

INDUSTRIAL & PRUDENTIAL INVESTMENT CO. LTD

CIN No.: L65990WB1913PLC218486

Ref: INP/19-20/BSE/ASC
Date: 22nd July, 2019

To
MS. BHUVANA SRIRAM,
Relationship Manager,
Corporate Relationship Department,
BSE Limited,
Rotunda Building,
Phiroze Jeejeebhoy Towers,
Dalal Street,
MUMBAI - 400 023.

Ref: COMPANY CODE: 501298

**Sub: SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019 -
Annual Secretarial Compliance Report for the year ended March 31,
2019**

Dear Sir,

With reference to the above subject, we herewith enclose the Annual Secretarial Compliance Report of the Company for the year ended 31st March, 2019 issued by Secretarial Auditor of the Company.

Kindly take the same on record.

Thanking You,

Yours faithfully,

For INDUSTRIAL & PRUDENTIAL INVESTMENT CO. LTD.,

Ayan Datta
Ayan Datta
Company Secretary

Encl: As above.



MAYUR MEHTA

B. Com. (Hons.), A.C.S., A.C.A., M.A. (Hist.)

Practising Company Secretary

*Secretarial compliance report of
Industrial And Prudential Investment Company Limited
for the year ended 31st March, 2019
(CIN: L65990WB1913PLC218486)*

I, Mayur Mehta, Practising Company Secretary, have examined:

- (a) all the documents and records made available to me and explanation provided by Industrial and Prudential Investment Company Limited (“the listed entity”),
- (b) The filings/submissions made by the listed entity to the BSE Ltd. (shares of the listed entity are listed on the said exchange)
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2019 (“Review Period”) in respect of compliance with the provisions of :

1. the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
2. the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);



Office : 901, Rushabh, Jakaria Bunder Cross Road, Sewree (West), Mumbai - 400 015.
Tel. : 2416 3356 / 2413 5466 Cell : 09821735704 Email : mayur.cs@mtnl.net.in

Res. : 90, Parijat, Dr. M. B. Raut Road (South), Shivaji Park, Mumbai - 400 028. Tel. : 2445 4177

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The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- i. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; (LODR)
- ii. Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- iii. Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- iv. Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- v. Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- vi. Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- vii. Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- viii. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/guidelines issued thereunder;

and based on the above examination, I hereby report that, during the Review Period:

- (a) Based on my examination of various records and information and explanation given to me the listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below:-



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Sr No	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Deviations	Observations/Remarks of the Practising Company Secretary, if any
			Complied with

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.

(c) Based on my examination of various records and information and explanation given to me, no action has been taken against the listed entity/its promoters/directors/material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/Regulations and circulars/guidelines issued thereunder:

Sr No.	Action taken by	Details of violation	Details of action taken e.g. fines, Warning letter, debarment, etc.	Observations/R emarks of the Practising Company Secretary, if any
	None			



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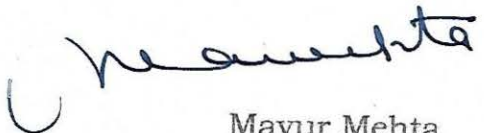
Practising Company Secretary

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports: NA

Sr No.	Observations of the Practising Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31.03.2019	Actions taken by the listed entity, if any	Comments of the Practising Company Secretary on the actions taken by the listed entity
	This is the first year of report	None	NA	

Place: Mumbai

Date: 3rd May, 2019


Mayur Mehta
Practising Company Secretary
ACS No: 3132
C P No: 9552

