

**INDUSTRIAL & PRUDENTIAL INVESTMENT Co. LTD**

CIN No.: L65990WB1913PLC218486

Ref: INP/17-18/AGM/010817

Date: 02/08/2017

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

Re: BSE Code 501298

Sub: Intimation of the outcome of the 101<sup>st</sup> AGM under Regulation 44(3) of  
the LODR – Scrutinizer's Report

Dear Madam,

Further to our intimation of outcome of AGM, we enclose herewith the  
Scrutinizer's Report.

This is for your information and necessary dissemination.

Thank you,

Yours faithfully,

**For Industrial & Prudential Investment Co. Ltd.**

*Ayan Datta.*

**Company Secretary**

Encl: as above



**SCRUTINIZER'S REPORT**

**[Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management & Administration) Amendment Rules, 2015]**

To

The Chairman of the 101st (One hundred and first) Annual General Meeting (AGM) of Members of **INDUSTRIAL & PRUDENTIAL INVESTMENT COMPANY LIMITED** (CIN: L65990WB1913PLC218486), held on Tuesday, 1st day of August, 2017 at Shripati Singhanian Hall, Rotary Sadan, 94/2 Chowringhee Road, Kolkata 700020, West Bengal at 03:00 pm.

**Dear Sir,**

I, Manoj Kumar Banthia, Partner of MKB & Associates, Practicing Company Secretaries, appointed by the Board of Directors of **INDUSTRIAL & PRUDENTIAL INVESTMENT COMPANY LIMITED** (the Company) for the purpose of scrutinizing the process of voting through Remote e-Voting and voting by use of electronic means or ballot forms at the Annual General Meeting pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 and 21 of the Companies (Management & Administration) Rules, 2014 as amended by Companies (Management & Administration) Amendment Rules, 2015, Regulation 44 of SEBI (LODR) Regulations, 2015 and Secretarial Standards on General Meetings in respect of





the below mentioned Resolutions proposed at the 101<sup>st</sup> Annual General Meeting of the Company held on Tuesday, 1<sup>st</sup> day of August, 2017 at Shripati Singhanian Hall, Rotary Sadan, 94/2 Chowringhee Road, Kolkata 700020, West Bengal at 03:00 pm, do hereby submit my report as follows:

- (a) The Notice dated 5<sup>th</sup> May, 2017 convening the 101<sup>st</sup> Annual General Meeting of the Company along with the Statement under Section 102 of the Act setting out all material facts in respect of Resolutions mentioned therein, was sent by 7<sup>th</sup> July, 2017 to the members of the company.
- (b) The company provided remote e-voting facility offered by Central Depository Services (India) Limited (CDSL) to its shareholders. At the Annual General Meeting, the Company provided voting facility by way of poll to the shareholders through electronic means and ballot papers who did not cast their vote through remote e-voting.
- (c) The members holding shares either in physical or dematerialized form, as on the "Cut Off" date i.e. 25<sup>th</sup> July, 2017 were entitled to vote on the proposed resolutions.
- (d) In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the voting period for remote e-voting commenced on Saturday, July 29, 2017 at 9:00 AM (IST) and ended on Monday, July 31, 2017 at 5:00 PM (IST).





- (e) The member and/or their proxies at the meeting exercised their voting rights through electronic means and ballot papers at the poll conducted at the Annual General Meeting as stated above.
- (f) After conclusion of voting at the 101<sup>st</sup> Annual General Meeting, the votes cast at the meeting were counted first, and thereafter, the votes cast through remote e-voting were unblocked in presence of Mr. Raj Kumar Banthia and Ms. Shalu Kathuria, who acted as witnesses in accordance with Rule 20 the Companies (Management & Administration) Rules, 2014.
- (g) Thereafter, the details containing inter alia, list of the members, who voted "For" or "Against" on each of the resolutions that were put to vote, were derived from the ballot forms received at the poll conducted at the meeting, as well as the report generated from the e-voting website of CSDL, <http://www.evotingindia.com> in respect of remote e-voting.
- (h) 7(seven) Members have cast their votes through remote e-voting and all such votes are valid. 53(fifty three) Members and/or their proxy have cast their votes through poll at the AGM venue and all such votes are valid.

