



ACS REEPTIKA BARMERA

Practising Company Secretary

CP No.: 16551

M. No.: 43565

FARASO KA BUNGALOW

MOTI CHOWK JODHPUR,

RAJASTHAN-342001

Mobile: 8107427215

reeptika1@gmail.com

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2019

[Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,

VISHNU PRAKASH R PUNGLIA LIMITED

(CIN: U45203MH2013PLC243252)

Flat No. 605 VITH floor, B Wing, Kingston Classic

Chincholi Bandar Road, Malad (West)

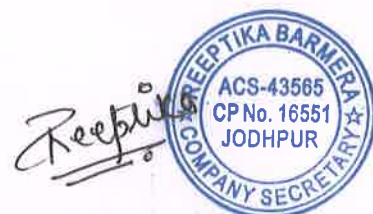
Mumbai Maharashtra-400064

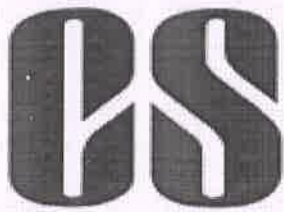
I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Vishnu Prakash R Punglia Limited having the CIN: U45203MH2013PLC243252 (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's 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 31st March, 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 the Company for the financial year ended on 31st March, 2019 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the Rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder; Not Applicable





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- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
Not Applicable
- (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; Not Applicable
- (v) Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'); Not Applicable

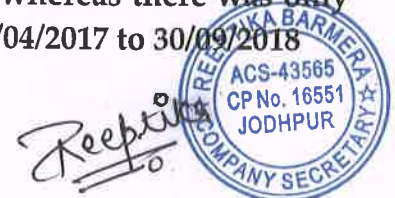
I have also examined compliance with the applicable clauses of the Secretarial Standard on Meetings of the Board of Directors and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India.

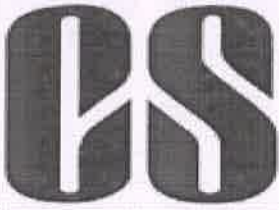
During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above Except that As per the provision of Section 135 of the Companies Act, 2013 the Company is required to spend at least 2% of average net profits made during the three immediately preceding financial years. However, during the year under review, the company has short spent the CSR amount of Rs. 69,201.01.

I further report that the Company has, in my opinion, complied with the provisions of other Laws applicable to the company namely:

- Employees State Insurance Act, 1948 is applicable to the Company and the Company has complied with all the provisions of the act.
- Employees Provident Fund and Miscellaneous Provisions Act, 1952 is applicable to the Company and the Company has complied with all the provisions of the act.
- Sexual Harassment of Women at work place (Prevention, Prohibition and Redressal) Act 2013.
- All other Labour, Employee and Industrial Laws to the Extent applicable to the Company.

I further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors, except as per the provision of Section 178(1) the Nomination and Remuneration Committee shall Consisting of three or more non-executive directors out of which not less than one half shall be Independent Director, whereas there was only two non-executive director in the Committee from the period 01/04/2017 to 30/09/2018





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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.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Decisions at the meetings of the Board of the Company were carried through on the basis of majority and there were no dissenting views by any Member of the Board during the period under review.

I further report that as represented by the Company and relied upon by me there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period, Company has not undertaken any actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.



Signature;

Name: Reeptika Barmera

Practising Company Secretary

ACS No.43565

C P No.16551

Place: Jodhpur

Date: 04th September, 2019

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



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Annexure A

To,
The Members,
VISHNU PRAKASH R PUNGLIA LIMITED
(CIN: U45203MH2013PLC243252)
Flat No. 605 VITH floor, B Wing, Kingston Classic
Chincholi Bandar Road, Malad (West)
Mumbai Maharashtra-400064

The Secretarial Audit Report for the financial year ended 31st March 2019 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. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
3. We have relied on report of Statutory Auditors, Tax auditors and Cost Auditors for compliances of the applicable Financial Laws including Direct and Indirect Tax Laws, Accounting Standards, the correctness and appropriateness of Financial Records, Cost Records and Books of Accounts of the company since the same have been subject to review by respective Auditors and other designated professionals.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules, regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Reeptika

Signature;

Name: Reeptika Barmera

Practising Company Secretary

ACS No.43565

C P No.16551



Place: Jodhpur

Date: 04th September, 2019