

July 27, 2022

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai 400001
Scrip Code: 532504

National Stock Exchange of India Limited

Exchange Plaza,
Bandra Kurla Complex, Bandra (East),
Mumbai 400051
Symbol: NAVINFLUOR EQ

Dear Sir / Madam,

Sub.: Voting Results and Scrutinizer's Report on e-voting - 24th Annual General Meeting

In furtherance to our communication of even date regarding the summary of proceedings of the 24th Annual General Meeting ('AGM') of the Members of the Company held today i.e. on Wednesday, July 27, 2022 at 3.00 p.m. (IST) through Video Conferencing / Other Audio Visual Means, we now submit herewith the following:

- 1) Voting Results pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – **Annexure A**
- 2) Scrutinizer's Report (Combined on remote e-voting and e-voting at the AGM) issued by D. M. Zaveri & Co., Practising Company Secretaries – **Annexure B**

All the Resolutions recommended for approval of the Members as mentioned in the Notice of AGM dated May 7, 2022 have been passed by the Members of the Company with requisite majority.

Brief profile of Directors appointed/re-appointed are enclosed as **Annexure C**. It is hereby confirmed that Mr. Mohan M. Nambiar (DIN: 00046857), who has been re-appointed pursuant to retirement by rotation, and Ms. Apurva S. Purohit (DIN: 00190097), who has been appointed as an Independent Director of the Company for a term of 5 consecutive years commencing from October 19, 2021, are not debarred from holding the office of Director by virtue of any order of SEBI or any other such authority. None of the above-named Directors are related to any other Director of the Company.

The Members have approved the re-appointment of Price Waterhouse Chartered Accountants LLP (Firm Registration Number: 012754N/N500016), Mumbai, as Statutory Auditors of the Company for a second term of 5 years commencing from the conclusion of the 24th Annual General Meeting till the conclusion of the 29th Annual General Meeting. Requisite details in this regard are enclosed as **Annexure D**.

The Members have approved alteration of the Articles of Association of the Company, the brief details of which are enclosed as **Annexure E**.



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This intimation is also being made available on the Company's website at the link https://www.nfil.in/investor/comp_announce.html.

This is for your information and record.

Thanking You,
Yours faithfully,
For **NAVIN FLUORINE INTERNATIONAL LIMITED**

Niraj B. Mankad
President Legal and Company Secretary

Encl.: a/a

Navin Fluorine International Limited

Date of declaration of results: 27 JULY 2022

Date of the AGM	27-07-2022
Total Number of Shareholders on record date i.e. July 20, 2022	168016
No. of shareholders present in the meeting either in person or through proxy:	No shareholder was present in the Meeting in person or through proxy as the 24th AGM of the Company was convened through Video Conferencing / Other Audio Visual Means pursuant to the Circulars of MCA.
Promoter and Promoter Group:	
Public:	
No. of shareholders attended the the meeting through Video Conferencing:	
Promoter and Promoter Group:	11
Public:	80

Resolution 1: Adoption of Annual Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2022 along with the notes forming part thereof and the Report of the

Resolution required: Ordinary/Special

Ordinary

Whether promoter/promoter group are interested in the agenda/resolution?

No

Category	Mode of Voting	Total no. of shares held (1)	No. of Valid Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1,47,19,724	1,47,19,724	100.0000	1,47,19,724	-	100.0000	-
	Poll/Postal ballot		-	-	-	-	-	-
	Total		1,47,19,724	100.0000	1,47,19,724	-	100.0000	-
Public – Institutional holders	E-Voting	2,08,88,168	1,77,28,381	84.8728	1,77,28,381	-	100.0000	-
	Poll/Postal ballot		-	-	-	-	-	-
	Total		1,77,28,381	84.8728	1,77,28,381	-	100.0000	-
Public-Non Institutional	E-Voting	1,39,46,073	11,82,627	8.4800	11,82,607	20	99.9983	0.0017
	Poll/Postal ballot		-	-	-	-	-	-
	Total		11,82,627	8.4800	11,82,607	20	99.9983	0.0017
Total	E-voting	4,95,53,965	3,36,30,732	67.8669	3,36,30,712	20	99.9999	0.0001
	Poll/Postal ballot		-	-	-	-	-	-
	Total		3,36,30,732	67.8669	3,36,30,712	20	99.9999	0.0001

