

# MPDL LIMITED

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MPDL\CS\2022-23\MH\

May 30<sup>th</sup>, 2022

DGM – Deptt. of Corporate Services  
Bombay Stock Exchange Ltd.,  
Phiroze Jeejibhoy Towers, Dalal Street,  
Mumbai - 400001

Scrip Code – 532723

**Sub: Secretarial Compliance Report of the Company under Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Financial Year ended March 31<sup>st</sup>, 2022**

Dear Sir,

Please find enclosed the Secretarial Compliance Report of the Company under Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) 2015, read with SEBI circular no. CIR/CFD/CMD/1/27/2019 dated June 28, 2021, issued by M/s Sanjay Grover and Associates, Company Secretaries, Secretarial Auditor of the Company for the Financial Year ended March 31<sup>st</sup>, 2022.

You are requested to take the above information on record.

Thanking you,

Yours faithfully,

**For MPDL Limited**

  
**(Scrip Code)**

**Company Secretary**

**Encl: As above**

# SANJAY GROVER & ASSOCIATES

## COMPANY SECRETARIES

B-88, 1<sup>ST</sup> Floor, Defence Colony, New Delhi – 110 024  
Tel.: (011) 4679 0000, Fax: (011) 4679 0012  
e-mail: [contact@cssanjaygrover.in](mailto:contact@cssanjaygrover.in)  
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### Annual Secretarial Compliance Report of MPDL Limited for the financial year ended 31 March, 2022

[Under Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations 2015]

I, Kapil Dev Taneja, Partner of M/s Sanjay Grover & Associates have examined:

- (a) all the documents and records made available to me and explanation provided by **MPDL 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 **31 March, 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 [LODR Regulations];
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 [not applicable during Review Period];
- (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 during Review Period];
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 [not applicable during Review Period];
- (f) Securities and Exchange Board of India (Issue and Listing of Non-convertible Securities) Regulations, 2021 [not applicable during Review Period];
- (g) 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 generally complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Regulation 17(2) of LODR Regulations provides that there shall not be a time gap of more than 120 days in 2 consecutive board meetings.	Last board meeting of FY 2020-21 was convened on February 11, 2021 and first board meeting of the FY 2021-22 was held on June 29, 2021. Thus, there was a gap of more than 120 days between two consecutive meetings of the Board of Directors.	Ministry of Corporate Affairs vide its General Circular No. 08/ 2021 dated May 3, 2021 extended the gap between two consecutive board meetings for first two quarters of Financial Year 2021-22 by 60 days and SEBI vide its Circular No. SEBI/HO/CFD/CMD1/P/CIR/2021/556 dated April 29, 2021 extended the deadline for submission of quarterly financial results/ annual audited financial results for the financial year ended March 31, 2021 from May 15/ May 30, 2021 to June 30, 2021 under Regulation 33(3) of LODR Regulations. Thus, the gap between two consecutive board meetings was extended to 180 days during first two quarters of Financial Year 2021-22 and the board meeting for the purpose of quarterly financial results/ annual audited financial results was held on June 29, 2021 i.e. within the extended time period. Moreover, no communication was received by the Company from the Stock Exchanges.
2	Regulation 18(2) of LODR Regulations provides that there shall not be a time gap of more than 120 days in 2 consecutive audit committee meetings.	Last audit committee meeting of FY 2020-21 was convened on February 11, 2021 and first audit committee meeting of the FY 2021-22 was held on June 29, 2021. Thus, there was a gap of more than 120 days between two consecutive meetings of Audit Committee.	SEBI vide its Circular No. SEBI/HO/CFD/CMD1/P/CIR/2021/556 dated April 29, 2021 extended the deadline for submission of quarterly financial results/ annual audited financial results for the financial year ended March 31, 2021 from May 15/ May 30, 2021 to June 30, 2021 under Regulation 33(3) of LODR Regulations. Thus, the audit committee meeting for the purpose of quarterly financial results/ annual audited financial results was held on June 29, 2021 i.e. within the extended deadline. Moreover, no communication was received by the Company from the Stock Exchanges.





- 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 by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) 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.
Not Applicable				

- 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 31st March, 2021	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
Not Applicable				

\* The Listed Entity took corrective measures in the previous years and there were no pending actions during the review period.

I further report that there was no event of appointment/ re-appointment/ resignation of statutory auditor of the Company during the review period. In this regard, I report that the Company has complied with Para 6(A) and 6(B) of Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019.

For Sanjay Grover & Associates  
Company Secretaries  
Firm Registration No.: P2001DE052900



New Delhi  
May 30, 2022



Kapil Dev Taneja  
Partner  
C.P No.: 22944, M. No.: F4019  
UDIN: F004019D000432436