

# MPDL LIMITED

**E-mail / Online Upload Copy**

**MPDL\CS\2023-24**

**May 16<sup>th</sup>, 2023**

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

**Scrip Code – 532723**

**Sub: Annual Secretarial Compliance Report for the Financial Year ended March 31<sup>st</sup>, 2023**

Dear Sirs,

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/CMDI/27/2019 dated 8<sup>th</sup> February 2019, issued by M/s Sanjay Grover and Associates, Company Secretaries, for the Financial Year ended March 31<sup>st</sup>, 2023.

You are requested to take the above information on record.

Thanking you,

Yours faithfully,

For **MPDL LIMITED**

**(Rinkal)**  
**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)

Website: [www.cssanjaygrover.in](http://www.cssanjaygrover.in)

### Annual Secretarial Compliance Report of MPDL Limited for the financial year ended 31<sup>st</sup> March, 2023

I, **Vijay K Singhal**, Partner of Sanjay Grover & Associates, a firm of Company Secretaries, 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, 2023** ("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 {Not applicable during the 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 the review period};
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 {Not applicable during the review period};
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 {Not applicable during the review period}; and
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder;

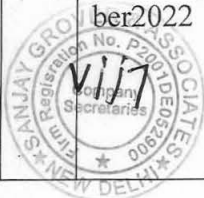
I hereby report that during the review period the compliance status of the listed entity is appended as below:



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- 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: -

Sr. No.	Compliance Requirement (Regulations / circulars/ guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken By	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practising Company Secretary	Management Response	Remarks
1.	Regulation 23(9) of SEBI LODR Regulations - The listed entity shall make such disclosures every six months within fifteen days from the date of publication of its standalone and consolidated financial results.	Regulation 23(9) of SEBI LODR Regulations, 2015	Non-compliance with Disclosures of related party transactions for the Half Year ended March, 2022	BSE	Fine	Non-compliance with Disclosures of related party transactions for the Half Year ended March, 2022	Rs. 5900 inclusive of GST.	The Company has made payment of Rs. 5900/-.	There was a Delay of 1-day in Filing RPT statement to stock exchanges for the half Year ended 31 <sup>st</sup> March, 2022 due to misperception of the Term used in SEBI LODR (i.e. publication. The delay was solely unintentional, without any mala fide intention or ignorance of law.	NA
2.	Regulation 18(1) Non-compliance with the constitution of audit committee for the quarter ended September 2022	Regulation 18(1) of SEBI LODR Regulations, 2015	Non-compliance with the constitution of audit committee for the quarter ended September 2022	BSE	Fine	Non-compliance with the constitution of audit committee for the quarter ended September 2022	Rs. 94400 inclusive of GST.	The Company has complied with the requirement as per Regulation 18, 19 and 20 of SEBI (LODR) Regulations,	The Company has filed the Corporate Governance Report for quarter & half year ended 30.09.2022 within the time, on the assumption that information's/	NA



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						member2022		2015.	details are required to be submitted as on date i.e. 30-09-2022, in the said CGR, But as per the mail received from the Stock Ex-change, information about the cessation of Mr. Vinod Shankar was required to provide in the CGR filed for the quarter and half year ended 30.09.2022, However, the Company had already submitted the copy of resignation letter received from Mr. Vinod Shankar to BSE Limited on August 10, 2022 Hence the Company has been intimated to the Stock exchange by its clarification letter dated 23-11-2022 that it is in compliance of Regulation 18, 19 & 20 of SEBI (LODR)	
3.	Regulation 19(1)/19(2)Non-compliance with the constitution of nomination and remuneration committee for the quarter ended September 2022	Regulation 19(1)/19(2) of SEBI LODR Regulations, 2015	Non-compliance with the constitution of nomination and remuneration committee for the quarter ended September 2022	BSE	Fine	Non-compliance with the constitution of nomination and remuneration committee for the quarter ended September 2022.	Rs. 94400 inclusive of GST.	Further Company has made request to the stock exchange to waive off the penalty 94400 /- vide clarification letter dated 23 <sup>rd</sup> November, 2022 and matter is pending before Stock Exchange for waive off approval.	NA	
4	Regulation 20(2)/(2A)Non-compliance with the constitution of stakeholder relationship committee for the quarter ended September 2022.	Regulation 20(2)/(2A) of SEBI LODR Regulations, 2015	Non-compliance with the constitution of stakeholder relationship committee for the quarter ended September 2022.	BSE	Fine	Non-compliance with the constitution of stakeholder relationship committee for the quarter ended September 2022.	Rs. 94400 inclusive of GST.		NA	





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									Regulations, 2015 and as per the telephonic conversion held with executives of Bombay Stock Exchange, they are in the process to withdraw the penalty.	
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- b) The listed entity has taken the following actions to comply with the observations made in previous reports: **The Company has taken all sufficient steps to address the concerns raised/ observations in report pertaining to FY 2021-2022.**

**I further report that** in terms of the circulars issued by BSE Limited and National Stock Exchange of India Limited on March 16, 2023 respectively, I also affirm the following(s):

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS
1.	<b><u>Secretarial Standard</u></b> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	None
2.	<b><u>Adoption and timely updation of the Policies:</u></b> • 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 & timely updated as per the regulations/circulars/guidelines issued by SEBI	Yes  Yes	None  None
3.	<b><u>Maintenance and disclosures on Website:</u></b> • The Listed entity is maintaining a functional website • Timely dissemination of the	Yes	None





Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS
	documents/ information under a separate section on the website	Yes	None
	<ul style="list-style-type: none"> <li>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website</li> </ul>	Yes	None
4.	<b><u>Disqualification of Director:</u></b> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	None
5.	<b><u>To examine details related to Subsidiaries of listed entities:</u></b> (a) Identification of material subsidiary companies; (b) Disclosure requirement of material as well as other subsidiaries	Yes  Yes	None  None
6.	<b><u>Preservation of Documents:</u></b> 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	None
7.	<b><u>Performance Evaluation:</u></b> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	Yes	None
8.	<b><u>Related Party Transactions:</u></b> (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) The listed entity has provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee, in case no prior approval obtained	Yes  Yes	None  None
	<b><u>Disclosure of events or information:</u></b> The listed entity has provided all the		



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Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS
	required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	None
10.	<b><u>Prohibition of Insider Trading:</u></b> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	None
11.	<b><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></b> No Actions 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	No actions were taken Against the company /promoters/directors/ subsidiaries except as detailed in Table (a) above	No actions were taken Against the company /promoters/directors/ subsidiaries except as detailed in Table (a) above
12.	<b><u>Additional non-compliances, if any:</u></b> No additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	Yes	None

I also report that during the review period, M/s O P Bagla & Co. LLP, Chartered Accountants (FRN.000018N/N500091) has been appointed as the Statutory Auditors of the Company. 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  
Peer Review Certificate No.: 1352/2021



Vijay K. Singhal

**Vijay K. Singhal**  
Partner

Date: May 12, 2023  
Place: New Delhi

CP No.: 10385, M. No.: A21089  
UDIN: A021089E000300456