

# MPDL LIMITED

**03.11.2022**

To,  
The Board of Directors  
**MPDL LIMITED**  
11/7, Mathura Road, Sector-37  
Faridabad-121003, Haryana

## **NOTICE OF BOARD MEETING & AUDIT COMMITTEE MEETING**

Dear Sir,

Pursuant to Section 173 of the Companies Act, 2013, Notice is hereby given that following is the schedule of meetings of the Board of Directors and Audit committee to be held on Friday, 11<sup>th</sup> Day of November, 2022 at Unit No 12, GF, Magnum Tower-1, Sector-58, Gurugram-122011, Haryana: —

- 05:30 P.M. – 4<sup>th</sup> Meeting of 2022 of the Audit Committee.
- 06:00 P.M. – 5<sup>th</sup> Meeting of 2022 of the Board of Directors

The Agenda for the above meetings of the Board and Audit Committee is enclosed herewith.

We would like to inform you that, you may attend the Board Meeting through Video Conference by dialing/connecting to IP address: 203.122.29.84

The mode of participation may please be confirmed to the undersigned within a day.

You are requested to make it convenient to attend the meeting of the Board as well as the Committee meeting in which you are member/Chairman.

Thanking you,

Yours faithfully,  
For **MPDL LIMITED**

**RINKAL**  
**COMPANY SECRETARY**

**Board Meeting**  
**Detailed Agenda with Notes**  
**MPDL LIMITED**

**Agenda Item No 1.**

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|  | <b>QUORUM</b>  |
|  | The Board may ascertain the quorum present and may grant the leave of absence. |

**Agenda Item No 2.**

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|  | <b>MINUTES OF THE PREVIOUS BOARD MEETING</b>  |
|  | <p>The minutes of previous meeting of the Board held on Wednesday 10<sup>th</sup> August, 2022 will be placed before the Board. The Board may take note of the same and pass the following Resolution:</p> <p><b>“RESOLVED THAT</b> the Minutes of the meeting of the Board of Directors held on Wednesday, 10<sup>th</sup> August, 2022 as placed on the table, be and is hereby noted &amp; signed by the Chairman thereafter.”</p> |

**Agenda Item No 3.**

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|  | <b>MINUTES OF THE MEETINGS OF AUDIT COMMITTEE OF THE BOARD.</b>   |
|  | <p>The minutes of meeting of Audit Committee of the Board of Directors held on, Wednesday 10<sup>th</sup> August, 2022 will be placed before the Board. The Board may take note of the same and pass the following Resolution:</p> <p><b>“RESOLVED THAT</b> the Minutes of Audit Committee of the Board of Directors held on Wednesday, 10<sup>th</sup> August, 2022 as placed on the table, be and is hereby noted &amp; signed by the Chairman thereafter.”</p> |

**Agenda Item No 4.**

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|  | <b>MINUTES OF THE MEETINGS OF STAKEHOLDER RELATIONSHIP COMMITTEE OF THE BOARD.</b>  |
|  | <p>The minutes of meeting of Stakeholder Relationship Committee of the Board of Directors held on 10<sup>th</sup> August, 2022 will be placed before the Board. The Board may take note of the same and pass the following Resolution:</p> <p><b>“RESOLVED THAT</b> the minutes of meeting of Stakeholder Relationship Committee of the Board of Directors held on Wednesday, 10<sup>th</sup> August, 2022 as placed on the table, be and is hereby noted &amp; signed by the Chairman thereafter.”</p> |

**Agenda Item No 5.**

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|  | <b>MINUTES OF THE MEETING OF NOMINATION AND REMUNERATION COMMITTEE OF THE BOARD</b>   |
|  | <p>The minutes of meeting of Nomination and Remuneration Committee of the Board of Directors held on 10<sup>th</sup> August, 2022 will be placed before the Board. The Board may take note of the same and pass the following Resolution:</p> <p><b>“RESOLVED THAT</b> the minutes of meeting of Nomination and Remuneration Committee of the Board of Directors held on Wednesday, 10<sup>th</sup> August, 2022 as placed on the table, be and is hereby noted &amp; signed by the Chairman thereafter.”</p> |

