

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

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

**Form No MGT-13**

**Report of Scrutinizer on voting through ballot process**

*[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  
19<sup>th</sup> Annual General Meeting of Equity Shareholders of  
**Navin Fluorine International Limited,**  
held on 29<sup>th</sup> June, 2017 at,  
Rama & Sundri Watumull Auditorium,  
K.C. College, Dinshaw Wacha Road,  
Churchgate, Mumbai-400020.

Dear Sir,

I, **Dharmesh Zaveri, proprietor of D. M. ZAVERI & CO, Company Secretaries**, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 19<sup>th</sup> Annual General Meeting of the Equity Shareholders of Navin Fluorine International Limited, held on Thursday, 29<sup>th</sup> June, 2017, at Rama & Sundri Watumull Auditorium, K.C. College, Dinshaw Wacha Road, Churchgate, Mumbai-400020 submit my report as under:

1. After the time fixed for closing of the poll by the Chairman ballot boxes 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 have not found any invalid poll paper.



# D. M. ZAVERI & Co.

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 Website: www.dmzaveri.com

4. The result of the Poll is as under:

a) **Ordinary Resolution No.1 –**

Adoption of Directors' Report, audited accounts and auditors' Report thereon for the financial year ended on 31<sup>st</sup> March, 2017

(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
67	69299	100.0000

(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 of votes cast by them
NIL	NIL



# D. M. ZAVERI & Co.

Company Secretaries

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

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

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

## b) Ordinary Resolution No.2 -

Confirmation of Interim Dividend and Declaration of Final Dividend on Equity Shares

(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
138	5988073	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
1	24	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
NIL	NIL



# D. M. ZAVERI & Co.

Company Secretaries

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

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

## c) Ordinary Resolution No.3 -

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

(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
138	5988073	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
1	24	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
NIL	NIL



# D. M. ZAVERI & Co.

Company Secretaries

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

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

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

## d) Ordinary Resolution No.4 –

Appointment of M/s. Price Waterhouse Chartered Accountants LLP(Firm Registration No.012754N / N500016), as Statutory Auditor from the conclusion of 19<sup>th</sup> Annual General Meeting until the conclusion of the 24<sup>th</sup> Annual General Meeting (subject to ratification of the appointment by the Members at every AGM held after this 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
137	5987779	99.9947

### (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	318	0.0053

### (iii) Invalid votes:

Total number of members (in person or by Proxy) 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.

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

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

### e) Special Resolution No.5 –

Appointment of Mr. Vishad P. Mafatlal (DIN 00011350) as Executive Chairman, designated as Chairman of the Company.

(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
138	5988073	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
1	24	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
NIL	NIL



# D. M. ZAVERI & Co.

Company Secretaries

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

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

**f) Ordinary Resolution No.6 –**

Sub-division of the Equity Share of the Company having a face value of Rs.10/-(Rupees Ten only) into 5 equity shares having a face value of 2/- (Rupees two only) each.

(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
138	5988073	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
1	24	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
NIL	NIL



# D. M. ZAVERI & Co.

Company Secretaries

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

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

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

**g) Ordinary Resolution No.7 –**

Alteration of Clause V Memorandum of Association of the Company.

(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
138	5988073	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
1	24	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
NIL	NIL



# D. M. ZAVERI & Co.

Company Secretaries

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

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

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

## h) Special Resolution No.8 –

Grant of ESOPs to eligible employees and Directors of the Company.

### (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
99	4840464	80.8348

### (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
40	1147633	19.1652

### (iii) Invalid votes:

Total number of members (in person or by Proxy) 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.

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

**i) Special Resolution No.9 –**

Grant of ESOPs to eligible employees and Directors of the Subsidiary Companies.

(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
99	4840464	80.8348

(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
40	1147633	19.1652

(iii) Invalid votes:

Total number of members (in person or by Proxy) 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.

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

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

### j) Ordinary Resolution No.10 –

Payment of commission to the Non- Executive Directors.

#### (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
138	5988073	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
1	24	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
NIL	NIL



# D. M. ZAVERI & Co.

Company Secretaries

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

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

## k) Ordinary Resolution No.11 –

Approval of remuneration of Cost Auditor.

(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
138	5988073	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
1	24	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
NIL	NIL



# D. M. ZAVERI & Co.

## Company Secretaries

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

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

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

5. A 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.

For D. M. Zaveri & Co  
Practising Company Secretary



Dharmesh Zaveri  
(Proprietor)



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

Place: Mumbai  
Date: 29<sup>th</sup> June, 2017