

	MAFATLAL INDUSTRIES LTD
Date of the AGM/EGM	11-08-2016
Total number of shareholders on record date	107521
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	97
Public:	149
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Agenda-wise Disclosures

Resolution No.1

Resolution required: (Ordinary/ Special)	ORDINARY - Adoption of Audited Financial Statements including Statement of Profit & Loss for the year ended 31st March, 2016 Balance sheet as at date, the Directors' Report and the Auditor's Report thereon							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	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	E-Voting	10414785	10414785	100.0000	10414785	0	100.0000	0.0000
	Poll	10414785	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	10414785	0	0.0000	00	0	0.0000	0.0000
	Total	10414785	10414785	100	10414785	0	100	0
Public- Institutions	E-Voting	361601	0	0.0000	00	0	0.0000	0.0000
	Poll	361601	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	361601	0	0.0000	00	0	0.0000	0.0000
	Total	361601	0	0	0	0	0	0
Public- Non Institutions	E-Voting	3136500	321	0.0102	311	10	96.8847	3.1152
	Poll	3136500	1374	0.0438	1372	2	99.8544	0.1455
	Postal Ballot (if applicable)	3136500	0	0.0000	00	0	0.0000	0.0000
	Total	3136500	1695	0.054	1683	12	196.7391	3.2607
Total		13912886	10416480	74.8593	10416468	12	99.9999	0.0001

Resolution No.2

Resolution required: (Ordinary/ Special)	ORDINARY - Declaration of Dividend							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	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	E-Voting	10414785	10414785	100.0000	10414785	0	100.0000	0.0000
	Poll	10414785	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	10414785	0	0.0000	00	0	0.0000	0.0000
	Total	10414785	10414785	100	10414785	0	100	0
	E-Voting	361601	0	0.0000	00	0	0.0000	0.0000
	Poll	361601	0	0.0000	00	0	0.0000	0.0000



Public- Institutions	Postal Ballot (if applicable)	361601	0	0.0000	00	0	0.0000	0.0000
	Total	361601	0	0	0	0	0	0
	E-Voting	3136500	321	0.0102	311	10	96.8847	3.1152
	Poll	3136500	1374	0.0438	1372	2	99.8544	0.1455
Public- Non Institutions	Postal Ballot (if applicable)	3136500	0	0.0000	00	0	0.0000	0.0000
	Total	3136500	1695	0.054	1683	12	196.7391	3.2607
	Total	13912886	10416480	74.8693	10416468	12	99.9999	0.0001

Resolution No.3

Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Shri H. A. Mafatal as Director, who retires by rotation.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	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	E-Voting	10414785	10414785	100.0000	10414785	0	100.0000	0.0000
	Poll	10414785	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	10414785	0	0.0000	00	0	0.0000	0.0000
	Total	10414785	10414785	100	10414785	0	100	0
Public- Institutions	E-Voting	361601	0	0.0000	00	0	0.0000	0.0000
	Poll	361601	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	361601	0	0.0000	00	0	0.0000	0.0000
	Total	361601	0	0	0	0	0	0
Public- Non Institutions	E-Voting	3136500	290	0.0092	280	10	96.5517	3.4482
	Poll	3136500	1372	0.0437	1372	0	100.0000	0.0000
	Postal Ballot (if applicable)	3136500	0	0.0000	00	0	0.0000	0.0000
	Total	3136500	1662	0.0529	1652	10	196.5517	3.4482
	Total	13912886	10416447	74.8691	10416437	10	99.9999	0.0001

Resolution No.4

Resolution required: (Ordinary/ Special)	ORDINARY - Ratify the appointment of M/s. Deloitte Haskins & Sells, Vadodara, as the Auditors of the Company to hold office from the conclusion of 102nd AGM until the conclusion of 103rd Annual General Meeting and authorise the Board of Directors to fix their remuneration.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	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	E-Voting	10414785	10414785	100.0000	10414785	0	100.0000	0.0000
	Poll	10414785	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	10414785	0	0.0000	00	0	0.0000	0.0000
	Total	10414785	10414785	100	10414785	0	100	0
	E-Voting	361601	0	0.0000	00	0	0.0000	0.0000
	Poll	361601	0	0.0000	00	0	0.0000	0.0000



