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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 **ProConnect Supply Chain Solutions Limited** (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on 31.03.2021. 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, and wherever applicable, 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 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 thereof;
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/beyond the prescribed time; *except filing of delay in filing of three forms as mentioned in Annexure I*



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;
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;
7. contracts/arrangements with related parties as specified in section 188 of the Act;
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 all instances; - Not applicable
9. keeping in abeyance the rights to dividend, rights shares and bonus shares pending 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/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act; - Not applicable

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;

Pursuant to the Order of Regional Director dated 20 January 2021, Chennai, Auroma Logistics Private Limited (ALPL), an erstwhile wholly-owned subsidiary, was merged with the Company with an appointed date of 1 April 2020. Consequently, there is a need to reconstitute the Board to include a Woman Director in compliance with the Companies Act, 2013

15. acceptance/ renewal/ repayment of deposits - Not applicable

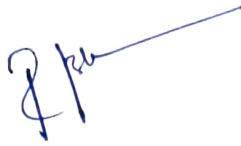
16. Borrowings from its Directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;

The Company could not meet a few of the loan covenants associated with term loans availed from HDFC Bank. The Company is in the process of obtaining the waiver from the bank. The management believes that the risk of covenant being breached in future is low. Since these covenants are breached as at 31 March 2021, Statutory Auditors has classified these terms loans are classified as current borrowings.

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 ;



18. alteration of the provisions of the Memorandum and/ or Articles of Association
of the Company - Not applicable



Signature:

Name of Company Secretary in practice: R. Bhuvana

C.P. No. : 8161

Place: Chennai

Date: 07.10.2021

UDIN : F010575C001113151

ANNEXURE I

Delay in filing of forms:

SNO	FORM NO	Date of Filing
1	INC-22	08/01/2021
2	INC-28	17/03/2021
3	MGT 14	03/04/2021



LIST OF SHAREHOLDERS OF THE COMPANY AS ON MARCH 31, 2021

S.No	Name and Address of the Shareholder	Number of Shares held	Face value of shares held [Rs.]	Percentage of shareholding [%]
1	Redington (India) Limited Mr. M. Muthukumarasamy Centre Point, Plot No. 11 (SP) Thiru. Vi. Ka. Industrial Estate, Guindy, Chennai - 600 032.	90,81,459	10	100.00
2	Mr. P S Jaya Prakash* Royal Court, G2, No.3, Raghavendra Salai, Chitlapakkam, Chennai – 600 060.	1	10	0
3	Mr. S. Srinivasan* Old NO. 13, New No. 2, 3 rd Street, B.V. Nagar, Opp. DGQAE Complex, Nanganallur, Chennai- 600 114.	1	10	0
4	Mr. K. Lakshmi Narayanan* Plot No. 74, II Cross Street, Chandran Nagar , Chrompet Chennai – 600 044.	1	10	0
5	Mr. S. Krishna Moorthy* Old No. 24, New No. 42 Mundhi Vinayagar Flats, Flat A2, First Floor, Hasthinapuram Main Road, Nehru Nagar, Chennai – 600 044.	1	10	0
6	Mr. K.S. Raghu* No. FI, Shanmuga Castle, Thiruvengadam Street, Saligramam, Chennai- 600 093.	1	10	0

7	Mr. M B Krishnan* Flat No.3, Plot 8, Rhythm Arcade, Alagiri Nagar East Street, Vadapalani, Chennai – 600026	1	10	0
	TOTAL	90,81,465	100.00	

*Beneficial interest in shares is held with Redington (India) Limited, the holding Company.

For and on behalf of the Board of Directors

E.H. Kasturi Rangan
Chairman
DIN: 01814089

UDIN	Membership Name/No.	Document Type	UDIN Creation Date	Date Of Signing	Financial Year Select Year 	Client Name	CIN/PAN/Aadhar Number	Modified Date
F010575C001122631	RAMAN BHUVANA/F10575	Certification of Annual Return in Form MGT-7 under Section 92(1) of Companies Act, 2013	08/10/2021 02:14:15	08/10/2021	2021-22	PROCONNECT SUPPLY CHAIN SOLUTIONS LIMITED	U63030TN2012PLC087458	