

DR. ASIM KUMAR CHATTOPADHYAY

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Scrutinizer Report

Scrutinizer Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act 2013 read with Rules 20 of the Companies (Management & Administration) rules 2014 as amended by Companies (Management & Administration) Amendment Rules, 2015 and also voting through Ballot system at the 59th Annual General Meeting of NARMADA GELATINES LIMITED [CIN: L24111MP1961PLC016023] having its Registered Office at 28, CARAVS, 15 Civil Lines, Jabalpur – 482001, M.P.

I, Dr. Asim Kumar Chattopadhyay, Practising Company Secretary had been appointed as the Scrutinizer by the Board of Directors of the Narmada Gelatines Limited pursuant to Section 108 of the Companies Act, 2013 (“the Act”) read with Rules 20 of the Companies (Management & Administration) rules 2014 as amended by Companies (Management & Administration) Amendment Rules, 2015 to conduct remote e-voting as well as voting process at the AGM Venue in respect of below mentioned resolutions proposed, at the 59th Annual General Meeting (AGM) of Equity Shareholders of Narmada Gelatines Limited on Friday, 25th September, 2020 at 11:30 a.m.

In view of Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read together with circulars dated April 8, 2020 and April 13, 2020 permitted convening the Annual General Meeting (“AGM” / “Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the members at a common venue. In case the company has taken or received permission from the relevant authorities to conduct the AGM at its registered office or at any other place as provided under section 96 of the Act, after following any advisories issued from such authorities, the company may hold such meeting with physical presence of some members. In accordance with the above mentioned MCA Circulars, provisions of the Companies Act, 2013 (‘the Act’), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and with the permission of the concerned authorities, the AGM of the Company was held with physical presence of the members as provided under Section 96 of the Act.

On the basis of the Register of Members and the List of beneficiary owners made available by the Depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on September 18, 2020, the Cut-off date for the purpose of Remote E-voting, the company had duly sent through registered email the Notice of the AGM.



In terms of the Notice of the AGM dated June 29 , 2020, Remote E-Voting was opened for three days from September 22, 2020 (from 09.00 A.M.) to September 24, 2020 (till 05.00 P.M.) and the Members were given option to cast their votes electronically for exercising their voting rights by Assenting or Dissenting the concerned Ordinary Resolutions in the Notice of the 59th Annual General Meeting of the company on the E-Voting platform provided by Central Depository Services (India) Limited (CDSL).

As required in the Rules, I unblocked the Remote E-Voting on the platform provided by CDSL on September 25, 2019 at 2.00 P.M. after the completion of the Voting process in the presence of two Witnesses who are not in the employment of the company and who have signed below in confirmation of the votes being unblocked in their presence.

Based on the results made available to me, 17 (Seventeen) Members have cast their votes on the E-Voting platform and 14 (Fourteen) Members by ballot in the AGM Venue, I submit herewith **Annexure I** as prescribed by SEBI.

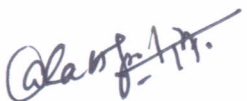


A. K. Chattopadhyay
Practising Company Secretary
FCS - 2303 : CP - 880
PR - 792 / 2020

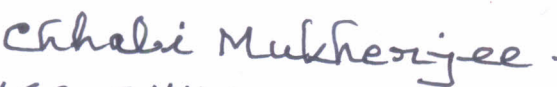
DR. ASIM KUMAR CHATTOPADHYAY
Practising Company Secretary
FCS 2303 CP 880
PR-792/2020
UDIN : F002303B000773691

Dated : 25th September, 2020

1. Witness:


AYAN CHATTOPADHYAY
PAN:- AHGPC4864R.

2. Witness:


MISS CHHABI MUKHERJEE
PAN : AMTPM 7588E

Narmada Gelatines Limited
 Regd. Office : Caravs, Room No. 28,
 15, Civil Lines,
 Jabalpur - 482 001

Annexure I

Date of the 59th Annual General Meeting	25th September, 2020
Total number of shareholders on record date / Cut off date	2755
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	1
Public:	19
No. of Shareholders attended the meeting through Video Conferencing	N.A.
Promoters and Promoter Group:	N.A.
Public:	N.A.

