

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Sixty-fourth Annual General Meeting of the Members of Narmada Gelatines Limited will be held on Monday, 22<sup>nd</sup> September, 2025 at 11.00 a.m. (IST), via video conferencing/ other audio visual means ("VC/OAVM") to transact the following business:

### ORDINARY BUSINESS

1. To receive consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2025 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:

**"RESOLVED THAT** the Audited Standalone and Consolidated Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2025, 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."

2. To declare dividend on equity shares for the financial year ended 31<sup>st</sup> March, 2025 and in this respect to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** in accordance with the recommendation of the Board of Directors, dividend @ 100% i.e. ₹10.00 per Equity Share of ₹10/- each fully paid-up, be and is hereby declared in respect of the financial year ended 31<sup>st</sup> March, 2025 and that the dividend be paid to those Equity Shareholders whose names appear on the Register of Equity Shareholders as on 15<sup>th</sup> September, 2025 or to their mandatees."

3. To approve revision in the Remuneration of M/s Lodha & Co. LLP, Chartered Accountants, (Firm Registration No. 301051E), Statutory Auditors of the Company, for the remaining tenure of their existing term of five consecutive years, the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 142 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof and in accordance with Regulation 18(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Part-C of Schedule-II for the time being in force), and in furtherance to the resolution passed by the Members at the Annual General Meeting held on September 22, 2022, with respect to re-appointment and remuneration payable to M/s Lodha & Co. LLP, Chartered Accountants, (Firm Registration No. 301051E), Statutory Auditors of the Company, and pursuant to the recommendation of the Audit Committee and Board of Directors, the remuneration payable to the Statutory Auditors be and is hereby modified, with the authority to the Board of Directors (including its committee) to alter and vary the terms of their remuneration during the remaining tenure of their appointment at such remuneration as may be mutually agreed between the Board of Directors of the company and the Statutory Auditors".

**"RESOLVED FURTHER THAT"** the Board of Directors of the Company be and hereby authorised to alter and/or vary the terms and conditions of the appointment including the remuneration payable during the terms of his tenure as may be mutually to be agreed upon between the Statutory auditors and the Board of directors."

4. To approve re-appointment of Shri S. Annamalai (DIN: 00001381) as a Non-Executive & Non-Independent Director of the Company and in this respect to consider and, if thought fit, to pass the following resolution as a Special Resolution:

**"RESOLVED THAT** consent of the members be and is hereby accorded, pursuant to the provisions of Section 152(6) of the Companies Act, 2013, for re-appointment of Shri S. Annamalai (DIN: 00001381), who retires by rotation and being eligible offers himself for re-appointment, as a Non-Executive, Non-Independent Director of the Company, subject to retirement by rotation.

**RESOLVED FURTHER THAT** pursuant to the provisions of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, consent of the members be and is hereby also accorded for reappointment and continuation of Mr. S. Annamalai, who has attained the age of 78 years, as a Non-Executive Director of the Company as long as he continues in the office of the Director of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other officer(s) / authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

### SPECIAL BUSINESS

5. To consider and approve, Appointment of Dr. Asim Chattopadhyay, Company Secretaries in Practice, as the Secretarial Auditor for a period of 5 years and in this respect to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provision of Section 204(1) of the Companies Act, 2013 & Rule 9 of the Companies (Appointment and Remuneration of Personnel) Rules, 2014 and other applicable provisions, if any of the Companies Act, 2013 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with circular issued thereunder to the extend applicable, other applicable regulations framed by the Securities and Exchange Board of India in this regard, consent of the members be and is hereby accorded for appointment of Dr. Asim Chattopadhyay (FCS. No. 2303) (COP No. 880) Company Secretary in Practice as Secretarial Auditor of the company for a period of five years i.e. from FY 2025-26 to FY 2029-2030 at a remuneration to be mutually agreed upon between the Board of Directors and Secretarial Auditor.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, things and take all such steps as may be necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto."



**"RESOLVED FURTHER THAT"** the Board of Directors of the Company be and hereby authorised to alter and/or vary the terms and conditions of the appointment including the remuneration payable during the terms of his tenure as may be mutually to be agreed upon between the Secretarial auditors and the Board of directors."

