



NPR FINANCE LIMITED

CIN-L65921WB1989PLC047091,

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

Phone No. 033 2237 7201, Website : www.nprfinance.com, E-Mail- npr1@nprfinance.com

NOTICE

NOTICE is hereby given that the 33rd Annual General Meeting (AGM) of the Members of the Company will be held on Thursday, the 15th day of September, 2022, at 11.30 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 31st March, 2022 and the Reports of the Auditors and Directors thereon.
2. To appoint a Director in place of Ms. Sarika Mehra (DIN-06935192) who retires by rotation and being eligible, offers herself for re-appointment.
3. To re-appoint M/s. Deoki Bijay & Co. (Firm Registration No. 313105E), Chartered Accountants of HMP House, Suite No. 607, 6th Floor, 4, Fairlie Place, Kolkata 700001, as the Statutory Auditor of the Company for a second term of five years from the conclusion of the 33rd Annual General Meeting till the conclusion of the 38th Annual General Meeting of the Company and to authorise the Board of Directors to fix their remuneration and in this regard, to consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:-

"RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions of the Act, if any, as amended from time to time, M/s. Deoki Bijay & Co (Firm Registration No. 313105E), Chartered Accountants of HMP House, Suite No. 607, 6th Floor, 4, Fairlie Place, Kolkata 700001, be and is hereby re-appointed as the Statutory Auditor of the Company for a second term from the conclusion of the 33rd Annual General Meeting ("AGM") till the conclusion of the 38th AGM, at such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditor, plus applicable taxes."

Special Business:

4. Re-Appointment of Mr. Pawan Kumar Todi (DIN- 00590156) as the Managing Director of the Company, for a term of three consecutive years with effect from 1st November, 2022.

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

"RESOLVED THAT in accordance with the Articles of Association of the Company, provisions of sections 196, 197 and 203 of the Companies Act, 2013("the Act")read with Schedule V thereto and other applicable provisions of the Act, readwith the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), including any statutory modification(s) and/or amendment(s) thereof, Mr. Pawan Kumar Todi (DIN-00590156), Managing Director, who will attain the age of seventy years on 2nd June, 2023 and in respect of whom, the Company has received a notice in writing from a member under section 160



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of the Act proposing his re-appointment, be and is hereby reappointed as the Managing Director for a period of 3 (three) years with effect from the expiry of his present term of office – i.e. 1st November, 2022, not being liable to retire by rotation, on such terms and conditions, including remuneration, as set out in the Explanatory Statement annexed to the Notice, with liberty to 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) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit.

FURTHER RESOLVED THAT notwithstanding anything herein above stated, where in any financial year closing on or after March 31, 2022, during the tenure of Mr. Pawan Kumar Todi (DIN-00590156) as a Managing Director of the Company, the Company incurs a loss or its profits are inadequate, the Company shall pay Mr. Pawan Kumar Todi (DIN-00590156), the remuneration including any revision thereof, by way of salary and other allowances, perquisites, etc. as a minimum remuneration subject to the provisions of the Act readwith the Rules and Schedules thereto and/or other applicable laws in force.

FURTHER RESOLVED THAT besides his existing duties & responsibilities, Mr. Pawan Kumar Todi (DIN-00590156) will continue to carry out such other duties and exercise such powers as may be entrusted to him from time to time by the Board.

FURTHER RESOLVED THAT 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. Re-Appointment of Ms. Sarika Mehra (DIN-06935192) as a Whole-time Director of the Company, for a term of three consecutive years with effect from 19th September, 2022.

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

“RESOLVED THAT in accordance with the Articles of Association of the Company, provisions of sections 196, 197 and 203 of the Companies Act, 2013(“the Act”), read with Schedule V thereto and other applicable provisions of the Act, readwith the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), including any statutory modification(s) and/or amendment(s) thereof, Ms. Sarika Mehra (DIN-06935192), in respect of whom, the Company has received a notice in writing from a member under section 160 of the Act proposing her re-appointment, be and is hereby re-appointed as the Whole-time Director of the Company(designated as - Executive Director), for a term of 3 (three) years with effect from the expiry of her present term of office – i.e. 19th September, 2022, on such terms and conditions, including remuneration, as set out in the Explanatory Statement annexed to the Notice, with liberty to 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) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit.

FURTHER RESOLVED THAT pursuant to the provisions of Section 152 of the Act, read with the Rules thereunder, her office will be liable to retirement by rotation.



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FURTHER RESOLVED THAT notwithstanding anything herein above stated, where in any financial year closing on or after March 31, 2022, during the tenure of Ms. Sarika Mehra (DIN-06935192) as a Whole-time Director of the Company, the Company incurs a loss or its profits are inadequate, the Company shall pay Ms. Sarika Mehra (DIN-06935192), the remuneration including any revision thereof, by way of salary and other allowances, perquisites, etc. as a minimum remuneration, subject to the provisions of the Act readwith the Rules and Schedules thereto and/or other applicable laws in force.

