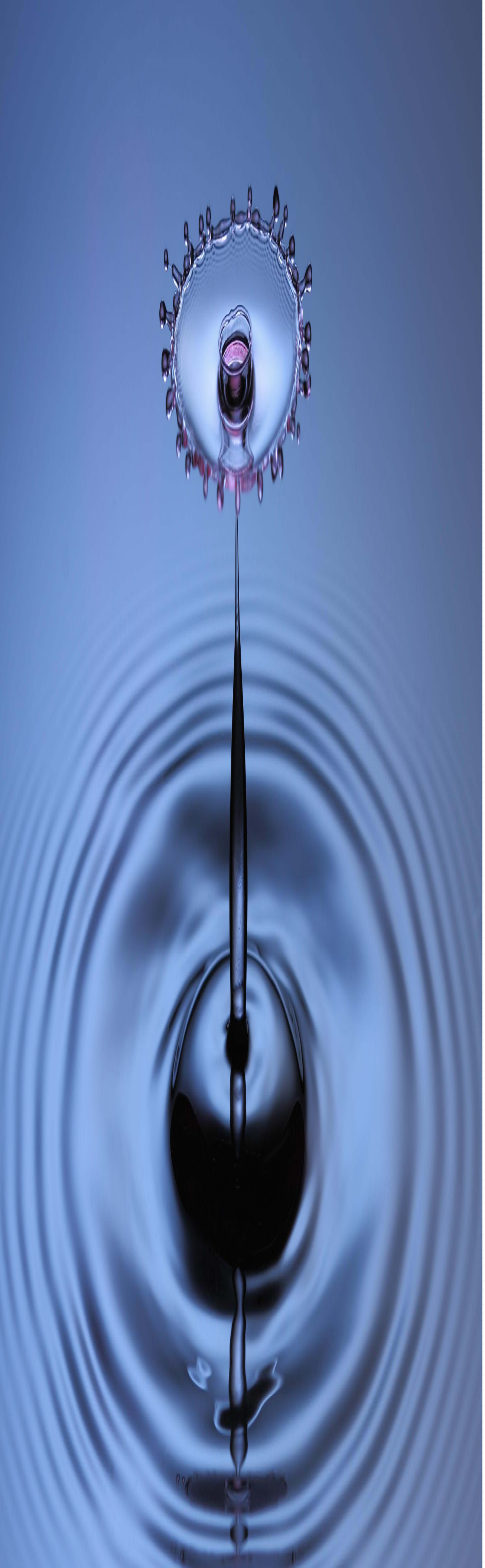
CHECKLIST FOR SECRETARIAL AUDIT

01.04.2015 TO 31.03.2016

DISCLAIMER :

This publication does not constitute professional advice. The information in this publication has been obtained or derived from sources believed by Milind Nirkhe & Associates, Company Secretaries to be reliable but Milind Nirkhe & Associates, Company Secretaries does not represent that this information is accurate or complete. Any opinions or estimates contained in this publication represent the judgment of Milind Nirkhe & Associates, Company Secretaries at this time and are subject to change without notice. Readers of this publication are advised to seek their own professional advice before taking any course of action or decision, for which they are entirely responsible, based on the contents of this publication. Milind Nirkhe & Associates, Company Secretaries neither accepts or assumes any responsibility or liability to any reader of this publication in respect of the information contained within it or for any decisions readers may take or decide not to or fail to take.

Note: This checklist is prepared in compliance with Section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014 and with specific reference to Form MR-3 i.e Secretarial Audit Report.

