

To  
The Chairperson  
NPR Finance Ltd.  
6<sup>th</sup> Floor, Unit No.611,  
Adventz Infinity@5, Street No.18,  
BN-Block, Sector-V, Bidhannagar,  
Kolkata- 700091

Dear Sir,

**Scrutinizer's Report on Voting with reference to the 36<sup>th</sup> Annual General Meeting (AGM) of NPR Finance Ltd held on 11<sup>th</sup> September, 2025.**

Pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") 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 ("Listing Regulations"), the Board of Directors of NPR Finance Ltd ("the Company") at its meeting held on Thursday, the 14<sup>th</sup> day of August, 2025, has appointed me as the Scrutinizer for scrutinizing the entire voting process, i.e.:

- (i) Remote e-voting process ; and
- (ii) Electronic voting process during the Annual General Meeting ("AGM").

in a fair and transparent manner in respect of the resolutions proposed at the 36<sup>th</sup> AGM of the Company, held on Thursday, the 11<sup>th</sup> day of September, 2025 and commenced at 11:30 a.m through Video Conferencing ("VC") /Other Audio Visual Means ("OAVM").

The management of the Company is responsible to ensure compliance with the relevant provisions of various regulations and laws in force relating to conducting of the 36<sup>th</sup> AGM through VC/OAVM and voting by electronic means for the resolutions contained in the Notice of the AGM. My responsibility as a Scrutinizer for the voting process is restricted to making a Scrutinizer's Report in respect of the Resolutions stated in the Notice of the AGM, based on the report generated from the e-voting system provided by Central Depository Services Limited (CDSL) – which is the Authorised Agency engaged by the Company to provide the remote e-voting facilities and e-voting facilities to vote at the AGM. I am responsible for scrutinizing the entire voting process.

I have completed the scrutiny of the e-votes and submit my report as under:

1. The Annual General Meeting (AGM) of the Company was held on Thursday, the 11<sup>th</sup> day of September, 2025, 11.30 A.M. onwards, through Video Conferencing (VC) /Other Audio Visual Means (OAVM).
2. Members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 4<sup>th</sup> September, 2025, were entitled to cast their votes.
3. The remote e-voting period commenced on 8<sup>th</sup> September, 2025, at 9.00 a.m. and ended on 10<sup>th</sup> September, 2025, at 5.00 p.m.



4. Further, members who were present at the AGM through VC/OAVM means, but did not cast their votes through remote e-voting, were allowed to electronically cast their votes during the AGM.
5. The e-voting facility at the AGM was allowed to continue till atleast 15 minutes after the conclusion of the meeting.
6. Thereafter, the voting through: (i) remote e-voting prior to the AGM; and (ii) e-voting conducted at the AGM were unblocked by me in the presence of two (2) witnesses, who are not in employment of the Company.
7. Based on the voting details downloaded from the e-voting system of CDSL through its website: <https://www.evotingindia.com/>, I report the voting particulars hereunder:-
  - I. The Remote e-voting option was exercised for: (i) Resolution Nos. 1 to 5 by 90 shareholders holding 3860667 Equity Shares; (ii) Resolution No. 6 by 74 shareholders holding 80930 Equity Shares.
  - II. In the ambit of the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the promoter /promoter group did not cast their votes for Item No. 8 of the AGM Notice as it pertained to Related Party Transactions.
  - III. The Venue e-voting option was exercised by 4 shareholders holding 5742 Equity Shares.
  - IV. Report on the voting in respect of Resolutions placed at the AGM is as under:

**Item No. 1: Ordinary Business, Ordinary Resolution**

To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2025 and the Reports of the Auditors and Directors thereon.

**Voting details**

- (i) Voted In favour of the Resolution:

Particulars	Remote e-voting	E-voting at the AGM	Total
Number of Members voted	79	4	83
Number of votes cast by them	3860641	5742	3866383
% of Total Number of valid votes cast	99.9993	100.0000	99.9993

- (ii) Voted against the Resolution:

Particulars	Remote e-voting	E-voting at the AGM	Total
Number of Members voted	11	NIL	11
Number of votes cast by them	26	NIL	26
% of Total Number of valid votes cast	0.0007	NIL	0.0007

- (iii) Invalid Votes: NIL

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**Item No. 2: Ordinary Business, Ordinary Resolution**

To appoint a Director in place of Mr. Rishi Todi (DIN-00590337) who retires by rotation and being eligible, offers himself for re-appointment.

