

Statement of the Boards, councils, committees and other bodies consisting of two or more persons constituted by it. Additionally, information as to whether the meetings of these are open to the public, or the minutes of such meetings are accessible to the public.

BOARD OF DIRECTORS

The Management of the Company is vested with the Board of Directors. In terms of the Articles of Association of the Company, the Board of Directors can have minimum 5 and maximum 16 Directors.

The Composition of the Board of Directors as on 31.03.2024 is given below:

S.No	Name	Designation	Date of Joining in RINL
Functional Directors			
1	Shri Atul Bhatt	CMD	13.09.2021
2	Shri D K Mohanty	Director (Commercial)	01.08.2019
3	Shri Arun Kanti Bagchi	Director (Projects)	26.12.2022
		Addl. Charge Director (Operations)	13.01.2023
4	Shri Suresh Chandra Pandey	Director (Personnel)	11.05.2023
		Addl. Charge Director (Finance)	01.08.2023
Part-time Official Directors (Govt. Nominee Director)			
1	Ms. Sukriti Likhi	Additional Secretary & Financial Advisor, Ministry of Steel	23.04.2021
2	Dr. Sanjay Roy	Joint Secretary	05.01.2024
Part-time Non-Official Directors (Independent Directors)			
1	Shri Sunil Kumar Hirani	Director	01.11.2021
2	Shri Ghanshyam Singh	Director	10.11.2021

Sub-Committees of the Board:

Board of Directors has constituted the following Sub-Committees:

- a. Audit Committee
- b. Nomination, Remuneration and Ethics/HR Committee
- c. Corporate Social Responsibility & Sustainability
- d. Committee of Management (COM).

Committee of Independent Directors (COID):

Committee of Independent Directors is not a Board constituted Committee. All the Independent Directors on the Board are ex-officio members of the Committee on Independent Directors (COID) as per the provisions of the Companies Act, 2013 and Rules made thereunder.

The compositions of the Sub-Committees of the Board as on 31.03.2024 are given below:

a) Audit Committee

The Committee comprises the following:

1. Shri Sunil Kumar Hirani, Independent Director : Chairman
2. Shri Ghanshyam Singh, Independent Director : Member
3. Dr. Sanjay Roy,
Joint. Secretary, Ministry of Steel &
Government Director, RINL } : Member

Company Secretary : Convener & Secretary to the Committee

INVITEES:

1. Director (Finance) : Permanent Invitee
2. Head of Internal Audit &
Stock Verification Dept. : Invitee

Date of latest reconstitution of the Audit Committee: 10th January, 2024

Scope:

The scope of the Audit Committee is in conformity with the provisions of Section 177 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Clause-4 of the Guidelines on Corporate Governance for Central Public Sector Enterprises (CPSEs) issued by the Department of Public Enterprises (DPE) .

b) Nomination, Remuneration and Ethics/HR Committee

The Committee comprises the following:

1. Shri Ghanshyam Singh, Independent Director : Chairperson
2. Shri Sunil Kumar Hirani, Independent Director : Member
3. Dr. Sanjay Roy, Government Director : Member

Invitees:

1. Director (Personnel) : Invitee
2. Director (Finance) : Invitee

Company Secretary: Convener & Secretary to the Committee

Date of latest reconstitution of the Nomination & Remuneration Committee: 16th January, 2024

Scope:

Formed in conformity with the provisions of Section 178 of the Companies Act, 2013 and Clause-5 of the Guidelines on Corporate Governance issued by the Department of Public Enterprises (DPE), this Committee oversees the implementation of directives concerning of latest pay and perks on a continuous basis and will decide the annual bonus/variable pay pool and policy for its distribution across the executives and non unionized supervisors, within the prescribed limits. Also, the Committee oversees the implementation of the Company's ethics policy and to consider all HR and its' associated matters requiring approval of RINL Board. The matters pertaining to the admissibility, quantum and procedure for determination of Variable pay/ Performance Related Pay of Executives and Non-Unionized Supervisors will not be within the purview of this committee.

