MFL India Limited

CIN: **L63040DL1981PLC012730**

Contact No +91-11-32076767

E-Mail: helpdesk@mflindia.in

Website: www.mflindia.info

MFL /BSE/2023-24 **Date: 30.05.2023**

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 31.03.2023

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, 2023.

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 MainMarket.Patparganj.Mayur Vihar Phase-I, East Delhi.Delhi-110091, India

Manoj Purbey & Associates
(Company Secretaries)

Office No-03, 2nd Floor, B-32
Madhav Complex, Laxmi Nagar, Delhi-110092
Phone No. -91+9350218303
E-mail id: purvey31@gmail.com

Secretarial Compliance report of MFL India Limited for the year ended on 31st March, 2023

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

I have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices byMFL India Limited(hereinafter referred as the "listed entity"), having its Registered Office at 94/4, UG-F, UG-9 Village Patparganj,Delhi-110091, Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on**31st March, 2023**, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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 31st 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 there under and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI").

Office No-03, 2nd Floor, B-32
Madhav Complex, Laxmi Nagar, Delhi-110092
Phone No. -91+9350218303
E-mail id: purvey31@gmail.com

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

and circulars/ guidelines issued there under.
(i) and based on the above examination, I hereby report that, during the Review Period
(j) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.

I hereby report that, during the Review Period the compliance status of the listed entity is appended below;

Sl. No.	Particulars	Compliance status(Yes/ No/ NA)	Observations/Remarks by PCS*
1.	**Secretarial Standards:** The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	Yes	
2.	**Adoption and timelyupdation of the Policies:** All applicable policies under SEBI Regulations are adopted with the approval of board of directorsof the listed entities	Yes Yes	

Office No-03, 2nd Floor, B-32
Madhav Complex, Laxmi Nagar, Delhi-110092
Phone No. -91+9350218303
E-mail id: purvey31@gmail.com

	All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/ guidelines issued by SEBI		
3.	**Maintenance and disclosures on Website:** The Listed entity is maintaining a functional website Timely dissemination of the documents/information under a separate section on the website Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website	Yes Yes Yes	
4.	**Disqualification of Director:** None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	
5.	**To examine details relatedto Subsidiaries of listed entities:** (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	N.A.	There is no material subsidiary exists
6.	**Preservation ofDocuments:** 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 SEBI (LODR) Regulations, 2015	Yes	

Manoj Purbey & Associates
(Company Secretaries)

Office No-03, 2nd Floor, B-32
Madhav Complex, Laxmi Nagar, Delhi-110092
Phone No. -91+9350218303
E-mail id: purvey31@gmail.com

7.	**Performance Evaluation:** 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	
8.	**Related PartyTransactions:** (a)The listed entity has obtained prior approval of Audit Committee for all Related party transactions	Yes	
	(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		
9.	**Disclosure of events or information:** 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.	No	*The Company is failed to complied the provision of Regulation 33 for the quarter ended 30.09.2022, Regulation 29(2)/29(3) for the quarter ended 30.09.2022, and Reg. 6(1) for the quarter ended 30.06.2022.*
10.	**Prohibition of Insider Trading:** The listed entity is in compliance withRegulation3(5) & 3(6) SEBI (Prohibition of Insider Trading)Regulations, 2015	Yes	The Company has proper software installed to maintain Structured Digital Database.
11.	**Actions taken by SEBI orStock 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.	Yes	The Company has received some emails regarding the delay submission of disclosures as required under LODR, Regulation 2015.
	Additional Non-compliances, if any:		*It may be noted that the*

Manoj Purbey & Associates
(Company Secretaries)
Office No-03, 2nd Floor, B-32
Madhav Complex, Laxmi Nagar, Delhi-110092
Phone No. -91+9350218303
E-mail id: purvey31@gmail.com

12.	No any additional non-compliance observed for all SEBI regulation/ circular/guidance note etc.	Yes	*Stock Exchange has imposed a fine for non-compliance of regulation 6 (1), 29(2)/29(3) and 33 of the LODR 2015.*

