



**Manoj Kumar Banthia**  
Company Secretary

**MKB & Associates**

SHANTINIKETAN | 5TH FLOOR | ROOM NO. 511 | 8, CAMAC STREET | KOLKATA-700 017  
TEL : 91 - 33 - 2282 1348, 3052 1719 | E-mail : mbanthia2010@gmail.com

**SCRUTINIZER'S REPORT**

*[Pursuant to section 108 of the Companies Act, 2013 and rule 20(3) (xi) of the Companies (Management and Administration) Rules, 2014]*

To,  
The Chairman  
NTC Industries Limited  
149, B.T. Road, Kamarhati  
Kolkata-700058

E-voting at the 23<sup>rd</sup> Annual General Meeting of NTC Industries Limited to be held on Friday, 5<sup>th</sup> September, 2014 at The Aryans School, 149, B.T. Road, Kamarhati, Kolkata - 700 058

I, Manoj Kumar Banthia, Proprietor of M/s MKB & Associates, Practicing Company Secretary, appointed by the Board of Directors of **NTC Industries Limited** (the Company) to act as the Scrutinizer in terms of the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, for the purpose of scrutinizing the electronic voting process in respect of the Resolutions proposed at the 23<sup>rd</sup> Annual General Meeting of the Company, do hereby submit my report as follows;

1. The e-voting services were provided by Calcutta Depository Services (India) Limited (CDSL).
2. Voting rights were reckoned on the shares registered in the names of the Members as on Friday, 25<sup>th</sup> July, 2014.
3. The period for e-voting had begun at 10.00 a.m. on Monday, 1<sup>st</sup> September, 2014 and ended at 06.00 p.m. on Monday, 1<sup>st</sup> September, 2014.
4. The votes cast were unblocked on Tuesday, 2<sup>nd</sup> September, 2014 at 11.00 a.m. in the presence of 2 witnesses, Mr. Saheb Ali and Ms. Swetha Vijayakumar, who are not in the employment of the Company.
5. Based on the reports generated from CDSL's e-voting website <https://www.evotingindia.com>, the results of e-voting are as under;



**Ordinary Businesses:**

Item no. 1 - Ordinary Resolution to receive, consider and adopt Audited Financial Statements, Reports of the Board of Directors and Auditors for the year ended 31<sup>st</sup> March, 2014.

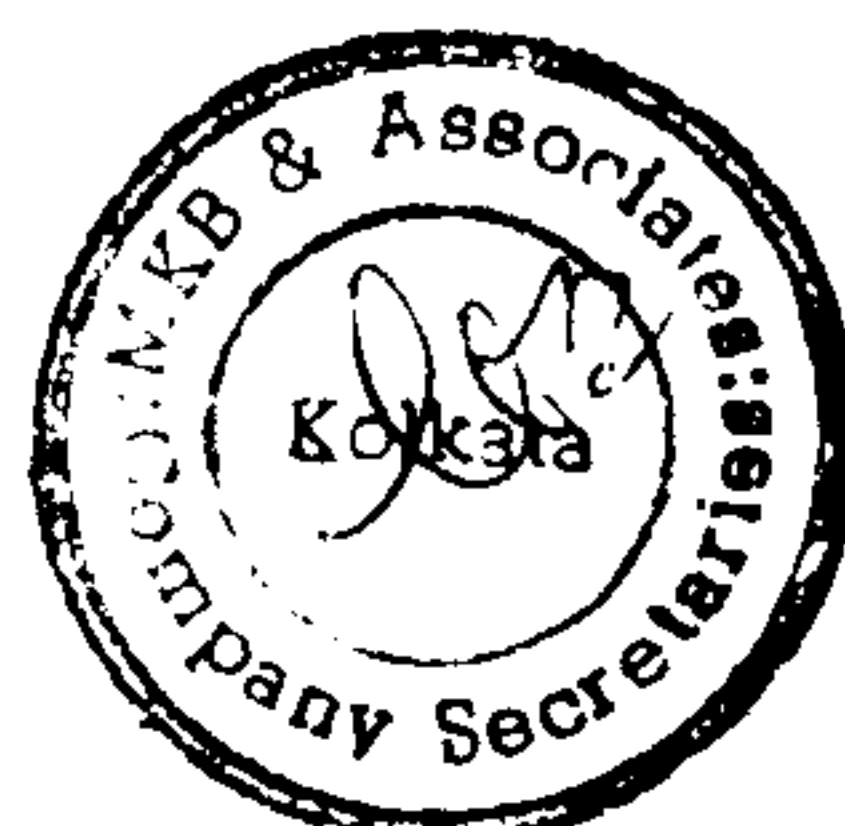
	Number of votes cast	% of total number of votes cast	% of vote to total number of shares
Voted in favour of the resolution	7121233	100.00%	66.24%
Voted against the resolution	0	0.00%	0.00%
Invalid votes	Nil	Nil	Nil

Item no. 2 - Ordinary Resolution to appoint a director in place of Mr. Dilip Chakraborty (holding Din 00587989) who retires by rotation, and being eligible, offers himself for re-appointment.

