

Results of 3rd Annual General Meeting of NPL Chemicals Limited held on 21st December, 2023 are as follows:

Sl. No.	Particulars	Voting in Favour (Assent)		Voted Against (Dissent)		Invalid Votes/ Abstain	
		No. of shares	%	No. of shares	%	No. of shares	%
1.	Adoption of Revised Audited Financial Statements for the financial year ended March 31, 2023, and the Reports of the Board of Directors and Auditors thereon.	4066190	99.97	1200	0.03	-	-
2.	Appointment of a Director in place of Mr. Rajiv Arora (DIN: 08730235) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.	4065990	99.97	1400	0.03	-	-
3.	Declaration of Dividend on Equity Shares for the financial year ended March 31, 2023.	4066190	99.97	1200	0.03	-	-
4.	Appointment of Mr. Ness N. Wadia (DIN: 00036049) as Non-Executive Non-Independent Director of the Company	4061390	99.97	1400	0.03	4600	0.00
5.	Appointment of Dr. (Mrs.) Minnie Bodhanwala (DIN:00422067) as Non-Executive Non-Independent Director of the Company	4065990	99.97	1400	0.03	-	-
6.	Appointment of Mr. Viraf Mehta (DIN: 00352598) as Non-Executive Independent Director of the Company	4066090	99.97	1300	0.03	-	-
7.	Appointment of Ms. Parvathi Menon (DIN: 02874749) as Non-Executive Independent Director of the Company.	4065990	99.97	1400	0.03	-	-
8.	Appointment of Mr. Jaivir Singh (DIN: 01362930) as Non-Executive Independent Director of the Company	4065890	99.96	1500	0.04	-	-
9.	Approval for payment of Commission to Non- Executive Directors of Company	4061424	99.97	1366	0.03	4600	0.00
10.	Ratification of the remuneration payable to Cost Auditors for the financial year ending March 31, 2024	4066190	99.97	1200	0.03	-	-

As per the Scrutiniser's Report dated 22nd December, 2023, all the resolutions were passed with requisite majority. The said report is enclosed herewith.

NILESH SHAH & ASSOCIATES

Company Secretaries

Report of Scrutinizer

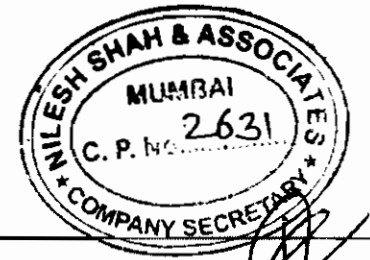
[Pursuant to section 108 read with 109 of the Companies Act, 2013 and rule 20 read with 21 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
of Third (03rd) Annual General Meeting of
NPL Chemicals Limited
(CIN: U24290MH2020PLC342890)
held on Thursday, December 21, 2023
Through Video Conferencing / Other Audio-Visual means

Dear Sir,

We, Nilesh Shah and Associates, (Represented by Partner - Nilesh Shah, Company Secretary in Practice having Membership No. FCS – 4554) were appointed as a Scrutinizer for the purpose of the remote e-Voting process prior to the Annual General Meeting (AGM) and e-Voting process during the Annual General Meeting pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 read with Circulars issued by Ministry of Corporate Affairs ('MCA') dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 14, 2021, May 05, 2022, December 28, 2022 and September 25, 2023 (collectively referred as 'MCA Circulars') and Securities and Exchange Board of India ("SEBI") vide its Master Circular No. SEBI/HO/ CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, read with SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 (collectively referred to as "SEBI Circulars"), in respect of below mentioned resolutions proposed at the 03rd Annual General Meeting of NPL Chemicals Limited held on Thursday, December 21, 2023 at 12:00 Noon (IST) through Video Conferencing / Other Audio Visual means ('VC / OAVM').

