

## DR. ASIM KUMAR CHATTOPADHYAY

M. COM., Ph.D. (Appl.Eco.), LL.B., F.C.M.A., F.C.S., D.Litt.

### "MATRI ASHIS"

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### SCRUTINIZER'S REPORT

Report to the Chairman of the Board of Directors of Narmada Gelatines Limited, a company incorporated under the Companies Act, 1956 and having its Registered Office at 28 CARAVS, 15 Civil Lines, Jabalpur – 482 001 ( hereinafter referred to as " the Company " ) on the Remote E-Voting conducted by the Company to Pass the items on the Agenda as contained in the Notice dated 7<sup>th</sup> August, 2018 .

1. In terms of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of Section 108 of the Companies Act, 2013 read with Rule 20(ix) of the (Companies Management & Administration) Rules, 2014, I have been duly appointed as Scrutinizer by the Company to the Remote E-Voting process for passing the items on the Agenda as contained in the Notice dated 7<sup>th</sup> August, 2018.
2. 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 19th September, 2018, the Cut-off date for the purpose of E-Voting , the company completed duly dispatch of the Notice of E-Voting.
3. In terms of the aforesaid Notice, E-Voting was opened for three days from 23<sup>rd</sup> September, 2018 (9:00 am) and ends on 25<sup>th</sup> September, 2018 (5:00 pm) and the Members were given Option to cast their votes electronically for exercising their voting rights by Assenting or Dissenting the concerned Ordinary / Special Resolutions as the case may be in the Notice of the 57<sup>th</sup> Annual General Meeting of the company on the E-Voting platform provided by Central Depository Services (India) Limited (CDSL).
4. As required in the Rules, I unblocked the E-Voting on the platform provided by CDSL on 26<sup>th</sup> September, 2018 after the completion of the AGM ( 1:00 pm) in the presence of Two Witnesses as signed below:

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5. Based on the results made available to me, 5 (Five) Members have cast their votes on the E-Voting platform and 16 (Sixteen) Members by ballot in the AGM, I submit herewith Annexure I as prescribed by SEBI.

*Bishnumoy Nandan*  
1. Witness: BISHNUMOY NANDAN  
546801707923

*Sukhen Chakraborty*  
2. Witness: SUKHEN CHAKRABORTY  
753720314953

*A. K. Chattopadhyay*

A. K. Chattopadhyay  
Company Secretary  
C. P. No. 880 (Whole Time)  
FCS - 2303

**DR. ASIM KUMAR CHATTOPADHYAY**  
Practising Company Secretary  
FCS 2303 CP 880  
Dated : 26<sup>th</sup> September, 2018

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

Annexure I

Format for Voting Results

Date of the AGM	26th September, 2018
Total number of shareholders on record date / Cut off date	2596
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

"RESOLVED THAT the audited Financial Statements of the Company for the year ended 31st March, 2018, including the Balance Sheet as at that date and the Statement of Profit and Loss Account and the Cash Flow Statement for the year ended on that date together with the Reports of the Directors and Auditors thereon as laid before this Meeting be and are hereby approved and adopted."

Whether promoter/ promoter group are interested in the agenda/resolution? NO

Category	Made 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	4537189	0	100	0
	Poll (Ballot in AGM)	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	4537189	4537189	100	4537189	0	100	0
Public- Institutions	E-Voting	-	-	-	-	-	-	-
	Poll (Ballot in AGM)	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	0	0	0	0	0	0	0
Public- Non - Institutions	E-Voting	247779	247779	100	247779	0	100	0
	Poll (Ballot in AGM)	5865	5865	100	5865	0	100	0
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	253644	253644	100	253644	0	100	0
Total		4790833	4790833	100	4790833	0	100	0

M. Chaitopadhyay  
 Secy  
 CP-880

For Narmada Gelatines Ltd.

