



**INDUSTRIAL
INVESTMENT
TRUST
LIMITED**

September 18, 2015

To,
The Manager,
Bombay Stock Exchange Limited,
Corporate Relationship Department,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400001

BSE Scrip Code 501295

To,
The Manager,
National Stock Exchange of India Ltd.
Listing Department, 'Exchange Plaza',
Bandra Kurla Complex,
Bandra (East),
Mumbai - 400051

NSE Scrip Symbol: IITL

Sub: Disclosure under Clause 35A of the Listing Agreement for Voting Results at the 82nd Annual General Meeting (AGM) of the Company held on 16th September 2015

Dear Sir/Madam,

At the 82nd Annual General Meeting (AGM) of the Company held on 16th September 2015 at M. C. Ghia Hall, 4th Floor, Bhogilal Hargovindas Building, 18/20 K. Dubhash Marg, Mumbai 400001, all the items of business contained in the Notice of the AGM dated 4th August 2015 were transacted and approved by the Shareholders with requisite majority.

The voting results conducted through electronic mode (Remote e-voting) during September 13, 2015 to September 15, 2015, Ballot Forms and Poll conducted at the AGM are enclosed in the format prescribed under Clause 35A of the Equity Listing Agreement.

Further, the Consolidated Scrutinizer's Report on the voting results is also enclosed herewith.

Kindly acknowledge receipt.

Thanking you
Yours Faithfully

For Industrial Investment Trust Limited

**Cumi Banerjee
CEO & Company Secretary**



Encl.: As above

CIN No. L65990MH1933PLC001998

Regd. Office : Rajabhadur Mansion, 2nd Floor, 28, Bombay Samachar Marg, Mumbai - 400 001.

Tel.: (+91) 22-4325 0100 • Fax : (+91) 22-2265 1105

Email : iitl@iitlgroup.com • Website : www.iitlgroup.com

Pursuant to Clause 35A of the Listing Agreement the details of Voting Result (Remote e-voting/Physical Ballot and Poll) are as under;

Date of AGM/EGM : 16th September 2015

Total Number of Shareholders on record :
date

- Book Closure dates being 9th September : 2176
2015 to 16th September 2015 2176
- Cut-off date for ascertaining voting :
rights of Members i.e. September 9,
2015

Number of Shareholders present in the :
Meeting either in person or through proxy

- Promoters and Promoter Group : 4
- Public : 23

Number of Shareholders attended the :
Meeting through Video Conferencing

- Promoters and Promoter Group : None
- Public :





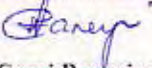
**INDUSTRIAL
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RESULT OF VOTING THROUGH ELECTRONIC MEANS CONDUCTED PURSUANT TO THE PROVISION OF SECTION 108 OF THE COMPANIES ACT, 2013 READ WITH RULE 20 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AND POLL CONDUCTED PURSUANT TO SECTION 109 OF THE COMPANIES ACT, 2013 AND RULE 21(2) OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 FOR THE 82nd ANNUAL GENERAL MEETING OF THE COMPANY HELD ON WEDNESDAY, SEPTEMBER 16, 2015 AT 2.30 P.M.

