



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

December 21, 2020

The Deputy Manager
Department of Corporate Services
BSE Limited
P. J. Towers, Dalal Street,
Fort Mumbai - 400 001

Respected Sir or Madam,



Ref: Scrip Code 530557

Sub: Submission of proceedings and outcome of 35th Annual General Meeting

With reference to the above and pursuant to the provisions of Regulation 30, Part "A" of Schedule III, of the SEBI (Listing Obligations and Disclosure Requirements] Regulations, 2015 as amended from time to time [hereinafter referred to as "SEBI Regulations"], we are enclosing herewith proceedings and outcome of the 35th Annual General Meeting of the Company held on December 19, 2020 at 10.00 AM.

Kindly take the same on your records & oblige.

Thanking You,
Yours Faithfully,
For NCL Research & Financial Services Limited



Goutam Bose
Managing Director
DIN: 02504803



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

Minutes of the 35th Annual General Meeting of the members of M/s NCL Research and Financial Services limited held on Saturday, the December 19, 2020 at 10.00 a.m. at 79, Bhagyodaya Building, 3rd Floor, Fort Mumbai, Mumbai, Maharashtra-400023.

PRESENT:

Mr. Goutam Bose	(Managing Director)
Mr. Puspa Devi Saraswat	(Independent Director)
Mr. Laxmi Narayan Sharma	(Independent Director)
Mrs. Amita Bose	(Independent Director)
Mr. Sunil Surekha	Representative of Auditor's DBS & Associates
Mr. Alok Kumar Das	Scrutinizer of Voting of AGM

22 Members were present in person.

CHAIRMAN:

Mr. Goutam Bose was elected chairman of this Annual General meeting and took the chair and formally extended a very warm welcome to members at the 35th Annual General Meeting of the Company.

PROXY

The Chairman then announced that until 48 hours before the time of the commencement of the Annual General Meeting no proxy was received.

QUORUM:

The Chairman announced that the requisite quorum was present and called the meeting in the order and open for proceeding.

CONVENING THE 35th ANNUAL GENERAL MEETING:

The Chairman informed that the Notice convening the 35th Annual General Meeting along with Balance Sheet, Profit and Loss Account and Cash Flow Statement for the Year ended March 31, 2020 along with Notes and Report of Board of the Directors, Corporate governance and the Auditors Report have already been dispatched to the members and with the permission of the Members the same may be taken as read. With the approval of the members the above-mentioned Notice, Directors and Auditors Report and the Balance Sheet, Profit and Loss Account and Cash Flow Statement were taken as read.

THE REGISTER OF MEMBERS, REGISTER OF DIRECTORS AND KEY MANAGERIAL PERSONNEL AND THEIR SHAREHOLDING:

The Chairman informed the members that Register of Members, Register of Directors and Key Managerial Personnel (KMPs') and their shareholding as required under other provisions of the Companies Act, 2013 have been kept in the meeting and open for inspection of the members.



CHAIRMAN SPEECH:

The Chairman then delivered a speech to the gathering briefly reviewing the working of the company, market scenario and business outlook.

The Chairman has also informed about progresses made by the company over the last year. He also thanked the shareholders for their co-operation and support for the Company.

PROCEDURE FOR THE ANNUAL GENERAL MEETING FOR APPROVAL OF THE RESOLUTIONS:

The Chairman informed that as per requirement of the Companies Act, 2013 and the listing agreement the electronic voting has already been completed on December 19, 2020 and now voting in the annual general meeting shall be conducted by way of poll therefore the members were requested to mark their assent or dissent of the poll paper provided to them. He also informed that the members may ask their question on any agenda items of the Company at any time during the meeting.

The Chairman informed that Company has appointed A.K. Das & Co., Practicing Chartered Accountant (FRN 3245204E) as scrutinizer to scrutinize the E voting results as well as voting through poll.

The Chairman also informed the members that the business being placed before the meeting for consideration and vote by poll and that the results of the meeting would be announced within 2 working days and the same shall be posted on the website of the company and NSDL.

The Chairman also explained that as per section 107 read with section 108 of Companies Act, 2013 there were no voting by show of hands at this Annual General Meeting.

The Chairman informed the members that scrutinizer has submitted his report dated December 21, 2020, on the E-voting showing that 18 members have casted their vote by E-Voting for 8724920 shares and only 22 shareholder holding 40993538 shares casted his vote in favor for all the proposed resolutions and 1 member holding 20000 shares have casted their vote by E-voting against the proposed resolutions.

Further the chairman asked the members of the company present in the meeting to raise their queries relating to the business affairs of the company. No member has raised any question in the meeting.

