



MAFATLAL INDUSTRIES LIMITED

CIN L17110GJ1913PLC000035

Regd. Office: 301-302, Heritage Horizon, 3rd Floor, Off C. G. Road, Navrangpura, Ahmedabad 380009..

Email: ahmedabad@mafatlals.com Website: www.mafatlals.com Tel. No. 079- 26444404-06, Fax No: 079 -26444403

Sr. No. \_\_\_\_\_

Name of sole / first named member :

Address :

Registered Folio No. / :

DP ID No. / Client ID No.

Number of shares held :

Dear Member,

Subject: Process and manner for availing E-voting facility (In respect of 101st AGM)

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide its members facility to exercise their right to vote on resolutions proposed to be considered at the 101st Annual General Meeting (AGM) to be held on Wednesday, the 12th August, 2015 at 10.00 A.M (as per the Notice dated 30th May, 2015 convening the said AGM) by electronic means and all the business, as per the said Notice, may be transacted through remote e-voting services.

The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL). The remote e-voting facility is available at the link <https://www.evoting.nsdl.com>

The electronic voting particulars are set out below:

<b>EVEN (E-voting event number)</b>	<b>User ID</b>	<b>Password / Pin</b>

The remote e-voting facility will be available during the following voting period:

<b>Commencement of remote e-voting</b>	<b>From 9.00 a.m. on 9th August, 2015</b>
<b>End of remote e-voting</b>	<b>Up to 5.00 p.m. on 11th August, 2015</b>

These details and instructions form integral part of the Notice for the Annual General Meeting (AGM) dated 30th May, 2015 convening the said meeting.

Please read the instructions printed overleaf before exercising the vote.

## Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 101st Annual General Meeting by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through Polling paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through polling paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 9th August, 2015 (9:00 am) and ends on 11th August, 2015 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 5th August, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)] :
  - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
  - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
  - (iii) Click on Shareholder - Login
  - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
  - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
  - (vii) Select "EVEN" of " Mafatlal Industries Limited ".
  - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
  - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
  - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
  - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [manuprasadpatel@yahoo.co.in](mailto:manuprasadpatel@yahoo.co.in) with copies marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) and [ahmedabad@mafatlals.com](mailto:ahmedabad@mafatlals.com)
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy] :
  - (i) Initial password is provided in the enclosed Form.

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on Toll Free No.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 5th August, 2015.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 5th August, 2015 may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).  
However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following Toll Free No.: 1800-222-990.
- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM .
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through polling paper.
- XIII. Shri Manuprasad Patel, Practising Company Secretary (Membership No. 2588) has been appointed as the Scrutinizer of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.mafatlals.com](http://www.mafatlals.com) and on the website of NSDL after the declaration of result by the Chairman or a person authorized by him. The results shall also be immediately forwarded to the BSE Limited, and Ahmedabad Stock Exchange Limited where the shares of the Company are Listed.



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

Registered Office (w.e.f. 01.06.2015) : 301-302, Heritage Horizon, 3rd Floor, Off: C G Road, Navrangpura, Ahmedabad 380009. Email: ahmedabad@mafatlals.com  
Website: www.mafatlals.com Tel: 079 – 26444404-06 Fax: 079 26444403

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

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

- (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 101st Annual General Meeting of the Company, to be held on Wednesday, 12th August, 2015 at 10.00 a.m. at J. B. Auditorium, Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Vastrapur, Ahmedabad-380 015 and at any adjournment thereof in respect of such resolutions as are indicated below:**

**RESOLUTION NOS.**

**ORDINARY BUSINESS**

- Adoption of Directors' Report, Audited Financial Statements (consolidated & standalone both) for the year ended 31st March, 2015 and Auditors' Report thereon
- Declaration of Dividend on Equity Shares for the year 2014-15
- Re-appointment of Shri A. K. Srivastava who retires by rotation.
- Appointment of Auditors and fixing their remuneration.

**SPECIAL BUSINESS**

- Appointment of Smt. Latika Pradhan as Independent Director
- Appointment of Shri Gautam Chakravarti as Independent Director
- Appointment of Shri Sujal Shah as Independent Director
- Appointment of M/s. Sorab S. Engineer & Co., Chartered Accountants, Mumbai as Branch Auditors and to fix their remuneration.
- Appointment of M/s. C. C. Chokshi & Co., Chartered Accountants, Ahmedabad as the Branch Auditors and to fix their remuneration.
- Approval for the Managerial Remuneration paid to Shri V. P. Mafatlal, Executive Vice- Chairman for the year 2014-15 including excess remuneration paid.
- Approval for the Managerial Remuneration paid to Shri Rajiv Dayal, MD & CEO for the year 2014-15 including excess remuneration paid.
- Approval for payment of remuneration to Shri I. V. Jagtiani, Cost Accountant, Mumbai as Cost Auditor of the Company for the year 2015-16
- Approval for payment of remuneration to Shri B. C. Desai, Cost Accountant, Ahmedabad as Cost Auditor of the Company for the year 2015-16

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2015.

Signature of the Shareholder .....

Signature of Proxy holder(s) .....

Affix Re.1  
Revenue  
Stamp

**Note: 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.**



## Notice

NOTICE IS HEREBY GIVEN THAT the 101st Annual General Meeting of the Members of the Company will be held on **Wednesday, the 12th August, 2015 at 10.00 a.m. at J. B. Auditorium, Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Vastrapur, Ahmedabad-380 015**, to transact the following business:

### ORDINARY BUSINESS

- (1) To consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2015 including Statement of Profit and Loss for the year ended 31st March, 2015 and the Balance Sheet as at that date, the Directors' Report and the Auditor's Report thereon as also consolidated financial statements for that financial year.
- (2) To declare Dividend for the year 2014-15 on Equity Shares of the Company.
- (3) To appoint a Director in place of Shri Atul Kumar Srivastava (holding DIN 00046776) who retires by rotation and being eligible, offers himself for re-appointment.
- (4) 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 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder, the appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants, Vadodara, (having Registration No.117364W), as Auditors of the Company approved by ordinary resolution passed at the 100th Annual General Meeting of the Company, to hold office from the conclusion of the 100th Annual General Meeting until the conclusion of the 103rd Annual General Meeting, be and is hereby ratified for the balance term and accordingly they continue to hold office from the conclusion of the 101st Annual General Meeting until the conclusion of the 103rd Annual General Meeting on such remuneration as may be fixed by the Board, apart from reimbursement of out of pocket expenses as may be incurred by them for the purpose of audit.”

### SPECIAL BUSINESS

- (5) 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, 152 and other applicable provisions of

the Companies Act, 2013 and Rules made thereunder read with Schedule IV to the Companies Act, 2013, Smt. Latika P. Pradhan (holding DIN 07118801), (who was appointed as an Additional Director of the Company by the Board of Directors with effect from 17th April, 2015, in terms of Section 161(1) of the Companies Act, 2013 and Article 141 of the Articles of Association of the Company and whose term of office expires at this Annual General Meeting) in respect of whom the Company has, received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing her candidature for the office of Independent Woman Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years.”

- (6) 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, 152 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder read with Schedule IV to the Companies Act, 2013, Shri Gautam G. Chakravarti (holding DIN 00004399), (who was appointed as an Additional Director of the Company by the Board of Directors with effect from 30th May, 2015, in terms of Section 161(1) of the Companies Act, 2013 and Article 141 of the Articles of Association of the Company and whose term of office expires at this Annual General Meeting) 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 Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years.”

- (7) 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, 152 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder read with Schedule IV to the Companies Act, 2013, Shri Sujal A. Shah (holding DIN 00058019), (who was appointed as an Additional Director of the Company by the Board of Directors with effect from 30th May, 2015, in terms of Section 161(1) of the Companies Act, 2013 and Article 141 of the Articles of Association of the Company and whose term of office expires at this Annual General Meeting) 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 Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years."

- (8) 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, 141 and 142 of the Companies Act, 2013, the appointment of M/s. Sorab S. Engineer & Co., Chartered Accountants, Mumbai, (ICAI Registration No.110417W), as the Branch Auditors of the Company approved by ordinary resolution passed at the 100th Annual General Meeting of the Company, to hold office from the conclusion of the 100th Annual General Meeting until 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, be and is hereby ratified for the balance term and accordingly they continue to hold office from the conclusion of the 101st Annual General Meeting until the conclusion of the 103rd Annual General Meeting on such remuneration as may be recommended by the Audit Committee and determined by the Board of Directors of the Company in consultation with the Branch Auditors apart from reimbursement of out of pocket expenses as may be incurred by them for the purpose of audit."

