



ntc industries limited

(AN ISO 9001-2015 COMPANY)

REGD. OFFICE : 149 B. T. ROAD, P.O. KAMARHATI, KOLKATA - 700 058, PH : +91 75950 46807 / 13

15th September, 2023

To,
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai- 400 001
Scrip Code: 526723

To,
The Calcutta Stock Exchange Ltd.
7, Lyons Range,
Kolkata- 700 001
Scrip Code: 28044

Sub: Outcome of the 32nd Annual General Meeting of the Company

Dear Sir/Madam,

This is to inform that the 32nd Annual General Meeting of the Members of the Company has been duly held and convened on Thursday, 14th September, 2023 at 12:30 p.m. through video conferencing (VC)/ other audio visual means (OAVM) in accordance with guidelines stipulated by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

Further in terms of Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are attaching herewith:

1. Outcome- Voting Results of the 32nd Annual General Meeting of the Company for the financial year 2022-23 held on Thursday, 14th September, 2023; and
2. Consolidated Scrutinizer Report on remote e-voting and e-voting during the Annual General Meeting submitted by Mr. Raj Kumar Banthia, Partner of M/s MKB & Associates, Practicing Company Secretary (ACS No. 17190, CP No. 18428), who was appointed as the Scrutinizer.

The above are also being uploaded on the Company's website at <https://www.ntcind.com/>.

This is for your information and records.

Thanking you,

Yours faithfully,

For **ntc industries limited**

Anushree Chowdhury
Company Secretary
& Compliance Officer

Encl: As above

32nd Annual General Meeting of ntc industries ltd. - Details of Voting Result
(Pursuant to Regulation 44(3) of the Listing Regulations)

Date of the AGM	14th September, 2023	
Total number of shareholders on record date	7902	
No. of shareholders present in the meeting either in person or through proxy	In person	Through Proxy
a. Promoters and Promoter Group: b. Public:	As the meeting was held through VC/OAVM physical presence of members/proxy were not required.	
Total		
No. of shareholders attended the meeting through Video Conferencing	In person	Through Proxy
a. Promoters and Promoter Group: b. Public:	5 62	0 0
Total	67	0

Agenda wise Results

Resolution Required : (Ordinary)			1 - To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the year ended 31st March, 2023 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	No of Votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	
Promoter and Promoter Group	E-Voting	7870699	7870699	100.00	7870699	-	100.00	-	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-	-
	Total		7870699	100.00	7870699	-	100.00	-	-
Public Institutions	E-Voting	3900	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-	-
	Total		-	-	-	-	-	-	-
Public Non Institutions	E-Voting	4069401	871642	21.42	871537	105	99.99	0.01	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-	-
	Total		871642	21.42	871537	105	99.99	0.01	-
Total		11944000	8742341	73.19	8742236	105	100.00	0.01	-

Resolution Required : (Ordinary)			2 - To appoint a director in place of Mr. Tapan Kumar Chakraborty (DIN: 09175798) who retires by rotation and being eligible, offers himself 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	No of Votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	
Promoter and Promoter Group	E-Voting	7870699	7870699	100.00	7870699	-	100.00	-	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-	-
	Total		7870699	100.00	7870699	-	100.00	-	-
Public Institutions	E-Voting	3900	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-	-
	Total		-	-	-	-	-	-	-
Public Non Institutions	E-Voting	4069401	871642	21.42	871538	104	99.99	0.01	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-	-
	Total		871642	21.42	871538	104	99.99	0.01	-
Total		11944000	8742341	73.19	8742237	104	100.00	0.01	-

Resolution Required : (Special)		3 - Alteration and Adoption of the Memorandum of Association as per Companies Act, 2013.							
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	No of Votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	
Promoter and Promoter Group	E-Voting	7870699	7870699	100.00	7870699	-	100.00	-	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-	-
	Total		7870699	100.00	7870699	-	100.00	-	-
Public Institutions	E-Voting	3900	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-	-
	Total		-	-	-	-	-	-	-
Public Non Institutions	E-Voting	4069401	871642	21.42	871538	104	99.99	0.01	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-	-
	Total		871642	21.42	871538	104	99.99	0.01	-
Total		11944000	8742341	73.19	8742237	104	100.00	0.01	-

Resolution Required : (Special)			4- Adoption of new set of Articles of Association of the Company containing clauses in conformity with the provisions of the Companies Act, 2013						
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	No of Votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	
Promoter and Promoter Group	E-Voting	7870699	7870699	100.00	7870699	-	100.00	-	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-	-
	Total		7870699	100.00	7870699	-	100.00	-	-
Public Institutions	E-Voting	3900	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-	-
	Total		-	-	-	-	-	-	-
Public Non Institutions	E-Voting	4069401	871642	21.42	871538	104	99.99	0.01	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-	-
	Total		871642	21.42	871538	104	99.99	0.01	-
Total		11944000	8742341	73.19	8742237	104	100.00	0.01	-

