

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, 2025.

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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Company Secretaries

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 12th April, 2024, 12th July, 2024, 6th September, 2024, 14th September, 2024, 15th November, 2024 and 21st February, 2025 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 10th May 2024, 22nd July 2024, 14th November 2024 and 3rd March 2025 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 26th April, 2024, 23rd July, 2024, 21st October, 2024 and 10th January 2025

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Company Secretaries

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 **32nd Annual General Meeting** of members of company was held on 27th September, 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.

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. The Company had issued letter of offer on 7th March,2024 and completed the buy-back process including extinguishment of shares on 12th April,2024 and no issue or allotment or transfer or transmission or alteration/securities and hence there were no security certificates does not arise. It has obtained ISIN and completed dematerialisation of shares.
 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 2023-2024 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 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.

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Company Secretaries

13. The company has duly re-appointed its statutory auditor **M/s AGGARWAL SANJAY & ASSOCIATES (Firm Registration Number 014965N)** at the Annual General Meeting held on 27th September, 2024 in accordance with Section 139 of the Companies Act, 2013. The Auditor has provided consent to continue in office and confirmed compliance with Section 141 (including eligibility, disqualification checks, and limits under Section 141(3)(g)). The requirement related to filing of ADT-1 has been duly complied with.

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. That the Company has complied with the applicable provisions of the Companies Act, 2013 in respect of its borrowings, one modification of charge during the year, and the investments made during the year, and all the requisite filings and records in this regard have been duly completed and maintained as disclosed by the Management.

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.

Disclaimer

- The aforesaid certificate is issued based on the information and according to the random examinations of the documents carried out by us and explanations furnished to us by the company, its officers and agents while providing our aforesaid certificate.
- The above certificate is not a Secretarial Audit
- All the records after examinations have been delivered to the company/its representative and we do not possess any original records as per our standard practice.

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- Maintenance of the Records are the responsibility of Company.

For SHWETA JAIN & Co.
Practicing Company Secretaries

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by SHWETA JAIN
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SHWETA JAIN
(Proprietor)
ACS NO. 35093
CP No.26575
ICSI UDIN: A035093G002316944

ICSI PR No. 7288/2025
Date: 10/12/2025
Place: Thane

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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.	AOC-4 CSR	31/03/2023	F95930657	04/06/2024	Reporting on CSR	No
2.	DPT-3	31/03/2024	AA8564432	26/06/2024	Return of Deposits (Exempted)	Yes
3.	ADT-1	27/09/2024	N04279972	19/10/2024	Reappointment of Auditor	Yes
4.	AOC-4XBRL	27/09/2024	N06269757	24/10/2024	Filing of financial statements and other documents in XML Format	Yes
5.	MGT-7	27/09/2024	N19353929	25/11/2024	Annual Return	Yes
6.	SH-11	08/04/2024	AA800810	20/05/2024	Return in respect of buy-back of securities	No
7.	CHG-1	26/09/2024	AB1759739	16/11/2024	Modification of Charge	No
8.	AOC-4 CSR	31/03/2024	N24902603	21/12/2024	Reporting on CSR	Yes

For SHWETA JAIN & Co.
Practicing Company Secretaries

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