Navin Fluorine International Limited

Resolution 2: Confirmation of payment of Interim Dividend on the equity shares of the Company for the financial year 2021-2022 and declaration of final dividend on equity shares for the financial year 2021-2022

Resolution required: Ordinary/Special			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	Total no. of shares held (1)	No. of Valid Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1,47,19,724	1,47,19,724	100.0000	1,47,19,724	-	100.0000	-
	Poll/Postal ballot		-	-	-	-	-	
	Total		1,47,19,724	100.0000	1,47,19,724	-	100.0000	-
Public – Institutional holders	E-Voting	2,08,88,168	1,77,34,452	84.9019	1,77,34,452	-	100.0000	-
	Poll/Postal ballot		-	-	-	-	-	
	Total		1,77,34,452	84.9019	1,77,34,452	-	100.0000	-
Public-Non Institutional	E-Voting	1,39,46,073	11,82,632	8.4800	11,82,613	19	99.9984	0.0016
	Poll/Postal ballot		-	-	-	-	-	
	Total		11,82,632	8.4800	11,82,613	19	99.9984	0.0016
Total	E-voting	4,95,53,965	3,36,36,808	67.8791	3,36,36,789	19	99.9999	0.0001
	Poll/Postal ballot		-	-	-	-	-	
	Total		3,36,36,808	67.8791	3,36,36,789	19	99.9999	0.0001

Resolution 3: Re-appointment of Mr. Mohan M. Nambiar (DIN: 00046857), Non-Executive Non-Independent Director, who retires by rotation and being eligible, offers himself for re-appointment

Resolution required: Ordinary/Special			Special					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	Total no. of shares held (1)	No. of Valid Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1,47,19,724	1,47,19,724	100.0000	1,47,19,724	-	100.0000	-
	Poll/Postal ballot		-	-	-	-	-	
	Total		1,47,19,724	100.0000	1,47,19,724	-	100.0000	-
Public – Institutional holders	E-Voting	2,08,88,168	1,77,28,381	84.8728	1,30,25,202	47,03,179	73.4709	26.5291
	Poll/Postal ballot		-	-	-	-	-	
	Total		1,77,28,381	84.8728	1,30,25,202	47,03,179	73.4709	26.5291
Public-Non Institutional	E-Voting	1,39,46,073	11,81,740	8.4736	11,81,466	274	99.9768	0.0232
	Poll/Postal ballot		-	-	-	-	-	
	Total		11,81,740	8.4736	11,81,466	274	99.9768	0.0232
Total	E-voting	4,95,53,965	3,36,29,845	67.8651	2,89,26,392	47,03,453	86.0141	13.9859
	Poll/Postal ballot		-	-	-	-	-	
	Total		3,36,29,845	67.8651	2,89,26,392	47,03,453	86.0141	13.9859

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Resolution 4: Re-appointment of Price Waterhouse Chartered Accountants LLP as Statutory Auditors of the Company

Resolution required: Ordinary/Special

Ordinary

Whether promoter/promoter group are interested in the agenda/resolution?

No

Category	Mode of Voting	Total no. of shares held (1)	No. of Valid Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1,47,19,724	1,47,19,724	100.0000	1,47,19,724	-	100.0000	-
	Poll/Postal ballot		-	-	-	-	-	-
	Total		1,47,19,724	100.0000	1,47,19,724	-	100.0000	-
Public – Institutional holders	E-Voting	2,08,88,168	1,77,28,381	84.8728	1,70,59,967	6,68,414	96.2297	3.7703
	Poll/Postal ballot		-	-	-	-	-	-
	Total		1,77,28,381	84.8728	1,70,59,967	6,68,414	96.2297	3.7703
Public-Non Institutional	E-Voting	1,39,46,073	11,81,715	8.4735	11,81,519	196	99.9834	0.0166
	Poll/Postal ballot		-	-	-	-	-	-
	Total		11,81,715	8.4735	11,81,519	196	99.9834	0.0166
Total	E-voting	4,95,53,965	3,36,29,820	67.8650	3,29,61,210	6,68,610	98.0119	1.9881
	Poll/Postal ballot		-	-	-	-	-	-
	Total		3,36,29,820	67.8650	3,29,61,210	6,68,610	98.0119	1.9881

Resolution 5: Appointment of Ms. Apurva S. Purohit (DIN: 00190097) as an Independent Director of the Company

Resolution required: Ordinary/Special

Special

Whether promoter/promoter group are interested in the agenda/resolution?

