

Report of Scrutinizer

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

To,

The Chairman

Pilani Investment and Industries Corporation Limited

Birla Building, 9/1, R.N. Mukherjee Road,

Kolkata-700001

Dear Sir,

Sub: Scrutinizer's Report on E-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

I, Kailash Chandra Dhanuka, Practicing Company Secretary (FCS-2204/ CP-1247) and proprietor of M/s. K. C. Dhanuka & Co., Company Secretaries, Kolkata had been appointed, as the Scrutinizer by the Board of Directors of Pilani Investment and Industries Corporation Limited ("Company"), vide resolution dated 27th May, 2014, pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 to conduct the E-voting process in respect of the below mentioned resolutions to be passed at the 67th Annual General Meeting of the Company, to be held on Friday, the 29th August, 2014 at 3.00 P.M. at Birla Building, 9/1, R.N. Mukherjee Road, Kolkata - 700001.

The Notice dated 7th July, 2014 convening Annual General Meeting (AGM) of the Company along with statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions to be passed at the said AGM of the Company to be held on 29th August, 2014.

The Company has availed the E-voting facility offered by Central Depository Services (India) Limited (CDSL), for conducting E-voting by the Shareholders of the Company.

The Shareholders holding shares as on the "cut off" date, i.e., 11th of July, 2014 were entitled to vote on the proposed 6 (Six) Resolutions as mentioned in the Notice dated 7th of July, 2014 of the Annual General Meeting of the Company.

The E-voting period remained open from 09.00 A.M. IST on Saturday, the 23rd of August, 2014 up to 06.00 P.M. IST on Monday, the 25th of August, 2014, and the CDSL E-voting platform was blocked thereafter and the votes cast under the E-voting facility were then unblocked in the presence of two witnesses namely, Mr. Sukumar Kundu, residing at Sailesh Nagar, Gangangar, Kolkata - 700132 and Mrs. Mittali Bose, residing at 5A, Saha Aman Lane, Kolkata - 700027, who were not in employment of the Company.



I have scrutinized and reviewed the voting through electronic means and votes tendered therein based on the data downloaded from the Central Depository Services (India) Limited (CDSL) E-voting System (<https://www.evotingindia.com>)

I now submit my report as under on the result of the voting through electronic means in respect of the said resolutions.

A. ORDINARY BUSINESS**a. Resolution 1**

To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014 and the Statement of Profit & Loss for the year ended on that date, Report of the Board of Directors and the Auditors thereon.

i. Voted in favour of the resolution:

	No. of Folios casting Votes	Total No. of Votes cast (Shares)	% of Total No. of valid Votes cast
E-voting	22	4998357	-
Total	22	4998357	100.00%

ii. Voted against the resolution:

	No. of Folios casting Votes	Total No. of Votes cast (Shares)	% of Total No. of valid Votes cast
E-voting	3	31	-
Total	3	31	0.00%*

iii. Invalid votes:

	No. of Folios whose Votes were declared Invalid	Total No. of Votes cast by them (Shares)
E-voting	1	409
Total	1	409

*Rounded Off

b. Resolution 2

To sanction the declaration and the payment of dividend on Equity Shares for the year ended 31st March, 2014.

i. Voted in favour of the resolution:

	No. of Folios casting Votes	Total No. of Votes cast (Shares)	% of Total No. of valid Votes cast
E-voting	22	4998357	-
Total	22	4998357	100.00%



ii. Voted against the resolution:

	No. of Folios casting Votes	Total No. of Votes cast (Shares)	% of Total No. of valid Votes cast
E-voting	2	11	-
Total	2	11	0.00%*

iii. Invalid votes:

	No. of Folios whose Votes were declared Invalid	Total No. of Votes cast by them (Shares)
E-voting	1	409
Total	1	409

*Rounded Off

c. Resolution 3

To appoint a director in place of Shri A.V. Jalan (DIN 01455782), who retires from office by rotation and being eligible, offers himself for re-appointment.

i. Voted in favour of the resolution:

	No. of Folios casting Votes	Total No. of Votes cast (Shares)	% of Total No. of valid Votes cast
E-voting	22	4998357	-
Total	22	4998357	100.00%

ii. Voted against the resolution:

	No. of Folios casting Votes	Total No. of Votes cast (Shares)	% of Total No. of valid Votes cast
E-voting	3	31	-
Total	3	31	0.00%*

iii. Invalid votes:

	No. of Folios whose Votes were declared Invalid	Total No. of Votes cast by them (Shares)
E-voting	1	409
Total	1	409

*Rounded Off

d. Resolution 4

To appoint auditors and fix their remuneration.

i. Voted in favour of the resolution:

	No. of Folios casting Votes	Total No. of Votes cast (Shares)	% of Total No. of valid Votes cast
E-voting	22	4998357	-
Total	22	4998357	100.00%



ii. Voted against the resolution:

	No. of Folios casting Votes	Total No. of Votes cast (Shares)	% of Total No. of valid Votes cast
E-voting	3	31	-
Total	3	31	0.00%*

iii. Invalid votes:

	No. of Folios whose Votes were declared Invalid	Total No. of Votes cast by them (Shares)
E-voting	1	409
Total	1	409

*Rounded Off

B. SPECIAL BUSINESS

e. Resolution 5

Appointment of Shri D.K. Mantri (DIN 00075664) as an Independent Director of the Company for a period of five years from 29th August, 2014 to 28th August, 2019.

i. Voted in favour of the resolution:

	No. of Folios casting Votes	Total No. of Votes cast (Shares)	% of Total No. of valid Votes cast
E-voting	22	4998357	-
Total	22	4998357	100.00%

ii. Voted against the resolution:

	No. of Folios casting Votes	Total No. of Votes cast (Shares)	% of Total No. of valid Votes cast
E-voting	3	31	-
Total	3	31	0.00%*

iii. Invalid votes:

	No. of Folios whose Votes were declared Invalid	Total No. of Votes cast by them (Shares)
E-voting	1	409
Total	1	409

*Rounded Off

f. Resolution 6

Appointment of Shri K.K. Daga (DIN 00897823) as an Independent Director of the Company for the period of five years from 29th August, 2014 to 28th August, 2019.

i. Voted in favour of the resolution:

	No. of Folios casting Votes	Total No. of Votes cast (Shares)	% of Total No. of valid Votes cast
E-voting	22	4998357	-
Total	22	4998357	100.00%



K. C. DHANUKA & CO.

COMPANY SECRETARIES

CENTRE POINT, ROOM No. 419,
21, HEMANTA BASU SARANI,
4th FLOOR, KOLKATA - 700 001
Cell : 09830053619, 3022-5806
E-mail : dhanuka419@yahoo.co.in

ii. Voted against the resolution:

	No. of Folios casting Votes	Total No. of Votes cast (Shares)	% of Total No. of valid Votes cast
E-voting	3	31	-
Total	3	31	0.00%*

iii. Invalid votes:

	No. of Folios whose Votes were declared Invalid	Total No. of Votes cast by them (Shares)
E-voting	1	409
Total	1	409

*Rounded Off

The Registers, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company.

Thanking you,

Place: Kolkata

Dated: 28/08/2014

Yours faithfully,

K. C. DHANUKA & CO.
Company Secretaries

K. C. Dhanuka
K. C. DHANUKA
Proprietor

FCS-2204, CP-1247

28/08/2014