

| <b>General information about company</b>                       |                 |
|--|-----------------|
| Scrip code   | 530127          |
| NSE Symbol   |                 |
| MSEI Symbol  |                 |
| ISIN   | INE446D01011    |
| Name of the entity   | NPR FINANCE LTD |
| Date of start of financial year                                | 01-04-2020      |
| Date of end of financial year                                  | 31-03-2021      |
| Reporting Quarter  | Quarterly       |
| Date of Report   | 30-06-2020      |
| Risk management committee                                      | Not Applicable  |
| Market Capitalisation as per immediate previous Financial Year | Any other       |

| Annexure I   |                |                         |            |          |  |                                 |                         |               |   |                                    |                             |                        |                   |                                |  |   |  |  |                             |                             |
|--|----------------|-------------------------|------------|----------|--|---------------------------------|-------------------------|---------------|---|------------------------------------|-----------------------------|------------------------|-------------------|--------------------------------|--|---|--|--|-----------------------------|-----------------------------|
| Annexure I to be submitted by listed entity on quarterly basis       |                |                         |            |          |  |                                 |                         |               |   |                                    |                             |                        |                   |                                |  |   |  |  |                             |                             |
| I. Composition of Board of Directors                                 |                |                         |            |          |  |                                 |                         |               |   |                                    |                             |                        |                   |                                |  |   |  |  |                             |                             |
| Disclosure of notes on composition of board of directors explanatory |                |                         |            |          |  |                                 |                         |               |   |                                    |                             |                        |                   | Textual Information(1)         |  |   |  |  |                             |                             |
| Wether the listed entity has a Regular Chairperson                   |                |                         |            |          |  |                                 |                         |               |   |                                    |                             |                        |                   | Yes                            |  |   |  |  |                             |                             |
| Whether Chairperson is related to MD or CEO                          |                |                         |            |          |  |                                 |                         |               |   |                                    |                             |                        |                   | Yes                            |  |   |  |  |                             |                             |
| Sr   | Title (Mr/ Ms) | Name of the Director    | PAN        | DIN      | Category 1 of directors                  | Category 2 of directors         | Category 3 of directors | Date of Birth | Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations] | Date of passing special resolution | Initial Date of appointment | Date of Re-appointment | Date of cessation | Tenure of director (in months) | No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations) | No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations) | Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) | Notes for not providing PAN | Notes for not providing DIN |
| 1  | Mr             | NANDLAL TODI            | ABNPT6269L | 00581581 | Non-Executive - Non Independent Director | Chairperson related to Promoter |                         | 30-05-1931    | Yes   | 17-09-2019                         | 30-06-2006                  | 17-09-2019             |                   |                                | 1  | 0   | 2  | 0  |                             |                             |
| 2  | Mr             | RAJENDRA KUMAR DUGGAR   | ADUPD2495H | 00403512 | Non-Executive - Independent Director     | Not Applicable                  |                         | 26-11-1950    | NA  |                                    | 28-01-2011                  | 17-09-2019             |                   | 120                            | 1  | 1   | 1  | 1  |                             |                             |
| 3  | Mr             | NITIN GUHA              | ADTPG1865F | 01107480 | Non-Executive - Independent Director     | Not Applicable                  |                         | 01-11-1934    | Yes   | 17-09-2019                         | 27-07-2002                  | 17-09-2019             |                   | 120                            | 1  | 1   | 2  | 1  |                             |                             |
| 4  | Mr             | ASHOK DHIRAJLAL KANAKIA | AGCPK9425B | 00738955 | Non-Executive - Independent Director     | Not Applicable                  |                         | 02-08-1953    | NA  |                                    | 14-02-2019                  | 17-09-2019             |                   | 60                             | 1  | 1   | 1  | 0  |                             |                             |

