Mafatlal

MAFATLAL INDUSTRIES LIMITED FORM NO MGT-11 PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014) CIN L17110GJ1913PLC000035

Name of the Company : MAFATLAL INDUSTRIES LIMITED

Regd. Office: Asarwa Road,

Ahmedabad 380016 Email: mankad@mafatlals.com

Website: www.mafatlals.com Tel. 91-79-22123944 / 3945 , Fax: 91-79-22123045,

Name of the Member(s) :	
Registered Address :	
, , , , , , , , , , , , , , , , , , ,	
E mail Id :	
Folio No / Client ID:	
DP ID :	

I / We, being the member(s) of shares of the above named company, hereby appoint:

(4)			
(1)	Name	Address	
	Email ID	Signature	or failing him/her
(2)	Name	Address	
	Email ID	Signature	or failing him/her
(3)	Name	Address	
	Email ID	Signature	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 100th Annual General Meeting of the Company, to be held on Tuesday, 5th August, 2014 at 3.10.30 a.m. at Thakorebhai Desai Hall, Near Law Garden, Ellisbridge, Ahmedabad 380006 and at any adjournment thereof in respect of such resolutions as are indicated below:

RESOLUTION NO.

ORDINARY BUSINESS

- Adoption of Directors' Report, Audited Financial Statements including Statement of Profit & Loss for the year ended 31st March, 2014 and Auditors' Report thereon
- 2. Declaration of Dividend.
- 3. Re-appointment of Shri H. A. Mafatlal, who retires by rotation.
- 4. Appointment of Auditors and fixing their remuneration

SPECIAL BUSINESS

- 5 Appointment of Branch Auditors and fixing their remuneration
- 6 Appointment of Branch Auditors and fixing their remuneration
- 7 Appointment of Shri P.R. Amin as an Independent Director
- 8 Appointment of Shri N.K. Parikh as an Independent Director
- 9 Appointment of Shri V.R. Gupte as an Independent Director
- 10 Appointment of Shri P.N. Kapadia as an Independent Director
- 11 SPECIAL RESOLUTION for waiver of excess payment of Managerial remuneration paid to Shri V.P. Mafatlal and Shri Rajiv Dayal.
- 12 SPECIAL RESOLUTION U/s. 180(1)(c) of the Companies Act, 2013 for Borrowing Money upto Rs.500 Crores over and above the aggregate of the paid-up share capital and free reserves of the company
- 13 ORDINARY RESOLUTION U/s.148(3) of the Companies Act, 2013 for approval of remuneration of Cost Auditor Shri I.V. Jagtiani.
- 14 ORDINARY RESOLUTION U/s.148(3) of the Companies Act, 2013 for approval of remuneration of Cost Auditor Shri B.C. Desai
- 15 SPECIAL RESOLUTION for keeping the Register of Members, Index of Members, Register of Index of Debenture holders at the Office of Share Transfer Agents of the Company M/sSharepro Services(India) Pvt Ltd

Signed this day of August , 2014.	Affix	
Signature of the Shareholder	Revenue	
Signature of the Shareholder	Stamp	
Signature of Proxy holder(s)	Re 1/-	

Notes: This form of Proxy in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.

Mafatlal

MAFATLAL INDUSTRIES LIMITED

CCIN L17110GJ1913PLC000035 Registered Office: Asarwa Road, Ahmedabad 380016

Tel. 91-79-22123944 / 3945 , Fax: 91-79-22123045,

Website: www.mafatlals.com Email: mankad@mafatlals.com

ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL. Joint shareholders may obtain additional attendance slips on request. (Folio Nos., DP ID*, Client ID* & Name of the Shareholder / Joint holders / Proxy in BLOCK LETTERS to be furnished below).

Shareholder	DP ID*	Client ID*	Folio	No. of Shares held
Proxy				

I hereby record my presence at the 100th Annual General Meeting of the Company, to be held on Tuesday, 5th August, 2014 at 3.10.30 a.m. at Thakorebhai Desai Hall, Near Law Garden, Ellisbridge, Ahmedabad 380006

SIGNATURE OF THE

SHAREHOLDER OR PROXY _____

NOTES:

- (1) Shareholders / Proxy holders are requested to bring the Attendance Slip with them when they come to the Meeting an hand it over at the gate after affixing their signature on it.
- (2) Shareholders are requested to advise, indicating their Folio Nos. DP ID*, Client ID*, the change in their address, if any, to the Registrar & Share Transfer Agents, at Sharepro Services (India) Pvt. Ltd., Samhita Warehousing Complex, 2nd Floor, Gala No. 52-56, Building N. 13A-B, Near Sakinaka Telephone Exchange, Andheri-Kurla Road, Sakinaka, Mumbai 400 072.

*Applicable for investors holding shares in Electronic (Demat) Form.

NOTICE

NOTICE IS HEREBY GIVEN THAT the Hundredth Annual General Meeting of the Members of the Company will be held on Tuesday, the 5th August, 2014 at 10.30 a.m. at Thakorebhai Desai Hall, Near Law Garden, Ellisbridge, Ahmedabad-380 006, to transact the following business:

ORDINARY BUSINESS

- To consider and adopt the Directors' Report and the Audited Financial Statements including Statement of Profit & Loss for the year ended 31st March, 2014 and the Balance Sheet as at that date and the Auditor's Report thereon.
- 2) To declare Dividend for the year 2013-14 on Equity Shares.
- To appoint a Director in place of Shri H. A. Mafatlal (holding DIN 00009872), who retires by rotation and being eligible, offers himself for re-appointment.
- To appoint Auditors to hold office from the conclusion of this Meeting until the conclusion of the 103rd Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS

5) To consider and, if thought fit, to pass the following Resolution, with or without modifications, as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 143(8) read with Sections 139 and 141 of the Companies Act, 2013, M/s. Sorab S. Engineer & Co., Chartered Accountants, Mumbai (ICAI Registration No.110417W), be and are hereby appointed as the Branch Auditors of the Company, to hold office from the conclusion of this Annual General Meeting and up to the conclusion of the 103rd Annual General Meeting, for the audit of books of accounts of the Branch Offices of the Company at Ahmedabad and Nadiad on such remuneration apart from reimbursement of out of pocket expenses as may be incurred by them for the purpose of audit and the applicable taxes as may be recommended by the Audit Committee and determined by the Board of Directors of the Company in consultation with the Branch Auditors." 6) To consider and, if thought fit, to pass the following Resolution, with or without modifications, as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 143(8) read with Sections 139 and 141 of the Companies Act, 2013, M/s. C. C. Chokshi & Co., Chartered Accountants, Ahmedabad, (ICAI Registration No.101876W), be and are hereby appointed as the Branch Auditors of the Company, to hold office from the conclusion of this Annual General Meeting and up to the conclusion of the 103rd Annual General Meeting, for the audit of books of accounts of the Branch Offices of the Company at Ahmedabad and Nadiad on such remuneration apart from reimbursement of out of pocket expenses as may be incurred by them for the purpose of audit and the applicable taxes as may be recommended by the Audit Committee and determined by the Board of Directors of the Company in consultation with the Branch Auditors."

 To consider and if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Shri P. R. Amin (holding DIN 00171677), Director of the Company whose period of office was liable to determination by retirement of directors by rotation under the provisions of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an independent director of the Company to hold office for five consecutive years."



 To consider and if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Shri N. K. Parikh (holding DIN 00058995), Director of the Company whose period of office was liable to determination by retirement of directors by rotation under the provisions of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an independent director of the Company to hold office for five consecutive years."

 To consider and if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Shri V. R. Gupte (holding DIN 00011330), Director of the Company whose period of office was liable to determination by retirement of directors by rotation under the provisions of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an independent director of the Company to hold office for five consecutive years."

10) To consider and if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Shri P. N. Kapadia (holding DIN 00078673), Director of the Company whose period of office was liable to determination by retirement of directors by rotation under the provisions of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an independent director of the Company to hold office for five consecutive years."

11) To consider and, if thought fit, to pass the following Resolution, with or without modifications, as a SPECIAL RESOLUTION:

"RESOLVED THAT in accordance with the provisions of Sections 198, 309 and other applicable provisions, if any, read with Schedule XIII of the Companies Act, 1956, (which corresponds to Section 197, 198 and Schedule V of the Companies Act, 2013) including any statutory modification or re-enactment thereof, for the time being in force, the Company be and is hereby authorized subject to approval of the Central Government to waive the excess payment of the Managerial Remuneration and that the Remuneration paid to Shri V. P. Mafatlal, Executive Vice-Chairman and Shri Rajiv Dayal, Managing Director & Chief Executive Officer for the year 2013-14 as mentioned herein below be and is hereby approved :

Name of Director	Salary & Perquisites
Shri V. P. Mafatlal, Vice-Chairman	1,14,78,814
Shri Rajiv Dayal, Managing Director & Chief Executive Officer	1,17,28,512
Total	2,32,07,326

"RESOLVED FURTHER THAT subject to approval of the Central Government, the amount of excess payment of the managerial remuneration of ₹ 78.61 lacs paid to the aforesaid managerial personnel during the year 2013-14 be and is hereby approved."

RESOLVED FURTHER THAT the Company do make an application to the Central Government to waive the excess payment of managerial remuneration and that Board of Directors of the Company be and is hereby authorized to do all the necessary acts, deeds, matters and things to effectuate the above resolution."

12) To consider and, if thought fit, to pass the following Resolution, with or without modifications, as a SPECIAL RESOLUTION:

"RESOLVED that in supersession of the Ordinary Resolution passed at the Annual General Meeting of members held on 8th August, 1992 and pursuant to the provisions of Section 180(1)(c) and any other applicable provisions, if any, of the Companies Act 2013 and the rules made thereunder (including any statutory modification(s) or reenactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors to borrow moneys in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans in the ordinary course of business obtained/to be obtained from one or more Banks, Financial Institutions, other bodies corporate and entities shall not at any time exceed ₹ 500 Crores (Rupees Five Hundred Crores)."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to negotiate, finalise and settle with the lenders concerned, all deeds, documents and writings for the purpose of borrowings and to do all such acts, deeds and things as may be necessary and experienced for giving effect to the aforesaid resolutions."

13) To consider and, if thought fit, to pass the following Resolution, with or without modifications, as an **ORDINARY RESOLUTION:**

"RESOLVED THAT in accordance with the provisions of Section 148 (3) of the Companies Act, 2013 read with Rule 14 of the Companies (Appointment & Qualifications of Directors) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, payment of Remuneration of ₹ 4,00,000/- (apart from re-imbursement of out-of-pocket expenses incurred for the purpose of Audit) to Shri I. V. Jagtiani, Cost Auditor, Firm Registration No. 100045 (lead cost auditor) for conducting the audit of Cost Accounting Records relating to the 'Textiles' product manufactured and traded by the Company for the year 1st April 2014 to 31st March 2015 be and is hereby approved."

14) To consider and, if thought fit, to pass the following Resolution, with or without modifications, as an **ORDINARY RESOLUTION:**

"RESOLVED THAT in accordance with the provisions of Section 148 (3) of the Companies Act, 2013 read with

Rule 14 of the Companies (Appointment & Qualifications of Directors) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, payment of Remuneration of ₹ 1,50,000/- (apart from re-imbursement of out-of-pocket expenses incurred for the purpose of Audit) to Shri B. C. Desai, Cost Auditor, Firm Registration No. 100029 for conducting the audit of Cost Accounting Records relating to the 'Textiles' product manufactured and traded by the Company for the year 1st April 2014 to 31st March 2015 be and is hereby approved."

15) To consider and, if thought fit, to pass the following Resolution, with or without modifications, as a SPECIAL **RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Section 94 and other applicable provisions, if any, of the Companies Act, 2013, (the 'Act') the Register of Members, Index of Members, Register and Index of Debenture holders, if any, prepared in accordance with the provisions of Section 88 of the Act, in respect of the Shares and Debentures issued by the Company from time to time, shall be kept at the office of the Registrar and Share Transfer Agents of the Company, M/s. Sharepro Services (India) Pvt. Ltd., at Devnandan Mega Mall, Office No.416-420 4th floor, Opp. Sanyas Ashram, Ashram Road, Ahmedabad – 380 006, till such time the same is required to be maintained under the provisions of the Act and unless some other place is directed or informed by the Company."

Regd. Office:	By Order of the Board
Asarwa Road,	
Ahmedabad-380 016	Rasesh Shah
	Company Secretary

Mumbai Dated: 30th May, 2014

Notes

- A MEMBER ENTITLED TO ATTEND AND VOTE IS 1. ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF ON A POLL AND THAT A PROXY NEED NOT BE A MEMBER.
- The relevant Explanatory Statement pursuant to Section 2. 102 of the Companies Act, 2013, in respect of Item Nos. 5 to 15 mentioned in the above Notice is annexed hereto.
- The Register of Members and the Share Transfer Books of 3. the Company will remain closed from Monday, the 28th



July, 2014 to Friday, the 1st August, 2014 (both days inclusive) for the purpose of payment of dividend.

- 4. The dividend as recommended by the Board of Directors, if declared at the Annual General Meeting, will be paid on 11th August, 2014. In order to enable the Company, directly credit the dividend amount in the bank accounts:
 - a) Shareholders holding shares in demat accounts are requested to update their Bank Account details with their respective Depository Participants.
 - b) Shareholders holding shares in physical form are requested to provide the following details alongwith an authorization letter allowing the Company to directly credit the dividend in their bank accounts: Name of first account holder (as appearing in the bank account records), bank name, branch name, branch address, account type and account number, IFSC code and MICR code and copy of cancelled cheque.
- 5. The Shareholding of the Independent Directors seeking reappointment at this Annual General Meeting is as under:
 - a) Shri P. R. Amin 211
 - b) Shri N. K. Parikh Nil
 - c) Shri V. R. Gupte 2
 - d) Shri P. N. Kapadia -138
- 6. Members are requested to note that pursuant to the provisions of Section 205C of the Companies Act, 1956 the dividend remaining unclaimed / unpaid for a period of seven years from the date it becomes due for payment shall be credited to the Investor Education and Protection Fund (Fund) set up by the Central Government. The details of members who have not encashed their dividend warrants for the year 2012-13 are available under the 'Financials' section on the Website of the Company viz. www.mafatlals.com. Members who have not encashed their dividend warrants are advised to write to the Company immediately claiming dividends declared by the Company.
- 7. The Ministry of Corporate Affairs has taken a "Green Initiative in Corporate Governance" by allowing paperless compliances by the Company and has issued circulars allowing service of notices/documents including annual report by e-mail to its members. To support this green initiative of the government in full measure, members

who have not registered their e-mail addresses so far, are requested to register the same in respect of electronic holdings with the depository through their depository participants. Members who are holding shares in physical form are requested to get their e-mail addresses registered with the Registrar and Share Transfer Agent.

 In terms of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 e-voting facility is being provided to the Members. Details of the e-Voting process and the relevant details are being sent to all the Members along with the Notice.

Annexure to Notice

Explanatory Statement as required by Section 102 of the Companies Act, 2013.

In conformity with the provisions of Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts in respect of Item Nos. 5 to 15 mentioned in the accompanying Notice dated 30th May, 2014.

In respect of Item No. 5 & 6

The Resolution is being moved in conformity with the provisions of Section 143(8) of the Companies Act, 1956 for the appointment of Branch Auditors for the audit of the accounts of the Company's Branch Offices at Ahmedabad and Nadiad for the year 2014-15. M/s. Sorab S. Engineer & Co., Chartered Accountants, Mumbai (ICAI Registration No.110417W) and M/s. C. C. Chokshi & Co., Chartered Accountants, Ahmedabad, (ICAI Registration No.101876W) were the Branch Auditors of the Company since past many years for the above referred purpose. They were appointed in consultation with the Statutory Auditors and in accordance with the approval granted by the members at the Annual General Meetings.

It is desirable to appoint M/s. Sorab S. Engineer & Co., and M/s. C. C. Chokshi & Co., as the Branch Auditors of the Company for audit of accounts of the Company's Branch Offices at Ahmedabad and Nadiad and to hold office from the conclusion of this Annual General Meeting upto the conclusion of the 103rd Annual General Meeting at a remuneration as may be decided by the Board of Directors of the Company.

Your Directors recommend the passing of the above resolution.

None of the Directors of the Company is concerned or interested in the above Resolution.

In respect of Item No. 7

Shri P. R. Amin is a Commerce Graduate and Fellow Member of the Institute of Chartered Accountants of India. He has varied experience of over 51 years in the areas of Finance, Production Management and Corporate Affairs. Shri Amin is a Director of the Company since 13th June, 1985. He has held senior positions in various departments in the Company and before retirement, was holding the position of Executive Vice-President designated as President (Corporate Affairs) of the Company from 15th June, 1993 to 14th June, 1998.

Shri Amin is a Director, whose period of office is liable to determination by retirement of Directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Shri Amin, being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for consecutive term of five years. A notice has been received from a member of the Company along with requisite deposit signifying his intension to propose Shri P. R. Amin as a candidate for the office of Independent Director of the Company.

In the opinion of the Board, Shri Amin fulfills the conditions specified in the Companies Act, 2013 and Rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management of the Company. Copy of the draft letter for appointment of Shri Amin as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday. The Board recommends his appointment as an Independent Director in the interest of the Company, to utilize his expertise.

None of the Directors, key managerial personnel and their relatives, except Shri P. R. Amin is concerned or interested in the resolution.

In respect of Item No. 8

Shri N. K. Parikh is a Commerce Graduate and Fellow Member of the Institute of Chartered Accountants of India. He is a Director of the Company since 17th June, 2005. Shri Parikh has varied experience in the field of Finance and Administration.

Shri Parikh is a Director, whose period of office is liable to determination by retirement of Directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In

terms of Section 149 and other applicable provisions of the Companies Act, 2013, Shri Parikh, being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for a consecutive term of five years. A notice has been received from a member of the Company along with requisite deposit signifying his intension to propose Shri N. K. Parikh as a candidate for the office of Independent Director of the Company.

In the opinion of the Board, Shri Parikh fulfills the conditions specified in the Companies Act, 2013 and Rules made thereunder for his appointment as an Independent director of the Company and is independent of the management of the Company. Copy of the draft letter for appointment of Shri Parikh as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday. The Board recommends his appointment as an Independent Director in the interest of the Company, to utilize his expertise.

None of the Directors, key managerial personnel and their relatives, except Shri N. K. Parikh is concerned or interested in the resolution.

In respect of Item No. 9

Shri V. R. Gupte is a Graduate in Commerce and a Chartered Accountant. He is on the Board of the Company since 30th May, 2013. He has experience of more than 41 years at various companies in financial, legal and commercial matters.

Shri Gupte is a Director, whose period of office is liable to determination by retirement of Directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Shri Gupte, being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for a consecutive term of five years. A notice has been received from a member of the Company along with requisite deposit signifying his intension to propose Shri V. R. Gupte as a candidate for the office of Independent Director of the Company.

In the opinion of the Board, Shri Gupte fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management of the Company. Copy of the draft letter for appointment of Shri



Gupte as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday. The Board recommends his appointment as an Independent Director in the interest of the Company, to utilize his expertise.

None of the Directors, key managerial personnel and their relatives, except Shri V. R. Gupte is concerned or interested in the resolution.

In respect of Item No. 10

Shri P. N. Kapadia, aged 63 Years, is a renowned Advocate and Solicitor having experience of more than 36 years in the legal field. He is a partner of Vigil Juris, Advocates & Solicitors, Mumbai. He is on the Board of the Company since 30th May, 2013.

Shri Kapadia is a Director, whose period of office is liable to determination by retirement of Directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Shri Kapadia, being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for a consecutive term of five years. A notice has been received from a member of the Company along with requisite deposit signifying his intension to propose Shri P. N. Kapadia as a candidate for the office of Independent Director of the Company.

In the opinion of the Board, Shri Kapadia fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management of the Company. Copy of the draft letter for appointment of Shri Kapadia as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday. The Board recommends his appointment as an Independent Director in the interest of the Company, to utilize his expertise.

None of the Directors, key managerial personnel and their relatives, except Shri P. N. Kapadia is concerned or interested in the resolution.

In respect of Item No. 11

The Members at their Annual General Meeting held on 31st July, 2013 had by way of Special Resolutions approved the

appointment of Shri V. P. Mafatlal and Shri Rajiv Dayal as Executive Vice-Chairman and Managing Director & Chief Executive Officer, respectively (hereinafter collectively referred to as "Executive Directors") for a period of 5 years commencing 28th May, 2013 on terms and conditions, including remuneration payable to the Executive Directors.

The terms of appointment of the Executive Directors, inter alia, provided for payment of Salary with the authority to the Board to fix the salary, allowances, perquisites and other benefits, as may be determined by the Board from time to time. In the event of loss or inadequacy of profits in any financial year, the terms of appointment of Executive Directors provided for payment of Remuneration subject to the limits prescribed as per their terms of appointment and Schedule XIII of the Companies Act, 1956.

In respect of financial year 2013-14, the Ministry of Corporate Affairs ("MCA") have vide General Circular No.08/2014 dated April 4, 2014 clarified that the provisions pertaining to maintenance of books of accounts, preparation, adoption and filing of financial statements and other documents required to be attached to the Annual Report shall be governed by the relevant provisions, schedules, rules of the Companies Act, 1956. Pursuant to the provisions of Sections 198 and 309 read together with Schedule XIII ("Schedule XIII") of the Companies Act, 1956, in case of no profits or inadequacy of profits calculated under Section 349 and 350 of the Companies Act, 1956, the Company may pay remuneration by way of salary, dearness allowance, perquisites and any other allowances (excluding commission) upto the ceiling limits as specified in Schedule XIII subject to Members' approval by way of Special Resolution and compliance of disclosure requirements and other conditions as stated therein. Any sums paid in excess of the said statutory limits become refundable to the Company and until such sums become refundable, are held in trust for the Company, unless the Company waives recovery of the said amount and such waiver is approved by the Central Government. The payment of managerial remuneration for the said financial year is in accordance with the Companies Act, 1956 and the various MCA circulars in force at that time.

Pursuant to the provisions of Section 197 read together with Schedule V of the Act, in respect of the payment of managerial remuneration in case of no profits or inadequacy of profits as calculated under Section 198 of the Act, the Company may pay such remuneration upto the ceiling limits as specified in Schedule V and the Members' approval by way of a special resolution has been passed for payment of remuneration for a period not exceeding 3 years. Any remuneration paid/to be paid to the Executive Directors in excess of the prescribed limits shall be subject to the approval of the Central Government.

The appointment of the Executive Directors has been made at the previous Annual General Meeting in compliance with the above referred provisions of the Schedule XIII of the Companies Act, 1956 which corresponds to Schedule V of the Companies Act, 2013.

The Company has made profit before tax of ₹ 20.23 crores for the year 2013-14. The net profit as calculated u/s.349, 350 read with Section 198 of the Companies Act, 1956 is ₹ 15.35 Crores. There is excess payment to the extent of ₹ 78.61 lacs during 2013-14 towards managerial remuneration.

The Company has been continuously making capital investments in both the textiles division and the denim division. During the year 2012-13 and 2013-14, the Company has invested ₹ 43 crores and ₹ 32 crores respectively, by way of capital investments and has plans to further invest around ₹ 38 crores in 2014-15. While the Company expects to reap the benefits of such capital investments in the forthcoming years, the profit and loss account of the Company has already been impacted by the interest and depreciation charge.

The Textile Division of the Company witnessed substantial increase in production levels during 2013-14. With the installation of new capital equipment and increase in processing capacity the Company expects to gradually and sustainably increase the production levels in 2014-15 also. The captive co-generation plant at Nadiad is expected to be commissioned by mid-2014.

The Denim Division of the Company increased its capacity in 2013-14. Presently, the Indian denim industry is facing a situation of over capacity, which has led to demand and supply mismatch thereby causing pressure on price realizations and volume growth. This coupled with high cotton prices throughout 2013-14 has led to severe erosion of profit margins in the denim segment. The situation is expected to improve in 2014-15.

Shri Rajiv Dayal is not having any direct or indirect interest in the capital of the Company or through any other statutory structures at any time during last two years before or on the date of appointment and is having a graduate level qualification with expert and specialized knowledge in the field of his profession. Hence in terms of the provisions of the fifth proviso in sub-para (C) to Schedule XIII – Part II – Section II, Central Government approval is not required for Shri Rajiv Dayal.

In accordance with the provisions of Schedule XIII and other applicable provisions of the Act, the Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on 30th May, 2014 have approved the excess of the remuneration paid during the year 2013-14 as set forth in the resolution in view of the inadequate profit for the year 2013-14 subject to approval of the Central Government. The Board, therefore, recommends the approval of the Special Resolution by the shareholders.

A copy of the resolution passed by the Nomination and Remuneration Committee of the Board of Directors and Board of Directors at its meeting held on 30th May, 2014 is available for inspection by the Members at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m. on all working days except Saturdays and holidays up to the date of Annual General Meeting.

None of the Directors, key managerial personnel and their relatives except Shri V. P. Mafatlal and Shri Rajiv Dayal, is concerned or interested in the resolution.

In respect of Item No. 12

The Members of the Company at their Annual General Meeting held on 8th August, 1992 had inter alia approved by way of an enabling Ordinary Resolution under Section 293(1)(d) of the Companies Act, 1956, for borrowing amounts in excess of paid-up capital and free reserves apart from temporary loans obtained from the Company's Bankers in the ordinary course of business subject to the overall limit for borrowings of ₹ 1,000 Crores (Rupees One Thousand Crores only).

Section 180(1)(c) of the Companies Act, 2013 which came in to effect from 12th September, 2013 prescribes that the Board of Directors shall not, without the consent of the Company by way of a Special Resolution, borrow moneys which together with the money already borrowed will exceed aggregate paid-up capital and free reserves apart from temporary loans obtained from the Company's Bankers in the ordinary course of business.

The Ministry of Corporate Affairs has vide its General Circular no. 4/2014 dated 25th March, 2014 clarified that the earlier resolutions passed under Section 293 of the Companies Act, 1956 (corresponding to Section 180 of the Companies Act, 2013) shall remain valid for a period of one year from the date of Notification of Section 180 of the Companies Act, 2013 viz.



up to 12th September, 2014. As on 31st March, 2014, the aggregate of paid-up capital and free reserves is ₹ 352 Crores whereas, the amount of total borrowings within the purview of this Section is ₹ 55 Crores. The Company may be required to borrow the funds in future which may exceed the aggregate of paid-up capital and free reserves. This may attract the provisions of Section 180 (1)(c) of the Companies Act, 2013. Accordingly, Special Resolution is proposed for approval of Members.

None of the Directors, key managerial personnel and their relatives is concerned or interested in the resolution.

The Board of Directors recommend passing of the Special Resolution at Item No 12 of the Notice.

In respect of Item No. 13 & 14

Section 148(2) of the Companies Act, 2013 provides that if the Central Government is of the opinion that it is necessary to do so, it may, by order, direct that the audit of cost records of class of companies, which are covered under sub-section (1) and which have a net worth of such amount as may be prescribed or a turnover of such amount as may be prescribed, shall be conducted in the manner specified in the order.

The said Section 148(2) has been notified by the Ministry of Corporate Affairs and has been made effective from 1 April, 2014, however so far, no Rules or Orders have been issued in this regard. The Company was covered under the Cost Audit regulations under the provisions of the Companies Act, 1956 and Orders issued thereunder.

Based on recommendation of the Audit Committee, the Board of Directors have appointed Shri I. V. Jagtiani as the Cost Auditor for conducting the audit of Cost Accounting Records maintained by the Textile Division of the Company at Navsari, Denim Division of the Company at Navsari and the Marketing Services Department at Mumbai relating to the 'Textiles' product manufactured and traded by the Company for the year 1st April, 2014 to 31st March, 2015 on a proposed remuneration of ₹ 4.00 lacs apart from re-imbursement of out of pocket expenses incurred for the purpose of Audit. Shri I. V. Jagtiani is also designated as the Principal / Lead Cost Auditor responsible for consolidation and filing the Cost Audit Report with the Central Government for the Financial Year 2014-15.

Based on recommendation of the Audit Committee, the Board of Directors have appointed Shri B. C. Desai as the Cost Auditor for conducting the audit of Cost Accounting Records maintained by the Textile Division of the Company at Nadiad relating to the 'Textiles' product manufactured and traded by the Company for the year 1st April, 2014 to 31st March, 2015 on a proposed remuneration of ₹ 1.50 lacs apart from re-imbursement of out of pocket expenses incurred for the purpose of Audit.

Section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules 2014 prescribes that the remuneration of the Cost Auditor(s) shall be approved by the Shareholders. Accordingly, an Ordinary Resolution is proposed for approval of the Members.

None of the Directors, key managerial personnel and their relatives is concerned or interested in the resolution.

The Board of Directors recommend passing of the Ordinary Resolution at Item No 13 & 14 of the Notice.

In respect of Item No. 15

Section 94 of the Companies Act, 2013 (the 'Act') provides that the registers required to be kept and maintained by the Company under the provisions of Section 88 may be kept at a place other than the registered office at any place in India in which more than one-tenth of the members reside, if the same is approved by the members by way of a special resolution.

The Company proposes to keep all the documents mentioned in Section 88 of the Act at the office of the Registrars and Share Transfer Agents of the Company viz., M/s. Sharepro Services (India) Pvt. Ltd., at Devnandan Mega Mall, Office No.416-420 4th floor, Opp. Sanyas Ashram, Ashram Road, Ahmedabad – 380 006, till such time the same is required to be maintained under the provisions of the Act and unless some other place is directed or informed by the Company.

Accordingly, a Special Resolution is proposed for approval of the Members. None of the Directors, key managerial personnel and their relatives is concerned or interested in the resolution.

The Board of Directors recommend passing of the Special Resolution at Item No 15 of the Notice.

Regd. Office: Asarwa Road, Ahmedabad-380 016

Mumbai Dated: 30th May, 2014 By Order of the Board

Rasesh Shah Company Secretary

Particulars of the Directors seeking appointment / re-appointment at the ensuing Annual General Meeting pursuant to Clause 49 of the Listing Agreement.

Name, Age and Qualification of the Director	Date of Appointment	Expertise in functional Areas	Names of the Companies in which he holds Directorships and Memberships of Committee of the Board.
Shri H. A. Mafatlal (59 Years) B.Com (Hons)	03.05.1979	He is an industrialist having diversified experience of more than 36 years in the areas of Textiles, Chemicals, Petrochemicals, Financial Services, etc.	Director in: 1) Cebon Apparel Pvt. Ltd. 2) Eyeindia.com Pvt. Ltd. 3) HPA Sports Pvt. Ltd. 4) Manchester Organics Limited, U.K. 5) Mafatlal Global Apparel Ltd. 6) Mafatlal Industries Ltd. 7) Mafatlal Services Ltd. 8) Mafatlal Services Ltd. 9) Navin Fluorine International Ltd. 10) Nocil Ltd. 11) Techergo Solutions Ltd. 12) Tropical Clothing Company Pvt. Ltd. 13) BAIF Institute for Sustainable Livelihoods and Development Committee Membership: Stakeholders' Relationship Committee: 1) Mafatlal Industries Ltd. 2) Nocil Ltd. Corporate Social Responsibility Committee: 1) Mafatlal Industries Ltd. 2) Navin Fluorine International Ltd. 3) Nocil Ltd.
Shri P. R. Amin (78 Years) B.Com., ACA	13.06.1985	Experience of over 54 years in Finance, Production, Management and Corporate Affairs.	 Director in: 1) Mafatlal Industries Ltd. Committee Membership: Audit Committee: 1) Mafatlal Industries Ltd. Nomination & Remuneration Committee: 1) Mafatlal Industries Ltd.
Shri N. K. Parikh (79 Years) B.Com., FCA	17.06.2005	Experience of over 53 years in the field of Finance, Accounts, Taxation and Commerce.	Director in: 1) Mafatlal Industries Ltd. Committee Membership: Audit Committee: 1) Mafatlal Industries Ltd.
Shri V. R. Gupte (69 Years) B.Com., Chartered Accountant	30.5.2013	Experience of more than 42 years at various companies in Finance, Legal and Commercial matters.	 Director in: Mafatlal Industries Ltd. Nocil Ltd. WTS India Pvt. Ltd. Committee Membership: Audit Committee: Mafatlal Industries Ltd. Nocil Ltd. Nomination & Remuneration Committee: Mafatlal Industries Ltd. Corporate Social Responsibility Committee: Mafatlal Industries Ltd.



Name, Age and Qualification of the Director	Date of Appointment	Expertise in functional Areas	Names of the Companies in which he holds Directorships and Memberships of Committee of the Board.
Shri P. N. Kapadia (62 Years) B.A., LL.B	30.5.2013	Advocate & Solicitor Experience of more than 36 years in the legal field. He is a partner of Vigil Juris, Advocates & Solicitors, Mumbai	 Director in: 1) Afcons Infrastructure Ltd. 2) C.C. Chokshi Advisers Pvt. Ltd. 3) Gokak Textiles Ltd. 4) Hindustan Thompson Associates Pvt. Ltd. 5) HTA Marketing Services Pvt. Ltd. 6) Hungama Digital Services Pvt. Ltd. 7) Mafatlal Industries Ltd. 8) Navin Fluorine International Ltd. 9) Sumangala Investments Pvt. Ltd. Committee Membership: Audit Committee: 1) Afcons Infrastructure Limited Stakeholders' Relationship Committee: 1) Afcons Infrastructure Limited 2) Mafatlal Industries Limited 3) Navin Fluorine International Limited Mafatlal Industries Limited 2) Mafatlal Industries Limited 3) Navin Fluorine International Limited 1) Afcons Infrastructure Limited 2) Mafatlal Industries Limited 3) Navin Fluorine International Limited 4) Mafatlal Industries Limited 3) Navin Fluorine International Limited 4) Mafatlal Industries Limited

SUMMARISED FINANCIAL DATA

Particulars				
	2002-2003	2003-2004	2004-2005	
	1	2	3	
PROFIT & LOSS ACCOUNT				
Total Income	17369.10	19533.62	20540.27	
Profit before Depreciation, Interest, Exceptional Items and Tax	(3370.01)	(322.29)	3148.54	
Exceptional Items	-	-	-	
Finance costs	(2785.27)	(2933.38)	(3242.36)	
Depreciation, Amortisation and Impairment	(1428.10)	(1108.90)	(920.71)	
Profit before Tax	(7583.38)	(4364.57)	(1014.53)	
Profit after Tax	(7583.88)	(4365.07)	(1029.77)	
Dividend (₹ per share)				
Earning per share (EPS) Rs	(151.68)	(87.31)	(20.60)	
BALANCE SHEET				
Net Fixed Assets	10095.10	8698.33	5516.76	
Investments	19619.33	19576.77	19574.71	
Current Assets (Net)*	(23373.96)	(29557.94)	(15200.17)	
Miscelleanous Exps not W/Off	1070.66	6544.11	4987.58	
Total Application	7411.13	5261.27	14878.88	
Borrowings	42269.24	44484.45	46389.93	
Net Worth:				
Share Capital	499.94	499.94	9499.94	
Reserves	(35358.05)	(39723.12)	(41010.99)	
	(34858.11)	(39223.18)	(31511.05)	
Total Sources	7411.13	5261.27	14878.88	
Book value per Equity Share (Rs)	-	-	-	
(Face value - ₹ 10 per Share)				
Debt/ Equity Ratio	-	-	-	
Operating EBIDTA (%)	-19%	-2%	15%	
Profit After Tax (%)	-44%	-22%	-5%	
Return on Net Worth (%)	24%	12%	3%	
Return on Capital Employed	-46%	-23%	22%	

* Current Assets (Net) are net of Current & Non Current Assets and Liabilities.

