



GUJARAT  
FLUOROchemicals  
LIMITED



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CIN : L24110 GJ1987 PLC009362 • Email : contact@gfl.co.in • Web: www.gfl.co.in

GFL: 14: 2017

29<sup>th</sup> September, 2017

The Secretary  
National Stock Exchange Limited  
Exchange Plaza, Bandra Kurla Complex Bandra (E),  
Mumbai 400 051  
Scrip Code – GUJFLUORO

**Sub: Declaration of Voting Results of 30<sup>th</sup> Annual General Meeting of Gujarat Fluorochemicals Limited held on 28<sup>th</sup> September, 2017**  
**Ref: Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations)**

Dear Sirs,

Pursuant to Regulation 44 (3) of the Listing Regulations, we would like to inform you that the Members of the Company at the 29<sup>th</sup> Annual General Meeting (AGM) of the Company held on 28<sup>th</sup> September, 2017 at the Registered Office of the Company had transacted the business as set out in the Notice of AGM dated 11<sup>th</sup> August, 2017.

In this connection, we enclose the consolidated results of remote E-voting and Poll conducted at the AGM with the Scrutinizers Report.

The Voting Results are also being placed on the website of the Company [www.gfl.co.in](http://www.gfl.co.in)

We request you to please take the above on record.

Yours faithfully,  
For Gujarat Fluorochemicals Limited

Bhavin Desai  
Company Secretary

**GUJARAT FLUOROCHEMICALS LIMITED**  
**30TH ANNUAL GENERAL MEETING**

<b>Date of the AGM/EGM</b>	28.09.2017
<b>Total number of shareholders on record date</b>	13,712
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	45
Promoters and Promoter Group:	5
Public:	50
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	Not applicable
Promoters and Promoter Group:	Not applicable
Public	Not applicable

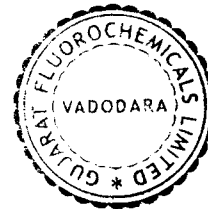


For Gujarat Fluorochemicals Ltd.

*BDM*  
**BHAVIN DESAI**  
 Company Secretary

Resolution No.1	Adoption of the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2017, the reports of the Board of Directors and Auditors thereon; and the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2017 and the report of the Auditors thereon - Approved by Requisite Majority							
Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding Shares	No. of Votes – In Favour	No. of Votes – Against	% of Votes in Favour on Votes Polled	% of Votes Against on Votes Polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting		75,058,900	99.99%	75,058,900	0	100.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total	75,064,900	75,058,900	99.99%	75,058,900	0	100.00%	0.00%
Public-Institutions	E-Voting		6,945,441	88.70%	6,945,441	0	100.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total	7,830,252	6,945,441	88.70%	6,945,441	0	100.00%	0.00%
Public-Non Institutions	E-Voting		3,635,245	13.49%	3,635,245	-	100.00%	0.00%
	Poll		1,057	0.00%	1,000	57	94.61%	5.39%
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total	26,954,848	2,675,544	9.93%	2,675,485	57	100.00%	0.00%
Total		109,850,000	84,679,885	77.09%	84,679,826	57	100.00%	0.0001%

Resolution No.2	Declaration of Dividend for the Financial Year ended 31st March, 2017 - Approved by Requisite Majority							
Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding Shares	No. of Votes – In Favour	No. of Votes – Against	% of Votes in Favour on Votes Polled	% of Votes Against on Votes Polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting		75,058,900	99.99%	75,058,900	0	100.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total	75,064,900	75,058,900	99.99%	75,058,900	0	100.00%	0.00%
Public-Institutions	E-Voting		6,945,441	88.70%	6,945,441	0	100.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total	7,830,252	6,945,441	88.70%	6,945,441	0	100.00%	0.00%
Public-Non Institutions	E-Voting		2,674,485	9.92%	2,674,485	-	100.00%	0.00%
	Poll		1,057	0.00%	1,000	57	94.61%	5.39%
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total	26,954,848	2,675,542	9.93%	2,675,485	57	100.00%	0.00%
Total		109,850,000	84,679,883	77.09%	84,679,826	57	100.00%	0.00%



For Gujarat Fluorochemicals Ltd.

