

AKHILESH & ASSOCIATES

(Company Secretaries and Law Firm)

SECRETARIAL AUDIT REPORT

For the financial year ended March 31, 2018

[Pursuant to Section 204, 9(1) of the Companies Act, 2013 and Rule No. 09 of the Companies
(Appointment and Remuneration Personnel) Rules, 2014]

To,

The Member,

SHREE WORSTEX LIMITED

325, IIIrd Floor,

Aggarwal Plaza, Sector- 14

Rohini, New Delhi- 110085

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorised 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 March 31, 2018 complied with the Statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to 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 March 31, 2018 according to the provisions of;

1. The Companies Act, 2013 (the Act) and the rules made there under;
2. The Securities Contracts (Regulation) Act, 1956(SCRA) and the rules made there under;
3. The Depositories Act, 1996 and the Regulations and Bye-law framed hereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment and Overseas Direct Investment;
(Not Applicable)

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csakhileshkumarjha@gmail.com, *Telephone No:* 011-40204448, *Mobile No:* - 9718403891,
7701863822

For AKHILESH & ASSOCIATES


Proprietor

5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India , 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;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines , 1999;(Not Applicable)
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not Applicable)
 - (f) The Securities and Exchange Board of India (Registration to an Issue and Share Transfers Agents) Regulations, 1993;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not Applicable)
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not Applicable)

6. **OTHER LAWS** applicable to the Company;

We have examined the framework, processes and procedures of compliance of laws applicable on the Company in detail. We have examined reports, compliances with respect to applicable laws on test basis

Other Miscellaneous and state laws.

- a) Reserve Bank of India Act, 1934
- b) Income Tax Act, 1961;
- c) Goods and Service Tax Act, 2017;
- d) The Indian Stamp Act 1899

(The Company has paid Stamp Duty on various instruments according to stamp rates prescribed by respective states)


We have also examined compliance with the applicable clause of the following;

- I. The Secretarial Standards issue by the Institute of Company Secretaries of India.
- II. The Listing Agreements entered into by the Company with **Metropolitan Stock Exchange of India Limited (MSEI) and BSE Limited***

**Listing and trading approval of 31,400,000 equity shares of Rs. 10/ each from the BSE Limited with effective date May 31, 2018*

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

For AKHILESH & ASSOCIATES


Proprietor

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. The changes in the composition of the Board of 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 detailed notes on agenda were sent at least seven days in advance (except where the shorter notice was applicable), and a system exists for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting.

All decision at Board Meetings and Committee Meetings are carried unanimously as recorded in the minutes of the Meetings of the Board of Directors or Committee of the Board, as the case may be.

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 the Company had following events which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc

- 1- *The Company has taken approval from Reserve Bank of India for Change in Management/ Control vide letter no DNBS (ND) CMS-VIII/No. 1966/05.19.183/2016-2017 dated 16th February, 2017 .*
- 2- *The Company has passed board resolution on 1st October, 2016 and taken approval from shareholders of the company in the Extra Ordinary General Meeting held on 9th November, 2016 to issue and allot 20, 00,000 fully paid equity shares of Rs. 10 each for cash at a price of Rs. 10 on the preferential basis and The Company has allotted 20, 00,000 fully paid equity shares of Rs. 10 each for cash at a price of Rs. 10 on the preferential basis on 11th April, 2017.*
- 3- *In reference of above point no 2, the Company has taken in-principal approval under Regulation 28 of SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015 for issue of up to 20, 00,000 equity shares of Rs. 10/- each at par to the person other than promoters on preferential basis vide letter No MSEI/LIST/2016/4715 dated 16th November, 2016 from Metropolitan Stock Exchange of India Limited (MSEI).*

For AKHILESH & ASSOCIATES


Proprietor

4- The company has received listing and trading approval of 31,400,000 equity shares of Rs. 10/ each from the BSE Limited with effective date May 31, 2018

For AKHILESH & ASSOCIATES
(For AKHILESH & ASSOCIATES)


(Akhilesh Kumar Jha) Proprietor

Proprietor

FCS: 9031, CP: 18250

Place: Delhi

Date: 08/08/2018

Note: This report is to be read with our letter of even date which is annexed as "ANNEXURE A" and forms an integral part of this report.

"ANNEXURE A"

To,
The Member,
SHREE WORSTEX LIMITED
325, IIIrd Floor,
Aggarwal Plaza, Sector- 14
Rohini, New Delhi- 110085

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Where ever required, we have obtained the Management representation about compliance of laws, rules and regulations and happenings of events etc.
5. The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **AKHILESH & ASSOCIATES**
(Company Secretaries)
For **AKHILESH & ASSOCIATES**

(Akhilesh Kumar Jha)
Proprietor
FCS: 9031,CP: 18250
Place: Delhi
Date: 08/08/2018


Proprietor