

Date: 30<sup>th</sup> May, 2019

**The Secretary**  
BSF 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"  
5<sup>th</sup> floor, Bandra Kurla Complex,  
Bandra East,  
Mumbai - 400051  
Symbol: MBLINFRA


Sir,

**Sub: Annual Secretarial Compliance Report for the year ended 31<sup>st</sup> March, 2019**

Please find enclosed Annual Secretarial Compliance Report dated 28<sup>th</sup> May, 2019 for the year ended 31<sup>st</sup> March, 2019, 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

# Anjali Yadav & Associates

Company Secretaries

**Business Address :**

102 & 104, 18/12, Jain Bhawan

W.E.A, Pusa Lane, Karol Bagh

New Delhi-110005

Phone : 91-11 47067659

Email : anjaliyadav.associates@gmail.com

anjaliyadavpcs@gmail.com

Website: csanjali.com

REF: AYA/2019-20/MAY/12

To

The Board of Directors

MBL INFRASTRUCTURES LIMITED

Baani 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 31,2019**

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.

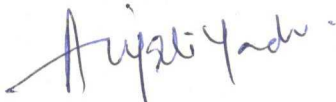
It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with the provisions of all applicable SEBI Regulations and circulars/guidelines issued there under from time to time and to ensure that the systems are adequate and are operating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

Proprietor

FCS No. 6628

CP No. 7257



**Secretarial Compliance Report of MBL Infrastructures Limited for the financial year ended March 31, 2019**

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, 2019 (“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;
- (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 [Not applicable as there was no reportable event during the period under the Review];
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 [Not applicable as there was no reportable event during the period under the Review];



- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008[Not applicable as there was no reportable event 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 as there was no reportable event during the period under the Review];
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

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 Non -compliance of Regulation 33 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 due to delayed submission of Un-audited Financial Results for the Quarter ended 31st December, 2017 and Audited Financial Results for the Financial Year ended 31st March, 2018.
- (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.
1.	BSE	Non -compliance of Regulation 33 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 due to delayed submission of Un-audited Financial Results for the Quarter ended 31st December,2017 and Audited Financial Results for the	Fine imposed by BSE	The Company has submitted representation to the Stock Exchange specifying the reasons attributable for delay in compliance of Regulation 33 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with a request to waive of the penalty imposed. We have been informed by the



		Financial Year ended 31st March,2018		company that since no further communication in this regard has been received by Company, the Company is of view that the Stock Exchange had found the submissions made by the company satisfactorily and has thereafter considered waiver of Fine.
2.	NSE	Non -compliance of Regulation 33 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 due to delayed submission of Un-audited Financial Results for the Quarter ended 31st December,2017 and Audited Financial Results, for the Financial Year ended 31st March,2018	Fine imposed by NSE	The Company has submitted representation to the Stock Exchange specifying the reasons attributable for delay in compliance of Regulation 33 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with a request to waive of the penalty imposed. We have been informed by the company that since no further communication in this regard has been received by Company, the Company is of view that the Stock Exchange had found the submissions made by the company satisfactorily and has thereafter considered waiver of Fine..



(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...(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
[Not applicable as this being the First Report]				

For Anjali Yadav & Associates

Company Secretaries

*Anjali Yadav*

Anjali Yadav  
Proprietor  
FCS No. 6628  
CP No. 7257



Place : New Delhi

Date : 28<sup>th</sup> May, 2019