Thereafter chairman read agenda items of the notice of Annual General meeting one by one as per notice of Annual General meeting.

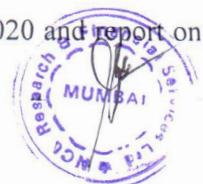
Alok Kumar Das, Practicing Chartered Accountant (M. No.-055737) arranged for the Ballot Box, which was sealed by the scrutinizer in his presence after showing that it is empty.

The members were provided opportunity to cast their votes by poll and drop their poll papers provided in the form of MGT 11 in the poll Box and requested to ensure that if any member has casted his vote by E voting process, he will not be entitled to cast his vote by poll and if it is casted, vote given by e-voting shall be considered as final.

The chairman allowed thirty minutes time for polling and after the scrutinizer ascertained that no member left for polling. The scrutinizer unlocked the poll box in presence of two members and collected the poll box for scrutiny of the poll papers.

After scrutiny of the poll papers the scrutinizer submitted his report on poll dated December 21, 2020 along with requisite papers, documents and records which were handed over to the chairman and chairman accepted the reports of the scrutinizer.

After consolidation the scrutinizer report for E-voting dated December 21, 2020 and report on poll dated December 21, 2020 the chairman declared the following result:



The chairman declared that date of the passing of the resolution shall be considered as the date of Annual General meeting i.e December 19, 2020 as under for all the purposes:

ORDINARY BUSINESS:

I. ADOPTION OF AUDITED FINANCIAL STATEMENTS

"**RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended 31st March, 2020 together with the Reports of the Directors and Auditors thereon and Management Discussion Analysis and Corporate Governance Report be and are hereby received, approved and adopted."

The result of voting was as under:

Particulars	No. of Shareholders	No. of Votes Polled	% of Voting
Total Votes Polled and Ballot	41	1194242	100.00%
Voted in favor	40	49718458	99.96%
Voted against	1	20000	0.04%
Invalid Votes	0	0	0.00%

The resolution was declared as passed with requisite majority by ordinary resolution.

SPECIAL BUSINESS :

II. TO CONSIDER AND THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S), AS A SPECIAL RESOLUTION SUBJECT TO APPROVAL OF MEMBERS IN ANNUAL GENERAL MEETING

"**RESOVLED THAT** Company hereby appoints M/s DBS Associates, Chartered Accountants (Firm Registration No. 018627N), as the statutory auditor of the Company for a second term of 5 (five) consecutive years to hold office from the concussion of this meeting until the conclusion of the 40th Annual General Meeting of the company, (subject to ratification by the members at every subsequent AGM) at a remuneration as may be decided by the Board of Directors of the Company."

The result of voting was as under:

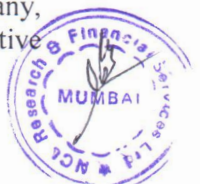
Particulars	No. of Shareholders	No. of Votes Polled	% of Voting
Total Votes Polled and Ballot	41	1194242	100.00%
Voted in favor	40	49718458	99.96%
Voted against	1	20000	0.04%
Invalid Votes	0	0	0.00%

The resolution was declared as passed with requisite majority by ordinary resolution.

III. RE-APPOINTMENT AND FIX REMUNERATION OF MRS. PUSPA DEVI SARASWAT AS AN INDEPENDENT DIRECTOR

To consider and if thought fit, to pass the following resolution with or without modification as an Special Resolution

"**RESOLVED THAT** Mrs. Puspa Devi Saraswat (DIN: 05165143) an Independent Director and in respect of whom the Company has received notice under Section 160 of the Companies Act, 2013, from a member proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years commencing from 26th March 2020 to end of 39th Annual General Meeting.



“RESOLVED FURTHER THAT pursuant to the provisions of sections 149, 197 and other applicable provisions of the Act and the rules made thereunder, Mrs. Puspa Devi Saraswat be paid such fees and remuneration as the Board may approve from time to time and subject to such limits prescribed or as may be prescribed from time to time.”

The result of voting was as under:

Particulars	No. of Shareholders	No. of Votes Polled	% of Voting
Total Votes Polled and Ballot	41	1194242	100.00%
Voted in favor	40	49718458	99.96%
Voted against	1	20000	0.04%
Invalid Votes	0	0	0.00%

The resolution was declared as passed with requisite majority by ordinary resolution.

Vote of Thanks

All business cited in notice has been discussed and there being no other business to be transacted in the meeting, the meeting concluded with vote of thanks to the Chair and Shareholders for their active participation in the Annual General Meeting.

Place : Mumbai

Date : December 21, 2020



Chairman