



**Pentokey Organy (India) Limited**

29<sup>th</sup> September, 2021

**To,**  
**BSE Limited**  
1<sup>st</sup> Floor,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort, Mumbai- 400 001.

**Subject: Intimation under Regulation 44 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.**

**Reference: Scrip Code: 524210**

With reference to the above and pursuant to Regulation 44 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and in terms of the provisions of Companies Act, 2013, the Company had provided Remote e-voting facility and E voting facility at the AGM to its members on all resolutions set out in the Notice of the 34<sup>th</sup> Annual General Meeting of the Company held on Tuesday, the 28<sup>th</sup> September, 2021 at 3.00 PM through Video Conferencing (VC) and other Audio Visual Means (OAVM).

Mr. Narayan Parekh Partner of M/s PRS Associates, Company Secretaries was appointed as Scrutinizer to scrutinize the Remote E-Voting and E-voting process at the AGM. As per the Scrutinizers Report, all resolutions contained in the Notice of the 34<sup>th</sup> Annual General Meeting of the Company have been duly passed by the Members with requisite majority.

Pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, the details of the voting results along with the Consolidated Scrutinizer's Report on remote e-voting and E-voting at the meeting are enclosed herewith.

This is for your information and record.

Yours Faithfully,

**For Pentokey Organy (India) Limited**

**Kiran Jadhav**  
**Company Secretary & Compliance Officer**  
**ACS:50422**  
Encl.: As above

**Reg. Office:** 509, Western Edge I, Western Express Highway, Borivali (East),  
Land Line +91-22-28545118 / 28545119  
Mumbai - 400 066, India [www.pentokey.com](http://www.pentokey.com) CIN: L24116MH1986PLC041681



**Pentokey Organy (India) Limited**

**Declaration of voting results of 34<sup>th</sup> Annual General Meeting of the Company**

Pursuant to Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company had provided Remote E-voting facility to its Shareholders as specified in the Annual General Meeting Notice dated 12<sup>th</sup> August, 2021 ("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, as the Scrutinizer for scrutinizing the E-voting Process at the AGM including Remote e-voting in fair and transparent manner.

The Scrutinizer has submitted his report on voting on 29<sup>th</sup> September, 2021 ("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 29<sup>th</sup> September, 2021:

1.	Date of Declaration of E-Voting and Ballot results	29 <sup>th</sup> September, 2021		
2.	Total Number of Shareholders as on Cut-Off date	9101		
3.	No. of shareholders present in the meeting either in person or through proxy			
	Promoter and Promoter Group			
	Public			
4.	No. of shareholders attended the meeting through video conferencing	42		
	Promoter and Promoter Group	4		
	Public	38		
5.	<b>Details of the Agenda</b>	<b>Resolution required</b>	<b>Mode of Voting (Show of hands/Poll/Ballot/E-voting)</b>	<b>Result</b>
(i)	To receive, consider and adopt the Audited Financial Statements for the financial year ended on March 31, 2021 and the Reports of the Directors and Auditors thereon.	Ordinary	E-voting at the AGM/Remote E-Voting	Passed with Requisite Majority

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(ii)	To appoint Mr. Purshottam Kejriwal (DIN: 02476745) as Non-Executive (Non-Independent) Director.	Ordinary	E-voting at the AGM/Remote E-Voting	Passed with Requisite Majority
(iii)	To appoint Ms. Jyoti Devi Kejriwal (DIN: 06560100) as Non-Executive (Non-Independent) Director.	Ordinary	E-voting at the AGM/Remote E-Voting	Passed with Requisite Majority
(iv)	To appoint Mr. Arun Goenka (DIN: 00844069) as Non-Executive (Non-Independent) Director.	Ordinary	E-voting at the AGM/Remote E-Voting	Passed with Requisite Majority
(v)	To Re-Appoint Ms. Prajakta Shidhore as an Independent Director of the Company.	Special	E-voting at the AGM/Remote E-Voting	Passed with Requisite Majority
(vi)	Alteration of The Object Clause of The Memorandum of Association Of The Company.	Special	E-voting at the AGM/Remote E-Voting	Passed with Requisite Majority

