

FIL: SEC:  
12<sup>th</sup> August, 2017

National Stock Exchange of India Limited Manager – Listing Department 5, Exchange Plaza Bandra-Kurla Complex Bandra (East), Mumbai 400051	BSE Limited Manager – Listing Department Registered Office: Floor 25 P.J.Towers Dalal Street Mumbai 400 001
Scrip Code: Equity: FINPIPE NCDs: FIN16	Scrip Code: Equity: 500940/FINOLEXIND

Dear sirs,

Sub: Voting Results of 36<sup>th</sup> Annual General Meeting of the Company held on Friday, 11<sup>th</sup> August, 2017 pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the voting results of the business transacted at the Annual General Meeting in the format prescribed in Annexure 1.

We also enclose herewith the consolidated Scrutinizer's Report on remote e-voting and voting through ballot paper at the Annual General Meeting in Annexure 2.

The above results are also being uploaded on Company's website.

Kindly take the above on record.

Thanking you,

For Finolex Industries Limited

  
Vidya Shembekar  
G.M. (Legal) & Company Secretary



Encl: As above

**Corporate Office**

Finolex Industries Limited  
D-1 / 10, M.I.D.C.  
Chinchwad, Pune 411 019  
Maharashtra, India

Tel +91 20 27408200  
Fax +91 20 27489000  
Email care@finolexwater.com  
Web finolexwater.com

General information about company	
Scrip code	500940
Name of the company	FINOLEX INDUSTRIES LIMITED
Type of meeting	AGM
Date of the meeting / Date of declaration of results (in case of Postal Ballot)	11-08-2017
Start time of the meeting	11:00 AM
End time of the meeting	12:30 PM



Voting results		
Record date		04-08-2017
Total number of shareholders on record date		122709
No. of shareholders present in the meeting either in person or through proxy		
a) Promoters and Promoter group		4
b) Public		38
No. of shareholders attended the meeting through video conferencing		
a) Promoters and Promoter group		0
b) Public		0
No. of resolution passed in the meeting		9
Disclosure of notes on voting results		



Resolution(1)									
Resolution required: (Ordinary / Special)				Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?				No					
Description of resolution considered				To receive, consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the financial year ended 31st March, 2017 together with the reports of the directors' and the auditors.					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting		64332531	98.8003	64332531	0	100	0	
	Poll		0	0	0	0	0	0	
	Postal Ballot (if applicable)	65113697	0	0	0	0	0	0	
	Total	65113697	64332531	98.8003	64332531	0	100	0	
Public-Institutions	E-Voting		13401895	84.5614	13401895	0	100	0	
	Poll		0	0	0	0	0	0	
	Postal Ballot (if applicable)	15848716	0	0	0	0	0	0	
	Total	15848716	13401895	84.5614	13401895	0	100	0	



Public- Non Institutions	E-Voting	43132968	9666	0.0224	9366	300	96.8963	3.1037
	Poll		6926	0.0161	6926	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		43132968	0.0385	16292	300	98.1919	1.8081
Total		124095381	77751018	62.6542	77750718	300	99.9996	0.0004
Whether resolution is Pass or Not.								
Disclosure of notes on resolution								
Yes								



Resolution(2)									
Resolution required: (Ordinary / Special)					Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?					No				
Description of resolution considered					To declare dividend on equity shares for the financial year ended 31st March, 2017				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting		64332531	98.8003	64332531	0	100	0	
	Poll		0	0	0	0	0	0	
	Postal Ballot (if applicable)	65113697	0	0	0	0	0	0	
	Total	65113697	64332531	98.8003	64332531	0	100	0	
Public- Institutions	E-Voting		13422484	84.6913	13422484	0	100	0	
	Poll		0	0	0	0	0	0	
	Postal Ballot (if applicable)	15848716	0	0	0	0	0	0	
	Total	15848716	13422484	84.6913	13422484	0	100	0	
Public- Non Institutions	E-Voting		9666	0.0224	9516	150	98.4482	1.5518	
	Poll	43132968	6926	0.0161	6926	0	100	0	



