



**JAIPRAKASH R. SINGH  
& ASSOCIATES**  
Company Secretaries



**C.S. Jaiprakash Singh**  
B. Com., FCS

**SCRUTINIZER REPORT**

*[Pursuant to section 108 and 109 of the Companies Act, 2013 and Rule 20(3) xi and Rule 21(2) of Companies (Management and Administration) Rule 2014]*

To  
The Chairman  
NRC LIMITED  
67, Gr. Floor, Surajmal Building,  
75, Nakhoda Street, Pydhonie,  
Mumbai 400 003.

Subject: Combined Report

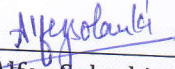
The 69<sup>TH</sup> Annual General Meeting of the Equity Shareholders of NRC LIMITED to be held on Wednesday, 13<sup>th</sup> December, 2017 at 12.30 p.m. at the Walchand Hirachand Hall, 4<sup>th</sup> floor, IMC Building, IMC Marg, Churchgate, Mumbai-400020.

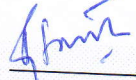
Dear Sir,

1. I, Jaiprakash Singh, Company Secretary in whole time practice, have been appointed by
  - a. Board of Directors of NRC LIMITED (the Company) as Scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per provisions of section 108 of Companies Act, 2013 read with Rule 20(3) xi of Companies (Management and Administration) Rule 2014 on resolutions contained in the Notice to the Annual General Meeting (AGM) of the members of the Company held on Wednesday, 13<sup>th</sup> December, 2017 at 12.30 p.m. at Walchand Hirachand Hall, 4<sup>th</sup> floor, IMC Building, IMC Marg, Churchgate, Mumbai-400020.
  - b. The Chairman of the AGM on Poll under the provision of Section 109 of Companies Act, 2013 read with Rule 21(2) of Companies (Management and Administration) Rule 2014 on the resolutions contained in the Notice to the Annual General Meeting (AGM) of the members of the Company held on Wednesday, 13<sup>th</sup> December, 2017 at 12.30 p.m. at Walchand Hirachand Hall, 4<sup>th</sup> floor, IMC Building, IMC Marg, Churchgate, Mumbai-400020.
2. Further to the above, I submit my report as under:
  - (i) The e-voting period remained open from Sunday, 10<sup>th</sup> December, 2017 (09.00 a.m.) to Tuesday, 12<sup>th</sup> December, 2017 (5.00 p.m.)
  - (ii) The Members of the Company as on the "cut off" date, i.e. **6<sup>th</sup> December 2017** were entitled to vote on the resolutions (Resolution no.1 to 6) as set out in the Notice of the AGM of the Company.



- (iii) The votes cast were unlocked on **12.10.2017** in presence of 2 witnesses **Mr. Alfez Solanki & Mr Rajesh Singh** who are not in the employment of the Company.

  
Alfez Solanki

  
Rajesh Singh

- c. Thereafter, the details containing *interalia* list of Equity Share Holders, who voted "for", "against" each of the resolution that were put to vote, were generated from the e-voting website of [www.evotingindia.com](http://www.evotingindia.com).
3. The Management of the Company is responsible to ensure the compliance of the Companies Act, 2013, and Rule relating to e-voting (through electronic means) and Poll on the resolutions contained in the Notice to Annual General Meeting (AGM) of the members of the Company. My responsibility as Scrutinizer for the e-voting process and for Poll is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated in the Notice, based on the Reports generated from the e-voting system provided by CDSL, the authorized agency to provide e-voting facility engaged by the Company and also at the time of Poll at AGM.
4. As requested by the Management, I submit herewith my combined Report on the results of e-voting together with the results of poll at the AGM as under:

Number of Members who cast their votes through e-voting and poll.	No. of Members voted	Total Number of Shares held by them.	Percentage
e-voting	12	17434048	99.93
Poll	37	12836	0.07
Total	49	17446884	100.00

VOTING RESULTS (EVOTING AND POLL) AGAINST EACH OF THE RESOLUTIONS

**ORDINARY BUSINESS**

**Item No. 1:-**

**Ordinary business to receive, consider and adopt the Audited Financial Statements of the company for the year ended 31st March 2017 along with the Reports of the Board of Directors and Auditors thereon.**

- (i) Voted **in favour** of the resolution

Particulars of Business	No. of Members voted	Number of votes cast by them	% of total number of valid votes cast
e-voting	12	17434048	99.93
Poll	37	12836	0.07
Total	49	17446884	100



(ii) Voted **against** the resolution:

