



DATE: July 30, 2014
REF.: PIL/DVN/L- 174/2014-15

Company Code - PRAJIND	Security Code No. : 522205
National Stock Exchange of India Ltd.	Bombay Stock Exchange Limited
Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051	Phiroze Jeejeebhoy Towers, 25th Floor, Dalal Street, Mumbai - 400 001
Fax: 022 - 2659 8237 / 38	Fax: 022- 22723121/3719/2037/2039/2041/2061

Dear Sir/Madam,

Sub.: Clause No 35A of the Listing Agreement – Details of voting at the 28th Annual General Meeting of the Company.

Pursuant to Clause 35A of the Listing Agreement, details of the voting results at the 28th Annual General Meeting of the Company held on Monday, the 28th July, 2014 at the Registered Office of the Company at "Praj Tower", S. No. 274 & 275/2, Bhumkar Chowk- Hinjewadi Road, Hinjewadi, Pune – 411 057, are enclosed as per the prescribed format.

Further, we are also enclosing the following documents:

1. Scrutinizer's Report on e-voting.
2. Scrutinizer's Report on Poll.

The above are also uploaded on the Company's Website i.e. [www. Praj.net](http://www.Praj.net).

We request you to note the above and acknowledge the receipt of this letter.

Thanking you,

Yours Faithfully,

FOR PRAJ INDUSTRIES LIMITED

DATTATRAYA NIMBOLKAR
CFO & COMPANY SECRETARY

Encl : As above.

**Outcome of Voting at Annual General Meeting
(As per Clause 35A of Listing Agreement)**

Date of Annual General Meeting	28 th July, 2014		
Total Number of Shareholders as on record date	111430		
No. of Shareholders present in the meeting either in person or through proxy	Promoters & Promoter Group	Public	
	In Person	In Person	Through Proxy
	3	64	5
No. of Shareholders attended the meeting through Video Conferencing	Promoters & Promoter Group	Public	
	Not Applicable	Not Applicable	

Agenda (Resolution Wise)

The mode of voting for all the resolutions was:

- 1) e-voting conducted between 22nd July, 2014 to 24th July, 2014 and
- 2) Poll conducted at the Meeting

Given below are the resolution wise combined results of e-voting and Poll.

Resolution No. 1 :

To receive, consider and adopt

- a) the audited Financial Statements of the Company together with the reports of Board of Directors and the Auditors thereon.
- b) the audited Consolidated Financial Statements of the Company together with the report of the Auditors thereon.

Resolution required : Ordinary

Promoter/Public	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	58500000	58500000	100.000%	58500000	0	100.000%	0.000%
Public Institutional Holders	64150616	37730164	58.815%	37730164	0	100.000%	0.000%
Public-Others	54814463	1882253	3.434%	1882053	200	99.989%	0.011%
Total	177465079	98112417	55.285%	98112217	200	100.000%	0.000%



Praj Industries Limited

Regd. Office : "Praj Tower", S. No. 274 & 275/2, Bhumkar Chowk-Hinjewadi Road, Hinjewadi, Pune : 411057. Ph : +91 20 71802000 / 22941000
f : +91 20 22941299 e: info@praj.net w : www.praj.net CIN : L27101PN1985PLC038031

Resolution No. 2 :

To declare Dividend.

Resolution required : Ordinary

Promoter/Public	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	58500000	58500000	100.000%	58500000	0	100.000%	0.000%
Public Institutional Holders	64150616	37730164	58.815%	37730164	0	100.000%	0.000%
Public-Others	54814463	1882503	3.434%	1882503	0	100.000%	0.000%
Total	177465079	98112667	55.286%	98112667	0	100.00%	0.000%

Resolution No. 3:

To re-appoint Ms. Parimal Chaudhari as Director.

Resolution required : Ordinary

Promoter/Public	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	58500000	58500000	100.000%	58500000	0	100.000%	0.000%
Public Institutional Holders	64150616	37730164	58.815%	37730164	0	100.000%	0.000%
Public-Others	54814463	1882503	3.434%	1881903	600	99.968%	0.032%
Total	177465079	98112667	55.286%	98112067	600	99.999%	0.001%



Resolution No. 4:

To appoint Statutory Auditors and authorize Board to fix their remuneration.

