



Ragini Chokshi & Associates

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Company Secretary

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Date : _____

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 **Nirlon Limited (CIN: L17120MH1958PLC011045)** (the 'Company') as required to be maintained under the Companies Act, 2013 (the 'Act') and the Rules made thereunder for the Financial Year ended 31st March, 2018. In our opinion and to the best of our 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 is Public (Indian Non-Government) Listed Company Limited by Shares;
 2. Maintenance of registers / records & making entries therein within the time prescribed therefor;
 3. Filing of forms and returns with the Registrar of Companies, Regional Director, and Central Government, the Tribunal, Court or other authorities within the prescribed time;
 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, 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;
 5. Closure of Register of Members;
 6. Advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act; **(NOT APPLICABLE)**



7. Contracts/arrangements with related parties as specified in section 188 of the Act; (All the transactions entered into with the Related Parties during the year were in the ordinary course of business and at arm's length basis);
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 required instances;~~
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;
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;~~
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;
12. Constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
13. Appointment of auditors as per the provisions of section 139 of the Act;
14. Approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
15. Acceptance/ renewal/ repayment of deposits; **(NOT APPLICABLE)**
16. Borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable; **(NOT APPLICABLE)**
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; **(NOT APPLICABLE)**
18. The Company has not altered its Memorandum of Association and Articles of Association of the Company during the financial year 2017-2018.

Place: Mumbai

Date: 05/10/2018

For Ragini Chokshi & Associates



R. K. Chokshi

Ragini Chokshi
(Proprietor)
C.P. No.:1436
Membership no.2390