

NPR FINANCE LIMITED

Todi Mansion, 1, Lu- Shun Sarani, 9th Floor, Kolkata-700 073
CIN-L65921WB1989PLC047091 , E-Mail- npr1@nprfinance.com
Phone No. 033 2237 7201, Website : www.nprfinance.com

(ANNEXURE TO THE NOTICE FOR THE 28TH ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON 14TH SEPTEMBER, 2017)

1. Name and Registered Address of the Sole/First named Member :

2. Name of the Joint Holder(s) (if any) :

3. Registered Folio No./DP ID & Client ID No. :

4. No. of Equity Share(s) held :

Dear Shareholder(s),

Subject: Process and manner for availing Remote E-voting facility

Pursuant to Provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide Remote E-voting facility to the members to cast their votes electronically on all resolutions proposed to be considered at the Annual General Meeting (AGM) to be held on Thursday, the 14th day of September, 2017 at 11.00 a.m. at Jhajharia Committee Room, Merchant Chamber of Commerce, 15-B, Hemanta Basu Sarani, 2nd Floor, Kolkata- 700 001 and at any adjournment thereof.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the remote e-voting facility. The remote e-voting facility is available at the link <https://www.evotingindia.com>.

The particulars of Remote E-voting are set out below:

Electronic Voting Sequence Number (EVSN)	User ID	PAN / Sequence No.
170802016		

The Remote E-voting facility will be available during the following voting period:

Remote e-Voting Start On	Remote e-Voting End On
Monday, 11 th September, 2017 at 09:00 A.M. (IST)	Wednesday, 13 th September, 2017 at 05:00 P.M. (IST)

Please read the instructions mentioned in the Notice of the AGM before exercising your vote.

**By Order of the Board
For NPR Finance Ltd**

**Sarika Mehra
Executive Director
& Company Secretary
DIN-06935192**

Place : Kolkata
Date : 31.07.17

Encl: AGM Notice / Attendance Slip / Proxy Form



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Phone No. 033 2237 7201, Website : www.nprfinance.com

NOTICE

NOTICE is hereby given that the 28th Annual General Meeting (AGM) of the Members of the Company will be held on Thursday, the 14th day of September, 2017 at Jhajharia Committee Room, Merchant Chamber of Commerce, 15-B, Hemanta Basu Sarani, 2nd Floor, Kolkata- 700 001 (please refer to the Direction Guide as provided in this Notice) at 11.00 a.m. to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2017, and the Reports of the Auditors and Directors thereon.
2. To appoint a Director in place of Mr. Nandlal Todi (DIN 00581581) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s. Deoki Bijay & Co. (Firm Registration No. 313105E), Chartered Accountants of 213C, Jabakusum House, 34, Chittaranjan Avenue, Kolkata 700 012, as the Statutory Auditor of the Company from the conclusion of the 28th Annual General Meeting till the conclusion of the 33rd Annual General Meeting of the Company and to authorise the Board of Directors to fix their remuneration and in this regard, to consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary 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 213C, Jabakusum House, 34, Chittaranjan Avenue, Kolkata 700 012, be and is hereby appointed as the Statutory Auditor of the Company from the conclusion of the 28th AGM till the conclusion of the 33rd AGM, subject to ratification thereof at every AGM, at such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditor, plus applicable Goods and Service Tax.”

Special Business:

4. **Appointment of Mr. Ashok Bhandari (DIN-00012210) as an Independent Director.**

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

“RESOLVED THAT pursuant to the Articles of Association of the Company, provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules made there under read with Schedule IV to the Act, including any statutory modifications and amendments thereof, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Mr. Ashok Bhandari (DIN-00012210), additional director of the Company, whose term expires at the 28th Annual General Meeting, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years from the conclusion of the 28th Annual General Meeting.”

5. **Approval of revised remuneration of Mr. Pawan Kumar Todi (DIN-00590156), Managing Director, with effect from 1st June, 2017.**

To consider and if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to sections 196, 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) readwith Schedule V thereto, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 or any statutory modification(s) and/or re-enactment thereof, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), and the provisions of the Articles of Association of the Company, the terms and conditions, including remuneration, of Mr. Pawan Kumar Todi



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(DIN 00590156) as the Managing Director of the Company, be and is hereby revised and approved for his remaining tenure with effect from 1st June, 2017, in the manner as is morefully described in the explanatory statement.

FURTHER RESOLVED THAT notwithstanding anything herein above stated where in any financial year closing on or after March 31, 2017, 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 above remuneration including any revision thereof, by way of salary and other allowances, perquisites, etc. as a minimum remuneration, but not exceeding the limits specified under Section II of Part II of Schedule V to the Companies Act, 2013, or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration.

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 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) shall be at liberty to alter and vary the terms and conditions and/or remuneration, subject to the same not exceeding the limits specified under Schedule V to the Act and the rules made there under or any statutory modification(s) or re-enactment(s) thereof.

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."

6. Variation in terms of appointment of Ms. Sarika Mehra (DIN-06935192).

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

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 ("the Act"), read with Schedule V of the Companies Act, 2013, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the approval of the Company be and is hereby accorded to vary the terms of appointment of Ms. Sarika Mehra (DIN-06935192), by making her office liable to retire by rotation.

