

**ANNEXURE**

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

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

**5. Details of Agenda approved:**

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



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

For MAFATLAL INDUSTRIES LIMITED,

  
 ASHISH KARANIL  
 COMPANY SECRETARY



**MAFATLAL INDUSTRIES LIMITED (CIN : L17110GJ1913PLC000035)**

**Clause 35A (Physical)**

**Resolution 1**

Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – In favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	125	10419955	8516135	81.729096	8516135	0	100.000000	0.000000
Public – Institutional holders	0	373586	0	0.000000	0	0	0.000000	0.000000
Public-Others	128	3119345	2767	0.088705	2767	0	100.000000	0.000000
<b>Total</b>	<b>253</b>	<b>13912886</b>	<b>8518902</b>	<b>61.230301</b>	<b>8518902</b>	<b>0</b>	<b>100.000000</b>	<b>0.000000</b>

**MAFATLAL INDUSTRIES LIMITED (CIN : L17110GJ1913PLC000035)**

**Clause 35A (Physical)**

**Resolution 2**

Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – In favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	125	10419955	8516135	81.729096	8516135	0	100.000000	0.000000
Public – Institutional holders	0	373586	0	0.000000	0	0	0.000000	0.000000
Public-Others	126	3119345	2764	0.088608	2764	0	100.000000	0.000000
<b>Total</b>	<b>251</b>	<b>13912886</b>	<b>8518899</b>	<b>61.230280</b>	<b>8518899</b>	<b>0</b>	<b>100.000000</b>	<b>0.000000</b>

**MAFATLAL INDUSTRIES LIMITED (CIN : L17110GJ1913PLC000035)**

**Clause 35A (Physical)**

**Resolution 3**

Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – In favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	125	10419955	8516135	81.729096	8516135	0	100.000000	0.000000
Public – Institutional holders	0	373586	0	0.000000	0	0	0.000000	0.000000
Public-Others	126	3119345	2765	0.088640	2765	0	100.000000	0.000000
<b>Total</b>	<b>251</b>	<b>13912886</b>	<b>8518900</b>	<b>61.230287</b>	<b>8518900</b>	<b>0</b>	<b>100.000000</b>	<b>0.000000</b>

**MAFATLAL INDUSTRIES LIMITED (CIN : L17110GJ1913PLC000035)**

**Clause 35A (Physical)**

**Resolution 4**

Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – In favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	125	10419955	8516135	81.729096	8516135	0	100.000000	0.000000
Public – Institutional holders	0	373586	0	0.000000	0	0	0.000000	0.000000
Public-Others	125	3119345	2763	0.088576	2763	0	100.000000	0.000000
<b>Total</b>	<b>250</b>	<b>13912886</b>	<b>8518898</b>	<b>61.230272</b>	<b>8518898</b>	<b>0</b>	<b>100.000000</b>	<b>0.000000</b>

**MAFATLAL INDUSTRIES LIMITED (CIN : L17110GJ1913PLC000035)**

**Clause 35A (Physical)**

**Resolution 5**

Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – In favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	125	10419955	8516135	81.729096	8516135	0	100.000000	0.000000
Public – Institutional holders	0	373586	0	0.000000	0	0	0.000000	0.000000
Public-Others	124	3119345	2761	0.088512	2761	0	100.000000	0.000000
<b>Total</b>	<b>249</b>	<b>13912886</b>	<b>8518896</b>	<b>61.230258</b>	<b>8518896</b>	<b>0</b>	<b>100.000000</b>	<b>0.000000</b>

**MAFATLAL INDUSTRIES LIMITED (CIN : L17110GJ1913PLC000035)**

**Clause 35A (Physical)**

**Resolution 6**

Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – In favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	125	10419955	8516135	81.729096	8516135	0	100.000000	0.000000
Public – Institutional holders	0	373586	0	0.000000	0	0	0.000000	0.000000
Public-Others	125	3119345	2762	0.088544	2762	0	100.000000	0.000000
<b>Total</b>	<b>250</b>	<b>13912886</b>	<b>8518897</b>	<b>61.230265</b>	<b>8518897</b>	<b>0</b>	<b>100.000000</b>	<b>0.000000</b>



## MAFATLAL INDUSTRIES LIMITED (CIN : L17110GJ1913PLC000035)

## Clause 35A (Physical)

## Resolution 7

Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – In favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	125	10419955	8516135	81.729096	8516135	0	100.000000	0.000000
Public – Institutional holders	0	373586	0	0.000000	0	0	0.000000	0.000000
Public-Others	125	3119345	2763	0.088576	2763	0	100.000000	0.000000
Total	250	13912886	8518898	61.230272	8518898	0	100.000000	0.000000

## MAFATLAL INDUSTRIES LIMITED (CIN : L17110GJ1913PLC000035)

## Clause 35A (Physical)

## Resolution 8

Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – In favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	125	10419955	8516135	81.729096	8516135	0	100.000000	0.000000
Public – Institutional holders	0	373586	0	0.000000	0	0	0.000000	0.000000
Public-Others	126	3119345	2765	0.088640	2765	0	100.000000	0.000000
Total	251	13912886	8518900	61.230287	8518900	0	100.000000	0.000000

## MAFATLAL INDUSTRIES LIMITED (CIN : L17110GJ1913PLC000035)

## Clause 35A (Physical)

## Resolution 9

Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – In favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	125	10419955	8516135	81.729096	8516135	0	100.000000	0.000000
Public – Institutional holders	0	373586	0	0.000000	0	0	0.000000	0.000000
Public-Others	125	3119345	2763	0.088576	2763	0	100.000000	0.000000
Total	250	13912886	8518898	61.230272	8518898	0	100.000000	0.000000

## MAFATLAL INDUSTRIES LIMITED (CIN : L17110GJ1913PLC000035)

## Clause 35A (Physical)

## Resolution 10

Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – In favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	125	10419955	8516135	81.729096	8516135	0	100.000000	0.000000
Public – Institutional holders	0	373586	0	0.000000	0	0	0.000000	0.000000
Public-Others	126	3119345	2764	0.088608	2764	0	100.000000	0.000000
Total	251	13912886	8518899	61.230280	8518899	0	100.000000	0.000000

## MAFATLAL INDUSTRIES LIMITED (CIN : L17110GJ1913PLC000035)

## Clause 35A (Physical)

## Resolution 11

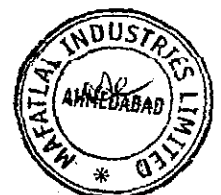
Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – In favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	125	10419955	8516135	81.729096	8516135	0	100.000000	0.000000
Public – Institutional holders	0	373586	0	0.000000	0	0	0.000000	0.000000
Public-Others	125	3119345	2763	0.088576	2761	2	99.927615	0.072385
Total	250	13912886	8518898	61.230272	8518896	2	99.999777	0.000223

## MAFATLAL INDUSTRIES LIMITED (CIN : L17110GJ1913PLC000035)

## Clause 35A (Physical)

## Resolution 12

Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – In favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	125	10419955	8516135	81.729096	8516135	0	100.000000	0.000000
Public – Institutional holders	0	373586	0	0.000000	0	0	0.000000	0.000000
Public-Others	126	3119345	2765	0.088640	2765	0	100.000000	0.000000
Total	251	13912886	8518900	61.230287	8518900	0	100.000000	0.000000



**MAFATLAL INDUSTRIES LIMITED (CIN : L17110GJ1913PLC000035)**

**Clause 35A (Physical)**

**Resolution 13**

Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – In favour (4)	No. of Votes – against (5)	% of Votes In favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	125	10419955	8516135	81.729096	8516135	0	100.000000	0.000000
Public – Institutional holders	0	373586	0	0.000000	0	0	0.000000	0.000000
Public-Others	125	3119345	2763	0.088576	2735	28	98.986609	1.013391
<b>Total</b>	<b>250</b>	<b>13912886</b>	<b>8518898</b>	<b>61.230272</b>	<b>8518870</b>	<b>28</b>	<b>99.999671</b>	<b>0.000329</b>

**MAFATLAL INDUSTRIES LIMITED (CIN : L17110GJ1913PLC000035)**

**Clause 35A (Physical)**

**Resolution 14**

Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – In favour (4)	No. of Votes – against (5)	% of Votes In favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	125	10419955	8516135	81.729096	8516135	0	100.000000	0.000000
Public – Institutional holders	0	373586	0	0.000000	0	0	0.000000	0.000000
Public-Others	127	3119345	2766	0.088672	2738	28	98.987708	1.012292
<b>Total</b>	<b>252</b>	<b>13912886</b>	<b>8518901</b>	<b>61.230294</b>	<b>8518873</b>	<b>28</b>	<b>99.999671</b>	<b>0.000329</b>

**MAFATLAL INDUSTRIES LIMITED (CIN : L17110GJ1913PLC000035)**

**Clause 35A (Physical)**

**Resolution 15**

Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – In favour (4)	No. of Votes – against (5)	% of Votes In favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	125	10419955	8516135	81.729096	8516135	0	100.000000	0.000000
Public – Institutional holders	0	373586	0	0.000000	0	0	0.000000	0.000000
Public-Others	125	3119345	2763	0.088576	2735	28	98.986609	1.013391
<b>Total</b>	<b>250</b>	<b>13912886</b>	<b>8518898</b>	<b>61.230272</b>	<b>8518870</b>	<b>28</b>	<b>99.999671</b>	<b>0.000329</b>

