



MFL India Limited

CIN: L63040DL1981PLC0 127 30

Contact No +91-11-32076767

E-Mail: helpdesk@mflindia.in

Website: ww.mflindia.com

MFL/BSE/BM/2022-23

Dated: 05.09.2022

To,
The Corporate Relationship Department,
BSE Limited
Floor 25, Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai – 400 001

Scrip Code: 526622

Kind Attn: Corporate Relationship Department

Dear Sir,

Subject: Outcome of Board Meeting- September 05, 2022

Pursuant to applicable Regulation of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including Regulation 30, this is to inform you that the Board of Directors of the Company at their meeting held today i.e., Monday, September 05, 2022, at the office, inter-alia, have approve the following

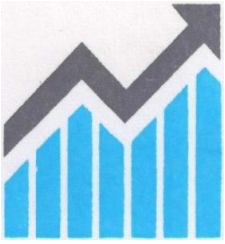
1. Approves the Change of Name of the Company from MFL India Limited to Loginfra Transco Limited.
2. Change in the Object Clause of the Company.
3. Alteration in MOA of the company and make it commensurate to the Companies Act, 2013.
4. Adoption of new set of Articles of Associations as per Companies Act, 2013.
5. Approval for raising loans with the options to convert into Equity shares.
6. Approval for related party transactions.
Approval to Purchase of Land.
7. Approval of the Financial Statement for The Financial Year 2021-22.
8. Approval of Director's Report, for the financial year 2021-22.
9. Notice for calling the Annual General Meeting for the Financial Year 2021-22
10. Appointment of scrutinizer.

The meeting of the Board of Directors commenced at 3:00 PM and concluded at 4:30 PM.
This is for your information and record.

Thanking You,
For MFL INDIA LIMITED

MFL India Limited

Name- Anil Thukral
Designation- Managing Director
DIN: 01168540
Address: H. No. G 504, Park View City,
Sector 48 Gurgaon 122001 Haryana



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CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF M/S. MFL INDIA LIMITED IN ITS MEETING HELD ON MONDAY, THE 05th DAY OF SEPTEMBER 2022 AT 03:00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY.

ITEM NO. 1:

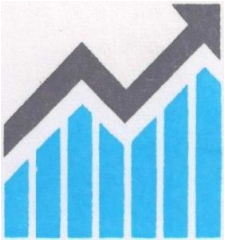
TO APPROVES THE CHANGE OF NAME OF THE COMPANY FROM MFL INDIA LIMITED TO LOGINFRA TRANSCO LIMITED.

The Chairman informed the Board that the matter has been passed through circulation vide signing dated 22nd day of August 2022 and for the same the approval of the Board of Directors of the Company is required. Hence the Board hereby proposes and approved the change of name of the company. This matter was discussed and passed the following **resolution** unanimously:

“**RESOLVED THAT** pursuant to provision of Section 13 and Section 14 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) 2015 (including any statutory modification(s) or re-enactments thereof for the time being in force) and subject to the approval of the Central Government, (power delegated to Registrar of Companies) and any other Regulatory Authorities as may be necessary and subject to the approval of the Shareholder of the company, the consent of the Board of Directors be and is hereby accorded to change the name of the Company from **MFL India Limited to Loginfra Transco Limited** or any other name, as approved by the Central Government (power delegated to Registrar of Companies) and other Regulatory Authorities, whether under the Companies Act, 2013 or any other Rules, Laws, Acts, Statutes or Regulations as may be applicable to the Company and that Memorandum & Articles of Association of the Company be altered by inserting the new name in place of existing name of the company wherever appears.

RESOLVED FURTHER THAT an application be made with the Central Government, Registrar of Companies, NCT of Delhi in the prescribed form.

RESOLVED FURTHER THAT any director of the Company, be and is hereby authorized to sign and file the application for change of name and execute any other documents or papers and to do all other acts, deeds and things as may be required for obtaining the approval of the Central Government and giving effect to the change of name.”



