



PADMANABH
MAFATLAL
GROUP

Creating value. Sharing value.



June 30, 2017

Bombay Stock Exchange 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 Sirs,

Sub: 19th Annual General Meeting

We submit herewith the following with respect to 19th Annual General Meeting of the Company held on 29th June, 2017 at Rama & Sundri Watumull Auditorium, K.C. College, Dinshaw Wacha Road, Churchgate, Mumbai 400020:

1. Voting Results pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. Scrutinizers Report (Combined - on remote E-voting and poll taken at the Annual General Meeting) dated 29th June, 2017 pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of The Companies (Management and Administration) Rules, 2014. All the Resolutions for approval at the 19th Annual General Meeting as set out in the Notice dated 28th April, 2017 have been passed by the Members with requisite majority.
3. Annual Report for the Financial Year 2016-17 pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 approved and adopted at the aforesaid Annual General Meeting as per the provisions of the Companies Act, 2013.

Kindly take the above on record.

Thanking you,

Yours faithfully,
For Navin Fluorine International Limited,

Niraj B. Mankad
Vice-President Legal & Company Secretary

Encl: as above.

NAVIN FLUORINE INTERNATIONAL LIMITED

Date of declaration of results: 29th June 2017

Date of the AGM/EGM	29-06-17
Total Number of Shareholders on record date i.e.	95011
No. of shareholders present in the meeting either in person or through proxy:	
Promoter and Promoter Group:	49
Public:	240
No. of shareholders attended the the meeting through Video Conferencing:	-
Promoter and Promoter Group:	
Public:	

Resolution 1: Adoption of audited financial statements for the financial year ended on 31st March 2017 together with the reports of the Board of Directors and Auditor's thereon as also consolidated financial statement
Resolution required: Ordinary/Special

Whether promoter/promoter group are interested in the agenda/resolution?

No Ordinary

Category	Mode of Voting	No. of shares held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in 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
Promoter and Promoter Group	E-Voting		3,786,935	100.0000	3,786,935	-	100.0000	-
	Poll/Pectal ballot		-	-	-	-	-	-
	Total	3,786,935	3,786,935	100.0000	3,786,935	-	100.0000	-
Public - Institutional holders	E-Voting		1,978,750	70.0387	1,978,750	-	100.0000	-
	Poll/Pectal ballot		-	-	-	-	-	-
	Total	2,825,224	1,978,750	70.0387	1,978,750	-	100.0000	-
Public-Non Institutional	E-Voting		54,037	1.6742	54,013	24	99.9556	0.0444
	Poll/Pectal ballot		69,299	2.1470	69,299	-	100.0000	-
	Total	3,227,677	123,336	3.8212	123,312	24	99.9805	0.0195
Total	E-voting		5,819,722	59.1445	5,819,698	24	99.9996	0.0004
	Poll/Pectal ballot		69,299	0.7043	69,299	-	100.0000	-
	Total	9,839,836	5,889,021	59.8488	5,888,997	24	99.9996	0.0004



NAVIN FLUORINE INTERNATIONAL LIMITED

Resolution 2: Confirmation of Interim Dividend and Declaration of Final Dividend on Equity Shares

Resolution required: Ordinary/Special

Whether promoter/promoter group are interested in the agenda/resolution?

Ordinary
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	No. of Votes – in 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
Promoter and Promoter Group	E-Voting Poll/Postal ballot Total	3,786,935	3,786,935	100.0000	3,786,935	-	100.0000	-
Public – Institutional holders	E-Voting Poll/Postal ballot Total	2,825,224	2,147,125	75.9984	2,147,125	-	100.0000	-
Public-Non Institutional	E-Voting Poll/Postal ballot Total	3,227,677	54,037	1.6742	54,037	24	99.9556	0.0444
Total	E-voting Poll/Postal ballot Total	9,839,836	69,299	0.7043	69,299	24	99.9966	0.0034

Resolution 3: Re-appointment of Mr. A.K. Srivastava as a director (DIN 00046776)

Resolution required: Ordinary/Special

Whether promoter/promoter group are interested in the agenda/resolution?

