

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

20th August, 2024

To
The Department of Corporate Services
The Bombay Stock Exchange Limited
25th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400 001.
Maharashtra, India
BSE Scrip Code: 530127

Sir,
Sub. : Notice of the 35th Annual General Meeting.

Enclosed please find herewith the Notice of the 35th Annual General Meeting (AGM) of the Members of the Company to be held on Saturday, the 14th day of September, 2024, at 11.30 a.m., IST, through Video Conferencing ("VC") / Other Audio Video Means ("OAVM").

For NPR Finance Ltd

Ritika Varma
Company Secretary
Membership No. F10291

Encl. as above



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NOTICE

NOTICE is hereby given that the 35th Annual General Meeting (AGM) of the Members of the Company will be held on Saturday, the 14th day of September, 2024, 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, 2024 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. Re-appointment of Mr. Ashok Dhirajlal Kanakia (DIN-00738955) as an Independent Director for another term of five years.

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

“RESOLVED THAT in accordance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013 (“the Act”) read with the Rules thereunder, Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), including any statutory modification(s) and/or amendment(s) thereof, Mr. Ashok Dhirajlal Kanakia (DIN-00738955), who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations and who is eligible for re-appointment and in respect of whom, the Company has received a notice in writing from a member under section 160 of the Act proposing his re-appointment, be and is hereby re-appointed as a Non-executive Independent Director of the Company, not liable to retire by rotation and to hold office for a term of five consecutive years with effect from the conclusion of the 35th Annual General Meeting.”

4. Appointment of Mr. Ashok Kumar Singhania (DIN-00589725) as an Independent Director for a term of five years.

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

“RESOLVED THAT pursuant to the Articles of Association of the Company, provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules made there under read with Schedule IV to the Act, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), including any statutory modification(s) and/or amendment(s) thereof, Mr. Ashok Kumar Singhania (DIN-00589725), additional director of the Company, whose term expires at the 35th Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations and who is eligible for appointment and in respect of whom, the Company has received a notice in writing from a member under section 160 of the Act proposing his appointment, be and is hereby appointed as an



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Independent Director, not liable to retire by rotation and to hold office for a term of five consecutive years with effect from the conclusion of the 35th Annual General Meeting.

FURTHER RESOLVED THAT the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) be and is hereby authorised to do all acts deeds, matters and things as may be deemed necessary to give effect to this resolution.”

5. Approval/ ratification of Related Party Transactions.

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

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

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

Regd. Office
6th floor, Unit No. 611,
Adventz Infinity@5,
Sector V, Kolkata-700 091
Dated: 12.08.2024

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

NOTES:

1. The Ministry of Corporate Affairs (MCA) vide its General Circular No. 09/2023 dated 25th September, 2023 and SEBI vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023, read with other circulars issued for this purpose from time to time have permitted the companies to conduct their AGMs through Video Conference (VC)/Other Audio-Visual Means (OAVM) facility on or before 30th September 2024 in accordance with the



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framework provided therein. In compliance with the said MCA Circulars, readwith the provisions of the Companies Act, 2013 (“Act”), the provisions of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Secretarial Standard-2(SS-2) on General Meetings as issued by the Institute of Company Secretaries of India (ICSI), the 35th AGM of the Company is being held through VC / OAVM. 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 appointment /re-appointment, as required in sub-regulation (3) of Regulation 36 of the Listing Regulations and the Secretarial Standard on General Meetings (SS-2) are 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 5) 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 17.
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 9th September, 2024 to 14th September, 2024 (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. 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, 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 has notified inter alia the following:



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- 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/>.

11. 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.
12. 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.
13. Members are requested to quote their Folio number/DP I.D. and Client I.D. in all correspondence.
14. 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/>.
15. 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.



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16. In line with the MCA & SEBI Circulars the Notice calling the AGM along with Annual Report 2023-24 is being sent only through electronic mode to those members whose e-mail address is registered with the Company or the Depository Participant(s). 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 .

