

SCRUTINIZER'S REPORT

19th 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 scrutinizing the e-voting process in a fair and transparent manner in respect of the resolutions proposed at the 25th Annual General Meeting (AGM) of the Company, held on 19th September, 2014 at Jhajharia Committee Room, Merchant Chamber of Commerce, 15-B, Hemanta Basu Sarani, 2nd Floor, Kolkata- 700 001 at 11.00 a.m.

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 provided e-voting facility to its Members to enable them to cast their votes electronically. 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).

Further, members were alternatively provided the facility to cast their votes through physical assent/dissent form, if they do not have access to e-voting facility.

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

1. The Company has on 19th August, 2014, completed the dispatch of Notice for the AGM along with the Attendance Slip/Proxy Form and Annual Report of the Company for the year ended 31st March, 2014 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 13th 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 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 23rd August, 2014 regarding intimating of particulars of e-voting and other incidental matters thereto.
3. The Notice & instructions for e-voting have also been made available on the following links:

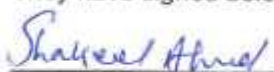
<http://www.nprfinance.com/filecontent/AGM-Notice.pdf>




<http://www.cdslindia.com/GoGreen/NPR-Finance-limited.pdf>

4. The Company extended voting in physical form to those shareholders who do not have access to e-voting facility to send their assent or dissent in writing on a physical assent/dissent form pursuant to revised clause 35B in the Listing Agreement as notified by SEBI vide circular No. CIR/CFD/POLICY CELL/2/2014, dated 17th April, 2014.
5. The e-voting period commenced on 13th September, 2014, at 10.00 A.M. and ended on 15th September, 2014 at 6.00 P.M. Similarly, receipt of the physical assent/dissent form from those shareholders who do not have access to e-voting facility was made available upto 17th September, 2014.
6. At the end of the voting period, the voting portal was blocked and subsequently, the votes were unblocked on 15th September, 2014 in the presence of Mr. Shakeel Ahmed, residing at 1 /2/1H/6, J.K. Ghosh Road, Belgachia, Kolkata- 700 037 and Mr. Prasenjit Das, residing at 9/1, Sambhunath Pandit Street, Kolkata- 700 025, 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:





7. Particulars of all the e-votes and physical assent/dissent forms received from the shareholders have been entered in the Electronic Register separately maintained for this purpose.
8. I report the voting particulars hereunder:-

Voting Particulars for Item No. 1 of the Agenda:

Agenda : To receive, consider and adopt the Audited Profit and Loss Account for the year ended 31st March, 2014, the Audited Balance Sheet as on that date and the Reports of the Auditors and Directors thereon.

Resolution required: Ordinary Resolution

Result of the voting:

Promoter/ Public	No. of Votes in favour (1)	% of votes in favour on Votes Polled (2)=(1)/[(3)+(1)]*100	No. of Votes Against (3)	% of Votes against on Votes Polled (4)=(1)/[(3)+(1)]*100
Promoter & Promoter group				
1.E-voting	4017511	100.00%	0	0.00%
2.Ballot (Assent/Dissent)	0	0.00%	0	0.00%
Total (A)= (1)+(2)	4017511	100%	0	0.00%
Public- Institutional Holders				



1.E-voting	0	0.00%	0	0.00%
2.Ballot (Assent/Dissent)	0	0.00%	0	0.00%
Total (B)= (1)+(2)	0	0.00%	0	0.00%
Public-Others				
1.E-voting	71625	100.00%	0	0.00%
2.Ballot (Assent/Dissent)	8	100.00%	0	0.00%
Total (C)= (1)+(2)	71633	100.00%	0	0.00%
Total (D)= (A)+(B)+(C)	4089144	100.00%	0	100.00%

Voting Particulars for Item No. 2 of the Agenda:

Agenda : To consider the re- appointment of Mr. Nandlal Todi who retires by rotation and being eligible offers himself for re-appointment.