Ordinary
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	No. of Votes – in 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
Promoter and Promoter Group	E-Voting Poll/Postal ballot Total	3,786,935	3,786,935	100.0000	3,786,935	-	100.0000	-
Public – Institutional holders	E-Voting Poll/Postal ballot Total	2,825,224	2,147,125	75.9984	2,147,125	-	100.0000	-
Public-Non Institutional	E-Voting Poll/Postal ballot Total	3,227,677	54,037	1.6742	54,037	24	99.9556	0.0444
Total	E-voting Poll/Postal ballot Total	9,839,836	69,299	0.7043	69,299	24	99.9966	0.0034



NAVIN FLUORINE INTERNATIONAL LIMITED

Resolution 4: Appointment of M/s. Price Waterhouse Chartered Accountants LLP (Firm Registration No.012754N / NS00016), as Statutory Auditor from the conclusion of 19th Annual General Meeting until the conclusion of the 24th Annual General Meeting (subject to ratification of the appointment by the Members at every AGM held after this AGM)

Resolution required: Ordinary/Special

Whether promoter/promoter group are interested in the agenda/resolution?

Ordinary

Category	Mode of Voting	No. of shares held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in 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
Promoter and Promoter Group	E-Voting		3,786,935	100.0000	3,786,935	-	100.0000	-
	Poll/Pesetal ballot		-	-	-	-	-	-
	Total	3,786,935	3,786,935	100.0000	3,786,935	-	100.0000	-
Public – Institutional holders	E-Voting		2,147,125	75.9984	2,146,831	294	99.9663	0.0137
	Poll/Pesetal ballot		-	-	-	-	-	-
	Total	2,825,224	2,147,125	75.9984	2,146,831	294	99.9663	0.0137
Public-Non Institutional	E-Voting		54,037	1.6742	54,013	24	99.9556	0.0444
	Poll/Pesetal ballot		69,299	2.1470	69,285	14	99.9798	0
	Total	3,227,677	123,336	3.8212	123,298	38	99.9692	0.0308
Total	E-voting		5,988,097	60.8557	5,987,779	318	99.9947	0.0053
	Poll/Pesetal ballot		69,299	0.7043	69,285	14	99.9798	0
	Total	9,839,836	6,057,396	61.5599	6,057,064	332	99.9945	0.0055

Resolution 5: Appointment of Mr. Vishal P. Matadai (DIN 00011350) as Executive Chairman, designated as Chairman of the Company

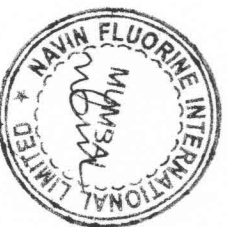
Resolution required: Ordinary/Special

Special

Whether promoter/promoter group are interested in the agenda/resolution?

Yes

Category	Mode of Voting	No. of shares held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in 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
Promoter and Promoter Group	E-Voting		3,786,935	100.0000	3,786,935	-	100.0000	-
	Poll/Pesetal ballot		-	-	-	-	-	-
	Total	3,786,935	3,786,935	100.0000	3,786,935	-	100.0000	-
Public – Institutional holders	E-Voting		2,147,125	75.9984	2,147,125	-	100.0000	-
	Poll/Pesetal ballot		-	-	-	-	-	-
	Total	2,825,224	2,147,125	75.9984	2,147,125	-	100.0000	-
Public-Non Institutional	E-Voting		54,037	1.6742	54,013	24	99.9556	0.0444
	Poll/Pesetal ballot		69,299	2.1470	69,299	-	100.0000	-
	Total	3,227,677	123,336	3.8212	123,312	24	99.9805	0.0195
Total	E-voting		5,988,097	60.8557	5,988,073	24	99.9996	0.0004
	Poll/Pesetal ballot		69,299	0.7043	69,299	-	100.0000	-
	Total	9,839,836	6,057,396	61.5599	6,057,372	24	99.9996	0.0004



NAVIN FLUORINE INTERNATIONAL LIMITED

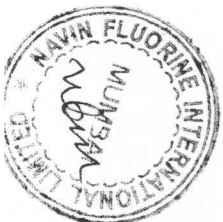
Resolution 6: Sub-division of the Equity Share of the Company having a face value of Rs.10/- (Rupees Ten only) into 5 equity shares having a face value of 2/- (Rupees two only) each
Resolution required: Ordinary/Special
Whether promoter/promoter group are interested in the agenda/resolution? No Ordinary