**Agenda Item No 6.**

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|  | <b>MINUTES OF THE MEETING OF FINANCE COMMITTEE</b>   |
|  | <p>The minutes of meeting of Finance Committee held on 19<sup>th</sup> October, 2022 will be placed before the Board. The Board may take note of the same and pass the following Resolution:</p> <p><b>“RESOLVED THAT</b> the Minutes of the meeting of Finance Committee of the Company held on Wednesday, 19<sup>th</sup> October, 2022 as placed on the table, be and is hereby noted.”</p> |

**Agenda Item No 7**

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| <b>STATUTORY COMPLIANCE CERTIFICATES, QUARTERLY/ANNUAL DISCLOSURES, CONFIRMATIONS AND PERIODICAL REPORTS UNDER LISTING REGULATION AND OTHER APPLICABLE LAWS</b>  |
| <p>As per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and various other Acts, Rules and Regulations, the company is required to give and receive various Disclosures on Quarter/Annual/Periodical basis. The aforesaid disclosures will be placed before the board:-</p> <p><b>a. <u>Quarter Disclosures:-</u></b></p> <ol style="list-style-type: none"> <li>The statement giving the number of investor complaints pending at the beginning of the quarter, those received during the quarter, disposed of during the quarter and those remaining unresolved at the end of the quarter pursuant to the provisions of Regulation 13(3) of Listing Regulations.</li> <li>Compliance Certificate in respect of all laws applicable to the Company.</li> <li>To note the Shareholding Pattern as per Regulation 31 of SEBI (Listing Obligation Disclosure Requirements) Regulation, 2015 for the quarter ended on 30<sup>th</sup> September, 2022 as circulated to the stock exchanges.</li> <li>To note the quarterly report of Compliance of Corporate Governance as per Regulation 27(2) of SEBI (Listing Obligation Disclosure Requirements) Regulation, 2015 for the quarter and half year ended on 30<sup>th</sup> September, 2022 as circulated to the stock exchanges.</li> </ol> |

- v. To note the Certificate of Capital Reconciliation Audit given by Sanjay Grover & Associates for the quarter ended 30<sup>th</sup> September, 2022 pursuant to the regulation 76 of the SEBI (Depositories and Participants) Regulations, 2018.
- vi. To note the Closure of Trading Window as per BSE clarification dated 2<sup>nd</sup> April, 2019 vide Ref no. LIST/COMP/01/2019-20 read with SEBI (Prohibition of Insider Trading) Regulations, 2015.
- vii. To take note of the compliance certificate for maintained a Structured Digital Database (SDD) pursuant to provisions of Regulation 3(5) and 3(6) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (PIT Regulations):
- viii. To take note of the Certificate under Regulation 74(5) of SEBI (Depositories and Participants) Regulations, 2018 for the Quarter ended September 30, 2022

**b. Other Disclosures :-**

The following certificates/disclosures will be placed before the Board:-

- i. Certificate by Whole Time Director and CFO on the Financial Statements under Regulation 17 (8) read with Schedule II Part B of Listing Regulations;

The board may take note of the same.

**Agenda Item No 8**

|  | <b>UNAUDITED FINANCIAL RESULTS OF THE QUARTER AND HALF YEAR ENDED 30TH SEPTEMBER, 2022</b>   |
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|  | <p>The Unaudited Standalone and Consolidated Financial Results along with Limited Review reports by the Auditors thereon for the quarter ended on 30th September, 2022, would be placed on the table in the ensuing Meeting. The Board is informed that Regulation 33(3)(c) of the SEBI (Listing Obligations and disclosure Requirements) Regulations, 2015 requires the Board of a listed company to take on record these Unaudited Quarterly Financial Results within forty-five days from the close of each quarter. Thereupon, as per Regulation 47(3) these results need to be disseminated to the Stock Exchanges immediately and to be published in national dailies within 48 hours. Accordingly, the results for the quarter and half year ended 30th September, 2022, are being placed before the Board for its perusal and discussion. The Board is also informed that these results would be subject to limited review by Auditors and recommended by the Audit Committee will be held prior to this meeting of the Board.</p> <p>The Board may consider and approve these Results and pass the following resolution:-</p> <p><b>“RESOLVED THAT</b> the Un-audited Standalone and Consolidated Financial Results along with the Limited Review Report for the quarter and half year ended 30th September, 2022 prepared in consonance with the provisions of Regulation 33(3)(a) of the SEBI (Listing Obligations and disclosure requirements) Regulations, 2015 as amended up-to-date, duly subjected to Limited Review by the Auditors and Reviewed by the Audit Committee in the meeting held today prior to this meeting and as placed before the Board, be and are hereby taken on record/approved and the same be circulated to the Stock Exchanges on which the securities of the Company are listed, be published in the newspapers in terms of Regulation</p> |

