

## Notice

Notice is hereby given that the Thirtieth Annual General Meeting of PRAJ INDUSTRIES LIMITED will be held on Friday, the 22<sup>nd</sup> July, 2016 at 10.00 AM at the Registered Office of the Company at "Praj Tower", S. No. 274 & 275/2, Bhumkar Chowk-Hinjewadi Road, Hinjewadi, Pune – 411 057 to transact the following business:-

### ORDINARY BUSINESS

1. To receive, consider and adopt ;
  - a. the audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2016 together with the reports of Board of Directors and the Auditors thereon.
  - b. the audited Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2016 together with the report of the Auditors thereon.
2. To appoint a Director in place of Ms. Parimal Chaudhari (DIN: 00724911) who retires by rotation and being eligible, offers herself for re-appointment.

In this matter, to consider and if thought fit, to pass with or without modifications, the following resolution as Ordinary Resolution;  
"RESOLVED THAT Ms. Parimal Chaudhari (DIN: 00724911), who is liable to retire by rotation pursuant to Section 152 of the Companies Act, 2013 and other applicable provisions if any, and who has offered herself for re-appointment be and is hereby re-appointed as a Director of the Company."

### SPECIAL BUSINESS

3. To consider and if thought fit, to pass with or without modifications, the following Resolution as an Ordinary Resolution:  
"RESOLVED THAT pursuant to the provisions of Sections 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013, and the applicable rules made thereunder (including any statutory modification(s) for the time being in force), the Company hereby ratifies the appointment of M/s P.G. Bhagwat, Chartered Accountants, Pune (Firm Registration No. 101118W) as the Statutory Auditors of the Company to hold the office from the conclusion of this Annual General Meeting till the conclusion of the 31<sup>st</sup> Annual General Meeting of the Company to be held in the year 2017 on such remuneration and reimbursement of out-of-pocket expenses incurred as may be determined by the Board of Directors plus applicable taxes."
4. To ratify the remuneration of Dhananjay V. Joshi & Associates, Cost Accountants, Pune as Cost Auditors for the Financial Year ending 31<sup>st</sup> March, 2017 and in this regard;

to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Company hereby ratifies the remuneration of ` 2, 75,000/- as Audit fees plus out of pocket expenses at actuals plus applicable taxes on submission of supporting bills payable to Dhananjay V. Joshi & Associates, Cost Accountants, Pune who have been appointed by the Board of Directors as Cost Auditors of the Company, to conduct the audit of the cost records of the Company for the Financial Year ending 31<sup>st</sup> March, 2017."

By Order of the Board of Directors

Place: Mumbai  
Date: 20<sup>th</sup> May, 2016

**Dattatraya Nimbolkar**  
CFO & Company Secretary

**Notes:-**

- a) **A member entitled to attend and vote at the Annual General Meeting (“the Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the Meeting. The Proxy-holder shall prove his identity at the time of attending the Meeting by producing a photo identity card such as PAN Card, Adhar Card, Passport or any other photo identity card issued by Government agency/ office.**  
A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. Proxy is not entitled to vote at a meeting if the member appointing the proxy votes on e-voting platform made available by the Company.
- b) The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means.
- c) Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
- d) Brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of Companies in which they hold directorships and memberships/Chairmanships of Board Committees, shareholding and relationships between Directors inter-se as stipulated under Regulation 36 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, are provided in the Corporate Governance Report forming part of the Annual Report.
- e) A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
- f) Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
- g) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- h) Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, (Saturdays and Sundays are weekly offs), during business hours up to the date of the Meeting.
- i) Members holding shares in electronic form are requested to intimate any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates to the Company / Link Intime India Private Limited, Share Transfer Agent of the Company (Link).
- j) Pursuant to the provisions of Section 124(5) of the Companies Act, 2013, the Company has transferred the unpaid or unclaimed dividends (including interim dividends) as and when declared upto the Financial Year 2008-09 on due dates, to the Investor Education and Protection Fund (the IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 6<sup>th</sup> August, 2015 (date of last Annual General Meeting) on the website of the Company ([www.praj.net](http://www.praj.net)), as also on the website of the Ministry of Corporate Affairs.
- k) Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Link, for consolidation into a single folio.
- l) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Link.
- m) Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.
- n) Non-Resident Indian Members are requested to inform Link, immediately of:  
(i) Change in their residential status on return to India for permanent settlement.  
(ii) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with PIN code number, if not furnished earlier.
- o) To further Company's environment friendly agenda and to participate in MCA's Green Initiative, members are requested to register/update their e-mail address with their Depository Participants. Members who are holding shares in physical form are requested to send their e-mail address at [investorsfeedback@praj.net](mailto:investorsfeedback@praj.net) for updation.
- p) The notice of 30<sup>th</sup> Annual General Meeting and instructions for remote e-voting, along with the attendance slip and Proxy Form, is being sent by electronic mode to all members whose email addresses are registered with the Company/Depository Participant(s) unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode.
- q) Members are requested to notify their queries, if any, on financial statements etc. at least 48 hours before the time appointed for meeting to facilitate the answering thereto. The queries be sent on e-mail at [investorsfeedback@praj.net](mailto:investorsfeedback@praj.net).