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Postal Ballot (if applicable)		0	0	0	0	0	0	0
Total	43132968	16592	0.0385	16442	150	99.0959	0.9041	
Total	124095381	77771607	62.6708	77771457	150	99.9998	0.0002	
Whether resolution is Pass or Not.								
Disclosure of notes on resolution								
Yes								



Resolution(3)									
Resolution required: (Ordinary / Special)				Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?				Yes					
Description of resolution considered				To appoint a director in place of Mrs.Ritu P.Chhabria (DIN 00062144) who retires by roation and being eligible offers herself for reappointment					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting		64015532	98.3135	64015532	0	100	0	
	Poll		0	0	0	0	0	0	
	Postal Ballot (if applicable)	65113697	0	0	0	0	0	0	
	Total	65113697	64015532	98.3135	64015532	0	100	0	
Public-Institutions	E-Voting		13422484	84.6913	13270695	151789	98.8691	1.1309	
	Poll		0	0	0	0	0	0	
	Postal Ballot (if applicable)	15848716	0	0	0	0	0	0	
	Total	15848716	13422484	84.6913	13270695	151789	98.8691	1.1309	
Public- Non Institutions	E-Voting		9666	0.0224	9366	300	96.8963	3.1037	
	Poll	43132968	6926	0.0161	6926	0	100	0	





	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	43132968	16592	0.0385	16292	300	98.1919	1.8081
Total		124095381	77454608	62.4154	77302519	152089	99.8036	0.1964
Whether resolution is Pass or Not.								
Disclosure of notes on resolution								
Yes								



Resolution(4)									
Resolution required: (Ordinary / Special)			Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?			No						
Description of resolution considered			To re-appoint M/s. P. G. Bhagwat, Chartered Accountants (Firm Registration No.101118W), as the Statutory Auditors of the Company to hold office for a second term of 5 years						
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting		64332531	98.8003	64332531	0	100	0	
	Poll		0	0	0	0	0	0	
	Postal Ballot (if applicable)	65113697	0	0	0	0	0	0	
	Total	65113697	64332531	98.8003	64332531	0	100	0	
Public-Institutions	E-Voting		13422484	84.6913	13422484	0	100	0	
	Poll		0	0	0	0	0	0	
	Postal Ballot (if applicable)	15848716	0	0	0	0	0	0	
	Total	15848716	13422484	84.6913	13422484	0	100	0	
Public- Non	E-Voting	43132968	9666	0.0224	9191	475	95.0859	4.9141	



Institutions	Poll		6926	0.0161	6926	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	43132968	16592	0.0385	16117	475	97.1372	2.8628
Total		124095381	77771607	62.6708	77771132	475	99.9994	0.0006
Whether resolution is Pass or Not.								
Disclosure of notes on resolution								
Yes								



Resolution(5)									
Resolution required: (Ordinary / Special)				Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?				No					
Description of resolution considered				To ratify a consolidated remuneration of Rs. 4,00,000/- plus taxes, as applicable and out of pocket expenses payable to M/s. S. R. Bhargave & Co., Cost Accountants					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	65113697	64332531	98.8003	64332531	0	100	0	
	Poll		0	0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	0	
	Total		64332531	98.8003	64332531	0	100	0	
Public-Institutions	E-Voting	15848716	13422484	84.6913	13422484	0	100	0	
	Poll		0	0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	0	
	Total		13422484	84.6913	13422484	0	100	0	
Public- Non Institutions	E-Voting	43132968	9666	0.0224	8666	1000	89.6545	10.3455	
	Poll		6926	0.0161	6726	200	97.1123	2.8877	

Postal Ballot (if applicable)		0	0	0	0	0	0	0
Total	43132968	16592	0.0385	15392	1200	92.7676	7.2324	
Total	124095381	77771607	62.6708	77770407	1200	99.9985	0.0015	
Whether resolution is Pass or Not.								
Disclosure of notes on resolution								
Yes								



