



DATE: August 7, 2015
REF.: PIL/DVN/L- 79/2015-16

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

Dear Sir/Madam,

Sub.: Clause No 35A of the Listing Agreement – Details of voting at the 29th Annual General Meeting of the Company.

Pursuant to Clause 35A of the Listing Agreement, details of the voting results at the 29th Annual General Meeting of the Company held on Thursday, the 6th August, 2015 at the Registered Office of the Company at "Praj Tower", S. No. 274 & 275/2, Bhumkar Chowk- Hinjewadi Road, Hinjewadi, Pune – 411 057, are enclosed as per the prescribed format.

Further, we are also enclosing the following documents:

1. Scrutinizer's Consolidated Report.
2. Scrutinizer's Report on e-voting.
3. Scrutinizer's Report on Poll in Form No. MGT-13.

The above are also uploaded on the Company's Website i.e. [www. Praj.net](http://www.Praj.net).

We request you to note the above and acknowledge the receipt of this letter.

Thanking you,

Yours Faithfully,

FOR PRAJ INDUSTRIES LIMITED

DATTATRAYA NIMBOLKAR
CFO & COMPANY SECRETARY

Encl : As above.

Praj Industries Limited

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

**Outcome of Voting at Annual General Meeting
(As per Clause 35A of Listing Agreement)**

Date of Annual General Meeting	6 th August, 2015		
Total Number of Shareholders as on record date	93820		
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	67	1
No. of Shareholders attended the meeting through Video Conferencing	<u>Promoters & Promoter Group</u>	<u>Public</u>	
	Not Applicable	Not Applicable	

Agenda (Resolution Wise)

The mode of voting for all the resolutions was:

- 1) e-voting conducted between 3rd August, 2015 to 5th August, 2015 and
- 2) Poll conducted at the Meeting

Given below are the resolution wise combined results of e-voting and Poll.

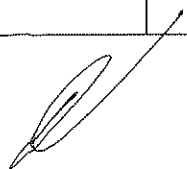
Resolution No. 1 :

To receive, consider and adopt;

- a. the audited Financial Statements of the Company for the financial year ended 31st March, 2015 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, 2015 together with the report of the Auditors thereon.

Resolution required : Ordinary

Promoter/Public	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	60300000	60300000	100.000	60300000	0	100.000	0.000
Public Institutional Holders	41151900	39476900	95.930	39476900	0	100.000	0.000
Public-Others	1843183	1842591	99.968	1841691	900	99.951	0.049
Total	103295083	101619491	98.378	101618591	900	99.999	0.001



Resolution No. 2 :

To declare Dividend on Equity Shares @ Rs.1.62 per equity share.

Resolution required : Ordinary

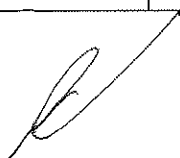
Promoter/Public	No. of Shares held	No of Votes polled	% of Votes Polled on outstanding shares	No. of Votes - In Favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
	[1]	[2]	[3] =[(2)/(1)]*100	[4]	[5]	[6] =[(4)/(2)]*100	[7]=[(5)/(2)]*100
Promoter and Promoter Group	60300000	60300000	100.000	60300000	0	100.000	0.000
Public Institutional Holders	41151900	41151900	100.000	41151900	0	100.000	0.000
Public-Others	1843183	1842591	99.968	1841691	900	99.951	0.049
Total	103295083	103294491	99.999	103293591	900	99.999	0.001

Resolution No. 3:

To appoint a Director in place of Mr. Gajanan Nabar (DIN: 00714569) who retires by rotation and being eligible, offers himself for re-appointment.

Resolution required : Ordinary

Promoter/Public	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	60300000	60300000	100.000	60300000	0	100.000	0.000
Public Institutional Holders	40318501	40318501	100.000	36114973	4203528	89.574	10.426
Public-Others	2676582	2590990	96.802	2590490	500	99.981	0.019
Total	103295083	103209491	99.917	99005463	4204028	95.927	4.073



Resolution No. 4:

To approve the appointment of M/s P.G. Bhagwat, Chartered Accountants as Statutory Auditors of the Company w.e.f. 13th June, 2015 to fill the casual vacancy caused by the resignation of B.K. Khare & Co., Chartered Accountants and to appoint them for a term of 5 years from the Financial Year 2015-16 i.e. from conclusion of this Annual General Meeting till the conclusion of the thirty fourth Annual General Meeting and to fix their remuneration.

