

एम एस टी सी  
लिमिटेड  
(भारत सरकार का उपक्रम)



**MSTC**  
**LIMITED**  
(A Govt. Of India Enterprise)

CIN : L27320WB1964GOI026211

225C, A.J.C BOSE ROAD, KOLKATA - 700 020, INDIA  
PHONE : 91-33-2290-0964, 2287-9627 / 7557 / 0568  
FAX : 2287-8547/2290-7211/2281-3089, 2287-4915(ERO)  
website : www.mstcindia.co.in • www.mstcecommerce.com

MSTC/CS/SE/139

04<sup>th</sup> June, 2020

1. The Dy.Manager (Listing)  
BSE Limited  
PhirozeJeejeebhoy Towers,  
Dalal Street, Mumbai 400 023.  
(Scrip Code: 542597)
2. The Manager, Listing Department  
National Stock Exchange of India Limited  
Exchange Plaza, BandraKurla Complex  
Bandra (E), Mumbai 400 051  
(Scrip Code: MSTCLTD)

Dear Sir/Madam,

Sub: Annual Secretarial Compliance Report of MSTC Limited for the year ended  
31<sup>st</sup> March 2020

In terms of SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 08 Feb 2019, please find enclosed Annual Secretarial Compliance Report duly issued and signed by a Practicing Company Secretary for the year ended 31 March 2020.

This is for your Information and record.

Thanking you,

Yours faithfully,  
For MSTC Limited

  
(Ajay Kumar Rai)

Company Secretary and Compliance Officer



## SECRETARIAL COMPLIANCE REPORT

*[Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019]*

Secretarial Compliance Report of **MSTC Limited**  
for the financial year ended 31st March 2020

I, Priti Todi, Partner of PS & Associates, Practising Company Secretaries have examined:

- (a) all the documents and records made available to us and explanation provided by **MSTC Limited** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) other document(s)/ filing(s), as may be relevant, which has been relied upon to make this certification, for the year ended 31st March 2020 ("Review Period") in respect of compliance with the provisions of:
  - (i) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
  - (ii) 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;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 ;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder;

And based on the above examination, I, 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:-



# BAJAJ TODI & ASSOCIATES

Practising Company Secretaries

225D, A. J. C. Bose Road  
Kolkata -700020, West Bengal, India  
Tel: +91 33 22809045 Email: ps@bajajtodi.in

Sr.No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	Reg. 17(1) of The SEBI (LODR) which provides that the Board of Directors shall have an optimum combination of executive and nonexecutive directors.	The composition of the Board of Directors did not comply with the regulations as per detail given below;  - 50% Independent Directors during the period 01.07.2019 to 31.03.2020	MSTC Limited is a Mini Ratna Category-I PSU under the administrative control of the Ministry of Steel, Government of India.  The Appointment of Independent Director in the Board of MSTC Ltd. is carried out by Board Level Appointment Cell (BLA) and neither the Board nor the Company has any role in the appointment process. The appointment can be considered at the Board level only when the BLA Cell will intimate the company about appointment of the independent Director.  MSTC Ltd. is following up the matter with the Administrative Ministry since April, 2019 for appointment of Independent Director in the Board of MSTC Limited, however the company is yet to receive any nomination.

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/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 thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1	BSE/NSE	Half of the Board of Directors of the Company is not comprised of Independent Directors as required under the above mentioned regulations.	BSE and NSE had Issued Notice and levied monetary fine(s) for non compliance of the aforesaid provisions.	The Company has submitted that company is a Govt. Company and neither the Board nor the Company is empowered to appoint Independent Directors as the power to appoint Independent Director vest with GOI.  The delay cannot be attributed to the Company and therefore, company should not be held liable to pay the fine and the same be waived off as the non-compliance is not due to any negligence/default by the Company.



# BAJAJ TODI & ASSOCIATES

Practising Company Secretaries

225D, A. J. C. Bose Road  
Kolkata -700020, West Bengal, India  
Tel: +91 33 22809045 Email: ps@bajajtodi.in

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

Sr. No.	Observations of the Practicing Company Secretary in the previous report	Observations made in the secretarial compliance report for the year ended	Action taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
<b>NIL</b>				

For Bajaj Todi & Associates  
(Formerly known as PS & Associates)



(Priti Todi)  
Partner  
C.P.No.: 7270, ACS:14611

Place : Kolkata  
Date : 04/06/2020

Note : My attendance for the purpose of physical verification and examination of the records of the company was impracticable due to lockdown restrictions imposed by the Government due to COVID -19 and I have, therefore, relied on the electronic data as provided by the company to gather informations and proper records as necessary for verification.