**MAFATLAL INDUSTRIES LIMITED (CIN : L17110GJ1913PLC000035)**

**Clause 35A (Physical)**

**Resolution 16**

Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – In favour (4)	No. of Votes – against (5)	% of Votes In favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	125	10419955	8516135	81.729096	8516135	0	100.000000	0.000000
Public – Institutional holders	0	373586	0	0.000000	0	0	0.000000	0.000000
Public-Others	128	3119345	2768	0.088737	2768	0	100.000000	0.000000
<b>Total</b>	<b>253</b>	<b>13912886</b>	<b>8518903</b>	<b>61.230308</b>	<b>8518903</b>	<b>0</b>	<b>100.000000</b>	<b>0.000000</b>



MAFATLAL INDUSTRIES LIMITED (CIN : L17110GJ1913PLC000035)								
Clause 35A (e-Voting)								
Resolution 1								
Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	25	10419955	40470	0.388389	40467	3	99.992587	0.007413
Public – Institutional holders	25	373586	40471	10.833115	40469	2	99.995038	0.004962
Public-Others	26	3119345	40472	1.297452	40460	12	99.970350	0.029650
Total	76	13912886	121413	0.872656	121396	17	99.985998	0.014002

MAFATLAL INDUSTRIES LIMITED (CIN : L17110GJ1913PLC000035)								
Clause 35A (e-Voting)								
Resolution 2								
Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	0	10419955	0	0.000000	0	0	0.000000	0.000000
Public – Institutional holders	0	373586	0	0.000000	0	0	0.000000	0.000000
Public-Others	0	3119345	0	0.000000	0	0	0.000000	0.000000
Total	0	13912886	0	0.000000	0	0	65535.000000	65535.000000

MAFATLAL INDUSTRIES LIMITED (CIN : L17110GJ1913PLC000035)								
Clause 35A (e-Voting)								
Resolution 3								
Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	0	10419955	0	0.000000	0	0	0.000000	0.000000
Public – Institutional holders	0	373586	0	0.000000	0	0	0.000000	0.000000
Public-Others	0	3119345	0	0.000000	0	0	0.000000	0.000000
Total	0	13912886	0	0.000000	0	0	65535.000000	65535.000000

MAFATLAL INDUSTRIES LIMITED (CIN : L17110GJ1913PLC000035)								
Clause 35A (e-Voting)								
Resolution 4								
Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	0	10419955	0	0.000000	0	0	0.000000	0.000000
Public – Institutional holders	0	373586	0	0.000000	0	0	0.000000	0.000000
Public-Others	0	3119345	0	0.000000	0	0	0.000000	0.000000
Total	0	13912886	0	0.000000	0	0	65535.000000	65535.000000

MAFATLAL INDUSTRIES LIMITED (CIN : L17110GJ1913PLC000035)								
Clause 35A (e-Voting)								
Resolution 5								
Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	0	10419955	0	0.000000	0	0	0.000000	0.000000
Public – Institutional holders	0	373586	0	0.000000	0	0	0.000000	0.000000
Public-Others	0	3119345	0	0.000000	0	0	0.000000	0.000000
Total	0	13912886	0	0.000000	0	0	65535.000000	65535.000000

MAFATLAL INDUSTRIES LIMITED (CIN : L17110GJ1913PLC000035)								
Clause 35A (e-Voting)								
Resolution 6								
Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	0	10419955	0	0.000000	0	0	0.000000	0.000000
Public – Institutional holders	0	373586	0	0.000000	0	0	0.000000	0.000000
Public-Others	0	3119345	0	0.000000	0	0	0.000000	0.000000
Total	0	13912886	0	0.000000	0	0	65535.000000	65535.000000

MAFATLAL INDUSTRIES LIMITED (CIN : L17110GJ1913PLC000035)								
Clause 35A (e-Voting)								
Resolution 7								
Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	0	10419955	0	0.000000	0	0	0.000000	0.000000
Public – Institutional holders	0	373586	0	0.000000	0	0	0.000000	0.000000
Public-Others	0	3119345	0	0.000000	0	0	0.000000	0.000000
Total	0	13912886	0	0.000000	0	0	65535.000000	65535.000000





MAFATLAL INDUSTRIES LIMITED (CIN : L17110GJ1913PLC000035)								
Clause 35A (e-Voting)								
Resolution 15								
Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	0	10419955	0	0.000000	0	0	0.000000	0.000000
Public – Institutional holders	0	373586	0	0.000000	0	0	0.000000	0.000000
Public-Others	0	3119345	0	0.000000	0	0	0.000000	0.000000
Total	0	13912886	0	0.000000	0	0	65535.000000	65535.000000

MAFATLAL INDUSTRIES LIMITED (CIN : L17110GJ1913PLC000035)								
Clause 35A (e-Voting)								
Resolution 16								
Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	0	10419955	0	0.000000	0	0	0.000000	0.000000
Public – Institutional holders	0	373586	0	0.000000	0	0	0.000000	0.000000
Public-Others	0	3119345	0	0.000000	0	0	0.000000	0.000000
Total	0	13912886	0	0.000000	0	0	65535.000000	65535.000000







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

05.08.2014

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

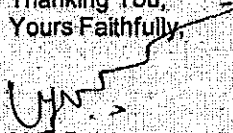
Dear Sir,

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

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

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

Thanking You,  
Yours Faithfully,

  
M.M. Patel  
Company Secretaries  
FCS:2588 CP: 6357



  
Sailesh A Gandhi

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

**FORM No. MGT-13**  
**Report of Scrutinizer(s)**

*Consolidated*

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

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

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

Dear Sir,

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

1. After the time fixed for closing of the poll by the Chairman, One/Two ballot boxes kept for polling were locked in my/our presence with due identification marks placed by me/us.
2. The locked ballot boxes were subsequently opened in my/our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

OR

I/We did not find any poll papers invalid.

\* Not applicable if there is only one scrutinizer appointed.

4. The result of the Poll is as under:

**Ordinary Resolution -1**

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

(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
279	8559374	100

(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



0	0	0
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(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	67

**Ordinary Resolution -2**

To declare Dividend for the year 2013-14 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
276	8559370	99.999988

(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	1	0.000012

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	67

**Ordinary Resolution -3**

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

(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
276	8559371	100

(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
0	00	0





(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	67

**Ordinary Resolution -4**

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

(i) Voted in favour of 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
274	8559359	99.999871

(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	11	0.000129

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	67

**Ordinary Resolution -5**

Pursuant to the provisions of Section 143(8) read with Sections 139 and 141 of the Companies Act, 2013, appointment of M/s. Sorab S. Engineer & Co., Chartered Accountants, Mumbai (ICAI Registration No.110417W), as the Branch Auditors of the Company, to hold office from the conclusion of this Annual General Meeting and up to the conclusion of the 103rd Annual General Meeting, for the audit of books of accounts of the Branch Offices of the Company at Ahmedabad and Nadiad, on such remuneration, apart from reimbursement of out of pocket expenses as may be incurred by them for the purpose of audit and the applicable taxes, as may be recommended by the Audit Committee and determined by the Board of Directors of the Company in consultation with the Branch Auditors.

(i) Voted in favour 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
275	8559368	100



(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
0	0	0

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	67

**Ordinary Resolution -6**

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

(i) Voted in favour 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
274	8559358	99.999883

(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	10	0.000117

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	67



*[Handwritten signature]*

#### Ordinary Resolution -7

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Shri P. R. Amin (holding DIN 00171677), Director of the Company whose period of office was liable to determination by retirement of directors by rotation under the provisions of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years."

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
275	8559360	99.999883

(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	10	0.000117

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	67

#### Ordinary Resolution -8

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Shri N. K. Parikh (holding DIN 00058995), Director of the Company whose period of office was liable to determination by retirement of directors by rotation under the provisions of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office 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





275	8559361	99.999883
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(ii) Voted against the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	10	0.0000117

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	67

**Ordinary Resolution -9**

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

(i) Voted in favour of the resolution:

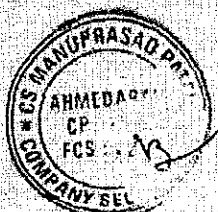
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
276	8559370	100

(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
0	0	0

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	67



*rest.*

**Ordinary Resolution -10**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Shri P. N. Kapadia (holding DIN 00078673), Director of the Company whose period of office was liable to determination by retirement of directors by rotation under the provisions of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years."

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
275	8559360	99.999871

**(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	11	0.000129

**(iii) Invalid votes :**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	67

**Special Resolution -11**

"RESOLVED THAT in supersession of the Ordinary Resolution passed at the Annual General meeting of members held on 8th August, 1992 and pursuant to Section 180(1)(a) and other applicable provisions of the

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

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





(i) Voted in favour of the resolution:

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

(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
3	5	0.000058

(iii) Invalid votes :

Total number of members (In person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	67

**Special Resolution -12**

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

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

(i) Voted in favour of 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
275	8559369	99.999977

(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	0.000023
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(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	67

**Special Resolution -13**

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

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

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

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

(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
272	8559330	99.999533

(ii) Voted against the resolution

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
--	---------------------------------	---



*[Handwritten signature]*

(in person or by proxy)		
4	40	0.000467

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	67

**Ordinary Resolution -14**

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

(i) Voted in favour of 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
275	8559343	99.999650

(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
3	30	0.000350

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	67

**Ordinary Resolution -15**

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

(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
273	8559340	99.999650

(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
3	30	0.000350

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	67

**Special Resolution -16**

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

(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
278	8559374	99.999988

(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	1	0.000012

(iii) Invalid votes :

Total number of members (in person or by proxy)	Total number of votes cast by them
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*[Handwritten signature]*

whose votes were declared invalid	
7	67

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

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking you,  
Yours faithfully,

Place: AHMEDABAD  
Dated: 5<sup>th</sup> August, 2014

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

  
Shailesh A Gandhi

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

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

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





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

05.08.2014

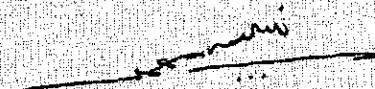
To,  
The Chairman,  
Mafatlal Industries Limited,  
Asarwa Road,  
Ahmedabad-380016

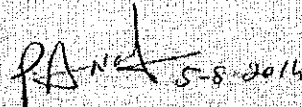
Dear Sir,


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

Dated: 05.08.2014

  
M. M. Patel

  
Shailesh Gandhi

  
Witness- 1 Name & Signature  
P. ACHUTHAN NAIR

  
Witness- 2 Name & Signature  
TARAK C. PATEL

**Manuprasad Patel**309, Amulya Complex, Opp. Central Bank,  
Ambawadi Bazar, Ahmedabad-380 006.

(M) : 9426513721

FORM No. MGT-13

Poll

**Report of Scrutinizer(s)**

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

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

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

Dear Sir,

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

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

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

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

OR

I/We did not find any poll papers invalid.

