



PUDUMJEE

PUDUMJEE INDUSTRIES LTD.

Registered Office

JWP: 1004

By Courier

15th September, 2014

National Stock Exchange of India Ltd.,
Exchange Plaza, 5th Floor,
Plot No. C/1. G Block,
Bandra Kurla Complex,
Bandra (E),
Mumbai 400 051

Dear Sir,

Kind Atten: Listing Department.

Sub: Proceedings of 49th Annual General Meeting.

The 49th Annual General Meeting of the shareholders of the company was held today (Monday, 15th September, 2014) at 9.00 a.m. at the Registered office of the Company at Thergaon, Pune 411 033.

In accordance with Clause 35B of the Listing Agreement and Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 the Company had provided e-Voting facility, to facilitate the members of the Company who were shareholders, as of the cutoff date of 1st August, 2014, to cast their votes electronically on all businesses proposed in the Notice of Annual general Meeting. The e-Voting period commenced on Tuesday, 9th September, 2014 at 9.30 a.m. and concluded on Wednesday, 10th September, 2014 at 5.30 p.m.

At the Annual General Meeting held today, after unanimous confirmation of shareholders present at the Meeting and based on the Report dated 11th September, 2014 submitted by Mr. P. N. Parikh of Parikh & Associates (CP No. 1228) Practicing Company Secretary, who was engaged by the Company a Scrutinizer, the Chairman declared that all the proposals contained in item Nos. 1 to 12 of the Notice of Annual General Meeting were approved by the shareholders of the company through e-Voting, with requisite majority.

Copy of the Scrutinizer's Report along with requisite particulars of e-Voting results as per Clause 35A of the Listing Agreement is enclosed for your information and record.

Thanking you,

Yours faithfully,
For PUDUMJEE INDUSTRIES LTD.,

(J. W. Patil)
Deputy Company Secretary.

CTN_L74999MII1999PLC013394

Registered Office:

Thergaon, Chinchwad, Pune-411033 Tel: +91-20-30613333, Fax: +91-20-27273294 E-mail: sk@pune.pudumjee.com.

Corporate Office:

Jatia Chambers, 60, Dr. V.B. Gandhi Marg, Kalaghoda. Mumbai-400001, India.

Tel: +91-22-30213333, 22674485, 66339300, Fax: +91-22-22658316.

E-Mail: parto.ashok@pudumjee.com, Web Site: www.pudumjeeindustries.com

**Details of Voting Results at 49th Annual general Meeting
held on 15th September, 2014**
[Pursuant to Clause 35A of the Listing Agreement]

A. Details of Attendance at Annual General Meeting

Particulars		Details
Date of AGM		15 th September, 2014
Total Number of Equity shareholders as on Book Closure		3544
Number of Equity shareholders present in the meeting, either in person or through Proxy		
a.	Promoter and Promoter Group	15
b.	Public	3529
Number of Equity shareholders attended the meeting through Video Conferencing		
a.	Promoter and Promoter Group	Nil
b.	Public	Nil
Details of Agenda		As detailed in 'B' below
Resolutions required		
Mode of Voting		
Voting Results		

B. Details of e-Voting of all items proposed at Annual General Meeting

Item No. 1- Ordinary Resolution

To receive consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2014 and the Reports of the Auditors and Directors thereon.

Category	Promoter & Promoter Group	Public-Institutional Shareholders	Public-Others	Total
No. of shares held as at cutoff date of 1 st August, 2014	130,09,342	6,500	49,84,158	180,00,000
Number of votes polled	130,09,342	0	0	130,09,342
% of Votes polled on outstanding Equity Shares	100.00%	0.00%	0.00%	100.00%
Number of votes in favour	130,09,342	0	0	130,09,342
Number of votes against				
% of votes in favour on Votes Polled	100.00%	0.00%	0.00%	72.27%
% of Votes against on votes polled	0.00%	0.00%	0.00%	0.00%

Item No. 2- Ordinary Resolution

To appoint a Director in place of Mr. G. N. Jajodia who retires by rotation, and being eligible, offers himself for re-appointment.

