



NARMADA GELATINES LIMITED

The Bombay Stock Exchange Ltd.

September 22, 2025

Corporate Relationship Department
1st Floor, New Trading Ring, Ratunda Bldg.,
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai - 400 001

BSE Security Code: 526739

Sub: Outcome/Proceedings of the 64th Annual General Meeting of the Company pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/madam,

In accordance with the Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we hereby submit the proceedings of 64th Annual General Meeting of the Company held on Monday, 22nd September, 2025 at 11:00 a.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), in compliance with the relevant Circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India (SEBI) and the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, as amended from time to time.

The details of voting results (remote e-voting and e-voting at the Annual General Meeting) on the business transacted at the AGM in accordance with Regulation 44(3) of SEBI (LODR) Regulations, 2015 along with Scrutinizer's Report will be sent separately in due course.

This is for your information and records and requests you to treat the same as compliance with the applicable provisions of the SEBI Listing Regulations.

Thanking You,

For Narmada Gelatines Limited

Mahima Patkar

Company Secretary

Encls: a/a



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Annexure

Sub: Outcome/Proceedings of the 64th Annual General Meeting of the Company pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Meeting Details:

The 64th Annual General Meeting ("AGM") of the members of Narmada Gelatines Limited ("the Company") was held on Monday, September 22, 2025, at 11:00 a.m. (IST). The Meeting started at 11:00 a.m. and concluded at 11:50 a.m. (IST) (including the time allowed for e-Voting after the AGM).

Meeting Mode:

The Meeting was conducted through VC and Audio-Visual Means, in compliance with the General Circulars Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 9/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circulars dated May 13, 2022, January 5, 2023, October 7, 2023 and October 3, 2024 issued by the Securities and Exchange Board of India ("SEBI Circulars"), as per the applicable provisions of the Companies Act, 2013 ("Act") and the Rules framed thereunder and SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 ("SEBI Listing Regulations").

Chairman:

Mr. S. Annamalai, Chairman of the Company, chaired the proceedings of the AGM. Mr. S. Annamalai, Chairman of the Meeting, joined the Meeting from VC and Audio Visual Mode.

Directors in attendance:

S.No.	Name of the Director	Designation	Location
1.	Mr. S. Annamalai	Chairman	Joined over VC from Madurai
2.	Mr. S Maheswaran	Non-Executive Non-Independent Director	Joined over VC from Bangalore
3.	Mr. Ashok K. Kapur	Managing Director	Joined over VC from Jabalpur
4.	Mr. K Krishnamoorthy	Non-Executive Independent Director	Joined over VC from Bangalore
5.	Mr. B. Vijayadurai	Non-Executive Independent Director	Joined over VC from Madurai



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6.	Mrs. Manimegalai Thangamani	Non-Executive Independent Director	Joined over VC from Madurai
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Other Key Managerial Personnel in attendance:

S.No.	Name	Designation	Location
1.	Ms. Mahima Patkar	Company Secretary	Joined over VC from Jabalpur
2.	Mr. Arun Jaiswal	Chief Financial Officer	Joined over VC from Jabalpur

The Statutory Auditors, Secretarial Auditor and the Internal Auditors were also present through VC from their respective locations.

Members attending the Meeting:

Total 56 Members had attended the Meeting virtually, in person / through authorized representatives. In terms of the circulars issued by MCA and SEBI, the requirement of appointing proxy was not applicable.

Quorum:

The requisite quorum as required under Section 103 of the Act was present throughout the Meeting.

E-Voting during the Meeting:

The Members attending the Meeting who had the right to vote but had not cast their votes through Remote e-Voting were given the opportunity to vote using the e-Voting platform of CDSL, which was activated from the beginning of the Meeting and till 15 minutes after the conclusion of the proceedings.

Proceedings of the Meeting:

Mr. S. Annamalai, Chairman of the Company, welcomes the Members to the Meeting and briefed them on e-voting details and certain other points related to the participation at the Meeting.

The Chairman informed the Members that the proceedings of the Meeting was video recorded and a live streaming was being webcast on the website of Central Depository Services (India) Limited ("CDSL"). The Company had taken requisite steps to enable Members to participate and vote on the items of businesses considered at the AGM.