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the Notice for the 03rd Annual General Meeting of the Members of the Company. Our responsibility as a Scrutinizer for the remote e-Voting process prior to Annual General Meeting and e-Voting process during the Annual General Meeting is restricted to ensure that both the e-Voting processes are conducted in a fair and transparent manner and make a Scrutinizer's report of the votes cast "in favour" or "against"



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Road, Andheri (East), Mumbai- 400 069. Tel.: 2820 7824/ 2820 3582 E-mail : nilesh@ngshah.com
Peer Review No: 698/2020

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Tel.: 9820180091 Email: nilesh@ngshah.com; ngshah.cs@gmail.com

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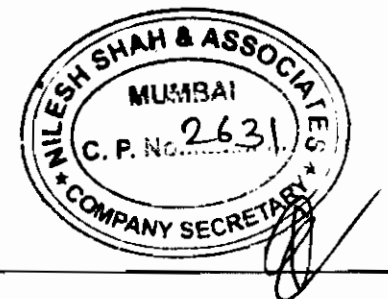
the resolutions contained in the notice of 03rd Annual General Meeting, based on the report(s) generated from the e-Voting platform / system provided by the National Securities Depositories Limited, the authorized agency to provide e-Voting facilities, engaged by the Company.

As informed to us by the Management, the Notice dated November 27, 2023 convening the 03rd Annual General Meeting of the Company through VC / OAVM held on Thursday, December 21, 2023 along with the statement setting out material facts under Section 102 of the Companies Act, 2013 and MCA / SEBI Circulars were duly sent to the Members of the Company through electronic mode to those Members whose email addresses are registered with the Company / Depositories, in compliance with the above mentioned MCA and SEBI Circulars.

The Members of the Company holding shares on the record date ('Cut-off date') as on Thursday, December 14, 2023 were entitled to vote on the resolutions as set out in the Notice of said 03rd Annual General Meeting ('AGM').

In this regard, we hereby submit our report as under:

1. The Company had availed the e-Voting facility offered by National Securities Depositories Limited ('NSDL') for conducting remote e-Voting prior to AGM and e-Voting during AGM by the Shareholders of the Company.
2. The remote e-Voting prior to AGM period remained open from Monday, December 18, 2023 at 9:00 a.m. (IST) till Wednesday, December 20, 2023 at 5:00 p.m. (IST) and NSDL e-voting module was disabled thereafter.
3. The Company had also provided e-Voting facility to the shareholders present / logged-in at the AGM through VC / OAVM and who had not cast their vote earlier.
4. After the closure of remote e-Voting at the AGM, we have unblocked the electronic votes for both remote e-Voting processes in the presence of two witnesses who are not in the employment of the Company.
5. We have scrutinized the votes cast through remote e-Voting and e-Voting during AGM, processes for the purpose of this report.



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NILESH SHAH & ASSOCIATES

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6. The particulars of all the electronic votes cast by the members through remote e-Voting and e-Voting during AGM processes have been recorded in the register maintained for the purpose.
7. The consolidated result of the voting through remote e-voting and e-voting during AGM processes is as per annexure attached herewith.

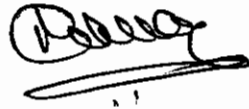
Recommendation:

All the resolutions having secured requisite majority of votes, may be considered to have been passed. The Chairman may accordingly declare the result of voting.

Thanking you,

Yours truly,

**For Nilesh Shah & Associates
Company Secretaries**



**Nilesh G. Shah
Partner
Mem. No. FCS 4554
CP No. 2631**

Place: Mumbai

UDIN: F004554E003012053

Date: 22.12.2023



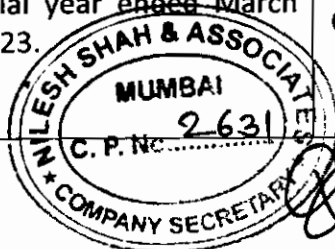
211-(Back Side) 2nd Floor, Building No.1, Sona Udyog, Parsi Panchayat Road, Extn. Of Old Nagardas Road, Andheri (East), Mumbai- 400 069. Tel.: 2820 7824/ 2820 3582 E-mail : nilesh@ngshah.com
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Annexure to the Scrutinizer's Report

