



**Date: 07.08.2024**

**To,  
BSE LTD,  
FLOOR 25, P. J. TOWERS,  
DALAL STREET,  
MUMBAT - 400001**

**Subject:** Disclosure under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, details of **Voting Results along with Scrutinizer Report** for the purpose of Extra-Ordinary General Meeting of **POWER AND INSTRUMENTATION (GUJARAT) LTD**

**BSE CODE: 543912**

**Dear Sir/ Ma'am,**

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby submitting the detailed voting results (includes remote e-voting and ballot voting during the EGM) along with Scrutinizer Report of for the purpose of Extra-Ordinary General Meeting of the Company held on Monday, 05th August, 2024 Scheduled at 12:30P.M. and started at 12:30P.M. at B-1104 Sankalp Iconic, Opp. Vikram Nagar, Iscon Temple Cross Road, S.G. Highway, Ahmedabad, Gujarat-380054.

Kindly take the same on your record.

Thanking You,

Yours Faithfully,  
**For, POWER AND INSTRUMENTATION (GUJARAT) LTD**

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**PADMARAJ PADMANABHAN PILLAI**  
**MANAGING DIRECTOR**  
**(DIN: 00647590)**

**Encl: 1. Detailed Voting Result**  
**2. Scrutinizer Report**



## Details of Voting Results

1.	Date of the AGM/EGM	Monday, 05th August, 2024
2.	Total number of shareholders on record date/Book Closure	4522 (As on cut-off date i.e. Monday, July 29, 2024)
3.	No. of shareholders present in the meeting either in person or through proxy <ul style="list-style-type: none"><li>Promoters and Promoter Group</li><li>Public</li></ul>	4 13
4.	No. of shareholders attended the meeting through video conferencing <ul style="list-style-type: none"><li>Promoters and Promoter Group</li><li>Public</li></ul>	N.A.

### Agenda-wise

Resolution / Agenda wise details of voting are as under:

#### Resolution No. 1:

**APPOINTMENT OF MR. AMIT R. UTTAMCHANDANI (DIN: 10278185) AS AN INDEPENDENT DIRECTOR ON THE BOARD OF THE COMPANY.**

Whether promoter/ promoter group are interested in the agenda/resolution?		"No"						
Category	Mode of Voting	No. of Shares Held (1)	No. of votes Polled (2)	Votes Polled on outstanding shares (%) (3)=[(2)/ (1)]*100	No. of Votes - in favor (4)	No, of Votes - against (5)	Votes in favor on votes polled (%) (6)=[(4)/ (2)]*100	Votes against on votes polled (%) (7)=[(5)/ (2)]*100
Promoter and Promoter Group	E-Voting	6581500	6581300	99.9970	6581300	0	100	0
	Voting at EGM		-	-	-	-	-	-
Public- Instituti ons	E-Voting	-	-	-	-	-	-	-
	Voting at EGM		-	-	-	-	-	-
Public- Non- Instituti ons	E-Voting	6052400	179564	2.9668	179564	0	100	0
	Voting at EGM		321462	5.3113	321462	0	100	0
<b>Total</b>		<b>1,26,33,900</b>	<b>7082326</b>	<b>56.0581</b>	<b>7082326</b>	<b>0</b>	<b>100</b>	<b>0</b>

**Resolution No. 2:****TO APPROVE INCREASE IN REMUNERATION OF MR. PADMARAJ PADMANABHAN PILLAI, MANAGING DIRECTOR OF THE COMPANY:**

Whether promoter/ promoter group are interested in the agenda/resolution?		"Yes"						
Category	Mode of Voting	No. of Shares Held (1)	No. of votes Polled (2)	Votes Polled on outstanding shares (%) (3)=[(2)/ (1)]*100	No. of Votes - in favor (4)	No, of Votes - against (5)	Votes in favor on votes polled (%) (6)=[(4)/ (2)]*100	Votes against on votes polled (%) (7)=[(5)/ (2)]*100
Promoter and Promoter Group	E-Voting	6581500	0	0	0	0	0	0
	Voting at EGM		-	-	-	-	-	-
Public- Instituti ons	E-Voting	-	-	-	-	-	-	-
	Voting at EGM		-	-	-	-	-	-
Public- Non- Instituti ons	E-Voting	6052400	179564	2.9668	179440	124	99.9309	0.0691
	Voting at EGM		321462	5.6113	321462	0	100	0
<b>Total</b>		<b>1,26,33,900</b>	<b>501026</b>	<b>3.9657</b>	<b>500902</b>	<b>124</b>	<b>99.9753</b>	<b>0.0247</b>

