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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

I have examined the registers, records and books and papers of **M/s PAN Electronics (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 on **31st March, 2022**. 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 there for;
3. The Company has filed the forms and returns as stated in the annual return, with the Registrar of Companies as specified in **Annexure 1** of the certificate. No forms and returns were filed with the Regional Director, Central Government, Tribunal, Court or other authorities during the year;
4. The Company has called /convened/held the meetings of Board of Directors and its committees and the meetings of the members of the Company within in the due dates as stated in the Annual Return in respect of which meetings, proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose. There was no circular resolution and resolution by postal ballot during the year;



5. The Company has closed its Register of Members during the year. As the Company has not issued any debentures the question of closure of Register of Debenture holders does not arise.

6. The Company has not given advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;

7. According to the information and explanation provided by the company, there were no contracts or arrangements entered into by the Company with the related parties covered under the provisions of section 188 of the Companies Act, 2013.

8. There was no allotment, 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 during the year;

9. There was no right to dividend, rights shares and bonus shares pending registration of transfer of shares during the year.

10. The Company has not declared dividend during the year. There were no instances necessitating the transfer of the amount in unpaid dividend account, application money due for refund, matured deposits, matured debentures and the interest accrued thereon which have remained unclaimed or unpaid for a period of seven years to Investor Education and Protection Fund in accordance with section 125 of the Act;

11. The Company has complied with the provisions of Section 134 of the Companies Act, 2013, wherever applicable.

12. There was no appointment of alternate directors and directors to fill casual vacancy during the year under scrutiny.

There was re-appointment of a Director who was retiring by rotation which was made in accordance with the provisions of the Act;

There was Resignation and Appointment of the company secretary which was made in accordance with the provisions of the Act;

13. The Company has appointed M/s Subramanya & Co., as Statutory Auditors as per the provisions of section 139 of the Act;

The Company has not appointed Internal Auditors as required under the Companies Act, 2013.

14. The Company was not required to take any approvals 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 invited / accepted / renewed or repaid any deposits during the year;

16. There were no borrowings from its members, public financial institutions and others during the year.



The Company has modified the charge for enhancement of credit facilities from Bank and filed necessary forms and complied with the provisions of the Act.

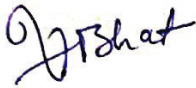
The loans received from M/s Gemini Dyeing & Printing Mills Limited during the earlier years are continuing.

The Company has received a loan from its director during the year and in the earlier years are continuing.

The Company has received loan from M/s Gemini Infrastructures, a partnership firm in which director is a partner during the year.

17. The Company has not given 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. The company has not altered the provisions of the Memorandum and Articles of Association of the Company;



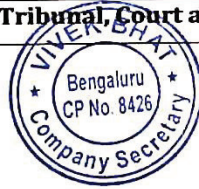
Vivek Bhat
Practicing Company Secretary
Membership Number: 7708
COP: 8426

Place: Bangalore
Date: 18/11/2022
UDIN: F007708D001873869

ANNEXURE - I

Returns / Forms / Documents filed with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities during the financial year ended March 31, 2022						
I. Registrar of Companies						
Sl. No	Form No.	Relevant section	Description of the Document	Date of filing / SRN	Whether filed within the prescribed time - Yes / No	If delay in filing, whether requisite additional fee paid - Yes / No / N.A.
01	Form AOC -4	137	Filing of financial statement	29/12/2021 SRN: T69098622	YES	N.A
02	Form MGT -7	92	Filing of Annual Return	28/03/2022 SRN: T91406322	YES	N.A
03	Form MGT-14	117(1)	Filing of Resolution and agreements to the registrar	03/11/2021 SRN: T57591356	YES	N.A
04	Form MGT-15	121	Filing of report on Annual General Meeting	09/10/2021 SRN: T53687125	NO	YES
05	Form CHG-1	Sections 77,78 and 79	Creation/ Modification of Charge	22/09/2021 SRN: T45882305	YES	N.A
06	Form CHG-1	Sections 77,78 and 79	Creation/ Modification of Charge	04/01/2022 SRN: T70256755	NO	YES
06	Form DIR-12	Sections 168 & 170	Appointment/ Resignation of directors and KMP	02/11/2021 SRN: T57512832	YES	N.A
II. Regional Director - NIL						
III. Central Government, Tribunal, Court and other authorities - NIL						

Vivek Bhat



Vivek Bhat
Practicing Company Secretary
Membership Number: 7708
COP: 8426

Place: Bangalore
Date: 18/11/2022
UDIN: F007708D001873869