



# NCL RESEARCH & FINANCIAL SERVICES LTD.

CIN no.: L65921MH1985PLC284739

Registered Office : 3rd Floor, Bhagyodaya Building, 79 Nagindas Master Road, Fort, Mumbai - 400023, Maharashtra  
Tel/fax: 022-22703249 E-mail : ncl.research@gmail.com Website :- www.nclfin.com

September 12, 2023

**The Deputy Manager**  
Department of Corporate Services  
**BSE Limited**  
P. J. Towers, Dalal Street, Fort  
Mumbai – 400 001

Re: Scrip Code 530557

Sub: Submission of Scrutinizer Report

Respected Sir/Madam,

With reference to the above, we are enclosing along with this letter, Scrutinizer Report for the E-Voting and Ballot; issued & certified by M/s. Kriti Daga, Practicing Company Secretaries, who was appointed as Scrutinizer for both e-voting and voting at AGM for transacting the businesses at the 38<sup>th</sup> Annual General Meeting of the Company held on 12<sup>th</sup> September 2023 at 11.30 AM.

Kindly take the same on your record & oblige.

Thanking You,

Yours Faithfully,  
For **NCL RESEARCH & FINANCIAL SERVICES LIMITED**

**GOUTAM BOSE**  
**DIN: 02504803**  
**MANAGING DIRECTOR**

Enclosed: a/a



# Kriti Daga

Company Secretaries

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

Mobile: +91 98361 62295, Email: kritisdaga@gmail.com

## Report of Scrutinizer

[Pursuant to Section 108 and 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management & Administration) Rules, 2014 as amended]

To  
The Managing Director  
**NCL Research & Financial Services Limited**  
Mumbai, Maharashtra

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 AGM Notice of August 9, 2023, results of which have been declared on Tuesday, 12<sup>th</sup> September 2023.

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 AGM Notice dated August 9, 2023. 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 Saturday 9<sup>th</sup> September 2023 at 9.00 A.M. and concluded on Monday, 11<sup>th</sup> September 2023 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. September 5, 2023 were entitled to vote on the proposed resolutions stated in the Notice dated August 9, 2023.
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. I did not receive any physical ballot from any of the Members of the Company within the time stated in the AGM Notice August 9, 2023. Further, no vote was being casted by way of Poll Ballot Form during the course of 38<sup>th</sup> Annual General Meeting.

### Part "A" Details of Attendance at AGM

Name of the Company	NCL Research & Financial Services Limited
Date of Annual General Meeting	12 <sup>th</sup> September 2023
Total No. of Shareholders as on Record date	237698
No. of Shareholders present in the meeting	Since the meeting was conducted by way of Video



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either in person or through Proxy Promoter & Promoter Group Public	Conferencing (VC) / Other Audio Visual Means (OAVM), there was no physical presence of any of Members of the Company.
No. of Shareholders attended through Video Conferencing	54

## Part "B" Details of E-voting/Poll for all items proposed in AGM

Item No.	Type of Resolution	Gist of Resolution Passed	Mode of Voting
1.	Ordinary Resolution	Adoption of audited financial statements of the Company for the financial year ended March 31, 2023 along with the reports of the Board of Directors and the Auditors thereon.	E-voting
2.	Ordinary Resolution	Re-appointment of Mr. Goutam Bose (DIN: 02504803) who was retired by rotation and was eligible for re-appointment.	E-voting
3.	Special Resolution	Appointment of Mr. Goutam Bose (DIN: 02504803) as Managing Director for the period of 5 years	E-voting
4.	Special Resolution	To Borrow funds in excess of the limits provided under section 180 (1)(c) of the Companies Act, 2013	E-voting
5.	Special Resolution	To mortgage / create charge on the assets of the Company as a security towards borrowings	E-voting
6.	Special Resolution	To approve transactions under Section 185 of the Companies Act, 2013	E-voting
7.	Special Resolution	Approval for investments/ Loans/ Guarantees/ Securities under section 186 of the Companies Act, 2013	E-voting
<b>Results: All the resolutions were passed with requisite majority</b>			

## Part "C" Item wise details of E-voting/Poll by Shareholders

### **Resolution No. 1 – Ordinary Resolution**

Adoption of audited financial statements of the Company for the financial year ended March 31, 2023 along with the reports of the Board of Directors and the Auditors thereon.