| <b>I. Composition of Board of Directors</b>                                 |                 |                      |            |          |                         |                         |                         |               |   |                                    |                             |                        |                   |                                |  |   |  |  |                             |                             |
|---|-----------------|----------------------|------------|----------|-------------------------|-------------------------|-------------------------|---------------|---|------------------------------------|-----------------------------|------------------------|-------------------|--------------------------------|--|---|--|--|-----------------------------|-----------------------------|
| <b>Disclosure of notes on composition of board of directors explanatory</b> |                 |                      |            |          |                         |                         |                         |               |   |                                    |                             |                        |                   |                                |  |   |  |  |                             |                             |
| <b>Wether the listed entity has a Regular Chairperson</b>                   |                 |                      |            |          |                         |                         |                         |               |   |                                    |                             |                        |                   |                                |  |   |  |  |                             |                             |
| Sr  | Title (Mr / Ms) | Name of the Director | PAN        | DIN      | Category 1 of directors | Category 2 of directors | Category 3 of directors | Date of Birth | Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations] | Date of passing special resolution | Initial Date of appointment | Date of Re-appointment | Date of cessation | Tenure of director (in months) | No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations) | No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations) | Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) | Notes for not providing PAN | Notes for not providing DIN |
| 5   | Mr              | PAWAN KUMAR TODI     | ABRPT4635J | 00590156 | Executive Director      | Not Applicable          | MD                      | 02-06-1953    | NA  |                                    | 01-11-1994                  | 17-09-2019             |                   |                                | 1  | 0   | 1  | 0  |                             |                             |
| 6   | Ms              | SARIKA MEHRA         | AHCPM8008P | 06935192 | Executive Director      | Not Applicable          |                         | 21-10-1974    | NA  |                                    | 28-07-2014                  | 17-09-2019             |                   |                                | 1  | 0   | 0  | 0  |                             |                             |

| <b>Text Block</b>      |   |
|------------------------|---|
| Textual Information(1) | <p>Date of re-appointment</p> <p>Mr. Pawan Kumar Todi (DIN-00590156) has been re-appointed at the 30th Annual General Meeting (AGM) held on 17/09/2019 as the Managing Director for a period of three (3) years with effect from 01/11/2019.</p> <p>Ms. Sarika Mehra (DIN-06935192) has been re-appointed at the 30th Annual General Meeting (AGM) held on 17/09/2019, as the Whole-time Director for a period of three (3) years with effect from 19/09/2019.</p> <p>In terms of the provisions of the Companies Act, 2013 readwith the Rules made thereunder and the SEBI (Listing Obligations &amp; Disclosure Requirements) Regulations, 2015, Mr. Rajendra Kumar Duggar (DIN-00403512) &amp; Mr. Nitin Guha (DIN-01107480) - Non Executive &amp; Independent Directors, were re-appointed by a special resolution at the 30th AGM held on 17/09/2019 for another term of 5 years.</p> <p>Further, the tenure of Mr. Ashok Dhirajlal Kanakia(DIN-00738955) as an Additional Director (Non Executive &amp; Independent Category) was expiring at the 30th AGM. He was accordingly, appointed as a Director (Independent &amp; Non Executive) for a term of 5 years at the 30th AGM held on 17/09/2019.</p> |

|  |                        |
|--|------------------------|
| <b>Annexure 1</b>  |                        |
| <b>II. Composition of Committees</b>                         |                        |
| Disclosure of notes on composition of committees explanatory | Textual Information(1) |

| <b>Annexure 1 Text Block</b> |   |
|------------------------------|---|
| Textual Information(1)       | <p>NOMINATION AND REMUNERATION COMMITTEE.</p> <p>The Remuneration Committee of the Company (which was constituted earlier in terms of clause 49 of the erstwhile Listing Agreement), was reconstituted as the Nomination and Remuneration Committee.</p> <p>STAKEHOLDERS RELATIONSHIP COMMITTEE.</p> <p>The Share Transfer &amp; Investor Grievance Committee (which was constituted earlier in terms of clause 49 of the erstwhile Listing Agreement), was reconstituted as the Stakeholders Relationship Committee.</p> <p>RISK MANAGEMENT COMMITTEE.</p> <p>The Company is not required to have a Risk Management Committee. However, the Company has in place a Risk Management Committee which comprises of two members of the Board of Directors and one senior executive of the Company, who is not a member of the Board of Directors. The Committee is chaired by a member of the Board of Directors.</p> <p>CORPORATE SOCIAL RESPONSIBILITY(CSR) COMMITTEE</p> <p>The Company does not fall within the ambit of companies on whom CSR is applicable. Accordingly, the Company does not have a CSR Committee as, it is not required to constitute the same. However, this XBRL form is not providing "NA" option against the heading "Whether the Corporate Social Responsibility Committee has a regular Chairperson". Accordingly, the option "No" has been selected against this field.</p> |

