

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 JUNE, 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)	N.A.	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	Details will be provided in the Annual Report for the financial year ended on 31 st of March, 2015
(F) Whistle Blower Policy	49(II F)	Yes	Required disclosures will be made in the Annual Report for the financial year ended on 31 st of March, 2015
(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 shall be made in the Annual Report for the financial year ended on 31 st of March, 2015
(V) SUBSIDIARY COMPANIES	49 (V)	N.A.	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	<p>During the quarter under review, the company entered into transactions amounting to Rs. 5,78,000 with Mr. Arun Kejriwal, Managing Director of the company (related party of company) regarding borrowings from Managing director, remuneration paid to him for holding the office of Managing Director and the rental paid to him for the premises taken on rent which is owned by him and is used by the company as its registered office. The above transaction exceeds the 10% of the annual consolidated turnover of the company as per last audited Balance Sheet of the company.</p> <p>As, the compliances clause 49 of the Listing Agreement is not mandatory on our company for the time being as per the circular issued by</p>

			SEBI for amendments to clause 49 dated 15 th of September, 2014, so, company does not approve the material related party transactions entered into by it through special resolution, though for disclosure purpose, the same has been determined.
(B) Disclosure of Accounting Treatment	49(VIII B)	N.A.	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 31 st of March, 2015
(C) Remuneration of Directors	49(VIII C)	Yes	Managing Director appointed with the gross remuneration of Rs. 25,000 p.m. w.e.f. 01.07.2013
(D) Management	49(VIII D)	Yes	Management Discussion and Analysis Report shall form 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 shall be made in the Annual Report for the financial year ended on 31 st of March, 2015

(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	The certificate shall be obtained at the time of preparation of Annual Report for the financial year ended on 31 st of March, 2015
(X) REPORT ON CORPORATE GOVERNANCE	49 (X)	Yes	Report on Corporate Governance shall form part of the Annual Report for the financial year ended on 31 st of March, 2015
(XI) COMPLIANCE	49 (XI)	Yes	The certificate shall be obtained at the time of preparation of Annual Report for the financial year ended on 31 st of March, 2015

Place: KANPUR
Date: 14th July, 2015

For Vikalp Securities Limited

Arun Kejriwal
Managing Director
DIN : 00687890