

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:7:33:268

1st September, 2017

The Senior General Manager,
(Listing Compliance Manager)
BSE Limited
24th 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 : Voting Results and Combined Scrutinizer's Report of the
120th Annual General Meeting ("AGM") of the Company
held on 31st August, 2017

Ref : Regulation 44(3) of the SEBI (Listing Obligations and
Disclosure Requirements) Regulations, 2015


This is to inform you that the 120th Annual General Meeting of the Company
was held on Thursday, the 31st August, 2017, 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 Voting Results of the AGM of the Company under
Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015, along with the Scrutinizer's Report which are attached
herewith as **Annexure - A** and **Annexure - B** respectively.

This is for your information and record.

Thanking you,

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


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

Encl:

c.

ANNEXURE - A

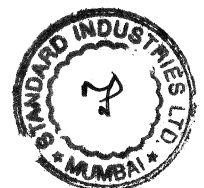
Annexure A

| | |
|---|----------------|
| STANDARD INDUSTRIES LTD | |
| Date of the AGM/EGM | 31-08-2017 |
| Total number of shareholders on record date | 34396 |
| No. of shareholders present in the meeting either in person or through proxy: | |
| Promoters and Promoter Group: | 7 |
| Public: | 57 |
| No. of Shareholders attended the meeting through Video Conferencing | Not Applicable |
| Promoters and Promoter Group: | Not Applicable |
| Public: | Not Applicable |

| | | | | | | | | | |
|---|---|------------------------|-------------------------|--|------------------------------|----------------------------|---|---|---------------|
| Resolution No. | 1 | | | | | | | | |
| Resolution required: (Ordinary/ Special) | ORDINARY - Adoption of Financial Statements for the year ended 31st March, 2017 | | | | | | | | |
| 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 | Votes Invalid |
| Promoter and Promoter Group | E-Voting | 12962042 | 12962042 | 100.0000 | 12962042 | 0 | 100.0000 | 0.0000 | 0 |
| | Poll | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | 0 |
| | Total | | 12962042 | 100 | 12962042 | 0 | 100 | 0 | 0 |
| Public- Institutions | E-Voting | 3193317 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | 0 |
| | Poll | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | 0 |
| | Total | | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public- Non Institutions | E-Voting | 48173582 | 25107987 | 52.1198 | 25105309 | 2678 | 99.9893 | 0.0106 | 0 |
| | Poll | | 4990 | 0.0104 | 4840 | 150 | 96.9939 | 3.0060 | 230 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | 0 |
| | Total | | 25112977 | 52.1302 | 25110149 | 2828 | 99.9887 | 0.0113 | 230 |
| Total | 64328941 | 38075019 | 59.1880 | 38072191 | 2828 | 99.9926 | 0.0074 | 230 | |

| | | | | | | | | | |
|---|-------------------------------------|------------------------|-------------------------|--|------------------------------|----------------------------|---|---|---------------|
| Resolution No. | 2 | | | | | | | | |
| Resolution required: (Ordinary/ Special) | ORDINARY - Declaration of Dividend. | | | | | | | | |
| 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 | Votes Invalid |
| Promoter and Promoter Group | E-Voting | 12962042 | 12962042 | 100.0000 | 12962042 | 0 | 100.0000 | 0.0000 | 0 |
| | Poll | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | 0 |
| | Total | | 12962042 | 100 | 12962042 | 0 | 100 | 0 | 0 |
| Public- Institutions | E-Voting | 3193317 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | 0 |
| | Poll | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | 0 |
| | Total | | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public- Non Institutions | E-Voting | 48173582 | 25107987 | 52.1198 | 25105309 | 2678 | 99.9893 | 0.0106 | 0 |
| | Poll | | 4990 | 0.0104 | 4840 | 150 | 96.9939 | 3.0060 | 230 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | 0 |
| | Total | | 25112977 | 52.1302 | 25110149 | 2828 | 99.9887 | 0.0113 | 230 |
| Total | 64328941 | 38075019 | 59.1880 | 38072191 | 2828 | 99.9926 | 0.0074 | 230 | |

