

NGL Fine-Chem Limited

Regd. Office : 301, E - Square, Subhash Road, Vile Parle East, Mumbai 400057, Maharashtra, INDIA
Tel.: (+91 22) 26636450 Fax : 26108030 Email : info@nglfinechem.com CIN : L24110MH1981PLC025884, Website : www.nglfinechem.com

23rd August, 2019

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.
Scrip Code: 524774

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 38th Annual General Meeting of the Company held on Friday, 23rd August, 2019.

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

Thanking You,

Yours Faithfully,

For **NGL Fine-Chem Limited**,



Pallavi Pednekar
Company Secretary and Compliance Officer
Membership No: A33498



Encl: As Above.

To,
Chairman

NGL FINE-CHEM LIMITED

301, E Square Subhash Road
Vile Parle (East) Mumbai
MH 400057 IN

Dear Sir,

Re: Consolidated Scrutinizer's Report on voting through remote e-voting and physical ballot forms in terms of provisions of the Companies Act, 2013 read with the Rules issue there under and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- A. I, Mr. Hemant Shetye, Partner of M/s HS Associates, Practicing Company Secretaries, appointed as a scrutinizer in the meeting of Board of Directors of the Company held on 24th May, 2019 to conduct the following:-

Remote e-voting process and to scrutinize the **Physical Ballot Forms** received from the shareholders of the Company pursuant to the provisions of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014.

- B. The Company had availed the remote e-voting facility provided by Central Depository Services Limited (CDSL) for conducting the remote e-voting by the shareholders of the Company. The remote e-voting commenced on Tuesday, 20th August, 2019 at 9.00 a.m. and ended Thursday, 22nd August, 2019, at 5.00 p.m. and the CDSL remote e-voting platform was blocked thereafter.

- C. The votes cast under the remote e-voting facility were thereafter unblocked in the presence of two witnesses (Names, Address and signature below) who were not in employment of the Company and after the conclusion of the voting at the AGM the votes cast there under were counted. Votes cast through physical ballot forms received up to 5:00 p.m. on Thursday, 22nd August, 2019 were considered.



HS ASSOCIATES

Name: Mr. Vipesh Ghadi

Address: 206, 2nd Floor, Tantia & Jogani Industrial Estate, J. R. Boricha Marg, Opp. LodhaExcelus, Lower Parel (E), Mumba- 400 011.

Name: Ms. Karuna Bangera

Address: 206, 2nd Floor, Tantia & Jogani Industrial Estate, J. R. Boricha Marg, Opp. LodhaExcelus, Lower Parel (E), Mumba- 400 011.

- D. The company had also provided voting by Physical ballot forms to the members who do not have access to remote e-voting.
- E. After the closure of the voting at the Annual General Meeting, the report on voting done at the meeting was generated in my presence and the voting was diligently scrutinized.
- F. I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the CDSL e-voting system and physical ballot forms received respectively.
- G. As requested by the management, I am submitting herewith a consolidated report on the results of remote e - voting together with the results of voting through Physical Ballot forms in respect of the said resolutions:-



A handwritten signature or mark consisting of a large, stylized loop with a small arrowhead pointing upwards and to the right.

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Mode of voting: E-voting and Ballot:

Resolution 1: To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2019, together with the Reports of the Board of Directors and Auditors thereon.								
Resolution Required: (Ordinary or Special)			Ordinary					
Whether Promoter/ Promoter group are interested in the agenda / resolution			No					
Category	Mode of Voting	No of Shares Held	No of Votes Polled	% of Votes Polled on outstanding shares	No of Votes - in Favour	No of Votes - against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter & Promoter Group	E-voting	4043222	3149265	77.89	3149265	Nil	100	Nil
	Poll*		1000	0.025	1000	Nil	100	Nil
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	4043222	3150265	77.91	3150265	Nil	100	Nil
Public Institution	E-voting	Nil	NA	NA	NA	NA	NA	NA
	Poll*		NA	NA	NA	NA	NA	NA
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	Nil	NA	NA	NA	NA	NA	NA
Public Non-Institution	E-voting	2134802	493797	23.13	493796	1	99.99	0.0001
	Poll*		29502	1.38	29502	Nil	100	Nil
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	2134802	523299	24.51	523298	1	99.99	0.0001
Total		6178024	3673564	59.46	3673563	1	99.99	0.0001

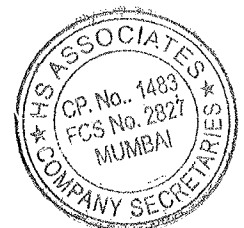
*since there is no specific head for voting by Assent/Dissent mode through physical ballot form the same is disclosed under the head of Poll for all the resolutions.