No

Category	Mode of Voting	Total no. of shares held (1)	No. of Valid Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1,47,19,724	1,47,19,724	100.0000	1,47,19,724	-	100.0000	-
	Poll/Postal ballot		-	-	-	-	-	-
	Total		1,47,19,724	100.0000	1,47,19,724	-	100.0000	-
Public – Institutional holders	E-Voting	2,08,88,168	1,77,28,381	84.8728	1,77,00,787	27,594	99.8444	0.1556
	Poll/Postal ballot		-	-	-	-	-	-
	Total		1,77,28,381	84.8728	1,77,00,787	27,594	99.8444	0.1556
Public-Non Institutional	E-Voting	1,39,46,073	11,81,715	8.4735	11,81,637	78	99.9934	0.0066
	Poll/Postal ballot		-	-	-	-	-	-
	Total		11,81,715	8.4735	11,81,637	78	99.9934	0.0066
Total	E-voting	4,95,53,965	3,36,29,820	67.8650	3,36,02,148	27,672	99.9177	0.0823
	Poll/Postal ballot		-	-	-	-	-	-
	Total		3,36,29,820	67.8650	3,36,02,148	27,672	99.9177	0.0823

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Resolution 6: Adoption of new Articles of Association in place of existing Articles of Association of the Company

Resolution required: Ordinary/Special

Special

Whether promoter/promoter group are interested in the agenda/resolution?

No

Category	Mode of Voting	Total no. of shares held (1)	No. of Valid Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1,47,19,724	1,47,19,724	100.0000	1,47,19,724	-	100.0000	-
	Poll/Postal ballot		-	-	-	-	-	-
	Total		1,47,19,724	100.0000	1,47,19,724	-	100.0000	-
Public – Institutional holders	E-Voting	2,08,88,168	1,77,28,381	84.8728	1,41,95,068	35,33,313	80.0697	19.9303
	Poll/Postal ballot		-	-	-	-	-	-
	Total		1,77,28,381	84.8728	1,41,95,068	35,33,313	80.0697	19.9303
Public-Non Institutional	E-Voting	1,39,46,073	11,81,714	8.4735	11,81,552	162	99.9863	0.0137
	Poll/Postal ballot		-	-	-	-	-	-
	Total		11,81,714	8.4735	11,81,552	162	99.9863	0.0137
Total	E-voting	4,95,53,965	3,36,29,819	67.8650	3,00,96,344	35,33,475	89.4930	10.5070
	Poll/Postal ballot		-	-	-	-	-	-
	Total		3,36,29,819	67.8650	3,00,96,344	35,33,475	89.4930	10.5070

Resolution 7: To give loans, guarantees, provide securities or make investments in excess of limits prescribed under Section 186 of the Companies Act, 2013

Resolution required: Ordinary/Special

Special

Whether promoter/promoter group are interested in the agenda/resolution?

No

Category	Mode of Voting	Total no. of shares held (1)	No. of Valid Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1,47,19,724	1,47,19,724	100.0000	1,47,19,724	-	100.0000	-
	Poll/Postal ballot		-	-	-	-	-	-
	Total		1,47,19,724	100.0000	1,47,19,724	-	100.0000	-
Public – Institutional holders	E-Voting	2,08,88,168	1,77,28,381	84.8728	1,52,84,405	24,43,976	86.2143	13.7857
	Poll/Postal ballot		-	-	-	-	-	-
	Total		1,77,28,381	84.8728	1,52,84,405	24,43,976	86.2143	13.7857
Public-Non Institutional	E-Voting	1,39,46,073	11,81,714	8.4735	11,80,925	789	99.9332	0.0668
	Poll/Postal ballot		-	-	-	-	-	-
	Total		11,81,714	8.4735	11,80,925	789	99.9332	0.0668
Total	E-voting	4,95,53,965	3,36,29,819	67.8650	3,11,85,054	24,44,765	92.7304	7.2696
	Poll/Postal ballot		-	-	-	-	-	-
	Total		3,36,29,819	67.8650	3,11,85,054	24,44,765	92.7304	7.2696

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Resolution 8: To sell, dispose and lease the assets of the Material Subsidiary of the Company

Resolution required: Ordinary/Special

Special

Whether promoter/promoter group are interested in the agenda/resolution?