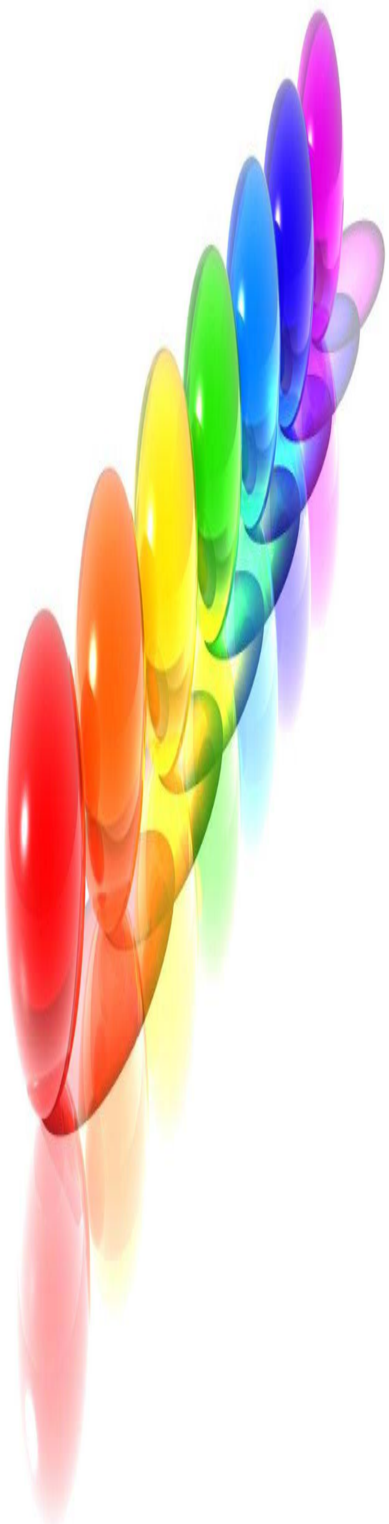


CONTENTS

Meetings : Board Meetings, Committee Meetings ,Meeting of Independent Directors., General Meetings
Statutory Registers (Compulsory, Event based & Optional)
Board Composition & Changes among them.
Audits – (Statutory, Internal, Cost & Secretarial)
Related Party Transactions, Unsecured Loans/Deposits Accepted, Investments Made, Loans Given Guarantees Given, Securities Provided & Borrowings Made.
Compliance with Laws applicable to Branch Office Local/Overseas
Annual Filing & Event Based Filing with ROC/MCA
Specific Laws applicable to the Company & Records maintained there under.
Compliance of the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996.
Compliance of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
Compliance of the Securities and Exchange Board of India ([Prohibition of Insider Trading) Regulations, 1992 (01.04.2015 to 14.05.2015)
Compliance of the Securities and Exchange Board of India ([Prohibition of Insider Trading) Regulations, 2015 (15.05.2015 to 31.03.2016)
Compliance of Listing Agreement (01.04.2015 to 30.11.2015)
Compliance of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (w.e.f 01.12.2015 upto 31.03.2016)
Compliance of the Foreign Exchange Management Act, 1999 (w.r.t FDI,ECB & ODI)
Disclosures on a functional website (The Act & LODR)
Policies (The Act, Listing Agreement & LODR)

COMPLIANCE OF THE COMPANIES ACT, 2013 READ WITH RULES AND SS1 & SS2 ISSUED BY THE ICSI

MEETINGS



BOARD MEETINGS **: In Person or Through Electronic Mode**
COMMITTEE MEETINGS : In Person or Through Electronic Mode
Audit Committee
Nomination and Remuneration Committee
Stakeholders Relationship Committee
CSR Committee
Internal Complaint Committee
Any other additional committee constituted by the Company
MEETING OF INDEPENDENT DIRECTOR: In Person or Through Electronic Mode
GENERAL MEETING :
Annual General Meeting
Extra Ordinary General Meeting
CIRCULAR RESOLUTION

Documents for Board & Committee Meetings, Meeting Of Independent Director :

- Notice
- Agenda
- Notes to Agenda
- Attendance Register
- Proofs & mode of Dispatch and Receipts of Notice, agenda, notes to agenda , draft Minutes, Comments on Draft Minutes circulated ,General consent of UPSI(Unpublished Price Sensitive Information) if any at shorter notice.
- Signed copies of Minutes for verification.
- If Meeting through video conferencing (VC) proof of granted specific permission by Chairman restricted items.
- approval of the annual financial statement,
- Board's report,
- prospectus
- matters relating to amalgamation,
- merger & demerger,
- acquisition and takeover
- Meetings of the Audit Committee for consideration of annual financial statement including consolidated financial statement)

