

12<sup>th</sup> October, 2020

1] The Secretary  
The Calcutta Stock Exchange Limited  
7, Lyons Range  
Kolkata 700 001  
Scrip code: 10023915

2] Listing Department  
National Stock Exchange of India Ltd.  
Exchange Plaza, Bandra-Kurla Complex,  
Bandra (E), Mumbai - 400 051  
Scrip code: MATTHANALL

**Sub: Compliance Report on Corporate Governance for the quarter  
and six months ended on 30<sup>th</sup> September, 2020**

Dear Sir/Madam,

In terms of Regulation 27(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Circular no. CIR/CFD/CMD/5/2015 dated 24<sup>th</sup> September, 2015 and Circular no. SEBI/HO/CFD/CMD1/CIR/P/2019/78 dated 16<sup>th</sup> July, 2019, issued by SEBI, a Compliance Report on Corporate Governance for the quarter ended on 30<sup>th</sup> September, 2020 is enclosed and marked as **Annexure I**.

Further, Compliance Report on Corporate Governance required to be submitted within six months from the end of the financial year, is also enclosed and marked as **Annexure II**.

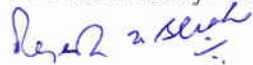
There were no material related party transactions during the quarter ended on 30<sup>th</sup> September, 2020.

Kindly acknowledge the receipt.

Thanking you,

Yours faithfully,

For **Maithan Alloys Limited**

  
Rajesh K. Shah  
Company Secretary

Encl: a/a

cc:

The Corporate Relationship Department  
BSE Limited  
1<sup>st</sup> Floor, Rotunda Building, P.J. Towers  
Dalal Street, Fort, Mumbai 400 001.  
Scrip Code: 590078

## Compliance Report on Corporate Governance

1. Name of Listed Entity: Maithan Alloys Limited
2. Quarter ending: 30th September, 2020

### I. Composition of Board of Directors

Title (Mr./ Ms.)	Name of the Director	PAN & DIN	Category (Chairperson/Executive/Non-Executive/Independent/No minee)	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure	Date of Birth	Whether special resolution Passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	No. Of directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	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.	S. C. Agarwalla	00088384; ACMPA9305J	Chairman-Executive	15-04-1992	-	-	-	27-11-1951	NA	-	1	-	1	-
Mr.	Subodh Agarwalla	00339855; ACMPA9296N	Executive	01-07-2006	-	-	-	12-09-1978	NA	-	1	-	1	-
Mr.	N. K. Agarwal	00378444; ACIPA3456A	Non-Executive-Independent	22-09-2014	22-09-2019	-	72 months	11-02-1949	Yes	20-08-2019	1	1	2	2
Mr.	Ashok Bhandari	00012210; ADUPB5894Q	Non-Executive-Independent	09-05-2017	-	-	41 months	02-02-1953	NA	-	7	7	9	-
Mr.	P. K. Venkatramani	05303022; ABIPV3988P	Non-Executive-Independent	10-11-2016	-	-	47 months	10-10-1950	NA	-	1	1	2	-
Mrs.	Kalpana Biswas Kundu	07006341; ADGPB7991L	Non-Executive-Independent	03-02-2016	-	-	56 months	06-06-1952	NA	-	1	1	2	-
Mr.	Parasanta Chattopadhyay	06968122; AHEPP2452J	Non-Executive	10-11-2016	-	-	-	17-01-1949	NA	-	1	-	-	-
Mr.	Vivek Kaul	00345022; ADKPK4029Q	Non-Executive-Independent	20-06-2020	-	-	3 months	08-03-1959	NA	-	1	1	-	-
Whether Regular chairperson appointed : Yes														
Whether Chairperson is related to managing director or CEO : Yes														

#### Notes:

- (1) Mr. S. C. Agarwalla, Chairman is the Promoter of the Company.
- (2) The details relating to the Tenure and Date of Initial Appointment of the Directors, has been provided on the basis of FAQs and Guidance Note on Corporate Governance issued by National Stock Exchange of India Limited.
- (3) Shareholder's approval for appointment of Mr. Vivek Kaul as an Independent Director of the Company for a period of 3 consecutive years w.e.f. 20th June, 2020 has been obtained on 26th September, 2020.



