

NPR FINANCE LIMITED

Todi Mansion, 1, Lu- Shun Sarani, 9th Floor, Kolkata-700 073
CIN-L65921WB1989PLC047091 , E-Mail- npr1@nprfinance.com
Phone No. – 033 2237 7201, Fax No. – 033 2237 6111, Website : www.nprfinance.com

NOTICE

NOTICE is hereby given that the 26th Annual General Meeting of the Members of the Company will be held on Wednesday, the 23rd day of September, 2015 at Jhajharia Committee Room, Merchant Chamber of Commerce, 15-B, Hemanta Basu Sarani, 2nd Floor, Kolkata- 700 001 at 11.00 a.m. to transact the following businesses:

Ordinary Business:

1. To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2015, and the Reports of the Auditors and Directors thereon.
2. To appoint a Director in place of Mr. Nandlal Todi (holding DIN 00581581) who retires by rotation and being eligible, offers himself for re-appointment.
3. To re-appoint M/s. R. P. Boobna & Co. (Firm Registration No. 304093E), Chartered Accountants of 209, A.J.C. Bose Road, "Karnani Estate", 2nd Floor, Room No. 87, Kolkata 700 017, as Statutory Auditors of the Company from the conclusion of the ensuing Annual General Meeting till the conclusion of the 28th Annual General Meeting of the Company and to authorize the Board of Directors to fix their remuneration and in this regard to consider and, if thought fit, to pass, with or without modification(s) the following Resolution as an Ordinary Resolution:-

"RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, re-appointment of M/s. R. P. Boobna & Co. (Firm Registration No. 304093E), Chartered Accountants of 209, A.J.C. Bose Road, "Karnani Estate", 2nd Floor, Room No. 87, Kolkata 700 017, as Statutory Auditors of the Company from the conclusion of the ensuing Annual General Meeting till the conclusion of the 28th Annual General Meeting (subject to the ratification by the Members at every Annual General Meeting) of the Company, at such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors, based on the recommendation of the Audit Committee, plus applicable service tax, be and is hereby approved."

Special Business:

4. Approval / Ratification of Related Party Transactions

To consider and if thought fit, to pass with or without modification(s) the following resolution as a **Special 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 Listing Agreement with the BSE Ltd., including any statutory modification(s) and/or re-enactments thereof, Related Party Transactions entered into /proposed to be entered into by the Company as set out in the explanatory statement be and is hereby ratified/approved."

Regd. Office:
"Todi Mansion",
1, Lu-Shun Sarani, 9th Floor
Kolkata-700 073
Dated: 27th May, 2015

BY ORDER OF THE BOARD
For NPR Finance Ltd.

SARIKA MEHRA
Executive Director &
Company Secretary
DIN 06935192

NOTES:

1. The Explanatory Statement as required under Section 102 of the Companies Act, 2013, in respect of business under Item No. 4 is annexed hereto.

2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.**

A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENTAGE OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENTAGE OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

3. The details of person seeking appointment / re- appointment as required by Clause 49 of the Listing Agreement entered into with the Stock Exchange is annexed hereto.

4. The businesses set out in the notice will be transacted through remote e-voting and Voting through Ballot at the Annual General Meeting. Instructions and other information relating to e-voting are given in the notice under note number 20. The company will also send communication relating to remote e-voting which, *inter alia*, would contain details about user ID and password along with a copy of this notice to the members, separately.

5. Members holding share in dematerialized form are requested to bring their Depository Account No. and Client ID No. for identification.

6. Corporate members are requested to send to the Company, a copy of the Board Resolution, duly certified, authorizing their respective representatives to attend and vote at the Annual General Meeting.

7. Register of Members and Share Transfer Books of the Company in respect of Equity Shares shall remain closed from the 17th day of September, 2015 to the 23rd day of September, 2015 (Both days inclusive).

8. Electronic Clearing Services (ECS) Facility :-

a. To avoid loss of dividend warrants in transit and undue delay in respect of receipt thereof, the Company provides ECS facility to the members. The ECS facility is available at locations identified by the Reserve Bank of India, from time to time and covers most of the cities and towns.

b. Members holding shares in the physical form may furnish their details in the prescribed form, which can be obtained from the Registrar & Share Transfer Agents of the Company.

c. Members holding shares in the electronic form may furnish their details in the prescribed form, which can be obtained from their respective Depository Participants.

9. Members are requested to notify to the Company, change of address, if any, with pin code quoting reference of their folio number/DP ID and Client ID to our Registrar & Share Transfer Agent i.e. Niche Technologies Private Ltd., D-511, Bagree Market, 5th Floor, 71, B.R.B. Basu Road, Kolkata 700 001, Phone Nos. (033) 2235-7270/7271, 2234-3576, Fax: (033) 2215- 6823.