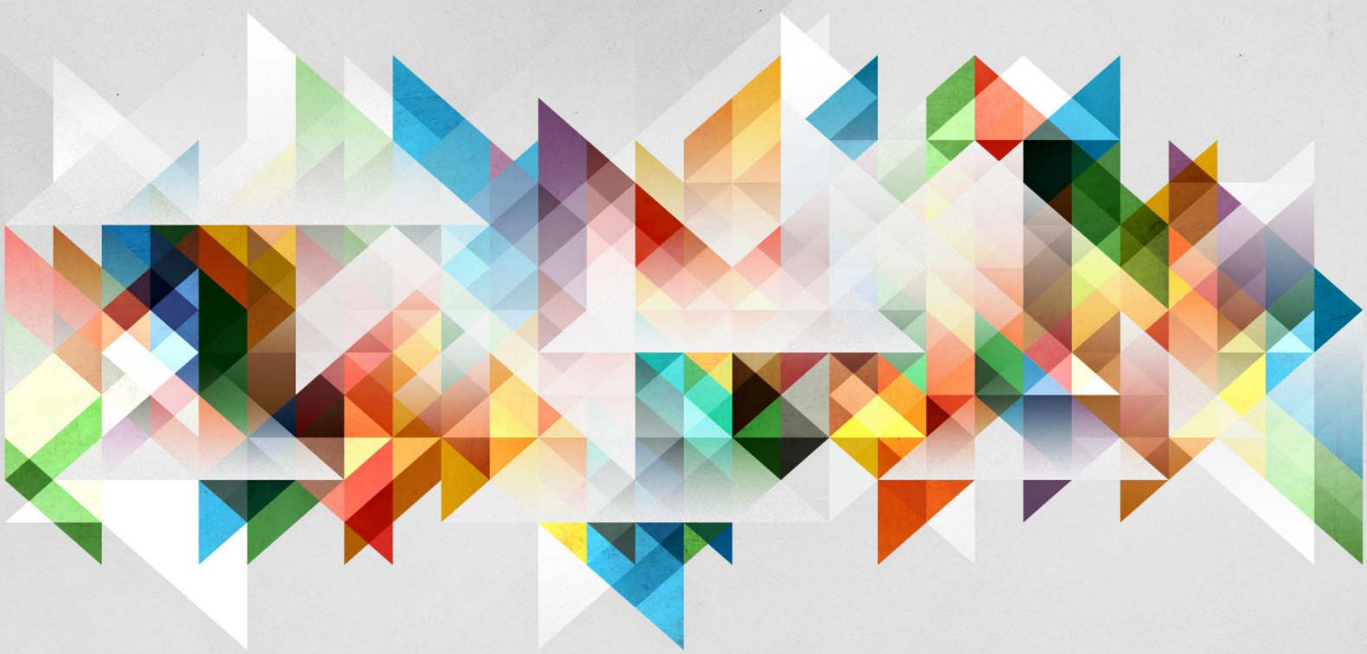
Document for General Meeting :

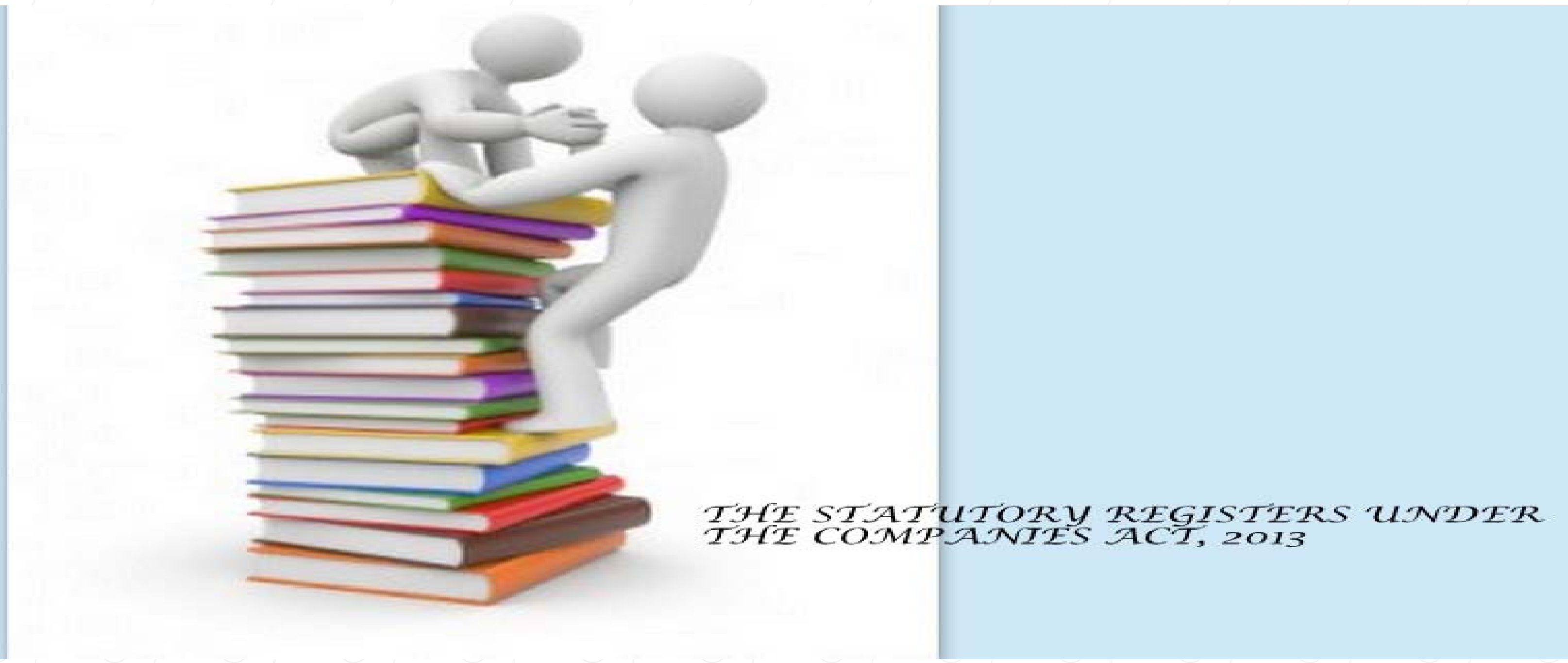
- Notice
- Agenda
- Notes to Agenda
- Attendance Register
- Proofs & mode of Dispatch and Receipts of Notice, agenda, notes to agenda , draft Minutes, Consent of 95% members for issuance of shorter notice if any.
- Signed copies of Minutes for verification.
- Ordinary/General Resolutions & Explanatory Statements Passed at Meeting.
- Scrutinizers report
- Proxy form & Register

