

September 22, 2022.

**To,**  
**BSE Limited**  
Corporate Relationship Department  
1<sup>st</sup> Floor, New Trading Ring,  
B.J. Towers, Dalal Street,  
Fort, Mumbai- 400 001  
Fax:- 022-22722061/41/39/37

Dear Sir,

**Kind Attn.:- Manish Raval - Asst. Manager - Listing Compliance**

**Sub: Scrutinizers Report of 37<sup>th</sup> Annual General Meeting of the Company.**

**Company Code: 507864**

Please find attached herewith Scrutinizers Report relating to the details of voting results at the 37<sup>th</sup> Annual General Meeting of the Company held on 21<sup>st</sup> September, 2022 at 04.00 PM through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM"), as per the applicable regulation of SEBI (LODR) Regulations, 2015.

This is for your information and record.

We request you to acknowledge receipt of the same.

Thanking you,

Yours faithfully,  
for **PIONEER INVESTCORP LIMITED**



**AMIT CHANDRA  
COMPANY SECRETARY**

Encl.: a.a.

# Aspi Bhesania

Practising Company Secretary

688, Dinshaw Master Road, Parsi Colony, Dadar, Mumbai -400 014 .

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## MGT 13

### Consolidated Report of Scrutinizer on remote e-voting and voting through ballot papers

*[Pursuant to rule section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules,2015]*

To,

Chairman

Pioneer Investcorp Limited

1218, Maker Chambers V,

Nariman Point, Mumbai – 400 021

Dear Sir,

**Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and e-voting during the AGM for the 37<sup>th</sup> Annual General Meeting of Pioneer Investcorp Limited held on Wednesday, September 21, 2022 at 4.00 p.m. (IST) through video conferencing ('VC') / other audio visual means ('OAVM').**

I Aspi Bhesania, Practising Company Secretary (Certificate of Practice No. 9657,) had been appointed as the Scrutinizer by the Board of Directors of Pioneer Investcorp Limited Limited pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting process in respect of the below mentioned resolutions proposed at the 36<sup>th</sup> Annual General Meeting ("AGM") of Pioneer Investcorp Limited on Wednesday, September 21, 2022 at 4.00 p.m.(IST) through VC/OAVM.

I was also appointed as Scrutinizer to scrutinize the e-voting process during the said AGM.

The notice dated August 12, 2022, convening the AGM, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions proposed to be passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, in compliance with the MCA Circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020, May 05, 2020 and January 13, 2021, and December 14, 2021 (collectively referred to as "MCA Circulars") and SEBI Circular dated May 12, 2020, January 15, 2021 and May 13, 2022.

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i. Continuation Sheet

The Company had availed the e-voting facility offered by Central Depository Services (India) Limited ('CDSL') for conducting remote e-voting and e-voting at the AGM by the Shareholders of the Company.

The voting period for remote e-voting commenced on Sunday, September 18, 2022 (9:00 a.m. IST) and ended on Tuesday, September 20, 2022 (5:00 p.m. IST) and the CDSL e-voting platform was disabled thereafter.

The Company had also provided e-voting facility to the shareholders present at the AGM through VC / OAVM and who had not cast their vote earlier.

The shareholders of the Company holding shares as on the "cut-off" date of Wednesday, September 14 , 2022 were entitled to vote on the resolutions as contained in the Notice of the AGM.

After the closure of e-voting at the AGM, the report on voting done during the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked and counted.

I have scrutinized and reviewed the remote e-voting and e-voting during the AGM and votes cast therein based on the data downloaded from the CDSL e-voting system.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting and e-voting during the AGM on the resolutions contained in the notice of the AGM.

My responsibility as scrutinizer for the remote e-voting and e-voting during the AGM is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

I now submit my consolidated report as under on the results of the remote e-voting and e-voting during the AGM in respect of the said resolutions.

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## Resolution No.1 : Ordinary Resolution

To consider and adopt

a) the Audited Financial Statements of the Company for the financial year ended 31st March, 2022 including audited Balance Sheet as at 31st March, 2022 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Auditors and Directors thereon;

b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2022 including audited Balance Sheet as at 31st March, 2022 and the Statement of Profit and Loss for the year ended on that date.

a. Votes cast "in favour" of the resolution:

<b>Mode of voting</b>	<b>Number of Members voted</b>	<b>Number of votes cast in favour</b>	<b>% of total number of valid votes cast</b>
Remote e-voting	124	8221451	99.99
e-voting at the AGM	-	-	-
<b>Total</b>	<b>124</b>	<b>8221451</b>	<b>99.99</b>

b. Votes cast "against" the resolution:

<b>Mode of voting</b>	<b>Number of Members voted</b>	<b>Number of votes cast against</b>	<b>% of total number of valid votes cast</b>
Remote e-voting	1	30	0.01
e-voting at the AGM	-	-	-
<b>Total</b>	<b>1</b>	<b>30</b>	<b>0.01</b>

c. Invalid votes :

<b>Mode of voting</b>	<b>Total number of members whose votes were declared invalid</b>	<b>total number of votes cast by them and declared invalid</b>
Remote e-voting	-	-
e-voting at the AGM	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

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## Resolution No.2 : Ordinary Resolution

To appoint a Director in place of Mr. Tushya Jatia (DIN 02228722), who retires by rotation and being eligible, offers himself for reappointment

a. Votes cast "in favour" of the resolution:

