

5th April, 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

Sub. : Submission of the Voting Results of the Postal Ballot under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Mam,

With reference to captioned subject, please find attached herewith the results of voting by the Members of the Company conducted through Postal Ballot (including electronic voting) vide Postal Ballot Notice dated 13th December, 2016 under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Kindly take the same on your records and oblige.

Thanking you,

Yours truly,
For **Pratibha Industries Limited**

Sharad P. Deshpande
Whole Time Director
Encl.: A/a



Encl: A/a

Pratibha Industries Limited

CIN : L45200MH1995PLC090760

Head Office: Universal Majestic, 14th & 13th Floor, Off. Eastern Express Highway, P. L. Lokhande Marg, Ghatkopar Mankhurd Link Road, Behind RBK International School, Govandi (W), Mumbai-400 043. 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

Date of Postal Ballot Notice	13 th December, 2016
Date of conclusion of Voting (Deemed date of passing of Resolutions)	2 nd April, 2017
Date of Declaration of Results	4 th April, 2017
Total number of shareholders on record date	38,648

Voting Results

Item No. 1: Reappointment of Mr. Ajit B. Kulkarni as Chairman & Managing Director for 2 years	
Resolution Required	Special Resolution
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes

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	4,44,97,793	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public Institutions	E-Voting	13,79,78,916	-	27.48	-	-	-	-
	Postal Ballot		3,79,12,085		3,79,12,085	-	100.00	-
	Total		3,79,12,085		3,79,12,085	-	100.00	-
Public Non Institutions	E-Voting	5,61,20,509	85,660	0.20	51,069	34,591	59.62	40.38
	Postal Ballot		24,252		20,847	3,405	85.96	14.04
	Total		1,09,912		71,916	37,996	65.43	34.57
Total		23,85,97,218	3,80,21,997	15.94	3,79,84,001	37,996	99.90	0.10



Notes:

1. Total polled votes as indicated in column number (2) above do not include invalid votes.
2. Promoter and Promoter group shareholders did not vote on Resolution Number 1

Item No. 2: Reappointment of Mr. Ravi Kulkarni as Whole Time Director for 2 years	
Resolution Required	Special Resolution
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes

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	4,44,97,793	-	-	-	-	-	-
	Postal Ballot		-		-	-	-	-
	Total		-		-	-	-	
Public Institutions	E-Voting	13,79,78,916	-	27.48	-	-	-	-
	Postal Ballot		3,79,12,085		3,79,12,085	-	100.00	-
	Total		3,79,12,085		3,79,12,085	-	100.00	-
Public Non Institutions	E-Voting	5,61,20,509	85,660	0.19	56,615	29,045	66.09	33.91
	Postal Ballot		23,652		20,947	2,705	88.56	11.44
	Total		1,09,312		77,562	31,750	70.95	29.05
Total		23,85,97,218	3,80,21,397	15.94	3,79,89,647	31,750	99.92	0.08

Notes:

1. Total polled votes as indicated in column number (2) above do not include invalid votes.
2. Promoter and Promoter group shareholders did not vote on Resolution Number 2



Item No. 3: Reappointment of Mr. Sharad P. Deshpande as Whole Time Director for 2 years	
Resolution Required	Special Resolution
Whether promoter/ promoter group are interested in the agenda/resolution?	No

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	4,44,97,793	-	97.75	-	-	-	-
	Postal Ballot		4,34,97,785		4,34,97,785	-	100.00	-
	Total		4,34,97,785		4,34,97,785	-	100.00	-
Public Institutions	E-Voting	13,79,78,916	-	27.48	-	-	-	-
	Postal Ballot		3,79,12,085		3,79,12,085	-	100.00	-
	Total		3,79,12,085		3,79,12,085	-	100.00	-
Public Non Institutions	E-Voting	5,61,20,509	85,660	0.19	56,965	28,695	66.50	33.50
	Postal Ballot		23,652		20,947	2,705	88.56	11.44
	Total		1,09,312		77,912	31,400	71.27	28.73
Total		23,85,97,218	8,15,19,182	34.17	8,14,87,782	31,400	99.96	0.04

Notes:

- Total polled votes as indicated in column number (2) above do not include invalid votes.