**Item No. 1: Adoption of audited financial statements of the Company along with the Reports of the Directors and Auditors thereon for the financial year ended 31st March, 2021 (Ordinary Resolution):**

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	4645632	4570848	98.39	4570848	0	100.000	0.000
Public – Institutional Holder	144817	0	0.000	0	0	0.000	0.000
Public – Others	1482180	21904	1.48	21736	168	99.23	0.77
Total	6272629	4592752	73.22	4592584	168	100	0.00

**Item No. 2: To appoint Mr. Purshottam Kejriwal (DIN: 02476745) as Non-Executive (Non-Independent) Director. (Ordinary Resolution):**

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	4645632	4570848	98.39	4570848	0	100.000	0.000
Public – Institutional Holder	144817	0	0.000	0	0	0.000	0.000
Public – Others	1482180	21904	1.48	21736	168	99.23	0.77
Total	6272629	4592752	73.22	4592584	168	100	0.00

**Item No 3: To appoint Ms. Jyoti Devi Kejriwal (DIN: 06560100) as Non-Executive (Non-Independent) Director (Ordinary Resolution):**

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	4645632	4570848	98.39	4570848	0	100.000	0.000
Public – Institutional Holder	144817	0	0.000	0	0	0.000	0.000
Public – Others	1482180	21904	1.48	21736	168	99.23	0.77
Total	6272629	4592752	73.22	4592584	168	100	0.00

**Item No 4: To appoint Mr. Arun Goenka (DIN: 00844069) as Non-Executive (Non-Independent) Director (Ordinary Resolution):**

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	4645632	4570848	98.39	4570848	0	100.000	0.000
Public – Institutional Holder	144817	0	0.000	0	0	0.000	0.000
Public – Others	1482180	21904	1.48	21736	168	99.23	0.77
Total	6272629	4592752	73.22	4592584	168	100	0.00

**Item No 5: To appoint To Re-Appoint Ms. Prajakta Shidhore as an Independent Director of the Company (Special Resolution):**

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	4645632	4570848	98.39	4570848	0	100.000	0.000
Public – Institutional Holder	144817	0	0.000	0	0	0.000	0.000
Public – Others	1482180	21904	1.48	21694	210	99.04	0.96
Total	6272629	4592752	73.22	4592542	210	100	0.00

**Item No 6: Alteration of The Object Clause Of The Memorandum Of Association Of The Company (Special Resolution):**

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	4645632	4570848	98.39	4570848	0	100.000	0.000
Public – Institutional Holder	144817	0	0.000	0	0	0.000	0.000
Public – Others	1482180	21904	1.48	21736	168	99.23	0.77
Total	6272629	4592752	73.22	4592584	168	100	0.00

**For Pentokey Organy (India) Limited**



**Kiran Jadhav**

**Company Secretary & Compliance Officer**

**ACS:50422**



29<sup>th</sup> September, 2021

To

The Chairman

**Pentokey Organy (India) Limited**

509, Western Edge I, Western Express Highway,  
Food Corporation of India Warehouse,  
Borivali (E), Mumbai- 400066

Dear Sir,

We thank you for appointing us as the Scrutinizer for remote e-voting process and e- voting by your Members during the 34<sup>th</sup> Annual General Meeting of your Company held on Tuesday, 28<sup>th</sup> September, 2021 through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").

