



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 an Extra-ordinary General Meeting (EGM) (Sl. No. EGM/01/2022-23) of the Members of the Company will be held on Friday, the 6th day of May, 2022, at 11.30 a.m., IST, through Video Conferencing (“VC”) / Other Audio Video Means (“OAVM”) to transact the following **special business**:

Special Business:

- 1. Appointment of Mr. Rishi Todi (DIN-00590337) as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.**

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 Articles of Association of the Company, the provisions of Section 152 and other applicable provisions, if any, of the Companies Act 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17(1C) 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 and pursuant to the recommendation and approval of the Nomination and Remuneration Committee and the Board of Directors, Mr. Rishi Todi, having DIN-00590337, who was appointed as an Additional Director of the Company with effect from 9th February, 2022 and in respect of whom, the Company has received a notice in writing from a member under section 160 of the Act proposing his candidature for the office of a Director, be and is hereby appointed as a Director (Non-Executive Non-Independent category) and his office shall be liable to retire by rotation.

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 severally authorised to do all acts, deeds, matters and things as may be deemed necessary to give effect to this resolution.”

- 2. Approval of Material 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 Material Related Party Transaction(s) on such terms as set in the explanatory statement hereto.



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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: 06.04.2022

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

NOTES:

1. The Ministry of Corporate Affairs (“MCA”) has vide its circular dated 8th December, 2021, read with circulars dated 23rd June, 2021, 31st December, 2020, 28th September, 2020, 15th June, 2020, 13th April, 2020 and 8th April, 2020 (collectively referred to as “MCA Circulars”), permitted the holding of EGM through VC / OAVM facility upto 30th June, 2022, without the physical presence of the Members at a common venue. 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 EGM of the Company is being held through VC / OAVM. The deemed venue for the EGM shall be the Registered Office of the Company.
2. Since the EGM 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. 1 and 2 is annexed hereto.
4. The details of person seeking approval for 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 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 EGM. The said documents will also be available for inspection during the EGM 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. Queries, if any, pertaining to any matter to be placed at the EGM should be sent at least 7 days before the EGM to the Company Secretary at investors@nprfinance.com.



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7. The business set out in the notice will be transacted through remote e-voting and e-voting system during the EGM. Instructions and other information relating to remote e-voting and also e-voting at the EGM are given in the notice under note number 18.
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, 7th Floor, Room No. 7A & 7B, Kolkata 700 017.
10. 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.
11. **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>**
12. 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.
13. 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.
14. Members are requested to quote their Folio number/DP I.D. and Client I.D. in all correspondence.
15. **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**



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may contact the Nodal Officer: Ms. Rimpa Roy (Membership No. A27781), 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>

16. 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. Rimpa Roy (Membership No. A27781), Company Secretary, at the Registered Office of the Company (Phone Numbers: (033) 2237 7201/02) for the redressal of their queries/redressal of complaints.
17. 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 EGM 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 will also be available on the Company's website www.nprfinance.com and also website of the Stock Exchange i.e. BSE Limited at www.bseindia.com.
18. **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 EGM. 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 EGM will be provided by CDSL.
 - II. The Members can join the EGM 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 EGM 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 EGM without restriction on account of first come first served basis.
 - III. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.



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- IV.** Since this EGM 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 EGM 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 EGM through VC/OAVM and cast their votes through e-voting.
- V.** The EGM 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.: (i)14/2020, dated April 8, 2020, (ii)17/2020, dated April 13, 2020, (iii)22/2020, dated June 15, 2020, (iv) 33/2020, September 28, 2020, (v) 39/2020, December 31, 2020, (vi) 10/2021, dated June 23, 2021, (vii) 20/2021, dated December 8, 2021.

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

- (i) The e-voting period begins on 3rd May, 2022 at 9.00 a.m. (IST) and ends on 5th May, 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 29th April, 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 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 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 holding securities in demat mode with NSDL	<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 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.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



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	<p>IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReq.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

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.**



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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 (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">• 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).

- (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.



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- (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.
 - 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 EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for Remote e-voting.



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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 EGM.
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 EGM 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.
9. Only those shareholders, who are present in the EGM 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 EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM 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 .



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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

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 EGM & 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.