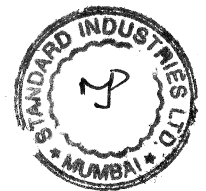
| | | | | | | | | | |
|---|--|------------------------|-------------------------|--|------------------------------|----------------------------|---|---|---------------|
| Resolution No. | 3 | | | | | | | | |
| Resolution required: (Ordinary/ Special) | ORDINARY - Re-appointment of Shri Pradeep R. Mafatal, who retires by rotation. | | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | Only Promoter, Mr. Pradeep R. Mafatal is Interested as it concerns his reappointment | | | | | | | | |
| 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 | Votes Invalid |
| Promoter and Promoter Group | E-Voting | 12962042 | 12948487 | 99.8954 | 12948487 | 0 | 100.0000 | 0.0000 | 13555 |
| | Poll | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | 0 |
| | Total | | 12948487 | 99.8954 | 12948487 | 0 | 100 | 0 | 13555 |
| Public- Institutions | E-Voting | 3193317 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | 0 |
| | Poll | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | 0 |
| | Total | | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public- Non Institutions | E-Voting | 48173582 | 25107987 | 52.1198 | 25105309 | 2678 | 99.9893 | 0.0106 | 0 |
| | Poll | | 4990 | 0.0104 | 4990 | 0 | 100.0000 | 0.0000 | 230 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | 0 |
| | Total | | 25112977 | 52.1302 | 25110299 | 2678 | 99.9893 | 0.0107 | 230 |
| Total | 64328941 | 38061464 | 59.1669 | 38058786 | 2678 | 99.9930 | 0.0070 | 13785 | |



| Resolution No. | | 4 | | | | | | | |
|---|-------------------------------|---|-------------------------|--|------------------------------|----------------------------|---|---|---------------|
| Resolution required: (Ordinary/ Special) | | ORDINARY - Appointment of M/s SHR & Co. Chartered Accountants as the Auditors of the Company. | | | | | | | |
| 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 | Votes Invalid |
| Promoter and Promoter Group | E-Voting | 12962042 | 12962042 | 100.0000 | 12962042 | 0 | 100.0000 | 0.0000 | 0 |
| | Poll | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | 0 |
| | Total | | 12962042 | 100 | 12962042 | 0 | 100 | 0 | 0 |
| Public- Institutions | E-Voting | 3193317 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | 0 |
| | Poll | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | 0 |
| | Total | | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public- Non Institutions | E-Voting | 48173582 | 25107987 | 52.1198 | 25105309 | 2678 | 99.9893 | 0.0106 | 0 |
| | Poll | | 4990 | 0.0104 | 4794 | 196 | 96.0721 | 3.9278 | 230 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | 0 |
| | Total | | 25112977 | 52.1302 | 25110103 | 2874 | 99.9886 | 0.0114 | 230 |
| Total | | 64328941 | 38075019 | 59.1880 | 38072145 | 2874 | 99.9925 | 0.0075 | 230 |

| Resolution No. | | 5 | | | | | | | |
|---|-------------------------------|---|-------------------------|--|------------------------------|----------------------------|---|---|---------------|
| Resolution required: (Ordinary/ Special) | | ORDINARY - Commission to Non Executive Directors. | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | | NO. Only Mr. Pradeep R. Mafatal & Mrs. Divya P. Mafatal are deemed to be interested | | | | | | | |
| 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 | Votes Invalid |
| Promoter and Promoter Group | E-Voting | 12962042 | 12948487 | 99.8954 | 12948487 | 0 | 100.0000 | 0.0000 | 13555 |
| | Poll | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | 0 |
| | Total | | 12948487 | 99.8954 | 12948487 | 0 | 100 | 0 | 13555 |
| Public- Institutions | E-Voting | 3193317 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | 0 |
| | Poll | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | 0 |
| | Total | | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public- Non Institutions | E-Voting | 48173582 | 25107987 | 52.1198 | 25105309 | 2678 | 99.9893 | 0.0106 | 0 |
| | Poll | | 4990 | 0.0104 | 4791 | 199 | 96.0120 | 3.9879 | 230 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | 0 |
| | Total | | 25112977 | 52.1302 | 25110100 | 2877 | 99.9885 | 0.0115 | 230 |
| Total | | 64328941 | 38061464 | 59.1669 | 38058587 | 2877 | 99.9924 | 0.0076 | 13785 |

