

TBP:SH:7:374

30<sup>th</sup> September, 2015

The Manager,  
Bombay Stock Exchange Ltd.,  
Corporate Relation Department,  
1<sup>st</sup> Floor, New Trading Ring,  
Rotunda Building,  
P.J. Towers, Dalal Street, Fort,  
Mumbai - 400 023.

Dear Sir,

Sub : 118<sup>th</sup> Annual General Meeting held on 29<sup>th</sup> September, 2015  
Declaration of Results of E-Voting and Poll at AGM

Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement the Company had provided remote electronic voting facility (remote E-Voting) to the members entitled to cast their vote at the Annual General Meeting. The E-voting process was carried out by the Company from 9.00 a.m. on 25<sup>th</sup> September, 2015 to 5.00 p.m. on 28<sup>th</sup> September, 2015, with cut-off date for determining shareholders, being 22<sup>nd</sup> September, 2015. The Company had also provided voting by Poll on all the Resolutions at the AGM held on 29<sup>th</sup> September, 2015.

Mr. Jatin S. Popat, Practicing Company Secretary, who was appointed as a Scrutinizer for E-voting as well as voting by Poll at the AGM, has submitted his consolidated Report to the Chairman.

The voting results in terms of Clause 35A of the Listing Agreement and Combined Scrutinizer's Report on Remote E-voting & Physical Voting dated 29<sup>th</sup> September, 2015, is enclosed herewith.

Based on the above Report of the Scrutinizer, all Resolutions as set out in the Notice of 118<sup>th</sup> Annual General Meeting of the Company have been duly approved by the Shareholders with requisite majority. Please take the same on record.

Thanking you,

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



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

Encl:

c.

Pursuant to Clause 35A of the Listing Agreement, details regarding voting results of the Annual General Meeting (AGM) of the Company held on Tuesday, 29th September, 2015 at 3.00 p.m. at The Park Navi Mumbai, Plot No. 1, Sector 10, CBD Belapur, Navi Mumbai - 400 614, are furnished below:

Date of the AGM	29 <sup>th</sup> September, 2015
Total number of shareholders as on cut-off date	35,845
No. of Shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	0
Public:	52
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	NIL
Public:	

Details of the Agenda :

Sr. No.	Details of Agenda	Resolution Required	Mode of Voting	Remarks
1.	Adoption of Financial Statements for the year ended 31st March, 2015.	Ordinary Resolution	E-Voting & Physical Voting	The resolution was passed with requisite majority
2.	Declaration of dividend	Ordinary Resolution	E-Voting & Physical Voting	The resolution was passed with requisite majority
3.	Re-appointment of Smt. Divya P. Mafatlal who retires by rotation	Ordinary Resolution	E-Voting & Physical Voting	The resolution was passed with requisite majority
4.	Appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accounts as the auditors of the Company	Ordinary Resolution	E-Voting & Physical Voting	The resolution was passed with requisite majority
5.	Approval of material related party transactions with Shanudeep Private Limited.	Special Resolution	E-Voting & Physical Voting	The resolution was passed with requisite majority



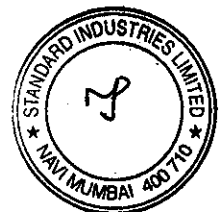
STANDARD INDUSTRIES LIMITED (CIN : L17110MH1892PLC000089)								
Clause 35A (Physical and e-Voting)								
Resolution 1								
Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. 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	8	12962042	12962042	100.000000	12962042	0	100.000000	0.000000
Public – Institutional holders	0	3305436	0	0.000000	0	0	0.000000	0.000000
Public-Others	41	48061463	25038051	52.095899	25037891	160	99.999361	0.000639
<b>Total</b>	<b>49</b>	<b>64328941</b>	<b>38000093</b>	<b>59.071535</b>	<b>37999933</b>	<b>160</b>	<b>99.999579</b>	<b>0.000421</b>

STANDARD INDUSTRIES LIMITED (CIN : L17110MH1892PLC000089)								
Clause 35A (Physical and e-Voting)								
Resolution 2								
Promoter/Public	Total Ballot Forms	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	8	12962042	12962042	100.000000	12962042	0	100.000000	0.000000
Public – Institutional holders	0	3305436	0	0.000000	0	0	0.000000	0.000000
Public-Others	40	48061463	25038026	52.095847	25037973	53	99.999788	0.000212
<b>Total</b>	<b>48</b>	<b>64328941</b>	<b>38000068</b>	<b>59.071496</b>	<b>38000015</b>	<b>53</b>	<b>99.999861</b>	<b>0.000139</b>

STANDARD INDUSTRIES LIMITED (CIN : L17110MH1892PLC000089)								
Clause 35A (Physical and e-Voting)								
Resolution 3								
Promoter/Public	Total Ballot Forms	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	8	12962042	12962042	100.000000	12962042	0	100.000000	0.000000
Public – Institutional holders	0	3305436	0	0.000000	0	0	0.000000	0.000000
Public-Others	39	48061463	25037941	52.095670	25037506	435	99.998263	0.001737
<b>Total</b>	<b>47</b>	<b>64328941</b>	<b>37999983</b>	<b>59.071364</b>	<b>37999548</b>	<b>435</b>	<b>99.998855</b>	<b>0.001145</b>

STANDARD INDUSTRIES LIMITED (CIN : L17110MH1892PLC000089)								
Clause 35A (Physical and e-Voting)								
Resolution 4								
Promoter/Public	Total Ballot Forms	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	8	12962042	12962042	100.000000	12962042	0	100.000000	0.000000
Public – Institutional holders	0	3305436	0	0.000000	0	0	0.000000	0.000000
Public-Others	41	48061463	25038051	52.095899	25037891	160	99.999361	0.000639
<b>Total</b>	<b>49</b>	<b>64328941</b>	<b>38000093</b>	<b>59.071535</b>	<b>37999933</b>	<b>160</b>	<b>99.999579</b>	<b>0.000421</b>