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

**Mahima Patkar**  
Company Secretary

Place: Jabalpur  
Date: 13<sup>th</sup> August, 2025

Registered Office:  
CARAVS, Room No. 28,  
15, Civil Lines, Jabalpur - 482001

**Notes:**

**Virtual Meeting:**

1. The Ministry of Corporate Affairs ("MCA") has vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being 9/2024 dated September 19, 2024, (collectively referred to as "MCA Circulars") has permitted the companies to hold their Annual General Meeting ("AGM") through Video Conference ("VC") or through Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. In compliance with the 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 Secretarial Standard-2 on General Meetings ("SS-2") issued by The Institute of Company Secretaries of India and MCA Circulars, the 64<sup>th</sup> AGM of the Company is being held through VC/OAVM on Monday, Sept. 22, 2025, at 11:00 a.m. (IST). The proceedings of the AGM are deemed to be conducted at the Registered Office of the Company situated at CARAVS R.No.28 CIVIL LINES, JABALPUR, Madhya Pradesh, India, 482001.
2. PURSUANT TO THE PROVISIONS OF THE COMPANIES ACT, 2013, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THE ANNUAL GENERAL MEETING AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THE NOTICE.

**Authorized Representative:**

3. Corporate / Institutional members intending to send their authorized representatives to attend and vote at the AGM pursuant to Section 113 of the Act, are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting or to vote through remote e-voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by e-mail at [jainadinath@gmail.com](mailto:jainadinath@gmail.com).

**Quorum:**

4. The Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 102 of the Act.
5. In case voting by joint holders, voting by such joint holders who is higher in the order of the names as per the Register of Members of the company as of the cut-off date, will be counted for the purpose of this meeting.

**Dispatch of Annual Report:**

6. In accordance with the MCA Circulars and the Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/ PoD2/P/CIR/2023/4 dated January 5, 2023, SEBI/ HO/CFD/ CFD-PoD-2/P/ CIR/2023/167 dated October 07, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by Securities and Exchange Board of India (collectively referred to as "SEBI Circulars"), the Notice of the AGM along with the Annual Report for FY 2024-25 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depository Participants ("DPs"). Additionally, in accordance with Regulation 36(1)(b) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is also sending a letter to shareholders whose e-mail addresses are not registered with Company/Registrar/DP providing the weblink of Company's website from where the Annual Report for FY 2024-25 can be accessed.
7. Those Members who are holding shares in physical form and have not updated their e-mail ids with the Company, are requested to update the same by submitting a duly filled and signed Form ISR-1 along with self-attested copy of the PAN Card, and self-attested copy of any document as address proof (e.g. Driving License, Voter Identity Card, Passport, Masked Aadhaar, etc.), to the Company's RTA at the below mentioned address or by e-mail to [rta@cbmsl.com](mailto:rta@cbmsl.com).

**Process for obtaining physical copy of Annual Report**

8. The Company shall send the physical copy of Annual Report for FY 2024-25 to those Members who have made a request for the same, either to the RTA or the Company. Additionally, any member who desires to get a physical copy of the Annual Report FY 2024-25, may request for the same by sending an email to the company at [ngljb@rediffmail.com](mailto:ngljb@rediffmail.com) mentioning their Folio No./DP ID and Client ID.



9. In line with the Ministry of Corporate Affairs ('MCA') Circular No 17/2020 dated 13<sup>th</sup> April, 2020, Members may also note that The Notice of the 64<sup>th</sup> AGM along with Annual Report for the financial year 2024-25, is available on the website of the Company at [https://narmadagelatines.com/annual\\_report.html](https://narmadagelatines.com/annual_report.html), on the website of Stock Exchanges i.e. BSE Limited [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. <https://www.evotingindia.com>.

**Details of Directors seeking appointment/re-appointment:**

10. Details as required In Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per provisions mentioned in clause 1(1.2.5) of the Secretarial Standard - 2 on 'General Meetings issued by the Council of the Institute of Company Secretaries of India and approved by the Central Government in respect of the Directors seeking re-appointment at the AGM, are annexed to this Notice and in the Corporate Governance Report forming part of the Annual Report.

**Explanatory Statement:**

11. The Explanatory Statement pursuant to Section 102 of the Act in respect of the business under Item 4 and Item 5 set out above, are annexed herewith.

**Procedure for inspection of documents**

12. Documents referred to in the accompanying Notice of the 64<sup>th</sup> AGM and the Explanatory Statement shall be available at the Registered Office of the Company for inspection on all working days except Saturday, between 11:00 A.M. to 01:00 P.M. (IST) upto the date of the Meeting.
13. The register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Act, the register of Contracts of Arrangements in which the Directors are interested, maintained under Section 189 of the Act shall be made available for inspection by the Members during AGM.