FURTHER RESOLVED THAT the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) shall be at liberty to alter and vary the terms and conditions and/or remuneration, in a manner as it may deem fit.

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

7. 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, Related Party Transactions entered into /proposed to be entered into by the Company as set out in the explanatory statement be and are hereby ratified/approved."

Regd. Office:
"Todi Mansion",
1, Lu-Shun Sarani, 9th Floor
Kolkata-700 073
Dated : 31.07.2017

BY ORDER OF THE BOARD
For NPR Finance Ltd.

SARIKA MEHRA
Executive Director &
Company Secretary
DIN 06935192



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NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.**
A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENTAGE OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENTAGE OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
2. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
3. Pursuant to the provisions of the Secretarial Standard-2 issued by the Institute of Company Secretaries of India (ICSI), a route map (direction guide) of the AGM venue alongwith the landmark is appended to the Notice for a quick reference of the members.
4. The Explanatory Statement as required under Section 102 of the Companies Act, 2013, in respect of business under Item Nos. 4 to 7 is annexed hereto.
5. The details of person seeking appointment / re- appointment/revision in terms and conditions, as required in sub-regulation (3) of Regulation 36 of the Listing Regulations and the Secretarial Standard on General Meetings (SS-2) is annexed hereto. Requisite declarations have been received in this regard.
6. Documents, if any, referred to in the accompanied Notice and the Explanatory Statement setting out the material facts are open for inspection at the Registered Office of the Company on all working days during working hours upto the date of the AGM.
7. Members may visit the Company's corporate website to view the Financial Statements or access information pertaining to the Company. Queries, if any, should be sent at least 10 days before the AGM to the Executive Director & Company Secretary at the Registered Office of the Company.
8. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
9. The business set out in the notice will be transacted through remote e-voting and Voting through Ballot at the Annual General Meeting. Instructions and other information relating to e-voting are given in the notice under note number 23. The Company will also send communication relating to remote e-voting which, *inter alia*, would contain details about user ID and password, along with a copy of this notice to the members, separately.
10. 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 and members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company/Registrar and Share Transfer Agent, i.e. : Niche Technologies Private Ltd., D-511 , Bagree Market, 5th Floor, 71, B.R.B. Basu Road, Kolkata 700 001, Phone Nos. (033) 2235-7270/7271, 2234-3576, Fax: (033) 2215- 6823 – alongwith the necessary supporting documents.
11. Corporate members are requested to send to the Company, a copy of the Board Resolution, duly certified, authorising their respective representatives to attend and vote at the Annual General Meeting.
12. Register of Members and Share Transfer Books of the Company in respect of Equity Shares shall remain closed from the 8th September, 2017 to the 14th September, 2017 (both days inclusive).
13. In case, the mailing address mentioned in this Annual Report is without the PIN CODE, members are requested to kindly inform their PIN CODE immediately.



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14. Non- Resident Indian Shareholders are requested to inform the Company immediately:
 - a. the change in residential status on return to India for permanent settlement.
 - b. the particulars of NRE Bank Account maintained in India with complete name and address of the Bank, if not furnished earlier.
15. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's Registrar & Share Transfer Agent. In respect of shares held in electronic/ demat form, the members may please contact their respective depository participant.
16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to their depository participants. Members holding shares in physical form can submit their PAN to the Company's Registrar M/s. Niche Technologies Private Limited, D-511, Bagree Market, 71, B.R.B. Basu Road, Kolkata 700 001 , alongwith the enclosed Form.
17. 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.
18. Members are requested to quote their Folio number/DP I.D. and Client I.D. in all correspondence.
19. A Member or his Proxy is requested to produce at the entrance of the Meeting Hall, attendance slip forwarded to the member duly completed and signed by the member.
20. Members are requested to note that trading in Securities of the Company are compulsorily in dematerialized form only. Hence members who are yet to dematerialise their shares are advised to do so. The Company has entered into agreements with National Securities Depositories Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) for Demat facilities.
21. The Company has designated an exclusive e-mail id, viz : investors@nprfinance.com to enable investors to register their complaints/queries, if any. Alternatively, the members may also write to Ms. Sarika Mehra(DIN-06935192), Executive Director & Company Secretary, at the Registered Office of the Company (Phone Numbers : (033) 2237 7201/02) for the redressal of their queries/redressal of complaints.
22. The Notice of the AGM along with the Annual Report for the Financial Year 2016-17 are being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the said documents. For Members who have not registered their e-mail addresses, physical copies of the above mentioned documents are being sent. All these above mentioned documents will also be available on the Company's website www.nprfinance.com for download by the shareholders. We, request shareholders to update their e-mail address with their depository participant to ensure that the annual reports and other documents reaches them on their preferred e-mail address. Shareholders holding shares in physical form may intimate us their e-mail address along with name, address and folio no. for registration at investors@nprfinance.com.
23. **Voting Through Electronic Means** :
 - I. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 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, the Company is pleased to offer Electronic Voting facility (remote e- voting) to its members to cast their votes electronically on all resolutions set forth in this Notice. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).
 - II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.



