



**NPR FINANCE LIMITED**

CIN-L65921WB1989PLC047091,

Reg. Office: Todi Mansion, 1, Lu- Shun Sarani, 9<sup>th</sup> Floor, Kolkata-700 073

Phone No. 033 2237 7201, Website : [www.nprfinance.com](http://www.nprfinance.com), E-Mail- [npr1@nprfinance.com](mailto:npr1@nprfinance.com)

**NOTICE**

**NOTICE** is hereby given that the 32<sup>nd</sup> Annual General Meeting (AGM) of the Members of the Company will be held on Thursday, the 30<sup>th</sup> day of September, 2021, at 11.00 a.m., IST, through Video Conferencing ("VC") / Other Audio Video Means ("OAVM") to transact the following business:

**Ordinary Business:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2021 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.

**Special Business:**

- 3. Continuation of directorship of Mr. Nandlal Todi (DIN-00581581) as a 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 referred to as "the Board" which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) be and is hereby approved."

**4. 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)



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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, 9<sup>th</sup> Floor

Kolkata-700 073

Dated: 30.06.2021

By Order of the Board

**For NPR Finance Ltd.**

**Rimpa Roy**

**Company Secretary**

**Membership No. A27781**

**NOTES:**

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated 13<sup>th</sup> January, 2021, read with circulars dated 5<sup>th</sup> May, 2020, 13<sup>th</sup> April, 2020 and 8<sup>th</sup> April, 2020 (collectively referred to as "MCA Circulars") and further the Securities and Exchange Board of India ("SEBI") has vide Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79, dated 12<sup>th</sup> May, 2020, readwith Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11, dated 15<sup>th</sup> January, 2021, permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), the provisions of Secretarial Standard-2(SS-2) on General Meetings as issued by the Institute of Company Secretaries of India (ICSI), the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM. The deemed venue for the 32<sup>nd</sup> AGM shall be the Registered Office of the Company.
2. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
3. The Explanatory Statement as required under Section 102 of the Act, in respect of business under Item Nos. 3 and 4 is annexed hereto.
4. The details of person seeking appointment/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) are annexed to the Notice.
5. All Statutory Registers maintained under the Act, alongwith, all documents referred to in the accompanied Notice and the Explanatory Statement setting out the material facts, will be open for inspection at the Registered Office of the Company and also electronically on all working days during working hours upto the date of the AGM. The said documents will also be available for inspection during the AGM in electronic mode. Members seeking to inspect the documents



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- in electronic mode can e-mail their request at: [investors@nprfinance.com](mailto:investors@nprfinance.com). The same will be replied by the Company suitably.
6. Members may visit the Company's corporate website to view the Financial Statements or access information pertaining to the Company. Queries, if any, pertaining to any matter to be placed at the AGM should be sent at least 7 days before the AGM to the Company Secretary at [investors@nprfinance.com](mailto:investors@nprfinance.com).
  7. The business set out in the notice will be transacted through remote e-voting and e-voting system during the Annual General Meeting. Instructions and other information relating to remote e-voting and also e-voting at the AGM are given in the notice under note number 21.
  8. 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.
  9. Members holding shares in physical form are requested to notify immediately any change in their address, including Pin code, etc. to the Company's Registrar and Share Transfer Agent ("RTA") - M/s. Niche Technologies Private Limited at 3A, Auckland Place, 7<sup>th</sup> Floor, Room No. 7A & 7B, Kolkata 700 017.
  10. In case, the mailing address mentioned in the Annual Report/Notice is without the PIN CODE, members are requested to kindly inform their PIN CODE immediately.
  11. 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.
  12. Register of Members and Share Transfer Books of the Company in respect of Equity Shares shall remain closed from 24<sup>th</sup> September, 2021 to 30<sup>th</sup> September, 2021 (both days inclusive) for the purpose of AGM.
  13. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form, are therefore requested to notify their PAN details to their depository participants. Members holding shares in physical form are requested to submit self-attested copy of their PAN to the Company's RTA - M/s. Niche Technologies Private Limited at 3A, Auckland place, 7<sup>th</sup> Floor, Room No. 7A & 7B, Kolkata 700 017.



