

# MPDL LIMITED

---

**Date: May 25, 2024**

**BSE Ltd**

Phiroze Jeejibhoy Towers, Dalal Street,  
Mumbai - 400001

**Scrip Code - 532723**

**Sub: Annual Secretarial Compliance Report for the Financial Year ended March 31, 2024**

Dear Sir,

Please find enclosed the Annual Secretarial Compliance Report of the Company pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/1/27/2019 dated 8<sup>th</sup> February 2019, issued by M/s Sanjay Grover and Associates, Company Secretaries, for the Financial Year ended March 31, 2024.

You are requested to take the above information on record.

Thanking you,

Yours faithfully,  
For **MPDL LIMITED**

**BHUMIKA CHADHA**  
**COMPANY SECRETARY AND COMPLIANCE OFFICER**

**Encl: As above**

---

**Corporate office**

Unit No-12, GF, Magnum  
Towers Tower-1, Sector - 58,  
Golf Course Extn, Gurugram  
122011, Haryana

**Registered office**

11/7, Mathura Road,  
Sector - 37, Faridabad  
- 121003, Haryana

**CIN:** L70102HR2002PLC097001

**PAN:** AADCM3323Q

**GST Haryana:** 06AADCM3323Q1ZA

**GST Delhi :** 07AADCM3323Q1Z8

**Tel. :** 0124-4222434-35

**Email:** [isc\\_mpdl@mpdl.co.in](mailto:isc_mpdl@mpdl.co.in)  
info@mpdl.co.in

**Web:** [www.mpdl.co.in](http://www.mpdl.co.in)

# 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)

To,  
The Board of Directors,  
**MPDL Limited**  
CIN: L70102HR2002PLC097001  
11/7, Mathura Road, Sector 37,  
Faridabad, Haryana, 121003

Sub: Annual Secretarial Compliance Report for the Financial Year 2023-24.

We have been engaged by MPDL Ltd, hereinafter referred to as "the Company," bearing CIN: L70102HR2002PLC097001. The Company's equity shares are listed on BSE Limited. Our task is to conduct an audit in accordance with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. This audit is to be carried out in conjunction with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019, and BSE Notice no. 20230316-14.

The Management of the Company holds the responsibility to maintain records and implement proper systems to ensure compliance with the provisions of all relevant Regulations, Circulars, and Guidelines issued by the Securities and Exchange Board of India (SEBI). It is imperative that these systems are not only adequate but also effective in ensuring compliance.

Our role entails verifying the Company's compliance with the provisions of all applicable Regulations, Circulars, and Guidelines issued by SEBI. We conduct our audit in line with the SEBI master circular SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and guidance note on the "Annual Secretarial Compliance Report" issued by the Institute of Company Secretaries of India (ICSI). Our approach involves thorough examinations and verifications deemed necessary and adequate for this purpose.

The Annual Secretarial Compliance Report is provided as Annexure to this report for your perusal.



Date: May 20, 2024  
Place: New Delhi

For **Sanjay Grover & Associates**  
Company Secretaries  
Firm Registration No.: P2001DE052900  
Peer Review No.:4268/2023

**Vijay K. Singhal**  
Partner

CP No.: 10385; M No.: A21089

# 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)

### Secretarial Compliance Report of MPDL Limited

For the year ended 31<sup>st</sup> March, 2024

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 **March 31, 2024** ("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 and as amended from time to time;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and as amended from time to time;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and as amended from time to time;



**SANJAY GROVER & ASSOCIATES**

- (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};**
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and as amended from time to time;
- (h) Securities and Exchange Board of India (Depositories & Participants) Regulations, 2018 (To the extent applicable);
- (i) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, **{Not applicable during the review period};**
- (j) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009;

and circulars/ guidelines issued thereunder;

And based on the above examination, I 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, except in respect of matters specified below:-

S.N	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation /Circular No.	De vi ation	Acti on Tak en By	Type of Action	Details of Violation	Fine Amount	Observations / Remarks of the Practicing Company Secretary	Managem ent Response	Rema rks
					Advisory/Clarification/Fine/Show Cause Notice/Warning, etc.					
<b>Not Applicable</b>										



## SANJAY GROVER & ASSOCIATES

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

S.N	Observation s/ Remarks of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31 <sup>st</sup> March, 2023. (the years are to be mentioned)	Compliance Requirement (Regulations/circulars/ guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
1	Non-compliance with Disclosures of related party transactions for the Half Year ended March, 2022.  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.		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.	Non-compliance with Disclosures of related party transactions for the Half Year ended March, 2022.  Fine of Rs. 5900 inclusive of GST imposed by BSE Ltd.	The Company has made payment of Rs. 5900/-.	The Company has made payment of Rs. 5900/-.
2.	Non-compliance with the constitution of audit committee for the quarter ended September 2022.		Regulation 18(1) Non-compliance with the constitution of audit committee for the quarter ended September 2022.	Non-compliance with the constitution of audit committee for the quarter ended September 2022.  Fine of Rs. 94400 inclusive of GST imposed by BSE Ltd.	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/ 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 Company has complied with the requirements of Regulation 18, 19 and 20 of SEBI (LODR) Regulations, 2015
3	Non-compliance with the constitution of nomination and remuneration committee for the quarter ended September 2022.		Regulation 19(1)/ 19(2) Non-compliance with the constitution of nomination and remuneration	Non-compliance with the constitution of nomination and remuneration		



