

CIN : L17110MH1892PLC000089

REGISTERED OFFICE : PLOT NO. 4, TTC INDUSTRIAL AREA, THANE BELAPUR ROAD,  
PO MILLENIUM BUSINESS PARK, NAVI MUMBAI - 400 710, MAHARASHTRA, INDIA.  
TEL.: 91 22 6516 2883, 6516 2890 FAX : 91 22 2778 0175  
E-MAIL: standardgrievances@rediffmail.com  
WEBSITE: www.standardindustries.co

TBP:SH:7:33:147

14<sup>th</sup> August, 2019

The Senior General Manager,  
(Listing Compliance Manager)  
BSE Limited  
24<sup>th</sup> Floor, P.J. Towers,  
Dalal Street,  
Fort,  
Mumbai - 400 001.  
**Scrip Code : 530017**

The Secretary,  
Listing Department,  
National Stock Exchange of India Ltd.,  
Exchange Plaza,  
Bandra Kurla Complex,  
Bandra (E),  
Mumbai - 400 051.  
**Symbol : SIL**

Dear Sirs,

Sub : Proceedings of the 122<sup>nd</sup> Annual General Meeting ("AGM") of the  
Company held on 13<sup>th</sup> August, 2019 and Voting Results  
Ref : Regulation 30 and 44(3) of SEBI (Listing Obligations and  
Disclosure Requirements) Regulations, 2015

This is to inform you that 122<sup>nd</sup> Annual General Meeting of the Company was  
held on Tuesday, the 13<sup>th</sup> August, 2019, at 3.00 p.m. at the The Park Navi  
Mumbai, Plot No. 1, Sector 10, CBD Belapur, Navi Mumbai - 400 614.

Enclosed please find the following disclosures in respect of the above :

1. Summary of Proceedings of the AGM as required under Regulation 30 of  
SEBI (Listing Obligations and Disclosure Requirements) Regulations,  
2015, read with Part-A of Schedule III of LODR Regulations, which is  
attached herewith as **Annexure - A**.
2. Voting Results of the AGM of the Company under Regulation 44(3) of  
SEBI (Listing Obligations and Disclosure Requirements) Regulations,  
2015, along with Combined Scrutinizer's Report which are attached  
herewith as **Annexure - B** and **Annexure - C** respectively.

...2/-

: 2 :

This is for your information and record.

Thanking you,

Yours faithfully,  
For and on behalf of  
STANDARD INDUSTRIES LIMITED,

*Panthaki*

(MRS. T.B. PANTHAKI)  
VICE PRESIDENT (LEGAL)  
& COMPANY SECRETARY

Encl:

c.

cc : National Securities Depository Ltd.,  
Trade World, 4<sup>th</sup> Floor,  
Kamala Mills Compound,  
Senapati Bapat Marg,  
Lower Parel,  
Mumbai - 400 013.

cc : Central Depository Services (India) Ltd.,  
Marathon Futurex, A-Wing,  
25<sup>th</sup> Floor, NM Joshi Marg,  
Lower Parel (east), Mumbai - 400 013

cc : M/s. Karvy Fintech Pvt. Ltd.,  
Karvy Selenium Tower B, Plot No.31/32,  
Gachibowli, Financial District,  
Nanakramguda,  
Hyderabad, Telengana - 500 032.

**Kind Attn: Mr. Anil Dalvi**

**Annexure - A****Summary of proceedings of the 122<sup>nd</sup> Annual General Meeting :**

The 122<sup>nd</sup> Annual General Meeting (AGM) of the Members of Standard Industries Limited ('the Company') was held on Tuesday, the 13<sup>th</sup> August, 2019, at 3.00 P.M. at the The Park Navi Mumbai, Plot No. 1, Sector 10, CBD Belapur, Navi Mumbai - 400 614. Shri K.J. Pardiwalla, Director, chaired the meeting. The requisite quorum being present, the Chairman called the meeting to order. The Chairman informed that the Company had provided the Members the facility to cast their vote electronically, on all Resolutions set forth in the Notice. Members who were present at the Annual General Meeting and had not cast their votes electronically were provided an opportunity to cast their votes at the end of the Meeting by ballot. It was further informed that there would be no voting by show of hands.