Yours Faithfully,
For Pratibha Industries Limited



Sharad P. Deshpande
Whole Time Director

Encl.:

- Scrutinizer's Report dated 04th April, 2017





HARESH M & ASSOCIATES

Company Secretaries

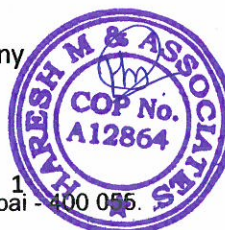
To,
The Chairman,
Board of Directors of
PRATIBHA INDUSTRIES LIMITED
Shrikant Chambers, 5th floor,
Phase-II, Next to R K Studio, Sion Trombay Road,
Chembur, Mumbai - 400071

Dear Sir,

Please refer to your letter dated 13th December, 2016, appointing me as a Scrutinizer for the purpose of ascertaining the result of Resolution(s) sought to be passed by means of Postal Ballot process pursuant to the provisions of section 110 of the Companies Act, 2013 ('the Act') read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force).

(1) I submit my report as under:

- 1.1 The Company completed the dispatch of physical copy of Postal Ballot Notice on 1st March, 2017 along with Postal Ballot Form, postage prepaid business reply envelope through courier/speed post/registered post to its 9,829 shareholders whose name(s) appeared on the Register of members/ list of beneficiaries as on cut off date i.e. 24th February, 2017.
- 1.2 The Company completed dispatch of Postal Ballot Notice through email on 1st March, 2017 to its 28,819 shareholders whose email ID was available as per Register of members/ list of beneficiaries as on cut off date i.e. 24th February, 2017.
- 1.3 The Company further dispatched Postal Ballot Notice in physical mode on 11th March, 2017 through courier/speed post/registered post to 2,924 Members whose emails had bounced back.
- 1.4 The shareholders had options to vote on resolutions either through the postal ballot forms physically or through the e-voting facility. Shareholders opting for e-voting facility, casted their votes on the designated website <https://www.evotingindia.com> of Central Depository Services (India) Limited (CDSL).
- 1.5 Total No. of votes based on Paid Up Capital of the Company as on 24th February, 2017 is 23,85,97,348.
- 1.6 Date of public Announcement with respect to completion of dispatch of Postal ballot Forms in two newspapers was made on 2nd March, 2017 in The Free Press Journal, an English daily and in Navshakti a Marathi daily having wide circulation at Mumbai.
- 1.7 Particulars of all Postal Ballot Forms received in physical or through e-voting process from the members have been consolidated and entered in a sheet separately maintained for the purpose.
- 1.8 The Postal Ballot Forms were kept under safe custody before commencing the scrutiny of such postal ballot forms.



1.9 The Postal Ballot Forms were duly entered in my presence and scrutinized and the shareholding was matched/ confirmed with the register of members of the company/ list of beneficiaries as on 24th February, 2017.

1.10 All Postal ballot Forms received either in physical or by casting of votes electronically through CDSL portal up 5.00 p.m. on 2nd April, 2017, the last date and time fixed by the Company for receipt of the Forms, were considered for my scrutiny.

1.11 Envelopes containing postal ballot forms received after 2rd April, 2017 were not considered for my scrutiny.

1.12 I did not find any defaced or mutilated paper.

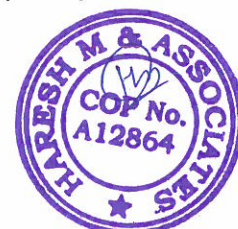
(2) A summary of the Postal Ballot Forms received / votes casted electronically is given below:

(1) Reappointment of Mr. Ajit B. Kulkarni as Chairman & Managing Director for 2 Years (SPECIAL RESOLUTION)

