

# 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 Company Limited  
Paharpur House  
8/1/B Diamond Harbour Road  
Kolkata 700027

Sub: Report on 102<sup>nd</sup> Annual General Meeting held on the 3<sup>rd</sup> August, 2018

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 20 of the Companies (Management & Administration) Rules, 2014 (hereinafter referred to as the "the Rules") for conduct of voting process through remote e-voting process, ballot and e-voting at the venue of 102<sup>nd</sup> Annual General Meeting notice dated 27<sup>th</sup> April, 2018, (hereinafter referred to as the "Voting Process"), 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 voting process 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 in accordance with the Rule 20.

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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



### **3. Resolutions as per 102<sup>nd</sup> Annual General Meeting**

The Company by Notice dated 27<sup>th</sup> April 2018, of 102<sup>nd</sup> Annual General Meeting (102<sup>nd</sup> AGM) pursuant to Section 110 of the Act and the Rule 20 of the Rules transacted the following businesses by voting through the Voting Process:-

#### **A. Ordinary Business**

1. Adoption of the Audited Financial Statements [standalone and consolidated) for the financial year ended March 31, 2018 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 ratify appointment of auditors for the year 2018-19 and fix their remuneration

#### **B. Special Business**

5. To appoint Mr. Varun Swarup (DIN 02435858) as a director who was appointed on the 7<sup>th</sup> November, 2017 to fill casual vacancy caused by resignation of Mr. A V Setalvad (DIN 00056124).
6. To appoint Ms. Devina Swarup (DIN 06831620) as a director who was appointed on the 7<sup>th</sup> November, 2017 as an additional director.
7. To adopt new set of the Articles of Association in place of the existing.
8. To approve Scheme of Amalgamation of New Holding And Trading Company limited (Wholly Owned Subsidiary) with the Company.



#### 4. Voting Process

Sr No	Particulars	Details
1	Date of 102 <sup>nd</sup> AGM Notice	27 <sup>th</sup> April, 2018
2	Cutoff date for voting	27 <sup>th</sup> July, 2018
3	E voting system provided by	Link Intime India Private Limited (LIPL)
4	Registrar and Transfer Agents	Link Intime India Private Limited
5	Event no	180079
6	Voting Start Date	31 <sup>st</sup> July, 2018 at 9.00 am
7	Voting End Date	2 <sup>nd</sup> August, 2018 at 5.00 pm
8	No of Resolutions	8
9	No of members as on 27.07.2018	1993
10	Voting Rights (No of shares equaling to vote)	1 (One)
11	No of shares	17,45,340
12	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}	26,049
13	Shares under IEPF 4 on which voting rights remain frozen in accordance with Regulation 39 read with Schedule VI of LODR.	3,140
13	Downloading of Data from InstaVote LIPL	Unblocked on 3 <sup>rd</sup> August, 2018 after conclusion of the AGM at 4.00 pm.
14	Physical ballot	The Company had provided facility of voting by ballot paper for those members who did not opt for remote-e voting. Any such ballot paper received at the AGM Venue or by post have been classified under Poll.
15	Tab voting	Electronic-voting facility at the venue of the 102 <sup>nd</sup> AGM provided by the Company has been considered as poll.
16	Scrutiny process	Data of remote e- voting, e-voting at the venue of the 102 AGM and physical ballot forms were diligently scrutinized.
17	Validity of votes in case of double voting	The system of eliminating double voting was in the place.



## 5. Result of e-Voting Process

<b>Item 1 of the Notice – Ordinary Resolution</b>				
<b>Adoption of the Audited Financial Statements [standalone and consolidated] for the financial year ended March 31, 2018 together with the Reports of the Board of Directors and the Auditors thereon.</b>				
Total Number of Shareholders		1,993		
Total Number of Shares		17,45,340		
Unclaimed Securities Suspense Account on which voting rights is frozen		26,049		
Shares under IEPF 4 on which voting rights remain frozen		3,140		
Total votes cast (e-voting, poll and ballot form)		11,56,712		
Invalid votes cast (e-voting, poll and ballot form )		0		
Valid votes cast (e-voting, poll and ballot form )		11,56,712		
<b>A. Votes in favour of the Resolution</b>				
Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast	
Remote e-voting	3	66	0.0057	
Poll (at venue)	33	11,56,646	99.9943	
<b>Total</b>	<b>36</b>	<b>11,56,712</b>	<b>100.00</b>	
<b>B. Votes against the Resolution</b>				
Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast	
Remote e-voting	0	0	0	
Poll (at venue)	0	0	0	
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>	
<b>C. Invalid Votes</b>				
Particulars of Voting	Number of members votes	Number of votes cast by them	% of total number of valid votes cast	
Remote e-voting	0	0	0	
Poll (at venue)	0	0	0	
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>	

