



Pentokey Organy (India) Limited

RESULTS OF POSTAL BALLOT

This is to inform that pursuant to the provisions of Section 110 and other applicable provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company had sought the approval of the Members through Postal Ballot (which included electronic voting) by way of passing of Special Resolution for the special business as contained in the Notice of Postal Ballot dated 29.05.2014.

As required by the provisions of the Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rule, 2014 and clause 35B of the Listing Agreement, facility of voting through electronic means and through Postal Ballot Forms in lieu of electronic means on all proposals contained in the Notice dated 29th May, 2014 was provided to the members. The e-voting was held between 13th August, 2014 to 11th September, 2014 and Postal Ballot forms were received from 13th August, 2014 up to 11th September, 2014.

All the items of business as mentioned in the Notice have been transacted and based on the report of the Scrutinizer, the resolutions indicated below were declared as duly passed by requisite majority by e-voting and through Postal Ballot Forms in lieu of electronic means.

Details of voting result in the specified format pursuant to clause 35A of the listing agreement are given below:

Details of the Agenda: Creation of Charge on Company's property

Resolution required: Special Resolution

Mode of Voting: Postal Ballot/ E-voting

The following resolution has been passed with requisite majority, based on Scrutinizer's Report dated 12th September, 2014 on e-voting and Postal Ballot forms in lieu of e-voting:

1. Creation of Charge on Company's property

The Copy of the Report on e-voting and Postal Ballot Form in lieu of e-voting submitted by the Scrutinizer, Mr. Kartik Shah is enclosed herewith for your reference and record.

Given below is the resolution wise combined result of e-voting and Ballot Form:

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

Factory: D1/1, MIDC, Lote Parshuram, Tal. Khed, Dist. Ratnagiri, Maharashtra, Pin: 415 722
Phone: 02356-273078/79 Fax: 02356-272119



CIN No.: L24116MH1986PLC041681

Resolution 1:

Promoter/P ublic	No. of shares held (1)	No. of votes polled (2)	% of Votes polled on outstan ding shares (3)=(2)/ (1)*100	No. of Votes-in favor (4)	No. of Vot es- aga inst (5)	% of Votes in favor on votes polled (6)=(4)/(2)* 100	% of Votes against on votes polled (7)=(5)/(2)* 100
Promoter and Promoter Group	4,686,290	45,70,848	97.54	45,70,848	-	100.00	-
Public Institutiona l Holders	140,817	-	-	-	-	-	-
Public- Others	1,445,522	24,096	1.67	23,676	420	98.26	1.74
Total	6,272,629	45,94,944	73.25	45,94,524	420	99.99	0.01

* Invalid votes has not been counted in No. of votes polled (2)

Accordingly, the Special Resolution No. 1 of the Notice of Postal ballot dated 29.05.2014 was declared passed with requisite majority by Shri S. Mohan, Whole-time Director on 15.09.2014 at 6.00 p.m.

Please acknowledge and take the above on records.

Thanking you,

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


Company Secretary

Encl.: As above

KS & ASSOCIATES
COMPANY SECRETARIES

KARTIK SHAH
FCS, ACA, M.COM.

E-MAIL: CO.SECRETARIES@GMAIL.COM
KBANDASSOCIATES@GMAIL.COM

To,
Mr. S. Mohan,
Pentokey Organy (India) Limited
Somaiya Bhavan, 45/47, Mahatma Gandhi Road,
Fort, Mumbai 400001.

Sir,

Subject: Scrutinizers report on e-voting conducted pursuant to provisions of Section 110 of the Companies Act, 2013 ('the Act') read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 in connection with the Company's Notice for passing of Resolution by Postal Ballot dated 29.5.2014.

The Board of Directors of Pentokey Organy (India) Limited ('the Company'), have vide resolution passed on 29.5.2014 decided to provide to the Members of the Company, a facility to exercise their vote on the resolution as set out in the notice for passing of Resolution by Postal Ballot dated 29.5.2014 by way of electronic means or through postal ballot papers in lieu of e-voting as required under the provisions of Section 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 for determining result of voting on resolution.