Item No.	Details of the Agenda	Resolution required (Ordinary / Special)	Mode of voting (Remote e-voting/ Ballot Form/Poll)	Remarks
1.	To receive, consider and adopt the financial statements for the year ended March 31, 2015 and the Reports of the Board of Directors and Auditors thereon and the consolidated financial statements of the Company for the year ended March 31, 2015	Ordinary	Remote e-voting, Ballot Form and Poll	The resolution was passed with requisite majority
2.	To declare dividend on Preference Shares at the rate of 10%, absorbing a sum of Rs.3,945/- for the year ended March 31, 2015	Ordinary	Remote e-voting, Ballot Form and Poll	The resolution was passed with requisite majority
3.	To declare dividend on Equity Shares for the year ended March 31, 2015	Ordinary	Remote e-voting, Ballot Form and Poll	The resolution was passed with requisite majority
4.	To appoint a Director in place of Dr. B. Samal (DIN: 00007256), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.	Ordinary	Remote e-voting, Ballot Form and Poll	The resolution was passed with requisite majority
5.	To appoint M/s. Deloitte Haskins & Sells, Chartered Accountants as Statutory Auditors of the Company and fix their remuneration.	Ordinary	Remote e-voting, Ballot Form and Poll	The resolution was passed with requisite majority
6.	Appointment of Mrs. Bhagyam Ramani as an Independent Director.	Ordinary	Remote e-voting, Ballot Form and Poll	The resolution was passed with requisite majority
7.	Re-appointment of Dr. B. Samal as Executive Chairman	Special	Remote e-voting, Ballot Form and Poll	The resolution was passed with requisite majority
8.	Adoption of new set of Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013	Special	Remote e-voting, Ballot Form and Poll	The resolution was passed with requisite majority
9.	Approval of Related Party Transactions under Clause 49 of the Equity Listing Agreement	Special	Remote e-voting, Ballot Form and Poll	The resolution was passed with requisite majority

Thanking you
Yours Faithfully

For Industrial Investment Trust Limited


Cumi Banerjee

CEO & Company Secretary



Encl.: As above

CIN No. L65990MH1933PLC001998

Regd. Office : Rajabhadur Mansion, 2nd Floor, 28, Bombay Samachar Marg, Mumbai - 400 001.

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Details of Agenda wise resolutions passed

Mode of voting for Resolutions No.1 to 9: (i) Remote e-voting conducted between September 13, 2015 to September 15, 2015 & Ballot Form received upto 5.00 p.m. on September 15, 2015 and (ii) Poll conducted at the 82nd AGM

Item No.1. (Ordinary Resolution) : To receive, consider and adopt the financial statements for the year ended March 31, 2015 and the Reports of the Board of Directors and Auditors thereon and the consolidated financial statements of the Company for the year ended March 31, 2015

Promoter / Public	No. of Shares held	Remote e-voting & Ballot Form	No. of votes polled (2)	Total	% of Votes Polled or outstanding shares $=[(2)/(1)] \times 100$	No. of Votes in favour	No. of Votes in - against	% of Votes in favour on votes polled $(6)-[(4)/(2)] \times 100$	% of Votes against on votes polled $(7)-[(5)/(2)] \times 100$
	1		2		3	4	5	6	7
Promoter and Promoter Group	9321387	9296387	25000	9321387	100.000	9321387	0	100.00	0.0000
Public - Institutional holders	1349661	1224767	0	1224767	90.746	1224767	0	100.00	0.0000
Public - Others	2098952	2755	202	2957	0.141	2957	0	100.00	0.0000
Total	12770000	10523909	25202	10549111	82.609	10549111	0	100.000	0.0000

Item No. 2. (Ordinary Resolution) : To declare dividend on Preference Shares at the rate of 10%, absorbing a sum of Rs.3,945/- for the year ended March 31, 2015

Promoter / Public	No. of Shares held	Remote e-voting & Ballot Form	No. of votes polled (2)	Total	% of Votes Polled or outstanding shares $=[(2)/(1)] \times 100$	No. of Votes in favour	No. of Votes in - against	% of Votes in favour on votes polled $(6)-[(4)/(2)] \times 100$	% of Votes against on votes polled $(7)-[(5)/(2)] \times 100$
	1		2		3	4	5	6	7
Promoter and Promoter Group	9321387	9296387	25000	9321387	100.000	9321387	0	100.00	0.0000
Public - Institutional holders	1349661	1224767	0	1224767	90.746	1224767	0	100.00	0.0000
Public - Others	2098952	2755	202	2957	0.141	2957	0	100.00	0.0000
Total	12770000	10523909	25202	10549111	82.609	10549111	0	100.000	0.0000



Item No. 3 (Ordinary Resolution) : To declare dividend on Equity Shares for the year ended March 31, 2015.