Resolution required : Ordinary

Promoter/Public	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	58500000	58500000	100.000%	58500000	0	100.000%	0.000%
Public Institutional Holders	64150616	37730164	58.815%	37730164	0	100.000%	0.000%
Public-Others	54814463	1882253	3.434%	1882253	0	100.000%	0.000%
Total	177465079	98112417	55.285%	98112417	0	100.000%	0.000%

Resolution No. 5:

To resolve, not to fill up the vacancy caused by the retirement of Mr.Utpal Sheth, a non-Independent and non-Executive Director.

Resolution required : Ordinary

Promoter/Public	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	58500000	58500000	100.000%	58500000	0	100.000%	0.000%
Public Institutional Holders	64150616	37730164	58.815%	37730164	0	100.000%	0.000%
Public-Others	54814463	1882503	3.434%	1882353	150	99.992%	0.008%
Total	177465079	98112667	55.286%	98112517	150	100.000%	0.000%



Resolution No. 6:

To appoint Mr. Berjis Desai, as an Independent Director of the Company for a term of Five Years.

Resolution required : Ordinary

Promoter/Public	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	58500000	58500000	100.000%	58500000	0	100.000%	0.000%
Public Institutional Holders	64150616	37630164	58.659%	36683229	946935	97.484%	2.516%
Public-Others	54814463	1882503	3.434%	1882503	0	100.000%	0.000%
Total	177465079	98012667	55.229%	97065732	946935	99.034%	0.966%

Resolution No. 7:

To appoint Mr. Kishor Chaukar, as an Independent Director of the Company for a term of Three Years.

Resolution required : Ordinary

Promoter/Public	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	58500000	58500000	100.000%	58500000	0	100.000%	0.000%
Public Institutional Holders	64150616	37630164	58.659%	31731067	5899097	84.323%	15.677%
Public-Others	54814463	1882228	3.434%	1882228	0	100.000%	0.000%
Total	177465079	98012392	55.229%	92113295	5899097	93.981%	6.019%



Resolution No. 8:

To appoint Mr. Prakash Kulkarni, as an Independent Director of the Company for a term of Three Years.

Resolution required : Ordinary

Promoter/Public	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	58500000	58500000	100.000%	58500000	0	100.000%	0.000%
Public Institutional Holders	64150616	37730164	58.815%	37730164	0	100.000%	0.000%
Public-Others	54814463	1882253	3.434%	1882253	0	100.000%	0.000%
Total	177465079	98112417	55.285%	98112417	0	100.000%	0.000%

Resolution No. 9:

To appoint Mr. Rajiv Maliwal, as an Independent Director of the Company for a term of Five Years.

Resolution required : Ordinary

Promoter/Public	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	58500000	58500000	100.000%	58500000	0	100.000%	0.000%
Public Institutional Holders	64150616	37730164	58.815%	37730164	0	100.000%	0.000%
Public-Others	54814463	1882253	3.434%	1882253	0	100.000%	0.000%
Total	177465079	98112417	55.285%	98112417	0	100.000%	0.000%



Resolution No. 10:

To appoint Mr. Sivaramakrishnan S. Iyer, as an Independent Director of the Company for a term of Five Years.

Resolution required : Ordinary

Promoter/Public	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	58500000	58500000	100.000%	58500000	0	100.000%	0.000%
Public Institutional Holders	64150616	37730164	58.815%	37730164	0	100.000%	0.000%
Public-Others	54814463	1882253	3.434%	1882073	180	99.990%	0.010%
Total	177465079	98112417	55.285%	98112237	180	100.000%	0.000%

Resolution No. 11:

To consider to provide part of Office Premises at 'Praj Tower' S. No. 274 & 275/2, Bhumkar Chowk-Hinjewadi Road, Hinjewadi, Pune – 411057 to related parties namely, Pacecon Engineering Projects Limited and Praj Foundation on Leave and License basis.

Resolution required : Special

Promoter/Public	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	58500000	58500000	100.000%	58500000	0	100.000%	0.000%
Public Institutional Holders	64150616	37730164	58.815%	37730164	0	100.000%	0.000%
Public-Others	54814463	1882253	3.434%	1881968	285	99.985%	0.015%
Total	177465079	98112417	55.285%	98112132	285	100.000%	0.000%



Resolution No. 12:

To approve remuneration to Non-executive Directors.

