

July 02, 2019

To,  
**Bombay Stock Exchange Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai- 400001  
BSE Code: 500264

Dear Sir,

**Sub: Disclosure of Voting Results of Postal Ballot (including voting by electronic means) pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

This has reference to our letter dated 30<sup>th</sup> May, 2019 enclosing therewith the Notice of Postal Ballot dated 16<sup>th</sup> May, 2019 along with the explanatory statement for seeking the consent of the members by way of Special Resolution vide postal ballot, Voting schedule and other information / electronic voting with respect to the following items of business:

1. Authority in favour of the Board of Directors of the Company for sale or disposal of certain assets under section 180(1)(a) of the Companies Act, 2013 as per the resolution mentioned in the Postal Ballot Notice.
2. Payment of Remuneration to Shri Priyavrata H. Mafatlal, whole time Director for his balance term of two years from 1st November, 2019 to 31st October, 2021 under the provisions of section 196, 197, 198 and other applicable provisions read with schedule V to the Companies Act, 2013 and his appointment and re-designation as Chief Executive Officer (CEO) and Executive Director w.e.f. 1st April, 2019 and Whole Time Key Managerial person under section 203 of the Companies Act, 2013 as per the resolution mentioned in the Postal Ballot Notice.

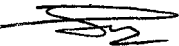
Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we would like to inform you that the Special Resolutions towards aforesaid items of business have been passed by the members of the company with requisite majority. The approval is deemed to have been received on the last date of receipt of postal ballot forms, i.e. on 30<sup>th</sup> June, 2019.

**As per the Scrutiniser's Report both the Special Resolutions proposed through Postal Ballot have been passed with requisite majority. Please find enclosed herewith the voting results and scrutinizer's report. The same is also made available on the Company's website at www.mafatlals.com.**

We request you to kindly take the same on record.

Thanking you,

Yours faithfully,  
For Mafatlal Industries Limited



Ashish A. Karanji  
Company Secretary

- Encl.: 1. Result Announcement  
2. Voting Results as per format prescribed in Regulation 44(3) of SEBI (LODR), Regulations, 2015  
3. Scrutiniser's Report



MAFATLAL INDUSTRIES LIMITED

Regd. Office : 301-302, Heritage Horizon, 3rd Floor, Off. C.G. Road, Navrangpura, Ahmedabad 380 009. Email : ahmedabad@mafatlals.com  
Tel. : 079 26444404-06 Fax : 079 26444403

Corp. Off.: Kaledonia Building, Off. No.3, 6th Floor, Opp. Vijay Nagar Society, Sahar Road, Off Western Express Highway, Andheri (East), Mumbai 400 069  
Tel. : 022 67713800 Fax : 91 22 67713924/25

CIN : L17110GJ1913PLC000035 Website: www.mafatlals.com

**ANNOUNCEMENT OF RESULT OF POSTAL BALLOT RESULT**

Pursuant to Section 110 and other applicable provisions of Companies, Act, 2013 read with rules made thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the members of the Company was sought by means of Postal Ballot / e-voting on two Special Resolutions proposed in Postal Ballot Notice dated 16<sup>th</sup> May, 2019. The Company had provided the facility of e-voting to the members to enable them to cast their votes electronically or through Postal Ballot forms. The Board of Directors had appointed a Practicing Company Secretary Mr. Umesh Ved as the Scrutinizer for conducting the Postal Ballot and e-voting. The said Scrutinizer has carried out the scrutiny of all the Postal Ballot forms received and the electronic voting results received upto the last date of receipt i.e. 30<sup>th</sup> June, 2019 till 5.00 P.M. and submitted his report on 2<sup>nd</sup> July, 2019. Accordingly the result of Postal Ballot and e-voting is announced as under:

Item No.	Particulars of Resolution	Type of Resolution	Consolidated (E-voting and voting through Postal Ballot Forms)						
			No. of votes polled	No. of votes in favour	No. of votes in against	No. of votes considered invalid	% of votes favour	% of votes against	Whether resolution passed or rejected
1	Authority in favour of the Board of Directors of the Company for sale or disposal of certain assets under section 180(1)(a) of the Companies Act, 2013 as per the resolution mentioned in the Postal Ballot Notice.	Special Resolution	10289724	10289701	23	82	99.9998	0.0002	Passed
2	Payment of Remuneration to Shri Priyavrata H. Mafatlal, whole time Director for his balance term of two years from 1st November, 2019 to 31st October, 2021 under the provisions of section 196, 197, 198 and other applicable provisions read with schedule V to the Companies Act, 2013 and his appointment and re-designation as Chief Executive Officer (CEO) and Executive Director w.e.f. 1st April, 2019 and Whole Time Key Managerial person under section 203 of the Companies Act, 2013 as per the resolution mentioned in the Postal Ballot Notice.	Special Resolution	10289714	10289691	23	82	99.9998	0.0002	Passed