Resolution required: Ordinary Resolution

Result of the voting:

Promoter/ Public	No. of Votes in favour (1)	% of votes in favour on Votes Polled (2)=(1)/[(3)+(1)]*100	No. of Votes Against (3)	% of Votes against on Votes Polled (4)=(1)/[(3)+(1)]*100
Promoter & Promoter group				
1.E-voting	4017511	100.00%	0	0.00%
2.Ballot (Assent/Dissent)	0	0.00%	0	0.00%
Total (A)= (1)+(2)	4017511	100%	0	0.00%
Public- Institutional Holders				
1.E-voting	0	0.00%	0	0.00%
2.Ballot (Assent/Dissent)	0	0.00%	0	0.00%
Total (B)= (1)+(2)	0	0.00%	0	0.00%
Public-Others				
1.E-voting	71625	100.00%	0	0.00%
2.Ballot (Assent/Dissent)	8	100.00%	0	0.00%
Total (C)= (1)+(2)	71633	100.00%	0	0.00%
Total (D)= (A)+(B)+(C)	4089144	100.00%	0	100.00%

A circular stamp of the company secretary, M/s. J. K. Ahuja & Co., Chartered Accountants, is visible. Overlaid on the stamp is a handwritten signature in blue ink, which appears to be 'M. J. K. Ahuja'.

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	No. of Votes in favour (1)	% of votes in favour on Votes Polled (2)=(1)/[(3)+(1)]*100	No. of Votes Against (3)	% of Votes against on Votes Polled (4)=(1)/[(3)+(1)]*100
Promoter & Promoter group				
1.E-voting	4017511	100.00%	0	0.00%
2.Ballot (Assent/Dissent)	0	0.00%	0	0.00%
Total (A)= (1)+(2)	4017511	100%	0	0.00%
Public- Institutional Holders				
1.E-voting	0	0.00%	0	0.00%
2.Ballot (Assent/Dissent)	0	0.00%	0	0.00%
Total (B)= (1)+(2)	0	0.00%	0	0.00%
Public-Others				
1.E-voting	71625	100.00%	0	0.00%
2.Ballot (Assent/Dissent)	8	100.00%	0	0.00%
Total (C)= (1)+(2)	71633	100.00%	0	0.00%
Total (D)= (A)+(B)+(C)	4089144	100.00%	0	100.00%

Voting Particulars for Item No. 4 of the Agenda:

Agenda : Appointment of Mr. Rajendra Kumar Duggar as an Independent Director for a term of five years from the conclusion of the 25th AGM.

Resolution required: Ordinary Resolution



A circular blue stamp of a Chartered Accountant is visible in the bottom right corner. The text inside the stamp includes 'RANJAN KUMAR', '10/03/2024', 'CHARTERED ACCOUNTANT', and 'FIRMA'. A handwritten signature in blue ink is written over the stamp.

Result of the voting:

Promoter/ Public	No. of Votes in favour (1)	% of votes in favour on Votes Polled (2)=(1)/[(3)+(1)]*100	No. of Votes Against (3)	% of Votes against on Votes Polled (4)=(1)/[(3)+(1)]*100
Promoter & Promoter group				
1.E-voting	4017511	100.00%	0	0.00%
2.Ballot (Assent/Dissent)	0	0.00%	0	0.00%
Total (A)= (1)+(2)	4017511	100%	0	0.00%
Public- Institutional Holders				
1.E-voting	0	0.00%	0	0.00%
2.Ballot (Assent/Dissent)	0	0.00%	0	0.00%
Total (B)= (1)+(2)	0	0.00%	0	0.00%
Public-Others				
1.E-voting	71625	100.00%	0	0.00%
2.Ballot (Assent/Dissent)	8	100.00%	0	0.00%
Total (C)= (1)+(2)	71633	100.00%	0	0.00%
Total (D)= (A)+(B)+(C)	4089144	100.00%	0	100.00%

Voting Particulars for Item No. 5 of the Agenda:

Agenda : Appointment of Mr. Nitin Guha as an Independent Director for a term of five years from the conclusion of the 25th AGM.