*Bsm*  
BHAVIN DESAI  
Company Secretary

Resolution No.3		Appointment of Director in place of Shri Deepak Asher, (DIN: 00035371) who retires by rotation and being eligible, seeks re-appointment - Approved by Requisite Majority						
Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding Shares	No. of Votes – In Favour	No. of Votes – Against	% of Votes in Favour on Votes Polled	% of Votes Against on Votes Polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting		75,058,900	99.99%	75,058,900	0	100.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>75,064,900</b>	<b>75,058,900</b>	<b>99.99%</b>	<b>75,058,900</b>	<b>0</b>	<b>100.00%</b>
Public-Institutions	E-Voting		6,945,441	88.70%	3,370,619	3,574,822	48.53%	51.47%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>7,830,252</b>	<b>6,945,441</b>	<b>88.70%</b>	<b>3,370,619</b>	<b>3,574,822</b>	<b>48.53%</b>
Public-Non Institutions	E-Voting		2,674,485	9.92%	2,674,468	17	100.00%	0.00%
	Poll		1,057	0.00%	1,000	57	94.61%	5.39%
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>26,954,848</b>	<b>2,675,542</b>	<b>9.93%</b>	<b>2,675,468</b>	<b>74</b>	<b>100.00%</b>
<b>Total</b>		<b>109,850,000</b>	<b>84,679,883</b>	<b>77.09%</b>	<b>81,104,987</b>	<b>3,574,896</b>	<b>95.78%</b>	<b>4.22%</b>

Resolution No.4		Appointment of Independent Auditors to hold office from the conclusion of this Annual General Meeting to the conclusion of 35th Annual General Meeting and to fix their Remuneration - Approved by Requisite Majority						
Resolution required: (Ordinary/ Special)			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding Shares	No. of Votes – In Favour	No. of Votes – Against	% of Votes in Favour on Votes Polled	% of Votes Against on Votes Polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting		75,058,900	99.99%	75,058,900	0	100.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>75,064,900</b>	<b>75,058,900</b>	<b>99.99%</b>	<b>75,058,900</b>	<b>0</b>	<b>100.00%</b>
Public-Institutions	E-Voting		6,945,441	88.70%	6,945,441	0	100.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>7,830,252</b>	<b>6,945,441</b>	<b>88.70%</b>	<b>6,945,441</b>	<b>0</b>	<b>100.00%</b>
Public-Non Institutions	E-Voting		2,674,485	9.92%	2,674,468	17	100.00%	0.00%
	Poll		1,057	0.00%	1,000	57	94.61%	5.39%
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>26,954,848</b>	<b>2,675,542</b>	<b>9.93%</b>	<b>2,675,468</b>	<b>74</b>	<b>100.00%</b>
<b>Total</b>		<b>109,850,000</b>	<b>84,679,883</b>	<b>77.09%</b>	<b>84,679,809</b>	<b>74</b>	<b>100.00%</b>	<b>0.00%</b>



For Gujarat Fluorochemicals Ltd.

*BDM*  
BHAVIN DESAI  
Company Secretary

Resolution No.5		Re-appointment of Shri Vivek Jain (DIN: 00029968) as Managng Director of the Company - Approved by Requisite Majority						
Resolution required: (Ordinary/ Special)		Ordinary Resolution						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding Shares	No. of Votes – In Favour	No. of Votes – Against	% of Votes in Favour on Votes Polled	% of Votes Against on Votes Polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting		75,058,900	99.99%	75,058,900	0	100.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>75,064,900</b>	<b>75,058,900</b>	<b>99.99%</b>	<b>75,058,900</b>	<b>0</b>	<b>100.00%</b>
Public-Institutions	E-Voting		5,385,798	68.78%	5,385,798	0	100.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>7,830,252</b>	<b>5,385,798</b>	<b>68.78%</b>	<b>5,385,798</b>	<b>0</b>	<b>100.00%</b>
Public-Non Institutions	E-Voting		2,674,485	9.92%	2,674,468	17	100.00%	0.00%
	Poll		1,057	0.00%	1,000	57	94.61%	5.39%
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>26,954,848</b>	<b>2,675,542</b>	<b>9.93%</b>	<b>2,675,468</b>	<b>74</b>	<b>100.00%</b>
<b>Total</b>		<b>109,850,000</b>	<b>83,120,240</b>	<b>75.67%</b>	<b>83,120,166</b>	<b>74</b>	<b>100.00%</b>	<b>0.0001%</b>

