



Date: 26th September, 2014

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,

Sub : Results of resolutions passed through Postal Ballot

We would like to inform you that following resolutions were approved by the Members through Postal Ballot mechanism with requisite majority.

Resolution No.	Item	Nature of Resolution	Result
1	Re-appointment of Mr. Ajit B. Kulkarni as Managing Director	Ordinary	Passed with requisite majority
2	Re-appointment of Mrs. Usha B. Kulkarni as a Whole-Time Director designated as Chairperson	Special	Passed with requisite majority
3	Payment of remuneration to non-executive directors	Special	Passed with requisite majority
4	Borrowing powers of the Board of Directors	Special	Passed with requisite majority
5	Create or provide security on movable and immovable properties of the Company in favour of the Lenders	Special	Passed with requisite majority
6	Consent for making of any investment / giving any loan or guarantee / providing security	Special	Passed with requisite majority
7	Raise funds through Qualified Institutions Placement (QIP) etc.	Special	Passed with requisite majority
8	Accept Fixed Deposit from Members and Public under Section 73 and 76 of the Companies Act, 2013	Special	Passed with requisite majority
9	Adopt New Articles of Association of the Company	Special	Passed with requisite majority

The Company had appointed Mr. Dinesh Kumar Deora, Practicing Company Secretary, as Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

The Company had appointed NSDL to provide e-voting facilities to its members. The last date for e-voting and receipt of the Postal Ballot Forms duly completed from the members was upto 6.00p.m. on Thursday, 25th September, 2014.

The Scrutinizer has submitted his report on the Postal Ballot on 26th September, 2014 and based on the report and pursuant to clause 35A of the listing agreement, the Chairperson has announced the

Pratibha Industries Limited

CIN: L45200MH1995PLC090760

Head Office : 14th Floor, Universal Majestic, Behind RBK School, Ghatkopar Mankhurd Link Road, Off Eastern Express Highway, Govandi, Mumbai – 400049, Maharashtra, INDIA
Regd. Office : Shrikant Chambers, 5th Floor, Phase II, Next to R.K.Studio, Sion Trombay Road, Chembur, Mumbai – 400071, Maharashtra, INDIA

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results to the members on 26th September, 2014 for the aforesaid resolutions. We are attaching herewith results of Postal Ballot as Annexure A and Scrutinizer's Report.

Kindly take note of the same and oblige.

Thanking You,
For Pratibha Industries Limited


Pankaj S. Chourasia
Company Secretary



Encl.: As above

Pratibha Industries Limited

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Annexure A

Results of Postal Ballot

Pursuant to provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the approval of members were sought by Postal Ballot and below resolutions are passed through requisite majority.

Date of declaration of Postal Ballot Results	26 th September, 2014
Total Number of Shareholders as on Record Date i.e. 15 th August, 2014	24,460
No. of shareholders present in the meeting either through person or through proxy - Promoters and Promoter group - Public	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing - Promoters and Promoter group - Public	Not Applicable
Mode of Voting	E-voting & Postal Ballot

Detail of the Agenda: (1) Re-appointment of Mr. Ajit B. Kulkarni as Managing Director

Resolution required: Ordinary

Mode of voting: E-voting & Postal Ballot

Promoter/P ublic	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	47,447,512	47,441,254	99.99	47,441,254	0	100.00	0.00
Public - Institutional holders	16,741,428	9,093,826	54.32	9,093,826	0	100.00	0.00
Public- Others	36,866,452	121,126	0.33	119,791	1,335	98.90	1.10
Total	101,055,392	56,656,206	56.06	56,654,871	1,335	100.00	0.00



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Detail of the Agenda: (2) Re-appointment of Mrs. Usha B. Kulkarni as a Whole-Time Director designated as Chairperson;

