

**Form No. MGT-8**

*[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of the Companies (Management and Administration) Rules, 2014]*

**CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE**

We, have examined the registers, records, books and papers **Manas Properties Limited ("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 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 the following matters:
  1. Its status under the Act;
  2. Maintenance of registers/ records & making entries therein within the time prescribed there for.
  3. Filing the forms and returns as stated in the annual return, with Registrar of Companies, Regional Director, Central Government, within the prescribed time and whenever documents are filed late, the additional filing fees have been paid.
  4. 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, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly



# HS ASSOCIATES

recorded in the Minutes Book / registers maintained for the purpose and the same have been signed.

5. The Company has closed its Register of Members from Tuesday, 22<sup>nd</sup> September, 2020 to Monday, 28<sup>th</sup> September, 2020 (both days inclusive) during the financial year under review;
6. The Company has not advanced any loans to its directors and/ or persons or firms or companies referred in section 185 of the Act during the financial year under review;
7. The company has entered into transaction with related parties prescribed under section 188 of the Companies Act, 2013 read with Companies (Meeting of Board & its powers) Rules, 2014, in pursuance of which, necessary approval of the members of the Company has been taken.
8. During the year there was no issue or allotment or transfer or transmission of shares held in physical mode 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;
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 as there were no such instances during the financial year;
10. The Company has not declared dividend. Hence, there was no unpaid/ unclaimed dividend/ other amounts outstanding during the financial year required to be transferred to the Investor Education and Protection Fund in accordance with section 125 of the Act;
11. The signing of audited financial statements, during the year, is as per the provisions of section 134 of the Act, and report of the Directors is as per sub-sections (3), (4) and (5) thereof and duly signed by Managing Director and CFO, Directors and Company Secretary of the Company.



# HS ASSOCIATES

12. The Board of Directors of the Company is constituted with balance of Executive Directors, Non-Executive Directors and Independent Directors; The changes in the composition of the Board of Directors and Key Managerial Personnel that took place during the year under review were carried out in compliance with the provisions of the Act, Further remuneration paid to Directors and Key Managerial Personnel are within the limit prescribed under the Act. Mrs. Tanam Thakkar (DIN 00284512) who retired by rotation was re-appointed; Re-appointment of Mr. Dev Thakkar (DIN: 07698270), as Managing Director of the Company for a term of 5(five) consecutive years commencing from 14<sup>th</sup> January 2020 till 13th January 2025 and Regularization of Ms. Sony Keishing (DIN: 07518878) as an Independent Director of the Company for a term of 5 (five) consecutive years upto 27<sup>th</sup> February, 2025 with effect from 28<sup>th</sup> February, 2020;
13. The Statutory auditor M/s. JMR & Associates, LLP., Chartered Accountants (FRN. 106912W / W100100) were appointed for the term of 5 (Five) Years up to the Annual General Meeting to be held for the year 2022 as per the provisions of section 139 of the Act. The same has been approved by the Shareholders at the duly convened Annual General Meeting held on 15<sup>th</sup> September, 2017.
14. The Company was not required to obtain any approvals from Central Government, Tribunal, Regional Director, Registrar of Companies, Court or such other authorities under various provisions of the Act as there were no instances during the financial year.
15. The Company has not accepted/ renewed/ repaid any deposits during the financial year. *However, Advance received is not appropriated within 365 days of receipt of the same. Thus, the same qualifies as deposit pursuant to section 73 of the Companies Act, 2013.*
16. The borrowing made by the Company from its Directors, members, public financial institutions, banks and others during the period under review is within the limit as prescribed under section 180(c) of the Act;





# HS ASSOCIATES

17. Company has not granted any loans or given any guarantee or provided any security or made any investment during the period under review falling under the provisions of section 186 of the Act; and
18. The Company has not altered the provisions of the Memorandum of Association and adopted new set of Articles of Association of the Company during the reporting period.

FOR HS ASSOCIATES  
COMPANY SECRETARIES



DATE: 25<sup>th</sup> OCTOBER, 2021  
PLACE: MUMBAI  
ICSI UDIN: F002827C001273745

HEMANT SHETYE  
PARTNER  
FCS NO: 2827  
COP NO: 1483