The scrutiniser's report attached herewith details of voting in prescribed forms is enclosed herewith. The percentage of votes of favour and against is calculated on the basis of valid votes. Accordingly, both the Special Resolutions proposed have been passed with requisite majority. The Postal Ballot Results with Scrutiniser's report is being posted on Company's website [www.mafatlals.com](http://www.mafatlals.com), as also uploaded on the website of the Bombay Stock Exchange Limited [www.bseindia.com](http://www.bseindia.com)

Place: Ahmedabad  
Dated: 2<sup>nd</sup> July, 2019

For Mafatlal Industries Limited,

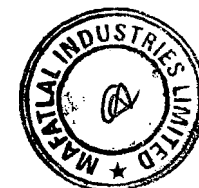
  
Ashish A. Karanji  
Company Secretary.



ARVIND MAFATLAL GROUP  
The ethics of excellence

Company Name	MAFATLAL INDUSTRIES LTD
Date of the AGM/EGM	POSTAL BALLOT
Total number of shareholders on record date	102113
No. of shareholders present in the meeting either in person or	
Promoters and Promoter Group:	NA
Public:	NA
No. of Shareholders attended the meeting through Video	
Promoters and Promoter Group:	NA
Public:	NA

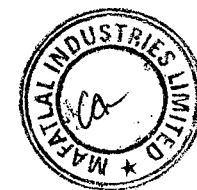
Resolution required: (Ordinary/ Special)	SPECIAL - Authority in favour of the Board of Directors of the Company for sale or disposal of certain assets under section 180(1)(a) of the Companies Act, 2013 as per the resolution mentioned in the Postal Ballot Notice.							
Whether promoter/ promoter group 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	10028249	10028249	100.0000	10028249	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	360690	0	0.0000	00	0	0.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	3523947	261191	7.4119	261169	22	99.9915	0.0084
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		284	0.0081	283	1	99.6478	0.3521
	Total	13912886	10289724	73.9582	10289701	23	99.9998	0.0002



Resolution required: (Ordinary/ Special)	SPECIAL - Payment of Remuneration to Shri Priyavrata H. Mafatlal, whole time Director for his balance term of two years from 1st November, 2019 to 31st October, 2021 under the provisions of section 196, 197, 198 and other applicable provisions read with schedule V to the Companies Act, 2013 and his appointment and re-designation as Chief Executive Officer (CEO) and Executive Director w.e.f. 1st April, 2019 and Whole Time Key Managerial person under section 203 of the Companies Act, 2013 as per the resolution mentioned in the Postal Ballot 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	10028249	10028249	100.0000	10028249	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	360690	0	0.0000	00	0	0.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	3523947	261191	7.4119	261169	22	99.9915	0.0084
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		274	0.0078	273	1	99.6350	0.3649
Total		13912886	10289714	73.9582	10289691	23	99.9998	0.0002

For, Mafatlal Industries Limited

  
**ASHISH A. KARANJI**  
 Company Secretary





# 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

## REPORT OF SCRUTINIZER [POSTAL BALLOT & E-VOTING]

To,  
The Chairman,  
**Mafatal Industries Limited**  
301-302, Heritage Horizon,  
Third Floor, Off. C. G. Road,  
Navrangpura, Ahmedabad - 380009

**Sub: Scrutinizer Report on E-voting and Postal Ballot conducted pursuant to the provisions of Section 108 and 110 of the companies Act, 2013 read with Rule 20 and 22 of the companies (Management and Administration) Rules, 2014**

Dear Sir,

I, Umesh Ved, Proprietor of M/s. Umesh Ved & Associates, Practicing Company Secretaries, Ahmedabad, was appointed as Scrutinizer pursuant to the provisions of Section 108 and 110 of the companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 for the purpose of scrutinizing the E-voting and Postal Ballot process in a fair and transparent manner and ascertaining the requisite majority on e-voting and postal ballot carried out as per provisions of the Companies Act, 2013.