**Voting details**

(i) Voted in favour of the Resolution:

Particulars	Remote e-voting	E-voting at the AGM	Total
Number of Members voted	78	4	82
Number of votes cast by them	3860636	5742	3866378
% of Total Number of valid votes cast	99.9992	100.0000	99.9992

(ii) Voted against the Resolution:

Particulars	Remote e-voting	E-voting at the AGM	Total
Number of Members voted	12	NIL	12
Number of votes cast by them	31	NIL	31
% of Total Number of valid votes cast	0.0008	NIL	0.0008

(iii) Invalid Votes : NIL

**Item No. 3: Special Business, Ordinary Resolution**

**Appointment of Secretarial Auditor for a term of five consecutive years.**

**Resolution 3**

**"RESOLVED THAT** in terms of the provisions of section 204 of the Companies Act, 2013("Act"), read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), including any statutory modifications and/or re-enactment thereof, M/s M Shahnawaz & Associates - Practicing Company Secretary having Firm Regn. No.: S2015WB331500, Membership No. 21427, C.P. No: 15076, be and is hereby appointed as the Secretarial Auditor of the Company for a term of five years (commencing from 1<sup>st</sup> April, 2025 to 31<sup>st</sup> March, 2030) for conducting Secretarial Audit of the Company and the issuance of the Secretarial Audit Report thereof, at an annual remuneration to be decided by 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) / Audit Committee - in consultation with the Secretarial Auditor.

**RESOLVED FURTHER THAT** approval of the Members is hereby accorded to the Board to avail or obtain from the Secretarial Auditor, such other services or certificates or reports which the Secretarial Auditor may be eligible to provide or issue under the applicable laws at a remuneration to be determined by the Board.

**FURTHER RESOLVED THAT** the Board of Directors be and are hereby authorised to take such steps and do all such acts, deeds, matters, and things as may be considered necessary, proper, and expedient to give effect to this Resolution."



#### Voting details

(i) Voted In favour of the Resolution:

Particulars	Remote e-voting	E-voting at the AGM	Total
Number of Members voted	78	4	82
Number of votes cast by them	3860638	5742	3866378
% of Total Number of valid votes cast	99.9992	100.0000	99.9992

(ii) Voted against the Resolution:

Particulars	Remote e-voting	E-voting at the AGM	Total
Number of Members voted	12	NIL	12
Number of votes cast by them	31	NIL	31
% of Total Number of valid votes cast	0.0008	NIL	0.0008

(iii) Invalid Votes : NIL

#### **Item No. 4: Special Business, Special Resolution**

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<sup>st</sup> November, 2025.

#### **Resolution 4**

"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 upon the expiry of his present term of office – i.e. with effect from 1<sup>st</sup> November, 2025, 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 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, 2025, 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."

**Voting details**

(i) Voted in favour of the Resolution:

Particulars	Remote e-voting	E-voting at the AGM	Total
Number of Members voted	78	4	82
Number of votes cast by them	3860636	5742	3866378
% of Total Number of valid votes cast	99.9992	100.0000	99.9992

(ii) Voted against the Resolution:

Particulars	Remote e-voting	E-voting at the AGM	Total
Number of Members voted	12	NIL	12
Number of votes cast by them	31	NIL	31
% of Total Number of valid votes cast	0.0008	NIL	0.0008

(iii) Invalid Votes : NIL

**Item No. 5: Special Business, Ordinary Resolution**

**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 19<sup>th</sup> September, 2025.**

**Resolution 5**

"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 upon the expiry of her present term of office - i.e. with effect from 19<sup>th</sup> September, 2025, 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 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** 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, 2025, 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."

#### Voting details

(i) Voted in favour of the Resolution:

Particulars	Remote e-voting	E-voting at the AGM	Total
Number of Members voted	78	4	82
Number of votes cast by them	3860636	5742	3866378
% of Total Number of valid votes cast	99.9992	100.0000	99.9992

(ii) Voted against the Resolution:

Particulars	Remote e-voting	E-voting at the AGM	Total
Number of Members voted	12	NIL	12
Number of votes cast by them	31	NIL	31
% of Total Number of valid votes cast	0.0008	NIL	0.0008

(iii) Invalid Votes : NIL

#### **Item No. 6: Special Business, Ordinary Resolution**

##### **Material Related Party Transactions.**

#### Resolution 6

"RESOLVED THAT pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "the Act"), read with the Companies (Meetings of Board and its Powers) Rules, 2014 and in terms of applicable provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "the Listing Regulations"), including any statutory modification(s) and/or re-enactments thereof, the Company's Policy on Related Party Transactions, and based on the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the Company to enter/continue to enter into various Related Party Transaction(s) (including Material Related Party Transactions) as defined in the explanatory statement hereto and on such terms as mentioned thereto.