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III. The process and manner for remote e-voting are as under:

- (i) The remote e-voting period begins on 11th September, 2017 at 9.00 a.m. (IST) and ends on 13th September, 2017 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 7th September, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
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">● Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.● In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format
Bank Account Number(DBD)	Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio. <ul style="list-style-type: none">● Please Enter the DOB or Bank Account Number in order to Login.● If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Company Name i.e. **NPR FINANCE LIMITED** on which you choose to vote.



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- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) 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.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 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.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact them at 1800 2005533.
24. 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 authorized signatory(ies) who are authorized to vote through e-mail at csniazahmed@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com on or before 13th September, 2017 upto 5:00 p.m. without which the vote shall not be treated as valid.
25. 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 7th September, 2017. A person who is not a member as on cut off date should treat this notice for information purpose only.
26. The shareholders shall have one vote per equity share held by them as on the cut-off date of 7th September, 2017. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
27. Only those members who attend the AGM, holding shares either in physical form or in dematerialized form, and are entitled to vote as on the cut-off date of 7th September, 2017, but have not exercised their right to vote by electronic means, can cast their vote at the Annual General Meeting. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote, provided the votes are not already cast by remote e-voting by the first holder.



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28. Notice of the Annual General Meeting along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
29. Investors who became members of the Company subsequent to the dispatch of the Notice / e-mail and holds the shares as on the cut-off date i.e. 7th September, 2017 are requested to send the written / e-mail communication to Company at npr1@nprfinance.com or its Registrar and Share Transfer Agent, i.e. : M/s Niche Technologies Private Ltd. at nichetechpl@nichetechpl.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
30. Mr. Niaz Ahmed, Practicing Company Secretary (Certificate of Practice Number 5965, Membership No. 15555) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
31. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website 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. 4

Mr. Ashok Bhandari (DIN-00012210) was appointed as an Additional Director of the Company with effect from 22nd May, 2017. In terms of section 161 of the Act, his tenure expires at the conclusion of the 28th AGM.

In terms of Section 149 of the Companies Act, 2013 ("Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014, the Independent Directors shall hold office for a period of upto 5 consecutive years and shall not be liable to retire by rotation. They may be appointed for a maximum of two consecutive terms of 5 years each.

Accordingly, it is being proposed to appoint him for a period of five years with effect from the conclusion of the 28th AGM till the 33rd AGM.

He is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. The Company has received the consent letter of Mr. Ashok Bhandari (DIN-00012210) in Form DIR- 2. The Company has also received his declaration that he meets with the criteria of independence as prescribed under Section 149(6) of the Act. The Board of Directors considered the matter of his appointment in its meeting held on 22nd May, 2017, and felt that his association with the Company would be of immense benefit to the Company and has proposed his appointment as Independent Director under Section 149 of the Act to hold office for a term of five consecutive years commencing from the conclusion of 28th Annual General Meeting of the Company. In the opinion of the Board, he fulfills all conditions of appointment as Independent Director as specified in the Act and the Listing Regulations.

The disclosure in terms of Regulation 36(3) of the Listing Regulations and the Secretarial Standard on General Meetings (SS-2) is provided by way of Annexure to the Notice.

Copy of the draft letter for appointment of Mr. Ashok Bhandari (DIN-00012210) as an Independent Director, setting out the terms and conditions would be available 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.

Mr. Ashok Bhandari (DIN-00012210) is a Chartered Accountant having several years of rich and versatile experience in various fields of operational management, finance and taxation. His enriched experience and knowledge is expected to benefit the Company and would further add to the increasing diversity of the Board, which may lead to greater creativity, innovativeness and quality decision making.

Mr. Ashok Bhandari (DIN-00012210) is interested in the above resolution as it relates to his own appointment. Save and except the above, no 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 Board recommends the resolution set forth in the Item No. 4 of the Notice for approval of the members with effect from the conclusion of the 28th AGM.



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Item No. 5

Mr. Pawan Kumar Todi (DIN-00590156) was re-appointed as the Managing Director of the Company at the 25th Annual General Meeting (AGM) held on 19th September, 2014, with effect from 1st November, 2014, for a term of five years.

In terms of Schedule V of the Act, the special resolution passed for payment of remuneration in this regard shall be valid for a period not exceeding three years.

In lieu of the above, fresh resolution is to be passed for his revised remuneration for his remaining tenure as the Managing Director.

Mr. Pawan Kumar Todi (DIN-00590156) is a Key Managerial Personnel pursuant to the provisions of Section 203 of the Act read with the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 and also belongs to the promoter group. He therefore comes under the purview of "Related Party" as per the definition of Related Party given in Section 2(76) of the Companies Act, 2013. In terms of Regulation 23 of the Listing Regulations, all related party transactions require the prior approval of the Audit Committee. Accordingly, the proposed revision in the terms and conditions of Mr. Pawan Kumar Todi (DIN-00590156) has also been approved by the Audit Committee, besides the Nomination and Remuneration Committee and the Board. Further the proposed revision is in accordance with the Nomination and Remuneration Policy of the Company.

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. Thus the revised terms and conditions may be considered to be apt and prudent.

