



NCL RESEARCH & FINANCIAL SERVICES LTD.

CIN no.: L65921MH1985PLC284739

Registered Office : 3rd Floor, Bhagyodaya Building, 79 Nagindas Master Road, Fort, Mumbai - 400023, Maharashtra
Tel/fax: 022-22703249 E-mail : ncl.research@gmail.com Website :- www.nclfin.com

September 12, 2023

The Deputy Manager

Department of Corporate Services

BSE Limited

P. J. Towers, Dalal Street, Fort

Mumbai – 400 001

Re: Scrip Code 530557

Sub: Proceedings of 38th Annual General Meeting held on Sept 12, 2023

Respected Sir or Madam,

Pursuant to Regulation 30 read with para A of part A of Schedule III of the SEBI LODR Regulations, 2015, please find attached the proceedings of the 38th Annual General Meeting held on 12th September, 2023 through video conferencing.

The AGM commenced at 11.30 AM and concluded at 11.55 PM.

This is for the information of Members.

Thanking You,

Yours Faithfully,

For **NCL RESEARCH & FINANCIAL SERVICES LIMITED**

GOUTAM BOSE

DIN: 02504803

MANAGING DIRECTOR

Enclosed: As stated above



SUMMARY OF THE PROCEEDINGS OF 38th ANNUAL GENERAL MEETING

DATE, TIME AND VENUE OF THE MEETING

- The 38th Annual General Meeting of the Company was held on Tuesday, 12th September 2023 at 11.30 AM through Video Conferencing.

PROCEEDINGS IN BRIEF

- Mr. Goutam Bose, Chairman & Managing Director of the Company occupied the chair.
- Total 54 members including members from Promoter group were present in the meeting.
- As per Section 103 of the Companies Act, 2013 the required quorum for convening the AGM was present, accordingly the Chairman called the meeting in order.
- The Chairman informed to the members that the Company is in compliance the requirement of applicable Act and the Rules and the Secretarial Standards made there under with respect to calling, convening and conducting the meeting.
- The Chairman welcomed the Members to the 38th AGM of the Company through Video Conferencing (VC). The Chairman introduced the Directors present and Round Call was taken. He informed that since the meeting was being conducted through VC there was no requirement for proxies. He further informed that the Register of Members, Register of Director's and Key Managerial Personnel and their shareholding, Register of Contracts, etc. were kept open for inspection by Members and the same were accessible in electronic mode to those shareholders who shall place request for the same.
- With the consent of the Members present the notice of the 38th AGM and the Auditor's Report were taken as read by the Chairman.
- The Chairman read out the details of remote e-voting and instructions for AGM. He stated that in accordance with the provisions of the Companies Act, 2013, and the rules made thereunder, the remote e-voting facility for voting on the resolution(s) contained in the Notice of the 38th AGM was provided to the Members of the Company from 9.00 am on 9th September 2023 and up to 5.00 pm on 11th September, 2023 and that the e-voting module was closed by NSDL thereafter.
- Three members have registered themselves as speaker for the AGM but none of them have attended the AGM. Thereafter the Chairman thereafter requested those Members who had not voted through remote e-voting till the time, to vote through the e-voting process provided at the AGM. Mrs. Kriti Daga, Practicing Company Secretary was appointed as Scrutinizer for scrutinizing the remote e-voting and e-voting at the AGM.



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- The following items of business as set out in the notice convening 37th AGM were placed for members' consideration and approval.

RESOLUTION(S)

Ordinary Business:

- i. the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2023 and the Reports of the Board of Directors and Auditors thereon;
- ii. Re-appointment of Mr. Goutam Bose (DIN: 02504803) who was retired by rotation and was eligible for re-appointment; and

Special Business:

- iii. Appointment of Mr. Goutam Bose (DIN: 02504803) as Managing Director for the period of 5 years;
 - iv. To Borrow funds in excess of the limits provided under section 180 (1)(c) of the Companies Act, 2013;
 - v. To mortgage / create charge on the assets of the Company as a security towards borrowings;
 - vi. To approve transactions under Section 185 of the Companies Act, 2013;
 - vii. Approval for investments/ Loans/ Guarantees/ Securities under section 186 of the Companies Act, 2013
- The Chairman thereafter informed that the Result of the voting will be declared after counting of votes cast through e-voting during the AGM and votes cast by remote e-voting prior to the AGM as per the report of the Scrutinizer and that the results of the voting will be intimated to the BSE and also uploaded on the website of the Company in due course of time.
 - The meeting concluded with a vote of thanks to the Chair at 11.55 PM.

VOTING BY MEMBERS:

- The Company had provided remote e-voting facility to its members to cast votes electronically on both items of business set out in the Notice.
- Further, the facility to vote on resolutions through electronic voting system at the meeting was made available to the members who participated in the meeting and had not cast their votes through remote e-voting.

NOTES:

- The Company will separately intimate the results of e-voting to the Stock Exchanges.



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- This document does not constitute minutes of the proceedings of the Annual General Meeting of the Company.

For NCL RESEARCH & FINANCIAL SERVICES LIMITED

GOUTAM BOSE
DIN: 02504803
MANAGING DIRECTOR