FURTHER RESOLVED THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. Approval 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, the Company’s Policy on Related Party Transactions, and based on the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the Company to enter/continue to enter into various Related Party Transaction(s) (including Material Related Party Transactions) as defined in the explanatory statement hereto and on such terms as mentioned thereto.

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) or the Company Secretary, be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalising and executing necessary documents, agreement(s), etc., as may be required, to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever , without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

Regd. Office
“Todi Mansion”,
1, Lu-Shun Sarani, 9th Floor
Kolkata-700 073
Dated: 03.08.2022

By Order of the Board
For NPR Finance Ltd.
Ritika Varma
Company Secretary
Membership No. F10291

NOTES:



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1. The Ministry of Corporate Affairs (“MCA”) has vide its circular dated 5th May, 2022, read with circulars dated 14th December, 2021, 8th December, 2021, 13th January, 2021, 5th May, 2020, 13th April, 2020 and 8th April, 2020 (collectively referred to as “MCA Circulars”), permitted the holding of AGM through VC / OAVM facility upto 31st December, 2022, without the physical presence of the Members at a common venue. Further, in line with the MCA circulars, SEBI has vide Circular Nos. (i) SEBI/HO/CFD/CMD1/CIR/P/2020/79, dated 12th May, 2020, (ii) SEBI/HO/CFD/CMD2/CIR/P/2021/11, dated 15th January, 2021, (iii) SEBI/HO/CFD/CMD2/CIR/P/2022/62, dated 13th May, 2022, extended its earlier relaxations in connection with conduct of AGMs of companies till 31st December, 2022. In compliance with the said MCA Circulars, readwith the provisions of the Companies Act, 2013 (“Act”), the provisions of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Secretarial Standard-2(SS-2) on General Meetings as issued by the Institute of Company Secretaries of India (ICSI), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company at Todi Mansion, 9th Floor, 1, Lu Shun Sarani, Kolkata 700073.
2. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
3. In-line with the requirement of Regulation 36(5) of the Listing Regulations, requisite disclosure regarding re-appointment of the Statutory Auditor has been provided in the Explanatory Statement Item No. 3 of the Explanatory Statement of this Notice. Further, the Explanatory Statement as required under Section 102 of the Act, in respect of business under Item Nos. 4 to 6 is annexed hereto.
4. The details of persons seeking approval for re-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 in electronic mode can e-mail their request at: 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.
7. The business set out in the notice will be transacted through remote e-voting and e-voting system during the AGM. Instructions and other information relating to remote e-voting and also e-voting at the AGM are given in the notice under note number 20.
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.



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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, 7th 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 9th September, 2022 to 15th September, 2022 (both days inclusive) for the purpose of AGM.
13. **SEBI has mandated vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November, 2021 and subsequent clarification vide Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated 14th December, 2021, for all the security holders holding securities in physical form to furnish various details /information/ documents referred in the said Circulars, to the Company or its Registrar and Share Transfer Agent ('RTA'). Effective from 1st January, 2022, the RTA shall not process any service requests or complaints received from the holder(s) / claimant(s), till the said details /information/ documents are received. Further, on or after 1st April, 2023, wherein, any of the said details / information/ documents in the referred Circular are not available with respect to the said Folio(s), the same shall have to be frozen by the RTA. All shareholders holding shares in physical form have been duly notified of the same by Postal mode of communication. Further, all details in this regard alongwith necessary forms, are available on the website of the Company (www.nprfinance.com) via the link: <https://www.nprfinance.com/showreport.aspx?prmRsCtg=INVSTSRV&prmCtgType=S>**
14. 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.
15. 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.
16. Members are requested to quote their Folio number/DP I.D. and Client I.D. in all correspondence.



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17. 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. Ritika Varma (Membership No. F10291), Company Secretary, 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>
18. 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. Ritika Varma (Membership No. F10291), Company Secretary, at the Registered Office of the Company (Phone Numbers: (033) 2237 7201/02) for the redressal of their queries/redressal of complaints.
19. In compliance with the MCA Circulars readwith the provisions of Companies Act, 2013 (alongwith the Rules made thereunder) and the Listing Regulations, Notice of the AGM along with the Annual Report 2021-2022 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 2021-2022 will also be available on the Company's website www.nprfinance.com and also on the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com.
20. **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.



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- 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 and 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) readwith SEBI Circular Nos. (i) SEBI/HO/CFD/CMD1/CIR/P/2020/79, dated 12th May, 2020, (ii) SEBI/HO/CFD/CMD2/CIR/P/2021/11, dated January, 15, 2021, (iii) SEBI/HO/CFD/CMD2/CIR/P/2022/62, dated 13th May, 2022, the provisions of Companies Act, 2013 (& the Rules made thereunder), read with MCA Circular Nos.: (i)14/2020, dated April 8, 2020, (ii)17/2020, dated April 13, 2020, (iii)20/2020, dated May 5, 2020, (iv) 02/2021, dated January 13, 2021, (v) 19/2021, dated December 8, 2021, (vi) 21/2021, dated December 14, 2021, (vii) 2/2022, dated May 5, 2022.

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 12th September, 2022 at 9.00 a.m. (IST) and ends on 14th September, 2022 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 of 8th September, 2022, 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**



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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.

