

NPR FINANCE LIMITED

Todi Mansion, 1, Lu- Shun Sarani, 9th Floor, Kolkata-700 073
CIN-L65921WB1989PLC047091 , E-Mail- npr1@nprfinance.com
Phone No. 033 2237 7201, Website : www.nprfinance.com

(ANNEXURE TO THE NOTICE FOR THE 29TH ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON 24TH SEPTEMBER, 2018)

1. Name and Registered Address of the Sole/First named Member :

2. Name of the Joint Holder(s) (if any) :

3. Registered Folio No./DP ID & Client ID No. :

4. No. of Equity Share(s) held :

Dear Shareholder(s),

Subject: Process and manner for availing Remote E-voting facility

Pursuant to Provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide Remote E-voting facility to the members to cast their votes electronically on all resolutions proposed to be considered at the Annual General Meeting (AGM) to be held on Monday, the 24th day of September, 2018 at 11.00 a.m. at Jhaharia Committee Room, Merchant Chamber of Commerce, 15-B, Hemanta Basu Sarani, 2nd Floor, Kolkata- 700 001 and at any adjournment thereof.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the remote e-voting facility. The remote e-voting facility is available at the link <https://www.evotingindia.com>.

The particulars of Remote E-voting are set out below:

Electronic Voting Sequence Number (EVSN)	User ID	PAN / Sequence No.
180813028		

The Remote E-voting facility will be available during the following voting period:

Remote e-Voting Start On	Remote e-Voting End On
Friday, 21st September, 2018 at 09:00 A.M. (IST)	Sunday, 23rd September, 2018 at 05:00 P.M. (IST)

Please read the instructions mentioned in the Notice of the AGM before exercising your vote.

**By Order of the Board
For NPR Finance Ltd**

**Sarika Mehra
Executive Director
& Company Secretary
DIN-06935192**

Place : Kolkata
Date : 07.08.2018

Encl: (1) AGM Notice / Attendance Slip / Proxy Form ; (2) Form for furnishing PAN and Bank Details



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NOTICE

NOTICE is hereby given that the 29th Annual General Meeting (AGM) of the Members of the Company will be held on Monday, the 24th day of September, 2018 at Jhajharia Committee Room, Merchant Chamber of Commerce, 15-B, Hemanta Basu Sarani, 2nd Floor, Kolkata- 700 001 (please refer to the Direction Guide as provided in this Notice) at 11.00 a.m. to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2018, and the Reports of the Auditors and Directors thereon.
2. To appoint a Director in place of Mr. Nandlal Todi (DIN 00581581) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Ms. Sarika Mehra (DIN 06935192) who retires by rotation and being eligible, offers herself for re-appointment.

Special Business:

4. **Continuation of directorship of Mr. Nandlal Todi (DIN-00581581) as Non-Executive Non-independent Director.**

To consider and if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Articles of Association of the Company and based on the approval of the Nomination and Remuneration Committee, approval of the members be and is hereby accorded for the continuation of directorship of Mr. Nandlal Todi (DIN-00581581) as a Non-Executive Non-independent Director of the Company, who is more than seventy five (75) years of age.

FURTHER RESOLVED THAT the Board of Directors (hereinafter “the Board”) be and is hereby authorised to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. **Continuation of directorship of Mr. Nitin Guha (DIN-01107480) as Non-Executive Independent Director.**

To consider and if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Articles of Association of the Company and based on the approval of the Nomination and Remuneration Committee, approval of the members be and is hereby accorded for the continuation of directorship of Nitin Guha (DIN-01107480), who holds office as a Independent Director till the conclusion of the 30th Annual General Meeting (AGM) and is more than seventy five (75) years of age.

FURTHER RESOLVED THAT the Board of Directors (hereinafter “the Board”) be and is hereby authorised to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”



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6. Approval / Ratification of Related Party Transactions.

To consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”), read with the Companies (Meetings of Board and its Powers) Rules, 2014 and in terms of applicable provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “the Listing Regulations”), including any statutory modification(s) and/or re-enactments thereof, Related Party Transactions entered into /proposed to be entered into by the Company as set out in the explanatory statement be and are hereby ratified/approved.”

Regd. Office
“Todi Mansion”,
1, Lu-Shun Sarani, 9th Floor
Kolkata-700 073
Dated:07.08.2018

By Order of the Board
For NPR Finance Ltd.