c) Board Sub-Committee on Corporate Social Responsibility & Sustainability (CSR & S)

The Committee comprises the following:

1. Shri Ghanshyam Singh, Independent Director : Chairman
2. Shri Sunil Kumar Hirani, Independent Director : Member
3. Director (Personnel) : Member
4. Director (Finance) : Member

Invitees:

1. Director (Operations) : Invitee

Company Secretary : Convener & Secretary to the Committee

Date of latest reconstitution of the CSR & S Committee: 05th July, 2023

Scope:

The Board Sub-Committee on Corporate Social Responsibility & Sustainability (CSR&S) was formed in conformity with the provisions of Section 135 of the Companies Act, 2013 and Guidelines on Corporate Social Responsibility & Sustainability for CPSEs issued by the Department of Public Enterprises (DPE).

The scope and functions of the Committee are as follows:

- This Committee approves the CSR Projects (each case) valuing above Rs. 50 Lakhs.
- To oversee the Sustainable Development Plan and oversee of the Sustainable Development Performance.
- The scope of the BSC on CSR& S is in conformity with the section 135 of the Companies Act, 2013.

d) Committee of Management (COM)

The COM is an empowered Committee constituted by the Board of Directors of RINL. It consists of all the Functional Directors as its Members headed by CMD as its Chairman.

The Committee comprises of the following Functional Directors as on 31.03.2024:

- | | |
|---|------------|
| 1. Chairman-cum-Managing Director | : Chairman |
| 2. Director (Personnel) & Addl. charge D(F) | : Member |
| 3. Director (Commercial) | : Member |
| 2. Director (Projects) & Addl. Charge D(O) | : Member |
- Company Secretary: Convener & Secretary to the Committee

Scope:

The scope of the Committee is to award contracts and place purchase orders for Operational requirements and approval for capital expenditure from time to time.

Committee of Independent Directors

The Committee comprises of all Independent Directors who are on the Board of RINL.

Scope:

The scope of this Committee is in conformity with the provisions of Section 149 of the Companies Act, 2013, the rules made there under and Schedule IV - Code for Independent Directors.

THE MEETINGS OF THE BOARD AND SUB-COMMITTEES ARE NOT ACCESSIBLE FOR PUBLIC. SIMILARLY, THE AGENDA PAPERS AND MINUTES BOOKS OF THE BOARD OF DIRECTORS AND SUB-COMMITTEES OF THE BOARD ARE NOT OPEN FOR INSPECTION OF PUBLIC.

Statement of the Boards, councils, committees and other bodies consisting of two or more persons constituted by it. Additionally, information as to whether the meetings of these are open to the public, or the minutes of such meetings are accessible to the public.

BOARD OF DIRECTORS

The Management of the Company is vested with the Board of Directors. In terms of the Articles of Association of the Company, the Board of Directors can have minimum 5 and maximum 16 Directors.

The Composition of the Board of Directors as on 31.03.2023 is given below:

S. No	Name	Designation	Date of Joining in RINL
Functional Directors			
1	Shri Atul Bhatt	CMD	13.09.2021
		Addl. Charge Director (Personnel)	01.07.2022
2	Shri V V Venugopal Rao	Director (Finance)	06.07.2017
3	Shri D K Mohanty	Director (Commercial)	01.08.2019
4	Shri Arun Kanti Bagchi	Director (Projects)	26.12.2022
		Addl. Charge Director (Operations)	29.12.2022
Part-time Official Directors (Govt. Nominee Director)			
1	Ms. Sukriti Likhi	Additional Secretary & Financial Advisor, Ministry of Steel	23.04.2021
2	Ms. Ruchika Chaudhry Govil	Additional Secretary (Steel), Ministry of Steel	11.10.2017
Part-time Non-Official Directors (Independent Directors)			
1	Shri Sunil Kumar Hirani	Director	01.11.2021
2	Shri Ghanshyam Singh	Director	10.11.2021

Sub-Committees of the Board:

Board of Directors has constituted the following Sub-Committees:

- a. Audit Committee
- b. Nomination, Remuneration and Ethics/HR Committee
- c. Corporate Social Responsibility & Sustainability
- d. Board Sub-Committee on Marketing
- e. Stakeholders' Relationship, Investors' Grievance and Projects Review Committee
- f. Committee of Management (COM).

