

# Kala Agarwal

BCom, FCS,

Practising Company Secretary

801, Embassy Centre, Jammalal Bajaj Road, Nariman Point, Mumbai-400021

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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 **G M Breweries 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 31<sup>st</sup> March, 2021. 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. Based on the Data provided by the Company, its Officer, Data available on MCA, the status of the Company is Active as on 31<sup>st</sup> March 2021.
2. The Company has kept and maintained registers as per the provisions of the Act (as listed in **Annexure "A"**) and the rules made thereunder and entries therein have been properly recorded.
3. The Company has filed the forms and returns with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities as prescribed under the Act and the rules made thereunder.
4. (I) The Board of Directors met **4 times (Four)** respectively as stated in the Annual return during the year under review in respect of which meetings notices were given and the proceedings were recorded and signed in the Minutes Book maintained for the purpose. No circular resolution was passed during the year under scrutiny. **(Stated in Annexure "B")**

(II) The Annual General Meeting for the financial year ended on **31<sup>st</sup> March, 2020** was held on **06<sup>th</sup> August, 2020** after giving notice to the members of the Company and the resolutions passed thereat were recorded in Minutes Book maintained for the purpose.

(III) No extra ordinary general meeting/s was held during the financial year under review.

5. The Company has closed its Register of Members from 31<sup>st</sup> July, 2020 to 06<sup>th</sup> August, 2020 during the financial year under review.
6. The Company has not advanced loans to its Directors or any persons interested therein referred to under Section 185 of Companies Act, 2013.
7. The Company has complied with the provisions of section 188 of the Act in respect of contracts/arrangements with related parties as specified in section.
8. There were no transactions necessitating the Company to keep in abeyance rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
10. (I) The Company has deposited requisite amount of Dividend in the Company's Separate Bank Account and Dividend warrants were duly issued in respect of dividend declared.

(II) The Company has made payment of dividend in time to all the members of the Company during the financial year and Dividend warrants were duly issued in respect of dividend declared.

(III) The Unpaid Dividend Amount lying in the Unpaid Dividend Account and the amount that is required to be transferred to the Investors Education and Protection Fund have been transferred accordingly till date.

11. The Company has complied with the provisions of Section 134 of the Act, with regard to the signing of audited financial statement and report of directors thereon as per sub - sections (3), (4) and (5) of Section 134.
12. The Board of Directors of the Company is constituted as per the terms of Companies Act, 2013, except the following:

*As per the Provisions of Section 149, 152 of the Companies Act, 2013 and the rules made thereunder, Every individual who intends to get appointed as an independent director in a company shall before such appointment, apply online to the institute for inclusion of his name in the data bank for a period of one year or five years or for his life-time, and from time to time take steps as specified in sub-rule till he continues to hold the office of an independent director in any company.*

*The Company has appointed Ms. Urmi Alpesh Shah and Ms. Shivani Soni as Independent Woman Director in the Board Meeting held on 07th January, 2021 but their names were included in the data bank after such appointment.*

*As per Regulation 17(1) of (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company was required to appoint Woman Independent Director but due to the unprecedented situation of COVID-19, the company could not comply with the said requirement within specified time limit.*

*However, the Company is now compliant with Reg 17(1) from January 07, 2021 and all necessary formalities have been complied with*

13. The Company has appointed auditor complying with the Provision of section 139 of the Act after taking members approval in Annual General Meeting held on **18<sup>th</sup> May, 2017** and there was no casual vacancies of Auditor during the year under review.
14. The Company was not required to obtain any approvals from the Central Government, Tribunal, Regional Director, Court or such other authorities under the various provisions of the Act during the Financial Year and the Company has taken approvals from the Registrar and have also sent proper intimations, as required under the Act and complied with the provisions of the Act.
15. The Company has not invited/accepted any deposits including any unsecured loans falling within the purview of section 73 during the financial year under review.
16. The Company has not made any borrowings from its Directors, Members, public financial institutions, banks and others falling within the purview of section 180 during the financial year under review.
17. During the financial year under review, Company has not given any loans or advances, or given guarantees or provided securities to other bodies corporate under the provisions of section 186 of the Act;

