



**DATE: August 11, 2017**  
**REF.: PIL/DVN/L- 184/2017-18**

<b>Company Code - PRAJIND</b> <b>National Stock Exchange of India Ltd.</b> Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051 Fax: 022 – 2659 8237 / 38	<b>Security Code No. : 522205</b> <b>Bombay Stock Exchange Limited</b> PhirozeJeejeebhoy Towers, 25th Floor, Dalal Street, Mumbai - 400 001  Fax:022- 22723121/3719/2037/2039/2041/2061
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Dear Sir/Madam,

**Sub.: Proceedings of 31<sup>st</sup> Annual General Meeting and voting results.**

In continuation to our letter dated June 30, 2017, 31<sup>st</sup> Annual General Meeting ('AGM') of the Company was held today i.e. on August 11, 2017 and the businesses mentioned in the Notice dated June 30, 2017 were transacted.

In this regard, Please find enclosed the following-

- (1) Summary of proceedings as required under Regulation 30, Part-A of Schedule -III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (2) Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.
- (3) Report of Scrutinizer dated August 11, 2017, Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014.

This is for your information and records.

Thanking you,

Yours faithfully,

**FOR PRAJ INDUSTRIES LIMITED**

**DATTATRAYA NIMBOLKAR**  
**CHIEF INTERNAL AUDITOR**  
**& COMPANY SECRETARY**

Encls: As above.



## Summary of proceedings of the 31<sup>st</sup> Annual General Meeting:

The 31<sup>st</sup> Annual General Meeting (AGM) of the Members of Praj Industries Limited ('the Company') was held on Friday, August 11, 2017 at 10.00 A.M (IST) at the Registered Office of the Company at "Praj Tower", S. No. 274 & 275/2, Bhumkar Chowk- Hinjewadi Road, Hinjewadi , Pune - 411 057.

Mr. Pramod Chaudhari chaired the meeting. The requisite quorum being present, the Chairman called the meeting to order. He then introduced his colleagues on the dais. The Chairman also introduced Mr. Sandeep Rao, Partner – P. G. Bhagwat, Statutory Auditors and Mr. Vikas Khare, Partner- KANJ & Associates, Secretarial Auditors to the meeting. The Chairman then delivered his speech. The Chairman informed that the Company had provided the Members the facility to cast their vote electronically, on all resolutions set forth in the Notice. Members who were present at the AGM and had not cast their votes electronically were provided an opportunity to cast their votes at the meeting.

The following items of business, as per the Notice of AGM dated June 30, 2017, were transacted at the meeting;

1. Receive, consider and adopt;
  - a. the audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2017 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, 2017 together with the report of the Auditors thereon.
2. Declaration of Dividend on Equity Shares.
3. Re-appointment of Mr. Daljit Mirchandani (DIN: 00022951) as Director.
4. Ratification of Appointment of M/s. P G Bhagwat, Statutory Auditors from the conclusion of this Annual General Meeting till the conclusion of 32<sup>nd</sup> Annual General Meeting.
5. Ratification of remuneration of Dhananjay V. Joshi & Associates, Cost Accountants, Pune as Cost Auditors for the Financial Year ending 31<sup>st</sup> March, 2018.
6. Appointment of Mr. Sachin Raole (DIN: 00431438), Additional Director as Director.
7. Appointment of Mr. Sachin Raole (DIN: 00431438) as Whole Time Director and payment of remuneration.
8. Extension of term of appointment of Mr Pramod Chaudhari (DIN : 00196415) as Executive Chairman on same terms & conditions including remuneration.

The Chairman replied to the queries raised by the members.

The Board of Directors had appointed Mr. Sunil G. Nanal, Practising Company Secretary as the Scrutinizer to supervise the e - voting and ballot voting process. The Chairman authorized Mr. Dattatraya Nimbolkar, Chief Internal Auditor & Company Secretary to declare the results of voting.

The scrutinizer's report was received and accordingly all the resolutions as set out in the notice were declared as passed. Mr. Dattatraya Nimbolkar, Chief Internal Auditor & Company Secretary declared the result of voting by 5.30 P.M. on 11<sup>th</sup> August, 2017.

This is for your information and record.

Thanking you,  
Yours faithfully,

**FOR PRAJ INDUSTRIES LIMITED**

**DATTATRAYA NIMBOLKAR  
CHIEF INTERNAL AUDITOR  
& COMPANY SECRETARY**



**PRAJ INDUSTRIES LIMITED**

**Outcome of Voting at 31<sup>st</sup> Annual General Meeting held on 11<sup>th</sup> August 2017  
(As per Clause 44(3) of Listing Obligations and Disclosure Requirements, 2015)**

Date of Annual General Meeting	11 <sup>th</sup> August 2017		
Total Number of Shareholders as on record date	97087		
No. of Shareholders present in the meeting either in person or through proxy	<b><u>Promoters &amp; Promoter Group</u></b>	<b><u>Public</u></b>	
	<b>In Person</b>	<b>In Person</b>	<b>Through Proxy</b>
	1	37	1
No. of Shareholders attended the meeting through Video Conferencing	<b><u>Promoters &amp; Promoter Group</u></b>	<b><u>Public</u></b>	
	Not Applicable	Not Applicable	

**Outcome of voting - Agenda Wise (Resolution Wise) Given Below**

The mode of voting for all the resolutions was:

- 1) e-voting conducted between 8<sup>th</sup> August 2017 and 10<sup>th</sup> August 2017 and
- 2) Poll conducted at the Meeting







**a) Resolution No.1 (Ordinary Resolution)**

To receive, consider and adopt;

- a. the audited Financial Statements of the Company for the financial year ended 31st March 2017 together with the reports of Board of Directors and the Auditors thereon.
- b. the audited Consolidated Financial Statements of the Company for the financial yearended 31st March 2017 together with the report of the Auditors thereon

Category	Mode of Voting	No. of Shares held	No of Votes polled	% of Votes Polled on outstanding shares	No. of Votes - In Favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[ 1 ]	[ 2 ]	[ 3 ]=[(2)/(1)]*100	[ 4 ]	[ 5 ]	[ 6 ]=[(4)/(2)]*100	[ 7 ]=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	60300000	60300000	100.000%	60300000	0	100.000%	0.000%
	Poll	0	0		0	0		
	Postal Ballot	0	0		0	0		
	<b>Total</b>	<b>60300000</b>	<b>60300000</b>	<b>100.000%</b>	<b>60300000</b>	<b>0</b>	<b>100.000%</b>	<b>0.000%</b>
Public - Institutions	E-Voting	35981908	35981908	100.000%	35981908	0	100.000%	0.000%
	Poll	0	0		0	0		
	Postal Ballot	0	0		0	0		
	<b>Total</b>	<b>35981908</b>	<b>35981908</b>	<b>100.000%</b>	<b>35981908</b>	<b>0</b>	<b>100.000%</b>	<b>0.000%</b>
Public - Non Institutions	E-Voting	17281	17281	100.000%	17281	0	100.000%	0.000%
	Poll	1731020	1731020	100.000%	1731020	0	100.000%	0.000%
	Postal Ballot	0	0		0	0		
	<b>Total</b>	<b>1748301</b>	<b>1748301</b>	<b>100.000%</b>	<b>1748301</b>	<b>0</b>	<b>100.000%</b>	<b>0.000%</b>
<b>Grand Total</b>	<b>98030209</b>	<b>98030209</b>	<b>100.000%</b>	<b>98030209</b>	<b>0</b>	<b>100.000%</b>	<b>0.000%</b>	

