

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - MSP Steel & Power Limited
2. Quarter ending - 31-March-2020

i. Composition Of Board Of Director

| Title (Mr./ Ms) | Name of the Director | DIN | PAN | Category (Chairperson /Executive/ Non-Executive / Independent/Nominee) | Sub Category | Initial Date of Appointment | Date of Appointment | Date of cessation | Tenure | No. of Directors hip in listed entities including this listed entity | No of Independent Directorship in listed entities including this listed entity | No of memberships in Audit/ Stakeholder Committee(s) including this listed entity | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity | Membership in Committees of the Company | Remarks |
|-----------------|-----------------------|----------|------------|--|--------------|-----------------------------|---------------------|-------------------|--------|--|--|---|--|---|---------|
| Mr. | Saket Agrawal | 00129209 | ACJPA0455C | ED | MD | 30- Sep -2003 | 14-Nov-2019 | | | 2 | 0 | 2 | 0 | AC,SC | |
| Mr. | Manish Agrawal | 00129240 | ACJPA0456B | NED | | 05- Jul -2003 | 05-Jul-2003 | | | 2 | 0 | 5 | 2 | SC,NRC | |
| Mr. | Suresh Kumar Agrawal | 00587623 | ACXPA6339D | C & NED | | 10-Aug-2004 | 22-Sep-2016 | | | 2 | 0 | 2 | 0 | NA | |
| Mr. | Dhananjay Uchit Singh | 01018678 | AFPPS6839H | ED | | 21-Sep-2015 | 21-Sep-2019 | | | 1 | 0 | 0 | 0 | NA | |
| Mr. | Navneet Jagatramka | 01579357 | AELPJ6710M | ID | | 12-Dec-2003 | 26-Sep-2019 | | 195 | 1 | 1 | 1 | 0 | AC,NRC | |
| Mr. | Ashok Kumar Soin | 02986145 | ARBPS2974D | ID | | 21-Sep-2012 | 26-Sep-2019 | | 90 | 1 | 1 | 0 | 0 | NA | |
| Mr. | Kapil Deo Pandey | 07208719 | AFQPP0818J | ID | | 17-Jun-2015 | 21-Sep-2015 | | 57 | 1 | 1 | 4 | 1 | AC,SC ,NRC | |
| Mrs. | Suneeta Mohanty | 08398436 | AGUPM9686Q | ID | | 25-Mar-2019 | 20-Sep-2019 | | 12 | 1 | 1 | 1 | 1 | AC | |

| | |
|---|-----|
| Company Remarks | |
| Whether Permanent chairperson appointed | Yes |
| Whether Chairperson is related to MD or CEO | Yes |

For MSP STEEL & POWER LIMITED

Sujal
Company Secretary & Compliance Officer

ii. **Composition of Committees**

a. Audit Committee

| Sr. No. | Name of the Director | Category | Chairperson/Membership | Appointment Date | Cessation Date |
|---------|----------------------|----------|------------------------|------------------|----------------|
| 1 | Navneet Jagatramka | ID | Member | 26-Sep-2019 | |
| 2 | Kapil Deo Pandey | ID | Member | 21-Sep-2015 | |
| 3 | Suneeta Mohanty | ID | Chairperson | 20-Sep-2019 | |
| 4 | Saket Agrawal | ED | Member | 14-Nov-2019 | |

| | |
|---|-----|
| Company Remarks | |
| Whether Permanent chairperson appointed | Yes |

b. Stakeholders Relationship Committee

| Sr. No. | Name of the Director | Category | Chairperson/Membership | Appointment Date | Cessation Date |
|---------|----------------------|----------|------------------------|------------------|----------------|
| 1 | Manish Agrawal | NED | Member | 05-Jul-2003 | |
| 2 | Kapil Deo Pandey | ID | Chairperson | 21-Sep-2015 | |
| 3 | Saket Agrawal | ED | Member | 14-Nov-2019 | |

| | |
|---|-----|
| Company Remarks | |
| Whether Permanent chairperson appointed | Yes |

c. Risk Management Committee

| Sr. No. | Name of the Director | Category | Chairperson/Membership | Appointment Date | Cessation Date |
|---------|----------------------|----------|------------------------|------------------|----------------|
|---------|----------------------|----------|------------------------|------------------|----------------|

