

	MAFATLAL INDUSTRIES LTD
Date of the AGM/EGM	31-07-2018
Total number of shareholders on record date	103757
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	54
Public:	171
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1							
Resolution required: (Ordinary/ Special)	ORDINARY - Adoption of Audited Financial Statements (Standalone & Consolidated both) including the statement of Profit and loss for the Year ended 31st March, 2018 and Balance sheet as at date, the Directors' Report and Auditors' Report thereon with the Annexure thereto.							
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	10414581	4288043	41.1735	4288043	0	100.0000	0.0000
	Poll		6125752	58.8190	6125752	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		10413795	99.9925	10413795	0	100.0000	0.0000
Public- Institutions	E-Voting	360656	0	0.0000	00	0	0.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		0	0	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	3137649	302	0.0096	292	10	96.6887	3.3112
	Poll		360	0.0115	354	6	98.3333	1.6666
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		662	0.0211	646	16	97.5831	2.4169
Total		13912886	10414457	74.8548	10414441	16	99.9998	0.0002

FOR KARNY COMPUTERSHARE PVT LTD



ANANDA MOOLYA

Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Shri Aniruddha P Deshmukh, a 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	10414581	4288043	41.1735	4288043	0	100.0000	0.0000
	Poll		6125752	58.8190	6125752	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		10413795	99.9925	10413795	0	100.0000	0.0000
Public- Institutions	E-Voting	360656	0	0.0000	00	0	0.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		0	0	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	3137649	302	0.0096	292	10	96.6887	3.3112
	Poll		360	0.0115	354	6	98.3333	1.6666
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		662	0.0211	646	16	97.5831	2.4169
Total		13912886	10414457	74.8548	10414441	16	99.9998	0.0002

FOR KARY COMPUTER SHARE AT UD

ANANDA MOOLYA



Resolution No.	3							
Resolution required: (Ordinary/ Special)	ORDINARY - Ratification Appointment of M/s. Price Waterhouse Chartered Accountants LLP, as Auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of 108th Annual General Meeting.							
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	10414581	4288043	41.1735	4288043	0	100.0000	0.0000
	Poll		6125752	58.8190	6125752	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total			10413795	99.9925	10413795	0	100.0000
Public- Institutions	E-Voting	360656	0	0.0000	00	0	0.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total			0	0	0	0	0.0000
Public- Non Institutions	E-Voting	3137649	302	0.0096	292	10	96.6887	3.3112
	Poll		360	0.0115	354	6	98.3333	1.6666
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total			662	0.0211	646	16	97.5831
	Total	13912886	10414457	74.8548	10414441	16	99.9998	0.0002

Resolution No.	4							
Resolution required: (Ordinary/ Special)	SPECIAL - Special Resolution for approval of Managerial Remuneration to Shri Aniruddha P. Deshmukh for the remaining term of two years i.e. from 13th August, 2018 to 12th August, 2020 pursuant to provision of Schedule V to the Companies Act, 2013 including waiver.							
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	10414581	4288043	41.1735	4288043	0	100.0000	0.0000
	Poll		6125752	58.8190	6125752	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		10413795	99.9925	10413795	0	100.0000	0.0000
Public- Institutions	E-Voting	360656	0	0.0000	00	0	0.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		0	0	0	0	0.0000	0.0000



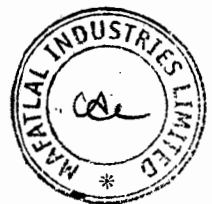
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Public- Non Institutions	E-Voting	3137649	302	0.0096	292	10	96.6887	3.3112
	Poll		360	0.0115	354	6	98.3333	1.6666
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		662	0.0211	646	16	97.5831	2.4169
	Total	13912886	10414457	74.8548	10414441	16	99.9998	0.0002

Resolution No.	5							
Resolution required: (Ordinary/ Special)	ORDINARY - 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 2018-19.							
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	10414581	4288043	41.1735	4288043	0	100.0000	0.0000
	Poll		6125752	58.8190	6125752	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total			10413795	99.9925	10413795	0	100.0000
Public- Institutions	E-Voting	360656	0	0.0000	00	0	0.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total			0	0	0	0	0.0000
Public- Non Institutions	E-Voting	3137649	302	0.0096	292	10	96.6887	3.3112
	Poll		360	0.0115	354	6	98.3333	1.6666
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total			662	0.0211	646	16	97.5831
	Total	13912886	10414457	74.8548	10414441	16	99.9998	0.0002

FOR KARY COMPUTER SHARE ATTD

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Resolution No.	6							
Resolution required: (Ordinary/ Special)	ORDINARY - Ordinary Resolution for approval of reclassification of certain Persons/Entities as Non-Promoter/Public shareholders as per Resolution.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
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	10414581	4288043	41.1735	4288043	0	100.0000	0.0000
	Poll		2390880	22.9570	2390880	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		6678923	64.1305	6678923	0	100.0000	0.0000
Public- Institutions	E-Voting	360656	0	0.0000	00	0	0.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		0	0	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	3137649	302	0.0096	292	10	96.6887	3.3112
	Poll		360	0.0115	354	6	98.3333	1.6666
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		662	0.0211	646	16	97.5831	2.4169
Total	Total	13912886	6679585	48.0101	6679569	16	99.9998	0.0002

