

Date: 24th May, 2024

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, 2024.

Please find enclosed Annual Secretarial Compliance Report dated 18th May, 2024 for the financial year ended 31st March, 2024, 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 Infrastructure Ltd.


Anubhav Maheshwari
(Company Secretary)



Encl: a/a

To,

MBL Infrastructure Limited
(Formerly, known as MBL Infrastructures Limited)
Baani Corporate One Tower, Suite # 308,
3rd Floor, Plot No.5,
Jasola, New Delhi -110025

Dear Sir (s),

Annual Secretarial Compliance Report for the financial year ended March 31, 2024

We have been engaged by **MBL Infrastructure Limited (Formerly, known as MBL Infrastructures Limited)** whose equity shares are listed on BSE Limited [Security Code: 533152] and National Stock Exchange of India Limited [NSE Symbol: MBLINFRA] to conduct an audit and issue Annual 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 and in accordance with the various circulars issued by Stock Exchanges from time to time.

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 The Institute of Company Secretaries of India "ICSI". The Annual Secretarial Compliance Report is enclosed herewith.

Place: New Delhi
Date: 18th May, 2024

For Anjali Yadav & Associates
Company Secretaries

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Anjali Yadav
Proprietor

FCS No.: 6628

CP No.: 7257

UDIN: F006628F000395687

PR Unique Code: S2006DE715800

PR Certificate No.: 629/2019

Secretarial Compliance Report of MBL Infrastructure Limited (Formerly, known as MBL Infrastructures Limited) for the financial year ended March 31, 2024

We Anjali Yadav & Associates have examined:

- (a) All the documents and records made available to us and explanation provided by **MBL Infrastructure Limited (Formerly, known as 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) Document/filing, which are relevant and has been relied upon to make this certification, for the year ended March 31, 2024 (“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 (Buy back of Securities) Regulations, 2018 (as amended from time to time): **Not Applicable during the review period**
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (as amended from time to time). **Not Applicable during the review period**
- (f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (as amended from time to time): **Not Applicable during the review period**
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (as amended from time to time).
- (h) (Other regulations as applicable) and circulars/guidelines issued thereunder:
 - a) Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices related to Securities Market), Regulations 2003 (as amended from time to time)
 - b) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 (as amended from time to time)

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 in “**Annexure A**”.
- b) The listed entity has taken the following actions to comply with the observations made in previous reports in respect of matters specified in “**Annexure B**”.

We hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations /Remarks by PCS*
1.	<p><u>Secretarial Standards:</u></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).</p>	Yes	-
2.	<p><u>Adoption and timely updation of the Policies:</u></p> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI 	Yes Yes	-
3.	<p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website 	Yes Yes Yes	-

4.	<u>Disqualification of Director:</u> None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	-
5.	<u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u> (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	Yes Yes	
6.	<u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	-
7.	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	
8.	<u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee.	a) Yes b) NA	The Shareholders of the Company in the Annual General Meeting held on 12 th August, 2023 has approved execution of transactions with Related Party.
9.	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III	Yes	-

	of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.		
10.	<p><u>Prohibition of Insider Trading:</u></p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	
11.	<p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></p> <p>No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder (Or)</p> <p>The actions taken against the listed entity/its promoters/directors/subsidiaries either by SEBI or by Stock Exchanges are specified in last column.</p>	Yes	
12	<p><u>Resignation of Statutory Auditors from the listed entity or its material subsidiaries:</u></p> <p>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and/or its material subsidiary (ies) has/have complied with paragraph 6.1 and 6.2 of Section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by Listed entities.</p>	NA	-
13.	<p><u>Additional non-compliances, if any:</u></p> <p>No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.</p>	NA	

Assumptions & Limitation of Scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place: New Delhi
Date: 18th May, 2024

For Anjali Yadav & Associates
Company Secretaries

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Anjali Yadav
Proprietor
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UDIN: F006628F000395687
PR Unique Code: S2006DE715800
PR Certificate No.: 629/2019

"ANNEXURE -A"

(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:

S.No	Compliance Requirement (Regulations/ circulars/ guide-lines including specific clause	Regulation / Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
Not Applicable										

Place: New Delhi
Date: 18th May, 2024

For Anjali Yadav & Associates
Company Secretaries

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by ANJALI YADAV
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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

S. No	Observations/ Remarks of the Practicing Company Secretary in the previous reports (PCS)	Observations made in the secretarial compliance report for the year ended ---(the years are to be mentioned)	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Details of Violation/deviations and action taken/penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
1.	BSE Limited and National Stock Exchange of India Limited has imposed fine for delay in submission of RPT by a day.	Observations made in Secretarial Compliance Reports for the financial 2022-23.	Regulation 23(9) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Rs. 5900/- (inclusive GST) imposed on Delayed submission of disclosure under Regulation 23(9) for the half year ended 31st March, 2022	The Company vide letter dated 09.07.2022 made submissions that filing of RPT for the half year ended 31.03.2022 was within the stipulated period and hence there was no non-compliance. The Company had again made submissions on 25.07.2022 reiterating its earlier submission and further stated that the time line for compliance of Regulation has to be read separately and cannot be inter-link or connected with any other regulation as is the case of the Company. Since no reply was received from the exchange, the Company has paid fine <u>under protest</u> with a request that an opportunity be provided to it.	Fine has been paid <u>under protest</u> by the Company to the Stock Exchanges.

					Till date no opportunity/response has been received from any of the exchange for making submissions / representation before the relevant Committee. Further reply from Exchanges is awaited	
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Place: New Delhi
Date: 18th May, 2024

For Anjali Yadav & Associates
Company Secretaries

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