

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

We have examined the registers, records and books and papers of **Lamina Suspension Products Limited** as required to be maintained under the Companies Act, 2013 (the Act) and the rules made there under for the financial year ended on 31st March 2025. In our opinion and to the best of my 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.** Its status under the Act;
 - 2.** Maintenance of registers/records & making entries therein within the time prescribed therefor;
 - 3.** Filing of forms and returns with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within the prescribed time except in Form AOC-4, AOC-4 CFS and MGT-7, the date of Annual General Meeting was erroneously mentioned as 20th September 2024 instead of 19th September 2024.
 - 4.** Calling/ convening/ holding meetings of Board of Directors and the meetings of the members of the company on due dates in respect of which meetings, proper notices were given and the proceedings including the circular resolutions, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed except there has been slight delay in sending Annual Report to few shareholders. However it has been sent to all the shareholders and all the shareholders have received the annual report.

5. Closure of Register of Members / Security holders: Not applicable as the Register of Members was not closed during the aforesaid financial year.
6. Advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act; The Company has not granted any Advances/ loan 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; the company has entered into contracts/arrangements with related parties as specified in section 188 of the Act which is in the ordinary course of business and in arms length basis.
8. The Company has not issued or allotted or transferred shares/ securities. However there was transmission of shares during the year under review.
9. The Company has not kept 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.
10. The company has declared dividend during the year 2024-25 and the company was not required to transfer unpaid/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act. However, the company has not opened a special account called the Unpaid Dividend Account for the unclaimed dividends that has not been paid or claimed within thirty days from the date of the declaration. However as on 31.03.2025, there is no outstanding unpaid dividend.
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. Constitution, appointments, resignations, disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them
13. 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 as applicable from time to time.
14. **Acceptance/ renewal/ repayment of deposits.** The shareholders of the Company, in their Annual General Meeting held on 26th September 2023, passed a resolution authorizing the Company to accept/renew deposits from its members, the Company filed the requisite circular in the form of an advertisement vide SRN AA9490717 dated 29.07.2024 with date of approval from shareholders as 26th September 2023. Subsequently, in the Annual General Meeting held on 19th

September 2024, the shareholders passed a resolution to authorize the Company to accept /renew deposits valid for the period upto until the expiry of six months from the date of closure of the financial year in which it is issued or until the date on which the financial statement is laid before the company in annual general meeting or, where the annual general meeting for any year has not been held, the latest day on which that meeting should have been held in accordance with the provisions of the Act, whichever is earlier.

- 15.**Borrowings from public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
- 16.**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;
- 17.**The Company has not altered the provisions of Memorandum of Association and Articles of Association.

Place: Mangalore

Date:

UDIN: