



Niaz Ahmed

B.com. (Hons.) FCS. LLB
Practising Company Secretary

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To
The Chairperson
NPR Finance Ltd.
Todi Mansion, 9th Floor,
1, Lu-shun Sarani
Kolkata- 700073
West Bengal

Dear Sir,

Scrutinizer's Report on Voting with reference to the 33rd Annual General Meeting (AGM) of NPR Finance Ltd held on 15th September, 2022.

Pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Board of Directors of NPR Finance Ltd ("the Company") at its meeting held on Wednesday, the 3rd day of August, 2022, has appointed me as the Scrutinizer for scrutinizing the entire voting process, i.e.:

- (i) Remote e-voting process ; and
- (ii) Electronic voting process at the Annual General Meeting ("AGM") venue;

in a fair and transparent manner in respect of the resolutions proposed at the AGM of the Company, held on Thursday, the 15th day of September, 2022 and commenced at 11:30 a.m through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

The management of the Company is responsible to ensure compliance with the relevant provisions of various regulations and laws in force relating to conducting of AGM through VC/OAVM and voting by electronic means for the resolutions contained in the Notice of the AGM. My responsibility as a Scrutinizer for the voting process is restricted to making a Scrutinizer's Report in respect of the Resolutions stated in the Notice of the AGM, based on the report generated from the e-voting system provided by Central Depository Services Limited (CDSL) – which is the Authorised Agency engaged by the Company to provide the remote e-voting facilities and e-voting facilities to vote at the AGM. I am responsible for scrutinizing the entire voting process.

I have completed the scrutiny of the e-votes and submit my report as under:

1. The Annual General Meeting (AGM) of the Company was held on Thursday, the 15th day of September, 2022, 11.30 A.M. onwards, through Video Conferencing (VC) /Other Audio Visual Means (OAVM).
2. Members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 8th September, 2022, were entitled to cast their votes.
3. The remote e-voting period commenced on 12th September, 2022, at 9.00 a.m. and ended on 14th September, 2022, at 5.00 p.m.



4. Further, members who were present at the AGM through VC/OAVM means, but did not cast their votes through remote e-voting, were allowed to electronically cast their votes at the AGM.
5. The e-voting facility at the AGM was allowed to continue till atleast 15 minutes after the conclusion of the meeting.
6. Thereafter, the voting through: (i) remote e-voting prior to the AGM; and (ii) e-voting conducted at the AGM were unblocked by me in the presence of two (2) witnesses, who are not in employment of the Company.
7. Based on the voting details downloaded from the e-voting system of CDSL through its website: <https://www.evotingindia.com/>, I report the voting particulars hereunder:-
 - I. The Remote e-voting option was exercised for: (i) Resolution Nos. 1 to 5 by 96 shareholders holding 37,75,609 Equity Shares; (ii) Resolution No. 6 by 76 shareholders holding 4,557 Equity Shares.
 - II. The Venue e-voting option was not exercised by any shareholder.
 - III. Report on the voting in respect of Resolutions placed at the AGM is as under:

Item No. 1: Ordinary Business, Ordinary Resolution

To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2022 and the Reports of the Auditors and Directors thereon.

Voting details

(i) Voted in favour of the Resolution:

Particulars	Remote e-voting	E-voting at the AGM	Total
Number of Members voted	95	NIL	95
Number of votes cast by them	37,75,559	NIL	37,75,559
% of Total Number of valid votes cast	99.9987	NIL	99.9987

(ii) Voted against the Resolution:

Particulars	Remote e-voting	E-voting at the AGM	Total
Number of Members voted	1	NIL	1
Number of votes cast by them	50	NIL	50
% of Total Number of valid votes cast	0.0013	NIL	0.0013

(iii) Invalid Votes : NIL



Item No. 2: Ordinary Business, Ordinary Resolution

To appoint a Director in place of Ms. Sarika Mehra (DIN-06935192) who retires by rotation and being eligible, offers herself for re-appointment.

Voting details

(i) Voted in favour of the Resolution:

Particulars	Remote e-voting	E-voting at the AGM	Total
Number of Members voted	95	NIL	95
Number of votes cast by them	37,75,559	NIL	37,75,559
% of Total Number of valid votes cast	99.9987	NIL	99.9987

(ii) Voted against the Resolution:

Particulars	Remote e-voting	E-voting at the AGM	Total
Number of Members voted	1	NIL	1
Number of votes cast by them	50	NIL	50
% of Total Number of valid votes cast	0.0013	NIL	0.0013

(iii) Invalid Votes : NIL

Item No. 3: Ordinary Business, Ordinary Resolution

To re-appoint M/s. Deoki Bijay & Co. (Firm Registration No. 313105E), Chartered Accountants of HMP House, Suite No. 607, 6th Floor, 4, Fairlie Place, Kolkata 700001, as the Statutory Auditor of the Company for a second term of five years from the conclusion of the 33rd Annual General Meeting till the conclusion of the 38th Annual General Meeting of the Company and to authorise the Board of Directors to fix their remuneration.

Resolution

"RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions of the Act, if any, as amended from time to time, M/s. Deoki Bijay & Co (Firm Registration No. 313105E), Chartered Accountants of HMP House, Suite No. 607, 6th Floor, 4, Fairlie Place, Kolkata 700001, be and is hereby re-appointed as the Statutory Auditor of the Company for a second term from the conclusion of the 33rd Annual General Meeting ("AGM") till the conclusion of the 38th AGM, at such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditor, plus applicable taxes."



Voting details

(i) Voted in favour of the Resolution:

Particulars	Remote e-voting	E-voting at the AGM	Total
Number of Members voted	95	NIL	95
Number of votes cast by them	37,75,559	NIL	37,75,559
% of Total Number of valid votes cast	99.9987	NIL	99.9987

(ii) Voted against the Resolution:

Particulars	Remote e-voting	E-voting at the AGM	Total
Number of Members voted	1	NIL	1
Number of votes cast by them	50	NIL	50
% of Total Number of valid votes cast	0.0013	NIL	0.0013

(iii) Invalid Votes : NIL

Item No. 4: Special Business, Special Resolution

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, 2022.

Resolution

"RESOLVED THAT in accordance with the Articles of Association of the Company, provisions of sections 196, 197 and 203 of the Companies Act, 2013("the Act")read with Schedule V thereto and other applicable provisions of the Act, readwith the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, applicable provisions 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, Mr. Pawan Kumar Todi (DIN-00590156), Managing Director, who will attain the age of seventy years on 2nd June, 2023 and in respect of whom, the Company has received a notice in writing from a member under section 160 of the Act proposing his re-appointment, be and is hereby reappointed as the Managing Director for a period of 3 (three) years with effect from the expiry of his present term of office – i.e. 1st November, 2022, not being liable to retire by rotation, on such terms and conditions, including remuneration, as set out in the Explanatory Statement annexed to the Notice, with liberty to 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) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit.

FURTHER RESOLVED THAT notwithstanding anything herein above stated, where in any financial year closing on or after March 31, 2022, during the tenure of Mr. Pawan Kumar Todi



(DIN-00590156) as a Managing Director of the Company, the Company incurs a loss or its profits are inadequate, the Company shall pay Mr. Pawan Kumar Todi (DIN-00590156), the remuneration including any revision thereof, by way of salary and other allowances, perquisites, etc. as a minimum remuneration subject to the provisions of the Act readwith the Rules and Schedules thereto and/or other applicable laws in force.

FURTHER RESOLVED THAT besides his existing duties & responsibilities, Mr. Pawan Kumar Todi (DIN-00590156) will continue to carry out such other duties and exercise such powers as may be entrusted to him from time to time by the Board.

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

Voting details

(i) Voted in favour of the Resolution:

Particulars	Remote e-voting	E-voting at the AGM	Total
Number of Members voted	95	NIL	95
Number of votes cast by them	37,75,559	NIL	37,75,559
% of Total Number of valid votes cast	99.9987	NIL	99.9987

(ii) Voted against the Resolution:

Particulars	Remote e-voting	E-voting at the AGM	Total
Number of Members voted	1	NIL	1
Number of votes cast by them	50	NIL	50
% of Total Number of valid votes cast	0.0013	NIL	0.0013

(iii) Invalid Votes : NIL

Item No. 5: Special Business, Ordinary Resolution

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, 2022.

Resolution

"RESOLVED THAT in accordance with the Articles of Association of the Company, provisions of sections 196, 197 and 203 of the Companies Act, 2013("the Act"), read with Schedule V thereto and other applicable provisions of the Act, readwith the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, applicable provisions 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, Ms. Sarika Mehra (DIN-06935192), in respect of whom, the Company has received a notice in writing from a member under section 160 of the Act proposing her re-appointment, be and is hereby re-appointed as the Whole-time Director of the Company (designated as - Executive Director), for a term of 3 (three) years with effect from the expiry of her present term of office – i.e. 19th September, 2022, on such terms and conditions, including remuneration, as set out in the Explanatory Statement annexed to the Notice, with liberty to 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) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit.

FURTHER RESOLVED THAT pursuant to the provisions of Section 152 of the Act, read with the Rules thereunder, her office will be liable to retirement by rotation.

FURTHER RESOLVED THAT notwithstanding anything herein above stated, where in any financial year closing on or after March 31, 2022, during the tenure of Ms. Sarika Mehra (DIN-06935192) as a Whole-time Director of the Company, the Company incurs a loss or its profits are inadequate, the Company shall pay Ms. Sarika Mehra (DIN-06935192), the remuneration including any revision thereof, by way of salary and other allowances, perquisites, etc. as a minimum remuneration, subject to the provisions of the Act read with the Rules and Schedules thereto and/or other applicable laws in force.

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

Voting details

(i) Voted in favour of the Resolution:

Particulars	Remote e-voting	E-voting at the AGM	Total
Number of Members voted	95	NIL	95
Number of votes cast by them	37,75,559	NIL	37,75,559
% of Total Number of valid votes cast	99.9987	NIL	99.9987

(ii) Voted against the Resolution:

Particulars	Remote e-voting	E-voting at the AGM	Total
Number of Members voted	1	NIL	1
Number of votes cast by them	50	NIL	50
% of Total Number of valid votes cast	0.0013	NIL	0.0013

(iii) Invalid Votes : NIL



Item No. 6: Special Business, Ordinary Resolution

Approval of Related Party Transactions.

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 various Related Party Transaction(s) (including Material Related Party Transactions) as defined in the explanatory statement hereto and on such terms as mentioned thereto.

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."

Voting details

(i) Voted in favour of the Resolution:

Particulars	Remote e-voting	E-voting at the AGM	Total
Number of Members voted	75	NIL	75
Number of votes cast by them	4,507	NIL	4,507
% of Total Number of valid votes cast	98.9028	NIL	98.9028

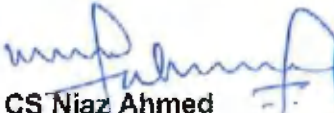
(ii) Voted against the Resolution:

Particulars	Remote e-voting	E-voting at the AGM	Total
Number of Members voted	1	NIL	1
Number of votes cast by them	50	NIL	50
% of Total Number of valid votes cast	1.0972	NIL	1.0972



(iii) Invalid Votes : NIL

1. Taking into consideration the net valid votes, I report that all the resolutions as set out in the Notice dated 3rd day of August, 2022, have been passed by the Members with requisite majority.
2. The electronic data and all other relevant records relating to the e- voting shall remain in my safe custody and shall be handed over to the Company Secretary for preserving safely after the Chairperson considers, approves and signs the Minutes of the aforesaid Annual General Meeting.


CS Niaz Ahmed
Company Secretary in Practice
C.P. No. 5965
Membership No. F9432
UDIN – F009432D000985990



Encl.: Annexure A: containing Explanatory Statement of the Notice of the 33rd AGM.

Place: Kolkata
Date: 16.09.2022



Niaz Ahmed

B.com. (Hons.) FCS. LLB
Practising Company Secretary

Todi Mansion, 12th Floor

1, Lu Shun Sarani

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Annexure A

Explanatory Statement of the Notice of the 33rd AGM of NPR Finance Ltd

Item No. 3

M/s Deeki Bijay & Co. (Firm Registration No. 313105E), Chartered Accountants of HMP House, Suite No. 607, 6th Floor, 4, Fairlie Place, Kolkata 700001, was appointed as the Statutory Auditor of the Company from the conclusion of the 28th AGM held on 14th September, 2017, till the conclusion of the 33rd AGM. The Board of Directors, on the recommendation of the Audit Committee has recommended its re-appointment for another term of five years from the conclusion of the 33rd AGM. M/s Deeki Bijay & Co. has provided its confirmation for re-appointment and has furnished a Certificate of Eligibility pursuant to Section 141 of the Act read with the Rules framed thereunder. It has further confirmed that it has subjected itself to the peer review process of Institute of Chartered Accountants of India and holds a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

The conditions as mentioned in para 6A and 6B of SEBI Circular CIR/CFD/CMD1/114/2019, dated 18th October, 2019, forms part of the terms of re-appointment of the Statutory Auditor.