By Order of the Board of Directors

Place: Mumbai  
Date: 20<sup>th</sup> May, 2016**Dattatraya Nimbolkar**  
CFO & Company Secretary

## Instructions and other information relating to e-voting are as under:

- i. In compliance with Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and sections 108 and 110 and other applicable provisions of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer remote e-voting facility to the members to cast their votes electronically on all resolutions set forth in the Notice convening the 30<sup>th</sup> Annual General Meeting to be held on Friday, the 22<sup>nd</sup> July, 2016, at 10.00 a.m. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility. The facility for voting through ballot paper will also be made available at the Annual General Meeting and members attending the Annual General Meeting, who have not already cast their votes by remote e-voting, shall be able to exercise their right at the Annual General Meeting through ballot paper.

These details and instructions form an integral part of the Notice for the Annual General Meeting to be held on Friday, the 22<sup>nd</sup> July, 2016.

- ii. The remote e-voting facility will be available during the following voting period:

Commencement of remote e-voting	End of remote e-voting
18 <sup>th</sup> July, 2016 , 9.00 A.M. IST	21 <sup>st</sup> July, 2016, 5.00PM. IST

During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, the 15<sup>th</sup> July, 2016, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL after voting period ends.

- iii. The remote e-voting facility can be availed by typing the link [www.evotingindia.com](http://www.evotingindia.com) in the internet browser.
- iv. Click on the "shareholders" tab.
- v. Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- vi. Next enter the Image Verification as displayed and Click on Login.
- vii. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used.
- viii. If you are a first time user, follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on the Attendance Slip indicated in the PAN field.
Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company's records in order to login.
OR Date of Birth (DOB)	If both the details are not recorded with the depository or Company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (v).

- ix. After entering these details appropriately, click on "SUBMIT" tab.
- x. Members holding shares in physical form will then reach directly to the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for remote e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xi. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii. Click on the EVSN for the relevant <Company Name > on which you chose to vote.

- xiii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xv. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xvi. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take a print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xviii. If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
- xix. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30<sup>th</sup> June, 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xx. **Note for Non-Individual Shareholders and Custodians**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, the 15<sup>th</sup> July, 2016 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.

Mr. Sunil Nanal, Partner KANJ & ASSOCIATES, (Membership No. FCS 5977), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner, who after the conclusion of voting at the AGM, shall first count the votes cast at the meeting and thereafter unblock the votes cast through remote- evoting in the presence at least two witnesses, not in the employment of the Company and shall make, not later than three days of the conclusion of AGM, Shall a Consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any to the Chairman of the Company, who shall countersign the same and declare the result of the voting forthwith.

The voting rights of shareholders shall be in proportion to their shares of the paid-up equity capital of the Company as on 15<sup>th</sup> July, 2016.

The results shall be declared on or after the AGM of the Company. The results declared alongwith the Scrutinizers' Report shall be placed on the Company's website [www.praj.net](http://www.praj.net) and on the website of CDSL within two days of the passing of the resolutions at the 30<sup>th</sup> Annual General Meeting of the Company on 22<sup>nd</sup> July, 2016, and communicated to the BSE Ltd. and National Stock Exchange of India Ltd. within the prescribed period.

Any person who becomes a member of the Company after despatch of the notice of the meeting and holding shares as on the cut-off date i.e. 15<sup>th</sup> July, 2016, may obtain the USER ID and Password from the R & T Agents of the Company i.e. Link Intime India Private Limited (Link). Members may call Link on 020-26160084 or may send email at [bhagavant.sawant@linkintime.co.in](mailto:bhagavant.sawant@linkintime.co.in).

Place: Mumbai  
Date: 20<sup>th</sup> May, 2016

By Order of the Board of Directors  
**Dattatraya Nimbolkar**  
CFO & Company Secretary

## STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

### Item No. 3

The members, at the twenty-ninth Annual General Meeting held on 6<sup>th</sup> August, 2015, approved the appointment of M/s P.G. Bhagwat, Chartered Accountants, Pune (Firm Registration No. 101118W) for a term of five years from the Financial Year 2015-16, subject to ratification at every Annual General Meeting.

Accordingly, the ratification of the members is being sought by an Ordinary Resolution as set out at Item No.3.

None of the Directors/Key Managerial Personnel of the Company/their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the shareholders.

