

FIL/SEC/DT/2018-19/71

29th September, 2018

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	Scrip Code: Equity: 500940/FINOLEXIND

Sub: Voting Results of 37th Annual General Meeting of the Company

Ref: Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

In terms of the subject referred regulations, the details regarding voting (e-voting and poll) results of the business transacted at the 37th Annual General Meeting (AGM) of the Company held on Saturday, 29th September, 2018, at Kirloskar Institute of Advanced Management Studies, Gat No. 356 & 357, Near Tata Foundry Maval, Village Dhamane, Taluka Maval, District Pune - 410 506 at 11.00 a.m. is annexed herewith for your reference and records.

Please note that-

1. The mode of voting for all resolutions was e-voting which commenced on Wednesday, 26th September, 2018 (9.00 a.m.) to Friday, 28th September, 2018 (5.00 p.m.)
2. The voting through Poll/Ballot paper was provided to those Members who could not participate through e-voting but attended the AGM.
3. The Consolidated voting results and Report of the Scrutinizer are enclosed.

You may please note that all the resolutions proposed at the 37th AGM have been approved by the members of the Company. In terms of Section 108 of the Companies Act, 2013 and rules made thereunder, the resolutions contained in the Notice of the 37th AGM are deemed to be passed on the date of the AGM i.e. on 29th September, 2018.



We wish to inform you that the above voting results & report are also being posted on the Company's website www.finolexppes.com.

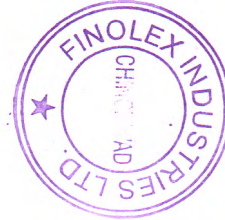
You are requested to kindly take the above on your records.

Thanking you,

Yours truly,

For **Finolex Industries Limited**

Devang Trivedi
General Manager (Legal) &
Company Secretary



Encl: As above

	FINOLEX INDUSTRIES LTD
Date of the AGM/EGM	29-09-2018
Total number of shareholders on record date	125924
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	5
Public:	63
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1							
Resolution required: (Ordinary/ Special)	ORDINARY - To consider and adopt standalone and consolidated audited financial statements of the Company for the financial year ended 31st March, 2018 together with the reports of the Auditors and the Board of Directors.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of 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	65113697	24228807	37.2100	24228807	0	100.0000	0.0000
	Poll		40192597	61.7268	40192597	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		64421404	98.9368	64421404	0	100.0000	0.0000
Public- Institutions	E-Voting	16027539	13047113	81.4043	13047113	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		13047113	81.4043	13047113	0	100.0000	0.0000
Public- Non Institutions	E-Voting	42954145	337354	0.7854	337329	25	99.9925	0.0074
	Poll		3034	0.0071	3034	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		340388	0.7925	340363	25	99.9927	0.0073
	Total	124095381	77808905	62.7009	77808880	25	100.0000	0.0000



Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY - To declare dividend on equity shares for the financial year ended 31st March, 2018.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of 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	65113697	24228807	37.2100	24228807	0	100.0000	0.0000
	Poll		40192597	61.7268	40192597	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		64421404	98.9368	64421404	0	100.0000	0.0000
Public- Institutions	E-Voting	16027539	13072744	81.5643	13072744	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		13072744	81.5643	13072744	0	100.0000	0.0000
Public- Non Institutions	E-Voting	42954145	337454	0.7856	337429	25	99.9925	0.0074
	Poll		3034	0.0071	3034	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		340488	0.7927	340463	25	99.9927	0.0073
	Total	124095381	77834636	62.7216	77834611	25	100.0000	0.0000



Resolution No.	3							
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint a Director in place of Mr. Sanjay S. Math (DIN 01874086), who retires by rotation and, being eligible, offers himself for re-appointment.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of 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	65113697	24228807	37.2100	24228807	0	100.0000	0.0000
	Poll		40192597	61.7268	40192597	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		64421404	98.9368	64421404	0	100.0000	0.0000
Public- Institutions	E-Voting	16027539	13072744	81.5643	13072744	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		13072744	81.5643	13072744	0	100.0000	0.0000
Public- Non Institutions	E-Voting	42954145	337354	0.7854	337329	25	99.9925	0.0074
	Poll		3134	0.0073	3134	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		340488	0.7927	340463	25	99.9927	0.0073
	Total	124095381	77834636	62.7216	77834611	25	100.0000	0.0000



