



**NPR FINANCE LIMITED**

CIN-L65921WB1989PLC047091,

Reg. Office: Todi Mansion, 1, Lu- Shun Sarani, 9<sup>th</sup> Floor, Kolkata-700 073

Phone No. 033 2237 7201, Website : [www.nprfinance.com](http://www.nprfinance.com), E-Mail- [npr1@nprfinance.com](mailto:npr1@nprfinance.com)

**NOTICE**

NOTICE is hereby given that the 34<sup>th</sup> Annual General Meeting (AGM) of the Members of the Company will be held on Tuesday, the 26<sup>th</sup> day of September, 2023, at 11.30 a.m., IST, through Video Conferencing ("VC") / Other Audio Video Means ("OAVM") to transact the following business :

**Ordinary Business:**

- 1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2023 and the Reports of the Auditors and Directors thereon.**
- 2. To appoint a Director in place of Mr. Rishi Todi (DIN-00590337) who retires by rotation and being eligible, offers himself for re-appointment.**

**Special Business:**

- 3. Approval/ ratification of Related Party Transactions.**

To consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary 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."

**Regd. Office**

"Todi Mansion",  
1, Lu-Shun Sarani, 9<sup>th</sup> Floor  
Kolkata-700 073  
Dated: 14.08.2023

By Order of the Board

**For NPR Finance Ltd.**

**Ritika Varma**

**Company Secretary**

**Membership No. F10291**



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**NOTES:**

1. The Ministry of Corporate Affairs (MCA) vide its General Circular No. 10/2022 dated 28<sup>th</sup> December, 2022 and SEBI vide its Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5<sup>th</sup> January, 2023, read with other circulars issued for this purpose from time to time have permitted the companies to conduct their AGMs through Video Conference (VC)/Other Audio-Visual Means (OAVM) facility on or before 30<sup>th</sup> September 2023 in accordance with the framework provided therein. In compliance with the said MCA Circulars, readwith the provisions of the Companies Act, 2013 ("Act"), the provisions of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Secretarial Standard-2(SS-2) on General Meetings as issued by the Institute of Company Secretaries of India (ICSI), the 34<sup>th</sup> AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company at Todi Mansion, 9<sup>th</sup> Floor, 1, Lu Shun Sarani, Kolkata 700073.
2. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
3. The details of persons seeking approval for re-appointment, as required in sub-regulation (3) of Regulation 36 of the Listing Regulations and the Secretarial Standard on General Meetings (SS-2) are annexed to the Notice.
4. All Statutory Registers maintained under the Act, alongwith all documents referred to in the accompanied Notice and the Explanatory Statement setting out the material facts, will be open for inspection at the Registered Office of the Company and also electronically on all working days during working hours upto the date of the AGM. The said documents will also be available for inspection during the AGM in electronic mode. Members seeking to inspect the documents in electronic mode can e-mail their request at: [investors@nprfinance.com](mailto:investors@nprfinance.com). The same will be replied by the Company suitably.
5. Members may visit the Company's corporate website to view the Financial Statements or access information pertaining to the Company.
6. The business set out in the notice will be transacted through remote e-voting and e-voting system during the AGM. Instructions and other information relating to remote e-voting and also e-voting at the AGM are given in the notice under note number 17.
7. Members holding shares in electronic form are requested to intimate immediately any change in their address with pin code or bank mandates to their Depository Participants with whom they are maintaining their demat accounts.
8. Register of Members and Share Transfer Books of the Company in respect of Equity Shares shall remain closed from 20<sup>th</sup> September, 2023 to 26<sup>th</sup> September, 2023 (both days inclusive) for the purpose of AGM.



