

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 39th Annual General Meeting (AGM) of the members of

STANROSE MAFATLAL INVESTMENTS AND FINANCE LIMITED (SMFIL)

Held on 23rd August, 2019 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 39th Annual General Meeting held on 23rd August, 2019 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 of the 39th 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 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, 20th August, 2019 (9.00 a.m.) to Thursday, 22nd August, 2019 (5.00 p.m.).
- II. The Members of the Company as on “cut off” date i.e. 16th August, 2019 were entitled to vote on the resolutions stated in the Notice of the 39th Annual General Meeting.
- III. The votes casted were subsequently unblocked by me on 23rd August, 2019 at 11.45 a.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.	Sunil Mulchandani 58, Sudhama Homes, B/h Nandigram society, Nana Chiloda, Ahmedabad-382345	
02.	Hemant Agrawal 41/977 Gujarat housing Board, Meghaninagar Last Bus Stop, Near Radha Krishna Temple, Ahmedabad	

- 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 4 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 39th 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 Financial Statements (Standalone and Consolidated) for the financial year ended on 31st March, 2019:

(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	47	2164810	100%
Poll	45	64635	100%
Total	92	2229445	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	161	Negligible
Total	4	161	Negligible

(b) Resolution No. 2:

Ordinary Resolution for Declaration of Dividend on Equity Shares for the financial year 2018-19:

(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	48	2164814	100%
Poll	45	64635	100%
Total	93	2229449	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	161	Negligible
Total	4	161	Negligible

(c) Resolution No. 3:

Ordinary Resolution for Re-appointment of Shri Pradeep R. Mafatlal (DIN: 00015361) as Director of the Company:

(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	48	2164814	100%
Poll	45	64635	100%
Total	93	2229449	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	161	Negligible
Total	4	161	Negligible

(d) Resolution No. 4:

Ordinary Resolution for Related Party Transaction:

(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	29	230090	100%
Poll	45	64635	100%
Total	74	294725	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	161	Negligible
Total	4	161	Negligible

Pursuant to the second proviso to sub section (1) of section 188 of the Companies Act, 2013 and Regulation 23 (4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a member who is related party cannot vote on resolution to approve any contract/arrangement with any related party. The Company has provided us the list of related parties as per Section 2(76) of the Companies Act, 2013 and as per Regulation 2(zb) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In view of this, for the purpose of determining requisite majority for this resolution, I have further checked and scrutinized as to whether any of the related parties have participated in the voting process for this Item of business. After such checking and scrutiny, I have excluded the voting (if any) of all the related parties as per the available list of related parties.

Hence, the final voting result in respect of Item No. 4 is as under:

(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	29	230090	100%
Poll	45	64635	100%
Total	74	294725	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

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,

Yours faithfully,

Place: Ahmedabad
Date: 23rd August, 2019



A handwritten signature in blue ink, consisting of a stylized cursive name.

Signature of the Scrutinizer
[CS MANOJ R HURKAT]

Countersigned by:

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

A handwritten signature in blue ink, consisting of a stylized cursive name.

Chairperson/ Authorised Signatory