

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 CLAUSE 35A

Date of the Annual General Meeting: Monday, 31st August, 2015

Time of the Annual General Meeting: 3 pm.

Venue: Bajaj Bhavan, Ground Floor, (Kamalnayan Bajaj Hall), 220, Nariman Point,
Mumbai-400 021.

Total Number of shareholders on cutoff date: 1641

Number of Shareholders present in the meeting in person

- a. Promoters and Promoter Group - 5
- b. Public - 25

Number of Shareholders attended the meeting through Video Conferencing -

This facility was not available as not required by the Companies Act, 2013

Details of the Agenda

Ordinary Resolutions were required to be passed at the meeting as per the Agenda

Mode of Voting: The Company in compliance with the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administrative) Rules, 2014 as amended and Clause 35B of the Listing Agreement with Bombay Stock Exchange Limited, the Members were provided with the facility of remote e voting through CDSL and for those shareholders who had not cast their vote through remote e-voting facility were provided with voting at the venue by electronic means.



Based on the Report of the Scrutinizer dated 1st September, 2015, all the six resolutions as set out in the Notice dated 28.05.2015 convening the 99th Annual General Meeting on 31st August, 2015, have been approved unanimously by the members of the Company.

Details are as under

RESOLUTION NO 1: Approval of the Accounts, for the Year Ended 31st March 2015, the Board's Report, and the Auditors' Report

"RESOLVED that

- (a) the Audited Financial Statements of the Company for the financial year ended 31st March, 2015, the Reports of the Board of Directors, Cash Flow, the Auditors' Report thereon, other related documents; and
- (b) The Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2015 and the Auditors' Report thereon and other related documents

be and are hereby approved and adopted.

Voting by Remote e- voting

Promoter/ Public	No of Shares	No of votes cast	% of Votes cast of outstanding shares as of cutoff date	No of votes cast in favour	No of votes cast against	% of votes in favour on votes cast	% of votes against on votes cast
Promoter and Promoter Group	383355	378871	98.830	378871	0	100.00	0
Public =Institutional holder	456	0	0	0	0	0	0
Public -others	197969	6	0.003	6	0	100.00	0
Total A	581780	378877	65.123	378877	0	100.00	0

Ratio One share one vote



Voting by e- voting at the venue of the meeting

Promoter/ Public	No of Shares held (1)	No of votes cast (2)	% of Votes cast on outstanding shares as of cutoff date (3)=(1)/(2)*100	No of votes cast in favour (4)	No of votes cast against (5)	% of votes in favour on votes cast (6)=[(4)/(2)] *100	% of votes against on votes cast (7)=[(5)/(2)] *100
Promoter and Promoter Group	383355	4484	1.169	4484	0	100.00	0
Public =Institutional holder	456	0	0.00	0	0	0	0
Public -others	197969	19909	10.056	19909	0	100.00	0
Total B	581780	24393	4.193	24393	0	100.00	0
Total A + B		403270	69.316	403270	0	100.00	

Ratio One share one vote

RESOLUTION NO 2: Dividend for the Year 2014-2015

“RESOLVED that a dividend for the year ended 31st March 2015 be and is hereby declared to be paid at the rate of Rs. 55.00 per share on 5,81,780 Equity shares of Rs. 10.00 each, on 7th September, 2015 to

- (i) all Beneficial Owners in respect of shares held in dematerialized form as per the data made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as at the close of business hours on 19th August, 2015;
- (ii) To all Members in respect of shares held in physical form after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on 19th August, 2015.