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:**Not Applicable**

Sr. No.	**Particulars**	**Compliance Status (Yes/No/NA)**	**Observations/ Remarks by PCS***
1.	**Compliances with the following conditions while appointing/re-appointing an auditor**		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.	NA	
2.	**Other conditions relating to resignation of statutory auditor**		

	i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee: a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings. b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information/explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable. c. The Audit Committee/Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor. ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI/NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.	NA	
3.	The listed entity/its material subsidiary has		

Office No-03, 2nd Floor, B-32
Madhav Complex, Laxmi Nagar, Delhi-110092
Phone No. -91+9350218303
E-mail id: purvey31@gmail.com

	obtained information from the Auditor upon resignation, in the format as specified in Annexure-A in SEBI Circular CIR/ CFD/CMD1/114/2019 dated 18thOctober, 2019.		

Observations/Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'

The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sl no.	Comp-lianceRequi-rement (Regul-ations/ circulars /guid-elines including specific clause)	Regulation/ Circular No.	Deviations	Action taken by	Type of Action	Details of Violation	Fine Amount	Obser v-ations/ Remarks of the Prac-ticing Company Secretary	Manag-ement Response	Remarks
1.	Non-submission of the financial results within the period prescribed under this regulation	Regulation 33	Non-submission of the financial results within the period prescribed	Company had filed waiver letter to the Stock Exchange	Company had made the request for waiver of fine	Delay in submission of Financial Statement for the Quarter ended 30.09.2022 and 31.12.2022	Rs. 5900/- for September 2022 and Rs. 826	The Company had not submitted Financ	The Company had made requ	

Manoj Purbey & Associates
(Company Secretaries)

Office No-03, 2nd Floor, B-32
Madhav Complex, Laxmi Nagar, Delhi-110092
Phone No. -91+9350218303
E-mail id: purvey31@gmail.com

			under this regulation				00/- for december Quarterd including GST	ial Statement within the prescribed time under regulation 33 for the quarter ended 30.09.2022	est to the stock exchange for waiver of fine imposed.	
2.	Delay in furnishing prior intimation about the meeting of the board of directors	Regulation 29(2)/29(3)	Delay in furnishing prior intimation about the meeting of the board of directors	Company had filed waiver letter to the Stock Exchange	Company had made the request for waiver of fine	Delay in furnishing prior intimation about the meeting of the board of directors for the Quarter ended 30.09.2022	Rs. 11,800/- including GST	The Company had delay in furnishing prior intimat	The Company had made request to the stock	

								ion about the meeting of the board of directors for the quarter ended 30.09.2022	exchange for waiver of fine imposed.	
3.	Non-compliance with requirement to appoint a qualified company secretary as the compliance officer	Reg. 6(1)	Non-compliance with requirement to appoint a qualified company secretary as the compliance officer	Company had filed waiver letter to the Stock Exchange	Company had filed waiver letter to the Stock Exchange	Non-compliance with requirement to appoint a qualified company secretary as the compliance officer	Rs. 107380/-	The Company had made delay in appointment of Compliance	The Company had made request to the stock exchan	

								Officer under Regulation 6(1)	ge for waiver of fine imposed.	

The listed entity has taken the following actions to comply with the observations made in previous reports:**Not Applicable**

Sl no.	Compliance Requirement (Regulations/ circulars /guidelines including specificclause)	Regulation/ Circular No.	Deviations	Action taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
					Advisory/ Clarification /Fine/ Show Cause Notice/ Warning, etc.					

Manoj Purbey & Associates
(Company Secretaries)

Office No-03, 2nd Floor, B-32
Madhav Complex, Laxmi Nagar, Delhi-110092
Phone No. -91+9350218303
E-mail id: purvey31@gmail.com

For ManojPurbey& Associates
(Company Secretaries)

Date: 30.05.2023
Place: New Delhi

For Manoj Purbey & Associates
Company Secretaries
Partner

CS Lalan Kumar Singh
Partner
CP No.8544 M.No.7837
UDIN:F007837E000429731
Peer Review No:1438/2021.