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MPDL\CS\2023-24 May 16th, 2023

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

Scrip Code - 532723

Sub: Annual Secretarial Compliance Report for the Financial Year ended March 31st, 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/CMDl/27/2019 dated 8th February 2019, issued by M/s Sanjay Grover and Associates, Company Secretaries, for the Financial Year ended March 31st, 2023.

You are requested to take the above information on record.

Thanking you,

Yours faithfully,

For **MPDL LIMITED**

(Rinkal) Company Secretary

Encl: As above

COMPANY SECRETARIES

B-88, 1ST Floor, Defence Colony, New Delhi – 110 024 Tel.: (011) 4679 0000, Fax: (011) 4679 0012 e-mail: contact@cssanjaygrover.in Website: www.cssanjaygrover.in

Annual Secretarial Compliance Report of MPDL Limited for the financial year ended 31st 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;

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

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 Requiremen t (Regulations / circulars/ guidelines including specific clause)	Regulatio n/Circula r No.	Deviati ons	Acti on Tak en By	Typ e of Acti on	Detail s of Violat ion	Fine Amou nt	Observa tions/ Remark s of the Practisi ng Compan y Secretar	Manageme nt Response	Re ma rks
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 LODRReg ulations, 2015	Non-compliance with Disclosures of related party transactionsfor the Half Year ended March, 2022	BSE	Fine	Non-compliance with Disclos ures of related party transactions for the Half Year ended March, 2022	Rs. 5900 inclusi ve of GST.	The Compan y has made payment of Rs. 5900/	Therewas aDelay of 1-day in Filing RPTstateme nt tostockexch anges forthe half Yearended 31stMarch, 2022 due to mispercepti onof the Termused inSEBI LODR(i.e. publication. Thedelay Wassolely unintentiona l,without anymalafid eintentio n orignoran ce oflaw.	NA
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3. Regulation 19(1)/ 19(2)Non- compliance with the constitution n of nomination andremuneration committeefor the quarter endedSeptem ber2022 4 Regulation Regulation 19(2) of committee effor the quarter endedS eptemb er2022 4 Regulation 19(2) of committee for the quarter endedS eptemb er2022 4 Regulation Regulation 19(1)/ 19(2) of compliance with the constitution and remuneration and remunera
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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.

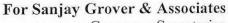
I further report that in terms of the circulars issued by BSE Limited and National Stock Exchange of India Limited on March 16, 2023 respectively, I also affirm the following(s):

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS
1.	Secretarial Standard		
	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.	Adoption and timely updation of	1 8 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	
	•All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities	Yes	None
	• All the policies are in conformity with SEBI Regulations andhave been reviewed & timely updated as pertheregulations/circulars/guidelin es issued by SEBI	Yes	None
3.	Maintenance and disclosures on		
SO TOEOS	Website: • The Listed entity is maintaining a functional website	Yes	None
00000	• Timely dissemination of the		

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS
	documents/ information under a separate section on the website	Yes	None
	• 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	Yes	None
4.	Disqualification of Director:		
	None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	None
5.	To examine details related to Subsidiaries of listed entities:		
	(a) Identification of material subsidiary companies;	Yes	None
	(b) Disclosure requirement of material as wellas other subsidiaries	Yes	None
6.	Preservation of Documents:		
	The listed entity is preserving and maintaining records asprescribed under SEBI Regulations and disposal of records asper Policy of Preservation of Documents and Archival policyprescribed under	Yes	None
7.	SEBI LODR Regulations, 2015 Performance Evaluation:		
	The listed entity has conducted performance evaluation of theBoard, Independent Directors and the Committees at the startof every financial year as prescribed in SEBI Regulations	Yes	None
8.	Related Party Transactions:		
	(a) The listed entity has obtained prior approval of AuditCommittee for all Related party transactions	Yes	None
840	(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	Yes	None
1 90	approval obtained Disclosure of events or		
es OS A TO	information:		
HI	The listed entity has provided all the		

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



Company Secretaries Firm Registration No.: P2001DE052900

Peer Review Certificate No.:1352/2021

VIIT 47

Vijay K. Singhal

Partner

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



Date: May 12, 2023 Place: New Delhi