| Audit Committee Details                               |            |                           |  |                         |                     |                   |         |
|---|------------|---------------------------|--|-------------------------|---------------------|-------------------|---------|
| Whether the Audit Committee has a Regular Chairperson |            |                           |  |                         | Yes                 |                   |         |
| Sr  | DIN Number | Name of Committee members | Category 1 of directors                  | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1   | 00403512   | RAJENDRA KUMAR DUGGAR     | Non-Executive - Independent Director     | Chairperson             | 28-01-2011          |                   |         |
| 2   | 00581581   | NANDLAL TODI              | Non-Executive - Non Independent Director | Member                  | 30-06-2006          |                   |         |
| 3   | 01107480   | NITIN GUHA                | Non-Executive - Independent Director     | Member                  | 27-07-2002          |                   |         |
| 4   | 00738955   | ASHOK DHIRAJLAL KANAKIA   | Non-Executive - Independent Director     | Member                  | 14-02-2019          |                   |         |

| Nomination and remuneration committee                                       |            |                           |                                      |                         |                     |                   |         |
|---|------------|---------------------------|--------------------------------------|-------------------------|---------------------|-------------------|---------|
| Whether the Nomination and remuneration committee has a Regular Chairperson |            |                           |                                      |                         | Yes                 |                   |         |
| Sr  | DIN Number | Name of Committee members | Category 1 of directors              | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1   | 01107480   | NITIN GUHA                | Non-Executive - Independent Director | Chairperson             | 30-10-2002          |                   |         |
| 2   | 00403512   | RAJENDRA KUMAR DUGGAR     | Non-Executive - Independent Director | Member                  | 30-05-2012          |                   |         |
| 3   | 00738955   | ASHOK DHIRAJLAL KANAKIA   | Non-Executive - Independent Director | Member                  | 14-02-2019          |                   |         |



| Stakeholders Relationship Committee                                       |            |                           |  |                         |                     |                   |         |
|---|------------|---------------------------|--|-------------------------|---------------------|-------------------|---------|
| Whether the Stakeholders Relationship Committee has a Regular Chairperson |            |                           |  |                         | Yes                 |                   |         |
| Sr  | DIN Number | Name of Committee members | Category 1 of directors                  | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1   | 01107480   | NITIN GUHA                | Non-Executive - Independent Director     | Chairperson             | 27-06-2007          |                   |         |
| 2   | 00581581   | NANDLAL TODI              | Non-Executive - Non Independent Director | Member                  | 30-05-2012          |                   |         |
| 3   | 00590156   | PAWAN KUMAR TODI          | Executive Director                       | Member                  | 31-07-2001          |                   |         |

| Risk Management Committee                                       |            |                           |  |                         |                     |                   |         |
|---|------------|---------------------------|--|-------------------------|---------------------|-------------------|---------|
| Whether the Risk Management Committee has a Regular Chairperson |            |                           |  |                         | Yes                 |                   |         |
| Sr  | DIN Number | Name of Committee members | Category 1 of directors                  | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1   | 00581581   | NANDLAL TODI              | Non-Executive - Non Independent Director | Chairperson             | 28-07-2014          |                   |         |
| 2   | 00590156   | PAWAN KUMAR TODI          | Executive Director                       | Member                  | 28-07-2014          |                   |         |
| 3   | 01108114   | SHANKAR BIRJUKA           | Member                                   | Member                  | 28-07-2014          |                   |         |

| Corporate Social Responsibility Committee                                       |            |                           |                         |                         |                     |                   |         |
|---|------------|---------------------------|-------------------------|-------------------------|---------------------|-------------------|---------|
| Whether the Corporate Social Responsibility Committee has a Regular Chairperson |            |                           |                         |                         | Yes                 |                   |         |
| Sr  | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
|   |            |                           |                         |                         |                     |                   |         |