**14. Common Online Dispute Resolution Portal:**

SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE\_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/ OIAE\_IAD-1/P/CIR/2023/135 dated August 04, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE\_ IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting options to resolve their grievances with the RTA/ Company directly or through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal at <https://smartodr.in/login>.

**Green Initiative:**

15. Members are also requested to inform their correct e-mail address, if any, to the Depositories (if shares held in demat form) and to the Registrars and share transfer agents by visiting their website namely "[www.cbsl.com/green.php](http://www.cbsl.com/green.php)" (if shares held in physical form) in compliance of Green Initiative as per circular No. 17/2011 dated 21.04.2011 and 18/2011 dated 29.04.2011 issued by Ministry of Corporate Affairs to facilitate the company to send notice/documents through e-mail.

**Dividend Related Information:**

16. Dividend –Key Dates

**Record Date:**

Monday, 15<sup>th</sup> September, 2025

(for determining the entitlement of Members to the final dividend for the year ended March 31<sup>st</sup>, 2025)

**Date of Payment:**

after Tuesday, 23<sup>rd</sup> September, 2025

17. Dividend on Equity shares, if declared at the Meeting will be credited / dispatched after 23<sup>rd</sup> September, 2025 **subject to deduction of tax at source ("TDS")**, to those members whose names appear on the Company's Register of Members as on 15<sup>th</sup> September, 2025 (Record Date). In respect of shares held in electronic mode, the dividend will be paid to members whose names are furnished by the National Security Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as the beneficial owners on 15<sup>th</sup> September, 2025.

Members holding shares in demat form are hereby informed that bank particulars registered with their respective DP's, with whom they maintain their demat accounts, will be used by the Company for the payment of dividend. Members holding shares in demat form are requested to intimate any change in their address and / or bank mandate to their DP's only, as the Company or its RTA cannot act on any request received directly on the same. **The process for updating the aforesaid changes has been detailed under Point Nos. 19 and 20.**

**Note: SEBI vide its circular dated November 03, 2021 subsequently amended by circulars dated December 14, 2021 and November 17, 2023, has mandated that with effect from April 01, 2024, to make dividend payments only in electronic mode. Members are once again reminded to update their PAN, KYC details, and Choice of Nomination by submitting the relevant ISR Forms before the cut-off date to ensure timely credit of dividends.**

In terms of the provisions of Section 72 of the Companies Act, 2013, read with Rule 19 of the Companies (Share Capital & Debentures) Rules, 2014, the facility for making a nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form No.SH13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form SH-14. Members who are either not desiring to register Nomination or would want to opt out, are requested to fill and submit Form No. ISR-3. The said forms can be downloaded from the website of the company <https://www.narmadagelatines.com>. The Members are requested to submit the



said form to their DP in case the shares are held in electronic form and to the RTA in case the shares are held in physical form, quoting their folio no.

**TDS related information:**

18. According to the Finance Act, 2020, dividend income will be taxable in the hands of the Shareholders w.e.f. April 1, 2020, and the Company is required to deduct tax at source (TDS) from the dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 ('the IT Act'). In general, to enable compliance with TDS requirements, Members are requested to complete and/or update their Residential Status, PAN, and Category as per the IT Act with their Depository Participants ('DPs') or in case shares are held in physical form, with the Company by sending documents before 15<sup>th</sup> September, 2025 till 5.00 p.m. (IST), to enable the Company to determine the appropriate TDS / withholding tax rate applicable.

**(i) Resident Shareholders:**

Tax Deductible at Source for Resident Shareholders

S.No.	Particulars	Withholding tax rate	Documents required (if any)
(a)	Valid PAN updated in the Company's Register of Members	10%	No document required (if no exemption is sought)
(b)	No PAN/Valid PAN not updated in the Company's Register of Members	20%	No document required (if no exemption is sought)
(c)	Availability of lower/nil tax deduction certificate issued by Income Tax Department u/s 197 of Income Tax Act, 1961	Rate specified in the certificate	Lower tax deduction obtained from Income Tax Authority

No Tax Deductible at Source on dividend payment to resident shareholders if the Shareholders submit the documents as mentioned in the below table with the Company or the Registrar & Share Transfer Agents, M/s. CB Management Services Pvt. Ltd. before 15<sup>th</sup> September, 2025 till 5.00 p.m. (IST).

