



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

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA)refer note below	
Details of business	Manufacturing of Steel & Wire	
Terms and conditions of appointment of independent directors	No - (Please see remark mentioned in point (a) of Affirmations)	
Composition of various committees of board of directors	Yes (Audit Committee & Stakeholders Relationship Committee) - (Please see remark mentioned in point (b) of Affirmations)	
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	No - (Please see remark mentioned in point (c) of Affirmations)	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	NA	
Details of familiarization programmes imparted to independent directors	No (Please see remark mentioned in point (e) of Affirmations)	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Aashish Jhunjunwala, MD Ph - 033 - 2242 1200	
email address for grievance redressal and other relevant details	aashish@ramsarup.com	
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)refer note below
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	No - (Please see remark mentioned in point (a) of Affirmations)
<i>Board composition</i>	17(1)	No - (Please see remark mentioned in point (a) of Affirmations)
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	No - (Please see remark mentioned in point (d) of Affirmations)
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes

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Kolkata 700001

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Website : www.ramsarup.com

Ramsarup Industries Ltd.



<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	No (Please see remark mentioned in point (f) of Affirmations)
<i>Risk Assessment & Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	No - (Please see remark mentioned in point (a) of Affirmations)
<i>Composition of Audit Committee</i>	18(1)	No - (Please see remark mentioned in point (b)(i) of Affirmations)
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	No - (Please see remark mentioned in point (b)(ii) of Affirmations)
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	No - (Please see remark mentioned in point (a) of Affirmations)
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	NA
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) & (8)	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	NA
<i>Approval for material related party transactions</i>	23(4)	NA
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	NA
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	NA
<i>Maximum Directorship & Tenure</i>	25(1) & (2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	No - (Please see remark mentioned in point (a) of Affirmations)
<i>Familiarization of independent directors</i>	25(7)	No - (Please see remark mentioned in point (a)&(e) of Affirmations)
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes

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Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
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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.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations:

(a) Terms and conditions of appointment of independent directors -

Remark : The Board of Director comprise of 3 Directors all of whom are executive leading to non-compliance of the clause which requires that at least 50% of the Board should comprise of Non-executive directors and 50% of the Board should also comprise of Independent Director, if Chairman is executive director. However, we have already informed that the Company had been registered with BIFR. Subsequently the matter had been referred to AAIFR and AAIFR set aside the impugned order and remand the matter back to BIFR with direction to consider the submission of all the parties and pass order afresh after giving specific finding through a reasoned order and for this company is facing difficulty in introducing **Independent Directors / Women Directors / Non Executive Directors** on the Board. **Hence no terms & conditions of appointment of Independent Director have been disclosed on the Website.** In the due course necessary compliance will be made.

(b) Composition of various committees of board of directors -

i) Audit Committee

Remarks: As already stated there is no Independent Director on the Board, hence the Audit Committee does not comprise of any Independent Director as its member. All the plants of the Company are closed and there is hardly any business/turnover in the Company. However, in due course this compliance will also be done.

ii) Nomination & Remuneration Committee

Remarks: No payments are being made to Directors hence the same has not been formed. However the committee will be formed very shortly.

iii) Risk Management Committee (applicable to the top 100 listed entities) – N.A.

(c) Criteria of making payments to Non-Executive directors -

Remarks : As already stated there is no Non-Executive Director on the Board, hence **no criteria of making payments to Non-Executive Directors have been disclosed on the Website.** However, in due course this compliance will also be done.

(d) Plans for orderly succession for appointments -

Remarks : Since company has applied in BIFR it is very difficult to find new Directors as of now.

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(e) Details of familiarization programmes imparted to Independent Directors -

Remark - As stated above there is no Independent Director on the Board, hence there is no such familiarization programmes imparted to Independent Directors. However, in due course this compliance will also be done.

(f) Compliance Certificate

Remark - There is no CFO in the company, hence certification is being done only by CEO.

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

Aashish Jhujhunwala
Managing Director
DIN - 00351451

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