

**36<sup>th</sup>**  
**ANNUAL REPORT**

**2018-2019**

**MFL INDIA LIMITED**



MFL India Limited

(CIN: L63040DL1981PLC012730)

Regd. Office: 94/4, UG-F, UG-9, Village Patparganj, Delhi 110091

**CORPORATE INFORMATION**

**CIN: L63040DL1981PLC012730**

**BOARD OF DIRECTORS**

Mr. Anil Thukral	DIN: 01168540 (Managing Director)
Mr. Syed Zameer Ulla	DIN: 07486691 (Professional Director)
Mr. Sudhir Kumar Sharma	DIN: 01857204 (Independent Director)
Ms. Pratiksha Anant Patil	DIN: 07887358 (Independent Director)
Mr. Nawab Khan	DIN: 08065674 (Director)

**Chief Financial Officer**

Mr. Khemraj

**Auditors**

**M/s V.K. Sehgal & Associates**

Chartered Accountants  
New Delhi

**Internal Auditors**

M/s APJ & Co.  
Chartered Accountants  
Gurgaon

**Secretarial Auditor**

M/s Amit Agrawal & Associates  
Company Secretaries  
New Delhi

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**Bankers**

State Bank of India

**Share Transfer Agents**

 Link Intime India Pvt. Ltd.  
 A-44, Community Centre, 2<sup>nd</sup> Floor,

Naraina Industrial Area, Phase-I

 New Delhi-1100028  
 Tel-91-11-4140592-93-94  
 Fax-91-11-41410591

**For Dematerialisation of Shares**

ISIN NO. INE244CO1012

**Registered Office**

 94/4, UG-F, UG-9,  
 Village- Patparganj, Delhi-110091  
 Email-mfldelhi81@gmail.com  
 Website- www.mflindia.in



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**NOTICE**

Notice is hereby given that 36<sup>th</sup> Annual General Meeting of the members of **MFL India Limited** will be held on Monday, 30<sup>th</sup> September, 2019 at 9:30 A.M. at G-1, Ground Floor, Well King Towers, 94/4, Main Market, Patparganj, Mayur Vihar, Phase-I, Delhi-110091 to transact the following businesses.

**Ordinary Business:**

**Item No.1**

To receive, and adoption of Audited Financial Statements of the Company for the Financial Year ended 31st March, 2019 including Balance Sheet, Statement of Profit & Loss, Cash Flow Statement and the Reports of Auditors and Directors thereon.

**Item No. 2**

To appoint a Director in place of Ms. Pratiksha Anant Patil (DIN: 07887358) who retires by rotation and, being eligible, offers himself for re-appointment.

**Special Business:**

**Item No. 3**

**To consider and if thought fit, to pass with or without modification(s), the following resolution(s) as Ordinary Resolution(s):**

Regularisation of Additional Director, Mr. Nawab Khan, by appointing him as Director of the Company:

“RESOLVED THAT Mr. Nawab Khan, who was appointed as an Additional Director on the Board of Directors (‘Board’) of the Company with effect from 22<sup>nd</sup> October, 2018, in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give complete effect to this resolution.”



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**Item No. 4**

**To consider and if thought fit, to pass with or without modification(s), the following resolution(s) as Special Resolution(s):**

To raise the fund by way of Loan from the Directors and Strategic investors which may be converted into Equity Shares:

“RESOLVED THAT pursuant to Section 62(3) of the Companies Act, 2013 and other applicable provisions, if any, and the Rules made thereunder, the approval of the members be and is hereby accorded to raise the amounts to the extend of Rs. 10.10 Crores by way of loan from the Directors or strategic investors which may be converted into Equity shares on the option of the above person to pay the State Bank of India towards one time settlement of bank dues.

RESOLVED FURTHER THAT the amount which is borrowed may be converted into equity share capital on the option of the lenders who/ which will give the fund.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give complete effect to this resolution.”

By order of Board of Directors  
For MFL India Limited

Date: 05.09.2019  
Place: Delh

Sd/-  
Mr. Anil Thukral  
Managing Director  
DIN: 01168540

**Notes:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY MAY BE SEND IN THE FORM ENCLOSED AND IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY COMPLETE IN ALL RESPECT NOT LESS THAN 48 HOURS BEFORE THE MEETING. THE PROXY SO APPOINTED SHALL NOT HAVE ANY RIGHT TO SPEAK AT THE MEETING. A BLANK PROXY FORM IS ENCLOSED FOR USE, IF NECESSARY, BY THE MEMBER.
2. Shareholders are requested to promptly notify any change in their addresses.