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 CDSL	<ol style="list-style-type: none">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 https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.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 & 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.3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.
Individual Shareholders	<ol style="list-style-type: none">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: https://eservices.nsdl.com either on a Personal



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<p>holding securities in demat mode with NSDL</p>	<p>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 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 & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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 & voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>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.</p>

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.

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



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Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in 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.
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 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:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
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">• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth	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">• If both the details are not recorded with the depository or company, please enter the member id / folio number in the



NPR FINANCE LIMITED

CIN-L65921WB1989PLC047091,

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

Phone No. 033 2237 7201, Website : www.nprfinance.com, E-Mail- npr1@nprfinance.com

(DOB)	Dividend Bank details field as mentioned in instruction (v).
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- (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.
- (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 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.
 - 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.



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- 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.
- 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 (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.
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. 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. 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.



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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 / nichetechpl@nichetechpl.com .
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
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 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, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

21. 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 with a copy marked to helpdesk.evoting@cdslindia.com on or before 14th September, 2022 upto 10:00 a.m. without which the vote shall not be treated as valid.
22. 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 8th September, 2022. A person who is not a member as on cut-off date should treat this notice for information purpose only.
23. The shareholders shall have one vote per equity share held by them as on the cut-off date of 8th September, 2022. The facility of e-voting would be provided once for every folio / client id,



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irrespective of the number of joint holders.

24. 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 for registering their e-mail id if they wish to receive this Notice through e-mail. Members holding shares in Demat mode are requested to update their e-mail id with their respective depositories.
25. 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. 8th September, 2022, may send a request to the Company / RTA at investors@nprfinance.com / nichetechpl@nichetechpl.com by mentioning the Folio No. / DP ID and Client ID to obtain the User-ID and Password for e-voting.
26. 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 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.
27. 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.

EXPLANATORY STATEMENT PURSUANT TO REGULATION 36(5) OF THE SEBI(LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

Item No. 3

M/s Deoki Bijay & Co. (Firm Registration No. 313105E), Chartered Accountants of HMP House, Suite No. 607, 6th Floor, 4, Fairlie Place, Kolkata 700001, was appointed as the Statutory Auditor of the Company from the conclusion of the 28th AGM held on 14th September, 2017, till the conclusion of the 33rd AGM. The Board of Directors, on the recommendation of the Audit Committee has recommended its re-appointment for another term of five years from the conclusion of the 33rd AGM. M/s Deoki Bijay & Co. has provided its confirmation for re-appointment and has furnished a Certificate of Eligibility pursuant to Section 141 of the Act read with the Rules framed thereunder. It has further confirmed that it has subjected itself to the peer review process of Institute of Chartered Accountants of India and holds a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

The conditions as mentioned in para 6A and 6B of SEBI Circular CIR/CFD/CMD1/114/2019, dated 18th October, 2019, forms part of the terms of re-appointment of the Statutory Auditor.

Requisite Disclosure in terms of the requirement of Regulation 36(5) of the Listing Regulations is as under:



NPR FINANCE LIMITED

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a) Proposed fees payable to the statutory auditor(s) along with terms of appointment and in case of a new auditor, any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change.

- The Statutory Audit Fees of Rs. 59,000/- plus applicable taxes, for the Financial Year 2021-22 is in commensurate with industry standards. The remuneration proposed to be paid to M/s Deoki Bijay & Co. (Firm Registration No. 313105E) during the second term will be in line with the existing remuneration and shall commensurate with the services to be rendered by them during the said tenure. The Board of Directors upon recommendation of Audit Committee may alter & vary the terms & conditions of appointment, including remuneration in such manner & to such extent as may be mutually agreed with the Statutory Auditor.

b) Basis of recommendation for appointment including the details in relation to and credentials of the statutory auditor(s) proposed to be appointed.

- Various parameters were considered while determining the basis of recommending the re-appointment of M/s Deoki Bijay & Co, Chartered Accountants, as the Statutory Auditor, various parameters - including, but not limited to: audit experience, size of the audit team, market credibility of the firm, technical knowledge, etc. Moreover, M/s Deoki Bijay & Co. (Firm Registration No. 313105E) is a Peer Reviewed Firm and has been rendering services for about four (4) decades in the diversified fields of Audit, Taxation, Corporate Advisory, Valuations, Mergers & Acquisitions and Risk management.

Amidst the backdrop of the above, M/s Deoki Bijay & Co. (Firm Registration No. 313105E) has been considered suitable to handle the audit of the financial statements of the Company.

All relevant documents will be open for inspection without any fee at the Registered Office of the Company on all working days during working hours upto the date of the AGM.

None of the 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 above Ordinary Resolution being in the interest of the Company, is proposed and recommended for the approval of the shareholders.

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

Item No. 4

Mr. Pawan Kumar Todi's (DIN-00590156) tenure as the Managing Director of the Company persists till 31st October, 2022. Accordingly, he has presented himself for re-appointment for a term of 3 (three) years with effect from 1st November, 2022. His office will not be liable to retirement by rotation.