**b) Resolution No.2 (Ordinary Resolution)**

Declaration of Dividend on Equity Shares

Category	Mode of Voting	No. of Shares held	No of Votes polled	% of Votes Polled on outstanding shares	No. of Votes - In Favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[ 1 ]	[ 2 ]	[ 3 ]=[(2)/(1)]*100	[ 4 ]	[ 5 ]	[ 6 ]=[(4)/(2)]*100	[ 7 ]=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	60300000	60300000	100.000%	60300000	0	100.000%	0.000%
	Poll	0	0		0	0		
	Postal Ballot (if applicable)	0	0		0	0		
	<b>Total</b>	<b>60300000</b>	<b>60300000</b>	<b>100.000%</b>	<b>60300000</b>	<b>0</b>	<b>100.000%</b>	<b>0.000%</b>
Public - Institutions	E-Voting	35981908	35981908	100.000%	35981908	0	100.000%	0.000%
	Poll	0	0		0	0		
	Postal Ballot (if applicable)	0	0		0	0		
	<b>Total</b>	<b>35981908</b>	<b>35981908</b>	<b>100.000%</b>	<b>35981908</b>	<b>0</b>	<b>100.000%</b>	<b>0.000%</b>
Public - Non Institutions	E-Voting	17281	17281	100.000%	17281	0	100.000%	0.000%
	Poll	1731020	1731020	100.000%	1731020	0	100.000%	0.000%
	Postal Ballot (if applicable)	0	0		0	0		
	<b>Total</b>	<b>1748301</b>	<b>1748301</b>	<b>100.000%</b>	<b>1748301</b>	<b>0</b>	<b>100.000%</b>	<b>0.000%</b>
<b>Grand Total</b>	<b>98030209</b>	<b>98030209</b>	<b>100.000%</b>	<b>98030209</b>	<b>0</b>	<b>100.000%</b>	<b>0.000%</b>	





**c) Resolution No.3 (Ordinary Resolution)**

Appointment of a Director in place of Mr. Daljit Mirchandani (DIN: 00022951) who retires by rotation and being eligible, offers himself for re-appointment

Category	Mode of Voting	No. of Shares held	No of Votes polled	% of Votes Polled on outstanding shares	No. of Votes - In Favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[ 1 ]	[ 2 ]	[ 3 ]=[(2)/(1)]*100	[ 4 ]	[ 5 ]	[ 6 ]=[(4)/(2)]*100	[ 7 ]=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	60300000	60300000	100.000%	60300000	0	100.000%	0.000%
	Poll	0	0		0	0		
	Postal Ballot (if applicable)	0	0		0	0		
	<b>Total</b>	<b>60300000</b>	<b>60300000</b>	<b>100.000%</b>	<b>60300000</b>	<b>0</b>	<b>100.000%</b>	<b>0.000%</b>
Public - Institutions	E-Voting	35981908	35981908	100.000%	35451545	530363	98.526%	1.474%
	Poll	0	0		0	0		
	Postal Ballot (if applicable)	0	0		0	0		
	<b>Total</b>	<b>35981908</b>	<b>35981908</b>	<b>100.000%</b>	<b>35451545</b>	<b>530363</b>	<b>98.526%</b>	<b>1.474%</b>
Public - Non Institutions	E-Voting	17281	17281	100.000%	17256	25	99.855%	0.145%
	Poll	1731020	1731020	100.000%	1731020	0	100.000%	0.000%
	Postal Ballot (if applicable)	0	0		0	0		
	<b>Total</b>	<b>1748301</b>	<b>1748301</b>	<b>100.000%</b>	<b>1748276</b>	<b>25</b>	<b>99.999%</b>	<b>0.001%</b>
<b>Grand Total</b>	<b>98030209</b>	<b>98030209</b>	<b>100.000%</b>	<b>97499821</b>	<b>530388</b>	<b>99.459%</b>	<b>0.541%</b>	

**d) Resolution No. 4 (Ordinary Resolution)**

Ratification of Appointment of Statutory Auditors from the conclusion of the ensuing Annual General Meeting till the conclusion of 32nd Annual General Meeting.

Category	Mode of Voting	No. of Shares held	No of Votes polled	% of Votes Polled on outstanding shares	No. of Votes - In Favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[ 1 ]	[ 2 ]	[ 3 ]=[(2)/(1)]*100	[ 4 ]	[ 5 ]	[ 6 ]=[(4)/(2)]*100	[ 7 ]=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	60300000	60300000	100.000%	60300000	0	100.000%	0.000%
	Poll	0	0		0	0		
	Postal Ballot (if applicable)	0	0		0	0		
	<b>Total</b>	<b>60300000</b>	<b>60300000</b>	<b>100.000%</b>	<b>60300000</b>	<b>0</b>	<b>100.000%</b>	<b>0.000%</b>
Public - Institutions	E-Voting	35981908	35981908	100.000%	35981908	0	100.000%	0.000%
	Poll	0	0		0	0		
	Postal Ballot (if applicable)	0	0		0	0		
	<b>Total</b>	<b>35981908</b>	<b>35981908</b>	<b>100.000%</b>	<b>35981908</b>	<b>0</b>	<b>100.000%</b>	<b>0.000%</b>
Public - Non Institutions	E-Voting	17281	17281	100.000%	17281	0	100.000%	0.000%
	Poll	1731020	1731020	100.000%	1731020	0	100.000%	0.000%
	Postal Ballot (if applicable)	0	0		0	0		
	<b>Total</b>	<b>1748301</b>	<b>1748301</b>	<b>100.000%</b>	<b>1748301</b>	<b>0</b>	<b>100.000%</b>	<b>0.000%</b>
<b>Grand Total</b>	<b>98030209</b>	<b>98030209</b>	<b>100.000%</b>	<b>98030209</b>	<b>0</b>	<b>100.000%</b>	<b>0.000%</b>	





**e) Resolution No. 5 (Ordinary Resolution)**

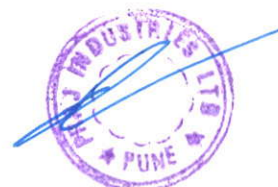
Ratification of remuneration of Dhananjay V. Joshi & Associates, Cost Accountants, Pune as Cost Auditors for the financial year ending 31st March 2018.

