

NCLIL/SEC/2017-18

22/09/2017

**Bombay Stock Exchange Ltd.,
Phiroze Jeejeebhoy Towers
Floor 25, Dalal Street
MUMBAI – 400 001**

Dear Sir,

Proceedings of the 36th Annual General Meeting (AGM) held on 22nd September, 2017.

This is to inform you that in compliance with **Regulation 30 of SEBI (LODR) Regulation 2015**, please find here under the proceedings of the 36th Annual General Meeting of the Company held on Friday the September 22, 2017 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 conducted 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 2016-17, 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, Auditors Report and Financial Statements for the F.Y2016-17 were taken as read.

The Chairman informed that there are no adverse comments or qualifications in the Auditors Report.

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) deliberated by the members are as under:

ORDINARY BUSINESS:

1. Adoption of the Audited Balance Sheet as at March 31, 2017 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 2016-17
3. Re-appointment of Mr.Asven Datla as Director of the Company, who retires by rotation.
4. Re-appointment of Mrs.Roopa Bhupatiraju 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.V.S.Raju 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.Gautam as Executive Director of the company for a period of five years wef 1st August,2017.-Special Resolution
- 9 Payment remuneration by way of Commission to Non Executive Directors subject to the provisions of section 197(4) and 198 of the Companies Act,2013.
10. Approval of issue of equity shares of ₹ 10 each for an amount not exceeding ₹ 250 crores through Qualified Institutions Placement (QIP) pursuant to Chapter VIII read along with Schedule XVIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended, the provisions of section 42 and 62 of the CompaniesAct,2013 and any other statute as may be applicable.

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