Documents Required for Circular Resolution.

Proof of sending and delivery of the draft of the Resolution and the necessary papers.

Voting chart of assent or dissent of signing the Circular Resolution either by e-mail or any other electronic means duly signed by the Directors





THE STATUTORY REGISTERS UNDER THE COMPANIES ACT , 2013

Statutory Registers (duly signed wherever required) mandatorily or optionally as maintained by the Company as per the below mentioned List:

Mandatory Registers/ Event Based Registers	Optional Registers
Register of Members & Foreign Register	Register for payment of Dividend
Register of Charges	Register for Fixed Assets along with the locations of the assets
Register of contracts in which directors and KMP are interested	Register of Investments, Loans, Guarantee and Securities provided by the company
Register of issue of duplicate share certificates	Details Regarding Office of Place of Profit, if any
Register of Debenture-holders	Register for declaration of interest in the shares held by another person who is not a beneficial owner
Register Of Shares Or Other Securities Bought-Back	Register for unpaid/unclaimed Dividend
Register of Employee Stock Options	Common Seal Register
Register Of Investments Not Held In Its Own Name	Register of Disclosure of Interest by the Directors
Register of Investments, Loans, Guarantee and Securities provided by the company	
Register Of Directors & KMP	
Register Of Sweat Equity Shares	

BOARD COMPOSITION & CHANGES AMONG THEM

- Board composition of Executive/Non-executive and Independent Directors & Women Director.
- Signed Form MBP-1 & Form DIR-8, Declaration by Independent Directors.
- Documents for tenure of Executive/Non-executive and Independent Directors.
- Resolutions & Appointment Letters for Remuneration to MD/WTD (if more than 1) & Remuneration to other directors i.e. Non-executive and Independent directors.
- Appointing or removing KMP

AUDIT

STATUTORY AUDIT:	INTERNAL AUDIT:	COST AUDIT :	SECRETARIAL AUDIT:
❖ Signed copy of Reports & Financial Statements (standalone , consolidated) ❖ Signed copy of audited accounts of subsidiary or subsidiaries if any. ❖ Eligible Certificate & Consent Letter. ❖ Peer Review Certificate of auditor issued by Peer Review Board of The Institute of Chartered Accountants of India(ICAI)	❖ Interim/ Final Internal Audit Report submitted by Internal Auditor of the Company.	❖Eligible Certificate & Consent Letter. ❖For applicability of the Cost Audit kindly refer annexure attached.	❖ A copy of Management Representation Letter issued by the Company to Secretarial Auditor.

RELATED PARTY TRANSACTIONS ,UNSECURED LOANS/DEPOSITS ACCEPTED,INVESTMENTS MADE,LOANS GIVEN,GURANTEES GIVEN SECURITIES PROVIDED & BORROWINGS MADE

- Details Regarding Office of Place of Profit, if any

- Signed Copies of contracts/ arrangement made between the Company and any of the related parties

- Details of Remuneration to KMP, Directors as per Income tax Act.1961 Commission, Bonus paid to them for the Financial Year, 2015-2016, if any.

