

**FORM No. MGT-13**

**Scrutinizer's Report**

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies Management and Administration) Rules, 2014]

To,  
The Chairman,  
23<sup>rd</sup> Annual General Meeting,  
Equity Shareholders of Narbada Gems & Jewellery Limited,  
Held on Tuesday the 29<sup>th</sup> day of September, 2015 at 11.30 A.M. at Rajasthani Graduates Association, Snatak Bhawan, 5-4-790/1, 1<sup>st</sup> Floor, Abids, Hyderabad Telangana-500001

Dear Sir,

I, Ajay S. Shrivastava, appointed as the Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 23<sup>rd</sup> Annual General Meeting of Equity Shareholders of Narbada Gems & Jewellery Limited held on Tuesday the 29<sup>th</sup> day of September, 2015 at 11.30 A.M. at Rajasthani Graduates Association, Snatak Bhawan, 5-4-790/1, 1<sup>st</sup> Floor, Abids, Hyderabad Telangana-500001 and submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, ONE ballot box kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot box were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid .
4. The result of the Poll is as under:



✓ **ORDINARY BUSINESS:**

**Resolution No. 1-** To consider and adopt the Audited Balance Sheet as on 31<sup>st</sup> March, 2015  
And the audited Statement of Profit and Loss for the year ended 31<sup>st</sup> March, 2015 together with reports of Directors and Auditors thereon:

i Voted <b>in favour</b> of the resolution :			
	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of Valid votes cast
	29	17515	100

ii Voted <b>against</b> the resolution :			
	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of Valid votes cast
	NIL	NIL	NIL

iii <b>Invalid</b> votes:			
	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them	
	4	301	

**Resolution No. 2-** Appointment of a Director in place of Mrs Bhavna Sanghi, who retired by rotation and being eligible offered herself for re-appointment:

i Voted <b>in favour</b> of the resolution :			
	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of Valid votes cast
	29	17515	100

ii Voted <b>against</b> the resolution :			
	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of Valid votes cast
	NIL	NIL	NIL



iii <b>Invalid</b> votes:		
	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
	4	301

**Resolution No. 3-** Ratification of appointment of M/s Venugopal & Chenoy., Chartered Accountants as Statutory Auditors of the Company to hold office upto the conclusion of 25th Annual General Meeting of the Company at a remuneration to be decided/approved by the Board of Directors:

i Voted <b>in favour</b> of the resolution :			
	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of Valid votes cast
	29	17515	100

ii Voted <b>against</b> the resolution :			
	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of Valid votes cast
	NIL	NIL	NIL

iii <b>Invalid</b> votes:		
	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
	4	301

✓ **SPECIAL BUSINESS:**  
**Resolution No. 4-** Approval for undertaking contracts/ transactions with Sanghi Jewellers Private Limited for the period 01.10.2015 to 30.09.2016 upto Rs. 25 crores, being the related party transaction.\*

i Voted <b>in favour</b> of the resolution :			
	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of Valid votes cast
	29	17515	100



ii	Voted <b>against</b> the resolution :		
	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of Valid votes cast
	NIL	NIL	NIL

iii	<b>Invalid</b> votes:	
	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
	4	301

- *The promoter sand the related parties have not voted on the resolution as prescribed under Section 188 of the Companies Act, 2013 and clause 49 of the Listing Agreement.*
5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
  6. The poll papers and all other relevant records were sealed and handed over to the ~~Company Secretary~~ Director authorized by the Board for safe keeping.

Thanking You,

Yours faithfully,



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

Place: Hyderabad  
Date: 01.10.2015