Category	Mode of Voting	No. of Shares held	No of Votes polled	% of Votes Polled on outstanding shares	No. of Votes - In Favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[ 1 ]	[ 2 ]	[ 3 ] = (2)/(1)*100	[ 4 ]	[ 5 ]	[ 6 ] = (4)/(2)*100	[ 7 ] = (5)/(2)*100
Promoter and Promoter Group	E-Voting	60300000	60300000	100.000%	60300000	0	100.000%	0.000%
	Poll	0	0		0	0		
	Postal Ballot (if applicable)	0	0		0	0		
	<b>Total</b>	<b>60300000</b>	<b>60300000</b>	<b>100.000%</b>	<b>60300000</b>	<b>0</b>	<b>100.000%</b>	<b>0.000%</b>
Public - Institutions	E-Voting	35981908	35981908	100.000%	35981908	0	100.000%	0.000%
	Poll	0	0		0	0		
	Postal Ballot (if applicable)	0	0		0	0		
	<b>Total</b>	<b>35981908</b>	<b>35981908</b>	<b>100.000%</b>	<b>35981908</b>	<b>0</b>	<b>100.000%</b>	<b>0.000%</b>
Public - Non Institutions	E-Voting	17281	17281	100.000%	17281	0	100.000%	0.000%
	Poll	1731020	1731020	100.000%	1731020	0	100.000%	0.000%
	Postal Ballot (if applicable)	0	0		0	0		
	<b>Total</b>	<b>1748301</b>	<b>1748301</b>	<b>100.000%</b>	<b>1748301</b>	<b>0</b>	<b>100.000%</b>	<b>0.000%</b>
<b>Grand Total</b>	<b>98030209</b>	<b>98030209</b>	<b>100.000%</b>	<b>98030209</b>	<b>0</b>	<b>100.000%</b>	<b>0.000%</b>	

**f) Resolution No. 6 (Ordinary Resolution)**

Appointment of Mr. Sachin Raole (DIN: 00431438), Additional Director as Director.

Category	Mode of Voting	No. of Shares held	No of Votes polled	% of Votes Polled on outstanding shares	No. of Votes - In Favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[ 1 ]	[ 2 ]	[ 3 ] = (2)/(1)*100	[ 4 ]	[ 5 ]	[ 6 ] = (4)/(2)*100	[ 7 ] = (5)/(2)*100
Promoter and Promoter Group	E-Voting	60300000	60300000	100.000%	60300000	0	100.000%	0.000%
	Poll	0	0		0	0		
	Postal Ballot (if applicable)	0	0		0	0		
	<b>Total</b>	<b>60300000</b>	<b>60300000</b>	<b>100.000%</b>	<b>60300000</b>	<b>0</b>	<b>100.000%</b>	<b>0.000%</b>
Public - Institutions	E-Voting	35981908	35981908	100.000%	28823789	7158119	80.106%	19.894%
	Poll	0	0		0	0		
	Postal Ballot (if applicable)	0	0		0	0		
	<b>Total</b>	<b>35981908</b>	<b>35981908</b>	<b>100.000%</b>	<b>28823789</b>	<b>7158119</b>	<b>80.106%</b>	<b>19.894%</b>
Public - Non Institutions	E-Voting	17281	17281	100.000%	17281	0	100.000%	0.000%
	Poll	1731020	1731020	100.000%	1731020	0	100.000%	0.000%
	Postal Ballot (if applicable)	0	0		0	0		
	<b>Total</b>	<b>1748301</b>	<b>1748301</b>	<b>100.000%</b>	<b>1748301</b>	<b>0</b>	<b>100.000%</b>	<b>0.000%</b>
<b>Grand Total</b>	<b>98030209</b>	<b>98030209</b>	<b>100.000%</b>	<b>90872090</b>	<b>7158119</b>	<b>92.698%</b>	<b>7.302%</b>	





**g) Resolution No. 7 (Special Resolution)**

Appointment of Mr. Sachin Raole (DIN: 00431438) as Whole Time Director and payment of remuneration.

Category	Mode of Voting	No. of Shares held	No of Votes polled	% of Votes Polled on outstanding shares	No. of Votes - In Favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[ 1 ]	[ 2 ]	[ 3 ] = [(2)/(1)]*100	[ 4 ]	[ 5 ]	[ 6 ] = [(4)/(2)]*100	[ 7 ] = [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	60300000	60300000	100.000%	60300000	0	100.000%	0.000%
	Poll	0	0		0	0		
	Postal Ballot (if applicable)	0	0		0	0		
	<b>Total</b>	<b>60300000</b>	<b>60300000</b>	<b>100.000%</b>	<b>60300000</b>	<b>0</b>	<b>100.000%</b>	<b>0.000%</b>
Public - Institutions	E-Voting	35981908	35981908	100.000%	35981908	0	100.000%	0.000%
	Poll	0	0		0	0		
	Postal Ballot (if applicable)	0	0		0	0		
	<b>Total</b>	<b>35981908</b>	<b>35981908</b>	<b>100.000%</b>	<b>35981908</b>	<b>0</b>	<b>100.000%</b>	<b>0.000%</b>
Public - Non Institutions	E-Voting	17281	17281	100.000%	17182	99	99.427%	0.573%
	Poll	1731020	1731020	100.000%	1731020	0	100.000%	0.000%
	Postal Ballot (if applicable)	0	0		0	0		
	<b>Total</b>	<b>1748301</b>	<b>1748301</b>	<b>100.000%</b>	<b>1748202</b>	<b>99</b>	<b>99.994%</b>	<b>0.006%</b>
<b>Grand Total</b>	<b>98030209</b>	<b>98030209</b>	<b>100.000%</b>	<b>98030110</b>	<b>99</b>	<b>100.000%</b>	<b>0.000%</b>	

**h) Resolution No. 8 (Ordinary Resolution)**

Extension of term of appointment of Mr. Pramod Chaudhari (DIN: 00196415) as Executive Chairman on same terms & conditions including remuneration.

Category	Mode of Voting	No. of Shares held	No of Votes polled	% of Votes Polled on outstanding shares	No. of Votes - In Favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[ 1 ]	[ 2 ]	[ 3 ] = [(2)/(1)]*100	[ 4 ]	[ 5 ]	[ 6 ] = [(4)/(2)]*100	[ 7 ] = [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	21600000	21600000	100.000%	21600000	0	100.000%	0.000%
	Poll	0	0		0	0		
	Postal Ballot (if applicable)	0	0		0	0		
	<b>Total</b>	<b>21600000</b>	<b>21600000</b>	<b>100.000%</b>	<b>21600000</b>	<b>0</b>	<b>100.000%</b>	<b>0.000%</b>
Public - Institutions	E-Voting	35981908	35981908	100.000%	35451545	530363	98.526%	1.474%
	Poll	0	0		0	0		
	Postal Ballot (if applicable)	0	0		0	0		
	<b>Total</b>	<b>35981908</b>	<b>35981908</b>	<b>100.000%</b>	<b>35451545</b>	<b>530363</b>	<b>98.526%</b>	<b>1.474%</b>
Public - Non Institutions	E-Voting	17281	17281	100.000%	17267	14	99.919%	0.081%
	Poll	1731020	1731020	100.000%	1731020	0	100.000%	0.000%
	Postal Ballot (if applicable)	0	0		0	0		
	<b>Total</b>	<b>1748301</b>	<b>1748301</b>	<b>100.000%</b>	<b>1748287</b>	<b>14</b>	<b>99.999%</b>	<b>0.001%</b>
<b>Grand Total</b>	<b>59330209</b>	<b>59330209</b>	<b>100.000%</b>	<b>58799832</b>	<b>530377</b>	<b>99.106%</b>	<b>0.894%</b>	

As per the consolidated results of e-voting and poll on item no. 1 to 8 of the Notice of the AGM, all the resolutions are passed by requisite majority.

