

**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, 2021.

In view of the situation emerging out of the outbreak of Covid-19 pandemic, I was unable to examine the aforesaid registers, records and books and papers of the company physically, however the same were perused remotely in electronic mode. 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 Company has not received the Declaration from Independent Directors as per section 149 (7) of Companies Act 2013 on or before the first Board meeting held on 27.06.2020 for the period under report. Therefore the requirement of obtaining Declaration from Independent Directors as per section 149 (7) of Companies Act 2013 is not complied with.*

b) *As per section 184 of the Act the disclosure of interest shall be received from all directors on or before the first board meeting held in the financial year. However, the Company has not received disclosure of interest in Form MBP-1 from certain Directors on or before the first Board Meeting held on 27/06/2020 during the year under the report.*

c) *The cost audit statement for the financial year 2019-20 and for the financial year 2020-21 was approved by the board vide its meeting dated on 19/01/2021 and 23/10/2021 respectively further, the cost audit report for the aforesaid financial years were submitted by the cost auditor on 29th January 2021 and 12th November 2021 respectively, which is beyond the prescribed period of 180 days from the closure of the respective financial years as stipulated under sub-rule 5 of Rule 6 of Companies (Cost Records and Audit) Rules, 2014 and subsequent relaxation given by MCA vide Circular issued on 10/09/2020 and 27/09/2021. Since the Company is a Government Company cost audit report is required to be audited by C&AG consequently there was a delay in submission of the aforesaid cost audit report. However, the Company has filed the cost audit report in form CRA – 4 on 10.02.2021 for the financial year 2019-2020 and on 18.11.2021 for the financial year 2020-2021 which is within 30 days from the date of receipt of the cost audit report as required under Rule 6 of Companies (Cost Records and Audit) Rules 2014.*

d) *The Company convened the adjourned 42<sup>nd</sup> Annual General Meeting and thereafter 2<sup>nd</sup> Adjourned 42<sup>nd</sup> Annual General Meeting on 07/10/2020 and 25/08/2021 respectively through video conferencing mode to fix the remuneration of auditors and adopt the Financial Statements for the financial year 2019-20. However, the subsequent requirement of filing the Resolutions with ROC in MGT-14 in accordance with MCA Circular 14/2020 for the adjourned 42<sup>nd</sup> Annual General Meeting held on 07/10/2020 was not complied with and the requirement of filing the Resolutions with ROC in MGT-14 for the 2<sup>nd</sup> Adjourned 42<sup>nd</sup> Annual General Meeting held on 25/08/2021 has been filed on 05/01/2022.*



*e) 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 adjourned 42<sup>nd</sup> Annual General Meeting and thereafter 2<sup>nd</sup> Adjourned 42<sup>nd</sup> Annual General Meeting on 07/10/2020 and 25/08/2021 respectively through video conferencing mode to fix the remuneration of auditors and adopt the Financial Statements for the financial year 2019-20. However, the subsequent requirement of filing the Resolutions with ROC in MGT-14 in accordance with MCA Circular 14/2020 for the adjourned 42<sup>nd</sup> Annual General Meeting held on 07/10/2020 was not complied with and the requirement of filing the Resolutions with ROC in MGT-14 for the 2<sup>nd</sup> Adjourned 42<sup>nd</sup> Annual General Meeting held on 25/08/2021 has been filed on 05/01/2022.*

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 it's 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.692/2020/ID dated 24/08/2020 one equity share of Rs 100 (One Hundred) each has been transferred by Dr. M. Beena IAS to Sri. S. Harikishore IAS.



- As per the Government order No.976/2020/ID dated 10/11/2020 one equity share of Rs 100 (One Hundred) each has been transferred by Sri. S. Harikishore IAS to Sri. M.G. Rajamanickam.
  - As per the Government order No.937/2020/ID dated 02/11/2020 one equity share of Rs 100 (One Hundred) each has been transferred by Sri. M. Muralidharen to Sri. J. Srinivasa Saravanan.
  - As per the Government order No.908/2020/ID dated 22/10/2020 equity share of Rs 100 (One Hundred) each has been transferred by Smt Jayasree. V. K to Sri. Manoharan P. V.
  - As per the Government order No.908/2020/ID dated 22/10/2020 two equity shares of Rs 100 (One Hundred) each has been transferred by Smt. Reetha S Prabha to Smt Beenakumari S.
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. Subject to the point mentioned below, 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.
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 2021 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 2021 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: 25/03/2022  
UDIN: **F008348C003135219**



**SANDEEP KUMAR. S**  
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**ANNEXURE- 1**

Forms and Returns as filed by the Company with the Registrar of Companies during the financial year ending 31-03-2021.

<b>SL.N O</b>	<b>DATE OF FILING</b>	<b>FORMS</b>	<b>PURPOSE OF FILING</b>	<b>WHETHER FILED WITHOUT FINE</b>
1.	08/06/2020	DIR-12	For cessation of SANJEEV KAUSHIK due to retirement and the appointment of SELVAMUTHU DAISY FEROLD XAVIER as on 16/03/2020.	YES
2.	09/06/2020	DIR-12	For cessation of SANJAY GARG due to retirement and the appointment of HARIKISHORE SUBRAMANIAN as on 19/05/2020.	YES
3.	06/08/2020	CRA-2	For filing intimation of appointment of cost auditor RAKHESH RAMANKUTTY WARRIER, by the company to Central Government.	YES
4.	08/08/2020	MGT-14	For the appointment of Secretarial auditor and Internal auditor for the financial year 2020-2021 and approval of Draft Directors Report for the financial year 2018-2019.	YES
5.	05/10/2020	MGT-7	For filing annual return for the financial year 2018-2019.	YES
6.	19/11/2020	DIR-12	For cessation of HARIKISHORE SUBRAMANIAN due to retirement and the appointment of RAJAMANICKAM MARIMUTHU GURUSAMY as on 02/11/2020.	YES
7.	29/12/2020	CHG-1	Modification of charge in favour of State Bank of India for the renewal of credit facilities of Rs	YES



			16.04 crores on 11.09.2020	
8.	17/01/2021	CHG-4	Satisfaction of charge with charge ID 90015367 of Rs 2,500,000.00 on 06/01/2021 .	YES
9.	17/01/2021	CHG-4	Satisfaction of charge with charge ID 90015415 of Rs 5,000,000.00 on 06/01/2021.	YES
10.	17/01/2021	CHG-4	Satisfaction of charge with charge ID 90015751 of Rs 2,600,000.00 on 06/01/2021.	YES
11.	16/02/2021	ADT-1	For the appointment of K VENKATACHALAM AIYER & CO as the auditor of the company for the financial year 2020-2021.	NO
12.	10/02/2021	CRA-4	For filing cost audit report with the central government.	YES
13.	03/03/2021	MGT-14	For filing resolution to adopt accounts for the financial year 2019-2020.	NO
14.	24/03/2021	AOC-4 XBRL	For filing Balance sheet and Profit & Loss account for the year ended 2018-2019.	YES
15.	29/03/2021	MGT-7	For filing annual return for the financial year 2019-2020.	NO

Place: Ernakulam

Date: 25/03/2022

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