Category	Mode of Voting	No. of shares held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in 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
Promoter and Promoter Group	E-Voting		3,786,935	100.0000	3,786,935	-	100.0000	-
	Poll/Poetel ballot		-	-	-	-	-	-
	Total	3,786,935	3,786,935	100.0000	3,786,935	-	100.0000	-
Public - Institutional holders	E-Voting		2,147,125	75.9984	2,147,125	-	100.0000	-
	Poll/Poetel ballot		-	-	-	-	-	-
	Total	2,825,224	2,147,125	75.9984	2,147,125	-	100.0000	-
Public-Non Institutional	E-Voting		54,037	1.6742	54,013	24	99.9556	0.0444
	Poll/Poetel ballot		69,299	2.1470	69,299	-	100.0000	-
	Total	3,227,677	123,336	3.8212	123,312	24	99.9805	0.0195
Total	E-Voting		5,988,097	60.8557	5,988,073	24	99.9996	0.0004
	Poll/Poetel ballot		69,299	0.7043	69,299	-	100.0000	-
	Total	9,839,836	6,057,396	61.5599	6,057,372	24	99.9996	0.0004

Resolution 7: Alteration of Clause V Memorandum of Association of the Company
Resolution required: Ordinary/Special
Whether promoter/promoter group are interested in the agenda/resolution? No Ordinary

Category	Mode of Voting	No. of shares held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in 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
Promoter and Promoter Group	E-Voting		3,786,935	100.0000	3,786,935	-	100.0000	-
	Poll/Poetel ballot		-	-	-	-	-	-
	Total	3,786,935	3,786,935	100.0000	3,786,935	-	100.0000	-
Public - Institutional holders	E-Voting		2,147,125	75.9984	2,147,125	-	100.0000	-
	Poll/Poetel ballot		-	-	-	-	-	-
	Total	2,825,224	2,147,125	75.9984	2,147,125	-	100.0000	-
Public-Non Institutional	E-Voting		54,037	1.6742	54,013	24	99.9556	0.0444
	Poll/Poetel ballot		69,299	2.1470	69,299	-	100.0000	-
	Total	3,227,677	123,336	3.8212	123,312	24	99.9805	0.0195
Total	E-Voting		5,988,097	60.8557	5,988,073	24	99.9996	0.0004
	Poll/Poetel ballot		69,299	0.7043	69,299	-	100.0000	-
	Total	9,839,836	6,057,396	61.5599	6,057,372	24	99.9996	0.0004

-4-



NAVIN FLUORINE INTERNATIONAL LIMITED

Resolution 8: Grant of ESOPs to eligible employees and Directors of the Company

Resolution required: Ordinary/Special

Whether promoter/promoter group are interested in the agenda/resolution?

Special
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	No. of Votes – in 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
Promoter and Promoter Group	E-Voting Poll/Postal ballot Total	3,786,935	3,786,935	100.0000	3,786,935	-	100.0000	-
Public – Institutional holders	E-Voting Poll/Postal ballot Total	2,825,224	2,147,125	75.9984	999,956	1,147,169	46.5719	53.4281
Public-Non Institutional	E-Voting Poll/Postal ballot Total	3,227,677	54,037	1.6742	53,573	464	99.1413	0.8587
Total	E-voting Poll/Postal ballot Total	9,839,836	69,299	0.7043	69,299	1,147,633	80.8348	19.1652
			6,057,396	61.5599	4,909,763	1,147,633	81.0540	18.9460

Resolution 8: Grant of ESOPs to eligible employees and Directors of the Subsidiary Companies

Resolution required: Ordinary/Special

Whether promoter/promoter group are interested in the agenda/resolution?

Special
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	No. of Votes – in 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
Promoter and Promoter Group	E-Voting Poll/Postal ballot Total	3,786,935	3,786,935	100.0000	3,786,935	-	100.0000	-
Public – Institutional holders	E-Voting Poll/Postal ballot Total	2,825,224	2,147,125	75.9984	999,956	1,147,169	46.5719	53.4281
Public-Non Institutional	E-Voting Poll/Postal ballot Total	3,227,677	54,037	1.6742	53,573	464	99.1413	0.8587
Total	E-voting Poll/Postal ballot Total	9,839,836	69,299	0.7043	69,299	1,147,633	80.8348	19.1652
			6,057,396	61.5599	4,909,763	1,147,633	81.0540	18.9460

-5-



NAVIN FLUORINE INTERNATIONAL LIMITED

Resolution 10: Payment of commission to the Non- Executive Directors

Resolution required: Ordinary/Special

Whether promoter/promoter group are interested in the agenda/resolution?

