

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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Kolkata-700035.**

(Near Alambazar Govt. Quarters)

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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 61st Annual General Meeting of NARMADA GELATINES LIMITED [CIN: L24111MP1961PLC016023] having its Registered Office at 28, CARAVS, 15 Civil Lines, Jabalpur – 482001, M.P. which was held on September 22, 2022 at 12.00 Noon.

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 resolutions proposed, at the 61st Annual General Meeting (AGM) of Equity Shareholders of Narmada Gelatines Limited on Thursday, September 22, 2022 at 12.00 Noon.

In accordance with the Act, read with the Rules made thereunder and General Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs ("MCA") followed by Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021 and No. 02/2022 dated May 05, 2022 issued by the Ministry of Corporate Affairs ("MCA") and all other relevant circulars issued from time to time (collectively referred to as "MCA Circulars"). Companies are allowed to hold the Annual General Meeting ("AGM") through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. However the company had 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 and accordingly the physical meeting was conducted at Hotel Narmada Jacksons, South Civil Lines, Jabalpur-M.P.

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 15, 2022, the Cut-off date** for the purpose of Remote E-voting as well E-Voting at the AGM, the company had duly sent through email the Notice of the AGM dated May 27, 2022 to the members whose E-mail address registered with the Registrar & Share Transfer Agent (RTA).



In terms of the Notice of the AGM dated May 27, 2022, Remote E-Voting was opened for three days from September 19, 2022 (from 09.00 A.M.) to September 21, 2022 (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 61st Annual General Meeting of the company on the Remote E-Voting platform provided by Central Depository Services (India) Limited (CDSL).

My responsibility as scrutinizer for the remote e-voting and the voting conducted at the AGM venue is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and Rules relating to the remote e-voting and the vote casting at the AGM venue on resolutions contained in the notice of the AGM.

As required in the Rules, I unblocked the Remote E-Voting on the platform provided by CDSL on September 22, 2022 after the completion of the AGM at 01:05P.M. 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, 11 Members have cast their votes on the Remote E-Voting platform and 21 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

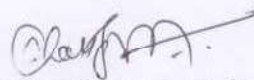
FCS 2303 CP 880

PR-792/2020

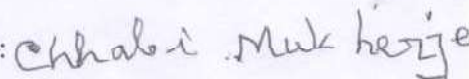
UDIN : F002303D001024093

Dated : September 22, 2022

1. Witness:


AVAM CHATTOPADHYAY
DLNo: WQ1520130165346

2. Witness:


PAN: AMTPM7588E

NARMADA GELATINES LIMITED

Date of the AGM	22.09.2022
Total number of shareholders on record date (15.09.2022)	3590
No. of shareholders present in the meeting either in person or through proxy	23
Promoters and Promoter Group:	1
Public:	22
No. of shareholders attended the meeting through Video Conferencing	0
Promoters and Promoter Group:	0
Public:	0

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

Resolution No : 1 - To consider and adopt the audited Financial Statements of the Company for the year ended 31st March, 2022, including the Reports of the Board of Directors and Auditors thereon

Resolution required : (Ordinary/ Special)	Ordinary
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	100.000	4537189	0	100.000	0.000
	Poll	0	0	0.000	0	0	0.000	0.000
	Postal Ballot (If applicable)	0	0	0.000	0	0	0.000	0.000
	Total	4537189	4537189	100.000	4537189	0	100.000	0.000
Public - Institutions	E-Voting	0	0	0.000	0	0	0.000	0.000
	Poll	350	0	0.000	0	0	0.000	0.000
	Postal Ballot (If applicable)	0	0	0.000	0	0	0.000	0.000
	Total	350	0	0.000	0	0	0.000	0.000
Public - Non Institutions	E-Voting	1512048	255341	16.887	255341	0	100.000	0.000
	Poll	0	3599	0.238	3599	0	100.000	0.000
	Postal Ballot (If applicable)	0	0	0.000	0	0	0.000	0.000
	Total	1512048	258940	17.125	258940	0	100.000	0.000
Total		6049587	4796129	79.280	4796129	0	100.000	0.000

Category	No of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public Non Institutions	0

A. K. Chattopadhyay
A. K. Chattopadhyay
 Practising Company Secretary
 FCS - 2303 : CP - 88Q
 PR - 792 / 2020

Resolution No : 2 - To declare dividend on equity shares for the financial year ended 31st March, 2022

Resolution required : (Ordinary/ Special)	Ordinary
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	100.000	4537189	0	100.000	0.000
	Poll	4537189	0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total	4537189	4537189	100.000	4537189	0	100.000	0.000
Public - Institutions	E-Voting		0	0.000	0	0	0.000	0.000
	Poll	350	0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total	350	0	0.000	0	0	0.000	0.000
Public-Non institutions	E-Voting		255341	16.887	255341	0	100.000	0.000
	Poll	1512048	3599	0.238	3599	0	100.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total	1512048	258940	17.125	258940	0	100.000	0.000
Total		6049587	4796129	79.280	4796129	0	100.000	0.000

Details of invalid votes	
Category	No of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public Non Institutions	0



Resolution No : 3 - To appoint a director in place of Mrs. Drushti R Desai (DIN 00294249), who retires by rotation and, being eligible, offers herself for re-appointment.

Resolution required : (Ordinary/ Special)	Ordinary	No
Whether promoter/ promoter group are interested in the agenda/ resolution ?		

