



ntc industries limited

(AN ISO 9001-2015 COMPANY)

REGD. OFFICE : 149 B. T. ROAD, P.O. KAMARHATI, KOLKATA - 700 058, PH : +91 75950 46807 / 13

30th August, 2024

To,
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai- 400 001
Scrip Code: 526723

To,
The Calcutta Stock Exchange Ltd.
7, Lyons Range,
Kolkata- 700 001
Scrip Code: 28044

Sub: Outcome of the 33rd Annual General Meeting of the Company

Dear Sir/Madam,

This is to inform that the 33rd Annual General Meeting of the Members of the Company has been duly held and convened on Friday, 30th August, 2024 at 12:30 p.m. through video conferencing (VC)/ other audio visual means (OAVM) in accordance with guidelines stipulated by the Ministry of Corporate Affairs and the Securities and Exchange Board of India ('SEBI').

Further in terms of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are attaching herewith:

1. Outcome- Voting Results of the 33rd Annual General Meeting of the Company for the financial year 2023-24 held on Friday, 30th August, 2024; and
2. Consolidated Scrutinizer Report on remote e-voting and e-voting during the Annual General Meeting submitted by Ms. Prachi Todi, Practicing Company Secretary (ACS No. 53022, CP No. 22964), who was appointed as the Scrutinizer.

The above are also being uploaded on the Company's website at <https://www.ntcind.com/>.

This is for your information and records.

Thanking you,

Yours faithfully,

For **ntc industries limited**

Anushree Chowdhury
Company Secretary
& Compliance Officer

Encl: As above

33rd Annual General Meeting of ntc industries ltd. - Details of Voting Result
(Pursuant to Regulation 44(3) of the Listing Regulations)

| | | |
|---|---|----------------------|
| Date of the AGM | 30th August, 2024 | |
| Total number of shareholders on record date | 9489 | |
| No. of shareholders present in the meeting either in person or through proxy | In person | Through Proxy |
| a. Promoters and Promoter Group: b. Public: | As the meeting was held through VC/OAVM physical presence of members/proxy were not required. | |
| Total | | |
| No. of shareholders attended the meeting through Video Conferencing | In person | Through Proxy |
| a. Promoters and Promoter Group: | 5 | 0 |
| b. Public: | 69 | 0 |
| Total | 74 | 0 |

Agenda wise Results

| Resolution Required : Ordinary | | 1 - To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the year ended 31st March, 2024 together with the Reports of the Board of Directors and the Auditors thereon. | | | | | | | |
|---|----------------|--|---------------------|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|---------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | No | | | | | | | |
| Category | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes –Against | % of Votes in favour on votes polled | % of Votes against on votes polled | No of Votes Invalid |
| | | [1] | [2] | $[3]=\{[2]/[1]\} * 100$ | [4] | [5] | $[6]=\{[4]/[2]\} * 100$ | $[7]=\{[5]/[2]\} * 100$ | |
| Promoter and Promoter Group | E-Voting | 7870699 | 7870699 | 100.00 | 7870699 | - | 100.00 | - | - |
| | Poll | | - | - | - | - | - | - | - |
| | Postal Ballot | | - | - | - | - | - | - | - |
| | Total | | 7870699 | 100.00 | 7870699 | - | 100.00 | - | - |
| Public Institutions | E-Voting | 2000 | - | - | - | - | - | - | - |
| | Poll | | - | - | - | - | - | - | - |
| | Postal Ballot | | - | - | - | - | - | - | - |
| | Total | | - | - | - | - | - | - | - |
| Public Non Institutions | E-Voting | 4071301 | 1562037 | 38.3670 | 917600 | 644437 | 58.7438 | 41.2562 | - |
| | Poll | | - | - | - | - | - | - | - |
| | Postal Ballot | | - | - | - | - | - | - | - |
| | Total | | 1562037 | 38.3670 | 917600 | 644437 | 58.7438 | 41.2562 | - |
| Total | | 11944000 | 9432736 | 78.9747 | 8788299 | 644437 | 93.1681 | 6.8319 | - |

