



Navin Fluorine International Limited

Regd. & Head Office: 2nd Floor, Sunteck Centre, 37/40, Subhash Road,
Vile Parle (East), Mumbai - 400057 India. T: 91 22 6650 9999 F: 91 22 6650 9800
E: info@nfil.in W: www.nfil.in CIN NO: L24110MH1998PLC115499

June 30, 2015

Bombay Stock Exchange Ltd.,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai 400 001.
Scrip Code: 532504

Ahmedabad Stock Exchange Ltd.,
1st floor, Kamdhenu Complex,
Opp. Sahajanand College, Panjara Pole
Ahmedabad 380 015.
Scrip Code: 45433

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

Dear Sirs,

Sub: 17th Annual General Meeting of the Company

Further to our letter dated 29th June, 2015 on the subject, we wish to inform you that all the items of business as mentioned in the Notice convening the 17th Annual General Meeting of the Company (Resolutions 1 to 8) have been passed by the shareholders by requisite majority.

Pursuant to the provisions of Clause 35A of the Listing Agreement, we furnish herewith the relevant details in the prescribed format.

We also enclose herewith copy of combined report of scrutinizer dated 29th June, 2015 for e-voting and poll.

Kindly acknowledge the receipt.

Thanking you,

Yours faithfully,
For Navin Fluorine International Limited,

Niraj B. Mankad
Vice-President Legal & Company Secretary

Encl: as above.



ARVIND MAFATLAL GROUP
The ethics of excellence



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ANNEXURE

Details in respect of the 17th Annual General Meeting held at Rama & Sundri Watumull Auditorium, K.C. College, Dinshaw Wacha Road, Churchgate, Mumbai 400020 pursuant to Clause 35A of the Listing Agreement with the Stock Exchanges

1	Date of the AGM	Monday, 29 th June, 2015 at 3.00 P.M.
2	Total number of shareholders on record date	93,368
3	Number of shareholders present in the meeting in person or through proxy	
	Promoter or Promoter Group	125
	Public	221
	Institutions	2
4	Number of shareholders attended the meeting through Video Conferencing	NOT ARRANGED
	Promoter or Promoter Group	
	Public	

For NAVIN FLUORINE INTERNATIONAL LIMITED

Niranjan Mankad

(NIRAJ MANKAD)
VICE-PRESIDENT LEGAL & COMPANY SECRETARY



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Navin Fluorine International Limited



Resolution 1

Promoter/Public	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
		Physical Ballot	E-voting					
		Total						
Promoter and Promoter Group	3790494	3722976	63756	3786732	3786732	0	100.0000	0.0000
Public - Institutional holders	2336327	42000	1520965	66.8984	1562965	0	100.0000	0.0000
Public-Others	3644576	65232	5831	71063	71039	24	99.9662	0.0338
Total	9771397	3830208	1590552	5420760	5420736	24	99.9996	0.0004

Resolution 2

Promoter/Public	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
		Physical Ballot	E-voting					
		Total						
Promoter and Promoter Group	3790494	3722976	63756	3786732	3786732	0	100.0000	0.0000
Public - Institutional holders	2336327	42000	1520965	66.8984	1562965	0	100.0000	0.0000
Public-Others	3644576	65232	5831	71063	71039	24	99.9662	0.0338
Total	9771397	3830208	1590552	5420760	5420736	24	99.9996	0.0004

Resolution 3

Promoter/Public	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
		Physical Ballot	E-voting					
		Total						
Promoter and Promoter Group	3790494	3722976	63756	3786732	3786732	0	100.0000	0.0000
Public - Institutional holders	2336327	42000	1520965	66.8984	1562965	0	100.0000	0.0000
Public-Others	3644576	65232	5732	70964	70690	274	99.6139	0.3861
Total	9771397	3830208	1590453	5420661	5420387	274	99.9949	0.0051

Resolution 4

Promoter/Public	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
		Physical Ballot	E-voting					
		Total						
Promoter and Promoter Group	3790494	3722976	63756	3786732	3786732	0	100.0000	0.0000
Public - Institutional holders	2336327	42000	1520965	66.8984	1546757	16208	98.9630	1.0370
Public-Others	3644576	65232	5829	71061	71023	38	99.9465	0.0535
Total	9771397	3830208	1590550	5420758	5404512	16246	99.7003	0.2997



Navin Fluorine International Limited

Resolution 5

Promoter/Public	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
		Physical Ballot	E-voting					
Promoter and Promoter Group	3790494	3722976	63756	99.9008	3786732	0	100.0000	0.0000
Public - Institutional holders	2336327	42000	1520965	66.8984	1562965	244	100.0000	0.0000
Public-Others	3644576	65232	5743	1.9474	70731	244	99.5562	0.3438
Total	9771397	3830208	1590464	55.4749	5420672	244	99.9955	0.0045

