

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 **M/s SANGHVI BRANDS LIMITED (CIN: L74999PN2010PLC135586)** as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on 31st March 2022. 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 & Rules made there under in respect of:
1. Its status under the Act;
Active
 2. Maintenance of registers/records & making entries therein within the time prescribed therefore;
The Company has kept and maintained all registers, as per the provisions and the rules made there under and all entries therein have been duly recorded.
 3. Filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time;
The company has duly filed the forms and returns with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities within the time prescribed under the Act and the rules made there under or in case of delay filed with requisite additional fee.



4. Calling/ convening/ holding meetings of Board of Directors or its committees, if any, 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/registers maintained for the purpose and the same have been signed;
 - a. **the Board of Directors duly met 5 times and proper notices were given and the proceedings were properly recorded and signed including the circular resolutions passed in the Minutes Book maintained for the purpose.**
 - b. **Audit Committee meetings were held 4 times during the given period.**
 - c. **Nomination and Remuneration Committee were held 4 times during the given period.**
 - d. **Stakeholder Relationships Committee were held 4 times during the given period.**
 - e. **the Annual General Meeting for the financial year ended on 31st March, 2022 was held on September 30, 2022, after giving due notice to the members of the company and the resolutions passed thereat were duly recorded in Minutes Book maintained for the purpose.**
 - f. **No Extraordinary General Meeting was held during the given period.**
5. Closure of Register of Members:
The Company Register of Member and share transfer registers remained closed from 23rd September 2022 to 30th September 2022.
6. Advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act:
The Company has complied to the extent applicable, in respect of loans, investments, guarantees and securities.



7. Contracts/arrangements with related parties as specified in section 188 of the Act :
All the transactions with the related parties are in compliance and the requisite details have been disclosed in the financial statements, etc., as required by the applicable accounting standards.
8. Issue or allotment or transfer or transmission or buy back of securities/redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances
Company Complied to the regulations to the extent applicable.
9. Keeping in abeyance the rights to dividend rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act:
Not Applicable
10. Declaration/payment of dividend transfer of unpaid/unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act :
Not applicable as no amount lying in Unpaid Dividend Account.
11. Signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof:
Company duly Complied with the requirements of the act.
12. Constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personal and the remuneration paid to them:
Company duly complied with the requirements of the Act.
13. Appointment/ reappointment/filling up casual vacancies of auditors as per the provisions of section 139 of the Act:
M/s. B. K. Khare and Co., Chartered Accountants (Firm Registration Number. 105102W) are the Statutory Auditors of the Company.



14. The Company to the extent applicable and required took the approval from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
Complied to the extent applicable.
15. Company has not accepted/ renewed/ repaid any of the deposits falling within the preview of the provision of section 76 during the financial year:
The Company has not accepted any deposits during the year under review.
16. Borrowings from its directors, members, public financial institutions, banks and others and creation/modification/ satisfaction of charges in that respect:
Company duly Complied with the requirements of the act.
17. Loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act :
Complied to the extent applicable.
18. Alteration of the provisions of the Memorandum and/or Articles of Association of the Company -
There were no alteration to the Memorandum of Association of the Company during the given period and no alteration to the Articles of Association.

For Nidhi Bajaj & Associates
Company Secretaries





Nidhi Bajaj
Proprietor
ACS - 28907, COP - 14596
UDIN: A028907G000246652
Date: 01/05/2025
Place: Thane

Note: The qualification, reservation or adverse remarks; if any may be stated at the relevant place(s).