B CHANDRA
PRACTISING COMPANY SECRETARY

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, B CHANDRA, Practising Company Secretary with Membership No. 20879 and CP No. 7859 have examined the registers, records and books and papers of ***MANALI PETROCHEMICALS LIMITED*** (the Company) ***CIN L24294TN1986PLC013087***, 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 2023.

I state that

a. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on our audit.
b. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, followed provide a reasonable basis for our opinion.
c. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

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 Companies Act 2013 (Hereinafter referred to as '**Act**') as a Public Company having its equity shares listed with BSE Limited & National Stock Exchange of India Limited;
   2. Maintenance of registers/records & making entries therein within the time prescribed therefor which are carried out by M/s Cameo Corporate Services Limited, Registrar and Share Transfer Agents, Subramanian Building, V Floor, No.1, Club House Road, Chennai – 600 002;
   3. filing of forms and returns as stated in the annual return, with the Registrar of Companies within/beyond the prescribed time;
   4. calling/convening/holding meetings of Board of Directors or its committees, if any, 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 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 from 19th September to 28th September 2022 (both days inclusive);

B. CHANDRA 7859 PRACTISING COMPANY SECRETARY

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6. granting loans/advances/given guarantee/offered any security to any party falling within the purview of section 185 of the Act – during the year the Company has not granted any such loan.
7. contracts/arrangements with related parties as specified in section 188 of the Act which are in the ordinary course of business and at arms' length basis; material related party transactions for the period 1-10-2022 to 30-09-2023 was approved by the shareholders at the Annual General Meeting held during the year;
8. issue or allotment of Securities/buy-back of securities/redemption of preference shares or debentures/alteration or reduction of share capital/conversion of shares did not arise; Transfer or transmission of shares and issue of security certificates have been done in compliance with the provisions of the Act;
9. keeping 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. declaration/payment of dividend to the Equity shareholders; requirement for transfer of unpaid/unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with Section 125 of the Act and transfer of shares to IEPF Fund in accordance with the provisions of Section 124 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/vacation/resignation/retirement/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
14. 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;- during the year no such approvals were required to be obtained;
15. acceptance/ renewal/ repayment of deposits during the year; - the Company has not accepted any deposits during the year;
16. borrowings from banks and others and modification of charges/satisfaction of charge as per the provisions of the Act;
17. ~~grant of loans and~~ making investments ~~or providing guarantees or providing securities~~ with due approval of board and are within the limits under section 186 of the Act;
18. alteration of the provisions of the Memorandum and/or Articles of Association of the Company during the period under review did not arise.

B. CHANDRA 7859 PRACTISING COMPANY SECRETARY

B CHANDRA
Company Secretary in practice
C.P. No.: 7859
UDIN: A020879E002215381

Place: Chennai
Date: 24.11.2023