

FORM MGT - 8

(Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of the Companies (Management and Administration) Rules 2014)

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records and books and papers of **SUSHRUTA VISHRANTHI DHAMA LIMITED**, a Company having CIN: **U85310KA2004PLC035063** and registered office at Suvidha, Sy. No. 18/4, Thalaghattapura, U.M. Kaval, Uttarahalli Hobli, Bangalore South Taluk, Bangalore - 560109 Karnataka, India (the Company) 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 2021**. In our opinion and to the best of our information and according to the examinations carried out by us, and explanation furnished to us by the Company, its officers, we hereby certify that:

A. The annual return states the facts as at the close of the aforesaid financial year, correctly and adequately, subject to the following representations;

1. We have not verified the correctness and appropriateness of financial records and the Books of Accounts of the Company. For the financial records, we have relied on the Audited financial statements as approved by the Board, signed by the Statutory Auditors of the Company and adopted by the members;
2. Wherever required, we have obtained the Management representation about the Compliance of Laws, Rules and Regulations under the Companies Act and happening of various events etc., at the Company and relied on the same;
3. Serial No. XI at MGT -7- MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

Under the provisions of clause (i) of sub-section 1 of section 92 of the Companies Act, 2013, matters relating to certification of compliances, disclosures are yet to be prescribed by the Government. However, in view of the modified version of MGT-7 released on July 16, 2021 for the applicable provisions of the Act as mentioned in the modified form, it is presumed that scope of applicable provisions mean applicable with respect to content of annual return (MGT-7), matters covered thereunder including attachments. Accordingly, subject to given

reasons/observations if any, the company complied with the status of compliance and disclosures;

4. With respect to serial number XII of the form pertaining to details of penalty and punishment imposed on company/directors /officers and details of compounding of offences we relied on the records of the company and representations of the company and officer.

B. During the aforesaid financial year the Company has complied with provisions of the Act and the Rules made there under in respect of:

1. Its status under the Act:

During the year under review there is no change in the status of the company and the Company is an Unlisted Public Company.

2. Maintenance of registers/ records and making entries therein within the time prescribed there for:

The Company has kept and maintained all registers as per the provisions of the Act and the Rules made there-under and all entries therein have been duly recorded as stated below:

i. Register of Application and allotment of shares
ii. Register of Members
iii. Register of Charges
iv. Register of Share certificates
v. Register of Directors, Managers and Secretary
vi. Register of Directors share holdings
vii. Register of Related Party Transactions

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 / beyond the prescribed time:

The Company has filed the forms and returns as stated below with the **Registrar of Companies, Karnataka, Bangalore** through the portal provided by the Ministry of Corporate Affairs, www.mca.gov.in within the prescribed/stipulated time and the rules made there under. However, the Company was not required to file any return or form with the National Company Law Tribunal, Regional Director,

Central Government or other authorities. As the e form for annual return MGT 7 does not provide space for giving information as to forms and returns filed during the financial year, a separate Annexure is prepared and attached to this certificate as **Annexure - A**

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 and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/ registers maintained for the purpose and the same have been signed:

The Board of Directors duly met 11 (Eleven) times respectively on 20th June 2020, 29th June 2020, 06th July 2020, 17th July 2020, 14th August 2020, 27th November 2020, 01st December 2020, 03rd December 2020, 17th January 2021, 24th January 2021 and 07th March 2021 as stated in Annual Return in respect of which meetings proper notices were given and the proceedings have been properly recorded in the minutes book/registers maintained for the purpose and same have been signed.

The Audit Committee had met 5 (Five) times during the year under review respectively on 20th June 2020, 14th August 2020, 28th October 2020, 27th November 2020 and 01st December 2020 as stated in Annual Return in respect of which meetings, proper notices were given and the proceedings, have been properly recorded in the minutes book/registers maintained for the purpose and same have been signed.

The Nomination and Remuneration Committee had met 5 (Five) times during the year under review respectively on 14th August 2020, 28th October 2020, 03rd December 2020, 15th January 2021 and 28th February 2021 as stated in Annual Return in respect of which meetings, proper notices were given and the proceedings, have been properly recorded in the minutes book/registers maintained for the purpose and same have been signed.

The 16th Annual General Meeting of members of company was held on 27th December 2020 as stated in the annual return in respect of which meeting, proper notice was given and the proceedings, have been properly recorded in the minutes book/registers maintained for the purpose and same have been signed.

5. Closure of Register of Members / Security holders, as the case may be:

The Company has not closed its register of members /security holders during the 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 given any loans or corporate guarantees to any Directors or companies in which directors are interested as mentioned in section 185 of the Companies Act, 2013. Hence question of its compliance does not arise.

7. Contracts/arrangements with related parties as specified in section 188 of the Act:

During the financial year under review, no contracts/arrangements were entered with related parties as specified under section 188 of the Act.

8. 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 and issue of security certificates in all instances:

The Company has neither issued nor allotted any shares or other securities during the year under review. There was no instance of transmission during the year under review. The transfer of shares during the financial year were in accordance with the applicable provisions of the Act. Similarly, there was no occasion for the Company to buy back any shares or securities. The company has not altered or reduced share capital/or converted shares/or securities or redeemed any redeemable preference share/debentures during the financial year, in so far as the company has no preference shares/debentures.

