

Form MGT-8**CERTIFICATE BY PRACTICING COMPANY SECRETARY***[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]*

CIN : L24239MH1988PLC047759

Nominal Capital: Rs.95,00,00,000/-

We have examined the registers, records, books and papers of **Syncom Formulations (India) 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 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 are correct and adequate.
- B. during the aforesaid financial year the Company has complied with the provisions of the Act & Rules made there under in respect of:
1. the company is having a status of a Listed Public Limited Company incorporated under the provisions of the Companies Act, 1956 and its shares are listed with the BSE Limited and National Stock Exchange of India Ltd.
 2. Maintenance of registers/records as stated in **Annexure 'A'** to this certificate, and 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 or other authorities under the Act and the Rules made there under are detailed below:

S. No.	Particulars of Form	Purpose	Authority to which filed	Date of event	Date of Filing	Timely or Delayed	SRN
1.	PAS-3	Allotment of 77547000 shares	ROC	28/05/2022	30/05/2022	Yes	F03441177
2.	BEN-2	Change in SBO	ROC	04/06/2022	10/06/2022	Yes	F05477013
3.	BEN-2	Change in SBO	ROC	04/06/2022	10/06/2022	Yes	F05479258
4.	MGT-14	Approval of Accounts by Board	ROC	18/05/2022	15/06/2022	Yes	F06410260
5.	CRA-2	Appointment of Cost Auditor	Central Govt.	18/05/2022	15/06/2022	Yes	F06410054
6.	DPT-3	Return of Deposits	ROC	31/03/2022	27/06/2022	Yes	F09948563
7.	DIR-12	Appointment of Mrs. Ruchi Jindal as Additional Independent Director	ROC	28/06/2022	09/07/2022	Yes	F14586028
8.	MGT-14	Approval for incorporation of 100% WOS companies & to subscribe	ROC	28/06/2022	18/08/2022	Delayed	F22182109



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		the shares					
9.	MGT-14	Approval for Re-appointment of Smt. Rinki Bankda as W.T.D.	ROC	13/08/2022	30/08/2022	Yes	F23218027
10.	ADT-1	Re-appointment of Auditor	ROC	19/09/2022	23/09/2022	Yes	F25998956
11.	MGT-15	Report on AGM	ROC	19/09/2022	23/09/2022	Yes	F25998121
12.	DIR-12	Appointment of Mrs. Ruchi Jindal as Independent Women Director	ROC	19/09/2022	23/09/2022	Yes	F26033688
13.	MGT-14	Resolutions passed in AGM	ROC	19/09/2022	10/10/2022	Yes	F28431633
14.	AOC-(Xbrl)	Filing of Financial Statement	ROC	31/03/2022	18/10/2022	Yes	F30909055
15.	CRA-4	Report of Cost audit	CG	31/03/2022	01/11/2022	No	F38625430
16.	MGT-7	Annual Return	ROC	31/03/2022	16/11/2022	Yes	F44273464
17.	CSR-2	Report on CSR	ROC	31/03/2022	16/11/2022	Yes	F44154623
18.	IEPF-1	Statement of amounts credited to IEPF	ROC	25/11/2022	25/11/2022	Yes	F47891437
19.	IEPF-2	Statement of unclaimed and unpaid amounts	ROC	31/03/2022	25/11/2022	No	F47972542
20.	IEPF-4	Statement of shares transferred to the IEPF	ROC	19/12/2022	03/01/2023	Yes	F55825194
21.	IEPF-5	Online Verification Report	IEPF Authority	24/05/2022	22/06/2022	Yes	F08263709
22.	IEPF-5	Online Verification Report	IEPF Authority	29/07/2022	20/08/2022	Yes	F22352819
23.	IEPF-5	Online Verification Report	IEPF Authority	01/08/2022	28/09/2022	Yes	F26681791

4. Calling, convening and holding meetings of Board of directors or 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 circulars resolutions have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed and the directors have signed the attendance sheets for the respective meetings.



