

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L65921WB1989PLC047091

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACN9103G

(ii) (a) Name of the company

NPR FINANCE LTD.

(b) Registered office address

6th Floor, Unit No.611, Adventz Infinity@5 Street No. 18 BN-Block, Sector- V, Bidhannagar Kolkata Bidhan Nagar CK Market Saltlake North 24 Parganas West Bengal 700091

(c) *e-mail ID of the company

npr1@nprfinance.com

(d) *Telephone number with STD code

03348496490

(e) Website

www.nprfinance.com

(iii) Date of Incorporation

22/06/1989

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
	THE BSE LTD	1

(b) CIN of the Registrar and Transfer Agent

U74140WB1994PTC062636

Pre-fill

Name of the Registrar and Transfer Agent

NICHE TECHNOLOGIES PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

3A, Auckland Place
7th Floor, Room No. 7A & 7B,

(vii) *Financial year From date (DD/MM/YYYY) To date (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted

Yes No

(f) Specify the reasons for not holding the same

AGM will be held on 14/09/2024

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	K	Financial and insurance Service	K8	Other financial activities	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1				

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	7,000,000	5,989,600	5,989,600	5,989,600
Total amount of equity shares (in Rupees)	70,000,000	59,896,000	59,896,000	59,896,000

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	7,000,000	5,989,600	5,989,600	5,989,600
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	70,000,000	59,896,000	59,896,000	59,896,000

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)	0	0		

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	401,387	5,588,213	5989600	59,896,000	59,896,000	
Increase during the year	0	9,000	9000	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify	0	9,000	9000	0	0	0
Dematerialisation of shares of shareholders						
Decrease during the year	9,000	0	9000	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	9,000	0	9000	0	0	
Dematerialisation of shares of shareholders						
At the end of the year	392,387	5,597,213	5989600	59,896,000	59,896,000	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0

iii. Others, specify				0	0	
<input type="text" value="nil"/>						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify				0	0	
<input type="text" value="nil"/>						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes

No

Not Applicable

Separate sheet attached for details of transfers

Yes

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input type="text"/>
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Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor <input type="text"/>			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input type="text"/>			
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor <input type="text"/>			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input type="text"/>			
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)**(i) Turnover**

94,661,337

(ii) Net worth of the Company

472,474,784

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	2,441,910	40.77	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	

2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	1,632,205	27.25	0	
10.	Others	0	0	0	
	Total	4,074,115	68.02	0	0

Total number of shareholders (promoters)

15

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	1,744,265	29.12	0	
	(ii) Non-resident Indian (NRI)	127,839	2.13	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	

4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	25,281	0.42	0	
10.	Others Overseas Corporate Bodies +	18,100	0.3	0	
	Total	1,915,485	31.97	0	0

Total number of shareholders (other than promoters)

3,286

**Total number of shareholders (Promoters+Public/
Other than promoters)**

3,301

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	15	15
Members (other than promoters)	3,264	3,286
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	1	1	1	1	20.4	10.94
B. Non-Promoter	1	2	1	2	0	0
(i) Non-Independent	1	0	1	0	0	0
(ii) Independent	0	2	0	2	0	0
C. Nominee Directors representing	0	0	0	0	0	0

(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	2	3	2	3	20.4	10.94

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
RAJENDRA KUMAR D	00403512	Director	0	
ASHOK DHIRAJLAL K	00738955	Director	0	
PAWAN KUMAR TODI	00590156	Managing Director	988,710	
SARIKA MEHRA	06935192	Whole-time director	0	
RISHI TODI	00590337	Director	655,552	
RITIKA VARMA	AHRPV2835N	Company Secretary	0	
ASHOK KUMAR SHAF	AMGPS9817B	CFO	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETING	26/09/2023	3,337	49	56.5

B. BOARD MEETINGS

*Number of meetings held

4

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	30/05/2023	5	5	100
2	14/08/2023	5	4	80
3	10/11/2023	5	5	100
4	08/02/2024	5	3	60

