

**SECRETARIAL COMPLIANCE REPORT OF
MOIL LIMITED
FOR THE YEAR ENDED MARCH 31, 2026**

To,
The Board of Directors,
MOIL LIMITED
MOIL BHAWAN",
1A, Katol Road,
NAGPUR 440 013

Dear Sir,

We, J K DAS & ASSOCIATES, Company Secretaries, Kolkata, 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 March 31, 2026 (“**Review Period**”) 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 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:-



- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “SEBI(LODR), 2015” for the sake of brevity);
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (hereinafter referred to as “SEBI (ICDR), 2018” for the sake of brevity); **Not Applicable to the Company for the period,**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (hereinafter referred to as “SEBI(SAST), 2011” for the sake of brevity);
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (hereinafter referred to as “SEBI(Buyback), 2018” for the sake of brevity); **Not Applicable to the Company for the period,**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (hereinafter referred to as “SEBI (SBES), 2021” for the sake of brevity); **Not Applicable to the Company for the period,**
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (hereinafter referred to as “SEBI(NCS), 2021” for the sake of brevity); **Not Applicable to the Company for the period**
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as “SEBI(PIT), 2015” for the sake of brevity);
- (h) Other regulations applicable.

and circulars/ guidelines issued thereunder;

and based on the 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 and marked in **Exhibit A (Which forms part of the report):**
- (b) The listed entity has taken the actions to comply with the observations made in previous reports which are marked in **Exhibit B (Which forms part of the report):**

We hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. No	Particulars	Compliance Status (Yes/ No/NA)	Observations/ Remarks by PCS*
1	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	YES	No adverse observations.



2	<p>Adoption and timely updation of the Policies:</p> <ul style="list-style-type: none"> ○ 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. 	YES	No adverse observations.
3	<p>Maintenance and disclosures on Website:</p> <ul style="list-style-type: none"> ○ The listed entity is maintaining a functional website. ○ Timely dissemination of the documents/ information under a separate section on the website. ○ Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/section of the website. 	<p>YES</p> <p>YES</p> <p>YES</p>	No adverse observations.
4	<p>Disqualification of Director(s): None of the director(s) of the listed entity is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	YES	No adverse observations
5	<p>Details related to subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies. (b) Disclosure requirement of material as well as other subsidiaries.</p>	NA	The Company does not have any subsidiary Company.
6	<p>Preservation of Documents: 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	Performance Evaluation: 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.	NO	No performance evaluation is conducted by Company as the same is being done by the Central Government.
8	Related Party Transactions: (a) The listed entity has obtained prior approval of audit committee for all related party transactions; (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the audit committee.	NA NA	There are no related party transactions except for the payment to KMP which are as per the pay scale given by the Central Government.
9	Disclosure of events or information: 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.	YES	-
10	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	YES	No adverse observations
11	Actions taken by SEBI or Stock Exchange(s), if any: The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.	The Stock Exchanges (NSE and BSE) have imposed Fines/Penalties for Non-compliance of SEBI (LODR), 2015 which have been reported separately in this report.	The Company has not paid any fines/ penalties with respect to the Non-Compliances raised by the Stock Exchanges. On achieving compliance the company has applied for waiver of fines and NSE has partly waived off the fines. The details are

			provided in the Exhibit A. The Non-compliances are because of the Non-appointment of Directors on the Board of the Company which is a power vested with the President of India since the Company is a Government Company.
12	Resignation of statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / 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.	NA	Not Applicable
13	Additional Non-compliances, if any: No additional non-compliances observed for any SEBI regulation/circular/guidance note etc. except as reported above.	NA	NIL

Observations/Remarks by PCS are mandatory if the compliance status is provided as 'No' or 'NA'.

We further, report that the listed entity is in compliance/ not in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR Regulations. (In case of Not Applicable- NA to be mentioned) (Note: In case of non-compliance, details of such non-compliance need to be mentioned) **NA**



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 J.K. Das & Associates,
Company Secretaries**



CS J.K. Das

Partner

C. P. No. 4250

Membership No. FCS 7268

UDIN: F007268H000464021

Place: Kolkata

Date: 25-05-2026

Peer Review Certificate No

MOIL LIMITED

“Exhibit A”

**Annual Secretarial Compliance Certificate
For the Financial Year 2025-26
Issued by J.K.Das & Associates, Company Secretaries**