**FOR PRAJ INDUSTRIES LIMITED,**

  
**DATTATRAYA NIMBOLKAR**  
**CHIEF INTERNAL AUDITOR**  
**& COMPANY SECRETARY**



## SCRUTINIZER'S CONSOLIDATED REPORT

To

The Executive Chairman,  
Praj Industries Limited,  
Praj Tower, S. No. 274 & 275/2,  
Bhumkar Chowk - Hinjewadi Road,  
Hinjewadi, Pune – 411057

### Subject: Submission of Scrutinizer's Consolidated Report

Ref: 31<sup>st</sup> Annual General Meeting (the "Meeting") of the Equity Shareholders of Praj Industries Limited (the "Company") held on Friday, the 11<sup>th</sup> August 2017 at 10.00 a.m., at Registered Office of the Company at Praj Tower, S. No. 274 & 275/2, Bhumkar Chowk - Hinjewadi Road, Hinjewadi, Pune – 411057.

Dear Sir,

I, Sunil Nanal, Partner of M/s KANJ & Associates, Practising Company Secretaries, Pune appointed as a Scrutinizer for the following purposes:

1. The e-Voting process conducted for the below mentioned resolutions, as per Section 108 of the Companies Act, 2013 between 8<sup>th</sup> August 2017 9.00AM and 10<sup>th</sup> August 2017 5.00 PM IST.
2. The poll taken for the below mentioned resolutions, as per Section 109 of the Companies Act, 2013 at the Meeting of the Company.

I submit a consolidated report as under:

1. With respect to the poll taken at the Meeting, after the time fixed for closing of the poll by the Executive Chairman, Shri Pramod Chaudhari, ballot boxes kept for polling were locked in my presence with due identification marks placed by me. Subsequently, after the closing of the poll, the locked ballot boxes were opened in my presence and poll papers were diligently scrutinized, reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company and counted.
2. After the conclusion of voting at the general meeting, I first counted the votes cast at the general meeting and thereafter I unblocked the votes cast through remote e-Voting in the presence of two witnesses. A final electronic report of the whole process was generated by me by using the access and authorizations given to me by accessing the data available on the website of Central Depository Services Limited (CDSL), i.e. "<https://www.evotingindia.com>". The final report was tabulated by



me and the data regarding the final e-Votes was diligently scrutinized and reconciled with the data available on the above mentioned website.

3. The cumulative result of the e-Voting process and the poll taken at the Meeting is as under:

**a) Resolution No.1 (Ordinary Resolution)**

To receive, consider and adopt;

- a. the audited Financial Statements of the Company for the financial year ended 31st March 2017 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 31st March 2017 together with the report of the Auditors thereon

Category	Mode of Voting	No. of Shares held	No of Votes polled	% of Votes Polled on outstanding shares	No. of Votes - In Favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[ 1 ]	[ 2 ]	[ 3 ]= $(2)/(1)*100$	[ 4 ]	[ 5 ]	[ 6 ]= $(4)/(2)*100$	[ 7 ]= $(5)/(2)*100$
Promoter and Promoter Group	E-Voting	60300000	60300000	100.000%	60300000	0	100.000%	0.000%
	Poll	0	0		0	0		
	Postal Ballot	0	0		0	0		
	<b>Total</b>	<b>60300000</b>	<b>60300000</b>	<b>100.000%</b>	<b>60300000</b>	<b>0</b>	<b>100.000%</b>	<b>0.000%</b>
Public - Institutions	E-Voting	35981908	35981908	100.000%	35981908	0	100.000%	0.000%
	Poll	0	0		0	0		
	Postal Ballot	0	0		0	0		
	<b>Total</b>	<b>35981908</b>	<b>35981908</b>	<b>100.000%</b>	<b>35981908</b>	<b>0</b>	<b>100.000%</b>	<b>0.000%</b>
Public - Non Institutions	E-Voting	17281	17281	100.000%	17281	0	100.000%	0.000%
	Poll	1731020	1731020	100.000%	1731020	0	100.000%	0.000%
	Postal Ballot	0	0		0	0		
	<b>Total</b>	<b>1748301</b>	<b>1748301</b>	<b>100.000%</b>	<b>1748301</b>	<b>0</b>	<b>100.000%</b>	<b>0.000%</b>
<b>Grand Total</b>	<b>98030209</b>	<b>98030209</b>	<b>100.000%</b>	<b>98030209</b>	<b>0</b>	<b>100.000%</b>	<b>0.000%</b>	

**b) Resolution No.2 (Ordinary Resolution)**

Declaration of Dividend on Equity Shares

Category	Mode of Voting	No. of Shares held	No of Votes polled	% of Votes Polled on outstanding shares	No. of Votes - In Favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[ 1 ]	[ 2 ]	[ 3 ]= $(2)/(1)*100$	[ 4 ]	[ 5 ]	[ 6 ]= $(4)/(2)*100$	[ 7 ]= $(5)/(2)*100$
Promoter and Promoter Group	E-Voting	60300000	60300000	100.000%	60300000	0	100.000%	0.000%
	Poll	0	0		0	0		
	Postal Ballot (if applicable)	0	0		0	0		
	<b>Total</b>	<b>60300000</b>	<b>60300000</b>	<b>100.000%</b>	<b>60300000</b>	<b>0</b>	<b>100.000%</b>	<b>0.000%</b>
Public - Institutions	E-Voting	35981908	35981908	100.000%	35981908	0	100.000%	0.000%
	Poll	0	0		0	0		
	Postal Ballot (if applicable)	0	0		0	0		
	<b>Total</b>	<b>35981908</b>	<b>35981908</b>	<b>100.000%</b>	<b>35981908</b>	<b>0</b>	<b>100.000%</b>	<b>0.000%</b>
Public - Non Institutions	E-Voting	17281	17281	100.000%	17281	0	100.000%	0.000%
	Poll	1731020	1731020	100.000%	1731020	0	100.000%	0.000%
	Postal Ballot (if applicable)	0	0		0	0		
	<b>Total</b>	<b>1748301</b>	<b>1748301</b>	<b>100.000%</b>	<b>1748301</b>	<b>0</b>	<b>100.000%</b>	<b>0.000%</b>
<b>Grand Total</b>	<b>98030209</b>	<b>98030209</b>	<b>100.000%</b>	<b>98030209</b>	<b>0</b>	<b>100.000%</b>	<b>0.000%</b>	