**FURTHER RESOLVED THAT** the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) or the Company Secretary, be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalising and executing necessary documents, agreement(s), etc., as may be required, to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever, without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

#### Voting details

(i) Voted in favour of the Resolution:


Particulars	Remote e-voting	E-voting at the AGM	Total
Number of Members voted	62	4	66
Number of votes cast by them	80899	5742	86641
% of Total Number of valid votes cast	99.9617	100.0000	99.9642

(ii) Voted against the Resolution:

Particulars	Remote e-voting	E-voting at the AGM	Total
Number of Members voted	12	NIL	12
Number of votes cast by them	31	NIL	31
% of Total Number of valid votes cast	0.0383	NIL	0.0358

(iii) Invalid Votes : NIL

1. Taking into consideration the net valid votes, I report that all the resolutions as set out in the Notice dated 14<sup>th</sup> day of August, 2025, have been passed by the Members with requisite majority.
2. The electronic data and all other relevant records relating to the e- voting shall remain in my safe custody and shall be handed over to the Company Secretary for preserving safely after the Chairperson considers, approves and signs the Minutes of the aforesaid Annual General Meeting.

  
**NIYAZ AHMED**  
 Company Secretary in Practice  
 Membership No. 9432  
 C. P. No. 5885

UDIN -F009432G001233006  
 P.R. No. 4051/2023

Place : Kolkata  
 Date : 12.09.2025

Encl.: Annexure A: containing Explanatory Statement of the Notice of the 35<sup>th</sup> AGM.

**ANNEXURE A TO THE SCRUTINIZER'S REPORT**

**EXPLANATORY STATEMENT OF THE NOTICE OF THE 36<sup>TH</sup> ANNUAL GENERAL MEETING (AGM) OF NPR FINANCE LTD**

**Item No. 3**

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended, the appointment of the Secretarial Auditor shall be subject to the approval of the shareholders at AGM.

Based on the recommendation of the Audit Committee, the Board of Directors has proposed to appoint M/s M Shahnawaz & Associates, a Peer Reviewed Company Secretary in Practice (holding a valid certificate of peer review issued by the Institute of Company Secretaries of India (ICSI)) having Firm Regn. No.: S2015WB331500, Membership No. 21427, C.P. No: 15076, for a term of five years (commencing from 1<sup>st</sup> April, 2025 to 31<sup>st</sup> March, 2030), for conducting Secretarial Audit of the Company and the issuance of the Secretarial Audit Report thereof.

M/s M Shahnawaz & Associates has provided consent to act as the Secretarial Auditor of the Company and has confirmed that the proposed appointment, if made, will be in compliance with the provisions of the Act and the Listing Regulations.

**Proposed fees payable to the Secretarial Auditor along with the terms of appointment:**

**↓ Proposed Fee**

M/s. M Shahnawaz & Associates will be paid a Fee of Rs. 25,000/- (Rupees Twenty five thousand only) for F.Y. 2025-26 and as may be mutually agreed between the Board and the Secretarial Auditor for subsequent years. In case of any change in fee for subsequent years, the same will be determined by the Audit Committee and /or the Board of Directors.

**↓ Terms of Appointment**

- (i) **Tenure of service** - Five (5) years commencing from 1<sup>st</sup> April, 2025 to 31<sup>st</sup> March, 2030;  
(ii) **Other professional services apart from Secretarial Audit** - The terms of appointment for availing any other professional services, if required, will be determined separately by the management, in consultation with M/s M Shahnawaz & Associates and will be subject to approval by the Board of Directors and/ or the Audit Committee.

**Basis of recommendation for appointment including the details in relation to and credentials of the Secretarial Auditor proposed to be appointed:**

M/s. M Shahnawaz & Associates is a firm of Practicing Company Secretaries, established in 2015, providing consultancy services in the field of Corporate Law Compliance mainly SEBI Regulations, FEMA, Companies Act and NBFC for more than 9 years. The Firm is led by CS Md Shahnawaz having more than 17 years of experience in Corporate Law Compliances.

The above is in line with the disclosure requirement of Regulation 36(5) of the Listing Regulations.

Based on the above, your Board has found M/s. M Shahnawaz & Associates to be well-equipped to manage the Secretarial Audit of the Company.





All relevant 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.

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 Ordinary Resolution being in the interest of the Company, is proposed and recommended for the approval of the shareholders.

#### **Item No. 4**

Mr. Pawan Kumar Todi's (DIN-00590156) tenure as the Managing Director of the Company persists till 31<sup>st</sup> October, 2025. Accordingly, he has presented himself for re-appointment for a term of 3 (three) years with effect from 1<sup>st</sup> November, 2025. His office will not be liable to retirement by rotation.

The first proviso to section 196(3)(a) of the Act inter alia provides that: the appointment of a person who has attained the age of seventy years may be made by passing a special resolution in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such person. Accordingly, his re-appointment will require the approval of the shareholders by a special Resolution as he is aged above 70 years.

