MFL India Limited
CIN: L63040DL1981PLC012730
Contact No +91-11-32076767
E-Mail: helpdesk@mflindia.in
Website: www.mflindia.com

MFL /BSE/2021-22 **Date: 30.06.2021**

To
The Dy. General Manager,
Department of Corporate Services
The Bombay Stock Exchange Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai 400001:

Ref: Scrip Code No. 526622

Sub: Secretarial Annual Compliance Report for the year ended 31.03.2021

Dear Sir / Madam,

With reference to above please find enclosed the quarterly statement of Secretarial Annual Compliance Report pursuant to the Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019 for the year ended 31st March, 2021.

You are requested to take the in you record.

Thanking You,
For MFL INDIA LIMITED
For MFL India Limited

Director
Anil Thukral
DIN: 01168540
Director

Registered&Corporate Office:
UG09, WellKing Towers.94 14 Main Market.Patparganj.Mayur Vihar
Phase-I, East Delhi.Delhi-110091, India

Amit Agrawal & Associates
(Company Secretaries)

H-63, Vijay Chowk,
Laxmi Nagar, Delhi-92
Phone No. 011-22024525
E-mail id: amitagcs@gmail.com

Secretarial Compliance report of MFL India Limited
for the year ended on March 31, 2021

To,
MFL India Limited
94/4, UG-F, UG-9 Village Patparganj, Delhi-110091
CIN: L63040DL1981PLC012730

I have examined:

(a) all the documents and records made available to me and explanation provided by MFL India 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, 2021 ("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 there under 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 there under, 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, 2009 & thereafter 2018;
(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
(d) Securities and Exchange Board of India (Buy back 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 [Not applicable to the company during the Review Period];
(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 [Not applicable to the company during the Review Period];
(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations,2013 [Not applicable to the company during the Review Period];

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C.P.: 3647
Company Secretaries

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(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued there under;
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 there under; except in respect of matters specified below:

S. No.	Compliance Requirement	Non compliances under SEBI (LODR) 2015	Observation/ Remark of the PCS
1.	Regulation 29(2)/29(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Delay in furnishing prior intimation of meeting of Board of Directors as per the Provisions of Regulation 29(2)/29(3) for the quarter ended 31st March, 2020.	The Company Delay in furnishing prior intimation of meeting of Board of Directors as per the Provisions of Regulation 29(2)/29(3). On enquire the same from the company, it had been responded that the Company has filed intimation of board meeting held on 31st July, 2020 to the BSE website as on 29th July, 2020 vide acknowledgement no. 929333. Further the SEBI has issued a circular regarding the Additional relaxations / clarifications in relation to compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR') due to the COVID - 19 pandemics as on 17th April, 2020
2.	Regulation 33/52 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Discrepancies in Standalone Financial Results for the year and quarter ended 31.03.2020	The Company had filed Unsigned financial Result and Number of columns of the result should be as per SEBI Regulations. (i.e. Previous Quarter Not Given), Company Require to file Result PDF as per Regulation 33 Format. On enquire the same from the

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			company, it had been responded that the Company had filed signed financial result for Year and quarter ended March 2020 as per the format provided under Regulation 33 of SEBI (LODR) Regulations 2015.
3.	Regulation 6 (1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Non-compliance with requirement to appoint a qualified Company Secretary as the compliance officer	The Company has not appointed any qualified company secretary as the compliance officer since March 2020. We have raised the same before the management of the Company and it is replied by the company that the Company is loss making company and virtually has eroded all its net worth and the company is not finding CS who is willing to do the job in loss making Company.
4.	Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Non - updation of website	The company responded that due to COVID 19, the person responsible for the updation of the web site has left the company with out assigning the Io in details. The company is trying to locate the same.
5.	Regulation 23 (9) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Non-compliance with disclosure of related party transactions on consolidated basis for the quarter ended 30th September, 2020.	The Company has not submitted disclosure of related party transactions on consolidated basis for the quarter ended 30th September, 2020. On enquire the same from the company, it had been responded that during the half year the company has not entered into such transaction and we are under impression that there is no

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			requirement if there is no relate party transaction during the relevant period.
6.	Regulation 29 (2) of The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011	Non compliance of the provisons of Regulation 29 (2) of The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011	The Company has not complied the provisons of Regulation 29 (2) of The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under insofar as it appears from my examination of those records.

(c) The following are the details of action(s) 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 there under:

S. No.	Action Taken by	Details of Violation	Details of Action taken e.g. fines, warning letter, etc.	Observation/ Remark of the PCS
1.	BSE	Non-compliance with disclosure of related party transactions on consolidated basis for the quarter ended 30th September, 2020.	BSE issue as email dated 18.01.2021 regarding the Non-compliance with disclosure of related party transactions on consolidated basis and levied fine Rs. 2,06,500/- (including Rs. 31500/-)	The Company has not entered into such transaction; hence we have not submitted any disclosure regarding the same and requested to waive the penalty from BSE.
2.	BSE	Non-submission of the Annual Report within the period prescribed under regulation 34 of the SEBI	BSE issue as email dated 08.01.2021 regarding the Non-submission of the Annual Report within the period prescribed	The Company had submitted annual report as required under regulation 34 of the SEBI (LODR), 2015 within time and requested to waive the

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		(LODR), 2015.	under regulation 34 of the SEBI (LODR), 2015 and imposed fine Rs. 51,920/- (Including Rs. 7920/-)	penalty from BSE.

(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 for the year ended 31st March, 2020.**	**Actions taken by the listed entity, if any**	**Comments of the Practicing Company Secretary on the actions taken by the listed entity**
1.	The Company has not complied the provisions of Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Late submission of Corporate Governance Report for the financial Year Ended 31.03.2019	The person who was responsible for all the compliance of LODR has resigned from the company and the mobile no given in the stock exchange was of that person. Further, the Company has applied for the new password as forgotten password with new mobile no. and apply for new password through email.	The Company had filed the Corporate Governance report late and retread of that it would be more careful and vigil out in future in compliance of the applicable regulations of the LODR.
2.	The Company has not complied the provisions of Regulation 33 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Late Submission of Financial result for the Quarter Ended 31st March, 2019	We have raised the same before the management of the Company and it is replied by the company that the Company has submitted audited financial result for the quarter ended 31.03.2019 as on	The Company had filed the Corporate Governance report late and retread of that it would be more careful and vigil out in future in compliance of the applicable regulations of the LODR.

C.P. 3647

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			31st May, 2019 vide acknowledge no. 3105201906013533. The delay is only for one day as per the documentation made and the same is occurred due to inadvertence.	
3.	The Company has not complied the provisions of Regulation 6 (1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Non-compliance with requirement to appoint a qualified Company Secretary as the compliance officer	We have raised the same before the management of the Company and it is replied by the company that the Company is loss making company and virtually has eroded all its net worth and the company is not finding CS who is willing to do the job in loss making Company.	The Company has not appointed any qualified company secretary as the compliance officer since March 2019. However the Company has been appointed Company Secretary as on 13.11.2020.

For Amit Agarwal & Associates
(Company Secretaries)

Date : 30.06.2021
Place: New Delhi

CS Amit Agrawal
Proprietor
CP No. 3647, M.No.5311
UDIN: F005311C000551318

Note:

We further report that the report is issued on the basis of documents and papers provided to us by the management of the Company in the form of electronic mode. Due do COVID 19 the physical verification is not possible.