- (9) 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, 141 and 142 of the Companies Act, 2013, the appointment of M/s. C. C. Chokshi & Co., Chartered Accountants, Ahmedabad, (ICAI Registration No.101876W), as the Branch Auditors of the Company approved by ordinary resolution passed at the 100th Annual General Meeting of the Company, to hold office from the conclusion of the 100th Annual General Meeting until 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, be and is hereby ratified for the balance term and accordingly they continue to hold office from the conclusion of the 101st Annual General Meeting until

the conclusion of the 103rd Annual General Meeting on such remuneration as may be recommended by the Audit Committee and determined by the Board of Directors of the Company in consultation with the Branch Auditors apart from reimbursement of out of pocket expenses as may be incurred by them for the purpose of audit."

- (10) 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 196, 197 and 198, and other applicable provisions, if any, read with Schedule V to 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, if required, approval of the members of the Company be and is hereby accorded to the managerial remuneration for the year 2014-15 paid to Shri V. P. Mafatlal, Executive Vice-Chairman aggregating to ₹ 118.01 Lacs (Salary, Perquisites and allowances as calculated in terms of Sections 197 and 198 read with Schedule V to the Companies Act, 2013) notwithstanding it being in excess of the limits prescribed under the said Section 197 (1) of the Companies Act, 2013 and the recovery of such excess is hereby waived."

- (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 196, 197 and 198, and other applicable provisions, if any, read with Schedule V to the Companies Act, 2013 including any statutory modification or re-enactment thereof, for the time being in force read with General Circular No.07/2015 dated 10th April, 2015 issued by Ministry of Corporate Affairs, Government of India and subject to the approval of the Central Government, if required, approval of the members of the Company be and is hereby accorded to the managerial remuneration for the year 2014-15 paid to Shri Rajiv Dayal, Managing Director & Chief Executive Officer of the Company aggregating to ₹ 135.48 Lacs (Salary, Perquisites and allowances as calculated in terms of Sections 197 and 198 read with Schedule V to the Companies Act, 2013) notwithstanding it being in excess of the limits prescribed under the said provisions of Section 197(1) and the recovery of such excess amount is hereby waived."



- (12) 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 (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, payment of Remuneration of ₹ 4,50,000/- (Rupees Four Lacs Fifty Thousand only) (apart from re-imbursement of out-of-pocket expenses incurred for the purpose of Audit) to Shri I. V. Jagtiani, Cost Auditor, (Membership Number M-997), (Lead Cost Auditor) for conducting the audit of Cost Accounting Records relating to the ‘Textiles’ products manufactured and traded by the Company for the year 1st April 2015 to 31st March, 2016 be and is hereby approved and ratified.”

- (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 (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, payment of Remuneration of ₹ 1,75,000/- (Rupees One Lac Seventy Five Thousand only) (apart from re-imbursement of out-of-pocket expenses incurred for the purpose of Audit) to Shri B. C. Desai, Cost Auditor, (Membership Number M-1077), for conducting the audit of Cost Accounting Records relating to the ‘Textiles’ products manufactured and traded by the Company for the year 1st April 2015 to 31st March 2016 be and is hereby approved and ratified.”

By Order of the Board  
For **Mafatlal Industries Limited**

Place: Mumbai  
Dated 30th May, 2015

**A. A. Karanji**  
**Company Secretary**

**Regd. Office (Upto 30th May, 2015):**

Mafatlal Industries Limited  
(CIN L17110GJ1913PLC000035)  
Asarwa Road, Ahmedabad 380016  
Tel: 079 -22123944-45, Fax: 079-22123045,  
Email: ahmedabad@mafatlals.com  
Website: www.mafatlals.com

**NOTES**

1. With effect from **1st June, 2015**, the Registered Office of the Company is shifted within the city of Ahmedabad. The details are as follows:

**Registered Office:**

Mafatlal Industries Limited  
(CIN L17110GJ1913PLC000035)  
301-302, Heritage Horizon, 3rd Floor  
Off: C G Road, Navrangpura,  
Ahmedabad 380009.  
Tel: 079 -26444404-06  
Fax: 079-26444403,  
Email: ahmedabad@mafatlals.com  
Website: www.mafatlals.com

2. **MEMBER ENTITLED TO ATTEND AND VOTE IS 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.**

Instrument appointing a proxy duly completed in all respects should reach Registered Office of the Company not less than 48 hours before the time for holding the aforesaid meeting. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

3. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Item Nos. 5 to 13 mentioned in the above Notice, is annexed hereto.
4. **The Register of Members and the Share Transfer Books of the Company will remain closed from Thursday, the 6th August, 2015 to Wednesday, the 12th August, 2015 (both days inclusive) for the purpose of payment of dividend.**
5. The dividend as recommended by the Board of Directors, if declared at the Annual General Meeting, will be paid from 17th August, 2015. In order to enable the Company, to 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 along with 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, type of account and account number, IFSC code and MICR code and copy of cancelled cheque.

6. Smt. Latika P. Pradhan, Shri Gautam G. Chakravarti and Shri Sujal A. Shah, Additional Directors seeking appointment at this Meeting do not hold any shares in the Company.
7. 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 and 2013-14 are available under the head 'Financials'

section on the Website of the Company viz. [www.mafatlals.com](http://www.mafatlals.com). Members who have not encashed their dividend warrants are advised to write to the Company immediately.

8. 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 Agents of Company.
9. 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 Statements sets out all material facts in respect of items mentioned at Sr. No.5 to 13 of the accompanied Notice dated 30th May, 2015.

#### In respect of Item No. 5:

Smt. Latika Pradhan is a Chartered Accountant, Cost & Management Accountant, Company Secretary and Law Graduate with experience of over 35 years in various industries, heading Finance, Legal & Secretarial, Internal Audit and IT Functions. She was appointed as an Additional Director (Independent Director) by the Board of Directors of the Company w.e.f. 17th April, 2015, in terms of the provisions of Section 161(1) of the Companies Act, 2013 and Article 141 of the Articles of Association of the Company and her term of office expires at this Annual General Meeting.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Smt. Latika Pradhan, being eligible and who had offered herself for appointment, is proposed to be appointed as an Independent Director for a term of five consecutive years. As required under Section 160 of the Companies Act, 2013, a notice has been received from a member of the Company along with requisite deposit signifying his intention to propose Smt. Latika Pradhan as a candidate for the office of the Independent Director of the Company.

In the opinion of the Board, Smt. Latika Pradhan fulfills the conditions specified in the Companies Act, 2013 and Rules made thereunder read with the provisions of the Listing Agreement for her appointment as an Independent Director of the Company and is independent of the management of the Company. Having regard to her qualifications, knowledge and experience, her appointment as an Independent Director will be in the interest of the Company. She does not have any shareholding in the Company.

A copy of the draft letter of appointment proposed to be issued to Smt. Latika Pradhan, as an Independent Director of the Company, setting out the terms and conditions of appointment, 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 her appointment as an Independent Director in the interest of the Company.

None of the Directors, key managerial personnel and/or their relatives except Smt. Latika Pradhan, is concerned or interested in the Resolution.

#### In respect of Item Nos. 6 & 7:

The Board of Directors of the Company at their Meeting held on 30th May, 2015, appointed Shri Gautam G. Chakravarti and Shri Sujal A. Shah as Additional Directors (Independent Director) of the Company w.e.f. 30th May, 2015, in terms of the provisions of Section 161(1) of the Companies Act, 2013 and Article 141 of the Articles of Association of the Company and their term of office expires at this Annual General Meeting.

Shri Gautam G. Chakravarti holds a Degree in Physics followed by a Masters in Economics and has done Post Graduate Program in Management from IIM, Ahmedabad. He has also undergone Executive Development Programs with Sloan School, MIT, Boston, USA and Wharton Business School, Penn, USA. He has over 38 years of diversified business experience in multinational companies and large Indian Business Houses in multi-cultural environments in senior positions. Presently, he is CEO and Whole-time Director of Gokaldas Exports Limited.

Shri Sujal A. Shah is a Practicing Chartered Accountant having an overall experience of 22 years in the fields of Valuations, Due Diligences, Corporate Restructuring and Advisory. He is founder Partner of SSPA & Company, Chartered Accountants, Mumbai and is involved in Corporate Consultancy practice of the firm. He was Partner of M/s. N. M. Raiji & Company, Chartered Accountants, till October, 2006.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Shri Gautam G. Chakravarti and Shri Sujal A. Shah, being eligible and who have offered themselves for appointment, are proposed to be appointed as Independent Directors for a term of five consecutive years. As required under Section 160 of the Companies Act, 2013, notices have been received from the members of the Company along with requisite deposits signifying their intention to propose Shri Gautam G. Chakravarti and Shri Sujal A. Shah respectively, as candidates for the office of the Independent Directors of the Company.