| Resolution Required : Ordinary | | | 2) To appoint a Director in place of Ms. Vembi Krishnamurthy Radha (DIN: 07141131) who retires by rotation and being eligible offers herself for re-appointment. | | | | | | |
|--|-----------------------|---------------------------|---|--|---------------------------------|------------------------------|---|---|----------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | | No | | | | | | |
| Category | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes –Against | % of Votes in favour on votes polled | % of Votes against on votes polled | No of Votes Invalid |
| | | [1] | [2] | $[3]=\{[2]/[1]\} * 100$ | [4] | [5] | $[6]=\{[4]/[2]\} * 100$ | $[7]=\{[5]/[2]\} * 100$ | |
| Promoter and Promoter Group | E-Voting | 7870699 | 7870699 | 100.00 | 7870699 | - | 100.00 | - | - |
| | Poll | | - | - | - | - | - | - | - |
| | Postal Ballot | | - | - | - | - | - | - | - |
| | Total | | 7870699 | 100.00 | 7870699 | - | 100.00 | - | - |
| Public Institutions | E-Voting | 2000 | - | - | - | - | - | - | - |
| | Poll | | - | - | - | - | - | - | - |
| | Postal Ballot | | - | - | - | - | - | - | - |
| | Total | | - | - | - | - | - | - | - |
| Public Non Institutions | E-Voting | 4071301 | 1562037 | 38.3670 | 917600 | 644437 | 58.7438 | 41.2562 | - |
| | Poll | | - | - | - | - | - | - | - |
| | Postal Ballot | | - | - | - | - | - | - | - |
| | Total | | 1562037 | 38.3670 | 917600 | 644437 | 58.7438 | 41.2562 | - |
| Total | | 11944000 | 9432736 | 78.9747 | 8788299 | 644437 | 93.1681 | 6.8319 | - |

| Resolution Required : Ordinary | | | 3) To increase the Authorised Share Capital and consequent amendment in the Capital Clause of Memorandum of Association of the Company. | | | | | | |
|---|----------------|--------------------|---|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|---------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | | No | | | | | | |
| Category | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes –Against | % of Votes in favour on votes polled | % of Votes against on votes polled | No of Votes Invalid |
| | | [1] | [2] | $[3]=\{[2]/[1]\} * 100$ | [4] | [5] | $[6]=\{[4]/[2]\} * 100$ | $[7]=\{[5]/[2]\} * 100$ | |
| Promoter and Promoter Group | E-Voting | 7870699 | 7870699 | 100.00 | 7870699 | - | 100.00 | - | - |
| | Poll | | - | - | - | - | - | - | - |
| | Postal Ballot | | - | - | - | - | - | - | - |
| | Total | | 7870699 | 100.00 | 7870699 | - | 100.00 | - | - |
| Public Institutions | E-Voting | 2000 | - | - | - | - | - | - | - |
| | Poll | | - | - | - | - | - | - | - |
| | Postal Ballot | | - | - | - | - | - | - | - |
| | Total | | - | - | - | - | - | - | - |
| Public Non Institutions | E-Voting | 4071301 | 1562037 | 38.3670 | 917600 | 644437 | 58.7438 | 41.2562 | - |
| | Poll | | - | - | - | - | - | - | - |
| | Postal Ballot | | - | - | - | - | - | - | - |
| | Total | | 1562037 | 38.3670 | 917600 | 644437 | 58.7438 | 41.2562 | - |
| Total | | 11944000 | 9432736 | 78.9747 | 8788299 | 644437 | 93.1681 | 6.8319 | - |

