

**DECLARATION OF RESULTS OF THE VOTING BY SHAREHOLDERS OF PRATIBHA INDUSTRIES LIMITED ("THE COMPANY") ON THE RESOLUTIONS MENTIONED IN THE NOTICE DATED 26<sup>TH</sup> AUGUST, 2016 OF 21<sup>ST</sup> ANNUAL GENERAL MEETING ("AGM") HELD ON 29<sup>TH</sup> SEPTEMBER, 2016 AT 3.00 P.M. AT THE BOMBAY PRESIDENCY GOLD CLUB LTD, DR. C.G. ROAD, CHEMBUR, MUMBAI - 400 071**

The Board of Directors of the Company in its meeting held on 26<sup>th</sup> August, 2016 had approved the Notice for 21<sup>st</sup> AGM of the Company and had availed the E-voting facility of Central Depository Services (India) Ltd and had appointed Mr. Dinesh Kumar Deora (Membership Number - FCS 5683), Practising Company Secretaries to act as the Scrutinizer in respect of entire voting process (including remote e-voting) in a fair and transparent manner.

The Company had completed dispatch of 9855 copies of Annual Report (which included the AGM Notice) by 3<sup>rd</sup> September, 2016 and emailed electronic form of Annual Reports to 23,018 shareholders on 7<sup>th</sup> September, 2016 as per the list of shareholders as on 26<sup>th</sup> August, 2016. The Company further dispatched 2,581 copies of Annual Reports to shareholders whose mails had bounced back.

The public notices notifying the fact of completion of dispatch and e-voting particulars in terms of Rule 20 (4)(v) of the Companies (Management and Administration) Rules, 2014 were published by way of newspaper advertisement in Navshakthi a Marathi daily newspaper having circulation in Mumbai and in Free Press Journal, an English Daily.

As mentioned in the AGM Notice, the remote e-voting commenced on Monday, 26<sup>th</sup> September, 2016 at 9.00 a.m. and ended on Wednesday, 28<sup>th</sup> September, 2016 at 5.00 p.m. The Company also provided the facility for voting by ballot papers at the AGM venue. Cut-off date for the purpose of reckoning the voting rights of shareholders was 22<sup>nd</sup> September, 2016. On the basis of the Scrutinizer's Report dated 29<sup>th</sup> September, 2016, I on behalf of Chairman hereby declare the results of the aforesaid voting as follows:

**RESOLUTION NO. 1: ORDINARY RESOLUTION FOR ADOPTION OF AUDITED FINANCIAL STATEMENTS (INCLUDING AUDITED CONSOLIDATED FINANCIAL STATEMENTS) FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH 2016 TOGETHER WITH REPORTS OF THE DIRECTORS AND THE AUDITORS THEREON**

"RESOLVED that the audited Financial Statements (including audited consolidated financial statements) for the year ended 31<sup>st</sup> March, 2016, together with Reports of the Directors and the Auditors thereon as circulated to all the Members and also placed before the meeting, be and are hereby received, considered and adopted."

**Pratibha Industries Limited**

CIN : L45200MH1995PLC090760

Head Office: Universal Majestic, 14<sup>th</sup> & 13<sup>th</sup> 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, 5<sup>th</sup> 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



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]= $\frac{[2]}{[1]} \times 100$	[4]	[5]	[6]= $\frac{[4]}{[2]} \times 100$	[7]= $\frac{[5]}{[2]} \times 100$
Promoter and Promoter Group	E-Voting	3,74,47,512	0	0.00	0	0	0.00	0.00
	Poll		2,33,34,304	62.31	2,33,34,304	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		2,33,34,304	62.31	2,33,34,304	0	100.00	0.00
Public Institutions	E-Voting	99,30,834	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public Non Institutions	E-Voting	5,36,77,046	66,968	0.13	63,718	3,250	95.15	4.85
	Poll		16,957	0.03	16,957	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		83,925	0.16	80,675	3,250	96.13	3.87
<b>Total</b>		<b>10,10,55,392</b>	<b>2,34,18,229</b>	<b>23.17</b>	<b>2,34,14,979</b>	<b>3,250</b>	<b>99.99</b>	<b>0.01</b>