Resolution required : Special

Promoter/Public	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	58500000	58500000	100.000%	58500000	0	100.000%	0.000%
Public Institutional Holders	64150616	37630164	58.659%	22110798	15519366	58.758%	41.242%
Public-Others	54814463	1882253	3.434%	1880504	1749	99.907%	0.093%
Total	177465079	98012417	55.229%	82491302	15521115	84.164%	15.836%

Resolution No. 13:

To Fix remuneration of Dhananjay V. Joshi & Associates, Cost Accountants for the Financial Year ending 31st March, 2015.

Resolution required : Ordinary

Promoter/Public	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	58500000	58500000	100.000%	58500000	0	100.000%	0.000%
Public Institutional Holders	64150616	37730164	58.815%	37730164	0	100.000%	0.000%
Public-Others	54814463	1882253	3.434%	1882253	0	100.000%	0.000%
Total	177465079	98112417	55.285%	98112417	0	100.000%	0.000%

As per the consolidated results of e-voting and poll on item no. 1 to 13 of the Notice of the AGM, all the resolutions are passed by requisite majority.

For Praj Industries Limited



Dattatraya Nimbolkar
CFO & Company Secretary

SCRUTINIZER'S REPORT

*(Pursuant to Section 108 of the Companies Act, 2013 and rule 20 of the Companies
[Management and Administration] Rules, 2014)*

To
The Chairman,
Praj Industries Limited (the "Company")
'Praj Tower' S. No. 274 & 275/2,
BhumkarChowk, Hinjewadi Road,
Hinjewadi, Pune – 411057

The e-Voting process was conducted between 22nd July, 2014 and 24th July, 2014 in respect of the 28th Annual General Meeting of the Company to be held on 28th July, 2014 at the Registered Office of the Company located at 'Praj Tower' S. No. 274 & 275/2, BhumkarChowk, Hinjewadi Road, Hinjewadi, Pune – 411057.

Dear Sir,

I, CS Sunil Nanal, Partner of M/s KANJ & Associates, Practicing Company Secretaries, Pune, appointed as Scrutinizer for the purpose of the e-Voting process being carried out, as per Section 108 of the Companies Act, 2013, in respect of the below mentioned resolutions, at the 28th Annual General Meeting of the Equity Shareholders of the Company held on 28th July, 2014 at the Registered Office of the Company located at 'Praj Tower' S. No. 274 & 275/2, BhumkarChowk, Hinjewadi Road, Hinjewadi, Pune – 411057, submit my report as under:

1. After the time fixed for closing of the e-Voting by the Company, a final electronic report of the whole process was generated by me by using the access and authorizations given to me.
2. The final report generated was tabulated by me and the data regarding the final e-votes was diligently scrutinized. The whole data regarding the members who had voted electronically was reconciled as per the data available on the website of Central Depository Services Limited (CDSL), i.e. "<https://www.evotingindia.co.in>"

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3. The result of the e-voting is as under:

a) Resolution No.1 (Ordinary Resolution)

- a. Adoption of Annual Accounts and Report thereon for the Financial Year ended 31st March, 2014
- b. Consolidation of Annual Accounts and Report thereon for the Financial Year ended 31st March, 2014

(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 vote cast
74	84354264	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 vote cast
0	0	0.00%

(iii) Abstained from Voting:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid vote cast
1	0	0.00%

b) Resolution No.2 (Ordinary Resolution)

Declaration of Dividend @ Rs. 1.81/- per equity share

(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 vote cast
75	84354514	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 vote cast
0	0	0.00%

Free

(iii) Abstained from Voting:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid vote cast
0	0	0.00%

c) Resolution No.3 (Ordinary Resolution)

Re-appoint Mrs. Parimal Chaudhary as Director of the Company

(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 vote cast
75	84354514	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 vote cast
0	0	0.00%

(iii) Abstained from Voting:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid vote cast
0	0	0.00%

d) Resolution No. 4 (Ordinary Resolution)

Appoint M/s B.K.Khare & Co. Chartered Accountants as Statutory Auditors and to fix their remuneration for the Financial Year ending 31st March, 2015

(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 vote cast
74	84354264	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 vote cast
0	0	0.00%

Free 3

(iii) Abstained from Voting:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid vote cast
1	0	0.00%

e) Resolution No.5 (Ordinary Resolution)

Consider not to fill vacancy caused by retirement of Mr. Utpal Sheth as Director

(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 vote cast
74	84354364	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 vote cast
1	150	0.00%

(iii) Abstained from Voting:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid vote cast
0	0	0.00%

f) Resolution No. 6 (Ordinary Resolution)

Appointment of Mr. Berjis Desai, as an Independent Director of the Company for a term of Five Years

(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 vote cast
73	83307579	98.76%

(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 vote cast
1	946935	1.12%

See 4

(iii) Abstained from Voting:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid vote cast
1	0	0.00%

g) Resolution No.7 (Ordinary Resolution)

Appointment of Mr. Kishore Chaukar, as an Independent Director of the Company for a term of Three Years.