## II. Composition of Committees

Name of Committee	Whether Regular chairperson appointed	Name of Committee Members	Category (Chairperson/ Executive / Non-Executive/ Independent/ Nominee)	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Mr. N. K. Agarwal	Chairperson-Non-Executive-Independent	31-01-2002	-
		Mr. Subodh Agarwalla	Executive	31-07-2019	-
		Mr. P. K. Venkatramani	Non-Executive-Independent	03-02-2016	-
2. Nomination & Remuneration Committee	Yes	Mr. N. K. Agarwal	Chairperson-Non-Executive-Independent	31-01-2002	-
		Ms. Kalpana Biswas Kundu	Non-Executive-Independent	03-02-2016	-
		Mr. P. K. Venkatramani	Non-Executive-Independent	10-02-2017	-
3. Risk Management Committee	Yes	Mr. S. C. Agarwalla	Chairperson-Executive	08-11-2014	-
		Mr. P. K. Venkatramani	Non-Executive-Independent	08-11-2014	-
		Mr. Pramod K Chaudhary	Member	08-11-2014	-
4. Stakeholders Relationship Committee	Yes	Mr. N. K. Agarwal	Chairperson-Non-Executive-Independent	31-07-2019	
		Mr. S. C. Agarwalla	Executive	30-05-1998	-
		Ms. Kalpana Biswas Kundu	Non-Executive-Independent	03-02-2016	-
5. Corporate Social Responsibility Committee	Yes	Mr. S. C. Agarwalla	Chairperson-Executive	11-11-2013	-
		Mr. Subodh Agarwalla	Executive	11-11-2013	-
		Ms. Kalpana Biswas Kundu	Non-Executive-Independent	31-07-2019	-

Notes:

(1) Company has formed the Risk Management Committee, constitution of which is not mandatorily required under the law.

(2) Mr. N K Agarwal was appointed as Chairman of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee w.e.f. 14.05.2012, 21.04.2003 and 31.10.2019 respectively. Mr. S C Agarwalla was appointed as Chairman of Risk Management Committee and Corporate Social Responsibility Committee w.e.f. 12.11.2014 and 06.02.2014 respectively.

## 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	Maximum gap between any two consecutive meetings (in number of days)
20-06-2020	06-08-2020	Yes	6	3	46



**IV. Meeting of Committees**

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present	Number of independent directors present	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
<b>Audit Committee</b>					
06-08-2020	Yes	3	2	20-06-2020	46
<b>Stakeholders Relationship Committee</b>					
06-08-2020	Yes	3	2	20-06-2020	46
<b>Nomination &amp; Remuneration Committee</b>					
-	NA	-	-	20-06-2020	-
<b>Corporate Social Responsibility Committee</b>					
06-08-2020	Yes	3	1	20-06-2020	46
<b>Risk Management Committee</b>					
06-08-2020	Yes	2	1	20-06-2020	46

\* Details of Quorum: The quorum for each committee meeting as fixed by the Board of Directors is such number of members which shall be not less than 1/3rd of the total number of member of the committee or 2 whichever is higher, unless otherwise stated under the law.

**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 approval have been reviewed by Audit Committee	NA

**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
  - Risk Management Committee - N.A.
- 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. The report submitted for the quarter ended 30.06.2020 has been placed before Board of Directors in its meeting held on 6.08.2020.
6. This report will be placed before the Board of Directors in the upcoming Board Meeting.

**For Maithan Alloys Limited**

*Rajesh K. Shah*

**Rajesh K. Shah  
Company Secretary**



Date: 12.10.2020

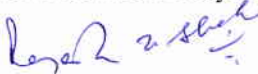
Place: Kolkata

## ANNEXURE II

### Compliance Report on Corporate Governance at the end of 6 months ended 30<sup>th</sup> September, 2020.

<b>I Affirmations</b>		
<b>Broad Heading</b>	<b>Regulation Number</b>	<b>Compliance Status (Yes/No/NA)</b>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting	19(3)	Yes
Presence of Chairperson of the Stakeholder Relationship Committee at the Annual General Meeting	20(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V.	Yes

For Maithan Alloys Limited

  
**Rajesh K. Shah**  
 Company Secretary



Date: 12.10.2020  
 Place: Kolkata