

**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 **DEEP DIAMOND INDIA LIMITED** (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 31<sup>st</sup> March, 2019. 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 applicable provisions of the Act & Rules made thereunder, we also hereby certify in respect of:

1. Its status under the Act;
2. Maintenance of registers/records & making entries therein within the time prescribed therefor;
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;
4. Calling/ convening/ holding meetings of Board of Directors and its committee, 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;



5. The provision of the Act for the closure of Register of Members/ Security holders as the case may be, during the aforesaid financial year.
6. Advances/ loans to its directors and /or persons or firms or companies referred in section 185 of the Act the aforesaid financial year - Not provided any advances/ loans to its directors and /or persons or firms or companies referred in section 185 of the Act the aforesaid financial year;
7. Contracts/ arrangements with related parties as specified in section 188 of the Act - All the contracts/ arrangements with related parties as specified in section 188 of the Act are on arms length basis and normal business activities of the company;
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 - During the year under review, the company has not made any fresh issue or allotment or buy-back of securities/ redemption of debentures reduction of share capital/ conversion of shares/ securities during the financial year. The Company, however, has recorded the transfer of equity shares and has complied the applicable provision 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 - Not Applicable on the company.
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 - The company during the year has not declared dividend nor any unpaid dividend amount required to transferred to Investor Education and Protection Fund ("IEPF") under section 125 of the Companies Act, 2013;
11. The 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/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
13. Appointment/ reappointment/ratification of auditors as per the provisions of section 139 of the Act.



14. Approvals required to be taken by 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 - Clause Not Applicable on Company.
16. Borrowings from 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- No any alteration of the provisions of the Memorandum and/ or Articles of Association of the Company happened during the year.

Place: Mumbai  
Date: 30/09/2019

For VKM & Associates  
Practising Company Secretary



*Vijay Kumar Mishra*

(Vijay Kumar Mishra)

Partner

FCS No. 5023

C P No.: 4279