

SCRUTINIZER'S REPORT

To,
The Chairman
NCC Limited
Hyderabad

Dear Sir,

Report on the e-voting and voting by poll conducted at the Twenty Sixth Annual General Meeting ("AGM") of NCC Limited ("Company") held on Wednesday, August 24, 2016 at 3.30 P.M. at KLN Prasad Auditorium, Federation House, The Federation of Telangana and Andhra Pradesh Chamber of Commerce and Industry, 11-6-841, Red Hills, Hyderabad-500004, Telangana.

1. As per the provision of the Section 108 of the Companies Act, 2013 ("Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided facility for voting through electronic means ("remote e-voting") on all the Resolution(s) contained in the notice of the AGM.
2. I, Adusumilli Ravi Shankar, Practicing Company Secretary resident of Hyderabad was appointed as the Scrutinizer to scrutinize the remote e-voting as well as physical voting by the Members of the Company at the AGM to ascertain results for the Resolutions contained in the notice.
3. The management of the Company is responsible to ensure the compliance with the requirements of the Act and related Rules in respect of voting through electronic means and Poll on the Resolution(s) contained in the notice of the AGM.
4. The Company had appointed Karvy Computershare Private Limited ("Karvy"), registrar and transfer agent of the Company, as the service provider for the purpose of extending the facility of remote e-voting to the Members of the Company. Karvy had set up electronic voting facility on its website, <https://evoting.karvy.com> on all items of business (both Ordinary and Special) sought to be transacted at the AGM. As mentioned in the notice, the remote e-voting facility for voting was made available to the Members during the period August 20th 2016 (9.00 A.M.) to August 23, 2016 (5.00 P.M.)
5. The votes cast through remote e-voting were unblocked on August 24, 2016 at 4:45 p.m. in the presence of two witnesses Ms. Navya and Mr. Bharat, who are not in the employment of the Company.
6. At the venue of the AGM, the physical ballot forms were provided to the Members and Proxies to enable them to exercise their voting rights on all the Resolutions contained in the AGM notice.



7. After the conclusion of AGM, the ballot box kept for the purpose of casting votes was unlocked in my presence along with two witnesses. The ballot papers were reconciled with the records maintained by Karvy, Registrar and Transfer Agent of the Company and the authorizations / proxies lodged with the Company.
8. The ballot papers which were incomplete and/or which were otherwise found to be defective have been treated as invalid and kept separately.
9. Based on the reports generated from the remote e-voting system provided by Karvy and votes casted at the AGM, I hereby submit the results of the remote e-voting and physical Voting as **Annexure A**.


(A. Ravi Shankar)
Proprietor
FCS No. 5335
C.P No: 4318



Place : Hyderabad
Date : 26.08.2016

Enc: Annexure

Annexure - A

Item No. 1 – Adoption of Financial Statements Standalone and Consolidated for the financial year ended March 31, 2016

Mode	Total Ballot Received	Total Votes Polled	Votes less Casted	Invalid / Abstained		Valid		Favour			Against		
				Ballots	Votes	Ballots	Votes	Ballots	Votes	%	Ballots	Votes	%
E-Voting	242	375466401	15270	1	252	241	375450879	240	375450399	100.00%	1	480	0.00%
Physical	17	3578	1000	0	0	17	2578	17	2578	100.0%	0	0	0.00%
Total	259	375469979	16270	1	252	258	375453457	257	375452977	100.0%	1	480	0.00%

Item No. 2 – Declaration of Dividend for the FY-2015-16

Mode	Total Ballot Received	Total Votes	Votes less Casted	Invalid / Abstained		Valid		Favour			Against		
				Ballots	Votes	Ballots	Votes	Ballots	Votes	%	Ballots	Votes	%
E-Voting	242	375466401	15240	1	252	241	375450909	240	375450429	100.0%	1	480	0.00%
Physical	17	3578	1000	0	0	17	2578	17	2578	100.0%	0	0	0.00%
Total	259	375469979	16240	1	252	258	375453487	257	375453007	100.0%	1	480	0.00%

Item No. 3 – Reappointment of Shri. Utpal Sheth DIN: 00081012 as Director Liable to Retire by Rotation

Mode	Total Ballot Received	Total Votes	Votes less Casted	Invalid / Abstained		Valid		Favour			Against		
				Ballots	Votes	Ballots	Votes	Ballots	Votes	%	Ballots	Votes	%
E-Voting	242	375466401	15270	1	252	241	375450879	208	348907587	92.9%	33	26543292	7.07%
Physical	17	3578	1000	0	0	17	2578	17	2578	100.0%	0	0	0.00%
Total	259	375469979	16270	1	252	258	375453457	225	348910165	92.9%	33	26543292	7.07%

