

**FORM MGT-8**

*[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of the Companies (Management and Administration) Rules, 2014]*

**CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE**

We have examined the registers, records and books and papers of **ARMOURED VEHICLES NIGAM LIMITED** (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on 31<sup>st</sup> March, 2022. In our opinion and to the best of our information and according to the examinations carried out by us and explanation 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, subject to the following representations:

1. We have not verified the correctness and appropriateness of financial records and the books of accounts of the Company. For the financial records, we have relied on the audited financial statements as approved by the Board, signed by the Statutory Auditors of the Company and adopted by the members;
2. With respect to serial number XII of the form pertaining to details of penalty and punishment imposed on the Company/Directors/Officers and details of compounding of offences, we relied on the records and representations of the Company and its Officers.

B. During the aforesaid financial year the Company has complied with the provisions of the Act and the Rules made there under in respect of:

1. Its status under the Act:

During the year under review there is no change in the status of the Company. The Company is an Unlisted Union Government Company.

  


2. Maintenance of registers/ records and making entries therein within the time prescribed there for:

The Company has kept and maintained all the registers as per the provisions of the Act and the Rules made there-under and all entries therein have been duly recorded.

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 prescribed time:

As the Form MGT-7 does not provide for giving information pertaining to forms and returns filed during the financial year, a separate Annexure is prepared and attached to this certificate as **Annexure-A**. All the details pertaining to the forms filed with the Registrar of Companies by the Company, required to be filed by the Company and timelines related thereto are provided in the Annexure.

During the year under review, the Company has filed the forms and returns with the Registrar of Companies within the prescribed time but the Company was not required to file any return or form with the Regional Director, Central Government, Tribunal, Court or other Authorities.

4. Proceedings of 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:

The details of meetings convened during the year are as under:

Serial Number	Date of Meeting	Type of Meeting	No. of Directors entitles to attend	No. of Directors attended
01/2021-22	19/08/2021	Board Meeting	3	3
02/2021-22	15/09/2021	Board Meeting	3	3
03/2021-22	01/10/2021	Board Meeting	4	4
04/2021-22	29/11/2021	Board Meeting	4	4
05/2021-22	27/01/2022	Board Meeting	5	5
06/2021-22	07/03/2022	Board Meeting	5	4
07/2021-22	31/03/2022	Board Meeting	5	4

  


During the year under review, the proceedings of Board Meetings have been properly conducted and recorded in the minutes book/registers maintained for the purpose and same have been signed.

5. Closure of Register of Members / Security holders, as the case may be:

During the year under review, the Company has closed its Register of Members from 11<sup>th</sup> March, 2022 to 26<sup>th</sup> March, 2022 vide Board Resolution dated 7<sup>th</sup> March, 2022 pursuant to the Right Issue made on 31/03/2022.

6. Advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act:

During the year under review, the Company has not given any loans or corporate guarantees to any Directors or companies in which directors are interested as mentioned in section 185 of the Companies Act, 2013.

7. Contracts/arrangements with related parties as specified in section 188 of the Act:

During the financial year under review, no contracts/arrangements were entered with related parties as specified under 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 financial year under review, the Company has made allotment on right basis to the existing shareholders as at 07<sup>th</sup> March, 2022 amounting to INR 444,52,00,000 (Rupees Four Hundred and Forty Four Crores and Fifty Two Lakhs only) divided into 44,45,20,000 (Forty Four Crores Fort Five Lakhs and Twenty Thousand only) equity share of INR 10 /- each. The said allotment was made on 31<sup>st</sup> March, 2022 as per the provisions of the Act and the rules made thereunder.

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:

There were no transactions necessitating the company to keep in abeyance the right to dividend, right shares and bonus shares, pending registration of transfer of shares.