Besides his existing duties & responsibilities, he is supposed to 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 revised terms and conditions are as under:

A. SALARY

1. Basic: ₹ 1,50,000/- (Rupees One Lakh Fifty Thousand Only) per month.
2. Special Allowance: ₹ 25,000/- (Rupees Twenty Five Thousand Only) per month.
3. Conveyance Allowance: ₹ 20,000/- (Rupees Twenty Thousand Only) per month.
4. House Rent Allowance: ₹ 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, within the limit as is envisaged under the 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 Mediciam Insurance.
- ii. Major hospitalization expenses for him and his family which are not payable under Mediciam 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 45 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, however that, the total remuneration including perquisites shall be within the ceiling laid down in sections 197, 198, Schedule V and all other applicable provisions of the Act as may be amended from time to time.

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.

The said revised terms are within the guidelines of Schedule V of the Companies Act, 2013.

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

Your Board therefore seeks approval for the aforementioned revision in the terms and conditions for his remaining tenure with effect from 1st June, 2017, by way of a special resolution.

Mr. Pawan Kumar Todi (DIN-00590156) is interested in the above agenda as it relates to his remuneration revision. Further, Mr. Nandlal Todi (DIN-00581581), being the relative of Mr. Pawan Kumar Todi (DIN-00590146), is also interested in the above agenda. Save and except the above, 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.

Item No. 6

Ms. Sarika Mehra (DIN-06935192) was appointed as an Executive Director of the Company at the 25th Annual General Meeting (AGM) held on 19th September, 2014 for a period of five years. The Board was empowered at the said AGM to alter the terms and conditions, relating to her appointment, including remuneration. She is also the Company Secretary of the Company.

Section 152 of the Act provides that, atleast two-third of the total directors excluding the Independent Directors will be liable to retire by rotation. Out of such directors, atleast one-third of the Directors are supposed to retire by rotation at every AGM. Accordingly, it is being proposed to make her office liable to retire by rotation.

The other terms and conditions of her appointment shall remain unchanged.



NPR FINANCE LIMITED

Ms. Sarika Mehra (DIN-06935192) is a Key Managerial Personnel pursuant to the provisions of Section 203 of the Act read with the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014. She therefore comes under the purview of "Related Party" as per the definition of Related Party given in Section 2(76) of the Companies Act, 2013. In terms of Regulation 23 of the Listing Regulations, all related party transactions require the prior approval of the Audit Committee. Accordingly, the aforementioned agenda has also been approved by the Audit Committee, besides the Nomination and Remuneration Committee and the Board. Further the proposed revision is in accordance with the Nomination and Remuneration Policy of the Company.

Further, the requisite disclosures required in terms of Regulation 36(3) of the Listing Regulations and the Secretarial Standard on General Meetings (SS-2) are provided by way of Annexures to the Notice.

Considering the fact that Ms. Sarika Mehra (DIN-06935192) has several years of experience in Finance, Accounts, Taxation, Legal and Secretarial fields, the proposed revision in the terms and conditions of her appointment is prudent and beneficial for the Company.

The Board recommends the ordinary resolution set forth in the Item No. 6 of the Notice for approval of the members with effect from the conclusion of the 28th AGM.

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

Item No. 7

The Company has been gradually reducing its financing activities over the past few years on account of stiff competition and is 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. Further, the amount is repayable on demand and can easily be liquidated.

The Company has recorded an interest income of ₹ 237.93 lakhs in the financial year under review and ₹ 252.68 lakhs in the previous financial year, on account of inter-corporate deposits from related parties.

The Audit Committee at its Meeting held on 11th February, 2017, 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 ₹ 1 Crore per Related Party Transaction that are repetitive in nature, for the financial year 2017-18.

In terms of sub-regulation 4 of Regulation 23 of the Listing Regulations, all material related party transactions shall require the approval of the shareholders by way of an ordinary resolution.

It be noted that the entities mentioned hereunder, are "Related Party" in terms of sub-section 76 of section 2 of the Act and/or sub-regulation (1)(zb) of Regulation 2 of the Listing Regulations. Accordingly, it is proposed to ratify /approve the following transactions.

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 (Enterprises where control Exist).	Name of the Director or Key Managerial Personnel who is related.	Nature of relationship	Nature, material terms, monetary value and particulars of the contract or arrangement
GNB Motors Private Limited	Mr. Pawan Kumar Todi & Mr. Nandlal Todi	Mr. Pawan Kumar Todi is a Director in the Related Party entity. Further, both Mr. Pawan Kumar Todi & Mr. Nandlal Todi are relatives of the Directors of the Related Party.	1. Unsecured Loan 2. Payable on Demand at an interest of 9-12% p.a. 3. Amount of Loan given : ₹ 728 Lakhs. 4. Refund of loan given: ₹ 412.50 Lakhs. 5. Amount of Loan proposed to be given : ₹ 2000 Lakhs.