STANDARD INDUSTRIES LIMITED (CIN : L17110MH1892PLC000089)								
Clause 35A (Physical and e-Voting)								
Resolution 5								
Promoter/Public	Total Ballot Forms	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	0	12962042	0	0.000000	0	0	0.000000	0.000000
Public – Institutional holders	0	3305436	0	0.000000	0	0	0.000000	0.000000
Public-Others	40	48061463	25037966	52.095722	25037306	660	99.997364	0.002636
<b>Total</b>	<b>40</b>	<b>64328941</b>	<b>25037966</b>	<b>38.921776</b>	<b>25037306</b>	<b>660</b>	<b>99.997364</b>	<b>0.002636</b>



29<sup>th</sup> September, 2015

Combined Scrutinizer's Report on Remote E-voting & Physical voting conducted at the 118<sup>th</sup> Annual General Meeting (AGM) of Standard Industries Limited held on Tuesday, 29<sup>th</sup> September, 2015 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, TTC Industrial Area,  
Thane Belapur Road,  
PO Millenium Business Park,  
Navi Mumbai - 400 710

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.

The Board of Directors of Standard Industries Limited (hereinafter referred to as the "Company") at its meeting held on 29<sup>th</sup> May, 2015 has appointed me as the Scrutinizer for 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 Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and in accordance with the Listing Agreement.

**Report on Scrutiny:**

- The Company had appointed National Securities Depository Limited ("NSDL") as the Service provider, for the purpose of extending the facility of Remote E-Voting to the Members of the Company. Sharepro Services (India) Pvt. Ltd. is the Registrar and Share Transfer Agents ('RTA') of the Company.

- The Service Provider had provided a 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, 29<sup>th</sup> September, 2015.
- The Service Provider had set up electronic voting facility on their website, <https://www.evoting.nsdl.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.
- The Cut-off date for the purposes of identifying the Members who will be entitled to vote on the resolutions placed for approval of the Members was Tuesday, 22<sup>nd</sup> September, 2015.
- The Remote E-Voting facility was kept open from Friday, 25<sup>th</sup> September, 2015 9:00 A.M. to Monday, 28<sup>th</sup> September, 2015 at 5:00 P.M.
- At the end of the voting period on 28<sup>th</sup> September, 2015 at 5.00 P.M., the voting portal of the Service Provider was blocked forthwith.
- At the venue of the 118<sup>th</sup> AGM of the Company held on 29<sup>th</sup> September, 2015, 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.
- The Remote E-Voting facility was duly unblocked by me as a Scrutinizer in the presence of Mr. Rahul C. Patel and Ms. Vishakha 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.
- 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 authorizations / proxies lodged with the Company. I did not find any ballot papers invalid.
- 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:

*JCP*



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	36	13	49
Total number of Shares held by them	37981952	18141	38000093
Valid votes	As per 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:

- Audited Balance Sheet as at 31<sup>st</sup> March, 2015 and Statement of Profit and Loss and Cash Flow Statement for the financial year ended on that date together with the Reports of the Directors and Auditors thereon.
- Consolidated Audited Balance Sheet as at 31<sup>st</sup> March, 2015 and Consolidated Statement of Profit and Loss 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	37981792	99.999	160	0.001	0
Physical Voting	18141	100.00	0	0	0
<b>TOTAL</b>	<b>37999933</b>	<b>99.999</b>	<b>160</b>	<b>0.001</b>	<b>0</b>

*JSP*



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

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Remote E-voting	37981874	99.999	53	0.001	25
Physical Voting	18141	100.00	0	0	0
<b>TOTAL</b>	<b>38000015</b>	<b>99.999</b>	<b>53</b>	<b>0.001</b>	<b>25</b>

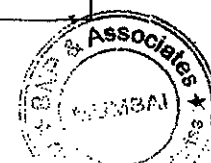
**III) Item No. 3 of the Notice (As an Ordinary Resolution):  
Re-appointment of Smt. Divya P. Mafatlal (holding DIN 00011525), who retires by  
rotation.**

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Remote E-voting	37981407	99.999	435	0.001	110
Physical Voting	18141	100.00	0	0	0
<b>TOTAL</b>	<b>37999548</b>	<b>99.999</b>	<b>435</b>	<b>0.001</b>	<b>110</b>

**IV) Item No. 4 of the Notice (As an Ordinary Resolution):  
Appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants as the  
auditors of the Company.**

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Remote E-voting	37981792	99.999	160	0.001	0
Physical Voting	18141	100.00	0	0	0
<b>TOTAL</b>	<b>37999933</b>	<b>99.999</b>	<b>160</b>	<b>0.001</b>	<b>0</b>

*JSP*



**SPECIAL BUSINESS:**

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

**Approval of material related party transactions with Shanudeep Private Limited.**

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Remote E-voting	25019165	99.997	660	0.003	12962127
Physical Voting	18141	100.00	0	0	0
<b>TOTAL</b>	<b>25037306</b>	<b>99.997</b>	<b>660</b>	<b>0.003</b>	<b>12962127</b>

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



*Jatin S. Popat*

Jatin S. Popat  
Partner  
FCS.No. 4047 / CoP. No. 6880)

**Witnesses:**

1. Mr. Rahul C. Patel

2. Ms. Vishakha Shah

*Rahul C. Patel*  
*Vishakha Shah*

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

Place: Navi Mumbai  
Date: 29<sup>th</sup> September, 2015

*K.J. Pardiwalla*  
Signed by Mr. K.J. Pardiwalla  
Chairman of the 118th AGM