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## SECRETARIAL COMPLIANCE REPORT OF STEEL AUTHORITY OF INDIA LIMITED

## For the year ended 31st March, 2020

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,

ICSI Unique Code : P2003DE049100

(d) any other document/ filing, 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:

- (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:
- (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;

MSME Udyog Aadhaar Number: DL102008584

- (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;
- 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.	<b>Compliance Requirement</b>	Deviations	Observations/ Remarks of the
No	(Regulations/ circulars /		Practicing Company Secretary
	guidelines including		
	specific clause)		2
1.*	Regulation 17 (1) (a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the listed entity shall have an optimum combination of executive and non-executive directors with at least one woman director and not less than fifty percent of the board of directors shall comprise of non-executive directors.  Provided that the Board of directors of the top 500 listed entities shall have at least one independent woman director by April	The number of Non-executive Directors on the Board is less than fifty percent of the total strength during the period from 04.02.2020 to 31.03.2020 and the Company did not have independent woman director on the Board of Company during the period from 18.11.2019 to 31.03.2020	The Company is a listed entity Accordingly, fifty percent of the total strength of the board of directors shall comprise of non- executive directors during the period from 04.02.2020 to 31.03.2020.  The Board of Directors of the Company shall have at least one independent woman director during the period from 18.11.2019 to 31.03.2020.
2.*	1, 2019. Regulation 17 (1) (b) of the	The number of	The Board of Directors of the
	Securities and Exchange	Independent Directors on	Company is headed by an
	Board of India (Listing	the Board is less than fifty	Executive Chairman.
	Obligations and Disclosure	percent of the total	Accordingly, the number of
	Requirements) Regulations,	strength during the period	Independent Directors should

	2015, where the listed entity does not have a	from w.e.f. 06.11.2019 to 12.11.2019 and	have been at least 50% of the total strength of Board
	regular non-executive chairperson, at least half of	18.11.2019 to 31.03.2020.	Members during the period from 06.11.2019 to 12.11.2019
	the Board of Directors shall		and 18.11.2019 to 31.03.2020.
	comprise of Independent		
	Directors.		
3.*	Regulation 17 (10) of the	The performance	The entire Board of Directors
	Securities and Exchange	evaluation of Independent	shall carry out the performance
	Board of India (Listing	Directors has not been	evaluation of Independent
	Obligations and Disclosure Requirements) Regulations,	done by the entire Board of Directors.	Directors.
	2015, the performance	of Directors.	
	evaluation of independent		
	directors shall be done by	*	
	the entire Board of		g
	Directors.		
4.*	Regulation 25(4) of the	-7	The Independent Directors
	Securities and Exchange	in their separate meeting	should have in their separate
	Board of India (Listing Obligations and Disclosure	has not: (a) reviewed the	meeting held on 30.05.2019, review the performance of non-
	Requirements) Regulations,	performance of non-	independent directors and the
	2015, the Independent	independent directors	board of directors as a whole
	Directors should have in	and the board of	and also review the
	their separate meeting:	directors as a whole;	performance of the chairperson
	(a) review the	(b) reviewed the	of the listed entity, taking into
	performance of non-	performance of the	account the views of executive
	independent directors	chairperson of the	directors and non-executive
	and the board of directors as a whole;	listed entity, taking into account the views	directors.
	(b) review the	of executive directors	
	performance of the	and non-executive	
	chairperson of the	directors.	
	listed entity, taking		
	into account the views	2-	
	of executive directors		
	and non-executive	- ÷	*
5.*	directors.  Regulation 19 (4) read with	The Nomination and	The Nomination Committee
J. *	Schedule II Part D (A) of the	Remuneration Committee	INCOMES IN PRESENTAL ENGINEERING CONTRACTOR OF STREET OF
	Securities and Exchange	TO SECURITION OF THE PROPERTY AND A SECURITION OF THE PROPERTY	policies/criteria's.
	Board of India (Listing	(a) formulated the criteria	
	Obligations and Disclosure	The second secon	1
	requirements) Regulations,		1
	2015, the Nomination and		A constant of the constant of
	Remuneration Committee shall:	independence of a director and	(3)
	(a) formulate the criteria		12/11/21
	1 (a) Tormalate the enterior	1 comment to the	0 0
			Gripany Section 3 of
			· · · · · · · · · · · · · · · · · · ·

for det	ermi	ning
qualifications,	pos	itive
attributes		and
independence	of	a
director		and
recommend	to	the
Board of Dir	ector	s a
policy relating	to,	the
remuneration	of	the
directors,		key
managerial p	erso	nnel
and other emp	loye	es;
formulate the	crit	eria
for evaluati	ion	of

- (b) formulate the criteria for evaluation of performance of Independent Directors and the Board of Directors;
- (c) devise a policy on diversity of Board of Directors.

- Board of Directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- (b) formulated the criteria for evaluation of performance of Independent Directors and the Board of Directors;
- (c) devised a policy on diversity of Board of Directors.

