



NARMADA GELATINES LIMITED

53<sup>rd</sup> ANNUAL GENERAL MEETING HELD ON 22<sup>nd</sup> SEPTEMBER, 2104  
Declaration of Results of e-voting and poll

As per the provisions of the Companies Act, 2013 as also the Listing Agreement, the Company had provided the facility of e-voting to the Shareholders to enable them to cast their vote electronically on the resolutions proposed in the Notice of the 53<sup>rd</sup> Annual General Meeting (AGM). The e-voting was open from 15th September, 2014 to 17th September, 2014.

As per the provisions of the Companies Act, 2013 and clarification issued by MCA, voting by Show of hands was not permitted at the general meeting where e-voting has been offered to the Shareholders. Therefore, at the 53<sup>rd</sup> AGM, voting was conducted by means of poll.

The Board of Directors had appointed Dr. Asim Kumar Chattopadhaya, Practising Company Secretary as the Scrutinizer for e-voting and Mr. Sunil Bhandari, Practicing Chartered Accountants and, a Member of the Company, was appointed as Scrutinizer for the poll to be conducted at the AGM. The Scrutinizer(s) have carried out the scrutiny of all the electronic votes received up to the close of working hours on 17<sup>th</sup> September, 2014 and poll received till the conclusion of the meeting and submitted their Report on 18<sup>th</sup> September, 2014 and 22<sup>nd</sup> September, 2014, respectively.

The Consolidated Results as per the Scrutinizers' Report is as follows:

<u>Mode of Voting</u>	<u>Votes in favour (No. of Shares)</u>	<u>Votes Against (No. of Shares)</u>	<u>Total</u>	<u>% of votes in favour of the resolution</u>	<u>% of votes against the resolution</u>
<b><u>Ordinary Resolution No. 1: Adoption of Audited Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2014 and the Reports of the Board of Directors and Auditors thereon.</u></b>					
e-voting	3029874	0	3029874	100.00	-
Poll	4031	0	4031	100.00	-
<b>Total</b>	<b>3033905</b>	<b>0</b>	<b>3033905</b>	<b>100.00</b>	<b>-</b>
<b><u>Ordinary Resolution No. 2: Declaration of Dividend on Equity Shares for the financial year ended March 31, 2014</u></b>					
e-voting	3029874	0	3029874	100.00	-
Poll	4031	0	4031	100.00	-
<b>Total</b>	<b>3033905</b>	<b>0</b>	<b>3033905</b>	<b>100.00</b>	<b>-</b>
<b><u>Ordinary Resolution No. 3 : Re-appointment of Mr. R.K. Raje (DIN 00112003) as a Director liable to retire by rotation.</u></b>					
e-voting	3029874	0	3029874	100.00	-
Poll	4031	0	4031	100.00	-
<b>Total</b>	<b>3033905</b>	<b>0</b>	<b>3033905</b>	<b>100.00</b>	<b>-</b>
<b><u>Ordinary Resolution No. 4 : Appointment of M/s T. R. Chadha, Chartered Accountants, as Statutory Auditors of the Company and fix their remuneration</u></b>					
e-voting	3029774	0	3029774	100.00	-
Poll	3831	0	3831	100.00	-
<b>Total</b>	<b>3033605</b>	<b>0</b>	<b>3033605</b>	<b>100.00</b>	<b>-</b>

Certified True Copy  
For Narmada Gelatines Ltd.

*A. W. Mahesh Verma*  
Company Secretary



<u>Mode of Voting</u>	<u>Votes in favour (No. of Shares)</u>	<u>Votes Against (No. of Shares)</u>	<u>Total</u>	<u>% of votes in favour of the resolution</u>	<u>% of votes against the resolution</u>
<b>SPECIAL BUSINESS</b>					
<b>Ordinary Resolution No. 5: Appointment of Justice Gulab Gupta (DIN 00191368) as an Independent Director</b>					
e-voting	3029874	0	3029874	100.00	-
Poll	4031	0	4031	100.00	-
<b>Total</b>	<b>3033905</b>	<b>0</b>	<b>3033905</b>	<b>100.00</b>	<b>-</b>
<b>Ordinary Resolution No. 6: Appointment of Mr. Mohan C. Pant (DIN 00257707) as an Independent Director</b>					
e-voting	3029874	0	3029874	100.00	-
Poll	4031	0	4031	100.00	-
<b>Total</b>	<b>3033905</b>	<b>0</b>	<b>3033905</b>	<b>100.00</b>	<b>-</b>
<b>Ordinary Resolution No. 7: Appointment of Mr. Deepak Chaudhuri (DIN 00456234) as an Independent Director</b>					
e-voting	3029873	0	3029873	100.00	-
Poll	4031	0	4031	100.00	-
<b>Total</b>	<b>3033904</b>	<b>0</b>	<b>3033904</b>	<b>100.00</b>	<b>-</b>
<b>Ordinary Resolution No. 8 : Appointment of Ms. Drushti R. Desai (DIN 00294249) as Director, liable to retire by rotation</b>					
e-voting	3029874	0	3029874	100.00	-
Poll	3831	0	3831	100.00	-
<b>Total</b>	<b>3033705</b>	<b>0</b>	<b>3033705</b>	<b>100.00</b>	<b>-</b>
<b>Ordinary Resolution No. 9: Approval of the remuneration of the Cost Auditors for the financial year ending March 31, 2015</b>					
e-voting	3029874	0	3029874	100.00	-
Poll	4031	0	4031	100.00	-
<b>Total</b>	<b>3033905</b>	<b>0</b>	<b>3033905</b>	<b>100.00</b>	<b>-</b>
<b>Special Resolution No. 10: Approval under section 180(1)/180(1)(a) of the Companies Act, 2013 to borrow and mortgage / create charge on the assets of the Company</b>					
e-voting	3029873	0	3029873	100.00	-
Poll	4031	0	4031	100.00	-
<b>Total</b>	<b>3033904</b>	<b>0</b>	<b>3033904</b>	<b>100.00</b>	<b>-</b>
<b>Ordinary Resolution No. 11 : Issue of Bonus Shares</b>					
e-voting	3029874	0	3029874	100.00	-
Poll	4031	0	4031	100.00	-
<b>Total</b>	<b>3033905</b>	<b>0</b>	<b>3033905</b>	<b>100.00</b>	<b>-</b>

Based on the consolidated Report of the Scrutinizer(s), all Resolutions as set out in the Notice of 53<sup>rd</sup> Annual General Meeting have been duly approved by the Shareholders with requisite majority.

Date: 22<sup>nd</sup> September, 2014

For Narmada Gelatines Limited

Sd/-

Justice Gulab Gupta  
Chairman

For Narmada Gelatines Ltd.

  
Mahesh Verma  
Company Secretary