Category	Promoter & Promoter Group	Public-Institutional Shareholders	Public-Others	Total
No. of shares held as at cutoff date of 1 st August, 2014	130,09,342	6,500	49,84,158	180,00,000
Number of votes polled	130,09,342	0	0	130,09,342
% of Votes polled on outstanding Equity Shares	100.00%	0.00%	0.00%	100.00%
Number of votes in favour	130,09,342	0	0	130,09,342
Number of votes against				
% of votes in favour on Votes Polled	100.00%	0.00%	0.00%	72.27%
% of Votes against on votes polled	0.00%	0.00%	0.00%	0.00%

Item No. 3- Ordinary Resolution

Appointment of Statutory Auditors of the Company for a period of three years from the conclusion of this meeting till the conclusion of 51st Annual General Meeting subject to shareholders further ratification of appointment every year in general meeting at such remuneration and on such other terms as may be fixed by the Board of Directors of the company.

Category	Promoter & Promoter Group	Public-Institutional Shareholders	Public-Others	Total
No. of shares held as at cutoff date of 1 st August, 2014	130,09,342	6,500	49,84,158	180,00,000
Number of votes polled	130,09,342	0	0	130,09,342
% of Votes polled on outstanding Equity Shares	100.00%	0.00%	0.00%	100.00%
Number of votes in favour	130,09,342	0	0	130,09,342
Number of votes against				
% of votes in favour on Votes Polled	100.00%	0.00%	0.00%	72.27%
% of Votes against on votes polled	0.00%	0.00%	0.00%	0.00%

Item No. 4- Ordinary Resolution

Appointment of Mr. A. S. Dayal as an Independent Director of the Company, not liable to retire by rotation for a period of five years i.e. up to 14th September, 2019.

Category	Promoter & Promoter Group	Public-Institutional Shareholders	Public-Others	Total
No. of shares held as at cutoff date of 1 st August, 2014	130,09,342	6,500	49,84,158	180,00,000
Number of votes polled	130,09,342	0	0	130,09,342
% of Votes polled on outstanding Equity Shares	100.00%	0.00%	0.00%	100.00%
Number of votes in favour	130,09,342	0	0	130,09,342
Number of votes against				
% of votes in favour on Votes Polled	100.00%	0.00%	0.00%	72.27%
% of Votes against on votes polled	0.00%	0.00%	0.00%	0.00%

Item No. 5- Ordinary Resolution

Appointment of Mr. R. C. Saraf as an Independent Director of the Company, not liable to retire by rotation for a period of five years i.e. up to 14th September, 2019.

Category	Promoter & Promoter Group	Public-Institutional Shareholders	Public- Others	Total
No. of shares held as at cutoff date of 1 st August, 2014	130,09,342	6,500	49,84,158	180,00,000
Number of votes polled	130,09,342	0	0	130,09,342
% of Votes polled on outstanding Equity Shares	100.00%	0.00%	0.00%	100.00%
Number of votes in favour	130,09,342	0	0	130,09,342
Number of votes against				
% of votes in favour on Votes Polled	100.00%	0.00%	0.00%	72.27%
% of Votes against on votes polled	0.00%	0.00%	0.00%	0.00%

Item No. 6- Ordinary Resolution

Appointment of Mr. A. K. Somany as an Independent Director of the Company, not liable to retire by rotation for a period of five years i.e. up to 14th September, 2019.

Category	Promoter & Promoter Group	Public-Institutional Shareholders	Public- Others	Total
No. of shares held as at cutoff date of 1 st August, 2014	130,09,342	6,500	49,84,158	180,00,000
Number of votes polled	130,09,342	0	0	130,09,342
% of Votes polled on outstanding Equity Shares	100.00%	0.00%	0.00%	100.00%
Number of votes in favour	130,09,342	0	0	130,09,342
Number of votes against				
% of votes in favour on Votes Polled	100.00%	0.00%	0.00%	72.27%
% of Votes against on votes polled	0.00%	0.00%	0.00%	0.00%

Item No. 7- Ordinary Resolution

Appointment of Mr. R. P. Shroff as an Independent Director of the Company, not liable to retire by rotation for a period of five years i.e. up to 14th September, 2019.