Voting by Remote e- voting

Promoter/ Public	No of Shares	No of votes cast	% of Votes of outstanding shares as of cutoff date	No of votes cast in favour	No of votes cast against	% of votes in favour on votes cast	% of votes against on votes cast
Promoter and Promoter Group	383355	378871	98.830	378871	0	100.00	0
Public =Institutional holder	456	0	0	0	0	0	0
Public -others	197969	6	0.003	6	0	100.00	0
Total A	581780	378877	65.123	378877	0	100.00	0

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Voting by e- voting at the venue of the meeting

Promoter/ Public	No of Shares held (1)	No of votes cast (2)	% of Votes cast on outstanding shares as of cutoff date (3)=(1)/(2)*100	No of votes cast in favour (4)	No of votes cast against (5)	% of votes in favour on votes cast (6)=[(4)/(2)] *100	% of votes against on votes cast (7)=[(5)/(2)] *100
Promoter and Promoter Group	383355	4484	1.169	4484	0	100.00	0
Public =Institutional holder	456	0	0.00	0	0	0	0
Public -others	197969	19909	10.056	19909	0	100.00	0
Total B	581780	24393	4.193	24393	0	100.00	0
Total A + B		403270	69.316	403270	0	100.00	

Ratio One share one vote



RESOLUTION NO 3: Re-Appointment of Director - Mr. Gaurav Swarup

“RESOLVED that Mr. Gaurav Swarup, (DIN 00374298) who retires by rotation and who is eligible and offer himself for re-appointment be and is hereby re-appointed Directors of the Company.”

Voting by Remote e- voting

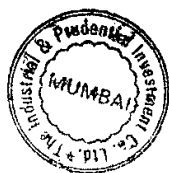
Promoter/ Public	No of Shares	No of votes cast	% of Votes of outstanding shares as of cutoff date	No of votes cast in favour	No of votes cast against	% of votes in favour on votes cast	% of votes against on votes cast
Promoter and Promoter Group	383355	378871	98.830	378871	0	100.00	0
Public =Institutional holder	456	0	0	0	0	0	0
Public -others	197969	6	0.003	6	0	100.00	0
Total A	581780	378877	65.123	378877	0	100.00	0

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Voting by e- voting at the venue of the meeting

Promoter/ Public	No of Shares held (1)	No of votes cast (2)	% of Votes on outstanding shares as of cutoff date (3)=(1)/(2)*100	No of votes cast in favour (4)	No of votes cast against (5)	% of votes in favour on votes cast (6)=[(4)/(2)] *100	% of votes against on votes cast (7)=[(5)/(2)] *100
Promoter and Promoter Group	383355	4484	1.169	4484	0	100.00	0
Public =Institutional holder	456	0	0.00	0	0	0	0
Public -others	197969	19909	10.056	19909	0	100.00	0
Total B	581780	24393	4.193	24393	0	100.00	0
Total A + B		403270	69.316	403270	0	100.00	

Ratio One share one vote



RESOLUTION NO 4: RATIFICATION OF APPOINTMENT OF AUDITORS

“RESOLVED that appointment of M/s. V. S. Somani & Co., Chartered Accountants, (Reg. No. 117589W) the Statutory Auditors be and is hereby ratified for the financial year 2015-16 and the Board of Directors be and hereby authorised to fix their remuneration for the financial year ending March 31, 2016.”

Promoter/ Public	No of Shares	No of votes cast	% of Votes of outstanding shares as of cutoff date	No of votes cast in favour	No of votes cast against	% of votes in favour on votes cast	% of votes against on votes cast
Promoter and Promoter Group	383355	378871	98.830	378871	0	100.00	0
Public =Institutional holder	456	0	0	0	0	0	0
Public -others	197969	6	0.003	6	0	100.00	0
Total A	581780	378877	65.123	378877	0	100.00	0

Ratio One share one vote

Voting by e- voting at the venue of the meeting

Promoter/ Public	No of Shares held (1)	No of votes cast (2)	% of Votes on outstanding shares as of cutoff date (3)=(1)/(2)*100	No of votes cast in favour (4)	No of votes cast against (5)	% of votes in favour on votes cast (6)=[(4)/(2)] *100	% of votes against on votes cast (7)=[(5)/(2)] *100
Promoter and Promoter Group	383355	4484	1.169	4484	0	100.00	0
Public =Institutional holder	456	0	0.00	0	0	0	0
Public -others	197969	19909	10.056	19909	0	100.00	0
Total B	581780	24393	4.193	24393	0	100.00	0
Total A + B		403270	69.316	403270	0	100.00	

