

Regd. Off.: MOIL Bhawan, 1A Katol Road, NAGPUR – 440 013 Website: www.moil.nic.in, E-Mail ID: compliance@moil.nci.in, Ph.: 0712-2806182, Fax: 0712-2591661, CIN: L99999MH1962GOI012398

CS/NSE-BSE/2023-24/52

Date:30.05.2023

To, The GM (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 <u>Mumbai- 400001</u>

Sub: Submission of Secretarial Compliance Report under Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Stock Code: NSE - MOIL & BSE - 533286

Dear Sir /Madam,

Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements), 2015, we hereby enclose Secretarial Compliance Report for the financial year ended 31st March, 2023.

This is for your record.

Thanking you,

Yours faithfully, For **MOIL LIMITED**



(N.D.Pandey) Company Secretary & Compliance Officer N.S. Tripathi & Associates

Company Secretaries

Swati Tripathi B.Com., F.C.S. Pratik Tripathi B.Sc., A.C.A., F.C.S.

Office : 306, Manas Bhawan Extn., 11, RNT Marg, Indore - 452001 (M.P.) India Tel.: +91 731 4043080, 4043089 Cell : +91 98272 34275 E-mail : tripathi.pratik@gmail.com Web : www.pstripathi.com

SECRETARIAL COMPLIANCE REPORT OF MOIL LIMITED

For the Financial Year Ended 31st March 2023

[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:

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

for the year ended 31st March, 2023 in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
- (b) 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:-

- (1) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (2) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; Which is not applicable to company for the period;
- (3) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (4) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018:- Which is not applicable to company for the period;
- (5) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations,2014:- Which is not applicable to company for the period;
- (6) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008:- Which is not applicable to company for the period;
- (7) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013:- Which is not applicable to company for the period;
- (8) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/guidelines issued thereunder;



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

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Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	Secretarial Standards:	Yes	
	The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.		
2.	Adoption and timely updation of the Policies:	Yes	
	 All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities 		
	• All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI		
3.	Maintenance and disclosures on Website:	Yes	
	• The Listed entity is maintaining a functional website		
	• Timely dissemination of the documents/ information under a separate section on the website	Yes	
	• 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	Yes	Accurate link was in revised fillings.
4.	Disqualification of Director:	Yes	
	None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013as confirmed by the listed entity.	\cap	
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5.	Details related to Subsidiaries of listed entities	27.4	There is no
2547 96	have been examined w.r.t.:	NA	subsidiary of the entity.
	(a) Identification of material subsidiary companies		
	(b) Disclosure requirement of material as well as other subsidiaries		
6.	Preservation of Documents:	Yes	
	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.		
7.	Performance Evaluation:	Yes	
	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.		
8.	Related Party Transactions:		There a
	 (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed 	NA	transactions for the payment of KMP which wer as per the pa scale given by th
	reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	NA	Central Government.
9.	Disclosure of events or information:	Yes	
	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.	103	
10.	Prohibition of Insider Trading:	Yes	-
	The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	in jargat	ASSOCIATES
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11.	Actions taken by SEBI or Stock Exchange(s), if any: 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 underseparate paragraph herein (**).	compliances	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 no waiver given till date.
12.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBIregulation/circular/guidance note etc.	NA	

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Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as perSEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observation s /Remarks.by PCS*
1.	Compliances with the following conditions while a auditor	appointing/re-app	ointing an
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or	No	No such instance.
	 ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or 		
	iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such	Assentine &	ASSOCIATES
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 a. In case of any concern with the listed entity/its material of the listed entity/its material of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and 	No	No such instance
a. In case of any concern with the management of the listed entity/material subsidiary such as non- availability of information / non- cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall	No	No such instance
receive such concern infectiv and		
 immediately without specifically waiting for the quarterly Audit Committee meetings. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable. 		
The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.	(AND A	HI & ASSOCIAL
	 information / explanation sought and not provided by the management, as applicable. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the 	 information / explanation sought and not provided by the management, as applicable. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its

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	ii. Disclaimer in case of non-receipt of information:		
	The auditor has provided an appropriate disclaimer in its audit report, which is inaccordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.		
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/ CFD/CMD1/114/2019 dated 18 th October, 2019.	No	No such instance.
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Sr.	Compliance	Regulation/	Deviations	Action	Type of	Details of	Fine	Observations/	Management Response	Remark
No.	Requirement (Regulations/ circulars/guide- lines including specific clause)	CircularNo.		Taken by	Action	Violation	Amount	Remarks of the PracticingCompany Secretary		
		Regulation 17(1)	The Board of Directors does not have Fifty percent of the Directors as Independent Directors.	NSE	Clarificati on/ Fine/Show Cause Notice/	Regulation 17(1) of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 for the quarter ended on 31.03.2022.	5,5 1,000	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.	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.	NC waivo from Exchai till da
		Regulation 17(1)	The Board of Directors does not have Fifty percent of the Directors as Independent Directors.	NSE	Clarificati on/ Fine/Show Cause Notice/ Warning, etc.	Regulation 17(1) of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 for the quarter ended on 30.06.2022.		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	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	NC waive fron Exchar till da

