

Draft

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]

I have examined the registers, records and books and papers of **SAN ENGINEERING AND LOCOMOTIVE COMPANY LIMITED (CIN: U74210KA1973PLC002424)** (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 March 31, 2020. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I 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.
 2. maintenance of registers/records & making entries therein within the time prescribed therefor.
 3. filing of forms and returns with the Registrar of Companies and Central Government, within the prescribed time except in cases of forms filed beyond prescribed time with additional fees and except:
 - a) e-Form IEPF 2 for the period from financial year ended March 31, 2015 to March 31, 2020 which the Company was required to file pursuant to Rule 5(8) of IEPF Rules 2016, within 60 days from the date of AGM every year.
 - b) e-Form BEN-2 required to be filed pursuant to Companies (Significant Beneficial Owners) Rules, 2018 in respect of such holdings by the promoters.
 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 if any, have been properly recorded in the Minutes Book / registers maintained for the purpose and the same have been signed.
 5. closure of Register of Members.
 6. As per information given by the Company, the company has not made any advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act during the financial year.
 7. contracts / arrangements with related parties as specified in section 188 of the Act.

8. transfer or transmission of shares, and there was no issue and allotment of shares, issue of share certificates, redemption of preference shares/debentures, alteration or reduction of share capital / conversion of shares / buy back of securities, during the financial year.
9. The company has not kept in abeyance any rights to dividend, rights shares and bonus shares pending registration of transfer of shares during the financial year.
10. declaration / payment of dividend; and remittance of unpaid / unclaimed dividend / other amounts to be transferred to the Investor Education and Protection Fund in accordance with section 125 of the Act during the financial year.
11. signing of audited financial statement as per the provisions of section 134 and other applicable provisions of Companies Act, 2013 and report of directors is as per sub-sections (3), (4) and (5) of Section 134 of the Act.
12. constitution/ appointment/ re-appointments/ retirement/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them.
There was no casual vacancy in the Board during the year
13. There was no appointment/ reappointment of auditors under section 139 of the Act and there was no casual vacancy of auditors during the year.
14. The company was not required to take any approval from the Central Government, Tribunal, Regional Director, Registrar, court or such other authorities under the various provisions of the Act during the financial year.
15. The Company has not accepted/renewed/repaid any deposits from the public during the financial year.
16. borrowings from banks and creation/ modification/ satisfaction of charges in that respect, wherever applicable and as per the information given by the Company, there were no borrowings from its Directors, Members, Public Financial Institutions and others.
17. investments falling under the provisions of section 186 of the Act during the financial year and as per information given by the Company, there were no loans made or guarantees given falling under the provisions of Section 186 of the Act during the financial year.
18. alteration of the Articles of Association of the Company during the financial year. The Company has not altered the provisions of the Memorandum of Association of the Company during the financial year.

Place: Bangalore
Date:

P.G.HEGDE
HEGDE & HEGDE
COMPANY SECRETARIES
C.P. No. : 640
UDIN:

This certificate is to be read with Annexure which forms an integral part of this certificate.

Annexure

To
San Engineering and Locomotive Company Limited,
Bangalore

My certificate in Form MGT 8 on the Annual Return (MGT-7) as on the financial year ended on March 31, 2021 of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the Management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.

2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the Form MGT-7. I believe that the processes and practices, I followed provide a reasonable basis for our opinion.

3. The compliance of the provisions of the Companies Act 2013, rules, regulations, standards is the responsibility of the Management. My examination was limited to the verification of records on test basis.

4. Due to prevailing circumstance of COVID-19 pandemic, the certificate is issued based on the verification secretarial records furnished by/obtained from the Company and also the information provided by the Company electronically.

Place: Bangalore
Date:

P.G.HEGDE
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