

**DRAFT 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/~~We~~ have examined the registers, records and books and papers of **ROYAL WESTERN INDIA TURF CLUB, LIMITED (the Club) (having CIN: U91990MH1925PLC001182)** as required to be maintained under the Companies Act, 2013 (the Act) and the rules made there under for the financial year ended on 31<sup>st</sup> March, 2024. In my/~~our~~ opinion and to the best of my information and according to the examinations carried out by me/~~us~~ and explanations furnished to me/~~us~~ by the Club, its officers and agents, I/~~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 Club has generally 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 therefore;
  3. filing of forms and returns as stated in the annual return and further the Club has filed the below mentioned forms, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time;

<b>Sr. No.</b>	<b>Forms</b>	<b>Purpose</b>	<b>Date of filing</b>
1.	Form MGT-14	Filing of all resolutions passed at EOGM held on 28/03/2023 through VC/OAVM	17/04/2023
2.	Form MGT-14 & INC 34	Filing of Resolution passed u/s 14(1) for Alteration of Articles of Association of Club at EOGM held on 28/03/2023.	18/04/2023
3.	Form MGT-14 & INC 34	Filing of Resolution passed u/s 14(1) for Alteration of Articles of Association of Club at EOGM held on 28/03/2023.	18/04/2023
4.	Form MGT-14 & INC 34	Filing of Resolution passed u/s 14(1) for Alteration of Articles of Association of Club at EOGM held on 28/03/2023.	18/04/2023
5.	Form MGT-14	Filing of Resolutions passed u/s 179(3) for Approval of Accounts and Directors Report by the Board.	14/08/2023
6.	Form MGT-14	Filing of Resolutions passed u/s 179(3) i.e Power of Board Exercised.	23/08/2023
7.	Form DPT-3	Pursuant to Rule 16 of the Companies (Acceptance of Deposit) Rules, 2019 – Annual Return.	23/09/2023

8.	Form MGT-14	Filing of all resolutions passed at AGM held on 21/09/2023 through VC/OAVM	10/10/2023
9.	Form MGT-14 & INC 34	Filing of Resolution passed u/s 14(1) for Alteration of Articles of Association of Club at AGM held on 21/09/2023	10/10/2023
10.	Form MGT-14 & INC 34	Filing of Resolution passed u/s 14(1) for Alteration of Articles of Association of Club at AGM held on 21/09/2023.	10/10/2023
11.	Form AOC-4	Filing of Annual Accounts For the Financial year ended as on March 31, 2023.	12/10/2023
12.	Form MGT-7	Annual Return for the Financial year ended as on March 31, 2023.	26/10/2023
13.	Form MGT-14	Filing of all resolutions passed at EOGM held on 30/01/2024 through VC/OAVM	12/02/2024

4. calling/convening/holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the Club 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 generally recorded in the Minutes Book/registers maintained for the purpose and the same have been signed;
5. closure of Register of Members/Security holders, as the case may be; - **Not Applicable**
6. advances / loans to its directors and/or persons or firms or companies referred in section 185 of the Act; - **During the Year, Not Applicable**
7. Contracts/arrangements with related parties as specified in section 188 of the Act were on an arm's length basis and in ordinary course of business. -**During the Year, Not Applicable**
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 applicable instances; - **Not Applicable**
9. keeping in abeyance the rights to dividend, rights shares and bonus share spending registration of transfer of shares in compliance with the provisions of the Act; - **Not Applicable**
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; - **Not Applicable**
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;
12. constitution/ appointment/ re-appointments/ retirement/~~filling up casual vacancies~~/disclosures of the Directors, ~~Key Managerial Personnel~~ and the remuneration paid to them;
13. ~~appointment/~~ re-appointment/~~filling up casual vacancies~~ of auditors as per the provisions of section 139 of the Act;

14. approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities applicable as under the various provisions of the Act;
15. acceptance/renewal/repayment of deposits; - **During the Year, Not Applicable**
16. borrowings from its directors, members, public financial institutions, banks and others and creation/modification/satisfaction of charges in that respect, whenever applicable; - **During the Year, Not Applicable**
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; - based on Report of the Committee, the Club had invested surplus fund with Mutual Funds. The investments are within the limits prescribed as per Section 186 of the Companies Act, 2013.
18. Alteration of the provisions of the ~~Memorandum and/or~~ Articles of Association of the Club;

**For Kaushik M. Jhaveri & Co.**

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**Kaushik M. Jhaveri & Co.,  
Practising Company Secretary  
Mem. No.: F4254  
CP.No.: 2592  
UDIN:  
Date:  
Place: Mumbai**