** Includes a Special Centenary dividend of ₹ 2/- per Equity Share

Mafatlal Mafatlal Industries Limited

	Financial Year Enc	led on				
2005-2006	2006-08	2008 - 09	2009 - 10	2010 - 11	2011 - 12	2012 - 13
	(18 MONTHS)		(14 MONTHS)	(13 MONTHS)	(9 MONTHS)	
4	5	6	7	8	9	10
16699.56	41273.38	54998.06	30913.02	86608.46	18069.79	84038.13
(1849.89)	6689.72	35183.24	7164.51	36025.11	(1096.70)	8999.05
-	-	-	-	16086.77	(5040.76)	697.74
(3867.58)	(2929.12)	(1014.50)	(557.56)	(1085.88)	(245.11)	(3199.92)
(780.94)	(807.08)	(402.02)	(332.51)	(252.48)	(203.42)	(1444.05)
(6498.41)	2953.52	33766.72	6274.44	50773.52	(6585.99)	5052.82
(6521.01)	2930.31	33750.72	5176.30	38056.00	(5185.99)	3715.93
						5**
(130.42)	58.61	675.01	71.16	387.78	(52.84)	26.71
4673.74	3797.80	3373.55	1975.17	1613.34	2003.60	15648.04
19433.95	16609.00	16567.45	12477.61	5477.25	5009.80	4871.58
(17316.17)	(5322.26)	(11407.63)	(3499.36)	41657.38	27067.95	24293.87
3474.16	1279.69	0.75	-	-	-	-
10265.68	16364.23	8534.12	10953.42	48747.97	34081.35	44813.49
48297.74	51633.98	10053.15	7296.15	7034.70	554.07	8997.04
9499.94	9499.94	9499.94	6981.32	6981.32	3981.32	4391.22
(47532.00)	(44769.69)	(11018.97)	(3324.05)	34731.95	29545.96	31425.23
(38032.06)	(35269.75)	(1519.03)	3657.27	41713.27	33527.28	35816.45
10265.68	16364.23	8534.12	10953.42	48747.97	34081.35	44813.49
-	-	-	50.30	425.04	341.63	257.43
-	-	-	1.99	0.17	0.02	0.25
-11%	16%	64%	23%	42%	-6%	11%
-39%	7%	61%	17%	44%	-29%	4%
19%	-8%	-183%	484%	168%	-14%	10%
-21%	44%	279%	70%	174%	-15%	18%

Directors' Report

To The Members,

Mafatlal Industries Limited

Your Directors are pleased to present the 100th Annual Report together with Audited Statement of Accounts for the year ended 31st March, 2014.

1. Financial Results:

The Financial Results of the Company are as under:

		(Amount ₹ in Lacs)
	Current Year 2013-14	Previous Year 2012-13
Revenue from Operations	91772.63	79749.07
Other Income	1776.49	4289.06
EBIDTA	4610.45	8999.05
Less: Depreciation	1834.60	1444.05
Finance Costs	1489.45	3199.92
Profit before Exceptional Items	1286.40	4355.08
Exceptional Items (Net)	736.77	697.74
Profit before Taxes	2023.17	5052.82
Tax (Expense) / Benefits	370.21	(1336.89)
Profit after Taxes	2393.38	3715.93
Add: Surplus brought forward from previous year	4386.64	3768.28
Add: Pursuant to Scheme of Amalgamation	-	(1908.71)
Amount available for appropriation	6780.02	5575.50
Appropriation		
Transfer to Capital Redemption Reserve	3000.00	-
Transfer to General Reserve	245.00	375.00
Proposed Final Dividend	417.39	695.64
Corporate Dividend Tax	70.94	118.22
	3733.33	1188.86
Surplus carried to Balance Sheet	3046.69	4386.64



2. Dividend:

The Board of Directors is pleased to recommend a dividend for the year of ₹ 3 per Share (30%) on 1,39,12,886 Equity Share of ₹10/- each, aggregating to ₹ 4.17 crores as compared to total dividend of ₹ 5/- per share (@ 50%) for the previous year comprising of normal dividend of ₹ 3/- per share (@ 30%), and a Special Centenary Dividend of ₹ 2/- per share (@ 20%).

3. Year in Retrospect:

The overall deceleration of India' GDP growth had a significant negative impact on the general business environment and consumer sentiment. While the textile industry in general had to face the impact of high raw material prices, the same could not be recovered in pricing due to the over-supply of products emanating from capacity built up by most fabric manufacturers in the last couple of years.

The Profit before Tax decreased from ₹ 50.53 crores in the previous year to ₹ 20.23 crores for the year under review and the Profit after Tax has decreased from ₹ 37.16 crores in the previous year to ₹ 23.93 crores for the year under review.

During the year, the Company obtained credit rating from both Crisil Ltd. (CRISIL) and Credit Analysis and Research Ltd. (CARE) to its proposal of obtaining financial facilities to the tune of ₹ 100 crores. CRISIL has assigned its 'CRISIL BBB-/Stable' rating to the cash credit and proposed term loan facilities and has assigned its 'CRISIL A3' rating to the letter of credit and bank guarantee facilities and indicated 'Stable outlook to the Company. CARE has assigned its 'CARE BBB-' rating to the long term facilities having tenure of more than one year and has assigned its 'CARE A3' rating to the short term facilities having tenure of up to one year. All the above ratings indicate moderate degree of safety regarding timely payment of financial obligations. During the year, the Company redeemed the entire outstanding balance of Fully Redeemable Non-Cumulative Preference Shares of ₹ 30 crores.

4. Listing of Shares pursuant to the Amalgamation of Mishapar Investments Limited and Mafatlal Denim Limited with the Company:

The Scheme of Arrangement and Amalgamation of Mishapar Investments Limited (Wholly Owned Subsidiary Company) and Mafatlal Denim Limited (Promoter Group Company) with the Company has become effective w.e.f. 28th May, 2013.

The Company had issued and allotted 40,99,415 equity shares of face value of ₹ 10/- each fully paid-up to the shareholders of Mafatlal Denim Limited on 30th May, 2013 in ratio of 1:10. The said shares have been admitted to listing and trading at the BSE Ltd. w.e.f. 15th July, 2013 and at the Ahmedabad Stock Exchange Ltd. w.e.f. 18th July, 2013.

5. Project Promotion Division: NOCIL Limited (NOCIL):

Nocil Limited achieved a growth of 6.5% in its sales volumes as compared to the previous year through sustained marketing efforts and also due to some exits/closures of a few local and international Rubber Chemical players. The gross turnover for the year under review was ₹ 643 crores as compared to ₹ 527 crores in the previous year, representing an increase of about 22%. This increase was possible due to a combination of Rupee depreciation, a change in the product mix alongwith some price corrections which were done to offset some rising input costs. Nocil Limited continued its efforts to improve its price realisations, but the same were severely constrained in this regard on account of the aggressive dumping resorted to by our competitors. The new plant commissioned at Dahej in Gujarat, during the end of previous year, initially witnessed certain teething problems as is expected in any chemical plant of this nature. The capacity utilisation of this plant was impacted by the very high imports of this product into the country due to the aggressive dumping resorted by the competitors. However, with the recent enhancement of anti-dumping and safeguard duties, Nocil Limited is hopeful that capacity utilisation will improve and which will have a significant positive impact on the performance of Nocil Limited.

6. Corporate Social Responsibility (CSR):

At Mafatlal Industries Ltd., a part of Arvind Mafatlal Group, fulfilling CSR has been a way of life. The Group has been implementing a range of CSR activities over the last 50 years in areas like poverty alleviation, health care, education for young children and women's upliftment in rural India etc. CSR is considered as a humble tribute to what society has given us. We are striving continuously with the sole objective of creating an environment of well- being in all spheres of life.

Pursuant to the provision of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, the Company has constituted a CSR Committee. Shri H.A. Mafatlal is the Chairman of the Committee and Shri V. P. Mafatlal and Shri V. R. Gupte are other Members of the Committee. The Board of Directors have based on the recommendations of the Committee, formulated a CSR Policy.

7. Energy, Absorption and Foreign Exchange Earnings and out go:

Additional information on conservation of energy, technology absorption, foreign exchange earnings and outgo as required to be disclosed in terms of Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 is annexed hereto and forms part of this Report.

8. Particulars of Employees:

Information as per Section 217 (2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975 forms a part of this report and will be sent on demand to the shareholders. Any shareholder interested in obtaining a copy of the said statement may write to the Company Secretary.

9. Industrial Relations:

The relations between the employees and the Management have remained cordial.

10. Directorate:

Pursuant to the provisions of the Companies Act, 2013, Shri H. A. Mafatlal, retires by rotation at the ensuing Annual General Meeting and being eligible, offer himself for reappointment.

Shri P. J. Desai has resigned from the Directorship of the Company w.e.f. 30th May, 2014. Your Directors place on record its appreciation for the services rendered by Shri P. J. Desai during his association with the Company.

Shri P. R. Amin, Shri N. K. Parikh, Shri V. R. Gupte and Shri P.N. Kapadia, Independent Directors, whose period of Office was liable to determination by retirement of Directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956 are being appointed for a consecutive term of five years. Notices under Section 160 of the Companies Act, 2013 have been received from Members signifying their intention to propose their candidature as directors of the Company.

In order to comply with the provisions of Section 152(6) of the Companies Act, 2013 requiring not less than two thirds of the total number of Directors (excluding Independent Directors) of the Company to be rotational directors, the Company has reclassified Shri Rajiv Dayal, Managing Director of the Company as a Director liable to retire by rotation.

11. Subsidiary Companies:

Repal Apparel Pvt. Ltd., Myrtle Textiles Pvt. Ltd., and Mayflower Textiles Pvt. Ltd. ceased to be subsidiaries of the Company with effect from 25th March, 2014. In view of the above, only Mafatlal Services Ltd. continue to be a subsidiary of the Company.

As per the general exemption granted under Section 212(8) of the Companies Act, 1956, by the Government of India, Ministry of Corporate Affairs, New Delhi vide its General Circular No.2/2011, dated 8th February, 2011, Balance Sheet and Statement of Profit & Loss, Directors' Report and the Auditor's Report of the said Subsidiary company has not been attached with the Balance Sheet of the Company.



However, other details required to be disclosed as per the said General Circular No.2/2011, dated 8th February, 2011, have been given in the Annual Report.

The Annual Accounts and related information of the subsidiary company are open for inspection by any member at the Registered Office of the Company on any working day between 2.00 p.m. and 4.00 p.m. and the Company will make available these documents upon request by any member of the Company who may be interested in obtaining the same.

12. Insurance:

The properties and insurable interests of your Company like buildings, plant and machinery, stocks etc. are adequately insured.

13. Directors' Responsibility Statement:

As required under the provisions of Section 217 (2AA), of the Companies Act, 1956, your Directors report as under:

- that in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (ii) that the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the year under review;
- (iii) that the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) that the directors have prepared the annual accounts on a 'going concern' basis.

14. Auditors:

At the Annual General Meeting, Members are requested to appoint M/s. Deloitte Haskins & Sells, Chartered Accountants, Vadodara, as Auditors from the conclusion of this meeting till the conclusion of the 103rd Annual General Meeting and to fix their remuneration. The specific notes forming part of the Accounts referred to in the Auditor's Report are self- explanatory and give complete information.

15. Cost Audit:

As per the requirement of the Central Government and pursuant to the provisions of Section 233B of the Companies Act, 1956, the audit of the cost accounts relating to the product "Textiles" is required to be carried out every year. The Company has appointed Cost Auditors viz. Shri I. V. Jagtiani, Mumbai and Shri B. C. Desai, Ahmedabad, to audit the cost accounts for the Financial Year 2013-14 ended 31st March, 2014. Approval from the Central Government has been received for all the above referred appointments. The Cost Audit Report in respect of the financial period 2013-14 will be filed on or before due date i.e.27th September, 2014.

16. Corporate Governance & Management Discussion & Analysis Report:

As required under the Listing Agreement with Stock Exchanges, Reports on "Corporate Governance" as well as "Management Discussion and Analysis Report" are attached and form part of the Directors' Report. Further, during the period under review, the Company has complied with all the mandatory requirements of the Corporate Governance. A certificate from the Auditors of the Company regarding compliance of conditions of Corporate Governance as stipulated under the Listing Agreement is annexed to the Report on Corporate Governance.

17. Appreciation:

The Directors wish to place on record their appreciation of the devoted services of the workers, staff and the officers who have largely contributed to the efficient management of your Company. The Directors place on record their appreciation for the continued support of the shareholders of the Company.

For and on behalf of the Board,

Mumbai, Dated: 30th May, 2014 H. A. MAFATLAL Chairman

ANNEXURE TO THE DIRECTORS' REPORT -2013-14

Disclosure of Particulars with respect to Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo as required under the Companies (Disclosure of Particulars in the Board of Directors' Report) Rules, 1988.

(1) CONSERVATION OF ENERGY:

(A) Energy conservation measures taken:

- 1. Stop motion sensors installed in Speed Frames (5 Nos.)
- 2. Energy Saving SISTRA fan replaced in total 12 Nos. Ring Frame machine.
- Optimized H. & V. Plant operation by monitoring department conditions, reducing pump capacity and stopping fans.
- 4. Installed a new T.F.O. machine (No.2) which has a low motor rating.
- 5. Total 6 Doubling machines were changed to Tin roll pulley drive conversion from tin rolls to reduce power.
- 6. Specific steam consumption of processing has been reduced from 33.43 of previous year to 28.48 due to installation of new machines.
- 7. Specific power consumption of processing has been reduced from 2.59 Units of previous year to 2.44 Units per Kg. of fabric processed due to new machines.
- 8. Saving done in power at old unit by replacing copper ballast by electronic ballast & lower department overhead lighting.
- (B) Additional investments and proposals, if any, being implemented for reduction of consumption of energy:
- Installed new machines for better process and low specific energy consumption
 - a. Osthoff Singeing Machine
 - b. Goller Combi Range
 - c. Goller Merceriser Range
 - d. Fongs yarn dyeing machine (5 Nos.)
 - e. Then air flow dyeing machine
 - f. 16 colour MHMS printing machine
 - g. Bruckner 7 field Stenter Machine

- h. Monfort Sanforiser Machine
- i. Thermax FBC thermic fluid heater 2000 BTU
- (C) Impact of the measures at (a) & (b)above for reduction of the energy consumption and consequent impact on the cost of production of goods:
- 1. Specific steam consumption of processing has been reduced from 33.43 of previous year to 28.48 due to installation of new machines.
- Specific power consumption of processing has been reduced from 2.69 Units of previous year to 2.44 Units per Kg. of fabric processed due to new machines.
- (D) Total energy consumption and energy consumption per unit of production:

The above information is furnished in the prescribed Form A annexed hereto.

(2) TECHNOLOGY ABSORPTION:

Efforts made in technology absorption are furnished in the prescribed Form- B Annexed hereto.

(3) FOREIGN EXCHANGE EARNING AND OUTGO:

(A) Activity relating to export initiatives taken to increase exports, development of new export markets for products and services and export plans:

The efforts are on to enter into new markets of the Middle East, Europe, Africa and the US.

The Company has been successful to some extent in increasing the export of processed fabrics to those countries.

(B) Total Foreign Exchange used and earned:

	(Amount ₹ in lacs)				
	Current Year 2013-14	Previous Year 2012-13			
Total Foreign Exchange used	2368.21	5390.26			
Total Foreign Exchange earned	10382.10	6551.86			



FORM-A

TOTAL ENERGY CONSUMPTION AND ENERGY CONSUMPTION PER UNIT OF PRODUCTION

A. POWER AND FUEL CONSUMPTION

			Current Year 2013-14	Previous Year 2012-13
1	Ele	ctricity:		
	a)	Purchased: Units Lacs KWH	620.98	608.97
		Total Cost (Lacs ₹)	3538.37	3720.17
		Rate / KWH	5.70	6.11
	b)	Own Generation:		
	i)	Through Diesel Generator:		
		Units	1512	5670
		Unit per litre of diesel oil (KWH)	1.07	1.98
		Cost/Unit (Only Diesel) (₹)	49.50	24.63
	ii)	Through Gas Generator		
		Units Lacs KWH	3.56	3.31
		Cost/Unit (Only Natural Gas)(₹)	14.18	9.04
	iii)	Through Steam Turbine/Generator		
		Units Lacs KWH	150.94	193.95
		Cost/Unit (Only Coal /Lignite/Baggas (₹)	5.33	4.87
2	Соа	al / Lignite : (Specify quality and where used)		
	Stea	am Coal and Lignite used for Steam Generation in		
	Boil	lers for Departmental use.		
	Qua	antity (Tonnes)	53844	54952
	Tot	al Cost (₹ Lacs)	2193.10	1811.35
	Ave	rage Rate / Tonne (₹)	4073.04	3296.23

TOTAL ENERGY CONSUMPTION AND ENERGY CONSUMPTION PER UNIT OF PRODUCTION

B. CONSUMPTION PER UNIT OF PRODUCTION:

		Current Year 2013-14	Previous Year 2012-13
1	Electricity:		
	Purchased and Generation	1.96	1.97
	KWH/Metre of Grey Production*	0.26	0.26
	KWH/Metre of Wet Production	0.26	0.26
2	Coal / Lignite : (Specify quality - Steam Coal)		
	Kgs. of Coal/Metre of Grey Production	0.21	0.58
	Kgs. of Coal/Metre of Wet Production	1.26	1.26
	(Finished Production)		
3	Others	N.A.	N.A.

FORM - B

A) RESEARCH AND DEVELOPMENT:

- 1. Specific areas in which R. & D. carried out by the Company:
- To improve RFT in Fabric & Yarn dyeing, various lab and bulk trials were conducted RFT improved from 60 to 80%.
- Due to tremendous demand for Linen fabric in Domestic &

Export market, Linen Fabrics were developed in solid and yarn dyeds.

- Being an Eco friendly process, Bio scouring was introduced for bleaching at yarn stage. This process also improved handle of yarn.
- To provide speciality products for customers, Prema white

fabrics were developed with 25 wash durability.

- Lycra fabric developed in whites, dyed and yarn dyeds.
- Modal and Excel fibers being eco friendly, fabrics developed in prints & solid dyed.
- Laboratory Accreditation certificate from Mark & Spencer and NEXT (UK based customers)
- Renewal of OEKO TEX 100 Certification
- 2. Benefit derived as a result of the above R. & D:
- New business and new customers
- Improved customer service and customer satisfaction
- Energy conservation
- Quality improvement
- 3. Future Plan of Action:
- New testing equipments and up-gradation of existing equipments
- To increase printing, solid dyed, yarn dyed output
- Auto colour dispensing unit with cone dyeing machines for pilot lab.
- New CAD system for design development.
- 4. Expenditure on R. & D.:

(Amount ₹ in lacs)					
	Current Year 2013-14	Previous Year 2012-13			
(a) Capital Expenditure	319.71	Nil			
(b) Recurring Expenditure	83.04	58.35			
(c) Total	402.75	58.35			
(d)Total R. & D. Expenditure as a % of Total Turnover	0.43%	0.07%			

B) TECHNOLOGY ABSORPTION AND INNOVATION:

1. Efforts in brief made towards technology absorption, adaptation and innovation:

- A new Air flow Dyeing machine and Fongs Yarn dyed machine were installed. This has resulted in a lower liquid ratio of 1:4, saving of water, power and effluent load. The quality of product has also improved.
- Goller CBR and Merceriser installed and commissioned successfully, producing 1 lac mtrs. per day.
- Bruckner Stenter installed and in production, considerable saving in energy due to newly developed air circulation system.
- Printing quality and production improved with the

installation of new MHM Printing Machine.

- Technorama Lab. Colour Auto Dosing has helped in reducing manual errors in Lab. and contributed in improving RFT in sample development.
- Desk loom production increased due to installation of Automatic Sampling Looms and Warping Machine, improving lead time in sample development.
- New Yarn Singeing Machine has been installed, which has resulted in a reduction of yarn breakages and improvement of loom efficiency by 11%.
- In 2/82 pc, after controlled trials, without affecting the quality of yarn, TM was reduced from 3.64 TM to 3.54 TM, increasing spinning production by 2.8%.

2. Benefits derived as a result of the above efforts:

- Energy saving
- Increase in market share
- New customer developed
- New product developed
- 3. Information regarding technology imported during last 5 years:
- (a) Technology Imported:
 - 1) Osthoff Singeing Machine, Germany
 - 2) Goller Continuous Bleaching Range, Germany
 - 3) Gollder Mercerizer, Germany
 - 4) Then Air Flow Dyeing, Germany
 - 5) Fongs Yarn Dyeing, China
 - 6) MHM Printing, 16 Colours, Austria
 - 7) Bruckner Stenter 7 Chamber, Germany
 - 8) Monfort Sanforising, Germany
 - 9) Technorama Lab. Auto Dosing, Italy
 - 10) Data Color Smart Match Tools, Switzerland
 - 11) Automatic Warping Sampling Machine, China
 - 12) Automatic Sampling Loom, China
 - Year of Import 2012-13/13-14
- (c) Has technology been fully absorbed : Yes
- (d) If not fully absorbed, not taken place, reasons therefore and future plans of action : N.A.

(b)



Management Discussion and Analysis

Economy review

India's GDP growth for 2013-14 has been about 5% and at the same levels as that of the previous financial year. In the last five years, the growth rate of the economy has been lower than the estimates. The global situation is also muted for the textiles industry. The sharp volatility in global currencies and commodities has also made it challenging for Textile manufacturers.

Textiles sector review and outlook

According to the Annual Report of the Ministry of Textiles, the sector contributes around 14% to the manufacturing output, 4% to the GDP and 11% to the country's merchandise exports.

During 2013-14, powerloom production was almost flat as compared to 2012-13. However, in 2014-15, the same is expected to grow by 11.5%. The Mills segment production grew at around 5.8% in 2013-14 as compared to 2012-13. The major growth in 2014-15 is expected in the Mills segment at 17.5% as compared to the previous year.

Exports of textiles have increased steadily over the last few years, particularly after 2004, when textiles exports quota stood discontinued. During 2013-14, textile exports are estimated to increase to USD 29.60 bn registering a growth of 12.27%. Further in 2014-15, the exports are expected to grow by 15.75%. The Planning Commission has estimated the overall growth for exports at 15% with an export target of USD 65 bn by the end of the Twelfth Five Year Plan (2012-2017).

The sector is one of the largest employment provider and in order to provide the industry with adequately trained manpower, the Central Government has started various institutes such as NIFT, SASMIRA, etc., for textile specific courses and has also launched Integrated Skill Development Scheme.

The Central Government has also extended the Technology Upgradation Fund Scheme (TUFS) for the Twelfth Five Year Plan. The Planning commission has approved an allocation of ₹ 120 bn under the Scheme for the Twelfth Five Year Plan. The Government of Gujarat has also revised the Gujarat Textile Policy w.e.f. 25th June, 2013 provides further boost to the textiles industry in the State.

(Source: Ministry of Textiles, Government of India; Working Group of Twelfth Five Year Plan and D&B Research)

Company Performance Review and Outlook

During the year 2013-14, the Company continued implementation of its business strategy objectives comprising capital investments in contemporary processing equipment and other critical operational areas, across-the-board cost reduction and optimization initiatives, improvement in product mix and attaining synergy on account of the amalgamation concluded in the previous year. During 2013-14, an amount of ₹ 32 crores was spent on capital expenditure in the Nadiad and Navsari factories of the Company. The captive power co-generation plant of 3 MW capacity will be commissioned during 2014-15 and the Company expects to reap benefits of the same during the year.

The Company plans to further undertake capital expenditure of around ₹ 38 crores during 2014-15 in line with its long term objective of modernizing its plants, providing flexibility to the manufacturing team and making the operations efficient and robust.

The Textile Division of the Company has turned the corner and has started generating profits during 2013-14. The division also witnessed substantial increase in production levels during the year. With the installation of new capital equipment and increase in processing capacity the Company expects to gradually and sustainably increase the production levels in 2014-15 also. The captive co-generation plant at Nadiad is expected to be commissioned by mid 2014.

The Denim Division of the Company increased its capacity in 2013-14. Presently, the Indian denim industry is facing a situation of over capacity, which has led to demand and supply mismatch thereby causing pressure on price realizations and volume growth. This coupled with high cotton prices throughout 2013-14 has led to severe erosion of profit margins in the denim segment. The situation is expected to improve in 2014-15.

The Company plans to expand its marketing presence in export markets and also aims to align its marketing strategy towards having a judicious mix of domestic and export sales and introduce new value added denim fabrics for Indian and global brands

The Company intends to continue undertaking capital expenditure for steady and sustainable growth of both the textiles and denim division. The capital expenditure and working capital would be funded by a mix of internal accruals and long term borrowings. The Company is in the process of tying up long term funds for capital expenditure which are eligible for the interest subsidy under Central Government's TUFS. Even after the ongoing capital expenditures and resultant borrowing, the Company's debt to equity ratio will be at conservative levels of 0.45.

During the year, several initiatives were taken on the production and marketing front to create a better visibility for the Company's products. The focus has been on increasing volumes, utilizing full capacity, introducing fashionable & premium products and improving product mix in order to maximize profitability. The Company has also launched several new products, strengthened the domestic dealer & distribution network and has created inroads in new overseas markets. Across the country, several dealers - distributor events were organized which enabled the Company show-case its entire range of products at one place, enthuse the marketing and dealer network, improve Brand image and increase turnover.

The Company continues to be the market leader in supply of School Uniform fabrics in India and endeavors to replicate the success of this business in the Middle-East countries through its joint venture, Al Fahim Mafatlal Textile LLC. The Company also launched its Designer Collection of School Uniforms with ecofriendly fibre dyed suiting for the coming season.

The corporate business and institutional wear business also continues to show steady growth. During the year, the Company also launched several new products including a Premium Linen range, Bed & Bath Home Furnishing collection, and innovative white bleached and blended fabrics.

Despite having very good cotton production in 2013-14, the prices of cotton remained at record high levels. It has been observed that a few international markets are building up cotton stocks (especially China), which has resulted in tight

supply position in the rest of the markets. In the last few weeks, there are tentative signs of softening in cotton prices. However, how long the softening continues is to be seen.

Analysis of our financial results

A summary of the financial highlights of the Company is as mentioned below:

- Total Revenue of ₹ 935.49 crores for 2013-14 as compared to ₹ 840.38 crores for 2012-13, signifying a growth of 11.32% on account of higher production levels.
- Profit before interest, depreciation and tax of ₹ 46.10 crores for 2013-14 as compared to ₹ 89.99 crores for 2012-13.
- Profit after tax of ₹ 23.93 crores for 2013-14 as compared to ₹ 37.16 crores for 2012-13, due to reasons mentioned above in the Company's performance review segment.

Human resources

Mafatlal Industries values its people talent as a key driver of growth. The Company had 3516 employees as of 31 March 2014, enriched through continuous training and development. Training programs across all employee levels and skill set have been accelerated during the year. In its endeavor to make the organization vibrant, all major rules and policies governing employees have been re-formulated keeping in mind employee satisfaction and best industry practices.

Internal controls

The Company has an adequate internal audit system commensurate with its size and nature of operations. Regular internal audits and checks are carried out and the management also reviews the internal control systems and procedures to ensure efficient conduct of the business. An independent firm of Chartered Accountants carries out Internal Audit across the organization. The Internal Auditors periodically interact with the Audit Committee of the Board of Directors of the Company to discuss various internal controls / internal audit issues.

Risk management

At Mafatlal Industries, the objective of risk management is to ensure that it is adequately estimated and controlled to enhance shareholder value. Risk is pertinent to virtually all business activities though in varying degrees and forms. It is the constant endeavor of the Company to identify, assess, prioritise and manage existing as well as emerging risks in a planned and cohesive manner.



CORPORATE GOVERNANCE REPORT

This Corporate Governance Report for the year ended 31st March, 2014, forms part of the Directors' Report and the same has been prepared on the basis of the provisions of Clause 49 of the Listing Agreeme nt with the Stock Exchanges.

COMPANY PHILOSOPHY ON CORPORATE GOVERNANCE:

The system of Corporate Governance especially through the Audit Committee has been followed by the Company for several years, even before the requirement was legislated.

The Company's philosophy of Corporate Governance is intended to bring about –

- Transparency, accountability and integrity in the organization
- Implementation of policies and procedures prescribed by the Company to ensure high ethical standards in all its business activities and responsible and responsive management.

1. Board of Directors:

Composition of the Board

The Board of Directors consisted of nine directors as at the end of the year. The Board comprised of one Executive Promoter Director, one Non-Executive Promoter Director, one Executive Professional Director, one Non-Executive Professional Director and five Non-Executive Independent Directors. The Board of Directors is headed by Shri H. A. Mafatlal who is the Chairman of the Company. The composition of the Board is in conformity with the requirements of the Listing Agreement with the Stock Exchanges.

All the relevant and necessary information such as Capital Expenditure and Operating Budget, Financial Results, Production, Sales, Exports, Imports, Segment reporting, Cost Audit Reports, Financial Plans are as a matter of routine placed before the Board for their approval / noting.

Number of Board Meetings held and the dates of the Board Meetings

During the year under review viz. 1st April, 2013 to 31st March, 2014, total eight (8) Meetings of the Board of Directors of the Company were held on 4th April, 2013, 28th May, 2013, 30th May, 2013, 31st July, 2013, 29th October, 2013, 11th December, 2013, 29th January, 2014 and 25th March, 2014. The Company has thus observed the provisions of the Listing Agreement(s), allowing not more than four months gap between two such meetings.

Attendance of the Directors at the Board Meetings and at the last AGM and Number of other Companies in which the Director is a Director / Committee Member:

Sr. No.	Names of Directors	Category	No. of Board Meetings attended	Whether last AGM held on 31.7.2013 attended	Other Directorship held (including Private Companies) at the year end	No. of Co \$ Membe Chairmansh Domestic Co the yea As Chairman	ership / ip in other mpanies at ir end
1.	Shri H. A. Mafatlal++	Promoter Non-Executive	8	Yes	12*	-	1
2.	Shri V. P. Mafatlal++	Promoter Executive	7	Yes	19**	-	1
3.	Shri P. R. Amin	Non-Executive Independent	8	Yes	-	-	-
4.	Shri P. J. Desai	Non-Executive Independent	8	Yes	-	-	-
5.	Shri N. K. Parikh	Non-Executive Independent	8	Yes	-	-	-
6.	Shri V. K. Balasubramanian+	Non-Executive Independent	1	No	-	-	-
7.	Shri V. R. Gupte+++	Non-Executive Independent	5	Yes	2^	-	1
8.	Shri P. N. Kapadia+++	Non-Executive Independent	6	Yes	8^^	2	2
9.	Shri A. K. Srivastava	Professional Non-Executive	8	Yes	1	Nil	1
10.	Shri Rajiv Dayal ++	Professional Executive	8	Yes	1	Nil	Nil

+ Shri V. K. Balasubramanian ceased to be a Director w.e.f. 31st July, 2013.

++ Shri H. A. Mafatlal ceased to be the Executive Director w.e.f. 28th May, 2014 and V. P. Mafatlal and Shri Rajiv Dayal were appointed as Executive Directors w.e.f. 28th May, 2013.

+++ Shri V. R. Gupte and Shri P. N. Kapadia were appointed as Directors w.e.f. 30th May, 2013.

\$ Under this column, memberships/Chairmanships of Audit Committee and Investors'/Shareholders' Grievance Committee in all Public Limited Companies (excluding Mafatlal Industries Limited), are only considered as required to be disclosed under the amended provisions of Clause 49 of Listing Agreement with the Stock Exchanges.

* In four Private Limited Companies, one association not carrying on business for profit and one Foreign Company.

** In thirteen Private Limited Companies and 1 Foreign Company

^ In one Private Limited Company

^ ^ In five Private Limited Companies

Shareholding of Non-Executive Directors as on 31st March, 2014 is as follows:

Name of the Directors	Number of equity shares
Shri H. A. Mafatlal	8,21,578
Shri P. R. Amin	211
Shri P. J. Desai	Nil
Shri N. K. Parikh	Nil
Shri V. R. Gupte	2
Shri P. N. Kapadia	138
Shri A. K. Srivastava	Nil



2. Audit Committee:

At the beginning of year under review, the Audit Committee consisted of four directors viz., Shri P. R. Amin, Shri P. J. Desai, Shri N. K. Parikh and Shri V. K. Balasubramanian. Shri V. K. Balasubramanian ceased to be a Director and Member of the Audit Committee of the Company with effect from 31st July, 2013.

On 31st July, 2013 the Audit Committee was reconstituted and Shri P. R. Amin, Shri N. K. Parikh and Shri V. R. Gupte were appointed as members of the Committee. All members of the Audit Committee are non-executive independent directors. Shri P. R. Amin, who is a Chartered Accountant, is the Chairman of the Audit Committee and was present at the last Annual General Meeting held on 31st July, 2013.

During the year under review, total six Meetings of the Audit Committee of the Board of Directors of the Company were held on 4th April, 2013, 30th May, 2013, 31st July, 2013, 29th October, 2013, 29th January, 2014 and 25th March, 2014.

