

NCLIL/SEC/2022-2023

28.09.2022

Bombay Stock Exchange Limited Phiroze Jeejeebhoy Towers, Floor.25, Dalal Street MUMBAI – 400001 Tel No.022-22721234	National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (E), MUMBAI – 400051Tel: 022-26598235
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Dear Sir,

Regulation 44- SEBI (LODR) Regulations, 2015

In continuation to our letter dated 27th September, 2022 regarding outcome of 41st Annual General Meeting (AGM) held on 27th September, 2022 pl. find attached the Scrutinizer's Report on resolutions passed at the AGM and the declaration by the Chairman of the meeting on the outcome of the voting on the resolutions.



Other details will be furnished to you shortly

This is for your information and records

Thanking You

Yours faithfully

for **NCL INDUSTRIES LIMITED.**



T.ARUN KUMAR
Company Secretary &
Compliance Officer

K.V.S. Subramanyam

Company Secretary in Practice

SCRUTINIZER'S REPORT

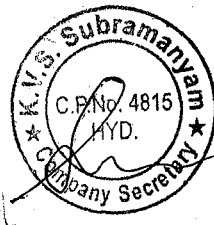
To,

The Chairman
NCL Industries Limited
CIN: L33130TG1979PLC002521
7th Floor, "NCL Pearl",
Near Rail Nilayam, S D Road,
Secunderabad - 500026, India.


Dear Sir,

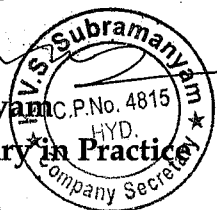
Report on the e-voting conducted at the 41st Annual General Meeting ("AGM") of NCL Industries Limited ("Company") held through Video Conference or Other Audio Visual Means on Tuesday September 27, 2022 at 10.30 A.M. IST.

1. As per the provisions of the Section 108 of the Companies Act, 2013 ("Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided facility for voting through electronic means ("remote e-voting") and Instapoll facility for the meeting on all the Resolution(s) contained in the Notice of the AGM.
2. I, K V S Subramanyam, Practicing Company Secretary, residing at Hyderabad was appointed as the Scrutinizer to scrutinize the votes casted through remote e-voting as well as Instapoll by the Shareholders of the Company to ascertain results for the Resolutions contained in the Notice of the AGM.
3. The Management of the Company is responsible to ensure the compliance with the requirements of the Act and related Rules in respect of voting through electronic means and Instapoll on the Resolution(s) contained in the Notice of the AGM.



4. The Cut- Off date for identifying the members who were entitled to vote on the resolutions placed for approval of members was Tuesday the September 20, 2022.
5. The Company had appointed CDSL, as the service provider for the purpose of extending the facility of remote e-voting to the Members of the Company. CDSL had set up electronic voting facility on its website: www.evotingindia.com on all items of business (both Ordinary and Special) sought to be transacted at the AGM. As mentioned in the Notice, the remote e-voting facility for voting was made available to the Share Holders during the period Friday September 23, 2022 from 9.00 A.M. to Monday September 26, 2022 till 17.00 Hours.
6. After conclusion of the meeting, the votes cast through Remote e-Voting & Instapoll were duly unblocked by me as a Scrutinizer in the presence of two witnesses who are not in the employment of the Company.
7. Based on the reports generated from the remote e-voting system and Instapoll provided by CDSL, we hereby submit the results of the remote e-voting and Instapoll as **Annexure A**.


K V S Subramanyam
Company Secretary in Practice
FCS No: 5400
C.P No: 4815
UDIN:F005400D001064581



Place : Hyderabad
Date : September 28, 2022

Annexure - A

Item No. 1 – Adoption of the audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2022 together with the Reports of the Directors and Auditors thereon. (Ordinary Resolution)

Mode	Total Ballot	Total Votes	Invalid/ Less/Abstain Voted		Valid		Favour			Against		
			No of Ballots	Votes	No of Ballots	Votes	No of Ballots	Votes	%	No of Ballots	Votes	%
E-Voting	289	16114873	4	56808	285	16058065	259	16053426	99.97	26	4639	0.03
Instapoll	2	2	0	0	2	2	2	2	100.00	0	0	0.00
Total	291	16114875	4	56808	287	16058067	261	16053428	99.97	26	4639	0.03

