



PIIL:SEC:NSE/BSE:15/20-21
7th February, 2021

BSE Limited Corporate Relationship Deptt. PJ Towers, 25 th Floor, Dalal Street, Mumbai – 400 001 Code No.523642	National Stock Exchange of India Ltd. Exchange Plaza, Plot No.C/1, G-Block Bandra Kurla Complex, Bandra (East), Mumbai – 400 051. Code No. PIIND
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Dear Sir/ Madam,

Sub: Voting results under Regulation 44 alongwith Scrutinizers report in respect of NCLT convened meeting of Equity shareholders held on February 06, 2021.

Pursuant to Regulation 30 and 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), we hereby submit the following reports in respect of the meeting of Equity Shareholders of the Company held on **Saturday, February 6, 2021** at 11:00 A.M as per the directions of the Hon'ble NCLT vide its order dated December 18, 2020 in the matter of Scheme of Amalgamation of Isagro (Asia) Agrochemicals Private Ltd and PI Industries Ltd.

1. **Voting results** of the business transacted at the NCLT convened meeting of Equity shareholders, as required under Regulation 44(3) of the Listing Regulations - **Annexure A.**
2. **Report of the Scrutinizer** dated **7th February, 2021**, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 - **Annexure B.**

You are requested to kindly take above information on your records.

Thanking you,

Yours faithfully,
For PI Industries Limited

Naresh Kapoor
Company Secretary

Encl: As above.

VOTING RESULTS	
Record date	29-01-2021
Total number of shareholders on record date	106294
Number of shareholders present in the meeting either in person or through proxy	
a) Promoter and promoter group	N.A.
b) Public	N.A.
Number of shareholders attended the meeting through video conferencing	
a) Promoter and promoter group	6
b) Public	68
Number of resolutions passed in meeting	1
Disclosure of notes on voting results	

Resolution Details(1)								
Resolution Required					Approval of the Scheme of Amalgamation of Isagro (Asia) Agrochemicals Private Limited ("Transferor Company") with PI Industries Limited ("Transferee Company") and their respective shareholders.			
Whether promoter/ promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter Group	E-voting	70920494	70920494	100	70920494	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		70920494	70920494	100	70920494	0	100
Public Institutions	E-voting	57923171	45917413	79.2730	45917413	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		57923171	45917413	79.2730	45917413	0	100
Public Non-Institutions	E-voting	22869770	2869815	12.5485	2869815	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		22869770	2869815	12.5485	2869815	0	100
Total		151713435	119707722	78.9038	119707722	0	100	0

For PI Industries Ltd


 Naresh Kapoor
 Company Secretary

SUSSHIL DAGA

Advocate

B.Com, LL.B, FCS

R-2, Tilak Marg, C-Scheme, Jaipur-302005 (Raj.)

February 07, 2021

Consolidated Report of Scrutinizer on Remote e-voting and electronic voting at the NCLT convened Meeting

[Pursuant to section 108 of the Companies Act, 2013 and rule 20(4) of the Companies (Management and Administration) Rules, 2014]

To,
Ms. Sudha Sharma,
Ex-Chairperson, CBDT Chandigarh,
The Chairperson of the NCLT convened Meeting,
PI Industries Limited
CIN: L24211RJ1946PLC000469
Udaisagar Road, Udaipur-313001
(Rajasthan)

Sub: NCLT convened Meeting of the Equity Shareholders of PI Industries Limited held on Saturday, 06th day of February, 2021 at 11:00 A.M. through Video Conferencing ("VC") /Other Audio Visual Means ("OAVM").

Dear Madam,

I, Susshil Daga, Advocate and Company Secretary, having office at R-2, First Floor, Tilak Marg, Adjacent to CBI Office, C-Scheme, Jaipur-302005 Rajasthan, had been appointed as Scrutinizer by the Hon'ble National Company Law Tribunal, Jaipur Bench vide its order dated 18.12.2020 for the purpose of scrutinizing the e-voting process (remote e-voting), voting during the NCLT convened Meeting of the Shareholders of PI Industries Limited ("**the Company**") by electronic means, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, read with MCA General Circular No. 14/2020 dated April 8, 2020, MCA General Circular No. 17/2020 dated

Susshil Daga

25

April 13, 2020 and MCA General Circular No. 20/2020 dated May 05, 2020, MCA General Circular No. 22/2020 dated June 15, 2020 read with SEBI Circular No. SEBI/HO/CFD/CMDI/CIR/P/2020/79 dated May 12, 2020, In respect of resolutions proposed at the Meeting of the Shareholders of PI Industries Limited held on Saturday, 06th day of February, 2021 at 11:00 A.M. through Video Conferencing ("VC") /Other Audio Visual Means ("OAVM").