  


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:

- I. The Company was not required to deposit any amount in a separate account as no dividend was declared during the year.
- II. The Company was not required to post any dividend warrants, as no dividend was declared during the financial year.
- III. There was no occasion for the Company to transfer any amount of unpaid/unclaimed dividend/ other amounts as applicable to Investor Education and Protection Fund in accordance with section 125 of the Act.

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:

During the year, the Company was not required to prepare the financial statements and report of Directors as required under Section 134 of the Act. Hence the question of signing the audited financial statements and report of Directors does not arise.

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

The Board of Directors of the Company is duly constituted. During the year, appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them was made in compliance with the provisions of the Act.

All directors have disclosed their nature of interest/ concern in Form MBP-1 and the same have been recorded at the Board meeting and minutes of the meeting and the remuneration was paid accordance to regulations of the company.

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

M/s. T.G.Sukumaran & Co., Chennai was appointed as the Statutory Auditor of the Company for the F.Y. 2021-22 along with the following Branch Auditors:

1. M/s. P.T. Ponnaiah & Co., Chennai for AVNL unit HVF, Avadi, Chennai;
2. M/s. I P R S & Co., Chennai for AVNL unit EFA, Avadi, Chennai;
3. M/s. Agarwal & Ladda, Hyderabad for AVNL unit OFMK, Yeddumailaram, Telegana;

  


4. M/s. Piyush Chandra Mishra & Associates for AVNL unit VFJ, Jabalpur, Madhya Pradesh;
5. M/s. E.A. Patil & Associates LLP, Mumbai for AVNL unit MTPF, Ambarnath, Mumbai.

The Comptroller and Auditor General of India has nominated the appointment of aforementioned Auditors vide their letter dated 29<sup>th</sup> September, 2021. The same was taken on record by the Board in their meeting held on 27<sup>th</sup> January, 2022.

All the appointments were made in accordance with the provisions of Section 139(7) of the Companies Act, 2013 read with the relevant rules made thereunder.

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 any approval 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 invited or accepted any deposits or unsecured loans falling within the purview of sections 73, 74, 75 and 76 of the Act read with Companies (Acceptance of Deposits) Rules 2014.

16. Borrowings from its Directors, members, public financial institutions, Banks and others and creation/modification/ satisfaction of charges in that respect wherever applicable:

The Company did not borrow any money from any person and accordingly no creation/ modification/ satisfaction were applicable to the company.

17. 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:

The Provisions of Section 186 of the Companies Act, 2013 is not applicable to a Government Company engaged in defence production. Hence the question of its compliance does not arise.

  


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/ or Articles of Association of the Company during the financial year.

For V. Mahesh & Associates

Date: 02/02/2023

Place: Chennai



V. Mahesh

Practising Company Secretary

M. No. 4162

C. P. No. 2473

PR Certificate No. 2107/2022

UDIN: F004162D003090157

**ANNEXURE-A**

Forms and Returns filed by M/s. Armoured Vehicles Nigam Limited during the financial year ended on 31<sup>st</sup> March, 2022:

S. No	Form	Event Date	Purpose of the form
1	INC-22	14/08/2021	Notice of Registered office
2	INC-20A	14/08/2021	Declaration of Commencement of Business
3	DIR-12	19/08/2021	Appointment of Mr.Sanjeev Kishore as Managing Director
4	MGT-14	19/08/2021	Appointment of Mr.Sanjeev Kishore as Managing Director
5	DIR-12	15/09/2021	Appointment of Mr.Chandrasekhar Ramachandran as Additional Director
6	DIR-12	30/11/2021	Appointment of Mr.Anurag Bajpai as Nominee Director
7	MSME Form I	30/04/2022	For the period October 2021 to March 2022
8	DIR-12	01/04/2022	Appointment of Ms.Geetha Lakshmi as Company Secretary
9	PAS-3	31/03/2022	Allotment of 444,520,000 equity shares

For V. Mahesh & Associates

Date: 02/02/2023

Place: Chennai



V. Mahesh

Practising Company Secretary

M. No. 4162

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