



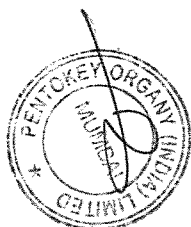
## Declaration of Result of postal ballot Pentokey Organy (India) Limited

Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Board of Directors of the Company had accorded its approval to conduct a postal ballot to seek the consent of the members of the Company for the proposed Special Resolution to be passed through Postal Ballot including e-voting as specified in the Notice dated August 8, 2016 ("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 conducting of postal ballot process including e-voting in fair and transparent manner.

The Scrutinizer has submitted his report on the Postal ballot on September 26, 2016 ("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 26, 2016 at the Registered Office of the Company:

1.	Date of Declaration of Postal Ballot Results	September 26, 2016		
2.	Total Number of Shareholders as on Cut-Off date	18072		
3.	No. of shareholders present in the meeting either in person or through proxy	Not Applicable		
	Promoter and Promoter Group			
	Public			
4.	No. of shareholders attended the meeting through video conferencing	Not Applicable		
	Promoter and Promoter Group			
	Public			
5.	Details of the Agenda	<b>Resolution required</b>	<b>Mode of Voting (Show of hands/Poll/Postal Ballot/E-voting)</b>	<b>Result</b>
(i)	Approval for Sale of Undertaking(s) of the	Special	Postal Ballot/E-Voting	Passed with Requisite



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: 02356-273079 Fax: 02356-272119

CIN:L24116MH1986PLC041681



MIDC, Lote Parshuram, Tal. Khed, Dist. Ratnagiri, Maharashtra			
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**Item No. 1: Approval for Sale of Undertaking(s) of the Company situated at D1/1, MIDC, Lote Parshuram, Tal. Khed, Dist. Ratnagiri, Maharashtra Pursuant to Section 180(1)(a) of the Companies Act, 2013**

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	46,86,915	45,70,873	97.52	45,70,873	Nil	100	Nil
Public – Institutional Holder	1,44,817	-	-	-	-	-	-
Public – Others	14,40,897	1,78,861	12.41	1,78,609	252	99.86	0.14
<b>Total</b>	<b>62,72,629</b>	<b>47,49,734</b>		<b>47,49,482</b>	<b>252</b>		

As per the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 and based on the said report of the Scrutinizer dated 26<sup>th</sup> September, 2016, I hereby declare that aforesaid Special Resolution is duly passed by requisite majority.

For Pentokey Organy (India) Limited

Devendra Shrimanker  
(Chairman & Director)  
DIN: 00385083





ASSOCIATES  
COMPANY SECRETARIES

SCRUTINIZER'S REPORT- Combined

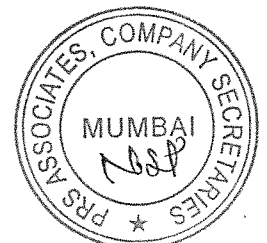
To,  
The Chairman of  
Pentokey Organy (India) Limited  
Somaiya Bhavan, 45/47,  
M.G.Road, Fort,  
Mumbai-400 001

Dear Sir,

Sub: Scrutiny of Postal Ballot Forms including e-voting process pursuant to the provisions of the Companies Act, 2013 read with the (Management and Administration) Rules, 2014.

Pursuant to the resolution passed by the Board of Directors of PENOKEY ORGANY (INDIA) LIMITED (hereinafter referred to as "Company") on 8<sup>th</sup> August, 2016, I, Narayan Parekh, Partner M/s. PRS Associates, Mumbai, Practicing Company Secretaries (Membership No: A 8059) having office at C-4, 2nd Floor, Raja Bahadur Mansion, 20 Ambalal Doshi Marg, Fort, Mumbai-400023 have been appointed as a scrutinizer to receive, process and scrutinize the postal ballot papers including e-voting process in respect of the resolution as circulated in the Postal Ballot Notice dated 8<sup>th</sup> August, 2016.

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means and physical Postal Ballot Forms on the resolution contained in the Postal Ballot notice dated 8<sup>th</sup> August, 2016. My responsibility as a scrutinizer for the voting process is restricted to make a scrutinizer report of the votes cast "in favour" or "against" the resolution(s) based on the reports generated from the e-voting system provided by the Central Depository Services (I) Limited ("CDSL") the authorized Service provider, for extending the facility of electronic voting to the shareholders of the Company and on the Postal Ballot Forms submitted by the shareholders of the Company along with the details/ report generated by the Registrar and Transfer Agents of the Company (Datamatics Financial Services Limited).



I have issued separate Scrutinizer's Report dated 26<sup>th</sup> September, 2016 on e-voting and separate Scrutinizer's Report dated 26<sup>th</sup> September, 2016 on the Postal Ballot Forms, on the resolution contained in the notice of the Postal Ballot dated 8<sup>th</sup> August, 2016. As requested by the management, I submit herewith my combined report on the results of e-voting and Postal Ballot Forms as under:-

The result of the E-voting together with that of the Postal Ballot Forms is as under:  
(E-voting + Postal Ballot)

**SPECIAL BUSINESS:**

**Item No. 1: Special Resolution: -Approval for Sale of Undertaking(s) of the Company situated at D1/1, MIDC, Lote Parshuram, Tal. Khed, Dist. Ratnagiri, Maharashtra.**

Particulars	No. of shares (through E- voting)	No. of Shares (through Postal Ballot)	Total No. of shares	% of Total Net Valid votes (in percentage)
Total No. of votes received	45,89,781	1,77,023	47,66,804	
Less: No. of invalid votes	0	17,070	17,070	
Less: Votes not Exercised	0	0	0	
Net Valid Votes	45,89,781	1,59,953	47,49,734	
Votes with "Assent" for the resolution	45,89,739	1,59,743	47,49,482	99.99%
Votes with "Dissent" for the resolution	42	210	252	0.01%

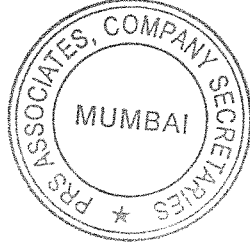
On the basis of above, I would like to inform you that the **Resolution at Item No. 1** has been passed with the **Requisite Majority**.



You may accordingly declare the result of the voting by Postal Ballot.

Thanking you,  
For PRS Associates  
**Company Secretaries**

N. Parekh  
Narayan Parekh  
Partner  
M No. ACS- 8059  
C. P. No.:- 6448



Date: 26/09/2016  
Place: Mumbai