Result of Remote e-voting and e-voting during the AGM:

Item No.	Heading of Resolution	Type of Resolution	Type of Voting	Valid Votes						Invalid Votes/ Abstain	
				Voting in Favour (Assent)			Voted Against (Dissent)			No. of Members Voting	No. of Votes Cast
				No. of Members Voting	No. of Votes Cast	% of valid votes	No. of Members Voting	No. of Votes Cast	% of valid votes		
1.	Adoption of Revised Audited Financial Statements for the financial year ended March 31, 2023, and the Reports of the Board of Directors and Auditors thereon.	Ordinary	Remote e-Voting and e-Voting during the AGM	71	4066190	99.97%	2	1200	0.03%	0	0
2.	Appointment of a Director in place of Mr. Rajiv Arora (DIN: 08730235) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.	Ordinary	Remote e-Voting and e-Voting during the AGM	69	4065990	99.97%	4	1400	0.03%	0	0
3.	Declaration of Dividend on Equity Shares for the financial year ended March 31, 2023.	Ordinary	Remote e-Voting and e-Voting during the AGM	71	4066190	99.97%	2	1200	0.03%	0	0



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				Voting in Favour (Assent)			Voted Against (Dissent)			No. of Members Voting	No. of Votes Cast
				No. of Members Voting	No. of Votes Cast	% of valid votes	No. of Members Voting	No. of Votes Cast	% of valid votes		
4.	Appointment of Mr. Ness N. Wadia (DIN: 00036049) as Non-Executive Non-Independent Director of the Company	Ordinary	Remote e-Voting and e-Voting during the AGM	69	4061390	99.97%	3	1400	0.03%	1	4600
5.	Appointment of Dr. (Mrs.) Minnie Bodhanwala (DIN:00422067) as Non-Executive Non-Independent Director of the Company	Ordinary	Remote e-Voting and e-Voting during the AGM	70	4065990	99.97%	3	1400	0.03%	0	0
6.	Appointment of Mr. Viraf Mehta (DIN: 00352598) as Non-Executive Independent Director of the Company	Special	Remote e-Voting and e-Voting during the AGM	70	4066090	99.97%	3	1300	0.03%	0	0



Item No.	Heading of Resolution	Type of Resolution	Type of Voting	Valid Votes						Invalid Votes/ Abstain	
				Voting in Favour (Assent)			Voted Against (Dissent)			No. of Members Voting	No. of Votes Cast
				No. of Members Voting	No. of Votes Cast	% of valid votes	No. of Members Voting	No. of Votes Cast	% of valid votes		
7.	Appointment of Ms. Parvathi Menon (DIN: 02874749) as Non-Executive Independent Director of the Company.	Special	Remote e-Voting and e-Voting during the AGM	70	4065990	99.97%	3	1400	0.03%	0	0
8.	Appointment of Mr. Jaivir Singh (DIN: 01362930) as Non-Executive Independent Director of the Company	Special	Remote e-Voting and e-Voting during the AGM	69	4065890	99.96%	4	1500	0.04%	0	0
9.	Approval for payment of Commission to Non-Executive Directors of Company	Ordinary	Remote e-Voting and e-Voting during the AGM	66	4061424	99.97%	6	1366	0.03%	1	4600



Item No.	Heading of Resolution	Type of Resolution	Type of Voting	Valid Votes						Invalid Votes/ Abstain	
				Voting in Favour (Assent)			Voted Against (Dissent)			No. of Members Voting	No. of Votes Cast
				No. of Members Voting	No. of Votes Cast	% of valid votes	No. of Members Voting	No. of Votes Cast	% of valid votes		
10.	Ratification of the remuneration payable to Cost Auditors for the financial year ending March 31, 2024	Ordinary	Remote e-Voting and e-Voting during the AGM	71	4066190	99.97%	2	1200	0.03%	0	0



[Handwritten Signature]
22/12/2023