



एमएसटीसी लिमिटेड

(भारत सरकार का उपक्रम)

MSTC LIMITED

(A Govt. of India Enterprise)

CIN : L27320WB1964GOI026211

e-assuring
INDIA

MSTC/CS/SE/330

18th May, 2022

1. The Dy. Manager (Listing)
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai 400 001.
(Scrip Code: 542597)
2. The Manager, Listing Department
National Stock Exchange of India
Limited
Exchange Plaza, Bandra Kurla Complex
Bandra (E), Mumbai 400 051
(Scrip Code: MSTCLTD)

Dear Sir/Madam,

Sub: Secretarial Compliance Report under Regulation 24A of SEBI (Listing Obligation & Disclosure requirements) Regulations 2015 for the year ended 31st March, 2022.

Enclosed please find copy of Secretarial Compliance Report under Regulation 24A of the SEBI (Listing Obligation & Disclosure requirement), Regulations 2015 issued by a Practicing Company Secretary for the financial year ended 31st March, 2022.

This is for your information and records.

Thanking you,

Yours faithfully,

For MSTC Limited

(Ajay Kumar Rai)

Company Secretary & Compliance Officer



www.mstcindia.co.in / www.mstcecommerce.com

पंजीकृत कार्यालय : प्लॉट सं. सीएफ 18/2, मार्ग सं. 175, एक्शन एरिया 1सी, न्यूटाऊन कोलकाता-700 156, प.ब.

Regd. Office : Plot No. CF18/2, Street No. 175, Action Area 1C, New Town, Kolkata - 700 156 W.B.

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, 2022.

I, Priti Todi, Partner of Bajaj Todi & 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, 2022 ("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 and Sweat Equity) Regulations, 2021;
- (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 Securities) Regulations, 2021;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (I) Specify any other regulation applicable to the Company :
 - 1. Securities and Exchange Board of India (Depository and Participants) Regulations, 2018

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:-

UDIN No: A014611D000312524



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 Practising 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 non-executive directors.	The composition of the Board of Directors did not comply with the regulations as per detail given below; - 50% Independent Directors since April 2019 -one-woman independent Director w.e.f.14.12.2021	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 by the company 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 for appointment of Independent Directors on the Board of MSTC Limited. During the year the company has received nominations of two independent directors only from the BLA and they have been appointed w.e.f 01.11.2021. Since Mrs. Aparna Chaturvedi ceased to be an independent director w.e.f 14.12.2021, there is no independent woman director on the Board till date.

- (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 Practising Company Secretary, if any.
1	BSE & NSE	Reg 17(1): Half of the Board of Directors of the Company is not comprised of	BSE and NSE had Issued Notice and levied monetary	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.

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	Independent Directors. <u>Regulation 18(1) & 19(1):</u> Minimum number of Independent Directors not appointed in Audit Committee and Nomination & Remuneration Committee upto 13.11.2021	fine(s) for non compliance of the aforesaid provisions.	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. However BLA cell of Administrative Ministry has appointed two Independent Directors on the Board of MSTC Limited w.e.f 01.11.2021. After the said appointment the Audit Committee and Nomination & Remuneration Committee were immediately reconstituted by the Board w.e.f 13.11.2021 to comply with the requirements of Regulation 18 and 19 of the SEBI (LODR) Regulations, 2021.
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(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practising 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 Practising Company Secretary on the actions taken by the listed entity
1	Half of the Board of Directors of the Company is not comprised of Independent Directors since April 2019. 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	31.03.2021	MSTC during the year under review had vide its letters no. MSTC/CS/02/01/2128 dated 20.04.2021, MSTC/CS/02/01/2136 dated 07.07.2021, MSTC/CS/02/01/2149 dated 09.08.2021, MSTC/CS/02/01/2170 dated 01.10.2021 and MSTC/CS/02/01/2181 dated 01.11.2021, MSTC/CS/02/01/2199 dated 03.12.2021, MSTC/CS/02/01/2217 dated 25.01.2022, MSTC/CS/02/01/2229 dated 23.02.2022 and MSTC/CS/02/01/2259 dated 04.04.2022 followed up the matter with administrative Ministry about the non-compliance and	Since the 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 as the non-compliance is not due to any negligence/default by the Company. The company has followed up the matter with the Administrative Ministry for appointment of Independent Directors on the Board of MSTC Limited. During the year the company has received

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	<p>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 by the company only when the BLA Cell will intimate the company about appointment of the independent Director.</p> <p>MSTC Ltd. is following up the matter with the Administrative Ministry for appointment of Independent Directors on the Board of MSTC Limited, however the company is yet to receive any nomination.</p>		<p>requested the Ministry to nominate Independent Directors in the Board of the Company to avoid any further consequences (actions) from SEBI and Stock Exchanges.</p>	<p>nominations of two independent directors only from the BLA and they have been appointed w.e.f 01.11.2021.</p>
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For Bajaj Todi & Associates



(Priti Todi)
Partner

C.P.No.: 7270, ACS:14611

Place: Kolkata
Date: 12/05/2022

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.

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