



# ntc industries limited

(AN ISO 9001-2015 COMPANY)

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

Date: 17<sup>th</sup> September, 2018

To <b>Department of Corporate Services</b> BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001	To <b>The Secretary</b> 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 15<sup>th</sup> September, 2018**

The 27<sup>th</sup> Annual General meeting of the Equity Shareholders of the Company was held on 15<sup>th</sup> September, 2018 at 12.30 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 8<sup>th</sup> September, 2018) to cast their votes electronically on all businesses proposed in the Notice of the AGM. The E-voting period commenced on Wednesday, 12<sup>th</sup> September, 2018 at 9.00 a.m. and concluded on Saturday, 14<sup>th</sup> September, 2018 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 6 of the Notice of AGM have been approved with requisite majority by the Equity Shareholders of the Company through E-voting and poll.

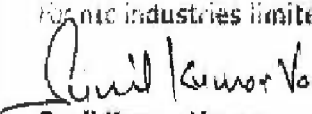
Further pursuant to Regulation 44(3) of the SEBI (LODR) Regulations, 2015, we are submitting herewith the details regarding the voting results of the business transacted at the AGM in the prescribed format.

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,

ntc industries limited

  
**Sunil Kumar Varma**  
Company Secretary

Encl: As above




**27th Annual General Meeting of ntc industries ltd. - Details of Voting Result**  
(Pursuant to Regulation 44(3) of the Listing Regulations)

<b>Date of the AGM</b>			<b>15th September, 2018</b>					
<b>Total number of shareholders on record date</b>			<b>5386</b>					
[Book Closure dates: 5th September, 2017 to 12th September, 2017 (both days inclusive)]								
<b>No. of shareholders present in the meeting either in person or through proxy</b>			<b>In person</b>	<b>Through Proxy</b>				
a. Promoters and Promoter Group:			4	2				
b. Public:			40	6				
<b>Total</b>			<b>44</b>	<b>8</b>				
<b>No. of shareholders attended the meeting through Video Conferencing</b>			<b>N.A.</b>					
a. Promoters and Promoter Group:								
b. Public:								
<b>Resolution Required : (Ordinary)</b>			<b>1-Ordinary Resolution to consider and adopt Audited Financial Statements together with the Reports of the Board of Directors and Auditors thereon.</b>					
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>			<b>No</b>					
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	-	-
	<b>Total</b>		<b>7253199</b>	<b>100.00</b>	<b>7253199</b>	<b>0</b>	<b>100.00</b>	<b>-</b>
Public Institutions	E-Voting	0	0	-	0	0	-	-
	Poll		0	-	0	0	-	-
	Postal Ballot		0	-	0	0	-	-
	<b>Total</b>		<b>0</b>	<b>-</b>	<b>0</b>	<b>0</b>	<b>-</b>	<b>-</b>
Public Non Institutions	E-Voting	3496801	28851	0.83	28851	0	100.00	-
	Poll		30	0.01	30	0	100.00	-
	Postal Ballot		0	-	0	0	-	-
	<b>Total</b>		<b>28881</b>	<b>0.83</b>	<b>28881</b>	<b>0</b>	<b>100.00</b>	<b>-</b>
<b>Total</b>		<b>10750000</b>	<b>7282080</b>	<b>67.74</b>	<b>7282080</b>	<b>0</b>	<b>100.00</b>	<b>-</b>




Resolution Required : (Ordinary)			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					
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	-	-
	<b>Total</b>		<b>7253199</b>	<b>100.00</b>	<b>7253199</b>	<b>0</b>	<b>100.00</b>	<b>-</b>
Public Institutions	E-Voting	0	0	-	0	0	-	-
	Poll		0	-	0	0	-	-
	Postal Ballot		0	-	0	0	-	-
	<b>Total</b>		<b>0</b>	<b>-</b>	<b>0</b>	<b>0</b>	<b>-</b>	<b>-</b>
Public Non Institutions	E-Voting	3496801	28851	0.83	28851	0	100.00	-
	Poll		30	0.01	30	0	100.00	-
	Postal Ballot		0	-	0	0	-	-
	<b>Total</b>		<b>28881</b>	<b>0.83</b>	<b>28881</b>	<b>0</b>	<b>100.00</b>	<b>-</b>
<b>Total</b>		<b>10750000</b>	<b>7282080</b>	<b>67.74</b>	<b>7282080</b>	<b>0</b>	<b>100.00</b>	<b>-</b>

