



Form No. MGT-8

*[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies
(Management and Administration) Rules, 2014]*

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records and books and papers of -
_____ (hereinafter referred as Company) as required to be
maintained under the Companies Act, 2013 (the Act) and the rules made there-under
for the financial year ended on March 31, 2024. In our opinion and to the best of my
information and according to the examinations carried out by us and explanations
furnished to us by the Company, its officers, and agents we certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the aforesaid financial year, the Company has complied with provisions of the Act & applicable Rules as detailed hereunder in respect of:
1. The Company has maintained its status under the Act;
 2. The Company has maintained registers/records & made entries therein within the prescribed time;
 3. The Company has filed forms and returns with the Registrar of Companies within the prescribed time or few documents with additional fee as prescribed under the Act and the rules made there under due to unavoidable reasons;
 4. The Company has called/ convened/ held meetings of Board of Directors and the meetings of the members of the Company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the minute book maintained for the purpose and the same have been signed;



5. The Company was not required to close its Register of Members during the financial year ending as on 31.03.2024;
6. The Company has not advanced any loan to its directors and/or persons or firms or companies referred in Section 185 of the Act, during the financial year ending as on 31.03.2024;
7. The Company has not entered into transactions with related parties as per provisions of section 188 of the Act and rules thereto, during the financial year ending as on 31.03.2024. However, Company has entered into related party transaction for sell and purchase in ordinary course of business as disclosed in AS-18 of financial statement.
8. The Company has not made any issue, allotment, transfer or transmission or buy back of securities/ redemption of Preference Shares/ alteration or reduction of share capital/ conversion of shares/ securities and issuance of security certificates during the financial year ending as on 31.03.2024;
9. There were no transactions necessitating the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares;
10. The Company had not declared any dividend to and hence there was no need to transfer unpaid/ unclaimed dividend/other amounts to the Investor Education and Protection Fund in accordance with section 125 of the Act;
11. The Company has complied the provisions of section 134 of the Act for signing of audited financial statement and has also complied with the provisions of sub - sections (3), (4) and(5) of section 134 for report of directors;



12. The Board of Directors of the Company is duly constituted and complied with the:
- a) appointment/ re-appointments/ retirement/ ~~filling up casual vacancies~~ during the financial year;
 - b) disclosures by the Directors and Key Managerial Personnel pursuant to provisions of Section 184 and 189(2) of the Act and the rules made there under respectively remuneration paid to Director(s) is in compliance of the Act;
13. The Company has complied with the provisions of section 139 of the Act for ratification of continuation of statutory auditors of the Company;
14. The Company has not required to take any approval from Central Government, Tribunal, Regional Director, Registrar, court or such other authorities under the various provision of the Act during the financial year ending as on 31.03.2024;
15. The Company has not invited, accepted any deposits, during the financial year ending as on 31.03.2024;
16. The Company has complied with the provisions of section 180 of the Companies Act, 2013 with respect to Borrowings from Directors and Banks and creation/ modification/ satisfaction of charges in that respect, wherever applicable. The Company has not accepted any loan is taken from members, public financial institutions, banks and others;
17. The Company has not given any loan, guarantee and not made any investment to other bodies corporate or persons falling under the provisions of Section 186 of the Act;



18. The Company has not altered its Memorandum of Association and Articles of Association during the financial year ending on 31.03.2024.

Place:

Signature:

Date:

Name of Company Secretary in practice:

C.P. No.: