

## SECRETARIAL COMPLIANCE REPORT OF MOIL LIMITED

For the Financial Year Ended 31<sup>st</sup> March 2024

[Pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015]

We P.S. Tripathi & Associates, Company Secretaries, have examined:

- all the documents and records made available to us and explanation provided by **MOIL Limited** ("the listed entity"),
- the filings/submissions made by the listed entity to the stock exchanges,
- website of the listed entity,
- any other document/filing, as may be relevant, which has been relied upon to make this report,

for the year ended 31<sup>st</sup> March, 2024 in respect of compliance with the provisions of:

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
- the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:-

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **Not applicable to company for the period;**
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018:- **Not applicable to company for the period;**
- Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021:- **Not applicable to company for the period;**
- Securities and Exchange Board of India (Issue and Listing of Non Convertible Securities) Regulations, 2021:- **Not applicable to company for the period;**
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- other regulations as applicable.

and circulars/guidelines issued thereunder;

and based on above examination , We hereby report that during the Review Period :

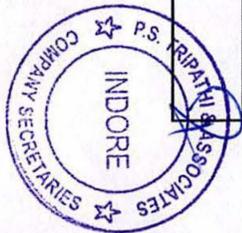


(a) (\*\*) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/ circulars/guidelines including specific clause)	Regulation/ CircularNo.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
01	Regulation 17(1) of The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation, 2015.	Regulation 17(1)	The Board of Directors does not have Fifty percent of the Directors as Independent Directors.	NSE	Fine	Regulation 17(1) of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 for the quarter ended on 31.03.2023.	5,31,000	In MOIL, being a Government Company, appointment of all the Directors are made by Government of India and Company has already made the requests for the same. This matter is not in control of the Board or the Company.	Being a Government company, directors in the company are appointed by the President of India, through the Ministry of Steel. Thus, appointment of the directors is neither under the purview of the Board of the company nor the company/its Board is empowered to appoint any director. Hence, the appointment of the Board member is beyond its control.	Neither amount of penalty paid by the Company nor waived by the exchange
02	Regulation 17(1) of The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation, 2015.	Regulation 17(1)	The Board of Directors does not have Fifty percent of the Directors as Independent Directors.	NSE	Fine	Regulation 17(1) of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 for the quarter ended on 30.06.2023.	5,36,900	In MOIL, being a Government Company, appointment of all the Directors are made by Government of India and Company has already made the requests for the same. This matter is not in control of the Board or the Company.	Being a Government company, directors in the company are appointed by the President of India, through the Ministry of Steel. Thus, appointment of the directors is neither under the purview of the Board of the company nor the company/its Board is empowered to appoint any director. Hence, the appointment of the Board member is beyond its control.	Neither amount of penalty paid by the Company nor waived by the exchange



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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/ Remarks of the Practicing Company Secretary in the previous reports	Observation made in the secretarial compliance report for the year ended	Compliance Requirement (Regulations/ circulars/guidelines including specific clause)	Detail of Violation/ Deviation and actions taken/penalty imposed, if any on listed entity	Remedial Action, if any taken by listed entity	Comments of PCS on the actions taken by the listed entity
01	In MOIL, being a Government Company, appointment of all the Directors are made by Government of India and Company has already made the requests for the same. This matter is not in control of the Board or the Company.	2022-23	Regulation 17(1) of The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation, 2015.	The Board of Directors does not have Fifty percent of the Directors as Independent Directors for the quarter ended on 31.03.2022.  NSE has levied fine amounting Rs. 5,31,000	Being a Government company, directors in the company are appointed by the President of India, through the Ministry of Steel. Thus, appointment of the directors is neither under the purview of the Board of the company nor the company/its Board is empowered to appoint any director. Hence, the appointment of the Board member is beyond its control.	Being a Government company, directors in the company are appointed by Government of India.



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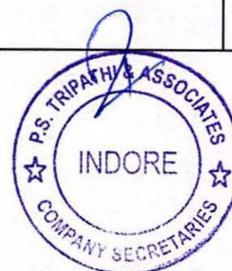


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We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	<p><b>Secretarial Standards:</b></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI),</p>	Yes	--
2.	<p><b>Adoption and timely updation of the Policies:</b></p> <ul style="list-style-type: none"> <li>● All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.</li> <li>● All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/ circulars/ guidelines issued by SEBI</li> </ul>	Yes	--
3.	<p><b>Maintenance and disclosures on Website:</b></p> <ul style="list-style-type: none"> <li>● The Listed entity is maintaining a functional website</li> <li>● Timely dissemination of the documents/ information under a separate section on the website</li> <li>● Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/section of the website</li> </ul>	Yes  Yes  Yes	
4.	<p><b>Disqualification of Director:</b></p> <p>None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	--



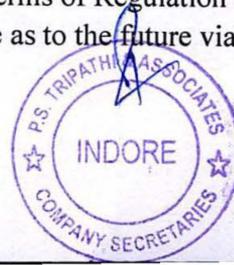
5.	<p><b>Details related to Subsidiaries of listed entities have been examined w.r.t.:</b></p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>	NA	There is no subsidiary of the entity.
6.	<p><b>Preservation of Documents:</b></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	--
7.	<p><b>Performance Evaluation:</b></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.</p>	No	No performance evaluation is conducted by entity as the same is being done by Central Government.
8.	<p><b>Related Party Transactions:</b></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or</p> <p>(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee, in case no prior approval has been obtained.</p>	NA  NA	There are transactions for the payment of KMP which were as per the pay scale given by the Central Government.
9.	<p><b>Disclosure of events or information:</b></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	There is a delay in filling intimation of outcome of board meeting dated 08.11.2023 on NSE due to technical error
10.	<p><b>Prohibition of Insider Trading:</b></p> <p>The listed entity is in compliance with Regulation 3(5) &amp; 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	--



11.	<p><b>Actions taken by SEBI or Stock Exchange(s), if any:</b></p> <p>No action(s) has been taken against the listed entity/its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**).</p>	Details of non compliances reported above**	There are notices for penalties have been issued by the stock exchanges relating composition of the Board, in some instances relating to earlier years, penalties were waived off, but for FY 2022-23 onwards no waiver given till date.
12.	<p><b>Resignation of statutory auditors from the listed entity or its material subsidiaries:</b></p> <p>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the NA None listed entity and I or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on ' compliance with the provisions of the LODR Regulations by listed entities</p>	NA	There is no resignation of Statutory Auditor during F.Y 2023-24
13.	<p><b>Additional Non-compliances, if any:</b></p> <p>No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.</p>	NA	No additional non-compliance observed for F.Y 2023-24

**Assumptions & limitation of scope and review:**

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the



listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

**For P.S. Tripathi & Associates**  
Company Secretaries

**UDIN: F005812F000487898**  
**Place: Indore**  
**Date: 29.05.2024**



*[Handwritten Signature]*  
**Pratik Tripathi**  
Partner  
C.P. No. 5358