Resolution required : Ordinary

Promoter/Public	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	60300000	60300000	100.000	60300000	0	100.000	0.000
Public Institutional Holders	41151900	41151900	100.000	41151900	0	100.000	0.000
Public-Others	1843183	1842591	99.968	1842591	0	100.000	0.000
Total	103295083	103294491	99.999	103294491	0	100.000	0.000

Resolution No. 5:

To appoint Mr. Daljit Mirchandani (DIN: 00022951) as Director.

Resolution required : Ordinary

Promoter/Public	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	60300000	60300000	100.000	60300000	0	100.000	0.000
Public Institutional Holders	41151900	41151900	100.000	41151900	0	100.000	0.000
Public-Others	1843183	1841191	99.892	1840881	310	99.983	0.017
Total	103295083	103293091	99.999	103292781	310	100.000	0.000

Resolution No. 6:

To extend the appointment of Mr. Pramod Chaudhari (DIN : 00196415) as Executive Chairman of the Company and Fixing of remuneration.

Resolution required : Ordinary

Promoter/Public	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	60300000	21600000	35.821	21600000	0	100.000	0.000
Public Institutional Holders	41151900	41151900	100.000	40664365	487535	98.815	1.185
Public-Others	1843183	1842491	99.962	1842191	300	99.984	0.016
Total	103295083	64594391	62.534	64106556	487835	99.245	0.755

Resolution No. 7:

To re-appoint Mr. Gajanan Nabar (DIN: 00714569) as CEO & MD of the Company and fixing of remuneration.

Resolution required : Ordinary

Promoter/Public	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	60300000	60300000	100.000	60300000	0	100.000	0.000
Public Institutional Holders	41151900	41151900	100.000	41151900	0	100.000	0.000
Public-Others	1843183	1757591	95.356	1756241	1350	99.923	0.077
Total	103295083	103209491	99.917	103208141	1350	99.999	0.001

Resolution No. 8:

To approve the remuneration of M/s Dhananjay V. Joshi & Associates, Cost Accountants, Pune as Cost Auditors for the Financial Year ending 31st March, 2016.

Resolution required : Ordinary

Promoter/Public	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	60300000	60300000	100.000	60300000	0	100.000	0.000
Public Institutional Holders	41151900	41151900	100.000	41151900	0	100.000	0.000
Public-Others	1843183	1842591	99.968	1841231	1360	99.926	0.074
Total	103295083	103294491	99.999	103293131	1360	99.999	0.001

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
CFO & 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: 29th Annual General Meeting (the "Meeting") of the Equity Shareholders of Praj Industries Limited (the "Company") held on Thursday, the 6th day of August, 2015 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, 2015, 9.00AM and 5th August, 2015, 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


 1

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) As an ordinary resolution- Item No. 1 passed with requisite majority

To receive, consider and adopt;

- a. the audited Financial Statements of the Company for the financial year ended 31st March, 2015 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 2015 together with the report of the Auditors thereon

• **E-Voting process:**

Particulars	No. of shares held	No. of shares Voted	No. of Votes - In favour	No. of Votes - Against	%age of Votes in favour on Votes Polled	%age of Votes against on votes polled
Promoter and Promoter Group	60300000	60300000	60300000	0	100.000	0.000
Public Institutional Holders	41151900	39476900	39476900	0	100.000	0.000
Others	22530	22530	21630	900	96.005	3.995
Total	101474430	99799430	99798530	900	99.999	0.001

• **Poll taken at the Meeting:**

Particulars	No. of shares held	No. of shares Voted	No. of Votes - In favour	No. of Votes - Against	%age of Votes in favour on Votes Polled	% age of Votes against on votes polled
Promoter and Promoter Group	0	0	0	0	0.000	0.000
Public Institutional Holders	0	0	0	0	0.000	0.000
Others	1820653	1820061	1820061	0	100.000	0.000
Total	1820653	1820061	1820061	0	100.000	0.000