**c) Resolution No.3 (Ordinary Resolution)**

Appointment of a Director in place of Mr. Daljit Mirchandani (DIN: 00022951) who retires by rotation and being eligible, offers himself for re-appointment

Category	Mode of Voting	No. of Shares held	No of Votes polled	% of Votes Polled on outstanding shares	No. of Votes - In Favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[ 1 ]	[ 2 ]	[ 3 ]=[(2)/(1)]*100	[ 4 ]	[ 5 ]	[ 6 ]=[(4)/(2)]*100	[ 7 ]=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	60300000	60300000	100.000%	60300000	0	100.000%	0.000%
	Poll	0	0		0	0		
	Postal Ballot (if applicable)	0	0		0	0		
	<b>Total</b>	<b>60300000</b>	<b>60300000</b>	<b>100.000%</b>	<b>60300000</b>	<b>0</b>	<b>100.000%</b>	<b>0.000%</b>
Public - Institutions	E-Voting	35981908	35981908	100.000%	35451545	530363	98.526%	1.474%
	Poll	0	0		0	0		
	Postal Ballot (if applicable)	0	0		0	0		
	<b>Total</b>	<b>35981908</b>	<b>35981908</b>	<b>100.000%</b>	<b>35451545</b>	<b>530363</b>	<b>98.526%</b>	<b>1.474%</b>
Public - Non Institutions	E-Voting	17281	17281	100.000%	17256	25	99.855%	0.145%
	Poll	1731020	1731020	100.000%	1731020	0	100.000%	0.000%
	Postal Ballot (if applicable)	0	0		0	0		
	<b>Total</b>	<b>1748301</b>	<b>1748301</b>	<b>100.000%</b>	<b>1748276</b>	<b>25</b>	<b>99.999%</b>	<b>0.001%</b>
<b>Grand Total</b>	<b>98030209</b>	<b>98030209</b>	<b>100.000%</b>	<b>97499821</b>	<b>530388</b>	<b>99.459%</b>	<b>0.541%</b>	

**d) Resolution No. 4 (Ordinary Resolution)**

Ratification of Appointment of Statutory Auditors from the conclusion of the ensuing Annual General Meeting till the conclusion of 32nd Annual General Meeting.

Category	Mode of Voting	No. of Shares held	No of Votes polled	% of Votes Polled on outstanding shares	No. of Votes - In Favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[ 1 ]	[ 2 ]	[ 3 ]=[(2)/(1)]*100	[ 4 ]	[ 5 ]	[ 6 ]=[(4)/(2)]*100	[ 7 ]=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	60300000	60300000	100.000%	60300000	0	100.000%	0.000%
	Poll	0	0		0	0		
	Postal Ballot (if applicable)	0	0		0	0		
	<b>Total</b>	<b>60300000</b>	<b>60300000</b>	<b>100.000%</b>	<b>60300000</b>	<b>0</b>	<b>100.000%</b>	<b>0.000%</b>
Public - Institutions	E-Voting	35981908	35981908	100.000%	35981908	0	100.000%	0.000%
	Poll	0	0		0	0		
	Postal Ballot (if applicable)	0	0		0	0		
	<b>Total</b>	<b>35981908</b>	<b>35981908</b>	<b>100.000%</b>	<b>35981908</b>	<b>0</b>	<b>100.000%</b>	<b>0.000%</b>
Public - Non Institutions	E-Voting	17281	17281	100.000%	17281	0	100.000%	0.000%
	Poll	1731020	1731020	100.000%	1731020	0	100.000%	0.000%
	Postal Ballot (if applicable)	0	0		0	0		
	<b>Total</b>	<b>1748301</b>	<b>1748301</b>	<b>100.000%</b>	<b>1748301</b>	<b>0</b>	<b>100.000%</b>	<b>0.000%</b>
<b>Grand Total</b>	<b>98030209</b>	<b>98030209</b>	<b>100.000%</b>	<b>98030209</b>	<b>0</b>	<b>100.000%</b>	<b>0.000%</b>	





**e) Resolution No. 5 (Ordinary Resolution)**

Ratification of remuneration of Dhananjay V. Joshi & Associates, Cost Accountants, Pune as Cost Auditors for the financial year ending 31st March 2018.

Category	Mode of Voting	No. of Shares held	No of Votes polled	% of Votes Polled on outstanding shares	No. of Votes - In Favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[ 1 ]	[ 2 ]	[ 3 ] = (2)/(1)*100	[ 4 ]	[ 5 ]	[ 6 ] = (4)/(2)*100	[ 7 ] = (5)/(2)*100
Promoter and Promoter Group	E-Voting	60300000	60300000	100.000%	60300000	0	100.000%	0.000%
	Poll	0	0		0	0		
	Postal Ballot (if applicable)	0	0		0	0		
	<b>Total</b>	<b>60300000</b>	<b>60300000</b>	<b>100.000%</b>	<b>60300000</b>	<b>0</b>	<b>100.000%</b>	<b>0.000%</b>
Public - Institutions	E-Voting	35981908	35981908	100.000%	35981908	0	100.000%	0.000%
	Poll	0	0		0	0		
	Postal Ballot (if applicable)	0	0		0	0		
	<b>Total</b>	<b>35981908</b>	<b>35981908</b>	<b>100.000%</b>	<b>35981908</b>	<b>0</b>	<b>100.000%</b>	<b>0.000%</b>
Public - Non Institutions	E-Voting	17281	17281	100.000%	17281	0	100.000%	0.000%
	Poll	1731020	1731020	100.000%	1731020	0	100.000%	0.000%
	Postal Ballot (if applicable)	0	0		0	0		
	<b>Total</b>	<b>1748301</b>	<b>1748301</b>	<b>100.000%</b>	<b>1748301</b>	<b>0</b>	<b>100.000%</b>	<b>0.000%</b>
<b>Grand Total</b>	<b>98030209</b>	<b>98030209</b>	<b>100.000%</b>	<b>98030209</b>	<b>0</b>	<b>100.000%</b>	<b>0.000%</b>	

**f) Resolution No. 6 (Ordinary Resolution)**

Appointment of Mr. Sachin Raole (DIN: 00431438), Additional Director as Director.

