



DATE: August 6, 2018
REF.: PIL/DVN/L- 162/2018-19

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

Dear Sir/Madam,

Sub.: Proceedings of 32nd Annual General Meeting and voting results.

Thirty-Second (32nd) Annual General Meeting ('AGM') of the Company was held today i.e. on 6th August, 2018 and the businesses mentioned in the Notice dated 12th June, 2018 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 6th August, 2018 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.

Praj Industries Limited

Summary of proceedings of the 32nd Annual General Meeting:



The 32nd Annual General Meeting (AGM) of the Members of Praj Industries Limited ('the Company') was held on Monday, the 6th August, 2018 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 12, 2018, were transacted at the meeting;

1. Receive, consider and adopt;
 - a. the audited Financial Statements of the Company for the Financial Year ended 31st March, 2018 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, 2018 together with the report of the Auditors thereon.
2. Declaration of Dividend on Equity Shares.
3. Re-appointment of Ms. Parimal Chaudhari (DIN: 00724911) as Director.
4. Ratification of remuneration of Dhananjay V. Joshi & Associates, Cost Accountants, Pune as Cost Auditors for the Financial Year ending 31st March, 2019.
5. Appointment of Ms. Mrunalini Joshi (DIN: 00957617), Additional Director as Director.
6. Appointment of Ms. Mrunalini Joshi (DIN: 00957617) as Independent Director.
7. Appointment of Mr. Shishir Joshipura (DIN: 00574970) as Director.
8. Appointment of Mr. Shishir Joshipura (DIN: 00574970) as Chief Executive Officer and Managing Director.
9. Appointment of Dr. Shridhar Shukla (DIN: 00007607), Additional Director as Director.
10. Appointment of Dr. Shridhar Shukla (DIN: 00007607) as Independent Director.

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 7.00 P.M. on 6th August, 2018.

This is for your information and record.

Thanking you,

Yours faithfully,

FOR PRAJ INDUSTRIES LIMITED

A blue ink signature of Dattatraya Nimbolkar, written in a cursive style.

DATTATRAYA NIMBOLKAR
CHIEF INTERNAL AUDITOR
& COMPANY SECRETARY



6th August 2018

32nd ANNUAL GENERAL MEETING HELD ON 6th AUGUST 2018

Declaration of Results of e-voting and poll

As per the provisions of the Companies Act, 2013 as also the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company had provided the facility of e-voting to the Shareholders to enable them to cast their vote electronically on the resolutions proposed in the Notice of the 32nd Annual General Meeting (AGM). The e-voting was open from 3rd August 2018 9.00am to 5th August 2018 5.00pm.

In line with the provisions of the Companies Act, 2013 and in terms of the clarification issued by MCA, voting by Show of Hands was not permitted at the General Meeting where e-voting has been offered to the Shareholders. Therefore, at the 32nd AGM, voting was conducted by means of poll.

The Board of Directors had appointed Mr. Sunil Nanal, Practising Company Secretary as the Scrutinizer for e-voting and poll to be conducted at AGM. The Scrutinizer carried out the scrutiny of all the electronic votes received up to the close of working hours on 5th August 2018 and poll received till the conclusion of the meeting and submitted his Report on 6th August 2018.

The consolidated Result as per the Scrutinizer's report dated 6th August 2018 is as follows:

Particulars		% Votes in Favor	% Votes Against
Resolution No.1	To receive, consider and adopt; a. the audited Financial Statements of the Company for the financial year ended 31st March 2018 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 2018 together with the report of the Auditors thereon.	100.000%	0.000%
Resolution No.2	To declare Dividend on Equity Shares.	100.000%	0.000%
Resolution No.3	To appoint a Director in place of Ms. Parimal Chaudhari (DIN: 00724911) who retires by rotation and being eligible, offers herself for re-appointment.	93.079%	6.921%
Resolution No.4	Ratification of Appointment of Dhananjay V. Joshi & Associates, Cost Accountants, Pune as Cost Auditors for the financial year ending 31st March 2019.	99.998%	0.002%
Resolution No.5	To consider and approve appointment of Ms. Mrunalini Joshi (DIN: 00957617) as Director.	99.998%	0.002%
Resolution No. 6	To consider and approve appointment of Ms. Mrunalini Joshi (DIN: 00957617) as an Independent Director.	99.998%	0.002%



Praj Industries Limited

Regd. Office : "Praj Tower", S. No. 274 & 275/2, Bhumkar Chowk-Hinjewadi Road, Hinjewadi, Pune : 411057. Ph : +91 20 71802000 / 22941000
T : +91 20 22941299 e: info@praj.net w : www.praj.net CIN : L27101PN1985PLC038031