Resolution 6

Promoter/Public	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
		Physical Ballot	E-voting					
Promoter and Promoter Group	3790494	3722976	63756	99.9008	3786732	0	100.0000	0.0000
Public - Institutional holders	2336327	42000	1520965	66.8984	1562965	24	100.0000	0.0000
Public-Others	3644576	65232	5829	1.9498	71037	24	99.9662	0.0338
Total	9771397	3830208	1590550	55.4758	5420734	24	99.9996	0.0004

Resolution 7

Promoter/Public	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
		Physical Ballot	E-voting					
Promoter and Promoter Group	3790494	3722976	63756	99.9008	3786732	0	100.0000	0.0000
Public - Institutional holders	2336327	42000	1520965	66.8984	1562965	54	100.0000	0.0000
Public-Others	3644576	65232	5789	1.9487	70967	54	99.9240	0.0760
Total	9771397	3830208	1590510	55.4754	5420664	54	99.9990	0.0010

Resolution 8

Promoter/Public	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
		Physical Ballot	E-voting					
Promoter and Promoter Group	3790494	3722976	63756	99.9008	3786732	0	100.0000	0.0000
Public - Institutional holders	2336327	42000	1520965	66.8984	1562965	38	100.0000	0.0000
Public-Others	3644576	65232	5822	1.9496	71016	38	99.9465	0.0535
Total	9771397	3830208	1590543	55.4757	5420713	38	99.9993	0.0007

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

Combined Report of Scrutinizer for e-voting & Poll

*[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
Annual General Meeting of the Equity Shareholders of
Navin Fluorine International Limited,
held on 29th June, 2015 at,
Rama & Sundri Watumull Auditorium,
K.C.College, Dinshaw Wacha Road,
Churchgate, Mumbai – 400 020.

Dear Sir,

I, Dharmesh Zaveri, proprietor of D. M. Zaveri & Co., Company Secretaries, Mumbai, was appointed as Scrutinizer by the Board of Directors of Navin Fluorine International Limited 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 including any amendment thereof and voting by use of physical ballot forms received from the members at the venue of the 17th Annual General Meeting (AGM) pursuant to Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules 2014 in a fair and transparent manner in respect of the below mentioned resolutions contained in the Notice of the 17th AGM of the Equity Shareholders of Navin Fluorine International Limited held on Monday, 29th June, 2015 at Rama 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 resolutions

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D. M. ZAVERI & Co.

Company Secretaries

DS Dharmesh Zaveri
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Email: dmz@dmzaveri.com **Tel.:** 022-28679660 **Mobile:** 98203 20503

contained in the Notice of the 17th 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 AGM is restricted to make a 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 National Securities Depository Limited ('NSDL'), 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 17th AGM of the Company held on 29th June, 2015, the Chairman of the Company has suo moto called for a Poll to facilitate the members present in the meeting who could not participate in the remote e-voting to record their votes through the poll process.

I hereby submit consolidated scrutinizer's report pursuant to Rule 20(4)(xii) on the resolutions proposed in the Notice of the aforesaid AGM. I have issued separate Scrutinizer's Report dated 29th June, 2015 on the remote e-voting and on the Poll through physical ballot voting in Form MGT-13 attached herewith as Annexure 1 and 2.



D. M. ZAVERI & Co.

Company Secretaries

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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 (Ordinary Resolution)								
Remote E-voting	1590552	142	1590528	99.9985	1	24	0.0015	NIL
Physical Ballot	3830208	107	3830208	100.0000	0	0	0	17
Total	5420760	249	5420736	99.9996	1	24	0.0004	17
Item No 2: Confirmation of Interim Dividend and Declaration of Final Dividend (Ordinary Resolution)								
Remote E-voting	1590552	142	1590528	99.9985	1	24	0.0015	NIL
Poll	3830208	107	3830208	100.0000	0	0	0	17
Total	5420760	249	5420736	99.9996	1	24	0.0004	17
Item No 3: Re-appointment of Shri S.S. Khanolkar, who retires by rotation (Ordinary Resolution)								
Remote E-voting	1590453	136	1590179	99.9828	3	274	0.0172	0
Poll	3830208	107	3830208	100.0000	0	0	0	17
Total	5420661	243	5420387	99.9949	3	274	0.0051	17
Item No 4: Ratification of Appointment of Deloitte Haskins & Sells, Chartered Accountants, Vadodara as Auditors for balance term i.e until conclusion of 19 th AGM (Ordinary Resolution)								
Remote E-voting	1590550	138	1574318	98.9795	4	16232	1.0205	0
Poll	3830208	105	3830194	99.9996	2	14	0.0004	17
Total	5420758	243	5404512	99.7003	6	16246	0.2997	17
Item No 5: Appointment of Smt R.V. Haribhakti as an Independent Director (Ordinary Resolution)								
Remote E-voting	1590464	138	1590220	99.9847	2	244	0.0153	0
Poll	3830208	107	3830208	100.0000	0	0	0	17
Total	5420672	245	5420428	99.9955	2	244	0.0045	17
Item No 6: Appointment of Shri A.K. Srivastava as a Director liable to retire by rotation (Ordinary Resolution)								
Remote E-voting	1590550	141	1590526	99.9985	1	24	0.0015	0
Poll	3830208	107	3830208	100.0000	0	0	0	17
Total	5420758	248	5420734	99.9996	1	24	0.0004	17

