

# AJAY. S. SHRIVASTAVA

M.Com., LLB, FCS  
Company Secretary in Practice

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## CONSOLIDATED SCRUTIZERS REPORT

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

To,  
The Chairman,  
Narbada Gems and Jewellery Limited,  
3-6-290/18, 1<sup>st</sup> Floor, Sadana Building, Hyderguda,  
Hyderabad – 500029

**Sub: Consolidated Scrutinizer's Report for passing of resolution through remote e-voting and poll conducted at the 24<sup>th</sup> Annual General Meeting of the Company held on Wednesday the 28<sup>th</sup> September, 2016.**

I, **Ajay S. Shrivastava**, Company Secretary in Practice was appointed as the 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 the Companies (Management and Administration) Amendment Rules, 2015 for passing of the resolutions as set out in the Notice of the Annual General Meeting (AGM) of the Equity Shareholders of the Company, held on Wednesday 28<sup>th</sup> September, 2016.

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 remote 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 for e-voting and poll conducted at the AGM.
2. The Notice dated 25<sup>th</sup> August, 2016 along with statement setting out material facts under Section 102 of the Act was dispatched to the Shareholders through Professional courier on 31<sup>st</sup> day of August, 2016 and through email to shareholders whose email IDs were registered with the Company / Depository Participant on 06<sup>th</sup> day of September, 2016. 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 depositories viz. National Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 26<sup>th</sup> August, 2016.

3. As per the provisions of Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company has published advertisement about having sent the notice of the meeting and providing e-voting facility in 'Business Standard' and 'Nava Telangana' on 7<sup>th</sup> September, 2016.
4. In terms of the aforesaid notice, voting through electronic means was kept open for three days from 25<sup>th</sup> September, 2016 at 9:00 A.M. to 27<sup>th</sup> September, 2016 at 5:00 P.M.
5. The members' details such as their names folio, number of shares held who cast their votes through remote-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 ballot- Poll voting in the Annual General Meeting.
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. 21<sup>st</sup> September, 2016.
7. After the announcement of Poll by the Chairman, one Ballot box kept for polling were locked in my presence and the members. who were present.
8. The locked ballot box was subsequently opened in my presence of two witness and poll papers were diligently scrutinized. 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. As required under the said rules, after the closure of the voting at the Annual General Meeting, the votes cast through poll were unlocked in the presence of Mr. Mohd Shafi and Ms. Shraddha Chavda 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.
10. *One poll paper and One E-Vote was identified as INVALID.*
11. Summary of the remote e-voting and poll are as follows-



**ORDINARY BUSINESS:**

**Resolution 1:** To consider and adopt the Audited Financial Statements, Reports of the Board of Directors and Auditors for the financial year ended 31<sup>st</sup> March, 2016.

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	17	65,844	2.43
Remote E-voting	27	26,40,611	97.57
Total	44	27,06,455	100.00

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	–	–	–
Remote 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	1	100
Remote E-voting	NIL	–
Total	1	100

**Resolution 2:** Re-appointment of Shri Ritesh Kumar Sanghi, who retires by rotation and being eligible, offers himself 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	17	65,844	2.43
Remote E-voting	27	26,40,611	97.57
Total	44	27,06,455	100.00

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	–	–	–
Remote 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	1	100
Remote E-voting	NIL	-
Total	1	100

**Resolution 3:** To ratify the appointment of M/s Venugopal & Chenoy, 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	17	65,844	2.43
Remote E-voting	27	26,40,611	97.57
Total	44	27,06,455	100.00

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	-	-	-
Remote 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	1	100
Remote E-voting	NIL	-
Total	1	100

**SPECIAL BUSINESS:**

**Resolution 4:** To consider and approve contracts under Section 188 (1)(a) of the Companies Act, 2013, with M/s Sanghi Jewellers Private Limited, an associate concern of the Company

**Nature of resolution:** Ordinary resolution

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	17	65,844	2.43
Remote E-voting	26	26,39,611	97.57
Total	43	27,05,455	100.00



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

iii. <b>Invalid</b> votes		
Particulars	Total number of members whose votes were declared as invalid	Total number of votes cast by them
Poll at the AGM	1	100
Remote E-voting	1	1000
Total	2	1100

Thanking You,  
Yours faithfully,



**AJAY S. SHRIVASTAVA**  
Practicing Company Secretary  
Membership No.: 3489  
C.P. No.: 3479



Place: Hyderabad  
Date: 29.09.2016