

NCLIL/SEC/2025-2026

26.09.2025

Bombay Stock Exchange Limited Phiroze Jeejeebhoy Towers, Floor.25, Dalal Street MUMBAI – 400001-Tel No.022-22721234	National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (E), MUMBAI – 400051 Tel:022-26598235
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Dear Sir,

Regulation 44- SEBI (LODR) Regulations, 2015

In continuation to our letter dated 25th September, 2025 regarding outcome of 44th Annual General Meeting (AGM) held on 25th September, 2025 pl. find attached the Scrutinizer's Report on resolutions passed at the AGM and the declaration by the Chairman of the meeting on the outcome of the voting on the resolutions.

Other details will be furnished to you shortly

This is for your kind information and records please.

Thanking you,
for **NCL INDUSTRIES LIMITED.**

T. ARUN KUMAR

Company Secretary & Compliance Officer

SCRUTINIZER'S REPORT

To,
The Chairman
NCL Industries Limited
CIN: L33130TG1979PLC002521
7th Floor, "NCL Pearl",
Near Rail Nilayam, S D Road,
Secunderabad-500026, India.

Respected Madam,

We are pleased to present our report on the remote E-voting and the Instapoll conducted at the 44th Annual General Meeting ("**AGM**") of NCL Industries Limited ("**Company**") held through Video Conference or Other Audio Visual Means on Thursday, the 25th September, 2025 at 11.00 A.M. (IST).

1. We, A. Ravi Shankar & Co., represented by A. Ravi Shankar, Practicing Company Secretary resident of Hyderabad was appointed as the Scrutinizer to scrutinize the votes casted through remote e-voting as well as Instapoll (through electronic means) by the Shareholders of the Company to ascertain results for the Resolutions contained in the Notice of AGM.
2. 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.
3. The management of the Company is responsible to ensure the compliance with (i) the requirements of the Companies Act, 2013 and Rules made thereunder, (ii) the MCA Circulars; (iii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, ("LODR"), relating to remote e-voting prior and during the AGM on the resolutions contained in the notice calling the 44th Annual General Meeting of the members of the Company. The management of the Company is also responsible for ensuring a secured framework and robustness of the electronic voting systems.



4. Our responsibility as Scrutinizer is restricted to make a scrutinizers report of votes cast "in favor" or "against" "Invalid" or "Less Voted / abstained" to the resolutions mentioned in the AGM Notice dated August 8, 2025 based on the reports generated from the remote e-voting system provided by CDSL, the authorized agency engaged by the Company to provide e-voting facility and attendant papers / documents furnished to us electronically by the Company and/ or CDSL for our verification.
5. The Cut- Off date for identifying the members who were entitled to vote on the resolutions placed for approval of members was Thursday, September 18, 2025.
6. The Company has 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: 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 Monday, September 22, 2025 (9.00 A.M. IST) to Wednesday, September 24, 2025 (5.00 P.M. IST).
7. After conclusion of the meeting, the votes cast through Remote e-Voting & Instapoll were duly unblocked by us as a Scrutinizer in the presence of two witnesses who are not in the employment of the Company.
8. 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**

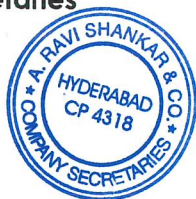
A. Ravi Shankar

Proprietor

FCS No: 5335

C.P No: 4318

UDIN: F005335G001344717



Place : Hyderabad

Date : September 25, 2025

Annexure - A

Item No. 1 – Adoption of the audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2025 together with the Reports of the Directors and Auditors thereon. (Ordinary Resolution)

Mode	Total Ballot	Total Votes	Invalid / Less / Abstain Voted			Valid			Favour			Against		
			No of Ballots	Votes	No of Ballots	No of Ballots	Votes	No of Ballots	Votes	No of Ballots	%	No of Ballots	Votes	%
E-Voting	293	19498302	2	61198	291	19437104	283	19433051	99.98	8	4053	0.02		
Instapoll	1	650	0	0	1	650	100.00	0	0	0	0.00			
Total	294	19498952	2	61198	292	19437754	284	19433701	99.98	8	4053	0.02		

Item No. 2 – Approval of Interim Dividend paid and declaration of Final Dividend (Ordinary Resolution)

Mode	Total Ballot	Total Votes	Invalid / Less / Abstain Voted			Valid			Favour			Against		
			No of Ballots	Votes	No of Ballots	No of Ballots	Votes	No of Ballots	Votes	No of Ballots	%	No of Ballots	Votes	%
E-Voting	293	19498302	0	0	293	19498302	286	19498263	100.00	7	39	0.00		
Instapoll	1	650	0	0	1	650	100.00	0	0	0	0.00			
Total	294	19498952	0	0	294	19498952	287	19498913	100.00	7	39	0.00		

Item No. 3 – Appointment of Mrs Pooja Kalidindi (DIN:03496114) who, retires by rotation (Ordinary Resolution)

Mode	Total Ballot	Total Votes	Invalid / Less / Abstain Voted			Valid			Favour			Against		
			No of Ballots	Votes	No of Ballots	No of Ballots	Votes	No of Ballots	Votes	No of Ballots	%	No of Ballots	Votes	%
E-Voting	293	19498302	0	0	293	19498302	277	19171291	98.32	16	327011	1.68		
Instapoll	1	650	0	0	1	650	100.00	0	0	0	0.00			
Total	294	19498952	0	0	294	19498952	278	19171941	98.32	16	327011	1.68		

