

SCRUTINIZER'S REPORT

To,
The Chairman
NCC Limited
NCC House, Madhapur
Hyderabad - 500081

Dear Sir,

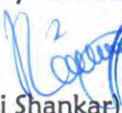
Report on the e-voting and voting through Poll conducted at the Twenty Ninth Annual General Meeting ("AGM") of NCC Limited ("Company") held on Friday, September 6, 2019 at 3.00 P.M. at Avasa Hotel, Constellation Hall, 1st Floor, Plot No. 15, 24, 25 & 26, Section 1, Survey No. 64, Near Cyber Towers, Hitech City, Madhapur, Hyderabad - 500081.

1. As per the provisions 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 Cut- Off date for identifying the members who were entitled to vote on the resolutions placed for approval of members was August 30, 2019.
5. The Company had appointed Karvy Fintech 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 and voting through Poll 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 September 3, 2019 (9.00 a.m.) to September 5, 2019 (5.00 p.m.).



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 taking count of the votes cast through Poll at the AGM, the votes cast through Remote e-Voting facility was duly unblocked on September 6, 2019 at 4.06 P.M by me as a Scrutinizer in the presence of two witnesses Mrs. Meena and Mr. Nagaraju who are not in the employment of the Company. The Poll was reconciled with the records maintained by Karvy, 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 and through poll provided by Karvy, we hereby submit the results of the remote e-voting and Poll as Annexure A.

For A. Ravi Shankar & Co
Company Secretaries


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



Place : Hyderabad
Date : September 7, 2019

Annexure - A

Item No. 1 - Adoption of both Standalone and Consolidated Financial Statements, Reports of Directors & Auditors for the financial year ended March 31, 2019 (Ordinary Resolution)

Mode	Total Ballot	Total Votes		Invalid / Abstained		Valid		Favour		Against			
		No of Ballots	Votes	No of Ballots	Votes	No of Ballots	Votes	No of Ballots	Votes	No of Ballots	Votes		
E-Voting	330	429979254		4	2704842	326	427274412	99.37	325	427273962	1	450	0.00
Physical	105	30468		5	131	100	30337	99.57	99	30336	1	1	0.00
Total	435	430009722		9	2704973	426	427304749	99.37	424	427304298	2	451	0.00

Item No. 2 - To declare dividend on the Equity Shares for the financial year 2018- 2019 (Ordinary Resolution)

Mode	Total Ballot	Total Votes		Invalid / Abstained		Valid		Favour		Against			
		No of Ballots	Votes	No of Ballots	Votes	No of Ballots	Votes	No of Ballots	Votes	No of Ballots	Votes		
E-Voting	330	429979254		3	1820466	327	428158788	99.58	327	428158788	0	0	0.00
Physical	105	30468		5	131	100	30337	99.57	99	28237	1	2100	0.07
Total	435	430009722		8	1820597	427	428189125	99.58	426	428187025	1	2100	0.00

Item No. 3 - To appoint a Director in place of Sri A V N Raju, (DIN 00018965) who retires by rotation and being eligible, offers himself for reappointment (Ordinary Resolution)

Mode	Total Ballot	Total Votes		Invalid / Abstained		Valid		Favour		Against			
		No of Ballots	Votes	No of Ballots	Votes	No of Ballots	Votes	No of Ballots	Votes	No of Ballots	Votes		
E-Voting	330	429979254		3	1820466	327	428158788	99.58	314	409594555	13	18564233	4.34
Physical	105	30468		5	131	100	30337	99.57	99	30336	1	1	0.00
Total	435	430009722		8	1820597	427	428189125	99.58	413	409624891	14	18564234	4.34

Item No. 4 - To appoint a Director in place of Sri Utpal Sheth, (DIN 0081012) who retires by rotation and being eligible, offers himself for reappointment (Ordinary Resolution)

