

NILESH A. PRADHAN & CO.

Nilesh A. Pradhan.

B. COM., F.C.S.

Practicing Company Secretary

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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 have examined the registers, records and books and papers of **ATISHAY LIMITED (Formerly known as Atishay Infotech Limited)** (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made there under for the financial year ended on 31st March, 2018. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I 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 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. The Company has filed the applicable forms and returns with the Registrar of Companies within time except in one case. The Company has not filed any forms and returns with the Central Government during the financial year under consideration.

4. The Company has complied with the provisions of calling/ convening/ holding meetings of Board of Directors and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, notices were given. No circular resolution was passed. The Minutes Book was maintained and signed.

5. The Company has closed its Register of Members from 13th July, 2017 to 19th July, 2017 during the financial year under consideration.

6. The Company has not provided any advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act.



7. The Company has complied with the necessary provisions with respect to contracts/arrangements with related parties as specified in Section 188 of the Act during the financial year under consideration.

8. The Company has complied with the provisions of transfer/transmission of securities during the financial year under consideration. There was no allotment of shares during the financial year under consideration. There was no buy-back of the securities during the financial year under consideration. There was no redemption of preference shares /debentures during the financial year under consideration. There was no alteration/reduction of share during the financial year under consideration.

9. As explained to me and based on the information provided to me, the provisions regarding keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares were not applicable to the Company.

10. The Company has declared Dividend during the financial year under consideration. The provisions related to transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund were not applicable to the Company.

11. The financial statements for the year ended 31st March, 2017 were signed as per the provisions of the Companies Act, 2013. The provisions of sub - sections (3), (4) and (5) of Section 134 of the Act were followed for drafting the Board's Report for the year ended 31st March, 2017.

12. The Board of Directors was duly constituted. There was no appointment and resignation of Directors during the year. The Company has received disclosures from all the Directors. The Company has complied with the relevant provisions of the Companies Act, 2013 with respect to remuneration to Directors.

13. The appointment of auditors was undertaken as per the provisions of Section 139 of the Act.

14. The Company was not required to obtain any approval from the Central Government, Tribunal, Court or such other authorities under the various provisions of the Act.

15. The Company has not accepted/ renewed/ repaid any deposits during the financial year under consideration.

16. The Company has complied with relevant provisions with respect to borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable.

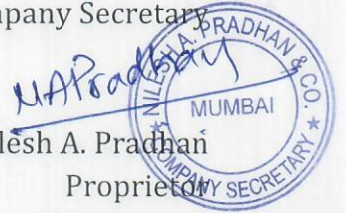


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17. The Company has not made any loans and investments or given guarantees or provided securities to other bodies corporate or persons falling under the provisions of section 186 of the Act.

18. There was no alteration in the provisions of Memorandum of Association and Articles of Association during the financial year under consideration.

For Nilesh A. Pradhan & Co.
Practicing Company Secretary


Nilesh A. Pradhan
Proprietor

CP No: 3659

FCS No.:5445

Date:

Place: Mumbai