

Ref: INP/21-22/EGM/UPLOAD/SCRUTINISER'S REPORT

Dated: 28th February, 2022

To
Dty Manager
BSE Limited,
Rotunda Building, Phiroze Jeejeebhoy Towers,
Dalal Street, Fort
Mumbai – 400 001

Re: BSE Code 501298

Sub: Intimation of the voting result and Scrutiniser's report on the Hon'ble NCLT convened meeting of shareholders dated 26.02.2022

Dear Madam,

In accordance with Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the circular CIR/CFD/CMD/8/2015 dated 4th November, 2015, we furnish the outcome of voting results of the Hon'ble NCLT convened meeting of shareholders dated 26th February 2022. The following business was transacted in accordance with the Notice of meeting:

Special Business:

Approval of the Scheme of Amalgamation of New Holding And Trading Company Limited (Transferor Company) and Industrial And Prudential Investment Company Limited (Transferee Company) and their respective Shareholders.

Summary of the results and scrutiniser's report are enclosed.

The resolution was passed with requisite majority.

This is for your information and necessary dissemination.

For Industrial & Prudential Investment Co. Ltd

Ayan Datta .

Company Secretary

Encl: as above

Regd. Office: Paharpur House, 8/1/B Diamond Harbour Road, Kolkata 700 027, West Bengal.

Telephone No. 033-40133000 Email: contact@industrialprudential.com



SCRUTINIZER'S REPORT

[Pursuant to the Orders of Hon'ble NCLT, Kolkata Bench, related provisions of the Companies Act, 2013 and Rules thereon]

To,
Sh. Rites Goel
The Chairperson of Shareholders Meeting
(convened by Hon'ble NCLT, Kolkata)
M/s. Industrial and Prudential Investment Company Limited
8/1B, Diamond Harbour Road,
Kolkata- 700027

Sir,

Combined Report of the Scrutinizer on the results of voting by way of virtual poll at the Meeting and Remote E-Voting, in connection with the Resolution for Consent and Approval of Scheme of Amalgamation detailed in the Notice dated 21st January, 2022 of the Equity Shareholders of Industrial And Prudential Investment Company Limited on Saturday, 26th February, 2022 at 11.30 a.m. Video Conferencing / Other Audio Visual Means, convened in pursuance of the directions issued by the Hon'ble Kolkata Bench of the National Company Law Tribunal (NCLT) vide Order dated 12th January, 2022 read with Order dated 14th January, 2022 in connection with Company's Scheme of Amalgamation proposed to be made between New Holding And Trading Company Limited and Industrial And Prudential Investment Company Limited. w.r.t. Company Application No. 201/(KB)/2021.

I, Kumkum Rathi (CoP-6209), Proprietor M. Rathi & Co., Practicing Company Secretary was appointed as a Scrutinizer by the National Company Law Tribunal (NCLT), Kolkata Bench for the purpose of scrutinizing the voting to be taken on Resolution for consent and Approval of Scheme of Amalgamation mentioned in the Notice dated 21st January, 2022, for the Meeting of Equity Shareholders of Industrial And Prudential Company Limited (CIN: L65990WB1913PLC218486) held on Saturday, 26th February, 2022 at 11.30 a.m. through Video Conferencing/ Other Audio Visual Means (OAVM), in pursuance of directions issued by the Hon'ble Kolkata Bench of the Hon'ble National Company Law Tribunal (NCLT) vide Order dated 12th January, 2022 read with Order dated 14th January, 2022 in connection with Company Scheme of Amalgamation proposed to be made between New Holding And Trading Company Limited and Industrial And Prudential Investment Company Limited. w.r.t. Company Application No. 201/(KB)/2021.



The Management of the Company is responsible to ensure the Compliance of the requirement of the Companies Act, 2013, Rules thereunder and NCLT Order dated 12.01.2022 read with Order dated 14.01.2022 and the rules relating to voting through virtual poll at the Meeting and Remote E-Voting, on the proposed resolution for the Consent and Approval of Scheme of Amalgamation contained in the notice of the NCLT convened Meeting. My responsibility as a scrutinizer is to ensure that the voting process are conducted in a fair and transparent manner and render Scrutinizer's report based on reports by way of Virtual Poll at the meeting and through Remote E-Voting.

In pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and as per directions issued by Hon'ble NCLT, Kolkata, the Company had provided the facility by way of Virtual Poll at the meeting and through Remote E-Voting.

Notices were issued through E-mails to the shareholders whose names were appearing in the Register of Members and e-mail addresses were registered with the Company on 25.01.2021.

In pursuance to the Order dt.12.01.2022 read with Order dated 14.01.2022 of the Hon'ble NCLT, Kolkata Bench, Mr. Rites Goel Chaired the NCLT convened Meeting. He called the meeting to order at 11.30 a.m. where 22 shareholders were present. Quorum for the said Meeting was present. In terms of the Orders passed by the Hon'ble Kolkata Bench, physical attendance of Members has been dispensed with and option of appointment of Proxies was not available. Board Resolution from authorized representative of the Corporate shareholders were received in time.

In accordance with the Notice of the Meeting the remote e-voting opened at 9:00 a.m. on 23.02.2022 and remained open up to 5:00 PM on 25.02.2022. Remote e-voting was blocked by Link Intime India Pvt. Ltd. (RTA) at 5.00 p.m. on 27.02.2022. Interim Report of the Remote- E-Voting was then downloaded by me .

As per the information given by the Company and the RTA, names of the shareholders who had voted by remote e-voting (through the facility provided by RTA) had been blocked. After declaration of e-voting during the Meeting by the Chairman only those members, who were present at the Meeting through OAVM and who had not voted on remote e-voting, were allowed to cast their votes through e-voting system during the meeting and 15 minutes post it. The Voting was thereafter blocked by me .

I, hereby submit my (combined) Report as under:



Resolution:

Resolution for Approval of the arrangement of Scheme of Amalgamation of New Holding And Trading Company Limited and Industrial And Prudential Investment Company Limited and their respective Shareholders.

A. Details of Votes cast (by way of Remote E-Voting-A and Voting at the Meeting-B) with respect to Resolution proposed on the floor of the meeting.

Particulars		No. of Members	No. of Shares
Votes cast by way of Remote E-voting	A	7	10,98,517
Votes cast by way of E-voting at the Meeting	B	5	42,258
Votes cast by way of Voting at NCLT convened Meeting	C	12	11,40,775
Total Votes cast	D	12	11,40,775
Less: Rejection of Votes cast by way of Remote E-voting	E	0	0
Less: Rejection of Votes cast by way of E-voting at the Meeting	F	0	0
Total Rejections	G	0	0
Valid votes cast by way of Remote E-voting	A-E	7	10,98,517
Valid votes cast by way of E-voting at the Meeting	B-F	5	42,258
Valid votes cast by way of voting at the Meeting venue	C-G	12	11,40,775
Total Valid Votes	D-G	12	11,40,775

B. Reasons for Rejections:

Particulars	No. of Members	No. of Shares
Rejection of Votes cast by way of Remote E-voting	NIL	NIL
Rejection of Votes E-voting at the Meeting		
Rejection of Votes at the meeting	0	0
Voted through E-voting at the Meeting and by Remote E -voting as well	0	0
Not a shareholder as on record date	0	0
Total Rejections	0	0

C. Total number of votes in favor and/or against the resolution:

Particulars	Remote E-Voting		Voting at the NCLT convened Meeting		Total	
	Members	Shares	Members	Shares	Members	Shares
Total Valid Votes	7	10,98,517	5	42,258	12	11,40,775
Total votes cast in favor of resolution	7	10,98,517	5	42,258	12	11,40,775
Total votes cast against resolution	0	0	0	0	0	0
% of Votes cast in favor	100	100	0	0	100	100
% of Votes cast against	0	0	0	0	0	0

2. The Register, all other papers and relevant records relating to the combined voting shall remain in my safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Meeting and thereafter the same are handed over to the Chairman/Director for safe keeping.

3. The List of equity share-holders who voted for and against, and those declared invalid for the resolution are handed over to the Chairman for safe keeping.

Thanking you,

Yours faithfully,

K. Meethi

CS Kumkum Rathi

Firm UIN: P2006WB006800

Membership No.: FCS-6016,

CP No: 6209

Peer Review No.: 719/2020

UDIN: F006016C002734236

Place: KOLKATA

Dated: 28.02.2022

Ritesh Goel
28/02/2022

Accepted

Chairman of the meeting

Dated: 28.02.2022