S.No.	Particulars	Withholding tax rate	Documents required (if any)
(i)	Submission of form 15G/15H	Nil	Declaration in Form No. 15G (applicable to any person other than a company or a firm) / Form 15H (applicable to an individual who is 60 years and above), fulfilling certain conditions.
(ii)	Shareholders to whom section 194 of the Income Tax, 1961 does not apply such as LIC, GIC, etc	Nil	Documentary evidence that the said provisions are not applicable.
(iii)	Shareholder covered u/s 196 of Income Tax Act, 1961 such as Government, RBI, corporations established by Central Act & mutual funds.	Nil	Documentary evidence for coverage u/s 196 of Income Tax Act, 1961

**(ii) Non-Resident Shareholders:**

Withholding tax on dividend payment to non-resident shareholders if the non-resident shareholders submit the documents as mentioned in the below table with the Company or the Registrar & Share Transfer Agents, M/s. CB Management Services Pvt. Ltd. on or before 15<sup>th</sup> September, 2025, till 5.00 pm (IST).

Sr. No.	Particulars	Withholding tax rate	Documents required (if any)
(i)	Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs), if any.	20% (plus applicable surcharge and cess)	FPI registration number / certificate To avail beneficial rate of tax treaty following tax documents would be required:
(ii)	Other Non-resident shareholders	20% (plus applicable surcharge and cess) or tax treaty rate whichever is beneficial	1. Tax Residency certificate issued by revenue authority of country of residence of shareholder for the year in which dividend is received. 2. PAN 3. Form 10F filled & duly signed 4. Self - declaration for non - existence of permanent establishment/ fixed base in India (Note : Application of beneficial Tax Treaty Rate shall depend upon the completeness of the documents submitted by the Non - Resident shareholder and review to the satisfaction of the Company)
(iii)	Availability of Lower/NIL tax deduction certificate issued by Income Tax Dept. u/s 197 of Income Tax Act, 1961	Rate specified in Certificate	Lower tax deduction certificate obtained from Income Tax Authority




**Notes:**

- Format for the above mentioned Forms/documents are available for download on the website of the company - <https://www.narmadagelatines.com>
- The Company will issue soft copy of the TDS certificate to its shareholders through email registered with the Company or the Registrar & Share Transfer Agents, M/s. CB Management Services Pvt. Ltd. post payment of the dividend. Shareholders will be able to download the TDS certificate from the Income Tax Department's website <https://incometaxindiaefiling.gov.in> (refer to Form 26AS).
- Application of TDS rate is subject to necessary verification by the Company of the shareholder details as available in Register of Members as on the Record Date, and other documents available with the Company / Registrar & Share Transfer Agents, M/s. CB Management Services Pvt. Ltd.
- In case TDS is deducted at a higher rate, an option is still available with the shareholder to file the return of income and claim an appropriate refund.
- In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the Member/s, such Member/s will be responsible to indemnify the Company and also, provide the Company with all information / documents and co-operation in any appellate proceedings.
- This Communication is not exhaustive and does not purport to be a complete analysis or listing of all potential tax consequences in the matter of dividend payment. Shareholders should consult their tax advisors for requisite action to be taken by them.

**19. Members are requested to notify immediately:**

- To their Depository Participants (DP) in respect to their Electronic Share Account; and
- To the Company at its Registered Office or to the Registrars and Share Transfer Agents (RTA) of the Company in respect of their physical share holdings in prescribed Form No. ISR-1 (format is available on the website of the company at <https://www.narmadagelatines.com>) quoting their folio number and enclosing the self-attested supporting document (i) self-attested copy of the PAN card and (ii) cancelled cheque leaf.

any change of address and also particulars of their Bank Accounts viz. Name of Bank, Branch, complete address of the Bank and Account Number for printing the same on the Dividend Warrants to avoid fraudulent encashment.

20. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to the Company in Form No. ISR-1.

Further, to receive the dividend, if any on time, Members holding shares in physical form who have not updated their mandate for receiving the dividends directly in their bank accounts through Electronic Clearing Service or any other means are requested to send the following documents to the RTA – M/s. CB Management Services Pvt. Ltd., before 15<sup>th</sup> September, 2025:

- i. Form No. ISR-1 duly filled and signed by the holders stating their name, folio number, complete address with pin code, mobile number and following details relating to the bank account in which the dividend is to be received:
- ii. Name of Bank and Bank Branch ;
- iii. Bank Account Number & Type allotted by your bank after implementation of Core Banking Solutions; and
- iv. 11-digit IFSC Code
- v. 9 digit MICR Code.
- vi. Original copy of cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly;
- vii. Self-attested copy of the PAN Card; and
- viii. Self-attested copy of any document (such as AADHAR Card, Driving License, Election Identity Card, Passport) in support of the address of the Member as registered with the Company.