The Nomination and Remuneration Committee has recommended his appointment after evaluating the balance of skills, knowledge and experience on the Board. In this connection, a brief note on the profile of Mr. Pawan Kumar Todi (DIN-00590156) is as under:

#### **Brief Profile**

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. Further, he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

Thus your Board considers his re-appointment as prudent and justifiable.

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

All relevant 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 will 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: Rs. 1,50,000/- (Rupees One Lakh Fifty Thousand Only) per month.
2. Special Allowance: Rs. 25,000/- (Rupees Twenty Five Thousand Only) per month.
3. Conveyance Allowance: Rs. 20,000/- (Rupees Twenty Thousand Only) per month.
4. House Rent Allowance: Rs. 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.

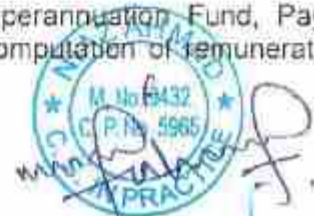
**6. Entertainment Expenses.**

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 own re-appointment. Also, Mr. Rishi Todi (DIN-00590337), Director, along with the entire Promoter Group being related to Mr. Pawan Kumar Todi (DIN-00590156), 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 above special resolution being in the interest of the Company, the Nomination and Remuneration Committee and also the Board of Directors, has proposed and recommended the same for your approval.

#### Item No. 5

Ms. Sarika Mehra's (DIN-06935192) tenure as the Whole-time Director of the Company persists till 19<sup>th</sup> September, 2022. 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.: 19<sup>th</sup> September, 2025. 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.

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

All relevant 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.

She brings over 25 years of extensive experience in the fields of Finance, Accounts, Taxation, and Secretarial Matters. Throughout her career, she has played an instrumental role in establishing efficient business processes, contributing significantly to strategic planning, decision-making, and the overall administration of company affairs. Her leadership and expertise have consistently supported operational excellence with Financial Stability & Governance. Thus your Board considers her Re-appointment as prudent & in the interest of the Company.

Besides her existing duties & responsibilities, she will 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.

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

#### A. SALARY

Salary Details	Salary (in Rs.) per month
Basic	50,000
House Rent Allowance	50,000
Conveyance Allowance	45,000



Special Allowance	40,000
Medical Allowance	38,000
City Compensatory Allowance	38,000
<b>Total</b>	<b>2,61,000</b>

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.

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.

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.

## **B. PERQUISITES & ALLOWANCES:**

As detailed below:

### **1. Medical Insurance.**

- i. The expenses incurred for self and family including Premium payable for Mediclaim Insurance.
- ii. Major hospitalization expenses for her and her 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."

### **2. Personal Accident Insurance.**

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

### **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.

8. Her office will continue to be liable to retire by rotation as per the provisions of section 152 of the Companies Act, 2013, readwith the Rules made thereunder.

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. 6**

The first proviso to sub-section (1) of section 188 of the Act readwith Sub-rule (3) of Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, provides for the requirement of obtaining approval of the shareholders for various types of related party transactions beyond certain threshold limits.

Also, in terms of sub-regulation 4 of Regulation 23 of the Listing Regulations, all material related party transactions and subsequent material modifications as defined by the Audit Committee under sub-regulation (2) of Regulation 23 shall require prior approval of the shareholders through resolution.

The Audit Committee, after reviewing all necessary information provided by the management, has granted its approval for entering into/ratification of these related party transactions, subject to approval by the Members at the Annual General Meeting.

Further, the Audit Committee at its Meeting held on 12<sup>th</sup> February, 2025, accorded omnibus approval in line with the Company's Policy on Related Party Transactions, to pursue such transactions subject to a maximum threshold limit of Rs. 1 Crore per Related Party Transaction that are repetitive in nature, for the financial year 2025-2026.

Amidst the backdrop of the aforementioned provisions, approval of the shareholders is being sought to enter/continue to enter into various Related Party Transaction(s) / material related party transactions.

#### **DISCLOSURE REQUIREMENTS:**

#### **TABLE –A**

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

A circular blue ink stamp of Niaz Ahmed, Chairman of the Board, is visible. The stamp contains the text "NIAZ AHMED", "M No 5432", and "C No 5085". A handwritten signature in blue ink is written over the stamp, and the date "12/02/25" is written next to it.

