing with related party transactions	Yes		www.sathavahana.com
8	Policy for determining 'material' subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		www.sathavahana.com
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.sathavahana.com
11	email address for grievance redressal and other relevant details	Yes		www.sathavahana.com



12	Financial results	Yes		www.sathavahana.com
13	Shareholding pattern	Yes		www.sathavahana.com
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	New name and the old name of the listed entity	NA		

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	Yes	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	NA	
11	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	



15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
20	Approval for material related party transactions	23(4)	NA	
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			



Annexure II

III. Affirmations

Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
	Any other information to be provided	

Name & Designation



(A. Naresh Kumar)
Managing Director
Date:12.04.2017