Public- Institutions	Postal Ballot (if applicable)	361601	0	0.0000	00	0	0.0000	0.0000
	Total	361601	0	0	0	0	0	0
	E-Voting	3136500	321	0.0102	311	10	96.8847	3.1152
	Poll	3136500	1372	0.0437	1372	0	100.0000	0.0000
Public- Non Institutions	Postal Ballot (if applicable)	3136500	0	0.0000	00	0	0.0000	0.0000
	Total	3136500	1693	0.0539	1683	10	196.8847	3.1152
	Total	13912886	10416478	74.8593	10416468	10	99.9999	0.0001

Resolution No.5

Resolution required: (Ordinary/Special)	ORDINARY - Appointment of Shri Aniruddha P. Deshmukh as Director of the Company.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	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
	E-Voting	10414785	10414785	100.0000	10414785	0	100.0000	0.0000
	Poll	10414785	0	0.0000	00	0	0.0000	0.0000
Promoter and Promoter Group	Postal Ballot (if applicable)	10414785	0	0.0000	00	0	0.0000	0.0000
	Total	10414785	10414785	100	10414785	0	100	0
	E-Voting	361601	0	0.0000	00	0	0.0000	0.0000
	Poll	361601	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	Postal Ballot (if applicable)	361601	0	0.0000	00	0	0.0000	0.0000
	Total	361601	0	0	0	0	0	0
	E-Voting	3136500	290	0.0092	280	10	96.5517	3.4482
	Poll	3136500	1372	0.0437	1370	2	99.8542	0.1457
Public- Non Institutions	Postal Ballot (if applicable)	3136500	0	0.0000	00	0	0.0000	0.0000
	Total	3136500	1662	0.0529	1650	12	196.4059	3.5939
	Total	13912886	10416447	74.8591	10416435	12	99.9999	0.0001

Resolution No.6

Resolution required: (Ordinary/ Special)	ORDINARY - SPECIAL RESOLUTION for Appointment of Shri Aniruddha P. Deshmukh as Managing Director & Chief Executive Officer of the Company for a period of Five years with effect from 13th August, 2015.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	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
	E-Voting	10414785	10414785	100.0000	10414785	0	100.0000	0.0000
	Poll	10414785	0	0.0000	00	0	0.0000	0.0000
Promoter and Promoter Group	Postal Ballot (if applicable)	10414785	0	0.0000	00	0	0.0000	0.0000
	Total	10414785	10414785	100	10414785	0	100	0
	E-Voting	361601	0	0.0000	00	0	0.0000	0.0000
	Poll	361601	0	0.0000	00	0	0.0000	0.0000



Public- Institutions	Postal Ballot (if applicable)	361601	0	0.0000	00	0	0.0000	0.0000
	Total	361601	0	0	0	0	0	0
	E-Voting	3136500	290	0.0092	280	10	96.5517	3.4482
	Poll	3136500	1372	0.0437	1370	2	99.8542	0.1457
Public- Non Institutions	Postal Ballot (if applicable)	3136500	0	0.0000	00	0	0.0000	0.0000
	Total	3136500	1662	0.0529	1660	12	99.4059	3.5939
	Total	13512886	10416447	74.8691	10416435	12	99.9999	0.0001

Resolution No.7

Resolution required: (Ordinary/ Special)	ORDINARY - Ordinary Resolutions –Ratify the Appointment of M/s. Sorab S. Engineer & Company, Mumbai, Chartered Accountants, to hold Office from the conclusion of 102nd AGM until the conclusion of 103rd AGM and to fix their remuneration, as may be recommended by the Audit Committee and determined by the Board of Directors.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	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	E-Voting	10414785	10414785	100.0000	10414785	0	100.0000	0.0000
	Poll	10414785	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	10414785	0	0.0000	00	0	0.0000	0.0000
	Total	10414785	10414785	100	10414785	0	100	0
Public- Institutions	E-Voting	361601	0	0.0000	00	0	0.0000	0.0000
	Poll	361601	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	361601	0	0.0000	00	0	0.0000	0.0000
	Total	361601	0	0	0	0	0	0
Public- Non Institutions	E-Voting	3136500	321	0.0102	311	10	96.8847	3.1152
	Poll	3136500	1372	0.0437	1372	0	100.0000	0.0000
	Postal Ballot (if applicable)	3136500	0	0.0000	00	0	0.0000	0.0000
	Total	3136500	1693	0.0539	1683	10	99.8847	3.1152
	Total	13512886	10416478	74.8693	10416468	10	99.9999	0.0001