Mr. Pawan Kumar Todi (DIN-00590156) will attain the age of seventy years on 2nd June, 2023. The first proviso to section 196(3)(a) of the Act inter alia provides that: the appointment of a person who has attained the age of seventy years may be made by passing a special resolution in which



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case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such person. In this connection, the Nomination & Remuneration Committee & the Board of Directors do hereby acknowledge that: Mr. Pawan Kumar Todi (DIN-00590156) continues to play the pivotal role in shaping the Company's future with his administrative skills, leadership qualities and work experience. He is not disqualified in terms of Section 164. Further, he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority. He has also furnished his consent to act as a Director in Form DIR-2 pursuant to section 152 of the Act readwith the Rules made thereunder.

Thus your Board considers his re-appointment as prudent and justifiable.

The Company has received notice in writing from a member under section 160 of the Act proposing his candidature for re-appointment.

All relevant documents will be open for inspection without any fee at the Registered Office of the Company on all working days during working hours upto the date of the AGM.

Besides his existing duties & responsibilities, he will continue to carry out such other duties and to exercise such powers as may be entrusted to him from time to time by the Board.

The terms and conditions are as under:

A. SALARY

1. Basic: Rs. 1,50,000/- (Rupees One Lakh Fifty Thousand Only) per month.
2. Special Allowance: Rs. 25,000/- (Rupees Twenty Five Thousand Only) per month.
3. Conveyance Allowance: Rs. 20,000/- (Rupees Twenty Thousand Only) per month.
4. House Rent Allowance: Rs. 55,000/- (Rupees Fifty Five Thousand Only) per month.

Annual increase and the quantum thereto, will be effective in a manner as will be decided by the Board of Directors, subject to the provisions of Companies Act, 2013, readwith its Schedules and Rules thereto and other applicable provisions, if any, of various laws in force.

B. PERQUISITES & ALLOWANCES:

As detailed below:

1. Housing.

- a. The expenditure incurred by the Company on hiring unfurnished accommodation.
- b. The expenditure incurred by the Company on gas, electricity and water will be evaluated as per Income Tax Rules, 1962.
- c. Perquisites in the form of furniture, furnishings and other utilities in accordance with the rules of the Company, the value of which will be evaluated as per Income Tax Rules, 1962.



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d. Wherever the Company does not provide any accommodation, House Rent Allowance may be paid.

2. Medical Reimbursement.

- i. The expenses incurred for self and family including Premium payable for Mediclaim Insurance.
- ii. Major hospitalization expenses for him and his family which are not payable under Mediclaim Insurance Policies.
- iii. Expenses incurred for self medical treatment or for any member of his family outside India. The expenditure incurred for the travel and stay abroad including for one attendant, subject to the condition that the expenditure on medical treatment and stay abroad will be allowed only to the extent permitted by the Reserve Bank of India and also subject to the permission, if any required, of any Authority under Companies Act, 2013 or any other Act.

Explanation: "Family means the spouse, dependent children and dependent parents."

3. Personal Accident Insurance.

Personal Accident Insurance for self and family shall be as per the Company rules & policies thereon.

4. Leave Travel Assistance/Concession.

- a. Leave in a Year: Total 30 days Annual and Casual leave including sickness, in addition to hospitalization leave for the days remained hospitalized.
- b. Leave Travel Concession for self and family once in a year.
- c. Leave encashment as per the policy of the Company.

5. Club Fees.

Fees of Clubs subject to the maximum of two clubs, including admission and Membership fees.

6. Entertainment Expenses.

The Managing Director shall be reimbursed actual entertainment expenses incurred on the Company's business including fees of credit cards.

7. Provision of chauffeur driven Company's cars.

8. Provision of telephone(s) at the residence of the Managing Director.

9. Company's contribution to Provident Fund/Pension Fund / Superannuation Fund, Payment towards Gratuity & encashment of leave shall not be included in computation of remuneration or ceiling on perquisites.



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10. Such other allowances, perquisites, benefits and amenities as may be provided by the Company, subject to the provisions of the Companies Act, 2013, readwith the Rules and Schedules thereto and/or other applicable laws in force.

Perquisites will be evaluated as per Income Tax Rules, wherever applicable. In the absence of any such rule, perquisite shall be evaluated at actual cost.

Further, requisite disclosures required in terms of : Schedule V of the Act, Regulation 36(3) of the Listing Regulations and the Secretarial Standard on General Meetings (SS-2) are annexed to the Notice.

Mr. Pawan Kumar Todi (DIN-00590156) is interested in the above resolution as it relates to his own re-appointment. Also, Mr. Rishi Todi (DIN-00590337), Director, alongwith the entire Promoter Group being related to Mr. Pawan Kumar Todi (DIN-00590156), 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.

The above special resolution being in the interest of the Company, the Nomination and Remuneration Committee and also the Board of Directors, has proposed and recommended the same for your approval.

