

27th September, 2017



To,
The BSE Limited,
Department of Corporate Services,
Dalal Street, Fort
Mumbai – 400 001

Pentokey Organy (India) Limited

Ref.: Scrip Code: 524210

Sub: Outcome of 30th Annual General Meeting

The Company's 30th Annual General Meeting of the members of Pentokey Organy (India) Limited, was held on Monday, the 25th September, 2017 at 3.00 p.m. at Kilachand Conference Hall, 2nd Floor, Indian Merchants' Chamber, Churchgate, Mumbai-400 020.

In terms of the provisions of the Companies Act, 2013 and the rules made thereunder and provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company had provided E Voting facility and the poll at the venue of the AGM.

Mr. Narayan Parekh, Partner, PRS Associates, Company Secretaries was appointed as Scrutinizer to scrutinize E Voting and Poll process at the AGM. The scrutinizers Report dated 27th September, 2017 is attached herewith.


All resolutions as set out in the Notice of the AGM have been duly approved by the Shareholders with requisite majority.

In terms of the provisions of regulation 44 of the Listing regulations, the detail of the result of voting held through e voting and by poll at the AGM is attached herewith for your record.

Please acknowledge the same and take on record.

Thanking you,

Yours faithfully,
For **Pentokey Organy (India) Limited**


Swarna Gunware
Company Secretary
M. No. A32787

Encl.: As above

Regd. Office : Somaiya Bhavan, 45/47, Mahatma Gandhi Road, Fort, Mumbai - 400 001. INDIA.
Tel.: (91-22) 22048272 / 22875792 Fax : (91-22) 22047297 / 22043303 www.pentokey.com

Sales Office: Shop No.S/03, Vasuki, 7th Road, Rajawadi, Ghatkopar (E), Mumbai - 400 077. INDIA.

CIN:L24116MH1986PLC041681



Declaration of Result of Annual General Meeting Voting

Pursuant to Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company had provided E-voting facility to its Shareholders as specified in the AGM Notice dated June 5, 2017 (“the said Notice”) read with the Explanatory Statement attached thereto.

The Company had appointed Mr. Narayan Parekh, Partner of M/s PRS Associates, Practicing Company Secretaries, Mumbai, as the Scrutinizer for scrutinizing the ballot process including e-voting in fair and transparent manner.

The Scrutinizer has submitted his report on the voting on September 27, 2017 (“the said Report”) and based on the Scrutinizer’s Report and pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the following result is hereby announced to the members on September 27, 2017 at the Registered Office of the Company:

1.	Date of Declaration of E-Voting and Ballot results	September 27, 2017		
2.	Total Number of Shareholders as on Cut-Off date	18011		
3	No. of shareholders present in the meeting either in person or through proxy	62		
	Promoter and Promoter Group	7		
	Public	55		
4.	No. of shareholders attended the meeting through video conferencing	Not Applicable		
	Promoter and Promoter Group			
	Public			
5.	Details of the Agenda	Resolution required	Mode of Voting (Show of hands/Poll/Ballot/E-voting)	Result
(i)	To receive, consider and adopt the Audited Balance Sheet as at 31 st March, 2017 and the Statement of Profit and Loss for the year ended on that date with Reports of the Directors and Auditors thereon.	Ordinary	Ballot/E-Voting	Passed with Requisite Majority
(ii)	To appoint a Director in place of Shri S. Mohan (DIN: 03184356) who retires by rotation and being eligible, seeks re-appointment.	Ordinary	Ballot/E-Voting	Passed with Requisite Majority

(iii)	To ratify appointment of M/s. Desai Saksena & Associates, Chartered Accountants (Registration No. 102358W), as Auditors of the Company and to authorise the Board of Directors of the Company to fix their remuneration for the financial year ending 31 st March, 2018	Ordinary	Ballot/E-Voting	Passed with Requisite Majority
(vi)	To approve related party transaction pursuant to section 188 of the Companies Act, 2013 along with annual limits	Special	Ballot/E-Voting	Passed with Requisite Majority

Item No. 1: To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2017 and the Statement of Profit and Loss for the year ended on that date with Reports of the Directors and Auditors thereon.

Promoter/ Public	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	4,687,124	4,570,998	97.52	4,570,998	Nil	100	Nil
Public – Institution al Holder	1,44,817	-	0	-	Nil	100	Nil
Public – Others	1,440,688	1,72,358	11.96	1,72,350	Nil	100	Nil
Total	62,72,629	4,743,356	75.62	4,743,348	Nil	100	Nil

*42 casted by the public are treated as invalid due to signature mismatch

Item No. 2: To appoint a Director in place of Shri S. Mohan (DIN: 03184356) who retires by rotation and being eligible, seeks re-appointment.