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ITEM NO. 2

FOR CHANGE IN OBJECT CLAUSE OF THE COMPANY

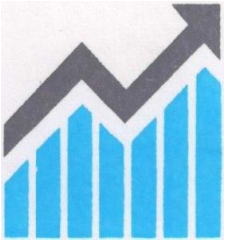
The Chairman informed the Board that the Board of Directors of the Company hereby proposes to amend the object clause of the company by way of the deletion of the sub-clauses 1 and 2 which are no longer relevant for the business of the company and addition of sub clause 6 to enable the company to do the stone crushing and other building material business. Hence to enable the Company to inroad into the new area of business, it is necessary to amend the main object clause of the memorandum of association. To consider and, if thought fit, to pass with or without modification (s) the following **Resolution**:

“RESOLVED THAT in pursuance of the provision of section 13 of the Companies Act, 2013 read with The Companies (Incorporation) Rules 2014 and any other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under and subject to approval of the shareholders, the consent of the board of directors be and is hereby accorded to alter the Memorandum of Association of the Company as follows:

- a) to delete the existing clause III (A) of the Memorandum of Association by replacement of new clause III (A). The new clause III (A) may be read as follows:

(A) The main objects to be pursued by the company after alteration are:

1. To carry on the Business of Providing Services ,Solutions, Management & Consultancy For Logistics, Reverse Logistics, Global Logistics ,Multimodal Logistics, Mining Logistics, Oil & Gas Logistics, Cold Chain Logistics ,Containerized Logistics, Envoimental Logistics, Supply & Demand Chain, Distribution, 3 PL & 4 PL, Project Cargo Logistics, Automobile Logistics, Rail, Road & Air Transportation, Express Transportation, Trucking, Clearing & Forwarding, Custom Clearing & Forwarding, Freight Forwarding (Air/Ocean/Land),Cargo Consolidation, Cargo & Material Handling, Bulk Handling & Transportation, Port, Airport & Terminal Handling, Loading & Unloading, Warehousing, Dedicated warehousing, Freight, Storage, Packaging, Courier Services , Shipping ,Broking , Ship Chartering, Barging, Stevedoring, Relocation, Record Keeping & Management, Custodian of Goods, Cargo, Passengers, Livestock, Material to Companies, Airlines, Railways , Individuals ,Industries , Mines ,Airports ,Ports, Shipping Industry and Stockyards.
2. To Hire, Own, Acquire & Maintain Motor Vehicles, Airplanes, Reefer Trucks, Reefer Trailers, Reefer Vehicles, Reefer Containers, Generators & Other allied equipment's, Ships, Barges, Towage Tugs, Offshore support Vessels ,Hovercrafts, Railways, Containers, Cranes, Forklifts, Reach Stokers, Loaders, Mining Machinery



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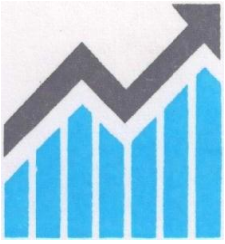
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& Equipment, Multi Modal Transportation Systems, Excavators, Transit Mixers, Graders, Tipper, Trailers, Container Trucks, Car & Two Wheeler Carriers, Trailers, Trucks, Other Material Handling Equipment, Allied Equipment, Loading & Unloading Equipment, HEMM & To establish Container Freight Stations, Inland Container Depots, Railway Lines / Tracks, Goods Sheds, Stockyards, Aerodromes & Airports, Workshops, Garages, Warehouses, Sheds, Distribution Centers, Cold Storages, Cold Rooms as the demand may be which it may let out, hire, rent, charter, & lease etc. for generation of revenue & Carrying on of its Logistics Business.