\* Not applicable if there is only one scrutinizer appointed.

4. The result of the Poll is as under:

**Ordinary Resolution -1**

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

(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
253	8518902	100.000000



(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
0	0	0

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	67

**Ordinary Resolution -2**

To declare Dividend for the year 2013-14 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
251	8518899	100.000000

(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
0	0	0

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	67

**Ordinary Resolution -3**

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

(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
251	8518900	100.000000





(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
0	0	0

(iii) **Invalid votes :**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	67

**Ordinary Resolution -4**

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

(i) **Voted In favour of 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
250	8518898	100.000000

(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
0	0	0

(iii) **Invalid votes :**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	67

**Ordinary Resolution -5**

Pursuant to the provisions of Section 143(8) read with Sections 139 and 141 of the Companies Act, 2013, appointment of M/s. Sorab S. Engineer & Co., Chartered Accountants, Mumbai (ICAI Registration No.110417W), as the Branch Auditors of the Company, to hold office from the conclusion of this Annual General Meeting and up to the conclusion of the 103rd Annual General Meeting, for the audit of books of accounts of the Branch Offices of the Company at Ahmedabad and Nadiad, on such remuneration, apart from reimbursement of out of pocket expenses as may be incurred by them for the purpose of audit and the applicable taxes, as may be recommended by the Audit Committee and determined by the Board of Directors of the Company in consultation with the Branch Auditors.



(i) Voted in favour 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
249	8518896	100.000000

(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
0	0	0

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	67

**Ordinary Resolution -6**

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

(i) Voted in favour 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
250	8518897	100.000000

(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
0	0	0

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	67



**Ordinary Resolution -7**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Shri P. R. Amin (holding DIN 00171677), Director of the Company whose period of office was liable to determination by retirement of directors by rotation under the provisions of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years."

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
250	8518898	100.000000

**(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
0	0	0

**(iii) Invalid votes :**

Total number of members (in person or by proxy) whose votes were declared Invalid	Total number of votes cast by them
7	67

**Ordinary Resolution -8**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Shri N. K. Parikh (holding DIN 00058995), Director of the Company whose period of office was liable to determination by retirement of directors by rotation under the provisions of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office 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
251	8518900	100.000000



*[Handwritten signature]*



(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
0	0	0

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	67

**Ordinary Resolution -9**

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

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
250	8518898	100.000000

(ii) Voted against the 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
0	0	0

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	67



**Ordinary Resolution -10**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Shri P. N. Kapadia (holding DIN 00078673), Director of the Company whose period of office was liable to determination by retirement of directors by rotation under the provisions of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years."

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
251	8518899	100.000000

**(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
0	0	0

**(iii) Invalid votes :**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	67

**Special Resolution -11**

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

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



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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
249	8518896	99.999977

## (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	0.000023

## (iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	67

**Special Resolution -12**

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

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

## (i) Voted in favour of 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
251	8518900	100.000000

## (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
0	0	0





(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	67

**Special Resolution -13**

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

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

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

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

(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
248	8518870	99.999671

(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	28	0.000329



(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	67

**Ordinary Resolution -14**

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

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
250	8518873	99.999671

(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	28	0.000329

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	67

**Ordinary Resolution -15**

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

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
248	8518870	99.999671



*[Handwritten signature]*



(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	28	0.000329

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	67

**Special Resolution -16**

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

(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
253	8518903	100.000000

(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
0	0	0

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	67



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

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking you,  
Yours faithfully

Place: AHMEDABAD  
Dated: 5<sup>th</sup> August, 2014



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

CS MANUPRASAD PATEL  
Company Secretaries  
CP: 6357 FCS: 2588

Shallesh A Gandhi

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

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

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





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

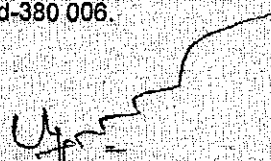
05.08.2014


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

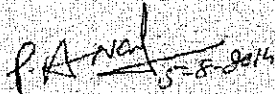
Dear Sir,

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

Dated: 05.08.2014

  
M. M. Patel

  
Shailesh Gandhi

  
5-8-2014

Witness- 1 Name & Signature

P. ACHUTHAN NAIR

  
05/08/2014

Witness- 2 Name & Signature

TARAK PATEL

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



**TAPAN SHAH**  
COMPANY SECRETARY

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

### Scrutinizer's Report

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

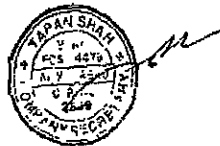
To,  
The Chairman

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

Dear Sir,

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

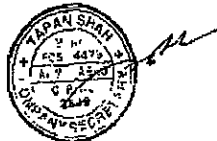
- i. **Ordinary Resolution** To receive, consider and adopt the Director's Report, the audited financial Statements for the financial year ended on 31<sup>st</sup> March, 2014 and Auditors' report thereon.
- ii. **Ordinary Resolution** for declaration of dividend on equity shares for the financial year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



...2/-

**: 2 :**

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



...3/-

: 3 :

**I HEREBY SUBMIT MY REPORT AS UNDER:**

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

Thanking you,

Place : Ahmedabad

Date : 04/08/2014

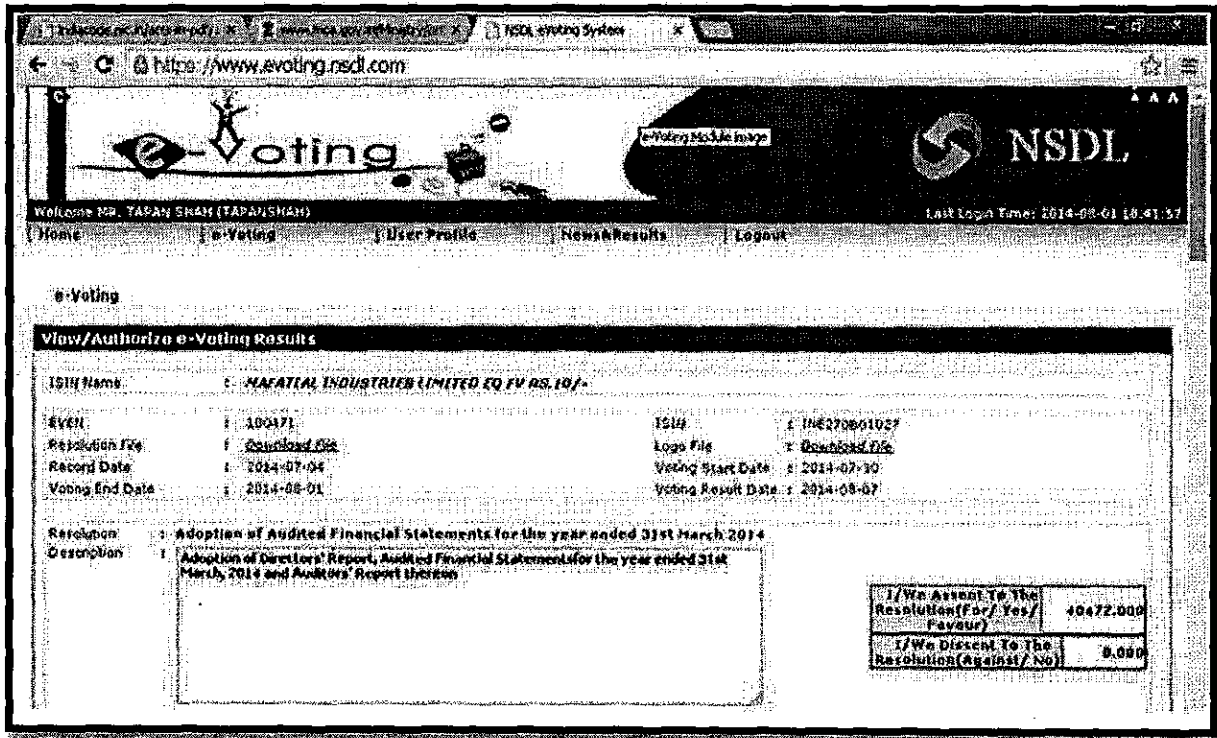
**TAPAN**  
**RAJNIKA**  
 Signature : **NT SHAH**

Digitally signed by TAPAN  
 RAJNIKA SHAH  
 DN: cn=TAPAN RAJNIKA  
 SHAH, o=IN, st=Gujarat,  
 c=IN, email=  
 serialNumber=1d3e289e78d8b  
 406a2c239c2b85b97186a4b5  
 ded5bac52628719ca021a1  
 Date: 2014.08.04 13:19:15  
 +05'30'

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

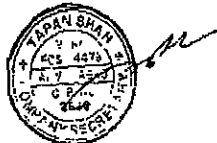


## SNAP SHOT OF THE WEBSITE OF NSDL



The screenshot displays the NSDL e-Voting System interface. The user is logged in as MR. TAPAN SHAH (TAPAN SHAH). The page title is "View/Authorize e-Voting Results". The main content area shows details for the company MACATEL INDUSTRIES LIMITED EQ IV RS.10/-.