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D. M. ZAVERI & Co.

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

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 No 7: Re-appointment of Shri S.S. Khanolkar as Managing Director for a period of 5 years w.e f 1 st January, 2016 (Special Resolution)								
Remote E-voting	1590510	139	1590456	99.9966	2	54	0.0034	0
Poll	3830208	107	3830208	100.0000	0	0	0	17
Total	5420718	246	5420664	99.9990	2	54	0.0010	17
Item No 8: Approval of remuneration of Cost Auditor (Ordinary Resolution)								
Remote E-voting	1590543	140	1590519	99.9985	1	24	0.0015	0
Poll	3830208	105	3830194	99.9996	2	14	0.0004	17
Total	5420751	245	5420713	99.9993	3	38	0.0007	17

All the resolutions as mentioned above passed under remote e-voting and poll 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 17th 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, 2015



X 
Signed by Mr. H A Mafatlal
Chairman of the meeting

D. M. ZAVERI & Co.

Company Secretaries

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Report of Scrutinizer

*[Pursuant to Section 108 of the Companies Act, 2013 read with
Companies (Management and Administration) Rules, 2014, as amended]*

To,
The Chairman
Annual General Meeting of the Equity Shareholders of
Navin Fluorine International Limited,
held on 29th June, 2015 at,
Rama & Sundri Watumull Auditorium,
K.C.College, Dinshaw Wacha Road,
Churchgate, Mumbai – 400 020.

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 17th Annual General Meeting of the Equity Shareholders of Navin Fluorine International Limited held on Monday, 29th June, 2015 at Rama & Sundri Watumull Auditorium, K.C.College, Dinshaw Wacha Road, Churchgate, Mumbai – 400 020 for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on Evoting carried out as per the provisions of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended (Rules) on the below mentioned resolutions referred in my report.

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 on the resolutions contained in the Notice to the 17th Annual General Meeting of the members of the Company. My responsibility as a scrutinizer for the remote e-voting process is restricted to make a 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 National Securities Depository Limited ('NSDL'), the authorised agency to provide e-voting facilities, engaged by the Company.

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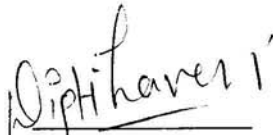
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Further to above, I submit my report as under

1. The remote e-voting period remained open from 9.00 AM on Friday, 26th June 2015 up to 5.00 PM on Sunday, the 28th June 2015.
2. The Shareholders of the Company holding shares as on the "cut-off" date i.e. 22nd June 2015 were entitled to vote on the proposed resolutions as mentioned in the Notice and annexure to the Notice of the 17th Annual General Meeting.
3. As provided in Rules, I unblocked the remote e-voting on the platform provided by NSDL after completion of voting at Annual General Meeting on Monday, the 29th June 2015 at 5.00 PM in the presence of two witnesses, namely Mrs. Dipti Zaveri and Mr. Shashank Palan who are not in employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.


(Dipti Zaveri)


(Shashank Palan)

4. Thereafter the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from e-voting website of NSDL (www.evoting.nsdl.com) and based on such reports generated;



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5. The result of the e-voting is as under:

a) Ordinary Resolution 1 -

Adoption of Directors' Report, audited accounts and auditors' Report thereon.

(i) Voted **in favour** of the resolution:

Number of members Voted through remote e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
142	1590528	99.9985

(ii) Voted **against** the resolution:

Number of members Voted through remote e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
1	24	0.0015

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number votes cast by them
NIL	NIL



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b) Ordinary Resolution 2 -

Confirmation of Interim Dividend and Declaration of Final Dividend.