Resolution No.8

Resolution required: (Ordinary/ Special)	ORDINARY - Ordinary Resolution – Ratify the Appointment of M/s. C.C. Chokshi & Company, Ahmedabad, Chartered Accountants, to hold Office from the conclusion of 102nd AGM until the conclusion of 103rd AGM and to fix their remuneration, as may be recommended by the Audit Committee and determined by the Board of Directors.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	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	E-Voting	10414785	10414785	100.0000	10414785	0	100.0000	0.0000
	Poll	10414785	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	10414785	0	0.0000	00	0	0.0000	0.0000



	Total	10414785	10414785	100	10414785	0	100	0
	E-Voting	361601	0	0.0000	00	0	0.0000	0.0000
	Poll	361601	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	Postal Ballot (if applicable)	361601	0	0.0000	00	0	0.0000	0.0000
	Total	361601	0	0	0	0	0	0
	E-Voting	3136500	321	0.0102	311	10	96.8847	3.1152
	Poll	3136500	1372	0.0437	1370	2	99.8542	0.1457
Public- Non Institutions	Postal Ballot (if applicable)	3136500	0	0.0000	00	0	0.0000	0.0000
	Total	3136500	1693	0.0539	1681	12	196.7389	3.2609
	Total	13912686	10416478	74.8693	10416466	12	99.9999	0.0001

Resolution No.9

Resolution required: (Ordinary/ Special)	ORDINARY - SPECIAL RESOLUTION for waiver of excess payment of Managerial Remuneration paid during the year 2015-16 to Shri V.P. Mafatlal.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	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
	E-Voting	10414785	10414785	100.0000	10414785	0	100.0000	0.0000
	Poll	10414785	0	0.0000	00	0	0.0000	0.0000
Promoter and Promoter Group	Postal Ballot (if applicable)	10414785	0	0.0000	00	0	0.0000	0.0000
	Total	10414785	10414785	100	10414785	0	100	0
	E-Voting	361601	0	0.0000	00	0	0.0000	0.0000
	Poll	361601	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	Postal Ballot (if applicable)	361601	0	0.0000	00	0	0.0000	0.0000
	Total	361601	0	0	0	0	0	0
	E-Voting	3136500	290	0.0092	280	10	96.5517	3.4482
	Poll	3136500	1372	0.0437	1372	0	100.0000	0.0000
Public- Non Institutions	Postal Ballot (if applicable)	3136500	0	0.0000	00	0	0.0000	0.0000
	Total	3136500	1662	0.0529	1652	10	196.5517	3.4482
	Total	13912686	10416447	74.8691	10416437	10	99.9999	0.0001

Resolution No.10

Resolution required: (Ordinary/ Special)	ORDINARY - SPECIAL RESOLUTION for waiver of excess payment of Managerial Remuneration paid during the year 2015-16 to Shri Rajiv Dayal (upto 12.08.2015).							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	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
	E-Voting	10414785	10414785	100.0000	10414785	0	100.0000	0.0000
	Poll	10414785	0	0.0000	00	0	0.0000	0.0000
Promoter and Promoter Group	Postal Ballot (if applicable)	10414785	0	0.0000	00	0	0.0000	0.0000
	Total	10414785	10414785	100	10414785	0	100	0



Public- Institutions	E-Voting	361601	0	0.0000	00	0	0.0000	0.0000
	Poll	361601	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	361601	0	0.0000	00	0	0.0000	0.0000
	Total	361601	0	0	0	0	0	0
Public- Non Institutions	E-Voting	3136500	290	0.0092	280	10	96.5517	3.4482
	Poll	3136500	1372	0.0437	1370	2	99.8542	0.1457
	Postal Ballot (if applicable)	3136500	0	0.0000	00	0	0.0000	0.0000
	Total	3136500	1662	0.0529	1650	12	196.4059	3.5939
Total		13912886	10416447	74.8691	10416435	12	99.9999	0.0001

