



*Niaz Ahmed*

B.com. (Hons.) FCS. LLB  
Practising Company Secretary

Todi Mansion, 12th Floor

1, Lu Shun Sarani

Kolkata - 700 073

Mobile : 9836685953

E-mail : csniazahmed@gmail.com

1<sup>st</sup> October, 2020

To  
The Chairman  
NPR Finance Ltd.  
Todi Mansion, 9<sup>th</sup> Floor,  
1, Lu-shun Sarani  
Kolkata- 700073  
West Bengal

Dear Sir,

**Scrutinizer's Report on Voting with reference to the 31<sup>st</sup> Annual General Meeting (AGM) of NPR Finance Ltd held on 30<sup>th</sup> September, 2020.**

Pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Board of Directors of NPR Finance Ltd ("the Company") at its meeting held on Friday, the 31<sup>st</sup> day of July, 2020, has appointed me as the Scrutinizer for scrutinizing the entire voting process, i.e.:

- (i) Remote e-voting process ; and
- (ii) Electronic voting process at the Annual General Meeting ("AGM") venue;

in a fair and transparent manner in respect of the resolutions proposed at the 31<sup>st</sup> AGM of the Company, held on Wednesday, the 30<sup>th</sup> September, 2020 and commenced at 11:20 a.m through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

The management of the Company is responsible to ensure compliance with the relevant provisions of various regulations and laws in force relating to conducting of AGM through VC/OAVM and voting by electronic means for the resolutions contained in the Notice of the 31<sup>st</sup> AGM. My responsibility as a Scrutinizer for the voting process is restricted to making a Scrutinizer's Report in respect of the Resolutions stated in the Notice of the AGM, based on the report generated from the e-voting system provided by Central Depository Services Limited (CDSL) – which is the Authorised Agency engaged by the Company to provide the remote e-voting facilities and e-voting facilities to vote at the AGM. I am responsible for scrutinizing the entire voting process.

I have completed the scrutiny of the e-votes and submit my report as under:

1. In terms of the General Circular Nos.: 14/2020, 17/2020 and 20/2020, dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020 and 5<sup>th</sup> May, 2020, respectively, as issued by the Ministry of Corporate Affairs ("MCA"), applicable provisions of the Listing Regulations and other applicable Circulars as issued by the MCA and SEBI from time to time in this regard, the 31<sup>st</sup> AGM of the Company was held on Wednesday, 30<sup>th</sup> September, 2020, through VC/OAVM means, 11.20 a.m. onwards.
2. In compliance to the aforementioned Circulars, the Notice of the 31<sup>st</sup> AGM alongwith the Annual Report 2019-2020, was dispatched only through electronic mode to those Members whose email



addresses are registered with the Company / Depositories / Registrar & Share Transfer Agent ("RTA"): M/s Niche Technologies Private Limited.

3. Members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23<sup>rd</sup> September, 2020, were entitled to cast their votes.
4. The remote e-voting period commenced on 27<sup>th</sup> September, 2020, at 9.00 a.m. and ended on 29<sup>th</sup> September, 2020 at 5.00 p.m.
5. Further, members who were present at the AGM through VC/OAVM means, but did not cast their votes through remote e-voting, were allowed to electronically cast their votes at the AGM.
6. The e-voting facility at the AGM was allowed to continue till atleast 15 minutes after the conclusion of the meeting.
7. Thereafter, the voting through: (i) remote e-voting prior to the AGM; and (ii) e-voting conducted at the AGM were unblocked by me in the presence of two (2) witnesses, who are not in employment of the Company.
8. Based on the voting details downloaded from the e-voting system of CDSL through its website: <https://www.evotingindia.com/> I report the voting particulars hereunder:-
  - I. All votes were cast by exercising the remote e-voting option. No votes were cast at the AGM venue held through VC/OAVM mode.
  - II. The Remote e-voting option was exercised for resolution Nos. 1 to 3 by 60 shareholders holding 40,27,952 Equity Shares. Out of these votes, I have disregarded 40,23,910 votes cast by the Promoter / Promoter Group for Resolution No. 3 pertaining to approval /ratification of Related Party Transactions in lieu of the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Hence the same have been considered as Invalid.
  - III. Report on the voting in respect of Resolutions placed at the 31<sup>st</sup> AGM is as under:

**Item No. 1: Ordinary Resolution**

To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2020 and the Reports of the Auditors and Directors thereon.

(i) Voted in favour of the Resolution:

Particulars	Remote e-voting	E-voting at the AGM	Total
Number of Members voting	58	-	58
Number of votes cast by them	40,27,922	-	40,27,922
% of Total Number of valid votes cast	99.999%	-	99.999%



(ii) Voted against the Resolution:

Particulars	Remote e-voting	E-voting at the AGM	Total
Number of Members voting	2	-	2
Number of votes cast by them	30	-	30
% of Total Number of valid votes cast	0.001%	-	0.001%

(iii) Invalid Votes : NIL

Item No. 2 : Ordinary Resolution

To appoint a Director in place of Ms. Sarika Mehra (DIN 06935192) who retires by rotation and being eligible, offers herself for re-appointment.

(i) Voted in favour of the Resolution:

Particulars	Remote e-voting	E-voting at the AGM	Total
Number of Members voting	58	-	58
Number of votes cast by them	40,27,922	-	40,27,922
% of Total Number of valid votes cast	99.999%	-	99.999%

(ii) Voted against the Resolution:

Particulars	Remote e-voting	E-voting at the AGM	Total
Number of Members voting	2	-	2
Number of votes cast by them	30	-	30
% of Total Number of valid votes cast	0.001%	-	0.001%

(iii) Invalid Votes : NIL

Item No. 3 : Ordinary Resolution

Approval / Ratification of Related Party Transactions.

(i) Voted in favour of the Resolution:

Particulars	Remote e-voting	E-voting at the AGM	Total
Number of Members voting	28	-	28
Number of votes cast by them	4,012	-	4,012
% of Total Number of valid votes cast	99.258%	-	99.258%

(ii) Voted against the Resolution:



Particulars	Remote e-voting	E-voting at the AGM	Total
Number of Members voting	2	-	2
Number of votes cast by them	30	-	30
% of Total Number of valid votes cast	0.742%	-	0.742%

(iii) Invalid Votes :

Particulars	Remote e-voting	E-voting at the AGM	Total
Number of Members voting	28	-	28
Number of votes cast by them	40,23,910	-	40,23,910

9. Taking into consideration the net valid votes, I report that all the resolutions as set out in the Notice dated 31<sup>st</sup> day of July, 2020, have been passed by the Members with requisite majority.
10. The electronic data and all other relevant records relating to the e- voting shall remain in my safe custody and shall be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting.

  
 CS Niaz Ahmed  
 Company Secretary in Practice  
 C.P. No. 5965  
 Membership No. F9432  
 UDIN - F0094328000841978