- \* 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. Consequently, 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.
- (b) The listed entity has maintained proper records under the provisions of the above Regulations and Circulars/ Guidelines issued thereunder in so far 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.
NIL	NIL	NIL	NIL	NIL



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

C.	Observations of	Observations made in the	Actions taken by the	Comments of the
Sr. No	the Practicing	secretarial compliance	Actions taken by the listed entity, if any	Practicing Company
	Company	report for the year ended	Banker de Santa (Carante de Santa Carante d	Secretary on the
	Secretary in the	31.03.2019		actions taken by the
	previous reports			listed entity
1	Regulation 17 (1)	The Board of Directors of	The matter for	SAIL is a Government
	(b) of the SEBI	the Company is headed	nominating of requisite	Company and
	(Listing Obligations	by an Executive	number of	appointment of
	and Disclosure	Chairman. Accordingly,	Independent Directors	Directors on the
	Requirements)	the number of	on the Board of the	Board of the
	Regulations, 2015,	Independent Directors	Company has been	Company is made
		should have been at least	regularly taken up with	based on nomination
		50% of the Board	the Administrative	by Government of
		Members during the	Ministry.	India (GOI).
		period from 07.05.2018		
		to 30.06.2018.		
	Dogulation 17 (10)	The outine Desire of	2	
2	Regulation 17 (10)	The entire Board of	In respect of	The Company should
	of the SEBI (Listing	Directors shall carry out	observation regarding	carry out the
	Obligations and Disclosure	the performance evaluation of	performance evaluation	performance
	Requirements)	Independent Directors.	of the Directors not	evaluation of
	Regulations, 2015,	independent birectors.	being carried out	Independent Directors, as per
	Regulations, 2015,		pursuant to the	regulation 17 (10) of
			Regulation 17(10) &	SEBI (Listing
			25(4) of Securities	Obligations &
		8	Exchange Board of	Disclosure
		ω.	India (Listing	Requirements)
			Obligations and	Regulations, 2015
3	Regulation 25 (4)	The Independent	Disclosure	The Independent
	of the SEBI (Listing	Directors shall, in their	Requirements)	Directors should
	Obligations and	separate meeting held on	Regulations, 2015, it is	carry out the
	Disclosure	03.08.2018, review the	submitted that Ministry	evaluation of Board
	Requirements)	performance of non-	9-3 0 7750 37	of Directors, as per
	Regulations, 2015,	independent directors	of Corporate Affairs has vide its Notification	regulation 25 (4) of SEBI (Listing
		and the board of directors as a whole and also	2	SEBI (Listing Obligations &
		as a whole and also review the performance	dated 5th June, 2015	Disclosure
		of the chairperson of the	notified the exemptions	Requirements)
		listed entity, taking into	to Government	Regulations, 2015
		account the views of	Companies from the	253
		executive directors and	provisions of the	
	e - 1	non-executive directors.	Companies Act, 2013	
			which, inter-alia,	G & An
	1	II.	<u> </u>	Charles Co.

4	Regulation 19 (4)	The Nomination	provides that Sub	The Nomination
	read with Schedule	Committee shall	Sections (2), (3) & (4)	Committee shall
	II Part D (A) of the	formulate the said	of Section 178	formulate the said
	SEBI (Listing	policies/criteria's.	regarding appointment,	policies/criteria's.
	Obligations and		performance evaluation	
	Disclosure		and remuneration shall	
	requirements)		not apply to Directors	
	Regulations, 2015,		of the Government	
	W		Companies. Further, the	3.
				*
			Ministry of Corporate	
		9	Affairs vide	
			Notification dated 5th	
			July, 2017 has notified	
			certain amendments in	
			Schedule IV of the	
			Companies Act, 2013	П
			relating to Code for	
			Independent Directors.	
			As per the Notification,	
			in Schedule IV, the	fi
			clauses relating to	
			evaluation of	
			performance of Non-	
			Independent Directors,	
			Chairperson and Board	
		-	have been exempted for	
			Government	
			Companies.	ĕ
		18	<b>F</b>	35
5	Regulation 33	The listed entity shall		Noted.
	(3)(d) of SEBI	submit audited	the matter with BSE	
	(Listing Obligations & Disclosure	standalone financial	Limited for wavier of	
	& Disclosure Requirements)	results for the financial	fine and BSE vide letter	
	Regulations, 2015,	year ending on	dated 17 <sup>th</sup> July, 2019	
	the listed entity	31.03.2018, within sixty days from the end of the	approved the waiver	
	shall submit	financial year along with	request.	
	audited standalone	the audit report to the		
	financial results	BSE Limited.	3 .	
	for the financial			
	year, within sixty	As per the information		
	days from the end	provided by the		
	of the financial	management, they have		8.0
	year along with the	tried to upload the	in S	- 15 ag
	audit report.	audited standalone and	A Ago	( 2 m
			18/1	Page 6 of 7
			Gimpany	Secretar

		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		5
	8	informed to the stock		
		exchange. However the		
		same has been		
	ï	successfully uploaded on		
9	9	NSE website within due		
		period.		

For Agarwal S. & Associates,

Company Secretaries,

ICSI Unique Code: P2003DE049100

Signature:

Name of the Practicing Company Secretary: CS Anuradha Jain

ACS No.:36639 C P No.: 14180

Place: New Delhi Date: 24.06.2020

UDIN: A036639B000375472