



MOIL LIMITED

(A Government of India Enterprise)
Regd. Off.: MOIL Bhawan, 1A Katol Road,
NAGPUR - 440 013

Website: www.moil.nic.in, E-Mail ID: compliance@moil.nic.in, Ph.: 0712- 2806182, Fax: 0712-2591661, CIN: L99999MH1962GOI012398

CS/NSE-BSE/2017-18/

Date: 15.04.2017

To, The G.M. (Listing) National Stock Exchange of India Ltd. Exchange Plaza, Plot No.C-1, G Block, Bandra Kurla Complex, Bandra (East) Mumbai - 400053	To, Listing Department BSE Limited, Phiroze Jeejeebhoy Towers Dalal Street, Mumbai - 400001
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Subject: Compliance Report on Corporate Governance for the Quarter ended 31/03/2017


Dear Sir,

Please find enclosed herewith the Quarterly Compliance Report on Corporate Governance for the Quarter ended 31.03.2017, in terms of Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This is for your kind information and records.

Thanking You.

Yours faithfully,
For **MOIL Limited**


(N.D. Pandey)
Company Secretary

Encl: As above

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Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity : **MOIL Limited**
2. Quarter ending : **31st March, 2017**

I. Composition of Board of Directors								
Title (Mr./Ms)	Name of the Director	PAN & DIN	Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee)	Date of Appointment in the current term /cessation	Tenure	No of Directorship in listed entities including this listed entity (Refer Regulation 25(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)
Mr.	Mukund P. Chaudhari	ADSPC0502C & 05339308	Chairman/ Executive	-	-	1	0	0
Mr.	Tanmaya Kumar Pattnaik	AFAPP0741E & 07081231	Executive	-	-	1	2	0
Mrs.	Urvilla Khati	AAAPK5295P & 07011413	Nominee	11/11/2014	N.A.	4	0	0
Mrs.	Sangita Gairola	AESPG6399C & 07172316	Independent	27/11/2015	3 Years	1	1	1
Mrs.	Sunanda Prasad	ADJPP6749H & 06748166	Independent	31/01/2017	3 Years	1	1	1
Mr.	Manohar Lal Dubey	ABSPD6050E & 07642096	Nominee	14/02/2017	N.A.	1	0	0

Mr.	Devinder Singh Ahluwalia*	ABZPA3153E & 02164448	Director (Finance)- Incharge	-	-	2	1	0
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*Mr. Devinder Singh Ahluwalia, Director(Finance) of NMDC Limited (A Government Company) has been assigned additional charge of the post of Director (Finance) of MOIL Ltd initially for a period of three months (w.e.f. 01.12.2016), or till a regular incumbent joins the post, or until further orders of Government of India, whichever is earlier. It has been further extended for three months from 01.03.2017.

II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)
1. Audit Committee	Ms. Sangita Gairola Ms. Sunanda Prasad Mr. T.K. Pattnaik	Chairperson Independent, Executive[Director(Commercial)]
2. Stakeholders Relationship Committee	Ms. Sunanda Prasad Ms. Sangita Gairola, Mr. T.K. Pattnaik	Chairperson Independent, Executive[Director(Commercial)]
3. Nomination & Remuneration Committee	Ms. Sunanda Prasad Ms. Sangita Gairola,	Chairperson Independent,
4. Risk Management Committee	Mr. M.P. Chaudhari, Mr. T.K. Pattnaik, Mr. C.B. Atulkar	Executive[CMD], Executive[Director(Commercial), GM (Mines)

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant Quarter	Maximum gap between any two consecutive (in number of days)
11/11/2016	14/02/2016	94

IV. Meeting of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
<u>Audit Committee-</u> 14/02/2017	Yes	<u>Audit Committee-</u> 11/11/2016	94 Days

V. Related Party Transactions

Subject	Compliance status (NA)
Whether prior approval of audit committee obtained	N.A.
Whether shareholder approval obtained for material RPT	N.A.

Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	N.A.
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VI. Affirmations

1. The composition of Board of Directors is not 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 & remuneration committee (One Director is required)
 - c. Stakeholders relationship committee
 - d. Risk management committee (applicable to the top 500 listed entities)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. 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.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:
The report of previous quarter has been placed before the Board of Directors. This report shall be placed before the Board in its ensuing meeting. The comments/observations/advice, if any, of the Board of Directors shall be mentioned in the next report.


Neeraj Dutt Pandey
 Company Secretary
 15/04/2017

ANNEXURE II

Format 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		
Item	Compliance status (Yes/No/NA)^{refer note below}	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	NA	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	NA	
New name and the old name of the listed entity	Yes	
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)^{refer note below}
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	NO MOIL BEING A GOVT. COMPANY, DIRECTORS ARE APPOINTED BY THE GOVT. OF INDIA.
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	NA
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	NA
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA

Approval for material related party transactions	23(4)	NA
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2), (3), (4), (5) & (6)	NA
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

Note

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.
- 3 If the Listed Entity would like to provide any other information the same may be indicated here:
 - (a) It is to mention that, in respect of Regulation 17(8) "Compliance Certificate", the same will be complied at the time of approval annual Financial Statements. In respect of financial year 2014-15, the company has complied with said requirement under old clause 49 (IX) of the Listing Agreement.
 - (b) In respect of Regulation 26(2) & 26(5), the Obligation of directors and senior management is included in the Code of Conduct of the company which is available on the website of the company.

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied – N.A.


Neeraj Dutt Pandey
Company Secretary