



Kriti Daga

Company Secretaries

4, Ho Chi Minh Sarani, KBR Complex, Flat No. 3C, Kolkata – 700 071

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Consolidated Report of Scrutinizer on Remote E-voting and E-voting at the Extra-Ordinary General Meeting of the Company

[Pursuant to Section 108 and 109 of the Companies Act, 2013 and Rule 20(4) (xii) and Rule 20(2) of the Companies (Management & Administration) Rules, 2014 as amended]

To
The Managing Director
NCL Research & Financial Services Limited

Dear Sir,

I, Kriti Daga, Practicing Company Secretary, Kolkata, appointed as Scrutinizer for the purpose of scrutinizing the e-voting and e-voting process of **NCL Research & Financial Services Limited** ("the Company") in a fair and transparent manner, for the below mentioned resolution(s) as contained in the EOGM Notice of December 21, 2021, results of which have been declared on Monday, 24th January 2022.

The management of the Company is responsible to ensure the Compliances with the requirements of Companies Act, 2013 and Rules relating to voting through electronic means and ballot papers on the resolutions contained in the EOGM Notice dated December 21, 2021. My responsibility as a Scrutinizer for the voting process is restricted to make a Scrutinizers' Report of the votes cast "FOR" or "AGAINST". The Resolutions are based on the reports generated from the process of remote e-voting and ballot paper.

Further to the above, I submit my Report as under:-

1. The remote e-voting period commenced on Friday 21st January, 2022 at 9.00 A.M. and concluded on Sunday, 23rd January 2022 at 5.00 P.M. The e-voting services were provided by National Securities Depository Ltd. (NSDL)
2. The Shareholders holding shares as on "cut-off date" i.e. January 17, 2022 were entitled to vote on the proposed resolutions stated in the EOGM Notice dated December 21, 2021.
3. The Result of remote e-voting/Ballot/Poll along with the list of Shareholders who voted "For" and "Against" the below Resolutions were downloaded from the e-voting website of NSDL i.e. <https://www.evoting.nsdl.com>
4. The facility of voting by electronic means (e-voting) at the Extra-Ordinary General Meeting through VC/OAVM was provided by NSDL pursuant to circular no. 20/2020 dated 5th May 2020 issued by Ministry of Corporate Affairs (MCA).
5. The names of Shareholders who have voted by remote e-voting through the facility provided by NSDL had been blocked and have not been allowed to vote at the Extra-Ordinary General Meeting.
6. Shareholders who were present at the Extra-Ordinary General Meeting through VC/OAVM and had not voted on remote e-voting were allowed to cast their votes through e-voting system of NSDL/PURVA during the Extra-Ordinary General Meeting.



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7. The consolidated results of Remote e-voting and e-voting at the Extra-Ordinary General Meeting are as under-

Resolution No. 1 (Ordinary Resolution)

Increase in Authorised Share Capital of the Company and consequential amendment in Memorandum of Association of the Company

Voted For Resolution

Mode of Voting	Number of Members participated in the e-voting and physical ballot	No. of votes casted in favour of Resolution	% of total number of valid votes cast
Remote E-voting	56	50607445	100.00%
E-voting at EOGM	-	-	-
Total	56	50607445	100.00%

Voted against of Resolution

Mode of Voting	Number of Members participated in the e-voting and physical ballot	No. of votes casted against Resolution	% of total number of valid votes cast
Remote E-voting	1	400	00.00%
E-voting at EOGM	-	-	-
Total	1	400	00.00%

Invalid votes

Mode of Voting	Number of Members participated in the e-voting and physical ballot	No. of votes casted by them
Remote E-voting	Nil	Nil
E-voting at EOGM	-	-
Total	Nil	Nil

Resolution No. 2 (Ordinary Resolution)

To Alter Capital Clause of Memorandum of Association
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Voted For Resolution