No

Category	Mode of Voting	Total no. of shares held (1)	No. of Valid Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1,47,19,724	1,47,19,724	100.0000	1,47,19,724	-	100.0000	-
	Poll/Postal ballot		-	-	-	-	-	-
	Total		1,47,19,724	100.0000	1,47,19,724	-	100.0000	-
Public – Institutional holders	E-Voting	2,08,88,168	1,77,28,381	84.8728	1,77,28,381	-	100.0000	-
	Poll/Postal ballot		-	-	-	-	-	-
	Total		1,77,28,381	84.8728	1,77,28,381	-	100.0000	-
Public-Non Institutional	E-Voting	1,39,46,073	11,81,739	8.4736	11,81,350	389	99.9671	0.0329
	Poll/Postal ballot		-	-	-	-	-	-
	Total		11,81,739	8.4736	11,81,350	389	99.9671	0.0329
Total	E-voting	4,95,53,965	3,36,29,844	67.8651	3,36,29,455	389	99.9988	0.0012
	Poll/Postal ballot		-	-	-	-	-	-
	Total		3,36,29,844	67.8651	3,36,29,455	389	99.9988	0.0012

Resolution 9: Approval of payment of commission to Non-Executive Directors of the Company

Resolution required: Ordinary/Special

Special

Whether promoter/promoter group are interested in the agenda/resolution?

No

Category	Mode of Voting	Total no. of shares held (1)	No. of Valid Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1,47,19,724	1,47,19,724	100.0000	1,47,19,724	-	100.0000	-
	Poll/Postal ballot		-	-	-	-	-	-
	Total		1,47,19,724	100.0000	1,47,19,724	-	100.0000	-
Public – Institutional holders	E-Voting	2,08,88,168	1,77,28,381	84.8728	1,75,69,774	1,58,607	99.1053	0.8947
	Poll/Postal ballot		-	-	-	-	-	-
	Total		1,77,28,381	84.8728	1,75,69,774	1,58,607	99.1053	0.8947
Public-Non Institutional	E-Voting	1,39,46,073	11,81,714	8.4735	11,81,065	649	99.9451	0.0549
	Poll/Postal ballot		-	-	-	-	-	-
	Total		11,81,714	8.4735	11,81,065	649	99.9451	0.0549
Total	E-voting	4,95,53,965	3,36,29,819	67.8650	3,34,70,563	1,59,256	99.5264	0.4736
	Poll/Postal ballot		-	-	-	-	-	-
	Total		3,36,29,819	67.8650	3,34,70,563	1,59,256	99.5264	0.4736

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Resolution 10: Ratification of remuneration of B. Desai & Co. (Firm Registration No. 005431), Cost Auditors of the Company for the financial year 2021-2022

Resolution required: Ordinary/Special

Whether promoter/promoter group are interested in the agenda/resolution?

		Ordinary						
		No						
Category	Mode of Voting	Total no. of shares held (1)	No. of Valid Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1,47,19,724	1,47,19,724	100.0000	1,47,19,724	-	100.0000	-
	Poll/Postal-ballot		-	-	-	-	-	
	Total		1,47,19,724	100.0000	1,47,19,724	-	100.0000	-
Public – Institutional holders	E-Voting	2,08,88,168	1,77,28,381	84.8728	1,71,80,677	5,47,704	96.9106	3.0894
	Poll/Postal-ballot		-	-	-	-	-	
	Total		1,77,28,381	84.8728	1,71,80,677	5,47,704	96.9106	3.0894
Public-Non Institutional	E-Voting	1,39,46,073	11,81,714	8.4735	11,81,578	136	99.9885	0.0115
	Poll/Postal-ballot		-	-	-	-	-	
	Total		11,81,714	8.4735	11,81,578	136	99.9885	0.0115
Total	E-voting	4,95,53,965	3,36,29,819	67.8650	3,30,81,979	5,47,840	98.3710	1.6290
	Poll/Postal-ballot		-	-	-	-	-	
	Total		3,36,29,819	67.8650	3,30,81,979	5,47,840	98.3710	1.6290

Resolution 11: Ratification of remuneration of B. Desai & Co. (Firm Registration No. 005431), Cost Auditors of the Company for the financial year 2022-2023

Resolution required: Ordinary/Special

Whether promoter/promoter group are interested in the agenda/resolution?