Resolution required: Ordinary Resolution

Result of the voting:

Promoter/ Public	No. of Votes in favour (1)	% of votes in favour on Votes Polled (2)=(1)/[(3)+(1)]*100	No. of Votes Against (3)	% of Votes against on Votes Polled (4)=(1)/[(3)+(1)]*100
Promoter & Promoter group				
1.E-voting	4017511	100.00%	0	0.00%
2.Ballot (Assent/Dissent)	0	0.00%	0	0.00%
Total (A)= (1)+(2)	4017511	100%	0	0.00%
Public- Institutional				

A circular stamp with text around the perimeter and a handwritten signature in blue ink over it.

Holders				
1.E-voting	0	0.00%	0	0.00%
2.Ballot (Assent/Dissent)	0	0.00%	0	0.00%
Total (B)= (1)+(2)	0	0.00%	0	0.00%
Public-Others				
1.E-voting	71625	100.00%	0	0.00%
2.Ballot (Assent/Dissent)	8	100.00%	0	0.00%
Total (C)= (1)+(2)	71633	100.00%	0	0.00%
Total (D)= (A)+(B)+(C)	4089144	100.00%	0	100.00%

Voting Particulars for Item No. 6 of the Agenda:

Agenda : Appointment of Mr. Arun Charan Mukherji as an Independent Director for a term of five years from the conclusion of the 25th AGM.

Resolution required: Ordinary Resolution

Result of the voting:

Promoter/ Public	No. of Votes in favour (1)	% of votes in favour on Votes Polled (2)=(1)/[(3)+(1)]*100	No. of Votes Against (3)	% of Votes against on Votes Polled (4)=(1)/[(3)+(1)]*100
Promoter &Promoter group				
1.E-voting	4017511	100.00%	0	0.00%
2.Ballot (Assent/Dissent)	0	0.00%	0	0.00%
Total (A)= (1)+(2)	4017511	100%	0	0.00%
Public- Institutional Holders				
1.E-voting	0	0.00%	0	0.00%
2.Ballot (Assent/Dissent)	0	0.00%	0	0.00%
Total (B)= (1)+(2)	0	0.00%	0	0.00%
Public-Others				
1.E-voting	71625	100.00%	0	0.00%
2.Ballot (Assent/Dissent)	8	100.00%	0	0.00%
Total (C)= (1)+(2)	71633	100.00%	0	0.00%
Total (D)= (A)+(B)+(C)	4089144	100.00%	0	100.00%

A handwritten signature in blue ink is written over a circular blue stamp. The stamp contains the text 'CHARTERED ACCOUNTANT' and 'C.A.' around the perimeter. The signature appears to be 'M. Fahmuf'.

Voting Particulars for Item No. 7 of the Agenda:

Agenda : Re-appointment of Mr. Pawan Kumar Todi as the Managing Director for a term of five years with effect from 1st November, 2014.

Resolution required: Special Resolution

Result of the voting:

Promoter/ Public	No. of Votes in favour (1)	% of votes in favour on Votes Polled (2)=(1)/[(3)+(1)]*100	No. of Votes Against (3)	% of Votes against on Votes Polled (4)=(1)/[(3)+(1)]*100
Promoter & Promoter group				
1.E-voting	4017511	100.00%	0	0.00%
2.Ballot (Assent/Dissent)	0	0.00%	0	0.00%
Total (A)= (1)+(2)	4017511	100%	0	0.00%
Public- Institutional Holders				
1.E-voting	0	0.00%	0	0.00%
2.Ballot (Assent/Dissent)	0	0.00%	0	0.00%
Total (B)= (1)+(2)	0	0.00%	0	0.00%
Public-Others				
1.E-voting	71625	100.00%	0	0.00%
2.Ballot (Assent/Dissent)	8	100.00%	0	0.00%
Total (C)= (1)+(2)	71633	100.00%	0	0.00%
Total (D)= (A)+(B)+(C)	4089144	100.00%	0	100.00%

Voting Particulars for Item No. 8 of the Agenda:

Agenda : Appointment of Ms. Sarika Mehra as the Executive Director & Company Secretary.