17. 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 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 SEBI Circular Nos. (i) SEBI/HO/CFD/CMD1/CIR/P/2020/79, dated 12th May, 2020, (ii)



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SEBI/HO/CFD/CMD2/CIR/P/2021/11, dated January, 15, 2021, (iii) SEBI/HO/CFD/CMD2/CIR/P/2022/62, dated 13th May, 2022, (iv) SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023, (v) SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023; the provisions of Companies Act, 2013 (& the Rules made thereunder), read with MCA Circular Nos.: (i)14/2020, dated April 8, 2020, (ii)17/2020, dated April 13, 2020, (iii)20/2020, dated May 5, 2020, (iv) 02/2021, dated January 13, 2021, (v) 19/2021, dated December 8, 2021, (vi) 21/2021, dated December 14, 2021, (vii) 2/2022, dated May 5, 2022, (viii) 10/2022 dated 28th December, 2022, (ix) 09/2023 dated 25th September, 2023.

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 11th September, 2024 at 9.00 a.m. (IST) and ends on 13th September, 2024 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 7th September, 2024, 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 order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (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 is given below:



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Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none">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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi2) 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 i.e. CDSL/NSDL/KARVY/LINKINTIME, 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration4) 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	<ol style="list-style-type: none">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.



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	<p>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</p> <p>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.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	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



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

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) <ul style="list-style-type: none">• 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. <ul style="list-style-type: none">• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (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.



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- (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 240810004 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) Facility for Non – Individual Shareholders and Custodians-Remote e-voting
- 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - 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.



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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 Remote 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 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.



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PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL / MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY / DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

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, Sr. Manager, (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 contact at the Toll free no.: 1800 2109911.

18. 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.
19. 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 7th September, 2024. A person who is not a member as on cut-off date should treat this notice for information purpose only.
20. The shareholders shall have one vote per equity share held by them as on the cut-off date of 7th September, 2024. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
21. 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 : please register /update the same with your Depository Participant if you are holding shares in dematerialized form or 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, 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



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(www.nprfinance.com).

22. 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. 7th September, 2024, 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.
23. 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.
24. 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

Mr. Ashok Dhirajlal Kanakia (DIN-00738955) was appointed as an Independent Director of the Company for a term of five years at the 30th AGM held on 17th September, 2019. His term is expiring on the conclusion of the 35th AGM.

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

In the light of the above provisions, Mr. Ashok Dhirajlal Kanakia (DIN-00738955) has presented himself for re-appointment for another term of five years, not liable to retire by rotation, with effect from the conclusion of the 35th AGM.

The Company has received declarations from him that, he meets the criteria of Independence as prescribed in section 149 of the Act readwith the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 16 of the Listing Regulations. The Company has received notice in writing from a member under section 160 of the Act proposing his candidature for re-appointment.

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

The above documents alongwith the letter of re-appointment of Mr. Ashok Dhirajlal Kanakia (DIN-00738955) setting out the terms and conditions of re-appointment, will be open for inspection at



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the Registered Office of the Company on all working days during working hours upto the date of the AGM.

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

The Nomination and Remuneration Committee has recommended his appointment after evaluating the balance of skills, knowledge and experience on the Board.

In this connection, a brief note on the profile of Mr. Ashok Dhirajlal Kanakia (DIN-00738955) is as under:

Brief Profile

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

Mr. Ashok Dhirajlal Kanakia (DIN-00738955) is interested in the special resolution pertaining to his own re-appointment. None of the other Director(s) / Key Managerial Personnel(s) of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the above resolution.

The continued association Mr. Ashok Dhirajlal Kanakia (DIN-00738955) is expected to benefit the Company, given his knowledge, experience and contribution to Board processes.

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

Item No. 4

Mr. Ashok Kumar Singhania (DIN-00589725) was appointed as an Additional Director of the Company – Independent Non-executive Category at the meeting of the Board of Directors held on 12th August, 2024. His tenure expires on the conclusion of the 35th AGM.

It is proposed to appoint him as an Independent Director of the Company for a term of five years with effect from the conclusion of the 35th AGM. In terms of Regulation 17(1C) of the Listing Regulations also, his appointment requires the approval of the shareholders.

The Company has received declarations from him that, he meets the criteria of Independence as prescribed in section 149 of the Act readwith the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 16 of the Listing Regulations. He has also furnished his consent for directorship. The Company has received notice in writing from a member under section 160 of the Act proposing his candidature for appointment.

