

SCRUTINIZER'S REPORT

To,  
The Chairman  
NCC Limited  
Hyderabad

Dear Sir,

Report on the e-voting and voting by poll conducted at the Twenty Seventh Annual General Meeting ("AGM") of NCC Limited ("Company") held on Thursday August 24, 2017 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, A. 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 20, 2017 (9.00 A.M.) to August 23, 2017 (5.00 P.M.)



5. The votes cast through remote e-voting were unblocked on August 24, 2017 at 4.26 P.M. in the presence of two witnesses Ms. Sindhu and Mr. Vikas 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, if any 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.

For A. Ravi Shankar & CO  
Company Secretaries



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

Place : Hyderabad  
Date : 26.08.2017

Enc: Annexure

**Annexure - A**

**Item No. 1 - Adoption of financial statements of the Company (Standalone and Consolidated) for the financial year ended March 31, 2017 along with the Report of Directors & Auditors thereon (Ordinary Resolution)**

Mode	Total Ballot Received	Total Votes	Not Voted	Abstained		Valid		Favour			Against		
				Ballots	Votes	Ballots	Votes	Ballots	Votes	%	Ballots	Votes	%
E-Voting	252	390195586	571474	2	4850463	250	389624112	177	306594189	78.7%	73	78179460	20.07%
Physical	17	8340	0	0	0	17	8340	15	8218	98.5%	2	122	1.46%
<b>Total</b>	<b>269</b>	<b>390203926</b>	<b>571474</b>	<b>2</b>	<b>4850463</b>	<b>267</b>	<b>389632452</b>	<b>192</b>	<b>306602407</b>	<b>78.69%</b>	<b>75</b>	<b>78179582</b>	<b>20.06%</b>

**Item No. 2 - To Declare Dividend (Ordinary Resolution)**

Mode	Total Ballot Received	Total Votes	Not Voted	Abstained		Valid		Favour			Against		
				Ballots	Votes	Ballots	Votes	Ballots	Votes	%	Ballots	Votes	%
E-Voting	252	390195586	449074	2	4850463	250	389746512	249	384896029	98.8%	1	20	0.0%
Physical	17	8340	0	0	0	17	8340	15	8218	98.5%	2	122	1.46%
<b>Total</b>	<b>269</b>	<b>390203926</b>	<b>449074</b>	<b>2</b>	<b>4850463</b>	<b>267</b>	<b>389754852</b>	<b>264</b>	<b>384904247</b>	<b>98.76%</b>	<b>3</b>	<b>142</b>	<b>0.00%</b>

**Item No. 3 - Re-Appointment of Sri. J.V. Ranga Raju as Director (Ordinary Resolution)**

Mode	Total Ballot Received	Total Votes	Not Voted	Abstained		Valid		Favour			Against		
				Ballots	Votes	Ballots	Votes	Ballots	Votes	%	Ballots	Votes	%
E-Voting	252	390195586	449074	2	4850463	250	389746512	162	300618976	77.1%	88	84277073	21.6%
Physical	17	8340	0	0	0	17	8340	15	8218	98.5%	2	122	1.46%
<b>Total</b>	<b>269</b>	<b>390203926</b>	<b>449074</b>	<b>2</b>	<b>4850463</b>	<b>267</b>	<b>389754852</b>	<b>177</b>	<b>300627194</b>	<b>77.13%</b>	<b>90</b>	<b>84277195</b>	<b>21.62%</b>

**Item No. 4 - Re-Appointment of Sri. N.R. Alluri as Director (Ordinary Resolution)**

Mode	Total Ballot Received	Total Votes	Not Voted	Abstained		Valid		Favour			Against		
				Ballots	Votes	Ballots	Votes	Ballots	Votes	%	Ballots	Votes	%
E-Voting	252	390195586	449074	4	4851998	248	389746512	163	299300270	76.8%	85	85594244	22.0%
Physical	17	8340	0	0	0	17	8340	15	8218	98.5%	2	122	1.46%
<b>Total</b>	<b>269</b>	<b>390203926</b>	<b>449074</b>	<b>4</b>	<b>4851998</b>	<b>265</b>	<b>389754852</b>	<b>178</b>	<b>299308488</b>	<b>76.79%</b>	<b>87</b>	<b>85594366</b>	<b>21.96%</b>

**Item No. 5 - Appointment of M/s S.R. Batliboi & Associates, LLP, Chartered Accountants as Statutory Auditors of the Company (Ordinary Resolution)**

