

Ref: INP/16-17/AGM/OUTCOME

Dated: 2nd August, 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 101st AGM under Regulation 44(3) of the LODR

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 the voting results of the 101st Annual General Meeting held on 1st August, 2017. The following businesses were transacted in accordance with the Notice of 101st AGM dated 5th May, 2017:

A. Ordinary Business

1. Adoption of the Audited Financial Statements [standalone and consolidated) for the financial year ended March 31, 2017 together with the Reports of the Board of Directors and the Auditors thereon
2. To declare dividend
3. To re-appoint Mr. Gaurav Swarup (DIN 00374298), retiring by rotation
4. To appoint M/s Lodha and Co. as the Statutory Auditor of the Company from 2017-18 to 2021-22, in place of M/s V. S. Somani & Co. who retires by rotation.



B. Special Business

5. To re-appoint Mr. Gaurav Swarup (DIN 00374298) as Managing Director.

Summary of the results is enclosed.

Report of the Scrutinizer is being separately forwarded to you.

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

Report under Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015

Date of the Annual General Meeting: Tuesday, 1st August, 2017

Time of the Annual General Meeting: 3 pm.

Venue: Shripati Singhanian Hall, Rotary Sadan, 94/2 Chowringhee Road, Kolkata 700020 on Tuesday, August 1,

Total Number of shareholders on cutoff date: 1866

Number of Shareholders present in the meeting in person and proxy

- a. Promoters and Promoter Group- 8
- b. Public- 64

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: In compliance with the provisions of section 108 of the Act, read with the Rule 20 of the Companies (Management and Administration) Rules 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Members have been provided with the facility to cast their voting as under:

- a. Remote e-voting through CDSL.



- b. Ballot form for those shareholders who did not opt for e-voting
- c. Voting at the venue by electronic means to those shareholders who did not vote through remote e-voting or Ballot form.

Based on the Report of the Scrutinizer dated 2nd August 2017, all the seven resolutions as set out in the Notice dated 5th May 2017 convening the 101st Annual General Meeting on 1st August 2017, have been approved with requisite majority by the members of the Company.

RESOLUTION NO 1 (Ordinary Business)

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.**

“RESOLVED that

- (a) The Audited financial Statements of the Company for the financial year ended March 31, 2017, the reports of the Board of Directors, Cash Flow and the Auditors thereon and
- (b) The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2017 and the Auditors’ Report thereon and other related documents be and are hereby approved and adopted.

Total Number of Shareholders	1866
Total Number of Shares	1745340
Unclaimed Securities Suspense Account on which voting rights is frozen	26109
Total votes cast (e-voting, poll and ballot form)	1164800
Invalid votes cast (e-voting, poll and ballot form)	0
Valid votes cast (e-voting, poll and ballot form)	1164800



Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={{[2]/[1]}*100	[4]	[5]	[6]={{[4]/[2]}*100	[7]={{[5]/[2]}*100
Promoter and Promoter Group	E-Voting	1150065	0	0.0000	0	0	0.0000	0.0000
	Poll		1150065	100.0000	1150065	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1150065	100.0000	1150065	0	100.0000	0.0000
Public Institutions	E-Voting	1368	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		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	593907	40	0.0067	40	0	100.0000	0.0000
	Poll		14695	2.4743	14695	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		14735	2.4810	14735	0	100.0000	0.0000
Total		1745340	1164800	66.7377	1164800	0	100.0000	0.0000

Ratio One share one vote

RESOLUTION NO 2: Dividend for the Year 2016-2017 (Ordinary Business)

“**RESOLVED** that a dividend for the year ended 31st March 2017 be and is hereby declared to be paid at 250% i.e. Rs.25/- per share 17,45,340 Equity shares of Rs. 10/- each (aggregating Rs.4,36,33,500/- excluding Dividend Tax) on August 11, 2017 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 Monday, 24th July, 2017;



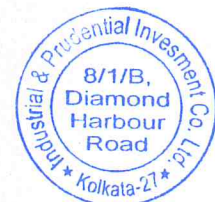
(ii) To all Members in respect of shares held in physical form after giving effect to valid transfers in respect of transfer requests lodged with the Company/RTA on or before the close of business hours on Monday, 24th July, 2017.

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	Total		14735	2.4810	14735	0	100.0000	0.0000
Total		1745340	1164800	66.7377	1164800	0	100.0000	0.0000

Ratio One share one vote

RESOLUTION NO 3: To appoint a Director in place of Mr. Gaurav Swarup (Ordinary Business)

“**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 as Director of the Company.”



Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	1150065	0	0.0000	0	0	0.0000	0.0000
	Poll		1150065	100.0000	1150065	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1150065	100.0000	1150065	0	100.0000	0.0000
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	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	593907	40	0.0067	40	0	100.0000	0.0000
	Poll		14695	2.4743	14695	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		14735	2.4810	14735	0	100.0000	0.0000
Total		1745340	1164800	66.7377	1164800	0	100.0000	0.0000

Ratio One share one vote

RESOLUTION NO 4: APPOINTMENT OF NEW AUDITORS (Ordinary Business)

“**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.”



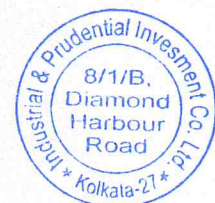
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
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Promoter and Promoter Group	E-Voting	1150065	0	0.0000	0	0	0.0000	0.0000
	Poll		1150065	100.0000	1150065	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1150065	100.0000	1150065	0	100.0000	0.0000
Public Institutions	E-Voting	1368	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		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	593907	40	0.0067	40	0	100.0000	0.0000
	Poll		14695	2.4743	14695	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		14735	2.4810	14735	0	100.0000	0.0000
Total		1745340	1164800	66.7377	1164800	0	100.0000	0.0000

Ratio One share one vote

RESOLUTION NO 5: Re-appointment of Mr. Gaurav Swarup as the Managing Director (Special Business)

“**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.

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	1150065	0	0.0000	0	0	0.0000	0.0000
	Poll		1150065	100.0000	1150065	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1150065	100.0000	1150065	0	100.0000	0.0000
Public Institutions	E-Voting	1368	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		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	593907	40	0.0067	40	0	100.0000	0.0000
	Poll		14695	2.4743	14695	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		14735	2.4810	14735	0	100.0000	0.0000
Total		1745340	1164800	66.7377	1164800	0	100.0000	0.0000

Ratio One share one vote



Chairman of the meeting

02.08.2017