### STANROSE MAFATLAL

# ANDARD INDUSTRIES LTD.

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:7:33:267

1st September, 2017

The Senior General Manager. (Listing Compliance Manager) **BSE** Limited 24th Floor, P.J. Towers, Dalai 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 Proceedings of the 120th Annual General Meeting ("AGM") of the Company held on 31st August, 2017

Ref: Regulation 44(3) and 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

This is to inform you that 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 following disclosures in respect of the above:

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

...2/-

: 2 :

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.

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

cc: Central Depository Services (India) Ltd., Phiroze Jeejeebhoy Towers, 28th Floor, Dalal Street, Mumbai - 400 023.

cc: M/s. Karvy Computershare 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

Annexure A			CTANDADD INDUC	TRIECLTD					1
Date of the AGM/EGM			STANDARD INDUS 31-08-2017	TRIES LID					
Total number of shareholders on record date	u la nousce	augh neo:	34396						
No. of shareholders present in the meeting either Promoters and Promoter Group:	er in person or thre	ougn proxy:	7						
Public:			57						
No. of Shareholders attended the meeting throu Promoters and Promoter Group:	igh Video Confere		Not Applicable Not Applicable						
Public:			Not Applicable						
Resolution No.	1	****							
Resolution required: (Ordinary/ Special)		tion of Financial Sta	tements for the ve	ear ended 31st Mar	ch 2017				
Whether promoter/ promoter group are:	ORDINART - Adop	don or mancial sc	itements for the ye	an choca Jise Ma					
interested in the agenda/resolution?	NO		CONTROL OF THE PROPERTY OF T						
-									
				% of Votes Polled on outstanding				% of Votes against on votes	
		No. of shares	No. of votes	shares	No. of Votes – in	No. of Votes –	polled	polled	
Category		held (1)	polled (2) 12962042	(3)=[(2)/(1)]* 100	favour (4) 12962042	against (5)	(6)=[(4)/(2)]*100 100.0000	(7)=[(5)/(2)]*100 0.0000	Votes Invalid 0
	E-Voting Poll	12962042	12962042		12302042			0.0000	0
Down to Comm	Postal Ballot (if	12302042		0.0000	00	0	0.0000	0.0000	0
Promoter and Promoter Group	applicable) Total		12962042	0.0000	12962042	0		0	0
	E-Voting		0		00	0		0.0000	0
	Poll Postal Ballot (if	3193317	0	0.0000	. 00	0	0.0000	0,0000	0
Public- Institutions	applicable)	Value Latinian Calmer	0		00	0	0.0000	0.0000	0
	Total E-Voting		25107987		25105309	2678	99.9893	0.0106	0
	Poll	48173582	4990		4840	150	96.9939	3.0060	230
Public- Non Institutions	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
213-216	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.	2								
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are	ORDINARY - Decla	ration of Dividend							
interested in the agenda/resolution?	NO								
						-			