Resolution No.	4							
Resolution required: (Ordinary/ Special)	ORDINARY - To ratify the appointment of M/s. P. G. Bhagwat, Chartered Accountants, Pune (Firm Registration No.101118W), as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 41st Annual General Meeting of the Company to be held in the year 2022, on such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of 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	65113697	24228807	37.2100	24228807	0	100.0000	0.0000
	Poll		40192597	61.7268	40192597	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		64421404	98.9368	64421404	0	100.0000	0.0000
Public- Institutions	E-Voting	16027539	13072744	81.5643	13067702	5042	99.9614	0.0385
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		13072744	81.5643	13067702	5042	99.9614	0.0386
Public- Non Institutions	E-Voting	42954145	337354	0.7854	337329	25	99.9925	0.0074
	Poll		3134	0.0073	3134	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		340488	0.7927	340463	25	99.9927	0.0073
	Total	124095381	77834636	62.7216	77829569	5067	99.9935	0.0065



Resolution No.	5							
Resolution required: (Ordinary/ Special)	ORDINARY - To ratify a remuneration of Rs. 4,00,000/- (Rupees Four Lakh Only) to be paid to M/s. S. R. Bhargave & Co., Cost Accountants, Pune, (Registration No. 00218) the Cost Auditors appointed by the Board of Directors of the Company to conduct the audit of cost records of the Company for the financial year ending 31st March, 2019.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of 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	65113697	24228807	37.2100	24228807	0	100.0000	0.0000
	Poll		40192597	61.7268	40192597	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		64421404	98.9368	64421404	0	100.0000	0.0000
Public- Institutions	E-Voting	16027539	13072744	81.5643	13072744	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		13072744	81.5643	13072744	0	100.0000	0.0000
Public- Non Institutions	E-Voting	42954145	337354	0.7854	337329	25	99.9925	0.0074
	Poll		3134	0.0073	3122	12	99.6171	0.3828
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		340488	0.7927	340451	37	99.9891	0.0109
	Total	124095381	77834636	62.7216	77834599	37	100.0000	0.0000



Resolution No.	6							
Resolution required: (Ordinary/ Special)	ORDINARY - To give approval for appointment of Mr. Saurabh S. Dhanorkar (DIN-00011322) as Director of the Company, liable to retire by rotation.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of 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	65113697	24228807	37.2100	24228807	0	100.0000	0.0000
	Poll		40192597	61.7268	40192597	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		64421404	98.9368	64421404	0	100.0000	0.0000
Public- Institutions	E-Voting	16027539	13072744	81.5643	13050221	22523	99.8277	0.1722
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		13072744	81.5643	13050221	22523	99.8277	0.1723
Public- Non Institutions	E-Voting	42954145	337454	0.7856	337429	25	99.9925	0.0074
	Poll		3134	0.0073	3124	10	99.6809	0.3190
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		340588	0.7929	340553	35	99.9897	0.0103
	Total	124095381	77834736	62.7217	77812178	22558	99.9710	0.0290



Resolution No.	7							
Resolution required: (Ordinary/ Special)	SPECIAL - To give approval to continue the appointment of Mr. Dara N. Damania (DIN: 00403834) as an Independent Director.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of 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	65113697	24228807	37.2100	24228807	0	100.0000	0.0000
	Poll		40192597	61.7268	40192597	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		64421404	98.9368	64421404	0	100.0000	0.0000
Public- Institutions	E-Voting	16027539	13072744	81.5643	13072744	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		13072744	81.5643	13072744	0	100.0000	0.0000
Public- Non Institutions	E-Voting	42954145	337454	0.7856	337429	25	99.9925	0.0074
	Poll		3134	0.0073	3134	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		340588	0.7929	340563	25	99.9927	0.0073
	Total	124095381	77834736	62.7217	77834711	25	100.0000	0.0000



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 September 26, 2018 to September 28, 2018) and voting by poll at 37th Annual General Meeting (AGM) held on September 29, 2018 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to voting through electronic voting system (by remote e-voting) and voting by poll by the shareholders on the resolutions proposed in the Notice of the 37th 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 electronic voting system and by poll at the 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 Karvy Computershare Pvt. Ltd. (Karvy) and report on poll at the meeting.:



I hereby enclose below reports relating to the voting on the resolutions proposed at the 37th Annual General Meeting of the Company held on September 29, 2018:

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

I hereby declare that the Resolution Nos. 1 to 7 have been passed with 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: September 29, 2018