Category	Promoter & Promoter Group	Public-Institutional Shareholders	Public- Others	Total
No. of shares held as at cutoff date of 1 st August, 2014	130,09,342	6,500	49,84,158	180,00,000
Number of votes polled	130,09,342	0	0	130,09,342
% of Votes polled on outstanding Equity Shares	100.00%	0.00%	0.00%	100.00%
Number of votes in favour	130,09,342	0	0	130,09,342
Number of votes against				
% of votes in favour on Votes Polled	100.00%	0.00%	0.00%	72.27%
% of Votes against on votes polled	0.00%	0.00%	0.00%	0.00%

Item No. 8- Ordinary Resolution

To appoint a Director in place of Mr. Vinod Kumar Jatia who was appointed as additional director and holds office till the conclusion of this meeting and also to appoint him as Independent Director.

Category	Promoter & Promoter Group	Public-Institutional Shareholders	Public-Others	Total
No. of shares held as at cutoff date of 1 st August, 2014	130,09,342	6,500	49,84,158	180,00,000
Number of votes polled	130,09,342	0	0	130,09,342
% of Votes polled on outstanding Equity Shares	100.00%	0.00%	0.00%	100.00%
Number of votes in favour	130,09,342	0	0	130,09,342
Number of votes against				
% of votes in favour on Votes Polled	100.00%	0.00%	0.00%	72.27%
% of Votes against on votes polled	0.00%	0.00%	0.00%	0.00%

Item No. 9- Ordinary Resolution

To appoint a Director in place of Mrs. Poonam Jatia who was appointed as additional director and holds office till the conclusion of this meeting.

Category	Promoter & Promoter Group	Public-Institutional Shareholders	Public-Others	Total
No. of shares held as at cutoff date of 1 st August, 2014	130,09,342	6,500	49,84,158	180,00,000
Number of votes polled	130,09,342	0	0	130,09,342
% of Votes polled on outstanding Equity Shares	100.00%	0.00%	0.00%	100.00%
Number of votes in favour	130,09,342	0	0	130,09,342
Number of votes against				
% of votes in favour on Votes Polled	100.00%	0.00%	0.00%	72.27%
% of Votes against on votes polled	0.00%	0.00%	0.00%	0.00%

Item No. 10- Ordinary Resolution

Approval for appointment of and remuneration payable to Mr. G. N. Jajodia as Executive Director of the Company.

Category	Promoter & Promoter Group	Public-Institutional Shareholders	Public-Others	Total
No. of shares held as at cutoff date of 1 st August, 2014	130,09,342	6,500	49,84,158	180,00,000
Number of votes polled	130,09,342	0	0	130,09,342
% of Votes polled on outstanding Equity Shares	100.00%	0.00%	0.00%	100.00%
Number of votes in favour	130,09,342	0	0	130,09,342
Number of votes against				
% of votes in favour on Votes Polled	100.00%	0.00%	0.00%	72.27%
% of Votes against on votes polled	0.00%	0.00%	0.00%	0.00%

Item No. 11-Special Resolution

Authorize the Board to borrow in excess of Paid up Capital and Free Reserves as per Section 180(1)(c) of the Companies Act, 2013.

Category	Promoter & Promoter Group	Public-Institutional Shareholders	Public- Others	Total
No. of shares held as at cutoff date of 1 st August, 2014	130,09,342	6,500	49,84,158	180,00,000
Number of votes polled	130,09,342	0	0	130,09,342
% of Votes polled on outstanding Equity Shares	100.00%	0.00%	0.00%	100.00%
Number of votes in favour	130,09,342	0	0	130,09,342
Number of votes against				
% of votes in favour on Votes Polled	100.00%	0.00%	0.00%	72.27%
% of Votes against on votes polled	0.00%	0.00%	0.00%	0.00%

Item No. 12-Special Resolution

Consent of shareholders for accepting of Fixed Deposits from Members.