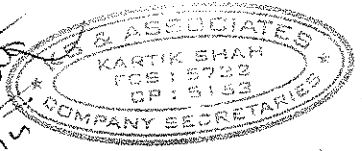
I, Mr. Kartik Shah, Proprietor of KS & Associates, Company Secretaries, having membership no. FCS.5732, have been appointed as the Scrutinizer by the Board of Directors of the Company vide resolution passed on 29.5.2014 pursuant to section 110 of the Act read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 for the purpose of scrutinizing the aforesaid voting process in a fair and transparent manner and ascertaining the requisite majority for passing of resolution as contained in the notice for passing of Resolution by Postal Ballot dated 29.5.2014.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means or through postal ballot papers in lieu of e-voting on the resolution contained in the notice for passing of Resolution by Postal Ballot dated 29.5.2014. My responsibility as a scrutinizer for the electronic voting process or through postal ballot papers in lieu of e-voting is restricted to ensure that the electronic voting or through postal ballot papers in lieu of e-voting is conducted in a fair and transparent manner and to make a scrutinizer's report of the votes cast "in favour" or "against" the respective resolution.

The notice for passing of Resolution by Postal Ballot dated 29.5.2014 along with the statement setting out material facts under Section 102 of the Act were sent to the members of the Company.

The members of the company holding shares on the 'cut-off date' of 1.8.2014 were entitled to vote on the resolution proposed as set out in the notice for passing of Resolution by Postal Ballot dated 29.5.2014.

K. Shah
12/5/14



KS & ASSOCIATES
KARTIK SHAH
FCS 5732
CP 8153
COMPANY SECRETARIES

In this regard, I submit my report as under:

1. The e-voting or through postal ballot papers in lieu of e-voting remained open from 13th August, 2014 (09:00 a.m. IST) to 11th September, 2014 (06:00 p.m. IST).
2. The e-voting result was unblocked from the website of Central Depository Services (India) Limited i.e. www.evotingindia.com in the presence of two witnesses, viz. Mrs. Rutika Pawar and Mr. K. V. Malandkar, who are not in the employment of the Company and who have signed below as confirmation to unblocking of the votes (Declaration attached).
3. The details containing list of shareholders who electronically vote "for" or "against" or whose votes were considered as "invalid" for each of the resolution that were put to vote were downloaded from the e-voting website www.evotingindia.com.
4. The result of the e-voting is as under:

Resolution No. 1: Resolution for Creation of Charge on Company's property

i. Voted in favour of the resolution

Number of members voting	Number of votes cast by them	% of total number of valid votes cast
14	4587746	99.996

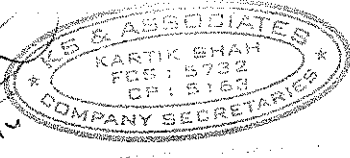
ii. Voted against the resolution

Number of members voting	Number of votes cast by them	% of total number of valid votes cast
2	168	0.004

iii. Invalid votes

Number of members voting	Number of votes cast by them	% of total number of valid votes cast
0	0	0

K. Shah
12/9/14



KS & ASSOCIATES

COMPANY SECRETARIES

KARTIK SHAH
FCS, ACA, M.COM.

E-MAIL: CO.SECRETARIES@GMAIL.COM
K&AASSOCIATES@GMAIL.COM

The Register of e-voting shall remain in my custody and will be e-mailed to Mr. S. Mohan, whole time Director of the Company and Ms. Swarna Gunware, Company Secretary after the Company considers, approves and signs the minutes for the aforesaid resolution in compliance with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014.

Thanking you,

Yours truly,
For KS & Associates



Kartik Shah
Membership No: F-5732
CP No. 5163

Place: Mumbai
Date: 12th September, 2014

TO WHOM SO EVER IT MAY CONCERN

We, Mrs. Rutika Pawar and Mr. K.V. Malandkar hereby state that the excel sheet containing the results of e-voting of the for passing of resolution as contained in the notice for passing of Resolution by Postal Ballot dated 29.5.2014 was unblocked from the website of Central Depository Services (India) Limited i.e. www.evotingindia.com in our presence as required under Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014.

Rutika P

.....
(Rutika Pawar)

K.V. Malandkar

.....
(K.V. Malandkar)

Place: Mumbai

Date: 12th September, 2014

KS & ASSOCIATES
COMPANY SECRETARIES

KARTIK SHAH
FCS, ACA, M.COM.

E-MAIL: CO.SECRETARIES@GMAIL.COM
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To,
Mr. S. Mohan,
Pentokey Organy (India) Limited.
Somaiya Bhavan, 45/47, Mahatma Gandhi Road,
Fort, Mumbai 400001.

Sir,

Subject: Scrutinizers report on voting through postal ballot papers in lieu of e-voting conducted pursuant to provisions of Section 110 of the Companies Act, 2013 ('the Act') read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 in connection with the Company's Notice for passing of Resolution by Postal Ballot dated 29.5.2014.

