

**COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

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

| <b>I. Composition of Board of Directors *</b> |                      |                        |  |   |                   |                  |   |   |   |
|---|----------------------|------------------------|--|---|-------------------|------------------|---|---|---|
| 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.   | Sanjay Tiku          | ACEPT2009A<br>00300566 | Chairman, Non-Executive Independent Director                           | 11/03/2015                              | -                 | 60               | 3   | 4   | 2   |
| Mr.   | Vinod Kumar Uppal    | AACPU2753L<br>00897121 | Non-Executive Director   | 10/07/2012                              | -                 | -                | 3   | 3   | 0   |
| Mr.   | Birendrajee          | ACLPB7845B<br>07165726 | Executive Director   | 23/04/2015                              | -                 | -                | 1   | 1   | 0   |
| Mr.   | Yogesh Kapur         | ABDPK1902D<br>00014385 | Independent Director   | 11/03/2015                              | 27/11/2017        | 60               | 2   | 2   | 2   |
| Ms.   | Anuradha Kapur       | ADFPR0633L<br>01646928 | Non-Executive Independent Director                                     | 05/09/2017                              | 27/11/2017        | 60               | 6   | 3   | 2   |

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

| <b>III. Meeting of Board of Directors</b>           |   |  |
|---|---|--|
| 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                       | 16   |
| 27 <sup>th</sup> November, 2017                     | 19 <sup>th</sup> August, 2017                       | 99   |

| <b>IV. Meeting of Committees</b>                                       |                                   |   |  |
|--|-----------------------------------|---|--|
| 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<br>27 <sup>th</sup> November, 2017                     | Yes                               | Audit Committee<br>19 <sup>th</sup> August, 2017                        | 99   |
| Stakeholders Relationship Committee<br>27 <sup>th</sup> November, 2017 | Yes                               | Stakeholders Relationship Committee<br>19 <sup>th</sup> August, 2017    | 99   |
| Nomination & Remuneration Committee                                    | -                                 | Nomination & Remuneration Committee<br>04 <sup>th</sup> September, 2017 | -  |

| 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

- 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; and
  - Risk Management Committee. *(Not Applicable)*
- 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 have been placed before Board of Directors. The Board of Directors did not give any comments/observations/advice for the same.

*\*Ms. Anuradha Kapur has resigned from the Office of Director of the Company w.e.f 27<sup>th</sup> November, 2017, pursuant to which Board's composition has been affected due to non presence of a Woman Director, however as per 2nd proviso to Rule 3 of The Companies (Appointment and Qualification of Directors) Rules, 2014 any intermittent vacancy of a woman director shall be filled-up by the Board at the earliest but not later than immediate next Board meeting or three months from the date of such vacancy whichever is later, accordingly Board will be appointing a Woman Director within the stipulated time as stated above.*

*# Mr. Yogesh Kapur has resigned from the Office of Director of the Company w.e.f 27<sup>th</sup> November, 2017 consequent to which he ceases to be member of respective committees, as per Regulation 25 (6) of SEBI (LODR) Regulations, 2015 , an independent director who resigns or is removed from the board of directors of the listed entity shall be replaced by a new independent director by listed entity at the earliest but not later than the immediate next meeting of the board of directors or three months from the date of such vacancy, whichever is later, accordingly the Board is yet to appoint an independent director and re-constitute the respective committees within the stipulated time as mentioned above.*

Date : 10.01.2018  
Place : New Delhi


  

  
**Khushboo Chugh**  
 Company Secretary & Compliance Officer