NPR FINANCE LIMITED
6th Floor, Unit No.611, Adventz Infinity@5, Street No.18, BN-Block, Sector-V, Bidhannagar, Kolkata-700 091
CIN-L65921WB1989PLC047091, E-MAIL- npr1@nprfinance.com
PHONE NO. – 033 4849 6490
Website: www.nprfinance.com

NOTICE

NOTICE is hereby given that the 37th Annual General Meeting (AGM) of the Members of the Company will be held on Thursday, the 24th day of September, 2026, at 11.30 a.m., IST, through Video Conferencing ("VC") / Other Audio Video Means ("OAVM") 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, 2026 and the Reports of the Auditors and Directors thereon.
2. To appoint a Director in place of Ms. Sarika Mehra (DIN-06935192) who retires by rotation and being eligible, offers herself for re-appointment.

Special Business:

3. Material Related Party Transactions.

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

"RESOLVED THAT pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "the Act"), read with the Companies (Meetings of Board and its Powers) Rules, 2014 and in terms of applicable provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "the Listing Regulations"), including any statutory modification(s) and/or re-enactments thereof, readwith SEBI Master Circular on Listing Regulations and all applicable Circulars / notifications, etc. issued from time to time on related party transactions, and considering the approval and recommendation of the Audit Committee and the Board of Directors of the Company, in consonance with the Company's Policy on Related Party Transactions, 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."

Regd. Office
6th floor, Unit No. 611,
Adventz Infinity@5,
Sector V, Kolkata-700 091
Dated: 12.08.2026

By Order of the Board
For NPR Finance Ltd.
Ritika Varma
Company Secretary
Membership No. F10291

NOTES:

1. The 37th AGM of the Company will be held on Thursday, the 24th day of September, 2026, at 11.30 a.m., IST, through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") in compliance with all applicable provisions of the Companies Act, 2013 readwith the Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Secretarial Standard-2(SS-2) on General Meetings as issued by the Institute of Company Secretaries of India (ICSI) and further in accordance with various Circulars issued by MCA & SEBI from time to time - latest being MCA General Circular No. 03/2025 dated 22nd September, 2025, read together with other Circulars issued by MCA & SEBI from time to time.

   The deemed venue for the AGM shall be the Registered Office of the Company at 6th floor, Unit No. 611, Adventz Infinity@5, Street Number 18, BN-Block, Sector V, Bidhannagar, Kolkata 700091.

2. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

3. The details of persons seeking approval for re-appointment, as required in sub-regulation (3) of Regulation 36 of the Listing Regulations and the Secretarial Standard on General Meetings (SS-2) is annexed to the Notice.

4. All Statutory Registers maintained under the Act, alongwith all documents referred to in the accompanied Notice and the Explanatory Statement (Item Nos. 3 to 6) setting out the material facts, will be open for inspection at the Registered Office of the Company and also electronically on all working days during working hours upto the date of the AGM. The said documents will also be available for inspection during the AGM in electronic mode. Members seeking to inspect the documents in electronic mode can e-mail their request at: investors@nprfinance.com. The same will be replied by the Company suitably.

5. Members may visit the Company's corporate website to view the Financial Statements or access information pertaining to the Company.

6. The business set out in the notice will be transacted through remote e-voting and e-voting system during the AGM. Instructions and other information relating to remote e-voting and also e-voting at the AGM are given in the notice under note number 19.

7. 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.

8. Register of Members and Share Transfer Books of the Company in respect of Equity Shares shall remain closed from 18th September, 2026 to 24th September, 2026 (both days inclusive) for the purpose of AGM.

9. In view of the requirement for mandatory dematerialization for transfer of securities as per the Regulation 40 of the Listing Regulations, as amended, shareholders holding equity shares in

physical form are urged to have their shares dematerialized so as to be able to freely transfer them.

10. SEBI vide Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated 02/07/2025, had notified regarding the opening of a special window for a period of six months from 07/07/2025 till 06/01/2026 - only for re-lodgement of transfer deeds, which were lodged prior to the deadline of 01/04/2019 and rejected/returned/not attended due to deficiency in the documents/process/or otherwise. Subsequently, SEBI vide Circular No. HO/38/13/11(2)2026-MIRSD-POD/ I/3750/2026 dated 30/01/2026, has notified the opening of special window for transfer and dematerialisation ("demat") of physical securities which were sold/purchased prior to 01/04/2019 for a period of one year from 05/02/2026 to 04/02/2027. Eligible shareholders may submit their transfer request along with the requisite documents to the Company's RTA – M/s Niche Technologies Private Limited at 3A, Auckland Place, 7th Floor, Room No. 7A & 7B, Kolkata 700 017 (Contact No. (033) 2280 6616/17/18, E-mail: nichetechpl@nichetechpl.com, Website: https://nichetechpl.com/, or to the Company at investors@nprfinance.com for further assistance, within the above mentioned period. Details on the above mentioned SEBI Circular are available on the Company's website (https://nprfinance.com/).

11. As an on-going measure to enhance the ease of doing business for investors in the securities market, vide its various Circulars from time to time, SEBI has prescribed the common and simplified norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC details and Nomination. Further, with a view to promote ease of compliance and investor convenience, SEBI had notified, inter alia the following:

    - Non-submission of 'choice of nomination' shall not result in freezing of Demat Accounts;
    - Security holders holding securities in physical form shall be eligible for receipt of any payment including dividend, interest or redemption payment as well as to lodge grievance or avail any service request from the Registrar and Share Transfer Agent ("RTA") even if 'choice of nomination' is not submitted by these security holders;
    - Payments including dividend, interest or redemption payment withheld presently by the Listed Companies/RTAs, only for want of 'choice of nomination' shall be processed accordingly.

Notwithstanding the above, all new investors shall continue to be required to mandatorily provide the 'Choice of Nomination' for demat accounts (except for jointly held Demat Accounts). All existing investors are encouraged, in their own interest, to provide 'choice of nomination' for ensuring smooth transmission of securities held by them as well as to prevent accumulation of unclaimed assets in securities market. Relevant details and forms prescribed by SEBI in this regard are available on the website of the Company at www.nprfinance.com via the link: https://nprfinance.com/investor-services/ .

12. 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.

13. 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.

14. Members are requested to quote their Folio number/DP I.D. and Client I.D. in all correspondence.

15. Please note that, no claims 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: Ms. Ritika Varma (Membership No. F10291), 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: https://nprfinance.com/unclaimed-unpaid-dividend-public-deposit/ .

16. The Company has designated an exclusive e-mail id, viz: investors@nprfinance.com to enable investors to register their complaints/queries, if any. Alternatively, the members may also write to Ms. Ritika Varma (Membership No. F10291), Company Secretary, at the Registered Office of the Company {Phone Numbers: (033) 4849 6490} for the redressal of their queries/redressal of complaints.

17. SEBI has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal at https://smartodr.in/login . In a move to enhance financial consumer protection alongside enhanced financial inclusion and financial literacy and in view of the recent developments in the securities market including introduction of Online Dispute Resolution (ODR) platform and SCORES 2.0, SEBI has issued updated Investor Charter. The same has been disseminated on the website of the Company and is available via the link: https://nprfinance.com/investor-services/

18. In line with the MCA & SEBI Circulars the Notice calling the AGM along with Annual Report 2025-26 is being sent only through electronic mode to those members whose e-mail address is registered with the Company or the Depository Participant(s)(DPs) or Registrar and Share Transfer Agent (RTA). Members may note that the Notice of AGM along with Annual Report has also been uploaded on the website of the Company at www.nprfinance.com , website of BSE Limited at www.bseindia.com . The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-voting facility and e-voting system during the AGM) at www.evotingindia.com .

