

VIKALP SECURITIES LIMITED

Reg. Office : 25/38, Karachi Khana, Kanpur - 208001, Uttar Pradesh

CIN : L65993UP1986PLC007727 , CONTACT NO. : 0512 – 2372665

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COMPLIANCE REPORT ON CORPORATE GOVERNANCE

UNDER CLAUSE 49 OF LISTING AGREEMENT

NAME OF THE COMPANY : VIKALP SECURITIES LIMITED

QUARTER ENDING ON : 30TH SEPTEMBER, 2015

PARTICULARS	CLAUSE OF LISTING AGREEMENT	COMPLIANCE STATUS (YES/NO/N.A.)	REMARKS
(II) BOARD OF DIRECTORS	49 (II)		-
(A) Composition of Board of Directors	49 (II A)	Yes	-
(B) Independent Directors	49 (II B)	Yes	-
(C) Non-Executive Directors' Compensation & Disclosure	49 (II C)	Not Applicable	No remuneration paid to the Non-Executive Directors

(D) Other provisions as to Board and Committees	49 (II D)	Yes	-
(E) Code of Conduct	49 (II E)	Yes	Required disclosure has been made in the Annual Report for the financial year ended on 31 st of March, 2015 and the same shall also be made in the Annual Report for the financial year ended on 31 st of March, 2016
(F) Whistle Blower Policy	49(II F)	Yes	Required disclosure has been made in the Annual Report for the financial year ended on 31 st of March, 2015 and the same shall also be made in the Annual Report for the financial year ended on 31 st of March, 2016
(III) AUDIT COMMITTEE	49(III)		
(A) Qualified and Independent Audit Committee	49 (III A)	Yes	-
(B) Meetings of Audit Committee	49 (III B)	Yes	-
(C) Powers of Audit Committee	49 (III C)	Yes	-

(D) Role of Audit Committee	49 (III D)	Yes	-
(E) Review of information by Audit Committee	49 (III E)	Yes	-
(IV) NOMINATION AND REMUNERATION COMMITTEE	49 (IV)	Yes	The required disclosures have been made in the Annual Report for the financial year ended on 31 st of March, 2015 and shall also be made in the Annual Report for the financial year ended on 31 st of March, 2016
(V) SUBSIDIARY COMPANIES	49 (V)	Not Applicable	Company has no subsidiary
(VI) RISK MANAGEMENT	49 (VI)	Yes	-
(VII) RELATED PARTY TRANSACTIONS	49 (VII)	Yes	-
(VIII) DISCLOSURES	49(VIII)		-
(A) Related Party Transaction	49 (VIII A)	Yes	During the quarter under review, Rs. 48,000 (16,000 p.m.) remuneration was paid to Mr. Arun Kejriwal, Managing Director of the company for holding the office of Managing Director and Rs. 30,000 was paid to

			<p>him as rent for the premises taken on rent which is owned by him and is used by the company as its registered office.</p> <p>Required disclosure has been made in the Annual Report of the company for the financial year ended on 31st of March, 2015. And the same shall also be made in the Annual Report for the financial year ended on 31st of March, 2016</p>
(B) Disclosure of Accounting Treatment	49(VIII B)	Not Applicable	<p>If there would be any deviation from the prescribed accounting standards, then it would be complied with in Annual Report for the financial year ended on 31st of March, 2016</p>
(C) Remuneration of Directors	49(VIII C)	Yes	<p>Managing Director appointed with the gross remuneration of Rs. 25,000 p.m. w.e.f. 01.07.2013.</p> <p>The required disclosures have been made in the Annual Report for the financial year ended on 31st of March, 2015</p>

			and shall also be made in the Annual Report for the financial year ended on 31 st of March, 2016
(D) Management	49(VIII D)	Yes	Management Discussion and Analysis Report forms part of the Annual Report for the financial year ended on 31 st of March, 2015.
(E) Shareholders	49(VIII E)	Yes	The required disclosures have been made in the Annual Report for the financial year ended on 31 st of March, 2015 and shall also be made in the Annual Report for the financial year ended on 31 st of March, 2016
(F) Proceeds from public issues, right issues, preferential issues etc.	49 (VIII F)	Not Applicable	The first and the last public issue was in the year 1996 and the proceeds were utilized as per the provisions
(IX) CEO/ CFO CERTIFICATION	49(IX)	Yes	-

(X) REPORT ON CORPORATE GOVERNANCE	49 (X)	Yes	Report on Corporate Governance forms part of the Annual Report for the financial year ended on 31 st of March, 2015
(XI) COMPLIANCE	49 (XI)	Yes	The certificate forms part of the Annual Report for the financial year ended on 31 st of March, 2015

Place: KANPUR

Date: 14th OCTOBER, 2015

Shraiya Paliwal
Compliance Officer
VIKALP SECURITIES LIMITED