#### Read. 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

CIN: L65990MH1913PLC000374 Website: http://industrialprudential.com

### THE INDUSTRIAL & PRUDENTIAL INVESTMENT CO. LTD CIN; L65990MH1913PLC000374

Regd. Office: 125, Maker Chambers III, Nariman Point, Mumbai 400021 Telephone: 22854243 Website: <a href="https://www.industrialprudential.com">www.industrialprudential.com</a>

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 30<sup>th</sup> 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.



	tice – Special Re tered Office fro	solu m th	tion ne State of Maharas	htra to the State of	
West Bengal			1004		
Total Number of S			1324		
Total Number of S			581780		
<del>-</del>	curities Suspe		8703		
	Account on which voting rights is				
frozen					
Receipt of Postal Ballot (Physical and e-voting)		50			
Invalid Postal Ba	llot Form (Phys	sical	3		
and e- voting)					
Valid votes			404480		
A. Votes in	favour of	the			
Resolution					
Particulars of	Number	of	Number of votes	I	
Postal Ballot	members votes		cast by them	of valid votes cast	
Voting					
Physical		21	387126	95.71	
E-voting		4	2146	0.53	
Total		25	389272	96.24	
B. Votes against	the Resolution				
Particulars of	Number	of	Number of votes		
Postal Ballot	members votes		cast by them	of valid votes cast	
Voting					
Physical		10	3101	0.76	
E-voting		12	12107	3.00	
Total		22	15208	3.76	
C. Invalid Votes					
Particulars of	Number	of		1	
Postal Ballot	members votes		cast by them	of valid votes cast	
Voting	<u> </u>				
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.  $9^{th}$  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 Resolution		the		
Particulars of		of	Number of votes	% of total number
Postal Ballot	members votes		cast by them	of valid votes cast
Voting				
Physical		22	387186	95.72
E-voting		4	2146	0.53
Total		26	389332	96.25 °
B. Votes against	the Resolution			
Particulars of	Number	of	Number of votes	
Postal Ballot	members votes		cast by them	of valid votes cast
Voting				
Physical		9	3041	0.75
E-voting		12	12107	3.00
Total		21	15148	3.75
C. Invalid Votes		· · · ·		
Particulars of		of	Number of votes	% of total number
Postal Ballot	1		cast by them	of valid votes cast
Voting				
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.  $9^{th}$  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.

