

THE INDUSTRIAL & PRUDENTIAL INVESTMENT CO. LTD.

Regd. Office :

125, Maker Chambers III, Nariman Point,
Mumbai - 400 021 • Telephone : 2285 4243
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Ref: 160003/01/2016

Date: January 15, 2016

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

Dear Sir,

Ref: COMPANY CODE: 501298

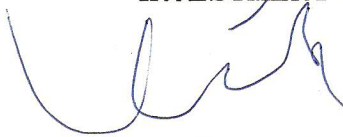
Sub: Quaterly Compliance Report on Corporate Governance.

Enclosed herewith, Quarterly Compliance Report on Corporate Governance, pursuant to Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, for the quarter ended December 31, 2015.

Thanking You,

Yours faithfully,

**For THE INDUSTRIAL & PRUDENTIAL
INVESTMENT CO. LTD.**



(A. V. SETALVAD))
(DIRECTOR)

Encl: As above.

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity THE INDUSTRIAL & PRUDENTIAL INVESTMENT COMPANY LIMITED
2. Quarter ending 31.12.2015

I. Composition of Board of Directors								
Title (Mr. / Ms.)	Name of the Director	PAN/ DIN	Category (Chairperson /Executive/ Nonexecutive / independent / Nominee)&	Date of Appointme nt in the current term/ cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Anant V Setalvad	AAEPS1788B DIN00056124	Chairman/ Non executive	11.02.1960	NA	1	2	0
Mr.	Aspy Rustom Broacha	AAGPB8997F DIN00056291	Nonexecutive/ Independent	05.03.1971	FROM 24.09.14	2	4	3
Mr.	Anish K Modi	AAZPM7200M DIN00031237	Nonexecutive/ Independent	11.09.2013	FROM 24.09.14	1	0	0
Mr.	Gauvrav Swarup	AKTPS6727K DIN00374298	Executive/ Managing Director	17.04.9.1990		6	3	0
Mrs.	Binaishah Sundaram	AABPD6465F DIN06637130	Nonexecutive/ Independent	22.04.2015	FROM 31.08.15	1	0	0

§PAN number of any director would not be displayed on the website of Stock Exchange
 &Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen
 * to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

II. Composition of Committees		
<i>Name of Committee</i>	<i>Name of Committee members</i>	<i>Category (Chairperson/Executive/Non-Executive/independent/Nominee)§</i>
1. Audit Committee	Mr. A R Broacha	Chairman-Nonexecutive-Independent
	Mr.Anish K Modi	Nonexecutive-Independent
	Mr. A V Setalvad	Nonexecutive
2. Nomination & Remuneration Committee	Mr. A R Broacha	Chairman - Nonexecutive-Independent
	Mr.Anish K Modi	Nonexecutive-Independent
	Mr. G Swarup	Nonexecutive
3. Stakeholders Relationship Committee'	Mr. A R Broacha	Chairman-Nonexecutive-Independent
	Mr. A V Setalvad	Nonexecutive
&Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen		

III. Meeting of Board of Directors		
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
12.08.2015	04.11.2015	84 days

IV. Meeting of Committees			
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
04.11.2015	Attended by all the members	12.08.2015	84 days
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.			

V. Related Party Transactions	
<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i> ^{refer note below}
Whether prior approval of audit committee obtained	Yes There are no related party transaction so far from 01.04.2015 till the date of reporting, except payment of fees to the directors for attending the Board Meetings and Committee meetings.
Whether shareholder approval obtained for material RPT	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	

Note

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & remuneration committee
 - c. Stakeholders relationship committee
 - d. Risk management committee (applicable to the top 100 listed entities)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:

The Industrial & Prudential Investment Co. Ltd.

Name & Designation
Anant Venkatarao Setalvad
Chairman

Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.