Category	Mode of Voting	No. of Shares held	No of Votes polled	% of Votes Polled on outstanding shares	No. of Votes - In Favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[ 1 ]	[ 2 ]	[ 3 ] = (2)/(1)*100	[ 4 ]	[ 5 ]	[ 6 ] = (4)/(2)*100	[ 7 ] = (5)/(2)*100
Promoter and Promoter Group	E-Voting	60300000	60300000	100.000%	60300000	0	100.000%	0.000%
	Poll	0	0		0	0		
	Postal Ballot (if applicable)	0	0		0	0		
	<b>Total</b>	<b>60300000</b>	<b>60300000</b>	<b>100.000%</b>	<b>60300000</b>	<b>0</b>	<b>100.000%</b>	<b>0.000%</b>
Public - Institutions	E-Voting	35981908	35981908	100.000%	28823789	7158119	80.106%	19.894%
	Poll	0	0		0	0		
	Postal Ballot (if applicable)	0	0		0	0		
	<b>Total</b>	<b>35981908</b>	<b>35981908</b>	<b>100.000%</b>	<b>28823789</b>	<b>7158119</b>	<b>80.106%</b>	<b>19.894%</b>
Public - Non Institutions	E-Voting	17281	17281	100.000%	17281	0	100.000%	0.000%
	Poll	1731020	1731020	100.000%	1731020	0	100.000%	0.000%
	Postal Ballot (if applicable)	0	0		0	0		
	<b>Total</b>	<b>1748301</b>	<b>1748301</b>	<b>100.000%</b>	<b>1748301</b>	<b>0</b>	<b>100.000%</b>	<b>0.000%</b>
<b>Grand Total</b>	<b>98030209</b>	<b>98030209</b>	<b>100.000%</b>	<b>90872090</b>	<b>7158119</b>	<b>92.698%</b>	<b>7.302%</b>	



**g) Resolution No. 7 (Special Resolution)**

Appointment of Mr. Sachin Raole (DIN: 00431438) as Whole Time Director and payment of remuneration.

Category	Mode of Voting	No. of Shares held	No of Votes polled	% of Votes Polled on outstanding shares	No. of Votes - In Favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[ 1 ]	[ 2 ]	[ 3 ]=[(2)/(1)]*100	[ 4 ]	[ 5 ]	[ 6 ]=[(4)/(2)]*100	[ 7 ]=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	60300000	60300000	100.000%	60300000	0	100.000%	0.000%
	Poll	0	0		0	0		
	Postal Ballot (if applicable)	0	0		0	0		
	<b>Total</b>	<b>60300000</b>	<b>60300000</b>	<b>100.000%</b>	<b>60300000</b>	<b>0</b>	<b>100.000%</b>	<b>0.000%</b>
Public - Institutions	E-Voting	35981908	35981908	100.000%	35981908	0	100.000%	0.000%
	Poll	0	0		0	0		
	Postal Ballot (if applicable)	0	0		0	0		
	<b>Total</b>	<b>35981908</b>	<b>35981908</b>	<b>100.000%</b>	<b>35981908</b>	<b>0</b>	<b>100.000%</b>	<b>0.000%</b>
Public - Non Institutions	E-Voting	17281	17281	100.000%	17182	99	99.427%	0.573%
	Poll	1731020	1731020	100.000%	1731020	0	100.000%	0.000%
	Postal Ballot (if applicable)	0	0		0	0		
	<b>Total</b>	<b>1748301</b>	<b>1748301</b>	<b>100.000%</b>	<b>1748202</b>	<b>99</b>	<b>99.994%</b>	<b>0.006%</b>
<b>Grand Total</b>	<b>98030209</b>	<b>98030209</b>	<b>100.000%</b>	<b>98030110</b>	<b>99</b>	<b>100.000%</b>	<b>0.000%</b>	

**h) Resolution No. 8 (Ordinary Resolution)**

Extension of term of appointment of Mr Pramod Chaudhari (DIN: 00196415) as Executive Chairman on same terms & conditions including remuneration.

Category	Mode of Voting	No. of Shares held	No of Votes polled	% of Votes Polled on outstanding shares	No. of Votes - In Favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[ 1 ]	[ 2 ]	[ 3 ]=[(2)/(1)]*100	[ 4 ]	[ 5 ]	[ 6 ]=[(4)/(2)]*100	[ 7 ]=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	21600000	21600000	100.000%	21600000	0	100.000%	0.000%
	Poll	0	0		0	0		
	Postal Ballot (if applicable)	0	0		0	0		
	<b>Total</b>	<b>21600000</b>	<b>21600000</b>	<b>100.000%</b>	<b>21600000</b>	<b>0</b>	<b>100.000%</b>	<b>0.000%</b>
Public - Institutions	E-Voting	35981908	35981908	100.000%	35451545	530363	98.526%	1.474%
	Poll	0	0		0	0		
	Postal Ballot (if applicable)	0	0		0	0		
	<b>Total</b>	<b>35981908</b>	<b>35981908</b>	<b>100.000%</b>	<b>35451545</b>	<b>530363</b>	<b>98.526%</b>	<b>1.474%</b>
Public - Non Institutions	E-Voting	17281	17281	100.000%	17267	14	99.919%	0.081%
	Poll	1731020	1731020	100.000%	1731020	0	100.000%	0.000%
	Postal Ballot (if applicable)	0	0		0	0		
	<b>Total</b>	<b>1748301</b>	<b>1748301</b>	<b>100.000%</b>	<b>1748287</b>	<b>14</b>	<b>99.999%</b>	<b>0.001%</b>
<b>Grand Total</b>	<b>59330209</b>	<b>59330209</b>	<b>100.000%</b>	<b>58799832</b>	<b>530377</b>	<b>99.106%</b>	<b>0.894%</b>	



*Sunil*



5. A Compact Disc (CD) containing exhaustive details of the voting patterns of each of the aforementioned resolutions for both the e-Voting process and the poll taken at the Meeting is enclosed.
6. The electronic data along with the poll papers and all other relevant records relating to the e-Voting process and the poll taken at the Meeting were sealed and handed over to the Company Secretary for safe keeping.

Thanking You,

Place: Pune

Date: 11<sup>th</sup> August 2017

Yours faithfully,

*Sunil Nanal*



Sunil Nanal  
Scrutinizer  
M. No. 5977 CP No. 2809  
Partner  
KANJ & Associates,  
Practising Company Secretaries

**SCRUTINIZER'S REPORT**

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

To

The Executive Chairman,  
Praj Industries Limited (the "Company")  
'Praj Tower' S. No. 274 & 275/2,  
Bhumkar Chowk - Hinjewadi Road,  
Hinjewadi, Pune – 411057

The e-Voting process was conducted between 8<sup>th</sup> August 2017 9.00a.m. and 10<sup>th</sup> August 2017 5.00p.m. in respect of the 31<sup>st</sup> Annual General Meeting of the Company held on 11<sup>th</sup> August 2017 10.00 am at the Registered Office of the Company located at 'Praj Tower' S. No. 274 & 275/2, Bhumkar Chowk - Hinjewadi Road, Hinjewadi, Pune – 411057.

