

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 12th July, 2016

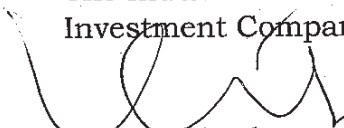
**Re: Proceedings of Postal Ballot
BSE Code 501298**

Dear Sirs,

In accordance with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we enclose the proceedings of Postal Ballot. The result was announced on 9th July, 2016.

Thank you

Yours faithfully
The Industrial & Prudential
Investment Company Limited


A.V. Setalvad
Chairman

Encl: as above

THE INDUSTRIAL & PRUDENTIAL INVESTMENT CO. LTD
CIN; L65990MH1913PLC000374
Regd. Office: 125, Maker Chambers III, Nariman Point, Mumbai 400021
Telephone: 22854243 Website: www.industrialprudential.com
E mail: indpru@vsnl.net

REPORT UNDER Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

Date of Postal Ballot Notice: 30th May, 2016

Declaration of Result: 9th July, 2016

Total Number of shareholders on cutoff date 1st June, 2016: 1324

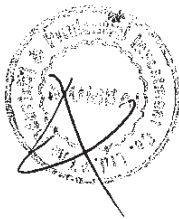
Postal Ballot Notice

The Company by Notice of Postal Ballot dated 30th May, 2016 pursuant to Section 110 of the Companies Act, 2013 (the Act) and the Rule 22 of the Companies (Management and Administration) Rules, 2014 (the Rules) transacted the following business by voting through the postal ballot: -

- a. Change of the situation of the registered office of the Company from the State of Maharashtra to the State of West Bengal.
- b. Consequential amendments to the Memorandum of Association, and
- c. Maintenance of records with the Registrar and Transfer Agents (RTA).

Mode of Voting: The Company in compliance with the Act and the Rules and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 the Members were provided with the facility of voting as under

- a. Postal Ballot Form
- b. E- Voting



Based on the Report of the Scrutinizer dated 9th July, 2016, all the three resolutions as set out in the Notice dated 30.05.2016 of the Postal Ballot have been approved with requisite majority by the members of the Company.

Result on the resolution

SPECIAL RESOLUTION

ITEM 1: Shifting of Registered Office from the State of Maharashtra to the State of West Bengal

RESOLVED that subject to approval of the Central Government pursuant to Sections 13, 110 and other applicable provisions, if any, of the Companies Act, 2013, Rules made; Circulars, Notifications and Orders issued thereunder (hereinafter collectively referred to as "the Act"), and such other permissions, approvals or sanctions as may be required from appropriate authorities under applicable other laws, the place of the Registered Office of the Company be changed from the State of Maharashtra to the State of West Bengal.

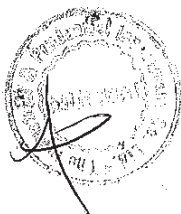
AND RESOLVED FURTHER that for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient, usual or proper and to give such directions as may be necessary to settle any question, difficulty or doubt that may arise in implementing this resolution.



**Item 1 of the Notice - Special Resolution
Shifting of Registered Office from the State of Maharashtra to the State of West Bengal**

Total Number of Shareholders		1324	
Total Number of Shares		581780	
Unclaimed Securities Suspense Account on which voting rights is frozen		8703	
Receipt of Postal Ballot (Physical and e- voting)		50	
Invalid Postal Ballot Form (Physical and e- voting)		3	
Valid votes		404480	
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	21	387126	95.71
E-voting	4	2146	0.53
Total	25	389272	96.24
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	10	3101	0.76
E-voting	12	12107	3.00
Total	22	15208	3.76
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	3	14	0.00
E-voting	0	0	
Total	3	14	0.00

The resolution at Item 1 is passed with requisite majority and it is deemed to have been passed on the date of declaration of result i.e. 9th July, 2016



ITEM 2: Amendment of the Memorandum of Association

RESOLVED that subject to approval of the Central Government pursuant to Sections 13, 110 and other applicable provisions, if any, of the Companies Act, 2013, Rules made; Circulars, Notifications and Orders issued thereunder (hereinafter collectively referred to as “the Act”), and such other permissions, approvals or sanctions as may be required from appropriate authorities under applicable other laws, the existing Clause 2 of the Memorandum of Association be substituted by the following Clause.

‘2. The registered office of the Company will be situated in State of West Bengal.’

AND RESOLVED FURTHER that for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient, usual or proper and to give such directions as may be necessary to settle any question, difficulty or doubt that may arise in implementing this resolution.

Item 2 of the Notice - Special Resolution Alteration of the Memorandum of Association	
Total Number of Shareholders	1324
Total Number of Shares	581780
Unclaimed Securities Suspense Account on which voting rights is frozen	8703
Receipt of Postal Ballot (Physical and e- voting)	50
Invalid Postal Ballot Form (Physical and e- voting)	3
Valid votes	404480



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	22	387186	95.72
E-voting	4	2146	0.53
Total	26	389332	96.25
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	9	3041	0.75
E-voting	12	12107	3.00
Total	21	15148	3.75
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	3	14	0.00
E-voting	0	0	
Total	3	14	0.00

The resolution at Item 2 is passed with requisite majority and it is deemed to have been passed on the date of declaration of result i.e. 9th July, 2016

ITEM 3: Maintenance of records pertaining to the Shareholders

RESOLVED that pursuant to provisions of Section 94 and other applicable provisions of the Companies Act, 2013, Rules made; Circulars, Notifications and Orders issued thereunder (hereinafter collectively referred to as "the Act"), the Register of Members, Register of Debenture Holders, Register of Other Securities Holders, index of each such register and other related documents required to be maintained under Section 88 and copies of the annual returns filed under Section 92 of the Act, shall be kept at the Registered Office of the



Company or at the offices of the Registrar and Transfer Agents of the Company at Kolkata and Mumbai.

AND RESOLVED FURTHER that for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient, usual or proper and to give such directions as may be necessary to settle any question, difficulty or doubt that may arise in implementing this resolution.

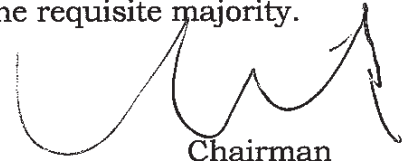
Item 3 of the Notice - Special Resolution			
Maintenance of records pertaining to the Shareholders			
Total Number of Shareholders		1324	
Total Number of Shares		581780	
Unclaimed Securities Suspense Account on which voting rights is frozen		8703	
Receipt of Postal Ballot (Physical and e- voting)		50	
Invalid Postal Ballot Form (Physical and e- voting)		3	
Valid votes		404480	
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	22	387186	95.72
E-voting	4	2146	0.53
Total	26	389332	96.25
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	9	3041	0.75
E-voting	12	12107	3.00
Total	21	15148	3.75



C. Invalid Votes				
Particulars of Postal Ballot Voting	Number of members votes	of	Number of votes cast by them	% of total number of valid votes cast
Physical	3		14	0.00
E-voting	0		0	
Total	3		14	0.00

The resolution at Item 3 is passed with requisite majority and it is deemed to have been passed on the date of declaration of result i.e. 9th July, 2016

In accordance with the Companies Act, 2013 read with the Rules made thereunder, the date of declaration of result of the postal ballot i.e. 9th July, 2016 (based on the Report of the Scrutinizer) is the date on which the above three resolutions are deemed to have been passed with the requisite majority.



Chairman

09.07.2016