The resolution at Item 1 is passed with requisite majority at the 102<sup>nd</sup> AGM



<b>Item 2 of the Notice – Ordinary Resolution</b>			
<b>Declaration of dividend</b>			
Total Number of Shareholders		1,993	
Total Number of Shares		17,45,340	
Unclaimed Securities Suspense Account on which voting rights is frozen		26,049	
Shares under IEPF 4 on which voting rights remain frozen		3,140	
Total votes cast (e-voting, poll and ballot form)		11,56,712	
Invalid votes cast (e-voting, poll and ballot form)		0	
Valid votes cast (e-voting, poll and ballot form)		11,56,712	
<b>D. Votes in favour of the Resolution</b>			
Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	3	66	0.0057
Poll (at venue)	33	11,56,646	99.9943
<b>Total</b>	<b>36</b>	<b>11,56,712</b>	<b>100.00</b>
<b>E. Votes against the Resolution</b>			
Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	0
Poll (at venue)	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>F. Invalid Votes</b>			
Particulars of Voting	Number of members votes	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	0
Poll (at venue)	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

The resolution at Item 2 is passed with requisite majority at the 102<sup>nd</sup> AGM



**Item 3 of the Notice – Ordinary Resolution  
Appointment of Mr. Gaurav Swarup (DIN 00374298), retiring by rotation**

Total Number of Shareholders	1,993		
Total Number of Shares	17,45,340		
Unclaimed Securities Suspense Account on which voting rights is frozen	26,049		
Shares under IEPF 4 on which voting rights remain frozen	3,140		
Total votes cast (e-voting, poll and ballot form)	11,56,712		
Invalid votes cast (e-voting, poll and ballot form )	0		
Valid votes cast (e-voting, poll and ballot form )	11,56,712		
<b>G. Votes in favour of the Resolution</b>			
Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	3	66	0.0057
Poll (at venue)	33	11,56,646	99.9943
<b>Total</b>	36	11,56,712	100.00
<b>H. Votes against the Resolution</b>			
Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	0
Poll (at venue)	0	0	0
<b>Total</b>	0	0	0
<b>I. Invalid Votes</b>			
Particulars of Voting	Number of members votes	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	0
Poll (at venue)	0	0	0
<b>Total</b>	0	0	0

The resolution at Item 3 is passed with requisite majority at the 102<sup>nd</sup> AGM.



<b>Item 4 of the Notice – Ordinary Resolution</b>			
<b>Ratification of appointment of auditors (Lodha &amp; Co., Chartered Accountants) for the year 2018-19 and fix their remuneration</b>			
Total Number of Shareholders	1,993		
Total Number of Shares	17,45,340		
Unclaimed Securities Suspense Account on which voting rights is frozen	26,049		
Shares under IEPF 4 on which voting rights remain frozen	3,140		
Total votes cast (e-voting, poll and ballot form)	11,56,712		
Invalid votes cast (e-voting, poll and ballot form )	0		
Valid votes cast (e-voting, poll and ballot form )	11,56,712		
<b>J. Votes in favour of the Resolution</b>			
Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	3	66	0.0057
Poll (at venue)	33	11,56,646	99.9943
<b>Total</b>	<b>36</b>	<b>11,56,712</b>	<b>100.00</b>
<b>K. Votes against the Resolution</b>			
Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	0
Poll (at venue)	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>L. Invalid Votes</b>			
Particulars of Voting	Number of members votes	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	0
Poll (at venue)	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

The resolution at Item 4 is passed with requisite majority at the 102<sup>nd</sup> AGM.



<b>Item 5 of the Notice – Ordinary Resolution</b>			
<b>Appointment of Mr. Varun Swarup (DIN 02435858) as a director who was appointed on the 7<sup>th</sup> November, 2017 to fill casual vacancy caused by resignation of Mr. A V Setalvad (DIN 00056124).</b>			
Total Number of Shareholders	1,993		
Total Number of Shares	17,45,340		
Unclaimed Securities Suspense Account on which voting rights is frozen	26,049		
Shares under IEPF 4 on which voting rights remain frozen	3,140		
Total votes cast (e-voting, poll and ballot form)	11,56,712		
Invalid votes cast (e-voting, poll and ballot form )	0		
Valid votes cast (e-voting, poll and ballot form )	11,56,712		
<b>M. Votes in favour of the Resolution</b>			
Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	3	66	0.0057
Poll (at venue)	33	11,56,646	99.9943
<b>Total</b>	<b>36</b>	<b>11,56,712</b>	<b>100.00</b>
<b>N. Votes against the Resolution</b>			
Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	0
Poll (at venue)	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>O. Invalid Votes</b>			
Particulars of Voting	Number of members votes	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	0
Poll (at venue)	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