**Kala Agarwal**  
**Practicing Company Secretary**  
**CP NO: 5356**

**Place: Mumbai**  
**Date: 31/08/2021**  
**UDIN: F005976C000864779**

**ANNEXURE "A"**

**Registers maintained by the Company  
Statutory Registers**

<b>Sr no.</b>	<b>Name of register</b>	<b>Section/rule under Companies Act, 2013</b>
1.	Register of Members <b>(Form MGT-1)</b>	Section 88(1)(a), Rule 3(1) of the Companies (Management and Administration) Rules, 2014
2.	Minutes Book of meeting of Board of Directors	Section 118
	Minutes Book of meeting of the Committees	
3.	Minutes Book of General Meeting	Section 118
4.	Register of Contracts in which Directors are interested <b>(Form MBP-4)</b>	Section 189(1), Rule 16(1) of the Companies (Meetings of Board & its Powers) Rules, 2014
5.	Register of Directors & Key Managerial Personnel & their Shareholding	Section 170, Rule 17 of the Companies (Appointment & Qualification of Directors) Rules, 2014

Other Registers:

1.	Register of Transfers
2.	Attendance of Meetings of Board of Directors
3.	Attendance of Meetings of Committees
4.	Attendance of Members at General Meetings

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**ANNEXURE 'B'**

Form and Returns as filed by the Company with the Registrar of Companies during the year ended **31st March, 2021:**

<b>Sr. No.</b>	<b>Description of the Event/ Matter</b>	<b>Date of the Event</b>	<b>Section &amp; Description</b>	<b>SRN/ Date of Filing</b>
	Form AOC-4 XBRL	06/08/2020	Section 137 of the Companies Act, 2013	R56108731 16/09/2020
	Form MGT-7	06/08/2020	Section 92 of the Companies Act, 2013	R68667054 26/10/2020
	Form MGT-14	23/06/2020	Section 94(1), 117(1) of The Companies Act, 2013	R51216901 25/08/2020
	Form MGT-14	23/06/2020	Section 94(1), 117(1) of The Companies Act, 2013	R50560721 20/08/2020
	Form MGT-14	23/06/2020	Section 94(1), 117(1) of The Companies Act, 2013	R51216901 25/08/2020
	Form MGT-15	06/08/2020	Section 121(1) of the Companies Act, 2013	R51785574 28/08/2020
	Form DPT-3	30/06/2020	Rule 16 of the Companies (Acceptance of Deposits) Rules, 2014	R62945449 09/12/2020
	Form DIR-12	07/01/2021	Sections 7(1) (c), 168 & 170 (2) of the Companies Act, 2013 and Rule 17 Of Companies (Incorporation) Rules, 2014	R90529447 28/01/2021
	IEPF-1	06/08/2020	Rule 5(1) of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016	R76816974 23/01/2021
	DIR-3	NA	Pursuant to section 153 of The Companies Act, 2013 & Rule 9(1) of The Companies (Appointment and Qualification of Directors)	R68598242 26/10/2020

			Rules, 2014 & Rule 10 of Limited Liability Partnership Rules, 2009]	
	DIR-3	NA	Pursuant to section 153 of The Companies Act, 2013 & Rule 9(1) of The Companies (Appointment and Qualification of Directors) Rules, 2014 & Rule 10 of Limited Liability Partnership Rules, 2009]	R68585728 26/10/2020
	IEPF-5	NA	Pursuant to Section 125 of Companies Act, 2013	R68892876 28/10/2020

*Regional Director*                      ***NIL***  
*Central Government*                    ***NIL***  
*Other authorities*                         ***NIL***

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**ANNEXURE 'C'**

*Number of Board Meetings held by the Company during the financial year 2020-21*

<b>Sr. No.</b>	<b>Date of meeting</b>	<b>Total No. of Directors on the Date of Meeting</b>	<b>No. of Directors attended</b>	<b>% of Attendance</b>
1	23/06/2020	6	6	100%
2	23/07/2020	6	6	100%
3	08/10/2020	6	6	100%
4	07/01/2021	6	6	100%

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