NPR Finance Ltd.

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE For the Quarter ended on 31st December, 2010

| Particulars | Clause of | Compliance | Remarks |
|--|-----------|------------|--|
| | Listing | Status | |
| | Agreement | Yes/No | |
| I. Board of Directors | 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 | |
| II.Audit Committee | 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 on or |
| | | | before 14th February,2011 |
| III.Subsidiary Companies | 49 III | N.A. | |
| IV.Disclosures | 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 to be held on or before 14th February,2011 |
| (B)Board Disclosures | 49 (IVB) | Yes | |
| (C)Procceds from public issues, rights issues,preferential | 49 (IVC) | N.A. | No money was raised by way of public |
| issues etc. | | | 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 |
| V.CEO/CFO Certification | 49 V | Yes | do |
| VI.Report on Corporate Governance | 49 VI | Yes | do |
| VII.Compliance | 49 VII | Yes | do |
| | | | |

Date: 03.01.2011 Place: Kolkata