

HVS & Associates

Company Secretaries

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 **M/s. HARIHARAN FOUNDATIONS PRIVATE LIMITED** (the Company) (CIN: U74140TN2000PTC045614) 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. In our opinion and to the best of my 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, as per the information made available to us by the Company, the Company has complied with provisions of the Act & Rules made there under in respect of:
 1. Its status under the Act, i.e., Private Limited Company, Limited by Shares;
 2. The maintenance of registers/records & making entries therein within the time prescribed therefore;
 3. The filing of forms and returns could not be stated in the Annual Return (AR) as there is no provision in the AR. However, the Company has filed the forms and returns with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities, were filed within the prescribed period and wherever necessary was filed belatedly by payment of additional fees, if any.
 4. Calling, convening, holding meetings of Board of Directors, 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 and resolutions including the circular resolution have been properly recorded in the Minute Book and registers maintained for the purpose and the same have been signed;
 5. The Company was not required to close its Register of Members during the year under review and the Company has duly complied with the provisions of the Act;
 6. The Company has not given any advance or loan to its directors or persons or firms or Companies referred in section 185 of the Act;
 7. Contracts and arrangements with related parties were in the ordinary course of business and on the arm's length basis as specified in section 188 of the Act;
 8. There was no issue or allotment or transfer or transmission or buy back of securities or redemption of preference shares or debentures in the Company, and there was no alteration or reduction of share capital or conversion of shares/ securities.
 9. There were no transaction necessitating the Company to keep in abeyance the rights to dividend, right shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act;
 10. The Company had declared final dividend during the year under review and the dividend was paid to the shareholders on time. The Company was not required to transfer of unpaid/unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund were in accordance with section 125 of the Act;

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E-mail ID : chennai@hvsassociates.in Tel : 044 - 35001081 / 82 GSTIN : 33AAJFH2289R1ZP
Branch Off: New No. 35/113A, (Old No. 35/235), 1st Floor, Ram Nivas Thrikkakara, Ernakulam - 682 022
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PAN : AAJFH2289R | TAN : CHEH0620668 | Web : www.hvsassociates.in

(A Peer Reviewed Unit)



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11. Signing of audited financial statements has been done as per the provisions of section 134 of the Act and the report of directors are in compliance with sub - sections (3), (4) and (5) thereof;
12. Constitution, appointment, re-appointment, retirement, filling up of casual vacancies, disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them have been in accordance with the provisions of the Companies Act 2013 and the rules made there under;
13. There was no such instance of the casual vacancies of the auditor and the Appointment and Reappointment of the auditors is made as per the Section 139 of the act;
14. There were no such instance/ transactions where the approval 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. The Company has not accepted/renewed any deposits from public during the financial year under review;
16. The Company has not borrowed from its directors, members, public financial institutions during the year under review. However, the company has borrowed secured loans from the banks and accordingly the creation/ modification of charge for such borrowings has been made;
17. During the year under review, the Company has not given loan, guarantee or provide any securities or made investment. However, the Company had invested Rs. 6,40,00,000/- in Hariharan Steels Private Limited, the wholly owned subsidiary of the Company and the outstanding balance of loan, investment and guarantees provided to the wholly owned subsidiary is continuing and it is in compliance with the provisions of section 186 of the Companies Act;
18. The Company has not made any alteration of the provisions of the Memorandum or Articles of Association of the Company;
19. The Company had transferred Rs. 26 lakhs to the unspent CSR account towards the CSR expenditure (due to be spent for FY 2020-21) for ongoing projects during April 2022. The Company is in the process of spending the said amount as per the fund requirements of the project within the stipulated period of 3 financial years that is before 31st March 2025.

Place: Chennai

Date: 02/12/2023

For **HVS & Associates,**
Company Secretaries

Firm Unique Code: P2016TN048300

Peer Review No: 641/2019



Hariharan Steels Private Limited
Partner

M No: F10974 & CoP: 15576

UDIN: F010974E002798044

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