Resolution No.7	To consider and approve appointment of Mr. Shishir Joshipura (DIN: 00574970) as Director.	99.587%	0413%
Resolution No.8	To consider and approve appointment of Mr. Shishir Joshipura (DIN: 00574970) as Chief Executive Officer and Managing Director of the Company.	99.587%	0413%
Resolution No.9	To consider and approve appointment of Dr. Shridhar Shukla (DIN: 00007607) as Director.	99.998%	0.002%
Resolution No.10	To consider and approve appointment of Dr. Shridhar Shukla (DIN: 00007607) as Independent Director.	99.998%	0.002%

Based on the Consolidated Report of the Scrutinizer, all Resolutions as set out in the Notice of 32nd Annual General Meeting have been duly approved by the Shareholders with requisite majority.

Thanking you,

For Praj Industries Limited

A handwritten signature in blue ink, appearing to read 'Dattatraya Nimbolkar', written over a horizontal line.

Dattatraya Nimbolkar

Chief Internal Auditor & Company Secretary



PRAJ INDUSTRIES LIMITED

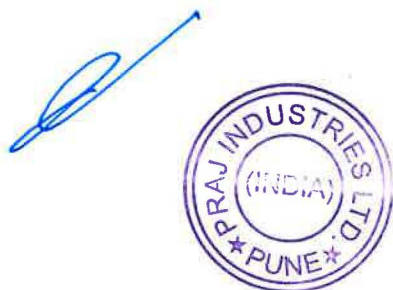
Outcome of Voting at 32nd Annual General Meeting held on Monday 6th August 2018
(As per Clause 44(3) of Listing Obligations and Disclosure Requirements, 2015)

Date of Annual General Meeting	6 th August 2018		
Total Number of Shareholders as on record date	102928		
No. of Shareholders present in the meeting either in person or through proxy	<u>Promoters & Promoter Group</u>	<u>Public</u>	
	In Person	In Person	Through Proxy
	3	61	NIL
No. of Shareholders attended the meeting through Video Conferencing	<u>Promoters & Promoter Group</u>	<u>Public</u>	
	Not Applicable	Not Applicable	

Agenda Wise (Resolution Wise) Given Below

The mode of voting for all the resolutions was:

- 1) e-voting conducted between 3rd August 2018 and 5th August 2018 and;
- 2) Poll conducted at the Meeting



Praj Industries Limited

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 2018 together with the reports of Board of
b. the audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2018 together with the report of the

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		
	Total	60300000	60300000	100.000%	60300000	0	100.000%	0.000%
Public - Institutions	E-Voting	33688408	33688408	100.000%	33688408	0	100.000%	0.000%
	Poll	0	0		0	0		
	Postal Ballot (if applicable)	0	0		0	0		
	Total	33688408	33688408	100.000%	33688408	0	100.000%	0.000%
Public - Non Institutions	E-Voting	386258	386258	100.000%	385937	321	99.917%	0.083%
	Poll	1655327	1655327	100.000%	1655327	0	100.000%	0.000%
	Postal Ballot (if applicable)	0	0		0	0		
	Total	2041585	2041585	100.000%	2041264	321	99.984%	0.016%
Grand Total		96029993	96029993	100.000%	96029672	321	100.000%	0.000%

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		
	Total	60300000	60300000	100.000%	60300000	0	100.000%	0.000%
Public - Institutions	E-Voting	33688408	33688408	100.000%	33688408	0	100.000%	0.000%
	Poll	0	0		0	0		
	Postal Ballot (if applicable)	0	0		0	0		
	Total	33688408	33688408	100.000%	33688408	0	100.000%	0.000%
Public - Non Institutions	E-Voting	386288	386288	100.000%	386288	0	100.000%	0.000%
	Poll	1655327	1655327	100.000%	1655327	0	100.000%	0.000%
	Postal Ballot (if applicable)	0	0		0	0		
	Total	2041615	2041615	100.000%	2041615	0	100.000%	0.000%
Grand Total		96030023	96030023	100.000%	96030023	0	100.000%	0.000%



c) Resolution No.3 (Ordinary Resolution)

To appoint a Director in place of Ms. Parimal Chaudhari (DIN: 00724911) who retires by rotation and being eligible, offers herself for re-

