



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

Date: 14th September, 2017

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

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 12th September, 2017

The 26th Annual General meeting of the Equity Shareholders of the Company was held on 12th September, 2017 at 03.00 p.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 5th September, 2017) to cast their votes electronically on all businesses proposed in the Notice of the AGM. The E-voting period commenced on Saturday, 9th September, 2017 at 9.00 a.m. and concluded on Monday, 11th September, 2017 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 5 of the Notice of AGM have been approved with requisite majority by the Equity Shareholders of the Company through E-voting and poll.

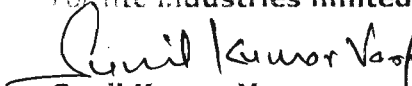
Further pursuant to Regulation 44(3) of the SEBI (LODR) Regulations, 2015, we are submitting herewith the details regarding the voting results of the business transacted at the AGM in the prescribed format.

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



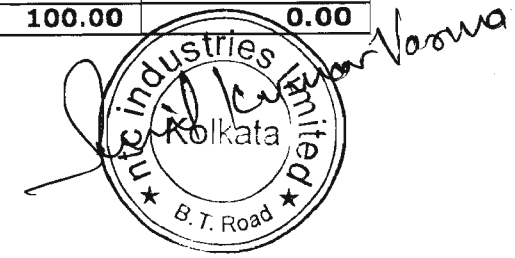
Sunil Kumar Varma
Company Secretary

Encl: As above



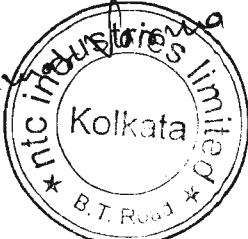
26th Annual General Meeting of ntc industries ltd. - Details of Voting Result
(Pursuant to Regulation 44(3) of the Listing Regulations)

Date of the AGM			12th September, 2017					
Total number of shareholders on record date			5475					
[Book Closure dates: 5th September, 2017 to 12th September, 2017 (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:			0	6				
b. Public:			33	6				
Total			33	12				
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	7253199	100.00	7253199	0	100.00	-
	Poll		0	-	0	0	-	-
	Postal Ballot		0	-	0	0	-	-
	Total		7253199	100.00	7253199	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	1730	0.05	1636	94	94.57	5.43
	Poll		123	0.01	123	0	100.00	-
	Postal Ballot		0	-	0	0	-	-
	Total		1853	0.06	1759	94	94.93	5.07
Total		10750000	7255052	67.49	7254958	94	100.00	0.00



Resolution Required : (Ordinary)			2-Ordinary Resolution to appoint a director in place of Mr. Nileshpal Deb (DIN: 06807932) who retires by rotation and being eligible, offers herself for re-appointment					
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	7253199	100.00	7253199	0	100.00	-
	Poll		0	-	0	0	-	-
	Postal Ballot		0	-	0	0	-	-
	Total		7253199	100.00	7253199	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	1730	0.05	1586	144	91.68	8.32
	Poll		123	0.01	123	0	100.00	-
	Postal Ballot		0	-	0	0	-	-
	Total		1853	0.06	1709	144	92.23	7.77
Total		10750000	7255052	67.49	7254908	144	100.00	0.00

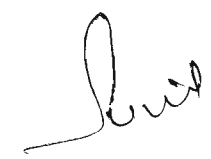
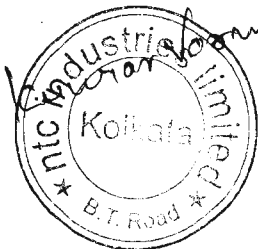
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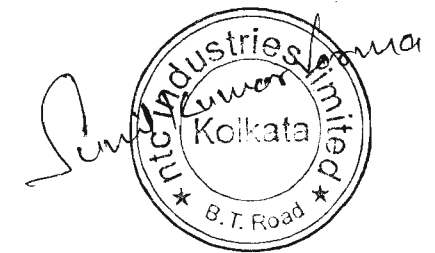
Resolution Required : (Ordinary)			3-Ordinary Resolution to appoint M/s VKR & Associates, Chartered Accountants (Firm Reg. No. 320323E) as Statutory Auditors of the Company to hold office from the conclusion of 26th Annual General Meeting until the conclusion of 31st Annual General Meeting of the Company, (subject to ratification of their appointment at every AGM if so required under the Act) and to fix their remuneration.					
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	7253199	100.00	7253199	0	100.00	-
	Poll		0	-	0	0	-	-
	Postal Ballot		0	-	0	0	-	-
	Total		7253199	100.00	7253199	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	1730	0.05	1586	144	91.68	8.32
	Poll		123	0.01	123	0	100.00	-
	Postal Ballot		0	-	0	0	-	-
	Total		1853	0.06	1709	144	92.23	7.77
Total		10750000	7255052	67.49	7254908	144	100.00	0.00




Resolution Required : (Ordinary)			4-Ordinary Resolution to re-appoint Sri Nilotpal Deb as Managing Director of the Company for a period of one year w.e.f. 30.03.2017.					
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	7253199	100.00	7253199	0	100.00	-
	Poll		0	-	0	0	-	-
	Postal Ballot		0	-	0	0	-	-
	Total		7253199	100.00	7253199	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	1730	0.05	1586	144	91.68	8.32
	Poll		123	0.01	123	0	100.00	-
	Postal Ballot		0	-	0	0	-	-
	Total		1853	0.06	1709	144	92.23	7.77
Total		10750000	7255052	67.49	7254908	144	100.00	0.00

