

Partners:

CS Puzhankara Sivakumar. M.com, FCMA, FCS

CS Syam Kumar R. BSc, FCS, LLB, IP

CS Madhusudhanan E.P. M.com, FCS, FCMA, IP, RV, DIA (ICSI)

CS Anju Panicker. BA, LLB (Hons.), ACS

CS Revathi K S. BSc, ACS

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

We have examined the registers, records and books and papers of **M/s. The Travancore Cochin Chemicals Limited (CIN: U24299KL1951SGC001237)** 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 2024. 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 thereunder in respect of:
 1. Its status under the Act.
 2. Maintenance of registers/records & making entries therein within the time prescribed thereof.
 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.

No forms and returns were required to be filed with Regional Director, Central Government, the Tribunal, Court or other authorities. The particulars of the Forms filed with the Registrar of Companies during the aforesaid period are as per **Annexure I**;

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;

There was no resolution passed through postal Ballot during the period under review.

5. Closure of Register of Members during the year;

The Company has not closed its Registers during the period under review.

6. 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. 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 period under review, there were no instances of issue or allotment or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities.

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:

During the reporting period, there were no such instances.

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 Board of Directors of your Company does not recommend any final dividend for the financial year 2023-24 with a view to conserve of profits and for investment in business resources of your Company.

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/ re-appointments/ retirement/ filling up casual vacancies/disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them.

The particulars of the Forms filed with the Registrar of Companies during the aforesaid period are as per **Annexure I**.

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

The Company has appointed M/s. Isaac & Suresh, Chartered Accountants as Statutory Auditors for the FY 2023-24.

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 approvals 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 accepted, renewed or repaid any deposits.

16. Borrowings from its directors, members, 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:

The Company has not granted any loans or made any investments during the year to which the provision of Section 186 of the Act is Applicable.

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 Articles of Association of the Company.

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.

Thanking You
Yours Faithfully,

UDIN: F003050F002635889

For SEP & Associates
Company Secretaries
(Peer Review Certificate No. 3693/2023)

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Date: 2024.11.25
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CS Puzhankara Sivakumar
Managing Partner
FCS: F3050 COP: 2210

Place: Kochi
Date: 25.11.2024

Forms and returns filed during the Financial Year

SL. No	E-Form	Purpose	Date of Filing	Within Time or Not
1	DIR-12	Filing the appointment of Mr. Ratnakumaran Sreedharan (DIN: 01896737) as an Additional Director w.e.f. 13/03/2023.	06/04/2023	Yes
2	MGT-14	Filing of following Resolutions passed at Board Meeting held on 13.03.2023: 1. Appointment of M/s. SVJS & Associates, Practicing Company Secretaries as the Secretarial Auditors of the Company for the financial year 2022-23 u/s 204 of the Companies Act 2013 2. Appointment of M/s. Johney & Co, Chartered accountants as the internal auditors of the Company for the financial year 2023-24 u/s 138 of the Companies Act 2013.	21/07/2023	No
3	DIR-12	Filed for appointment of Shri K K Kunjumon (DN: 09106850) as an Independent Director with effect from the date of this Board Meeting (13/03/2023) to hold office for a period of five years or as directed by the Government of Kerala.	08/07/2023	Yes
4	DIR-12	Filing for cessation of Valiyakath Saleem (DIN: 07897708), Nikarthil Kesavan Vasudevan (DIN: 07897688) and Suresh Thundiparambil Narayanan (DIN: 07869073) w.e.f. 03/06/2023 from Board of directors of the company.	10/08/2023	No
5	DIR-12	Filing for the appointment of P S Shyla (DIN: 10244483) as an Additional Director w.e.f. 19.07.2023	18/08/2023	Yes
6	MGT-14	Filing of all the resolutions passed in the AGM dated 29.09.2023 in compliance with the mechanism provided in the MCA General Circular 14/2020 dated 08.04.20, General Circular 17/2020 dated 13.04.20, General circular 20/2020 dated 05.05.20 and General circular 10/2022 dated 28.12.2022 along with other provisions of the Companies Act 2013 and Rules made thereunder, for:	10/10/2023	Yes

