

## **B. Kaushik & Associates.**

**Company Secretaries.**

101 - Abhishek Business Centre.

D-248/10 Laxmi Nagar, Delhi-110092.

Email: [pcsbhk@bkacs.com](mailto:pcsbhk@bkacs.com); [pcsbhk@gmail.com](mailto:pcsbhk@gmail.com) Web site: <http://bkacs.com>

Phone No: +91-11-43632828 Mobile No: +91-9716322357 +91- 9015450050 .



**FORM NO. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31.03.2019**  
**[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the**  
**Companies (Appointment and Remuneration Personnel) Rules, 2014]**

To,  
The Members,  
**Abhijit Trading Co Limited**  
(L51909DL1982PLC241785)  
16/121-122, Jain Bhawan Faiz Road  
W.E.A Karol Bagh, New Delhi-110005 IN.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s Abhijit Trading Co Limited (L51909DL1982PLC241785)**. The Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the **M/s Abhijit Trading Co Limited (L51909DL1982PLC241785)** books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31.03.2019 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **M/s Abhijit Trading Co Limited (L51909DL1982PLC241785)** ("the Company") for the financial year ended on 31.03.2019 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and rule made thereunder;
  - a) *The Company has not complied with the provision of Section 203 of the Companies Act, 2013 for appointment of Chief Financial Officer during the audit period;*
  - b) *The Company has not complied with the provision of Section 186 of the Companies Act, 2013 for Loan and Investment by the company.*

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- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 **[Not Applicable in the period of Audit]**
  - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999. **[Not Applicable in the period of Audit]**
  - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008. **[Not Applicable in the period of Audit]**
  - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client. **[Not Applicable in the period of Audit]**
  - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009. **[Not Applicable in the period of Audit]**
  - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998. **[Not Applicable in the period of Audit]**

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) SEBI (LODR) Regulations, 2015 entered into by the Company with the Stock Exchanges.

I further report that:

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors and Non-Executive Directors as on 31<sup>st</sup> March, 2019. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Proof of sending notice to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance maintained by the Company.

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- On the basis of the Minutes of the Board Meeting, it is apparent that all the decisions are carried through unanimous consensus and there were no dissenting members views.
- Based on review of compliances mechanism established by the Company and on the basis of certificates issued by officers of the Company, we are of the opinion that the management has adequate systems and processes commensurate with its sizes and operations, to monitor and ensure compliance with applicable laws, rules and regulations and guidelines.
- The compliance by the Company of applicable financial laws, likes direct and indirect tax laws and financial accounts, has not been reviewed in this Audit since the same has been subject to review by statutory financial audit and designated professionals.

**For and on behalf of  
M/s B. Kaushik & Associates  
(Company Secretary)**

**Bhupendra Kaushik  
(Company Secretary)  
M. No. F9884  
C.P. No.-12453**

**Date: 17<sup>th</sup> August, 2019  
Place: New Delhi**

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This report is to be read with our letter of even date which is annexed as Annexure "A" and forms an integral part of this report.

### **Annexure-A**

To,  
The Members,  
**Abhijit Trading Co Limited**  
(L51909DL1982PLC241785)  
16/121-122, Jain Bhawan Faiz Road  
W.E.A Karol Bagh, New Delhi-110005 IN.

**Subject: My Report of even date is to be read along with this letter.**

- 1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.**
- 2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the content of the Secretarial records. The verification was done on to ensure that correct facts are reflected in secretarial records. I believe that the process and practice, I followed provide a reasonable basis for my opinion.**
- 3. I have not verified the correctness and appropriateness of financial records and books of account of the Company.**
- 4. Where ever required, I have obtained the Management Representation about the compliance of Laws, rules, regulations and happening of events etc.**
- 5. The compliance of provision of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. My examination was limited to the verification of procedures on test basis.**
- 6. The Secretarial Audit Report is neither an assurance as to future validity of the company nor of the efficiency or effectiveness with which management has conducted the affaires of the Company.**

For and on behalf of  
M/s B. Kaushik & Associates  
(Company Secretary)

Date: 17<sup>th</sup> August, 2019  
Place: New Delhi

Bhupendra Kaushik  
(Company Secretary)  
M. No. F9884  
C.P. No.-12453