

25<sup>th</sup> August, 2018.

To,  
Department of Corporate Service (DCS-CRD),  
BSE Limited.  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai- 400001.

Sub: Submission of Voting Results and Scrutinizers Report.

Dear Sir,

Pursuant to the provisions of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, please find attached herewith the Scrutinizer's Report received from M/s HS Associates, Practicing Company Secretary stating the results of the votes casted at the 37<sup>th</sup> Annual General Meeting of the Company held on Friday, 24<sup>th</sup> August, 2018.

Kindly take the same on your record and acknowledge the receipt of the same.

Thanking You,

Yours Faithfully,  
For **NGL Fine-Chem Limited**.



Esha Kulkarni  
Company Secretary and Compliance Officer

**SCRUTINIZER'S REPORT - COMBINED**

To,  
The Chairman,  
**NGL FINE-CHEM LIMITED**  
301, E Square Subhash Road,  
Vile Parle (East)  
Mumbai 400057.

**Sub.:** Consolidated Scrutinizer's Report on remote e-voting/physical ballot forms conducted pursuant to the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and voting at the 37<sup>th</sup> Annual General Meeting of **NGL Fine-Chem Limited** held on Friday, 24<sup>th</sup> August, 2018 at 11.00 a.m.

Dear Sir,

I, Mr. Hemant Shetye, partner of HS Associates, Practicing Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of **NGL Fine-Chem Limited** pursuant to section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to conduct the remote e-voting process and to scrutinize the physical ballot forms received from the shareholders in respect of the below mentioned resolutions passed at the 37<sup>th</sup> Annual General Meeting of the Company on 24<sup>th</sup> August, 2018 at 11.00 a.m.

The voting rights were reckoned as on Friday the 17<sup>th</sup> August, 2018 being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-voting at the meeting.

The Company had availed the e-voting facility offered by Central Depository Services (India) Limited (CDSL) for extending the facility of remote e-voting to the members of the Company from Tuesday the 21<sup>st</sup> August, 2018 (9.00 a.m. IST) to Thursday the 23<sup>rd</sup> August, 2018 (5.00 p.m. IST) at the said Annual General Meeting held on Friday the 24<sup>th</sup> August, 2018.

The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses i.e Mr. Poonamchand Kanojia and Ms. Shraddha Sudrik, who were not in the employment of the company and after the conclusion of the voting at the Annual General Meeting the votes cast there under were counted. Votes cast through Assent/Dissent forms received up to **Thursday, August 23, 2018 up to 5.00 P.M.** were also considered.

The Company had also provided voting facility to the shareholder's present at the Annual General Meeting and who had not cast their vote earlier through remote e-voting facility or by physical ballot.

The management of the company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the rules relating to remote E-voting on the resolutions contained in the notice of the Annual General Meeting, my responsibility as a Scrutinizer for the voting process is restricted to make a scrutinizer's report of the total votes cast, votes in favour and against including invalid votes (if any) on resolutions contained in the notice of AGM based on the report generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL) and based on voting conducted at the annual general meeting.





# HS ASSOCIATES

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the Central Depository Services (India) Limited (CDSL) e-voting system and the ballot forms received respectively.

<b>Date of the AGM</b>	<b>24<sup>th</sup> August, 2018</b>
<b>Total number of shareholders on record date</b>	
<b>No. of shareholder's present in the meeting either in person or through proxy:</b> Promoters and Promoter Group: Public:	3 18
<b>No. of Shareholders attended the meeting through Video Conferencing</b> Promoters and Promoter Group: Public:	<b>Not Applicable</b>



A handwritten blue ink mark or signature, possibly a stylized letter 'D' or a similar symbol, located at the bottom right of the page.

