



GROUP

February 14, 2017

To
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block – C
Bandra Kurla Complex
Mumbai – 400 051
(Symbol: PINCON)

To
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001
(Scrip Code: 538771)

To
The Calcutta Stock Exchange Limited
7, Lyons Range
Kolkata – 700 001
(Scrip Code: 10029247)

Dear Sir / Madam,

Sub: Voting Results of the Postal Ballot

Pursuant to the provisions of Regulation 44(3) of the SEBI (Listing obligations & Disclosure Requirements) Regulations, 2015 read with Circular No. CIR/CFD/CMD/8/2015 dated November 4, 2015 and Sections 108 & 110 of Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014 as amended, we are enclosing herewith the voting results of the Postal Ballot including e-voting conducted by the company for obtaining the approval of shareholders by way of Special Resolution for issue of warrants on preferential basis. A report of the Scrutinizer is also enclosed herewith.

This is for your information & record.

Thanking you

Yours faithfully

For **Pincon Spirit Limited**

Himangshu Kedia
Company Secretary & Compliance Officer

Encl: a/a

PINCON SPIRIT LIMITED

CIN : L67120WB1978PLC031561

Regd Office : 7, Red Cross Place, 3rd Floor, "Wellesley House", Kolkata-700 001 | Corporate Office : No.103, K.H.Road, Shanthinagar, "Samskruthi Chambers",
Phone : 91-033 2231 9135, 033-2262 4943 / 44, Fax : 91 033 4001 4642 | 3rd Floor, Bengaluru - 560027, Phone:080-2222-9135, Fax:080-22229135

Email : psl@pinconspirit.in / pinconspiritletted@gmail.com, Website : www.pinconspirit.in

PINCON SPIRIT LIMITED

Voting Results pursuant to Regulation 44(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

Date of AGM / EGM	14.02.2017 (Date of declaration of Postal Ballot Results including e-voting)
Total number of shareholders on record date (cut-off date) i.e. 07.02.2017	16,143
No. of shareholders present in the meeting either in person or through proxy: Promoter & Promoter Group: Public:	Not Applicable
No. of shareholders attended the meeting through Video Conferencing: Promoter & Promoter Group: Public:	Not Applicable

Resolution Required: (Ordinary / Special)	Special Resolution
Whether promoter / promoter group are interested in the agenda / resolution?	The promoter to the extent of their shareholding in the company are deemed to be interested in the resolution

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes – in favour (4)	No. of votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	14,469,080	14,469,080	100.00	14,469,080	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		14,469,080	100.00	14,469,080	-	100.00	-
Public – Institutions	E-voting	277,833	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public – Non Institutions	E-voting	29,339,087	2,585,942	8.81	2,582,405	3,537	99.86	0.14
	Poll		-	-	-	-	-	-
	Postal Ballot		8,661	0.03	8,241	420	95.15	4.85
	Total		2,594,603	8.84	2,590,646	3,957	99.85	0.15
Total		44,086,000	17,063,683	38.71	17,059,726	3,957	99.98	0.02

PINCON SPIRIT LIMITED

M. S. S.
Company Secretary

PRANTIK, DE – 2/A, FLAT NO.: 5/10, D B NAGAR, SAHAPARA, BAGUIATI, KOLKATA: 700059

(M): (+91) 9836129538 / 8013959153; PAN: BJIPS1542R; E - Mail: arpansenguptaandassociates@gmail.com

Unique Code Number: S2015WB308600; Service Tax Code (Registration Number): BJIPS1542RSD001

SCRUTINIZER'S REPORT

[Pursuant to the section 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management & Administration) Rules, 2014 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 as amended by of the Companies (Management & Administration) Amendment Rules, 2015 to the extent applicable]

February 14, 2017

To

The Chairman

Pincon Spirit Limited

"WELLESLEY HOUSE"

7, RED CROSS PLACE,

3rd Floor

KOLKATA – 700001

Dear Sir,

I, **CS ARPAN SENGUPTA**, Practising Company Secretary (ACS 37706/ CP No. 14416) and Proprietor of M/s. Arpan Sengupta & Associates, Company Secretaries, Kolkata was appointed as the scrutinizer of "Pincon Spirit Limited" ("the Company") Pursuant to the section 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management & Administration) Rules, 2014 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 as amended by of the Companies (Management & Administration) Amendment Rules, 2015 to the extent applicable, for the purpose of Scrutinizing the e voting and Postal Ballot in a fair and transparent manner and ascertaining the requisite majority on e – voting and Postal Ballot out as per the Provision of Companies Act, 2013 on the below mentioned resolution(s). We submit our report as under:

I submit my report as under

1. The voting period for remote e - voting commenced on 14th Jan, 2017 (10:00 am) and ends on 13th Feb, 2017 (5:00 pm).
2. The Shareholders holding shares as on the cut-off date, i.e. 7th January, 2017 were entitled to vote on the proposed resolution as mentioned in the notice of the Postal Ballot of the Company.



3. The Notice convening the AGM of the Company setting out all material facts in respect of Resolutions mentioned therein was sent to the shareholders of the company.
4. The votes were unblocked on Tuesday 14th February, 2017 around 10.00 A.M. in the presence of two witnesses, namely,

i. Mr. Sandip Mondal

ii. Mr. Anirban Ghosh

who are not in employment of the Company.

