



NPR FINANCE LIMITED

Todi Mansion, 1, Lu- Shun Sarani, 9th Floor, Kolkata-700 073
CIN-L65921WB1989PLC047091 , E-MAIL- npr1@nprfinance.com
PHONE NO. – 033 2237 7201, FAX NO. – 033 2237 6111

NOTICE OF POSTAL BALLOT

(Pursuant to Sec 110 of the Companies Act 2013 read with Companies (Management and Administration) Rules, 2014.)

Dear Members,

Notice is hereby given pursuant to Section 110 and the applicable provisions of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof) to the members of NPR Finance Ltd. (hereinafter referred to as “the Company”) to seek their approval by way of Postal Ballot for the proposals contained in the draft resolutions given below:

Explanatory Statement pursuant to applicable provisions of the Act pertaining to the said resolutions setting out the material facts and reasons thereof is appended hereto for your consideration.

The Company has appointed Mr. Niaz Ahmed, Practising Company Secretary, Kolkata as a Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

You are requested to go through the proposed Resolutions along with the Explanatory Statement and then mark your ASSENT or DISSENT by filling the details and affixing your Signature at the marked place in the Postal Ballot Form and return it in the enclosed postage Business Reply Envelope so as to reach the Scrutinizer on or before the 10th day of September, 2014.

Your ASSENT or DISSENT received after the 10th day of September, 2014 would be strictly treated as if no reply has been received. Upon completion of the scrutiny of the Postal Ballots, the Scrutinizer shall submit his report to the Chairman/Managing Director.

The results of the Postal Ballot shall be announced on the 11th day of September, 2014 at the Registered Office of the Company and shall also be displayed on the company's website www.nprfinance.com besides communicating to the Stock Exchange on which the shares of the Company are listed.

In compliance with clause 35B of the listing agreement and the provisions of Section 110 of the Companies Act, 2013, read with Companies (Management and Administration) Rules 2014, the Company has also extended e-voting facility as an alternate to its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-Voting is optional. In case you desire to exercise your vote by using e-voting facility then you are required to carefully follow the instructions as given for e-voting printed on the Postal Ballot Form.

Special Resolution:

1. Item No. 1

“RESOLVED THAT in supersession of the Ordinary Resolution adopted at the 17th Annual General Meeting held on 26th September, 2006 on the matter and pursuant to the provisions of Section 293(1)(d) of the Companies Act, 1956 (“Old Act”) and other applicable provisions, if any, of the old Act (including any statutory modification or re-enactment thereof) and the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred at 'Board' which term shall include a Committee thereof authorized for the purpose) pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), to borrow moneys in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/to be obtained from the Company's Bankers in the ordinary course of business, shall not exceed ₹100 Crores (Rupees One Hundred Crores Only).

FURTHER RESOLVED THAT the Board be and is hereby authorized to determine the terms and conditions in relation to such borrowing, at their absolute discretion and to do all such acts, deeds and things as the Board may think fit with powers to vary and / or alter the terms and conditions of security created / to be created and to execute all such documents, instruments and writings as may be required.”

2. Item No. 2

“RESOLVED THAT in supersession to the Ordinary Resolution passed in 17th Annual General Meeting held on 26th September, 2006 on the matter and pursuant to the provisions of Section 293(1)(a) of the Companies Act, 1956 (“Old Act”) and other applicable provisions, if any, of the old Act (including any statutory modification

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or re-enactment thereof) and the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred as 'Board' which term shall include a Committee thereof authorized for the purpose) of the Company under the provisions of Section 180 (1) (a) of the Companies Act, 2013 read with Companies (Meetings of Board & its Powers) Rules, 2014 to sell, lease, mortgage or otherwise dispose off or to create charge, mortgage and/or hypothecate the whole or substantially the whole of the undertaking(s) of the Company, where undertaking (both present and future) shall have the meaning as stated in explanation to Clause (a) of Sub-Section (1) of Section 180 of the Companies Act, 2013, at such time and on such terms and conditions as the Board may deem fit, in the best interest of the affairs of the Company.

FURTHER RESOLVED THAT the Board be and is hereby authorised to mortgage and/or create charge on all or any of the immovable and movable properties and assets, both present and future, on such terms and conditions and at such time or times and in such form or manner as it may deem fit, to or in favour of Financial Institutions/Non-Banking Financial Companies/Banks etc. hereinafter referred to as the "lenders" to secure any Term Loans/Cash Credit Facilities and/or any financial assistance or obligations obtained / undertaken or that may be obtained / undertaken by the Company from the said lenders on such terms and conditions and at such times and in such form and manner as the Board of Directors may deem fit, provided that the total outstanding amount at any time so secured (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), shall not exceed ₹100 Crores (Rupees One Hundred Crores Only).