Sr. No.	Compliance Requirement (Regulations/Circulars/Guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary (PCS)	Management Response	Remarks
1	Regulation 17 of the of the SEBI (LODR), 2015 as amended till date. Since the Company has an Executive Chairman, 50% of the Board Members need to be Non-Executive, Independent Directors. And should have one woman independent director.	Regulation 17 (1)	The Board of Directors is not properly constituted. The Company does not have (1) Half of the board as Independent Director (2) Half of the Board as Non-Executive directors	NSE/BSE	Fine	The Board of Directors is not properly constituted. The Company does not have (1) Half of the board as Independent Director (2) Half of the Board as Non-Executive directors	# NSE & BSE has levied fine under this Regulation per quarter. The fine details are separately given in table below.	MOIL Limited, being a Government Company, appointment and Reappointment of the Board members is within the purview of the Nodal Ministry which in this case is the Ministry of Steel, Government of India. The	Since the Company is a Government company, the Directors are appointed by the President of India, through Ministry of Steel, the appointment/ reappointment of Directors is neither under the purview of the Company nor the Board/ Company is	The company has not paid any penalty nor the same has been waived off by any of the Exchanges. The company has replied to the letters/ emails/ received by it from the Exchange from time to time.

			(3) Woman Independent Director during F.Y. 2025-26.			(3) Woman Independent Director during F.Y. 2025-26.		Company has pointed out the issues at appropriate forums at regular intervals.	empowered to appoint/ reappoint the Directors. Hence, the non- compliance is due to the issues which are outside the control of the Board/ Company.	
2	Regulation 18 - Composition of the Audit Committee. The regulation requires that the Company shall have 2/3 rd Members as Non- Executive, Independent Director.	Regulation 18	The Audit Committee of the Company has not been properly constituted till 6 th July, 2025 during F.Y. 2025-26.	NSE/BS E	Fine	The Committee does not have minimum 2/3 rd Members of the Audit Committee as Independent Directors.	# NSE & BSE has levied fine under this Regulation per quarter. The fine details are separately given in table below.	Since the company is not having sufficient number of independent directors, the Audit Committee was not properly constituted till 6 th July, 2025 during F.Y. 2025-26.	Since the Company is a Government company, the Directors are appointed by the President of India, through Ministry of Steel, the appointment/ reappointment of Directors is neither under the purview of the Company nor the Board/ Company is empowered to appoint/ reappoint the Director. Hence, the non- compliance is due to the issues which are outside the control of the	The said non- compliance has been Complied w.e.f. July 07, 2025. And NSE vide letter no NSE/LIST/CD/20 26/0013 dated 10.04.2026 has waived off the fine.



									Board/ Company.	
3	Regulation 19 - Composition of the Nomination and Remuneration Committee. The Regulation requires that the committee shall comprise of at least three directors, all directors of the committee shall be non-executive directors; and 2/3 rd as Independent Directors on the Committee.	Regulation 19	The Nomination and Remuneration committee of the Company is not properly constituted. The Committee was not having minimum 3 Non-Executive Directors and 2/3 rd Independent Directors as members of the Committee till 6 th July, 2025 during F.Y. 2025-26.	NSE/BS E	Fine	The Nomination and Remuneration committee of the Company is not properly constituted. The Committee was not having minimum 3 Non-Executive Directors and 2/3 rd Independent Directors as members of the Committee till 6 th July, 2025 during F.Y. 2025-26.	# NSE & BSE has levied fine under this Regulation per quarter. The fine details are separately given in table below.	Since the company is not having sufficient number of independent directors, the Nomination and Remuneration committee (NRC) of the Company was not properly constituted till 6 th July, 2025 during F.Y. 2025-26.	Since the Company is a Government company, the Directors are appointed by the President of India, through Ministry of Steel, the appointment/reappointment of Directors is neither under the purview of the Company nor the Board/Company is empowered to appoint/reappoint the Director. Hence, the non-compliance is due to the issues which are outside the control of the Board/Company.	The said non-compliance has been Complied w.e.f. July 07, 2025. The Company has applied for waiver off of fine, but the NSE has not accepted the waiver request. The Company has again sent an email letter to consider waiver request. However, the matter is still pending with NSE.
4	Regulation 20 - Composition of Stakeholders Committee. The Regulation requires to have minimum three members including with at least 1 Independent	Regulation 20	The Committee does not have minimum three members including one Independent Director as its	NSE/BS E	Fine	The Committee does not have minimum three members including one Independent Director as its	# NSE & BSE has levied fine under this Regulation per	The Stakeholders Committee does not have one Independent Director as its member till 14 th April, 2025	Since the Company is a Government company, the Directors are appointed by the President of India, through	The said non-compliance has been complied with effect from April 15, 2025. And NSE vide letter no NSE/LIST/CD/2026/0013 dated