We are pleased to submit the Scrutinizer's Report, which is comprehensive and self- explanatory in all respects

Thanking You  
Yours Faithfully,  
**For PRS Associates**  
Company Secretaries

Narayan Parekh  
Partner

Membership no. ACS 8059  
CP No. 6448



### SRUTINIZER'S REPORT

<b>Name of the Company</b>	<b>Pentokey Organy (India) Limited</b>
<b>Meeting</b>	<b>34<sup>th</sup> Annual General Meeting</b>
<b>Day, Date &amp; Time</b>	<b>Tuesday, 28<sup>th</sup> September, 2021 at 3.00 P.M.</b>
<b>Deemed Venue</b>	<b>Registered office situated at 509, Western Edge I, Western Express Highway, Food Corporation of India Warehouse, Borivali (E), Mumbai- 400066</b>
<b>Mode</b>	<b>Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")</b>

#### Appointment as Scrutinizer

We were appointed as the Scrutinizer for the remote e-voting as well as the e-voting by Members during the 34<sup>th</sup> Annual General Meeting ("AGM") of **Pentokey Organy (India) Limited** (hereinafter referred to as "**the Company**") scheduled on Tuesday, 28<sup>th</sup> September, 2021 at 3:00 p.m. held through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"). Our responsibility as a Scrutinizer was to ensure that the voting process was conducted in a fair and transparent manner and submit a Consolidated Scrutinizer's report on the voting on the resolutions based on the reports generated from the electronic voting system.

2. The compliance with the provisions of the Companies Act, 2013 and Rules made thereunder and MCA and SEBI circulars relating to voting at the AGM by the Shareholders on the resolutions set out in the Notice of the 34<sup>th</sup> Annual General Meeting of the Company is the responsibility of the Management.

My responsibility as a Scrutinizer of the voting process (through E-voting) was restricted to scrutinize the E-voting process in a fair and transparent manner and to prepare a





scrutinizer' s report of the votes cast in favour and against the resolutions stated in the Notice, based on the reports generated from the E-voting process provided by CDSL, the service provider.

### 3. Dispatch of Notice convening theAGM

- a) Pursuant to General Circulars No. 14/2020, 17/2020 and 20/2020 dated 8<sup>th</sup>April, 2020, 13<sup>th</sup>April, 2020 and 5<sup>th</sup>May, 2020 and General Circular No. 02/2021 dated 13<sup>rd</sup> January 2021 respectively issued by the Ministry of Corporate Affairs, an advertisement was published in Financial Express (English) and Mumbai Pratahkal (Marathi) on 4<sup>th</sup> September, 2021 specifying the date & time of the AGM, availability of the notice on Company's website and website of the Stock Exchange (BSE Limited), manner of registration of E-mail - Ids by the members (both physical and demat) who are yet to register their E-mail -Ids with the Company, manner of voting through remote e-voting or through e-voting system at the AGM. etc.
- b) The company hosted the notice of AGM on its website, website of the agency providing the platform for remote e-voting and e-voting during the AGM and also intimated the same to BSE Limited on 3<sup>rd</sup> September, 2021.
- c) The company informed that on the basis of the Register of Members and list of Beneficial Owners made available by Datamatics Business Solutions Limited, the Registrar and Share Transfer Agents (RTA) of the Company and the depositories i.e. National Securities Depositories Limited (NSDL) and Central Depositories Services India Limited (CDSL) respectively, the company initiated dispatch of Notice of AGM on 3<sup>rd</sup> September, 2021 by Email to 2343 Members who had already registered their email ids with the company / Depositories, out of which 138 emails have been bounced.

### 4. Cutoff Date

Voting rights were reckoned as on **Tuesday, 21<sup>st</sup> September, 2021**, being the cut-off date for the purpose of deciding the entitlements of members for remote e-voting and e-voting at the AGM.

### 5. Remote e-votingprocess

- a) Agency



The Company appointed Central Depository Services India Limited (CDSL) as the agency for providing the platform for remote e-voting as well as e-voting at the AGM.

**b) Remote e-voting period**

Remote e-voting started at 9:00 a.m. (IST) on Saturday, 25<sup>th</sup> September, 2021 and ended at 5:00 p.m. (IST) on Monday, 27<sup>th</sup> September, 2021 and members were required to cast their votes electronically conveying their assent or dissent in respect of the resolutions on the remote e-voting platform provided by the CDSL.

