

सुबोध प्रसाद  
कायनी सचिव  
**SUBODH PRASAD**  
B.Com., I.L.B. (F.C.S.) - 3605, C.P. No. 3226  
Company Secretary

0612-2950989 (P)  
Mob 9835896843

Sector No.-6, Block No.-1 (M.I.G.), Flat No.-17  
Lahadurpur Housing Board Colony  
Bhutanath Road, Patna - 800076

Ref. No. ....

Date.....

**SECRETARIAL AUDIT CERTIFICATE ON CORPORATE GOVERNANCE**

**FOR THE QUARTER ENDED 31.03.2012**

I have examined the compliance of conditions of Corporate Governance by MS Securities Ltd. for the quarter ended 31.03.2012 as stipulated in clause 49 of the Listing Agreement of the said Company with Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to review of procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance as stipulated in the said clause. It is said clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us by the Directors and Management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in clause 49 of the above mentioned Listing Agreement.

Based on the information received from the Share Transfer Agents of the Company and the minutes of Share Transfer and Shareholders Grievance Committee, I state that no investor grievance is pending for a period exceeding one month.

I further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Date: 04.04.2012

Place: Patna

SIGNATURE :-

Name of the Company Secretary : **Subodh Prasad**

C. P. No.: 3226

*Subodh Prasad*  
Company Secretary  
C.P.No.-3226



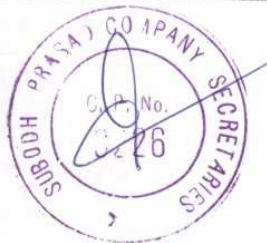
## Quarterly Compliance Report on Corporate Governance

Name of the Company:  
Quarter ending on:

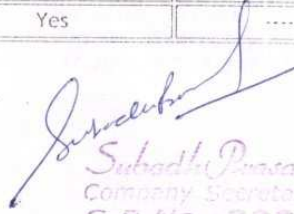
MS Securities Ltd.  
31/03/2012

04 APR 2012

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Particulars	Clause of Listing Agreement	Compliance status (Yes/No/N.A.)	Remarks
<b>I. Board of Directors</b>	49 I		
(A) Composition of Board	49 (IA)	Yes	----
(B) Non-executive Directors' compensation & disclosures	(IB)	Yes	----
(C) Independent Director	(IC)	Yes	----
(D) Board Procedure	9 (ID)	Yes	----
(E) Code of Conduct	9 (IE)	Yes	----
(F) Term of office of non-executive directors	49 (IF)	Yes	----
<b>II. Audit Committee</b>	9 (II)	Yes	----
(A) Qualified & Independent Audit Committee	9 (IIA)	Yes	----
(B) Meeting of Audit Committee	9 (IIB)	Yes	----
(C) Powers of Audit Committee	9 (IIC)	Yes	----
(D) Role of Audit Committee	II (D)	Yes	----
(E) Review of Information by Audit Committee	49 (IIE)	Yes	----
<b>III. Audit Reports and Audit Qualifications</b>	49 (III)	Yes	----
<b>IV. Whistle Blower Policy</b>	49 (IV)	Yes	----
<b>V. Subsidiary Companies</b>	49 (V)	Not Applicable	No subsidiary
<b>VI. Disclosure of contingent liabilities</b>	49 (VI)	Yes	----
<b>VII. Disclosures</b>	49 (VII)	Yes	----
(A) Basis of related party transactions	IIA)	Yes	----
(B) Board Disclosures	(VIIB)	Yes	----
(C) Proceeds from Initial Public offerings	49 (VIIC)	Not Applicable	----
(D) Remuneration of Directors	49 (VIID)	Yes	----
(E) Management	(VIIE)	Yes	----
(F) Shareholders	49 (VIIF)	Yes	----
<b>VIII. CEO/CFO Certification</b>	49 (VIII)	Yes	----
<b>IX. Report on Corporate Governance</b>	49 (IX)	Yes	Given for the financial year ended 31 <sup>st</sup> March, 2011
<b>X. Compliance</b>	49 (X)	Yes	----



04 APR 2012

  
 Subodh Prasad  
 Company Secretary  
 C.P.No.-3226