3. To Carry on the business of Contractors/Sub Contractors/Traders of Construction, Infrastructure, Mineral & Natural Resource Sector/Material by way of Construction of Roads, Infrastructure, Mining, Excavation, Crushing & Trading of Aggregates, Ores, Minerals, Transportation, Earthwork, Filling, Leveling, Dozing, Spreading, Roadworks, Civil works, & Establishing, Acquiring, Installing, Setting up & Construction Equipment & Vehicles, Plants, Machinery, Piling Rigs, Drilling Rigs, Cranes, Stone & Other Crushers, RMC Plants, Hot Mix Plants & Other allied equipment required to do so.
 4. To buy any immovable property such as houses buildings and lands within or outside the limits of Municipal Corporation or such other local bodies and to provide roads, drains, water supply electricity and lights within these areas, to divide the same into suitable plots and rent or sell the plots to the people for building, houses bungalows and colonies for workmen according to schemes approved by improvement Trusts Development Boards and Municipal Boards thereon and to rent or sell the same to the public and realize cost in lump sum or on installments or by hire purchase system or otherwise to start any housing scheme in India or abroad and to act as an agent for purchasing, selling and letting on hire, land and houses whether multistoried, commercial and/or residential buildings on commission basis.
 5. To construct, maintain, erect and lay out roads, sewers drains, electric lines, cables and gas lines, in over and under the Company's estate or the estate of any other Company or person or body-corporate and to construct, execute, carry out, equip, maintain, improve, develop and civil and constructional work relating to roads, electric, power transmission lines heat and light supply works, construction/ lying of pipelines, fabrication of tunnels in old fields, hotels, building, go downs, parks, gardens, docks, jetties, embankments, bunds, bridges, wharves, canals, irrigations, reclamations, improvement, sewage, sanitary telegraphic, telephone works, ware houses, markets, public buildings and all other such civil and related constructional works and convenience of public utility.
- b) Substitute in Clause III(B) with the new sub-heading "III(B) - Matters which are necessary for furtherance of the Objects specified in Clause III(A); and



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c) Delete the entire other objects Clause III(C).

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to make the necessary correction, amendments, addition, deletion and/or other things as directed/required by the officer of Registrar of Companies, Delhi while registering the new main objects of the Company and as deem fit and necessary by the Board of Directors for the registration of the above said new clauses of the main objects in the memorandum of association of the company in place of existing main objects.”

Item No.3

TO CHANGE THE CLAUSE IV OF THE MEMORANDUM OF ASSOCIATION

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

“**RESOLVED THAT** the existing clause IV of the Memorandum of Association be and is hereby replaced by inserting new clause IV. The new clause IV of the Memorandum of Association is read as follows:

IV. The liability of the member(s) is limited, and this liability is limited to the amount unpaid, if any, on the shares held by them.

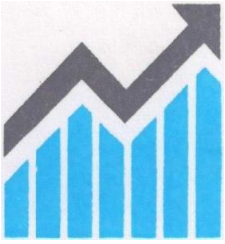
FURTHER RESOLVED that any director of the company, be and is hereby authorized to sign and file the application for change Clause IV of the Memorandum of Association and execute any other documents or papers and to do all other acts, deeds and things as may be required for obtaining the approval of the Central Government and giving effect to this alteration.”

Item No.4

TO ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION

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

“**RESOLVED THAT** pursuant to Section 5, 14, 371(3)(a) and other applicable provision, if any, of the Companies Act, 2013, the new set of Articles of Association laid before the meeting and signed by the Chairman for the purpose of Identification be and are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing thereof.



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RESOLVED FURTHER that any director of the Company be and is hereby authorized to sign, execute, and file all necessary documents regarding the adoption of new set of Article of Association as per Companies Act, 2013.”