The attendance of the members was as follows:

Sr. No.	Date of Audit Committee Meeting.	Shri P. R. Amin	Shri P. J. Desai	Shri N. K. Parikh	Shri V.K. Balasubramanian	Shri V. R. Gupte
1.	4th April, 2013	Yes	Yes	Yes	No	N.A.
2.	30th May, 2013	Yes	Yes	Yes	Yes	N.A.
3.	31st July, 2013	Yes	Yes	Yes	No	N.A.
4.	29th October, 2013	Yes	N.A.	Yes	N.A.	Yes
5.	29th January, 2014	Yes	N.A.	Yes	N.A.	Yes
6.	25th March, 2014	Yes	N.A.	Yes	N.A.	Yes

Yes – attended; No – Not attended.

The terms of reference of the Audit Committee is as mentioned in the provisions of Section 292A of the Companies Act, 1956 and Clause 49 of the Listing Agreement with the Stock Exchanges as amended from time to time. The Statutory Auditors, Internal Auditors, Cost Auditors, Finance / Accounts Heads and Managing Director & Chief Executive officer usually attend the meetings of the Audit Committee. The Company Secretary of the Company, Shri Rasesh Shah acts as Secretary to the Committee.

3. Stakeholders Relationship Comittee:

Pursuant to the provisions of the Companies Act, 2013, the shareholders'/Investors' Gervance Committee has been renamed as Stakeholders Relationship Committee.

On 31st July, 2013 the Shareholders'/ Investors' Grievance Committee was reconstituted and Shri P. N. Kapadia, Shri P. J. Desai and Shri H. A. Mafatlal were appointed as members of the Committee. Shri P. N. Kapadia was appointed as the Chairman of the Committee.

During the year under report, the Committee duly met on 29th January, 2014 which was attended by Shri P. N. Kapadia, Shri P. J. Desai and Shri H. A. Mafatlal. The meetings of the Committee are not regularly held as the Board of Directors of the Company itself reviews the shareholders'/Investors' Grievances, if any, at the end of every quarter.

The terms of reference of the Committee is as mentioned in the listing agreement with the Stock Exchanges including looking into the complaints of the Investors/Shareholders relating to non-receipt of shares after transfer, non receipt of dividends, Annual Reports etc,. During the year ended on 31st March, 2014, Shri Rasesh Shah, Company Secretary, was the Compliance Officer.

No. of Complaints received from Shareholders from 1st April, 2013 to 31st March, 2014 comprising of:

Non-receipt of Shares after transfer	:	1
Non-receipt of Dividend warrants (New)	:	2
Non-receipt of Annual Reports	:	8
Non-receipt of demat confirmation	:	-
Total	:	11
No. of Complaints resolved from 1-04-2013 to		
31-03-2014	:	11
No. of Complaints pending as on 31-03-2014	:	NIL

4. Nomination And Remuneration Committee:

Pursuant to the provisions of the Companies Act 2013, the Remuneration Committee has been re-named as Nomination And Remuneration Committee.

At the beginning of year under review, the Remuneration Committee consisted of three directors viz., Shri P. R. Amin, Shri P. J. Desai and Shri N. K. Parikh. Shri P. R. Amin was the Chairman of the Remuneration Committee.

On 31st July, 2013 the Remuneration Committee was reconstituted and Shri V. R. Gupte, Shri P. R. Amin and Shri P. N. Kapadia were appointed as members of the Committee. Shri V. R. Gupte was appointed as the Chairman of the Committee.

All members of the Remuneration Committee are Non-Executive Independent Directors.

During the year under review, two Meetings of the Nomination And Remuneration Committee of the Board of Directors of the Company were held on 28th May, 2013 and 30th May, 2013.

The attendance of the members was as follows:

Sr. No.	Date of Nomination And Remuneration Committee Meeting.	Amin	Shri P. J. Desai	Shri N. K. Parikh
1.	28th May, 2013	Yes	Yes	Yes
2.	30th May, 2013	Yes	Yes	Yes

Terms of Reference: The Nomination And Remuneration Committee has been constituted to review and recommend to the Board of Directors of the Company for approval, remuneration of Executive Director (s) based on their performance and defined assessment criteria.

The remuneration policy of the Company is directed towards rewarding performance, based on review of achievements on a periodic basis. The remuneration policy is in consonance with the existing industry practice.

5. Remuneration of Directors

Compensation/Remuneration of Non-Executive Directors

The Company paid sitting fees to each Non-Executive Director for attending the meetings of the Board of Directors and for Committees thereof @ ₹ 10,000/- per meeting. In addition the Company paid travelling / conveyance expenses and diem allowances to the outstation directors. The Non-Executive Directors are also paid commission within the limits prescribed by the members of the Company.

Other service contracts, notice period, severance fees etc. relating to Directors

As on 31st March, 2014, there are no contracts / agreements except letter of appointment issued to Shri V. P. Mafatlal, Executive Vice Chairman and Shri Rajiv Dayal, Managing Director & Chief Executive Officer.

					(₹ In lacs)
Sr. No.	Names of Directors	Salary and Perquisites	Commission*	Sitting Fees	Total
1.	Shri H. A. Mafatlal ^	-	1.87	0.70	2.57
2.	Shri Vishad P. Mafatlal #	114.79	-	0.10	114.89
3.	Shri Rajiv Dayal #	117.28	-	0.10	117.38
4.	Shri P. R. Amin	-	2.24	1.60	3.84
5.	Shri P. J. Desai	-	2.24	1.40	3.64
6.	Shri N. K. Parikh	-	2.24	1.60	3.84
7.	Shri V. K. Balasubramanian	-	0.74	0.20	0.94
8.	Shri V. R. Gupte	-	1.87	0.80	2.67
9.	Shri P. N. Kapadia	-	1.87	0.70	2.57
10.	Shri A. K. Srivastava	-	2.24	0.80	3.04

* Payable in financial year 2014-15

^ Shri H. A. Mafatlal was the Managing Director of the Company up to 28th May, 2013. He has not been paid any remuneration since his appointment was without remuneration till such date.

Shri V. P. Mafatlal and Shri Rajiv Dayal were the Executive Directors of Mafatlal Denim Limited upto 28th May, 2013. After the coming into effect of the Scheme of Amalgamation of Mafatlal Denim Limited, they were appointed as Executive Directors of the Company w.e.f. 28th May, 2013 with continuity of service and were not paid any sitting fees for attending meetings held on or after that date.



6. Subsidiary Companies:

The Minutes of the Board Meetings as well as statements of all significant transactions and investments made by the unlisted subsidiary companies are placed before the Board of Directors.

The Audit Committee also reviews the financial statements, in particular, the investments made by the subsidiary companies.

The management of the subsidiary companies draws the attention of the Board of Directors of the Company, to a statement of all signification transactions and arrangements entered into by the subsidiary Companies.

7. Disclosure:

(i) Disclosure on materially significant related party transactions which have taken place during the year ended 31st March, 2014 that may have potential conflict with the interest of the Company at large:

None of the transactions with any of the related parties were in conflict with interest of the Company. Transactions with the related parties are disclosed in Note No. 31.5 in "Notes forming part of financial statements" annexed to the financial statements for the year.

The details of the related party transactions are placed before the Audit Committee on quarterly basis.

(ii) Details of Non-Compliance by the Company, penalties, strictures imposed by Stock Exchange / SEBI or any statutory authority, on any matter related to Capital Markets, during the last three years:

The Adjudicating Officer, Securities and Exchange Board of India has passed an order on 24th March, 2014 under Section 15I of Securities and Exchange Board of India Act, 1992 read with Rule 5(1) of Securities and Exchange Board of India (Procedure for Holding Inquiry and Imposing Penalties by Adjudicating Officer) Rules, 1995 against the Company for violation of Regulations 8(1) and 8(2) of (Substantial Acquisition of Shares and Takeover) Regulations, 1997 with regard to delay in making the yearly disclosures to Mafatlal Finance Company Limited (MFCL) in its capacity as promoter of MFCL and has levied a penalty of ₹ 10 lacs. The Company has filed an appeal with the Securities Appellate Tribunal against the said order and the outcome of the same is awaited.

- (iii) Though there was no formal Whistle Blower Policy as on 31st March, 2014, the Company took cognizance of complaints made and suggestions given by the employees and others. Even anonymous complaints are looked into and whenever necessary suitable corrective steps are taken. No employee of the Company has been denied access to the Audit Committee of the Board of Directors of the Company. The Board has approved the Whistle Blower Policy at its meeting held on 30th May, 2014.
- (iv) The Company has laid down procedures to inform the Board Members about the risk assessment and minimization procedures including risk mitigation mechanisms, which are periodically reviewed and reported to the Board of Directors by senior executives.
- (v) Disclosure of Accounting Treatment different from Accounting Standard in respect of rent of certain extenants which has not been accounted, on legal advice.

Note No. 30.5 forming part of the financial statements, are self-explanatory and give complete information in this regard.

8. Code of Conduct for Board Members and Senior Management:

The Board of Directors has at their meeting held on 27th January, 2006, laid down the Code of Conduct for all Board Members and Members of the Senior Management of the Company. The said Code is also placed on the website of the Company viz. www.mafatlals.com The Board Members and Senior Management Personnel of the Company have affirmed compliance with the Code. The Managing Director of the Company has given declaration to the Company that all the Board Members and Senior Management Personnel of the Company have affirmed compliance with the Code. The Managing Director of the Company have affirmed compliance with the Code. The declaration by the Managing Director & Chief Executive Officer to that effect forms part of this Report.

9. MD/CEO and CFO Certification:

The Managing Director & Chief Executive Officer and the Chief Financial Officer of the Company give annual certification on financial reporting and internal controls to the Board in terms of Clause 49. The Managing Director & Chief Executive Officer and the Chief Financial Officer also give quarterly certification on financial result to the Board in terms of Clause 41.

10. General Body Meetings:

(i) Location and time where last three AGMs were held:

AGM	Location		D	ate		Time	No. o	f Special Resolutions passed
97th AGM	Thakorebhai Desai Hall, Near Law Garden, Ellisbridge Ahmedabad-380 006.	,	23 rd September, 2011 10.30 a.m.			1		
98th AGM	Thakorebhai Desai Hall, Near Law Garden, Ellisbridge Ahmedabad-380 006.	,	19 th Nove	9 th November, 2012		10.30 a.m.		-
99th AGM	Thakorebhai Desai Hall, Near Law Garden, Ellisbridge Ahmedabad-380 006.	,	31 st Ju	luly, 2013 10.30 a.m.				3
Whether spe	cial resolutions:			12.0	Gene	eral Share	holde	ers Information:
a) Were p	ut through postal ballot last ye	ear	:No	A) 1	100th	n Annual Ge	neral	Meeting
Details	of voting pattern		:N.A.	C	Date		:	5th August, 2014
Person	who conducted the postal ball	ot exercise	:N.A.		Time			10.30 a.m.
	posed to be conducted throug		:N.A.		/enue		:	Thakorebhai Desai Hall, Nr. Law Garden, Ellisbridge, Ahmedabad - 380006.
Procedu	ure for postal ballot		:N.A.	B) F	inan	cial Calenda	r :	1st April, 2014 to 31st
11 Mear	s of communication:							March, 2015
	al Results of the Company	are report	ed to as			uarterly Result		By 14th August, 2014 By 15th November, 2014
		:No				rearly)		
	ort sent to Shareholders			Т	Third (Quarterly Resu	lts :	By 14th February, 2015
Quarterly Res which newsp	sults normally published in paper	In Englis: Econom				i Quarter / Aud Results	dited :	By 15th / 30th May, 2015
		In Gujara Econom		C) [Date	of Book Clo	sure :	Monday, 28th July, 2014 to Friday, 1st August, 2014
Any website		:			مامنا بند	and Day magainst	data .	(both days inclusive)
release and t	lso displays official news he presentation made to investors or to the Analysts	:Yes			_istin	•		11th August, 2014 BSE Limited (BSE) (Security Code: 500264)
	nagement Discussion & ort is a part of Annual Report	:Yes						Ahmedabad Stock Exchange Limited (ASE) (Security Code: 34100)

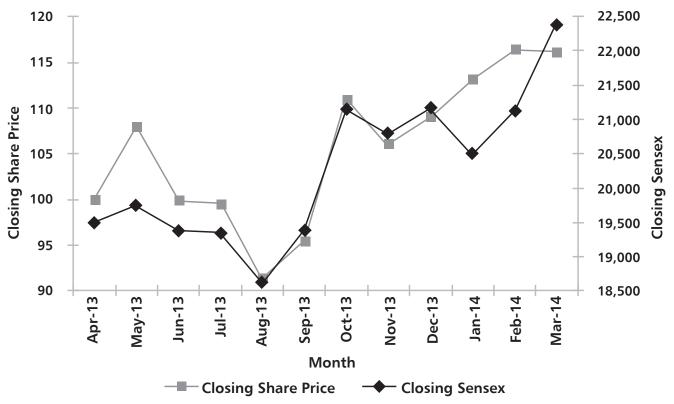
Mafatlal MAFATLAL INDUSTRIES LIMITED

F) Monthly high & low of the shares in the last financial year:

Market Price of the Equity Shares of ₹ 10/- each of the Company on BSE are as under:

Month	Highest (₹)	Lowest (₹)	BSE Sensex Highest	BSE Sensex Lowest	No. of Trades
April, 2013	109.00	88.00	19,622.68	18,144.22	219
May, 2013	117.50	89.05	20,443.62	19,451.26	190
June, 2013	125.00	91.25	19,860.19	18,467.16	220
July, 2013	110.90	91.30	20,351.06	19,126.82	331
August, 2013	103.90	81.10	19,569.20	17,448.71	198
September, 2013	113.00	92.00	20,739.69	18,166.17	250
October, 2013	111.00	89.90	21,205.44	19,264.72	417
November, 2013	121.50	103.50	21,321.53	20,137.67	320
December, 2013	114.90	101.50	21,483.74	20,568.70	323
January, 2014	166.90	108.00	21,409.66	20,343.78	7048
February, 2014	126.90	110.25	21,140.51	19,963.12	2925
March, 2014	125.60	106.00	22,467.21	20,920.98	2782

Performance in comparison to broad based indices:



Company Share Price and BSE Sensex

	Apr-13	May-13	Jun-13	Jul-13	Aug-13	Sep-13	Oct-13	Nov-13	Dec-13	Jan-14	Feb-14	Mar-14
BSE Sensex	19,504	19,760	19,396	19,346	18,620	19,380	21,165	20,792	21,171	20,514	21,120	22,386
MIL Share Price	100.00	108.00	100.00	99.50	91.45	95.60	111.00	106.20	109.00	113.15	116.40	116.20
G) Registrar &	& Share T	Transfer	Agents	: N	//s. Share	pro Servi	ces (India)) Pvt. Ltd.				
	Samhita Warehousing Complex, 2nd Floor,											
	Gala No.52 to 56, Bldg. No.13A-B,											
	Near Sakinaka Telephone Exchange,											
	Andheri-Kurla Road, Sakinaka,											
				Ν	/lumbai- 4	400 072.						
	Tel: 91 22 67720300, 67720400											
	Fax:91 022 28591568/28508927											
				E	mail:shar	epro@sh	areproser	vices.com				

Investor Relations Centre

Sharepro Services (India) Pvt. Ltd.					
1.	912 Raheja Centre	2.	Devnandan Mega Mall		
	Free Press Journal Road		Office No.416-420 4th Floor		
	Nariman Point		Opp. Sanyas Ashram		
	Mumbai 400021		Ashram Road		
	Tel: 91 22 6613 4700		Ahmedabad 380006		
	Fax: 91 22 2282 5484		Tel: 079 26582381 / 84		

H) Share Transfer System:

The Registrar & Transfer Agents of the Company viz. M/s. Sharepro Services (India) Pvt. Ltd., Mumbai are undertaking all the shares related work. The Share Transfer Committee of the Company is comprised of Shri H. A. Mafatlal, Shri P. R. Amin and Shri P. J. Desai. In order to expedite the share transfer, transmission, Split-up, Consolidation, Demat, Remat etc, the necessary statements for approval relating thereto are regularly approved and signed by two Directors (who are members of the Share Transfer Committee) and thereafter the same are placed before the meeting of the Board of Directors of the Company for their noting. The Share transfers are registered and returned within 15 days from the date of receipt if relevant documents are complete in all respects. The shareholders' / investors' grievances are also taken up by our R&T Agent.

Description	No. of Sh	are Holders	Holdings		
(Slab)	Folios	%	No of shares	%	
Upto 50	108328	96.99	522073	3.75	
51-500	2791	2.50	458492	3.30	
501-1000	274	0.24	204772	1.47	
1001-2000	113	0.10	167999	1.21	
2001-3000	36	0.03	90928	0.65	
3001-4000	20	0.02	68067	0.49	
4001-5000	32	0.03	150327	1.08	
5001-10000	29	0.03	197063	1.42	
10001-Above	66	0.06	12053165	86.63	
Total	111689	100.00	13912886	100.00	

I) Distribution of shareholding as on 31.03.2014:

Mafatlal MAFATLAL INDUSTRIES LIMITED

Sr. No.	Category	No. of shares held	%Holding
1	Promoters Holding	10419955	74.89
2	Mutual Fund	9115	0.07
3	Banks, Financial Institutions, Insurance Companies, UTI, Central/State Govt Institutions	364471	2.62
4	FII(Foreign Institutional Investors)	0	0.00
5	Private Corporate Bodies	396845	2.85
6	Indian Public/Trust	2605517	18.73
7	NRI/OCBs/Foreign National	116983	0.84
8	Any Other		
	Total	13912886	100.00

Shareholding pattern as on 31.03.2014

J) Dematerialisation details:

The Shares of the Company are under Compulsory Trading in demat form. The demat code of the Equity Shares of the Company is INE270B01027. As on 31st March, 2014 18,390 shareholders holding 1,33,92,223 Equity Shares have dematerialized their shares which constitutes 96.26% of the total Equity Share Capital of the Company.

- K) Outstanding GDR/ADR/Warrants or any convertible instruments, conversion date and likely impact on equity: Not applicable
- L) Plants / Factories:
- Textiles Units : (Nadiad and Navsari Units are operational)
 1) Nadiad Unit : Kapadvanj Road, Nadiad 387 001.
 2) Navsari Unit : Vejalpore Road, Navsari 396445
 3) Mazgaon Unit : Rambhau Bhogale Marg, Mumbai 400 010.
 Denim Unit : Vejalpore Road, Navsari-396 445.

M) Address for correspondence: Mafatlal Industries Limited

a) Registered Office:

Asarwa Road, Ahmedabad 380 016. Tel: 079 22123944-45 Fax: 079 22123045 Email: ahmedabad@mafatlals.com

b) Corporate Office:

Kaledonia Building, Office No.3, 6th floor Opp. Vijay Nagar Society Sahar Road, Andheri (E) Mumbai 400069 Tel: 91 22 6771 3800 Fax: 91 22 6771 3924

0) Corporate Identity Number:

L17110GJ1913PLC000035

The Company has complied with all the mandatory requirements of Clause 49 and has also complied with one of the non-mandatory requirement viz. setting up of Remuneration Committee.

Annexure to Corporate Governance Report

Declaration regarding affirmation of Code of Conduct

In terms of the requirements of the Clause 49 of the Listing Agreement, this is to confirm that all the members of the Board and the senior management personnel have affirmed compliance with the Code of Conduct for the year ended 31st March, 2014.

Mumbai,

Dated: 30th May, 2014

Rajiv Dayal

Managing Director & Chief Executive Officer

Mafatlal

Regd. Off.: Asarwa Road, Ahmedabad 380 016. India T: 91 79 2212 3944 / 45 F: 91 79 2212 3045 Corp. Off.: Kaledonia Building, 6th Floor, Opp. Vijay Nagar Society, Sahar Road, Off Western Express Highway, Andheri (East), Mumbai 400 060 Tel No. 022 67713800 Website: www.mafatlals.com 13PI C000035 E-Mail id : ahmedabad@mafatlals.com

MAFATLAL INDUSTRIES LIMITED ' Tel No. 022 6 Corporate identification No. L17110GJ1913PLC000035

AUGUST 06, 2014

To: BSE Limited Phiroze Jeejeebjhoy Towers, Dalal Street, <u>Mumbai-400001</u>

To: Ahmedxabad Stock Exchange Limited Kamdhenu Complex, Opp:Sahajananda College, Panjara Pole,<u>Ahmedabad-380015</u>

BSE Code: 500264

ASE Code: 34100

Dear Sir,

Sub:- Disclosure pertaining to voting results of the 100TH Annual General Meeting Ref : Clause 35A of the Listing Agreement

Sub: 100th Annual General Meeting of the Company

This is to inform you at the 100th Annual General Meeting of the Company held on 5th August, 2014, at Thakorebhai Desai Hall, Near Law Garden, Ellis bridge, Ahmedabad-380 006.

The Company, has arranged for electronic voting by shareholders during 30th July,2014 to 1st August,2014.Accordingly, the Scrutinizers Report was received by the Company in respect of evoting done.

Poll was taken on all the Resolutions in respect of Item No.1 to Item No.16 of the Notice of the 100th Annual General Meeting held on 5th August, 2014.

The details of voting results of the Poll ordered at the AGM and the electronic voting opted by the shareholders on all the resolutions is attached herewith.

Pursuant to the provisions of Clause 35A of the Listing Agreement, we furnish herewith the relevant details in the prescribed format. We also enclose herewith copies of:

(1).Scrutinizers Report dated 4th August, on the e-voting

(2) Joint Report of two Scrutinizers dated 5th August, 2014 on voting by poll

Kindly acknowledge the receipt and take the above on record. Thanking you, Yours faithfully, For MAFATLAL INDUSTRIES LIMITED.

ASHISH KARANJI COMPANY SECRETARY Encls: As above.



ARVIND MAFATLAL GROUP The ethics of excellence

<u>ANNEXURE</u>

Details in respect of the 100th Annual General Meeting held at Thakorebhai Desai Hall, Near Law Garden, Ellisbridge, Ahmedabad-380 006, pursuant to Clause 35A of the Listing Agreement with the Stock Exchanges.

1.	Date of the AGM	Tuesday, the 5 th August, 2014, at 10.30.A. M.
2.	Total Number of Shareholders on record date	110984
3.	Number of Shareholders present in the Meeting in person or proxy	
	Promoter or Promoter Group Public	128 172
		300
4.	Number of Shareholders attended the Meeting through Video Conferencing : Promoter or Promoter Group Public	NOT ARRANGED

5. Details of Agenda approved:

Item	Brief details of Resolution	Resolution	Mode of Voting:	Remarks
No.	· · · · · · · · · · · · · · · · · · ·		(Poll & E-voting)	
1	Adoption of the audited Balance Sheet as	Ordinary	E-voting & Poll	Passed with
	at March 31, 2014, the audited Statement			requisite Majority
	of Profit and Loss for the financial year			
	ended on that date and the reports of the			
	Board of Directors' and Auditors' thereon			
2	Declaration of dividend on equity shares	Ordinary	E-voting & Poll	Passed with
ļ	for the financial year ended on 31 st			requisite Majority
	March, 2014		 	<u> </u>
3	Re-appointment of Shri H A Mafatlal who	Ordinary	E-voting & Poll	Passed with
	retires by rotation and being eligible,			requisite Majority
	offers himself for reappointment.			<u> </u>
4	Appointment of statutory auditors and	Ordinary	E-voting & Poil	Passed with
	fixing their remuneration			requisite Majority
5	Apointment of M/s. Sorab S Engineer &	Ordinary	E-voting & Poll	Passed with
	Co, Chartered Accountants, as branch			requisite Majority
	auditors.			
6	Appointment of M/s. C C Chokshi & Co.,	Ordinary	E-voting & Poll	Passed with
	Chartered Accountants as branch auditors			requisite Majority
7	Appointment of Shri P R Amin as	Ordinary	E-voting & Poll	Passed with
L	Independent Director	<u> </u>		requisite Majority



8	Appointment of Shri N K Parikh as Independent Director	Ordinary	E-voting & Poll	Passed with requisite Majority
9	Appointment of Shri V R Gupte as Independent Director	Ordinary	E-voting & Poll	Passed with requisite Majority
10	Appointment of Shri P N Kapadia as Independent Director	Ordinary	E-voting & Poli	Passed with requisite Majority
11	Consent to Mortgage/Charge/Encumberances under the provisions of section 180(1)(a)	Special	E-voting & Poll	Passed with requisite Majority
12	Consent for borrowings under section 180 (1)(c)	Special	E-voting & Poll	Passed with requisite Majority
13	Approval of excess payment of managerial remuneration	Special	E-voting & Poll	Passed with requisite Majority
14	Approval of remuneration to Shri I V Jagtiani, cost auditors	Ordinary	E-voting & Poll	Passed with requisite Majority
15	Approval of remuneration to Shri B C Desai, Cost Auditors.	Ordinary	E-voting & Poll	Passed with requisite Majority
16	Approval of keeping all documents u/s.88 at the office of Registrar & Share Transfer Agents of the Company	Special	E-voting & Poll	Passed with requisite Majority

For MAFATLAL INDUSTRIES LIMITED,

ASHISH KARANIL COMPANY SECRETARY

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		MAF	ATLAL INDUSTRIES L	MITED (CIN: L17110	GJ1913PLC000035)				
			Cla	use 35A (Physical)					
Resolution 1									
1				% of Votes Polled			% of Votes In		
	•			on outstanding			favour on votes	% of Votes against	
	Total Ballot	No. of shares held	No. of votes polled	shares	No. of Votes – In	No. of Votes –	polled (6)=[(4)/(2)]	on votes polled	
Promoter/Public	Forms	(1)	(2)	(3)=[(2)/(1)]* 100	favour (4)	against (5)	*100	(7)=[(5)/(2)] +100	
Promoter and Promoter Group	125	10419955	8516135	81,729096	8516135	0	100.000000		
Public – Institutional holders	0	373586	0	0.000000	0	0	0.000000	0.000000	
Public-Others	128	3119345	2767	0.088705	2767	0	100.000000	0.000000	
Total	253	13912886	8518902	61.230301	8518902	0	100.000000	0.000000	
r <u></u>									
MAFATLAL INDUSTRIES LIMITED (CIN : L17110G)1913PLC000035)									

<u> </u>			Cla	use 35A (Physical)			· · · · ·			
Resolution 2										
	% of Votes Polled % of Votes In									
(on outstanding			favour on votes	% of Votes against		
	Total Baliot	No. of shares held	No. of votes polled	shares	No. of Votes – in	No. of Votes	polled (5)=[(4)/(2)]	on votes polled		
Promoter/Public	Forms	(1)	(2)	(3)=[(2)/(1]]* 100	favour (4)	against (5)	*100	(7)=[(5)/(2)] *100		
Promoter and Promoter Group	125	10419955	8516135	81.729096	8516135	0	100.000000	0.000000		
Public Institutional holders	0	373586	0	0.000000	0	0	0.000000	0.000000		
Public-Others	126	3119345	2764	0.088608	2764	0	100.000000			
Total	251	13912886	8518899	61.230280	8518899	0	100.000000			

		MAF	ATLAL INDUSTRIES L	MITED (CIN : L17110	GJ1913PLC000035)				
Clause 35A (Physical)									
				Resolution 3					
i i				% of Votes Polled			% of Votes In		
				on outstanding			favour on votes	% of Votes against	
	Total Ballot	No. of shares held	No. of votes polled	shares	No. of Votes – in	No. of Votes	polied (6)=[(4)/{2)]	on votes polled	
Promoter/Public	Forms	(1)	(2)	(3)=[(2)/(1)]* 100	favour (4)	against (5)	*100	(7)=[(5)/(2)] *100	
Promoter and Promoter Group	125	10419955	8516135	81.729096	8516135	0	100.000000		
Public – Institutional holders	0	373586	0	0.000000	0	0	0.000000	0.000000	
Public-Others	126	3119345	2765	0.088640	2765	0	100.000000	0.000000	
Total	251	13912886	8518900	61.230287	8518900	0	100.000000		

		MAF	ATLAL INDUSTRIES L	MITED (CIN: L17110	GJ1913PLC000035)					
Clause 35A (Physical)										
				Resolution 4						
)	% of Votes Polied % of Votes In									
			-	on outstanding			favour on votes	% of Votes against		
	Total Ballot	No. of shares held	No. of votes polled	shares	No. of Votes – in	No. of Votes –	polled (6)=[(4)/(2)]	on votes polled		
Promoter/Public	Forms	(1)	(2)	(3)=[(2)/(1)]* 100	favour (4)	against (5)	*100	(7)=[(5)/(2)] *100		
Promoter and Promoter Group	125	10419955	8516135	81,729096	8516135	0	100.000000			
Public – Institutional holders	0	373586	0	0.000000	0	. 0	0.000000	0.000000		
Public-Others	125	3119345	2763	0.088576	2763	0	100.000000	0.0000000		
Total	250	13912886	8518898	61.230272	8518898	0	100.000000	0.000000		

		MAF	ATLAL INDUSTRIES L	MITED (CIN: L17110	GJ1913PLC000035)						
	Clause 35A (Physical)										
<u> </u>				Resolution 5							
i l	% of Votes Polled % of Votes in										
	on outstanding favour on votes % of Votes against										
	Total Ballot	No. of shares held	No. of votes polled	shares	No. of Votes – in	No. of Votes –	polled (6)=[(4)/(2)]	on votes polled			
Promoter/Public	Forms	(1)	(2)	(3)=[(2)/(1)]*100	favour (4)	against (5)	*100	(7)=[(5)/(2)] *100			
Promoter and Promoter Group	125	10419955	8516135	81.729096	8516135	0	100.000000				
Public – Institutional holders											
Public-Others											
Total	249	13912886	8518896	61.230258	8518896	0	100.000000	0.000000			

	MAFATLAL INDUSTRIES LIMITED (CIN : L17110GJ1913PLC000035)									
Clause 35A (Physical)										
	Resolution 6									
		· · · · · · · · · · · · · · · · · · ·		% of Votes Polled			% of Votes in	1		
	on Outstanding favour on votes % of Votes against									
1	Total Ballot	No. of shares held	No. of votes polled	shares	No. of Votes – in	No. of Votes –	polled (6)=[(4)/(2)]	on votes polled		
Promoter/Public	Forms	(1)	(2)	<u>(3)=[(2)/(1)]*100</u>	favour (4)	against (5)	*100	(7)=[(5)/(2)] *100		
Promoter and Promoter Group	125	10419955	8516135	81.729096	8516135	0	100.000000	0.000000		
Public – Institutional holders	0	373586	0	0.000000.0	0	0	0.00000.0	0.00000.0		
Public-Others	125	3119345	2762	0.088544	2762	0	100.000000	0.00000		
Total	250	13912886	8518897	61.230265	8518897	0	100.000000	0.000000		



	MAFATLAL INDUSTRIES LIMITED (CIN:L17110G/1913PLC000035)									
Clause 35A (Physical)										
				Resolution 7						
				% of Votes Polled			% of Votes In	·		
}				on outstanding	1		favour on votes	% of Votes against		
	Total Ballot	No. of shares held	No. of votes polied	shares	No. of Votes – In	No. of Votes -	polled (6)=[(4)/(2)]	on votes polled		
Promoter/Public	Forms	(1)	(2)	(3)~[(2)/(1)]* 100	favour (4)	_ against (5)	*100	(7)=[(5)/(2)] *100		
Promoter and Promoter Group	125	10419955	8516135	81.729096	8516135		100.000000			
Public – Institutional holders	0	373586	0	0.000000	0		0.000000	0.000000		
Public-Others	125	3119345	2763	0.088576	2763	0	100.000000	0.00000.0		
Total	250	13912886	8518898	61.230272	8518898	0	100.000000			

	MAFATLAL INDUSTRIES LIMITED (CIN : L17110GJ1913PLC000035)										
	Clause 35A (Physical)										
	Resolution 8										
1	% of Votes Patied % of Votes in										
				on outstanding			favour on votes	% of Votes against			
}	Total Ballot	No. of shares held	No. of votes polled	shares	No. of Votes – in	No. of Votes -	polied (6)=[(4)/(2)]	on votes polled			
Promoter/Public	Forms	(1)	(2)	(3)=[(2)/(1)]* 1 <u>00</u>	favour (4)	against (5)	*100	(7)=[(5)/(2)] *100			
Promoter and Promoter Group	<u>12</u> 5	10419955	8516135	81.729096	8516135	0	100.000000				
Public – Institutional holders	0	373586	0	0.000000	0	0	0.000000	0.000000			
Public-Others	126	3119345	2765	0.088640	2765	0	100.000000	0.000000			
Total	251	13912886	8518900	61.230287	8518900	0	100.000000	0.000000			

		MAF	ATLAL INDUSTRIES LI	MITED (CIN : L17110	GJ1913PLC000035)					
Clause 35A (Physical)										
	Resolution 9									
				% of Votes Polled			% of Votes in			
		i		on outstanding			favour on votes	% of Votes against		
]	Total Ballot	No. of shares held	No. of votes polied	shares	No. of Votes – In	No. of Votes –	polled (6)=[(4)/(2)]	on votes polled		
Promoter/Public	Forms	(1)	(2)	(3)=[(2)/(1)]* 100	favour (4)	əgəinst (5)	*100	(7)=[(5)/(2)] *100		
Promoter and Promoter Group	125	10419955	8516135	81.729096	8516135	0	100.000000			
Public – Institutional holders	0	373586	0	0.000000	0	0	0.00000	0.000000		
Public-Others	125	3119345	2763	0.088576	2763	0	100.000000	0.000000		
Total	250	13912886	8518898	61.230272	8518898	0	100,000000			

l		MAF	ATLAL INDUSTRIES L	MITED (CIN: L17110	GJ1913PLC000035)					
Clause 35A (Physical)										
				Resolution 10						
i l			· · ·	% of Votes Polled			% of Votes in			
				on outstanding		1	favour on votes	% of Votes against		
l I	Total Ballot	No. of shares held	No. of votes polled	shares	No. of Votes – in	No. of Votes –	polied (6)=[(4)/(2)]	on votes polled		
Promoter/Public	<u>Forms</u>	(1)	(2)	<u>(3)=[(2)/(1)]* 100</u>	_ favour (4)	against (5)	*100	(7)=[(5)/(2)] *100		
Promoter and Promoter Group	125	10419955	8516135	81.729096	8516135	0	100.000000			
Public – Institutional holders	0	373586	0	0.000000	0	0	0.000000	0.000000		
Public-Others	126	3119345	2764	0.088608	2764	0	100.000000			
Total	251	13912886	8518899	61.230280	8518899	0	100.000000	0.000000		

