



## Navin Fluorine International Limited

2<sup>nd</sup> Floor, Sunteck Centre, 37/40, Subhash Road, Vile Parle East, Mumbai 400 057.

Tel: 91 22- 6650 9999, Fax: 91 22- 6650 9800.

E mail: [info@nfil.in](mailto:info@nfil.in), Website: [www.nfil.in](http://www.nfil.in) CIN No : L24110MH1998PLC115499.



### POSTAL BALLOT FORM

Sr. No.

1.	Name and Registered Address of the Sole/First named Shareholder	:	
2.	Name(s) of the Jt. Holder(s) (if any)	:	
3.	Registered Folio No. / DP ID No. and Client ID No.	:	
4.	Number of Shares(s) held	:	
5.	EVEN (e-Voting EVENT Number)	:	
6.	User-ID	:	
7.	Password	:	

8. I/We hereby exercise my/our vote(s) in respect of the following Special Resolution to be passed through Postal Ballot for the Special Business stated in the Notice of the Company, dated 28<sup>th</sup> April, 2017, by conveying my/our assent (FOR) or dissent (AGAINST) to the said Resolution by placing the tick (✓) mark in the appropriate box below:

Item No.	Resolution	No. of Shares	(For)	(Against)
			I/We assent to the Resolution	I/We dissent to the Resolution
1.	To approve sale of undertaking at Dahej, Gujarat.			

Place:

Date:

\_\_\_\_\_  
Signature of the Shareholder

**Note:** (1) Please read the instructions carefully before exercising your vote.

(2) Last date for receipt of Postal Ballot form by the Scrutinizer is 5<sup>th</sup> July, 2017

**NOTES:**

1. A statement pursuant to Sections 102 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 setting out material facts is annexed hereto.
2. Relevant documents referred to in the accompanying Notice and the explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 are available for inspection at the Registered Office of the Company during business hours on all days except Saturdays, Sundays and Public Holidays.
3. The Notice is being sent to all the Members, whose names appear in the Register of Members / Record of Depositories as on 26<sup>th</sup> May, 2017. After the dispatch of the Notice the Notice will also be displayed on the website of the Company ([www.nfil.in](http://www.nfil.in)) and on the website of M/s. Karvy Computershare Private Limited (RTA) ([www.karvycomputershare.com](http://www.karvycomputershare.com)). Further, the date of dispatch of the Notice and the Explanatory Statement along with the postal ballot papers will be announced through advertisement in the following newspapers: (i) Economic Times in English language; and (ii) Maharashtra Times in Marathi language, having wide circulation in the district where the Registered Office of the Company is situated.
4. In compliance with the provisions of Section 110 of the Companies Act, 2013 and the Rules issued thereunder and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the members are being provided with the facility to cast their vote by electronic means through the e-voting platform provided by M/s. Karvy Computershare Private Limited (RTA). The process for electronic voting is attached herewith.
5. Members who do not have access to e-voting facility may send duly completed Ballot form and return the Form in the enclosed self-addressed business reply envelope so as to reach the Scrutinizer by 5.00 p.m. on 5<sup>th</sup> July, 2017 at the following address: Karvy Computershare Pvt Ltd, Unit Navin Fluorine International Limited, Karvy Selenium Tower B, Plot No 31 & 32, Financial District, Gachibowli, Hyderabad 500 032.
6. Electronic copy of the Postal Ballot Notice of the Company along with its Annexures is being sent to the members who have registered their email ids with the Company/Depository Participant(s). For members who have not registered their email ids, physical copies of the aforementioned documents are being sent in the permitted mode.
7. Corporate members are requested to send a duly completed Ballot form accompanied by a certified copy of the Board Resolution together with attested signature(s) of the authorized signatory (ies), giving requisite authority to the person voting on the Postal Ballot form.
8. A shareholder may request for a duplicate Postal Ballot form, if so, required. However, the duly filled in duplicate form should reach the Scrutinizer not later than the date as specified at item no. 5 above.
9. A member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a member casts vote by both modes, then voting done through e-voting shall prevail and the Ballot form shall be treated as invalid.
10. The Scrutinizer, after completion of the scrutiny, will submit his report to the Chairman of the Company. The result of the postal ballot will be declared by the Chairman or in his absence by any one authorized by the Chairman, on or after 6<sup>th</sup> July, 2017 at the Registered Office of the Company. The result shall also be announced to the Stock Exchanges where shares of the Company are listed. The result will also be put up on the Company's website ([www.nfil.in](http://www.nfil.in)). The resolution, if approved, will be taken as passed effectively on the date of declaration of the result.
11. The voting shall be reckoned in proportion to a Member's share of voting rights on the paid-up Equity Share Capital of the Company on the cut-off date, i.e. 26<sup>th</sup> May, 2017. Resolution passed by the Members by means of Postal Ballot including e-voting is deemed to have been passed at a general meeting of the Members.

