

# CHENNAI FERROUS INDUSTRIES LIMITED

Registered Office & Factory : Sy. No. 180 to 183, 190 & 191, OPG Nagar,  
Periya Obulapuram Village, Near Nagaraja Kandigai, Gummidipoondi to  
Madharpakkam Road, Gummidipoondi - 601 201, Thiruvallur, District, Tamil Nadu,  
Telefax : 044 27991450 E-mail : chennaiferrous@gmail.com  
CIN : L27310TN2010PLC075626

## CORPORATE GOVERNANCE REPORT UNDER REGULATION 27 (2) OF THE SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

1 Name of the Listed Entity : Chennai Ferrous Industries Limited  
2 Quarter Ending : 30th June, 2016

### ANNEXURE - 1

#### I. Composition of Board of Directors

Title	Name of the Director	PAN & DIN	Category	Date of Appointment	Date of Cessation	Tenure of Director (In months)	No. of Directorships in listed entities including this listed entity	No. 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.	R Natarajan	AEPN4124B&00595027	Chairperson / Executive Director	13.08.2014	12.08.2017		2	4	-
Mr.	Sunil Kumar Singh	APQPS8784J & 05174226	Non-Executive Director/ Independent	30.09.2015	30.09.2019	54	2	2	2
Mr.	Suresh Kedia	AFEPK6742A&06596808	Non-Executive Director/ Independent	30.09.2015	30.09.2017	24	1	2	2
Ms.	V.K.Deepa	BLFPD2272Q & 07140954	Non-Executive Director	30.09.2015	30.09.2016		1	1	-

#### II. Composition of Committees

Name of Committee	Name of Committee members	Category
Audit Committee	Mr. Sunil Kumar Singh Mr. Suresh Kedia Mr. R. Natarajan	Chairperson /Non- Executive/ Independent Non- Executive/ Independent Executive
Stakeholders Relationship committee	Mr. Suresh Kedia Ms. V.K.Deepa Mr. R. Natarajan	Chairperson /Non- Executive/ Independent Non-Executive Executive
Nomination & Remuneration committee	Mr. Suresh Kedia Mr. Sunil Kumar Singh Ms. V.K.Deepa	Chairperson /Non- Executive/ Independent Non- Executive/ Independent Non- Executive

#### III. Meeting of Board of Directors

Date(s) of Meeting in the previous quarter (January 2016 to March 2016)	(January 2016)	Dates of Meeting in the relevant quarter (April 2016 to June 2016)	Maximum gap between any two Consecutive (in number of days)
10.02.2016		28.05.2016	107

#### IV. Meeting of Committees

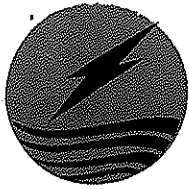
Date(s) of Meeting of the Committee in relevant quarter (April 2016 to June 2016)	Whether requirement of Quorum met	Date(s) of Meeting of the Committee in the previous quarter (January 2016 to March 2016)	Maximum gap between any two Consecutive (in number of days)
28.05.2016 (Audit Committee)	Yes	10.02.2016	107

#### 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	N.A
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit	Yes

For CHENNAI FERROUS INDUSTRIES LIMITED

Director



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VI Affirmations	
1	The composition of the 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 and Remuneration Committee c. Stakeholders relationship Committee
3	The committee members have been made aware of their powers, role and responsibilities as specified in (Listing Obligations and disclosure requirements) Regulations,
4	The meetings of the Board of Directors and the above committees have been conducted in the manner as specified in (Listing Obligations and disclosure requirements) Regulations, 2015
5	This report and/or the report submitted in the previous quarter has been placed before the Board of Directors. Any comments /observations/ advice of the Board of

## ANNEXURE-II

i. Disclosures on website in terms of Listing Regulations [www.chennaiferrous.com](http://www.chennaiferrous.com)

Sr	Item	Compliance status (Yes/No/NA)
1	Details of business	Yes
2	Terms and conditions of appointment of independent directors	Yes
3	Composition of various committees of board of directors	Yes
4	Code of conduct of board of directors and senior management personnel	Yes
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
6	Criteria of making payments to non-executive directors	Yes
7	Policy on dealing with related party transactions	Yes
8	Policy for determining 'material' subsidiaries	N.A.
9	Details of familiarization programmes imparted to independent directors	Yes
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
11	email address for grievance redressal and other relevant details	Yes
12	Shareholding pattern	Yes
14	Details of agreements entered into with the media companies and/or their associates	N.A.
15	New name and the old name of the listed entity	N.A.

ii. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
2	Board composition	17(1)	Yes
3	Meeting of Board of directors	17(2)	Yes
4	Review of Compliance Reports	17(3)	Yes
5	Plans for orderly succession for appointments	17(4)	Yes
6	Code of Conduct	17(5)	Yes
7	Fees/compensation	17(6)	Yes
8	Minimum information	17(7)	Yes
9	Compliance Certificate	17(8)	Yes
10	Risk Assessment & Management	17(9)	N.A.
11	Performance Evaluation of Independent Directors	17(10)	Yes
12	Composition of Audit Committee	18(1)	Yes
13	Meeting of Audit Committee	18(2)	Yes
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes

For CHENNAI FERROUS INDUSTRIES LIMITED

Director



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Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)
16	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
17	Vigil Mechanism	22	Yes
18	Policy for related party Transaction	23	Yes
19	Prior or Omnibus approval of Audit Committee for all related party transactions	3(1),(8),(6),(7) & (8)	Yes
20	Approval for material related party transactions	23(2), (3)	Yes
21	Composition of Board of Directors of unlisted material Subsidiary	23(4)	N.A.
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(1)	N.A.
23	Maximum Directorship & Tenure	1(2),(3),(4),(6) & (7)	Yes
24	Meeting of independent directors	25(1) & (2)	Yes
25	Familiarization of independent directors	26(3) & (4)	Yes
26	Memberships in Committees	25(7)	Yes
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	28(1)	Yes
28	Disclosure of Shareholding by Non-Executive Directors	28(3)	Yes
29	Policy with respect to Obligations of directors and senior management	28(4) 26(2) & 26(5)	Yes Yes

### iii. Affirmations

Sr	Particulars	Compliance status (Yes/No/NA)
	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have	N.A.

For CHENNAI FERROUS INDUSTRIES LIMITED,

  
Suresh Kedia,  
Director.



Date: 12.07.2016  
Place: Gummidipoondi