Resolution Required : (Ordinary)		5-Ordinary Resolution to appoint Sri Amar Chand Baid as Independent 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] = {[2]/[1]} * 100	[4]	[5]	[6] = {[4]/[2]} * 100	[7] = {[5]/[2]} * 100
Promoter and Promoter Group	E-Voting	7253199	7253199	100.00	7253199	0	100.00	-
	Poll		0	-	0	0	-	-
	Postal Ballot		0	-	0	0	-	-
	Total		7253199	100.00	7253199	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	1730	0.05	1586	144	91.68	8.32
	Poll		123	0.01	123	0	100.00	-
	Postal Ballot		0	-	0	0	-	-
	Total		1853	0.06	1709	144	92.23	7.77
Total		10750000	7255052	67.49	7254908	144	100.00	0.00





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]

To,

The Chairman of the 26th (Twenty Sixth) Annual General Meeting (AGM) of the Members of NTC Industries Limited (CIN: L70109WB1991PLC053562), held on Tuesday, 12th day of September, 2017 at The Aryans School, 149, B.T. Road, Kolkata-700058, West Bengal, at 03:00 P.M..

Dear Sir,

I, Manoj Kumar Banthia, Partner of 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 remote e-voting and voting by use of ballot forms 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, Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings in respect of the below mentioned resolutions proposed at the 26th Annual General Meeting of the Company held on Tuesday, 12th day of September, 2017 at The Aryans School, 149, B.T. Road, Kolkata-700058,, West Bengal at 03:00 P.M., do hereby submit my report as follows:





- (a) The Notice dated 14th August, 2017 convening the 26th 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 21st August, 2017 to the members 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.
- (c) The members holding shares either in physical or dematerialized form, as on the "Cut Off" date i.e. 5th September, 2017, 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 Saturday, September 9, 2017 at 9:00 AM (IST) and ended on Monday, September 11, 2017 at 5:00 PM (IST).
- (e) The members and/or their proxies 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 26th 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. Raj Kumar Banthia and Ms. Bidisha Achari, who acted as witnesses in accordance with Rule 20 the Companies (Management & Administration) Rules, 2014, as amended.

(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, <https://www.evoting.nsdl.com> in respect of remote e-voting.

(h) 19 Members have cast their votes through remote e-voting and all such votes are valid, 4 Members and/or their proxy have cast their votes through poll at the AGM venue and all the votes cast were valid.

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

	Number of votes (shares) cast through Remote E-voting. (1)	Number of Votes (shares) cast on Poll at the meeting. (2)	Total (1)+(2)=(3)	% of total number of valid votes cast
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ORDINARY BUSINESS

Item No. 1 as an Ordinary Resolution: To receive, consider and adopt the Audited Financial Statements(including Consolidated Audited Financial Statements) of the Company for the financial year ended 31st March, 2017 together with the Reports of the Board of Directors and the Auditors thereon.





(1) Voted in favour of the resolution	7254835	123	7254958	99.9987
(2) Voted against the resolution	94	0	94	0.0013
Total	7254929	123	7255052	100
(3) Invalid votes:	0	0	0	0

Item No. 2 as an Ordinary Resolution: To appoint a director in place of Mr. Nilotpal Deb (DIN: 06807932) who retires by rotation and being eligible, offers herself for re-appointment.

(1) Voted in favour of the resolution	7254785	123	7254908	99.9980
(2) Voted against the resolution	144	0	144	0.0020
Total	7254929	123	7255052	100
(3) Invalid votes:	0	0	0	0

Item No. 3 as an Ordinary Resolution: To appoint M/s VKR & Associates, Chartered Accountants (Firm Reg. No. 320323E) as Statutory Auditors of the Company to hold office from the conclusion of 26th Annual General Meeting until the conclusion of 31st Annual General Meeting of the Company, (subject to ratification of their appointment at every AGM if so required under the Act) and to fix their remuneration.





(1) Voted in favour of the resolution	7254785	123	7254908	99.9980
(2) Voted against the resolution	144	0	144	0.0020
Total	7254929	123	7255052	100
(3) Invalid votes:	0	0	0	0

SPECIAL BUSINESS

Item No. 4 as a Ordinary Resolution: Re- appointment of Mr. Nilotpal Deb as Managing Director of the Company for a period of one year

(1) Voted in favour of the resolution	7254785	123	7254908	99.9980
(2) Voted against the resolution	144	0	144	0.0020
Total	7254929	123	7255052	100
(3) Invalid votes:	0	0	0	0

Item No. 5 as a Special Resolution: Appointment of Mr. Amar Chand Baid (DIN: 07741980) as independent director of the Company.






(1) Voted in favour of the resolution	7254785	123	7254908	99.9980
(2) Voted against the resolution	144	0	144	0.0020
Total	7254929	123	7255052	100
(3) Invalid votes:	0	0	0	0

Based on the aforesaid results, the resolution no(s) 1 to 5, as contained in the Notice have been passed with the requisite majority.

The physical ballot forms, remote e-voting register and other related papers/ registers and records is under my safe custody and will be handed over to the Chairman or Company Secretary for preserving safely after the minutes of the Meeting are signed.

Thanking you,
Yours faithfully,


Manoj Kumar Banthia
Partner

MKB & Associates
Membership No.: 11470

COP No.: 7596

FRN: P2010WB042700

Date: 14th September, 2017

Place: Kolkata