



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

10th January, 2018

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 31st December, 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 31st December, 2017.

Thanking You

Yours faithfully,

For **Prakash Steelage Limited**

Dhaval N. Darji



Dhaval N. Darji (ACS 46381)

Company Secretary & Compliance Officer

Address: 101, 1st Floor, Shatrunjay Apartment,
Nanubhai Desai Road, Mumbai – 400 004

Encl.:a/a

Registered Office :

101, Shatrunjay Apartment, 1st Floor, 28, Sindhi Lane, Nanubhai Desai Road, Mumbai-400 004. (India)

Tel.: +91-22-66134500, Fax : +91-22-66134599, Email : marketing@prakashsteelage.com, Web : www.prakashsteelage.com

COMPLIANCE REPORT ON CORPORATE GOVERNANCE OF THE COMPANY FOR THE QUARTER ENDED ON 31st DECEMBER, 2017

1. Name of Listed Entity :Prakash Steelage Limited
 2. Quarter ending :31st December, 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	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	AACPB5967B 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	1	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
	Ms. Neetta K. Bokaria	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 [#]	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.

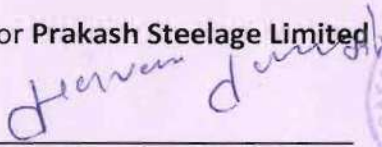

III. Meeting of Board of Directors		
Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
28 th August, 2017	29 th November, 2017	92 days

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)
Audit Committee Meeting			
29 th November, 2017	Mr. Athrady P. Hegde (Chairman Non – Executive Independent) Mr. Himanshu J. Thaker (Non – Executive Independent) Mr. Ashok M. Seth (Executive) *Ms. Neetta K. Bokaria (Non – Executive Independent)	28 th August, 2017	92 days

*Mrs. Neetta K. Bokaria, was inducted as a member of the Audit Committee of the Company W.e.f. 29th November, 2017



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. Yes</p> <p>2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015:</p> <p>a. Audit Committee - Yes</p> <p>b. Nomination & Remuneration Committee - Yes</p> <p>c. Stakeholders Relationship Committee - Yes</p> <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. Yes</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. Yes</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 29th November, 2017. Also, this report will be placed in the next meeting of the Board of Directors of the Company. Yes</p>
<p>For Prakash Steelage Limited</p> <p></p> <p></p> <p>Dhaval N. Darji Company Secretary and Compliance Officer Membership No. ACS46381</p>