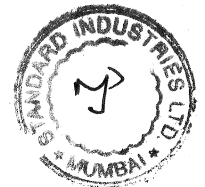
| Resolution No. | | 6 | | | | | | | |
|---|-------------------------------|--|-------------------------|--|------------------------------|----------------------------|---|---|---------------|
| Resolution required: (Ordinary/ Special) | | SPECIAL - Making loan, Investment or giving guarantee upto Rs. 300 Crores. | | | | | | | |
| 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 | Votes Invalid |
| Promoter and Promoter Group | E-Voting | 12962042 | 12962042 | 100.0000 | 12962042 | 0 | 100.0000 | 0.0000 | 0 |
| | Poll | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | 0 |
| | Total | | 12962042 | 100 | 12962042 | 0 | 100 | 0 | 0 |
| Public- Institutions | E-Voting | 3193317 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | 0 |
| | Poll | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | 0 |
| | Total | | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public- Non Institutions | E-Voting | 48173582 | 25107987 | 52.1198 | 25105309 | 2678 | 99.9893 | 0.0106 | 0 |
| | Poll | | 4990 | 0.0104 | 4794 | 196 | 96.0721 | 3.9278 | 230 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | 0 |
| | Total | | 25112977 | 52.1302 | 25110103 | 2874 | 99.9886 | 0.0114 | 230 |
| Total | | 64328941 | 38075019 | 59.1880 | 38072145 | 2874 | 99.9925 | 0.0075 | 230 |



| Resolution No. | 7 | | | | | | | | | |
|---|---|------------------------|-------------------------|--|------------------------------|----------------------------|--|--|---------------|------------|
| Resolution required: (Ordinary/ Special) | ORDINARY - Making Contribution to Charitable & other funds. | | | | | | | | | |
| 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 | Votes Invalid | |
| Promoter and Promoter Group | E-Voting | 12962042 | 12962042 | 100.0000 | 12962042 | 0 | 100.0000 | 0.0000 | 0 | |
| | Poll | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | 0 | |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | 0 | |
| | Total | | 12962042 | 100 | 12962042 | 0 | 100 | 0 | 0.0000 | 0 |
| Public- Institutions | E-Voting | 3193317 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | 0 | |
| | Poll | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | 0 | |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | 0 | |
| | Total | | 0 | 0 | 0 | 0 | 0 | 0.0000 | 0.0000 | 0 |
| Public- Non Institutions | E-Voting | 48173582 | 25107987 | 52.1198 | 25105309 | 2678 | 99.9893 | 0.0106 | 0 | |
| | Poll | | 4990 | 0.0104 | 4840 | 150 | 96.9939 | 3.0060 | 230 | |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | 0 | |
| | Total | | 25112977 | 52.1302 | 25110149 | 2828 | 99.9887 | 0.0113 | 230 | 230 |
| Total | 64328941 | 38075019 | 59.1880 | 38072191 | 2828 | 99.9926 | 0.0074 | 230 | | |

| Resolution No. | 8 | | | | | | | | | |
|---|--|------------------------|-------------------------|--|------------------------------|----------------------------|--|--|---------------|------------|
| Resolution required: (Ordinary/ Special) | ORDINARY - Appointment of Shri K. J. Pardiwalla as 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 | Votes Invalid | |
| Promoter and Promoter Group | E-Voting | 12962042 | 12962042 | 100.0000 | 12962042 | 0 | 100.0000 | 0.0000 | 0 | |
| | Poll | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | 0 | |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | 0 | |
| | Total | | 12962042 | 100 | 12962042 | 0 | 100 | 0 | 0.0000 | 0 |
| Public- Institutions | E-Voting | 3193317 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | 0 | |
| | Poll | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | 0 | |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | 0 | |
| | Total | | 0 | 0 | 0 | 0 | 0 | 0.0000 | 0.0000 | 0 |
| Public- Non Institutions | E-Voting | 48173582 | 25107987 | 52.1198 | 25105309 | 2678 | 99.9893 | 0.0106 | 0 | |
| | Poll | | 4990 | 0.0104 | 4990 | 0 | 100.0000 | 0.0000 | 230 | |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | 0 | |
| | Total | | 25112977 | 52.1302 | 25110299 | 2678 | 99.9893 | 0.0107 | 230 | 230 |
| Total | 64328941 | 38075019 | 59.1880 | 38072341 | 2678 | 99.9930 | 0.0070 | 230 | | |