Item No :5

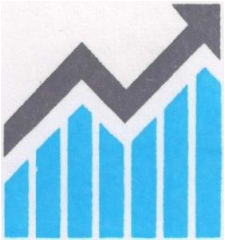
TO TAKE THE APPROVAL FOR RAISING THE LOAN WITH THE OPTION TO CONVERT INTO EQUITY

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

"RESOLVED THAT pursuant to section 180 (1) (C) read with section 62(3) of the Companies Act, 2013 ("the Act"), and any other applicable provisions the Act and rules framed thereunder and in accordance with the Memorandum of Association and Articles of Association of the company and read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and other applicable regulations issued by Securities and Exchange Board of India (SEBI) (as amended from time to time) and subject to all such consent(s), permission(s), sanction(s) of the concerned authorities, as may be required, including any such condition(s) and modification(s) as may be prescribed or imposed, while granting such consent(s), permission(s) or sanction(s), subject to the approval of members, the consent of the Board of Directors of the Company be and is hereby accorded to raise the loan to the tune of Rs. 21,00,00,000 (Twenty-One Crore Only) apart from existing loan with an option to convert such loan into the equity shares within a period of 3 years from the date of disbursement.”

RESOLVED FURTHER THAT the such loan may be converted into such number of equity shares of the face value of INR 1./- each (One Rupee only) to such specified person whose name are given in the explanatory statement upon the exercise of the right of specified person to convert certain outstanding credit facilities granted by specified persons (hereinafter referred to as the "Lender"), which shall not exceed the amount of principal of INR 21,00,00,000 (Twenty-One Crore Only) and interest outstanding as on that date of conversion in accordance with the terms of the agreement at a price as per the rules and regulations prescribed by Securities Exchange Board of India ("SEBI") and the applicable provisions of the Companies Act, 2013 as amended from time to time and in accordance with the following conditions:

- (i) the conversion right reserved as aforesaid shall be exercised by the Lender on one or more occasions within a period of 3 years from the date of disbursement and in case of default of principal and interest amount.



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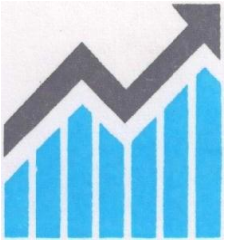
- (ii) on receipt of the Notice of Conversion, the Company shall, subject to the provisions of the financing documents, issue and allot the requisite number of fully paid-up equity shares to the Lender or any other person identified by the Lender as from the date of conversion and the Lender may accept the same in satisfaction of the part of the loans so converted.
- (iii) the part of the loan so converted shall cease to carry interest as from the date of conversion and the loan shall stand correspondingly reduced. Upon such conversion, the repayment instalments of the loan payable after the date of conversion as per the financing documents shall stand reduced proportionately by the amount of the loan so converted. The equity shares so allotted and issued to the Lender or such other person identified by the Lender shall carry, from the date of conversion, the right to receive proportionately the dividends and other distributions declared or to be declared in respect of the equity capital of the Company. Save as aforesaid, the said shares shall rank pari passu with the existing equity shares of the Company in all respects.
- (iv) In the event that the Lenders exercise the conversion right as aforesaid, the Company shall at its cost get the equity shares, issued to the Lenders or such other person identified by the Lenders as a result of the conversion, and list the shares in the Stock exchanges where Company's shares are presently listed and for the said purpose the Company shall take all such steps as may be necessary to ensure that the equity shares are listed in the Stock Exchanges.
- (v) The loans shall be converted into equity shares at a price to be determined in accordance with the applicable Securities and Exchange Board of India Regulations at the time of such conversion.

FURTHER RESOLVED THAT the Board be and is hereby authorized to finalize the terms and conditions to convert the Loan into equity shares of the Company on the terms specified in the financing documents, including upon happening of an event of default by the Company in terms of the loan arrangements.

FURTHER RESOLVED THAT on receipt of the Notice of Conversion, the Board be and is hereby authorized to do all such acts, deeds and things as may be necessary and shall issue and allot requisite number of fully paid-up equity shares in the Company to the specified person as mention in the explanatory statement.

FURTHER RESOLVED THAT the Board be and is hereby authorized to offer, issue, and allot from time to time to the Lender such number of equity shares for conversion of the outstanding portion of the loans as may be desired by the Lender.