**SANJAY GROVER & ASSOCIATES**

		committee for the quarter ended September 2022.	committee for the quarter ended September 2022.  Fine of Rs. 94400 inclusive of GST imposed by BSE Ltd.	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.  The Company has intimated to the BSE Limited by its letter dated 23-11-2022 that it is in compliance of Regulation 18, 19 & 20 of SEBI (LODR) Regulations, 2015 and also filed the revised CGR. The Company has also requested to withdraw the letter issued by BSE Ltd.	and filed the revised CGR.  Further the Company has submitted a letter to BSE Ltd stating that the Company is in Compliance of aforesaid Regulations of SEBI LODR and requested the BSE Ltd to withdraw the Letter.
4.	Non-compliance with the constitution of stakeholder relationship committee for the quarter ended September 2022.	Regulation 20(2)/(2A) Non-compliance with the constitution of stakeholder relationship committee for the quarter ended September 2022.	Non-compliance with the constitution of stakeholder relationship committee for the quarter ended September 2022.  Fine of Rs. 94400 inclusive of GST imposed by BSE Ltd.	Further as per the telephonic conversion held with executives of	



**SANJAY GROVER & ASSOCIATES**

				BSE Limited it was confirmed that they had withdrawn the letter & also informed that usually the BSE doesn't provide the same in writing.	
--	--	--	--	---	--

(c) I/we hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS
1.	<p><u>Secretarial Standard</u></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).</p>	Yes	The Company has generally complied with the SS issued by ICSI
2.	<p><u>Adoption and timely updation of the Policies:</u></p> <ul style="list-style-type: none"> <li>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entity.</li> <li>All the policies are in conformity with SEBI Regulations and has been reviewed &amp; timely updated as per the regulations/circulars/guidelines issued by SEBI.</li> </ul>	Yes  Yes	The Company has updated applicable policies under SEBI Regulations and the same are in conformity with SEBI Regulations and has been reviewed.
3.	<p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"> <li>The listed entity is maintaining a functional website</li> <li>Timely dissemination of the documents/ information under a separate section on the website</li> <li>Web-links provided in annual corporate governance reports under</li> </ul>	Yes  Yes	The Company has maintained fully functional website at <a href="https://www.mpdl.co.in/">https://www.mpdl.co.in//</a>



## SANJAY GROVER & ASSOCIATES

	Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website	Yes	
4.	<u>Disqualification of Director:</u> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	None of the Director of the Company are disqualified.
5.	<u>Details related to Subsidiaries of listed entities:</u>  (a) Identification of material subsidiary companies;  (b) Requirements with respect to disclosure of material as well as other subsidiaries	Yes  Yes	The Company has complied with the Identification of material subsidiary companies and disclosures thereof.
6.	<u>Preservation of Documents:</u>  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 the LODR Regulations.	Yes	None
7.	<u>Performance Evaluation:</u>  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.	<u>Related Party Transactions:</u>  (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions  (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee	Yes  NA	None  The listed entity has not entered into any related party transaction without the prior approval of the Audit Committee





## SANJAY GROVER & ASSOCIATES

<p><b>9.</b></p>	<p><u>Disclosure of events or information:</u></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	<p>Yes</p>	<p>The Company has complied with the disclosure requirement under Regulation 30 of SEBI LODR, 2015</p>
<p><b>10.</b></p>	<p><u>Prohibition of Insider Trading:</u></p> <p>The listed entity is in compliance with Regulation 3(5) &amp; 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015</p>	<p>Yes</p>	<p>None</p>
<p><b>11.</b></p>	<p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></p> <p>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 (or)</p>	<p>Yes</p>	<p>None</p>
<p><b>12.</b></p>	<p><u>Resignation of statutory auditors from the listed entity or its material subsidiaries</u></p> <p>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.</p>	<p>NA</p>	<p>Not applicable during the period under review</p>
<p><b>13.</b></p>	<p><u>Additional non-compliances, if any:</u></p> <p>No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.</p>	<p>Yes</p>	<p>None</p>



**SANJAY GROVER & ASSOCIATES**



Date: 20<sup>th</sup> May, 2024  
Place: New Delhi

For **SANJAY GROVER & ASSOCIATES**  
Company Secretaries  
Firm Registration No.: P2001DE052900  
Peer Review No.:4268/2023

Vijay K

**VIJAY K. SINGHAL**

Partner

CP No.: 10385; M No.: A21089  
UDIN: A021089F000405761