

### **Report of Scrutinizer**

*[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies  
(Management and Administration) Rules, 2014]*

To,

The Chairman of the 24<sup>th</sup> (Twenty fourth) Annual General Meeting of the Equity Shareholders of **PNY Sabha Finance Limited** held on Monday, 30<sup>th</sup> September, 2019 at 11.00 A.M. at the Registered Office of the company.

Dear Sir,

I, M Vasudevan FCS, Practicing Company Secretary, appointed as Scrutinizer by the Board of Directors of **PNY Sabha Finance Limited** ('the company') for the purpose of scrutinizing the electronic voting ('e-voting') process and voting by use of ballot at the 24<sup>th</sup> Annual General Meeting ('the meeting') of the Equity Shareholders of the company, held on 30<sup>th</sup> September, 2019 at 11.00 A.M. at the Registered Office of the company, in respect of the below mentioned resolutions pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, submit my report as under:

1. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to e-voting and voting by using ballots by the shareholders on the resolutions proposed in the notice of the 24<sup>th</sup> Annual General Meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and by use of ballots at the meeting are conducted in a fair and transparent manner and render consolidated scrutinizer's report to the Chairman based on the reports generated from the electronic voting system and the scrutiny of ballots.
2. In accordance with the notice of the meeting sent to all the members and the public notice pursuant to Rule 20 of the Companies (Management and Administration) Rules, 2014, the facility for e-voting remained open from 9.00 A.M. on September 27, 2019 to 5.00 P.M. on September 29, 2019. The facility for voting by using ballots was also made available at the venue of the meeting.
3. The equity shareholders holding shares on the cut-off date, i.e. September 23, 2019, were entitled to vote on the resolutions stated in the notice of the meeting.

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On the conclusion of voting at the meeting the locked ballot box was opened in the presence of two witnesses and ballots were diligently scrutinized. The ballots were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.

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

The votes cast through remote e-voting were unblocked after conclusion of voting at the meeting in the presence of two witnesses not in the employment of the company.

The consolidated result of remote e-voting and poll is as under:

**a) Item No. 1 – Ordinary Resolution:**

**To receive, consider and adopt the audited financial statements for the year ended on 31st March 2019 and auditors and directors report thereon.**

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

Mode of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	72	5,39,543	
Voting by ballot	234	1,06,84,131	
Total	306	1,12,23,674	100

(ii) Voted *against* the resolution:

Mode of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	Nil	Nil	
Voting by ballot	Nil	Nil	
Total	Nil	Nil	Nil

(iii) *Invalid* votes:

Total number of members (in person or proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil



**b) Item No. 2 - Ordinary Resolution:**

**Re appointment of Sri. Vasudevan Thekkedathamallur Vasudevan (DIN: 00912033), Director who retires by rotation.**

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

Mode of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	71	5,36,908	
Voting by ballot	233	1,06,82,670	
Total	304	1,12,19,578	100

(ii) Voted *against* the resolution:

Mode of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	Nil	Nil	
Voting by ballot	Nil	Nil	
Total	Nil	Nil	Nil

(iii) *Invalid* votes:

Total number of members (in person or proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

**c) Item No. 3 - Ordinary Resolution:**

**Re appointment of Sri. Unnikrishnan Njanappilly Damodaran (DIN: 07642580), Director who retires by rotation.**

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

Mode of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	72	5,39,543	
Voting by ballot	233	1,06,82,670	
Total	305	1,12,22,213	100

(ii) Voted **against** the resolution:

Mode of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	Nil	Nil	
Voting by ballot	Nil	Nil	
Total	Nil	Nil	Nil

(iii) **Invalid** votes:

Total number of members (in person or proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

**d) Item No. 4 - Ordinary Resolution:**

**Re appointment of Narayanan Namboodiri Krishnan Namboodiri Pazhangaparambu Mana (DIN: 03589872), Director who retires by rotation.**

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

Mode of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	71	5,36,908	
Voting by ballot	233	1,06,82,670	
Total	304	1,12,19,578	99.99

(ii) Voted **against** the resolution:

Mode of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	Nil	Nil	
Voting by ballot	1	1,461	
Total	1	1,461	0.01

(iii) **Invalid** votes:

Total number of members (in person or proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

**e) Item No. 5 – Special Resolution:**

**Consent for fixing borrowing limit.**

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

Mode of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	71	5,36,908	
Voting by ballot	232	1,06,82,027	
<b>Total</b>	<b>303</b>	<b>1,12,18,935</b>	<b>100</b>

(ii) Voted *against* the resolution:

Mode of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	Nil	Nil	
Voting by ballot	Nil	Nil	
<b>Total</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>

(iii) *Invalid* votes:

Total number of members (in person or proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

**f) Item No. 6 – Special Resolution:**

**Consent for issue of secured redeemable non-convertible debentures (NCDs) on private placement basis.**

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

Mode of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	72	5,39,543	
Voting by ballot	232	1,06,82,027	
<b>Total</b>	<b>304</b>	<b>1,12,21,570</b>	<b>99.99</b>



(ii) Voted **against** the resolution:

Mode of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	Nil	Nil	
Voting by ballot	1	1,461	
Total	1	1,461	0.01

(iii) **Invalid** votes:

Total number of members (in person or proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

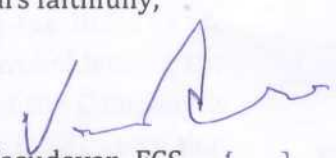
8. The ballots and all other relevant records were sealed and handed over to the Company Secretary/Director authorized by the Board for safe keeping.

Thanking you,

Place: Thrissur

Date: 03.10.2019

Yours faithfully,

  
M Vasudevan, FCS

**M. VASUDEVAN F.C.S.**  
FCS 4177 / CP 2437  
COMPANY SECRETARY  
SOORYA GARDENS APARTMENTS  
PALIYAM ROAD, THRISSUR-680 001