Item No. 5

Ms. Sarika Mehra's (DIN-06935192) tenure as the Whole-time Director of the Company persists till 18th September, 2022. Accordingly, she has presented herself for re-appointment as a Whole-time Director (designated as Executive Director), for a term of 3 (three) years with effect from the expiry of her present term – i.e.: 19th September, 2022. Her office will be liable to retirement by rotation in terms of the provisions of Section 152 of the Companies Act, 2013 read with the Rules thereunder.

Ms. Sarika Mehra (DIN-06935192) is not debarred from holding the office of director by virtue of any SEBI order or any other such authority. She has also furnished his consent to act as a Director in Form DIR-2 pursuant to section 152 of the Act readwith the Rules made thereunder.

The Company has received notice in writing from a member under section 160 of the Act proposing her candidature for re-appointment.

All relevant documents will be open for inspection without any fee at the Registered Office of the Company on all working days during working hours upto the date of the AGM.

She has several years of experience in the fields of Finance, Accounts, Taxation and Secretarial matters. Thus your Board considers her re-appointment as prudent.

Besides her existing duties & responsibilities, she will continue to carry out such other duties and to exercise such powers as may be entrusted to her from time to time by the Board.



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Phone No. 033 2237 7201, Website : www.nprfinance.com, E-Mail- npr1@nprfinance.com

The remuneration details, alongwith the terms and conditions are as under:

A. SALARY

1. Basic: Rs. 35,000 (Rupees Thirty Five Thousand only) per month.
2. Conveyance: Rs. 28,000 (Rupees Twenty Eight Thousand only) per month.
3. House Rent Allowance: Rs. 34,000 (Rupees Thirty Four Thousand only) per month.
4. City Compensatory Allowance: Rs. 29,000 (Rupees Twenty Nine Thousand only) per month.
5. Medical Reimbursement: Rs. 26,800 (Rupees Twenty Six Thousand Eight Hundred only) per month.
6. Special allowance: Rs. 29,000 (Rupees Twenty Nine Thousand only) per month.

Annual increase and the quantum thereto, will be effective in a manner as will be decided by the Board of Directors, subject to the provisions of Companies Act, 2013, readwith its Schedules and Rules thereto and other applicable provisions, if any, of various laws in force.

Perquisites will be evaluated as per Income Tax Rules, wherever applicable. In the absence of any such rule, perquisite shall be evaluated at actual cost.

B. PERQUISITES & ALLOWANCES:

As detailed below:

1. Medical Insurance.

The expenses incurred for self and family including Premium payable for Mediclaim Insurance.

2. Personal Accident Insurance.

Personal Accident Insurance for self and family shall be as per the Company rules & policies thereon.

Explanation: "Family means the spouse, dependent children and dependent parents of the appointee."

3. Leave Travel Assistance/Concession.

a. Leave in a Year: Total 30 days leave, subject to the policy of the Company as may be amended from time to time.

b. Leave Travel Concession for self and family once in a year.

c. Encashment of leave as allowed by Companies Act, 2013 and other applicable laws and as per the policy of the Company.

4. Provision of Company's cars with reimbursement of Motor Car Expense incurred for office purpose.

5. Reimbursement of Mobile Expense.



NPR FINANCE LIMITED

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Phone No. 033 2237 7201, Website : www.nprfinance.com, E-Mail- npr1@nprfinance.com

6. Company's contribution to Provident Fund/Pension Fund / Superannuation Fund, Payment towards Gratuity & encashment of leave shall not be included in computation of remuneration or ceiling on perquisites.

7. Such other allowances, perquisites, benefits and amenities as may be provided by the Company, subject to the provisions of the Companies Act, 2013, readwith the Rules and Schedules thereto and/or other applicable laws in force.

Perquisites will be evaluated as per Income Tax Rules, wherever applicable. In the absence of any such rule, perquisite shall be evaluated at actual cost.

8. Her office will continue to be liable to retire by rotation as per the provisions of section 152 of the Companies Act, 2013, readwith the Rules made thereunder.

Further, requisite disclosures required in terms of: Schedule V of the Act, Regulation 36(3) of the Listing Regulations and the Secretarial Standard on General Meetings (SS-2) are annexed to the Notice.

Ms. Sarika Mehra (DIN-06935192) is interested in the above resolution as it relates to her own re-appointment. 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 above ordinary resolution being in the interest of the Company, the Nomination and Remuneration Committee and also the Board of Directors, have proposed and recommended the same for your approval.

Item No. 6

The first proviso to sub-section (1) of section 188 of the Act readwith Sub-rule (3) of Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, provides for the requirement of obtaining approval of the shareholders for various types of related party transactions beyond certain threshold limits.

Also, in terms of sub-regulation 4 of Regulation 23 of the Listing Regulations, all material related party transactions and subsequent material modifications as defined by the Audit Committee under sub-regulation (2) of Regulation 23 shall require prior approval of the shareholders through resolution.

The Audit Committee at its Meeting held on 9th February, 2022, 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 Rs. 1 Crore per Related Party Transaction that are repetitive in nature, for the financial year 2022-2023.

Further, in-line with the SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, readwith SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2022/40, dated 30th March, 2022, consent of the shareholders was obtained at the Extra-ordinary General Meeting (EGM) held on 6th May, 2022, for various Material Related Party Transactions.