The following items of business, as per the Notice of AGM dated 30<sup>th</sup> May, 2019, were transacted at the Meeting :

**ORDINARY BUSINESS**

1. Adoption of Directors' Report, Audited Financial Statements for the year ended 31<sup>st</sup> March, 2019 & Auditors' Report thereon.
2. Re-appointment of Shri Pradeep R. Mafatlal, who retires by rotation.

**SPECIAL BUSINESS**

3. Re-appointment of Shri M.L.Apte as Non-Executive Independent Director and continuance of his directorship pursuant to Regulation 17(1A) of SEBI (LODR) Regulations, 2015 till expiry of his term on 13th August, 2022.
4. Re-appointment of Shri Shobhan Diwanji as Non-Executive Independent Director.
5. Re-appointment of Shri K.J.Pardiwalla as Non-Executive Independent Director and continuance of his directorship pursuant to Regulation 17(1A) of SEBI (LODR) Regulations, 2015 till expiry of his term on 9<sup>th</sup> February, 2023.
6. Approval of material related party transactions with Shanudeep Private Limited.

...2/-

: 2 :

The Board of Directors had appointed Mr. Kaushik Jhaveri, Proprietor, M/s. Kaushik. M. Jhaveri & Co., Practicing Company Secretary, as the Scrutinizer to supervise the e-voting and ballot voting process.

All the items of business as mentioned in the Notice convening the said Annual General Meeting have been transacted and all the Resolutions have been passed by the Shareholders by requisite majority either by remote e-voting or through voting by poll conducted at the Annual General Meeting.

The Annual General Meeting concluded at 3.25 p.m.

The combined Scrutinizer's Report dated 13<sup>th</sup> August, 2019, on remote e-voting and Poll has been received.

This is for your information and record.

Thanking you,

Yours faithfully,  
For and on behalf of  
STANDARD INDUSTRIES LIMITED,



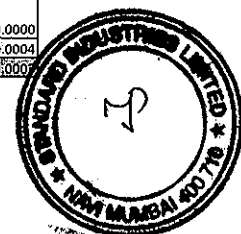
(MRS. T.B. PANTHAKI)  
VICE PRESIDENT (LEGAL)  
& COMPANY SECRETARY

|   |                         |
|---|-------------------------|
|   | STANDARD INDUSTRIES LTD |
| Date of the AGM/EGM   | 13-08-2019              |
| Total number of shareholders on record date                                   | 27946                   |
| No. of shareholders present in the meeting either in person or through proxy: |                         |
| Promoters and Promoter Group:   | 5                       |
| Public:   | 69                      |
| No. of Shareholders attended the meeting through Video Conferencing           |                         |
| Promoters and Promoter Group:   | Not Applicable          |
| Public:   | Not Applicable          |

|   |  |                        |                         |  |                              |                            |  |  |
|---|--|------------------------|-------------------------|--|------------------------------|----------------------------|--|--|
| Resolution No.  | 1  |                        |                         |  |                              |                            |  |  |
| Resolution required: (Ordinary)   | ORDINARY - ADOPTION OF DIRECTORS REPORT, AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019 AND AUDITORS 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   | 1,29,62,042            | 1,29,62,042             | 100.0000   | 1,29,62,042                  | 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  |                        | 1,29,62,042             | 100.0000   | 1,29,62,042                  | 0                          | 100.0000   | 0.0000   |
| Public- Institutions  | E-Voting   | 31,88,608              | 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                       | 0.0000   | 0                            | 0                          | 0.0000   | 0.0000   |
| Public- Non Institutions  | E-Voting   | 4,81,78,291            | 2,51,07,211             | 52.1131  | 2,51,07,102                  | 109                        | 99.9995  | 0.0004   |
|   | Poll   |                        | 5,015                   | 0.0104   | 5,015                        | 0                          | 100.0000   | 0.0000   |
|   | Postal Ballot (if applicable)  |                        | 0                       | 0.0000   | 0                            | 0                          | 0.0000   | 0.0000   |
|   | Total  |                        | 2,51,12,226             | 52.1235  | 2,51,12,117                  | 109                        | 99.9996  | 0.0004   |
| Total   |  | 64,93,941              | 3,80,72,268             | 58.6368  | 3,80,74,159                  | 109                        | 99.9997  | 0.0003   |

