

Declaration of Results of voting at 24th Annual General Meeting of ntc industries limited

The 24th Annual General meeting of the Equity Shareholders of the Company was held on 4th September, 2015 at 11.30 a.m. at The Aryans School, 149 B.T. Road, Kolkata-700058.

In accordance with Clause 35A & Clause 35B of the Listing Agreement and Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company had provided E-voting facility, to facilitate all Equity Shareholders of the Company (as at cut-off date of 28th Aug, 2015) to cast their votes electronically on all businesses proposed in the Notice of the AGM. The E-voting period commenced on Tuesday, 1st September, 2015 at 9.00 a.m. and concluded on Thursday, 3rd September, 2015 at 05.00 p.m.

Further, in accordance with Section 109 of the Companies Act, 2013 read with Rule 21(2) of the Companies (Management and Administration) Rules, 2014, poll facility was provided to all those shareholders who did not cast their votes electronically.

We are pleased to inform you that all the resolutions contained in Item Nos. 1 to 5 of the Notice of AGM have been approved with requisite majority by the Equity Shareholders of the Company through E-voting and poll in the following manner:

Ordinary Business:

Item No.1-Ordinary Resolution
To receive, consider and adopt the Audited Financial Statements (Standalone & Consolidated) of the Company for the financial year ended 31st March, 2015 together with the Reports of the Directors and the Auditors thereon

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstandi ng shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/ (1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	7253199	7253199	100.00	7253199	0	100.00	0.00
Public – Institutional holders	2400	0	0.00	0	0	0.00	0.00
Public- Others	3494401	470063	13.45	33774	436289	7.18	92.82
Total	10750000	7723262	71.84	7286973	436289	94.35	5.65

Item No.2- Ordinary Resolution

To appoint a director in place of Mr. Nilotpal Deb who retires by rotation and being eligible offers himself for re-appointment

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstandi ng shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/ (1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	7253199	7253199	100.00	7253199	0.00	100.00	0.00
Public – Institutional	2400	0	0.00	0	0	0.00	0.00

holders							
Public- Others	3494401	470063	13.45	33724	436339	7.17	92.83
Total	10750000	7723262	71.84	7286923	436339	94.35	5.65

Item No.3-Ordinary Resolution

To ratify the appointment of M/s. S.M. Daga & Co, Chartered Accountants (Registration No. 303119E) as the Statutory Auditors of the Company until the conclusion of next Annual General Meeting of the Company at a remuneration to be decided by the Board of Directors in consultation with the Auditors and pursuant to the recommendations of the Audit Committee

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstandi ng shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/ (1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	7253199	7253199	100.00	7253199	0	100.00	0.00
Public – Institutional holders	2400	0	0.00	0	0	0.00	0.00
Public- Others	3494401	470018	13.45	33729	436289	7.18	92.82
Total	10750000	7723217	71.84	7286928	436289	94.35	5.65

Special Business:

Item No.4-Ordinary Resolution

To re-appoint Mr. Nilotpal Deb as Managing Director of the Company w.e.f 14.02.2015 for a period of one year

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstandi ng shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/ (1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	7253199	7253199	100.00	7253199	0	100.00	0.00
Public – Institutional holders	2400	0	0.00	0	0	0.00	0.00
Public- Others	3494401	470063	13.45	34137	435926	7.26	92.74
Total	10750000	7723262	71.84	7287336	435926	94.36	5.64

Item No.5- Ordinary Resolution

Appointment of Ms. Vembi Krishnamurthy Radha as Director of the Company, not liable to retire by rotation w.e.f 31.03.2015

Promoter /Public	No. of shares held	No. of votes polled	% of Votes Polled on outstandi ng shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
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	(1)	(2)	(3)=[(2)/ (1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	7253199	7253199	100.00	7253199	0	100.00	0.00
Public Institutional holders	2400	0	0.00	0	0	0.00	0.00
Public-Others	3494401	469906	13.45	33980	435926	7.23	92.77
Total	10750000	7723105	71.84	7287179	435926	94.36	5.64



SCRUTINIZER'S REPORT

[Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management & Administration) Amendment Rules, 2015]

September 7, 2015

To

The Chairman of the 24th (Twenty Fourth) Annual General Meeting (AGM) of Members of **NTC Industries Limited** (CIN: L70109WB1991PLC053562), held on Friday, 4th day of September, 2015 at The Aryans School, 149, B.T. Road, Kolkata-700058, West Bengal at 11:30 a.m.

Dear Sir,

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) for the purpose of scrutinizing the process of voting through Remote E-voting, and by use of ballot at the Annual General Meeting pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management & Administration) Rules, 2014 as amended by Companies (Management & Administration) Amendment Rules, 2015 in respect of the below mentioned Resolutions proposed at the 24th Annual General Meeting of the Company held on Friday, 4th day of September, 2015 at The Aryans School, 149, B.T. Road, Kolkata-700058, West Bengal at 11:30 a.m. do hereby submit my report as follows:

- {a} The Notice dated 30th May, 2015 convening the 24th Annual General Meeting of the Company setting out all material facts in respect of Resolutions mentioned therein was sent on 13th August, 2015 to the shareholders of the company.





