SOUMYA DAFTHARDAR
Practising Company Secretary

SCRUTINIZER'S REPORT

To,
The Chairman
NCL Holdings (A&S) Limited
10-3-162, 5th Floor, NCL Pearl,
Sarojini Devi Road, East Marredpally,
Secunderabad, Hyderabad – 500027.

Dear Sir,

Report on the e-voting process (remote e-voting) and electronic voting (e-voting) provided for holding the 3rd Annual General Meeting ("AGM") through Video Conferencing (VC) / other audio visual means (OAVM) of NCL Holdings (A&S) Limited ("Company") held on Tuesday, September 29, 2020 at 10.30 a.m. in accordance with the provisions of the Companies Act, 2013 read applicable Rules made thereunder and in line with Circular issued by Ministry of Corporate Affairs (MCA) vide Circular No14/2020 dated 8th April 2020, Circular No.17/2020 dated April 13, 2020 and No.20/2020 dated May 5, 2020.

1. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs vide its Circular dated 5th May, 2020 read with Circulars dated 8th April, 2020 and 13th April, 2020 (collectively referred to as 'Circulars'), has introduced certain measures enabling companies to convene their Annual General Meetings (AGM/ Meeting) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and also send notice of the Meeting and other correspondences related thereto, through electronic mode.

2. 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 in line with Circulars issued by Ministry of Corporate Affairs (MCA) vide Circular No14/2020 dated 8th April 2020, Circular No.17/2020 dated April 13, 2020 and No.20/2020 dated May 5, 2020, the Company had provided facility for voting through electronic means ("remote e-voting and e-voting during AGM") on all the Resolution(s) contained in the Notice of the AGM.

3. I, D Soumya, Practicing Company Secretary, was appointed as Scrutinizer to scrutinize the voting process both through remote e-voting and e-votingat the AGM are conducted in a fair and transparent manner and render consolidated

H.No: 30-265/20/J6, Flat-401,Sai Jyothi Residency, Dr.A.S. Rao Nagar,
Sainathpuram, Officers Colony, Hyderabad - 500062
Mobile : 9959353009 Email : gsoumya.cs@gmail.com

Scrutinizer's Report of the total votes cast in favour or against if any, to the Chairman on the resolutions contained in the Notice.

4. 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 on the Resolution(s) contained in the Notice of the AGM.

5. The Company had appointed Central Depository Services Limited ("CDSL"), as the service provider for the purpose of extending the platform for conducting the Virtual AGM and the facility both for e-voting prior to the AGM (remote e-voting) and voting at the AGM by electronics means (e-voting) to the Members of the Company. CDSL had set up said electronic voting facility on its website **https://www.evotingindia.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 was made available to the Members during the period September 26, 2020 (9.00 A.M.) to September 28, 2020 (5.00 P.M.)

6. The Shareholders holding shares as on 22nd September, 2020, "cut-off date", were entitled to vote on the resolutions stated in the Notice of the 3rd Annual General Meeting of the Company.

7. At the Annual general meeting held at the scheduled time through VC/OAVM, members were informed that the facility of evoting will continue to be available for 30 minutes after the conclusion of meeting to those members who participated the AGM through VC/OAVM and have not voted earlier through Remote e-voting facility provided by CDSL, pursuant to circulars mentioned aforesaid and the provisions of law as well as the Companies (Management & Administration) Rules, 2014 as amended till date by the Ministry of Corporate Affairs.

8. As per the Provisions of the Act, the names of the shareholders who had voted by remote e-voting through the facility provided by CDSL had been blocked and only those members who were present at the AGM through VC and who had not voted on remote e-voting were allowed to cast their votes through e-voting system during the AGM.

9. The votes cast through both the remote e-voting and e-voting at the AGM were unblocked on September 29, 2020 at 12.15 p.m. in the presence of two witnesses, who are not in the employment of the Company.

10. In view of the MCA Circulars, the facility of appointment of proxies by members was not allowed and the Corporate Members through their authorized reprentatives, were allowed to attend the e- AGM and vote through electronic means on submission of certified copy of Board Resolution..

