THE INDUSTRIAL & PRUDENTIAL INVESTMENT CO. LTD.

Regd. Office :
125, Maker Chambers III, Nariman Point,
Mumbai - 400 021 • Telephone : 2285 4243
Email : indpru@vsnl.net

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

Dated 9th July, 2016

Re: Intimation of the outcome of the 100th AGM under Regulation 44(3) of the LODR – Scrutinizer's Report

BSE Code 501298

Dear Sirs,

Further to our letter dated 9th July, 2016 we enclose the Scrutinizer's Report.

This is for your information and necessary dissemination.

Thank you

Yours faithfully
The Industrial & Prudential
Investment Company Limited

A.V. Setalvad
Chairman

Encl: as above

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MAYUR MEHTA

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

Practising Company Secretary

SCRUTINIZER'S REPORT

To

The Chairman
The Industrial & Prudential
Investment Company Limited
125, Maker Chambers III
Nariman Point
Mumbai 400021

Date 09.07.2016

Sub: Report on Annual General Meeting held on 8th July, 2016

Dear Sir,

1. Appointment

I, Mayur Mehta PCS, has been appointed by the Board of Directors of The Industrial & Prudential Investment Company Limited (hereinafter referred to as "the Company") as Scrutinizer in accordance with the Rule 20 of the Companies (Management & Administration) Rules, 2014 (hereinafter referred to as the "the Rules") to scrutinize remote e-voting process of 100th Annual General Meeting notice dated 30th May, 2016, in a fair and transparent manner.

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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
Website : mayurpcs.com Web Mail : mayurpcs@mayurpcs.com

2. Scope of Work

Compliance with the provisions of the Companies Act, 2013, Rules made; Circulars, Notifications and Orders issued thereunder (hereinafter collectively referred to as "the Act") relating to the remote e-voting is the responsibility of the management. My responsibility as a scrutinizer is to ensure that the remote e-voting process is conducted in a fair and transparent manner and submit report to the Chairman in accordance with the Rule 20.

3. Resolutions as per 100th Annual General Meeting

The Company by 100th Annual General Meeting (100th AGM) notice dated 30th May, 2016 pursuant to Section 110 of the Act and the Rule 20 of the Rules transacted the following business by voting through electronic means: -

A. Ordinary Business

1. Adoption of the Audited Financial Statements [standalone and consolidated) for the financial year ended March 31, 2016 together with the Reports of the Board of Directors and the Auditors thereon
2. To declare dividend
3. To re-appoint Mr. A V Setalvad (DIN 00056124), retiring by rotation
4. To ratify appointment of auditors and fix their remuneration

B. Special Business

5. Increase in authorized share capital from Rs. 1,00,00,000 to Rs. 2,00,00,000
6. Amendment of the Capital Clause V of the Memorandum of Association and Article 4 of the Articles of Association
7. Capitalization of General Reserve by issue of Bonus Shares in the ratio of two bonus shares for every one existing share.

M. No. A3132
CP. No. 9952
Company Secretary

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4. Voting Process through remote e-voting

Sr No	Particulars	Details
1	Date of 100th AGM Notice	30th May, 2016
2	Cutoff date for voting	1st July, 2016
3	E voting system provided by	Central Depository Services (India) Limited (CDSL)
4	Registrar and Transfer Agents	Link Intime India Private Limited
5	EVSN	160602007
6	Voting Start Date	5th July, 2016 at 9.00 am
7	Voting End Date	7th July, 2016 at 5.00 pm
8	No of Resolutions	7
9	No of members as on 01.07.2016	1414
10	Voting Rights (No of shares equaling to vote	1 (One)
11	No of shares	581780
12	Unclaimed shares on which voting rights remain frozen in accordance with Regulation 39 read with Schedule VI of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [LODR}	8703
13	Downloading of Data from CDSL	Unblocked on 8th July, 2016 after conclusion of the AGM.
14	Physical ballot	The Company had provided facility of voting by ballot paper for those members who did not opt for remote-e voting. Ballot forms received till the conclusion of the 100th AGM at the venue have been considered.
15	Tab voting	E-voting facility at the venue of the 100th AGM provided by the Company is also considered
16	Scrutiny process	Data of remote e- voting, e-voting at the venue of the 100th AGM and physical ballot forms were diligently scrutinized.
17	Validity of votes in case of double voting	Where the members have voted e-voting as well as by Ballot form, e-voting only considered.

Mayur Mehta
M. No. A3132
CP. No. 9952
Company Secretary

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5. **Result of e-Voting Process**

Item 1 of the Notice – Ordinary Resolution Adoption of the Audited Financial Statements [standalone and consolidated) for the financial year ended March 31, 2016 together with the Reports of the Board of Directors and the Auditors thereon.			
Total Number of Shareholders		1414	
Total Number of Shares		581780	
Unclaimed Securities Suspense Account on which voting rights is frozen		8703	
Total votes cast (e-voting, poll and ballot form)		392530	
Invalid votes cast (e-voting, poll and ballot form)		6	
Valid votes cast (e-voting, poll and ballot form)		392524	
A. Votes in favour of the Resolution			
Particulars of Postal Ballot Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Physical	18	387534	98.73
Poll (at venue)	12	913	0.23
E-voting	3	4077	1.04
Total	33	392524	100.00
B. Votes against the Resolution			
Particulars of Postal Ballot Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Physical	0	0	0
Poll (at venue)	0	0	0
E-voting	0	0	0
Total	0	0	0
C. Invalid Votes			
Particulars of Postal Ballot Voting	Number of members votes	Number of votes cast by them	% of total number of valid votes cast
Physical	2	6	0
E-voting	0	0	0
Total	2	6	0

The resolution at Item 1 is passed with requisite majority at the 100th AGM

Mehta No. A3132 C.P. No. 9952 Company Secretary

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Item 2 of the Notice – Ordinary Resolution To declare dividend			
Total Number of Shareholders		1414	
Total Number of Shares		581780	
Unclaimed Securities Suspense Account on which voting rights is frozen		8703	
Total votes cast (e-voting, poll and ballot form)		392530	
Invalid votes cast (e-voting, poll and ballot form)		6	
Valid votes cast (e-voting, poll and ballot form)		392524	
A. Votes in favour of the Resolution			
Particulars of Postal Ballot Voting	Number of members votes	Number of votes cast by them	% of total number of valid votes cast
Physical	18	387534	98.73
Poll (at venue)	12	913	0.23
E-voting	3	4077	1.04
Total	33	392524	100.00
B. Votes against the Resolution			
Particulars of Postal Ballot Voting	Number of members votes	Number of votes cast by them	% of total number of valid votes cast
Physical	0	0	0
Poll (at venue)	0	0	0
E-voting	0	0	0
Total	0	0	0
C. Invalid Votes			
Particulars of Postal Ballot Voting	Number of members votes	Number of votes cast by them	% of total number of valid votes cast
Physical	2	6	0
E-voting	0	0	0
Total	2	6	0

The resolution at Item 2 is passed with requisite majority at the 100th AGM

Mayur Mehta
M. No. A3132
CP. No. 9952
Company Secretary

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Item 3 of the Notice – Ordinary Resolution **To re-appoint Mr. A V Setalvad (DIN 00056124), retiring by rotation**			
Total Number of Shareholders		1414	
Total Number of Shares		581780	
Unclaimed Securities Suspense Account on which voting rights is frozen		8703	
Total votes cast (e-voting, poll and ballot form)		392530	
Invalid votes cast (e-voting, poll and ballot form)		6	
Valid votes cast (e-voting, poll and ballot form)		392524	
A. Votes in favour of the Resolution			
Particulars of Postal Ballot Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Physical	18	387534	98.73
Poll (at venue)	12	913	0.23
E-voting	2	503	0.13
Total	32	388950	99.09
B. Votes against the Resolution			
Particulars of Postal Ballot Voting	Number of members votes	Number of votes cast by them	% of total number of valid votes cast
Physical	0	0	0
Poll (at venue)	0	0	0
E-voting	1	3574	0.91
Total	1	3574	0.91
C. Invalid Votes			
Particulars of Postal Ballot Voting	Number of members votes	Number of votes cast by them	% of total number of valid votes cast
Physical	2	6	0
E-voting	0	0	0
Total	2	6	0

The resolution at Item 3 is passed with requisite majority at the 100th AGM

Mayur Mehta
M. No. A3132
CP. No. 9952
Secretary

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Item 4 of the Notice – Ordinary Resolution **To ratify appointment of auditors and fix their remuneration**			
Total Number of Shareholders		1414	
Total Number of Shares		581780	
Unclaimed Securities Suspense Account on which voting rights is frozen		8703	
Total votes cast (e-voting, poll and ballot form)		392530	
Invalid votes cast (e-voting, poll and ballot form)		6	
Valid votes cast (e-voting, poll and ballot form)		392524	
A. Votes in favour of the Resolution			
Particulars of Postal Ballot Voting	Number of members votes	Number of votes cast by them	% of total number of valid votes cast
Physical	18	387534	98.73
Poll (at venue)	12	913	0.23
E-voting	3	4077	1.04
Total	33	392524	100.00
B. Votes against the Resolution			
Particulars of Postal Ballot Voting	Number of members votes	Number of votes cast by them	% of total number of valid votes cast
Physical	0	0	0
Poll (at venue)	0	0	0
E-voting	0	0	0
Total	0	0	0
C. Invalid Votes			
Particulars of Postal Ballot Voting	Number of members votes	Number of votes cast by them	% of total number of valid votes cast
Physical	2	6	0
E-voting	0	0	0
Total	2	6	0

