



NPR Finance Limited

17th September, 2019

To,

The Department of Corporate Affairs,
Bombay Stock Exchange Limited.
Phiroze Jeejeebhoy Towers,
25th Floor, Dalal Street,
Mumbai - 400 001
Dear Sirs,

Sub: Proceedings of the 30th Annual General Meeting of the Company held on Tuesday, the 17th day of September, 2019, at 11:00 a.m. at Jhajharia Committee Room, Merchant Chamber of Commerce, 15-B, Hemanta Basu Sarani, 2nd Floor, Kolkata- 700 001 in terms of Para A of Part A of Schedule III of Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In terms of Para A of Part A of Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, enclosed please find herewith the proceedings of the 30th Annual General Meeting of the Company held on Tuesday, the 17th day of September, 2019, at 11:00 a.m. at Jhajharia Committee Room, Merchant Chamber of Commerce, 15-B, Hemanta Basu Sarani, 2nd floor, Kolkata- 700 001.

For NPR Finance Ltd

Rimpa Roy
Company Secretary



Encl. as above

REGISTERED OFFICE :

TODI MANSION, 9TH FLOOR, 1, LU SHUN SARANI, KOLKATA - 700 073

PHONE : +91 33 2237-7201/7202, FAX : +91 33 2237-6111

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CIN - L65921WB1989PLC047091



NPR Finance Limited

Proceedings of the 30th Annual General Meeting (AGM) of M/s NPR Finance Limited.

The 30th Annual General Meeting (AGM) of the Company was held on Tuesday, the 17th day of September, 2019, at 11:00 a.m. at Jhajharia 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 30th AGM and introduced the Board of Directors, alongwith Ms. Rimpa Roy, Company Secretary and Mr. Ashok Kumar Shah (CFO), on the dais.

The Chairperson further welcomed: (i) M/s Deoki Bijay & Co. (FRN 313105E), the Statutory Auditor of the Company for the financial year ended 31st March, 2019, (ii) Ms. Anshika Shroff, Company Secretary in whole-time practice, the Internal Auditor; and (iii) Mr. Niaz Ahmed, Company Secretary in whole-time Practice, the Scrutinizer for scrutinizing the voting process of the 30th AGM.

All the Directors and the Committee members alongwith respective Chairpersons of various Committees of the Board of Directors ("the Board") were present at the meeting.

As the requisite quorum was present, the Chairperson declared the meeting to be open and welcomed the members at the 30th AGM of the Company.

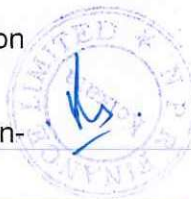
The Notice convening the Meeting, together with the Audited Financial Statements, the Report of Directors thereon alongwith its annexures and the Secretarial Audit Report, were with the consent of the Members taken as read.

The Chairperson addressed the meeting and briefed the members about the working of the Company, vis-a-vis the financial performance, prevailing business environment and future plans of the Company – the opening remarks of the Chairperson was highly appreciated by the members present.

Queries of various shareholders on varied aspects such as: financial performance, future plans, etc., were suitably replied by the Chairperson.

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. Further, all documents referred to in the AGM Notice, were open for inspection at the Registered Office of the Company on all working days during working hours upto the date of the AGM and were also placed before the members at the AGM for their perusal. The following businesses were considered at the 30th AGM:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2019 and the Reports of the Auditors and Directors thereon. **(Ordinary Resolution)**
2. To appoint a Director in place of Mr. Nandlal Todi (DIN 00581581) who retires by rotation and being eligible, offers himself for re-appointment. **(Ordinary Resolution)**
3. Continuation of directorship of Mr. Nandlal Todi (DIN-00581581) as Non-Executive Non-independent Director. **(Special Resolution)**



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4. Re-appointment of Mr. Rajendra Kumar Duggar (DIN-00403512) as a Non-Executive Independent Director of the Company, for a term of five consecutive years. **(Special Resolution)**

5. Re-appointment of Mr. Nitin Guha (DIN-01107480) as a Non-Executive Independent Director of the Company, for a term of five consecutive years. **(Special Resolution)**

6. Appointment of Mr. Ashok Dhirajlal Kanakia (DIN-00738955) as a Non-Executive Independent Director for a term of five years. **(Ordinary Resolution)**

7. Substitution of Clause III. A. 4 of the Memorandum of Association of the Company. **(Special Resolution)**

The proposed amended Memorandum of Association of the Company was placed for the perusal of the members.

8. Substitution of Clause 87(1) of the Articles of Association of the Company. **(Special Resolution)**

The proposed amended Articles of Association of the Company was placed for the perusal of the members.

9. 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, 2019. **(Special Resolution)**

10. 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, 2019. **(Ordinary Resolution)**

11. 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, 3, 8, 9 and 11, since he was interested in the said resolutions. The resolutions related to:

- (i) His own re-appointment (Resolution No. 2);
- (ii) Continuation of his directorship (Resolution No. 3);
- (iii) Amendment in the Articles of Association of the Company (Resolution No. 8) by making the office of the Managing Director not liable to retire by rotation - Mr. Pawan Kumar Todi (DIN-00590156), son of Mr. Nandlal Todi (DIN-00581581), is the Managing Director of the Company and hence, Mr. Nandlal Todi (DIN-00581581) was interested in the said resolution;
- (iv) Re-appointment of Mr. Pawan Kumar Todi (DIN-00590156), as the Managing Director (Resolution No. 9); and



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- (v) Approval/ratification of Related Party Transactions (Resolution No. 11) respectively.

Mr. Nitin Guha (DIN-01107480) – (Non-Executive Independent Director, non-interested in the said resolutions) was the Chairperson in respect of the above five business matters.

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 14th September, 2019, 9.00 a.m. onwards, and concluded on 16th September, 2019, 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.

For NPR Finance Ltd

Rimpa Roy
Company Secretary



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