For, Mafatlal Industries Limited

FOR KARYA COMPUTERSHARE PVT LTD


ASHISH A. KARANJI
Company Secretary


ANANDA. INDOLYA



ANNEXURE-111

UMESH VED & ASSOCIATES
Company Secretaries

304, Shoppers Plaza-V. Opp. Municipal Market, C. G. Road, Navrangpura, Ahmedabad - 380 009.
Telefax : (O) +91 79 26464153, 48904153 • Moblie +91 98250 35998
E mail : info@umeshvedcs.com, umeshvedcs.office@airtelmail.in • Website : www.umeshvedcs.com

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: 104th Annual General Meeting (AGM) of Mafatlal Industries Limited held on Tuesday, the 31st July, 2018 at 10:00 a.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 104th AGM of the Members of "Mafatlal Industries Limited" (the Company) held on Tuesday, the 31st July, 2018 at 10:00 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 votes casted "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:

- i. The shareholders of the Company holding shares as on the "cut-off" date 24th July, 2018, were entitled to vote on the proposed resolutions as set out in item nos. 1 to 6 in the Notice of the 104th AGM of Mafatlal Industries Limited.



Continuation Sheet

Umesh Ved & Associates

- ii. The facility provided for Remote E-Voting commenced from 9.00 A.M. on Saturday, the 28th July, 2018 and ended on 5.00 P.M. on Monday, the 30th July, 2018. The Remote E -voting facility was blocked thereafter.
- iii. 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 Ballot, the votes cast through Remote E- voting were unblocked by me in the presence of two witnesses, namely, Ms. Jasmin Majithia and Ms. Rakshita Sharma 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

Rakshita

Rakshita Sharma

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

- (1). **ORDINARY RESOLUTION** Adoption of Audited Financial Statements (Standalone & Consolidated both) including the statement of Profit and Loss for the year ended 31st March, 2018 and the Balance sheet as at date, the Director's Report and Auditors' 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	54	4288335	99.9998%
Poll	34	6126106	99.9999%
Total	88	104144441	99.9998%

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	0.0002%
Poll	1	6	0.0001%
Total	3	16	0.0002%



- (2) **ORDINARY RESOLUTION** Re-appointment of Shri Aniruddha P Deshmukh, a 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	54	4288335	99.9998%
Poll	34	6126106	99.9999%
Total	88	104144441	99.9998%

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	0.0002%
Poll	1	6	0.0001%
Total	3	16	0.0002%

- (3) **ORDINARY RESOLUTION** for ratification of appointment of M/s. Price Waterhouse Chartered Accountants LLP, as Auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of 108th Annual General Meeting.

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	54	4288335	99.9998%
Poll	34	6126106	99.9999%
Total	88	104144441	99.9998%

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	0.0002%
Poll	1	6	0.0001%
Total	3	16	0.0002%



- (4) **SPECIAL RESOLUTION** for approval of Managerial Remuneration to Shri Aniruddha P. Deshmukh for the remaining term of two years i.e. from 13th August, 2018 to 12th August, 2020 pursuant to provision of Schedule V to the Companies Act, 2013.

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	54	4288335	99.9998%
Poll	34	6126106	99.9999%
Total	88	104144441	99.9998%

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	0.0002%
Poll	1	6	0.0001%
Total	3	16	0.0002%

- (5) **ORDINARY RESOLUTION** for approval of remuneration payable to Shri B. C. Desai, Cost Accountant, Ahmedabad as the Cost Auditor of the Company for the year 2018-19.

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	54	4288335	99.9998%
Poll	34	6126106	99.9999%
Total	88	104144441	99.9998%

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	0.0002%
Poll	1	6	0.0001%
Total	3	16	0.0002%



- (6) **ORDINARY RESOLUTION** for approval of reclassification of certain Persons/Entities as Non-Promoter/Public shareholders as per Resolution.

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	54	4288335	99.9998%
Poll	31	2391234	99.9997%
Total	85	6679569	99.9998%

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	0.0002%
Poll	1	6	0.0003%
Total	3	16	0.0002%

- vi. 5 polling papers holding 60 shares were found Invalid and 3 shareholders holding 37,34,872 shares abstained from voting for the resolution No. 6.
- vii. All the resolutions mentioned in the AGM Notice as per details above accordingly stand passed with requisite majority.
- viii. 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 handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of AGM.

Thanking You,

Yours faithfully,

Umesh H. Ved

Umesh Ved

FCS No : 4411

CP No : 2924

Date: 31st July, 2018

Place: Ahmedabad

For, MAFATLAL INDUSTRIES LIMITED

Hrishikesh Mafatlal

Mr. Hrishikesh Mafatlal

(Chairman of the Meeting)

Vilas R. Gupta

Mr. VILAS. R. GUPTA

(Chairman for Resolution no. 6)