The above documents alongwith the letter of appointment setting out the terms and conditions of appointment, will be open for inspection at the Registered Office of the Company on all working days during working hours upto the date of the AGM.



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The Nomination and Remuneration Committee has recommended his appointment after evaluating the balance of skills, knowledge and experience on the Board.

In this connection, a brief note on the profile of Mr. Ashok Kumar Singhania(DIN-00589725) is as under:

Brief Profile

Mr. Ashok Kumar Singhania (DIN-00589725) graduated in Accountancy (B.Com) and LLB from the University of Kolkata.

He is practicing advocacy since 1980 till the present day. His enriched experience and knowledge is expected to benefit the Company and would further add to the increasing diversity of the Board, which may also enhance the quality of decision making. He is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

Mr. Ashok Kumar Singhania (DIN-00589725) is interested in the special resolution pertaining to his own re-appointment. None of the other Director(s) / Key Managerial Personnel(s) of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the above resolution.

Item No. 5

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 at its Meeting held on 8th February, 2024, 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 2024-2025.

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

DISCLOSURE REQUIREMENTS:

TABLE -A

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



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RELATED PARTY ENTITIES					
Name of the Related Party	Rani Leasings & Finance Private Limited	Star Wire (India) Vidyut Private Limited	GNB Motors Private Limited	Viewlink Highrise LLP	Akshay Vinimay LLP
Name of the Director or Key Managerial Personnel who is related.	Mr. Pawan Kumar Todi & Mr. Rishi Todi. Mr. Pawan Kumar Todi is a Director of the Related Party entity. Both Mr. Pawan Kumar Todi and Mr. Rishi Todi are relatives of the Directors of the Related Party and are also related to its Promoter group.	Mr. Pawan Kumar Todi & Mr. Rishi Todi. Mr. Rishi Todi is a Director of the Related Party entity. Both Mr. Rishi Todi and Mr. Pawan Kumar Todi are relatives of the Mr. Varun Todi – one of the Directors of the Related Party and are also related to its Promoter Group.	Mr. Pawan Kumar Todi & Mr. Rishi Todi. Mr. Pawan Kumar Todi & Mr. Rishi Todi hold Directorships in the Related Party entity. Further, they are relatives of the other Directors of the Related Party and also related to its Promoter Group.	Mr. Pawan Kumar Todi & Mr. Rishi Todi. Mr. Rishi Todi is a Designated Partner in the Related Party entity. Further, both Mr. Pawan Kumar Todi & Mr. Rishi Todi are related to all the other Partners of the Related Party Entity.	Mr. Pawan Kumar Todi & Mr. Rishi Todi. Mr. Pawan Kumar Todi & Mr. Rishi Todi are the relatives of Partners of the Related Party Entity. Also, Mr. Rishi Todi is a Designated Partner of the entity.
Nature of relationship	Belongs to the same business Group (i.e.: the NPR Group).	Belongs to the same business Group (i.e.: the NPR Group).	Belongs to the same business Group (i.e.: the NPR Group).	Belongs to the same business Group (i.e.: the NPR Group).	Joint Venture
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	1500 lakhs	1000 Lakhs	1000 lakhs	1000 lakhs	1000 lakhs
Loan proposed to be taken	1500 lakhs	1000 lakhs	1000 lakhs	1000 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.



