

NCLIL/SEC/2018-19

27/09/2018

To
Deputy General Manager
BSE Limited
Phirojeejeejeebhoy Towers
Floor No.25, Dalal Street
MUMBAI - 400 001.
Telephone. 022-22721234 / 33
Scrip Code: 502168

Manager - Listing Department
National Stock Exchange of India
Limited
'Exchange Plaza'. C-1, Block G,
BandraKurla Complex, Bandra (E),
Mumbai - 400 051
Telephone: 022- 26598100
Symbol: NCLIND

Dear Sir,

Disclosure of Voting Results under pursuant to Regulation 44(3) of SEBI (LODR) Regulation 2015.

Please find attached the details of the voting results of the Annual General Meeting (AGM) of the Company held on Tuesday the September 25, 2018 at 10.30 AM as per the format prescribed under pursuant to Regulation 44(3) of SEBI (LODR) Regulation 2015.

Also attached the Scrutinizer's Report on E-Voting & Poll issued by them/s Ravi & Subramanyam, Practicing Company Secretaries

This is for your information and records

Thanking You

Yours faithfully
for NCL INDUSTRIES LTD.,


T. ARUNKUMAR
Company Secretary



Date of the AGM/EGM	NCL INDUSTRIES LIMITED
Total number of shareholders on record date	25.09.2018
No. of shareholders present in the meeting either in Promoters and Promoter Group:	36289
Public:	7
No. of Shareholders attended the meeting through Promoters and Promoter Group:	69
Public:	6
No. of Shareholders attended the meeting through Promoters and Promoter Group:	191

Resolution required: (Ordinary/ Special)										
ORDINARY - Consider and adopt the Audited Financial Statements for the year ended 31st March, 2018 together with Report of the Directors and Auditors thereon, Item No.1										
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		0	0.0000	0	0	0.0000	0.0000		
	Poll	18231028	16259732	89.1871	16259732	0	100.0000	0.0000		
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000		
Public- Institutions	E-Voting		5743726	75.1499	5743726	0	0.0000	0.0000		
	Poll	7643030	0	0.0000		0	0.0000	0.0000		
	Postal Ballot (if applicable)			0.0000		0	0.0000	0.0000		
Public- Non Institutions	E-Voting		3492	0.0180	3441	51	98.5395	0.0000		
	Poll	19358732	16419	0.0848	14314	2105	87.1795	0.0000		
	Postal Ballot (if applicable)			0.0000		0	0.0000	0.0000		
Total		45232790	22023369	48.6889	22021213	2156	99.99	0.01		



ORDINARY - To Declare Dividend- Item No.2										
Resolution required: (Ordinary/ Special)	Whether promoter/ promoter group are interested in the agenda/resolution?	Yes								
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		0	0.0000	0	0	0.0000	0.0000		
	Poll	18231028	16259732	89.1871	16259732	0	100.0000	0.0000		
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000		
Public- Institutions	E-Voting		5743726	75.1499	5743726	0	0.0000	0.0000		
	Poll	7643030	0	0.0000		0	0.0000	0.0000		
	Postal Ballot (if applicable)			0.0000		0	0.0000	0.0000		
Public- Non Institutions	E-Voting		3492	0.0180	3441	51	98.5395	0.0000		
	Poll	19358732	16419	0.0848	14314	2105	87.1795	0.0000		
	Postal Ballot (if applicable)			0.0000		0	0.0000	0.0000		
Total		45232790	22023369	48.6889	22021213	2156	99.99	0.01		



Resolution required: (Ordinary/ Special)	ORDINARY - Re-appointment of Sri NGVSG Prasad who retires by rotation. Item No.3									
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		0	0.0000	0	0	0.0000	0.0000		
	Poll	18231028	16259732	89.1871	16259732	0	100.0000	0.0000		
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000		
Public- Institutions	E-Voting		5743726	75.1499	5743726	0	0.0000	0.0000		
	Poll	7643030	0	0.0000		0	0.0000	0.0000		
	Postal Ballot (if applicable)			0.0000		0	0.0000	0.0000		
Public- Non Institutions	E-Voting		3492	0.0180	3441	51	98.5395	0.0000		
	Poll	19358732	16419	0.0848	14314	2105	87.1795	0.0000		
	Postal Ballot (if applicable)			0.0000		0	0.0000	0.0000		
Total		45232790	22023369	48.6889	22021213	2156	99.99	0.01		



Resolution required: (Ordinary/ Special)		ORDINARY - Re-appointment of Sri. P.N. Raju who retires by rotation- Item No.4									
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes									
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		0	0.0000	0	0	0.0000	0.0000			
	Poll	18231028	16259732	89.1871	16259732	0	100.0000	0.0000			
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000			
Public- Institutions	E-Voting		5743726	75.1499	5743726	0	0.0000	0.0000			
	Poll	7643030	0	0.0000		0	0.0000	0.0000			
	Postal Ballot (if applicable)			0.0000		0	0.0000	0.0000			
Public- Non Institutions	E-Voting		3492	0.0180	3441	51	98.5395	0.0000			
	Poll	19358732	16419	0.0848	14314	2105	87.1795	0.0000			
	Postal Ballot (if applicable)			0.0000		0	0.0000	0.0000			
Total		45232790	22023569	48.6889	22021213	2156	99.99	0.01			



