

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
and other applicable provisions]

To,
The Chairmen
(Shri Madhusudan J. Mehta for item no. 7 and
Shri Kersi J. Pardiwalla for all other items)
Of 40th Annual General Meeting (AGM) of the members of
STANROSE MAFATLAL INVESTMENTS AND FINANCE LIMITED
Held on 29th August, 2020 at 2:00 p.m.
Through Video Conferencing (VC)

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 & e-voting at the time of Annual General meeting and for ascertaining the majority on voting carried out as per the provisions of Sections 108 & 109 of the Companies Act, 2013 read with Rules 20 & 21 of the Companies (Management and Administration) Rules, 2014 on the below mentioned resolutions, considered in connection with the 40th Annual General Meeting held on 29th August, 2020 at 2:00 p.m. through Video Conference (VC) as per the framework issued by the Ministry of Corporate Affairs (MCA) vide the General Circular No. 20/2020 dated 5th May, 2020 read with General Circular No. 14/2020 dated 8th April, 2020, and also the General Circular No. 17/2020 dated 13th April, 2020 (MCA Circulars).
2. The management of the Company is responsible to ensure the compliances with the requirements of provisions of Companies Act, 2013, MCA Circulars and Rules relating to voting on the resolutions contained in the Notice to the 40th Annual General Meeting of the members of the Company.

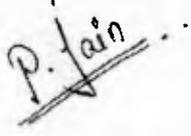
306, ARTH Complex, B/h. A. K. Patel House, Nr. Mithaknali Six Roads, Navrangpura, Ahmedabad – 380 009 (Gujarat) India
Tel. No. : 079-2640 2110, 2640 2117 – Mobile: 98250 15582 - E-mail : manojhurkat@hotmail.com

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 reports generated from e-voting (for both remote e-voting and e-voting during the AGM) system provided by 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 Wednesday, 26th August, 2020 (9:00 a.m.) to Friday, 28th August, 2020 (5.00 p.m.).
- II. The Members of the Company as on "cut off" date i.e. 22nd August, 2020 were entitled to vote on the resolutions stated in the Notice of the 40th Annual General Meeting.
- III. The votes casted were subsequently unblocked by me on 29th August, 2020 at 2.30 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.	Sunil Mulchandani A-58, Sudama Homes, B/h Nandigram Society, Nana Chiloda, Ahmedabad – 382345	
02.	Prachi Jain 95/1642, Krishna Nagar, Saijpur Bogha, Naroda Road, Ahmedabad – 38234558	

- IV. The electronic ballots were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations 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 E-voting during the AGM:

- I. The E-voting was conducted together on all the Item Nos. 1 to 9 on the agenda contained in the Notice during the AGM.
- II. The e-voting during the AGM was conducted to enable the members of the Company who have attended the AGM through VC and had not casted their vote through Remote E-voting facility.
- III. After ensuring that all the members who desire to cast their vote through e-voting at the AGM have exercised their right to vote and after seeking permission from the Chairperson of the 40th Annual General Meeting, e-voting at the AGM was closed/blocked.
- IV. The votes casted during the AGM were subsequently unblocked by me immediately after the conclusion of AGM and electronic ballots were diligently scrutinized. The electronic ballots were reconciled with the records maintained by the Company/ Registrar and Transfer Agent of the Company and the authorization received/available with the Company.
- V. Thereafter, the details of members, who have voted “For”, “Against” each of the resolutions permitted for e-voting during the AGM, were prepared based on report generated from the website of CDSL.
4. Based on such scrutiny of the Remote E-voting & E-voting during the AGM, the result of the voting is as under:



(a) Resolution No. 1: (Ordinary Business)

Ordinary Resolution for adoption of Audited Financial Statements (including Consolidated Financial Statements) for the financial year ended on 31st March, 2020:

(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 (Remote)	78	2062056	100%
E-voting (During AGM)	Nil	Nil	Nil
Total	78	2062056	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 (Remote)	Nil	Nil	Nil
E-voting (During AGM)	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 (Remote)	Nil	Nil	Nil
E-voting (During AGM)	Nil	Nil	Nil
Total	Nil	Nil	Nil

(b) Resolution No. 2: (Ordinary Business)

Ordinary Resolution for Declaration of Dividend on equity shares of the Company for the financial year ended on 31st March, 2020:

(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 (Remote)	78	2062056	100%
E-voting (During AGM)	Nil	Nil	Nil
Total	78	2062056	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 (Remote)	Nil	Nil	Nil
E-voting (During AGM)	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 (Remote)	Nil	Nil	Nil
E-voting (During AGM)	Nil	Nil	Nil
Total	Nil	Nil	Nil

(c) Resolution No. 3: (Ordinary Business)