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:

There were no transactions necessitating the company to keep in abeyance the right to dividend, right shares and bonus shares, pending registration of transfer of shares.

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:

- i. The Company was not required to deposit any amount in a separate account as no dividend was declared during the year.
- ii. The Company was not required to post any dividend warrants, as no dividend was declared during the financial year.

There was no occasion for the Company to transfer any amount of unpaid/unclaimed dividend/ other amounts as applicable to 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:

The financial statements of the Company for financial year 2019-20 were signed as per the provisions of 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:

The Board of Directors of the Company is duly constituted. During the financial year under review, the constitution/ appointment/ re-appointment/ retirement of Directors was made in compliance with the provisions of the Act.

All directors have disclosed their nature of interest/ concern in Form MBP-1 and the same have been recorded at the Board meeting and minutes of the meeting and the remuneration was paid accordance to regulations of the company.

13. Appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act:

M/s Balakrishna & Co., Chartered Accountants, a firm was appointed as statutory auditors on five year tenure in 15th AGM held on 29th September 2019 and the Company has filed form ADT -1 on 14th October bearing SRN R03485620. The appointment was in accordance with the applicable provisions 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:

The Company was not required to obtain any approval 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:

The Company has not invited or accepted any deposits or unsecured loans falling within the purview of sections 73, 74, 75 and 76 of the Act read with Companies (Acceptance of Deposits) Rules 2014.

16. Borrowings from its Directors, members, public financial institutions, Banks and others and creation/modification/ satisfaction of charges in that respect wherever applicable.

The company did not borrow any money from any person and accordingly no creation/ modification/ satisfaction was applicable to this company.

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.

During the year under review, there were no instances of granting loans, making investments or guarantees or providing security 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 the provisions of the memorandum and/ or Articles of Association of the Company during the financial year.

For THIRUPAL GORIGE & ASSOCIATES
LLP
Practicing Company Secretaries

Place: Bengaluru

Date: _____

UDIN: _____

Thirupal Gorige

Designed Partner

FCS No: 6680; C.P No: 6424

ANNEXURE - A

Forms and Returns as filed by SUSHRUTA VISHRANTHI DHAMA LIMITED during the financial year ended on 31st March 2021:

Sl. No	Form name	Event Date	SRN number	Date of filing	Purpose of filing	Filed within time- Yes/No
1.	DIR-12	30/06/2020 and 01/07/2020	R47428008	27/07/2020	Resignation of Mr. Vaidyanathan Anandhakrishanan (CFO & Director) and change in designation of CB Prabhakar	Yes
2.	DIR-12	09/07/2020	R47434212	27/07/2020	Cessation of CB Prabhakar	Yes
3.	PAS-6	30/09/2020	R69645471	02/11/2020	Reconciliation of Share capital audit report for half year ending 30/09/2020	Yes
4.	MGT-14	27/11/2020	R75166256	15/12/2020	Appointment of Internal auditors	Yes
5.	MGT-14	01/12/2020	R75398313	16/12/2020	Filing board resolution passed u/s 179(3) i.e, Approval of financial statements and Board report	Yes
6.	MGT-14	03/12/2020	R75398867	16/12/2020	Filing board resolutions passed for appointment of MD, CFO, WTD and Additional directors	Yes
7.	DIR-12	03/12/2020	R75525055	17/12/2020	Appointment of two additional directors, a whole time director and a CFO.	Yes
8.	DIR-12	04/12/2020	R75853002	18/12/2020	Appointment of Mr. VL Nandish and Mr. Shanthimallappa Athiguppe Ashok as Additional directors	Yes
9.	DIR-12	27/12/2020	R88864178	25/01/2021	Appointment of Mr. Vivekananda Siddaiah as a director at AGM	Yes
10.	DIR-12	27/12/2020	R88305560	24/01/2021	Change in designation of directors at AGM	Yes

Sl. No	Form name	Event Date	SRN number	Date of filing	Purpose of filing	Filed within time- Yes/No
11.	MGT-14	27/12/2020	R88902150	25/01/2021	Filing resolutions passed at AGM which was conducted through VC	Yes
12.	AOC-4 XBRL	27/12/2020	R88887690	25/01/2021	Filing financial statements and other documents in XML format	Yes
13.	MGT-7	27/12/2020	T04647129	25/02/2021	Filing annual return	Yes
14.	MGT-14	07/03/2021	T09777079	23/03/2021	Appointment of Dr. Vivekananda Siddiah as Managing Director of the Company	Yes
15.	MR-1	08/03/2021	T09772658	23/03/2021	Appointment of Dr. Vivekananda Siddiah as Managing Director of the Company	Yes
16.	DIR-12	08/03/2021	T09782780	23/03/2021	Change in designation of Dr. Vivekananda Siddiah as Managing Director of the Company	Yes

For THIRUPAL GORIGE & ASSOCIATES
LLP
Practising Company Secretaries

Place: Bengaluru
Date:
UDIN:

Thirupal Gorige
Designed Partner
FCS No: 6680; C.P No: 6424