

To,
The Chairman
NCL Industries Limited
Secunderabad

Dear Sir,

RE: SCRUNITINIZER'S REPORT

I, A. Ravi Shankar, Partner Ravi & Subramanyam, Company Secretaries, (FCS: 5335) was appointed as the Scrutinizer by the Board of Directors of NCL Industries Limited ("the Company") for scrutinizing the postal ballot process (including e-voting) to seek approval of the Members for the resolution for the items as mentioned in the Postal Ballot Notice dated February 14, 2019 ("Notice") and wish to submit my report as hereunder:

1. The Company has appointed Central Depository Services (India) Limited ("CDSL") to provide e-voting facility to its Members.
2. By February 22, 2019, the Notice along with annexures was sent to all members whose names appeared on the Register of Members as on February 15, 2019 by courier and e-mail. A public notice to that effect was also released in Financial Express and Praja Shakti newspapers on February 23, 2019, respectively.
3. The voting period (by e-voting as well as postal ballot) commenced on February 23, 2019 from 10.00 a.m. and concluded on March 25, 2019 at 5.00 p.m.
4. Voting rights of the Members have been reckoned in proportion to their shares of the paid up equity share capital of the Company as on February 15, 2019.
5. Particulars of all the postal ballot forms received from the Members at address provided in the self-addressed postage prepaid business reply envelope upto the cut off time i.e. on March 25, 2019 have been entered in a register separately maintained for this purpose and were considered for the purpose of scrutiny.
6. The votes cast through e-voting upto March 25, 2019 till 5.00 p.m. were downloaded from CDSL website on March 26, 2019 in presence of two witnesses residing at Hyderabad who are not in employment of the Company.



7. The names of the Members, their shareholding and specimen signatures on the postal Ballot forms have been verified with the data and specimen signature records as maintained by CDSL, Registrar and Transfer Agent (RTA) /as provided by the Depositories.
8. In respect of Members who have been exercised their voting rights through both postal ballot and e-voting, the votes cast through e-voting have been considered as valid.
9. No envelopes containing postal ballot forms were received after 5.00 p.m. on March 25, 2019.
10. No envelopes containing postal ballot forms were returned undelivered by the courier authorities.
11. I have not found any mutilated postal ballot forms.
12. In general and for your information, I carried out such scrutiny as I considered necessary for the purpose of Postal Ballot including e-voting.

Based on the above, I have compiled the results of the voting by postal ballot / e-voting in respect of

1. **Special Resolution for Approval of Continuation of Sri. Vinodrai V Goradia as Non-Executive Promoter Director:**

Particulars	No. of Ballots		No. of equity shares	
	Postal Ballot	E-voting	Postal Ballot	E-voting
Total Numbers of Members voted	83	100	2,26,484	2,15,81,184
Less: Invalid votes	4	-	177	-
Less: abstain votes/Less voted	-	-	-	-
Total Number of Valid votes	79	100	2,26,307	2,15,81,184
Grand Total of Valid Votes	179		2,18,07,491	



Voted in **FAVOUR** of the Resolution:

Particulars	Number of Members voted	Number of votes cast in favor of the resolution	Percentage of valid votes cast
Votes received through Postal Ballot forms	76	2,26,256	99.994
Votes received through e-voting	93	2,15,79,969	
Total	169	2,18,06,225	

Voted **AGAINST** the Resolution:

Particulars	Number of Members voted	Number of votes cast against the resolution	Percentage of valid votes cast
Votes received through physical Postal Ballot forms	3	51	0.006
Votes received through e-voting	7	1,215	
Total	10	1,266	

Voted **ABSTAIN** for the Resolution:

Particulars	Number of Members voted	Number of votes abstain/less voted for the resolution
Votes received through physical Postal Ballot forms	-	-
Votes received through e-voting	-	-
Total		

INVALID votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
Votes received through physical Postal Ballot forms	4	177
Votes received through e-voting	-	-
Total	4	177



2. **Special Resolution for continuation of Sri. V.S. Raju as Non-Executive Independent Director:**

Particulars	No. of Ballots		No. of equity shares	
	Postal Ballot	E-voting	Postal Ballot	E-voting
Total Numbers of Members voted	83	100	2,26,484	2,15,81,184
Less: Invalid votes	4	-	177	-
Less: abstain votes/Less voted	-	-	-	-
Total Number of Valid votes	79	100	2,26,307	2,15,81,184
Grand Total of Valid Votes	179		2,18,07,491	

Voted in **FAVOUR** of the Resolution:

Particulars	Number of Members voted	Number of votes cast in favour of the resolution	Percentage of valid votes cast
Votes received through Postal Ballot forms	75	2,26,206	99.994
Votes received through e-voting	92	2,15,79,959	
Total	167	2,18,06,165	

Voted **AGAINST** the Resolution:

Particulars	Number of Members voted	Number of votes cast against the resolution	Percentage of valid votes cast
Votes received through physical Postal Ballot forms	3	51	0.006
Votes received through e-voting	8	1,225	
Total	11	1,276	

Voted **ABSTAIN** for the Resolution:

Particulars	Number of Members voted	Number of votes abstain for the resolution
Votes received through physical Postal Ballot forms	1	50
Votes received through e-voting	-	-
Total	1	50



INVALID votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
Votes received through physical Postal Ballot forms	4	177
Votes received through e-voting	-	-
Total	4	177

Based on the foregoing, the resolution as outlined hereinabove may be considered as carried by the requisite majority of Members under the applicable provisions of the Companies Act, 2013.

The relevant records relating to postal ballot and all other papers including voting by electronic means shall be under my safe custody till the Chairman / Director considers, approves and signs the minutes and thereafter the same shall be handed over to the Company Secretary.

For Ravi & Subramanyam
Company Secretaries

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



Place : Hyderabad
Date : March 26, 2019