



**NCC FINANCE LIMITED**

CIN : L65993TG1994PLCO17737

Ref. No.: NCCFL/2016

Date : 30-09-2016

To,

The Secretary  
THE BOMBAY STOCK EXCHANGE LTD  
1<sup>st</sup> Floor, New Trading Ring  
Rotunda Building, P J Towers  
Dalal Street, Fort  
**M U M B A I – 400 001.**

Dear Sir(s),

**Sub: Submission of Voting Results and Scrutinizer's Report**

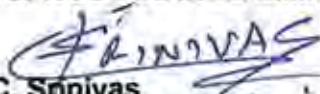
We are forwarding herewith the following in respect of 22<sup>ND</sup> Annual General Meeting held on 29<sup>th</sup> September,2016 at 10.30 a.m at Sri Sagi Ramakrishnam Raju Community Hall, Madhuranagar, Hyderabad-500038;

1. Voting Results pursuant to Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015.
2. Scrutinizers Report dated 30<sup>th</sup> September,2016 pursuant to section 108 of the Companies Act,2013 read with Rule 20 (4) (xii) of the Companies Management and Administration ) Rules,2014 as amended.

**We request you to take the same on record and acknowledge.**

Thanking you,

Yours faithfully,  
For NCC FINANCE LIMITED.

  
C. Srinivas  
Compliance Officer

Encl : As Above

SCRUTINIZER'S REPORT

To,  
The Chairman  
NCC Finance Limited  
Hyderabad

Dear Sir,

Report on the e-voting and voting by poll conducted at the Twenty Second Annual General Meeting ("AGM") of NCC Finance Limited ("Company") held on Thursday, September 29, 2016 at 10.30 A.M. at Sri Sagi Ramakrishnam Raju Community Hall, Madhuranagar, Hyderabad - 500 038 to transact the business as provided in the AGM Notice dated May 27, 2016 (Notice).

1. As per the provisions of 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.
2. I, Adusumilli Ravi Shankar, Practicing Company Secretary and Partner of Ravi & Subramanyam, Company Secretaries, 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 thereunder in respect of voting through electronic means and poll on the resolution(s) contained in the notice and my responsibility is to the extent of providing Scrutinizer's Report for ascertaining the votes cast in favor or against for respective resolutions.
4. The Company had appointed M/s 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 September 26, 2016 (9.00 A.M.IST) to September 28, 2016 (5.00 P.M.IST)
5. 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 the resolutions contained in the notice and who could not cast their vote by availing the remote e-voting facility.
6. 1 (One) empty ballot box was kept in my presence and members / proxies present at the Meeting.



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7. The ballot box kept for the purpose of casting votes was unlocked in my presence along with two witnesses namely Mr. Sharath Krishna and Ms. Sneha Bhagwat. 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 have been treated as invalid and kept separately.
9. The votes cast through remote e-voting were unblocked thereafter in the presence of two witnesses namely Mr. Sharath Krishna and Ms. Sneha Bhagwat who are not in the employment of the Company.
10. 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 Ravi & Subramanyam  
Company Secretaries

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



Place : Hyderabad  
Date : 30.09.2016

End: Annexure A

## Annexure - A

Item No. 1 – Adoption of Financial Statements for the financial year ended March 31, 2016 together with the reports of Board of Directors and Auditors thereon

Mode	Total Ballot Received	Total Votes Polled	Votes less Casted	Invalid / Abstained			Valid			Favour			Against		
				Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
E-Voting	17	1035977	0	0	0	0	17	1035977	100.0000	17	1035977	100.0000	0	0	0.0000
Physical	32	42882	0	0	0	0	32	42882	100.0000	32	42882	100.0000	0	0	0.0000
Total	49	1078859	0	0	0	0	49	1078859	100.0000	49	1078859	100.0000	0	0	0.0000

Item No. 2 – Appointment of Mr. AGK Raju (DIN: 00019100) as Director who retires by rotation and being eligible offers himself for re-appointment.