				% of Votes Polled			% of Votes in	% of Votes	
		N6-h	No. of votes	on outstanding shares	No. of Votes – in	No. of Votes –	favour on votes polled	against on votes polled	
Category	Mode of Voting	No. of shares held (1)	polled (2)	(3)=[(2)/(1)]* 100	favour (4)	against (5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
	E-Voting Poll		12962042 0	100.0000	12962042 00	0			0
	Postal Ballot (if	12962042		0.0000	- 00		0.000		
Promoter and Promoter Group	applicable)		12962042	0.0000	00 12962042			0.0000	0
	Total E-Voting		12962042		12962042	C	0.0000	0.0000	C
	Poll	3193317	0	0.0000	- 00	C	0.0000	0.0000	C
Public- Institutions	Postal Ballot (if applicable)		0	0.0000	00	c	0.0000	0.0000	
	Total			0	.0				
	E-Voting Poll	40470500	25107987 4990						
	Postal Ballot (if	48173582					0.0000	0.0000	
Public- Non Institutions	applicable) Total		25112977		25110149				230
	Total	64328941	38075019		38072191		99,9920	0.0074	230
Resolution No.	3								
Resolution required: (Ordinary/ Special)		pointment of Shri	Pradeep R Mafati	lal, who retires by r	otation.				
	Only Promoter,	Januarie Graffin	Control of the second	- The state of the					
	Mr. Pradeep R. Mafatlal is								
	Interested as it								
Whether promoter/ promoter group are interested in the agenda/resolution?	concerns his reappointment								
sace in the agental/resolution in particular	, suppositionerit								
				% of Votes Polled	1		% of Votes in	% of Votes	-
			i .		1	ľ	favour on votes	against on votes	
			1	on outstanding		1			
Category	Mode - FV	No. of shares	No. of votes	shares	No. of Votes – in		polled	polled (7)=((5)/(2)]*100	Votes Invalid
Category	Mode of Voting E-Voting	No. of shares held (1)	No. of votes polled (2)	shares (3)=[(2)/(1)]* 100	favour (4)	against (5)	polled (6)=[(4)/(2)]*100 100.000	(7)=[(5)/(2)]*100 0 0.000	1355
Category	E-Voting Poll		polled (2) 1294848	shares (3)=[(2)/(1)]* 100	favour (4) 1294848	against (5)	polled (6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100 0 0.000	1355
Category  Promoter and Promoter Group	E-Voting	held (1)	polled (2) 1294848	shares (3)=[(2)/(1)]* 100 7 99.8954	favour (4) 1 12948487 0 00	against (5) 7 (	polled (6)=[(4)/(2)]*100 0 100.000 0 0.000	0 (7)=[(5)/(2)]*100 0 0.000 0 0.000 0 0.000	1355
	E-Voting Poll Postal Ballot (if applicable) Total	held (1)	polled (2)  12948483  (12948483	shares (3)=[(2)/(1)]* 100 7 99.8954 0 0.0000 0 0.0000 7 99.8954	favour (4) 1 12948483 0 00 0 00 1 12948483	against (5) 7 9 9 9 7 7 7 7 7 7 7 7 7 7 8 8 8 8 8 8	polled (6)=[(4)/(2)]*100 0 100.000 0 0.000 0 0.000 0 10	0 (7)=[(5)/(2)]*100 0 0.000 0 0.000 0 0.000	1355 0 0 1355
	E-Voting Poll Postal Ballot (if applicable)	held (1) - 12962042	polled (2) 1294848 (0) 1294848	shares (3)=[(2)/(1)]* 100 7 99.8954 0 0.0000	favour (4) 1294848 0 00 0 00 1 1294848	against (5)	polled (6)=[(4)/(2)]*100 0 100.000 0 0.000	(7)=[(5)/(2)]*100 0 0.000 0 0.000 0 0.000 0 0.000 0 0.000	1355 0 1355 0 1355
