

**SCRUTINIZER'S REPORT**

To,

The Chairman  
M/s. NCL Industries Limited  
CIN: L33130TG1979PLC002521  
7<sup>th</sup> Floor, "NCL Pearl",  
Near Rail Nilayam, S D Road,  
Secunderabad - 500026, India.

Dear Sir,

Report on the e-voting conducted at the 39<sup>th</sup> Annual General Meeting ("AGM") of NCL Industries Limited ("Company") held through Video Conference or Other Audio Visual Means held on Monday, the 28<sup>th</sup> September, 2020 at 11.00 A.M IST.

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") and Instapoll facility for the meeting on all the Resolution(s) contained in the Notice of the AGM.
2. I, A. Ravi Shankar, Practicing Company Secretary, residing at Hyderabad was appointed as the Scrutinizer to scrutinize the votes casted through remote e-voting as well as Instapoll by the Shareholders of the Company to ascertain results for the Resolutions contained in the Notice of the AGM.
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 Instapoll 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 Saturday the 19th September, 2020.
5. The Company had appointed 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: [www.evotingindia.com](http://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 Share Holders during the period Thursday the 24<sup>th</sup> September, 2020 @ 9.00 AM to Sunday 27<sup>th</sup> September, 2020 @17.00 Hours,
6. After conclusion of the meeting, the votes cast through Remote e-Voting & Instapoll were duly unblocked by me as a Scrutinizer in the presence of two witnesses who are not in the employment of the Company.
7. Based on the reports generated from the remote e-voting system and Instapoll provided by CDSL, we hereby submit the results of the remote e-voting and Instapoll as **Annexure A**.

For A. Ravi Shankar & Co  
Company Secretaries

  
(A. Ravi Shankar)

Proprietor

FCS No: 5335

C.P No: 4318

UDIN: F005335B000791681



Place : Hyderabad

Date : September 28, 2020

Annexure - A

Item No. 1 - Adoption of the audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2020 together with the Reports of the Directors and Auditors thereon. (Ordinary Resolution)

Mode	Total Ballot	Total Votes	Invalid / Abstained / Less Voted		Valid			Favour			Against		
			No of Ballots	Votes	No of Ballots	Votes	%	No of Ballots	Votes	%	No of Ballots	Votes	%
E-Voting	263	22189429	0	0	263	22189429	100.00	230	22189273	100.00	33	156	0.00
Instapoll	3	6167	0	0	3	6167	100.00	3	6167	100.00	0	0	0.00
<b>Total</b>	<b>266</b>	<b>22195596</b>	<b>0</b>	<b>0</b>	<b>266</b>	<b>22195596</b>	<b>100.00</b>	<b>233</b>	<b>22195440</b>	<b>100.00</b>	<b>33</b>	<b>156</b>	<b>0.00</b>

Item No. 2 - Declaration of dividend for the financial year ended 31st March, 2020 (Ordinary Resolution)

Mode	Total Ballot	Total Votes	Invalid / Abstained / Less Voted		Valid			Favour			Against		
			No of Ballots	Votes	No of Ballots	Votes	%	No of Ballots	Votes	%	No of Ballots	Votes	%
E-Voting	263	22189429	0	0	263	22189429	100.00	230	22189273	100.00	33	156	0.00
Instapoll	3	6167	0	0	3	6167	100.00	3	6167	100.00	0	0	0.00
<b>Total</b>	<b>266</b>	<b>22195596</b>	<b>0</b>	<b>0</b>	<b>266</b>	<b>22195596</b>	<b>100.00</b>	<b>233</b>	<b>22195440</b>	<b>100.00</b>	<b>33</b>	<b>156</b>	<b>0.00</b>

Item No. 3 - Re-appointment of Mr Ashven Datla, (DIN:01837573) who, retires by rotation (Ordinary Resolution)

