



Mangal Steel Enterprises Ltd.

Date: 19/10/2022

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

Dear Sir,

Sub: Compliance Report on Corporate Governance for the Second Quarter ended on 30TH day of September, 2022 under regulation 27(2) of the SEBI (Listing Obligations and Disclosure requirement) Regulations 2015

Ref: Mangal Steel Enterprises Limited (Scrip Code: 23097)

We are sending herewith the following reports in the prescribed format as required under regulation 27 of the SEBI (Listing Obligations and Disclosure requirement) Regulations 2015 read with SEBI circular dated 24.09.2015:

- a) Compliance report on Corporate Governance for the Second quarter ended on **30th day of September, 2022.**

The above reports shall be placed before the Board of Directors in forth coming meeting.

Thanking You.

For Mangal Steel Enterprises Limited

(Sarita Shaw)
Company Secretary & Compliance Officer

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. Name of Listed Entity : **Mangal Steel Enterprises Limited**
 2. Quarter ending : **30th September, 2022**

I.		II. Composition of Board of Directors											
Title (Mr./Ms.)	Name of the Director	PAN	DIN	Category (chairperson/ Executive /Non – Executive/Independent /Nominee)	Initial Date of Appointment	Date of Re-appointment	Date of cessation	Tenure	Date of Birth	No. of Directors hip in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	No of Independent Directorship in listed entities including this listed entities [In reference to proviso to Regulation 17A(1)]	Number of membership in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulation)	No of Post of Chairperson in Audit / Stakeholder Committee held in Listed entities including this listed entities (refer Regulation 26(1) of Listing Regulation)
Mr.	Adarsh Garodia	AGUPG4983A	00912347	Executive-MD & CEO	22 May 2020	-	N.A	-	02-09-1979	1	0	2	0
Ms.	Usha Garodia	ADBPG5120D	00838971	Executive	21-Dec-1988	30-09-2021	N.A	-	15-03-1951	1	0	0	0
Mr.	Brij Mohan Dalmia	ABSPD2799J	00615993	NED-Independent Director	02-July -1996	30-09-2021	30.07.2022	-	23-06-1946	0	0	0	0
Mr.	Sushil Kumar Jalan	ACLPI8381Q	08467172	NED Independent Director	30-05-2019	-	N.A	40 months	03/06/1952	1	1	2	-
Mr.	Dip Chand Agarwal	AMPPA9609J	07300072	NED Independent director, Chairman w.e.f 30.07.2022	30-Sept 2015	29-09-2020	N.A	84 Months	18-02-1963	1	1	2	2
Mr.	Anil Kishor Singhania	ALUPS7503B	00953677	NED, Non Independent	30.07.2022	-	N.A	2 months	23-09-1960	1	1	0	0

Note: Mr. Brij Mohan Dalmia resigned from the board and Mr. Anil Kishor Singhania appointed on the board on 30th July, 2022.

Whether regular chairperson appointed (Mr. Dip Chand Agarwal is appointed as Chairman of the company w.e.f 30.07.2022)	Yes
Whether Chairperson is related to Managing director or CEO	No

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

III. Composition of Committee					
Name of Committee	Whether regular chairperson appointed	Name of Committee member	Category (Chairperson Executive/Non Executive/Independent/Nominee)	Date of appointment	Date of Cessation
Audit Committee	Yes	Mr. Dip Chand Agarwal	Chairperson- Non Executive Independent	30 September, 2015	
		Mr. Sushil Kr. Jalan	Member – Non Executive Independent	30 May, 2019	
		Mr. Adarsh Garodia	Member – Managing Director & CEO	22 May, 2020	
Nomination and Remuneration Committee	Yes	Mr. Sushil Kumar Jalan	Chairman- Non Executive Independent Director	30 May, 2019	
		Mr. Dip Chand Agarwal	Member- Non Executive Independent Director	30 September, 2015	
		Mr. Brij Mohan Dalmia	Member – Non Executive Independent Director	30 September 2016*	30 th July, 2022
		Mr. Anil Kishor Singhania	Member- Non Executive, Non Independent	30 th July, 2022	
Stakeholders Relationship Committee	Yes	Mr. Dip Chand Agarwal	Chairperson- Non Executive Independent	30 September, 2015	
		Mr. Sushil Kr. Jalan	Member – Non Executive Independent	30 May, 2019	
		Mr. Adarsh Garodia	Member – Non Executive Independent	22 May, 2020	
Corporate Social Responsibility Committee	Yes	Mr. Sushil Kr. Jalan	Member – Non Executive Independent	30 May, 2019	
		Mr. Dip Chand Agarwal	Member – Non Executive Independent	30 September, 2015	
		Mrs. Usha Garodia	Member- Executive, Whole – time Director	21 December, 1988	

