



ntc industries limited

(AN ISO 9001-2008 COMPANY)

REGD. OFFICE : 149 B. T. ROAD, P.O. KAMARHATI, KOLKATA-700 058, PH : 30190500/501, FAX : 2553 2420

Date: 5th September, 2016

To Department of Corporate Services BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001	To The Secretary The Calcutta Stock Exchange Limited 7, Lyons Range, Kolkata – 700 001
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Dear Sir,

Sub: Compliance to Regulation 30 and Regulation 44 (3) of the SEBI (LODR) Regulations 2015- Proceedings and Details of Voting Results of the Annual General Meeting held on 03rd September, 2016

The 25th Annual General meeting of the Equity Shareholders of the Company was held on 3rd September, 2016 at 10.00 a.m. at The Aryans School, 149 B.T. Road, Kolkata-700058.

Pursuant to Regulation 30 of the SEBI (LODR) Regulations, 2015, we are submitting herewith details regarding the proceeding of the Annual General Meeting of the Company. As per the requirement of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 the Company had provided E-voting facility, to facilitate all Equity Shareholders of the Company (as at cut-off date of 27th August, 2016) to cast their votes electronically on all businesses proposed in the Notice of the AGM. The E-voting period commenced on Wednesday, 31st August, 2016 at 9.00 a.m. and concluded on Friday, 2nd September, 2016 at 05.00 p.m.

Based on the reports submitted by Mr. Manoj Kumar Banthia, Practicing Company Secretary (ACS No. 11470, CP No. 7596), of MKB & Associates who was appointed as Scrutinizer, we are pleased to inform you that all the resolutions contained in Item Nos. 1 to 4 of the Notice of AGM have been approved with requisite majority by the Equity Shareholders of the Company through E-voting and poll.

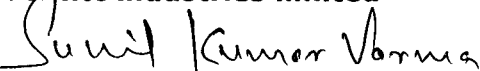
Further pursuant to Regulation 44(3) of the SEBI (LODR) Regulations, 2015, we are submitting herewith the details regarding the voting results of the business transacted at the AGM in the prescribed format.

We are also enclosing the consolidated report of the Scrutinizer on e-voting and voting through ballot paper at the AGM. The above are also being uploaded on the Company's website.

Thanking You.

Yours faithfully,

For **ntc industries limited**



Sunil Kumar Varma
Company Secretary

Encl: As above

e-mail ID: info@ntcind.com, Website: www.ntcind.com, CIN No.: L70109WB1991PLC053562

25th Annual General Meeting of ntc industries ltd. - Details of Voting Result
(Pursuant to Regulation 44(3) of the Listing Regulations)

Date of the AGM			3rd September, 2016					
Total number of shareholders on record date			5417					
[Book Closure dates: 29 th August, 2016 to 3 rd September, 2016 (both days inclusive)]								
No. of shareholders present in the meeting either in person or through proxy			In person		Through Proxy			
a. Promoters and Promoter Group:			4		0			
b. Public:			101		0			
Total			105		0			
No. of shareholders attended the meeting through Video Conferencing			N.A.					
a. Promoters and Promoter Group:								
b. Public:								
Resolution Required : (Ordinary)			1-Ordinary Resolution to consider and adopt Audited Financial Statements together with the Reports of the Board of Directors and Auditors thereon.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding 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	E-Voting	7253199	6632499	91.44	6632499	0	100.00	-
	Poll		0	-	0	0	-	-
	Postal Ballot		0	-	0	0	-	-
	Total		6632499	91.44	6632499	0	100.00	-
Public Institutions	E-Voting	0	0	-	0	0	-	-
	Poll		0	-	0	0	-	-
	Postal Ballot		0	-	0	0	-	-
	Total		0	-	0	0	-	-
Public Non Institutions	E-Voting	3496801	30514	0.87	30512	2	99.99	0.01
	Poll		64	0.01	64	0	100.00	-
	Postal Ballot		0	-	0	0	-	-
	Total		30578	0.88	30576	2	99.99	0.01
Total		10750000	6663077	61.98	6663075	2	100.00	0.00
Resolution Required : (Ordinary)			2-Ordinary Resolution to appoint a director in place of Ms. Vembi Krishnamurthy Radha who retires by rotation and being eligible offers herself for re-appointment					

Sunil Kumar Varma

Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding 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	E-Voting	7253199	6632499	91.44	6632499	0	100.00	-
	Poll		0	-	0	0	-	-
	Postal Ballot		0	-	0	0	-	-
	Total		6632499	91.44	6632499	0	100.00	-
Public Institutions	E-Voting	0	0	-	0	0	-	-
	Poll		0	-	0	0	-	-
	Postal Ballot		0	-	0	0	-	-
	Total		0	-	0	0	-	-
Public Non Institutions	E-Voting	3496801	30514	0.87	30162	352	98.85	1.15
	Poll		64	0.01	64	0	100.00	-
	Postal Ballot		0	-	0	0	-	-
	Total		30578	0.88	30226	352	98.85	1.15
Total		10750000	6663077	61.98	6662725	352	99.99	0.01
Resolution Required : (Ordinary)			3-Ordinary Resolution to appoint M/s. S.M.Daga & Co. as Statutory Auditors of the Company.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding 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	E-Voting	7253199	6632499	91.44	6632499	0	100.00	-
	Poll		0	-	0	0	-	-
	Postal Ballot		0	-	0	0	-	-
	Total		6632499	91.44	6632499	0	100.00	-
Public Institutions	E-Voting	0	0	-	0	0	-	-
	Poll		0	-	0	0	-	-
	Postal Ballot		0	-	0	0	-	-
	Total		0	-	0	0	-	-