Promoter/ Public	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
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	(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]* 100	(7) = [(5)/(2)]*100]
Promoter and Promoter Group	4,687,124	4,570,998	97.52	4,570,998	Nil	100	Nil
Public – Institutional Holder	1,44,817	-	0	-	Nil	100	Nil
Public – Others	1,440,688	1,72,358	11.96	1,72,350	Nil	100	Nil
Total	62,72,629	4,743,356	75.62	4,743,348	Nil	100	Nil

*42 casted by the public are treated as invalid due to signature mismatch

Item No. 3: To ratify appointment of M/s. Desai Saksena & Associates, Chartered Accountants (Registration No. 102358W), as Auditors of the Company and to authorise the Board of Directors of the Company to fix their remuneration for the financial year ending 31st March, 2018

Promoter/ Public	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	4,687,124	4,570,998	97.52	4,570,998	Nil	100	Nil
Public – Institutional Holder	1,44,817	-	0	-	Nil	100	Nil
Public – Others	1,440,688	1,72,358	11.96	1,72,350	Nil	100	Nil
Total	62,72,629	4,743,356	75.62	4,743,348	Nil	100	Nil

*42 casted by the public are treated as invalid due to signature mismatch



**Combined Scrutinizer's Report for E-voting and Poll for
Pentokey Organy (India) Limited**

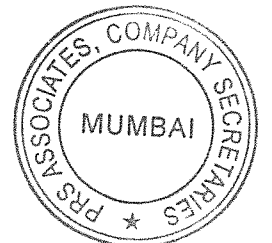
To,
The Chairman of the 30th Annual General Meeting of
Pentokey Organy (India) Limited
Somaiya Bhavan, 45/47, M.G. Road,
Fort, Mumbai - 400 001

Dear Sir,

Reg:- Passing of Resolution through electronic and poll conducted at the 30th Annual General Meeting (AGM) of Pentokey Organy (India) Limited ("the Company") held on 25th September, 2017

The Board of Directors of the Company has appointed me i.e. Mr. Narayan Parekh, Partner of M/s PRS Associates, Practicing Company Secretary, having my office at C-4, Raja Bahadur Mansion, 2nd Floor, 20, Ambalal Doshi Marg, Fort, Mumbai 400023 as a Scrutinizer for the purpose of the e-voting and poll on the below mentioned resolution(s) at the 30th Annual General Meeting of the Equity Shareholders of Pentokey Organy (India) Limited held on 25th September, 2017 at 3.00 p.m. at Kilachand Conference Hall, 2nd floor, Indian Merchants' Chamber, Churchgate, Mumbai - 400020 and submit my report as under:

- 1) The Company had appointed Central Depository Services (India) Limited (CDSL) as the service provider for extending the facility of Electronic voting to the shareholders of the company from 22nd September, 2017 (9.00 a.m. IST) to 24th September, 2017 (5.00 p.m. IST). The E-voting results were unblocked by me on 25th September, 2017 in the presence of two witnesses. For further details, kindly refer to my Scrutinizer's report dated 27th September, 2017.




- 2) At the 30th Annual General Meeting (AGM) of the Company held on 25th September, 2017, the Chairman of the Company had, as statutorily required, called for a poll to facilitate the Members present in the meeting who could not participate in the e-voting to record their votes through the poll process. The Chairman of the AGM has appointed me as the Scrutinizer for the same. For further details kindly refer my Scrutinizers Report in form MGT-13 dated 27th September, 2017.
- 3) The result of the E-voting together with that of the Poll is as under:

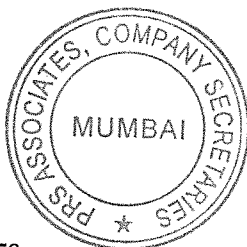
Sr. No.	Subject matter (as set out in the Notice of the AGM)	Voting Process	Votes in favour of the Resolution	Votes against the Resolution	Invalid votes / Ballot
1.	Adoption of the Audited Financial Statements for the year ended 31 st March, 2017 with Reports of the Directors and Auditors thereon.	E-Voting	45,89,520	0	0
		AGM Poll	1,53,828	0	42
		Total	47,43,348	0	42
2.	Re-appointment of Mr. S. Mohan as a Director liable to retire by rotation.	E-Voting	45,89,520	0	0
		AGM Poll	1,53,828	0	42
		Total	47,43,348	0	42
3.	To ratify the appointment of M/s. Desai Saksena & Associates as Auditors of the Company and to fix the remuneration.	E-Voting	45,89,520	0	0
		AGM Poll	1,53,828	0	42
		Total	47,43,348	0	42
4.	To approve the Related Party Transactions along with annual limits as per Section 188 of the Companies Act, 2013.	E-Voting	18,947	0	45,70,573
		Total	1,72,350	0	45,71,040
		AGM Poll	1,53,403	0	467
		Total	1,72,350	0	45,71,040

- 4) Based on the foregoing, all the Resolutions as mentioned in serial No.(s) 1 to 4 stands passed with requisite majority under E-voting and poll.