Category	Promoter & Promoter Group	Public-Institutional Shareholders	Public- Others	Total
No. of shares held as at cutoff date of 1 st August, 2014	130,09,342	6,500	49,84,158	180,00,000
Number of votes polled	130,09,342	0	0	130,09,342
% of Votes polled on outstanding Equity Shares	100.00%	0.00%	0.00%	100.00%
Number of votes in favour	130,09,342	0	0	130,09,342
Number of votes against				
% of votes in favour on Votes Polled	100.00%	0.00%	0.00%	72.27%
% of Votes against on votes polled	0.00%	0.00%	0.00%	0.00%

For PUDUMJEE INDUSTRIES LTD.,



(J. W. Patil)
Deputy Company Secretary

PARIKH & ASSOCIATES
COMPANY SECRETARIES

Office :
111, 11th Floor, Sai-Dwar CHS Ltd,
Sab TV Lane, Opp Laxmi Industrial Estate
Off Link Road, Above Shabari Restaurant,
Andheri (W), Mumbai : 400 053
Tel. : 26301232 / 26301233 / 26301240
Email : cs@parikhassociates.com
parikh.associates@rediffmail.com

To,
The Chairman
PUDUMJEE INDUSTRIES LIMITED
Thergaon,
Pune - 411 033.

Dear Sir,

Sub: Scrutinizer's Report on e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014

I, P. N. Parikh, of M/s Parikh & Associates., Practising Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of Pudumjee Industries Limited vide resolution dated July 26, 2014, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to conduct the electronic voting process in respect of the below mentioned resolutions to be passed at the Forty Ninth Annual General Meeting of the Company to be held on September 15, 2014.

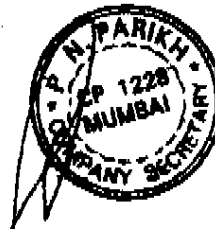
The Notice dated July 26, 2014 convening Annual General Meeting (AGM) of the Company along with Statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions to be passed at the 49th AGM of the Company to be held on September 15, 2014.

The Company has availed the e-voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting e-voting by the Shareholders of the Company.

The shareholders of the company holding shares as on the "cut-off" date of August 01, 2014, were entitled to vote on the proposed resolutions as set out at item nos. 1 to 12 in the Notice of the 49th AGM of Pudumjee Industries Limited.

The voting period commenced on Tuesday, September 09, 2014 at 09.30 a.m. and ended on Wednesday, September 10, 2014 05:30 p.m. and the CDSL e-voting platform was blocked thereafter. The votes cast under e-voting facility were then unblocked in the presence of two witnesses who were not in the employment of the company.

I have scrutinized and reviewed the voting through electronic means and votes tendered therein based on the data downloaded from the Central Depository Services (India) Limited (CDSL) e-voting system.



I now submit my Report as under on the result of the voting through electronic means in respect of the said Resolutions.

I. Resolution No. 1 :-

Adoption of Audited Balance sheet and Statement of Profit and Loss Account and Cash Flow Statement for the year ended March 31, 2014 together with the Reports of the Board of Directors and the Auditors thereon.

(i) Voted in favour of the resolution:

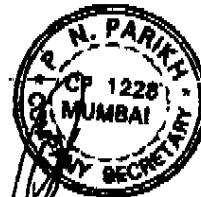
Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
15	1,30,09,342	100.00

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
NIL	NIL	N.A.

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
NIL	NIL



II. Resolution No. 2 :-

Appointment of a Director in place of Mr. G. N. Jajodia, who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
15	1,30,09,342	100.00

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
NIL	NIL	N.A.

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
NIL	NIL



III. Resolution No. 3 :-

Appointment of M/s. Khare & Co, Chartered Accountants as Statutory Auditors of the Company for a period of three years from conclusion of this meeting till the conclusion of the 51st Annual General Meeting and also fixing of remuneration.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
15	1,30,09,342	100.00

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
NIL	NIL	N.A.

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
NIL	NIL



IV. Resolution No. 4 :-

Appointment of Mr. A. S. Dayal (DIN 00005021) as an Independent Director of the Company pursuant to the provisions of Sections 149, 152 of the Companies Act, 2013 ('Act') and the Rules framed thereunder with effect from September 15, 2014 to September 14, 2019.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
15	1,30,69,342	100.00

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
NIL	NIL	N.A.

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
NIL	NIL



V. Resolution No. 5 :-

Appointment of Mr. R. C. Saraf (DIN 00161412) as an Independent Director of the Company pursuant to the provisions of Sections 149, 152 of the Companies Act, 2013 ('Act') and the Rules framed thereunder with effect from September 15, 2014 to September 14, 2019.