In the opinion of the Board, Shri Gautam G. Chakravarti and Shri Sujal A. Shah both fulfill the conditions specified in the Companies Act, 2013 and Rules made thereunder read with the provisions of the Listing Agreement for their appointment as Independent Directors of the Company and are independent of the management of the Company. Having regard to their qualifications, knowledge and experience, their appointment as Independent Directors will be in the interest of the Company. Both of them do not have any shareholding in the Company.



Copies of the draft letters of appointment proposed to be issued to Shri Gautam G. Chakravarti and Shri Sujal A. Shah, as Independent Directors of the Company, setting out the terms and conditions of appointment, 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 their appointment as Independent Directors in the interest of the Company.

None of the Directors, key managerial personnel and/or their relatives except Shri Gautam G. Chakravarti and Shri Sujal A. Shah, is concerned or interested in the Resolution.

#### **In respect of Item Nos. 8 & 9**

The Resolutions are proposed to be passed in conformity with the provisions of Section 148(8) of the Companies Act, 2013 for the ratification of appointment of M/s. Sorab S. Engineer & Co., Chartered Accountants, Mumbai and M/s. C. C. Chokshi & Co., Chartered Accountants, Ahmedabad, as the Branch Auditors of the Company for the audit of the accounts of the Company's Branch Offices at Ahmedabad and Nadiad for the balance term and accordingly they continue to hold office from the conclusion of the 101st Annual General Meeting until the conclusion of the 103rd Annual General Meeting on such remuneration, as may be recommended by the Audit Committee and determined by the Board of Directors of the Company, apart from reimbursement of out of pocket expenses as may be incurred by them for the purpose of audit.

The Board recommends the passing of the above resolutions.

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

#### **In respect of Item Nos. 10 & 11**

The Company has continued its long term business strategy of investing in modernization of its manufacturing facilities, expansion of capacities and this year also (2014-15), it has invested ₹ 42.39 Crores ( ₹ 18.59 crores in Textiles and ₹ 23.80 Crores in Denim operations). During the year 2014-15, the profit and loss account of the Company has been impacted by the interest on loans taken to fund the capital expenditure and the depreciation charges in respect of new capital assets procured. Higher power costs due to non-availability of exchange traded power (trading in electricity over exchange), oversupply of products and low margins due to stiff competition from the unorganized sector has also put pressure on the Margins. During the year 2014-15, the Company has made net profit of ₹ 2432.19 Lacs. However, for the purpose of calculating the

managerial remuneration, the net profit calculated as per the provisions of Section 198 of the Companies Act, 2013 is ₹ 328.52 Lacs. Therefore, there has been excess payment of managerial remuneration aggregating to ₹ 220.63 Lacs during 2014-15 (₹ 101.58 Lacs for Shri V. P. Mafatlal and ₹ 119.05 Lacs for Shri Rajiv Dayal). It may be noted that though managerial remuneration paid to Shri V. P. Mafatlal exceed the limits mentioned under the provisions of Section 197 of the Companies Act, 2013, but it does not exceed the limits mentioned under Schedule V to the Companies Act, 2013. Besides, Shri Rajiv Dayal being a professional director not having any relationship with the Promoters of the Company and also not holding any shares in the capital of the Company, as per the clarification issued by Ministry of Corporate Affairs vide their general circular no. 7 of 2015 dated 10th April, 2015 read with erstwhile Schedule XIII to the Companies Act, 1956, he will continue to be governed by those provisions for his balance term of appointment. Accordingly, the managerial remuneration paid to both these managerial personnel is recommended for approval by members of the Company by way of Special Resolutions. It may be noted that Shri Vishad P. Mafatlal, 40 years of age, is a Bachelor of Science in Economics from the Wharton School, University of Pennsylvania, USA. He is an Industrialist having business experience of more than 16 years in Textiles, Chemicals and other businesses. He was appointed as a Director on the Board of Directors of the Company w.e.f. 10th October, 2012. He is also one of the Promoters of the Company. Shri Vishad P. Mafatlal was also holding the statutory position of Joint Managing Director of erstwhile Mafatlal Denim Limited. As per the Scheme of Arrangement and Amalgamation sanctioned by the Hon'ble High Court of Gujarat and the Hon'ble High Court of Bombay vide Orders dated 8th April, 2013 and 26th April, 2013 respectively, all the employees of Mafatlal Denim Limited were to be transferred to Mafatlal Industries Limited with effect from 28th May, 2013. Since Shri Vishad P. Mafatlal was holding the statutory position of Joint Managing Director of Mafatlal Denim Limited, his services were transferred to Mafatlal Industries Limited in the capacity of an employee with continuity of service.

Shri Rajiv Dayal is a Managing Director and Chief Executive Officer of the Company. He has experience of over 37 years. He has experience and knowledge in the field of manufacturing and marketing of Textile and Denim products. He does not have 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 specialized knowledge in the field of his profession.

Shri Rajiv Dayal was appointed as a Director on the Board of Directors of the Company w.e.f. 10th October, 2012. He was also holding the statutory position of Managing Director and CEO of Mafatlal Denim Limited and in accordance with the said Scheme of Arrangement and Amalgamation, his services were transferred to Mafatlal Industries Limited in the capacity of an employee of the Company with continuity of service.

The shareholders had at the 99th Annual General Meeting held on 31st July, 2013 approved the appointment of Shri V. P. Mafatlal as Executive Vice-Chairman and Shri Rajiv Dayal as Managing Director & CEO of the Company for a period of five years w.e.f. from 28th May, 2013. Accordingly both were paid remuneration as employees of the Company during the year 2014-15 based on the remuneration already approved by the shareholders at the AGM as aforesaid.

There has been an inadequacy of profits calculated as per the provisions of section 198 of the Companies Act, 2013 due to the reasons explained hereinabove. It may be noted that Shri V. P. Mafatlal and Rajiv Dayal have not been paid any commission/bonus based on the profitability of the Company since their respective remuneration has exceeded the limit of 5% of the Net Profit of the Company.

In accordance with the provisions of Schedule V and other applicable provisions of the Companies Act, 2013, the Nomination and Remuneration Committee of the Board and the Board of Directors at their respective meetings held on 30th May, 2015 have approved the overall remuneration paid to both of the managerial personnel during the year 2014-15 as set forth in the resolutions. The Board, recommends the approval of both the Special Resolutions by the shareholders.

Copies of the said resolutions passed by the Nomination and Remuneration Committee as also the Board of Directors, are available for inspection by the Members at the Registered Office of the Company during working hours on all working days (Mon-Fri) except holidays up to the date of Annual General Meeting.

None of the Directors, key managerial personnel and / or their relatives is concerned or interested in the resolutions except that Shri V. P. Mafatlal is interested in the resolution at item 10 as it concerns him, and Shri Rajiv Dayal, is concerned or interested in the resolution at item 11 as it concerns him.

#### **In respect of Item Nos. 12 & 13:**

In accordance with the provisions of Section 148(2) and 148(3) of the Companies Act, 2013 read with relevant Rules

made there under, the Company is required to appoint a Cost Auditor for audit of Textiles products manufactured by the Company.

Based on recommendation of the Audit Committee, the Board of Directors has appointed Shri I. V. Jagtiani as the Cost Auditor for conducting the audit of Cost Accounting Records maintained by the Textiles Division of the Company at Navsari, Denim Division of the Company at Navsari and the Marketing Services Division at Mumbai relating to the 'Textiles' product manufactured and traded by the Company for the year 1st April, 2015 to 31st March, 2016 on a proposed remuneration of ₹ 4.50 lacs apart from re-imbursement of out of pocket expenses incurred for the purpose of audit. Further, Shri I. V. Jagtiani has also been designated as the Principal / Lead Cost Auditor responsible for consolidation and filing of the Cost Audit Report with the Central Government for the year 1st April, 2015 to 31st March, 2016 on the said proposed remuneration of ₹ 4.50 lacs apart from re-imbursement of out of pocket expenses incurred for the purpose of audit.

Based on recommendation of the Audit Committee, the Board of Directors has appointed Shri B. C. Desai as the Cost Auditor for conducting the audit of Cost Accounting Records maintained by the Textiles Division of the Company at Nadiad relating to the 'Textiles' product manufactured and traded by the Company for the year 1st April, 2015 to 31st March, 2016 on a proposed remuneration of ₹ 1.75 lacs apart from re-imbursement of out of pocket expenses incurred for the purpose of audit subject to the approval of remuneration by the Members.

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 Auditors shall be ratified by the Shareholders. Accordingly, the Ordinary Resolutions are proposed for ratification by the Members. The Board of Directors recommend passing of the Ordinary Resolutions at Item Nos. 12 and 13 of the Notice.

