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Registration No. of the Company	:	L15500MH1981PLC025809
Nominal Capital	:	Rs. 70,00,00,000/-
Paid up capital	:	Rs. 18,27,75,380/-

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 **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 31st March, 2019. 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. Based on the Data provided by the Company, its Officer, Data available on MCA, the status of the Company is Active as on 31st March 2019.
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 5 *times* (Five) 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 31st March, 2018 was held on 10th May, 2018 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 04th May, 2018 to 10th May, 2018 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.



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 18th 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
Kala Agarwal
Practicing Company Secretary
CP NO: 5356

Place: Mumbai
Date: 04/04/2019

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ANNEXURE 'A'

Registers maintained by the Company

Statutory Registers

Sr no.	Name of register	Section/rule under Companies Act, 2013
1.	Register of Members (Form MGT-1)	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(Form MBP-4)	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'

Registration No. of the Company : L15500MH1981PLC025809
Nominal Capital : Rs. 70,00,00,000/-
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Number of Board Meetings held by the Company during the financial year 2018-19

Sr. No.	Date of meeting	Total No. of Directors on the Date of Meeting	No. of Directors attended	% of Attendance
1	05/04/2018	6	5	83.33%
2	24/05/2018	6	6	100%
3	05/07/2018	6	6	100%
4	11/10/2018	6	6	100%
5	03/01/2019	6	6	100%



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