Sarika Mehra
Executive Director &
Company Secretary
DIN 06935192



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NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.**

A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENTAGE OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENTAGE OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
3. Pursuant to the provisions of the Secretarial Standard-2 issued by the Institute of Company Secretaries of India (ICSI), a route map (direction guide) of the AGM venue alongwith the landmark is appended to the Notice for a quick reference of the members.
4. The Explanatory Statement as required under Section 102 of the Companies Act, 2013, in respect of business under Item Nos. 4 to 6 is annexed hereto.
5. The details of person seeking re- appointment/continuation of appointment, as required in sub-regulation (3) of Regulation 36 of the Listing Regulations and the Secretarial Standard on General Meetings (SS-2) is annexed hereto. Requisite declarations have been received in this regard.
6. The Ministry of Corporate Affairs has notified section 40 of the Companies (Amendment) Act, 2017, readwith the Companies (Audit and Auditors) Second Amendment Rules, 2018, effective from 7th May, 2018, whereby, the requirement of ratification of the appointment of the Auditor at the AGM has been omitted. Accordingly, ratification of appointment of the Statutory Auditor is not required.
7. Documents, if any, referred to in the accompanied Notice and the Explanatory Statement setting out the material facts are open for inspection at the Registered Office of the Company on all working days during working hours upto the date of the AGM.
8. Members may visit the Company's corporate website to view the Financial Statements or access information pertaining to the Company. Queries, if any, should be sent at least 10 days before the AGM to the Executive Director & Company Secretary at the Registered Office of the Company.
9. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
10. The business set out in the notice will be transacted through remote e-voting and Voting through Ballot at the Annual General Meeting. Instructions and other information relating to e-voting are given in the notice under note number 25. The Company will also send communication relating to remote e-voting which, *inter alia*, would contain details about user ID and password, along with a copy of this notice to the members, separately.
11. Members holding shares in electronic form are requested to intimate immediately any change in their address with pin code or bank mandates to their Depository Participants with whom they are maintaining their demat accounts.
12. Corporate members are requested to send to the Company, a copy of the Board Resolution, duly certified, authorising their respective representatives to attend and vote at the Annual General Meeting.



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13. Register of Members and Share Transfer Books of the Company in respect of Equity Shares shall remain closed from the 18th September, 2018 to the 24th September, 2018 (both days inclusive).
14. In case, the mailing address mentioned in this Annual Report is without the PIN CODE, members are requested to kindly inform their PIN CODE immediately.
15. Non- Resident Indian Shareholders are requested to inform the Company immediately:
 - a. the change in residential status on return to India for permanent settlement.
 - b. the particulars of NRE Bank Account maintained in India with complete name and address of the Bank, if not furnished earlier.
16. **SEBI has issued circular SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018, whereby, shareholders whose ledger folios do not have details or have incomplete details with respect to PAN and Bank Account particulars are mandatorily required to furnish these details to the Issuer Company/Registrar and Share Transfer Agent (RTA) for registration in the folio. Further, as per amended Regulation 40(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 amended vide SEBI Notification No. SEBI/LAD- NRO/GN/2018/24 dated June 8, 2018, effective from December 5, 2018; securities of the listed companies can be transferred (except in case of transmission or transposition) only in the dematerialized form. All shareholders holding shares in physical form have been duly notified of the same by Postal mode of communication and have been provided with the requisite form for furnishing PAN and Bank details. A second reminder to the above effect, is again being enclosed with this Notice for the doing the needful by the shareholders.**
17. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's Registrar & Share Transfer Agent. In respect of shares held in electronic/ demat form, the members may please contact their respective depository participant.
18. Members who are holding shares in identical order or names in more than one folio are requested to send the Company/ Registrar and Share Transfer Agent, the details of such folios together with the Share Certificates for consolidating their holdings in one such folio.
19. Members are requested to quote their Folio number/DP I.D. and Client I.D. in all correspondence.
20. A Member or his Proxy is requested to produce at the entrance of the Meeting Hall, attendance slip forwarded to the member duly completed and signed by the member.
21. Members are requested to note that trading in Securities of the Company are compulsorily in dematerialized form only. Hence members who are yet to dematerialise their shares are advised to do so. The Company has entered into agreements with National Securities Depositories Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) for Demat facilities.
22. **Please note that, no claims shall lie against the Company in respect of unclaimed dividend amounts so transferred to the Investor Education and Protection Fund (IEPF). Further the IEPF Authority of the Ministry of Corporate Affairs has issued revised guidelines, dated 19th July, 2018 and refund process for unclaimed dividend transferred to IEPF. Claimants may contact the Nodal Officer : Ms. Sarika Mehra (DIN-06935192), through the dedicated e-mail Id for the said purpose: unclaimeddividend@nprfinance.com. Alternatively, the claimants may also write their concerns to the Nodal Officer, addressed at the Registered Office. The relevant details in the above matter, including the relevant notification of the Ministry, contact details of the Nodal Officer, access link to the refund webpage of the IEPF Authority website, etc., are available on the website of the Company via the following link:**

