

PUDUMJEE INDUSTRIES LIMITED

ANNUAL GENERAL MEETING – 15TH SEPTEMBER, 2014. **RESULTS OF E-VOTING**

In accordance with section 108 of the Companies Act, 2013 read with the Companies (Management & Administration) Rules, 2014 the Company has conducted e-voting through authorized agency viz. Central Depository Services (India) Ltd. (CDSL) and based on the report submitted by the Scrutinizer, Mr. P. N. Parikh of Parikh & Associates, Company Secretaries, the Chairman of the Annual General Meeting Mr. G. N. Jajodia declared the resolution-wise results, on 15th September, 2014, at the Annual General Meeting, as under:

1.	Adoption of Accounts & Reports	Passed as Ordinary Resolution
2.	Appointment of Director retiring by rotation	Passed as Ordinary Resolution
3.	Appointment of Auditor	Passed as Ordinary Resolution
4.	Appointment of Mr. A. S. Dayal as an Independent Director	Passed as Ordinary Resolution
5.	Appointment of Mr. R. C. Saraf as an Independent Director	Passed as Ordinary Resolution
6.	Appointment of Mr. A. K. Somany as an independent director	Passed as Ordinary Resolution
7.	Appointment of Mr. R. P. Shroff as an Independent Director	Passed as Ordinary Resolution
8.	Appointment of Mr. Vinod Kumar Jatia as an Independent Director	Passed as Ordinary Resolution
9.	Appointment of Director in place of Mrs. Poonam Jatia	Passed as Ordinary Resolution
10.	Appointment and remuneration of Executive Director – Mr. G. N. Jajodia	Passed as Ordinary Resolution
11.	Consent for Borrowing powers u/s 180(1)(c)	Passed as Special Resolution
12.	Consent for acceptance of Fixed Deposits from Public	Passed as Special Resolution

The Copy of the Scrutinizers' report for e-voting for resolutions placed in 49th Annual General Meeting is annexed.

Place : Pune 411 033
Dated : 15th September, 2014

For PUDUMJEE INDUSTRIES LTD.

(J. W. Patil)
Deputy Company Secretary

PUDUMJEE INDUSTRIES LIMITED

ANNUAL GENERAL MEETING – 15TH SEPTEMBER, 2014.

In accordance with section 110 of the Companies Act, 2013 read with the Companies (Management & Administration) Rules, 2014 the Company has conducted e-voting through authorized agency viz. Central Depository Services (India) Ltd. (CDSL) and based on the report submitted by the Scrutinizer, Mr. P. N. Parikh of Parikh & Associates, Company Secretaries, the Chairman of the Annual General Meeting Mr. G. N. Jajodia declared the resolution-wise results, on 15th September, 2014, at the Annual General Meeting, as under:

1. Special Resolution authorizing the Board of Directors to sell, lease or otherwise dispose of the whole or substantially the whole of undertaking of the Company pursuant to section 180(1)(a) of the Companies Act, 2013.

Sr. No.	Particulars	No of votes/e-votes	No of equity shares voted	% of votes received
1	No of valid votes/e-votes received	13016630	13016630	100.00
2	Assented to the Resolution	13014680	13014680	99.99
3	Dissented to the resolution	1450	1450	00.01
4	Invalid Votes	500	500	-
5	Result	Passed as a Special Resolution		

2. Special Resolution authorizing Board of Directors to advance loan(s) or provide security in connection with loan/ give guarantee /make investments in excess of sixty per cent of its paid up share capital, free reserves and security premium account or hundred per cent of its free reserves and security premium account, whichever is higher pursuant to section 186 of the Companies Act, 2013

Sr. No.	Particulars	No of votes/e-votes	No of equity shares voted	% of votes received
1	No of valid votes/e-votes received	13016630	13016630	100.00
2	Assented to the Resolution	13014180	13014180	99.98
3	Dissented to the resolution	950	950	00.01
4	Invalid Votes	1500	1500	00.01
5	Result	Passed as a Special Resolution		

The copy of the Scrutinizers' report for voting for resolutions placed through postal ballot is annexed.

Place : Pune 411 033
Dated : 15th Sept., 2014

For PUDUMJEE INDUSTRIES LTD.,

(J. W. Patil)

Deputy Company Secretary

PARIKH & ASSOCIATES
COMPANY SECRETARIES

Office :
111, 11th Floor, Sai-Dwar CHS Ltd,
Sab TV Lane, Opp Laxmi Industrial Estate
Off Link Road, Above Shabari Restaurant,
Andheri (W), Mumbai : 400 053
Tel. : 26301232 / 26301233 / 26301240
Email : cs@parikhassociates.com
parikh.associates@rediffmail.com

To,
The Chairman
PUDUMJEE INDUSTRIES LIMITED
Thergaon,
Pune - 411 033.

