

**KAILASH PRASAD GUPTA
COMPANY SECRETARY**

3, HARIDAS BANERJEE LANE
P.O. BALI – 711 201
DIST. HAWRAH(W.BENGAL)
Phone : 26543077

COMPLIANCE CERTIFICATE

Registration No. of the Company : 001199 of 1962-63
Nominal Capital : Rs.50,00,000

To
The Members,
Nocte Timber Company Limited
P.O. Deomali,
Dist.Tirap (Arunachal Pradesh)

I have examined the registers, records, books and papers of NOCTE TIMBER COMPANY LIMITED (the Company) as required to be maintained under the Companies Act,1956, (the Act) and the rules made hereunder and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March,2010(financial year). In my opinion and to the best of our information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I 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 there under and all entries therein have been duly recorded.
2. The company has duly filed the forms and return as stated in Annexure `B' to this certificate, with the Registrar of Companies, Assam, Meghalaya etc. Morello Building, Shillong . However, no forms or returns were required to be filed with the Regional Director, Central Government, Company Law Board or other authorities.
3. The Company being public limited company, comments are not required.
4. The Board of Directors duly met four times respectively on 16th June,2009, 17th August,2009, 23rd September, 2009 and 29th March,2010 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed including the circular resolutions passed in the Minutes Book maintained for the purpose.
5. The company has not required to close its Register of members or debenture holders during the financial year.
6. The Annual General Meeting for the financial year ended on 31-03-2009 was held on 23rd September,2009 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 advanced any loan to its Directors and/or persons or firms or companies referred in the section 295 of the Act.
9. The company has not entered into any contracts falling within the purview of section 297 of the Act.

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 certificate during the financial year.
13. The Company has :
 - (i) not allotted/transferred/transmitted any securities during the financial year.
 - (ii) Not deposited any amount in a separate Bank Account as no dividend was declared during the financial year.
 - (iii) Not required to post warrants to any member of the company as no dividend was declared during the financial year.
 - (iv) No instances, which required transfer of any amount to Investor Education and Protection Fund.
 - (v) Duly complied with the requirements of section 217 of the Act.
14. The Board of Directors of the company is duly constituted and the appointment of directors to fill casual vacancies have been duly made..
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 there under.
19. The company has not issued any shares /debentures/other securities during the financial year.
20. The company has not bought back any shares during the financial year.
21. The company has not issued any preference shares/debentures and hence there is no question of redemption of the same.
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 any borrowings during the financial year ended 31st March,2008.
25. The company has not made any loans and advances or given Guarantees or provided securities to other bodies corporate and consequently no entries have been made 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 name of the company during the year under scrutiny.
29. The company has not altered the provisions of the memorandum with respect to share capital of the company during the year under scrutiny.
30. The company has not altered its Articles of Association during the financial year under scrutiny.
31. There was 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.
32. The company has not received any money as security from its employees during the financial year.
33. The company has deposited both employee's and employer's contribution to Provident Fund . No Provident Fund has been constituted by the company.

Sd/=

KAILASH PRASAD GUPTA
Company Secretary
C.P. No.5029

PLACE : BALLY, HOWRAH
DATED : 20-08-2010

ANNEXURE – A**Registers as maintained by the company**

Statutory Registers

1. Register of Members U/s.150
2. Register of Directors, Managing Directors etc.U/s.303
3. Register of Directors Shareholding U/s.307
4. Register of Contracts U/s.301
5. Register of Charges U/s.143
6. Minutes Book of Board Meetings & General Meetings U/s.193
7. Books of Accounts U/s.209
8. Register of Share Transfer & Share Application Allotment

ANNEXURE – B

Forms and Returns as filed by the Company with the Registrar of Companies, Shillong, Assam, Meghalaya etc. during the financial year ended on 31st March,2010.

1. Form No.23AC & 23ACA with P & L and Balance sheet as at 31.03.2009 U/s. 220 of Act. for AGM held on 23.09.2009 was filed on 30.12.2009 with an additional filing fee.
2. Form No.20B with Annual Return U/s.159 of the Act. for AGM held on 23..09.2009 was filed on 23.12.2009 with an additional filing fee.
3. Form No.66 with Compliance Certificate U/s.383A of the Act for the year ended 31.03.2009 was filed on 23.12.2009 with additional fee.