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Date : 22/08/2015

Scrutinizer's Report

[Pursuant to section 108 of the Companies Act, 2013 and rule 20 (3) (xi) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman of Annual General Meeting of the members of
Pranavaditya Spinning Mills Limited (the company) held on the 22nd August, 2015 at
11.00 A. M. at the Registered office of the Company at Office No. 2, Plot No. 266, Village
Alte, Kumbhoj Road, Taluka Hatkanangale, District Kolhapur 416 109, Maharashtra.

Sub : Scrutinizer's report on e-voting conducted pursuant to the provision of Section 108 of Companies Act 2013, ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules , 2014 and scrutiny of the physical ballot forms received from the shareholders who did not avail the of e-voting facility provided by the Company

Dear Sir,

I, C. V. Kulkarni, Proprietor, *M/s CV Kulkarni & Co, Practicing Company Secretaries , Pune* had been appointed as the Scrutinizer by the Board of Director of the **Pranavaditya Spinning Mills Limited** (the Company) vide resolution dated 9th May, 2015 pursuant to Section 108 of Companies Act 2013, read with rule 20 of the **Companies ((Management and Administration) Rules , 2014** to conduct the electronic voting (e- voting) process and to scrutinise physical ballot forms received from shareholders in respect of the below mentioned resolutions proposed to be passed at Annual General Meeting to be held on August 22,2015 on 11.00 A. M.

The notice dated May 9, 2015 convening the AGM of the Company along with statement setting out material facts under section 108 of the Act were sent to the shareholders in respect of below mentioned resolutions which were proposed for approval at the said AGM of the Company.

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 Company has also provided voting by physical ballot papers to the members who did not availed the e-voting facility.



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The shareholders of the Company holding shares as on the "Cut Off" date of August 17, 2015 were entitled to vote on the proposed resolutions at set out at Item Nos. 1 to 4 in the notice of the AGM of the Company

The complete records of votes cast by electronic mode were unblocked in the presence of two witnesses who were not in the employment of the Company, from Central Depository Services (India) Limited (CDSL), on August 22, 2015. Immediately after the conclusion of the Annual General Meeting. The e-voting process was closed on August 21, 2015 at 05.00 P.M.

I have scrutinized and reviewed the voting through electronic means and physical mode and votes tendered therein based on the data downloaded from the CDSL e-voting system and the ballot forms received, respectively.

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

Resolution No. 1:-

Ordinary Resolution to consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2015, the reports of the Board of the Directors and Auditors thereon

(i) Voted **in favour** of the resolution

	Number of members voted through e-voting system and through physical ballots	Number of votes cast (shares)	% of total number of valid votes cast
E-voting	5	1,43,42,415	-
Physical Ballots	-	-	-
Total	5	1,43,42,415	100%

(ii) Voted **against** the resolution

	Number of members voted through e-voting system and through physical ballots	Number of votes cast (shares)	% of total number of valid votes cast
E-voting	-	-	-
Physical Ballots	-	-	-
Total	NIL	NIL	NIL



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(iii) **Invalid votes**

	Total numbers of members whose votes were declared invalid	Total numbers of votes (Shares)
E-voting	-	-
Physical Ballots	-	-
Total	-	-

Resolution No. 2:-

Ordinary Resolution to appoint a Director in place of Mr. Kamal Mitra (DIN: 01839261), who retires by rotation at the Annual General Meeting and being eligible has offered himself for re-appointment.

(i) **Voted in favour** of the resolution

	Number of members voted through e-voting system and through physical ballots	Number of votes cast (shares)	% of total number of valid votes cast
E-voting	5	1,43,42,415	-
Physical Ballots	-	-	-
Total	5	1,43,42,415	100%

(ii) **Voted against** the resolution

	Number of members voted through e-voting system and through physical ballots	Number of votes cast (shares)	% of total number of valid votes cast
E-voting	-	-	-
Physical Ballots	-	-	-
Total	NIL	NIL	NIL

(iii) **Invalid votes**

	Total numbers of members whose votes were declared invalid	Total numbers of votes (Shares)
E-voting		
Physical Ballots		
Total		



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Resolution No. 3:-

Ordinary Resolution to ratify appointment of M/s B K Shroff & Co., Chartered Accountants, as Auditors of the company from the conclusion of 25th AGM till the conclusion of 26th AGM and fixing their remuneration

(i) Voted **in favour** of the resolution

	Number of members voted through e-voting system and through physical ballots	Number of votes cast (shares)	% of total number of valid votes cast
E-voting	5	1,43,42,415	-
Physical Ballots	-	-	-
Total	5	1,43,42,415	100%

(ii) Voted **against** the resolution

	Number of members voted through e-voting system and through physical ballots	Number of votes cast (shares)	% of total number of valid votes cast
E-voting	-	-	-
Physical Ballots	-	-	-
Total	NIL	NIL	NIL

(iii) **Invalid** votes

	Total numbers of members whose votes were declared invalid	Total numbers of votes (Shares)
E-voting	-	-
Physical Ballots	-	-
Total	-	-



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Resolution No. 4:-

Ordinary Resolution to appoint Ms. Preeti Sheth (DIN: 00202080) as an Independent Director.

(i) Voted **in favour** of the resolution

	Number of members voted through e-voting system and through physical ballots	Number of votes cast (shares)	% of total number of valid votes cast
E-voting	5	1,43,42,415	-
Physical Ballots	-	-	-
Total	5	1,43,42,415	100%

(ii) Voted **against** the resolution

	Number of members voted through e-voting system and through physical ballots	Number of votes cast (shares)	% of total number of valid votes cast
E-voting	-	-	-
Physical Ballots	-	-	-
Total	NIL	NIL	NIL

(iii) **Invalid** votes

	Total numbers of members whose votes were declared invalid	Total numbers of votes (Shares)
E-voting	-	-
Physical Ballots	-	-
Total	-	-

Thanking you

**FOR C.V.KULKARNI & CO.
COMPANY SECRETARIES**

C.V. Kulkarni

**C.V.KULKARNI
COMPANY SECRETARY IN PRACTICE**

CP NO. 2792
FCS NO. 3342



Place : Alte
Date : 22.08.2015

*C.V. KULKARNI & CO.
COMPANY SECRETARIES*