

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, 2025**. 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 and 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 Limited.
 2. Maintenance of registers/records and making entries therein were within the time prescribed, therefore.
 3. filing of forms and returns as stated in the Annual Return, with the Registrar of Companies, however there was no requirement to file any form to the Regional Director or the Central Government. The Company has filed Form CRA-2 for appointment of Cost Auditor for the year ended on 31st March, 2025;
 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, 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.
 - 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
 - (a) 1 (One) CSR Committee;
 - (b) 4 (Four) Audit Committee;
 - (c) 2 (Two) Nomination and Remuneration Committee;
 - (d) 5 (Five) Stakeholders Relationship Committee;
 - (e) 3 (Three) Risk Management 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 2024-25 for the purpose of Annual General Meeting from 24th Sept., 2024 to 30th Sept., 2024;
 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;
 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 during the financial year, except to the transfer of 1,79,54,225 equity shares of Rs.1/- being the resulting shares on which dividend remains unclaimed or unpaid for consecutive period of 7 (Seven) years claim to the IEPF Authority. Further that the Company;
 - 8.1 has not made allotment of and there were no warrants outstanding as on 31st March, 2025;
 - 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. during the period under review: -
 - 10.1 the Board of director has not recommended any dividend;
 - 10.2. the Company has transferred Rs.3,59,089.86 to IEPF Authority with respect to transfer of unpaid/unclaimed dividend for the year 2016-17 during the year 2024-25 in accordance with section 125 of the Act on dated 05.12.2024;
 - 10.3. the company has also transferred 1,79,54,225 eligible equity shares of Rs. 1/- each of those shareholders who has not claimed their dividend within a period of seven consecutive years to IEPF in accordance with the provisions of section 125 of the Act.
11. the Standalone and Consolidated Audited Financial Statement was approved and signed in the Board Meeting held on 17th May, 2024 and the report of the Board of directors for the year ended 31st March, 2024 was approved and signed on 12th August, 2024 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 in the Directors/KMP during the financial year;
 - (a) Re-appointment of Shri Kedarmal Shankarlal Bankda (DIN: 00023050) as the Executive Chairman/Whole-Time Director of the company for a further period of 2 (Two) years w.e.f. 2nd May, 2025.
 - (b) Re-appointment of Shri Vijay Shankarlal Bankda (DIN: 00023027) as the Managing Director of the Company for a further period of 2 (Two) years w.e.f., 29th November, 2024.

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 that the company has obtained approval of the Central Government for appointment of the Cost Auditor for the year 2024-25 by filing of Form CRA-2 vide SRN F98402506;
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 is having certain existing borrowing, and the company was not required to file any document related to creation, modification during the period under review. However, the company has satisfied one charge for which the form was filed after closure of the financial year;
17. The company has made investment in Mutual Funds/Bonds/equity shares which is the within the limit as prescribed under section 186 of the Companies Act, 2013 including the previous investments 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) Pursuant to Regulation 21(2) read with Reg. 3(2) of SEBI (LODR) Regulations BSE and NSE has imposed Fine as per SOP Guidelines issued by SEBI of Rs. 2,000/- per day for a period of 92 days and paid Rs. 2,17,120/- including GST to the NSE and the company has paid the same on 9th May, 2024 and also paid Rs.2,17,120/- including GST to BSE on 27th June, 2024.
- b) Pursuant to Regulation 46 of SEBI (LODR) Regulations, 2015 BSE and NSE issued an advisory to the Company, regarding the placement of disclosures on the Company's website.

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

Date: 18th November, 2025
Place: Indore
UDIN: F005946G001926361
Peer Review:6364/2025



For, JAIN GUPTA & CO.
COMPANY SECRETARIES
FRN: P2003MP004600

CS (Dr.) PRATIMA JAIN
PARTNER
CP NO:6202 M.NO. FCS 5946