|   |   |                        |                         |  |                              |                            |  |  |
|---|---|------------------------|-------------------------|--|------------------------------|----------------------------|--|--|
| Resolution No.  | 2   |                        |                         |  |                              |                            |  |  |
| Resolution required: (Ordinary)   | ORDINARY - RE-APPOINTMENT OF SHRI PRADEEP R MAFATLAL 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  | 1,29,62,042            | 1,29,62,042             | 100.0000   | 1,29,62,042                  | 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   |                        | 1,29,62,042             | 100.0000   | 1,29,62,042                  | 0                          | 100.0000   | 0.0000   |
| Public- Institutions  | E-Voting  | 31,88,608              | 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                       | 0.0000   | 0                            | 0                          | 0.0000   | 0.0000   |
| Public- Non Institutions  | E-Voting  | 4,81,78,291            | 2,51,07,211             | 52.1131  | 2,51,07,102                  | 109                        | 99.9995  | 0.0004   |
|   | Poll  |                        | 5,015                   | 0.0104   | 5,015                        | 0                          | 100.0000   | 0.0000   |
|   | Postal Ballot (if applicable)   |                        | 0                       | 0.0000   | 0                            | 0                          | 0.0000   | 0.0000   |
|   | Total   |                        | 2,51,12,226             | 52.1235  | 2,51,12,117                  | 109                        | 99.9996  | 0.0004   |
| Total   |   | 64,93,941              | 3,80,72,268             | 58.6368  | 3,80,74,159                  | 109                        | 99.9997  | 0.0003   |

|   |   |                        |                         |  |                              |                            |  |  |
|---|---|------------------------|-------------------------|--|------------------------------|----------------------------|--|--|
| Resolution No.  | 3   |                        |                         |  |                              |                            |  |  |
| Resolution required: (Special)  | SPECIAL - RE-APPOINTMENT OF SHRI M L APTE AS NON-EXECUTIVE INDEPENDENT DIRECTOR AND CONTINUANCE OF HIS DIRECTORSHIP PURSUANT TO REGULATION 171A OF SEBI LODR REGULATIONS, 2015, TILL EXPIRY OF HIS TERM ON 13TH AUGUST, 2022. |                        |                         |  |                              |                            |  |  |
| 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  | 1,29,62,042            | 1,29,62,042             | 100.0000   | 1,29,62,042                  | 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   |                        | 1,29,62,042             | 100.0000   | 1,29,62,042                  | 0                          | 100.0000   | 0.0000   |
| Public- Institutions  | E-Voting  | 31,88,608              | 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                       | 0.0000   | 0                            | 0                          | 0.0000   | 0.0000   |
| Public- Non Institutions  | E-Voting  | 4,81,78,291            | 2,51,07,211             | 52.1131  | 2,51,07,102                  | 109                        | 99.9995  | 0.0004   |
|   | Poll  |                        | 5,015                   | 0.0104   | 5,015                        | 0                          | 100.0000   | 0.0000   |
|   | Postal Ballot (if applicable)   |                        | 0                       | 0.0000   | 0                            | 0                          | 0.0000   | 0.0000   |
|   | Total   |                        | 2,51,12,226             | 52.1235  | 2,51,12,117                  | 109                        | 99.9996  | 0.0004   |
| Total   |   | 64,93,941              | 3,80,72,268             | 58.6368  | 3,80,74,159                  | 109                        | 99.9997  | 0.0003   |



|   |  |                        |                         |  |                              |                            |  |  |
|---|--|------------------------|-------------------------|--|------------------------------|----------------------------|--|--|
| Resolution No.  | 4  |                        |                         |  |                              |                            |  |  |
| Resolution required: (Special)  | SPECIAL - RE-APPOINTMENT OF SHRI SHOBHAN DIWANJI AS NON-EXECUTIVE -INDEPENDENT DIRECTOR. |                        |                         |  |                              |                            |  |  |
| 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   | 1,29,62,042            | 1,29,62,042             | 100.0000   | 1,29,62,042                  | 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  |                        | 1,29,62,042             | 100.0000   | 1,29,62,042                  | 0                          | 100.0000   | 0.0000   |
| Public- Institutions  | E-Voting   | 31,88,608              | 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   | 4,81,78,291            | 2,51,07,211             | 52.1131  | 2,51,07,102                  | 109                        | 99.9995  | 0.0004   |
|   | Poll   |                        | 5,015                   | 0.0104   | 5,015                        | 0                          | 100.0000   | 0.0000   |
|   | Postal Ballot (if applicable)  |                        | 0                       | 0.0000   | 0                            | 0                          | 0.0000   | 0.0000   |
|   | Total  |                        | 2,51,12,226             | 52.1295  | 2,51,12,117                  | 109                        | 99.9996  | 0.0004   |
| Total   | 6,49,28,941  | 3,80,74,268            | 58.1868                 | 3,80,74,159  | 109                          | 99.9997                    | 0.0003   |  |

