

COMPLIANCE CERTIFICATE

Registration No: 11-003556
Authorised Capital: Rs. 100,000,000/-
Paid Up Capital: Rs. 15,000,000/-

To
The Members
CHEMO PHARMA LABORATORIES LTD
5, Kumud Apartment CHS Limited
Karnik Road Chikan Ghar, Kalyan-421301

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, 2013. 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 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 prescribed under the Act and the Rules made there under.
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 4/05/2012, 29/06/2012, 18/07/2012, 18/10/2012 and 14/01/2013 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 has closed its Register of Members from 23rd August, 2012 to 30th August, 2012 (both days included) during the financial year.
6. The Annual General Meeting for the Financial Year ended on 31.03.2012 was held on 30.08.2012 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 during the financial year.
8. The Company has not advanced loans covered 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.

10. The Company has made necessary entries whenever required in 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 made any allotment, transfer and transmission of any 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 remain 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. Mr. Ashok Govindlal Somani was appointed as Additional Director of the Company in the Board Meeting held on 14th January, 2013. However there was no appointment of Alternate Directors and Directors to fill casual vacancy during the Financial Year.
15. The Company has not appointed any Managing / Whole Time during the Financial Year.
16. The Company has not appointed any sole selling agents during the Financial Year.
17. The Company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar of Companies and / or such authorities prescribed under the various provisions of the Act.
18. 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.
19. The Company has not issued any Equity Shares during the Financial Year.
20. The Company has not bought back any shares during the Financial Year.
21. There was no redemption of preference shares or debentures during the Financial Year.

22. 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.
23. The Company has not invited / accepted any deposits including any unsecured loans falling within the purview of Section 58A during the Financial Year.
24. The Company's borrowings during the year was within the limit prescribed under Section 293 (1) (d) of the Act.
25. The Company has made loan to body corporate in which Directors of the Company are interested. and consequently entries have been made in the Register kept for the purpose.
26. 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.
27. The Company has not altered the provisions of the Memorandum with respect to the Main-Objects of the Company during the year under scrutiny.
28. The Company has not altered the provisions of the Memorandum with respect to the name of the Company during the year under scrutiny.
29. The Company has not altered the provisions of the Memorandum with respect to share capital of the Company during the year under scrutiny.
30. The Company has not altered its Articles of Association for the change of the name of the Company pursuant to the provisions of the Act during the Financial Year.
31. There was no prosecution initiated against or show cause notices received by the Company during the Financial Year, for offences under the Act.
32. The Company has not received any money as security from its employees during the Financial Year.
33. The Company has not deducted contribution towards Provident Fund under Provident Fund Scheme u/s 418 of the Act during the Financial Year

Place: Mumbai

Date: 23/05/2013

Signature:

S. K. Jain & Co.

Practicing Company Secretaries

Anoop Kumar Jain

Partner

C. P. No. : 10955

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. Books of Accounts u/s 209.

Place: Mumbai

Date: 23/05/2013

Signature:

S. K. Jain & Co.

Practicing Company Secretaries

Anoop Kumar Jain

Partner

C. P. No. : 10955

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, 2013.

SN.	Nature of Document	Date of Document	Date of Filing	Whether filed within time	IF NO, WHETHER ADDL. FEES PAID
1.	Form 23Ac and ACA	31/03/2012	03/11/2012	Yes	N.A.
2.	Form-66	2011-2012	26/10/2012	No	Yes
3	Form-20B	31/03/2012	24/09/2012	Yes	N.A.
4	Form-32	14/01/2013	30/01/2013	Yes	N.A.

Place: Mumbai

Date: 23/05/2013

Signature:

S. K. Jain & Co.

Practicing Company Secretaries

Anoop Kumar Jain

Partner

C. P. No. : 10955