



# 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: 08.09.2015

To  
**The 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: Submission of Scrutinizer's Report**

This is further to our letter sent on 6 September 2015 w.r.t 24<sup>th</sup> Annual General Meeting of the Members of the Company that was held on 4<sup>th</sup> September 2015 at 11.30 A.M. at The Aryans School, 149, B.T, Road, Kamarhati, Kolkata - 700058, West Bengal, the mode of voting was by way of ballot/ remote e-voting. The Members transacted the businesses as set out in the Items no. 01 to 05 of the notice convening the said meeting.


On the basis of the report received from the Scrutinizer, the Resolutions w.r.t the aforesaid matters have been declared as passed with requisite majority.

A copy of the Scrutinizer's Report is enclosed herewith for your information and record.

Kindly acknowledge receipt.

Yours faithfully,

For ntc industries limited

  
**Sunil Kumar Varma**  
(Company Secretary cum Compliance Officer)



Encl: As above



## 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 24<sup>th</sup> (Twenty Fourth) Annual General Meeting (AGM) of Members of **NTC Industries Limited** (CIN: L70109WB1991PLC053562), held on Friday, 4<sup>th</sup> 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 24<sup>th</sup> Annual General Meeting of the Company held on Friday, 4<sup>th</sup> 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 30<sup>th</sup> May, 2015 convening the 24<sup>th</sup> Annual General Meeting of the Company setting out all material facts in respect of Resolutions mentioned therein was sent on 13<sup>th</sup> 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. 28<sup>th</sup> 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, 1<sup>st</sup> September, 2015 at 9:00 a.m. and ended on Thursday, 3<sup>rd</sup> 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 24<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 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 31<sup>st</sup> 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