

**COMBINED SCRUTINIZER REPORT FOR E-VOTING & POLL FOR
PI INDUSTRIES LIMITED**

To
The Chairman
68th Annual General Meeting of the Members of
PI INDUSTRIES LIMITED held on September 15, 2015
at 11.45 am at Udaisagar Road, Udaipur

For 68th Annual General Meeting of the Equity Shareholders of PI Industries Limited held on Tuesday, September 15, 2015 at 11.45 A.M at Udaisagar Road, Udaipur-313001 (Rajasthan)

Subject: - Passing of Resolution through e-Voting AND poll conducted at the AGM of M/s PI Industries Limited held on 15th September, 2015

I, Mr. Ashish Kumar Friends, Practicing Company Secretary, was appointed by the Board of Directors of M/s PI Industries Limited (CIN : L24211RJ1946PLC000469) as the Scrutinizer for the E-voting process as mentioned under clause (ix) of sub rule 3 of Rule 20 of the companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Rules, 2015. The Board of the Company had appointed me as a Scrutinizer for the e-voting starting from September 12, 2015 at 09:00 A.M. to September 14, 2015 at 05:00 P.M. and for the poll held at the AGM of the Company held on Tuesday, September 15, 2015 at 11:45 A.M. at Udaisagar Road, Udaipur-313201.

The Company has appointed National Securities Depository Limited (NSDL) as the Service Provider, for extending the facility of electronic voting to the shareholders of the Company starting from September 12, 2015 at 9:00 A.M. to September 14, 2015 at 05:00 P.M. The e-voting results were unblocked by me on September 15, 2015 in the presence of two witnesses.

At the 68th AGM of the Company held on September 15, 2015, the Chairman of the meeting had suo motto 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.

Further to the above, I submit my report as under:-

- i. The remote e-voting remained open from September 12, 2015 at 9:00 A.M. to September 14, 2015 at 05:00 P.M.



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- ii. The members who were on record of the Company as well as whose particulars provided by the depositories on the "cut-off date i.e., 8th September 2015 were entitled to remote e-voting on the resolutions set out in the notice of the 68th AGM of the Company.
- iii. The votes cast through remote e-voting were unblocked on 15th September, 2015 around 02:00 P.M. in the presence of two witnesses, Mrs. Usha Garg, R/o 21A, Adarsh Nagar, Hiran Magri Sector-4, Udaipur - 313001 & Mr. Harish Chandra Kewaliya R/o 175, Hiran Magri, Sector -8, Udaipur - 313001 who are not in employment of the Company.
- iv. The physical voting facility through ballot papers was provided at the venue of 68th Annual General Meeting held on Tuesday, 15th September, 2015 for those members who attend the meeting but not participate in remote e-voting were considered for the purpose of this report accordingly. The Ballot box opened by me in the presence of two witnesses Mr. Ajit Kumar Kothari, R/o 645 sector -9, Gurgaon-122001 and Mr. Ajay Verma R/o 191- Q road, Bhupal Pura, Udaipur-313001 after the voting process was over at the said AGM of the Company.
- v. The details containing interalia, list of Equity Shareholders, who voted "for" or "against", on each of the resolution that were put to vote were generated from the e-voting website of National securities depository limited (NSDL).

I have submitted separate reports on e-voting and voting by poll on the resolutions contained in the notice dated 23rd May, 2015 convening the 68th Annual General Meeting on 15th September, 2015. I submit herewith my combined report on the results on e-voting and voting by poll as under :

The result of the E-voting together with that of the Poll is as under:

Item No. 1 : To receive, consider and adopt the Audited Financial Statements (including consolidated financial Statements) of the Company for the financial year ended March 31, 2015 and the reports of the Board of Directors and Auditors thereon.						
Type of Voting	Votes in favour of the Resolution		Votes against the resolution		Invalid Votes	
	Nos.	%age	Nos.	%age	Nos.	%age
F-voting	10,84,91,570	100	Nil	Nil	Nil	Nil
Poll	65,28,356	100	Nil	Nil	Nil	Nil
Total	11,50,19,926	100	Nil	Nil	Nil	Nil



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Item No. 2 : To confirm the payment of Interim Dividend and to declare Final Dividend on equity shares for the Financial Year ended March 31, 2015.

Type of Voting	Votes in favour of the Resolution		Votes against the resolution		Invalid Votes	
	Nos.	%age	Nos.	%age	Nos.	%age
E-voting	10,84,82,820	99.99	8,750	0.01	Nil	Nil
Poll	65,28,356	100	Nil	Nil	Nil	Nil
Total	11,50,11,176	99.99	8,750	0.01	Nil	Nil

Item No. 3 : To appoint a Director in place of Mr. Rajnish Sarna, (DIN 06429468), who retires by rotation and being eligible offers himself for re-appointment.

Type of Voting	Votes in favour of the Resolution		Votes against the resolution		Invalid Votes	
	Nos.	%age	Nos.	%age	Nos.	%age
E-voting	10,00,94,232	92.26	83,97,338	7.74	Nil	Nil
Poll	65,28,356	100	Nil	Nil	Nil	Nil
Total	10,66,22,588	92.70	83,97,338	7.30	Nil	Nil

Item No. 4 : To Appoint M/s S. S. Kothari Mehta & Co. Chartered Accountants(ICAI Registration No. 000756N), as Statutory Auditors of the Company, to hold office from the conclusion of this Annual general Meeting till the conclusion of the next Annual General Meeting of the Company and Board of Directors be and is hereby authorized to fix the remuneration payable to them as determined by the Audit Committee in consultation with the said Auditors".

Type of Voting	Votes in favour of the Resolution		Votes against the resolution		Invalid Votes	
	Nos.	%age	Nos.	%age	Nos.	%age
E-voting	10,04,02,971	92.80	77,86,471	7.20	Nil	Nil
Poll	52,44,448	80.33	12,83,908	19.67	Nil	Nil
Total	10,56,47,419	92.09	90,70,379	7.91	Nil	Nil



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Item No. 5 : Ratification of cost Auditor's Remuneration.

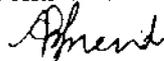
Type of Voting	Votes in favour of the Resolution		Votes against the resolution		Invalid Votes	
	Nos.	%age	Nos.	%age	Nos.	%age
E-voting	10,84,82,136	99.99	9,434	0.01	Nil	Nil
Poll	65,28,356	100	Nil	Nil	Nil	Nil
Total	11,50,10,492	99.99	9,434	0.01	Nil	Nil

All the Resolutions stands passed under E-voting and poll with the requisite majority.

I hereby confirm that I am maintaining the Registers received from the Service Provider both electronically and manually, in respect of the Votes cast through e-Voting and poll by the Shareholders of the Company. I shall be arranging to hand over these records to you or such other person authorized by you.

Thanking you
Yours faithfully,

For A.K. FRIENDS & CO.



Ashish Kumar Friends
Practising Company Secretary
C.P. No.-4056, Mem No.-FCS-5129

Place: Udaipur
Dated: 15.09.2015