



NPR FINANCE LIMITED

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

NOTICE

NOTICE is hereby given that the 30th Annual General Meeting (AGM) of the Members of the Company will be held on Tuesday, the 17th day of September, 2019, 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, 2019 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.

Special Business:

3. Continuation of directorship of Mr. Nandlal Todi (DIN-00581581) as Non-Executive Non-independent Director.

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

“RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Articles of Association of the Company and based on the approval of the Nomination and Remuneration Committee, approval of the members be and is hereby accorded for the continuation of directorship of Mr. Nandlal Todi (DIN-00581581) as a Non-Executive Non-independent Director of the Company, who is more than seventy five (75) years of age.

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) be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary to give effect to this resolution.”

4. Re-appointment of Mr. Rajendra Kumar Duggar (DIN-00403512) as a Non-Executive Independent Director of the Company, for a term of five consecutive years.

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

“RESOLVED THAT in accordance with the provisions of Section 149, 152, read with Schedule IV of the Companies Act, 2013 (“the Act”) readwith the Rules thereunder, Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), including any statutory modification(s) and/or amendment(s) thereof, Mr. Rajendra Kumar Duggar (DIN-00403512), who is eligible for re-appointment and has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations and in respect of whom, the Company has received a notice in writing from a member under section 160 of the Act proposing his candidature for the office of a Director, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation and to hold office for a term of five consecutive years with effect from the conclusion of the 30th Annual General Meeting.

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) be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary to give effect to this resolution.”



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5. Re-appointment of Mr. Nitin Guha (DIN-01107480) as a Non-Executive Independent Director of the Company, for a term of five consecutive years.

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

“RESOLVED THAT in accordance with the provisions of Section 149,152, read with Schedule IV of the Companies Act, 2013(“the Act”) readwith the Rules thereunder, Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015(“Listing Regulations”), including any statutory modification(s) and/or amendment(s) thereof, Mr. Nitin Guha (DIN-01107480), who is eligible for re-appointment and has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations and in respect of whom, the Company has received a notice in writing from a member under section 160 of the Act proposing his candidature for the office of a Director, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation and to hold office for a term of five consecutive years with effect from the conclusion of the 30th Annual General Meeting.

FURTHER RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Articles of Association of the Company and based on the approval of the Nomination and Remuneration Committee, approval of the members be and is hereby accorded for the continuation of directorship of Mr. Nitin Guha (DIN-01107480) as a Non-Executive Independent Director of the Company, who is more than seventy five (75) years of age.

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) be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary to give effect to this resolution.”

6. Appointment of Mr. Ashok Dhirajlal Kanakia (DIN-00738955) as a Non-Executive Independent Director for a term of five years.

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, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), including any statutory modification(s) and/or amendment(s) thereof, Mr. Ashok Dhirajlal Kanakia (DIN-00738955), additional director of the Company, whose term expires at the 30th Annual General Meeting and who is eligible for appointment and has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations and in respect of whom, the Company has received a notice in writing from a member under section 160 of the Act proposing his candidature for the office of a Director, be and is hereby appointed as a Non-Executive Independent Director, not liable to retire by rotation and to hold office for a term of five consecutive years with effect from the conclusion of the 30th Annual General Meeting.

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) be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary to give effect to this resolution.”

7. Substitution of Clause III. A. 4 of the Memorandum of Association of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”), read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) and/or re-enactment(s) thereof) and subject to the approval of the Registrar of Companies, consent of the members be and is hereby accorded to the Company to substitute Clause III. A. 4. of the Memorandum of Association with the following clause:

“To carry on and undertake the business of finance, trading, project financing, personal financing/extending personal loan, loan to bodies corporate, hire purchase, leasing, hypothecation, full range of financial services like Bridge financing,



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Bill Discounting, Capital and Money Markets Operations, Venture Capital Finance and such other inter-related activities of lending and borrowing money, Sick Industries rehabilitation Agencies, any other financial services of any description and variety and to finance lease operation of all kinds, purchasing, selling, hiring, hypothecating or letting on hire all kinds of vehicles, plant and machinery and equipment and all kinds of articles or things that the company may think fit (including, but not limited to : financing for all kinds of vehicles, aircrafts, ships, machinery, plants, two-wheelers, three-wheelers, four wheelers, auto, tractors and other farm equipments, consumer durables, equipment, renewable energy equipment/ infrastructure, construction equipment, housing equipment, capital equipment, office equipment, their spares and components, real estate, infrastructure work or activity, including used/refurbished products, etc.) and to assist in financing of all and every kind on hire purchase or deferred payment or similar transaction, to lend moneys on pledge, hypothecation, mortgage or otherwise and on such terms and conditions, with or without security, as may seem expedient and in particular, to customers of and persons having dealings with the Company and to any other company or firm or person, as may be expedient and to guarantee the performance of contracts by any such persons, to carry on the business of providing a full range of credit services, including all types of micro finance activities, in any manner including, but not limited to : through Self-help group(s) or Joint Liability Group (JLG), etc., directly or indirectly in the field of livelihood promotion, including in rural and urban areas from time to time to the economically active poor, self help groups, joint liability groups, individuals, societies, merchants, traders, industries, commercial establishments, financial institutions, co-operative societies, non-government organizations, private, charitable, educational and research institutions, related entities, etc.- National and/or International.”

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution and for removal of any difficulty or doubt, 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) be and is hereby authorised to do all such acts, deeds, matters and things as may, in its absolute discretion, deem necessary, expedient, usual or proper and to settle any question or difficulty that may arise with regard to the above or any other matters incidental or consequential thereto.”

8. Substitution of Clause 87(1) of the Articles of Association of the Company.

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

“**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013(“the Act”) read with the Companies (Incorporation) Rules, 2014, including any statutory modification(s) and/or amendment(s) thereof, Clause 87(1) of the Articles of Association be and is hereby substituted with the following:

“87(1) The Managing Director shall not be liable to retire by rotation. The Board shall have the power to determine the directors whose period of office is or is not liable to determination by retirement of directors 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) be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary to give effect to this resolution.”

