SHWETA JAIN & Co.

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 COMPANY SECRETARY IN PRACTICE**

We have examined the registers, records and books and papers of **Three Aces Global Logistics Private Limited having CIN U74899DL1993PTC051877** ("The Company") having its registered office situated at 201, 35-A Siddharth Chambers – II, Kalu Sarai, Hauz Khas, New Delhi – 110016 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 March 31, 2024.
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, 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. Wherever required, we have obtained the Management representation about the Compliance of Laws, Rules and Regulations under the Companies Act and happening of various events etc., at the Company and relied on the same;

3. Serial No. XI at MGT -7– MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

Under the provisions of clause (i) of sub-section 1 of section 92 of the Companies Act, 2013, matters relating to certification of compliances, disclosures are yet to be prescribed by the Government. However, in view of the modified version of MGT 7 released on July 16, 2021 for the applicable provisions of the Act as mentioned in the modified form, it is presumed that scope of applicable provisions mean applicable with respect to content of annual return (MGT-7), matters covered thereunder including attachments. Accordingly, subject to given reasons/observations if any, the company complied with the status of compliance and disclosures;

4. With respect to serial number XII of the form pertaining to details of penalty and punishment imposed on company/directors /officers and details of compounding of offences we relied on the records of the company and representations of the company and officer.

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***Phone:8208637082***
***Firm Unique Code: S2023MH921000***

***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. Its status under the Act:

During the year under review there is no change in the status of the company and the Company is an Unlisted Private Company.

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

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

**3. The Company has filed all Forms / Returns with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within the prescribed time / Specify if there are any lapses.**

The Company has filed the forms and returns as stated below with the Registrar of Companies, Delhi & Haryana through the portal provided by the Ministry of Corporate Affairs, www.mca.gov.in within the prescribed/stipulated time and the rules made there under. However, the Company was not required to file any return or form with the National Company Law Tribunal, Regional Director, Central Government or other authorities. As the e form for annual return MGT 7 does not provide space for giving information as to forms and returns filed during the financial year, a separate Annexure is prepared and attached to this certificate as **Annexure – A**

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 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 **Board of Directors** duly met 6 (Six) times respectively on 5th May 2023, 21st July 2023, 05th September 2023, 27th October 2023, 14th February 2024 and 16th February 2024 as stated in Annual Return in respect of which meetings proper notices were given and the proceedings have been properly recorded in the minutes book/registers maintained for the purpose and same have been signed.

The **CSR Committee** had met 4(Four) times during the year under review respectively on 5th May 2023, 21st July 2023, 02nd November 2023 and 15th March 2024 as stated in Annual Return in respect of which meetings, proper notices were given and the proceedings, have been properly recorded in the minutes book/registers maintained for the purpose and same have been signed.

The **Internal Complaints Committee On Sexual Harassment** had met 4(Four) times during the year under review respectively on 24th April,2023, 24th July,2023, 23rd October, 2023 and 15th January 2024 as stated in Annual Return in respect of which meetings, proper notices were given and the

SHWETA JAIN

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proceedings, have been properly recorded in the minutes book/registers maintained for the purpose and same have been signed.

The **Extra Ordinary General Meeting** for the financial year 2023-2024 of members of company was held on 07th March,2024 as stated in the annual return in respect of which meeting, proper notice was given and the proceedings, have been properly recorded in the minutes book/registers maintained for the purpose and same have been signed.

The **31st Annual General Meeting** of members of company was held on 29th September, 2023.as stated in the annual return in respect of which meeting, proper notice was given and the proceedings, have been properly recorded in the minutes book/registers maintained for the purpose and same have been signed.

5. The Company has not closed its register of members /security holders during the financial year.

6. The Company has granted unsecured loans to Directors as per the policy of the Company as mentioned in the Auditor's Report and it is exempted to specified private companies as per Auditor's Report therefore complied with the Section 185 of the Companies Act, 2013.

