

To  
The Chairperson  
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 Extra-Ordinary General Meeting (EGM) of NPR Finance Ltd held on 6<sup>th</sup> May, 2022.**

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 Wednesday, the 6<sup>th</sup> day of April, 2022, 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 Extra-Ordinary General Meeting ("EGM") venue;

in a fair and transparent manner in respect of the resolutions proposed at the EGM of the Company, held on Friday, the 6<sup>th</sup> May, 2022 and commenced at 11:30 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 EGM through VC/OAVM and voting by electronic means for the resolutions contained in the Notice of the EGM. 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 EGM, 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 EGM. 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. The Extra-Ordinary General Meeting (EGM) of the Company was held on Friday, the 6<sup>th</sup> day of May, 2022, 11.30 A.M. onwards, through Video Conferencing (VC) /Other Audio Visual Means (OAVM).
2. Members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 29<sup>th</sup> April, 2022, were entitled to cast their votes.
3. The remote e-voting period commenced on 3<sup>rd</sup> May, 2022, at 9.00 a.m. and ended on 5<sup>th</sup> May, 2022, at 5.00 p.m.



4. Further, members who were present at the EGM through VC/OAVM means, but did not cast their votes through remote e-voting, were allowed to electronically cast their votes at the EGM.
5. The e-voting facility at the EGM was allowed to continue till atleast 15 minutes after the conclusion of the meeting.
1. Thereafter, the voting through: (i) remote e-voting prior to the EGM; and (ii) e-voting conducted at the EGM were unblocked by me in the presence of two (2) witnesses, who are not in employment of the Company.
6. 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. The Remote e-voting option was exercised for: (i) Resolution No. 1 by 71 shareholders holding 3711696 Equity Shares; (ii) Resolution No. 2 by 50 shareholders holding 3734 Equity Shares.
  - II. The Venue e-voting option was exercised for: (i) Resolution No. 1 by 3 shareholders holding 6 Equity Shares; (ii) Resolution No. 2 by 3 shareholders holding 6 Equity Shares.
  - III. Report on the voting in respect of Resolutions placed at the EGM is as under:

#### **Item No. 1: Special Business, Ordinary Resolution**

1. **Appointment of Mr. Rishi Todi (DIN-00590337) as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation:**

#### **Resolution No. 1**

“RESOLVED THAT pursuant to the Articles of Association of the Company, the provisions of Section 152 and other applicable provisions, if any, of the Companies Act 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), including any statutory modification(s) and/or amendment(s) thereof and pursuant to the recommendation and approval of the Nomination and Remuneration Committee and the Board of Directors, Mr. Rishi Todi, having DIN-00590337, who was appointed as an Additional Director of the Company with effect from 9<sup>th</sup> February, 2022 and in respect of whom, the Company has received a notice in writing from a member under section 160 of the Act proposing his candidature for the office of a Director, be and is hereby appointed as a Director (Non-Executive Non-Independent category) and his office shall be liable to retire by rotation.

**FURTHER RESOLVED THAT** the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) or the Company Secretary, be and is hereby severally authorised to do all acts, deeds, matters and things as may be deemed necessary to give effect to this resolution.”



### Voting details

(i) Voted in favour of the Resolution:

Particulars	Remote e-voting	E-voting at the GM	Total
Number of Members voted	67	3	70
Number of votes cast by them	37,11,565	6	37,11,571
% of Total Number of valid votes cast	99.9963%	0.0002%	99.9965%

(ii) Voted against the Resolution:

Particulars	Remote e-voting	E-voting at the GM	Total
Number of Members voted	4	-	4
Number of votes cast by them	131	-	131
% of Total Number of valid votes cast	0.0035%	-	0.0035%

(iii) Invalid Votes : NIL

### Item No. 2 : Special Business, Ordinary Resolution

#### Approval of Material Related Party Transactions.

#### Resolution No. 2

“RESOLVED THAT pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”), read with the Companies (Meetings of Board and its Powers) Rules, 2014 and in terms of applicable provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “the Listing Regulations”), including any statutory modification(s) and/or re-enactments thereof, the Company’s Policy on Related Party Transactions, and based on the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the Company to enter/continue to enter into Material Related Party Transaction(s) on such terms as set in the explanatory statement hereto.

FURTHER RESOLVED THAT the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) or the Company Secretary, be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalising and executing necessary documents, agreement(s), etc., as may be required, to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever, without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”



### Voting details

(i) Voted in favour of the Resolution:

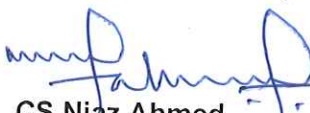
Particulars	Remote e-voting	E-voting at the GM	Total
Number of Members voted	46	3	49
Number of votes cast by them	3603	6	3609
% of Total Number of valid votes cast	96.3369%	0.1604%	96.4973%

(ii) Voted against the Resolution:

Particulars	Remote e-voting	E-voting at the GM	Total
Number of Members voted	4	-	4
Number of votes cast by them	131	-	131
% of Total Number of valid votes cast	3.5027%	-	3.5027%

(iii) Invalid Votes : NIL

2. Taking into consideration the net valid votes, I report that all the resolutions as set out in the Notice dated 6<sup>th</sup> day of April, 2022, have been passed by the Members with requisite majority.
3. 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 Chairperson considers, approves and signs the Minutes of the aforesaid Extra-Ordinary General Meeting.

  
CS Niaz Ahmed  
Company Secretary in Practice  
C.P. No. 5965  
Membership No. F9432  
UDIN - F009432D000285136



Place : Kolkata  
Date: 07/05/2022