

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, 1st Floor, Sadana Building, Hyderguda,
Hyderabad – 500029

Sub: Consolidated Scrutinizer's Report for passing of resolution through remote e-voting and poll conducted at the 24th Annual General Meeting of the Company held on Wednesday the 28th 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 28th 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 25th August, 2016 along with statement setting out material facts under Section 102 of the Act was dispatched to the Shareholders through Professional courier on 31st day of August, 2016 and through email to shareholders whose email IDs were registered with the Company / Depository Participant on 06th 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 26th 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 7th September, 2016.
4. In terms of the aforesaid notice, voting through electronic means was kept open for three days from 25th September, 2016 at 9:00 A.M. to 27th 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. 21st 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 31st 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 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 | 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