Total Number of Shareholders  Total Number of Shares  Total Number of Shares  Unclaimed Securities Suspense Account on which voting rights is frozen  Receipt of Postal Ballot (Physical and e- voting)  Invalid Postal Ballot Form (Physical and e- voting)  Valid votes  A. Votes in favour of the Resolution  Particulars of Postal Ballot Physical Physical Physical Physical Ballot Postal Ballot Physical	Item 3 of the Not	Item 3 of the Notice – Special Resolution				
Total Number of Shares						
Unclaimed Securities Suspense Account on which voting rights is frozen  Receipt of Postal Ballot (Physical and e- voting)  Invalid Postal Ballot Form (Physical and e- voting)  Valid votes  A. Votes in favour of the Resolution  Particulars of Number of Number of votes voting  Physical Ballot voting  Physical 22 387186 95.72  E-voting 4 2146 0.53  Total 26 389332 96.25  B. Votes against the Resolution  Particulars of Number of Number of votes			1324			
Account on which voting rights is frozen  Receipt of Postal Ballot (Physical and e- voting)  Invalid Postal Ballot Form (Physical and e- voting)  Valid votes  A. Votes in favour of the Resolution  Particulars of Number of Number of votes voting  Physical Ballot voting  Physical 22 387186 95.72  E-voting 4 2146 0.53  Total 26 389332 96.25  B. Votes against the Resolution  Particulars of Number of Number of votes valid votes cast voting  Physical 26 389332 96.25  B. Votes against the Resolution  Particulars of Number of votes cast by them votes voting  Physical 9 3041 0.75  E-voting 12 12107 3.00	Total Number of S	Shares	581780			
Receipt of Postal Ballot (Physical and e- voting)  Invalid Postal Ballot Form (Physical and e- voting)  Valid votes  A. Votes in favour of the Resolution  Particulars of Postal Ballot Voting  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 yoting 4 2146 0.53  Total 26 389332 96.25  B. Votes against the Resolution  Particulars of Postal Ballot yoting 9 3041 0.75  E-voting 9 3041 0.75  E-voting 9 3.00	Unclaimed Sec			8703		
Receipt of Postal Ballot (Physical and e-voting)  Invalid Postal Ballot Form (Physical and e-voting)  Valid votes  A. Votes in favour of the Resolution  Particulars of Postal Ballot voting  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 votes against the Resolution  Particulars of Postal Ballot your of votes of valid votes cast voting  B. Votes against the Resolution  Particulars of Postal Ballot your of votes against the Resolution  Particulars of Postal Ballot your of Number of votes of valid votes cast voting  Physical 9 3041 0.75  E-voting 12 12107 3.00	Account on which voting rights is					
e- voting) Invalid Postal Ballot Form (Physical and e- voting) Valid votes  A. Votes in favour of the Resolution  Particulars of Postal Ballot members votes Voting 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 votes against the Resolution Particulars of Postal Ballot votes against the Resolution Particulars of Postal Ballot votes against the Resolution Particulars of Postal Ballot votes against votes votes votes votes Voting Physical 9 3041 0.75 E-voting 12 12107 3.00						
Invalid Postal Ballot Form (Physical and e- voting)  Valid votes  A. Votes in favour of the Resolution  Particulars of Postal Ballot Voting  Physical  E-voting  A. Votes in favour of the Resolution  Particulars of Physical  Description  Particulars of Physical  Description  Particulars of Postal Ballot Voting  B. Votes against the Resolution  Particulars of Postal Ballot Voting  Physical Ballot Voting B	Receipt of Postal	Ballot (Physical and	50			
and e- voting)  Valid votes  A. Votes in favour of the Resolution  Particulars of Postal Ballot Voting  Physical  E-voting  A. Votes in favour of the Resolution  Particulars of Physical  B. Votes against the Resolution  Particulars of Postal Ballot Voting  Physical  Particulars of Postal Ballot Voting  B. Votes against the Resolution  Particulars of Postal Ballot Voting  Physical Sallot Voting  Physical Sallot Voting  Physical Ballot Voting  Physical Sallot Voting Sallot Votes Sallot Voting Sallot Votes Sal						
Valid votes         404480           A. Votes in Resolution         favour of the Resolution         Mumber of votes cast by them         % of total number of valid votes cast           Particulars of Physical E-voting         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 cast by them         % of total number of valid votes cast           Voting         9         3041         0.75           E-voting         12         12107         3.00	Invalid Postal Ba	allot Form (Physical	3			
A. Votes in favour of the Resolution  Particulars of Postal Ballot Woting  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 Woting  Physical 26 389332 96.25  B. Votes against the Resolution  Particulars of Postal Ballot Woting  Physical 29 3041 0.75  E-voting 9 3041 0.75  E-voting 12 12107 3.00	and e- voting)					
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Particulars of Postal Ballot members votes Voting  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  Physical 9 3041 0.75  E-voting 9 3.00	A. Votes in	favour of the				
Postal Voting         Ballot Voting         members votes         cast by them         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 Woting         Number of Votes cast by them         % of total number of valid votes cast           Physical         9         3041         0.75           E-voting         12         12107         3.00	Resolution			-		
Voting	Particulars of			1		
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 Woting         Number of votes cast by them         % of total number of valid votes cast           Physical         9         3041         0.75           E-voting         12         12107         3.00	Postal Ballot	members votes	cast by them	of valid votes cast		
E-voting	Voting					
Total 26 389332 96.25  B. Votes against the Resolution  Particulars of Number of Number of votes of valid votes cast by them votal votes cast voting  Physical 9 3041 0.75  E-voting 12 12107 3.00	Physical	22				
B. Votes against the Resolution  Particulars of Postal Ballot Voting  Physical 9 3041 0.75  E-voting 12 12107 3.00	E-voting	4	2146			
Particulars of Number of Number of votes of votes of valid votes cast by them  Postal Ballot members votes Voting  Physical 9 3041 0.75  E-voting 12 12107 3.00	Total	26	389332	96.25		
Particulars of Number of Number of votes of votes of valid votes cast by them  Postal Ballot members votes Voting  Physical 9 3041 0.75  E-voting 12 12107 3.00						
Particulars of Number of Number of votes of votes of valid votes cast by them  Postal Ballot members votes Voting  Physical 9 3041 0.75  E-voting 12 12107 3.00	B. Votes against	the Resolution				
Voting         9         3041         0.75           E-voting         12         12107         3.00	-		Number of votes	1 .		
Physical         9         3041         0.75           E-voting         12         12107         3.00	Postal Ballot	members votes	cast by them	of valid votes cast		
Physical         9         3041         0.75           E-voting         12         12107         3.00	Voting					
E-voting 12 12107 3.00		9	3041	0.75		
		12	12107			
<b>Total</b> 21 15148 3.75		21	15148	3.75		



C. Invalid Votes				
Particulars of Number Postal Ballot members votes Voting	of	Number of cast by them	votes	% of total number of valid votes cast
Physical	3		14	0.00
E-voting	0		0	
Total	3		14	0.00
		1		

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. 9<sup>th</sup> 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