	MAFATLAL INDUSTRIES LIMITED (CIN : L17110G/1913PLC000035)									
Ciause 35A (Physical)										
				Resolution 11						
				% of Votes Polled			% of Votes in			
	i			on outstanding	1		favour on votes	% of Votes against		
	Total Ballot	No. of shares held	No. of votes polled	shares	No. of Votes – In	No. of Votes	polled (6)=[(4)/(2)]	on votes polled		
Promoter/Public	<u>Forms</u>	(1)	(2)	(3)=[(2)/(1)]* 100	favour (4)	against (5)	*100	(7)=[(5)/(2)] *100		
Promoter and Promoter Group	125	10419955	8516135	81.729096	8516135	0	100.000000	0.000000		
Public – Institutional holders	0	373586	0	0.000000	0	0	0.000000	0.000000		
Public-Others	125	3119345	2763	0.088576	2761	2	99.927615	0.072385		
Total	250	13912886	8518898	61.230272	8518896	2	99.999977	0.000023		

	MAFATLAL INDUSTRIES LIMITED (CIN : L17110G/1913PLC000035)									
	Clause 35A (Physical)									
				Resolution 12						
	% of Votes Polled % of Votes in									
)				on outstanding	Ì		favour on votes	% of Votes against		
	Total Ballot	No. of shares held	No. of votes polled	shares	No. of Votes – in	No. of Votes -	polied (6)=[(4)/(2)]	on votes polled		
Promoter/Public	Forms	(1)	(2)	(3)=[(2)/(1)]* 100	favour (4)	against (5)	*100	(7)=[(5)/(2)] *100		
Promoter and Promoter Group	125	10419955	8516135	81.729096	8516135	0	100.000000	0.000000		
Public – Institutional holders	0	373586	0	0.000000	0	0	0.000000	0.000000		
Public-Others	126	3119345	2765	0.088640	2765	0	100.000000	0.000000		
Total	251	13912886	8518900	61.230287	8518900	0	100.000000	0.000000		



		MAF	ATLAL INDUSTRIES LI	MITED (CIN : L17110	GJ1913PLC000035)	_		······································
L			Cia	use 35A (Physical)				
<u></u>				Resolution 13				
!				% of Votes Polled			% of Votes In	<u> </u>
{ · · · · · · · · · · · · · · · · · · ·				on outstanding			favour on votes	% of Votes against
	Total Ballot	No. of shares held	No. of votes polled	shares	No. of Votes – In	No. of Votes -	polled (6)=[(4)/(2)]	on votes polled
Promoter/Public	Forms	(1)	(2)	(3)={(2)/(1)}* 100	favour (4)	against (5)	+100	(7)=[(5)/(2)] +100
Promoter and Promoter Group	125	10419955	8516135	81.729096	8516135		100.000000	
Public – Institutional holders	0	373586	0	0.000000	0	0	0.000000	0.00000.0
Public-Others	125	3119345	2763	0.088576	2735	28	98.986609	1.013391
[Total	250	13912886	8518898	61.230272	8518870	28	99.999671	0.000329

		MAF	ATLAL INDUSTRIES L	MITED (CIN: L17110	GJ1913PLC000035)			
			Cla	use 35A (Physical)				
				Resolution 14				
				% of Votes Polled			% of Votes In	
(l	on outstanding			favour on votes	% of Votes against
	Total Ballot	No. of shares held	No. of votes polled	shares	No. of Votes – in	No. of Votes –	polled (6)=[(4)/(2)]	on votes polled
Promoter/Public	Forms	(1)	(2)	(3)=[(2)/(1)]* 100	favour (4)	against (5)	*100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	125	10419955	8516135	81.729096	8516135	0	100.000000	0.000000
Public – Institutional holders	0	373586	0	0.000000	0	0	0.000000	0.000000
Public-Others	127	3119345	2766	0.088672	2738	28	98.987708	
Totel	252	13912886	8518901	61.230294	8518873	28	99.999671	0.000329

		MA	ATLAL INDUSTRIES L	MITED (CIN : L17110	G/1913PLC000035)			
<u> </u>			Cla	use 35A (Physical)				
				Resolution 15				
}				% of Votes Polled			% of Votes in	
				on outstanding			favour on votes	% of Votes against
	Total Bailot	No. of shares held	No. of votes polled	shares	No. of Votes in	No. of Votes –	polled (6)=[(4)/(2)]	on votes polled
Promoter/Public	Forms	(1)	(2)	(3)=[(2)/(1)]* 100	favour (4)	against (5)	*100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	125	10419955	8516135	81.729096	8516135	0	100.000000	
Public – Institutional holders	0	373586	0	0.000000	0	0	0.000000	0.000000
Public-Others	125	3119345	2763	0.088576	2735	28	98.986609	1.013391
Total	250	13912886	8518898	61.230272	8518870	28	99,999671	0.000329

		MAF	ATLAL INDUSTRIES L	MITED (CIN: L17110	GJ1913PLC000035)			
			Cia	use 35A (Physical)			·····	
				Resolution 16			··	
Promoter/Public	Total Ballot Forms	(1)	NO. of votes polled (2)	(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	125	10419955	8516135	81.729096	8516135	0	100.000000	0.000000
Public – Institutional holders	0	373586	0	0.000000	0	0	0.000000	0.000000
Public-Others	128	3119345	2768	0.088737	2768	0	100,000000	0.000000
Total	253	13912886	8518903	61,230308	8518903	0	100.000000	0.000000



		MA	FATLAL INDUSTRIES		GI1913PLC000035)			
			Cia	use 35A (e-Voting)				
	· · · · ·		·	Resolution 1				
	l		Į –	% of Votes Polled			% of Votes in	
	Tabal D-H	No al al a ser		on outstanding			favour on votes	% of Votes again
B (0_1)/	Total Ballot	No. of shares held	No. of votes polled		No. of Votes – In	No. of Votes –	polled (6)=[(4)/(2)]	on votes polled
Promoter/Public	Forms	(1)	(2)	(3)=[(2]/(1)]* 100	favour (4)	against (5)	*100	<u>{7}={{5}/{2}} *10</u>
Promoter and Promoter Group	25		40470		40467	3	99.992587	0.0074
Public – Institutional holders	25			10.833115	40469	2	99,995058	0.0049
Public-Others	26			1.297452	40460	12	99,970350	0.0296
Total	76	13912886	121413	0.872666	121396	17	99.985998	0.0140
		MA	FATLAL INDUSTRIES L	IMITED (CIN : L1711	GJ1913PLC000035)			
			Cla	use 35A (e-Vating)				
	·			Resolution 2				
				% of Votes Polled			% of Votes in	
	ļ	ſ		on outstanding	ļ - ļ		favour on votes	% of Votes again
	Total Ballot	No. of shares held	No. of votes polied	shares	No. of Votes - in	No. of Votes -	polled (6)=[(4)/(2)]	on votes polled
Promoter/Public	Forms	(1)	(2)	(3)=[(2)/(1)]* 100	favour (4)	against (5)	*100	(7)=[(5]/(2)] *10
Promoter and Promoter Group	o o		0		0	0		0.0000
Public – Institutional holders	0				0	0		0.0000
Public-Others	Ö		0		0		0.000000	0.0000
Yotal	0							6\$535.0000
			·		<u>%</u>	<u>-</u>	1. 03535.00000	000033.0000
		MAA	ATLAL INDUSTRIES L	MITED (CIN+11711	GI1913PI COOM2E			
				use 35A (e-Voting)				·
				Resolution 3				
	_	·	r	% of Votes Polled			A7 - 411 7	
	1		1 .	on outstanding	[% of Votes in	
I	Total Ballot	No. of shares held	No. of votes polled		No of Voter - 1	No. 4611 -	favour on votes	% of Votes again
Promoter/Public	Forms	(1)		shares	No. of Votes ~ in	No. of Votes ~	polled (6)=[{4)/(2)]	on votes polled
Promoter and Promoter Group		10419955	(2)	(3)=[(2)/(1)]* 100	favour (4)	against (5)	*100	(7)=[(5)/(2)] *10
Promoter and Promoter Group	0			0.000000	0	0	0.000000	0.0000
Public-Others	0		0			0	0.000000	0.0000
				0.000000	0	0	0.000000	0.0000
Total	0	13912886	[0	0.000000	0	0	65535.000000	65535.0000
· · · · · · · · · · · · · · · · · · ·		MAG	ATLAL INDUSTRIES	MITED ICIN 117110	(2110120) (0000020)			
					G1913PLC00035)			
			0a	use 35A (e-Voting)				
	··	r		Resolution 4				
				% of Votes Polled			% of Votes In	
				on Outstanding			favour on votes	% of Votes again:
	Total Ballot	No. of shares held	No. of votes polled	shares	No. of Votes – In	No. of Votes -	polled (6)=[(4)/(2)]	on votes polled
Promoter/Public	Forms	(1)	(2)	(3)=[(2)/(1)]* 100	favour (4)	against (5)	*100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	. 0	10419955		0.000000	D	0	0.000000	0.0000
Public - Institutional holders	0	373586	0	0.000000	0	0	0.000000	0.00000
Public-Others	0	3119345	0	0.000000	0	0	0.000000	0.00000
					0	0	65535.000000	65535.00000
Total	0	13912886	0	0.0000000			05522.0000000	
rotal	0	13912886	0	0.000000	<u>_</u>		055555.0000001	
rotal	0		ATLAL INDUSTRIES LI					
	0		ATLAL INDUSTRIES					
	0		ATLAL INDUSTRIES	MITED (CIN : 117110				
	0		ATLAL INDUSTRIES	MITED (CIN : L17110 use 35A (e-Voting) Resolution 5				
	0		ATLAL INDUSTRIES	MITED (CIN : L17110 use 35A (e-Vating) Resolution 5 % of Votes Polled			% of Vates in	
	Total Ballot	MAF	ATLAL INDUSTRIES LI Clai	MITED (CIN : L17110 use 35A (e-Voting) Resolution 5 % of Votes Polled on Outstanding	G1913PLC000035)		% of Votes in favour on votes	% of Votes agains
<u>Promoter/Public</u>	Total Ballot	MAF	ATLAL INDUSTRIES LI Clar No. of votes polied	MITED (CIN : L17110 ise 35A (e-Vating) Resolution 5 % of Votes Polled on outstanding shares	G11913PLC000035}	No. of Votes -	% of Vates in favour on votes polied (6)=](4)/(2)]	% of Votes again: on votes polled
Promoter/Public	Total Ballot Forms	MAF No. of shares held (1)	ATLAL INDUSTRIES LI Clar No. of votes polled (2)	MITED (CIN: L17110 use 35A (e-Voting) Resolution 5 % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	G1913PLC000035} No. of Votes - in favour (4)	No. of Votes - against (5)	% of Vates in favour on vates polied (6)-[(4)/(2)] *100	% of Votes again: on votes polied {7}=[(5)/(2)] *100
Promoter/Public Promoter and Promoter Group	Total Ballot Forms 0	MAF No. of shares held (1) 10419955	ATLAL INDUSTRIES LI Clai No. of votes polied (2) 0	MITED (CIN : L17210 use 35A (e-Voting) Resolution 5 % of Votes Polied on outstanding shares (3)=[(2)/(1)]* 200 0,000000	G1913PLC009035) No. of Votes - In favour (4) 0	No. of Votes - against (5) 0	% of Vates in favour on votes polled (6)=[(4)/(2)] +100 0.000000	% of Votes again; on votes polied {7}=[(\$)/{2}] *10(0.00000
Promoter/Public Promoter and Promoter Group Public – Institutional holders	Total Ballot Forms 0	MAF No. of shares held (1) 10419955 373586	ATLAL INDUSTRIES LI Clat No. of votes polied (2) 0 0	MITED (CIN : L17110 use 35A (e-Voting) % of Votes Polled on outstanding shares (3)=[(2)/(1)*100 0,000000 0,000000	G(1913PLC000035) No. of Votes - In favour (4) 0	No. of Votes - against (5) 0 0	X of Vates in favour on votes polled (6)=[(4)/(2)] +100 0.000000 0.000000	% of Votes again; on votes polied {7}=[(5)/(2)] *100 0.00000 0.00000
Promoter/Public Promoter and Promoter Group Public – Institutional holders Public-Others	Totał Ballot Forms 0 0 0	MAF No. of shares held (1) 10419955 373586 3119345	ATLAL INDUSTRIES LI Clar No. of votes polied (2) 0 0 0 0	MITED (CIN : L17110) use 35A (e-Voting) Resolution 5 % of Votes Polled on outstanding shares (3)=](2)/(1)]* 100 0.000000 0.000000 0.000000	G(1913PLC000035) No. of Votes - In favour (4) 0 0 0	No. of Votes - against (5) 0 0 0	% of Vates in favour on votes polled (6)=[(4)/(2)] *100 0.000000 0.000000 0.000000	% of Votes again: on votes polled {7}=[(5)/(2)] *100 0.00000 0.00000 0.00000
Promoter/Public Promoter and Promoter Group Public – Institutional holders Public-Others	Total Ballot Forms 0	MAF No. of shares held (1) 10419955 373586	ATLAL INDUSTRIES LI Clat No. of votes polied (2) 0 0	MITED (CIN : L17110 use 35A (e-Voting) % of Votes Polled on outstanding shares (3)=[(2)/(1)*100 0,000000 0,000000	G(1913PLC000035) No. of Votes - In favour (4) 0	No. of Votes - against (5) 0 0	X of Vates in favour on votes polled (6)=[(4)/(2)] +100 0.000000 0.000000	% of Votes agains on votes polled {7}=[(5)/(2)} *10 0.00000 0.00000 0.00000
Promoter/Public Promoter and Promoter Group Public – Institutional holders Public-Others	Totał Ballot Forms 0 0 0	MAF No. of shares held [1] 10419955 37386 3119345 13912886	ATLAL INDUSTRIES LI Clat No. of votes polled (2) 0 0 0 0	MITED (CIN : L1711) use 35A (e-vating) Resolution 5 % of Votes Polled on outstanding shares (3)=[(2)/(1)! 100 0,000000 0,000000 0,000000 0,000000 0,000000	G11913PLC000035) No. of Votes - in favour (4) 0 0 0 0	No. of Votes - against (5) 0 0 0	% of Vates in favour on votes polled (6)=[(4)/(2)] *100 0.000000 0.000000 0.000000	% of Votes agains on votes polled (7)=[(5)(2)] *10 0.00000 0.00000 0.00000 0.5533.00000
Promoter/Public Promoter and Promoter Group Jublic - Institutional holders Public-Others	Totał Ballot Forms 0 0 0	MAF No. of shares held [1] 10419955 37386 3119345 13912886	ATLAL INDUSTRIES LI Clar No. of votes polied (2) 0 0 0 0 0 0 0 0 0 0 0	MITED (CIN : L17110) Resolution 5 % of Votes Polled on outstanding shares (3)=](2)/(1) * 100 0.0000000 0.000000 0.0000000 0.00000000	G11913PLC000035) No. of Votes - in favour (4) 0 0 0 0	No. of Votes - against (5) 0 0 0	% of Vates in favour on votes polled (6)=[(4)/(2)] *100 0.000000 0.000000 0.000000	% of Votes agains on votes polled {7}=[(5)/(2)} *10 0.00000 0.00000 0.00000
Promoter/Public Promoter and Promoter Group Jublic – Institutional holders Public-Others	Totał Ballot Forms 0 0 0	MAF No. of shares held [1] 10419955 37386 3119345 13912886	ATLAL INDUSTRIES LI Clar No. of votes polied (2) 0 0 0 0 0 0 0 0 0 0 0	MITED (CIN : L17110 use 35A (e-Voting) Resolution 5 % of Votes Polled on outstanding shares (3)=](2)/(1)]* 100 0.000000 0.000000 0.000000 0.000000 0.000000	G11913PLC000035) No. of Votes - in favour (4) 0 0 0 0	No. of Votes - against (5) 0 0 0	% of Vates in favour on votes polled (6)=[(4)/(2)] *100 0.000000 0.000000 0.000000	% of Votes agains on votes polled {7}=[(5)/(2)} *10 0.00000 0.00000 0.00000
Promoter/Public Promoter and Promoter Group Public – Institutional holders Public-Others	Totał Ballot Forms 0 0 0	MAF No. of shares held [1] 10419955 37386 3119345 13912886	ATLAL INDUSTRIES LI Clar No. of votes polied (2) 0 0 0 0 0 0 0 0 0 0 0	MITED (CIN : L17110 use 35A (e-Voting) Resolution 5 % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 0.000000 0.000000 0.000000 0.000000 0.000000	G11913PLC000035) No. of Votes - in favour (4) 0 0 0 0	No. of Votes - against (5) 0 0 0	% of Vates in favour on votes polled (6)=[(4)/(2)] *100 0.000000 0.000000 65535.000000	% of Votes agains on votes polled {7}=[(5)/(2)} *10 0.00000 0.00000 0.00000
Promoter/Public Promoter and Promoter Group Public – Institutional holders Public-Others	Totał Ballot Forms 0 0 0	MAF No. of shares held [1] 10419955 37386 3119345 13912886	ATLAL INDUSTRIES LI Clar No. of votes polied (2) 0 0 0 0 0 0 0 0 0 0 0	MITED (CIN : L17110) see 35A (e-Voting) Resolution 5 % of Votes Polled on outstanding shares (3)=](2)/(1)* 100 0.00000 0.00000 0.00000 0.000000 0.000000 0.000000 0.000000 0.000000 0.000000 0.000000 0.000000 0.000000 0.0000000 0.00000000	G11913PLC000035) No. of Votes - in favour (4) 0 0 0 0	No. of Votes - against (5) 0 0 0	X of Vates in favour on votes polled (6)=[(4)/(2)] *100 0.000000 0.000000 65535.000000 55535.000000	% of Votes agains on votes polled (7)=[(5)/(2)] *10(0.0000(0.0000(6.5533.0000(
Promoter/Public Promoter and Promoter Group Public – Institutional holders Public-Others	Total Ballot Forms 0 0 0 0	MAF No. of shares held (1) 10419955 373586 3119345 13912886 MAF	ATLAL INDUSTRIES LI Clar (2) 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	MITED (CIN : L17110 ISE 35A (e-Voting) Resolution 5 % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 0.0000000 0.000000 0.000000 0.000000 0.000000 0.0000000 0.000000 0.0000000 0.00000000	G[1913PLC000035] No. of Votes - In favour (4) 0 0 0 0 0 0 0 0 0 0 0 0 0	No. of Votes - against (5) 0 0 0 0	% of Vates in favour on votes polled (6)-[(4)/(2)] *100 0.000000 0.000000 0.000000 65535.000000 65535.000000 % of Votes in favour on votes %	% of Votes again: on votes polled (7)=[(5)/(2)] *100 0.00000 0.00000 55533.00000
Promoter and Promoter Group Public - Institutional holders Public-Others Total	Total Ballot Forms 0 0 0 0 0 0 0 0 0 0	MAF No. of shares held (1) 10419955 373886 3119345 13912886 MAF No. of shares held	ATLAL INDUSTRIES LI Clar No. of votes polied (2) 0 0 0 0 0 0 0 0 0 0 0	MITED (CIN : L17110 use 35A (e-Voting) Resolution 5 % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 200 0,000000 0,000000 0,000000 0,000000 0,000000	G11913PLC000035) ND: of Votes - In favour (4) 0 0 0 0 0 0 0 0 0 0 0 0 0	No. of Votes - against (5) 0 0 0	X of Vates in favour on votes polled (6)=[(4)/(2)] *100 0.000000 0.000000 65535.000000 55535.000000	% of Votes again; on votes polled {7]=[(5)/(2)] *10(0.0000(0.00000 55535.00000
Promoter/Public Promoter and Promoter Group Public-Institutional holders Public-Others Total.	Total Ballot Forms 0 0 0 0 0 0	MAF No. of shares held (1) 10419955 373586 311945 13912886 MAF NO. of shares held (1)	ATLAL INDUSTRIES LI Clar No. of votes polied (2) 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	MITED (CIN : L17110 use 35A (e-voting) Resolution 5 % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 0.000000 0.000000 0.000000 0.000000 0.000000	G[1913PLC000035] No. of Votes - In favour (4) 0 0 0 0 0 0 0 0 0 0 0 0 0	No. of Votes - against (5) 0 0 0 0 0 0 0 0 0 0	% of Vates in favour on votes polled (6)-[(4)/(2)] *100 0.000000 0.000000 0.000000 65535.000000 65535.000000 % of Votes in favour on votes %	% of Votes agains on votes polied (7)=((5)/(2)) *10 0.0000 0.0000 6.5533.0000 6.5533.0000 % of Votes agains on votes polied
Promoter/Public Promoter and Promoter Group Public - Institutional holders Public-Others Fotal Promoter/Public Promoter and Promoter Group	Total Ballot Forms 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 1 0 1	MAF No. of shares held (1) 10419955 373586 3119345 13912886 MAF NO. of shares held {1) 10419955	ATLAL INDUSTRIES LI Gat No. of votes polied (2) 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	MITED (CIN : L17110 ISE 35A (e-Voting) Resolution 5 % of Votes Polled on outstanding shares (3)=[(2)/(1)* 100 0.000000 0.000000 0.000000 0.000000 0.000000 0.000000 0.000000 0.000000 MITED (CIN : L17110 ISE 35A (e-Voting) Resolution 6 % of Votes Polled on outstanding shares (3)=[(2)/(1)* 100 0.000000	G11913PLC000035) ND: of Votes - In favour (4) 0 0 0 0 0 0 0 0 0 0 0 0 0	No. of Votes - against (5) 0 0 0 0 0 0 0 0 0	% of vates in favour on vates polled (6)=[(4)/(2)] *100 0.000000 0.000000 65535.000000 65535.000000 % of vates in favour on vates polled (6)=[(4)/(2)]	 % of Votes agains on votes polled (7)=[(5)/(2)] *10(0.00000; 0.00000;
Promoter/Public Promoter and Promoter Group Public - Institutional holders Total. Promoter/Public Promoter/Public Promoter and Promoter Group Public - Institutional holders	Total Ballot Forms 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	MAF No. of shares held (1) 10419955 373586 311945 13912886 MAF NO. of shares held (1)	ATLAL INDUSTRIES LL Clar No. of votes polled (2) 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	MITED (CIN : L17110 use 35A (e-voting) Resolution 5 % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 0.000000 0.000000 0.000000 0.000000 0.000000	G11913PLC000035) ND. of Votes - in favour (4) 0 0 0 0 0 0 0 0 0 0 0 0 0	No. of Votes - against (5) 0 0 0 0 0 0 0 0 0 0	X of Vates in favour on votes polled (6)=[(4)/(2)] *100 0.000000 0.000000 65535.000000 65535.000000 % of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes again; on votes polled (7)=[(5)/(2)] *100 0.00000 6.5533.000000 6.5533.000000 6.5533.000000000000000000000000000000000
Promoter/Public romoter and Promoter Group Jubic – Institutional holders otal. Promoter/Public romoter and Promoter Group Jubic – Institutional holders	Total Ballot Forms 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 1 0 1	MAF No. of shares held (1) 10419955 373586 3119345 13912886 MAF NO. of shares held {1) 10419955	ATLAL INDUSTRIES LI Gat No. of votes polied (2) 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	MITED (CIN : L17110 ISE 35A (e-Voting) Resolution 5 % of Votes Polled on outstanding shares (3)=[(2)/(1)* 100 0.000000 0.000000 0.000000 0.000000 0.000000 0.000000 0.000000 0.000000 MITED (CIN : L17110 ISE 35A (e-Voting) Resolution 6 % of Votes Polled on outstanding shares (3)=[(2)/(1)* 100 0.000000	G11913PLC000035) No. of Votes - kn favour (4) 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	No. of Votes - against (5) 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	% of vates in favour on votes polled (6)=[(4)/(2)] *100 0.000000 0.000000 0.000000 0.000000 65535.000000 55535.000000 % of votes in favour on votes polled (6)=[(4)/(2)] *100 0.000000 0.000000	% of Votes again: on votes polied (7)=[(5)/(2)) *100 0.00000 0.00000 6.55535.00000 55535.00000 55535.00000 55535.00000 55535.00000 0.00000 0.00000 0.00000
Promoter/Public Promoter and Promoter Group rubile - Institutional holders vubile Others otal Promoter/Public Promoter and Promoter Group rubile - Institutional holders rubile - Others	Total Ballot Forms 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	MAF No. of shares held (1) 10419955 373586 311945 13912886 MAF No. of shares held (1) 10419955 373586	ATLAL INDUSTRIES LL Clar No. of votes polled (2) 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	MITED (CIN : L17110 use 35A (e-Voting) Resolution 5 % of Votes Polled on outstandling shares (3)=](2)/(1)]* 100 0.000000 0.000000 0.000000 0.000000 0.000000	G11913PLC000035) No. of Votes - In favour (4) 0 0 0 0 0 0 0 0 0 0 0 0 0	No. of Votes - against (5) 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	% of Vates in favour on votes polled (6)=[(4)/(2)] *100 0.000000 0.000000 65535.000000 65535.000000 65535.000000 65535.000000 0.000000 0.000000 0.000000 0.000000	% of Votes again: on votes polied (7)=[(5)/(2)] *10(0.00000 0.00000 0.00000 0.55535.00000 55535.00000 55535.00000 (7)=[(5)/(2)] *100 0.00000 0.00000 0.00000
Promoter/Public Promoter and Promoter Group rubile - Institutional holders vubile Others otal Promoter/Public Promoter and Promoter Group rubile - Institutional holders rubile - Others	Total Ballot Forms 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	MAF No. of shares held (1) 10419955 373586 311945 13912886 MAF No. of shares held (1) 10419955 373586 3119345	ATLAL INDUSTRIES LI Clar No. of votes polied (2) 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	MITED (CIN : L17110 use 35A (e-Voting) Resolution 5 % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 200 0,000000 0,000000 0,000000 0,000000 0,000000	G11913PLC000035) ND: of Votes - in favour (4) 0 0 0 0 0 0 0 0 0 0 0 0 0	No. of Votes - against (5) 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	% of vates in favour on votes polled (6)=[(4)/(2)] *100 0.000000 0.000000 0.000000 0.000000 65535.000000 55535.000000 % of votes in favour on votes polled (6)=[(4)/(2)] *100 0.000000 0.000000	% of Votes again: on votes polied (7)=[(5)/(2)] *10 0.00000 0.00000 6.55535.00000 55535.00000 55535.00000 (7)=[(5)/(2)] *100 0.00000 0.00000 0.00000
Promoter/Public Promoter and Promoter Group rubile - Institutional holders vubile Others otal Promoter/Public Promoter and Promoter Group rubile - Institutional holders rubile - Others	Total Ballot Forms 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	MAF No. of shares held (1) 10419955 373586 3119345 13912886 (1) 10419955 373586 3119345 13912886	ATLAL INDUSTRIES LI Clar (2) 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	MITED (CIN : L17110 ISE 35A (e-Voting) Resolution 5 % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 0.000000 0.000000 0.000000 0.000000 0.000000 0.000000 MITED (CIN : L17110 ISE 35A (e-Voting) Resolution 6 % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 0.000000 0.000000 0.000000 0.000000	G(1913PLC000035) No. of Votes - In favour (4) 0 0 0 0 0 0 0 0 0 0 0 0 0	No. of Votes - against (5) 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	% of Vates in favour on votes polled (6)=[(4)/(2)] *100 0.000000 0.000000 65535.000000 65535.000000 65535.000000 65535.000000 0.000000 0.000000 0.000000 0.000000	% of Votes again: on votes polied (7)=[(5)/(2)] *10 0.00000 0.00000 6.55535.00000 55535.00000 55535.00000 (7)=[(5)/(2)] *100 0.00000 0.00000 0.00000
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Promoter/Public Promoter and Promoter Group Public - Institutional holders Public-Others Total Promoter/Public Promoter and Promoter Group Public-Others Potential Promoter Solutional holders Public-Others Potential Promoter Solutional holders Public-Others Promoter Solutional holders Promoter Solutional holders Promot	Total Ballot Forms 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	MAF No. of shares held (1) 10419955 373586 3119345 13912886 MAF No. of shares held 13912886 MAF No. of shares held	ATLAL INDUSTRIES LI Clar No. of votes polled (2) 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	MITED (CIN : L17110 ISE 35A (e-Voting) Resolution 5 % of Votes Polled on outstanding shares (3)=[(2)/(1) * 100 0.0000000 0.000000 0.0000000 0.000000 0.0000000 0.00000000	Gi1913PLC000035) No. of Votes - In favour (4) 0 0 0 0 0 0 0 0 0 0 0 0 0	No. of Votes - against (5) 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	X of Vates in favour on votes polled (5)=[(4)/(2)] +100 0.000000 0.000000 65535.000000 65535.000000 0.000000 0.000000 0.000000 0.000000	 % of Votes again: on votes polled (7)=[(5)/(2)] *10 0.0000 0.0000 0.0000 0.0000 55535.0000 4 of Votes again: on votes polled (7)=[(5)/(2)] *10 0.0000 0.00000 0.000000 0.00000 0.00000 0.00000 0.000000 0.000000 0.000000 0.000000 0.0000000 0.00000000 0.0000000 0.00000000 <
Promoter/Public Promoter and Promoter Group Public - Institutional holders Public-Others Promoter/Public Promoter and Promoter Group Public - Institutional holders Public - Institutional	Total Ballot Forms 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	MAF No. of shares held (1) 10419955 373586 3119345 13912886 (1) 10419955 373586 3119345 13912836 373586 3119345 13912836 MAF	ATLAL INDUSTRIES LI Gar No. of votes polied (2) 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	MITED (CIN : L17110 ISE 35A (e-Voting) Resolution 5 % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 0.000000	Gi1913PLC000035) No. of Votes - In favour (4) 0 0 0 0 0 0 0 0 0 0 0 0 0	No. of Votes - against (5) 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	% of Vates in favour on votes polled (6)-[(4)/(2)] *100 0.000000 0.000000 0.000000 65535.000000 % of Vates in favour on votes polled (6)-[(4)/(2)] *100 0.000000 0.000000 0.000000 0.000000 0.000000 0.000000 0.000000 0.000000 0.000000 0.000000 65535.0000000 % of Vates in favour on votes polled (6)-=[(4)/(2)] *100	 % of Votes again; on votes polled (7)=[(5)/(2)] *100 0.00000 0.00000 0.00000 0.00000 55535.00000 % of Votes again; on votes polled (7)=[(5)/(2) *100 % of Votes again; on votes polled (7)=[(5)/(2) *100
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		<u>MA</u>	FATLAL INDUSTRIES		0GI1913PLC000035}			
			Cla	use 35A (e-Voting)				
				Resolution 8				
				% of Votes Polled	·		% of Votes in	
	ţ			on outstanding	{ }		favour on votes	% of Votes again
	Total Ballot	No. of shares held	No. of votes polled		No. of Votes – In	No. of Votes	polled (6)={(4)/(2)}	on votes polle
Promoter/Public	Forms	(1)	(2)	(3]=[(2)/(1)]* 100	favour (4)	against (5)	*100	{7}=[(5)/(2)] *1(
Promoter and Promoter Group	0		0					0.000
Public – Institutional holders	0		0	0.000000				0.0000
Public-Others	0	3119345	0	0.000000				0.0000
Total	0		0					
					<u> </u>	°	1 000000	65535.0000
		MA	ATLAL INDUSTRIES	IMITED (CIN : L1711)	0011012010000251		<u>_</u>	
					011913910000351			
				use 35A (e-Voting)				
		r	r	Resolution 9	r			
				% of Votes Polled			% of Votes in	
		[on outstanding	l l		favour on votes	% of Votes again
	Total Ballot	No. of shares held	No. of votes polled	shares	No. of Votes – In	No. of Votes –	polled (6)=[(4)/(2)]	on votes polio
Promoter/Public	Forms	(1)	(2)	(3)=((2)/(1))* 100	favour (4)	against (5)	*100	(7)=[(5)/(2)] •1/
romoter and Promoter Group	0		0	0.000000	0	0		0.000
ublic - Institutional holders	0	373586	0	0.000000	0	0		0.000
ublic-Others	0	3119345	0		0			0.000
otal	0					0		65535.000
		- <u> </u>	·		<u> </u>	0	r0000000	000
			ATI AL INCLUSTO	MITED (CIN : L1711)	CI1012DI COROSSET			
		MA			1017313PLC000035)			
			Cla	use 35A (e-Voting)				
	r			Resolution 10				
	1)	% of Votes Polled	1 1		% of Votes in	
	1	I		on outstanding			favour on votes	% of Votes agai
	Total Ballot	No. of shares held	No. of votes polled	shares	No. of Votes - in	No. of Votes -	polied (5)=[(4)/(2)]	on votes polle
Promoter/Public	Forms	(1)	(2)	(3)=[(2)/(1)]* 100	favour (4)	against (5)	*100	(7]=[(5)/(2)] *1
romoter and Promoter Group	0	10419955	0		0	- against (3)		
ublic - Institutional holders	0							0.000
ublic-Others						0		0.000
otal	- 0					0		0.000
	<u> </u>	13912886	0	0.000000	0	0	65535,000000	65535.000
		MAI	ATLAL INDUSTRIES L	IMITED (CIN:L17110	GJ1913PLC000035)	_		
			Clai	use 35A (e-Voting)				
				Resolution 11				
				% of Votes Polled				
	1 1				1		% of Votes in	
				on outstanding			favour on votes	% of Votes again
Barris and Printers	Total Ballot	No. of shares held	No. of votes polled	shares	No. of Votes – In	No. of Votes –	polied (6)=[(4)/(2)]	on votes polle
Promoter/Public	Forms	(1)	(2)	(3)=[(2)/(1)]* 100	favour (4)	aga(nst (5)	100	(7)=[(5)/(2)] *10
romoter and Promoter Group		10419955	0	0.000000	0	0		0.0000
ublic - Institutional holders		373586	0	0,000000	0	0		0.0000
ublic-Others	0	3119345	0	0,000000	0	<u>0</u>		0.0000
otal	0		0		0	ů		65535.0000
	لت						65555.000001	65535-000
			ATI AL INDUCTORS (0.4837751 6844-1973			
		IYCAT		MITED (CIN : L17110	K01913PLC000035)			
			Clai	use 35A (e-Voting)				
				Resolution 12				
	·				·		% of Votes in	
				% of Votes Polled			% of Votes in	* of Vintan'
	Total Ballot	NO. Of shares hold	No. of votes collect	% of Votes Polled on outstanding	No ofVesse - L	No efficien	favour on votes	
Promotor Dublic	Total Ballot	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in	No. of Votes -	favour on votes polled (6)=[(4)/(2)]	on votes polie
Promoter/Public	Forms	(1)	(2)	% of Votes Polled on outstanding shares {3}=[(2)/(1) * 100	favour (4)	egainst (5)	favour on votes polled (6)=[(4)/(2)] *100	on votes polie (7)=[(5)/(2)] *1
romoter and Promoter Group	Forms	(1) 10419955	(2)0	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 0.000000	favour (4)0	Bgainst (5)	favour on votes polled (6)=[(4)/(2)] *100 0.000000	on votes polie (7)=[(5)/(2)] *1
romoter and Promoter Group ublic—Institutional holders	Forms 0	(1) 10419955 373586	(2)0	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 0.000000 0.000000	favour (4) 0 0	egainst (5)	favour on votes polled (6)=[(4)/(2)] *100 0.000000	on votes polie (7)=[(5)/(2)] *1(0.0000
romoter and Promoter Group ublic – Institutional holders ublic-Others	Forms 0	(1) 10419955	(2)0	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 0.000000	favour (4)0	Bgainst (5)	favour on votes polled (6)=[(4)/(2)] *100 0.000000 0.000000	on votes polie (7)=[(5)/(2)] *10 0.0000 0.0000
romoter and Promoter Group ublic – Institutional holders ublic-Others	Forms 0	(1) 10419955 373586	(2)0	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 0.000000 0.000000 0.000000	favour (4) 0 0	Bgainst (5) 0	favour on votes polied (6)=[(4)/(2)] *100 0.000000 0.000000 0.000000	on votes polie (7)=[(5)/(2)] *10 0.0000 0.0000 0.0000
romoter and Promoter Group ublic – Institutional holders ublic-Others	Forms 0	(1) 10419955 373586 3119345	(2)0 0 0	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 0.000000 0.000000 0.000000	favour (4)0 0 0	Bgainst (5) 0 0	favour on votes polied (6)=[(4)/(2)] +100 0.000000 0.000000 0.000000	on votes polie (7)=[(5)/(2)] *10 0.0000 0.0000 0.0000
romoter and Promoter Group ublic – Institutional holders ublic-Others	Forms 0	(1) 10419955 373586 3119345 13912886		% of Votes Polled on outstanding shares (3)=[(2)/(1) * 100 0.000000 0.000000 0.000000	favour (4) 0 0 0 0	Bgainst (5) 0 0	favour on votes polied (6)=[(4)/(2)] *100 0.000000 0.000000 0.000000	on votes polie (7)=[(5)/(2)] *10 0.0000 0.0000 0.0000
romoter and Promoter Group ublic – Institutional holders ublic-Others	Forms 0	(1) 10419955 373586 3119345 13912886	(2) 0 0 0 0 0 0	% of Votes Polled on outstanding shares (3)=[(2)/(1)* 100 0.000000 0.000000 0.000000 0.000000 0.000000	favour (4) 0 0 0 0	Bgainst (5) 0 0	favour on votes polied (6)=[(4)/(2)] *100 0.000000 0.000000 0.000000	on votes polie (7)=[(5)/(2)] *10 0.0000 0.0000 0.0000
Promoter/Public romoter and Promoter Group ubit – Institutional holders ubile Others otal	Forms 0	(1) 10419955 373586 3119345 13912886	(2) 0 0 0 0 ATLAL INDUSTRIES LI Clai	% of Votes Polled on outstanding shares {3}=(2)/(1)* 100 0.000000 0.000000 0.000000 0.000000 0.000000	favour (4) 0 0 0 0	Bgainst (5) 0 0	favour on votes polied (6)=[(4)/(2)] *100 0.000000 0.000000 0.000000	% of Votes again on votes polker (7)=[(5)/(2)] *10 0.0000 0.0000 65535.0000
romoter and Promoter Group ublic – Institutional holders ublic-Others	Forms 0	(1) 10419955 373586 3119345 13912886	(2) 0 0 0 0 ATLAL INDUSTRIES LI Clai	% of Votes Polled on outstanding shares 0.000000 0.000000 0.000000 0.000000 0.000000	favour (4) 0 0 0 0	Bgainst (5) 0 0	favour on votes polled (6)=[(4)/(2)] *100 0.000000 0.000000 0.000000 65535.000000	on votes polie (7)=[(5)/(2)] *10 0.0000 0.0000 0.0000
romoter and Promoter Group ublic – Institutional holders ublic-Others	Forms 0	(1) 10419955 373586 3119345 13912886	(2) 0 0 0 0 ATLAL INDUSTRIES LI Clai	% of Votes Polled on outstanding shares (3)=[(2)/(1)* 100 0.000000 0.000000 0.000000 0.000000 0.000000	favour (4) 0 0 0 0	Bgainst (5) 0 0	favour on votes polled (6)=[(4)/(2)] *100 0.000000 0.000000 65533.000000	on votes poliek (7)=[(5)/(2)] *11 0.0000 0.0000 6,5535.0000
romoter and Promoter Group ublic – Institutional holders ublic-Others	Forms 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	(1) 10419955 373886 3119345 13912886 MAF	(2) 0 0 0 0 ATLAL INDUSTRIES LI Clai	% of Votes Polled on outstanding shares (3)=((2)/(1))* 100 0.000000 0.000000 0.000000 0.000000 0.000000	favour (4) 0 0 0 0 0 0 0 0 0 0 0	egainst (5) 0 0 0 0	favour on votes polled (6)=[(4)/(2)] *100 0.000000 0.000000 0.000000 65535.000000	on votes polie (7)=[(5)/(2)] *11 0.0000 0.0000 0.0000 655335.0000
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romoter and Promoter Group ublic – Institutional holders ublic-Others	Forms 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	(1) 10419955 373886 3119345 13912886 MAF	(2) 0 0 0 0 ATLAL INDUSTRIES LI Clai	% of Votes Polled on outstanding shares (3)=((2)/(1)* 100 0.000000 0.000000 0.000000 0.000000 0.000000	favour (4) 0 0 0 0 0 0 0 0 0 0 0	egainst (5) 0 0 0 0 0 0 0 0 0 0 0	favour on votes polled (6)=[(4)/(2)] *100 0.000000 0.000000 65535.000000 *5535.0000000 *5535.000000 *5535.000000 *5535.000000 *5535.000000 *5535.000000 *5535.000000 *5535.000000 *5535.000000 *5535.000000 *5535.000000 *5535.000000 *5535.000000 *5535.000000 *5535.000000 *5535.000000 *5555.0000000 *5555.000000 *5555.0000000 *5555.0000000 *5555.0000000 *5555.0000000 *5555.0000000 *5555.0000000 *5555.0000000 *5555.00000000 *5555.000000000000000000000000000000000	on votes polie (7)=[(5)/(2)] *1 0.000 0.000 65535.000 55535.000
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romoter and Promoter Group ublic - Institutional holders ublic-Others stal Promoter/Public gromoter and Promoter Group ublic - Institutional holders ublic-Others ptal	Forms 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	(1) 10419955 37386 3119345 13912886 MAF No. of shares held (1) 10419955 373866 3119345 13912886 MAF	(2) 0 0 0 ATLAL INDUSTRIES II (2) 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 0.000000 0.000000 0.000000 0.000000 0.000000	favour (4) 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	Bgainst (5) 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	favour on votes polled (6)=[(4)/(2)] *100 0.000000 0.000000 65535.000000 65535.000000 % of Votes in favour on votes polled (6)=[(4)/(2)] *100 0.000000 65535.000000 65535.000000	on votes polie (7)=[(5)/(2)] ±1 0.000 0.000 65535.000 65535.000 9 votes polie (7)=[(5)/(2)] ±1 0.0000 0.00000 0.00000 0.00000 0.000000
omoter and Promoter Group Jbli C- Institutional holders Jbli C- Others Jbli C- Unders Promoter/Public promoter and Promoter Group Jbli C- Institutional holders Jbli C- Others Jbli C-	Forms 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	(1) 10419955 37386 3119345 13912886 MAF No. of shares held (1) 10419955 373586 3119345 13912886 MAF No. of shares held (1)	(2) 0 0 0 0 0 ATLAL INDUSTRIES LI Clair 0 0 0 0 0 0 0 0 0 0 0 0 0	% of Votes Polled on outstanding shares (3)=((2)/(1))* 100 0.000000 0.000000 0.000000 0.000000 0.000000	favour (4) 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 10 0 0 <td< td=""><td>Bgainst (5) 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0</td><td>favour on votes polled (6)=[(4)/(2)]</td><td>on votes polie (7)=[(5)/(2)] *1 0.000 0.000 65535.000 55535.000 (7)=[(5)/(2)] *1 (7)=[(5)/(2)] *1 0.0000 0.00000 0.0000 0.0000 0.00000 0.0000 0.00000</td></td<>	Bgainst (5) 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	favour on votes polled (6)=[(4)/(2)]	on votes polie (7)=[(5)/(2)] *1 0.000 0.000 65535.000 55535.000 (7)=[(5)/(2)] *1 (7)=[(5)/(2)] *1 0.0000 0.00000 0.0000 0.0000 0.00000 0.0000 0.00000
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Omoter and Promoter Group Jblic - Institutional holders Jblic-Others Jblic-Others Jblic-Others Jblic-Others Jblic-Institutional holders Jblic-Others Jblic-Others Jtal Promoter/Public Omoter and Promoter Group Jblic-Institutional holders	Forms 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	(1) 10419955 37386 3119345 13912886 MAF No. of shares held (1) 10419955 373866 MAF No. of shares held (1) 10419955 373866	(2) 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 0.000000 0.000000 0.000000 0.000000 0.000000	favour (4) 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	Bgainst (5) 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	favour on votes polled (6)=[(4)/(2)] *100 0.000000 0.000000 0.000000 65535.000000 \$ of Votes in favour on votes polled (6)=[(4)/(2)] *100 0.000000 65535.000000 0.0000000 0.0000000 0.000000 0.000000 0.000000 0.000000 0.000000 0.000000 0.000000 0.000000 0.000000 0.000000 0.000000 0.000000 0.000000 0.000000 0.0000000 0.00000000	on votes polie (7)=[(5)/(2)] 1 0.000 0.000 65535.000 65535.000 0 votes polie (7)=[(5)/(2)] 1 0.0000
Promoter and Promoter Group ublic - Institutional holders ublic-Others otal Promoter/Public geneter and Promoter Group ublic - Institutional holders ublic-Others otal	Forms 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	(1) 10419955 37386 3119345 13912886 MAF No. of shares held (1) 10419955 373586 3119345 13912886 MAF No. of shares held (1) 10419955	(2) 0 0 0 0 0 0 0 0 0 0 0 0 0	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 0.000000 0.000000 0.000000 0.000000 0.000000	favour (4) 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	egainst (5) 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	favour on votes polled (6)=[(4)/(2)] *100 0.000000 0.000000 0.000000 0.000000 c5535.000000 0.000000 0.000000 0.000000 0.000000 0.000000 5535.000000 0.0000000 0.0000000 0.00000000	on votes polie (7)=[(5)/(2)] *11 0.000 0.000 65535.000 55535.000 % of Votes again on votes polie (7)=[(5)/(2)] *12 0.000 0.000 0.000