Consolidated:

Particulars	No. of shares held	No. of shares Voted	No. of Votes - In favour	No. of Votes - Against	%age of Votes in favour on Votes Polled	%age of Votes against on votes polled
Promoter and Promoter Group	60300000	60300000	60300000	0	100.000	0.000
Public Institutional Holders	41151900	39476900	39476900	0	100.000	0.000
Others	1843183	1842591	1841691	900	99.951	0.049
Total	103295083	101619491	101618591	900	99.999	0.001

b) As an ordinary resolution- Item No. 2 passed with requisite majority

To declare Dividend on Equity Shares @ Rs. 1.62 per equity share

• **E-Voting process:**

Particulars	No. of shares held	No. of shares Voted	No. of Votes - In favour	No. of Votes - Against	%age of Votes in favour on Votes Polled	%age of Votes against on votes polled
Promoter and Promoter Group	60300000	60300000	60300000	0	100.000	0.000
Public Institutional Holders	41151900	41151900	41151900	0	100.000	0.000
Others	22530	22530	21630	900	96.005	3.995
Total	101474430	101474430	101473530	900	99.999	0.001

Poll taken at the Meeting:

Particulars	No. of shares held	No. of shares Voted	No. of Votes - In favour	No. of Votes - Against	%age of Votes in favour on Votes Polled	%age of Votes against on votes polled
Promoter and Promoter Group	0	0	0	0	0.000	0.000
Public Institutional Holders	0	0	0	0	0.000	0.000
Others	1820653	1820061	1820061	0	100.000	0.000
Total	1820653	1820061	1820061	0	100.000	0.000



Consolidated:

Particulars	No. of shares held	No. of shares Voted	No. of Votes - In favour	No. of Votes - Against	%age of Votes in favour on Votes Polled	%age of Votes against on votes polled
Promoter and Promoter Group	60300000	60300000	60300000	0	100.000	0.000
Public Institutional Holders	41151900	41151900	41151900	0	100.000	0.000
Others	1843183	1842591	1841691	900	99.951	0.049
Total	103295083	103294491	103293591	900	99.999	0.001

c) As an ordinary resolution- Item No. 3 passed with requisite majority

To appoint a Director in place of Mr. GajananNabar (DIN: 00714569) who retires by rotation and being eligible, offers himself for re-appointment.

E-Voting process:

Particulars	No. of shares held	No. of shares Voted	No. of Votes - In favour	No. of Votes - Against	%age of Votes in favour on Votes Polled	% age of Votes against on votes polled
Promoter and Promoter Group	60300000	60300000	60300000	0	100.000	0.000
Public Institutional Holders	40318501	40318501	36114973	4203528	89.574	10.426
Others	855929	855929	855429	500	99.942	0.058
Total	101474430	101474430	97270402	4204028	95.857	04.143

Poll taken at the Meeting:

Particulars	No. of shares held	No. of shares Voted	No. of Votes - In favour	No. of Votes - Against	%age of Votes in favour on Votes Polled	%age of Votes against on votes polled
Promoter and Promoter Group	0	0	0	0	0.000	0.000
Public Institutional Holders	0	0	0	0	0.000	0.000
Others	1820653	1735061	1735061	0	100.000	0.000
Total	1820653	1735061	1735061	0	100.000	0.000

Signature



Consolidated:

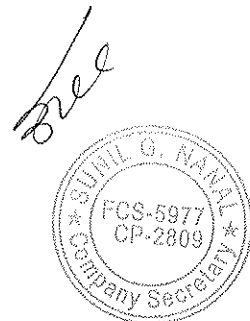
Particulars	No. of shares held	No. of shares Voted	No. of Votes - In favour	No. of Votes - Against	%age of Votes in favour on Votes Polled	%age of Votes against on votes polled
Promoter and Promoter Group	60300000	60300000	60300000	0	100.000	0.000
Public Institutional Holders	40318501	40318501	36114973	4203528	89.574	10.426
Others	2676582	2590990	2590490	500	99.981	0.019
Total	103295083	103209491	99005463	4204028	95.927	4.073

d) As an ordinary resolution- Item No. 4 passed with requisite majority

To approve the appointment of M/s P.G. Bhagwat, Chartered Accountants as Statutory Auditors of the Company w.e.f. 13th June 2015 to fill the casual vacancy caused by the resignation of BK Khare & Co, Chartered Accountants and to appoint them for a term of 5 years from the financial year 2015-16 i.e. from conclusion of this annual general meeting till the conclusion of the thirty fourth annual general meeting and to fix their remuneration.

