



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

21st March, 2024

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: Details of Voting Results of Resolutions passed through Postal Ballot and e-voting as per Regulations 30 and 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, the Company has conducted the process of Postal Ballot held through remote e-voting, for seeking the approval of the shareholders of the Company by way of Special Resolution. The Resolutions as stated in the Postal Ballot Notice except for item no. 5, dated 16th February, 2024 has been duly approved by the shareholders of the Company with the requisite majority.

The remote e-voting period commenced from Tuesday, 20th February, 2024 at 09:00 a.m. (IST) and ended on Wednesday, 20th March, 2024 at 5:00 p.m. (IST). The resolutions are deemed to be passed on the last date of the e-voting, i.e., 20th March, 2024.

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

- Outcome- Voting Results of the Postal Ballot through remote e-voting declared on 21st March, 2024 as per Regulation 30 & 44(3) of the Listing Regulations; and
- Scrutinizer Report dated 21st March, 2024 on remote e-voting submitted by Ms. Prachi Todi, (Membership No. 53022) Practicing Company Secretary, appointed to act as Scrutinizer by the Company.

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

Enclosed: as above

ntc industries limited - Details of Voting Result

(Pursuant to Regulation 44(3) of the Listing Obligations and Disclosure Requirements) Regulations, 2015)

Date of the Postal Ballot (last date of e-voting)	20th March, 2024	
Total number of shareholders on record date	8750	
No. of shareholders present in the meeting either in person or through proxy	In person	Through Proxy
a. Promoters and Promoter Group:	Not Applicable	
b. Public:	Not Applicable	
Total	Not Applicable	
No. of shareholders attended the meeting through Video Conferencing	In person	Through Proxy
a. Promoters and Promoter Group:	Not Applicable	
b. Public:	Not Applicable	
Total	Not Applicable	

Agenda wise Results

Resolution Required : (Special)		1 - To appoint Mr. Avijit Maity (DIN: 10456050) as a 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	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	78,70,699.00	100.00	7870699	-	100.00	-	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-	-
	Total		78,70,699.00	100.00	7870699	-	100.00	-	-
Public Institutions	E-Voting	3900	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-	-
	Total		-	-	-	-	-	-	-
Public Non Institutions	E-Voting	4069401	1656605	40.71	924896	731709	55.83	44.17	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-	-
	Total		1656605	40.71	924896	731709	55.83	44.17	-
Total		11944000	9527304	79.77	8795595	731709	92.32	44.17	-

Resolution Required : (Special)			2 - To appoint Mr. Sharad Kumar Bachhawat (DIN: 05161130) 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	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	1656605	40.71	924896	731709	55.83	44.17	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-	-
	Total		1656605	40.71	924896	731709	55.83	44.17	-
Total		11944000	9527304	79.77	8795595	731709	92.32	44.17	-

Resolution Required : (Special)			3 - To appoint Mr. Pallab Bhadra (DIN: 10456082) 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	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	1656605	40.71	924896	731709	55.83	44.17	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-	-
	Total		1656605	40.71	924896	731709	55.83	44.17	-
Total		11944000	9527304	79.77	8795595	731709	92.32	44.17	-

Resolution Required : (Special)			4- To appoint Mr. Binod Kumar Anchalia (DIN: 10480259) 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	No of Votes Invalid
		[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	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	1656605	40.71	924896	731709	55.83	44.17	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-	-
	Total		1656605	40.71	924896	731709	55.83	44.17	-
Total		11944000	9527304	79.77	8795595	731709	92.32	44.17	-
Resolution Required : (Special)			5-To consider and issue equity shares of the company on a preferential allotment basis by virtue of shares swap method						
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]	$[3]=\frac{[2]}{[1]} * 100$	[4]	[5]	$[6]=\frac{[4]}{[2]} * 100$	$[7]=\frac{[5]}{[2]} * 100$	
Promoter and Promoter Group	E-Voting	7870699	-	-	0	-	-	-	-
	Poll		-	-	-	-	-	-	
	Postal Ballot		-	-	-	-	-	-	-
	Total		-	-	0	-	-	-	-
Public Institutions	E-Voting	3900	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-	-
	Total		-	-	-	-	-	-	-
Public Non Institutions	E-Voting	4069401	1656605	40.71	924871	731734	55.83	44.17	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-	-
	Total		1656605	40.71	924871	731734	55.83	44.17	-
Total		11944000	1656605	13.87	924871	731734	55.83	44.17	-

Prachi Todi

Company Secretaries
46, East Topsia Road, Arupota
Kolkata-700105

Mobile No: 9830072442

Email: csprachi92@gmail.com; info.prachi92@gmail.com

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to the provision of Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended]

To
The Managing Director
M/s. NTC INDUSTRIES LIMITED
(CIN: L70109WB1991PLC053562)
149, B.T. Road Kamarhati,
Kolkata- 700058.