The compliance with the provisions of the Companies Act, 2013 and the rules made there under relating to voting through electronic means by shareholders on the resolution proposed in the Notice dated 31.12.2020 of the NCLT convened Meeting of the Equity Shareholders of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process is conducted in a fair and transparent manner and render Scrutinizer's report of total votes cast in favour and against the resolution proposed. I submit my report as under:

1. The remote e-voting period remained opened from February 01, 2021 (09:00 AM IST) till February 5, 2021 (05:00 PM) IST on the designated website via NSDL e-voting platform.
2. The shareholders holding shares as on the "cut-off date" i.e. January 29,2021 were entitled to vote on the proposed resolution (item No. 1) as set out in the Notice dated 31.12.2020of the NCLT convened Meeting of the Company.
3. In view of continuing pandemic novel corona virus (COVID -19), the NCLT convened Meeting was held as per guidelines and circulars issued by competent authorities. Since the NCLT convened Meeting washeld through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), no physical presence was required. Members who had not cast their votes through

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remote e-voting earlier were given option to cast their votes through evoting on NSDL platform at the time of meeting

4. As per the Order of the NCLT dated December 18, 2020, the quorum for the NCLT convened meeting of the Equity Shareholder was 30 (Thirty) and 25% in value either present personally, including authorized representative, or through proxy. The requisite quorum was present at the NCLT convened Meeting of the equity shareholders of the Company.
5. After the closure of e-voting during the NCLT convened Meeting, I have unblocked the electronic votes for both remote-voting/e-voting processes in the presence of Ms. Annie Singh Jhala, Company Secretary in Practice and Mr. Chitransh Mathur, Advocate, who are not in the employment of the Company.
6. Thereafter, the details containing, inter alia, the information about shareholders voting 'For' and/or 'Against' the resolution that were put to vote, were generated from the e-voting portal of NSDL and based on such reports generated, data regarding the e-voting was diligently scrutinized.
7. The result of the e-voting including the remote e-voting is as under:

Resolution: To approve the Scheme of Amalgamation of M/s Isagro (Asia) Agrochemicals Private Limited (Transferor Company) with PI Industries Limited (Transferee Company).

(i) Voted in favour of the resolution:

Mode of Voting	Total Number of votes count through	Number of votes cast by members.	%of total number of
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	e-voting (including the remote evoting)		valid votes cast
E-Voting	628	11,97,07,722	100%
Poll	-	-	-
Total	628	11,97,07,722	100%

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

Mode of Voting	Total Number of votes count through e-voting (including the remote evoting)	Number of votes cast by members	% of total number of valid votes cast
E-Voting	628	NIL	NIL
Poll	-	-	-
Total	628	NIL	NIL

(iii) **Invalid** votes:

Mode of Voting	Total Number of votes count through e-voting (including the remote evoting)	Number of votes cast by members	%of total number of valid votes cast
E-Voting	628	NIL	NIL
Poll	-	-	-
Total	628	NIL	NIL

Susmita Datta

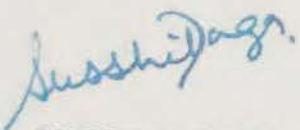
RESULT:

The total number of votes has been cast in favour of the resolution. No vote has been casted against the resolution.

Accordingly, the resolution as set out in the Notice dated 31.12.2020 convening the NCLT meeting of equity shareholders for the approval of the Scheme of Amalgamation of M/s Isagro (Asia) Agrochemicals Private Limited (Transferor Company) with PI Industries Limited (Transferee Company) is passed unanimously i.e. with requisite majority as required

8. All electronic data and relevant records of voting until will remain in our custody the Chairperson considers, approves and signs the minutes of the Meeting and the-same shall be handed over thereafter to the Company Secretary of the Company for safe keeping.

Thanking you,
Yours faithfully,

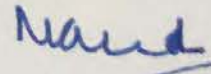


SUSSHIL DAGA

Advocate, (R/2160/2011)

R-2 Tilak Marg, C-Scheme Jaipur

For PI INDUSTRIES LTD.



Company Secretary