1. I submit my report as under:

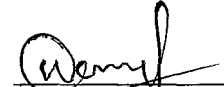
- 1.1 On, 30<sup>th</sup> May, 2019, the Company had completed the dispatch of Postal Ballot forms along with postage prepaid reply envelope to its Members, whose name(s) appeared on the Register of Members/List of beneficiaries as on 17<sup>th</sup> May, 2019 and also published Newspaper Advertisement in Financial Express (English) edition dated May 31, 2019 and Financial Express (Gujarati) edition dated June 01, 2019 declaring 17<sup>th</sup> May, 2019 as cutoff date for the purpose of voting rights for postal ballot.
- 1.2 The e-voting commenced from Saturday 1<sup>st</sup> June, 2019, 9:00 a.m. and ended on Sunday 30<sup>th</sup> June, 2019 upto 5:00 p.m.
- 1.3 Particulars of all the postal ballot forms received from the Shareholders have been entered in a register separately maintained for the purpose in electronic mode.
- 1.4 I have downloaded the data of e-voting from the E- Voting website of Karvy Fintech Private Limited (<https://www.evoting.karvy.com>) after the E-voting module was disabled by the Karvy Fintech Private Limited ("Karvy") on 01<sup>st</sup> July, 2019 at 1.00 P.M.



1.5 The e-votes were unblocked on 01<sup>st</sup> July, 2019 after 01:00 p.m. in presence of two witnesses namely Ms. Pankti Thakkar & Mr. Hemant Singh Jhala who are not in the employment of the company.

They have signed below in confirmation of the votes being unblocked in their presence.

  
(Pankti Thakkar)

  
(Hemant Singh Jhala)

- 1.6 The Postal Ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
- 1.7 The postal ballot forms were duly opened in my presence and scrutinized and the shareholding was matched/confirmed with the Register of Members of the Company/ list of beneficiaries as on 17<sup>th</sup> May, 2019. (Cut off Date)
- 1.8 The e-voting data was scrutinized by me for verification of vote caste in favour and against the resolution
- 1.9 All the postal ballot Forms, received up to the close working hours on 30<sup>th</sup> June, 2019 the last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny.
- 1.10 Envelopes containing postal Ballot forms received after 5.00.p.m on 30<sup>th</sup> June, 2019 were not considered for my scrutiny.
- 1.11 I did not find any defaced or mutilated ballot paper.

2. The results of the voting is as under:

**1) SPECIAL RESOLUTION** for Authority in favour of the Board of Directors of the Company for sale or disposal of certain assets under section 180(1)(a) of the Companies Act, 2013 as per the resolution mentioned in the Postal Ballot Notice.

**i) Voted in Favour of the Resolution**

Type of Voting	Number of members cast the votes.	Number of Votes Cast by them	% of total number of Valid votes cast
E-voting	74	10289418	99.9998
Postal Ballot	32	283	99.6479
Total	106	10289701	99.9998



## ii) Voted against of the Resolution

Type of Voting	Number of members cast the votes.	Number of Votes Cast by them	% of total number of Valid votes cast
E-voting	4	22	0.0002
Postal Ballot	1	1	0.3521
Total	5	23	0.0002

## iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
13	82

2) **SPECIAL RESOLUTION** for Payment of Remuneration to Shri Priyavrata H. Mafatal, whole time Director for his balance term of two years from 1st November, 2019 to 31st October, 2021 under the provisions of section 196, 197, 198 and other applicable provisions read with schedule V to the Companies Act, 2013 and his appointment and re-designation as Chief Executive Officer (CEO) and Executive Director w.e.f. 1<sup>st</sup> April, 2019 and Whole Time Key Managerial person under section 203 of the Companies Act, 2013 as per the resolution mentioned in the Postal Ballot Notice.

## i) Voted in Favour of the Resolution

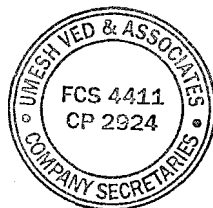
Type of Voting	Number of members cast the votes.	Number of Votes Cast by them	% of total number of Valid votes cast
E-voting	74	10289418	99.9998
Postal Ballot	31	273	99.6350
Total	105	10289691	99.9998

## ii) Voted against of the Resolution

Type of Voting	Number of members cast the votes.	Number of Votes Cast by them	% of total number of Valid votes cast
E-voting	4	22	0.0002
Postal Ballot	1	1	0.3650
Total	5	23	0.0002

## iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
13	82

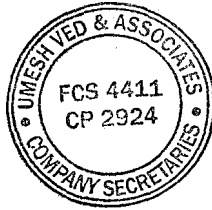


3. One shareholder holding 10 Equity Shares abstained from voting for Resolution No. 2
4. The resolution accordingly stand passed with requisite majority.
5. I have handed over the related papers/registers and records for safe custody to Mr. Ashish Karanji, Company Secretary authorized by the Board to supervise the postal ballot process.
6. You may accordingly declare the result of the voting by Postal Ballot

Thanking You,

Yours faithfully,

*Umesh Ved*  
Umesh Ved  
Umesh Ved & Associates  
Company Secretaries  
FCS No: 4411  
CP No: 2924



For, Mafatlal Industries Limited

*Ashish A. Karanji*  
**ASHISH A. KARANJI**  
Company Secretary

Date: 02/07/2019  
Place: Ahmedabad