10. In case, the mailing address mentioned in this Annual Report is without the PIN CODE, members are requested to kindly inform their PIN CODE immediately.

11. Non- Resident Indian Shareholders are requested to inform the Company immediately:

a. the change in residential status on return to India for permanent settlement.

b. the particulars of NRE Bank Account maintained in India with complete name and address of the Bank, if not furnished earlier.

12. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form are advised

to file nomination in the prescribed Form SH-13 with the Company's Registrar & Share Transfer Agent. 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. A Member or his Proxy is requested to produce at the entrance of the Meeting Hall, attendance slip forwarded to the member duly completed and signed by the member.
16. Members are requested to note that trading in Securities of the Company are compulsorily in dematerialized form only. Hence members who are yet to dematerialise their shares are advised to do so. The Company has entered into agreements with National Securities Depositories Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) for Demat facilities.
17. The dividend for the Financial Year 2006-07, which remained unclaimed after 30 days from the date of declaration of dividend had been transferred to the Unpaid Dividend Account. The Dividend remaining unclaimed for seven years from the date of transfer to the above mentioned account is required to be transferred by the Company to the Investor Education and Protection Fund (IEPF) established by the Central Government in terms of Section 205C(2)(a) of the Companies Act, 1956. The unpaid dividend amount in respect of Financial Year 2006-2007 has accordingly been transferred to IEPF. Members are requested to note that once the unclaimed dividend is transferred to the IEPF, no claim shall lie in respect thereof.
18. The Company has designated an exclusive e-mail id viz. **investors@nprfinance.com** to enable investors to register their complaints/queries, if any.
19. The Notice of the AGM along with the Annual Report for the Financial Year 2014-15 are being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the said documents. For Members who have not registered their e-mail addresses, physical copies of the above mentioned documents are being sent. All these above mentioned documents will also be available on the Company's website **www.nprfinance.com** for download by the shareholders. We, request shareholders to update their email address with their depository participant to ensure that the annual reports and other documents reaches them on their preferred email address. Shareholders holding shares in physical form may intimate us their e-mail address along with name, address and folio no. for registration at **investors@nprfinance.com**.

20. **Voting Through Electronic Means :**

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- III. **The process and manner for remote e-voting are as under:**
 - (i) The remote e-voting period commences on 20th September, 2015 (9:00 a.m.) and ends 22nd September, 2015 (5:00 p.m.). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 16th September, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter.

Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
- (iii) Click on “Shareholders” tab.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form 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) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format
Bank Account Number (DBD)	Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio. • Please Enter the DOB or Bank Account Number in order to Login. • If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above instruction (iv).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Company Name i.e. **NPR FINANCE LIMITED** on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

- (xiv) 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.
 - (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
 - (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - (xviii) Note for Institutional Shareholders & Custodians :
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.
 - 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 they have to create a compliance user which 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 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.
 - (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com
21. 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 authorized signatory(ies) who are authorized to vote through e-mail at csniazahmed@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com on or before 22nd September, 2015 upto 5:00 p.m. without which the vote shall not be treated as valid.
 22. 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 16th September, 2015.
 23. The shareholders shall have one vote per equity share held by them as on the cut-off date of 16th September, 2015. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
 24. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 16th September, 2015 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
 25. Notice of the Annual General Meeting along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
 26. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e. 16th September, 2015 are requested to send the written / email communication to the Company at investors@nprfinance.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
 27. Mr. Niaz Ahmed, Practicing Company Secretary (Certificate of Practice Number 5965, Membership No. 15555) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit, not later than 3 days of conclusion of the

AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

28. 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 listed stock exchanges viz. BSE Ltd.

Place : Kolkata
Date : 27th May, 2015

By Order of the Board
For NPR Finance Ltd.

SARIKA MEHRA
Executive Director &
Company Secretary
DIN-06935192

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

The Company is in the business of Non-Banking Finance since the incorporation. In view of rising level of Non Performing Assets resulted from financing of three wheelers, Company has scaled down the financial disbursement in this segment over a period of last three years. Low Financial Disbursement has led to generation of surplus liquidity and your Company feels it prudent & necessary to deploy such funds for extending loans to Related Parties as Company can generate comfortable interest income at arm's length from them with no risk of default. Further the amount is repayable on demand and can easily be liquidated.

Company has already granted inter corporate loan to related parties which has resulted in interest income of ₹255.32 lacs in financial year under review and ₹ 159.84 lacs in the previous Financial Year.

As per the requirement of Clause 49 of the Listing Agreement entered with the BSE Ltd., it is necessary to obtain shareholders approval for all material Related Party Transactions entered, along with transactions proposed to be entered in future, even if the transactions are entered in the ordinary course of business and on arm's length.