- E-Voting process:**

Particulars	No. of shares held	No. of shares Voted	No. of Votes - In favour	No. of Votes - Against	%age of Votes in favour on Votes Polled	%age of Votes against on votes polled
Promoter and Promoter Group	60300000	60300000	60300000	0	100.000	0.000
Public Institutional Holders	41151900	41151900	41151900	0	100.000	0.000
Others	22530	22530	22530	0	100.000	0.000
Total	101474430	101474430	101474430	0	100.000	0.000



Poll taken at the Meeting:

Particulars	No. of shares held	No. of shares Voted	No. of Votes - In favour	No. of Votes - Against	%age of Votes in favour on Votes Polled	%age of Votes against on votes polled
Promoter and Promoter Group	0	0	0	0	0.000	0.000
Public Institutional Holders	0	0	0	0	0.000	0.000
Others	1820653	1820061	1820061	0	100.000	0.000
Total	1820653	1820061	1820061	0	100.000	0.000

Consolidated:

Particulars	No. of shares held	No. of shares Voted	No. of Votes - In favour	No. of Votes - Against	%age of Votes in favour on Votes Polled	%age of Votes against on votes polled
Promoter and Promoter Group	60300000	60300000	60300000	0	100.000	0.000
Public Institutional Holders	41151900	41151900	41151900	0	100.000	0.000
Others	1843183	1842591	1842591	0	100.000	0.000
Total	103295083	103294491	103294491	0	100.000	0.000

e) As an ordinary resolution - Item No. 5 passed with requisite majority

To appoint Mr. Daljit Mirchandani (DIN: 00022951) as Director

E-Voting process:

Particulars	No. of shares held	No. of shares Voted	No. of Votes - In favour	No. of Votes - Against	%age of Votes in favour on Votes Polled	%age of Votes against on votes polled
Promoter and Promoter Group	60300000	60300000	60300000	0	100.000	0.000
Public Institutional Holders	41151900	41151900	41151900	0	100.000	0.000
Others	22530	22530	22220	310	98.624	1.376
Total	101474430	101474430	101474120	310	100.000	0.000



• **Poll taken at the Meeting:**

Particulars	No. of shares held	No. of shares Voted	No. of Votes - In favour	No. of Votes - Against	%age of Votes in favour on Votes Polled	%age of Votes against on votes polled
Promoter and Promoter Group	0	0	0	0	0.000	0.000
Public Institutional Holders	0	0	0	0	0.000	0.000
Others	1820653	1818661	1818661	0	100.00	0.000
Total	1820653	1818661	1818661	0	100.00	0.000

Consolidated:

Particulars	No. of shares held	No. of shares Voted	No. of Votes - In favour	No. of Votes - Against	%age of Votes in favour on Votes Polled	%age of Votes against on votes polled
Promoter and Promoter Group	60300000	60300000	60300000	0	100.000	0.000
Public Institutional Holders	41151900	41151900	41151900	0	100.000	0.000
Others	1843183	1841191	1840881	310	99.983	0.017
Total	103295083	103293091	103292781	310	100.000	0.000

f) As an ordinary resolution - Item No. 6 passed with requisite majority

To extend the appointment of Mr. Pramod Chaudhari as Executive Chairman of the Company and fixing of remuneration.