Promoter and Promoter Group	E-Voting Poll Postal Ballot (if applicable) Total E-Voting Poll Postal Ballot (if	held (1)	polled (2) 1294848. (1294848. (1294848.	shares (3)=[(2)/(1)]* 100 7 99.8954 0 0.0000 0 0.0000 7 99.8955 0 0.0000 0 0.0000	favour (4)   1294848;   0   0   0   0   0   0   0   0   0	against (5) 7 10 10 17 7 17 10 10 10 10 10 10 10 10 10 10 10 10 10	polled (6)={(4)/(2)}*100.000 0 0.0000 0 0.0000 0 10 10 0 0.0000 0 0.0000	7)=((5)/(2)]*100 0 0,000 0 0,000 0 0,000 0 0,000 0 0,000 0 0,000	1355 0 1355 0 1355
	E-Voting Poll Postal Ballot (if applicable) Total E-Voting Poll Postal Ballot (if applicable)	held (1) - 12962042	polled (2)  1294848:  (1294848:	shares (3)=[(2)/(1)]* 100 7 99.8954 0 0.0000 0 0.0000 7 99.8954 0 0.0000 0 0.0000	favour (4)   1294848;   00   00   00   1294848;   00   00   1294848;   00   00   00   00   00   00   00	against (5) 7 8 9 9 9 7 7 9 9 9 9 9 9 9 9 9 9 9 9 9	polled (6)=[(4)/(2)]*100.000 0 100.000 0 0.000 0 10 0 0.000 0 0.000 0 0.000	0 0.000 0 0.000 0 0.000 0 0.000 0 0.000 0 0.000 0 0.000 0 0.000	1355 0 1355 0 1355
Promoter and Promoter Group	E-Voting Poll Postal Ballot (if applicable) Total E-Voting Poll Postal Ballot (if	held (1) - 12962042	polled (2) 1294848: (12948	shares (3)=((2)/(1))* 100 (3)=((2)/(1))* 100 (3)=((2)/(1))* 100 (4) (5) (6) (7) (7) (8) (8) (8) (8) (9) (9) (9) (9) (9) (9) (9) (9) (9) (9	Favour (4)	against (5) 7 7 8 9 9 9 9 9 9 9 9 9 9 9 9 9 9 9 9 9	polled (6)=[(4)/(2)]*100 0 100.000 0 0.000 0 100 0 0.000 0 0.000	(7)=((5)/(2))*100   0	1355 0 1355 0 1355 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0
Promoter and Promoter Group	E-Voting Poll Postal Ballot (if applicable) Total E-Voting Poll Postal Ballot (if applicable) Total E-Voting Poll Postal Ballot (if applicable) Total E-Voting Poll	held (1) - 12962042	polled (2) 1294848: (6) 1294848: (7) (8) (9) (9) (9) (12510798:	shares (3)=((2)/(1))* 100 (3)=((2)/(1))* 100 (4) 99.8954 (5) 0.0000 (7) 99.8954 (6) 0.0000 (7) 0.0000 (7) 0.0000 (8) 0.0000 (9) 0.00	Favour (4)	against (5) 7 7 8 9 9 9 9 9 9 9 9 9 9 9 9 9 9 9 9 9	polled (6)={(4)/(2)}*100 0 100.000 0 0.000 0 0.000 0 0.000 0 0.000 0 0.000 0 0.000 0 0.000	0 0.000 0 0.000	1355 0 1355 0 1355 0 0 0 0
Promoter and Promoter Group	E-Voting Poll Postal Ballot (if applicable) Total E-Voting Poll Postal Ballot (if applicable) Total E-Voting Foll Foral Ballot (if applicable) Total E-Voting	held (1)  12962042  3193317	polled (2) 1294848: (6) 1294848: (7) (8) (9) (9) (9) (12510798:	shares (3)=[(2)/(1)]* 102 (7) 99.895* 0 0.0000 0 0.0000 0 0.0000 0 0.0000 0 0.0000 0 0.0000 0 0.0000 0 0.0000 0 0.0000 0 0.0000 0 0.0000 0 0.0000	favour (4)	against (5)  7  10  17  17  19  19  19  19  19  19  19  19	polled (6)=((4)/(2))*100 00 00 00 00 00 00 00 00 00 00 00 00	0 (7)=(5)/(2))*1000 0 0.0000 0 0.0000 0 0.0000 0 0 0.000 0 0 0.000 0 0 0.000 0 0 0.000 0 0 0.000 0 0 0.000	1355 12 1355 13 1355 13 13 13 13 13 13 13 13 13 13 13 13 13