Item No. 2 – Approval of Interim Dividend paid and declaration of Final Dividend (Ordinary Resolution)

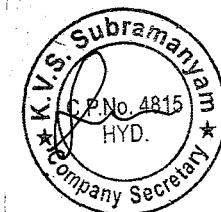
Mode	Total Ballot	Total Votes	Invalid/ Less/Abstain Voted		Valid		Favour			Against		
			No of Ballots	Votes	No of Ballots	Votes	No of Ballots	Votes	%	No of Ballots	Votes	%
E-Voting	289	16114873	2	9644	287	16105229	263	16100650	99.97	24	4579	0.03
Instapoll	2	2	0	0	2	2	2	2	100.00	0	0	0.00
Total	291	16114875	2	9644	289	16105231	265	16100652	99.97	24	4579	0.03

Item No. 3 – Appointment of Mrs. Pooja Kalidindi (DIN:03496114) who, retires by rotation (Ordinary Resolution)

Mode	Total Ballot	Total Votes	Invalid/ Less/Abstain Voted		Valid		Favour			Against		
			No of Ballots	Votes	No of Ballots	Votes	No of Ballots	Votes	%	No of Ballots	Votes	%
E-Voting	289	16114873	2	9644	287	16105229	238	15171967	94.21	49	933262	5.79
Instapoll	2	2	0	0	2	2	2	2	100.00	0	0	0.00
Total	291	16114875	2	9644	289	16105231	240	15171969	94.21	49	933262	5.79

Item No. 4 – Appointment of Mr. Utkal B Goradia (DIN:08641590) as Director in place of Mr. Vinodrai V Goradia (DIN: 00040369)who, retires by rotation. (Ordinary Resolution)

Mode	Total Ballot	Total Votes	Invalid/ Less/Abstain Voted		Valid		Favour			Against		
			No of Ballots	Votes	No of Ballots	Votes	No of Ballots	Votes	%	No of Ballots	Votes	%
E-Voting	289	16114873	2	9644	287	16105229	239	15231711	94.58	48	873518	5.42
Instapoll	2	2	0	0	2	2	2	2	100.00	0	0	0.00
Total	291	16114875	2	9644	289	16105231	241	15231713	94.58	48	873518	5.42



Item No. 5 - Appointment of M/s. Bhaskara Rao & Co., as Statutory Auditors for 5 years (Ordinary Resolution)

Mode	Total Ballot	Total Votes	Invalid/ Less/Abstain Voted		Valid		Favour			Against		
			No of Ballots	Votes	No of Ballots	Votes	No of Ballots	Votes	%	No of Ballots	Votes	%
E-Voting	289	16114873	2	9644	287	16105229	258	16096094	99.94	29	9135	0.06
Instapoll	2	2	0	0	2	2	2	2	100.00	0	0	0.00
Total	291	16114875	2	9644	289	16105231	260	16096096	99.94	29	9135	0.06

Item No. 6 - Fixation of Remuneration payable to M/s. S R and Associates, Cost Accountants acting as Cost Auditors for the F. Y. ending March 31, 2023 (Ordinary Resolution)

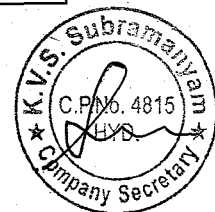
Mode	Total Ballot	Total Votes	Invalid/ Less/Abstain Voted		Valid		Favour			Against		
			No of Ballots	Votes	No of Ballots	Votes	No of Ballots	Votes	%	No of Ballots	Votes	%
E-Voting	289	16114873	2	9644	287	16105229	262	16100150	99.97	25	5079	0.03
Instapoll	2	2	0	0	2	2	2	2	100.00	0	0	0.00
Total	291	16114875	2	9644	289	16105231	264	16100152	99.97	25	5079	0.03

Item No.7 - Appointment of Mr.Utkal B Goradia as Executive Director for 5 Years from 27th September, 2022- (Special Resolution).

