



स्टील अथॉरिटी ऑफ इण्डिया लिमिटेड
STEEL AUTHORITY OF INDIA LIMITED

Corrected Copy

BY COURIER

No.CA-20(152)/2017

April 15, 2017

The General Manager (MO)
Bombay Stock Exchange
Corporate Relationship Department
1st Floor, New Trading Ring,
Rotunda Building, P.P. Tower,
Dalal Street, Fort,
Mumbai-400001

The Asstt. Vice President
National Stock Exchange of India Ltd.
Plot No.C/1, G Block,
Bandra-Kurla Complex, Bandra (East),
Mumbai-400 051.

Sub:- Corporate Governance Report for the quarter ended 31st March, 2017

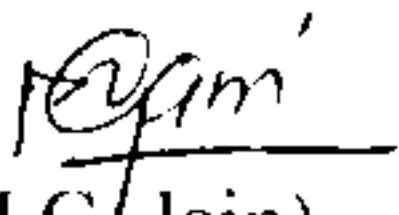
Ref: Regulation 27(2) of SEBI(Listing Obligations and Disclosure Requirements)
Regulations, 2015.

Dear Sir,

In terms of Regulation 27(2) of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, the Corporate Governance Report for the quarter ended 31st March, 2017 is enclosed herewith.

Kindly acknowledge receipt.

Yours faithfully,


(M.C/Jain)
ED(F&A) & Secretary

Encl: As above.

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. **Name of the Listed Entity- Steel Authority of India Ltd.**
2. **Quarter ending- 31st March, 2017**

1. Composition of Board of Directors									
Title (Mr./Ms.)	Name of the Director	PAN ^s & DIN	Category/ Chairperson /Executive/ Non-Executive/ independent/ Nominee)*	Date of Appointment in the current term/cessation	Tenure* (Years)	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 entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this entity (Refer Regulation 26(1) of Listing Regulations)	
Mr.	P.K. Singh	AMCPS6864N 06398868	Chairperson Executive	10/12/2015		0	Nil	Nil	
Mr.	Saraswati Prasad	ACYPP2298R 07729788	Nominee Director Non Executive	08/02/2017		0	Nil	Nil	
Mr.	Anil Kumar Chaudhary	AADPC9882H 03256818	Executive Director	01/09/2011		0	1	Nil	
Mr.	Kalyan Maity	ABFPM4585Q 06530613	Executive Director	01/03/2013		0	Nil	Nil	
Mr.	Sunil Barthwal	AEUPB0883J 07066759	Nominee Director Non Executive	22/12/2014		0	Nil	Nil	
Mr.	P.K.Dash	ADQPD7117E 01578400	Independent Director	18/11/2015	3	1	1	Nil	
Mr.	Ashok Gupta	AAAPG1166D 07342950	Independent Director	18/11/2015	3	1	1	Nil	
Mr.	Parmod Bindal	AAQPB1314E 06389570	Independent Director	18/11/2015	3	1	2	1 (Audit Committee)	
Ms.	Anshu Vaish	ABSPV7032L 02924346	Independent Director	18/11/2015	3	1	1	Nil	

Mr.	N Mohapatra	AJJPM9167C 07352648	Executive Director	27/11/2015		0	1	Nil
Mr.	G. Vishwakarma	ADBPV7438F 07389419	Executive Director	31/12/2015		0	Nil	Nil
Mr.	Raman	ABXPR1035N 06840232	Executive Director	01/07/2016		0	1	Nil
Mr.	Samar Singh	AGJPS5943H 07725642	Independent Director	04/02/2017	3	1	2	1 (Stakeholders Relationship Committee)
Mr.	Nilanjan Sanyal	ABPPS9220A 03026624	Independent Director	04/02/2017	3	1	0	Nil
Ms.	Soma Mondal	AEQPM7503N 06845389	Executive Director	01/03/2017		0	Nil	Nil

⁵PAN number of any director would not be displayed on the website of Stock Exchange.

⁶category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen

*to be filled only for Independent Director. Tenure would mean total period for which Independent Director is serving on the Board of Directors of the listed entity in continuity without any cooling off period.

II. Composition of Committee

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) ⁵
1. Audit Committee		
	Mr. Parmod Bindal	Chairperson Independent Director
	Mr P.K. Dash	Independent Director
	Prof. Ashok Gupta	Independent Director
	Ms. Anshu Vaish	Independent Director

	Mr Raman		Executive Director
	Dr. Samar Singh		Independent Director
2. Nomination & Remuneration Committee	Name of Committee members		Category (Chairperson/Executive/Non-Executive/Independent/Nominee)^s
	Ms. Anshu Vaish		Chairperson Independent Director
	Mr P.K Singh		Chairman(SAIL)
	Mr Sunil Barthwal		Nominee Director
	Prof. Ashok Gupta		Independent Director
	Shri Nilanjan Sanyal		Independent Director
3. Risk Management Committee (if applicable)	Name of Committee members		Category (Chairperson/Executive/Non-Executive/Independent/Nominee)^s
	Mr. Parmod Bindal		Chairperson Independent Director
	Prof. Ashok Gupta		Independent Director
	Mr. Anil Kumar Chaudhary		Executive Director
	Mr. Raman		Executive Director
	Ms. Soma Mondal		Executive Director
	CEO Bokaro Steel Plant		NA
	CEO Durgapur Steel Plant		NA

4. Stakeholders Relationship Committee ⁵	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) ⁵
	Dr. Samar Singh	Chairperson Independent Director
	Mr Parmod Bindal	Independent Director
	Mr Anil Kumar Chaudhary	Executive Director
	Dr. N. Mohapatra	Executive Director

⁵Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.

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)
24 th November, 2016	9 th February, 2017	47 days (23.12.2016 to 09.02.2017)
8 th December, 2016	24 th March, 2017	42 days (09.02.2017 to 24.03.2017)
23 rd December, 2016		

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 meetings in number of days*
8 th February, 2017 (Audit Committee)	Yes, All Members were Present	23 rd November, 2016 (Audit Committee)	61 days (08.12.2016 to 08.02.2017)
23 rd March, 2017 (Audit Committee)	Yes, All Members were Present	8 th December, 2016 (Audit Committee)	42 days (08.02.2017 to 23.03.2017)

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.

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	Yes

refer to note below

Note:

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.

VI. Affirmation

1. The composition of Board of Directors is not in terms of SEBI (Listing obligation and disclosure requirements) Regulations, 2015. (Not complied with)
2. The composition of the following committee is in terms of SEBI (Listing obligation 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 obligation 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 obligation 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:
The Corporate Governance Reports for the previous quarter was placed before the Board in its meeting held on 9th February, 2017. The Board has taken note of the same. This report will be submitted to the Board in the next meeting.



(M C Jain)
मुकेश चन्द जैन / MUKESH CHAND JAIN
ED(F&A) & Secretaries (F&A) एवं कंपनी सचिव
Name & Designation (F. & A.) & Company Secretary
वेबल अभिलेखी ऑफ इण्डिया लिमिटेड
Company Secretary/Compliance Officer/Managing Director/CEO

Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by listed and instead a statement "same as previous quarter" may be given.

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

1. Disclosure on website in terms of Listing Regulations		Compliance status (Yes/No/NA) refer note below
Item		
Details of business		Yes
Terms and conditions of appointment of independent directors		Yes
Composition of various committees of board of directors		Yes
Code of conduct of board of directors and senior management personnel		Yes
Criteria of making payment to non-executive directors		Yes
Policy on dealing with related party transactions		Yes
Policy of determining 'material' subsidiaries		Yes
Details of familiarization programmes imparted to independent directors		Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances		Yes
Email address for grievance redressal and other relevant details		Yes
Financial results		Yes
Shareholding pattern		Yes
Details of agreements entered into with the media companies and/or their associates		NA
New name and old name of the listed entity		NA
II. Annual Affirmations		Compliance status (Yes/No/NA) refer note below
Particulars	Regulation Number	
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)	No (Being a Govt Company, Directors are appointed by the Govt of India)
Meeting of Board of directors	17(2)	Yes
Review of Compliance Report	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)	NA (Being a Govt Company, Independent Directors on its Board are appointed on nomination by the Govt of India)
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1), (2) (3), (4)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23 (1), (5) (6) (7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	NA
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2), (3), (4), (5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
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	Yes	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
Note		

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if Board has been composed in accordance with the requirement of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here,
3. If the Listed Entity would like to provide any other information the same may be indicated here.

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.

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(M C मुकुंश) चन्द्र जैन / MUKESH CHAND JAIN
 ED (F & A) & Company Secretary (फैड एंड कंपनी सेक्रेटरी)
 Executive Director (F. & A.) & Company Secretary
 स्टील अथॉरिटी ऑफ इंडिया लिमिटेड
 इस्पत भवन, लोदी रोड, नई दिल्ली-110003
 Ispat Bhawan, Lodi Road, New Delhi-110003

Company Secretary/Compliance Officer/Managing Director/CEO