ORDINARY - Ratification of appointment of M/s Venugopal & Chenoy, Chartered Accountants as Statutory Auditors and fix their remuneration-Item No.5									
Resolution required: (Ordinary/ Special)	Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category			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	Mode of Voting			0	0.0000	0	0	0.0000	0.0000
	E-Voting		18231028	16259732	89.1871	16259732	0	100.0000	0.0000
	Poll			0	0.0000	0	0	0.0000	0.0000
Public- Institutions	Postal Ballot (if applicable)			5743726	75.1499	5743726	0	0.0000	0.0000
	E-Voting		7643030	0	0.0000		0	0.0000	0.0000
	Poll			3492	0.0180	3441	51	98.5395	0.0000
Public- Non Institutions	Postal Ballot (if applicable)		19358732	16419	0.0848	14314	2105	87.1795	0.0000
	E-Voting				0.0000		0	0.0000	0.0000
	Poll								
Total			45232790	22023369	48.6889	22021213	2156	99.99	0.01



Resolution required: (Ordinary/ Special)		ORDINARY - Ratification of remuneration payable to S.R. and Associates, Cost Auditors for the FY 2018-19 -Item No.6									
Whether promoter/ promoter group are interested in the agenda/resolution?	No										
Category		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		0	0.0000	0	0	0.0000	0.0000			
	Poll	18231028	16259732	89.1871	16259732	0	100.0000	0.0000			
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000			
Public- Institutions	E-Voting		5743726	75.1499	5743726	0	0.0000	0.0000			
	Poll	7643030	0	0.0000		0	0.0000	0.0000			
	Postal Ballot (if applicable)			0.0000		0	0.0000	0.0000			
Public- Non Institutions	E-Voting		3492	0.0180	3441	51	98.5395	0.0000			
	Poll	19358732	16419	0.0848	14314	2105	87.1795	0.0000			
	Postal Ballot (if applicable)			0.0000		0	0.0000	0.0000			
Total		45232790	22023369	48.6889	22021713	2156	99.99	0.01			



For NCL INDUSTRIES LTD.

T.K.
(T. ARUN KUMAR)
Company Secretary

SCRUTINIZER'S REPORT

To,

The Chairman

NCL Industries Ltd

Vaishanavi Cynosure, 4th Floor, Sy No 18
Gachibowli Village, Serilingampally Mandal
Hyderabad - 500032

Dear Sir,

Report on the e-voting and voting through Poll conducted at the Thirty-Seven Annual General Meeting ("AGM") of NCL Industries Ltd ("Company") held on Tuesday, September 25, 2018 at 10.30 A.M. at KLN Prasad Auditorium, IIIrd Floor, 11-06-841, FTAPCCI Marg, 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, K.V.S Subramanyam, 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 September 18, 2018.
5. The Company had appointed 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. CDSL had set up electronic voting facility on its website: <https://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 Members during the period September 22, 2018 (10.00 A.M.) to September 24, 2018 (5.00 P.M.)



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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 September 25, 2018 at 11:10 A.M by me as a Scrutinizer in the presence of two witnesses Mrs. Sruti and Mr. Nagaraju who are not in the employment of the Company. The ballot papers were reconciled with the records maintained by Venture Capital and Corporate Investments Private Limited, Registrar and Transfer Agent of the Company 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 provided by CDSL and votes casted at the AGM, I hereby submit the results of the remote e-voting and physical Voting as Annexure A.

For Ravi & Subramanyam
Company Secretaries


(KVS Subramanyam)
Partner

FCS No: 5400

C.P No: 4815



Place : Hyderabad

Date : September 26, 2018

Annexure - A

Item No. 1 – Adoption of 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	No of Ballots	Votes	No of Ballots	Votes
E-Voting	37	5747218	-	-	37	5747218	100.00	100.00	35	5747167	2	51
Physical	130	16276282	2	131	128	16276151	100.00	100.00	111	16274046	17	2105
Total	167	22023500	2	131	165	22023369	100.00	100.00	146	22021213	19	2156

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	No of Ballots	Votes	No of Ballots	Votes
E-Voting	37	5747218	-	-	37	5747218	100.00	100.00	35	5747167	2	51
Physical	130	16276282	2	131	128	16276151	100.00	100.00	111	16274046	17	2105
Total	167	22023500	2	131	165	22023369	100.00	100.00	146	22021213	19	2156

Item No. 3 – To appoint a Director in place of Sri NGVSG Prasad 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	No of Ballots	Votes	No of Ballots	Votes
E-Voting	37	5747218	-	-	37	5747218	100.00	100.00	35	5747167	2	51
Physical	130	16276282	2	131	128	16276151	100.00	100.00	111	16274046	17	2105
Total	167	22023500	2	131	165	22023369	100.00	100.00	146	22021213	19	2156

Item No. 4 – To appoint a Director in place of Sri P.N. Raju 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	No of Ballots	Votes	No of Ballots	Votes
E-Voting	37	5747218	-	-	37	5747218	100.00	100.00	35	5747167	2	51
Physical	130	16276282	2	131	128	16276151	100.00	100.00	111	16274046	17	2105
Total	167	22023500	2	131	165	22023369	100.00	100.00	146	22021213	19	2156

Item No. 5 – To ratify the appointment of M/s. Venugopal & Chenoy, Chartered Accountants (ICAI Firm Registration No.004671S) as Statutory Auditors of the Company(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	No of Ballots	Votes	No of Ballots	Votes
E-Voting	37	5747218	-	-	37	5747218	100.00	100.00	35	5747167	2	51
Physical	130	16276282	2	131	128	16276151	100.00	100.00	111	16274046	17	2105
Total	167	22023500	2	131	165	22023369	100.00	100.00	146	22021213	19	2156



Item No. 6 – Ratification of remuneration payable to S.R. and Associates, Cost Auditors for the FY 2018-19 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	37	5747218		-	-	37	5747218	35	5747167	2	51
Physical	130	16276282		2	131	128	16276151	111	16274046	17	2105
Total	167	22023500		2	131	165	22023369	146	22021213	19	2156

Date: 26.09.2018
Place: Hyderabad


(KVS Subramanyam)
Partner
FCS No: 5400
C.P No: 4815

