

Report of Scrutinizer

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

To,
The Chairman
Pilani Investment and Industries Corporation Limited
Birla Building, 9/1, R.N. Mukherjee Road,
Kolkata-700001

Dear Sir,

Sub: Scrutinizer's Report on E-voting conducted pursuant to the provisions of Section 108 of the, Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

I, Kailash Chandra Dhanuka, Practicing Company Secretary (FCS-2204/ CP-1247) and proprietor of M/s. K. C. Dhanuka & Co., Company Secretaries, Kolkata had been appointed, as the Scrutinizer by the Board of Directors of Pilani Investment and Industries Corporation Limited ("Company"), vide resolution dated November 6, 2015, pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 to conduct the E-voting process in respect of the below mentioned resolutions passed at the 68th Annual General Meeting ("AGM") of the Company, held on Monday, the 21st December, 2015 at 03.00 P.M. at Birla Building, 9/1, R.N. Mukherjee Road, Kolkata-700001.

The Company had also provided the facility of voting through ballot paper to the members present at the AGM and who had not cast their vote earlier through remote e-voting.

The Company has engaged Central Depository Services Limited ("CDSL") as the authorized agency to provide secured system for remote e-voting process.

The compliance with the provisions of the Companies Act, 2013 and the Rules made there under relating to voting through electronic means (remote e-voting) and voting by using ballots by the shareholders on the resolutions proposed in the Notice of the 68th Annual General Meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process through the electronic means and by use of ballot at the meeting are conducted in a fair and transparent manner and render consolidated scrutinizer's report of the total votes cast in favour or against if any, to the Chairman on the resolutions, based on the reports generated from



the electronic voting system provided by the Central Depository Services Limited(CDSL) and the report generated by use of ballot papers.

Further to the above, I submit my report as under:-

- i) The e-voting period remained open from 18th December, 2015 (9:00 am) to 20th December, 2015 (5:00 pm)
- ii) The Members of the Company as on the "cut-off" date (record date for the purpose of e-voting, i.e. 14th December, 2015) were entitled to vote on the resolutions (item no. 1 to 4 as set out in the Notice of 68th AGM of the Company).
- iii) After the close of period for remote e-voting and before the start of the general meeting, the details of the members who had cast their votes through remote e-voting, such as their names, folios, number of shares held etc., were downloaded from the e-voting module of CDSL, to ensure that members who have cast their votes through remote e-voting do not vote again at the AGM.
- iv) At the 68th AGM, after declaration to cast the vote by ballot paper by the Chairman, ballot box kept for polling was locked in my presence.
- v) The locked ballot boxes were subsequently opened in my presence along with two witnesses, Mrs Mitali Bose and Mr. Sukumar Kundu, who are not in employment of the Company.
- vi) The ballot papers which were incomplete and/or wrongly filled and/or otherwise found defective have been treated as invalid and kept separately and not considered for the purpose of this report.
- vii) After counting the votes cast by members and shareholders present at the 68th AGM through ballot papers, the votes cast through remote e-voting were unblocked on 21st December, 2015 at 04.01 pm in the presence of two witnesses, Mrs Mitali Bose and Mr. Sukumar Kundu, who are not in employment of the Company. Thereafter, the details containing inter alia, list of Equity Shareholders, who voted "for"/"against" each of the resolutions that were put to vote, were generated from the e-voting website of CDSL.
- viii) Based on the reports generated from the CDSL e-voting website and the voting through ballot paper at the 68th AGM, the consolidated report on the voting on each resolution, pursuant to Rule 20(4)(xii) of the Companies (Management and Administration) Amendment Rules, 2015, is as under:



A. ORDINARY BUSINESS**1. Resolution 1**

Consider and adopt the Audited Financial Statements, Reports of the Board of Directors and Auditors.

i. Voted in favour of the resolution:

<i>Mode of Voting</i>	<i>No. of Folios casting Votes</i>	<i>Total No. of Votes cast (Shares)</i>	<i>% of Total No. of valid Votes cast</i>
E-voting	28	4819935	98.57%
Voting through Ballot Forms	19	70031	1.43%
Total	47	4889966	100.00%

ii. Voted against the resolution:

<i>Mode of Voting</i>	<i>No. of Folios casting Votes</i>	<i>Total No. of Votes cast (Shares)</i>	<i>% of Total No. of valid Votes cast</i>
E-voting	NIL	NIL	0%
Voting through Ballot Forms	1	1	0%
Total	1	1	0%

iii. Invalid votes:

<i>Mode of Voting</i>	<i>No. of Folios casting Votes</i>	<i>Total No. of Votes cast (Shares)</i>
E-voting	1	246500
Voting through Ballot Forms	5	3635
Total	6	250135

2. Resolution 2

Declaration of Dividend on Equity Shares for the financial year ended 31st March, 2015.

i. Voted in favour of the resolution:

<i>Mode of Voting</i>	<i>No. of Folios casting Votes</i>	<i>Total No. of Votes cast (Shares)</i>	<i>% of Total No. of valid Votes cast</i>
E-voting	28	4819935	98.57%
Voting through Ballot Forms	19	70031	1.43%
Total	47	4889966	100.00%



ii. Voted against the resolution:

<i>Mode of Voting</i>	<i>No. of Folios casting Votes</i>	<i>Total No. of Votes cast (Shares)</i>	<i>% of Total No. of valid Votes cast</i>
E-voting	NIL	NIL	0%
Voting through Ballot Forms	1	1	0%
Total	1	1	0%

iii. Invalid votes:

<i>Mode of Voting</i>	<i>No. of Folios casting Votes</i>	<i>Total No. of Votes cast (Shares)</i>
E-voting	1	246500
Voting through Ballot Forms	5	3635
Total	6	250135

3. Resolution 3

Re-appointment of Shri Kumar Mangalam Birla (DIN: 00012813), who retires by rotation and being eligible, offers himself for re-appointment.

i. Voted in favour of the resolution:

<i>Mode of Voting</i>	<i>No. of Folios casting Votes</i>	<i>Total No. of Votes cast (Shares)</i>	<i>% of Total No. of valid Votes cast</i>
E-voting	28	4819935	98.57%
Voting through Ballot Forms	18	70030	1.43%
Total	46	4889965	100.00%

ii. Voted against the resolution:

<i>Mode of Voting</i>	<i>No. of Folios casting Votes</i>	<i>Total No. of Votes cast (Shares)</i>	<i>% of Total No. of valid Votes cast</i>
E-voting	NIL	NIL	0%
Voting through Ballot Forms	2	2	0%
Total	2	2	0%

iii. Invalid votes:

<i>Mode of Voting</i>	<i>No. of Folios casting Votes</i>	<i>Total No. of Votes cast (Shares)</i>
E-voting	1	246500
Voting through Ballot Forms	5	3635
Total	6	250135



4. Resolution 4

Appointment of Messrs. S. R. Batliboi Co. LLP, Chartered Accountants as Auditors and fixing their remuneration.

i. Voted in favour of the resolution:

<i>Mode of Voting</i>	<i>No. of Folios casting Votes</i>	<i>Total No. of Votes cast (Shares)</i>	<i>% of Total No. of valid Votes cast</i>
E-voting	28	4819935	98.57%
Voting through Ballot Forms	19	70031	1.43%
Total	47	4889966	100.00%

ii. Voted against the resolution:

<i>Mode of Voting</i>	<i>No. of Folios casting Votes</i>	<i>Total No. of Votes cast (Shares)</i>	<i>% of Total No. of valid Votes cast</i>
E-voting	NIL	NIL	0%
Voting through Ballot Forms	1	1	0%
Total	1	1	0%

iii. Invalid votes:

<i>Mode of Voting</i>	<i>No. of Folios casting Votes</i>	<i>Total No. of Votes cast (Shares)</i>
E-voting	1	246500
Voting through Ballot Forms	5	3635
Total	6	250135

The Registers, all other papers and relevant records relating to e-voting and ballot papers shall remain in our 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.

Thanking you,

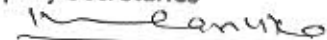
Place: Kolkata

Dated: 22/12/2015

Yours faithfully,

K. C. DHANUKA & CO.

Company Secretaries

K. C. DHANUKA
Proprietor

FCS-2204, CP-1247

22/12/2015