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14. SEBI has debarred listed companies from accepting request for transfer of securities which are held in physical form, with effect from April 1, 2019. The shareholders who continue to hold shares and other types of securities of listed companies in physical form even after this date, will not be able to lodge the shares with the Company / its RTA for further transfer. They will need to convert them to demat form compulsorily if they wish to effect any transfer. Only the requests for transmission and transposition of securities in physical form will be accepted by the listed companies / their RTAs. 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. Further, two subsequent reminders thereof, have also been sent to the shareholders.
15. Pursuant to Section 72 of the Act readwith the Rules thereunder, members holding shares in physical form are advised to file/update nomination in the prescribed Form SH-13 or SH-14 (as applicable), with the Company's RTA. In respect of shares held in electronic/ demat form, the members may please contact their respective depository participant.
16. 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.
17. Members are requested to quote their Folio number/DP I.D. and Client I.D. in all correspondence.
18. **Please note that, no claims lie against the Company in respect of unclaimed dividend amounts so transferred to the Investor Education and Protection Fund (IEPF). Claimants may contact the Nodal Officer: Ms. Rimpa Roy, Company Secretary, through the dedicated e-mail Id for the said purpose: [unclaimeddividend@nprfinance.com](mailto: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>
19. The Company has designated an exclusive e-mail id, viz: [investors@nprfinance.com](mailto:investors@nprfinance.com) to enable investors to register their complaints/queries, if any. Alternatively, the members may also write to Ms. Rimpa Roy, Company Secretary, at the Registered Office of the Company (Phone Numbers: (033) 2237 7201/02) for the redressal of their queries/redressal of complaints.
20. In compliance with the MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2020-2021 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories/RTA. Members may note that the Notice and Annual Report 2020-2021 will also be available on the Company's website



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[www.nprfinance.com](http://www.nprfinance.com) and also website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com).

**21. Voting Through Electronic Means :**

- I. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the MCA Circulars and in terms of the SEBI Circular Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020 regarding e-voting Facility provided by Listed Entities, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
- II. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- III. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- IV. Since this AGM is being held through VC/OAVM pursuant to the MCA circulars and SEBI circulars, the requirement of physical attendance of members has been dispensed with. accordingly, in terms of the MCA circulars and SEBI circular, the facility for appointment of proxies by the members will not be available for this AGM and hence the proxy form attendance slip are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
- V. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the SEBI Regulations (as amended), the Companies Act, 2013 read with MCA Circular Nos.:



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(i)14/2020 dated April 8, 2020, (ii)17/2020 dated April 13, 2020, (iii)20/2020 dated May 05, 2020, (iv) 02/2021, 13<sup>th</sup> January, 2021.

**THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:**

- (i) The e-voting period begins on 27<sup>th</sup> September, 2021 at 9.00 a.m. (IST) and ends on 29<sup>th</sup> September, 2021 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 23<sup>rd</sup> September, 2021, may cast their vote by e-voting. The 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) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.



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Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"><li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li><li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li><li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li><li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li></ol>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"><li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting</li></ol>





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	<p>services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.





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**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

1. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
2. Click on "Shareholders" module.
3. 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
6. If you are a first time user follow the steps given below:

	<b>For Shareholders holding shares in Demat Form other than individual and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the</li></ul>



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	sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	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. <ul style="list-style-type: none"><li>• 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).</li></ul>

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant Company Name i.e. **NPR FINANCE LIMITED** on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.



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(xv) 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.

(xvi) **Facility for Non – Individual Shareholders and Custodians-Remote e-voting**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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](mailto: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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [investors@nprfinance.com](mailto:investors@nprfinance.com) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.



