

Annexure - XI to the Listing Agreement

**Name of the Company : NPR Finance Ltd.
Quarter ending on 31st December,2014**

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
II. Board of Directors	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	--
III. Audit Committee	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 14th February, 2015
IV. Nomination and Remuneration Committee	49 (IV)	Yes	--
V. Subsidiary Companies	49 (V)	N.A.	--
VI. Risk Management	49 (VI)	Yes	--
VII. Related Party Transactions	49 (VII)	Yes	--
VIII. Disclosures	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.
IX. CEO/CFO Certification	49 (IX)		Will be complied in the next Annual Report.
X. Report on Corporate Governance	49 (X)		..do..
XI. Compliance	49 (XI)		..do..

Date : 13.01.2015

Place : Kolkata