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3. The Register of Members and Share transfer books of the company shall remain closed from 23<sup>rd</sup> September, 2019 to 30<sup>th</sup> September, 2019 (both days inclusive).
4. Members/ Proxies should bring the attendance slips duly filled in for attending the meeting. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
5. Member(s) can opt for only one mode of voting either physical voting at the annual general meeting, or voting through E- Voting/ Ballot. A member, who has voted through E-Voting mechanism, is not debarred from participating in the general meeting physical. However, he shall not be allowed to vote in the meeting again and his earlier vote (cast through e-means) shall be treated as final.
6. It will be appreciated that queries, if any, on accounts and operations of the company are sent to the registered office of the company ten days in advance of the meeting so that the information may be made readily available.
7. Electronic copy of the Annual Report for the financial year 2018-19 is being sent to the shareholders whose email address are registered with the company or depository participants for communication with the company.

The shareholders whose email is not registered with the company, the Annual Report is sent to them in permitted mode.

8. Members are requested to bring their copy of Annual Report to the Meeting.
9. Voting through electronic means;
  - (a) In compliance with provision of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Service provided by Central Securities Depository Limited (CSDL).

- (b) The instructions for e-voting are as under:

The instructions for members for voting electronically are as under:

In case of member's reliving- mail:

- (I) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period
- (I) Click on "Shareholders" tab.

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(ii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"

(iii) Now enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and Click on Login.

(iv) If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used. If you are a first time user follow the steps given below.

(v) Now, fill up the following detail in the appropriate boxes:

For Members holding shares in Demat Form enter your 10 digit alpha-numeric \*PAN said demat account or folio in dd/mm/yyyy format. The Dividend Bank Data as recorded in your demat account or in the company DOB Bank records for the said demat account or folio both demat shareholders as well as physical shareholders. Enter the Date of Birth as recorded in your demat account or in the company records for the Members who have not updated their PAN with the Company Depository Participant are requested to use the first two letters of your name and the sequence number in the PAN Field. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RAOOOOOOOO1 in the PAN Field. Sequence no. will be provided as S1 No in your address Label. # please enters any one of the details in order to low. In case both the details are not recorded with the depository or company Please enter the member id /folio number in the Dividend Bank details field.

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) Members holding shares in physical form will then reach directly the Company selection screen. However, members

(viii) Holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their low password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are legible to vote, provided that company opts for e'-Voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

Click on <Company Name> on which you choose to vote.

(x) On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option

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YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution. Click on the "Resolutions File Link if you wish to view the entire Resolutions.

- (xi) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly mode your vote.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page. If Demat account holder has forgotten the changed password then enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.
- (xiii) Institutional shareholders (i.e. other than Individuals, HUF, and NRI etc.) are required to log on [Https://www.evotingindia.co.in](https://www.evotingindia.co.in) and register themselves as Corporate. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to vary the same.
- (xiv) In case of members receiving the physical copy:
  - (A) Please follow all steps from sl. no. (i) To 91. No. (xvii) Above to cast vote.
  - (B) The voting period begins on <Date and Time> and ends on <Date and Time>. During this period shareholders' of the company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <Record Date>, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions C'FAQs") and E-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [Helpdesk.evoting@cdslindia.com](mailto:Helpdesk.evoting@cdslindia.com).
- (xv) The e-Voting Period commences on 27<sup>th</sup> September 2019 (9: 00 AM) and ends on 29<sup>th</sup> September, 2019 (5:00 PM). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, man cast their vote electronically. The e-voting module shall be disabled CDSL for voting thereafter. Once the decision on a Resolution is cast by the shareholder, the shareholder not be allowed to change it subsequence. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on Mr. Amit Agrawal, Practicing Company Secretary (Membership No.5311) and has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

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The Scrutinizer shall within a period not exceeding three(3) working days from the conclusion of the e-voting period unblock the Votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the Votes cast in favour or against, if any, forthwith to the Chairman of the Company.

The Results shall be declared in the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be Placed on the company' in and the website of CDSL within two (2) days of passing of the resolutions at The AGM of the Company and communicated to the BSE Limited.

By order of Board of Directors  
For MFL India Limited

Sd/-  
Mr. Anil Thukral  
Managing Director  
DIN: 01168540

**EXPLANATATORY STATEMENT**  
**(Pursuant to Section 102 of the Companies Act, 2013)**

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