Resolution No.6		Re-appointment of Shri Dinesh Kumar Sachdeva as Whole-time Director of the Company - Approved by Requisite Majority						
Resolution required: (Ordinary/ Special)		Ordinary Resolution						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding Shares	No. of Votes – In Favour	No. of Votes – Against	% of Votes in Favour on Votes Polled	% of Votes Against on Votes Polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting		75,058,900	99.99%	75,058,900	0	100.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>75,064,900</b>	<b>75,058,900</b>	<b>99.99%</b>	<b>75,058,900</b>	<b>0</b>	<b>100.00%</b>
Public-Institutions	E-Voting		5,385,798	68.78%	5,385,798	0	100.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>7,830,252</b>	<b>5,385,798</b>	<b>68.78%</b>	<b>5,385,798</b>	<b>0</b>	<b>100.00%</b>
Public-Non Institutions	E-Voting		2,674,485	9.92%	1,830,655	843,830	68.45%	31.55%
	Poll		1,057	0.00%	1,000	57	94.61%	5.39%
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>26,954,848</b>	<b>2,675,542</b>	<b>9.93%</b>	<b>1,831,655</b>	<b>843,887</b>	<b>68.46%</b>
<b>Total</b>		<b>109,850,000</b>	<b>83,120,240</b>	<b>75.67%</b>	<b>82,276,353</b>	<b>843,887</b>	<b>98.98%</b>	<b>1.0153%</b>

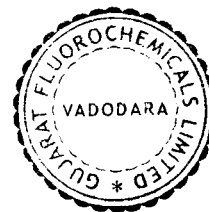


For Gujarat Fluorochemicals Ltd.

*Bsm*  
BHAVIN DESAI  
Company Secretary

Resolution No.7		Re-appointment of Shri Anand Bhusari as Whole-time Director of the Company and payment of Remuneration to him - Approved by Requisite Majority						
Resolution required: (Ordinary/ Special)		Ordinary Resolution						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding Shares	No. of Votes - In Favour	No. of Votes - Against	% of Votes in Favour on Votes Polled	% of Votes Against on Votes Polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting		75,058,900	99.99%	75,058,900	0	100.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>75,064,900</b>	<b>75,058,900</b>	<b>99.99%</b>	<b>75,058,900</b>	<b>0</b>	<b>100.00%</b>
Public-Institutions	E-Voting		5,385,798	68.78%	5,385,798	0	100.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>7,830,252</b>	<b>5,385,798</b>	<b>68.78%</b>	<b>5,385,798</b>	<b>0</b>	<b>100.00%</b>
Public-Non Institutions	E-Voting		2,674,485	9.92%	2,673,618	867	99.97%	0.03%
	Poll		1,057	0.00%	1,000	57	94.61%	5.39%
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>26,954,848</b>	<b>2,675,542</b>	<b>9.93%</b>	<b>2,674,618</b>	<b>924</b>	<b>99.97%</b>
<b>Total</b>		<b>109,850,000</b>	<b>83,120,240</b>	<b>75.67%</b>	<b>83,119,316</b>	<b>924</b>	<b>99.9989%</b>	<b>0.0011%</b>

Resolution No.8		Ratification of approval of payment of Remuneration to the Cost Auditors - Approved by Requisite Majority						
Resolution required: (Ordinary/ Special)		Ordinary Resolution						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding Shares	No. of Votes - In Favour	No. of Votes - Against	% of Votes in Favour on Votes Polled	% of Votes Against on Votes Polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting		75,058,900	99.99%	75,058,900	0	100.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>75,064,900</b>	<b>75,058,900</b>	<b>99.99%</b>	<b>75,058,900</b>	<b>0</b>	<b>100.00%</b>
Public-Institutions	E-Voting		6,945,441	88.70%	6,945,441	0	100.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>7,830,252</b>	<b>6,945,441</b>	<b>88.70%</b>	<b>6,945,441</b>	<b>0</b>	<b>100.00%</b>
Public-Non Institutions	E-Voting		2,674,485	9.92%	2,674,468	17	100.00%	0.00%
	Poll		1,057	0.00%	1,000	57	94.61%	5.39%
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>26,954,848</b>	<b>2,675,542</b>	<b>9.93%</b>	<b>2,675,468</b>	<b>74</b>	<b>100.00%</b>
<b>Total</b>		<b>109,850,000</b>	<b>84,679,883</b>	<b>77.09%</b>	<b>84,679,809</b>	<b>74</b>	<b>99.9999%</b>	<b>0.0001%</b>



For Gujarat Fluorochemicals Ltd.