FURTHER RESOLVED THAT the Board be and is hereby authorized to accept such modifications and to. accept such terms and conditions as may be imposed or required by the Lender arising from or incidental to the aforesaid terms providing for such option and to



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do all such acts and things as may be necessary to give effect to this resolution.

FURTHER RESOLVED THAT for the purpose of giving effect to the above resolution, the Board / Committee be and is hereby authorized to agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as it may deem fit within the aforesaid limits and the Board/ Committee is also hereby authorized to resolve and settle all questions, difficulties or doubts that may arise with regard to such payment and to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board / Committee in its absolute discretion may deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution.

FURTHER RESOLVED THAT the Board be and is hereby also authorized to delegate all or any of the powers herein conferred by this resolution on it, to any committee of Directors or any person or persons, as it may in its absolute discretion deem fit to give effect to this resolution."

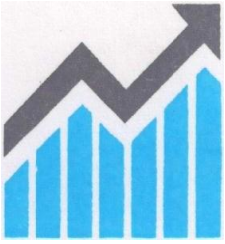
Item No:6

APPROVAL FOR RELATED PARTY TRANSACTIONS

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

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Company’s policy on Related Party transaction(s), and pursuant to the consent of the Audit Committee, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to purchase the stone crusher plant together with Stock and other assets in relation to the stone crusher plant from M/s. Shri Krishan Aggregates

Private Limited., a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, 2015 for a consideration of as mentioned in the table below, on such terms and conditions as may be deemed fit by the Board.



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S. No	Particulars	Consideration Amount
1.	Stone Crusher Plant	Rs. 3,85,00,000
2.	Stock of stone (boulder)	Stock will be valued at the prevailing market price at the date of transfer of stock

RESOLVED FURTHER THAT the any Board of Directors of the Company be and is hereby authorised and empowered to finalize and execute necessary documents including but not limited to definitive Agreements, deeds of assignment / conveyance and other ancillary documents, with effect from such date and in such manner as is decided by the Board to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above Resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to purchase of the stone crusher plant together with Stock and other assets in relation to the stone crusher plant as they may in their absolute discretion deem fit.

Item No :7

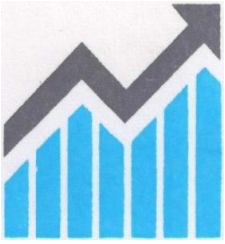
TO PURCHASE OF LAND

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

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Company’s policy on Related Party transaction(s), and pursuant to the consent of the Audit Committee, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to purchase the Land situated at Khasra No.

3717, 3718, 3743 and 3744, Sanjay Nagar, Papurana, Khetri, Jhunjhunu, Rajasthan-333503, area 1 hectare approx from Shri Krishan Aggregates Private Limited., a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, 2015 for a consideration of Rs. 50,00,000/- (Rupees Fifty Lakh Only) and on such terms and conditions as may be deemed fit by the Board.

RESOLVED FURTHER THAT the any Board of Directors of the Company be and is hereby authorised and empowered to finalize and execute necessary documents including but not limited to Agreements, conveyance deed and other ancillary documents, with effect from such date and in such manner as is decided by the Board to do all such other acts,



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deeds, matters and things as they may deem necessary and/or expedient to give effect to the above Resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to Purchase of the Land as they may in their absolute discretion deem fit.

Item No:8

APPROVAL OF THE FINANCIAL STATEMENT FOR THE FINANCIAL YEAR 2021-22.

The Chairman placed before the board, the Financial Statement for the financial year ended on 31st March 2022. The Audit Committee has reviewed in detail the said results and has been recommended the same to the Directors for their approval after discussions, the following resolution was passed:

“RESOLVED THAT pursuant to the provisions of Section 134(1) and 179(3)(g) of the Companies Act, 2013, Financial Statement for the financial year 2021-22 together with Schedules and Notes on Accounts as placed before the Board and initialed by the Chairman for the purpose of identification be and is hereby approved and adopted and the same is recommended to the members for adoption in the forthcoming ensuing Annual General Meeting.”

