



# Prakash Steelage Ltd.

Manufacturer & Exporters of Stainless Steel Welded, Pipes, Tubes & U-Tubes  
An ISO 9001-2008, ISO 14001-2004, OHSAS 18001-2007, PED Certified Company

13<sup>th</sup> July, 2017

To,  
The Manager

**BSE Limited**  
Dept. of Corporate Services  
Phiroze Jeejeebhoy Towers  
Dalal Street,  
Mumbai – 400 001

To,

The Manager  
**National Stock Exchange of India Limited**  
Corporate Communication Department  
Exchange Plaza, Bandra Kurla Complex  
Bandra (E),  
Mumbai – 400 051

Sub.: Compliance Report on Corporate Governance of Prakash Steelage Limited ('the Company') for the quarter ended on 30<sup>th</sup> June, 2017.

Ref.: a. Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

b. SEBI Circular No.: CIR/CFD/CMD/ 5 /2015 dated September 24, 2015

[Scrip Code: 533239 (BSE); PRAKASHSTL (NSE)]

Dear Sir/Madam,

This is in pursuance to the Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular No.: CIR/CFD/CMD/ 5 /2015 dated September 24, 2015.

Please find enclosed herewith Compliance Report on Corporate Governance of the Company for the quarter ended on 30<sup>th</sup> June, 2017.

Thanking You

Yours faithfully,

For Prakash Steelage Limited




**Dhaval N. Darji (ACS 46381)**

**Company Secretary & Compliance Officer**

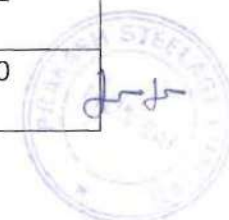
Address: 101, 1<sup>st</sup> Floor, Shatrunjay Apartment, 28, Sindhi Lane,  
Nanubhai Desai Road, Mumbai – 400 004

Encl.:a/a

**COMPLIANCE REPORT ON CORPORATE GOVERNANCE OF THE COMPANY FOR THE QUARTER ENDED ON 30<sup>th</sup> JUNE, 2017**

1. Name of Listed Entity : Prakash Steelage Limited
2. Quarter ending : 30<sup>th</sup> June, 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	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.	Prakash C. Kanugo	AFKPK2696F 00286366	Chairman - Executive	01.10.2013	-	-	1	0	0
Mr.	Hemant P. Kanugo	AKYPK8441P 00309894	Executive	01.10.2013	-	-	1	0	0
Mr.	Ashok M. Seth	AACP5967B 00309706	Executive	29.12.2015	-	-	1	2	0
Mr.	Himanshu J. Thaker	AAWPT2515M 02325297	Independent – Non-Executive	26.09.2014	-	5 years	1	2	0
Mr.	Athrady P. Hegde	AAFPH4665P 02266510	Independent – Non-Executive	26.09.2014	-	5 years	1	2	2
Ms.	Neetta K. Bokaria	AFBPB7535B 07101155	Independent – Non-Executive	30.03.2015	-	5 years	1	0	0



II. Composition of Committees		
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)
1. Audit Committee	Mr. Athrady P. Hegde	Chairman - Non-Executive – Independent
	Mr. Himanshu J. Thaker	Non-Executive – Independent
	Mr. Ashok M. Seth	Executive
2. Nomination & Remuneration Committee	Mr. Himanshu J. Thaker	Chairman - Non-Executive – Independent
	Ms. Neetta K. Bokaria	Non-Executive – Independent
	Mr. Athrady P. Hegde	Non-Executive – Independent
3. Risk Management Committee <sup>#</sup>	Mr. Ashok M. Seth	Chairman - Executive
	Mr. Prakash C. Kanugo	Executive
	Mr. Hemant P. Kanugo	Executive
4. Stakeholders Relationship Committee	Mr. Athrady P. Hegde	Chairman - Non-Executive – Independent
	Mr. Himanshu J. Thaker	Non-Executive – Independent
	Mr. Ashok M. Seth	Executive


# Pursuant to Regulation 21 of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015, the Company is not required to constitute Risk Management Committee. However, Company has voluntarily constituted the said Committee and provided details thereof.

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)
13 <sup>th</sup> February, 2017	26 <sup>th</sup> May, 2017	101 days

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 (in number of days)
<b>Audit Committee Meeting</b>			
26 <sup>th</sup> May, 2017	Mr. Athrady P. Hegde ( <i>Chairman Non – Executive Independent</i> ) Mr. Himanshu J. Thaker ( <i>Non – Executive Independent</i> ) Mr. Ashok M. Seth ( <i>Executive</i> )	13 <sup>th</sup> February, 2017	101 days



V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	NA
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA

VI. Affirmations
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015:</p> <ol style="list-style-type: none"> <li>Audit Committee</li> <li>Nomination &amp; Remuneration Committee</li> <li>Stakeholders Relationship Committee</li> </ol> <p>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.</p> <p>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.</p> <p>5. The report submitted in the previous quarter has been placed before the Board of Directors of the Company in their meeting held on 26<sup>th</sup> May, 2017. Also, this report will be placed in the next meeting of the Board of Directors of the Company.</p>
<p>For Prakash Steelage Limited</p> <p><i>Dhaval N. Darji</i></p>  <p>Dhaval N. Darji Company Secretary and Compliance Officer Membership No. ACS 46381</p>