

# AJAY. S. SHRIVASTAVA

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Company Secretary in Practice

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## SCRUTINIZER REPORT ON E-VOTING CARRIED OUT FOR NARBADA GEMS & JEWELLERY LIMITED.

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

**22<sup>ND</sup> AGM OF NARBADA GEMS & JEWELLERY LIMITED HELD ON 23<sup>RD</sup> SEPTEMBER, 2014 AT RAJASTHANI GRADUATES ASSOCIATIONS, "SNATAK BHAVAN", 5-4-790/1, 1<sup>ST</sup> FLOOR, ABIDS, HYDERABAD AT 3.30 P.M.**

**Sub: Passing of Resolutions through e-voting pursuant to Section 108 of The Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.**

Pursuant to the Resolution passed by the Board of Narbada Gems & Jewellery Limited on 25<sup>th</sup> August, 2014, I have been appointed as the Scrutinizer for the e-voting process as mentioned under Clause (ix) of sub rule 3 of Rule 20 of Companies (Management and Administration) Rules, 2014. I say, I am familiar and well versed with the concept of electric voting system as prescribed under the said Rules and the SEBI circular dated 17<sup>th</sup> April, 2014 issued in this regards.

The Company has appointed Central Depository Services (India) Limited (CDSL), as the service provider, for extending the facility of electronic voting to the shareholders of the Company. CIL Securities Limited is the Registrar and Share Transfer Agents (RTA) for the Company. The Service provider, had provided a system for recording the votes of the shareholders electronically on all the items of the business (both ordinary and special business) sought to be transacted in the 22<sup>nd</sup> Annual General Meeting (AGM) of the Company, which is scheduled to be held on **23<sup>rd</sup> September, 2014**. The service provider accordingly had set up e-voting facility on their website, [www.evotingindia.com](http://www.evotingindia.com). The Company had uploaded all the items of the business to be transacted on the website of the Company and also its Service Provider to facilitate their Shareholders to cast their vote through e-voting.

As on the cutoff date i.e. 2<sup>nd</sup> September, 2014 there were **5840** shareholders of the Company. The Service provider has sent the notices of the AGM by e- mail to the Shareholders whose email-id was available with the two depositories and for those holding in the physical form to the extent it was available with the RTA and the Company had sent them the notice of the AGM through physical form by courier.

The notices sent (Both through email & physical Form) contained the detailed procedure to be followed by the shareholders who were desirous of casting of their votes electronically as provided in the Rule 20 of Companies (Management and Administration) Rules, 2014



The cutoff date (record date) for the purposes of identifying the shareholders who will be entitled to vote on the resolutions placed for the approval of the Shareholders was **2<sup>nd</sup> September, 2014**. As prescribed in the aforesaid Rules, **the e-voting facility was kept open for 3 days from Thursday, 18<sup>th</sup> September, 2014 at 9.00 A.M to Saturday, 20<sup>th</sup> September, 2014 at 6.00 P.M.**

At the end of the voting period on 20<sup>th</sup> September, 2014 at 6.00 P.M, the voting portal of the service portal was blocked forthwith. On 20<sup>th</sup> September, 2014, the votes cast through e-voting facility were duly unlocked by me as the scrutinizer in the presence of Mr. Sumanth Reddy & Ms. Rachuri Chandana, who acted as the witness, as prescribed in the Sub Rule 3(xi) of the said Rule 20. As a scrutinizer, the report of the e-voting carried out by the shareholders was duly complied, the details of which are as follows-

There are in all **2 shareholders** holding **25,68,360 Equity shares** of the company, who have participated in the e voting process carried out by the Company. It can be seen that in respect of resolution no 1 to 9, the results of e-voting is as under-

**ORDINARY BUSINESS**

**(A) As an ordinary Resolution- Item No. 1 passed with requisite majority.**

*Item1: To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014, and Profit and Loss Account for the year ended on that date and the reports of the Directors and Auditors thereon.-*

|                                       | Number of Folios participated in the e-voting             | Number of Votes cast by them    | % of total number of valid votes cast |
|---------------------------------------|---|---------------------------------|---------------------------------------|
| (i) Voted in favour of the resolution | 2   | 25,68,360                       | 100.00 %                              |
| (ii) Voted against the resolution     | -   | -                               | -                                     |
| (iii) Invalid Votes                   | Total number of Folios whose votes were declared invalid. | Total No of votes cast by them. |                                       |
|                                       | NIL   | NIL                             |                                       |



**(B) As an ordinary Resolution- Item No. 2 passed with requisite majority.**

**Item 2:** *To appoint a Director in place of Shri Ritesh Kumar Sanghi who retires by rotation and being eligible offers himself for reappointment -*

|                                       | Number of Folios participated in the e-voting             | Number of Votes cast by them    | % of total number of valid votes cast |
|---------------------------------------|---|---------------------------------|---------------------------------------|
| (i) Voted in favour of the resolution | 2   | 25,68,360                       | 100.00 %                              |
| (ii) Voted against the resolution     | -   | -                               | -                                     |
| (iii) Invalid Votes                   | Total number of Folios whose votes were declared invalid. | Total No of votes cast by them. |                                       |
|                                       | NIL   | NIL                             |                                       |