<http://www.nprfinance.com/showreport.aspx?prmRsCtg=UUD&prmCtgType=S>



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23. The Company has designated an exclusive e-mail id, viz : investors@nprfinance.com to enable investors to register their complaints/queries, if any. Alternatively, the members may also write to Ms. Sarika Mehra(DIN-06935192), Executive Director & Company Secretary, at the Registered Office of the Company (Phone Numbers : (033) 2237 7201/02) for the redressal of their queries/redressal of complaints.
24. The Notice of the AGM along with the Annual Report for the Financial Year 2017-18 are being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the said documents. For Members who have not registered their e-mail addresses, physical copies of the above mentioned documents are being sent. All these above mentioned documents will also be available on the Company's website www.nprfinance.com for download by the shareholders. We, request shareholders to update their e-mail address with their depository participant to ensure that the annual reports and other documents reaches them on their preferred e-mail address. Shareholders holding shares in physical form may intimate us their e-mail address along with name, address and folio no. for registration at investors@nprfinance.com.
25. **Voting Through Electronic Means** :
- I. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer Electronic Voting facility (remote e- voting) to its members to cast their votes electronically on all resolutions set forth in this Notice. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- III. **The process and manner for remote e-voting are as under:**
- (i) The remote e-voting period begins on 21st September, 2018 at 9.00 a.m. (IST) and ends on 23rd September, 2018 at 5.00 p.m. (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 17th September, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
- a. For CDSL: 16 digits beneficiary ID,
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.



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(viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">● Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.● In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none">● If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant Company Name i.e. **NPR FINANCE LIMITED** on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.



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- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
26. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at csniazahmed@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com on or before 23rd September, 2018 upto 5:00 p.m. without which the vote shall not be treated as valid.
 27. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 17th September, 2018. A person who is not a member as on cut off date should treat this notice for information purpose only.
 28. The shareholders shall have one vote per equity share held by them as on the cut-off date of 17th September, 2018. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
 29. Only those members who attend the AGM, holding shares either in physical form or in dematerialized form, and are entitled to vote as on the cut-off date of 17th September, 2018, but have not exercised their right to vote by electronic means, can cast their vote at the Annual General Meeting. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote, provided the votes are not already cast by remote e-voting.
 30. Notice of the Annual General Meeting along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
 31. Investors who became members of the Company subsequent to the dispatch of the Notice / e-mail and holds the shares as on the cut-off date i.e. 17th September, 2018 are requested to send the written / e-mail communication to Company at investors@nprfinance.com or its Registrar and Share Transfer Agent, i.e.: M/s Niche Technologies Private Ltd. at nichetechpl@nichetechpl.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
 32. Mr. Niaz Ahmed, Practicing Company Secretary (Certificate of Practice Number 5965, Membership No. F9432) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
 33. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.nprfinance.com and on the website of CDSL. The same will be communicated to the BSE Ltd., where the Equity Shares of the Company are listed.



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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Item Nos. 4 and 5.

Mr. Nandlal Todi (DIN-00581581) is one of the founder directors of the Company. His pioneering work in introducing Hire Purchase of the Commercial vehicles in Eastern India several years ago led to the formation of NPR Finance Ltd. He is a non-executive non-independent Director of the Company.

Mr. Nitin Guha (DIN-01107480) is associated with the Company as an Independent Director since 2002. In terms of section 149 of the Companies Act, 2013 ("Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014, he was appointed for a period of five years at the 25th AGM held on 19th September, 2014 and accordingly, he holds office till the conclusion of the 30th Annual General Meeting to be held in the calendar year 2019. He has enriched experience in various fields of Mechanical Engineering, Material Handling, Mining Equipments, and Workshop Technology etc.

The Securities and Exchange Board of India ("SEBI") has notified Regulation 17(1A) of the Listing Regulations, effective from 1st April, 2019, whereby, no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect. Since Mr. Nandlal Todi (DIN-00581581) and Mr. Nitin Guha (DIN-01107480) – both non-executive directors, are above 75 years of age, the approval of the shareholders is being sought through special resolution, for enabling the continuation of their Directorship.

The Nomination and Remuneration Committee (and also the Board - in case of Mr. Nitin Guha (DIN-01107480), has expressed satisfaction on the performance evaluation of the above directors and has recommended the continuation of their directorship.

Their priceless guidance and support has been immensely beneficial for the Company time and again and it is thus being considered prudent to place the proposal for the continuation of their directorship.

They are not disqualified in terms of Section 164 of the Act and have given their consent to continue as Directors of the Company. Mr. Nitin Guha (DIN-01107480) has also given the requisite declaration in terms of section 149(6) of the Act and the Listing Regulations, that he meets the criteria of Independence.

The disclosure in terms of Regulation 36(3) of the Listing Regulations and the Secretarial Standard on General Meetings (SS-2) containing a brief profile of the above directors and other details, is provided by way of Annexure to the Notice.

Mr. Nandlal Todi (DIN-00581581) and Mr. Nitin Guha (DIN-01107480) are interested in the resolution pertaining to the continuation of their individual Directorship. Further, Mr. Pawan Kumar Todi (DIN-00590156), Managing Director, alongwith the entire promoter group, being related to Mr. Nandlal Todi (DIN-00581581) are interested in the resolution pertaining to the continuation of Directorship of Mr. Nandlal Todi (DIN-00581581). None of the other Director(s) / Key Managerial Personnel(s) of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the above resolution.