| | |
|---|--|
| Company Remarks | |
| Whether Permanent chairperson appointed | |

d. Nomination and Remuneration Committee

| Sr. No. | Name of the Director | Category | Chairperson/Membership | Appointment Date | Cessation Date |
|---------|----------------------|----------|------------------------|------------------|----------------|
| 1 | Navneet Jagatramka | ID | Member | 26-Sep-2019 | |
| 2 | Kapil Deo Pandey | ID | Chairperson | 21-Sep-2015 | |
| 3 | Manish Agrawal | NED | Member | 05-Jul-2003 | |

| | |
|---|-----|
| Company Remarks | |
| Whether Permanent chairperson appointed | Yes |

For MSP STEEL & POWER LIMITED


Company Secretary & Compliance Officer

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 | Whether requirement of Quorum met | Number of Directors present | Number of Independent Directors present |
|---|---|-----------------------------------|-----------------------------|---|
| 10-Oct-2019 | 27-Jan-2020 | Yes | 5 | 3 |
| 14-Nov-2019 | 14-Feb-2020 | Yes | 6 | 2 |
| 09-Dec-2019 | 05-Mar-2020 | Yes | 5 | 2 |
| | 31-Mar-2020 | Yes | 4 | 2 |

| | |
|---|----|
| Company Remarks | |
| Maximum gap between any two consecutive (in number of days) | 48 |

iv. Meeting of Committees

| Name of the Committee | Date(s) of meeting during of the committee in the previous quarter | Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (Yes/No) | Number of Directors present | Number of independent directors present |
|-----------------------|--|---|--|-----------------------------|---|
| Audit Committee | 14-Nov-2019 | 14-Feb-2020 | Yes | 3 | 2 |

| | |
|--|----|
| Company Remarks | |
| Maximum gap between any two consecutive (in number of days) [Only for Audit Committee] | 91 |

v. Related Party Transactions

| Subject | Compliance status (Yes/No/NA) | Remark |
|--|-------------------------------|--------|
| Whether prior approval of audit committee 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 | |

| | |
|--|--|
| Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions | |
|--|--|

For MSP STEEL & POWER LIMITED


Company Secretary & Compliance Officer

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. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
b. Any comments/observations/advice of Board of Directors may be mentioned here:

Name : Shreya Kar
Designation : Company Secretary & Compliance Officer

For MSP STEEL & POWER LIMITED

Company Secretary & Compliance Officer

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

| I. Disclosure on website in terms of Listing Regulations | | | |
|--|--------------------------|------------------------------------|------------------|
| Item | Compliance status | Company Remark | Website |
| As per regulation 46(2) of the LODR: | | | |
| Details of business | Yes | | www.mspsteel.com |
| Terms and conditions of appointment of independent directors | Yes | | www.mspsteel.com |
| Composition of various committees of board of directors | Yes | | www.mspsteel.com |
| Code of conduct of board of directors and senior management personnel | Yes | | www.mspsteel.com |
| Details of establishment of vigil mechanism/ Whistle Blower policy | Yes | | www.mspsteel.com |
| Criteria of making payments to non-executive directors | Yes | | www.mspsteel.com |
| Policy on dealing with related party transactions | Yes | | www.mspsteel.com |
| Policy for determining 'material' subsidiaries | Yes | | www.mspsteel.com |
| Details of familiarization programs imparted to independent directors | Yes | | www.mspsteel.com |
| Email address for grievance redressal and other relevant details entity who are | Yes | | www.mspsteel.com |
| Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances other relevant details | Yes | | www.mspsteel.com |
| Financial results | No | Within 60 days from end of Quarter | |
| Shareholding pattern | Yes | | www.mspsteel.com |
| Details of agreements entered into with the media companies and/or their associates | Not Applicable | | |
| Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange | Not Applicable | | |
| New name and the old name of the listed entity | Not Applicable | | www.mspsteel.com |
| Advertisements as per regulation 47 (1) | Yes | | www.mspsteel.com |
| Credit rating or revision in credit rating | No | It will be updated soon. | |