Requisite Disclosure in terms of the requirement of Regulation 36(5) of the Listing Regulations is as under:

- a) **Proposed fees payable to the statutory auditor(s) along with terms of appointment and in case of a new auditor, any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change.**
 - The Statutory Audit Fees of Rs. 59,000/- plus applicable taxes, for the Financial Year 2021-22 is in commensurate with industry standards. The remuneration proposed to be paid to M/s Deeki Bijay & Co. (Firm Registration No. 313105E) during the second term will be in line with the existing remuneration and shall commensurate with the services to be rendered by them during the said tenure. The Board of Directors upon recommendation of Audit Committee may alter & vary the terms & conditions of appointment, including remuneration in such manner & to such extent as may be mutually agreed with the Statutory Auditor.
- b) **Basis of recommendation for appointment including the details in relation to and credentials of the statutory auditor(s) proposed to be appointed.**
 - Various parameters were considered while determining the basis of recommending the re-appointment of M/s Deeki Bijay & Co, Chartered Accountants, as the Statutory Auditor, various parameters - including, but not limited to: audit experience, size of the audit team, market credibility of the firm, technical knowledge, etc. Moreover, M/s Deeki Bijay & Co. (Firm Registration No. 313105E) is a Peer Reviewed Firm and has been rendering services for about four (4) decades in the diversified fields of Audit, Taxation, Corporate Advisory, Valuations, Mergers & Acquisitions and Risk management.



ANNEXURE A TO THE SCRUTINIZER'S REPORT

Amidst the backdrop of the above, M/s Deoki Bijay & Co. (Firm Registration No. 313105E) has been considered suitable to handle the audit of the financial statements of the Company.

All relevant documents will be open for inspection without any fee at the Registered Office of the Company on all working days during working hours upto the date of the AGM.

None of the 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 being in the interest of the Company, is proposed and recommended for the approval of the shareholders.

Item No. 4

Mr. Pawan Kumar Todi's (DIN-00590156) tenure as the Managing Director of the Company persists till 31st October, 2022. Accordingly, he has presented himself for re-appointment for a term of 3 (three) years with effect from 1st November, 2022. His office will not be liable to retirement by rotation.

Mr. Pawan Kumar Todi (DIN-00590156) will attain the age of seventy years on 2nd June, 2023. The first proviso to section 196(3)(a) of the Act inter alia provides that: the appointment of a person who has attained the age of seventy years may be made by passing a special resolution in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such person. In this connection, the Nomination & Remuneration Committee & the Board of Directors do hereby acknowledge that: Mr. Pawan Kumar Todi (DIN-00590156) continues to play the pivotal role in shaping the Company's future with his administrative skills, leadership qualities and work experience. He 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.

Thus your Board considers his re-appointment as prudent and justifiable.

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

All relevant documents will be open for inspection without any fee at the Registered Office of the Company on all working days during working hours upto the date of the AGM.

Besides his existing duties & responsibilities, he will continue to carry out such other duties and to exercise such powers as may be entrusted to him from time to time by the Board.

The terms and conditions are as under:



A. SALARY

1. Basic: Rs. 1,50,000/- (Rupees One Lakh Fifty Thousand Only) per month.
2. Special Allowance: Rs. 25,000/- (Rupees Twenty Five Thousand Only) per month.
3. Conveyance Allowance: Rs. 20,000/- (Rupees Twenty Thousand Only) per month.
4. House Rent Allowance: Rs. 55,000/- (Rupees Fifty Five Thousand Only) per month.

Annual increase and the quantum thereto, will be effective in a manner as will be decided by the Board of Directors, subject to the provisions of Companies Act, 2013, readwith its Schedules and Rules thereto and other applicable provisions, if any, of various laws in force.

B. PERQUISITES & ALLOWANCES:

As detailed below:

1. Housing.

- a. The expenditure incurred by the Company on hiring unfurnished accommodation.
- b. The expenditure incurred by the Company on gas, electricity and water will be evaluated as per Income Tax Rules, 1962.
- c. Perquisites in the form of furniture, furnishings and other utilities in accordance with the rules of the Company, the value of which will be evaluated as per Income Tax Rules, 1962.
- d. Wherever the Company does not provide any accommodation, House Rent Allowance may be paid.

