



**SANDEEP KUMAR S.**  
**B.A.L., L.L.B., F.C.S., M.B.A.**

Practising Company Secretary

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### **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**

I have examined the registers, records and books and papers of **MALABAR CEMENTS LIMITED** (having CIN No. U26941KL1978SGC002975) (the 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 31<sup>st</sup> March, 2022. In my opinion and to the best of my information and according to the examinations carried out by me through electronic mode and explanations furnished by the company, its officers, and agents, I 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 the following subject to the reporting made hereunder:
  1. The status of the company under the Act is 'Active' and the Company is 'ACTIVE compliant'.
  2. The Company has complied with provisions of the Act & Rules made there under in respect of maintenance of registers and records and making entries therein within the time prescribed therefore. Fixed Asset Register is maintained in the electronic form and its updations are integrated with the Accounting Software employed in the organization so we are unable to comment on the above.
  3. Other than the points mentioned below, the Company has complied with provisions of the Act & Rules made there under in respect of filing of forms and returns as stated in Annexure-1 with the Registrar of Companies.
    - a) *The declaration from the company's independent director, CA Briny Rose Jacob, was received and noted in the board meeting held on 3<sup>rd</sup> August, 2022, and Adv Preeja, an independent director of the company, has not submitted her declaration. As per Section 149(7) of the Companies Act of 2013, every independent director is required to submit at the first board meeting a declaration stating that they meet the independence criteria. However, for the reporting period, this requirement has not been met.*

b) *The cost audit statement for the financial year 2020-21 was approved on board meeting held on 23/10/2021. The cost audit report for the financial year 2020-21 was submitted by the cost auditor on 23<sup>rd</sup> October 2021, which is beyond the time period of 180 days from the closure of the financial year 2020-21 as stipulated under sub rule 5 of Rule 6 of Companies (Cost records and Audit) Rules, 2014. However, the Company has filed the cost audit report in form CRA - 4 within 30 days ie, 18.11.2021 from the date of receipt of cost audit report as required under Rule 6 of Companies (Cost records and Audit) Rules 2014.*

The Company was not required to file any returns or obtain any orders from the Regional Director, Central Government, Tribunal, Court or other Authorities during the financial year.

4 Subject to the point mentioned below, the Company has complied with provisions of the Act and Rules made there under in respect of 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 and the proceedings have been properly recorded in the Minutes Book/Registers maintained for the purpose and the same have been signed.

a) *The Company convened the 43<sup>rd</sup> Annual General Meeting and thereafter 1<sup>st</sup> Adjourned 43<sup>rd</sup> Annual General Meeting on 24/09/2021 and 01/10/2021 respectively through video conferencing mode to fix the remuneration of auditors and to adopt the Financial Statements for the financial year 2020-21. However, the subsequent requirement of filing the Resolutions with ROC in MGT-14 in accordance with MCA Circular 14/2020 has not complied.*

5. The Company, being an unlisted Government public Company, has not closed its Register of members during the financial year, since the same was not applicable.

6. As per the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2021 and according to the information and explanations provided by the Management and it's officials, The Company has not advanced any loans to its directors or persons or firms or companies referred to under Section 185 of the Act.

7. According to the information and explanations provided by the Management and its officials, the Company has not entered into transactions with related parties falling within the provisions of Section 188 of the Companies Act, 2013.
  
8. There was no issue or allotment, transmission or buy back of securities during the financial year. As per the information and explanation provided by the Management and its officials, the Company has complied with the provisions of the Act with regard to share transfer and which are as follows:-
  - As per the Government order No.723/2021/ID dated 10/07/2021 one equity share of Rs 100 (One Hundred) each has been transferred by Shri. Manoharan P V to Smt. Latha. S.
  - As per the Government order No. 1142/2021/ID dated 10/10/2021 one equity share of Rs 100 (One Hundred) each has been transferred by Shri. K Radhakrishnan to Smt. Malathy. S.
  - As per the Government order No. 1142/2021/ID dated 10/10/2021 two equity share of Rs 100 (One Hundred) each has been transferred by Shri. Beena Kumari. S to Smt. Asokan. K.
  