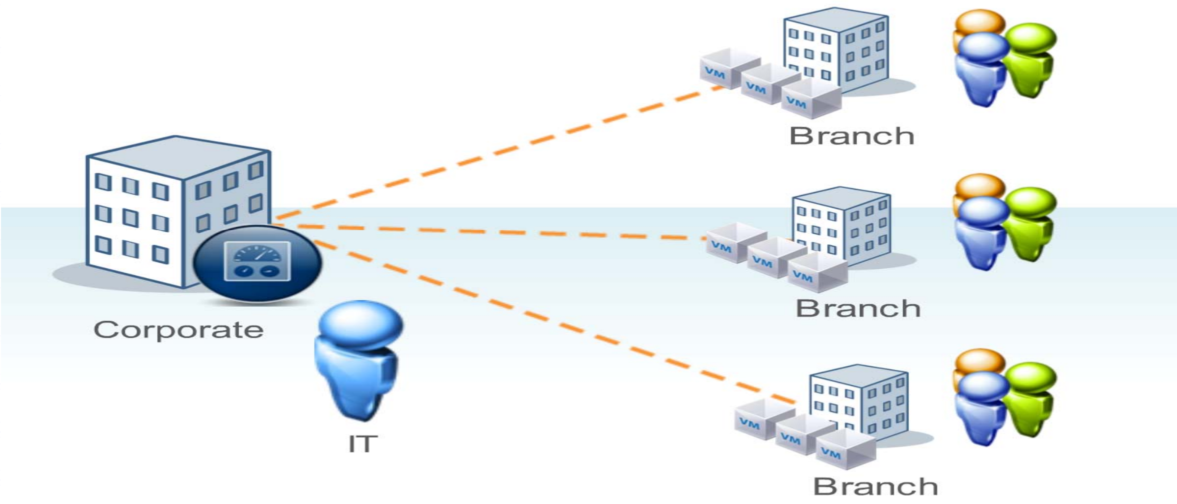
- Declaration given by the Director from whom the loan is taken that the money is not given out of funds acquired by him by borrowing or accepting loans or deposits from others.

- Confirmation of whether the transaction is at “arm’s length transaction” and or at ordinary course of business

- Confirmation of No defaults for Unsecured Loans/Deposits is pending.

- Details of Unsecured Loans/Deposits accepted, repaid, and outstanding as on 31.03.2016.

- Details of Loans given, Investments made, Guarantees given and Securities provided.



COMPLIANCE WITH LAWS APPLICABLE TO BRANCH OFFICE LOCAL /OVERSEAS

- Certificate from the Local Consultant to the effect that the Company has complied with applicable laws of the Land of the Country in which the Branch Office/Liasoning/Representative Office of the Company is situated and if the Branch Office/Liasoning/Representative Office is situated in the Union of India certificate from the Branch Manager.

ANNUAL FILING
&
EVENT BASED
FILING WITH ROC/MCA

ANNUAL FILING FORMS		EVENT BASED FORMS	
Name of the Form	**Purpose**	**Name of the Form**	**Purpose**
Form ADT-1	Information to the Registrar by Company for appointment of Auditor	Form CRA 2	intimation of appointment of cost auditor by the company to Central Government.
Form MGT-15	Form for filing Report on Annual General Meeting	Form CG-1	filing application or documents with Central Government
Form MGT-7	Form for filing annual return by a company	Form INC 23	Application to Regional Director for approval to shift the Registered Office from one state to another state or from jurisdiction of one Registrar to another Registrar within the same State
Form AOC-4 XBRL	Form for filing XBRL document in respect of financial statement and other documents with the Registrar.	Form INC 24	Application for approval of Central Government for change of name
Form AOC -4	Form for filing financial statement and other documents with the Registrar	Form INC 22	Notice of situation or change of situation of registered office
Form AOC-4 (CFS)	Form for filing consolidated financial statements and other documents with the Registrar	Form SH-7	Notice to Registrar of any alteration of share capital
		Form DIR-12	Particulars of appointment of Directors and the key managerial personnel and the changes among them
		Form DIR-11	Notice of resignation of a director to the Registrar
		Form CHG-1 / CHG-4	Application for registration of creation, modification or Satisfaction of charge (other than those related to debentures)
		Form PAS-3	Return of allotment
		Form MGT-14	Filing of Resolutions and agreements to the Registrar
		Form GNL-2	Form for submission of documents with the Registrar
		Form MGT-10	Changes in shareholding position of promoters and top ten shareholders
		Form MR-1	Return of appointment of MD/WTD/Manager

SPECIFIC LAWS APPLICABLE TO THE COMPANY & RECORDS MAINTAINED THERE UNDER

- ❖A copy of any Registration made, or Certificates issued by any competent Authority(ies) under any Specific applicable Act

- ❖ A Copy of all the Records/Registers/Returns required as maintained under other Specific applicable Laws, if any;

- ❖ A copy of all the Monthly/Quarterly/Half Yearly/Annually Returns and Reports filed with the Competent Authority under other Specific Applicable Laws, if any.

