

**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

**Combined Report of Scrutinizer for e-voting & voting through ballot process**

*[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  
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, Mumbai, was appointed as Scrutinizer by the Board of Directors 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 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment thereof and voting through ballot process at the venue of the Annual General Meeting (AGM) in a fair and transparent manner in respect of the below mentioned resolutions contained in the Notice of the 19<sup>th</sup> AGM 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.

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 resolution contained in the Notice of the 19<sup>th</sup> 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 19<sup>th</sup> AGM is restricted to make a



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## Company Secretaries

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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 Karvy Computershare Private Limited (Karvy), 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 19<sup>th</sup> AGM of the Company held on 29<sup>th</sup> June, 2017, facility of voting through ballot process was given to the members present in the meeting.

I hereby submit consolidated scrutinizer's report pursuant to Rule 20(4)(xii) on the resolutions proposed in the Notice of the 19<sup>th</sup> AGM. I have issued separate Scrutinizer's Report dated 29<sup>th</sup> June, 2017, on the remote e-voting and on the Poll through physical ballot.

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	
<b>Item 1: Adoption of Directors' Report, audited accounts and auditors' Report thereon for the financial year ended on 31<sup>st</sup> March, 2017 (Ordinary Resolution)</b>								
E-voting	5819722	132	5819698	99.99959	1	24	0.0004	NIL
Poll	69299	67	69299	100.0000	0	0	0.0000	NIL
<b>Total</b>	<b>5889021</b>	<b>199</b>	<b>5888997</b>	<b>99.9996</b>	<b>1</b>	<b>24</b>	<b>0.0004</b>	<b>NIL</b>
<b>Item 2: Confirmation of Interim Dividend and Declaration of Final Dividend on Equity Shares (Ordinary Resolution)</b>								
E-voting	5988097	138	5988073	99.9996	1	24	0.0004	NIL
Poll	69299	67	69299	100.0000	0	0	0.0000	NIL
<b>Total</b>	<b>6057396</b>	<b>205</b>	<b>6057372</b>	<b>99.9996</b>	<b>1</b>	<b>24</b>	<b>0.0004</b>	<b>NIL</b>
<b>Item 3: Re-appointment of Mr. A.K. Srivastava as a director (DIN 00046776) (Ordinary Resolution)</b>								
E-voting	5988097	138	5988073	99.9996	1	24	0.0004	NIL
Poll	69299	67	69299	100.0000	0	0	0.0000	NIL
<b>Total</b>	<b>6057396</b>	<b>205</b>	<b>6057372</b>	<b>99.9996</b>	<b>1</b>	<b>24</b>	<b>0.0004</b>	<b>NIL</b>



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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
<b>Item 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) (Ordinary Resolution)</b>								
E-voting	5988097	137	5987779	99.9947	2	318	0.0053	NIL
Poll	69299	65	69285	99.9798	2	14	0.0202	NIL
<b>Total</b>	<b>6057396</b>	<b>202</b>	<b>6057064</b>	<b>99.9945</b>	<b>4</b>	<b>332</b>	<b>0.0055</b>	<b>NIL</b>
<b>Item 5: Appointment of Mr. Vishad P. Mafatlal (DIN 00011350) as Executive Chairman, designated as Chairman of the Company (Special Resolution)</b>								
E-voting	5988097	138	5988073	99.9996	1	24	0.0004	NIL
Poll	69299	67	69299	100.0000	0	0	0.0000	NIL
<b>Total</b>	<b>6057396</b>	<b>205</b>	<b>6057372</b>	<b>99.9996</b>	<b>1</b>	<b>24</b>	<b>0.0004</b>	<b>NIL</b>
<b>Item 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 (Ordinary Resolution)</b>								
E-voting	5988097	138	5988073	99.9996	1	24	0.0004	NIL
Poll	69299	67	69299	100.0000	0	0	0.0000	NIL
<b>Total</b>	<b>6057396</b>	<b>205</b>	<b>6057372</b>	<b>99.9996</b>	<b>1</b>	<b>24</b>	<b>0.0004</b>	<b>NIL</b>
<b>Item 7: Alteration of Clause V Memorandum of Association of the Company (Ordinary Resolution)</b>								
E-voting	5988097	138	5988073	99.9996	1	24	0.0004	NIL
Poll	69299	67	69299	100.0000	0	0	0.0000	NIL
<b>Total</b>	<b>6057396</b>	<b>205</b>	<b>6057372</b>	<b>99.9996</b>	<b>1</b>	<b>24</b>	<b>0.0004</b>	<b>NIL</b>
<b>Item 8: Grant of ESOPs to eligible employees and Directors of the Company (Special Resolution)</b>								
E-voting	5988097	99	4840464	80.8348	40	1147633	19.1652	NIL
Poll	69299	67	69299	100.0000	0	0	0.0000	NIL
<b>Total</b>	<b>6057396</b>	<b>166</b>	<b>4909763</b>	<b>81.0540</b>	<b>40</b>	<b>1147633</b>	<b>18.9460</b>	<b>NIL</b>
<b>Item 9: Grant of ESOPs to eligible employees and Directors of the Subsidiary Companies (Special Resolution)</b>								
E-voting	5988097	99	4840464	80.8348	40	1147633	19.1652	NIL
Poll	69299	67	69299	100.0000	0	0	0.0000	NIL
<b>Total</b>	<b>6057396</b>	<b>166</b>	<b>4909763</b>	<b>81.0540</b>	<b>40</b>	<b>1147633</b>	<b>18.9460</b>	<b>NIL</b>



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		No of ballot / e-voting entry	Nos	% to total valid votes	No of ballot / e-voting entry	Nos	% to total valid votes	Nos
<b>Item 10: Payment of commission to the Non- Executive Directors (Ordinary Resolution)</b>								
E-voting	5988097	138	5988073	99.9996	1	24	0.0004	NIL
Poll	69299	67	69299	100.0000	0	0	0.0000	NIL
<b>Total</b>	<b>6057396</b>	<b>205</b>	<b>6057372</b>	<b>99.9996</b>	<b>1</b>	<b>24</b>	<b>0.0004</b>	<b>NIL</b>
<b>Item 11: Approval of remuneration of Cost Auditor (Ordinary Resolution)</b>								
E-voting	5988097	138	5988073	99.9996	1	24	0.0004	NIL
Poll	69299	65	69285	99.9798	2	14	0.0202	NIL
<b>Total</b>	<b>6057396</b>	<b>203</b>	<b>6057358</b>	<b>99.9994</b>	<b>3</b>	<b>38</b>	<b>0.0006</b>	<b>NIL</b>



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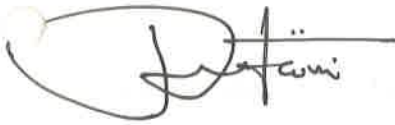
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All the resolutions voted through under remote e-voting and ballot/poll were passed with requisite majority. The Register, all other papers and relevant record relating to remote e-voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid 19<sup>th</sup> 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: 29<sup>th</sup> June, 2017



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Mr. Vishad P. Mafatlal  
Chairman of the meeting  
(For Resolution Nos. 1 to 4 & 6 to 11)



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Mr. Thekkekara Meloth Mohan Nambiar  
Chairman of the meeting  
(For Resolution No. 5)