	Number of votes cast	% of total number of votes cast	% of vote to total number of shares
Voted in favour of the resolution	7121233	100.00%	66.24%
Voted against the resolution	0	0.00%	0.00%
Invalid votes	Nil	Nil	Nil

Item no. 3 - Ordinary Resolution to appoint Auditors M/s. S. M. Daga & Co, Chartered Accountants (Firm Registration No. 303119E) as the Statutory Auditors of the Company to hold office from conclusion of this Annual General Meeting till the conclusion of the 26<sup>th</sup> Annual General Meeting (subject to ratification of the appointment by the members at every AGM held after this AGM) at a remuneration and re-imbusement of out of pocket expenses to be decided by the Board of Directors in consultation with the Auditors and pursuant to the recommendations of the Audit Committee.

	Number of votes cast	% of total number of votes cast	% of vote to total number of shares
Voted in favour of the resolution	7121233	100.00%	66.24%
Voted against the resolution	0	0.00%	0.00%



resolution			
Invalid votes	Nil	Nil	Nil

**Special Businesses:**

Item no. 4 - Ordinary Resolution to appoint Mr. Nilotpal Deb (holding Din 06807932), an Additional Director of the Company, as a Managing Director of the Company for a period of 1 year commencing from 14<sup>th</sup> February, 2014 on such terms and conditions including remuneration and other amenities as set out in agreement dated 13th February, 2014.

	Number of votes cast	% of total number of votes cast	% of vote to total number of shares
Voted in favour of the resolution	7121233	100.00%	66.24%
Voted against the resolution	0	0.00%	0.00%
Invalid votes	Nil	Nil	Nil

Item no. 5 - Ordinary Resolution to appoint Mr. Naresh Chandra Chakraborty as a Managing Director of the Company to hold office for a period commencing from 12<sup>th</sup> November, 2013 to 14<sup>th</sup> February, 2014.

	Number of votes cast	% of total number of votes cast	% of vote to total number of shares
Voted in favour of the resolution	7121233	100.00%	66.24%
Voted against the resolution	0	0.00%	0.00%
Invalid votes	Nil	Nil	Nil

Item no. 6 - Ordinary Resolution to appoint Mr. Ravi Prakash Pincha (holding Din 00094695) Independent Director of the Company, whose period of office was liable to determination by retirement of Directors by rotation, as an Independent Director of the Company to hold office up to 31<sup>st</sup> March, 2019 and who shall not henceforth be liable to retire by rotation.

	Number of votes cast	% of total number of votes cast	% of vote to total number of shares
Voted in favour of the resolution	7121233	100.00%	66.24%





Voted against the resolution	0	0.00%	0.00%
Invalid votes	Nil	Nil	Nil

**Item no. 7 - Ordinary Resolution** to appoint Mr. Gourav Somani (holding Din 06428114) Independent Director of the Company, whose period of office was liable to determination by retirement of Directors by rotation, as an Independent Director of the Company to hold office up to 31<sup>st</sup> March, 2019 and who shall not henceforth be liable to retire by rotation.

	Number of votes cast	% of total number of votes cast	% of vote to total number of shares
Voted in favour of the resolution	7121228	100.00%	66.24%
Voted against the resolution	0	0.00%	0.00%
Invalid votes	Nil	Nil	Nil

**Item no. 8 - Ordinary Resolution** to appoint Mr. Dilip Chakraborty (holding Din 00587989) Independent Director of the Company, whose period of office was liable to determination by retirement of Directors by rotation, as an Independent Director of the Company to hold office up to 31<sup>st</sup> March, 2019 and who shall not henceforth be liable to retire by rotation.

	Number of votes cast	% of total number of votes cast	% of vote to total number of shares
Voted in favour of the resolution	7121233	100.00%	66.24%
Voted against the resolution	0	0.00%	0.00%
Invalid votes	Nil	Nil	Nil