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9. In view of the requirement for mandatory dematerialization for transfer of securities as per the Regulation 40 of the Listing Regulations, as amended, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them.
10. **As an on-going measure to enhance the ease of doing business for investors in the securities market, SEBI, vide Circular Nos. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 03, 2021 & SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/687 dated December 14, 2021, had prescribed the common and simplified norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC details (i.e. postal address, mobile no., e-mail id, bank details) and Nomination. Further, recently, SEBI has mandated vide its Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, for all the security holders holding securities in physical form to furnish various details /information/ documents referred in the said Circulars, to the Company or its Registrar and Share Transfer Agent ('RTA'). The folios wherein the requisite documents / information are not available on or after 1<sup>st</sup> October, 2023, shall be frozen by the RTA. Relevant details and forms prescribed by SEBI in this regard are available on the website of the Company at [www.nprfinance.com](http://www.nprfinance.com). All shareholders holding shares in physical form have been duly notified of the same by Postal mode of communication. Further, all details in this regard alongwith necessary forms, are available on the website of the Company ([www.nprfinance.com](http://www.nprfinance.com)) via the link: <https://nprfinance.com/investor-services/> .**
11. Pursuant to Section 72 of the Act readwith the Rules thereunder, members holding shares in physical form are advised to file/update nomination in the prescribed Form SH-13 or SH-14 (as applicable), with the Company's RTA. In respect of shares held in electronic/ demat form, the members may please contact their respective depository participant.
12. Members who are holding shares in identical order or names in more than one folio are requested to send the Company/Registrar and Share Transfer Agent, the details of such folios together with the Share Certificates for consolidating their holdings in one such folio.
13. Members are requested to quote their Folio number/DP I.D. and Client I.D. in all correspondence.
14. **Please note that, no claims lie against the Company in respect of unclaimed dividend amounts so transferred to the Investor Education and Protection Fund (IEPF). Claimants may contact the Nodal Officer: Ms. Ritika Varma (Membership No. F10291), Company Secretary, through the dedicated e-mail Id for the said purpose: [unclaimeddividend@nprfinance.com](mailto:unclaimeddividend@nprfinance.com). Alternatively, the claimants may also write their concerns to the Nodal Officer, addressed at the Registered Office. The relevant details in the above matter, including the relevant notification of the Ministry, contact details of the Nodal Officer, access link to the refund webpage of the IEPF Authority website, etc., are**



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**available on the website of the Company via the following link:**  
<https://nprfinance.com/unclaimed-unpaid-dividend-public-deposit/> .

15. The Company has designated an exclusive e-mail id, viz: [investors@nprfinance.com](mailto:investors@nprfinance.com) to enable investors to register their complaints/queries, if any. Alternatively, the members may also write to Ms. Ritika Varma (Membership No. F10291), Company Secretary, at the Registered Office of the Company (Phone Numbers: (033) 2237 7201/02) for the redressal of their queries/redressal of complaints.
16. In line with the MCA & SEBI Circulars the Notice calling the AGM along with Annual Report 2022-23 is being sent only through electronic mode to those members whose e-mail address is registered with the Company or the Depository Participant(s). Members may note that the Notice of AGM along with Annual Report has also been uploaded on the website of the Company at [www.nprfinance.com](http://www.nprfinance.com) , website of BSE Limited at [www.bseindia.com](http://www.bseindia.com) . The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-voting facility and e-voting system during the AGM) at [www.evotingindia.com](http://www.evotingindia.com) .

**17. Voting Through Electronic Means :**

- I. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the MCA Circulars and in terms of the SEBI Circular Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020 regarding e-voting Facility provided by Listed Entities, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
- II. The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- III. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.



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- IV.** Since this AGM is being held through VC/OAVM pursuant to the MCA circulars and SEBI circulars, the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of the MCA circulars and SEBI circular, the facility for appointment of proxies by the members will not be available for this AGM and hence the proxy form and attendance slip are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
- V.** The AGM has been convened through VC/OAVM in compliance with applicable provisions of the SEBI Regulations (as amended) readwith SEBI Circular Nos. (i) SEBI/HO/CFD/CMD1/CIR/P/2020/79, dated 12<sup>th</sup> May, 2020, (ii) SEBI/HO/CFD/CMD2/CIR/P/2021/11, dated January, 15, 2021, (iii) SEBI/HO/CFD/CMD2/CIR/P/2022/62, dated 13<sup>th</sup> May, 2022, (iv) SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5<sup>th</sup> January, 2023, the provisions of Companies Act, 2013 (& the Rules made thereunder), read with MCA Circular Nos.: (i)14/2020, dated April 8, 2020, (ii)17/2020, dated April 13, 2020, (iii)20/2020, dated May 5, 2020, (iv) 02/2021, dated January 13, 2021, (v) 19/2021, dated December 8, 2021, (vi) 21/2021, dated December 14, 2021, (vii) 2/2022, dated May 5, 2022, (viii) 10/2022 dated 28<sup>th</sup> December, 2022.

**THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:**

- (i) The e-voting period begins on 23<sup>rd</sup> September, 2023 at 9.00 a.m. (IST) and ends on 25<sup>th</sup> September, 2023 at 5.00 p.m. (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 19<sup>th</sup> September, 2023, may cast their vote by e-voting. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.



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In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"><li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li><li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li><li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li><li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also</li></ol>





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able to directly access the system of all e-Voting Service Providers.

Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"><li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li></ol>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting



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**Participants**

period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at the Toll free no.: 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

1. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
2. Click on "Shareholders" module.
3. 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
6. If you are a first time user follow the steps given below:





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	<b>For Shareholders holding shares in Demat Form other than individual and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li></ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"><li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li></ul>

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN **230828046** for the relevant Company Name i.e. **NPR FINANCE LIMITED** on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.



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- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) **Facility for Non – Individual Shareholders and Custodians-Remote e-voting**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cDSLindia.com](mailto: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 linked in the login should be mailed to [helpdesk.evoting@cDSLindia.com](mailto: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.
  - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [investors@nprfinance.com](mailto:investors@nprfinance.com) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.



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4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance upto the cut-off date for the AGM, mentioning their name, demat account number/folio number, email id, mobile number at [investors@nprfinance.com](mailto:investors@nprfinance.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries upto the cut-off date for the AGM, by mentioning their name, demat account number/folio number, email id, mobile number at [investors@nprfinance.com](mailto:investors@nprfinance.com). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL / MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY / DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [investors@nprfinance.com](mailto:investors@nprfinance.com) / [nichetechpl@nichetechpl.com](mailto:nichetechpl@nichetechpl.com) .



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2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at the Toll free no.: 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at the Toll free no.: 1800 22 55 33.

18. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority Letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote through e-mail at [csniazahmed@gmail.com](mailto:csniazahmed@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). without which the vote shall not be treated as valid.

19. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 19<sup>th</sup> September, 2023. A person who is not a member as on cut-off date should treat this notice for information purpose only.

20. The shareholders shall have one vote per equity share held by them as on the cut-off date of 19<sup>th</sup> September, 2023. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.

21. We thank you for registering your e-mail address and supporting the Green Initiative drive. Persons who have not registered their email addresses with the company or wish to update the same : please register /update the same with your Depository Participant if you are holding shares in dematerialized form or with the Company or our Registrar and Share Transfer Agent, viz., Niche Technologies Private Limited at 3A, Auckland Place, 7<sup>th</sup> Floor, Room No. 7A & 7B, Kolkata 700 017 (Contact No. (033) 2280 6616/17/18, E-mail: [nichetechpl@nichetechpl.com](mailto:nichetechpl@nichetechpl.com)), by submitting Form ISR-1, if you are holding shares in physical form. Further, all details in this regard alongwith necessary forms, are available on the website of the Company ([www.nprfinance.com](http://www.nprfinance.com)).

22. Any person who becomes members of the Company subsequent to the dispatch of the e-mail and holds the shares as on the cut-off date i.e. 19<sup>th</sup> September, 2023, may send a request to the Company / RTA at [investors@nprfinance.com](mailto:investors@nprfinance.com) / [nichetechpl@nichetechpl.com](mailto:nichetechpl@nichetechpl.com) by mentioning the Folio No. / DP ID and Client ID to obtain the User-ID and Password for e-voting.



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23. CS Niaz Ahmed, Practicing Company Secretary (Certificate of Practice Number 5965, Membership No. F9432) has been appointed as the Scrutinizer to scrutinize the entire voting process. The Scrutinizer will submit, not later than two working days from the conclusion of the AGM, the Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairperson of the Company or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
24. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.nprfinance.com](http://www.nprfinance.com) and on the website of CDSL. The same will be communicated to the BSE Ltd., where the Equity Shares of the Company are listed.

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

**Item No. 3**

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 14<sup>th</sup> February, 2023, 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 2023-2024.