Name of the Related Party (Enterprises where control Exist).	Name of the Director or Key Managerial Personnel who is related.	Nature of relationship	Nature, material terms, monetary value and particulars of the contract or arrangement
Silva Computech Private Limited	Mr. Ashok Kumar Shah, Mr. Pawan Kumar Todi & Mr. Nandlal Todi.	Mr. Ashok Kumar Shah is a Director in the Related Party entity. Mr. Ashok Kumar Shah is the CFO of the Company. Further, Mr. Nandlal Todi and Mr. Pawan Kumar Todi are the shareholders of the related party entity.	1. Unsecured Loan 2. Payable on Demand at an interest of 9-12% p.a. 3. Amount of Loan given : ₹ 18 Lakhs. 4. Amount of Loan proposed to be given : ₹ 100 Lakhs.
Matra Studio LLP	Mr. Pawan Kumar Todi & Mr. Nandlal Todi	Relatives of one of the Designated Partners of the Related Party.	1. Unsecured Loan 2. Payable on Demand at an interest of 9-12% p.a. 3. Amount of Loan proposed to be given : ₹ 60 Lakhs.
Mountview Tracom LLP	Mr. Pawan Kumar Todi & Mr. Nandlal Todi	Relatives of one of the Designated Partners of the Related Party.	1. Unsecured Loan 2. Payable on Demand at an interest of 9-12% p.a. 3. Amount of Loan proposed to be given : ₹ 120 Lakhs.
Sheersh Enclave Private Limited (formerly, Rose Velly Enclave Private Limited)	Mr. Pawan Kumar Todi & Mr. Nandlal Todi	Relatives of the Directors of the Related Party.	1. Unsecured Loan 2. Payable on Demand at an interest of 9-12% p.a. 3. Amount of Loan proposed to be given : ₹ 50 Lakhs.
Oval Promoters LLP	Mr. Pawan Kumar Todi & Mr. Nandlal Todi	Relatives of one of the Partners of the Related Party.	1. Unsecured Loan 2. Payable on Demand at an interest of 9-12% p.a. 3. Amount of Loan proposed to be given : ₹ 200 Lakhs.
Star Wire(India) Vidyut Private Limited	Mr. Pawan Kumar Todi & Mr. Nandlal Todi	Relatives of two of the Directors of the Related Party.	1. Unsecured Loan 2. Payable on Demand at an interest of 9-12% p.a. 3. Refund of Loan given : ₹ 340 Lakhs. 4. Amount of Loan proposed to be given : ₹ 1000 Lakhs.
TP Farms Private Limited	Mr. Pawan Kumar Todi & Mr. Nandlal Todi	Relatives of one of the Directors of the Related Party.	1. Unsecured Loan 2. Payable on Demand at an interest of 9-12% p.a. 3. Refund of Loan given : ₹ 90 Lakhs. 4. Amount of Loan proposed to be given : ₹ 100 Lakhs.
Viewlink Highrise LLP (formerly, Viewlink Highrise Private Limited)	Mr. Pawan Kumar Todi & Mr. Nandlal Todi	Mr. Pawan Kumar Todi is a Partner in the Related Party entity. Further, both Mr. Pawan Kumar Todi & Mr. Nandlal Todi are relatives of the Partners of the Related Party Entity.	1. Unsecured Loan 2. Payable on Demand at an interest of 9-12% p.a. 3. Amount of Loan given : ₹ 336.53 Lakhs. 4. Amount of Loan proposed to be given : ₹ 600 Lakhs.



NPR FINANCE LIMITED

Name of the Related Party (Enterprises where control Exist).	Name of the Director or Key Managerial Personnel who is related.	Nature of relationship	Nature, material terms, monetary value and particulars of the contract or arrangement
New Age Enclave Private Limited	Mr. Pawan Kumar Todi & Mr. Nandlal Todi	Relatives of the Directors of the Related Party.	1. Unsecured Loan 2. Payable on Demand at an interest of 9-12% p.a. 3. Amount of Loan proposed to be given : ₹ 100 Lakhs.
Badu Road Developers LLP	Mr. Pawan Kumar Todi & Mr. Nandlal Todi	Relatives of two partner Companies of the Related Party.	1. Unsecured Loan 2. Payable on Demand at an interest of 9-12% p.a. 3. Amount of Loan proposed to be given : ₹ 200 Lakhs.

Mr. Pawan Kumar Todi (DIN-00590156), Managing Director, Mr. Nandlal Todi (DIN-00581581), Director of the Company, being the Director(s)/relative(s) of the Directors/Designated Partners in the aforesaid related party entities and the entire promoter group being related to the aforesaid Directors, are interested in the aforesaid 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. In terms of sub-regulation 4 of Regulation 23 of the Listing Regulations, the related parties shall abstain from voting on such resolutions.

All the aforesaid transactions made / proposed to be made are /shall be at arm's length and in the ordinary course of business.

The Resolution provided in the Notice, being in the interest of the Company, is proposed by the Directors for the consent and approval of the shareholders by way of an Ordinary Resolution.

BY ORDER OF THE BOARD
For NPR Finance Ltd.

