

Date: 6th May, 2022

To,
The General Manager,
National Stock Exchange of India
Limited

Exchange Plaza, C-I Block G,
Bandra Kurla Complex, Bandra (East),
Mumbai 400051

NSE Symbol: MAHEPC

The General Manager,
Bombay Stock Exchange Limited

Phiroze Jeejeebhoy Towers,
Dalal Street, Fort
Mumbai- 400 001

BSE Scrip Code: 523754

Sub: Submission of Annual Secretarial Compliance Report for the year ended 31st March, 2022

Dear Sir/Madam,

In compliance with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019 please find enclosed copy of Annual Secretarial Compliance Report dated 4th May, 2022 for the Financial Year 2021-22 issued by Makarand M. Joshi & Co., and the Company's Secretarial Auditor.

This intimation is also being uploaded on the Company's website at www.mahindrairrigation.com.

You are requested to take the above information on record.

Thanking you.

Yours faithfully,

For **Mahindra EPC Irrigation Limited**

Ratnakar Nawghare

Company Secretary and Compliance Officer



MAKARAND M. JOSHI & CO.

Company Secretaries

803-804, 8th Floor, Ecstasy, City of Joy, JSD Road, Mulund West, Mumbai 400080 (T) 022-21678100

Secretarial Compliance Report of Mahindra EPC Irrigation Limited For Financial year ended March 31, 2022

To,
The Members,
Mahindra EPC Irrigation Limited,
Plot No. H-109, MIDC Ambad,
Nashik - 422010

We, M/s. Makarand M. Joshi & Co., Practicing Company Secretaries, have examined:

- (a) all the documents and records made available to us and explanation provided by Mahindra EPC Irrigation 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 on March 31, 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 (hereinafter referred as "Listing Regulations");
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not Applicable to the Company 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 to the Company during the Review Period)**



- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, Securities and Exchange Board of India (Issue and Listing of Non-Convertible Redeemable Preference Shares) Regulations, 2013 and Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 to the extent of listing of commercial papers; **(Not Applicable to the Company during the Review Period)**
- g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- h) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act, 2013 and dealing with client;
- i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 to the extent applicable;

and circulars/guidelines issued thereunder and SEBI circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019 in respect of Resignation of statutory auditors from listed entities and their material subsidiaries. Based on the above examination, we 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:

Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Remarks of the Practicing Company Secretary
Regulation 29 of Listing Regulations	Prior intimation to the National Stock Exchange India Limited (NSE) for approval of the Financial Results for half year ended 30 th September, 2021 on Board meeting held on 28 th October 2021 was not done.	The Company has not made prior intimation to the NSE for consideration and approval of the Financial Results for half year ended 30 th September, 2021 on Board meeting held on 28 th October 2021. However, the Company has made timely intimation to BSE Limited.

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our 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.

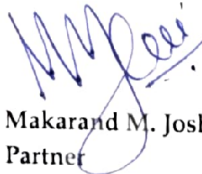


Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1.	National Stock Exchange India Limited (NSE)	Prior intimation to the NSE for approval of the Financial Results for half year ended 30 th September, 2021 in the Board meeting held on 28 th October 2021 was not done.	NSE levied penalty of ₹10,000/- on Company	The Company has paid the penalty amount.

(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	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
NA				

For Makarand M. Joshi & Co.
Practicing Company Secretaries


Makarand M. Joshi
Partner



FCS No. 5533

CP No. 3662

UDIN: F005533D000270028

Peer Review No: 640/2019

Place: Mumbai

Date: 04-05-2022