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5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [investors@nprfinance.com](mailto:investors@nprfinance.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [investors@nprfinance.com](mailto:investors@nprfinance.com). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL / MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY / DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [investors@nprfinance.com](mailto:investors@nprfinance.com) / [nichetechpl@nicetechpl.com](mailto:nichetechpl@nicetechpl.com) .
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)



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3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL ) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

22. 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 authorised signatory(ies) who are authorised to vote through e-mail at [csniazahmed@gmail.com](mailto:csniazahmed@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) on or before 29<sup>th</sup> September, 2021 upto 10:00 a.m. without which the vote shall not be treated as valid.
23. 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 23<sup>rd</sup> September, 2021. A person who is not a member as on cut-off date should treat this notice for information purpose only.
24. The shareholders shall have one vote per equity share held by them as on the cut-off date of 23<sup>rd</sup> September, 2021. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
25. Members holding shares in physical mode: are requested to provide the scanned self-attested copy of PAN Card & address proof to the Company by e-mail at: [investors@nprfinance.com](mailto:investors@nprfinance.com) for registering their e-mail id. Members holding shares in Demat mode are requested to update their e-mail id with their respective depositories.
26. Any person who becomes members of the Company subsequent to the dispatch of the e-mail and holds the shares as on the cut-off date i.e. 23<sup>rd</sup> September, 2021, may send a request to the Company / RTA at [investors@nprfinance.com](mailto:investors@nprfinance.com) / [nichetechpl@nichetechpl.com](mailto:nichetechpl@nichetechpl.com) by mentioning the Folio No. / DP ID and Client ID to obtain the User-ID and Password for e-voting.
27. CS Niaz Ahmed, Practicing Company Secretary (Certificate of Practice Number 5965, Membership No. F9432) has been appointed as the Scrutinizer to scrutinize the entire voting process. The Scrutinizer will submit, not later than two working days from the conclusion of the AGM, the Scrutinizer's Report of the total votes cast in favour or against, if any, to the



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Chairperson of the Company or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.

28. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.nprfinance.com](http://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.

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

**Item No. 3**

In terms of Regulation 17(1A) of the Listing Regulations, 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), 90 years of age, is liable to retire by rotation and has presented himself for reappointment, consent of the members has been sought for the continuation of his directorship for his present term of reappointment.

One of the founder Directors of the Company, Mr. Nandlal Todi's (DIN-00581581) dynamic entrepreneurship, led to the formation of NPR Finance Ltd. He is a Non-Executive non-independent Director of the Company.

His 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 his directorship.

He is not disqualified in terms of Section 164 of the Act and has given his consent to continue as the Director of the Company. Further, he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

The disclosure in terms of Regulation 36(3) of the Listing Regulations and the Secretarial Standard on General Meetings (SS2) containing his brief profile and other details, is provided by way of Annexure to the Notice.

Mr. Nandlal Todi (DIN-00581581) is interested in the resolution pertaining to the continuation of his Directorship. Further, Mr. Pawan Kumar Todi (DIN-00590156), Managing Director, alongwith the entire promoter group, being related to Mr. Nandlal Todi (DIN-00581581) is interested in the above resolution. 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.



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The Nomination and Remuneration Committee and also the Board, recommends the special resolution set forth in the Item No. 3 of the Notice for approval of the members with effect from the conclusion of the 32<sup>nd</sup> AGM.

**Item No. 4**

The Audit Committee at its Meeting held on 12<sup>th</sup> February, 2021, 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 2021-2022.

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 below, 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 below mentioned proposed transactions with such entities.

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:

<b>Name of the Related Party</b>	<b>Name of the Director or Key Managerial Personnel who is related.</b>	<b>Nature of relationship</b>	<b>Nature, material terms, monetary value and particulars of the contract or arrangement.</b>
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 and also related to its Promoter Group.	1. Unsecured Loan 2. Duration: 12 months – renewable with mutual consent. Interest payable at the end of tenure. 3. Amount of Loan given during the year: ₹75,11,469. 4. Refund of loan given during the year: ₹2,19,73,982 5. Gross Interest received/ booked during the year:





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			₹4,38,437.  6. Amount of Loan proposed to be given/taken: ₹200 Lakhs.
Silva Computech Private Limited	Mr. Ashok Kumar Shah, Mr. Pawan Kumar Todi & Mr. Nandlal Todi	Mr. Ashok Kumar Shah, the CFO of our Company, is a Director in the Related Party entity. Further, Mr. Pawan Kumar Todi & Mr. Nandlal Todi are related to the entire Promoter Group.	1. Unsecured Loan  2. Duration: 12 months – renewable with mutual consent. Interest payable at the end of tenure.  3. Gross Interest received/ booked during the year: ₹53,767.  4. 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. Duration: 12 months – renewable with mutual consent. Interest payable at the end of tenure.  3. Refund of Loan given during the year: ₹61,74,481.
Sheersh Enclave Private Limited	Mr. Pawan Kumar Todi & Mr. Nandlal Todi.	Relatives of the Directors of the Related Party and are also are also related to its Promoter Group.	1. Unsecured Loan  2. Duration: 12 months – renewable with mutual consent. Interest payable at the end of tenure.  3. Refund of Loan given during the year: ₹46,98,195.  4. Gross Interest received/ booked during the year: ₹2,12,324.
Star Wire (India) Vidyut	Mr. Pawan Kumar Todi & Mr. Nandlal	Relatives of two of the Directors of the Related	1. Unsecured Loan  2. Duration: 12 months –



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Private Limited	Todi.	Party.	<p>renewable with mutual consent. Interest payable on quarterly basis.</p> <p>3. Loan given during the year: ₹40,00,000</p> <p>4. Refund of Loan given during the year: ₹40,26,760.</p> <p>5. Gross Interest received/ booked during the year: ₹28,931.</p> <p>6. Amount of Loan proposed to be given: ₹500 Lakhs.</p>
Viewlink Highrise LLP	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.	<p>1. Unsecured Loan</p> <p>2. Duration: 24 months –renewable with mutual consent. Interest payable at the end of tenure.</p> <p>3. Loan given during the year: ₹2,15,00,000</p> <p>4. Refund of Loan given during the year: ₹6,76,70,585.</p> <p>5. Gross Interest received/ booked during the year: ₹1,77,55,052.</p> <p>6. Amount of Loan proposed to be given: ₹1000 Lakhs.</p>
New Age Enclave Private Limited	Mr. Pawan Kumar Todi & Mr. Nandlal Todi.	Relatives of the Directors of the Related Party and are also related to its Promoter group.	<p>1. Unsecured Loan</p> <p>2. Duration: 12 months -renewable with mutual consent. Interest payable at the end of tenure.</p> <p>3. Gross Interest paid / booked during the year :</p>



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			₹1,60,433.
Rani Leasings & Finance Private Limited	Mr. Pawan Kumar Todi & Mr. Nandlal Todi.	Directors of the Related Party and are also related to its Promoter group.	1. Unsecured Loan 2. Duration: 12 months - renewable with mutual consent. Interest payable at the end of tenure. 3. Loan given during the year: ₹98,68,620. 4. Refund of Loan given during the year: ₹1,24,09,455. 5. Gross Interest paid/received/booked during the year: ₹3,779. 6. Amount of Loan proposed to be taken/given: ₹400 Lakhs.
Akshay Vinimay LLP	Mr. Pawan Kumar Todi & Mr. Nandlal Todi.	Mr. Pawan Kumar Todi & Mr. Nandlal Todi are the relatives of five out of six Partners of the Related Party Entity.	1. Unsecured Loan 2. Duration: 12 months - renewable with mutual consent. Interest payable at the end of tenure. 3. Loan given during the year: ₹7,52,68,780. 4. Gross Interest Received/Booked during the year: ₹39,61,441. 5. Amount of Loan proposed to be taken/given: ₹1000 Lakhs.
R.S. Enterprises	Mr. Pawan Kumar Todi & Mr. Nandlal	Mr. Pawan Kumar Todi & Mr. Nandlal Todi belong	1. Unsecured loan



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	Todi.	to the promoter /promoter group and/or are relatives of the promoter /promoter group of the body corporate Partners of M/s R.S. Enterprises.	2. Duration: 12 months - renewable with mutual consent. Interest payable at the end of tenure. 3. Loan given during the year: ₹40,00,000. 4. Gross Interest Received/Booked during the year: ₹2,64,767. 5. Amount of Loan proposed to be taken/given: ₹200 Lakhs.
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In terms of sub-regulation 4 of Regulation 23 of the Listing Regulations, related parties cannot vote on such resolutions irrespective of whether the entity is a related party to the particular transaction or not.