19. 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 5th May, 2022 upto 10:00 a.m. without which the vote shall not be treated as valid.
20. 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 29th April, 2022. A person who is not a member as on cut-off date should treat this notice for information purpose only.
21. The shareholders shall have one vote per equity share held by them as on the cut-off date of 29th April, 2022. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
22. 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.
23. 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. 29th April, 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.
24. 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 EGM, 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.



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25. 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 SECTION 102 OF THE COMPANIES ACT, 2013.

Item No. 1

Mr. Rishi Todi (DIN-00590337) was appointed as an Additional Director of the Company at the meeting of the Board of Directors held on 9th February, 2022. In terms of Regulation 17(1C) of the Listing Regulations, the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Accordingly, approval of the shareholders by way of an Ordinary Resolution is being sought for his appointment.

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

Mr. Rishi Todi (DIN-00590337) 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.

Mr. Rishi Todi (DIN-00590337) leads the Real Estate Division of the NPR Group and has several years of experience in the administration and execution of the Real Estate Projects and also in related liasioning and public relation activities.

Your Board is of the opinion that, his ambitious goals and zeal to take the Company way ahead, coupled with his innovativeness, creativity and also his several years of enriched experience, will infuse a positive Diversity in the Board, which is appropriate to the business requirements of the Company and is thus, expected to be very beneficial for the Company.

Requisite 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. Rishi Todi (DIN-00590337) is interested in the above resolution as it relates to his own appointment. Mr. Pawan Kumar Todi (DIN-00590156), Managing Director, alongwith the entire Promoter Group being related to Mr. Rishi Todi (DIN-00590337), 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 ordinary resolution in Item No. 1 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.



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Item No. 2

SEBI has notified SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, vide its notification dated 9th November, 2021 – whereby, inter-alia, effective from 1st April, 2022, various amendments have been made in the provisions pertaining to the Related Party Transactions under the Listing Regulations. This includes, amongst others: the requirement of obtaining prior approval of the shareholders for all material related party transactions and also for the subsequent material modifications. Further, the threshold for defining a related party transaction as material has been revised: to lower of Rs. 1,000 Crore or 10 per cent (%) of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity.

Further, vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2022/40, dated 30th March, 2022, SEBI has also clarified that, related party transactions which have been approved by the audit committee and shareholders prior to 1st April, 2022, shall not fall in the ambit of requirement for seeking fresh approval from the shareholders. Accordingly, a related party transaction has been approved by the audit committee prior to 1st April, 2022, which continues beyond such date and becomes material as per the revised materiality threshold shall be placed before the shareholders in the first General Meeting held after 1st April, 2022. Also, related party transactions for which the audit committee has granted omnibus approval, shall continue to be placed before the shareholders if it is material in terms of Regulation 23(1) of the Listing Regulations.

Amidst the backdrop of the aforementioned provisions, approval of the shareholders is being sought to enter/continue to enter into Material Related Party Transaction(s) with various Related Parties.

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:

Particulars	RELATED PARTY ENTITIES				
	Rani Leasings & Finance Private Limited	Star Wire (India) Vidyut 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.	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	Mr. Pawan Kumar Todi & Mr. Rishi Todi. (Mr. Pawan Kumar Todi & Mr. Rishi Todi hold Directorships in the Related Party entity. Further, they	Mr. Pawan Kumar Todi & Mr. Rishi Todi (Mr. Pawan Kumar Todi and Mr. Rishi Todi is a Partner and Designated Partner, respectively,	Mr. Pawan Kumar Todi & Mr. Rishi Todi. (Mr. Pawan Kumar Todi & Mr. Rishi Todi are the relatives of Partners of the Related Party Entity.



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	Rishi Todi are relatives of the Directors of the Related Party and are also related to its Promoter group.	relatives of the Mr. Varun Todi – one of the Directors of the Related Party and are also related to its Promoter Group.)	are relatives of the other Directors of the Related Party and also related to its Promoter Group.)	in the Related Party entity. Further, they are relatives of all the other 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 alongwith the members / relatives of the Promoter & Promoter Group have a combined 50% share in its profits & losses.
Type of transaction	Unsecured Loan (Lending /Borrowing)				
Nature, material terms, monetary value and particulars of the contract or arrangement:					
Loan given during the F.Y. 2021-2022	5.00 Lakhs	75 Lakhs	50 lakhs	204.70 lakhs	-
Loan taken during the F.Y. 2021-2022	33.50 Lakhs	-	-	-	-
Interest Rate levied during F.Y. 2021-2022	8.00% p.a.	8.00% p.a.	8.00% p.a.	8.00% p.a.	8.50% p.a.
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	8.00% p.a.	8.00% p.a.	8.00% p.a.	8.00% p.a.	8.50% p.a.
Tenure of the loan	1 year – renewable	1 year – renewable	1 year – renewable	3 years – renewable	1 year – renewable



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	with mutual consent.	with mutual consent.	with mutual consent.	with mutual consent.	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 :

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 Vinima y 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					



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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 other external party report, if any such report has been relied upon.	The proposed transactions are ordinary course of business 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.