**Resolution No. 3:****TO APPROVE INCREASE IN REMUNERATION OF MRS. PADMAVATI PADMANABHAN PILLAI, EXECUTIVE DIRECTOR OF THE COMPANY:**

Whether promoter/ promoter group are interested in the agenda/resolution?		"Yes"						
Category	Mode of Voting	No. of Shares Held (1)	No. of votes Polled (2)	Votes Polled on outstanding shares (%) (3)=[(2)/ (1)]*100	No. of Votes - in favor (4)	No, of Votes - against (5)	Votes in favor on votes polled (%) (6)=[(4)/ (2)]*100	Votes against on votes polled (%) (7)=[(5)/ (2)]*100
Promoter and Promoter Group	E-Voting	6581500	0	0	0	0	0	0
	Voting at EGM		-	-	-	-	-	-
Public- Instituti ons	E-Voting	-	-	-	-	-	-	-
	Voting at EGM		-	-	-	-	-	-
Public-	E-Voting	6052400	179564	2.9668	179564	0	100	0



Non-Institutions	Voting at EGM		321462	5.3113	321462	0	100	0
Total		1,26,33,900	501026	3.9657	501026	0	100	0

## **Resolution No. 4:**

**TO APPROVE INCREASE IN REMUNERATION OF MRS. KAVITA PADMARAJ PILLAI, EXECUTIVEDIRECTOR OF THE COMPANY:**

Whether promoter/ promoter group are interested in the agenda/resolution?		"Yes"						
Category	Mode of Voting	No. of Shares Held (1)	No. of votes Polled (2)	Votes Polled on outstanding shares (%) (3)=[(2)/ (1)]*100	No. of Votes - in favor (4)	No, of Votes - against (5)	Votes in favor on votes polled (%) (6)=[(4)/ (2)]*100	Votes against on votes polled (%) (7)=[(5)/ (2)]*100
Promoter and Promoter Group	E-Voting	6581500	0	0	0	0	0	0
	Voting at EGM		-	-	-	-	-	-
Public- Institutions	E-Voting	-	-	-	-	-	-	-
	Voting at EGM	-	-	-	-	-	-	-
Public- Non- Institutions	E-Voting	6052400	179564	2.9668	179564	0	100	0
	Voting at EGM		321462	5.3113	321462	0	100	0
Total		1,26,33,900	501026	3.9657	501026	0	100	0

**For, POWER AND INSTRUMENTATION (GUJARAT) LIMITED**

**PADMARAJ PADMANABHAN PILLAI**  
**MANAGING DIRECTOR**  
**(DIN: 00647590)**

# Vishwas Sharma & Associates

COMPANY SECRETARIES

**CONSOLIDATED REPORT OF SCRUTINIZER ON REMOTE E-VOTING AND VOTING AT  
EXTRA-ORDINARY GENERAL MEETING OF POWER AND INSTRUMENTATION (GUJARAT)  
LIMITED**

[Pursuant to section 108 and 109 of the Companies Act, 2013 and rule 20 and 21 of the  
Companies (Management and Administration) Rules, 2014]

**07<sup>TH</sup>August, 2024**

**To,  
The Chairman,  
Extra-Ordinary General Meeting of the Equity Shareholders of  
POWER AND INSTRUMENTATION (GUJARAT) LIMITED**

(CIN: L32201GJ1983PLC006456)

Held on Monday, 05<sup>th</sup>August, 2024

Scheduled at 12:30 P.M.

At, B-1104 Sankalp Iconic, Opp Vikram Nagar,  
Iscon Temple Cross Road, S. G. Highway,  
Ahmedabad, Gujarat-380054.

