

Consolidated Scrutinizer's Report
[Pursuant to Section 108 of the Companies Act, 2013 and Companies
(Management and Administration) Rules, 2014, as amended]

To

The Chairman of the 39th Annual General Meeting of the Equity Shareholders of **NGL FINE-CHEM LIMITED** held on Friday, 14th August, 2020 at 11.00 am through Video Conferencing (VC)/ Other Audio Visual Means (OAVM).

Dear Sir,

1 I, Mr. Hemant Shetye, Partner of M/s HS Associates, Company secretary in practice have been appointed as Scrutinizer by the Board of Directors of **NGL FINE-CHEM LIMITED** (the Company) vide Board Resolution dated 29TH June 2020 for the purpose of scrutinizing the process of voting through electronic means ("e-voting") on the resolutions contained in the notice dated 29th June, 2020 ("Notice") calling 39th Annual General Meeting of its Equity Shareholders ("the Meeting"/"AGM"). The AGM was convened on Friday, 14th August, 2020 at 11.00 am at Video Conferencing (VC)/ Other Audio Visual Means (OAVM). The said appointment as Scrutinizer is under the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with the relevant rules under the Companies (Management and Administration) Rules, 2014, as amended ("the Rules"). As Scrutinizer, I've to scrutinize:

(i) process of e-voting from a place other than the venue of the Meeting ("**remote e-voting**") under the provisions of Section 108 of the Act read with Rule 20 of the Rules; and

(ii) process of e- voting during the course of the Meeting under the provisions of Section 108 of the Act read with Rules 20 of the Rules.

In view of the outbreak of the COVID-19 pandemic and Social distancing guidelines the AGM was held through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) pursuant to Circular Nos. 14/2020, 17/2020 and 20/2020 dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 respectively, issued by the Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 issued by the Securities and Exchange Board of India, wherein physical attendance of members was not required and the facility to appoint proxy to attend and cast vote for the members was not be available at the AGM

Management's Responsibility

2 The management of the Company is responsible to ensure compliance with the requirements of (i) the Act and the rules made thereunder and (ii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, ("LODR") relating to e-voting on the resolutions contained In the Notice calling the AGM.



Scrutinizer's Responsibility

3 My responsibility as Scrutinizer for e-voting process (i.e. by remote e-voting and e-voting during the course of AGM) is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the Notice, based on the reports generated from the e-voting system provided by Central Depository Services Limited (CDSL) the Agency authorized under the Rules and engaged by the Company to provide e-voting facility and attendant papers and documents produced to me for my verification.

Cut-off date

4 The Equity Shareholders of the Company as on the "cut-off" date, i.e., 07th August, 2020 were entitled to vote on the resolutions (item nos. 01 to 07 as set out in the Notice calling the AGM).

5 I submit herewith my Consolidated Scrutinizer's Report on the results of the remote e-voting and Insta Poll, based on the reports generated by Central Depository Services Limited (CDSL) and relied upon by me as under: -

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	
Item No. 1 Ordinary Resolution To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2020, together with the Reports of the Board of Directors and Auditors thereon.	3740973	99.99	8	0.01	0
Item No. 2- Ordinary Resolution Declaration of Final Dividend on Equity Shares for the financial year ended 31st March 2020.	3740973	99.99	8	0.01	0



*Item No. 3- Ordinary Resolution Re-appointment of Mr. Rajesh Lawande, Whole-Time Director (holding DIN 00327301) who retires by rotation & being eligible offers himself for re-appointment as Whole-time Director.	2596974	99.99	196	0.01	0
**Item No. 4- Special Resolution Re-appointment of Mr. Jayaram Sitaram (holding DIN: 00103676) as an Independent Director of the Company.	3717169	99.99	196	0.01	0
Item No. 5- Ordinary Resolution Appointment of Mr. K.V. Subramanian (holding DIN: 07842700) as an Independent Director of the Company.	3740973	99.99	8	0.01	0
***Item No. 6- Special Resolution Re-appointment of Mr. Rahul Nachane, as Managing Director of the Company	2657523	99.99	8	0.01	1083450
Item No. 7- Ordinary Resolution Ratification of remuneration payable to the Cost Auditor	3740973	99.99	8	0.01	0

*Mr. Rajesh Lawande abstained from voting being interested.

**Mr. Jayaram Sitaram abstained from voting being interested.

***Mr. Rahul Nachane votes were considered invalid, being interested under the purview of Companies Act, 2013.

Figures in column nos. iii & v are rounded off to two decimals.



6 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.

7 Restriction on Use


This report has been issued at the request of the Company for (i) submission to Stock Exchanges, (ii) placing on website of the Company and (iii) website of Central Depository Services 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.

All the aforesaid resolutions from number 1 to 7 (all inclusive) were passed with requisite majority.

Thanking you,

Yours faithfully,

For HS Associates,
Company Secretaries,


Hemant Shetye
Partner
FCS. -2827
CP No. - 1483



Date: - 14th August, 2020

Place: -Mumbai

ICSI UDIN: F002827B000581416