

09<sup>th</sup> November, 2016

**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**

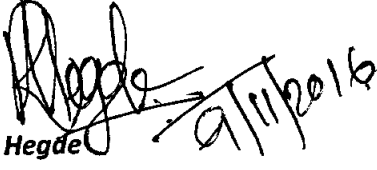
Dear Sir/Mam,

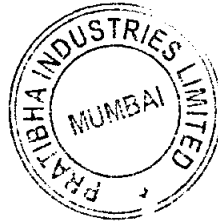
With reference to captioned subject, please find attached herewith the results of voting by the Members of the Company conducted through Postal Ballot (including electronic voting) vide Postal Ballot Notice dated 21<sup>st</sup> September, 2016 under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Kindly take the same on your records and oblige.

Thanking you,

Yours truly,  
For **Pratibha Industries Limited**

  
**Rajesh Hegde**  
Company Secretary  
FCS: 8594  
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

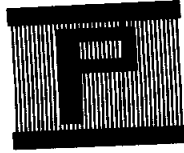
Regd. Office : Shrikant Chambers, Phase II, 5th Floor, Next to R K Studio, Sion Trombay Road, Chembur, Mumbai - 400 071, Maharashtra - India

Tel. : +91 22 3955 9999

Fax : +91 22 3955 9900

Email : info@pratibhagroup.com

URL : www.pratibhagroup.com



Date of Postal Ballot Notice	21 <sup>st</sup> September, 2016
Date of conclusion of Voting (Deemed date of passing of Resolutions)	05 <sup>th</sup> November, 2016
Date of Declaration of Results	08 <sup>th</sup> November, 2016
Total number of shareholders on record date	34,456

### Voting Results

Item No. 1: Increase in Authorised Share Capital of the Company and Alteration of Capital Clause in the Memorandum of Association of the Company								
Resolution Required				Ordinary Resolution				
Whether promoter/ promoter group are interested in the agenda/resolution?				Not interested				
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]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting	4,52,88,469	-	0.00	-	-	0.00	0.00
	Postal Ballot		4,30,38,543	95.03	4,30,38,543	-	100.00	0.00
	Total		4,30,38,543	95.03	4,30,38,543	-	100.00	0.00
Public Institutions	E-Voting	92,94,009	-	0.00	-	-	0.00	0.00
	Postal Ballot		-	0.00	-	-	0.00	0.00
	Total		-	0.00	-	-	0.00	0.00
Public Non Institutions	E-Voting	4,64,72,914	1,17,514	0.25	45,303	72,211	38.55	61.45
	Postal Ballot		22,814	0.05	22,109	705	96.91	3.09
	Total		1,40,328	0.30	67,412	72,916	48.04	51.96
<b>Total</b>		<b>10,10,55,392</b>	<b>4,31,78,871</b>	<b>42.73</b>	<b>4,31,05,955</b>	<b>72,916</b>	<b>99.83</b>	<b>0.17</b>

### Pratibha Industries Limited

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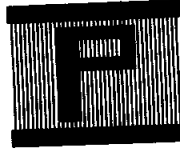
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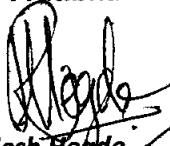
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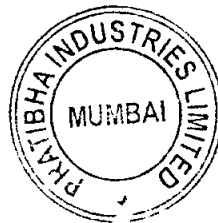




Item No. 2: Conversion of Debt into Equity Shares of the Company								
Resolution Required				Special Resolution				
Whether promoter/ promoter group are interested in the agenda/resolution?				Not interested				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding 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	4,52,88,469	-	0.00	-	-	0.00	0.00
	Postal Ballot		4,30,38,543	95.03	4,30,38,543	-	100.00	0.00
	Total		4,30,38,543	95.03	4,30,38,543	-	100.00	0.00
Public Institutions	E-Voting	92,94,009	-	0.00	-	-	0.00	0.00
	Postal Ballot		-	0.00	-	-	0.00	0.00
	Total		-	0.00	-	-	0.00	0.00
Public Non Institutions	E-Voting	4,64,72,914	1,16,094	0.25	43,833	72,261	37.76	62.24
	Poll		22,614	0.05	21,909	705	96.88	3.12
	Total		1,38,708	0.30	65,742	72,966	47.40	52.60
<b>Total</b>		<b>10,10,55,392</b>	<b>4,31,77,251</b>	<b>42.73</b>	<b>4,31,04,285</b>	<b>72,966</b>	<b>99.83</b>	<b>0.17</b>