For MSP STEEL & POWER LIMITED


Company Secretary & Compliance Officer

| | | | |
|---|----------------|--|------------------|
| Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year | No | It will be filed along with AFR of MSP Steel And Power Limited | |
| As per other regulations of the LODR: | | | |
| Whether company has provided information under separate section on its website as per Regulation 46(2) | Yes | | www.mspsteel.com |
| Materiality Policy as per Regulation 30 | Yes | | www.mspsteel.com |
| Dividend Distribution policy as per Regulation 43A (as applicable) | Not Applicable | | |
| It is certified that these contents on the website of the listed entity are correct. | Yes | | |

II Annual Affirmations

| Particulars | Regulation Number | Compliance status (Yes/No/NA) | Company Remark |
|---|------------------------|-------------------------------|----------------|
| Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility' | 16(1)(b) & 25(6) | Yes | |
| Board composition | 17(1), 17(1A) & 17(1B) | Yes | |
| Meeting of Board of directors | 17(2) | Yes | |
| Quorum of Board meeting | 17(2A) | Yes | |
| Review of Compliance Reports | 17(3) | Yes | |
| Plans for orderly succession for appointments | 17(4) | Yes | |
| Code of Conduct | 17(5) | Yes | |
| Fees/compensation | 17(6) | Yes | |
| Minimum Information | 17(7) | Yes | |
| Compliance Certificate | 17(8) | Yes | |
| Risk Assessment & Management | 17(9) | Yes | |
| Performance Evaluation of Independent Directors | 17(10) | Yes | |
| Recommendation of Board | 17(11) | Yes | |
| Maximum number of directorship | 17A | Yes | |
| Composition of Audit Committee | 18(1) | Yes | |
| Meeting of Audit Committee | 18(2) | Yes | |
| Composition of nomination & remuneration committee | 19(1) & (2) | Yes | |
| Quorum of Nomination and Remuneration Committee meeting | 19(2A) | Yes | |
| Meeting of nomination & remuneration committee | 19(3A) | Yes | |

For MSP STEEL & POWER LIMITED


Company Secretary & Compliance Officer

| | | | |
|---|------------------------------|----------------|-------------------------------------|
| Composition of Stakeholder Relationship Committee | 20(1), 20(2) and 20(2A) | Yes | |
| Meeting of stakeholder relationship committee | 20(3A) | Yes | |
| Composition and role of risk management committee | 21(1),(2),(3),(4) | Not Applicable | |
| Meeting of Risk Management Committee | 22 | Not Applicable | |
| Vigil Mechanism | 22 | Yes | |
| Policy for related party Transaction | 23(1),(1A),(5),(6),(7) & (8) | Yes | |
| Prior or Omnibus approval of Audit Committee for all related party | 23(2), (3) | Yes | |
| Approval for material related party transactions | 23(4) | No | There are no material related party |
| Disclosure of related party transactions on consolidated basis | 23(9) | No | It will be updated |
| Composition of Board of Directors of unlisted material Subsidiary | 24(1) | Not Applicable | |
| Other Corporate Governance requirements with respect to subsidiary of listed entity | 24(2),(3),(4),(5) & (6) | Yes | |
| Annual Secretarial Compliance Report | 24(A) | Yes | |
| Alternate Director to Independent Director | 25(1) | Not Applicable | |
| Maximum Tenure | 25(2) | Yes | |
| Meeting of independent directors | 25(3) & (4) | Yes | |
| Familiarization of independent directors | 25(7) | Yes | |
| Declaration from Independent Director | 25(8) & (9) | Yes | |
| D & O Insurance for Independent | 25(10) | Not Applicable | |
| Memberships in Committees | 26(1) | Yes | |
| Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel | 26(3) | Yes | |
| Disclosure of Shareholding by Non-Executive Directors | 26(4) | Yes | |
| Policy with respect to Obligations of directors and senior management | 26(2) & 26(5) | Yes | |

Other Information

For MSP STEEL & POWER LIMITED

Company Secretary & Compliance Officer

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Not Applicable**

| | |
|--------------------------|--|
| Other Information | |
|--------------------------|--|

Name : SHREYA KAR
Designation : Company Secretary & Compliance Officer

For MSP STEEL & POWER LIMITED

Company Secretary & Compliance Officer