Resolution Required : (Special)			5-To make investments, grant loan, provide guarantee or securities in excess of the limits specified under Section 186 of the Companies Act, 2013.						
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	No of Votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	
Promoter and Promoter Group	E-Voting	7870699	7870699	100.00	7870699	-	100.00	-	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-	-
	Total		7870699	100.00	7870699	-	100.00	-	-
Public Institutions	E-Voting	3900	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-	-
	Total		-	-	-	-	-	-	-
Public Non Institutions	E-Voting	4069401	871642	21.42	871538	104	99.99	0.01	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-	-
	Total		871642	21.42	871538	104	99.99	0.01	-
Total		11944000	8742341	73.19	8742237	104	100.00	0.01	-

Resolution Required : (Special)			6-To approve the material related party transaction limits to be entered between Company and RDB Realty and Infrastructure Limited, a related party of the Company.						
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes						
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	No of Votes Invalid
		[1]	[2]	[3]={{[2]/[1]}*100}	[4]	[5]	[6]={{[4]/[2]}*100}	[7]={{[5]/[2]}*100}	
Promoter and Promoter Group	E-Voting	7870699	7870699	100.00	0	-	-	-	7870699
	Poll		-	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-	-
	Total		7870699	100.00	0	-	-	-	7870699
Public Institutions	E-Voting	3900	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-	-
	Total		-	-	-	-	-	-	-
Public Non Institutions	E-Voting	4069401	871642	21.42	871538	104	99.99	0.01	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-	-
	Total		871642	21.42	871538	104	99.99	0.01	-
Total		11944000	8742341	73.19	871538	104	9.97	0.01	7870699

Resolution Required : (Special)			7-To approve the material related party transaction(s) between NTCIL Infrastructure Private Limited, a wholly owned subsidiary and RDB Realty and Infrastructure Limited, a related party of the Company.						
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes						
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	No of Votes Invalid
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$	
Promoter and Promoter Group	E-Voting	7870699	7870699	100.00	0	-	-	-	7870699
	Poll		-	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-	-
	Total		7870699	100.00	0	-	-	-	-
Public Institutions	E-Voting	3900	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-	-
	Total		-	-	-	-	-	-	-
Public Non Institutions	E-Voting	4069401	871642	21.42	871538	104	99.99	0.01	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-	-
	Total		871642	21.42	871538	104	99.99	0.01	-
Total		11944000	8742341	73.19	871538	104	9.97	0.01	7870699

Resolution Required : (Special)			8-To approve the material related party transaction(s) between NTCIL Real Estate Private Limited, a wholly owned subsidiary and RDB Realty and Infrastructure Limited, a related party of the Company.						
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes						
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	No of Votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	
Promoter and Promoter Group	E-Voting	7870699	7870699	100.00	0	-	-	-	7870699
	Poll		-	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-	-
	Total		7870699	100.00	0	-	-	-	-
Public Institutions	E-Voting	3900	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-	-
	Total		-	-	-	-	-	-	-
Public Non Institutions	E-Voting	4069401	871642	21.42	871538	104	99.99	0.01	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-	-
	Total		871642	21.42	871538	104	99.99	0.01	-
Total		11944000	8742341	73.19	871538	104	9.97	0.01	7870699



CONSOLIDATED SCRUTINIZER'S REPORT

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

To,

The Chairman of the 32nd (Thirty second) Annual General Meeting (AGM) of Members of NTC Industries Limited (CIN: L70109WB1991PLC053562), held on Thursday, 14th day of September, 2023 at 12:30 P.M. (IST) through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM").

Dear Sir,

I, Raj 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 electronic voting 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 read with General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021, 2/2022 and 10/2022 dated 8th April, 2020, 13th April, 2020, 5th May, 2020 and 13th January, 2021, 8th December, 2021, 14th December, 2021, 5th May, 2022 and 28th December, 2022 respectively issued by the Ministry of Corporate Affairs (collectively referred to as the "MCA Circulars") and SEBI Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 12th May, 2020, 15th January, 2021 and 5th January, 2023 and Secretarial Standards on General Meetings, in respect of the below mentioned Resolutions proposed at the 32nd Annual General Meeting of the Company held on Thursday, 14th day of September, 2023 at 12:30 P.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), do hereby submit my report as follows:





- (a) The Notice dated 10th August, 2023 convening the 32nd 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 electronically on 22nd August, 2023, to the members of the Company whose email addresses were registered with the Company/ Depositories/ RTA.
- (b) Since this AGM was held pursuant to the aforesaid MCA Circulars through VC or OAVM, physical attendance of the members has been dispensed with. Accordingly, in terms of above mentioned MCA and SEBI circulars, the facility for appointment of proxies by the members were also dispensed with.
- (c) 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 electronic voting facility offered by NSDL to the shareholders who did not cast their vote through remote e-voting.
- (d) The members holding shares either in physical or dematerialized form, as on the "Cut Off" date i.e. Thursday, 7th September, 2023 were entitled to vote on the proposed resolutions.
- (e) 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 Monday, 11th September, 2023 at 9:00 AM (IST) and ended on Wednesday, 13th September, 2023 at 5:00 PM (IST).
- (f) The members present at the meeting exercised their voting rights electronically through facility offered by NSDL.
- (g) After conclusion of voting at the 32nd Annual General Meeting, the votes cast electronically at the meeting were counted first, and thereafter, the votes