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 was not required to transfer any amount to the Investor Education and Protection Fund as there were no amounts due for transfer under any of the heads as specified under Section 125 of the Act during the financial year.

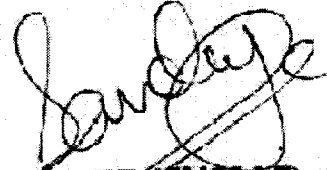
11. The Company has complied with provisions of the Act & Rules made there under in respect of signing of audited financial statements as per the provisions of Section 134 of the Act and report of directors is as per - sections (3), (4) and (5) thereof. However, due to the fact that the Company is a completely owned State Government Company, the Comptroller and Auditor General of India (C&AG) has mandated that comments be made on the Company's financials prior to the Annual General Meeting.
- 12 The Company has complied with the provisions of the Act & Rules made there under in respect of constitution/appointment/re-appointments/retirement/filling up of casual vacancies/disclosure of directors, Key Managerial Persons and the remuneration paid to them.
13. Since the Company is a Government company, the appointment of auditor is done by the Comptroller and Auditor General of India in terms of section 139 (5) of the Act.
14. According to the information and explanations provided by the Management, the Company was not required to take any approvals from the Central Government, Tribunal, Regional Director, Court or such other authorities under the various provisions of the Act.
15. As per the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2022 and according to the information and explanations provided by the Management, the Company has not accepted/renewed any deposits, nor was it required to repay any deposits;
16. The Company has complied with the provisions of the Act & Rules made there under in respect of borrowings from its directors, members, public financial institutions, banks and others and creation/modification/satisfaction of charges in that respect, wherever applicable.
17. As per the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2022 and according to the information and explanations provided by the Management, the Company has complied with the provisions of Section 186 with regard to loans and investments made by company wherever applicable.

18. The Company has not altered provisions of the Memorandum and/ or Articles of Association of the Company;

Place: Ernakulam

Date: 23/12/2022

UDIN: F008348D002789335



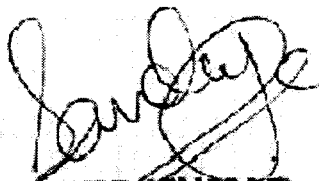
**SANDEEP KUMAR. S**  
BAL, LLB, FCS, MBA  
Practising Company Secretary  
39/4761, 2nd Floor, Indiateeq Complex  
M.G. Road, Ernakulam, Kochi-16  
Ph: 2351716 C.P. No. 9450.

**ANNEXURE - 1**

Forms and Returns as filed by the Company with the Registrar of Companies during the financial year ending 31-03-2022.

<b>S.I No.</b>	<b>DATE OF FILING</b>	<b>EFORM &amp;PURPOSE OF FILING</b>	<b>WHETHER FILED WITHIN THE PERIOD</b>
1.	28/08/2021	E-form CFSS-2020 for Application for issue of immunity certificate under the Companies Fresh Start Scheme (CFSS), 2020	NO
2.	23/09/2021	E-form AOC-4 XBRL Filing of Financial Statement for the financial year ending on 2020	YES
3.	18/11/2021	E-form MGT-14 for accounts adoption for the financial year 2020-2021	YES
4.	18/11/2021	E-form ADT-1 for appointment of auditor for the financial year 2021-22	NO
5.	18/11/2021	E-form CRA-4 for filing Cost Audit Report with the Central Government	YES
6.	05/01/2022	E-form MGT-14 for AGM conducted through video conferencing mode for the year ended 31 <sup>st</sup> March 2020	NO
7.	12/03/2022	E-form DIR-12 for appointment of Mr. Suman Billa and for cessation of Mr. Ellangovan Kannan Kamala	YES
8.	22/03/2022	E-form DIR-12 for cessation of Mr. Ganesh Kumar	YES
9.	30/03/2022	E-form MGT-7 for filing the annual return for the financial year ending 31 <sup>st</sup> March 2021	YES

Note: Forms / Returns mentioned as at Sl. No 1 to 09 were uploaded with the Ministry of Company Affairs.

  
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39/476 1/2nd Floor, Cochin Complex  
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Ph: 2351716 C.P. No. 9450.

Place: Ernakulam  
Date: 23/12/2022  
UDIN: F008348D002789335