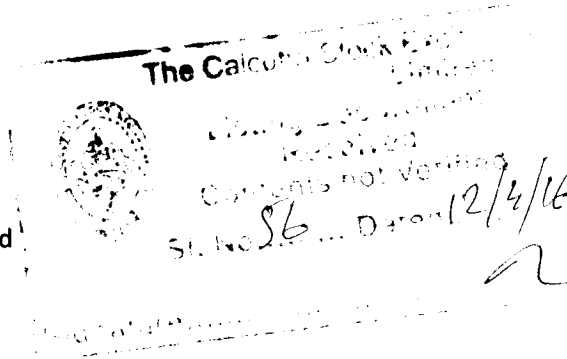




Mangal Steel Enterprises Ltd.

Dated : 12.04.2016

To,
The Listing Department
The Calcutta Stock Exchange Limited
7, Lyons Range
Kolkata- 700001



Sub : **Compliance Report on Corporate Governance for the Quarter ending March31, 2016**
Compliance Report on Corporate Governance for the Financial Year ending March31, 2016

Sir,

We are sending the following reports in the prescribed format as required under Regulation 27 of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 read with SEBI Circular dated 24.09.2015:

- (i) Compliance Report on Corporate Governance for the Quarter ending March31, 2016
- (ii) Compliance Report on Corporate Governance for the Financial Year ending March31, 2016

The above reports shall be placed before the Board of Directors in its forthcoming meeting.

Thanking You,

Yours faithfully

For MANGAL STEEL ENTERPRISES LIMITED

(RAMESH KUMAR SHARMA)
COMPLIANCE OFFICER

Encl.: As above

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity : **Mangal Steel Enterprises Limited**
2. Quarter ending : **31-March-2016**

I. Composition of Board of Directors										
Title (Mr./Mrs)	Name of the Director	DIN	PAN	Category(Chairperson/Executive/ Non-Executive/ Independent/ Nominee)	Date of Appointment	Date of cessation	Tenure	No of Directorship in Audit/Stakeholder Committee(s) including this listed entity	No of membership 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
Mr.	Bishwanath Garodia	00309815	ADGPG4384E	MD	11-Aug-1981			0	2	1
Mr.	Brij Mohan Dalmia	00615993	ABSPD2799J	ID	02-July-1996			0	2	1
Mrs.	Usha Garodia	00838971	ADBP G5120D	WTD	21-Dec-1988			0	1	0
Mr.	Dip Chand Agarwal	07300072	AMP PA9609J	ID	30-Sept-2015			0	2	1

ii. Composition of Committees

Audit Committee			
Sr.No	Name of the Director	Category	Chairperson/Membership
1.	Bishwanath Garodia	ED	Chairperson
2.	Dip Chand Agarwal	NED, ID	Member
3.	Brij Mohan Dalmia	NED, ID	Member

Stakeholders relationship Committee			
Sr.No	Name of the Director	Category	Chairperson/Membership
1.	Dip Chand Agarwal	NED, ID	Chairperson
2.	Bishwanath Garodia	ED	Member
3.	Brij Mohan Dalmia	NED, ID	Member

Nomination and remuneration Committee			
Sr.No	Name of the Director	Category	Chairperson/Membership
1.	Brij Mohan Dalmia	NED, ID	Chairperson
2.	Dip Chand Agarwal	NED, ID	Member
3.	Usha Garodia	ED	Member

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)
14.11.2015	13.02.2016	89


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)
13.02.2016	yes	14.11.2015	89

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	Not Applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. :
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirement) Regulations, 2015

- a. Audit Committee : - Yes
 - b. Stakeholders relationship committee : - Yes
 - c. Nomination & remuneration committee : - Yes
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 closure 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 : Mr. Ramesh Kumar Sharma.
Designation : 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. <u>Disclosure on website in terms of Listing Regulations</u>		
<u>Item</u>	<u>Compliance status (Yes/No/NA)</u>	
Details of business	YES	
Terms and conditions of appointment of independent directors	NO	
Composition of various committees of board of directors	NO	
Code of conduct of board of directors and senior management personnel	NO	
Details of establishment of vigil mechanism/Whistle Blower policy	NO	
Criteria of making payments to non- executive directors	NO	
Policy on dealing with related party transactions	NO	
Policy for determining 'material 'subsidiaries	NO	
Details of familiarization programmes imparted to independent directors	NO	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	NO	
Email address for grievance redressal and other relevant details	NO	
Financial results	NO	
Shareholdings pattern	NO	
Details of agreements entered into with the media companies and/or their associates	NO	
New name and the old name of the listed entity	YES	
<u>II . Annual Affirmations</u>		
<u>Particulars</u>	<u>Regulation Number</u>	<u>Compliance status (Yes/No/NA)</u>
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)	YES
Meeting of Board of directors	17(2)	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
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)	NA
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)	YES
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)	NA
Maximum of independent directors	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 form 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

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. :-

Name : Mr Ramesh Kumar Sharma
Designation : Compliance Officer