

**Dilip Bharadiya****B.Com., A.C.A., F.C.S.  
Proprietor****DILIP BHARADIYA & ASSOCIATES****COMPANY SECRETARIES****Phone : 91 - 22 - 2240 3756****Mobile : 91 - 98202 90360****Email : dilipbcs@gmail.com****: dilip@csdilip.com**

To,  
The Board of Directors,  
**Ruia Aquaculture Farms Limited,**  
Mumbai.

**SUB: Reconciliation of Share Capital Audit Certificate**

Dear Sirs,

We have examined the Register of Members and other records/ documents maintained by **Ruia Aquaculture Farms Limited** (hereinafter referred to as "the Company") and its Registrars & Share Transfer Agents, Purva Shareregistry (India) Private Limited, (hereinafter referred to as the "RTA"), for issuing this certificate, in accordance with the circular D&CC/FITTC/CIR-16/2002 dated December 31, 2002 and circular CIR/MRD/DP/30/2010 dated September 6, 2010 issued by the Securities and Exchange Board of India & Regulation 55A of SEBI (Depositories and Participants) Regulations, 1996. However, the Company has neither approached nor entered into any agreement with the Depositories viz., National Securities Depository Limited (NSDL) or Central Depository Services Limited (CDSL) to get its securities dematerialized, thus all the securities of the company are held in Physical form. Moreover, the security has been suspended to trade on the website of the Bombay Stock Exchange Limited (BSE).

We conclude that the below given Audit certificate is providing the basic information as per the SEBI regulations as stated above and does not provide any kind of reconciliation due to the securities of the Company are completely in physical form (ie. not in dematerialized form).

We enclose herewith the General Information as per the Reconciliation of Share Capital Audit Certificate for Quarter ended 31<sup>st</sup> December 2015 prepared on the basis of our opinion and to the best of our information and according to the explanations given to us and further based on such verification as considered necessary of the documents produced before us:

|   |                                                                        |                                                                |
|---|------------------------------------------------------------------------|----------------------------------------------------------------|
| 1 | For Quarter Ended                                                      | 31.12.2015                                                     |
| 2 | ISIN                                                                   | N.A                                                            |
| 3 | Face Value                                                             | Rs.10/- per share                                              |
| 4 | Name of the Company                                                    | Ruia Aquaculture Farms Limited                                 |
| 5 | Registered Office Address                                              | Kedia Chambers, 101/3, S V Road, Malad (W),<br>Mumbai - 400064 |
| 6 | Correspondence Address                                                 | As above                                                       |
| 7 | Telephone & Fax Nos.                                                   | Tel. No. 022- 28884546                                         |
| 8 | Email Address                                                          | ruiaaquaculturefarmsltd@gmail.com                              |
| 9 | Names of the Stock Exchanges where the Company's securities are listed | The BSE Limited (BSE)                                          |