2. Medical Reimbursement.

- i. The expenses incurred for self and family including Premium payable for Mediclaim Insurance.
- ii. Major hospitalization expenses for him and his family which are not payable under Mediclaim Insurance Policies.
- iii. Expenses incurred for self medical treatment or for any member of his family outside India. The expenditure incurred for the travel and stay abroad including for one attendant, subject to the condition that the expenditure on medical treatment and stay abroad will be allowed only to the extent permitted by the Reserve Bank of India and also subject to the permission, if any required, of any Authority under Companies Act, 2013 or any other Act.

Explanation: "Family means the spouse, dependent children and dependent parents."



3. Personal Accident Insurance.

Personal Accident Insurance for self and family shall be as per the Company rules & policies thereon.

4. Leave Travel Assistance/Concession.

- a. Leave in a Year: Total 30 days Annual and Casual leave including sickness, in addition to hospitalization leave for the days remained hospitalized.
- b. Leave Travel Concession for self and family once in a year.
- c. Leave encashment as per the policy of the Company.

5. Club Fees.

Fees of Clubs subject to the maximum of two clubs, including admission and Membership fees.

6. Entertainment Expenses.

The Managing Director shall be reimbursed actual entertainment expenses incurred on the Company's business including fees of credit cards.

7. Provision of chauffeur driven Company's cars.

8. Provision of telephone(s) at the residence of the Managing Director.

9. Company's contribution to Provident Fund/Pension Fund / Superannuation Fund, Payment towards Gratuity & encashment of leave shall not be included in computation of remuneration or ceiling on perquisites.

10. Such other allowances, perquisites, benefits and amenities as may be provided by the Company, subject to the provisions of the Companies Act, 2013, readwith the Rules and Schedules thereto and/or other applicable laws in force.

Perquisites will be evaluated as per Income Tax Rules, wherever applicable. In the absence of any such rule, perquisite shall be evaluated at actual cost.

Further, requisite disclosures required in terms of : Schedule V of the Act, Regulation 36(3) of the Listing Regulations and the Secretarial Standard on General Meetings (SS-2) are annexed to the Notice.

Mr. Pawan Kumar Todi (DIN-00590156) is interested in the above resolution as it relates to his own re-appointment. Also, Mr. Rishi Todi (DIN-00590337), Director, alongwith the entire Promoter Group being related to Mr. Pawan Kumar Todi (DIN-00590156), 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 special resolution being in the interest of the Company, the Nomination and Remuneration Committee and also the Board of Directors, has proposed and recommended the same for your approval.

Item No. 5

Ms. Sarika Mehra's (DIN-06935192) tenure as the Whole-time Director of the Company persists till 18th September, 2022. Accordingly, she has presented herself for re-appointment as a Whole-time Director (designated as Executive Director), for a term of 3 (three) years with effect from the expiry of her present term – i.e.: 19th September, 2022. Her office will be liable to retirement by rotation in terms of the provisions of Section 152 of the Companies Act, 2013 read with the Rules thereunder.

Ms. Sarika Mehra (DIN-06935192) is not debarred from holding the office of director by virtue of any SEBI order or any other such authority. She 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.

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

All relevant documents will be open for inspection without any fee at the Registered Office of the Company on all working days during working hours upto the date of the AGM.

She has several years of experience in the fields of Finance, Accounts, Taxation and Secretarial matters. Thus your Board considers her re-appointment as prudent.

Besides her existing duties & responsibilities, she will continue to carry out such other duties and to exercise such powers as may be entrusted to her from time to time by the Board.

The remuneration details, alongwith the terms and conditions are as under:

A. SALARY

1. Basic: Rs. 35,000 (Rupees Thirty Five Thousand only) per month.
2. Conveyance: Rs. 28,000 (Rupees Twenty Eight Thousand only) per month.
3. House Rent Allowance: Rs. 34,000 (Rupees Thirty Four Thousand only) per month.
4. City Compensatory Allowance: Rs. 29,000 (Rupees Twenty Nine Thousand only) per month.
5. Medical Reimbursement: Rs. 26,800 (Rupees Twenty Six Thousand Eight Hundred only) per month.
6. Special allowance: Rs. 29,000 (Rupees Twenty Nine Thousand only) per month.

Annual increase and the quantum thereto, will be effective in a manner as will be decided by the Board of Directors, subject to the provisions of Companies Act, 2013, readwith its Schedules and Rules thereto and other applicable provisions, if any, of various laws in force.