View/Authorize e-Voting Results					
ISIN Name	MACATEL INDUSTRIES LIMITED EQ IV RS.10/-				
EVEN	100471				
Resolution File	Download PDF				
Record Date	2014-07-04				
Voting End Date	2014-08-01				
ISIN	INE270B01027				
Logo File	Download PDF				
Voting Start Date	2014-07-30				
Voting Result Date	2014-08-07				
Resolution Description	Adoption of Audited Financial Statements for the year ended 31st March 2014 Adoption of Directors' Report, Audited Financial Statements for the year ended 31st March, 2014 and Auditors' Report thereon				
<table border="1"> <tr> <td>I/We Assent To The Resolution (For/ Yes/ Favour)</td> <td>40472.000</td> </tr> <tr> <td>I/We Dissent To The Resolution (Against/ No)</td> <td>0.000</td> </tr> </table>		I/We Assent To The Resolution (For/ Yes/ Favour)	40472.000	I/We Dissent To The Resolution (Against/ No)	0.000
I/We Assent To The Resolution (For/ Yes/ Favour)	40472.000				
I/We Dissent To The Resolution (Against/ No)	0.000				



CONTINUATION SHEET

**PS TAPAN SHAH**  
Company Secretary

Resolution Description	Declaration of Dividend	<table border="1"> <tr> <td>I/We Assent To The Resolution(For/ Yes/ Favour)</td> <td>40471.000</td> </tr> <tr> <td>I/We Dissent To The Resolution(Against/ No)</td> <td>0.000</td> </tr> </table>	I/We Assent To The Resolution(For/ Yes/ Favour)	40471.000	I/We Dissent To The Resolution(Against/ No)	0.000
I/We Assent To The Resolution(For/ Yes/ Favour)	40471.000					
I/We Dissent To The Resolution(Against/ No)	0.000					
Resolution Description	Re-appointment of Shri H A Mafailal as a Director Re-appointment of Shri H.A. Mafailal as a Director who retires by rotation	<table border="1"> <tr> <td>I/We Assent To The Resolution(For/ Yes/ Favour)</td> <td>40471.000</td> </tr> <tr> <td>I/We Dissent To The Resolution(Against/ No)</td> <td>0.000</td> </tr> </table>	I/We Assent To The Resolution(For/ Yes/ Favour)	40471.000	I/We Dissent To The Resolution(Against/ No)	0.000
I/We Assent To The Resolution(For/ Yes/ Favour)	40471.000					
I/We Dissent To The Resolution(Against/ No)	0.000					
Resolution Description	Appointment of Auditors and fixing their remuneration Appointment of Auditors and fixing their remuneration	<table border="1"> <tr> <td>I/We Assent To The Resolution(For/ Yes/ Favour)</td> <td>40461.000</td> </tr> <tr> <td>I/We Dissent To The Resolution(Against/ No)</td> <td>11.000</td> </tr> </table>	I/We Assent To The Resolution(For/ Yes/ Favour)	40461.000	I/We Dissent To The Resolution(Against/ No)	11.000
I/We Assent To The Resolution(For/ Yes/ Favour)	40461.000					
I/We Dissent To The Resolution(Against/ No)	11.000					
Resolution Description	Appointment of Sorab S Engineer and Company as Branch Auditors Appointment of M/s. Sorab S. Engineer & Co. as Branch Auditors	<table border="1"> <tr> <td>I/We Assent To The Resolution(For/ Yes/ Favour)</td> <td>40472.000</td> </tr> <tr> <td>I/We Dissent To The Resolution(Against/ No)</td> <td>0.000</td> </tr> </table>	I/We Assent To The Resolution(For/ Yes/ Favour)	40472.000	I/We Dissent To The Resolution(Against/ No)	0.000
I/We Assent To The Resolution(For/ Yes/ Favour)	40472.000					
I/We Dissent To The Resolution(Against/ No)	0.000					





## CONTINUATION SHEET

**BS TAPAN SHAH**  
Company Secretary

Resolution Description	Appointment of C C Chokshi and Company as Branch Auditors Appointment of M/s. C.C. Chokshi Co., as Branch Auditors	<table><tr><td>I/We Assent To The Resolution(For/ Yes/ Favour)</td><td>40461.000</td></tr><tr><td>I/We Dissent To The Resolution(Against/ No)</td><td>10.000</td></tr></table>	I/We Assent To The Resolution(For/ Yes/ Favour)	40461.000	I/We Dissent To The Resolution(Against/ No)	10.000
I/We Assent To The Resolution(For/ Yes/ Favour)	40461.000					
I/We Dissent To The Resolution(Against/ No)	10.000					
Resolution Description	Appointment of Shri P R Amin as an Independent Director Appointment of Shri P.R. Amin as an Independent Director	<table><tr><td>I/We Assent To The Resolution(For/ Yes/ Favour)</td><td>40462.000</td></tr><tr><td>I/We Dissent To The Resolution(Against/ No)</td><td>10.000</td></tr></table>	I/We Assent To The Resolution(For/ Yes/ Favour)	40462.000	I/We Dissent To The Resolution(Against/ No)	10.000
I/We Assent To The Resolution(For/ Yes/ Favour)	40462.000					
I/We Dissent To The Resolution(Against/ No)	10.000					
Resolution Description	Appointment of Shri N K Parikh as an Independent Director Appointment of Shri N. K. Parikh as an Independent Director	<table><tr><td>I/We Assent To The Resolution(For/ Yes/ Favour)</td><td>40461.000</td></tr><tr><td>I/We Dissent To The Resolution(Against/ No)</td><td>10.000</td></tr></table>	I/We Assent To The Resolution(For/ Yes/ Favour)	40461.000	I/We Dissent To The Resolution(Against/ No)	10.000
I/We Assent To The Resolution(For/ Yes/ Favour)	40461.000					
I/We Dissent To The Resolution(Against/ No)	10.000					
Resolution Description	Appointment of Shri V R Gupta as an Independent Director Appointment of Shri V.R. Gupta as an Independent Director	<table><tr><td>I/We Assent To The Resolution(For/ Yes/ Favour)</td><td>40472.000</td></tr><tr><td>I/We Dissent To The Resolution(Against/ No)</td><td>0.000</td></tr></table>	I/We Assent To The Resolution(For/ Yes/ Favour)	40472.000	I/We Dissent To The Resolution(Against/ No)	0.000
I/We Assent To The Resolution(For/ Yes/ Favour)	40472.000					
I/We Dissent To The Resolution(Against/ No)	0.000					



## CONTINUATION SHEET

**TS TAPAN SHAH**  
Company Secretary

Resolution Description	1 Appointment of Shri P.N. Kapadia as an Independent Director	<table><tr><td>I/We Assent To The Resolution(For/ Yes/ Favour)</td><td>40461.000</td></tr><tr><td>I/We Dissent To The Resolution(Against/ No)</td><td>11.000</td></tr></table>	I/We Assent To The Resolution(For/ Yes/ Favour)	40461.000	I/We Dissent To The Resolution(Against/ No)	11.000
I/We Assent To The Resolution(For/ Yes/ Favour)	40461.000					
I/We Dissent To The Resolution(Against/ No)	11.000					
Resolution Description	1 Special Resolution to Mortgage or charge or encumber immovable or moveable properties 2 Special Resolution Under Section 180(1)(a) of the Companies Act, 2013 to Mortgage/charge/ encumber immovable/moveable properties	<table><tr><td>I/We Assent To The Resolution(For/ Yes/ Favour)</td><td>40467.000</td></tr><tr><td>I/We Dissent To The Resolution(Against/ No)</td><td>3.000</td></tr></table>	I/We Assent To The Resolution(For/ Yes/ Favour)	40467.000	I/We Dissent To The Resolution(Against/ No)	3.000
I/We Assent To The Resolution(For/ Yes/ Favour)	40467.000					
I/We Dissent To The Resolution(Against/ No)	3.000					
Resolution Description	1 Special Resolution for borrowing money 2 Special Resolution Under Section 180(1)(c) of the Companies Act, 2013 for borrowing money.	<table><tr><td>I/We Assent To The Resolution(For/ Yes/ Favour)</td><td>40469.000</td></tr><tr><td>I/We Dissent To The Resolution(Against/ No)</td><td>2.000</td></tr></table>	I/We Assent To The Resolution(For/ Yes/ Favour)	40469.000	I/We Dissent To The Resolution(Against/ No)	2.000
I/We Assent To The Resolution(For/ Yes/ Favour)	40469.000					
I/We Dissent To The Resolution(Against/ No)	2.000					
Resolution Description	1 Special Resolution for approval of excess payment of Managerial Remuneration to Shri V.P. Mafatlal 2 Special Resolution for approval of excess payment of Managerial Remuneration to Shri V.P. Mafatlal, Executive Vice-Chairman and Shri Rajiv Dey, Managing Director & Chief Executive Officer	<table><tr><td>I/We Assent To The Resolution(For/ Yes/ Favour)</td><td>40460.000</td></tr><tr><td>I/We Dissent To The Resolution(Against/ No)</td><td>12.000</td></tr></table>	I/We Assent To The Resolution(For/ Yes/ Favour)	40460.000	I/We Dissent To The Resolution(Against/ No)	12.000
I/We Assent To The Resolution(For/ Yes/ Favour)	40460.000					
I/We Dissent To The Resolution(Against/ No)	12.000					