- (b) The company provided remote e-voting facility offered by National Securities Depository Limited (NSDL) to its Shareholders. At the Annual General Meeting, the Company provided voting facility by way of poll to the shareholders who did not cast their vote through remote e-voting facility.
- (c) The members holding shares either in physical or dematerialized form, as on the "Cut Off date" i.e. 28th August, 2015 were entitled to vote on the proposed resolutions.
- (d) In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the voting period for remote e-voting commenced on Tuesday, 1st September, 2015 at 9:00 a.m. and ended on Thursday, 3rd September, 2015 at 5:00 p.m.
- (e) The member and/or their proxy at the meeting exercised their voting rights at the poll conducted at the venue as stated above.
- (f) After conclusion of voting at the 24th Annual General Meeting, the votes cast at the meeting were counted first, and thereafter, the votes cast through remote e-voting were unblocked in presence of Mr. Saheb Ali and Mrs. Sonam Lakhotia who acted as witnesses in accordance with Rule 20 of the Companies (Management & Administration) Rules, 2014.
- (g) Thereafter, the details containing inter alia, list of the members, who voted "For" or "Against" on each of the resolution that were put to vote, were derived from the ballot forms received at the poll conducted at the meeting as well as the report generated from the e-voting website of NSDL, <http://www.evoting.nsdl.com> in respect of remote e-voting.
- (h) 32 members have cast their votes through remote e-voting and all such votes are valid. 47 members and/or their proxy have cast their votes through poll at the AGM venue, out of which 6 ballots are invalid.

I now submit my consolidated report as under on the result of the remote e-voting and poll conducted at the meeting.





Item no. 1 – Ordinary Resolution

To consider and adopt Audited Financial Statements for the financial year ended 31st March, 2015, Consolidated Audited Financial Statements together with Reports of the Board of Directors and Auditors.

	Remote e-voting		Voting through Ballot Paper		Consolidated Voting Results		
	No. of Members who voted	Number of votes cast	No. of Members who voted	Number of votes cast	No. of Members who voted	Number of votes cast	% of total number of valid votes cast
Voted in favour of the resolution	21	7286555	29	418	50	7286973	94.35
Voted against the resolution	11	436267	12	22	23	436289	5.65
Invalid votes	NIL	NIL	6	180	6	180	NIL

Item no. 2 – Ordinary Resolution

To appoint a director in place of Mr. Nilotpal Deb (DIN: 06807932) who retires by rotation and being eligible offers himself for re-appointment.

	Remote e-voting		Voting through Ballot Paper		Consolidated Voting Results		
	No. of Members who voted	Number of votes cast	No. of Members who voted	Number of votes cast	No. of Members who voted	Number of votes cast	% of total number of valid votes cast
Voted in favour of the resolution	20	7286505	29	418	49	7286923	94.35
Voted against the resolution	12	436317	12	22	24	436339	5.65
Invalid votes	NIL	NIL	6	180	6	180	NIL





Item no. 3 – Ordinary Resolution

Ratification of the appointment of M/s. S.M. Daga & Co., Chartered Accountants (Registration No. 303119E) as the Statutory Auditors of the Company until the conclusion of next Annual General Meeting of the Company and to authorize the Board of Directors to fix their remuneration.

	Remote e-voting		Voting through Ballot Paper		Consolidated Voting Results		
	No. of Members who voted	Number of votes cast	No. of Members who voted	Number of votes cast	No. of Members who voted	Number of votes cast	% of total number of votes cast
Voted in favour of the resolution	20	7286505	30	423	50	7286928	94.35
Voted against the resolution	12	436272	11	17	23	436289	5.65
Invalid votes	NIL	NIL	6	180	6	180	NIL

Special Business

Item no. 4 – Ordinary Resolution

For appointment of Mr. Nilotpal Deb as Director (DIN: 06807932) and Managing Director of the Company for a period of 1 year commencing from 14.02.2015.

	Remote e-voting		Voting through Ballot Paper		Consolidated Voting Results		
	No. of Members who voted	Number of votes cast	No. of Members who voted	Number of votes cast	No. of Members who voted	Number of votes cast	% of total number of votes cast
Voted in favour of the resolution.	21	7286918	29	418	50	7287336	94.35
Voted against the resolution	11	435904	12	22	23	435926	5.65
Invalid votes	NIL	NIL	6	180	6	180	NIL





Item no. 5 – Ordinary Resolution

For appointment of Miss Vembi Krishnamurthy Radha (07141131), Additional Director as non executive director of the Company, liable to retire by rotation

	Remote e-voting		Voting through Ballot Paper		Consolidated Voting Results		
	No. of Members who voted	Number of votes cast	No. of Members who voted	Number of votes cast	No. of Members who voted	Number of votes cast	% of total number of votes cast
Voted in favour of the resolution	21	7286761	29	418	50	7287179	94.35
Voted against the resolution	11	435904	12	22	23	435926	5.65
Invalid votes	NIL	NIL	6	180	6	180	NIL

Thanking You,

Yours Faithfully



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

Date:

Place: Kolkata