

Ref. No.: NCCL/Regulation 30 & 44(3)2018

Date : 11-08-2018

The Secretary
National Stock Exchange of India Ltd
5th Floor, Exchange Plaza
Bandra – Kurla Complex
Bandra (E)
MUMBAI - 500 051.
Fax No: 022 – 2659 8237 / 38

The Secretary
Bombay Stock Exchange Ltd,
1st Floor, New Trading Ring
Rotunda Building, P J Towers
Dalal Street, Fort
M U M B A I – 400 001.
Fax : 022-22722037/39

Dear Sir(s),

Scrip Code : NSE: NCC & BSE : 500294

Sub: Proceedings of the 27th Annual General Meeting along with Voting Results

We are forwarding herewith the following in respect of 28th Annual General Meeting held on 10th August,2018 at 3.30 p.m at K L N Prasad Auditorium , Federation House, The Federation of Telangana and Andhra Pradesh Chambers of Commerce and Industry, 11-6-841, Red Hills, Hyderabad-500004, Telangana;

1. Voting Results pursuant to Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015.
2. Scrutinizers Report dated 11th August,2018 pursuant to section 108 of the Companies Act,2013 read with Rule 20 of the Companies Management and Administration) Rules,2014 as amended

We request you to take the same on record and acknowledge.

Thanking you,

Yours faithfully
For NCC LIMITED


11-08-2018
M V SRINIVASA MURTHY
COMPANY SECRETARY & EVP (L)

Date of the AGM/GM	NCC LIMITED
Total number of shareholders on record date	10-08-2018
No. of shareholders present in the meeting either in person or through proxy:	129308
Promoters and Promoter Group:	16
Public:	960
No. of Shareholders attended the meeting through Video Conferencing	Nil
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1							
Resolution required: (Ordinary/ Special)	ORDINARY - To received, consider and adopt:							
Whether promoter/ promoter group are interested in the agenda/resolution?	(a) The Audited Financial Statements Standalone for the F.Y. ended 31st March, 2018 together with the Report of the Board of Directors and Auditors thereon. (b) The Audited Financial Statements Consolidated for the F.Y. ended 31st March, 2018 together with the Report of the Board of Directors and Auditors thereon							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - In favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	108764780	108764780	100.0000	108764780	0	100.0000	0.0000
	Postal Ballot (if applicable)	0	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	Total	108764780	108764780	100	108764780	0	100.0000	0.0000
	E-Voting	213643217	213643217	74.7734	213643217	0	100.0000	0.0000
Public- Non Institutions	Postal Ballot (if applicable)	285720780	0	0.0000	00	0	0.0000	0.0000
	Total	213643217	213643217	74.7734	213643217	0	100.0000	0.0000
Total	E-Voting	98969415	98969415	48.0059	98969184	231	99.9997	0.0002
	Postal Ballot (if applicable)	206161028	39652	0.0192	39317	335	99.1551	0.8448
Total	E-Voting	99009067	99009067	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	600646588	421417064	48.0251	99008501	566	99.9994	0.0006
Total		600646588	421417064	70.1606	421416498	566	99.9999	0.0001



2018

Resolution No.	6	Special - To consider and approve issue of Convertible Warrants on preferential basis to M/s. A V S R Holdings Pvt. Ltd., one of the Promoters of NCC Limited.									
Resolution required: (Ordinary/ Special)	Special										
Whether promoter/ promoter group are interested in the agenda/resolution?	No										
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=(2)/(1)* 100	No. of Votes - In Favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=(4)/(2)*100	% of Votes against on votes polled (7)=(5)/(2)*100			
Promoter and Promoter Group	E-Voting	108764780	108764780	100.0000	108764780	0	100.0000	0.0000			
	Poll	0	0	0.0000	00	0	0.0000	0.0000			
	Postal Ballot (if applicable)	0	0	0.0000	00	0	0.0000	0.0000			
	Total	108764780	108764780	100	108764780	0	100.0000	0.0000			
Public- Institutions	E-Voting	285720780	213755617	74.8163	197841776	15923841	92.5507	7.4492			
	Poll	0	0	0.0000	00	0	0.0000	0.0000			
	Postal Ballot (if applicable)	0	0	0.0000	00	0	0.0000	0.0000			
	Total	285720780	213755617	74.8163	197841776	15923841	92.5508	7.4492			
Public- Non Institutions	E-Voting	206161028	98969660	48.0060	87520086	11449574	88.4312	11.5687			
	Poll	0	39652	0.0192	39318	334	99.1576	0.8423			
	Postal Ballot (if applicable)	0	0	0.0000	00	0	0.0000	0.0000			
	Total	206161028	99009312	48.0252	87559404	11449908	88.4355	11.5645			
	Total	600646588	421539791	70.1810	394165960	27373749	93.5062	6.4938			