Mode	Total Ballot Received	Total Votes	Votes less Casted	Invalid / Abstained			Valid			Favour			Against		
				Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
E-Voting	17	1035977	0	0	0	0	17	1035977	100.0000	17	1035977	100.0000	0	0	0.0000
Physical	32	42882	0	0	0	0	32	42882	100.0000	32	42882	100.0000	0	0	0.0000
Total	49	1078859	0	0	0	0	49	1078859	100.0000	49	1078859	100.0000	0	0	0.0000

Item No. 3 – Ratification of Appointment of M/S.M.Bhaskara Rao &amp; Co., Chartered accountants as statutory Auditors of the company.

Mode	Total Ballot Received	Total Votes	Votes less Casted	Invalid / Abstained			Valid			Favour			Against		
				Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
E-Voting	17	1035977	0	0	0	0	17	1035977	100.0000	17	1035977	100.0000	0	0	0.0000
Physical	32	42882	0	0	0	0	32	42882	100.0000	32	42882	100.0000	0	0	0.0000
Total	49	1078859	0	0	0	0	49	1078859	100.0000	49	1078859	100.0000	0	0	0.0000

Item No. 4 – Regularization / Ratification of appointment of Smt SRK Deepthi as Director liable to retire by rotation.

Mode	Total Ballot Received	Total Votes	Votes less Casted	Invalid / Abstained			Valid			Favour			Against		
				Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
E-Voting	17	1035977	0	0	0	0	17	1035977	100.0000	17	1035977	100.0000	0	0	0.0000
Physical	32	42882	0	0	0	0	32	42882	100.0000	32	42882	100.0000	0	0	0.0000
Total	49	1078859	0	0	0	0	49	1078859	100.0000	49	1078859	100.0000	0	0	0.0000





	NCC FINANCE LIMITED
Date of the AGM/EGM	29-09-2016
Total number of shareholders on record date	5274
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	0
Public:	37
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1							
Resolution required: (Ordinary/ Special)	ORDINARY - Adoption of Financial Statements for the F.Y. ended 31st March, 2016.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	970872	970872	100.0000	970872	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		970872	100	970872	0	100	0
Public- Institutions	E-Voting	0	0	0.0000	00	0	0.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	5054818	65105	1.2880	65105	0	100.0000	0.0000
	Poll		42882	0.8483	42882	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		107987	2.1363	107987	0	100	0
Total		6025690	1079859	17.9043	1079859	0	100.0000	0.0000

Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY - Reappointment of Sri A G K Raju (DIN 00019100) as a Director liable to retire by rotation.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							



Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	970872	970872	100.0000	970872	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		970872	100	970872	0	100	0
Public- Institutions	E-Voting	0	0	0.0000	00	0	0.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	5054818	65105	1.2880	65105	0	100.0000	0.0000
	Poll		42882	0.8483	42882	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		107987	2.1363	107987	0	100	0
Total		6025690	1078859	17.9043	1078859	0	100.0000	0.0000

Resolution No.	3							
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of M/s. M. Bhaskara Rao & Co., (Registration No. 000459S) Chartered Accounts, as Statutory Auditors of the Company.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	970872	970872	100.0000	970872	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		970872	100	970872	0	100	0
	E-Voting	0	0	0.0000	00	0	0.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000

Handwritten signature and circular stamp of a company official, likely a director or secretary, located at the bottom right of the page.



Public- Institutions	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		0	0	0	0	0	0
	E-Voting	5054818	65105	1.2880	65105	0	100.0000	0.0000
	Poll		42882	0.8483	42882	0	100.0000	0.0000
	Postal Ballot (if applicable)							
Public- Non Institutions	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		107987	2.1363	107987	0	100	0
	Total	6025690	1079859	17.9043	1078859	0	100.0000	0.0000

Resolution No.	4							
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Smt. S R K Deepthi (DIN No. 01106956) as a Director.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	970872	970872	100.0000	970872	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)							
	Total			970872	100	970872	0	100
Public- Institutions	E-Voting	0	0	0.0000	00	0	0.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)							
	Total			0	0	0	0	0
Public- Non Institutions	E-Voting	5054818	65105	1.2880	65105	0	100.0000	0.0000
	Poll		42882	0.8483	42882	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total			107987	2.1363	107987	0	100
	Total	6025690	1079859	17.9043	1078859	0	100.0000	0.0000

A handwritten signature in blue ink is written over a circular official stamp. The stamp contains text that is partially obscured by the signature but appears to include the name of the company and the title of the official.