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- 4.1 Proceedings have been recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
- 4.2 The Company has held
- 2 (Two) CSR Committee;
 - 5 (Five) Audit Committee;
 - 2 (Two) Nomination and Remuneration Committee;
 - 1 (One) Stakeholders Relationship Committee;
 - 2 (Two) Risk Management Committee;
 - 1 (One) Independent Director's meeting; and
 - 2 (Two) Corporate Compliance Committee
- 4.3 the Company was not required to pass any resolutions by Postal Ballot.
5. the Company has closed its Register of Members during the financial year 2022-23 for the purpose of Annual General Meeting from 13th Sept., 2022 to 19th Sept., 2022;
6. the company has not granted any loans and not provided any advances to the person or firms or companies referred under section 185 of the Companies Act, 2013, however, it has earlier years given deposit against properties taken on rent/etc.
7. the company has entered into contracts and made arrangements and confirmed by the management that these were on arm's length basis and in the ordinary course of business with related parties as specified under section 188 of the Act, after taking Omnibus approval of the Audit Committee and which was reviewed by the Board and the Audit Committee as required under section 188 of the Companies Act, 2013;
8. there was no transfer of Shares made during the financial year, except to Transfer of the resulting shares on which dividend remains unclaimed or unpaid for consecutive period of 7 years claim to the IEPF Authority. The Company has also Transmitted shares in three cases during the year under review. Further that the Company;
- 8.1 has made allotment of 7,75,47,000 equity shares of Rs. 1/- each at a premium of Rs. 1.53 per share on preferential basis in the Board Meeting held on 28th May, 2022 pursuant to conversion of 7,75,47,000 warrants of Rs.2.53 each at the option exercised by the warrant holders and there were no warrants outstanding as on 31st March, 2023;
- 8.2 has not made any buy back of equity share;
- 8.3 has not issued preference shares or debentures;
- 8.4 has not altered its authorised share capital during the year;
9. there was no requirement to keep in abeyance any right of dividend, right shares, bonus shares and pending registration of transfer of shares during the year under review;
10. the company has declared and approved the payment of dividend declared on 19th September, 2022 as per the provisions of the Act @ Rs.0.03 (3.00%) on the equity share of Rs. 1 each, and paid Rs. 282.00 Lakhs as dividend on the equity share capital. The Company has transferred the amount of dividend in the separate bank account within the stipulated time and the unpaid/ unclaimed dividend amounts as applicable during the year 2022-23 to the IEPF in accordance with section 125 of the Act;
11. the Standalone Audited Financial Statement was approved and signed in the Board Meeting held on 18th May, 2022 and the report of the Board of directors for the year ended 31st March, 2022 was approved and signed on 13th August, 2022 as per provisions of section 134 of the Companies Act, 2013;
12. the Board of directors of the company is duly constituted and there were the following changes were made during the financial year;
- re-appointment of Smt. Rinki Ankit Bankda (DIN:06946754) as the Whole time Director for a further period of 3 (three) years w.e.f. 15th November, 2022 by the member at the AGM.
 - Appointment of Smt. Ruchi Jindal (DIN:09633465) as the Additional Independent Women Director for a First term of 5 (five) consecutive years w.e.f., 28th June, 2022



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in the Board meeting and further members confirmed her appointment in the AGM as the Non-Executive Independent Women Director;

Other than above there was no appointment/re-appointment of directors/KMP's to fill casual vacancy during the financial year. The Company has made proper disclosure of the directors and remuneration paid to them;