**(C) As an ordinary Resolution- Item No. 3 passed with requisite majority.**

**Item 3:** *To appoint a Director in place of Shri Vinod Agarwal who retires by rotation and being eligible offers himself for reappointment -*

|                                       | Number of Folios participated in the e-voting             | Number of Votes cast by them    | % of total number of valid votes cast |
|---------------------------------------|---|---------------------------------|---------------------------------------|
| (i) Voted in favour of the resolution | 2   | 25,68,360                       | 100.00 %                              |
| (ii) Voted against the resolution     | -   | -                               | -                                     |
| (iii) Invalid Votes                   | Total number of Folios whose votes were declared invalid. | Total No of votes cast by them. |                                       |
|                                       | NIL   | NIL                             |                                       |

**(D) As an ordinary Resolution- Item No. 4 passed with requisite majority.**

**Item 4:** *To appoint the Auditors and fix their remuneration -*

|                                       | Number of Folios participated in the e-voting | Number of Votes cast by them | % of total number of valid votes cast |
|---------------------------------------|---|------------------------------|---------------------------------------|
| (i) Voted in favour of the resolution | 2   | 25,68,360                    | 100.00 %                              |
| (ii) Voted against the resolution     | -   | -                            | -                                     |



|                     |   |                                 |
|---------------------|---|---------------------------------|
| (iii) Invalid Votes | Total number of Folios whose votes were declared invalid. | Total No of votes cast by them. |
|                     | NIL   | NIL                             |

**SPECIAL BUSINESS**

**(E) As an Ordinary Resolution- Item No. 5 passed with requisite majority.**

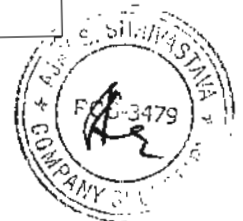
**Item5:** Pursuant to Section 149(1) of the Companies Act, 2013, to appoint Smt. Bhavna Sanghi, as the Minority Women Director of the Company for a consecutive period of Three years:

|                                       | Number of Folios participated in the e-voting             | Number of Votes cast by them    | % of total number of valid votes cast |
|---------------------------------------|---|---------------------------------|---------------------------------------|
| (i) Voted in favour of the resolution | 2   | 25,68,360                       | 100.00 %                              |
| (ii) Voted against the resolution     | -   | -                               | -                                     |
| (iii) Invalid Votes                   | Total number of Folios whose votes were declared invalid. | Total No of votes cast by them. |                                       |
|                                       | NIL   | NIL                             |                                       |

**(F) As Special Resolution - Item No. 6 passed with requisite majority.**

**Item 6:** Pursuant to Section 188(1)(a) of the Companies Act, 2013, to seek approval of the Members, to enter into related Party Transaction with M/S Sanghi Jewellers Private Limited from 01.10.2014 to 30.09.2015, , for supply of various manufactured products and rendering job work and allied services for a total value of Rs. 25,00,00,000/-:

|                                       | Number of Folios participated in the e-voting             | Number of Votes cast by them    | % of total number of valid votes cast |
|---------------------------------------|---|---------------------------------|---------------------------------------|
| (i) Voted in favour of the resolution | 2   | 25,68,360                       | 100.00 %                              |
| (ii) Voted against the resolution     | -   | -                               | -                                     |
| (iii) Invalid Votes                   | Total number of Folios whose votes were declared invalid. | Total No of votes cast by them. |                                       |
|                                       | NIL   | NIL                             |                                       |



**(G) As an Ordinary Resolution - Item No. 7 passed with requisite majority.**

**Item 7: To re-appoint Shri Ram Prasad Vempati, as an Independent Director for five years:**

|                                       | Number of Folios participated in the e-voting             | Number of Votes cast by them    | % of total number of valid votes cast |
|---------------------------------------|---|---------------------------------|---------------------------------------|
| (i) Voted in favour of the resolution | 2   | 25,68,360                       | 100.00 %                              |
| (ii) Voted against the resolution     | -   | -                               | -                                     |
| (iii) Invalid Votes                   | Total number of Folios whose votes were declared invalid. | Total No of votes cast by them. |                                       |
|                                       | NIL   | NIL                             |                                       |

**(H) As an Ordinary Resolution- Item No. 8 passed with requisite majority.**

**Item 8: Appointment of Shri Vinod Agarwal, as independent director for five years:**

|                                       | Number of Folios participated in the e-voting             | Number of Votes cast by them    | % of total number of valid votes cast |
|---------------------------------------|---|---------------------------------|---------------------------------------|
| (i) Voted in favour of the resolution | 2   | 25,68,360                       | 100.00 %                              |
| (ii) Voted against the resolution     | -   | -                               | -                                     |
| (iii) Invalid Votes                   | Total number of Folios whose votes were declared invalid. | Total No of votes cast by them. |                                       |
|                                       | NIL   | NIL                             |                                       |