(i) Voted in favour of the resolution:

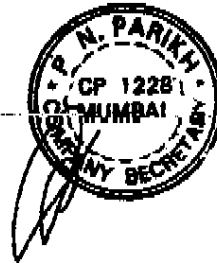
Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
15	1,30,09,342	100.00

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
NIL	NIL	N.A.

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
NIL	NIL



VI. Resolution No. 6 :-

Appointment of Mr. A. K. Somany (DIN 00024903) as an Independent Director of the Company pursuant to the provisions of Sections 149, 152 of the Companies Act, 2013 ('Act') and the Rules framed thereunder with effect from September 15, 2014 to September 14, 2019.

(i) Voted in favour of the resolution:

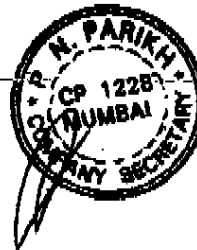
Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
15	1,30,09,342	100.00

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
NIL	NIL	N.A.

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
NIL	NIL



VII. Resolution No. 7 :-

Appointment of Mr. R. P. Shroff (DIN 03324242) as an Independent Director of the Company pursuant to the provisions of Sections 149, 152 of the Companies Act, 2013 ('Act') and the Rules framed thereunder with effect from September 15, 2014 to September 14, 2019.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
15	1,30,09,342	100.00

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
NIL	NIL	N.A.

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
NIL	NIL



VIII. Resolution No. 8 :-

Mr. Vinod Kumar Jatia(DIN 00091115) who was appointed as an Additional Director and who holds office upto the date of this Annual General Meeting is appointed as an Independent Director of the Company pursuant to the provisions of Sections 149, 152, 161 of the Companies Act, 2013 ('Act') and the Rules framed thereunder with effect from September 15, 2014 to September 14, 2019.

(i) Voted in favour of the resolution:

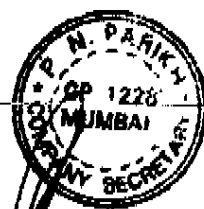
Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
15	1,30,09,342	100.00

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
NIL	NIL	N.A.

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
NIL	NIL



IX. Resolution No. 9 :-

Mrs. Poonam Jatia (DIN 01486507) who was appointed as an Additional Director and who holds office upto the date of this Annual General Meeting is appointed as Director of the Company.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
15	1,30,09,342	100.00

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
NIL	NIL	N.A.

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
NIL	NIL



X. Resolution No. 10 :-

Appointment of Mr. Gautam Nandkishore Jajodia (DIN 00064611) as Executive Director of the Company and payment of remuneration to him.

(i) Voted in favour of the resolution:

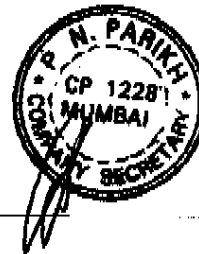
Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
15	1,30,09,342	100.00

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
NIL	NIL	N.A.

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
NIL	NIL



XI. Resolution No. 11 :-

Consent of the Company under Section 180(1)(c) of the Act to the Board of Directors to borrow for an amount not exceeding Rs.1000 crores (Rupees One thousand crores).

(i) Voted in favour of the resolution:

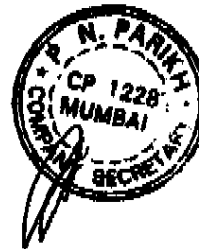
Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
15	1,30,09,342	100.00

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
NIL	NIL	N.A.

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
NIL	NIL



XII. Resolution No. 12 :-

To invite and accept deposits from the members of the Company pursuant to Sections 73(2) and 76 of the Companies Act, 2013 and the Companies (Acceptance of Deposit) Rules, 2014.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
15	1,30,09,342	100.00

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
NIL	NIL	N.A.

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
NIL	NIL

The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same are handed over to the Director/ Authorized person for safe keeping.

Thanking you,

Yours faithfully,

P.N. Parikh
Parikh & Associates
Practising Company Secretary
FCS: 327 CP: 1228
Place: Mumbai
Dated: September 11, 2014

