



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

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

Dear Sir,

Sub: Scrutinizer's Report on Postal Ballot conducted through Electronic Voting System as per Section 108 and Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014.

NGL FINE-CHEM LIMITED ("the Company") vide, resolution passed by its Board of Directors at their meeting held on Monday, 18th March 2024, appointed Mr. Hemant Shetye (Membership No. FCS 2827 and COP No. 1483), Designated Partner, HSPN & Associates LLP, Practicing Company Secretary, Mumbai as the Scrutinizer to ensure that the process of Postal Ballot is conducted in the manner prescribed under Section 108 and Section 110 of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014 (as amended).

As required under Section 110 of the Act read with Rule 22 of the Rules of Chapter VII, read with MCA General Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No. 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 8, 2021 and Circular No. 03/2022 dated 5th May, 2022 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 respectively issued by the Ministry of Corporate Affairs ("MCA") ("herein collectively referred to as MCA Circulars"), the Company has sent the Postal Ballot Notice dated 18th March, 2024 and Explanatory Statement under Section 102 of the Companies Act, 2013 by email only to members who have registered their e-mail address with the Company/ Depositories.

As per the MCA Circulars, physical copies of the Notice, postal ballot forms and pre-paid business Reply Envelopes were not dispatched to the members for this Postal Ballot. Accordingly, the communication for the assent or dissent of the Members took place through remote e-voting system only.

The Company has published an advertisement on Wednesday 20th March, 2024 in Free Press Journal, an English Newspaper and in Navshakti, Marathi newspaper regarding completion of dispatch of Notice of Postal Ballot on Tuesday, 19th March, 2024 and also specifying therein the matters prescribed in the rules with regard to e-voting.



Company had issued a corrigendum dated 26th March, 2024 to the notice of Postal Ballot informing the shareholders of the Company regarding typo error taken place in mentioning the resolution as an Ordinary Resolution instead of Special Resolution and also in the Annexure - date of first appointment on the Board is mentioned as 18th February, 2024 instead of 18th March, 2024. The said corrigendum was intimated to BSE Limited & National Stock Exchange Limited on 26th March, 2024 and the same uploaded on the website of the Company.

The Company has appointed Central Depository Services (India) Limited ("CDSL") for facilitating e-Voting to enable the members to cast their votes electronically (herein referred to as "Remote e-Voting").

Members whose names appeared on the Register of Members / List of Beneficial Owners as on the close of business hours on Friday, 15th March, 2024 ("Cut-off date") were considered for the purpose of Remote e- Voting. The Remote e-Voting period commenced on Wednesday, 20th March, 2024 (9.00 a.m.) IST and ended on Thursday, 18th April, 2024 (5.00 p.m.) IST.

Thereafter, the votes cast by the members under the Remote e-Voting facility were unblocked and downloaded from the e-voting website <https://www.evotingindia.com/> in the presence of two witnesses who were not in employment of the Company.

The votes received electronically from members till Thursday, 18th April, 2024 (5.00 p.m.) IST being the last date and time fixed by the Company for postal ballot were considered for my scrutiny. In view of the same, the summary of Remote e-Voting confirmations received is given below:

Resolution No. 1: Special Business – Special Resolution

1. Appointment of Mr. Dhananjay Mungale (DIN:00007563) as an Independent Director.

| | Votes in favor of the Resolution | | Votes against the Resolution | | Invalid votes Nos. (vi) |
|---|----------------------------------|--|------------------------------|---|-------------------------|
| | Nos. (ii) | As a % of total number of valid votes (Favor and Against)(iii = ii / (ii+iv) *100) | Nos. (iv) | As a % of total number of valid votes (Favor and Against) (v = iv / (ii+iv)* 100) | |
| Appointment of Mr. Dhananjay Mungale (DIN:00007563) as an Independent Director. | 2752311 | 99.99 | 237 | 0.01 | 0 |

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Mr. Dhananjay Mungale being interested in above resolution has abstained from voting.

Note: Decimals up to 2 digits have been considered.

Thanking you,

Date: 18th April, 2024.

Place: Mumbai

ICSI UDIN: F002827F000178288

Peer Review No: 2507/2022

Witness:



1. **Mr. :Kunal Sakpal**
206, 2nd Floor,
Tantia Jogani Industrial Estate,
J.R. Boricha Marg, Opp. Lodha Excelus,
Lower Parel East, Mumbai - 400011.



For HSPN & Associates LLP
Company Secretaries,

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



2. **Mr.:Suyash Chalke**
206, 2nd Floor,
Tantia Jogani Industrial Estate,
J.R. Boricha Marg, Opp. Lodha Excelus,
Lower Parel East, Mumbai - 400011.