Resolution Description	<b>Approval of remuneration of Cost Auditor Shri I V Jagtani</b> Ordinary Resolution Under Section 148(3) of the Companies Act, 2013 for approval of remuneration of Cost Auditor Shri I.V. Jagtani	<table border="1"> <tr> <td>If We Assent To The Resolution (For/ Yes/ Favour)</td> <td>40470.000</td> </tr> <tr> <td>If We Dissent To The Resolution (Against/ No)</td> <td>2.000</td> </tr> </table>	If We Assent To The Resolution (For/ Yes/ Favour)	40470.000	If We Dissent To The Resolution (Against/ No)	2.000
If We Assent To The Resolution (For/ Yes/ Favour)	40470.000					
If We Dissent To The Resolution (Against/ No)	2.000					
Resolution Description	<b>Approval of remuneration of Cost Auditor Shri B C Desai</b> Ordinary Resolution Under Section 148(3) of the Companies Act, 2013 for approval of remuneration of Cost Auditor Shri B.C. Desai	<table border="1"> <tr> <td>If We Assent To The Resolution (For/ Yes/ Favour)</td> <td>40470.000</td> </tr> <tr> <td>If We Dissent To The Resolution (Against/ No)</td> <td>2.000</td> </tr> </table>	If We Assent To The Resolution (For/ Yes/ Favour)	40470.000	If We Dissent To The Resolution (Against/ No)	2.000
If We Assent To The Resolution (For/ Yes/ Favour)	40470.000					
If We Dissent To The Resolution (Against/ No)	2.000					
Resolution Description	<b>Approval for keeping all documents at the office of Sharepro Services I Pvt Ltd at Ahmedabad</b> Special Resolution Under Section 84 of the Companies Act, 2013 for keeping all documents mentioned in Section 84 of the Companies Act, 2013 at the office of Registrar and Share Transfer Agents of the Company viz. M/s. Sharepro Services (India) Pvt. Ltd., Ahmedabad.	<table border="1"> <tr> <td>If We Assent To The Resolution (For/ Yes/ Favour)</td> <td>40471.000</td> </tr> <tr> <td>If We Dissent To The Resolution (Against/ No)</td> <td>1.000</td> </tr> </table>	If We Assent To The Resolution (For/ Yes/ Favour)	40471.000	If We Dissent To The Resolution (Against/ No)	1.000
If We Assent To The Resolution (For/ Yes/ Favour)	40471.000					
If We Dissent To The Resolution (Against/ No)	1.000					

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MAFATAL INDUSTRIES LIMITED

Event: 100471  
IDN: IN270801027

Voting Start Date: 22-07-2014  
Voting End Date: 01-08-2014

Annexure - B

Record Date: 04-07-2014  
Voting Result Date: 07-08-2014

		Summary of Results through Electronic Votes																													
Resolution 1 OR		Resolution 2 OR		Resolution 3 OR		Resolution 4 OR		Resolution 5 OR		Resolution 6 OR		Resolution 7 OR		Resolution 8 OR		Resolution 9 OR		Resolution 10 OR		Resolution 11 OR		Resolution 12 OR		Resolution 13 OR		Resolution 14 OR		Resolution 15 OR		Resolution 16 OR	
No. of Polling Stations	No. of E-Votes	No. of Polling Stations	No. of E-Votes	No. of Polling Stations	No. of E-Votes	No. of Polling Stations	No. of E-Votes	No. of Polling Stations	No. of E-Votes	No. of Polling Stations	No. of E-Votes	No. of Polling Stations	No. of E-Votes	No. of Polling Stations	No. of E-Votes	No. of Polling Stations	No. of E-Votes	No. of Polling Stations	No. of E-Votes	No. of Polling Stations	No. of E-Votes	No. of Polling Stations	No. of E-Votes	No. of Polling Stations	No. of E-Votes	No. of Polling Stations	No. of E-Votes	No. of Polling Stations	No. of E-Votes	No. of Polling Stations	No. of E-Votes
A.	Total E-voting received	26	40472	26	40472	26	40472	26	40472	26	40472	26	40472	26	40472	26	40472	26	40472	26	40472	26	40472	26	40472	26	40472	26	40472	26	40472
B.	Less: E-voting returned for	0	0	0	0	1	1	0	0	0	0	0	1	1	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
C.	Less: Invalid E-voting due to (Related system intervention)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
D.	Net Valid E-voting received	26	40472	26	40472	25	40471	26	40472	26	40472	25	40471	26	40472	26	40472	26	40472	26	40472	26	40472	26	40472	26	40472	26	40472	26	40472
(i)	As Voting with	26	40472	26	40471	25	40471	24	40461	25	40472	24	40461	25	40462	24	40461	24	40461	23	40467	24	40468	24	40460	26	40473	26	40473	26	40471
(ii)	% of Amount	100.000	100.000	99.154	99.998	100.000	99.998	100.000	99.998	100.000	100.000	99.998	99.998	100.000	99.998	99.998	99.998	99.998	99.998	99.998	99.998	99.998	99.998	99.998	99.998	99.998	99.998	99.998	99.998	99.998	99.998
(i)	As Voting with	0	0	1	1	0	0	2	11	0	0	1	10	1	10	0	0	0	0	2	11	2	12	1	1	2	1	1	2	1	1
(ii)	% of Amount	0.000	0.000	0.002	0.000	0.009	0.002	0.000	0.000	0.000	0.000	0.000	0.000	0.000	0.000	0.000	0.000	0.000	0.000	0.000	0.000	0.000	0.000	0.000	0.000	0.000	0.000	0.000	0.000	0.000	
Total		26	40472	26	40472	25	40471	26	40472	26	40472	25	40471	26	40472	26	40472	26	40472	26	40472	26	40472	26	40472	26	40472	26	40472	26	40472
Percentage		100.000	100.000	100.000	99.998	100.000	99.998	100.000	99.998	100.000	100.000	99.998	99.998	100.000	99.998	99.998	99.998	99.998	99.998	99.998	99.998	99.998	99.998	99.998	99.998	99.998	99.998	99.998	99.998	99.998	99.998





*MAFATLAL*

**MAFATLAL INDUSTRIES LIMITED**

Corporate identification No. L17110GJ1913PLC000035

Regd. Off.: Asarwa Road, Ahmedabad 380 016. India

T: 91 79 2212 3944 / 45 F: 91 79 2212 3045

Corp. Off.: Kaledonia Building, 6th Floor, Opp. Vijay Nagar Society,

Sahar Road, Off Western Express Highway, Andheri (East), Mumbai 400 069

Tel No. 022 67713800 Website: www.mafatlals.com

E-Mail id : ahmedabad@mafatlals.com

August 06, 2014

The Secretary  
**BSE Limited**  
Phiroze Jeejeebhoy Towers  
Dalal Street, Fort  
**Mumbai 400 001.**

**BSE Code : 500264**

The Secretary  
**Ahmedabad Stock Exchange Ltd.**  
Kamdhenu Complex  
Opp. Sahajanand College, Panjara Pole,  
**Ahmedabad 380 015.**

**ASE Code : 34100**

Dear Sirs,

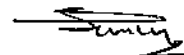
**Re: 100<sup>th</sup> Annual General Meeting -**  
**Declaration of Results of E-voting and Poll**

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

Kindly take the same on record.

Thanking you,

Yours faithfully,  
**For MAFATLAL INDUSTRIES LIMITED**



**ASHISH KARANJI**  
**AUTHORISED SIGNATORY**

**Encl: As above.**



**ARVIND MAFATLAL GROUP**  
The ethics of excellence

**MAFATAL INDUSTRIES LIMITED**

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

CIN: L17110GJ1913PLC000035

**100<sup>TH</sup> ANNUAL GENERAL MEETING HELD ON 5<sup>TH</sup> AUGUST, 2014**

**Declaration of Results of e-voting and poll**

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

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

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

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

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

Resolutions – Item 1 to 16 as mentioned in the Notice of 100 <sup>th</sup> AGM (brief details)	FOR		AGAINST		TOTAL CONSOLIDATED VOTING ( E VOTING AND POLL) PERCENTAGE (%)	
	Voter Count (No. of Shareholders)	Vote Count (No. of Shares)	Voter Count (No. of Shareholders)	Vote Count (No. of Shares)	FOR	AGAINST
1. Ordinary Resolution To receive, consider and adopt the Director's Report, the audited financial Statements for the financial year ended on 31st March, 2014 and Auditors' report thereon.	279	8559374	0	0	100%	0%
2. Ordinary Resolution Declaration of dividend on equity shares for the financial year ended on 31st March, 2014	276	8559370	1	1	99.999988%	0.000012%

*Mafatlal*

MAFATLAL INDUSTRIES LIMITED

Corporate Office : Kaledonia, Office No. 3, 6th Floor,  
Sahar Road, Andheri (E), Mumbai - 400 069.  
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CIN: L17110GJ1913PLC0000035

3. Ordinary Resolution Re-appointment of Shri H. A. Mafatlal as Director, who retires by rotation and eligible, offers himself for re-appointment	276	8559371	0	0	100%	0%
4. Ordinary Resolution Appointment of Statutory Auditors and fixing their remuneration.	274	8559359	2	11	99.999871%	0.000129%
5. Ordinary Resolution Appointment of Branch Auditors under section 143(8) read with sections 139 and 141 of the Companies Act, 2013 and rules made there under for Appointment of M/s Sorab S. Engineer & Co. as Branch Auditor of the company.	275	8559368	0	0	100%	0%
6. Ordinary Resolution Appointment of Branch Auditors under section 143(8) read with sections 139 and 141 of the Companies Act, 2013 and rules made there under for Appointment of M/s C. C. Chokshi & Co. as Branch Auditor of the company.	274	8559358	1	10	99.999883%	0.000117%
7. Ordinary Resolution Appointment of Shri P. R. Amlin as an Independent Director of the company under section 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and rules made there under	275	8559360	1	10	99.999883%	0.000117%
8. Ordinary Resolution Appointment of Shri N. K. Parikh as an Independent Director of the company under section 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and rules made there	275	8559361	1	10	99.999883%	0.000117%

