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21<sup>st</sup> June, 2019

**BSE Ltd.,**  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai 400 001.  
**Scrip Code: 532504**

**National Stock Exchange of India Ltd.,**  
Exchange Plaza,  
Bandra Kurla Complex,  
Bandra (E),  
Mumbai 400 051  
**Scrip Code: NAVINFLUOR EQ**

Dear Sir/Madam,

**Sub.: Summary of proceedings of the 21<sup>st</sup> Annual General Meeting**

In terms of Regulation 30 Part-A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the summary of proceedings of the 21<sup>st</sup> Annual General Meeting of the Company held on 21<sup>st</sup> June, 2019 at Rama & Sundri Watumull Auditorium, K.C. College, Dinshaw Wacha Road, Churchgate, Mumbai 400020:

Kindly take the above on record.

Thanking you,

**Yours faithfully,**  
**For Navin Fluorine International Limited,**

**Niraj B. Mankad**  
**President Legal & Company Secretary**

Encl.: a/a



### **Summary of proceedings of the 21<sup>st</sup> Annual General Meeting**

The 21<sup>st</sup> Annual General Meeting (AGM) of the Members of Navin Fluorine International Ltd. was held on Friday, 21<sup>st</sup> June, 2019 at 3.00 P.M. at Rama & Sundri Watumull Auditorium, K.C. College, Dinshaw Wacha Road, Churchgate, Mumbai 400020.

Mr. V. P. Mafatlal chaired the Meeting. All the Board Members except Mr. S. G. Mankad were present. Mr. S. G. Mankad was absent as he was unwell. The Chairman welcomed the members and requisite quorum being present, he called the meeting to order. Thereafter, he introduced all the Directors, Company Secretary and the representative of the Auditors sitting on the dais. The Chairman then delivered his speech.

The Chairman informed that the Company had provided facility for remote e-voting to the members through Karvy Fintech Pvt. Ltd. in respect of all the items to be transacted at this AGM. The e-voting period commenced on 18<sup>th</sup> June, 2019 at 9.00 a.m. and ended on 20<sup>th</sup> June, 2019 at 5.00 p.m. For those members who had not exercised their right to vote by remote e-voting, the facility of voting at the meeting by poll was made available. Shri Dharmesh Zaveri, Practicing Company Secretary, was appointed as Scrutinizer to conduct the poll in a fair and transparent manner and report on the results of the poll. The consolidated results of the poll and remote e-voting would be declared within 48 hours and it would be filed with the Stock Exchanges and uploaded on the website of the Company. In the usual course, the members were requested to propose and second the Resolutions before the poll was taken on all the Resolutions.

The following items of business as per the Notice of AGM dated 6<sup>th</sup> May, 2019, were transacted at the Meeting:

#### **Ordinary Business:**

1. To consider and adopt the Directors' Report, the Audited Financial Statements (Standalone and Consolidated, both) including the Statement of Profit and Loss Account for the year ended 31<sup>st</sup> March, 2019 and the Balance Sheet as at that date and the Auditor's Report thereon
2. To confirm the payment of Interim Dividend on equity shares for the year 2018-19 and to declare final dividend on equity shares for the year 2018-19
3. To appoint a Director in place of Mr. V. P. Mafatlal (DIN 00011350), who retires by rotation and, being eligible, offers himself for reappointment

#### **Special Business:**

4. Special Resolution for re-appointment of Mr. P. N. Kapadia (DIN 00078673) as an Independent Director for a second term of 5 consecutive years commencing 25<sup>th</sup> June, 2019 to 24<sup>th</sup> June, 2024
5. Special Resolution for re-appointment of Mr. S. S. Lalbhai (DIN 00045590) as an Independent Director for a second term of 5 consecutive years commencing 25<sup>th</sup> June, 2019 to 24<sup>th</sup> June, 2024
6. Special Resolution for re-appointment of Mr. S. M. Kulkarni (DIN 00003640) as an Independent Director for a second term of 5 consecutive years commencing 25<sup>th</sup> June, 2019 to 24<sup>th</sup> June, 2024 and for the continuance of Mr. S.M. Kulkarni as an Independent Director of the Company for the above stated tenure, notwithstanding that he has crossed the age of 75 years
7. Special Resolution for re-appointment of Mr. S. G. Mankad (DIN 00086077) as an Independent Director for a second term of 5 consecutive years commencing 25<sup>th</sup> June, 2019 to 24<sup>th</sup> June, 2024 and for the continuance of Mr. S. G. Mankad as an Independent Director of the Company



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for the above stated tenure, notwithstanding that he shall cross the age of 75 years during such tenure

8. Special Resolution for re-appointment of Mr. H. H. Engineer (DIN 01843009) as an Independent Director for a second term of 5 consecutive years commencing 25<sup>th</sup> June, 2019 to 24<sup>th</sup> June, 2024 and for continuance of Mr. H. H. Engineer as an Independent Director of the Company for the above stated tenure, notwithstanding that he shall cross the age of 75 years during such tenure
9. Special Resolution for re-appointment of Mrs. R.V. Haribhakti (DIN 02409519) as an Independent Director for a second term of 5 consecutive years commencing 30<sup>th</sup> July, 2019 to 29<sup>th</sup> July, 2024
10. Ordinary Resolution for appointment of Mr. A. K. Srivastava (DIN 00046776) as an Independent Director for a term of 5 consecutive years commencing 21<sup>st</sup> June, 2019 to 20<sup>th</sup> June, 2024
11. Ordinary Resolution for regularizing the appointment of Mr. R.R. Welling (DIN 07279004) as Director
12. Special Resolution for appointment of Mr. R.R. Welling (DIN 07279004) as Managing Director of the Company
13. Special Resolution for approval for payment of remuneration to Mr. V.P. Mafatlal (DIN 00011350) exceeding limits as per Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
14. Ordinary Resolution u/s. 148(3) of the Companies Act, 2013 for approval of remuneration of Cost Auditor

The Chairman invited comments and questions from the Members. Queries raised by the Members were answered by the Chairman.

Voting was conducted by poll on all the resolutions as set out in the Notice dated 6<sup>th</sup> May, 2019.

After completion of the voting, the meeting concluded with a vote of thanks to the Chair.

Based on the Scrutinizer's Report, all the Resolutions as set out in the Notice have been passed with requisite majority.

**For Navin Fluorine International Limited**

**Niraj Mankad**  
**President Legal & Company Secretary**