Resolution No.	4				Martine Committee Committe				
Resolution required: (Ordinary/ Special)	OPDIMARY - Anno	intment of M/s SHI	P. S. Co. Chartered	Accountants as the	Auditors of the Co.	mnany			
Whether promoter/ promoter group are	ORDINARY - Appo	intment of M/s sni	K & Co. Chartered /	ACCOUNTAINES AS THE	Additors of the Col	прану.			
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	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	
	E-Voting		12962042	100.0000	12962042	0		0.0000	0
	Poll Postal Ballot (if	12962042	0	0.0000	00	0	0.0000	0.0000	0
Promoter and Promoter Group	applicable)		0	0.0000				0.0000	0
·	Total		12962042	0.0000	12962042			0.0000	0
	E-Voting			0.0000	- 00		0.0000	0.0000	
	Poll	3193317	0	0.0000	00	0	0.0000	0.0000	0
Dublic Inskhukings	Postal Ballot (if		0	0.0000	00		0.0000	0.0000	0
Public- Institutions	applicable) Total		0						0
	E-Voting		25107987	52.1198			99,9893	0.0106	0
	Poll Postal Ballot (if	48173582	4990	0.0104	4794	196	96.0721	3.9278	230
Public- Non Institutions	applicable)		0		00				0
	Total		25112977			A COMMUNICATION OF THE PARTY OF		0.0114 0.0075	230 230
	Total	64328941	38075019	59,1880	38072145	2874	99,9925	0.0075	230
Resolution No.	5								
Resolution required: (Ordinary/ Special)	ORDINARY - Comi	mission to Non Exe	cutive Directors.	ballaria in processor and				The second section of	English salasia kota (e. 1
	NO ONLINE								
	NO: Only Mr. Pradeep R.								
	Mafatlal & Mrs.								
Whether promoter/ promoter group are	Divya P. Mafatlal								
interested in the agenda/resolution?	are deemed to be interested								
				% of Votes Polled on outstanding			% of Votes in favour on votes	% of Votes against on votes	
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes against (5)	polled (6)=[(4)/(2)]*100	polled (7)=[(5)/(2)]*100	Votes Invalid
edecgory	E-Voting	neid (1)	12948487		12948487	0	100.000	0.0000	13555
	Poll	12962042		0.0000	00	0	0.000	0.0000	0
Promoter and Promoter Group	Postal Ballot (if applicable)			0.0000	00	o a	0.000	0.0000	0
	Total		12948487	99.8954	12948487	4 0			
	E-Voting Poll	4							
	Postal Ballot (if	3193317		0.0000	1 00		3,335		
Public- Institutions	applicable)		C						
	Total E-Voting		25107987						)
	Poll	48173582	4000						230
Rublic Non Institutions	Postal Ballot (if	701/3382	1	0.000	00		0.000	0.000	
Public- Non Institutions	applicable) Total		25112977	0.0000					
	Total	64328941							13785
Resolution No.	6								· · · · · · · · · · · · · · · · · · ·
		Jane Janeston :		unta Da 200 C					
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are	JACCHAL - IVIAKING	ioan, investment o	n giving guarantee	upto Rs. 300 Crore	zə.				
interested in the agenda/resolution?	NO								
				% of Votes Polled	i		% of Votes in favour on votes	% of Votes	
- P		No. of shares	No. of votes	shares	No. of Votes – in		polled	polled	
Category	Mode of Voting	held (1)	polled (2) 12962042	(3)=[(2)/(1)]* 100		against (5)	(6)=[(4)/(2)]*100 100.000		
	E-Voting Poll	42002		0.0000			0.000		
	Postal Ballot (if	12962042							
Promoter and Promoter Group	applicable) Total		12962042				0.000		0 (
	E-Voting			0.0000		0	0.000	0.000	0 (
	Poll	3193317		0.0000		) (	0.000	0.000	0 (
Public- Institutions	Postal Ballot (if applicable)			0.0000	0	0	0.000	0.000	0
1 11311440113	Total			0.0000		0	0	0	0 (
	E-Voting		2510798						
	Poll Postal Ballot (if	48173582	4990	0.0104	4 479	4 19	6 96.072	3.927	230
Public- Non Institutions	applicable)			0.0000	0	0	0.000	0.000	o
Public- Non institutions	applicable								
Public- Non Institutions	Total		2511297 1 3807501	7 52.1302 9 59.1880	2 2511010	3 287			