Perquisites will be evaluated as per Income Tax Rules, wherever applicable. In the absence of any such rule, perquisite shall be evaluated at actual cost.

B. PERQUISITES & ALLOWANCES:

As detailed below:

1. Medical Insurance.

The expenses incurred for self and family including Premium payable for Medclaim Insurance.

2. Personal Accident Insurance.

Personal Accident Insurance for self and family shall be as per the Company rules & policies thereon.

Explanation: "Family means the spouse, dependent children and dependent parents of the appointee."

3. Leave Travel Assistance/Concession.

a. Leave in a Year: Total 30 days leave, subject to the policy of the Company as may be amended from time to time.

b. Leave Travel Concession for self and family once in a year.

c. Encashment of leave as allowed by Companies Act, 2013 and other applicable laws and as per the policy of the Company.

4. Provision of Company's cars with reimbursement of Motor Car Expense incurred for office purpose.

5. Reimbursement of Mobile Expense.

6. Company's contribution to Provident Fund/Pension Fund / Superannuation Fund, Payment towards Gratuity & encashment of leave shall not be included in computation of remuneration or ceiling on perquisites.

7. Such other allowances, perquisites, benefits and amenities as may be provided by the Company, subject to the provisions of the Companies Act, 2013, readwith the Rules and Schedules thereto and/or other applicable laws in force.

Perquisites will be evaluated as per Income Tax Rules, wherever applicable. In the absence of any such rule, perquisite shall be evaluated at actual cost.



8. Her office will continue to be liable to retire by rotation as per the provisions of section 152 of the Companies Act, 2013, readwith the Rules made thereunder.

Further, requisite disclosures required in terms of: Schedule V of the Act, Regulation 36(3) of the Listing Regulations and the Secretarial Standard on General Meetings (SS-2) are annexed to the Notice.

Ms. Sarika Mehra (DIN-06935192) is interested in the above resolution as it relates to her own re-appointment. 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 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.

Item No. 6

The first proviso to sub-section (1) of section 188 of the Act readwith Sub-rule (3) of Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, provides for the requirement of obtaining approval of the shareholders for various types of related party transactions beyond certain threshold limits.

Also, in terms of sub-regulation 4 of Regulation 23 of the Listing Regulations, all material related party transactions and subsequent material modifications as defined by the Audit Committee under sub-regulation (2) of Regulation 23 shall require prior approval of the shareholders through resolution.

The Audit Committee at its Meeting held on 9th February, 2022, accorded omnibus approval in line with the Company's Policy on Related Party Transactions, to pursue such transactions subject to a maximum threshold limit of Rs. 1 Crore per Related Party Transaction that are repetitive in nature, for the financial year 2022-2023.

Further, in-line with the SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, readwith SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2022/40, dated 30th March, 2022, consent of the shareholders was obtained at the Extra-ordinary General Meeting (EGM) held on 6th May, 2022, for various Material Related Party Transactions.

Also, SEBI vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2022/47, dated 8th April, 2022, has inter-alia clarified that: in case of omnibus approvals for material Related Party Transactions, obtained from shareholders in general meetings other than AGMs, the validity of such omnibus approvals shall not exceed one year.

Amidst the backdrop of the aforementioned provisions, approval of the shareholders is being sought to enter/continue to enter into various Related Party Transaction(s) / material related party transactions.



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:

Name of the Related Party	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. Rishi Todi are relatives of the Directors of the Related Party and are also related to its Promoter group.)	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 relatives of the Mr. Varun Todi – one of the Directors of the Related Party and are also related to its Promoter Group.)	Mr. Pawan Kumar Todi & Mr. Rishi Todi. (Mr. Pawan Kumar Todi & Mr. Rishi Todi hold Directorships in the Related Party entity. Further, they are relatives of the other Directors of the Related Party and also related to its Promoter Group.)	Mr. Pawan Kumar Todi & Mr. Rishi Todi (Mr. Pawan Kumar Todi and Mr. Rishi Todi is a Partner and Designated Partner, respectively, in the Related Party entity. Further, they are relatives of all the other Partners of the Related Party Entity.)	Mr. Pawan Kumar Todi & Mr. Rishi Todi. (Mr. Pawan Kumar Todi & Mr. Rishi Todi are the relatives of 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



ANNEXURE A TO THE SCRUTINIZER'S REPORT

					combined 50% share in its profits & losses.
Nature of concern or interest (Financial or otherwise)	Financial	Financial	Financial	Financial	Financial
Type of transaction	Unsecured Loan (Lending /Borrowing)				
Nature, material terms, monetary value and particulars of the contract or arrangement:					
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	Not less than 8.00% p.a.	Not less than 8.00% p.a.	Not less than 8.00% p.a.	Not less than 8.00% p.a.	Not less than 8.00% p.a.
Tenure of the loan	1 year - renewable with mutual consent.	1 year - renewable with mutual consent.	1 year - renewable with mutual consent.	3 years - renewable with mutual consent.	1 year - renewable 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 Prlvate 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 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.				



