

Date: December 15, 2017

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

Re: COMPANY CODE: 501298
Sub: POSTAL BALLOT RESULT

Dear Madam,

With reference to our letter dated 15th November, 2017, regarding appointment of Mr. Probir Roy (DIN: 00033045) and Mr. Debanjan Mandal (DIN: 00469622) as Independent Directors through process of postal ballot.

Postal Ballot result has been declared today. Based on the Scrutiniser's report, both the resolutions for appointment of Mr. Probir Roy and Mr. Debanjan Mandal have been passed by requisite majority.

Accordingly, Mr. Probir Roy and Mr. Debanjan Mandal as Independent Directors for five years from 7th November, 2017.

The report of Mr. Mayur Mehta, Scrutinizer, is attached.

Minutes of the Postal Ballot voting is also attached.

Uploading as per regulation 44 of LODR is being done separately.

Yours faithfully,
For INDUSTRIAL & PRUDENTIAL INVESTMENT CO. LTD.

Ayan Datta.
Company Secretary

MAYUR MEHTA

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

Practising Company Secretary

SCRUTINIZER'S REPORT

To

The Chairman
Industrial And Prudential Investment Co. Ltd.
Paharpur House, 8/1/B Diamond Harbour Road
Kolkata 700027

Date 14.12.2017

Sub: Report on Postal Ballot

Dear Sir,

1. Appointment

I, Mayur Mehta PCS, have been appointed by the Board of Directors of Industrial and Prudential Investment Company Limited (hereinafter referred to as "the Company") as Scrutinizer in accordance with the Rule 22(5) of the Companies (Management & Administration) Rules, 2014 (hereinafter referred to as the "the Rules") for conduct of voting process of the postal ballot notice dated 7th November, 2017, in a fair and transparent manner.

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 postal ballot is the responsibility of the management. My responsibility as a scrutinizer is to ensure that the voting process is conducted in a fair and transparent manner and submit report to the Chairman or any director authorized in this behalf or the Company Secretary in accordance with the Rule 22(9).

3. Resolutions under Postal Ballot

The Company by Notice of Postal Ballot dated 7th November, 2017 pursuant to Section 110 of the Act and the Rule 22 of the Rules transacted the following business by voting through the postal ballot: -

- a. Appointment of Mr. Probir Roy (DIN 00033045) as an Independent Director for a period of five years from 7th November, 2017.
- b. Appointment of Mr. Debanjan Mandal (DIN00469622) as an Independent Director for a period of five years from 7th November, 2017.



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

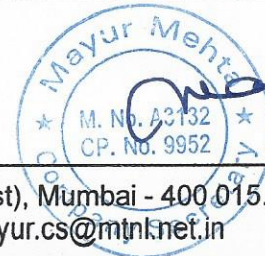
MAYUR MEHTA

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Practising Company Secretary

4. Voting Process through Postal Ballot

Sr No	Particulars	Details
1	Date of Postal Ballot Notice	7 th November, 2017
2	Cutoff date for voting	3 rd November, 2017
3	E voting system provided by	Central Depository Services (India) Limited (CDSL)
4	Registrar and Transfer Agents	Link Intime India Private Limited
5	EVSN	171108004
6	Voting Start Date	14 th November, 2017 at 9.00 am
7	Voting End Date	13 th December, 2017 at 5.00 pm
8	No of Resolutions	2
9	No of members as on 3 rd November, 2017	1858
10	No of members to whom Notice sent by e mail	1071
11	No of members to whom Notice sent physically by speed post	787
12	Voting Rights (No of shares equaling to vote	1 (One)
13	No of shares	1745340
14	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]	26109
15	Downloading of Data from CDSL	Unblocked on 13 th December, 2017 after 5.00 pm and data was downloaded from CDSL website in the presence of two witnesses.
16	Physical ballot	Any physical ballot received after 5.00 pm on 13 th December, 2017 was not considered as per the Postal Ballot Notice. Ballot papers were opened under my supervision and tabulated
17	Scrutiny process	Data of e- voting and physical ballot forms were diligently scrutinized.
18	Validity of votes in case of double voting	Where the members have voted e-voting as well as by Ballot form, e-voting was only considered.



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MAYUR MEHTA

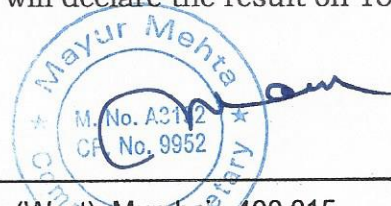
B. Com. (Hons.), A.C.S., A.C.A., M.A. (Hist.)

