

COMPANY SECRETARIES

PUNE OFFICE :

FLAT NO. A-103, REYA, ABOVE LG SHOWROOM, OPP. PU. LA. DESHPANDE GARDEN, PUNE - 411 030

PHONE: +91-7420071553, E-MAIL: ADMIN@MEHTA-MEHTA.IN, VISIT US: WWW.MEHTA-MEHTA.COM

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

We have examined the registers, records and books and papers of **Indigo Paints 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 31st 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 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 the prescribed time; *Except for form MGT-6 (Return to Registrar in respect of declaration received by the Company under section 89).*
 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 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;
 6. advances/loans to its Directors and/or persons or firms or companies referred in section 185 of the Act **(During the year under review not applicable to the Company);**
 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 during the year under review;
During the year under review Company has allotted 13720 shares under the Indigo Paints Employee Stock Option Scheme, 2019.
 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 **(During the year under review not applicable to the Company);**
 10. declaration/ payment of dividend; ~~transfer of unpaid/ unclaimed dividend/ other amounts as applicable~~

REGISTERED OFFICE: 201-206, SHIV SMRITI CHAMBERS, 2ND FLOOR, 49A, DR. ANNIE BESANT ROAD, ABOVE CORPORATION BANK, WORLI, MUMBAI – 400018.

- to the Investor Education and Protection Fund in accordance with section 125 of the Act;
11. *During the year under review, the Company declared a final dividend of INR 3.50 per share at its Annual General Meeting held on 10th August 2024*
 12. 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;
 13. constitution/ appointment/ re-appointments/ ~~retirement/ filling up casual vacancies/~~ resignation/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
During the year under review Company has appointed Mr. Parag Jalan as Non-Executive Non-Independent Director, Mr. Abhay Kumar Pandey as Independent Director and Re-appointed Mr. Pravin Kumar Tripathi and Mr. Sunil Goyal as Independent Director. Further, Mrs. Anita Jalan and Ms. Sakshi Chopra resigned as Executive Director and Nominee Director respectively. Mrs. Dayeeta Gokhale resigned as Company Secretary.
 14. appointment/ ~~reappointment/ filling up casual vacancies~~ of auditors as per the provisions of section 139 of the Act;
During the period under review Company has appointed Price Waterhouse Chartered Accountants LLP as the Statutory Auditors.
 15. 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;
 16. acceptance/ renewal/ repayment of deposits **(During the year under review not applicable to the Company);**
 17. borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable **(During the year under review not applicable to the Company);**
 18. ~~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;
 19. alteration of the provisions of the Memorandum and/ or Articles of Association of the Company **(During the year under review not applicable to the Company);**

For Mehta and Mehta
Company Secretaries

A Inamdar

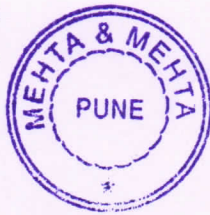
CS Ashwini Inamdar

Partner

FCS: 9409

COP: 11226

UDIN: F009409G001583883



Place: Mumbai

Date: 16/10/2025