

## Annexure - II

	MAFATLAL INDUSTRIES LTD
Date of the AGM/EGM	02-08-2019
Total number of shareholders on record date	101582
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	18
Public:	195
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, 2019 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	1,00,28,249	1,00,28,249	100.0000	1,00,28,249	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,00,28,249	100.0000	1,00,28,249	0	100.0000	0.0000
Public- Institutions	E-Voting	3,60,690	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	35,23,947	1,89,638	5.3814	1,89,628	10	99.9947	0.0052
	Poll		3,158	0.0896	3,152	6	99.8100	0.1899
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,92,796	5.471	1,92,780	16	99.9917	0.0083
Total		1,39,12,886	1,02,21,045	73.4646	1,02,21,029	16	99.9998	0.0002



Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Shri Hrishikesh A Mafalal, a Director who retires by rotation.							
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	1,00,28,249	1,00,28,249	100.0000	1,00,28,249	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,00,28,249	100.0000	1,00,28,249	0	100.0000	0.0000
Public- Institutions	E-Voting	3,60,690	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	35,23,947	1,89,638	5.3814	1,89,628	10	99.9947	0.0052
	Poll		3,158	0.0896	3,152	6	99.8100	0.1899
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,92,796	5.471	1,92,780	16	99.9917	0.0083
	Total	1,39,12,886	1,02,21,045	73.4646	1,02,21,029	16	99.9998	0.0002



Resolution No.	3							
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 2019-20.							
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	1,00,28,249	1,00,28,249	100.0000	1,00,28,249	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,00,28,249	100.0000	1,00,28,249	0	100.0000	0.0000
Public- Institutions	E-Voting	3,60,690	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	35,23,947	1,89,638	5.3814	1,89,628	10	99.9947	0.0052
	Poll		3,152	0.0894	3,145	7	99.7779	0.2220
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,92,790	5.4708	1,92,773	17	99.9912	0.0088
	Total	1,39,12,886	1,02,21,039	73.4645	1,02,21,022	17	99.9998	0.0002



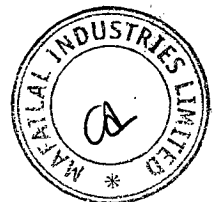
Resolution No.	4							
Resolution required: (Ordinary/ Special)	ORDINARY - Ordinary Resolution under sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder read with SEBI Listing Obligations and Disclosure Requirements Regulations, 2015 for appointment of Shri Atul K Srivastava, as an Independent Director of the Company, not liable to retire by rotation, for a period of 5 consecutive years from 5th August, 2019 to 4th August, 2024.							
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	1,00,28,249	1,00,28,249	100.0000	1,00,28,249	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,00,28,249	100.0000	1,00,28,249	0	100.0000	0.0000
Public- Institutions	E-Voting	3,60,690	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	35,23,947	1,89,638	5.3814	1,89,628	10	99.9947	0.0052
	Poll		3,158	0.0896	3,145	13	99.5883	0.4116
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,92,796	5.471	1,92,773	23	99.9881	0.0119
Total		1,39,12,886	1,02,21,045	73.4646	1,02,21,022	23	99.9998	0.0002



Resolution No.	5							
Resolution required: (Ordinary/ Special)	SPECIAL - Special Resolution under sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder read with SEBI Listing Obligations and Disclosure Requirements Regulations, 2015 for appointment of Shri Vilas R Gupte, as an Independent Director of the Company, not liable to retire by rotation, for a period of 5 consecutive years from 5th August, 2019 to 4th August, 2024 and that such term be continued notwithstanding that he shall cross the age of 75 years during such tenure.							
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	1,00,28,249	1,00,28,249	100.0000	1,00,28,249	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,00,28,249	100.0000	1,00,28,249	0	100.0000	0.0000
Public- Institutions	E-Voting	3,60,690	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	35,23,947	1,89,638	5.3814	1,89,628	10	99.9947	0.0052
	Poll		3,158	0.0896	3,145	13	99.5883	0.4116
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,92,796	5.471	1,92,773	23	99.9881	0.0119
Total		1,39,12,886	1,02,21,045	73.4646	1,02,21,022	23	99.9998	0.0002



Resolution No.	6							
Resolution required: (Ordinary/ Special)	SPECIAL - Special Resolution under sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder read with SEBI Listing Obligations and Disclosure Requirements Regulations, 2015 for appointment of Shri Pradip N Kapadia, as an Independent Director of the Company, not liable to retire by rotation, for a period of 5 consecutive years from 5th August 2019 to 4th August, 2024.							
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	1,00,28,249	1,00,28,249	100.0000	1,00,28,249	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,00,28,249	100.0000	1,00,28,249	0	100.0000	0.0000
Public- Institutions	E-Voting	3,60,690	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	35,23,947	1,89,638	5.3814	1,89,628	10	99.9947	0.0052
	Poll		3,158	0.0896	3,145	13	99.5883	0.4116
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,92,796	5.471	1,92,773	23	99.9881	0.0119
	Total	1,39,12,886	1,02,21,045	73.4646	1,02,21,022	23	99.9998	0.0002





