

CONSOLIDATED SCRUTIZER'S REPORT

*[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies
(Management and Administration) Rules, 2014]*

To,
Shri Sanjay Kumar Sanghi
The Chairman of Annual General Meeting of the Members,
Narbada Gems and Jewellery Limited
Regd off: 3-6-290/18, 1st Floor Sadana Building,
Hyderguda, Hyderabad -500029

Sub: Consolidated Report of Scrutinizer on the results of voting by way of remote e-voting and poll conducted at the 25th Annual General meeting of **Narbada Gems and Jewellery Limited** held on 16.11.2017.

I, **Ajay Suman Shrivastava**, Company Secretary in Practice was appointed as Scrutinizer by the Board of Directors of the Company for the purpose of scrutinizing the remote e-voting process and ballot voting through poll carried out by the Company pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Amendment Rules, 2015 for passing of the resolutions as mentioned in the Notice of 25th Annual General Meeting (AGM) of the Members of the Company held on Thursday, the 16th Day of November, 2017.

1. The management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 and rules relating to remote e-voting and polling papers on the resolutions contained in the notice of the AGM of the members of the Company. My responsibility as a Scrutinizer for the e-voting process and voting through ballot process-poll conducted at the AGM is restricted to make a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated in the said Notice, based on the reports generated from the e-voting system provided by the CDSL, the agency engaged by the Company to provide remote e-voting facility and poll conducted in the AGM.
2. The Notice along with statement setting out material facts under Section 102 of the Act was dispatched to the Shareholders through Professional courier on 21.10.2017 and through e-mail to the shareholders whose email IDs were registered with the Company / Depository Participant on 26.10.2017. The said Notice was dispatched on the basis of the Register of Members made available by the Registrar & Share Transfer Agent of the Company and the list of beneficial owners made available by the National Securities Depository Limited and Central Depository Services (India) Limited (CDSL) as on 20.10.2017.



3. As per the provisions of Rule 20 & 22 of Companies (Management and Administration) Rules, 2014, the Company has published advertisement in “**Business Standard**” and “**Nava Telangana**”, on 26.10.2017, about having sent the notice both by registered post and electronically, along with other information as specified in rules.
4. In terms of the aforesaid notice, voting through electronic means was kept open from Monday, the 13th day of November, 2017 (9:00 AM) and ended on Wednesday, the 15th day of November, 2017 (5:00 PM).
5. The Members’ details such as their names folio, number of shares held who cast their votes through e-voting were downloaded from the e-voting website of Central Depository Services (India) Limited (CDSL) (<https://www.evotingindia.com/>) in order to ensure that such members did not vote again in the Annual General Meeting through poll.
6. The voting rights of members were considered in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. 9th November, 2017.
7. Thereafter on completion of Poll, Ballot Box kept for polling were locked in my presence with due identification marks placed by me.
8. As required under the said rules, after the closure of the voting of the Annual General Meeting, the votes cast through poll were unlocked in the presence of Mr. Praful Chavda and Mr. M.V Seetharam Reddy, who are not in employment with the Company. They have signed as witness on the poll papers, in confirmation of the votes being unlocked in their presence. The poll papers were reconciled with the records maintained by the Company/ Registrar of Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
9. Four poll papers were identified as invalid as having NIL shareholding.
10. Summary of the e-voting and poll are as follows-

ORDINARY BUSINESS:

Item No. 1: To receive consider and adopt the Audited Financial Statements for the year ended on 31st March 2017, together with the Reports of Directors and Auditors thereon.

i. Vote in favour of the resolution			
Particulars	No. of Members voted	No. of votes cast by them	% of total number of valid votes cast
Poll at the AGM	38	2153	0.15
E-voting	13	14,38,368	99.84
Total	51	1440521	99.999



ii. Vote in against the resolution			
Particulars	No. of Members voted	No. of votes cast by them	% of total number of valid votes cast
Poll at the AGM	2	15	0.0010
E-voting	-	-	-
Total	2	15	0.0010

iii. Invalid votes		
Particulars	Total number of members whose votes were declared as invalid	Total number of votes cast by them
Poll at the AGM	4	Nil
E-voting	-	-
Total	4	Nil

Item No. 2: To appoint a Director in place of Mrs. Bhavna Sanghi, (DIN: 02681438) who retires by rotation and being eligible offers herself for re-appointment.

i. Vote in favour of the resolution			
Particulars	No. of Members voted	No. of votes cast by them	% of total number of valid votes cast
Poll at the AGM	39	2168	0.15
E-voting	13	14,38,368	99.85
Total	52	1440536	100

ii. Vote in against the resolution			
Particulars	No. of Members voted	No. of votes cast by them	% of total number of valid votes cast
Poll at the AGM	-	-	-
E-voting	-	-	-
Total	-	-	-

iii. Invalid votes		
Particulars	Total number of members whose votes were declared as invalid	Total number of votes cast by them
Poll at the AGM	4	Nil
E-voting	-	-
Total	4	Nil



Item No. 3: To appoint M/s D.V. Aditya & Co., Chartered Accountants, as the statutory Auditors of the Company.

i. Vote in favour of the resolution			
Particulars	No. of Members voted	No. of votes cast by them	% of total number of valid votes cast
Poll at the AGM	38	2163	0.150
E-voting	13	14,38,368	99.8497
Total	51	1440531	99.9997

ii. Vote in against the resolution			
Particulars	No. of Members voted	No. of votes cast by them	% of total number of valid votes cast
Poll at the AGM	1	5	0.0003
E-voting	-	-	-
Total	1	5	0.0003

iii. Invalid votes		
Particulars	Total number of members whose votes were declared as invalid	Total number of votes cast by them
Poll at the AGM	4	Nil
E-voting	-	-
Total	4	Nil