Resolution required: Special

Mode of voting: E-voting & Postal Ballot

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	47,447,512	47,441,254	99.99	47,441,254	0	100.00	0.00
Public - Institutional holders	16,741,428	9,093,826	54.32	9,093,826	0	100.00	0.00
Public-Others	36,866,452	121,101	0.33	111,516	9,585	92.09	7.91
Total	101,055,392	56,656,181	56.06	56,646,596	9,585	99.98	0.02

Detail of the Agenda: (3) Payment of remuneration to non-executive directors

Resolution required: Special

Mode of voting: E-voting & Postal Ballot

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	47,447,512	47,441,254	99.99	47,441,254	0	100.00	0.00
Public - Institutional holders	16,741,428	9,093,826	54.32	9,093,826	0	100.00	0.00
Public-Others	36,866,452	120,701	0.33	100,041	20,660	82.88	17.12
Total	101,055,392	56,655,781	56.06	56,635,121	20,660	99.96	0.04



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Detail of the Agenda: (4) Borrowing powers of the Board of Directors.

Resolution required: Special

Mode of voting: E-voting & Postal Ballot

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	47,447,512	47,441,254	99.99	47,441,254	0	100.00	0.00
Public - Institutional holders	16,741,428	9,093,826	54.32	9,093,826	0	100.00	0.00
Public-Others	36,866,452	114,761	0.31	99,700	15,061	86.88	13.12
Total	101,055,392	56,649,841	56.06	56,634,780	15,061	99.97	0.03

Detail of the Agenda: (5) Create or provide security on movable and immovable properties of the Company in favour of the Lenders.

Resolution required: Special

Mode of voting: E-voting & Postal Ballot

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	47,447,512	47,441,254	99.99	47,441,254	0	100.00	0.00
Public - Institutional holders	16,741,428	9,093,826	54.32	9,093,826	0	100.00	0.00
Public-Others	36,866,452	114,311	0.31	97,687	16,624	85.46	14.54
Total	101,055,392	56,649,391	56.06	56,632,767	16,624	99.97	0.03

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Detail of the Agenda: (6) Consent for making of any investment / giving any loan or guarantee/ providing security

Resolution required: Special

Mode of voting: E-voting & Postal Ballot

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	47,447,512	47,441,254	99.99	47,441,254	0	100.00	0.00
Public - Institutional holders	16,741,428	9,093,826	54.32	9,093,826	0	100.00	0.00
Public-Others	36,866,452	122,254	0.33	101,393	20,861	82.94	17.06
Total	101,055,392	56,657,334	56.07	56,636,473	20,861	99.96	0.04

Detail of the Agenda: (7) Raise funds through Qualified Institutions Placement (QIP) etc.

Resolution required: Special

Mode of voting: E-voting & Postal Ballot

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	47,447,512	47,441,254	99.99	47,441,254	0	100.00	0.00
Public - Institutional holders	16,741,428	9,093,826	54.32	9,093,826	0	100.00	0.00
Public-Others	36,866,452	129,054	0.35	120,829	8,225	93.63	6.37
Total	101,055,392	56,664,134	56.07	56,655,909	8,225	99.99	0.01

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Detail of the Agenda: (8) Accept Fixed Deposit from Members and Public under Section 73 and 76 of the Companies Act, 2013.

Resolution required: Special

Mode of voting: E-voting & Postal Ballot

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	47,447,512	47,441,254	99.99	47,441,254	0	100.00	0.00
Public - Institutional holders	16,741,428	9,093,826	54.32	9,093,826	0	100.00	0.00
Public-Others	36,866,452	122,234	0.33	114,575	7,659	93.73	6.27
Total	101,055,392	56,657,314	56.07	56,649,655	7,659	99.99	0.01

Detail of the Agenda: (9) Adopt New Articles of Association of the Company.