13. The company has re-appointed M/s Sanjay Mehta & Associates, the Statutory Auditors of the company at the 34th AGM held on 19th Sept., 2022 for a Second term of 5 (five) years to hold the office till the conclusion of the 39th Annual General Meeting to be held in the year 2027 as per the provisions of section 139 of the Act. There was no casual vacancy of the auditors of the Company;
14. The company was not required to take any approvals of the Central Government, Regional Director, Registrar, Court or such authorities prescribed under the various provisions of the Act during the financial year except the following:
 - (a) The company has obtained approval of the Central Government for appointment of the Cost Auditor for the year 2022-23 by filing of Form CRA-2 vide SRN F06410054;
 - (b) The company has obtained Listing approval of 7,75,47,000 equity shares of Rs. 1/- each issued at a premium of Rs.1.53 by Letter No. LOD/PREF/JR/FIP/2289/2022-23 dated 6th June, 2022 and further trading approval by their Letter No. 20220614-1 dated 14th June, 2022 of BSE Ltd.;
 - (c) The company has obtained additional Listing of the 94,00,00,000 equity shares of Rs. 1/- each on NSE Main Board w.e.f, 18th November, 2022 by their letter no. NSE/CML/54464 dated 16th November, 2022.
15. The company has not invited/accepted/renewed/repaid any deposits including any unsecured loans falling within the purview of section 73 & 74 of the Act during the financial year;
16. The Company has made borrowings from Bank in previous year and the company was not required to file any document related to creation, modification or satisfaction during the period under review;
17. The company has made investment in Mutual Funds/Bonds/equity shares of the subsidiary companies which is the within the limit as prescribed under section 186 of the Companies Act, 2013 including the previous investment's and Loan granted by the company in other Body Corporate. Further, the company has not made any loans or provided any guarantee or security to other bodies corporate or persons falling under the provisions of section 186 of the Act during the year under review;
18. The company has not altered the provisions of the Memorandum and/or Articles of Association of the Company.

Matter of emphasis

- a) As per SEBI (PFUTP) Regulations 2003 the Adjudicating Officer of SEBI has imposed a penalty of Rs. 1.00 Lakh vide Order No. Order/GR/BM/2022-23/19920-20003 dated 30.09.2022, and the company has paid penalty levied by SEBI within the stipulated time frame of 45 (forty five) days from the date of order and has made compliance of the Order No. Order/GR/BM/2022-23/ 19920- 20003 dated 30.09.2022.

Disclaimer

1. The compliance by the Company for the applicable taxation Laws like Direct Taxes, Indirect Taxes and the compliance of the Accounting Standards, and the annual financial statements along with notes attached therewith has not been reviewed by us, since the same have been subject to the statutory financial auditor or by other designated professionals.
2. The aforesaid certificate is issued based on the information and according to the random examinations of the documents carried out by us and explanations furnished to us by the company, its officers and agents while providing our aforesaid certificate.
3. The above said certificate is not a Secretarial Audit.
4. All the records after examinations have been delivered to the company/ its representative and we do not possess any original records as per our standard practice.



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5. Maintenance of the Records are the responsibility of the Company.

Date:24th November, 2023
Place: Indore
UDIN: F005946E002270362
Peer Review:664/2020



For, JAIN GUPTA & CO.
COMPANY SECRETARIES
FRN: P2003MP004600
PRATIMA JAIN
CS (Dr.) PRATIMA JAIN
PARTNER
CP NO:6202 M.N. FCS 5946

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ANNEXURE-A

For Registers maintained by the Company:

S. No.	Name of Register	Register	Requirement u/s
1	Register of Charges	Form CHG-7	85
2	Register of Loans, Guarantees, security and acquisition made by the company	Form MBP-2	186(9)
3	Register of Investment made by the company not its own name	Form MBP-3	187(3)
4	Register for Recording the Disclosure of Interest received in the Form MBP-1 and Register of contracts with related party and contracts and bodies corporate in which directors are interested	Form MBP-4	189(1)
5	Minute Book and Attendance Sheet of • Board Meetings • Committee Meetings • General Meetings	-	118 and SS-1 & SS-2
6	Register of Directors & KMP's & their shareholdings	-	170
7	Register of members (Maintained by the RTA)	MGT-1	88(1)(a)
8	Register of Transfer of Shares (Maintained by the RTA)	-	88(1)(a)
9	Register for allotment of shares (Maintained by the RTA)	-	-
10	Register for allotment of convertible warrants (Maintained by the RTA)	-	-
11	Register of issuance of duplicate share certificates (Maintained by the RTA)	SH-2	46(3)
12	Register for Disclosure of Significant Beneficial Ownership	BEN-3	90

Date:24th November, 2023
Place: Indore
UDIN: F005946E002270362
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For, JAIN GUPTA & CO.
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CS (Dr.) PRATIMA JAIN
PARTNER
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