**Item No. 1: To receive, consider and adopt the Audited Balance Sheet as at 31st March 2018, Statement of Profit & Loss & Cash Flow Statement for the year ended on that date and the Reports of the Directors and the Auditors thereon**

Resolution required: (Ordinary/Special)			Ordinary Resolution					
Whether promoter / promoter group are interested in the resolution?			NO					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]* 100	No. of Votes- in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	40,43,222	31,49,265	77.89%	31,49,265	NIL	100%	NIL
	Physical Ballot		NIL	NIL	NIL	NIL	NIL	NIL
	Total		31,49,265	77.89%	31,49,265	NIL	100%	NIL
Public-Institutions	E-Voting	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Physical Ballot		NIL	NIL	NIL	NIL	NIL	NIL
	Total		NIL	NIL	NIL	NIL	NIL	NIL
Public-Non-Institutions	E-Voting	21,34,802	103	0.004%	89	14	86.41%	13.59%
	Physical Ballot		110310	5.17%	110310	NIL	100	NIL
	Total		110413	5.17%	110399	14	99.99%	0.01%
<b>Total</b>		<b>6178024</b>	<b>3259678</b>	<b>52.76</b>	<b>3259664</b>	<b>14</b>	<b>99.99%</b>	<b>0.01%</b>

Thus, based on the Results, the **Ordinary Resolution** as contained in Item No. 1 is passed with requisite majority.



Item No. 2: To appoint Mr. Rajesh Lawande, Executive Director (holding DIN 00327301) who retires by rotation & being eligible offers himself for re-appointment as D

Resolution required: (Ordinary/Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes-in favour (4)	No. of Votes-against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Vote against on votes polled (7)=[(5)/(2)]*100
*Promoter and Promoter Group	E-Voting	40,43,222	31,49,265	77.89%	31,49,265	NIL	100%	NIL
	Physical Ballot		NIL	NIL	NIL	NIL	NIL	NIL
	Total		31,49,265	77.89%	31,49,265	NIL	100%	NIL
Public-Institutions	E-Voting	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Physical Ballot		NIL	NIL	NIL	NIL	NIL	NIL
	Total		NIL	NIL	NIL	NIL	NIL	NIL
Public-Non Institutions	E-Voting	21,34,802	103	0.004%	66	37	64.08%	35.92%
	Physical Ballot		110310	5.17%	110310	NIL	100	NIL
	Total		110413	5.17%	110376	37	99.97%	0.03%
<b>Total</b>		<b>6178024</b>	<b>3259678</b>	<b>52.76</b>	<b>3259641</b>	<b>37</b>	<b>99.99%</b>	<b>0.01%</b>

Thus based on the Results, the **Ordinary Resolution** as contained in Item No. 2 is passed with requisite majority.



**Item No. 3: Special Resolution for Re-appointment of Mr. Rajesh Lawande, as the Whole-Time Director of the Company.**

Resolution required: (Ordinary/Special)			Special Resolution					
*Whether promoter/ promoter group are interested in the resolution?			Yes					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes-in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	40,43,222	NIL	NIL	NIL	NIL	NIL	NIL
	Physical Ballot		NIL	NIL	NIL	NIL	NIL	NIL
	Total		NIL	NIL	NIL	NIL	NIL	NIL
Public-Institutions	E-Voting	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Physical Ballot		NIL	NIL	NIL	NIL	NIL	NIL
	Total		NIL	NIL	NIL	NIL	NIL	NIL
Public-Non-Institutions	E-Voting	21,34,802	103	0.004%	66	37	64.08%	35.92%
	Physical Ballot		110310	5.17%	110310	NIL	100	NIL
	Total		110413	5.17%	110376	37	99.97%	0.03%
<b>Total</b>		<b>6178024</b>	<b>110413</b>	<b>5.17%</b>	<b>110376</b>	<b>37</b>	<b>99.97%</b>	<b>0.03%</b>

\*The Promotor members have voted on the above resolution, however, as they were interested in the resolution, their votes have not been considered. Thus, based on the Results, the **Special Resolution** as contained in Item No. 3 is passed with requisite majority.

DATE: 25th August 2018  
Place: Mumbai



For HS ASSOCIATES

Hemant Shetye  
Partner  
FCS 2827  
CP 1483