

SWAGTAM TRADING & SERVICES LIMITED

SECRETARIAL COMPLIANCE CERTIFICATE

[Pursuant to S.383A of the Companies Act, 1956 and
Rule 3 of Companies (Compliance Certificate) Rules, 2001]

CIN No: L51909AS1984PLC007078
Authorised Capital: Rs. 1,25,00,000/-

To,
The Members
Swagtam Trading and Services Limited
Girish Chandra Bardalai Path, Bamuni Maidan,
Guwahati, Assam

We have examined the registers, records, books and papers of **M/s Swagtam Trading and Services 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 31-03-2014. 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 of the Act 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, Regional Director, Central Government, Company Law Board or other authorities as prescribed under the Act and the rules made thereunder.
3. The company being a public limited company comments are not required.
4. The Board of Directors duly met **TEN** times and 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.

| S.No. | Date on which Meeting Held | S.No. | Date on which Meeting Held |
|-------|----------------------------|-------|----------------------------|
| 1. | 22.04.2013 | 6. | 28.12.2013 |
| 2. | 19.07.2013 | 7. | 11.01.2014 |
| 3. | 26.08.2013 | 8. | 31.01.2014 |
| 4. | 09.10.2013 | 9. | 28.02.2014 |
| 5. | 30.11.2013 | 10. | 29.03.2014 |

5. The Company closed its Register of Members from 22.09.2013 to 28.09.2013 during the financial year 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 the resolutions passed thereat 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 made fresh loans to any of the parties mentioned in Section 295 of the Act during the year under review.
9. According to the information and explanation given to us, no purchase of materials and services have been made from Companies/Firms listed in the Register maintained under Section 301 of the Act hence the Provisions of Section 297 of the Act do not attract.
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.
12. The company has not issued any duplicate share certificates during the financial year.
13. The Company :
 - (i) not allotted any fresh shares and no request has been received for transmission during the year under review; in case of transfer of shares, proper procedures have been followed and timely entries & endorsements have been made without any delay.
 - (ii) not deposited any amount in a separate Bank Account as no dividend was declared during the financial year;
 - (iii) was not required to post warrants to any member of the company as no dividend was declared during the financial year;
 - (iv) not transferred the amount in unpaid dividend account, application money due for refund, matured deposits, matured debentures and interest accrued thereon which have remained unclaimed or unpaid for a period of seven years to Investor Education and Protection fund as there were no such anVounts outstanding during the financial year under review;
 - (v) duly complied with the requirements of section 217 of the Act.
14. The Board of directors of the company is duly constituted.
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 and/or such authorities prescribed under the various provisions of the Act during the financial year.
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.
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 borrowings during the financial year.
25. The company has complied with the provisions of section 372A regarding making loans and investments, or giving guarantees or providing securities to other bodies corporate and has made necessary entries 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 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 the share capital of the company during the year under scrutiny.
30. The company has not altered its Articles of Association during the financial year.

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31. There was/were no prosecution initiated against or show cause notices received by the company and no fines or penalties or any other punishment was imposed on the company during the financial year, for offences under the Act, and being a Listed Company at DSE the Company has made all the required compliances.
32. The company has not received any money as security from its employees during the financial year.
33. The company was not required to deposit any amounts towards provident fund, 1956.

Date : 26.05.2014
Place: New Delhi

FOR A. UPADHYAYA & ASSOCIATES
COMPANY SECRETARIES

ABHIMANYU UPADHYAYA
PROPRIETOR
CP NO. 4729

Annexure - A

Registers as maintained by the Company

Statutory Registers

1. Register of Charges.
2. Register of Members u/s 150 of the Companies Act, 1956.
3. Minutes of the Meeting of Shareholders of the Company u/s 193 of the Companies Act, 1956.
4. Minutes of the Meeting of Board of Directors of the Company u/s 193 of the Companies Act, 1956.
5. Books of Accounts u/s 209 of the Companies Act, 1956.
6. Register as per section 297 of the Companies Act, 1956.
7. Register of Directors, Managing Director, Manager and Secretary u/s 303 of the Companies Act, 1956.
8. Register of Directors' Shareholdings u/s 307 of the Companies Act, 1956.
9. Register of Loans & Investment u/s 372A of the Companies Act, 1956.

Annexure - B

Form and Returns as filed by the Company with the Registrar of Companies, Regional Director, Central Government or other authorities during the financial year ending 31st March, 2014.

| SL. No. | Form No. | Filed under section | Date of filing |
|----------------|---|----------------------------|-----------------------|
| 1 | Annual Return (30.09.2013) | Sec. 159 & Schedule - V | 31.12.2013 |
| 2 | Balance Sheet (30.09.2013) | Sec. 220 & Schedule - VI | 17.01.2014 |
| 3 | Secretarial Compliance Certificate (26.08.2013) | 220 | 14.12.2013 |

Date : 26.05.2014
Place : New Delhi