

**Annexure - XI to the Listing Agreement**

**Name of the Company : NPR Finance Ltd.  
Quarter ending on 31st March, 2015**

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
<b>II. Board of Directors</b>	49 (II)		
(A) Composition of Board	49 (IIA)	Yes	--
(B) Independent Directors	49 (IIB)	Yes	--
(C) Non - Executive Directors' compensation & disclosures	49 (IIC)	Yes	--
(D) Other provisions as to Board and Committees	49 (IID)	Yes	--
(E) Code of Conduct	49 (IIE)	Yes	--
(F) Whistle Blower Policy	49 (IIF)	Yes	--
<b>III. Audit Committee</b>	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	--
(B) Meeting of Audit Committee	49 (IIIB)	Yes	--
(C) Powers of Audit Committee	49 (IIIC)	Yes	--
(D) Role of Audit Committee	49 (IIID)	Yes	--
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	Information will be reviewed in the ensuing Audit Committee Meeting to be held on or before 30th May, 2015
<b>IV. Nomination and Remuneration Committee</b>	49 (IV)	Yes	--
<b>V. Subsidiary Companies</b>	49 (V)	N.A.	--
<b>VI. Risk Management</b>	49 (VI)	Yes	--
<b>VII. Related Party Transactions</b>	49 (VII)	Yes	Information will be reviewed in the ensuing Audit Committee Meeting to be held on or before 30th May, 2015
<b>VIII. Disclosures</b>	49 (VIII)		
(A) Related party transactions	49 (VIII A)	Yes	Will be complied in the next Annual Report.
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	..do..
(C ) Remuneration of Directors	49 (VIII C)	Yes	..do..
(D) Management	49 (VIII D)	Yes	..do..
(E) Shareholders	49 (VIII E)	Yes	..do..
(F) Proceeds from public issues, rights issues, preferential issues etc.	49 (VIII F)	N.A.	No money was raised by way of public issue, right issue, preferential issues etc.
<b>IX. CEO/CFO Certification</b>	49 (IX)		Will be complied in the next Annual Report.
<b>X. Report on Corporate Governance</b>	49 (X)		..do..
<b>XI. Compliance</b>	49 (XI)		..do..

Date : 07.04.2015

Place : Kolkata