Ordinary
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	No. of Votes – in 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
Promoter and Promoter Group	E-Voting		3,786,935	100.0000	3,786,935	-	100.0000	-
	Poll/Postal ballot		-	-	-	-	-	-
	Total	3,786,935	3,786,935	100.0000	3,786,935	-	100.0000	-
Public – Institutional holders	E-Voting		2,147,125	75.9984	2,147,125	-	100.0000	-
	Poll/Postal ballot		-	-	-	-	-	-
	Total	2,825,224	2,147,125	75.9984	2,147,125	-	100.0000	-
Public-Non Institutional	E-Voting		2,147,125	75.9984	2,147,125	-	100.0000	-
	Poll/Postal ballot		54,037	1.6742	54,013	24	99.9556	0.0444
	Total	3,227,677	69,299	2.1470	69,299	-	100.0000	-
Total	E-Voting		123,336	3.8212	123,312	24	99.9805	0.0195
	Poll/Postal ballot		5,988,097	60.8557	5,988,073	24	99.9996	0.0004
	Total	9,839,836	6,057,396	61.5599	6,057,372	24	99.9996	0.0004

Resolution 11: Approval of remuneration of Cost Auditor

Resolution required: Ordinary/Special

Whether promoter/promoter group are interested in the agenda/resolution?

Ordinary
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	No. of Votes – in 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
Promoter and Promoter Group	E-Voting		3,786,935	100.0000	3,786,935	-	100.0000	-
	Poll/Postal ballot		-	-	-	-	-	-
	Total	3,786,935	3,786,935	100.0000	3,786,935	-	100.0000	-
Public – Institutional holders	E-Voting		2,147,125	75.9984	2,147,125	-	100.0000	-
	Poll/Postal ballot		-	-	-	-	-	-
	Total	2,825,224	2,147,125	75.9984	2,147,125	-	100.0000	-
Public-Non Institutional	E-Voting		2,147,125	75.9984	2,147,125	-	100.0000	-
	Poll/Postal ballot		54,037	1.6742	54,013	24	99.9556	0.0444
	Total	3,227,677	69,299	2.1470	69,285	14	99.9798	0
Total	E-Voting		123,336	3.8212	123,298	38	99.9692	0.0308
	Poll/Postal ballot		5,988,097	60.8557	5,988,073	24	99.9996	0.0004
	Total	9,839,836	6,057,396	61.5599	6,057,358	38	99.9994	0.0006



-6-

BS Dharmesh Zaveri
B.Com., F.C.S.

Office No.145, 1st Floor, Kesar Residency, Charkop Sector 3, Kandivali (W), Mumbai - 400 067

Email: dmz@dmzaveri.com **Tel.:** 022-28679660 **Mobile:** 98203 20503 **Website:** www.dmzaveri.com

Combined Report of Scrutinizer for e-voting & voting through ballot process

[Pursuant to Section 108/109 of the Companies Act, 2013 read with Rule 20(4)(xii) of Companies (Management and Administration) Rules, 2014 as amended]

To,
The Chairman
19th Annual General Meeting of Equity Shareholders of
Navin Fluorine International Limited,
held on 29th June, 2017 at,
Rama & Sundri Watumull Auditorium,
K.C. College, Dinshaw Wacha Road,
Churchgate, Mumbai-400020.