	Director as Member of the Committee.		member till 14 th April, 2025 during F.Y. 2025-26.			member till 14 th April, 2025 during F.Y. 2025-26.	quarter. The fine details are separately given in table below.	during F.Y. 2025-26.	Ministry of Steel, the appointment/reappointment of Directors is neither under the purview of the Company nor the Board/Company is empowered to appoint/reappoint the Director. Hence, the non-compliance is due to the issues which are outside the control of the Board/Company.	10.04.2026 has waived off the fine
5	Regulation 21 - Composition of Risk Management Committee. The Committee needs to have 1 Independent Director as a Member.	Regulation 21	The Committee does not have one Independent Director as its Member till 14 th April, 2025 during F.Y. 2025-26.	NSE/BSE	Fine	The Committee does not have one Independent Director as its Member till 14 th April, 2025 during F.Y. 2025-26.	# NSE & BSE has levied fine under this Regulation per quarter. The fine details are separately given in table below.	The Risk Management Committee does not have 1 Independent Director as its Member till 14 th April, 2025 during F.Y. 2025-26.	Since the Company is a Government company, the Directors are appointed by the President of India, through Ministry of Steel, the appointment/reappointment of Directors is neither under the purview of the Company nor the Board/Company	The said non-compliance has been complied with effect from April 15, 2025. And NSE vide letter no NSE/LIST/CD/2026/0013 dated 10.04.2026 has waived off the fine



Notes:

1. We have pointed out Non-Compliances of the SEBI Regulations only in this Report. There are consequential violations of certain provisions of the Companies Act, 2013 read with Rules framed thereunder (Including Circulars/Notifications/Guidelines/ Exemptions issued by the Ministry of Corporate Affairs, Government of India). However, since this Annual Secretarial Compliance Report is only restricted to the violations of The SEBI Act, 1992, Regulations/ Notifications/ Circulars/ Guidelines issued by the SEBI and The Securities Contracts (Regulation) Act, 1956, we are not commenting the violations of the Companies Act, 2013 in this report.

**For J.K. Das & Associates,
Company Secretaries**



CS J.K. Das

Partner

C. P. No. 4250

Membership No. FCS 7268

UDIN: F007268H000464021

Place: Kolkata

Date: 25-05-2026

Peer Review Certificate No.1748/2022

"Exhibit B"

MOIL LIMITED
Annual Secretarial Compliance Certificate
For the Financial Year 2025-26
Issued by J.K. Das & Associates, Company Secretaries

Sr. No .	Observations/ Remarks of the Practicing Company Secretary (PCS) in the previous reports)	Observations made in the Secretarial Compliance report for the year ended (The years are to be mentioned)	Compliance Requirement (Regulations/circulars / guidelines including specific clause)	Details of violation/ Deviations and actions taken/ penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
1.	MOIL Limited, being a Government Company, the appointment and Reappointment of the Board members is within the purview of the Nodal Ministry which in this case is the Ministry of Steel, Government of India. The Company has pointed out the issues at appropriate forums at	2024-25	Regulation 17 of the of the SEBI (LODR), 2015 as amended till date. Since the Company has an Executive Chairman, 50% of the Board Members need to be Non-Executive, Independent Directors.	The Company did not comply with the Regulation through -out the year. With respect to women Independent Director, the said position became vacant on March 23, 2025. NSE & BSE had levied fine under this Regulation per quarter, which was included in the previous year's Secretarial Compliance Report.	Company has communicated the requirements to Government from time to time. However, Company has neither paid the penalty levied nor the same has been waived by the Exchange.	The Company is continuously following up on the matter with the relevant Nodal Ministry for appointment of Directors on the Board since the Company nor the Board has powers to appoint Directors. The Directors are appointed by the President of India, through Ministry of Steel, Government of India.