| Other Committee |            |                           |                              |  |                         |         |
|-----------------|------------|---------------------------|------------------------------|--|-------------------------|---------|
| Sr              | DIN Number | Name of Committee members | Name of other committee      | Category 1 of directors                  | Category 2 of directors | Remarks |
| 1               | 01107480   | NITIN GUHA                | FAIR PRACTICE CODE COMMITTEE | Non-Executive - Independent Director     | Chairperson             |         |
| 2               | 00581581   | NANDLAL TODI              | FAIR PRACTICE CODE COMMITTEE | Non-Executive - Non Independent Director | Member                  |         |
| 3               | 00590156   | PAWAN KUMAR TODI          | FAIR PRACTICE CODE COMMITTEE | Executive Director                       | Member                  |         |
| 4               | 01107480   | NITIN GUHA                | IT STRATEGY COMMITTEE        | Non-Executive - Independent Director     | Chairperson             |         |
| 5               | 00590156   | PAWAN KUMAR TODI          | IT STRATEGY COMMITTEE        | Executive Director                       | Member                  |         |
| 6               | 06935192   | SARIKA MEHRA              | IT STRATEGY COMMITTEE        | Executive Director                       | Member                  |         |
| 7               | 99999999   | ASHIM KARMAKAR            | IT STRATEGY COMMITTEE        | Member                                   | Member                  |         |

| Annexure 1   |   |  |   |                              |  |                              |   |
|--|---|--|---|------------------------------|--|------------------------------|---|
| Annexure 1   |   |  |   |                              |  |                              |   |
| III. Meeting of Board of Directors                               |   |  |   |                              |  |                              |   |
| Disclosure of notes on meeting of board of directors explanatory |   |  |   |                              |  |                              | Textual Information (1)                             |
| Sr   | Date(s) of meeting (if any) in the previous quarter | Date(s) of meeting (if any) in the current quarter | Maximum gap between any two consecutive (in number of days) | Notes for not providing Date | Whether requirement of Quorum met (Yes/No) | Number of Directors present* | No. of Independent Directors attending the meeting* |
| 1  | 13-02-2020  |  |   |                              | Yes  | 6                            | 3   |

| <b>Text Block</b>      |  |
|------------------------|--|
| Textual Information(1) | <p>We have availed the relaxation provided by SEBI vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/106, dated 24th June, 2020, regarding extension of time for submission for financial results for the period ended 31st March, 2020, due to the continuing impact of the COVID-19 pandemic. Further, the relaxation of maximum time gap between two Board/Audit Committee meetings as provided by SEBI circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/38 dated March 19, 2020, has been further extended till July 31, 2020, by SEBI vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/110, dated 26th June, 2020. Accordingly, no meeting of the Board of Directors was held during the period from 01-04-2020 to 30-06-2020.</p> |

| Annexure 1   |                   |   |   |                         |                               |  |                              |   |
|--|-------------------|---|---|-------------------------|-------------------------------|--|------------------------------|---|
| IV. Meeting of Committees                                |                   |   |   |                         |                               |  |                              |   |
| Disclosure of notes on meeting of committees explanatory |                   |   |   |                         |                               |  | Textual Information (1)      | No. of Independent Directors attending the meeting* |
| Sr   | Name of Committee | Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order) | Maximum gap between any two consecutive (in number of days) | Name of other committee | Reason for not providing date | Whether requirement of Quorum met (Yes/No) | Number of Directors present* |   |
| 1  | Audit Committee   | 13-02-2020  |   |                         |                               | Yes  | 4                            | 3   |

| <b>Text Block</b>      |   |
|------------------------|---|
| Textual Information(1) | <p>We have availed the relaxation provided by SEBI vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/106, dated 24th June, 2020, regarding extension of time for submission for financial results for the period ended 31st March, 2020, due to the continuing impact of the COVID-19 pandemic. Further, the relaxation of maximum time gap between two Board/Audit Committee meetings as provided by SEBI circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/38 dated March 19, 2020, has been further extended till July 31, 2020, by SEBI vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/110, dated 26th June, 2020. Accordingly, no meeting of the Audit Committee was held during the period from 01-04-2020 to 30-06-2020.</p> |



| <b>Annexure 1</b>  |  |                                  |  |
|--|--|----------------------------------|--|
| <b>V. Related Party Transactions</b>                           |  |                                  |  |
| Sr   | Subject  | Compliance status<br>(Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
| 1  | Whether prior approval of audit committee obtained   | Yes                              |  |
| 2  | Whether shareholder approval obtained for material RPT   | Yes                              |  |
| 3  | Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | Yes                              |  |
| Disclosure of notes on related party transactions              |  |                                  | Textual Information(1)   |
| Disclosure of notes of material transaction with related party |  |                                  | Textual Information(2)   |