Ratio One share one vote

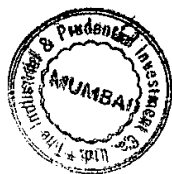


RESOLUTION NO 5: Confirmation of Appointment of Ms. Binaisha Sundaram as an Independent Director

“RESOLVED that pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made; notifications, circulars and orders issued from time to time thereunder (collectively referred to as “the said Act”), read with Schedule IV to the said Act, Ms. Binaisha Sundaram (DIN: 06637130) who had been appointed as a director retiring by rotation, on 22nd April, 2015 to fill the causal vacancy caused by resignation of Mr. Vikram Swarup (Din: 00163543), be and is hereby confirmed and classified as an Independent Director of the Company to hold office for a term up to five consecutive years commencing from August 31, 2015.”

Promoter/ Public	No of Shares	No of votes cast	% of Votes cast of outstanding shares as of cutoff date	No of votes cast in favour	No of votes cast against	% of votes in favour on votes cast	% of votes against on votes cast
Promoter and Promoter Group	383355	378871	98.830	378871	0	100.00	0
Public =Institutional holder	456	0	0	0	0	0	0
Public -others	197969	6	0.003	6	0	100.00	0
Total A	581780	378877	65.123	378877	0	100.00	0

Ratio One share one vote



Voting by e- voting at the venue of the meeting

Promoter/ Public	No of Shares held (1)	No of votes cast (2)	% of Votes cast on outstanding shares as of cutoff date (3)=(1)/(2)*100	No of votes cast in favour (4)	No of votes cast against (5)	% of votes in favour on votes cast (6)=[(4)/(2)] *100	% of votes against on votes cast (7)=[(5)/(2)] *100
Promoter and Promoter Group	383355	4484	1.169	4484	0	100.00	0
Public =Institutional holder	456	0	0.00	0	0	0	0
Public -others	197969	19909	10.056	19909	0	100.00	0
Total B	581780	24393	4.193	24393	0	100.00	0
Total A + B		403270	69.316	403270	0	100.00	

Ratio One share one vote

RESOLUTION NO 6: Appointment of Mr. Gaurav Swarup Managing Director

RESOLVED that pursuant to Section 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 8 of the Companies (Appointment & Remuneration) Rules, 2014), the Company do appoint

- a) Mr. Gaurav Swarup, Managing Director of Paharpur Cooling Towers Limited (PCTL), holding company, as the Managing Director of the Company with effect from 30th March, 2015.
- b) Mr. Swarup will not draw any remuneration (except sitting fees for attending the Board Meetings and other Committee Meetings and all out of pocket expenses properly incurred by him) from the Company as the Managing Director.
- c) The period of appointment of Mr. Swarup will be concurrent with his tenure as Managing Director of PCTL, i. e. up to 31st January, 2017.



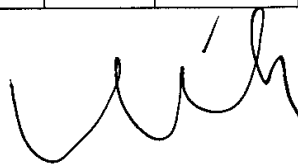
Promoter/ Public	No of Shares	No of votes cast	% of Votes cast of outstanding shares as of cutoff date	No of votes cast in favour	No of votes cast against	% of votes in favour on votes cast	% of votes against on votes cast
Promoter and Promoter Group	383355	378871	98.830	378871	0	100.00	0
Public =Institutional holder	456	0	0	0	0	0	0
Public -others	197969	6	0.003	6	0	100.00	0
Total A	581780	378877	65.123	378877	0	100.00	0

Ratio One share one vote

Voting by e- voting at the venue of the meeting

Promoter/ Public	No of Shares held (1)	No of votes cast (2)	% of Votes cast on outstanding shares as of cutoff date (3)=[(1)/(2)]*100	No of votes cast in favour (4)	No of votes cast against (5)	% of votes in favour on votes cast (6)=[(4)/(2)]*100	% of votes against on votes cast (7)=[(5)/(2)]*100
Promoter and Promoter Group	383355	4484	1.169	4484	0	100.00	0
Public =Institutional holder	456	0	0.00	0	0	0	0
Public -others	197969	19909	10.056	19909	0	100.00	0
Total B	581780	24393	4.193	24393	0	100.00	0
Total A + B		403270	69.316	403270	0	100.00	

