



NCL INDUSTRIES LIMITED



AN ISO 9001 : 2008 COMPANY
CIN : L33130AP1979PLC002521

NCLIL/SEC/2015-16

01/10/2015

The National Stock Exchange of India Limited
Exchange Plaza
Bandra Kurla Complex
Bandra (E)
MUMBAI – 400051

Dear Sir,

Code: NCLIND

Disclosure of Voting Results under Clause 35A of the Listing Agreement

This is to inform you that the details of the voting results of the Annual General Meeting (AGM) of the Company held on Tuesday the September 29, 2015 at 11.00 AM as per the format prescribed under Clause 35 A of the Listing Agreement.

Date of the AGM	29 th September, 2015
Total number of shareholders on record date:	35,646
No. of Shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	8
Public:	529
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	NOT ARRANGED
Public:	

AGENDA WISE:

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."
- 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."
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."
7. Ratification of remuneration of Cost Auditor of the Company
- 8 Appointment of Mr. N.V.Suvarna as a Director of the Company, liable to retire by rotation."
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.
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,
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)

COMBINED VOTING RESULTS-REMOTE E VOTING and BALLOT/POLL is enclosed as Annexure.

This is for your information and records

Thanking You

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


T. ARUN KUMAR
Company Secretary



NCL INDUSTRIES LIMITED AGM HELD ON 29/09/2015

Sebi Poll Report

Resolution ID	Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	No. of Votes against (5)	% of Votes against on votes polled (7)=[(5)/(2)]*100	No of Votes Invalid & Abstained	% of Invalid & Abstained
1	Promoter and Promoter Group	18507404	7931728	42.85705332	7931728	100	0	0	0	0
1	Public – Institutional Holders	28990	0	0	0	0	0	0	0	0
1	Public-Others	18196396	93154	0.51193654	92173	99	0	0	981	1.064302995
	Total	36732790	8024882	21.84664437	8023901	100	0	0	981	0.012225973
2	Promoter and Promoter Group	18507404	7931728	42.85705332	7931728	100	0	0	0	0
2	Public – Institutional Holders	28990	0	0	0	0	0	0	0	0
2	Public-Others	18196396	93154	0.51193654	92143	99	0	0	1011	1.097207601
	Total	36732790	8024882	21.84664437	8023871	100	0	0	1011	0.012599903
3	Promoter and Promoter Group	18507404	7931728	42.85705332	7931728	100	0	0	0	0
3	Public – Institutional Holders	28990	0	0	0	0	0	0	0	0
3	Public-Others	18196396	93154	0.51193654	92173	99	0	0	981	1.064302995
	Total	36732790	8024882	21.84664437	8023901	100	0	0	981	0.012225973
4	Promoter and Promoter Group	18507404	7931728	42.85705332	7931728	100	0	0	0	0
4	Public – Institutional Holders	28990	0	0	0	0	0	0	0	0
4	Public-Others	18196396	93154	0.51193654	92173	99	0	0	981	1.064302995
	Total	36732790	8024882	21.84664437	8023901	100	0	0	981	0.012225973
5	Promoter and Promoter Group	18507404	7931728	42.85705332	7931728	100	0	0	0	0
5	Public – Institutional Holders	28990	0	0	0	0	0	0	0	0
5	Public-Others	18196396	93154	0.51193654	92173	99	0	0	981	1.064302995
	Total	36732790	8024882	21.84664437	8023901	100	0	0	981	0.012225973
6	Promoter and Promoter Group	18507404	7931728	42.85705332	7931728	100	0	0	0	0
6	Public – Institutional Holders	28990	0	0	0	0	0	0	0	0
6	Public-Others	18196396	93154	0.51193654	92173	99	0	0	981	1.064302995
	Total	36732790	8024882	21.84664437	8023901	100	0	0	981	0.012225973
7	Promoter and Promoter Group	18507404	7931728	42.85705332	7931728	100	0	0	0	0
7	Public – Institutional Holders	28990	0	0	0	0	0	0	0	0
7	Public-Others	18196396	93154	0.51193654	92173	99	0	0	981	1.064302995
	Total	36732790	8024882	21.84664437	8023901	100	0	0	981	0.012225973
8	Promoter and Promoter Group	18507404	7931728	42.85705332	7931728	100	0	0	0	0
8	Public – Institutional Holders	28990	0	0	0	0	0	0	0	0
8	Public-Others	18196396	93154	0.51193654	92173	99	0	0	981	1.064302995
	Total	36732790	8024882	21.84664437	8023901	100	0	0	981	0.012225973
9	Promoter and Promoter Group	18507404	7931728	42.85705332	7931728	100	0	0	0	0
9	Public – Institutional Holders	28990	0	0	0	0	0	0	0	0
9	Public-Others	18196396	93154	0.51193654	92173	99	0	0	981	1.064302995
	Total	36732790	8024882	21.84664437	8023901	100	0	0	981	0.012225973
10	Promoter and Promoter Group	18507404	7931728	42.85705332	7931728	100	0	0	0	0
10	Public – Institutional Holders	28990	0	0	0	0	0	0	0	0
10	Public-Others	18196396	93154	0.51193654	92173	99	0	0	981	1.064302995
	Total	36732790	8024882	21.84664437	8023901	100	0	0	981	0.012225973
11	Promoter and Promoter Group	18507404	7931728	42.85705332	7931628	100	100	0.001260759	0	0
11	Public – Institutional Holders	28990	0	0	0	0	0	0	0	0
11	Public-Others	18196396	93154	0.51193654	92173	99	0	0	981	1.064302995
	Total	36732790	8024882	21.84664437	8023801	100	100	0.001246124	981	0.012226126