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.

Accordingly, it is proposed to ratify /approve the following transaction at a rate of interest not less than 12% p.a.:-

(in ₹ lacs)

Name of the Related Party (Enterprises where control Exist)	Amount of Loan given	Amount of Loan proposed to be given
GNB Motors Private Limited	1365.21	-
Matra Studio LLP	38.27	50
Mountview Tracom LLP	74.04	-
New Age Enclave Private Limited	-	100
Oval Promoters LLP	109.44	-
Star Wire(India) Vidyut Private Limited	669.32	200
T.P. Farms Private Limited	110.20	-

Viewlink Highrise Private Limited	546.44	200
Badu Road Developers LLP	-	200

Mr. Pawan Kumar Todi (DIN-00590156), Managing Director, Mr. Nandlal Todi (DIN-00581581), Director of the Company, being the Director(s)/relative(s) of the Directors/Designated Partners in the aforesaid related party entities, and, the entire promoter group being related to the aforesaid Directors, are interested in the aforesaid resolution. None of the other Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in this resolution.

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

Pursuant to Clause 49 of the Listing Agreement, the related parties shall abstain from voting on such resolutions.

The Resolution provided in the Notice, being in the interest of the Company, is proposed by the Directors for consent and approval by the shareholders by way of a Special Resolution.

Place : Kolkata
Date : 27th May, 2015

BY ORDER OF THE BOARD
For NPR Finance Ltd.

SARIKA MEHRA
Executive Director &
Company Secretary
DIN-06935192

INFORMATION OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING (PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT)

Name of the Director	Mr. Nandlal Todi (DIN - 00581581)
Nature of Directorship	Non - Executive Promoter Director
Date of Birth	30 th May, 1931
Date of Appointment	30 th June, 2006
Expertise in specific functional areas	63 years of working experience in the field of Manufacturing, Trading and Export.
Qualifications	B.Com (Hons)
Number of shares held in the Company	3,40,888 Equity Shares
Directorship in other Companies	1. Ace Impex Pvt. Ltd. 2. Ganesh Narayan Brijlal Private Limited 3. NPR Motors Private Limited 4. Rani Leasings & Finance Private Limited 5. Rishi Motors Pvt. Ltd. 6. Silva Computech Pvt. Ltd. 7. Shristi Developers Private Limited 8. Supreme Credit Corpn Ltd. 9. Zee ABC Agro Industries Private Limited
Membership of Committees in other Companies	Does not hold membership of Committees in other Companies.
Disclosure of Relationship	Mr. Nandlal Todi (DIN - 00581581), Director, is a relative of Mr. Pawan Kumar Todi (DIN-00590156), who is Managing Director of the Company.

NPR FINANCE LIMITED

Todi Mansion, 1, Lu- Shun Sarani, 9th Floor, Kolkata-700 073
 CIN-L65921WB1989PLC047091 , E-Mail- npr1@nprfinance.com
 Phone No. – 033 2237 7201, Fax No. – 033 2237 6111, Website : www.nprfinance.com

Form No-MGT-11**PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s):

Registered address:

E-mail Id:

Folio No./Client Id. :

DP ID :

I/We, being the member(s) ofshares of the above named Company hereby appoint:

(1) Name:.....
 Address.....
 E-mail Id:.....
 Signature.....or failing him;

(2) Name:.....
 Address.....
 E-mail Id:.....
 Signature.....or failing him;

(3) Name:.....
 Address.....
 E-mail Id:.....
 Signature.....

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26th Annual General Meeting of the Company, to be held on 23rd September, 2015 at Jhajharia Committee Room, Merchant Chamber of Commerce, 15-B, Hemanta Basu Sarani, 2nd Floor, Kolkata- 700 001 at 11.00 a.m. and at any adjournment thereof of such resolutions as are indicated below:

Resolution No.	RESOLUTIONS	Optional*	
		For	Against
	Ordinary Business		
1.	Adoption of Financial Statements for the year ended 31 st March, 2015.		
2.	Re-appointment of Mr. Nandlal Todi who retire by rotation.		
3.	Re-appointment of M/s R. P. Boobna & Co., Chartered Accountants, as Statutory Auditor of the Company and fix their remuneration.		
	Special Business		
4.	Approval/Ratification of Related Party Transactions		

Signed this.....day of.....2015

Signature of shareholder.....

Signature of Proxy holder(s).....

Affix
 Revenue
 Stamp not
 less than
 Re.1/-

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the resolutions, Explanatory Statement and Notes, please refer to the Notice of the 26th Annual General meeting.
3. *It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Please complete all details including details of member(s) in above box before submission.