The requisite quorum for the Meeting being present, the Chairman called the Meeting to order. Statutory Registers under the Act, and other relevant documents as required to be kept open in terms of the resolutions provided in the AGM Notice, were available for inspection of the Members electronically.



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Since, the Auditor's Report on the Financial Statements (Standalone as well as Consolidated) for the year ended March 31, 2025, did not have any qualifications, reservations, observations, adverse remarks or disclaimer, the same was not required to be read. Also, the Notice convening the Meeting along with text of resolutions and explanatory statements were taken as read.

In his opening remarks, the Chairman provided a brief overview of the global gelatine business and further updated the Members on the Company's strategic investment of 10,03,000 equity shares in another leading gelatine company, India Gelatine and Chemicals Ltd., representing approximately 14.14% of its issued and paid-up capital.

Mr. Ashok Kumar Kapur, the Managing Director, proceeded with an overview of the financial and operational performance of the Company for the year ended 31st March 2025. He also briefed the members about the working of the company and company's achievements during the year 2024-25.

Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company had provided the Remote e-Voting facility to the Members in respect of businesses to be transacted at the AGM. The Remote e-Voting commenced at 9.00 a.m. on Friday, September 19, 2025 and ended at 5:00 p.m. on Sunday, September 21, 2025. Further, the Company had also provided the facility for e-Voting during the AGM on all the resolutions to facilitate the Members who had not cast their votes earlier through Remote e-Voting.

The Board of Directors had appointed Mr. Tapan Badkul (FCMA: 23394), Practising Cost Accountant as the Scrutinizer to scrutinize the Remote e-Voting process before the AGM as well as e-Voting process during the AGM.

The following resolutions as set out in the Notice convening the AGM were put to vote by Remote e-Voting and e-Voting at the Meeting:

ORDINARY BUSINESS

1. **Ordinary Resolution -To receive consider and adopt the audited Standalone and Consolidated Financial Statements of the Company for the year ended 31st March, 2025 including the Reports of the Board of Directors and Auditors thereon**

"**RESOLVED THAT** the audited Standalone and Consolidated Financial Statements of the Company for the year ended 31st 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."



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2. **Ordinary Resolution- To declare dividend on equity shares for the financial year ended 31st March, 2025:**

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

3. **Ordinary Resolution- 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,**

“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. 301051 E), 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”.

4. **Special Resolution - To approve re-appointment of Shri S. Annamalai (DIN: 00001381) as a Non-Executive & Non-Independent Director of the Company**

“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.”



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5. **To consider and approve, Appointment of Dr. Asim Chattopadhyay, Company Secretaries in Practice, as the Secretarial Auditor for a period of 5 years**

“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."

The Company Secretary then invited the Members to express their views, suggestions and questions, if any, on the operations and financial performance of the Company and related matters. The Members were given an opportunity to speak in the order in which they had registered their names. The Chairman/Managing Director appropriately responded to the queries raised by them.

The Company Secretary was authorised, to declare the results of the e-Voting in accordance with the requirements prescribed under the Act and Secretarial Standard-2 on General Meetings issued by The Institute of Company Secretaries of India.

The Chairman stated that the consolidated results of the Remote e-Voting and e-Voting at the AGM venue would be announced within 2 working days of the conclusion of the Meeting and the results along with the Scrutinizer's Report would be intimated to the Stock Exchanges in terms of the SEBI Listing Regulations and would be uploaded on the website of the Company and CDSL, and would also be displayed at the Registered Office of the Company.

The Chairman then thanked the Members for their continued support and for attending and participating in the Meeting. He also thanked the Directors for joining the Meeting.

The e-Voting facility remained available until 15 minutes after the conclusion of the proceedings, allowing Members who had not cast their votes to cast their votes earlier. Once the e-Voting process was finished, the Company Secretary officially declared the Meeting closed.



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The Voting results pursuant to Regulation 44(3) of SEBI Listing Regulations and Report of the Scrutinizer, pursuant to Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 will be submitted in due course.

For Narmada Gelatines Limited

Mahima Patkar
Company Secretary



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