    Further, Letter providing the web-link of Company's website from where the Annual Report and Notice of the 37th AGM can be accessed, is being sent to the shareholders whose email addresses are not registered. The Company shall send physical copy of the Annual Report 2025-26 to those Members who request for the same at investors@nprfinance.com / npr1@nprfinance.com mentioning their Folio No./DP ID and Client ID.

19. Voting Through Electronic Means :

I. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the MCA Circulars and in terms of the SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020 regarding e-voting Facility provided by Listed Entities, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

II. The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

III. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

IV. Since this AGM is being held through VC/OAVM pursuant to the MCA circulars and SEBI circulars, the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of the MCA circulars and SEBI circular, the facility for appointment of proxies by the members will not be available for this AGM and hence the proxy form and attendance slip are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

V. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the SEBI Regulations (as amended) readwith various SEBI Circulars, the provisions of Companies Act, 2013 (& the Rules made thereunder), read with various MCA Circulars issued from time to time – the latest being General Circular No. 03/2025 dated 22nd September, 2025.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

(i) The e-voting period begins on 21st September, 2026 at 9.00 a.m. (IST) and ends on 23rd September, 2026 at 5.00 p.m. (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of

17th September, 2026, may cast their vote by e-voting. The 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) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, read with SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/1/3762/2026 dated January 30, 2026, on e-voting facility provided by Listed Companies, SEBI in order to increase the efficiency of the voting process, has decided to enable e-voting to all the demat account holders (including public non-institutional Shareholders/retail Shareholders) by way of a single login credentials, through their Demat accounts or websites of Depositories/Depository Participants (DPs). Demat account holder shall be able to cast their vote without having to register again with the e-voting service providers.

Step 1: Access through Depositories CDSL/NSDL e-Voting System in case of individual shareholders holding shares in demat mode.

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on Login icon and select My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in

	progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful

	authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp . You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at the Toll free no.: 1800 2109911.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022 - 4886 7000 and 022 - 2499 7000

Step 2: Access through CDSL e-Voting System in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meeting for Physical shareholders and shareholders other than individual holding in Demat form.

1. The shareholders should log on to the e-voting website www.evotingindia.com.
2. Click on "Shareholders" module.
3. 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. 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.
6. If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	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. • 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).

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN 260813027 for the relevant Company Name i.e. NPR FINANCE LIMITED on which you choose to vote.

(x) 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.

(xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xii) 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.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xv) 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.

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) Additional Facility for Non – Individual Shareholders and Custodians-For Remote e-voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- 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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is mandatorily that 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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investors@nprfinance.com (designated email address by company), if

they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.

2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.

4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance upto the cut-off date for the AGM, mentioning their name, demat account number/folio number, email id, mobile number at investors@nprfinance.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance upto the cut-off date for the AGM, by mentioning their name, demat account number/folio number, email id, mobile number at investors@nprfinance.com. These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL / MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY / DEPOSITORIES:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investors@nprfinance.com / nichetechpl@nichetechpl.com .

2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at the Toll free no.: 1800 2109911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, AVP, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at the Toll free no.: 1800 2109911.

20. 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. without which the vote shall not be treated as valid.

21. 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 17th September, 2026. A person who is not a member as on cut-off date should treat this notice for information purpose only.

22. The shareholders shall have one vote per equity share held by them as on the cut-off date of 17th September, 2026. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.

23. We thank you for registering your e-mail address and supporting the Green Initiative drive. Persons who have not registered their email addresses with the company or wish to update the same : (i) please register /update the same alongwith other KYC details with your Depository Participant if you are holding shares in dematerialized form or (ii) with the Company or our Registrar and Share Transfer Agent, viz., Niche Technologies Private Limited at 3A, Auckland Place, 7th Floor, Room No. 7A & 7B, Kolkata 700 017 (Contact No. (033) 2280 6616/17/18, E-mail: nichetechpl@nichetechpl.com), by submitting Form ISR-1, other relevant forms, if you are holding shares in physical form. Further, all details in this regard alongwith necessary forms, are available on the website of the Company (www.nprfinance.com).

24. Any person who becomes members of the Company subsequent to the dispatch of the e-mail and holds the shares as on the cut-off date i.e. 17th September, 2026, may send a request to the Company / RTA at investors@nprfinance.com / nichetechpl@nichetechpl.com by mentioning the Folio No. / DP ID and Client ID to obtain the User-ID and Password for e-voting.

25. CS Niaz Ahmed, Practicing Company Secretary (Certificate of Practice Number 5965, Membership No. F9432) has been appointed as the Scrutinizer to scrutinize the entire voting process. The Scrutinizer will submit, not later than two working days from the conclusion of the AGM, the Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairperson of the Company or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.

26. 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 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 12th February, 2026, 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 2026-27.

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.

NPR FINANCE LIMITED
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DISCLOSURE REQUIREMENTS:

The disclosure requirements in terms of section 188 of the Companies Act, 2013 readwith Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Listing Regulations read with the SEBI Master Circular bearing reference no. SEBI/HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 ("SEBI Master Circular") along with details as required under the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" ("RPT Industry Standards") are set forth below:

- 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:

	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	NPR Purti Conbuild 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 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 – Mr. Chetan Todi 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. Rishi Todi is a Designated Partner of the 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	Financial	Financial	Financial	Financial

(Financial or otherwise)					
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 ₹)	₹2000 lakhs	₹2000 lakhs	₹1000 lakhs	₹2000 lakhs	₹1000 lakhs
Loan proposed to be taken (in ₹)	₹2000 lakhs	₹2000 lakhs	₹1000 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	Interest payable at the end of the year.	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 (RPEs)				
Name of the Related Party	Ganesh Narayan Brijlal Private Limited	PS Nilabhuja Properties LLP	Purti NPR Developers LLP	NPR Housing LLP	Fossa Realty LLP
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	Mr. Pawan Kumar Todi & Mr. Rishi Todi. Mr. Rishi Todi is a Designated Partner of RPE. 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, 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	Mr. Pawan Kumar Todi & Mr. Rishi Todi. Mr. Rishi Todi is a Designated Partner of RPE. Mr. Pawan Kumar Todi is relative of Mr. Rishi Todi.

	Promoter group.			of the 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 ₹)	₹1000 lakhs	₹1000 lakhs	₹1000 lakhs	₹1000 lakhs	₹1000 lakhs
Loan proposed to be taken (in ₹)	₹1000 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 consent.	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 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 (RPEs)				
Name of the Related Party	Tamopaha Builcon LLP	Belani NPR Projects LLP	Belani NPR Housing LLP	Pumpkin Properties LLP	Kiwano Realty LLP
Name of the Director or Key Managerial Personnel who is related.	Mr. Pawan Kumar Todi & Mr. Rishi Todi. Mr. Rishi Todi is a Designated Partner of RPE. Mr. Pawan Kumar Todi is relative of Mr. Rishi Todi.	Mr. Pawan Kumar Todi & Mr. Rishi Todi. Mr. Rishi Todi is a Designated Partner of RPE. Mr. Pawan Kumar Todi is relative of Mr. Rishi Todi. Further, they are relatives of one the Partners' of the RPE – Mr. Chetan Todi.	Mr. Pawan Kumar Todi & Mr. Rishi Todi. Mr. Rishi Todi is a Designated Partner of RPE. Mr. Pawan Kumar Todi is relative of Mr. Rishi Todi.	Mr. Pawan Kumar Todi & Mr. Rishi Todi. Mr. Rishi Todi is a Designated Partner of RPE. Mr. Pawan Kumar Todi is relative of Mr. Rishi Todi.	Mr. Pawan Kumar Todi & Mr. Rishi Todi. Mr. Rishi Todi is a Designated Partner of RPE. Mr. Pawan Kumar Todi is relative of Mr. Rishi Todi.
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	₹1000 lakhs	₹1000 lakhs	₹1000 lakhs	₹1000 lakhs
Loan proposed to be taken (in ₹)	-	-	-	-	-
Proposed	Not less than	Not less than	Not less than	Not less than	Not less than

Interest Rate	7.00% p.a.	7.00% p.a.	7.00% p.a.	7.00% p.a.	7.00% p.a.
Tenure of the loan	1 year – renewable with mutual consent.	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 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.