|   |   |                        |                         |  |                              |                            |  |  |
|---|---|------------------------|-------------------------|--|------------------------------|----------------------------|--|--|
| Resolution No.  | 5   |                        |                         |  |                              |                            |  |  |
| Resolution required: (Special)  | SPECIAL - RE-APPOINTMENT OF SHRI K J PARDIWALLA AS NON-EXECUTIVE -INDEPENDENT DIRECTOR AND CONTINUANCE OF HIS DIRECTORSHIP PURSUANT TO REGULATION 171A OF SEBI LODR REGULATIONS, 2015, TILL EXPIRY OF HIS TERM ON 9TH FEBRUARY, 2023. |                        |                         |  |                              |                            |  |  |
| 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  | 1,29,62,042            | 1,29,62,042             | 100.0000   | 1,29,62,042                  | 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   |                        | 1,29,62,042             | 100.0000   | 1,29,62,042                  | 0                          | 100.0000   | 0.0000   |
| Public- Institutions  | E-Voting  | 31,88,608              | 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  | 4,81,78,291            | 2,51,07,211             | 52.1131  | 2,51,07,102                  | 109                        | 99.9995  | 0.0004   |
|   | Poll  |                        | 5,015                   | 0.0104   | 5,015                        | 0                          | 100.0000   | 0.0000   |
|   | Postal Ballot (if applicable)   |                        | 0                       | 0.0000   | 0                            | 0                          | 0.0000   | 0.0000   |
|   | Total   |                        | 2,51,12,226             | 52.1295  | 2,51,12,117                  | 109                        | 99.9996  | 0.0004   |
| Total   | 6,49,28,941   | 3,80,74,268            | 58.1868                 | 3,80,74,159  | 109                          | 99.9997                    | 0.0003   |  |

|   |   |                        |                         |  |                              |                            |  |  |
|---|---|------------------------|-------------------------|--|------------------------------|----------------------------|--|--|
| Resolution No.  | 6   |                        |                         |  |                              |                            |  |  |
| Resolution required: (Ordinary)   | ORDINARY - APPROVAL OF MATERIAL RELATED PART TRANSACTIONS WITH SHANUDEEP PRIVATE LIMITED. |                        |                         |  |                              |                            |  |  |
| 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  | 1,29,62,042            | 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                       | 0.0000   | 0                            | 0                          | 0.0000   | 0.0000   |
| Public- Institutions  | E-Voting  | 31,88,608              | 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  | 4,81,78,291            | 2,51,07,211             | 52.1131  | 2,51,07,102                  | 109                        | 99.9995  | 0.0004   |
|   | Poll  |                        | 5,015                   | 0.0104   | 5,015                        | 0                          | 100.0000   | 0.0000   |
|   | Postal Ballot (if applicable)   |                        | 0                       | 0.0000   | 0                            | 0                          | 0.0000   | 0.0000   |
|   | Total   |                        | 2,51,12,226             | 52.1295  | 2,51,12,117                  | 109                        | 99.9996  | 0.0004   |
| Total   | 6,49,28,941   | 3,80,74,268            | 58.0377                 | 2,51,12,117  | 109                          | 99.9996                    | 0.0004   |  |



**Kaushik M. Jhaveri**

B.COM, LL.B(Gen), FCS

**KS K.M.JHAVERI & CO.**  
Practising Company Secretary

## Report of Scrutinizer

***Combined Scrutinizer's Report on Remote E-voting & Physical voting conducted at the 122<sup>nd</sup> Annual General Meeting (AGM) of the Members of Standard Industries Limited held on Tuesday, 13<sup>th</sup> August, 2019 at 3.00 p.m. at The Park Navi Mumbai, Plot No. 1, sector 10, CBD Belapur, Navi Mumbai - 400 614.***

To,

The Chairman,

Standard Industries Limited

Plot no. 4, ITC Industrial Area,

Thane Belapur Road,

PO Millenium Business Park,

Navi Mumbai - 400710.