Committee of Independent Directors (COID):

Committee of Independent Directors is not a Board constituted Committee. All the Independent Directors on the Board are ex-officio members of the Committee on Independent Directors (COID) as per the provisions of the Companies Act, 2013 and Rules made thereunder.

The compositions of the Sub-Committees of the Board as on 31.03.2023 are given below:

a) Audit Committee

The Committee comprises the following:

1. Shri Sunil Kumar Hirani, Independent Director : Chairman
2. Shri Ghanshyam Singh, Independent Director : Member
3. Ms. Ruchika Chaudhry Govil,
Addl. Secretary, Ministry of Steel &
Government Director, RINL } : Member

Company Secretary : Convener & Secretary to the Committee

INVITEES:

1. Director (Finance) : Permanent Invitee
2. Head of Internal Audit &
Stock Verification Dept. : Invitee

Date of latest reconstitution of the Audit Committee: 04th February, 2023

Scope:

The scope of the Audit Committee is in conformity with the provisions of Section 177 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Clause-4 of the Guidelines on Corporate Governance for Central Public Sector Enterprises (CPSEs) issued by the Department of Public Enterprises (DPE) .

b) Nomination, Remuneration and Ethics/HR Committee

The Committee comprises the following:

- | | | |
|--|---|-------------|
| 1. Dr. Sita Sinha, Independent Director # | : | Chairperson |
| 2. Shri Sunil Kumar Hirani, Independent Director | : | Member |
| 3. Shri Ghanshyam Singh, Independent Director | : | Member |

Invitees:

- | | | |
|-------------------------|---|---------|
| 1. Director (Finance) | : | Invitee |
| 2. Director (Personnel) | : | Invitee |

Company Secretary : Convener & Secretary to the Committee

Date of latest reconstitution of the Nomination & Remuneration Committee: 26th November, 2021

Scope:

Formed in conformity with the provisions of Section 178 of the Companies Act, 2013 and Clause-5 of the Guidelines on Corporate Governance issued by the Department of Public Enterprises (DPE), this Committee oversees the implementation of directives concerning of latest pay and perks on a continuous basis and will decide the annual bonus/variable pay pool and policy for its distribution across the executives and non unionized supervisors, within the prescribed limits. Also, the Committee oversees the implementation of the Company's ethics policy and to consider all HR and its' associated matters requiring approval of RINL Board. The matters pertaining to the admissibility, quantum and procedure for determination of Variable pay/ Performance Related Pay of Executives and Non-Unionized Supervisors will not be within the purview of this committee.

c) Board Sub-Committee on Corporate Social Responsibility & Sustainability (CSR & S)

The Committee comprises the following:

- | | | |
|--|---|----------|
| 1. Shri Ghanshyam Singh, Independent Director | : | Chairman |
| 2. Dr. Sita Sinha, Independent Director # | : | Member |
| 3. Shri Sunil Kumar Hirani, Independent Director | : | Member |
| 4. Director (Finance) | : | Member |
| 5. Director (Personnel) | : | Member |

Invitees:

- | | | |
|--------------------------|---|---------|
| 1. Director (Operations) | : | Invitee |
|--------------------------|---|---------|

Company Secretary : Convener & Secretary to the Committee

Date of latest reconstitution of the CSR & S Committee: 26th November, 2021

Scope:

The Board Sub-Committee on Corporate Social Responsibility & Sustainability (CSR&S) was formed in conformity with the provisions of Section 135 of the Companies Act, 2013 and Guidelines on Corporate Social Responsibility & Sustainability for CPSEs issued by the Department of Public Enterprises (DPE).

