

MOHIT VANAWAT AND ASSOCIATES

412, 3RD FLOOR, LODHA COMPLEX, NEAR COURT CHORAHA, UDAIPUR -313001
M. 9782165720 E. csmohitvanawat@gmail.com, mohitssv88@gmail.com

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st March, 2019

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

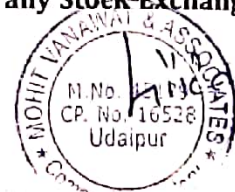
To,
**THE MEMBERS,
INDIAN PHOSPHATE LIMITED
F-223 ROAD NO.1 - E-M.I.A,
UDAIPUR RJ 313001 IN**

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **INDIAN PHOSPHATE LIMITED** (hereinafter called "**the Company**"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period **01.04.2018 to 31.03.2019** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **INDIAN PHOSPHATE LIMITED** ("**The Company**") for the period ended on March 31, 2019 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under; **Company incorporated Under in Companies Act 1956, It is a unlisted Public Company which is Limited By Share**
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under; **The Company is an Unlisted public Company, above Act and regulations are not applicable to the Company**
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under: **The Depositories Act, 1996 and regulations are not applicable during the year.**
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **The above Act and rules were not applicable during the year, No Such type of Foreign exchange transactions have been taken place.**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **these regulations are not applicable on Company.**
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; **None of securities were listed at any Stock-Exchange, hence these regulations are not applicable on Company**

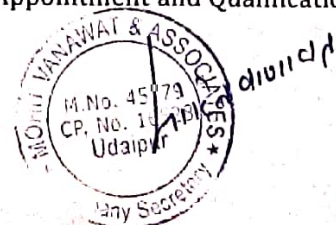


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- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (UPTO 10TH November 2018) and securities and Exchange Board of India (Issue Capital and Disclosure requirement) Regulations, 2018 with effect from 11th November, 2018- **The Company has not issued any further share capital during the year under review and being an unlisted company, this act and regulations were not applicable on it.**
- (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 1999/ Securities and Exchange Board of India (Share based Employee Benefits) Regulations, 2014 (effective 28th October 2014 -**The Company does not have such type of securities, hence these regulations are not applicable during the year.**
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - Not applicable as the Company has not issued any debt securities which were listed during the year under review; **The Company has no Debt securities, hence these regulations are not applicable on Company.**
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client - **Not applicable on the Company.**
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 -**Above provisions are Not applicable on the Company,**
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 -(UPTO 10TH November 2018) and securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018 with effect from 11th November, 2018 **Not applicable as the Company has not bought back or propose to buy-back any of its securities during the year under review**
- (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015: **None of securities were listed at any Stock Exchange, hence these regulations are not applicable on Company**
- (vi) I have also examined compliance with the applicable clauses of the following:
- Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India; **All the Provisions of Secretarial Standard 1 & 2 were Complied in proper manner as under the Law.**
 - SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; **Not applicable on Unlisted Public Companies.**
- (viii) I have also examined that during the year -
- Company has complied with Rule 25A of the Companies (Incorporation) Rules, 2014 and file INC-22A form with ROC within the time period specified.
 - Company has complied with MSME Act, 2006 and Order 2 and 3 issued under Section 405 of the Companies Act, 2013 and have filed MSME Form 1 (Initial Return and Half Yearly Return) with ROC.
 - Company has also complied with Rule 12A of Companies (Appointment and Qualification of Directors) Rules, 2014 and file DIR-3 KYC form with ROC..



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(ix) I further report that

A. the Board of Directors of the Company is duly constituted with the proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes made to the composition of the Board of Directors were duly carried out during the period covered under the Audit. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

S.NO	NAME OF DIRECTORS	CATEGORY
1	MR. RAVINDRA SINGH	WHOLE TIME DIRECTOR, EXECUTIVE
2	MR. PRITAM SINGH	WHOLE TIME DIRECTOR, EXECUTIVE
3	MR. DEVENDRA SINGH	NON-EXECUTIVE, DIRECTOR
4	MR. MANISH MURDIA	INDEPENDENT NON-EXECUTIVE
5	MR. VIJAYENDRA SINGH CHUNDAWAT	INDEPENDENT NON-EXECUTIVE
6	MR. ROHIT PARAGBHAI PARMAR	INDEPENDENT NON-EXECUTIVE

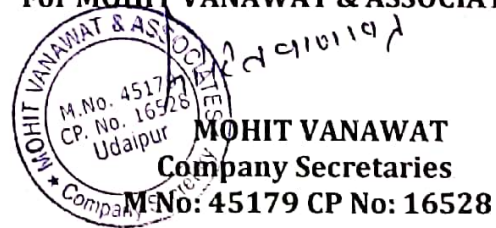
B. Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

C. All the decisions at Board Meetings and Committee Meetings are carried unanimously as recorded in minutes of the Meetings of the Board of Directors or Committee of the Board, as the case may be.

(xi) I further report that during the review period no major action having a bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. above have taken place.

For MOHIT VANAWAT & ASSOCIATES

Place: Udaipur
Date: 20/09/2019



Note: This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

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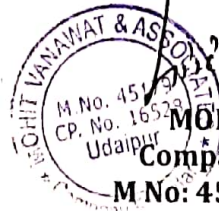
"Annexure A"

To,
The Members,
Indian Phosphate Limited
F-223 ROAD NO.1 - E-M.I.A,
UDAIPUR RJ 313001 IN

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company

For MOHIT VANAWAT & ASSOCIATES



Place: Udaipur
Date: 20/09/2019

MOHIT VANAWAT
Company Secretaries
M No: 45179 CP No: 16528