Agenda- wise disclosure (to be disclosed separately for each agenda item)


Resolution required: (Ordinary) No. 1	<i>To consider and adopt the audited Financial Statements of the Company for the year ended 31st March, 2020 including the Reports of the Board of Directors and Auditors thereon and in this respect to consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution</i>
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	4537189	4537189	100.0000	4537189	0	100.0000	0.0000
	Poll (Ballot in AGM)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		4537189	4537189	100.0000	4537189	0	100.0000
Public-Institutions	E-Voting	350	0	0.0000	0	0	0.0000	0.0000
	Poll (Ballot in AGM)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		350	0	0.0000	0	0	0.0000
Public-Non - Institutions	E-Voting	1512048	262378	17.3525	262378	0	100.0000	0.0000
	Poll (Ballot in AGM)		3269	0.2162	3269	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1512048	265647	17.5687	265647	0	100.0000
Total		6049587	4802836	79.3911	4802836	0	100.0000	0.0000

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 PR - 792 / 2020

Resolution required: (Ordinary) No.2	To declare dividend on equity shares for the financial year ended 31st March, 2020 and in this respect to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution
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	4537189	4537189	100.0000	4537189	0	100.0000	0.0000
	Poll (Ballot in AGM)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		4537189	4537189	100.0000	4537189	0	100.0000
Public-Institutions	E-Voting	350	0	0.0000	0	0	0.0000	0.0000
	Poll (Ballot in AGM)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		350	0	0.0000	0	0	0.0000
Public-Non - Institutions	E-Voting	1512048	262378	17.3525	262378	0	100.0000	0.0000
	Poll (Ballot in AGM)		3269	0.2162	3269	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1512048	265647	17.5687	265647	0	100.0000
Total		6049587	4802836	79.3911	4802836	0	100.0000	0.0000


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 ICS - 2303 : CP - 880
 PR - 792 / 2020

Resolution required: (Ordinary) No.3	To appoint a director in place of Ms. Drushti R. Desai (DIN 00294249), who retires by rotation and, being eligible, offers herself for re- appointment and in this respect to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:
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	4537189	4537189	100.0000	4537189	0	100.0000	0.0000
	Poll (Ballot in AGM)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		4537189	4537189	100.0000	4537189	0	100.0000
Public-Institutions	E-Voting	350	0	0.0000	0	0	0.0000	0.0000
	Poll (Ballot in AGM)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		350	0	0.0000	0	0	0.0000
Public-Non - Institutions	E-Voting	1512048	262378	17.3525	262378	0	100.0000	0.0000
	Poll (Ballot in AGM)		3269	0.2162	3269	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1512048	265647	17.5687	265647	0	100.0000
Total		6049587	4802836	79.3911	4802836	0	100.0000	0.0000

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FORM NO. MGT-13

Report of Scrutinizer(s)

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

The Chairman
Narmada Gelatines Limited
Regd. Office : Caravs, Room No. 28,
15, Civil Lines, Jabalpur - 482 001

Re: 59th Annual General Meeting of the **Equity Shareholders of Narmada Gelatines Limited** on 25th September 2020.

Sir,

We, Dr. Asim Kumar Chattopadhyay, Practising Company Secretary and Mr. Tapan Badkul, Cost Accountant in Practice have been appointed as Scrutinizers for the purpose of the E- Voting / & Ballot Voting in the AGM Venue for the below mentioned Resolutions at the meeting of the Equity Shareholders of **Narmada Gelatines Limited** on 25th September 2020 at Jabalpur. Our Report is given below:

After the closing of the ballot voting, the locked ballot box was subsequently opened in the present of scrutinizer. The ballot papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies as the case may be lodged with the Company.

The ballot papers, which were incomplete and /or which were otherwise found defective have been treated as invalid and kept separately.

The result of the Ballot Voting in the **AGM** is as under :

Resolutions	Number of members present and voting (in person or by proxy)	Number of valid votes cast by them	No of valid votes cast in favour of the Resolution	% of valid votes cast in favour of the Resolution	No of valid votes cast against the Resolution	% of valid votes cast against the Resolution	Number of invalid votes
Resolution required: (Ordinary) No. 1 To consider and adopt the audited Financial Statements of the Company for the year ended 31st March, 2020 including the Reports of the Board of Directors and Auditors thereon and in this respect to consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:	14	3269	3269	100	Nil	Nil	Nil




Resolution required: (Ordinary) No.2 To declare dividend on equity shares for the financial year ended 31st March, 2020 and in this respect to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:	14	3269	3269	100	Nil	Nil	Nil
Resolution required: (Ordinary) No.3 To appoint a director in place of Ms. Drushti R. Desai (DIN 00294249), who retires by rotation and, being eligible, offers herself for re- appointment and in this respect to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:	14	3269	3269	100	Nil	Nil	Nil

The ballot papers and all other relevant records were handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,


A. K. Chattopadhyay
 Practising Company Secretary
 FCS - 2303 : CP - 880
 PR - 792 / 2020

Dr. Asim Kumar Chattopadhyay
 Practising Company Secretary
 FCS - 2303, CP - 880
 Dated : 25th September, 2020

UDIN: F002303B000776285





Mr. Tapan Badkul
 Cost Accountant in Practice
 M. No.23394
 Dated: 25th September, 2020