

NCLIL/SEC/2020-21

To
Deputy General Manager
BSE Limited
Phirojeejeebhoy 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,

Proceedings of the 39th Annual General Meeting (AGM) held on 28th September, 2020.

This is to inform you that in compliance with Regulation 30 of SEBI (LODR) Regulation 2015, please find here under the proceedings of the 39th Annual General Meeting of the Company held on Monday the September 28, 2020 at 11.00AM through Video Conference.

Mr.T.Arun Kumar, Vice President & Company Secretary delivered welcome address to the members, directors and auditors present at the meeting and participated through Video Conference. He stated that company has provided the Shareholders facility to cast their vote electronically on the resolutions set forth in the Notice convening Annual General Meeting (AGM) through CDSL e-Voting platform for four days from 24th September,2020 (9.00AM onwards) to 27th September,2020 (up to 5.00M) .He stated that share holders who had not cast their votes through e voting facility through remote e Voting are now provided an opportunity to cast their votes through e voting during the meeting and that the facility still open for 30 minutes after conclusion of AGM.

Mr.Arun Kumar also stated that Mr.A.Ravi Shanker , partner of M/s Ravi &Subramanyam , Practicing Company Secretaries has been appointed as Scrutinizer to scrutinize the remote e-Voting process and e-voting at the e-AGM in a fair and transparent manner. He also informed that the results of the voting will be submitted to the Stock exchanges within 48 hours of conclusion of this meeting and will also be displayed on the website of the company and requested the chairman to conduct the proceedings.

Mr.Kamlesh Gandhi, Chairman of the Company conducted the proceedings of the Meeting.

The Chairman ascertained that Quorum was present and called the meeting to order.

The Chairman introduced all the directors who were present at the meeting and through Video conference.

He then delivered his address explaining the performance of the company during the financial year 2019-20, challenges faced during Covid 19, progress of other projects under implementation and joint Venture Company with Chinese collaboration to manufacture pre-engineered Steel Structure and termination of JV Agreement etc;

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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 FY 2019-20 were taken as read.

The Chairman informed that there are no adverse comments or qualifications in the Auditors Report and Secretarial Auditors Report. Mr.P V Sri Hari, partner of M/s Venugopal & Chenoy, Chartered Accountants read the Independent Auditor's Report in brief.

The Chairman then invited questions from speakers who were registered with the Company in sequential order. Mr.K.Ravi, Managing Director and Mr.N.G.V.S.G. Prasad Executive Director & CFO replied to the questions raised by members suitably.

The Agenda Items (in brief) as contained in the Notice convening the AGM which were transacted at the meeting are as under:

ORDINARY BUSINESS:

1. Adoption of the Standalone & Consolidated Financial Statements of the Company for the financial year ended March 31, 2020 together with the Reports of Auditors & Directors there on.
2. Approval of Interim Dividend paid and Declaration of final dividend for the Financial year 2019-20
3. Re-appointment of Mr.Ashven Datla (DIN: 01837573) as Director of the Company, who retires by rotation.
4. Reappointment of Mrs.Roopa Bhupatiraju (DIN: 01197491) as Director of the Company, who retires by rotation.

SPECIAL BUSINESS:

5. Ratification of remuneration of Cost Auditor of the Company-(Ordinary Resolution)
6. Appointment of Mrs.Rashida Hatim Adenwala (DIN: 00008212) as an Independent Director (Ordinary Resolution)
7. Re-appointment of Lt.Gen (Retd) Trevor Aloysius DCunha (DIN: 07207066) as an Independent Director for a period of five years w.e.f 14th August, 2020 and consent to the continuation of Lt.Gen (Retd) Trevor Aloysius DCunha as Independent Director even after he attains the age of 75 years during his second tenure (**Special Resolution**)
8. Re-appointment of Dr.Kalidas Raghavapudi (DIN: 02204518) as an Independent Director for a period of five years w.e.f 14th August, 2020 and consent to the continuation of Dr.Kalidas Raghavapudi as Independent Director even after he attains the age of 75 years during his second tenure (**Special Resolution**)



9. Appointment of Mrs Roopa .Bhupatiraju as Executive Director for a period of Five Years w.e.f 1st October,2019 (**Special Resolution**)
10. Consent to increase the ceiling of Borrowing Powers of the Board pursuant to Section 180(1) (C) of the Companies Act,2013 from Rs.500 Crores to Rs750 Crores over and above the Share Capital and free reserves of the Company.

The Company Secretary proposed a vote of thanks and stated that the e-voting facility will continue to be available for 30 minutes after conclusion of the meeting and the Results of the voting would be announced after the report of the scrutinizers' was received and will be posted in the websites of Stock Exchanges within 48 hour after conclusion of the meeting and will also posted in Company website.

The Chairman then stated that since all the items of the business slated for the meeting has been taken up, he declared the proceedings of the Annual General Meeting as completed.

The Chairman announced the closure of the meeting at 11.45 AM

The meeting commenced at 11.00 AM and concluded at 11.45 AM

This is for your information and records

Thanking You

Yours faithfully
for NCL INDUSTRIES LTD.,


T. ARUNKUMAR
Vice President & Company Secretary

