

SCRUTINIZER'S REPORT

24th September, 2015

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

Dear Sir,

The Board of Directors at their meeting held on Wednesday, the 27th day of May, 2015, have appointed me as the scrutinizer for scrutinizing the voting process (electronically or otherwise), in a fair and transparent manner in respect of the resolutions proposed at the 26th Annual General Meeting (hereinafter referred to as the "AGM") of the Company, held on 23rd September, 2015 at 11:00 a.m. at Jhaharia Committee Room, Merchant Chamber of Commerce, 15-B, Hemanta Basu Sarani, 2nd Floor, Kolkata- 700 001.

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies(Management and Administration) Rules, 2014, as amended by the Companies(Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company provided e-voting facility ("remote e-voting") for the members so as to enable them to cast their votes electronically from a place other than venue of the AGM. The Company, accordingly made arrangements to provide the e-voting platform on the e-voting website of Central Depository Services Limited (CDSL). Further, members who were present at the AGM (in person, or through proxy or through Corporate Representative(s)), but did not cast their votes through remote e-voting, were allowed to cast their votes at the AGM through Ballot Paper.

I am responsible for scrutinizing the entire voting process. It is the Management's responsibility in this regard, to ensure compliance with the relevant provisions of various regulations and laws in force.

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

1. Members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 16th September, 2015, were entitled to cast their votes.



The signature is handwritten in black ink, appearing to read 'Niaz Ahmed'. It is written over a faint circular stamp that is partially visible in the background.

2. The e-voting period commenced on 20th September, 2015, at 9.00 a.m. and ended on 22nd September, 2015 at 5.00 p.m. The remote e-voting module was disabled by CDSL for voting thereafter.
3. The Corporate members who participated in the remote e-voting, provided certified copy of the Board Resolution authorizing their representative to exercise the voting right on their behalf through e-voting.
4. The remote e- voting portal was unblocked in the presence of Mr. Shakeel Ahmed, residing at 1 /2/1H/6, J.K. Ghosh Road, Belgachia, Kolkata- 700 037 and Mr. Md. Ezazul Haque Ansari, residing at 180/D, Ali Haider Road, Mathpara, Titagarh, Kolkata 700119, as witnesses and who are not in employment of the Company.

They have signed below in confirmation of the votes being unblocked in their presence:

Shakeel Ahmed

Ezazul Haque Ansari

5. Particulars of all the votes cast have been entered in the Electronic Register separately maintained for this purpose.
6. Based on the generated the e-voting details of members who exercised their remote e-voting option, as obtained from the e-voting website of CDSL: <http://www.evotingindia.com>, I hereby report the voting particulars hereunder:-
 - i. The Remote e-voting option was exercised for all the four(4) resolutions by 34 shareholders holding 42,69,596 Equity Shares. I have disregarded 40,65,330 votes cast by the Promoter Group for Resolution No. 4 in lieu of the provisions of Clause 49 (VIII) of the Listing Agreement, pursuant to which, all material Related Party Transactions shall require approval of the shareholders through special resolution and the related parties shall abstain from voting on such resolutions.
 - ii. **Summary of the valid e- votes cast for the resolutions proposed to be passed at the 26th AGM of the Company :**


Resolution Serial No.	Summary of the Resolution	Resolution Category	No. of member who cast their votes		No. of Shares held by the voters		Assent %	Dissent %
			Assent	Dissent	Assent	Dissent		
1.	Adoption of Financial Statements and reports.	Ordinary Resolution	34	-	42,69,596	-	100%	-



2.	Appointment of Director retiring by rotation.	Ordinary Resolution	34	-	42,69,596	-	100%	-
3.	Re-appointment of Statutory Auditor.	Ordinary Resolution	34	-	42,69,596	-	100%	-
4.	Approval/ ratification of Related Party Transactions	Special Resolution	5	-	2,04,266	-	100%	-

40,65,330 votes cast by the promoter group through remote e-voting for Resolution No. 4 were rejected pursuant to the provisions of Clause 49(VII) of the Listing Agreement.