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

By Order of the Board  
For **Mafatlal Industries Limited**

Place: Mumbai  
Dated 30th May, 2015

**A. A. Karanji**  
Company Secretary



MAFATLAL INDUSTRIES LIMITED

Regd. Office : 301-302, Heritage Horizon, 3rd Floor, Off. C.G. Road,  
Navrangpura, Ahmedabad 380 009. Email : ahmedabad@mafatlals.com  
Tel. : 079 26444404-06 Fax : 079 26444403

Corp. Off.: Kaledonia Building, Off. No.3, 6th Floor, Opp. Vijay Nagar Society,  
Sahar Road, Off Western Express Highway, Andheri (East), Mumbai 400 069  
Tel. : 022 67713800 Fax : 91 22 67713924/25  
CIN : L17110GJ1913PLC000035 Website: www.mafatlals.com

**AUGUST 14, 2015**

To:  
Corporate Relationship Department  
BSE Limited  
14<sup>th</sup> Floor, P. J. Towers,  
Dalal Street, Fort,  
**Mumbai-400001**

**Scrip Code: 500264**

To:  
Ahmedabad Stock Exchange Limited  
Kamdhenu Complex,  
Opp: Sahajanand College, Panjara Pole,  
**Ahmedabad-380015**

**Scrip Code: 34100**

Dear Sir / Madam,

**Sub:** Disclosure pertaining to voting results of the 101<sup>st</sup> Annual General Meeting of the Company held on Wednesday, the 12<sup>th</sup> August, 2015

**Re:** Clause 35A of the Listing Agreement

Pursuant to Clause 35A of the Listing Agreement, we are enclosing herewith the disclosure pertaining to the voting result, in prescribed format, of the 101<sup>st</sup> Annual General Meeting of the Company held on Wednesday, 12<sup>th</sup> August, 2015, at 10.00 A.M. at J. B. Auditorium, Ahmedabad Management Centre, ATIRA Campus, Vastrapur, Ahmedabad-380 015.

Thanking you,

Yours faithfully  
For MAFATLAL INDUSTRIES LIMITED

  
**ASHISH KARANJI**  
COMPANY SECRETARY

**Encl: 35A Disclosure & Scrutinizer's Consolidated Report**



ARVIND MAFATLAL GROUP  
The ethics of excellence

## Voting Results of Remote E-voting and Poll at the 101<sup>st</sup> AGM

### MAFATLAL INDUSTRIES LIMITED

Date of the AGM : 12<sup>th</sup> August, 2015

Total No. of Shareholders on cut-off : 1,08,487

Cut-off date : 05<sup>th</sup> August, 2015

#### NO. OF SHAREHOLDERS PRESENT IMN THE MEETING EITHER IN PERSON OR THROUGH PROXY

Category	Present in person(Including Authorised Representative)	Present through proxy	Total
Promoters and Promoters Group	13	07	20
Public	193	10	203
Total	206	17	223

#### NO. OF SHAREHOLDERS ATTENDED THE MEETING THROUGH VIDEO CONFERENCING

Promoters and Promoters Group	-Nil-
Public	-Nil-

#### DETAILS OF THE AGENDA AND VOTING RESULTS

Resolutions wise details of voting is as per the Consolidated Report of Scrutinizer attached herewith.  
 All resolutions were passed by requisite majority.

FOR MAFATLAL INDUSTRIES LIMITED

  
 ASHISH A KARANJI

COMPANY SECRETARY

ENCL: SCRUTINIZER'S CONSOLIDATED REPORT ALONGWITH ANNEXURE I AND II





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

**Combined Report of Scrutinizer for Remote e-Voting and Poll**

[Pursuant to section 108/109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,  
The Chairman,  
Mafatlal Industries Limited,  
Registered Office: 301-302, HERITAGE HORIZON, THIRD FLOOR,  
OFF. C. G. ROAD, NAVRANGPURA,  
AHMEDABAD - 380009

I/We, MANUPRASAD PATEL, Practicing Company Secretary (CP:6357 FCS: 2588) appointed as Scrutinizer by the Company for the purpose of scrutinizing the remote e-voting process Pursuant to rule section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, 2014 and voting by physical ballot forms received from the members at the venue of the 101<sup>st</sup> Annual General Meeting Pursuant to section 109 of the Companies Act, 2013 and rule 21 in a fair and transparent manner in respect of the below mentioned Resolutions contained in the Notice of the 101<sup>st</sup> Annual General Meeting of the Equity Shareholders of Mafatlal Industries Limited, held on Wednesday the 12<sup>th</sup> Day of August, 2015 at **J. B. Auditorium, Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Vastrapur, Ahmedabad-380 015.**

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules framed there under relating to voting through electronic means Remote e-voting and voting by use of physical ballots by the shareholders at the venue of AGM on the Resolutions contained in the Notice of the 101<sup>st</sup> Annual General Meeting of the Members of the Company. My responsibility as a scrutinizer for the remote e voting process and for the physical ballot voting at the AGM is restricted to make a Scrutinizer's Report of the Votes Cast "in favour" or "against" the Resolutions as stated herein below, based on the report generated from the remote e voting system provided by National Securities Depository Limited (NSDL), the authorized agency to provide e-voting facilities, engaged by the Company and for voting by use of physical ballots at the venue of AGM.

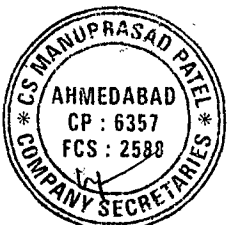
At the 101<sup>st</sup> Annual General Meeting of the Equity Shareholders of Mafatlal Industries Limited, held on Wednesday the 12<sup>th</sup> Day of August, 2015, the Chairman of the Company has suomoto called for poll to facilitate the members present at the Meeting who could not participate in the remote e-voting to record their votes through the poll process.

I, hereby submit consolidated scrutinizer's Report pursuant to Rule 20(4)(xii) on the Resolutions proposed in the Notice of the aforesaid AGM. I have issued separate Scrutinizer's Report Dated 12<sup>th</sup> August, 2015 on the remote e-voting and on the Poll thorough physical ballot voting in Form MGT-13 attached herewith as Annexure 1 & 2.

The Result of remote e-voting together with that of the Poll is as under:

**309, Amulya Complex, Opp. Central Bank, Ambawadi Bazar AHMEDABAD-380015**

Ph.: (o) 40027850, (M) 9426513721 Email: manuprasadpatel@gmail.com



**Manuprasad Patel**

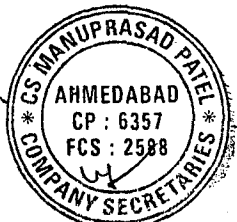
M.Com., LL, B (Spl.), FCS.

Company Secretary - in practice

Mode of Voting	Total Valid Votes	Votes In favour of Resolution			Votes against the Resolution			Invalid votes
		No of ballot /e-voting entry	Nos	% to total valid votes	No of ballot /e-voting entry	Nos	% to total valid votes	Nos.
Item No.1: Adoption of Directors' Report and the Audited Financial Statements including Statement of Profit & Loss for the year ended 31st March, 2015 and the Balance Sheet as at that date and the Auditor's Report thereon. (Ordinary Resolution)								
Remote E-voting	106373	110	106194	99.831724	3	179	0.168276	0
Physical Ballot	10352495	91	10352493	99.999981	1	2	0.000019	33
Total	10458868	201	10458687	99.998269	4	181	0.001731	33
Item No.2: Declare Dividend for the year 2014.15 on Equity Shares (Ordinary Resolution)								
Remote E-voting	106373	110	106194	99.831724	3	179	0.168276	0
Physical Ballot	10352474	89	10352472	99.999981	1	2	0.000019	33
Total	10458847	199	10458666	99.998269	4	181	0.001731	33
Item No.3: Re-appointment of Shri Atulkumar Srivastava (holding DIN 00046776), who retires by rotation (Ordinary Resolution)								
Remote E-voting	106373	110	106194	99.831724	3	179	0.168276	0
Physical Ballot	10352474	89	10352472	99.999981	1	2	0.000019	33
Total	10458847	199	10458666	99.998269	4	181	0.001731	33
Item No.4: Ratification of the appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants, Vadodara, (having Registration No.117364W) and to fix their remuneration (Ordinary Resolution)								
Remote E-voting	106373	110	106194	99.831724	3	179	0.168276	0
Physical Ballot	10352474	89	10352472	99.999981	1	2	0.000019	33
Total	10458847	199	10458666	99.998269	4	181	0.001731	33
Item No.5: Appointment of Smt. Latika P. Pradhan (holding DIN 07118801), Independent Woman Director, as an Independent Director of the Company to hold office for five consecutive years. (Ordinary Resolution)								
Remote E-voting	106355	109	106176	99.831696	3	179	0.168304	0
Physical Ballot	10352474	89	10352472	99.999981	1	2	0.000019	33
Total	10458829	198	10458648	99.998269	4	181	0.001731	33