*Mafatlal*

MAFATLAL INDUSTRIES LIMITED

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9. Ordinary Resolution appointment of Shri V. R. Gupte as an Independent Director of the company under section 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and rules made there under for the	276	8559370	0	0	100%	0
10. Ordinary Resolution appointment of Shri P. N. Kapadia as an Independent Director of the company. under section 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and rules made there under	275	8559360	2	11	99.999871%	0.000129%
11. Special Resolution under section 180(1)(a) and other applicable provisions of the Companies Act, 2013 for the Consent to Mortgage/ Charge/ Encumber all or any of the Immovable/ Movable properties of the Company	272	8559363	3	5	99.999942%	0.000058%
12. Special Resolution under section 180(1)(c) and other applicable provisions of the Companies Act, 2013 for the borrowing of moneys in excess of aggregate of the paid-up share capital and free reserves of the Company	275	8559369	1	2	99.999977%	0.000023%
13. Special Resolution under section 198, 309 read with Schedule XIII and other applicable provisions of the Companies Act, 1956 and Section 197 and other applicable provisions read with Schedule V of the Companies Act, 2013 for Approval of excess payment of Managerial Remuneration paid to Shri V. P. Mafatlal, Executive Vice- Chairman and Shri Rajiv Dayal, M.D & CEO of the Company.	272	8559330	4	40	99.999533%	0.000467%





*Mafatlal*

MAFATLAL INDUSTRIES LIMITED

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CIN: L17110GJ1913PLC000035

14. Ordinary Resolution under section 148(3) and any other applicable provisions of the Companies Act, 2013 and rules made there under for approval of remuneration of Cost Auditor - Shri I. V. Jagtiani for FY. 2014-15.	275	8559343	3	30	99.999550%	0.000350%
15. Ordinary Resolution under section 148(3) and any other applicable provisions of the Companies Act, 2013 and rules made there under for approval of remuneration of Cost Auditor - Shri B. C. Desai for FY. 2014-15.	273	8559340	3	30	99.999550%	0.000350%
16. Special Resolution under section 94 and other applicable provisions of the Companies Act, 2013 for approval of keeping all documents mentioned u/s 88 of the Companies Act, 2013 at the office of Registrar and Share Transfer Agents of the Company.	278	8559374	1	1	99.999988%	0.000012%

Based on the Reports of Scrutinizers, all Ordinary & Special Resolutions (mentioned at Item 1 to 16) as set out in the Notice of 100th Annual General Meeting, have been, duly approved by the Shareholders with requisite majority prescribed under applicable Laws. Copies of Scrutinizer's Reports (Shri Tapan Shah in respect of E-voting) and (Shri Manuprasad Patel & Shri Shallesh Gandhi in respect of Poll and combined report for e-voting and poll) are attached herewith.

FOR MAFATLAL INDUSTRIES LIMITED

*H A Mafatlal*

H A MAFATLAL  
CHAIRMAN

Date: August 6, 2014

Encl: A/A

4



ARVIND MAFATLAL GROUP  
The ethics of excellence



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

05.08.2014

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

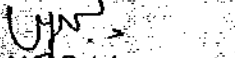
Dear Sir,

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

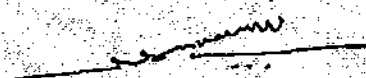
We submit herewith the Results of the Poll taken on the 16 Resolutions at the 100<sup>th</sup> Annual General Meeting of the Members of Mafatlal Industries Limited held on 05.08.2014 at Thakorebhai Desai Hall, Near Law Garden, Ellisbridge, Ahmedabad-380 006.

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

Thanking You,  
Yours Faithfully,

  
M.M. Patel  
Company Secretaries  
FCS:2588 CP: 6357



  
Sailesh A Gandhi

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

**FORM No. MGT-13**  
**Report of Scrutinizer(s)**

*Consolidated*

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

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

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

Dear Sir,

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

1. After the time fixed for closing of the poll by the Chairman, One/Two ballot boxes kept for polling were locked in my/our presence with due identification marks placed by me/us.  
2. The locked ballot boxes were subsequently opened in my/our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.

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

OR

I/We did not find any poll papers invalid.

\* Not applicable if there is only one scrutinizer appointed.

4. The result of the Poll is as under:

**Ordinary Resolution -1**

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

**(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
279	8559374	100

**(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



0	0	0
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(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	67

**Ordinary Resolution -2**

To declare Dividend for the year 2013-14 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
276	8559370	99.999988

(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	1	0.000012

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	67

**Ordinary Resolution -3**

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

(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
276	8559371	100

(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
0	00	0





(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	67

**Ordinary Resolution -4**

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

(i) Voted in favour of 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
274	8559359	99.999871

(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	11	0.000129

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	67

**Ordinary Resolution -5**

Pursuant to the provisions of Section 143(8) read with Sections 139 and 141 of the Companies Act, 2013, appointment of M/s. Sorab S. Engineer & Co., Chartered Accountants, Mumbai (ICAI Registration No.110417W), as the Branch Auditors of the Company, to hold office from the conclusion of this Annual General Meeting and up to the conclusion of the 103rd Annual General Meeting, for the audit of books of accounts of the Branch Offices of the Company at Ahmedabad and Nadiad, on such remuneration, apart from reimbursement of out of pocket expenses as may be incurred by them for the purpose of audit and the applicable taxes, as may be recommended by the Audit Committee and determined by the Board of Directors of the Company in consultation with the Branch Auditors.

(i) Voted in favour 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
275	8559368	100



(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
0	0	0

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	67

**Ordinary Resolution -6**

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

(i) Voted in favour 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
274	8559358	99.999883

(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	10	0.000117

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	67



275	8559361	99.999883
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(ii) Voted against the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	10	0.0000117

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	67

**Ordinary Resolution -9**

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

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
276	8559370	100

(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
0	0	0

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	67



**Ordinary Resolution -10**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Shri P. N. Kapadia (holding DIN 00078673), Director of the Company whose period of office was liable to determination by retirement of directors by rotation under the provisions of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years."

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
275	8559360	99.999871

**(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	11	0.000129

**(iii) Invalid votes :**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	67

**Special Resolution -11**

"RESOLVED THAT in supersession of the Ordinary Resolution passed at the Annual General meeting of members held on 8th August, 1992 and pursuant to Section 180(1)(a) and other applicable provisions of the

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

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



7



(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
272	8559363	99.9999942

(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
3	5	0.000058

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	67

**Special Resolution -12**

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

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

(i) Voted In favour of 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
275	8559369	99.999977

(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	0.000023
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(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	67

**Special Resolution -13**

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

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

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

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

(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
272	8559330	99.999533

(ii) Voted against the resolution

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
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(in person or by proxy)		
4	40	0.000467

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	67

**Ordinary Resolution -14**

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

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
275	8559343	99.999650

(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
3	30	0.000350

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	67

**Ordinary Resolution -15**

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

(i) Voted in favour of the resolution:





whose votes were declared invalid	
7	67

(Enumerate depending on the number of resolutions for which poll is taken)  
 5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.  
 6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking you,  
 Yours faithfully,

Place: AHMEDABAD  
 Dated: 6<sup>th</sup> August 2014

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



  
 Shailesh A Gandhi

Names and Signature/s of the Scrutinizer/s

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

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



Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
273	8559340	99.999650

(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
3	30	0.000350

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	67

**Special Resolution -16**

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

(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
278	8559374	99.999988

(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	1	0.000012

(iii) Invalid votes :

Total number of members (in person or by proxy)	Total number of votes cast by them
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*[Handwritten signature]*



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

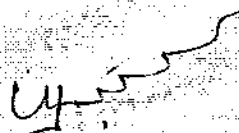
05.08.2014

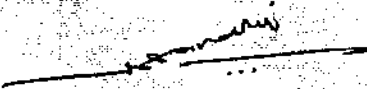
To,  
The Chairman,  
Mafatlal Industries Limited,  
Asarwa Road,  
Ahmedabad-380016

Dear Sir,

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

Dated: 05.08.2014

  
M. M. Patel

  
Shailesh Gandhi

  
Witness- 1 Name & Signature  
P. ACHUTHAN NAIR

  
Witness- 2 Name & Signature

TARAK C. PATEL

---

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

**Manuprasad Patel**309, Amulya Complex, Opp. Central Bank,  
Ambawadi Bazar, Ahmedabad-380 006.

(M) : 9426513721

FORM No. MGT-13

Poll

**Report of Scrutinizer(s)**

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

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

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

Dear Sir,

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

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

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

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

OR

I/We did not find any poll papers invalid.

\* Not applicable if there is only one scrutinizer appointed.

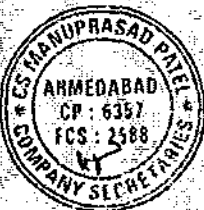
4. The result of the Poll is as under:

**Ordinary Resolution -1**

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

**(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
253	8518902	100.000000



(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
0	0	0

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	67

**Ordinary Resolution -2**

To declare Dividend for the year 2013-14 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
251	8518899	100.000000

(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
0	0	0

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	67

**Ordinary Resolution -3**

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

(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
251	8518900	100.000000



(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
0	0	0

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	67

**Ordinary Resolution -4**

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

(i) Voted in favour of 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
250	8518898	100.000000

(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
0	0	0

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	67

**Ordinary Resolution -5**

Pursuant to the provisions of Section 143(8) read with Sections 139 and 141 of the Companies Act, 2013, appointment of M/s. Sorab S. Engineer & Co., Chartered Accountants, Mumbai (ICAI Registration No.110417VV), as the Branch Auditors of the Company, to hold office from the conclusion of this Annual General Meeting and up to the conclusion of the 103rd Annual General Meeting, for the audit of books of accounts of the Branch Offices of the Company at Ahmedabad and Nadiad, on such remuneration, apart from reimbursement of out of pocket expenses as may be incurred by them for the purpose of audit and the applicable taxes, as may be recommended by the Audit Committee and determined by the Board of Directors of the Company in consultation with the Branch Auditors.