	RELATED PARTY ENTITIES (RPEs)				
Name of the Related Party	Rani Leasings & Finance Private Limited	Star Wire (India) Vidyut Private Limited	GNB Motors Private Limited	Viewlink Highrise LLP	Akshay Vinimay LLP
Name of the Director or Key Managerial Personnel who is related.	Mr. Pawan Kumar Todi & Mr. Rishi Todi.  Mr. Pawan Kumar Todi is a Director of the RPE. Mr. Rishi Todi is relative of the Directors of the RPE and is also related to its Promoter group.	Mr. Pawan Kumar Todi & Mr. Rishi Todi.  Mr. Rishi Todi is a Director of RPE. Mr. Pawan Kumar Todi is relative of Mr. Rishi Todi and Mr. Varun Todi – Directors of RPE and is also related to its Promoter Group.	Mr. Pawan Kumar Todi & Mr. Rishi Todi.  Mr. Pawan Kumar Todi & Mr. Rishi Todi hold Directorships in RPE. Further, they are relatives of the other Director of the RPE and also related to its Promoter Group.	Mr. Pawan Kumar Todi & Mr. Rishi Todi.  Mr. Rishi Todi is a Designated Partner in RPE. Further, both Mr. Pawan Kumar Todi & Mr. Rishi Todi are related to all the other Partners of the RPE.	Mr. Pawan Kumar Todi & Mr. Rishi Todi.  Mr. Pawan Kumar Todi is the relatives of Partners of the RPE. Mr. Rishi Todi is a Designated Partner of the RPE and relative of the partner(s).
Nature of relationship	Entity where Key Managerial Person and/or their relatives exercise significant influence	Entity where Key Managerial Person and/or their relatives exercise significant influence	Entity where Key Managerial Person and/or their relatives exercise significant influence	Entity where Key Managerial Person and/or their relatives exercise significant influence	Entity where Key Managerial Person and/or their relatives exercise significant influence
Nature of concern or interest (Financial or otherwise)	Financial	Financial	Financial	Financial	Financial
Type of transaction	Unsecured Loan (Lending /Borrowing)				
Nature, material terms, monetary value and particulars of the contract or arrangement:					
Loan proposed to be given (in ₹)	₹1000 lakhs	₹500 Lakhs	₹500 Lakhs	₹500 Lakhs	₹500 Lakhs
Loan proposed to be taken (in ₹)	₹1000 lakhs	₹500 lakhs	₹500 lakhs	₹500 lakhs	₹500 lakhs
Proposed Interest Rate	Not less than 7.00% p.a.	Not less than 7.00% p.a.	Not less than 7.00% p.a.	Not less than 7.00% p.a.	Not less than 7.00% p.a.
Tenure of the loan	Repayable on Demand.	1 year – renewable with mutual consent.	1 year – renewable with mutual consent.	1 year – renewable with mutual consent.	1 year – renewable with mutual consent.
Repayment Schedule	Repayable on demand.	Repayable at the end of	Repayable at the end of	Repayable at the end of	Repayable at the end of





	Interest payable on demand.	tenure. Interest payable at the end of tenure.	tenure. Interest payable at the end of tenure	tenure. Interest payable at the end of tenure.	tenure. Interest payable at the end of tenure.
	RELATED PARTY ENTITIES (RPEs)				
Name of the Related Party	Ganesh Narayan Brijlal Private Limited	Raninagar Paper & Board Private Limited	Purti NPR Developers LLP	NPR Housing LLP	Indeen Bio Power Limited
Name of the Director or Key Managerial Personnel who is related.*	Mr. Pawan Kumar Todi & Mr. Rishi Todi.  Both Mr. Pawan Kumar Todi and Mr. Rishi Todi are relatives of Mr. Varun Todi – one of the Directors of the RPE and are also related to its Promoter group.	Mr. Pawan Kumar Todi & Mr. Rishi Todi.  Both Mr. Rishi Todi and Mr. Pawan Kumar Todi are related to its Promoter Group.	Mr. Pawan Kumar Todi & Mr. Rishi Todi.  Mr. Rishi Todi is a Designated Partner in the RPE. Further, Mr. Pawan Kumar Todi is relative of Mr. Rishi Todi	Mr. Pawan Kumar Todi & Mr. Rishi Todi.  Mr. Rishi Todi is a Designated Partner in the RPE. Further, both Mr. Pawan Kumar Todi & Mr. Rishi Todi are related to all the Partners of the RPE.	Mr. Pawan Kumar Todi & Mr. Rishi Todi.  Mr. Rishi Todi is the director in the RPE. Mr. Pawan Kumar Todi is relative of a Director(s) of RPE.
Nature of relationship	Entity where Key Managerial Person and/or their relatives exercise significant influence	Entity where Key Managerial Person and/or their relatives exercise significant influence	Entity where Key Managerial Person and/or their relatives exercise significant influence	Entity where Key Managerial Person and/or their relatives exercise significant influence	Entity where Key Managerial Person and/or their relatives exercise significant influence
Nature of concern or interest (Financial or otherwise)	Financial	Financial	Financial	Financial	Financial
Type of transaction	Unsecured Loan (Lending /Borrowing)				
Nature, material terms, monetary value and particulars of the contract or arrangement:					
Loan proposed to be given (in ₹)	₹500 Lakhs	₹500 Lakhs	₹500 Lakhs	₹500 Lakhs	₹500 Lakhs
Loan proposed to be taken (in ₹)	₹500 lakhs	₹500 lakhs	₹500 lakhs	₹500 lakhs	₹500 lakhs
Proposed Interest Rate	Not less than 7.00% p.a.	Not less than 7.00% p.a.	Not less than 7.00% p.a.	Not less than 7.00% p.a.	Not less than 7.00% p.a.
Tenure of the loan	1 year – renewable with mutual	1 year – renewable with mutual	1 year – renewable with mutual consent.	1 year – renewable with mutual	1 year – renewable with mutual



