

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 **LAMINA SUSPENSION PRODUCTS LIMITED (CIN: U27109KA1975PLC002910)** as required to be maintained under the Companies Act, 2013 (the Act) and the rules made there under for the financial year ended on 31.03.2026. 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.** Its status under the Act
 - 2.** Maintenance of registers/records & 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, Regional Director, Central Government, the Tribunal, Court or other authorities within the prescribed time.
4. Calling/ convening/ holding meetings of Board of Directors 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 circular resolutions have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed.
5. Closure of Register of Members, if any.
6. There were no advances/loans made by the Company to its directors and/or persons or firms or companies referred in section 185 of the Act.
7. Contracts/arrangements with related parties are as specified in section 188 of the Act.
8. Declaration/ payment of dividend; There was no requirement to transfer any unpaid /unclaimed dividend / other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act
9. The Company has not made any issue or allotment or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities. However, there was transmission of shares during the year.

- 10.** 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.
- 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/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
- 13.** Appointment/reappointment/filling up casual vacancies of auditors as per the provisions of section 139 of the Act-There was no instance of casual vacancies of the auditors during the year.
- 14.** Approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities, wherever necessary under the various provisions of the Act;
- 15.** Acceptance/renewal/ repayment of Deposits.
- 16.** Borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable.
- 17.** 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;

- 18.** Alteration of the provisions of the Memorandum and/ or Articles of Association of the Company-The Company has not altered its Memorandum or Articles of Association of the Company.

**For M/s. P. N. Pai & Co.
Practicing Company Secretaries**

Place: Mangalore

Date:

CS Narasimha Pai P.

CP No. 11629

UDIN: _____