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Tenure of the loan	Repayable on Demand.	1 year - renewable with mutual consent.	1 year - renewable with mutual consent.	1 year - renewable with mutual consent.	1 year - renewable with mutual consent.
Repayment Schedule	Repayable on demand. Interest payable on demand.	Repayable at the end of tenure. Interest payable at the end of tenure.	Repayable at the end of tenure. Interest payable at the end of tenure.	Repayable at the end of tenure. Interest payable at the end of tenure.	Repayable at the end of tenure. Interest payable at the end of tenure.
RELATED PARTY ENTITIES					
Name of the Related Party	Ganesh Narayan Brijlal Private Limited	Raninagar Paper & Board Private Limited	Purti NPR Developers LLP	NPR Housing LLP	Indeen Bio Power Limited
Name of the Director or Key Managerial Personnel who is related.	Mr. Pawan Kumar Todi & Mr. Rishi Todi. Both Mr. Pawan Kumar Todi and Mr. Rishi Todi are relatives of Mr. Varun Todi - one of the Directors of the Related Party and are also related to its Promoter group.	Mr. Pawan Kumar Todi & Mr. Rishi Todi. Both Mr. Rishi Todi and Mr. Pawan Kumar Todi are related to its Promoter Group.	Mr. Pawan Kumar Todi & Mr. Rishi Todi. Mr. Rishi Todi is a Designated Partner in the Related Party entity. Further, both Mr. Pawan Kumar Todi & Mr. Rishi Todi are related to some of the Partners of the Related Party Entity.	Mr. Pawan Kumar Todi & Mr. Rishi Todi. Mr. Rishi Todi is a Designated Partner in the Related Party entity. Further, both Mr. Pawan Kumar Todi & Mr. Rishi Todi are related to all the Partners of the Related Party Entity.	Mr. Pawan Kumar Todi & Mr. Rishi Todi. Mr. Pawan Kumar Todi & Mr. Rishi Todi are the relatives of Partners of the Related Party Entity. Also, Mr. Rishi Todi is a Designated Partner of the entity.
Nature of relationship	Belongs to the same business Group (i.e.: the NPR Group).	Belongs to the same business Group (i.e.: the NPR Group).	Joint Venture	Belongs to the same business Group (i.e.: the NPR Group).	Belongs to the same business Group (i.e.: the NPR Group).
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:					



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Loan proposed to be given	1000 Lakhs	1000 Lakhs	1000 lakhs	1000 lakhs	1000 lakhs
Loan proposed to be taken	1000 lakhs	1000 lakhs	1000 lakhs	1000 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	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 ENTITY
Name of the Related Party	Ganesh Narayan Brijlal Private Limited
Name of the Director or Key Managerial Personnel who is related.	Mr. Pawan Kumar Todi & Mr. Rishi Todi. Both Mr. Pawan Kumar Todi and Mr. Rishi Todi are relatives of Mr. Varun Todi – one of the Directors of the Related Party and are also related to its Promoter group.
Nature of relationship	Belongs to the same business Group (i.e.: the NPR Group).
Nature of concern or interest (Financial or otherwise)	Financial
Type of transaction	Rent Agreement
Nature, material terms, monetary value and particulars of the contract or arrangement:	
Details	The Rent Agreement has been entered for use of portion of the premises at Floor, Unit No.611, Adventz Infinity@5, Street No.18, BN-Block, Sector-V, Bidhannagar, Kolkata-700 091 by NPR Finance Ltd as its Registered Office. Relevant document(s) will be available 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 same 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 .
Monetary value	Rs. 60,000/- per month plus applicable taxes
Tenure	5 years with effect from 1 st June, 2024.



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TABLE – B

Disclosure in line with the requirement of Regulation 23 of the Listing Regulations (as amended from time to time) readwith the SEBI Circular Nos.: (i) SEBI/HO/CFD/CMD1/CIR/P/2021/662, dated 22/11/2021; & (ii) SEBI/HO/CFD/CMD1/CIR/P/2022/40, dated 30/03/2022 – in addition to the above disclosure, is as under:

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

Please refer Table A above

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

- The loan transactions will enable in deploying surplus liquidity in extending inter-corporate loan to related parties, as, such loans are safe with no risk of default and generate comfortable interest income at arm's length. Similarly, availing loan from related party is a convenient and expedient way to arrange funds for business purpose.
- Regarding the Rent Transaction – The location of the Registered Office availed at the aforementioned Rent, is suitable and convenient for the Company for operation and administration.