**6. Voting at the AGM**

a) Pursuant to the Regulation 44(1) and 44(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as prescribed under Rule 20 (4) (xiii) of the Companies (Management and Administration) Rules, 2014 to ensure that Members who have cast their votes through remote e-voting do not vote again during the general meeting, the Scrutinizer shall have access after closure of period of remote e-voting and before the start of general meeting, to only such details relating to Members who have cast their votes through remote e-voting, such as their names, DP ID & Client ID / folios, number of shares held but not in the manner in which they have voted.

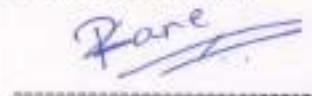
b) Accordingly, the CDSL, the agency for remote e-voting provided with the names, DP ID & Client ID / folios and shareholding of the members who had cast their votes through remote e-voting.

**7. Counting Process**

a. On completion of e-voting during the AGM, we unblocked the results of the remote e-voting in the presence of Mr. Ninad Gamare and Ms. Krutika Rane who acted as witness as prescribed in Sub Rule 4 (xii) of the said Rule 20 and e-voting by members at the AGM, on the CDSL e-voting platform and downloaded the results.



Mr. Ninad Gamare



Ms. Krutika Rane

b. Votes were reconciled with the records maintained by the Company and Registrar and Share Transfer Agent (RTA) with respect to authorizations lodged with the company

**8. Results**



a. We observe that:

- i. None of the members had cast their votes through e-voting at the AGM
  - ii. Seventy-Two (72) members had cast their votes through remote E-voting
- b. Consolidated results with respect to each item on the agenda as set out in the Notice of the AGM dated 12<sup>th</sup> August, 2021 is enclosed herewith.
- c. Based on the aforesaid results, we report that 4 Ordinary Resolutions as set out in item Nos. 1, 2, 3 and 4 and 2 Special Resolutions as set out in item Nos. 5 and 6 of the Notice of the AGM dated 12<sup>th</sup> August, 2021 have been passed with requisite majority and hence deemed to be passed as on the date of AGM.

I hereby confirm that the soft copy of the Registers received from the service provider in respect of the votes cast through Remote E-voting and voting conducted at AGM by way of electronic means by the members of the company. All other relevant records relating to remote E-voting and electronic voting is under my safe custody and will be handed over to the company Secretary for safe keeping, after the Chairman signs the minutes.

Thanking You.

Yours faithfully,

**PRS Associates**

**Company Secretaries**

*N. D. Parekh*

**Narayan Parekh**

**Partner**

**Membership No.**

**ACS - 8059**

**C. P. No. 6448**

**UDIN:- A008059C001031191**

**Place: Thane**

**Dated: 29<sup>th</sup> September, 2021**



### Consolidated Results

**Item no.1: - Adoption of the Audited Financial Statements for the financial year ended on March 31, 2021 and the Reports of the Directors and Auditors thereon.**

Particulars	Remote E-voting		Voting at the AGM		Total		Percentage (%) of valid votes
	Number	Valid Votes	Number	Valid Votes	Number	Valid Votes	
Assent	71	45,92,584	0	0	71	45,92,584	99.99
Dissent	1	168	0	0	1	168	0.01
Total	72	45,92,752	0	0	72	45,92,752	100
Total Invalid Votes	0	0	0	0	0	0	0
Abstained from Voting	0	0	0	0	0	0	0

**Item No. 2 - To appoint Mr. Purshottam Kejriwal (DIN: 02476745) as Non-Executive (Non-Independent) Director.**

Particulars	Remote E-voting		Voting at the AGM		Total		Percentage (%) of valid votes
	Number	Valid Votes	Number	Valid Votes	Number	Valid Votes	
Assent	71	45,92,584	0	0	71	45,92,584	99.99
Dissent	1	168	0	0	1	168	0.01
Total	72	45,92,752	0	0	72	45,92,752	100
Total Invalid Votes	0	0	0	0	0	0	0
Abstained from Voting	0	0	0	0	0	0	0