The Board recommends the resolutions set forth in the Item Nos. 4 and 5 of the Notice for approval of the members with effect from the conclusion of the 29th AGM.

Item No. 6

The Company's financial disbursement has gone down by ₹25.33 lakhs, in comparison to the previous financial year due to gradual reduction in financing activities over the past few years on account of stiff competition. Similar to the previous financial year, the Company is expecting consistent profitability on account of interest income on inter-corporate loans given to related parties and others and is deploying surplus liquidity in extending inter-corporate loan to related parties, as, such loans are safe with no risk of default and generate comfortable interest income at arm's length. Further, the amount is repayable on demand and can easily be liquidated.

Further, the Company is also of the opinion that, obtaining inter-corporate loans from related parties are easily and quickly available to cater the requirements of Working Capital.

The Company has recorded an interest income of ₹255.20 lakhs in the financial year under review and ₹237.93 lakhs in the previous financial year, on account of inter-corporate loan given to related parties. Further, the Company has incurred interest expenses to the tune of ₹1.62 lakhs during the financial year ended 31st March, 2018 in comparison to nil interest expenses in the previous year on account of inter-corporate loan taken from related parties.



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The Audit Committee at its Meeting held on 13th February, 2018, accorded omnibus approval in line with the Company's Policy on Related Party Transactions, to pursue such transactions subject to a maximum threshold limit of ₹1 Crore per Related Party Transaction that are repetitive in nature, for the financial year 2018-19.

In terms of sub-regulation 4 of Regulation 23 of the Listing Regulations, all material related party transactions shall require the approval of the shareholders by way of an ordinary resolution.

It be noted that the entities mentioned hereunder, are "Related Party" in terms of sub-section 76 of section 2 of the Act and/or sub-regulation (1)(zb) of Regulation 2 of the Listing Regulations. Accordingly, it is proposed to ratify /approve the following transactions.

The requisite particulars of the Related Party Transactions furnished hereunder are in line with the requirements of Explanation (3) to sub-rule 3 of Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 :

Name of the Related Party	Name of the Director or Key Managerial Personnel who is related.	Nature of relationship	Nature, material terms, monetary value and particulars of the contract or arrangement
GNB Motors Private Limited	Mr. Pawan Kumar Todi & Mr. Nandlal Todi.	Mr. Pawan Kumar Todi is a Director in the Related Party entity. Further, both Mr. Pawan Kumar Todi & Mr. Nandlal Todi are relatives of the Directors of the Related Party.	1. Unsecured Loan 2. Payable on Demand alongwith interest. 3. Amount of Loan given : ₹ 3,50,00,000. 4. Refund of loan given : ₹ 1,80,71,300. 5 . Interest Received during the year : ₹ 1,44,12,653. 6. Amount of Loan proposed to be given : ₹ 2000 Lakhs.
Silva Computech Private Limited	Mr. Ashok Kumar Shah, Mr. Pawan Kumar Todi & Mr. Nandlal Todi	Mr. Ashok Kumar Shah is a Director in the Related Party entity. Mr. Ashok Kumar Shah is the CFO of the Company. Further, Mr. Nandlal Todi and Mr. Pawan Kumar Todi are the shareholders of the related party entity.	1. Unsecured Loan 2. Payable on Demand alongwith interest. 3. Refund of Loan given during the year : ₹ 13,00,000. 4. Interest Recd during the year : ₹ 73,287. 5. Amount of Loan proposed to be given : ₹ 100 Lakhs.
Matra Studios LLP	Mr. Pawan Kumar Todi & Mr. Nandlal Todi.	Relatives of one of the Designated Partners of the Related Party.	1. Unsecured Loan 2. Payable on Demand alongwith interest. 3. Interest Recd during the year : ₹ 4,15,494. 4. Amount of Loan proposed to be given : ₹ 100 Lakhs.
Mountview Tracom LLP	Mr. Pawan Kumar Todi & Mr. Nandlal Todi.	Relatives of one of the Designated Partners of the Related Party.	1. Unsecured Loan 2. Payable on Demand alongwith interest. 3. Interest Received during the year : ₹ 6,20,710. 4. Amount of Loan proposed to be given : ₹ 120 Lakhs.
Sheersh Enclave Private Limited (formerly, Rose Velly Enclave Private Limited)	Mr. Pawan Kumar Todi & Mr. Nandlal Todi.	Relatives of the Directors of the Related Party.	1. Unsecured Loan 2. Payable on Demand alongwith interest. 3. Interest Recd during the year : ₹ 3,51,389. 4. Amount of Loan proposed to be given : ₹ 60 Lakhs.