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		
	Total	60300000	60300000	100.000%	60300000	0	100.000%	0.000%
Public - Institutions	E-Voting	33688408	33688408	100.000%	27043130	6645278	80.274%	19.726%
	Poll	0	0		0	0		
	Postal Ballot (if applicable)	0	0		0	0		
	Total	33688408	33688408	100.000%	27043130	6645278	80.274%	19.726%
Public - Non Institutions	E-Voting	386258	386258	100.000%	385487	771	99.800%	0.200%
	Poll	1655327	1655327	100.000%	1655327	0	100.000%	0.000%
	Postal Ballot (if applicable)	0	0		0	0		
	Total	2041585	2041585	100.000%	2040814	771	99.962%	0.038%
Grand Total		96029993	96029993	100.000%	89383944	6646049	93.079%	6.921%

d) Resolution No. 4 (Ordinary Resolution)

Ratification of Appointment of Dhananjay V. Joshi & Associates, Cost Accountants, Pune as Cost Auditors for the financial year ending

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		
	Total	60300000	60300000	100.000%	60300000	0	100.000%	0.000%
Public - Institutions	E-Voting	33688408	33688408	100.000%	33688408	0	100.000%	0.000%
	Poll	0	0		0	0		
	Postal Ballot (if applicable)	0	0		0	0		
	Total	33688408	33688408	100.000%	33688408	0	100.000%	0.000%
Public - Non Institutions	E-Voting	386258	386258	100.000%	384434	1824	99.528%	0.472%
	Poll	1655327	1655327	100.000%	1655327	0	100.000%	0.000%
	Postal Ballot (if applicable)	0	0		0	0		
	Total	2041585	2041585	100.000%	2039761	1824	99.911%	0.089%
Grand Total		96029993	96029993	100.000%	96028169	1824	99.998%	0.002%



e) Resolution No. 5 (Ordinary Resolution)

To consider and approve appointment of Ms. Mrunalini Joshi (DIN: 00957617) 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		
	Total	60300000	60300000	100.000%	60300000	0	100.000%	0.000%
Public - Institutions	E-Voting	33688408	33688408	100.000%	33688408	0	100.000%	0.000%
	Poll	0	0		0	0		
	Postal Ballot (if applicable)	0	0		0	0		
	Total	33688408	33688408	100.000%	33688408	0	100.000%	0.000%
Public - Non Institutions	E-Voting	386258	386258	100.000%	384087	2171	99.438%	0.562%
	Poll	63454988	1655327	2.609%	1655327	0	100.000%	0.000%
	Postal Ballot (if applicable)	0	0		0	0		
	Total	63841246	2041585	3.198%	2039414	2171	99.894%	0.106%
Grand Total		157829654	96029993	60.844%	96027822	2171	99.998%	0.002%

f) Resolution No. 6 (Ordinary Resolution)

To consider and approve appointment of Ms. Mrunalini Joshi (DIN: 00957617) as an Independent 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		
	Total	60300000	60300000	100.000%	60300000	0	100.000%	0.000%
Public - Institutions	E-Voting	33688408	33688408	100.000%	33688408	0	100.000%	0.000%
	Poll	0	0		0	0		
	Postal Ballot (if applicable)	0	0		0	0		
	Total	33688408	33688408	100.000%	33688408	0	100.000%	0.000%
Public - Non Institutions	E-Voting	386258	386258	100.000%	383922	2336	99.395%	0.605%
	Poll	1655327	1655327	100.000%	1655327	0	100.000%	0.000%
	Postal Ballot (if applicable)	0	0		0	0		
	Total	2041585	2041585	100.000%	2039249	2336	99.886%	0.114%
Grand Total		96029993	96029993	100.000%	96027657	2336	99.998%	0.002%



g) Resolution No. 7 (Ordinary Resolution)

To consider and approve appointment of Mr. Shishir Joshipura (DIN: 00574970) 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		
	Total	60300000	60300000	100.000%	60300000	0	100.000%	0.000%
Public - Institutions	E-Voting	33688408	33510485	99.472%	33117240	393245	98.827%	1.173%
	Poll	0	0		0	0		
	Postal Ballot (if applicable)	0	0		0	0		
	Total	33688408	33510485	99.472%	33117240	393245	98.827%	1.173%
Public - Non Institutions	E-Voting	386258	386258	100.000%	384087	2171	99.438%	0.562%
	Poll	1655327	1655327	100.000%	1655327	0	100.000%	0.000%
	Postal Ballot (if applicable)	0	0		0	0		
	Total	2041585	2041585	100.000%	2039414	2171	99.894%	0.106%
Grand Total		96029993	95852070	99.815%	95456654	395416	99.587%	0.413%

h) Resolution No. 8 (Ordinary Resolution)

