

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 104th Annual General Meeting held on Friday, the 25th September, 2020

Date 26th September, 2020

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 and e-voting during video conference (Deemed venue) of the 104th Annual General Meeting (104th AGM) as per notice dated 19th August, 2020 (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 collective

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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

3. Manner of Conducting the 104th Annual General Meeting (104 AGM)

In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its Circular No. 20 dated May 5, 2020 read with Circular No. 14 dated April 8, 2020 and Circular No. 17 dated April 13, 2020 (hereinafter collectively referred to as "MCA Circulars") permitted the holding of Annual General Meeting through VC or OAVM without the physical presence of Members at a common venue. In compliance with these MCA Circulars and the relevant provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR), the 104th AGM was held through VC/OAVM on Friday, 25th September, 2020. The facility of VC/OAVM was provided by InstaMeet, an arm of Link Intime (India) Private Limited, the Registrar and Transfer Agent (RTA).

In line with the MCA Circulars, the Notice calling the AGM along with Annual Report 2019-20 was sent through electronic mode to those Members whose email addresses are registered with the Company/ RTA/ Depositories. The same was uploaded on the website of the Company, BSE limited and also available on the website of InstaVote, the agency providing the Remote e-Voting facility, an arm of RTA.

Deemed venue of the 104th AGM is Paharpur House, 8/1/B Diamond Harbour Road, Kolkata 700027.

I attended the 104th AGM via video conference to supervise voting process.

Office: 901, Rushabh, Jakaria Bunder Cross Road, Sewree (West) Mumbai 400015
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Email: mayur.cs@mtnl.net.in Alternative Email: mayur2753@gmail.com

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4. Resolutions as per 104th Annual General Meeting

I. To receive, consider and adopt:

(a) The Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2020, 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, 2020.

II. To declare a dividend.

III. To appoint a Director in place of Mr. Varun Swarup (DIN 02435858), who retires by rotation and being eligible offers himself for re-appointment

5. Voting process

Sr no	Particulars	Details	
1	Date of 104 th AGM	25 th September, 2020	
2	Cutoff date for voting	18 th September, 2020	
3	Registrar and Transfer Agent	Link Intime (India) Private Limited (RTA)	
4	VC/OAVM provided by	InstaMeet of RTA	
5	E –voting System provided by	InstaVote of RTA	
6	Event No	200225	
7	Voting start date	22 nd September, 2020	
8	Voting end date	24 th September, 2020	
9	No of member on 18 th September, 2020	Demat	1695
		Physical	346
		Total	2041
10	Voting Rights (No of shares (equalling to vote)	1 (One)	
11	Number of Shares	17,45,340	
		Demat	1627005
		Physical	118335
		Total	1745340

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Sr no	Particulars	Details
12	Unclaimed shares on which 25,989 voting rights remain frozen in accordance with Regulation 39 read with Schedule VI of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [LODR]	25989
13	Shares under IEPF 4 on which voting rights remain frozen in accordance with Regulation 39 read with Schedule VI of LODR.	3140
14	Downloading of data from InstaVote RTA	Unblocked at 5.00 p.m. after conclusion of the 104 th AGM
15	Voting at deemed venue	This was provided by the Company and the same has been treated as Poll
16	Scrutiny Process	Data of remote e-voting and voting at deemed venue scrutinized diligently.
17	Validity of votes in case of double voting	The system of eliminating double voting was in place.
18	Members Voting	22 Members were present at the deemed venue
		2 Members voted at the deemed venue. Members present at the deemed venue having already voted by remote e-voting did not vote at the deemed venue.
		29 Members voted by remote e-voting. Out of this, one member holding 2354 shares has voted only for one share for resolution No1, two shares for the resolution No 2 and Nil for the resolution No 3. The same has been deducted while computing total votes cast and valid votes for remote e-voting.

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6. Result of e-voting process

Item 1 of the Notice- Ordinary Resolution			
Adoption of the Audited Financial Statements (standalone and consolidated) for the financial year ended March 31, 2020 together with the Reports of the Board of Directors and the Auditors thereon			
Total Number of Shareholders	2041		
Total Number of Shares	1745340		
Unclaimed Securities Suspense Account on which voting rights is frozen	25989		
Shares under IEPF 4 on which voting rights remain frozen	3140		
Total votes cast	Remote e voting	1177749	
	At deemed venue	2	
Total	1177751		
Invalid votes	Remote e voting	0	
	At deemed venue	0	
Valid votes	Remote e voting	1177749	
	At deemed venue	2	
		1177751	
A. Votes cast in favour of the resolution			
Particulars of Voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes case
Remote e-voting	28	1177448	99.9944
At deemed venue	2	2	0.0000
Total	30	1177450	99.9744
B. Votes cast against the resolution			
Particulars of Voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes case
Remote e-voting	1	301	0.0256
At deemed venue	0	0	0
Total	1	301	0.0256
C. Invalid votes			
Particulars of Voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes case
Remote e-voting	0	0	0
At deemed venue	0	0	0
Total	0	0	0