Place : Kolkata
Date : 31.07.2017

SARIKA MEHRA
Executive Director &
Company Secretary
DIN 06935192



NPR FINANCE LIMITED

ANNEXURE TO THE NOTICE

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT/REVISION IN REMUNERATION/VARIATION IN TERMS OF 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. Nandlal Todi (DIN-00581581)	Mr. Ashok Bhandari (DIN-00012210)	Mr. Pawan Kumar Todi (DIN-00590156)	Ms. Sarika Mehra (DIN-06935192)
Nature of Directorship	Non-Executive Non-Independent Director	Non-Executive Independent Director	Managing Director	Executive Director
Date of Birth	30.05.1931	02.02.1953	02.06.1953	21.10.1974
Date of Appointment	30.06.2006	22.05.2017	Re-appointed as Managing Director with effect from 01.11.2014	28.07.2014
Age	86 years	64 years	64 years	43 years
Terms and conditions of appointment / re-appointment.	Retiring by rotation at the 28 th Annual General Meeting and being eligible seeks re-appointment.	Please refer to the Explanatory Statement.	Please refer to the Explanatory Statement.	Please refer to the Explanatory Statement.
Details of Remuneration sought to be paid.	He is a Non-executive director drawing sitting fees.	He is a Non-executive director drawing sitting fees.	Please refer to the Explanatory Statement.	No proposed change in her remuneration.
Remuneration last drawn	He is a Non-executive director drawing sitting fees.	He is a Non-executive director drawing sitting fees.	₹ 90,000/- per month plus other allowances and perquisites:- till 31.05.2017.	No proposed change in her remuneration. Remuneration last drawn : ₹ 1,00,350/- per month plus other allowances and perquisites purely in the capacity of Company secretary and no additional remuneration has been paid for holding the directorship of the Company.
Brief resume / experience and nature of his / her expertise in specific functional areas.	He has 65 years of working experience in the field of Manufacturing, Trading and export. His pioneering work in introducing Hire Purchase of the Commercial vehicles in Eastern India 58 years ago led to the formation of NPR Finance Ltd. in 1989.	He has 35 years of experience in various fields of Operational Management, Finance and Taxation.	He has vast knowledge in the area of Finance, Investments, Trading, Renewable energy business and also real estate business. He has an overall business experience of about 42 years.	She has 17 years of experience in the field of Finance, Accounts, Taxation and Secretarial matters.



NPR FINANCE LIMITED

Name of the Director	Mr. Nandlal Todi (DIN-00581581)	Mr. Ashok Bhandari (DIN-00012210)	Mr. Pawan Kumar Todi (DIN-00590156)	Ms. Sarika Mehra (DIN-06935192)
Qualification	B.Com (Hons.)	B.Sc. (Hons.), Chartered Accountant.	B.Com (Hons.)	B.Com (Hons.), ACS & ACMA.
Number of shares held in the Company.	3,40,888 Equity Shares (5.69%).	Nil	7,94,210 Equity Shares (13.26%).	Nil
Names of other companies/LLPs in which the person also holds the directorship/is a Partner/Designated Partner.	1. Ace Impex Pvt. Ltd. 2. NPR Motors Private Limited. 3. Rishi Motors Pvt. Ltd. 4. Shristi Developers Private Limited. 5. Ganesh Narayan Brijlal Private Limited. 6. Rani Leasings & Finance Private Limited. 7. Anuttam Enclave Private Limited. 8. Zee ABC Agro Industries Private Limited.	1. Intrasoft Technologies Limited. 2. Maitan Alloys Ltd. 3. Ragini Finance Limited. 4. N.B.I. Industrial Finance Company Ltd. 5. Shree Capital Services Ltd. 6. Digvijay Finlease Limited. 7. Aum Capital Market Private Limited. 8. Cast Solutions Limited. 9. Cem Logistics Private Limited. 10. Shreecap Holdings Private Limited.	1. Viewlink Highrise LLP (Individual Partner). 2. Frontline Global Services Pvt. Ltd. 3. Tamal Stationers Pvt. Ltd. 4. GNB Motors Private Limited. 5. Lime Light Holdings Pvt. Ltd. 6. Regent Enclave Private Limited. 7. Bengal NPR Housing Development Limited. 8. Rani Leasings & Finance Private Limited. 9. GNB Investment Pvt. Ltd. 10. NSP Finance Pvt. Ltd. 11. E I Investments Pvt. Ltd. 12. Global Developers Private Limited. 13. Dream Properties Private Limited. 14. Zee ABC Agro Industries Private Limited.	1. Designated Partner of Anaaya Abeer Realty LLP.
Number of Meetings of the Board attended during the year (i.e. F.Y. 2016 - 2017).	Attended all the four (4) meetings of the Board held during the Financial Year 2016-17.	Not a Director of the Company in the financial Year 2016 - 17.	Attended all the four (4) meetings of the Board held during the Financial Year 2016-17.	Attended all the four (4) meetings of the Board held during the Financial Year 2016-17.



NPR FINANCE LIMITED

Name of the Director	Mr. Nandlal Todi (DIN-00581581)	Mr. Ashok Bhandari (DIN-00012210)	Mr. Pawan Kumar Todi (DIN-00590156)	Ms. Sarika Mehra (DIN-06935192)
Memberships / Chairmanships of Committees on the Board of other Companies.	Nil	Member of the Stakeholders Relationship Committee and the Nomination and Remuneration Committee of the following Companies: 1. N.B.I. Industrial Finance Company Ltd. 2. Intrasoft Technologies Limited.	Nil	Nil
Disclosure of Relationships between directors inter-se and with the KMPs.	Belongs to the promoter group and is the father of Mr. Pawan Kumar Todi (DIN - 00590156).	Not related to any Director of the Company.	Belongs to the promoter group and is the son of Mr. Nandlal Todi (DIN- 00590156).	Not related to any Director of the Company.