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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.

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. 6 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.



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. Pawan Kumar Todi (DIN-00590156)	Ms. Sarika Mehra (DIN-06935192)
Nature of Directorship	Managing Director	Whole-time Director
Date of Birth & Age	02.06.1953 69 years	21.10.1974 48 years
Date of first Appointment on the Board.	01.11.1994	28.07.2014
Terms and conditions of appointment.	Please refer to the explanatory statement.	Please refer to the explanatory statement.
Details of Remuneration sought to be paid.	Rs. 2,50,000/- per month plus other allowances and perquisites - No proposed increase in his remuneration.	Rs. 1,81,800/- per month plus other allowances and perquisites.
Remuneration last drawn	Rs. 2,50,000/- per month plus other allowances and perquisites.	Rs. 1,81,800/- per month plus other allowances and perquisites.
Brief resume / experience and nature of his/her expertise in specific functional areas.	He has vast knowledge in the area of Finance, Investment, Trading, Renewable energy business and also real estate business.	She has several years of experience in the field of Finance, Accounts, Taxation and Secretarial matters.
Qualification	B.Com (Hons.).	B.Com (Hons.), ACS & ACMA.
Number of shares held in the Company alongwith shareholding as a beneficial owner.	His shareholding as on date is: 12,21,870 Equity Shares representing 20.40% (out of the above, 2,33,160 Equity Shares representing 3.89% are held by him as a Karta of various HUFs).	Nil
Names of listed entities in which the person also holds the directorship and the membership/ chairpersonship of Committees of the board along with listed entities from which the person has resigned in the past three years.	He is not a Director of any other listed entity other than NPR Finance Ltd. He does not hold the membership/chairpersonship of the Committees of the Board of any other listed entity other than NPR Finance Ltd.	She is not a Director of any other listed entity other than NPR Finance Ltd. She does not hold the membership/chairpersonship of the Committees of the Board of any other listed entity other than NPR Finance Ltd.



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	Further he has not held Directorship of any other listed entity in the past three years – hence question of resignation from listed entities in the past three years does not arise.	Further she has not held Directorship of any other listed entity in the past three years – hence question of resignation from listed entities in the past three years does not arise.
Names of other companies/LLPs in which the person also holds the directorship/ is a Partner/ Designated Partner / Nominee-Body Corp Partner / Body Corporate DP Nominee.	<ol style="list-style-type: none"> 1. Viewlink Highrise LLP 2. PTVM Logistics LLP 3. Panchaanan Nirman LLP 4. Prabhunandan Developers LLP 5. Frontline Global Services Private Limited 6. Tamal Stationers Pvt. Ltd. 7. GNB Motors Private Limited 8. Regent Enclave Private Limited 9. Rani Leasings & Finance Private Limited 10. GNB Investment Pvt Ltd 11. E I Investments Pvt Ltd 12. Lime Light Holdings Pvt Ltd 13. Global Developers Private Limited 14. Dream Properties Private Limited 15. Sustaindia Technocrats Private Limited 16. Zee ABC Agro Industries Private Limited 	Anaaya Abeer Realty LLP
Number of Meetings of the Board attended during the year (i.e. F.Y. 2021-2022).	Attended all the 5 number of meetings of the Board held during the financial year 2021-2022.	Attended all the 5 number of meetings of the Board held during the financial year 2021-2022.
Disclosure of Relationships between directors inter-se and with the KMPs.	He is a promoter of the Company. He is the father of Mr. Rishi Todi (DIN-00590337), who is a Non-executive Non-independent Director & also belongs to the Promoter Group.	Not a relative of any Director of the Company.

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.