- cast through remote e-voting were unblocked in presence of Ms. Payal Mundhra and Ms. Kiran Joshi, who acted as witnesses in accordance with Rule 20 the Companies (Management & Administration) Rules, 2014 as amended.
- (h) 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 through remote e-voting and electronic voting during the AGM were derived from the report generated from the e-voting website of NSDL, www.evoting.nsdl.com.
- (i) A total of 71 Members have cast their vote, out of which 68 Members have cast their votes through remote e-voting and 3 Members have cast their votes electronically during the AGM and all such votes are valid except that 78,70,699 votes of 6 members belonging to promoter and promoter group which have been cast in favour of the resolutions have been treated as invalid in case of resolutions under item no. 6, 7 & 8 mentioned below.

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 through e-voting during the meeting (2)	Total (1)+(2)=(3)	% of total number of valid votes cast
ORDINARY BUSINESS				
Item No. 1 as an Ordinary Resolution: To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the year ended 31st March, 2023 together with the Reports of the Board of Directors and the Auditors thereon.				
(1) Voted in favour of the resolution	8742223	13	8742236	99.9988





(2) Voted against the resolution	105	0	105	0.0012
Total	8742328	13	8742341	100
(3) Invalid votes:	--	--	--	--

Item No. 2 as an Ordinary Resolution: To appoint a director in place of Mr. Tapan Kumar Chakraborty (DIN: 09175798) who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

(1) Voted in favour of the resolution	8742224	13	8742237	99.9988
(2) Voted against the resolution	104	0	104	0.0012
Total	8742328	13	8742341	100
(3) Invalid votes	--	--	--	--

SPECIAL BUSINESS

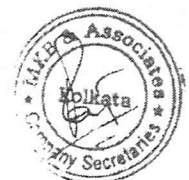
Item No. 3 as a Special Resolution: Alteration and Adoption of the Memorandum of Association as per Companies Act, 2013

(1) Voted in favour of the resolution	8742224	13	8742237	99.9988
(2) Voted against the resolution	104	0	104	0.0012
Total	8742328	13	8742341	100





(3) Invalid votes	--	--	--	--
Item No.4 as a Special Resolution: Adoption of new set of Articles of Association of the Company containing clauses in conformity with the provisions of the Companies Act, 2013.				
(1) Voted in favour of the resolution	8742224	13	8742237	99.9988
(2) Voted against the resolution	104	0	104	0.0012
Total	8742328	13	8742341	100
(3) Invalid votes:	--	--	--	--
Item No.5 as a Special Resolution: To make investments, grant loans, provide guarantee or securities in excess of the limits specified under Section 186 of the Companies Act, 2013				
(1) Voted in favour of the resolution	8742224	13	8742237	99.9988
(2) Voted against the resolution	104	0	104	0.0012
Total	8742328	13	8742341	100
(3) Invalid votes:	--	--	--	--
Item No.6 as an Ordinary Resolution: To approve the material related party transaction limits with M/s. RDB Realty & Infrastructure Limited				
(1) Voted in favour of the resolution	871525	13	871538	99.9881





(2) Voted against the resolution	104	0	104	0.0119
Total	871629	13	871642	100
(3) Invalid votes:	7870699	--	7870699	--
Item No. 7 as an Ordinary Resolution: To approve the material related party transaction(s) between NTCIL Infrastructure Private Limited, a wholly owned subsidiary and RDB Realty and Infrastructure Limited, a related party of the Company				
(1) Voted in favour of the resolution	871525	13	871538	99.9881
(2) Voted against the resolution	104	0	104	0.0119
Total	871629	13	871642	100
(3) Invalid votes:	7870699	--	7870699	--
Item No. 8 as an Ordinary Resolution: To approve the material related party transaction(s) between NTCIL Real Estate Private Limited, a wholly owned subsidiary and RDB Realty and Infrastructure Limited, a related party of the Company.				
(1) Voted in favour of the resolution	871525	13	871538	99.9881
(2) Voted against the resolution	104	0	104	0.0119
Total	871629	13	871642	100
(3) Invalid votes:	7870699	--	7870699	--

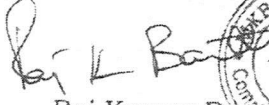




Based on the aforesaid results, the resolution no.(s) 1 to 8 as contained in the Notice have been passed with the requisite majority.

The remote e- voting register and other related papers/ registers and records, as applicable, 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.

For MKB & Associates
Company Secretaries
Firm Reg No: P2010WB042700


Raj Kumar Barathia
Partner

Membership no. 17190
COP no. 18428

Date: 15.09.2023
Place: Kolkata
UDIN: A017190E001014263

Received

For NTC INDUSTRIES LTD.


Company Secretary