(i) Voted **in favour** of the resolution:

Number of members Voted through remote e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
142	1590528	99.9985

(ii) Voted **against** the resolution:

Number of members Voted through remote e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
1	24	0.0015

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number votes cast by them
NIL	NIL



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c) Ordinary Resolution 3 -

Re-appointment of Shri S.S. Khanolkar, who retires by rotation.

(i) Voted **in favour** of the resolution:

Number of members Voted through remote e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
136	1590179	99.9828

(ii) Voted **against** the resolution:

Number of members Voted through remote e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
3	274	0.0172

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number votes cast by them
NIL	NIL



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d) Ordinary Resolution 4 -

Ratification of Appointment of Deloitte Haskins & Sells, Chartered Accountants, Vadodara as Auditors for balance term i.e until conclusion of 19th AGM.

(i) Voted **in favour** of the resolution:

Number of members Voted through remote e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
138	1574318	98.9795

(ii) Voted **against** the resolution:

Number of members Voted through remote e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
4	16232	1.0205

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number votes cast by them
NIL	NIL



D. M. ZAVERI & Co.

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e) Ordinary Resolution 5 -

Appointment of Smt R.V. Haribhakti as an Independent Director.

(i) Voted **in favour** of the resolution:

Number of members Voted through remote e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
138	1590220	99.9847

(ii) Voted **against** the resolution:

Number of members Voted through remote e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
2	244	0.0153

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number votes cast by them
NIL	NIL



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f) Ordinary Resolution 6 -

Appointment of Shri A.K. Srivastava as a Director liable to retire by rotation.

(i) Voted in favour of the resolution:

Number of members Voted through remote e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
141	1590526	99.9985

(ii) Voted against the resolution:

Number of members Voted through remote e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
1	24	0.0015

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number votes cast by them
NIL	NIL



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

g) Special Resolution 7 -

Re-appointment of Shri S.S. Khanolkar as Managing Director for a period of 5 years w.e.f
1st January, 2016.

(i) Voted **in favour** of the resolution:

Number of members Voted through remote e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
139	1590456	99.9966

(ii) Voted **against** the resolution:

Number of members Voted through remote e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
2	54	0.0034

(iii) **Invalid votes :**

Total number of members whose votes were declared invalid	Total number votes cast by them
NIL	NIL



D. M. ZAVERI & Co.

Company Secretaries

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h) Ordinary Resolution 8 -

Approval of remuneration of Cost Auditor.

(iv) Voted **in favour** of the resolution:

Number of members Voted through remote e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
140	1590519	99.9985

(v) Voted **against** the resolution:

Number of members Voted through remote e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
1	24	0.0015

(vi) Invalid votes :

Total number of members whose votes were declared invalid	Total number votes cast by them
NIL	NIL



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FORM No. MGT-13

Report of Scrutinizer

*[Pursuant to Section 109 of the Companies Act, 2013 read with Rule 21(2)
of the Companies (Management and Administration) Rules, 2014]*

To,
The Chairman
Annual General Meeting of the Equity Shareholders of
Navin Fluorine International Limited,
held on 29th June, 2015 at,
Rama & Sundri Watumull Auditorium,
K.C.College, Dinshaw Wacha Road,
Churchgate, Mumbai – 400 020.

Dear Sir,

I, Dharmesh Zaveri, proprietor of D. M. ZAVERI & CO, Company Secretaries, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 17th Annual General Meeting of the Equity Shareholders of Navin Fluorine International Limited, held on Monday, 29th June, 2015 at Rama & Sundri Watumull Auditorium, K.C.College, Dinshaw Wacha Road, Churchgate, Mumbai – 400 020 submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, ballot boxes were kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and in presence of two witnesses and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. We found 4 poll papers invalid aggregating to 17 Shares.



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4. The result of the Poll is as under:

a) Ordinary Resolution 1 -

Adoption of Directors' Report, audited accounts and auditors' Report thereon.

(i) Voted in **favour** of the resolution:

Number of members present and voted (in person or by Proxy)	Number of votes cast by them	% of Total Number of valid votes cast
107	3830208	100.00

(ii) Voted **against** the resolution:

Number of members present and voted (in person or by Proxy)	Number of votes cast by them	% of Total Number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number votes cast by them
4	17



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b) Ordinary Resolution 2 -

Confirmation of Interim Dividend and Declaration of Final Dividend.

(i) Voted **in favour** of the resolution:

Number of members present and voted (in person or by Proxy)	Number of votes cast by them	% of Total Number of valid votes cast
107	3830208	100.00

(ii) Voted **against** the resolution:

Number of members present and voted (in person or by Proxy)	Number of votes cast by them	% of Total Number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number votes cast by them
4	17



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c) Ordinary Resolution 3 -

Re-appointment of Shri S.S. Khanolkar, who retires by rotation.