Resolution No.	7							
Resolution required: (Ordinary/ Special)	SPECIAL - Special Resolution under sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder read with SEBI Listing Obligations and Disclosure Requirements 2015 for appointment of Smt. Latika P Pradhan, as an Independent Director of the Company, not liable to retire by rotation, for a second term for a period of 5 consecutive years from 17th April, 2020 to 16th April, 2025.							
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	1,00,28,249	1,00,28,249	100.0000	1,00,28,249	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,00,28,249	100.0000	1,00,28,249	0	100.0000	0.0000
Public- Institutions	E-Voting	3,60,690	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	35,23,947	1,89,638	5.3814	1,89,628	10	99.9947	0.0052
	Poll		3,158	0.0896	3,152	6	99.8100	0.1899
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,92,796	5.471	1,92,780	16	99.9917	0.0083
Total		1,39,12,886	1,02,21,045	73.4646	1,02,21,029	16	99.9998	0.0002



Resolution No.	8							
Resolution required: (Ordinary/ Special)	SPECIAL - Special Resolution under sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder read with SEBI Listing Obligations and Disclosure Requirements Regulations, 2015 for appointment of Shri Gautam G Chakravarti, as an Independent Director of the Company, not liable to retire by rotation, for a second term for a period of 5 consecutive years from 30th May, 2020 to 29th May, 2025.							
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	1,00,28,249	1,00,28,249	100.0000	1,00,28,249	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,00,28,249	100.0000	1,00,28,249	0	100.0000	0.0000
Public- Institutions	E-Voting	3,60,690	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	35,23,947	1,89,638	5.3814	1,89,628	10	99.9947	0.0052
	Poll		3,152	0.0894	3,152	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,92,790	5.4708	1,92,780	10	99.9948	0.0052
Total		1,39,12,886	1,02,21,039	73.4645	1,02,21,029	10	99.9999	0.0001





Resolution No.	9							
Resolution required: (Ordinary/ Special)	SPECIAL - Special Resolution under sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder read with SEBI Listing Obligations and Disclosure Requirements Regulations, 2015 for appointment of Shri Sujal A Shah, as an Independent Director of the Company, not liable to retire by rotation, for a second term for a period of 5 consecutive years from 30th May, 2020 to 29th May, 2025.							
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	1,00,28,249	1,00,28,249	100.0000	1,00,28,249	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,00,28,249	100.0000	1,00,28,249	0	100.0000	0.0000
Public- Institutions	E-Voting	3,60,690	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	35,23,947	1,89,638	5.3814	1,89,628	10	99.9947	0.0052
	Poll		3,158	0.0896	3,152	6	99.8100	0.1899
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,92,796	5.471	1,92,780	16	99.9917	0.0083
Total	Total	1,39,12,886	1,02,21,045	73.4646	1,02,21,029	16	99.9998	0.0002



Resolution No.	10							
Resolution required: (Ordinary/ Special)	ORDINARY - Ordinary Resolution for approval of reclassification of certain PersonsEntities as Non-PromoterPublic shareholders as per the Resolution mentioned in the Notice.							
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	1,00,28,249	1,00,28,249	100.0000	1,00,28,249	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,00,28,249	100.0000	1,00,28,249	0	100.0000	0.0000
Public- Institutions	E-Voting	3,60,690	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	35,23,947	1,89,638	5.3814	1,89,628	10	99.9947	0.0052
	Poll		3,099	0.0879	3,099	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,92,737	5.4693	1,92,727	10	99.9948	0.0052
	Total	1,39,12,886	1,02,20,986	73.4642	1,02,20,976	10	99.9999	0.0001





Annexure - III

**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,  
3<sup>rd</sup> Floor, Off. C.G. Road,  
Navrangpura,  
Ahmedabad-380009.

**Re: 105<sup>th</sup> Annual General Meeting (AGM) of Mafatlal Industries Limited held on Friday, the 2<sup>nd</sup> August, 2019 at 10:00 a.m. at J.B. Auditorium, Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Vastrapur, Ahmedabad-380015, Gujarat.**

Dear Sir,

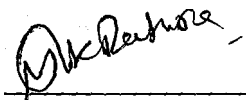
I, Umesh Ved, Proprietor of M/s. Umesh Ved & Associates, Company Secretaries, Ahmedabad, was appointed as Scrutinizer for the purpose of scrutinizing the Remote E-Voting process and voting at the Annual General Meeting ("AGM") pursuant to Section 108 & 109 of the Companies Act, 2013 read with rule 20 of Companies (Management and Administration) Rules, 2014, as amended on the resolutions contained in the Notice to the 105<sup>th</sup> AGM of the Members of "Mafatlal Industries Limited" (the Company) held on Friday, the 02<sup>nd</sup> August, 2019 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 Fintech Private Limited (the Agency/ service provider) and the Polling at the AGM.