Resolution(6)									
Resolution required: (Ordinary / Special)				Special					
Whether promoter/promoter group are interested in the agenda/resolution?				No					
Description of resolution considered				To give approval for issuing offer(s) or invitation(s) to subscribe to secured Non-Convertible Debentures ("NCDs") for a sum not exceeding Rs. 2,50,00,00,000/- (Rupees two hundred fifty crores only) on a private placement basis					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting		64332531	98.8003	64332531	0	100	0	
	Poll		0	0	0	0	0	0	
	Postal Ballot (if applicable)	65113697	0	0	0	0	0	0	
	Total	65113697	64332531	98.8003	64332531	0	100	0	
Public-Institutions	E-Voting		13422484	84.6913	13422484	0	100	0	
	Poll		0	0	0	0	0	0	
	Postal Ballot (if applicable)	15848716	0	0	0	0	0	0	
	Total	15848716	13422484	84.6913	13422484	0	100	0	
Public- Non	E-Voting	43132968	9666	0.0224	8666	1000	89.6545	10.3455	



Institutions	Poll	6926	0.0161	6926	0	100	0
	Postal Ballot (if applicable)	0	0	0	0	0	0
	Total	43132968	16592	0.0385	15592	93.973	6.027
Total		124095381	77771607	62.6708	77770607	99.9987	0.0013
Whether resolution is Pass or Not.							
Disclosure of notes on resolution							
Yes							



Resolution(7)									
Resolution required: (Ordinary / Special)				Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?				No					
Description of resolution considered				To give approval for appointment of Mr. Anil V. Whabi (DIN 00142052) as Director of the Company liable to retire by rotation.					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting		64332531	98.8003	64332531	0	100	0	
	Poll		0	0	0	0	0	0	
	Postal Ballot (if applicable)	65113697	0	0	0	0	0	0	
	Total	65113697	64332531	98.8003	64332531	0	100	0	
Public- Institutions	E-Voting		13422484	84.6913	13242313	180171	98.6577	1.3423	
	Poll		0	0	0	0	0	0	
	Postal Ballot (if applicable)	15848716	0	0	0	0	0	0	
	Total	15848716	13422484	84.6913	13242313	180171	98.6577	1.3423	
Public- Non Institutions	E-Voting		9666	0.0224	9321	345	96.4308	3.5692	
	Poll	43132968	6926	0.0161	6926	0	100	0	





Postal Ballot (if applicable)		0	0	0	0	0	0	0	0
Total	43132968	16592	0.0385	16247	345	97.9207	2.0793		
Total	124095381	77771607	62.6708	77591091	180516	99.7679	0.2321		
Whether resolution is Pass or Not.									
Disclosure of notes on resolution									
Yes									



Resolution(8)									
Resolution required: (Ordinary / Special)				Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?				No					
Description of resolution considered				To give approval for appointment of Mr. Anil V. Whabi (DIN 00142052) as whole-time Director designated as Director - Finance with effect from 26th August, 2016 and remuneration payable to him.					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting		64332531	98.8003	64332531	0	100	0	
	Poll		0	0	0	0	0	0	
	Postal Ballot (if applicable)	65113697	0	0	0	0	0	0	
	Total	65113697	64332531	98.8003	64332531	0	100	0	
Public-Institutions	E-Voting		13422484	84.6913	10775270	2647214	80.2778	19.7222	
	Poll		0	0	0	0	0	0	
	Postal Ballot (if applicable)	15848716	0	0	0	0	0	0	
	Total	15848716	13422484	84.6913	10775270	2647214	80.2778	19.7222	
Public- Non	E-Voting	43132968	9666	0.0224	9366	300	96.8963	3.1037	



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Institutions	Poll	6926	0.0161	6926	0	100	0
	Postal Ballot (if applicable)	0	0	0	0	0	0
	Total	6926	0.0161	6926	0	100	0
Total		43132968	0.0385	16292	300	98.1919	1.8081
Total		124095381	77771607	75124093	2647514	96.5958	3.4042
Whether resolution is Pass or Not.		Yes					
Disclosure of notes on resolution							