Mode	Total Ballot	Total Votes	Invalid / Abstained / Less Voted		Valid			Favour			Against		
			No of Ballots	Votes	No of Ballots	Votes	%	No of Ballots	Votes	%	No of Ballots	Votes	%
E-Voting	263	22189429	0	0	263	22189429	100.00	230	22189273	100.00	33	156	0.00
Instapoll	3	6167	0	0	3	6167	100.00	3	6167	100.00	0	0	0.00
<b>Total</b>	<b>266</b>	<b>22195596</b>	<b>0</b>	<b>0</b>	<b>266</b>	<b>22195596</b>	<b>100.00</b>	<b>233</b>	<b>22195440</b>	<b>100.00</b>	<b>33</b>	<b>156</b>	<b>0.00</b>

Item No. 4 - Appointment of Mrs Roopa Bhupatiraju, (DIN:01197491) who, retires by rotation. (Ordinary Resolution)

Mode	Total Ballot	Total Votes	Invalid / Abstained / Less Voted		Valid			Favour			Against		
			No of Ballots	Votes	No of Ballots	Votes	%	No of Ballots	Votes	%	No of Ballots	Votes	%
E-Voting	263	22189429	0	0	263	22189429	100.00	229	22188623	100.00	34	806	0.00
Instapoll	3	6167	0	0	3	6167	100.00	3	6167	100.00	0	0	0.00
<b>Total</b>	<b>266</b>	<b>22195596</b>	<b>0</b>	<b>0</b>	<b>266</b>	<b>22195596</b>	<b>100.00</b>	<b>232</b>	<b>22194790</b>	<b>100.00</b>	<b>34</b>	<b>806</b>	<b>0.00</b>



Item No. 5 - Ratification of Remuneration of Cost Auditor for the year ended 2020-21 (Ordinary Resolution)

Mode	Total Ballot	Total Votes	Invalid / Abstained / Less Voted		Valid			Favour			Against		
			No of Ballots	Votes	No of Ballots	Votes	%	No of Ballots	Votes	%	No of Ballots	Votes	%
E-Voting	263	22189429	0	0	263	22189429	100.00	230	22189273	100.00	33	156	0.00
Instapoll	3	6167	0	0	3	6167	100.00	3	6167	100.00	0	0	0.00
<b>Total</b>	<b>266</b>	<b>22195596</b>	<b>0</b>	<b>0</b>	<b>266</b>	<b>22195596</b>	<b>100.00</b>	<b>233</b>	<b>22195440</b>	<b>100.00</b>	<b>33</b>	<b>156</b>	<b>0.00</b>

Item No. 6 - Appointment of Mrs. Rashida Hatim Adenwala (DIN:00008212), as an Independent Director of the Company to hold the office for a term of 5 (five) years from 30.06.2020 to 29.06.2025." (Ordinary Resolution)

Mode	Total Ballot	Total Votes	Invalid / Abstained / Less Voted		Valid			Favour			Against		
			No of Ballots	Votes	No of Ballots	Votes	%	No of Ballots	Votes	%	No of Ballots	Votes	%
E-Voting	263	22189429	0	0	263	22189429	100.00	230	22189273	100.00	33	156	0.00
Instapoll	3	6167	0	0	3	6167	100.00	3	6167	100.00	0	0	0.00
<b>Total</b>	<b>266</b>	<b>22195596</b>	<b>0</b>	<b>0</b>	<b>266</b>	<b>22195596</b>	<b>100.00</b>	<b>233</b>	<b>22195440</b>	<b>100.00</b>	<b>33</b>	<b>156</b>	<b>0.00</b>

Item No.7 - Re-appointment of Lt.Gen (Retd) Trevor Aloysius DCunha (DIN: 07207066) as an Independent Director of the Company to hold office for a period of five years w.e.f from 14th August 2020 to 13th August, 2025." (Special Resolution)

