

Date: 30th September, 2017

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort,
Mumbai 400 001
BSE Scrip Code: 532718

National Stock Exchange of India Ltd.
Exchange Plaza, C/1, Block G,
Bandra - Kurla Complex, Bandra (East),
Mumbai 400 051
NSE Code: PRATIBHA

Dear Sirs,

Subject: Submission of Scrutinizer's Report in respect of the 22nd AGM

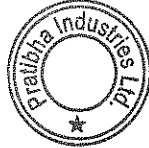
With reference to captioned subject, we hereby submit the Scrutinizer's Report on E-voting & Poll for the 22nd AGM of the Company held on 29th September, 2017.

We request you to take the same on record.

Thanking You,

For Pratibha Industries Limited

Bhavana Shah
Company Secretary



Pratibha Industries Limited

CIN : L45200MH1995PLC090760

Head Office : Unit No. 1/B-56 & 1/B-57, Phoenix Paragon Plaza, Phoenix Market City, LBS Marg, Kurla (W), Mumbai - 400 070. Maharashtra-India

Regd. Office : Shrikant Chambers, Phase II, 5th Floor, Next to R K Studio, Sion Trombay Road, Chembur, Mumbai - 400 071, Maharashtra - India

Tel. : +91 22 3955 9999

Fax : +91 22 3955 9900

Email : info@pratibhagroup.com

URL : www.pratibhagroup.com

RUCHITA SHAH & ASSOCIATES

**416, Shop Zone, Above Colors Shop, M.G. Road, Ghatkopar (West),
Mumbai-400084.**

Contact No: 9769268426 Email Id: csruchitashah@gmail.com

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,

The Chairman of

Annual General Meeting of the Shareholders of

Pratibha Industries Limited, held on 29th Day of September, at 3:00 p.m. at The Bombay
Presidency Golf Club Ltd., Dr. C. G. Road, Chembur, Mumbai - 400 071.

Dear Sir,

I Ruchita Milan Shah, Company Secretary in Whole Time Practice has been appointed by M/s Pratibha Industries Limited, appointed as Scrutinizer(s) for the Annual General Meeting of the Shareholders of Pratibha Industries Limited, held on 29th Day of September, 2017 at 03:00 p.m. at The Bombay Presidency Golf Club Ltd., Dr. C. G. Road, Chembur, Mumbai - 400 071.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act 2013 and Rules relating to the e-voting and voting through physical ballot process on the resolutions contained in the notice of the Annual General Meeting dated 29 September 2017. My responsibility as a scrutinizer for e-voting and voting through physical ballots is restricted to make the scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from e-voting system of Central Depository Services (India) Limited and of voting through physical ballots as provided.

I submit my report as under,

1. The e-voting period remained open from 9:00 A.M IST on Tuesday 26 September upto 5:00 P.M. IST on Thursday, the 28 September 2017.
2. The Shareholders holding shares as on the "cut off" date i.e 22 September 2017 were entitled to vote on the proposed 5 (five) resolutions as mentioned in the notice dispatched on 4 September 2017 of the Annual General Meeting of the Company.



3. The Company has also distributed the physical ballot forms at the venue of the Annual General Meeting to enable the shareholders to cast the votes physically in case the same has not been casted by them through e-voting.
4. The locked Ballot box was subsequently opened in my presence and ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Registrar and Share Transfer Agents of the Company and the authorisations/proxies lodged with the Company.
5. The votes were unblocked on Friday, 29th September 2017 around 4.30 pm after the completion of the Annual General Meeting.
6. The combined result of the e-voting (EVSN: 170828065) and votes casted through physical ballot papers distributed at the AGM venue as under:

(A) **Resolution No1:** Adoption of audited stand alone and consolidated financial statements of the Company for the financial year ended 31st March, 2017, the reports of the Board of Directors and Auditors thereon.

(i) Voted **in favour** of the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-Voting	25	6892	
Voting by Ballot	26	43549267	
Total	51	43556159	96.995

(ii) Voted **against** the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-Voting	1	2000	
Voting by Ballot	0	0	
Total	1	2000	0.0046

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0



- (B) **Resolution No 2:** To reappoint Mr. Ravi A. Kulkarni (DIN: 00948406) as a Director, who is liable to retire by rotation and being eligible offers himself for re-appointment.

i) Voted **in favour** of the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-Voting	23	6792	
Voting by Ballot	8	52099	
Total	33	58891	1.77

(ii) Voted **against** the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-Voting	2	2100	
Voting by Ballot	15	3265614	
Total	17	3267714	98.23

(iii) Invalid votes:

Total number of votes were declared invalid	Total number of votes cast by them
3	40231554

- (C) **Resolution No 3:** Appointment of M/s. Ramanand & Associates, Chartered Accountants as Auditors.

i) Voted **in favour** of the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-Voting	24	6892	
Voting by Ballot	25	43549217	
Total	49	43556109	99.99

(ii) Voted **against** the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-Voting	1	2000	



Voting by Ballot	1	50	
Total	2	2050	0.01

(iii) Invalid votes:

Total number of votes were declared invalid	Total number of votes cast by them
0	0

(D) **Resolution No 4:** Determination of fees for service Documents under section 20 of the Companies Act, 2013

i) Voted **in favour** of the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-Voting	24	6892	
Voting by Ballot	25	43549217	
Total	49	43556109	99.99

(ii) Voted **against** the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-Voting	1	2000	
Voting by Ballot	1	50	
Total	2	2050	0.01

(iii) Invalid votes:

Total number of votes were declared invalid	Total number of votes cast by them
0	0

(E) **Resolution No 5:** To approve the remuneration of the Cost Auditors

i) Voted **in favour** of the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-Voting	24	6892	
Voting by Ballot	25	43549262	



Total	49	43556154	99.995
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(ii) Voted **against** the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-Voting	1	2000	
Voting by Ballot	1	5	
Total	2	2005	0.0046

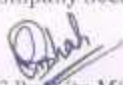
(iii) Invalid votes:

Total number of votes were declared invalid	Total number of votes cast by them
0	0

7. All the Resolutions **except Resolution No.2** were passed with requisite majority.
8. The physical ballot forms, e-voting register and other related papers/ registers have been handed over to the Company Secretary of the Company for safe keeping

Thanking You,

Yours Truly,
For Ruchita Shah & Associates
Company Secretaries,


CS Ruchita Milan Shah
Practicing Company Secretary
ACS: 44259/ CP No: 16385



Date: 30 September 2017
Place: Mumbai