*(Signature)*  
 Mahesh Verma  
 Company Secretary

Resolution required: (Ordinary) No. 2	"RESOLVED THAT in accordance with the recommendation of the Board of Directors, dividend @ 40% i.e. Rs. 4.00 per Equity Share of Rs. 10/- each fully paid-up, be and is hereby declared in respect of the financial year ended 31st March, 2018 and that the Dividend be paid to those Equity Shareholders whose names appear on the Register of Equity Shareholders as on 19th September, 2018 or to their mandatees."
Whether promoter/ promoter group are interested in the agenda/resolution? <b>NO</b>	

Category	Made 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	4537189	0	100	0
	Poll ( Ballot in AGM)	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	4537189	4537189	100	4537189	0	100	0
Public- Institutions	E-Voting	-	-	-	-	-	-	-
	Poll ( Ballot in AGM)	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	0	0	0	0	0	0	0
Public- Non - Institutions	E-Voting	247779	247779	100	247779	0	100	0
	Poll ( Ballot in AGM)	5865	5865	100	5865	0	100	0
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	253644	253644	100	253644	0	100	0
Total		4790833	4790833	100	4790833	0	100	0



For Narmada Gelatines Ltd.

*Maresh Verma*  
Maresh Verma  
Company Secretary

Resolution required: (Ordinary) No.3

"RESOLVED THAT Ms Druшти R. Desai (DIN 00294249), Director of the Company, who retires by rotation and being eligible offers herself for re-appointment be and is hereby re-appointed, as a Director of the Company, liable to retire by rotation."

Whether promoter/ promoter group are interested in the agenda/resolution? **NO**

Category	Made 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	4537189	0	100	0
	Poll ( Ballot in AGM)	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	4537189	4537189	100	4537189	0	100	0
Public- Institutions	E-Voting	-	-	-	-	-	-	-
	Poll ( Ballot in AGM)	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	0	0	0	0	0	0	0
Public- Non - institutions	E-Voting	247779	247779	100	247779	0	100	0
	Poll ( Ballot in AGM)	5865	5865	100	5865	0	100	0
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	253644	253644	100	253644	0	100	0
Total		4790833	4790833	100	4790833	0	100	0

For Narmada Gelatines Ltd.



Mahesh Verma  
Company Secretary



A. K. Chattopadhyay  
Company Secretary  
C. P. No. 880 (Whole Time)  
FCS - 2303

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: 57<sup>th</sup> Annual General Meeting of the Equity Shareholders of Narmada Gelatines Limited on 26<sup>th</sup> September 2018.

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 26<sup>th</sup> September 2018 on 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  "RESOLVED THAT the audited Financial Statements of the Company for the year ended 31st March, 2018, including the Balance Sheet as at that date and the Statement of Profit and Loss Account and the Cash Flow Statement for the year ended on that date together with the Reports of the Directors and Auditors thereon as laid before this Meeting be and are hereby approved and	16	5865	5865	100	Nil	Nil	Nil ONE EQUITY

Asim Chattopadhyay  
Co. Secy




adopted." Resolution required: (Ordinary) No.2  "RESOLVED THAT in accordance with the recommendation of the Board of Directors, dividend @ 40% i.e. Rs. 4.00 per Equity Share of Rs. 10/- each fully paid-up, be and is hereby declared in respect of the financial year ended 31st March, 2018 and that the Dividend be paid to those Equity Shareholders whose names appear on the Register of Equity Shareholders as on 19th September, 2018 or to their mandatees."	16	5865	5865	100	Nil	Nil	None Filing
Resolution required: (Ordinary) No.3  "RESOLVED THAT Ms Drushti R. Desai (DIN 00294249), Director of the Company, who retires by rotation and being eligible offers herself for re-appointment be and is hereby re-appointed, as a Director of the Company, liable to retire by rotation."	16	5865	5865	100	Nil	Nil	None Filing



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  
Company Secretary  
C. P. No. 880 (Whole Time)  
FCS - 2303

**Dr. Asim Kumar Chattopadhyay**  
**Practising Company Secretary**  
**FCS - 2303, CP - 880**  
**Dated : 26<sup>th</sup> September, 2018**

  
  
**Mr. Tapas Baghel**  
**Cost Accountant in Practice**  
**M. No. 23994**  
**Dated: 26<sup>th</sup> September, 2018**