



**Form No. 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 **Bharuch Dahej Railway Company Limited, CIN-U45203DL2006PLC155511** ("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 **31<sup>st</sup> March, 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.
- B.** during the aforesaid financial year, the Company has 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 there for;
  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 the prescribed time - **As on the date of this report, except one e-form DIR-12, the Company has complied with the filing of forms and returns as stated in the Annual Return.**
  4. calling/ convening/ holding meetings of Board of Directors and its committees 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 Minutes Book/Registers maintained for the purpose and the same have been signed;
  5. closure of Register of Members - **The Company was not required to close the Register of Members / Security Holders during the Financial Year.**
  6. advances/loans to its directors and/ or person or firm or companies referred in section 185 of the Act - **There were no such transactions under section 185 of the Act;**

7. contracts/arrangements with related parties as specified in section 188 of the Act – **All arrangements/ transactions entered by the Company with its related parties during the year were in the ordinary course of business and on an arm's Length basis. The Company has not entered any other arrangement / transaction with related parties which could be considered material. However, the names of related parties and transactions with them have been included in Note No. 42 of the financial statements as per Ind AS-24.**
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 - **There were no such instances falling during the Year.**
9. keeping in abeyance the rights to dividend, right shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act;
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 - **There were no unclaimed Dividend, which was liable to be transferred to Investor Education and Protection Fund during the year.**
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 – **The status of the Company being a Public Company, the company was required to comply with the provisions of Section 203 (4) relating to appointment of a Key Managerial Personnel within a period of 6-months from the date of such vacancy but the Company has appointed Chief Financial Officer, a Key Managerial Personnel beyond the period of six- months. Further, the casual vacancy in the office of Company Secretary, lying vacant since 19th February 2025, has not been filled up till the date of this report.**
13. appointment/ reappointment/ 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 under the various provisions of the Act - **No approvals were required to be taken during the year.**
15. acceptance/ renewal/ repayment of deposits - **No deposits were accepted / renewed/ repaid during the year.**



16. borrowings from its directors, members, public financial institutions banks and others and creation/ modification/ satisfaction of charges in that respect;
17. loans and investments or guarantee given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act; **The Company has not given any loans / guarantees or provided securities / made investment in other bodies corporate or persons falling under the provisions of section 186 of the Act, therefore this clause is not applicable on the Company.**
18. alteration of the provisions of the Memorandum and/ or Articles of Association of the Company - **The company has not altered its Memorandum and Articles of Association during the Financial Year.**

**For A. ANAND & CO.  
Company Secretary in Practice**

  
**(CS Anil Anand)  
Proprietor**

**CoP No: 11295**

**Peer Review No: 2719/2022**

**UDIN: F012153G001735127**

**Place: New Delhi**

**Date: 03-November-2025**

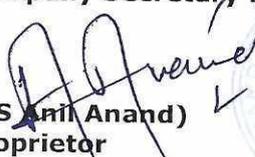
**NOTE:** This Certificate is to be read with our letter of even date, which is Annexed as "Annexure-A" to Form MGT-8 and forms integral part of this Certificate

**The Board of Directors,**  
Bharuch Dahej Railway  
Company  
**New Delhi-110 001**

Our Certificate on the Annual Return (Form MGT-8) of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our examination.
2. We have followed the examination practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial Records. The verification was done on random test basis to ensure that correct facts are reflected in Annual Return (MGT-7). We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. The compliance of the provisions of the Companies Act, 2013 and rules made there under is the responsibility of the management. Our examination was limited to the verifications of procedures on the random test basis.

**For A. ANAND & CO.**  
**Company Secretary in Practice**

  
**(CS Anil Anand)**  
**Proprietor**  
**CoP No: 11295**  
**Peer Review No: 2719/2022**



**Place: New Delhi**  
**Date: 03-November-2025**