(i) Voted in favour 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
249	8518896	100.000000

(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
0	0	0

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	67

**Ordinary Resolution -6**

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

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
250	8518897	100.000000

(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
0	0	0

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	67



**Ordinary Resolution -7**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Shri P. R. Amin (holding DIN 00171677), Director of the Company whose period of office was liable to determination by retirement of directors by rotation under the provisions of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years."

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
250	8518898	100.000000

**(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
0	0	0

**(iii) Invalid votes :**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	67

**Ordinary Resolution -8**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Shri N. K. Parikh (holding DIN 00058895), Director of the Company whose period of office was liable to determination by retirement of directors by rotation under the provisions of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years."

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
251	8518900	100.000000



(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
0	0	0

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	67

**Ordinary Resolution -9**

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

(i) Voted In favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
250	8518898	100.000000

(ii) Voted against the 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
0	0	0

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	67



**Ordinary Resolution -10**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Shri P. N. Kapadia (holding DIN 00078673), Director of the Company whose period of office was liable to determination by retirement of directors by rotation under the provisions of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years."

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
251	8518899	100.000000

**(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
0	0	0

**(iii) Invalid votes :**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	67

**Special Resolution -11**

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

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



(i) Voted In favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
249	8518896	99.999977

(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	0.000023

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	67

**Special Resolution -12**

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

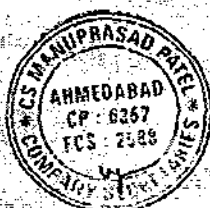
"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to negotiate, finalise and settle with the lenders concerned, all deeds, documents and writings for the purpose of borrowings and to do all such acts, deeds and things as may be necessary and experienced for giving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

(i) Voted In favour of 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
251	8518900	100.000000

(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
0	0	0





(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	67

**Special Resolution -13**

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

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

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

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

(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
248	8518870	99.999671

(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	28	0.000329



**(iii) Invalid votes :**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	67

**Ordinary Resolution -14**

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

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
250	8518873	99.999671

**(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	28	0.000329

**(iii) Invalid votes :**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	67

**Ordinary Resolution -15**

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

**(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
248	8518870	99.999671



(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	28	0.000329

(III) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	67

**Special Resolution -16**

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

(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
253	8518903	100.000000

(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
0	0	0

(III) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	67





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

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking you,  
Yours faithfully

Place: AHMEDABAD  
Dated: 6<sup>th</sup> August 2014



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

CS MANUPRASAD PATEL  
Company Secretaries  
CP: 6357 FCS: 2588

Shallesh A Gandhi

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

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

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



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

05.08.2014

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

Dear Sir,

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

Dated: 05.08.2014

  
M. M. Patel

  
Shailesh Gandhi

  
Witness- 1 Name & Signature

P. ACHUTHAN NAIR

  
Witness- 2 Name & Signature

TARAK PATEL

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





**TAPAN SHAH**  
COMPANY SECRETARY

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

### Scrutinizer's Report

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

To,  
The Chairman

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

Dear Sir,

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

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



...2/-

: 2 :

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



: 3 :

**I HEREBY SUBMIT MY REPORT AS UNDER:**

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

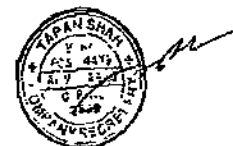
Thanking you,

Place : Ahmedabad

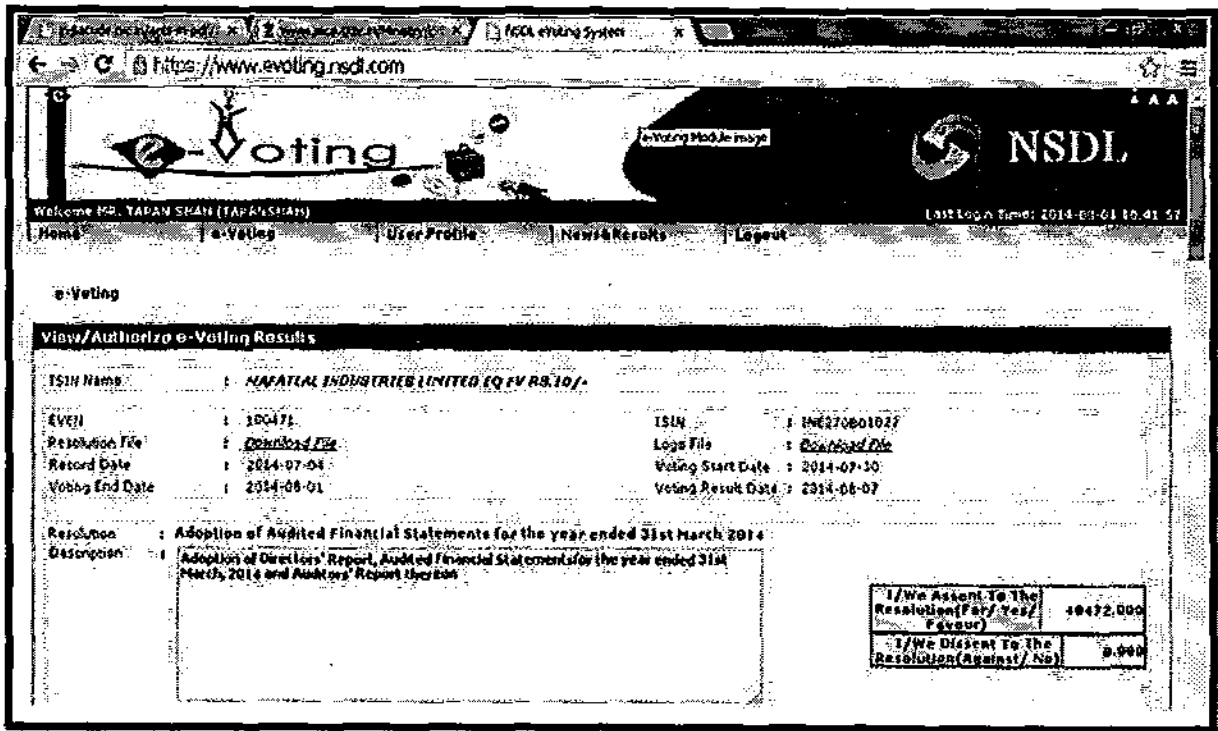
Date : 04/08/2014

**TAPAN**  
**RAJNIKA**  
 Signature : **NT SHAH**

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

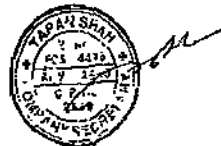


## SNAP SHOT OF THE WEBSITE OF NSDL



The screenshot displays the NSDL e-Voting portal. The user is logged in as TAPAN SHAH. The page shows the 'View/Authorize e-Voting Results' section for NAFATIL INDUSTRIES LIMITED (EQ FV RS.10/-). Key details include the resolution for the adoption of audited financial statements for the year ended 31st March 2014, the voting start date of 2014-07-10, and the voting end date of 2014-08-01. The voting results table shows 10472000 votes in favour and 990 votes against the resolution.

View/Authorize e-Voting Results					
ISIN Name	NAFATIL INDUSTRIES LIMITED (EQ FV RS.10/-)				
EVEN	130471				
Resolution File	Download File				
Record Date	2014-07-04				
Voting End Date	2014-08-01				
ISIN	INE270001027				
Logo File	Download File				
Voting Start Date	2014-07-10				
Voting Result Date	2014-08-07				
Resolution	Adoption of Audited Financial Statements for the year ended 31st March 2014				
Description	Adoption of Directors' Report, Audited Financial Statements for the year ended 31st March, 2014 and Auditors' Report thereon				
<table border="1"> <tr> <td>If/We Assent To The Resolution(Fav/ Yes/ Favour)</td> <td>10472000</td> </tr> <tr> <td>If/We Dissent To The Resolution(Against/ No)</td> <td>990</td> </tr> </table>		If/We Assent To The Resolution(Fav/ Yes/ Favour)	10472000	If/We Dissent To The Resolution(Against/ No)	990
If/We Assent To The Resolution(Fav/ Yes/ Favour)	10472000				
If/We Dissent To The Resolution(Against/ No)	990				



## CONTINUATION SHEET

**CS TAPAN SHAH**  
Company Secretary

Resolution Description	1 Declaration of Dividend 1 Declaration of Dividend		<table><tr><td>If/We Assent To The Resolution(For/ Yes/ Favour)</td><td>40471.000</td></tr><tr><td>If/We Dissent To The Resolution(Against/ No)</td><td>1.000</td></tr></table>	If/We Assent To The Resolution(For/ Yes/ Favour)	40471.000	If/We Dissent To The Resolution(Against/ No)	1.000
If/We Assent To The Resolution(For/ Yes/ Favour)	40471.000						
If/We Dissent To The Resolution(Against/ No)	1.000						
Resolution Description	1 Re-appointment of Shri H A Mafatal as a Director 1 Re-appointment of Shri H A Mafatal as a Director who retires by rotation		<table><tr><td>If/We Assent To The Resolution(For/ Yes/ Favour)</td><td>40471.000</td></tr><tr><td>If/We Dissent To The Resolution(Against/ No)</td><td>0.000</td></tr></table>	If/We Assent To The Resolution(For/ Yes/ Favour)	40471.000	If/We Dissent To The Resolution(Against/ No)	0.000
If/We Assent To The Resolution(For/ Yes/ Favour)	40471.000						
If/We Dissent To The Resolution(Against/ No)	0.000						
Resolution Description	1 Appointment of Auditors and fixing their remuneration 1 Appointment of Auditors and fixing their remuneration		<table><tr><td>If/We Assent To The Resolution(For/ Yes/ Favour)</td><td>40461.000</td></tr><tr><td>If/We Dissent To The Resolution(Against/ No)</td><td>11.000</td></tr></table>	If/We Assent To The Resolution(For/ Yes/ Favour)	40461.000	If/We Dissent To The Resolution(Against/ No)	11.000
If/We Assent To The Resolution(For/ Yes/ Favour)	40461.000						
If/We Dissent To The Resolution(Against/ No)	11.000						
Resolution Description	1 Appointment of Sorab S Engineer and Company as Branch Auditors 1 Appointment of M/s. Sorab S. Engineer & Co. as Branch Auditors		<table><tr><td>If/We Assent To The Resolution(For/ Yes/ Favour)</td><td>40472.000</td></tr><tr><td>If/We Dissent To The Resolution(Against/ No)</td><td>0.000</td></tr></table>	If/We Assent To The Resolution(For/ Yes/ Favour)	40472.000	If/We Dissent To The Resolution(Against/ No)	0.000
If/We Assent To The Resolution(For/ Yes/ Favour)	40472.000						
If/We Dissent To The Resolution(Against/ No)	0.000						