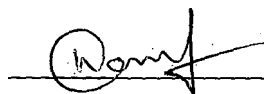


I submit my report as under:

- i. The shareholders of the Company holding shares as on the "cut-off" date 26<sup>th</sup> July, 2019, were entitled to vote on the proposed resolutions as set out in item nos. 1 to 10 in the Notice of the 105<sup>th</sup> AGM of Mafatlal Industries Limited.
- ii. The facility provided for Remote E-Voting commenced from 9.00 A.M. on Tuesday, the 30<sup>th</sup> July, 2019 and ended on 5.00 P.M. on Thursday, the 1<sup>st</sup> August, 2019. 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, Mr. Madhavsingh Rathore and Mr. Hemantsingh Jhala who are not in employment of the company. They have signed below in confirmation of the votes being unblocked in their presence.



Madhavsingh Rathore



Hemantsingh Jhala

- 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** for Adoption of Audited Financial Statements (Standalone & Consolidated both) including the statement of Profit and Loss for the year ended 31st March, 2019 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	34	10217877	99.9999
Poll	42	3152	99.8100
Total	76	10221029	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	0.0001
Poll	1	6	0.1900
Total	3	16	0.0002

- (2) **ORDINARY RESOLUTION** for Re-appointment of Shri Hrishikesh A. Mafatlal, 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	34	10217877	99.9999
Poll	42	3152	99.8100
Total	76	10221029	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	0.0001
Poll	1	6	0.1900
Total	3	16	0.0002

- (3) **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 2019-20.

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	34	10217877	99.9999
Poll	40	3145	99.7780
Total	74	10221022	99.9999



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	2	7	0.2220
Total	4	17	0.0001

- (4) **ORDINARY RESOLUTION** under sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for appointment of Shri Atul K Srivastava, as an Independent Director of the Company, not liable to retire by rotation, for a period of 5 consecutive years from 5th August, 2019 to 4th August, 2024.

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	34	10217877	99.9999
Poll	40	3145	99.5883
Total	74	10221022	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	0.0001
Poll	3	13	0.4117
Total	5	23	0.0002





- (5) **SPECIAL RESOLUTION** under sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for appointment of Shri Vilas R Gupte, as an Independent Director of the Company, not liable to retire by rotation, for a period of 5 consecutive years from 5th August, 2019 to 4th August, 2024 and that such term be continued notwithstanding that he shall cross the age of 75 years during such tenure.

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	34	10217877	99.9999
Poll	40	3145	99.5883
Total	74	10221022	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	0.0001
Poll	3	13	0.4117
Total	5	23	0.0002

- (6) **SPECIAL RESOLUTION** under sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for appointment of Shri Pradip N Kapadia, as an Independent Director of the Company, not liable to retire by rotation, for a period of 5 consecutive years from 5th August 2019 to 4th August, 2024.

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	34	10217877	99.9999
Poll	40	3145	99.5883
Total	74	10221022	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	0.0001
Poll	3	13	0.4117
Total	5	23	0.0002

- (7) **SPECIAL RESOLUTION** under sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder read with SEBI (Listing Obligations and Disclosure Requirements) 2015 for appointment of Smt. Latika P Pradhan, as an Independent Director of the Company, not liable to retire by rotation, for a second term for a period of 5 consecutive years from 17th April, 2020 to 16th April, 2025

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	34	10217877	99.9999
Poll	42	3152	99.8100
Total	76	10221029	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	0.0001
Poll	1	6	0.1900
Total	3	16	0.0002

- (8) **SPECIAL RESOLUTION** under sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for appointment of Shri Gautam G Chakravarti, as an Independent Director of the Company, not liable to retire by rotation, for a second term for a period of 5 consecutive years from 30th May, 2020 to 29th May, 2025.

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	34	10217877	99.9999
Poll	42	3152	100.00
Total	76	10221029	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	0.0001
Poll	0	0	0
Total	2	10	0.0001

- (9) **SPECIAL RESOLUTION** under sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for appointment of Shri Sujal A Shah, as an Independent Director of the Company, not liable to retire by rotation, for a second term for a period of 5 consecutive years from 30th May, 2020 to 29th May, 2025.

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	34	10217877	99.9999
Poll	42	3152	99.8100
Total	76	10221029	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	0.0001
Poll	1	6	0.1900
Total	3	16	0.0002

- (10) **ORDINARY RESOLUTION** for approval of reclassification of certain Persons/Entities as Non-Promoter/Public shareholders as per the Resolution mentioned in the Notice.

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	34	10217877	99.9999
Poll	39	3099	100.00
Total	73	10220976	99.9999



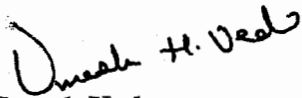
Voted against of the Resolution

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

- vi. 15 polling papers holding 317 shares were found Invalid.
- 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 Ved  
Umesh Ved & Associates  
Company Secretaries  
FCS No: 4411  
CP No: 2924



  
Mr. Hrishukesh Arvind Mafatlal  
Director

Date: 02/08/2019  
Place: Ahmedabad