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

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.

D. M. ZAVERI & CO. M. NO. 5418 C.P. NO. 4363 COMPANY SECRETARIES

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

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

D. M. ZAVERI & CO. ★ COMPANY SECRETARIES ★ M. No. 5418 C.P. No. 4383

D. M. ZAVERI & Co.

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

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

D. M. ZAVERI & CO. COMPANY SECRETARIES M. No. 5418 C.P. No. 4363

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

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

D. M. ZAVERI & CO. COMPANY SECRETARIES M. No. 5418 C. P. No. 4383

D. M. ZAVERI & Co.

Company Secretaries

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B.Com., F.C.S.

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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

D. M. ZAVERI & CO. COMPANY SECRETARIES M. No. 5419 C.P. No. 4363

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

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. COMPANY SECRETARIES M. No. 5418 C.P. No. 4363

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

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

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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B.Com., F.C.S.

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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 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. COMPANY SECRETARIES M. No. 5418 C.P. No. 4363

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

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

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

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

M. No. 5418
C.P. No. 4363
COMPANY SECRETARIES

Signed by Mr. H A Mafatlal
Chairman of the meeting

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

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.

D. M. ZAVERI & CO. ★ COMPANY SECRETARIES ★ M. No. 5418 C.P. No. 4363

D. M. ZAVERI & Co.

Company Secretaries

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

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

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;

D. M. ZAVERI & CO. M. No. 5418 C.P. No. 4353 COMPANY SECRETARIES

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

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

D. M. ZAVERI & CO. ★ COMPANY SECRETARIES ★ M. No. 5418 C.P. No. 4363

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

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

D. M. ZAVERI & CO. ★ M. No. 5419 C.P. No. 4363 ★ COMPANY SECRETARIES

Office No 24[illegible] 1st Floor, Kesar Residency, Charkop Sector 3, Kandivali (W), Mumbai - 400 067
Email: [illegible] Tel: 022-28675660 Mobile: 98203 20503

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

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

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

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

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

D. M. ZAVERI & Co.

Company Secretaries

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

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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

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

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. M. No. 5418 C.P. No. 4363 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

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

D. M. ZAVERI & CO. M. No. 5418 C.P. No. 4363 COMPANY SECRETARIES

D. M. ZAVERI & Co.

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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

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

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

D. M. ZAVERI & CO. ★ M. No. 5418 C.P. No. 4363 ★ COMPANY SECRETARIES

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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. ★ M. No. 5418 C.P. No. 4363 ★ COMPANY SECRETARIES

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

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 19th 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**

D. M. ZAVERI & CO. COMPANY SECRETARIES M. No. 5418 C.P. No. 4363

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

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 1st 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

D. M. ZAVERI & CO. ★ COMPANY SECRETARIES ★ M. No. 5418 C.P. No. 4363

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