

AKSHAT GARG & ASSOCIATES

Secretarial, Legal & Corporate Advisory Services

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MSME Registration No.: UP29D0018479



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]

We have examined the registers, records and books and papers of **Elin Electronics Limited** having CIN: U29304WB1982PLC034725 (**'The Company'**) as required to be maintained under the Companies Act, 2013 (hereinafter referred to as **'the Act'**) and the rules made thereunder for the financial year ended on 31st March, 2020. 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 there under in respect of the following:
 1. The company continues to be unlisted Public Limited Company.
 2. The Company has kept and maintained the registers / records, as per the provisions of the Act and the rules made thereunder and all entries therein have been recorded.
 3. The Company has filed all forms and returns as stated in the annual return, with the Registrar of Companies within the prescribed time.
 4. Calling/ convening/ holding of meetings of Board of Directors and its Committees and the meetings of the members of the Company was on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed.
 5. The Company has not closed its Register of Members or Register of Security holders during the financial year.
 6. There were no advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act.
 7. In respect of material contracts/arrangements with related parties as specified in section 188 of the Act, necessary approval of Board was obtained.
 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 financial year, pursuant to the scheme of amalgamation as approved by NCLT, the equity shares held by transferor companies in the Company were cancelled, and the Company has made allotment of equity shares to the shareholders of transferor companies. In respect of said reduction of share capital and allotment of shares, necessary compliance has been made. In respect of transmission of securities, necessary compliance has been made.
 9. There was no abeyance in the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act.

10. The Company has not recommended or paid any dividend during the financial year ended 31st March 2020. There was no unpaid dividend amount, transfer of unpaid/unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act
11. The audited financial statements have been duly signed 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. The Board of Directors of the Company as at close of the year comprises of seven Directors with One Managing Director, four Executive Directors and two independent directors. The Board of the Company is duly constituted as per the requirements of Companies Act, 2013 read with rule made thereunder. During the year, Smt. Shilpa Baid (DIN: 08538622) was appointed as Women independent director of the Company by the board of directors in their meeting held on 18.07.2019 effective from 16.08.2019 and was regularized as such by the shareholders in the Annual General Meeting held on 28.09.2019. Mr. Kamal Singh Baid (DIN: 07149567) was re-appointed as an Independent Director for a second term of 5 years w.e.f. 30th March 2020 in the board meeting held on 20th March 2020 and regularized as such by shareholders in the 38th Annual General Meeting held on 18th November 2020. The appointment/ re-appointments of Directors were in accordance with the Act. The disclosures made by Directors were taken on record at the Board Meetings. The appointment and remuneration of Managing Director and Whole-time Directors are made in compliance with the provisions of section 196 read with Schedule V to the Act, is valid upto 30-11-2021 and 31.07.2021 respectively.
13. The appointment/ reappointment of auditors were made as per the provisions of section 139 of the Act. There was no casual vacancy of the Auditors.
14. The Company was not required to obtain any approvals of the Central Government, Tribunal, Company Law Board, Regional Director, Registrar, Court and / or such other authorities under the various provisions of the Act during the financial year.
15. The Company has not invited / accepted/ renewed/ repaid any deposits falling within the purview of the Act during the financial year.
16. The borrowings from banks are within the limits as specified in Sections 180 of the Act. The company has filed necessary charges with Registrar of Companies in respect of secured borrowings from banks.
17. The provisions of Section 186 of the Act in respect of loans and investments or guarantees given or providing of securities to other bodies corporate are not applicable to the Company as the Company has not made any loans/ investment or given guarantees.
18. The Company has not altered Memorandum of Association and Articles of Association of the Company during the financial year under review.

For Akshat Garg & Associates
Company Secretaries

Place: Ghaziabad
Date: 04.01.2021

(Akshat Garg)
Prop.
M. No.: F9161
C. P. No. : 10655
UDIN: F009161B001842333