



NCL INDUSTRIES LIMITED



AN ISO 9001 : 2008 COMPANY
CIN : L33130AP1979PLC002521

NCLIL/SEC/2015-16

30/09/2015

The National Stock Exchange of India Limited

Exchange Plaza
Bandra Kurla Complex
Bandra (E)
MUMBAI – 400051

Dear Sir,

Proceedings of the 34th Annual General Meeting (AGM) held on 29th September, 2015.

This is to inform you that in compliance with Clause 31 of the Listing Agreement, please find here under the proceedings of the 34th Annual General Meeting of the Company held details of the voting results of the Annual General Meeting (AGM) of the members of the Company held on Tuesday the September 29, 2015 at 11.00 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 2014-15, 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.Y2014-15 were taken as read.

The Chairman informed that there are no adverse comments or qualifications in the Auditors Report. Mr.Janakinadh, partner of M/s Venugopal&Chenoy, Statutory Auditors of the company who was present at the meeting confirmed the same.

The Chairman then invited questions if any from members. Mr.K.Ravi, Managing Director 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, 2015 and the statement of Profit & Loss for the year ended on that date and the Report of Auditors & Directors thereon.
2. Re-appointment of Mr.P.N.Raju as Director of the Company, who retires by rotation.
3. 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:

- 4 Appointment of Mr. M.Kanna Reddy as an Independent Director of the Company to hold office for a period of five years from the date of his appointment.” -(Ordinary Resolution)
- 5 Appointment of Mr.Kalidas Raghavapudi as an Independent Director of the Company to hold office for a period of five years from the date of his appointment.” - (Ordinary Resolution)
6. Appointment of Lt.General Trevor Aloysius Dcunha ,PVSM(Retd) as an Independent Director of the Company to hold office for a period of five years from the date of his appointment.” - (Ordinary Resolution)
7. Ratification of remuneration of Cost Auditor of the Company-(Ordinary Resolution)
- 8 Appointment of Mr. N.V.Suvarna as a Director of the Company, liable to retire by rotation.” - (Ordinary Resolution)
9. Appointment of Mr. N.V.Suvarna, as an Executive Director of the company for a period of 3(Three) years w.e.f 30th May,2015. (Special Resolution)
10. Approval of the members for the implementation of any or all of the share based Employee Benefit Schemes pursuant to Regulation 6 of the SEBI (Share based Employee Benefits) Regulations,2014. Act, 2013, by the Board of Directors of the Company, (Special Resolution)
11. Consent of the Shareholders to offer or invite subscription for secured or unsecured redeemable non-convertible debentures aggregating up to Rs.400.00 Crores(Rs.Four Hundred Crores only) (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