Resolution(9)									
Resolution required: (Ordinary / Special)				Special					
Whether promoter/promoter group are interested in the agenda/resolution?				No					
Description of resolution considered				To give approval for payment of commission to the directors other than managing director or whole-time director of the company not exceeding one per cent of the net profit of the Company					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting		64332531	98.8003	64332531	0	100	0	
	Poll		0	0	0	0	0	0	
	Postal Ballot (if applicable)	65113697	0	0	0	0	0	0	
	Total	65113697	64332531	98.8003	64332531	0	100	0	
Public-Institutions	E-Voting		13422484	84.6913	13422484	0	100	0	
	Poll		0	0	0	0	0	0	
	Postal Ballot (if applicable)	15848716	0	0	0	0	0	0	
	Total	15848716	13422484	84.6913	13422484	0	100	0	
Public- Non	E-Voting	43132968	9666	0.0224	7810	1856	80.7987	19.2013	



Institutions	Poll	6926	0.0161	6926	0	100	0
	Postal Ballot (if applicable)	0	0	0	0	0	0
	Total	43132968	16592	14736	1856	88.8139	11.1861
Total		124095381	77771607	77769751	1856	99.9976	0.0024
Whether resolution is Pass or Not.							
Disclosure of notes on resolution							
Yes							



To  
The Chairman,  
Finolex Industries Limited,  
Gat No. 399, Village Urse,  
Taluka Maval,  
District Pune-410506,

**Sub: Results of E-voting and voting by Poll.**

Dear Sir,

I undersigned, S. V. Deulkar, Partner, SVD & Associates, Company Secretaries, have been appointed as Scrutinizer of Finolex Industries Limited (“the Company”) for scrutinizing the e-voting process (during August 08, 2017 to August 10, 2017) and voting by poll (at 36<sup>th</sup> Annual General Meeting (AGM) held on August 11, 2017) conducted as per the provisions of the Companies Act, 2013.

The Compliance with the provisions of the Companies Act, 2013 and the rules made thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to voting through electronic means (by remote e-voting) and voting by poll by the shareholders on the resolutions proposed in the Notice of the 36<sup>th</sup> Annual General Meeting of the Company is the responsibility of the Management. My responsibility as a Scrutinizer is to ensure that the voting process through remote e-voting and by poll at AGM are conducted in a fair and transparent manner and render consolidated scrutinizer’s report of the total votes cast in favour or against if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by Central Depository Services (India) Limited (“CDSL”) and the report of poll at the meeting.:

I hereby enclose below reports relating to the voting on the resolutions proposed at the 36<sup>th</sup> Annual General Meeting of the Company held on August 11, 2017:

- a) Report on E-voting;
- b) Report on Poll; and
- c) Combined report of e-voting and Poll



I hereby declare that all 1 to 9 Resolutions have been passed by requisite majority as per the aforesaid Notice of the Annual General Meeting of the Company.

Thanking you,

Yours faithfully,



S. V. Deulkar

Practicing Company Secretary

C. P. No. 965

FCS No.1321

Place: Pune

Date: August 11, 2017

<b>S. V.Deulkar</b>
<b>Practicing Company Secretary</b>
<b>63, Ashok Nagar, Pune 411007</b>

Combined Report								
Finolex Industries Limited (L40108PN1981PLC024153)								
36th Annual General Meeting held on August 11, 2017								
Sr. No	Resolutions	E - voting		Voting by poll		Total		Result
		No. of Votes		No. of Votes		No. of Votes		
		For	Against	For	Against	For	Against	
1	<b>Ordinary Resolution No.1:-</b> To receive, consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the financial year ended March 31, 2017 together with the reports of the Directors' and the Auditors.	77743792	300	6926	0	77750718	300	Resolution passed with requisite majority
2	<b>Ordinary Resolution No. 2:-</b> To declare a dividend on equity shares for the Financial Year ended March 31, 2017.	77764531	150	6926	0	77771457	150	Resolution passed with requisite majority
3	<b>Ordinary Resolution No. 3:-</b> To appoint a Director in place of Mrs. Ritu P.Chhabria (DIN: 00062144), who retires by rotation and, being eligible, offers herself for re-appointment.	77295593	152089	6926	0	77302519	152089	Resolution passed with requisite majority
4	<b>Ordinary Resolution No. 4:-</b> To re-appoint M/s. P. G. Bhagwat (Firm Reg. No. 101118W), as the Statutory Auditors of the Company for Second Term of 5 Years.	77764206	475	6926	0	77771132	475	Resolution passed with requisite majority