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

❖ PART A

Minimum information of the proposed Related Party Transactions, applicable to all Related Party Transactions

Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable.

- A(1):Basic details of the related party

S. No.	Particulars of the information	Information provided by the management
1.	Name of the related party	➢ Rani Leasings & Finance Private Limited ➢ Star Wire (India) Vidyut Private Limited ➢ GNB Motors Private Limited ➢ Viewlink Highrise LLP ➢ Ganesh Narayan Brijlal Private Limited ➢ Purti NPR Developers LLP ➢ NPR Housing LLP ➢ NPR Purti Conbuild LLP ➢ PS Nilabhuja Properties LLP ➢ Fossa Realty LLP ➢ Tamopaha Builcon LLP ➢ Belani NPR Projects LLP ➢ Belani NPR Housing LLP ➢ Pumpkin Properties LLP ➢ Kiwano Realty LLP
2.	Country of incorporation of the related party	INDIA
3.	Nature of business of the related party	➢ Rani Leasings & Finance

		Private Limited – NBFC ➢ Star Wire (India) Vidyut Private Limited – Power Generation ➢ GNB Motors Private Limited – Dealership of Motor Vehicles ➢ Viewlink Highrise LLP – Real Estate ➢ Ganesh Narayan Brijlal Private Limited – Real Estate ➢ Purti NPR Developers LLP – Real Estate ➢ NPR Housing LLP – Real Estate ➢ PS Nilabhuja Properties LLP – Real Estate ➢ Fossa Realty LLP – Real Estate ➢ Tamopaha Builcon LLP– Real Estate ➢ Belani NPR Projects LLP – Real Estate ➢ Belani NPR Housing LLP – Real Estate ➢ Pumpkin Properties LLP– Real Estate ➢ Kiwano Realty LLP – Real Estate

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- A(2):Relationship and ownership of the related party.

S. No.	Particulars of the information	Information provided by the management
1.	Relationship between the Company and the related party – including nature of its concern (financial or otherwise) and the following: • Shareholding of the Company, whether direct or indirect, in the related party.	➢ Relationship between the Company and the related party – including nature of its concern (financial or otherwise): Entity where Key Managerial Person and/or their relatives exercise significant influence ➢ Nature of its concern (financial or otherwise): Financial ➢ Shareholding of NPR Finance Ltd in each of the above RPTs: Promoter group of NPR Finance Ltd is related to the Promoter group of each of the respective related party entities. Further, NPR Finance Ltd does not hold any direct shareholding in the aforementioned related party entities save and except for the following entities: • Star Wire (India) Vidyut Pvt. Ltd. – Our Company's holding: 70,000 Equity Shares (2.95%) • Ganesh Narayan Brijlal Private Limited – Our Company's holding: 1,53,850 Equity Shares (19.23%).

	• Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the Company. • Shareholding of the related party, whether direct or indirect, in the Company.	➢ Not Applicable ➢ Shareholding of the respective related party whether direct or indirect in NPR Finance Ltd: Promoter group of related entities is related to the Promoter group of NPR Finance Ltd. Further, the aforementioned related entities do not hold any direct shareholding in NPR Finance Ltd save and except for: Rani Leasings & Finance Private Limited- NPR Finance Ltd holds 1322845 equity shares (22.09%)

- A(3): Details of previous transactions with the related party.
  1. Total amount of all the transactions undertaken by the Company with the related party during the last financial year.

S. No.	Nature of Transactions	*FY 2025-2026 (INR)*	*Related Party*
1.	Loan Given	1)Loan Given: Rs. 1025 lacs 2) Refund: Rs. 605.80 lacs 3) Gross Interest: Rs. 45.78 lacs.	Rani Leasings & Finance Private Limited
2.	Loan Given	Gross Interest: Rs. 15 lacs.	Star Wire (India) Vidyut Private Limited
3.	Loan Given	1)Loan Given: Rs. 125 lacs 2) Refund: Rs. 821.40 lacs 3) Gross Interest: Rs. 62.98 lacs.	GNB Motors Private Limited
4.	Loan Taken	1)Loan Taken: Rs. 98.60 lacs 2) Refund: Rs. 98.67 lacs 3)Gross Interest: Rs. 0.08 lacs.	GNB Motors Private Limited
5.	Loan Given	1)Loan Given: Rs. 1719.43 lacs 2) Refund: Rs. 1119.41 lacs 3)Gross Interest: Rs. 15.87 lacs	Viewlink Highrise LLP

6.	Loan Given	1)Loan Given: Rs. 15 lacs 2) Refund: Rs. 459.10 lacs 3) Gross Interest: Rs. 49.16 lacs	Ganesh Narayan Brijlal Private Limited
7.	Rent Paid	Rent Paid: Rs. 7.20 lacs	Ganesh Narayan Brijlal Private Limited
8.	Loan Given	1)Refund Of Loan Given: Rs. 23.88 lacs 2)Gross Interest: Rs. 0.52 lacs	Purti NPR Developers LLP
9.	Loan Given	1)Loan Given: Rs. 80.78 lacs 2)Gross Interest: Rs. 24.71 lacs	NPR Housing LLP
10.	No transactions in the F.Y. 2025-2026.		➢ NPR Purti Conbuild LLP ➢ PS Nilabhuja Properties LLP ➢ Fossa Realty LLP ➢ Tamopaha Builcon LLP ➢ Belani NPR Projects LLP ➢ Belani NPR Housing LLP ➢ Pumpkin Properties LLP ➢ Kiwano Realty LLP

25. Total amount of all the transactions undertaken by the Company with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.

S. No.	Nature of Transactions	*FY 2026-2027 till Quarter ended 30th June, 2026 (INR)*	*Related Party*
1.	Loan Given	Loan given: Rs. 1 lacs Refund received: Rs. 11 lacs Interest booked: Rs. 23.39 lacs	Rani Leasings & Finance Private Limited
2.	Gross Interest booked.	Rs. 4.31 lacs	Star Wire (India) Vidyut Private Limited
3.	No transaction in FY 2026-2027 till Quarter ended 30th June, 2026.		GNB Motors Private Limited
4.	Loan Given	Loan given: Rs. 6 lacs Refund received: Rs. 50 lacs Interest booked: Rs. 13.24 lacs	Viewlink Highrise LLP
5.	Gross Interest booked.	Rs. 7.07 lacs	Ganesh Narayan Brijlal Private Limited
6.	Rent Paid	Rs. 3.21 lacs	Ganesh Narayan Brijlal Private Limited
7.	No transaction in FY 2026-2027 till Quarter ended 30th June, 2026.		Purti NPR Developers LLP

8.	Gross Interest booked.	Rs. 8.33 lacs	NPR Housing LLP
9.	No transaction in FY 2026-2027 till Quarter ended 30th June, 2026.		➢ NPR Purti Conbuild LLP ➢ PS Nilabhuja Properties LLP ➢ Fossa Realty LLP ➢ Tamopaha Builcon LLP ➢ Belani NPR Projects LLP ➢ Belani NPR Housing LLP ➢ Pumpkin Properties LLP ➢ Kiwano Realty LLP

25. Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the Company during the last financial year.

