

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

Report of Scrutinizer for e-voting

*[Pursuant to Section 108 of the Companies Act, 2013 read with
Companies (Management and Administration) Rules, 2014, as amended]*

To,
The Chairman
19th Annual General Meeting of Equity Shareholders of
Navin Fluorine International Limited,
held on 29th 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 19th Annual General Meeting of the Equity Shareholders of Company held on Thursday, 29th June, 2017, at Rama & Sundri Watumull Auditorium, K.C. College, Dinshaw Wacha Road, Churchgate, Mumbai-400020 for the purpose of scrutinizing the remote e-voting process in a fair and transparent manner and ascertaining the requisite majority on Remote E-voting 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 19th Annual General Meeting of the members of the Company. My responsibility as a scrutinizer of the remote e-voting process is



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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 Karvy Computershare Private Limited (Karvy), the authorised agency to provide e-voting facilities, engaged by the Company.

Further to above, I submit my report as under;

1. The remote e-voting period remained open from 9.00 AM on Monday, 25th June, 2017, up to 5.00 PM on Wednesday, the 28th June, 2017.
2. The Shareholders of the Company holding shares as on the cut-off date i.e. 22nd June, 2017 were entitled to vote on the proposed resolution as mentioned in the Notice of the 19th Annual General Meeting.
3. As provided in Rules, I unblocked the remote e-voting on the platform provided by Karvy after completion of voting at Annual General Meeting on Thursday, 29th June, 2017 at 5.00 PM in the presence of two witnesses, namely Mr. Aditya Shah and Ms. Shweta Chitalia who are not in employment of the Company.
4. Thereafter the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from e-voting website of Karvy (www.evoting@karvy.com) and based on such reports generated;



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5. The result of the e-voting is as under:

a) Ordinary Resolution 1 –

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

(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
132	5819698	99.9996

(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	0.0004

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL



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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 Voted through remote e-voting system	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 Voted through remote e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
1	24	0.0004

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number votes cast by them
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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 Voted through remote e-voting system	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 Voted through remote e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
1	24	0.0004

(iii) Invalid votes:

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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 19th Annual General Meeting until the conclusion of the 24th 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 Voted through remote e-voting system	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 Voted through remote e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
2	318	0.0053

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number votes cast by them
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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 Voted through remote e-voting system	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 Voted through remote e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
1	24	0.0004

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number votes cast by them
NIL	NIL



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f) Ordinary Resolution No.6 –

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

(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	5988073	99.9996

(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	0.0004

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number votes cast by them
NIL	NIL



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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 Voted through remote e-voting system	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 Voted through remote e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
1	24	0.0004

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number votes cast by them
NIL	NIL



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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 Voted through remote e-voting system	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 Voted through remote e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
40	1147633	19.1652

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number votes cast by them
NIL	NIL



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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 Voted through remote e-voting system	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 Voted through remote e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
40	1147633	19.1652

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number votes cast by them
NIL	NIL



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j) Ordinary Resolution No.10 –

Payment of commission to the Non- Executive Directors.

(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	5988073	99.9996

(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	0.0004

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number votes cast by them
NIL	NIL



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k) Ordinary Resolution No.11 –

Approval of remuneration of Cost Auditor.

(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	5988073	99.9996

(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	0.0004

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number votes cast by them
NIL	NIL



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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 19th 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: 29th June, 2017