

MSEI Symbol	
Scrip code	530127
NSE Symbol	
MSEI Symbol	
ISIN	INE446D01011
Name of the entity	NPR FINANCE LTD
Date of start of financial year	01-04-2017
Date of end of financial year	31-03-2018
Reporting Quarter	Yearly
Date of Report	31-03-2018
Risk management committee	Not Applicable

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	
Is there any change in information of board of directors compare to previous quarter	No

Annexure 1	
II. Composition of Committees	
Disclosure of notes on composition of committees explanatory	
Is there any change in information of committees compare to previous quarter	No

Audit Committee Details					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks

Nomination and remuneration committee					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks

Stakeholders Relationship Committee					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks

Risk Management Committee					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks

Corporate Social Responsibility Committee					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure 1			
Annexure 1			
III. Meeting of Board of Directors			
Disclosure of notes on meeting of board of directors explanatory			
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)
1	14-11-2017		
2		13-02-2018	90

Annexure 1							
IV. Meeting of Committees							
Disclosure of notes on meeting of committees explanatory						Textual Information(1)	
Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee
1	Audit Committee	13-02-2018	Yes	3	14-11-2017	90	

Text Block	
Textual Information(1)	<p>Requirement of Quorum met</p> <p>3 out of 5 members of the Audit Committee were present. Mr. Rajendra Kumar Duggar (DIN-00403512) and Mr. Ashok Bhandari (DIN-00012210) could not attend the meeting due to pre-occupation.</p> <p>Further, the Secretary to the Committee - Ms. Sarika Mehra (DIN-06935192) was also present.</p>

Annexure 1			
V. Related Party Transactions			
Sr	Subject	Compliance status (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)

Text Block	
Textual Information(1)	<p>The Audit Committee at its Meeting held on 13th February, 2018, has accorded fresh omnibus approval to pursue related party transactions subject to the maximum threshold limit prescribed in the Regulations.</p> <p>Nature of Related Party Transactions during the quarter and financial year ended 31.03.2018 is as under:</p> <p>I. Remuneration Paid</p> <p>II. Rent Paid</p> <p>III. Loan Given</p> <p>IV. Loan taken</p> <p>V. Purchase / Sale of Foreign Currency</p>
Textual Information(2)	<p>The Audit Committee at its Meeting held on 13th February, 2018, has accorded fresh omnibus approval to pursue related party transactions subject to the maximum threshold limit prescribed in the Regulations.</p> <p>Nature of Related Party Transactions during the quarter and financial year ended 31.03.2018 is as under:</p> <p>I. Remuneration Paid</p> <p>II. Rent Paid</p> <p>III. Loan Given</p> <p>IV. Loan taken</p> <p>V. Purchase / Sale of Foreign Currency</p>

Annexure 1		
VI. Affirmations		
Sr	Subject	Compliance status (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 100 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 Information(1)

Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	SARIKA MEHRA
2	Designation	Compliance Officer

Text Block	
Textual Information(1)	<p>This Report on Corporate Governance shall be placed at the ensuing Board Meeting of the Company. Further, the Report on Corporate Governance of the previous Quarter was placed before the Board of Directors at their meeting held on 13.02.2018.</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>

Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		http://www.nprfinance.com/history.aspx
2	Terms and conditions of appointment of independent directors	Yes		http://www.nprfinance.com/showreport.aspx?prmRsCtg=IDR&prmCtgType=S
3	Composition of various committees of board of directors	Yes		http://www.nprfinance.com/committees.aspx
4	Code of conduct of board of directors and senior management personnel	Yes		http://www.nprfinance.com/showreport.aspx?prmRsCtg=DCC&prmCtgType=S
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		http://www.nprfinance.com/showreport.aspx?prmRsCtg=WBVM&prmCtgType=S
6	Criteria of making payments to non-executive directors	Yes		http://www.nprfinance.com/showreport.aspx?prmRsCtg=NRP&prmCtgType=S
7	Policy on dealing with related party transactions	Yes		http://www.nprfinance.com/showreport.aspx?prmRsCtg=PRPT&prmCtgType=S
8	Policy for determining 'material' subsidiaries	Yes		http://www.nprfinance.com/showreport.aspx?prmRsCtg=MSP&prmCtgType=S
9	Details of familiarization programmes imparted to independent directors	Yes		http://www.nprfinance.com/showreport.aspx?prmRsCtg=FPID&prmCtgType=S

Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		http://www.nprfinance.com/contactus.aspx
11	email address for grievance redressal and other relevant details	Yes		http://www.nprfinance.com/contactus.aspx
12	Financial results	Yes		http://www.nprfinance.com/showreport.aspx?prmRsCtg=QFR&prmCtgType=S
13	Shareholding pattern	Yes		http://www.nprfinance.com/showreport.aspx?prmRsCtg=SP&prmCtgType=S
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	New name and the old name of the listed entity	Yes		http://www.nprfinance.com/default.aspx
Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]				Textual Information(1)

Text Block	
Textual Information(1)	<p>I. Criteria for making payments to non-executive directors.</p> <p>The Criteria for making payments to non-executive directors forms part of the "Nomination and Remuneration Policy" of the Company whose website link has been provided against Serial No. 6 of Annx II- Website of this Report. The Policy has also been disclosed in the Annual Report 2016-17, of the Company.</p> <p>II. Policy for determining 'material' subsidiaries.</p> <p>The Company has a Policy for determining Material Subsidiaries and the website link of the same has been provided against Serial No. 8 of Annx II- Website of this Report. As on date, the Company does not have any subsidiaries/ material subsidiaries and therefore, the question of complying with the Corporate Governance Requirements with respect to subsidiary does not arise.</p> <p>III. New name and old name of the listed entity.</p> <p>The Company was incorporated as a Private Limited Company in the year 1989 in the name and style of NPR Finance Pvt. Ltd. Subsequently in 1989, it was converted into a deemed Public Limited Company.</p>

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25 (6)	Yes	
2	Board composition	17(1)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	Yes	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
20	Approval for material related party transactions	23(4)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4), (5) & (6)	NA	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided		Textual Information(1)	

Text Block	
Textual Information(1)	<p>I. Fees/Compensation</p> <p>The Non-Executive Directors of the Company are only paid sitting fees and no other fees/compensation is paid presently.</p> <p>II. Compliance Certificate.</p> <p>In terms of Regulation No. 17(8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Compliance Certificate for the Financial Year 2017-18 which is to be provided by the Chief Executive officer and the Chief Financial Officer, will be placed before the Board of Directors at the Board Meeting of the Company. Thus, it will be complied in the next Annual Report.</p> <p>III. Related Party Transactions</p> <p>Information on Related Party transactions will be reviewed at the ensuing meeting of the Audit Committee to be held on or before 30th May, 2018.</p> <p>The Audit Committee at its Meeting held on 11th February, 2017, had accorded omnibus approval to pursue related party transactions for the financial year 2017-18, subject to the maximum threshold limit prescribed in the Regulations. Further, the Committee at its meeting held on 13th February, 2018, further granted fresh omnibus approval to pursue related party transactions for the financial year 2018-19, subject to the maximum threshold limit prescribed in the Regulations</p> <p>IV. Affirmation with compliance to Code of Conduct from members of Board of Directors and Senior Management Personnel.</p> <p>In terms of Regulation No. 26(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the affirmation of compliance with the Code of Conduct of Board of Directors and Senior Management on an annual basis, will be placed before the Board of Directors at it's Board Meeting. Thus, it will be complied in the next Annual Report.</p> <p>V. Composition and Role of the 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.</p>

Annexure II		
1	Name of signatory	
2	Designation	

Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
	Any other information to be provided	Textual Information(1)

Text Block	
Textual Information(1)	<p>The Company has a Policy for determining Material Subsidiaries.</p> <p>As on date, the Company does not have any subsidiaries/ material subsidiaries and therefore, the question of complying with the Corporate Governance Requirements with respect to subsidiary does not arise.</p>

Annexure II		
1	Name of signatory	SARIKA MEHRA
2	Designation	Compliance Officer

Signatory Details	
Name of signatory	SARIKA MEHRA
Designation of person	Compliance Officer
Place	KOLKATA
Date	13-04-2018