*Appointed as an Independent director of the company

IV. Meeting of Board of Director					
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 Director's present	No. of Independent Director's present	Maximum gap between any two consecutive meeting (in number of days)
11.05.2022	30.07.2022	Yes	5	3	72
18.05.2022	11.08.2022	Yes	5	2	
	01/09/2022	Yes	5	2	

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

V. Meetings of Committees						
Name of the Committee	Date(s) of Meeting(if any) in the relevant quarter	Whether requirement of Quorum met*	Number of Director Present*	Number of Independent Director Present	Date (s) of meeting of the committee in the previous quarter	Maximum gap between any two meeting in number of days
Audit Committee	11.08.2022	Yes	3	2	11.05.2022 & 18.05.2022	84
Nomination & Remuneration Committee	30.07.2022 & 01/09/2022	Yes	3	2	18.05.2022	72
Stakeholders Relationship Committee	11.08.2022	Yes	3	2	18.05.2022	84
Corporate Social Responsibility Committee	11.08.2022	Yes	3	2	18.05.2022	84

VI. Related Party Transaction	
Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee is obtained	YES
Whether Shareholder approval obtained for material related Party Transaction	YES
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	YES

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

VII. 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. Corporate Social Responsibility Committee	Yes
3.	The Committee member have been made aware of their power role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015	Yes
4	The meeting of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015	Yes
	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	Report for the quarter/year ended June 30, 2022 was placed before the board in its meeting held on 30 th July, 2022. The same was noted by the board.

For Mangal Steel Enterprises Limited

(Sarita Shaw)
Company Secretary

October 19, 2022

ANNEX III

REPORT ON CORPORATE GOVERNANCE

Affirmations		
Heading	Regulation Number	Compliance Status (Yes/No/NA)* refer note below
Copy of Annual Report including Balance sheet, Profit & 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 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
<p>Note:</p> <ol style="list-style-type: none"> 1. In column "Compliance Status" Compliance or non-compliance may be indicated by Yes/No/NA. 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 transaction the word "N.A" may be indicated. 2. If status is "No" details of non-compliance may be given here. 3. If the listed company would like to provide any other information the same may be indicated here. 		
<p>Name & Designation</p> <p>Sd/- Sarita Shaw Company Secretary and Compliance Officer</p>		

COMPLIANCE REPORT ON CORPORATE GOVERNANCE (ANNEXURE- IV)

For the half year ending 30th September, 2022

I. Disclosure of Loan/Guarantees/comfort letters/ Securities etc. *refer note below

A. Any Loan or any other form of debt advanced by the listed entity directly and indirectly to:

Entity	Aggregate amount advanced during six month	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	-	-
Promoter Group or any other entity controlled by them	-	-
Directors (including relatives) or any other entity controlled by them	-	-
KMP or any other entity controlled by them	-	-

B. Any Guarantee/ comfort letter (by whatever name called) provided by the listed entity
Directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	-	-	-
Promoter Group or any other entity controlled by them	-	-	-
Directors (including relative) or any other entity controlled by them	-	-	-
KMPs or any other entity controlled by them	-	-	-

- C. Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any form of debt availed by :

Entity	Type of security (Cash, Shares etc,)	Aggregate value of securities provided during six months	Balance outstanding at the end of six month
Promoter or any other entity controlled by them	-	-	-
Promoter group or any other entity controlled by them	-	-	-
Director (including relatives or any other entity controlled by them	-	-	-
KMPs or any other entity controlled by them	-	-	-

II. Affirmations:

All loans (or other form of debt), guarantees, comfort letter (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) including their relatives) Key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.

Sd/-

Ramesh Kumar Sharma
Chief Financial Officer

Note:

1. *These disclosures shall exclude any loan (or other form of debt), guarantee/comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;*
 - a) *by a government company to/for the government or Government company*
 - b) *by the listed entity to/for its subsidiary [and joint venture company] whose accounts are consolidated with the listed entity.*
 - c) *by a banking company or an insurance company; and*
 - d) *by the listed company to its employee or directors as a part of the service conditions*
2. *If the Listed Entity would like to provide any other information, the same may be indicated as a Para D in the above table.*