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(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:

of The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation, 2015.	17(1)	The Board of Directors does not have Fifty percent of the Directors as Independent Directors.	NSE	Clarificati on/ Fine/Show Cause Notice/ Warning, etc.	Regulation 17(1) of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 for the quarter ended on 30.09.2022.		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.	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.	NO waiver from Exchange till date.
		The Board of Directors does not have Fifty percent of the Directors as Independent Directors.	NSE	Clarificati on/ Fine/Show Cause Notice/ Warning, etc.	Regulation 17(1) of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 for the quarter ended on 31.12.2022.	3,42,000	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.	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.	NO waiver from Exchange till date.
	17(1)	The Board of Directors does not have Fifty percent of the Directors as Independent Directors.	BSE	Clarificati on/ Fine/Show Cause Notice/ Warning, etc.	Regulation 17(1) of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 for the quarter ended on 31.03.2022.		Government Company, appointment of all the Directors are made by Government of India and Company has already made the	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	NO waiver from Exchange till date.

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									appointment of the Board	
									member is beyond its control.	
								Company.		
	Regulation 17(1) of The Securities	Regulation 17(1)	The Board of Directors	BSE		Regulation 17(1) of SEBI	5,36,900	In MOIL, being a Government	Being a Government company, directors in the	NO
	and Exchange		does not have		Clarificati	(Listing			company, unectors in the company are appointed by the	waiver
	Board of India		Fifty percent		Fine/Show	Obligation and			President of India, through the	from
	(Listing		of the		Cause	Disclosure		the Directors are	Ministry of Steel. Thus,	Exchange
	Obligation and		Directors as		Notice/	Requirement)			appointment of the directors is	till date.
	Disclosure Requirement)		Independent Directors.		0,	Regulation, 2015 for the		The second	neither under the purview of the Board of the company nor	the date.
	Regulation, 2015.		Directors.		etc.	guarter ended		Contraction of the second seco	the company/its Board is	
		9 19				on 30.06.2022.			empowered to appoint any	1
								same. This matter is		
									appointment of the Board	
				2				Panar	member is beyond its control.	
07	Regulation 17(1)	Regulation	The Board of	BSE	Advisory/	Regulation	C 40 000	Company. In MOIL, being a	Being a Government	NO
0.07 10		17(1)	Directors	DOL	Clarificati	17(1) of SEBI	5,42,800		company, directors in the	
	and Exchange		does not have		on/	(Listing			company are appointed by the	waiver
2	Board of India	8	Fifty percent		1 (A 2)	Obligation and			President of India, through the	from
	(Listing		of the			Disclosure			Ministry of Steel. Thus, appointment of the directors is	Exchange
	Obligation and Disclosure		Directors as Independent		1914 - 1919(94,20) (2) (2) (2) (2) (2) (2) (2) (2) (2) (2	Requirement) Regulation,			neither under the purview of	till date.
	Requirement)		Directors.			2015 for the			the Board of the company nor	
	Regulation, 2015.				0.000000000	quarter ended		already made the	the company/its Board is	
						on 30.09.2022.		1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	empowered to appoint any	
								same. This matter is	•	
									appointment of the Board member is beyond its control.	
	2				2			Company.		

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08	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.	BSE	Clarificati on/ Fine/Show Cause Notice/ Warning, etc.	Regulation 17(1) of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 for the quarter ended on 31.12.2022.		In MOIL, I Government Company, appointment the Directo made Government and Compar already may requests for same. This n not in contro Board or Company.	of a bors ar bof Indi ny ha de th or th matter i ol of th	company, company a ll President e Ministry y appointme a neither ur s the Board e the com e empowere s director.	director are appoi of India, of Ste ent of the of the co pany/its id to ap Hence ent of	eel. Thus, directors is purview of ompany nor Board is ppoint any ce, the the Board	till date.
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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr.	Compliance	Regulation/	Deviations	Action	Type of	Details of	Fine	Observations/	Management Response	Remarks
No.	Requirement (Regulations/ circulars/guide- lines including specific clause)	CircularNo.		Taken by	Action	Violation	Amount	Remarks of the PracticingCompany Secretary		
	Regulation 17(1)	Regulation 17(1)	The Board of Directors does not have Fifty percent of the Directors as Independent Directors.	NSE	Clarificati on/ Fine/Show Cause Notice/ Warning, etc.	Regulation 17(1) of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 for the quarter ended on 31.03.2021.	5,51,000	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	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	from Exchange til