Thanking You.
Yours faithfully,
PRS Associates
Company Secretaries


Narayan Parekh
Partner

Membership No. ACS - 8059
C. P. No. 6448
Place: Mumbai
Dated: 27th September, 2017





FORM No. MGT-13
Report of Scrutinizer(s)

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

To,

The Chairman

30th Annual General Meeting of the Equity Shareholders of Pentokey Organy (India) Limited held on 25th September, 2017 at 3.00 p.m. at Kilachand Conference Hall, 2nd Floor, Indian Merchants' Chamber, Churchgate, Mumbai - 400020.

Dear Sir,

I, Narayan Parekh, Partner of M/s PRS Associates, Practicing Company Secretary having my office at C-4, Raja Bahadur Mansion, 2nd Floor, 20, Ambalal Doshi Marg, Fort, Mumbai 400 023 appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at 30th Annual General Meeting of the Equity Shareholders of Pentokey Organy (India) Limited held on 25th September, 2017 at 3.00 p.m. at Kilachand Conference Hall, 2nd floor, Indian Merchants' Chamber, Churchgate, Mumbai - 400020 and submit my report as under:

- 1) After the time fixed for closing of the poll by the Chairman, one (1) ballot box kept for polling was locked in my presence with due identification marks placed by me.
- 2) The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.



3) The poll papers which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.

4) The result of the Poll is as under:

(i) **Resolution 1- Adoption of the Audited Financial Statement for the year ended 31st March, 2017 with Reports of the Directors and Auditors thereon.**

Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
31	1,53,828	100

Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

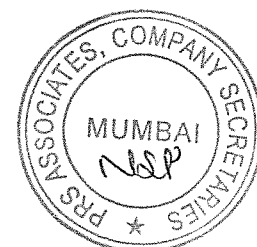
Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	42

(ii) **Resolution 2- Re-appointment of Mr. S. Mohan as a Director liable to retire by rotation.**

Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
31	1,53,828	100



Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	42

- (iii) Resolution 3- To ratify the appointment of M/s. Desai Saksena & Associates as Auditors of the Company and to fix the remuneration.

Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
31	1,53,828	100

Voted against the resolution:

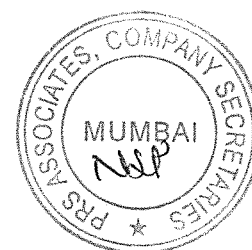
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	42

- (iv) Resolution 4- To approve the Related Party Transactions along with annual limits as per Section 188 of the Companies Act, 2013.

Voted in favour of the resolution:



Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
28	1,53,403	100

Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
4	467

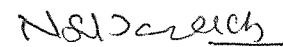
- 5) A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
- 6) The poll papers and all other relevant records were sealed and handed over to the Director authorized by the Board for safe keeping.

Thanking You.

Yours faithfully,

PRS Associates

Company Secretaries


Narayan Parekh

Partner

Membership No. ACS - 8059

C. P. No. 6448

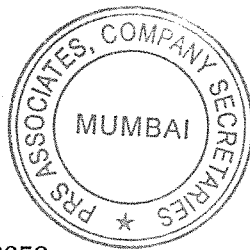
Place: Mumbai

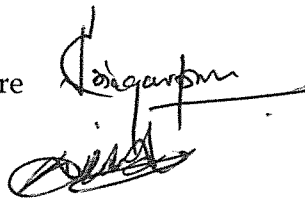
Dated: 27th September, 2017

Witnesses:-

Name: - 1. Mr. Sanjay Shringarpure

2. Mr. Ninad Gamare







Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies
(Management and Administration) Amendment Rules, 2015]

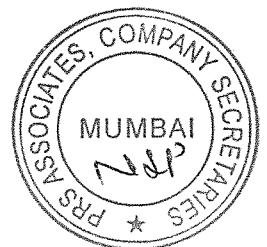
To,

The Chairman

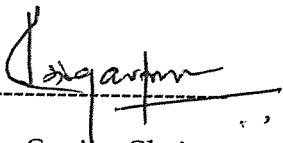
30th Annual General Meeting of the Equity Shareholders of Pentokey Organy (India)
Limited held on 25th September, 2017 at 3.00 p.m. at Kilachand Conference Hall, 2nd
floor, Indian Merchants' Chamber, Churchgate, Mumbai - 400020.