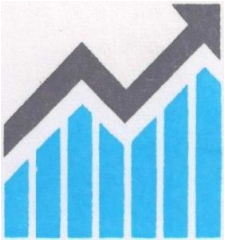
RESOLVED FURTHER THAT the same be signed by any two directors of the company on behalf of the board of Directors of the Company.”

RESOLVED FURTHER THAT the same be sent to Auditors for their report thereon.”

RESOLVED FURTHER THAT the professional certification services of Company Secretaries/Chartered Accountants, be availed for filling of the e-form to the office of the Registrar of Companies.”

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorized to sign the same and furnish the same to the Stock Exchange where the share of the Company Listed, and to be published in the newspaper as required under listing agreement.”

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby authorized jointly / severally to take such steps as may be necessary in relation to the above and file such documents and or Form with the Registrar of Companies, NCT of Delhi & Haryana, New Delhi.”



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Item No :9

APPROVAL OF DIRECTORS' REPORT FOR THE PERIOD 2021-22

The Chairman Placed before the Board, the draft Directors Report of the Company for the Financial Year ending 31st March 2022. The Board considered the same and passed the following resolution: -

“RESOLVED THAT the Board hereby approves the Draft Directors’ Report for period 2021-22 along with the annexure thereon and any two directors of the Company be and are hereby authorized to sign and issue the same on behalf of the Board.

RESOLVED FURTHER THAT any two directors be and are hereby authorized jointly/severally to take such steps as may be necessary in relation to the above and file such Documents with the Registrar of Companies pursuant to Section 179(3) of the Companies Act 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014.”

Item No.: 9

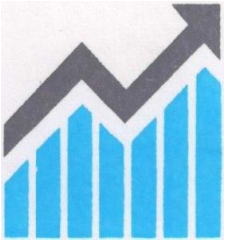
APPROVAL OF NOTICE OF ANNUAL GENERAL MEETING

The Chairman Placed before the Board, the draft Notice of Annual General Meeting the Company for the will be held on 30th September 2022. The Board considered the same and passed the following resolution: -

“RESOLVED THAT the 39th Annual General Meeting of the Members of the company be held on Friday, the 30th day of September 2022 at 94/4, UG-F, UG-9, Village Patparganj, Delhi 110091 at the registered office of the company.”

FURTHER RESOLVED THAT the Notice of the 39th Annual General Meeting of the Members of the Company, as placed before the board in Annexure – A be & is hereby approved.”

FURTHER RESOLVED THAT any director of the company be and is hereby authorized to sign and issue the Notice of the meeting for and on behalf of the Board of Directors of the Company for its issuance to the members of the Company”.



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Item No. 10:

TO APPOINT M/s AMIT AGRAWAL & ASSOCIATES, PRACTISING COMPANY SECRETARIES AS SCRUTINIZER

The Chairman informed the Board that in accordance with the provision of rule 22 (5) of the Companies (Management and Administration) Rules, 2014 a scrutinizer needs to be appointed who can conduct the e voting process in a fair and transparent manner.

Management suggested the appointment of Mr. Amit Agrawal proprietor of M/s. Amit Agrawal & Associates (M.No. 5311) as scrutinizer for conducting the e-voting process, who has over 20 years' experience in the Company law matters.

Mr. Amit Agrawal has consented to act as the scrutinizer, if so appointed and has so conveyed that he is available for the purpose of ascertaining the requisite majority.

The Board considered and approved the appointment of M/s. Amit Agrawal & Associates as the scrutinizer. The matter discussed and passed the following resolution:

“RESOLVED that Mr. Amit Agrawal, Practicing Company Secretary, proprietor of M/s. Amit Agrawal & Associates (M.No. 5311) be and is hereby appointed as scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner.”

For MFL India Limited

Director

ANIL THUKRAL

DIN: 01168540

P-56, P Block, Pandav Nagar,

Mayur Vihar Phase -1

East Delhi-110091india