

20/09/2016

NCLIL/SEC/2016-17**The National Stock Exchange of India Limited**

Exchange Plaza

Bandra Kurla Complex

Bandra (E)

MUMBAI – 400051

Dear Sir,

Proceedings of the 35th Annual General Meeting (AGM) held on 20th September, 2016.

This is to inform you that in compliance with Regulation 30 of SEBI (LODR) Regulation 2015, please find here under the proceedings of the 35th Annual General Meeting of the Company held on Tuesday the September 20, 2016 at 10.30 AM at KLN Prasad Auditorium, 3rd Floor, FAPCCI Marg, Redhills, Hyderabad-500004.

The Company Secretary delivered welcome address to the members, directors and auditors present at the meeting and requested the chairman to conduct the proceedings.

Mr.R.Anand, Chairman of the Company chaired the proceedings of the Meeting.

The Chairman ascertained that Quorum is present and called the meeting to order.

The Chairman introduced all the directors present at the meeting

He then delivered his address explaining the performance of the company during the financial year 2015-16, declaration of final dividend, future outlook and "e" Voting procedures under the Companies Act, 2013 and SEBI Regulations.

Chairman then commenced the formal agenda items of AGM and with the consent of the members Notice convening AGM, Directors Report and Financial Statements for the F.Y2015-16 were taken as read.

The Chairman informed that there are no adverse comments or qualifications in the Auditors Report. Mr.T.Arun Kumar, Company Secretary read the Auditors' Report at the request of members present.

The Chairman then invited questions if any from members. Mr.K.Ravi, Managing Director and Mr.N.G.V.S.G.Prasad –Executive Director &CFO replied to the questions raised by members suitably.

The Agenda Items (in brief) approved by the members are as under:

ORDINARY BUSINESS:

1. Adoption of the Audited Balance Sheet as at March 31, 2016 and the statement of Profit & Loss for the year ended on that date and the Report of Auditors & Directors thereon.

2. Declaration of final dividend and approval of interim dividend paid for the Financial year 2015-16
3. Re-appointment of Mr.K.Madhu as Director of the Company, who retires by rotation.
4. Re-appointment of Mr.Vinodrai V.Goradia as Director of the Company, who retires by rotation.
5. Ratification of appointment of M/s. Venugopal & Chenoy, Chartered Accountants,(FRN 004671S) as Statutory Auditors of the Company to hold office till the conclusion of fifth Annual General Meeting to be held after the 33rd AGM held on 29/09/2014 and authorize the board of directors to fix their remuneration.

SPECIAL BUSINESS:

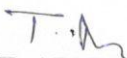
- 6 Appointment of Mr. R.Anand as an Independent Director of the Company to hold office for a period of five years from the date of his appointment.(Special Resolution)
7. Ratification of remuneration of Cost Auditor of the Company-(Ordinary Resolution)
8. Re-appointment of Mr.K.Ravi as Managing Director of the company for a further period of five years wef 1st April,2016.-Special Resolution
- 9 Appointment of Mr. N.G.V.S.G.Prasad as a Director of the Company, liable to retire by rotation.” - (Ordinary Resolution)
10. Appointment of Mr. N.G.V.S.G.Prasad as an Executive Director &CFO of the company for a period of 5 (Five) years w.e.f 30th May,2016. (Special Resolution)
11. Alteration of Articles of Association of the company by adopting “Table F” in place of existing Articles of Association of the company (Special Resolution).

The meeting concluded with vote of thanks by the Company Secretary.

This is for your information and records

Thanking You

Yours faithfully
for **NCL INDUSTRIES LTD.,**


T. ARUN KUMAR
Company Secretary

