

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 of the General Meeting,
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 Extra-ordinary General Meeting of Narbada Gems And Jewellery Limited held on 23rd May, 2016 at 3.30 PM.

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) Rules, 2014 for passing of the resolutions as mentioned under item no. 1 and 2 as set out in the Notice of Extra-ordinary General Meeting (EGM) of the Equity Shareholders of the Company held on 23rd May, 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 EGM 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 EGM 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 in the EGM.
2. The Notice dated 11th April, 2016 along with statement setting out material facts under Section 102 of the Act was dispatched to the Shareholders through the Professional Couriers on Monday, 25th April, 2016 and through email to shareholders whose email IDs were registered with the Company / Depository Participant on Tuesday, 26th April,



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 22nd April, 2016.

3. As per the provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has published advertisement about having sent the notice of the meeting and providing e-voting facility in 'The Financial Express' and 'Nava Telangana' on 27th April, 2016.
4. In terms of the aforesaid notice, voting through electronic means was kept open for three days from 20th May, 2016 at 9:00 A.M. to 22nd May, 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 through ballot- Poll voting in the Extra-ordinary 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. 17th May, 2016.
7. After the time fixed for closing 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 of the Extra-ordinary General Meeting, the votes cast through poll were unblocked in the presence of Mr. Kamal Kishore and Mr. A.K Gupta who are not in employment with the Company. They have signed below in confirmation of the votes being unblocked in their presence.
10. No poll papers were identified as invalid.
11. Summary of the remote e-voting and poll are as follows-



SPECIAL BUSINESS:

Resolution 1: To undertake Scheme of Reduction of Share Capital under section 100-104 of the Companies Act, 1956

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 EGM	31	4143	0.16
Remote E-voting	8	26,32,991	99.84
Total	39	26,37,134	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 EGM	11	116	100
Remote E-voting	-	-	-
Total	11	116	100

iii. Invalid votes		
Particulars	Total number of members whose votes were declared as invalid	Total number of votes cast by them
Poll at the EGM	NIL	-
Remote E-voting	NIL	-
Total	NIL	-

Resolution 2: To implement the Reduction of Capital 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 EGM	31	4143	0.16
Remote E-voting	8	26,32,991	99.84
Total	39	26,37,134	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 EGM	11	116	100
Remote E-voting	-	-	-
Total	11	116	100



iii Invalid votes		
Particulars	Total number of members whose votes were declared as invalid	Total number of votes cast by them
Poll at the EGM	NIL	-
Remote E-voting	NIL	-
Total	NIL	-

Thanking You,
Yours faithfully,



AJAY S SHRIVASTAVA
Practicing Company Secretary
Membership No. 3489
COP: 3479

