



NARMADA GELATINES LIMITED

CIN : L24111MP1961PLC016023

Registered Office: 28, CARAVS, 15 Civil Lines, Jabalpur, M.P. - 482001

Phone : 0761-2830433, 2830516, Email : ngljbp@rediffmail.com

Website : www.narmadagelatines.com

NOTICE OF POSTAL BALLOT

[Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rule of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE is hereby given, seeking approval of the members of the company by means of Postal Ballot and also through voting by the electronic means for continuation of directorship of Mr. Gulab Gupta and Mr. Mohan C Pant as Non-Executive Independent Directors.

Member's consent is sought for the proposals contained in the Resolutions given in this Notice. The explanatory statement pertaining to the said Resolutions setting out the material facts and related particulars are annexed hereto along with postal ballot form.

The Company has appointed Dr. Asim K Chattopadhyay, a practicing Company Secretary as Scrutiniser for conducting the Postal Ballot and to scrutinize the e-voting process in a fair and transparent manner.

The voting shall commence on Thursday, 28th February, 2019.

Please read carefully the instructions printed on the postal ballot form and return the postal ballot form duly completed in all respects in the enclosed self-addressed pre-paid posted envelopes, so as to reach the Scrutiniser on or before Friday, 29th March, 2019.

Please note that postal ballots received beyond 5.00 pm on Friday, 29th March, 2019 will not be accepted.

Members may choose to vote using the e-voting facility, details whereof are given under Instructions in the postal ballot form.

The Scrutiniser will submit his report to the Board of Directors after completion of the scrutiny and the results of the voting by postal ballot and e-voting will be announced on Saturday, 30th March, 2019 at 5.00 pm through the website of the Company (www.narmadagelatines.com) and by way of intimation to the Bombay Stock Exchange Limited on which the Company is listed.

RESOLUTIONS

Special Business

To consider and if thought fit, to pass, with or without modification(s) the following Resolutions as Special Resolutions:

- (i) **Continuation of Justice Gulab Gupta (DIN : 00191368) as an Independent Director and in this respect to consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution :**

Special Resolution

"RESOLVED THAT pursuant to the Regulation 17(1A) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 including any statutory modification(s) and/or re-enactment(s) and other applicable laws, if any, the approval of the members of the Company be and is hereby accorded for the continuation of directorship by Mr. Gulab Gupta (DIN : 00191368), Independent Director of the Company, with effect from 1st April 2019 till the date of 60th AGM of the Company or till 21st September 2021, whichever is earlier and not liable to retire by rotation.

"RESOLVED FURTHER THAT the Board of Directors and/or Whole-time Director and/or the Company Secretary, be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution".

- (ii) **Continuation of Mr. Mohan C Pant (DIN : 00257707) as an Independent Director and in this respect to consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:**

"RESOLVED THAT pursuant to the Regulation 17(1A) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 including any statutory modification(s) and/or re-enactment(s) and other applicable laws, if any, the approval of the members of the Company be and is hereby accorded for the continuation of directorship by Mr. Mohan C Pant (DIN : 00257707), Independent Director of the Company, with effect from 1st April 2019 till the date of 60th AGM of the Company or till 21st September 2021, whichever is earlier and not liable to retire by rotation."

"RESOLVED FURTHER THAT the Board of Directors and /or Whole-time Director and /or the Company Secretary, be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution".

By Order of the Board of Directors
For **Narmada Gelatines Limited**

Sd/-

Mahesh Verma
Company Secretary

Jabalpur

7th February, 2019

Registered Office:

CARAVS, Room No. 28

15 Civil Lines, Jabalpur – 482001

EXPLANATORY STATEMENT

Pursuant to Section 102 read with Section 110 of the Companies Act, 2013

Item No. (i)

In accordance with recently amended Regulation 17(1A) of SEBI (Listing obligations and Disclosures Requirements) Regulations, 2015 and notified by SEBI with effect from 1st April 2019, no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person.