Ratio One share one vote



Chairman of the meeting

01.09.2015

Regd. Office:

125, Maker Chambers III, Nariman Point,
Mumbai-400021. • Telephone: 22854243

Email: indpru@vsnl.net

99th ANNUAL GENERAL MEETING HELD ON 31ST AUGUST, 2015

**Declaration of Results of Remote e-voting and
e- voting at the venue of the meeting**

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the Company had provided to its members the facility of 'remote e-voting'. Members attending the meeting, who had not already cast their vote through remote e- voting were provided with the facility e to exercise their voting rights at the venue of the meeting. Therefore, as provided in the Act, voting by Show of Hands was not permitted. Voting was conducted by remote e- voting and e- voting at the venue of the meeting.

The Board of Directors had appointed Mr. Mayur Mehta, Practising Company Secretary as the Scrutinizer for remote e- voting and e- voting at the venue of the meeting. The Scrutinizer having carried out scrutiny of all electronic votes

1. Received up 5.00 pm on 30th August, 2015 in case of remote e - voting ,
and
2. Voting at the venue of the Annual General Meeting up to the conclusion of
the meeting.

has submitted his Report on 1st September, 2015.

The Consolidated Results as per the Scrutinizer's Report dated 1st September, 2015 is as under


THE INDUSTRIAL & PRUDENTIAL INVESTMENT Co. LTD.

Regd. Office:

125, Maker Chambers III, Nariman Point,

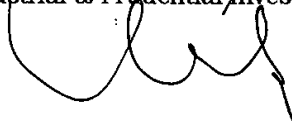
Mumbai-400021. • Telephone: 22854243

Email: indpru@vsnl.net

Resolution No	Particulars as set out in the Notice of AGM dated 28.05.2015	% of Votes in Favour	% of Votes against
1	Adoption of Financial Statements and Consolidated Financial Statements for the year ended 31 st March, 2015	100	0.00
2	Declaration of dividend on Equity Shares for the year ended	100	0.00
3	Re-appointment of Mr. Gaurav Swarup who retires by rotation	100	0.00
4	Ratification of appointment of M/s V. S. Somani & Co., Chartered Accountants as Auditors and fixing of their remuneration	100	0.00
5	Confirmation of appointment of Ms. Binaisha Sundaram as an Independent Director	100	0.00
6	Appointment of Mr. Gaurav Swarup as Managing Director.	100	0.00

Based on the Report of the Scrutinizer, all the six resolutions as set out in the Notice dated 28.05.2015 convening the 99th Annual General Meeting have been passed unanimously by the members of the Company.

The Industrial & Prudential Investment Co. Ltd.



A V Setalvad
Chairman

MAYUR MEHTA
Practising Company Secretary

REPORT OF SCRUTINIZER

To

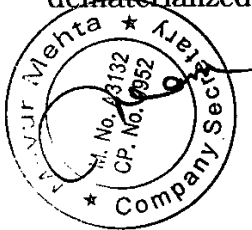
The Chairman
The Industrial & Prudential Investment Co. Ltd.

99th Annual General Meeting of the Equity Shareholders of the Industrial & Prudential Investment Co. Ltd. (the Company) held on Monday, 31st August, 2015 at Bajaj Bhavan, Ground Floor, (Kamalnayan Bajaj Hall), 220, Nariman Point, Mumbai – 400 021, at 3.00 p.m.

Dear Sir,

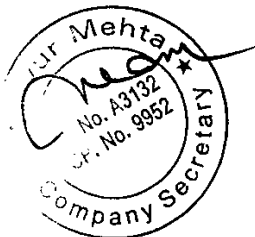
I, Mayur Mehta, appointed as Scrutinizer by the Company, for the purpose of e-voting conducted on all resolutions set forth in the Notice of Annual General Meeting dated 28th May, 2015, submit my report as under:

1. The Company in compliance with the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administrative) Rules, 2014 as amended and Clause 35B of the Listing Agreement with Bombay Stock Exchange Limited, the Company had provided to the Members the facility of remote e voting through CDSL and for those shareholders who had not cast their vote through remote e-voting facility to vote at the venue by electronic means.
2. The cutoff date for shareholders holding shares in physical or dematerialized form was 24th July, 2015.



