

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-33:257

28th June, 2016

The Manager,
Listing Department,
National Stock Exchange of India Limited
Exchange Plaza, C-1 Block,
Bandra-Kurla Complex, Bandra (East),
Mumbai - 400 051

Dear Sir,

Re : 119th Annual General Meeting ('AGM') & Combined Scrutinizer's Report

We wish to inform you that the 119th Annual General Meeting ('AGM') of the Company was held on 27th June, 2016 and the business mentioned in the Notice dated 27th April, 2016, were transacted.

In this regard, please find enclosed the following :

1. Summary of proceedings as required under Regulation 30, Part-A of Schedule-III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as **Annexure - I**.
2. Combined Scrutinizer's Report dated 28th June, 2016, pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014, as **Annexure - II**.
3. Copies of Annual Report for the financial year 2015-16 as required under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations duly approved and adopted by the members as per the provisions of the Companies Act, 2013, have already been sent to you vide our letter No.SSM:SH-33:193 dated 30th May, 2016. However, for ready reference we send a copy of the Annual Report once again.

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:

Annexure - I

Summary of proceedings of the 119th Annual General Meeting :

The 119th Annual General Meeting (AGM) of the Members of Standard Industries Limited ('the Company') was held on Monday, the 27th June, 2016 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 27th April, 2016, were transacted at the Meeting :

ORDINARY BUSINESS

1. Adoption of Financial Statements for the year ended 31st March, 2016.
2. Declaration of dividend.
3. Re-appointment of Shri K.J. Pardiwalla, who retires by rotation.
4. Appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants as the Auditors of the Company.

SPECIAL BUSINESS

5. Approval of material related party transactions with Shanudeep Private Limited.
6. Approval u/s. 180 of the Companies Act, 2013 for borrowing upto ₹300 crores & for creating charges, mortgages and hypothecations in connection with the borrowings upto ₹300 crores.

...2/-

: 2 :

The Board of Directors had appointed Mr. Jatin S. Popat, Proprietor, JSP Associates, 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 combined Scrutinizer's Report dated 28th June, 2016 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)
VICE PRESIDENT (LEGAL)
& COMPANY SECRETARY

28th June, 2016

Combined Scrutinizer's Report on Remote E-voting & Physical voting conducted at the 119th Annual General Meeting (AGM) of Standard Industries Limited held on Monday, 27th June, 2016 at 3:00 p.m. at The Park Navi Mumbai, Plot No.1, Sector 10, CBD Belapur, Navi Mumbai - 400 614.

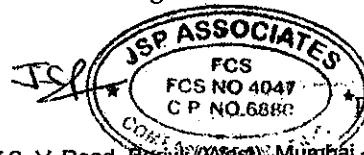
To,
The Chairman
Standard Industries Limited
Plot No.4, TTC Industrial Area,
Thane Belapur Road,
PO Millenium Business Park,
Navi Mumbai - 400 710

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.

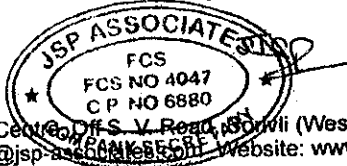
The Board of Directors of Standard Industries Limited (hereinafter referred to as the "Company") at its meeting held on 27th April, 2016 has appointed me as the Scrutinizer for the Remote E-voting process as well as to scrutinize the physical ballot forms to be received from the members at the venue of the Annual General Meeting pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations 2015. I say, I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules.

Report on Scrutiny:

- The Company had appointed Karvy Computershare Pvt. Ltd., ('KCPL' or 'Karvy') as the Service provider, for the purpose of extending the facility of Remote E-Voting to the Members of the Company. KCPL are also the Registrar and Share Transfer Agents ('RTA') of the Company.