9. Re-Appointment of Mr. Pawan Kumar Todi (DIN- 00590156) as the Managing Director of the Company, for a term of three consecutive years with effect from 1st November, 2019.

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

“**RESOLVED THAT** in accordance with the Articles of Association of the Company, provisions of sections 196, 197 and 203 of the Companies Act, 2013(“the Act”)read with Schedule V thereto and other applicable provisions of the Act, readwith the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), including any statutory modification(s) and/or amendment(s) thereof, Mr. Pawan Kumar Todi (DIN-00590156), Managing Director, in respect of whom, the Company has received a notice in writing from a member under section 160 of the Act proposing his re-appointment, be and is hereby reappointed as the Managing Director for a period of 3 (three) years with effect from the expiry of his present term of office – i.e. 1st November, 2019, not being liable to retire by rotation, on such terms and conditions, including remuneration, as set out in the Explanatory Statement annexed to the Notice, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to



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include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit.

FURTHER RESOLVED THAT notwithstanding anything herein above stated, where in any financial year closing on or after March 31, 2019, during the tenure of Mr. Pawan Kumar Todi (DIN-00590156) as a Managing Director of the Company, the Company incurs a loss or its profits are inadequate, the Company shall pay Mr. Pawan Kumar Todi (DIN-00590156), the remuneration including any revision thereof, by way of salary and other allowances, perquisites, etc. as a minimum remuneration subject to the provisions of the Act readwith the Rules and Schedules thereto and/or other applicable laws in force.

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

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

10. Re-Appointment of Ms. Sarika Mehra (DIN-06935192) as a Whole-time Director of the Company, for a term of three consecutive years with effect from 19th September, 2019.

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

“RESOLVED THAT in accordance with the Articles of Association of the Company, provisions of sections 196, 197 and 203 of the Companies Act, 2013(“the Act”), read with Schedule V thereto and other applicable provisions of the Act, readwith the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), including any statutory modification(s) and/or amendment(s) thereof, Ms. Sarika Mehra (DIN-06935192), in respect of whom, the Company has received a notice in writing from a member under section 160 of the Act proposing her re-appointment, be and is hereby re-appointed as the Whole-time Director of the Company(designated as - Executive Director), for a term of 3 (three) years with effect from the expiry of her present term of office – i.e. 19th September, 2019.

FURTHER RESOLVED THAT due to the change in designation of Ms. Sarika Mehra (DIN-06935192) from “Executive Director & Company Secretary” to “Executive Director” on account of her resignation from the post of company secretary with effect from 1st April, 2019, the terms and conditions, including remuneration payable to Ms. Sarika Mehra (DIN-06935192) in the capacity of Whole-time Director, as is morefully described in the Explanatory Statement to the Notice, be and is hereby approved/ratified with effect from 1st April, 2019, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit subject to the provisions of the Act readwith the Rules and Schedules thereto and/or other applicable laws in force.

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

FURTHER RESOLVED THAT notwithstanding anything herein above stated, where in any financial year closing on or after March 31, 2019, during the tenure of Ms. Sarika Mehra (DIN-06935192) as a Whole-time Director of the Company, the Company incurs a loss or its profits are inadequate, the Company shall pay Ms. Sarika Mehra (DIN-06935192), the remuneration including any revision thereof, by way of salary and other allowances, perquisites, etc. as a minimum remuneration, subject to the provisions of the Act readwith the Rules and Schedules thereto and/or other applicable laws in force.

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

11. 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**:



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“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: 29.05.2019

By Order of the Board
For NPR Finance Ltd.

Rimpa Roy
Company Secretary



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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('the Act'), in respect of business under Item Nos. 3 to 11 is annexed hereto.
5. The details of person seeking appointment/re-appointment/continuation of appointment, as required in sub-regulation (3) of Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Secretarial Standard on General Meetings (SS-2) are annexed to the Notice.
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, alongwith, all documents 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 Company Secretary at the Registered Office of the Company.
8. 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 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.
9. 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.
10. Members holding shares in physical form are requested to notify immediately any change in their address, including Pin code, etc. to the Company's Registrar and Share Transfer Agent ("RTA") - M/s. Niche Technologies Private Limited at 3A, Auckland place, 7th floor, Room No. 7A & 7B, Kolkata 700 017.
11. 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.
12. 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.
13. In terms of section 113 of the Act, 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.



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14. Register of Members and Share Transfer Books of the Company in respect of Equity Shares shall remain closed from 11th September, 2019 to 17th September, 2019 (both days inclusive) for the purpose of AGM.
15. 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 notify their PAN details to their depository participants. Members holding shares in physical form are requested to submit self-attested copy of their PAN to the Company's RTA - M/s. Niche Technologies Private Limited at 3A, Auckland place, 7th Floor, Room No. 7A & 7B, Kolkata 700 017.
16. **SEBI has amended relevant provisions of the Listing Regulations to debar listed companies from accepting request for transfer of securities which are held in physical form, with effect from April 1, 2019. The shareholders who continue to hold shares and other types of securities of listed companies in physical form even after this date, will not be able to lodge the shares with company / its RTA for further transfer. They will need to convert them to demat form compulsorily if they wish to effect any transfer. Only the requests for transmission and transposition of securities in physical form, will be accepted by the listed companies / their RTAs. All shareholders holding shares in physical form have been duly notified of the same by Postal mode of communication and have been provided with the requisite form for furnishing PAN and Bank details. Further, two subsequent reminders thereof, have also been sent to the shareholders.**
17. Pursuant to Section 72 of the Act readwith the Rules thereunder, members holding shares in physical form are advised to file/update nomination in the prescribed Form SH-13 or SH-14 (as applicable), with the Company's RTA. In respect of shares held in electronic/ demat form, the members may please contact their respective depository participant.
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. **Please note that, no claims shall lie against the Company in respect of unclaimed dividend amounts so transferred to the Investor Education and Protection Fund (IEPF). Claimants may contact the Nodal Officer : Mrs. Rimpa Roy, Company Secretary, through the dedicated e-mail Id for the said purpose: unclaimeddividend@nprfinance.com. Alternatively, the claimants may also write their concerns to the Nodal Officer, addressed at the Registered Office. The relevant details in the above matter, including the relevant notification of the Ministry, contact details of the Nodal Officer, access link to the refund webpage of the IEPF Authority website, etc., are available on the website of the Company via the following link:**
<http://www.nprfinance.com/showreport.aspx?prmRsCtg=UUD&prmCtgType=S>
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 Mrs. Rimpa Roy, Company Secretary, at the Registered Office of the Company (Phone Numbers: (033) 2237 7201/02), e-mail id: rimpatroy@nprfinance.com for the redressal of their queries/redressal of complaints.
23. (i) Notice of the AGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting and (ii) Annual Report for the Financial Year 2018-19 - 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 14th September, 2019 at 9.00 a.m. (IST) and ends on 16th September, 2019 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 (record date) of 10th September, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none">● If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).