• **E-Voting process:**

Particulars	No. of shares held	No. of shares Voted	No. of Votes - In favour	No. of Votes - Against	%age of Votes in favour on Votes Polled	%age of Votes against on votes polled
Promoter and Promoter Group	60300000	21600000	21600000	0	100.000	0.000
Public Institutional Holders	41151900	41151900	40664365	487535	98.815	1.185
Others	22530	22430	22130	300	98.663	1.337
Total	101474430	62774330	62286495	487835	99.223	0.777

Signature

SUNIL G. NAWAL
FCS-5977
CP-2809

- **Poll taken at the Meeting:**

Particulars	No. of shares held	No. of shares Voted	No. of Votes - In favour	No. of Votes - Against	%age of Votes in favour on Votes Polled	%age of Votes against on votes polled
Promoter and Promoter Group	0	0	0	0	0.000	0.000
Public Institutional Holders	0	0	0	0	0.000	0.000
Others	1820653	1820061	1820061	0	100.000	0.000
Total	1820653	1820061	1820061	0	100.000	0.000

Consolidated:

Particulars	No. of shares held	No. of shares Voted	No. of Votes - In favour	No. of Votes - Against	%age of Votes in favour on Votes Polled	%age of Votes against on votes polled
Promoter and Promoter Group	60300000	21600000	21600000	0	100.000	0.000
Public Institutional Holders	41151900	41151900	40664365	487535	98.815	1.185
Others	1843183	1842491	1842191	300	99.984	0.016
Total	103295083	64594391	64106556	487835	99.245	0.755

g) As an ordinary resolution - Item No. 7 passed with requisite majority

To re-appoint Mr. Gajanan Nabar as CEO & MD of the Company and fixing of remuneration.

- **E-Voting process:**

Particulars	No. of shares held	No. of shares Voted	No. of Votes - In favour	No. of Votes - Against	%age of Votes in favour on Votes Polled	%age of Votes against on votes polled
Promoter and Promoter Group	60300000	60300000	60300000	0	100.000	0.000
Public Institutional Holders	41151900	41151900	41151900	0	100.000	0.000
Others	22530	22530	21180	1350	94.008	5.992
Total	101474430	101474430	101473080	1350	99.999	0.001

Signature


- **Poll taken at the Meeting:**

Particulars	No. of shares held	No. of shares Voted	No. of Votes - In favour	No. of Votes - Against	%age of Votes in favour on Votes Polled	%age of Votes against on votes polled
Promoter and Promoter Group	0	0	0	0	0.000	0.000
Public Institutional Holders	0	0	0	0	0.000	0.000
Others	1820653	1735061	1735061	0	100.000	0.000
Total	1820653	1735061	1735061	0	100.000	0.000

Consolidated:

Particulars	No. of shares held	No. of shares Voted	No. of Votes - In favour	No. of Votes - Against	%age of Votes in favour on Votes Polled	%age of Votes against on votes polled
Promoter and Promoter Group	60300000	60300000	60300000	0	100.000	0.000
Public Institutional Holders	41151900	41151900	41151900	0	100.000	0.000
Others	1843183	1757591	1756241	1350	99.923	0.077
Total	103295083	103209491	103208141	1350	99.999	0.001

See

SUNIL G. NANAL
FCS-5977
CP-2809
Company Secretary

h) As an ordinary resolution - Item No. 8 passed with requisite majority

To approve the remuneration of M/s Dhananjay V. Joshi & Associates, Cost Accountants, Pune as Cost Auditors for the Financial Year ending 31st March, 2016

• **E-Voting process:**

Particulars	No. of shares held	No. of shares Voted	No. of Votes - In favour	No. of Votes - Against	%age of Votes in favour on Votes Polled	%age of Votes against on votes polled
Promoter and Promoter Group	60300000	60300000	60300000	0	100.000	0.000
Public Institutional Holders	41151900	41151900	41151900	0	100.000	0.000
Others	22530	22530	21170	1360	93.964	6.036
Total	101474430	101474430	101473070	1360	99.999	0.001

• **Poll taken at the Meeting:**

Particulars	No. of shares held	No. of shares Voted	No. of Votes - In favour	No. of Votes - Against	%age of Votes in favour on Votes Polled	%age of Votes against on votes polled
Promoter and Promoter Group	0	0	0	0	0.000	0.000
Public Institutional Holders	0	0	0	0	0.000	0.000
Others	1820653	1820061	1820061	0	100.000	0.000
Total	1820653	1820061	1820061	0	100.000	0.000