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:



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	<b>RELATED PARTY ENTITIES</b>				
<b>Name of the Related Party</b>	<b>Rani Leasings &amp; Finance Private Limited</b>	<b>Star Wire (India) Vidyut Private Limited</b>	<b>GNB Motors Private Limited</b>	<b>Viewlink Highrise LLP</b>	<b>Akshay Vinimay LLP</b>
<b>Name of the Director or Key Managerial Personnel who is related.</b>	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. Rishi Todi is a Designated Partner in the Related Party entity. Further, both Mr. Pawan Kumar Todi & Mr. Rishi Todi are related to 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.
<b>Nature of relationship</b>	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 combined 50% share in its profits & losses.
<b>Nature of</b>	Financial	Financial	Financial	Financial	Financial





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<b>concern or interest (Financial or otherwise)</b>					
<b>Type of transaction</b>	Unsecured Loan (Lending /Borrowing)				
<b>Nature, material terms, monetary value and particulars of the contract or arrangement:</b>					
<b>Loan proposed to be given</b>	500 lakhs	500 lakhs	200 lakhs	500 lakhs	500 lakhs
<b>Loan proposed to be taken</b>	500 lakhs	500 lakhs	200 lakhs	-	-
<b>Proposed Interest Rate</b>	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.
<b>Tenure of the loan</b>	1 year – renewable with mutual consent.	1 year – renewable with mutual consent.	1 year – renewable with mutual consent.	2 years – renewable with mutual consent.	1 year – renewable with mutual consent.
<b>Repayment Schedule</b>	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



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**(b) Other disclosures:**

Particulars	Name of the Related Party				
	Rani Leasings & Finance Private Limited	Star Wire (India) Vidyut Private Limited	GNB Motors Private Limited	Viewlink Highrise LLP	Akshay Vinimay 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.	65.57%	65.57%	26.23%	65.57%	65.57%
I.(ii) The % of the annual turnover, for the immediately preceding financial year, that is represented by the value of the proposed borrowing transaction.	65.57%	65.57%	26.23%	NIL	NIL
<b>II. For transaction related to Loans, inter-corporate deposits, advances or investments made or given by our Company:</b>					
(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.				



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<b>(iv) purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction.</b>	Funds will be utilised towards the meeting of its operational cash-flows, business objectives & requirements.
<b>III. Justification as to why it is in the interest of the Company.</b>	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.
<b>IV. A copy of the valuation or other external party report, if any such report has been relied upon.</b>	The proposed transactions are ordinary course of business transactions at arm's length. All proposed transactions have been examined by the Audit Committee.
<b>V. Any other information that may be relevant</b>	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.

In line with the provisions of the Listing Regulations, no related party of the Company, including the Directors, Key Managerial Persons and the entire Promoter / Promoter Group shall vote to approve such resolution whether they are a related party to the particular transaction(s) or not.

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.

**Regd. Office**

"Todi Mansion",  
1, Lu-Shun Sarani, 9<sup>th</sup> Floor  
Kolkata-700 073  
Dated: 14.08.2023

By Order of the Board  
**For NPR Finance Ltd.**  
**Ritika Varma**  
**Company Secretary**  
**Membership No. F10291**



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**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).**