### Item No. 4

The Board, on the recommendation of the Audit Committee, has approved the appointment of Dhananjay V. Joshi & Associates, Cost Accountants, Pune, the Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year ending 31<sup>st</sup> March, 2017 for a total remuneration of ₹ 2,75,000/- as Audit fees plus out of pocket expenses at actuals on submission of supporting bills.

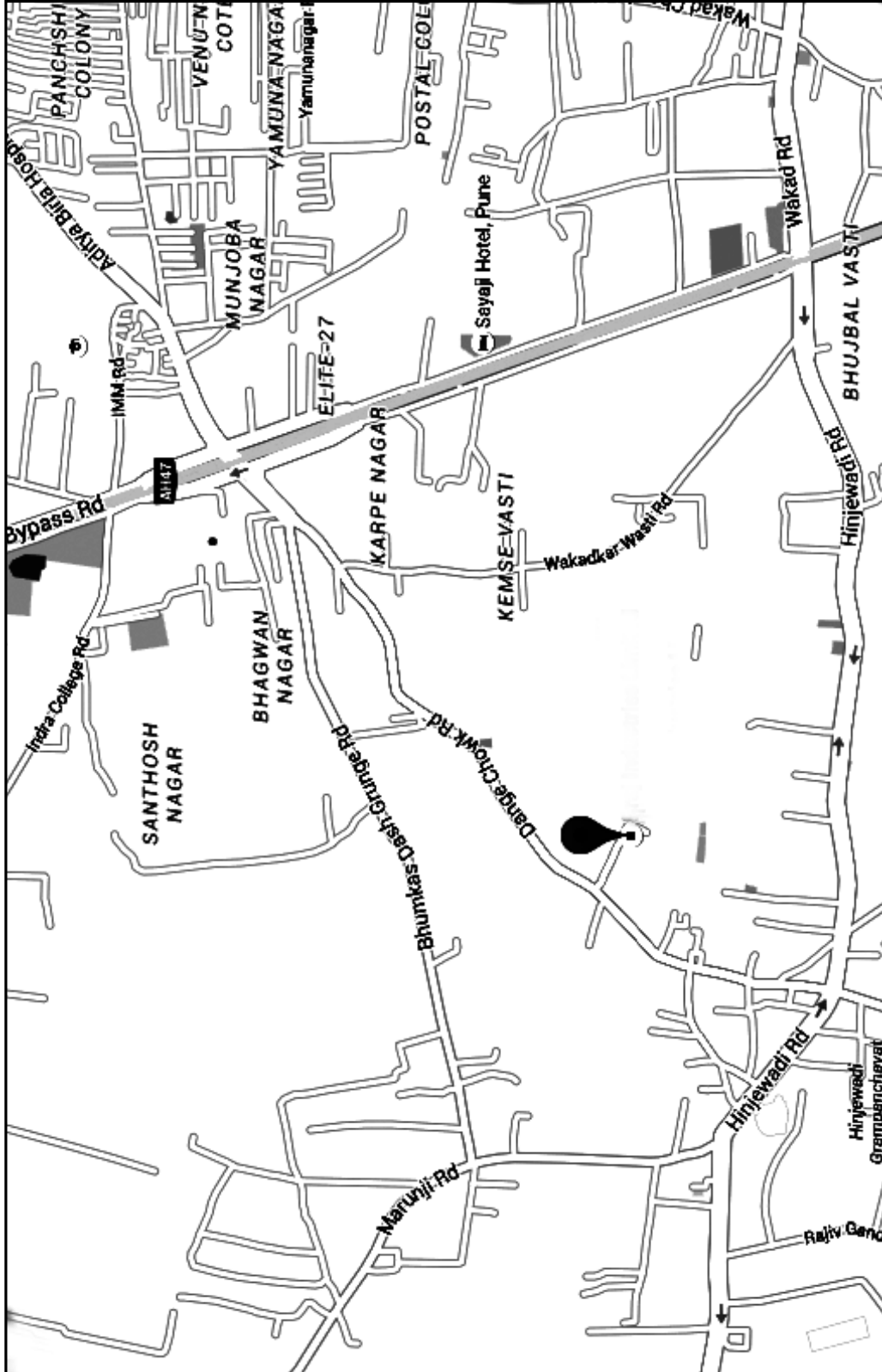
In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

None of the Directors/Key Managerial Personnel of the Company/their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

Place: Mumbai  
Date: 20<sup>th</sup> May, 2016

By Order of the Board of Directors  
**Dattatraya Nimbolkar**  
CFO & Company Secretary



Address - Praj Industries Limited, 'Praj Tower', S. No. 274 & 275, Bhumkar Chowk-Hinjewadi Road, Hinjewadi, Pune - 411 057, Tel:+91 -20-22941000/71802000