(c) Other disclosures:

Particulars	Name of the Related Party				
	Rani Leasings & Finance Private Limited	Star Wire (India) Vidyut Private Limited	GNB Motors Private Limited	Viewlink Highrise LLP	Akshay Vinimay LLP
I.(i) The % of the annual turnover, for the immediately preceding financial year, that is represented by the value of the proposed lending transaction.	63.11%	94.66%	94.66%	94.66%	94.66%
I.(ii) The % of the annual turnover, for the immediately preceding financial year, that is represented by the value of the proposed borrowing transaction.	63.11%	94.66%	94.66%	94.66%	94.66%



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Particulars	Name of the Related Party				
	Ganesh Narayan Brijlal Private Limited	Raninagar Paper Board Private Limited	Purti NPR Developers LLP	NPR Housing LLP	Indeen Bio Power Limited
I.(i) The % of the annual turnover, for the immediately preceding financial year, that is represented by the value of the proposed lending transaction.	63.11% (for loan transaction)	94.66%	94.66%	94.66%	94.66%
I.(ii) The % of the annual turnover, for the immediately preceding financial year, that is represented by the value of the proposed borrowing transaction.	63.11% (for loan transaction)	94.66%	94.66%	94.66%	94.66%
I.(iii) The % of the annual turnover, for the immediately preceding financial year, that is represented by the value of Rent transaction.	0.74% (for rent transaction)	N.A.	N.A.	N.A.	N.A.

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

(i) Source of Funds	The Company being a Non-Banking Financial Company (NBFC), is exempt from this disclosure requirement.
(ii) If financial indebtedness is incurred to make or give loans, inter corporate deposits, advances or investment: nature of indebtedness, cost of funds, tenure.	Not applicable since, no financial indebtedness will be incurred by the Company in providing such financial assistance.
(iii) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.	Please refer to Table-A above.
(iv) purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction.	Funds will be utilised towards the meeting of its operational cash-flows, business objectives & requirements.
III. A copy of the valuation or other external party report, if any such report has been relied	The proposed transactions are ordinary course of business transactions at arm's length. All proposed transactions have been examined by the Audit Committee.



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upon.	
IV. Any other information that may be relevant.	All relevant/ important information, have already been disclosed as part of this Explanatory statement.

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

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

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

The above proposed transactions will enable in deploying surplus liquidity in extending inter-corporate loan to related parties, as, such loans are safe with no risk of default and generate comfortable interest income at arm's length. Hence, the above Ordinary Resolution No. 6 being in the interest of the Company, the Audit Committee and also the Board of Directors, have proposed and recommended the same for your approval.

Regd. Office
6th floor, Unit No. 611,
Adventz Infinity@5,
Sector V, Kolkata-700 091
Dated: 12.08.2024

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



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CIN-L65921WB1989PLC047091, E-MAIL- npr1@nprfinance.com

PHONE NO. – 033 4849 6490

Website: www.nprfinance.com

ANNEXURE TO THE NOTICE

DETAILS OF DIRECTORS SEEKING APPOINTMENT / 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	Mr. Ashok Dhirajlal Kanakia (DIN-00738955)	Mr. Ashok Kumar Singhania (DIN- 00589725)	Ms. Sarika Mehra (DIN-06935192)
Nature of Directorship	Non-Executive Independent Director	Non-Executive Independent Director	Executive Director (Whole-time Director)
Date of Birth & Age	02.08.1953 70 years	17.05.1953 70 years	21.10.1974 49 years
Date of first Appointment on the Board.	14.02.2019	12.08.2024	28.07.2014
Terms and conditions of appointment.	Please refer to Explanatory Statement. Further, members seeking to inspect the relevant documents in electronic mode can e-mail their request at: investors@nprfinance.com	Please refer to Explanatory Statement. Further, members seeking to inspect the relevant documents in electronic mode can e-mail their request at: investors@nprfinance.com	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.	He is a Non-Executive Independent Director drawing sitting fees. He drew Sitting Fee of Rs. 59,000/- (subject to tax deduction) for the financial year 2023-2024.	He is a Non-Executive Independent Director drawing sitting fees. He drew Sitting Fee of Rs. 7,500/- (subject to tax deduction) for attending one meeting on the date of his appointment - i.e. 12/08/2024.	Rs. 2,37,000/- 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	He is a Non-Executive Independent Director drawing sitting fees.	He is a Non-Executive Independent Director drawing sitting fees.	Rs. 2,37,000/- per month plus other allowances and perquisites.
Brief resume / experience and nature of his/her expertise in specific functional areas.	He has several years of experience in the field of marketing of chemicals and allied products.	He has been practising advocacy since the past several years.	She has several years of experience in the field of Finance, Accounts, Taxation and Secretarial



