

Siddiqui & Associates

Company Secretaries

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Web Site : <http://www.siddiquiandassociates.com>

COMPLIANCE CERTIFICATE

FORM

(Under section 383A of the Companies Act 1956)

(See rule 3)

To

The members,

SHIV KAMAL IMPEX LIMITED.

P -7, Green Park Extn.,

New Delhi - 110 016

I have examined the registers, records, books and papers of Shiv Kamal Impex Ltd. (CIN No. U52110DL1985PLC 019893) as required to be maintained under the Companies Act 1956, (the Act) and the rules there under and also the provisions contained in Memorandum of Associations of the company for the financial year ended on 31st March 2011

In my opinion and to the best of information and according to the examinations carried out by me and explanation furnished to me, by the company, its officers and the agents, I 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 and the rules made there under and all the entries there in have been duly recorded.
2. The company has duly filled the forms and returns as stated in Annexure 'B' to this certificate, with the Registrars of the Companies, Regional Director, Central Government, Company Law Board or other Authorities with in the time prescribed under the Act and the Rules made there under.
3. The company being, Public limited company has the minimum prescribed paid up capital and its maximum number of the members during the said financial years was 121 (One Hundred & Twenty one only) excluding its present and past employees and the company during the year under scrutiny;
 - 1) has not invited public to subscribe for its Shares or Debentures; and
 - 2) has not invited or accepted any deposit from persons other than its members, directors or their relatives.

NOT APPLICABLE AS THE COMPANY IS PUBLIC COMPANY

4. The Board of Directors duly met Fifteen (15) times on 05.04.2010, 22.04.2010, 28.07.2010, 10.08.2010, 28.10.2010, 10.11.2010, 01.01.2011, 11.01.2011, 17.01.2011, 29.01.2011, 31.01.2011, 08.02.2011, 10.02.2011, 15.03.2011 and 29.03.2011 in respect of which meetings proper notices were given and proceedings were properly recorded and signed including the circular resolutions passed in the Minutes Book maintained for the purpose.



5. The company closed the Register of Members, and /or the Debenture holders from NIL to NIL and necessary compliance under section 154 of the Act has been made. **Not Applicable**
6. The annual general meeting for the financial year ended on 31.03.2010 was held on 22.09.2010 after giving due notices to the members of the company and the resolutions passed thereat were duly recorded in the Minutes Book maintained for the purpose.
7. No Extra Ordinary General Meetings were held during the financial year ended on 31.03.2010
8. The company has advanced loans amounting to Rs Nil to its directors and/or persons or firms or companies referred in the section 295 of the Act after complying with the provisions of the Act. **Not Applicable since the Company is a Private Company**
9. The company has duly complied with the provisions of section 297 of the Act in respect of the contracts specified in that section. **Not Applicable**
10. The company has made necessary entries in the register maintained under section 301 of the Act.
11. The Company has obtained necessary approvals from the Board of Directors, Members and the previous approval of the central Govt. pursuant to section 314 of the Act wherever applicable.
Not Applicable as there were no such instances when section 314 could be Applicable.
12. The Board of Directors or duly constituted Committee of Directors has approved the issue of duplicate share certificates. **Not Applicable as it was not Required**
13. The Company has
 - 1) delivered all the certificates on allotment of securities and on lodgment thereof for the transfer /transmission or any other purpose in accordance with the provision of the Act; **Not Applicable since there was no Allotment /Transfer/Transmission**
 - 2) deposited the amount of dividend declared including the interim dividend in the separate Bank account on Nil which is with in five days from the date of declaration of such dividend; **Not Applicable as no Dividend was declared**
 - 3) paid/posted warrants for Dividends to the members with in a period of 30days from the date of declaration and that all unclaimed /unpaid dividends has transferred to Unpaid Dividend Account of the company with Nil Bank on, **Not Applicable**
 - 4) transferred the amounts in unpaid dividends account, applications money due for refund, matured, deposits, matured debentures, and the interest accrued there on which has remained unclaimed or unpaid for the period of seven years to Investor Education and the Protection Fund. **Not Applicable**
 - 5) duly complied with the requirements of section 217 of the Act.