		<ol style="list-style-type: none"> 1. Appointment of Director Smt. P S Shyla (DIN:10244483). 2. Reappointment of Retiring Director Smt. Lakshmi Raghunathan. 3. Reappointment of Retiring Director Smt. Latha s. 4. Remuneration of Statutory Auditors for the financial year 2023-24. 5. Ratification of Remuneration of cost Auditors. 6. Appointment of Independent Director Dr. S Ratnakumaran (DIN 01896737). 7. Appointment of Independent Director Shri K K Kunjumon (DIN 09106850). 		
7	DIR-12	Filing for intimating the Change in designation of Ms. Pookytha Subramanian Shyla (DIN: 10244483) and Mr. Ratnakumaran Sreedharan (DIN: 01896737) as Directors w.e.f. 29/09/2023.	10/10/2023	Yes
8	ADT-1	Filing of the appointment of M/s. Isaac & Suresh, Chartered Accountants as Statutory Auditors for the FY 2023-24.	11/10/2023	No
9	CRA-4	Filing of Cost Audit Report with the Central Government for Financial Year 2022-23	11/10/2023	Yes
10	CHG-1	Filing of Creation of charge on 19/09/2023 in favor of HDFC Bank Limited amounting to Rs.25 crores	10/11/2023	Yes
11	MGT-7	Filing of Annual Return for Financial Year 2022-23.	20/11/2023	Yes
12	AOC-4-XBRL	Filing XBRL document in respect of financial statement and other documents with the Registrar for Financial Year 2022-23	31/01/2024	Yes
13	MGT-14	Filing of Resolution passed at the Board Meeting held on 17.01.2024 for extending the tenure of the Managing Director (DIN: 00388466), Sri. K. Harikumar	31/01/2024	Yes
14	MGT-14	Filing of the resolution passed in the Adjourned AGM dated 27.01.2024 in compliance with the mechanism provided in the MCA General Circular 14/2020 dated 08.04.20, General	02/02/2024	Yes

		<p>Circular 17/2020 dated 13.04.20, General circular 20/2020 dated 05.05.20 and General circular 10/2022 dated 28.12.2022 and General circular 09/2023 dated 25.09.2023 along with other provisions of the Companies Act 2013 and Rules made thereunder, for:</p> <p><i>1.</i> Adoption of audited Financial statements together with Directors' Report and Auditors Report as on 31st March 2023 along with comments of C&AG and Finance Secretary, Government of Kerala.</p>		
15	MGT-14	Filing of Resolution passed at the Board Meeting held on 12.02.2024 for the appointment of Sri Rajeev Ramakrishnan as Managing Director	27/02/2024	Yes
16	DIR-12	Filing of cessation of Acharath Parakat Mahalil Mohamedhanish w.e.f 22/02/2024 from the post of directorship of the Company	21/03/2024	Yes
17	DIR-12	Filing for the Appointment of Gopal Chandrasekhar Gopala Pillai as an additional director w.e.f. 22/02/2024	28/03/2024	Yes
18	AOC4-CSR-2	Filing of Report on Corporate Social Responsibility for the financial year 2022-23	09/03/2024	Yes

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 2024 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, whenever there was scope for multiple interpretations, especially since the financial year in which the Companies Act, 2013 has become operational.

For SEP & Associates
Company Secretaries
(Peer Review Certificate No. 3693/2023)

UDIN: F003050F002635889

PUZHANKA RA
SIVAKUMAR
Digitally signed
by PUZHANKARA
SIVAKUMAR
Date: 2024.11.25
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CS Puzhankara Sivakumar
Managing Partner
FCS: F3050 COP: 2210

Place: Kochi
Date: 25/11/2024