Mode	Total Ballot	Total Votes		Invalid / Abstained		Valid		Favour		Against			
		No of Ballots	Votes	No of Ballots	Votes	No of Ballots	Votes	No of Ballots	Votes	No of Ballots	Votes		
E-Voting	330	429979254		3	1820466	327	428158788	99.58	219	347333596	108	80825192	18.88
Physical	105	30468		5	131	100	30337	99.57	100	30337	0	0	0.00
Total	435	430009722		8	1820597	427	428189125	99.58	319	347363933	108	80825192	18.88

Item No. 5 - To re-appoint Sri Hemant M Nerurkar (DIN-00265887) as an Independent Director of the Company (Special Resolution)

Mode	Total Ballot	Total Votes		Invalid / Abstained		Valid		Favour		Against			
		No of Ballots	Votes	No of Ballots	Votes	No of Ballots	Votes	No of Ballots	Votes	No of Ballots	Votes		
E-Voting	330	429979254		3	1820466	327	428158788	99.58	313	424796085	14	3362703	0.79
Physical	105	30468		5	131	100	30337	99.57	98	30335	2	2	0.01
Total	435	430009722		8	1820597	427	428189125	99.58	411	424826420	16	3362705	0.79



Item No. 6 - To re-appoint Smt. Renu Chalu (DIN-00157204) as an Independent Director of the Company (Special Resolution)

Mode	Total Ballot	Total Votes	Invalid / Abstained		Valid		Favour		Against			
			No of Ballots	Votes	No of Ballots	Votes	No of Ballots	Votes	No of Ballots	Votes	%	
E-Voting	330	429979254	3	1820466	327	428158788	306	419518381	21	8640407	97.98	2.02
Physical	105	30468	5	131	100	30337	100	30337	0	0	100.00	0.00
Total	435	430009722	8	1820597	427	428189125	406	419548718	21	8640407	97.98	2.02

Item No. 7 - To re-appoint of Sri. A S N Raju (DIN-00017416) as a Whole Time Director of the Company and the remuneration payable to him (Special Resolution)

Mode	Total Ballot	Total Votes	Invalid / Abstained		Valid		Favour		Against			
			No of Ballots	Votes	No of Ballots	Votes	No of Ballots	Votes	No of Ballots	Votes	%	
E-Voting	330	429979254	3	1820466	327	428158788	311	410022402	16	18136386	95.76	4.24
Physical	105	30468	5	131	100	30337	99	30336	1	1	100.00	0.00
Total	435	430009722	8	1820597	427	428189125	410	410052738	17	18136387	95.76	4.24

Item No. 8 - To consider and approve payment of Commission to Non Executive Directors of the Company (Ordinary Resolution)

Mode	Total Ballot	Total Votes	Invalid / Abstained		Valid		Favour		Against			
			No of Ballots	Votes	No of Ballots	Votes	No of Ballots	Votes	No of Ballots	Votes	%	
E-Voting	330	429979254	3	1820466	327	428158788	305	427090610	22	1068178	99.58	0.25
Physical	105	30468	6	2231	99	28237	99	28237	0	0	92.68	0.00
Total	435	430009722	9	1822697	426	428187025	404	427118847	22	1068178	99.58	0.25

Item No. 9 - To ratify the remuneration of the Cost Auditors for the financial year ending March 31, 2019 (Ordinary Resolution)

Mode	Total Ballot	Total Votes	Invalid / Abstained		Valid		Favour		Against			
			No of Ballots	Votes	No of Ballots	Votes	No of Ballots	Votes	No of Ballots	Votes	%	
E-Voting	330	429979254	3	1820466	327	428158788	321	428153298	6	5490	100.00	0.00
Physical	105	30468	6	2231	99	28237	97	28235	2	2	99.99	0.01
Total	435	430009722	9	1822697	426	428187025	418	428181533	8	5492	100.00	0.00

Note:

In respect of Resolution Number 3, 4 and 5, Two shareholders have voted partial in favor and partial in against
In respect of Resolution Number 6, 7, 8 and 9, One shareholder have voted partial in favor and partial in against

Date: September 7, 2019
Place: Hyderabad



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