<b>S. V.Deulkar</b>
<b>Practicing Company Secretary</b>
<b>63, Ashok Nagar, Pune 411007</b>

Combined Report									
Finolex Industries Limited (L40108PN1981PLC024153)									
36th Annual General Meeting held on August 11, 2017									
Sr. No	Resolutions	E - voting		Voting by poll		Total		Result	
		No. of Votes		No. of Votes		No. of Votes			
		For	Against	For	Against	For	Against		
5	<b>Ordinary Resolution No.5:-</b> To ratify the remuneration payable to the Cost Auditors, M/s. S. R. Bhargave & Co., Cost Accountants (Firm Reg. No. 000218).	77763681	1000	6726	200	77770407	1200	Resolution passed with requisite majority	
6	<b>Special Resolution No. 6:-</b> Approval of members accorded to the Board of directors of the Company for making offer(s) or invitation(s) to subscribe to secured Non-Convertible Debentures for a sum not exceeding Rs.250 crores on a private placement basis in one or more tranches during a period of one year from the date of passing of this resolution within the overall borrowing limits approved by members.	77763681	1000	6926	0	77770607	1000	Resolution passed with requisite majority	
7	<b>Ordinary Resolution No.7:-</b> To approve the appointment of Mr. Anil V. Whabi (DIN: 00142052) who was appointed as Additional Director w.e.f. August 26, 2016, as Director liable to retire by rotation.	77584165	180516	6926	0	77591091	180516	Resolution passed with requisite majority	



<b>S. V.Deulkar</b>
<b>Practicing Company Secretary</b>
<b>63, Ashok Nagar, Pune 411007</b>

Combined Report								
Finolex Industries Limited (L40108PN1981PLC024153)								
36th Annual General Meeting held on August 11, 2017								
Sr. No	Resolutions	E - voting		Voting by poll		Total		Result
		No. of Votes		No. of Votes		No. of Votes		
		For	Against	For	Against	For	Against	
8	<b>Ordinary Resolution No. 8:-</b> To approve the appointment of Mr. Anil V. Whabi (DIN: 00142052) as Whole Time Director w.e.f August 26, 2016 and remuneration payable to him.	75117167	2647514	6926	0	75124093	2647514	Resolution passed with requisite majority
9	<b>Special Resolution No. 9:-</b> To pay and distribute the net profits of the company by way of commission amongst the directors other than Managing Director or Whole Time Director of the Company, not exceeding one percent per annum of the net profits of the Company with a cap of Rs.2 crores for each financial year commencing from April 01,2016.	77762825	1856	6926	0	77769751	1856	Resolution passed with requisite majority
Place: Pune								
Date: August 11, 2017								

  
**S.V.DEULKAR**  
 COMPANY SECRETARY  
 FCS 1321 C P 965  
 63 Ashok Nagar-Pune-411007

S. V. Deulkar  
Practicing Company Secretary  
63, Ashoknagar, Pune -411007

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Report of Scrutinizer

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies  
(Management and Administration) Rules, 2014 (Amendments Rules 2015)]

To,

The Chairman,

36<sup>th</sup> Annual General Meeting of the Equity shareholders of Finolex Industries Limited held on Friday,  
August 11, 2017 at 11:00 AM at the Kirloskar Institute of Advanced Management Studies, Gat No.  
356 & 357, Near Tata Foundry Maval, Village Dhamane, Taluka Maval, District Pune - 410506.