Resolution No.	7	Special - To consider and approve enhancing the borrowing powers of the Company.									
Resolution required: (Ordinary/ Special)	Special										
Whether promoter/ promoter group are interested in the agenda/resolution?	No										
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=(2)/(1)* 100	No. of Votes - In Favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=(4)/(2)*100	% of Votes against on votes polled (7)=(5)/(2)*100			
Promoter and Promoter Group	E-Voting	108764780	108764780	100.0000	108764780	0	100.0000	0.0000			
	Poll	0	0	0.0000	00	0	0.0000	0.0000			
	Postal Ballot (if applicable)	0	0	0.0000	00	0	0.0000	0.0000			
	Total	108764780	108764780	100	108764780	0	100.0000	0.0000			
Public- Institutions	E-Voting	285720780	213755617	74.8163	211869568	1896049	99.1130	0.8869			
	Poll	0	0	0.0000	00	0	0.0000	0.0000			
	Postal Ballot (if applicable)	0	0	0.0000	00	0	0.0000	0.0000			
	Total	285720780	213755617	74.8163	211869568	1896049	99.1130	0.8870			
Public- Non Institutions	E-Voting	206161028	98969742	48.0060	98279505	690237	99.3025	0.6974			
	Poll	0	39652	0.0192	39316	336	99.1526	0.8473			
	Postal Ballot (if applicable)	0	0	0.0000	00	0	0.0000	0.0000			
	Total	206161028	99009394	48.0252	98318821	690573	99.3025	0.6975			
	Total	600646588	421539791	70.1810	418953169	2586622	99.3864	0.6136			



2018

SCRUTINIZER'S REPORT

To,
The Chairman
NCC Limited
NCC House, Madhapur
Hyderabad - 500081

Dear Sir,

Report on the e-voting and voting through Poll conducted at the Twenty-Eight Annual General Meeting ("AGM") of NCC Limited ("Company") held on Friday, August 10, 2018 at 3.30 P.M. at KLN Prasad Auditorium, Federation House, The Federation of Telangana and Andhra Pradesh Chambers of Commerce and Industry, 11-6-841, Red Hills, Hyderabad - 500004.

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") on all the Resolution(s) contained in the Notice of the AGM.
2. I, A. Ravi Shankar, Practicing Company Secretary resident of Hyderabad was appointed as the Scrutinizer to scrutinize the remote e-voting as well as physical voting by the Members of the Company at the AGM to ascertain results for the Resolutions contained in the notice.
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 Poll 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 August 3, 2018.
5. The Company had appointed Karvy Computershare Private Limited ("Karvy"), registrar and transfer agent of the Company, as the service provider for the purpose of extending the facility of remote e-voting and voting through Poll to the Members of the Company. Karvy had set up electronic voting facility on its website, <https://evoting.karvy.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 Members during the period August 7, 2018 (9.00 a.m.) to August 9, 2018 (5.00 p.m.).



6. At the venue of the AGM, the physical ballot forms were provided to the Members and Proxies to enable them to exercise their voting rights on all the Resolutions contained in the AGM notice.
7. After taking count of the votes cast through Poll at the AGM, the votes cast through Remote e-Voting facility was duly unblocked on August 10, 2018 at 4:30P.M by me as a Scrutinizer in the presence of two witnesses Mr. Yogesh Jaju and Mr. Nagaraju who are not in the employment of the Company. The Poll was reconciled with the records maintained by Karvy, and the authorizations / proxies lodged with the Company.
8. The ballot papers which were incomplete and/or which were otherwise found to be defective, if any have been treated as invalid and kept separately.
9. Based on the reports generated from the remote e-voting system and through poll provided by Karvy, we hereby submit the results of the remote e-voting and Poll as Annexure A.

For A. Ravi Shankar & Co
Company Secretaries

(A. Ravi Shankar)

Proprietor

FCS No: 5335

C.P No: 4318



Place : Hyderabad

Date : August 11, 2018

A small handwritten signature in the bottom left corner.

Annexure - A

Item No. 1 - Adoption of both Standalone and Consolidated Financial Statements, Reports of Directors & Auditors for the financial year ended March 31, 2018 (Ordinary Resolution)

Mode	Total Ballot	Total Votes	Invalid / Abstained		Valid		Favour		Against		
			No of Ballots	Votes	No of Ballots	Votes	No of Ballots	Votes	No of Ballots	Votes	%
E-Voting	300	424932153	6	3554741	294	421377412	293	421377181	1	231	0.00
Physical	113	39885	1	233	112	39652	102	39317	10	335	0.01
Total	413	424972038	7	3554974	406	421417064	395	421416498	11	566	0.00

Item No. 2 - To declare dividend on the Equity Shares for the financial year 2017-2018 (Ordinary Resolution)