Particulars of Business	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
e-voting	0	0
Poll	0	0
Total	0	0

(iii) **Invalid** votes

Type of Business	Number Of Votes Cast By Them
e-voting	0
Poll	0
Total	0

**Item No. 2:-**

**Ordinary Resolution to appoint a Director in place of Shri G P Goenka (DIN: 00030302), who retires by rotation and being eligible, offers himself for re-appointment.**

(i) Voted **in favour** of the resolution

Particulars of Business	No. of Members voted	Number of votes cast by them	% of total number of valid votes cast
e-voting	12	17386777	99.93
Poll	37	12836	0.07
Total	49	17399613	100

(ii) Voted **against** the resolution:

Particulars of Business	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
e-voting	0	0
Poll	0	0
Total	0	0

(iii) **Invalid** votes

Type of Business	Number Of Votes Cast By Them
e-voting	47271
Poll	0
Total	47271

**Note:** Vote casted by Shri G P Goenka for resolution no.2 have been declared as invalid as he is interested person in this resolution





**Item No. 3:-**

**Ordinary Resolution to appoint Statutory Auditors and fix their remuneration.**

To appoint Bagaria & Co LLP, Chartered Accountants, Mumbai (Firm Registration No. 113447W), to hold office from the conclusion of this 69<sup>th</sup> Annual General Meeting until the conclusion of the 74<sup>th</sup> Annual General Meeting of the Company, subject to ratification as to the said appointment at every Annual General Meeting on such remuneration including out of pocket expenses and other expenses as maybe mutually agreed by and between the Board of Directors and auditor.

(i) Voted **in favour** of the resolution

Particulars of Business	No. of Members voted	Number of votes cast by them	% of total number of valid votes cast
e-voting	12	17434048	99.93
Poll	37	12836	0.07
Total	49	17446884	100

(ii.) Voted **against** the resolution:

Particulars of Business	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
e-voting	0	0
Poll	0	0
Total	0	0

(iii) Invalid votes

Type of Business	Number Of Votes Cast By Them
e-voting	0
Poll	0
Total	0

**Special Business**

**Item No. 4:-**

**Ordinary Resolution to appoint Ms Rasika Nakhawa (DIN: 07394510) as an Independent Director to hold the office for five consecutive years upto 09/02/2022**

(i) Voted **in favour** of the resolution

Particulars of Business	No. of Members voted	Number of votes cast by them	% of total number of valid votes cast
e-voting	12	17434048	99.93
Poll	37	12836	0.07
Total	49	17446884	100



(ii.) Voted **against** the resolution:

Particulars of Business	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
e-voting	0	0
Poll	0	0
Total	0	0

(iii) Invalid votes

Type of Business	Number Of Votes Cast By Them
e-voting	0
Poll	0
Total	0

**Item No. 5:-**

**Special resolution for ratification and extension of tenure of Shri Arun Jain as Managing Director for the period 25.01.2017 to 13.02.2017 on the terms and conditions including remuneration which existed prior to the above extension**

(i) Voted **in favour** of the resolution

Particulars of Business	No. of Members voted	Number of votes cast by them	% of total number of valid votes cast
e-voting	12	17434048	99.93
Poll	37	12836	0.07
Total	49	17446884	100

(ii.) Voted **against** the resolution:

Particulars of Business	No. of Members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
e-voting	0	0	0
Poll	0	0	0
Total	0	0	0

(iii) Invalid votes

Type of Business	Number Of Votes Cast By Them
e-voting	0
Poll	0
Total	0

**Item No. 6:-**

**Special resolution for approval and consent to the reappointment of Shri Arun Jain as Managing Director for a period with effect from 14.02.2017 to 24.01.2020 on the terms and conditions including remuneration as set out in the explanatory statement.**

(i) Voted **in favour** of the resolution

Particulars of Business	No. of Members voted	Number of votes cast by them	% of total number of valid votes cast
e-voting	12	17434048	99.93
Poll	37	12836	0.07
Total	49	17446884	100


(ii.) Voted **against** the resolution:

Particulars of Business	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
e-voting	0	0
Poll	0	0
Total	0	0

(iii) Invalid votes

Type of Business	Number Of Votes Cast By Them
e-voting	0
Poll	0
Total	0

Thanking You,  
Yours faithfully,  
JAIPRAKASH R SINGH & ASSOCIATES  
Company Secretaries

  
Proprietor  
CP 4412  
Membership No. F 7391  
Place: Mumbai  
Date: 13/12/2017