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Resolution 2: To declare Final Dividend on Equity Shares for the financial year ended 31st March 2019.								
Resolution Required: (Ordinary or Special)			Ordinary					
Whether Promoter/ Promoter group are interested in the agenda / resolution			No					
Category	Mode of Voting	No of Shares Held	No of Votes Polled	% of Votes Polled on outstanding shares	No of Votes - in Favour	No of Votes- against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter & Promoter Group	E-voting	4043222	3149265	77.89	3149265	Nil	100	Nil
	Poll*		1000	0.025	1000	Nil	100	Nil
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		4043222	3150265	77.91	3150265	Nil	100
Public Institution	E-voting	Nil	NA	NA	NA	NA	NA	NA
	Poll*		NA	NA	NA	NA	NA	NA
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		Nil	NA	NA	NA	NA	NA
Public Non-Institution	E-voting	2134802	493797	23.13	493796	1	99.99	0.0001
	Poll*		29502	1.38	29502	Nil	100	Nil
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		2134802	523299	24.51	523298	1	99.99
Total		6178024	3673564	59.46	3673563	1	99.99	0.0001

*since there is no specific head for voting by Assent/Dissent mode through physical ballot form the same is disclosed under the head of Poll for all the resolutions.



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Resolution 3: To appoint a Director in place of Mr. Rahul Nachane , who retires by rotation and being eligible offers himself for re-appointment.								
Resolution Required: (Ordinary or Special)			Ordinary					
Whether Promoter/ Promoter group are interested in the agenda / resolution			Yes (Mr. Rahul Nachane and Ajita Nachane are considered interested in the resolution)#					
Category	Mode of Voting	No of Shares Held	No of Votes Polled	% of Votes Polled on outstanding shares	No of Votes - in Favour	No of Votes-against	% of votes in favour on votes polled	%of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter & Promoter Group	E-voting	4043222	1353366	33.47	1353366	Nil	100	Nil
	Poll*		Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total		4043222	1353366	33.47	1353366	Nil	100
Public Institution	E-voting	Nil	NA	NA	NA	NA	NA	NA
	Poll*		NA	NA	NA	NA	NA	NA
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		Nil	NA	NA	NA	NA	NA
Public Non-Institution	E-voting	2134802	493797	23.13	493796	1	99.99	0.0001
	Poll*		29502	1.38	29502	Nil	100	Nil
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		2134802	523299	24.51	523298	1	99.99
Total		6178024	1876665	30.38	1876664	1	99.99	0.0001

Mr. Rahul Nachane and Ajita Nachane considered interested have abstained from voting.

*since there is no specific head for voting by Assent/Dissent mode through physical ballot form the same is disclosed under the head of Poll for all the resolutions.



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Resolution 4: To re-appoint Mr. Milind Shinde (holding DIN: 01593560) as an Independent Director of the Company.								
Resolution Required: (Ordinary or Special)			Special					
Whether Promoter/ Promoter group are interested in the agenda / resolution			No					
Category	Mode of Voting	No of Shares Held	No of Votes Polled	% of Votes Polled on outstanding shares	No of Votes in Favour	No of Votes-against	% of votes in favour on votes polled	%of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter & Promoter Group	E-voting	4043222	3149265	77.89	3149265	Nil	100	Nil
	Poll*		1000	0.025	1000	Nil	100	Nil
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		4043222	3150265	77.91	3150265	Nil	100
Public Institution	E-voting	Nil	NA	NA	NA	NA	NA	NA
	Poll*		NA	NA	NA	NA	NA	NA
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		Nil	NA	NA	NA	NA	NA
Public Non-Institution	E-voting	2134802	493797	23.13	493796	1	99.99	0.0001
	Poll*		29502	1.38	29502	Nil	100	Nil
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		2134802	523299	24.51	523298	1	99.99
Total		6178024	3673564	59.46	3673563	1	99.99	0.0001

*since there is no specific head for voting by Assent/Dissent mode through physical ballot form the same is disclosed under the head of Poll for all the resolutions.