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|  | <p>47(3) and uploaded on the website of the Company in terms of Regulation 46 of above said regulations.</p> <p><b>“RESOLVED FURTHER THAT</b> Mr. Bishwa Nath Chatterjee, Director of the Company be and is hereby authorized to sign the Un-audited Quarterly Financial Results for and on behalf of the Board.”</p> |
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**Agenda Item No 9.**

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|  | <b>DISCLOSURES PURSUANT TO REGULATION 17(7) OF LISTING REGULATIONS</b>  |
|  | The Company is required to place before the Board information(s) with respect to matters covered in Part-A of Schedule II under Regulation 17 of the Listing Regulations. A note containing the disclosures will be placed before the Board. The Board may take note of the same. |

**Agenda Item No 10.**

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|  | <b>MATTERS WITH THE PERMISSION OF THE CHAIR</b>   |
|  | The Board may considered and take-up such other matters as may be permitted by the Chair. |

**Agenda Item NO 11.**

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|  | <b>NEXT BOARD MEETING</b>   |
|  | The Board, if considered necessary, may fix the date, time & venue of next Board Meeting. |

**MPDL LIMITED**

**AGENDA OF AUDIT COMMITTEE**

**For the Meeting to be held on 11<sup>th</sup> November, 2022**

1. **Quorum.**

The Chairman of Audit Committee Members may ascertain the quorum present and may grant the leave of absence.

2. **Minutes of the previous Board Meeting**

The Members of the Committee may take note of the minutes of previous audit committee meeting held on 10<sup>th</sup> August, 2022

3. **To review the Standalone and Consolidated Unaudited Financial Results for the quarter and Half year ended 30<sup>th</sup> September, 2022.**

The Unaudited Standalone and Consolidated Financial Results along with Limited Review reports by the Auditors thereon for the quarter and Half Year ended on 30<sup>th</sup> September, 2022, would be placed on the table in the ensuing Audit Committee meeting . The Committee is also informed that Regulation 33(3)(c) of the SEBI (Listing Obligations and disclosure Requirements) Regulations, 2015 requires the Board of a listed company to take on record these Unaudited Quarterly Financial Results within forty-five days from the close of each quarter. Thereupon, as per Regulation 47(3) these results need to be disseminated to the Stock Exchanges immediately and to be published in national dailies within 48 hours. Accordingly, the results for the quarter and half year ended 30<sup>th</sup> September, 2022, shall be placed before the Committee in the ensuing Audit committee Meeting for its perusal and discussion. The Committee is also informed that these results will be subject to limited review by Auditors.

The Committee may consider and propose the following resolution for the approval of the Board.

**“RESOLVED THAT** the Un-audited Standalone and Consolidated Financial Results along with the Limited Review Report for the quarter and half year ended 30<sup>th</sup> September, 2022 prepared in consonance with the provisions of Regulation 33(3)(a) of the SEBI (Listing Obligations and disclosure requirements) Regulations, 2015 as amended up-to-date, duly subjected to Limited Review by the Auditors and subject to the approval of the Board, be and are hereby taken on record/approved and the same be circulated to the Stock Exchanges on which the securities of the Company are listed, be published in the newspapers in terms of Regulation 47(3) and uploaded on the website of the Company in terms of Regulation 46 of above said regulations.”

**“RESOLVED FURTHER THAT** Directors of the Company be and is hereby severally authorized to sign the Un-audited Quarterly Financial Results for and on behalf of the Board.”

4. To review the management discussion and analyse of financial condition and results of operations.
5. To have discussions with Statutory Auditors and Internal Auditors to ascertain their performance and adequacy of audit and discussions thereon with the management etc.;
6. To review functioning of whistle blower Mechanism.
7. Prior approval or any subsequent modification of transactions of the company with related parties, if any.
8. To consider the report on Inter Corporate Loan/ Investment/ Guarantee/ Security by Company. If any.
9. To review the information pursuant to Section 177(4) of the Companies Act, 2013 and Regulation 18 of the SEBI(Listing Obligation and Disclosure Requirement) Regulation, 2015.
10. Compliance with listing and other legal requirements relating to financial statements.
11. Any other matter which may arise out of review of the above and discussion thereon during the meeting or any other matter as the Committee may deem expedient.