



**Annexure-A**

**Form No. MR-3  
SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH 2016**

**[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the  
Companies (Appointment and Remuneration Personnel) Rules, 2014]**

<b>CIN</b>	<b>L17111DL1982PLC013790</b>
<b>AUTHORISED CAPITAL</b>	<b>Rs. 35,000,000/-</b>
<b>PAID UP CAPITAL</b>	<b>Rs. 11,400,000/-</b>

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

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **SHREE WORSTEX LIMITED** (hereinafter referred to as the "Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on my 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 authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2016 ("Audit Period"), complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent and in the manner reported hereinafter.

I 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, 2016 according to the provisions of –

- The Companies Act, 2013 ("Act") and the rules made there under;
- The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the Rules made under that Act;
- The Depositories Act, 1996 and the Regulations and Bye-laws framed under that Act;
- The Foreign Exchange Management Act, 1999 and the Rules and Regulations made under that Act to the extent applicable to Overseas Direct Investment (ODI); **(Not Applicable during the Audit Period)**



## CONTINUATION SHEET

v. 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; and the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 notified with effect from May 15, 2015;
- (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 and The Securities and Exchange Board of India (Share based Employee Benefits) Regulations, 2014 notified on October 28, 2014; – **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 (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and – **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**

**I have also examined compliance with the applicable clauses of the following:**

- i. Secretarial Standards issued by the Institute of Company Secretaries of India notified with effect from July 1, 2015; and
- ii. The Listing Agreements entered into by the Company with the Stock Exchange(s) i.e. Metropolitan stock exchange India Limited (MSEI)<sup>#</sup> and Delhi Stock Exchange Limited/ SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 effective from December 01, 2015.

<sup>#</sup> (The Company got listed its 9,00,000 (Nine Lakhs) Equity Shares on Metropolitan stock exchange India Limited (MSEI) on 05<sup>th</sup> June, 2015 vide letter No. MSEI/LIST/3066/2015 dated 04<sup>th</sup> June, 2015).

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

**I further report that:**

The Compliance System prevailing in the Company and on examination of the relevant documents and records in pursuance thereof the Company has complied with the following laws applicable specifically to the Company:

- i. Reserve Bank of India Directions, Guidelines and Circulars applicable to Non Systemically Important Non Deposit Accepting or Holding NBFCs (ND - NBFC).



**CONTINUATION SHEET**

**I further report that:**

- i. The Board of Directors of the Company duly constituted. 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.
- ii. The Company has appointed Key Managerial Personnel as required under Section 203 of the Companies Act, 2013 during the year.

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, 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.

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

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

*According to the information and explanation given, the Company has not paid managerial remuneration in accordance with applicable provisions of the Companies Act, 2013 to its Managing Director "Mr. Sumant Kumar" so far it relates to his tenure of being Additional Director of the Company during the period from 16th March, 2015 to 30th September, 2015.*

**I 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.

**For Sakshi Jain & Associates  
Company Secretaries**

*Sakshi Jain*

**Sakshi Jain  
Proprietor**

**COP No.: 15252**

**Membership No.: A37149**



**Place: New Delhi**

**Date: 08-08-2016**

**Note:** This report is to be read with our letter of even date which is annexed as Annexure herewith and forms and integral part of this report.

**CONTINUATION SHEET**

**ANNEXURE TO SECRETARIAL AUDIT REPORT**

To,  
The Members,  
**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 record 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 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. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of 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 the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For Sakshi Jain & Associates**  
**Company Secretaries**

*Sakshi Jain*

**Sakshi Jain**  
**Proprietor**

**COP No.: 15252**

**Membership No.: A37149**



**Place: New Delhi**  
**Date: 08-08-2016**