



**NARMADA GELATINES
LIMITED**

Regd. Office : CARAVS, Room No 28, 15, Civil Lines, Jabalpur – 482001
Tel:0761-2830433, Fax :2830516
Email:ngljb@rediffmail.com website:www.narmadagelatines.com
CIN : L24111MP1961PLC016023

NOTICE OF 54th AGM & BOOK CLOSURE

NOTICE is hereby given that:

(a) 54th Annual General Meeting of the Company will be held at Hotel Narmada Jacksons, South Civil Lines, Jabalpur (M.P.) on Thursday, the 17th day of September, 2015 at 11:30 a.m. to transact the business set out in the notice, which together with the Statement under Section 102 of the Companies Act, 2013 along with the Annual Report for 2014-15 has been sent to all the members of the company on 21st August, 2015. The same has been sent by e-mail on 21st August, 2015 to those members who have registered e-mails ID with the Company / Depository participants for communication purpose.

(b) Pursuant to the provisions of Section 91 of the Companies Act, 2013 and Rules made thereunder and Clause 16 of the Listing Agreement with Stock Exchanges, the Register of Members and Share Transfer Books of the Company will remain closed from 11th September, 2015 to 17th September, 2015, for the purpose of ascertaining the shareholders who will be entitled to the payment of dividend on the Equity share, when declared, will be paid only to those members whose names are registered as such in the Register of Members of the Company on or before 10th September, 2015 and to the Beneficiary Holders as per the Beneficiary list as on 10th September, 2015, provided by the NSDL and CDSL.

(c) Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide its Members the facility to cast their votes at the 54th AGM and the business may be transacted through remote e-voting facility. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") is being provided by CDSL at the link <https://www.cdslindia.com>. The details are as under:

- i. The remote e-voting shall commence on 14th September, 2015 at 9:00 a.m.
- ii. The remote e-voting shall end on 16th September, 2015 at 5:00 p.m.
- iii. Members of the Company, as on cut-off date i.e. 10th September, 2015, may cast their votes.
- iv. The remote e-voting module shall be disabled for voting after the remote e-voting period ends and voting through remote e-voting shall not be allowed thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- v. The facility for voting through ballot / polling paper shall be available at the AGM. The Members who have already cast their vote through remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote at the AGM.
- vi. The voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the company as on the cut-off date of 10th September, 2015. Any person, who acquires shares of the company and becomes its member after the dispatch of AGM Notice and holds shares as on the cut-off date, may contact the Registrar and Share Transfer Agents for obtaining the User ID and password for remote e-voting.
- vii. Dr. Asim Kumar Chattopadhyay, Practicing Company Secretary, (FCS 2303), has been appointed as the Scrutinizer for conducting the remote e-voting process in a fair and transparent manner.

Members who do not have access to e-voting facility may write to the company of their intention to exercise their assent or dissent on shareholder's resolution by way of postal ballot.

The Notice of the 54th AGM, along with the procedure of remote e-voting, has been sent to all the Members by prescribed modes and the same is also available on the website of the company at www.narmadagelatines.com and also on the website of the CDSL at <https://www.cdslindia.com>.

By Order of the Board

Sd/-

Mahesh Verma
Company Secretary

Jabalpur
22nd August, 2015