| <b>Text Block</b>      |   |
|------------------------|---|
| Textual Information(1) | <p>The members at the 30th Annual General Meeting of the Company held on 17th September, 2019, accorded approval/Ratification for various Related Party Transactions.</p> <p>Further, the Audit Committee at its Meeting held on 13th February, 2020, had accorded fresh omnibus approval to pursue related party transactions subject to the maximum threshold limit prescribed in the Regulations.</p> <p>Information on Related Party transactions will be reviewed at the ensuing meeting of the Audit Committee.</p> <p>Related Party Transactions during the period ended 30.06.2020 pertains to : availing / rendering of services; Remuneration Paid, Rent paid, Loan given/taken, etc.</p> |
| Textual Information(2) | <p>The members at the 30th Annual General Meeting of the Company held on 17th September, 2019, accorded approval/Ratification for various Related Party Transactions.</p> <p>Further, the Audit Committee at its Meeting held on 13th February, 2020, had accorded fresh omnibus approval to pursue related party transactions subject to the maximum threshold limit prescribed in the Regulations.</p> <p>Information on Related Party transactions will be reviewed at the ensuing meeting of the Audit Committee.</p> <p>Related Party Transactions during the period ended 30.06.2020 pertains to : availing / rendering of services; Remuneration Paid, Rent paid, Loan given/taken, etc.</p> |

| <b>Annexure 1</b>       |  |                               |
|-------------------------|--|-------------------------------|
| <b>VI. Affirmations</b> |  |                               |
| Sr                      | Subject  | Compliance status<br>(Yes/No) |
| 1                       | The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015  | Yes                           |
| 2                       | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee  | Yes                           |
| 3                       | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee                                   | Yes                           |
| 4                       | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee                                   | Yes                           |
| 5                       | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities) | NA                            |
| 6                       | The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.                              | Yes                           |
| 7                       | The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.                  | Yes                           |
| 8                       | This report and/or the report submitted in the previous quarter has been placed before Board of Directors.   | Yes                           |
| 9                       | Any comments/observations/advice of Board of Directors may be mentioned here:  | Textual<br>Information(1)     |

| <b>Annexure 1</b> |                   |  |
|-------------------|-------------------|--|
| Sr                | Subject           | Compliance status                        |
| 1                 | Name of signatory | RIMPA ROY                                |
| 2                 | Designation       | Company Secretary and Compliance Officer |

| <b>Text Block</b>      |   |
|------------------------|---|
| Textual Information(1) | <p>This Report on Corporate Governance shall be placed at the ensuing Board Meeting of the Company.</p> <p>Risk Management Committee :</p> <p>The Company is not required to have a Risk Management Committee. However, the Company has in place a Risk Management Committee which comprises of two members of the Board of Directors and one senior executive of the Company, who is not a member of the Board of Directors. The Committee is chaired by a member of the Board of Directors.</p> <p>The Company has voluntarily complied with the constitution of the Risk Management Committee. Accordingly, the Company has chosen the option "Not applicable" against the particular "Risk Management Committee" under the General Info Annexure. Hence, the option "NA" has also been mentioned against compliance status on the Composition of the Risk Management Committee (Serial No. 5) of "Annx 1 - Affirmations".</p> <p>Meetings of the Board of Directors &amp; Audit Committee:</p> <p>We have availed the relaxation provided by SEBI vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/106, dated 24th June, 2020, regarding extension of time for submission for financial results for the period ended 31st March, 2020, due to the continuing impact of the COVID-19 pandemic. Further, the relaxation of maximum time gap between two Board/Audit Committee meetings as provided by SEBI circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/38 dated March 19, 2020, has been further extended till July 31, 2020, by SEBI vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/110, dated 26th June, 2020. Accordingly, no meeting of the Board of Directors/Audit Committee was held during the period from 01-04-2020 to 30-06-2020.</p> |

| <b>Signatory Details</b> |  |
|--------------------------|--|
| Name of signatory        | RIMPA ROY                                |
| Designation of person    | Company Secretary and Compliance Officer |
| Place                    | KOLKATA                                  |
| Date                     | 13-07-2020                               |