| Resolution Required : Special | | | 4) To approve continuation of Ms. Vembi Krishnamurthy Radha (DIN: 07141131) as a Non-Executive Non- Independent Director of the Company on completion of her 75 years of age. | | | | | | |
|--|-----------------------|---------------------------|--|--|---------------------------------|------------------------------|---|---|----------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | | No | | | | | | |
| Category | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes –Against | % of Votes in favour on votes polled | % of Votes against on votes polled | No of Votes Invalid |
| | | [1] | [2] | [3]={[2]/[1]}*100 | [4] | [5] | [6]={[4]/[2]}*100 | [7]={[5]/[2]}*100 | |
| Promoter and Promoter Group | E-Voting | 7870699 | 7870699 | 100.00 | 7870699 | - | 100.00 | - | - |
| | Poll | | - | - | - | - | - | - | - |
| | Postal Ballot | | - | - | - | - | - | - | - |
| | Total | | 7870699 | 100.00 | 7870699 | - | 100.00 | - | - |
| Public Institutions | E-Voting | 2000 | - | - | - | - | - | - | - |
| | Poll | | - | - | - | - | - | - | - |
| | Postal Ballot | | - | - | - | - | - | - | - |
| | Total | | - | - | - | - | - | - | - |
| Public Non Institutions | E-Voting | 4071301 | 1562037 | 38.3670 | 917600 | 644437 | 58.7438 | 41.2562 | - |
| | Poll | | - | - | - | - | - | - | - |
| | Postal Ballot | | - | - | - | - | - | - | - |
| | Total | | 1562037 | 38.3670 | 917600 | 644437 | 58.7438 | 41.2562 | - |
| Total | | 11944000 | 9432736 | 78.9747 | 8788299 | 644437 | 93.1681 | 6.8319 | - |

| Resolution Required : Special | | | 5) To consider and issue of warrant convertible into Equity Shares on preferential basis to the Non- Promoter Category. | | | | | | |
|---|----------------|--------------------|---|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|---------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | | No | | | | | | |
| Category | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes –Against | % of Votes in favour on votes polled | % of Votes against on votes polled | No of Votes Invalid |
| | | [1] | [2] | $[3]=\{[2]/[1]\} * 100$ | [4] | [5] | $[6]=\{[4]/[2]\} * 100$ | $[7]=\{[5]/[2]\} * 100$ | |
| Promoter and Promoter Group | E-Voting | 7870699 | 7870699 | 100.00 | 7870699 | - | 100.00 | - | - |
| | Poll | | - | - | - | - | - | - | - |
| | Postal Ballot | | - | - | - | - | - | - | - |
| | Total | | 7870699 | 100.00 | 7870699 | - | 100.00 | - | - |
| Public Institutions | E-Voting | 2000 | - | - | - | - | - | - | - |
| | Poll | | - | - | - | - | - | - | |
| | Postal Ballot | | - | - | - | - | - | - | |
| | Total | | - | - | - | - | - | - | |
| Public Non Institutions | E-Voting | 4071301 | 1562037 | 38.3670 | 917600 | 644437 | 58.7438 | 41.2562 | - |
| | Poll | | - | - | - | - | - | - | - |
| | Postal Ballot | | - | - | - | - | - | - | - |
| | Total | | 1562037 | 38.3670 | 917600 | 644437 | 58.7438 | 41.2562 | - |
| Total | | 11944000 | 9432736 | 78.9747 | 8788299 | 644437 | 93.1681 | 6.8319 | - |

Prachi Todi

Company Secretaries
46 East Topsia Road, Arupota
Kolkata-700105
Mobile No: 9830072442

Email: csprachi92@gmail.com; info.prachi92@gmail.com

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended]

To

The Chairman of the 33rd (Thirty-Third) Annual General Meeting of Members of **M/s. NTC Industries Limited** (CIN: L70109WB1991PLC053562), held on Friday, the 30th day of August, 2024 at 12:30 P.M. IST through Video Conferencing/ Other Audio Visual Means.