<b>Mode of voting</b>	<b>Number of Members voted</b>	<b>Number of votes cast in favour</b>	<b>% of total number of valid votes cast</b>
Remote e-voting	125	8221481	100
e-voting at the AGM	-	-	-
<b>Total</b>	125	8221481	100

b. Votes cast "against" the resolution:

<b>Mode of voting</b>	<b>Number of Members voted</b>	<b>Number of votes cast against</b>	<b>% of total number of valid votes cast</b>
Remote e-voting	-	-	-
e-voting at the AGM	-	-	-
<b>Total</b>	-	-	-

c. Invalid votes :

<b>Mode of voting</b>	<b>Total number of members whose votes were declared invalid</b>	<b>total number of votes cast by them and declared invalid</b>
Remote e-voting	-	-
e-voting at the AGM	-	-
<b>Total</b>	-	-

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## Resolution No.3 : Ordinary Resolution

### To appoint Statutory Auditors of the Company

a. Votes cast "in favour" of the resolution:

<b>Mode of voting</b>	<b>Number of Members voted</b>	<b>Number of votes cast in favour</b>	<b>% of total number of valid votes cast</b>
Remote e-voting	125	8221481	100
e-voting at the AGM	-	-	-
<b>Total</b>	<b>125</b>	<b>8221481</b>	<b>100</b>

b. Votes cast "against" the resolution:

<b>Mode of voting</b>	<b>Number of Members voted</b>	<b>Number of votes cast against</b>	<b>% of total number of valid votes cast</b>
Remote e-voting	-	-	-
e-voting at the AGM	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>

c. Invalid votes :

<b>Mode of voting</b>	<b>Total number of members whose votes were declared invalid</b>	<b>total number of votes cast by them and declared invalid</b>
Remote e-voting	-	-
e-voting at the AGM	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

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## Resolution No. 4 : Special Resolution

To reappoint Mr. Gaurang Gandhi (DIN: 00008057), as Managing Director for a period of 3 years and to fix his remuneration

a. Votes cast "in favour" of the resolution:

<b>Mode of voting</b>	<b>Number of Members voted</b>	<b>Number of votes cast in favour</b>	<b>% of total number of valid votes cast</b>
Remote e-voting	119	252581	100
e-voting at the AGM	-	-	-
<b>Total</b>	<b>119</b>	<b>252581</b>	<b>100</b>

b. Votes cast "against" the resolution:

<b>Mode of voting</b>	<b>Number of Members voted</b>	<b>Number of votes cast against</b>	<b>% of total number of valid votes cast</b>
Remote e-voting	-	-	-
e-voting at the AGM	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>

c. Invalid votes :

<b>Mode of voting</b>	<b>Total number of members whose votes were declared invalid</b>	<b>total number of votes cast by them and declared invalid</b>
Remote e-voting	-	-
e-voting at the AGM	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

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## Resolution No. 5: Special Resolution

To authorise Board of Directors for issuance and allotment of Secured or Unsecured Redeemable Non-Convertible Debentures ("NCD's") aggregating up to Rs. 300 Crores on private placement basis in such tranches on such terms and conditions to be decided by the Board of Directors.

a. Votes cast "in favour" of the resolution:

<b>Mode of voting</b>	<b>Number of Members voted</b>	<b>Number of votes cast in favour</b>	<b>% of total number of valid votes cast</b>
Remote e-voting	125	8221481	100
e-voting at the AGM	-	-	-
<b>Total</b>	<b>125</b>	<b>8221481</b>	<b>100</b>

b. Votes cast "against" the resolution:

<b>Mode of voting</b>	<b>Number of Members voted</b>	<b>Number of votes cast against</b>	<b>% of total number of valid votes cast</b>
Remote e-voting	-	-	-
e-voting at the AGM	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>

c. Invalid votes :

<b>Mode of voting</b>	<b>Total number of members whose votes were declared invalid</b>	<b>total number of votes cast by them and declared invalid</b>
Remote e-voting	-	-
e-voting at the AGM	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

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## Resolution No. 6: Special Resolution

### Place of keeping and inspection of the Registers and Annual Returns of the Company

a. Votes cast "in favour" of the resolution:

<b>Mode of voting</b>	<b>Number of Members voted</b>	<b>Number of votes cast in favour</b>	<b>% of total number of valid votes cast</b>
Remote e-voting	124	8221451	99.99
e-voting at the AGM	-	-	-
<b>Total</b>	<b>124</b>	<b>8221451</b>	<b>99.99</b>

b. Votes cast "against" the resolution:

<b>Mode of voting</b>	<b>Number of Members voted</b>	<b>Number of votes cast against</b>	<b>% of total number of valid votes cast</b>
Remote e-voting	1	30	0.01
e-voting at the AGM	-	-	-
<b>Total</b>	<b>1</b>	<b>30</b>	<b>0.01</b>

c. Invalid votes :

<b>Mode of voting</b>	<b>Total number of members whose votes were declared invalid</b>	<b>total number of votes cast by them and declared invalid</b>
Remote e-voting	-	-
e-voting at the AGM	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

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We hereby confirm that we have maintained Registers to record the assent or dissent in respect of votes cast by the members of the Company by way of e-voting during the AGM and through remote e-voting and other relevant details based on the information received from RTA and the e-voting data received from CDSL, The Register and all other papers relating to e-voting are under my custody and shall be hand over to the Company Secretary after the Chairman approves and signs the Minutes.

Thanking You

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Practicing Company Secretary

COP No.9657

Place : Mumbai

Date: 22<sup>nd</sup> September 2022



Amit Chandra  
Company Secretary  
Pioneer Investcorp Limited  
(Person Authorised by Chairman)