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- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant Company Name i.e. **NPR FINANCE LIMITED** on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) 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.
- (xix) **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.**
- (xx) **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.
- (xxi) 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.
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 authorised signatory(ies) who are authorised to vote through e-mail at csniazahmed@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com on or before 16th September, 2019 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 10th September, 2019. 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 10th September, 2019. 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 10th September, 2019, 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.
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. 10th September, 2019 are requested to send the written / e-mail communication to Company at investors@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. F9432) 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. 3.

The Securities and Exchange Board of India ("SEBI") has notified Regulation 17(1A) of the Listing Regulations, effective from 1st April, 2019, whereby, no listed entity shall appoint a person or continue the directorship of any person as a Non-Executive Director who has attained the age of seventy five years unless a special resolution is passed to that effect.

Since Mr. Nandlal Todi (DIN-00581581), 88 years of age, is liable to retire by rotation and has presented himself for re-appointment, consent of the members has been sought for the continuation of his directorship for his present term of re-appointment.

Mr. Nandlal Todi (DIN-00581581) is one of the founder directors of the Company. His pioneering work in introducing Hire Purchase of the Commercial vehicles in Eastern India several years ago led to the formation of NPR Finance Ltd. He is a Non-Executive non-independent Director of the Company.

His priceless guidance and support has been immensely beneficial for the Company time and again and it is thus being considered prudent to place the proposal for the continuation of his directorship.

He is not disqualified in terms of Section 164 of the Act and has given his consent to continue as the Director of the Company. Further, he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

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

Mr. Nandlal Todi (DIN-00581581) is interested in the resolution pertaining to the continuation of his Directorship. Further, Mr. Pawan Kumar Todi (DIN-00590156), Managing Director, alongwith the entire promoter group, being related to Mr. Nandlal Todi (DIN-00581581) is interested in the above resolution. None of the other Director(s) / Key Managerial Personnel(s) of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the above resolution.

The Nomination and Remuneration Committee, as also the Board, recommends the special resolution set forth in the Item No. 3 of the Notice for approval of the members with effect from the conclusion of the 30th AGM.



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Item Nos. 4 and 5

The members at the 25th Annual General Meeting held on 19th September, 2014, approved the appointment of Mr. Rajendra Kumar Duggar (DIN-00403512) and Mr. Nitin Guha (DIN-01107480) as Independent Directors of the Company for a term of five years. The above term is expiring on the conclusion of the 30th AGM.

Section 149(10) of the Act provides that, Independent Directors shall hold office for a term of five consecutive years on the Board of a company, but shall be eligible for re-appointment on passing of a special resolution by the Company. Further, Regulation 25 of the Listing Regulations provides that, the maximum tenure of Independent Directors shall be in accordance with the Act readwith the Rules made thereunder.

In the light of the above provisions, Mr. Rajendra Kumar Duggar (DIN-00403512) and Mr. Nitin Guha (DIN-01107480) have presented themselves for re-appointment for another term of five years, not liable to retire by rotation, with effect from the conclusion of the 30th AGM.

They are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors. The Company has received the consent letter of Mr. Rajendra Kumar Duggar (DIN-00403512) and Mr. Nitin Guha (DIN-01107480) in Form DIR- 2. The Company has also received declarations from the above Directors that, they meet the criteria of Independence as prescribed in section 149 of the Act readwith the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 16 of the Listing Regulations.

The Company has received notices in writing from a member under section 160 of the Act proposing the candidature of the above mentioned Directors for re-appointment.

The above Directors are not debarred from holding the office of director by virtue of any SEBI order or any other such authority. In the opinion of the Board, they fulfill the conditions specified in the Act and Listing Regulations for re-appointment.

The above documents alongwith the draft letter of re-appointment of Mr. Rajendra Kumar Duggar (DIN-00403512) and Mr. Nitin Guha (DIN-01107480) setting out the terms and conditions of re-appointment, will be open for inspection at the Registered Office of the Company on all working days during working hours upto the date of the AGM.

The Board is of the view that, the continued association of Mr. Rajendra Kumar Duggar (DIN 00403512) and Mr. Nitin Guha (DIN-01107480) will benefit the Company, given their knowledge, experience and contribution to Board processes.

Since Mr. Nitin Guha (DIN-01107480) is above seventy five years of age, consent of the members is being sought in terms of Regulation 17(1A) of the Listing Regulations, for the continuation of Mr. Nitin Guha (DIN-01107480), as an Independent Director for a term of five years with effect from the conclusion of the 30th AGM.

The requisite disclosure in terms of Regulation 36(3) of the Listing Regulations and the Secretarial Standard on General Meetings (SS-2) pertaining to aforementioned proposed re-appointments is annexed to the Notice.

The above Directors are interested in the special resolution pertaining to their respective re-appointments. None of the other Director(s) / Key Managerial Personnel(s) of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the above resolution.

The above special resolutions being in the interest of the Company, the Nomination and Remuneration Committee and also the Board of Directors, have proposed and recommended the same for your approval.