Further, please note that instructions, if any, already given by Members in respect of shares held in physical form, will not be automatically applied to the dividend paid on shares held in electronic form.

**SEBI mandate on KYC Compliance:**

21. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSDRTAMB/P/CIR/2021/655 dated 3rd November, 2021 as amended, has mandated the submission of Permanent Account Number ("PAN") by every participant in the securities market. Members holding shares in electronic form are therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or to the Registrar & Share Transfer Agents, M/s. CB Management Services Pvt. Ltd.
22. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
23. Non-Resident Indian members are requested to inform the Company's Registrar and Share Transfer Agents immediately of:
  - a. change in the residential status on return to India for permanent settlement; and
  - b. particulars of their Bank account maintained in India with complete name, branch, account type, account no. and address of the bank, if not furnished earlier.


**Information relating to unpaid or unclaimed dividends (Investor Education and Protection Fund):**

24. Pursuant to the provisions of Section 205A(5) and 205C of the Companies Act, 1956 (Section 124 of the Companies Act, 2013), the Company has transferred the unpaid or unclaimed dividends upto the financial years ended 31<sup>st</sup> March, 2017, from time to time, to the Investor Education and Protection Fund (IEPF) established under Section 205C of the Act. In accordance with the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with the companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 24<sup>th</sup> September 2024 (date of last Annual General Meeting) on the website of the Ministry of Corporate Affairs (MCA). Members who have not encashed their dividend warrants are advised to write to the Company immediately claiming dividends declared by the Company.
25. Adhering to the various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (Rules), as amended from time to time, the Company has, during financial year 2024-25, transferred to the IEPF Authority all equity shares of the Company in respect of which dividends for seven consecutive years or more remaining unpaid or unclaimed as on the due date of transfer. Members may note that shares as well as unclaimed dividend transferred to IEPF Authority can be claimed back from them. Concerned members / Investors are advised to visit the weblink: <http://iepf.gov.in/IEPFA/refund.html> for lodging claim for refund of shares and / or dividends from the IEPF authority, in Form No. IEPF-5 as available on [www.iepf.gov.in](http://www.iepf.gov.in).

**SEBI mandate on issuance of securities only in demat mode**

26. The Members may further note that Pursuant to SEBI (amendment) Regulations, 2022 via Notification dated 24th January, 2022, read with SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTABM/P/CIR/2022/8 dated 25th January 2022, the listed companies are required to issue the securities in dematerialised form only while processing the requests for issue of duplicate securities certificate, Claim from Unclaimed Suspense Account, Renewal / Exchange of securities certificate, Endorsement, Sub-division / Splitting of securities certificate, Consolidation of securities certificates/ folios, Transmission, Transposition. Also, in view of the Regulation 40 of the SEBI Listing Regulations, as amended with effect from 24th January, 2022, securities of listed companies can now be transferred only in the demat mode.
27. Members holding shares in physical form are therefore requested to convert their holdings into the demat mode to avoid loss of shares or fraudulent transactions and avail better investor servicing. Accordingly, the members are requested to make service request by submitting a duly filed and signed Form ISR-4, the format of which is available on the Company's website at <http://www.narmadagelatines.com.in> in the download section of investor information.
28. Members can contact the Company's Registrar and Transfer Agent, M/s. CB Management Services Pvt. Ltd. at [rta@cbmsl.com](mailto:rta@cbmsl.com) for assistance in this regard.

**Details of RTA:**

29. All the work related to share registry in terms of both physical and electronic, are being conducted by Company's Registrar & Share Transfer Agents, CB Management Services Private Limited, Rasoi Court, 5th Floor, 20 Sir R.N. Mukherjee Road, Kolkata-700001 Phone: (033) 4011 6700, Email: [rta@cbmsl.com](mailto:rta@cbmsl.com).

**Procedure for remote e-voting and e-voting during the AGM:**

30. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended up-to-date, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility to the members to cast their votes electronically at the 64<sup>th</sup> Annual General Meeting (AGM) to be held on Monday, 22<sup>nd</sup> September, 2025 at 11:00 a.m. **The Company has engaged the services of Central Depository Services India Ltd (CDSL) to provide remote e-voting facilities. The remote e-voting facility is available at the link [www.evotingindia.com](http://www.evotingindia.com).** Further, the company has entered into an arrangement with CDSL for conducting the AGM through WEBEX Meetings.
31. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
32. The Company has fixed Monday, 15<sup>th</sup> September, 2025 as the cut-off date for determining voting rights of shareholders entitled to participate in the e voting process. In this regard, your demat account/folio number has been enrolled by the Company for your participation in e-voting on resolutions placed by the Company on e-voting system.