5. The ballots which were incomplete and / or which were otherwise found defective have been treated as invalid.

Resolution No. 1 (Special Resolution)

Issue of Warrants convertible into Equity Shares on Preferential Basis

RESOLVED THAT pursuant to the provisions of Section 62 1 c read with Section 42 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder including any statutory modification s or reenactment s thereof for the time being in force hereinafter referred to as the Act and in accordance with and subject to the relevant provisions of the Memorandum and Articles of Association of the Company, the SEBI Listing Obligations and Disclosure Requirements Regulations, 2015, provisions of Chapter VII Preferential issue of Securities and Exchange Board of India Issue of Capital and Disclosure Requirements Regulations, 2009, hereinafter referred to as SEBI ICDR Regulations] including any statutory modification s or reenactment s thereof from time to time and in accordance with all other applicable regulations, guidelines and clarifications thereon issued by The Securities and Exchange Board of India SEBI , Reserve Bank of India RBI , Government of India GOI or any other statutory regulatory authorities and subject to all such approvals, permissions, consents and sanctions of any authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions, consents or sanctions, the consent of the Company be and is hereby accorded to the Board which term shall deem to include any committee which the Board may have constituted or hereinafter constitute to exercise one or more its power, including the powers conferred hereunder to create, offer, issue and allot, on preferential basis, in one or more tranches, up to 57,06,128 Fifty



Seven Lakhs Six Thousand One Hundred Twenty Eight Warrants, at such price being not less than the price determined in accordance with SEBI ICDR Regulations Issue Price , to be convertible at the option of Warrant holders in one or more tranches, within 18 Eighteen months from the date of allotment, into equivalent number of fully paid up Equity Share of the Company of face value of Rs.10 Rupees Ten only each, ranking paripassu in all respects, including as to dividend, with the existing Equity Shares of the Company, at such price being not less than the price determined in accordance with SEBI ICDR Regulations, to certain persons entities hereinafter referred to as the Proposed Allottees Warrant holder whether they are Shareholders of the Company or not, more particularly mentioned in the table below, in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit

i. Voted in favour of the resolution

<i>Number of Members voted through E Voting</i>	<i>Number of votes cast (shares) - E Voting</i>	<i>Number of Members voted through Postal Ballot</i>	<i>Number of votes cast (shares) - Postal Ballot</i>	<i>Total number of votes cast through E – Voting and Postal Ballot</i>	<i>% of total number of valid votes cast</i>
101	17051485	39	8241	17059726	99.98

ii. Voted against the resolution

<i>Number of Members voted through E Voting</i>	<i>Number of votes cast (shares) - E Voting</i>	<i>Number of Members voted through Postal Ballot</i>	<i>Number of votes cast (shares) - Postal Ballot</i>	<i>Total number of votes cast through E – Voting and Postal Ballot</i>	<i>% of total number of valid votes cast</i>
19	3537	2	420	3957	0.02



iii. Invalid Votes

<i>Number of Members voted through E Voting</i>	<i>Number of votes cast (shares) - E Voting</i>	<i>Number of Members voted through Postal Ballot</i>	<i>Number of votes cast (shares) - Postal Ballot</i>	<i>Total number of votes cast through E – Voting and Postal Ballot</i>
NA	NA	2	6	6

6. All the resolutions proposed hereinabove have been passes with the requisite majority.
7. The physical ballot forms, remote e – voting register and other related paper / registers and records shall remain in safe custody until the Chairman of the meeting considers, approves and signs the minutes in this regard and thereafter it will be handed over to Company secretary as authorised by the Board of Directors for safe keeping.

Thanking you,

Yours truly

For **ARPAN SENGUPTA & ASSOCIATES**

Company Secretaries
For **ARPAN SENGUPTA & ASSOCIATES**

CS ARPAN SENGUPTA

Proprietor

Unique Code Number: S2015WB308600

Membership No.: A 37706

CP NO.: 14416



Place: Kolkata

Date: 14. 02.2017

Welcome ARPAN SENGUPTA (ARPAN37706)

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ISIN Name : **PINCON SPIRIT LIMITED EQ**

EVEN : 105898

Resolution File : [Download File](#)

Record Date : 2017-01-07

Voting End Date : 2017-02-13 17:00

ISIN : INE675G01018

Logo File : [Download File](#)

Voting Start Date : 2017-01-14 10:00

Voting Result Date : 2017-02-16

Resolution : **Issue of Warrants convertible into Equity Shares on Preferential Basis**

Description : **RESOLVED THAT pursuant to the provisions of Section 62 I c read with Section 42 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder including any statutory modification s or reenactment s thereof for the time being in force hereinafter referred to as the Act and in accordance with and subject to the relevant provisions of the Memorandum and Articles of Association of the Company, the SEBI Listing Obligations and Disclosure Requirements Regulations, 2015, provisions of Chapter VII Preferential issue of Securities and Exchange Board of India Issue of Capital and Disclosure Requirements Regulations, 2009, hereinafter referred to as SEBI ICDR Regulations] including any statutory modification s or reenactment s thereof from time to time and in accordance with all other applicable regulations, guidelines and**

Particulars	Number Of ShareHolders	Number Of Shares
I / We Assent To The Resolution (For/ Yes / Favour)	101	17051485.000
I / We Dissent To The Resolution (Against/ No)	19	3537.000

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Site Update Date : 18-03-2016

For ARPAN SENGUPTA & ASSOCIATES

Proprietor

