

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 PHD Chamber of Commerce and Industry ("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 March 31, 2020. 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;
 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/beyond the prescribed time;

During the financial year ended on March 31, 2020, the Company was not required to file any form and return to the Regional Director, Central Government, Tribunal, Court or other authorities.

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;

During the Financial Year ended on March 31, 2020, the Company has not passed any resolution by circulation and through postal ballot.

5. closure of Register of Members or any other security holders as the case may be.

During the financial year ended on March 31, 2020 the company was not required to close its 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;

During the financial year ended on March 31, 2020, the Company has not made any advances/ loans 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;

During the financial year ended on March 31, 2020, The Company has not entered into transactions with related parties which were in the ordinary course of business and at arm's length basis, therefore Section 188 was not attracted.

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;

Since the company is "limited by guarantee" therefore the question of issue, allotment, 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, was not aroused.

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.

Since the company is "limited by guarantee" therefore the question of 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 , was not aroused.

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;

Since the company is "limited by guarantee" therefore the question of / payment of dividend; transfer of unpaid/ unclaimed dividend to the Investor Education and Protection Fund in accordance with Section 125 of the Act, was not aroused.

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;

During the financial year ended on March 31, 2020, there was no filling up casual vacancies of Directors and appointment/ re-appointment/ retirement/ filling up casual vacancies of Key Managerial Personnel and no remuneration was paid to them.



13. appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;

During the financial year ended on March 31, 2020, the Company has not made any appointment/ reappointment or filling up of casual vacancies 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;

During the financial year ended on March 31, 2020, the Company was not required to take any approval from the Central Government, Tribunal, Regional Director, court or other authorities under the provisions of the Act.

15. acceptance/ renewal/ repayment of deposits;

During the financial year ended on March 31, 2020, the Company has not made any acceptance/ renewal/ repayment of deposits.

16. borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;

During the financial year ended on March 31, 2020, the Company has not made any borrowings from its directors, members, public financial institutions and others, accordingly the company was not required for the creation/ modification/ satisfaction of charges in that respect.

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;

During the financial year ended on March 31, 2020, the Company has not given any loan or made any investment or given any guarantee or provided securities to other bodies corporate or persons falling under the provisions of Section 186 of the Act.

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

During the financial year ended on March 31, 2020, the Company has not made any alteration in the Memorandum and Articles of Association of the Company.



Place: New Delhi
Date: September 9, 2020

For Chandrasekaran Associates
Company Secretaries



A handwritten signature in blue ink, appearing to read "Shashikant Tiwari".

Shashikant Tiwari
Partner

Membership No. A28994
Certificate of Practice No. 13050
UDIN: A028994B000685166

Notes:

- i. Due to restricted movement amid COVID-19 pandemic, we are issuing this certificate post examining the Secretarial Records including Minutes, Documents, and other records etc., and all of them received by way of electronic mode from the Company and could not be verified from the original records.
- ii. The management of the company has confirmed that the records submitted to us are the true and correct. We are not expressing our opinion on the Statutory Compliances whose due dates are extended by Regulators from time to time due to COVID- 19 or still there is time line to comply with such compliances.