To consider and approve appointment of Mr. Shishir Joshipura (DIN: 00574970) as Chief Executive Officer and Managing Director of the

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		
	Total	60300000	60300000	100.000%	60300000	0	100.000%	0.000%
Public - Institutions	E-Voting	33688408	33510485	99.472%	33117240	393245	98.827%	1.173%
	Poll	0	0		0	0		
	Postal Ballot (if applicable)	0	0		0	0		
	Total	33688408	33510485	99.472%	33117240	393245	98.827%	1.173%
Public - Non Institutions	E-Voting	386258	386258	100.000%	383922	2336	99.395%	0.605%
	Poll	1655327	1655327	100.000%	1655327	0	100.000%	0.000%
	Postal Ballot (if applicable)	0	0		0	0		
	Total	2041585	2041585	100.000%	2039249	2336	99.886%	0.114%
Grand Total		96029993	95852070	99.815%	95456489	395581	99.587%	0.413%



i) **Resolution No. 9 (Ordinary Resolution)**

To consider and approve appointment of Dr. Shridhar Shukla (DIN: 00007607) 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		
	Total	60300000	60300000	100.000%	60300000	0	100.000%	0.000%
Public - Institutions	E-Voting	33688408	33688408	100.000%	33688408	0	100.000%	0.000%
	Poll	0	0		0	0		
	Postal Ballot (if applicable)	0	0		0	0		
	Total	33688408	33688408	100.000%	33688408	0	100.000%	0.000%
Public - Non Institutions	E-Voting	386258	386258	100.000%	384087	2171	99.438%	0.562%
	Poll	1655327	1655327	100.000%	1655327	0	100.000%	0.000%
	Postal Ballot (if applicable)	0	0		0	0		
	Total	2041585	2041585	100.000%	2039414	2171	99.894%	0.106%
Grand Total		96029993	96029993	100.000%	96027822	2171	99.998%	0.002%

j) **Resolution No. 10 (Ordinary Resolution)**

To consider and approve appointment of Dr. Shridhar Shukla (DIN: 00007607) as Independent 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		
	Total	60300000	60300000	100.000%	60300000	0	100.000%	0.000%
Public - Institutions	E-Voting	33688408	33688408	100.000%	33688408	0	100.000%	0.000%
	Poll	0	0		0	0		
	Postal Ballot (if applicable)	0	0		0	0		
	Total	33688408	33688408	100.000%	33688408	0	100.000%	0.000%
Public - Non Institutions	E-Voting	386258	386258	100.000%	383922	2336	99.395%	0.605%
	Poll	1655327	1655327	100.000%	1655327	0	100.000%	0.000%
	Postal Ballot (if applicable)	0	0		0	0		
	Total	2041585	2041585	100.000%	2039249	2336	99.886%	0.114%
Grand Total		96029993	96029993	100.000%	96027657	2336	99.998%	0.002%



As per the consolidated results of e-voting and poll on item no. 1 to 10 of the Notice of the AGM, all the resolutions are passed by requisite majority.

FOR PRAJ INDUSTRIES LIMITED,

A handwritten signature in blue ink, appearing to read 'Dattatraya Nimbolkar', written over a horizontal line.

**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: 32nd Annual General Meeting (the "Meeting") of the Equity Shareholders of Praj Industries Limited (the "Company") held on Monday, the 6th August 2018 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 3rd August 2018 9.00AM and 5th August 2018 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.

Sunil



a) Resolution NO-1 (Ordinary Resolution)

To receive, consider and adopt:

- the audited Financial Statements of the Company for the financial year ended 31st March 2018 together with the reports of Board of
- the audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2018 together with the report of the

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		
	Total	60300000	60300000	100.000%	60300000	0	100.000%	0.000%
Public - Institutions	E-Voting	33688408	33688408	100.000%	33688408	0	100.000%	0.000%
	Poll	0	0		0	0		
	Postal Ballot (if applicable)	0	0		0	0		
	Total	33688408	33688408	100.000%	33688408	0	100.000%	0.000%
Public - Non Institutions	E-Voting	386258	386258	100.000%	385937	321	99.917%	0.083%
	Poll	1655327	1655327	100.000%	1655327	0	100.000%	0.000%
	Postal Ballot (if applicable)	0	0		0	0		
	Total	2041585	2041585	100.000%	2041264	321	99.984%	0.016%
Grand Total		96029993	96029993	100.000%	96029672	321	100.000%	0.000%

