

SUNIL K. JAIN & ASSOCIATES

COMPANY SECRETARIES

S.K.JAIN
M.COM, ACMA, FCS, DIM
BAL, PGDIM, PGDFM
E-mail: sunil.jain.sk@gmail.com
E-mail: skj13@rediffmail.com

80-D, DDA Flats,
Gulabi Bagh,
Delhi – 110 007
Ph.: 23654801
Mobile: 9810104162

Form No. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

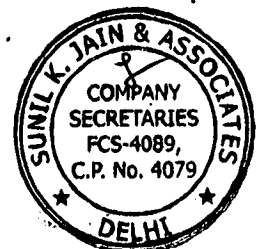
CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records and books and papers of **WILEY INDIA PRIVATE LIMITED (CIN:U74899DL1999PTC099286)** (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on 31st March, 2017. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents, we certify that:

A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B. during the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:

1. its status under the Act;
2. maintenance of registers/records & making entries therein within the time prescribed therefor;
3. filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within the prescribed time;
4. calling/ convening/ holding meetings of Board of Directors or its committees, (CSR committee) , and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Books/registers maintained for the purpose and the same have been signed;



5. Closure of Register of Members / Security holders, as the case may be.(the company was not required to close its Register of members);
6. advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
7. contracts/arrangements with related parties as specified in section 188 of the Act;(all transaction were stated to be in the ordinary course of business and on arm's length basis during the financial year)
8. issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;(during the year under scrutiny no issue, transfer, transmission or buy back of shares has been made);
9. keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act;(there was no such requirement during the financial year);
10. declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act; (the Company has not declared/ paid any dividend during the financial year and no amount was required to be transferred to Investor Education and Protection Fund during the year under scrutiny);
11. signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
12. constitution/ appointment/ re-appointments/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
13. appointment/ reappointment of auditors as per the provisions of section 139 of the Act;
14. approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;(no such approval was required during the financial year);
15. acceptance/ renewal/ repayment of deposits;(the company has not accepted any deposits);



16. borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable; (the company has not made any borrowings);
17. loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act;
18. alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;(no such alterations has been made during the year under scrutiny);

For SUNIL K. JAIN & ASSOCIATES
Company Secretaries



S.K. Jain

S.K.JAIN

Proprietor

FCS 4089; C.P. No. 4079

Place: New Delhi

Date : 9th November , 2017