11. Based on the reports generated from the remote e-voting and e-voting at the AGM facility provided by CDSL, I submit the results of the both remote e-voting and e-voting at the AGM as **Annexure A** to this Report.

DAFTHARDAR SOUMYA
Practicing Company Secretary
ACS No.: 29312
C.P No: 13199
UDIN: A029312B000838945

Place : **Hyderabad**
Date : **October 01, 2020**

Annexure - A

Item No. 1 – To receive, consider and adopt: a) the Standalone Audited Financial Statements of the Company for the financial year ended 31st March, 2020, together with the Reports of the Auditors and the Directors thereon; and b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2020, together with the Report of the Auditors thereon. (Ordinary Resolution)

Mode	Total Ballot	Total Votes	Invalid /		Valid		Favour			Against		
			Ballots	Votes	Ballots	Votes	Ballots	Votes	%	Ballots	Votes	%
Remote E-Voting	102	4175096	0	0	102	4175096	102	4175096	100.00%	0	0	0.00%
E-Voting provided at AGM	0	0	0	0	0	0	0	0	0.00%	0	0	0.00%
Total	102	4175096	0	0	102	4175096	102	4175096	100.00%	0	0	0.00%

Item No. 2 – To appoint a director in place of Mr. Ambujodar Reddy Kanala (DIN: 01194127), who retires by rotation and being eligible, offers himself for re-appointment. (Ordinary Resolution)

Mode	Total Ballot	Total Votes	Invalid /		Valid		Favour			Against		
			Ballots	Votes	Ballots	Votes	Ballots	Votes	%	Ballots	Votes	%
Remote E-Voting	102	4175096	0	0	102	4175096	102	4175096	100.00%	0	0	0.00%
E-Voting provided at AGM	0	0	0	0	0	0	0	0	0.00%	0	0	0.00%
Total	102	4175096	0	0	102	4175096	102	4175096	100.00%	0	0	0.00%

Item No. 3 – Appointment of Statutory Auditor to fill casual vacancy. (Ordinary Resolution)

Mode	Total Ballot	Total Votes	Invalid /		Valid		Favour			Against		
			Ballots	Votes	Ballots	Votes	Ballots	Votes	%	Ballots	Votes	%
Remote E-Voting	102	4175096	0	0	102	4175096	102	4175096	100.00%	0	0	0.00%
E-Voting provided at AGM	0	0	0	0	0	0	0	0	0.00%	0	0	0.00%
Total	102	4175096	0	0	102	4175096	102	4175096	100.00%	0	0	0.00%

Item No. 4 – Appointment of Mr. Madhu Kalidindi (DIN: 00040253) as Managing Director of the Company for a period of five years with effect from 19th December, 2019. (Special Resolution)

Mode	Total Ballot	Total Votes	Invalid /		Valid		Favour			Against		
			Ballots	Votes	Ballots	Votes	Ballots	Votes	%	Ballots	Votes	%
Remote E-Voting	102	4175096	0	0	102	4175096	102	4175096	100.00%	0	0	0.00%
E-Voting provided at AGM	0	0	0	0	0	0	0	0	0.00%	0	0	0.00%
Total	102	4175096	0	0	102	4175096	102	4175096	100.00%	0	0	0.00%

Item No. 5 – Approval of Loan, investments, guarantee or security under section 185 of Companies act, 2013. (Special Resolution)

Mode	Total Ballot	Total Votes	Invalid /		Valid		Favour			Against		
			Ballots	Votes	Ballots	Votes	Ballots	Votes	%	Ballots	Votes	%
Remote E-Voting	102	4175096	0	0	102	4175096	102	4175096	100.00%	0	0	0.00%
E-Voting provided at AGM	0	0	0	0	0	0	0	0	0.00%	0	0	0.00%
Total	102	4175096	0	0	102	4175096	102	4175096	100.00%	0	0	0.00%

DAFTHARDAR SOUMYA
Practicing Company Secretary
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UDIN: A029312B000838945
Place: Hyderabad
Date: October 1, 2020