

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-Eight Annual General Meeting ("AGM") of NCC Limited ("Company") held on Friday, August 10, 2018 at 3.30 P.M. at KLN Prasad Auditorium, Federation House, The Federation of Telangana and Andhra Pradesh Chambers of Commerce and Industry, 11-6-841, Red Hills, Hyderabad - 500004.

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 3, 2018.
5. 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 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 August 7, 2018 (9.00 a.m.) to August 9, 2018 (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 August 10, 2018 at 4:30P.M by me as a Scrutinizer in the presence of two witnesses Mr. Yogesh Jaju 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 : August 11, 2018

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Annexure - A

Item No. 1 – Adoption of both Standalone and Consolidated Financial Statements, Reports of Directors & Auditors for the financial year ended March 31, 2018 (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	300	424932153	6	3554741	294	421377412	99.16	293	421377181	100.00	1	231	0.00
Physical	113	39885	1	233	112	39652	99.42	102	39317	99.16	10	335	0.01
Total	413	424972038	7	3554974	406	421417064	99.16	395	421416498	100.00	11	566	0.00

Item No. 2 – To declare dividend on the Equity Shares for the financial year 2017- 2018 (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	300	424932153	4	3432010	296	421500143	99.19	296	421500143	100.00	0	0	0.00
Physical	113	39885	1	233	112	39652	99.42	101	39316	99.15	11	336	0.01
Total	413	424972038	5	3432243	408	421539795	99.19	397	421539459	100.00	11	336	0.00

Item No. 3 – To appoint a Director in place of Sri A S N Raju, (DIN 00017416) 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	%
E-Voting	300	424932153	5	3432048	295	421500105	99.19	287	411802592	97.70	8	9697513	2.30
Physical	113	39885	1	233	112	39652	99.42	102	39317	99.16	10	335	0.84
Total	413	424972038	6	3432281	407	421539757	99.19	389	411841909	97.70	18	9697848	2.30

Item No. 4 – To appoint a Director in place of Sri A G K Raju, (DIN 00019100) 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	%
E-Voting	300	424932153	5	3432051	295	421500102	99.19	216	354315917	84.06	79	67184185	15.94
Physical	113	39885	1	233	112	39652	99.42	101	39316	99.15	11	336	0.85
Total	413	424972038	6	3432284	407	421539754	99.19	317	354355233	84.06	90	67184521	15.94

Item No. 5 – To ratify the remuneration of the Cost Auditors for the financial year ending March 31, 2018 (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	300	424932153	5	3432047	295	421500106	99.19	290	421055552	99.89	5	444554	0.11
Physical	113	39885	1	233	112	39652	99.42	98	39062	98.51	14	590	1.49
Total	413	424972038	6	3432280	407	421539758	99.19	388	421094614	99.89	19	445144	0.11



Item No. 6 - To consider and approve issue of Convertible Warrants on preferential basis to M/s. A V S R Holdings Pvt Ltd., one of the Promoters of NCC Limited (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	300	424932153	6	3432096	294	421500057	99.19	279	394126642	93.51	15	27373415	6.49
Physical	113	39885	1	233	112	39652	99.42	102	39318	99.16	10	334	0.84
Total	413	424972038	7	3432329	406	421539709	99.19	381	394165960	93.51	25	27373749	6.49

Item No. 7 - To consider and approve enhancing the borrowing powers 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	300	424932153	4	3432014	296	421500139	99.19	281	418913853	99.39	15	2586286	0.61
Physical	113	39885	1	233	112	39652	99.42	101	39316	99.15	11	336	0.85
Total	413	424972038	5	3432247	408	421539791	99.19	382	418953169	99.39	26	2586622	0.61

Item No. 8 - To consider and approve enhancing the powers of the Company for charging / securing the properties 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	300	424932153	5	3432041	295	421500112	99.19	280	418913760	99.39	15	2586352	0.61
Physical	113	39885	1	233	112	39652	99.42	101	39316	99.15	11	336	0.85
Total	413	424972038	6	3432274	407	421539764	99.19	381	418953076	99.39	26	2586688	0.61

Item No. 9 - To alter the Articles of Association of the Company by adoption of new set of Articles of Association in conformity with the Companies Act, 2013 (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	300	424932153	5	3432041	295	421500112	99.19	219	355526260	84.35	76	65973852	15.65
Physical	113	39885	1	233	112	39652	99.42	103	39319	99.16	9	333	0.84
Total	413	424972038	6	3432274	407	421539764	99.19	322	355565579	84.35	85	65974185	15.65

Item No. 10 - To alter the Memorandum of Association of the Company in conformity with the Companies Act, 2013 (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	300	424932153	5	3432044	295	421500109	99.19	293	421499843	100.00	2	266	0.00
Physical	113	39885	1	233	112	39652	99.42	103	39319	99.16	9	333	0.84
Total	413	424972038	6	3432277	407	421539761	99.19	396	421539162	100.00	11	599	0.00

Item No. 11 - Approval of Related Party Transaction under Section 188 of Companies Act, 2013 with Sri U Sunil, Associate Director

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	300	424932153	13	72072105	287	352860048	83.04	264	315615762	89.45	23	37244286	10.55
Physical	113	39885	1	233	112	39652	99.42	103	39319	99.16	9	333	0.84
Total	413	424972038	14	72072338	399	352899700	83.04	367	315655081	89.45	32	37244619	10.55



Item No. 12 – Approval of Related Party Transaction under Section 188 of Companies Act, 2013 with Sri S R K Surya Sri Krishna Raju, Associate Director

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	300	424932153	16	66624062	284	358308091	84.32	261	321063805	89.61	23	37244286	10.39
Physical	113	39885	1	233	112	39652	99.42	102	39296	99.10	10	356	0.90
Total	413	424972038	17	66624295	396	358347743	84.32	363	321103101	89.61	33	37244642	10.39

Item No. 13 – Approval of Related Party Transaction under Section 188 of Companies Act, 2013 with Sri A Vishnu Varma, Associate Director

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	300	424932153	16	66624057	284	358308096	84.32	261	321063810	89.61	23	37244286	10.39
Physical	113	39885	1	233	112	39652	99.42	103	39319	99.16	9	333	0.84
Total	413	424972038	17	66624290	396	358347748	84.32	364	321103129	89.61	32	37244619	10.39

Item No. 14 – Approval of Related Party Transaction under Section 188 of Companies Act, 2013 with Sri A Harsha Varma, Associate Director

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	300	424932153	15	61404056	285	363528097	85.55	262	326283811	89.75	23	37244286	10.25
Physical	113	39885	1	233	112	39652	99.42	102	39296	99.10	10	356	0.90
Total	413	424972038	16	61404289	397	363567749	85.55	364	326323107	89.76	33	37244642	10.24

Item No. 15 – Approval of Related Party Transaction under Section 188 of Companies Act, 2013 with Sri J K Chaitanya Varma, Associate Director

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	300	424932153	13	6352765	287	418579388	98.50	264	381335102	91.10	23	37244286	8.90
Physical	113	39885	1	233	112	39652	99.42	103	39319	99.16	9	333	0.84
Total	413	424972038	14	6352998	399	418619040	98.51	367	381374421	91.10	32	37244619	8.90

Date: 11.08.2018
Place: Hyderabad

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

