



## Compliance Certificate

To,

The Members

COSCO (INDIA) LIMITED.

2/8. Roop Nagar,

Delhi-110007.

We have examined the registers, records, books and papers of COSCO (INDIA) LIMITED as required to be maintained under the Companies Act, 1956/Companies Act, 2013 (the Act) and the rules made thereunder and also the provision contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March, 2014. 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 and the rules made thereunder and all entries therein have been duly recorded.
2. The Company has duly filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies within the time prescribed under the Act and the rules made thereunder. The Company was not required to file any forms or returns to the Regional Director, Central Government and Company Law Board during the Financial Year under scrutiny.
3. The Company has a paid up capital of ₹ 4,16,10,000/- (Rupees Four Crores Sixteen Lacs Ten Thousand Only).
4. The Board of Directors duly met Five times on 20.04.2013, 30.05.2013, 31.07.2013, 31.10.2013 and 31.01.2014 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 closed its Register of Members from 26th September, 2013 to 30th September, 2013 (both days inclusive) and necessary compliance of Section 154 of the Act has been made.
6. The Annual General Meeting for the financial year ended on 31st March, 2013 was held on 30.09.2013 after giving due notice to the members of the Company and 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 made necessary entries 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. i) The Company has delivered all the share certificates on lodgment thereof for transfer/transmission or any other purpose in accordance with the provisions of Act during the financial year.  
ii) The company has not deposited any amount in a separate Bank Account as no dividend was declared during the financial year.  
iii) The Company has not posted warrants to any member of the Company as no dividend was declared during the financial year.  
iv) There has not been any unpaid dividend, application money due for refund, matured deposits, matured debentures and the interest accrued thereon which have remained unclaimed or unpaid for a period of seven years.  
v) The Company has 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 additional director, alternate directors or casual directors. During the period under scrutiny Shri Vijender Kumar Jain, who was appointed as Additional Director on 31st October 2012, has been appointed as Director in the Annual General Meeting held on 30th September 2013.



15. The Company has not appointed Managing Director/Whole Time Director/Manager during the financial year.
16. The Company has not appointed any sole selling agent 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 thereunder.
19. The Company has not issued any shares, debentures or other securities 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 as no such securities were issued by the Company.
22. There were no transactions necessitating the Company to keep in abeyance rights to dividend, rights shares and bonus shares pending registration of transfer of shares during the financial year.
23. The company has not invited/accepted any deposits falling within the purview of Section 58A during the financial year. However, the Company has taken unsecured loans from Directors and Companies. As per the explanation given by the management, in our opinion, these loans are exempted under Rule 2(b)(ix) and 2(b)(iv) of the Companies (Acceptance of Deposits) Rules 1975.
24. The amount borrowed by the Company from directors, members, financial institutions, banks and other during the financial year is within the borrowing limits of the Company
25. The Company has not made any loans or advances or given guarantees or provided securities to other bodies corporate during the financial year and consequently no entries have been made in the register kept for the purpose.
26. The Company has not altered the provisions of the Memorandum of Association 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 of Association with respect to the objects of the Company during the year under scrutiny.
28. The Company has not altered the provisions of the Memorandum of Association with respect to name of the Company during the year under scrutiny.
29. The Company has not altered the provisions of the Memorandum of Association with respect to share capital of the Company during the year under scrutiny.
30. The Company has not altered its Articles of Association during the financial year.
31. The Registrar of Companies filed six criminal complaints for the year ended 31.03.2007 against the Company and its Managing / Whole Time Directors under section 629A of the Companies Act, 1956 in the Court of ACMM (Special Act), Tis Hazari, Delhi for contravention of Sections 125, 209, 211, 212(9), 266F, and 297 of the Act. These complaints have since been compounded by Hon'ble Company Law Board/ Regional Director.
32. The Company has not received any money as security from its employees during the financial year.
33. The Company has deposited both employee's and employer's contribution to Provident Fund with prescribed authorities pursuant to Section 418 of the Act.

**For Akhil Rohatgi & Co.**  
Company Secretaries

**AKHIL ROHATGI**  
(Company Secretary in Practice)  
C.P. No.: 2317  
F.C.S. No.: 1600

Place : New Delhi

Date : 31st, July, 2014



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## Annexure A

### REGISTERS MAINTAINED BY THE COMPANY

- a) Register of Members under Section 150
- b) Minutes Book of Meetings of Shareholders, Board of Directors, Audit Committee, Nomination & Remuneration Committee and Shareholders/ Investors Grievance Committee.
- c) Register of Contract in which Directors are interested u/s 301.
- d) Register of Directors, Managing Director, Manager and Secretary under Section 303
- e) Register of Directors' Shareholdings under Section 307
- f) Register of Charges.
- g) Register of Investments
- h) Register of Allotment of shares.
- i) Register of Director's Attendance
- j) Register of Shareholder's Attendance

## Annexure B

### FORMS, RETURNS AND DOCUMENTS FILED BY THE COMPANY DURING THE FINANCIAL YEAR ENDING ON 31st MARCH, 2014.

- (a) Annual Returns in Form No. 20B on 19/11/2013.
- (b) Balance sheet, etc., under Section 220 in Form No. 23AC & ACA (XBRL) on 29/10/2013
- (c) Compliance Certificate in Form No. 66 on 09/10/2013
- (d) Form 23D on 24/10/2013 in respect of intimation of appointment of Cost Auditor.
- (e) Form 32 on 19.11.2013 in respect of change in the particular of Director.
- (f) Form 21 (4 forms) regarding intimation of order of CLB on 08.05.2013.
- (g) Form 21 (3 forms) regarding intimation of order of CLB on 23.06.2013.
- (h) Form 8 (6 forms) regarding particular for creation of charge on 18.01.2014, 14.02.2014, 25.02.2014, 26.02.2014, 12.03.2014 and 25.03.2014.