Dear Sir,

I, S. V. Deulkar, Partner, SVD & Associates, Company Secretaries, have been appointed as  
scrutinizer of Finolex Industries Limited (“the Company”) for the purpose of scrutinizing the e-voting  
process in a fair and transparent manner & ascertaining the requisite majority on e-voting carried out  
as per the provisions of Companies Act, 2013 and Rule 20 of the Companies (Management and  
Administration) Rules, 2014 and (Amendments Rules, 2015) on below mentioned resolutions, at the  
36<sup>th</sup> Annual General Meeting of the Equity shareholders of Finolex Industries Limited held on Friday,  
August 11, 2017 at 11:00AM at the Kirloskar Institute of Advanced Management Studies, Gat No.  
356 & 357, Near Tata Foundry Maval, Village Dhamane, Taluka Maval, District Pune-410506. I  
submit my report as under:

1. The e-voting period remained open from August 08, 2017(9.30 a.m.) to August 10, 2017  
(5.00 p.m.)
2. The shareholders holding shares as on the “cut off” date i.e. August 04, 2017 were entitled to  
vote on the proposed resolutions (item no. 1 to 9 as set out in the Notice of the 36<sup>th</sup> Annual  
General Meeting (AGM) of Finolex Industries Limited.)
3. The votes were unblocked on August 11, 2017 at around 12.45 PM in the presence of two  
witnesses, Ms. Dhanashri Parthe (Parvati, Pune - 411009) and Mr. Mohit Gupta (S.B. Road,



Pune -411016) who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

4. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "for" and "Against", were downloaded from the e-voting website of Central Depository Services (India) Limited ("CDSL") <https://www.evotingindia.com/>.



Name: Dhanashri Parthe

Parvati, Pune - 411009



Name: Mohit Gupta

S.B. Road, Pune - 411016



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

- a) Ordinary Resolution No. 1** –To receive, consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the financial year ended March 31, 2017 together with the reports of the Directors' and the Auditors.

(i) Voted **in favour** of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
120	77743792	99.99%

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
2	300	0.01%

(iii) **Not voted/Invalid** votes:

Total number of members who have not voted/whose votes were declared invalid	No of shares held by them/Total number of votes cast by them
1*	20589

\*1 shareholder has not voted.

- b) Ordinary Resolution No. 2** –To declare a dividend on equity shares for the Financial Year ended March 31, 2017.

(i) Voted **in favour** of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
122	77764531	99.99%



(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
1	150	0.01%

(iii) **Not voted/Invalid** votes:

Total number of members who have not voted/whose votes were declared invalid	No of shares held by them/Total number of votes cast by them
NIL	NIL

**c) Ordinary Resolution No. 3** –To appoint a Director in place of Mrs. Ritu P.Chhabria (DIN: 00062144), who retires by rotation and, being eligible, offers herself for re-appointment.

(i) Voted **in favour** of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
114	77295593	99.80%

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
5	152089	0.20%

(iii) **Not voted/Invalid** votes:

Total number of members who have not voted/whose votes were declared invalid	No of shares held by them/Total number of votes cast by them
4*	316999

\*4 Shareholders being interested, votes cast by them considered as invalid.



**d) Ordinary Resolution No. 4** –To re-appoint M/s. P. G. Bhagwat (Firm Reg. No. 101118W), as the Statutory Auditors of the Company for Second Term of 5 Years.

(i) Voted **in favour** of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
120	77764206	99.99%

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
3	475	0.01%

(iii) **Not voted/Invalid** votes:

Total number of members who have not voted/whose votes were declared invalid	No of shares held by them/Total number of votes cast by them
NIL	NIL

**e) Ordinary Resolution No. 5** –To ratify the remuneration payable to the Cost Auditors, M/s. S. R. Bhargave & Co., Cost Accountants (Firm Reg. No. 000218).