Consolidated Scrutinizer's Report on E-Voting and Poll

To,
The Chairman
NCL Industries Limited
Raghava Ratna Towers, 7th Floor,
Chirag Ali Lane, Hyderabad - 500001

Dear Sir,

Subject: Consolidated Report on the e-voting and voting by poll conducted at the 34th Annual General Meeting ("AGM") of the Company held on Tuesday, September 29, 2015 at 11.00 A.M. at KLN Prasad Auditorium, 3rd Floor, 11-06-841, FAPCCI Marg, Red Hills, Hyderabad - 500 004, Telangana

1. As per the provision of Section 108 of the Companies Act, 2013 ("Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Clause 35B of the Listing Agreement, the Company had provided facility of voting through electronic means ("remote e-voting") to the Members on all the Resolution(s) proposed in the Notice of the AGM dated August 11, 2015 ("Notice").
2. In line with the provisions of the Act and in terms of the clarification issued by Ministry of Corporate Affairs, voting by show of hands was not permitted at the general meeting where e-voting has been offered to the Members. Therefore, at the AGM, voting was conducted by means of Poll (physical ballot).
3. I, A. Ravi Shankar, Partner of Ravi & Subramanyam, Company Secretaries, Hyderabad was appointed as Scrutinizer to scrutinize the remote e-voting process as well as voting by physical ballot forms at the AGM and for ascertaining requisite majority on remote e-voting and also on poll carried in respect of resolutions proposed in the Notice.



4. 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. As Scrutinizer, my responsibility is to provide the Scrutinizer's report of the Votes Cast in "favor" or "against" the Resolution(s) stated in the Notice of AGM.
5. The Company had appointed M/s. Central Depository Services (India) Limited ("CDSL"), as the service provider for the purpose of extending the facility of remote e-voting to the Members of the Company. M/s. Central Depository Services (India) Limited has provided a system for recording the votes of the Members electronically on all items of business (both Ordinary and Special) sought to be transacted at the AGM during the period September 26, 2015 (9.00 A.M.) to September 28, 2015 (5.00 P.M.).
6. The Voting pattern cast through remote e-voting were unblocked on September 29, 2015 in the presence of two witnesses Mr. Bharat Raj and Mr. Vikram Singh, who are not in the employment of the Company.
7. At the venue of the AGM, the facility to vote through physical ballot was provided to facilitate those Members present at the AGM who could not participate in the remote e-voting to record their votes.
8. The AGM was concluded after the voting. The ballot box kept for the purpose of casting votes were unlocked in my presence and in presence of two witnesses and the ballot papers were scrutinized. The ballot papers were reconciled with the records maintained by M/s. Venture Capital and Corporate Investments Private Limited, Registrar and Share Transfer Agent of the Company and the authorizations / proxies lodged with the Company.
9. The ballot papers, which were incomplete and/or which were otherwise found to be defective have been treated as invalid and kept separately.
10. Based on the reports generated from the remote e-voting system provided by M/s. Central Depository Services (India) Limited and votes casted on poll at the AGM, I hereby submit the results of the remote e-voting and poll as follows:



Consolidated Report on E-voting & Physical

ITEM NO	PARTICULARS OF BUSINESS	NUMBER OF MEMBERS VOTED	VOTES	FAVOUR		AGAINST		INVALID		ABSTAINED	
				BALLOTS	VOTES %	BALLOTS	VOTES %	BALLOTS	VOTES %	BALLOTS	VOTES %
1	Adoption of Audited Financial Statements for the year ended 31st March, 2015 and Reports of Board of Directors and the Auditors thereon.	E-voting (23)	298495	23	298495	100	0	0	0	0	0
		Ballot (54)	7726387	49	7725406	99.9873	0	5	981	0.0127	0
		Total (77)	8024882	72	8023901	99.9878	0	5	981	0.0122	0
2	Appointment of Mr. P.N.Kaju as director who retires by rotation and is eligible for re-appointment.	E-voting (23)	298495	22	298465	99.9899	0	0	0	1	30
		Ballot (54)	7726387	49	7725406	99.9873	0	5	981	0.0127	0
		Total (77)	8024882	71	8023871	99.9874	0	5	981	0.0122	30
											0.0004
3	Ratification of Appointment of M/s. Venugopal & Chenoy, Chartered Accountants as Statutory Auditors of the Company.	E-voting (23)	298495	23	298495	100	0	0	0	0	0
		Ballot (54)	7726387	49	7725406	99.9873	0	5	981	0.0127	0
		Total (77)	8024882	72	8023901	99.9878	0	5	981	0.0122	0
4	Appointment of Mr. M. Kanna Reddy as an Independent Director of the Company.	E-voting (23)	298495	23	298495	100	0	0	0	0	0
		Ballot (54)	7726387	49	7725406	99.9873	0	5	981	0.0127	0
		Total (77)	8024882	72	8023901	99.9878	0	5	981	0.0122	0





