MFL India Limited

CIN: **L63040DL1981PLC012730**

Contact No +91-11-32076767

E-Mail: helpdesk@mflindia.in

Website: www.mflindia.com

MFL /BSE/2022-23 **Date: 27.05.2022**

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 31.03.2022

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, 2022.

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.9414 MainMarket.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. 011-43019279
E-mail id: amitagcs@gmail.com

Secretarial Compliance report of MFL India Limited for the year ended on March 31, 2022

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, 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 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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(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.	Regulation13(3)of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter ended 31st December, 2021	Non submission of Investor Complaint	The Company has made request many times to RTA for issue the certificate for the quarter ended 31st December, 2021, but the RTA has issued certificate as on 03.02.2022 and after receiving the RTA certificate regarding Investor Complaints, the Company had complied the provision of Regulation 13 (3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. As per the explanation given by the company, the delay in submission of Investor Complaint is on the part of RTA and Depositorty (DP).
2.	Regulation 31 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter ended 31st December, 2021	Non submission of Share holding pattern	The Company has made request many times to RTA for issue the certificate for the quarter ended 31st December 2021, but the RTA has issued certificate as on 03.02.2022 and after receiving the RTA certificate, the Company had complied the provision of Regulation 31of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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			As per the explanation given by the company, the delay in submission of shareholding pattern is on the part of RTA and Depositorty (DP
3.	Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Non - updating of website	As per explanation by the Company, the Company has not updated its website.
4.	Regulation 23 (9) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015for the quarter ended 31st December 2021	Non-compliance with disclosure of related party transactions on consolidated basis for the quarter ended 31st December 2021.	The company has not entered into any transaction regarding related party transaction during the quarter ended 31stDecember 2021, hence the provision of Regulation 23 (9) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not applicable on the Company. As per the company`s explanation, the disclosure of related party transactions on consolidated basis is not applicable on the company.
5.	Regulation 29(2)/29(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter ended 30th June, 2021	Non-Compliance with Intimation of Board meeting	The company had received financial on 9th August, 2021 and immediately give the intimation to Stock Exchange. Further due to the freedom day the office of Company is closed as on 14 and 15 August, hence the board meeting call and held on 13th August, 2021. As per the company`s explanation, the company had not compliance the provision of

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			regulation 29(2)/29(3) of the SEBI (LODR) 2015 due to the freedom day.
6.	Regulation 33 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter ended 31st December, 2021.	Non-submission of the financial results	The Company has been submitted its Financial Results to the stock Exchange on 15th February 2022 vide acknowledgement no1502202212305133 for Financial Results. As per the explanation given by the company, the company ha submit its financial result for the quarter ended 31st December, 2021 vide ack. no 1502202212305133 to the stock exchange.

(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 31st December 2021.	BSE issue as email dated 14.01.2022 regarding the Non-compliance with disclosure of related party transactions on consolidated basis and levied fine Rs. 1,88,800/- (including Rs. 28800/-as GST)	As informed to us by the management, 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.

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2	BSE	Non-compliance in furnishing prior intimation about the meeting of the board of directorsfor the quarter ended 30th June, 2021	BSE issue as email dated 14.09.2021 regarding the Non-compliance in furnishing prior intimation about the meeting of the board of directors and levied fine Rs. 11,800/- (including Rs. 1800/-as GST)	As informed to us by the management, the Company has intimated to the stock exchange regarding the same. However made request to the stock exchange for waive the penalty levied.
3	BSE	Non-compliance regarding Non-submission of the statement on shareholder complaints within the period prescribed under this regulation or under any circular issued in respect of redressal of investor grievances for the quarter ended 31st December 2021.	BSE issue as email dated 14.02.2022 regarding the Non-compliance in Non-submission of the statement on shareholder complaints and levied fine Rs. 14,160/- (including Rs. 2160/- as GST)	As informed to us by the management, the company had received BENPOS form RTA as on 03.02.2022 and after receiving the same the company has submitted the complaint to the stock exchange immediately. Further the penalty arise due to the RTA and CDSL, hence the same to be collected from both.
4	BSE	Non-compliance regarding non-submission of shareholding pattern within the period prescribed for the quarter ended 31st December 2021.	BSE issue as email dated 14.02.2022 regarding the Non-compliance in non-submission of shareholding pattern within the period prescribed and levied fine Rs. 28,320/- (including Rs. 4320/- as GST)	As informed to us by the management, the company had received BENPOS form RTA as on 03.02.2022 and after receiving the same the company has submitted the shareholding pattern to the stock exchange immediately. Further the penalty arise due to the RTA and CDSL, hence the same to be collected from both.

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Company Secretaries

5	BSE	Non-compliance regarding Non-submission of the financial results within the period prescribed under this egulation31st December 2021.	BSE issue as email dated 14.03.2022 regarding the Non-compliance in Non-submission of the financial results within the period prescribed and levied fine Rs. 1,65,200/- (including Rs. 25200/- as GST)	As per the management submission, the Company had submitted the financial results to the stock exchange as on 15.02.2022 vide ac. no. 1502202212305133 due to the responsible person is on leave as on 14th February, 2022 and other persons are not know about the same. However the company had made request to stock exchange for waive the penalty.

(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 31stMarch 2021.	Actions taken by the listed entity if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
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) is due the COVID 19 pandemic situation.	As per the explanation to us by the management, 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

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				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.	As per the explanation to us by the management, 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 appointa qualified Company Secretary as the compliance officer	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.	Complied
4.	Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)	Non - updating of website	The person responsible for the updation of the web site has left the company without assigning the login	The Company has not updated its website

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	Regulations, 2015		details.	
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 entered into such transaction, and we are under impression that there is no requirement if there is no relate party transaction during the relevant period.	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 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 provisions 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 provisions of Regulation 29 (2) of The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.	As per the explanation to us, the company has not complied the provisions of Regulation 29 (2) of LODR 2015, however the company has made request to stock exchange for waiver of penalty.

For Amit Agrawal & Associates
(Company Secretaries)

Date: 26.05.2022
Place: New Delhi

CS Amit Agrawal
Proprietor
CP No. 3647, M.No.5311
UDIN: F005311D000397111