03	of The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation, 2015. Regulation 17(1) of The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation, 2015.	Regulation 17(1) Regulation 17(1) Regulation 17(1)	The Board of Directors does not have Fifty percent of the Directors as Independent Directors. The Board of Directors does not have Fifty percent of the Directors as Independent Directors as Independent Directors.	NSE	Clarificati on/ Fine/Show Cause Notice/ Warning, etc. Advisory/ Clarificati on/ Fine/Show Cause Notice/ Warning, etc. Advisory/	Regulation 17(1) of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 for the quarter ended on 30.06.2021. Regulation 17(1) of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 for the quarter ended on 30.09.2021. Regulation 17(1) of SEBI (Listing	5,42,800	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. 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	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 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.	from Exchange till date. NO waiver from Exchange till date. NO waiver from
	The Securities	17(1)	Directors		Clarificati	17(1) of SEBI	5,42,800	Government	company, directors in the	from

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1	Board of India		Fifty percent		NEW TOORY CARE TO A POST A POST AND A DATE	Obligation and			President of India, through the Ministry of Steel. Thus,	uate.
ļ	(Listing		of the		Cause	Disclosure				
	Obligation and		Directors as		Notice/	Requirement)			appointment of the directors is	
	Disclosure		Independent			Regulation,			neither under the purview of	
	Requirement)		Directors.		etc.	2015 for the			the Board of the company nor	
	Regulation, 2015.					quarter ended			the company/its Board is	
						on 31.12.2021.			empowered to appoint any	
								same. This matter is		
					(appointment of the Board	
								Board or the	member is beyond its control.	
-								Company.		
05	Regulation 17(1)	Regulation	The Board of	BSE	Advisory/	Regulation	5,31,000	In MOIL, being a	Being a Government	NO waiver
		17(1)	Directors			17(1) of SEBI	5,51,000	Government	company, directors in the	from
	and Exchange		does not have		on/	(Listing		Company,	company are appointed by the	
	Board of India		Fifty percent		Fine/Show	Obligation and		appointment of all	President of India, through the	
	(Listing		of the		Cause	Disclosure		the Directors are	Ministry of Steel. Thus,	
1	Obligation and	1	Directors as			Requirement)			appointment of the directors is	
	Disclosure		Independent		Warning,	Regulation,			neither under the purview of	
	Requirement)		Directors.		etc.	2015 for the			the Board of the company nor	
	Regulation, 2015.		Directors.		CIU.	quarter ended			the company/its Board is	
1	Regulation, 2015.					on 31.03.2021.			empowered to appoint any	
						011 5 1.05.2021.		same. This matter is		
									appointment of the Board	
									member is beyond its control.	1 1
								The second	member is beyond its control.	
-				202		D 1.1	e e e e e e e e e e e e e e e e e e e	Company.	Being a Government	NO
06		Regulation	The Board of	BSE		Regulation	5,36,900	In MOIL, being a		
1		17(1)	Directors			17(1) of SEBI			company, directors in the	
	and Exchange		does not have		on/	(Listing			company are appointed by the	
	Board of India		Fifty percent			Obligation and			President of India, through the	date.
1	(Listing		of the			Disclosure		The second s	Ministry of Steel. Thus,	
	Obligation and		Directors as		Notice/	Requirement)			appointment of the directors is	
	Disclosure		Independent			Regulation,			neither under the purview of	
	Requirement)		Directors.		etc.	2015 for the		1 1 2	the Board of the company nor	
	Regulation, 2015.					quarter ended			the company/its Board is	
						on 30.06.2021.			empowered to appoint any	
1-	t							same. This matter is		
COUL	A P.S. IRIA								appointment of the Board	
1201			1					Board or the	member is beyond its control.	
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07		Regulation 17(1)	The Board of Directors does not have Fifty percent of the Directors as Independent Directors.	BSE	Advisory/ Clarificati on/ Fine/Show Cause Notice/ Warning, etc.	Regulation 17(1) of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 for the quarter ended on 30.09.2021.		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	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	from Exchange till date.
08	month and the second		The Board of Directors does not have Fifty percent of the Directors as Independent Directors.	BSE	Clarificati on/ Fine/Show Cause Notice/ Warning,	Regulation 17(1) of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 for the quarter ended on 31.12.2021.	5,42,800	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	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	from Exchange till date.

UDIN: F005812E000422360 Place: Indore Date: 30/05/2023

For P.S. Tripathi & Associates Company Segretaries Assoc 5 INDORE រីវ Ŷ Pratik Tripatki Partiter secretati C.P. No. 5358 Pratik