309, Amulya Complex, Opp. Central Bank, Ambawadi Bazar AHMEDABAD-380015

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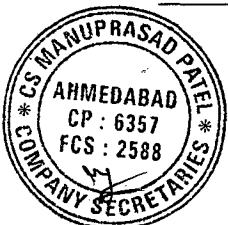






**Manuprasad Patel** M.Com., LL, B (Spl.), FCS.  
Company Secretary - in practice

<b>Item No.6:</b> Appointment of Shri Gautam G. Chakravarti (holding DIN 00004399), as an Independent Director of the Company to hold office for five consecutive years. (Ordinary Resolution)								
Remote E-voting	106373	110	106194	99.831724	3	179	0.168276	0
Physical Ballot	10352474	89	10352472	99.999981	1	2	0.000019	33
Total	10458847	199	10458666	99.998269	4	181	0.001731	33
<b>Item No.7:</b> Appointment of Shri Sujal A. Shah (holding DIN 00058019), as an Independent Director of the Company to hold office for five consecutive years. (Ordinary Resolution)								
Remote E-voting	106373	110	106194	99.831724	3	179	0.168276	0
Physical Ballot	10352474	89	10352472	99.999981	1	2	0.000019	33
Total	10458847	199	10458666	99.998269	4	181	0.001731	33
<b>Item No.8:</b> Appointment of M/s Sorab S. Engineer & Co., Chartered Accountants, Mumbai, (ICAI Registration No.110417W), as the Branch Auditors of the Company and to fix their remuneration. (Ordinary Resolution)								
Remote E-voting	106373	110	106194	99.831724	3	179	0.168276	0
Physical Ballot	10352474	89	10352472	99.999981	1	2	0.000019	33
Total	10458847	199	10458666	99.998269	4	181	0.001731	33
<b>Item No.9:</b> Appointment of M/s. C. C. Chokshi & Co., Chartered Accountants, Ahmedabad, (ICAI Registration No.101876W), as the Branch Auditors of the Company and to fix their Remuneration (Ordinary Resolution)								
Remote E-voting	106204	110	106194	99.990584	2	10	0.009416	0
Physical Ballot	10352472	88	10352470	99.999981	1	2	0.000019	33
Total	10458676	198	10458664	99.999885	3	12	0.000115	33
<b>Item No.10:</b> To approve subject to approval of Central Government the remuneration paid to Shri V. P. Mafatlal, Executive Vice-Chairman for the year 2014.15 and to approve excess remuneration paid to Shri V. P. Mafatlal (Special Resolution)								
Remote E-voting	106373	108	105688	99.356040	5	685	0.643960	0
Physical Ballot	10352474	88	10352470	99.999961	2	4	0.000039	33
Total	10458847	196	10458158	99.993412	7	689	0.006588	33
<b>Item No.11:</b> To approve subject to approval of Central Government the remuneration paid to Shri Rajiv Dayal, Managing Director & Chief Executive Officer of the Company for the year 2014.15 including excess remuneration paid to him. (Special Resolution)								
Remote E-voting	106373	108	105688	99.356040	5	685	0.643960	0
Physical Ballot	10352472	88	10352470	99.999981	1	2	0.000019	33
Total	10458145	196	10458158	99.993431	6	687	0.006569	33



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





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

<b>Itemno.12:</b> Approve payment of remuneration to I.V.Jagtiani, Cost Accountant, Mumbai as Cost Auditor of the Company for the year 2015.16 (Ordinary Resolution)								
Remote E-voting	106373	110	106194	99.831724	3	179	0.168276	0
Physical Ballot	10352472	88	10352470	99.999981	1	2	0.000019	33
Total	10458845	198	10458664	99.998269	4	181	0.001731	33
<b>Itemno.13:</b> Approve payment of remuneration to Shri B. C. Desai, Cost Accountant, Ahmedabad as Cost Auditor of the Company for the year 2015.16 Approve payment of remuneration to Shri B. C. Desai, Cost Accountant, Ahmedabad as Cost Auditor of the Company for the year 2015.16 (Ordinary Resolution)								
Remote E-voting	106373	110	106194	99.831724	3	179	0.168276	0
Physical Ballot	10352474	88	10352470	99.999961	2	4	0.000039	33
Total	10458847	198	10458664	99.998250	5	183	0.001750	33

All the 13 Resolutions as mentioned above passed under remote e-voting as well as by Poll with requisite majority.

The Register, all other papers and relevant records relating to remote e-voting as well as by Poll shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid 101<sup>st</sup> Annual General Meeting and thereafter the same will be handed over to the Company Secretary of the Company.

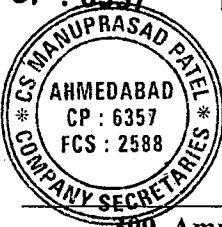
  
**Manuprasad Patel**  
Company Secretary in Practice  
FCS: 2588 CP:6357  
(Scrutinizer)



**Chairman/Director Authorised by the Board**

Place: Ahmedabad  
Dated: 14.08.2015

**CS MANUPRASAD PATEL**  
Company Secretaries  
CP : 6357 FCS : 2588



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



**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,

The Chairman,

Mafatlal Industries Limited,

Registered Office: 301-302, HERITAGE HORIZON, THIRD FLOOR,

OFF. C. G. ROAD, NAVRANGPURA,

AHMEDABAD - 380009

**101<sup>st</sup> Annual General Meeting of the Equity Shareholders of MAFATLAL INDUSTRIES LIMITED held on Wednesday the 12<sup>th</sup> Day of August, 2015 at J. B. Auditorium, Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Vastrapur, Ahmedabad-380 015**

Dear Sir,

I/We, MANUPRASAD PATEL, Practicing Company Secretary (CP:6357 FCS: 2588) appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 101<sup>st</sup> Annual General Meeting of the Equity Shareholders of Mafatlal Industries Limited, held on Wednesday the 12<sup>th</sup> Day of August, 2015 at J. B. Auditorium, Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Vastrapur, Ahmedabad-380 015 submit my 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.

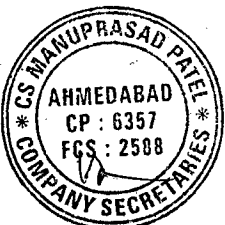
OR

I did not find any poll papers invalid. To put facts (I found 0 poll papers invalid aggregating to 100 Shares)

4. The result of the Poll is as under:

**Ordinary Resolution -1**

Adoption of Directors' Report and the Audited Financial Statements including Statement of Profit & Loss for the year ended 31st March, 2015 and the Balance Sheet as at that date and the Auditor's Report thereon.





(i) Voted in favour of the resolution:

Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
91	10352493	99.999981

(ii) Voted against the resolution

Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	2	0.000019

(iii) Invalid votes :

Total number of members(in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
5	33

**Ordinary Resolution -2**

Declare Dividend for the year 2014.15 on Equity Shares.

(i) Voted in favour of the resolution:

Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
89	10352472	99.999981

(ii) Voted against the resolution

Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	2	0.000019

(iii) Invalid votes :

Total number of members(in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
5	33

**Ordinary Resolution -3**

Re-appointment of Shri Atulkumar Srivastava (holding DIN 00046776), who retires by rotation.

(i) Voted in favour of the resolution:

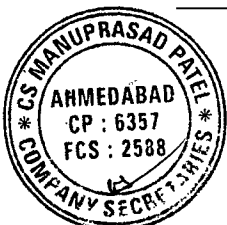
Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
89	10352472	99.999981

(ii) Voted against the resolution

Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	2	0.000019

(iii) Invalid votes :

Total number of members(in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
5	33





**Ordinary Resolution -4**

Ratification of the appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants, Vadodara, (having Registration No.117364W) and to fix their remuneration.

(i) Voted **in favour** of the resolution:

Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
89	10352472	99.999981

(ii) Voted **against** the resolution

Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	2	0.000019

(iii) **Invalid** votes :

Total number of members(in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
5	33

**Ordinary Resolution -5**

Appointment of Smt. Latika P. Pradhan (holding DIN 07118801), Independent Woman Director, 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	% of total number of valid votes cast
89	10352472	99.999981

(ii) Voted **against** the resolution

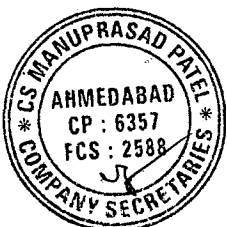
Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	2	0.000019

(iii) **Invalid** votes :

Total number of members(in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
5	33

**Ordinary Resolution -6**

Appointment of Shri Gautam G. Chakravarti (holding DIN 00004399), 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	% of total number of valid votes cast
89	10352472	99.999981

(ii) Voted **against** the resolution

Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	2	0.000019

(iii) **Invalid votes :**

Total number of members(in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
5	33

**Ordinary Resolution -7**

Appointment of Shri Shri Sujal A. Shah (holding DIN 00058019), 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	% of total number of valid votes cast
89	10352472	99.999981

(ii) Voted **against** the resolution

Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	2	0.000019

(iii) **Invalid votes :**

Total number of members(in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
5	33

**Ordinary Resolution -8**

Appointment of M/s Sorab S. Engineer & Co., Chartered Accountants,Mumbai, (ICAI Registration No.110417W), as the Branch Auditors of the Company and to fix their remuneration..