I now submit my consolidated report as under on the result of the remote e-voting and poll conducted at the meeting.





	Number of votes (shares) cast through Remote E-voting. (1)	Number of Votes (shares) cast on Poll at the meeting. (2)	Total (1)+(2)=(3)	% of total number of valid votes cast
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**ORDINARY BUSINESS**

**Item No.1 as an Ordinary Resolution:**

To receive, consider and adopt:

- (a) The Audited Financial Statements of the Company for the financial year ended March 31, 2017, the Reports of the Board of Directors and the Auditors thereon; and  
(b) The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2017.

(1) Voted in favour of the resolution	40	1164760	1164800	100%
(2) Voted against the resolution	--	--	--	--
<b>Total</b>	<b>40</b>	<b>1164760</b>	<b>1164800</b>	<b>100%</b>
(3) Invalid votes:	--	--	--	--





**Item No. 2 as an Ordinary Resolution:** To declare dividend.

(1) Voted in favour of the resolution	40	1164760	1164800	100%
(2) Voted against the resolution	--	--	--	--
<b>Total</b>	<b>40</b>	<b>1164760</b>	<b>1164800</b>	<b>100%</b>
(3) Invalid votes:	--	--	--	--

**Item No.3 as an Ordinary Resolution:**

To appoint a Director in place of Mr. Gaurav Swarup (DIN 00374298), who retires by rotation and, being eligible, offers himself for re-appointment.

(1) Voted in favour of the resolution	40	1164760	1164800	100%
(2) Voted against the resolution	--	--	--	--





<b>Total</b>	<b>40</b>	<b>1164760</b>	<b>1164800</b>	<b>100%</b>
(3) Invalid votes:	--	--	--	--

**Item No.4 as an Ordinary Resolution:**

**"RESOLVED that** in accordance with section 139(1) and (2) and any 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"), in place of Messers. V. S. Somani & Co., Chartered Accountants, (Registration no. 117589W) existing Statutory Auditors who retires by rotation on the conclusion of the ensuing Annual General Meeting in accordance with the Act, Messrs. Lodha & Co., Chartered Accountants (Registration no. 301051E) of Kolkata be and are hereby appointed as Statutory Auditors to Audit the Accounts for the Financial Years 2017-18 to 2021-22 (that is, from the conclusion of this Annual General Meeting till conclusion of the Sixth Annual General Meeting), to be ratified at every Annual General Meeting and the Managing Director be and is hereby authorised to fix their remuneration."

(1) Voted in favour of the resolution	40	1164760	1164800	100%
(2) Voted against the resolution	--	--	--	--





<b>Total</b>	<b>40</b>	<b>1164760</b>	<b>1164800</b>	<b>100%</b>
(3) Invalid votes:	--	--	--	--

**Item No.5 as a Ordinary Resolution:**

**"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 Act, the Company do re-appoint

1. Mr. Gaurav Swarup, Managing Director of Paharpur Cooling Towers Limited (PCTL), Holding Company, as the Managing Director of the Company with effect from 9th February, 2017 to 31st January, 2022.
2. 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 to attend the meetings) from the Company as a Managing Director.
3. The period of appointment of Mr. Swarup will be concurrent with his tenure as Managing Director of PCTL, i.e. upto 31st January, 2022.

(1) Voted in favour of the resolution	40	1164760	1164800	100%
(2) Voted against the resolution	--	--	--	--







<b>Total</b>	<b>40</b>	<b>1164760</b>	<b>1164800</b>	<b>100%</b>
(3) Invalid votes:	--	--	--	--

Thanking You,

Yours Faithfully



Manoj Kumar

Partner

MKB & Associates

Membership No.: 11470

COP No.: 7596

Date: 2<sup>nd</sup> August, 2017

Place: Kolkata