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		MAL	ATLAL INDUSTRIES L	IMITED (CIN : L1711)	GI1913PLC000035}			
			Ga	use 35A (e-Voting)				
				Resolution 15				
1				% of Votes Polled		1	% of Votes in	
				on outstanding		1	favour on votes	% of Votes against
	Total Ballot	No. of shares held	No. of votes polled	shares	No. of Votes in	No. of Votes -	polled (6)=[(4)/(2)]	on votes polled
Promoter/Public	Forms	(1)	(2)	(3)=[(2)/(1)]* 100	favour (4)	against (5)	*100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	0	10419955	0	0.000000	0	0	0.000000	
Public-Institutional holders	0	373586	0	0.000000	0	0	0.000000	0.000000
Public-Others	0	3119345	0	0.00000	0	0	0.000000	0.000000
Total	0	13912886	0	0.000000	0	0	65535.000000	65535.000000
Total	0	13912886	0	0.000000	0	0		

		MA	ATLAL INDUSTRIES L	IMITED (CIN : L17110	GJ1913PLC000035)			
			Cla	use 35A (e-Voting)				
				Resolution 16				
۱. · · ·	1			% of Votes Polled			% of Votes in	
				on outstanding			favour on votes	% of Votes against
	Total Ballot	No. of shares held	No. of votes polled	shares	No. of Votes – in	No. of Votes -	polled (6)=[(4)/(2)]	on votes polled
Promoter/Public	Forms	(1)	(2)	(3)=[(2)/(1)]* 100	favour (4)	against (5)	100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	0	10419955	0	0.000000	0	0	0.000000	0.000000
Public – Institutional holders	0	373586	0	0.000000	Q	0	0.000000	0.000000
Public-Others	0	3119345	0	0.00000	0	0	0.000000	0.000000
<u>Total</u>	0	13912886	0	0.000000	0	Ö	65535.000000	65535.000000





Manuprasad Patel M.Com. IL, B (Spl), FES. Company Secretary - in practice

05.08.2014

To, The Chairman, Mafatlal Industries Limited, Asarwa Road, Ahmedbad-380016

Dear Sir,

Sub: Consolidated Report of Scrutinizers in prescribed Form MGT-13 of Poll taken by ballot papers as well as e. voting.

59

We submit herewith the Results of the Poll taken on the 16 Resolutions at the 100th Annual General Meeting of the Members of Mafatlal Industries Limited held on 05.08.2014 at Thakorebhai Desai Hall, Near Law Garden, Ellisbridge, Ahmedabad-380 006.

All the Resolutions have been carried out with requisite majority of votes casted by the members by way of e-voting completed on 1st August, 2014 and physical Poll taken at the Annual General Meeting held on 5th August, 2014.

Thanking You, Yours Faithfully,

M/M Patel

Company Secretaries FCS:2588 CP: 6357

Sailesh A Gandhi



309, Amulya Complex, Opp. Central Bank, Ambawadi Bazar AHMEDABAD-380015 Ph.: (o) 40027850, (M) 9426513721 Email: manuprasadpatel@gmail.com

Manuprasad Patel 309, Amulya Complex, Opp. Central Bank, Ambawadi Bazar, Ahmedabad-380 006. (M): 9426513721



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 H A Mafatlal Chairman MAFATLAL INDUSTRIES LIMITED Asarwa Road, Ahmedabad-380016

100th Annual General Meeting of the Equity Shareholders of MAFATLAL INDUSTRIES LIMITED held on Tuesday the 5th Day of August,2014 at Thakorebhai Desai Hall, Near Law Garden, Ellisbridge, Ahmedabad-380 006.

Dear Sir,

IWe, MANUPRASAD PATEL, Practising Company Secretary *and SHAILESH A. GANDHI appointed as Scrutinizer(s) for the purpose of the poll taken on the below mentioned resolution(s), at the 100th Annual General Meeting of the Equity Shareholders of Mafatlal Industries Limited, held on Tuesday the 5th Day of August,2014 Thakorebhai Desai Hall, Near Law Garden, Ellisbridge, Ahmedabad-380 006 submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, One/Two ballot boxes kept for polling were locked in my/our presence with due identification marks placed by me/us.

 The locked ballot boxes were subsequently opened in my/our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.

The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

QR

I/We did not find any poll papers invalid.

* Not applicable if there is only one scrutinizer appointed.

4. The result of the Poll is as under:

Ordinary Resolution -1

To consider and adopt the Directors' Report and the Audited Financial Statements including Statement of Profit & Loss for the year ended 31st March, 2014 and the Balance Sheet as at that date and the Auditor's Report thereon.

j.	(i) V	oted in favour of	the resolution:	물통 관리 문화 문화	112 기비로 말하	
Ú	Number of me	embers present	Number of votes		% of total	
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(ii) Voted against the resolution

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(iii) Invalid votes : Total number of members (in person or by proxy) whose votes were declare	in de la companya de En la companya de la c	Total number of votes cast b them
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	e year 2013-14 on Equity Share our of the resolution:	
(i) Voted in favo Number of members pres and voting (in person or by proxy)		% of total number of valid votes cast
276	8559370	99.999988
(ii) Voted agains Number of members pres	t the resolution ent Number of votes	% of total
and voting (in person or by proxy)	cast by them	number of valid votes cast
	1	0.000012
(iii) Invalid votes ; Total number of members (in person or by proxy) whose votes were declare		Total number of votes cast by them
7		67
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Number of members pres and voting (in person or by proxy)		% of total number of valid votes cast
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(iii) Invalid votes Total number of members		Total number of votes cast by them
(in person or by proxy) whose votes were declared inv	alid	
7	n Barana (Barana) Ang Pangana (Barana) Ang Pangana (Barana) (Barana) Ang Pangana (Barana)	67
Ordinary Resolution -4 To appoint Auditors to hold offic 103rd Annual General Meeting (i) Voted in favour of	and to fix their remunerat	this Meeting until the conclusion of the ion
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
274	8559359	99.999871
구성 사장 등 문제에 다 한 것 때에 가 봐야?	resolution	
(ii) Voted against the		and the second states a
(ii) Voted against the Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast

ł	(III) Invalid votes		승규는 감독을 위해 있는 것이 없어요.	이 모양 바람이 내려 집을 했다.		사람은 것은 것을 많이 없다.	自治な学生法律権反抗
	Total number of	members			Marine 1	otal number of	votes cast
	(in person or by	proxy)	1948년 11월 11일 1947년 11일 - 11일 11일 - 11일 -			y them	
	whose votes wer	re declared	invalid			이번에 가지 않는 것이다. 성장 이번에 가지 않는 것이다.	
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Pursuant to the provisions of Section143(8) read with Sections 139 and 141 of the Companies Act, 2013, appointment of M/s. Sorab S. Engineer & Co., Chartered Accountants, Mumbai (ICAI Registration No.110417W), as the Branch Auditors of the Company, to hold office from the conclusion of this Annual General Meeting and up to the conclusion of the 103rd Annual General Meeting, for the audit of books of accounts of the Branch Offices of the Company at Ahmedabad and Nadiad, on such remuneration, apart

from reimbursement of out of pocket expenses as may be incurred by them for the purpose of audit and the

applicable taxes, as may be recommended by the Audit Committee and determined by the Board of Directors of the Company in consultation with the Branch Auditors.

Ϋ́́́́́́	(I) Voted in favour c	r ine resolution:
	Number of members present	Number of votes
1	and	cast by them
1	한 비행에서 물질 것 같아요? 것 것 같아요? 전 전 것 같아요?	위한 이 이렇게 잘 들었던 방법에 가지 않는 것을 많은 것이 있는 것을 알았는 것이 같은 것이 같은 것을 수 있다. 나는 것이 가지 않는 것이 가지 않는 것이 같은 것이 같은 것이 가지 않는 것이 같이 있는 것이 같이 없다. 것이 같이 있는 것이 같이 없는 것이 같이 있는 것이 같이 있는 것이 같이 없다. 말 것이 없는 것이 없는 것이 없는 것이 없는 것이 없는 것이 없는 것이 없다. 것이 없는 것이 없는 것이 없는 것이 없는 것이 없는 것이 없는 것이 없다. 같이 없는 것이 없는 것이 없는 것이 없는 것이 없는 것이 없다. 것이 없는 것이 없는 것이 없는 것이 없는 것이 없는 것이 없다. 같이 없는 것이 없는 것이 없는 것이 없는 것이 없다. 같이 없는 것이 없다. 않는 것이 없는 것이 없는 것이 없는 것이 없는 것이 없는 것이 없는 것이 없다. 않는 것이 없는 것이 없다. 않는 것이 없는 것이 없다. 않는 것이 없는 것이 없는 것이 없는 것이 없는 것이 없는 것이 없는 것이 없다. 않는 것이 없는 것이 없다. 않는 것이 없는 것이 없는 것이 없는 것이 없다. 않는 것이 없는 것이 없는 것이 없는 것이 없는 것이 없다. 않는 것이 없는 것이 없는 것이 없는 것이 없다. 않는 것이 없는 것이 없는 것이 없는 것이 없다. 않는 것이 없는 것이 없다. 않는 것이 없는 것이 없는 것이 없다. 않는 것이 없는 것이 없는 것이 없는 것이 없다. 않는 것이 없는 것이 없는 것이 없는 것이 없다. 않는 것이 없는 것이 없는 것이 없는 것이 없는 것이 없다. 않는 것이 없는 것이 없다. 않는 것이 없는 것이 없는 것이 없는 것이 없는 것이 없다. 않는 것이 없는 것이 없는 것이 없는 것이 없는 것이 없다. 않는 것이 없는 것이 없는 것이 없는 것이 없는 것이 없다. 않는 것이 없는 것이 없는 것이 없다. 않는 것이 없는 것이 없는 것이 없는 것이 없는 것이 없다. 않는 것이 없는 것이 없는 것이 없는 것이 없다. 않은 것이 없는 것이 없는 것이 없는 것이 없는 것이 없다. 않은 것이 없는 것이 없는 것이 없는 것이 없다. 않은 것이 없는 것이 없는 것이 없는 것이 없다. 않은 것이 없는 것이 없는 것이 없 않는 것이 없다. 않은 것이 없 않는 것이 없다. 않은 것이 없는 것이 없는 것이 없다. 않은 것이 없는 것이 없다. 않은 것이 없는 것이 없다. 않은 것이 않은 것이 없다. 않은 것이 없다. 않은 것이 않은 것이 없다. 않은 것이 없다. 않은 것이 않은 것이 않는 것이 없다. 않은 것이 않은 것이 않은 것이 없다. 않은 것이 없다. 않은 것이 않은 것이 않는 것이 않이 않는 것이 않는 것이 않는 것이 않는 것이 없다. 않은 것이 않는 것이 않 것이 않는 것이 않이 않는 것이 않다. 않은 않은 것이 않 않이 않이 않이 않는 것이 않이 않이 않이 않이 않다. 않이 않이 않이 않이 않이 않는 것이 않이 않
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	요한 물건을 알고 있는 것을 알고 있는 것을 물었다.	
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ι	275	8559368

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(ii) Voted against the n	esolution	
Number of members present	Number of votes	% of total
and	cast by them	number of valid
voting (in person or by proxy)		votes cast
0	0	0
(iii) Invalid votes		
Total number of members (in person or by proxy)		Total number of votes cast by them
whose votes were declared inva	lid	
7		67

Pursuant to the provisions of Section 143(8) read with Sections 139 and 141 of the Companies Act, 2013, appointment of M/s. C. C. Chokshi & Co., Chartered Accountants, Ahmedabad, (ICAI Registration No.101876W as the Branch Auditors of the Company, to hold office from the conclusion of this Annual General Meeting and up to the conclusion of the 103rd Annua General Meeting, for the audit of books of accounts of the Branch Offices of the Company at Ahmedabad and Nadiad, on such remuneration, apart from reimbursement of out of pocket expenses as may be incurred by them fo the purpose of audit and the applicable taxes, as may be recommended by the Audit Committee and determined by the Board of Directors of the Company in consultation with the Branch Auditors.

(i) Voted in favour of the resolution:

	Number of m	iembers prese	ent Numb	er of votes		% of total		
1	and		cast b	y them		number of	valid	
	voting				1.	votes cast		
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(ii) Voted against the resolution

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Number of members present	Number of votes	% of total
and	cast by them	number of valid
voting		votes cast
(in person or by proxy)		
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/iii) Invalid votoe		것 같은 것에 많은 것을 많은 것을 다니 않는 것을 하는 것이다.

12,		원산소
	Total number of members	
	(in person or by proxy)	
	whose votes were declared invalid	
	7	
1.5		111



"RESOLVED THAT pursuant to the provisions of Sections149,152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Shri P. R. Amin (holding DIN 00171677), Director of the Company whose period of office was liable to determination by retirement of directors by rotation under the provisions of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive 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 votes cast
 % of total number of valid votes cast

 275
 8559360
 99.999883

(ii) Voted against the r	esolution	
[1] 김 영영 2013년 1월 1일 1일 12일 - 이번 12일 2일 1일 2일	Number of votes	% of total
voting	cast by them	number of valid votes cast
(in person or by proxy)		
	<u>10</u>	0.000117

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Ordinary Resolution -8

"RESOLVED THAT pursuant to the provisions of Sections149, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Shri N. K. Parikh (holding DIN 00058995), Director of the Company whose period of office was liable to determination by retirement of directors by rotation under the provisions of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office forfive consecutive years."

(i) Voted in favour of the resolution:

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275	8559361	99.999883
(ii) Voted against the i	resolution	
Number of members present	Number of votes	% of total
and	cast by them	number of valid
voting		votes cast
(in person or by proxy)		
1	10	0.0000117
(iii) Invalid votes :		
Total number of members		Total number of votes cast by
(in person or by proxy)		them
whose votes were declared inva	BIO	
7		67

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re- nactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Shri V. R. Gupte (holding DIN 00011330). Director of the Company whose period of office was liable to determination by retirement of directors by rotation under the provisions of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years."

(i) Voted in favour of the resolution:

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(ii) Voted against the resolution

and the second	Loron manuae dima	COOLORIO IL PROVINCIA DE CARACTERIST	<u>그는 것은 것 같아요. 한 것은 것을 다 가지 않는 것을 못 했다. 것을 못 하는 것을 수 있다. 이는 것을 하는 것을 수 있는 것을 것 않는 것을 수 있는 것을 수 있 것이 것이 것이 것이 것이 없다. 것이 것이 것이 것이 것이 없는 것이 없다. 것이 것이 것이 없는 것이 없다. 것이 것이 것이 없는 것이 없다. 것이 없는 것이 없다. 것이 것이 없는 것이 없다. 것이 않은 것이 없는 것이 없다. 것이 없는 것이 없다. 것이 없는 것이 없는 것이 없다. 않은 것이 없다. 것이 않아, 것이 없는 것이 없다. 않 것이 없다. 것이 없는 것이 없는 것이 없다. 것이 없는 것이 없는 것이 없다. 것이 없는 것이 없다. 것이 없다. 것이 것이 없다. 것이 없다. 것이 없다. 것이 없다. 것이 없다. 것이 없다. 것이 않아, 것이 않아, 것이 없다. 것이 없다. 것이 없다. 것이 없다. 것이 않아, 것이 않아, 것이 없다. 것이 않아, 것이 없다. 것이 없다. 것이 없다. 것이 않아, 것이 않아, 것이 않아, 것이 않아, 않아, 않아, 않아, 않아, 않아, 않아, 않아, 않아, 않아,</u>
Number of n	nembers present	Number of votes	% of total
and		cast by them	number of valid
voting			votes cast
(in person o	r by proxy)		
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"RESOLVED THAT pursuant to the provisions of Sections149, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder(including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IVto the Companies Act, 2013, Shri P. N. Kapadia (holding DIN 00078673), Director of the Company whose period of office was liable to determination by retirement of directors by rotation under the provisions of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years."

(i) Voted in favour of the resolution:

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ib Voted against the resolution

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and	cast by them	number of valid
voting		votes cast
(in person or by proxy)		
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(iii) Invalid votes

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	whose v	otes	were	decla	red ir	valid	1917	E CH		-844										k
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	7											67								
							فينشعه فتستعد		 										يتحم أحجاب	

Special Resolution -11

"RESOLVED THAT in supersession of the Ordinary Resolution passed at the Annual General meeting of

members held on 8th August, 1992 and pursuant to Section 180(1)(a) and other applicable provisions of the

Companies Act 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors to mortgage / charge / encumber all or any of the immovable and or movable properties including securitization of the receivables where so ever situated, present and future including the whole or substantially the whole of the undertaking/s of the Company in favour of Banks, Financial Institutions and other bodies corporate and entities to secure an aggregate amount upto 500 crores and interest at agreed rate, additional interest, compound interest, commitment charges, etc., as may be applicable and payable by the Company to the lenders in terms of the agreement/s executed with them".

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to negotiate finalize and settle with the lenders concerned, all deeds, documents and writings for creating the aforesaid mortgage(s), charge(s) and encumbrances and to do all such acts, deeds and things as may be necessary and expedient for giving effect to this resolution".



(i) Voted in favour of the resolution:

Number of members present	Number of votes	% of total
and	cast by them	number of valid
voting		votes cast
(in person or by proxy)		
272	8559363	99.9999942

(ii) Voted against the resolution

Number of members present	Number of votes	% of total
and	cast by them	number of valid
voting		votes cast
(in person or by proxy)		
3	5	0.000058
요즘 전 관계 수 같은 물질은 것을 들을 것 같아요. 것 물을	~ 같은 것을 하는 것을 것을 것을 것을 받는 것을 수 있다.	바라 다 한 동안에 수집 방송을 걸 것 같아. 것 같아.

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Special Resolution -12

"RESOLVED THAT in supersession of the Ordinary Resolution passed at the Annual General Meeting of members held on 8th August, 1992 and pursuant to the provisions of Section 180(1)(c) and any other applicable provisions, if any, of the Companies Act 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors to borrow moneys in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans in the ordinary course of business obtained/to be obtained from one or more Banks, Financial Institutions, other bodies corporate and entities shall not at any time exceed 500 Crores (Rupees Five Hundred Crores)."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to negotiate, finalise and settle with the lenders concerned, all deeds, documents and writings for the purpose of borrowings and to do all such acts, deeds and things as may be necessary and experienced for giving effect to the aforesaid resolutions."

(i) Voted I	favour of the resolution:	
Number of member and	cast by them number of valid	
voting (in person or by pro	0. Votes cast	
275	8559369 99.999977	u og på Figliogi
a lan series destants i la child serie		a Haft, Mi

(ii) Voted against the resolution

(ii) voted against the	esolution	<u>산업 이번 분</u> 수는 가슴이 지수는 것이 있는 것이 같이 있는 것이 없다. 것이 있는 것이 같이 있는 것이 없는 것이 없는 것이 없는 것이 있는 것이 없는 것이 없다. 것이 없는 것이 없는 것이 않는 것이 없는 것이 없다. 것이 없는 것이 없다. 것이 없는 것이 없다. 것이 없는 것이 없다. 것이 없는 것이 없는 것이 않 것이 없는 것이 없다. 것이 없는 것이 없는 것이 없는 것이 없는 것이 않이 않이 않이 않이 않이 않이 않이 않이 않이 않아. 것이 없는 것이 없는 것이 없는 것이 않이 않이 않이 않아. 것이 없는 것이 없이 않이 않아. 것이 않아. 것이 않아. 것이 없는 것이 없는 것이 없는 것이 없는 것이 없는 것이 않아. 것이 않아. 것이 않아. 것이 않아. 것이 않아. 것이 것이 않아. 것이 않아. 것이 않아. 것이 것이 않아. 것이 것이 것이 않아. 것이 않아. 것이 것 않아. 것이 않아. 것이 않아. 것이 않아. 것이 것이 않아. 것이 않 것이 않아. 것이 않아. 것이 않이 않아. 것이 않이 않아. 것이 않아. 것이 않이 않아. 것이 않이 않아.
Number of members present	Number of votes	% of total
and	cast by them	number of valid
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1월 8월 8일 문제 전체 전체 문제품이 있다.	사람들은 물건을 받았다. 그는 모두 동안에 가격을 알았는 것을 알았는 것을 다 가지 않는 것을 가지 않는 것을 다 있다. 이렇게 가지 않는 것을 다 있는 것을 다 있다.	ماند. ۲۰ ما کی اور
1	2	
(iii) Invalid votes		
Total number of mem	后来,他的手把他看着你了这里,一些这些是这些,你还是这些你的说,我们们还是,你说道:"你们的,你们的,你们的,你们的,你们的,你们们不是你们的?"他们,你们都是我们能能能能能能	ast by
	그는 것 이 방법을 통한 방법이 있었다. 그는 방법이 방법이 있는 것을 위한 이 문을 위해 물건을 통하는 것 같은 문화를 물건을 통하는 것 같아. 한 문화는 것을 통하는 것을 못하는 것이 같이 같이 것을 것을 것이 같이 같이 같이 하는 것을 못하는 것이 같이 않아.	
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Special Resolution -13

"RESOLVED THAT in accordance with the provisions of Sections 198, 309 and other applicable provisions, if any, read with Schedule XIII of the Companies Act, 1956 and Section 197 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013, including any statutory modification or re-enactment thereof, for the time being in force, and subject to the approval of the Central Government, approval of the members of the Company be and is hereby accorded to the managerial remuneration mentioned below paid to Shri V. P. Mafatlal, Executive Vice-Chairman and Shri Rajiv Dayal, Managing

Director & Chief Executive Officer for the Financial Year 2013-14 notwithstanding it being in excess of the limits prescribed under the said provisions."

Name of Director	Salary & Perquisites Rs.
Shri V. P. Mafatlal, Executive Vice-Chairman	1,14,78,814/-
Shri Rajiv Dayal, Managing Director & Chief Executive Officer	1,17,28,512/-
Total	2,32,07,326/-

"RESOLVED FURTHER THAT subject to approval of the Central Government, the amount of excess ayment of the managerial remuneration of '78,61,404/- paid to the aforesaid managerial personnels (i.e. excess of '38,05,853/- above the limit paid to Shri V. P. Mafatlal and excess of '40,55,551/- above the limit paid to Shri Rajiv Dayal) during the year 2013-14 be and is hereby approved."

"RESOLVED FURTHER THAT the Company do make an application to the Central Government to waive the excess payment of managerial remuneration and that Board of Directors of the Company be and is hereby authorized to do all the necessary acts, deeds, matters and things to implement this resolution."