	consent.	consent.		consent.	consent.
Repayment Schedule	Repayable at the end of tenure. Interest payable at the end of tenure.	Repayable at the end of tenure. Interest payable at the end of tenure.	Repayable at the end of tenure. Interest payable at the end of tenure.	Repayable at the end of tenure. Interest payable at the end of tenure.	Repayable at the end of tenure. Interest payable at the end of tenure.
	RELATED PARTY ENTITIES				
Name of the Related Party	New Age Enclave Private Limited		Priyashi Construction Private Limited		
Name of the Director or Key Managerial Personnel who is related.	Mr. Pawan Kumar Todi & Mr. Rishi Todi. Mr. Rishi Todi is a Director of RPE . Mr. Pawan Kumar Todi is relative of Director(s) of RPE. Both of them are related to its Promoter Group.		Mr. Pawan Kumar Todi & Mr. Rishi Todi.  Both Mr. Rishi Todi and Mr. Pawan Kumar Todi are also related to/belong to Promoter Group of RPE & are relative of Directors of RPE.		
Nature of relationship	Belongs to the same business Group (i.e. the NPR Group).				
Nature of concern or interest (Financial or otherwise)	Financial				
Type of transaction	Unsecured Loan (Lending /Borrowing)				
Nature, material terms, monetary value and particulars of the contract or arrangement:					
Loan proposed to be given (in ₹)	₹500 lakhs		₹500 lakhs		
Loan proposed to be taken (in ₹)	₹500 lakhs		₹500 lakhs		
Proposed Interest Rate	Not less than 7.00% p.a.		Not less than 7.00% p.a.		
Tenure of the loan	1 year – renewable with mutual consent.		1 year – renewable with mutual consent.		
Repayment Schedule	Repayable at the end of tenure. Interest payable at the end of tenure.		Repayable at the end of tenure. Interest payable at the end of tenure.		

**TABLE – B**

Disclosure in line with the requirement of Regulation 23 of the Listing Regulations (as amended from time to time) readwith applicable SEBI Circulars /Notifications issued thereto:

- (a) Type, material terms and particulars of the proposed transaction, name of the related party, its relationship with the listed entity, including nature of its concern or interest (financial or otherwise), Tenure of the proposed transaction, Value of the proposed transaction :

Please refer Table A above





**(b) Justification as to why these related party transaction are in the interest of the Company:**

- The loan transactions will enable in deploying surplus liquidity in extending inter-corporate loan to related parties, as, such loans are safe with no risk of default and generate comfortable interest income at arm's length. Similarly, availing loan from related party is a convenient and expedient way to arrange funds for business purpose.

**(c) Other disclosures:**

Particulars	Name of the Related Party				
	Rani Leasings & Finance Private Limited	Star Wire (India) Vidyut Private Limited	GNB Motors Private Limited	Viewlink Highrise LLP	Akshay Vinimay LLP
I.(i) The % of the annual turnover, for the immediately preceding financial year, that is represented by the value of the proposed lending transaction.	139.51%	69.76%	69.76%	69.76%	69.76%
I.(ii) The % of the annual turnover, for the immediately preceding financial year, that is represented by the value of the proposed borrowing transaction.	139.51%	69.76%	69.76%	69.76%	69.76%

Particulars	Name of the Related Party				
	Ganesh Narayan Brijlal Private Limited	Raninagar Paper Board Private Limited	Purti NPR Developers LLP	NPR Housing LLP	Indeen Bio Power Limited
I.(i) The % of the annual turnover, for the immediately preceding financial year, that is represented by the value of the proposed lending transaction.	69.76%	69.76%	69.76%	69.76%	69.76%
I.(ii) The % of the annual turnover, for the immediately preceding financial year, that is represented by the value of the proposed borrowing transaction.	69.76%	69.76%	69.76%	69.76%	69.76%

**II. For transaction related to Loans, inter-corporate deposits, advances or investments made or given by our Company:**

(i) Source of Funds	The Company being a Non-Banking Financial Company (NBFC), is exempt from this disclosure requirement.
(ii) If financial indebtedness is incurred to make or give loans, inter corporate deposits, advances or investment:	Not applicable since, no financial indebtedness will be incurred by the Company in providing such financial assistance.

nature of indebtedness, cost of funds, tenure.	
(iii) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.	Please refer to Table-A above.
(iv) purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction.	Funds will be utilised towards the meeting of its operational cash-flows, business objectives & requirements.
III. A copy of the valuation or other external party report, if any such report has been relied upon.	The proposed transactions are in the ordinary course of business and at arm's length. All proposed transactions have been examined by the Audit Committee.
IV. Any other information that may be relevant.	All relevant/ important information, have already been disclosed as part of this Explanatory statement.