S. V.Deulkar								
Practicing Company Secretary								
63, Ashok Nagar, Pune 411007								
Combined Report								
FINOLEX INDUSTRIES LIMITED (CIN: L25209PN1961PLC012046)								
Annual General Meeting held on September 29, 2018								
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	Ordinary Resolution: To consider and adopt standalone and consolidated audited financial statements of the Company for the Financial Year ended March 31, 2018 together with the reports of the Auditors and the Board of Directors.	37613249	25	40195631	0	77808880	25	Resolution passed with requisite majority
2	Ordinary Resolution: To declare a dividend on Equity Shares for the Financial Year ended March 31, 2018.	37638980	25	40195631	0	77834611	25	Resolution passed with requisite majority
3	Ordinary Resolution: To appoint a Director in place of Mr. Sanjay S Math (DIN: 01874086) who retires by rotation and being eligible, offers himself for re-appointment.	37638880	25	40195731	0	77834611	25	Resolution passed with requisite majority
4	Ordinary Resolution: To ratify re-appointment of M/s P.G. Bhagwat, Chartered Accountants (Firm Registration No.-101118W) as Statutory Auditors to hold office from conclusion of this AGM till the conclusion of 41st AGM to be held in the year 2022.	37633838	5067	40195731	0	77829569	5067	Resolution passed with requisite majority
5	Ordinary Resolution: To ratify the remuneration of M/s. S.R. Bhargave & Co., Cost Accountants, (Firm Registration No. 000218) amounting to Rs. 4,00,000/-(Rupees Four Lakhs only).	37638880	25	40195719	12	77834599	37	Resolution passed with requisite majority
6	Ordinary Resolution: To approve appointment of Mr. Saurabh Dhanorkar (DIN: 00011322) as Director of the Company, liable to retire by rotation.	37616457	22548	40195721	10	77812178	22558	Resolution passed with requisite majority
7	Special Resolution: To give approval to continue appointment of Mr. Dara N Damania (DIN: 00403834) as Non- Executive Independent Director, beyond the age of 75years from April 1, 2019 till September 19, 2019 as per existing terms of his appointment.	37638980	25	40195731	0	77834711	25	Resolution passed with requisite majority
Date: September 29,2018								
Place: Pune								

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

Scrutinizer's Report

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

To,
The Chairman,

37th Annual General Meeting of the Equity shareholders of Finolex Industries Limited held on Saturday, September 29, 2018 at 11.00 A.M. Kirloskar Institute of Advanced Management Studies, Gat No. 356 & 357, Near Tata Foundry Maval, Village Dhamane, Taluka Maval, 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 resolutions, at 37th Annual General Meeting of the Equity shareholders of Finolex Industries Limited held on Saturday, September 29, 2018 at 11:00 A.M at Kirloskar Institute of Advanced Management Studies, Gat No. 356 & 357, Near Tata Foundry Maval, Village Dhamane, Taluka Maval, Pune- 410506. I submit my report as under:

1. After the time fixed for discussion 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 and kept separately.



4. The result of the Poll is as under:

- a. **Ordinary Resolution No. 1:** – To consider and adopt standalone and consolidated audited financial statements of the Company for the Financial Year ended March 31, 2018 together with the reports of the Auditors and the Board of Directors.

(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
23	40195631	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 shares involved
1	100

- b. **Ordinary Resolution No. 2:** - To declare a dividend on Equity Shares for the Financial Year ended March 31, 2018.

(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
23	40195631	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 shares involved
1	100

- c. **Ordinary Resolution No. 3:-** To appoint a Director in place of Mr. Sanjay S Math (DIN: 01874086) who retires by rotation and being eligible, offers himself 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
24	40195731	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 shares involved
NIL	NIL

- d. **Ordinary Resolution No. 4:-** To ratify re-appointment of M/s P.G. Bhagwat, Chartered Accountants (Firm Registration No.-101118W) as Statutory Auditors to hold office from conclusion of this AGM till the conclusion of 41st AGM to be held in the year 2022.

(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
24	40195731	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 shares involved
NIL	NIL

- e. **Ordinary Resolution No. 5:-** To ratify the remuneration of M/s. S.R. Bhargave & Co., Cost Accountants, (Firm Registration No. 000218) amounting to Rs. 4,00,000/-(Rupees Four Lakhs only).

