

एम एस टी सी
लिमिटेड
(भारत सरकार का उपक्रम)



MSTC
LIMITED
(A Govt. Of India Enterprise)

CIN : U27320WB1964GOI026211

225C, A.J.C BOSE ROAD, KOLKATA - 700 020, INDIA
PHONE : 91-33-2290-0964, 2287-9627 / 7557 / 0568
FAX : 2287-8547/2290-7211/2281-3089, 2287-4915(ERO)
website : www.mstcindia.co.in • www.mstcecommerce.com

23rd April, 2019

MSTC/CS/SE/0002

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| 1. The Dy.Manager (Listing)
BSE Limited
PhirozeJeejeebhoy Towers,
Dalal Street, Mumbai 400 023.
(Scrip Code: 542597) | 2. The Manager, Listing Department
National Stock Exchange of India Limited
Exchange Plaza, BandraKurla Complex
Bandra (E), Mumbai 400 051
(Scrip Code: MSTCLTD) |
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Dear Sir/Madam,

Sub: Compliance Report on Corporate Governance for the quarter ended on 31.03.2019

Please find enclosed Compliance Report on Corporate Governance for the quarter and year ended 31st march, 2019 in the prescribed format as required under regulation 27 of the SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015 read with SEBI Circular dated 24.09.2015.

Thanking you,

Yours faithfully,
For MSTC Limited

(Ajay Kumar Rai)
Company Secretary and Compliance Officer



Encl: as above

ANNEXURE I

FORMAT TO BE SUBMITTED BY LISTED ENTITY ON QUARTERLY BASIS

1. NAME OF THE LISTED ENTITY : MSTC LIMITED
2. QUARTER ENDED : 31ST MARCH 2019

(i) COMPOSITION OF BOARD OF DIRECTORS

Title(Mr./Ms)	Name of the Director	DIN	PAN	Category/ Chairperson /Executive /Non-Executive/ Independent/ Nominee)	Sub Category	Date of Appointment	Date of cessation	Tenure	No of Directorsh ip in listed entities including this listed entity	No of membersh ips in Audit/Stak eholder Committe e(s)includi ng this listed entity	No of post of Chairperso n in Audit/Stak eholderCo mmittee held in listed entities including his listed entity	Members hip in Committe es of the Company	Remarks
Mr.	BAM BAHADUR SINGH	03212787	ACUPS3162P	C & ED	CEO-MD	01-Jun-16			1	0	0		
Mr.	SUBRATA SARKAR	08290021	ANDPS1517Q	ED		01-Dec-18			1	1	0	SC	
Mrs.	BHANU KUMAR	07982360	AAIPK8922M	ED		10-Oct-17			1	1	0	SC	
Mrs.	RUCHIKA CHAUDHRY GOVIL	07601895	ADHPG4910D	NED,ND		11-Oct-17			1	0	0		
Mrs.	PROMODITA	08103401	AHSP1093K	NED,ND		15-Jun-17			1	1	0	AC,NRC	
Mr.	GANGARAM ALORIA	02913711	ABEPA6965H	ID		06-Sep-17		36	1	1	1	AC,NRC	
Mr.	MURALI VALLABHAN	07964320	AAVPV6549J	ID		06-Sep-17		36	1	2	1	AC,SC,NRC	
Mr.	RUDRAMAUNI SHIVAYOGEPPI YELI	08103544	AAEPY8166D	ID		09-Mar-18		36	1	0	0	NRC	
Mrs.	PRAVATI PARIDA	03335256	AHBPP4547R	ID		09-Mar-18		36	1	2	0	AC,SC	
Mrs.	APARNA CHATURVEDI	00028647	ACGPC5935J	ID		14-Dec-18		36	1	0	0		

REMARKS:

WHETHER PERMANENT CHAIRPERSON APPOINTED : YES



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ii. Composition of Committees

a. Audit Committee

Sr. No.	Name of the Director	Category	Chairperson / Membership	Appointment Date	Cessation Date
1	GANGARAM ALORIA	ID	Chairperson	13-Sep-2017	
2	MURALI VALLABHAN	ID	Member	13-Sep-2017	
3	PRAVATI PARIDA	ID	Member	07-Dec-2018	
4	PROMODITA	NED,ND	Member	13-Sep-2017	

Company Remarks	
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	SUBRATA SARKAR	ED	Member	13-Sep-2017	
2	BHANU KUMAR	ED	Member	13-Sep-2017	
3	PRAVATI PARIDA	ID	Member	07-Dec-2018	
4	MURALI VALLABHAN	ID	Chairperson	13-Sep-2017	

Company Remarks	
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
NOT APPLICABLE					

Company Remarks	
Whether Permanent chairperson appointed	

d. Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	GANGARAM ALORIA	ID	Chairperson	13-Sep-2017	
2	MURALI VALLABHAN	ID	Member	13-Sep-2017	
3	RUDRAMAUNI SHIVAYOGEPPI YELI	ID	Member	07-Dec-2018	
4	PROMODITA	NED,ND	Member	13-Sep-2017	