C. COMMITTEE MEETINGS

Number of meetings held

18

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	AUDIT COMMITTEE	30/05/2023	3	3	100
2	AUDIT COMMITTEE	14/08/2023	3	3	100
3	AUDIT COMMITTEE	10/11/2023	3	3	100
4	AUDIT COMMITTEE	08/02/2024	3	3	100
5	NOMINATION COMMITTEE	14/08/2023	3	2	66.67
6	NOMINATION COMMITTEE	10/11/2023	3	3	100
7	RISK MANAGEMENT COMMITTEE	14/08/2023	4	3	75
8	RISK MANAGEMENT COMMITTEE	10/11/2023	4	3	75
9	RISK MANAGEMENT COMMITTEE	05/03/2024	4	4	100
10	FAIR PRACTICES COMMITTEE	14/02/2023	3	2	66.67

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	RAJENDRA K	4	4	100	13	13	100	
2	ASHOK DHIR	4	4	100	10	10	100	
3	PAWAN KUM	4	3	75	12	12	100	
4	SARIKA MEH	4	4	100	9	9	100	
5	RISHI TODI	4	2	50	14	9	64.29	

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	PAWAN KUMAR T	MANAGING DIR	3,000,000	0	0	0	3,000,000
2	SARIKA MEHRA	WHOLE TIME D	2,926,560	0	0	0	2,926,560
	Total		5,926,560	0	0	0	5,926,560

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	ASHOK KUMAR SH	CFO	1,490,640	0	0	0	1,490,640
2	RITIKA VARMA	COMPANY SEC	885,360	0	0	0	885,360
	Total		2,376,000	0	0	0	2,376,000

Number of other directors whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	RAJENDRA KUMAL	DIRECTOR	0	0	0	59,000	59,000
2	ASHOK DHIRAJLA	DIRECTOR	0	0	0	59,000	59,000
3	RISHI TODI	DIRECTOR	0	0	0	19,000	19,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
	Total		0	0	0	137,000	137,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

NIAZ AHMED

Whether associate or fellow

Associate Fellow

Certificate of practice number

5965

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. .. dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- 1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- 2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

DIN of the director

To be digitally signed by

- Company Secretary
- Company secretary in practice

Membership number

Certificate of practice number

Attachments

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachment(s), if any

List of attachments

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

C. COMMITTEE MEETINGS

Number of meetings held

18

S. No.	Type of Meeting	Date of Meeting	Total Number of Members as on the date of Meeting	Attendance	
				Number of members attended	% of attendance
1	AUDIT COMMITTEE MEETING	30/05/2023	3	3	100.00
2	AUDIT COMMITTEE MEETING	14/08/2023	3	3	100.00
3	AUDIT COMMITTEE MEETING	10/11/2023	3	3	100.00
4	AUDIT COMMITTEE MEETING	08/02/2024	3	3	100.00
5	NOMINATION AND REMUNERATION COMMITTEE	14/08/2023	3	2	66.67
6	NOMINATION AND REMUNERATION COMMITTEE	10/11/2023	3	3	100.00
7	RISK MANAGEMENT COMMITTEE	14/08/2023	4	3	75.00
8	RISK MANAGEMENT COMMITTEE	10/11/2023	4	3	75.00
9	RISK MANAGEMENT COMMITTEE	05/03/2024	4	4	100.00
10	FAIR PRACTICE CODE COMMITTEE	14/08/2023	3	2	66.67
11	FAIR PRACTICE CODE COMMITTEE	10/11/2023	3	3	100.00
12	FAIR PRACTICE CODE COMMITTEE	05/03/2024	3	3	100.00
13	STAKEHOLDERS RELATIONSHIP COMMITTEE	14/08/2023	4	3	75.00
14	STAKEHOLDERS RELATIONSHIP COMMITTEE	10/11/2023	4	4	100.00
15	STAKEHOLDERS RELATIONSHIP COMMITTEE	07/02/2024	4	4	100.00
16	STAKEHOLDERS RELATIONSHIP COMMITTEE	11/03/2024	4	4	100.00
17	IT STRATEGY COMMITTEE	14/08/2023	4	3	75.00
18	IT STRATEGY COMMITTEE	05/03/2024	4	4	100.00

Note:

- Besides the meeting of the Board of Directors and various Committee meetings, a separate meeting of the Independent Directors was held on 8th February, 2024, which was attended by Mr. Rajendra Kumar Duggar (DIN-00403512) & Mr. Ashok Dhirajlal Kanakia (DIN-00738955).
- Mr. Shankar Birjuka, member of the Risk Management Committee & Mr. Ashim Karmakar, Member of the IT Strategy Committee, are not part of the Board of Directors.