(i) Voted **in favour** of the resolution:

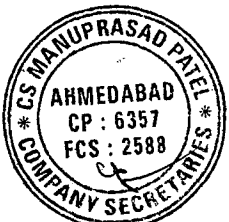
Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
89	10352472	99.999981

(ii) Voted **against** the resolution

Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	2	0.000019

(iii) **Invalid votes :**

Total number of members(in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
5	33







**Ordinary Resolution -9**

Appointment of M/s. C. C. Chokshi & Co., Chartered Accountants, Ahmedabad, (ICAI Registration No.101876W), as the Branch Auditors of the Company and to fix their Remuneration

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
88	10352470	99.999981

(ii) Voted **against** the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	2	0.000019

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
5	33

**Special Resolution -10**

To approve subject to approval of Central Government the remuneration paid to Shri V. P. Mafatlal, Executive Vice-Chairman for the year 2014.15 and to approve excess remuneration paid to Shri V. P. Mafatlal.

(i) Voted **in favour** of the resolution:

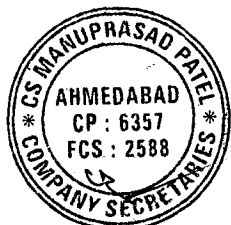
Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
88	10352470	99.999961

(ii) Voted **against** the resolution

Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	4	0.000039

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
5	33





**Special Resolution -11**

To approve subject to approval of Central Government the remuneration paid to Shri Rajiv Dayal, Managing Director & Chief Executive Officer of the Company for the year 2014.15 including excess remuneration paid to him.

(i) Voted in favour of the resolution:

Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
88	10352470	99.999981

(ii) Voted against the resolution

Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	2	0.000019

(iii) Invalid votes :

Total number of members(in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
5	33

**Ordinary Resolution -12**

Approve payment of remuneration to I.V.Jagtiani, Cost Accountant, Mumbai as Cost Auditor of the Company for the year 2015.16

(i) Voted in favour of the resolution:

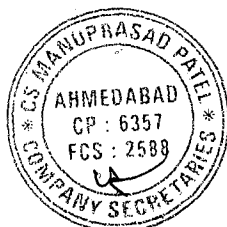
Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
88	10352470	99.999981

(ii) Voted against the resolution

Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	2	0.000019

(iii) Invalid votes :

Total number of members(in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
5	33





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

**Ordinary Resolution -13**

Approve payment of remuneration to Shri B. C. Desai, Cost Accountant, Ahmedabad as Cost Auditor of the Company for the year 2015.16

(i) Voted **in favour** of the resolution:

Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
88	10352470	99.999961

(ii) Voted **against** the resolution

Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	4	0.000039

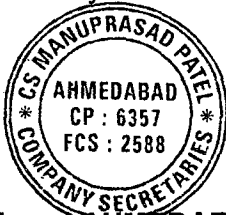
(iii) **Invalid** votes :

Total number of members(in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
5	33

(Enumerate depending on the number of resolutions for which poll is taken)

5. A Compact Disc (CD) in Excel Format 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 for safe keeping.



Place: **AHMEDABAD**  
Dated: 14<sup>th</sup> August, 2015

Thanking you,  
Yours faithfully,

**CS MANUPRASAD PATEL**  
Membership No.: FCS 2588  
C. P. No.: 6357

**CS MANUPRASAD PATEL**  
Company Secretaries  
CP : 6357 FCS : 2588

Chairman / Director Authorised by the Board



**REPORT OF SCRUTINIZER FOR REMOTE E-VOTING**

[Pursuant to Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014. As amended]

The Chairman  
Board of Directors  
**MAFATLAL INDUSTRIES LIMITED**  
Office 301-302, HERITAGE HORIZON, THIRD FLOOR,  
OFF. C. G. ROAD, NAVRANGPURA, AHMEDABAD - 380009

Dear Sir,

**Report on Remote e voting**

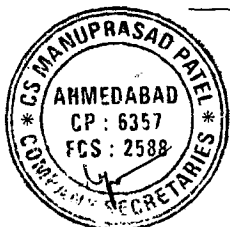
I, Manuprasad Patel, Company Secretaries, Ahmedabad was appointed as Scrutinizer by the Board of Directors at their meeting held on May 30, 2015 for the 101<sup>st</sup> Annual General Meeting of the Equity Shareholders of **MAFATLAL INDUSTRIES LIMITED** held on **Wednesday the 12<sup>th</sup> Day of August, 2015** at J. B. Auditorium, Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Vastrapur, Ahmedabad-380 015 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. as amended on the below mentioned 13 Resolutions referred in my Report.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules framed there under relating to voting through electronic means on the Resolutions contained in the Notice to the 101<sup>st</sup> Annual General Meeting of the Members of the Company. My responsibility as a scrutinizer for the remote e voting process is restricted to make a Scrutinizer's Report of the Votes Cast "in favour" or "against" the Resolutions as stated herein below, based on the report generated from the remote e voting system provided by National Securities Depository Limited (NSDL), the authorized agency to provide e-voting facilities, engaged by the Company.

In this connection, I submit my report as under:



1. The remote e-voting period remained open from 9.00 A.M. on Sunday, 9<sup>th</sup> August, 2015 to 5.00 P.M. on Tuesday, 11<sup>th</sup> August, 2015.
2. The Shareholder of the Company holding shares as on the **cut-off** date 5<sup>th</sup> August, 2015. were entitled to vote on the proposed resolutions as mentioned in the Notice and annexure thereto of the 101<sup>st</sup> Annual General Meeting.

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





3. As provided in the Rules, I unblocked the remote e-voting on the platform provided by NSDL after completion of voting at Annual General Meeting on Wednesday the 12<sup>th</sup> August, 2015 at 5.00 P.M. in the presence of two witnesses, viz. Ms. Jeel H.Patel and Umang Thakkar who are not in employment of the Company, who put their signatures herein below as witness of the unblocking the e-voting NSDL web site.

1)  2) 

4. Thereafter the details containing, inter-alia, list of the equity shareholders, who voted "for" and "against" were downloaded from e-voting website of NSDL website <https://evoting.nsdl.com> and based on such the report generated.
5. The result of the e-voting is as under:

**Ordinary Resolution -1**

Adoption of Directors' Report and the Audited Financial Statements including Statement of Profit & Loss for the year ended 31st March, 2015 and the Balance Sheet as at that date and the Auditor's Report thereon.

(i) Voted in favour of the resolution:

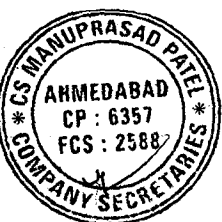
Number of members voted through remote e-voting system	Number of votes cast by them	% of total number of valid votes cast
110	106194	99.831724

(ii) Voted against the resolution

Number of members voted through remote e-voting system	Number of votes cast by them	% of total number of valid votes cast
3	179	0.168276

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0





**Ordinary Resolution -2**

To declare Dividend for the year 2014.15 on Equity Shares.

(i) Voted in favour of the resolution:

Number of members voted through remote e-voting system	Number of votes cast by them	% of total number of valid votes cast
110	106194	99.831724

(ii) Voted against the resolution

Number of members voted through remote e-voting system	Number of votes cast by them	% of total number of valid votes cast
3	179	0.168276

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

**Ordinary Resolution -3**

Re-appointment of Shri Atulkumar Srivastava (holding DIN 00046776), who retires by rotation.

(i) Voted in favour of the resolution:

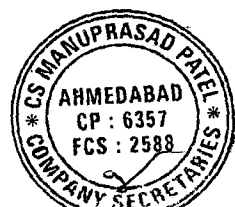
Number of members voted through remote e-voting system	Number of votes cast by them	% of total number of valid votes cast
110	106194	99.831724

(ii) Voted against the resolution

Number of members voted through remote e-voting system	Number of votes cast by them	% of total number of valid votes cast
3	179	0.168276

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0







**Ordinary Resolution -4**

Ratification of the appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants, Vadodara, (having Registration No.117364W) and to fix their remuneration.

