

NIDHI AGARWAL

PRACTICING COMPANY SECRETARY

P-15, INDIA EXCHANGE PLACE EXTENSION

TODI MANSION, 7TH FLOOR, ROOM NO. 714, KOLKATA-700073

PHONE : 9007460915

EMAIL: nidhigoel125@gmail.com

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31,2019

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 09 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,

The Member,

SHYAMA INFOSYS LTD

C/o **KAUSHAL JAIN & CO**

OFFICE NO 1, 3RD FLOOR,

395/397, RAJ SADAN (RUIA BUILDING)

NEAR BHARAT MERCHANT CHAMBER

KALBADEVI ROAD

MUMBAI – 400 002, MAHARASTRA

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **SHYAMA INFOSYS LTD (CIN: L24235MH1996PLC057150)** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Management's Responsibility for Secretarial Compliances

The Company's Management is responsible for preparation and maintenance of secretarial records and for devising proper systems to ensure compliance with the provisions of applicable laws and regulations.

Auditor Responsibility

Our responsibility is to express an opinion on the secretarial records, standards and procedures followed by the company with respect to secretarial compliances,

We believe that audit evidence and information obtained from company's management is adequate and Appropriate for us to provide a basis for our opinion.

Based on our 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 authorised representatives during the conduct of secretarial audit, I hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31,2019 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 extent, in the manner and subject to the reporting made hereinafter.

Our report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness or accuracy with which the management had conducted the affairs of the company.

We 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 (as amended);

1. The Companies Act, 2013 (the Act) and the rules made there under except :-
Form INC 22 yet to be uploaded by the Company
2. Secretarial standards as issued by The Institute of Company Secretaries of India:
3. The Securities Contracts (Regulation) Act, 1956(SCRA) and the rules made there under;
4. The Depositories Act, 1996 and the Regulations and Bye-law framed hereunder;
5. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment and Overseas Direct Investment and External Commercial Borrowings to the extent applicable to the company-**As reported to us, there were no FDI, ODI, or ECB Transaction in the company during the year under review .**
6. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India 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;
No new securities were issued during the year;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines ,1999 **No instance were reported during the year;**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **No instance were reported during the year;**
 - (f) The Securities and Exchange Board of India (Registration to an Issue and Share Transfers Agents) Regulations, 1993 **No instance were reported during the year;**
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **No delisting was done during the year;**
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **No buy- back was done during the year;**
 - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015:
7. Other Laws applicable to the Company
 - i. Drugs and Cosmetics Act, 1940
 - ii. Industrial Disputes Act, 1947
 - iii. The Payment of Wages Act, 1936
 - iv. The Minimum Wages Act, 1948
 - v. Employee State Insurance Act, 1948
 - vi. The Employee Provident Fund and Miscellaneous Provisions Act, 1952
 - vii. The Payment of Bonus Act, 1965
 - viii. The Payment of Gratuity Act, 1972
 - ix. The Contract Labour (Regulation and Abolition) Act, 1970
 - x. The Maternity Benefits Act, 1961
 - xi. Competition Act, 2002
 - xii. The Income Tax Act, 1961
 - xiii. Shops and Establishments Act, 1948
 - xiv. Legal Metrology Act, 2009
 - xv. Drugs (Pricing Control) Order 2013
 - xvi. The Customs Act, 1962
 - xvii. The Finance Act, 1994

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc mentioned above.

We 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. 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.

All decisions at the Board Meetings and Committee Meetings are carried unanimously as recorded in the minutes of the Meetings of the Board of Directors or Committee of the Board, as the case may be.

We further report that 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.

For Nidhi Agarwal
Practising Company Secretary

Nidhi Agarwal
Proprietor
CP. NO.: 17426
M. NO.: 46078

Place: Kolkata
Date: 29.05.2019

Note : 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.

NIDHI AGARWAL

PRACTICING COMPANY SECRETARY
P-15, INDIA EXCHANGE PLACE EXTENSION
TODI MANSION, 7TH FLOOR, ROOM NO. 714, KOLKATA-700073
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"ANNEXURE A"

To,
The Member,
SHYAMA INFOSYS LTD
C/o **KAUSHAL JAIN & CO**
OFFICE NO 1, 3RD FLOOR,
395/397, RAJ SADAN (RUIA BUILDING)
NEAR BHARAT MERCHANT CHAMBER
KALBADEVI ROAD
MUMBAI – 400 002, MAHARASTRA

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial records 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 the Secretarial records. The verification was done on the 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 not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Where ever required, we have obtained the Management representation about compliance of laws, rules and regulations and happenings of events etc.
5. The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the 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 efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Nidhi Agarwal
Practising Company Secretary

Nidhi Agarwal
Proprietor
CP. NO.: 17426
M. NO.: 46078

Place: Kolkata
Date: 29.05.2019