COMPLIANCE OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (DEPOSITORIES AND PARTICIPANTS) REGULATIONS, 1996

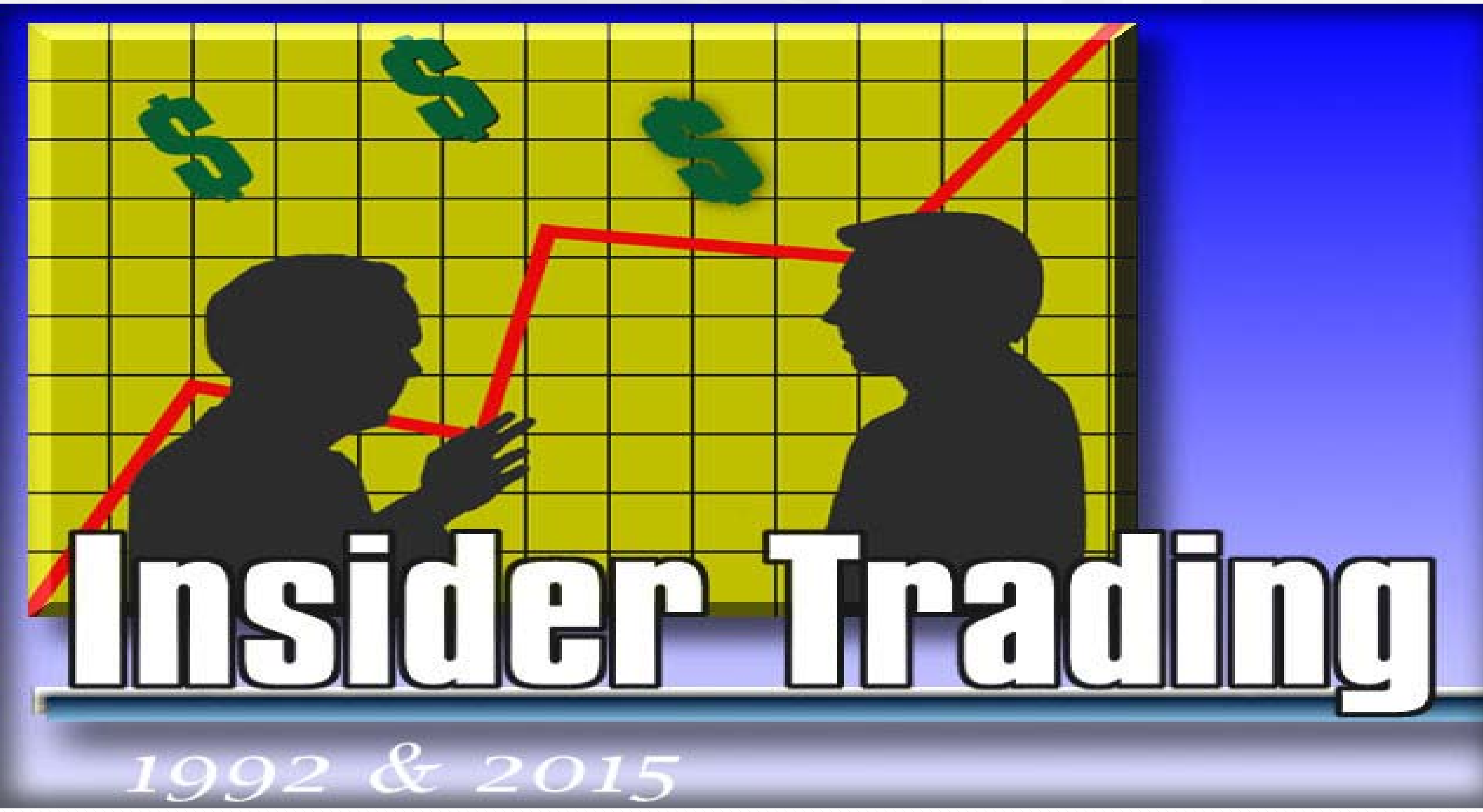
- Acknowledgement copy of the submission of Reconciliation of Share Capital Audit pursuant to 55A of the Securities and Exchange Board of India (Depositories and Participants) Regulation,1996 submitted to SE (Stock Exchange) for all four quarters 31^{st} March, 2015, 30^{th} June,2015, 30^{th} September,2015 31^{st} December,2015.

Compliance of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

ANNUAL DISCLOSURE FOR FINANCIAL YEAR 2014-2015 :

- A copy of an Intimation received by the Company from promoter or promoter group or any other person as mentioned under SEBI (Substantial Acquisition of Shares and Takeovers) Regulation 2011 for transfer/acquisition of Shares.

- Acknowledgement copy of submission to SE (Stock Exchange(s) under Regulation 30(1) and 30(2) of SEBI (Substantial Acquisition and Takeover) Regulation 2011.



