

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 21 of the Companies
(Management and Administration) Rules, 2014]

To

Mr. Sanjay Kumar Sanghi
Chairman of Extra Ordinary General Meeting of the Members
Narbada Gems & Jewellery Limited,
Regd. Off.:3-6-291/4/B, 2nd Floor, Hyderguda, Hyderabad- 500 029

Re: Consolidated Scrutinizer's Report on Remote and Venue E-Voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 at the Extra Ordinary General Meeting (EGM) of Narbada Gems & Jewellery Limited held on Thursday, 28th January, 2021 at 12.30 PM through Video Conferencing (VC)/ Other Audio Visual Means (OAVM).

I, **Ajay Suman 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 e-voting at the venue, 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 and Regulation 44 of the SEBI (LODR) Regulations, 2015 and General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020 and 20/2020 dated May 05, 2020 issued by the Ministry of Corporate Affairs and SEBI Circular dated May 12, 2020, for passing of the resolutions as mentioned in and as set out in the Notice of Extra Ordinary General Meeting dated 30.12.2020 of Narbada Gems & Jewellery Limited held on Thursday, 28th January, 2021 at 12.30 PM through Video Conferencing (VC)/ Other Audio Visual Means (OAVM).

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 venue e-voting on the resolutions contained in the notice of the EGM of the members of the Company dated 30.12.2020. My responsibility as a Scrutinizer for the remote e-voting process and e-voting at the venue 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 e-voting carried out during the EGM.
2. The Notice along with the statement setting out material facts under Section 102 of the Act was dispatched to the Shareholders through email, to members whose email IDs were registered with the Company/ Depository Participant/Registrar & Transfer Agent (RTA) on 04th January, 2021. 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 the cut-off date 1st January, 2021.



1. As per the provisions of Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company has published advertisement about having sent the notice of the meeting and providing e-voting facility in the newspapers, 'Business Standard' (English) and 'Nav Telangana' (Telugu) on 05th January, 2021 about having sent the notice electronically, along with other information as specified in rules.
2. In terms of the aforesaid notice, voting through electronic means was kept open for four days from Sunday, the 24th day of January, 2021 (9:00 A.M.) and ended on Wednesday, the 27th day of January, 2021 (5:00 P.M.) via the e-voting platform provided by CDSL.
3. The members' details such as their name, 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 e-voting at Venue of the Extra Ordinary General Meeting.
4. 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 January, 2021.
5. The Venue e-voting was kept open during the entire period of the EGM.
6. As required under the said rules, after the closure of the voting of the Extra Ordinary General Meeting, the votes cast through e-voting were unblocked by me in presence of Mr. B. Anil Kumar and Ms. Vishva Patel, both of whom are not in employment of the Company. The e-votes were reconciled with the records maintained by the Company/ Registrar of Transfer Agents of the Company and the authorizations, if any, lodged with the Company
7. Nil-votes were identified as invalid.
8. Summary of the remote e-voting and venue e voting(Consolidated) are as follows-

Total Number of Shareholders on the Cutoff date:- 5408

Number of shareholders present in the meeting through video conferencing: 47

- Promoters & Promoter Group:- 9

- Public :- 38

SPECIAL BUSINESS:

Item No. 1: To increase the Authorized Share Capital of the Company from Rs. 13,50,00,000/- (Rupees Thirteen Crore Fifty Lakhs only) divided into 1,35,00,000 (One Crore Thirty Five Lakhs) Equity Shares of Rs. 10/- each to Rs. 21,50,00,000/- (Rupees Twenty One Crores Fifty Lakhs only) divided into 2,15,00,000 (Two Crores Fifteen Lakhs) Equity Shares of Rs. 10/- each by creation of further 80,00,000 (Eighty Lakhs) Equity Shares of Rs. 10/- each ranking pari passu with the existing equity shares of the Company pursuant to Section 13, 14, 61, 64 of the Companies Act, 2013 read with Companies (Share capital and Debentures) Rules, 2014 and consequent changes in the Memorandum and Articles of Association.



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
Venue E-voting	5	2978	0.03
Remote E-voting	47	9710430	99.97
Total	52	9713408	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
Venue E-Voting	0	0	0
Remote E-voting	0	0	0
Total	0	0	0

iii. Invalid votes		
Particulars	Total number of members whose votes were declared as invalid	Total number of votes cast by them
Venue E-Voting	0	0
Remote E-voting	0	0
Total	0	0

Therefore, the Resolution in Item No. 1 has been approved by the requisite majority.

The E- Voting Reports from CDSL and all other relevant records were sealed and shall be handed over to the Managing Director authorized by the Board for safe keeping after declaration of the Voting Results.

Yours Truly,



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



Place: Hyderabad

Date: 29.01.2021

UDIN: F003489B002328856