Mr. Pawan Kumar Todi (DIN-00590156) and Mr. Nandlal Todi (DIN-00581581) - being the Director(s)/ Partner(s)/Designated Partner(s)/relative(s) of the Directors, Partner(s) /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. Further, Mr. Ashok Kumar Shah, Chief Financial Officer, is a Director of one of the related party body corporate. Therefore, he is also interested in the above 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.

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

The above ordinary resolution being in the interest of the Company, is proposed by your Board for approval.

**Regd. Office**

"Todi Mansion",  
1, Lu-Shun Sarani, 9<sup>th</sup> Floor  
Kolkata-700 073  
Dated: 30.06.2021

By Order of the Board  
**For NPR Finance Ltd.**  
**Rimpa Roy**  
**Company Secretary**  
**Membership No. A27781**



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**ANNEXURE TO THE NOTICE**

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

<b>Name of the Director</b>	Mr. Nandlal Todi (DIN-00581581)
<b>Nature of Directorship</b>	Non-Executive Non-Independent Director
<b>Date of Birth &amp; Age</b>	30.05.1931 90 years
<b>Date of first Appointment on the Board.</b>	30.06.2006
<b>Terms and conditions of re-appointment.</b>	<p>The terms and conditions of re-appointment shall remain unchanged. The document containing the terms &amp; conditions will be available for the inspection of the members during working hours upto the date of the AGM and also electronically on all working days during working hours upto the date of the AGM. The said documents will also be available for inspection during the AGM in electronic mode. Members seeking to inspect the documents in electronic mode can e-mail their request at: <a href="mailto:investors@nprfinance.com">investors@nprfinance.com</a>. The same will be replied by the Company suitably.</p> <p>Further, members seeking to inspect the documents in electronic mode can e-mail their request at: <a href="mailto:investors@nprfinance.com">investors@nprfinance.com</a>.</p>
<b>Details of Remuneration sought to be paid.</b>	He is a Non-Executive Non Independent Director drawing sitting fees.
<b>Remuneration last drawn</b>	He is a Non-Executive Non Independent Director drawing sitting fees.
<b>Brief resume / experience and nature of his/her expertise in specific functional areas.</b>	He has several years of 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.
<b>Qualification</b>	B.Com (Hons.).
<b>Number of shares held in the Company as on 31/03/2021 alongwith shareholding as a</b>	4,47,358 Equity Shares representing 7.46%. Out of the above, 1,06,470 Equity Shares are held by him as a Karta of the following HUFs.



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<b>beneficial owner.</b>	a. Karta of Nandlal Pawan Kumar Todi HUF: 57,700 (0.96%) b. Karta of Nandlal Raj Kumar Todi HUF : 48,770 (0.81%)
<b>Names of other companies/LLPs in which the person also holds the directorship/ is a Partner/ Designated Partner.</b>	1. Ace Impex Pvt Ltd 2.NPR Motors Private Limited 3.Rishi Motors Pvt Ltd 4.Shristi Developers Private Limited 5.Rani Leasings & Finance Private Limited 6.Anuttam Enclave Private Limited (under process of strike off) 7. Zee ABC Agro Industries Private Limited
<b>Number of Meetings of the Board attended during the year (i.e. F.Y. 2020-2021).</b>	Attended three (3) out of four (4) Board Meetings held during the Financial Year 2020-2021.
<b>Memberships/Chairmanships of Committees on the Board of other Companies.</b>	Nil
<b>Disclosure of Relationships between directors inter-se and with the KMPs.</b>	Belongs to the promoter group and is the father of Mr. Pawan Kumar Todi (DIN-00590156), Managing Director.

**Note:** The proposal for re-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.

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Dated:30.06.2021

By Order of the Board  
**For NPR Finance Ltd.**  
**Rimpa Roy**  
**Company Secretary**  
**Membership No. A27781**