

Date: 12<sup>th</sup> June, 2021

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"  
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, 2021.**

Please find enclosed Annual Secretarial Compliance Report dated 10<sup>th</sup> June, 2021 for the financial year ended 31<sup>st</sup> March, 2021, 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

To,

MBL INFRASTRUCTURES LIMITED  
Baani Corporate One Tower Suite # 308,  
3<sup>rd</sup>Floor, Plot No. 5, Commercial Centre,  
Jasola, New Delhi-110025

**Secretarial Compliance Report for the financial year ended March 31, 2021**

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** Digitally signed  
by anjali yadav  
Date: 2021.06.10  
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**Anjali Yadav**  
**Proprietor**  
**FCS No. 6628**  
**CP No. 7257**  
**P/R: 629/2019**

**Place : New Delhi**  
**Date : June 10, 2021**  
**UDIN: F006628C000440391**

**Secretarial Compliance Report of MBL Infrastructures Ltd. for the financial year ended March 31, 2021**

To,

MBL INFRASTRUCTURES LTD  
Baani Corporate One Tower Suite # 308,  
3<sup>rd</sup>Floor, Plot No. 5, Commercial Centre,  
Jasola, New Delhi-110025

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, 2021 ("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[**Not applicable during the period under the Review**];
- (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) Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018

and circulars/guidelines issued thereunder;

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.
1.	Bombay Stock Exchange (BSE) & National Stock Exchange of India Limited (NSE)	BSE & NSE have alleged a lapse of Regulation 17(1) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 for appointment of Directors.	BSE & NSE have imposed fine for the said delay, during the quarter ended 30.06.2020 and quarter ended 30.09.2020.	We have gone through the various submissions made by the Company to both BSE & NSE. The Company has since complied with the requirement of the Regulations and is presently in full compliance with Reg 17 of LODR Regulations. 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.

(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
<p>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<sup>st</sup> March 2018 was awaited. Further, as represented by the Company, in absence of any further reply/communication from BSE after representation letter dated 20.09.2018, the Company is of view that the submissions made by the Company have been considered.</p>	<p>FY 2019-20</p>	<p>The Company has made further submissions before the Relevant committee of NSE explaining the substantial material grounds for delay in compliance and has requested for a considerate view. Further response from NSE is awaited.</p>	<p>We have gone through the various submissions made by the Company to both NSE &amp; BSE. As represented by the Company, it expects a considerate view from the Exchanges.</p>

**For Anjali Yadav & Associates  
Company Secretaries**

**anjali  
yadav**

Digitally signed by  
anjali yadav  
Date: 2021.06.10  
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**Anjali Yadav  
Proprietor  
FCS No. 6628  
CP No. 7257  
P/R: 629/2019**

**Place : New Delhi  
Date : June 10, 2021  
UDIN: F006628C000440391**

**NOTE**

*We have conducted online verification & examination of records, as facilitated by the Company, due to Covid-19 and subsequent lockdown situation for the purpose of issuing this report.*