(i) Voted in favour of the resolution:

Number of members voted through remote e-voting system	Number of votes cast by them	% of total number of valid votes cast
110	106194	99.831734

(ii) Voted against the resolution

Number of members voted through remote e-voting system	Number of votes cast by them	% of total number of valid votes cast
3	179	0.168276

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	18

**Ordinary Resolution -5**

Appointment of Smt. Latika P. Pradhan (holding DIN 07118801), Independent Woman Director, as an Independent Director of the Company to hold office for five consecutive years.

(i) Voted in favour of the resolution:

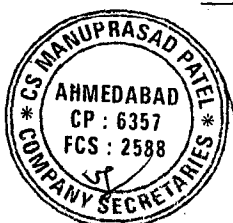
Number of members voted through remote e-voting system	Number of votes cast by them	% of total number of valid votes cast
109	106176	99.831696

(ii) Voted against the resolution

Number of members voted through remote e-voting system	Number of votes cast by them	% of total number of valid votes cast
3	179	0.168304

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	18





**Ordinary Resolution -6**

Appointment of Shri Gautam G. Chakravarti (holding DIN 00004399), as an Independent Director of the Company to hold office for five consecutive years.

(i) Voted **in favour** of the resolution:

Number of members voted through remote e-voting system	Number of votes cast by them	% of total number of valid votes cast
110	106194	99.831724

(ii) Voted **against** the resolution

Number of members voted through remote e-voting system	Number of votes cast by them	% of total number of valid votes cast
3	179	0.168276

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

**Ordinary Resolution -7**

Appointment of Shri Shri Sujal A. Shah (holding DIN 00058019), as an Independent Director of the Company to hold office for five consecutive years.

(i) Voted **in favour** of the resolution:

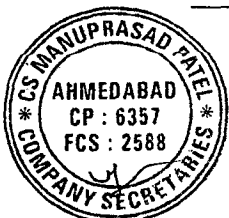
Number of members voted through remote e-voting system	Number of votes cast by them	% of total number of valid votes cast
110	106194	99.831724

(ii) Voted **against** the resolution

Number of members voted through remote e-voting system	Number of votes cast by them	% of total number of valid votes cast
3	179	0.168276

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0





**Ordinary Resolution -8**

Appointment of M/s Sorab S. Engineer & Co., Chartered Accountants, Mumbai, (ICAI Registration No.110417W), as the Branch Auditors of the Company and to fix their remuneration.

(i) Voted **in favour** of the resolution:

Number of members voted through remote e-voting system	Number of votes cast by them	% of total number of valid votes cast
110	106194	99.831724

(ii) Voted **against** the resolution

Number of members voted through remote e-voting system	Number of votes cast by them	% of total number of valid votes cast
3	179	0.168276

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

**Ordinary Resolution -9**

Appointment of M/s. C. C. Chokshi & Co., Chartered Accountants, Ahmedabad, (ICAI Registration No.101876W), as the Branch Auditors of the Company and to fix their Remuneration.

(i) Voted **in favour** of the resolution:

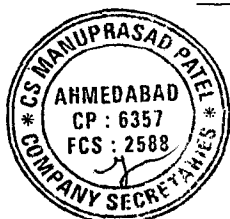
Number of members voted through remote e-voting system	Number of votes cast by them	% of total number of valid votes cast
110	106194	99.990584

(ii) Voted **against** the resolution

Number of members voted through remote e-voting system	Number of votes cast by them	% of total number of valid votes cast
2	10	0.009416

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	169





### Special Resolution -10

To approve subject to approval of Central Government the remuneration paid to Shri V. P. Mafatlal, Executive Vice-Chairman for the year 2014.15 and to approve excess remuneration paid to Shri V. P. Mafatlal.

(i) Voted **in favour** of the resolution:

Number of members voted through remote e-voting system	Number of votes cast by them	% of total number of valid votes cast
108	105688	99.356040

(ii) Voted **against** the resolution

Number of members voted through remote e-voting system	Number of votes cast by them	% of total number of valid votes cast
5	685	0.643960

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

### Special Resolution -11

To approve subject to approval of Central Government the remuneration paid to Shri Rajiv Dayal, Managing Director & Chief Executive Officer of the Company for the year 2014.15 including excess remuneration paid to him.

(i) Voted **in favour** of the resolution:

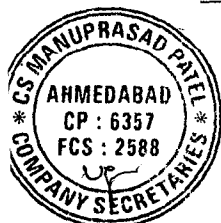
Number of members voted through remote e-voting system	Number of votes cast by them	% of total number of valid votes cast
108	105688	99.356040

(ii) Voted **against** the resolution

Number of members voted through remote e-voting system	Number of votes cast by them	% of total number of valid votes cast
5	685	0.643960

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0





**Ordinary Resolution -12**

Approve payment of remuneration to I.V.Jagtiani, Cost Accountant, Mumbai as Cost Auditor of the Company for the year 2015.16.

(i) Voted in favour of the resolution:

Number of members voted through remote e-voting system	Number of votes cast by them	% of total number of valid votes cast
110	106194	99.831724

(ii) Voted against the resolution

Number of members voted through remote e-voting system	Number of votes cast by them	% of total number of valid votes cast
3	179	0.168276

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

**Ordinary Resolution -13**

Approve payment of remuneration to Shri B. C. Desai, Cost Accountant, Ahmedabad as Cost Auditor of the Company for the year 2015.16

(i) Voted in favour of the resolution:

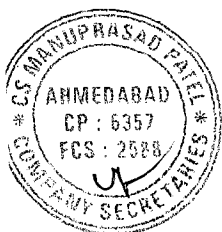
Number of members voted through remote e-voting system	Number of votes cast by them	% of total number of valid votes cast
110	106194	99.831724

(ii) Voted against the resolution

Number of members voted through remote e-voting system	Number of votes cast by them	% of total number of valid votes cast
3	179	0.168276

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

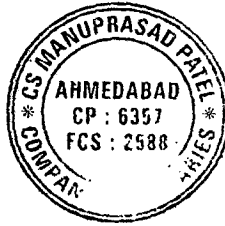


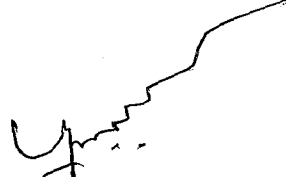


**Manuprasad Patel** M.Com., LL, B (Spl.), FCS.  
Company Secretary - in practice

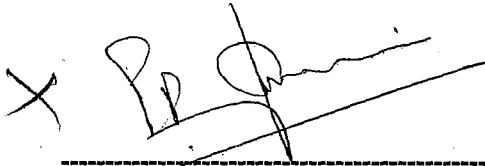
6. The Register, all other papers and relevant records relating to remote e-voting shall remain in over safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid 101<sup>st</sup> Annual General Meeting and thereafter the same will be handed over to the Company Secretary of the Company.

Place: Ahmedabad  
Dated: 14.08.2015



  
**Manuprasad Patel**  
Company Secretary in Practice  
FCS: 2588 CP: 6357  
(Scrutinizer)

**CS MANUPRASAD PATEL**  
Company Secretary  
CP : 6357 FCS : 2588



Chairman / Director Authorised by the Board





MAFATLAL INDUSTRIES LIMITED

Regd. Office : 301-302, Heritage Horizon, 3rd Floor, Off. C.G. Road,  
Navrangpura, Ahmedabad 380 009. Email : ahmedabad@mafatlals.com  
Tel. : 079 26444404-06 Fax : 079 26444403

Corp. Off.: Kaledonia Building, Off. No.3, 6th Floor, Opp. Vijay Nagar Society,  
Sahar Road, Off Western Express Highway, Andheri (East), Mumbai 400 069  
Tel. : 022 67713800 Fax : 91 22 67713924/25  
CIN : L17110GJ1913PLC000035 Website: www.mafatlals.com

August 14, 2015

To: Corporate Relationship Department BSE Limited 14 <sup>th</sup> Floor, P. J. Towers, Dalal Street, Fort, Mumbai-400001  Script Code: 500264	To: Ahmedabad Stock Exchange Limited Kamdheni Complex, Opp: Sahjanand College, Panjra Pole, Ahmedabad-380015  Script Code: 34100
--	--

Dear Sir/ Madam,

**Sub: Disclosure pertaining to Voting Results in respect of the Postal Ballot declared  
on 14<sup>th</sup> August, 2015**

**Re: Clause 35A of the Listing Agreement**

Pursuant to Clause 35A of the Listing Agreement, we are enclosing herewith the disclosure pertaining to the Postal Ballot Result, in prescribed format, in respect of the Special Resolution (in respect of amendment to the Object Clause of the Memorandum of Association of the Company) passed by the Shareholders Postal Ballot (including Evoting) with requisite majority, as contained in the Notice of Postal Ballot dated 30<sup>th</sup> May, 2015 circulated to all the Members of the Company.