Justice Gupta is presently aged 85 years. He was appointed as an Independent Director at the 55th Annual General meeting held on Thursday, 22nd September, 2016 to hold office for a term of 5 (five) consecutive years commencing from the date of that AGM till the date of 60th AGM of the Company or till 21st September 2021, whichever is earlier and not liable to retire by rotation.

Justice Gupta is B.A., L.L.B from Allahabad University and L.L.M. from U.S.A. He was Judge of M.P. High Court, Jabalpur in 1985 and later appointed Chief Justice of Himachal Pradesh High Court. He has held the posts of Governor, Rotary Club, Chairman - Human Rights Commission, M.P; Vice-Chancellor- Rani Durgawati University, Jabalpur for two years, and is presently a practicing Supreme Court Lawyer.

Justice Gupta is a member of Nomination & Remuneration Committee and Chairman of the Audit Committee of the Company

The Board of Directors in its meeting held on 7th February, 2019 discussed the continuation of directorship of Justice Gulab Gupta (DIN 00191368) as a Non-Executive Independent Director of the Company. The Board firmly believes that Justice Gulab Gupta provides valuable guidance to the management and to the Board and his continuation will be beneficial for overall functioning of the Company in view of his wide experience, expertise and knowledge and that his age will not be a limiting factor in discharging his duties.

The detailed particulars of Justice Gulab Gupta are exhibited in the Annexure in accordance with the Secretarial Standards and relevant provisions of the Companies Act, 2013 and SEBI. (LODR) Regulations, 2015.

None of the Directors, all other key managerial personnel and their respective relatives, except Justice Gulab Gupta is in any way concerned or interested in the resolution.

The Board of Directors recommend passing of this Resolution.

Item No. (ii)

In accordance with recently amended Regulation 17(1A) of SEBI (Listing obligations and Disclosures Requirements) Regulations, 2015 and notified by SEBI with effect from 1st April 2019, no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person.

Mr Mohan C Pant is currently aged 79 years. He was appointed as an Independent Director at the 55th Annual General meeting held on Thursday, 22nd September, 2016 to hold office for a term of 5 (five) consecutive years commencing from the date of that AGM till the date of 60th AGM of the Company or till 21st September 2021, whichever is earlier and not liable to retire by rotation.

Mr. Mohan C Pant is B.Sc., BE (Hons) 1961 from Govt. Engg. College, Jabalpur. He has worked for 36 years with MP State Electricity Board (MPSEB) and retired as a Board Member (Generation) in 1997. At present, he provides consultancy to MPSEB for trouble-shooting in Generating Plants. He is also a member of Arbitration Panel for MPSEB.

Mr. Mohan C Pant is a member of Audit Committee and Chairman of the Stakeholder's Relationship Committee of the Company

The Board of Directors in its meeting held on 7th February, 2019 discussed the continuation of directorship of Mohan C Pant (DIN : 00257707) as a Non-Executive Independent Director of the Company. The Board firmly believes that Mr Pant's continuation will be beneficial for overall functioning of the Company in view of his wide experience, expertise and knowledge and that his age will not be a limiting factor in discharging his duties.

The detailed particulars of Mohan C Pant are exhibited in the Annexure in accordance with the Secretarial Standards and relevant provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

None of the Directors, all other key managerial personnel and their respective relatives, except Mohan C Pant is in any way concerned or interested in the resolution.

The Board of Directors recommend passing of this Resolution.

By Order of the Board of Directors
For **Narmada Gelatines Limited**

Jabalpur
7th February, 2019

Sd/-
Mahesh Verma
Company Secretary

NOTES:

1. Pursuant to the Section 102 of the Companies Act, 2013 the explanatory statement setting out material facts and reasons for the proposed special businesses are appended herein above.
2. The Postal Ballot Notice is being sent to all Members of the Company whose names appear on the Register of Members/ list of Beneficial Owners as on 22nd February, 2019, as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL).
3. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the attached postage pre-paid self-addressed envelope to the scrutiniser.
4. Unsigned Postal Ballot Form(s) will be rejected. Postage will be borne and paid by the Company. However, Postal Ballot Form(s), if sent by courier or by registered post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the business reply envelope.
5. The duly completed Postal Ballot Form(s) should reach the Scrutiniser on or before Friday, 29th March, 2019 upto 5.00 pm to be eligible for being considered. Postal ballots received beyond the said period will be rejected. The e-voting shall also be disabled by NSDL for voting thereafter.
6. Relevant documents referred to in the accompanying Notice and the Explanatory Statement are available for inspection at the Registered Office of the Company during business hours on all days except Saturdays, Sundays and Public Holidays.
7. The voting rights for the Equity Shares are one vote per Equity Share, as registered in the name of the Shareholder(s)/ Beneficial Owner(s).
8. Voting by Postal Ballot, in the physical form or e-voting, can be exercised only by the Shareholder or his/her duly constituted attorney or in case of bodies corporate, the duly authorised person. Voting rights in a Postal Ballot cannot be exercised by a Proxy.
9. Voting period commences on and from Thursday, 28th February, 2019 from 9.00 a.m. and ends on Friday, 29th March, 2019 at 5.00 p.m.
10. Kindly note that the Members can opt for only one mode of voting, i.e., either by Physical Ballot or e-voting. If you are opting for e-voting, then do not vote by Physical Ballot also and vice versa. However, in case Members cast their vote by Physical Ballot and e-voting, then voting done through e-voting will be treated as valid.
11. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
12. Any query in relation to the Resolutions proposed to be passed by Postal Ballot may be sent to Dr. Asim Kumar Chattopadhyay, Practicing Secretary, C/o C.B. Management Services (P) Ltd., P-22 Bondel Road, Kolkata -700019 email: rta@cbmsl.com, Mobile No.09830040243 or Mr. Mahesh Verma, Company Secretary, Mobile No. 9425363173.

INSTRUCTIONS FOR VOTING BY PHYSICAL POSTAL BALLOT FORM

1. A Shareholder desirous of exercising vote by physical Postal Ballot should complete the Postal Ballot Form in all respects and send it after signature to the Scrutinizer in the attached self-addressed postal pre-paid envelope which shall be properly sealed with adhesive or adhesive tape. However, envelopes containing Postal Ballot Form, if sent by courier, at the expense of the Member will also be accepted. Members are requested to convey their assent or dissent in this Postal Ballot Form only. The assent or dissent received in any other form or manner shall be considered as invalid.
2. The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company and the address to which the same needs to be dispatched.
3. The Postal Ballot Form should be signed by the Shareholder as per specimen signature registered with the Registrar/ Depository. In case the Equity Shares are jointly held, this Form should be completed and signed (as per specimen signature registered with Registrar/Depository) by the first named Member and in his/her absence, by the next named Member. Holders of Power of Attorney (POA) on behalf of the Members may vote on the Postal Ballot mentioning the registration number of the POA or enclosing an attested copy of the POA. Unsigned Postal Ballot Forms will be rejected.
4. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 5.00 p.m. on 29th March, 2019. Postal Ballot Form received after that date will be strictly treated as if reply from such Member has not been received. The Members are requested to send the duly completed Postal Ballot Form well before the last date providing sufficient time for the postal transit.
5. In case of Equity Shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution/authority and preferably with attested specimen signature(s) of the duly authorized signatories giving requisite authorities to the person voting on the Postal Ballot Form.
6. Shareholders are requested not to send any paper (other than the Resolution/ authority as mentioned under instruction above) along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope, the same would not be considered and would be destroyed by the Scrutinizer.
7. There will be only one Postal Ballot Form for every folio / client ID irrespective of the number of the joint Members. On receipt of the duplicate Postal Ballot Form, the original will be rejected.
8. A Member may request for a duplicate Postal Ballot Form, if so required or can download the Postal Ballot Form from the Company's website (www.narmadagelatines.com) and the duly completed Postal Ballot Form should reach the Scrutinizer not later than the last date for voting mentioned above.
9. The votes should be cast either in favour of or against by putting the tick (✓) mark in the column provided for assent or dissent. Postal Ballot Form bearing (✓) in both the columns will render the Form invalid.
10. Incomplete, unsigned or improperly or incorrectly filled Postal Ballot Form shall be rejected.

