

# 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: 31<sup>ST</sup> MARCH 2017

#### I. Composition of Board of Directors

| Title<br>(Mr.<br>/<br>Ms) | Name of the<br>Director | PAN & DIN              | Category<br>(Chairperson/Executive/Non-<br>Executive/independent/Nominee) | 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>Directorship<br>in listed<br>entities<br>including<br>this listed<br>entity<br>(Refer<br>Regulation<br>25(1) of<br>Listing<br>Regulations) | Number of<br>memberships in<br>Audit/<br>Stakeholder<br>Committee(s)<br>including this<br>listed entity<br>(Refer<br>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<br>Regulation 26(1)<br>of Listing<br>Regulations) |
|---------------------------|-------------------------|------------------------|---|---|-------------------------|--------------------------|---|---|---|
| Mr.                       | K.Thanu Pillai          | ACUPP4974C<br>00115814 | Chairperson – Independent – Non<br>Executive                              | 01.10.2014  | 18.18                   | 218                      | 2   | 2   | 1   |
| Mr.                       | A.S.Rao                 | ACCPA8762B<br>00899415 | Executive – Non independent   | 27.07.2015  | 27.41                   | 328                      | 1   | 1   | Nil   |
| Mr.                       | Syed Anis Hussain       | ABAPH6022N<br>00115949 | Non executive -Independent  | 01.10.2014  | 11.29                   | 135                      | 2   | 2   | 1   |

|     |                          |                        |                             |            |       |     |   |     |     |
|-----|--------------------------|------------------------|-----------------------------|------------|-------|-----|---|-----|-----|
| Mr. | S.N.Rao                  | AEJPR8085D<br>00116021 | Non executive -Independent  | 01.10.2014 | 18.17 | 218 | 1 | 1   | NIL |
| Ms. | Y.Prameela Rani          | AAEPY5373J<br>03270909 | Non executive -Independent  | 01.10.2014 | 2.49  | 29  | 1 | 2   | NIL |
| Mr. | M. Sreerama<br>Mohan Rao | ACEPM1514F<br>05113980 | Non executive -Independent  | 01.10.2014 | 2.49  | 29  | 1 | 1   | Nil |
| Mr. | A.Naresh Kumar           | ACCPA8761C<br>00112566 | Executive – Non independent | 01.06.2014 | 24.92 | 299 | 1 | 1   | Nil |
| Mr. | Shailendra Dasari        | AGEPD0469L<br>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> |
|--|----------------------------------|---|
| <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

**III. Meeting of Board of Directors :**

| <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> |
|--|--|--|
| 14.11.2016   | 14.02.2017   | 91   |

**IV. Meeting of Committees :**

| <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>  |  |  |   |
| 14.02.2017   | Yes, (Two members absent)                          | 14.11.2016   | 91  |
| <i>Nomination &amp; Remuneration Committee:</i>                    |  |  |   |
| -  | -  | -  | -   |
| <i>Stakeholders Relationship Committee:</i>                        |  |  |   |
| 02.01.2017   | Yes, all present                                   | 03.10.2016   |   |
| 09.01.2017   | 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:**

| <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**

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