

*Mafatlal*

MAFATLAL INDUSTRIES LIMITED

Corporate identification No. L17110GJ1913PLC000035

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

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

Corp. Off.: Kaledonia Building, 6th Floor, Opp. Vijay Nagar Society,  
Sahar Road, Off Western Express Highway, Andheri (East), Mumbai 400 069

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

E-Mail id : ahmedabad@mafatlals.com

August 06, 2014

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

BSE Code : 500264

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

ASE Code : 34100

Dear Sirs,

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

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

Kindly take the same on record.

Thanking you,

Yours faithfully,  
For MAFATLAL INDUSTRIES LIMITED

  
ASHISH KARANJI  
AUTHORISED SIGNATORY

Encl: As above.



ARVIND MAFATLAL GROUP  
The ethics of excellence

*Mafatlal*

MAFATAL INDUSTRIES LIMITED

Corporate Office : Kaledonia, Office No. 3, 6th Floor,  
Sahar Road, Andheri (E), Mumbai - 400 069.  
T: 91 22 6771 3800 F: 91 22 6771 3924 / 25  
website : www.mafatals.com  
Regd. Office : Asarwa Road, Ahmedabad 380 016..India  
T: 91 79 2212.3944/45 F: 91 79 2212.3045

CIN: L17110GJ1913PLC000035

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

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

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

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

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

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

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

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

1



ARVIND MAFATAL GROUP  
The ethics of excellence

*Mafatlal*

MAFATAL INDUSTRIES LIMITED

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

CIN: L17110GJ1913PLC000035

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

2

*H*



ARVIND MAFATAL GROUP  
The ethics of excellence

*Mafatlal*

MAFATLAL INDUSTRIES LIMITED

Corporate Office : Kaledonia, Office No. 3, 6th Floor,

Sahar Road, Andheri (E), Mumbai - 400 069.

T: 91 22 6771 3800 F: 91 22 6771 3924 / 25

website : www.mafatals.com

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

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

CIN: L17110GJ1913PLC000035

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



*Mafatlal*

MAFATAL INDUSTRIES LIMITED

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

CIN: L17110GJ1913PLC000035

14. Ordinary Resolution under section 148(3) and any other applicable provisions of the Companies Act, 2013 and rules made there under for approval of remuneration of Cost Auditor - Shri I. V. Jagtiani for FY. 2014-15.	275	8559343	3	30	99.999650%	0.000350%
15. Ordinary Resolution under section 148(3) and any other applicable provisions of the Companies Act, 2013 and rules made there under for approval of remuneration of Cost Auditor - Shri B. C. Desai for FY. 2014-15.	273	8559340	3	30	99.999650%	0.000350%
16. Special Resolution under section 94 and other applicable provisions of the Companies Act, 2013 for approval of keeping all documents mentioned u/s 88 of the Companies Act, 2013 at the office of Registrar and Share Transfer Agents of the Company.	278	8559374	1	1	99.999988%	0.000012%

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

FOR MAFATAL INDUSTRIES LIMITED

*H A Mafatlal*

H A MAFATAL  
CHAIRMAN

Date: August 6, 2014

Encl:A/A



ARVIND MAFATAL GROUP  
The ethics of excellence



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

05.08.2014

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

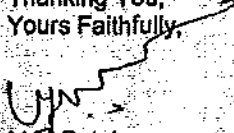
Dear Sir,

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


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

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

Thanking You,  
Yours Faithfully,

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



  
Sailesh A Gandhi

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

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

*consolidated*

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

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

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

Dear Sir,

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

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

OR

I/We did not find any poll papers invalid.

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

4. The result of the Poll is as under:

**Ordinary Resolution -1**

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

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
279	8559374	100

(ii) **Voted against the resolution**

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



0	0	0
---	---	---

(iii) Invalid votes :

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

**Ordinary Resolution -2**

To declare Dividend for the year 2013-14 on Equity Shares.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
276	8559370	99.999988

(ii) Voted against the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	1	0.000012

(iii) Invalid votes :

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

**Ordinary Resolution -3**

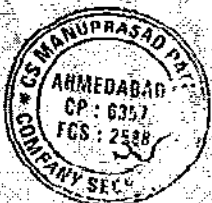
To appoint a Director in place of Shri H. A. Mafatlal (holding DIN 00009872), who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
276	8559371	100

(ii) Voted against the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	00	0



*[Handwritten signature]*



(iii) Invalid votes :

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

**Ordinary Resolution -4**

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

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
274	8559359	99.999871

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	11	0.000129

(iii) Invalid votes :

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

**Ordinary Resolution -5**

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

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
275	8559368	100



(ii) Voted against the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes :

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

**Ordinary Resolution -6**

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

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
274	8559358	99.999883

(ii) Voted against the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	10	0.000117

(iii) Invalid votes :

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



275	8559361	99.999883
-----	---------	-----------

(ii) Voted against the resolution

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

(iii) Invalid votes :

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

**Ordinary Resolution -9**

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

(i) Voted in favour of the resolution:

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

(ii) Voted against the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes :

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



**Ordinary Resolution -10**

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

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

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

**(ii) Voted against the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	11	0.000129

**(iii) Invalid votes :**

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

**Special Resolution -11**

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

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

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



7

(i) Voted in favour of the resolution:

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

(ii) Voted against the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	5	0.000058

(iii) Invalid votes :

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

**Special Resolution -12**

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

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

(i) Voted In favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
275	8559369	99.999977

(ii) Voted against the resolution

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





1	2	0.000023
---	---	----------

(iii) Invalid votes :

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

**Special Resolution -13**

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

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

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

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

(i) Voted In favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
272	8559330	99.999533

(ii) Voted against the resolution

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



(in person or by proxy)		
4	40	0.000467

(iii) Invalid votes :

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

**Ordinary Resolution -14**

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

(i) Voted in favour of the resolution:

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

(ii) Voted against the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	30	0.000350

(iii) Invalid votes :

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

**Ordinary Resolution -15**

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

(i) Voted in favour of the resolution:



*[Handwritten signature]*

whose votes were declared invalid	
7	67

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

Thanking you,  
 Yours faithfully,


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

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

  
 Shailash A. Gandhi

Names and Signature/s of the Scrutinizer/s



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

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



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

(ii) Voted against the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	30	0.000350

(iii) Invalid votes :

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

**Special Resolution -16**

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

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
278	8559374	99.999988

(ii) Voted against the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	1	0.000012

(iii) Invalid votes :

Total number of members (in person or by proxy)	Total number of votes cast by them



*[Handwritten signature]*



05.08.2014

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

Dear Sir,

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

Dated: 05.08.2014

M. M. Patel

Shailesh Gandhi

Witness- 1 Name & Signature  
P. ACHUTHAN NAIR

Witness- 2 Name & Signature  
TARAK C. PATEL