## A. Ravi Shankar & Co. Company Secretaries

Off: Flat No.301, H.No: 16-11-511/D/238, Legend Home Dale, Salivahana Nagar, Moosaram Bagh, Dilsukh Nagar, Hyderabad – 500036 Mobile: 9848016535, Email: ravi@rsfcs.com

## 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.

- 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.
- 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.
- 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: <a href="https://evoting.karvy.com">https://evoting.karvy.com</a> 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.)



- 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.
- 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.
- 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	Total Votes	Not Voted	Abstained		Valid		,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	Favour	Against			
	Received			Ballots	Votes	Ballots	Votes	Ballots	Votes	94	Ballots	Votes	0/.
E-Voting	252	390195586	571474	2	4850463	250	389624112	177	306594189	78.7%	73		79
Physical	17	8340	:0	0	n	12		2.77				78179460	20.07%
,			3.4			17	8340	15	8218	98.5%	2	122	1.46%
Total	269	390203926	571474	2	4850463	267	389632452	192	306602407	78.69%	75	78179582	20.06%

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

Mode	Total Ballot	Total Votes	Not Voted	Abstained		Valid		Favous			Against		
	Received			Ballots	Votes	Ballots	Votes	Ballots	Votes	95	Ballots	Votes	0/0
E-Voting	252	390195586	449074	2	4850463	250	389746512	249	384896029	98.8%	1	70103	
Physical	17	8340	0	0	0	7.77	8340	15			1	20	0.0%
Total	269		4.45.50			4.7		10	8218	98.5%	2	122	1.46%
V CATOR	209	390203926	449074	2	4850463	267	389754852	264	384904247	98.76%	3	142	0.00%

Item No. 3 - Re-Appointment of Srl. J.V. Range Raju as Director (Ordinary Resolution)

Mode	Total Ballot Received	Total Votes	Not Voted	Abstained		v	alid	Favour			Against		
	Received	-		Ballots	Votes	Ballots	Votes	Ballots	Votes	%	Ballots	Votes	6/9
E-Voting	252	390195586	449074	2	4850463	250	389746512	162	300618976	77 196	88	84277073	
Physical	17	8340	0		0	1 ***					00	04511119	21.5%
			V	V	17	1.6	8340	15	8218	98.5%	2	122	1.46%
Total	269	390203926	449074	2	4850463	267	389754852	177	300627194	77.13%	90	84277195	21.62%

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

Mode	Total Ballot	Total Votes	Not Voted	Abstained		Valid			Favour	Against			
	Received			Ballots	Votes	Ballots	Votes	Ballots	Votes	90	Ballots	Votes	P-L
E-Voting	252	390195586	449074	4	4851998	248	389746512	163	299300270	76.8%	95	85594244	20.00
Physical	17	8340	0	0	0	17	8340	15	8218		00	100	22.0%
Total	269	390203926	449074	4	4851998	265	389754852	7.0		98.5%	2	124	1.46%
2 July	1 2021		773074	- 1	4001990	200	357754852	178	299308488	76,79%	87	85594366	21.96%

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			
	Received		Const Declaration	Ballots	Votes	Ballots	Votes	Ballots	Votes	96	Ballots	Votes	9%
E-Voting	252	390195586	449074	2	4850463	250	389746512	247	384895699	98.8%	2	750	
Physical	17	8340	0	0	n	12	8340	4.50			3	25(1)	0.0%
	0.50		~	W.	- 0	17		15	8218	98.5%	2	122	1.46%
Total	269	390203926	449074	2	4850463	267	389754852	262	384903917	98.76%	5	472	0.00%

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

Mode	Total Ballot	Total Votes	Not Voted	Abstained		Valid			Favour	Against			
	Received			Ballots	Votes	Ballots	Votes	Ballots	Votes	40			
E-Voting	252	390195586	449074	- 2	4000463	200			votes	26	Ballots	Votes	96
Man .	-		772077	2	4850463	250	389746512	247	384895699	98.8%	7	350	
Physical	171	8340	O	0	01	1/7	8340	1.0			- 12	220	0.0%
Potal	269	390203926	440054			- 11		12	8218	98.5%	2	122	1.46%
	203	230203326	449074	2	4850463	267	389754852	262	384903917	98.76%	-	F 82 60	
								202	00,700311	29.70%	5	472	0.00%

Item No. 7 - Re-appointment of Sri. A.G.K. Rain as Executive Director (Special Persenting)

Mode	Total Ballot	Total Votes	Not Voted	Abstained		Valid			Favour	Against			
-	Received			Ballots	Votes	Ballots	Votes	Ballots	Votes	B)	THE REST OF		
E-Voting	252	390195586	449074		4051000	210			vates	26	Ballots	Votes	90
nt : :	-	-	142074	7	4851998	248	389746512	242	384894059	98.8%	- 6	455	0.00
Physical	171	8340	D	0	0.	12	8340	1.0			Q	455	0.03
Total	200	20000000		-	U	1.7	8340	15	8218	98.5%	2	100	1.469
LOUAL	269	390203926	449074	4	4851998	265	389754852	257	201000000		-	1.66	1.4130
		-				200	002,04002	207	384902277	98.75%	8	577	0.00"

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

	Ballots						Against			
	Denots	Votes	Ballots	Votes	Ballots	Votes	0.			
449074	2	4850538	545			votes	76	Ballots	Votes	96
773077	0	+630338	249	389746512	234	353173168	90.6%	15	31722806	8.10
0	0	0	17	8340	18	anto		1.0	27185000	0.1.2
440074	-	4000000			13	8218	98.5%	2	122	1.46%
443074	3	4850538	266	389754852	249	353181386	90.62%	17	31702020	8.14%
_	449074	449074 3	449074 3 4850538	449074 3 4850538 266	1122	449074 3 4850500	449074 3 4950500 000	449074 3 4850500 200 200 200 200 200 200 200 200 20	449074 3 4850538 266 200764050 246	449074 3 4850538 266 389754852 249 25319326 2 122

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

Mode	Total Ballot	Total Votes	Not Voted	Abstained		Valid			Favour	Against			
	Received			Ballots	Votes	Ballots	Votes	Ballots	Votes	B)			
E-Voting	252	390195586	449074		485199B	240				7/0	Ballots	Votes	96
Physical	100		375017	7	4091330	248	389746512	244	384893889	99.8%	4	605	0.0%
ritysical	1.4	8340	D	0	0	17	8340	15	0212			023	4.01
Total	269	390203926	449074	-	4054000			10	8218	98.5%	2	122	1.46%
	2021	070203720	449074	4	4851998	265	389754852	259	384902107	98.75%	6	747	0.00%

For A. Ravi Shankar & Co Company Secretaries

(A. Ravi Shankar) Proprietor

FCS No. 5335

C.P No: 4318

Place: Hyderabad Date: August 26, 2017