None

A(4):Amount of the proposed transaction(s)

S. No.	Particulars of the information	Rani Leasings & Finance Private Limited	Star Wire (India) Vidyut Private Limited	GNB Motors Private Limited	Viewlink Highrise LLP	NPR Purti Conbuild LLP
1.	Amount of the proposed transactions being placed for approval in the meeting of the shareholders.	Loan proposed to be given (in ₹): 2000 Lakhs Loan proposed to be taken (in ₹)2000 Lakhs	Loan proposed to be given (in ₹): 2000 Lakhs Loan proposed to be taken (in ₹)2000 Lakhs	Loan proposed to be given (in ₹): 1000 Lakhs Loan proposed to be taken (in ₹)1000 Lakhs	Loan proposed to be given (in ₹): 2000 Lakhs	Loan proposed to be given (in ₹): 1000 Lakhs
2.	Whether the proposed transactions taken together with the transactions	Yes	Yes	Yes	Yes	Yes

	undertaken with the related party during the current financial year would render the proposed transaction a material RPT?					
3.	Value of the proposed transactions as a percentage of the Company's annual consolidated turnover for the immediately preceding financial year	396.46% (proposed loan taken) 396.46% (proposed loan given)	396.46% (proposed loan taken) 396.46% (proposed loan given)	198.23% (proposed loan taken) 198.23% (proposed loan given)	396.46% (proposed loan given)	198.23% (proposed loan given)
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the Company is not a party to the transaction)	N.A. as the Company does not have any subsidiary.				

5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available	3.40% (proposed loan taken) 3.40% (proposed loan given) - based on RPE's consolidated turnover as on 31st March, 2025.	22.89% (proposed loan taken) 22.89% (proposed loan given) - based on RPE's consolidated turnover as on 31st March, 2025.	2.02% (proposed loan taken) 2.02% (proposed loan given) - based on RPE's turnover as on 31st March, 2025.	27.81% (proposed loan given) - based on RPE's turnover as on 31st March, 2025.	The RPE has Nil turnover as on 31st March, 2026. * - based on RPE's turnover as on 31st March, 2026.
6.	Financial performance of the related party for the immediately preceding financial year on standalone basis.	➢ Turnover: Rs. 584.43 lacs ➢ Loss After Tax: Rs. 255.71 lacs ➢ Net worth: Rs. 2975.26 lacs -based on RPE's latest audited financial statement for F.Y.	➢ Turnover: Rs. 5672.20 lacs ➢ Profit After Tax: Rs. 594.59 lacs ➢ Net worth: Rs. 6660.33 lacs - based on RPE's latest audited financial statement for F.Y.	➢ Turnover: Rs. 49,541.58 lacs ➢ Profit After Tax: Rs. 88.40 lacs ➢ Net worth: Rs. 464.63 lacs - based on RPE's latest audited financial statement for F.Y. ended 31st March, 2025.	➢ Turnover: Rs. 7191.38 lacs ➢ Profit After Tax: Rs. 2682.82 lacs ➢ Net worth: Rs. 3481.32 lacs - based on RPE's latest audited financial statement for F.Y.	➢ Turnover: NIL** ➢ Profit After Tax: Rs. 87.80 lacs Net worth: Rs. 428.58 lacs based on RPE's latest audited financial statement for F.Y. ended 31st March, 2026.

		ended 31st March, 2025.	ended 31st March, 2025.		ended 31st March, 2025.	

S. No.	Particulars of the information	Ganesh Narayan Brijlal Private Limited	Purti NPR Developers LLP	NPR Housing LLP	Fossa Realty LLP
1.	Amount of the proposed transactions being placed for approval in the meeting of the shareholders.	Loan proposed to be given (in ₹): 1000 Lakhs Loan proposed to be taken (in ₹)1000 Lakhs	Loan proposed to be given (in ₹): 1000 Lakhs	Loan proposed to be given (in ₹): 1000 Lakhs	Loan proposed to be given (in ₹): 1000 Lakhs
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes	Yes	Yes	Yes
3.	Value of the proposed transactions as a percentage of the Company's annual consolidated turnover for the immediately preceding financial year.	198.23% (proposed loan taken) 198.23% (proposed loan given)	198.23% (proposed loan given)	198.23% (proposed loan given)	198.23% (proposed loan given)
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the Company is not a party to the transaction)	N.A. as the Company does not have any subsidiary.			
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if	1753.16% (proposed loan taken) 1753.16%	The RPE has Nil turnover as on 31st March, 2025.	The RPE has Nil turnover as on 31st March,	The RPE has Nil turnover as on 31st March, 2025. *

	consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	(proposed loan given) - based on RPE's turnover as on 31st March, 2025.		2025. *	
6.	Financial performance of the related party for the immediately preceding financial year on standalone basis.:	➢ Turnover: Rs. 57.04 lacs ➢ Loss After Tax: Rs. 395.88 lacs ➢ Net worth: Negative Rs. 227.18 lacs based on RPE's latest audited financial statement for F.Y. ended 31st March, 2025.	➢ Turnover: NIL ➢ Profit After Tax: Rs. 16.39 lacs ➢ Net worth: Rs. 612.18 lacs based on RPE's latest audited financial statement for F.Y. ended 31st March, 2025.	➢ Turnover: NIL* ➢ Profit After Tax: Rs. 4.07 lacs ➢ Net worth: Rs. 789.15 lacs based on RPE's latest audited financial statement for F.Y. ended 31st March, 2025.	➢ Turnover: NIL* ➢ Loss After Tax: Rs. 0.47 lacs Net worth: Rs. 4.17 lacs based on RPE's latest audited financial statement for F.Y. ended 31st March, 2025.

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S. No.	Particulars of the information	PS Nilabhuja Properties LLP	Tamopaha Builcon LLP	Belani NPR Projects LLP	Belani NPR Housing LLP	Pumpkin Properties LLP
1.	Amount of the proposed transactions being placed for approval in the meeting of the shareholders.	Loan proposed to be given (in ₹): 1000 Lakhs	Loan proposed to be given (in ₹): 1000 Lakhs	Loan proposed to be given (in ₹): 1000 Lakhs	Loan proposed to be given (in ₹): 1000 Lakhs	Loan proposed to be given (in ₹): 1000 Lakhs
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes	Yes	Yes	Yes	Yes
3.	Value of the proposed transactions as a percentage of the Company's annual consolidated turnover for the immediately preceding financial year	198.23% (proposed loan given)	198.23% (proposed loan given)	198.23% (proposed loan given)	198.23% (proposed loan given)	198.23% (proposed loan given)
4.	Value of the proposed transactions	N.A. as the Company does not have any subsidiary.				

	as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the Company is not a party to the transaction)					
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available	The RPE has Nil turnover as on 31st March, 2025. * - based on RPE's consolidated turnover as on 31st March, 2025.	The RPE has Nil turnover as on 31st March, 2025. * - based on RPE's consolidated turnover as on 31st March, 2025.	4785.82% (proposed loan given) - based on RPE's turnover as on 31st March, 2025.	The RPE has Nil turnover as on 31st March, 2025. * - based on RPE's turnover as on 31st March, 2025.	241.67% (proposed loan given) - based on RPE's turnover as on 31st March, 2025.
6.	Financial performance of the related party for the immediately	➢ Turnover: NIL* ➢ Loss After Tax: Rs. 0.11	➢ Turnover: NIL* ➢ Profit After Tax: Rs. 1.68	➢ Turnover: Rs. 20.90 lacs ➢ Loss after Tax: Rs.	➢ Turnover: NIL* ➢ Profit After Tax: Rs. 3.42	➢ Turnover: Rs. 413.79 lacs ➢ Loss After Tax:

	preceding financial year on standalone basis.	lacs ➢ Net worth: Rs. 222.60 lacs -based on RPE's latest audited financial statement for F.Y. ended 31st March, 2025.	lacs ➢ Net worth: Rs. 705.44 lacs - based on RPE's latest audited financial statement for F.Y. ended 31st March, 2025.	631.19 lacs ➢ Net worth: Rs. 4875.38 lacs - based on RPE's latest audited financial statement for F.Y. ended 31st March, 2025.	lacs ➢ Net worth: Rs. 3011.58 lacs - based on RPE's latest audited financial statement for F.Y. ended 31st March, 2025.	Rs. 324.15 lacs ➢ Net worth: Rs. 1774.08 lacs based on RPE's latest audited financial statement for F.Y. ended 31st March, 2025.