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

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

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

Hence, the above Ordinary Resolution No. 6 being in the interest of the Company, the Audit Committee and also the Board of Directors, have proposed and recommended the same for your approval.





## ANNEXURE - I TO THE NOTICE

**DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND THE SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2).**

<b>Name of the Director</b>	Mr. Rishi Todl (DIN-00590337)	Mr. Pawan Kumar Todl (DIN- 00590156)	Ms. Sarika Mehra (DIN-06935192)
<b>Nature of Directorship</b>	Non-Executive Independent Director	Managing Director	Executive Director (Whole-time Director)
<b>Date of Birth &amp; Age</b>	01.04.1980 45 years	02.06.1953 71 years	21.10.1974 50 years
<b>Date of first Appointment on the Board.</b>	He was first appointed on the Board with effect from 07/09/2005. Subsequently, he resigned with effect from 03/05/2007. He was again appointed with effect from 09/02/2022 and his appointment was confirmed at the Extra-ordinary General Meeting held on 06/05/2022.	01.11.1994	28.07.2014
<b>Terms and conditions of appointment.</b>	Please refer to Explanatory Statement.	Please refer to Explanatory Statement.	Please refer to Explanatory Statement.
<b>Details of Remuneration sought to be paid.</b>	He is a Non-Executive Non Independent Director drawing sitting fees. He drew Sitting Fee of Rs. 38,000/- for the financial year 2024-2025.	Rs. 2,50,000/- per month plus other allowances and perquisites - No proposed increase in his remuneration.	Rs. 2,61,000/- per month plus other allowances and perquisites. By virtue of this resolution, approval is being sought for her re-appointment pursuant to her retirement by rotation. All terms and conditions are unchanged.
<b>Remuneration last drawn</b>	He is a Non-Executive Non Independent Director drawing sitting fees.	Rs. 2,50,000/- per month plus other allowances and perquisites.	Rs. 2,61,000/- per month plus other allowances and perquisites.
<b>Brief resume / experience and nature of his/her expertise in specific functional areas.</b>	Mr. Rishi Todl (DIN-00590337) leads the Real Estate Division and other allied activities of the NPR Group.	He has vast knowledge in the area of Finance, Investment, Trading, Renewable energy business and also real estate business.	She has several years of experience in the field of Finance, Accounts, Taxation and Secretarial matters.
<b>Qualification</b>	B.Sc. (Information System/ Management Study) from the	B.Com(Hons.)	B.Com (Hons.), ACS & ACMA



	University of Leeds.		
Number of shares held in the Company alongwith shareholding as a beneficial owner.	6,55,552 Equity Shares representing 10.95%	His shareholding as on date is: 12,21,870 Equity Shares representing 20.40% (out of the above, 2,33,160 Equity Shares representing 3.89% are held by him as a Karta of various HUFs).	Nil
Names of listed entities in which the person also holds the directorship and the membership/ chairpersonship of Committees of the board along with listed entities from which the person has resigned in the past three years.	<p>They do not hold Directorship /Committee membership / Committee Chairpersonship of the Board of any other listed entity other than NPR Finance Ltd.</p> <p>As they have not held Directorship of any other listed entity in the past three years – hence question of resignation from listed entities in the past three years does not arise.</p>		
Names of other companies/LLPs in which the person also holds the directorship/ is a Partner/ Designated Partner / Nominee-Body Corp Partner / Body Corporate DP Nominee.	1. Badu Road Developers LLP  2. Mountview Tracom LLP  3. Oval Promoters LLP  4. Belani NPR Housing LLP  5. Viewlink Highrise LLP  6. Akshay Vinimay LLP  7. Aakash Libra Lights LLP  8. Puri NPR Developers LLP  9. PS Nilabhujia Properties LLP  10. NPR Puri Conbuild LLP  11. Tamopaha Bulcon LLP	1. GNB Motors Private Limited  2. Sustaindia Technocrats Private Limited  3. Rani Leasings & Finance Private Limited  4. Dream Properties Private Limited  5. Frontline Global Services Private Limited  6. Regent Enclave Private Limited  7. Global Developers Private Limited  8. GNB Investment Pvt Ltd  9. ZEE ABC Agro Industries Private Limited  10. PTVM Logistics LLP	1. Anaaya Abeer Realty LLP