*Result of Voting: The Resolution No.1 as mentioned in the Notice stands passed with requisite majority.*

**RESOLUTION NO. 2: ORDINARY RESOLUTION FOR RE-APPOINTMENT OF MR. SHARAD P. DESHPANDE, AS A DIRECTOR OF THE COMPANY**

“RESOLVED that Mr. Sharad P. Deshpande (DIN - 06507698), who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as Director of the Company, liable to retire by rotation.”

*(Handwritten signature)*



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	3,74,47,512	0	0.00	0	0	0.00	0.00
	Poll		2,33,34,304	62.31	2,33,34,304	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		2,33,34,304	62.31	2,33,34,304	0	100.00	0.00
Public Institutions	E-Voting	99,30,834	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public Non Institutions	E-Voting	5,36,77,046	66,968	0.13	60,218	6,750	89.92	10.08
	Poll		16,957	0.04	16,957	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		83,925	0.16	77,175	6,750	91.96	8.04
<b>Total</b>		<b>10,10,55,392</b>	<b>2,34,18,229</b>	<b>23.17</b>	<b>2,34,11,479</b>	<b>6,750</b>	<b>99.97</b>	<b>0.03</b>

*Result of Voting: The Resolution No.2 as mentioned in the Notice stands passed with requisite majority.*

**RESOLUTION NO.3: ORDINARY RESOLUTION FOR RE-APPOINTMENT OF M/S JAYESH SANGHRAJKA & CO. LLP, CHARTERED ACCOUNTANTS AS STATUTORY AUDITORS OF THE COMPANY.**

“RESOLVED THAT pursuant to the provisions of Section 139 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, M/s. Jayesh Sanghrajka & Co. LLP, Chartered Accountants, Mumbai (Firm Registration No. 104184W/W1000075) be and are hereby re-appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company on such remuneration as may be determined by the Board of Directors of the Company on recommendation of its Audit Committee.”



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	3,74,47,512	0	0.00	0	0	0.00	0.00
	Poll		2,33,34,304	62.31	2,33,34,304	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		2,33,34,304	62.31	2,33,34,304	0	100.00	0.00
Public Institutions	E-Voting	99,30,834	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public Non Institutions	E-Voting	5,36,77,046	66,868	0.13	64,618	2,250	96.64	3.37
	Poll		16,957	0.03	16,952	5	99.97	0.03
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		83,825	0.16	81,570	2,255	97.31	2.69
Total		10,10,55,392	2,34,18,129	23.17	2,34,15,874	2,255	99.99	0.01

*Result of Voting: The Resolution No.3 as mentioned in the Notice stands passed with requisite majority.*

#### RESOLUTION NO.4: ORDINARY RESOLUTION FOR RATIFICATION OF COST AUDITORS' REMUNERATION

"RESOLVED THAT pursuant to the provisions of Section 148 (3) of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any amendments thereto or any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable to M/s. Ketki D. Visariya & Co., the Cost Accountants, (Firm Registration No. 000362), appointed by the Board of Directors of the Company as Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2016-17, amounting to Rs.2,00,000 (Rupees Two Lakhs Only) and service tax as applicable and reimbursement of out of pocket expenses as may be incurred by them in the course of the aforesaid audit be and is hereby approved;




RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the foregoing Resolution.”