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Also, SEBI vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2022/47, dated 8th April, 2022, has inter-alia clarified that: in case of omnibus approvals for material Related Party Transactions, obtained from shareholders in general meetings other than AGMs, the validity of such omnibus approvals shall not exceed one year.

Amidst the backdrop of the aforementioned provisions, approval of the shareholders is being sought to enter/continue to enter into various Related Party Transaction(s) / material related party transactions.

DISCLOSURE REQUIREMENTS:

TABLE -A

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:

	RELATED PARTY ENTITIES				
Name of the Related Party	Rani Leasings & Finance Private Limited	Star Wire (India) Private Limited	GNB Motors Private Limited	Viewlink Highrise LLP	Akshay Vinimay LLP
Name of the Director or Key Managerial Personnel who is related.	Mr. Pawan Kumar Todi & Mr. Rishi Todi. (Mr. Pawan Kumar Todi is a Director of the Related Party entity. Both Mr. Pawan Kumar Todi and Mr. Rishi Todi are relatives of the Directors of the Related Party and are also related to its Promoter group.)	Mr. Pawan Kumar Todi & Mr. Rishi Todi. (Mr. Rishi Todi is a Director of the Related Party entity. Both Mr. Rishi Todi and Mr. Pawan Kumar Todi are relatives of the Mr. Varun Todi - one of the Directors of the Related Party and are also related to its Promoter Group.)	Mr. Pawan Kumar Todi & Mr. Rishi Todi. (Mr. Pawan Kumar Todi & Mr. Rishi Todi hold Directorships in the Related Party entity. Further, they are relatives of the other Directors of the Related Party and also related to its Promoter Group.)	Mr. Pawan Kumar Todi & Mr. Rishi Todi. (Mr. Pawan Kumar Todi and Mr. Rishi Todi is a Partner and Designated Partner, respectively, in the Related Party entity. Further, they are relatives of all the other Partners of the Related Party Entity.)	Mr. Pawan Kumar Todi & Mr. Rishi Todi. (Mr. Pawan Kumar Todi & Mr. Rishi Todi are the relatives of Partners of the Related Party Entity. Also, Mr. Rishi Todi is a Designated Partner of the entity.)
Nature of relationship	Belongs to the same business Group (i.e.: the NPR Group).	Belongs to the same business Group (i.e.: the NPR Group).	Belongs to the same business Group (i.e.: the NPR Group).	Belongs to the same business Group (i.e.: the NPR Group).	Joint Venture of the NPR Group in which our Group entities



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					alongwith the members / relatives of the Promoter & Promoter Group have a combined 50% share in its profits & losses.
Nature of concern or interest (Financial or otherwise)	Financial	Financial	Financial	Financial	Financial
Type of transaction	Unsecured Loan (Lending /Borrowing)				
Nature, material terms, monetary value and particulars of the contract or arrangement:					
Loan proposed to be given	500 lakhs	500 lakhs	200 lakhs	500 lakhs	500 lakhs
Loan proposed to be taken	500 lakhs	500 lakhs	200 lakhs	-	-
Proposed Interest Rate	Not less than 8.00% p.a.	Not less than 8.00% p.a.	Not less than 8.00% p.a.	Not less than 8.00% p.a.	Not less than 8.00% p.a.
Tenure of the loan	1 year - renewable with mutual consent.	1 year - renewable with mutual consent.	1 year - renewable with mutual consent.	3 years - renewable with mutual consent.	1 year - renewable with mutual consent.
Repayment Schedule	Repayable at the end of tenure. Interest payable at the end of tenure.	Repayable at the end of tenure. Interest payable at the end of tenure.	Repayable at the end of tenure. Interest payable at the end of tenure.	Repayable at the end of tenure. Interest payable at the end of tenure.	Repayable at the end of tenure. Interest payable at the end of tenure.

TABLE - B

Disclosure in line with the requirement of Regulation 23 of the Listing Regulations (as amended from time to time) readwith the SEBI Circular Nos.: (i) SEBI/HO/CFD/CMD1/CIR/P/2021/662, dated 22/11/2021; & (ii) SEBI/HO/CFD/CMD1/CIR/P/2022/40, dated 30/03/2022 - in addition to the above disclosure, is as under:

- (a) Type, material terms and particulars of the proposed transaction, name of the related party, its relationship with the listed entity, including nature of its concern or interest (financial or otherwise), Tenure of the proposed transaction, Value of the proposed transaction :



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Please refer Table A above

(b) Other disclosures:

Particulars	Name of the Related Party				
	Rani Leasings & Finance Private Limited	Star Wire (India) Vidyut Private Limited	GNB Motors Private Limited	Viewlink Highrise LLP	Akshay Vinimay LLP
I.(i) The % of the annual turnover, for the immediately preceding financial year, that is represented by the value of the proposed lending transaction.	86.46%	86.46%	34.59%	86.46%	86.46%
I.(ii) The % of the annual turnover, for the immediately preceding financial year, that is represented by the value of the proposed borrowing transaction.	86.46%	86.46%	34.59%	NIL	NIL
II. For transaction related to Loans, inter-corporate deposits, advances or investments made or given by our Company:					
(i) Source of Funds	The Company being a Non-Banking Financial Company (NBFC), is exempt from this disclosure requirement.				
(ii) If financial indebtedness is incurred to make or give loans, inter corporate deposits, advances or investment: nature of indebtedness, cost of funds, tenure.	Not applicable since, no financial indebtedness will be incurred by the Company in providing such financial assistance.				
(iii) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.	Please refer to Table-A above.				
(iv) purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction	Funds will be utilised towards the meeting of its operational cash-flows, business objectives & requirements.				
III. Justification as to why it is in the interest of the Company.	This will enable in 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.				
IV. A copy of the valuation or	The proposed transactions are ordinary course of business				



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other external party report, if any such report has been relied upon.	transactions at arm's length. All proposed transactions have been examined by the Audit Committee.
V. Any other information that may be relevant	All relevant/ important information, have already been disclosed as part of this Explanatory statement.

In terms of sub-regulation 4 of Regulation 23 of the Listing Regulations, related parties cannot vote to approve 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. Rishi Todi (DIN-00590337) - 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 proposed transactions will enable in 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. Hence, the above Ordinary Resolution No. 6 being in the interest of the Company, the Audit Committee and also the Board of Directors, have proposed and recommended the same for your approval.

Regd. Office
"Todi Mansion",
1, Lu-Shun Sarani, 9th Floor
Kolkata-700 073
Dated: 03.08.2022

By Order of the Board
For NPR Finance Ltd.
Ritika Varma
Company Secretary
Membership No. F10291



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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).

Name of the Director	Mr. Pawan Kumar Todi (DIN-00590156)	Ms. Sarika Mehra (DIN-06935192)
Nature of Directorship	Managing Director	Whole-time Director
Date of Birth & Age	02.06.1953 69 years	21.10.1974 48 years
Date of first Appointment on the Board.	01.11.1994	28.07.2014
Terms and conditions of appointment.	Please refer to the explanatory statement.	Please refer to the explanatory statement.
Details of Remuneration sought to be paid.	Rs. 2,50,000/- per month plus other allowances and perquisites - No proposed increase in his remuneration.	Rs. 1,81,800/- per month plus other allowances and perquisites.
Remuneration last drawn	Rs. 2,50,000/- per month plus other allowances and perquisites.	Rs. 1,81,800/- per month plus other allowances and perquisites.
Brief resume / experience and nature of his/her expertise in specific functional areas.	He has vast knowledge in the area of Finance, Investment, Trading, Renewable energy business and also real estate business.	She has several years of experience in the field of Finance, Accounts, Taxation and Secretarial matters.
Qualification	B.Com (Hons.).	B.Com (Hons.), ACS & ACMA.
Number of shares held in the Company alongwith shareholding as a beneficial owner.	His shareholding as on date is: 12,21,870 Equity Shares representing 20.40% (out of the above, 2,33,160 Equity Shares representing 3.89% are held by him as a Karta of various HUFs).	Nil
Names of listed entities in which the person also holds the directorship and the membership/ chairpersonship of Committees of the board along with listed entities from which the person has resigned in the past three years.	He is not a Director of any other listed entity other than NPR Finance Ltd. He does not hold the membership/chairpersonship of the Committees of the Board of any other listed entity other than NPR Finance Ltd. Further he has not held Directorship of any other listed entity in the past three years - hence question of	She is not a Director of any other listed entity other than NPR Finance Ltd. She does not hold the membership/chairpersonship of the Committees of the Board of any other listed entity other than NPR Finance Ltd. Further she has not held Directorship of any other listed entity in the past three



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	resignation from listed entities in the past three years does not arise.	years - hence question of resignation from listed entities in the past three years does not arise.
Names of other companies/LLPs in which the person also holds the directorship/ is a Partner/ Designated Partner / Nominee-Body Corp Partner / Body Corporate DP Nominee.	<ol style="list-style-type: none"> 1. Viewlink Highrise LLP 2. PTVM Logistics LLP 3. Panchaanan Nirman LLP 4. Prabhunandan Developers LLP 5. Frontline Global Services Private Limited 6. Tamal Stationers Pvt. Ltd. 7. GNB Motors Private Limited 8. Regent Enclave Private Limited 9. Rani Leasings & Finance Private Limited 10. GNB Investment Pvt Ltd 11. E I Investments Pvt Ltd 12. Lime Light Holdings Pvt Ltd 13. Global Developers Private Limited 14. Dream Properties Private Limited 15. Sustaindia Technocrats Private Limited 16. Zee ABC Agro Industries Private Limited 	Anaaya Abeer Realty LLP
Number of Meetings of the Board attended during the year (i.e. F.Y. 2021-2022).	Attended all the 5 number of meetings of the Board held during the financial year 2021-2022.	Attended all the 5 number of meetings of the Board held during the financial year 2021-2022.
Disclosure of Relationships between directors inter-se and with the KMPs.	He is a promoter of the Company. He is the father of Mr. Rishi Todi (DIN-00590337), who is a Non-executive Non-independent Director & also belongs to the Promoter Group.	Not a relative of any Director of the Company.

