

Postal Ballot Result

Notice is hereby given that pursuant to Section 110 of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014 the Company has sought approval from the members by way of Postal Ballot on the resolutions contained in the postal ballot notice dated 14th November, 2014 and on the basis of report dated 06.01.2015 submitted by Mr. Manoj Kumar Banthia, the Scrutinizer for conducting the Postal Ballot and e-voting process, Mr. Nilotpal Deb, Managing Director and Chairman of the Meeting, be and is hereby declare the results of the Postal Ballot as under:-

- i. **Special Resolution:** under Section 180(1)(a) and 188(1)(b) of the Companies Act, 2013 to sell, transfer or otherwise dispose off property at Agarpara to Related and Other Parties.

	Number of Member who voted through e-voting	Number of e-votes cast	Number of Member who voted through Postal Ballot	Number of votes cast by Postal Ballot	Total No. of votes cast through e-voting and Postal Ballot	% of total number of valid votes cast
(1) Voted in favour of the resolution	28	7318164	34	5051	7323215	99.68
(2) Voted against the resolution	10	2770	3	20401	23171	0.32
Total	38	7320934	37	25452	7346386	100
(3) Invalid votes:	Nil	Nil	Nil	Nil	Nil	

The number of votes cast in favour of the resolution being more than three times the number of votes cast against, therefore the proposed resolution is carried with requisite majority and passed as a special resolution.

- ii. **Special Resolution:** under Section 180(1)(a) of the Companies Act, 2013 to create mortgages/ charges/hypothecation and/or other encumbrances on the properties of the Company.

	Number of Member who voted through e-voting	Number of e-votes cast	Number of Member who voted through Postal Ballot	Number of votes cast by Postal Ballot	Total No. of votes cast through e-voting and Postal Ballot	% of total number of valid votes cast
(1) Voted in favour of the resolution	27	7318693	33	5050	7323743	99.69
(2) Voted against the resolution	10	2240	4	20402	22642	0.31
Total	37	7320933	37	25452	7346385	100

(3) Invalid votes:	Nil	Nil	Nil	Nil	Nil	
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The number of votes cast in favour of the resolution being more than three times the number of votes cast against, the proposed resolution is carried with requisite majority and passed as a special resolution.

- iii. **Special Resolution:** under Section 186 of the Companies Act, 2013 to make investment/loan and/or give guarantee/security.

	Number of Member who voted through e-voting	Number of e-votes cast	Number of Member who voted through Postal Ballot	Number of votes cast by Postal Ballot	Total No. of votes cast through e-voting and Postal Ballot	% of total number of valid votes cast
(1) Voted in favour of the resolution	26	7318013	34	5051	7323064	99.68
(2) Voted against the resolution	11	2920	3	20401	23321	0.32
Total	37	7320933	37	25452	7346385	100
(3) Invalid votes:	Nil	Nil	Nil	Nil	Nil	

The number of votes cast in favour of the resolution being more than three times the number of votes cast against, the proposed resolution is carried with requisite majority and passed as a special resolution

Date: 8th January, 2015
Place: Kolkata





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

January 06, 2015

To

The chairman

NTC Industries Limited

149, B.T. Road, Kamarhati.

Kolkata-700058.

Sub: Scrutinizer's Report on E-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") and Rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014 ("the Rules") read with Rule 22(15) of the said Rules and on Postal Ballot pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22(9) of the said Rules for scrutinizing the postal ballot forms received from the shareholders who did not avail e-voting facility.

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 for the purpose of scrutinizing the electronic voting process pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") and Rule 20(3)(ix) read with Rule 22(15) of the said Rules and the postal ballot forms received from the shareholders pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22(5) of the said Rules in respect of the Resolution proposed in the notice dated 14th November, 2014, do hereby submit my report as follows:

- (a) The Notice dated 14th November, 2014 along with the Statement under Section 102 of the Act setting out all material facts in respect of Resolutions mentioned therein and Postal Ballots was sent on 6th December, 2014 to the shareholders of the company, whose names appeared on register of members as on 14th November, 2014. The company has also provided the members an option to avail e-voting facility.





(b) E-voting:

- i. The e-voting services were provided through National Securities Depository Limited (NSDL).
- ii. Voting rights were reckoned on the shares registered in the names of the Members as on Friday, 14th November, 2014.
- iii. The period for e-voting had begun at 10.00 a.m. on Sunday, 7th December, 2014 and ended at 6.00 p.m. on Monday, 5th January, 2015.
- iv. The votes cast were unblocked on Tuesday, 6th January, 2015 at 11.00 a.m. in the presence of 2 witnesses, Ms. Pritha Bose and Mr. Saheb Ali, who are not in the employment of the Company
- v. The results of e-voting are based on the reports generated from NSDL's e-voting website <https://www.evoting.nsdl.com>
Percentages have been taken up to two decimals.

(c) Postal Ballots:

- i. The Company had dispatched along with the Notice, the Postal ballot forms with postage prepaid business reply envelope to its Members whose names appeared on the Register of Members as on 14th November, 2014.
- ii. The Postal ballot forms were opened on 6th January, 2015 in my presence and scrutinized by me. The signature of shareholder, shareholding and other details was matched /confirmed with the Register of Members of the company as on 14th November, 2014 with the assistance of Registrar and Transfer Agents of the Company.
- iii. All Postal ballot forms received up to 6.00 pm on 5th January, 2015, being the last date and time fixed by the Company for receipt of the forms were considered by me for scrutiny.





- iv. I did not find any defaced or mutilated ballot paper.
- v. The Company received 37 postal ballot forms, representing 25452 shares in the Company, of which none of the ballot form was found to be invalid.