NPR FINANCE LIMITED

Name of the Related Party	Name of the Director or Key Managerial Personnel who is related.	Nature of relationship	Nature, material terms, monetary value and particulars of the contract or arrangement
Oval Promoters LLP	Mr. Pawan Kumar Todi & Mr. Nandlal Todi.	Relatives of one of the Partners of the Related Party.	<ol style="list-style-type: none"> 1. Unsecured Loan 2. Payable on Demand alongwith interest. 3. Interest Recd during the year : ₹ 9,40,279. 4. Amount of Loan proposed to be given : ₹ 200 Lakhs.
Star Wire (India) Vidyut Private Limited	Mr. Pawan Kumar Todi & Mr. Nandlal Todi.	Relatives of two of the Directors of the Related Party.	<ol style="list-style-type: none"> 1. Unsecured Loan 2. Payable on Demand alongwith interest. 3. Loan given during the year : ₹ 30,00,000 4. Refund of Loan given during the year : ₹ 1,40,00,000. 5. Interest Received during the year : ₹ 56,18,464. 6. Amount of Loan proposed to be given : ₹ 1000 Lakhs.
TP Farms Private Limited	Mr. Pawan Kumar Todi & Mr. Nandlal Todi.	Relatives of one of the Directors of the Related Party.	<ol style="list-style-type: none"> 1. Unsecured Loan 2. Payable on Demand alongwith interest. 3. Refund of Loan given : ₹ 60,00,000. 4. Interest Received during the year : ₹ 2,08,852. 5. Amount of Loan proposed to be given : ₹ 100 Lakhs.
Viewlink Highrise LLP (formerly Viewlink Highrise Private Limited)	Mr. Pawan Kumar Todi & Mr. Nandlal Todi.	Mr. Pawan Kumar Todi is a Partner in the Related Party entity. Further, both Mr. Pawan Kumar Todi & Mr. Nandlal Todi are relatives of the Partners of the Related Party Entity.	<ol style="list-style-type: none"> 1. Unsecured Loan 2. Payable on Demand alongwith interest. 3. Loan given during the year : ₹ 1,76,56,300 4. Refund of Loan given during the year : ₹ 39,203,303 5. Interest Received during the year : ₹ 25,23,018. 6. Amount of Loan proposed to be given : ₹ 600 Lakhs.
New Age Enclave Private Limited	Mr. Pawan Kumar Todi & Mr. Nandlal Todi.	Relatives of the Directors of the Related Party.	<ol style="list-style-type: none"> 1. Unsecured Loan 2. Payable on Demand alongwith interest. 3. Amount of Loan proposed to be given : ₹ 100 Lakhs.
Badu Road Developers LLP	Mr. Pawan Kumar Todi & Mr. Nandlal Todi.	Mr. Pawan Kumar Todi is a Director of one of the partner company and further both Mr. Pawan Kumar Todi & Mr. Nandlal Todi are relatives of directors of two partner companies.	<ol style="list-style-type: none"> 1. Unsecured Loan 2. Payable on Demand alongwith interest. 3. Amount of Loan proposed to be given : ₹ 200 Lakhs.



NPR FINANCE LIMITED

Name of the Related Party	Name of the Director or Key Managerial Personnel who is related.	Nature of relationship	Nature, material terms, monetary value and particulars of the contract or arrangement
Ajanta Offset and Packaging Limited	Mr. Pawan Kumar Todi & Mr. Nandlal Todi.	Relatives of the Directors of the Related Party.	1. Unsecured Loan 2. Payable on Demand alongwith interest. 3. Loan given during the year : ₹ 2,55,00,000 4. Interest Recd during the year : ₹ 3,56,301. 5. Amount of Loan proposed to be given : ₹ 400 Lakhs.
Rani Leasings & Finance Private Limited	Mr. Pawan Kumar Todi & Mr. Nandlal Todi.	Relatives of the Directors of the Related Party.	1. Unsecured Loan 2. Payable on Demand alongwith interest. 3. Loan taken during the year : ₹1,12,00,000 4. Refund of Loan taken during the year : ₹ 96,97,340 5. Interest paid during the year : ₹ 1,61,522. 6. Amount of Loan proposed to be taken/ given : ₹ 200 Lakhs.

Mr. Pawan Kumar Todi (DIN-00590156), Managing Director, Mr. Nandlal Todi (DIN-00581581), Director of the Company, being the Director(s)/Partner(s)/relative(s) of the Directors/Designated Partners/Partners in the aforesaid related party entities and the entire promoter group being related to the aforesaid Directors, are interested in the aforesaid resolution.

None of the other Director(s)/Key Managerial Personnel(s) of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in this resolution. In terms of sub-regulation 4 of Regulation 23 of the Listing Regulations, the related parties shall abstain from voting on such resolutions.

All the aforesaid transactions made / proposed to be made are /shall be at arm's length and in the ordinary course of business.

The Resolution provided in the Notice, being in the interest of the Company, is proposed by the Directors for the consent and approval of the shareholders by way of an Ordinary Resolution.



