

NCLIL/SEC/2023-2024

26.09.2023

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 25th September, 2023 regarding outcome of 42nd Annual General Meeting (AGM) held on 25th September, 2023 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

Vice President & Company Secretary &
Compliance Officer

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 42nd Annual General Meeting ("AGM") of NCL Industries Limited ("Company") held through Video Conference or Other Audio Visual Means on Monday, the 25th September, 2023 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, A. Ravishankar, 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 Saturday the 16th September, 2023.
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 Thursday the 21st September, 2023 9.00 AM to Sunday 24th September, 2023 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.


A. Ravishankar

Company Secretary in Practice

FCS No: 5335

C.P No: 4318

UDIN: F005335E001083104



Place : Hyderabad

Date : September 26, 2023

Item No. 1 - Adoption of the audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2023 together with the Reports of the Directors and Auditors thereon. (Ordinary Resolution)

Mode	Total Ballot	Total Votes	Invalid / Less		Valid			Favour			Against		
			No of Ballots	Votes	No of Ballots	Votes	No of Ballots	Votes	%	No of Ballots	Votes	%	
E-Voting	296	17855638	2	77112	294	17778526	264	1773660	99.97	30	4866	0.03	
Instapoll	3	507	0	0	3	507	3	507	100.00	0	0	0.00	
Total	299	17856145	2	77112	297	17779033	267	1774167	99.97	30	4866	0.03	

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

Mode	Total Ballot	Total Votes	Invalid / Less		Valid			Favour			Against		
			No of Ballots	Votes	No of Ballots	Votes	No of Ballots	Votes	%	No of Ballots	Votes	%	
E-Voting	296	17855638	0	0	296	17855638	268	17851007	99.97	28	4631	0.03	
Instapoll	3	507	0	0	3	507	3	507	100.00	0	0	0.00	
Total	299	17856145	0	0	299	17856145	271	17851514	99.97	28	4631	0.03	

Item No. 3 - Appointment of Mrs. Roopa Bhupatiraju who, retires by rotation (Ordinary Resolution)

Mode	Total Ballot	Total Votes	Invalid / Less		Valid			Favour			Against		
			No of Ballots	Votes	No of Ballots	Votes	No of Ballots	Votes	%	No of Ballots	Votes	%	
E-Voting	296	17855638	1	500	295	1785138	231	16426427	92.00	64	1428711	8.00	
Instapoll	3	507	0	0	3	507	3	507	100.00	0	0	0.00	
Total	299	17856145	1	500	298	1785645	234	16426934	92.00	64	1428711	8.00	

Item No. 4 - Non Appointment of Mr. Ashven Datta as director, who has tendered his unwillingness of being re-appointed. (Ordinary Resolution)

Mode	Total Ballot	Total Votes	Invalid / Less		Valid			Favour			Against		
			No of Ballots	Votes	No of Ballots	Votes	No of Ballots	Votes	%	No of Ballots	Votes	%	
E-Voting	296	17855638	1	500	295	1785138	264	17838448	99.91	31	16690	0.09	
Instapoll	3	507	0	0	3	507	3	507	100.00	0	0	0.00	
Total	299	17856145	1	500	298	1785645	267	17838955	99.91	31	16690	0.09	



Item No.5 - Fixation of Remuneration payable to M/s. S R and Associates, Cost Accountants acting as Cost Auditors for the F. Y. ending March 31, 2024 (Ordinary Resolution)

Mode	Total Ballot	Total Votes	Invalid / Less		Valid		Favour		Against			
			No of Ballots	Votes	No of Ballots	Votes	No of Ballots	Votes	%	No of Ballots	Votes	%
E-Voting	296	17855638	1	500	295	17855138	264	17850271	99.97	31	4867	0.03
Instapoll	3	507	0	0	3	507	3	507	100.00	0	0	0.00
Total	299	17856145	1	500	298	17855645	267	17850778	99.97	31	4867	0.03

Item No.6 - Appointment of Mr.N G V S G Prasad, as Executive Director & CFO for the balance period of his tenure from 1st September, 2023 - (Special)

Mode	Total Ballot	Total Votes	Invalid / Less		Valid		Favour		Against			
			No of Ballots	Votes	No of Ballots	Votes	No of Ballots	Votes	%	No of Ballots	Votes	%
E-Voting	296	17855638	1	500	295	17855138	264	17850271	99.97	31	4867	0.03
Instapoll	3	507	0	0	3	507	3	507	100.00	0	0	0.00
Total	299	17856145	1	500	298	17855645	267	17850778	99.97	31	4867	0.03

Item No.7 - Appointment of Mrs. Roopa Bhupatiraju as Executive Director for the balance period of her tenure from 1st September, 2023 (Special Resolution)

Mode	Total Ballot	Total Votes	Invalid / Less		Valid		Favour		Against			
			No of Ballots	Votes	No of Ballots	Votes	No of Ballots	Votes	%	No of Ballots	Votes	%
E-Voting	296	17855638	1	500	295	17855138	262	17849591	99.97	33	5547	0.03
Instapoll	3	507	0	0	3	507	3	507	100.00	0	0	0.00
Total	299	17856145	1	500	298	17855645	265	17850098	99.97	33	5547	0.03

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

Date: September 26, 2023.
Place Hyderabad

A. Kavishankar
FCS No: 5335
C.P No: 4318





Declaration of Results on E-Voting in respect of the Resolutions proposed at the 42nd Annual General Meeting held on Monday, the 25th September, 2023 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 42nd Annual General Meeting (AGM) of the Company held on 25th September, 2023 (Remote E-Voting).

The e-voting commenced at 9.00 a.m. on 21st September, 2023 and ended at 5.00 p.m. on 24th September, 2023.

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.A Ravi Shankar, Practicing Company Secretary (FCS 5335) acted as Scrutinizers for the entire voting process.

Based on the Scrutinizer's consolidated report dated 26th September, 2023 (attached hereto), on remote e-voting and insta poll, I declare that all the resolutions contained in the Notice convening the 42nd AGM have been passed with requisite majority.

26/09/2023



For NCL Industries Ltd

Kamlesh Gandhi
Chairman