Dear Sir,

I, Sunil Nanal, Partner KANJ & Associates, Practising Company Secretaries , Pune, appointed as Scrutinizer for the purpose of the e-Voting process being carried out, as per Section 108 of the Companies Act, 2013, in respect of the below mentioned resolutions, at the 30<sup>th</sup> Annual General Meeting of the Equity Shareholders of the Company held on Friday 11<sup>th</sup> August 2017 at 10.00 a.m., at the Registered Office of the Company located at 'Praj Tower' S. No. 274 & 275/2, Bhumkar Chowk - Hinjewadi Road, Hinjewadi, Pune – 411057, submit my report as under:

1. After the time fixed for closing of the e-Voting by the Company and after the conclusion of voting at the general meeting, I first counted the votes cast at the Annual General Meeting by way of Poll, thereafter I unblocked the votes cast through remote e-Voting in the presence of two witnesses. A final electronic report of the whole process was generated by me by using the access and authorizations given to me by Central Depository Services Limited (CDSL).
2. The final report generated was tabulated by me and the data regarding the final e-votes was diligently scrutinized. The whole data regarding the members who had voted electronically was reconciled as per the data available on the website of CDSL, i.e. "<https://www.evotingindia.com>"




3. The result of the e-voting is as detailed below:

**a) Resolution No.1 (Ordinary Resolution)  
To receive, consider and adopt;**

- a. the audited Financial Statements of the Company for the financial year ended 31st March 2017 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 31st March 2017 together with the report of the Auditors thereon

Category	Mode of Voting	No. of Shares held	No of Votes polled	% of Votes Polled on outstanding shares	No. of Votes In Favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2]/(1)*100	[4]	[5]	[6]=[4]/(2)*100	[7]=[5]/(2)*100
Promoter and Promoter Group	E-Voting	60300000	60300000	100.000%	60300000	0	100.000%	0.000%
Public - Institutions	E-Voting	35981908	35981908	100.000%	35981908	0	100.000%	0.000%
Public - Non Institutions	E-Voting	17281	17281	100.000%	17281	0	100.000%	0.000%
	<b>Total</b>	<b>96299189</b>	<b>96299189</b>	<b>100.000%</b>	<b>96299189</b>	<b>0</b>	<b>100.000%</b>	<b>0.000%</b>

**b) Resolution No.2 (Ordinary Resolution)**

Declaration of Dividend on Equity Shares

Category	Mode of Voting	No. of Shares held	No of Votes polled	% of Votes Polled on outstanding shares	No. of Votes In Favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2]/(1)*100	[4]	[5]	[6]=[4]/(2)*100	[7]=[5]/(2)*100
Promoter and Promoter Group	E-Voting	60300000	60300000	100.000%	60300000	0	100.000%	0.000%
Public - Institutions	E-Voting	35981908	35981908	100.000%	35981908	0	100.000%	0.000%
Public - Non Institutions	E-Voting	17281	17281	100.000%	17281	0	100.000%	0.000%
	<b>Total</b>	<b>96299189</b>	<b>96299189</b>	<b>100.000%</b>	<b>96299189</b>	<b>0</b>	<b>100.000%</b>	<b>0.000%</b>

**c) Resolution No.3 (Ordinary Resolution)**

Appointment of a Director in place of Mr. Daljit Mirchandani (DIN: 00022951) who retires by rotation and being eligible, offers himself for re-appointment

Category	Mode of Voting	No. of Shares held	No of Votes polled	% of Votes Polled on outstanding shares	No. of Votes In Favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2]/(1)*100	[4]	[5]	[6]=[4]/(2)*100	[7]=[5]/(2)*100
Promoter and Promoter Group	E-Voting	60300000	60300000	100.000%	60300000	0	100.000%	0.000%
Public - Institutions	E-Voting	35981908	35981908	100.000%	35451545	530363	98.526%	1.474%
Public - Non Institutions	E-Voting	17281	17281	100.000%	17256	25	99.855%	0.145%
	<b>Total</b>	<b>96299189</b>	<b>96299189</b>	<b>100.000%</b>	<b>95768801</b>	<b>530388</b>	<b>99.449%</b>	<b>0.551%</b>





**d) Resolution No. 4 (Ordinary Resolution)**

Ratification of Appointment of Statutory Auditors from the conclusion of the ensuing Annual General Meeting till the conclusion of 32nd Annual General Meeting.

Category	Mode of Voting	No. of Shares held	No of Votes polled	% of Votes Polled on outstanding shares	No. of Votes In Favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3] = [(2)/(1)]*100	[4]	[5]	[6] = [(4)/(2)]*100	[7] = [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	60300000	60300000	100.000%	60300000	0	100.000%	0.000%
Public - Institutions	E-Voting	35981908	35981908	100.000%	35981908	0	100.000%	0.000%
Public - Non Institutions	E-Voting	17281	17281	100.000%	17281	0	100.000%	0.000%
	<b>Total</b>	<b>96299189</b>	<b>96299189</b>	<b>100.000%</b>	<b>96299189</b>	<b>0</b>	<b>100.000%</b>	<b>0.000%</b>

**e) Resolution No. 5 (Ordinary Resolution)**

Ratification of remuneration of Dhananjay V. Joshi & Associates, Cost Accountants, Pune as Cost Auditors for the financial year ending 31st March 2018.

Category	Mode of Voting	No. of Shares held	No of Votes polled	% of Votes Polled on outstanding shares	No. of Votes In Favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3] = [(2)/(1)]*100	[4]	[5]	[6] = [(4)/(2)]*100	[7] = [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	60300000	60300000	100.000%	60300000	0	100.000%	0.000%
Public - Institutions	E-Voting	35981908	35981908	100.000%	35981908	0	100.000%	0.000%
Public - Non Institutions	E-Voting	17281	17281	100.000%	17281	0	100.000%	0.000%
	<b>Total</b>	<b>96299189</b>	<b>96299189</b>	<b>100.000%</b>	<b>96299189</b>	<b>0</b>	<b>100.000%</b>	<b>0.000%</b>

**f) Resolution No. 6 (Ordinary Resolution)**

Appointment of Mr. Sachin Raole (DIN: 00431438), Additional Director as Director.

Category	Mode of Voting	No. of Shares held	No of Votes polled	% of Votes Polled on outstanding shares	No. of Votes In Favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3] = [(2)/(1)]*100	[4]	[5]	[6] = [(4)/(2)]*100	[7] = [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	60300000	60300000	100.000%	60300000	0	100.000%	0.000%
Public - Institutions	E-Voting	35981908	35981908	100.000%	28823789	7158119	80.106%	19.894%
Public - Non Institutions	E-Voting	17281	17281	100.000%	17281	0	100.000%	0.000%
	<b>Total</b>	<b>96299189</b>	<b>96299189</b>	<b>100.000%</b>	<b>89141070</b>	<b>7158119</b>	<b>92.567%</b>	<b>7.433%</b>

**g) Resolution No. 7 (Special Resolution)**

Appointment of Mr. Sachin Raole (DIN: 00431438) as Whole Time Director and payment of remuneration.