Resolution No.11

Resolution required: (Ordinary/ Special)		ORDINARY - SPECIAL RESOLUTION for waiver of excess payment of Managerial Remuneration paid during the year 2015-16 to Shri Aniruddha P. Deshmukh (from 13th August, 2015).						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	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	E-Voting	10414785	10414785	100.0000	10414785	0	100.0000	0.0000
	Poll	10414785	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	10414785	0	0.0000	00	0	0.0000	0.0000
	Total	10414785	10414785	100	10414785	0	100	0
Public- Institutions	E-Voting	361601	0	0.0000	00	0	0.0000	0.0000
	Poll	361601	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	361601	0	0.0000	00	0	0.0000	0.0000
	Total	361601	0	0	0	0	0	0
Public- Non Institutions	E-Voting	3136500	290	0.0092	280	10	96.5517	3.4482
	Poll	3136500	1372	0.0437	1372	0	100.0000	0.0000
	Postal Ballot (if applicable)	3136500	0	0.0000	00	0	0.0000	0.0000
	Total	3136500	1662	0.0529	1652	10	196.5517	3.4482
Total		13912886	10416447	74.8691	10416437	10	99.9999	0.0001

Resolution No.12

Resolution required: (Ordinary/ Special)		ORDINARY - ORDINARY RESOLUTION under Section148 (3) of the Companies Act, 2013 for approval of remuneration payable to Shri B.C. Desai, Cost Accountant, Ahmedabad as the Cost Auditor of the Company for the year 2016-17.						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	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	E-Voting	10414785	10414785	100.0000	10414785	0	100.0000	0.0000
	Poll	10414785	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	10414785	0	0.0000	00	0	0.0000	0.0000
	Total	10414785	10414785	100	10414785	0	100	0



	Total	10414785	10414785	100	10414785	0	100	0
	E-Voting	361601	0	0.0000	00	0	0.0000	0.0000
	Poll	361601	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	Postal Ballot (if applicable)	361601	0	0.0000	00	0	0.0000	0.0000
	Total	361601	0	0	0	0	0	0
	E-Voting	3136500	321	0.0102	311	10	96.8847	3.1152
	Poll	3136500	1372	0.0437	1370	2	99.8542	0.1457
Public- Non Institutions	Postal Ballot (if applicable)	3136500	0	0.0000	00	0	0.0000	0.0000
	Total	3136500	1693	0.0539	1681	12	196.7389	3.2609
	Total	13912886	10416478	74.8693	10416466	12	99.9999	0.0001

Resolution No.13

Resolution required: (Ordinary/ Special)	ORDINARY - SPECIAL RESOLUTION for keeping the Register of Members, Index of Members, Register of Index of Debenture holders at the Office of Registrar & Share Transfer Agents of the Company, M/s Karvy Computershare Pvt. Ltd., Ahmedabad.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	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
	E-Voting	10414785	10414785	100.0000	10414785	0	100.0000	0.0000
	Poll	10414785	0	0.0000	00	0	0.0000	0.0000
Promoter and Promoter Group	Postal Ballot (if applicable)	10414785	0	0.0000	00	0	0.0000	0.0000
	Total	10414785	10414785	100	10414785	0	100	0
	E-Voting	361601	0	0.0000	00	0	0.0000	0.0000
	Poll	361601	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	Postal Ballot (if applicable)	361601	0	0.0000	00	0	0.0000	0.0000
	Total	361601	0	0	0	0	0	0
	E-Voting	3136500	321	0.0102	311	10	96.8847	3.1152
	Poll	3136500	1372	0.0437	1370	2	99.8542	0.1457
Public- Non Institutions	Postal Ballot (if applicable)	3136500	0	0.0000	00	0	0.0000	0.0000
	Total	3136500	1693	0.0539	1681	12	196.7389	3.2609
	Total	13912886	10416478	74.8693	10416466	12	99.9999	0.0001

For, Matfial Industries Limited


ASHISH A. KARANJI
Company Secretary





UMESH VED & ASSOCIATES
Company Secretaries

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FORM NO. MGT-13

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to section 108 & 109 of the Companies Act, 2013 and Companies
(Management and Administration) Rules, 2014 as amended]

To,
The Chairman,
Mafatlal Industries Limited
301-302, Heritage Horizon,
3rd Floor, Off: C.G. Road,
Navrangpura,
Ahmedabad-380009

**Re: 102nd Annual General Meeting (AGM) of Mafatlal Industries Limited held
on Thursday, the 11th August, 2016 at 11:00a.m. at J.B. Auditorium,
Ahmedabad Management Association, ATIRA Campus, Dr. Vikram
Sarabhai Marg, Vastrapur, Ahmedabad-380015, Gujarat**