Resolution No.	7								
Resolution required: (Ordinary/ Special)	ORDINARY - Makir	ng Contribution to	Charitable & other	funds.					
Whether promoter/ promoter group are									
nterested in the agenda/resolution?	NO								
				% of Votes Polled			% of Votes in	% of Votes	
				on outstanding			favour on votes	against on votes	
		No. of shares	No. of votes	shares	No. of Votes in	No. of Votes -	polled	polled	
Category	Mode of Voting	held (1)	polled (2)	(3)=[(2)/(1)]* 100	favour (4)	against (5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	Votes Invalid
	E-Voting		12962042	100.0000	12962042	0	100.0000	0.0000	
	Poll		0	0.0000	00	0	0.0000	0.0000	
		12962042		0.0000	- 00		0.0000		
	Postal Ballot (if						0.0000	0.0000	
Promoter and Promoter Group	applicable)		0	0.0000	00		0.0000		
	Total		12962042	100	12962042	0		0	
	E-Voting		0	0.0000	00			0.0000	
	Poll	3193317	0	0.0000	00	0	0.0000	0.0000	
	Postal Ballot (if	3133317							
ublic- Institutions	applicable)		0	0.0000	00	0	0.0000	0.0000	
	Total	Marine space realization	0		0	file of the control o	0	0	
			25107987	52.1198	25105309	2678			
	E-Voting	1							
	Poll	48173582	4990	0.0104	4840	150	90.933	3.0000	<b> </b>
	Postal Ballot (if							0.0000	1
Public- Non Institutions	applicable)		0	0.0000	00		0.0000		Color and Color and Color
	Total		25112977	52,1302	25110149				
	Total	64328941	38075019	59 1880	38072191	2828	99,9926	0.0074	
Resolution No.	8								
Resolution required: (Ordinary/ Special)	ORDINARY - Appo	intment of Shri K. J	. Pardiwalla as Ind	ependent Director.	Incorporation and the second	Fire and the second second	Early Commission Commission Co.	English participation	Contraction (Contraction (Contr
Whether promoter/ promoter group are									
nterested in the agenda/resolution?	NO								
							-	1	
	-								
				% of Votes Polled			% of Votes in	% of Votes	-
				on outstanding			favour on votes	against on votes	
						N61/	polled	polled	
		No. of shares	No. of votes	shares	No. of Votes – in				V
Category	Mode of Voting	held (1)	polled (2)	(3)=[(2)/(1)]* 100		against (5)	(6)=[(4)/(2)]*100		
	E-Voting		12962042	100.0000		0			
	Poll	12002042	0	0.0000	00	0	0.0000	0.0000	)
	Postal Ballot (if	12962042						1	
Promoter and Promoter Group	applicable)			0.0000	oc		0.0000	0.0000	
Tomoter and Fromoter Group		Established to the State	12962042						
	Total								
	E-Voting	-	C		00				
	Poll	3193317	C	0.0000	00	) C	0.0000	0.0000	4
	Postal Ballot (if								1
Public- Institutions	applicable)		C	0.0000	00				
	Total		and the contract of	0	C	) C	ų c	)  C	
	E-Voting		25107987	52.1198	25105309	2678	99.9893	0.0106	5
	Poll		4990						
		48173582	4330	0.0104	+550	1	200,000		1
	Postal Ballot (if						0.000	0.0000	
Public- Non Institutions	applicable)		ļ	0.0000					
	Total		25112977		25110299				
	Total	64328941	38075019	59:1880	38072341	2678	99,9930	0.0070	J)
Resolution No.	9		ATTENDED TO 100 ATTENDED						
Resolution required: (Ordinary/ Special)	SPECIAL - Reappo	untment of Shri D.							
			n, raiekii as cxecu	tive Director.	1		E		
			n, Parekiras Execu	tive Director.					
	NO		n, Parekii as Execu	tive Director.					
	NO		n. Parekii as Execu	tive Director.					
	NO:		n, Palekii as Execu	tive Director.					
Whether promoter/ promoter group are interested in the agenda/resolution?	NO		n. Parekti as Execu				% of Votes in	% of Votes	
	NO		n, raiekii as Execu	% of Votes Polled			% of Votes in		
	NO			% of Votes Polled on outstanding		No of Votes -	favour on votes	against on votes	
nterested in the agenda/resolution?		No. of shares	No. of votes	% of Votes Polled on outstanding shares	No. of Votes – in		favour on votes polled	against on votes polled	Votes Invol
terested in the agenda/resolution?	Mode of Voting		No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	against (5)	favour on votes polled (6)=[(4)/(2)]*100	against on votes polled (7)=[(5)/(2)]*100	
nterested in the agenda/resolution?	Mode of Voting	No. of shares	No. of votes polled (2) 12962042	% of Votes Polled on outstanding shares (3)=((2)/(1)]* 100.22	No. of Votes – in favour (4) 1296204	against (5)	favour on votes polled (6)=[(4)/(2)]*100 0 100.000	against on votes polled 0 (7)=[(5)/(2)]*100 0 0.0000	0
terested in the agenda/resolution?	Mode of Voting	No. of shares held (1)	No. of votes polled (2) 12962042	% of Votes Polled on outstanding shares (3)={(2)/(1)}* 100.22	No. of Votes – in favour (4) 1296204	against (5)	favour on votes polled (6)=[(4)/(2)]*100	against on votes polled 0 (7)=[(5)/(2)]*100 0 0.0000	0
terested in the agenda/resolution?	Mode of Voting E-Voting Poll Postal Ballot (if	No. of shares	No. of votes polled (2) 12962042	% of Votes Polled on outstanding shares (3)=((2)/(1)]* 100.22	No. of Votes – in favour (4) 1296204	against (5)	favour on votes polled (6)=[(4)/(2)]*100 0 100.000 0 0.000	against on votes polled 0 (7)=[(5)/(2)]*100 0 0.0000 0 0.0000	0
iterested in the agenda/resolution?	Mode of Voting E-Voting Poll Postal Ballot (if	No. of shares held (1)	No. of votes polled (2) 12962042	% of Votes Polled on outstanding shares (3)=((2)/(1))* 100 2 100.0000 0 0.00000	No. of Votes – in favour (4) 1296204: 0 00	against (5)	favour on votes polled (6)=[(4)/(2)]*100 0 100.000	against on votes polled 0 (7)=[(5)/(2)]*100 0 0.0000 0 0.0000	0
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# Report of Scrutinizer