Note: The proposal for 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.



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**DISCLOSURE AS REQUIRED UNDER SCHEDULE V OF THE COMPANIES ACT, 2013
(ITEM NOS. 4 AND 5)**

I. GENERAL INFORMATION

1.	Nature of Industry.	Non-Banking Financial Company (NBFC)			
2.	Date or expected date of commencement of commercial Production.	Not Applicable. -The Company is an existing company.			
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable.			
4.	Financial performance based on given indicators.	Particulars	F.Y. 19-20 (Rs. in lakhs)	F.Y. 20-21 (Rs. in lakhs)	F.Y. 21-22 (Rs. in lakhs)
		Total Revenue	2,825.14	578.27	762.52
		Profit/(Loss) After Tax	165.82	(106.24)	(5.25)
5.	Foreign investments or Collaborators, if any.	Not Applicable			

II. INFORMATION ABOUT THE APPOINTEE

	Particulars	Mr. Pawan Kumar Todi	Ms. Sarika Mehra
1.	Background Details.	Qualification: B.Com (Hons.).	Qualification: B.Com (Hons.), ACS & ACMA.
2.	Past Remuneration.	Gross Remuneration: Rs. 2,50,000/- plus other allowances and perquisites.	Gross Remuneration: Rs. 1,81,800/- plus other allowances and perquisites.
3.	Recognition or awards.	-	-
4.	Job profile and his suitability	Mr. Pawan Kumar Todi (DIN-00590156) continues to play the pivotal role in shaping the Company's future with his administrative skills, leadership qualities and work experience.	Ms. Sarika Mehra (DIN-06935192) has several years of experience in the fields of Finance, Accounts, Taxation and Secretarial matters.
5.	Remuneration proposed	As per the details given in Item No. 5 of the explanatory statement.	As per the details given in Item No. 6 of the explanatory statement.
6.	Comparative remuneration profile with	The remuneration payable to the Managing Director and Whole-time Director has been benchmarked with the	



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	respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his/her origin).	remuneration being drawn by similar positions in industry. Further, the Nomination and Remuneration Committee of the Company, while determining the remuneration of the Managing Director and the Whole-time Director, has taken into account various factors, including their work experience, positive outcome of performance evaluation and the Nomination and Remuneration Policy of the Company.
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with managerial personnel, if any.	<p>Mr. Pawan Kumar Todi (DIN-00590156), Managing director of the Company is also a promoter of the Company and is related to the entire Promoter Group. He is the father of Mr. Rishi Todi (DIN-00590337) who is one of the Directors' (Non-executive & Non-Independent category) & also belongs to the Promoter Group of the Company. Mr. Pawan Kumar Todi (DIN-00590156) draws remuneration in the capacity of Managing Director. His shareholding as on date is: 12,21,870 Equity Shares representing 20.40% (out of the above, 2,33,160 Equity Shares representing 3.89% are held by him as a Karta of various HUFs).</p> <p>Ms. Sarika Mehra (DIN-06935192) draws remuneration in the capacity of Executive Director (i.e. a whole time Director.)</p> <p>Besides the above, she does not have any other pecuniary relationship, directly or indirectly with the Company or its managerial personnel. She is not a shareholder of the Company.</p>

III. OTHER INFORMATION

1.	Reasons of loss or inadequate profits	The profits are inadequate due to low volume of business as, the Company is in the nascent stage of its micro finance business expansion and is thus, following a cautious approach. The Company expects a gradual expansion in its overall business operations in the years to come.
2.	Steps taken or proposed to be taken for improvement	The Company is exploring suitable avenues in the NBFC sector and is hopeful that, with a gradual rise in the growth prospects of the Indian Economy in the near future, the outlook of this sector will gradually improve and would give a level playing field to the Company in realizing the business objectives.



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3.	Expected increase in productivity and profits in measurable terms	<p>The Company is in the process of concluding the sale of both its Wind Turbines during this financial year 2022-2023 as their expected life will expire soon. Post the sale of its Wind Turbines, the Company is desirous to pool its resources in expanding its NBFC activities on a larger scale which is expected to boost up the Finance Division of the Company. Further, the Company will continue to remain open to lucrative opportunities in the Power Sector.</p> <p>Further, for improving the income from NBFCs activities and the real estate sector, the Company is exploring suitable business opportunities for growth.</p> <p>Moreover, a Company is desirous to expand its business segment portfolio subject to suitable business opportunities.</p> <p>However, it be noted that Company's expectations or predictions may be 'forward looking statements' within the meaning of applicable securities laws and regulations. The actual results may differ materially from those expressed or implied, depending on various factors including:- the demand supply conditions, change in government regulations, tax regimes, economic development within the country and abroad and such other incidental factors over which, the Company does not have any direct control.</p>
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Dated: 03.08.2022

By Order of the Board
For NPR Finance Ltd.
Ritika Varma
Company Secretary
Membership No. F10291