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Resolution 5: Alteration of Memorandum of Association of the Company as per the provisions of the Companies Act, 2013								
Resolution Required: (Ordinary or Special)			Special					
Whether Promoter/ Promoter group are interested in the agenda / resolution			No					
Category	Mode of Voting	No of Shares Held	No of Votes Polled	% of Votes Polled on outstanding shares	No of Votes - in Favour	No of Votes - against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter & Promoter Group	E-voting	4043222	3149265	77.89	3149265	Nil	100	Nil
	Poll*		1000	0.025	1000	Nil	100	Nil
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		4043222	3150265	77.91	3150265	Nil	100
Public Institution	E-voting	Nil	NA	NA	NA	NA	NA	NA
	Poll*		NA	NA	NA	NA	NA	NA
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		Nil	NA	NA	NA	NA	NA
Public Non-Institution	E-voting	2134802	493797	23.13	493796	1	99.99	0.0001
	Poll*		29502	1.38	29502	Nil	100	Nil
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		2134802	523299	24.51	523298	1	99.99
Total		6178024	3673564	59.46	3673563	1	99.99	0.0001

*since there is no specific head for voting by Assent/Dissent mode through physical ballot form the same is disclosed under the head of Poll for all the resolutions.



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Resolution 6 : Revision in Remuneration payable to Mr. Rahul Nachane, Managing Director of the Company.								
Resolution Required: (Ordinary or Special)			Special					
Whether Promoter/ Promoter group are interested in the agenda / resolution			Yes (Mr. Rahul Nachane and Ajita Nachane are considered interested in the resolution)#					
Category	Mode of Voting	No of Shares Held	No of Votes Polled	% of Votes Polled on outstanding shares	No of Votes - in Favour	No of Votes against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter & Promoter Group	E-voting	4043222	1353366	33.47	1353366	Nil	100	Nil
	Poll*		Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total	4043222	1353366	33.47	1353366	Nil	100	Nil
Public Institution	E-voting	Nil	NA	NA	NA	NA	NA	NA
	Poll*		NA	NA	NA	NA	NA	NA
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	Nil	NA	NA	NA	NA	NA	NA
Public Non-Institution	E-voting	2134802	493797	23.13	493796	1	99.99	0.0001
	Poll*		29502	1.38	29502	Nil	100	Nil
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	2134802	523299	24.51	523298	1	99.99	0.0001
Total		6178024	1876665	30.38	1876664	1	99.99	0.0001

Mr. Rahul Nachane and Ajita Nachane considered interested have abstained from voting.

*since there is no specific head for voting by Assent/Dissent mode through physical ballot form the same is disclosed under the head of Poll for all the resolutions.

**The resolution pertains to Revision in Remuneration of Mr. Rahul Nachane who is a part of the Promoter Group. However, this transaction is not material pursuant to Regulation 23(1) of SEBI (LODR) 2015, hence promoter voting was considered by me in the aforesaid resolution.



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Resolution 7: Revision in Remuneration payable to Mr. Rajesh Lawande, Executive Director of the Company.								
Resolution Required: (Ordinary or Special)			Special					
Whether Promoter/ Promoter group are interested in the agenda / resolution			Yes (Mr. Rajesh Lawande, Pushpa Lawande and Ajita Nachane are considered interested in the resolution)#					
Category	Mode of Voting	No of Shares Held	No of Votes Polled	% of Votes Polled on outstanding shares	No of Votes - in Favour	No of Votes- against	% of votes in favour on votes polled	%of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter & Promoter Group	E-voting	4043222	1082950	26.78	1082950	Nil	100	Nil
	Poll*		500	0.01	500	Nil	100	Nil
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		4043222	1083450	26.79	1083450	Nil	100
Public Institution	E-voting	Nil	NA	NA	NA	NA	NA	NA
	Poll*		NA	NA	NA	NA	NA	NA
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		Nil	NA	NA	NA	NA	NA
Public Non-Institution	E-voting	2134802	493797	23.13	493796	1	99.99	0.0001
	Poll*		29502	1.38	29502	Nil	100	Nil
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		2134802	523299	24.51	523298	1	99.99
Total		6178024	1606749	26.01	1606748	1	99.99	0.0001

Rajesh Lawande, Pushpa Lawande and Ajita Nachane considered interested have abstained from voting.

*since there is no specific head for voting by Assent/Dissent mode through physical ballot form the same is disclosed under the head of Poll for all the resolutions.

*The resolution pertains to Revision in Remuneration of Mr. Rajesh Lawande who is a part of the Promoter Group. However, this transaction is not material pursuant to Regulation 23(1) of SEBI (LODR) 2015, hence promoter voting was considered by me in the aforesaid resolution.

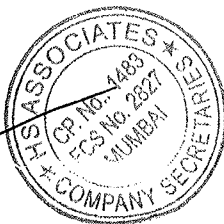



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I have handed over the postal ballot forms and other related papers/registers and records for safe custody to Mrs. Pallavi Pednekar, Company Secretary of the meeting to supervise the postal ballot process.

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

For HS Associates,
Company Secretaries,



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

Date: - 23rd August, 2019
Place: -Mumbai