Dear Sir,

Sub: Scrutinizer's Report on e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014

I, P. N. Parikh, of M/s Parikh & Associates., Practising Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of Pudumjee Industries Limited vide resolution dated July 26, 2014, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to conduct the electronic voting process in respect of the below mentioned resolutions to be passed at the Forty Ninth Annual General Meeting of the Company to be held on September 15, 2014.

The Notice dated July 26, 2014 convening Annual General Meeting (AGM) of the Company along with Statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions to be passed at the 49th AGM of the Company to be held on September 15, 2014.

The Company has availed the e-voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting e-voting by the Shareholders of the Company.

The shareholders of the company holding shares as on the "cut-off" date of August 01, 2014, were entitled to vote on the proposed resolutions as set out at item nos. 1 to 12 in the Notice of the 49th AGM of Pudumjee Industries Limited.

The voting period commenced on Tuesday, September 09, 2014 at 09.30 a.m. and ended on Wednesday, September 10, 2014 05:30 p.m. and the CDSL e-voting platform was blocked thereafter. The votes cast under e-voting facility were then unblocked in the presence of two witnesses who were not in the employment of the company.

I have scrutinized and reviewed the voting through electronic means and votes tendered therein based on the data downloaded from the Central Depository Services (India) Limited (CDSL) e-voting system.



I now submit my Report as under on the result of the voting through electronic means in respect of the said Resolutions.

I. Resolution No. 1 :-

Adoption of Audited Balance sheet and Statement of Profit and Loss Account and Cash Flow Statement for the year ended March 31, 2014 together with the Reports of the Board of Directors and the Auditors thereon.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
15	1,30,09,342	100.00

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
NIL	NIL	N.A.

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
NIL	NIL



II. Resolution No. 2 :-

Appointment of a Director in place of Mr. G. N. Jajodia, who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
15	1,30,09,342	100.00

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
NIL	NIL	N.A.

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
NIL	NIL



III. Resolution No. 3 :-

Appointment of M/s. Khare & Co, Chartered Accountants as Statutory Auditors of the Company for a period of three years from conclusion of this meeting till the conclusion of the 51st Annual General Meeting and also fixing of remuneration.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
15	1,30,09,342	100.00

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
NIL	NIL	N.A.

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
NIL	NIL



IV. Resolution No. 4 :-

Appointment of Mr. A. S. Dayal (DIN 00005021) as an Independent Director of the Company pursuant to the provisions of Sections 149, 152 of the Companies Act, 2013 ('Act') and the Rules framed thereunder with effect from September 15, 2014 to September 14, 2019.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
15	1,30,09,342	100.00

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
NIL	NIL	N.A.

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
NIL	NIL



V. Resolution No. 5 :-

Appointment of Mr. R. C. Saraf (DIN 00161412) as an Independent Director of the Company pursuant to the provisions of Sections 149, 152 of the Companies Act, 2013 ('Act') and the Rules framed thereunder with effect from September 15, 2014 to September 14, 2019.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
15	1,30,09,342	100.00

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
NIL	NIL	N.A.

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
NIL	NIL



VI. Resolution No. 6 :-

Appointment of Mr. A. K. Somany (DIN 00024903) as an Independent Director of the Company pursuant to the provisions of Sections 149, 152 of the Companies Act, 2013 ('Act') and the Rules framed thereunder with effect from September 15, 2014 to September 14, 2019.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
15	1,30,09,342	100.00

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
NIL	NIL	N.A.

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
NIL	NIL



VII. Resolution No. 7 :-

Appointment of Mr. R. P. Shroff (DIN 03324242) as an Independent Director of the Company pursuant to the provisions of Sections 149, 152 of the Companies Act, 2013 ('Act') and the Rules framed thereunder with effect from September 15, 2014 to September 14, 2019.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
15	1,30,09,342	100.00

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
NIL	NIL	N.A.

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
NIL	NIL



VIII. Resolution No. 8 :-

Mr. Vinod Kumar Jatia(DIN 00091115) who was appointed as an Additional Director and who holds office upto the date of this Annual General Meeting is appointed as an Independent Director of the Company pursuant to the provisions of Sections 149, 152, 161 of the Companies Act, 2013 ('Act') and the Rules framed thereunder with effect from September 15, 2014 to September 14, 2019.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
15	1,30,09,342	100.00

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
NIL	NIL	N.A.