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

Regd. Office:
"Todi Mansion",
1, Lu-Shun Sarani, 9th Floor
Kolkata-700 073
Dated: 28th July, 2014

BY ORDER OF THE BOARD

Sd/-
SARIKA MEHRA
Director & Company Secretary

NOTES AND INSTRUCTIONS:

1. The Explanatory Statement as required under section 102 of the Companies Act, 2013, in respect of business under Item Nos. 1 & 2 is annexed hereto.
2. The Postal Ballot Notice is being sent to all the shareholders whose names appear on the Register of Members/list of Beneficial Owners, as received from National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited (CDSL) on the 25th day of July, 2014.
3. All documents referred to in the accompanying Notice and the explanatory statement are open for inspection upto the date of declaration of the result of Postal Ballot at the registered office of the Company at "Todi Mansion", 9th Floor, 1, Lu-Shun Sarani, Kolkata 700073 on normal business hours on any working day, excluding Saturday.
4. The notice for the postal ballot will be available on the website of The Central Depository Services (India) Limited (CDSL) and on the Company's website, viz: www.nprfinance.com.
5. Under the green initiative of the Ministry of Corporate Affairs, Postal Ballot notice is being sent to the shareholders who have registered their e-mail Ids with the Company/RTA, through e-mail and to all other shareholders by post along with the Postal Ballot Form.
6. A member need not use all his votes nor cast all his votes in the same way.
7. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholders on the cut-off date i.e. 25th July, 2014.
8. The scrutinizer's decision on the validity of a postal ballot/e-voting shall be final.
9. The result of the Postal Ballot shall be declared by the Chairman or his authorised representative or any Director authorised by the Board on the 11th day of September, 2014 at 6.00 p.m. at the Registered Office of the Company. The date of declaration of the results of Postal Ballot shall be the date of passing of the resolution.
10. Members who wish to be present at the venue at the time of declaration of the result are welcome to do so.
11. The result of the Postal Ballot /e-voting will be placed on the website of the Company at www.nprfinance.com and will be communicated to BSE Ltd. where the shares of the Company are listed.
12. Any grievances relating to the voting through Postal Ballot including voting by electronic means should be addressed to Ms. Sarika Mehra, Director & Company Secretary, NPR Finance Ltd., Todi Mansion, 9th Floor, 1, Lu-Shun Sarani, Kolkata - 700 073, Telephone No. 033 22377201/02, E-mail: smehra@nprfinance.com.

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13. The instructions for voting electronically are as follows:

- (i) The voting period begins on 12th August, 2014 at 10.00 A.M. and ends on 10th September, 2014 at 6.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 25th July, 2014 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
- (iii) Click on "Shareholders" tab.
- (iv) Now, select the "NPR FINANCE LTD" from the drop down menu and click on "SUBMIT".
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> ● Members who have not updated their PAN with the Company / Depository Participant are requested to enter in capital letters the PAN field of 10 characters as First 2 Characters of the First Holder Name followed by 8 characters consisting of Folio Number prefix by "0" (or 8 characters from right of BO-ID). No special characters or space will be taken from the name and folio number and name shall be excluded of titles like Mr / Mrs / Smt / Miss / Ms / M/s etc. <p>Example: (1) Mr. V. N. Swami and Folio Number is S/0245, the PAN will be VN000S0245 (2) M/s. 4-square Company Ltd. and Folio Number is C-0052 the PAN will be 4S000C0052</p>
DOB	<p>Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio.</p> <ul style="list-style-type: none"> ● Please Enter the DOB or Bank Account Number in order to Login. ● If both the details are not recorded with the depository or company then please enter in the Dividend Bank Details field the Number of Shares Held by you as on Cut-Off Date (Record Date) of 25th July, 2014.

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the relevant EVSN on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

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- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xviii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Institutional Shareholders
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - 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 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. Additionally, the same is also to be e-mailed to the scrutinizer’s e-mail ID: csniazahmed@gmail.com
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com

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

Item Nos. 1 & 2

The Members of the Company at the Annual General Meeting of the Company held on 26th September, 2006, approved by way of an Ordinary resolution under Section 293(1)(d) of the Companies Act, 1956 to borrow any sums in excess of the limits specified under the Section upto an amount not exceeding ₹ 100 crore (Rupees One Hundred Crores Only).

Further consent was also accorded at the Annual General Meeting of the Company held on 26th September, 2006 by way of an Ordinary Resolution for creation of mortgage / charges/ hypothecation or otherwise in terms of Section 293(1)(a) of the Companies Act, 1956, its movable and/ or immovable properties, the whole or substantially the whole of the undertaking(s) or any other assets of the Company (both present and future) in favour of the financial institutions/ Non-Banking Financial Companies/Banks/other lender(s) for a sum not exceeding ₹ 100 crore (Rupees One Hundred Crores Only).