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			matters.
Qualification	B.Com (Hons.).	B.Com(Hons.), LLB	B.Com (Hons.), ACS & ACMA.
Number of shares held in the Company alongwith shareholding as a beneficial owner.	Nil	Nil	Nil
Names of listed entities in which the person also holds the directorship and the membership/ chairpersonship of Committees of the board along with listed entities from which the person has resigned in the past three years.	<p>He is not a Director of any other listed entity other than NPR Finance Ltd.</p> <p>He does not hold the membership/chairpersonship of the Committees of the Board of any other listed entity other than NPR Finance Ltd.</p> <p>Further he has not held Directorship of any other listed entity in the past three years - hence question of resignation from listed entities in the past three years does not arise.</p>	<p>He is not a Director of any other listed entity other than NPR Finance Ltd.</p> <p>He does not hold the membership/chairpersonship of the Committees of the Board of any other listed entity other than NPR Finance Ltd.</p> <p>Further he has not held Directorship of any other listed entity in the past three years - hence question of resignation from listed entities in the past three years does not arise.</p>	<p>She is not a Director of any other listed entity other than NPR Finance Ltd.</p> <p>She does not hold the membership/chairpersonship of the Committees of the Board of any other listed entity other than NPR Finance Ltd.</p> <p>Further she has not held Directorship of any other listed entity in the past three years - hence question of resignation from listed entities in the past three years does not arise.</p>
Names of other companies/LLPs in which the person also holds the directorship/ is a Partner/ Designated Partner / Nominee- Body Corp Partner / Body Corporate DP Nominee.	<p>Ranjita Agencies Private Limited</p> <p>New India Tannins Pvt Ltd</p> <p>Rating Technology Private Limited</p>	<p>Tara Pur Properties & Finance Private Limited</p> <p>Satya Garments Pvt Ltd</p> <p>R N M Holdings P Ltd.</p>	<p>Anaaya Abeer Realty LLP</p>
Number of Meetings of the Board attended during the year (i.e. F.Y. 2023-2024).	Attended all 4 meetings of the Board held during the financial year 2023-2024.	Appointed as an Additional Director on 12/08/2024. Hence the question of his attendance at Board Meetings during	Attended all 4 meetings of the Board held during the financial year 2023-2024.



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		financial year 2023-24 does not arise.	
Disclosure of Relationships between directors inter-se and with the KMPs.	He is not a relative of any Director of the Company.	He is not a relative of any Director of the Company.	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.	<p>With NBFC sector being the primary business segment of the Company - Our Board should inter alia possess financial knowledge, coupled with leadership abilities and governance knowledge and also acquaintance with Information technology. Besides, NPR believes in good governance - both in law as well as in spirit. Hence, adherence to corporate law and following good governance should be reflected in the working of our Board.</p> <p>In this connection, the qualification of Mr. Ashok Kumar Singhania (DIN- 00589725) in itself is at par with the aforementioned skill requirements of the Board, since, he has graduated in Accountancy (B. Com) and also an Advocate in practise since the past several years. His induction is expected to fuel the governance spirit of the Board.</p> <p>Regarding Mr. Ashok Dhirajlal Kanakia (DIN-00738955) - He has graduated in Accountancy (B. Com). He also has several years of experience in the field of marketing of chemicals and allied products. His work profile requires him to possess marketing skills, leadership qualities and sound knowledge of Information Technology.</p> <p>Besides, both Mr. Ashok Dhirajlal Kanakia (DIN-00738955) and Mr. Ashok Kumar Singhania (DIN- 00589725) posses financial knowledge due to Accountancy background.</p> <p>Thus the above directors, with their varied skills, knowledge and experience and expected to brig healthy diversity on the Board and they meet the skill and capability requirements of the Board.</p>		Not Applicable



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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.

Regd. Office
6th floor, Unit No. 611,
Adventz Infinity@5,
Sector V, Kolkata-700 091
Dated: 12.08.2024

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