The resolution at Item 5 is passed with requisite majority at the 102<sup>nd</sup> AGM





<b>Item 6 of the Notice – Ordinary Resolution</b>			
<b>Appointment of Ms. Devina Swarup (DIN 06831620) as a director who was appointed on the 7<sup>th</sup> November, 2017 as an additional director.</b>			
Total Number of Shareholders		1,993	
Total Number of Shares		17,45,340	
Unclaimed Securities Suspense Account on which voting rights is frozen		26,049	
Shares under IEPF 4 on which voting rights remain frozen		3,140	
Total votes cast (e-voting, poll and ballot form)		11,56,712	
Invalid votes cast (e-voting, poll and ballot form )		0	
Valid votes cast (e-voting, poll and ballot form )		11,56,712	
<b>P. Votes in favour of the Resolution</b>			
Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	3	66	0.0057
Poll (at venue)	33	11,56,646	99.9943
<b>Total</b>	<b>36</b>	<b>11,56,712</b>	<b>100.00</b>
<b>Q. Votes against the Resolution</b>			
Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	0
Poll (at venue)	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>R. Invalid Votes</b>			
Particulars of Voting	Number of members votes	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	0
Poll (at venue)	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

The resolution at Item 6 is passed with requisite majority at the 102<sup>nd</sup> AGM



<b>Item 7 of the Notice Special Resolution</b>			
<b>Adoption of new set of the Articles of Association in place of the existing.</b>			
Total Number of Shareholders	1,993		
Total Number of Shares	17,45,340		
Unclaimed Securities Suspense Account on which voting rights is frozen	26,049		
Shares under IEPF 4 on which voting rights remain frozen	3,140		
Total votes cast (e-voting, poll and ballot form)	11,56,712		
Invalid votes cast (e-voting, poll and ballot form )	0		
Valid votes cast (e-voting, poll and ballot form )	11,56,712		
<b>S. Votes in favour of the Resolution</b>			
Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	3	66	0.0057
Poll (at venue)	33	11,56,646	99.9943
<b>Total</b>	<b>36</b>	<b>11,56,712</b>	<b>100.00</b>
<b>T. Votes against the Resolution</b>			
Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	0
Poll (at venue)	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>U. Invalid Votes</b>			
Particulars of Voting	Number of members votes	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	0
Poll (at venue)	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

The resolution at Item 7 is passed with requisite majority at the 102<sup>nd</sup> AGM.



<b>Item 8 of the Notice Special Resolution</b>			
<b>Approving Scheme of Amalgamation of New Holding And Trading Company limited (Wholly Owned Subsidiary) with the Company.</b>			
Total Number of Shareholders	1,993		
Total Number of Shares	17,45,340		
Unclaimed Securities Suspense Account on which voting rights is frozen	26,049		
Shares under IEPF 4 on which voting rights remain frozen	3,140		
Total votes cast (e-voting, poll and ballot form)	11,56,712		
Invalid votes cast (e-voting, poll and ballot form )	0		
Valid votes cast (e-voting, poll and ballot form )	11,56,712		
<b>V. Votes in favour of the Resolution</b>			
Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	3	66	0.0057
Poll (at venue)	33	11,56,646	99.9943
<b>Total</b>	<b>36</b>	<b>11,56,712</b>	<b>100.00</b>
<b>W. Votes against the Resolution</b>			
Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	0
Poll (at venue)	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>X. Invalid Votes</b>			
Particulars of Voting	Number of members votes	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	0
Poll (at venue)	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

The resolution at Item 8 is passed with requisite majority at the 102<sup>nd</sup> AGM.



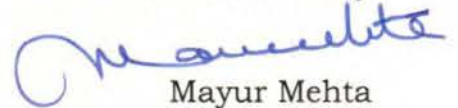
## 6. Records

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 records 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 LIPL and advertise in the newspaper

Thank you,

Yours faithfully



Mayur Mehta  
Practising Company Secretary  
Scrutinizer  
M. No A3132  
CP 9952



Date: 4<sup>th</sup> August, 2018  
Place: Kolkata