

Date: 22nd June, 2020

The Secretary
BSE Limited
New Trading Wing,
Rotunda Building,
PJ Tower, Dalal Street,
Mumbai- 400001
Scrip Code: 533152

The Manager
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block "G"
5th floor, Bandra Kurla Complex,
Bandra East,
Mumbai- 400051
Symbol: MBLINFRA

Sir,

Sub: Annual Secretarial Compliance Report for the year ended 31st March, 2020

Please find enclosed Annual Secretarial Compliance Report dated 22nd June, 2020 for the year ended 31st March, 2020, issued by M/s Anjali Yadav & Associates, Practicing Company Secretaries, for your reference and record.

Please treat this as compliance of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking you,
Yours faithfully

For MBL Infrastructures Ltd.


Anubhav Maheshwari
(Company Secretary)



Encl: a/a

MBL Infrastructures Ltd.

Registered & Corporate Office : Bani Corporate One, Suite no. 308, 3rd Floor, Plot No. 5, Commercial Centre, Jasola, New Delhi-110 025
Tel. : +91-11-48593300 - 10, Fax : +91-11-48593320 Email : delhi@mblinfra.com Website : www.mblinfra.com, CIN-L27109DL1995PLC338407

Date: 22.06.2020

To,

The Board of Directors
MBL INFRASTRUCTURES LIMITED
Bani Corporate One Tower Suite # 308,
3rd Floor, Plot No. 5, Commercial Centre,
Jasola, New Delhi-110025

Sir/Madam,

Secretarial Compliance Report for the financial year ended March 31, 2020

I have been engaged by MBL Infrastructures Limited whose equity shares are listed on National Stock Exchange [Symbol: MBLINFRA] and BSE Limited [Security Code:533152] to conduct an audit and issue Secretarial Compliance Report in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015 as amended read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with the provisions of all applicable SEBI Regulations and circulars/guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

My responsibility is to verify compliances by the company with the provisions of all applicable SEBI Regulations and circulars/guidelines issued there under from time to time and issue a report thereon.

The Audit was conducted in accordance with the Guidance Note on Secretarial Compliance Report issued by ICSI. Secretarial Compliance Report is enclosed herewith.

For Anjali Yadav & Associates

Company Secretaries

ANJALI YADAV
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Date: 2020.06.22
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Anjali Yadav

Proprietor

FCS No. 6628

CP No. 7257

P/R: 629/2019

UDIN: F006628B000363820

Registered Address : B-6/32, Sector-15, Rohini Delhi-110085

**Secretarial Compliance Report of MBL Infrastructures Limited for the financial year
ended March 31, 2020**

I have examined:

- (a) all the documents and records made available to us and explanation provided by **MBL Infrastructures 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 March 31, 2020 ("Review Period") 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:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; (as amended from time to time)
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (as amended from time to time)
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (as amended from time to time)
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, [**Not applicable during the period under the Review**];

- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008[**Not applicable during the period under the Review**];
- (g) Securities and Exchange Board of India(Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations,2013; [**Not applicable during the period under the Review**];
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i)(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,
- (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 examination of those records.
- (c) The following are the details of actions taken against the listed entity either by SEBI or by Stock Exchanges 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.
-----NIL-----				

- (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...(The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
Action taken by NSE & BSE for alleged non-compliance of Reg 33 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 for delayed submission of financial results for Quarter ended on December 31, 2017 and FY ended on March 31, 2018.	FY 2018-19	<p>The Company has on 14.09.2018 and on 20.09.2018 made representations to NSE and BSE respectively for waiver of fine for delay in submission of financial results for Quarter and nine months ended 31.12.2017 and for Audited Financial Results for F Y 2017-18. The Company has mentioned therein the reasons attributable for delay in submission of the financial results.</p> <p>The Company has once again made representations to NSE for seeking waiver of fine for delayed submission of Audited Financial Result for FY 2017-18 citing the reasons beyond the control of the company and was completely unintentional.</p>	<p>➤ NSE has waived off the fine for the delayed submission of Quarterly Financial Results for period ended on December 31, 2017 vide its letter dated June 24, 2019.</p> <p>➤ NSE reply on the representations made again seeking waiver of fine for delay in submission of the financial results ended March 31, 2018 is awaited.</p> <p>➤ As represented by the Company, in absence of any further reply/communication from BSE after the representation letter dated 20.09.2018, the Company is of view that the submissions made by the Company have been considered.</p>

**For Anjali Yadav & Associates
Company Secretaries**

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Anjali Yadav
Proprietor
FCS No. 6628
CP No. 7257
P/R: 629/2019

Place : New Delhi
Date : 22.06.2020
UDIN: F006628B000363820

NOTE

Due to adverse impact of global pandemic COVID-19 has resulted into complete nation-wide lockdown. Therefore, my basis of examination for issuing Secretarial Compliance Report for the financial year 2019-20 was only restricted to the information/documents provided by the Company in the electronic mode.