

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 **THE TRAVANCORE COCHIN CHEMICALS LIMITED** (CIN: U24299KL1951SGC001237) as required to be maintained under the Companies Act, 2013(the Act) and the rules made there under and Companies Act, 1956 to the extent applicable, for the financial year ended on **31st March, 2023**. 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, and the representations made by the Management and considering the relaxations granted by the Ministry of Corporate Affairs warranted due to the spread of the COVID-19 pandemic, we certify that:

- A. The Annual Return states the facts pertaining to the Companies Act, 2013 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 and Rules made there under in respect of:
 1. its status under the Act;
 2. maintenance of registers/records and making entries therein within the time prescribed there for;
 3. Filing of forms and returns, with the Registrar of Companies and Central Government. No forms and returns were required to be filed with Regional Director, the Tribunal, Court or other authorities. The particulars of forms filed during the aforesaid period are as per **Annexure I**;
 4. calling/ convening/ holding meetings of Board of Directors, committees 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. There was no postal ballot during the period. The 70th Annual General Meeting

which was held on 29.09.2022, all the items in Notice were discussed and approved, except the Adoption of Financial statements, as the Company was yet to receive the Report of the Comptroller and Auditor General of India. The Adjourned 70th Annual General Meeting of the company was held on 09.01.2023 and adopted Financial statements of the company.

5. The Company was not required to close the Register of Members during the year;
6. The Company has not advanced any advances/loans 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.
8. There were no issue or allotment or Transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities during the period;
9. There was no instances of the rights to dividend, rights shares and bonus shares being kept in abeyance, pending registration of transfer of shares, under the provisions of the Act;
10. There was no declaration/payment of dividend; The company was not required to transfer unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund under the provisions of section 125 of The Companies Act 2013;
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 *except that the company has not formulated a Nomination and Remuneration Policy for its Senior Management and other employees;*
12. Constitution/appointment/re-appointments/retirement/filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them except that the *Independent Directors ceased to be the independent directors of the Company with effect from 05.10.2022 but the vacancy for the independent director was filled by the Company on 13.03.2023 (i.e., after 5 months).*
13. Appointment/ reappointment of auditors as per the provisions of section 139 of the Act;
14. The Company was not required to obtain approvals from the Central Government, Tribunal, Regional Director, Court or such other authorities under the various provisions of the Act.
15. The Company has not made any acceptance/renewal/repayment of deposits under chapter V–Acceptance of deposits by Companies, and Rules made there under;

16. Borrowings from bank and financial institutions during the period and modification of charges in that respect. There were no borrowings from directors, members and others. No Charges were created or satisfied during the period.
17. Investments in other bodies corporate or persons falling under the provisions of Section 186 of the Act. There were no loans or guarantees or securities provided in connection with a loan to other bodies corporate or persons falling under Section 186 of the Act during the period;
18. The Company has not made any alteration to the provisions of Memorandum of Association and Articles of Association of the Company during the period.

This Certificate is to be read with our annexure of even date which is annexed as **Annexure II** and forms an integral part of this Certificate.

Peer Review Certificate No.648 /2019

UDIN: F003067E001980405

For SVJS & Associates

Company Secretaries

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CS Vincent P.D.

Managing Partner

CP No.: 7940, FCS: 3067

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Annexure I

Forms filed during the Financial Year

Sl. No.	Name of the E- Form	Purpose of the E-Form	Date of Filing	Within Time/Not
1.	Form MGT-14	Filing of Board Resolution to registrar: 1.Enhancement of working capital Limit from Rs. 30 crore to Rs. 45 crore and renewal of existing term loan limits with State Bank of India.	12-04-2022	Yes
2.	Form CHG-1	Modification of Charge (Charge id: 90023381): By the present modification the cash credit limit increased from Rs.20 Crores to Rs.30 Crores, Bank Guarantee Limit has been increased from Rs.7 Crores to Rs.10 Crores and Letter of credit increased from Rs.3 Crores to Rs.5 Crores, thereby the charged amount is now increased from Rs.52.25 Crores to Rs.67.25 Crores. Immovable property charged area increased from 84.31 Acres to 84.6 Acres.	13-04-2022	Yes
3.	Form CRA-2	Form of intimation of appointment of cost auditor by the company to Central Government for Financial year 2022-23. Name of Audit Firm: N.P Gopalakrishnan & Company.	25-04-2022	No
4.	Form MGT-14	Filing of Board Resolution to registrar: Appointment of secretarial auditors for the year ending 31.03.2022 and Appointment of internal auditors for the year ending 31.03.2023.	26-04-2022	No
5.	Form DIR-12	Cessation of Mr. Narandran Pillai Sreedharan Pillai (DIN: 08183674) Director with effect from 01/06/2022 and Mr. Vijay Kumar Krishnannair (DIN: 07350445) Director with effect from 25/06/2022.	30-06-2022	Yes
6.	Form DIR-12	Appointment of Ms. Lakshmi Raghunathan (DIN: 07401025) as Additional Director of the Company with effect from 08/07/2022 and Cessation of Ms. Susan Abraham (Membership no 6067) company secretary with effect from 14/07/2022.	22-07-2022	Yes
7.	Form DIR-12	Appointment of Mr. Karikuzhiyil Komary Kunjumon as Additional Director with effect from 22/08/2022.	14-09-2022	Yes
8.	Form MGT-14	Filing of Board Resolution to registrar: 1.Approval of Financial Statements and Approval of Boards Report for the financial year 2021-22.	14-09-2022	Yes
9.	CRA-4	Form for filing Cost Audit Report with the Central Government for Financial Year 2021-2022	05-10-2022	Yes