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		Total	0	-	0	0	-	-
Public Non Institutions	E-Voting	3496801	30514	0.87	30162	352	98.85	1.15
	Poll		64	0.01	64	0	100.00	-
	Postal Ballot		0	-	0	0	-	-
	Total		30578	0.88	30226	352	98.85	1.15
Total		10750000	6663077	61.98	6662725	352	99.99	0.01
Resolution Required : (Ordinary)			4-Ordinary Resolution to re-appoint Sri Nilotpal Deb as Managing Director of the Company.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding 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]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting	7253199	6632499	91.44	6632499	0	100.00	-
	Poll		0	-	0	0	-	-
	Postal Ballot		0	-	0	0	-	-
	Total		6632499	91.44	6632499	0	100.00	-
Public Institutions	E-Voting	0	0	-	0	0	-	-
	Poll		0	-	0	0	-	-
	Postal Ballot		0	-	0	0	-	-
	Total		0	-	0	0	-	-
Public Non Institutions	E-Voting	3496801	30514	0.87	30462	52	99.83	0.17
	Poll		64	0.01	64	0	100.00	-
	Postal Ballot		0	-	0	0	-	-
	Total		30578	0.88	30526	52	99.83	0.17
Total		10750000	6663077	61.98	6663025	52	100.00	0.00

Sunit Kumar Verman



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 5, 2016

To

The Chairman of the 25th (Twenty Fifth) Annual General Meeting (AGM) of Members of **ntc industries limited** (CIN:L70109WB1991PLC053562), held on Saturday, 3rd day of September, 2016 at The Aryans School , 149, B.T. Road, Kolkata-700058 at 10:00 a.m.

Dear Sir,

I, Manoj Kumar Banthia, Partner of M/s MKB & Associates, Practicing Company Secretaries, 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 voting 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 and 21 of the Companies (Management & Administration) Rules, 2014 as amended by Companies (Management & Administration) Amendment Rules, 2015, Regulation 44 of SEBI (LODR) Regulations, 2015 and Secretarial Standards on General Meetings in respect of the below mentioned Resolutions proposed at the 25th Annual General Meeting of the Company held on Saturday, 3rd September, 2016 at The Aryans School, 149, B.T. Road, Kolkata-700058, West Bengal at 10:00 a.m. do hereby submit my report as follows:





- (a) The Notice dated 30th May convening the 25th Annual General Meeting of the Company along with the Statement under Section 102 of the Act setting out all material facts in respect of Resolutions mentioned therein was sent by the Company to the members who hold shares in physical form as on 10th August, 2016 and to the members who hold shares in the demat form as on 12th August, 2016.
- (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.
- (c) The members holding shares either in physical or dematerialized form, as on the "Cut Off" date i.e. 27th August, 2016 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 Wednesday, 31st August, 2016 at 9:00 AM (IST) and ended on Friday, 2nd September, 2016 at 5:00 PM (IST).
- (e) The member and/or their proxy at the meeting exercised their voting rights through ballot papers at the poll conducted at the Annual General Meeting as stated above.
- (f) After conclusion of voting at the 25th 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 Miss Aishwarya Banthia, 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 resolutions 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) 18 members have cast their votes through remote e-voting and all such votes are valid. 39 members and/or their proxy have cast their votes through poll at the AGM venue, out of which 4 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.

ORDINARY BUSINESS

Item no. 1 - Ordinary Resolution: To receive, consider and adopt the Audited Financial Statements (including Consolidated Audited Financial Statements) of the Company for the year ended 31st March, 2016 together with the Reports of the Board of Directors and Auditors thereon.

	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	17	66,63,011	35	64	52	66,63,075	100%
Voted against the resolution	1	2	0	0	1	2	Negligible
Invalid votes	0	0	4	211	4	211	N.A.





Item no. 2 - Ordinary Resolution: To appoint a director in place of Ms. Vembi Krishnamurthy Radha (DIN: 07141131) who retires by rotation and being eligible offers herself 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	15	66,62,661	35	64	50	66,62,725	100%
Voted against the resolution	3	352	0	0	3	352	Negligible
Invalid votes	0	0	4	211	4	211	N.A.

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, and to hold office till the conclusion of next Annual General Meeting.

	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	15	66,62,661	35	64	50	66,62,725	100%
Voted against the resolution	3	352	0	0	3	352	Negligible
Invalid votes	0	0	4	211	4	211	N.A.





SPECIAL BUSINESS

Item no. 4 - Ordinary Resolution: To reappoint Mr. Nilotpal Deb (DIN: 06807932) as the Managing Director of the Company for a period of 1 year commencing from 14.02.2016 on such terms & conditions as set out in explanatory Statement and agreement entered by the Company

	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	16	66,62,961	35	64	51	66,63,025	100%
Voted against the resolution	2	52	0	0	2	52	Negligible
Invalid votes	0	0	4	211	4	211	N.A

Thanking You

Yours faithfully



Manoj Kumar
Partner

MKB & Associates
Membership No.: 11470
COP No.: 7596

Date: 5th September, 2016
Place: Kolkata