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	3,74,47,512	0	0.00	0	0	0.00	0.00
	Poll		2,33,34,304	62.31	2,33,34,304	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		2,33,34,304	62.31	2,33,34,304	0	100.00	0.00
Public Institutions	E-Voting	99,30,834	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public Non Institutions	E-Voting	5,36,77,046	66,968	0.13	63,658	3,310	95.06	4.94
	Poll		16,957	0.03	16,952	5	99.97	0.03
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		83,925	0.16	80,610	3,315	96.05	3.95
<b>Total</b>		<b>10,10,55,392</b>	<b>2,34,18,229</b>	<b>23.17</b>	<b>2,34,14,914</b>	<b>3,315</b>	<b>99.99</b>	<b>0.01</b>

*Result of Voting: The Resolution No.4 as mentioned in the Notice stands passed with requisite majority.*

The aforesaid Scrutinizer's Report dated 29<sup>th</sup> September, 2016 is enclosed hereto.

For PRATIBHA INDUSTRIES LIMITED

  
 & Sharad P. Dēshpande  
 Whole Time Director



Date: 30<sup>th</sup> September, 2016

Place: Mumbai

**DINESH KUMAR DEORA B.Com, F.C.S., A.C.A.**  
**COMPANY SECRETARY**

OFFICE: 205, 2<sup>ND</sup> FLOOR, NADIADWALA MARKET, PODDAR ROAD, MALAD  
(EAST), MUMBAI-400097.

TEL NO.: 022-65643641 E-MAIL: dinesh.deora@yahoo.com

To,  
The Chairman  
Of the Annual General Meeting of the Shareholders of  
**Pratibha Industries Limited**  
Shrikant Chambers, 5<sup>th</sup> Floor, Phase II,  
Next to R.K. Studio, Sion Trombay Road,  
Chembur, Mumbai-400071


Dear Sir

At the outset, I would like to thank you for entrusting me with the task of scrutinizing the remote e-Voting and voting on Poll by your Shareholders, at the Annual General Meeting of your Company held on Thursday, 29th September, 2016 at 3.00 P.M.

Please find enclosed Consolidated Results of remote e-Voting & Poll. I have issued separate report on remote e-voting and the Report on Poll results at the AGM.

My report on remote e-Voting is based on the data downloaded from the e-Voting platform provided by Central Depository Services (India) Limited ( CDSL ) and the Report on Poll Results prepared by me, is based on the data provided / authenticated by your Registrar and Share Transfer Agent, M/s. Link Intime India Private Limited.

I trust you will find Report to be comprehensive and self-explanatory in all respects. I will, however, be happy to answer your queries, if any, on the same.

  
**DINESH KUMAR DEORA**  
Practising Company Secretary  
Membership No FCS 5683  
COP No 4119



Date: 29<sup>th</sup> September, 2016  
Place: Mumbai



  
20/09/2016  


**DINESH KUMAR DEORA B.Com, F.C.S., A.C.A.**  
**COMPANY SECRETARY**

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OFFICE: 205, 2<sup>ND</sup> FLOOR, NADIADWALA MARKET, PODDAR ROAD, MALAD  
(EAST), MUMBAI-400097.

TEL NO.: 022-65643641 E-MAIL: dinesh.deora@yahoo.com

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## Consolidated Results





**DINESH KUMAR DEORA B.Com, F.C.S., A.C.A.**  
**COMPANY SECRETARY**

OFFICE: 205, 2<sup>ND</sup> FLOOR, NADIADWALA MARKET, PODDAR ROAD, MALAD  
(EAST), MUMBAI-400097.

TEL NO.: 022-65643641 E-MAIL: dinesh.deora@yahoo.com

Based on Results of remote e-Voting & Poll at the Annual General Meeting held on Thursday, 29th September, 2016 at 3.00 P.M., Consolidated Results of each item on the Agenda as set out in the Notice dated 26<sup>th</sup> August, 2016 is annexed herewith.

