



MOIL LIMITED

(A Government of India Enterprise)

Regd. Off.: MOIL Bhawan, 1A Katol Road, NAGPUR – 440 013

Website: www.moil.nic.in, E-Mail ID: compliance@moil.nic.in, Ph.: 0712- 2806182, Fax: 0712-2591661, CIN: L99999MH1962GO1012398

CS/NSE-BSE/20209-21/

Date 26.06.2020

To,
The GM (Listing),
National Stock Exchange of India Ltd,
Exchange Plaza, Plot No.C-1, G Block,
Bandra Kurla Complex, Bandra (East),
Mumbai – 400053

To,
Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001

Sub: Submission of Secretarial Compliance Report under Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Stock Code: NSE – MOIL & BSE - 533286

Dear Sir /Madam,

Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements), 2015, we hereby enclose Secretarial Compliance Report for the financial year ended 31st March, 2020.

This is to inform that the National Stock Exchange vide letter no. NSE/LIST/SOP/0449 dated 23.01.2020 has waived off the fine imposed for non-compliance of provision of Regulation 17 of SEBI (LODR) Regulations, 2015 relating to composition of Board of the Company which is mentioned in the Secretarial Compliance Report for the year 2019-20.

This is for your record.

Thanking you,

Yours faithfully,

For **MOIL LIMITED**

(N.D.Pandey)

Company Secretary & Compliance Officer



306, Manas Bhawan Extn,
11, RNT Marg, Indore, (M.P.), India
Tel: +91 731 4043080, 4043089
Cell: +91 98272 34275
E-mail: tripathi.pratik@gmail.com
Web: www.pstripathi.com

SECRETARIAL COMPLIANCE REPORT OF MOIL LIMITED

For the Financial Year Ended 31st March 2020

[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:

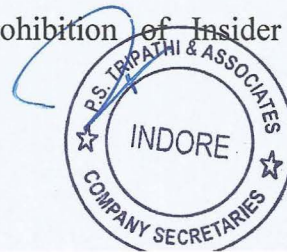
- (a) all the documents and records made available to us and explanation provided by **Moil Limited** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which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

through electronic mode due to COVID-19 for the year ended 31st March, 2020 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 there under; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, 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:- **Which is not applicable to company for the period;**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008:- **Which is not applicable to company for the period;**
- (g) 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;**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;



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Company Secretaries

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 there under, except in respect of matters specified below:-

Compliance Requirement (Regulation/ circulars/ guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
Regulation 17(1) (a) & (b) of The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation, 2015.	The Board of Director does not have Fifty percent of the Directors as Independent Directors during the year and in quarter ending on 31 st march 2020 half of the Directors is not Non-Executive Directors and also there is no Independent Woman Director on Board since February 2020.	Moil being the Government Company and appointment of all the Directors is controlled by GOI and Company has already made the request for the same. This matter is not in control of the Board or Company.

- (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	Imposed fine of Rs. 5,000/- per day totaling to	Moil being the Government Company and



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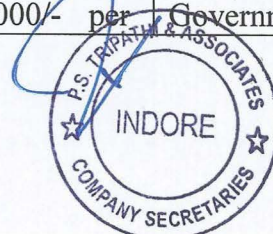
		Disclosure Requirement) Regulation, 2015 on 31.03.2019.	Rs. 5,31,000/-	appointment of Directors is controlled by GOI and Company has already made the request for the same. This matter is not in control of the Board or Company.
2.	NSE	Regulation 17(1) of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 on 30.06.2019.	Imposed fine of Rs. 5,000/- per day totaling to Rs. 5,36,900/-	Moil being the Government Company and appointment of Directors is controlled by GOI and Company has already made the request for the same. This matter is not in control of the Board or Company.
3.	NSE	Regulation 17(1) of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 on 30.09.2019.	Imposed fine of Rs. 5,000/- per day totaling to Rs. 5,42,800/-	Moil being the Government Company and appointment of Directors is controlled by GOI and Company has already made the request 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 on 31.12.2019.	Imposed fine of Rs. 5,000/- per day totaling to Rs. 1,23,900/-	Moil being the Government Company and appointment of Directors is controlled by GOI and Company has already made the request for the same. This matter



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Company Secretaries

				is not in control of the Board or Company.
5.	BSE	Regulation 17(1) of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 on 31.03.2019.	Imposed fine of Rs. 5,000/- per day totaling to Rs. 5,31,000/-	Moil being the Government Company and appointment of Directors is controlled by GOI and Company has already made the request for the same. This matter is not in control of the Board or Company.
6.	BSE	Regulation 17(1) of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 on 30.06.2019.	Imposed fine of Rs. 5,000/- per day totaling to Rs. 5,36,900/-	Moil being the Government Company and appointment of Directors is controlled by GOI and Company has already made the request for the same. This matter is not in control of the Board or Company.
7.	BSE	Regulation 17(1) of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 on 31.09.2019.	Imposed fine of Rs. 5,000/- per day totaling to Rs. 5,42,800/-	Moil being the Government Company and appointment of Directors is controlled by GOI and Company has already made the request for the same. This matter is not in control of the Board or Company.
8.	BSE	Regulation 17(1) of SEBI (Listing	Imposed fine of Rs. 5,000/- per	Moil being the Government



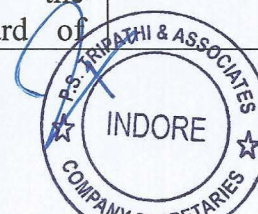
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Company Secretaries

	Obligation and Disclosure Requirement) Regulation, 2015 on 31.12.2019.	day totaling to Rs. 1,23,900/-	Company and appointment of Directors is controlled by GOI and Company has already made the request for the same. This matter is not in control of the Board or Company.
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- (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 2019	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 Company has complied with the conditions except provision	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	Being a Governm ent Company, all Directors are appointed by the Governm ent of India. Accordin gly, Governm ent of India will make appointm ent of Requisite number of directors on the Board of	As per the information given, Company has requested to the concerned ministry of GOI for appointment of sufficient number of Directors.



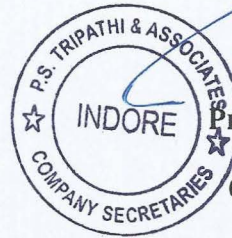
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relating to composition of Board of Directors from 1 st April 2018 to 31 st March 2019.	conditions except provision relating to composition of Board of Directors from 1 st April 2018 to 31 st March 2019.	MOIL.	
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For P.S. Tripathi & Associates
Company Secretaries

UDIN: F005812B000382320
Place: Indore
Date: 25/06/2020



Pratik Tripathi
Pratik Tripathi
Partner
C.P. No. 5358