Category	Mode of Voting	No. of Shares held	No of Votes polled	% of Votes Polled on outstanding shares	No. of Votes In Favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3] = [(2)/(1)]*100	[4]	[5]	[6] = [(4)/(2)]*100	[7] = [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	60300000	60300000	100.000%	60300000	0	100.000%	0.000%
Public - Institutions	E-Voting	35981908	35981908	100.000%	35981908	0	100.000%	0.000%
Public - Non Institutions	E-Voting	17281	17281	100.000%	17182	99	99.427%	0.573%
	<b>Total</b>	<b>96299189</b>	<b>96299189</b>	<b>100.000%</b>	<b>96299090</b>	<b>99</b>	<b>100.000%</b>	<b>0.000%</b>



#### h) Resolution No. 8 (Ordinary Resolution)

Extension of term of appointment of Mr Pramod Chaudhari (DIN: 00196415) as Executive Chairman on same terms & conditions including remuneration.

Category	Mode of Voting	No. of Shares held	No of Votes polled	% of Votes Polled on outstanding shares	No. of Votes In Favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2]/(1)*100	[4]	[5]	[6]=[4]/(2)*100	[7]=[5]/(2)*100
Promoter and Promoter Group	E-Voting	21600000	21600000	100.000%	21600000	0	100.000%	0.000%
Public - Institutions	E-Voting	35981908	35981908	100.000%	35451545	530363	98.526%	1.474%
Public - Non Institutions	E-Voting	17281	17281	100.000%	17267	14	99.919%	0.081%
	<b>Total</b>	<b>57599189</b>	<b>57599189</b>	<b>100.000%</b>	<b>57068812</b>	<b>530377</b>	<b>99.079%</b>	<b>0.921%</b>

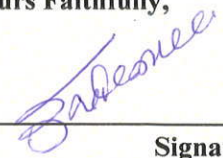
- A Compact Disc (CD) containing a list of equity shareholders/custodians/proxies who voted "FOR", "AGAINST" and those who "ABSTAINED FROM VOTING" for each resolution is enclosed.
- The electronic data and other relevant records related to this e-Voting process were handed over to the Company Secretary/Director authorized by the Board for safe keeping.

Thanking You;

Place: Pune

Date: 11<sup>th</sup> August 2017

Yours Faithfully,




Signature  
Sunil Nanal  
M No. 5977 CP No. 2809  
Scrutinizer  
Partner  
KANJ & Associates,  
Practising Company Secretaries

## FORM No. MGT-13

### Report of Scrutinizer(s)

*[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies  
(Management and Administration) Rules, 2014]*

To,

Shri Pramod Chaudhari,  
Executive Chairman,

31<sup>st</sup> Annual General Meeting of the Equity Shareholders of Praj Industries Limited, Pune held on  
Friday 11<sup>th</sup> August 2017 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 – 411057.

Dear Sir,

I, Sunil Nanal, Partner KANJ & Associates, Pune appointed as Scrutinizer for the purpose of the poll  
taken on the below mentioned resolutions, at the 31<sup>st</sup> Annual General Meeting of the Equity  
Shareholders of Praj Industries Limited, held on Friday 11<sup>th</sup> August 2017 at the Registered Office of  
the Company at "Praj Tower", S. No. 274 & 275/2, Bhumkar Chowk, Hinjewadi Road, Hinjewadi,  
Pune – 411057, submit my report as under:

1. After the time fixed for closing of the poll by the Executive Chairman Shri Pramod Chaudhari,  
ballot boxes kept for polling were locked in my presence with due identification marks placed  
by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were  
diligently scrutinized. The poll papers were reconciled with the records maintained by the  
Company/Registrar and Transfer Agents of the Company and the authorizations/proxies lodged  
with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have  
been treated as invalid and kept separately.
4. The result of the Poll is as under:





**a) Resolution No.1 (Ordinary Resolution)**

**To receive, consider and adopt;**

- a. the audited Financial Statements of the Company for the financial year ended 31st March 2017 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 31st March 2017 together with the report of the Auditors thereon.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid vote cast
23	1731020	100.000%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid vote cast
0	0.00	0.000%

(iii) Invalid votes:

Total number of members present and voting (in person or by proxy)	Total number of votes cast by them
1	100

**b) Resolution No. 2 (Ordinary Resolution)**

**Declaration of Dividend on Equity Shares.**

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid vote cast
23	1731020	100.000%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid vote cast
0	0	0.000%

(iii) Invalid votes:

Total number of members present and voting (in person or by proxy)	Total number of votes cast by them
1	100



*SUNIL*  
2

**c) Resolution No. 3 (Ordinary Resolution)**

Appointment of a Director in place of Mr. Daljit Mirchandani (DIN: 00022951) who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favor of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid vote cast
23	1731020	100.000%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid vote cast
0	0	0.000%

(iii) Invalid votes:

Total number of members present and voting (in person or by proxy)	Total number of votes cast by them
1	100

**d) Resolution No.4 (Ordinary Resolution)**

Ratification of Appointment of Statutory Auditors from the conclusion of the ensuing Annual General Meeting till the conclusion of 32<sup>nd</sup> Annual General Meeting.

(i) Voted in favor of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid vote cast
23	1731020	100.000%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid vote cast
0	0	0.000%

(iii) Invalid votes:

Total number of members present and voting (in person or by proxy)	Total number of votes cast by them
1	100





**e) Resolution No.5 (Ordinary Resolution)**

Ratification of remuneration of Dhananjay V. Joshi & Associates, Cost Accountants, Pune as Cost Auditors for the financial year ending 31<sup>st</sup> March 2018.

(i) Voted in favor of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid vote cast
23	1731020	100.000%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid vote cast
0	0	0.000%

(iii) Invalid votes:

Total number of members present and voting (in person or by proxy)	Total number of votes cast by them
1	100

**f) Resolution No.6 (Ordinary Resolution)**

Appointment of Mr. Sachin Raole (DIN: 00431438), Additional Director as Director.

(i) Voted in favor of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid vote cast
23	1731020	100.000%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid vote cast
0	0	0.000%

(iii) Invalid votes:

Total number of members present and voting (in person or by proxy)	Total number of votes cast by them
1	100



**g) Resolution No.7 (Special Resolution)**

Appointment of Mr. Sachin Raole (DIN: 00431438) as Whole Time Director and payment of remuneration.

(i) Voted in favor of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid vote cast
23	1731020	100.000%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid vote cast
0	0	0.000%

(iii) Invalid votes:

Total number of members present and voting (in person or by proxy)	Total number of votes cast by them
1	100

**h) Resolution No.8 (Ordinary Resolution)**

Extension of term of appointment of Mr Pramod Chaudhari (DIN: 00196415) as Executive Chairman on same terms & conditions including remuneration.

(i) Voted in favor of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid vote cast
23	1731020	100.000%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid vote cast
0	0	0.000%

(iii) Invalid votes:

Total number of members present and voting (in person or by proxy)	Total number of votes cast by them
1	100






5. A Compact Disk (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary/Director authorized by the Board for safe keeping.

Thanking you,

Yours Faithfully,





\_\_\_\_\_  
Sunil Nanal,  
Partner  
KANJ & Associates,  
Company Secretaries, Pune  
FCS -5977, CP No.2809  
Place: Pune  
Dated: 11<sup>th</sup> August 2017  
(Name and Signature of the Scrutinizer)