Dear Sir,

I, Umesh Ved, Proprietor of M/s. Umesh Ved & Associates, Company Secretaries, Ahmedabad, was appointed as Scrutinizer for the purpose of scrutinizing the Remote E-Voting process and voting at the Annual General Meeting ("AGM") pursuant to Section 108 & 109 of the Companies Act, 2013 read with rule 20 of Companies (Management and Administration) Rules, 2014, as amended on the resolutions contained in the Notice to the 102nd AGM of the Members of "Mafatlal Industries Limited" (the Company) held on Thursday, the 11th August, 2016 at 11:00 a.m. at J.B. Auditorium, Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Vastrapur, Ahmedabad-380015, Gujarat



My responsibility as a scrutinizer for the voting process is restricted to preparing a Scrutinizer's Report of the vote cast "in favour" or "against" the resolution(s) based on the reports generated from the Remote e-voting system provided by the Karvy Computershare Private Limited (the Agency/ service provider) and the Polling at the AGM.

I submit my report as under:

1. The shareholders of the Company holding shares as on the "cut-off" date 4th August, 2016, were entitled to vote on the proposed resolutions as set out in item nos. 1 to 13 in the Notice of the 102nd AGM of Mafatlal Industries Limited.
2. The facility provided for Remote E-Voting commenced from 9.00 A.M. on Monday, the 8th August, 2016 and ended on 5.00 P.M. on Wednesday, the 10th August, 2016. The Remote E -voting facility was blocked thereafter.
3. At the venue of the AGM the facility to cast vote by poll was provided to facilitate those members present at the AGM who could not participate through Remote E-voting, to record their votes. After counting of the votes conducted at the venue of the AGM through electronic means process, the votes cast through Remote E-voting were unblocked by me in the presence of two witnesses, namely, Ms. Jasmin Majithia and Ms. Pinaj Jain who are not in employment of the company, They have signed below in confirmation of the votes being unblocked in their presence.

J. H. Majithia.

Jasmin Majithia

Pinaj

Pinaj Jain

4. The voting done through Remote E-voting and Polling at the meeting were reconciled with the records maintained by the RTA and the authorizations / proxies lodged with the Company.



5. The result of the Remote e-voting as well as Polling at the AGM is as under:

- (a). **Ordinary Resolution for Adoption of Audited Financial Statements including Statement of Profit & Loss for the year ended 31st March, 2016 Balance sheet as at date, the Directors' Report and the Auditor's Report thereon**

Voted in Favour of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
E voting	117	10415096	99.99%
Poll	31	1372	99.85%
Total	156	10416468	99.99%

Voted against of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
E voting	2	10	0.0001
Poll	1	2	0.1456
Total	3	12	0.0001

- (b) **Ordinary Resolution for Declaration of Dividend.**

Voted in Favour of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
E voting	117	10415096	99.99%
Poll	31	1372	99.85%
Total	156	10416468	99.99%



Voted against of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
E voting	2	10	0.0001
Poll	1	2	0.1456
Total	3	12	0.0001

(c) **Ordinary Resolution** to Appointment of Shri H. A. Mafatlal as Director, who retires by rotation.

Voted in Favour of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
E voting	115	10415065	99.99%
Poll	31	1372	100%
Total	146	10416437	99.99%

Voted against of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
E voting	2	10	0.0001
Poll	0	0	0
Total	2	10	0.0001



- (d) **Ordinary Resolution** to Ratify the appointment of M/s. Deloitte Haskins & Sells, Vadodara, as the Auditors of the Company to hold office from the conclusion of 102nd AGM until the conclusion of 103rd Annual General Meeting and authorise the Board of Directors to fix their remuneration.

Voted in Favour of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
E voting	117	10415096	99.99%
Poll	31	1372	100%
Total	148	10416468	99.99%

Voted against of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
E voting	2	10	0.0001
Poll	0	0	0
Total	2	10	0.0001

- (e) **Ordinary Resolution** to Appointment of Shri Aniruddha P. Deshmukh as Director of the Company

Voted in Favour of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
E voting	115	10415065	99.99%



Poll	30	1370	99.85%
Total	145	10416435	99.99%

Voted against of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
E voting	2	10	0.0001
Poll	1	2	0.1458
Total	3	12	0.0001

- (f) **SPECIAL RESOLUTION** for Appointment of Shri Aniruddha P. Deshmukh as Managing Director & Chief Executive Officer of the Company for a period of Five years with effect from 13th August, 2015.