However, as per the provisions of Section 180(1)(c) and Section 180(1)(a) of the Companies Act, 2013, the Board of Directors shall not borrow any sums of money in excess of the limits specified and/ or create security on assets of the Company, except with the consent of the members accorded by way of a Special Resolution.

It is therefore necessary for the Company to obtain Members’ approval by way of special resolution(s) under Section 180(1) (c) and Section 180(1) (a) of the Companies Act, 2013 as set out in item No. 1 & 2 of the Notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolution except to the extent of their shareholding in the Company, if any.

Regd. Office:
“Todi Mansion”,
1, Lu-Shun Sarani, 9th Floor
Kolkata-700 073
Dated: 28th July, 2014

BY ORDER OF THE BOARD

Sd/-
SARIKA MEHRA
Director & Company Secretary



NPR FINANCE LIMITED

Todi Mansion, 1, Lu- Shun Sarani, 9th Floor, Kolkata - 700 073
E-MAIL : npr1@nprfinance.com
PHONE NO.: 033 2237 7201, FAX NO.: 033 2237 6111
CIN : L65921WB1989PLC047091

POSTAL BALLOT FORM

Ballot No.:

1. Name and address of the :
sole / first Shareholder
2. Name of the joint :
shareholder(s)
3. Registered Folio No. :
/DP ID No. & Client ID No.*
(*Applicable to investors
holding shares in
dematerialized form)
4. Number of Shares held :
5. I/We hereby exercise my/our vote in respect of the special resolution to be passed through postal ballot for the business stated in the notice of the Company by sending my/our assent or dissent to the said resolution by placing the tick (✓) mark at the appropriate box below :

Item No.	Description	No. of Shares	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1	Special Resolution under Section 180(1) (c) of the Companies Act, 2013 for borrowing money in excess of prescribed limits.			
2	Special Resolution under Section 180(1) (a) of the Companies Act, 2013 for sale, lease, mortgage or dispose off of the property or undertakings of the Company.			

Place :

Date :

(Signature of the Sole/First Shareholder)

ELECTRONIC VOTING PARTICULARS

EVSN	User Id & Password
140723018	Please refer to Note No. 13 in the Postal Ballot Notice

Note : Please read the instructions carefully overleaf before exercising your vote

Instructions

1. Voting rights in the postal ballot/e-voting cannot be exercised by a proxy.
2. There will be one Postal Ballot Form / e-voting for every folio/client ID irrespective of the number of joint holders.
3. The shareholder can opt for only one mode of voting i.e. through postal ballot or e-voting. If the shareholder decides to vote through postal ballot, they are advised not to vote through e-voting and vice-versa. In case of voting by both the modes, voting through a valid e-voting will be considered and counted and the vote cast through physical Postal Ballot Form of such shareholder will be treated as invalid.

Voting through Physical Postal Ballot Form

1. A member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the company in the attached self-addressed envelope. Postage will be borne and paid by the company. However, envelopes containing postal ballots, if sent by courier at the expenses of the registered shareholder will also be accepted.
2. The self-addressed envelope bears the address of the scrutinizer appointed by the Board of Directors of the company.
3. This form should be completed and signed by the shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the company) by the first named shareholder and in his absence, by the next named shareholder.
4. Consent must be accorded by recording assent in the Column "FOR" and dissent in the Column "AGAINST" by placing a tick mark (√) in the appropriate column. The assent or dissent received in any other form shall not be considered valid.
5. Incomplete, Unsigned or incorrectly filled Postal Ballot Form will be rejected.
6. Shareholders are requested to fill the Postal Ballot Form in indelible ink and not in any erasable writing mode.
7. Duly completed Postal Ballot Form should reach the company not later than the close of business working hours on Wednesday, the 10th day of September, 2014. Postal Ballot Form received after this date will be strictly treated as if the reply from the member has not been received.
8. The members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy thereof is permitted.
9. Envelopes containing Postal Ballot form if deposited in person or sent by courier at the expense of the registered member will also be accepted.
10. In case of shares held by companies, trusts, societies etc, the duly completed Postal Ballot Forms should be accompanied by a certified copy of board resolution/authorization together with the specimen signature (s) of the duly authorised signatories. Where the form has been signed by a representative of the President of India or of the Governor of a State, a certified copy of the nomination should accompany the postal ballot form. Additionally the same is also to be e-mailed to the scrutinizer's e-mail ID- csniazahmed@gmail.com
11. A shareholder may request for a duplicate postal ballot form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the scrutinizer not later than 10th day of September, 2014.
12. Members are requested not to send any other matter along with the Postal Ballot Form in the enclosed postage pre-paid self addressed envelope.
13. Voting Right shall be reckoned on the basis of shareholder's whose names appear on the Register of shareholder's / list of Beneficial owners as received from NSDL / CDSL of Friday, 25th July, 2014 and to whom the Postal Ballot Notice and Form are being sent / communicated by e-mail.