(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 vote cast
67	78454708	93.01%

(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 vote cast
5	5799531	6.88%

(iii) Abstained from Voting:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid vote cast
3	0	0.00%

h) Resolution No.8 (Ordinary Resolution)

Appointment of Mr. Prakash Kulkarni, as an Independent Director of the Company for a term of Three Years.

(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 vote cast
74	84354264	100.00%

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(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 vote cast
0	0	0.00%

(iii) Abstained from Voting:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid vote cast
1	0	0.00%

i) Resolution No.9 (Ordinary Resolution)

Appointment of Mr. Rajiv Maliwal, as an Independent Director of the Company for a term of Five Years.

(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 vote cast
74	84354264	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 vote cast
0	0	0.00%

(iii) Abstained from Voting:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid vote cast
1	0	0.00%

Free

j) Resolution No.10 (Ordinary Resolution)

Appointment of Mr.Sivaramakrishnan S. Iyer, as an Independent Director of the Company for a term of Five Years.

(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 vote cast
74	84354264	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 vote cast
0	0	0.00%

(iii) Abstained from Voting:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid vote cast
1	0	0.00%

k) Resolution No.11 (Special Resolution)

Consider to provide part of Office Premises at 'Praj Tower' S. No. 274 & 275/2, BhumkarChowk, Hinjewadi Road, Hinjewadi, Pune – 411057 to related parties namely, Pacecon Engineering Projects Limited and Praj Foundation on Leave and License basis.

(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 vote cast
72	84354074	100.00%

(i) 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 vote cast
2	190	0.00%

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(ii) Abstained from Voting:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid vote cast
1	0	0.00%

l) Resolution No.12 (Special Resolution)

Approve remuneration to Non-executive Directors.

(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 vote cast
65	68734024	84.48%

(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 vote cast
8	15520240	18.40%

(iii) Abstained from Voting:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid vote cast
2	0	0.00%

m) Resolution NO. 13 (Ordinary Resolution)

Fix remuneration of M/s Dhananjay V. Joshi & Associates, Cost Accountants for the Financial Year ending 31st March, 2015.

(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 vote cast
74	84354264	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 vote cast
0	0	0.00%

(iii) Abstained from Voting:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid vote cast
1	0	0.00%

4. A Compact Disc (CD) containing a list of equity shareholders/custodians/proxies who voted "FOR", "AGAINST" and those who "ABSTAINED FROM VOTING" for each resolution is enclosed.
5. The electronic data and other relevant records related to this e-Voting process were handed over to the Company Secretary/Director authorized by the Board for safe keeping.

Thanking You,

Place: Pune

Date: 26th July, 2014

Yours Faithfully,



Signature

CS Sunil Nanal

Partner

Kanj & Associates, Practicing Company Secretaries

Scrutinizer

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,
Shri Pramod Chaudhari,
Chairman,
Praj Industries Limited,
Pune

28th Annual General Meeting of the Equity Shareholders of Praj Industries Limited, Pune held on Monday, 28th July, 2014 at the Registered Office of the Company at 'Praj Tower' S. No. 274 & 275/2, Bhumkar Chowk, Hinjewadi Road, Hinjewadi, Pune – 411057

Dear Sir,

I, CS Sunil Nanal, Partner of M/s KANJ & Associates, Pune appointed as Scrutinizer, at the 28th Annual General Meeting of the Equity Shareholders of Praj Industries Limited, held on Monday 28th July, 2014 at the Registered Office of the Company at "Praj Tower", S. No. 274 & 275/2, Bhumkar Chowk, Hinjewadi Road, Hinjewadi, Pune – 411057, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman Shri Pramod Chaudhari, ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under:

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a) Resolution No.1 (Ordinary Resolution)

- a. Adoption of Annual Accounts and Report thereon for the Financial Year ended 31st March, 2014.
- b. Consolidation of Annual Accounts and Report thereon for the Financial Year ended 31st March, 2014.

