



Date:- 25.05.2016

To,  
The Department of Corporate Services,  
BSE Limited,  
PhirozeJeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai – 400001

**Sub: Disclosure of voting results under Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.**

**Ref: BSE Scrip Code – 519455**

Dear Sir,

With reference to the above, please find attached, the details of the voting results of Extraordinary General Meeting of the members of the Company held on Monday, May 23, 2016 at 03:30 P.M. at Rajasthani Graduates Association, “SnatakBhavan”, 5-4-790/1, 1st Floor, Abids, Hyderabad- 500001. The Scrutinizer’s Report on e-voting and voting through physical ballots is also enclosed, in compliance with Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This is for your information and records in compliance with the Listing Regulations. Kindly acknowledge the receipt.

Thanking you,

Yours faithfully,

For Narbada Gems and Jewellery Limited

  
Bajranglal Agarwal  
Chief Financial Officer



**Corporate Office**

3-6-290/18, 1st Floor, Sadana Building, Hyderguda, Hyderabad - 500 029, A. P. India,  
Ph : +91 -40-66668211. Fax : 91 -40-23223124. www.narbadajewellery.com, info@narbadajewellery.com

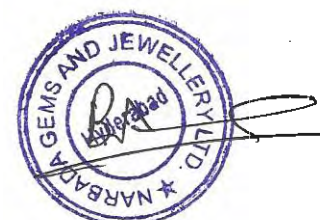
**Manufacturer, Exporter, Wholesalers, Retailers.**

## Format for Voting Results

<b>Date of the EGM</b>	23.05.2016
<b>Total number of shareholders on record date</b>	5809
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	43
Promoters and Promoter Group:	01
Public:	42
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	Nil
Promoters and Promoter Group: Public	

**Resolution No. 1:** To undertake Scheme of Reduction of Share Capital under Section 100-104 of the Companies Act, 1956:

<b>Resolution required: (Ordinary/ Special)</b>		Special Resolution						
<b>Whether promoter/promoter group are interested in the agenda/resolution?</b>		None of the Directors and their relatives is any way concerned or interested in the resolution except to the extent of shares held by them in the Company.						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes in favour (4)	No. of Votes-against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter & Promoter Group	E-Voting	2598555	2598555	100	2598555	-	100	-
	Poll	-	-	-	-	-	-	-
	Total	2598555	2598555	100	2598555	-	100	-
Public-Institutions	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public-Non Institutions	E-Voting	34436	34436	100	34436	-	100	-
	Poll	4259	4259	100	4143	116	97.28	2.72
	Total	38695	38695	100	38579	116	99.70	0.30
<b>Grand Total</b>		2637250	2637250	100	2637134	116	99.99	0.01



**Resolution No. 2:** To implement the Reduction of Capital of the Company.

<b>Resolution required: (Ordinary/ Special)</b>		Special Resolution						
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>		None of the Directors and their relatives is any way concerned or interested in the resolution except to the extent of shares held by them in the Company.						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes-against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	2598555	2598555	100	2598555	-	100	-
	Poll	-	-	-	-	-	-	-
	Total	2598555	2598555	100	2598555	-	100	-
Public-Institutions	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public-Non Institutions	E-Voting	34436	34436	100	34436	-	100	-
	Poll	4259	4259	100	4143	116	97.28	2.72
	Total	38695	38695	100	38579	116	99.70	0.30
<b>Grand Total</b>		<b>2637250</b>	<b>2637250</b>	<b>100</b>	<b>2637134</b>	<b>116</b>	<b>99.99</b>	<b>0.01</b>

For Narbada Gems and Jewellery Limited

  
 Bajranglal Agarwal  
 Chief Financial Officer



# AJAY. S. SHRIVASTAVA

M.Com., LLB, FCS  
Company Secretary in Practice

Flat No. D-1, Orange Homes Impressions,  
Plot No: 8-2-293/82/JIII/443-A-16,  
Road No. 86, Jubilee Hills, Hyderabad- 500 033.  
Tel : 040-23557144 E-mail: ajaypcs@gmail.com

## SCRUTINIZER'S REPORT ON E-VOTING

To  
The Chairman  
Narbada Gems & Jewellery Limited  
Hyderabad

**Sub: Electronic Voting Process under Section 108 of the Companies Act, 2013 ("the Act"), read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

I, **Ajay S. Shrivastava**, a Company Secretary in Practice, have been appointed by the Board of Directors of **Narbada Gems & Jewellery Limited** ("the Company") as Scrutinizer for the purpose of scrutinizing the e-voting process, and ascertaining the requisite majority on the voting carried out as per the provisions of section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2015, on the resolutions contained in the notice (hereinafter referred to as "the resolutions") of the Extra-Ordinary General Meeting (EGM) of the members of the Company, to be held on Monday, 23<sup>rd</sup> May, 2016 at 3.30 PM at Rajasthani Graduates Association, Snatak Bhavan, 5-4-790/1, 1<sup>st</sup> Floor, Abids, Hyderabad- 500 004.