Item No. 6

Mr. Ashok Dhirajlal Kanakia (DIN-00738955) was appointed as an Additional Director of the Company with effect from 14th February, 2019. In terms of section 161 of the Act, his tenure expires at the conclusion of the 30th AGM.

In terms of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Listing Regulations, it is being proposed to appoint him for a period of five years with effect from the conclusion of the 30th AGM till the conclusion of the 35th AGM.

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

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 a Director. The Company has received the consent letter of Mr. Ashok Dhirajlal Kanakia (DIN-00738955) in Form DIR- 2. The



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Company has also received his declaration that he meets with the criteria of independence as prescribed in section 149 of the Act read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 16 of the Listing Regulations.

He is not debarred from holding the office of director by virtue of any SEBI order or any other such authority. 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 above documents alongwith copy of the draft letter for appointment of Mr. Ashok Dhirajlal Kanakia (DIN-00738955) as an Independent Director, setting out the terms and conditions will be open for inspection without any fee at the Registered Office of the Company on all working days during working hours upto the date of the AGM.

The requisite disclosure in terms of Regulation 36(3) of the Listing Regulations and the Secretarial Standard on General Meetings (SS-2) pertaining to the above appointment is annexed to the Notice.

Mr. Ashok Dhirajlal Kanakia (DIN-00738955) joined his family business in the year 1971. He has been involved in the business of manufacturing & setting up of manufacturing units in and around Kolkata since the year 1971. He has also a vast experience in the field of marketing of chemicals and allied products.

The Board feels that his association with the Company would be of immense benefit to the Company.

Mr. Ashok Dhirajlal Kanakia (DIN-00738955) is interested in the above resolution as it relates to his own appointment. Save and except for 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.

The above ordinary resolution being in the interest of the Company, the Nomination and Remuneration Committee and also the Board of Directors, have proposed and recommended the same for your approval.

Item No. 7

The Object Clause of the Memorandum of Association inter-alia, covers all types of NBFC activities. However, the Company is desirous to modify /alter the object Clause in order to highlight certain NBFC activities for better understanding and clarity. Accordingly, it is proposed to substitute the existing Clause III. A. 4. of the Memorandum of Association of the Company.

In terms of the provisions of Section 13 of the Act read with the Rules made thereunder, the proposed amendment in the Object Clause of the Company requires the approval of the members by way of a Special Resolution.

A copy of the existing Memorandum of Association of the Company along with the proposed amendments will be open for inspection at the Registered Office of the Company on all working days during working hours upto the date of the AGM.

None of the Director(s) / Key Managerial Personnel(s) of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the above resolution.

The above special resolution being in the interest of the Company, is proposed and recommended by your Board for approval.

Item No. 8

Considering that the Managing Director plays the pivotal role in management of the affairs of the Company and has substantial powers of Management, it is proposed not to make his office liable to retire by rotation by suitably amending Clause 87(1) of the Articles of Association of the Company.

Copy of the existing Articles of Association along with the proposed amendment will be open for inspection at the Registered Office of the Company on all working days during working hours upto the date of the AGM.

Mr. Pawan Kumar Todi (DIN-00590156), being the Managing Director, is interested in the above resolution. Further, Mr. Nandlal Todi (DIN-00581581) alongwith the entire promoter group - being related to Mr. Pawan Kumar Todi (DIN-00590156), are interested in the above resolution. None of the other Director(s) / Key Managerial Personnel(s) of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the above resolution.

The above special resolution being in the interest of the Company, is proposed and recommended by your Board for approval.



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Item No. 9

Mr. Pawan Kumar Todi's (DIN-00590156) tenure as the Managing Director of the Company is expiring at the 30th AGM. Accordingly, he has presented himself for re-appointment for a term of 3 (three) years with effect from 1st November, 2019.

His office will not be liable to retirement by rotation.

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 your Board considers his re-appointment as prudent. He is not debarred from holding the office of director by virtue of any SEBI order or any other such authority. He is not disqualified in terms of Section 164 of the Act and has given his consent for re-appointment. The Company has received his consent letter in Form DIR-2.

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

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

Besides his existing duties & responsibilities, he 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 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, subject to the provisions of Companies Act, 2013, readwith its Schedules and Rules thereto and other applicable provisions, if any, of various laws in force.

B. PERQUISITES & ALLOWANCES: As detailed below:

1. Housing.

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

2. Medical Reimbursement.

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

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



3. Personal Accident Insurance.

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

4. Leave Travel Assistance/Concession.

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

5. Club Fees.

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

6. Entertainment Expenses.

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

7. Provision of chauffeur driven Company's cars.

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

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

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

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

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

Mr. Pawan Kumar Todi (DIN-00590156) is interested in the above resolution as it relates to his re-appointment. Further, Mr. Nandlal Todi (DIN-00581581), alongwith the entire promoter group - being related to Mr. Pawan Kumar Todi (DIN-00590156), are interested in the above resolution. 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.

The above special resolution being in the interest of the Company, the Nomination and Remuneration Committee and also the Board of Directors, have proposed and recommended the same for your approval.

Item No.10

Ms. Sarika Mehra's (DIN-06935192) tenure as the Whole-time Director of the Company is expiring at the 30th AGM. Accordingly, she has presented herself for re-appointment as a Whole-time Director (designated as Executive Director), for a term of 3 (three) years with effect from the expiry of her present term – i.e.: 19th September, 2019. Her office will be liable to retirement by rotation in terms of the provisions of Section 152 of the Companies Act, 2013 read with the Rules thereunder.

Ms. Sarika Mehra (DIN-06935192) is not debarred from holding the office of director by virtue of any SEBI order or any other such authority. She is not disqualified in terms of Section 164 of the Act and has given her consent for re-appointment. The Company has received her consent letter in Form DIR- 2.