Yours Faithfully,  
For Pratibha Industries Limited

  
Rajesh Hegde  
Company Secretary  
FCS: 8594



Encl.:

1. Scrutinizer's Report dated 07<sup>th</sup> November, 2016

**Pratibha Industries Limited**

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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

To,  
The Chairman / Company Secretary  
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,

Please refer to your letter dated 21<sup>st</sup> September, 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 has completed the dispatch / e-mailing of Postal Ballot Forms along with postage prepaid business reply envelope to its members whose name(s) appeared on the Register of members/ list of beneficiaries as on 30<sup>th</sup> September, 2016.
- 1.2 The shareholders of the Company 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).
- 1.3 Total No. of votes based on Paid Up Capital of the Company as on 30<sup>th</sup> September, 2016 is 10,10,55,392.
- 1.4 Public Announcement with respect to completion of dispatch of Postal ballot Forms in two newspapers was made.
- 1.5 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.
- 1.6 The Postal Ballot Forms were kept under safe custody before commencing the scrutiny of such postal ballot forms.
- 1.7 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 30<sup>th</sup> September, 2016.


**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

1.8 All Postal ballot Forms received either in physical or by casting of votes electronically through CDSL portal up to the close of working hours ( 5.00 PM ) on 5th November, 2016, the last date and time fixed by the Company for receipt of the Forms, were considered for my scrutiny.

1.9 Envelopes containing postal ballot forms received after 5th November, 2016 were not considered for my scrutiny.

1.10 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) Increase in Authorised Share Capital of the Company and Alteration of Capital Clause in the Memorandum of Association of the Company (ORDINARY RESOLUTION)**

	Particulars	Physical		Electronic		Total	
		Folios	Votes	Folios	Votes	Folios	Votes
a)	Total postal ballot Forms / Electronic Votes received and number of votes casted	51	43067615	51	117514	102	43185129
b)	Less: Invalid no. of votes casted	2	6258	0	0	2	6258
c)	Valid no. of votes casted (Net)	49	43061357	51	117514	100	43178871
d)	Total no. of votes with assent for the Resolution	44	43060652	42	45303	86	43105955
e)	Total no. of votes with dissent for the Resolution	5	705	9	72211	14	72916

*Note: the ballots received without having exercised votes by the shareholders have not been considered in a)*

% of total votes casted in favor of the Resolution: **99.8311%**

% of total votes casted against the Resolution: **0.1689%**


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

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(EAST), MUMBAI-400097.

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**(2) Conversion of Debt into Equity Shares of the Company ( 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	50	43067415	50	116094	100	43183509
b)	Less: Invalid no. of votes casted	2	6258	0	0	2	6258
c)	Valid no. of votes casted (Net)	48	43061157	50	116094	98	43177251
d)	Total no. of votes with assent for the Resolution	43	43060452	40	43833	83	43104285
e)	Total no. of votes with dissent for the Resolution	5	705	10	72261	15	72966

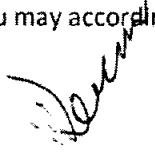
*Note: the ballots received without having exercised votes by the shareholders have not been considered in a)*

% of total votes casted in favor of the Resolution: **99.8310%**

% of total votes casted against the Resolution: **0.1690%**

(3) I have handed over the Postal Ballot Forms and other related papers/registers and records for safe custody to the Company Secretary/ Director authorized by the Board to supervise the postal ballot process.

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

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



Place: Mumbai  
Date: 7th November, 2016