(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 vote cast
44	13757953	99.875%

(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 vote cast
1	200	0.001%

(iii) Invalid votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid vote cast
6	17055	0.124%

b) Resolution No.2 (Ordinary Resolution)

Declaration of Dividend @ Rs. 1.81/- per equity share

(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 vote cast
45	13758153	99.876%

(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 vote cast
0	0	0.000%

(iii) Invalid votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid vote cast
6	17055	0.124%



c) Resolution No.3 (Ordinary Resolution)

Re-appoint Mrs. Parimal Chaudhary as Director of the Company

(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 vote cast
44	13757553	99.872%

(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 vote cast
1	600	0.004%

(iii) Invalid votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid vote cast
6	17055	0.124%

d) Resolution No. 4 (Ordinary Resolution)

Appoint M/s B.K.Khare & Co. Chartered Accountants as Statutory Auditors and to fix their remuneration for the Financial Year ending 31st March, 2015

(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 vote cast
45	13758153	99.876%

(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 vote cast
0	0	0.000%

(iii) Invalid votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid vote cast
6	17055	0.124%

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e) Resolution No.5 (Ordinary Resolution)

Consider not to fill vacancy caused by retirement of Mr. Utpal Sheth as Director

(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 vote cast
45	13758153	99.876%

(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 vote cast
0	0	0.000%

(iii) Invalid votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid vote cast
6	17055	0.124%

f) Resolution No. 6 (Ordinary Resolution)

Appointment of Mr. Berjis Desai, as an Independent Director of the Company for a term of Five Years

(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 vote cast
45	13758153	99.876%

(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 vote cast
0	0	0.000%

(iii) Invalid votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid vote cast
6	17055	0.124%

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g) Resolution No.7 (Ordinary Resolution)

Appointment of Mr. Kishor Chaukar, as an Independent Director of the Company for a term of Three Years.

(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 vote cast
43	13658587	99.153%

(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 vote cast
2	99566	0.723%

(iii) Invalid votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid vote cast
6	17055	0.124%

h) Resolution No.8 (Ordinary Resolution)

Appointment of Mr. Prakash Kulkarni, as an Independent Director of the Company for a term of Three Years.

(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 vote cast
45	13758153	99.876%

(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 vote cast
0	0	0.000%

(iii) Invalid votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid vote cast
6	17055	0.124%

Handwritten signature

i) Resolution No.9 (Ordinary Resolution)

Appointment of Mr. Rajiv Maliwal, as an Independent Director of the Company for a term of Five Years.

(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 vote cast
45	13758153	99.876%

(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 vote cast
0	0	0.000%

(iii) Invalid votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid vote cast
6	17055	0.124%

j) Resolution No.10 (Ordinary Resolution)

Appointment of Mr. Sivaramakrishnan S. Iyer, as an Independent Director of the Company for a term of Five Years.

(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 vote cast
44	13757973	99.975%

(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 vote cast
1	180	0.001%

(iii) Invalid votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid vote cast
6	17055	0.124%

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k) Resolution No.11 (Special Resolution)

Consider to provide part of Office Premises at 'Praj Tower' S. No. 274 & 275/2, Bhumkar Chowk, Hinjewadi Road, Hinjewadi, Pune – 411057 to related parties namely, Paceon Engineering Projects Limited and Praj Foundation on Leave and License basis.

(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 vote cast
44	13758058	99.875%

(i) 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 vote cast
1	95	0.001%

(ii) Invalid votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid vote cast
6	17055	0.124%

l) Resolution No.12 (Special Resolution)

Approve remuneration to Non-executive Directors.

(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 vote cast
42	13757278	99.870%

(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 vote cast
3	875	0.006%

(iii) Invalid votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid vote cast
6	17055	0.124%

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m) Resolution NO. 13 (Ordinary Resolution)

Fix remuneration of M/s Dhananjay V. Joshi & Associates, Cost Accountants for the Financial Year ending 31st March, 2015.

(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 vote cast
45	13758153	99.876%

(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 vote cast
0	0	0.000%

(iii) Invalid votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid vote cast
6	17055	0.124%

5. A Compact Disk (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 handed over to the Company Secretary/Director authorized by the Board for safe keeping.

Thanking you,

Yours Faithfully,


 Sunil Nanal,
 Partner
 KANJ & Associates,
 Company Secretaries, Pune
 FCS -5977, CP No.2809

(Name and Signature of the Scrutinizer)