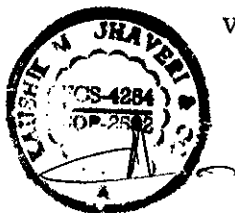
**Sub: Passing of Resolution(s) through electronic voting and physical voting done at the venue of the AGM pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended.**

I, Kaushik M. Jhaveri, of M/s. Kaushik. M. Jhaveri & Co., appointed as Scrutinizer by the Board of Directors of Standard Industries Limited on Thursday, 30<sup>th</sup> May, 2019 (hereinafter referred to as the "**the Company**") for the purpose of the Remote E-voting process as well as to scrutinize the physical ballot forms to be received from the members at the venue of the Annual General Meeting Pursuant to rule section 108 and 109 of the Companies Act, 2013 and rule 20 & 21(2) of the Companies (Management and Administration) Rules, 2014 as amended and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. I confirm that, I am familiar and well versed with the concept of electronic voting system as prescribed under the Rules.



## Report on Scrutiny

1. The Company had appointed Karvy Fintech Private Limited ('KFPL' or 'Karvy') (Formerly known as Karvy Computershare Private Limited) as the Service Provider, for the purpose of extending the facility of Remote E-voting the members of the Company. KFPL are also the Registrar and Share transfer Agents (RTA) of the Company.
2. The service provider had provided system for recording the votes of the members electronically on all the items of the business (both Ordinary and Special Businesses) sought to be transacted at the AGM of the Company, which was held on Tuesday, 13<sup>th</sup> August, 2019.
3. The service provider had set up electronic voting facility on their website, <http://evoting.karvy.com>. The company had uploaded all the items of the business to be transacted at the AGM on the website of the Company and also on the Service Provider to facilitate their Members to cast their vote through Remote E-voting.
4. The **Cut-off date** for the purpose of identifying the Members who will be entitled to vote on the Resolutions placed for the approval of the Members was **Tuesday, 06<sup>th</sup> August, 2019**.
5. The remote E-voting facility was kept open from **Friday, 09<sup>th</sup> August, 2019, 9.00 A. M. to Monday, 12<sup>th</sup> August 2019 at 5.00 P.M.**
6. At the end of the voting period on 12<sup>th</sup> August 2019 at 5.00 P.M., the voting portal of the Service Provider was blocked forthwith.
7. At the venue of the 122<sup>nd</sup> AGM of the Company held on Tuesday, 13<sup>th</sup> August, 2019, the facility to vote through Ballot Paper was provided to facilitate those members present at the meeting but could not participate in Remote E-voting to record their votes.
8. The Remote E-voting facility was duly unblocked by me as a scrutinizer in the presence of Ms. Tejashree Pajave and Ms. Trushali Shah who acted as the witnesses, as prescribed in Sub Rule 4(xii) of the said Rule 20 of the Companies (Management & Administration) Rules, 2014.
9. At the AGM venue, one (1) ballot box kept for the purpose of casting of votes was locked in my presence with due identification marks placed by





me. The locked ballot box was subsequently opened in my presence and in presence of two witnesses, as mentioned above, and the ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorisation / proxies lodge with the Company.

10. Thereafter, I as a scrutinizer duly compiled the details of the Remote E-Voting carried out by the Members together with the physical voting done at the venue of the AGM by way of Ballot paper, the details of which are as follows:

The results of the Remote E-voting together with that of the voting conducted at the venue of the AGM by way of Ballot Papers are as under:

| Details                                | Remote E-Voting   | Voting through Ballot Paper at AGM | Total voting |
|--|---|------------------------------------|--------------|
| Number of members who cast their votes | 28  | 19                                 | 47           |
| Total number of shares held by them    | 38069253  | 5015                               | 38074268     |
| Valid votes                            | As per the details provided under each one of the Resolution(s) mentioned hereunder |                                    |              |
| Abstained / Invalid Votes              | As mentioned under each of the Resolution(s) mentioned hereunder                    |                                    |              |

**NOTE: Percentage of votes cast in favour or against the resolutions are calculated based on the Valid Votes cast through Remote E-voting and Physical Voting by ballot paper at the venue of the meeting.**



