

SECRETARIAL COMPLIANCE REPORT OF MOIL LIMITED

For the Financial Year Ended 31st March 2022

[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:

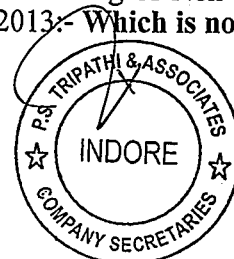
- all the documents and records made available to us and explanation provided by **MOIL Limited** ("the listed entity"),
- the filings/submissions made by the listed entity to the stock exchanges,
- website of the listed entity,
- any other document/filing, as may be relevant, which has been relied upon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

for the year ended 31st March, 2022 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; **Which is 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;
- Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014:- **Which is not applicable to company for the period;**
- Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008:- **Which is not applicable to company for the period;**
- Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013:- **Which is not applicable**



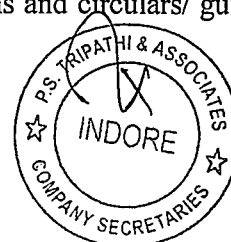
- to company for the period;**
 (8) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/guidelines issued there under and based on the above examination, We hereby report that, during the view period:

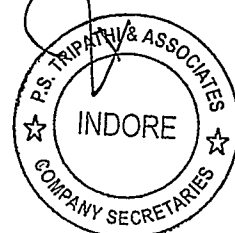
- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under, except in respect of matters specified below:-

S. No.	Compliance Requirement (Regulation/ circulars/ guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
01	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 (w.e.f. 01.04.2021 upto 31.05.2021) (3) Independent Woman Director on Board during the financial year 2021-22. (w.e.f. 01.04.2021 up to 27.03.2022)	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. However, the company has complied with the deviation nos. 2 and 3 for some period of the year as mentioned against the deviations.

- (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:



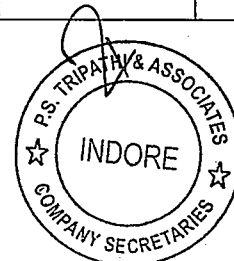
S. No.	Action Taken by	Details of Violation	Details of Action Taken	Observation by Practicing Company Secretary (if any)
1.	NSE	Regulation 17(1) of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 for the quarter ended on 31.03.2021.	Imposed fine of Rs. 5,000/- per day totaling to Rs. 5,31,000/- (Including GST)	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.
2.	NSE	Regulation 17(1) of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 for the quarter ended on 30.06.2021.	Imposed fine of Rs. 5,000/- per day totaling to Rs. 5,36,900/- (Including GST)	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.
3.	NSE	Regulation 17(1) of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 for the quarter ended on 30.09.2021.	Imposed fine of Rs. 5,000/- per day totaling to Rs. 5,42,800/- (Including GST)	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 for the quarter ended on 31.12.2021.	Imposed fine of Rs. 5,000/- per day totaling to Rs. 5,42,800/- (Including GST)	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.
5.	BSE	Regulation 17(1) of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 for the quarter ended on 31.03.2021	Imposed fine of Rs. 5,000/- per day totaling to Rs. 5,31,000/- (Including GST)	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.
6.	BSE	Regulation 17(1) of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 for the quarter ended on	Imposed fine of Rs. 5,000/- per day totaling to Rs. 5,36,900/- (Including GST)	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



		30.06.2021.		Board or the Company.
7.	BSE	Regulation 17(1) of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 for the quarter ended on 30.09.2021.	Imposed fine of Rs. 5,000/- per day totaling to Rs. 5,42,800/- (Including GST)	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.
8.	BSE	Regulation 17(1) of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 for the quarter ended on 31.12.2021	Imposed fine of Rs. 5,000/- per day totaling to Rs. 5,42,800/- (Including GST)	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.

(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 2021	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 the Company, the	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 Board of Directors of the Company, the Company has complied with the conditions except provision relating to composition of Board of	Being a Government Company, all Directors are appointed by the Government of India. Accordingly, the company has written several letters requesting appointment of requisite number of Independent Directors to comply with the provisions.	As per the information given, the Company has requested to the administrative Ministry of GoI for appointment of requisite number of Directors.



Company has complied with the conditions except provision relating to composition of Board of Directors from 1 st April 2020 to 31 st March 2021.	Directors from 1 st April 2020 to 31 st March 2021.		
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UDIN: F005812D000407642
Place: Indore
Date: 27/05/2022

For P.S. Tripathi & Associates
Company Secretaries


Pratik Tripathi
Partner
C.P. No. 5358

