



MAFATLAL INDUSTRIES LIMITED

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

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

AUGUST 14, 2015

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

Scrip Code: 500264

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

Scrip Code: 34100

Dear Sir / Madam,

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

Re: Clause 35A of the Listing Agreement

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

Thanking you,

Yours faithfully
For MAFATLAL INDUSTRIES LIMITED


ASHISH KARANJI

COMPANY SECRETARY

Encl: 35A Disclosure & Scrutinizer's Consolidated Report



ARVIND MAFATLAL GROUP
The ethics of excellence

Voting Results of Remote E-voting and Poll at the 101st AGM

MAFATLAL INDUSTRIES LIMITED

Date of the AGM : 12th August, 2015

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

Cut-off date : 05th August, 2015

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

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

NO. OF SHAREHOLDERS ATTENDED THE MEETING THROUGH VIDEO CONFERENCING

Promoters and Promoters Group	-Nil-
Public	-Nil-

DETAILS OF THE AGENDA AND VOTING RESULTS

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

FOR MAFATLAL INDUSTRIES LIMITED


 ASHISH A KARANJI

COMPANY SECRETARY

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





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

Combined Report of Scrutinizer for Remote e-Voting and Poll

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

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

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

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

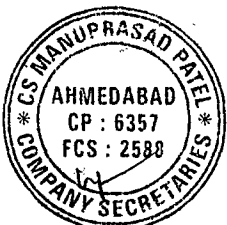
At the 101st Annual General Meeting of the Equity Shareholders of Mafatlal Industries Limited, held on Wednesday the 12th Day of August, 2015, the Chairman of the Company has suomoto called for poll to facilitate the members present at the Meeting who could not participate in the remote e-voting to record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

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

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

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

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



**Manuprasad Patel**

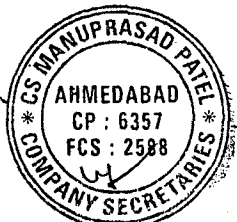
M.Com., LL, B (Spl.), FCS.

Company Secretary - in practice

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

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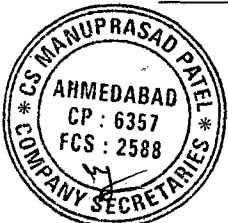
Ph.: (o) 40027850, (M) 9426513721 Email: manuprasadpatel@gmail.com





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

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



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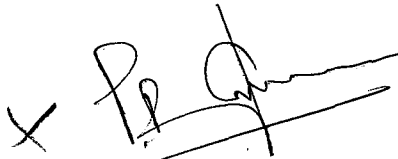
Manuprasad Patel M.Com., LL, B (Spl.), FCS.
Company Secretary - in practice

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

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

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

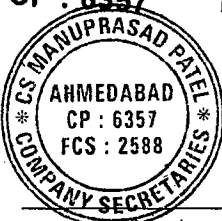

Manuprasad Patel
Company Secretary in Practice
FCS: 2588 CP:6357
(Scrutinizer)



Chairman/Director Authorised by the Board

Place: Ahmedabad
Dated: 14.08.2015

CS MANUPRASAD PATEL
Company Secretaries
CP : 6357 FCS : 2588



309, Amulya Complex, Opp. Central Bank, Ambawadi Bazar AHMEDABAD-380015
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FORM No. MGT-13

Report of Scrutinizer(s)

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

To,

The Chairman,

Mafatlal Industries Limited,

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

OFF. C. G. ROAD, NAVRANGPURA,

AHMEDABAD - 380009

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

Dear Sir,

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

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

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

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

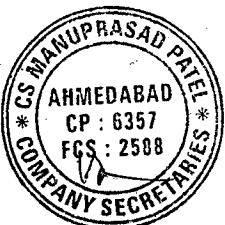
OR

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

4. The result of the Poll is as under:

Ordinary Resolution -1

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





(i) Voted in favour of the resolution:

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

(ii) Voted against the resolution

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

(iii) Invalid votes :

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

Ordinary Resolution -2

Declare Dividend for the year 2014.15 on Equity Shares.

