

**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 **NEELKANTH ROCK-MINERALS LIMITED** (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder 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:
1. The Company has complied with provisions of the Act & Rules made there under in respect of its status under the Act;
  2. The Company has complied with provisions of the Act & Rules made there under in respect of Maintenance of registers/records & making entries therein within the time prescribed therefor;
  3. The Company has complied with provisions of the Act & Rules made there under in respect of 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;
  4. The Company has complied with provisions of the Act & Rules made there under in respect of 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 have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed. No resolution was passed through circular resolutions. However, the Company has passed resolution through postal ballot for sale of factory u/s 180 of the Companies Act, 2013 during the year under review.
  5. The Company has closed its register of members from 20<sup>th</sup> November, 2020 to 26<sup>th</sup> November, 2020 (both days inclusive) for the purpose of Annual General Meeting (AGM) of the Company.
  6. The Company has not provided any Advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
  7. The Company has not entered any Contracts/arrangements with related parties as specified in section 188 of the Act.
  8. There were no instances of issue or allotment or transfer/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 occurred;

9. There was no transaction necessitating the Company to keep in abeyance the rights to dividend, right shares and bonus shares pending registration of transfer of shares;
10. The Company has not declared/paid any dividend and no amount was due for 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. The Company has complied with provisions of the Act & Rules made there under in respect of 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. The Company has complied with provisions of the Act & Rules made there under in respect of Constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them; However, the term of the Managing Director of the Company had expired on 26<sup>th</sup> March, 2020 and the Board in its meeting held on 10<sup>th</sup> June, 2020 ratified the same and intimation of the said was not given to concerned stock Exchange for reappointment.
13. The Company has complied with provisions of the Act & Rules made there under in respect of Appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;
14. The Company has not obtained any 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. The Company has not accepted / renewed/ repaid any deposits;
16. The Company has not borrowed any amount from its directors, members, public financial institutions, banks;
17. The Company has given loans and investments or guarantees 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 the Memorandum and altered the provisions Articles of Association of the Company.

**For SKJ & Associates  
Company Secretaries**

**SATISH KUMAR JAIN  
Proprietor  
(FCS :6398/PCS:6632)  
UDIN:**

**Place: Mumbai  
Date:**