Thanking you,

Yours faithfully

For MAFATLAL INDUSTRIES LIMITED

  
ASHISH KARANJI

COMPANY SECRETARY

Encl: Disclosure and Scrutinizers' Report



ARVIND MAFATLAL GROUP  
The ethics of excellence



The Chairman  
Board of Directors  
**MAFATLAL INDUSTRIES LIMITED**  
**Office 301-302, HERITAGE HORIZON, THIRD FLOOR,**  
**OFF. C. G. ROAD, NAVRANGPURA, AHMEDABAD - 380009**  
Dear Sir,

**Report on Postal Ballot**

This has reference to my appointment as Scrutinizer by the Board of Directors at their meeting held on May 30, 2015 in terms of Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, for voting by Electronic Mode and Postal Ballots received in respect of the **Notice dated May 30, 2015** issued by Mafatlal Industries Limited to all shareholders of the Company.

In this connection, I hereby submit my report as under:

1. The Company has sent Postal Ballot Forms (PBF) along with Notice pursuant to Section 110 of the Companies Act, 2013. Read with Rules made there under, to the members of the Company whose names appeared in the Register of Members as on **June 30, 2015** and completed the dispatch on 10<sup>th</sup> July, 2015.
  - a) In physical mode, the Postal Ballot Forms (PBF) (bearing temper proof security features like bar codes, serial number, E- voting event number (EVEN), User ID and Password/pin) and the above Notice along with Postage Prepaid self addressed business reply envelop, through Speed Post, Registered Post and Courier to those Shareholders whose email Ids are not registered with the Company and;
  - b) In electronic form, the Postal Ballot Forms (PBF) (providing E- voting event number (EVEN), User ID and Password/pin) and the above Notice by e mail through National Securities Depository Limited (NSDL) to those Shareholders whose email Ids are registered with Company.
2. Details of PBF dispatched vide physical and electronic mode is given below:

Particulars	Quantity	
	Physical	Electronic
No. of PBF Generated	103224	5327
No. of Request for Duplicate	NIL	NIL
No. of undelivered cases.	10130	5

3. The Postal Ballot Forms received back from the members were kept under safe custody in sealed and tamper proof ballot boxes. All envelopes received were serially numbered and dated before being put in to the sealed ballot Boxes.
4. It is considered, for the purpose of Report, all the Postal Ballot Forms received by the postal authorities up to the 5.00 P.M. on August 11, 2015 and votes cast through electronic mode up to 5 P.M on August 11, 2015, the last date and time fixed by the



Company for receipt of the Postal Ballot Forms and voting by electronic means respectively.

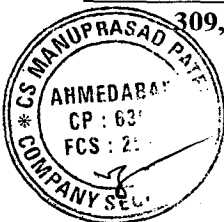
5. During the process of Voting by electronic means, we have been assisted by and have relied upon the secured system provided by the National Securities Depository Limited who were duly appointed for the job of e voting system for validation of voting by electronic means. Reports for Special Resolutions are generated from the e-voting web site of NSDL i.e. <https://evoting.nsdl.com> by unblocking the data after 5.00 PM on August 11, 2015 in presence of two witnesses. The voting by electronic means was validated with software controls.
6. All the Postal Ballot forms received up to the close of working hours i.e. 5.00 PM on August 11, 2015 the last dated and time fixed by the Company for receipt of the Postal Ballot Forms, were scrutinised and signatures were verified with the specimen signatures recorded with the Company or furnished by Sharepro Services (India) Private Limited to the Company and the particulars thereof were entered in the Register of Postal Ballot.
7. Till the time of submitting this Report, no further Postal Ballot Forms have been received after the last date fixed for receiving such forms.
8. The Postal Ballot Forms and all other related papers are kept under my safe custody. I shall return them in due course by separate letter for safe preservation till the Resolution given effect to.
9. Details of Postal Ballot Forms received/votes cast are as under:

**Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), and subject to necessary approval(s) if any, from the competent authorities, the Object Clause being Clause III of the Memorandum of Association of the Company be amended by addition of the following sub clause nos.(57), (58) and (59) after the existing sub clause no.(56):

**57.** To carry on business of manufacturing, producing, assembling, dealing in or trading in (including import & export of) all types of clothing and fashion accessories and articles including rain wear, winter wear, footwear, sanitary wear, sportswear, all types of student accessories and useful articles, all types of stationery including books, all types of paper, plastic & fabrics products, all types of things, material and accessories, related to education, sports, medicinal services or other usages, made of any materials.

**58.** To carry on business of manufacturing, producing, assembling, dealing in or trading in (including import and export of) all types of Commodities including agro and metal commodities, home and other furnishings, furniture articles made of any type of materials including studded, carved, antiques, manmade or otherwise, all types of instruments,



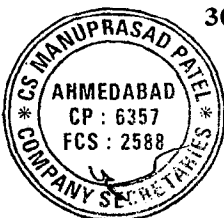


equipment and materials useful for hospital and/or medical services, hardware products and materials including building materials, and all other components and metal and wooden products and for that purpose to buy and any such products or articles and to manufacture and any components, products or articles as may be necessary for the said purpose

59. To deal in all types of forward contracts and derivative products in commodities, domestic and foreign currencies including cross currency and interest swaps allowed for trading in domestic and international market, dealings/trading in/of all types of commodities including physical delivery and trading.

**“RESOLVED FURTHER THAT** the consent of the Company be and is hereby given to carry on with all or any of the businesses mentioned in the Memorandum of Association as amended from time to time and that the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the above resolution including making any further alterations to the above objects with respect to all or some of the businesses, as may be required by the competent authorities including Ministry of Corporate Affairs /Registrar of Companies.”

Particulars	Aggregate of physical ballot forms and electronic voting	No of votes cast	% of valid votes
Total number of Postal Ballot Forms received	306	10636360	-
Less: Total number of invalid Postal Ballot Forms	62	155	-
(A) Total number of valid Postal Ballot Forms	244	10636205	-
Total votes received by electronic mode.	152	107615	-
Less: total no of invalid votes	6	226	-
(B) Total no of valid votes	146	107389	-
Total valid Postal Ballot/votes received (A+B)	458	10743975	100%
Assented to Resolutions	390	10743594	99.9965%
Dissented to Resolutions	68	381	0.0035%
Results	Carried with requisite majority.		



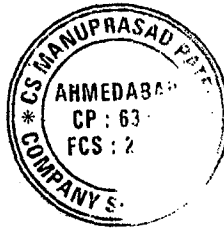



**Manuprasad Patel** M.Com., LL, B (Spl.), FCS.  
Company Secretary - in practice

10. The Register giving full particulars of all Postal Ballot Forms received/vote cast by electronic means is enclosed for your perusal and record.

You may accordingly, declare that the result of the Shareholders' voting by Postal Ballots in respect of the Special Resolutions given in the Notice Dated 30.05.2015 issued under Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 as **Carried with requisite Majority**.

Place: Ahmedabad  
Dated: 14.08.2015



  
**Manuprasad Patel**  
Company Secretary in Practice  
FCS: 2588 CP: 6357  
(Scrutinizer)

**CS MANUPRASAD PATEL**  
Company Secretaries  
CP : 6357 FCS : 2588

  
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CHAIRMAN / DIRECTOR AUTHORISED BY THE BOARD



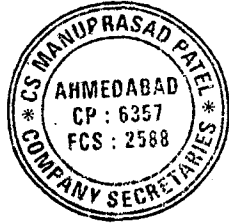
**Manuprasad Patel** M.Com., LL, B (Spl.), FCS.  
Company Secretary - in practice

11.08.2015

To,  
The Chairman,  
Mafatlal Industries Limited,  
Registered Office: 301-302, HERITAGE HORIZON, THIRD FLOOR,  
OFF. C. G. ROAD, NAVRANGPURA,  
AHMEDABAD - 380009  
Dear Sir,

I, the scrutinizers, Mr. Manuprasad Patel appointed by the Mafatlal Industries Limited hereby declare that votes in respect of **Special Resolutions** proposed by **POSTAL BALLOT** in respect of remote e voting were unblocked from the e voting website of NATIONAL SECURITIES DEPOSITORY LIMITED (<https://evoting.nsdl.com>) as well as opened and registered the Postal Ballot Covers Received by the Company on behalf of the Scrutiny's in the presence of following two witnesses at **5.15 PM** on **11<sup>th</sup> August, 2015** at the Registered Office ~~Office~~ of the Company at **301-302, HERITAGE HORIZON, THIRD FLOOR, OFF. C. G. ROAD, NAVRANGPURA, AHMEDABAD - 380009.**

Dated: 11.08.2015



M. M. Patel

Witness- 1 Name & Signature **PATEL JEEL HARESHBHAI**

Witness- 2 Name & Signature **THAKKAR UMANG NAVINBHAI**