**CONSOLIDATED RESULTS OF ITEM NO. 1 – ORDINARY RESOLUTION**

<b>Subject</b>	To consider and adopt the standalone and consolidated audited financial statements of the Company for the financial year ended 31st March, 2016, the reports of the Board of Directors and Auditors thereon.
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Particulars	Number of Votes contained in			% of total number of valid votes cast
	e-Votes	Poll	Total	
Assent	63718	23351261	23414979	99.9861
Dissent	3250	0	3250	0.0139
Invalid/Abstain	0	0	0	0
<b>Total</b>	<b>66968</b>	<b>23351261</b>	<b>23418229</b>	<b>100.00</b>

Thus, the Ordinary Resolution as contained in Item No. 1 of the Notice dated 26th August, 2016 is passed with REQUISITE MAJORITY.

**CONSOLIDATED RESULTS OF ITEM NO. 2 – ORDINARY RESOLUTION**

<b>Subject</b>	To appoint a Director in place of Mr. Sharad Prabhakar Deshpande (DIN: 06507698), who retires by rotation and being eligible has offered himself for re-appointment.
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Particulars	Number of Votes contained in			% of total number of valid votes cast
	e-Votes	Poll	Total	
Assent	60218	23351261	23411479	99.9711
Dissent	6750	0	6750	0.0289
Invalid/Abstain	0	0	0	0
<b>Total</b>	<b>66968</b>	<b>23351261</b>	<b>23418229</b>	<b>100.00</b>




**DINESH KUMAR DEORA B.Com, F.C.S., A.C.A.**  
**COMPANY SECRETARY**

OFFICE: 205, 2<sup>ND</sup> FLOOR, NADIADWALA MARKET, PODDAR ROAD, MALAD  
(EAST), MUMBAI-400097.

TEL NO.: 022-65643641 E-MAIL: dinesh.deora@yahoo.com

Thus, the Ordinary Resolution as contained in Item No. 2 of the Notice dated 26th August, 2016 is passed with REQUISITE MAJORITY.

**CONSOLIDATED RESULTS OF ITEM NO. 3 – ORDINARY RESOLUTION**

<b>Subject</b>	<b>"RESOLVED THAT pursuant to the provisions of Section 139 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, M/s. Jayesh Sanghrajka &amp; Co. LLP, Chartered Accountants, Mumbai (Firm Registration No. 104184W/ W1000075) be and are hereby re-appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company on such remuneration as may be determined by the Board of Directors of the Company on recommendation of its Audit Committee."</b>
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Particulars	Number of Votes contained in			% of total number of valid votes cast
	e-Votes	Poll	Total	
Assent	64618	23351256	23415874	99.9904
Dissent	2250	5	2255	0.0096
Invalid/Abstain	0	0	0	0
<b>Total</b>	<b>66868</b>	<b>23351261</b>	<b>23418129</b>	<b>100.00</b>

Thus, the Ordinary Resolution as contained in Item No. 3 of the Notice dated 26<sup>th</sup> August, 2016 is passed with REQUISITE MAJORITY.

**CONSOLIDATED RESULTS OF ITEM NO. 4 – ORDINARY RESOLUTION**

<b>Subject</b>	<b>To approve the remuneration of the Cost Auditors</b>
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**DINESH KUMAR DEORA B.Com, F.C.S., A.C.A.**  
**COMPANY SECRETARY**

OFFICE: 205, 2<sup>ND</sup> FLOOR, NADIADWALA MARKET, PODDAR ROAD, MALAD  
(EAST), MUMBAI-400097.

TEL NO.: 022-65643641 E-MAIL: dinesh.deora@yahoo.com

Particulars	Number of Votes contained in			% of total number of valid votes cast
	e-Votes	Poll	Total	
Assent	63658	23351256	23414914	99.9858
Dissent	3310	5	3315	0.0142
Invalid/Abstain	0	0	0	0
<b>Total</b>	<b>66968</b>	<b>23351261</b>	<b>23418229</b>	<b>100.00</b>

Thus, the Ordinary Resolution as contained in Item No. 4 of the Notice dated 26<sup>th</sup> August, 2016 is passed with REQUISITE MAJORITY.