See

SUNIL G. NANAL
FCS-5977
CP-2809
Company Secretary

Consolidated:

Particulars	No. of shares held	No. of shares Voted	No. of Votes - In favour	No. of Votes - Against	%age of Votes in favour on Votes Polled	%age of Votes against on votes polled
Promoter and Promoter Group	60300000	60300000	60300000	0	100.000	0.000
Public Institutional Holders	41151900	41151900	41151900	0	100.000	0.000
Others	1843183	1842591	1841231	1360	99.926	0.074
Total	103295083	103294491	103293131	1360	99.999	0.001

Note: The figures in percentage have been calculated and rounded off.

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 alongwith 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,

Place: Pune

Date: 7th August, 2015



Sunil G. Nanal

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



Received
For PRAJ INDUSTRIES LTD.

D. V. Nimbolkar
D. V. NIMBOLKAR
CFO & Company Secretary

3-4, 'Aishwarya Sankul', S. No. 17, G. A. Kulkarni Path, Opp. Joshi Railway Museum, Kothrud, Pune - 411 038, India
Tel. : +91-020-2546 6265, 6520 4591, 6529 6055 Tel/Fax : 2546 1561



SCRUTINIZER'S REPORT

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

To

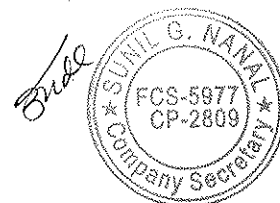
The Executive Chairman,
Praj Industries Limited (the "Company")
'Praj Tower' S. No. 274 & 275/2,
Bhumkar Chowk, Hinjewadi Road,
Hinjewadi, Pune - 411057

The e-Voting process was conducted between 3rd August, 2015 and 5th August, 2015 in respect of the 29th Annual General Meeting of the Company held on 6th August, 2015 at 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 of M/s KANJ & Associates, Practicing 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 29th Annual General Meeting of the Equity Shareholders of the Company held on 6th August, 2015 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, 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 under:

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

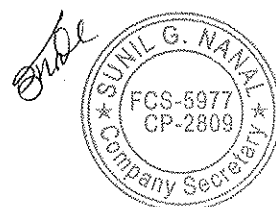
- a. the audited Financial Statements of the Company for the financial year ended 31st March, 2015 together with the reports of Board of Directors and the Auditors thereon
- b. the audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2015 together with the report of the Auditors thereon

Particulars	No. of shares held	No. of shares Voted	No. of Votes - In favour	No. of Votes - Against	%age of Votes in favour on Votes Polled	%age of Votes against on votes polled
Promoter and Promoter Group	60300000	60300000	60300000	0	100.000	0.000
Public Institutional Holders	41151900	39476900	39476900	0	100.000	0.000
Others	22530	22530	21630	900	96.005	3.995
Total	101474430	99799430	99798530	900	99.999	0.001

b) Resolution No.2 (Ordinary Resolution)

To declare Dividend on Equity Shares @ Rs. 1.62 per equity share

Particulars	No. of shares held	No. of shares Voted	No. of Votes - In favour	No. of Votes - Against	%age of Votes in favour on Votes Polled	%age of Votes against on votes polled
Promoter and Promoter Group	60300000	60300000	60300000	0	100.000	0.000
Public Institutional Holders	41151900	41151900	41151900	0	100.000	0.000
Others	22530	22530	21630	900	96.005	3.995
Total	101474430	101474430	101473530	900	99.999	0.001



c) Resolution No.3 (Ordinary Resolution)

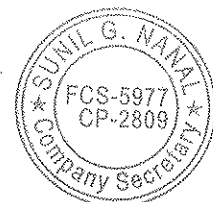
To appoint a Director in place of Mr. Gajanan Nabar (DIN: 00714569) who retires by rotation and being eligible, offers himself for re-appointment.