Date: 21/03/2024

Dear Sir,

I, Prachi Todi, Practicing Company Secretary (ACS No.53022/C.P. No.22964) was appointed as the Scrutinizer by the Board of Directors of **M/s. NTC INDUSTRIES LIMITED** ("the Company") to scrutinize the process of **Postal Ballot** held through remote e-voting in a fair and transparent manner and for ascertaining the requisite majority for the said voting on the resolution referred to in this report in terms of MCA Circular No. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021, 03/2022, 11/2022, 09/2023 dated 8th April, 2020, 13th April, 2020, 15th June, 2020, 28th September, 2020, 31st December, 2020, 23rd June, 2021, 08th December, 2021, 05th May, 2022, 28th December, 2022 and 25th September, 2023 respectively (collectively referred as "**MCA Circulars**"), the provisions of sections 108 and 110 of the Companies Act 2013 ("**the Act**") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("**the Rules**"), as amended from time to time, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**the SEBI Listing Regulations**") and the Secretarial Standard-2 ("**the SS-2**") on General Meeting.

The management of the Company is responsible to ensure the compliance with the requirements of the Act, the Circulars and the Rules relating to the procedures and manners of conducting the Postal Ballot on the resolution contained in the Notice dated 16th February, 2024. My responsibility as a scrutinizer for remote e-voting is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolution, based on the reports generated from the e-voting system of National Securities Depository limited ("**NSDL**"), the agency engaged by the Company to provide the facilities for remote e-voting.

I hereby submit my report as under:

1. The Notice dated 16th February, 2024 for passing of resolution through Postal Ballot was sent to the Shareholders whose email addresses were registered with the Company/ Depository in compliance with the Circulars which permitted sending of notice to the Shareholders through electronic mode.
2. The remote e-voting period remained open from 09:00 A.M. on Tuesday, the 20th day of February, 2024 up to 5:00 P.M. on Wednesday, the 20th day of March, 2024.



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- The members holding shares as on the 'cut-off' date i.e., 09th day of February, 2024 were entitled to vote on the proposed Resolution for Item Nos. 1 to 5 as set out in the Notice dated 16th day of February, 2024.
- After conclusion of the process of Postal Ballot, the votes cast through remote e-voting were unblocked on Thursday, the 21st day of March, 2024 around 11:20 A.M after the completion of the Postal Ballot in the presence of two witnesses, namely, Ms. Nupur Jhunjunwala and Ms. Anjali Chowdhury, who are not in employment of the Company.
- The e-voting data/results downloaded from the e-voting system of NSDL were scrutinized and reviewed, the votes were counted, and the results were prepared.
- The result of the remote e-voting conducted by the process of Postal Ballot is as under:

SPECIAL BUSINESS:

(a) Item No.1 as a Special Resolution

To appoint Mr. Avijit Maity (DIN: 10456050) as a Managing Director of the Company.

- (i) Voted in favour of the resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	66	8795595	92.32%
Total	66	8795595	92.32%

- (ii) Voted against the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	27	731709	7.68%
Total	27	731709	7.68%

- (iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
-	-

(b) Item No. 2 as a Special Resolution

To appoint Mr. Sharad Kumar Bachhawat (DIN: 05161130) as an Independent Director of the Company.

- (i) Voted in favour of the resolution:



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Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	66	8795595	92.32%
Total	66	8795595	92.32%

(i) Voted **against** the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	27	731709	7.68%
Total	27	731709	7.68%

(ii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
-	-

(c) **Item No.3 as a Special Resolution**

To appoint Mr. Pallab Bhadra (DIN: 10456082) as an Independent Director of the Company.

(i) Voted **in favour** of the resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	66	8795595	92.32%
Total	66	8795595	92.32%

(ii) Voted **against** the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	27	731709	7.68%
Total	27	731709	7.68%

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
-	-



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(d) Item No.4 as a Special Resolution

To appoint Mr. Binod Kumar Anchalia (DIN: 10480259) as an Independent Director of the Company.

(i) Voted in favour of the resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	66	8795595	92.32%
Total	66	8795595	92.32%

(ii) Voted against the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	27	731709	7.68%
Total	27	731709	7.68%

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
-	-

(e) Item No.5 as a Special Resolution

To consider and issue equity shares of the Company on a preferential allotment basis by virtue of shares swap method.

(i) Voted in favour of the resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	57	924871	55.83%
Total	57	924871	55.83%

(ii) Voted against the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	29	731734	44.17%
Total	29	731734	44.17%



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(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
-	-

- The resolutions proposed hereinabove except Item No. 5 have been passed with requisite majority.
- The electronic data and e-voting registers including other related papers/registers and records shall remain in my safe custody until the Managing Director (as authorized by the Board) considers, approves and sign the minutes in this regard and thereafter it will be handed over to the Chairman or the Company Secretary, if authorized by the Board for safe keeping.

Thanking you
Yours faithfully,

Prachitodi



Prachi Todi
Practicing Company Secretary
ACS No. 53022
C.P. No. 22964
Peer Review Certificate No. 1445/2021
UDIN: A053022E003613183

Place: Kolkata
Date: 21/03/2024

Received

For NTC INDUSTRIES LTD.

Anushree Chowdhury
Company Secretary