  
**DINESH KUMAR DEORA**  
Practising Company Secretary  
Membership No FCS 5683  
COP No 4119



Date: 29<sup>th</sup> September, 2016  
Place: Mumbai

DINESH KUMAR DEORA B.Com, F.C.S., A.C.A.  
COMPANY SECRETARY

OFFICE: 205, 2<sup>ND</sup> FLOOR, NADIADWALA MARKET, PODDAR ROAD, MALAD  
(EAST), MUMBAI-400097.

TEL NO.: 022-65643641 E-MAIL: dinesh.deora@yahoo.com

## Remote E-Voting Results

A handwritten signature in black ink is positioned above a circular stamp. The stamp is a professional seal for a Chartered Accountant, featuring the text 'DINESH KUMAR DEORA' around the top inner edge, 'F.C.S.' in the center, and 'MUMBAI' at the bottom. The stamp is slightly faded and partially overlaps the signature.

Report of Scrutinizer on remote e-Voting by Shareholders of  
Pratibha Industries Limited

**DINESH KUMAR DEORA B.Com, F.C.S., A.C.A.**  
**COMPANY SECRETARY**

OFFICE: 205, 2<sup>ND</sup> FLOOR, NADIADWALA MARKET, PODDAR ROAD, MALAD  
(EAST), MUMBAI-400097.

TEL NO.: 022-65643641 E-MAIL: dinesh.deora@yahoo.com

1. In terms of provisions of Section 108 of the Companies Act,2013 read with Rule 20 of the Companies ( Management & Administration ) Rules,2014 ( the Rules ) as amended , I was appointed as Scrutinizer by the Company on 26th August,2016 to the remote e-Voting process for passing the items on the agenda as contained in the Notice dated 26th August,2016
2. On the basis of the Register of Members and the List of beneficiary owners made available by the Depositories viz., National Securities Depository Limited (NDSL) and Central Depository Services (India) Limited (CDSL), for the purpose of remote e-Voting, the Company completed dispatch of the Notice of remote e-Voting by permitted means.
3. In terms of the aforesaid Notice, remote e-Voting was open for three days from 09.00 a.m. on Monday, 26th September, 2016 to 5.00 p.m. on Wednesday, 28th September,2016 and members were required to cast their votes electronically conveying their asset or dissent in respect of the Ordinary and Special Resolutions, on e-Voting platform provided by CDSL.
4. The Voting rights were reckoned as on Thursday, 22<sup>nd</sup> September, 2016, being the Cut-Off date for the purpose of remote e-Voting.
5. As required in the Rules, I unlocked the remote e-Voting on the platform provided by CDSL after completion of the remote e-Voting process at 3.54 p.m. on 29th September, 2016, in the presence of Mr. Manish Sarvaiya and Mr. Jainendra Yadav.
6. Based on the results made available to me, 41 (Forty One) folios have cast their votes on the e-Voting platform and I have annexed with this Report, a summary of the e-Voting Results for each of the agenda items contained in the said Notice.



**DINESH KUMAR DEORA**  
Practising Company Secretary  
Membership No FCS 5683  
COP No 4119



Date: 29<sup>th</sup> September, 2016  
Place: Mumbai

**Report of Scrutinizer on remote e-Voting by Shareholders of  
Pratibha Industries Limited**

**DINESH KUMAR DEORA B.Com, F.C.S., A.C.A.**  
**COMPANY SECRETARY**

OFFICE: 205, 2<sup>nd</sup> FLOOR, NADIADWALA MARKET, PODDAR ROAD, MALAD  
(EAST), MUMBAI-400097.  
TEL NO.: 022-65643641 E-MAIL: dinesh.deora@yahoo.com