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
NIL	NIL



IX. Resolution No. 9 :-

Mrs. Poonam Jatia (DIN 01486507) who was appointed as an Additional Director and who holds office upto the date of this Annual General Meeting is appointed as Director of the Company.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
15	1,30,09,342	100.00

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
NIL	NIL	N.A.

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
NIL	NIL



X. Resolution No. 10 :-

Appointment of Mr. Gautam Nandkishore Jajodia (DIN 00064611) as Executive Director of the Company and payment of remuneration to him.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
15	1,30,09,342	100.00

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
NIL	NIL	N.A.

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
NIL	NIL



XI. Resolution No. 11 :-

Consent of the Company under Section 180(1)(c) of the Act to the Board of Directors to borrow for an amount not exceeding Rs.1000 crores (Rupees One thousand crores).

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
15	1,30,09,342	100.00

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
NIL	NIL	N.A.

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
NIL	NIL



XII. Resolution No. 12 :-

To invite and accept deposits from the members of the Company pursuant to Sections 73(2) and 76 of the Companies Act, 2013 and the Companies (Acceptance of Deposit) Rules, 2014.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
15	1,30,09,342	100.00

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
NIL	NIL	N.A.

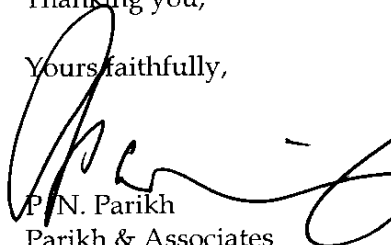

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
NIL	NIL

The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same are handed over to the Director/ Authorized person for safe keeping.

Thanking you,

Yours faithfully,

P.N. Parikh
Parikh & Associates
Practising Company Secretary
FCS: 327 CP: 1228
Place: Mumbai
Dated: September 11, 2014

To,
The Chairman
Pudumjee Industries Limited
Thergaon, Chinchwad,
Pune-411033

Report of Scrutinizer

I, P. N. Parikh, Company Secretary in whole time practice, having my office at 111, 11th Floor, SaiDwar CHS Ltd., Sab TV Lane, Opp. Laxmi Indl. Estate, Off Link Road, Andheri (West), Mumbai 400 053 had been appointed as the Scrutinizer to conduct the postal ballot process in respect of the following resolutions:

(a) Special Resolution under Section 180 (1) (a) of the Companies Act, 2013 giving consent to the Board of Directors to lease/mortgage and/or charge the whole or substantially the whole of the undertaking(s), immovable and moveable properties of the Company for an amount not exceeding Rs. 1000 crores.

(b) Special Resolution under Section 186 of the Companies Act, 2013 authorising the Board of Directors of the Company to advance loan(s) or to provide security in connection with loan/give guarantee/make investments in excess of sixty percent of its paid up capital, free reserves and security premium account or hundred percent of its free reserves and security premium account, whichever is higher.

pursuant to the Notice dated May 17, 2014 issued under Section 110 of the Companies Act, 2013.

I have scrutinized the poll papers and e-voting and votes tendered therein and maintained register in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014.

I now submit my Report as under on the result of the voting by postal ballot in physical and electronic mode in respect of the said Resolutions.



Contd...2

--2--

Special Resolution under Section 180 (1) (a) of the Companies Act, 2013 giving consent to the Board of Directors to lease/mortgage and/or charge the whole or substantially the whole of the undertaking(s), immovable and moveable properties of the Company for an amount not exceeding Rs. 1000 crores.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of Votes cast(Shares)	% of total number of valid votes cast
26	1,30,14,680	99.989

(ii) Voted against the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of Votes cast(Shares)	% of total number of valid votes cast
4	1450	0.011

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast(Shares)
1	500



--3--

Special Resolution under Section 186 of the Companies Act, 2013 authorising the Board of Directors of the Company to advance loan(s) or to provide security in connection with loan/give guarantee/make investments in excess of sixty percent of its paid up capital, free reserves and security premium account or hundred percent of its free reserves and security premium account, whichever is higher.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of Votes cast(Shares)	% of total number of valid votes cast
25	13014679	99.997

(ii) Voted against the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of Votes cast(Shares)	% of total number of valid votes cast
3	451	0.003

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast(Shares)
3	1500

Place: Mumbai



Signature

Name:

P. N. Parikh

Scrutinizer

Dated: September 12, 2014

FCS: 327

CP: 1228