



INTERNATIONAL PUMPS AND PROJECTS LIMITED

Disclosure as per Clause 35A of the Listing Agreement to be submitted to Stock Exchanges

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| Date of AGM | September 30, 2015 |
| No. of shareholders on record date | 713 |
| No. of Shareholders present in the meeting either in person or through proxy: | |
| - Promoters and Promoter Group: | 1 |
| - Public: | 712 |
| No. of Shareholders attended the meeting through Video Conferencing | Not Applicable, as no video conferencing facility was made available |
| - Promoters and Promoter Group: | |
| - Public: | |

AGENDA WISE

The mode of voting for all the resolutions was:

1. E-voting conducted between Sunday, September 27, 2015 at 10.00 a.m. to Tuesday, September 29, 2015 at 5.00 p.m. and
2. Poll conducted at the Meeting

Given below the resolution wise combined results of E-voting and Poll

Resolution No. 1: Ordinary Resolution

“RESOLVED THAT the audited Financial Statements of the Company including Balance Sheet as at 31 March, 2015 and the Statement of Profit and Loss, the cash flow statement for the year ended on that date and the reports of the Board of Directors (“the Board”) and Auditors thereon be and are hereby received, considered and adopted.”

| Promoter/Public | No. of Shares Held | No of votes Polled (E-Voting & Poll) | % of votes polled on outstanding shares (E-Voting & Poll) | No. of votes in favor (E-Voting & Poll) | No of votes against (E-Voting & Poll) | % of votes in favor on votes polled(E-Voting & Poll) | % of votes against on votes polled(E-Voting & Poll) |
|--------------------------------|--------------------|--------------------------------------|---|---|---------------------------------------|--|---|
| | (1) | (2) | (3) = $\frac{\{(2)/(1)\} * 100}{0}$ | (4) | (5) | (6) = $\frac{\{(4)/(2)\} * 100}{00}$ | (7) = $\frac{\{(5)/(2)\} * 100}{0}$ |
| Promoter and Promoter Group | 334200 | 334200 | 100 | 334200 | 0 | 100 | 0 |
| Public – Institutional holders | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public others | 6686300 | 3737400 | 55.89 | 3737400 | 0 | 100 | 0 |
| Total | 7020500 | 4071600 | 57.99 | 4071600 | 0 | 100 | 0 |

Based on the above, the Ordinary Resolution has been passed unanimously.

Resolution No. 2: Ordinary Resolution

“RESOLVED THAT Mr. Abhishek Bansal, who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation.”

| Promoter/Public | No. of Shares Held | No of votes Polled (E-Voting & Poll) | % of votes polled on outstanding shares (E-Voting & Poll) | No. of votes in favor (E-Voting & Poll) | No of votes against (E-Voting & Poll) | % of votes in favor on votes polled(E-Voting & Poll) | % of votes against on votes polled(E-Voting & Poll) |
|--------------------------------|--------------------|--------------------------------------|---|---|---------------------------------------|--|---|
| | (1) | (2) | (3) = $\frac{\{(2)/(1)\} * 100}{0}$ | (4) | (5) | (6) = $\frac{\{(4)/(2)\} * 100}{00}$ | (7) = $\frac{\{(5)/(2)\} * 100}{0}$ |
| Promoter and Promoter Group | 334200 | 334200 | 100 | 334200 | 0 | 100 | 0 |
| Public – Institutional holders | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public others | 6686300 | 3737400 | 55.89 | 3737400 | 0 | 100 | 0 |
| Total | 7020500 | 4071600 | 57.99 | 4071600 | 0 | 100 | 0 |

Based on the above, the Ordinary Resolution has been passed unanimously.

Resolution No. 3: Ordinary Resolution

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, the appointment of M/s V.N. Purohit & Company, Chartered Accountants, (Firm registration No. 304040N), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the thirty-first AGM of the Company to be held in the year 2016 be and is hereby ratified at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

| Promoter/Public | No. of Shares Held | No of votes Polled (E-Voting & Poll) | % of votes polled on outstanding shares (E-Voting & Poll) | No. of votes in favor (E-Voting & Poll) | No of votes against (E-Voting & Poll) | % of votes in favor on votes polled(E-Voting & Poll) | % of votes against on votes polled(E-Voting & Poll) |
|-----------------------------|--------------------|--------------------------------------|---|---|---------------------------------------|--|---|
| | (1) | (2) | (3) = $\frac{\{(2)/(1)\} * 100}{0}$ | (4) | (5) | (6) = $\frac{\{(4)/(2)\} * 100}{00}$ | (7) = $\frac{\{(5)/(2)\} * 100}{0}$ |
| Promoter and Promoter Group | 334200 | 334200 | 100 | 334200 | 0 | 100 | 0 |

| | | | | | | | |
|--------------------------------|---------|---------|-------|---------|---|-----|---|
| Public – Institutional holders | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public others | 6686300 | 3737400 | 55.89 | 3737400 | 0 | 100 | 0 |
| Total | 7020500 | 4071600 | 57.99 | 4071600 | 0 | 100 | 0 |

Based on the above, the Ordinary Resolution has been passed unanimously.

Resolution No. 4: Ordinary Resolution

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mrs. Khushboo Agarwal, who was appointed as an additional Director of the Company by the Board of Directors w.e.f. March 31, 2015 in terms of Section 161 of the Companies Act, 2013 and who holds office upto the date of forthcoming Annual General Meeting and in respect of whom the Company has receive a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation.”

| Promoter/Public | No. of Shares Held | No of votes Polled (E-Voting & Poll) | % of votes polled on outstanding shares (E-Voting & Poll) | No. of votes in favor (E-Voting & Poll) | No of votes against (E-Voting & Poll) | % of votes in favor on votes polled (E-Voting & Poll) | % of votes against on votes polled (E-Voting & Poll) |
|--------------------------------|--------------------|--------------------------------------|---|---|---------------------------------------|---|--|
| | (1) | (2) | (3) = $\frac{(2)}{(1)} * 100$ | (4) | (5) | (6) = $\frac{(4)}{(2)} * 100$ | (7) = $\frac{(5)}{(2)} * 100$ |
| Promoter and Promoter Group | 334200 | 334200 | 100 | 334200 | 0 | 100 | 0 |
| Public – Institutional holders | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public others | 6686300 | 3737400 | 55.89 | 3737400 | 0 | 100 | 0 |
| Total | 7020500 | 4071600 | 57.99 | 4071600 | 0 | 100 | 0 |

Based on the above, the Ordinary Resolution has been passed with requisite majority.

FOR INTERNATIONAL PUMPS AND PROJECTS LIMITED

(PRERNA BAJAJ)
COMPANY SECRETARY