Mode	Total Ballot	Total Votes	Invalid/ Less/Abstain Voted		Valid		Favour			Against		
			No of Ballots	Votes	No of Ballots	Votes	No of Ballots	Votes	%	No of Ballots	Votes	%
E-Voting	289	16114873	2	9644	287	16105229	237	15072301	93.59	50	1032928	6.41
Instapoll	2	2	0	0	2	2	2	2	100.00	0	0	0.00
Total	291	16114875	2	9644	289	16105231	239	15072303	93.59	50	1032928	6.41

Item No.8 - Appointment of Mr. K.Ravi as Executive Vice Chairman for a period of 5 Years w.e.f 1st October, 2022(Special Resolution)

Mode	Total Ballot	Total Votes	Invalid/ Less/Abstain Voted		Valid		Favour			Against		
			No of Ballots	Votes	No of Ballots	Votes	No of Ballots	Votes	%	No of Ballots	Votes	%
E-Voting	289	16114873	3	9649	286	16105224	236	15072296	93.59	50	1032928	6.41
Instapoll	2	2	0	0	2	2	2	2	100.00	0	0	0.00
Total	291	16114875	3	9649	288	16105226	238	15072298	93.59	50	1032928	6.41



Item No.9 - Appointment of Mr.K.Gautam, Joint Managing Director as Managing Director for a period of 5 Years w.e.f 1st October, 2022- (Special Resolution).

Mode	Total Ballot	Total Votes	Invalid/ Less/Abstain Voted		Valid		Favour			Against		
			No of Ballots	Votes	No of Ballots	Votes	No of Ballots	Votes	%	No of Ballots	Votes	%
E-Voting	289	16114873	3	9649	286	16105224	258	16096054	99.94	28	9170	0.06
Instapoll	2	2	0	0	2	2	2	2	100.00	0	0	0.00
Total	291	16114875	3	9649	288	16105226	260	16096056	99.94	28	9170	0.06

Item No.10 - Payment of remuneration by way of commission not exceeding 1% out of Net Profits to all the Non Executive Directors in addition to setting fees- (Special Resolution).

Mode	Total Ballot	Total Votes	Invalid/ Less/Abstain Voted		Valid		Favour			Against		
			No of Ballots	Votes	No of Ballots	Votes	No of Ballots	Votes	%	No of Ballots	Votes	%
E-Voting	289	16114873	2	7	287	16114866	230	15071074	93.52	57	1043792	6.48
Instapoll	2	2	0	0	2	2	2	2	100.00	0	0	0.00
Total	291	16114875	2	7	289	16114868	232	15071076	93.52	57	1043792	6.48

Note:

1. The % has been rounded of to nearest two digit

Date: September 28, 2022.

Place: Hyderabad

K.V.S Subramanian
 K.V.S Subramanian No. 4815
 FCS No: 5400 * HYD.
 C.P No: 4815
 Company Secretary

Declaration of Results on E-Voting in respect of the Resolutions proposed at the 41st Annual General Meeting held on Tuesday, the 27th September, 2022 at 10.30 a.m. through Video Conference ("VC")/ Other Audio Visual Means ("OAVM")

Pursuant to the provisions of Section 108 of the Companies Act 2013 read with the rules prescribed there under and in accordance with the SEBI (LODR) Regulations, 2015, the Company had provided e-voting facility to its members to cast their votes electronically on all the resolutions mentioned in the Notice of the 40th Annual General Meeting (AGM) of the Company held on 27th September, 2022 (Remote E-Voting).

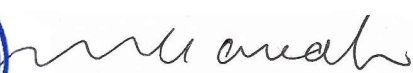
The e-voting commenced at 9.00 a.m. on 23rd September, 2022 and ended at 5.00 p.m. on 26th September, 2022.

For the members who attended the AGM through Video Conference ("VC")/ other Audio Visual Means ("OAVM") and had not casted their votes through e-voting, the company provided the facility of voting through insta poll till 30 minutes after conclusion of AGM.

Mr.K V S Subramanyam, Practicing Company Secretary (FCS 5400) acted as Scrutinizers for the entire voting process.

Based on the Scrutinizer's consolidated report dated 28th September, 2022 (attached hereto), on remote e-voting and insta poll, I declare that all the resolutions contained in the Notice convening the 41st AGM have been passed with requisite majority.

For NCL Industries Ltd



28/09/2022

**Kamlesh Gandhi
Chairman**