

Date: 23rd May, 2022

The Secretary
BSE Limited
Phiroze Jeejeebhoy Towers,
New Trading Wing,
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

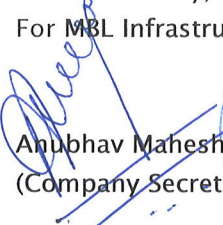
Sir,

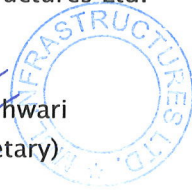
Sub: Annual Secretarial Compliance Report for the year ended 31st March, 2022.

Please find enclosed Annual Secretarial Compliance Report dated 23rd May, 2022 for the financial year ended 31st March, 2022, 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. 303 & 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

Anjali Yadav & Associates
COMPANY SECRETARIES

Registered Address

B-6/32, Sector-15, Rohini, New Delhi-110085

Website: www.csanjali.com

Fixed Line: 011-47067659

E Mail: Anjaliyadav.associates@gmail.com

Anjaliyadavpcs@gmail.com

To,

MBL INFRASTRUCTURES LIMITED
Baani Corporate One Tower Suite # 308,
3rdFloor, Plot No. 5, Commercial Centre,
Jasola, New Delhi-110025

Secretarial Compliance Report for the financial year ended March 31, 2022

We have been engaged by MBL Infrastructures Limited whose equity shares are listed on BSE Limited [Security Code:533152] and National Stock Exchange [Symbol: MBLINFRA] 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.

Our 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

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yadav

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by anjali yadav
Date: 2022.05.23
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Anjali Yadav
Proprietor
FCS No. 6628
CP No. 7257
P/R: 629/2019

Place : New Delhi
Date : May 23, 2022
UDIN : F006628D000363402

Secretarial Compliance Report of MBL Infrastructures Ltd. for the financial year ended March 31, 2022

We 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, 2022 (“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, 2018(as amended);**[Not applicable during the period under Review]**;
- (e) The Securities and Exchange Board of India (Employee Stock Option Scheme, Employee Stock Purchase Scheme) Guidelines, 1999 and ¹Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (as amended);**[Not applicable during the period under Review]**;
- (f) The Securities and Exchange Board of India (Share Based Employees Benefits and Sweat Equity) Regulations, 2021; (as amended); **[Not applicable during the period under Review]**
- (g) ²The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (as amended);**[Not applicable during the period under Review]**;
- (h) ³The Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; (as amended)**[Not applicable during the period under Review]**;
- (i) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (as amended);**[Not applicable during the period under Review]**;

Footnotes:

1. *The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and SEBI (Issue of Sweat Equity) Regulations, 2002 (as amended) have been merged into The Securities and Exchange Board of India (Share Based Employees Benefits and Sweat Equity) Regulations, 2021; (as amended).*
- 2.&3. *The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and The Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; (as amended) have been merged into Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (as amended)provided at point (i) to the report.*

(j) Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018 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,
- (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/its promoters/ directors/ material subsidiaries either by SEBI or 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.
During the year, no action has been taken against the company, its promoter(s), director(s) or Key Managerial Personnel(s) by SEBI or Stock Exchanges under the aforesaid Acts/ Regulations and circulars/ guidelines.				

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

Observations of the Practicing Company Secretary in the previous report	Observations made in the secretarial compliance report for the year ended	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
BSE & NSE have alleged a non-compliance of Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 due to delay in filing the unaudited financial results for the quarter ended on 31.12.2017 and 31.03.2018.	FY 2018-19	The company has made various submissions/representations before the exchanges, from time to time, seeking waiver of fine for delay in filing the quarterly financial results for the quarter ended 31.12.2017 and 31.03.2018.	NSE has waived off the fine for delayed submission of quarterly Financial Results for the Quarter ended on 31.12.2017 vide letter dated 24.06.2019. NSE decision on the representation made again seeking waiver of fine for delay in submission of the financial results for the year ended 31.03.2018 was awaited. During the year, NSE vide letter dated 28.06.2021 informed the decision of its Relevant Committee for approval of waiver of fine for delay in submitting the financial results for the quarter & year ended 31.03.2018. Further, we have gone through the submissions made by the Company to BSE. As represented by the Company, since no further communication has been received from BSE, it is assumed by the Company that considerate view has

			been taken by BSE on the submissions made to it and we are expecting the waiver of fine.
<p>BSE & NSE have alleged a lapse of Regulation 17(1) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 for appointment of Directors. The Company had through various letters made submissions to the Exchanges for waiver of the fine, for the reasons beyond its control, inter-alia, prevailing COVID-19 pandemic. The Company has also made submissions before the relevant Committee of NSE. The management expects considerate view of the Exchanges for waiver of fine. Further response from the Exchanges is awaited. The Company has since complied with the requirement of the Regulations and is presently in full compliance with Regulation 17 of LODR Regulations.</p>	FY 2020-21	<p>After considering submission made by the Company, BSE vide letter dated 23.06.2021 approved waiver of fine for the alleged lapse of Regulation. However, NSE did not consider the similar submissions made by the Company to BSE. The Company vide letter dated 01.07.2021 had requested NSE that in view of the fact that similar submissions made by the Company was considered by BSE, it was requested to take uniform action in compliance with SEBI SOP circular and also requested for waiver of fine. Since no response was received from NSE to the letter dated 01.07.2021, the Company "under protest" paid fine on 05.07.2021. NSE vide email dated 12.04.2022 in response to the Company email dated 05.07.2021 advised the Company that further submissions, if required, could be made before the Relevant Committee of NSE. The Company vide letter dated 19.04.2022 once again reiterated the aforesaid grounds for waiver of fine and referred to the NSE circular dated 31.03.2022 under which the Company falls under the category of "commonly listed entity" and requested that the decision taken by BSE on waiver of fine should also be applicable to NSE to maintain the uniformity at both the exchanges and the amount of fine paid under protest be refunded to the Company. Further reply/communication from NSE is awaited.</p>	<p>We have gone through the various submissions made by the Company to NSE. As represented by the Company, it expects a considerate view from the Exchange.</p>

For Anjali Yadav & Associates

Company Secretaries

anjali
yadav

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Date: 2022.05.23
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Anjali Yadav

Proprietor

FCS No. 6628

CP No. 7257

P/R: 629/2019

Place : New Delhi

Date : May 23, 2022

UDIN : F006628D000363402