

SCRUTINIZER'S REPORT

22nd September, 2016

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 Thursday, the 11th day of August, 2016, 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 27th Annual General Meeting (hereinafter referred to as the "AGM") of the Company, held on Wednesday, the 21st September, 2016 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 Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 14th September, 2016, were entitled to cast their votes.



2. The e-voting period commenced on 18th September, 2016, at 9.00 a.m. and ended on 20th September, 2016 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 33 shareholders holding 42,25,653 Equity Shares.
 - II. I have disregarded 40,65,430 votes cast by the Promoter/Promoter Group for Resolution No. 4 in lieu of the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, pursuant to which, all material Related Party Transactions shall require approval of the shareholders through ordinary resolution and the related parties shall abstain from voting on such resolutions.



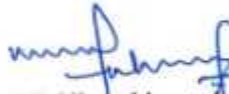
III. Summary of the valid e- votes cast for the resolutions passed at the 27th AGM of the Company :

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 Audited Financial Statements for the year ended 31 st March, 2016 and the Reports of the Auditors and Directors thereon.	Ordinary Resolution	33	-	42,25,653	-	100%	-
2.	Re-appointment of Mr. Nandlal Todi (DIN-00581581) who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary Resolution	33	-	42,25,653	-	100%	-
3.	Ratification of the re-appointment of M/s R. P. Boobna & Co., Chartered Accountants, as Statutory Auditor of the Company and fix their remuneration	Ordinary Resolution	33	-	42,25,653	-	100%	-



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		
4.	Approval/ ratification of Related Party Transactions.	Ordinary Resolution	4	-	1,60,223	-	100%	-

Thanking you,
Yours faithfully,


CS Niaz Ahmed * M. No. 15555 *
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.

27th Annual General Meeting of the Equity Shareholders of NPR Finance Limited held on Wednesday, the 21st day of September, 2016 at Jhalharia Committee Room of The Merchants Chamber of Commerce, 15-B, Hemanta Basu Sarani, 2nd Floor, Kolkata - 700 001 at 11.00 a.m.

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 27th Annual General Meeting of the Equity Shareholders of NPR Finance Ltd., held on Wednesday, the 21st day of September, 2016, at Jhalharia Committee Room of The Merchants Chamber of Commerce, 15-B, Hemanta Basu Sarani, 2nd Floor, Kolkata - 700 001 at 11.00 a.m., 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 by me in the presence of two (2) witnesses 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. None of the poll papers were incomplete and/or otherwise found defective.
4. The result of the Poll is as under:

(a) Resolution No. 1 – Ordinary Resolution

Adoption of Audited Financial Statements for the year ended 31st March, 2016 and the Reports of the Auditors and Directors 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
2	303	100%



(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
-	-

(b) Resolution No. 2 - Ordinary Resolution

Re-appointment of Mr. Nandlal Todi (DIN-00581581) who retires by rotation and being eligible, offers 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
2	303	100%

(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
-	-



(c) Resolution No. 3 - Ordinary Resolution

Ratification of the re-appointment 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
2	303	100%

(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
-	-

(d) Resolution No. 4 – Ordinary Resolution

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
2	303	100%

(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
-	-

5. A list of equity shareholders who voted "FOR", "AGAINST" is enclosed. None of the votes cast were invalid.
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 :22nd September,2016
Place: Kolkata



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

Encl. as above

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
DEBASIS BHATTACHARYYA	1201910300170121	3	For	For	For	For	Valid
AJAY KUMAR DESAI	0008386	300	For	For	For	For	Valid



SCRUTINIZER'S REPORT-COMBINED

22nd September, 2016

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 Thursday, the 11th day of August, 2016, 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 27th Annual General Meeting (hereinafter referred to as the "AGM") of the Company, held on Wednesday, the 21st September, 2016 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 Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 22nd September, 2016, 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 14th September, 2016, were entitled to cast their votes through remote e-voting or voting at the AGM.



I have completed the scrutiny of the votes cast 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 locked ballot box was subsequently opened by me in the presence of two (2) witnesses and poll papers were diligently scrutinized. 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 33 shareholders holding 42,25,653 Equity Shares. I have disregarded 40,65,430 votes cast by the Promoter/ Promoter Group for Resolution No. 4 in lieu of the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, pursuant to which, all material Related Party Transactions shall require approval of the shareholders through ordinary resolution and the related parties shall abstain from voting on such resolutions.
 - II. The option of voting by Physical Ballot was exercised by 2 shareholders, aggregating to 303 votes.
 - III. **Summary of the valid votes cast for the resolutions passed at the 27th 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 Audited Financial Statements for the year ended 31 st March, 2016 and the Reports of the Auditors and Directors thereon.	Ordinary Resolution	42,25,956	-	42,25,956	-	100.00 %	-



