

**P ARORA & ASSOCIATES,
COMPANY SECRETARIES
C-501, Pioneer Presidia,
Sector-62, Gurugram, Haryana 122001,**

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, books and papers of **Volvo Auto India Private Limited (CIN: U74140HR2009FTC039243)** (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 2023.

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 complied with applicable provisions of the Act & Rules made there under in respect of:

S. No.	Compliance	Comments/Qualification/Reservation/Remarks
1.	Its status under the Act;	The status of the Company is a Private Company, limited by shares. The Company has complied all the provisions of the Companies Act, 2013, as applicable to a private company during the aforesaid financial year. Further, the Company remained a private company throughout the year under reporting.
2.	Maintenance of registers/records & making entries therein within the time prescribed thereof	The Company has duly maintained all statutory registers and records in a proper manner as required under the Act and all entries therein have been recorded.
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	The Company has duly filed requisite forms and returns as prescribed under the Act and Rules made thereunder with the Registrar of Companies, as required within the prescribed time-limit.

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	<p>authorities within/beyond the prescribed time, the company has duly filed forms and returns with Registrar of Companies, Regional Director, Central Government, the Tribunal, Court, Securities and Exchange Board of India (SEBI) or any other authorities as required under the Act generally within the prescribed time-limit.</p>	
4.	<p>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.</p>	<p>The Company has complied with the provisions of the Act & Rules made thereunder in respect of calling, convening and holding of the meetings of the board of directors, its committees and the meetings of the members of the Company and the same were held on within due dates as stated in the Annual Return in respect of which proper notices were given, proceedings have been properly recorded in the minutes books/registers maintained for the purpose and the same have been duly signed including resolution by circulation during the year.</p> <p>Further, the Company was not required to pass any resolution by postal ballot.</p>
5.	<p>Closure of Register of Members / Security holders, as the case may be</p>	<p>The Company has closed its Register of Members on 23rd June, 2022 for declaring the interim dividend to the shareholder of the Company.</p>



6.	Advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act.	The Company has not given any such loans and advances during the financial year under review as referred in section 185 of the Act.
7.	Contracts/arrangements with related parties as specified in section 188 of the Act	All the transactions were in the ordinary course of business and on arm's length basis as specified in the provisions of Section 188 of the Act. The Company is in compliance with the provisions of 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.	The Company has not issued or allotted or bought back securities/ redeemed preference shares or debentures/ altered or reduce share capital/ converted shares or securities during the financial year under review, however there was transferred of 1 (one) Equity Share from Volvo Cars NSC Holding AB to Volvo Car Australia Holding AB and the same was approved by the Board of Directors in their meeting held on 23 rd March, 2023.
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	There was no transaction necessitating keeping in abeyance the right to dividend, right shares and bonus shares pending registration of shares and hence no comment is invited in respect of the same.
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.	During the financial year, the Company has declared an Interim Dividend of INR 375/- per equity share amounting to INR 1,50,00,00,000/- on the paid-up equity capital of 4,00,00,000 divided into 40,00,000 equity shares of Rs. 10/- each on June 23 rd , 2022. However, there was no unpaid/ unclaimed dividend/ other amount required to be transferred to the Investor Education and Protection Fund.



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,	The audited financial statement for the financial year ending on 31.03.2023 were duly signed as per the provisions of section 134 of the Act and the report of directors is as per sub-section (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	<p>The composition of board of directors is in accordance with provisions of law.</p> <p>During the year under review, Ms. Yanhang Hu (DIN:07900195) had resigned from the directorship w.e.f. 3rd February 2023 and Ms. Pernilla Heidenvall (DIN: 10082599) was appointed as an Additional Director effective 23rd March, 2023.</p> <p>The Company has complied with the disclosure of Director's interest. The provisions of Section 197 with respect to remuneration of Key Managerial Personnel are not applicable.</p>
13.	Appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act.	The Company had appointed M/s. Deloitte Haskins & Sells, Chartered Accountant, as their Statutory Auditors in the annual general meeting held on 30 th September, 2019 for a term of five years as per the provisions of the Companies Act 2013. There was no casual vacancy of the Auditor during the period under review.
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;	The Company has taken necessary approvals wherever required under the various provisions of the Act during the financial year under review.
15.	Acceptance/ renewal/ repayment of deposits;	In my opinion and according to the information given, the Company has not invited or



		accepted or renewed or repaid any deposits falling within the preview of the Act.
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 during the year has not borrowed any funds from its directors, members, public financial institutions, banks and others. Further, no charge was created, modified and satisfied during the year.
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	During the financial year under review, there was no loan, investment, guarantee given by the Company or provided any security to any other body corporate or person falling under the provisions of section 186 the Act.
18.	Alteration of the provisions of the Memorandum and/ or Articles of Association of the Company	According to the information given, during the financial year under review, the Company has not altered its Memorandum or Articles of Association.

Preeti



Name of Company Secretary in practice: Preeti Arora

C.P. No.- 20971

UDIN: A019670E001742259

Place: Gurugram

Date: 08.11.2023