## CONTINUATION SHEET

**BS** TAPAN SHAH  
Company Secretary

Resolution Description	1. Appointment of C C Chokshi and Company as Branch Auditors 2. Appointment of M/s. C.C. Chokshi Co., as Branch Auditors	<table><tr><td>I/We Assent To The Resolution(For/ Yes/ Favour)</td><td>40461.000</td></tr><tr><td>I/We Dissent To The Resolution(Against/ No)</td><td>10.000</td></tr></table>	I/We Assent To The Resolution(For/ Yes/ Favour)	40461.000	I/We Dissent To The Resolution(Against/ No)	10.000
I/We Assent To The Resolution(For/ Yes/ Favour)	40461.000					
I/We Dissent To The Resolution(Against/ No)	10.000					
Resolution Description	1. Appointment of Shri P R Amin as an Independent Director 2. Appointment of Shri P.R. Amin as an Independent Director	<table><tr><td>I/We Assent To The Resolution(For/ Yes/ Favour)</td><td>40462.000</td></tr><tr><td>I/We Dissent To The Resolution(Against/ No)</td><td>10.000</td></tr></table>	I/We Assent To The Resolution(For/ Yes/ Favour)	40462.000	I/We Dissent To The Resolution(Against/ No)	10.000
I/We Assent To The Resolution(For/ Yes/ Favour)	40462.000					
I/We Dissent To The Resolution(Against/ No)	10.000					
Resolution Description	1. Appointment of Shri N K Parikh as an Independent Director 2. Appointment of Shri N. K. Parikh as an Independent Director	<table><tr><td>I/We Assent To The Resolution(For/ Yes/ Favour)</td><td>40461.000</td></tr><tr><td>I/We Dissent To The Resolution(Against/ No)</td><td>10.000</td></tr></table>	I/We Assent To The Resolution(For/ Yes/ Favour)	40461.000	I/We Dissent To The Resolution(Against/ No)	10.000
I/We Assent To The Resolution(For/ Yes/ Favour)	40461.000					
I/We Dissent To The Resolution(Against/ No)	10.000					
Resolution Description	1. Appointment of Shri V R Gupta as an Independent Director 2. Appointment of Shri V.R. Gupta as an Independent Director	<table><tr><td>I/We Assent To The Resolution(For/ Yes/ Favour)</td><td>40472.000</td></tr><tr><td>I/We Dissent To The Resolution(Against/ No)</td><td>0.000</td></tr></table>	I/We Assent To The Resolution(For/ Yes/ Favour)	40472.000	I/We Dissent To The Resolution(Against/ No)	0.000
I/We Assent To The Resolution(For/ Yes/ Favour)	40472.000					
I/We Dissent To The Resolution(Against/ No)	0.000					



## CONTINUATION SHEET

**CS TAPAN SHAH**  
Company Secretary

Resolution Description	<p>Appointment of Shri P.N. Kapadia as an Independent Director</p> <p>Appointment of Shri P.N. Kapadia as an Independent Director</p>	<table border="1"> <tr> <td>I/We Assent To The Resolution (For/ Yes/ Favour)</td><td>40461.000</td></tr> <tr> <td>I/We Dissent To The Resolution (Against/ No)</td><td>11.000</td></tr> </table>	I/We Assent To The Resolution (For/ Yes/ Favour)	40461.000	I/We Dissent To The Resolution (Against/ No)	11.000
I/We Assent To The Resolution (For/ Yes/ Favour)	40461.000					
I/We Dissent To The Resolution (Against/ No)	11.000					
Resolution Description	<p>Special Resolution to Mortgage or charge or encumber Immoveable or moveable properties</p> <p>Special Resolution Under Section 180(1)(a) of the Companies Act, 2013 to Mortgage/charge/ encumber Immoveable/moveable properties</p>	<table border="1"> <tr> <td>I/We Assent To The Resolution (For/ Yes/ Favour)</td><td>40467.000</td></tr> <tr> <td>I/We Dissent To The Resolution (Against/ No)</td><td>3.000</td></tr> </table>	I/We Assent To The Resolution (For/ Yes/ Favour)	40467.000	I/We Dissent To The Resolution (Against/ No)	3.000
I/We Assent To The Resolution (For/ Yes/ Favour)	40467.000					
I/We Dissent To The Resolution (Against/ No)	3.000					
Resolution Description	<p>Special Resolution for borrowing money</p> <p>Special Resolution Under Section 180(1)(c) of the Companies Act, 2013 for borrowing money</p>	<table border="1"> <tr> <td>I/We Assent To The Resolution (For/ Yes/ Favour)</td><td>40469.000</td></tr> <tr> <td>I/We Dissent To The Resolution (Against/ No)</td><td>2.000</td></tr> </table>	I/We Assent To The Resolution (For/ Yes/ Favour)	40469.000	I/We Dissent To The Resolution (Against/ No)	2.000
I/We Assent To The Resolution (For/ Yes/ Favour)	40469.000					
I/We Dissent To The Resolution (Against/ No)	2.000					
Resolution Description	<p>Special Resolution for approval of excess payment of Managerial Remuneration to Shri V.P. Mahatla</p> <p>Special Resolution for approval of excess payment of Managerial Remuneration to Shri V.P. Mahatla, Executive Vice-Chairman and Shri Rajiv Dyal, Managing Director &amp; Chief Executive Officer</p>	<table border="1"> <tr> <td>I/We Assent To The Resolution (For/ Yes/ Favour)</td><td>40460.000</td></tr> <tr> <td>I/We Dissent To The Resolution (Against/ No)</td><td>12.000</td></tr> </table>	I/We Assent To The Resolution (For/ Yes/ Favour)	40460.000	I/We Dissent To The Resolution (Against/ No)	12.000
I/We Assent To The Resolution (For/ Yes/ Favour)	40460.000					
I/We Dissent To The Resolution (Against/ No)	12.000					



Resolution Description	: Approval of remuneration of Cost Auditor Shri I V Jagtani : Ordinary Resolution Under Section 148(3) of the Companies Act, 2013 for approval of remuneration of Cost Auditor Shri I. V. Jagtani	<table border="1"> <tr> <td>I/We Assent To The Resolution (For/ Yes/ Favour)</td> <td>40470.000</td> </tr> <tr> <td>I/We Dissent To The Resolution (Against/ No)</td> <td>2.000</td> </tr> </table>	I/We Assent To The Resolution (For/ Yes/ Favour)	40470.000	I/We Dissent To The Resolution (Against/ No)	2.000
I/We Assent To The Resolution (For/ Yes/ Favour)	40470.000					
I/We Dissent To The Resolution (Against/ No)	2.000					
Resolution Description	: Approval of remuneration of Cost Auditor Shri B C Desai : Ordinary Resolution Under Section 148(3) of the Companies Act, 2013 for approval of remuneration of Cost Auditor Shri B. C. Desai	<table border="1"> <tr> <td>I/We Assent To The Resolution (For/ Yes/ Favour)</td> <td>40470.000</td> </tr> <tr> <td>I/We Dissent To The Resolution (Against/ No)</td> <td>2.000</td> </tr> </table>	I/We Assent To The Resolution (For/ Yes/ Favour)	40470.000	I/We Dissent To The Resolution (Against/ No)	2.000
I/We Assent To The Resolution (For/ Yes/ Favour)	40470.000					
I/We Dissent To The Resolution (Against/ No)	2.000					
Resolution Description	: Approval for keeping all documents at the office of Sharepro Services I Pvt Ltd at Ahmedabad : Special Resolution Under Section 94 of the Companies Act, 2013 for keeping all documents mentioned in Section 80 of the Companies Act, 2013 at the office of Registrar and Share Transfer Agents of the Company viz. M/s. Sharepro Services (India) Pvt. Ltd., Ahmedabad.	<table border="1"> <tr> <td>I/We Assent To The Resolution (For/ Yes/ Favour)</td> <td>40471.000</td> </tr> <tr> <td>I/We Dissent To The Resolution (Against/ No)</td> <td>1.000</td> </tr> </table>	I/We Assent To The Resolution (For/ Yes/ Favour)	40471.000	I/We Dissent To The Resolution (Against/ No)	1.000
I/We Assent To The Resolution (For/ Yes/ Favour)	40471.000					
I/We Dissent To The Resolution (Against/ No)	1.000					

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Voting Start Date: 30-07-2014  
Voting End Date: 01-08-2014

**Annexure - B**

Record Date: 04-07-2016  
Billing Month/Year: 07-08-2014

[illegible]