Mode of Voting	Number of Members participated in the e-voting and physical ballot	No. of votes casted in favour of Resolution	% of total number of valid votes cast
Remote E-voting	55	50607345	100.00%
E-voting at EOGM	-	-	-
Total	55	50607345	100.00%

Voted against of Resolution



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Mode of Voting	Number of Members participated in the e-voting and physical ballot	No. of votes casted against Resolution	% of total number of valid votes cast
Remote E-voting	2	500	00.00%
E-voting at EOGM	-	-	-
Total	2	500	00.00%

Invalid votes

Mode of Voting	Number of Members participated in the e-voting and physical ballot	No. of votes casted by them
Remote E-voting	Nil	Nil
E-voting at EOGM	-	-
Total	Nil	Nil

Resolution No. 3 (Special Resolution)

To alter Capital Clause of Articles of Association of the Company

Voted For Resolution

Mode of Voting	Number of Members participated in the e-voting and physical ballot	No. of votes casted in favour of Resolution	% of total number of valid votes cast
Remote E-voting	55	50606541	100.00%
E-voting at EOGM	-	-	-
Total	55	50606541	100.00%

Voted against of Resolution

Mode of Voting	Number of Members participated in the e-voting and physical ballot	No. of votes casted against Resolution	% of total number of valid votes cast
Remote E-voting	2	1304	00.00%
E-voting at EOGM	-	-	-
Total	2	1304	00.00%

Invalid votes

Mode of Voting	Number of Members participated in the e-voting and physical ballot	No. of votes casted by them
Remote E-voting	Nil	Nil
E-voting at EOGM	-	-
Total	Nil	Nil

Resolution No. 4 (Special Resolution)

To insert new Clauses, number 6A & 6B, after existing Clause 6 and before Clause 7, modification



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in Article 13, 47, 118 and 127 in Articles of Association of the Company

Voted For Resolution

Mode of Voting	Number of Members participated in the e-voting and physical ballot	No. of votes casted in favour of Resolution	% of total number of valid votes cast
Remote E-voting	55	50606541	100.00%
E-voting at EOGM	-	-	-
Total	55	50606541	100.00%

Voted against of Resolution

Mode of Voting	Number of Members participated in the e-voting and physical ballot	No. of votes casted against Resolution	% of total number of valid votes cast
Remote E-voting	2	1304	00.00%
E-voting at EOGM	-	-	-
Total	2	1304	00.00%

Invalid votes

Mode of Voting	Number of Members participated in the e-voting and physical ballot	No. of votes casted by them
Remote E-voting	Nil	Nil
E-voting at EOGM	-	-
Total	Nil	Nil

Resolution No. 5 (Ordinary Resolution)

To raise Funds by way of Issue of Securities/Allotment of Shares on Right Issue basis

Voted For Resolution

Mode of Voting	Number of Members participated in the e-voting and physical ballot	No. of votes casted in favour of Resolution	% of total number of valid votes cast
Remote E-voting	54	50606441	100.00%
E-voting at EOGM	-	-	-
Total	54	50606441	100.00%

Voted against of Resolution

Mode of Voting	Number of Members participated in the e-voting and physical ballot	No. of votes casted against Resolution	% of total number of valid votes cast
Remote E-voting	3	1404	00.00%
E-voting at EOGM	-	-	-
Total	3	1404	00.00%



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Invalid votes

Mode of Voting	Number of Members participated in the e-voting and physical ballot	No. of votes casted by them
Remote E-voting	Nil	Nil
E-voting at EOGM	-	-
Total	Nil	Nil

The relevant records relating to electronic voting shall remain in our safe custody until the Chairman & Managing Director considers, approves and signs the minutes of EOGM Notice dated 21st December 2021. Thereafter, the same shall be handed over to the Company Secretary or Chairman for safe keeping.

KRITI DAGA

Practicing Company Secretaries
ACS No. 26425, C.P. No. 14023

Place: Kolkata

Date: January 24, 2022

UDIN: A026425C002268874