(i) Voted in favour of the resolution:

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

(ii) Voted against the resolution

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

(iii) Invalid votes :

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

Ordinary Resolution -3

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

(i) Voted in favour of the resolution:

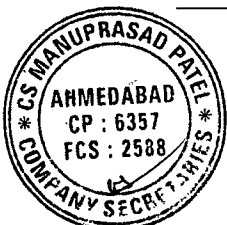
Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
89	10352472	99.999981

(ii) Voted against the resolution

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

(iii) Invalid votes :

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





Ordinary Resolution -4

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

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

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

(ii) Voted **against** the resolution

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

(iii) **Invalid** votes :

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

Ordinary Resolution -5

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

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

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

(ii) Voted **against** the resolution

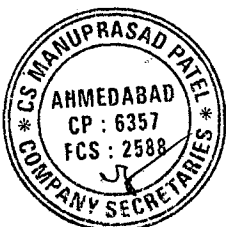
Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	2	0.000019

(iii) **Invalid** votes :

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

Ordinary Resolution -6

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





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

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

(ii) Voted **against** the resolution

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

(iii) **Invalid votes :**

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

Ordinary Resolution -7

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

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

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

(ii) Voted **against** the resolution

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

(iii) **Invalid votes :**

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

Ordinary Resolution -8

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

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

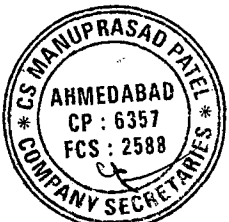
Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
89	10352472	99.999981

(ii) Voted **against** the resolution

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

(iii) **Invalid votes :**

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





Ordinary Resolution -9

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

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

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

(ii) Voted **against** the resolution

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

(iii) Invalid votes :

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

Special Resolution -10

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

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

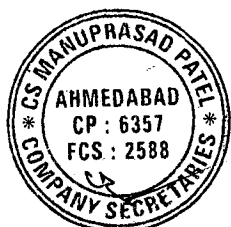
Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
88	10352470	99.999961

(ii) Voted **against** the resolution

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

(iii) Invalid votes :

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





Special Resolution -11

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

(i) Voted in favour of the resolution:

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

(ii) Voted against the resolution

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

(iii) Invalid votes :

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

Ordinary Resolution -12

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

(i) Voted in favour of the resolution:

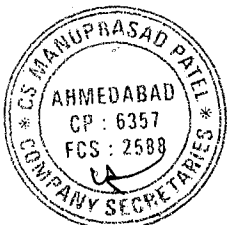
Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
88	10352470	99.999981

(ii) Voted against the resolution

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

(iii) Invalid votes :

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





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

Ordinary Resolution -13

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

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

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

(ii) Voted **against** the resolution

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

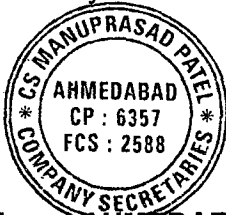
(iii) **Invalid** votes :

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

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

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

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



Place: **AHMEDABAD**
Dated: 14th August, 2015

Thanking you,
Yours faithfully,

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

CS MANUPRASAD PATEL
Company Secretaries
CP : 6357 FCS : 2588

Chairman / Director Authorised by the Board



REPORT OF SCRUTINIZER FOR REMOTE E-VOTING

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

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

Dear Sir,

Report on Remote e voting

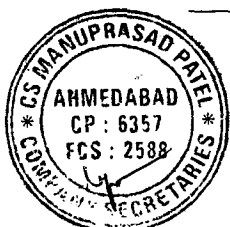
I, Manuprasad Patel, Company Secretaries, Ahmedabad was appointed as Scrutinizer by the Board of Directors at their meeting held on May 30, 2015 for the 101st Annual General Meeting of the Equity Shareholders of **MAFATLAL INDUSTRIES LIMITED** held on **Wednesday the 12th Day of August, 2015** at J. B. Auditorium, Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Vastrapur, Ahmedabad-380 015 for the purpose of scrutinizing the e voting process in a fair and transparent manner and ascertaining the requisite majority on e voting carried out as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014. as amended on the below mentioned 13 Resolutions referred in my Report.