*Bsm*  
BHAVIN DESAI  
Company Secretary

## Consolidated Scrutinizer's Report

To,  
The Chairman,  
30<sup>th</sup> Annual General Meeting of the Equity Shareholders of  
**Gujarat Fluorochemicals Limited**  
Held on the 28<sup>th</sup> day of September, 2017, at 04:00 p.m.,  
At Number 16/3, 26 and 27, Village Ranjitnagar 389380,  
Taluka Ghoghamba, Dist. Panchmahal, Gujarat,

### **Scrutinizer's Report on Poll including voting by Electronic Means in respect of the resolution(s) / business(es) contained in the Notice dated August 11, 2017.**

Dear Sir,

I, S. Samdani, Partner, Samdani Shah & Kabra (Erstwhile Samdani Shah & Asso.), Company Secretaries, have been appointed as a Scrutinizer by the Board of Directors of **Gujarat Fluorochemicals Limited**, for the purpose of scrutinizing the e-voting process (remote e-voting) and poll taken on the below mentioned resolution(s) / business(es), at the 30<sup>th</sup> Annual General Meeting of the Equity Shareholders of Gujarat Fluorochemicals Limited, held on Thursday, September 28, 2017, at 04:00 p.m.

The Management of the company is responsible to ensure compliance with the requirements of the relevant provisions of (i) The Companies Act, 2013 and the Rules made there under; (ii) the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (iii) Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India, relating to the Poll including voting by electronic means (remote e-voting). My responsibility as a Scrutinizer is restricted to give a Consolidated Report on the votes cast by the members for the resolution(s) / business(es) contained in the Notice dated August 11, 2017, based upon:

- a) The report generated from the e-voting platform provided by Central Depository Services (India) Limited (CDSL), the authorized agency engaged by the Company to provide e-voting facilities and;
- b) The scrutiny of the Polling papers received at the 30<sup>th</sup> Annual General Meeting.

1. I submit my report as under:

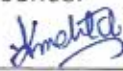
- 1.1 After declaration of the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me.



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1.2 The locked ballot box was subsequently opened by me in the presence of two witnesses namely Mr. Kunal Mehta and Ms. Aishwarya Joshi and the poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Share Transfer Agents of the Company and the authorizations / proxies lodged with the Company. Then the votes cast through remote e-voting were unblocked on September 28, 2017 around 5:30 p.m. in the presence of above named witnesses who are not in the employment of the Company.

The witnesses have signed below in confirmation of the ballot box being unlocked in their presence and also in confirmation of the remote votes being unblocked in their presence.



Mr. Kunal Mehta



Ms. Aishwarya Joshi

1.3 The poll papers, which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.

2. The result of the scrutiny of voting by Poll and voting by electronic means in respect of resolution(s) / business(es) contained in notice dated August 11, 2017 is as under:

**2.1 Resolution (Business) No. 1:**

To consider and adopt

- the Audited Standalone Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2017, the reports of the Board of Directors and Auditors thereon; and
- the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2017 and the report of the Auditors thereon.

(Ordinary Resolution)

Voting Description	Remote e-voting		Voting through Ballot Papers at the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour	123	84678826	14	1000	137	84679826	100.00
Voted against	0	0	2	57	2	57	0.00
<b>Total</b>	<b>123</b>	<b>84678826</b>	<b>16</b>	<b>1057</b>	<b>139</b>	<b>84679883</b>	<b>100.00</b>
Invalid votes	0	0	3	3	3	3	N.A.

**2.2 Resolution (Business) No. 2:**

To declare Dividend @ Rs. 3.50 per equity share of Rs. 1 each for the Financial Year ended on 31<sup>st</sup> March, 2017. (Ordinary Resolution)

Voting Description	Remote e-voting		Voting through Ballot Papers at the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour	123	84678826	14	1000	137	84679826	100.00
Voted against	0	0	2	57	2	57	0.00
<b>Total</b>	<b>123</b>	<b>84678826</b>	<b>16</b>	<b>1057</b>	<b>139</b>	<b>84679883</b>	<b>100.00</b>
Invalid votes	0	0	3	3	3	3	N.A.

**2.3 Resolution (Business) No. 3:**

To appoint a Director in place of Shri Deepak Asher (DIN: 00035371) who retires by rotation and being eligible offers himself for re-appointment. (Ordinary Resolution)

Voting Description	Remote e-voting		Voting through Ballot Papers at the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour	72	81103987	14	1000	86	81104987	95.78
Voted against	51	3574839	2	57	53	3574896	4.22
<b>Total</b>	<b>123</b>	<b>84678826</b>	<b>16</b>	<b>1057</b>	<b>139</b>	<b>84679883</b>	<b>100.00</b>
Invalid votes	0	0	3	3	3	3	N.A.



