

Notice to Members

Results of Postal Ballot

Pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 , consent of the members of the Company was sought by way of Special Resolution through Postal Ballot for transacting the businesses contained in the Notice of the Postal Ballot dated 28th July, 2014.

Mr. Niaz Ahmed, Practicing Company Secretary(CP. No. 5965, Membership No. 15555) of 1/2A, Noor Ali Lane, Kolkata 700 014, was appointed as the Scrutinizer for the Postal Ballot process.

The Company has received 26 postal ballot forms, out of which 4 Postal Ballot Forms were found invalid.

Further, 31 members have casted their vote through the electronic mode platform provided by M/s Central Depository Services (India) Limited (CDSL).

Based on the Report of the Scrutinizer, the following results were declared on Thursday, the 11th day of September, 2014 at 6.00 P.M. at the Registered Office of the Company:

Voting Particulars for Item No. 1 of the Agenda:

Agenda : Power to borrow money pursuant to section 180(1) (c) of the Companies Act, 2013 in excess of prescribed limits , subject to a maximum limit of ₹100 Crores (Rupees One Hundred Crores Only) .

Resolution required: Special Resolution

Outcome of the voting:

Promoter/ Public	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 &Promoter group	4017511	4017511	100.00%	4017511	0	100.00%	0.00%
Public- Institutional Holders	2900	0	0.00%	0	0	0.00%	0.00%
Public- Others	1969189	77273*	3.92%	76143	1130	98.54%	1.46%
Total	5989600	4094784	68.36%	4093654	1130	99.97%	0.03%

NPR FINANCE LIMITEDTodi Mansion, 1, Lu- Shun Sarani, 9th Floor, Kolkata-700 073CIN-L65921WB1989PLC047091 , E-Mail- npr1@nprfinance.comPhone No. – 033 2237 7201, Fax No. – 033 2237 6111, Website : www.nprfinance.com

* Excludes invalid votes represented by 600 shares.

Voting Particulars for Item No. 2 of the Agenda:

Agenda : Power to sell, lease, mortgage or dispose off of the property or undertakings of the Company pursuant to section 180(1) (a) of the Companies Act, 2013 at such time and on such terms and conditions as the Board may deem fit, in the best interest of the affairs of the Company, subject to a maximum limit of ₹100 Crores (Rupees One Hundred Crores Only).

Resolution required: Special Resolution**Outcome of the voting:**

Promoter/ Public	No. of Shares held	No. of votes Polled	% of Votes Polled on outstanding Shares (3)=(2)/(1)*100	No. of Votes in favour	No. of Votes Against	% of Votes in favour on Votes Polled (6)=(4)/(2)*100	% of Votes against on Votes Polled (7)=(5)/(2)*100
	(1)	(2)		(4)	(5)		
Promoter &Promoter group	4017511	4017511	100.00%	4017511	0	100%	0.00%
Public- Institutional Holders	2900	0	0.00%	0	0	0%	0%
Public- Others	1969189	77273*	3.92%	77126	147	99.81%	0.19%
Total	5989600	4094784	68.36%	4094637	147	99.99%	0.01%

* Excludes invalid votes represented by 600 shares.

RESULTS**Resolution no.1**

The number of votes casted in favour of the resolution (99.97%) is more than three times the votes casted against (0.03%).

Thus the resolution is passed as a Special Resolution by the shareholders with requisite majority.

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Resolution no.2

The number of votes casted in favour of the resolution (99.99 %) is more than three times the votes casted against (0.01%).

Thus the resolution is passed as a Special Resolution by the shareholders with requisite majority.

Place: Kolkata
Date: 11th September, 2014

Sd/-
Sarika Mehra
Director
& Company Secretary