*Sundar Kumar*




Resolution Required : (Ordinary)			3-Ordinary Resolution to appoint Mr. Upmanyu Pathak as Managing Director of the Company for a period of three year w.e.f. 09.11.2017					
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	-	-
	<b>Total</b>		<b>7253199</b>	<b>100.00</b>	<b>7253199</b>	<b>0</b>	<b>100.00</b>	<b>-</b>
Public Institutions	E-Voting	0	0	-	0	0	-	-
	Poll		0	-	0	0	-	-
	Postal Ballot		0	-	0	0	-	-
	<b>Total</b>		<b>0</b>	<b>-</b>	<b>0</b>	<b>0</b>	<b>-</b>	<b>-</b>
Public Non Institutions	E-Voting	3496801	28851	0.83	28851	0	100.00	-
	Poll		30	0.01	30	0	100.00	-
	Postal Ballot		0	-	0	0	-	-
	<b>Total</b>		<b>28881</b>	<b>0.83</b>	<b>28881</b>	<b>0</b>	<b>100.00</b>	<b>-</b>
<b>Total</b>		<b>10750000</b>	<b>7282080</b>	<b>67.74</b>	<b>7282080</b>	<b>0</b>	<b>100.00</b>	<b>-</b>

*Sund Kumar*



Resolution Required : (Ordinary)			4-Special Resolution to re-appoint Sri Gaurav Somani as an 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	-	-
	<b>Total</b>		<b>7253199</b>	<b>100.00</b>	<b>7253199</b>	<b>0</b>	<b>100.00</b>	<b>-</b>
Public Institutions	E-Voting	0	0	-	0	0	-	-
	Poll		0	-	0	0	-	-
	Postal Ballot		0	-	0	0	-	-
	<b>Total</b>		<b>0</b>	<b>-</b>	<b>0</b>	<b>0</b>	<b>-</b>	<b>-</b>
Public Non Institutions	E-Voting	3496801	28851	0.83	28651	200	99.31	0.69
	Poll		30	0.01	30	0	100.00	-
	Postal Ballot		0	-	0	0	-	-
	<b>Total</b>		<b>28881</b>	<b>0.83</b>	<b>28681</b>	<b>200</b>	<b>99.31</b>	<b>0.69</b>
<b>Total</b>		<b>10750000</b>	<b>7282080</b>	<b>67.74</b>	<b>7281880</b>	<b>200</b>	<b>100.00</b>	<b>0.00</b>


*Sund Kumar*



Smtc Industries Limited  
Kolkata  
B.T. Road

Resolution Required : (Ordinary)			5-Special Resolution to re-appoint Sri Amar Chand Baid as an 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	-	-
	<b>Total</b>		<b>7253199</b>	<b>100.00</b>	<b>7253199</b>	<b>0</b>	<b>100.00</b>	<b>-</b>
Public Institutions	E-Voting	0	0	-	0	0	-	-
	Poll		0	-	0	0	-	-
	Postal Ballot		0	-	0	0	-	-
	<b>Total</b>		<b>0</b>	<b>-</b>	<b>0</b>	<b>0</b>	<b>-</b>	<b>-</b>
Public Non Institutions	E-Voting	3496801	28851	0.83	28851	0	100.00	-
	Poll		30	0.01	30	0	100.00	-
	Postal Ballot		0	-	0	0	-	-
	<b>Total</b>		<b>28881</b>	<b>0.83</b>	<b>28881</b>	<b>0</b>	<b>100.00</b>	<b>-</b>
<b>Total</b>		<b>10750000</b>	<b>7282080</b>	<b>67.74</b>	<b>7282080</b>	<b>0</b>	<b>100.00</b>	<b>-</b>

*Sund Kumar*



Resolution Required : (Ordinary)			6-Special Resolution to appoint Sri Sumit Banthiya as Director & Independent Director of the Company.					
Whether promoter/ promoter group are			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	-	-
	<b>Total</b>		<b>7253199</b>	<b>100.00</b>	<b>7253199</b>	<b>0</b>	<b>100.00</b>	<b>-</b>
Public Institutions	E-Voting	0	0	-	0	0	-	-
	Poll		0	-	0	0	-	-
	Postal Ballot		0	-	0	0	-	-
	<b>Total</b>		<b>0</b>	<b>-</b>	<b>0</b>	<b>0</b>	<b>-</b>	<b>-</b>
Public Non Institutions	E-Voting	3496801	28851	0.83	28651	200	99.31	0.69
	Poll		30	0.01	30	0	100.00	-
	Postal Ballot		0	-	0	0	-	-
	<b>Total</b>		<b>28881</b>	<b>0.83</b>	<b>28681</b>	<b>200</b>	<b>99.31</b>	<b>0.69</b>
<b>Total</b>		<b>10750000</b>	<b>7282080</b>	<b>67.74</b>	<b>7281880</b>	<b>200</b>	<b>100.00</b>	<b>0.00</b>