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

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



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

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

Considering the enormous responsibilities and duties of both the Whole-time Director and the Company Secretary, Ms. Sarika Mehra (DIN-06935192), Executive Director & Company Secretary, had tendered her resignation from the post of Company Secretary with effect from 1st April, 2019, in order to facilitate more efficient discharge of her Directorial duties and responsibilities. Accordingly, due to the change in designation of Ms. Sarika Mehra (DIN-06935192) from "Executive Director & Company Secretary" to "Executive Director" on and from 1st April, 2019, the revised terms and conditions, including remuneration payable to Ms. Sarika Mehra (DIN-06935192) in the capacity of Whole-time Director will be effective from 1st April, 2019.

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

A. SALARY

1. Basic: ₹23,000 (Rupees Twenty three thousand only) per month.
2. Conveyance: ₹15,300 (Rupees Fifteen thousand three hundred only) per month.
3. House Rent Allowance: ₹19,800 (Rupees Nineteen thousand eight hundred only) per month.
4. City Compensatory Allowance: ₹12,000 (Rupees Twelve thousand only) per month.
5. Medical Reimbursement: ₹12,000 (Rupees Twelve thousand only) per month.
6. Special allowance: ₹18,250 (Rupees Eighteen thousand two hundred and fifty only) per month.

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

B. PERQUISITES & ALLOWANCES: As detailed below:

1. Medical Insurance.

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

2. Personal Accident Insurance.

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

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

3. Leave Travel Assistance/Concession.

- a. Leave in a Year: Total 30 days leave, subject to the policy of the Company as may be amended from time to time.
- b. Leave Travel Concession for self and family once in a year.
- c. Encashment of leave as allowed by Companies Act, 2013 and other applicable laws and as per the policy of the Company.

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

5. Reimbursement of Mobile Expense.

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

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

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



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

Ms. Sarika Mehra (DIN-06935192) is interested in the above resolution as it relates to her own re-appointment. None of the other Director(s) / Key Managerial Personnel(s) of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in the above resolution.

The above ordinary resolution being in the interest of the Company, the Nomination and Remuneration Committee and also the Board of Directors, have proposed and recommended the same for your approval.

Item No. 11

Similar to the previous financial year, the Company is expecting consistent profitability on account of interest income on inter-corporate loans given to related parties and others 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.

Further, the Company is also of the opinion that, providing inter-corporate loans to related parties are easily and quickly available to cater the requirements of Working Capital.

The Company has recorded an interest income of ₹266.09 lakhs in the financial year under review on account of inter-corporate loan given to related parties.

The Audit Committee at its Meeting held on 14th February, 2019, 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 2019-20.

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 below, 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 below mentioned proposed transactions with such entities.

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	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 alongwith interest. 3. Amount of Loan given during the year : ₹ 6,79,49,421. 4. Refund of loan given during the year : ₹ 4,65,07,000. 5. Interest Received during the year : ₹ 1,68,52,874. 6. Amount of Loan proposed to be given : ₹ 200 Lakhs.



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Name of the Related Party	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.	<ol style="list-style-type: none"> 1. Unsecured Loan 2. Payable on Demand alongwith interest. 3. Interest Received during the year : ₹ 51,336. 4. Amount of Loan proposed to be given : ₹ 100 Lakhs.
Matra Studios LLP	Mr. Pawan Kumar Todi & Mr. Nandlal Todi.	Relatives of one of the Designated Partners of the Related Party.	<ol style="list-style-type: none"> 1. Unsecured Loan 2. Payable on Demand alongwith interest. 3. Interest Received during the year : ₹ 4,47,279. 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.	<ol style="list-style-type: none"> 1. Unsecured Loan 2. Payable on Demand alongwith interest. 3. Interest Received during the year : ₹ 7,54,074. 4. Amount of Loan proposed to be given : Nil.
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.	<ol style="list-style-type: none"> 1. Unsecured Loan 2. Payable on Demand alongwith interest. 3. Refund of loan given : ₹ 2,50,000. 4. Interest Received during the year : ₹ 3,77,447. 5. Amount of Loan proposed to be given : ₹ 60 Lakhs.
Oval Promoters LLP	Mr. Pawan Kumar Todi & Mr. Nandlal Todi.	Relatives of one of the Partners of the Related Party.	<ol style="list-style-type: none"> 1. Unsecured Loan 2. Payable on Demand alongwith interest. 3. Refund of loan given : ₹ 1,42,78,806. 4. Interest Received during the year : ₹ 9,13,844. 5. Amount of Loan proposed to be given : Nil.
Star Wire (India) Vidyut Private Limited	Mr. Pawan Kumar Todi & Mr. Nandlal Todi.	Relatives of two of the Directors of the Related Party.	<ol style="list-style-type: none"> 1. Unsecured Loan 2. Payable on Demand alongwith interest. 3. Loan given during the year : ₹ 3,30,00,000 4. Refund of Loan given during the year : ₹ 5,84,62,273. 5. Interest Received during the year : ₹ 59,68,768. 6. Amount of Loan proposed to be given : ₹ 400 Lakhs.