**DISCLOSURE AS REQUIRED UNDER SCHEDULE V OF THE COMPANIES ACT, 2013
(ITEM NOS. 4 AND 5)**

I. GENERAL INFORMATION

1.	Nature of Industry.	Non-Banking Financial Company (NBFC)			
2.	Date or expected date of commencement of commercial Production.	Not Applicable. -The Company is an existing company.			
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable.			
4.	Financial performance based on given indicators.	Particulars	F.Y. 19-20 (Rs. in lakhs)	F.Y. 20-21 (Rs. in lakhs)	F.Y. 21-22 (Rs. in lakhs)
		Total Revenue	2,825.14	578.27	762.52
		Profit/(Loss) After Tax	165.82	(106.24)	(5.25)
5.	Foreign investments or Collaborators, if any.	Not Applicable			

II. INFORMATION ABOUT THE APPOINTEE

	Particulars	Mr. Pawan Kumar Todi	Ms. Sarika Mehra
1.	Background Details.	Qualification: B.Com (Hons.).	Qualification: B.Com (Hons.), ACS & ACMA.
2.	Past Remuneration.	Gross Remuneration: Rs. 2,50,000/- plus other allowances and perquisites.	Gross Remuneration: Rs. 1,81,800/- plus other allowances and perquisites.
3.	Recognition or awards.	-	-
4.	Job profile and his suitability	Mr. Pawan Kumar Todi (DIN-00590156) continues to play the pivotal role in shaping the Company's future with his administrative skills, leadership qualities and work experience.	Ms. Sarika Mehra (DIN-06935192) has several years of experience in the fields of Finance, Accounts, Taxation and Secretarial matters.
5.	Remuneration proposed	As per the details given in	As per the details given in



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		Item No. 5 of the explanatory statement.	Item No. 6 of the explanatory statement.
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his/her origin).	The remuneration payable to the Managing Director and Whole-time Director has been benchmarked with the remuneration being drawn by similar positions in industry. Further, the Nomination and Remuneration Committee of the Company, while determining the remuneration of the Managing Director and the Whole-time Director, has taken into account various factors, including their work experience, positive outcome of performance evaluation and the Nomination and Remuneration Policy of the Company.	
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with managerial personnel, if any.	Mr. Pawan Kumar Todi (DIN-00590156), Managing director of the Company is also a promoter of the Company and is related to the entire Promoter Group. He is the father of Mr. Rishi Todi (DIN-00590337) who is one of the Directors' (Non-executive & Non-Independent category) & also belongs to the Promoter Group of the Company. Mr. Pawan Kumar Todi (DIN-00590156) draws remuneration in the capacity of Managing Director. His shareholding as on date is: 12,21,870 Equity Shares representing 20.40% (out of the above, 2,33,160 Equity Shares representing 3.89% are held by him as a Karta of various HUFs).	Ms. Sarika Mehra (DIN-06935192) draws remuneration in the capacity of Executive Director (i.e. a whole time Director.) Besides the above, she does not have any other pecuniary relationship, directly or indirectly with the Company or its managerial personnel. She is not a shareholder of the Company.

III. OTHER INFORMATION

1.	Reasons of loss or inadequate profits	The profits are inadequate due to low volume of business as, the Company is in the nascent stage of its micro finance business expansion and is thus, following a cautious approach. The Company expects a gradual expansion in its overall business operations in the years to come.
2.	Steps taken or proposed to be taken for	The Company is exploring suitable avenues in



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	improvement	the NBFC sector and is hopeful that, with a gradual rise in the growth prospects of the Indian Economy in the near future, the outlook of this sector will gradually improve and would give a level playing field to the Company in realizing the business objectives.
3.	Expected increase in productivity and profits in measurable terms	<p>The Company is in the process of concluding the sale of both its Wind Turbines during this financial year 2022-2023 as their expected life will expire soon. Post the sale of its Wind Turbines, the Company is desirous to pool its resources in expanding its NBFC activities on a larger scale which is expected to boost up the Finance Division of the Company. Further, the Company will continue to remain open to lucrative opportunities in the Power Sector.</p> <p>Further, for improving the income from NBFCs activities and the real estate sector, the Company is exploring suitable business opportunities for growth.</p> <p>Moreover, a Company is desirous to expand its business segment portfolio subject to suitable business opportunities.</p> <p>However, it be noted that Company's expectations or predictions may be 'forward looking statements' within the meaning of applicable securities laws and regulations. The actual results may differ materially from those expressed or implied, depending on various factors including:- the demand supply conditions, change in government regulations, tax regimes, economic development within the country and abroad and such other incidental factors over which, the Company does not have any direct control.</p>

