



NPR Finance Limited

Proceedings of the 29th Annual General Meeting (AGM) of M/s NPR Finance Limited.

The 29th AGM of the Company was held on Monday, the 24th day of September, 2018, at 11:00 a.m. at Jhahharia Committee Room, Merchant Chamber of Commerce, 15-B, Hemanta Basu Sarani, 2nd Floor, Kolkata- 700 001.

Mr. Nandlal Todi (DIN- 00581581), the Chairperson of the Board Meeting, took the Chair as the Chairperson of the Meeting and introduced the Board of Directors, alongwith Ms. Sarika Mehra (DIN-06935192), Executive Director & Company Secretary and Mr. Ashok Kumar Shah (CFO), on the dais.

The Chairperson further welcomed: (i) Mr. D.N. Agrawal, Partner of M/s Deoki Bijay & Co. (FRN 313105E), the Statutory Auditor of the Company for the financial year ended 31st March, 2018, and (ii) Mr. Niaz Ahmed, Company Secretary in whole-time Practice, the Scrutinizer for scrutinizing the voting process of the 29th Annual General Meeting.

All the Directors and Committee members of various Committees of the Board of Directors ("the Board") were present at the meeting save and except for, Mr. Rajendra Kumar Duggar (DIN-00403512), Non Executive, Independent Director, who could not attend the meeting due to some personal accord.

As the requisite quorum was present, the Chairperson declared the meeting to be open and welcomed the members at the 29th Annual General Meeting (AGM) of the Company.

The Notice convening the Meeting, together with the Audited Financial Statements, the Report of Directors thereon alongwith its annexures and the Secretarial Audit Report, were with the consent of the Members taken as read.

The Chairperson addressed the meeting and briefed the members about the working of the Company, vis-a-vis the prevailing business environment and future plans of the Company.

The Chairperson explained the objectives and implications of all the Resolutions placed at the AGM. Fair opportunity was given to members to seek clarifications and/or offer comments related to any item of business. The following businesses were considered at the 29th AGM:

1. Adoption of Audited Financial Statements for the year ended 31st March, 2018 and the Reports of the Auditors and Directors thereon (Ordinary Resolution).
2. Re-appointment of Mr. Nandlal Todi (DIN-00581581), who retires by rotation and being eligible, offers himself for re-appointment (Ordinary Resolution).
3. Re-appointment of Ms. Sarika Mehra (DIN-06935192), who retires by rotation and being eligible, offers herself for re-appointment (Ordinary Resolution).
4. Continuation of directorship of Mr. Nandlal Todi (DIN-00581581) as Non-Executive Non-independent Director (Special Resolution).
5. Continuation of directorship of Mr. Nitin Guha (DIN-01107480) as Non-Executive Independent Director (Special Resolution).



REGISTERED OFFICE :
TODI MANSION, 9TH FLOOR, 1, LU SHUN SARANI, KOLKATA - 700 073
PHONE : +91 33 2237-7201/7202, FAX : +91 33 2237-6111
E-mail : npr1@nprfinance.com, Website : www.nprfinance.com
CIN - L65921WB1989PLC047091



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6. Approval/Ratification of Related Party Transactions (Ordinary Resolution).

In terms of Regulation 5.3 of the Secretarial Standard on General Meeting (SS-2), Mr. Nandlal Todi (DIN-00581581) did not Chair the meeting during discussion on the resolution numbers 2, 4 and 6, since the same related to his: (i) own re-appointment (Resolution No. 2); (ii) continuation of directorship (Resolution No. 4); and (iii) approval/ratification of Related Party Transactions (Ordinary Resolution) respectively. Mr. Nitin Guha (DIN-01107480) – (Non-Executive Independent Director, non-interested in the said resolutions) was the Chairperson in respect of these three business items.

The Chairperson informed the members that, pursuant to the provisions of section 108 of the Act, read with the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company provided remote e-voting facility to its members through Central Depository Services Limited (CDSL). The Polling process through electronic mode commenced on 21st September, 2018, 9.00 a.m. onwards, and concluded on 23rd September, 2018, at 5.00 p.m. The remote e-voting module was disabled by CDSL for voting thereafter.

The Chairperson, at the end of discussion on the resolutions on which voting was to be held at the AGM, allowed voting through ballot paper for all those members who were present at the AGM and did not exercise the remote e-voting option.

After the conclusion of voting at the AGM, the locked ballot box was handed over to the Scrutinizer who opened the Polling box in the presence of two witnesses.

The Chairperson informed the Members that the voting results shall be declared within 48 hours of the conclusion of the AGM and the same shall be disseminated to the BSE Ltd. and also updated on the website of the Company and CDSL.

The quorum was present throughout the meeting.

The AGM concluded with a vote of thanks to the Chair. Further, the Chairperson paid tribute to the guidance and support of the erstwhile Chairperson, Shri Arun Charan Mukherji (DIN-00063975), who resigned from the Directorship of the Company with effect from 2nd April, 2018 on account of advancing age and health status. The Chairperson further stated that, Mr. Mukherji has served as an Ideal Independent Director of the Company with his independent perspective, strong viewpoints and a supportive style in the Board Room and the General Meetings. The Company feels extremely privileged to be associated with such an eminent personality since the past several years. The members applauded Shri Nandlal Todi's (DIN-00581581) concluding speech.

For NPR Finance Ltd


Sarika Mehra
Compliance Officer



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