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Name of the Related Party	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.
TP Farms Private Limited	Mr. Pawan Kumar Todi & Mr. Nandlal Todi.	Relatives of one of the Directors of the Related Party.	<ol style="list-style-type: none"> 1. Unsecured Loan 2. Payable on Demand alongwith interest. 3. Refund of Loan given : ₹ 21,67,904. 4. Interest Received during the year : ₹ 49,684. 5. Amount of Loan proposed to be given : ₹ 100 Lakhs.
Viewlink Highrise LLP	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.	<ol style="list-style-type: none"> 1. Unsecured Loan 2. Payable on Demand alongwith interest. 3. Loan given during the year : ₹ 29,77,000 4. Refund of Loan given during the year : ₹ 53,79,092 5. Interest Received during the year : ₹ 1,45,973. 6. Amount of Loan proposed to be given : ₹ 2200 Lakhs.
New Age Enclave Private Limited	Mr. Pawan Kumar Todi & Mr. Nandlal Todi.	Relatives of the Directors of the Related Party.	<ol style="list-style-type: none"> 1. Unsecured Loan 2. Payable on Demand alongwith interest. 3. Amount of Loan proposed to be given : ₹ 100 Lakhs.
Badu Road Developers LLP	Mr. Pawan Kumar Todi & Mr. Nandlal Todi.	Mr. Pawan Kumar Todi is a Director of one of the partner company and further both Mr. Pawan Kumar Todi & Mr. Nandlal Todi are relatives of directors of two partner companies.	<ol style="list-style-type: none"> 1. Unsecured Loan 2. Payable on Demand alongwith interest. 3. Amount of Loan proposed to be given : ₹ 200 Lakhs.
Rani Leasings & Finance Private Limited	Mr. Pawan Kumar Todi & Mr. Nandlal Todi.	Directors of the Related Party.	<ol style="list-style-type: none"> 1. Unsecured Loan 2. Payable on Demand alongwith interest. 3. Refund of loan taken during the year : ₹16,48,029 4. Loan given during the year : ₹4,40,01,971 5. Refund of Loan given during the year : ₹ 1,88,53,000 6. Interest received during the year : ₹ 10,47,909. 7. Amount of Loan proposed to be taken/ given : ₹ 400 Lakhs.

In terms of sub-regulation 4 of Regulation 23 of the Listing Regulations, related parties cannot vote on such resolutions irrespective of whether the entity is a related party to the particular transaction or not.

Mr. Pawan Kumar Todi (DIN-00590156) and Mr. Nandlal Todi (DIN-00581581) - being the Director(s)/Partner(s)/Designated Partner(s)/relative(s) of the Directors/Designated Partners/Partners in the aforesaid related party entities and the entire promoter group being related to the aforesaid Directors, are interested in the aforesaid resolution. Further, Mr. Ashok Kumar Shah, Chief Financial Officer, is a Director of one of the related party body corporate. Therefore, he is also interested in the above resolution.



NPR FINANCE LIMITED

None of the other Director(s)/Key Managerial Personnel(s) of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in this resolution.

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

The above ordinary resolution being in the interest of the Company, is proposed by your Board for approval.

Regd. Office
"Todi Mansion",
1, Lu-Shun Sarani, 9th Floor
Kolkata-700 073
Dated: 29.05.2019

By Order of the Board
For NPR Finance Ltd.

Rimpa Roy
Company Secretary



NPR FINANCE LIMITED

ANNEXURE TO THE NOTICE

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT/ CONTINUATION 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. Pawan Kumar Todi (DIN-00590156)	Ms. Sarika Mehra (DIN-06935192)	Mr. Nitin Guha (DIN-01107480)	Mr. Rajendra Kumar Duggar (DIN-00403512)	Mr. Ashok Dhirajlal Kanakia (DIN-00738955)
Nature of Directorship	Non-Executive Non Independent Director	Managing Director	Whole-time Director	Non-Executive Independent Director	Non-Executive Independent Director	Non-Executive Independent Director
Date of Birth & Age	30.05.1931 88 years	02.06.1953 66 years	21.10.1974 44 years	01.11.1934 84 years	26.11.1950 68 years	02.08.1953 65 years
Date of first Appointment on the Board.	30.06.2006	01.11.1994	28.07.2014	27.07.2002	28.01.2011	14.02.2019
Terms and conditions of Appointment / re-Appointment.	Please refer to the explanatory statement.	Please refer to the explanatory statement.	Please refer to the explanatory statement.	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 Non Independent Director drawing sitting fees.	No proposed increase in his remuneration.	₹ 1,00,350/- per month plus other allowances and perquisites.	He is a Non-Executive Independent Director drawing sitting fees.	He is a Non-Executive Independent Director drawing sitting fees.	He is a Non-Executive Independent Director drawing sitting fees.
Remuneration last drawn	He is a Non-Executive Non Independent Director drawing sitting fees.	₹ 2,50,000/- per month plus other allowances and perquisites.	₹ 1,00,350/- per month plus other allowances and perquisites in the capacity of a Company Secretary.	He is a Non-Executive Independent Director drawing sitting fees.	He is a Non-Executive Independent Director drawing sitting fees.	He is a Non-Executive Independent Director drawing sitting fees.
Brief resume / experience and nature of his/her expertise in specific functional areas.	He has several years of working experience in the field of Manufacturing, Trading and Export. His pioneering	He has vast knowledge in the area of Finance, Investment, Trading, Renewable energy business and	She has several years of experience in the field of Finance, Accounts, Taxation and Secretarial matters.	He has several years of working experience in the field of Mechanical Engineering -Rly. & material	He has several years of experience in the field of Finance, Accounts and Taxation.	He has several years of experience in the field of marketing of chemicals and allied products.



NPR FINANCE LIMITED

Name of the Director	Mr. Nandlal Todi (DIN-00581581)	Mr. Pawan Kumar Todi (DIN-00590156)	Ms. Sarika Mehra (DIN-06935192)	Mr. Nitin Guha (DIN-01107480)	Mr. Rajendra Kumar Duggar (DIN-00403512)	Mr. Ashok Dhirajlal Kanakia (DIN-00738955)
	work in introducing Hire Purchase of the Commercial vehicles in Eastern India several years ago led to the formation of NPR Finance Ltd. in 1989.	also real estate Business.		Handling-viz.: Mining Equipments and Workshop Technology.		
Qualification	B.Com (Hons.).	B.Com (Hons.).	B.Com (Hons.). ACS & ACMA.	B.Sc., M.I.E. (India), V.D.I. (Germany), M.I.M.U. (UK).	B.Com (Hons.). F.C.A., I.S.A.	B.Com (Hons.).
Number of shares held in the Company as on 31/03/2019.	4,47,358 Equity Shares representing 7.46% (out of the above, 1,06,470 Equity Shares are held by him as a Karta of various HUFs).	10,27,370 Equity Shares representing 17.15% (out of the above, 2,33,160 Equity Shares are held by him as a Karta of various HUFs).	Nil	Nil	Nil	Nil
Names of other companies/LLPs in which the person also holds the Directorship/ is a Partner/ Designated Partner.	<ol style="list-style-type: none"> 1. Ace Impex Pvt Ltd 2. NPR Motors Private Limited 3. Rishi Motors Pvt Ltd 4. Shristi Developers Private Limited 5. Rani Leasings & Finance Private Limited 	<ol style="list-style-type: none"> 1. Viewlink Highrise LLP 2. PTVM Logistics LLP 3. Frontline Global Services Private Limited 4. Tamal Stationers Pvt. Ltd. 5. GNB Motors Private Limited 	<ol style="list-style-type: none"> 1. Anaaya Abeer Realty LLP 	<ol style="list-style-type: none"> 1. RHS Conveyor Engineering Pvt. Ltd. 	<ol style="list-style-type: none"> 1. Nutan Finvest Pvt Ltd 2. Sunny Realtors Pvt. Ltd. 3. Duggar Agencies Pvt Ltd 4. Innovative Connectivity & Sensing solutions Private Limited 	<ol style="list-style-type: none"> 1. Ranjita Agencies Private Limited 2. New India Tannins Pvt Ltd 3. Rating Technology Private Limited