Item No. 4 - Appointment of Mr Utkal B Goradia (DIN: 08641590) who, retires by rotation. (Ordinary Resolution)

Mode	Total Ballot	Total Votes	Invalid / Less / Abstain Voted			Valid			Favour			Against		
			No of Ballots	Votes	No of Ballots	No of Ballots	Votes	No of Ballots	Votes	No of Ballots	%	No of Ballots	Votes	%
E-Voting	293	19498302	0	0	293	19498302	280	19380377	99.40	13	117925	0.60		
Instapoll	1	650	0	0	1	650	100.00	0	0	0	0.00			
Total	294	19498952	0	0	294	19498952	281	19381027	99.40	13	117925	0.60		



Item No. 5 – Fixation of Remuneration payable to M/s. S R and Associates, Cost Accountants acting as Cost Auditors for the F. Y. ending March 31, 2026 (Ordinary Resolution)

Mode	Total Ballot	Total Votes	Invalid / Less / Abstain Voted		Valid		Favour		Against	
			No of Ballots	Votes	No of Ballots	Votes	No of Ballots	Votes	No of Ballots	%
E-Voting	293	19498302	0	0	293	19498302	284	19498259	9	43
Instapoll	1	650	0	0	1	650	1	650	0	0.00
Total	294	19498952	0	0	294	19498952	285	19498909	9	43

Item No. 6 – Appointment of M/s. A J Sharma and Associates, Practicing Company Secretaries as the Secretarial Auditors of the Company for a period of five (5) years from the financial year 2025-26 to 2029-30 (Ordinary Resolution).

Mode	Total Ballot	Total Votes	Invalid / Less / Abstain Voted		Valid		Favour		Against	
			No of Ballots	Votes	No of Ballots	Votes	No of Ballots	Votes	No of Ballots	%
E-Voting	293	19498302	2	7625	291	19490677	282	19490535	9	142
Instapoll	1	650	0	0	1	650	1	650	0	0.00
Total	294	19498952	2	7625	292	19491327	283	19491185	9	142

Item No. 7 – Appointment of Mrs. Renu Challu (DIN: 00157204), as Independent Director for a term of 5 (five) years from 08.08.2025 to 07.08.2030 (Special Resolution)

Mode	Total Ballot	Total Votes	Invalid / Less / Abstain Voted		Valid		Favour		Against	
			No of Ballots	Votes	No of Ballots	Votes	No of Ballots	Votes	No of Ballots	%
E-Voting	293	19498302	1	245	292	19498057	284	19498015	8	42
Instapoll	1	650	0	0	1	650	1	650	0	0.00
Total	294	19498952	1	245	293	19498707	285	19498665	8	42



Item No.8 – Appointment of Mr. N.G.V.S.G. Prasad as Executive Director & CFO, for a term of 5 (five) years with effect from 1st October, 2025 (Special Resolution)

Mode	Total Ballot	Total Votes	Invalid / Less / Abstain Voted		Valid		Favour		Against	
			No of Ballots	Votes	No of Ballots	Votes	No of Ballots	Votes	No of Ballots	Votes
E-Voting	293	19498302	0	0	293	19498302	282	19403393	11	94909
Instapoll	1	650	0	0	1	650	1	650	0	0
Total	294	19498952	0	0	294	19498952	283	19404043	11	94909
								99.51		0.49

Note:

1. The % has been rounded off to nearest two digit
2. The Members who have casted partial voting, the portion of not voted shares have been considered as Less Voted

Date: 25-Sep-25
Place: Hyderabad

For A. Ravi Shankar & Co
Company Secretaries



A. Ravi Shankar
Proprietor
M.No: F5335
C.P. No: 4318
UDIN:

Declaration of Results on E-Voting in respect of the Resolutions proposed at the 44th Annual General Meeting held on Thursday, the 25th September, 2025 at 11.00 a.m. through Video Conference ("VC")/ Other Audio Visual Means ("OAVM")

Pursuant to the provisions of Section 108 of the Companies Act 2013 read with the rules prescribed there under and in accordance with the SEBI (LODR) Regulations, 2015, the Company had provided e-voting facility to its members to cast their votes electronically on all the resolutions mentioned in the Notice of the 44th Annual General Meeting (AGM) of the Company held on 25th September, 2025 (Remote E-Voting).

The e-voting commenced at 9.00 a.m. on 22nd September, 2025 and ended at 5.00 p.m. on 24th September, 2025.

For the members who attended the AGM through Video Conference ("VC")/ other Audio Visual Means ("OAVM") and had not casted their votes through e-voting, the company provided the facility of voting through insta poll till 30 minutes after conclusion of AGM.

Mr.A.Ravi Shankar Practicing Company Secretary (FCS 5335) acted as Scrutinizers for the entire voting process.

Based on the Scrutinizer's consolidated report dated 25th September, 2025 (attached hereto), on remote e-voting and insta poll, I declare that all the resolutions contained in the Notice convening the 44th AGM have been passed with requisite majority.

26/09/2025



For NCL Industries Ltd


Renu Challa
Chairperson