<b>Name of the Director</b>	Mr. Rishi Todi (DIN-00590337)
<b>Nature of Directorship</b>	Non-Executive Non Independent Director
<b>Date of Birth &amp; Age</b>	01.04.1980 43 years
<b>Date of first Appointment on the Board.</b>	He was first appointed on the Board with effect from 07/09/2005. Subsequently, he resigned with effect from 03/05/2007. He was again appointment with effect from 09/02/2022 and his appointment was confirmed at the Extra-ordinary General Meeting dated 06/05/2022.
<b>Terms and conditions of appointment.</b>	His office will be liable to retirement by rotation. Further, members seeking to inspect the relevant documents in electronic mode can e-mail their request at: <a href="mailto:investors@nprfinance.com">investors@nprfinance.com</a>
<b>Details of Remuneration sought to be paid.</b>	He is a Non-Executive Non Independent Director drawing sitting fees. He drew Sitting Fee of Rs. 45,500/- (subject to tax deduction) for the financial year 2022-2023.
<b>Remuneration last drawn</b>	He is a Non-Executive Non Independent Director drawing sitting fees.
<b>Brief resume / experience and nature of his/her expertise in specific functional areas.</b>	Mr. Rishi Todi (DIN-00590337) leads the Real Estate Division of the NPR Group and has several years of experience in the administration and execution of the Real Estate Projects and also in related liasoning and public relation activities.  The Company has received from him: (i) Consent in writing to act as Director in Form DIR-2 (ii) Intimation in Form DIR-8 to the effect that he is not disqualified under Section 164(2) of the Companies Act, 2013 and (iii) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated 20 <sup>th</sup> June 2018, that he has not been debarred from holding office of a Director by virtue of any Order passed by Securities and Exchange Board of India or any other such authority.
<b>Qualification</b>	B.Sc. (Information System/ Management Study) from the University of Leeds.
<b>Number of shares held in the Company alongwith shareholding as a beneficial owner.</b>	6,55,552 Equity Shares representing 10.95%
<b>Names of listed entities in which the person also holds the directorship and the</b>	He is not a Director of any other listed entity other than NPR Finance Ltd.  Further he has not held Directorship of any other listed entity in the



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<b>membership/ chairpersonship of Committees of the board along with listed entities from which the person has resigned in the past three years.</b>	past three years – hence question of resignation from listed entities in the past three years does not arise.
<b>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.</b>	<b>List of LLPs:</b> <ol style="list-style-type: none"><li>1. Badu Road Developers LLP</li><li>2. Mountview Tracom LLP</li><li>3. Oval Promoters LLP</li><li>4. Viewlink Highrise LLP</li><li>5. Akshay Vinimay LLP</li><li>6. Anaaya Abeer Realty LLP</li><li>7. Aakash Libra Lights LLP</li><li>8. Serene Enclave LLP</li><li>9. PS Nilabhujia Properties LLP</li><li>10. Srijji NPR Realty LLP</li><li>11. Pumpkin Properties LLP</li><li>12. Panchaanan Nirman LLP</li><li>13. Prabhunandan Developers LLP</li><li>14. Belani NPR Projects LLP</li><li>15. Belani NPR Housing LLP</li><li>16. Purti NPR Developers LLP</li><li>17. Bergamot Conbuild LLP</li><li>18. Tamopaha Builcon LLP</li><li>19. NPR Housing LLP</li><li>20. ARYK Realty LLP</li><li>21. Kiwano Realty LLP</li></ol> <b>List of Companies:</b> <ol style="list-style-type: none"><li>1. Indeen Bio Power Limited</li><li>2. GNB Motors Private Limited</li><li>3. NPR Motors Private Limited</li><li>4. Rishi Motors Pvt Ltd</li><li>5. Joolz Creations Private Limited</li><li>6. Vista Plaza Private Limited</li><li>7. Sheersh Enclave Private Limited</li><li>8. Star Wire (India) Vidyut Private Limited</li><li>9. GNB Investment Pvt Ltd</li><li>10. Adya Enclave Pvt Ltd</li><li>11. New Age Enclave Private Limited</li><li>12. Dream Properties Private Limited</li><li>13. Capricon Towers Private Limited</li></ol>



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	14. NPR Developers Private Limited 15. Tanagers Developer Private Limited
<b>Number of Meetings of the Board attended during the year (i.e. F.Y. 2022-2023).</b>	Attended 5 out of 6 number of meetings of the Board held during the financial year 2022-2023.
<b>Disclosure of Relationships between directors inter-se and with the KMPs.</b>	He belongs to the promoter group of the Company. He is the son of Mr. Pawan Kumar Todi (DIN-00590156), who is a Non-executive Non-independent Director & is a Promoter of the Company.

**Note:** The proposal for re-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.

**Regd. Office**

"Todi Mansion",  
1, Lu-Shun Sarani, 9<sup>th</sup> Floor  
Kolkata-700 073  
Dated: 14.08.2023

By Order of the Board  
**For NPR Finance Ltd.**  
**Ritika Varma**  
**Company Secretary**  
**Membership No. F10291**