

**SCRUTINIZER'S REPORT**

To,  
The Director  
NCC Finance Limited  
Hyderabad

Dear Sir,

Report on the e-voting and voting by ballot conducted at the Twenty Third Annual General Meeting ("AGM") of NCC Finance Limited ("Company") held on Wednesday the 27<sup>th</sup> day of September, 2017 at 10.30 A.M. at Sri Sagi Ramakrishnam Raju Community Hall, Madhura Nagar, Hyderabad 500 038.

1. As per the provision of the Section 108 of the Companies Act, 2013 ("Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided facility for voting through electronic means ("remote e-voting") on all the Resolution(s) contained in the notice of the AGM.
2. I, A. Ravi Shankar, Practicing Company Secretary resident of Hyderabad was appointed as the Scrutinizer to scrutinize the remote e-voting as well as physical voting by the Members of the Company at the AGM to ascertain results for the Resolutions contained in the notice.
3. The Management of the Company is responsible to ensure the compliance with the requirements of the Act and related Rules in respect of voting through electronic means and Poll on the Resolution(s) contained in the notice of the AGM.
4. The Company had appointed Karvy Computershare Private Limited ("Karvy"), Registrar and Transfer Agent of the Company, as the service provider for the purpose of extending the facility of remote e-voting to the Members of the Company. Karvy had set up electronic voting facility on its website: [www.evoting.karvy.com](http://www.evoting.karvy.com) on all items of business (both Ordinary and Special) sought to be transacted at the AGM. As mentioned in the notice, the remote e-voting facility for voting was made available to the Members during the period September 23, 2017 (9.00 A.M.) to September 26, 2017 (5.00 P.M.)



5. The votes cast through remote e-voting were unblocked on September 27, 2017 at 12.29 P.M. in the presence of two witnesses Mr. Vikas and Ms. Sneha who are not in the employment of the Company.
6. At the venue of the AGM, the physical ballot forms were provided to the Members and Proxies to enable them to exercise their voting rights on all the Resolutions contained in the AGM notice.
7. After the conclusion of AGM, the ballot box kept for the purpose of casting votes was unlocked in my presence along with two witnesses. The ballot papers were reconciled with the records maintained by Karvy, Registrar and Transfer Agent of the Company and the authorizations / proxies lodged with the Company.
8. The ballot papers which were incomplete and/or which were otherwise found to be defective, if any have been treated as invalid and kept separately.
9. Based on the reports generated from the remote e-voting system provided by Karvy and votes casted at the AGM, I hereby submit the results of the remote e-voting and physical Voting as Annexure A.

For A. Ravi Shankar & Co  
Company Secretaries



(A. Ravi Shankar)  
Proprietor  
FCS No: 5335  
C.P No: 4318

Place : Hyderabad  
Date : 28.09.2017

Enc: Annexure

Annexure - A

Item No. 1 – Consider and adopt the Audited Financial Statements for the year ended 31st March, 2017 together with Report of the Directors and Auditors thereon (Ordinary Resolution)

Mode	Total Ballot Received	Total Votes	Not Voted	InValid		Valid		Abstained			Favour			Against		
				Ballots	Votes	Ballots	Votes	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
E-Voting	17	976834	0	0	0	17	976834	0	0	0.00%	16	976833	100.00%	1	1	0.00%
Physical	33	101657	0	0	0	33	101657	0	0	0.00%	33	101657	100.00%	0	0	0.00%
<b>Total</b>	<b>50</b>	<b>1078491</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>50</b>	<b>1078491</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>	<b>49</b>	<b>1078490</b>	<b>100.00%</b>	<b>1</b>	<b>1</b>	<b>0.00%</b>

Item No.2- Re-appointment of Ms. Raja Kalidindi Deepthi who retires by rotation and being eligible offers herself for re-appointment (Ordinary Resolution)

Mode	Total Ballot Received	Total Votes	Not Voted	InValid		Valid		Abstained			Favour			Against		
				Ballots	Votes	Ballots	Votes	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
E-Voting	17	976834	0	0	0	17	976834	0	0	0.00%	16	976833	100.00%	1	1	0.00%
Physical	33	101657	0	0	0	33	101657	0	0	0.00%	33	101657	100.00%	0	0	0.00%
<b>Total</b>	<b>50</b>	<b>1078491</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>50</b>	<b>1078491</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>	<b>49</b>	<b>1078490</b>	<b>100.00%</b>	<b>1</b>	<b>1</b>	<b>0.00%</b>

Item No. 3 –Appointment of M/s K.P.Rao & Co, Chartered Accountants as Statutory Auditors (Ordinary Resolution)

Mode	Total Ballot Received	Total Votes	Not Voted	InValid		Valid		Abstained			Favour			Against		
				Ballots	Votes	Ballots	Votes	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
E-Voting	17	976834	0	0	0	17	976834	0	0	0.00%	16	976833	100.00%	1	1	0.00%
Physical	33	101657	0	0	0	33	101657	0	0	0.00%	33	101657	100.00%	0	0	0.00%
<b>Total</b>	<b>50</b>	<b>1078491</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>50</b>	<b>1078491</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>	<b>49</b>	<b>1078490</b>	<b>100.00%</b>	<b>1</b>	<b>1</b>	<b>0.00%</b>

Note: The % has been rounded off to nearest digits

For A. Ravi Shankar & Co  
Company Secretaries

(A. Ravi Shankar)  
Proprietor  
FCS No. 5335  
C.P No: 4318



Place: Hyderabad

Date: September 28, 2017