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		
2.	Re-appointment of Mr. Nandlal Todi (DIN-00581581), who retires by rotation and being eligible, offers himself for re-appointment	Ordinary Resolution	42,25,956	-	42,25,956	-	100.00 %	-
3.	Ratification of the re-appointment of M/s R. P. Boobna & Co., Chartered Accountants, as Statutory Auditor of the Company and fix their remuneration	Ordinary Resolution	42,25,956	-	42,25,956	-	100.00 %	-
4.	Approval/ ratification of Related Party Transactions.	Ordinary Resolution	1,60,526	-	1,60,526	-	100.00 %	-

IV. Agenda-wise voting particulars:

Voting Particulars for Item No. 1 of the Agenda:

Agenda : Adoption of Audited Financial Statements for the year ended 31st March, 2016 and the Reports of the Auditors and Directors thereon.



Result of the voting:

Resolution required : (Ordinary/ Special)			Ordinary					
Whether promoter / promoter group are interested in the agenda/resolution?			No.					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	$\frac{(3)}{(1)} * 100$	(4)	(5)	$\frac{(6)}{(2)} * 100$	$\frac{(7)}{(2)} * 100$
Promoter & Promoter Group	E-voting	40,65,430	40,65,430	100.00	40,65,430	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		40,65,430	40,65,430	100.00	40,65,430	-	100.00
Public-Institutions	E-voting	2,900	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		2,900	-	-	-	-	-
Public-Non-Institutions	E-voting	19,21,270	1,60,223	8.34	1,60,223	-	100.00	-
	Poll		303	0.02	303	-	100.00	-
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		19,21,270	1,60,526	8.36	1,60,526	-	100.00
Total		59,89,600	42,25,956	70.55	42,25,956	-	100.00	-



Voting Particulars for Item No. 2 of the Agenda:

Agenda : Re-appointment of Mr. Nandlal Todi (DIN-00581581) who retires by rotation and being eligible, offers himself for re-appointment.

Result of the voting:

Resolution required : (Ordinary/ Special)			Ordinary					
Whether promoter / promoter group are interested in the agenda/resolution?			Yes.					
Category	Mode 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	E-voting	40,65,430	40,65,430	100.00	40,65,430	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	40,65,430	40,65,430	100.00	40,65,430	-	100.00	-
Public-Institutions	E-voting	2,900	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	2,900	-	-	-	-	-	-
Public-Non-Institutions	E-voting	19,21,270	1,60,223	8.34	1,60,223	-	100.00	-
	Poll		303	0.02	303	-	100.00	-
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	19,21,270	1,60,526	8.36	1,60,526	-	100.00	-
Total		59,89,600	42,25,956	70.55	42,25,956	-	100.00	-



Voting Particulars for Item No. 3 of the Agenda:

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

Result of the voting:

Resolution required : (Ordinary/ Special)			Ordinary					
Whether promoter / promoter group are interested in the agenda/resolution?			No.					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	$\frac{(3)}{(1)} \times 100$	(4)	(5)	$\frac{(6)}{(2)} \times 100$	$\frac{(7)}{(2)} \times 100$
Promoter & Promoter Group	E-voting	40,65,430	40,65,430	100.00	40,65,430	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	40,65,430	40,65,430	100.00	40,65,430	-	100.00	-
Public-Institutions	E-voting	2,900	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	2,900	-	-	-	-	-	-
Public-Non-Institutions	E-voting	19,21,270	1,60,223	8.34	1,60,223	-	100.00	-
	Poll		303	0.02	303	-	100.00	-
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	19,21,270	1,60,526	8.36	1,60,526	-	100.00	-
Total		59,89,600	42,25,956	70.55	42,25,956	-	100.00	-



Voting Particulars for Item No. 4 of the Agenda:

Agenda : Approval/ratification of Related Party Transactions.

Result of the voting:

Resolution required : (Ordinary/ Special)			Ordinary					
Whether promoter / promoter group are interested in the agenda/resolution?			Yes:					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstandi ng 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
Promote r &Promot er Group	E- voting	4065430	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applic able)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	4065430	-	-	-	-	-	-
Public- Institio ns	E- voting	2900	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applic able)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	2900	-	-	-	-	-	-
Public- Non- Institio ns	E- voting	19,21,270	1,60,223	8.34	1,60,223	-	100.00	-
	Poll		303	0.02	303	-	100.00	-
	Postal Ballot (if applic able)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	19,21,270	1,60,526	8.36	1,60,526	-	100.00	-
Total		5989600	1,60,526	2.68	1,60,526	-	100.00	-



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 11th August, 2016, to preserve such documents safely.

Thanking you,
Yours faithfully,


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