S. No.	Particulars of the information	Kiwano Realty LLP
1.	Amount of the proposed transactions being placed for approval in the meeting of the shareholders.	Loan proposed to be given (in ₹): 1000 Lakhs
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3.	Value of the proposed transactions as a percentage of the Company's annual consolidated turnover for the immediately preceding financial year	198.23% (proposed loan given)
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the Company is not a party to the transaction)	N.A. as the Company does not have any subsidiary.
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available	The RPE has Nil turnover as on 31st March, 2025. * - based on RPE's turnover as on 31st March, 2025.

6.	Financial performance of the related party for the immediately preceding financial year on standalone basis.	➢ Turnover: NIL* ➢ Loss After Tax: Rs. 0.39 lacs ➢ Net worth: Rs. 379.18 lacs -based on RPE's latest audited financial statement for F.Y. ended 31st March, 2025.

* The Company proposes to provide loans to these group entities, which are primarily engaged in the real estate business. The projects undertaken by these entities are currently under development and are yet to be completed. Accordingly, revenue from such projects has not yet been recognized, resulting in NIL turnover as at present. The turnover of these entities is expected to remain NIL until the respective projects reach the stage of completion and revenue becomes recognizable in accordance with the applicable accounting principles.

A(5):Basic details of the proposed transaction

S. No.	Particulars of the information	Information provided by the management			
		Rani Leasings & Finance Private Limited	Star Wire (India) Vidyut Private Limited	GNB Motors Private Limited	Viewlink Highrise LLP
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Loan Given & Loan taken	Loan Given & Loan taken	Loan Given & Loan taken	Loan Given
2.	Details of each type of the proposed transaction	Proposed – Unsecured loan given & loan taken at interest rate of not less than 7.00% p.a. – for further details, kindly refer the explanatory statement of this Notice.			
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Tenure of proposed loan given: Repayable on Demand. Tenure of proposed loan taken: Repayable on demand	Tenure of proposed loan given: 1 year – renewable with mutual consent. Tenure of proposed loan taken: 1 year – renewable with mutual	Tenure of proposed loan given: 1 year – renewable with mutual consent. Tenure of proposed loan taken: 1 year – renewable with mutual consent.	Tenure of proposed loan given: 1 year – renewable with mutual consent.

			consent.		
4.	Whether omnibus approval is being sought?	Yes	Yes	Yes	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Loan proposed to be given (in ₹): 2000 Lakhs Loan proposed to be taken (in ₹)2000 Lakhs	Loan proposed to be given (in ₹): 2000 Lakhs Loan proposed to be taken (in ₹)2000 Lakhs	Loan proposed to be given (in ₹): 1000 Lakhs Loan proposed to be taken (in ₹)1000 Lakhs	Loan proposed to be given (in ₹): 2000 Lakhs
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the Company.	The proposed loan transactions are in the interest of the Company as they would enable the Company to deploy its surplus liquidity efficiently by extending inter-corporate loans to related parties, thereby generating regular interest income and optimising the utilisation of available funds. Further, such transactions are expected to be undertaken on commercially prudent terms and provide an efficient avenue for deployment of surplus funds. Similarly, availing loans from related parties provides the Company with a convenient, expedient and flexible source of funding to meet its working capital and other legitimate business requirements, without undue delays associated with alternative sources of finance. The proposed transactions are therefore expected to facilitate efficient liquidity management and support the Company's business operations and financial requirements.			
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the Company who have interest in the transaction, whether directly or indirectly. *Explanation:* Indirect interest shall mean interest held through any person over which an individual has				

	control.				
	a. Name of the director / KMP	Mr. Pawan Kumar Todi & Mr. Rishi Todi.	Mr. Pawan Kumar Todi & Mr. Rishi Todi.	Mr. Pawan Kumar Todi & Mr. Rishi Todi.	Mr. Pawan Kumar Todi & Mr. Rishi Todi.
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Shareholding: Please refer Annexure II	Shareholding: Please refer Annexure II	Shareholding: Please refer Annexure II	Shareholding: Please refer Annexure II
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	The proposed transactions are in the ordinary course of business. All proposed transactions have been examined by the Audit Committee. Further, Valuation report of external party is not applicable for the proposed transactions as the pricing would be market driven in case of fund raise / borrowings and as mutually agreed / approved for other transactions.			
9.	Other information relevant for decision making.	As per Explanatory Statement.			

S. No.	Particulars of the information	Information provided by the management			
		NPR Purti Conbuild LLP	Ganesh Narayan Brijlal Private Limited	Purti NPR Developers LLP	NPR Housing LLP
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Loan Given	Loan Given & Loan taken	Loan Given	Loan Given
2.	Details of each type of the proposed transaction	Proposed – Unsecured loan given & loan taken at interest rate of not less than 7.00% p.a. – for further details, kindly refer the explanatory statement of this Notice.			
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Tenure of proposed loan given: 1 year – renewable	Tenure of proposed loan given: 1 year – renewable	Tenure of proposed loan given: 1 year – renewable	Tenure of proposed loan given: 1 year – renewable

		with mutual consent.	with mutual consent. Tenure of proposed loan taken: 1 year – renewable with mutual consent.	with mutual consent.	with mutual consent.
4.	Whether omnibus approval is being sought?	Yes	Yes	Yes	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Loan proposed to be given (in ₹): 1000 Lakhs	Loan proposed to be given (in ₹): 1000 Lakhs Loan proposed to be taken (in ₹)1000 Lakhs	Loan proposed to be given (in ₹): 1000 Lakhs	Loan proposed to be given (in ₹): 1000 Lakhs
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the Company	The proposed loan transactions are in the interest of the Company as they would enable the Company to deploy its surplus liquidity efficiently by extending inter-corporate loans to related parties, thereby generating regular interest income and optimising the utilisation of available funds. Further, such transactions are expected to be undertaken on commercially prudent terms and provide an efficient avenue for deployment of surplus funds. Similarly, availing loans from related parties provides the Company with a convenient, expedient and flexible source of funding to meet its working capital and other legitimate business requirements, without undue delays associated with alternative sources of finance. The proposed transactions are therefore expected to facilitate efficient liquidity management and support the Company's business operations and financial requirements.			

7.	Details of the promoter(s)/ director(s) / key managerial personnel of the Company who have interest in the transaction, whether directly or indirectly. *Explanation:* Indirect interest shall mean interest held through any person over which an individual has control.				
	a. Name of the director / KMP	Mr. Pawan Kumar Todi & Mr. Rishi Todi.	Mr. Pawan Kumar Todi & Mr. Rishi Todi.	Mr. Pawan Kumar Todi & Mr. Rishi Todi.	Mr. Pawan Kumar Todi & Mr. Rishi Todi.
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party.	Shareholding: Please refer Annexure II	Shareholding: Please refer Annexure II	Shareholding: Please refer Annexure II	Shareholding: Please refer Annexure II
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	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. Further, Valuation report of external party is not applicable for the proposed transactions as the pricing would be market driven in case of fund raise / borrowings and as mutually agreed / approved for other transactions.			
9.	Other information relevant for decision making.	As per Explanatory Statement.			