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

In this connection, I submit my report as under:



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

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





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

1)  2) 

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

Ordinary Resolution -1

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

(i) Voted in favour of the resolution:

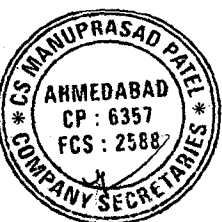
Number of members voted through remote e-voting system	Number of votes cast by them	% of total number of valid votes cast
110	106194	99.831724

(ii) Voted against the resolution

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

(iii) Invalid votes :

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





Ordinary Resolution -2

To declare Dividend for the year 2014.15 on Equity Shares.

(i) Voted in favour of the resolution:

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

(ii) Voted against the resolution

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

(iii) Invalid votes :

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

Ordinary Resolution -3

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

(i) Voted in favour of the resolution:

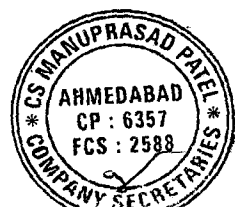
Number of members voted through remote e-voting system	Number of votes cast by them	% of total number of valid votes cast
110	106194	99.831724

(ii) Voted against the resolution

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

(iii) Invalid votes :

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





Ordinary Resolution -4

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

(i) Voted in favour of the resolution:

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

(ii) Voted against the resolution

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

(iii) Invalid votes :

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

Ordinary Resolution -5

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

(i) Voted in favour of the resolution:

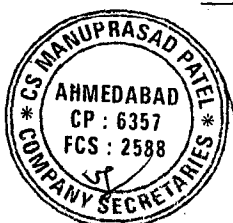
Number of members voted through remote e-voting system	Number of votes cast by them	% of total number of valid votes cast
109	106176	99.831696

(ii) Voted against the resolution

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

(iii) Invalid votes :

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





Ordinary Resolution -6

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

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

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

(ii) Voted **against** the resolution

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

(iii) Invalid votes :

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

Ordinary Resolution -7

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

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

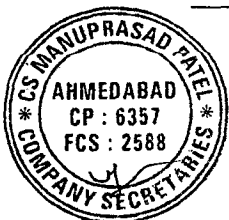
Number of members voted through remote e-voting system	Number of votes cast by them	% of total number of valid votes cast
110	106194	99.831724

(ii) Voted **against** the resolution

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

(iii) Invalid votes :

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





Ordinary Resolution -8

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

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

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

(ii) Voted **against** the resolution

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

(iii) Invalid votes :

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

Ordinary Resolution -9

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

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

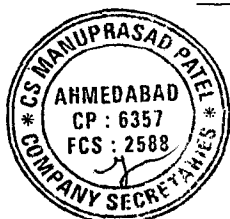
Number of members voted through remote e-voting system	Number of votes cast by them	% of total number of valid votes cast
110	106194	99.990584

(ii) Voted **against** the resolution

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

(iii) Invalid votes :

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





Special Resolution -10

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

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

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

(ii) Voted **against** the resolution

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

(iii) Invalid votes :

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

Special Resolution -11

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

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

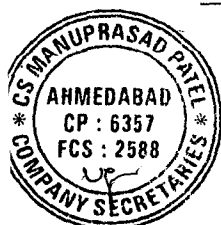
Number of members voted through remote e-voting system	Number of votes cast by them	% of total number of valid votes cast
108	105688	99.356040

(ii) Voted **against** the resolution

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

(iii) Invalid votes :

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





Ordinary Resolution -12

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

(i) Voted in favour of the resolution:

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

(ii) Voted against the resolution

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

(iii) Invalid votes :

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

Ordinary Resolution -13

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

(i) Voted in favour of the resolution:

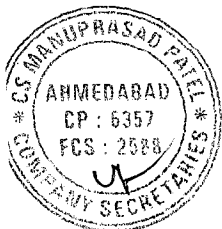
Number of members voted through remote e-voting system	Number of votes cast by them	% of total number of valid votes cast
110	106194	99.831724

(ii) Voted against the resolution

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

(iii) Invalid votes :

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

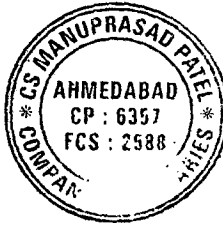


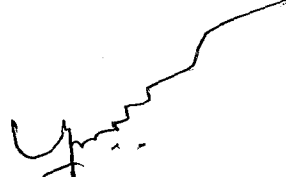


Manuprasad Patel M.Com., LL, B (Spl.), FCS.
Company Secretary - in practice

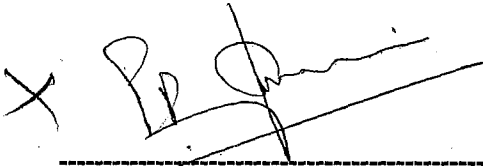
6. The Register, all other papers and relevant records relating to remote e-voting shall remain in over safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid 101st Annual General Meeting and thereafter the same will be handed over to the Company Secretary of the Company.

Place: Ahmedabad
Dated: 14.08.2015




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

CS MANUPRASAD PATEL
Company Secretary
CP : 6357 FCS : 2588



Chairman / Director Authorised by the Board



MAFATLAL INDUSTRIES LIMITED

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

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

August 14, 2015

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

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

Re: Clause 35A of the Listing Agreement

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

Thanking you,

Yours faithfully

For MAFATLAL INDUSTRIES LIMITED


ASHISH KARANJI

COMPANY SECRETARY

Encl: Disclosure and Scrutinizers' Report



ARVIND MAFATLAL GROUP
The ethics of excellence



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

Report on Postal Ballot

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

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

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

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



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

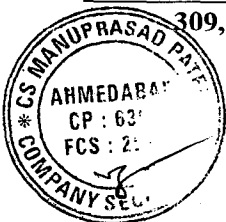
5. During the process of Voting by electronic means, we have been assisted by and have relied upon the secured system provided by the National Securities Depository Limited who were duly appointed for the job of e voting system for validation of voting by electronic means. Reports for Special Resolutions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

Special Resolution:

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

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

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



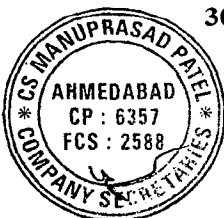


equipment and materials useful for hospital and/or medical services, hardware products and materials including building materials, and all other components and metal and wooden products and for that purpose to buy and any such products or articles and to manufacture and any components, products or articles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

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

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

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



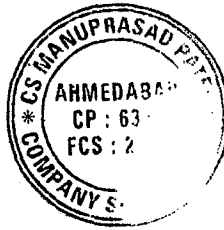



Manuprasad Patel M.Com., LL, B (Spl.), FCS.
Company Secretary - in practice

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

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

Place: Ahmedabad
Dated: 14.08.2015




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

CS MANUPRASAD PATEL
Company Secretaries
CP : 6357 FCS : 2588


CHAIRMAN / DIRECTOR AUTHORISED BY THE BOARD



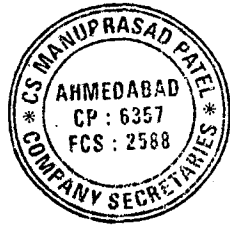
Manuprasad Patel M.Com., LL, B (Spl.), FCS.
Company Secretary - in practice


11.08.2015

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

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

Dated: 11.08.2015




M. M. Patel

Witness- 1 Name & Signature

PATEL JEEL HARESHBHAI



Witness- 2 Name & Signature

THAKKAR UMANG NAVINBHAI