| Resolution No. | 9 | | | | | | | | | |
|---|--|------------------------|-------------------------|--|------------------------------|----------------------------|--|--|---------------|------------|
| Resolution required: (Ordinary/ Special) | SPECIAL - Re-appointment of Shri D. H. Parekh as Executive 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 | Votes Invalid | |
| Promoter and Promoter Group | E-Voting | 12962042 | 12962042 | 100.0000 | 12962042 | 0 | 100.0000 | 0.0000 | 0 | |
| | Poll | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | 0 | |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | 0 | |
| | Total | | 12962042 | 100 | 12962042 | 0 | 100 | 0 | 0.0000 | 0 |
| Public- Institutions | E-Voting | 3193317 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | 0 | |
| | Poll | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | 0 | |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | 0 | |
| | Total | | 0 | 0 | 0 | 0 | 0 | 0.0000 | 0.0000 | 0 |
| Public- Non Institutions | E-Voting | 48173582 | 25107987 | 52.1198 | 25105309 | 2678 | 99.9893 | 0.0106 | 0 | |
| | Poll | | 4990 | 0.0104 | 4794 | 196 | 96.0721 | 3.9278 | 230 | |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | 0 | |
| | Total | | 25112977 | 52.1302 | 25110103 | 2874 | 99.9886 | 0.0114 | 230 | 230 |
| Total | 64328941 | 38075019 | 59.1880 | 38072145 | 2874 | 99.9925 | 0.0075 | 230 | | |



Kaushik M. Jhaveri

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



K.M.JHAVERI & CO.

Practising Company Secretary

Report of Scrutinizer

Combined Scrutinizer's Report on Remote E-voting & Physical voting conducted at the 120th Annual General Meeting (AGM) of the Members of Standard Industries Limited held on Thursday, 31st August, 2017 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 - 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.

I, Kaushik M. Jhaveri, of M/s. K. M. Jhaveri & Co., appointed as Scrutinizer by the Board of Directors of Standard Industries Limited on 16th May, 2017 (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 as 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.



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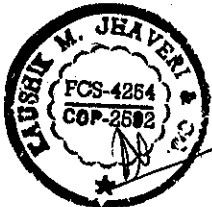
Regd. Office: B-408, Crystal Plaza premises CHSL, Opp. Infinity Mall & Raheja Classique, Off.

New Link Road, Andheri (W), Mumbai - 400 053, INDIA.

Tel: +91 22 2630 5037 Mob. : +91 98210 34511 Email: kaushikjhaverics1@gmail.com

Report on Scrutiny

1. The Company had appointed Karvy Computershare Private limited ('KCPL' or 'Karvy') as the Service Provider, for the purpose of extending the facility of Remote E-voting the members of the Company. KCPL 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 Thursday, 31st August, 2017.
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 resolution placed for the approval of the Members was Thursday, 24th August, 2017.
5. The remote E-voting facility was kept open from **Sunday, 27th August, 2017, 9.00 A. M. to Wednesday, 30th August 2017 at 5.00 P.M.**
6. At the end of the voting period on 30th August 2017 at 5.00 P.M., the voting portal of the Service Provider was blocked forthwith.
7. At the venue of the 120th AGM of the Company held on 31st August, 2017, 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. Pallavi Parikh and Ms. Pooja Merchant who acted as



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New Link Road, Andheri (W), Mumbai – 400 053, INDIA.

Tel: +91 22 2630 5037 Mob. : +91 98210 34511 Email: kaushikjhaverics1@gmail.com

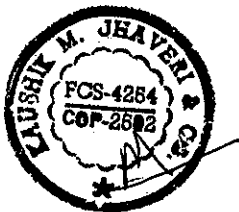
the witnesses, as prescribed in Sub Rule 4(xii) of the said Rule 20 of the Companies (Management & Administration) Rules, 2014.

