

FORM NO. MGT-8

*[Pursuant to section 92(3) of the Companies Act 2013 and rule 11(2) of the Companies  
(Management and Administration) Rules, 2014*

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records and books and papers of **Sintercom India Limited** (formerly known as *Sintercom India Private Limited*) (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on 31<sup>st</sup> March 2019. In our opinion and to the best of our information and according to the examination 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 & Rules made there under in respect of:
  1. Its status under the Act as a Public Limited Company pursuant to Section 2(71) of the Act;
  2. maintenance of registers/records & making entries therein within the time prescribed thereof;
  3. filing of forms and returns as stated in the annual return, with the Registrar of Companies within the prescribed time except in some cases where forms were filed beyond prescribed time on payment of additional filing fees, wherever applicable. Further, the Company has failed to file Form MGT-14, for approval of Board's Report pursuant Section 117(3)(g) and 179(3)(g). There were no instances requiring the Company to file forms with the Regional Director, Central Government, the Tribunal, Court or other authorities;
  4. calling/ convening/ holding meetings of Board of Directors or its committees 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 have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed however, the Company was not required to pass any resolution by postal ballot and it has not passed any resolution by way of circular;
  5. that the company was not required to close its register of members and does not have any security holders other than equity shareholders;
  6. that the Company has not given any advances / loans to its directors and/or persons or firms or companies referred in Section 185 of the Act; bb
  7. contracts/arrangements with related parties as specified in section 188 of the Act;
  8. that there were no instances of issue and allotment of securities/ alteration of share capital, transfer or transmission or buy back of securities/redemption of preference shares or debentures/reduction of share capital and conversion of shares/ securities and issue of security certificates;
  9. that the Company was not required to keep in abeyance any rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act;

*Ende*



10. there were no instances of transfer of unpaid/unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
11. the provisions of section 134 of the Act about signing of audited financial statement and report of directors is as per sub - sections (3), (4) and (5) thereof.
12. constitution, appointment, re-appointments, retirement, filling up casual vacancies disclosures and remuneration of the Directors and Key Managerial Personnel. However, the remuneration withdrawn by the Managing Director of the Company for FY 18-19, is in excess of the limits specified in Section 197 of the Companies Act, 2013 and the rules and schedules framed thereunder; but within the limits approved by the shareholders at the Extra-Ordinary General Meeting held on 27<sup>th</sup> December 2017. The excess remuneration paid and amounting to Rs. 13,94,272/- was approved by the shareholders at the Annual General Meeting held on 05.09.2019.
13. appointment of auditors as per the provisions of Section 139 of the Act;
14. in respect approvals required to be taken from Registrar or such other authorities. However, the Company was not required to take any approvals from Central Government, Tribunals and Regional Director.
15. that the company has not accepted/ renewed/ repaid any deposits;
16. borrowings from public financial institutions, banks, directors, members and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable.
17. that the company has not given any loans or made any investments or given guarantees provided for the securities of other bodies corporate or persons falling under the provisions of section 186 of the Act;
18. that there were no instances of alteration of the provisions of its Memorandum and/ or Articles of Association.

C. We further certify that:

1. The Company has not disclosed in its Director's Report for the period under the review, as to whether it has complied with the applicable Secretarial Standards and to that extent the Company has failed to comply with Clause 9 of SS-1 – Secretarial Standard on Meetings of Board of Directors.

For KANJ & Co. LLP  
Company Secretaries

  
Sunil G Nanal

Partner

M. No.: 5977

CP. No.: 2809

UDIN: F005977A000469143

Date: 24<sup>th</sup> December 2019

Place: Pune

