

## MSP STEEL & POWER LINET

(An ISO 9001: 2008, 14001: 2004 OHSAS 18001: 2007 Centile of Company) Corporate Office: 16/S, Block - A, New Alipore, Kolkata - 700 053, Ph.: +91-33-4005 7777, 4014 5676 Fax: +91-33-4005 7799, 2398 2239, Email: contactus@mspsteel.com, Web: www.mspsteel.com

CIN No.: L27109WB1968PLC027399

Ref: MSPL/SE/2015-16 Date: 15<sup>th</sup> April, 2016

Listing Department

Mational Stock Exchange of India Limited,

"EXCHANGE PLAZA", C-1, Block G, Bandra – Kurla Complex, Bandra (E), Mumbai – 400 051

Fax No.: (022) 26598237/38

Dear Sir,

Sub: Compliance under Regulation 27(2)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the fourth quarter ended 31st March, 2016

Kindly find enclosed the Quarterly Compliance Report on Corporate Governance pursuant to Regulation 27(2)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the fourth quarter ended 31<sup>st</sup> March, 2016.

This is for your kind information and record.

Thanking You.

Yours faithfully, For MSP STEEL & POWER LTD

Saket Agrawal **Managing Director** 

Encl. as above

Rend. Office :

Works:

DIN:00129209

The Manager,

Phirozee Jeejeebhoy Towers

Dalal Street

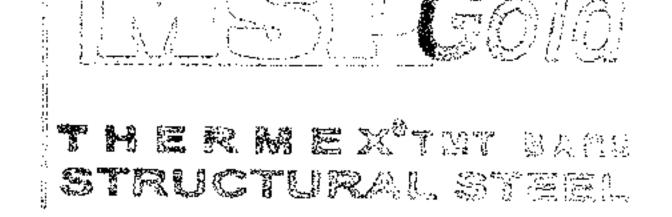
Mumbai- 400 001

- For your information and record.

1, Crooked Lane, Kolkata - 700 069, Ph.: +91-33-2248 3795, Fax: +91-33-2248 1720

Village & P.O.: Jamgaon, Dist.: Raigarh, Pin - 496 001, Chattisgarh

Ph.: 07762-264449/51/52/53, Fax: 07762-264450



1. Name of Listed Entity- MSP Steel & Power Limited

2. Quarter ending- 31st March ,2016

I. Comp	osition of Board of Direc	tors				<u> </u>		······································
Title (Mr. / Ms)	Name of the Director	PAN & DIN	Category (Chairperson/Execu tive/Non- Executive/independ ent/Nominee)	Appointment in	l Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	memberships in Audit/	Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Saket Agrawal	DIN-00129209 PAN- ACJPA0455C	Executive	05.07.2003	N.A	1	Audit Committee-1 Stakeholder Committee- 1	None
Mr.	MANISH AGRAWAL	DIN-00129240 PAN- ACJPA0456B	Non-Executive	05.07.2003	N.A	i _	Audit Committee-1 Stakeholder Committee- 1	None .
Mr.	SURESH KUMAR AGRAWAL	DIN - 00587623 PAN-ACXPA6339D	Non-Executive	19.01.2016	N.A	Two	None	None
Mr.	DHANANJAY UCHIT SINGH	DIN-01018678 PAN- AFPPS6839H	Executive	21.09.2015	N.A	One	None	None
Mr.	NAVNEET JAGATRAMKA	DIN-01579357 PAN- AELPJ6710M	Independent	12.12.2003	12 years 3 months 20 days	l _	Audit Committee-1 Stakeholder Committee- 1	None
Mr.	HOUNKUINIAK SUIN	DIN-02986145 PAN- ARBPS2974D	Independent	21.09.2012	3 years 6 months 10 days	One	Nil	None
Mrs.	LULANKA HWAKI	DIN-06944383 PAN-AYKPG1029R	Independent	Z6.U9.ZU14	18 months 5 days	One	Audit Committee-2 Stakeholder Committee- Nil	Audit Committee-Chairperson
Mr.	NAPIL DEO PANDEY	DIN- 07208719 PAN- AFQPP0818J	Independent	17.06.2015	9 months 14 days	_	Audit Committee-2 Stakeholder Committee- 1	Stakeholder Committee-Chairperson

MSP STEEL & POWER LTD.

Managing Director

II. Composition of Committees							
Name of Committee	Name of Committee members			Category (Chairperson/Executive/Non- Executive/independent/Nominee) \$			
1. Audit Committee	PRIYANKA TIWARI NAVNEET JAGATRAMKA			Chairperson(Independent) Independent			
		Saket Agrawal			Executive		
······································	·	KAPIL DEO PANDEY			Independent		
		KAPIL DEO PANDEY			Chairperson(Independent)		
2. Nomination & Remuneration Committee		NAV	NEET JAGAT	RAMKA	Independent		
		<u>M</u>	ANISH AGRA	WAL	Non-Executive		
3. Risk Management Committee(if applicable)	<del></del>	<u> </u>	N.A		N.A		
4 Chalcabaldan Daiatinnalita o		KAPIL DEO PANDEY		NDEY	Chairperson(Independent)		
4.Stakeholder Relationship Committee		Saket Agrawal		<u>/al</u>	Executive		
III Manating of Dennyl of Division		<u>M</u>	ANISH AGRA	WAL	Non-Executive		
III. Meeting of Board of Directors  Date(s) of Meeting (if any) in the previous quarter-	Date(s) of Meeting (	· · · · · · · · · · · · · · · · · · ·		· · · · · · · · · · · · · · · · · · ·			
09.11.2015	19.01.2	(if any) in the relevant quarter- Maximum gap 2016 & 11.02.2016 days(Calculated o		days(Calculated	on the basis of last meeting of previous quarter & first meeting of relevant quarter)		
IV. Meeting of Committees-Annexure -1		· · · · · · · · · · · · · · · · · · ·	•	······································	······································		
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*		
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	•				NA		
Whether details of RPT entered into pursuant to omnibus Audit Committee	s approval have been r	eviewed by			NA NA		

