



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 **31st March, 2023**. 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 a Public (Union Government) Listed Company limited by Shares.
 - 2. Maintenance of registers/records & making entries therein within the time prescribed therefore;
 - 3. Filing of forms and returns with the Registrar of Companies, Central Government, 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 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;
6. Advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act; **(Not applicable during period under review)**
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. Transfer of Shares / securities and issue of security certificates in all instances;
9. Keeping in abeyance the rights to dividend, rights shares and 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/Re-appointments/Disclosures/Appointment/Cessation/ Retirement 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; (Appointment of Auditor in Government Company is done by the Comptroller and Auditor General (C&AG) of India)
 - The Comptroller and Auditor General of India under Companies Act 2013, appointed M/s. C.R. Sagdeo & Co, Chartered Accountants Mumbai, as the Statutory Auditors of the Company for the financial year 2022-23.
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 during period under review)**
16. Borrowings from its banks and creation/ modification 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;
(Not Applicable during period under review)
18. Alteration of the provisions of the Memorandum and/or Articles of Association of the Company; **(Not Applicable during period under review)**

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

Ragini
Kamal
Chokshi

Digitally signed
by Ragini Kamal
Chokshi
Date: 2023.11.09
18:37:18 +05'30'

**Ragini Chokshi
(Partner)**

CP No.: 1436

Membership No.: 2390

UDIN:F002390E001787571

**Place: Mumbai
Date: 09/11/2023**