NPR FINANCE LIMITED

ANNEXURE TO THE NOTICE

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT/CONTINUATION OF APPOINTMENT PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND THE SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2).

Name of the Director	Mr. Nandlal Todi (DIN-00581581)	Ms. Sarika Mehra (DIN-06935192)	Mr. Nitin Guha (DIN-01107480)
Nature of Directorship	Non-Executive Non-Independent Director	Executive Director	Non-Executive Independent Director
Date of Birth	30.05.1931	21.10.1974	01.11.1934
Date of Appointment	30.06.2006.	28.07.2014	30.09.2002
Age	87 years	43 years	83 years
Terms and conditions of appointment / re-appointment.	Retiring by rotation at the 29 th Annual General Meeting and being eligible seeks re-appointment. Further, in terms of Regulation 17(1A) of the Listing Regulations, consent of the shareholders is being sought for the continuation of his directorship. Please refer to the Explanatory Statement for further details.	Retiring by rotation at the 29 th Annual General Meeting and being eligible seeks re-appointment.	In terms of Regulation 17(1A) of the Listing Regulations, consent of the shareholders is being sought for the continuation of his directorship. Please refer to the Explanatory Statement for further details.
Details of Remuneration sought to be paid.	He is a Non-executive non-independent Director drawing sitting fees.	No proposed increase in her remuneration.	He is a Non-executive Independent Director drawing sitting fees.
Remuneration last drawn	He is a Non-executive non-independent Director drawing sitting fees.	₹ 1,00,350/- per month plus other allowances and perquisites purely in the capacity of Company secretary and no additional remuneration has been paid for holding the directorship of the Company.	He is a Non-executive Independent Director drawing sitting fees.
Brief resume / experience and nature of his/her expertise in specific functional areas.	He has 66 years of working experience in the field of Manufacturing, Trading and export. His pioneering work in introducing Hire Purchase of the Commercial vehicles in Eastern India several years ago led to the formation of NPR Finance Ltd. in 1989.	She has 18 years of experience in the field of Finance, Accounts, Taxation and Secretarial matters.	He has 60 years of working experience in the field of Mechanical Engineering-Rly. & Material Handling-viz.: Mining Equipments and Workshop Technology.



NPR FINANCE LIMITED

Name of the Director	Mr. Nandlal Todi (DIN-00581581)	Ms. Sarika Mehra (DIN-06935192)	Mr. Nitin Guha (DIN-01107480)
Qualification	B.Com (Hons.).	B.Com (Hons.), ACS & ACMA.	B.Sc., M.I.E. (India), V.D.I. (Germany), M.I.M.U. (UK).
Number of shares held in the Company.	3,40,888 Equity Shares (5.69%)	Nil	Nil
Names of other companies/LLPs in which the person also holds the directorship/ is a Partner/ Designated Partner.	1. Ace Impex Pvt Ltd; 2. NPR Motors Private Limited; 3. Rishi Motors Pvt Ltd; 4. Shristi Developers Private Limited; 5. Ganesh Narayan Brijlal Private Limited; 6. Rani Leasings & Finance Private Limited; 7. Anuttam Enclave Private Limited; 8. Zee ABC Agro Industries Private Limited	Designated Partner of Anaaya Abeer Realty LLP.	1. RHS Conveyer Engineering Pvt. Ltd.
Number of Meetings of the Board attended during the year (i.e. F.Y. 2017-18).	Attended three out of four (4) meetings of the Board held during the Financial Year 2017-18.	Attended all the four (4) meetings of the Board held during the Financial Year 2017-18.	Attended all the four (4) meetings of the Board held during the Financial Year 2017-18.
Memberships / Chairmanships of Committees on the Board of other Companies.	Nil	Nil	Nil
Disclosure of Relationships between directors inter-se and with the KMPs.	Belongs to the promoter group and is the father of Mr. Pawan Kumar Todi (DIN-00590156).	Not related to any Director of the Company.	Not related to any Director of the Company.

Note:

1. The Committee Memberships and Chairmanships do not include positions in foreign companies, unlisted companies, private companies, position as an advisory board member and position in companies under Section 8 of the Companies Act, 2013. Information pertaining to sitting fees/remuneration paid to the Director who is being appointed/re-appointed and number of Board meetings attended by the respective director during the financial year 2017-18 are provided in the Corporate Governance Report.

2. The proposal for re-appointment/continuation of appointment, has been approved by the Board pursuant to the recommendation of the Nomination and Remuneration Committee considering the concerned director's skills, experience and knowledge and positive outcome of performance evaluation.

