



RONAK JHUTHAWAT & CO.

Practicing Company Secretaries & Trademark Agent

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

I have examined the registers, records and books and papers of **M/S MADHAV MARBLES AND GRANITES LIMITED** ("the Company") having its registered office at First Floor, "Mumal Towers", 16, Saheli Marg, Udaipur-313001 bearing CIN L14101RJ1989PLC004903 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, 2023. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I 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 the prescribed time;
4. calling/ convening/ holding meetings of Board of Directors and 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 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;
7. Contracts/arrangements with related parties as specified in section 188 of the Act;
8. No Issue or allotment or transmission 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- **No such instances arose/occurred, hence not applicable;**



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. No Constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel held during the year. However, remuneration paid to directors and Key Managerial Personnel is as per the provisions of the Act;
13. Appointment/ reappointment/ filling-up casual vacancies of auditors as per the provisions of section 139 of the Act- **M/s Nyati and Associates appointed in the Annual General Meeting held on 30th September, 2022 for a period of 5 years.**
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; **No such approvals required to be taken, hence not applicable;**
15. Acceptance/ renewal/ repayment of deposits; **Company has not accepted any deposit as per Section 73 of the Companies Act 2013 read with rules made there under, hence there was no instance of renewal/repayment of deposits;**
16. The company has borrowed from its directors, banks and others and created and modified charges in the respect of funds borrowed from the banks;
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 ;
18. No Alteration of the provisions of the Memorandum and/ or Articles of Association of the Company.

For Ronak Jhuthawat & Co.



Dr. Ronak Jhuthawat
Proprietor
C.P. No.: 12094, M No: 9738
UDIN: F009738E002360295
Peer Review No. 1270/2021



Place: Udaipur
Date: 25/11/2023

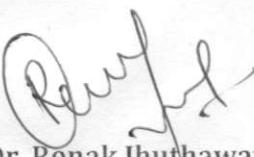
Annexure A to Form MGT-8

To,
MADHAV MARBLES AND GRANITES LIMITED

Our Certificate on the Annual Return form (MGT-7) of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the company; our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the Annual Return (form MGT-7). We believe that the process and practices, we followed provide a reasonable basis of our opinion.
3. The Compliance of the provisions of the Companies Act 2013, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of records on test basis.

For Ronak Jhuthawat & Co.


Dr. Ronak Jhuthawat
Proprietor
C.P. No.: 12094, M No: 9738
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