

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

**INDIA STEELWORKS LIMITED**

QUARTER ENDING ON : 30<sup>TH</sup> SEPTEMBER, 2012

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
<b>I Board of Directors</b>	49 I		
(A) Composition of Board	49(IA)	No	*
(B) Non-executive Directors' compensation & disclosures	49 (IB)	Yes	
(C) Other provisions as to Board and Committees	49 (IC)	Yes	
D) Code of Conduct	49 (ID)	Yes	
<b>II. Audit Committee</b>	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	
(B) Meeting of Audit Committee	49 (IIB)	Yes	
(C) Powers of Audit Committee	49 (IIC)	Yes	
(D) Role of Audit Committee	49 (IID)	Yes	
(E) Review of Information by Audit Committee	49 (IIE)	Yes	
<b>III. Subsidiary Companies</b>	49 (III)	N.A	
<b>IV. Disclosures</b>	49 (IV)		
(A) Basis of related party transactions	49 (IVA)	Yes	
(B) Disclosure of Accounting Treatment	49(IVB)	N.A.	
(C) Board Disclosures	49 (IVC)	Yes	
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IVD)	N.A	
(E) Remuneration of Directors	49 (IV E)	Yes	Complied in the Annual Report for Financial Year 2011-12
(F) Management	49 (IVF)	Yes	Complied in the Annual Report for Financial Year 2011-12
(G) Shareholders	49 (IVG)	Yes	Complied in the Annual Report for Financial Year 2011-12
<b>V. CEO/CFO Certification</b>	49 (V)	Yes	Complied in the Annual Report for Financial Year 2011-12
<b>VI. Report on Corporate Governance</b>	49 (VI)	Yes	Complied in the Annual Report for Financial Year 2011-12
<b>VII. Compliance</b>	49 (VII)	Yes	Complied in the Annual Report for Financial Year 2011-12

\*Half of the Board of the Company are not comprising of independent directors, due to withdrawal of nominee ARCIL {Asset Reconstruction Company (India)} effective 9.8.2012. ARCIL has nominated another nominee, w<sup>h</sup> appointment may be considered in the forthcoming Board Meeting or else, the vacancy will be filled appointment of new Independent Director within stipulated period as per Listing Agreement.

For INDIA STEELWORKS LIMITED

  
**DILIP MAHARANA**  
 COMPANY SECRETARY