Practising Company Secretary

5. Result of Voting Process through Postal Ballot

Item 1 of the Notice - Ordinary Resolution			
Appointment of Mr. Probir Roy (DIN 00033045) as an Independent Director for a period of five years from 7th November, 2017			
Total Number of Shareholders	1858		
Total Number of Shares	1745340		
Unclaimed Securities Suspense Account on which voting rights is frozen	26109		
Receipt of Postal Ballot (Physical and e- voting)	41		
Invalid Postal Ballot Form (Physical and e- voting)	0		
Valid votes	1146810		
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	32	1140223	99.4256
E-voting	8	6584	0.5741
Total	40	1148807	99.9997
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
E-voting	1	3	0.0003
Total	1	3	0.0003
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	0	0	0
E-voting	0	0	0
Total	0	0	0

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. The Company will declare the result on 15th December, 2017.



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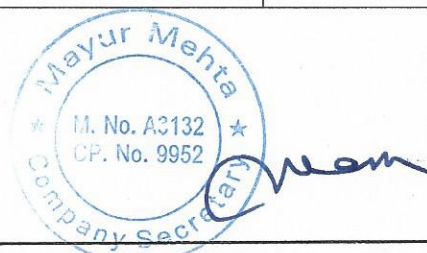
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Practising Company Secretary

Item 2 of the Notice – Ordinary Resolution				
Appointment of Mr. Debanjan Mandal (DIN 00469622) as an Independent Director for a period of five years from 7th November, 2017				
Total Number of Shareholders		1858		
Total Number of Shares		1745340		
Unclaimed Securities Suspense Account on which voting rights is frozen		26109		
Receipt of Postal Ballot (Physical and e- voting)		41		
Invalid Postal Ballot Form (Physical and e- voting)		0		
Valid votes		1146801		
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	31	1140214	99.4256	
E-voting	8	6584	0.5741	
Total	39	1146798	99.9997	
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	
E-voting	1	3	0.0003	
Total	1	3	0.0003	
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	0	0	0	
E-voting	0	0	0	
Total	0	0	0	



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Note: - One Shareholder holding 9 shares has not indicated anything on the ballot paper with regard to Resolution at Item 2. It has been considered having abstained from voting. The said shareholder has mentioned about his decision with regard to resolution at Item 1 of the Notice.

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. The Company will declare the result on 15th December, 2017.

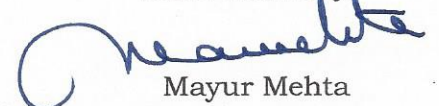
6. Records

The relevant records relating to postal ballot shall remain in my custody till the Chairman or Director authorised in this behalf or the Company Secretary considers, approves and signs the minutes. Once it is approved by the official of the Company the relevant documents will be handed over to the concerned person.

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



Industrial And Prudential Investment Company Limited

(501298)

Resolution Required : (Special)

1 - Appointment of Mr. Probir Roy (DIN 00033045) as an Independent Director for a period of five years from 7th November, 2017.

Whether promoter/ promoter group are interested in the agenda/resolution?

Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll		1136613	98.8303	1136613	0	100.0000	0.0000
	Postal Ballot	1150065	0	0.0000	0	0	0.0000	0.0000
	Total		1136613	98.8303	1136613	0	100.0000	0.0000
Public Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	1368	0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting		6587	1.1091	6584	3	99.9545	0.0455
	Poll		3610	0.6078	3610	0	100.0000	0.0000
	Postal Ballot	593907	0	0.0000	0	0	0.0000	0.0000
	Total		10197	1.7169	10194	3	99.9706	0.0294
Total		1745340	1146810	65.7070	1146807	3	99.9997	0.0003

Certified True Copy
For Industrial & Prudential Investment Co. Ltd.

Arjun R. Datta
Company Secretary

Industrial And Prudential Investment Company Limited

(501298)

Resolution Required : (Special)

2 - Appointment of Mr. Debanjan Mandal (DIN 00469622) as an Independent Director for a period of five years from 7th November, 2017.

Whether promoter/ promoter group are interested in the agenda/resolution?

Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3] = {[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6] = {[4]/[2]}*100	% of Votes against on votes polled [7] = {[5]/[2]}*100
Promoter and Promoter Group	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll		1136613	98.8303	1136613	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total	1150065	1136613	98.8303	1136613	0	100.0000	0.0000
Public Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total	1368	0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting		6587	1.1091	6584	3	99.9545	0.0455
	Poll		3601	0.6063	3601	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total	593907	10188	1.7154	10185	3	99.9706	0.0294
Total		1745340	1146801	65.7065	1146798	3	99.9997	0.0003

Certified True Copy
For Industrial & Prudential Investment Co. Ltd.