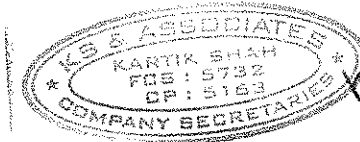
The Board of Directors of Pentokey Organy (India) Limited ('the Company'), have vide resolution passed on 29.5.2014 decided to provide to the Members of the Company, a facility to exercise their vote on the resolution as set out in the notice for passing of Resolution by Postal Ballot dated 29.5.2014 by way of electronic means or through postal ballot papers in lieu of e-voting as required under the provisions of Section 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 for determining result of voting on resolution.

I, Mr. Kartik Shah, Proprietor of KS & Associates, Company Secretaries, having membership no. FCS.5732, have been appointed as the Scrutinizer by the Board of Directors of the Company vide resolution passed on 29.5.2014 pursuant to section 110 of the Act read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 for the purpose of scrutinizing the aforesaid voting process in a fair and transparent manner and ascertaining the requisite majority for passing of resolution as contained in the notice for passing of Resolution by Postal Ballot dated 29.5.2014.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means or through postal ballot papers in lieu of e-voting on the resolution contained in the notice for passing of Resolution by Postal Ballot dated 29.5.2014. My responsibility as a scrutinizer for the electronic voting process or through postal ballot papers in lieu of e-voting is restricted to ensure that the electronic voting or through postal ballot papers in lieu of e-voting is conducted in a fair and transparent manner and to make a scrutinizer's report of the votes cast "in favour" or "against" the respective resolution.

The notice for passing of Resolution by Postal Ballot dated 29.5.2014 along with the statement setting out material facts under Section 102 of the Act were sent to the members of the Company.

The members of the company holding shares on the 'cut-off date' of 1.8.2014 were entitled to vote on the resolution proposed as set out in the notice for passing of Resolution by Postal Ballot dated 29.5.2014.



In this regard, I submit my report as under:

1. The e-voting or through postal ballot papers in lieu of e-voting remained open from 13th August, 2014 (09:00 a.m. IST) to 11th September, 2014 (06:00 p.m. IST).
2. The voting through postal ballot papers in lieu of e-voting result was unlocked from the separate ballot box kept for ballot papers in the presence of two witnesses, viz. Mrs. Rutika Pawar and Mr. K. V. Malandkar, who are not in the employment of the Company and who have signed below as confirmation to unblocking of the votes (Declaration attached).
3. The details containing list of shareholders who voted through postal ballot papers in lieu of e-voting "for" or "against" or whose votes were considered as "invalid" for each of the resolution that were put to vote were derived from the ballot papers kept in the ballot box.
4. The result of the voting through postal ballot papers in lieu of e-voting is as under:

Resolution No. 1: Resolution for Creation of Charge on Company's property

- i. Voted in favour of the resolution

Number of members voting	Number of votes cast by them	% of total number of valid votes cast
71	6778	96.42


- ii. Voted against the resolution

Number of members voting	Number of votes cast by them	% of total number of valid votes cast
6	252	3.58

- iii. Invalid votes

Number of members voting	Number of votes cast by them	% of total number of valid votes cast
7	419	5.96

K. Shah
12/9/14



KS & ASSOCIATES

COMPANY SECRETARIES

KARTIK SHAH
FCS, ACA, M.COM.

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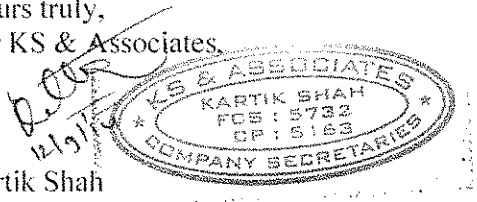
The Register of voting through ballot papers in lieu of e-voting shall remain in my custody and will be e-mailed to Mr. S. Mohan, whole time Director of the Company and Ms. Swarna Gunware, Company Secretary after the Company considers, approves and signs the minutes for the aforesaid resolution in compliance with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014.

Thanking you,

Yours truly,
For KS & Associates,

Kartik Shah
Membership No: F-5732
CP No. 5163

Place: Mumbai
Date: 12th September, 2014



TO WHOM SO EVER IT MAY CONCERN

We, Mrs. Rutika Pawar and Mr. K.V. Malandkar hereby state that the ballot papers of voting for passing of resolution as contained in the notice for passing of Resolution by Postal Ballot dated 29.5.2014 was unblocked from the ballot box in our presence as required under Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014.



.....
(Rutika Pawar)



.....
(K.V. Malandkar)

Place: Mumbai

Date: 12th September, 2014