**SUMMARY OF E-VOTING RESULTS**

EVSN Reference No. 160903001

Voting Start Date: 26/09/2016 09.00 AM

Voting End Date: 28/09/2016 05.00 PM

Items on the Agenda	Voted in Favour		Voted Against		Abstained	
	Number of Folios Voted	Number of Votes	Number of Folios Voted	Number of Votes	Number of Folios Voted	Number of Votes
1	36	63718	5	3250	0	0
2	34	60218	7	6750	0	0
3	36	64618	4	2250	1	100
4	35	63658	6	3310	0	0

  
DINESH KUMAR DEORA  
Practising Company Secretary  
Membership No FCS 5683  
COP No 4119



Date: 29<sup>th</sup> September, 2016  
Place: Mumbai

Report of Scrutinizer on remote e-Voting by Shareholders of  
Pratibha Industries Limited

**Poll Results**  
**Of the**  
**Poll Conducted**  
**At the**  
**21st Annual General Meeting**  
**Of**  
**Pratibha Industries Limited**  
**At**  
**The Bombay Presidency Golf Club Limited,**  
**Dr. C.G. Road, Chembur, Mumbai-400071**



FORM No. MGT-13

Report of Scrutinizers

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies  
(Management and Administration) Rules, 2014]

To,  
The Chairman  
Of the Annual General Meeting of the Shareholders of  
**Pratibha Industries Limited**  
Shrikant Chambers, 5<sup>th</sup> Floor, Phase II,  
Next to R.K. Studio, Sion Trombay Road,  
Chembur, Mumbai-400071

AGM held on: Thursday, 29th September, 2016 at 3.00 P.M.

Dear Sir,

I, Dinesh Kumar Deora, Practising Company Secretary, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the Annual General Meeting of Pratibha Industries Limited held on Thursday, 29th September, 2016 at 3.00 P.M., submit my report as under:

1. After the Chairman announced the commencement of Voting, one Ballot Box for polling was locked in our presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by M/s Link Intime India Private Limited, Registrar and Transfer Agents of the Company and the authorisations / proxies lodged with the Company.
3. The polling papers, which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.
4. The results of the poll for each item on the agenda are Resolution wise annexed to this report.




5. A Compact Disc (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 have been duly handed over to the Company Secretary for keeping in safe record.



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**DINESH KUMAR DEORA**  
**PRACTISING COMPANY SECRETARY**  
Membership No FCS 5683  
COP No 4119



Date: 29<sup>th</sup> September, 2016

Place: Mumbai

**Item No. 1 – Ordinary Resolution**

To consider and adopt the standalone and consolidated audited financial statements of the Company for the financial year ended 31st March, 2016, the reports of the Board of Directors and 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 votes cast
24	23351261	100.00

(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 votes cast
0	0	0

(iii) Invalid votes :

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

**Item No. 2 – Ordinary Resolution**

To appoint a Director in place of Mr. Sharad Prabhakar Deshpande (DIN: 06507698), who retires by rotation and being eligible has offered 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 votes cast
24	23351261	100.00

(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 votes cast
0	0	0

(iii) Invalid votes :

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


**Item No. 3 – Ordinary Resolution**

“RESOLVED THAT pursuant to the provisions of Section 139 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, M/s. Jayesh Sanghrajka & Co. LLP, Chartered Accountants, Mumbai (Firm Registration No. 104184W/ W1000075) be and are hereby re-appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company on such remuneration as may be determined by the Board of Directors of the Company on recommendation of its Audit Committee.”

(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 votes cast
23	23351256	100.00

(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 votes cast
1	5	0

(iii) Invalid votes :

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

**Item No. 4 – Ordinary Resolution**

To approve the remuneration of the Cost Auditors

(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 votes cast
23	23351256	100.00

(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 votes cast
1	5	0

*Dr. Anurag K. Kulkarni*  


(iii) Invalid votes :

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



**DINESH KUMAR DEORA**  
**PRACTISING COMPANY SECRETARY**  
Membership No FCS 5683  
COP No 4119



Date: 29th September, 2016

Place: Mumbai