In case of any queries, you may contact the Company at [info@nfil.in](mailto:info@nfil.in) or contact the R&TA, Karvy Computershare Pvt Ltd, at [enward.ris@karvy.com](mailto:enward.ris@karvy.com) / [navin.ris@karvy.com](mailto:navin.ris@karvy.com) or at the following address: Navin Fluorine International Limited 2<sup>nd</sup> Floor, Sunteck Centre, 37/40, Subhash Road, Vile Parle East, Mumbai 400057. Tel No.: 022 6650 9999 Fax No: 022 6650 9800..

The instructions for Members for e-voting are as under:

Launch internet browser by typing the URL: <http://evoting.karvy.com>.

- i. Members of the Company holding shares either in physical form or in dematerialized form, as on the Cut-off date, may cast their vote electronically.
- ii. Enter the login credentials. Your Folio No. / DP ID & Client ID will be your User ID. If required, please visit <https://evoting.karvy.com> or contact toll free number 1-800-3454-001 for your existing password.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (az), one numeric (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email address, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the E-Voting Event Number for Navin Fluorine International Limited.
- vii. On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding shares under multiple folios/demat accounts shall choose the voting process separately for each of the folios/demat accounts.
- ix. You may then cast your vote by selecting an appropriate option and click on "Submit".
- x. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the Resolution.

- xi. The Portal will be open for voting from 9.00 a.m. on **TUESDAY, 6<sup>th</sup> JUNE, 2017** to 5.00 p.m. on **WEDNESDAY, 5<sup>th</sup> JULY, 2017**.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual for Members available at the download section of <https://evoting.karvy.com> or contact Toll Free No. 18003454001.

- xii. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: [dmz@dmzaveri.com](mailto:dmz@dmzaveri.com). They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name\_EVENT NO."

In case a member receives physical copy of the Notice of Postal Ballot [for members whose email IDs are not registered or have requested the physical copy]:

- a) Initial password is provided in below format at item No 7 of the Postal Ballot Form :

EVENT NO.	USER ID	PASS WORD
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- b) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above to cast vote.
- xiii. If the member is already registered with Karvy e-voting platform then he can use his existing User ID and password for casting the vote through remote e-voting.
- xiv. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication.
- xv. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 26<sup>th</sup> May, 2017.
- xvi. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. 26<sup>th</sup> May, 2017, may obtain the User ID and password in the manner as mentioned below:
  - a) If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
  - b) Member may send an e-mail request to [evoting@karvy.com](mailto:evoting@karvy.com). If the member is already registered with Karvy e-voting platform then he can use his existing User ID and password for casting the vote through remote e-voting.
  - c) Member may call Karvy's toll free number 1-800-3454-001.
  - d) If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS : **MYEPWD <SPACE> E-Voting Event Number + Folio No. or DP ID Client ID to 9212993399**  
 Example for NSDL: MYEPWD <SPACE> IN12345612345678  
 Example for CDSL : MYEPWD <SPACE> 1402345612345678  
 Example for Physical : MYEPWD <SPACE> XXXX1234567890
- xvii. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, viz., 26<sup>th</sup> May, 2017 only shall be entitled to avail the facility of remote e-voting as well as voting through ballot paper.
- xviii. Shri Dharmesh Zaveri, Company Secretary (Membership No. FCS 5148), Proprietor of D M Zaveri & Company, Practising Company Secretaries, Mumbai has been appointed as the Scrutiniser by the Board of Directors of the Company to scrutinise the e-voting process in a fair and transparent manner.
- xix. Voting shall be allowed by use of ballot paper for all those members who have not cast their votes by availing the remote e-voting facility.
- xx. The Scrutiniser shall first count the votes received through Postal Ballot and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, a consolidated Scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman or to a person authorised by the Chairman in writing, who shall countersign the same and declare the result of the voting forthwith.
- xxi. The Results declared along with the report of the Scrutiniser shall be placed on the website of the Company [www.nfil.in](http://www.nfil.in) and on the website of Karvy immediately after the declaration of result by the Chairman or by a person duly authorised. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are listed.
- xxii. The voting period ends on the close of working hours (i.e. 5.00 p.m.) on **WEDNESDAY, 5<sup>th</sup> JULY, 2017**. The e-voting module for voting shall be disabled by Karvy Computershare Private Limited thereafter.
- xxiii. A copy of each of the documents referred to in the accompanying Explanatory Statement is open for inspection at the Registered Office of the Company during office hours on all working days, except Saturday and Sunday and other holidays, between 9.00 a.m. and 11.00 a.m. up to the date of declaration of results of Postal Ballot.

**By Order of the Board,**

N.B. Mankad

Place: Mumbai

Date: 28<sup>th</sup> April, 2017

Regd. Office:

Navin Fluorine International Limited

(CIN: L24110MH1998PLC115499)

2<sup>nd</sup> Floor, Sunteck Centre, 37/40, Subhash Road, Vile Parle (East), Mumbai - 400057

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**Vice-President Legal & Company Secretary**