

**P. V. Subramanian**  
B.Com., LL.B., ACS.  
Company Secretary in Whole-time Practice

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### Scrutinizer's Report

To,  
Chairman  
Nicco Financial Services Limited  
'Nicco House"  
2, Hare Street  
Kolkata-700001.

Dear Sir,

**Sub:** Consolidated Scrutinizer's Report on remote e-voting/physical ballot forms conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014 as amended by Companies (Management and Administration) Rules, 2015 and voting at the Annual General Meeting of Nicco Financial Services Limited held on Saturday, August 1, 2015 at 3.30 p.m.

I, P. V. Subramanian, Practicing Company Secretary, had been appointed as the Scrutinizer by the Board of Directors of **Nicco Financial Services Limited** pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to conduct the remote e-voting process and to scrutinize the physical ballot forms received from the Shareholders in respect of the below mentioned resolutions to be passed at the 30<sup>th</sup> Annual General of the Company held on Saturday, August 1, 2015 at 3.30 p.m.

I was also appointed as Scrutinizer to scrutinize the voting process at the said Annual General Meeting held on August 1, 2015.

The Notice dated May 14, 2015 was sent to the shareholders in respect of the below mentioned resolutions passed at the Annual General Meeting of the Company.

The Company had availed the e-voting facility offered by National Securities Depository Limited ("NSDL") for conducting remote e-voting by the Shareholders of the Company. The Company has also provided voting by physical ballot forms to the members who do not have access to remote e-voting facility.

The Company had also provided voting facility to the shareholders present at the Annual General Meeting and who had not cast their vote earlier either through remote e-voting facility or by physical ballot.



NICCO FINANCIAL SERVICES LIMITED

Authorised Signatory

The shareholders of the Company holding shares as on the "cut-off" date of July 27, 2015 were entitled to vote on the resolutions as contained in the Notice of the Annual General Meeting.

The voting period for remote e-voting commenced on Wednesday, July 29, 2015 at 09.00 a.m. (IST) and ended on Friday, July 31, 2015 at 05.00 p.m. (IST) and the NSDL e-voting platform was blocked thereafter.

After the closure of the e-voting at the Annual General Meeting, the report on voting done at the meeting was generated in my presence and the voting was diligently scrutinized.

The votes cast under remote e-voting facility were thereafter unblocked by me in the presence of two witnesses who were not in the employment of the Company and after the conclusion of the voting at the Annual General Meeting the votes cast there under were counted. No votes, cast through Physical ballot forms, were received up to July 31, 2015.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the National Securities Depository Limited (NSDL) e-voting system.

I now submit my consolidated Report as under on the result of the remote e-voting/physical ballot forms and voting at the meeting in respect of the said Resolutions.

**ORDINARY BUSINESS:**

**Resolution 1: Ordinary Resolution:**

**Adoption of Balance Sheet, Statement of Profit & Loss, Report of the Board of Directors and Auditors thereon for the financial year ended March 31, 2015.**

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
45	643484	100.00

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Nil	Not Applicable	Not Applicable

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
Nil	Not Applicable



WISDOM FINANCIAL SERVICES

*Handwritten signature*

Authorised Signatory



**Resolution 2: Ordinary Resolution:**

**Re-appointment of Mr Prabir Chakravarti (DIN: 00273523) as Director, who retires by rotation and is eligible for re-appointment.**

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
45	643484	100.00

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Nil	Not Applicable	Not Applicable

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
Nil	Not Applicable

**Resolution 3: Ordinary Resolution:**

**Re-appointment of Mr. Shiv Siddhant Narayan Kaul (DIN: 01495808) as Director, who retires by rotation and is eligible for re-appointment.**

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
45	643484	100.00

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Nil	Not Applicable	Not Applicable

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
Nil	Not Applicable

**Resolution 4: Ordinary Resolution:**

**Re-appointment of Mr. Biswajit Sen (DIN: 00200037) as Director, who retires by rotation and is eligible for re-appointment.**

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
45	643484	100.00



(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Nil	Not Applicable	Not Applicable

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
Nil	Not Applicable

**Resolution 5: Ordinary Resolution:**

**Re-appointment of M/s. G. Basu & Co., Chartered Accountants (Registration No: 301174E) as Statutory Auditors of the Company and to fix their remuneration.**

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
45	643484	100.00

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Nil	Not Applicable	Not Applicable

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
Nil	Not Applicable

*Accordingly, all the resolutions stand passed unanimously.*

Place : Kolkata

Dated: August 4, 2015.



Company Secretary in Whole-time Practice

ACS:4585/C.P.No.: 2077

*P. V. Subramanian*

(P V SUBRAMANIAN)

Company Secretary in Whole-time Practice

ACS:4585/C.P.No.: 2077

NICCO FINANCIAL SERVICES LIMITED

*Harjinder*

Authorised Signatory