

SCRUTINIZER'S REPORT

11th September, 2014

To
The Chairman
NPR Finance Ltd.
Todi Mansion, 9th Floor
1, Lu-Shun Sarani,
Kolkata – 700 073.

Dear Sir,

The Board of Directors at their meeting held on Friday, the 28th day of July, 2014 have appointed me as the scrutinizer for conducting the Postal Ballot process to seek the approval of the shareholders by way of special resolution for transacting the following two businesses:-

- a. 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) .
- b. 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).

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, Clause 35B of the Listing Agreement and SEBI's Circular No. CIR/CFD/POLICY CELL/2/2014, dated 17th April ,2014, the Company has extended e-voting facility as an alternate to its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. The Company has accordingly made arrangements to provide the e-voting platform on the e-voting website of The Central Depository Services (India) Limited (CDSL).

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

1. The Company has on 9th August, 2014 completed the dispatch of the Postal Ballot Notices including the explanatory statement thereto, along with a self-addressed postage prepaid Business Reply Envelope to all members whose names appear as members/beneficial owners in the Company's Register of Members / records of the depository as on 25th July, 2014 (cut-off date). The Company has also dispatched the same via e-mail on 6th August, 2014 to members whose e-mail IDs are registered with the Company or the Depository Participants as on 25th July, 2014 (cut-off date).



2. Pursuant to sub rule 3 of Rule 22 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, an advertisement was published by the Company in "Business Standard", English newspaper (Kolkata Edition), Arthik Lipi (Bengali Edition) on 11th August, 2014 regarding intimating of completion of dispatch of Postal Ballot Notice, particulars of e-voting and other incidental matters thereto. Further, the same was also published in Business Standard (Mumbai Edition) on 11th August, 2014 pursuant to Clause 34 (g) of the Listing Agreement with Stock Exchange.
3. The Postal Ballot Notice & instructions for e-voting have also been made available on the Company's website viz : www.nprfinance.com & on the website of Central Depository Services (India) Limited (CDSL) via the link:
http://www.cdslindia.com/GoGreen/NPR_Finance_Postal_ballot_Notice_And_Form.pdf.
4. The sealed Postal Ballot forms received at the Company's address in the name of the Scrutinizer were kept in the safe custody of the Company. They were taken up for my scrutiny and subsequently passed on to the Registrar and Share Transfer Agent, viz, M/s Niche Technologies Private Limited.
5. I have received 26 Postal Ballot forms from the shareholders during the period commencing from 12th August, 2014 to 10th September, 2014. All Postal Ballot forms together with all votes cast by e-voting through CDSL between 12th August, 2014, 10.00 A.M. onwards and received upto 10th September, 2014, 6.00 P.M. , being the last date and time fixed by the Company for receipt of forms and count of e-votes were considered for my scrutiny.
6. No envelope containing Postal Ballot Form was received after 6.00 P.M. on 10th September, 2014.
7. Particulars of all the Postal Ballot forms received from the shareholders have been entered in the Electronic Register separately maintained for this purpose.
8. 246 Envelopes containing Postal Ballot Forms were returned undelivered and these were not opened. They shall be taken up for destruction by the Company after the announcement of results.
9. Four Postal Ballots were rejected on the following accounts:-
 - a. Two (2) Postal Ballot Forms were rejected on account of signature mismatch.
 - b. One (1) Postal Ballot Form was rejected since the shareholder did not put any tick mark on either assent or dissent.
 - c. One (1) Business Reply Envelope received by the Company did not contain the Postal Ballot Form rather some other documents which were irrelevant to the Postal Ballot, were enclosed therewith.
10. I have also received a complete record of votes cast by electronic mode from CDSL.
11. No shareholder has voted by both Physical Postal Ballot Form and e-voting.



12. No corporate shareholder has cast vote through physical Postal Ballot Form. Six corporate shareholders have exercised the e-voting mode and have duly uploaded the Board Resolution in this regard with CDSL.

13. I have not found any defaced / mutilated Postal Ballot Forms.

14. I report the voting particulars hereunder:-

A. Details of Postal Ballot Forms received:-

Particulars	No. of Postal Ballot Forms	No. of Equity Shares of the Nominal Value of ₹ 10/- each
Number of Postal Ballot Forms received. (A)	26	6248
Number of invalid Postal Ballot Forms received (On account of Signature mismatch, for/against option not indicated, postal ballot form not enclosed) (B)	4	600
Total number of valid Postal Ballot forms. (C) = (A) - (B)	22	5648

B. Details of Votes polled through Electronic Mode as provided by CDSL is as follows:-

Particulars	No. of Electronic Votes	No. of Equity Shares of the Nominal Value of ₹ 10/- each
Votes polled through e-mode. (A)	31	4089136
Votes polled both through e-voting & physical Postal Ballot Form. (B)	0	0
Total (C)=(A)+(B)	31	4089136

C. Details of polling results for the items placed for consideration by the members are given below:-

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



Result 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%

* Excludes invalid votes represented by 600 shares.

Outcome:

The number of votes casted in favour of the resolution (99.97%) is more than three times the votes casted against (0.03%). Therefore, I report that the Special Resolution as set out in the Notice of Postal Ballot dated 28th July, 2014, has been passed by the shareholders with requisite majority.

The Resolution shall be deemed to be passed as on the date of the announcement of the results.

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

Result 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%	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.



Outcome:

The number of votes casted in favour of the resolution (99.99%) is more than three times the votes casted against (0.01%). Therefore, I report that the Special Resolution as set out in the Notice of Postal Ballot dated 28th July, 2014, has been passed by the shareholders with requisite majority.

The Resolution shall be deemed to be passed as on the date of the announcement of the results.

15. In accordance with the Postal Ballot Notice dated 28th July, 2014, the results of the Postal Ballot are scheduled to be announced on this 11th day of September, 2014, at the Registered Office of the Company and shall also be displayed on the company's website www.nprfinance.com and on the website of CDSL within two (2) days of passing of the Resolutions pursuant to Rule 22 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, besides communicating to the Bombay Stock Exchange on which the shares of the Company are listed.

16. I further report that pursuant to sub rule 11 of Rule 22 of the Companies (Management and Administration) Rules, 2014, the Postal Ballot and all other papers relating to Postal Ballot including voting by electronic means, shall be under my custody till the Chairman considers, approves and signs the minutes and thereafter, I shall return the ballot papers and other related papers or register to Ms. Sarika Mehra, Director and Company Secretary, who has been authorised by the Board of Directors at its meeting held on the 28th day of July, 2014, to preserve such ballot papers and other such related papers or register safely.

I cordially thank the Company for providing me with the opportunity to act as the scrutinizer for the Postal Ballot process.

Thanking You,
Yours faithfully,



CS Niaz Ahmed
Company Secretary in Practice
C.P. No. 5965
Membership No. 15555