SPECIAL BUSINESS:

Item No. 4: To re-appoint Mr. Sanjay Kumar Sanghi as Managing Director of the Company.

i. Vote in favour of the resolution			
Particulars	No. of Members voted	No. of votes cast by them	% of total number of valid votes cast
Poll at the AGM	39	2168	0.15
E-voting	13	14,38,368	99.85
Total	52	1440536	100

ii. Vote in against the resolution			
Particulars	No. of Members voted	No. of votes cast by them	% of total number of valid votes cast
Poll at the AGM	-	-	-
E-voting	-	-	-
Total	-	-	-

iii. Invalid votes		
Particulars	Total number of members whose votes were declared as invalid	Total number of votes cast by them
Poll at the AGM	4	Nil
E-voting	-	-
Total	4	Nil

Item No. 5: To increase in Authorized Share Capital of the Company from Rs. 6,50,00000 to Rs. 13,50,00,000.

i. Vote in favour of the resolution			
Particulars	No. of Members voted	No. of votes cast by them	% of total number of valid votes cast
Poll at the AGM	38	2163	0.150
E-voting	13	14,38,368	99.8497
Total	51	1440531	99.9997



ii. Vote in against the resolution			
Particulars	No. of Members voted	No. of votes cast by them	% of total number of valid votes cast
Poll at the AGM	1	5	0.0003
E-voting	-	-	-
Total	1	5	0.0003

iii. Invalid votes		
Particulars	Total number of members whose votes were declared as invalid	Total number of votes cast by them
Poll at the AGM	4	Nil
E-voting	-	-
Total	4	Nil

Item No. 6: To alter the capital clause of the Memorandum of Association of the Company.

i. Vote in favour of the resolution			
Particulars	No. of Members voted	No. of votes cast by them	% of total number of valid votes cast
Poll at the AGM	38	2158	0.15
E-voting	13	14,38,368	99.8494
Total	51	1440526	99.9994

ii. Vote in against the resolution			
Particulars	No. of Members voted	No. of votes cast by them	% of total number of valid votes cast
Poll at the AGM	1	10	0.0006
E-voting	-	-	-
Total	1	10	0.0006

iii. Invalid votes		
Particulars	Total number of members whose votes were declared as invalid	Total number of votes cast by them
Poll at the AGM	4	Nil
E-voting	-	-
Total	4	Nil



Item No. 7: To adopt new set of Memorandum of Association as per table A, schedule I of Companies Act, 2013.

i. Vote in favour of the resolution			
Particulars	No. of Members voted	No. of votes cast by them	% of total number of valid votes cast
Poll at the AGM	37	2153	0.15
E-voting	13	14,38,368	99.849
Total	50	1440521	99.999

ii. Vote in against the resolution			
Particulars	No. of Members voted	No. of votes cast by them	% of total number of valid votes cast
Poll at the AGM	2	15	0.0010
E-voting	-	-	-
Total	2	15	0.0010

iii. Invalid votes		
Particulars	Total number of members whose votes were declared as invalid	Total number of votes cast by them
Poll at the AGM	4	Nil
E-voting	-	-
Total	4	Nil

Item No. 8: To adopt new set of Article of Association as per table F, schedule I of Companies Act, 2013.

i. Vote in favour of the resolution			
Particulars	No. of Members voted	No. of votes cast by them	% of total number of valid votes cast
Poll at the AGM	37	2153	0.15
E-voting	13	14,38,368	99.849
Total	50	1440521	99.999

ii. Vote in against the resolution			
Particulars	No. of Members voted	No. of votes cast by them	% of total number of valid votes cast
Poll at the AGM	2	15	0.0010
E-voting	-	-	-
Total	2	15	0.0010



iii Invalid votes		
Particulars	Total number of members whose votes were declared as invalid	Total number of votes cast by them
Poll at the AGM	4	Nil
E-voting	-	-
Total	4	Nil

Item No. 9 Preferential allotment of equity warrants of the Company to promoter/Promoters Group/ Non-Promoter resident individuals convertible into equity shares in one or more tranches.

i. Vote in favour of the resolution			
Particulars	No. of Members voted	No. of votes cast by them	% of total number of valid votes cast
Poll at the AGM	38	2163	0.150
E-voting	13	14,38,368	99.8497
Total	51	1440531	99.9997

ii. Vote in against the resolution			
Particulars	No. of Members voted	No. of votes cast by them	% of total number of valid votes cast
Poll at the AGM	1	5	0.0003
E-voting	-	-	-
Total	1	5	0.0003

iii Invalid votes		
Particulars	Total number of members whose votes were declared as invalid	Total number of votes cast by them
Poll at the AGM	4	Nil
E-voting	-	-
Total	4	Nil

Item No. 10: Preferential allotment of equity warrants of the Company to Non Promoter Group convertible into equity shares in single tranche.

i. Vote in favour of the resolution			
Particulars	No. of Members voted	No. of votes cast by them	% of total number of valid votes cast
Poll at the AGM	38	2163	0.15
E-voting	13	14,38,368	99.847




Total	51	1440531	99.9997
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ii. Vote in against the resolution			
Particulars	No. of Members voted	No. of votes cast by them	% of total number of valid votes cast
Poll at the AGM	1	5	0.0003
E-voting	-	-	-
Total	1	5	0.0003

iii. Invalid votes		
Particulars	Total number of members whose votes were declared as invalid	Total number of votes cast by them
Poll at the AGM	4	Nil
E-voting	-	-
Total	4	Nil

Yours Truly,


Ajay Suman Shrivastava
Practicing Company Secretary
Membership No. : 3489
C P No.: 3479



Place: Hyderabad
Date: 17.11.2017