I submit below my Report as under on the result of the voting through electronic means and postal ballots in respect of the said resolutions:

- i. **Special Resolution:** under Section 180(1)(a) and 188(1)(b) of the Companies Act, 2013 to sell, transfer or otherwise dispose off property at Agarpara to Related and Other Parties.

	Number of Member who voted through e-voting	Number of e-votes cast	Number of Member who voted through Postal Ballot	Number of votes cast by Postal Ballot	Total No. of votes cast through e-voting and Postal Ballot	% of total number of valid votes cast
(1) Voted in favour of the resolution	28	7318164	34	5051	7323215	99.68
(2) Voted against the resolution	10	2770	3	20401	23171	0.32
Total	38	7320934	37	25452	7346386	100
(3) Invalid votes:	Nil	Nil	Nil	Nil	Nil	





- ii. Special Resolution: under Section 180(1)(a) of the Companies Act, 2013 to create mortgages/ charges/hypothecation and/or other encumbrances on the properties of the Company.

	Number of Member who voted through e-voting	Number of e-votes cast	Number of Member who voted through Postal Ballot	Number of votes cast by Postal Ballot	Total No. of votes cast through e-voting and Postal Ballot	% of total number of valid votes cast
(1) Voted in favour of the resolution	27	7318693	33	5050	7323743	99.69
(2) Voted against the resolution	10	2240	4	20402	22642	0.31
Total	37	7320933	37	25452	7346385	100
(3) Invalid votes:	Nil	Nil	Nil	Nil	Nil	

- iii. Special Resolution: under Section 186 of the Companies Act, 2013 to make investment/loan and/or give guarantee/security.

	Number of Member who voted through e-voting	Number of e-votes cast	Number of Member who voted through Postal Ballot	Number of votes cast by Postal Ballot	Total No. of votes cast through e-voting and Postal Ballot	% of total number of valid votes cast
(1) Voted in favour of the resolution	26	7318013	34	5051	7323064	99.68
(2) Voted against the resolution	11	2920	3	20401	23321	0.32





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

Total	37	7320933	37	25452	7346385	100
(3) Invalid votes:	Nil	Nil	Nil	Nil	Nil	

Thanking You

Yours Faithfully



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

Date: January 06, 2015

Place: Kolkata

We, the undersigned, have witnessed that the results of voting, which were unblocked from NSDL's e-voting website www.evoting.nsdl.com in our presence on Tuesday, 6th January, 2015.

Saheb Ali

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

Pritha Bose

Name: Pritha Bose
Address: M/s MKB & Associates
Shantiniketan, 8, Camac Street,
5th Floor, Room no. 511,
Kolkata - 700017



ntc industries limited

(AN ISO 9001-2008 COMPANY)

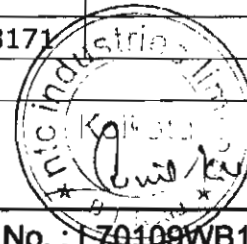
REGD. OFFICE : 149, B. T. ROAD, P. O. KAMARHATI, KOLKATA-700 058, PH : (033) 3019 0500 / 0513, FAX : (033) 3019- 0520

A. Details of Voting Result (Pursuant to Clause 35A of the Listing Agreement):

Date of the Notice of Postal Ballot	14 th November, 2014
Record Date for reckoning voting rights	14 th November, 2014
Total number of shareholders on record date	6343
No. of valid postal ballot received	
a. Promoters and Promoter Group:	Nil
b. Public:	37
No. of shareholders attended the meeting through Video Conferencing	
a. Promoters and Promoter Group:	N.A.
b. Public:	
Details of Agenda	As detailed in 'B' below
Resolution required	
Mode of voting	Postal Ballot & E Voting

B. Details of E-voting and Postal Ballot for all items proposed in the notice dated 14th November, 2014:

Item No.1-Special Resolution under Section 180(1)(a) and 188(1)(b) of the Companies Act, 2013 to sell, transfer or otherwise dispose off property at Agarpara to Related and Other Parties							
Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstandin g shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	7122953	7122955	100.00	7122955	0	100.00	0.00
Public - Institution al holders	2400	0	0.00	0	0	0.00	0.00
Public- Others	3624645	223431	6.16	200260	23171	89.63	10:37
Total	10750000	7346386		7323215	23171		





ntc industries limited

(AN ISO 9001-2008 COMPANY)

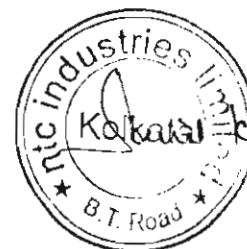
REGD. OFFICE : 149, B. T. ROAD, P. O. KAMARHATI, KOLKATA-700 058, PH : (033) 3019 0500 / 0513, FAX : (033) 3019- 0520

Item No.2- Special Resolution under Section 180(1)(a) of the Companies Act, 2013 to create mortgages/ charges/hypothecation and/or other encumbrances on the properties of the Company

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstandin g shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	7122955	7122955	100.00	7122955	0	100.00	0.00
Public - Institution al holders	2400	0	0.00	0	0	0.00	0.00
Public- Others	3624645	223430	6.16	200788	22642	89.87	10.13
Total	10750000	7346385		7323743	22642		

Item No.3- Special Resolution under Section 186 of the Companies Act, 2013 to make investment/loan and/or give guarantee/security.

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstandin g shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	7122955	7122955	100.00	7122955	0	100.00	0.00
Public - Institution al holders	2400	0	0.00	0	0	0.00	0.00
Public- Others	3624645	223430	6.16	200109	23321	89.56	10.44
Total	10750000	7346385		7323064	23321		



Kumar V...