NPR FINANCE LIMITED

Name of the Director	Mr. Nandlal Todi (DIN-00581581)	Mr. Pawan Kumar Todi (DIN-00590156)	Ms. Sarika Mehra (DIN-06935192)	Mr. Nitin Guha (DIN-01107480)	Mr. Rajendra Kumar Duggar (DIN-00403512)	Mr. Ashok Dhirajlal Kanakia (DIN-00738955)
	6. Anuttam Enclave Private Limited 7. Zee ABC Agro Industries Private Limited	6. Lime Light Holdings Pvt Ltd 7. Regent Enclave Private Limited 8. Bengal NPR Housing Development Limited 9. Rani Leasings & Finance Private Limited 10. GNB Investments Pvt Ltd 11. E I Investments Pvt Limited 12. Global Developers Private Limited 13. Dream Properties Private Limited 14. Sustaindia Technocrats Private Limited 15. Zee ABC Agro Industries Private Limited			5. Duggar Estate Management Private Limited	



NPR FINANCE LIMITED

Name of the Director	Mr. Nandlal Todi (DIN-00581581)	Mr. Pawan Kumar Todi (DIN-00590156)	Ms. Sarika Mehra (DIN-06935192)	Mr. Nitin Guha (DIN-01107480)	Mr. Rajendra Kumar Duggar (DIN-00403512)	Mr. Ashok Dhirajlal Kanakia (DIN-00738955)
Number of Meetings of the Board attended during the year (i.e. F.Y. 2018-19)	Attended all the four (4) meetings of the Board held during the Financial year 2018-19.	Attended three out of four (4) meetings of the Board held during the Financial year 2018-19.	Attended all the four (4) meetings of the Board held during the Financial year 2018-19.	Attended all the four (4) meetings of the Board held during the Financial year 2018-19.	Attended three out of four (4) meetings of the Board held during the Financial year 2018-19.	Attended one meeting of the Board during the Financial year 2018-19 (he was eligible for attending one meeting since, he was appointed at the last meeting of the Board held in F.Y. 2018-19).
Memberships/Chairmanships of Committees on the Board of other Companies.	Nil	Nil	Nil	Nil	Nil	Nil
Disclosure of Relationships between directors interse and with the KMPs.	Belongs to the promoter group and is the father of Mr. Pawan Kumar Todi (DIN - 00590156), Managing Director.	Belongs to the promoter group and is the son of Mr. Nandlal Todi (DIN - 00581581), Director.	Not a relative of any Director of the Company.	Not a relative of any Director of the Company.	Not a relative of any Director of the Company.	Not a relative of any Director of the Company.

Note:

- Information pertaining to sitting fees/remuneration paid to the Director who is being appointed/re-appointed and number of Board meetings attended by the respective director during the financial year 2018-19 is provided in the Corporate Governance Report.
- The proposal for appointment / re-appointment/continuation of 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. 9 AND 10)

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. 18-19 (₹ In lakhs)	F.Y. 17-18 (₹ In lakhs)	F.Y. 16-17 (₹ In lakhs)
		Total Revenue	3680.50	3576.85	4112.99
		Profit After Tax	262.44	149.15	293.87
5.	Foreign investments or Collaborators, if any.	Not Applicable			

II. INFORMATION ABOUT THE APPOINTEE

Particulars	Mr. Pawan Kumar Todi	Ms. Sarika Mehra
1. Background Details.	Qualification: B.Com (Hons.).	Qualification: B.Com (Hons.), ACS & ACMA.
2. Past Remuneration.	Gross Remuneration: ₹2,50,000/- plus other allowances and perquisites.	Gross Remuneration: ₹1,00,300/- plus other allowances and perquisites.
3. Recognition or awards.	-	-
4. Job profile and his suitability	Mr. Pawan Kumar Todi (DIN-00590156) continues to play the pivotal role in shaping the Company's future with his administrative skills, leadership qualities and work experience.	Ms. Sarika Mehra (DIN-06935192) has several years of experience in the fields of Finance, Accounts, Taxation and Secretarial matters.
5. Remuneration proposed	As per the details given in Item No. 9 of the explanatory statement.	As per the details given in Item No. 10 of the explanatory statement.
6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his/her origin).	The remuneration payable to the Managing Director and Whole-time Director has been benchmarked with the remuneration being drawn by similar positions in industry. Further, the Nomination and Remuneration Committee of the Company, while determining the remuneration of the Managing Director and the Whole-time Director, has taken into account various factors, including their work experience, positive outcome of performance evaluation and the Nomination and Remuneration Policy of the Company.	



