



स्टील अथॉरिटी ऑफ इण्डिया लिमिटेड
STEEL AUTHORITY OF INDIA LIMITED

No.CA-17(44)/2019

May 30, 2019

The General Manager (MO)
Bombay Stock Exchange
Corporate Relationship Department
1st Floor, New Trading Ring,
Rotunda Building, P.P. Tower,
Dalal Street, Fort,
Mumbai-400001
(Fax No.022-22723121/3719)

The Asstt. Vice President
National Stock Exchange of India Ltd.
Plot No.C/1, G Block,
Bandra-Kurla Complex, Bandra (East),
Mumbai-400 051.
(Fax No.022-26598237/38)

Sub: Annual Secretarial Compliance Report for the Financial Year ended 31st March, 2019,


Ref: Regulation 24A of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015: Security ID:SAIL.

Dear Sir,

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019, please find enclosed herewith Annual Secretarial Compliance Report for the Financial Year ended 31st March, 2019 issued by M/s. Agarwal S. & Associates, Practising Company Secretaries.

The above is for your kind information and records please.

Yours faithfully,
For Steel Authority of India Limited


(M.C. Jain)

ED(F&A) & Secretary

Encl. As above.

1



**SECRETARIAL COMPLIANCE REPORT
OF
STEEL AUTHORITY OF INDIA LIMITED
For the year ended 31st March, 2019**

We, Agarwal S. & Associates, Company Secretaries, have examined:

- (a) all the documents and records made available to us and explanation provided by Steel Authority of India 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, 2019 ("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) Regulation, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **Not applicable during the year under review.**
- (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; **Not applicable during the year under review.**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **Not applicable during the year under review.**



- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not applicable during the year under review.**
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013; **Not Applicable during the year under review.**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018. 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 below:-

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.*	Regulation 17 (1) (b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, where the listed entity does not have a regular non-executive chairperson, at least half of the Board of Directors shall comprise of Independent Directors.	The number of Independent Directors on the Board is less than fifty percent during the period from 07.05.2018 to 30.06.2018.	The Board of Directors of the Company is headed by an Executive Chairman. Accordingly, the number of Independent Directors should have been at least 50% of the Board Members during the period from 07.05.2018 to 30.06.2018.
2.*	Regulation 17 (10) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the performance evaluation of independent directors shall be done by the entire Board of Directors.	The performance evaluation of Independent Directors has not been done by the entire Board of Directors.	The entire Board of Directors shall carry out the performance evaluation of Independent Directors.
3.*	Regulation 25(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Independent Directors shall in their	The Independent Directors in their separate meeting has not: (a) reviewed the performance of non-independent directors and the board of	The Independent Directors shall, in their separate meeting held on 03.08.2018, review the performance of non-independent directors and the board of directors as a whole and also review the

<p>meeting:</p> <p>(a) review the performance of non-independent directors and the board of directors as a whole;</p> <p>(b) review the performance of the chairperson of the listed entity, taking into account the views of executive directors and non-executive directors.</p>	<p>directors as a whole;</p> <p>(b) reviewed the performance of the chairperson of the listed entity, taking into account the views of executive directors and non-executive directors.</p>	<p>performance of the chairperson of the listed entity, taking into account the views of executive directors and non-executive directors.</p>
<p>4.* Regulation 19 (4) read with Schedule II Part D (A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015, the Nomination and Remuneration Committee shall:</p> <p>(a) formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of Directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;</p> <p>(b) formulate the criteria for evaluation of performance of Independent Directors and the Board of Directors;</p> <p>(c) devise a policy on diversity of Board of Directors.</p>	<p>The Nomination and Remuneration Committee has not:</p> <p>(a) formulated the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of Directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;</p> <p>(b) formulated the criteria for evaluation of performance of Independent Directors and the Board of Directors;</p> <p>(c) devised a policy on diversity of Board of Directors.</p>	<p>The Nomination Committee shall formulate the said policies/criteria's.</p>

* As informed by the Management, SAIL is a Government Company and appointment of Directors on the Board of the Company is made based on nomination by Government of India (GOI). Further, terms & conditions of appointment as well as tenure of all Directors are also

decided by GOI and there is a well laid down procedure for evaluation of Directors by the Administrative Ministry. Accordingly, NRC has not formulated the criteria for determining qualifications, positive attributes and independence of a director, evaluation of performance of Independent Directors and the Board of Directors and policy on diversity of Board of Directors.

<p>5. Regulation 33 (3)(d) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the listed entity shall submit audited standalone financial results for the financial year, within sixty days from the end of the financial year along with the audit report.</p>	<p>The Company has submitted audited standalone Financial results with the BSE Limited for the financial year ending 31.03.2018 on 31.05.2018 after 60 days.</p>	<p>The listed entity shall submit audited standalone financial results for the financial year ending on 31.03.2018, within sixty days from the end of the financial year along with the audit report to the BSE Limited.</p> <p>As informed by the management, they have tried to upload the audited standalone and consolidated financial results to the BSE Limited within the time schedule but the same could not be uploaded on the BSE website due to technical reasons which was informed to the stock exchange. However the same has been successfully uploaded on NSE website within due period.</p>
---	--	---

- (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 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 Limited	As per Regulation 33 (3)(d) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the listed entity shall submit audited standalone financial results for the financial year, within sixty days from the end of the financial year	Fine of Rs. 5,900/-	The listed entity shall submit audited standalone financial results for the financial year ending on 31.03.2018, within sixty days from the end of the financial year along with the audit report to the BSE Limited.



5

	along with audit report.		As informed by the management, they have tried to upload the audited standalone and consolidated financial results to the BSE Limited within the time schedule but the same could not be uploaded on the BSE website due to technical reasons which was informed to the stock exchange. However the same has been successfully uploaded on NSE website within due period. Management has taken up with BSE Limited for waiver of fine considering technical glitches. Response from BSE is awaited.
--	--------------------------	--	---

(d) The listed entity has taken the following actions to comply with the observations made in previous reports: **Not Applicable**

Sr. No	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
N.A.	N.A.	N.A.	N.A.	N.A.

For Agarwal S. & Associates,
Company Secretaries,
ICSI Unique Code: P2003DE049100



Agarwal

Signature: _____

Name of the Practicing Company Secretary: **CS Sachin Agarwal**

FCS No.: 5774

C P No.: 5910

Place: New Delhi
Date: 30th May, 2019

6

Page 5 of 5