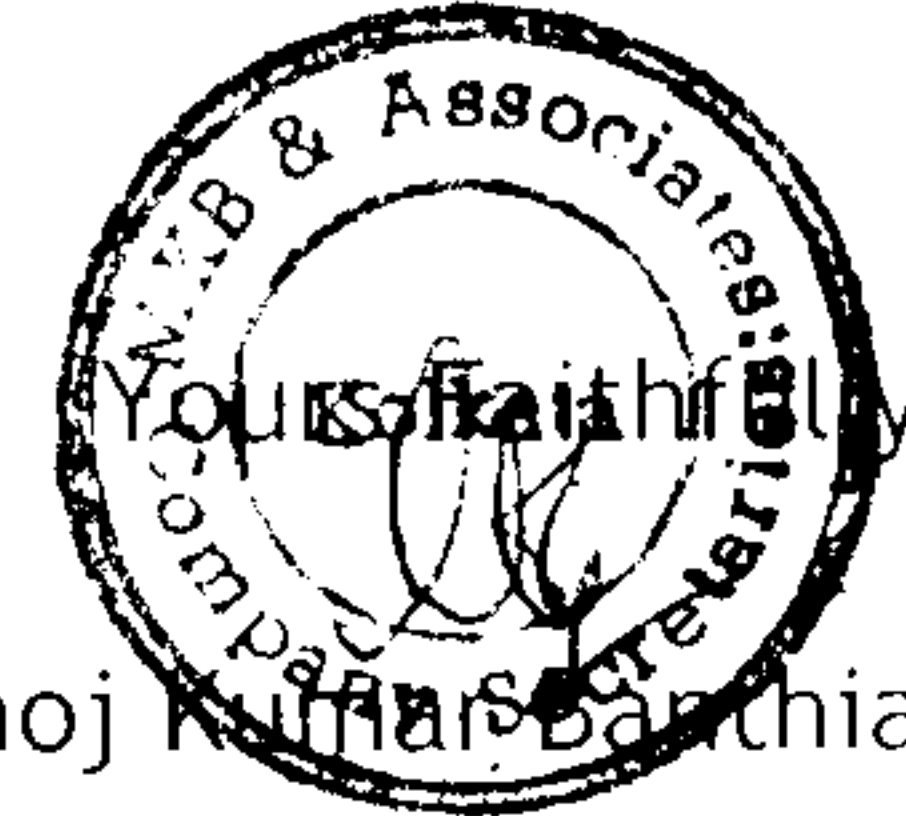
**Item no. 9 - Special Resolution** to 180(1)(c) of the Companies Act, 2013 for borrowing money up to Rs.100 crores of aggregate of paid up capital and free reserves of the Company.

	Number of votes cast	% of total number of votes	% of vote to total number of shares
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		cast	
Voted in favour of the resolution	7121233	100.00%	66.24%
Voted against the resolution	0	0.00%	0.00%
Invalid votes	Nil	Nil	Nil

Thanking You,



Manoj Kumar Banthia  
Company Secretary  
Membership No.: 11470  
COP No.: 7596

Date: September 2, 2014

Place: Kolkata

We, the undersigned, have witnessed that the votes were unblocked from CDSL's e-voting website [www.evotingindia.com](http://www.evotingindia.com) in our presence on Tuesday, 2<sup>nd</sup> September, 2014.

*Saheb Ali*

Name: Saheb Ali  
Address: M/s MKB & Associates  
Shantiniketan, 8, Camac Street,  
5<sup>th</sup> Floor, Room no. 511,  
Kolkata - 700017

*Swetha Vijayakumar*

Name: Swetha Vijayakumar  
Address: M/s MKB & Associates  
Shantiniketan, 8, Camac Street,  
5<sup>th</sup> Floor, Room no. 511,  
Kolkata - 700017

**Saheb Ali**  
Company Secretary

**FORM NO. MGT – 13**  
**SCRUTINIZER'S REPORT**

*[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies  
(Management and Administration) Rules, 2014]*

To,  
The Chairman of 23<sup>rd</sup> Annual General Meeting of  
NTC Industries Limited  
149, B.T. Road, Kamarhati  
Kolkata-700058

**23<sup>rd</sup> Annual General Meeting of equity shareholders of  
NTC Industries Limited (the Company)  
Held on 5<sup>th</sup> September, 2014 at 9.30 a.m.**

We, Saheb Ali, Practicing Company Secretary and Mrs. Sonam Lakhota, qualified assistant appointed as Scrutinizers for the purpose of the poll, in terms of the provisions of Section 109(5) of the Companies Act, 2013 and the Rules made there under, taken on the below mentioned resolutions, at the 23<sup>rd</sup> Annual General Meeting of the Equity Shareholders of the Company held on 5<sup>th</sup> September, 2014, at 9.30 a.m., submit our report as under;

1. After the time fixed for closing of the poll by the Chairman, a ballot box kept for polling was locked in our presence with due identification marks placed by us.
2. The locked ballot box was subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorization/proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under;

*Sonam Lakhota*

*Saheb Ali*

**Saheb Ali**

Company Secretary

**Item No. 1** – To receive, consider and adopt Audited Financial Statements, Reports of the Board of Directors and Auditors for the year ended 31<sup>st</sup> March, 2014.

i. Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
17	184549	100%

ii. Voted against the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	4	0%

iii. Invalid votes:

Number of Members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
27	1811

**Item No. 2** – To appoint a director in place of Mr. Dilip Chakraborty (DIN: 00587989) who retires by rotation, and being eligible, offers himself for re-appointment.

i. Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
17	184549	100%

SL

Saheb Ali



# Saheb Ali

Company Secretary

ii. Voted against the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	4	0%

iii. Invalid votes:

Number of Members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
27	1811

**Item No. 3** – To Auditors M/s. S. M. Daga & Co, Chartered Accountants (Firm Registration No. 303119E) as the Statutory Auditors of the Company to hold office from conclusion of this Annual General Meeting till the conclusion of the 26<sup>th</sup> Annual General Meeting (subject to ratification of the appointment by the members at every AGM held after this AGM) at a remuneration and reimbursement of out of pocket expenses to be decided by the Board of Directors in consultation with the Auditors and pursuant to the recommendations of the Audit Committee.

i. Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
17	184549	100%

ii. Voted against the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	2	0%

*SA*  
            
Saheb Ali



# Saheb Ali

Company Secretary

iii. Invalid votes:

Number of Members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
27	1811

**Item no. 4** – To appoint Mr. Nilotpal Deb (DIN: 06807932), an Additional Director of the Company, as a Managing Director of the Company for a period of 1 year commencing from 14<sup>th</sup> February, 2014 on such terms and conditions including remuneration and other amenities as set out in agreement dated 13th February, 2014.

i. Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
17	184549	100%

ii. Voted against the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	4	0%

iii. Invalid votes:

Number of Members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
27	1811

**Item no. 5** – To appoint Mr. Naresh Chandra Chakraborty as a Managing Director of the Company to hold office for a period commencing from 12<sup>th</sup> November, 2013 to 14<sup>th</sup> February, 2014.

SL

Saheb Ali

**Saheb Ali**

Company Secretary

i. Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
17	184549	100%

ii. Voted against the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	4	0%

iii. Invalid votes:

Number of Members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
27	1811

**Item no. 6** – To appoint Mr. Ravi Prakash Pincha (DIN: 00094695) Independent Director of the Company, whose period of office was liable to determination by retirement of Directors by rotation, as an Independent Director of the Company to hold office up to 31<sup>st</sup> March, 2019 and who shall not henceforth be liable to retire by rotation.

i. Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
17	184549	100%

SL

Saheb Ali

**Saheb Ali**

Company Secretary

ii. Voted against the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	4	0%

iii. Invalid votes:

Number of Members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
27	1811

**Item no. 7** – To appoint Mr. Gourav Somani (DIN: 06428114) Independent Director of the Company, whose period of office was liable to determination by retirement of Directors by rotation, as an Independent Director of the Company to hold office up to 31<sup>st</sup> March, 2019 and who shall not henceforth be liable to retire by rotation.

i. Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
17	184549	100%

ii. Voted against the resolution:

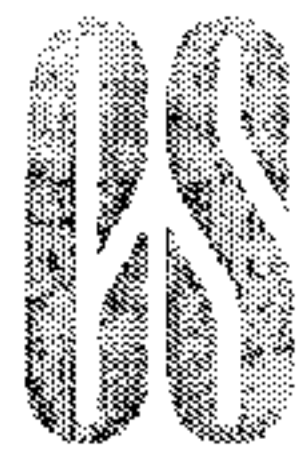
Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	4	0%

iii. Invalid votes:

Number of Members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
27	1811

SA

Saheb Ali



**Saheb Ali**

Company Secretary

Shantivaneraj, 5<sup>th</sup> Floor, Room no. 511, 8, Camac Street, Kolkata - 700017

Tel: 033-22511008, 30521710. Email ID: sahebal14@gmail.com

**Item no. 8** – To appoint Mr. Dilip Chakraborty (DIN: 00587989) Independent Director of the Company, whose period of office was liable to determination by retirement of Directors by rotation, as an Independent Director of the Company to hold office up to 31st March, 2019 and who shall not henceforth be liable to retire by rotation.

i. Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
17	184549	100%

ii. Voted against the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	4	0%

iii. Invalid votes:

Number of Members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
27	1811

**Item no. 9** – To take consent under section 180(1)(c) of the Companies Act, 2013 for borrowing money up to Rs.100 crores of aggregate of paid up capital and free reserves of the Company.

i. Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
17	184549	100%

SA

Saheb Ali



**Saheb Ali**

Company Secretary

ii. Voted against the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	4	0%

iii. Invalid votes:

Number of Members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
27	1811

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR" and "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary/Director authorized by the Board for safe keeping.

Thanking You,

Yours Faithfully,

*Saheb Ali*  
Saheb Ali

Membership No.: A33361

COP No.: 12653

*Sonam Lakhota*

Sonam Lakhota

Qualified Assistant

Date: 06.09.2014

Place: Kolkata