Dear Sir,

I, Prachi Todi, Practicing Company Secretary (ACS No.53022/C.P. No.22964) was appointed as the Scrutinizer by the Board of Directors of **M/s. NTC Industries Limited ("the Company")** in connection with the 33rd Annual General Meeting ("AGM") of the members of the Company held on Friday, the 30th day of August, 2024 at 12:30 P.M. IST through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") in terms of MCA Circular No. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021, 02/2022, 10/2022 and 09/2023 dated 8th April, 2020, 13th April, 2020, 5th May, 2020, 13th January, 2021, 08th December, 2021, 14th December, 2021, 05th May, 2022, 28th December, 2022 and 25th September, 2023 respectively and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11, SEBI/HO/CFD/CMD2/CIR/P/2022/62, SEBI/HO/CFD/PoD-2/P/CIR/2023/4, and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 12th May, 2020, 15th January, 2021, 13th May, 2022, 05th January, 2023 and 07th October, 2023 respectively (collectively referred as "the Circulars") for the purpose of scrutinizing the electronic voting ("e-voting") process through remote e-voting and e-voting at the AGM in a fair and transparent manner and ascertaining the requisite majority for the said voting on the resolutions referred to in this report, as per the provisions of section 108 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 ("The Act"), the Circulars and the Rules relating to remote e-voting and e-voting at the AGM on the resolutions contained in the Notice of the AGM dated 02nd day of August, 2024. My responsibility as a scrutinizer for remote e-voting and e-voting at the AGM is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the e-voting system of National Securities Depository Limited ("NSDL"), the agency engaged by the Company to provide the facilities for both remote e-voting and e-voting at the AGM.



Prachi Todi

Company Secretaries
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Mobile No: 9830072442

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I hereby submit my report as under:

1. The Notice dated 02nd August, 2024 convening the 33rd AGM of the Company along with the statement under Section 102 of the Act setting out all material facts in respect of Resolutions mentioned therein, was sent to the shareholders whose email addresses were registered with the Company/ Depository in compliance with the MCA Circulars read with SEBI circular dated 07th October, 2023, 05th January, 2023, 13th May, 2022, 15th January 2021 and 12th May, 2020 which permitted sending of notice to the shareholders only through electronic mode and the holding of the AGM through VC / OAVM, without the physical presence of the Members at a common venue.
2. The remote e-voting period remained open from 09:00 A.M. IST on Tuesday, the 27th day of August, 2024 up to 5:00 P.M. IST on Thursday, the 29th day of August, 2024.
3. The members holding shares as on the 'cut-off' date i.e. 23rd day of August, 2024 were entitled to vote on the proposed Resolutions for Item Nos. 1 to 5 as set out in the Notice dated 02nd day of August, 2024.
4. The Company has also provided e-voting facility at the AGM to enable the shareholders attending through VC/OAVM to cast the votes, in case the same has not been cast by them through remote e-voting.
5. The votes were unblocked on Friday, the 30th day of August, 2024 around 03:21 P.M., after the completion of the AGM in the presence of two witnesses, namely, Mr. Soumyadip Sahoo and Ms. Nupur Jhunjunwala, who are not in employment of the Company.
6. The e-voting data/results downloaded from the e-voting system of NSDL were scrutinized and reviewed, the votes were counted, and the results were prepared.
7. The combined result of the remote e-voting and e-voting at the AGM is as under:

ORDINARY BUSINESS:

(a) Item No.1 as an Ordinary Resolution

To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the year ended 31st March, 2024 together with the Reports of the Board of Directors and the Auditors thereon.

- (i) Voted in favour of the resolution:



Prachi Todi

Company Secretaries
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Kolkata-700105
Mobile No: 9830072442

Email: csprachi92@gmail.com; info.prachi92@gmail.com

| Mode of voting | Number of Members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|-------------------------|------------------------------|---------------------------------------|
| Remote E-voting | 66 | 8788298 | 93.1681 |
| E-voting during the AGM | 1 | 1 | 0.0000 |
| Total | 67 | 8788299 | 93.1681 |

(ii) Voted against the resolution:

| Mode of voting | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|-------------------------|------------------------------|---------------------------------------|
| Remote E-voting | 17 | 644437 | 6.8319 |
| E-voting during the AGM | - | - | - |
| Total | 17 | 644437 | 6.8319 |

(iii) Invalid votes:

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| - | - |

(b) Item No.2 as an Ordinary Resolution

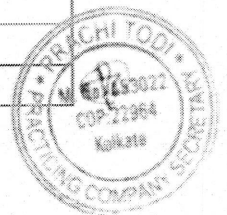
To appoint a director in place of Ms. Vembi Krishnamurthy Radha (DIN: 07141131) who retires by rotation at this Annual General Meeting and being eligible offers herself for re-appointment.