*Sumit Banthiya*





### 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 27<sup>th</sup>(TwentySeventh) Annual General Meeting (AGM) of Members of NTC Industries Limited(CIN: L70109WB1991PLC053562), held on Saturday, 15<sup>th</sup> day of September, 2018 at "The Aryans School", 149, B.T. Road, Kolkata-700058 at 12.30 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 voting through Remote-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 SEBI (LODR) Regulations, 2015 and Secretarial Standards on General Meetings in respect of the below mentioned Resolutions proposed at the 27<sup>th</sup> Annual General Meeting of the Company held on Saturday, 15<sup>th</sup> day of September, 2018 at "The Aryans School", 149, B.T. Road, Kolkata-700058 at 12.30 P.M., do hereby submit my report as follows:

- (a) The Notice dated 14<sup>th</sup> August, 2018 convening the 27<sup>th</sup> 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 22<sup>nd</sup> August, 2018 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. 8th September, 2018 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, 12th September, 2018 at 9:00 AM (IST) and ended on Friday, 14<sup>th</sup> September, 2018 at 5:00 PM (IST).
- (e) The member 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 27<sup>th</sup> 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 Ms. Smriti Agarwal and Ms. Mudra Khetan, 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, [www.evoting.nsdl.com](http://www.evoting.nsdl.com) in respect of remote e-voting.

(h) 14 Members have cast their votes through remote e-voting and all such votes are valid, 18 Members and/or their proxy have cast their votes through poll at the AGM venue out of which votes of 3 members are invalid.

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

	<b>Number of votes (shares) cast through Remote E-voting.</b> <b>(1)</b>	<b>Number of Votes (shares) cast on Poll at the meeting.</b> <b>(2)</b>	<b>Total</b> <b>(1)+(2)=(3)</b>	<b>% of total number of valid votes cast</b>
<b>ORDINARY BUSINESS</b>				
<b>Item No.1 as an Ordinary Resolution:</b> Adoption of the Audited Financial Statements of the Company for the financial year ended 31st March, 2018, and the reports of the Board of Directors and the Auditors' thereon.				
(1) Voted in favour of the resolution	7282050	30	7282080	100
(2) Voted against the resolution	0	0	0	0





<b>Total</b>	<b>7282050</b>	<b>30</b>	<b>7282080</b>	<b>100</b>
(3) Invalid votes:	0	16	16	--
<b>Item No. 2 as an Ordinary Resolution:</b> Appointment of director in place of Ms. Vembi Krishnamurthy Radha (DIN: 07141131) who retires by rotation and being eligible, offers himself for re-appointment.				
(1) Voted in favour of the resolution	7282050	30	7282080	100
(2) Voted against the resolution	0	0	0	0
<b>Total</b>	<b>7282050</b>	<b>30</b>	<b>7282080</b>	<b>100</b>
(3) Invalid votes:	0	16	16	--
<b>SPECIAL BUSINESS</b>				
<b>Item No.3 as an Ordinary Resolution:</b> Appointment of Mr. UpmanyuPathak as director & Managing Director of the company.				
(1) Voted in favour of the resolution	7282050	30	7282080	100





(2) Voted against the resolution	0	0	0	0
<b>Total</b>	<b>7282050</b>	<b>30</b>	<b>7282080</b>	<b>100</b>
(3) Invalid votes	0	16	16	--

**Item No.4 as a Special Resolution:** Re-appointment of Mr. Gaurav Somani (DIN: 06428114) as Independent Director of the Company for a period of five years.

(1) Voted in favour of the resolution	7281850	30	7281880	100
(2) Voted against the resolution	200	0	200	Negligible
<b>Total</b>	<b>7282050</b>	<b>30</b>	<b>7282080</b>	<b>100</b>
(3) Invalid votes:	0	16	16	--

**Item No. 5 as a Special Resolution:** Re-appointment of Mr. Amar Chand Baid (DIN: 07741980) as Independent Director of the Company for a period of five years.

(1) Voted in favour of the resolution	7282050	30	7282080	100
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(2) Voted against the resolution	0	0	0	0
<b>Total</b>	<b>7282050</b>	<b>30</b>	<b>7282080</b>	<b>100</b>
(3) Invalid votes:	0	16	16	--

**Item No. 6 as an Ordinary Resolution:** Appointment of Mr. Sumit Banthiya (DIN: 06698295) as Director & Independent Director of the Company for a period of five years.

(1) Voted in favour of the resolution	7281850	30	7281880	100
(2) Voted against the resolution	200	0	200	Negligible
<b>Total</b>	<b>7282050</b>	<b>30</b>	<b>72820801</b>	<b>100</b>
(3) Invalid votes:	0	16	16	--





Based on the aforesaid results, the resolution no.(s) 1 to 6 as contained in the Notice have been passed with 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:** 17<sup>th</sup> September, 2018

**Place:** Kolkata