Particulars	No. of shares held	No. of shares Voted	No. of Votes - In favour	No. of Votes - Against	%age of Votes in favour on Votes Polled	% age of Votes against on votes polled
Promoter and Promoter Group	60300000	60300000	60300000	0	100.000	0.000
Public Institutional Holders	40318501	40318501	36114973	4203528	89.574	10.426
Others	855929	855929	855429	500	99.942	0.058
Total	101474430	101474430	97270402	4204028	95.857	04.143

d) Resolution No. 4 (Ordinary Resolution)

To approve the appointment of M/s P.G. Bhagwat, Chartered Accountants as Statutory Auditors of the Company w.e.f. 13th June 2015 to fill the casual vacancy caused by the resignation of B.K. Khare & Co., Chartered Accountants and to appoint them for a term of 5 years from the financial year 2015-16 i.e. from conclusion of this annual general meeting till the conclusion of the thirty fourth annual general meeting and to fix their remuneration.

Particulars	No. of shares held	No. of shares Voted	No. of Votes - In favour	No. of Votes - Against	%age of Votes in favour on Votes Polled	%age of Votes against on votes polled
Promoter and Promoter Group	60300000	60300000	60300000	0	100.000	0.000
Public Institutional Holders	41151900	41151900	41151900	0	100.000	0.000
Others	22530	22530	22530	0	100.000	0.000
Total	101474430	101474430	101474430	0	100.000	0.000



True

e) Resolution No.5 (Ordinary Resolution)

To appoint Mr. Daljit Mirchandani (DIN: 00022951) as Director

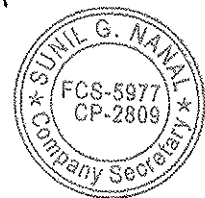
Particulars	No. of shares held	No. of shares Voted	No. of Votes - In favour	No. of Votes - Against	%age of Votes in favour on Votes Polled	%age of Votes against on votes polled
Promoter and Promoter Group	60300000	60300000	60300000	0	100.000	0.000
Public Institutional Holders	41151900	41151900	41151900	0	100.000	0.000
Others	22530	22530	22220	310	98.624	1.376
Total	101474430	101474430	101474120	310	100.000	0.000

f) Resolution No. 6 (Ordinary Resolution)

To extend the appointment of Mr. Pramod Chaudhari as Executive Chairman of the Company and fixing of remuneration.

Particulars	No. of shares held	No. of shares Voted	No. of Votes - In favour	No. of Votes - Against	%age of Votes in favour on Votes Polled	%age of Votes against on votes polled
Promoter and Promoter Group	60300000	21600000	21600000	0	100.000	0.000
Public Institutional Holders	41151900	41151900	40664365	487535	98.815	1.185
Others	22530	22430	22130	300	98.663	1.337
Total	101474430	62774330	62286495	487835	99.223	0.777

Dr. Dinesh



g) Resolution No.7 (Ordinary Resolution)

To re-appoint Mr. Gajanan Nabar (DIN: 00714569) as CEO & MD of the Company and fixing of remuneration.

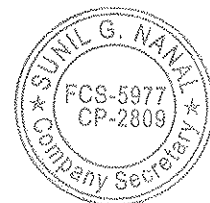
Particulars	No. of shares held	No. of shares Voted	No. of Votes - In favour	No. of Votes - Against	%age of Votes in favour on Votes Polled	%age of Votes against on votes polled
Promoter and Promoter Group	60300000	60300000	60300000	0	100.000	0.000
Public Institutional Holders	41151900	41151900	41151900	0	100.000	0.000
Others	22530	22530	21180	1350	94.008	5.992
Total	101474430	101474430	101473080	1350	99.999	0.001

h) Resolution No.8 (Ordinary Resolution)

To approve the remuneration of M/s Dhananjay V. Joshi & Associates, Cost Accountants, Pune as Cost Auditors for the Financial Year ending 31st March, 2016.

Particulars	No. of shares held	No. of shares Voted	No. of Votes - In favour	No. of Votes - Against	%age of Votes in favour on Votes Polled	%age of Votes against on votes polled
Promoter and Promoter Group	60300000	60300000	60300000	0	100.000	0.000
Public Institutional Holders	41151900	41151900	41151900	0	100.000	0.000
Others	22530	22530	21170	1360	93.964	6.036
Total	101474430	101474430	101473070	1360	99.999	0.001

4. 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.