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12. Sriji NPR Realty LLP	11. Prabhunandan Developers LLP
13. Pumpkin Properties LLP	12. Panchaanan Nirman LLP
14. Panchaanan Nirman LLP	
15. Prabhunandan Developers LLP	
16. Belani NPR Projects LLP	
17. NPR Housing LLP	
18. ARYK Realty LLP	
19. Sriji Gopalji NPR Enclave LLP	
20. Kiwano Realty LLP	
21. Chateau Realty LLP	
22. Fossa Realty LLP	
23. Shubhaarambh Niketan LLP	
24. Indeen Bio Power Limited	
25. GNB Motors Private Limited	
26. NPR Motors Private Limited	
27. Rishi Motors Pvt Ltd	
28. Joolz Creations Private Limited	
29. Vista Plaza Private Limited	
30. Sheersh Enclave Private Limited	
31. Star Wire (India) Vidyut Private Limited	
32. GNB Investment	



	Pvt Ltd  33. UVM Finance Pvt. Ltd  34. New Age Enclave Private Limited  35. Dream Properties Private Limited  36. Capricon Towers Private Limited  37. NPR Developers Private Limited  38. Tanagers Developer Private Limited		
<b>Number of Meetings of the Board attended during the year (i.e. F.Y. 2024-2025).</b>	Attended all 4 meetings of the Board held during the financial year 2024-2025.		
<b>Disclosure of Relationships between directors inter-se and with the KMPs.</b>	He belongs to the promoter group of the Company. He is the son of Mr. Pawan Kumar Todi (DIN-00590158), who is a Non-executive Non-independent Director & is a Promoter of the Company.	He is a promoter of the Company. He is the father of Mr. Rishi Todi (DIN-00590337), who is a Non-executive Non-independent Director & also belongs to the Promoter Group.	She is not a relative of any Director of the Company.
<b>In case of Independent Director - the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.</b>	Not Applicable		

The Company has received Declaration (pursuant to BSE Circular No. LIST/COMP/14/2018-19, dated 20th June 2018) from the above Directors, to the effect that, they have not been debarred from holding office of a Director by virtue of any Order passed by Securities and Exchange Board of India or any other such authority.

**Note:** The proposal for appointment / re-appointment has been approved by the Board pursuant to the recommendation of the Nomination and Remuneration Committee considering the concerned director's skills, experience and knowledge.





**ANNEXURE - II TO THE NOTICE**

**DISCLOSURE AS REQUIRED UNDER SCHEDULE V OF THE COMPANIES ACT, 2013  
(ITEM NOS. 4 AND 5)**

**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. 22-23 (Rs. in lakhs)	F.Y. 23-24 (Rs. in lakhs)	F.Y. 24-25 (Rs. in lakhs)
		Total Revenue	1277.42 lakhs	947.37 lakhs	765.22 lakhs
		Profit/(Loss) After Tax	Loss 241.68 lakhs	108.63 lakhs	59.28 lakhs
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: Rs. 2,50,000/- per month plus other allowances and perquisites.	Gross Remuneration: Rs. 2,61,000/- per month 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. 4 of the explanatory statement.	As per the details given in Item No. 5 of the explanatory statement.
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be	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.	



	with respect to the country of his/her origin).	positive outcome of performance evaluation and the Nomination and Remuneration Policy of the Company.
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with managerial personnel, or other director, if any.	<p>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 father of Mr. Rishi Todi (DIN-00590337) who is one of the Directors (Non-executive &amp; Non-Independent category) &amp; also belongs to the Promoter Group of the Company. Mr. Pawan Kumar Todi (DIN-00590156) draws remuneration in the capacity of Managing Director. His shareholding as on date is: 12,21,870 Equity Shares representing 20.40% (out of the above, 2,33,160 Equity Shares representing 3.89% are held by him as a Karta of various HUFs).</p> <p>Ms. Sarika Mehra (DIN-06935192) draws remuneration in the capacity of Executive Director (i.e. a whole time Director.)</p> <p>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.</p>

### III. OTHER INFORMATION

1.	Reasons of loss or inadequate profits	The profits are inadequate due to low volume of business. The Company expects a gradual expansion in its overall 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 and is hopeful that, with a gradual rise in the growth prospects of the Indian Economy in the near future, the outlook of this sector 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 desirous to pool its resources in expanding its NBFC activities on a larger scale which is expected to boost up the Finance Division of the Company. Further, the Company will continue to remain open to other lucrative opportunities. Also, for improving the income from NBFCs activities and the real estate sector, the Company is exploring suitable business opportunities for growth.</p> <p>Moreover, the Company is desirous to expand its business segment portfolio subject to suitable business opportunities.</p> <p>However, it be noted that 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>