Resolution required: Special

Mode of voting: E-voting & Postal Ballot

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	47,447,512	47,441,254	99.99	47,441,254	0	100.00	0.00
Public - Institutional holders	16,741,428	9,093,826	54.32	9,093,826	0	100.00	0.00
Public-Others	36,866,452	121,121	0.33	116,996	4,125	96.59	3.41
Total	101,055,392	56,656,201	56.06	56,652,076	4,125	99.99	0.01



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

COMPANY SECRETARIES

Address: Room No. 2, 1st Floor, 13, Dinker Niwas, Navj Wadi, Dadi Seth Agyary Lane,
Mumbai-400002
Tel Nos. 22074916

To,
The Chairperson
PRATIBHA INDUSTRIES LIMITED
Universal Majestic, 13th & 14th Floor,
Off. Eastern Express Highway, P.L. Lokhande Marg,
Ghatkopar Mankhurd Link Road, Behind RBK International School,
Govandi,
Mumbai - 400 043

Dear Sir,

Please refer to your letter dated 14th August, 2014, appointing me as a Scrutinizer for the purpose of ascertaining the result of Resolutions sought to be passed by means of a Postal Ballot 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 of 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 on 26th August, 2014 along with postage prepaid business reply envelope to its members whose name(s) appeared on the Register of members/ list of beneficiaries as on 15th August, 2014.
- 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.evoting.nsdl.com> of National Securities Depository Limited (NSDL).
- 1.3 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.
- 1.4 The Postal Ballot Forms were kept under safe custody before commencing the scrutiny of such postal ballot forms.
- 1.5 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 15th August, 2014.
- 1.6 All Postal ballot Forms received either in physical or by casting of votes electronically through NSDL portal up to the close of working hours on 25th September, 2014, the last date and time fixed by the Company for receipt of the Forms, were considered for my scrutiny.
- 1.7 Envelopes containing postal ballot forms received after 25th September, 2014 were not considered for my scrutiny.



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Tel Nos. 22074916

1.8 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) Re-appointment of Mr. Ajit B. Kulkarni as Managing Director

	Particulars			Total
		Physical	Electronic	
a)	Total postal ballot forms received	33	163	196
b)	Total number of votes casted	47449207	9207187	56656394
c)	Less: Invalid no. of votes casted	188	0	188
d)	Valid no. of votes casted (Net)	47449019	9207187	56656206
e)	Total no. of votes with assent for the Resolution	47448959	9205912	56654871
f)	Total no. of votes with dissent for the Resolution	60	1275	1335

% of total votes casted in favor of the Resolution: 99.99%

% of total votes casted against the Resolution: 0.01%

(2) Re-appointment of Mrs. Usha B. Kulkarni as a Whole-Time Director designated as Chairperson

	Particulars			Total
		Physical	Electronic	
a)	Total postal ballot forms received	33	163	196
b)	Total number of votes casted	47449157	9207187	56656344
c)	Less: Invalid no. of votes casted	163	0	163
d)	Valid no. of votes casted (Net)	47448994	9207187	56656181
e)	Total no. of votes with assent for the Resolution	47448934	9197662	56646596
f)	Total no. of votes with dissent for the Resolution	60	9525	9585

% of total votes casted in favor of the Resolution: 99.98%

% of total votes casted against the Resolution: 0.02%



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(3) Payment of remuneration to non-executive directors

	Particulars	Total		
		Physical	Electronic	
a)	Total postal ballot forms received	33	161	194
b)	Total number of votes casted	47449112	9206832	56655944
c)	Less: Invalid no. of votes casted	163	0	163
d)	Valid no. of votes casted (Net)	47448949	9206832	56655781
e)	Total no. of votes with assent for the Resolution	47448839	9186282	56635121
f)	Total no. of votes with dissent for the Resolution	110	20550	20660

% of total votes casted in favor of the Resolution: 99.96%

% of total votes casted against the Resolution: 0.04%

(4) Borrowing powers of the Board of Directors

	Particulars	Total		
		Physical	Electronic	
a)	Total postal ballot forms received	33	161	194
b)	Total number of votes casted	47449167	9200862	56650029
c)	Less: Invalid no. of votes casted	188	0	188
d)	Valid no. of votes casted (Net)	47448979	9200862	56649841
e)	Total no. of votes with assent for the Resolution	47448869	9185911	56634780
f)	Total no. of votes with dissent for the Resolution	110	14951	15061