**Dear Sir,**

**Consolidated Scrutinizer's Report on voting by Remote E-voting and ballot voting facility to the shareholders present at the Extra-Ordinary General Meeting ('EGM') held on Monday, 05<sup>th</sup> August, 2024 at the registered office of the company at B-1104 Sankalp Iconic, Opp Vikram Nagar, Iscon Temple Cross Road, S. G. Highway, Ahmedabad, Gujarat-380054 in respect of the resolutions (Businesses) contained in the Notice dated 08<sup>th</sup> July, 2024.**

I, Vishwas Sharma, proprietor of M/s. Vishwas Sharma & Associates, Company Secretaries, Ahmedabad, have been appointed as Scrutinizer of **POWER AND INSTRUMENTATION (GUJARAT) LIMITED**, ("the Company") for the purpose of scrutinizing the Remote E-voting and ballot voting facility to the shareholders as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 at the EGM held on Monday, 05<sup>th</sup> August, 2024 at the Registered office of the Company at B-1104 Sankalp Iconic, Opp Vikram Nagar, Iscon Temple Cross Road, S. G. Highway, Ahmedabad, Gujarat-380054, Gujarat on the below mentioned resolution(s) which scheduled and commenced at 12:30 P.M.

<b>Sr. No.</b>	<b>Type of Resolution</b>	<b>Particulars</b>
1.	Special	Appointment of Mr. Amit R. Uttamchandani (DIN: 10278185) as an Independent Director on the Board of the Company.
2.	Special	To approve increase in Remuneration of Mr. Padmaraj Padmanabhan Pillai, Managing Director of the Company
3.	Special	To approve increase in Remuneration of Mrs. Padmavati Padmanabhan Pillai, Executive Director of the Company
4.	Special	To approve increase in Remuneration of Mrs. Kavita Padmaraj Pillai, Executive Director of the Company

The management of the company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules thereof including Circulars/SEBI Regulations in respect of the resolutions contained in the notice of EGM including the dispatch of the notice to the Shareholders. My responsibilities as Scrutinizer is restricted to make a Scrutinizer's Report of the votes cast in 'Favour' or 'Against' the resolutions contained in the Notice of EGM based on the reports generated from the e-voting system provided by Central Depository Services Limited (CDSL) and voting by poll during the meeting of Members at the Registered office of the Company.

I hereby submit my report as under:

1. As informed by the Company, Notice of EGM containing remote e-voting instructions along with explanatory statements were sent to all those Members, whose e-mail address were registered with the Company or Registrar and Share Transfer Agent i.e. Skyline Financial Services Pvt. Ltd('RTA'), or with their respective Depository Participants ('DP') and whose names appeared in the Register of Members of the Company/List of Beneficial Owners as maintained by the Depositories as on Friday, 5<sup>th</sup> July, 2024.
2. The Company has entered into an agreement with Central Depository Services Limited (CDSL), the authorized agency engaged by the company to provide e-voting facilities for voting through electronic means to all the members who are eligible to take part in the remote e-voting as on cut-off date i.e. Monday, 29<sup>th</sup> July, 2024 to exercise their right to vote on any or all of the business specified in the Notice of Extra-Ordinary General Meeting;
3. A copy of EGM notice together with the explanatory statement is available on the website of the Company (<https://power-instrumentation.grouppower.org/>) and on the website of the Stock Exchanges on which the Equity shares of the Company is listed for trading i.e. BSE Ltd. ([www.bseindia.com](http://www.bseindia.com)) and The National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)) and Electronic Voting Sequence Number "240710018" ('EVSN') was generated for casting the votes through E-voting mode.
4. As per Rule 22(3) of Companies (Management & Administration) Rules, 2014 and in respect of Members whose email ids were not available/ registered, a Public Notice was published on Saturday, 13<sup>th</sup> July, 2024 regarding dispatch of Notice of Extra-Ordinary General Meeting (EGM) to eligible members in English and Gujarati Newspaper viz. Business Standard (English language) and Jai Hind (Gujarati language);
5. In accordance with the Notice of EGM sent to the Members and the voting through remote e-voting period was started on Friday, 02<sup>nd</sup> August, 2024 at 09:00 A.M. and ended on Sunday, 04<sup>th</sup> August, 2024 at 5:00 pm. Thereafter, e-voting module was disabled by the CDSL;
6. The shareholders who have not voted on remote e-voting facility provided by the Company through CDSL were allowed to cast their votes through ballot voting during the Extra Ordinary General Meeting.
7. After the time fixed for the closing of the Poll by the Chairman in the Extra-Ordinary General Meeting, one ballot box kept for polling was locked in my presence;
8. The locked ballot box was subsequently opened by me in presence of Ms. Somi Khemsera & Mr. Amrutbhai Gohil and poll papers were diligently scrutinized;
9. After the conclusion of the Extra-Ordinary General Meeting ('EGM') of the Company, the votes cast at the meeting were counted and votes casted through remote e-voting were unblocked from the website of the CDSL ([www.evotingindia.com](http://www.evotingindia.com)) by me in the presence of Ms. Somi Khemsera & Mr. Amrutbhai Gohil on Monday, 05<sup>th</sup> August, 2024 at 13.44 P.M., who