|                                                                                                                                         |                                                                                                                                                      |                                  | Number of Shares                          |                           | % of Total Issued Capital |                                                  |
|-----------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------|-------------------------------------------|---------------------------|---------------------------|--------------------------------------------------|
| 10                                                                                                                                      | Issued Capital                                                                                                                                       |                                  | 50,00,000                                 |                           | 100%                      |                                                  |
| 11                                                                                                                                      | Listed Capital (Exchange-wise) (as per company records)                                                                                              | BSE                              | 50,00,000                                 |                           | 100%                      |                                                  |
| 12                                                                                                                                      | Held in dematerialised form in CDSL                                                                                                                  |                                  | N.A                                       |                           | N.A                       |                                                  |
| 13                                                                                                                                      | Held in dematerialised form in NSDL                                                                                                                  |                                  | N.A                                       |                           | N.A                       |                                                  |
| 14                                                                                                                                      | Physical                                                                                                                                             |                                  | 50,00,000                                 |                           | 100.00                    |                                                  |
| 15                                                                                                                                      | Total No. of shares (12+13+14)                                                                                                                       |                                  | 50,00,000                                 |                           | 100.00                    |                                                  |
| 16**                                                                                                                                    | Reasons for difference if any, between (10&11), (10&15), (11&15)                                                                                     |                                  | N.A.                                      |                           |                           |                                                  |
| 17**                                                                                                                                    | Certifying the details of changes in share capital during the quarter under consideration as per Table Below :                                       |                                  |                                           |                           |                           |                                                  |
| Particulars**<br>*                                                                                                                      | No. of Shares                                                                                                                                        | Applied/ Not Applied For Listing | Listed on Stock Exchanges (Specify Names) | Whether Intimated to CDSL | Whether Intimated to NSDL | In-prin. Approval Pending for SE (Specify Names) |
| NA                                                                                                                                      |                                                                                                                                                      |                                  |                                           |                           |                           |                                                  |
| *** Rights, Bonus, Preferential Issue, ESOPs, Amalgamation, Conversion, Buyback, Capital Reduction, Forfeiture, any other (to specify). |                                                                                                                                                      |                                  |                                           |                           |                           |                                                  |
| 18                                                                                                                                      | Register of Members is updated (Yes/No)<br>If not, updated upto which date                                                                           |                                  |                                           | Yes                       |                           |                                                  |
| 19**                                                                                                                                    | Reference of previous quarter with regard to excess dematerialised shares, if any.                                                                   |                                  |                                           | N.A.                      |                           |                                                  |
| 20**                                                                                                                                    | Has the Company resolved the matter mentioned in Point No. 19 above in the current quarter? If not, reason why?                                      |                                  |                                           | N.A.                      |                           |                                                  |
| 21**                                                                                                                                    | Mentioned the total no. of requests, if any, confirmed after 21 days and the total no. of requests pending beyond 21 days with the reasons for delay |                                  |                                           |                           |                           |                                                  |
| Total No. of demat request                                                                                                              |                                                                                                                                                      |                                  | No. of request                            | No. of shares             | Reasons for delay         |                                                  |
| Confirmed after 21 days                                                                                                                 |                                                                                                                                                      |                                  | N.A.                                      | N.A.                      | N.A.                      |                                                  |
| Pending for more than 21 days                                                                                                           |                                                                                                                                                      |                                  | N.A.                                      | N.A.                      | N.A.                      |                                                  |
| 22                                                                                                                                      | Name, Telephone & Fax No. of the Compliance Officer of the Company                                                                                   |                                  | Mr. Sharad Ruia<br>Tel. No. 022-28884546  |                           |                           |                                                  |



|    |                                                                                                                                        |                                                                                                                                                                                                                                                                            |
|----|----------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 23 | Name, Address, Tel. & Fax No.,<br>Registration no. of the Auditor                                                                      | M/s. Dilip Bharadiya & Associates<br>11, Bhuleshwar, 1st Floor, Krishna Bhawan,<br>Opp. Cotton Exchange, Mumbai - 400 002.<br>Tel. No. 2240 3756<br>FCS No. 7956, CP No. 6740                                                                                              |
| 24 | Appointment of common agency for<br>share registry work<br>If yes (name & address)                                                     | Purva Sharegistry (India) Private Limited<br>Unit no. 9, Shiv Shakti Ind. Estt., J .R. Boricha<br>marg, Opp. Kasturba Hospital Lane, Lower Parel<br>(E), Mumbai - 400 011<br>Tel. No. 022-2301 6761 / 8261<br>Email address:- busicomp@vsnl.com                            |
| 25 | Any other details that the auditor may<br>like to provide. (e.g. BIFR company,<br>delisting from SE, company changed its<br>name etc.) | <ol style="list-style-type: none"> <li>1. The security has been suspended to trade<br/>on the website of the Bombay Stock<br/>Exchange Limited (BSE).</li> <li>2. **Point nos. 16 to 21 except 18 of the<br/>Certificate are not applicable to the<br/>company.</li> </ol> |

For DILIP BHARADIYA & ASSOCIATES  
Company Secretaries



DILIP BHARADIYA  
Proprietor  
FCS No. 7956, CP No. 6740



Place: Mumbai

Date: 13<sup>th</sup> January, 2016