Promoter / Public	No. of Shares held	No. of votes polled (2)		% of Votes Polled or outstanding shares = [(2)/(1)] * 100	No. of Votes in favour	No. of Votes in - against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
		Remote e-voting & Ballot Form	Polled at AGM					
	1		2	3	4	5	6	7
Promoter and Promoter Group	9321387	9296387	25000	100.000	9321387	0	100.00	0.0000
Public - Institutional holders	1349661	1224767	0	90.746	1224767	0	100.00	0.0000
Public - Others	2098952	2755	202	0.141	2957	0	100.00	0.0000
Total	12770000	10523909	25202	82.609	10549111	0	100.000	0.0000

Item No. 4 (Ordinary Resolution) : To appoint a Director in place of Dr. B. Samal (DIN: 00007256), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

Promoter / Public	No. of Shares held	No. of votes polled (2)		% of Votes Polled or outstanding shares = [(2)/(1)] * 100	No. of Votes in favour	No. of Votes in - against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
		Remote e-voting & Ballot Form	Polled at AGM					
	1		2	3	4	5	6	7
Promoter and Promoter Group	9321387	9296387	25000	100.000	9321387	0	100.00	0.0000
Public - Institutional holders	1349661	1224767	0	90.746	1224767	0	100.00	0.0000
Public - Others	2098952	2755	202	0.141	2957	0	100.00	0.0000
Total	12770000	10523909	25202	82.609	10549111	0	100.000	0.0000



Item No. 5

(Ordinary Resolution) : To appoint M/s. Deloitte Haskins & Sells, Chartered Accountants as Statutory Auditors of the Company and fix their remuneration.

Promoter / Public	No. of Shares held	No. of votes polled (2)		% of Votes Polled or outstanding shares = $\frac{(2 \times 1)}{100}$	No. of Votes in - favour	No. of Votes in - against	% of Votes in favour on votes polled (6) = $\frac{(4 \times 2)}{100}$	% of Votes against on votes polled (7) = $\frac{(5 \times 2)}{100}$
		Remote e-voting & Ballot Form	Polled at AGM					
	1		2	3	4	5	6	7
Promoter and Promoter Group	9321387	9296387	25000	9321387	9321387	0	100.00	0.0000
Public - Institutional holders	1349661	1224767	0	1224767	1224767	0	100.00	0.0000
Public - Others	2098952	2755	202	2957	2957	0	100.00	0.0000
Total	12770000	10523909	25202	10549111	10549111	0	100.000	0.0000

Item No. 6 (Ordinary Resolution) : Appointment of Mrs. Bhagyam Ramani as an Independent Director.

Promoter / Public	No. of Shares held	No. of votes polled (2)		% of Votes Polled or outstanding shares = $\frac{(2 \times 1)}{100}$	No. of Votes in - favour	No. of Votes in - against	% of Votes in favour on votes polled (6) = $\frac{(4 \times 2)}{100}$	% of Votes against on votes polled (7) = $\frac{(5 \times 2)}{100}$
		Remote e-voting & Ballot Form	Polled at AGM					
	1		2	3	4	5	6	7
Promoter and Promoter Group	9321387	9296387	25000	9321387	9321387	0	100.00	0.0000
Public - Institutional holders	1349661	1224767	0	1224767	1224767	0	100.00	0.0000
Public - Others	2098952	2755	202	2957	2957	0	100.00	0.0000
Total	12770000	10523909	25202	10549111	10549111	0	100.000	0.0000



Item No. 7 (Special Resolution) : Re-appointment of Dr. B. Samal as Executive Chairman