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		
	Total	60300000	60300000	100.000%	60300000	0	100.000%	0.000%
Public - Institutions	E-Voting	33688408	33688408	100.000%	33688408	0	100.000%	0.000%
	Poll	0	0		0	0		
	Postal Ballot (if applicable)	0	0		0	0		
	Total	33688408	33688408	100.000%	33688408	0	100.000%	0.000%
Public - Non Institutions	E-Voting	386288	386288	100.000%	386288	0	100.000%	0.000%
	Poll	1655327	1655327	100.000%	1655327	0	100.000%	0.000%
	Postal Ballot (if applicable)	0	0		0	0		
	Total	2041615	2041615	100.000%	2041615	0	100.000%	0.000%
Grand Total		96020023	96030023	100.000%	96030023	0	100.000%	0.000%

Sube

c) Resolution No.3 (Ordinary Resolution)

To appoint a Director in place of Ms. Parimal Chaudhari (DIN: 00724911) who retires by rotation and being eligible, offers herself for re-

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		
	Total	60300000	60300000	100.000%	60300000	0	100.000%	0.000%
Public - Institutions	E-Voting	33688408	33688408	100.000%	27043130	6645278	80.274%	19.726%
	Poll	0	0		0	0		
	Postal Ballot (if applicable)	0	0		0	0		
	Total	33688408	33688408	100.000%	27043130	6645278	80.274%	19.726%
Public - Non Institutions	E-Voting	386258	386258	100.000%	385487	771	99.800%	0.200%
	Poll	1655327	1655327	100.000%	1655327	0	100.000%	0.000%
	Postal Ballot (if applicable)	0	0		0	0		
	Total	2041585	2041585	100.000%	2040814	771	99.962%	0.038%
Grand Total		96029993	96029993	100.000%	89383944	6646049	93.079%	6.921%

d) Resolution No. 4 (Ordinary Resolution)

Ratification of Appointment of Dhananjay V. Joshi & Associates, Cost Accountants, Pune as Cost Auditors for the financial year ending

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		
	Total	60300000	60300000	100.000%	60300000	0	100.000%	0.000%
Public - Institutions	E-Voting	33688408	33688408	100.000%	33688408	0	100.000%	0.000%
	Poll	0	0		0	0		
	Postal Ballot (if applicable)	0	0		0	0		
	Total	33688408	33688408	100.000%	33688408	0	100.000%	0.000%
Public - Non Institutions	E-Voting	386258	386258	100.000%	384434	1824	99.528%	0.472%
	Poll	1655327	1655327	100.000%	1655327	0	100.000%	0.000%
	Postal Ballot (if applicable)	0	0		0	0		
	Total	2041585	2041585	100.000%	2039761	1824	99.911%	0.089%
Grand Total		96029993	96029993	100.000%	96028169	1824	99.998%	0.002%

Dr. J. Joshi

e) Resolution No. 5 (Ordinary Resolution)

To consider and approve appointment of Ms. Mrunalini Joshi (DIN: 00957617) 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		
	Total	60300000	60300000	100.000%	60300000	0	100.000%	0.000%
Public - Institutions	E-Voting	33688408	33688408	100.000%	33688408	0	100.000%	0.000%
	Poll	0	0		0	0		
	Postal Ballot (if applicable)	0	0		0	0		
	Total	33688408	33688408	100.000%	33688408	0	100.000%	0.000%
Public - Non Institutions	E-Voting	386258	386258	100.000%	384087	2171	99.438%	0.562%
	Poll	63454988	1655327	2.609%	1655327	0	100.000%	0.000%
	Postal Ballot (if applicable)	0	0		0	0		
	Total	63841246	2041585	3.198%	2039414	2171	99.894%	0.106%
Grand Total		157829654	96029993	60.844%	96027822	2171	99.998%	0.002%

f) Resolution No. 6 (Ordinary Resolution)

To consider and approve appointment of Ms. Mrunalini Joshi (DIN: 00957617) as an Independent 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		
	Total	60300000	60300000	100.000%	60300000	0	100.000%	0.000%
Public - Institutions	E-Voting	33688408	33688408	100.000%	33688408	0	100.000%	0.000%
	Poll	0	0		0	0		
	Postal Ballot (if applicable)	0	0		0	0		
	Total	33688408	33688408	100.000%	33688408	0	100.000%	0.000%
Public - Non Institutions	E-Voting	386258	386258	100.000%	383922	2336	99.395%	0.605%
	Poll	1655327	1655327	100.000%	1655327	0	100.000%	0.000%
	Postal Ballot (if applicable)	0	0		0	0		
	Total	2041585	2041585	100.000%	2039249	2336	99.886%	0.114%
Grand Total		96029993	96029993	100.000%	96027657	2336	99.998%	0.002%