MSP STEEL & POWER LTD.

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Managing Director

## 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
- d. Risk management committee (applicable to the top 100 listed entities)
- 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 has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:

Name & Designation
Managing Director

Saket Agrawal DIN:00129209

MSP STEEL & POWER LTD.

Managing Director

IV. Meeting of Committees-Annexure -1		· · · · · · · · · · · · · · · · · · ·		
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*	
1.Audit Committee- 19.01.2016 & 11.02.2016	All the members were present	09.11.2015	70 days(Calculated on the basis of last meeting of previous quarter & first meeting of relevant quarter	
2.Nomination & Remuneration Committee- 19.01.2016	All the members were present	NIL	No meeting in the previous qtr	
3.Stakeholders Relationship Committee'- 19.01.2016 & 11.02.2016	All the members were present	09.11.2015	70 days (Calculated on the basis of last meeting of previous quarter & first meeting of relevant quarter	
4.Corporate Social Responsibility Committee-Nil	N.A	NIL	N.A	

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I. Disclosure on website in terms of Listing Regulations		<u> </u>	
item	Canan		
Details of business	Compliance status (Yes/No/NA)		
Terms and conditions of appointment of independent directors	Yes Yes		
Composition of various committees of board of directors		<u>Yes</u>	
Code of conduct of board of directors and senior management personnel	<del>_</del>	<u>Yes</u>	
Details of establishment of vigil mechanism/ Whistle Blower policy		Yes	
Criteria of making payments to non-executive directors	<u> </u>	YesYes	
Policy on dealing with related party transactions		Yes	
Policy for determining 'material' subsidiaries	<u> </u>	Yes	
Details of familiarization programmes imparted to independent directors	<u> </u>	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and	<u> </u>	Yes	
Handing investor grievances	·   		
email address for grievance redressal and other relevant details	<del>_</del>	Yes	
Financial results	<del>-   -</del>	Yes	
Shareholding pattern		Yes	
Details of agreements entered into with the media companies and/or their associates	<u> </u>	Yes	
New name and the old name of the listed entity		NA	
II Annual Affirmations		<u>NA</u>	
Particulars		·	
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or	Regulation Number	Compliance status (Yes/No/NA	
'eligibility'			
Board composition	16(1)(b) & 25(6)	Yes	
Meeting of Board of directors	17(1)	Yes	
Review of Compliance Reports	17(2)	Yes	
Plans for orderly succession for appointments	17(3)	Yes	
Code of Conduct	17(4)	Yes	
Fees/compensation	17(5)	Yes	
Minimum Information	17(6)	Yes	
Compliance Certificate	17(7)	Yes	
Risk Assessment & Management	17(8)	Yes	
Performance Evaluation of Independent Directors	17(9)	Yes	
Composition of Audit Committee	17(10)	Yes	
Meeting of Audit Committee	18(1)	Yes	
Composition of Nomination & Remuneration committee	18(2)	Yes	
Composition of Stakeholder Relationship Committee	19(1) & (2)	Yes	
Composition and role of Risk Management committee	20(1) & (2)	Yes	
Vigil Mechanism	21(1),(2),(3),(4)	NA	
Policy for Related Party Transaction	22	Yes	
Prior or Omnibus approval of Audit Committee for all related party transactions	23(1),(5),(6),(7) & (8)	Yes	
Approval for material Related Party Transactions	23(2), (3)	NA	
Composition of Board of Directors of unlisted material Subsidiary	23(4)	NA	
Other Corporate Governance requirements with respect to the constant	24(1)	Yes	
Other Corporate Governance requirements with respect to subsidiary of listed entity  Maximum Directorship & Tenure	24(2),(3),(4),(5) & (6)	Yes	
Meeting of independent directors	25(1) & (2)	Yes	
Familiarization of independent directors	25(3) & (4)	Yes	
Memberships in Committees	25(7)	Yes	
	26(1)	Yes	
Affirmation with compliance to code of conduct from members of Board of Directors and Senior		······································	
management personnel  Disclosure of Shareholding by New English and a series of Shareholding by New English and Se	26(3)	Yes	
Disclosure of Shareholding by Non-Executive Directors	26/4)	Yes	
Policy with respect to Obligations of directors and senior management  III Affirmations:	26/21 0 26/21	Yes	
in Allianations.			
The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements wi complied.	th respect to subsidian.	of Listed Entity have been	
compiled.	, + y	or Elocod Entity Have been	

MSP STEEL & POWER LTD.

Party and Managing Director