		Ordinary						
		No						
Category	Mode of Voting	Total no. of shares held (1)	No. of Valid Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1,47,19,724	1,47,19,724	100.0000	1,47,19,724	-	100.0000	-
	Poll/Postal-ballot		-	-	-	-	-	
	Total		1,47,19,724	100.0000	1,47,19,724	-	100.0000	-
Public – Institutional holders	E-Voting	2,08,88,168	1,77,28,381	84.8728	1,71,80,677	5,47,704	96.9106	3.0894
	Poll/Postal-ballot		-	-	-	-	-	
	Total		1,77,28,381	84.8728	1,71,80,677	5,47,704	96.9106	3.0894
Public-Non Institutional	E-Voting	1,39,46,073	11,81,714	8.4735	11,81,492	222	99.9812	0.0188
	Poll/Postal-ballot		-	-	-	-	-	
	Total		11,81,714	8.4735	11,81,492	222	99.9812	0.0188
Total	E-voting	4,95,53,965	3,36,29,819	67.8650	3,30,81,893	5,47,926	98.3707	1.6293
	Poll/Postal-ballot		-	-	-	-	-	
	Total		3,36,29,819	67.8650	3,30,81,893	5,47,926	98.3707	1.6293

D. M. ZAVERI & Co.**Company Secretaries**

D 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 remote e-voting & e-voting at AGM

[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
24th Annual General Meeting of Equity Shareholders of
Navin Fluorine International Limited,

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 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 e-voting arranged at the 24th Annual General Meeting (the AGM) held through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) in a fair and transparent manner in respect of the below mentioned resolutions contained in the Notice of the AGM of the Equity Shareholders of Navin Fluorine International Limited (the Company), held on Wednesday, 27 July, 2022 at 3:00 p.m. through electronic means / Video Conferencing (VC).

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made thereunder relating to voting through electronic means (remote e-voting) and e-voting arranged at the AGM on the resolutions contained in the Notice of the AGM. My responsibility as a scrutinizer for the remote e-voting process and for the e-voting at the AGM is restricted to monitor the process and make a Scrutinizer report of the Votes Cast "in favour" or "against" the resolutions as stated below, based on the report generated / provided by National Securities Depository Limited (NSDL), the authorised agency engaged by the Company to provide e-voting facilities.

At the AGM, facility of e-voting was provided to the members who attended the meeting.



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 hereby submit consolidated scrutinizer's report pursuant to Rule 20(4)(xii) for voting done through remote e-voting and e-voting at the AGM on the resolutions set out in the Notice of the AGM.

1. The remote e-voting period remained open from 9.00 AM on Saturday, 23 July 2022 up to 5.00 PM on Tuesday, 26 July 2022.
2. The Shareholders of the Company holding shares as on the cut-off date i.e. 20 July 2022 were entitled to vote on the proposed resolutions as mentioned in the Notice of the AGM.
3. As provided in Rules, I unblocked the remote e-voting on the platform provided by NSDL after completion of e-voting at AGM on Wednesday, 27 July 2022 at 4.20 P.M. in the presence of two witnesses 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 NSDL (www.evoting.nsdl.com) and based on that such report is generated;

The Result of remote e-voting together with e-voting at the AGM 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	No of ballot / e-voting entry	Nos
Item 1: Adoption of Annual Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2022 along with the notes forming part thereof and the Report of the Directors and the Auditors thereon. (Ordinary Resolution)									
E-voting	33630732	662	33630712	99.9999	5	20	0.0001	0	0
Poll	0	0	0	0	0	0	0	0	0
Total	33630732	662	33630712	99.9999	5	20	0.0001	0	0



