

COMPLIANCE CERTIFICATE

Registration No: 11-003556

Authorised Capital: Equity Share Capital : Rs. 100,000,000/-

Paid Up Capital: Equity Share Capital : Rs. 15,000,000/-

To

The Members

CHEMO PHARMA LABORATORIES LIMITED

Plot No.5, MIDC, Kalyan Bhiwandi Road,

Post- Saravali, via- Kalyan- 400706

We have examined the registers, records, books and papers of M/s. **CHEMO PHARMA LABORATORIES LIMITED** 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, 2010. 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 6 (Six) times respectively on 27/04/2009, 23/06/2010, 16/07/2009, 01/09/2009, 29/10/2009 and 28/01/2010., 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 17th September, 2010 to 24th September, 2010 (Both days inclusive).
6. The Annual General Meeting for the Financial Year ended on 31st March, 2009 was held on 24th September, 2009 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 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.
10. The Company has 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 Board of Directors has approved the issue of Duplicate Share Certificates.
13. The Company has
 - i. not delivered Share Certificate as there was no allotment of any Shares. But however Company has delivered Share Certificates on transfer of securities 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. There was no appointment of any Additional Directors, Alternate Directors and Directors to fill casual vacancy during the financial year. However due to death of Shri. K P Patil on 08/10/2009 he ceased to be director of the Company and S. B. Somani ceased to be director of the Company due to his resignation w.e.f. 22/06/2009.
15. The Company has not appointed any Managing director/ Whole Time Director/ Manager 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 Preference Shares and 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 has not made any borrowings during the year, which would attract provisions of Section 293 (1) (d) of the Act.
25. The Company has granted loans and made Investments in excess of the limits prescribed under section 372A of the Companies Act, 1956 without obtaining consent of the members of the Company by way of special resolution.
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 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 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 as the Company has not constituted any Provident Fund for its Employees.

Place : Mumbai

Date: 30/06/2010

Signature :

Name of the Company Secretary:

S.K. JAIN & CO.

Practicing Company Secretaries

S. K. Jain

Partner

C. P. No. : 3076

Annexure 'A'
Registers as maintained by the Company

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|--|----------|
| 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 | |

Place : Mumbai

Date: 30/06/2010

Signature :

Name of the Company Secretary:

S.K. JAIN & CO.

Practicing Company Secretaries

S. K. Jain

Partner

C. P. No. : 3076

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	24/09/2009	03/11/2009	Yes	No
2.	Balance Sheet u/s 220	31/03/2009	26/09/2009	Yes	No
3.	Form-66	31/03/2009	26/09/2009	Yes	No
4.	Form 32	23/06/2009	23/06/2009	Yes	No
5.	Form 32	29/10/2009	04/02/2010	No	Yes

Place : Mumbai

Date: 30/06/2010

Signature :

Name of the Company Secretary:

S.K. JAIN & CO.

Practicing Company Secretaries

S. K. Jain

Partner

C. P. No. : 3076