Regd. Office:
"Todi Mansion",
1, Lu-Shun Sarani, 9th Floor
Kolkata-700 073
Dated:07.08.2018

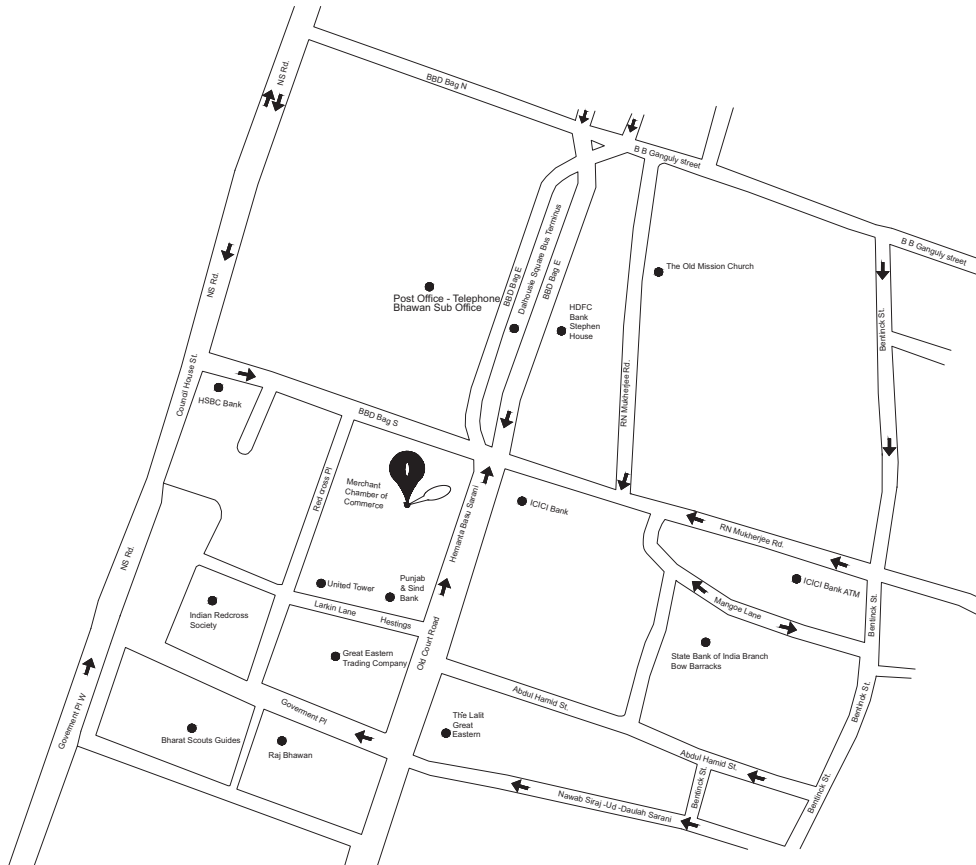
By Order of the Board
For NPR Finance Ltd.
Sarika Mehra
Executive Director &
Company Secretary
DIN 06935192



NPR FINANCE LIMITED

NPR FINANCE LIMITED

MAP (DIRECTION GUIDE) OF THE VENUE OF THE ANNUAL GENERAL MEETING
Jhajharia Committee Room, Merchant Chamber of Commerce,
15-B, Hemanta Basu Sarani, 2nd Floor, Kolkata- 700 001.
(Landmark: Near United Tower Building)





NPR FINANCE LIMITED

Form No-MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s) :
Registered address :
E-mail Id :
Folio No./Client Id. :
DP ID :

I/We, being the member(s) ofshares of the above named Company hereby appoint:

- (1) Name :
Address :
E-mail Id :
Signature :or failing him
- (2) Name :
Address :
E-mail Id :
Signature :or failing him
- (3) Name :
Address :
E-mail Id :
Signature :

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 29th Annual General Meeting of the Company, to be held on Monday, 24th September, 2018 at Jhaharia Committee Room, Merchant Chamber of Commerce, 15-B, Hemanta Basu Sarani, 2nd Floor, Kolkata- 700 001 at 11.00 a.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	RESOLUTIONS	Optional*	
		For	Against
Ordinary Business			
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31 st March, 2018, and the Reports of the Auditors and Directors thereon.		
2.	To appoint a Director in place of Mr. Nandlal Todi (DIN 00581581) who retires by rotation and being eligible, offers himself for re-appointment		
3.	To appoint a Director in place of Ms. Sarika Mehra (DIN 06935192) who retires by rotation and being eligible, offers herself for re-appointment.		
Special Business			
4.	Continuation of directorship of Mr. Nandlal Todi (DIN-00581581) as Non-Executive Non-independent Director.		
5.	Continuation of directorship of Mr. Nitin Guha (DIN-01107480) as Non-Executive Independent Director.		
6.	Approval/Ratification of Related Party Transactions.		

Signed this.....day of.....2018
 Signature of shareholder.....
 Signature of Proxy holder(s).....

Affix Revenue Stamp not less than Re.1/-
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NPR FINANCE LIMITED

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the resolutions, Explanatory Statement and Notes, please refer to the Notice of the 29th Annual General Meeting.
3. *It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Please complete all details including details of member(s) in above box before submission.



