



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, Fax No. 033 2237 6111, Website : www.nprfinance.com

NOTICE

NOTICE is hereby given that the 27th Annual General Meeting (AGM) of the Members of the Company will be held on Wednesday, the 21st day of September, 2016 at Jhaharia 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 businesses:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2016, and the Reports of the Auditors and Directors thereon.
2. To appoint a Director in place of Mr. Nandlal Todi (holding DIN 00581581) who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the re-appointment of M/s. R. P. Boobna & Co. (Firm Registration No. 304093E), Chartered Accountants of 209, A.J.C. Bose Road, "Karnani Estate", 2nd Floor, Room No. 87, Kolkata 700 017, as the Statutory Auditors of the Company from the conclusion of the 27th Annual General Meeting till the conclusion of the 28th Annual General Meeting of the Company and to authorize 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 and the Rules framed there under, as amended from time to time, the members do hereby ratify the re-appointment of M/s. R. P. Boobna & Co.(Firm Registration No. 304093E), Chartered Accountants of 209, A.J.C. Bose Road, "Karnani Estate", 2nd Floor, Room No. 87, Kolkata 700 017, as the Statutory Auditors of the Company from the conclusion of the 27th Annual General Meeting till the conclusion of the 28th Annual General Meeting of the Company, at such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors, based on the recommendation of the Audit Committee, plus applicable service tax."

Special Business:

4. 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 is hereby ratified/approved."

Regd. Office:
"Todi Mansion",
1, Lu-Shun Sarani, 9th Floor
Kolkata-700 073
Dated : 11.08.2016

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 No. 4 is annexed hereto.
5. The details of person seeking appointment / re- appointment, is annexed hereto in terms of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has received the consent/declaration for re-appointment under the Companies Act, 2013 and the rules thereunder.
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 between 10.00 a.m. to 2.00 p.m. 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 businesses 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 24. 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 15th September, 2016 to the 21st September, 2016 (both days inclusive).



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13. Electronic Clearing Services (ECS) Facility :-
 - a. To avoid loss of dividend warrants in transit and undue delay in respect of receipt thereof, the Company provides ECS facility to the members. The ECS facility is available at locations identified by the Reserve Bank of India, from time to time and covers most of the cities and towns.
 - b. Members holding shares in the physical form may furnish their details in the prescribed form, which can be obtained from the Registrar & Share Transfer Agents of the Company.
 - c. Members holding shares in the electronic form may furnish their details in the prescribed form, which can be obtained from their respective Depository Participants.
14. 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.
15. 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.
16. 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.
17. 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.
18. 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.
19. Members are requested to quote their Folio number/DP I.D. and Client I.D. in all correspondence.
20. 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.
21. 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.
22. 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.
23. The Notice of the AGM along with the Annual Report for the Financial Year 2015-16 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.



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24. **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.
- III. **The process and manner for remote e-voting are as under:**
 - (i) The remote e-voting period begins on 18th September, 2016 at 9.00 a.m. (IST) and ends on 20th September, 2016 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 14th September, 2016, 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).



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- (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.
- (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 on or after 30th June 2016. 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 200 5533.
25. 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 20th September, 2016 upto 5:00 p.m. without which the vote shall not be treated as valid.



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26. 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 14th September, 2016. A person who is not a member as on cut off date should treat this notice for information purpose only.
27. The shareholders shall have one vote per equity share held by them as on the cut-off date of 14th September, 2016. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
28. 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 14th September, 2016, 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.
29. 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.
30. 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. 14th September, 2016 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.
31. 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.
32. 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

As the scale of core business activity, i.e. financing of three-wheelers has come down substantially, the Company is now 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 on account of inter-corporate deposits of ₹ 252.68 lacs in financial year under review and ₹ 255.32 lacs in the previous Financial Year.

The Audit Committee at its Meeting held on 11th February, 2016, 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 2016-17.

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. Further, in terms of sub-regulation 8 of Regulation 23 of the Listing Regulations, the related party transactions entered into prior to the date of the SEBI notification on Listing Regulations (i.e. 2nd September, 2015), and which may continue beyond such date, are to be placed for the approval of the shareholders.

The Company at its 26th AGM held on 23rd September, 2015, had obtained the consent of the shareholders by way of a special resolution for the approval/ratification of various related party transactions in terms of Section 188 of the Companies Act, 2013 and Clause 49 of the erstwhile Listing Agreement entered with the BSE Ltd. However, in lieu of aforementioned Listing Regulations and section 188 of the Act, the consent of the shareholders is being sought for approval/ratification of all Related Party Transactions entered, along with transactions proposed to be entered in future, even if the transactions are entered in the ordinary course of business and on arm's length by the Company.



