



### SCRUTINIZER'S REPORT

**Date: 19-08-2025**

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

**Re: Consolidated Scrutinizer's Report on voting through remote E-voting and E-voting during the course of 44<sup>th</sup> Annual General Meeting held on 19<sup>th</sup> August, 2025 in terms of provisions of the Companies Act, 2013 read with the Rules and Circulars issued thereunder and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Circulars issued thereunder.**

Dear Sir,

- A. I, Hemant Shetye, Designated Partner of M/s HSPN & Associates LLP, Practicing Company Secretaries, appointed as a scrutinizer vide Board Resolution dated **22<sup>nd</sup> May, 2025** to conduct the following: -

To Scrutinize Remote E-voting process and the E-Voting facility offered to the shareholders of the Company during the course of 44<sup>th</sup> Annual General Meeting (hereinafter referred as AGM) held on 19<sup>th</sup> August, 2025, pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the resolutions mentioned in the notice of 44<sup>th</sup> Annual General Meeting dated **19<sup>th</sup> August, 2025**.

The voting rights were reckoned as on **Tuesday, 12<sup>th</sup> August, 2025** being the Cut-off date for the purpose of deciding the entitlements of members eligible for voting on the Resolutions.

- B. The AGM was held through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) pursuant to provisions of the Companies Act, 2013 & Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Circular No. 14/2020 dated 8th April, 2020, Circular No. 17/2020 dated 13th April, 2020, Circular No. 20/2020 dated 5th May, 2020, Circular No. 02/2021 dated 13th January, 2021, Circular No. 19/2021 dated 8th December, 2021, Circular No. 21/2021 dated 14th December, 2021, Circular No. 02/2022 dated 5th May, 2022, Circular No. 10/2022 dated 28th December, 2022, Circular No. 09/2023 dated 25th September, 2023 and Circular No. 09/2024 dated 19th September, 2024 issued by Ministry of Corporate Affairs ("MCA") and Circular dated 12th May, 2020, 15th January, 2021, 13th May, 2022, 5th January, 2023, 7th October, 2023 and 3th October, 2024 (collectively referred to as "SEBI Circulars"), issued by Securities and Exchange Board of India, where in physical attendance of Members was not required and facility to appoint proxy to attend and cast vote for Members was not available at the AGM.



# HSPN & ASSOCIATES LLP COMPANY SECRETARIES

LLPIN: AAZ-8456 | Unique Code: L2021MHE011400  
(Formerly known as HS ASSOCIATES  
Unique Code: P2007MH004300)

HEMANT S. SHETYE (Designated Partner)  
B.COM., LLB(Gen.), FCS  
Insolvency Professional

206, 2nd Floor, Tantia Jogani Industrial Estate,  
J. R. Boricha Marg, Opp. Lodha Excelus,  
Lower Parel (E), Mumbai - 400 011.  
Tel: 022 40026600/40061100  
Email: hs@hspnassociates.in  
Web.: www.hspnassociates.in

- C. I have also attended the AGM through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM) as per the specific Login ID for Scrutinizer provided by Company.
- D. The Company had availed remote E-voting facility offered by Central Depository Services (India) Limited (CDSL) for the purpose of E-voting by the members of the Company from **Saturday, 16<sup>th</sup> August, 2025 (from 9.00 a.m. IST) and ended on Monday, 18<sup>th</sup> August, 2025 (till 5.00 p.m. IST)**. The E-voting facility was also offered during the course of AGM for the members who had not voted on the resolutions through remote E-voting facility, the CDSL E-voting platform was blocked thereafter.
- E. The votes cast under the remote E-voting facility and E-voting during AGM were thereafter unblocked and counted after the conclusion of the voting at the AGM in the presence of two witnesses (Names, Address and signature given below) who were not in employment of the Company.
- F. After the closure of the voting at the Annual General Meeting, the report on voting done for the meeting was generated in my presence and the voting was diligently scrutinized.
- G. I have scrutinized and reviewed the remote E-voting and E-voting during the AGM tendered therein based on the data downloaded from the CDSLE-voting system.
- H. The management of the company is responsible to ensure the compliance with the requirements of the companies Act, 2013 and the rules relating to AGM by Video Conferencing (VC)/ Other Audio Visual Means (OAVM) and the E-voting on the resolutions contained in the notice of the AGM, my responsibility as a scrutinizer for the voting process is restricted to make a Scrutinizer's Report of the total votes cast, votes in favor and against including invalid votes (if any) on resolutions contained in the said notice, based on the Report generated from the E-voting system provided by Central Depository Services (India) Limited (CDSL).
- I. I have scrutinized and reviewed the entire e-voting process and votes tendered therein as per the data downloaded from the Central Depository Services (India) Limited (CDSL) e-voting system, and on the basis of the votes received on the same, I hereby report the following:

Hemant Shripad Shetye  
Digitally signed  
by Hemant  
Shripad Shetye  
Date: 2025.08.19  
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Item No. of the Notice (i)	Votes in favour of the Resolution		Votes against the Resolution		Invalid votes Nos. (vi)
	Nos. (ii)	As a % of total number of valid votes (Favour and Against) (iii=ii / (ii+iv) *100)	Nos. (iv)	As a % of total number of valid votes (Favour and Against) (v =iv / (ii+iv) * 100)	
<b>Item No. 1- Ordinary Resolution:</b> To receive, consider and adopt the Audited Financial Statements of the Company (including audited consolidated financial statements) for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and Auditors thereon.	44,93,785	100.00	Nil	0.00	Nil

Note: Decimals up to 2 digits have been considered.

# Since Resolutions are put to Vote through only E-voting process voting by poll is not applicable.

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



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by Hemant  
Shetye  
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2025.06.19  
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Item No. of the Notice (i)	Votes in favour of the Resolution		Votes against the Resolution		Invalid votes Nos. (vi)
	Nos. (ii)	As a % of total number of valid votes (Favour and Against) (iii=ii / (ii+iv) *100)	Nos. (iv)	As a % of total number of valid votes (Favour and Against) (v =iv / (ii+iv) * 100)	
<b>Item No. 2- Ordinary Resolution:</b> To declare a Final Dividend of Rs. 1.75/- per equity share i.e. 35% for the financial year ended 31 <sup>st</sup> March, 2025.	44,93,785	100.00	Nil	0.00	Nil

Note: Decimals up to 2 digits have been considered.

# since Resolutions are put to Vote through only E-voting process voting by poll is not applicable.

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



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 Date: 2025.08.19 15:36:38 +05'30'

Item No. of the Notice (i)	Votes in favour of the Resolution		Votes against the Resolution		Invalid votes Nos. (vi)
	Nos. (ii)	As a % of total number of valid votes (Favour and Against) (iii=ii / (ii+iv) *100)	Nos. (iv)	As a % of total number of valid votes (Favour and Against) (v =iv/ (ii+iv) * 100)	
<b>Item No. 3- Ordinary Resolution:</b> To re-appoint Mrs. Ajita Nachane, Director (holding DIN: 00279241) who retires by rotation & being eligible offers herself for re-appointment as Director.	26,97,886	100.00	Nil	0.00	Nil

Note: Decimals up to 2 digits have been considered.

# Since Resolutions are put to Vote through only E-voting process voting by poll is not applicable.

##Mrs. Ajita Nachane and Mr. Rahul Nachane did not vote on this resolution.

Thus, based on the Results, the **Ordinary Resolution** as contained in Item No. 3 is passed with majority.



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 Hemant Shripad Shetye  
 Date: 2023.03.19  
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Item No. of the Notice (i)	Votes in favour of the Resolution		Votes against the Resolution		Invalid votes Nos. (vi)
	Nos. (ii)	As a % of total number of valid votes (Favour and Against) (iii=ii / (ii+iv) *100)	Nos. (iv)	As a % of total number of valid votes (Favour and Against) (v =iv/ (ii+iv) * 100)	
<b>Item No. 4- Special Resolution: (Special Business)</b> To re-appoint Mr. Rahul Nachane, as a Managing Director of the Company	26,97,863	99.9992	23	0.0008	Nil

Note: Decimals up to 4 digits have been considered.

# since Resolutions are put to Vote through only E-voting process, voting by poll is not applicable

## Mr. Rahul Nachane and Mrs. Ajita Nachane did not vote on this resolution.

Thus, based on the Results, the **Special Resolution** as contained in Item No. 4 is passed with a requisite majority.



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 by Hemant Shripad Shetye  
 Date: 2025.08.19  
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Item No. of the Notice (i)	Votes in favour of the Resolution		Votes against the Resolution		Invalid votes Nos. (vi)
	Nos. (ii)	As a % of total number of valid votes (Favour and Against)  (iii=ii / (ii+iv) *100)	Nos. (iv)	As a % of total number of valid votes (Favour and Against)  (v =iv / (ii+iv) * 100)	
<b>Item No. 5- Special Resolution: (Special Business)</b> To appoint Mr. Sudhir Deo (DIN: 01122338) as an Independent Director of the Company	44,93,785	100.00	Nil	0.00	Nil

Note: Decimals up to 2 digits have been considered.

