

Consolidated Report of Scrutinizer

**[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3)(xii) of
The Companies (Management and Administration) Rules, 2014]**

To,

The Chairman

of 37th Annual General Meeting (AGM) of the members of

STANROSE MAFATLAL INVESTMENTS AND FINANCE LIMITED (SMFIL)

held on 4th August, 2017 at 10.30 a.m.

at “Banquet Hall”, Karnavati Club Limited, S.G. Highway, Ahmedabad – 380058.

Dear Sir,

1. I, CS Manoj Rajaram Hurkat, Practising Company Secretary, have been appointed by the Board of Directors of Stanrose Mafatlal Investments and Finance Limited (“Company”) as a Scrutinizer for the purpose of scrutinizing the remote e-voting & also the vote cast through poll/ballot papers at the Annual General meeting and for ascertaining the majority on voting carried out as per the provisions of Section 108 & 109 of the Companies Act, 2013 read with Rule 20 & 21 of The Companies (Management and Administration) Rules, 2014 on the below mentioned resolutions, considered in connection with the 37th Annual General Meeting held on 4th August, 2017 at 10.30 a.m. at Banquet Hall, Karnavati Club Limited, S.G. Highway, Ahmedabad – 380058.
2. The management of the Company is responsible to ensure the compliances with the requirements of provisions of Companies Act, 2013 and Rules relating to voting on the resolutions contained in the Notice to the 37th Annual General Meeting of the members of the Company. My responsibility as a scrutinizer for the voting process is restricted to make Scrutinizer’s Report of the votes casted “in favour” or “against” the resolutions stated below, based on the scrutiny of the polling papers circulated at the AGM and on the reports generated from the e-voting system provided by the Central Depository





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Services (India) Limited (CDSL), the authorized agency to provide e-voting facilities, appointed by the Company.

3. Further to the above, I submit my consolidated report as under:

A. For Remote E-voting:

- I. The remote e-voting period remained open from Tuesday, 1st August, 2017 (9.00 a.m.) to Thursday, 3rd August, 2017 (5.00 p.m.).
- II. The Members of the Company as on “cut off” date i.e. 28th July, 2017 were entitled to vote on the resolutions stated in the Notice of the 37th Annual General Meeting.
- III. The votes casted were subsequently unblocked by me on 4th August, 2017 at 2.00 p.m. in the presence of two witnesses, whose names are mentioned below, who are not in the employment of the Company and electronic ballots were diligently scrutinized by me.

Sr. No.	Name & Address of witnesses	Signature of witnesses
01.	Seema Kothari J-11, Sujata Flats, Shahibaug, Ahmedabad	
02.	Dhaval Nagar c-401, Silverstar Residency, Chandlodia, Ahmedabad-382481	

- IV. The electronic ballots were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorization/ proxies lodged with the Company.
- V. Thereafter, the details of members, who have voted “For”, “Against” each of the resolutions permitted for remote e-voting, were prepared based on report generated from the e-voting website of CDSL.

B. For Poll at the AGM:

- I. The poll was conducted together on all the item nos. 1 to 7 on the agenda at the Annual General meeting at the end of discussion on all the resolutions.
 - II. The poll was conducted to enable the members of the Company who were present at the AGM and could not cast their vote through Remote E-voting facility provided by the Company through CDSL.
 - III. After ensuring that all the members who desire to cast their vote through poll have exercised their right to vote on poll and after seeking permission from the Chairman of the 37th Annual General Meeting, ballot box kept for polling was sealed in my presence with due identification marks placed by me.
 - IV. The sealed ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The Poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorization/proxies lodged with the Company.
 - V. The poll/ballot papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately. Moreover, poll papers of those members who already cast their vote through Remote e-voting process were also required to be treated as invalid.
4. Based on such scrutiny of the Remote E-voting & Polling process, the combined result of the voting is as under:



(a) Resolution No. 1:

Ordinary Resolution for adoption of Audited Financial Statements (Standalone and Consolidated) etc. for the year ended on 31st March, 2017:

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	46	1929969	100%
Poll	22	52329	100%
Total	68	1982298	100%

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	Nil	Nil	Nil
Poll	Nil	Nil	Nil
Total	Nil	Nil	Nil

(iii) Invalid Votes:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	Nil	Nil	Nil
Poll	4	310	Negligible
Total	4	310	Negligible

(b) Resolution No. 2:

Ordinary Resolution for Declared Dividend on Equity Shares for the financial year 2016-17:

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	46	1929969	100%
Poll	23	52336	100%
Total	69	1982305	100%

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	Nil	Nil	Nil
Poll	Nil	Nil	Nil
Total	Nil	Nil	Nil

(iii) Invalid Votes:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	Nil	Nil	Nil
Poll	3	303	Negligible
Total	3	303	Negligible

(c) Resolution No. 3:

**Ordinary Resolution for Re-appointment of Shri Madhusudan J. Mehta
(DIN: 00029722) as a Director:**

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	46	1929969	100%
Poll	22	52329	100%
Total	68	1982298	100%

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	Nil	Nil	Nil
Poll	Nil	Nil	Nil
Total	Nil	Nil	Nil

(iii) Invalid Votes:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	Nil	Nil	Nil
Poll	4	310	Negligible
Total	4	310	Negligible

(d) Resolution No. 4:

Ordinary Resolution for Appointment of M/s Manubhai & Shah LLP, as Statutory Auditors of the Company for 5 years:

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	46	1929969	100%
Poll	22	52329	100%
Total	68	1982298	100%

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	Nil	Nil	Nil
Poll	Nil	Nil	Nil
Total	Nil	Nil	Nil

(iii) Invalid Votes:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	Nil	Nil	Nil
Poll	4	310	Negligible
Total	4	310	Negligible

(e) Resolution No. 5:

Ordinary Resolution for appointment of Shri Kersi J. Pardiwalla (DIN: 00015670) as an Independent Director:

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	46	1929969	100%
Poll	22	52329	100%
Total	68	1982298	100%

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	Nil	Nil	Nil
Poll	Nil	Nil	Nil
Total	Nil	Nil	Nil

(iii) Invalid Votes:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	Nil	Nil	Nil
Poll	4	310	Negligible
Total	4	310	Negligible

(f) Resolution No. 6:

Special Resolution for re-appointment of Shri Arun P. Patel (DIN: 00830809) as an Independent Director:

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	46	1929969	100%
Poll	22	52329	100%
Total	68	1982298	100%

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	Nil	Nil	Nil
Poll	Nil	Nil	Nil
Total	Nil	Nil	Nil

(iii) Invalid Votes:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	Nil	Nil	Nil
Poll	4	310	Negligible
Total	4	310	Negligible

(g) Resolution No. 7:

Special Resolution for re-appointment of Shri Rajesh Jaykrishna (DIN: 00048294) as an Independent Director:

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	46	1929969	100%
Poll	22	52329	100%
Total	68	1982298	100%

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	Nil	Nil	Nil
Poll	Nil	Nil	Nil
Total	Nil	Nil	Nil

(iii) Invalid Votes:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	Nil	Nil	Nil
Poll	4	310	Negligible
Total	4	310	Negligible

5. A compact disk (CD) / Excel Sheets and other supportive documents containing list of equity shareholders who voted “For”, “Against” and those votes which were declared “Invalid” for each resolution and also resolutions received from corporate shareholders etc. will be returned for safe keeping by our separate letter to the Company.
6. The poll/ballot papers and all other relevant records will also be handed over by me to the Company Secretary authorized by the Board for safe keeping.

Thanking you,

Place: Ahmedabad
Date: 5th August, 2017



Yours faithfully,

A handwritten signature in blue ink, appearing to be "Manoj Hurkat".

Signature of the Scrutinizer
[CS MANOJ HURKAT]

Countersigned by:

For, **STANROSE MAFATLAL INVESTMENTS
& FINANCE LIMITED**

A handwritten signature in black ink, appearing to be "Stanrose Mafatlal Investments & Finance Limited".

Chairperson/ Authorised Signatory