MAYUR MEHTA
Practising Company Secretary

3. The voting period started on 28th August, 2015 at 10.00 a.m. and ended on 30th August, 2015 at 5.00 p.m.
4. The remote e-voting module was disabled by CDSL for voting after 30th August, 2015 at 5.00 p.m.
5. Voting at the venue was disabled with CDSL on the conclusion of the Annual General Meeting.
6. As on the cutoff date total number of shareholders were 1641 holding 5,81,780 equity shares of Rs. 10 each.
7. Out of these 1641 shareholders, 9 shareholders have cast their votes in the remote e voting process and 26 shareholders have cast their votes at the venue of the Annual General Meeting.
8. In terms of Rule 20(4)(xii), after the conclusion of the meeting
 - a. Votes cast at the venue of the meeting were calculated.
 - b. Votes cast through remote e-voting was unlocked in the presence of two witnesses not in the employment of the Company. Names and signature of the witnesses are given at the end of the report.
9. No shareholder has voted against any of the resolution set out in the Notice dated 28th May, 2015.



MAYUR MEHTA
Practising Company Secretary

10. The result of e voting is as under

a. RESOLUTION NO 1: Approval of the Accounts, for the Year Ended 31st March 2015, the Board's Report, and the Auditors' Report.

(i) Votes in favour of the resolution

No of members voted	Number of shares held by them	Number of votes cast by them	% of total number of valid votes cast
a. By remote e- voting - 9	378877	378877	100
b. At the venue of the AGM by electronic means - 26	24393	24393	100
c. Total	403270	403270	100

(ii) Votes against the resolution

No of members voted	Number of shares held by them	Number of votes cast by them	% of total number of valid votes cast
a. By remote e- voting	NIL	NIL	NIL
b. At the venue of the AGM by electronic means	NIL	NIL	NIL
c. Total	NIL	NIL	NIL



MAYUR MEHTA
Practising Company Secretary

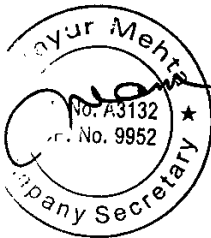
d. RESOLUTION NO 2: Dividend for the Year 2014-2015

(i) Votes in favour of the resolution

No of members voted	Number of shares held by them	Number of votes cast by them	% of total number of valid votes cast
a. By remote e- voting - 9	378877	378877	100
b. At the venue of the AGM by electronic means - 26	24393	24393	100
c. Total	403270	403270	100

(ii) Votes against the resolution

No of members voted	Number of shares held by them	Number of votes cast by them	% of total number of valid votes cast
a. By remote e- voting	NIL	NIL	NIL
b. At the venue of the AGM by electronic means	NIL	NIL	NIL
c. Total	NIL	NIL	NIL



MAYUR MEHTA
Practising Company Secretary

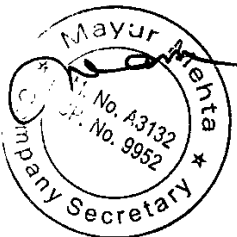
b. RESOLUTION NO 3: Re-Appointment of Director – Mr. Gaurav Swarup

(i) Votes in favour of the resolution

No of members voted	Number of shares held by them	Number of votes cast by them	% of total number of valid votes cast
a. By remote e- voting 9	378877	378877	100
b. At the venue of the AGM by electronic means - 26	24393	24393	100
c. Total	403270	403270	100

(ii) Votes against the resolution

No of members voted	Number of shares held by them	Number of votes cast by them	% of total number of valid votes cast
a. By remote e- voting	NIL	NIL	NIL
b. At the venue of the AGM by electronic means	NIL	NIL	NIL
c. Total	NIL	NIL	NIL