Handwritten signature

g) Resolution No. 7 (Ordinary Resolution)

To consider and approve appointment of Mr. Shishir Joshipura (DIN: 00574970) 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		
	Total	60300000	60300000	100.000%	60300000	0	100.000%	0.000%
Public - Institutions	E-Voting	33688408	33510485	99.472%	33117240	393245	98.827%	1.173%
	Poll	0	0		0	0		
	Postal Ballot (if applicable)	0	0		0	0		
	Total	33688408	33510485	99.472%	33117240	393245	98.827%	1.173%
Public - Non Institutions	E-Voting	386258	386258	100.000%	384087	2171	99.438%	0.562%
	Poll	1655327	1655327	100.000%	1655327	0	100.000%	0.000%
	Postal Ballot (if applicable)	0	0		0	0		
	Total	2041585	2041585	100.000%	2039414	2171	99.894%	0.106%
Grand Total		96029993	95852070	99.815%	95456654	395416	99.587%	0.413%

h) Resolution No. 8 (Ordinary Resolution)

To consider and approve appointment of Mr. Shishir Joshipura (DIN: 00574970) as Chief Executive Officer and Managing Director of the

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		
	Total	60300000	60300000	100.000%	60300000	0	100.000%	0.000%
Public - Institutions	E-Voting	33688408	33510485	99.472%	33117240	393245	98.827%	1.173%
	Poll	0	0		0	0		
	Postal Ballot (if applicable)	0	0		0	0		
	Total	33688408	33510485	99.472%	33117240	393245	98.827%	1.173%
Public - Non Institutions	E-Voting	386258	386258	100.000%	383922	2336	99.395%	0.605%
	Poll	1655327	1655327	100.000%	1655327	0	100.000%	0.000%
	Postal Ballot (if applicable)	0	0		0	0		
	Total	2041585	2041585	100.000%	2039249	2336	99.886%	0.114%
Grand Total		96029993	95852070	99.815%	95456489	395581	99.587%	0.413%

Shree

i) **Resolution No. 9 (Ordinary Resolution)**

To consider and approve appointment of Dr. Shridhar Shukla (DIN: 00007607) 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		
	Total	60300000	60300000	100.000%	60300000	0	100.000%	0.000%
Public - Institutions	E-Voting	33688408	33688408	100.000%	33688408	0	100.000%	0.000%
	Poll	0	0		0	0		
	Postal Ballot (if applicable)	0	0		0	0		
	Total	33688408	33688408	100.000%	33688408	0	100.000%	0.000%
Public - Non Institutions	E-Voting	386258	386258	100.000%	384087	2171	99.438%	0.562%
	Poll	1655327	1655327	100.000%	1655327	0	100.000%	0.000%
	Postal Ballot (if applicable)	0	0		0	0		
	Total	2041585	2041585	100.000%	2039414	2171	99.894%	0.106%
Grand Total		96029993	96029993	100.000%	96027822	2171	99.998%	0.002%

a) **Resolution No. 10 (Ordinary Resolution)**

To consider and approve appointment of Dr. Shridhar Shukla (DIN: 00007607) as Independent 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		
	Total	60300000	60300000	100.000%	60300000	0	100.000%	0.000%
Public - Institutions	E-Voting	33688408	33688408	100.000%	33688408	0	100.000%	0.000%
	Poll	0	0		0	0		
	Postal Ballot (if applicable)	0	0		0	0		
	Total	33688408	33688408	100.000%	33688408	0	100.000%	0.000%
Public - Non Institutions	E-Voting	386258	386258	100.000%	383922	2336	99.395%	0.605%
	Poll	1655327	1655327	100.000%	1655327	0	100.000%	0.000%
	Postal Ballot (if applicable)	0	0		0	0		
	Total	2041585	2041585	100.000%	2039249	2336	99.886%	0.114%
Grand Total		96029993	96029993	100.000%	96027657	2336	99.998%	0.002%



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

Yours Faithfully,



(Signature of the Scrutinizer)

Sunil Nanal

M No. 5977 CP No. 2809

Scrutinizer

Partner, KANJ & Co. LLP,

Practising Company Secretaries

Place: Pune

Date: 6th August 2018