Dear Sir,

I, **Dharmesh Zaveri, proprietor of D. M. Zaveri & Co., Company Secretaries, Mumbai,** was appointed as Scrutinizer by the Board of Directors for the purpose of scrutinizing the remote e-voting process under the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment thereof and voting through ballot process at the venue of the Annual General Meeting (AGM) in a fair and transparent manner in respect of the below mentioned resolutions contained in the Notice of the 19th AGM of the Equity Shareholders of Navin Fluorine International Limited held on Thursday, 29th June, 2017, at Rama & Sundri Watumull Auditorium, K.C. College, Dinshaw Wacha Road, Churchgate, Mumbai-400020.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules framed thereunder relating to voting through electronic means (remote e-voting) and voting by use of physical ballots by the shareholders at the venue of AGM on the resolution contained in the Notice of the 19th AGM of the members of the Company. My responsibility as a scrutinizer for the remote e-voting process and for the physical ballot voting at the 19th AGM is restricted to make a



D. M. ZAVERI & Co.

Company Secretaries

CS Dharmesh Zaveri
B.Com., F.C.S.

Office No.145, 1st Floor, Kesar Residency, Charkop Sector 3, Kandivali (W), Mumbai - 400 067
Email: dmz@dmzaveri.com Tel.: 022-28679660 Mobile: 98203 20503 Website: www.dmzaveri.com

Scrutinizer report of the Votes Cast "in favour" or "against" the resolutions as stated below, based on the report generated from the remote e-voting system provided by Karvy Computershare Private Limited (Karvy), the authorised agency engaged by the Company to provide remote e-voting facilities and the report generated electronically for voting by use of physical ballots at the venue of AGM.

At the 19th AGM of the Company held on 29th June, 2017, facility of voting through ballot process was given to the members present in the meeting.

I hereby submit consolidated scrutinizer's report pursuant to Rule 20(4)(xii) on the resolutions proposed in the Notice of the 19th AGM. I have issued separate Scrutinizer's Report dated 29th June, 2017, on the remote e-voting and on the Poll through physical ballot.

The Result of remote e-voting together with that of the Poll is as under;

Mode of voting	Total valid votes	Votes in favour of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot / e-voting entry	Nos	% to total valid votes	No of ballot / e-voting entry	Nos	% to total valid votes	Nos
Item 1: Adoption of Directors' Report, audited accounts and Auditors' Report thereon for the financial year ended on 31 st March, 2017 (Ordinary Resolution)								
E-voting	5819722	132	5819698	99.99959	1	24	0.0004	NIL
Poll	69299	67	69299	100.0000	0	0	0.0000	NIL
Total	5889021	199	5888997	99.9996	1	24	0.0004	NIL
Item 2: Confirmation of Interim Dividend and Declaration of Final Dividend on Equity Shares (Ordinary Resolution)								
E-voting	5988097	138	5988073	99.9996	1	24	0.0004	NIL
Poll	69299	67	69299	100.0000	0	0	0.0000	NIL
Total	6057396	205	6057372	99.9996	1	24	0.0004	NIL
Item 3: Re-appointment of Mr. A.K. Srivastava as a director (DIN 00046776) (Ordinary Resolution)								
E-voting	5988097	138	5988073	99.9996	1	24	0.0004	NIL
Poll	69299	67	69299	100.0000	0	0	0.0000	NIL
Total	6057396	205	6057372	99.9996	1	24	0.0004	NIL



D. M. ZAVERI & Co.

Company Secretaries

DS Dharmesh Zaveri
B.Com., F.C.S.

Office No.145, 1st Floor, Kesar Residency, Charkop Sector 3, Kandivali (W), Mumbai - 400 067

Email: dmz@dmzaveri.com Tel.: 022-28679660 Mobile: 98203 20503 Website: www.dmzaveri.com

