

SHIBNATH BHATTACHARYA

M.A., LL.B.

ADVOCATE, HIGH COURT, CALCUTTA

CHAMBER

6, OLD POST OFFICE STREET,

ROOM NO: 66, KOLKATA-700001

Scrutinizer's Report

[e-Voting]

[Pursuant to Section 108 and 110 Of the Companies Act, 2013 and Rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman/ Board of Directors of Paragon Finance Limited, a company incorporated under the Companies Act, 1956 and having its registered office at "Sikkim House", 4/1, Middleton Street, 4th Floor, Kolkata- 700071

Sub: **Scrutinizer's Report on the e-voting conducted by the company pursuant to the provisions of section 108 of the Companies Act, 2013 read with Rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement to pass the items on the Agenda as contained in the notice dated 31.07.2015**

Dear Sir / Mam,

1. I, Shibnath Bhattacharya, Advocate, have been appointed by the Board of Directors of Paragon Finance Limited (the Company) as a scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 and 110 Of the Companies Act, 2013 and Rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014] in connection with the 29th Annual General Meeting of the members of the company to be held on Wednesday, 30th September, 2015 at 10:00 A.M. at its registered office at "Sikkim House", 4/1, Middleton Street, 4th Floor, Kolkata-700071
2. In terms of the aforesaid Notice, the e- voting period commenced on 27th September, 2015 at 10:00 A.M. (IST) and ended on 29th September, 2015 at 5:00 P.M. (IST) and members were requested to cast their votes electronically conveying their assent or dissent in respect of the special resolution and ordinary resolution on e-voting platform provided by NSDL.
3. The members of the company as on the cut-off date, i.e., 23rd September, 2015 were entitled to vote on the resolutions and the company had completed the dispatch of notice by 3rd September, 2015.



4. The votes were unblocked on 29th September, 2015 in the presence of two witnesses namely, Mr. Bimal Kumar Mondal & Mr. Biswajit Kar of 6, Old Post Office Street, Kolkata- 700001 who are not in employment of the company.
5. Thereafter, the details containing, inter alia, list of equity shareholders, who voted "For" & "Against" each of the resolutions that were put to vote, were generated from the e- voting website of NSDL, i.e., www.evoting.nsdl.com and based on such report generated, 21 members have cast their votes on the E-voting platform and the analysis of the results of the e- voting are stated as under:

ORDINARY BUSINESS REQUIRING ORDINARY RESOLUTION

Resolution No.	Agenda	Total No. of votes casted	Total No. of votes casted in Favour	Total No. of votes casted Against	Result
1	Adoption of Audited Accounts for the year ended 31.03.2015	3249027	3248927 [99.997 %]	100 [0.003 %]	Carried by majority
2	Re-appointment of Mr. Aloke Kumar Gupta as a Director	3249027	3248927 [99.997 %]	100 [0.003 %]	Carried by majority
3	Ratification of appointment of M/S Mandawewala & Co. as the Auditor of the company who were appointed in the last AGM for a period of 3 years	3249027	3248927 [99.997 %]	100 [0.003 %]	Carried by majority

SPECIAL BUSINESS REQUIRING ORDINARY RESOLUTION

Resolution No	Agenda	Total No. of votes casted	Total No. of votes casted in Favour	Total No. of votes casted Against	Result
1	Cessation of Directorship of Mr. Pradip Kumar Khandelwal in the company	3249027	3248927 [99.997 %]	100 [0.003 %]	Carried by majority



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SPECIAL BUSINESS REQUIRING SPECIAL RESOLUTION

Resolution No	Agenda	Total No. of votes casted	Total No. of votes casted in Favour	Total No. of votes casted Against	Result
1	Remuneration of Rs.7,20,000/- of Mr. Sanjay Kumar Gupta, Whole Time Director of the company for the Financial year, in absence of adequate profits during the period commencing from April 1, 2015 till the expiry of his term	2884927	2884827 [99.997 %]	100 [0.003 %]	Carried by requisite majority

6. The Registers, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the company.

Thanking You.

Yours faithfully,


Shibnath Bhattacharya
Advocate

Membership No: WB496/ 512

Place : Kolkata

Date : 30th September, 2015