7. The Contracts/arrangements with related parties as specified in Section 188 of the Companies Act,2013 during the financial year, as declared by the Management and the Auditors 'Report, all the transactions were in the ordinary course of business and on Arm's Length basis and within the Board Limits hence shareholders approval was not required..

8. There was buy back of 2,24,875 fully paid up equity shares of face value of Rs. 10/- each at a price of Rs. 467.50/- per share and no issue or allotment or transfer or transmission or alteration/conversion of shares/ securities and hence there were no security certificates does not arise.

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 no unpaid dividend amount, 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 and complied Section 125 of the Act.

11. **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.**

The financial statements of the Company for financial year 2022-2023 were signed as per the provisions of 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 is duly constituted. During the financial year under review, there was no appointment/ re-appointment in casual vacancy in the office of Director. All directors have

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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 of auditors were made as per the provisions of section 139 of the Act. There was no casual vacancy of the Auditors during the aforesaid financial year.

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 including any unsecured loans falling within the purview of the Act during the financial year.

16. Borrowings from public financial institutions, banks and others and creation/modification/satisfaction of charges in that respect, wherever applicable and all the said borrowings were within the limits laid down under Section 180(1)(c ) of the Act

17. The Details of loan given by the Company under the provisions of Section 186 of the Companies Act, 2013 is disclosed in the Financial Statement for the year ended 31st March, 2024.

18. The Company has not altered the provisions of the Memorandum of Association and Articles of Association the Company during the year under scrutiny.

**For SHWETA JAIN & Co.**
**Practicing Company Secretaries**

SHWETA JAIN

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**SHWETA JAIN**
**(Proprietor)**
ACS NO. 35093
CP No.26575
ICSI UDIN: A035093F002501469
ICSI PR No. 4552/2023

Date: 21/11/2024
Place: Thane

SHWETA JAIN & Co.

Company Secretaries

**ANNEXURE – A Forms and Returns as filed by THREE ACES GLOBAL LOGISTICS PRIVATE LIMITED during the financial year ended on 31st March, 2024:**

| Sl. No | Form name | Event Date | SRN number | Date of filing | Purpose of filing | Filed within time- Yes/No |
|---|---|---|---|---|---|---|
| 1. | MGT-14 | 03/03/2023 | AA1905969 | 19/04/2023 | Filing of Resolution to adopt Table F in schedule | No |
| 2. | DPT-3 | 31/03/2023 | AA3550398 | 19/07/2023 | Return of Deposits (Exempted) | Yes |
| 3. | AOC-4XBRL | 29/09/2023 | F71151898 | 25/10/2023 | Filing of financial statements and other documents in XML Format | Yes |
| 4. | MGT-7 | 29/09/2023 | F77935591 | 04/11/2023 | Annual Return | Yes |
| 5. | CHG-1 | 16/02/2024 | AA6843477 | 01/03/2024 | Modification of Charge | Yes |
| 6. | MGT 14 | 07/03/2024 | AA7195406 | 29/03/2024 | To approve buy-back in the Company | Yes |
| 7. | SH-8 | 07/03/2024 | AA7210516 | 30/03/2024 | Letter of offer | Yes |
| 8. | SH-9 | 07/03/2024 | AA7210490 | 30/03/2024 | Declaration of solvency | Yes |
| 9. | AOC-4 CSR | 31/03/2024 | F95930657 | 04/06/2024 | CSR Report | No |

**For SHWETA JAIN & Co.**
**Practicing Company Secretaries**

SHWETA JAIN

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**SHWETA JAIN**
**(Proprietor)**
ACS NO. 35093
CP No.26575
ICSI UDIN: A035093F002501469

ICSI PR No. 4552/2023
Date: 21/11/2024
Place: Thane

***Office: B 403 JP North Celeste Mira Road Thane-401107***
***Email: cs.shwetajain.sj@gmail.com***
***Phone:8208637082***
***Firm Unique Code: S2023MH921000***