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
E-voting	137	27321477	99.98
Physical Ballot	Nil	Nil	-
<b>Total</b>	<b>95</b>	<b>27321477</b>	<b>99.98</b>



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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
E-voting	11	5018	0.02
Physical Ballot	Nil	Nil	-
<b>Total</b>	<b>11</b>	<b>5018</b>	<b>0.02</b>

Invalid votes

Mode of Voting	Number of Members participated in the e-voting and physical ballot	No. of votes casted by them
E-voting	Nil	Nil
Ballot at AGM	Nil	Nil
<b>Total</b>	<b>Nil</b>	<b>Nil</b>

## Resolution No. 2 – Ordinary Resolution

Re-appointment of Mr. Goutam Bose (DIN: 02504803) who was retired by rotation and was eligible for re-appointment

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
E-voting	130	27306195	99.96
Physical Ballot	Nil	Nil	-
<b>Total</b>	<b>130</b>	<b>27306195</b>	<b>99.96</b>

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
E-voting	15	11934	0.04
Physical Ballot	Nil	Nil	-
<b>Total</b>	<b>15</b>	<b>11934</b>	<b>0.04</b>

Invalid votes

Mode of Voting	Number of Members participated in the e-voting and physical ballot	No. of votes casted by them
E-voting	Nil	Nil
Ballot at AGM	Nil	Nil
<b>Total</b>	<b>Nil</b>	<b>Nil</b>



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## Resolution No. 3 – Special Resolution

Appointment of Mr. Goutam Bose (DIN: 02504803) as Managing Director for the period of 5 years

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
E-voting	132	27257708	99.77
Physical Ballot	Nil	Nil	-
<b>Total</b>	<b>132</b>	<b>27257708</b>	<b>99.77</b>

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
E-voting	14	61621	0.23
Physical Ballot	Nil	Nil	-
<b>Total</b>	<b>14</b>	<b>61621</b>	<b>0.23</b>

Invalid votes

Mode of Voting	Number of Members participated in the e-voting and physical ballot	No. of votes casted by them
E-voting	Nil	Nil
Ballot at AGM	Nil	Nil
<b>Total</b>	<b>Nil</b>	<b>Nil</b>

## Resolution No. 4 – Special Resolution

To Borrow funds in excess of the limits provided under section 180 (1)(c) of the Companies Act, 2013

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
E-voting	129	27217508	99.63
Physical Ballot	Nil	Nil	-
<b>Total</b>	<b>129</b>	<b>27217508</b>	<b>99.63</b>

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
E-voting	17	101821	0.37
Physical Ballot	Nil	Nil	-



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<b>Total</b>	<b>17</b>	<b>101821</b>	<b>0.37</b>
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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
E-voting	Nil	Nil
Ballot at AGM	Nil	Nil
<b>Total</b>	<b>Nil</b>	<b>Nil</b>

## Resolution No. 5 – Special Resolution

To mortgage / create charge on the assets of the Company as a security towards borrowings

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
E-voting	130	27268098	99.81
Physical Ballot	Nil	Nil	-
<b>Total</b>	<b>130</b>	<b>27268098</b>	<b>99.81</b>

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
E-voting	16	51231	0.19
Physical Ballot	Nil	Nil	-
<b>Total</b>	<b>16</b>	<b>51231</b>	<b>0.19</b>

Invalid votes

Mode of Voting	Number of Members participated in the e-voting and physical ballot	No. of votes casted by them
E-voting	Nil	Nil
Ballot at AGM	Nil	Nil
<b>Total</b>	<b>Nil</b>	<b>Nil</b>

## Resolution No. 6 – Special Resolution

To approve transactions under Section 185 of the Companies Act, 2013

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
E-voting	133	27293708	99.91



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Physical Ballot	Nil	Nil	-
<b>Total</b>	<b>133</b>	<b>27293708</b>	<b>99.91</b>

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
E-voting	13	25621	0.09
Physical Ballot	Nil	Nil	-
<b>Total</b>	<b>13</b>	<b>25621</b>	<b>0.09</b>

Invalid votes

Mode of Voting	Number of Members participated in the e-voting and physical ballot	No. of votes casted by them
E-voting	Nil	Nil
Ballot at AGM	Nil	Nil
<b>Total</b>	<b>Nil</b>	<b>Nil</b>

## Resolution No. 7 – Special Resolution

Approval for investments/ Loans/ Guarantees/ Securities under section 186 of the Companies Act, 2013

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
E-voting	131	27287508	99.88
Physical Ballot	Nil	Nil	-
<b>Total</b>	<b>131</b>	<b>27287508</b>	<b>99.88</b>

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
E-voting	15	31821	0.12
Physical Ballot	Nil	Nil	-
<b>Total</b>	<b>15</b>	<b>31821</b>	<b>0.12</b>

Invalid votes

Mode of Voting	Number of Members participated in the e-voting and physical ballot	No. of votes casted by them
E-voting	Nil	Nil
Ballot at AGM	Nil	Nil
<b>Total</b>	<b>Nil</b>	<b>Nil</b>



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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 AGM Notice dated August 9, 2023. Thereafter, the same shall be handed over to the Company Secretary or Managing Director for safe keeping.

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**KRITI DAGA**

Practicing Company Secretaries

ACS No. 26425, C.P. No. 14023

PRC No. 2380/2022

UDIN: A026425E000976737

Place: Kolkata

Date: September 12, 2023