

S.K. JAIN & Co.

Company Secretary

13/16, Kapadia Chambers ,
599,J.S.S. Road, Chirabazar,
Mumbai- 400 002
Tel: 2207-5288

COMPLIANCE CERTIFICATE

Registration No: 11-003556

Authorised Capital: Equity Share Capital : Rs. 10,00,00,000/-

Paid Up Capital: Equity Share Capital : Rs. 1,50,00,000/-

To

The Members

Messrs. CHEMO PHARMA LABORATORIES LTD

Plot No 5, MIDC Kalyan-Bhiwandi Road,

Via Kalyan, Thane (Maharashtra)

We have examined the registers, records, books and papers of **Messrs. CHEMO PHARMA LABORATORIES LTD** as required to be maintained under the Companies Act, 1956 and the Rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the Financial Year ended on 31st March, 2009. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that in respect of the aforesaid Financial Year:

1. The Company has kept and maintained all registers as stated in Annexure 'A' to this Certificate, as per the provisions of the Act and the Rules made there under and all entries therein have been duly recorded.
2. The Company has filed the forms and returns as stated in Annexure 'B' to this Certificate with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities within the time prescribed under the Act and the Rules made there under subject to delay in filing of certain documents as mentioned in "Annexure B"
3. The Company, being a Public Limited Company, has the minimum prescribed paid up capital.
4. The Board of Directors duly met 5 (Five) times respectively on 30/04/2008, 29/07/2008, 29/08/2008, 23/10/2008 and 28/01/2009 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.

5. The Company had closed its Register of Members and Share Transfer Books in respect of the Equity Shares of the Company from 19th September, 2008 to 26th September, 2008 (Both days inclusive).
6. The Annual General Meeting for the Financial Year ended on 31st March, 2008 was held on 26th September, 2008 after giving due notice to the Members of the Company and the resolutions passed there at were duly recorded in Minutes Book maintained for the purpose.
7. No- Extra Ordinary General Meeting was held as per the provisions of the Act.
8. The Company has not advanced any loans to its Directors or persons or firms or Companies referred to under Section 295 of the Act.
9. The Company has not entered into any contracts falling within the purview of Section 297 of the Act but has not obtained prior approval of the Central Government.
10. The Company has not entered the particulars of Contract or arrangement that need to be entered into the register maintained under Section 301 of the Act.
11. As there were no instances falling within the purview of Section 314 of the Act, the Company has not obtained any approvals from the Board of Directors, Members or Central Government as the case may be.
12. The Company has not issued any duplicate certificates during the Financial Year.
13. The Company has
 - i. not delivered Share Certificates as there was no transfer/transmission of Shares during the Financial year.
 - ii. not deposited any amount in a separate Bank Account as no dividend was declared during the Financial Year.
 - iii. not posted warrants to any member of the Company as no dividend was declared during the Financial Year.
 - iv. no amount outstanding in respect of unpaid dividend account, application money due for refund, matured deposits, matured debentures and the interest accrued thereon which have remained unclaimed or unpaid for the period of seven years and liable to be transferred to Investor Education and Protection Fund.
 - v. duly complied with the requirements of Section 217 of the Act.
14. The Board of Directors of the Company is duly constituted. There was no appointment of any Additional Directors, Alternate Directors and Directors to fill casual vacancy during the financial year.

15. The Company has not appointed any sole selling agents during the Financial Year.
16. The Company was not required to obtain any approval of Central Government, Company Law Board, Registrar of Companies and / or such authorities prescribed under the various provisions of the Act.
17. The Directors have disclosed their interest in other Firms / Companies to the Board of Directors pursuant to the provisions of the Act and the Rules made there under.
18. The Company has not issued any Preference Shares and Equity Shares during the Financial Year.
19. The Company has not bought back any shares during the Financial Year.
20. There was no redemption of preference shares or debentures during the Financial Year.
21. There were no transactions necessitating the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
22. The Company has not invited / accepted any deposits including any unsecured loans falling within the purview of Section 58A during the Financial Year.
23. The Company has not made any borrowings during the year, which would attract provisions of Section 293 (1) (d) of the Act.
24. The Company has not made any loans or advances or given guarantees or provided securities to other bodies corporate and consequently no entries have been made in the Register kept for the purpose.
25. The Company has not altered the provisions of the Memorandum with respect to situation of the Company's Registered Office from one State to another during the year under scrutiny.
26. The Company has not altered the provisions of the Memorandum with respect to the Objects of the Company during the year under scrutiny.
27. The Company has not altered the provisions of the Memorandum with respect to the name of the Company during the year under scrutiny.
28. The Company has not altered the provisions of the Memorandum with respect to Share capital of the Company during the year under scrutiny.
29. The Company has not altered its Articles of Association during the year under scrutiny.
30. There was no prosecution initiated against or show cause notices received by the Company during the Financial Year, for offences under the Act.

30. The Company has not received any money as security from its employees during the Financial Year.
31. The Company has not deducted contribution towards Provident Fund under Provident Fund Scheme u/s 418 of the Act as the Company has not constituted any Provident Fund for its Employees.

Place : Mumbai

Date: 01/09/2009

Signature :

Name of the Company Secretary:

S.K. JAIN & CO.

Practicing Company Secretaries

Sd/-

S. K. Jain

Partner

C. P. No. : 3076

Annexure 'A'

Registers as maintained by the Company

1. Register of Investments u/s 49
2. Register of Members u/s. 150
3. Register of Share Transfers
4. Register of Directors, Managing Directors etc., u/s 303
5. Register of Director's Share Holding u/s 307
6. Applications and Allotment Register
7. Minutes Book of the Meeting of Board of Directors and Members u/s 193
8. Books of Accounts u/s 209
9. Register of Directors Attendance

Annexure 'B'

Forms and Returns as filed by the Company with Registrar of Companies, Regional Director, Central Government or other authorities during the Financial Year ended 31st March, 2009.

SN.	Nature of Document	Date of Document	Date of Filing	Whether filed within time	If No, whether additional fees paid
1.	Annual Return u/s 159	26-09-2008	26-02-2009	No	Yes
2.	Balance Sheet u/s 220	31-03-2008	20-02-2009	No	Yes
3.	Compliance Certificate	31-03-2008	10-02-2009	No	Yes

Place : Mumbai

Date: 01/09/2009

Signature :

Name of the Company Secretary:

S.K. JAIN & CO.

Practicing Company Secretaries

Sd/-

S. K. Jain

Partner

C. P. No. : 3076