(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	40195719	99.99999

(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
2	12	0.00001

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

Total number of members who have not voted /whose votes were declared invalid	Total number of shares involved
NIL	NIL



- f. Ordinary Resolution No. 6:-** To approve appointment of Mr. Saurabh Dhanorkar (DIN: 00011322) as Director of the Company, 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
23	40195721	99.99999

(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	10	0.00001

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

Total number of members who have not voted /whose votes were declared invalid	Total number of shares involved
NIL	NIL

- g. Special Resolution No. 7:-** To give approval to continue appointment of Mr. Dara N Damania (DIN: 00403834) as Non- Executive Independent Director, beyond the age of 75years from April 1, 2019 till September 19, 2019 as per existing terms of his 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
24	40195731	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 shares involved
NIL	NIL



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 Chairperson 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: September 29, 2018

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

Scrutinizer's Report

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

To,
The Chairman,

37th Annual General Meeting of the Equity shareholders of Finolex Industries Limited held on Saturday, September 29, 2018 at 11.00 A.M. at Kirloskar Institute of Advanced Management Studies, Gat No. 356 & 357, Near Tata Foundry Maval, Village Dhamane, Taluka Maval, 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 (Amendments Rules 2015) on below mentioned resolutions, at the 37th Annual General Meeting of the Equity shareholders of Finolex Industries Limited held on, September 29, 2018, 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.

I submit my report as under:

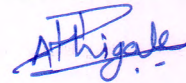
1. The e-voting period remained open from September 26, 2018 (9.00 a.m.) to September 28, 2018 (5.00 p.m.)
2. The shareholders holding shares as on the "cut off" date i.e. September 21, 2018 were entitled to vote on the proposed resolutions (item no. 1 to 7) as set out in the Notice of the 37th Annual General Meeting (AGM) of the Company.



3. The votes were unblocked on September 29, 2018 at around 12:06 PM in the presence of two witnesses, Ms. Amruta Jana residing at Shivajinagar 411016 and Mr. Dhananjay Thigale residing at Tilak Road ,Pune 411030, 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 Karvy Computershare Pvt. Ltd. (Karvy) (URL: <https://evoting.karvy.com>)



Name: AMRUTA JANA
SHIVAJI NAGAR
PUNE 411030



Name: Dhananjay Thigale.
Tilak Road, Pune 411030.



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

- a. Ordinary Resolution No. 1:** – To consider and adopt standalone and consolidated audited financial statements of the Company for the Financial Year ended March 31, 2018 together with the reports of the Auditors and the Board of Directors.

(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
135	37613249	99.99993

(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	25	0.00007

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

Total number of members who have not voted /whose votes were declared invalid	Total Number of shares involved
4	25751

- b. Ordinary Resolution No. 2:** - To declare a dividend on Equity Shares for the Financial Year ended March 31, 2018.

(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
138	37638980	99.99993

(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	25	0.00007



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

Total number of members who have not voted /whose votes were declared invalid	Total Number of shares involved
1	20

- c. **Ordinary Resolution No. 3:-** To appoint a Director in place of Mr. Sanjay S Math (DIN: 01874086) who retires by rotation and being eligible, offers himself 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
137	37638880	99.99993

(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	25	0.00007

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

Total number of members who have not voted /whose votes were declared invalid	Total Number of shares involved
2	120

- d. **Ordinary Resolution No. 4:-** To ratify re-appointment of M/s P.G. Bhagwat, Chartered Accountants (Firm Registration No.-101118W) as Statutory Auditors to hold office from conclusion of this AGM till the conclusion of 41st AGM to be held in the year 2022.

(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
136	37633838	99.98654



(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	5067	0.01346

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

Total number of members who have not voted /whose votes were declared invalid	Total Number of shares involved
2	120

- e. **Ordinary Resolution No. 5:-** To ratify the remuneration of M/s. S.R. Bhargave & Co., Cost Accountants, (Firm Registration No. 000218) amounting to Rs. 4,00,000/-(Rupees Four Lakhs only).

(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
137	37638880	99.99993

(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	25	0.00007

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

Total number of members who have not voted /whose votes were declared invalid	Total Number of shares involved
2	120



- f. Ordinary Resolution No. 6:-** To approve appointment of Mr. Saurabh Dhanorkar (DIN: 00011322) as Director of the Company, 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
133	37616457	99.94009

(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
6	22548	0.05991

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

Total number of members who have not voted /whose votes were declared invalid	Total Number of shares involved
1	20

- g. Special Resolution No. 7:-** To give approval to continue appointment of Mr. Dara N Damania (DIN: 00403834) as Non- Executive Independent Director, beyond the age of 75years from April 1, 2019 till September 19, 2019 as per existing terms of his 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
138	37638980	99.99993

(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	25	0.00007



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

Total number of members who have not voted /whose votes were declared invalid	Total Number of shares involved
1	20

6. The register, all other papers and relevant records relating to electronic voting shall remain in my safe custody until the Chairperson 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: September 29, 2018