

CORPORATE GOVERNANCE REPORT

1. Company's Philosophy on the code of Governance:

The Company's philosophy on Corporate Governance envisages the attainment of the high level of accountability in the functioning of the Company and the conduct of its business internally and externally, including its inter-action with employees, shareholders, creditors, consumers and with the Government departments.

2. Board of Directors:

Composition, Category of Directors and their other Directorships and Committee Memberships:

The present Board consists of five (5) directors. The composition of Board of Directors, the number of other directorship or board committees of which he is a member / Chairman are as under:

Name of Director	Category	Designation	Other Directorships/ Board Committees (Numbers)	
			Directorships	Board Committee
Mr. Navin M. Mehta	Independent & Non-Executive Director	Chairman	RKB Iron & Steel Pvt. Ltd.	2
Mr. Mayur Tendulkar	Promoter & Executive	Whole Time Director	RKB Steel Pvt. Ltd.	NIL
Mr. Chirag Sanghavi	Independent & Non-Executive Director	Director	NIL	NIL
Mrs. Shruti Sawant	Independent & Non-Executive Director	Director	RKB Steel Pvt. Ltd.	2
Mrs. Kalpana Kulkarni	Independent & Non Executive Director	Director	RKB Steel Pvt. Ltd.	3

None of the Directors are disqualified under section 164(2) and rule 14(1) of Companies(Appointment and Qualification of Directors) Rules, 2014

Mr. Navin M. Mehta retire by rotation at the ensuing Annual General Meeting & being eligible offer himself for re-appointment.

Board Meetings:

During the year under review, the Board of Directors met 7 times on 30.04.2014, 10.07.2014, 05.08.2014, 20.10.2014, 13.11.2014, 10.02.2015 and 27.03.2015.

Attendance of current Directors at the Board Meetings and Last Annual General Meeting :								
Name of Director	Board Meetings Attended	Attendance at the Last Annual General Meeting						
Mr. Navin M. Mehta	7	Yes						
Mr. Mayur Tendulkar	7	No						
Mr. Chirag Sanghavi	0	No						
Mr. Shruti Sudhakar Sawant	7	No						
Mr. Kalpana Rajiv Kulkarni	7	No						
<p>No Extra Ordinary General Meeting was held during the year under review.</p> <p>3. Audit Committee:</p> <p>i) Terms of Reference:</p> <p>During the year under review, the Company re-constituted audit committee as required under section 177 of the Companies Act 2013. The duties of the Audit committee includes reviewing reports of the internal auditor, meeting statutory auditors as and when required and discuss their findings, suggestions, observations and other related matters. It also includes reviewing major accounting policies followed by the company.</p> <p>ii) Composition:</p> <p>The Audit committee consists of three Directors, Mr. Navin Mehta, Ms. Kalpana Kulkarni (Independent Director) and Ms. Shruti Sawant (Independent Director). Mr. Navin Mehta has been designated as chairman of the committee. The Committee was formed on 10th February, 2015 and subsequent to year end, the meeting of the audit committee was held on 29th May, 2015 and 7th August, 2015.</p> <p>4. Nomination & Remuneration Committee:</p> <p>The nomination & remuneration committee for nomination & remuneration of executive directors was re-constituted with effect from 10th February, 2015. The committee comprises of three Directors, Ms. Kalpana Kulakarni (Independent Director), Mr. Navin Mehta and Ms. Shruti Sawant (Independent Director). The details of remuneration to the Executive Director as on 31st March, 2015 are as follows:</p> <table border="1"> <thead> <tr> <th>Name</th> <th>Designation</th> <th>Remuneration (per month)</th> </tr> </thead> <tbody> <tr> <td>Mayur Tendulkar</td> <td>Whole Time Director</td> <td>25,000/-</td> </tr> </tbody> </table> <p>However, Mr. Mayur Tendulkar waived the remuneration payable to him, during the year under review and his waiver has been accepted by the Board.</p> <p>The nomination and remuneration committee has adopted a policy which, interalia, deals with the nomination of the Directors, Senior Management and Key managerial Policy and their remuneration.</p> <p>The N&R Committee shall ensure that the candidate identified for appointment as a Director is not disqualified for appointment under Section 164 of the Companies Act, 2013.</p>			Name	Designation	Remuneration (per month)	Mayur Tendulkar	Whole Time Director	25,000/-
Name	Designation	Remuneration (per month)						
Mayur Tendulkar	Whole Time Director	25,000/-						

Remuneration:

The Whole-time Director / KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. If any Whole-time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company.

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company.

5. Performance Evaluation :

The process approved by the N & R Committee requires the Chairman to initiate the performance evaluation process at the beginning of every financial year. The performance evaluation is conducted based on approved evaluation norms. The process of evaluation is being evolved separately for the Board, its Committees, the directors in each category namely executive and independent directors including Chairman.

6. Business Risk Committee:

A Separate Business Risk Committee has been constituted, which will work towards creating a Risk Register, identifying internal and external risks and implementing risk mitigation steps. The Committee has been given the responsibility to provide regular updates to the Board of Directors about various aspects of the business risks to which the company is or will be exposed.

7. Shareholders/ Investors Grievance Committee:

During the year under review, no investor grievance Committee is formed in the company, as the total number of members of the Company does not exceed 1000 in numbers.

8. Share Transfer Committee:

The Company has not constituted Share Transfer Committee.

9. Details of Annual General Meeting:

Financial Year	Location	Date	Time
2013– 2014	103/1 1 st Floor Angel Complex B/H Bluestar Complex Navjeevan Ahmedabad 380014	22/09/2014	11.00 A.M.
2012– 2013	103/1 1 st Floor Angel Complex B/H Bluestar Complex Navjeevan Ahmedabad 380014	10/08/2013	3.00 P.M.
2011– 2012	103/1 1 st Floor Angel Complex B/H Bluestar Complex Navjeevan Ahmedabad 380014	06/08/2012	3.00 P.M.

Resolutions set out in the respective notices were passed by the Shareholders. There were no resolutions put through postal ballot during the year under review. There is no business at the ensuing AGM requiring implementation of the postal ballot under the applicable rule.

10. Disclosures:

- i) Disclosures on materially significant related party transactions that may have potential conflict with the interest of Company at large.

The Register of related party contracts containing the transactions in which Directors are interested is placed before the Board regularly for its approval. Disclosures from senior management staff have been obtained to the effect that they have not entered into any material, financial and commercial transactions where they have personal interest that may have potential conflict with the interest of the company at large.

Transactions with the related parties are disclosed in the Directors Report (Form AOC 2) and in the notes to accounts forming part of the Annual Report.

- ii) Details of non-compliance by the Company, penalties and strictures imposed on the Company by SEBI, ROC, Stock Exchange or any other statutory authorities on any matter related to capital market during the last 3 financial years

SEBI has passed an adjudication order pursuant to SEBI (Substantial Acquisition of Shares and Takeover) Regulations imposing a penalty of Rs. 6 lakhs on the company. An appeal preferred by the company was dismissed by the SEBI Appellate Tribunal and the company has paid the amount of penalty during the year under review.

- iii) There is a whistle blowing policy in the Company and that no personnel has been denied access to the Board.
- iv) The CEO/CFO certification forms part of this Annual Report.

7. Means of Communication:

- Quarterly results are sent to stock exchanges after they are approved by the Board and are also published in the newspapers.
- No presentation has been made to Institutional Investors or to analysts.
- Quarterly results have not been displayed on company's website.
- The Management Discussion and Analysis Report are attached with the Director's report in this Annual Report.

8. General Shareholder Information:

I. Annual General Meeting

Date and Time : 29th September, 2015 at 11.00 a.m.

Venue : 103/1, 1st Floor, Angel Complex, Behind Bluestar Complex, Navjeevan, Ahmedabad – 380014

II. Financial Calendar 2015-2016 (Tentative and subject to change)

Results for the quarter ending June 30, 2015 : First week of August, 2015
Results for the quarter ending September 30, 2015 : First week of November, 2015
Results for the quarter ending December 31, 2015 : First Week of February, 2016
Results for the quarter ending March 31, 2016 : Last Week of May 2016

III. Book Closure Date : **24th September, 2015 to 29th September, 2015**
(Both days inclusive for the purpose of the Annual General Meeting)

IV. Registered Office : 103/1, 1st Floor, Angel Complex, Behind
Bluestar Complex, Navjeevan,
Ahmedabad – 380014

V. Dividend Payment Date : No dividend is recommended for the
Financial year 2014-2015

VI. Listing of Equity Shares on Stock Exchange

Your Company's equity shares are listed on Ahmedabad Stock Exchange Limited, Kamdhenu Complex, Opp. Sahjanand College, Panjarapole, Ahmedabad - 380015 and Bombay Stock Exchange Limited, Phiroze Jeejeebhoy Tower, Dalal Street, Mumbai – 400023. Our shares are also demat with NSDL & CDSL. The Company has paid Annual Listing Fees to both the Stock Exchanges within the stipulated time.

VII. Stock Code :

- a) The Stock Exchange, Ahmedabad : 52666
- b) Bombay Stock Exchange Ltd. : 531667
- c) Demat ISIN in NSDL and CDSL for
Equity Shares : INE117K01013

VIII. Share transfer System

Shares sent for physical transfer are registered and returned within a period of 30 days from the date of receipt, where the documents are clear in all respects. We have appointed Adroit Corporate Services Pvt. Ltd. as a Registrar & Share Transfer Agent of the Company.

IX. Distribution of Shareholding:				
No. of Equity Shares held	As on 31st March, 2015			
	No. of Shareholders	% of Shareholders	Total No. of Shares Held	% of Shareholding
1 - 100	38	10.05	2125	0.04
101 - 500	71	18.78	32400	0.65
501 - 1000	181	47.88	143700	2.87
1001 – 2000	13	3.44	22400	0.45
2001 – 3000	16	4.23	43050	0.86
3001 – 4000	4	1.06	13750	0.27
4001 – 5000	3	0.79	15000	0.30
5001 - 10000	10	2.65	74300	1.48
10001 & 20000	7	1.85	96915	1.93
20001 & 50000	17	4.50	680500	13.58
50001 & Above	18	4.77	3885860	77.57
TOTAL	378	100.00	5010000	100.00
X. Shareholding Pattern (as on 31st March, 2015):				
Category of Holder	No. of Shares	% of Equity		
Promoters / Person acting in concert	2365200	47.21%		
Banks / Financial Institutions	0	0		
Private Corporate Bodies	8016	0.16%		
Indian Public	2636784	52.33%		
NRIs	0	0		
TOTAL	50,10,000	100.00%		
XI. Details on use of public funds obtained in the last three years:				
No funds have been raised from the public during the last three years.				
XII. Outstanding GDR / ADRs / Warrants and Convertible bonds, conversion date and likely impact on the equity:				
The Company has not issued any GDRs, ADRs during the year.				

XIII. Reconciliation of Share Capital

The Company has also conducted audit of reconciliation relating to the share capital for every quarter.

XIV. Investors' correspondence may be addressed to :

Adroit Corporate Services Pvt. Ltd.
(Unit : Shree Surgovind Tradelink Limited)
19/20, Jaferbhoy Industrial Estate,
1st Floor, Makwana Road, Marolnaka,
Mumbai – 400 059

Tel No. : (022) – 28596060
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