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. I found one ballot paper invalid.
10. Thereafter, I as a scrutinizer duly complied 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 | 23 | 13 | 36 |
| Total number of shares held by them | 38070029 | 5220 | 38075249 |
| 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 on Ordinary Resolution):**

To receive, consider and adopt:

- a. Audited Balance Sheet as at 31st March,2017, 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.
- b. Consolidated Audited Balance Sheet as at 31st March, 2017, Consolidated Statement of Profit and Loss 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 | 38067351 | 99.993 | 2678 | 0.007 | 0 |
| Physical voting | 4840 | 96.994 | 150 | 3.006 | 230 |
| Total | 38072191 | 99.9926 | 2828 | 0.0074 | 230 |

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

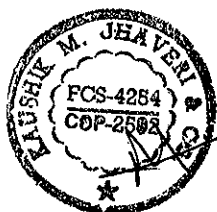
Declaration of Dividend on Equity Shares.

| Manner of Voting | Votes in favour of the resolution | | Votes against the resolution | | Abstained / Invalid votes |
|------------------|-----------------------------------|----------------|------------------------------|---------------|---------------------------|
| | Nos. | %age | Nos. | %age | Nos. |
| Remote E-voting | 38067351 | 99.993 | 2678 | 0.007 | 0 |
| Physical voting | 4840 | 96.994 | 150 | 3.006 | 230 |
| Total | 38072191 | 99.9926 | 2828 | 0.0074 | 230 |

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III) Item No. 3 of the Notice (As on Ordinary Resolution):

Re-Appointment 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 | |
| Remote E-voting | 38053796 | 99.993 | 2678 | 0.007 | 13555 |
| Physical voting | 4990 | 100 | 0 | 0 | 230 |
| Total | 38058786 | 99.993 | 2678 | 0.007 | 13785 |

IV) Item No. 4 of the Notice (As on Ordinary Resolution):

Appointment of M/s. SHR & Co., Chartered Accountants (ICAI Firm Registration No. 120491W), as the Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of the 125th Annual General Meeting.

| Manner of Voting | Votes in favour of the resolution | | Votes against the resolution | | Abstained / Invalid votes |
|------------------|-----------------------------------|----------------|------------------------------|---------------|---------------------------|
| | Nos. | %age | Nos. | %age | |
| Remote E-voting | 38067351 | 99.993 | 2678 | 0.007 | 0 |
| Physical voting | 4794 | 96.0721 | 196 | 3.9279 | 230 |
| Total | 38072145 | 99.9925 | 2874 | 0.0075 | 230 |



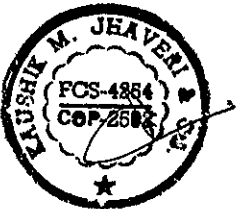
SPECIAL BUSINESS:**I) Item No. 5 of the Notice (As on Ordinary Resolution):**

Approval for A sum not exceeding 1% of the net profits of the Company per annum, calculated in accordance with the provisions of Section 198 of the Act, be paid and distributed amongst the Directors of the Company or some or any of them (other than the Managing Director and Whole-time Directors) in such amounts or proportions and in such manner and in all respects as may be decided by the Board of Directors and such payments shall be made with respect to the profits of the Company for each year, for a period of five years, commencing from 1st October, 2017.

| Manner of Voting | Votes in favour of the resolution | | Votes against the resolution | | Abstained / Invalid votes |
|------------------|-----------------------------------|----------------|------------------------------|---------------|---------------------------|
| | Nos. | %age | Nos. | %age | |
| Remote E-voting | 38053796 | 99.993 | 2678 | 0.007 | 13555 |
| Physical voting | 4791 | 96.012 | 199 | 3.988 | 230 |
| Total | 38058587 | 99.9924 | 2877 | 0.0076 | 13785 |

II) Item No. 6 of the Notice (As on Special Resolution):

Approval for making investment, in Initial Public Offer (IPOs), acquisition/purchase of shares, securities, bonds, Debentures, Mutual Funds, money market instruments and other financial instrument of any Body Corporate or other person/entity or for giving loans, guarantees or providing securities to any Body Corporate or other person/entity, from time to time upto Rs. 300 crores, which is in excess of limits specified u/s 186 of the Companies Act, 2013.