The Extra Ordinary General Meeting Report containing the notice convening the Extra-Ordinary General Meeting of the company along with the statement setting out the material facts in respect of resolutions proposed to be passed under section 100 of the Companies Act, 1956 with process as prescribed under Section 108 of the Companies Act, 2013, was sent to shareholders on time.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Companies (Management & Administration) Rules, 2014, as amended from time to time. My responsibility as Scrutinizer is restricted to make a Scrutinizer's report of votes cast "in favour" or "against" the resolutions and "invalid" votes based on report generated from the electronic platform provided by Central Depository Services (India) Limited, the authorized agency to provide e-voting facilities, engaged by the Company.

Further to the above, I submit my report as under:

1. The e-voting period remained open from Friday the 20<sup>th</sup> May, 2016 at 9.00 AM to Sunday the 22<sup>nd</sup> May, 2016 at 5.00 PM.
2. The Members of the Company as on cut-off date i.e. Tuesday the 17<sup>th</sup> May, 2016 were entitled to vote on the resolutions in the notice of the Extra-Ordinary General Meeting.





3. The votes cast were unblocked on 23<sup>rd</sup> May, 2016 in the presence of two witnesses, Mr. A.K Gupta and Mr. Kamal Kishore, who are not in the employment of the Company.
4. The e-voting results with details of equity shareholders who have voted in favour of the Resolutions or against the Resolutions and those who have abstained from voting were downloaded from the website of Central Depository Services (India) Limited i.e. (<https://www.evotingindia.com/>)
5. Based on such e-voting records received, I hereby report as under:

**Resolution No.: 1**

**Nature of Resolution: Special Resolution.**

**Subject Matter: Approval of the Scheme of Reduction of Capital under Section 100 of the companies Act, 1956, with or without modification.**

Details of Voting	No. of Shareholders Voted	Assent (For) No. of voted Ratio	Dissent (Against) No. of votes Ratio	Invalid Votes
E-voting	8	No of Folios- 8 Shares 2632991	NIL	NIL

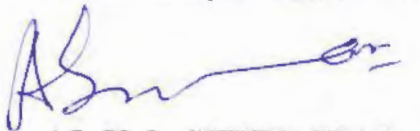
**Resolution No.: 2**

**Nature of Resolution: Special Resolution.**

**Subject Matter: Implementation of the Scheme of Reduction of Capital, with or without modification.**

Details of Voting	No. of Shareholders Voted	Assent (For) No. of voted Ratio	Dissent (Against) No. of votes Ratio	Invalid Votes
E-voting	8	No of Folios- 8 No of shares- 2632991	NIL	NIL

6. Further report that, there were NIL votes that were declared as Invalid in evoting process.



**AJAY. S. SHRIVASTAVA**

**Membership No: 3489**

**C. P. No: 3479**

**Place: Hyderabad**

**Date: 24.05.2016**



# AJAY. S. SHRIVASTAVA

M.Com., LLB, FCS  
Company Secretary in Practice

Flat No. D-1, Orange Homes Impressions,  
Plot No: 8-2-293/82/JIII/443-A-16,  
Road No. 86, Jubilee Hills, Hyderabad- 500 033.  
Tel : 040-23557144 E-mail: ajaypcs@gmail.com

## FORM No. MGT-13 Report of Scrutinizer

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies  
(Management and Administration) Rules, 2014]

To,  
Chairman  
Extraordinary General Meeting of the Members,  
Narbada Gems and Jewellery Limited.  
Held on Monday, the 23<sup>rd</sup> Day of May, 2016 at 3.30 P.M.

Dear Sir,

I, AJAY S SHRIVASTAVA, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the Extraordinary General Meeting of the Members of **Narbada Gems and Jewellery Limited**, held on Monday, the 23<sup>rd</sup> Day of May, 2016 at 3.30 P.M., submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under:

(a) **Resolution 1:** To undertake Scheme of Reduction of Share Capital under section 100-104 of the Companies Act, 1956

i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
31	4143	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
11	116	100%





(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

(b) **Resolution 2:** To implement the Reduction of Capital of the Company

i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
31	4143	100%

(ii) Voted against the resolution:

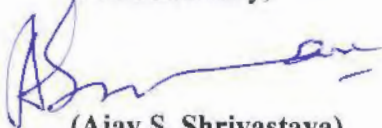
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
11	116	100%

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

- A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
- The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Yours faithfully,



(Ajay S. Shrivastava)  
Practicing Company Secretary  
C.P. No. 3479



Place: Hyderabad  
Dated: 24.05.2016