Promoter / Public	No. of Shares held	No. of votes polled (2)		% of Votes Polled or outstanding shares = $\frac{(2)(1)}{(1)} \times 100$	No. of Votes in - favour	No. of Votes in - against	% of Votes in favour on votes polled $(6) - \frac{(4)(2)}{(2)} \times 100$	% of Votes against on votes polled $(7) - \frac{(5)(2)}{(2)} \times 100$
		Remote e-voting & Ballot Form	Polled at AGM					
	1		2	3	4	5	6	7
Promoter and Promoter Group	9321387	9296387	25000	100.000	9321387	0	100.00	0.0000
Public - Institutional holders	1349661	1224767	0	90.746	1224767	0	100.00	0.0000
Public - Others	2098952	2755	202	0.141	2957	0	100.00	0.0000
Total	12770000	10523909	25202	82.609	10549111	0	100.000	0.0000

Item No. 8

(Special Resolution) : Adoption of new set of Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013

Promoter / Public	No. of Shares held	No. of votes polled (2)		% of Votes Polled or outstanding shares = $\frac{(2)(1)}{(1)} \times 100$	No. of Votes in - favour	No. of Votes in - against	% of Votes in favour on votes polled $(6) - \frac{(4)(2)}{(2)} \times 100$	% of Votes against on votes polled $(7) - \frac{(5)(2)}{(2)} \times 100$
		Remote e-voting & Ballot Form	Polled at AGM					
	1		2	3	4	5	6	7
Promoter and Promoter Group	9321387	9296387	25000	100.000	9321387	0	100.00	0.0000
Public - Institutional holders	1349661	1224767	0	90.746	1224767	0	100.00	0.0000
Public - Others	2098952	2755	202	0.141	2957	0	100.00	0.0000
Total	12770000	10523909	25202	82.609	10549111	0	100.000	0.0000



Item No. 9 (Special Resolution) : Approval of Related Party Transactions under Clause 49 of the Equity Listing Agreement

Promoter / Public	No. of Shares held	No. of votes polled (2)		No. of Votes Filled or outstanding shares = [(2)/(1)]*100	No. of Votes in favour	No. of Votes in – against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
		Remote e-voting & Ballot Form	Polled at AGM					
	1	2		3	4	5	6	7
Promoter and Promoter Group	9321387	9296387	25000	100.000	9321387	0	100.00	0.0000
Public – Institutional holders	1349661	1224767	0	90.746	1224767	0	100.00	0.0000
Public - Others *	2098952	2755	202	0.141	2957	0	100.00	0.0000
Total	12770000	10523909	25202	82.609	10549111	0	100.000	0.0000

* Excludes 9777550 underlying equity shares, held by custodians who do not have voting rights.





Chandanbala O. Mehta
Practicing Company Secretary

Consolidated Scrutinizer's Report

[Pursuant to Section 108 /109 of the Companies Act, 2013 and Rule 20(3)(xi)/ 21 (2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman of 82nd Annual General Meeting
of the Equity Shareholders of
Industrial Investment Trust Limited held on
Wednesday, September 16, 2015 at 2:30 p.m. at
M.C. Ghia Hall, 4th floor, Bhogilal Hargovindas Building,
18/20 K. Dubash Marg, Mumbai 400 001