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Website: www.nprfinance.com

S. No.	Particulars of the information	Information provided by the management			
		Fossa Realty LLP	PS Nilabhuja Properties LLP	Tamopaha Builcon LLP	Belani NPR Projects LLP
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Loan Given	Loan Given	Loan Given	Loan Given
2.	Details of each type of the proposed transaction	Proposed – Unsecured loan given & loan taken at interest rate of not less than 7.00% p.a. – for further details, kindly refer the explanatory statement of this Notice.			
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Tenure of proposed loan given: 1 year – renewable with mutual consent.	Tenure of proposed loan given: 1 year – renewable with mutual consent.	Tenure of proposed loan given: 1 year – renewable with mutual consent.	Tenure of proposed loan given: 1 year – renewable with mutual consent.
4.	Whether omnibus approval is being sought?	Yes	Yes	Yes	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Loan proposed to be given (in ₹): 1000 Lakhs	Loan proposed to be given (in ₹): 1000 Lakhs	Loan proposed to be given (in ₹): 1000 Lakhs	Loan proposed to be given (in ₹): 1000 Lakhs
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the Company	The proposed loan transactions are in the interest of the Company as they would enable the Company to deploy its surplus liquidity efficiently by extending inter-corporate loans to related parties, thereby generating regular interest income and optimising the utilisation of available funds. Further, such transactions are expected to be undertaken on commercially prudent terms and provide an efficient avenue for deployment of surplus funds. Similarly, availing loans from related parties provides the Company with a convenient, expedient and flexible source of funding to meet its working capital and other legitimate			

		business requirements, without undue delays associated with alternative sources of finance. The proposed transactions are therefore expected to facilitate efficient liquidity management and support the Company's business operations and financial requirements.			
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the Company who have interest in the transaction, whether directly or indirectly. *Explanation:* Indirect interest shall mean interest held through any person over which an individual has control.				
	a. Name of the director / KMP	Mr. Pawan Kumar Todi & Mr. Rishi Todi.	Mr. Pawan Kumar Todi & Mr. Rishi Todi.	Mr. Pawan Kumar Todi & Mr. Rishi Todi.	Mr. Pawan Kumar Todi & Mr. Rishi Todi.
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party.	Shareholding: Please refer Annexure II	Shareholding: Please refer Annexure II	Shareholding: Please refer Annexure II	Shareholding: Please refer Annexure II
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	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. Further, Valuation report of external party is not applicable for the proposed transactions as the pricing would be market driven in case of fund raise / borrowings and as mutually agreed / approved for other transactions.			
9.	Other information relevant for decision making.	As per Explanatory Statement.			

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S. No.	Particulars of the information	Information provided by the management		
		Belani NPR Housing LLP	Pumpkin Properties LLP	Kiwano Realty LLP
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Loan Given	Loan Given	Loan Given
2.	Details of each type of the proposed transaction	Proposed – Unsecured loan given & loan taken at interest rate of not less than 7.00% p.a. – for further details, kindly refer the explanatory statement of this Notice.		
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Tenure of proposed loan given: 1 year – renewable with mutual consent.	Tenure of proposed loan given: 1 year – renewable with mutual consent.	Tenure of proposed loan given: 1 year – renewable with mutual consent.
4.	Whether omnibus approval is being sought?	Yes	Yes	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Loan proposed to be given (in ₹): 1000 Lakhs	Loan proposed to be given (in ₹): 1000 Lakhs	Loan proposed to be given (in ₹): 1000 Lakhs
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the Company	The proposed loan transactions are in the interest of the Company as they would enable the Company to deploy its surplus liquidity efficiently by extending inter-corporate loans to related parties, thereby generating regular interest income and optimising the utilisation of available funds. Further, such transactions are expected to be undertaken on commercially prudent terms and provide an efficient avenue for deployment of surplus funds. Similarly, availing loans from related parties provides the Company with a convenient, expedient and flexible source of funding to meet its working capital and other legitimate		

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		business requirements, without undue delays associated with alternative sources of finance. The proposed transactions are therefore expected to facilitate efficient liquidity management and support the Company's business operations and financial requirements.		
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the Company who have interest in the transaction, whether directly or indirectly. *Explanation:* Indirect interest shall mean interest held through any person over which an individual has control.			
	a. Name of the director / KMP	Mr. Pawan Kumar Todi & Mr. Rishi Todi.	Mr. Pawan Kumar Todi & Mr. Rishi Todi.	Mr. Pawan Kumar Todi & Mr. Rishi Todi.
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party.	Shareholding: Please refer Annexure II	Shareholding: Please refer Annexure II	Shareholding: Please refer Annexure II
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	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. Further, Valuation report of external party is not applicable for the proposed transactions as the pricing would be market driven in case of fund raise / borrowings and as mutually agreed / approved for other transactions.		
9.	Other information relevant for decision making.	As per Explanatory Statement.		

PART B

Information for specific type of RPT proposed to be undertaken and is in addition to Part A

- B(1):Sale, purchase or supply of goods or services or any other similar business transaction and trade advances.

S. No.	Particulars of the information	Information provided by the management
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Not Applicable
2.	Basis of determination of price.	
3.	In case of Trade advance (*of upto 365 days or such period for which such advances are extended as per normal trade practice*) , if any, proposed to be extended to the related party in relation to the transaction, specify the following:	
	a. Amount of Trade advance	
	b. Tenure	
	c. Whether same is self-liquidating?	

- B(2): Loans and advances (other than trade advances) or inter-corporate deposits given by the Company.

S. No.	Particulars of the information	Information provided by the management
1.	Source of funds in connection with the proposed transaction.	NOT APPLICABLE AS NPR FINANCE LTD IS NBFC.
2.	Where any financial indebtedness is incurred to give loan, inter- corporate deposit or advance, specify the following:	
	a. Nature of indebtedness	
	b. Total cost of borrowing	
	c. Tenure	
	d. Other details	
3.	Rate of interest at which the Company or its subsidiary is borrowing from its bankers/ other lenders.	NOT APPLICABLE AS NPR FINANCE LTD IS NBFC.
4.	Proposed interest rate to be charged by Company or its subsidiary from the related party.	Not less than 7.00% p.a.
5.	Maturity / due date	Tenure of proposed loan taken: - for transactions with Rani Leasings &

		Finance Private Limited: repayable on demand. - for transactions with other RPEs: 1 year – renewable with mutual consent.
6.	Repayment schedule & terms	For transaction with Rani Leasings & Finance Private Limited: Interest payable at the end of the year. For transaction with other RPEs: Repayable at the end of tenure. Interest payable at the end of tenure.
7.	Whether secured or unsecured?	Unsecured
8.	If secured, the nature of security & security coverage ratio	N.A.
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	Funds will be utilised for Principal business purpose.

- B(3): Investment made by the Company.

  Not Applicable

- B(4): Guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee)), surety, indemnity or comfort letter, by whatever name called, made or given by the Company.

  Not Applicable

- B(5): Borrowings by the Company.

S. No.	Particulars of the information	Information provided by the management
1.	Material covenants of the proposed transaction	Please refer PART A above.
2.	Interest rate (*in terms of numerical value or base rate and applicable spread*)	Not less than 7.00% p.a.

3.	Cost of borrowing *Note: This shall include all costs associated with the borrowing*	To be determined at the time of availing borrowings, based on prevailing market conditions.
4.	Maturity / due date	Tenure of proposed loan taken: - for transactions with Rani Leasings & Finance Private Limited: repayable on demand. - for transactions with other RPEs: 1 year – renewable with mutual consent.
5.	Repayment schedule & terms	For transaction with Rani Leasings & Finance Private Limited: Interest payable at the end of the year. For transaction with other RPEs: Repayable at the end of tenure. Interest payable at the end of tenure.
6.	Whether secured or unsecured	Unsecured.
7.	If secured, the nature of security & security coverage ratio	N.A.
8.	The purpose for which the funds will be utilized by the Company.	Availing loan from related party is a convenient and expedient way to arrange funds for business purpose.

- B(6): Sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the Company or disposal of shares of subsidiary or associate.

Not Applicable.

- B(7): Transactions relating to payment of royalty.

Not Applicable.