Mode of voting	Total valid votes	Votes in favour of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot / e-voting entry	Nos	% to total valid votes	No of ballot / e-voting entry	Nos	% to total valid votes	Nos
Item 4: Appointment of M/s. Price Waterhouse Chartered Accountants LLP(Firm Registration No.012754N N500016), as Statutory Auditor from the conclusion of 19 th Annual General Meeting until the conclusion of the 24 th Annual General Meeting (subject to ratification of the appointment by the Members at every AGM held after this AGM) (Ordinary Resolution)								
E-voting	5988097	137	5987779	99.9947	2	318	0.0053	NIL
Poll	69299	65	69285	99.9798	2	14	0.0202	NIL
Total	6057396	202	6057064	99.9945	4	332	0.0055	NIL
Item 5: Appointment of Mr. Vishad P. Mafatlal (DIN 00011350) as Executive Chairman, designated as Chairman of the Company (Special Resolution)								
E-voting	5988097	138	5988073	99.9996	1	24	0.0004	NIL
Poll	69299	67	69299	100.0000	0	0	0.0000	NIL
Total	6057396	205	6057372	99.9996	1	24	0.0004	NIL
Item 6: Sub-division of the Equity Share of the Company having a face value of Rs.10/- (Rupees Ten only) into 5 equity shares having a face value of 2/- (Rupees two only) each (Ordinary Resolution)								
E-voting	5988097	138	5988073	99.9996	1	24	0.0004	NIL
Poll	69299	67	69299	100.0000	0	0	0.0000	NIL
Total	6057396	205	6057372	99.9996	1	24	0.0004	NIL
Item 7: Alteration of Clause V Memorandum of Association of the Company (Ordinary Resolution)								
E-voting	5988097	138	5988073	99.9996	1	24	0.0004	NIL
Poll	69299	67	69299	100.0000	0	0	0.0000	NIL
Total	6057396	205	6057372	99.9996	1	24	0.0004	NIL
Item 8: Grant of ESOPs to eligible employees and Directors of the Company (Special Resolution)								
E-voting	5988097	99	4840464	80.8348	40	1147633	19.1652	NIL
Poll	69299	67	69299	100.0000	0	0	0.0000	NIL
Total	6057396	166	4909763	81.0540	40	1147633	18.9460	NIL
Item 9: Grant of ESOPs to eligible employees and Directors of the Subsidiary Companies (Special Resolution)								
E-voting	5988097	99	4840464	80.8348	40	1147633	19.1652	NIL
Poll	69299	67	69299	100.0000	0	0	0.0000	NIL
Total	6057396	166	4909763	81.0540	40	1147633	18.9460	NIL



D. M. ZAVERI & Co.

Company Secretaries

CS Dharmesh Zaveri
B.Com., F.C.S.

Office No.145, 1st Floor, Kesar Residency, Charkop Sector 3, Kandivali (W), Mumbai - 400 067

Email: dmz@dmzaveri.com Tel.: 022-28679660 Mobile: 98203 20503 Website: www.dmzaveri.com

Mode of voting	Total valid votes	Votes in favour of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot / e-voting entry	Nos	% to total valid votes	No of ballot / e-voting entry	Nos	% to total valid votes	Nos
Item 10: Payment of commission to the Non- Executive Directors (Ordinary Resolution)								
E-voting	5988097	138	5988073	99.9996	1	24	0.0004	NIL
Poll	69299	67	69299	100.0000	0	0	0.0000	NIL
Total	6057396	205	6057372	99.9996	1	24	0.0004	NIL
Item 11: Approval of remuneration of Cost Auditor (Ordinary Resolution)								
E-voting	5988097	138	5988073	99.9996	1	24	0.0004	NIL
Poll	69299	65	69285	99.9798	2	14	0.0202	NIL
Total	6057396	203	6057358	99.9994	3	38	0.0006	NIL



D. M. ZAVERI & Co.

Company Secretaries

CS Dharmesh Zaveri
B.Com., F.C.S.

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Email: dmz@dmzaveri.com **Tel.:** 022-28679660 **Mobile:** 98203 20503 **Website:** www.dmzaveri.com

All the resolutions voted through under remote e-voting and ballot/poll were passed with requisite majority. The Register, all other papers and relevant record relating to remote e-voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid 19th Annual General Meeting and thereafter the same will be handed over to the Company Secretary of the Company.

For D. M. Zaveri & Co
Practising Company Secretary



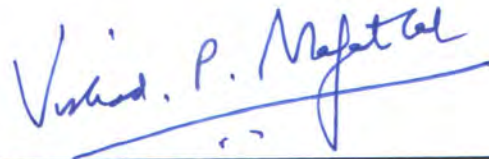
Dharmesh Zaveri
(Proprietor)

Membership No.: 5418

C.P. No.: 4363

Place: Mumbai

Date: 29th June, 2017



Mr. Vishad P. Mafatlal
Chairman of the meeting
(For Resolution Nos. 1 to 4 & 6 to 11)



Mr. Thekkekara Meloth Mohan Nambiar
Chairman of the meeting
(For Resolution No. 5)