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It be noted that the entities mentioned hereunder, are "Related Party" in terms of sub-section 2 of section 76 of the Act and/or sub-regulation 2b of Regulation 2 of the Listing Regulations. Accordingly, it is proposed to ratify /approve the following transaction at a rate of interest not less than 12% p.a.

The requisite particulars of the Related Party Transactions furnished hereunder are in line with the requirements of Explanation (3) to sub-rule 3 of Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 :

Name of the Related Party (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 12% p.a. 3. Amount of Loan given : ₹ 482.33 Lakhs. 4. Amount of Loan proposed to be given : ₹ 1600 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 12% p.a. 3. Amount of Loan given : ₹ 7.03 Lakhs. 4. Amount of Loan proposed to be given : ₹ 100 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 12% p.a. 3. Amount of Loan given : ₹ 10.20 Lakhs. 4. Amount of Loan proposed to be given : ₹ 200 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 12% p.a. 3. Amount of Loan given : ₹ 71.18 Lakhs. 4. Amount of Loan proposed to be given : ₹ 100 Lakhs.
Oval Promoters 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 12% p.a. 3. Amount of Loan given : ₹ 15.05 Lakhs. 4. 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 12% p.a. 3. Amount of Loan given : ₹ 418.23 Lakhs. 4. Amount of Loan proposed to be given : ₹ 1200 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 12% p.a. 3. Amount of Loan given : ₹35.82 Lakhs. 4. Amount of Loan proposed to be given : ₹ 300 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 12% p.a. 3. Amount of Loan given : ₹ 0.70 Lakhs. 4. Amount of Loan proposed to be given : ₹ 100 Lakhs.



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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 12% p.a. 3. Amount of Loan given : Nil 4. 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 12% p.a. 3. Amount of Loan given : Nil 4. 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 Key Managerial Personnel 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 by the shareholders by way of an Ordinary Resolution.

BY ORDER OF THE BOARD
For NPR Finance Ltd.

Place : Kolkata
Date : 11.08.2016

SARIKA MEHRA
Executive Director &
Company Secretary
DIN 06935192



NPR FINANCE LIMITED

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT THE 27TH ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

Name of the Director	Mr. Nandlal Todi (DIN - 00581581)
Nature of Directorship	Non – Executive, Non- Independent Director
Date of Birth	30 th May, 1931
Date of Appointment	30 th June, 2006
Brief Resume	Defying his age, Mr. Nandlal Todi (DIN-00581581) still continues to play an active role in shaping the Company's future. With his resilient ability, emotional intelligence and the ability to generate "buy-in" from various parties/customers, he is an inspiration for all upcoming entrepreneurs.
Terms and conditions of appointment / re-appointment.	Non-Executive, Non- independent, Promoter Director, liable to retire by rotation.
Experience and nature of his expertise in specific functional areas.	64 years of working experience in the field of Manufacturing, Trading and Export.
Qualification	B.Com (Hons)
Number of shares held in the Company.	3,40,888 Equity Shares.
Names of other companies in which the person also holds the directorship.	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. Zee ABC Agro Industries Private Limited
Memberships/Chairmanships of Committees on the Board of other Companies.	Does not hold membership of Committees in other Companies.
Disclosure of Relationships between directors inter-se.	Mr. Nandlal Todi (DIN - 00581581), Director, is the father of Mr. Pawan Kumar Todi (DIN-00590156), who is Managing Director of the Company.

Note:

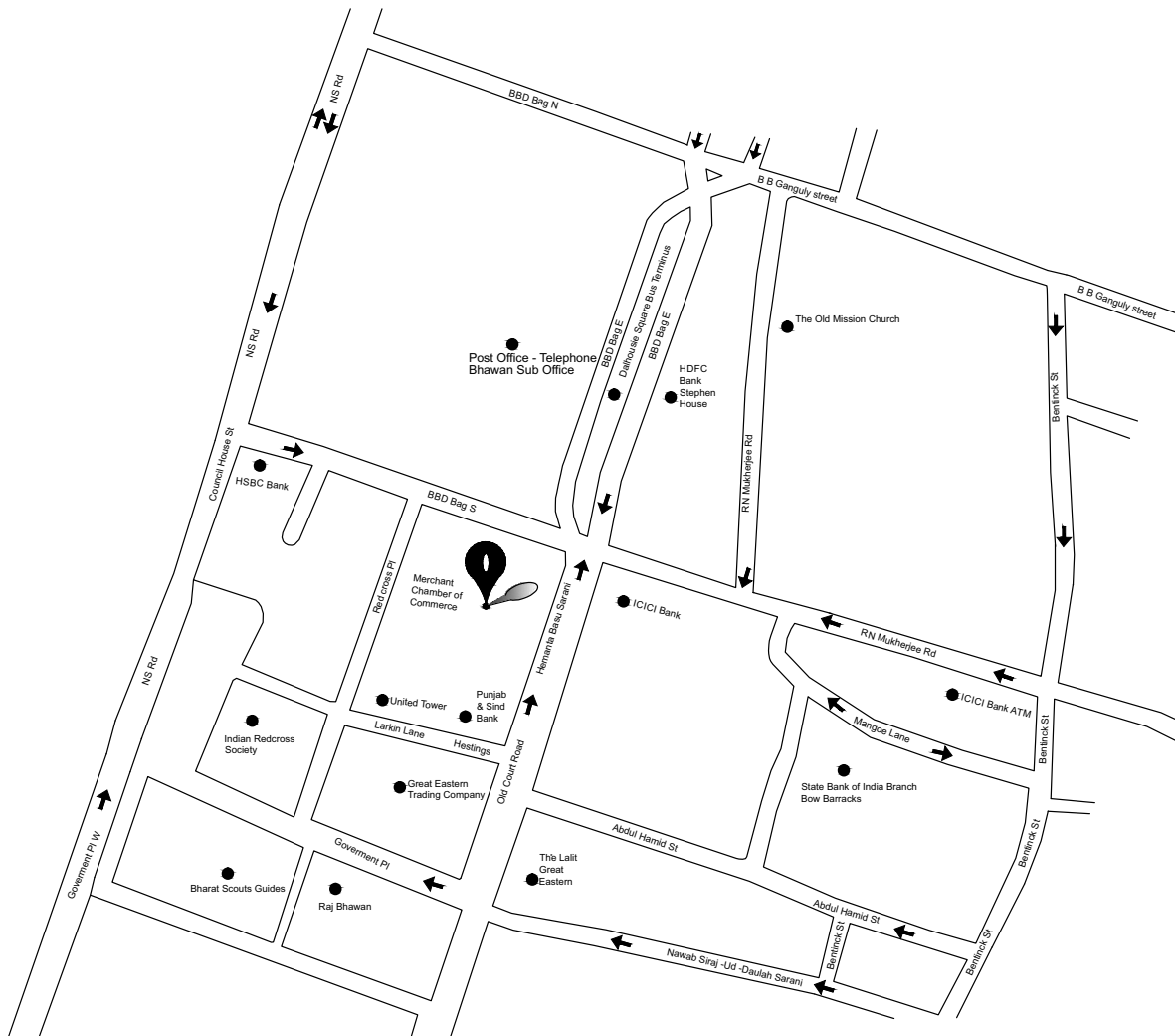
1. The Committee Memberships and Chairmanships do not include positions in foreign companies, unlisted companies and private companies, position as an advisory board member and position in companies under Section 8 of the Companies Act, 2013. Information pertaining to sitting fees/remuneration paid to the Director who is being re-appointed and number of Board meetings attended by him during the financial year 2015-16 are provided in the Corporate Governance Report.

2. The proposal for re-appointment has been approved by the Board pursuant to the recommendation of the Nomination and Remuneration Committee considering his skills, experience and knowledge and positive outcome of performance evaluation.



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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, Fax No. 033 2237 6111, 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 27th Annual General Meeting of the Company, to be held on 21st September, 2016 at Jhajharia 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, 2016 and the Reports of the Auditors and Directors thereon.		
2.	Re-appointment of Mr. Nandlal Todi who retires by rotation.		
3.	Ratification of the re-appointment of M/s R. P. Boobna & Co., Chartered Accountants, as Statutory Auditor of the Company and fix their remuneration.		
	Special Business		
4.	Approval/Ratification of Related Party Transactions.		

Signed this.....day of.....2016
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 27th 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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ATTENDANCE SLIP

Annual General Meeting - 21st September, 2016
(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 27th Annual General Meeting of the Company on 21st September, 2016, 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 2015-16 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 2015-16 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.