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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	No of ballot / e-voting entry	Nos
Item 2: Confirmation of payment of Interim Dividend on the equity shares of the Company for the financial year 2021-2022 and declaration of final dividend on equity shares for the financial year 2021-2022 (Ordinary Resolution)									
E-voting	33636808	664	33636789	99.9999	4	19	0.0001	0	0
Poll	0	0	0	0	0	0	0	0	0
Total	33636808	664	33636789	99.9999	4	19	0.0001	0	0
Item 3: Re-appointment of Mr. Mohan M. Nambiar (DIN: 00046857), Non-Executive Non-Independent Director, who retires by rotation and being eligible, offers himself for re-appointment. (Special Resolution)									
E-voting	33629845	552	28926392	86.0141	112	4703453	13.9859	0	0
Poll	0	0	0	0	0	0	0	0	0
Total	33629845	552	28926392	86.0141	112	4703453	13.9859	0	0
Item 4: Re-appointment of Price Waterhouse Chartered Accountants LLP as Statutory Auditors of the Company (Ordinary Resolution)									
E-voting	33629820	636	32961210	98.0119	28	668610	1.9881	0	0
Poll	0	0	0	0	0	0	0	0	0
Total	33629820	636	32961210	98.0119	28	668610	1.9881	0	0
Item 5: Appointment of Ms. Apurva S. Purohit (DIN: 00190097) as an Independent Director of the Company (Special Resolution)									
E-voting	33629820	653	33602148	99.9177	11	27672	0.0823	0	0
Poll	0	0	0	0	0	0	0	0	0
Total	33629820	653	33602148	99.9177	11	27672	0.0823	0	0
Item 6: Adoption of new Articles of Association in place of existing Articles of Association of the Company (Special Resolution)									
E-voting	33629819	629	30096344	89.4930	37	3533475	10.5070	0	0
Poll	0	0	0	0	0	0	0	0	0
Total	33629819	629	30096344	89.4930	37	3533475	10.5070	0	0
Item 7: Give loans, guarantees, provide securities or make investments in excess of limits prescribed under Section 186 of the Companies Act, 2013 (Special Resolution)									
E-voting	33629819	588	31185054	92.7304	78	2444765	7.2696	0	0
Poll	0	0	0	0	0	0	0	0	0
Total	33629819	588	31185054	92.7304	78	2444765	7.2696	0	0



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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	No of ballot / e-voting entry	Nos
Item 8: Sell, dispose and lease the assets of the Material Subsidiary of the Company (Special Resolution)									
E-voting	33629844	650	33629455	99.9988	14	389	0.0012	0	0
Poll	0	0	0	0	0	0	0	0	0
Total	33629844	650	33629455	99.9988	14	389	0.0012	0	0
Item 9: Approval of payment of commission to Non-Executive Directors of the Company (Special Resolution)									
E-voting	33629819	631	33470563	99.5264	32	159256	0.4736	0	0
Poll	0	0	0	0	0	0	0	0	0
Total	33629819	631	33470563	99.5264	32	159256	0.4736	0	0
Item 10: Ratification of remuneration of B. Desai & Co. (Firm Registration No. 005431), Cost Auditors of the Company for the financial year 2021-2022 (Ordinary Resolution)									
E-voting	33629819	643	33081979	98.3710	20	547840	1.6290	0	0
Poll	0	0	0	0	0	0	0	0	0
Total	33629819	643	33081979	98.3710	20	547840	1.6290	0	0
Item 11: Ratification of remuneration of B. Desai & Co. (Firm Registration No. 005431), Cost Auditors of the Company for the financial year 2022-2023 (Ordinary Resolution)									
E-voting	33629819	643	33081893	98.3707	20	547926	1.6293	0	0
Poll	0	0	0	0	0	0	0	0	0
Total	33629819	643	33081893	98.3707	20	547926	1.6293	0	0



D. M. ZAVERI & Co.

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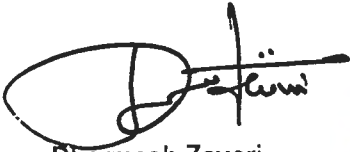
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All the resolutions voted through under remote e-voting and e-voting at AGM were passed with requisite majority.

