



# Ragini Chokshi & Co.

Company Secretaries

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## 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 **MAZAGON DOCK SHIPBUILDERS LIMITED** (the Company) bearing **CIN: L35100MH1934GOI002079** 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 me/ 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 (Union Government) Listed Company Limited by Shares; (*Company was listed with effect from 12<sup>th</sup> October, 2020 on BSE Limited and National Stock Exchange of India Limited*).
  2. Maintenance of registers/records & making entries therein within the time prescribed therefore;
  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 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 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;
  5. Closure of Register of Members/Security Holders as the case may be;
  6. Advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act; **NIL**

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);  
(Exempted to Government Companies)
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;
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; **NIL**
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;
  - *As per Section 149 (1) & (4) of the Companies Act, 2013, the Company could not comply with the requirement of having atleast one Women Director in the Board of the Company;*
  - *Section 177, 178 of the Companies Act, 2013 respectively, the constitution of the Audit Committee and Nomination and Remuneration Committee w.e.f October 10, 2020 and September 13, 2020 respectively are not in accordance with the requirement of the provisions;*
  - *As per Section 178(5) of the Companies Act, 2013, the constitution of the Stakeholders Relationship Committee was incomplete due to non-availability of Non- executive Directors. However the committee had a meeting on February 12, 2021 with Independent Director as Chairman.*
13. Appointment/~~reappointment/~~~~filling up casual vacancies~~ of auditors as per the provisions of section 139 of the Act; (Appointment of Auditor in Government Company is done by Comptroller and Auditor General (CAG) of India )
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; **NIL**
16. Borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
17. Loans and investments or guarantee given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act; (**NIL**;

18. Alteration of the provisions of the Memorandum and/ or Articles of Association of the Company; **NIL**

**For Ragini Chokshi & Co  
(Company Secretary)**

**Place: Mumbai  
Date: 02/11/2021**

Ragini Kamal Chokshi Digitally signed  
by Ragini Kamal Chokshi

**Ragini Chokshi  
(Partner)  
CP No.: 1436  
Membership No.: 2390  
UDIN:F002390C001358492**