(i) Voted **in favour** of the resolution:

Number of members present and voted (in person or by Proxy)	Number of votes cast by them	% of Total Number of valid votes cast
107	3830208	100.00

(ii) Voted **against** the resolution:

Number of members present and voted (in person or by Proxy)	Number of votes cast by them	% of Total Number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number votes cast by them
4	17



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PS Dharmesh Zaveri
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d) Ordinary Resolution 4 -

Ratification of Appointment of Deloitte Haskins & Sells, Chartered Accountants, Vadodara as Auditors for balance term i.e until conclusion of 19th AGM.

(i) Voted **in favour** of the resolution:

Number of members present and voted (in person or by Proxy)	Number of votes cast by them	% of Total Number of valid votes cast
105	3830194	99.9996

(ii) Voted **against** the resolution:

Number of members present and voted (in person or by Proxy)	Number of votes cast by them	% of Total Number of valid votes cast
2	14	0.0004

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number votes cast by them
4	17



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DM Dharmesh Zaveri
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e) Ordinary Resolution 5 -

Appointment of Smt R.V. Haribhakti as an Independent Director.

(i) Voted **in favour** of the resolution:

Number of members present and voted (in person or by Proxy)	Number of votes cast by them	% of Total Number of valid votes cast
107	3830208	100.00

(ii) Voted **against** the resolution:

Number of members present and voted (in person or by Proxy)	Number of votes cast by them	% of Total Number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number votes cast by them
4	17



D. M. ZAVERI & Co.

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f) Ordinary Resolution 6 -

Appointment of Shri A.K. Srivastava as a Director liable to retire by rotation.

(i) Voted **in favour** of the resolution:

Number of members present and voted (in person or by Proxy)	Number of votes cast by them	% of Total Number of valid votes cast
107	3830208	100.00

(ii) Voted **against** the resolution:

Number of members present and voted (in person or by Proxy)	Number of votes cast by them	% of Total Number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number votes cast by them
4	17



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g) Special Resolution 7 -

Re-appointment of Shri S.S. Khanolkar as Managing Director for a period of 5 years w.e.f
1st January, 2016.

(i) Voted **in favour** of the resolution:

Number of members present and voted (in person or by Proxy)	Number of votes cast by them	% of Total Number of valid votes cast
107	3830208	100.00

(ii) Voted **against** the resolution:

Number of members present and voted (in person or by Proxy)	Number of votes cast by them	% of Total Number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number votes cast by them
4	17



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h) Ordinary Resolution 8 -

Approval of remuneration of Cost Auditor.

(iv) Voted **in favour** of the resolution:

Number of members present and voted (in person or by Proxy)	Number of votes cast by them	% of Total Number of valid votes cast
105	3830194	99.9996

(v) Voted **against** the resolution:

Number of members present and voted (in person or by Proxy)	Number of votes cast by them	% of Total Number of valid votes cast
2	14	0.0004

(vi) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number votes cast by them
4	17



D. M. ZAVERI & Co.

Company Secretaries

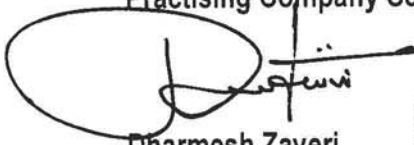
PS Dharmesh Zaveri
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5. The Compact Disc (CD) containing a list of Equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The Poll papers and all other relevant records were sealed and handed over to the Company Secretary authorised by the Board for safe keeping.

Thanking you,

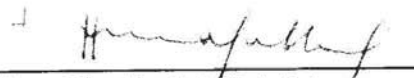
For D. M. Zaveri & Co
Practising Company Secretary



Dharmesh Zaveri
(Proprietor)

Membership No.: 5418
C.P. No.: 4363

Place: Mumbai
Date: 29th June, 2015


Signed by Mr. H A Mafatlal
Chairman of the meeting

D. M. ZAVERI & Co.

Company Secretaries

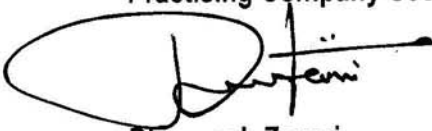
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6. The Register, all other papers and relevant record relating to remote e-voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid 17th Annual General Meeting and thereafter the same will be handed over to the Company Secretary of the Company.

Thanking you,

For D. M. Zaveri & Co.
Practising Company Secretary



Dharmesh Zaveri
(Proprietor)



Membership No: 5418
C. P. No.: 4363

Place: Mumbai
Date: 29th June 2015