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Company Remarks	
Whether Permanent chairperson appointed	Yes

iii. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter
02-Nov-2018	11-Jan-2019
07-Dec-2018	30-Jan-2019
	06-Feb-2019
	06-Mar-2019
	22-Mar-2019

Company Remarks	
Maximum gap between any two consecutive (in number of days)	34

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Requirement of Quorum met (details)	Whether requirement of Quorum met (Yes/No)
Audit Committee	22-Nov-2018	11-Jan-2019	3	Yes
Nomination & Remuneration Committee	22-Nov-2018	06-Mar-2019	4	Yes
Nomination & Remuneration Committee	07-Dec-2018			Yes

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	49

v. Related Party Transactions

Subject	Compliance status (Yes/No/NA)	Remark
Whether prior approval of audit committee obtained	Not Applicable	
Whether shareholder approval obtained for material RPT	Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Not Applicable	



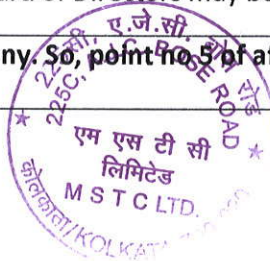
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Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - **Yes**
 - b. Nomination & Remuneration Committee - **Yes**
 - c. Stakeholders Relationship Committee - **Yes**
 - d. Risk Management Committee (applicable to the top 100 listed entities) - **Not applicable**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
5. a. This report and / or there port submitted in the previous quarter has been placed before Board of Directors. - **No**
 b. Any comments / observations / advice of Board of Directors may be mentioned here:

This is the first quarter after listing of company. So, point no 5 of affirmation is not applicable to the company.

Name : **AJAY KUMAR RAI**
 Designation : **Company Secretary & Compliance Officer**

ANNEXURE II

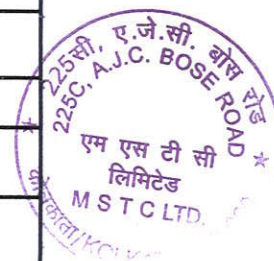
Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations			
Item	Compliance status (Yes/No/NA)	Company Remark	Website
Details of business	Yes		www.mstcindia.co.in
Terms and conditions of appointment of independent directors	Yes		www.mstcindia.co.in
Composition of various committees of board of directors	Yes		www.mstcindia.co.in
Code of conduct of board of directors and senior management personnel	Yes		www.mstcindia.co.in
Details of establishment of vigil mechanism / Whistle Blower policy	Yes		www.mstcindia.co.in
Criteria of making payments to non-executive directors	Yes		www.mstcindia.co.in
Policy on dealing with related party transactions	Yes		www.mstcindia.co.in
Policy for determining 'material' subsidiaries	Yes		www.mstcindia.co.in
Details of familiarization programs imparted to independent directors	Yes		www.mstcindia.co.in
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.mstcindia.co.in
Email address for grievance redressal and other relevant details	Yes		www.mstcindia.co.in
Financial results	Yes		www.mstcindia.co.in
Shareholding pattern	Yes		www.mstcindia.co.in
Details of agreements entered into with the media companies and/ or their associates	Yes		www.mstcindia.co.in
New name and the old name of the listed entity	Yes		www.mstcindia.co.in



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II Annual Affirmations			
Particulars	Regulation Number	Compliance status (Yes/No/NoA)	Company Remark
Independent director(s) have been appointed in terms of specified criteria of 'independence' and /or 'eligibility'	16(1)(b)&25(6)	Yes	
Board composition	17(1)	Yes	
Meeting of Board of directors	17(2)	Yes	
Review of Compliance Reports	17(3)	No	since company has been listed on 29th March 2019 , the same shall be placed in the ensuing board meeting.
Plans for orderly succession for appointments	17(4)	Yes	
Code of Conduct	17(5)	Yes	
Fees / compensation	17(6)	Yes	
Minimum Information	17(7)	Yes	
Compliance Certificate	17(8)	Yes	
Risk Assessment & Management	17(9)	Not Applicable	
Performance Evaluation of Independent Directors	17(10)	Yes	
Composition of Audit Committee	18(1)	Yes	
Meeting of Audit Committee	18(2)	Yes	
Composition of nomination & Remuneration committee	19(1)&(2)	Yes	
Composition of Stakeholder Relationship Committee	20(1)&(2)	Yes	
Composition and role of risk management committee	21(1),(2),(3),(4)	Not Applicable	
Vigil Mechanism	22	Yes	
Policy for related party Transaction	23(1),(5),(6),(7)&(8)	Yes	
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2),(3)	No	company is listed on 29th March 2019.
Approval for material related party transactions	23(4)	No	company is listed on 29th March 2019.
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	



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Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5)&(6)	Yes	
Maximum Directorship & Tenure	25(1)&(2)	Yes	
Meeting of independent directors	25(3)&(4)	Yes	
Familiarization of independent directors	25(7)	Yes	
Membership in Committees	26(1)	Yes	
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
Policy with respect to Obligations of directors and senior management	26(2)&26(5)	Yes	

Other Information	
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III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - Yes

Other Information	
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Name : AJAY KUMAR RAI

Designation : Company Secretary & Compliance Officer

Ajay