Ordinary Resolution for Re-appointment of Shri Madhusudan J. Mehta (DIN: 00029722) 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 (Remote)	78	2062056	100%
E-voting (During AGM)	Nil	Nil	Nil
Total	78	2062056	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 (Remote)	Nil	Nil	Nil
E-voting (During AGM)	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 (Remote)	Nil	Nil	Nil
E-voting (During AGM)	Nil	Nil	Nil
Total	Nil	Nil	Nil

(d) Resolution No. 4: (Special Business)

**Ordinary Resolution for Appointment of Shri Harit S. Mehta (DIN: 08687422)
as an Independent Director for a term of 5 years w.e.f 10th February, 2020:**

(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 (Remote)	78	2062056	100%
E-voting (During AGM)	Nil	Nil	Nil
Total	78	2062056	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 (Remote)	Nil	Nil	Nil
E-voting (During AGM)	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 (Remote)	Nil	Nil	Nil
E-voting (During AGM)	Nil	Nil	Nil
Total	Nil	Nil	Nil

(e) Resolution No. 5: (Special Business)

**Ordinary Resolution for Appointment of Ms. Aziza A. Khatri (DIN: 03470976)
as an Independent Director for a term of 5 years w.e.f 29th June, 2020:**

(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 (Remote)	78	2062056	100%
E-voting (During AGM)	Nil	Nil	Nil
Total	78	2062056	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 (Remote)	Nil	Nil	Nil
E-voting (During AGM)	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 (Remote)	Nil	Nil	Nil
E-voting (During AGM)	Nil	Nil	Nil
Total	Nil	Nil	Nil



(f) Resolution No. 6: (Special Business)

Ordinary Resolution for Contribution towards Bonafide Charitable and other Funds:

(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 (Remote)	77	2062045	100%
E-voting (During AGM)	Nil	Nil	Nil
Total	77	2062045	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 (Remote)	1	11	Negligible
E-voting (During AGM)	Nil	Nil	Nil
Total	1	11	Negligible

(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 (Remote)	Nil	Nil	Nil
E-voting (During AGM)	Nil	Nil	Nil
Total	Nil	Nil	Nil

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(g) Resolution No. 7: (Special Business)

Special Resolution for Re-appointment of Shri Kersi J. Pardiwalla (DIN: 00015670) as an Independent Director who has attended the age of 75 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 (Remote)	77	2061806	100%
E-voting (During AGM)	Nil	Nil	Nil
Total	77	2061806	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 (Remote)	Nil	Nil	Nil
E-voting (During AGM)	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 (Remote)	Nil	Nil	Nil
E-voting (During AGM)	Nil	Nil	Nil
Total	Nil	Nil	Nil

Note: There is 1 shareholder in respect of 250 equity shares who has not cast his votes in Remote E-voting which are considered as unutilized votes.



(h) Resolution No. 8: (Special Business)

Special Resolution for Re-appointment of Smt. Datta B. Dave (DIN: 06990663) as an Independent Director who has attended the age of 75 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 (Remote)	77	2062038	100%
E-voting (During AGM)	Nil	Nil	Nil
Total	77	2062038	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 (Remote)	Nil	Nil	Nil
E-voting (During AGM)	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 (Remote)	Nil	Nil	Nil
E-voting (During AGM)	Nil	Nil	Nil
Total	Nil	Nil	Nil

Note: There is 1 shareholder in respect of 18 equity shares who has not cast his votes in Remote E-voting which are considered as unutilized votes.

(i) Resolution No. 9: (Special Business)

Ordinary Resolution for Related Party Transaction for renewal of Leave and License Agreement and Facility & Service Agreement with Shanudeep Private Limited:

(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 (Remote)	61	133152	100%
E-voting (During AGM)	Nil	Nil	Nil
Total	61	133152	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 (Remote)	Nil	Nil	Nil
E-voting (During AGM)	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 (Remote)	Nil	Nil	Nil
E-voting (During AGM)	Nil	Nil	Nil
Total	Nil	Nil	Nil

Note: There are 17 shareholders in respect of 1928904 equity shares who have not cast their votes in Remote E-voting which are considered as unutilized votes.

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 also as per IndAS-24.

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 for this business item 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 (Remote)	61	133152	100%
E-voting (During AGM)	Nil	Nil	Nil
Total	61	133152	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 (Remote)	Nil	Nil	Nil
E-voting (During AGM)	Nil	Nil	Nil
Total	Nil	Nil	Nil

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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.

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: 29th August, 2020



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

Signature of the Scrutinizer
[CS MANOJ HURKAT]

Countersigned by:
For, STANROSE MAFATLAL INVESTMENTS AND FINANCE LIMITED

A handwritten signature in black ink, appearing to be "Stanrose Mafatlal".

Authorised Signatory