| Manner of Voting | Votes in favour of the resolution | | Votes against the resolution | | Abstained / Invalid votes |
|------------------|-----------------------------------|----------------|------------------------------|---------------|---------------------------|
| | Nos. | %age | Nos. | %age | |
| Remote E-voting | 38067351 | 99.993 | 2678 | 0.007 | 0 |
| Physical voting | 4794 | 96.0721 | 196 | 3.9279 | 230 |
| Total | 38072145 | 99.9925 | 2874 | 0.0075 | 230 |

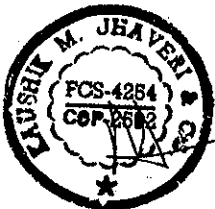
III) Item No. 7 of the Notice (As on Ordinary Resolution):

Approval u/s 181 of Companies Act, 2013, to contribute, in any financial year, to bonafide charitable and other funds, any amounts the aggregate of which, may exceed 5% of its average net profits for the three immediately preceding financial years, subject to a limit of Rs. 1 crore.

| Manner of Voting | Votes in favour of the resolution | | Votes against the resolution | | Abstained / Invalid votes |
|------------------|-----------------------------------|----------------|------------------------------|---------------|---------------------------|
| | Nos. | %age | Nos. | %age | |
| Remote E-voting | 38067351 | 99.993 | 2678 | 0.007 | 0 |
| Physical voting | 4840 | 96.994 | 150 | 3.006 | 230 |
| Total | 38072191 | 99.9926 | 2828 | 0.0074 | 230 |

IV) Item No. 8 of the Notice (As on Ordinary Resolution):

Appointment of Shri K. J. Pardiwalla (DIN 00015670), a Non-Executive Director of the Company, as an Independent Director of the Company to hold office for a term of 3 consecutive years commencing from 10th February 2017 and that he shall not be liable to retire by rotation.



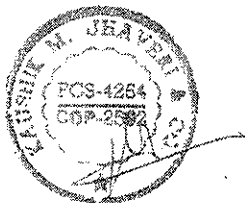
| Manner of Voting | Votes in favour of the resolution | | Votes against the resolution | | Abstained / Invalid votes |
|------------------|-----------------------------------|---------------|------------------------------|--------------|---------------------------|
| | Nos. | %age | Nos. | %age | |
| Remote E-voting | 38067351 | 99.993 | 2678 | 0.007 | 0 |
| Physical voting | 4990 | 100 | 0 | 0 | 230 |
| Total | 38072341 | 99.993 | 2678 | 0.007 | 230 |

V) Item No. 9 of the Notice (As on Special Resolution):

Approval for Re-appointment of Shri D. H. Parekh (DIN 00015734), as Executive Director of the Company for a period of 3 years commencing from 2nd August, 2017, upon the terms of re-appointment including remuneration, commission and perquisites as set out in the Explanatory Statement as required under Section 102(1) of the Companies Act, 2013.

| Manner of Voting | Votes in favour of the resolution | | Votes against the resolution | | Abstained / Invalid votes |
|------------------|-----------------------------------|----------------|------------------------------|---------------|---------------------------|
| | Nos. | %age | Nos. | %age | |
| Remote E-voting | 38067351 | 99.993 | 2678 | 0.007 | 0 |
| Physical voting | 4794 | 96.0721 | 196 | 3.9279 | 230 |
| Total | 38072145 | 99.9925 | 2874 | 0.0075 | 230 |

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.



Kaushik M. Jhaveri

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

BS K.M.JHAVERI & CO.
Practising Company Secretary

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,

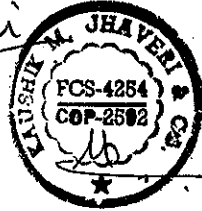
For K.M.JHAVERI & CO.

Kaushik M. Jhaveri

Kaushik M. Jhaveri

Proprietor

FCS: 4254 / COP. No. 2592



Witnesses:

1. : *Pallavi* [Pallavi Pantkh]

2. : *P.P. Merchant* [Pooja Merchant]

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

Place: Mumbai

Date: 31.08.2017

K.J. Pardiwalla

Signed by Mr. K.J. Pardiwalla

Chairman of the 120th AGM

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