

General information about company	
Script code	513511
NSE Symbol	
MSEI Symbol	
ISIN	INE798F01010
Name of the entity	PANCHMAHAL STEEL LIMITED
Date of start of financial year	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Yearly
Date of Report	31-03-2023
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities

## Annexure I

### Annexure I to be submitted by listed entity on quarterly basis

#### I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory																									
Whether the listed entity has a Regular Chairperson																									
Yes																									
Whether Chairperson is related to MD or CEO																									
Yes																									
Disqualification of Directors under section 164 of the Companies Act, 2013																									
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? (Refer Reg. 171(A) of Listing Regulations)	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Term of director (in months)	No. of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No. of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	Ashok R. Malhotra	ACFPM73298	00120198	Executive Director	Chairperson	MD	27-09-1952	No				Active	NA		01-12-1976	01-04-2021			1	0	1	0		
2	Mr	Amal D. Dhru	AAJPD4354	00161545	Non-Executive Independent Director	Not Applicable		17-09-1951	No				Active	NA		30-01-2004			102	1	1	1	1		
3	Mr	Milan P. Shah	ACSP5621K	00012088	Non-Executive Independent Director	Not Applicable		14-09-1960	No				Active	NA		01-09-2006			102	1	1	2	1		
4	Mrs	Sachita Shah	AGQPS6517L	00427169	Non-Executive Non-Independent Director	Not Applicable		22-12-1952	No				Active	NA		31-03-2015				1	0	1	0		

#### I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory																									
Whether the listed entity has a Regular Chairperson																									
Yes																									
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? (Refer Reg. 171(A) of Listing Regulations)	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Term of director (in months)	No. of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No. of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
5	Mr	Sanir M. Parikh	ABFPP464H	01666191	Non-Executive Independent Director	Not Applicable		03-12-1966	No				Active	NA		04-02-2019			49	1	1	1	0		
6	Mr	Kalpesh J. Parmar	AGYPP2141H	00230588	Non-Executive Non-Independent Director	Not Applicable		08-11-1971	No				Active	NA		14-02-2020				1	0	1	0		

## Annexure I

### II. Composition of Committees

Disclosure of notes on composition of committees explanatory

Textual Information(1)

### Annexure I Text Block

Textual Information(1)	<p>1. The provisions of Regulation 21 of SEBI (LODR) with regard to Risk Management Committee are not applicable to the Company.</p> <p>2. In terms of sub-section (9) of Section 135 as amended by the Companies (Amendment) Act, 2020, the requirement for constitution of CSR Committee is not applicable to our Company. The functions of CSR Committee as provided under Section 135 of the Companies Act 2013 are duly discharged by the Board of Directors of the Company.</p>
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Audit Committee Details						
Whether the Audit Committee has a Regular Chairperson						
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	00165145	Amal D. Dhru	Non-Executive - Independent Director	Chairperson	12-08-2014	
2	00012088	Milan P. Shah	Non-Executive - Independent Director	Member	31-10-2006	
3	01664819	Sanir M. Parikh	Non-Executive - Independent Director	Member	14-02-2020	
4	00230588	Kalpesh J. Parmar	Non-Executive - Non Independent Director	Member	14-02-2020	

Nomination and remuneration committee						
Whether the Nomination and remuneration committee has a Regular Chairperson						
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	00165145	Amal D. Dhru	Non-Executive - Independent Director	Chairperson	12-08-2014	
2	00012088	Milan P. Shah	Non-Executive - Independent Director	Member	31-10-2006	
3	00427169	Sachita Shah	Non-Executive - Non Independent Director	Member	14-08-2017	

Stakeholders Relationship Committee						
Whether the Stakeholders Relationship Committee has a Regular Chairperson						
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	00012088	Milan P. Shah	Non-Executive - Independent Director	Chairperson	30-05-2009	
2	00120198	Ashok R. Malhotra	Executive Director	Member	17-05-2017	
3	00427169	Sachita Shah	Non-Executive - Non Independent Director	Member	14-02-2020	

Risk Management Committee						
Whether the Risk Management Committee has a Regular Chairperson						
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation

Corporate Social Responsibility Committee						
Whether the Corporate Social Responsibility Committee has a Regular Chairperson						
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

## Annexure I

III. Meeting of Board of Directors								
Disclosure of notes on meeting of board of directors explanatory								
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors on the date of the meeting	Number of Directors including Independent Director	No. of Independent Directors attending the meeting*
1	12-11-2022				Yes	6	5	2
2		13-02-2023	92		Yes	6	6	3

## Annexure I

IV. Meeting of Committees									
Disclosure of notes on meeting of committees explanatory									
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting* (other than Board of Directors)
1	Audit Committee	12-11-2022				Yes	4	3	2
2	Audit Committee	13-02-2023	92			Yes	4	4	3
3	Stakeholders Relationship Committee	12-11-2022				Yes	3	3	1
4	Stakeholders Relationship Committee	13-02-2023	92			Yes	3	3	1

## Annexure I

V. Related Party Transactions				
Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Whether prior approval of audit committee obtained	Yes		
2	Whether shareholder approval obtained for material RPT	NA		
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes		

## Annexure I

VI. Affirmations				
Sr	Subject	Compliance status (Yes/No)		
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		
3	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 b. Nomination & remuneration committee	Yes		
4	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 c. Stakeholders relationship committee	Yes		
5	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 d. Risk management committee (applicable to the top 1000 listed entities)	NA		
6	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		
7	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.	Yes		
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes		

## Annexure I

Annexure I		
Sr	Subject	Compliance status
1	Name of signatory	Deepak Nagar
2	Designation	Company Secretary and Compliance Officer

## Annexure II

Annexure II 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				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.panchmahalsteel.co.in
2	Terms and conditions of appointment of independent directors	Yes		www.panchmahalsteel.co.in
3	Composition of various committees of board of directors	Yes		www.panchmahalsteel.co.in
4	Code of conduct of board of directors and senior management personnel	Yes		www.panchmahalsteel.co.in
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.panchmahalsteel.co.in
6	Criteria of making payments to non-executive directors	Yes		www.panchmahalsteel.co.in
7	Policy on dealing with related party transactions	Yes		www.panchmahalsteel.co.in
8	Policy for determining 'material' subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		www.panchmahalsteel.co.in

## Annexure II

Annexure II 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				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.panchmahalsteel.co.in
11	email address for grievance redressal and other relevant details	Yes		www.panchmahalsteel.co.in
12	Financial results	Yes		www.panchmahalsteel.co.in
13	Shareholding pattern	Yes		www.panchmahalsteel.co.in
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
16	New name and the old name of the listed entity	Yes		
17	Advertisements as per regulation 47 (1)	NA		www.panchmahalsteel.co.in
18	Credit rating or revision in credit rating obtained	Yes		www.panchmahalsteel.co.in
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA		
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.panchmahalsteel.co.in
21	Materiality Policy as per Regulation 30	Yes		www.panchmahalsteel.co.in
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA		
23	It is certified that these contents on the website of the listed entity are correct	Yes		www.panchmahalsteel.co.in

## Annexure II

II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	161(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

## Annexure II

II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	

## Annexure II

II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
23	Meeting of Risk Management Committee	21(3A)	NA	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	Yes	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	

## Annexure II

II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	Yes	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	NA	
38	Memberships in Companies	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	NA	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
Any other information to be provided - Add Notes				

## Annexure II

Annexure II		
1	Name of signatory	Deepak Nagar
2	Designation	Company Secretary and Compliance Officer