**(I) As an Ordinary Resolution- Item No. 9 passed with requisite majority.**

**Item 9: Appointment of Shri Siddharth Goel, as independent director for five years:**

|                                       | Number of Folios participated in the e-voting | Number of Votes cast by them | % of total number of valid votes cast |
|---------------------------------------|---|------------------------------|---------------------------------------|
| (i) Voted in favour of the resolution | 2   | 25,68,360                    | 100.00 %                              |
| (ii) Voted against the resolution     | -   | -                            | -                                     |



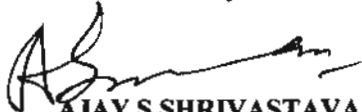
|                     |   |                                 |
|---------------------|---|---------------------------------|
| (iii) Invalid Votes | Total number of Folios whose votes were declared invalid. | Total No of votes cast by them. |
|                     | NIL   | NIL                             |

All the resolutions stands passed under e-voting with requisite majority.

I hear by conform that I am maintaining the Registers revived from service provider both electronically and manually, in respect of the votes cast through e-voting and poll by the shareholders of the Company. I shall be arranging to handover these records to the Chairman of the Company or such person to be authorized by him in due as prescribed in the said Rules.

Thanking you,

Yours Faithfully,

  
**AJAY S SHRIVASTAVA**



Practicing Company Secretary

PCS- 3479

Date: 22.09.2014

Place: Hyderabad

| Shareholder Substatu Memberid | Member Name                     | No. of Shares | Resolution | No. of Votes for Yes | No. of Votes for No | No. of Votes for Abstain |
|-------------------------------|---------------------------------|---------------|------------|----------------------|---------------------|--------------------------|
| Substatus unavailable         | 1.20135E+15 SANJAY KUMAR SANGHI | 1284180       | 1          | 1284180              | 0                   | 0                        |
| Substatus unavailable         | 1.20135E+15 SANJAY KUMAR SANGHI | 1284180       | 2          | 1284180              | 0                   | 0                        |
| Substatus unavailable         | 1.20135E+15 SANJAY KUMAR SANGHI | 1284180       | 3          | 1284180              | 0                   | 0                        |
| Substatus unavailable         | 1.20135E+15 SANJAY KUMAR SANGHI | 1284180       | 4          | 1284180              | 0                   | 0                        |
| Substatus unavailable         | 1.20135E+15 SANJAY KUMAR SANGHI | 1284180       | 5          | 1284180              | 0                   | 0                        |
| Substatus unavailable         | 1.20135E+15 SANJAY KUMAR SANGHI | 1284180       | 6          | 1284180              | 0                   | 0                        |
| Substatus unavailable         | 1.20135E+15 SANJAY KUMAR SANGHI | 1284180       | 7          | 1284180              | 0                   | 0                        |
| Substatus unavailable         | 1.20135E+15 SANJAY KUMAR SANGHI | 1284180       | 8          | 1284180              | 0                   | 0                        |
| Substatus unavailable         | 1.20135E+15 SANJAY KUMAR SANGHI | 1284180       | 9          | 1284180              | 0                   | 0                        |
| Substatus unavailable         | 1.20135E+15 RITESH KUMAR SANGHI | 1284180       | 1          | 1284180              | 0                   | 0                        |
| Substatus unavailable         | 1.20135E+15 RITESH KUMAR SANGHI | 1284180       | 2          | 1284180              | 0                   | 0                        |
| Substatus unavailable         | 1.20135E+15 RITESH KUMAR SANGHI | 1284180       | 3          | 1284180              | 0                   | 0                        |
| Substatus unavailable         | 1.20135E+15 RITESH KUMAR SANGHI | 1284180       | 4          | 1284180              | 0                   | 0                        |
| Substatus unavailable         | 1.20135E+15 RITESH KUMAR SANGHI | 1284180       | 5          | 1284180              | 0                   | 0                        |
| Substatus unavailable         | 1.20135E+15 RITESH KUMAR SANGHI | 1284180       | 6          | 1284180              | 0                   | 0                        |
| Substatus unavailable         | 1.20135E+15 RITESH KUMAR SANGHI | 1284180       | 7          | 1284180              | 0                   | 0                        |
| Substatus unavailable         | 1.20135E+15 RITESH KUMAR SANGHI | 1284180       | 8          | 1284180              | 0                   | 0                        |
| Substatus unavailable         | 1.20135E+15 RITESH KUMAR SANGHI | 1284180       | 9          | 1284180              | 0                   | 0                        |

AS

AMV S. SHRIKANTH  
PCG-3479  
COMPANY SECRETARY