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❖ PART C

Information to be provided only if a specific type of RPT mentioned below proposed to be undertaken is a material RPT and is in addition to Part A and B

- C(1): Transactions relating to any loans and advances (other than trade advance) or inter-corporate deposits given by the Company.

S. No.	Particulars of the information	Information provided by the management
1.	Latest credit rating of the related party *Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any.*	N.A.
2.	Default on borrowings, *if any*, over the last three financial years, by the related party from the Company or any other person and value of subsisting default. *Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.*	No default on borrowing over the last three financial years, by the related parties from the Company or any other person.
	In addition, state the following:	
	a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	No such instance
	b) Whether the related party has been declared a "willful defaulter" by any of its bankers and whether such status is currently subsisting;	No such instance
	c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	No such instance
	d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016. *Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.*	No such instance

- C(2): Investment made by the Company.
  - Not applicable

- C(3): Guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the Company.

- Not Applicable.

- C(4): Borrowings by the Company.

S. No.	Particulars of the information	Information provided by the management
1.	Debt to Equity Ratio of the Company based on last audited financial statements	NOT APPLICABLE AS NPR FINANCE LTD IS NBFC.
	a. Before transaction	
	b. After transaction	
2.	Debt Service Coverage Ratio of the Company or its subsidiary based on last audited financial statements.	NOT APPLICABLE AS NPR FINANCE LTD IS NBFC.
	a. Before transaction	
	b. After transaction	

- C(5): Sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the Company or disposal of shares of subsidiary or associate.

- *Not Applicable*

- C(6): Transactions relating to payment of royalty.

- *Not Applicable*

❖ <u>Minimum Information to be provided to the shareholders for approval of Material RPTs.</u>

S. No.	Particulars of the information	Information provided by the management
(a)	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable.	Please refer PART A, PART B & PART C above
(b)	Justification as to why the proposed transaction is in the interest of the Company, basis for determination of price and other material terms and conditions of RPT.	<u>Justification</u> The proposed loan transactions are in the interest of the Company as they would enable the Company to deploy its surplus liquidity efficiently by extending inter-corporate loans to

		related parties, thereby generating regular interest income and optimising the utilisation of available funds. Further, such transactions are expected to be undertaken on commercially prudent terms and provide an efficient avenue for deployment of surplus funds. Similarly, availing loans from related parties provides the Company with a convenient, expedient and flexible source of funding to meet its working capital and other legitimate business requirements, without undue delays associated with alternative sources of finance. The proposed transactions are therefore expected to facilitate efficient liquidity management and support the Company's business operations and financial requirements. <u>Basis for determination of price and other material terms and conditions:</u> The interest rate and other material terms and conditions of the loan are determined after considering the loan amount, tenure, purpose, repayment terms, credit profile of the borrower and applicable commercial considerations, including lower processing, marketing, branch and administrative costs. Accordingly, the pricing reflects the overall risk and commercial profile of the transaction and is not determined merely by the relationship between the parties.
I	Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Company` as required under the RPT Industry Standards.	YES The Audit Committee has reviewed the certificate provided by the Managing Director, Whole Time Director and CFO of the Company as required under the RPT Industry Standards.

(d)	Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval.	The material RPT or any material modification thereto, if any, has been approved by the Audit Committee and the Board of Directors recommends all the proposed transactions to the shareholders for approval.
(e)	Web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT.	The proposed transactions are in the ordinary course of business. All proposed transactions have been examined by the Audit Committee. Further, Valuation report of external party is not applicable for the proposed transactions as the pricing would be market driven in case of fund raise / borrowings and as mutually agreed / approved for other transactions.
(f)	The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of the Company and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision-making.	N.A.
(g)	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. 3 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.

Regd. Office
6th floor, Unit No. 611,
Adventz Infinity@5,
Sector V, Kolkata-700 091
Dated: 12.08.2026

By Order of the Board
For NPR Finance Ltd.
Ritika Varma
Company Secretary
Membership No. F10291

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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).

Name of the Director	Ms. Sarika Mehra (DIN-06935192)
Nature of Directorship	Executive Director (Whole-time Director)
Date of Birth & Age	21.10.1974 51 years
Date of first Appointment on the Board.	28.07.2014
Terms and conditions of appointment.	Her office will be liable to retirement by rotation. Further, members seeking to inspect the relevant documents in electronic mode can e-mail their request at: investors@nprfinance.com
Details of Remuneration sought to be paid.	Rs. 2,85,000/- 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.
Remuneration last drawn	Rs. 2,85,000/- per month plus other allowances and perquisites.
Brief resume / experience and nature of his/her expertise in specific functional areas.	She has several years of experience in the field of Finance, Accounts, Taxation and Secretarial matters. 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.
Qualification	B.Com (Hons.), ACS & ACMA.
Number of shares held in the Company alongwith shareholding as a beneficial owner.	Nil
Names of listed entities in which the person also holds the directorship and the membership/ chairpersonship of Committees of the board along	She is not a Director of any other listed entity – hence the question of resignation from listed entities in the

with listed entities from which the person has resigned in the past three years.	past three years does not arise. She does not hold the membership / chairpersonship of the Committees of the Board of any other listed entity other than NPR Finance Ltd.
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. Anaaya Abeer Realty LLP
Number of Meetings of the Board attended during the year (i.e. F.Y. 2025-2026).	4
Disclosure of Relationships between directors inter-se and with the KMPs.	She is not a relative of any Director of the Company.
In case of Independent Director - the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	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.

NPR FINANCE LIMITED
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ANNEXURE II

SHAREHOLDING PATTERN OF RELATED PARTY ENTITIES.

RANI LEASINGS & FINANCE PRIVATE LIMITED

NAME OF THE SHAREHOLDER	% OF HOLDING
PAWAN KUMAR TODI	24.32
PAWAN KUMAR TODI, RENU TODI, TRUSTEES OF KARAN TODI FAMILY TRUST	5.54
PAWAN KUMAR TODI, RENU TODI, TRUSTEES OF CHETAN TODI FAMILY TRUST	8.55
PAWAN KUMAR TODI, KARTA OF PAWAN KUMAR NANDLAL TODI HUF	0.58
PAWAN KUMAR TODI, TRUSTEE OF PAWAN KUMAR TODI FAMILY TRUST	0.44
PAWAN KUMAR TODI, KARTA OF PAWAN KUMAR TODI HUF	0.70
PAWAN KUMAR TODI, RENU TODI, TRUSTEES OF RENU TODI FAMILY TRUST	1.91
RISHI TODI	0.97
RISHI TODI, KARTA OF RISHI TODI HUF	0.57
RENU TODI	15.70
RENU TODI, PAWAN KUMAR TODI, TRUSTEES OF RISHI TODI FAMILY TRUST	2.63
RENU TODI, PAWAN KUMAR TODI, TRUSTEES OF R.D FAMILY TRUST	0.89
VARUN TODI, RISHI TODI, TRUSTEES OF VARUN TODI FAMILY TRUST	4.62
VARUN TODI	1.29
VARUN TODI, KARTA OF VARUN TODI HUF	0.49
KARAN TODI	13.17
CHETAN TODI	13.28
PRIYA MANJARI TODI	2.93
KRISHI REALTY PRIVATE LIMITED	1.42
TOTAL	100.00%

STAR WIRE (INDIA) VIDYUT PRIVATE LIMITED

NAME OF THE SHAREHOLDER	% OF HOLDING
ARCHANA AJAY PADIA	4.41%
VEDIKA AUTO PVT. LTD.	14.82%
VEDIKA AGARWAL	0.52%
AVEESHA AJAY PADIA	0.25%
RANI LEASINGS AND FINANCE PVT. LTD.	56.35%
NPR FINANCE LTD.	2.95%
KRISHI REALTY PVT. LTD.	0.84%
NEW AGE ENCLAVE PVT. LTD.	12.78%