Mode	Total Ballot	Total Votes	Invalid / Abstained		Valid		Favour		Against		
			No of Ballots	Votes	No of Ballots	Votes	No of Ballots	Votes	No of Ballots	Votes	%
E-Voting	300	424932153	4	3432010	296	421500143	296	421500143	0	0	0.00
Physical	113	39885	1	233	112	39652	101	39316	11	336	0.01
Total	413	424972038	5	3432243	408	421539795	397	421539459	11	336	0.00

Item No. 3 - To appoint a Director in place of Sri A S N Raju, (DIN 00017416) who retires by rotation and being eligible, offers himself for reappointment (Ordinary Resolution)

Mode	Total Ballot	Total Votes	Invalid / Abstained		Valid		Favour		Against		
			No of Ballots	Votes	No of Ballots	Votes	No of Ballots	Votes	No of Ballots	Votes	%
E-Voting	300	424932153	5	3432048	295	421500105	287	411802592	8	9697513	2.30
Physical	113	39885	1	233	112	39652	102	39317	10	335	0.84
Total	413	424972038	6	3432281	407	421539757	389	411841909	18	9697848	2.30

Item No. 4 - To appoint a Director in place of Sri A G K Raju, (DIN 00019100) who retires by rotation and being eligible, offers himself for reappointment (Ordinary Resolution)

Mode	Total Ballot	Total Votes	Invalid / Abstained		Valid		Favour		Against		
			No of Ballots	Votes	No of Ballots	Votes	No of Ballots	Votes	No of Ballots	Votes	%
E-Voting	300	424932153	5	3432051	295	421500102	216	354315917	79	67184185	15.94
Physical	113	39885	1	233	112	39652	101	39316	11	336	0.85
Total	413	424972038	6	3432284	407	421539754	317	354355233	90	67184521	15.94

Item No. 5 - To ratify the remuneration of the Cost Auditors for the financial year ending March 31, 2018 (Ordinary Resolution)

Mode	Total Ballot	Total Votes	Invalid / Abstained		Valid		Favour		Against		
			No of Ballots	Votes	No of Ballots	Votes	No of Ballots	Votes	No of Ballots	Votes	%
E-Voting	300	424932153	5	3432047	295	421500106	290	421055552	5	444554	0.11
Physical	113	39885	1	233	112	39652	98	39062	14	590	1.49
Total	413	424972038	6	3432280	407	421539758	388	421094614	19	445144	0.11



Item No. 6 - To consider and approve issue of Convertible Warrants on preferential basis to M/s. A V S R Holdings Pvt Ltd., one of the Promoters of NCC Limited (Special Resolution)

Mode	Total Ballot	Total Votes	Invalid / Abstained		Valid		Favour		Against				
			No of Ballots	Votes	No of Ballots	Votes	No of Ballots	Votes	No of Ballots	Votes	%		
E-Voting	300	424932153	6	3432096	294	421500057	99.19	279	394126642	93.51	15	27373415	6.49
Physical	113	39885	1	233	112	39652	99.42	102	39318	99.16	10	334	0.84
Total	413	424972038	7	3432329	406	421539709	99.19	381	394165960	93.51	25	27373749	6.49

Item No. 7 - To consider and approve enhancing the borrowing powers of the Company (Special Resolution)

Mode	Total Ballot	Total Votes	Invalid / Abstained		Valid		Favour		Against				
			No of Ballots	Votes	No of Ballots	Votes	No of Ballots	Votes	No of Ballots	Votes	%		
E-Voting	300	424932153	4	3432014	296	421500139	99.19	281	418913853	99.39	15	2586286	0.61
Physical	113	39885	1	233	112	39652	99.42	101	39316	99.15	11	336	0.85
Total	413	424972038	5	3432247	408	421539791	99.19	382	418953169	99.39	26	2586622	0.61

Item No. 8 - To consider and approve enhancing the powers of the Company for charging / securing the properties of the Company (Special Resolution)

Mode	Total Ballot	Total Votes	Invalid / Abstained		Valid		Favour		Against				
			No of Ballots	Votes	No of Ballots	Votes	No of Ballots	Votes	No of Ballots	Votes	%		
E-Voting	300	424932153	5	3432041	295	421500112	99.19	280	418913760	99.39	15	2586352	0.61
Physical	113	39885	1	233	112	39652	99.42	101	39316	99.15	11	336	0.85
Total	413	424972038	6	3432274	407	421539764	99.19	381	418953076	99.39	26	2586688	0.61

Item No. 9 - To alter the Articles of Association of the Company by adoption of new set of Articles of Association in conformity with the Companies Act, 2013 (Special Resolution)

