

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

We have examined the registers, records and books and papers of **Lamina Suspension Products Limited** as required to be maintained under the Companies Act, 2013 (the Act) and the rules made there under for the financial year ended on 31st March 2024. 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;
 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, Central Government, the Tribunal, Court or other authorities within the prescribed time; The company has filed resolutions/returns with the Registrar of Companies, however some resolutions/returns contain only the designation, name and DIN of the director.
 4. Calling/ convening/ holding meetings of Board of Directors 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, 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 / Security holders: Not applicable as the Register of Members was not closed during the aforesaid financial year.
6. Advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act; The Company has not granted any Advances/ loan to its directors and/or persons or firms or companies referred in section 185 of the Act
7. Contracts/arrangements with related parties as specified in section 188 of the Act; the company has entered into contracts/arrangements with related parties as specified in section 188 of the Act which is in the ordinary course of business and in arms length basis.
8. The Company has not issued or allotted or transferred shares/ securities. However there was transmission of shares during the year under review. Further, The Company has issued duplicate share certificates during the period under review.
9. The Company has not kept 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. The company has declared dividend during the year 2023-24 and the company was not required to transfer unpaid/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act. However, the company has not opened a special account called the Unpaid Dividend Account for the unclaimed dividends that has not been paid or claimed within thirty days from the date of the declaration. However as on 31.03.2024, the shareholders have claimed the amount and there is no unclaimed dividend.
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, appointments, resignations, disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them; except:
 - The company has mentioned only the age, experience, terms and conditions of re-appointment along with details of remuneration sought to be paid and the remuneration paid, shareholding in the company, the number of Meetings of the Board attended during the year and other Directorships, Membership/ Chairmanship of Committees of other Boards in the explanatory statement to the AGM notice in relation to appointment of Managing Director as required under Secretarial Standard 2 (SS-2). In case of reappointment of Whole time Director (Sales) , the company has mentioned only the age, experience, terms and conditions of appointment or re-appointment along with details of



remuneration sought to be paid and the remuneration paid, shareholding in the company, relationship with other Directors, Manager and other Key Managerial Personnel of the company, the number of Meetings of the Board attended during the year and other Directorships, Membership/ Chairmanship of Committees of other Boards in the explanatory statement to the AGM notice as required under Secretarial Standard 2 (SS-2). In case of appointment of Director the company has mentioned only the date of first appointment on the Board. In case of appointment of Independent Director the company has mentioned only the date of first appointment on the Board, experience in the explanatory statement to the AGM notice as required under Secretarial Standard 2 (SS-2).

- In case of reappointment of Whole time Director, the company has mentioned only the age, experience, terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable, relationship with other Directors, Manager and other Key Managerial Personnel of the company, the number of Meetings of the Board attended during the year and other Directorships, Membership/ Chairmanship of Committees of other Boards in the explanatory statement to the EGM notice as required under Secretarial Standard 2 (SS-2).

- 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 as applicable from time to time.
- 15.Acceptance/ renewal/ repayment of deposits: As observed in the resolution 12.12.2018, the company has borrowed loan from directors.
- 16.Borrowings from public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever 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;
18. The Company has not altered the provisions of Memorandum of Association and Articles of Association.

Place: Mangalore

Date: 14.10.2024

UDIN: F011570F001545619



For CHETHAN NAYAK & ASSOCIATES
Company Secretaries


UJALA RANI
Partner
C.P No. 11814