Number of members present Number of votes % of total and cast by them number of valid voting (in person or by proxy) votes cast	(i) Voted	I in favour of the reso	olution:			그는 아이들 것 같다.
voting (in person or by proxy)	Number of member	ers present 🔄 Numb	er of votes		연양한 가까? 이 상황 동물을 가장하는 것 같다.	
(in person or by proxy)	[1] 27년 17년 22일 12년	cast b	y them		경험 수 있는 것이 같은 것이 있는 것이 없다.	
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(ii) Voted against the resolution

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(in person or by proxy)		
4	40	0.000467
(iii) Invalid votes :		
Total number of members		Total number of votes cast by them
Total number of members (in person or by proxy) whose votes were declared	i invalid	Total number of votes cast by them

*RESOLVED THAT in accordance with the provisions of Section 148 (3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, payment of Remuneration of Rs 4,00,000/- (apart from re-imbursement of out-of-pocket expenses incurred for the purpose of Audit) to Shri I. V. Jagtiani, Cost Auditor (Membership No. M-997), (lead cost auditor) for conducting the audit of Cost Accounting Records relating to the 'Textiles' product manufactured and traded by the Company for the year 1st April 2014 to 31st March 2015 be and is hereby approved."

(i) Voted in favour of the resolution:

- 77					- · · ·	1.1.1.	1.1.1					10.0		1.1.1.2.1					1.1	- i	A	_		Section Section 1			11, 2, 2					2012101				1.00				
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(ii) Voted against the resolution

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(iii) Invalid votes						승규가 감독하는 것이다.	에서 아파 아파 가지? 데케이터 전 아파 아파 아파
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7		lin syg		[이는 1] [14] [14]	67		

10

Ordinary Resolution -15

"RESOLVED THAT in accordance with the provisions of Section 148 (3) of the Companies Act, 2013 read with Rule 14 of The Companies (Audit and Auditors) Rules; 2014 and other applicable provisions, if any, of The Companies Act, 2013, payment of Remuneration of Rs.1,50,000/- (apart from re-imburserfient of out-of-pocket expenses incurred for the purpose of Audit) to Shri B. C. Desai, Cost Auditor (Membership No. M-1077), for conducting the audit of Cost Accounting Records relating to the 'Textiles' product manufactured and traded by the Company for the year 1st April 2014 to 31st March 2015 be and is hereby approved."

(i) Voted in favour of the resolution:



<u>- 18 전쟁</u> 이 <u>- 19 8 명 - 19 10 명령 4 명</u> - 19 10 19 19 19 19 19 10 10 10 10 10 10 10 10 10 10 10 10 10	<u>은 것은 것 같은 것 같은 것 같은 것 같은 것 같은 것 같은 것 같은</u>	(a) A strategy of the set of t
Number of members present	Number of votes	% of total
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(in person or by proxy)		
273	8559340	99.999650
B. S. M.		

(ii) Voted against the resolution

Number of members present	Number of votes	% of total
and	cast by them	number of valid
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(in person or by proxy)		
		长。····································
3	30	0.000350

(iii) Invalid votes					
Total number of I	members			Total number of	of votes cast by
(in person or by p	G			them	
whose votes wer	e declarec	l invalid			
7				67	

Special Resolution -16

"RESOLVED THAT pursuant to the provisions of Section 94and other applicable provisions, if any, of the Companies Act, 2013, (the 'Act') the Register of Members, Index of Members, Register and Index of Debenture holders, if any, prepared in accordance with the provisions of Section 88 of the Act, in respect of the Shares and Debentures issued by the Company from time to time, shall be kept at the office of the Registrar and Share Transfer Agents of the Company, M/s. Sharepro Services (India) Pvt. Ltd., at Devnandan Mega Mall, Office No.416-420 4th floor, Opp. Sanyas Ashram, Ashram Road, Ahmedabad – 380 006, till such time the same is required to be maintained under the provisions of the Act and unless some other place is directed or informed by the Company."

(i) Voted in favour of the resolution:

		[34] P.G. PARD DERING CONTRACTOR STRUCTURE CONTRACTOR S STRUCTURE STRUCTURE CONTRACTOR STRUCTURE CONTRACTOR STRUCTURE STRUCTURE STRUCTURE STRUCTURE STRUC
Number of members present	Number of votes	% of total
and	cast by them	number of valid
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(in person or by proxy)		
278	8559374	99.99988

(ii) Voted against the resolution

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(iii) Invalid votes

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11



Whose yotes were declared invalid

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(Enumerate depending on the number of resolutions for which poll is taken) 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 handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Place: AHMEDABAD Dated: 5th August,2014 Thanking you Yours faithfully

67

CS MANUPRASAD PATEL Membership No.: FCS 2588 CiP, No.: 6357

JUPRASA AMMEDABAD SEC

Name/s and Signature/s of the Scrutinizer/s

12

Shailesh A Gandhi

H A Matatial Chairman of the Meeting (Except for Resolutions No.3 & 13)

Sice and N K Parikh Chairman of the Meeting (for Resolutions No.3 & 13)



Manuprasad Patel M.Com., LL, B (Spl.), FCS. Company Secretary - in practice

05.08.2014

To, The Chairman, Mafatlal Industries Limited, Asarwa Road, Ahmedbad-380016

Dear Sir,

We the scrutinizers, Mr. Manuprasad Patel and Mr. Shailesh A. Gandhi as appointed at the 100th Annual General Meeting of the Mafatlal Industries Limited, hereby declare that the Poll Ballot Paper Box has been opened in the presence of following two witnesses at the Office Thakorebhai Desai Hall, Near Law Garden, Ellisbridge, Ahmedabad-380 006.

Dated: 05.08.2014

M. M. Patel

Shailesh Gandhi

5-8-0014

Witness-1 Name & Signature

C. Mater 4-5/ 18/2=16 Witness-2 Name & Signature TAROK C. PATEL

309, Amulya Complex, Opp. Central Bank, Ambawadi Bazar AHMEDABAD-380015 Ph.: (o) 40027850, (M) 9426513721 Email: manuprasadpatel@gmail.com

Manuprasad Patel 309, Amulya Complex, Opp. Central Bank,

Ambawadi Bazar, Ahmedabad-380 006. (M): 9426513721 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 H A Mafatlal Chairman MAFATLAL INDUSTRIES LIMITED Asarwa Road, Ahmedabad-380016

100th Annual General Meeting of the Equity Shareholders of MAFATLAL INDUSTRIES LIMITED .held on Tuesday the 5th Day of August,2014 at Thakorebhai Desai Hall, Near Law Garden, Ellisbridge, Ahmedabad-380 006.

Dear Sir.

IWe, MANUPRASAD PATEL, Practising Company Secretary *and SHAILESH A. GANDHI appointed as Scrutinizer(s) for the purpose of the poll taken on the below mentioned resolution(s), at the 100th Annual General Meeting of the Equity Shareholders of Mafatlal Industries Limited, held on Tuesday the 5th Day of August,2014 Thakorebhal Desai Hall, Near Law Garden, Ellisbridge, Ahmedabad-380 006 submit our report as under;

1. After the time fixed for closing of the poll by the Chairman, One ballot box kept for polling were locked in my/our presence with due identification marks placed by me/us.

2. The locked ballot boxes were subsequently opened in my/our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the 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.

OR

I/We did not find any poll papers invalid.

*Not applicable if there is only one scrutinizer appointed.

4. The result of the Poll is as under:

Ordinary Resolution -1

To consider and adopt the Directors' Report and the Audited Financial Statements including Statement of Profit & Loss for the year ended 31st March, 2014 and the Balance Sheet as at that date and the Auditor's Report thereon.

1	(i) Voted In favour of	the resolution:
1	Number of members present	Number of votes % of total
	and	cast by them
	voting	votes cast
	(in person or by proxy)	
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(ii) Voted against the r	esolution	
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and voting	cast by them	number of valid
(in person or by proxy)		
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(iii) Invalid votes	<u>에 가서 같은 데이지는 것이라. 전 데이지는 것은 것이 것이 것이 것이 것이 못 하면 다. 한 것이 가</u> 같은 것이 같이 하는 것이 없다. 이것이 있는 것이 있는 것이 있는 것이 있는 것이 있는 것이 있다. 이것이 있는 것이 있다. 이것이 있는 것이 있다. 것이 있는 것이 있 같이 있는 것이 있는 것이 있는 것이 있다. 것이 있는 것이 있다. 것이 있는 것이 있 것이 있는 것이 없는 것이 있다. 것이 있는 것이 없는 것이 없는 것이 있는 것이 없는 것이 없는 것이 있는 것이 없다. 것이 없는 것이 없 않이 않아? 것이 없는 것이 없는 것이 없는 것이 없는 것이 있는 것이 있는 것이 없는 것이 없다. 것이 없는 것이 없는 것이 없는 것이 없는 것이 없는 것이 없다. 것이 없는 것이 없는 것이 없는 것이 없는 것이 없다. 것이 것이 있 것이 없는 것이 없는 것이 없는 것이 없는 것이 없다. 것이 없는 것이 없는 것이 없는 것이 없는 것이 없다. 것이 않은 것이 없는 것이 없는 것이 없는 것이 없다. 것이 않은 것이 않이 않는 것이 없는 것이 없는 것이 없 않이 않 것이 것이 것이 없는 것이 없다. 것이 없는 것이 없는 것이 없는 것이 없는 것이 없 않이 있 않이	
Total number of mem	ibers Total number of votes cast	by
(in person or by proxy		
whose votes were dee		
		2년 - 19년 1977년 - 19
The second second second	67	1.09.24

Ordinary Resolution -2 To declare Dividend for the year 2013-14 on Equity Shares.

		(i)	Vote	d in	favour	of th	e reso	plution	i. Shii			신민지				
		25434544352533	mem	bers	presen	ADDIAL PR	C. 7 7 9 9 0 7	1.5121213143	votes		1 E I I I I I	of to	900 B B			
	and	요즘 물건이 가지 ?					cast t	by the	m da bi		31411	umbe	1000	valid		
15 B.	Voti (in l	person	or hv	ριοχν			아내리의 유민이라				Y	otes i	Jasi			
				P 979												
N 1960	251						8518	399			1	00.00	0000)		

(ii) Voted against the resolution Number of members present Number Number of votes cast by them % of total and number of valid voting votes cast (in person or by proxy) 0 0 0

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Ordinary Resolution -3 To appoint a Director in place of Shri H. A. Mafatlal (holding DIN 00009872), who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favour of	the resolution:
Number of members present	Number of votes % of total
and voting	cast by them number of valid votes cast
(in person or by proxy)	
251	8518900



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S)	(iii) Invalid votes	5 - 1 - 1 - 1 - 1					la fina de la constant del Constantes <u>en ser</u> tes en sertes	김희리카
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ļ	(in person or by	proxy)				한 번 것 같은 것 같이. 지난 것 같이 것 같이 같이 것	세종 관련 가슴 가슴이 그 것은 19년 년 19일 년	
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To appoint Auditors to hold office from the conclusion of this Meeting until the conclusion of the 103rd Annual General Meeting and to fix their remuneration

() ()	Voted I	n favour of the	e resolution:				416년 11년 1266 El 2017년 11년 11년 11년 11년 11년 11년 11년 11년 11년
Numb	er of member		Number of vote)S	% of tota	a second and the second se	
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250			8518898		100.000	000	
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(ii) Voted against the n	esolution	
사람은 전 1915년 전 1917년 1 1917년 - 1917년 19	Number of votes	% of total
and voting	cast by them	number of valid votes cast
(in person or by proxy)		
0	0	<u></u>

Total number of members	f votes cast
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(in person or by proxy)	
whose votes were declared invalid	
7	

Ordinary Resolution -5

Pursuant to the provisions of Section143(8) read with Sections 139 and 141 of the Companies Act, 2013, appointment of M/s. Sorab S. Engineer & Co., Chartered Accountants, Mumbai (ICAI Registration No.110417W), as the Branch Auditors of the Company, to hold office from the conclusion of this Annual General Meeting and up to the conclusion of the 103rd Annual General Meeting, for the audit of books of accounts of the Branch Offices of the Company at Ahmedabad and Nadiad, on such remuneration, apart from reimbursement of out of pocket expenses as may be incurred by them for the purpose of audit and the applicable taxes, as may be recommended by the Audit Committee and determined by the Board of Directors of the Company in consultation with the Branch Auditors.



	(i)	Voted	in favour o	of the resolution	ution:			
0.012		fmembo	ers present		r of votes		% of total	
and	マンチちょうかい		21월 22일 원일 일 만입니 같은 것	cast by	' tnem	12 16 KR	number of votes cast	/alio
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249				851889)6		100.00000	

(ii)	Voted against the r	esolution	
Number of	members present	Number of votes	% of total
and		cast by them	number of valid
voting	[]]]]]]]]]]]]]]]]]]]]]]]]]]]]]]]]]]]]		votes cast
(in person	or by proxy)		
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있던 사회에서 제 60 명이 관심을 했다.

Ordinary Resolution -6

성지, 그렇게 걸었는 것 같아요. 신간 것 같아.

Pursuant to the provisions of Section 143(8) read with Sections 139 and 141 of the Companies Act, 2013, appointment of M/s. C. C. Chokshi & Co., Chartered Accountants, Ahmedabad, (ICAI Registration No.101876W as the Branch Auditors of the Company, to hold office from the conclusion of this Annual General Meeting and up to the conclusion of the 103rd Annua General Meeting, for the audit of books of accounts of the Branch Offices of the Company at Ahmedabad and Nadiad, on such remuneration, apart from reimbursement of out of pocket expenses as may be incurred by them fo the purpose of audit and the applicable taxes, as may be recommended by the Audit Committee and determined by the Board of Directors of the Company in consultation with the Branch Auditors.

(i) Voted in favour of the resolution:

	Number of members present	Number of votes % of total
	and	cast by them I number of valid
	voting	votes cast
	(in person or by proxy)	
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	250	8518897 100.000000
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(ii) Voted against the resolution

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and	cast by them	number of valid
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(iii) Invalid votes

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"RESOLVED THAT pursuant to the provisions of Sections149,152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (Including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Shri P. R. Amin (holding DIN 00171677), Director of the Company whose period of office was liable to determination by retirement of directors by rotation under the provisions of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years."

(i) Voted in favour of I	he resolution:	
Number of members present	Number of votes	% of total
and voting	cast by them	number of valid votes cast
(in person or by proxy)		
250	8518898	100.000000
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	(iii)	Invalid	votes :		G 역는 D 관계 (Date			
ſ	Total numb	er of mei	mbers			Total nun	nber of votes	cast by
	(in person c			Mester Galactic		them		
1	whose vote	s were d	eclared in	valid				
1								
	7					67	[[논문]] [[말]] [] []	

Ordinary Resolution -8

"RESOLVED THAT pursuant to the provisions of Sections149, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Shri N. K. Parikh (holding DIN 00058995), Director of the Company whose period of office was liable to determination by retirement of directors by rotation under the provisions of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office forfive consecutive years."

(i) Voted in favou	r of the resolution:	
Number of members preser		% of total
and voting	cast by them	number of valid votes cast
(in person or by proxy)		
251	8518900	100.000000



(ii) Voted against the re	esolution	
Number of members present	Number of votes	% of total
and	cast by them	number of valid
voting (in person or by proxy)		votes cast
0	0	10
(iii) Invalid votes :		
Total number of members		Total number of votes cast by
(in person or by proxy) whose votes were declared inva		them
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7		87

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re- nactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Shri V. R. Gupte (holding DIN 00011330), Director of the Company whose period of office was liable to determination by retirement of directors by rotation under the provisions of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years."

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(ii) Voted against the resolution

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Number of members and voting	present Number of votes % of total cast by them number of valid votes cast	
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(ili) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid																																		
(in person or by proxy) them whose votes were declared invalid .	To	sta	Ini	Jm	bei	r of	m	em	be	rs	i Cara Refe			142		14		20			1917-55 1819-55			1	Ot	al r	nun	ıbei	of	vote	s ca	st b)V	D
whose votes were declared invalid	<i>l</i> fr	0	ers	оп	ог	bν	Dr	οxv	A.								inaut Li 1251	9.63						- 1 - 1		S			arp Kodi		n (7			
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"RESOLVED THAT pursuant to the provisions of Sections149, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder(including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IVto the Companies Act, 2013, Shri P. N. Kapadia (holding DIN 00078673), Director of the Company whose period of office was liable to determination by retirement of directors by rotation under the provisions of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years."

	(i) Voted in favour ol	of the resolution;	
Î	Number of members present	Number of votes	% of total
1.	and	cast by them	number of valid
	voting		votes cast
-	(in person or by proxy)		
1	251	8518899	100.000000
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		(ii)		Vc	ited :	igai	nst t	he r	eso	lutio	n		turi. Guru									i de la		
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Γ	7	John C							νų į			67								. (4)	

Special Resolution -11

"RESOLVED THAT in supersession of the Ordinary Resolution passed at the Annual General meeting of members held on 8th August, 1992 and pursuant to Section 180(1)(a) and other applicable provisions of the Companies Act 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors to mortgage / charge / encumber all or any of the immovable and or movable properties including securitization of the receivables where so ever situated, present and future including the whole or substantially the whole of the undertaking/s of the Company in favour of Banks, Financial Institutions and other bodies corporate and entities to secure an aggregate amount upto " 500 crores and interest at agreed rate, additional interest, compound interest, commitment charges, etc., as may be applicable and payable by the Company to the lenders in terms of the agreement/s executed with them".

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to negotiate finalize and settle with the lenders concerned, all deeds, documents and writings for creating the aforesald mortgage(s), charge(s) and encumbrances and to do all such acts, deeds and things as may be necessary and expedient for giving effect to this resolution".



Number of members present and	Number of votes cast by them	% of total number of valid
voting (in person or by proxy)		votes cast
249	8518896	99.999977
(ii) Voted against the	resolution	
Number of members present		% of total
and voting	cast by them	number of valid votes cast
(in person or by proxy)		
[] 2017년	- 神動 無限に動力がある かいりつ はちにもののの にしょうしょうがくもののがし 一部 形形 しきはほう 白い	

(iii) Invalid votes :		
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(in person or by pr		
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17-22 Additional Addition	67	

Special Resolution -12

"RESOLVED THAT in supersession of the Ordinary Resolution passed at the Annual General Meeting of members held on 8th August, 1992 and pursuant to the provisions of Section 180(1)(c) and any other applicable provisions, if any, of the Companies Act 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors to borrow moneys in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans in the ordinary course of business obtained/to be obtained from one or more Banks, Financial Institutions, other bodies corporate and entities shall not at any time exceed 500 Crores (Rupees Five Hundred Crores)."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to negotiate, finalise and settle with the lenders concerned, all deeds, documents and writings for the purpose of borrowings and to do all such acts, deeds and things as may be necessary and experienced for giving effect to the aforesaid resolutions."

(i) Voted in favour of I	he resolution:	
Number of members present	Number of votes	% of total
and	cast by them	number of valid
voting		votes cast
(in person or by proxy)		
251	8518900	100:000000
전 1478년 1487년 - 1878년 1878년 1979년 - 1979년 1 1979년 - 1979년 1	그렇지 않는 것을 많은 것을 줄 것을 많이 없다.	김 전에 있는 것이 같은 것이 없는 것이 없는 것이 없는 것이 없다.

(ii) Voted against the resolution

Number of members present Number of votes % of total	
and cast by them number of v	/alid
voting votes cast	
(in person or by proxy)	
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(iii) Invalid votes :		
Total number of m	승규는 김 나라도 한 것 같아. 나라 지난 것 같아.	Total number of votes cast by
(in person or by pi		them
whose votes were		
7		67

Special Resolution -13

"RESOLVED THAT in accordance with the provisions of Sections 198, 309 and other applicable provisions, if any, read with Schedule XIII of the Companies Act, 1956 and Section 197 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013, including any statutory modification or re-enactment thereof, for the time being in force, and subject to the approval of the Central Government, approval of the members of the Company be and is hereby accorded to the managerial remuneration mentioned below paid to Shri V. P. Mafatial, Executive Vice-Chairman and Shri Rajiv Dayal, Managing Director & Chief Executive Officer for the Financial Year 2013-14 notwithstanding it being in excess of the limits prescribed under the said provisions."

Name of Director	Salary & Perquisites Rs.
Shri V. P. Mafatlal, Executive Vice-Chairman	1,14,78,814/-
Shri Rajiy Dayal, Managing Director & Chief Executive Officer	1,17,28,512/-
Total	2,32,07,326/-

"RESOLVED FURTHER THAT subject to approval of the Central Government, the amount of excess ayment of the managerial remuneration of ` 78,61,404/- paid to the aforesaid managerial personnels (i.e. excess of ` 38,05,853/- above the limit paid to Shri V. P. Mafatlal and excess of ` 40,55,551/- above the limit paid to Shri Rajiv Dayal) during the year 2013-14 be and is hereby approved."

*RESOLVED FURTHER THAT the Company do make an application to the Central Government to walve the excess payment of managerial remuneration and that Board of Directors of the Company be and is hereby authorized to do all the necessary acts, deeds, matters and things to implement this resolution."

(i) Voted in favour of the resolution:

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	and			cas	st by them		numt	er of valid	이 아파 아이가 하는 것이 같다.
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) Voted against the resolution

Number of members present	Number of votes	% of total
and	cast by them	number of valid
voting	한 14.5 만, 19.6 만, 11.1 만, 11.1 	votes cast
(in person or by proxy)		
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	28	0.000328



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"RESOLVED THAT in accordance with the provisions of Section 148 (3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, payment of Remuneration of Rs 4,00,000/- (apart from re-imbursement of out-of-pocket expenses incurred for the purpose of Audit) to Shri I. V. Jagtiani, Cost Auditor (Membership No. M-997), (lead cost auditor) for conducting the audit of Cost Accounting Records relating to the 'Textiles' product manufactured and traded by the Company for the year 1st April 2014 to 31st March 2015 be and is hereby approved."

(i) Voted in favour of	the resolution:	
영영화 전 방법이 실험 감독은 영양이 가격했다. 다양한 이상은 아파 아파 가 나는 것이다.	Number of votes	% of total
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(in person or by proxy)		
250	8518873	99.999671

ii) Voted against the resolution

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(iii) Invalid votes :

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Ordinary Resolution -15

"RESOLVED THAT in accordance with the provisions of Section 148 (3) of the Companies Act, 2013 read with Rule 14 of The Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, of The Companies Act, 2013, payment of Remuneration of Rs.1,50,000/- (apart from re-imbursement of out-of-pocket expenses incurred for the purpose of Audit) to Shri B. C. Desai, Cost Auditor (Membership No. M-1077), for conducting the audit of Cost Accounting Records relating to the 'Textiles' product manufactured and traded by the Company for the year 1st April 2014 to 31st March 2015 be and is hereby approved."

) Voted in favour of the resolution:

Number of members present	Number of votes	% of total
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(in person or by proxy)		
248	8518870	99.999671



(ii) Voted against the r	resolution	
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and	cast by them	number of valid votes cast
(in person or by proxy)		
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(iii) Invalid votes :

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Special Resolution -16

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"RESOLVED THAT pursuant to the provisions of Section 94and other applicable provisions, if any, of the Companies Act, 2013, (the 'Act') the Register of Members, Index of Members, Register and Index of Debenture holders, if any, prepared in accordance with the provisions of Section 88 of the Act, in respect of the Shares and Debentures issued by the Company from time to time, shall be kept at the office of the Registrar and Share Transfer Agents of the Company, M/s. Sharepro Services (India) Pvt. Ltd., at Devnandan Mega Mall, Office No.416-420 4th floor, Opp. Sanyas Ashram, Ashram Road, Ahmedabad – 380 006, till such time the same is required to be maintained under the provisions of the Act and unless some other place is directed or informed by the Company."

Voted In favour of the resolution:

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(ii) Voted against the resolution

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· 이번 이 이 것은 사람은 전 이 것이 안 한 것을 수 있는 것을 알았는 것 같이.		19. 김 영화 방송의 감독 방송을 감독하는 것을 받는 것을 못 하는 것을 받는 것을 못 하는 것을 것을 못 하는 것을 것을 못 하는 것을 것 같이 않는 것을 못 하는 것을 것 같이? 하는 것을 못 하는 것을 것을 것 않는 것을 못 하는 것을 것 같이? 하는 것 같이? 하는 것 같이 않는 것 같이? 하는 것 같이? 하는 것 같이? 것 같이? 것 같이? 하는 것 같이? 하는 것 같이? 것 같이? 것 않는 것 같이? 하는 것 같이? 것 같이? 것 같이? 것 않는 것 같이? 하는 것 않는 것 같이? 것 않는 것 같이? 하는 것 같이? 하는 것 같이? 하는 것 같이? 하는 것 않는 것 않는 것 않는 것 같이? 하는 것 않는 것
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(Enumerale depending on the number of resolutions for which poll is taken)

 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 handed over to the Company. Secretary / Director authorized by the Board for safe keeping.

> Thanking you, Yours faithfully

Place: AHMEDABAD Dated: 5th August,2014

Sales .

UPRASA AMMEDABA PSEI

CS MANDPRASAD PATEL Membership No.: FCS 2588 C. P. No.: 6357 CS MANUPRASAD PATEL Company Secretaries CP : 6357 FCS : 2588

Shailesh A Gandhi

Name/s and Signature/s of the Scrutinizer/s

- fa

HA Mafatlai Chairman of the Meeting (Except for Resolutions No.3 & 13)

N K Parikh Chairman of the Meeting (for Resolutions No.3 & 13)



Manuprasad Patel M. Com., LL, B (Spl.), FCS. Company Secretary - in practice

05.08.2014

To, The Chairman, Mafatlal Industries Limited, Asarwa Road, Ahmedbad-380016

Dear Sir.

We the scrutinizers, Mr. Manuprasad Patel and Mr. Shailesh A. Gandhi as appointed at the 100th Annual General Meeting of the Mafatlal Industries Limited, hereby declare that the Poll Ballot Paper Box has been opened in the presence of following two witnesses at the Office Thakorebhai Desai Hall, Near Law Garden, Ellisbridge, Ahmedabad-380 006.

Dated: 05.08.2014

M. M. Patel

Shailesh Gandhi

P.A.Man

Witness- 1 Name & Signature P.ACHUTHAN NAIR

Co-Getty 05/08/2114

Witness- 2 Name & Signature TARAK CLATEL

> 309, Amulya Complex, Opp. Central Bank, Ambawadi Bazar AHMEDABAD-380015 Ph.: (o) 40027850, (M) 9426513721 Email: manuprasadpatel@gmail.com



TAPAN SHAH COMPANY SECRETARY 816-818, Anand Mangal – 3, Opp. Core House, Nr. Doctor House, Ellisbridge, Ahmedabad-380006 Phone : (O) 26430810, 30081114 (R) 26650050 Fax: 91-79-26430810 •E-mail : <u>info@tapanshah.ln</u>

Scrutinizer's Report

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

To, The Chairman

Mafatlal Industries Limited, Asarwa Road, Ahmedabad-380 016.

Dear Sir,

I, Mr. Tapan Shah, Practicing Company Secretary, has been appointed as a Scrutinizer of Mafatlal Industries Limited ("the Company") for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 on the below mentioned resolution(s), as mentioned in the agenda of the Notice dated 30th May, 2014 of 100th Annual General Meeting of the Equity Shareholders of the Company, to be held on 5th day of August, 2014 at 10.30 a.m. at Thakorebhai Desai Hall, Near Law Garden, Ellisbridge, Ahmedabad-380 006.

- *i.* **Ordinary Resolution** To receive, consider and adopt the Director's Report, the audited financial Statements for the financial year ended on 31st March, 2014 and Auditors' report thereon.
- *ii.* Ordinary Resolution for declaration of dividend on equity shares for the financial year ended on 31st March, 2014.
- *iii.* Ordinary Resolution for Re-appointment of Shri H. A. Mafatlal as Director, who retires by rotation and eligible, offers himself for re-appointment.
- iv. Ordinary Resolution for the appointment of Statutory Auditors and fixing their remuneration.
- v. Ordinary Resolution under section 143(8) read with sections 139 and 141 of the Companies Act, 2013 and rules made there under for Appointment of M/s Sorab S. Engineer & Co. as Branch Auditor of the company.
- vi. Ordinary Resolution under section 143(8) read with sections 139 and 141 of the Companies Act, 2013 and rules made there under for Appointment of M/s C. C. Chokshi & Co. as Branch Auditor of the company.
- vii. Ordinary Resolution under section 149,152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and rules made there under for the appointment of Shri P. R. Amin as an Independent Director of the company.



...2/-

- viii. **Ordinary Resolution** under section 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and rules made there under for the appointment of Shri N. K. Parikh as an Independent Director of the company.
- ix. Ordinary Resolution under section 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and rules made there under for the appointment of Shri V. R. Gupte as an Independent Director of the company.
- x. Ordinary Resolution under section 149,152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and rules made there under for the appointment of Shri P. N. Kapadia as an Independent Director of the company.
- xi. **Special Resolution** under section 180(1)(a) and other applicable provisions of the Companies Act, 2013 for the Consent to Mortgage/ Charge/ Encumber all or any of the immovable/ Movable properties of the Company.
- xii. **Special Resolution** under section 180(1)(c) and other applicable provisions of the Companies Act, 2013 for the borrowing of moneys in excess of aggregate of the paid-up share capital and free reserves of the Company.
- xiii. Special Resolution under section 198,309 read with Schedule XIII and other applicable provisions of the Companies Act, 1956 and Section 197 and other applicable provisions read with Schedule V of the Companies Act, 2013 for Approval of excess payment of Managerial Remuneration paid to Shri V. P. Mafatlal, Executive Vice-Chairman and Shri Rajiv Dayal, M.D & CEO of the Company.
- xiv. Ordinary Resolution under section 148(3) and any other applicable provisions of the Companies Act, 2013 and rules made there under for approval of remuneration of Cost Auditor - Shri I. V. Jagtiani for FY. 2014-15.
- xv. Ordinary Resolution under section 148(3) and any other applicable provisions of the Companies Act, 2013 and rules made there under for approval of remuneration of Cost Auditor - Shri B. C. Desai for FY. 2014-15.
- xvi. Special Resolution under section 94 and other applicable provisions of the Companies Act, 2013 for approval of keeping all documents mentioned u/s 88 of the Companies Act, 2013 at the office of Registrar and Share Transfer Agents of the Company.



...3/-

:3:

I HEREBY SUBMIT MY REPORT AS UNDER:

- On the basis of the Register of Members and the list of beneficiary owners made available by the Depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), as on 4th July, 2014 (Cut-off date) for the purpose of E-voting, the Company completed dispatch of the Notice of e-Voting :
 - A. by email to Members who had registered their email-ids with the Company on 9th July, 2014 and
 - B. by Courier to Members in physical form on 11th July, 2014.
- In terms of the aforesaid Notice, E-voting was open for three days from Wednesday, 30th July, 2014 at 9.00 a.m upto Friday, 1st August, 2014 at 6.00 p.m and members were required to cast their votes electronically conveying their assent or Dissent in respect of the Ordinary Resolutions/ Special Resolutions, on e-voting platform provided by National Securities Depository Limited (NSDL).
- As required in the Rules, I unlocked the E-voting on the platform provided by NSDL after the completion of the E-voting process at 6.15 p.m. on Friday, 1st August, 2014 in the presence of Mr. Tushar Donda and Mr. Naresh Prajapati.
- 4. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were download from the e-voting website of National Securities Depository Limited (https://www.evoting.nsdl.com). Snap Shot of the website of NSDL is attached herewith as an **Annexure A**.
- 5. Based on the results made available to me, 26 members have cast their votes on the evoting platform and, the detailed analysis of the e-Voting Results for each of the sixteen agenda items contained in the said Notice is attached herewith as an **Annexure – B**.
- 6. The Register, all other papers and relevant records relating to electronic voting shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company Secretary of the Company.

Thanking you,

Place : Ahmedabad

RAJNIKA BARAGEN CON BERGUEL Signature : NT SHAH Dele 2012/10/2011/21/15

TAPAN

Date : 04/08/2014

Name of Company Secretary : TAPAN SHAH C.P.No. : 2839



US TAPAN SHAH Company Secretary

Annexure – A

SNAP SHOT OF THE WEBSITE OF NSDL

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	doption of Directions' Report, Asi arch, 7014 and Auditors' Report			1/We Assent to the Resolution(For/Yes) 40472.000	
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TAPAN SHAH Company Secretary

Reserven : Declaration of Dividend Description ¹ Declaration of Dividend I/We Assent To The Resolution(Por/Ares/ Pavent) 40471.000 I/We Dissent To The: Resolution(Against/No) 1.009 Rescontion : Re-appointment of Shri H & Nafallal as a Director Description Re-appointment of Shri H.A. Mulallal as a Director who retires by rotation I/We Assent Ta the Resolution(For/Yes/ Payour) 40471.000 1/We Dissent To The Resolution(Against/No 0,000 Resources 1 Appointment of Auditors and Thing their remuneration Description . 1 Appointment of Auditors and foling their remaneration I/We Assent To The Resolution(For/Yes/ Favour) 40461.000 L/We Dissent To The Resolution(Ageinst/ No 11.000 R\$100,000 : Appaintment of Surab S Engineer and Company as Branch Auditors Description Appointment of M/s. Serals S. Coginers & Co. os Branch Auditors I/We Assent To The Resolution(Far/ Yes/ Favour) 40472.000 Resolution (Against/No) 0.000



Company Secretary

Resolution		Appointment of C C Chekshi and Company as Branch Auditors	
Description		Appointment of M/s. C.C. Chokshift Co., as Branch Auditors	· ;
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Description.	1	Appointment of Ster P.R. Anin as an Independent Director	
	.		I/We Assent To The Resolution(For/Yes/ 40462.00)
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Nesolaion	1.	Appolniment of Shri N X Parith as an Independent Director	
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Resolution	ţ	Appointment of Shrt V R Cupto at an Independent Director	
Description	1	Appointment of Shri V.R. Gupte as an Independent Director	
			J/We Assent to The Resolution(For/ Yes/ Favour)
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Relation	1	Appointment of Shir Pri Lapadia as an Independent Director	
Description	4	Appointment of Shit P.A. Canada as an Independent Director	
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n and a spin			Resolution(Springs/ No) 11,000
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TAPAN SHAH Company Secretary

Residuen	4	Approval of remuneration of Cost Auditor Shri 1 Y Jagilani	
Qescription:	Ţ	Ordinary Resolution Under Section 148(3) of the Companies Art, 2013 (or approval of remaineration of Cest Auditor Siri 1.Y, Jugtian)	
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			Resolution(Against/ No) 2.009
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Ste schutters	¢	Approval of remuneration of Cost Auditor Shift C Desai	
Descroon		Ordinary Resolution Under Section 146(3) of the Companies Act, 2013 for approval of romanes alion of Cost Auditor Shri B.C. Desai	
			I/We Assent To The Resolution(For/ Yes/ 40470.000 Favour)
			I/We Dissent to The 2.000 Resolution(Against/Na) 2.000
Perchators	ŧ	Approval for keeping all documents at the office of Sharepro Services I put Ltd at Alien	HADAG
Description	Ŕ	Special Resolution Under Section 94 of the Companies Act, 2013 for keeping of documents membioned in Section 08 of the Companies Act, 2013 at the office of	
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		and Setting The Analysis	Resolution(Fer/Yes/ 40473.000 Favour)
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US TAPAN SHAH Company Secretary

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Mafatlal

Regd. Off.: Asarwa Road, Ahmedabad 380 016. India T: 91 79 2212 3944 / 45 F: 91 79 2212 3045 Corp. Off.: Kaledonia Building, 6th Floor, Opp. Vijay Nagar Society, Sahar Road, Off Western Express Highway, Andheri (East), Mumbai 400 069 Tel No. 022 67713800 Website: www.mafatlals.com

MAFATLAL INDUSTRIES LIMITED ¹ Tel No. 02 Corporate identification No. L17110GJ1913PLC000035

E-Mail id : ahmedabad@mafattats.com

August 06, 2014

The Secretary BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Fort Mumbai 400 001. The Secretary Ahmedabad Stock Exchange Ltd. Kamdhenu Complex Opp. Sahajanand College, Panjara Pole, Ahmedabad 380 015.