Dear Sir,

I, Chandanbala O Mehta, a Practicing Company Secretary having its office at Office No.3, 1st Floor, 20/24 Morarji Velji Bldg., Dr. M.B. Velkar Street (Kolbhat Lane), Chira Bazar, Mumbai 400 002, have been appointed as Scrutinizer for the 82nd Annual General Meeting (AGM) of the Equity Shareholders of Industrial Investment Trust Limited ("the Company") pursuant to the provisions of Companies Act, 2013 and Rule 20 (3) (xi) of the Companies (Management and Administration) Rules, 2014, to scrutinize the e-voting process (remote e-voting) and the physical ballot forms received from the shareholders and for the purpose of Poll through ballot papers under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of Companies (Management and Administration) Rules, 2014, in respect of the resolutions set out in the Notice dated August 04, 2015 convening the 82nd Annual General Meeting of the Equity Shareholders of Industrial Investment Trust Limited, held on Wednesday, September 16, 2015 at 2:30 p.m. at M.C. Ghia Hall, 4th floor, Bhogilal Hargovindas Building, 18/20 K. Dubash Marg, Mumbai 400 001.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules framed thereunder relating to voting through electronic means (remote e-voting) and physical mode on the resolutions contained in the Notice to the 82nd Annual General Meeting of the members of the Company. My responsibility as a scrutinizer for the e-voting process (remote e-voting), physical ballot forms and for the poll at the AGM is restricted to make a Scrutinizer report of the Votes Cast "in favour" or "against" the resolutions as stated below, based on the report generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the authorised agency engaged by the Company to provide e-voting facilities (remote e-voting), physical ballot forms received by the Company till September 15, 2015 and Polling Papers received at the time of AGM.

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Chandanbala O. Mehta
Practicing Company Secretary

As prescribed in the rules, the remote e-voting was kept open from Sunday, September 13, 2015 (9.00 a.m. IST) to Tuesday, September 15, 2015 (5.00 p.m. IST).

At the 82nd AGM of the Company held on September 16, 2015, the Chairman of the Company has suo moto called for a Poll to facilitate the members present in the meeting who could not participate in the e-voting process (remote e-voting) to record their votes through the poll process. Thereafter the votes cast through remote e-voting process were unblocked by me in the presence of Ms. Parita Dave and Ms. Swity Gada.

I have issued separate Scrutinizer's Report dated September 18, 2015 on the remote e-voting, physical ballot forms and on the Poll on the resolutions contained in the notice to the AGM.

I submit herewith my Consolidated Scrutinizer's Report on the results of e-voting (remote e-voting), physical ballot forms and of the Poll:

- (a) **Resolution No.1 (Ordinary Resolution):** To receive, consider and adopt the financial statements for the year ended March 31, 2015 and the Reports of the Board of Directors and Auditors thereon and the consolidated financial statements of the Company for the year ended March 31, 2015

Particulars (Mode of Voting)	Votes in favour of the resolution		Votes against the resolution		Invalid Votes Nos.
	Nos.	% of Total No of Valid votes cast	Nos.	% of Total No of Valid votes cast	
Remote e-Voting	8312832	78.80	NIL	N.A	NIL
Physical Ballot & Poll	2236279	21.20	NIL	N.A	2506
Total	10549111	100.00	NIL	N.A	2506

- (b) **Resolution No.2 (Ordinary Resolution):** To declare dividend on Preference Shares at the rate of 10%, absorbing a sum of Rs.3,945/- for the year ended March 31, 2015

Particulars (Mode of Voting)	Votes in favour of the resolution		Votes against the resolution		Invalid Votes Nos.
	Nos.	% of Total No of Valid votes cast	Nos.	% of Total No of Valid votes cast	
Remote e-Voting	8312832	78.80	NIL	N.A	NIL
Physical Ballot & Poll	2236279	21.20	NIL	N.A	2506
Total	10549111	100.00	NIL	N.A	2506

Correspondence Office : #3, 1st Floor, 20/24 Maraji Velji Bldg., Dr. A.B. Velkar Street (Kolhapur Lane), Chira Bazar, Mumbai 400 002.
Head Office : A/405, Radhakrishna Gokuldam Bldg., Nr. Kara Kendra, Opp. Sumer Nagar, S. V. Road, Borivali (W), Mumbai 400 092.
Tel : + 91 22 6610 2734/6518 4344 • Mobile : + 91 98212 85437 • E-mail : jainchandanbala@gmail.com • jainchandan13@yahoo.co.in

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Chandanbala O. Mehta
Practicing Company Secretary

- (c) Resolution No.3 (Ordinary Resolution): To declare dividend on Equity Shares for the year ended March 31, 2015

