



# RAMESH CHANDRA MISHRA & ASSOCIATES

Company Secretary in Practice & Corporate Legal Advisor

Date: 10<sup>th</sup> August, 2016

To,

The Board of Directors,

M/s MPF Systems Limited

Greaves Compound, Chinchwad Works,

Bombay –Pune Road

Chinchwad (E), Pune 411019

Dear Sirs,

Subject: Audit Report of Examination of records and systems of M/s Sharepro Services (India) Pvt. Ltd. (R & T Agent) Mumbai on Transfer of Shares of M/s Limited.

Reference: SEBI Order No. WTM/RKA/MIRSD2/41/2016 dated 22<sup>nd</sup> March, 2016

I have been appointed by M/s MPF Systems Limited hereinafter referred to as ("the Company") to carry out audit of records and systems of M/s Sharepro Services (India) Pvt. Ltd. (hereinafter referred to as "Sharepro") Acting as an Registrar & Transfer Agent, (hereinafter referred to as "RTA") of the Company.

We have conducted audit and examination of records and systems of M/s Sharepro Services (India) Pvt. Ltd. at 13AB Samitha Warehousing Complex, 2<sup>nd</sup> Floor, Sakinaka Telephone Exchange Lane, Off Andheri Kurla Road, Sakinaka, Andheri (E), Mumbai – 400 072 with respect to Dividend paid and physical transfer of Equity Share relating to M/s MPF Systems Limited, to determine whether such dividend paid if any, shares have been physically transferred as per the provisions of the law or not as per SEBI Order No. WTM/RKA/MIRSD2/41/2016 dated 22<sup>nd</sup> March, 2016.

The Company M/s MPF Systems Limited and M/s Sharepro Services (I) Pvt. Limited entered into agreement for RTA services in and around 2001, and services are continued till date and as per the SEBI ORDER No WTM/RKA/MIRSD2/41/2016







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dated 22nd March 2016 the board of the company has passed proposal to change its Registrar And Transfer Agent from Sharepro Services (I) Pvt. Ltd. to **Purva Sharegistry (India) Pvt. Ltd.**

In this connection, we have examined records and systems of Sharepro (RTA Office, Mumbai) with respect to physical transfer of Equity Share relating to M/s. MPF Systems Limited, having its registered office at Greaves Compound, Chinchwad, Chinchwad Works, Bombay –Pune Road, Chinchwad , Pune 411019 to determine whether such shares have been physically transferred as per the provisions of the law or not. The Examination was conducted in a manner that provided us a reasonable basis for evaluating the systems and process followed by the Sharepro in relation to physical transfer of shares of the Company to ascertain whether such records and system of Sharepro adheres to the compliances of laws or not and expressing our opinion thereon.

Our responsibility is limited to express an opinion on these records and systems of Sharepro with respect to physical transfer of shares of the Company only, as the Company has not declared or paid any dividend for the reporting period under review.

We have verified records in connection with physical transfer of shares in computerised system as well as physical mode pertaining to period from appointment of Sharepro i.e. year 2011, to March 31, 2016.

Further, to report that the said examination of physical transfer of shares carried out above stated period, as per the above stated SEBI Order, our examination for evaluating the system and process as limited to such above mentioned stated period only.

Based on our verification of the records, registers, data, documents, papers maintained by Sharepro, in our opinion and to the best of the information available with us and according to the explanations given to us and representation made by the Sharepro and

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representatives of the Company, its officers, agents and authorised representatives during the audit & examination of records of Sharepro related to transfer of shares of the Company, we hereby report that in our opinion, during the reporting period, we have not come across any evidence establishing deviation from standard practices and procedure followed for the purpose of transfer of physical shares of the Company as per provisions of the law.

Further I hereby confirm that as per the verification of Documents and records of M/s . MPF Systems Limited maintained by its RTA Agent Sharepro I did not found any transactions of transfer of shares of the company in the name of persons or entities whose names are given in SEBI Order WTM/RKA/MIRSD2/41/2016 dated 22<sup>nd</sup> March, 2016.

Place: Mumbai

For Ramesh Chandra Mishra & Associates



Practicing Company Secretary

Membership No. FCS 5477

COP No. 3987