



Ragini Chokshi & Co.

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Company Secretaries

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Date : 24/11/2022

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 **MAZAGON DOCK SHIPBUILDERS LIMITED** (the Company) bearing CIN: L35100MH1934GOI002079 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, 2022. 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, 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 is a Public (Union Government) Listed Company Limited by Shares.
 2. Maintenance of registers/records & making entries therein within the time prescribed therefor;
 3. Filing of forms and Returns with the Registrar of Companies, Central Government, 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 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 / Security holders;
6. Advances/loans to its directors and or persons or firms or companies referred in section 185 of the Act; **(Not Applicable during period under review)**
7. Contracts/arrangements with related parties as specified in section 188 of the Act; **(All the transactions entered into with the Related Parties during the year were in the ordinary course of business and at arm's length);**
8. Transfer of Share and Issue of security certificates in all instances;
9. Keeping in abeyance the rights to dividend, rights shares and pending registration of transfer of shares in compliance with the provisions of the Act;
10. Declaration/Payment of Dividend;Transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 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/Re-appointments/Disclosures/Appointment/Cessation/ Retirement of the Directors, Key Managerial Personnel and the remuneration paid to them:
 - *As per Section 149 (1) & (4) of the Companies Act, 2013 and the DPE Guidelines on Corporate Governance, the Company could not comply with the requirement of having at least one Women Director and one-third of the total number of Directors as Independent Directors w.e.f April, 01 2021 to December 27, 2021.*
 - *As per Section 177, 178 of the Companies Act, 2013 respectively, the constitution of the Audit Committee and the Nomination & Remuneration Committee w.e.f April 01, 2021 to December 27, 2021 are not in accordance with the requirement of the provisions.*
 - *As per Section 178(5) of the Companies Act, 2013, the constitution of the Stakeholders Relationship Committee was incomplete due to non-availability of Independent Directors w.e.f April, 01 2021 to December 27, 2021. However, the new Chairperson was appointed in the ensuing meeting of the Committee.*
13. Appointment of Auditors as per the provisions of section 139 of the Act; (Appointment of Auditor in Government Company is done by the Comptroller and Auditor General (C&AG) of India)
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;



15. Acceptance/ Renewal/ Repayment of deposits; (Not Applicable during period under review)
16. Borrowings from its Public Financial Institutions, Banks and Others and creation/ modification/satisfaction of charges in that respect, wherever applicable;
17. Loans and Investments or Guarantee given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act; (Not Applicable during period under review)
18. Alteration of the provisions of the Memorandum and or Articles of Association of the Company; (Not Applicable during period under review)

For Ragini Chokshi & Co.
(Company Secretary)



R. K. Chokshi

Ragini Chokshi
(Partner)

CP No.: 1436

Membership No.: 2390

UDIN: F002390D002158192

Place: Mumbai
Date: 24.11.2022