are not the employees of the Company. I was provided with the list of members who had cast their votes, their holding details and the details containing shareholders, who voted "For" and "Against", were downloaded from the e-voting Website i.e. <https://www.evotingindia.com/>. The votes were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company;

10. The register, in accordance with Rule 20 of the Companies (Management & Administration) Rules, 2015, has been maintained electronically to record the assent or dissent received, mentioning the Particulars of name, address, folio number or client ID of the shareholders, number of shares held by them. There were no shares with differential voting rights in the Company, hence there is no requirement of maintaining of the list of shares with differential voting rights;
11. The Result of the scrutiny of voting by Remote E-voting and ballot voting at the Extra Ordinary General Meeting held at the Registered office of the Company, in respect of resolutions (businesses) contained in notice vide dated 08<sup>th</sup> July, 2024 is as under:

Consolidated report on result of e-voting and remote e-voting is as under:

**SPECIAL BUSINESS :**

**Item No. 1: As a Special Resolution**

**APPOINTMENT OF MR. AMIT R. UTTAMCHANDANI (DIN: 10278185) AS AN INDEPENDENT DIRECTOR ON THE BOARD OF THE COMPANY**

**i. Voted in favor of the resolution:**

Type of Voting	Number of Members who voted	Numbers of Votes Casted by them	Total number of valid votes casted (%)
Remote e-voting	28	67,60,864	95.46
Voting at EGM	7	3,21,462	4.54
<b>Total</b>	<b>35</b>	<b>70,82,326</b>	<b>100</b>

**ii. Voted in against the resolution:**

Type of Voting	Number of Members who voted	Numbers of Votes Casted by them	% of total number of valid votes casted
Remote e-voting	0	0	0
Voting at EGM	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

**iii. Invalid Votes:**

Type of Voting	Number of Members who voted	Numbers of Votes Casted by them
Remote e-voting	0	0

Voting at EGM	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

**Item No. 2: As a Special Resolution**

**TO APPROVE INCREASE IN REMUNERATION OF MR. PADMARAJ PADMANABHAN PILLAI, MANAGING DIRECTOR OF THE COMPANY:**

**i. Voted in favor of the resolution:**

Type of Voting	Number of Members who voted	Numbers of Votes Casted by them	Total number of valid votes casted (%)
Remote e-voting	21	1,79,440	35.81
Voting at EGM	7	3,21,462	64.16
<b>Total</b>	<b>28</b>	<b>5,00,902</b>	<b>99.98</b>

**ii. Voted in against the resolution:**

Type of Voting	Number of Members who voted	Numbers of Votes Casted by them	% of total number of valid votes casted
Remote e-voting	1	124	0.02
Voting at EGM	0	0	0
<b>Total</b>	<b>1</b>	<b>124</b>	<b>0.02</b>

**iii. Invalid Votes:**

Type of Voting	Number of Members who voted	Numbers of Votes Casted by them
Remote e-voting	5	65,81,300
Voting at EGM	0	0
<b>Total</b>	<b>5</b>	<b>65,81,300</b>

Vote cast by the promoter group namely Sriram Padmanabhan Nar, Kavita Padmaraj Pillai, Padmaraj Padmnabhan Pillai, Padmavati Padmanabhan Pillai, Shreekala Padmanabhan Pillai and Padmaraj Padmanabh Pillai were treated as Invalid votes as all were interested in the aforesaid resolution.