INSTRUCTIONS FOR FOR E-VOTING

1. In case of Members receiving e-mail from NSDL: Open e-mail and open PDF file with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
2. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>. Click on Shareholder-Login.
3. Put user ID and Password as initial password noted in step (i) above. Click Login.
4. Password change menu appears, Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
5. Home page of e-voting opens. Click on e-voting: Active Voting Cycles.
6. Select Electronic Voting Event Number (EVEN) of 110483.
7. Now you are ready for “e-voting” as “Cast Vote” page opens.
8. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
9. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority Letter etc. together with attested specimen signature of the duly authorized signatory(s) who are authorized to vote, to the Scrutinizer through e-mail: rta@cbmsl.com with a copy marked to evoting@nsdl.co.in.
10. Upon confirmation, the message “Vote cast successfully” will be displayed.
11. Once you have voted on the Resolution(s), you will not be allowed to modify your vote.
12. In case of Members receiving Postal Ballot Form by Post and desiring to cast e-vote:
13. Initial password, along with User ID and e-voting Event Number is provided in the table given in the Postal Ballot Form.
14. Please follow all steps from Sl. No. 2 to Sl. No. 12 given above to cast your vote.
15. If you are already registered with NSDL for e-voting, you may use your existing User ID and Password for casting your e-vote.
16. You can also update your mobile/phone number and e-mail id in the user profile details of the folio.
17. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the “downloads” section of www.evoting.nsdl.com or contact NSDL at Telephone Number: 022-2499 460

ANNEXURE TO EXPLANATORY STATEMENT

PARTICULARS OF DIRECTORS FOR RE-APPOINTMENT / CONTINUATION OF APPOINTMENT

Name	Justice Gulab Gupta	Mr. Mohan C. Pant
DIN	00191368	00257707
Date of Birth	01.03.1933	05.10.1939
Date of Appointment in AGM	28.09.2006	28.09.2006
Qualification	B.A., L.L.B from Allahabad University and L.L.M. from U.S.A.	B.Sc., BE (Hons) 1961 from Govt. Engg. College, Jabalpur
Expertise in specific functional areas and past experience	Judge of M.P. High Court, Jabalpur in 1985; later appointed Chief Justice of Himachal Pradesh High Court. Held the post of Governor, Rotary Club, Chairman - Human Rights Commission, M.P; Vice-Chancellor- Rani Durgawati University, Jabalpur for two years. Presently, a practicing Supreme Court Lawyer.	Worked for 36 years with MP State Electricity Board (MPSEB) and retired as a Board Member (Generation) in 1997. At present, he provides consultancy to MPSEB for troubleshooting in Generating Plants. He is also a member of Arbitration Panel for MPSEB.
Directorship in other companies	Nil	Nil
Memberships / Chairmanships of committees across public companies	Narmada Gelatines Ltd • Nomination & Remuneration Committee – Member • Audit Committee - Chairman	Narmada Gelatines Ltd • Stakeholder’s Relationship - Chairman • Audit Committee – Member
Shareholding	Nil	Nil



NARMADA GELATINES LIMITED

CIN: L24111MP1961PLC016023

Registered office: 28, CARAVS, 15 Civil Lines, Jabalpur – M.P. - 482001

Phone -0761-2830433, 2830516, Email- ngljbp@rediffmail.com, Website-www.narmadagelatines.com

POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before completing this form)

1.	Name(s) of Shareholder(s) (in block letters) (including joint holders, if any)			
2.	Registered address of the sole / first named Shareholder			
3.	Registered Folio No./ DP ID & Client ID			
4.	Number of shares held			
5.	Class of Shares	Equity Shares		
6.	I/We hereby exercise my /our vote in respect of the Special Resolutions to be passed through Postal Ballot for the businesses stated in the Notice dated 7 th February, 2019 of the Company by sending my/our assent or dissent to the said Resolutions by placing the tick (✓) mark at the appropriate column below:			
Item No.	Description	No. of Shares	I / We assent to the resolution	I / We dissent to the resolution
1.	Special Resolution: Continuation of directorship of Justice Gulab Gupta (DIN 00191368) , as an Independent Director of the Company, with effect from 1 st April 2019 till the date of 60th AGM of the Company or till 21 st September 2021, whichever is earlier and not liable to retire by rotation as per requirement of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.			
2	Special Resolution: Continuation of directorship of Mr. Mohan C Pant (DIN 00257707) , as an Independent Director of the Company, with effect from 1 st April 2019 till the date of 60th AGM of the Company or till 21 st September 2021, whichever is earlier and not liable to retire by rotation as per requirement of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015			

