

20<sup>th</sup> August, 2021

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 40<sup>th</sup> Annual General Meeting of the Company held on Friday, 20<sup>th</sup> August, 2021.

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.

**SCRUTINIZER'S REPORT**

**Date: 20.08.2021**

**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 40<sup>TH</sup> Annual General Meeting held on 20<sup>th</sup> August, 2021 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, Partner of M/s HS Associates, Practicing Company Secretaries, appointed as a scrutinizer vide Board Resolution dated **1<sup>st</sup> June, 2021** 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 40<sup>th</sup> Annual General Meeting (hereinafter referred as AGM) held on 20<sup>th</sup> August, 2021, 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 40<sup>th</sup> Annual General Meeting dated **1<sup>st</sup> June, 2021**.

The voting rights were reckoned as on **Friday, 13<sup>th</sup> August, 2021** being the Cut-off date for the purpose of deciding the entitlements of members eligible for voting on the Resolutions.

- B. 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, 20/2020 and 02/2021 dated 8th April, 2020, 13th April, 2020, 5th May, 2020 and 13<sup>th</sup> January, 2021 respectively, issued by the Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 12th May, 2020 and 15<sup>th</sup> January, 2021, respectively 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 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.

Consolidated Report of Scrutinizer on E-voting by the Members of NGL FINE-CHEM LIMITED for the 40<sup>th</sup> AGM held on 20.08.2021





# HS ASSOCIATES

- 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, 17th August, 2021 (from 9.00 a.m. IST) and ended on Thursday, 19th August, 2021 (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:



A handwritten signature in blue ink, consisting of a stylized, looped shape.

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, 2021, together with the Reports of the Board of Directors and Auditors thereon.	3295684	100.00	Nil	Nil	Nil

Note: Decimals up to 2 digits have been considered.

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

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

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



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 31st March, 2021.	3295684	100.00	Nil	Nil	Nil

Note: Decimals up to 2 digits have been considered.

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

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

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



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 (DIN-00279241), who retires by rotation and being eligible, offers herself for re-appointment as Director.	1499785	100.00	Nil	Nil	1795899

Note: Decimals up to 2 digits have been considered.

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

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

#Mr. Rahul Nachane, Whole-Time Director (DIN: 00223346), Mrs. Ajita Nachane (DIN:00279241) being interested in the matter, their vote is considered invalid.

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





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:</b> To re-appoint Mr. Rajesh Lawande (DIN-00327301), as Whole-Time Director of the Company.	2582735	100.00	Nil	Nil	712949

Note: Decimals up to 2 digits have been considered.

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

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

# Mr. Rajesh Lawande, Whole-Time Director (DIN: 00327301) being interested has abstained from voting. Mrs. Ajita Nachane (DIN:00279241) sister of Mr. Rajesh Lawande, being interested, her vote is considered invalid.

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



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- Ordinary Resolution:</b>  To appoint Mr. Ahaan Nachane as "Vice President" of the Company pursuant to the provisions of Section 188(1)(f) of the Companies Act, 2013	1499785	100.00	Nil	Nil	Nil

Note: Decimals up to 2 digits have been considered.

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

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

# Mr. Rahul Nachane, Whole-Time Director (DIN: 00223346), Mrs. Ajita Nachane (DIN:00279241) being interested in the matter, abstained from voting.

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





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- Ordinary Resolution:</b> Ratification for change in constitution of M/s. Manek & Associates (Firm Reg No. 11072W) from Proprietorship firm to Partnership Firm w.e.f 1 <sup>st</sup> April, 2021 as Statutory Auditors of the Company	3295684	100.00	Nil	Nil	Nil

Note: Decimals up to 2 digits have been considered.

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

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

Thus, based on the Results, the **Ordinary Resolution** as contained in Item No. 6 is passed with requisite 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, (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: 20.08.2021**

**Place: Mumbai**

**ICSI UDIN: F002827C000813043**

**For HS Associates,  
Company Secretaries,**

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



Name: Mr. Rahul Karmalkar  
Witness 1  
Address: 206, 2<sup>nd</sup> Floor,  
Tantia & Jogani Industrial Estate,  
J. R. Boricha Marg, Lower Parel (E),  
Mumbai- 400 011.

Name: Mr. Siddhiv Naringrekar  
Witness 2  
Address: 206, 2<sup>nd</sup> Floor,  
Tantia & Jogani Industrial Estate,  
J. R. Boricha Marg, Lower Parel (E),  
Mumbai- 400 011.