BSE Code : 500264

ASE Code: 34100

Dear Sirs,

Re: <u>100th Annual General Meeting</u> -Declaration of Results of E-voting and Poll

We send herewith Chairman's Report on the declaration of results of e-voting and poll together with its Annexures.

Kindly take the same on record.

Thanking you,

Yours faithfully, For MAFATLAL INDUSTRIES LIMITED

ASHISH KARANJI AUTHORISED SIGNATORY

Encl: As above.

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Corporate Office : Kaledonia, Office No. 3, 6th Floor, Sahar Road, Andheri (E), Mumbai - 400 069. Ti 91 22 6771 3800 F: 91 22 6771 3924 / 25 website : www.mafatdals.com Regd. Office : Asarwa Road, Ahmedabad 380 016. India T: 91 79 2212 3944/45 F: 91 79 2212 3045

CIN: L17110GJ1913PLC000035

100THANNUAL GENERAL MEETING HELD ON 5TH AUGUST, 2014 Declaration of Results of e-voting and poli

As per the provisions of the Companies Act, 2013 read with the provisions of the Listing Agreement, the Company had provided the facility of e-voting through NSDL to the Shareholders to enable them to cast their vote electronically on the resolutions (item 1 to 16) proposed in the Notice of the 100th Annual General Meeting (AGM). The e-voting was open from Wednesday, 30th July, 2014 to Friday, 1st August, 2014.

Shri-Tapan Shah, Practising Company Secretary, who was appointed as the Scrutinizer for E-Voting, has submitted his Report in respect of the e voting to the Chairman.

In line with the provisions of the Companies Act, 2013 and in terms of the clarification issued by MCA, voting by Show of Hands was not taken up at the general meeting since e-voting has been offered to the Shareholders. Therefore, at the Annual General Meeting of the Company held on 5th August, 2014, voting was conducted by means of poll-

Shri Manuprasad Patel, Practising Company Secretary and Shri Shallesh Gandhi, a shareholder both were appointed as Scrutinizer for Poll. They have carried out the scrutiny of all the votes cast in Poll. As requested, they have also submitted consolidated report combining the e-voting and poll results and submitted the same.

Resolutions – Item 1 to 16 as mentioned in the Notice of 100 th AGM (brief details)		FOR	A	GAINST	TOTAL CO VOTING (EV POLL) PERCENTAGE	
	Voter Count (No. of Shareh olders	Vote Count (No. of Shares)	Voter Count (No. of Sharehol ders	Vote Count (No. of Shares)	FOR	AGAINS T
1. Ordinary Resolution To receive, consider and adopt the Director's Report, the audited financial Statements for the financial year ended on 31st March, 2014 and Auditors' report thereon.	279	8559374	0	0	100%	
2.Ordinary Resolution Declaration of dividend on equity shares for the financial year ended on 31st March, 2014	276	8559370	1	1	99.999388%	0.000012

The Result of voting (Consolidated -E voting+ Poll) is as follows:

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Corporate Office : Kaledonia, Office No. 3, 6th Floor, MAFATLAL INDUSTRIES LIMITED TO 179 2212 3944/45 F: 91 79 2212 3045

CIN: L17110GJ1913PLC000035

1	3. Ordinary Resolution	276	8559371	0	0	100%	0%	- <u>-</u> -
:: 	Re-appointment of Shri H. A.	-						0 # 2 - 0 5 - 1 - 2 - 2
	Mafatlal as Director, who							
 	retires by rototion and eligible,			1		· · .		
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• •	appointment					· · · ·	· · · · · · · · ·	가 한 원 1 가 한 원 1
	4.Ordinary Resolution	274	8559359	2	11	99.999871%	0.000129%	
	Appointment of Statutory				ł		17 B L B R 17 R B R L	·····
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	5. Ordinary Resolution	275	8559368	0	0	100%	DX	ia € 2 mana. In e nomena
	Appointment of Branch							
	Auditors under section 143(8)					· · · · ·		
	read with sections 139 and 141			-				а уд. А ав.,
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нц "т	Appointment of M/s Sorab S				ł	·		
	Engineer & Co, as Branch							1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1
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	6. Ordinary Resolution	274	8559358	1	10	99.999883 %	.0.000317%	
	Appointment of Branch		:			· .	n n an Sintana	
	Auditors under section 143(8)				1			
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·· ·	of the Companies Act, 2013 and							
-: -	rules made there under for			a t				
	Appointment of M/s C. C. Chokshi& Co. as Branch Auditor				l l	(<u> </u>	- 88 - 85 - 198 - 85	187 U.E. 188 - 199
	of the company.	а				· · · ·	의 가운영의 가용을 같은 전문식 신뢰로 같은 편의 전문식	
	7. Ordinary Resolution	275	8559360	1	10			-00 (4)
	Appointment of Shri P. R. Amin	• <i>13</i>	0000000			99.999883%	0.000117%	507 57 1871 827
	as an Independent Director of							
	the company under section			1	•			
	149,152 read with Schedule IV						an al. Satisfication	
, 	and other applicable provisions						1911 - 1913 - 1944 1975 - 1975 - 1976 1976 - 1976 - 1976	чи
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. <u>.</u> .	rules made there under	[ļ			이 방법으로 이 다음 - 유지 · 우리 것	의 분수는 신문 - 한편 도난 학
Ċ.	8. Ordinary Resolution	275	8559361	1	10	99.999883 %	0.000117%	
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MAFATLAL INDUSTRIES LIMITED

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CIN: L17110GJ1913PLC000035

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4 ⁸ 1	Chairman and Shri Rajiv Dayal,	ļ,		Į				
· ·	M.D & CEO of the Company.	<u>l'</u>	I	<u></u>		<u> </u>	· · · · · · · · · · · · · · · · · · ·	
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MAFATLAL INDUSTRIES LIMITED

Corporate Office : Kaledonia, Office No. 3, 6th Floor, Sahar Road, Andheri (E), Mumbai - 400 069, T; 91 22 6771 3800 E: 91 22 6771 3924 / 25 website : www.mafatlals.com Regd. Office : Asarwa Road, Ahmedabad 380 016. India T: 91 79 2212 3944/45 F: 91 79 2212 3045

CIN: L17110GJ1913PLC000035

 14.Ordinary Resolution under	275	8559343	3	30	\$ 7.999650%	0.000350%	
section 148(3) and any other applicable provisions of the Companies Act, 2013 and rules made there under for approval of remuneration of Cost Auditor - Shri I. V. Jagtiani for FY. 2014-							
= 15.						in e ai Theata	
15,Ordinary Resolution under section 148(3) and any other applicable provisions of the Companies Act, 2013 and rules made there under for approval of remuneration of Cost Auditor - Shri B. C. Desal for FY. 2014- 15.		8559340	3	30	99.999650X		
16.Special Resolution under section 94 and other applicable provisions of the Companies Act, 2013 for approval of keeping all documents mentioned u/s 88 of the Companies Act, 2013 at the office of Registrar and Share Transfer Agents of the Company.		8559374	1	1	99.999388 ¥		

as set out in the Reports of Scrutinizers, an Oromary & Special Resolutions (mentioned at item 1 to 10) as set out in the Notice of 100th Annual General Meeting, have been, duly approved by the Shareholders with requisite majority prescribed under applicable Laws. Copies of Scrutinizer's Reports (Shri Tapan Shah in respect of E-voting) and (Shri Manuprasad Patel & Shri Shallesh Gandhi In respect of Poll and combined report for e-voting and poll) are attached herewith.

FOR MAFATLAL INDUSTRIES LIMITED

H A MAFATLAL CHAIRMAN

Encl:A/A

Date: August 6, 2014

ARVIND MAFATLAL GROUP The ethics of excellence

Manuprasad Patel M. Com. LL, B (Spl.), FCS. Company Secretary - in practice

withing Secretary - III practice

05.08.2014

To, The Chairman, Mafatlal Industries Limited, Asarwa Road, Ahmedbad-380016

Dear Sir,

Sub: Consolidated Report of Scrutinizers in prescribed Form MGT-13 of Poll taken by ballot papers as well as e. voting.

We submit herewith the Results of the Poll taken on the 16 Resolutions at the 100th Annual General Meeting of the Members of Mafatlal Industries Limited held on 05.08.2014 at Thakorebhai Desal Hall, Near Law Garden, Ellsbridge, Ahmedabad-380 006.

All the Resolutions have been carried out with requisite majority of votes casted by the members by way of e-voting completed on 1st August, 2014 and physical Poll taken at the Annual General Meeting held on 5th August, 2014.

Thanking You, Yours Faithfully,

MM Patel Company Secretaries FCS:2588 CP: 6357 SAHMFDABAD CP i 6357 FCS: 2588 FCS: 2588

Sailesh A Gandhi

309, Amulya Complex, Opp. Central Bank, Ambawadi Bazar AHMEDABAD-380015 Ph.: (o) 40027850, (M) 9426513721 Email: manuprasadpatel@gmail.com

Manuprasad Hatel 309, Amulya Complex, Opp. Central Bank, Ambawadi Bazar, Ahmedabad-380 006. (M): 9426513721

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/

То Shri H A Mafatlal Chairman MAFATLAL INDUSTRIES LIMITED Asarwa Road, Ahmedabad-380016

100th Annual General Meeting of the Equity Shareholders of MAFATLAL INDUSTRIES LIMITED held on Tuesday the 5th Day of August, 2014 at Thakorebhai Desai Hall, Near Law Garden, Ellisbridge, Ahmedabad-380 006

Dear Sir.

IWe, MANUPRASAD PATEL, Practising Company Secretary *and SHAILESH A. GANDHI appointed as Scrutinizer(s) for the purpose of the poll taken on the below mentioned resolution(s). at the 100th Annual General Meeting of the Equity Shareholders of Mafatlal Industries Limited, heid on Tuesday the 5th Day of August, 2014 Thakorebhai Desai Hall, Near Law Garden, Ellisbridge, Ahmedabad-380 006 submit our report as under:

1. After the time fixed for closing of the poll by the Chairman. One/Two ballot boxes kept for polling were locked in my/our presence with due identification marks placed by me/us.

2. The locked ballot boxes were subsequently opened in my/our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies logged 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.

OR

I/We did not find any poll papers invalid. Not applicable if there is only one scrutinizer appointed. 4. The result of the Poll is as under:

Ordinary Resolution -1 To consider and adopt the Directors' Report and the Audited Financial Statements including Statement of Profit & Loss for the year ended 31st March, 2014 and the Balance Sheet as at that date and the Auditor's Report thereon.

	(i) voled in favour of		1949년 - 1974년에는 1947년 - 1942년 - 1963년 -	÷
	Number of members present	Number of votes	% of total	1
	and	cast by them	number of valid	
ŝ	voting		votes cast	1
	(in person or by proxy)	에 가지 않는 것이 있는 것이 있다. 같은 것은 것이 있는 것이 있 같은 것은 것이 있는 것이 있		١.
	279	8559374	100	1.
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Voted against the resolution

Number of members present	Number of votes		% of total	
and	cast by them		number of valid	(¥.::
voting	요즘은 이 전철이 이 것 확실이 수 있었다.	1.411	votes cast	
(in person or by proxy)				
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(iii) Invalid votes : Total number of members	in an	and the second		G ^{er} (992) Totolinum		<u></u>
(in person or by proxy)				Total num them		es cast d
whose votes were declared	invalid		览 倒	110111		. 2011년 - 118일 - 118일 - 119
			동 공기		àr trài	
7			an Ru	67		
Ordinary Resolution -2 To declare Dividend for the j	year 2013-14 o	n Equity Sha	res			
(i) Voted in favour	of the resolution	5. DN			ento de la com Presidente Entre de la competencia de la	
Number of members presen				% of total	ia di	
and	cast by th			number of		an state V Mes
voting	n sen an			votes cast		78,125
(in person or by proxy)						
276	8559370			99.99998	Beite Ale	
(ii)Voted against t						
Number of members presen				% of total		
and	cast by th	em		number of		
voting				votes casi		
(in person or by proxy)		이 아이가 이 있습니다. 이 아이가 아이가 말했다.				
	41 44			0.000012		
				0.000012		<u> </u>
(III) Invalid votes :		1월 11년 1889년 1월 11년 1891년 18		된 꽃	일을 가슴다.	
Total number of members				Total num	ber of vot	es cast
(in person or by proxy)				by them		
whose votes were declared i	invalid 🔅 🛒					
	<u></u>		<u> </u>	<u>67</u>		
Ordinary Resolution -3	이가 이번 이번 성이 나는 특히 신작했다 2월 - 아버님의 영화					
To appoint a Director in plac	e of Shri H A	Mafatlal (hol/	lina DIN AA	10098721	who ratira	e hv
rotation and				,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		3 DY
being eligible, offers himself	for re-appointn	nent. 🏅 🕴				
(i) Voled in favour	of the resolution	-20, 1961 - 20 301 - 20		nastrining ^{an} t Angentang		
Number of members present				% of total		in the second
and	cast by th			number of	valid	
voting				votes cast		
	사는 고려운데 이 사람들 것 같다.					
(in person or by proxy)		경제 걸려는				

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(ii) Voted against the resolution

(ii) Voted against the re		
Number of members present	Number of votes	% of total
and	cast by them	number of valid
voting	고 입지 않는 것은 것을 가운 것을 것을 것 같아.	votes cast
(in person or by proxy)	이 많이 많이 많이 많이 많이 많이.	
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그는 것 같아요. 것 같다.	상 걸고에 봐도 봐야 한다. 않	이날 것이 않는 것이 같이 것이 않는 것
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	그렇는 가슴이 많은 그렇는 그릇이 물	
IEDABAD A	. 동안 영상 관계를 가운 것을 수	新闻 化黄油属 化黄油酸 化磷酸盐
- Manala Ser Carl Ser Ser Ser	지원에 고통한 경원에 대해할 것 못 지않았는 것	물 가장 이 가지도 수밖에 문서에 가져서 가셨다. 가격

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Total number of members (In person or by proxy) whose votes were declared invalid	. ' v
1. 通知: "王相曰:"曰:"王相之,"曰:"王相之,"曰:"曰:"曰:"曰曰:'曰	
f whose votes were declared invalid as the first factor of the second second second second second second second	÷ I
[17] 김 가장 2017년	2+ 31
<u>n an /u>	u v fi

To appoint Auditors to hold office from the conclusion of this Meeting until the conclusion of the 103rd Annual General Meeting and to fix their remuneration a series and a series of the s ż j. 6 28 C Motod in foundur of the conduction

Number of members present	Number of votes	% of total
and	cast by them	number of valid 🔅 🔅 📩
voting	▲ 法公式 化医公司 医小胆 了。	votes cast
(in person or by proxy)	1. 영문 영문 영문 영문 방문.	
		[19] '성영' 등 등 등 등 등 등 등 등 (
274	8559359	99.999871
	같은 홍수는 것 같은 것 같은 물	
(iii) Voted against the r	esolution	化制建金属 紧张 化定式

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Number of members present	Number of votes	% of total
and	cast by them	number of valid
voting	[13] 김 김 목 총 중 중 중 :	votes cast
(in person or by proxy)		
	<u> 1월 월 월 월 </u> 월 월 월 월	비장 충동 정 성 운 것 못!
2周上的1101111111111111111111111111111111111	化高效能带容易素	0.000129

(iii) Invalid votes :						1월 관국	2 NO 2
Total number of mer	nbers			- 19 C	Total num	ber of vote	s cast
(in person or by prox	9) 🔨 💮 🔬				by them		
whose votes were de	eclared invalid		있는 같이 없		가지가 가지 못다. - '글의 '가의 가격'		
- 학생님 성도 가 없는 것도 모두		ALL AND ARE	C		te in the in		2 h

Ordinary Resolution -5

Pursuant to the provisions of Section143(8) read with Sections 139 and 141 of the Companies Act, 2013, appointment of M/s, Sorab S. Engineer & Co., Chartered Accountants, Mumbai (ICAI Registration No.110417W), as the Branch Auditors of the Company, to hold office from the conclusion of this Annual General Meeting and up to the conclusion of the 103rd Annual General Meeting, for the audit of books of accounts of the Branch Offices of the Company at Ahmedabad and Nadiad, on such remuneration, apart

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from reimbursement of out of pocket expenses as may be incurred by them for the purpose of audit and the

applicable taxes, as may be recommended by the Audit Committee and determined by the Board of Directors of the Company in consultation with the Branch Auditors. 4

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. 1			말 그는 말 것도 가는 것은 것이 생각했다.
•	Number of members present	Number of votes	% of total
ò	and	cast by them	number of valid
ł	voting	그 한 사람이 한 것이 같아요. 같아?	votes cast
ļ	(in person or by proxy)		에 가지 않는다. 이번 가지 않는 것 같은 것이라는 것 같은 것이 많이 많이 같은 것이 가지 않는다. 것은 것이 같은 것이 없다. 것은 것이 있는 것이 없는 한
Ż	한 동안 동안 동안 동안 하는 것 같은 것		
e.	275	8559368	100
		말 많이 물이로 걸어 물이었다.	
	비행 및 1월 28 1월 1월 1월 1일		한 일하다는 것이 많이 같이 같이 같이 같이?
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(ii) Voted against the re	solution	المراجعة المراجعين. المراجعين في المراجعين	an se seguine de la companya de la c Nome de la companya de	
Number of members present and voting	Number of votes cast by them	-% of total number of va votes cast	lid	
(in person or by proxy)				
(iii) Invalid votes :				
Total number of members (in person or by proxy) whose votes were declared inval		Total number	of votes cast by	
		Alexa Cara and Angeles		

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Ordinary Resolution -6

Pursuant to the provisions of Section 143(8) read with Sections 139 and 141 of the Companies Act, 2013, appointment of M/s. C. C. Chokshi & Co., Chartered Accountants, Ahmedabad, (ICAL Registration No.101876W as the Branch Auditors of the Company, to hold office from the conclusion of this Annual General Meeting and up to the conclusion of the 103rd Annua General Meeting, for the audit of books of accounts of the Branch Offices of the Company at Ahmedabad and Nadiad, on such remuneration, apart from reimbursement of out of pocket expenses as may be incurred by them fo the purpose of audit and the applicable taxes, as may be recommended by the Audit Committee and determined by the Board of Directors of the Company in consultation with the Branch Auditors.

(i)	Voted in	favour o	f the resolution:	4
Jumbo	of mombore	nronont	hiumhos of valor	

1	Number of members present	Number of votes	% of total
	and managed in Reality	cast by them	number of valid
	voting		votes cast
	(in person or by proxy)		
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1	274	8559358	99.999883

(ii) Voted against the resolution

Number of votes	% of total
cast by them	number of valid
	votes cast
10	0.000117
ſid	Total number of votes cast by them
	cast by them 10



		8559361				99.999883	1
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(ii) Voted against the r		
Number of members present	Number of votes	% of total
and	cast by them	number of valid
voting	4999日,一切时,后午9月,以初期时,不能下来。 1999年——————————————————————————————————	votes cast
(in person or by proxy)		이 많이 걸려 가격 그들락 공격적이다
	10	0.0000117
12월 - 2월		
(iii) Invalid votes	n ya sala na na na sala na na sala na s Na sala na sala	

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1	Total number of members	영국에 한국의 대학의 영화	i 📜 📜 🚺	otal number of votes cast by
	(in person or by proxy)		2 🔆 👔 👘 th	em
1	whose votes were declared inv	/alid		이 문화 것이 없을 수밖에 못했어.
	<u>na serie da la serie da serie </u>			' 물러 눈물 수 물러 눈물거리
ſ	7		6	7

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re- nactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Shri V. R. Gupte (holding DIN 00011330), Director of the Company whose period of office was liable to determination by retirement of directors by rotation under the provisions of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years."

(i) Voted in favour of the resolution:

Number of members present	Number of votes	% of total
and	cast by them	number of valid
voting		votes cast
(in person or by proxy)	말 아이에 가지 않는 물이 많이 .	
276	02¢0970	400
	8559370	100

(ii) Voted against the resolution

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Number of members present	Number of votes	% of total
and	cast by them	number of valid
voting	(1) 속도 없이 벗는 선물 것같)	votes cast
(in person or by proxy)		
0	0	0
(iii) Invalid votes :		
Total number of members (in person or by proxy)		Total number of votes cast by them
whose votes were declared inva	Notional Anna Anna Anna Anna Anna Anna Anna A	- 최종, 가 많아봐야 한 수



*RESOLVED THAT pursuant to the provisions of Sections149, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder(including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IVto the Companies Act, 2013, Shri P. N. Kapadia (holding DIN 00078673), Director of the Company whose period of office was liable to determination by retirement of directors by rotation under the provisions of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years."

(i) Voted In favour of t	he resolution	
Number of members present	Number of votes	% of total
and	cast by them	number of valid
voting		votes cast
(in person or by proxy)		
	<u>- 1922 - 1922 - 1922 - 1923 - 1</u>	
275	8559360	99.999871

(ii) Voted against the resolution

Number of members present	Number of votes	% of total
and i staff see a start start	cast by them	number of valid
voting		votes cast
(in person or by proxy)		왜 이렇는 왜 어떻게 잘못 하나?
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(iii) Invalid votes :	이 엄마, 아랫이 아프는 아랫이 나랍니다.	그렇는 바람이 바람이 물러 물로 이 관

Total number of members			Total number of votes cast by
(in person or by proxy)		지정의 가슴을 가르는 것	them
whose votes were declared invalid			
	신 영상 전화	a ser se fer	
		1. A. A. A.	

Special Resolution -11

RESOLVED THAT in supersession of the Ordinary Resolution passed at the Annual General meeting of

members held on 8th August, 1992 and pursuant to Section 180(1)(a) and other applicable provisions of the

Companies Act 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors to mortgage / charge / encumber all or any of the immovable and or movable properties including securitization of the receivables where so ever situated, present and future including the whole or substantially the whole of the undertaking/s of the Company in favour of Banks, Financial Institutions and other bodies corporate and entities to secure an aggregate amount upto 500 crores and interest at agreed rate, additional interest, compound interest, commitment charges, etc., as may be applicable and payable by the Company to the lenders in terms of the agreement/s executed with them".

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to negotiate finalize and settle with the lenders concerned, all deeds, documents and writings for creating the aforesaid mortgage(s), charge(s) and encumbrances and to do all such acts, deeds and things as may be necessary and expedient for giving effect to this resolution".



(i) Voted in favour of	the resolution:	김홍홍 것 같 말 잘 못 봐. 봐.
Number of members present and	Number of votes	% of total
voting	cast by them	number of valid votes cast
(in person or by proxy)		
272	8559363	99.9999942
(ii) Voted against the r	esolution	

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ίiŇ Voted against the resolution

(ii) Voted against the re	solution	
Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
(in person or by proxy)		0.000058
(iii) Invalid votes :		1.000000

T	olal numb	er of me	mbers	4. C.	na da j	e e n _{Re}		<u>.</u>		Total	nümb	er of v	otes	cast	by
) (II	n person c	r by pro	xy) 👘		- 松片					them		같은 같은		÷.	
W	hose vote	s were c	leclarec	l invalid					31	응 전	~ 말				
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7	· 전철도 (*					. 등 등		<u>18</u> 4.		67		12 No.	S. 3	2 6	

Special Resolution -12

RESOLVED THAT in supersession of the Ordinary Resolution passed at the Annual General Meeting of members held on 8th August, 1992 and pursuant to the provisions of Section 180(1)(c) and any other applicable provisions, if any, of the Companies Act 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors to borrow moneys in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans in the ordinary course of business obtained/to be obtained from one or more Banks, Financial Institutions, other bodies corporate and entities shall not at any time exceed ' 500 Crores (Rupees Five Hundred Crores)."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to negotilate, finalise and settle with the lenders concerned, all deeds, documents and writings for the purpose of borrowings and to do all such acts, deeds and things as may be necessary and experienced for giving effect to the aforesaid resolutions." ÷.

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		~					1.1			•

Number of members present	Number of votes	% of total
and State	cast by them	number of valid
voting	[19] 김 영 영 분 중 것이가 속이	votes cast
(in person or by proxy)	医尿管 医脊髓膜	
	이 많이	1월 14월 <i>368 - 26 26 26 26 26</i> 27 28 28 28 28 28 28 28 28 28 28 28 28 28
275	8659369	99.999977

(iii) Voted against the resolution

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E	Number of members present Number of	Votoe	1 4 5 4 4	% of total	an a statur	5	<u> </u>
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ŀ	and since when a since we cast by the	m + +		number of v	പിഷം തില	그 같은 것을 주셨다.	1
Ł		PP 'y Editary Thereit is	- K. E. B.	HAUNDEL OF A	ento -	11 N	
ι	voting		1. A U	votes cast	Contraction of the	/***)	1 A 1
ŀ		이 승규는 소설가 가슴을 가슴	en an A	VOICS CUSE			7 P.
ŀ	(in person or by proxy)		3. W. L.		1.12 C		è N
t	SAIR REAL STRUCTURE AND A STRUCTURE		41 - E U		- 30 - 8	S	્રા
ł	승규 수는 것은 눈감 눈감 가지 않는 것을 깨끗하는 것을 가지 않는 것이다.	이 집에 가운 것이 정확이 했다.	9. S. S	지 않는 것이 없는 것이 없다.	1911 - 194 -	11 - Carlo	18 A
ł	회가는 것 같아요. 전기지 강지기 등 나는 편	- 김 영영 같은 것	t. 6 K				-



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-(iii) Invalid votes :	· 그렇게 '고가에서 그가 봐서 '물란'에 드셨다. 가는 <u>' 위해 ' ' 가</u> 다' <u>'</u> 가 <u>있</u> 게 ' <u> 가</u> 지' 가 가 하다.	실 특히 가능한다고 가운데가 가슴다는 가운데가 내 <u>특별 -</u> 가슴 ¹ - 동안 - 동안 - 동안 - 동안 - 동안	김 속 옷이 넣
Total number of member		Total number of	votes cast by
(in person or by proxy)		them 🐪	
whose votes were decla	ired invalid		김 홍수 영화 문문
			<u></u>
7 35 35 36 36 36 50	신 집 생활 수업 문제 문제	67 B	· · · · · · · · · · · · · · · · · · ·

Special Resolution -13

"RESOLVED THAT in accordance with the provisions of Sections 198, 309 and other applicable provisions, if any, read with Schedule XIII of the Companies Act, 1956 and Section 197 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013, including any statutory modification or re-enactment thereof, for the time being in force, and subject to the approval of the Central Government, approval of the members of the Company be and is hereby accorded to the managerial remuneration mentioned below paid to Shri V. P. Mafattal, Executive Vice-Chairman and Shri Rajiv Dayal, Managing

Director & Chief Executive Officer for the Financial Year 2013-14 notwithstanding it being in excess of the limits prescribed under the said provisions."

Name of Director	Salary & Perquisites Rs.
Vice-Chairman	1,14,78,814/-
Shri Rajiv Dayal, Managing Director & Chief Executive Officer	1,17,28,512/-
Total	2,32(07,326/-

*RESOLVED FURTHER THAT subject to approval of the Central Government, the amount of excess ayment of the managerial remuneration of ` 78,61,404/- paid to the aforesaid managerial personnels (i.e. excess of ` 38,05,853/- above the limit paid to Shri V. P. Mafatlal and excess of ` 40,55,551/- above the limit paid to Shri Rajiv Dayal) during the year 2013-14 be and is hereby approved."

"RESOLVED FURTHER THAT the Company do make an application to the Central Government to waive the excess payment of managerial remuneration and that Board of Directors of the Company be and is hereby authorized to do all the necessary acts, deeds, matters and things to implement this resolution.*

9	(i) Voted in favour of t	he resolution:	<u>- 영화, 영화,</u> 영화,
	Number of members present	Number of votes	% of total
	and	cast by them	number of valid
2	voting		votes cast
	(in person or by proxy)	이 가슴을 가들을 가들고 있는 것을 가들었다.	
	적는 그렇는 것을 가 들었는 것	방에 가장 그렇게 물건 강가 많다.	
	272 🥌 👘	8559330	99.999533
¥,		The second s	

Voted against the resolution

					<u> </u>	
1	Number of members present Numb	er of votes	-	% of to	al 👾 👘	1999 (199 <u>4)</u>
•••	and cast b			1.412 51 5.6	of valid	
j.	voting			votes c	1	
25.		The second s		1 11 11 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1		



2 <u>11, 112, 112, 11, 11, 11, 11, 11, 11, 11</u>	1.1.14 (APA)	<u> </u>	21 NA 41 7	i t ("an		- 7	
(in person or by proxy)			100 - 100 - 100 				.≓
4 state stat	40			0.0004	67		
(iii) Invalid votes :							1122 - 2000 2000 - 2000 2000 - 2000 2000 - 2000 2000 - 2000 2000 - 2000
Total number of member (in person or by proxy)				Total n them	umber of	votes cas	st by
whose votes were decl	ared Invalid						
7	e 2017 to the state of the sta	이 사용이 사용할		67			

"RESOLVED THAT in accordance with the provisions of Section 148 (3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, payment of Remuneration of Rs 4,00,000/- (apart from re-imbursement of out-of-pocket expenses incurred for the purpose of Audit) to Shri I. V. Jagtiani, Cost Auditor (Membership No. M-997), (lead cost auditor) for conducting the audit of Cost Accounting. Records relating to the 'Textiles' product manufactured and traded by the Company for the year 1st April 2014 to 31st March 2015 be and is hereby approved."

(i) Voted in favour of	the resolution;	
Number of members present		% of total
l and Voting	cast by them	number of valid
(in person or by proxy)		
275	8559343	99.999650
영국 영국 영국 영국 영국	11월 - 12월 - 12월 - 11일 br>- 11일 - 11 - 11일 - 11	

(ii) Voted against the resolution

		in the second	and the second
Number of members present	Number of votes	% of total	
and	cast by them	number of valid	사이 가운데. 이가 건물가 .
voting		votes cast	
(In person or by proxy)			
			1988년 - 사진 (1)
3	30	0.000350	
		the state of the second second	

(iii) Invalid votes

(iii) invand votes .	<u> Maria Indonesia (1986) a setta a setta da setta </u>	<u>이는 눈록</u> 이는 <u>너희</u> 지 않 <u>? 또</u> 한 지방되는 것을 통하는
Total number of members		Total number of votes cast by
(in person or by proxy)		them 🚓
whose votes were declared in		
7.美华 化二酸盐 计连续的 计比较的 一	승진 또 걸렸다. 승규는 것 같은 것 못 많이	67. 《意义》中的"一种"。"""""""""。""""""""。

Ordinary Resolution -15

"RESOLVED THAT in accordance with the provisions of Section 148 (3) of the Companies Act, 2013 read with Rule 14 of The Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, of The Companies Act, 2013, payment of Remuneration of Rs.1,50,000/- (apart from re-imburserifient of out-of-pocket expenses incurred for the purpose of Audit) to Shri B. C. Desai, Cost Auditor (Membership No. M-1077), for conducting the audit of Cost-Accounting Records relating to the 'Textiles' product manufactured and traded by the Company for the year 1st April 2014 to 31st March 2015 be and is hereby approved."