Thanking you,
Yours faithfully,


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

FORM No. MGT-13
Report of Scrutinizer(s)
[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

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

26th Annual General Meeting of the Equity Shareholders of NPR Finance Limited held on Wednesday, the 23rd day of September, 2015 at Jhajharia Committee Room of The Merchants Chamber of Commerce, 15-B, Hemanta Basu Sarani, 2nd Floor, Kolkata - 700 001.

Dear Sir,

I, Niaz Ahmed, Practising Company Secretary (Membership No. 15555, C.P. No. 5965), appointed as the Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the 26th Annual General Meeting of the Equity Shareholders of NPR Finance Ltd., held on Wednesday, the 23rd day of September, 2015, at Jhajharia Committee Room of The Merchants Chamber of Commerce, 15-B, Hemanta Basu Sarani, 2nd Floor, Kolkata - 700 001, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, the ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under:

(a) Resolution No. 1 – Ordinary Resolution

To consider and adopt the Audited Financial Statement of the Company for the year ended 31st March, 2015, the reports of the Board of Directors and Auditors thereon.

- (i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	313	313



(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(iii) **Invalid votes :**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	100

(b) Resolution No. 2 - Ordinary Resolution

To appoint a Director in place of Shri Nandlal Todi (DIN- 00581581) who retires by rotation at this Annual General Meeting and being eligible has offered himself for re- appointment.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	313	313

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(iii) **Invalid votes :**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	100



M. N. AHMED
C.P.

(c) Resolution No. 3 - Ordinary Resolution

To consider the re- appointment of M/s. of M/s R. P. Boobna & Co., Chartered Accountants, as Statutory Auditor of the Company and fix their remuneration.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	313	313

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	100

(d) Resolution No. 4 - Special Resolution

To consider the Approval/Ratification of Related Party Transactions.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	313	313

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-



(iii) **Invalid votes :**


Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	100


5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to Ms. Sarika Mehra, Executive Director & the Company Secretary(DIN-06935192) authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,

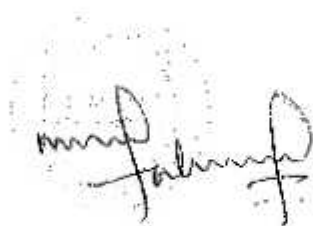
Date :24th September,2015
Place: Kolkata


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



List of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution :

First Shareholder's Name	BOID /Folio	No. of Shares held	Resolution No. -1 -Voted For/Against	Resolution No. -2 -Voted For/Against	Resolution No. -3 -Voted For/Against	Resolution No. -4 -Voted For/Against	Valid/Invalid
Kalyan Brata Nath	IN302679-31755327	12	For	For	For	For	Valid
Ajay Kumar Desai	0008386	300	For	For	For	For	Valid
Abhijit Mullick	IN300513-15322676	1	For	For	For	For	Valid
Jyoti Prokas Raychaudhuri	0005185	100	Did not exercise Vote	Did not exercise Vote	Did not exercise Vote	Did not exercise Vote	Invalid



A handwritten signature in black ink is present, accompanied by a circular stamp that is mostly illegible due to fading and the angle of the signature.

SCRUTINIZER'S REPORT-COMBINED

24th September, 2015

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

Dear Sir,

The Board of Directors at their meeting held on Wednesday, the 27th day of May, 2015, have appointed me as the scrutinizer for scrutinizing the voting process (electronically or otherwise), in a fair and transparent manner in respect of the resolutions proposed at the 26th Annual General Meeting (hereinafter referred to as the "AGM") of the Company, held on 23rd September, 2015 at 11:00 a.m. at Jhajharia Committee Room, Merchant Chamber of Commerce, 15-B, Hemanta Basu Sarani, 2nd Floor, Kolkata- 700 001.

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies(Management and Administration) Rules, 2014, as amended by the Companies(Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company provided e-voting facility ("remote e-voting") for the members so as to enable them to cast their votes electronically from a place other than venue of the AGM. The Company, accordingly made arrangements to provide the e-voting platform on the e-voting website of Central Depository Services Limited (CDSL). Further, members who were present at the AGM (in person, or through proxy or through Corporate Representative(s)), but did not cast their votes through remote e-voting, were allowed to cast their votes at the AGM through Ballot Paper.

