



maithan alloys ltd

ISO 9001 : 2008 COMPANY

Registered Office : Ideal Centre, 4th Floor
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CIN - L27101WB1985PLC039503

April 11, 2018

1] The Secretary
The Calcutta Stock Exchange Limited
7, Lyons Range
Kolkata 700 001
Scrip code: 023915

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

**Sub: Compliance Report on Corporate Governance for the quarter and
the year ended 31st March, 2018**

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 24th September, 2015 issued by SEBI, a Compliance Report on Corporate Governance for the quarter ended 31st March, 2018 is enclosed and marked as **Annexure I**.

Further, Compliance Report on Corporate Governance for the whole of financial year ended 31st March, 2018 is also enclosed and marked as **Annexure II**.

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
1st 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: 31st March, 2018

I. Composition of Board of Directors

Title (Mr./ Ms.)	Name of the Director	PAN & DIN	Category (Chairperson/Executive/Non- Executive /Independent/Nominee)	Date of Appointment in the current term /Cessation	Tenure	No. of Directorship in listed entities including this listed entity	Number 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
Mr.	S. C. Agarwalla	00088384; ACMPA9305J	Chairman-Executive	01-04-2016	-	1	1	-
Mr.	Subodh Agarwalla	00339855; ACMPA9296N	Executive	01-04-2016	-	1	-	-
Mr.	N. K. Agarwal	00378444; ACIPA3456A	Independent-Non-Executive	22-09-2014	5 years	1	1	1
Mr.	Biswajit Choudhuri	00149018; ABWPC3097Q	Independent-Non-Executive	22-09-2014	5 years	3	6	2
Mr.	Ashok Bhandari	00012210; ADUPB5894Q	Independent-Non-Executive	09-05-2017	5 years	6	4	1
Mr.	Vikash Kumar Jewrajka	01495403; ACGPJ9726L	Independent-Non-Executive	22-09-2014	5 years	1	1	-
Mr.	P. K. Venkatramani	05303022; ABIPV3988P	Independent-Non-Executive	10-11-2016	5 years	1	2	-
Mrs.	Kalpana Biswas Kundu	07006341; ADGPB7991L	Independent-Non-Executive	03-02-2016	5 years	1	2	-
Mr.	Parasanta Chattopadyay	06968122; AHEPP2452J	Non-Executive	10-11-2016	-	1	1	-



II. Composition of Committees

Name of Committee	Name of Committee Members	Category (Chairperson/ Executive / Non-Executive/ Independent/ Nominee)
1. Audit Committee	Mr. N. K. Agarwal	Chairperson-Independent-Non-Executive
	Mr. Vikash Kumar Jewrajka	Independent-Non-Executive
	Mr. P. K. Venkatramani	Independent-Non-Executive
2. Nomination & Remuneration Committee	Mr. N. K. Agarwal	Chairperson-Independent-Non-Executive
	Ms. Kalpana Biswas Kundu	Independent-Non-Executive
	Mr. P. K. Venkatramani	Independent-Non-Executive
3. Risk Management Committee	Mr. S. C. Agarwalla	Chairperson-Executive
	Mr. P. K. Venkatramani	Independent-Non-Executive
	Mr. Pramod K Chaudhary	Member
4. Stakeholders Relationship Committee	Mr. Biswajit Choudhuri	Chairperson-Independent-Non-Executive
	Mr. S. C. Agarwalla	Executive
	Ms. Kalpana Biswas Kundu	Independent-Non-Executive
5. Corporate Social Responsibility Committee	Mr. S. C. Agarwalla	Chairperson-Executive
	Mr. Subodh Agarwalla	Executive
	Mr. Vikash Kumar Jewrajka	Independent-Non-Executive

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 meetings (in number of days)
November 09, 2017	January 27, 2018	78

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 [*]
Audit Committee			
January 27, 2018	Yes	November 09, 2017	78
Stakeholders Relationship Committee			
January 27, 2018	Yes	November 09, 2017	-
Nomination & Remuneration Committee			
January 27, 2018	Yes	None	-
Corporate Social Responsibility Committee			
January 27, 2018	Yes	November 09, 2017	-
Risk Management Committee			
None	N.A.	None	-

[#] Details of Quorum: The quorum for each committee meeting is 1/3rd of the total number of member of the committee or 2 whichever is higher.

^{*} This information has been given for audit committee only.



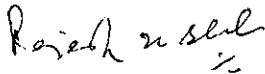
V. Related Party Transactions

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

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 Requirements) Regulations, 2015.
 - a. Audit Committee
 - b. Nomination & Remuneration Committee
 - c. Stakeholders Relationship Committee
 - d. Risk Management Committee - N.A.
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.
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 in the previous quarter ended 31.12.2017 has been placed before Board of Directors in its meeting held on 27.01.2018.
6. This report will be placed before the Board of Directors in the upcoming Board Meeting.

For Maithan Alloys Limited



Rajesh K. Shah
Company Secretary

Date: 11.04.2018

Place: Kolkata

Compliance Report on Corporate Governance for the whole of financial year 2017-18

I. Disclosure on website in terms of Listing Regulations		
Item		Compliance status (Yes/No/ NA)
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
Details of establishment of vigil mechanism/ Whistle Blower policy		Yes
Criteria of making payments to non-executive directors		Yes
Policy on dealing with related party transactions		Yes
Policy for 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 the old name of the listed entity		NA
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
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)	N.A.
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)	N.A.
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)	N.A.
Composition of Board of Directors of unlisted material Subsidiary	24(1)	N.A.
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

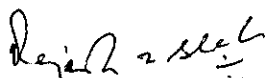


Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non- Executive Directors	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, wherever required.

For Maithan Alloys Limited



Rajesh K. Shah
Company Secretary

Date: 11.04.2018

Place: Kolkata