**The remote e-voting facility will be available during the following period:**

Commencement of remote e-voting	End of remote e-voting
Friday, 19 <sup>th</sup> September, 2025 at 10.00 a.m.	Sunday, 21 <sup>st</sup> September, 2025 at 5.00 p.m.

During this period, members of the company may cast their vote electronically. The remote e-voting module shall be disabled for voting thereafter. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they shall not be allowed to cast their vote again during AGM.

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 Monday, 15<sup>th</sup> September, 2025.



33. The Board of Directors of the company has appointed (M/s. Tapan Badkul and Associates), Mr. Tapan Badkul Practicing Cost and Management Accountant (Mem. No. 23394), as Scrutinizer to scrutinize the Remote e-voting process as well as e-voting process during the AGM in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for same purpose.
34. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through e-voting (i.e. votes cast during the AGM and votes cast through Remote e-Voting) and shall submit a consolidated Scrutinizer's Report of the total votes cast in favour, against, abstained, if any, to the chairman or any person authorized by him, who shall countersigned the same. The Results will be announced not later than 2 working days from the conclusion of the AGM. The result declared along with the Scrutinizer's Report shall be uploaded on the website of the company; [www.narmadagelatines.com](http://www.narmadagelatines.com), and also shall be communicated to BSE, where the Company's equity shares are listed and be made available on their website.
35. **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING, AND JOINING THE VIRTUAL ANNUAL GENERAL MEETING ARE AS UNDER:**  
**The Remote e-Voting period begins on Friday, September 19, 2025, at 9:00 a.m. (IST) and ends on Sunday, June 21, 2025, at 5:00 p.m. (IST). The Remote e-Voting module shall be disabled by CDSL for voting thereafter. The Members whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. 15<sup>th</sup> September, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as of the cut-off date.**

**The details of the process and manner for e-Voting and joining virtual meeting for Individual shareholders and Members holding shares in dematerialized form**

- I. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- II. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

In terms of the above mentioned circular, Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

The way to vote electronically on CDSL e-voting system consists of "Two Steps" which are mentioned below:

**Step 1 Access through Depositories CDSL/NSDL e-Voting system**

Login method for Remote e-Voting and joining the virtual meeting for Individual shareholders holding securities in Demat mode

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; My Easi New (Token) Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; My Easi New (Token) Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a>, home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat</li> </ol>



Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders holding securities in demat mode with **NSDL Depository**

- 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
- 2) If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select "Register Online for IDeAS" Portal or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>.
- 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
- 4) For OTP based login you can click on <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on **company name or e-Voting service provider name** and you will be re-directed to **e-Voting service provider website** for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000

**Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

- III. Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode
  - i. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - ii. Click on "Shareholders" module.
  - iii. Now enter your User ID:
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.





- iv. Next enter the Image Verification as displayed and Click on Login.
- v. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- vi. If you are a first-time user follow the steps given below:

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**For Members holding shares in Demat Form other than individual and Physical Form**

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PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

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- IV. After entering these details appropriately, click on "SUBMIT" tab.
- V. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- VI. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- VII. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- VIII. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- IX. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- X. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- XI. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- XII. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- XIII. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- XIV. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- XV. **Facility for Non – Individual Shareholders and Custodians –For Remote Voting only**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required mandatorily to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz: [ngljb@rediffmail.com](mailto:ngljb@rediffmail.com) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**36. THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.



6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
8. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**Notes:**

In case the members have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 180021 09911.

**37. INSTRUCTIONS FOR SHAREHOLDERS/MEMBERS TO REGISTER THEMSELVES AS SPEAKER DURING ANNUAL GENERAL MEETING:**

1. The Members who would like to express their views or ask questions during the meeting may register themselves as a speaker by sending their request in advance mentioning their name, demat account number/folio number, email id, mobile number at [mahima.patkar@narmadagelatines.com](mailto:mahima.patkar@narmadagelatines.com) on or before 14<sup>th</sup> September, 2025.
2. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The company reserves the right to restrict the number of speakers depending on the availability of time for the Annual General Meeting.
3. The Members should allow to use Camera and are required to use Internet with a good speed to avoid any disturbance during the meeting.

**38. PROCESS FOR THOSE SHAREHOLDERS WHOSE E-MAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self -attested scanned copy of PAN card), AADHAR (self- attested scanned copy of Aadhar Card) by email to Company at [ngljbp@rediffmail.com](mailto:ngljbp@rediffmail.com) /RTA email id at [rta@cbmsl.co](mailto:rta@cbmsl.co).
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 180021 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 180021 09911.