% of total votes casted in favor of the Resolution: 99.97%

% of total votes casted against the Resolution: 0.03%

(5) Create or provide security on movable and immovable properties of the Company in favour of the Lenders

	Particulars	Total		
		Physical	Electronic	
a)	Total postal ballot forms received	33	161	194
b)	Total number of votes casted	47449167	9200387	56649554
c)	Less: Invalid no. of votes casted	163	0	163
d)	Valid no. of votes casted (Net)	47449004	9200387	56649391
e)	Total no. of votes with assent for the Resolution	47448894	9183873	56632767
f)	Total no. of votes with dissent for the Resolution	110	16514	16624



[Handwritten Signature]



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% of total votes casted in favor of the Resolution: 99.97%

% of total votes casted against the Resolution: 0.03%

(6) Consent for making of any investment / giving any loan or guarantee/ providing security

	Particulars	Total		
		Physical	Electronic	
a)	Total postal ballot forms received	33	162	195
b)	Total number of votes casted	47449207	9208290	56657497
c)	Less: Invalid no. of votes casted	163	0	163
d)	Valid no. of votes casted (Net)	47449044	9208290	56657334
e)	Total no. of votes with assent for the Resolution	47448934	9187539	56636473
f)	Total no. of votes with dissent for the Resolution	110	20751	20861

% of total votes casted in favor of the Resolution: 99.96%

% of total votes casted against the Resolution: 0.04 %

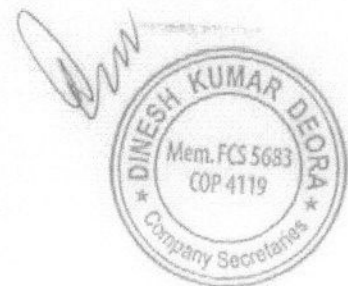
(7) Raise funds through Qualified Institutions Placement (QIP) etc.

	Particulars	Total		
		Physical	Electronic	
a)	Total postal ballot forms received	33	164	197
b)	Total number of votes casted	47449207	9215090	56664297
c)	Less: Invalid no. of votes casted	163	0	163
d)	Valid no. of votes casted (Net)	47449044	9215090	56664134
e)	Total no. of votes with assent for the Resolution	47448984	9206925	56655909
f)	Total no. of votes with dissent for the Resolution	60	8165	8225

% of total votes casted in favor of the Resolution: 99.99%

% of total votes casted against the Resolution: 0.01%

(8) Accept Fixed Deposit from Members and Public under Section 73 and 76 of the Companies Act, 2013



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Tel Nos. 22074916

	Particulars			Total
		Physical	Electronic	
a)	Total postal ballot forms received	33	162	195
b)	Total number of votes casted	47449137	9208340	56657477
c)	Less: Invalid no. of votes casted	163	0	163
d)	Valid no. of votes casted (Net)	47448974	9208340	56657314
e)	Total no. of votes with assent for the Resolution	47448914	9200741	56649655
f)	Total no. of votes with dissent for the Resolution	60	799	859

% of total votes casted in favor of the Resolution: 99.99%

% of total votes casted against the Resolution: 0.01%

(9) Adopt New Articles of Association of the Company

	Particulars			Total
		Physical	Electronic	
a)	Total postal ballot forms received	33	164	197
b)	Total number of votes casted	47449112	9207277	56656389
c)	Less: Invalid no. of votes casted	188	0	188
d)	Valid no. of votes casted (Net)	47448924	9207277	56656201
e)	Total no. of votes with assent for the Resolution	47448864	9203212	56652076
f)	Total no. of votes with dissent for the Resolution	60	4065	4125

% of total votes casted in favor of the Resolution: 99.99%

% of total votes casted against the Resolution: 0.01%

(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

PLACE: MUMBAI

DATE: 26th September, 2014