) Voted in favour of the resolution:



whose votes were declared invalid :

(Enumerate depending on the number of resolutions for which poll is taken). 6. 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. 8. 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 failthully

Place: AHMEDABAD Dated: 5th August, 2014

CS MANUPRASAD PATELS Membership No.: FCS 2588 G.P. No.: 6357

AUTION CONTRACTOR

Shallesh A Gandhi

Name/s and Signature/s of the Scrutinizer/s

H A Mafauata Chairman of the Meeting Except for Resolutions No.3 & 13)

t. . N K'Parikh Schaltman of the Meeting: Hor Resolutions No.3 & 13)

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÷,			· · · · · · · · · · · · · · · · · · ·	- <u>226 Andres</u>			5 - 5 Q
Ì	Number of members pro	esent Number	of votes	% of t			
	and	cast by th	nem	numb	er of valid		
	voting			votes	cast	이 이 것 같은 것 같이 있다. 이 사람은 것 같은 것 같은 것 같이 있다.	1979-1912 (1917) 1919-1919
	(in person or by proxy)			in liest			CLESSEN
÷			· · · · · · · · · · · · · · · · · · ·		10.000 y 20 		
Ċ	273	8559340		99.99	9650		

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(ii) Voted against the resolution

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	Number of members present	Number of votes	% of total
а. С. Л.	and	cast by them	number of valid
A.	voting	사람은 사람이 있는 것은 사람은 것이라. 것은 가는 것을 가입니다. - 사람이 아이들은 것을 수 있는 것이 같은 것을 수 있는 것이다.	votes cast
÷	(in person or by proxy)	a 1975). A 1975 - Antonio State (1976). A 1976 - Antonio State (1976).	And Andreas and a first second s
្ប			
, I	3	30	0.000350
10	(iii) Invalid votes :		
	Total number of members	· 사이공 같은 것 · · · · · · · · · · · · · · · · · ·	Total number of votes cast by
.:	(in person or by proxy)		them
	whose votes were declared inva		
	이가 알랫동네 누구 이는 것 같아요. 이는 것 같아.	2014년 111 - 1222 - _{독극한} 1122년 - 관망 111	

67

Special Resolution -16

"RESOLVED THAT pursuant to the provisions of Section 94and other applicable provisions, if any, of the Companies Act, 2013, (the 'Act') the Register of Members, Index of Members, Register and Index of Debenture holders, if any, prepared in accordance with the provisions of Section 88 of the Act, in respect of the Shares and Debentures issued by the Company from time to time, shall be kept at the office of the Registrar and Share Transfer Agents of the Company, Ms. Sharepro Services (India) Pvt. Ltd., at Devnandan Mega Mall, Office No.416-420 4th floor, Opp. Sanyas Ashram, Ashram Road, Ahmedabad – 380 006, till such time the same is required to be maintained under the provisions of the Act and unless some other place is directed or informed by the Company,"

(i) Voted in favour of t	he resolution:	
Number of members present	Number of votes	% of total
and	cast by them	number of valid
voting		votes cast
(in person or by proxy)		
		1. 안전 승규님, 명주 영품
278	8559374	99.999988

(ii) Voted against the resolution

÷	Number of members present	Number of votes	% of total
ć	and	cast by them	number of valid
	voting		votes cast
	(in person or by proxy)		
-	1		0.000012
. 1			

(iii) Invalid votes : Total number of members







Manuprasad Patel M.Com., IL, B (Spl.), FCS. Company Secretary - in practice

05.08.2014

ant 1997 h

To, The Chairman, Mafatlal Industries Limited Asarwa Road, Ahmedbad-380016

We the scrutinizers, Mr. Manuprasad Patel and Mr. Shailesh A. Gandhi as appointed at the 100th Annual General Meeting of the Mafatlal Industries Limited, hereby declare that the Poll Ballot Paper Box has been opened in the presence of following two witnesses at the Office Thakorebhai Desai Hall, Near Law Garden, Ellisbridge, Ahmedabad-380 006.

Dated: 05.08.2014

Dear Sir,

M. M. Patel

Shailesh Gandhi

3014

Witness-1 Name & Signature

Witness-2 Name & Signature TABAK C. PATEL

> 309, Amulya Complex, Opp. Central Bank, Ambawadi Bazar AHMEDABAD-380015 Ph.: (o) 40027850, (M) 9426513721 Email: manuprasadpatel@gmail.com

Manuprasad Patel

309, Amulya Complex, Opp. Central Bank, Ambawadi Bazar, Ahmedabad-380 006. (M): 8426513721-FORM No. MGT-13

Ю

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, 20141

Shri H A Mafallal Chairman MAFATLAL INDUSTRIES LIMITED Asarwa Road. Ahmedabad-380016

100th Annual General Meeting of the Equity Shareholders of MAFATLAL INDUSTRIES LIMITED held on Tuesday the 5th Day of August, 2014 at Thakorebhai Desai Hall, Near Law Garden Ellisbridge, Ahmedabad-380 006.

Dear Sir

I/We, MANUPRASAD PATEL, Practising Company Secretary *and SHAILESH A. GANDH appointed as Scrutinizer(s) for the purpose of the poll taken on the below mentioned resolution(s), at the 100th Annual General Meeting of the Equity Shareholders of Mafatlal Industries Limited, held on Tuesday the 5th Day of August, 2014 Thakorebhal Desai Hall, Near Law Garden, Ellisbridge, Ahmedabad-380 006 submit our report as under

1. After the time fixed for closing of the poll by the Chairman, One ballot box kept for polling were locked in my/our presence with due identification marks placed by me/us.

The locked ballot boxes were subsequently opened in my/our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.

The poll papers, which were incomplete and/or which were otherwise found defective hav been treated as invalid and kept separately.

OR. I/We did not find any poll papers invalid.

* Not applicable if there is only one scrutinizer appointed

4. The result of the Poll is as under:

Ordinary Resolution -1

To consider and adopt the Directors' Report and the Audited Financial Statements including Statement of Profit & Loss for the year ended 31st March, 2014 and the Balance Sheet as at that date and the Auditor's Report thereon.

ja O	(I) Voted in favour of t	he resolution:	영화 문화 방법 영화 동물의 성감 것
1	Number of members present	Number of votes	% of total
	and	cast by them	number of valid
4	voting		votes cast
	(in person or by proxy)	홍방 사용한 - <u>영양 사용한 사용</u> 가 물건 -	· 11 2월 12월 12월 12월 12월 12월 12월 12월 12월 1
<u></u>		영화 (1997), 알아 (1987) (1997), 1997 - 1997 - 1997 - 1997 - 1997 - 1997 - 1997 - 1997 - 1997 - 1997 - 1997 - 1997 - 1997 - 1997 - 1997 - 1997 -	승규가 많는 것이 같은 것이다.
	253	8518902	100.000000

PRAS. RMEDABAI

일하게 철학하였다. 국민들은 동안에 가지 않는 것 같아. 같아. 같아. 같아. 말 같아. 말 아니는 것이 같아. 말 아니는 것이 같아. 같아. 같아. 같아. 같아. 말 같아. 말 아니는 것이 같아. 말		
(ii) Voted against the n		
Number of members present	Number of votes % of total	
	cast by them	1. ころした、「「本本教授」をつかり、「など」を定て、実施していています。 そのできたいでは、「など」を知って、「など」をついた。こので、「など」を見て、 していたいでは、「など」を知って、「など」を見ていた。こので、「など」を見て、 していたいでは、「など」を見ていた。こので、「など」を見ていた。こので、「など」を見ていた。
voting (in person or by proxy)	votes cast	un an an Allanda Alland Allanda allanda
(in person of by proxy)	n an	
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44

(iii) Invalid votes :		
Total number of members		Total number of votes cast by
(in person or by proxy)		them
whose votes were declared invalid	andra a Reibard 1997 - Angel Karley, angel Karley 1997 - State Reiser, angel	
7. 2010 - 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1.		67

Ordinary Resolution -2 To declare Dividend for the year 2013-14 on Equity Shares: --

	(i) Voted in favour of I			동~4년 111 동일은 1
5	Number of members present	Number of votes	% of total	
-	and	cast by them	number of valid	
ī.	voting		votes cast 🚈	
i.	(in person or by proxy)		· · · · · · · · · · · · · · · · · · ·	
ż		<u> - 2017년 - 2017년 동일 - 2017년</u> 1월 5월		
	251	8518899	100.000000	

(ii) Voted against the r	solution	
Number of members present	Number of votes	% of total
and	cast by them	number of valid
voting		votes cast
(in person or by proxy)	· · · · · · · · · · · · · · · · · · ·	
0	0	0
(iii) Invalid votes :		
Total number of members		Total number of votes cast
(in person or by proxy)		by them
whose votes were declared inva		
7 Sector Contraction and the sector of the sector sector	· 전 · · · · · · · · · · · · · · · · · ·	67

Ordinary Resolution -3 To appoint a Director in place of Shri H. A. Mafatlal (holding DIN 00009872), who retires by rotation and being eligible, offers himself for re-appointment.

14

(i) Voted in favour of	the resolution:	1월 2017년 2월 2017년 1월 br>1월 2017년 1월 br>1월 2017년 1월 2
Number of members present	Number of votes	% of total
and	cast by them	number of valid
voting		votes cast
(in person or by proxy)		
251	8518900	100,00000



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(ii) Voted against the r	esolution	이 가지 있는 것 같은 것 같은 것은 것 같은 것 같은 것 같은 것 같은 것 같은	
Number of members present and	Number of votes cast by them	% of total number of valid	
voting (in person or by proxy)		votes cast	
		0	_
(iii) Invalld votes :	가 있는 것 같은 것 같		
Total number of membere	isste uithers as there are the total or	imber of votes cast by them	[김 영상 주문을

Total number of members	of votes cast by them
(in person or by proxy)	
whose votes were declared invalid to a second a second sec	
7	

To appoint Auditors to hold office from the conclusion of this Meeting until the conclusion of the 103rd Annual General Meeting and to fix their remuneration

(i) Voted in favour of I		
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
250	8518898	100.000000
(II) Voted against the r	esolution	
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 :	in a land in the first section of the br>Section of the section br>for the first section of the section	
Total number of members (in person or by proxy) whose votes were declared inva	lid	Total number of votes cast by them
1.7、中国主要的教育转行的 计分析符	기계 수수 가슴에서 이가 이야기 생각을 갖는다.	1.67 167

Ordinary Resolution -5

Pursuant to the provisions of Section143(8) read with Sections 139 and 141 of the Companies Act, 2013, appointment of M/s. Sorab S. Engineer & Co., Chartered Accountants, Mumbal (ICAI Registration No.110417W), as the Branch Auditors of the Company, to hold office from the conclusion of this Annual General Meeting and up to the conclusion of the 103rd Annual General Meeting, for the audit of books of accounts of the Branch Offices of the Company at Ahmedabad and Nadiad, on such remuneration, apart from reimbursement of out of pocket expenses as may be incurred by them for the purpose of audit and the applicable taxes, as may be recommended by the Audit Committee and determined by the Board of Directors of the Company in consultation with the Branch Auditors.

HMEDADA

4	(i) Voted in favour of	the resolution:		**************************************		
	Number of members present	Number of votes		% of total	All All	
	and	cast by them		number of valid		
	voting	에 가장	412/40/11	votes cast		1
	(in person or by proxy)			n dagata - Marinya Marinya - Marinya		
			ő		<u></u> 24	: 20
	249	8518896	·····문·문· ·······문·문·	100.000000		ng sé
•	And Contract Advances of the		: 144	ب الانجار المساحر	the second second	

(ii) Voted against the resolution

Number of members present	Number of vot	es 👘	% of total	
and	cast by them		number of valid	
voting			votes cast	
(in person or by proxy)		Bardan ya <u>k</u> Barana ya Nationa		
O to a second	0		0	
and a second	1.128 (A. 1997) - 1.128 (A. 1997)		1977 a.va.t	and the second second

(iii) Invalid votes : Total number of members (in person or by proxy) whose votes were declared invalid

Total number of votes cast by them

67.

Ordinary Resolution -6

Pursuant to the provisions of Section 143(8) read with Sections 139 and 141 of the Companies Act, 2013, appointment of M/s. C. C. Chokshi & Co., Chartered Accountants, Ahmedabad, (ICAI Registration No.101876W as the Branch Auditors of the Company, to hold office from the conclusion of this Annual General Meeting and up to the conclusion of the 103rd Annua General Meeting, for the audit of books of accounts of the Branch Offices of the Company at Ahmedabad and Nadiad, on such remuneration, apart from reimbursement of out of pocket expenses as may be incurred by them fo the purpose of audit and the applicable taxes, as may be recommended by the Audit Committee and determined by the Board of Directors of the Company in consultation with the Branch Auditors.

(i) Voted in favour of the resolution:

Number of members present	Number of votes	% of total
and	cast by them	number of valid
voting		votes cast
(in person or by proxy)		
250	8518897	100.00000

(ii) Voted against the resolution

١.	(ii)		<u>ing ang series bergen series and s</u>
	Number of members present	Number of votes	% of total
	and	cast by them	number of valid
	voting		votes cast
1	(in person or by proxy)		
	0	0	0 · · · · · · · · · · · · · · · · · · ·

(iii) Invalid votes :

Total number of members	Total number of votes cast by
(in person or by proxy)	them
Whose votes were declared invalid	
	67



"RESOLVED THAT pursuant to the provisions of Sections149,152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Shri P. R. Amin (holding DIN 00171677), Director of the Company whose period of office was liable to determination by retirement of directors by rotation under the provisions of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years."

Number	of mem	bers pro	esent	N	imber (of vot	9 5		1.1 N	% of	total	1.1			
and			n jan Yan i	ca	st by th	iem		문화	- 64 - 19 1	numt	er of va	lid			
voting			en Ste				12	8 1	한 생활	votes				#1. 711	
(in perso	n or by	proxv):			e fel e se	÷.						6 - C.	· (4	j.	13
na ngana Zina ngana			94 (F.)		t f	1. ** *	84 - C	e di Nation		(i				ni. 24 - 2	ä.
250				85	18898	1	<u>.</u>			100.0	000000	<u> </u>		1.7	<u>.</u>

(ii) Voted against the n	esolution	
Number of members present	Number of votes	% of total
and voting (in person or by proxy)	cast by them	number of valid votes cast
0	0	<u>0</u>
(iii) Invalid votes :		
Total number of members (in person or by proxy) whose votes were declared inva	lid	Total number of votes cast by them

Ordinary Resolution -8

RESOLVED THAT pursuant to the provisions of Sections149, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Shri N. K. Parikh (holding DIN 00058995), Director of the Company whose period of office was liable to determination by retirement of directors by rotation under the provisions of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a member under. Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office forfive consecutive years.

(i) Voted in favour of t	he resolution:	
Number of members present	Number of votes	% of total
and	cast by them	number of valid
voting	비용이 비지 않으면 홍영 방법적	votes cast
(in person or by proxy)		는 사람이 있는 것은 사람은 것은 것은 것은 것이다. 같은 것은 것을 가지 않는 것은 것은 것은 것은 것을 것을 수 있다.
251	8518900	100.000000



(ii) Voted against the r	esolution	
Number of members present	Number of votes	% of total
and	cast by them	number of valid
voting		votes cast
(in person or by proxy)		
	.0	0
(iii) Invalid votes :		 A. La /li>
Total number of members		Total number of votes cast by
(in person of by proxy) whose votes were declared inva	alid	
7		67

RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-nactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Shri V. R. Gupte (holding DIN 00011330), Director of the Company whose period of office was liable to determination by retirement of directors by rotation under the provisions of the Companies Act, 1956 and in respect of whom the Company has received a police in writing from a member under Sadian 150 of the Companies Act, 2013 notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years."

1	(1)	1.1.1.1	. J	Interio	in fa	VAILE	of the	resolu	hon'		
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-	~	5.6			·					6	1.0

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	Number of members present	Number of votes % of total
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	voting	votes cast
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(in person or by proxy)			, then		
whose votes were declared	t invalid				
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"RESOLVED THAT pursuant to the provisions of Sections149, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder(including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IVto the Companies Act, 2013, Shri P. N. Kapadia (holding DIN 00078673), Director of the Company whose period of office was liable to determination by retirement of directors by rotation under the provisions of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an independent Director of the Company to hold office for five consecutive years."

		ne resolution.	<u>,这些资产文件的</u> 实际,并	<u></u>
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whose votes were declared invali	
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Special Resolution -11

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*RESOLVED THAT in supersession of the Ordinary Resolution passed at the Annual General meeting of members held on 8th August, 1992 and pursuant to Section 180(1)(a) and other applicable provisions of the Companies Act 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors to mortgage / charge / encumber all or any of the immovable and or movable properties including securitization of the receivables where so ever situated, present and future including the whole or substantially the whole of the undertaking/s of the Company in favour of Banks, Financial Institutions and other bodies corporate and entities to secure an aggregate amount upto 500 crores and interest at agreed rate, additional interest, compound interest, commitment charges, etc., as may be applicable and payable by the Company to the lenders in terms of the agreement/s executed with them".

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to negotiate finalize and settle with the lenders concerned, all deeds, documents and writings for creating the aforesaid mortgage(s), charge(s) and encumbrances and to do all such acts, deeds and things as may be necessary and expedient for giving effect to this resolution".

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(iii) Invalid votes :		[10] S. M.	1997 - 1997 - 1997 - 1997 - 1997 - 1997 - 1997 - 1997 - 1997 - 1997 - 1997 - 1997 - 1997 - 1997 - 1997 - 1997 -	
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(in person or by proxy)			them	
whose votes were declare	d invalid			
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(7)		a sa waatta a sa sa sa sa	67	

Special Resolution -12

"RESOLVED THAT in supersession of the Ordinary Resolution passed at the Annual General Meeting of members held on 8th August, 1992 and pursuant to the provisions of Section 180(1)(c) and any other applicable provisions, if any, of the Companies Act 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors to borrow moneys in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans in the ordinary course of business obtained/to be obtained from one or more Banks, Financial Institutions, other bodies corporate and entities shall not at any time exceed 500 Crores (Rupees Five Hundred Crores)."

"RESOLVED FURTHER THAT, the Board of Directors of the Company be and is hereby authorized to negotiate, finalise and settle with the lenders concerned, all deeds, documents and writings for the purpose of borrowings and to do all such acts, deeds and things as may be necessary and experienced for giving effect to the aforesaid resolutions."

Ż	(i) Voted in favour of t	he resolution:		sî;
	Number of members present	Number of votes	% of total	7
•	and	cast by them	number of valid	· F
2	voting		votes cast	
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(iii) Invalid votes :	
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Special Resolution -13

*RESOLVED THAT in accordance with the provisions of Sections 198, 309 and other applicable provisions, if any, read with Schedule XIII of the Companies Act, 1956 and Section 197 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013, including any statutory modification or re-enactment thereof, for the time being in force, and subject to the approval of the Central Government, approval of the members of the Company be and is hereby accorded to the managerial remuneration mentioned below paid to Shri V. P. Mafatlal, Executive Vice-Chairman and Shri Rajiv Dayal, Managing Director & Chief Executive Officer for the Financial Year 2013-14 notwithstanding it being in excess of the limits prescribed under the said provisions."

Name of Director	Salary & Perquisites Rs.
na filo de 1970 - Constante en 1999, en 1999 e En 1999 en 1970 en 1999	
Shri V. P. Mafatlal, Executive	1,14,78,814/-
Vice-Chairman	같은 양한 바일에 가능하는 것은 것이다. 이 가 가 가 가 가 가 가 가 가 가 가 가 가 가 가 가 가 가
Shri Rajiv Dayal, Managing	1,17,28,512/-
Director & Chief Executive Officer	동생의 정말 방법 사람이 있는 것이 있는 것이 있는 것이 있는 것이 있는 것이 있는 것이 있다. 이 것은 것이 있는 것이 있다.
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Total Hereita Antonio A	2,32,07,326/-

"RESOLVED FURTHER THAT subject to approval of the Central Government, the amount of excess ayment of the managerial remuneration of ' 78,61,404/- paid to the aforesaid managerial personnels (i.e. excess of ' 38,05,853/- above the limit paid to Shri V. P. Matatial and excess of 40,55,551/- above the limit paid to Shri Rajiv Dayal) during the year 2013-14 be and is hereby approved."

"RESOLVED FURTHER THAT the Company do make an application to the Central Government to waive the excess payment of managerial remuneration and that Board of Directors of the Company be and is hereby authorized to do all the necessary acts, deeds, matters and things to implement this resolution."

(i) Voted In favour of the resolution:

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-	Number of members present	Number of votes	% of total	and the second	
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	(iii) Invalid votes :			2014-060	
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÷	whose votes were declared invalid				
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Ordinary Resolution -14

"RESOLVED THAT in accordance with the provisions of Section 148 (3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, payment of Remuneration of Rs 4,00,000/- (apart from re-imbursement of out-of-pocket expenses incurred for the purpose of Audit) to Shri I. V. Jagtiani, Cost Auditor (Membership No. M-997), (lead cost auditor) for conducting the audit of Cost Accounting Records relating to the 'Textiles' product manufactured and traded by the Company for the year 1st April 2014 to 31st March 2015 be and is hereby approved."

(i) Voted in favour of t	he resolution:		an a suite ann an	
Number of members present		% of total		and the approximation of the second sec
and	cast by them	number of v	alid	
voling (In person or by proxy)	(1) Second br>Second Second br>Second Second br>Second Second br>Second Second Se Second Second Se Second Second Sec	votes cast		
- (in person of by proxy)				
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(iii) Invalid votes :				
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whose votes were decla	ared invalid	· · · · · · · · · · · · · · · · · · ·	2011年1月1日	
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Ordinary Resolution -15

RESOLVED THAT in accordance with the provisions of Section 148 (3) of the Companies Act, 2013 read with Rule 14 of The Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, of The Companies Act, 2013, payment of Remuneration of Rs. 1,50,000/- (apart from re-imbursement of out-of-pocket expenses incurred for the purpose of Audit) to Shri B. C. Desal, Cost Auditor (Membership No. M-1077), for conducting the audit of Cost Accounting Records relating to the 'Textiles' product manufactured and traded by the Company for the year 1st April 2014 to 31st March 2015 be and is hereby approved.

(i) Voted in favour of the resolution:

	Number of members present	Number of votes	% of total		
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÷	voting		votes cast	1.	
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Total number of members	÷.
(in person or by proxy)	
whose votes were declared invalid.	

Special Resolution -16

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"RESOLVED THAT pursuant to the provisions of Section 94and other applicable provisions, if any, of the Companies Act, 2013, (the 'Act') the Register of Members, Index of Members, Register and Index of Debenture holders, if any, prepared in accordance with the provisions of Section 88 of the Act, in respect of the Shares and Debentures issued by the Company from time to time, shall be kept at the office of the Registrar and Share Transfer Agents of the Company, M/s. Sharepro Services (India) Pvt. Ltd., at Devnandan Mega Mail, Office No.416-420 4th floor, Opp. Sanyas Ashram, Ashram Road, Ahmedabad – 380 006, till such time the same is required to be maintained under the provisions of the Act and unless some other place is directed or informed by the Company."

ć	(i) Voted in favour of i	he resolution:	성공 사람을 사용을 다	이 같은 것을 물려 있다.
	Number of members present	Number of votes	% of total	
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whose votes were dea	clared invalid	n an		
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(Enumerale depending on the number of resolutions for which poil is taken)

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5. A Compact Disc (CD) containing a list of equily 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

Place: AHMEDABAD Dated: 5" August, 2014

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CS MANOPRASAD PATEL Membership No.: FCS 2588 C. P. No.: 8357 CS MANUPRASAD PATEL Company Secretaries CP : 6367 FCS :: 2588

Shallesh A Gandhi Name/s and Signature/s of the Scrutinizer/s

Chairman of the Meeting - Science (Except for Resolutions No.3 & 13)

N K Parikh Chairman of the Meeting * (for Resolutions No.3 & 13)



Manuprasad Patel M. Com., LL, B (Spl.), PC Company Secretary - in practice

05.08.2014

To, The Chairman, Mafatlal Industries Limited, Asarwa Road, Ahmedbad-380016

-Dear Sir,

We the scrutinizers, Mr. Manuprasad Patel and Mr. Shailesh A. Gandhi as appointed at the 100th Annual General Meeting of the Mafatlal Industries Limited, hereby declare that the Poll Ballot Paper Box has been opened in the presence of following two witnesses at the Office Thakorebhai Desai Hall, Near Law Garden, Ellisbridge, Ahmedabad-380 006.

M. M. Patel

Dated: 05.08.2014

Shailesh Gandhi

Witness-1 Name & Signature P. ACH UTHAM NAIR

- Gety 05/08/2-14

Witness- 2 Name & Signature

TARAL CLATEL

309, Amulya Complex, Opp. Central Bank, Ambawadi Bazar AHMEDABAD-380015 Ph.: (o) 40027850, (M) 9426513721 Email: manuprasadpatel@gmail.com



TAPAN SHAH COMPANY SECRETARY

816-818, Anand Mangal – 3, Opp. Core House, Nr. Doctor House, Ellisbridge, Ahmedabad-380006 Phone : (O) 26430810, 30081114 (R) 26650050 Fax : 91-79-26430810 •E-mail : <u>info@tapanshah.in</u>

Scrutinizer's Report

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

To, The Chairman

Mafatlal Industries Limited, Asarwa Road, Ahmedabad-380 016.

Dear Sir,

I, Mr. Tapan Shah, Practicing Company Secretary, has been appointed as a Scrutinizer of Mafatlal Industries Limited ("the Company") for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 on the below mentioned resolution(s), as mentioned in the agenda of the Notice dated 30th May, 2014 of 100th Annual General Meeting of the Equity Shareholders of the Company, to be held on 5th day of August, 2014 at 10.30 a.m. at Thakorebhai Desai Hall, Near Law Garden, Ellisbridge, Ahmedabad-380 006.

- *i.* **Ordinary Resolution** To receive, consider and adopt the Director's Report, the audited financial Statements for the financial year ended on 31st March, 2014 and Auditors' report thereon.
- *ii.* Ordinary Resolution for declaration of dividend on equity shares for the financial year ended on 31st March, 2014.
- iii. Ordinary Resolution for Re-appointment of Shri H. A. Mafatlal as Director, who retires by rotation and eligible, offers himself for re-appointment.
- iv. Ordinary Resolution for the appointment of Statutory Auditors and fixing their remuneration.
- v. Ordinary Resolution under section 143(8) read with sections 139 and 141 of the Companies Act, 2013 and rules made there under for Appointment of M/s Sorab S. Engineer & Co. as Branch Auditor of the company.
- vi. Ordinary Resolution under section 143(8) read with sections 139 and 141 of the Companies Act, 2013 and rules made there under for Appointment of M/s C. C. Chokshi & Co. as Branch Auditor of the company.
- vii. Ordinary Resolution under section 149,152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and rules made there under for the appointment of Shri P. R. Amin as an Independent Director of the company.



....2/-

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- viii. Ordinary Resolution under section 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and rules made there under for the appointment of Shri N. K. Parikh as an Independent Director of the company.
- ix. Ordinary Resolution under section 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and rules made there under for the appointment of Shri V. R. Gupte as an Independent Director of the company.
- x. Ordinary Resolution under section 149,152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and rules made there under for the appointment of Shri P. N. Kapadia as an Independent Director of the company.
- xi. Special Resolution under section 180(1)(a) and other applicable provisions of the Companies Act, 2013 for the Consent to Mortgage/ Charge/ Encumber all or any of the immovable/ Movable properties of the Company.
- xii. Special Resolution under section 180(1)(c) and other applicable provisions of the Companies Act, 2013 for the borrowing of moneys in excess of aggregate of the paid-up share capital and free reserves of the Company.
- xiii. Special Resolution under section 198,309 read with Schedule XIII and other applicable provisions of the Companies Act, 1956 and Section 197 and other applicable provisions read with Schedule V of the Companies Act, 2013 for Approval of excess payment of Managerial Remuneration paid to Shri V. P. Mafatlal, Executive Vice-Chairman and Shri Rajiv Dayal, M.D & CEO of the Company.
- xiv. Ordinary Resolution under section 148(3) and any other applicable provisions of the Companies Act, 2013 and rules made there under for approval of remuneration of Cost Auditor - Shri I. V. Jagtiani for FY. 2014-15.
- xv. Ordinary Resolution under section 148(3) and any other applicable provisions of the Companies Act, 2013 and rules made there under for approval of remuneration of Cost Auditor - Shri B. C. Desai for FY. 2014-15.
- xvi. Special Resolution under section 94 and other applicable provisions of the Companies Act, 2013 for approval of keeping all documents mentioned u/s 88 of the Companies Act, 2013 at the office of Registrar and Share Transfer Agents of the Company.



....3/-

TAPAN SHAH Company Secretary

:3:

I HEREBY SUBMIT MY REPORT AS UNDER:

- On the basis of the Register of Members and the list of beneficiary owners made available by the Depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), as on 4th July, 2014 (Cut-off date) for the purpose of E-voting, the Company completed dispatch of the Notice of e-Voting :
 - A. by email to Members who had registered their email-ids with the Company on 9th July, 2014 and
 - B. by Courier to Members in physical form on 11th July, 2014.
- 2. In terms of the aforesaid Notice, E-voting was open for three days from Wednesday, 30th July, 2014 at 9.00 a.m upto Friday, 1st August, 2014 at 6.00 p.m and members were required to cast their votes electronically conveying their assent or Dissent in respect of the Ordinary Resolutions/ Special Resolutions, on e-voting platform provided by National Securities Depository Limited (NSDL).
- As required in the Rules, I unlocked the E-voting on the platform provided by NSDL after the completion of the E-voting process at 6.15 p.m. on Friday, 1st August, 2014 in the presence of Mr. Tushar Donda and Mr. Naresh Prajapati.
- 4. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were download from the e-voting website of National Securities Depository Limited (https://www.evoting.nsdl.com). Snap Shot of the website of NSDL is attached herewith as an Annexure A.
- Based on the results made available to me, 26 members have cast their votes on the evoting platform and, the detailed analysis of the e-Voting Results for each of the sixteen agenda items contained in the said Notice is attached herewith as an Annexure – B.
- 6. The Register, all other papers and relevant records relating to electronic voting shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company Secretary of the Company.

Thanking you,

Place : Ahmedabad

Signature : NT SHAH

TAPAN

Date : 04/08/2014

Name of Company Secretary : TAPAN SHAH C.P.No. : 2839



TAPAN SHAH Company Secretary

Annexure - A

SNAP SHOT OF THE WEBSITE OF NSDL

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artar tooar F	9 		<u>[Resolution(A</u>	gainst/ No)



LEANT CALL CONTRACTOR

Respiration	1	Declaration of Dividend	
Description	1	Declaration of Dividend	
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			Resolution(For/ Yes/ 40471.000 Fayour)
			I / We Dissent To The
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4 : 4 ·			
Resolution	• 1	Re-appointment of Shri HA Maladal as a Director	
Ontençõen		Re-acould ment of Sini ILA. Malalal as a Director who retires by rolation	
			<u> </u>
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			feveur)
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Resolution		Appointment of Auditors and Haing Unels remuneration	
Description	1	Appointment of AudRors and fixing their remaneration	
			J/We Assent To The
			Resolution(For/ Yes/ 40451.000 Favour)
- and the second se			I/We Distent To The
			Resulution(Against/ No) (1.000
Resolution		Appointment of Serab S Engineer and Company as Branch Auditors	:
Description	1	Appointment of M/s. Swab S. Legineer & Co. 55 Branch Auditors	:
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US TAPAN SHAH Company Secretary



Descriçtion	Appointment of M/s. C.C. Chaisber Co., as in anch Auditors	
		I/WE ATTENT TO THE
		Reselution(For/Yes/ 40461.00
		J/We Dissent To The I to co
		Resalution(Ageiest/ No)
Retoldion	: Appointment of Shrif R Amin as an Independent Director	
Description	Appointment of Shri P.R. Amire as an Independent Director	
		I/Wo Assent To The
		Resolution(For/ Yes/ 40462.00 Pavour)
		We Distant To the 1
		Resolution(Against/ No)
	<u></u>	
Resolution	a Appointment of Shit NE Parikit as an Independent Director	
Description	Appointment of Shri M. K. Parish as an Independent Director	
		1/We Assent To The
		Resolution(for/ Tes/ 40461.00 Favour)
		Resolution(Appinst/No) 10.00
		Pet South of Manual Star
		أنصريب
Rejolitiga Description	f Appointment of Shif V & Gupte ös en Independent Director	~~~~ § .
	Appointment of Shri V.R. Gupte as an Independent Director	
		I/We Assent To The Resolution(For/ Yes/ 40472.00
		Favour)
		T/We Dissent To The 0.08 Resolution(Asainst/No)



Reference	4	Appointment of 6hrs P N Kapodia es an Independent Director	
ຕະເພື່ອຄູ	ð	Appointment of Shirt P.X. Kapadaa at an Independent Director	e e e e e e e e e e e e e e e e e e e
			1/We Assent To The Reselution(Fer/Yes/ Fayour) 40451.000
			Resolution(Against/ Ne) 11.000
Resetation Distriction		Special Resolution to Hotasge or charge or encusiber immoveable or moveable propertie	
1219 12 12 10 IS	•	Special Resolution Under Section 1 80(1)(a) of the Companies A(1, 2013 to Holgoige/charge/ encumber instructable/moveable properties	tation in the second
			Autor (For/Yes/ 40467.000
			1/We Disvent To The 3.000 Resolution(Against/ No) 3.000
Resolution	j.	j	
Description	4	Special Revolution Linder Section 180(1)(c) of the Comparists Act, 2013 for borrowing makey,	, en anti-
1997 - 1999 1997 - 1999			. I/WE ASSENT TO THE Resolution(Far/ Sec/ 40469.000 Faudur)
			Resolution (Augin H/ Na) 2.000
REICHARD		5	
Destroyon	4. +		• 260141161
18 148년 - 111 1월	•	Special Resolution for approval of excess payment of Hanagerial Removeration to Sket V. P. Hafatlat, Executive Yr.e. Chanman and Skri Raskr Dayal, Managing Director & Cheef Linculing Officer	
	1		L/We Assent To The Resolution(Far/,Yas/ Revour) 40(60.000
			I/We Dissent To The 12,000 Resolution(Against/ No) 12,000
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US TAPAN SHAH Company Secretary

Reschation	: Approval of remuneration of Cost Auditor Shri 1 ¥ Jagilani	· · · · · · · · · · · · · · · · · · ·
De taxputa	² Ordenary Restriction Under Section 146(3) of the Companies Art, 2013 for approval of remainer other of Cost Avoider Shift, V. Jagliani	2 - 2 ^{- 2} - 2 - 2 - 2 - 2 - 2 - 2 - 2 - 2 - 2
	 Monthly and the first of the standard sectors sectors of the standard sectors of the stan	Resolution(Fer/Yes/ 40470.000
		//we Disseal To The
		Resolution(Against/Ne) 2.000
Ressolution.	: Approval of semuneration of Cost Auditor Shri & C Desai	1
Detaispan	Ordinary Resolution Under Section 146(3) of the Companies Act, 2013 for approval of remainstation of Cost Auditor Shri &C. Desa	a <u>l-art and Maryan and</u> -
		1/WS ASSENT TO THE Resolution(FDF/Y85/ Favour)
ī	• • • • •	I/WE Dissent to Yhe 2.080 Resolution (Ageinst/ No) 2.080
Reishoon	: Approval for keeping all documents at the office of Sharepro Services Text Ltd at	ag i Ahmedabad
Description	Special Resolution Under Section 94 of the Sumparies Act, 2013 for keeping all detainents mentioned in Section 04 of the Conjunies Act, 2013 at the silice of	
-	Registrat wid Share Transfer Agents of the Company viz. M/s. Sharepro Services (India) Pvl, 114, Avnedabad	Resolution(Fer/Yes/ 40471.000
•		Avour)
		I/We Distant To The 1.008
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		Line Artistical Instantical Constanting
	Divil Nettonal Canadas Desidences Umitaliati rights relatived. I art signed to Interral Cop	orar 6 0,1025 x 788 rejolution.
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US TAPAN SHAH Company Secretary

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