



प्रभाग
DIVISION



दि स्टेट ट्रेडिंग कार्पोरेशन ऑफ इंडिया लिमिटेड
(भारत सरकार का उद्यम)
THE STATE TRADING CORPORATION OF INDIA LTD.
(A Govt. of India Enterprise)

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

June 23, 2020

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, 2020**

Dear Sir/Madam,

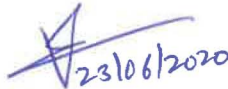
Pursuant to Regulation 24A of the SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08 2019, please find enclosed herewith the Annual Secretarial Compliance Report for the year ended 31st March, 2020 issued by M/s. P.C. Jain & Co., Practicing Company Secretaries.

Please take the above document on record.

Thanking you,

Yours sincerely,

For The State Trading Corporation of India Limited


23/06/2020

(Vipin Tripathi)

Company Secretary & Compliance Officer

पंजीकृत कार्यालय : जवाहर व्यापार भवन, टॉलस्टॉय मार्ग, नई दिल्ली-110001 / Regd. Office : Jawahar Vyapar Bhawan, Tolstoy Marg, New Delhi-110 001

कॉर्पोरेट पहचान संख्या / Corporate Identity No. : L74899DL1956GOI002674

दूरभाष / Telephone : 011-23313177 फैक्स / Fax : 011-23701123, 23701191 ई-मेल / E-mail : co@stclimited.co.in वेबसाइट / Website : www.stclimited.co.in

“हिन्दी में प्राप्त पत्रों का स्वागत है”



P.C.JAIN & CO
Company Secretaries

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+91 9811087881
Faridabad-121002 (NCR)
Mail id: fcspcjain@gmail.com
URL: www.cspcjain.com

Annual Secretarial Compliance Report
Of
The State Trading Corporation of India Limited
(CIN: L74899DL1956GOI002674)
For
the year ended 31st March 2020

(Pursuant to the Regulation 24A of the SEBI (LODR) Regulation, 2015 read with Circular No. CIR/CFD/CMD 1/27/2019 Dated 8th February, 2019 issued by SEBI)

To,
The Members,
The State Trading Corporation of India Limited
Jawahar Vyapar Bhawan
Tolstoy Marg
New Delhi-110001

Dear Sir,

We have examined:

- (a) all the documents and records made available to us and explanation provided by **The State Trading Corporation 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 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 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:-



ANNUAL COMPLIANCE REPORT 2019-20
(UDIN: F004103B000359480)

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- Requirement) Regulations, 2015
- (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable for the period under review)**
- (e) The Securities and Exchange Board of India (Share Based employee Benefits) Regulations, 2014; **(Not applicable for the period under review)**
- (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable for the period under review)**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **(Not applicable for the period under review)**
- (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable for the period under review)**
- (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable for the period under review)**

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), 18(1)(b) & 18 (2)(b), 19(1)(c) of SEBI (LODR) Regulation 2015 with regard to the composition of Board of Directors, Audit Committee, Nomination and Remuneration Committee.	The composition of the Board of Directors should be in accordance with the combination of Executive / Non-Executive / Woman Director/ Independent Director as per Regulation 17 (1). Composition of Audit Committee and Nomination and Remuneration	The composition of the Board of Director did not comprise sufficient number of Independent Directors with effect from June 15, 2019 to March 31, 2020. The composition and quorum for the meeting of the Audit Committee and the Nomination and Remuneration Committee was not in accordance with the requirement of Regulation 18(1) (b) & 18(2) and Regulation 19(1)(c) with the requirement of SEBI LODR



		Committee as per Regulation 18(1) & 19.	from January 27, 2020 to March 31, 2020.
2.	Regulation 17(10) & 25(4) of the (LODR) Regulation 2015 with regard to carrying out the performance evaluation of Directors.	SEBI The Company should have carried out the performance evaluation of the directors, as per regulation 17 (10) & 25 (4) of SEBI (LODR) Regulations, 2015	As informed by the management, The State Trading Corporation of India Limited is a Government Company, appointment/nomination of all the Directors is being done by the President of India through the Ministry of Commerce, Affairs and performance evaluation of Directors is done by the Administrative Ministry, being the appointing authority.

- (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 Practicing Company Secretary, if any.
1.	BSE & NSE	<p>Non Compliances of Regulation under SEBI (LODR) Regulation, 2015:-</p> <p>I. Board Composition Regulation-17, No Woman Independent Director on the Board.</p> <p>II. Composition of Audit Committee Regulation 18(1).</p>	<p>Explanation sought from the company on non-compliance and advised to pay fine.</p>	<p>The company submitted its reply to BSE & NSE from time to time requesting for waiver of fine/ penalty in view of SEBI SOP Circular for non-compliance arising out of inability of the company to make appointment to the Board of Directors/KPMs due to pending approval for</p>



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		III. Composition of Nomination and Remuneration Committee Regulation-19(1).	the appointment of Directors/KMP etc., from the Government (Ministry)/ Regulator/ Any Statutory Authority.
		IV. Stakeholders Relationship Committee Regulation-20(2) & Risk Management Committee Regulation-21(2).	

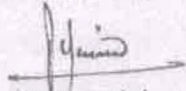
(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31 st March 2019	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	NIL	NIL	NIL	NIL

Place: Faridabad
Date: 20/06/2020



For P. C. Jain & Co.
Company Secretaries
(FRN: P2016HR051300)


(CS P. C. Jain)

Managing Partner
COP No: 3349
M. No: FCS 4103