10.	Form DIR-12	Change in designation of Mr. Lakshmi Raghunathan (DIN: 07401025) and Mr. Karikuzhiyil Komary Kunjumon (DIN:09106850) as Directors of the Company with effect from 29/09/2022.	12-10-2022	Yes
11.	Form MGT-14	Filing of Shareholders' Resolution to registrar: 1.To appoint a Director in place of Mr. APM Mohamed Hanish IAS, (DIN: 02504842), who retires by rotation and being eligible , offers himself for reappointment. 2.To appoint a Director in place of Ms. Sarasamma Latha (DIN: 09237945), who retires by rotation and being eligible , offers herself for reappointment. 3.To fix the remuneration of Auditors, for the financial year 2022-23. 4.Appointment of Ms. Lakshmi Raghunathan (DIN is 07401025), Additional director as Director of the company. 5.Ratification of Remuneration of Cost Auditors M/s N. P. Gopalakrishnan & Company, Cost Accountants. 6.Appointment of Ms. K. K.Kunjumon (DIN is 09106850), Additional director as Director of the company.	12-10-2022	Yes
12.	Form ADT-1	Appointment of ISAAC & SURESH Chartered Accountants as Statutory Auditors of the Company for a term of one year 01/04/2022 to 31/03/2023	25-10-2022	No
13.	Form MGT-7	Annual Return for Financial Year 2021-22.	24-11-2022	Yes
14.	Form CHG-1	Modification of Charge (Charge id: 90023381): By the present modification dated 25/11/2022, GECL Loan have been closed, thereby the charge amount is reduced from 67.25 Crores to 65 Crores.	22-12-2022	Yes
15.	Form DIR-12	Change in designation of Mr. Valiyakath Saleem (DIN: 07897708), Mr. Nikarthil Kesavan Vasudevan (DIN: 07897688) and Mr. Suresh Thundiparambil Narayanan as Directors of the Company with effect from 05/10/2022.	26-12-2022	No
16.	Form MGT-14	Filing of Board Resolution to registrar: 1.Extension of tenure of Mr. Krishnan Harikumar (DIN:00388466), Managing Director of the Company and Resolution passed by the Board of Directors of the Company for appointment of Company Secretary as Key Managerial Personnel.	26-12-2022	Yes

17.	Form CHG-1	Modification of Charge (Charge ID: 90023381): By the present modification dated 07/12/2022, Term Loan of Rs. 20 Crores have been closed, thereby the charge amount is reduced from 65 Crores to 45 Crores.	28-12-2022	Yes
18.	Form DIR-12	Appointment of CS Anjana Mokayil Appukuttan (Membership No: 26024) as the Company Secretary with effect from 01/12/2022.	29-12-2022	Yes
19.	Form AOC- 4XBRL	Form for filing XBRL document in respect of financial statement and other documents with the Registrar for Financial Year 2021-22.	25-01-2023	Yes
20.	Form CRA-2	Form of intimation of appointment of cost auditor by the company to Central Government for Financial year 2023-24. Name of Audit Firm: N.P Gopalakrishnan & Company	24-03-2023	Yes
21.	CSR-2	Report on Corporate Social Responsibility (CSR)	29-03-2023	Yes

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For SVJS & Associates

Company Secretaries

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CS Vincent P.D.

Managing Partner

CP No.: 7940, FCS: 3067

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18.11.2023

ANNEXURE TO MGT- 8 OF EVEN DATE

Our Certificate of MGT 8 as per Section 92(2) of the Companies Act, 2013 read with Rule 11(2) of Companies (Management and Administration) Rules, 2014 of even date is to be read along with this Annexure.

1. Maintenance of the registers and records is the responsibility of the management of the Company. Our responsibility is to verify and to express an opinion on these records and its contents.
2. We have followed the practices and process as were appropriate, to obtain reasonable assurance about the correctness of the contents of the MGT 8 Certificate. We believe that the process and practices we followed provide a reasonable basis for our certification.
3. The correctness and appropriateness of financial records and Books of Accounts of the Company have not been verified.
4. We have obtained representation from the Management of the Company about the compliance of laws, rules and regulations and happening of events etc., wherever required.
5. While forming an opinion on compliance and issuing the Certificate, we have also taken into consideration the compliance related actions taken by the Company after 31st March 2023 but before issue of the Certificate.
6. We have considered actions carried out by the Company based on independent legal/professional opinion as being in compliance with law, wherever there was scope for multiple interpretations.

Peer Review Certificate No.648 /2019

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For SVJS & Associates

Company Secretaries

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