The scope and functions of the Committee are as follows:

- This Committee approves the CSR Projects (each case) valuing above Rs. 50 Lakhs.
- To oversee the Sustainable Development Plan and oversee of the Sustainable Development Performance.
- The scope of the BSC on CSR& S is in conformity with the section 135 of the Companies Act, 2013.

d) Board Sub-Committee on Marketing (BSCOM)

The Committee comprises the following:

1. Shri Sunil Kumar Hirani,
Independent Director : Chairman
2. Dr. Sita Sinha, Independent Director # : Member
3. Shri Ghanshyam Singh,
Independent Director : Member
4. Director (Commercial) : Member
5. Director (Operations) : Member

Company Secretary : Convener & Secretary to the Committee

Date of latest reconstitution of the Board Sub-Committee on Marketing: 26th November, 2021

Scope:

This Committee reviews Marketing policy, Performance and Channels of Distribution, etc.

e) Stakeholders' Relationship, Investors' Grievance and Projects Review Committee

The Committee comprises the following:

1. Shri Ghanshyam Singh, Independent
Director : Chairman
2. Dr. Sita Sinha, Independent Director # : Member
3. Shri Sunil Kumar Hirani, Independent
Director : Member
4. Director (Commercial) : Member
5. Director (Projects) : Member

6. Concerned functional Director : Member
Company Secretary : Convener & Secretary to the Committee

Date of latest reconstitution of the Stakeholders' Relationship, Investors' Grievance and Projects Review Committee : 26th November, 2021.

Scope:

The Board Sub-Committee on Stakeholders' Relationship, Investors' Grievance and Projects Review Committee (SRIGPR) was formed in conformity with the provisions of Section 178 of the Companies Act, 2013 and Guidelines on Corporate Governance issued by the Department of Public Enterprises (DPE).

The scope and functions of the Committee are as follows:

This committee shall be responsible for redressal of Shareholder's and investors' complaints, Allotment of shares, approval of transfer or transmission of shares, debentures or any other securities and issue of duplicate certificates and certificates on split / consolidation / renewal, etc. Also, the Scope & Terms of reference of the Expansion & Related Projects Committee will be dealt with by the extant Stakeholders/Investors Grievance Committee and it will be renamed as 'Board Sub-Committee on Stakeholders Relationship, Investors Grievance & Projects Review Committee'. Henceforth, this Committee shall also oversee the implementation of Expansion of VSP to 6.3 Mt per year Liquid Steel and will monitor the progress of implementation of the Expansion continuously. Recommendation for investment proposals exceeding Rs. 150 Crores in each case which are required to be put up to the Board for approval.

f) Committee of Management (COM)

The COM is an empowered Committee constituted by the Board of Directors of RINL. It consists of all the Functional Directors as its Members headed by CMD as its Chairman.

The Committee comprises of the following Functional Directors as on 31.03.2023:

- | | | |
|--|---|---|
| 1. Chairman-cum-Managing Director
& Addl. Charge D(P) | } | : Chairman |
| 2. Director (Finance) | | : Member |
| 3. Director (Commercial) | | : Member |
| 4. Director (Projects) & Addl. Charge D(O) | | : Member |
| Company Secretary | | : Convener & Secretary to the Committee |

Scope:

The scope of the Committee is to award contracts and place purchase orders for

Operational requirements and approval for capital expenditure from time to time.

Committee of Independent Directors

The Committee comprises of all Independent Directors who are on the Board of RINL.

Scope:

The scope of this Committee is in conformity with the provisions of Section 149 of the Companies Act, 2013, the rules made thereunder and Schedule IV - Code for Independent Directors.

Note: # Dr. Sita Sinha, Independent Director, RINL ceased to be a Director on the Board of RINL w.e.f 17th January, 2023, accordingly, her position in all the committees was co-terminus consequent to cessation of director on the RINL Board..

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