(i) Voted in favour of the resolution:

| Mode of voting | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|-------------------------|------------------------------|---------------------------------------|
| Remote E-voting | 66 | 8788298 | 93.1681 |
| E-voting during the AGM | 1 | 1 | 0.0000 |
| Total | 67 | 8788299 | 93.1681 |

(ii) Voted against the resolution:

| Mode of voting | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|-------------------------|------------------------------|---------------------------------------|
| Remote E-voting | 17 | 644437 | 6.8319 |
| E-voting during the AGM | - | - | - |
| Total | 17 | 644437 | 6.8319 |



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Company Secretaries
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Mobile No: 9830072442

Email: csprachi92@gmail.com; info.prachi92@gmail.com

iii) Invalid votes:

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| - | - |

SPECIAL BUSINESS:

(c) Item No.3 as an Ordinary Resolution

To increase the Authorised Share Capital and consequent amendment in the Capital Clause of Memorandum of Association of the Company.

(iii) Voted in favour of the resolution:

| Mode of voting | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|-------------------------|------------------------------|---------------------------------------|
| Remote E-voting | 66 | 8788298 | 93.1681 |
| E-voting during the AGM | 1 | 1 | 0.0000 |
| Total | 67 | 8788299 | 93.1681 |

(iv) Voted against the resolution:

| Mode of voting | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|-------------------------|------------------------------|---------------------------------------|
| Remote E-voting | 17 | 644437 | 6.8319 |
| E-voting during the AGM | - | - | - |
| Total | 17 | 644437 | 6.8319 |

iii) Invalid votes:

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| - | - |

(d) Item No.4 as a Special Resolution

To approve continuation of Ms. Vembi Krishnamurthy Radha (DIN: 07141131) as a Non-Executive Non-Independent Director of the Company on completion of her 75 years of age.

(i) Voted in favour of the resolution:



Prachi Todi

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| Mode of voting | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|-------------------------|------------------------------|---------------------------------------|
| Remote E-voting | 66 | 8788298 | 93.1681 |
| E-voting during the AGM | 1 | 1 | 0.0000 |
| Total | 67 | 8788299 | 93.1681 |

(ii) Voted against the resolution:

| Mode of voting | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|-------------------------|------------------------------|---------------------------------------|
| Remote E-voting | 17 | 644437 | 6.8319 |
| E-voting during the AGM | - | - | - |
| Total | 17 | 644437 | 6.8319 |

(iii) Invalid votes:

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| - | - |

(e) Item No.5 as a Special Resolution

To consider the issue of warrant convertible into Equity Shares on preferential basis to the Non-Promoter Category.

(ii) Voted in favour of the resolution:

| Mode of voting | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|-------------------------|------------------------------|---------------------------------------|
| Remote E-voting | 66 | 8788298 | 93.1681 |
| E-voting during the AGM | 1 | 1 | 0.0000 |
| Total | 67 | 8788299 | 93.1681 |

(ii) Voted against the resolution:

| Mode of voting | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|-------------------------|------------------------------|---------------------------------------|
| Remote E-voting | 17 | 644437 | 6.8319 |
| E-voting during the AGM | - | - | - |
| Total | 17 | 644437 | 6.8319 |

(iii) Invalid votes:



Prachi Todi

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| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| - | - |

8. All the resolutions proposed hereinabove have been passed with requisite majority.
9. The electronic data and e-voting registers including other related papers/registers and records shall remain in my safe custody until the Managing Director (as authorized by the Board) considers, approves and sign the minutes in this regard and thereafter, it will be handed over to the Chairman or the Company Secretary, if authorized by the Board for safe keeping.

Thanking you
Yours faithfully,

Prachi Todi



Prachi Todi
Practicing Company Secretary
ACS No. 53022
C.P. No. 22964
Peer Review Certificate No.: 1445/2021
UDIN: A053022F001084932

Place: Kolkata
Date: 30/08/2024

Received

For NTC INDUSTRIES LTD.

Anushka Chowdhury
Company Secretary