Resolution required: Special Resolution



A circular stamp with the text "FULL TIME" at the top and "11.11.2014" at the bottom. Below the stamp is a handwritten signature in blue ink.

Result of the voting:

Promoter/ Public	No. of Votes in favour (1)	% of votes in favour on Votes Polled (2)=(1)/[(3)+(1)]*100	No. of Votes Against (3)	% of Votes against on Votes Polled (4)=(1)/[(3)+(1)]*100
Promoter & Promoter group				
1.E-voting	4017511	100.00%	0	0.00%
2.Ballot (Assent/Dissent)	0	0.00%	0	0.00%
Total (A)= (1)+(2)	4017511	100%	0	0.00%
Public- Institutional Holders				
1.E-voting	0	0.00%	0	0.00%
2.Ballot (Assent/Dissent)	0	0.00%	0	0.00%
Total (B)= (1)+(2)	0	0.00%	0	0.00%
Public-Others				
1.E-voting	71625	100.00%	0	0.00%
2.Ballot (Assent/Dissent)	8	100.00%	0	0.00%
Total (C)= (1)+(2)	71633	100.00%	0	0.00%
Total (D)= (A)+(B)+(C)	4089144	100.00%	0	100.00%

Voting Particulars for Item No. 9 of the Agenda:

Agenda : Ratification of Remuneration of the Cost Auditor, M/s. M.G. Associates, Cost Accountants.

Resolution required: Ordinary Resolution

Result of the voting:

Promoter/ Public	No. of Votes in favour (1)	% of votes in favour on Votes Polled (2)=(1)/[(3)+(1)]*100	No. of Votes Against (3)	% of Votes against on Votes Polled (4)=(1)/[(3)+(1)]*100
Promoter & Promoter group				
1.E-voting	4017511	100.00%	0	0.00%
2.Ballot (Assent/Dissent)	0	0.00%	0	0.00%
Total (A)= (1)+(2)	4017511	100%	0	0.00%
Public- Institutional Holders				

1.E-voting	0	0.00%	0	0.00%
2.Ballot (Assent/Dissent)	0	0.00%	0	0.00%
Total (B)= (1)+(2)	0	0.00%	0	0.00%
Public-Others				
1.E-voting	71625	100.00%	0	0.00%
2.Ballot (Assent/Dissent)	8	100.00%	0	0.00%
Total (C)= (1)+(2)	71633	100.00%	0	0.00%
Total (D)= (A)+(B)+(C)	4089144	100.00%	0	100.00%

Voting Particulars for Item No. 10 of the Agenda:

Agenda : Substitution of Article of Association of the Company.

Resolution required: Special Resolution

Result of the voting:

Promoter/ Public	No. of Votes in favour (1)	% of votes in favour on Votes Polled (2)=(1)/[(3)+(1)]*100	No. of Votes Against (3)	% of Votes against on Votes Polled (4)=(1)/[(3)+(1)]*100
Promoter &Promoter group				
1.E-voting	4017511	100.00%	0	0.00%
2.Ballot (Assent/Dissent)	0	0.00%	0	0.00%
Total (A)= (1)+(2)	4017511	100%	0	0.00%
Public- Institutional Holders				
1.E-voting	0	0.00%	0	0.00%
2.Ballot (Assent/Dissent)	0	0.00%	0	0.00%
Total (B)= (1)+(2)	0	0.00%	0	0.00%
Public-Others				
1.E-voting	71625	100.00%	0	0.00%
2.Ballot (Assent/Dissent)	8	100.00%	0	0.00%
Total (C)= (1)+(2)	71633	100.00%	0	0.00%
Total (D)= (A)+(B)+(C)	4089144	100.00%	0	100.00%

10. In my opinion, based on the above scrutiny, all the resolutions under Item Nos. 1 to 10 have been passed through e-voting & the physical assent/dissent form with requisite majority.



11. 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 or register to Ms. Sarika Mehra, Executive 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 documents safely.

Thanking you,

Yours faithfully,



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