# since Resolutions are put to Vote through only E-voting process, voting by poll is not applicable

Thus, based on the Results, the **Special Resolution** as contained in Item No. 5 is passed with a requisite majority.



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by Hemant  
Shripad Shetye  
Date: 2025.08.19  
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Item No. of the Notice (i)	Votes in favour of the Resolution		Votes against the Resolution		Invalid votes Nos. (vi)
	Nos. (ii)	As a % of total number of valid votes (Favour and Against)  (iii=ii / (ii+iv) *100)	Nos. (iv)	As a % of total number of valid votes (Favour and Against)  (v =iv / (ii+iv) * 100)	
<b>Item No. 6- Special Resolution: (Special Business)</b> To revise remuneration of Mr. Rajesh Lawande (DIN: 00327301), Whole-Time Director of the Company	24,28,447	99.9991	23	0.0009	###13,52,366

Note: Decimals up to 4 digits have been considered.

# since Resolutions are put to Vote through only E-voting process, voting by poll is not applicable

## Mrs. Ajita Nachane did not vote on this resolution.

### Mr. Rajesh Lawande, being interested party voted for this resolution, therefore his votes are considered invalid.

Thus, based on the Results, the **Special Resolution** as contained in Item No. 6 is passed with requisite majority.



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 Shripad Shetye  
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 2025.08.19  
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Item No. of the Notice (i)	Votes in favour of the Resolution		Votes against the Resolution		Invalid votes Nos. (vi)
	Nos. (ii)	As a % of total number of valid votes (Favour and Against)  (iii=ii / (ii+iv) *100)	Nos. (iv)	As a % of total number of valid votes (Favour and Against)  (v =iv / (ii+iv) * 100)	
<b>Item No. 7- Special Resolution: (Special Business)</b> To appoint HSPN & Associates LLP, as Secretarial Auditor of the Company	44,93,785	100.00	Nil	0.00	Nil

Note: Decimals up to 2 digits have been considered.

# since Resolutions are put to Vote through only E-voting process, voting by poll is not applicable

Thus, based on the Results, the **Special Resolution** as contained in Item No. 7 is passed with requisite majority.



**Hemant  
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Shetye**

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by Hemant  
Shripad Shetye  
Date: 2025.08.19  
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Item No. of the Notice (i)	Votes in favour of the Resolution		Votes against the Resolution		Invalid votes Nos. (vi)
	Nos. (ii)	As a % of total number of valid votes (Favour and Against)  (iii=ii / (ii+iv) *100)	Nos. (iv)	As a % of total number of valid votes (Favour and Against)  (v =iv/ (ii+iv) * 100)	
<b>Item No. 8- Ordinary Resolution: (Special Business)</b> Payment of Remuneration to Cost Auditor	44,93,785	100.00	Nil	0.00	Nil

Note: Decimals up to 2 digits have been considered.

# since Resolutions are put to Vote through only E-voting process, voting by poll is not applicable

Thus, based on the Results, the **Ordinary Resolution** as contained in Item No. 8 is passed with majority.



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 Date:  
 2025.08.19  
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- J. The electronic data and all other relevant records relating to e-voting are under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

**K. Restriction on Use**

This report has been issued at the request of the Company for (i) submission to Stock Exchange i.e., BSE Limited and NSE Limited (ii) placing on website of the Company and (iii) website of Central Depository Services (India) Limited (CDSL). This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or in to whose hands it may come without my prior consent in writing.

**Date: 19-08-2025**

**Place: Mumbai**

**ICSI UDIN: F002827G001032273**

**Peer Review No: 6035/2024**



**For HSPN & Associates LLP,  
Company Secretaries,**

Hemant  
Shripad  
Shetye

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Hemant Shripad  
Shetye  
Date: 2025.08.19  
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**Hemant Shetye  
Designated Partner  
FCS. -2827  
CP No. - 1483**

Name: Omprakash Yadav  
Witness 1  
Address: 206, 2nd Floor,  
Tantia & Jogani Industrial Estate,  
J. R. Boricha Marg, Lower Parel (E),  
Mumbai- 400 011.

Name: Manasi Sawant  
Witness 2  
Address: 206, 2nd Floor,  
Tantia & Jogani Industrial Estate,  
J. R. Boricha Marg, Lower Parel (E),  
Mumbai- 400 011.

**Counter Signature of Chairman**