Particulars (Mode of Voting)	Votes in favour of the resolution		Votes against the resolution		Invalid Votes Nos.
	Nos.	% of Total No of Valid votes cast	Nos.	% of Total No of Valid votes cast	
Remote e-Voting	8312832	78.80	NIL	N.A	NIL
Physical Ballot & Poll	2236279	21.20	NIL	N.A	2506
Total	10549111	100.00	NIL	N.A	2506

- (d) Resolution No.4 (Ordinary Resolution): To appoint a Director in place of Dr. B. Samal (DIN: 00007256), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment

Particulars (Mode of Voting)	Votes in favour of the resolution		Votes against the resolution		Invalid Votes Nos.
	Nos.	% of Total No of Valid votes cast	Nos.	% of Total No of Valid votes cast	
Remote e-Voting	8312832	78.80	NIL	N.A	NIL
Physical Ballot & Poll	2236279	21.20	NIL	N.A	2506
Total	10549111	100.00	NIL	N.A	2506

- (e) Resolution No.5 (Ordinary Resolution): To appoint M/s. Deloitte Haskins & Sells, Chartered Accountants as Statutory Auditors of the Company and fix their remuneration

Particulars (Mode of Voting)	Votes in favour of the resolution		Votes against the resolution		Invalid Votes Nos.
	Nos.	% of Total No of Valid votes cast	Nos.	% of Total No of Valid votes cast	
Remote e-Voting	8312832	78.80	NIL	N.A	NIL
Physical Ballot & Poll	2236279	21.20	NIL	N.A	2506
Total	10549111	100.00	NIL	N.A	2506

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Chandanbala O. Mehta
Practicing Company Secretary

- (f) Resolution No.6 (Ordinary Resolution): Appointment of Mrs. Bhagyam Ramani as an Independent Director

Particulars (Mode of Voting)	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Nos.	% of Total No of Valid votes cast	Nos.	% of Total No of Valid votes cast	Nos.
Remote e-Voting	8312832	78.80	NIL	N.A	NIL
Physical Ballot & Poll	2236279	21.20	NIL	N.A	2506
Total	10549111	100.00	NIL	N.A	2506

- (g) Resolution No. 7 (Special Resolution): Re-appointment of Dr. B. Samal as Executive Chairman

Particulars (Mode of Voting)	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Nos.	% of Total No of Valid votes cast	Nos.	% of Total No of Valid votes cast	Nos.
Remote e-Voting	8312832	78.80	NIL	N.A	NIL
Physical Ballot & Poll	2236279	21.20	NIL	N.A	2506
Total	10549111	100.00	NIL	N.A	2506

- (h) Resolution No.8 (Special Resolution): Adoption of new set of Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013

Particulars (Mode of Voting)	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Nos.	% of Total No of Valid votes cast	Nos.	% of Total No of Valid votes cast	Nos.
Remote e-Voting	8312832	78.80	NIL	N.A	NIL
Physical Ballot & Poll	2236279	21.20	NIL	N.A	2506
Total	10549111	100.00	NIL	N.A	2506

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Chandanbala O. Mehta
Practicing Company Secretary

- (i) **Resolution No.9 (Special Resolution): Approval of Related Party Transactions under Clause 49 of the Equity Listing Agreement**

Particulars (Mode of Voting)	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Nos.	% of Total No of Valid votes cast	Nos.	% of Total No of Valid votes cast	Nos.
Remote e-Voting	8312832	78.80	NIL	N.A	NIL
Physical Ballot & Poll	2236279	21.20	NIL	N.A	2506
Total	10549111	100.00	NIL	N.A	2506

The electronic data and all other papers and relevant records relating to e-voting process (remote e-voting) and Physical Ballots shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company Secretary of the Company.

Thanking you.

Yours faithfully,

.....
Chandanbala O. Mehta
Practicing Company Secretary
CP No. 6400 (FCS 6122)

Date: September 18, 2015
Place: Mumbai