

## SECRETARIAL COMPLIANCE REPORT OF MOIL LIMITED

For the Financial Year Ended 31<sup>st</sup> March 2021

[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,

through electronic mode due to COVID-19 for the year ended 31<sup>st</sup> March, 2021 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 thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued there under 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;
- (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 and based on the above examination, We hereby report that, during the view period:

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

Compliance Requirement (Regulation/ circulars/ guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
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 (1) Fifty percent of the Directors as Independent Directors, (2) Half of the Directors as Non-Executive Directors (3) Independent Woman Director on Board during the financial year 2020-21.	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.

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under insofar as it appears from our examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued there under:

S. No.	Action Taken by	Details of Violation	Details of Action Taken	Observation by Practicing Company Secretary (if any)
1.	NSE	Regulation 17(1)	Imposed	In MOIL, being



		of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 on 31.03.2020.	fine of Rs. 5,000/- per day totaling to Rs. 2,06,500/-	aGovernment Company, appointment of all the Directors are madeby Government of Indiaand Company has already made the requests for the same. This matter is not in control of the Board or the Company.
2.	NSE	Regulation 17(1) of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 on 30.06.2020.	Imposed fine of Rs. 5,000/- per day totaling to Rs. 5,36,900/-	In MOIL, being a Government Company, appointment of all the Directors are madeby Government of Indiaand Company has already made the requests for the same. This matter is not in control of the Board or the Company.
3.	NSE	Regulation 17(1) of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 on 30.09.2020.	Imposed fine of Rs. 5,000/- per day totaling to Rs. 5,42,800/-	Moil being a Government Company, appointment of all the Directors are controlled by GOI and Company has already made the requests for the same. This matter is not in control of the Board or Company.
4.	NSE	Regulation 17(1) of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 on 31.12.2020.	Imposed fine of Rs. 5,000/- per day totaling to Rs. 5,42,800/-	In MOIL, being a Government Company, appointment of all the Directors are madeby Government of Indiaand Company has already made the requests for the same. This matter is not in control of the Board or the Company.
5.	BSE	Regulation 17(1) of SEBI (Listing Obligation and	Imposed fine of Rs. 5,000/- per	In MOIL, being a Government Company, appointment of all the



		Disclosure Requirement) Regulation, 2015 on 31.03.2020.	day totaling to Rs. 2,06,500/-	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.
6.	BSE	Regulation 17(1) of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 on 30.06.2020.	Imposed fine of Rs. 5,000/- per day totaling to Rs. 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.  The BSE has waived the the penalty levied for non compliance under of SEBI (LODR), 2015 for the aforesaid Regulation.
7.	BSE	Regulation 17(1) of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 on 30.09.2020.	Imposed fine of Rs. 5,000/- per day totaling to Rs. 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 Board or the Company.  The BSE has waived the the penalty levied for non compliance under of SEBI (LODR), 2015 for the aforesaid Regulation.



8.	BSE	Regulation 17(1) of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 on 31.12.2020	Imposed fine of Rs. 5,000/- per day totaling to Rs. 5,42,800/-	<p>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.</p> <p>The BSE has waived the the panalty levied for non compliance under of SEBI (LODR), 2015 for the aforesaid Regulation.</p>
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- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 2020	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
In respect of compliances of Regulation 17(1) the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation, 2015 read with the requirements prescribed through guidelines issued by the Department of Public Enterprises, Government of India, relating to appointment of Independent Directors for the due composition of the Board of Directors of	In respect of compliances of Regulation 17 the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation, 2015 read with the requirements prescribed through guidelines issued by the Department of Public Enterprises, Government of India, relating to appointment of Independent Directors for the due composition of the	Being a Governm ent Company, all Directors are appointed by the Governm ent of India. Accordin gly, Governm ent of India will make appointm ent of Requisite	As per the information given, Company has requested to the concerned ministry of GOI for appointment of sufficient number of Directors.



the Company, the Company has complied with the conditions except provision relating to composition of Board of Directors from 1 <sup>st</sup> April 2019 to 31 <sup>st</sup> March 2020.	Board of Directors of the Company, the Company has complied with the conditions except provision relating to composition of Board of Directors from 1 <sup>st</sup> April 2019 to 31 <sup>st</sup> March 2020.	number of directors on the Board of MOIL.	
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For P.S. Tripathi & Associates  
Company Secretaries

  
Pratik Tripathi  
Partner  
C.P. No. 5358



UDIN: F005812C000535847  
Place: Indore  
Date: 29.06.2021

**Note:**

Due to pandemic of COVID-19 and the consequent lockdown restrictions imposed by Government, the information and documents are provided by company through e mail and secretarial audit and secretarial compliance report issued on the basis of documents and information which are provide by company through email and no physical verification of documents has been done at registered office of company.