

SCRUTINIZER'S REPORT

Date: 23-08-2024

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 43rd Annual General Meeting held on 23rd August, 2024 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 **21st May, 2024** 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 43rd Annual General Meeting (hereinafter referred as AGM) held on 23rd August, 2024, 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 43rd Annual General Meeting dated **23rd August, 2024**.

The voting rights were reckoned as on **Friday, 16th August, 2024** 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 MCA Circulars No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 20/2020 dated May 05, 2020, No 02/2021 dated January 13, 2021, No. 21/2021 dated December 14, 2021, No 02/2022 dated May 05, 2022, 10/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 (Collectively referred to as MCA Circulars) and SEBI Circular dated May 12, 2020 January 15, 2021, May 13, 2022 and January 05, 2023.



- 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, 20th August, 2024 (from 9.00 a.m. IST) and ended on Thursday, 22nd August, 2024 (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, appearing to be a stylized 'M' or similar character.

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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, 2024, together with the Reports of the Board of Directors and Auditors thereon.	19,00,365	99.99	5	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.

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, 2024.	19,01,350	99.99	5	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.

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 Mr. Rajesh Lawande, Director (holding DIN: 00327301) who retires by rotation & being eligible offers himself for re-appointment as Director.	5,47,999	99.82	990	0.18	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. Rajesh Lawande 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) Payment of Remuneration to Cost Auditor	19,01,350	99.99	5	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

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: 23-08-2024

Place: Mumbai

ICSI UDIN: F002827F001032042

Peer Review No: 2507/2022



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

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

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

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

Counter Signature of Chairman