Bude

5. 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: 7th August, 2015



Yours Faithfully,

A handwritten signature in cursive script, appearing to read "Sunil Nanal".



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

Received
For PRAJ INDUSTRIES LTD.

A handwritten signature in cursive script, appearing to read "D. V. Nimbolkar".
D. V. NIMBOLKAR
CFO & Company Secretary

10/8/15

3-4, 'Aishwarya Sankul', S. No. 17, G. A. Kulkarni Path, Opp. Joshi Railway Museum, Kothrud, Pune - 411 038, India
Tel. : +91-020-2546 6265, 6520 4591, 6529 6055 Tel/Fax : 2546 1561



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,
29th Annual General Meeting of the Equity Shareholders of Praj Industries Limited, Pune held on Thursday 6th August, 2015 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 of M/s KANJ & Associates, Pune appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the 29th Annual General Meeting of the Equity Shareholders of Praj Industries Limited, held on Thursday 6th August, 2015 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, 2015 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 2015 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
44	1820061	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
0.00	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
5	497

b) Resolution No.2 (Ordinary Resolution)

To declare Dividend on Equity Shares @ Rs. 1.62 per equity share

(i) Voted in favour of the resolution:

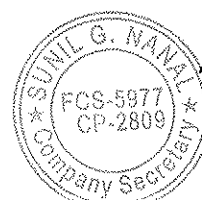
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid vote cast
44	1820061	100.000%

(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
5	497



c) Resolution No.3 (Ordinary Resolution)

To appoint a Director in place of Mr. Gajanan Nabar (DIN: 00714569) who retires by rotation and being eligible, offers himself for re-appointment

(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
43	1735061	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
5	497

d) Resolution No. 4 (Ordinary Resolution)

To approve the appointment of M/s P.G. Bhagwat, Chartered Accountants as Statutory Auditors of the Company w.e.f. 13th June 2015 to fill the casual vacancy caused by the resignation of B.K. Khare & Co., Chartered Accountants and to appoint them for a term of 5 years from the financial year 2015-16 i.e. from conclusion of this annual general meeting till the conclusion of the thirty fourth annual general meeting and to fix their remuneration.

(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
44	1820061	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
5	497

e) Resolution No.5 (Ordinary Resolution)

To appoint Mr. Daljit Mirchandani (DIN: 00022951) as Director

(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
42	1818661	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
5	497

f) Resolution No. 6 (Ordinary Resolution)

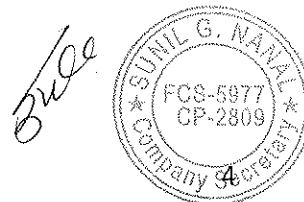
Extension of an appointment of Mr. Pramod Chaudhari as Executive Chairman of the Company and Fixing of remuneration.

(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
44	1820061	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
5	497

g) Resolution No.7 (Ordinary Resolution)

Re-appointment of Mr. Gajanan Nabar (DIN: 00714569) as CEO& MD of the Company and fixing of remuneration.

(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
43	1735061	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
5	497

h) Resolution No.8 (Ordinary Resolution)

To approve the remuneration of M/s Dhananjay V. Joshi & Associates, Cost Accountants, Pune as Cost Auditors for the Financial Year ending 31st March, 2016.

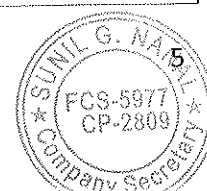
(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid vote cast
44	1820061	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%

Free



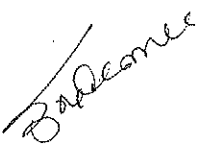
(iii) Invalid votes:

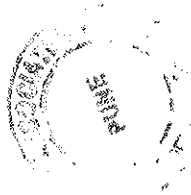
Total number of members present and voting (in person or by proxy)	Total number of votes cast by them
5	497

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: 7th August, 2015
(Name and Signature of the Scrutinizer)



Received
For PRAJ INDUSTRIES LTD.

D. V. NIMBOLKAR
CFO & Company Secretary

ASL