MAYUR MEHTA
Practising Company Secretary

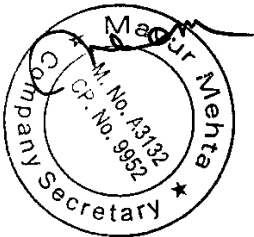
d. RESOLUTION NO 4: RATIFICATION OF APPOINTMENT OF AUDITORS

(i) Votes in favour of the resolution

No of members voted	Number of shares held by them	Number of votes cast by them	% of total number of valid votes cast
a. By remote e- voting - 9	378877	378877	100
b. At the venue of the AGM by electronic means - 26	24393	24393	100
c. Total	403270	403270	100

(ii) Votes against the resolution

No of members voted	Number of shares held by them	Number of votes cast by them	% of total number of valid votes cast
a. By remote e- voting	NIL	NIL	NIL
b. At the venue of the AGM by electronic means	NIL	NIL	NIL
c. Total	NIL	NIL	NIL



MAYUR MEHTA ^a
Practising Company Secretary

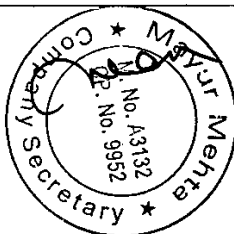
b. RESOLUTION NO 5: Confirmation of Appointment of Mrs. Binaisha Sundaram as an Independent director

(i) Votes in favour of the resolution

No of members voted	Number of shares held by them	Number of votes cast by them	% of total number of valid votes cast
a. By remote e- voting - 9	378877	378877	100
b. At the venue of the AGM by electronic means - 26	24393	24393	100
c. Total	403270	403270	100

(ii) Votes against the resolution

No of members voted	Number of shares held by them	Number of votes cast by them	% of total number of valid votes cast
a. By remote e- voting	NIL	NIL	NIL
b. At the venue of the AGM by electronic means	NIL	NIL	NIL
c. Total	NIL	NIL	NIL



MAYUR MEHTA
Practising Company Secretary

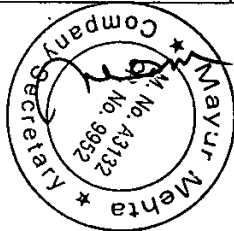
**d. RESOLUTION NO 6: Appointment of Mr. Gaurav Swarup as
Managing Director**

(i) Votes in favour of the resolution

No of members voted	Number of shares held by them	Number of votes cast by them	% of total number of valid votes cast
a. By remote e- voting - 9	378877	378877	100
b. At the venue of the AGM by electronic means - 26	24393	24393	100
c. Total	403270	403270	100

(ii) Votes against the resolution

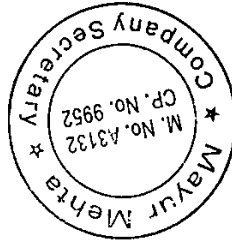
No of members voted	Number of shares held by them	Number of votes cast by them	% of total number of valid votes cast
a. By remote e- voting	NIL	NIL	NIL
b. At the venue of the AGM by electronic means	NIL	NIL	NIL
c. Total	NIL	NIL	NIL



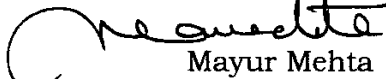
MAYUR MEHTA
Practising Company Secretary

11. A statement of Equity shareholders who have voted for and against, available from the site of CDSL is attached herewith. A soft copy of the same has been mailed to you.

Thank you,



Yours faithfully

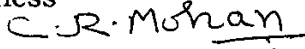

Mayur Mehta
Practising Company Secretary
Scrutinizer

Date 01.09.2015

Confirmation by Witnesses

We the following witness hereby confirm that after conclusion of the meeting votes cast through remote e-voting was unlocked.

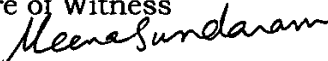
Signature of Witness



Name Mr. C R Mohan

Address Row House No. 10
RM 92, Akhil Sudama Co-op. Hsg. Soc.
Opp. Mamta Hospital
MIDC Phase II
Dombivli (East) 421203

Signature of Witness



Name Mrs. Meena Sundaram

Address B2, Om Ashish
IC Colony, Borivli (West)
Mumbai 400103