Mode	Total Ballot	Total Votes	Invalid / Abstained / Less Voted		Valid			Favour			Against		
			No of Ballots	Votes	No of Ballots	Votes	%	No of Ballots	Votes	%	No of Ballots	Votes	%
E-Voting	263	22189429	0	0	263	22189429	100.00	230	22189273	100.00	33	156	0.00
Instapoll	3	6167	0	0	3	6167	100.00	3	6167	100.00	0	0	0.00
<b>Total</b>	<b>266</b>	<b>22195596</b>	<b>0</b>	<b>0</b>	<b>266</b>	<b>22195596</b>	<b>100.00</b>	<b>233</b>	<b>22195440</b>	<b>100.00</b>	<b>33</b>	<b>156</b>	<b>0.00</b>

Item No.8 - Reappointment of Dr.Kalidas Raghavapudi (DIN:02204518) as an Independent Director of the Company to hold office for a period of five years w.e.f from 14th August 2020 to 13th August, 2025" (Special Resolution)

Mode	Total Ballot	Total Votes	Invalid / Abstained / Less Voted		Valid			Favour			Against		
			No of Ballots	Votes	No of Ballots	Votes	%	No of Ballots	Votes	%	No of Ballots	Votes	%
E-Voting	263	22189429	0	0	263	22189429	100.00	230	22189273	100.00	33	156	0.00
Instapoll	3	6167	0	0	3	6167	100.00	3	6167	100.00	0	0	0.00
<b>Total</b>	<b>266</b>	<b>22195596</b>	<b>0</b>	<b>0</b>	<b>266</b>	<b>22195596</b>	<b>100.00</b>	<b>233</b>	<b>22195440</b>	<b>100.00</b>	<b>33</b>	<b>156</b>	<b>0.00</b>



Item No.9 – Appointment of Mrs. Roopa Bhupatiraju as Executive Director of the Company for a period of 5 years with effect from 1st October, 2019. (Special Resolution)

Mode	Total Ballot	Total Votes	Invalid / Abstained / Less Voted		Valid			Favour			Against		
			No of Ballots	Votes	No of Ballots	Votes	%	No of Ballots	Votes	%	No of Ballots	Votes	%
E-Voting	263	22189429	0	0	263	22189429	100.00	229	22188623	100.00	34	806	0.00
Instapoll	3	6167	0	0	3	6167	100.00	3	6167	100.00	0	0	0.00
<b>Total</b>	<b>266</b>	<b>22195596</b>	<b>0</b>	<b>0</b>	<b>266</b>	<b>22195596</b>	<b>100.00</b>	<b>232</b>	<b>22194790</b>	<b>100.00</b>	<b>34</b>	<b>806</b>	<b>0.00</b>

Item No.10 – To authorise the Board of Directors of the Company (including any committee thereof) for borrowing, from time to time, up to a ceiling of Rs. 750 crores (Rupees Seven Hundred and Fifty Crores only) over and above the amount of share capital and free reserves of the Company.” (Special Resolution)

Mode	Total Ballot	Total Votes	Invalid / Abstained / Less Voted		Valid			Favour			Against		
			No of Ballots	Votes	No of Ballots	Votes	%	No of Ballots	Votes	%	No of Ballots	Votes	%
E-Voting	263	22189429	0	0	263	22189429	100.00	228	22184173	99.98	35	5256	0.02
Instapoll	3	6167	0	0	3	6167	100.00	3	6167	100.00	0	0	0.00
<b>Total</b>	<b>266</b>	<b>22195596</b>	<b>0</b>	<b>0</b>	<b>266</b>	<b>22195596</b>	<b>100.00</b>	<b>231</b>	<b>22190340</b>	<b>99.98</b>	<b>35</b>	<b>5256</b>	<b>0.02</b>

Note:

1. The % has been rounded of to nearest digit

Date: September 28, 2020.

Place: Hyderabad

  
 (A. Ravi Shankar)  
 Proprietor  
 FCS No: 5335  
 C.P No: 4318