For D. M. Zaveri & Co
Practising Company Secretary

Accepted by:-



Dharmesh Zaveri
(Proprietor)

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



Niraj B. Mankad
Company Secretary and Authorised Person

Place: Mumbai
Date: 27/07/2022

ICSI UDIN: F005418D000697771

Annexure C

Brief Profile of Mr. Mohan M. Nambiar

Mr. Nambiar has a vast experience of over 59 years and was associated as President/Chairman/Member of prestigious institutions like Cement Manufacturers Association, National Council for Cement Industry, The Associated Chamber of Commerce and Industry of India, Bombay Chamber of Commerce, etc. He was also associated for more than 26 years with Associated Cement Company Limited including 6 years as Managing Director.

He is a commerce graduate and a member of the Institute of Chartered Accountants of India.

Brief Profile of Ms. Apurva S. Purohit

Ms. Apurva Purohit is a prominent Indian Business leader with over 30 years of experience in the media and entertainment industry. She has managed a diverse portfolio of businesses in partnership with private equity players and promoters, from early stage businesses to mature ones, and has turned around or scaled up several of them. She has been named as one of the Most Powerful Women in Business by India Today Group and Fortune India over several years.

She is also the author of the national bestselling books “Lady, You’re not a Man” – the Adventures of a Woman at Work and “Lady, You’re the Boss” which aim to empower women and encourage them to achieve their full potential. She was also ranked amongst LinkedIn’s Top Voices and YourStory’s Top 10 digital Influencers of 2020.

She has been a mentor and a prominent speaker across several marquee organizations, industry forums and educational institutions. She has a postgraduate diploma in management from IIM, Bangalore.



Annexure D

Particulars	Details
Reason for Re-appointment	At the 19 th Annual General Meeting held on June 29, 2017, Members of the Company had approved the appointment of Price Waterhouse Chartered Accountants LLP ('PWC') (Firm Registration No. 012754N/N500016) as the Statutory Auditors to hold office from the conclusion of the 19 th Annual General Meeting until the conclusion of the 24 th Annual General Meeting. Based on the recommendation of the Audit Committee and upon receipt of eligibility letter from PWC and considering the profile and credentials of PWC, the Board of Directors, at its Meeting held on May 7, 2022, re-appointed PWC as Statutory Auditors of the Company for a second term of 5 years, commencing from the conclusion of the 24 th Annual General Meeting until the conclusion of the 29 th Annual General Meeting, subject to approval of Members of the Company. The Members, at the 24 th Annual General Meeting held today, approved the re-appointment by passing Ordinary Resolution in this regard.
Date of Re-appointment	
Brief profile	<p>PWC is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India (ICAI). PWC was established in the year 1991 and was converted into a Limited Liability Partnership in the year 2014. The registered office of the PWC is at Sucheta Bhawan, 11A Vishnu Digambar Marg, New Delhi 110002, India and has ten branch offices in various cities in India.</p> <p>It is primarily engaged in providing auditing and other assurance services to its clients and is a member firm of Price Waterhouse & Affiliates, a network of firms registered with the ICAI having Network Registration No. NRN/E/14. Price Waterhouse & Affiliates is a network of 11 separate, distinct and independent Indian chartered accountant firms, each of which is registered with the ICAI.</p>

Annexure E

The highlights of key amendment to the Articles of Association of the Company include:

- a. Increasing the maximum limit of Directors on the Board of the Company from 12 to 15 or such maximum limit as may be prescribed by the Companies Act, 2013;
- b. Streamlining and aligning with the Companies Act, 2013;
- c. Providing for appointment of Woman Director and Independent Directors as per provisions of the Companies Act, 2013;
- d. Providing for appointment of Key Managerial Personnel subject to the provisions of the Companies Act, 2013;
- e. Providing for participation of Directors/Committee members at meetings of the Board/Committees either through video conferencing or audio visual means or such other means, as may be prescribed by the Companies Act, 2013 or permitted under law;
- f. Allowing Circular Resolutions to be sent/approved electronically to/by Directors/Committee members;
- g. Allowing maintenance of statutory registers in electronic mode;
- h. Allowing maintenance of books of accounts in electronic mode;
- i. Allowing deduction of tax at source from dividend to Members as per applicable statute;
- j. Allowing Members to exercise their vote by electronic means;
- k. No shares shall be transferred or transmitted in physical mode unless permitted by applicable laws.