

**NPR Finance Ltd.**

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

For the Quarter ended on 30th June, 2010

| Particulars  | Clause of Listing Agreement | Compliance Status Yes/No | Remarks   |
|--|-----------------------------|--------------------------|---|
| <b>I. Board of Directors</b>   | 49 I                        |                          |   |
| (A) Composition of Board   | 49 (IA)                     | Yes                      | --  |
| (B) Non - Executive Directors' compensation & disclosures              | 49 (IB)                     | Yes                      | --  |
| (C) Other provisions as to Board and Committees                        | 49 (IC)                     | Yes                      | --  |
| (D)Code of Conduct   | 49 (ID)                     | Yes                      | --  |
| <b>II.Audit Committee</b>  | 49 II                       |                          |   |
| (A) Qualified & Independent Audit Committee                            | 49 (IIA)                    | Yes                      | --  |
| (B) Meeting of Audit Committee   | 49 (IIB)                    | Yes                      | --  |
| (C) Powers of Audit Committee  | 49 (IIC)                    | Yes                      | --  |
| (D) Role of Audit Committee  | 49 (IID)                    | Yes                      | --  |
| (E) Review of Information by Audit Committee                           | 49 (IIE)                    | Yes                      | Information will be reviewed in the ensuing Audit Committee Meeting to be held in the month of July 2010                              |
| <b>III.Subsidiary Companies</b>  | 49 III                      | N.A.                     | --  |
| <b>IV.Disclosures</b>  | 49 IV                       |                          |   |
| (A)Basis of related party transactions                                 | 49 (IVA)                    | Yes                      | Related Party transactions, if any will be placed in the ensuing Audit Committee Meeting Meeting to be held in the month of July 2010 |
| (B)Board Disclosures   | 49 (IVB)                    | Yes                      | --  |
| (C)Proceeds from public issues, rights issues,preferential issues etc. | 49 (IVC)                    | N.A.                     | No money was raised by way of public issue, right issue, preferential issues etc.   |
| (D)Remuneration of Directors   | 49 (IVD)                    | Yes                      | Will be complied in the Annual Report 2010-11   |
| (E)Management  | 49(IVE)                     | Yes                      | ..do..  |
| (F) Shareholders   | 49(IVF)                     | Yes                      | ..do..  |
| <b>V.CEO/CFO Certification</b>   | 49 V                        | Yes                      | ..do..  |
| <b>VI.Report on Corporate Governance</b>                               | 49 VI                       | Yes                      | ..do..  |
| <b>VII.Compliance</b>  | 49 VII                      | Yes                      | ..do..  |

Date : 03.07.2010

Place : Kolkata