**Item No. 3: As a Special Resolution**

**TO APPROVE INCREASE IN REMUNERATION OF MRS. PADMAVATI PADMANABHAN PILLAI, EXECUTIVE DIRECTOR OF THE COMPANY:**

**i. Voted in favor of the resolution:**

Type of Voting	Number of	Numbers of Votes	Total number of
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	<b>Members who voted</b>	<b>Casted by them</b>	<b>valid votes casted (%)</b>
<b>Remote e-voting</b>	22	1,79,564	35.84
<b>Voting at EGM</b>	7	3,21,462	64.16
<b>Total</b>	<b>29</b>	<b>5,01,026</b>	<b>100</b>

**ii. Voted in against the resolution:**

<b>Type of Voting</b>	<b>Number of Members who voted</b>	<b>Numbers of Votes Casted by them</b>	<b>% of total number of valid votes casted</b>
<b>Remote e-voting</b>	0	0	0
<b>Voting at EGM</b>	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

**iii. Invalid Votes:**

<b>Type of Voting</b>	<b>Number of Members who voted</b>	<b>Numbers of Votes Casted by them</b>
Remote e-voting	5	65,81,300
Voting at EGM	0	0
<b>Total</b>	<b>5</b>	<b>65,81,300</b>

Vote cast by the promoter group namely Sriram Padmanabhan Nar, Kavita Padmaraj Pillai, Padmaraj Padmnabhan Pillai, Padmavati Padmanabhan Pillai, Shreekala Padmanabhan Pillai and Padmaraj Padmanabh Pillai were treated as Invalid votes as all were interested in the aforesaid resolution

**Item No. 4: As a Special Resolution**

**TO APPROVE INCREASE IN REMUNERATION OF MRS. KAVITA PADMARAJ PILLAI, EXECUTIVEDIRECTOR OF THE COMPANY:**

**i. Voted in favor of the resolution:**

<b>Type of Voting</b>	<b>Number of Members who voted</b>	<b>Numbers of Votes Casted by them</b>	<b>Total number of valid votes casted (%)</b>
<b>Remote e-voting</b>	22	1,79,564	35.84
<b>Voting at EGM</b>	7	3,21,462	64.16
<b>Total</b>	<b>29</b>	<b>5,01,026</b>	<b>100</b>

**ii. Voted in against the resolution:**

<b>Type of Voting</b>	<b>Number of Members who voted</b>	<b>Numbers of Votes Casted by them</b>	<b>% of total number of valid votes casted</b>
<b>Remote e-voting</b>	0	0	0
<b>Voting at EGM</b>	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

**iii. Invalid Votes:**

<b>Type of Voting</b>	<b>Number of Members who voted</b>	<b>Numbers of Votes Casted by them</b>
Remote e-voting	5	65,81,300
Voting at EGM	0	0
<b>Total</b>	<b>5</b>	<b>65,81,300</b>

Vote cast by the promoter group namely Sriram Padmanabhan Nar, Kavita Padmaraj Pillai, Padmaraj Padmnabhan Pillai, Padmavati Padmanabhan Pillai, Shreekala Padmanabhan Pillai and Padmaraj Padmanabh Pillai were treated as Invalid votes as all were interested in the aforesaid resolution

12. After the aforesaid scrutiny, and taking into account the result of remote e-voting and ballot voting at EGM, I Report that businesses as mentioned in the Notice of EGM dated 08<sup>th</sup> July, 2024 are deemed to have been passed on Monday, 05<sup>th</sup> August, 2024 being the date of Extra-Ordinary General Meeting of the members of the Company with requisite majority. Accordingly, we request the Chairman to announce the results of the voting.

13. 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 Extra Ordinary General Meeting and the same will be handed over to the Company Secretary of the Company for safe keeping.

Thanking You

Yours Faithfully,

**For, Vishwas Sharma & Associates,  
Company Secretaries**

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**Vishwas Sharma  
Proprietor  
COP : 16942  
FCS.: 12606  
P.R. No.854/2020  
UDIN: F012606F000918170**

**Place: Ahmedabad**

**Date: 07.08.2024**

**FOR, POWER AND INSTRUMENTATION (GUJARAT) LIMITED**

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**MR. PADMARAJ PADMNABHAN PILLAI  
MANAGING DIRECTOR  
DIN: 00647590**