Mode	Total Ballot Received	Total Votes	Not Voted	Abstained		Valid		Favour			Against		
				Ballots	Votes	Ballots	Votes	Ballots	Votes	%	Ballots	Votes	%
E-Voting	252	390195586	449074	2	4850463	250	389746512	247	384895699	98.8%	3	350	0.0%
Physical	17	8340	0	0	0	17	8340	15	8218	98.5%	2	122	1.46%
<b>Total</b>	<b>269</b>	<b>390203926</b>	<b>449074</b>	<b>2</b>	<b>4850463</b>	<b>267</b>	<b>389754852</b>	<b>262</b>	<b>384903917</b>	<b>98.76%</b>	<b>5</b>	<b>472</b>	<b>0.00%</b>



**Item No. 6 - Re-appointment of Sri. A.A.V. Ranga Raju as Managing Director (Special Resolution)**

Mode	Total Ballot Received	Total Votes	Not Voted	Abstained		Valid		Favour			Against		
				Ballots	Votes	Ballots	Votes	Ballots	Votes	%	Ballots	Votes	%
E-Voting	252	390195586	449074	2	4850463	250	389746512	247	384895699	98.8%	3	350	0.0%
Physical	17	8340	0	0	0	17	8340	15	8218	98.5%	2	122	1.46%
<b>Total</b>	<b>269</b>	<b>390203926</b>	<b>449074</b>	<b>2</b>	<b>4850463</b>	<b>267</b>	<b>389754852</b>	<b>262</b>	<b>384903917</b>	<b>98.76%</b>	<b>5</b>	<b>472</b>	<b>0.00%</b>

**Item No. 7 - Re-appointment of Sri. A.G.K. Raju as Executive Director (Special Resolution)**

Mode	Total Ballot Received	Total Votes	Not Voted	Abstained		Valid		Favour			Against		
				Ballots	Votes	Ballots	Votes	Ballots	Votes	%	Ballots	Votes	%
E-Voting	252	390195586	449074	4	4851998	248	389746512	242	384894059	98.8%	6	455	0.0%
Physical	17	8340	0	0	0	17	8340	15	8218	98.5%	2	122	1.46%
<b>Total</b>	<b>269</b>	<b>390203926</b>	<b>449074</b>	<b>4</b>	<b>4851998</b>	<b>265</b>	<b>389754852</b>	<b>257</b>	<b>384902277</b>	<b>98.75%</b>	<b>8</b>	<b>577</b>	<b>0.00%</b>

**Item No. 8 - Re-appointment of Sri. J.V. Ranga Raju as Whole time Director Ordinary Resolution)**

Mode	Total Ballot Received	Total Votes	Not Voted	Abstained		Valid		Favour			Against		
				Ballots	Votes	Ballots	Votes	Ballots	Votes	%	Ballots	Votes	%
E-Voting	252	390195586	449074	3	4850538	249	389746512	234	353173168	90.6%	15	31722806	8.1%
Physical	17	8340	0	0	0	17	8340	15	8218	98.5%	2	122	1.46%
<b>Total</b>	<b>269</b>	<b>390203926</b>	<b>449074</b>	<b>3</b>	<b>4850538</b>	<b>266</b>	<b>389754852</b>	<b>249</b>	<b>353181386</b>	<b>90.62%</b>	<b>17</b>	<b>31722928</b>	<b>8.14%</b>

**Item No. 9 - Ratify the remuneration payable to Cost Auditors (Ordinary Resolution)**

Mode	Total Ballot Received	Total Votes	Not Voted	Abstained		Valid		Favour			Against		
				Ballots	Votes	Ballots	Votes	Ballots	Votes	%	Ballots	Votes	%
E-Voting	252	390195586	449074	4	4851998	248	389746512	244	384893889	98.8%	4	625	0.0%
Physical	17	8340	0	0	0	17	8340	15	8218	98.5%	2	122	1.46%
<b>Total</b>	<b>269</b>	<b>390203926</b>	<b>449074</b>	<b>4</b>	<b>4851998</b>	<b>265</b>	<b>389754852</b>	<b>259</b>	<b>384902107</b>	<b>98.75%</b>	<b>6</b>	<b>747</b>	<b>0.00%</b>

For A. Ravi Shankar & Co  
Company Secretaries

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



Place: Hyderabad  
Date: August 26, 2017