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

**Mahima Patkar**  
Company Secretary

Place : Jabalpur  
Date : 13<sup>th</sup> August, 2025

**Registered Office:**  
CARAVS, Room No. 28  
15, Civil Lines, Jabalpur - 482 001

**STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013****Item No. 4**

The following Statement set out all material facts relating to the Ordinary Business (Special Resolution) mentioned in the accompanying Notice:

Mr. S. Annamalai (DIN: 00001381), aged about 78 years, is a Bachelor of Technology (Chem Engg.). He has vast experience in successfully managing Chemical Industries over a period of 5 decades. In 1973 he was appointed as the Managing Director of Pandian Chemicals Ltd (PCL), which is the largest producer of Potassium Chlorate in India.

He is also on the Board of India Gelatine and Chemicals Limited, Pioneer Jellice India Private Limited, Sree Ayyanar Spinning and Weaving Mills Private Limited, Pandian Chemicals Limited, Mepco Industries Limited, The Metal Powder Company Limited, Asia Matches Company Private Limited, Ashok Matches and Timber Industries Private Limited, Niranjana Sankar Enterprises Private Limited, Pioneer NF Forgings India Private Limited.

He does not hold any shares of the Company as on 31<sup>st</sup> March 2025.

As Mr. S. Annamalai has attained the age of 78 years, therefore in compliance with the provisions of Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, members approval is required by passing a Special Resolution, for re- appointment of Mr. S. Annamalai as a director liable to retire by rotation.

The Board at its meeting held on 24<sup>th</sup> May, 2025 is of the opinion that Mr. S. Annamalai has vast knowledge and varied industry experience will be of great value to the Company and has recommended the Resolution at Item No. 4 of this Notice as a Special Resolution (since Mr. S. Annamalai has attained the age of 78 years) relating to the appointment of Mr. S. Annamalai as a Non-Executive Non-Independent Director liable to retire by rotation, for your approval.

Mr. S. Annamalai is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and have given his consent to act as Director of the Company.

The other details of Mr. S. Annamalai in terms of Regulation 36(3) of the Listing Regulation and Secretarial Standard 2 are annexed to this Notice.

Except Mr. S. Maheswaran and Mr. S. Annamalai, none of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the Resolution set out at item No. 4 of the Notice.

**Item No. 5**

The following Statement set out all material facts relating to the **Special Business (Ordinary Resolution)** mentioned in the accompanying Notice:

Pursuant to the provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and provisions of Section 204 of the Act and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("Rules"), the Audit Committee and the Board of Directors at their respective meetings held on May 24, 2025, have approved and recommended the appointment of Dr. Asim Kumar Chattopadhyay (FCS No. 2303, CP No. 880, Peer Review No. 6375/2025), a Practicing Company Secretary as the Secretarial Auditor of the Company on the following terms and conditions:

- Term of appointment: For a term of 5 (Five) consecutive years from April 01, 2025 to March 31, 2030.
- Proposed Fees: At a Remuneration as mutually agreed between the company and the Secretarial Auditor plus applicable taxes and reimbursement of out-of-pocket expenses for a term of five consecutive financial years commencing from the financial year 2025-26 to Financial Year 2029-30 (i.e., from April 1, 2025 to March 31, 2030).
- Basis of recommendations: The recommendations are based on the fulfillment of the eligibility criteria & qualification prescribed under the Act & Rules made thereunder and SEBI Listing Regulations. While recommending the Board of Directors have also considered, experience of the individual, capability, independent assessment, audit experience and also evaluation of the quality of audit work done by him in the past.
- Credentials: Dr. Asim Kumar Chattopadhyay (FCS No. 2303, CP No. 880, Peer Review No. 6375/2025), a Practicing Company Secretary, is a seasoned professional with over 40 years of rich experience, specializing in secretarial audits and corporate compliance across a diverse range of industries.

Academically, he distinguished by a formidable suite of qualifications including M.com, LL.B., Ph.D. (Applied Economics), FCMA, FCS, and D.Litt.

Dr. Asim Kumar Chattopadhyay has given his consent to act as Secretarial Auditors of the Company and confirmed that his appointment, if approved would be within the prescribed limits and that he is not disqualified to be appointed as Secretarial Auditor in terms of provisions of the Act & Rules made thereunder and SEBI Listing Regulations.

The Board of Directors of the Company recommends the resolution set out at Item No. 5 for approval of the Members as an Ordinary Resolution.



