



दि स्टेट ट्रेडिंग कार्पोरेशन ऑफ इंडिया लिमिटेड
(भारत सरकार का उद्यम)

THE STATE TRADING CORPORATION OF INDIA LTD.
(A Govt. of India Enterprise)

प्रभाग
DIVISION

STC/BS&P/BS/10082/2017-18/STEX.

May 30, 2024

Manager - Listing Compliance Department National Stock Exchange of India Limited Exchange Plaza, Bandra - Kurla Complex, Bandra (East), Mumbai - 400051 Scrip Code : STCINDIA - EQ	Manager - Listing Compliance Department BSE Limited 1 st Floor, P.J. Towers, Dalal Street Mumbai - 400001 Scrip Code : 512531
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**Sub: Annual Secretarial Compliance Report for the Year ended 31st
March, 2024**

Dear Sir/Madam,

Pursuant to Regulation 24A of the SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015, please find enclosed herewith the Annual Secretarial Compliance Report for the year ended 31st March, 2024 issued by M/s. Parveen Rastogi & Co., Practicing Company Secretaries.

Please take the above document on record.

Thanking you,

Yours sincerely,
For The State Trading Corporation of India Limited

(Vipin Tripathi)
Company Secretary & Compliance Officer



Parveen Rastogi & Co.

Company Secretaries

ANNUAL SECRETARIAL COMPLIANCE REPORT

Secretarial Compliance Report of THE STATE TRADING CORPORATION OF INDIA LIMITED for the financial year ended 31st March, 2024

I, Parveen Kumar Rastogi, Proprietor of M/s. Parveen Rastogi & Co., have examined:

- all the documents and records made available to us and explanation provided by The State Trading Corporation of India 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 Report

for the financial year ended 31st March, 2024 ("Review Period") 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 thereunder; 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;
- 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; **Applicable to the Company during the Review Period**;
- Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **{Not Applicable to the Company during the Review period}**;



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Branch Off.: CS-54 & 55, 1st Floor, Ansal Plaza, Vaishali, Ghaziabad - 201010

Residence: 109-C, Pocket-F, MIG Fla 3 Enclave, Dilshad Garden, Delhi - 110093

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Web : csparveenrastogi.com

- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **{Not Applicable to the Company during the Review Period}**
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) SEBI (Delisting of Equity Shares) Regulations, 2021; **{Not Applicable to the Company during the Review period}**;
- (i) SEBI (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (j) Other regulations as applicable 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:

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	Management Response	Remarks
1	SEBI (Prohibition of Insider Trading) Regulations, 2015.	Reg 3(5) & 3(6)	The Company is not complying with the requirements of Structural Digital Data Base.	Stock Exchange	Letter issued by Stock Exchanges.	The Company is not maintaining SDD software in line with the requirements.	-	The Company has not complied with the requirements of Structural Digital Data Base in terms of SEBI (Prohibition of Insider Trading) Regulations, 2015 including various	STC is a non-operative company and preparing its accounts on non-going concern basis since 2019, STC has put in place an in-house	None



							<p>Circulars issued by SEBI thereunder and Circular(s) issued by BSE Limited dated March 16, 2023.</p>	<p>developed software for SDD and uploaded the details of designated persons</p> <p>STC had also issued a detailed circular regarding Standard Operating Process under SEBI (Prohibition of Insider Trading) Regulations, 2015 for ensuring compliance with Structured Digital Database by its designated persons</p> <p>Further STC</p>
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2.	Adoption and timely updation of the Policies: <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 Yes	
3.	Maintenance and disclosures on Website: <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 re-directs to the relevant document(s)/ section of the website. 	Yes Yes Yes	
4.	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.	Yes	
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: <ul style="list-style-type: none"> (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries 	Yes Yes	STC has one wholly owned subsidiary company named as STCL Limited, which does not fall within the purview of material subsidiary company.



6.	<p>Preservation of Documents:</p> <p>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.	<p>Performance Evaluation:</p> <p>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.</p>	Not Applicable	<p>Ministry of Corporate Affairs (MCA) vide its circular dated June 5, 2015, has exempted Government Companies from the provisions of section 178(2) of the Companies Act, 2013, which requires performance evaluation of every director by the Nomination & Remuneration Committee.</p>
8.	<p>Related Party Transactions:</p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or</p> <p>(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.</p>	<p>Yes</p> <p>Not Applicable</p>	<p>Regulation 23(5) of SEBI (LODR) Regulations, 2015 exempts:</p> <p>a. Transactions entered into between two government companies;</p> <p>b. transactions entered into between a holding company and its wholly owned subsidiary whose accounts are consolidated with such holding company and</p>

			placed before the shareholders at the General Meeting for approval.
9.	<p>Disclosure of events or information:</p> <p>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.</p>	Yes	
10.	<p>Prohibition of Insider Trading:</p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	No	None
11.	<p>Actions taken by SEBI or Stock Exchange(s), if any:</p> <p>No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder (or)</p> <p>The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.</p>	Not Applicable	None
12.	<p>Resignation of statutory auditors from the listed entity or its material subsidiaries:</p> <p>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.</p>	Not Applicable	No such resignation occurred.



13.	Additional non-compliances, if any: No additional non-compliances observed for any SEBI regulation/circular/guidance note etc. except as reported above.	Not Applicable	None
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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 Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) 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 PARVEEN RASTOGI & CO.
(COMPANY SECRETARIES)**



**PARVEEN KUMAR RASTOGI
(PROPRIETOR)**

M. NO.: F4764

COP. NO.: 26582

Peer Review Certificate no. 5486/2024

PLACE: NEW DELHI

DATE: 29.05.2024

UDIN: F004764F000487818