I am responsible for scrutinizing the entire voting process. It is the Management's responsibility in this regard, to ensure compliance with the relevant provisions of various regulations and laws in force.

I have issued two separate Scrutinizer's Reports, dated 24th September, 2015, on remote e-voting and Poll (in Form No. MGT-13) respectively. I now hereby submit my Combined Report on remote e-voting together with that of Poll.

Members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 16th September, 2015, were entitled to cast their votes through remote e-voting or voting at the AGM.



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

1. The Chairman, at the end of discussion on the resolutions on which voting was to be held at the AGM, allowed voting through ballot paper for all those members who were present at the AGM and did not exercise the remote e-voting option.
2. After the conclusion of voting at the AGM, the votes cast at the AGM were counted and thereafter, the remote e- voting portal was unblocked in the presence of two witnesses
3. I report the voting particulars hereunder:-
 - I. The Remote e-voting option was exercised for all the four(4) resolutions by 34 shareholders holding 42,69,596 Equity Shares. I have disregarded 40,65,330 votes cast by the Promoter Group for Resolution No. 4 in lieu of the provisions of Clause 49 (VIII) of the Listing Agreement, pursuant to which, all material Related Party Transactions shall require approval of the shareholders through special resolution and the related parties shall abstain from voting on such resolutions.
 - II. The option of voting by Physical Ballot was exercised by 4 shareholders, out of which 1 Ballot Paper (aggregating to 100 votes) was cancelled / invalidated since no voting option was exercised thereto on the Ballot Paper by the shareholder holding 100 Equity Shares of the Company.
 - III. Summary of the valid votes cast for the resolutions proposed to be passed at the 26th AGM of the Company :

Resolution Serial No.	Summary of the Resolution	Resolution Category	No. of member who cast their votes		No. of Shares held by the voters		Assent %	Dissent %
			Assent	Dissent	Assent	Dissent		
1.	Adoption of Financial Statements and reports.	Ordinary Resolution	37	-	42,69,909	-	100%	-
2.	Appointment of Director retiring by rotation.	Ordinary Resolution	37	-	42,69,909	-	100%	-
3.	Re-appointment of Statutory Auditor.	Ordinary Resolution	37	-	42,69,909	-	100%	-

NIAZ AHMED
M. No. 1235
C.P.A.
P.O. No. 1234
P.O. No. 1234

4.	Approval/ ratification of Related Party Transactions	Special Resolution	8	-	2,04,579	-	100%	-
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IV. Agenda-wise voting particulars:

Voting Particulars for Item No. 1 of the Agenda:

Agenda : To consider and adopt the Audited Financial Statement of the Company for the year ended 31st March,2015, the reports of the Board of Directors and Auditors thereon;

Resolution required: Ordinary Resolution

Result of the voting:

Promoter / Public	Manner of voting	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	Remote e-voting	40,65,330	40,65,330	100%	40,65,330	-	100.00%	-
	Ballot at the AGM		-	-	-	-	-	-
	Sub-total(A)		40,65,330	40,65,330	100%	40,65,330	-	100.00%
Public-Institutional Holders	Remote e-voting	2,900	-	-	-	-	-	-
	Ballot at the AGM		-	-	-	-	-	-
	Sub-total(B)		2,900	-	-	-	-	-
Public - Others	Remote e-voting	19,21,370	2,04,266	10.63%	2,04,266	-	100.00%	-
	Ballot at the AGM		313	0.02%	313	-	-	-
	Sub-total (C)		19,21,370	2,04,579	10.65%	2,04,579	-	100.00%
Grand Total (A)+(B)+(C)		59,89,600	42,69,909	71.29%	42,69,909	-	100.00%	-

Voting Particulars for Item No. 2 of the Agenda:

Agenda : To appoint a Director in place of Shri Nandlal Todi (DIN- 00581581) who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.