None of the Director, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

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

**Mahima Patkar**  
Company Secretary

Place : Jabalpur  
Date : 13<sup>th</sup> August, 2025

**Registered Office:**  
CARAVS, Room No. 28  
15, Civil Lines, Jabalpur - 482001



**ANNEXURE**

Details of Directors seeking appointment and re-appointment at the 64<sup>th</sup> Annual General Meeting

(Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 on General Meetings)

Name of Director	: <b>S. ANNAMALAI</b>
Director Identification Number	: 00001381
Designation/category of the Director	: Chairman, Non-Executive, Non-Independent Director
Date of Birth	: 26.01.1947
Date of Appointment / Re-appointment in AGM	: 14.07.2023
Qualification	: Bachelor of Technology (Chem. Engg.)
Expertise in specific functional areas and past experience	: 50 years of experience In managing Chemical Industries over a period of 5 decades. In 1973 he was appointed as the Managing Director of Pandian Chemicals Ltd (PCL), which is the largest producer of Potassium Chlorate in India.
Terms and conditions of re-appointment	Director liable to retire by rotation
Details of remuneration last drawn (FY 2024-25)	: Sitting fees: ₹ 1,60,000/-
Details of remuneration sought to be paid	Sitting fees as approved by the Board of Directors
Directorship in other companies including equity listed companies (excluding foreign companies) as on the date of this notice	<ol style="list-style-type: none"> <li>1. India Gelatines and Chemicals Limited</li> <li>2. Pandian Chemicals Limited</li> <li>3. The Metal Powder Chemicals Limited</li> <li>4. Pioneer Jellice India Private Limited</li> <li>5. Ashok Matches and Timber Industries Limited</li> <li>6. Asia Matches Company Private Limited</li> <li>7. Sree Ayyanar Spinning and Weaving Mills Pvt. Ltd.</li> <li>8. Pioneer NF Forgings India Private Limited</li> <li>9. Niranjansankar Enterprises Private Limited</li> <li>10. Mepco Industries Limited</li> </ol>
*Memberships / Chairmanships of committees of other companies (excluding foreign companies) As on date of this Notice	<ol style="list-style-type: none"> <li>1. Nomination &amp; Remuneration Committee: (Member) India Gelatine and Chemicals Limited</li> <li>2. CSR Committee: (Chairman) India Gelatine and Chemicals Limited</li> </ol>
Shareholding	Nil
Listed entity from which the director has resigned from Directorship in the past three (3) years	Nil
No. of Board Meetings attended	6 out of 6
Inter-se relationship with other Director & Key Managerial Personnel	Mr. S. Maheswaran - Brother of Mr. S. Annamalai

\*The above includes Memberships/Chairmanships of only Listed Companies.

### Information at a glance

Sr. No.	Particulars	Details
1	Date and time of AGM	Monday, 22nd September, 2025, at 11.00 a.m. (IST)
2	Mode of Conduct	Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM")
3	Link for Participating in the meeting through VC/OAVM	<a href="http://www.evotingindia.com">www.evotingindia.com</a> (please refer e-voting procedure specified in Notice)
4	Contact details of CDSL for assistance before or during the AGM	Members can connect with: Mr. Rakesh Dalvi, Sr. Manager, (CDSL) at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or call toll free no. 1800 21 09911
5	Record date for Final Dividend	Monday, 15th September, 2025
6	Dividend payment date	After 23rd September, 2025
7	Cut-off date for e-Voting	Monday, 15th September, 2025
8	e-Voting start date and time	Friday 19th September, 2025 from 9.00 a.m.(IST)
9	e-Voting end date and time	Sunday 21st September, 2025 till 5.00 p.m. (IST)
11	Link to register E-mail address to receive notice	<a href="http://www.cbsl.com/green.php">www.cbsl.com/green.php</a>
12	Date, E-mail address to submit the form for TDS exemption	On or before 15th September, 2025 till 5.00 p.m. (IST)
13	Registration for Speaker Shareholder	Send e-mail to <a href="mailto:mahima.patkar@narmadagelatines.com">mahima.patkar@narmadagelatines.com</a> on or before 14th September 2025.
14	Name, address and contact details of Registrar and Transfer Agent (RTA)	CB Management Services Pvt. Ltd Rasoi Court, 5th Floor, 20 Sir R.N. Mukherjee Road, Kolkata - 700001 Email: <a href="mailto:rta@cbmsl.com">rta@cbmsl.com</a>
15	Live webcast of AGM	<a href="http://www.evotingindia.com">www.evotingindia.com</a>