	regular intervals.					
2	Since the company is not having sufficient number of independent directors on its Board, the Audit Committee is also not properly constituted since November 1, 2024.	2024-25	Regulation 18 – Composition of the Audit Committee. The regulation requires that the Company shall have 2/3 rd Members as Non-Executive, Independent Director.	The Audit Committee of the Company has not been properly constituted w.e.f. November 1, 2024. NSE & BSE had levied fine under this Regulation per quarter, which was included in the previous year's Secretarial Compliance Report.	Company has communicated the requirements to Government from time to time. On appointment of new independent directors, the committee was re-constituted. The said non-compliance has been complied w.e.f. July 07, 2025. And NSE vide letter no NSE/LIST/CD/2026/0013 dated 10.04.2026 has waived off the fine.	Company has communicated the requirements to Government from time to time. On appointment of new independent directors, the committee was re-constituted. The said non-compliance has been complied w.e.f. July 07, 2025. And NSE vide letter no NSE/LIST/CD/2026/0013 dated 10.04.2026 has waived off the fine.
3	Since the company is not having sufficient number of independent directors on its Board, the Nomination and Remuneration committee (NRC) of the Company is not properly constituted since November 1, 2024.	2024-25	Regulation 19 – Composition of the Nomination and Remuneration Committee. The Regulation requires that the committee shall comprise of at least three directors, all directors of the committee shall be non-executive directors; and 2/3 rd as Independent Directors on the Committee.	The Nomination and Remuneration committee of the Company is not properly constituted. The Committee is not having minimum 3 Non-Executive Directors and 2/3 rd Independent Directors as members of the Committee NSE & BSE had levied fine under this Regulation per quarter, which was included in the previous year's Secretarial Compliance Report.	Company has communicated the requirements to Government from time to time. On appointment of new independent directors, the committee was re-constituted. The said non-compliance has been complied w.e.f. July 07, 2025. The Company has applied for waiver off fine and however, the NSE has not accepted the waiver request, the matter is still pending with NSE.	Company has communicated the requirements to Government from time to time. On appointment of new independent directors, the committee was re-constituted. The said non-compliance has been complied w.e.f. July 07, 2025. The Company has applied for waiver off fine and however, the NSE has not accepted the waiver request, the matter is still pending with NSE.



4	<p>The Stakeholders Committee does not have one Independent Director as its member since March 23, 2025. However, the said non-compliance has been complied with effect from April 15, 2025.</p>	2024-25	<p>Regulation 20 - Composition of Stakeholders Committee. The Regulation requires to have minimum three members including with at least 1 Independent Director as Member of the Committee.</p>	<p>The Committee does not have minimum three members including one Independent Director as its member since March 23, 2025. The said non-compliance has been complied with effect from April 15, 2025 and no meeting was held during the period.</p> <p>NSE & BSE had levied fine under this Regulation per quarter, which was included in the previous year's Secretarial Compliance Report.</p>	<p>Company has communicated the requirements to Government from time to time. On appointment of new independent directors, the committee was re-constituted. The said non-compliance has been complied w.e.f. April 15, 2025. And NSE vide letter no NSE/LIST/CD/2026/0013 dated 10.04.2026 has waived off the fine.</p>	<p>Company has communicated the requirements to Government from time to time. On appointment of new independent directors, the committee was re-constituted. The said non-compliance has been complied w.e.f. April 15, 2025. And NSE vide letter no. NSE/LIST/CD/2026/0013 dated 10.04.2026 has waived off the fine.</p>
5	<p>The Risk Management Committee does not have 1 Independent Director as its Member since March 23, 2025. However, this non-compliance has been complied w.e.f. April 15, 2025.</p>	2024-25	<p>Regulation 21 - Composition of Risk Management Committee. The Committee needs to have 1 Independent Director as a Member.</p>	<p>The Committee does not have 1 Independent Director as its Member since March 23, 2025. However, this non-compliance has been complied w.e.f. April 15, 2025. NSE & BSE had levied fine under this Regulation per quarter, which was included in the previous year's Secretarial Compliance Report.</p>	<p>Company has communicated the requirements to Government from time to time. On appointment of new independent directors, the committee was re-constituted. The said non-compliance has been complied w.e.f. April 15, 2025. And NSE vide letter no NSE/LIST/CD/2026/0013 dated 10.04.2026 has waived off the fine.</p>	<p>Company has communicated the requirements to Government from time to time. On appointment of new independent directors, the committee was re-constituted. The said non-compliance has been complied w.e.f. April 15, 2025. And NSE vide letter no NSE/LIST/CD/2026/0013 dated 10.04.2026 has waived off the fine.</p>



*NSE and BSE stand for National Stock Exchange of India Limited and the BSE Limited respectively.

For J.K. Das & Associates,
Company Secretaries



CS J.K. Das
Partner
C. P. No. 4250
Membership No. FCS 7268
UDIN: **F007268H000464021**
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