Item no 1 is passed with requisite majority at 104th AGM

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Item 2 of the Notice- Ordinary Resolution Declaration of Dividend			
Total Number of Shareholders	2041		
Total Number of Shares	1745340		
Unclaimed Securities Account on which voting rights is frozen	25989		
Shares under IEPF 4 on which voting rights remain frozen	3140		
Total votes cast	Remote e voting	1177750	
	At deemed venue	2	
Total	1177752		
Invalid votes	Remote e voting	0	
	At deemed venue	0	
Valid votes total	Remote e voting	1177750	
	At deemed venue	2	
1177752			
A. Votes cast in favour of the resolution			
Particulars of Voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes case
Remote e-voting	28	1177449	99.9944
At deemed venue	2	2	0.0000
Total	30	1177451	99.9744
B. Votes cast against the resolution			
Particulars of Voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes case
Remote e-voting	1	301	0.0256
At deemed venue	0	0	0
Total	1	301	0.0256
C. Invalid votes			
Particulars of Voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes case
Remote e-voting	0	0	0
At deemed venue	0	0	0
Total	0	0	0

Item no 2 is passed with requisite majority at 104th AGM

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Item 3 of the Notice- Ordinary Resolution			
To appoint a Director in place of Mr. Varun Swarup (DIN 02435858), who retires by rotation and being eligible offers himself for re-appointment			
Total Number of Shareholders	2041		
Total Number of Shares	1745340		
Unclaimed Securities Account on which voting rights is frozen	25989		
Shares under IEPF 4 on which voting rights remain frozen	3140		
Total votes cast	Remote e voting	1177748	
	At deemed venue	2	
Total	1177750		
Invalid votes	Remote e voting	0	
	At deemed venue	0	
Valid votes	Remote e voting	1177748	
	At deemed venue	2	
Total	1177750		
A. Votes cast in favour of the resolution			
Particulars of Voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes case
Remote e-voting	28	1177447	99.9944
At deemed venue	2	2	0.0000
Total	30	1177449	99.9744
B. Votes cast against the resolution			
Particulars of Voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes case
Remote e-voting	1	301	0.0256
At deemed venue	0	0	0
Total	1	301	0.0256
C. Invalid votes			
Particulars of Voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes case
Remote e-voting	0	0	0
At deemed venue	0	0	0
Total	0	0	0

Item no 3 is passed with requisite majority at 104th AGM

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7. Records

The relevant records relating to voting process shall remain in my custody till the Chairman or Director authorised in this behalf or the Company Secretary considers, approves and signs the minutes in the digital format.

Once it is approved by the official of the Company the relevant records will be handed over to the concerned person in digital format.

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 RTA and advertise in the newspaper.

Note: Voting Result under regulation Voting Result under Regulation 44 of LODR attached.

Thank you,

Yours faithfully

Mayur Mehta

Practising Company Secretary
Membership No A 3132
COP 9952
UDIN A003132B000777356

Enclosure: Report under Regulation 44 of LODR prepared by InstaVote/RTA

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Industrial And Prudential Investment Company Limited

1 - To receive, consider and adopt:

(a) The Audited Financial Statements of the Company for the financial year ended March 31, 2020, 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, 2020.

Resolution Required : (Ordinary)

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

NO

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
Promoter and Promoter Group	E-Voting	1150065	1150065	100.0000	1150065	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		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	27684	4.6613	27383	301	98.9127	1.0873
	Poll		2	0.0003	2	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		27686	4.6616	27385	301	98.9128	1.0872
Total		1745340	1177751	67.4797	1177450	301	99.9744	0.0256




Industrial And Prudential Investment Company Limited

Resolution Required : (Ordinary)		2 - To declare a dividend.						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
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
Promoter and Promoter Group	E-Voting	1150065	1150065	100.0000	1150065	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		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	27685	4.6615	27384	301	98.9128	1.0872
	Poll		2	0.0003	2	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		27687	4.6618	27386	301	98.9128	1.0872
Total		1745340	1177752	67.4798	1177451	301	99.9744	0.0256




Industrial And Prudential Investment Company Limited

Resolution Required : (Ordinary)			3 - To appoint a Director in place of Mr. Varun Swarup (DIN 02435858), who retires by rotation and being eligible offers herself for re-appointment.					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
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	1150065	100.0000	1150065	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		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	27683	4.6612	27382	301	98.9127	1.0873
	Poll		2	0.0003	2	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		27685	4.6615	27384	301	98.9128	1.0872
Total		1745340	1177750	67.4797	1177449	301	99.9744	0.0256