**ORDINARY BUSINESS:**

**I) Item No. 1 of the Notice (As an Ordinary Resolution):  
To receive, consider and adopt:**

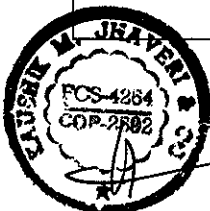
- a. Audited Balance Sheet as at 31<sup>st</sup> March, 2019, Statement of Profit and Loss (including other Comprehensive Income), the Statement of Changes in Equity and the Cash Flow Statement for the financial year ended on that date together with the Reports of the Directors and Auditors thereon.
- b. Consolidated Audited Balance Sheet as at 31<sup>st</sup> March, 2019, Consolidated Statement of Profit and Loss (including Other Comprehensive Income) and Consolidated Cash Flow Statement for the financial year ended on that date together with the Report of the Auditors thereon.

| Manner of Voting | Votes in favour of the resolution |              | Votes against the resolution |               | Abstained / Invalid votes |
|------------------|-----------------------------------|--------------|------------------------------|---------------|---------------------------|
|                  | Nos.                              | %age         | Nos.                         | %age          | Nos.                      |
| Remote E-voting  | 38069144                          | 99.99        | 109                          | 0.0003        | 0                         |
| Physical voting  | 5015                              | 100          | 0                            | 0             | 0                         |
| <b>Total</b>     | <b>38074159</b>                   | <b>99.99</b> | <b>109</b>                   | <b>0.0003</b> | <b>0</b>                  |

**II) Item No. 2 of the Notice (As an Ordinary Resolution):**

**To appoint a Director in place of Shri Pradeep R. Mafatlal (DIN 00015361), who retires by rotation and being eligible offers himself for re-appointment.**

| Manner of Voting | Votes in favour of the resolution |              | Votes against the resolution |               | Abstained / Invalid votes |
|------------------|-----------------------------------|--------------|------------------------------|---------------|---------------------------|
|                  | Nos.                              | %age         | Nos.                         | %age          | Nos.                      |
| Remote E-voting  | 38069144                          | 99.99        | 109                          | 0.0003        | 0                         |
| Physical voting  | 5015                              | 100          | 0                            | 0             | 0                         |
| <b>Total</b>     | <b>38074159</b>                   | <b>99.99</b> | <b>109</b>                   | <b>0.0003</b> | <b>0</b>                  |



**SPECIAL BUSINESS:**

**I) Item No. 3 of the Notice (As a Special Resolution):**

Approval for continuation of holding office of Non-Executive-Independent Director of the Company by Shri M. L. Apte (DIN 00003656) who is above the age of 75 years as on 1<sup>st</sup> April, 2019 to hold directorship as Non-Executive Independent Director of the company from 14<sup>th</sup> August, 2019 till the expiry of his term on 13<sup>th</sup> August, 2022.

| Manner of Voting | Votes in favour of the resolution |              | Votes against the resolution |               | Abstained / Invalid votes |
|------------------|-----------------------------------|--------------|------------------------------|---------------|---------------------------|
|                  | Nos.                              | %age         | Nos.                         | %age          | Nos.                      |
| Remote E-voting  | 38069144                          | 99.99        | 109                          | 0.0003        | 0                         |
| Physical voting  | 5015                              | 100          | 0                            | 0             | 0                         |
| <b>Total</b>     | <b>38074159</b>                   | <b>99.99</b> | <b>109</b>                   | <b>0.0003</b> | <b>0</b>                  |

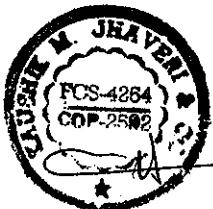
**II) Item No. 4 of the Notice (As a Special Resolution):**

Approval for continuation of holding office of Non-Executive-Independent Director of the Company by Shri Shobhan Diwanji (DIN 01667803) whose term shall not be subject to retirement by rotation, to hold office for five (5) consecutive years on the Board of the Company for a term w.e.f. 14<sup>th</sup> August 2019 upto 13<sup>th</sup> August, 2024.