Item No. 4 – Reappointment of Shri. AVN Raju DIN: 00018965 as Director Liable to Retire by Rotation

Mode	Total Ballot Received	Total Votes	Votes less Casted	Invalid / Abstained		Valid		Favour			Against		
				Ballots	Votes	Ballots	Votes	Ballots	Votes	%	Ballots	Votes	%
E-Voting	242	375466401	15270	1	252	241	375450879	164	303006894	80.7%	77	72443985	19.30%
Physical	17	3578	1000	0	0	17	2578	17	2578	100.0%	0	0	0.00%
Total	259	375469979	16270	1	252	258	375453457	181	303009472	80.7%	77	72443985	19.30%

Item No. 5 – Ratification of Appointment of M/s. M, Bhaskara Rao & Co., (FRN: 0004595) and M/s. Deloitte Haskin & Sells (FRN: 008725) Chartered Accountants as Joint Statutory Auditors of the Company

Mode	Total Ballot Received	Total Votes	Votes less Casted	Invalid / Abstained		Valid		Favour			Against		
				Ballots	Votes	Ballots	Votes	Ballots	Votes	%	Ballots	Votes	%
E-Voting	242	375466401	15270	1	252	241	375450879	227	363076262	96.7%	14	12374617	3.30%
Physical	17	3578	1000	0	0	17	2578	17	2578	100.0%	0	0	0.00%
Total	259	375469979	16270	1	252	258	375453457	244	363078840	96.7%	14	12374617	3.30%



Item No. 6 – Appointment of Shri. S. Ravi (DIN: 00180746) as an Independent Director of the Company

Mode	Total Ballot Received	Total Votes	Votes less Casted	Invalid / Abstained		Valid		Favour			Against		
				Ballots	Votes	Ballots	Votes	Ballots	Votes	%	Ballots	Votes	%
E-Voting	242	375466401	15270	1	252	241	375450879	231	370638099	98.7%	10	4812780	1.28%
Physical	17	3578	1000	0	0	17	3578	17	2578	72.1%	0	0	0.00%
Total	259	375469979	16270	1	252	258	375453457	248	370640677	98.7%	10	4812780	1.28%

Item No. 7 – Appointment of Dr.AS Durga Prasad (DIN: 00911306) as an Independent Director of the Company

Mode	Total Ballot Received	Total Votes	Votes less Casted	Invalid / Abstained		Valid		Favour			Against		
				Ballots	Votes	Ballots	Votes	Ballots	Votes	%	Ballots	Votes	%
E-Voting	242	375466401	15270	1	252	241	375450879	234	371008099	98.8%	7	4442780	1.18%
Physical	17	3578	1000	0	0	17	3578	17	2578	72.1%	0	0	0.00%
Total	259	375469979	16270	1	252	258	375453457	251	371010677	98.8%	7	4442780	1.18%

Item No. 8 – Appointment of Shri.AVN Raju (DIN: 00018965) as Whole Time Director of the Company

Mode	Total Ballot Received	Total Votes	Votes less Casted	Invalid / Abstained		Valid		Favour			Against		
				Ballots	Votes	Ballots	Votes	Ballots	Votes	%	Ballots	Votes	%
E-Voting	242	375466401	15270	2	304	240	375450827	233	374756206	99.8%	7	694621	0.19%
Physical	17	3578	1000	0	0	17	2578	17	2578	100.0%	0	0	0.00%
Total	259	375469979	16270	2	304	257	375453405	250	374758784	99.8%	7	694621	0.19%

Item No. 9 – Approval of Remuneration payable to M/s. Vajralingam & Co., Cost Accountant (FRN: 101059) for the FY-2015-2016

Mode	Total Ballot Received	Total Votes	Votes less Casted	Invalid / Abstained		Valid		Favour			Against		
				Ballots	Votes	Ballots	Votes	Ballots	Votes	%	Ballots	Votes	%
E-Voting	242	375466401	15270	1	252	241	375450879	239	375450319	100.0%	2	560	0.00%
Physical	17	3578	1000	0	0	17	3578	17	2578	72.1%	0	0	0.00%
Total	259	375469979	16270	1	252	258	375453457	256	375452897	100.0%	2	560	0.00%

Note:

1. Out of the Total Votes in Physical Voting, One of the Share holder holding 2,000 Votes has partially abstained from Voting on 1,000 Shares for all the resolutions, hence have not been considered in Invalid / Abstained Column.
2. Out of the Total Against Votes in E voting 1 (One) of the Member has voted in favor for the part of their Shares held, hence have not been considered in Number of Ballots under Against column under E-Voting.