- The Service Provider had provided a 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 on Monday, 27th June, 2016.
- The Service Provider had set up electronic voting facility on their website, <https://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.
- The Cut-off date for the purposes of identifying the Members who will be entitled to vote on the resolutions placed for approval of the Members was Monday, 20th June, 2016.
- The Remote E-Voting facility was kept open from Thursday, 23rd June, 2016 9:00 A.M. to Sunday, 26th June, 2016 at 5:00 P.M.
- At the end of the voting period on 26th June, 2016 at 5.00 P.M., the voting portal of the Service Provider was blocked forthwith.
- At the venue of the 119th AGM of the Company held on 27th June, 2016, 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.
- The Remote E-Voting facility was duly unblocked by me as a Scrutinizer in the presence of Mr. Hemang Dhakan and Mr. Shivakumar P.S. who acted as the witnesses, as prescribed in Sub Rule 4(xii) of the said Rule 20 of the Companies (Management & Administration) Rules, 2014.
- 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



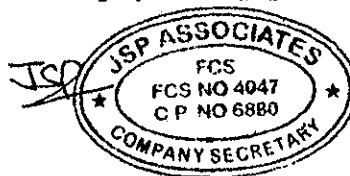
papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company. I did not find any ballot papers invalid.

- Thereafter, I as a Scrutinizer duly compiled 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	27	25	52
Total number of Shares held by them	37965438	24487	37989925
Valid votes	As per 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 an Ordinary Resolution):

To receive, consider and adopt:

- Audited Balance Sheet as at 31st March, 2016 and 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.
- Consolidated Audited Balance Sheet as at 31st March, 2016 and Consolidated Statement of Profit and Loss 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	37965360	99.9998	78	0.0002	0
Physical Voting	24291	99.1996	196	0.8004	0
TOTAL	37989651	99.9993	274	0.0007	0

II) Item No. 2 of the Notice (As an Ordinary Resolution):
Declaration of Dividend.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Remote E-voting	37965360	99.9998	78	0.0002	0
Physical Voting	24291	99.1996	196	0.8004	0
TOTAL	37989651	99.9993	274	0.0007	0



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

Re-Appointment of Shri. K.J. Pardiwalla (DIN 00015670) who retires by rotation and being eligible, offers himself for reappointment.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Remote E-voting	37965253	99.9997	100	0.0003	85
Physical Voting	14262	98.6443	196	1.3557	10029
TOTAL	37979515	99.9996	296	0.0008	10114

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

Appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration no 117366W/W-100018) as the auditors of the Company from the conclusion of this AGM till the conclusion of the next AGM.

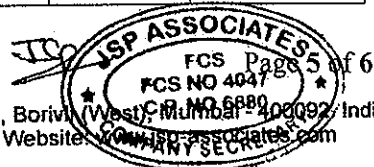
Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Remote E-voting	37965275	99.9998	78	0.0002	85
Physical Voting	24291	99.1996	196	0.8004	0
TOTAL	37989566	99.9993	274	0.0007	85

SPECIAL BUSINESS:

I) Item No. 5 of the Notice (As an Ordinary Resolution):

Approval of material related party transactions with Shanudeep Private Limited.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Remote E-voting	25003211	99.9996	100	0.0004	12962127
Physical Voting	24487	100.0000	0	0	0
TOTAL	25027698	99.9996	100	0.0004	12962127



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

Approval u/s 180 of the Companies Act, 2013 for borrowing upto Rs.300 crores & for creating charges, mortgages and hypothecations in connection with the borrowings upto Rs.300 crores.

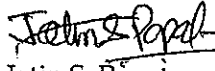
Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Remote E-voting	37965338	99.9997	100	0.0003	0
Physical Voting	24291	99.1996	196	0.8004	0
TOTAL	37989629	99.9992	296	0.0008	0

All the Resolutions mentioned in the AGM Notice as per the details above stand passed under Remote E-voting and voting conducted at the AGM by way of Ballot Papers with the requisite majority and hence deemed to be having 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.

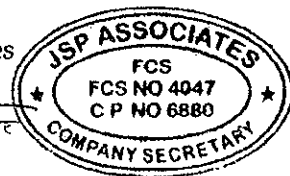
Thanking you,

Yours faithfully,
For JSP Associates



Jatin S. Popat
Proprietor

FCS No. 4047 / CoP. No. 6880)

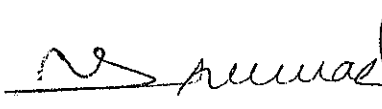


Witnesses:

1.

: H. B. Dhakan [Hemang B Dhakan]

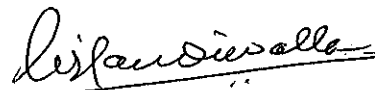
2.

:  [Shivakumar P. S.]

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

Place: Mumbai

Date: 28th June, 2016



Signed by Mr. K.J. Pardiwalla
Chairman of the 119th AGM