14. The Board of Directors of the Company is duly constituted and the appointment of Directors, Additional Directors, Alternate Directors and Directors to fill the casual vacancies has been duly made.
15. The appointment of Managing Director/ Whole time Director/ Manager has been made in compliance with the provisions of section 269 read with schedule XIII to the Act and the approval of the Central Govt. has been obtained in respect of appointment of Nil not being in terms of Schedule XIII.
Not Applicable as the Company is Private Company and section 269 is Not Applicable
16. The appointment of Sole selling agent was made in compliance of the provisions of the Act.
Not Applicable
17. The company has obtained all necessary approvals of the Central Govt. Company Law Board, Regional Director, Registrar or such other authorities as may be prescribed under the various provisions of the Act and the rules made there under.
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 issued and allotted Nil Equity Shares during the financial year ending 31st March 2011.
20. The company has bought back shares during the year after complying with the provisions of the Act.
Not Applicable
21. The company has redeemed Nil preference shares debentures during the year after complying with the provisions of the Act. Not Applicable
22. The company whenever necessary has kept in abeyance rights to Dividend Rights Shares and Bonus Shares pending registration of transfer of shares in compliance with the provisions of the Act.
Not Applicable
23. The company has complied with the provisions of section 58A and 58AA read with Companies (Acceptance of Deposit) Rules 1975/ the applicable directions issued by the Reserve Bank of India/any other Authority in respect of Deposits accepted including unsecured loans taken, amounting to Rs Nil raised by the company during the year and the company has filled the copy of Advertisement/Statement in lieu of Advertisement/necessary particulars as required with the Registrar of Companies on Nil, the Company has filed the return of deposit with the Registrar of Companies/ Reserve Bank of India/other Authorities.

Not Applicable since the Company has not accepted any Deposits during the financial year.



24. The amount borrowed by the Company from Directors, Members, Public, Financial Institutions, Banks and others during the financial year ending 31st March 2011 is/ are with in the borrowing limits of the company and that necessary resolutions as per section 293(1)(d) of the Act have been passed in convened Annual, Extraordinary General Meeting.
As the Company is Private Company and section 293 is Not Applicable.
25. The company has made loans and Investments, or given guarantees or provided securities to other bodies corporate in compliance with the provisions of the Act and has made necessary entries in the register kept for this purpose.
As the Company is Private Company and provisions of Loans and Investments are Not Applicable.
26. The Company has altered the provisions of the memorandum with respect to the change of Registered Office from one state to another state, of the company during the year under scrutiny after complying with the provisions of the Act.
Not Applicable since there was no change of Registered Office from one state to another state.
27. The Company has altered the provisions of the memorandum with respect to the object of the company during the year under scrutiny after complying with the provisions of the Act.
Not Applicable since there was no change in the Object Clause of the Company during the year.
28. The company has altered the provisions of the memorandum with respect to Name of the company during the year under scrutiny and complied with the provisions of the Act.
Not Applicable since there was no change in the Name of the Company during the year
29. The company has altered the provisions of the memorandum with respect to Share Capital the company during the year under scrutiny and complied with the provisions of the Act.
Not Applicable since there was no change in the Share Capital of the Company during the year
30. The Company has altered its articles of associations after obtaining the approval of members in the General Meeting and the Amendments to the Articles of Association have been duly registered with the Registrar of Companies.

Not Applicable since there was no change in the Articles of Association of the Company during the year
31. A list of prosecution initiated against or show cause notices received by the company for alleged offences under the Act and also fines and penalties or any other punishment imposed on the company in such cases is attached.
Not Applicable since there was no Prosecution and no Show Cause Notice was issued



32. The company has received Rs Nil as security from its employees during the year under certification and the same has been deposited as per provisions of section 417(1) of the Act.
Not Applicable since no security was received from the Employees of the Company
33. The Company has deposited both the Employee's and the Employer's contribution to Provident Fund with the prescribed authorities pursuant to section 418 of the Act.

for Siddiqui & Associates
Company Secretaries



K.O. SIDDIQUI
FCS 2229 ;CP 1284

Place New Delhi
Date: 26.06.2011

Annexure A

Registers as maintained by the Company

1. Register of members u/s 150 & 151
2. Minutes Book of Directors and members u/s 193 (1) and 196
3. Books of accounts u/s 209 and 209A
4. Register of contracts u/s 301
5. Register of Directors particulars u/s 303 and 304
6. Register of Directors shareholding u/s 307
7. Annual Return u/s 159
8. Register of Charges u/s 143
9. Register of Investments.
10. Register of Fixed Assets.
11. Register of Share Transfer.

K.O. SIDDIQUI
FCS 2229; CP1284
SIDDIQUI & ASSOCIATES
COMPANY SECRETARIES
D-4B, SARITA VIHAR
NEW DELHI - 110 078

Annexure B

Forms and Returns as filed by the Company with the Registrar of Companies, Regional Director, Central Government or other Authorities during the financial year ending on 31st March 2011

S. No	Particulars	Challan No.	Challan Date
1.	Form 20B for the year 2010	P56701741	03.11.2010
2.	Form 23AC for the year 2010	P56702517	03.11.2010
3.	Form 66 for the year 2010	P56699721	03.11.2010
4.	Form 32	B02864634	19.01.2011
5.	Form 23	B09087297	31.03.2011
6.	Form 32	B11917960	05.05.2011