Mode	Total Ballot	Total Votes	Invalid / Abstained		Valid		Favour		Against				
			No of Ballots	Votes	No of Ballots	Votes	No of Ballots	Votes	No of Ballots	Votes	%		
E-Voting	300	424932153	5	3432041	295	421500112	99.19	219	355526260	84.35	76	65973852	15.65
Physical	113	39885	1	233	112	39652	99.42	103	39319	99.16	9	333	0.84
Total	413	424972038	6	3432274	407	421539764	99.19	322	355565579	84.35	85	65974185	15.65

Item No. 10 - To alter the Memorandum of Association of the Company in conformity with the Companies Act, 2013 (Special Resolution)

Mode	Total Ballot	Total Votes	Invalid / Abstained		Valid		Favour		Against				
			No of Ballots	Votes	No of Ballots	Votes	No of Ballots	Votes	No of Ballots	Votes	%		
E-Voting	300	424932153	5	3432044	295	421500109	99.19	293	421499843	100.00	2	266	0.00
Physical	113	39885	1	233	112	39652	99.42	103	39319	99.16	9	333	0.84
Total	413	424972038	6	3432277	407	421539761	99.19	396	421539162	100.00	11	599	0.00

Item No. 11 - Approval of Related Party Transaction under Section 188 of Companies Act, 2013 with Sri U Sunil, Associate Director

Mode	Total Ballot	Total Votes	Invalid / Abstained		Valid		Favour		Against				
			No of Ballots	Votes	No of Ballots	Votes	No of Ballots	Votes	No of Ballots	Votes	%		
E-Voting	300	424932153	13	72072105	287	352860048	83.04	264	315615762	89.45	23	37244286	10.55
Physical	113	39885	1	233	112	39652	99.42	103	39319	99.16	9	333	0.84
Total	413	424972038	14	72072338	399	352899700	83.04	367	315655081	89.45	32	37244619	10.55



Item No. 12 - Approval of Related Party Transaction under Section 188 of Companies Act, 2013 with Sri S R K Surya Sri Krishna Raju, Associate Director

Mode	Total Ballot	Total Votes	Invalid / Abstained		Valid			Favour			Against		
			No of Ballots	Votes	No of Ballots	Votes	%	No of Ballots	Votes	%	No of Ballots	Votes	%
E-Voting	300	424932153	16	66624062	284	358308091	84.32	261	321063805	89.61	23	37244286	10.39
Physical	113	39885	1	233	112	39652	99.42	102	39296	99.10	10	356	0.90
Total	413	424972038	17	66624295	396	358347743	84.32	363	321103101	89.61	33	37244642	10.39

Item No. 13 - Approval of Related Party Transaction under Section 188 of Companies Act, 2013 with Sri A Vishnu Varma, Associate Director

Mode	Total Ballot	Total Votes	Invalid / Abstained		Valid			Favour			Against		
			No of Ballots	Votes	No of Ballots	Votes	%	No of Ballots	Votes	%	No of Ballots	Votes	%
E-Voting	300	424932153	16	66624057	284	358308096	84.32	261	321063810	89.61	23	37244286	10.39
Physical	113	39885	1	233	112	39652	99.42	103	39319	99.16	9	333	0.84
Total	413	424972038	17	66624290	396	358347748	84.32	364	321103129	89.61	32	37244619	10.39

Item No. 14 - Approval of Related Party Transaction under Section 188 of Companies Act, 2013 with Sri A Harsha Varma, Associate Director

Mode	Total Ballot	Total Votes	Invalid / Abstained		Valid			Favour			Against		
			No of Ballots	Votes	No of Ballots	Votes	%	No of Ballots	Votes	%	No of Ballots	Votes	%
E-Voting	300	424932153	15	61404056	285	363528097	85.55	262	326283811	89.75	23	37244286	10.25
Physical	113	39885	1	233	112	39652	99.42	102	39296	99.10	10	356	0.90
Total	413	424972038	16	61404289	397	363567749	85.55	364	326323107	89.76	33	37244642	10.24

Item No. 15 - Approval of Related Party Transaction under Section 188 of Companies Act, 2013 with Sri J K Chaitanya Varma, Associate Director

Mode	Total Ballot	Total Votes	Invalid / Abstained		Valid			Favour			Against		
			No of Ballots	Votes	No of Ballots	Votes	%	No of Ballots	Votes	%	No of Ballots	Votes	%
E-Voting	300	424932153	13	6352765	287	418579388	98.50	264	381335102	91.10	23	37244286	8.90
Physical	113	39885	1	233	112	39652	99.42	103	39319	99.16	9	333	0.84
Total	413	424972038	14	6352998	399	418619040	98.51	367	381374421	91.10	32	37244619	8.90

Date: 11.08.2018
Place: Hyderabad

(A. Ravi Shankar)
Proprietor
FCS No: 5335
C.P No: 4318