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	100.000	4537189	0	100.000	0.000
	Poll	4537189	0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)	0	0	0.000	0	0	0.000	0.000
	Total	4537189	4537189	100.000	4537189	0	100.000	0.000
Public - Institutions	E-Voting	0	0	0.000	0	0	0.000	0.000
	Poll	350	0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)	0	0	0.000	0	0	0.000	0.000
	Total	350	0	0.000	0	0	0.000	0.000
Public-Non Institutions	E-Voting	1512048	255341	16.887	255341	0	100.000	0.000
	Poll	1512048	3599	0.238	3599	0	100.000	0.000
	Postal Ballot (if applicable)	0	0	0.000	0	0	0.000	0.000
	Total	1512048	258940	17.125	258940	0	100.000	0.000
Total		6049587	4796129	79.280	4796129	0	100.000	0.000

Details of invalid votes	
Category	No of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public Non Institutions	0



Resolution No : 4 : To re-appoint M/s Lodha & Co., Chartered Accountants (Firm Registration No. 301051E) as the Statutory Auditors of the Company.

Resolution required : (Ordinary/ Special)	Ordinary	No
Whether promoter/ promoter group are interested in the agenda/ resolution ?		

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	100.000	4537189	0	100.000	0.000
	Poll	0	0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)	0	0	0.000	0	0	0.000	0.000
	Total	4537189	4537189	100.000	4537189	0	100.000	0.000
Public - Institutions	E-Voting	0	0	0.000	0	0	0.000	0.000
	Poll	350	0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)	0	0	0.000	0	0	0.000	0.000
	Total	350	0	0.000	0	0	0.000	0.000
Public -Non Institutions	E-Voting	1512048	255341	16.887	255341	0	100.000	0.000
	Poll	0	3599	0.238	3599	0	100.000	0.000
	Postal Ballot (if applicable)	0	0	0.000	0	0	0.000	0.000
	Total	1512048	258940	17.125	258940	0	100.000	0.000
Total		6049587	4796129	79.280	4796129	0	100.000	0.000

Category	No of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public Non Institutions	0



Resolution No : 5 - To appoint Mr. Gaurang Arunkumar Shah (DIN 07561977) as Director of the Company.

Resolution required : (Ordinary/ Special)	Ordinary
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	100.000	4537189	0	100.000	0.000
	Poll	4537189	0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total	4537189	4537189	100.000	4537189	0	100.000	0.000
Public - Institutions	E-Voting		0	0.000	0	0	0.000	0.000
	Poll	350	0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total	350	0	0.000	0	0	0.000	0.000
Public Non Institutions	E-Voting		255341	16.887	255341	0	100.000	0.000
	Poll	1512048	3599	0.238	3599	0	100.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total	1512048	258940	17.125	258940	0	100.000	0.000
Total		6049587	4796129	79.280	4796129	0	100.000	0.000

Details of invalid votes	
Category	No of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public Non Institutions	0

A.K. Chattopadhyay

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

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: 61st Annual General Meeting of the Equity Shareholders of Narmada Gelatines Limited on 22nd September 2022.

Sir,

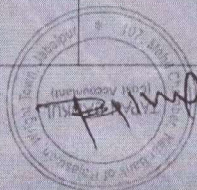
We, Dr. Asim Kumar Chattopadhyay, Practising Company Secretary and Mr. Tapan Badkul, Cost Accountant in Practice have been appointed as Scrutinizers for the purpose of the Remote E- Voting / & Ballot Voting in the AGM Venue for the below mentioned Resolutions at the meeting of the Equity Shareholders of **Narmada Gelatines Limited** on 22nd September 2022 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, Mr. Tapan Badkul. 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 : (Ordinary) No. 1 To consider and adopt the audited Financial Statements of the Company for the year ended 31st March, 2022 including the Reports of the Board of Directors and Auditors thereon and in this respect to consider and if thought fit, to pass the following resolution as an Ordinary Resolution	21	3599	3599	100	NIL	NIL	NIL
Resolution : (Ordinary) No.2 To declare dividend on equity shares for the financial year ended 31st March, 2022 and in this respect to consider and if thought fit, to pass, the following resolution as an Ordinary Resolution	21	3599	3599	100	NIL	NIL	NIL



Resolution : (Ordinary) No.3 To appoint a director in place of Mrs. 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, the following resolution as an Ordinary Resolution	21	3599	3599	100	NIL	NIL	NIL
Resolution : (Ordinary) No.4 To re-appoint M/s Lodha & Co., Chartered Accountants (Firm Registration No. 301051E) as the Statutory Auditors of the Company and in this respect to consider and if thought fit, to pass, the following resolution as an Ordinary Resolution	21	3599	3599	100	NIL	NIL	NIL
Special Business : Resolution : (Ordinary) No.5 To appoint Mr. Gaurang Arunkumar Shah (DIN - 07561877) as director of the Company and in this respect to consider and if thought fit, to pass the following resolution as an Ordinary Resolution	21	3599	3599	100	NIL	NIL	NIL

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

Thanking you,

Yours faithfully,

A. K. Chattopadhyay

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- 729/2020
UDIN - F002303D001024126
Dated : 22nd September, 2022



Mr. Tapan Badkul
Cost Accountant in Practice
Membership No. 23394
UDIN - 2223394ZZOTUA17WOG
Dated: 22nd September, 2022