COMPLIANCE OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (PROHIBITION OF INSIDER TRADING) REGULATIONS, 1992 & 2015

SEBI (PROHIBITION OF INSIDER TRADING) REGULATION,1992 01.04.2015 to 14.05.2015.	SEBI (PROHIBITION OF INSIDER TRADING) REGULATION,2015 15.05.2015 to 31.03.2016.
❖A copy of a record (list) of designated officers maintained by the Compliance Officer. ❖A copy of Insider Trading Policy including 'code of internal procedures and conduct' and copy of code of corporate disclosures. ❖A copy of Restricted/ Grey List of securities. ❖Copy of application to pre-clear the transaction" from the insider by the Compliance officer. ❖A copy of Chinese Wall policy framed by the Company to prevent the misuse of confidential information the Company. ❖A copy of Periodic Statement of any transactions in Securities. ❖A copy of the Annual Statement of all holding in Securities. ❖A copy of Undertaking obtained by the Compliance Officer from the Insiders. ❖An Acknowledgement copy of Intimation given to the respective Stock Exchange(s) on receipt of disclosures given by the insiders as per the regulations.	❖ A copy of a record (list) of designated officers maintained by the Compliance Officer ❖ A copy of agreement executed by the Company with the insiders for sharing the price Sensitive Information under any obligation. ❖ A copy of trading plan formulated by the Company. ❖ A copy of Code of Conduct Y a copy of code of Fair Disclosure maintained by the Company. ❖ An Acknowledgement copy of notifying the respective SE of formulated trading plan. ❖ A copy of pre clearance certificate issued by the Compliance Officer to the Insiders. ❖ A copy of all the Disclosures received by the Insiders and an Acknowledgement. copy/Courier Receipt of submission/intimation of such disclosure to the respective SE.

COMPLIANCE OF LISTING AGREEMENT (w.e.f 01.04.2015 TO 30.11.2015) & LISTING REGULATION,2015 (w.e.f 01.12.2015 TO 31.03.2016)

LISTING AGREEMENT:

Notice published in Newspaper
(English and Local Language)

General Meeting:

- Notice of Book Closure
- Notice of AGM
- Notice of e-voting

Intimation of Board Meeting Date (Audited/ Unaudited):

- 31st March,2015
- 30th June,2015
- 30th September,2015

Financial Results Publications:

- 31st March,2015
- 30th June,2015
- 30th September,2015
- **Any other publication made by the Company**

QUARTERLY COMPLIANCE 31st March 2015,30th June 2015,30th September 2015.

A copy of Acknowledgement of submission either in physical or virtual mode along with signed annexure's of the ensuing

- Intimation to the SE regarding Board meeting for approving the Financial results
- Corporate Governance Certificate
- Limited Review Report
- Quarterly Shareholding Pattern
- Quarterly Audited/Unaudited Financial Results

HALF YEARLY COMPLIANCE (Clause 47C) A CERTIFICATE FROM A PCS (PRACTICING COMPANY SECRETARY) OF EACH HALF OF THE FINANCIAL YEAR (31.03.2015 & 30.09.2015) :

A copy of Acknowledgement of submission either in physical or virtual mode along with signed annexure thereof.

ANNUAL COMPLIANCE:

Acknowledgement copy of :

- Payment of Annual Listing Fees and Annual custodian Fess for the FY 2015-2016.

- Intimation to the SE with regard to Book Closure/Closure of Transfer Book Dates.

- Submission of six Copies of Annual Accounts along with Notice and Director's Report for the year ended 31st March, 2015.

- Submission of details regarding the voting results of the General Meeting to the respective SE.

LISTING REGULATION (LODR) :

Notice published in Newspaper
(English and Local Language) for 31st December, 2015

- Intimation of date of Board Meeting for approving (audited/Unaudited).
- Financial Results
- Any other publication made by the Company

QUARTERLY COMPLIANCE FOR 31.12.2015

A copy of Acknowledgement of submission either in physical or virtual mode along with signed annexure's of the ensuing

- Corporate Governance Certificate
- Shareholding Pattern
- Audited/Unaudited Financial Results
- Limited Review Report
- Intimation to the SE regarding Board Meeting for approving the Financial Results
- Grievance Redressal Mechanism
- Statement of Deviation or Variation

AN ILLUSTRATIVE OF EVENT BASED COMPLIANCE:

Acknowledgement copy of:

- Listing Agreement to SE pursuant to LODR Regulation,2015.
- Loss of Share Certificates/Issue of the Duplicate Certificates.
- Intimation of appointment of Share Transfer Agent
- In-principle approval prior to issuance of Security.
- Intimation of Board Meeting for Buyback, Voluntarily delisting, alteration in nature of securities etc.
- Disclosure of Price Sensitive Information.
- Shareholding pattern in case of capital Restructuring.
- Draft Scheme of Arrangement.
- Intimation of voting result by Shareholders.
- Seeking the approval for Change in name of the Company.
- Intimation of Record date for declaring dividend and / or cash bonus.
- Annual Information Memorandum.
- Certificate stating that the Company has made timely payment of interests or principal obligations or both in respect of the Non Convertible Debt Securities.
- Comparative Analysis of the Corporate Governance provisions that are applicable in its home country and in the other jurisdictions in which its equity shares are listed.