NPR FINANCE LIMITED

ATTENDANCE SLIP

Annual General Meeting – 24th September, 2018

(To be handed over at the entrance of the Meeting Hall)

Folio No.: _____ DP ID No.: _____ Client ID No.: _____

Name of Member(s): _____

Name of the Proxyholder: _____

Registered Address: _____

Number of Shares Held: _____

I/We, hereby record my/our presence at the 29th Annual General Meeting of the Company on Monday, 24th September, 2018, at Jhajharia Committee Room, Merchant Chamber of Commerce, 15-B, Hemanta Basu Sarani, 2nd Floor, Kolkata- 700 001 at 11.00 a.m.

SIGNATURE OF THE MEMBER/REPRESENTATIVE/PROXY*

***Strike out whichever is not applicable**

Note:

1. Please complete the Folio / DP ID-Client ID No. and name, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL.
2. Electronic copy of the Annual Report for 2017-18 and Notice of the Annual General Meeting (AGM) alongwith Attendance Slip and Proxy Form is being sent to all the members whose e-mail address is registered with the Company/Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
3. Physical copy of the Annual Report for 2017-18 and Notice of the Annual General Meeting alongwith Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose e-mail is not registered or have requested for a hard copy.



NPR FINANCE LIMITED

IMPORTANT & URGENT FOR YOUR IMMEDIATE ACTION

Sub.: Mandatory update of PAN and Bank details against your share holding

Dear Shareholder(s),

Pursuant to SEBI circular SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018, shareholders whose ledger folios do not have details or have incomplete detail with respect to PAN and Bank Account particulars are mandatorily required to furnish these details to the Issuer Company/RTA for registration in the folio. **As per our records, your folio needs to be updated with the PAN / Complete Bank Account details so that the investments held by you are in compliance with the aforementioned circular.**

You are hence requested to submit the following documents within 21 days of receipt of this communication:

- Enclosed Form duly filled in and signed by all the shareholders.
- Self-Attested Copy of Pan Card of all the shareholders,
- Cancelled Cheque Leaf with Name (if name is not printed on cheque - self-attested copy of first page of pass book) of all the shareholders and
- Address Proof (self-attested copy of Aadhaar-Card of all the shareholders)

Transfer of shares compulsorily in Demat mode

As per amended Regulation 40(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 amended vide SEBI Notification No. SEBI/LAD- NRO/GN/2018/24 dated June 8, 2018, **effective from December 5, 2018; securities of the listed companies can be transferred (except in case of transmission or transposition) only in the dematerialized form.**

In case if you have any queries or need any assistance in this regard, please contact:

NPR FINANCE LTD <u>Regd. Office Address:</u> Todi Mansion, 9th Floor, 1, Lu-shun Sarani, Kolkata - 700 073 Phones: (033) 2237 7201 / 02 Email: investors@nprfinance.com / npr1@nprfinance.com Website: www.nprfinance.com	<u>Registrar & Share Transfer Agent</u> NICHE TECHNOLOGIES PVT. LTD. D-511, Bagree Market, 5th Floor, 71, B.R.B. Basu Road, Kolkata - 700001 Phone: (033) 2234-3576, 2235-7270/7271 Email ID: nichetechpl@nichetechpl.com Website: www.nichetechpl.com
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Thanking you,

For and by order of the Board of Directors of
NPR Finance Ltd

Sarika Mehra
Executive Director & Company Secretary
DIN-06935192



NPR FINANCE LIMITED

FORM FOR FURNISHING PAN AND BANK DETAILS

To **NICHE TECHNOLOGIES PVT. LTD.**
D-511, Bagree Market, 5th Floor
71, B.R.B. Basu Road,
Kolkata -700 001

Dear Sir / Madam,

Unit: NPR Finance Ltd.

Folio No. :

I/we hereby furnish our folio details along with PAN and Bank Account details for update in your records.

I/we are enclosing herewith:

- 1) Self-attested copies of PAN Cards of all the Shareholder(s) including Joint Shareholders,
- 2) Original cancelled cheque leaf with name of the 1st shareholder (if name is not printed on cheque - self attested copy of the first page of the pass book of the bank) and
- 3) Address Proof viz., Aadhaar Card of all the shareholder(s) including Joint Shareholders, duly self attested, as required for updation of the details :

Folio No.	
Address of the sole/first named shareholder as per the share certificate	
Mobile No.	
E-Mail id	

Bank Account Details of Sole/First Shareholder: (for electronic credit of dividends)

Name of the Bank	
Name of the Branch	
Account Number (as appearing in your cheque book)	
Account Type (Please tick as applicable)	Saving Current Cash Credit
9 Digit MICR Number (as appearing on the MICR cheque issued by the bank)	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>
11 Digit IFSC Code	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>

	Name	PAN	Signature
First Holder			
JointHolder1			
JointHolder2			

Date:

Place:

NB: The above details will not be updated if the supporting documents are not attached and not duly signed by all the shareholders.