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**2.4 Resolution (Business) No. 4:**

**Appointment of Independent Auditors to hold office from the conclusion of this Annual General Meeting to the conclusion of 35<sup>th</sup> Annual General Meeting and to fix their Remuneration. (Ordinary Resolution)**

Voting Description	Remote e-voting		Voting through Ballot Papers at the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour	121	84678809	14	1000	135	84679809	100.00
Voted against	2	17	2	57	4	74	0.00
<b>Total</b>	<b>123</b>	<b>84678826</b>	<b>16</b>	<b>1057</b>	<b>139</b>	<b>84679883</b>	<b>100.00</b>
Invalid votes	0	0	3	3	3	3	N.A.

**2.5 Resolution (Business) No. 5:**

**Re-appointment of Shri Vivek Jain (DIN: 00029968) as Managing Director of the Company and approve payment of remuneration to him. (Ordinary Resolution)**

Voting Description	Remote e-voting		Voting through Ballot Papers at the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour	120	83119166	14	1000	134	83120166	100.00
Voted against	2	17	2	57	4	74	0.00
<b>Total</b>	<b>122</b>	<b>83119183</b>	<b>16</b>	<b>1057</b>	<b>138</b>	<b>83120240</b>	<b>100.00</b>
Invalid votes	*1	1559643	3	3	*4	1559646	N.A.

\* 1 shareholder holding 1559643 shares has neither voted in favour nor against the resolution.



**2.6 Resolution (Business) No. 6:**

**Re-appointment of Shri Dinesh Kumar Sachdeva (DIN: 00050740) as Whole-time Director of the Company and approve payment of remuneration to him. (Special Resolution)**

Voting Description	Remote e-voting		Voting through Ballot Papers at the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour	119	82275353	14	1000	133	82276353	98.98
Voted against	3	843830	2	57	5	843887	1.02
<b>Total</b>	<b>122</b>	<b>83119183</b>	<b>16</b>	<b>1057</b>	<b>138</b>	<b>83120240</b>	<b>100.00</b>
Invalid votes	*1	1559643	3	3	*4	1559646	N.A.

\* 1 shareholder holding 1559643 shares has neither voted in favour nor against the resolution.

**2.7 Resolution (Business) No. 7:**

**Re-appointment of Shri Anand Rambhau Bhusari (DIN: 07167198) as Whole-time Director of the Company and approve payment of Remuneration to him. (Ordinary Resolution)**

Voting Description	Remote e-voting		Voting through Ballot Papers at the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour	119	83118316	14	1000	133	83119316	100.00
Voted against	3	867	2	57	5	924	0.00
<b>Total</b>	<b>122</b>	<b>83119183</b>	<b>16</b>	<b>1057</b>	<b>138</b>	<b>83120240</b>	<b>100</b>
Invalid votes	*1	1559643	3	3	*4	1559646	N.A.

\* 1 shareholder holding 1559643 shares has neither voted in favour nor against the resolution.



**2.8 Resolution (Business) No. 8:**

**To ratify approval of payment of Remuneration to M/s Kailash Sankhlecha & Associates, Vadodara, Cost Auditor of the Company. (Ordinary Resolution)**

Voting Description	Remote e-voting		Voting through Ballot Papers at the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour	121	84678809	14	1000	135	84679809	100.00
Voted against	2	17	2	57	4	74	0.00
<b>Total</b>	<b>123</b>	<b>84678826</b>	<b>16</b>	<b>1057</b>	<b>139</b>	<b>84679883</b>	<b>100.00</b>
Invalid votes	0	0	3	3	3	3	N.A.

- All the figures shown in percentage have been rounded off to 2 decimal points.
- All the resolution(s) / business(es) are passed / conducted and carried with requisite majority.
- The poll papers and all other relevant records will remain in my custody and will be handed over to the Chairman / Company Secretary for safe keeping after the Chairman signs the minutes.

Thanking you,

Yours Faithfully,

S. Samdani  
Partner  
Samdani Shah & Kabra  
(Erstwhile Samdani Shah & Asso.)  
Company Secretaries  
CP No. 2863



Vadodara, September 29, 2017