Place:

Date:

.....
Signature of the Shareholder(s)

.....
(This portion may be torn off and retained by the Member)

Particulars for e-voting

Members opting to vote through e-voting, instead of voting through the Postal Ballot Form, may access the e-voting facility through the web link:<https://www.evoting.nsdl.com/> Particulars for e-voting are as under:

E-Voting Event Number (EVEN)	User ID	Password

Note: Please read the instructions given overleaf carefully before exercising your vote.

E-voting will be available during the following period:

Commencement of E-voting	End of E-voting
9:00 A. M. (IST) on Thursday, the 28 th February, 2019	5:00 P. M. (IST) on Friday, the 29 th March, 2019

The e-voting will not be allowed beyond 5:00 P. M. (IST) on Friday, the 29th March, 2019 and the e-voting shall be disabled by NSDL upon expiry of the aforesaid date and time.

E-voting is optional. The detailed procedure in this regard is enumerated in Note No. 13 to the Postal Ballot Notice.

Last date for Receipt of Postal Ballot Form by the Scrutinizer is Friday, the 29th March, 2019 upto 5.00 P.M. (IST).

INSTRUCTIONS

1. A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed postage pre-paid envelope. Envelopes containing Postal Ballots, if deposited in person or sent by courier or registered/speed post at the expense of the Member will also be accepted.
2. This Form should be completed and signed by the Member (as per the specimen signature registered with the Company/ Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Member and in his absence, by the next named Member.
3. In case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Authorisation. Where the form has been signed by a representative of the President of India or of the Governor of a State, a certified copy of the nomination should accompany the Postal Ballot Form.
4. The consent must be accorded by recording the assent or dissent, by placing a tick mark (✓) in the appropriate column.
5. Incomplete, unsigned, incorrect, improperly tick-marked, defaced or mutilated Postal Ballot Forms are liable to be rejected.
6. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 5.00 P.M. (IST) on Friday, the 29th March, 2019. All Postal Ballot Forms received after this date will be treated as if reply from such Member has not been received.
7. A Member desirous of obtaining a duplicate Postal Ballot Form, may write to the Company at its registered office or its Registrar and Share Transfer Agents, C. B. Management Services Private Limited, P - 22, Bondel Road, Kolkata – 700 019. The duplicate Postal Ballot Form may also be downloaded from the Company's website www.narmadagelatin.com. However, the duly completed and signed Duplicate Postal Ballot Form should reach the Scrutinizer on or before 5.00 P. M. (IST) on Friday, the 29th March, 2019.
8. The exercise of the vote through Postal Ballot is not permitted through a proxy.
9. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed postage pre-paid self-addressed envelope.
10. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Members on the cut-off date i.e. Friday, the 22nd February, 2019.
11. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final.
12. The result of the voting by Postal Ballot will be announced on or before Saturday, the 30th March, 2019 and displayed on the Notice Board of the Company at its Registered Office and the Corporate Office, intimated to the stock exchanges, hosted on the website of the Company and National Securities Depository Limited ("NSDL").
13. **E-voting:** in compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Section 108 of the Companies Act, 2013 read with the Rules made thereto, the Company is providing E-voting facility through e-voting platform of NSDL as an alternate which would enable the Members to cast votes electronically, instead of sending Physical Ballot Form. Please note that E- voting is optional. In case a Member has voted through E-voting facility, he/she is not required to send the Physical Ballot Form. In case Member(s) cast their votes via both modes i.e., Physical Ballot as well as E-voting, then voting done through E-voting shall prevail and Physical Voting of that Member shall be treated as invalid. Members are requested to refer to the Notice and notes thereto for detailed instructions with respect to E- voting.