| Manner of Voting | Votes in favour of the resolution |              | Votes against the resolution |               | Abstained / Invalid votes |
|------------------|-----------------------------------|--------------|------------------------------|---------------|---------------------------|
|                  | Nos.                              | %age         | Nos.                         | %age          | Nos.                      |
| Remote E-voting  | 38069144                          | 99.99        | 109                          | 0.0003        | 0                         |
| Physical voting  | 5015                              | 100          | 0                            | 0             | 0                         |
| <b>Total</b>     | <b>38074159</b>                   | <b>99.99</b> | <b>109</b>                   | <b>0.0003</b> | <b>0</b>                  |

**III) Item No. 5 of the Notice (As a Special Resolution):**

Approval for continuation of holding office of Non-Executive-Independent Director of the Company by Shri K. J. Pardiwalla (DIN



00015670) who is above the age of 75 years as on 1st April 2019 to hold directorship as Non-Executive Independent Director of the company from 10<sup>th</sup> February, 2020 till the expiry of his term on 9<sup>th</sup> February, 2023.

| Manner of Voting | Votes in favour of the resolution |              | Votes against the resolution |               | Abstained / Invalid votes |
|------------------|-----------------------------------|--------------|------------------------------|---------------|---------------------------|
|                  | Nos.                              | %age         | Nos.                         | %age          |                           |
| Remote E-voting  | 38069144                          | 99.99        | 109                          | 0.0003        | 0                         |
| Physical voting  | 5015                              | 100          | 0                            | 0             | 0                         |
| <b>Total</b>     | <b>38074159</b>                   | <b>99.99</b> | <b>109</b>                   | <b>0.0003</b> | <b>0</b>                  |

**IV) Item No. 6 of the Notice (As an Ordinary Resolution):**

Approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into the following material related party transactions with Shanudeep Private Limited, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of SEBI (LODR) Regulations 2015:

**A. Leave & Licence Agreement for use of Office Premises admeasuring 9,000 Sq.ft. or thereabouts, at Vijyalaxmi Mafatlal Centre at 57A, Dr. G. Deshmukh Marg, Mumbai-400 026, for a period of 3 years from 19th August, 2019 to 18th August, 2022, at a licence fee of Rs. 8,10,000/- p.m. excluding applicable taxes, levies and sharing of common expenses.**

**B. Sharing of Facilities and/or Services at Vijyalaxmi Mafatlal Centre at 57A, Dr. G. Deshmukh Marg, Mumbai-400 026, for a period of 3 years from 21<sup>st</sup> August, 2019 to 20<sup>th</sup> August, 2022, at service charges of Rs. 10,89,000/- p.m. excluding applicable taxes, levies and sharing of common expenses.**



| Manner of Voting | Votes in favour of the resolution |              | Votes against the resolution |               | Abstained / Invalid votes |
|------------------|-----------------------------------|--------------|------------------------------|---------------|---------------------------|
|                  | Nos.                              | %age         | Nos.                         | %age          | Nos.                      |
| Remote E-voting  | 25107102                          | 99.99        | 109                          | 0.0004        | 12962042                  |
| Physical voting  | 5015                              | 100          | 0                            | 0             | 0                         |
| <b>Total</b>     | <b>25112117</b>                   | <b>99.99</b> | <b>109</b>                   | <b>0.0004</b> | <b>12962042</b>           |

All the resolutions mentioned in the AGM Notice as per the details above stand passed under Remote E-voting and voting conducted at AGM by way of Ballot Papers with the requisite majority and hence deemed to be passed at the AGM.

I hereby confirm that, I have maintained the Registers received from the RTA and electronic voting data received from the Service Provider, in respect of the votes cast through Remote E-voting and voting conducted at the AGM by way of Ballot Papers from the members of the Company. The Ballot Papers and all other relevant records relating to E-voting and physical voting which were under my safe custody are separately handed over to the Company Secretary for safe keeping.

Thanking you,  
Yours faithfully,  
FOR KAUSHIK M. JHAVERI & CO.

*Kaushik M. Jhaveri*

Kaushik M. Jhaveri  
Proprietor  
FCS: 4254 / COP. No. 2592



Witnesses:

1. : *Tejashree Pajave*
2. : *Trushali Shah*

Received the Report together with other data / records mentioned therein:

Place: Mumbai  
Date: 13.08.2019

*K. J. Pardiwalla*  
Chairman of the 122<sup>nd</sup> AGM  
Signed by Mr. K. J. Pardiwalla