Voted in Favour of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
E voting	115	10415065	99.99%
Poll	30	1370	99.85%
Total	145	10416435	99.99%

Voted against of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
E voting	2	10	0.0001
Poll	1	2	0.1458
Total	3	12	0.0001



- (g) **Ordinary Resolutions** to Ratify the Appointment of M/s. Sorab S. Engineer & Company, Mumbai, Chartered Accountants, to hold Office from the conclusion of 102nd AGM until the conclusion of 103rd AGM and to fix their remuneration, as may be recommended by the Audit Committee and determined by the Board of Directors.

Voted in Favour of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
E voting	117	10415096	99.99%
Poll	31	1372	100%
Total	148	10416468	99.99%

Voted against of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
E voting	2	10	0.0001
Poll	0	0	0
Total	2	10	0.0001



- (h) **Ordinary Resolution** to Ratify the Appointment of M/s. C.C. Chokshi & Company, Ahmedabad, Chartered Accountants, to hold Office from the conclusion of 102nd AGM until the conclusion of 103rd AGM and to fix their remuneration, as may be recommended by the Audit Committee and determined by the Board of Directors

Voted in Favour of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
E voting	117	10415096	99.99%
Poll	30	1370	99.85%
Total	147	10416466	99.99%

Voted against of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
E voting	2	10	0.0001
Poll	1	2	0.1458
Total	3	12	0.0001

- (i) **SPECIAL RESOLUTION** for waiver of excess payment of Managerial Remuneration paid during the year 2015-16 to Shri V.P. Mafatlal.

Voted in Favour of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
E voting	115	10415065	99.99%
Poll	31	1372	100.00%
Total	146	10416437	99.99%



Voted against of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
E voting	2	10	0.0001
Poll	0	0	0.0000
Total	2	10	0.0001

- (j) **SPECIAL RESOLUTION** for waiver of excess payment of Managerial Remuneration paid during the year 2015-16 to Shri Rajiv Dayal (upto 12.08.2015).

Voted in Favour of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
E voting	115	10415065	99.99%
Poll	30	1370	99.85%
Total	145	10416435	99.99%

Voted against of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
E voting	2	10	0.0001
Poll	1	2	0.1485
Total	3	12	0.0001



- (k) **SPECIAL RESOLUTION** for waiver of excess payment of Managerial Remuneration paid during the year 2015-16 to Shri Aniruddha P. Deshmukh (from 13th August, 2015).

Voted in Favour of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
E voting	115	10415065	99.99%
Poll	31	1372	100.00%
Total	146	10416437	99.99%

Voted against of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
E voting	2	10	0.0001
Poll	0	0	0.0000
Total	2	10	0.0001

- (L) **ORDINARY RESOLUTION** under Section 148 (3) of the Companies Act, 2013 for approval of remuneration payable to Shri B.C. Desai, Cost Accountant, Ahmedabad as the Cost Auditor of the Company for the year 2016-17.

Voted in Favour of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
E voting	117	10415096	99.99%
Poll	30	1370	99.85%
Total	147	10416466	99.99%



Voted against of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
E voting	2	10	0.0001
Poll	1	2	0.1458
Total	3	12	0.0001

(M) **SPECIAL RESOLUTION** for keeping the Register of Members, Index of Members, Register of Index of Debenture holders at the Office of Registrar & Share Transfer Agents of the Company, M/s Karvy Computershare Pvt. Ltd., Ahmedabad.

Voted in Favour of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
E voting	117	10415096	99.99%
Poll	30	1370	99.85%
Total	147	10416466	99.99%

Voted against of the Resolution

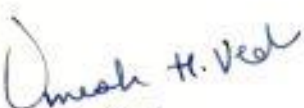
Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
E voting	2	10	0.0001
Poll	1	2	0.1458
Total	3	12	0.0001



6. Five polling papers were found Invalid.
7. All the resolutions mentioned in the AGM Notice as per details above accordingly stand passed with requisite majority.
8. The Electronic data and all other relevant records relating to Remote e-voting and electronic voting conducted at the AGM is under my safe custody and all will be handled over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of AGM.

Thanking You,

Yours faithfully,


Umesh Ved
FCS: 4411
CP : 2924

Date: 11th August, 2016

Place: Ahmedabad



MAFATLAL INDUSTRIES LIMITED


(H. A. MAFATLAL)
CHAIRMAN

For, Mafatlal Industries Limited


Director