(i) Voted **in favour** of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
119	77763681	99.99%



(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
4	1000	0.01%

(iii) **Not voted/Invalid** votes:

Total number of members who have not voted/whose votes were declared invalid	No of shares held by them/Total number of votes cast by them
NIL	NIL

**f) Special Resolution No. 6** –Approval of members accorded to the Board of directors of the Company for making offer(s) or invitation(s) to subscribe to secured Non-Convertible Debentures for a sum not exceeding Rs.250 crores on a private placement basis in one or more tranches during a period of one year from the date of passing of this resolution within the overall borrowing limits approved by members.

(i) Voted **in favour** of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
119	77763681	99.99%

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
4	1000	0.01%





(iii) **Not voted/Invalid** votes:

Total number of members who have not voted/whose votes were declared invalid	No of shares held by them/Total number of votes cast by them
NIL	NIL

- g) **Ordinary Resolution No. 7** –To approve the appointment of Mr. Anil V.Whabi (DIN: 00142052) who was appointed as Additional Director w.e.f. August 26, 2016, as Director liable to retire by rotation.

(i) **Voted in favour** of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
116	77584165	99.77%

(ii) **Voted against** the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
7	180516	0.23%

(iii) **Not voted/Invalid** votes:

Total number of members who have not voted/whose votes were declared invalid	No of shares held by them/Total number of votes cast by them
NIL	NIL



- h) Ordinary Resolution No. 8** –To approve the appointment of Mr. Anil V.Whabi (DIN: 00142052) as Whole Time Director w.e.f August 26, 2016 and remuneration payable to him.

(i) Voted **in favour** of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
78	75117167	96.60%

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
45	2647514	3.40%

(iii) **Not voted/Invalid** votes:

Total number of members who have not voted/whose votes were declared invalid	No of shares held by them/Total number of votes cast by them
NIL	NIL

- h) Special Resolution No. 9** – To pay and distribute the net profits of the company by way of commission amongst the directors other than Managing Director or Whole Time Director of the Company, not exceeding one percent per annum of the net profits of the Company with a cap of Rs.2 crores for each financial year commencing from April 01,2016.

(i) Voted **in favour** of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
115	77762825	99.99%



(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
8	1856	0.01%

(iii) **Not voted/Invalid** votes:

Total number of members who have not voted/whose votes were declared invalid	No of shares held by them/Total number of votes cast by them
NIL	NIL

6. The register, all other papers and relevant records relating to electronic voting shall remain in my safe custody until the Chairman considers, approves, signs the Minutes of the aforesaid Annual General Meeting and the same will be handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,



S. V. Deulkar

Practicing Company Secretary

C. P. No. 965

FCS No.1321

Place: Pune

Date: August 11, 2017

Report of Scrutinizer

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman,

36<sup>th</sup> Annual General Meeting of the Equity shareholders of Finolex Industries Limited held on Friday, August 11, 2017 at 11:00 AM at Kirloskar Institute of Advanced Management Studies, Gat No. 356 & 357, Near Tata Foundry Maval, Village Dhamane, Taluka Maval, District Pune, 410506.

Dear Sir,

I, S. V. Deulkar, Partner, SVD & Associates, Company Secretaries have been appointed as scrutinizer of Finolex Industries Limited ("the Company") for the purpose of the poll taken on below mentioned resolution(s), at the 36<sup>th</sup> Annual General Meeting of the Equity shareholders of Finolex Industries Limited held on Friday, August 11, 2017 at 11.00 AM at the Kirloskar Institute of Advanced Management Studies, Gat No. 356 & 357, Near Tata Foundry Maval, Village Dhamane, Taluka Maval, District Pune, 410506. I submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, a ballot box kept for polling was locked in my presence with due identification marks placed.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.
3. The poll papers, which were incomplete and/ or which were otherwise found defective have been treated as invalid.
4. The result of the Poll is as under:



- a) Ordinary Resolution No. 1** – To receive, consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the financial year ended March 31, 2017 together with the reports of the Directors' and the Auditors.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
22*	6926	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Not voted/Invalid** votes:

Total number of members who have not voted/whose votes were declared invalid	Total number of votes cast by them
1*	50

\* 1 Shareholder has partly voted.