Aryan Datta
Company Secretary

INDUSTRIAL & PRUDENTIAL INVESTMENT CO. LTD.
"PAHARPUR HOUSE"
8/1/B, DIAMOND HARBOUR ROAD
KOLKATA - 700 027
CIN : L65900WB1612D1001486

Minutes of the Postal Ballot
Announcement of Result on Friday, 15th December, 2017
at the Registered Office of the Company
at
Paharpur House, 8/1/B Diamond Harbour Road
at 2.30 pm

Result announced by Mr. Varun Swarup, Director

Postal Ballot Notice

The Company by Notice of Postal Ballot dated 7th November, 2017 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. Appointment of Mr. Probir Roy (DIN 00033045) as an Independent Director for a period of five years from 7th November, 2017.
- b. Appointment of Mr. Debanjan Mandal (DIN00469622) as an Independent Director for a period of five years from 7th November, 2017.

The Board of Directors at its meeting held on 7th November, 2017 appointed Mr. Mayur Mehta, Practising Company Secretary (Membership No A 3132) as Scrutinizer for conduction Postal Ballot Process /e - voting in fair and transparent manner.

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

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

The Scrutinizer submitted his Report dated 14th December, 2017 to Mr. Varun Swarup, Director designated by the Board of Directors at its meeting held on 7th November, 2017. Based on the said Report of the Scrutinizer, both the resolutions as set out in the Notice dated 7th November, 2017 of the Postal Ballot have been approved with requisite majority by the members of the Company.

Result on the resolution

ORDINARY RESOLUTION

ITEM 1: Appointment of Mr. Probir Roy as an Independent Director

RESOLVED that, pursuant to Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, Rules, Notifications, Circulars and Orders made/issued thereunder (hereinafter collectively referred to as "the Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR), Mr. Probir Roy (DIN 00033045), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 7th November, 2017 in terms of Section 161 of the Act, and in respect of whom the Company has received a notice in writing together with the prescribed deposit, from a member under Section 160 of the Act, signifying his intention to propose Mr. Probir Roy as a candidate for the office of a director of the Company, be and is hereby appointed as an independent director of the Company for a period of 5 (five) years up to 6th November, 2022, not liable to retire by rotation.

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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.

Result as per Scrutinizer's Report

Item 1 of the Notice – Ordinary Resolution				
Appointment of Mr. Probir Roy as an Independent Director				
Total Number of Shareholders		1858		
Total Number of Shares		1745340		
Unclaimed Securities Suspense Account on which voting rights is frozen		26109		
Receipt of Postal Ballot (Physical and e- voting)		41		
Invalid Postal Ballot Form (Physical and e- voting)		0		
Valid votes		1146810		
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	32	1140223	99.4256	
E-voting	8	6584	0.5741	
Total	40	1148807	99.9997	
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	
E-voting	1	3	0.0003	
Total	1	3	0.0003	

12

INDUSTRIAL & PRUDENTIAL INVESTMENT CO. LTD.
"PAHARPUR HOUSE"
8/1/B, DIAMOND HARBOUR ROAD
KOLKATA - 700 027
CIN : L65990WB1913PLC218486

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	0	0	0
E-voting	0	0	0
Total	0	0	0

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. 15th December, 2017

ITEM 2: Appointment of Mr. Debanjan Mandal as an Independent Director

RESOLVED that, pursuant to Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, Rules, Notifications, Circulars and Orders made/issued thereunder (hereinafter collectively referred to as "the Act"), and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR), Mr. Debanjan Mandal (DIN: 00469622), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 7th November, 2017 in terms of Section 161 of the Act, and in respect of whom the Company has received a notice in writing together with the prescribed deposit, from a member under Section 160 of the Act, signifying his intention to propose Mr. Debanjan Mandal as a candidate for the office of a director of the Company, be and is hereby appointed as an independent director of the Company for a period of 5 (five) years up to 6th November, 2022, not liable to retire by rotation.

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.

Result as per Scrutinizer's Report

Item 2 of the Notice – Ordinary Resolution			
Appointment of Mr. Debanjan Mandal (DIN 00469622) as an Independent Director for a period of five years from 7th November, 2017			
Total Number of Shareholders	1858		
Total Number of Shares	1745340		
Unclaimed Securities Suspense Account on which voting rights is frozen	26109		
Receipt of Postal Ballot (Physical and e- voting)	41		
Invalid Postal Ballot Form (Physical and e- voting)	0		
Valid votes	1146801		
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	31	1140214	99.4256
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Particulars of Postal Ballot Voting	Number of members votes	Number of votes cast by them	% of total number of valid votes cast
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E-voting	1	3	0.0003
Total	1	3	0.0003

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	0	0	0
E-voting	0	0	0
Total	0	0	0

Note: - One Shareholder holding 9 shares has not indicated anything on the ballot paper with regard to Resolution at Item 2. It has been considered having abstained from voting. The said shareholder has mentioned about his decision with regard to resolution at Item 1 of the Notice.

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.



Varun Swarup

Director

15.12.2017