Combined Scrutinizer's Report on Remote E-voting & Physical voting conducted at the 120<sup>th</sup> Annual General Meeting (AGM)of the Members of Standard Industries Limited held on Thursday, 31<sup>st</sup> 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 16<sup>th</sup> 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 Regulation44 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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#### 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, <a href="http://evoting.karvy.com">http://evoting.karvy.com</a>. 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,24<sup>th</sup> August, 2017.
- 5. The remote E-voting facility was kept open from Sunday, 27<sup>th</sup> August, 2017, 9.00 A. M. to Wednesday, 30<sup>th</sup> August 2017 at 5.00 P.M.
- 6. At the end of the voting period on 30<sup>th</sup> August 2017 at 5.00 P.M., the voting portal of the Service Provider was blocked forthwith.
- 7. At the venue of the 120<sup>th</sup> AGM of the Company held on 31<sup>st</sup> 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 Evoting 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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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	Voting through	Total voting		
	E-Voting	Ballot Paper at			
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 mentioned hereu	under each of t nder	he Resolution(s)		

Note: Percentage of votes cast in favour or against the resolutions are calculated based on the <u>Valid Votes</u> 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 andCash Flow Statement for the financial year ended on that date together withthe 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 far resolution	vour of the	Votes resolutio	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 far resolution	vour of the	Votes resolutio	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





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

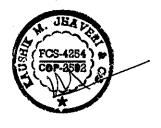
Re-Appointment of Shri.Pradeep R. Mafatlal (DIN 00015361), who retires by rotation and being eligible offers himself for re-appointment.

Manner of Voting			Votes resolutio	against the n	Abstained / Invalid votes	
	Nos.	%age	Nos.	%age	Nos.	
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 far resolution	vour of the	Votes resolutio	Abstained / Invalid votes	
	Nos.	%age	Nos.	%age	Nos.
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 far resolution	vour of the	Votes resolutio	Abstained / Invalid votes	
	Nos.	%age	Nos.	%age	Nos.
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.



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Manner of Voting			Votes resolution	Abstained / Invalid votes	
	Nos.	%age	Nos.	%age	Nos.
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 fav resolution	vour of the	Votes 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

# 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.



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Manner of Voting	The state of the s		Votes resolution	Abstained / Invalid votes	
	Nos.	%age	Nos.	%age	Nos.
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 2<sup>nd</sup>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.		Nos.
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.



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.IHAVERI & CO.

Kaushik M. Jhaveri

Proprietor

FCS: 4254 / COP. No. 2592

Witnesses:

1. : Pallavi Pankh]

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

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

Place: Mumbai Date: 31.08.2017

Chairman of the 120th AGM

Signed by Mr. K.J. Pardiwall

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#### STANROSE MAFATLAL

CIN: L17110MH1892PLC000089

STANDARD INDUSTRIES LTD

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

# Annexure - C

# Summary of proceedings of the 120<sup>th</sup> Annual General Meeting:

The 120<sup>th</sup> Annual General Meeting (AGM) of the Members of Standard Industries Limited ('the Company') was held on Thursday, the 31<sup>st</sup> August, 2017, 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 16<sup>th</sup> May, 2017, were transacted at the Meeting:

#### ORDINARY BUSINESS

- 1. Adoption of Financial Statements for the year ended 31st March, 2017.
- 2. Declaration of dividend.
- 3. Re-appointment of Shri Pradeep R. Mafatlal, who retires by rotation.
- 4. Appointment of M/s. SHR & Co., Chartered Accountants as the Auditors of the Company.

#### SPECIAL BUSINESS

- 5. Commission to Non-Executive Directors.
- 6. Giving loan, making investments or giving guarantee upto ₹300 crores.
- 7. Making contributions to Charitable & other funds.
- 8. Appointment of Shri K.J. Pardiwalla as Independent Director.
- 9. Reappointment of Shri D.H. Parekh as Executive Director.

NDUS ARES

: 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 3.30 p.m.

The combined Scrutinizer's Report dated 31st August, 2017, 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 STANDRD INDUSTRIES LIMITED,

(MRS. T.B. PANTHAKI)

Yanthak

VICE PRESIDENT (LEGAL)

& COMPANY SECRETARY