- b) Ordinary Resolution No. 2** – To declare a dividend on equity shares for the Financial Year ended March 31, 2017.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
22*	6926	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL



(iii) **Not voted/Invalid** votes:

Total number of members who have not voted/whose votes were declared invalid	Total number of votes cast by them
1*	50

\* 1 Shareholder has partly voted.

- c) **Ordinary Resolution No. 3** – To appoint a Director in place of Mrs. Ritu P.Chhabria (DIN: 00062144), who retires by rotation and, being eligible, offers herself for re-appointment.

(i) **Voted in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
22*	6926	100%

(ii) **Voted against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Not voted/Invalid** votes:

Total number of members who have not voted/whose votes were declared invalid	Total number of votes cast by them
1*	50

\* 1 Shareholder has partly voted.

- d) **Ordinary Resolution No. 4** – To re-appoint M/s. P. G. Bhagwat (Firm Reg. No. 101118W), as the Statutory Auditors of the Company for Second Term of 5 Years.

(i) **Voted in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
22*	6926	100%

(ii) **Voted against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL



(iii) **Not voted/Invalid votes:**

Total number of members who have not voted/whose votes were declared invalid	Total number of votes cast by them
1*	50

\* 1 Shareholder has partly voted.

- e) **Ordinary Resolution No. 5** – To ratify the remuneration payable to the Cost Auditors, M/s. S. R. Bhargave & Co., Cost Accountants (Firm Reg. No. 000218).

(i) **Voted in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
21*	6726	97.11%

(ii) **Voted against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	200	2.89%

(iii) **Not voted/Invalid votes:**

Total number of members who have not voted/whose votes were declared invalid	Total number of votes cast by them
1*	50

\* 1 Shareholder has partly voted.

- f) **Special Resolution No. 6** – Approval of members accorded to the Board of directors of the Company for making offer(s) or invitation(s) to subscribe to secured Non-Convertible Debentures for a sum not exceeding Rs.250 crores on a private placement basis in one or more tranches during a period of one year from the date of passing of this resolution within the overall borrowing limits approved by members.

(i) **Voted in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
22*	6926	100%



(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Not voted/Invalid** votes:

Total number of members who have not voted/whose votes were declared invalid	Total number of votes cast by them
1*	50

\* 1 Shareholder has partly voted.

- g) **Ordinary Resolution No. 7** – To approve the appointment of Mr. Anil V. Whabi (DIN: 00142052) who was appointed as Additional Director w.e.f. August 26, 2016, as Director liable to retire by rotation.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
22*	6926	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Not voted/Invalid** votes:

Total number of members who have not voted/whose votes were declared invalid	Total number of votes cast by them
1*	50

\* 1 Shareholder has partly voted.





- h) Ordinary Resolution No. 8** —To approve the appointment of Mr. Anil V.Whabi (DIN: 00142052) as Whole Time Director w.e.f August 26, 2016 and remuneration payable to him.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
22*	6926	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Not voted/Invalid** votes:

Total number of members who have not voted/whose votes were declared invalid	Total number of votes cast by them
1*	50

\* 1 Shareholder has partly voted.

- h) Special Resolution No. 9** – To pay and distribute the net profits of the company by way of commission amongst the directors other than Managing Director or Whole Time Director of the Company, not exceeding one percent per annum of the net profits of the Company with a cap of Rs.2 crores for each financial year commencing from April 01,2016.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
22*	6926	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL



(iii) **Not voted/Invalid votes:**

Total number of members who have not voted/whose votes were declared invalid	Total number of votes cast by them
1*	50

\* 1 Shareholder has partly voted.

5. A list of equity shareholders who voted “ FOR”, “AGAINST” and those whose votes were declared invalid for each resolution is enclosed
6. The register, all other papers and relevant records relating to poll shall remain in my safe custody until the Chairman considers, approves, signs the Minutes of the aforesaid Annual General Meeting and the same will be handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,



S. V. Deulkar



Practicing Company Secretary

C. P. No. 965

FCS No.1321

Place: Pune

Date: August 11, 2017