NPR FINANCE LIMITED

Particulars	Mr. Pawan Kumar Todi	Ms. Sarika Mehra
7. Pecuniary relationship directly or indirectly with the Company, or relationship with managerial personnel, if any.	Mr. Pawan Kumar Todi (DIN-00590156), Managing director of the Company is also a promoter of the Company and is related to the entire Promoter Group. He is the son of Mr. Nandlal Todi (DIN-00581581), who is a promoter of the Company and also the Chairperson of the Board of Directors. Mr. Pawan Kumar Todi (DIN-00590156) draws remuneration in the capacity of Managing Director. His shareholding as on 31/03/2019 is : 10,27,370 Equity Shares representing 17.15% (out of the above, 2,33,160 Equity Shares are held by him as a Karta of various HUFs).	Ms. Sarika Mehra (DIN-06935192) was the Executive Director and Company Secretary till 31.03.2019 and was drawing salary in the capacity of a company secretary till 31.03.2019. With effect from 01.04.2019, she has resigned from the post of company secretary to facilitate suitable discharge of her directorial duties and responsibilities. Accordingly, she is designated as the Executive Director and drawing salary in the capacity of a whole time Director. Besides the above, she does not have any other pecuniary relationship, directly or indirectly with the Company or its managerial personnel. She is not a shareholder of the Company.

III. OTHER INFORMATION

1. Reasons of loss or inadequate profits	The profits are inadequate due to low volume of business. The Company is following a cautious approach in expanding its business operations and expects a gradual expansion in its business operations in the years to come.
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
 Dated: 29.05.2019

By Order of the Board
For NPR Finance Ltd.

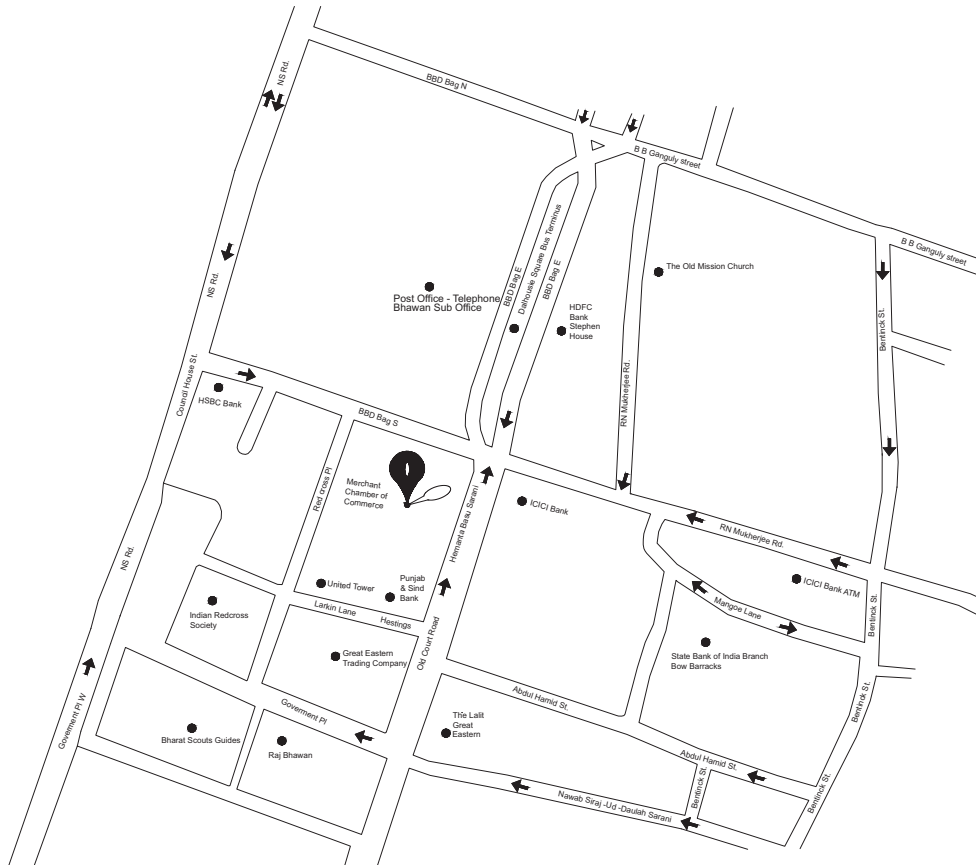
Rimpa Roy
Company Secretary



NPR FINANCE LIMITED

NPR FINANCE LIMITED

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





NPR FINANCE LIMITED

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 30th Annual General Meeting of the Company, to be held on Tuesday, 17th September, 2019 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.	To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31 st March, 2019 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.		
	Special Business		
3.	Continuation of directorship of Mr. Nandlal Todi (DIN-00581581) as Non-Executive Non-independent Director.		
4.	Re-appointment of Mr. Rajendra Kumar Duggar (DIN-00403512) as a Non-Executive Independent Director of the Company, for a term of five consecutive years.		
5.	Re-appointment of Mr. Nitin Guha (DIN-01107480) as a Non-Executive Independent Director of the Company, for a term of five consecutive years.		
6.	Appointment of Mr. Ashok Dhirajlal Kanakia (DIN-00738955) as a Non-Executive Independent Director for a term of five years.		
7.	Substitution of Clause III. A. 4 of the Memorandum of Association of the Company.		
8.	Substitution of Clause 87(1) of the Articles of Association of the Company.		
9.	Re-appointment of Mr. Pawan Kumar Todi (DIN-00590156) as the Managing Director of the Company, for a term of three consecutive years with effect from 1 st November, 2019.		



NPR FINANCE LIMITED

Resolution No.	RESOLUTIONS	Optional*	
		For	Against
10.	Re-appointment of Ms. Sarika Mehra (DIN-06935192) as a wholetime Director of the Company, for a term of three consecutive years with effect from 19 th September, 2019.		
11.	Approval / Ratification of Related Party Transactions.		

Signed this.....day of.....2019
Signature of shareholder.....
Signature of Proxy holder(s).....

Affix Revenue
Stamp not less
than Re.1/-

Notes:

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 30th 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.



NPR FINANCE LIMITED

ATTENDANCE SLIP

Annual General Meeting – 17th September, 2019

(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 30th Annual General Meeting of the Company on Tuesday, 17th September, 2019, 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 2018-19 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 2018-19 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.