Note:

1. The Committee Memberships and Chairmanships do not include positions in foreign companies, unlisted companies, private companies, position as an advisory board member and position in companies under Section 8 of the Companies Act, 2013. Information pertaining to sitting fees/remuneration paid to the Director who is being appointed/re-appointed and number of Board meetings attended by him during the financial year 2016-17 are provided in the Corporate Governance Report.

2. The proposal for re-appointment/appointment/revision in terms and conditions of appointment and 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 and positive outcome of performance evaluation.



NPR FINANCE LIMITED

DISCLOSURE AS REQUIRED UNDER SCHEDULE V OF THE COMPANIES ACT, 2013 (ITEM NOS. 5 AND 6)

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. 16-17 (₹ In Lakhs)	F.Y. 15-16 (₹ In Lakhs)	F.Y. 14-15 (₹ In Lakhs)
		Total Revenue	4112.99	4405.00	4779.67
		Profit After Tax	293.87	41.31	228.47
5.	Foreign investments or Collaborators, if any.	Not Applicable.			

II. INFORMATION ABOUT THE APPOINTEE

		Mr. Pawan Kumar Todi
1.	Background Details	Qualification : B.Com (Hons.).
2.	Past Remuneration	Gross Remuneration : ₹ 90,000/- plus other allowances and Prerequisites :- till 31.05.2017.
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.
5.	Remuneration proposed	As per the details given in item No. 5 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 origin).	The remuneration payable to the Managing Director has been benchmarked with the remuneration being drawn by similar positions in industry. Further, the Nomination and Remuneration Committee of the Company, while proposing the remuneration of Mr. Pawan Kumar Todi (DIN - 00590156) has also taken into account his work experience 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.



NPR FINANCE LIMITED

III. OTHER INFORMATION

1. Reasons of loss or inadequate profits	The reason for inadequate profit is mainly attributable to the gradual reduction in core business activity of financing of vehicles over a period of last five (5) years .
2. Steps taken or proposed to be taken for improvement	The Company is exploring suitable avenues in the NBFC sector, Renewable energy sector and the Real Estate sector and is hopeful that, with a gradual rise in the growth prospects of the Indian Economy in the near future, the outlook of all the above sectors 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 expecting consistent profitability in the Money-changing and Wind power sectors.</p> <p>For improving the income from NBFCs activities and the real estate sector, the Company is exploring suitable business opportunities for growth.</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>

Regd. Office :
"Todi Mansion",
1, Lu-Shun Sarani, 9th Floor
Kolkata - 700 073
Date : 31.07.2017

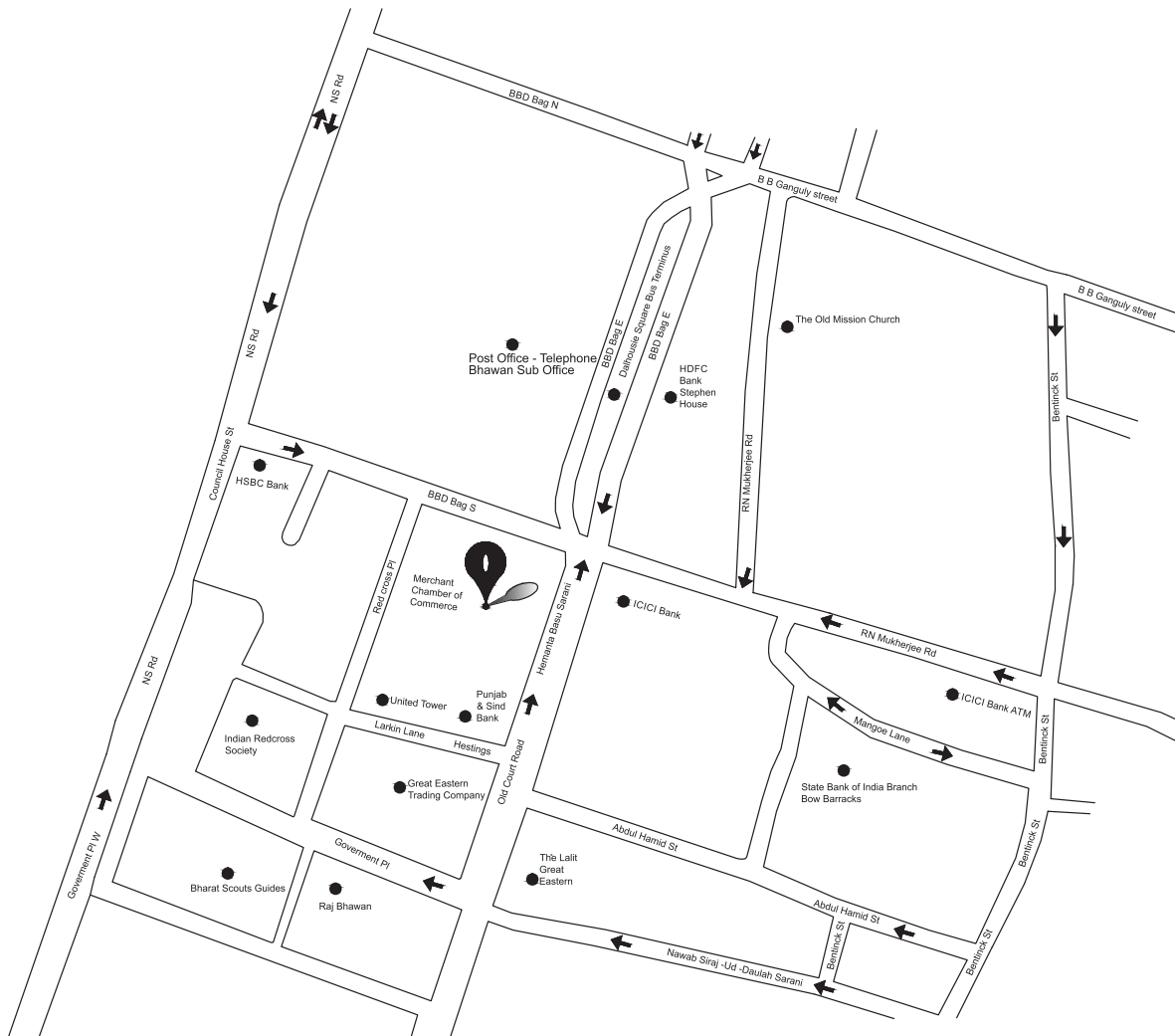
By Order of the Board
For NPR Finance Ltd.