Resolution required: Ordinary Resolution

Result of the voting:

Promoter / Public	Manner of voting	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	Remote e-voting	40,65,330	40,65,330	100%	40,65,330	-	100.00%	-
	Ballot at the AGM		-	-	-	-	-	-
	Sub-total(A)	40,65,330	40,65,330	100%	40,65,330	-	100.00%	-
Public-Institutional Holders	Remote e-voting	2,900	-	-	-	-	-	-
	Ballot at the AGM		-	-	-	-	-	-
	Sub-total(B)	2,900	-	-	-	-	-	-
Public - Others	Remote e-voting	19,21,370	2,04,266	10.63%	2,04,266	-	100.00%	-
	Ballot at the AGM		313	0.02%	313	-	-	-
	Sub-total (C)	19,21,370	2,04,579	10.65%	2,04,579	-	100.00%	-
Grand Total (A)+(B)+(C)		59,89,600	42,69,909	71.29%	42,69,909	-	100.00%	-

Voting Particulars for Item No. 3 of the Agenda:

Agenda : To consider the re- appointment of M/s R. P. Boobna & Co., Chartered Accountants, as Statutory Auditor of the Company and fix their remuneration.

Resolution required: Ordinary Resolution



Result of the voting:

Promoter / Public	Manner of voting	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	Remote e-voting	40,65,330	40,65,330	100%	40,65,330	-	100.00%	-
	Ballot at the AGM		-	-	-	-	-	
	Sub-total(A)		40,65,330	40,65,330	100%	40,65,330	-	100.00%
Public-Institutional Holders	Remote e-voting	2,900	-	-	-	-	-	-
	Ballot at the AGM		-	-	-	-	-	
	Sub-total(B)		2,900	-	-	-	-	-
Public - Others	Remote e-voting	19,21,370	2,04,266	10.63%	2,04,266	-	100.00%	-
	Ballot at the AGM		313	0.02%	313	-	-	
	Sub-total (C)		19,21,370	2,04,579	10.65%	2,04,579	-	100.00%
Grand Total (A)+(B)+(C)		59,89,600	42,69,909	71.29%	42,69,909	-	100.00%	-

Voting Particulars for Item No. 4 of the Agenda:

Agenda : To consider the Approval/Ratification of Related Party Transactions.

Resolution required: Special Resolution

Result of the voting:

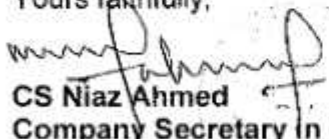
Promoter / Public	Manner of voting	No. of Shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] *100	No. of Votes – in favour (4)	No. of votes - against (5)	% of Votes in favour on votes Polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter & Promoter Group	Remote e-voting	40,65,330	-	-	-	-	-	-
	Ballot at the AGM		-	-	-	-	-	

	Sub-total(A)	40,65,330	-	-	-	-	-	-
Public-Institutional Holders	Remote e-voting	2,900	-	-	-	-	-	-
	Ballot at the AGM		-	-	-	-	-	-
	Sub-total(B)	2,900	-	-	-	-	-	-
Public - Others	Remote e-voting	19,21,370	2,04,266	10.63%	2,04,266	-	100.00%	-
	Ballot at the AGM		313	0.02%	313	-	-	-
	Sub-total (C)	19,21,370	2,04,579	10.65%	2,04,579	-	100.00%	-
Grand Total (A)+(B)+(C)		59,89,600	2,04,579	3.42%	2,04,579	-	100.00%	-

40,65,330 votes cast by the promoter group through remote e-voting for Resolution No. 4 were rejected pursuant to the provisions of Clause 49(VII) of the Listing Agreement.

4. In my opinion, based on the above scrutiny, all the resolutions under Item Nos. 1 to 4 have been passed with requisite majority.
5. Particulars of all the votes cast through remote e-voting/ Ballots have been entered in the Electronic Register maintained separately for this purpose. I further report that the Register and all other relevant records, shall be under my custody till the Chairman considers, approves and signs the minutes and thereafter, I shall return the related papers, relevant records and Register to Ms. Sarika Mehra (DIN- 06935192), Executive Director & Company Secretary of the Company, who has been authorised by the Board of Directors at its meeting held on 27th May, 2015, to preserve such documents safely.

Thanking you,
Yours faithfully,


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