

hereunder and also that the Company has proper Board-processes and compliance- mechanism in place of the extent . in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2015 according to the provisions of :

1. The Companies Act 2013(the Act) and the rules made thereunder;
2. The Securities Contracts (Regulation) Act,1956 ('SCRA')and the rules made thereunder;
3. The Depositories Act 1996 and the Regulations and Byelaws framed thereunder;
4. Foreign Exchange Management Act,1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (Not Applicable to the company during the Audit period);
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act 1992('SEBI Act'):-
 - a. The Securities and Exchange Board of India(Substantial Acquisition of Shares and Takeovers) Regulations,2011;
 - b. The Securities and Exchange Board of India(Prohibition of Insider Trading) Regulations, 1992;
 - c. The Securities and exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations.2009 (Not Applicable to the Company during the Audit Period);
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (Not Applicable to the Company during the Audit Period);
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations,2008 (Not Applicable to the Company during the Audit Period);
 - f. The Securities and Exchange Board of India ('Registrations, 1993 regarding the Companies Act and dealing with client;
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not Applicable to the Company during the Audit Period); and
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not Applicable to the Company during the Audit Period);

We have also examined compliance with the applicable clauses of the following:

- a. Secretarial Standards issued by The Institute of Company Secretaries of India (Not Applicable to the Company during the Audit Period).
- b. The Listing Agreements entered into by the Company with Stock Exchanges;

During the period under review the Company has complied with the provisions if the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and details notes on agenda were sent at least

ANNEXURE D

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2015

[Pursuant to section 201(1) of the Companies Act 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules,2014]

To,

The Members of

Moongipa Securities Limited.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Moongipa Securities Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of Moongipa Securities Limited 's books, papers, minute books, forms and returns filled and other records maintained by the Company and also the information provided by the Company , its officers, agents and authorized representatives during the conduct of secretarial audit , we hereby report that in our opinion , the Company has during the audit period covering the financial year ended on 31st March,2015, complied with the statutory provisions listed



MOONGIPA SECURITIES LIMITED

seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decisions are carried through. There is no dissenting view of members to capture and record as part of the minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period there were no instances of :

- a. Public / Right / Preferential issue of shares / debentures / sweat equity.
- b. Redemption / buy- back of securities.

- c. Major decisions taken by the Members in pursuance to Section 180 of the Companies Act,2013.
- d. Merger / amalgamation / reconstruction, etc
- e. Foreign technical collaborations.

For **S. Agarwal & Associates**
Company Secretary

Sanjay Agarwal
Proprietor
C.P. No.: 8989

Place: New Delhi
Date: 30th May 2015