	Particulars	Physical		Electronic		Total	
		Folios	Votes	Folios	Votes	Folios	Votes
a)	Total postal ballot Forms / Electronic Votes received and number of votes casted	75	10,54,68,277	77	85,660	152	10,55,53,937
b)	Less: Invalid no. of votes casted	20	6,75,31,940	-	-	20	6,75,31,940
c)	Valid no. of votes casted (Net)	55	3,79,36,337	77	85,660	132	3,80,21,997
d)	Total no. of votes with assent for the Resolution	42	3,79,32,932	57	51,069	99	3,79,84,001
e)	Total no. of votes with dissent for the Resolution	13	3,405	20	34,591	33	37,996

Notes:

1. Percentage of total votes casted in favor of the Resolution : 99.90%
2. Percentage of total votes casted against the Resolution: 0.10%
3. Only valid votes are considered for above calculation of votes in favour and against the Resolution Number 1.
4. Invalid votes include promoters votes who did not exercise their voting rights in respect of Resolution Number -1



**(2) Reappointment of Mr. Ravi A. Kulkarni as Whole Time Director for 2 Years
(SPECIAL RESOLUTION)**

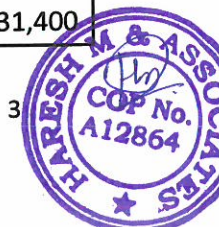
	Particulars	Physical		Electronic		Total	
		Folios	Votes	Folios	Votes	Folios	Votes
a)	Total postal ballot Forms / Electronic Votes received and number of votes casted	75	10,54,68,277	77	85,660	152	10,55,53,937
b)	Less: Invalid no. of votes casted	23	6,75,32,540	-	-	23	6,75,32,540
c)	Valid no. of votes casted (Net)	52	3,79,35,737	77	85,660	129	3,80,21,397
d)	Total no. of votes with assent for the Resolution	41	3,79,33,032	57	56,615	98	3,79,89,647
e)	Total no. of votes with dissent for the Resolution	11	2,705	20	29,045	31	31,750

Notes:

1. Percentage of total votes casted in favor of the Resolution : 99.92%
2. Percentage of total votes casted against the Resolution: 0.08%
3. Only valid votes are considered for above calculation of percentage of votes in favour and against the Resolution Number 2.
4. Invalid votes include promoters votes who did not exercise their voting rights in respect of Resolution Number -2

(3) Reappointment of Mr. Sharad P. Deshpande as Whole Time Director for 2 Years (SPECIAL RESOLUTION)

	Particulars	Physical		Electronic		Total	
		Folios	Votes	Folios	Votes	Folios	Votes
a)	Total postal ballot Forms / Electronic Votes received and number of votes casted	75	10,54,68,277	77	85,660	152	10,55,53,937
b)	Less: Invalid no. of votes casted	14	2,40,34,755	-	-	14	2,40,34,755
c)	Valid no. of votes casted (Net)	61	8,14,33,522	77	85,660	138	8,15,19,182
d)	Total no. of votes with assent for the Resolution	50	8,14,30,817	60	56,965	110	8,14,87,782
e)	Total no. of votes with dissent for the Resolution	11	2,705	17	28,695	28	31,400



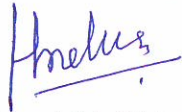
Notes:

1. Percentage of total votes casted in favor of the Resolution : 99.96%
2. Percentage of total votes casted against the Resolution: 0.04%
3. Only valid votes are considered for above calculation of percentage of votes in favour and against the Resolution Number 3.

(3) Postal Ballot forms and other related documents (including that of electronic voting) will be handed over to the Company after Chairman/Authorised Director declares the results and signs the minutes thereof.

(4) You may accordingly declare the results of the voting by postal ballot.

For Haresh M & Associates



Haresh M. Malusare
Practising Company Secretary
Membership No ACS 23949
COP No 12864

Place: Mumbai
Date: 4th April, 2017



Received
