



# NPR Finance Limited

6<sup>th</sup> May, 2022

To,

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

**Sub: Proceedings of the Extra-ordinary General Meeting of the Company - 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 Extra-ordinary General Meeting of the Company held on Friday, the 6<sup>th</sup> day of May, 2022, at 11.30 a.m. through Video Conference / Other Audio Visual Means (OAVM).

For NPR Finance Ltd

*Rimpa Roy*

Rimpa Roy  
Company Secretary  
Membership No. A27781



Encl. as above

REGISTERED OFFICE :

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

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CIN - L65921WB1989PLC047091



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PROCEEDINGS OF THE EXTRA-ORDINARY GENERAL MEETING (SL. NO. EGM/01/2022-23) OF M/S NPR FINANCE LIMITED HELD ON FRIDAY, THE 6<sup>TH</sup> DAY OF MAY, 2022, AT 11.30 A.M., THROUGH VIDEO CONFERENCING (VC) /OTHER AUDIO VISUAL MEANS (OAVM).

**1. Time of Commencement of the meeting.**

11.30 a.m.

**2. Chairperson**

Mr. Rajendra Kumar Duggar (DIN-00403512), Chairperson of the Board of Directors, took the Chair.

**3. Directors /Key Managerial Personnels (KMPs) present.**

Sl.No.	Name of the Director /KMP	Designation	Location for VC
1.	Mr. Rajendra Kumar Duggar	Chairperson of the meeting (Independent & Non-executive Director – Chairperson of the Board of Directors	Kolkata
2.	Mr. Pawan Kumar Todi	Managing Director (Non-Independent & Executive Category)	Kolkata
3.	Mr. Rishi Todi	Non-Independent & Non-executive Director	Kolkata
4.	Mr. Ashok Dhirajlal Kanakia	Independent & Non-executive Director	Kolkata
5.	Ms. Sarika Mehra	Executive Director / Whole-time Director (Non Independent & Executive Category)	Kolkata
6.	Mr. Ashok Kumar Shah	Chief Financial Officer (CFO)	Kolkata
7.	Ms. Rimpa Roy	Company Secretary	Kolkata

**4. Others representatives**

Sl.No.	Name of the Official/ Representative Professional	Designation	Location for VC
1.	Mr. D.N. Agrawal	Partner, M/s Deoki Bijay & Co., Chartered Accountants – Statutory Auditor	Kolkata
2.	Mr. Niaz Ahmed	Scrutinizer	Kolkata



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## 5. Quorum

The requisite quorum was present and hence, the Chairperson called the meeting in order and welcomed the members. Since, the EGM was held through Video Conferencing, therefore pursuant to MCA & SEBI Circulars, the facility to appoint proxy to attend or cast vote on behalf of the Members was not available.

## 6. Proceedings

### ➤ CHAIRMAN'S SPEECH

The Chairperson extended his warm welcome to all those who were present at the EGM and further explained that, the EGM was being held through VC/OAVM mode in accordance with the circulars issued by the regulatory authorities and that, the Company has made all feasible efforts under the current circumstances to enable the members to participate in the meeting and vote electronically.

Mr. Duggar expressed his fond remembrance in the memory of the past Chairman & founder of the Company – Shri Nandlal Todi who expired in November, 2021. Shri Nandlal Todi built the NPR Empire from scratch alongwith his father and provided fame and recognition to the NPR Group. The Management aspires to follow his legacy and to take the Company to new heights.

In remembrance of his upcoming 91<sup>st</sup> birth anniversary on 30<sup>th</sup> May, 2022, all members present maintained one (1) Minute silence in respect.

### ➤ Brief details of items deliberated

Thereafter, on the request of the Chairperson, the Company Secretary briefed the members regarding the arrangements made for the members for the EGM.

The Chairperson proceeded with the business items of the Notice of the EGM. The Notice convening the Meeting, was with the consent of the Members taken as read.

In terms of the Notice of the EGM, dated 6<sup>th</sup> April, 2022, the following special business items were placed for the consideration and approval of the members by way of:

### Special Business:

#### Ordinary Resolution:

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

#### RESOLUTION NO.1

"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



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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 9<sup>th</sup> 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."

**Ordinary Resolution:**

**b. Approval of Material Related Party Transactions.**

## **RESOLUTION NO. 2**

**"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.

**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."



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## 7. Question & Answer Session.

The Co-ordinator provided the members present, with an opportunity to take part in the Question and Answer Session whereby, the members were allowed to seek clarification on any query pertaining to the business items of the EGM.

The Pre-registered Speakers presented their views on the Company and also raised certain queries including: the future outlook, programs and plans of the Company. Their queries were suitably answered by the Chairperson & Ms. Sarika Mehra (DIN-06935192), Executive Director.

## 8. E-Voting Process.

The Company Secretary guided the members for the e-voting process. CS Niaz Ahmed, Company Secretary in whole-time practice, was the Scrutinizer of the entire voting process pertaining to the EGM.

Members were provided with the facility to attend the EGM through VC/OAVM through the CDSL e-Voting system. As on the cut-off date of 29<sup>th</sup> April, 2022, eligible shareholders were entitled for voting - either by remote e-voting or e-voting at the EGM. The remote e-voting period began on 3<sup>rd</sup> May, 2022, at 9.00 a.m. and ended on 5<sup>th</sup> May, 2022 at 5.00 p.m., beyond which, remote e-voting was not allowed.

The members attending the meeting and who did not cast their vote by remote e-voting, were allowed to exercise their voting right during the meeting through the e-voting system. Further, shareholders who had voted through Remote e-Voting were eligible to attend the EGM. However, they were not eligible to vote at the EGM.

The Chairperson thanked the Board Members, KMPs, Auditor and the shareholders for their august presence. He further acknowledged the contribution of the Secretarial Team in co-ordination with the IT team for organising the EGM through VC/OAVM.

The e-voting facility remained active for atleast 15 minutes after the meeting. Upon the expiry of the e-voting facility, the meeting was deemed concluded at 12.47 p.m.

The quorum was present throughout the meeting.



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## 9. Results thereof

The voting results will be declared within two working days of the conclusion of the meeting and the resolutions if approved with requisite majority, will be deemed to be passed on 6<sup>th</sup> May, 2022.

For NPR Finance Ltd

A handwritten signature in blue ink that reads 'Rimpa Roy'.

Rimpa Roy

Company Secretary

Membership No. A27781



Place : Kolkata

Date : 06-05-2022

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