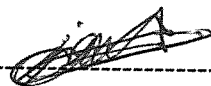
Dear Sir,

I, Narayan Parekh, Partner of M/s PRS Associates, Practicing Company Secretary having my office at C-4, Raja Bahadur Mansion, 2nd Floor, 20, Ambalal Doshi Marg, Fort, Mumbai 400023 have been appointed as a Scrutinizer of Pentokey Organy (India) Limited ("the Company") for the purpose of the scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of the Companies Act, 2013 as amended from time to time and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 as amended from time to time on the resolution(s), at the 30th Annual General Meeting of the Equity Shareholders of Pentokey Organy (India) Limited held on 25th September, 2017 at 3.00 p.m. at Kilachand Conference Hall, 2nd floor, Indian Merchants' Chamber, Churchgate, Mumbai - 400020. We submit our report as under:



1. The e-voting period remained open from 22nd September, 2017 (9.00 a.m. IST) to 24th September, 2017 (5.00 p.m. IST).
2. The shareholders holding shares as on the "cut-off" date i.e. 18th September, 2017 were entitled to vote on the proposed resolutions (item no 1 to 4 as set out in the Notice of the 30th AGM of Pentokey Organy (India) Limited)
3. The votes were unblocked on 25th September, 2017 at 5.10 p.m. in the presence of two witnesses, Mr. Sanjay Shringarpure (1902, 19th Floor, Woodbine, Everest World, Kolshet Road, Opp. Bayer India, Dhokali, Thane - 400607) and Mr. Ninad Gamare (Jagdish Bhoir Building, Room No.10, Second floor, Mahatma Phule Road, Maharashtra Nagar, Dombivali (West) Dist. Thane - 421202) who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.


 Name: - Sanjay Shringarpure

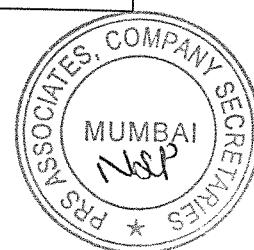

 Name: - Ninad Gamare

4. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "FOR" and "AGAINST", were downloaded from the e-voting website of Central Depository Services(India) Limited (<http://www.evoting.india.com/>).
5. The result of the e-voting is as under:

(i) **Resolution 1- Adoption of the Audited Financial Statements for the Year ended 31st March, 2017 with Reports of the Directors and Auditors thereon.**

Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
24	45,89,520	100



Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

(ii) Resolution 2- Re-appointment of Mr. S. Mohan as a Director liable to retire by rotation.

Voted in favour of the resolution:

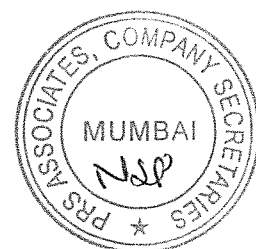
Number of members voted	Number of votes cast by them	% of total number of valid votes cast
24	45,89,520	100

Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil



- (iii) **Resolution 3:- To ratify the appointment of M/s. Desai Saksena & Associates as Auditors of the Company and to fix the remuneration**

Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
24	45,89,520	100

Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

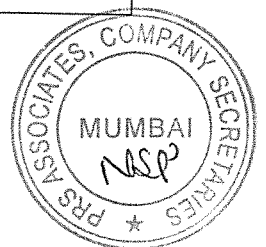
- (iv) **Resolution 4:- To approve the Related Party Transactions along with annual limits as per Section 188 of the Companies Act, 2013.**

Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
20	18,947	100

Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil



Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
4	45,70,573

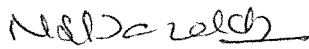
6. The Registers, all other papers and relevant records relating to electronic voting and poll were sealed and handed over to the Director authorised by the Board for safe keeping.

Thanking You.

Yours faithfully,

PRS Associates

Company Secretaries

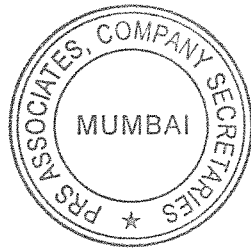


Narayan Parekh

Partner

Membership No. ACS - 8059

C. P. No. 6448



Place: Mumbai

Dated: 27th September, 2017