The resolution at Item 4 is passed with requisite majority at the 100th AGM

Mayur Mehta
No. A3132
CP. No. 9952
Secretary

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Item 5 of the Notice – Special Resolution **Increase in authorized share capital from Rs. 1,00,00,000 to Rs. 2,00,00,000**			
Total Number of Shareholders		1414	
Total Number of Shares		581780	
Unclaimed Securities Suspense Account on which voting rights is frozen		8703	
Total votes cast (e-voting, poll and ballot form)		392530	
Invalid votes cast (e-voting, poll and ballot form)		6	
Valid votes cast (e-voting, poll and ballot form)		392524	
A. Votes in favour of the Resolution			
Particulars of Postal Ballot Voting	Number of members votes	Number of votes cast by them	% of total number of valid votes cast
Physical	18	387534	98.73
Poll (at venue)	12	913	0.23
E-voting	3	4077	1.04
Total	33	392524	100.00
B. Votes against the Resolution			
Particulars of Postal Ballot Voting	Number of members votes	Number of votes cast by them	% of total number of valid votes cast
Physical	0	0	0
Poll (at venue)	0	0	0
E-voting	0	0	0
Total	0	0	0
C. Invalid Votes			
Particulars of Postal Ballot Voting	Number of members votes	Number of votes cast by them	% of total number of valid votes cast
Physical	2	6	0
E-voting	0	0	0
Total	2	6	0

The resolution at Item 5 is passed with requisite majority at the 100th AGM

Mayur Mehta
M. No. A3132
CP. No. 9952
Company Secretary

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Item 6 of the Notice – Special Resolution Amendment of the Capital Clause V of the Memorandum of Association and Article 4 of the Articles of Association			
Total Number of Shareholders		1414	
Total Number of Shares		581780	
Unclaimed Securities Suspense Account on which voting rights is frozen		8703	
Total votes cast (e-voting, poll and ballot form)		392530	
Invalid votes cast (e-voting, poll and ballot form)		6	
Valid votes cast (e-voting, poll and ballot form)		392524	
A. Votes in favour of the Resolution			
Particulars of Postal Ballot Voting	Number of members votes	Number of votes cast by them	% of total number of valid votes cast
Physical	18	387534	98.73
Poll (at venue)	12	913	0.23
E-voting	2	503	0.13
Total	32	388950	99.09
B. Votes against the Resolution			
Particulars of Postal Ballot Voting	Number of members votes	Number of votes cast by them	% of total number of valid votes cast
Physical	0	0	0
Poll (at venue)	0	0	0
E-voting	1	3574	0.91
Total	1	3574	0.91
C. Invalid Votes			
Particulars of Postal Ballot Voting	Number of members votes	Number of votes cast by them	% of total number of valid votes cast
Physical	2	6	0
E-voting	0	0	0
Total	2	6	0

The resolution at Item 6 is passed with requisite majority at the 100th AGM

Aayur Mehta
M. No. A3132
C. No. 9952
Company Secretary

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Item 7 of the Notice – Ordinary Resolution Capitalization of General Reserve by issue of Bonus Shares in the ratio of two bonus shares for every one existing share			
Total Number of Shareholders		1414	
Total Number of Shares		581780	
Unclaimed Securities Suspense Account on which voting rights is frozen		8703	
Total votes cast (e-voting, poll and ballot form)		392530	
Invalid votes cast (e-voting, poll and ballot form)		6	
Valid votes cast (e-voting, poll and ballot form)		392524	
A. Votes in favour of the Resolution			
Particulars of Postal Ballot Voting	Number of members votes	Number of votes cast by them	% of total number of valid votes cast
Physical	18	387534	98.73
Poll (at venue)	12	913	0.23
E-voting	3	4077	1.04
Total	33	392524	100.00
B. Votes against the Resolution			
Particulars of Postal Ballot Voting	Number of members votes	Number of votes cast by them	% of total number of valid votes cast
Physical	0	0	0
Poll (at venue)	0	0	0
E-voting	0	0	0
Total	0	0	0
C. Invalid Votes			
Particulars of Postal Ballot Voting	Number of members votes	Number of votes cast by them	% of total number of valid votes cast
Physical	2	6	0
E-voting	0	0	0
Total	2	6	0

The resolution at Item 7 is passed with requisite majority at the 100th AGM.

Mayur Mehta
No. 9952
Secretary

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6. Records

The relevant records relating to postal ballot shall remain in my custody till the Chairman considers, approves and signs the minutes.

The Company in compliance with the Act and LODR is requested to declare the result at the registered office, upload the same on the website of BSE, Company and CDSL and advertise in the newspaper

Thank you,

Yours faithfully

Mayur Mehta
Practising Company Secretary
Scrutinizer
M. No A3132
CP 9952

Mayur Mehta
M. No. A3132
CP. No. 9952
Company Secretary

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