PRIYASHI CONSTRUCTION PVT. LTD.	4.01%
VARUN TODI	3.08%
TOTAL	100.00%

GNB MOTORS PVT LTD

NAME OF THE SHAREHOLDER	% OF HOLDING
PAWAN KUMAR TODI	1.57
PAWAN KUMAR TODI, RENU TODI, TRUSTEES OF RENU TODI FAMILY TRUST	1.76
PAWAN KUMAR TODI, RENU TODI, TRUSTEES OF SHREE SHREE LAXMI NIDHI	6.62
PAWAN KUMAR TODI, RENU TODI, TRUSTEES OF SHREE DURGA KOSH	4.30
PAWAN KUMAR TODI, RENU TODI, TRUSTEES OF KARAN TODI FAMILY TRUST	0.12
PAWAN KUMAR TODI, KARTA OF PAWAN KUMAR RAJ KUMAR TODI HUF	3.20
RISHI TODI, PAWAN KUMAR TODI, TRUSTEES OF SHIV SADHANA NIDHI	0.35
RENU TODI, PAWAN KUMAR TODI, TRUSTEES OF RISHI TODI FAMILY TRUST	9.75
VARUN TODI, RISHI TODI, TRUSTEES OF VARUN TODI FAMILY TRUST	2.04
RENU TODI	0.16
VARUN TODI, KARTA OF VARUN TODI HUF	2.94
VARUN TODI, PAWAN KUMAR TODI, TRUSTEES OF KRISHNA GOPAL KOSH	2.11
VARUN TODI, PAWAN KUMAR TODI, TRUSTEES OF KRISHNA GOPAL KOSH	0.98
PRIYA MANJARI TODI	0.20
KARAN TODI	7.65
CHETAN TODI	26.64
RANI LEASINGS AND FINANCE PRIVATE LIMITED	29.02
AKASH LIBRA PVT LTD	0.59
TOTAL	100.00%

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VIEWLINK HIGHRISE LLP

NAME OF THE PARTNER / DESIGNATED PARTNER	PARTNER / DESIGNATED PARTNER	PROFIT /LOSS SHARE (IN %)
RISHI TODI	DESIGNATED PARTNER	25.00%
CHETAN TODI	DESIGNATED PARTNER	25.00%
VARUN TODI	PARTNER	25.00%
KARAN TODI	PARTNER	25.00%
	TOTAL	100.00%

GANESH NARAYAN BRIJLAL PRIVATE LIMITED

NAME OF THE SHAREHOLDER	% OF HOLDING
PAWAN KUMAR TODI	0.01
RISHI TODI	0.01
RENU TODI	0.01
VARUN TODI	0.01
THREE HA INDUSTRIES PRIVATE LIMITED	19.75
RANI LEASINGS & FINANCE PRIVATE LIMITED	56.48
NPR FINANCE LTD	19.23
GNB MOTORS PRIVATE LIMITED	4.50
TOTAL	100.00%

PURTI NPR DEVELOPERS LLP

NAME OF THE PARTNER/ DESIGNATED PARTNER	PARTNER / DESIGNATED PARTNER	PROFIT / LOSS SHARE (IN %)
VIEWLINK HIGHRISE LLP	DESIGNATED PARTNER	25%
PANSARI DEVELOPERS LTD	DESIGNATED PARTNER	50%
PREYANSH CHANDAK	DESIGNATED PARTNER	25%
TOTAL		100.00%

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NPR HOUSING LLP

NAME OF THE PARTNER / DESIGNATED PARTNER	PARTNER / DESIGNATED PARTNER	PROFIT /LOSS SHARE (IN %)
RISHI TODI	DESIGNATED PARTNER	70%
CHETAN TODI	DESIGNATED PARTNER	30%
	TOTAL	100.00%

FOSSA REALTY LLP

NAME OF THE PARTNER/ DESIGNATED PARTNER	PARTNER / DESIGNATED PARTNER	PROFIT / LOSS SHARE (IN %)
RISHI TODI	DESIGNATED PARTNER	49.00%
MATIUR REHMAN	DESIGNATED PARTNER	50.00%
GANESH NARAYAN BRIJLAL PRIVATE LIMITED	DESIGNATED PARTNER	1.00%
	TOTAL	100.00%

PS NILABHUJA PROPERTIES LLP

NAME OF THE PARTNER/ DESIGNATED PARTNER	PARTNER / DESIGNATED PARTNER	PROFIT / LOSS SHARE (IN %)
RISHI TODI	DESIGNATED PARTNER	50.00%
PS GROUP REALTY PRIVATE LIMITED	DESIGNATED PARTNER	50.00%
	TOTAL	100.00%

TAMOPAHA BUILCON LLP

NAME OF THE PARTNER/ DESIGNATED PARTNER	PARTNER / DESIGNATED PARTNER	PROFIT / LOSS SHARE (IN %)
RISHI TODI	DESIGNATED PARTNER	47.00%
ANANT NATHANY	DESIGNATED	23.50%

	PARTNER	
AKSHAY NATHANY	PARTNER	23.50%
ISHAN JHUNJHUNWALA	PARTNER	6.00%
	TOTAL	100.00%

BELANI NPR PROJECTS LLP

NAME OF THE PARTNER/ DESIGNATED PARTNER	PARTNER / DESIGNATED PARTNER	PROFIT / LOSS SHARE (IN %)
PUMPKIN PROPERTIES LLP	DESIGNATED PARTNER	48.00%
CHETAN TODI	PARTNER	1.00%
BELANI REALCON LLP	DESIGNATED PARTNER	49.00%
GAURAV BELANI	DESIGNATED PARTNER	1.00%
ANANT NATHANY	DESIGNATED PARTNER	1.00%
	TOTAL	100.00%

BELANI NPR HOUSING LLP

NAME OF THE PARTNER/ DESIGNATED PARTNER	PARTNER / DESIGNATED PARTNER	PROFIT / LOSS SHARE (IN %)
RISHI TODI	DESIGNATED PARTNER	18.33%
VIEWLINK HIGHRISE LLP	PARTNER	12.50%
GANESH NARAYAN BRIJLAL PVT LTD	PARTNER	2.50%
KAVYASHVI PROPERTIES LLP	DESIGNATED PARTNER	16.67%
DEVANSH AGARWAL	PARTNER	15.00%
BHAVIKA ESTATES LLP	DESIGNATED PARTNER	10.00%
KISHORE TULSIDAS BELANI	DESIGNATED PARTNER	25.00%
	TOTAL	100.00%

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PUMPKIN PROPERTIES LLP

NAME OF THE PARTNER/ DESIGNATED PARTNER	PARTNER / DESIGNATED PARTNER	PROFIT / LOSS SHARE (IN %)
RISHI TODI	DESIGNATED PARTNER	10.00%
VIEWLINK HIGHRISE LLP	PARTNER	15.00%
GANESH NARAYAN BRIJLAL PVT LTD	PARTNER	5.00%
NEW AGE ENCLAVE PRIVATE LIMITED	PARTNER	10.00%
PRIYASHI CONSTRUCTION PRIVATE LIMITED	PARTNER	10.00%
ANANT NATHANY	DESIGNATED PARTNER	25.00%
AKSHAY NATHANY	PARTNER	25.00%
	TOTAL	100.00%

KIWANO REALTY LLP

NAME OF THE PARTNER/ DESIGNATED PARTNER	PARTNER / DESIGNATED PARTNER	PROFIT / LOSS SHARE (IN %)
RISHI TODI	DESIGNATED PARTNER	15.00%
AKSHAY NATHANY	PARTNER	15.00%
ANANT NATHANY	DESIGNATED PARTNER	15.00%
CHETAN TODI	PARTNER	15.00%
JSPP REALCON LLP	PARTNER	10.00%
PURTI NPR DEVELOPERS LLP	DESIGNATED PARTNER	30.00%
	TOTAL	100.00%