

*Aspi Bhesania*

*Practising Company Secretary*

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**Consolidated Report of Scrutinizer on remote e-voting and voting through polling paper**

*[Pursuant to rule section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules,2015]*

To,

Chairman

Pioneer Investcorp Limited

1218, Maker Chambers V,

Nariman Point, Mumbai – 400 021

Dear Sir,

1. I, Aspi Bhesania, Practicing Company Secretary (Certificate of Practice No. 9657) was appointed as the Scrutinizer(s) by the Board of Directors of Pioneer Investcorp Limited ("Company") for the purpose of conducting the remote e-voting process and ascertaining the requisite majority on e-voting carried out as per the provision of Section 108 of the Companies Act 2013 ("Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules,2015] on the resolutions contained in the Notice of the Thirtieth Annual General Meeting ("AGM") of the members of the Company to be held on 28<sup>th</sup> August 2015 at 11.30 a.m. at Kilachand Conference Room, 2<sup>nd</sup> Floor, Indian Merchant Chambers, IMC Marg, Churchgate, Mumbai – 400020.
2. The Company had also provided the facility of evoting facility at the venue of the AGM to the members present at the AGM and who had not cast their vote earlier through e-voting.
3. The Company has engaged Central Depository Services (India) Limited ("CDSL") as the authorized agency to provide secured system for remote e-voting process and also evoting at the venue of the AGM.



4. The management of the Company is responsible to ensure the compliance with requirements of the Act and the Rules relating to voting through electronic means on the resolutions contained in the Notice of the 30<sup>th</sup> AGM of the Company. Our responsibility as Scrutinizer is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated through e-voting systems provided by CDSL.
5. Further to the above, we submit our report as under:-
- i. The e-voting period remained open from 25<sup>th</sup> August 2015 (09.00 a.m.) to 27<sup>th</sup> August 2015 (5.00 p.m.)
  - ii. The Members of the Company as on the "cut –off" date (record date) for the purpose of e-voting i.e. 21<sup>st</sup> August 2015 were entitled to vote on the resolutions (item no.1 to 4 as set in the Notice of 30<sup>th</sup> AGM of the Company).
  - iii. After the close of the period for remote e-voting and before the start of the general meeting the details of the members who have cast their votes through remote e-voting, such as their names, folios, numbers 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 30<sup>th</sup> AGM, after completion of e-voting process provided by CDSL, the Reports were downloaded.
  - v. After counting the votes cast by members present at the 30<sup>th</sup> AGM through evoting, the votes cast through remote e-voting were unblocked on 28<sup>th</sup> August 2015 at 12.30 p.m. in the presence of two witnesses, Mr. Michael and Ms. Flavia D'Souza who are not in the employment of the Company. Thereafter, the details containing inter alia, list of Shareholders who voted "for"/ "against" each of the resolutions that were put to vote, were generated from the e-voting website of CDSL.
  - vi. Based on the reports generated from the CSDL e-voting website and Evoting at the AGM Venue, the consolidated report on the voting on each resolution is as under:



**Resolution No.1 : To consider and adopt**

a) the Audited Financial Statements of the Company for the financial year ended 31s March, 2015 including audited Balance Sheet as at 31st March, 2015 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Auditors and Directors thereon;

b) the Audited Consolidated Financial Statements of the Company for the financial yearended 31st March, 2015 including audited Balance Sheet as at 31st March, 2015 and the Statement of Profit and Loss for the year ended on that date.

a. Votes cast "in favour" of the resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast in favour</i>	<i>% of total number of valid votes cast</i>
Consolidated e-voting	66	6553025	100

b. Votes cast "against" the resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast against</i>	<i>% of total number of valid votes cast</i>
Consolidated e-voting	0	0	0

c. Invalid votes :

<i>Mode of voting</i>	<i>Total number of members whose votes were declared invalid</i>	<i>% of total number of votes cast by them and declared invalid</i>
Consolidated e-voting	0	0

**Resolution No.2 : To appoint statutory auditors of the Company and fix their remuneration.**

a. Votes cast "in favour" of the resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast in favour</i>	<i>% of total number of valid votes cast</i>
Consolidated e-voting	66	6553025	100



b. Votes cast "against" the resolution:

Mode of voting	Number of Members voted	Number of votes cast against	% of total number of valid votes cast
Consolidated e-voting	0	0	0

c. Invalid votes :

Mode of voting	Total number of members whose votes were declared invalid	% of total number of votes cast by them and declared invalid
Consolidated e-voting	0	0

Resolution No.3 : Appointment of Mrs. Kamlini C. Maniar (DIN 06926167) as an independent Director.

a. Votes cast "in favour" of the resolution:

Mode of voting	Number of Members voted	Number of votes cast in favour	% of total number of valid votes cast
Consolidated e-voting	66	6553025	100

b. Votes cast "against" the resolution:

Mode of voting	Number of Members voted	Number of votes cast against	% of total number of valid votes cast
Consolidated e-voting	0	0	0

c. Invalid votes :

Mode of voting	Total number of members whose votes were declared invalid	% of total number of votes cast by them and declared invalid
Consolidated e-voting	0	0

Resolution No.4 : To authorise Board of Directors of the company to create security/ mortgage/ pledge/ hypothecation/ charge or encumbrance on all movable and immovable properties and assets of the Company.

a. Votes cast "in favour" of the resolution:

Mode of voting	Number of Members voted	Number of votes cast in favour	% of total number of valid votes cast
Consolidated e-voting	65	6487038	100



b. Votes cast "against" the resolution:

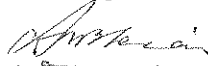
Mode of voting	Number of Members voted	Number of votes cast against	% of total number of valid votes cast
Remote e-voting	0	0	0

c. Invalid votes :

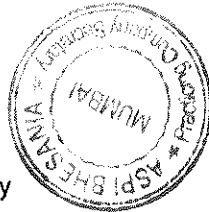
Mode of voting	Total number of members whose votes were declared invalid	% of total number of votes cast by them and declared invalid
Consolidated e-voting	0	0

We hereby confirm that we have maintained Registers to record the assent or dissent in respect of votes cast by the members of the Company by way of polling papers at the AGM and through remote e-voting and other relevant details based on the information received from RTA and the e-voting data received from CDSL, The Register and all other papers relating to e-voting and physical voting are under my custody and shall be hand over to the Company Secretary after the Chairman approves and signs the Minutes.

Thanking You

  
Aspi Bhesania

Practicing Company Secretary  
COP No.9657



Place : Mumbai

Date: 28<sup>th</sup> August 2015



Amit Chandra  
Company Secretary  
Pioneer Investcorp Limited  
(Person Authorised by Chairman)