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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. 2 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: 06.04.2022

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).

Name of the Director	Mr. Rishi Todi (DIN-00590337)
Nature of Directorship	Non-Executive Non Independent Director
Date of Birth & Age	01.04.1980 42 years
Date of first Appointment on the Board.	He was first appointed on the Board with effect from 07/09/2005. Subsequently, he resigned with effect from 03/05/2007. He has now been again appointment with effect from 09/02/2022.
Terms and conditions of appointment.	His office will be liable to retirement by rotation. The document containing the terms & conditions for appointment will be available for the inspection of the members during working hours upto the date of the EGM and also electronically on all working days during working hours upto the date of the EGM. The said documents will also be available for inspection during the EGM 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. Further, members seeking to inspect the documents in electronic mode can e-mail their request at: investors@nprfinance.com .
Details of Remuneration sought to be paid.	He is a Non-Executive Non Independent Director drawing sitting fees.
Remuneration last drawn	He is a Non-Executive Non Independent Director drawing sitting fees.
Brief resume / experience and nature of his/her expertise in specific functional areas.	Mr. Rishi Todi (DIN-00590337) leads the Real Estate Division of the NPR Group and has several years of experience in the administration and execution of the Real Estate Projects and also in related liasioning and public relation activities.
Qualification	B.Sc. (Information System/ Management Study) from the University of Leeds.
Number of shares held in the Company alongwith shareholding as a beneficial owner.	6,55,552 Equity Shares representing 10.95%
Names of other companies/LLPs in which the person also holds the directorship/	List of LLPs: 1. Badu Road Developers LLP



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<p>is a Partner/ Designated Partner / Nominee-Body Corp Partner / Body Corporate DP Nominee.</p>	<ol style="list-style-type: none"> 2. Mountview Tracom LLP 3. Oval Promoters LLP 4. Viewlink Highrise LLP 5. Akshay Vinimay LLP 6. Anaaya Abeer Realty LLP 7. Aakash Libra Lights LLP 8. Serene Enclave LLP 9. PS Nilabhujia Properties LLP 10. Srijji NPR Realty LLP 11. Pumpkin Properties LLP 12. Panchaanan Nirman LLP 13. Prabhunandan Developers LLP 14. Belani NPR Projects LLP <p><u>List of Companies:</u></p> <ol style="list-style-type: none"> 1. Indeen Bio Power Limited 2. GNB Motors Private Limited 3. NPR Motors Private Limited 4. Rishi Motors Pvt Ltd 5. Joolz Creations Private Limited 6. Vista Plaza Private Limited 7. Sheersh Enclave Private Limited 8. Star Wire (India) Vidyut Private Limited 9. GNB Investment Pvt Ltd 10. E I Investments Pvt Ltd 11. UVM Finance Pvt Ltd 12. Adya Enclave Pvt Ltd 13. New Age Enclave Private Limited 14. Dream Properties Private Limited 15. Capricon Towers Private Limited 16. NPR Developers Private Limited 17. Tanagers Developer Private Limited
<p>Names of the listed entities from which the person has resigned in the past three years.</p>	<p>Nil</p>
<p>Number of Meetings of the Board attended during the year (i.e. F.Y. 2021-2022).</p>	<p>He has attended One meeting of the Board during the financial year 2021-2022 – it is also clarified that, he was eligible to attend only 1 meeting of the Board as he was appointed on 09/02/2022.</p>
<p>Memberships/Chairmanships of Committees on the Board of other Companies.</p>	<p>Member of the Corporate Social Responsibility Committee of Star Wire (India) Vidyut Pvt Ltd.</p>
<p>Disclosure of Relationships between directors inter-se and with the KMPs.</p>	<p>Belongs to the promoter group and is the son of Mr. Pawan Kumar Todi (DIN-00590156), Managing Director.</p>



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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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Dated: 06.04.2022

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