Sarika Mehra
Executive Director &
Company Secretary
Din 06935192



NPR FINANCE LIMITED

MAP (DIRECTION GUIDE) OF THE VENUE OF THE ANNUAL GENERAL MEETING
Jhaharia Committee Room, Merchant Chamber of Commerce,
15-B, Hemanta Basu Sarani, 2nd Floor, Kolkata- 700 001.
(Landmark: Near United Tower Building)





NPR FINANCE LIMITED

Todi Mansion, 1, Lu- Shun Sarani, 9th Floor, Kolkata-700 073
CIN-L65921WB1989PLC047091 , E-Mail- npr1@nprfinance.com
Phone No. 033 2237 7201, Website : www.nprfinance.com

Form No-MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s):
Registered address:
E-mail Id:
Folio No./Client Id. :
DP ID :

I/We, being the member(s) ofshares of the above named Company hereby appoint:

- (1) Name :
Address :
E-mail Id :
Signature :or failing him
- (2) Name :
Address :
E-mail Id :
Signature :or failing him
- (3) Name :
Address :
E-mail Id :
Signature :

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 28th Annual General Meeting of the Company, to be held on Thursday, 14th September, 2017 at Jhaharia Committee Room, Merchant Chamber of Commerce, 15-B, Hemanta Basu Sarani, 2nd Floor, Kolkata- 700 001 at 11.00 a.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	RESOLUTIONS	Optional*	
		For	Against
Ordinary Business			
1.	Adoption of Audited Financial Statements for the year ended 31 st March, 2017 and the Reports of the Auditors and Directors thereon.		
2.	Re-appointment of Mr. Nandlal Todi (DIN-00581581) who retires by rotation and being eligible, offers himself for re-appointment.		
3.	Appointment of M/s Deoki Bijay & Co., Chartered Accountants, as the Statutory Auditor of the Company and to fix their remuneration.		
Special Business			
4.	Appointment of Mr. Ashok Bhandari (DIN-00012210) as an Independent Director.		
5.	Approval of revised remuneration of Mr. Pawan Kumar Todi (DIN-00590156), Managing Director, with effect from 1 st June, 2017.		
6.	Variation in terms of appointment of Ms. Sarika Mehra (DIN-06935192).		
7.	Approval/Ratification of Related Party Transactions.		

Signed this.....day of.....2017
Signature of shareholder.....
Signature of Proxy holder(s).....

Affix Revenue
Stamp not less
than Re.1/-



NPR FINANCE LIMITED

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the resolutions, Explanatory Statement and Notes, please refer to the Notice of the 28th Annual General Meeting.
3. *It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Please complete all details including details of member(s) in above box before submission.



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NPR FINANCE LIMITED

Todi Mansion, 1, Lu- Shun Sarani, 9th Floor, Kolkata-700 073
CIN-L65921WB1989PLC047091, E-Mail- npr1@nprfinance.com
Phone No. 033 2237 7201, Website : www.nprfinance.com

ATTENDANCE SLIP

Annual General Meeting - 14th September, 2017

(To be handed over at the entrance of the Meeting Hall)

Folio No.: _____ DP ID No.: _____ Client ID No.: _____

Name of Member(s): _____

Name of the Proxyholder: _____

Registered Address: _____

Number of Shares Held: _____

I/We hereby record my/our presence at the 28th Annual General Meeting of the Company on Thursday, 14th September, 2017, at Jhajharia Committee Room, Merchant Chamber of Commerce, 15-B, Hemanta Basu Sarani, 2nd Floor, Kolkata- 700 001 at 11.00 a.m.

SIGNATURE OF THE MEMBER/REPRESENTATIVE/PROXY*

***Strike out whichever is not applicable**

Note:

1. Please complete the Folio / DP ID-Client ID No. and name, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL.
2. Electronic copy of the Annual Report for 2016-17 and Notice of the Annual General Meeting (AGM) alongwith Attendance Slip and Proxy Form is being sent to all the members whose e-mail address is registered with the Company/Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
3. Physical copy of the Annual Report for 2016-17 and Notice of the Annual General Meeting alongwith Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose e-mail is not registered or have requested for a hard copy.