



PUDUMJEE

PUDUMJEE INDUSTRIES LTD.

Registered Office

By Courier

JWP: 928

15th October, 2015

The Secretary,
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,

Scrip Code: PUDUMJEIND

As required by Clause 31(d) of the Listing Agreement we are enclosing herewith the copy of minutes of our Annual General Meeting held on 21st September, 2015.

Thanking you,

Yours faithfully,
For PUDUMJEE INDUSTRIES LTD.,

(J. W. Patil)
Deputy Company Secretary.
Encl: A/a.

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MINUTES OF THE FIFTIETH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF PUDUMJEE INDUSTRIES LIMITED HELD AT THE REGISTERED OFFICE OF THE COMPANY AT THERGAON, PUNE 411 033 ON MONDAY, THE 21ST SEPTEMBER, 2015 AT 9.00 A.M. (ST).

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Mr. G. N. Jajodia, the Executive Director of the Company and Twenty Six Shareholders were present in person. Six Shareholders was present through proxy and Nine Shareholders being Bodies Corporate were present through their representatives.

Mr. J. W. Patil, Deputy Company Secretary was in attendance.

The Chairman Mr. G. N. Jajodia declared that the quorum being present the meeting was validly constituted.

The Chairman then declared that the Standalone and Consolidated Financial Statements, Directors' Report and Auditor's Report, Secretarial Audit Report, Proxy Register, Register of Directors' Shareholding under section 170 of the Companies Act, 2013 and Register of Contracts under section 189 of the Companies Act, 2013 had been laid on the table and were kept open for inspection in accordance with the provisions of the Companies Act, 2013.

The Notice convening the Annual General Meeting and the Auditor's Report, with the permission of the members present, were taken as read.

Mr. G. N. Jajodia, Chairman, addressed the Meeting and read out his speech. He also stated that there were no qualifications in the Statutory Auditor's Report and the Secretarial Auditor's Report.

The Chairman then invited Shareholders to ask questions or seek information on the Company's Accounts and Financial Statements for the year ended 31st March, 2015. After answering the questions raised, the Chairman proceeded further.

The Chairman informed the Members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company had extended the remote e-voting facility to the Members of the Company in respect of business to be transacted at the Annual General Meeting and Mr. P. N. Parikh of Parikh & Associates, Company Secretaries was appointed as a Scrutinizer for remote e-voting process.

He, however, ordered a poll on all the resolutions proposed in the Notice convening the Annual General Meeting to give an opportunity of voting to Members present who have not voted earlier using remote e-voting platform by filling a Poll form and appointed Mr. Vinay Jadhav, as Scrutinizer for the purpose.

He, further informed that upon receipt of the report(s) of the Scrutinizer(s) the result of remote e-voting and of poll and consolidated results shall be declared latest by 23rd September, 2015 and put on the Company's website and informed to the Stock Exchange(s) where the Company's shares are listed, in respect of the Resolutions specified in the Notice of Annual General Meeting as follows:-

Resolution No. 1 : To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2015 comprising the Audited Balance Sheet as at 31st March, 2015 and the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors' thereon. – ORDINARY RESOLUTION

Proposed By : Mr. H. P. Birla

Seconded By : Mr. K. G. Narke

"RESOLVED THAT the Standalone and Consolidated Financial statements for the Financial Year ended 31st March, 2015 including the Audited Balance Sheet as on 31st March, 2015, the Statement of profit and Loss Account and Cash Flow Statement for the year ended on that date and the Reports of the Directors and Auditors be and are hereby received, considered and adopted".

Resolution No. 2 : To appoint a Director in place of Mr.G. N. Jajodia (DIN: 00064611), who retires by rotation and being eligible, offers himself for re-appointment. – ORDINARY RESOLUTION

Proposed By : Mr. A. R. Shaikh

Seconded By : Mr. S. D. Mohite

"RESOLVED THAT Mr. G. N. Jajodia (DIN: 00064611), who retires by rotation, be and is here by re-appointed as Director of the Company".

Resolution No. 3 : Ratification of appointment of Statutory Auditors and fixing of their remuneration. – ORDINARY RESOLUTION

Proposed By : Mr. Deepak Rathi

Seconded By : Mr. R. L. Kamath

"RESOLVED THAT pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, the appointment of Messrs Khare & Co., Chartered Accountants (ICAI Firm Registration Number 105100W), the Auditors of the Company from the conclusion of this meeting till the conclusion of 51st Annual General Meeting of the Company be and is hereby ratified on such remuneration as may be fixed by the Board of Directors of the Company on the recommendation of Audit Committee".

Resolution No. 4 : Appointment of Ms. Vasudha Jatia (DIN: 06725426) as a Director of the Company, liable to retire by rotation. – ORDINARY RESOLUTION

Proposed By : Mr. D. T. Londhe

Seconded By : Mr. C. V. Mahajani

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 (Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Ms Vasudha Jatia (DIN: 06725426) who is eligible for appointment and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director be and is hereby appointed as a Director of the Company, liable to retire by rotation".

Resolution No. 5 : Revision in Remuneration of Mr. G. N. Jajodia (DIN: 00064611), Executive Director of the Company. – SPECIAL RESOLUTION

Proposed By : Mr. C. V. Mahajani

Seconded By : Mr. A. R. Shaikh

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 and subject to such approvals, sanctions as may be necessary, and in accordance with the Ordinary Resolution passed by the Shareholders at their Annual General Meeting held on 15th September, 2014, consent of the Company be and is hereby accorded to following revised remuneration payable to Mr. G. N. Jajodia (DIN: 00064611), the Executive Director of the Company, with effect from 1st April, 2015 till the remaining period of his tenure i.e., upto 31st August, 2018, the other provisions of the said Ordinary Resolution remaining unaltered:

(a) Remuneration at the rate of ₹ 3,10,000/- per month including Dearness Allowance;

AND THAT in the event of absence or inadequacy of profits in any year the said remuneration as stated above together with the payments, benefits and amenities shall nevertheless be paid or allowed as minimum remuneration for such year."

Resolution No. 6 : Consent for acceptance of Fixed Deposits from Members- SPECIAL RESOLUTION

Proposed By : Mr. S. D. Mohite

Seconded By : Mr. K. G. Narke

"RESOLVED THAT the consent of the Company be and is hereby accorded to the Board of Directors of the Company, pursuant to Section 73(2) and 76 of the Companies Act, 2013 ("the Act" which term includes any amendment or modification or re-enactment thereof) and other applicable provisions of the said Act or other laws and subject to conditions laid down in those provisions and the Companies (Acceptance of Deposit) Rules, 2014, to invite and accept deposits from the members of the Company on such terms and conditions as the Board may decide, so however that the borrowing by way of fixed deposits, as above, shall not exceed the limits laid down under the Companies (Acceptance of Deposits) Rules, 2014 in force and as amended from time to time".

The Chairman announced that the consolidated results of the remote e-voting and the voting by poll at Annual General Meeting, shall be declared latest by 23rd September, 2015 and put on the Company's Website and informed to the Stock Exchange(s) where the Company's Shares are listed.

There being no other business to transact, the Meeting was concluded at 9.30 a.m. with a vote of thanks to the Chair.

Sd/-
CHAIRMAN