*** DISCLOSURES OF EVENTS OR INFORMATION: SPECIFIED SECURITIES IN COMPLETE IS GIVEN BY WAY OF ANNEXURE II.**

COMLIANCE OF THE FOREIGN EXCHANGE MANAGEMENT ACT, 1999 (w.r.t FDI, ECB,ODI)

- Acknowledgement copy of Form FC GPRS, FC TRS, ODI to RBI / AD Category I in physical or virtual mode, if any

- A copy of all the Monthly/Quarterly/Half Yearly/Annually Returns and Reports filed with RBI /AD Category I, in physical or in virtual mode if any

DISCLOSURE ON FUNCTIONAL WEBSITE (The Act & LODR)

THE COMPANIES ACT, 2013:

- The address of Registered Office of Company as displayed at its Registered Office and all other offices.
- Notice of Closure of the Register of Members, Debenture Holders or other security holders.
- Notice Of General Meeting.
- Results declared along with the Scrutinizer's Report , in case of Voting held in Electronic mode/Postal ballot at the General Meeting.
- A Statement containing the names, their last known addresses and the unpaid dividend to be paid to each person.
- Contents of CSR Policy.
- Financial Statements and all other documents required to be attached thereto.
- Separate Audited Accounts in respect of each of its Subsidiary.
- Details of establishment of Vigil Mechanism.
- Notice of or Intention for the candidature of a person for the office of a Director.
- Information about Resignation of the Director.
- Notice of Special Resolution with regard to variation in terms of contract or objects in prospectus.

LISTING AGREEMENT/ LODR :

- Quarterly Unaudited /audited financial Results of the company
- Details of its business
- composition of various committees of board of directors
- Email ID of the grievance redresser division/ compliance officer exclusively for the purpose of registering complaints by investors.
- The terms and conditions of appointment of independent director
- The details of familiarization programmes for Independent directors
- The code of conduct for the Board and Senor Management
- The company shall formulate a policy for determining 'material' subsidiaries and such policy
- The Whistle Blower Policy
- policy on dealing with Related Party Transactions
- criteria of making payments to non-executive directors
- Quarterly results and presentations made by the company to analysts
- Corporate Governance Report
- policy for determination of materiality
- shareholding pattern
- financial information including:

  (i) notice of meeting of the board of directors where financial results shall be discussed;
  (ii)financial results, on conclusion of the meeting of the board of directors where the financial results were approved;
  (iii) complete copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report etc;

- details of agreements entered into with the media companies and/or their associates
- schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange
- new name and the old name of the listed entity for a continuous period of one year, from the date of the last name change

POLICIES

(THE ACT, LISTING AGREEMENT & LODR)

- CSR (Corporate Social Responsibility) Policy
- Code of conduct
- Code of Fair Disclosure
- Policy in form of a Scheme for providing Loans to Directors & employees of the Company
- policy for determining ‘material’ subsidiaries
- policy on Sexual Harassment
- Business Policy For Transactions with Related and Other Parties
- Risk policy
- Vigil Mechanism Policy.
- Policy, relating to the Remuneration of the Directors, keys Managerial Personnel and other Employees.
- policy for determination of materiality of events or information
- policy-for-maintenance-and-preservation-of-documents
- policy-on-archivals-of-documents
- Policy on Board diversity
- Familiarisation Programme for Independent Director.
- Terms and Conditions of appointment of the Independent Directors.
- ESOP Policy, if ESOP is provided.
- Prohibition on Insider Trading Policy.
- “Chinese Wall” policy

We have not covered the following points in preparing the checklist for Secretarial Audit: 2015-2016:

- The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under.
- The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

Milind Nirkhe & Associates,

Company Secretaries

OFFICE NO:2,

MAHIM SAMPADA CHS , PLOT NO 53/B,

BHAGAT LANE, MATUNGA(W)

MUMBAI- 400016

Cell No:+ 91 98193 32823   + 91 93222 81001

Tele Fax: 022-2422 1007

milind_nirkhe@yahoo.com

milindsoffice@gmail.com

Website: milindnirkheandassociates.com