



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

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SCRUTINIZER'S REPORT

Date: 25.08.2023

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 42nd Annual General Meeting held on 25th August, 2023 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, Mr. Hemant Shetye, Designated Partner of M/s HSPN & Associates LLP, Practicing Company Secretaries, appointed as a scrutinizer vide Board Resolution dated **15th May, 2023** 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 42nd Annual General Meeting (hereinafter referred as AGM) held on 25th August, 2023, 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 42nd Annual General Meeting dated **25th August, 2023**.

The voting rights were reckoned as on **Friday, 18th August, 2023** 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 Nos. 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 and Circular No. 02/2022 dated 5th May, 2022, issued by Ministry of Corporate Affairs ("MCA") and Circular No

Consolidated Report of Scrutinizer on E-voting by the Members of NGL FINE-CHEM LIMITED for the 42nd AGM held on 25.08.2023



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SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022, issued by Securities and Exchange Board of India ("SEBI"), 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.

- 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 **Tuesday, 22nd August, 2023 (from 9.00 a.m. IST) and ended on Thursday, 24th August, 2023 (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 CDSL E-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:

Consolidated Report of Scrutinizer on E-voting by the Members of NGL FINE-CHEM LIMITED for the 42nd AGM held on 25.08.2023



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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) $(v = iv / (ii+iv) * 100)$	
Item No. 1- Ordinary Resolution: To receive, consider and adopt the Audited Financial Statements of the Company (including audited consolidated financial statements) for the financial year ended March 31, 2023, together with the Reports of the Board of Directors and Auditors thereon.	28,18,194	100	0	0	0

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 requisite majority.



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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) $(v = iv / (ii+iv) * 100)$	
Item No. 2- Ordinary Resolution: To declare a Final Dividend of Rs. 1.75/- per equity share i.e. 35% for the financial year ended 31 st March, 2023.	28,18,194	100	0	0	0

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 requisite majority.



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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)	
Item No. 3- Ordinary Resolution: To re-appoint Mrs. Ajita Nachane, Director (holding DIN: 00279241) who retires by rotation & being eligible offers herself for re-appointment as Director.	28,17,179	99.99	15	0.01	0

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.

Invalid Votes are not included in calculation of Votes "for" and "against."

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

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



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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) $(v = iv / (ii+iv) * 100)$	
Item No. 4- Ordinary Resolution: (Special Business) To modify the terms of appointment of Mr. Ahaan Nachane, Vice President of the Company	28,17,179	99.99	15	0.01	0

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

##Mr. Rahul Nachane and Mrs. Ajita Nachane, being relative of Mr. Ahaan Nachane are refrain from voting on the resolution.

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



- 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: 25.08.2023

Place: Mumbai

ICSI UDIN: F002827E000866107
Peer Review No: 2507/2022



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

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

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

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

Counter Signature of Chairman