

| General information about company | |
|--|-----------------|
| Scrip code | 530127 |
| NSE Symbol | |
| MSEI Symbol | |
| ISIN | INE446D01011 |
| Name of the entity | NPR FINANCE LTD |
| Date of start of financial year | 01-04-2022 |
| Date of end of financial year | 31-03-2023 |
| Reporting Quarter | Quarterly |
| Date of Report | 31-12-2022 |
| 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)

| Whether the listed entity has a Regular Chairperson | | | | | | Yes | | | | | | | | | | | | | | | | | |
|---|------------|----------|--------------------------------------|-------------------------|-------------------------|---------------|--|--------------------------------|------------------------------|-----------------------------|----------------|---|------------------------------------|-----------------------------|------------------------|-------------------|--------------------------------|--|---|--|--|-----------------------------|--|
| Whether Chairperson is related to MD or CEO | | | | | | No | Disqualification of Directors under section 164 of the Companies Act, 2013 | | | | | | | | | | | | | | | | |
| Name of the Director | PAN | DIN | Category 1 of directors | Category 2 of directors | Category 3 of directors | Date of Birth | Whether the director is disqualified? | Start Date of disqualification | End Date of disqualification | Details of disqualification | Current status | 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 | |
| RAJENDRA KUMAR DUGGAR | ADUPD2495H | 00403512 | Non-Executive - Independent Director | Chairperson | | 26-11-1950 | No | | | | Active | NA | | 28-01-2011 | 17-09-2019 | | 120 | 1 | 1 | 2 | 2 | | |
| ASHOK DHIRAJLAL ANAKIA | AGCPK9425B | 00738955 | Non-Executive - Independent Director | Not Applicable | | 02-08-1953 | No | | | | Active | NA | | 14-02-2019 | 17-09-2019 | | 60 | 1 | 1 | 2 | 0 | | |
| AWAN KUMAR MODI | ABRPT4635J | 00590156 | Executive Director | Not Applicable | MD | 02-06-1953 | No | | | | Active | NA | | 01-11-1994 | 15-09-2022 | | | 1 | 0 | 1 | 0 | | |
| ARIKA MEHRA | AHCPM8008P | 06935192 | Executive Director | Not Applicable | | 21-10-1974 | No | | | | Active | NA | | 28-07-2014 | 15-09-2022 | | | 1 | 0 | 1 | 0 | | |

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

| Name of the Director | PAN | DIN | Category 1 of directors | Category 2 of directors | Category 3 of directors | Date of Birth | Whether the director is disqualified? | Start Date of disqualification | End Date of disqualification | Details of disqualification | Current status | 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 |
|----------------------|------------|----------|--|-------------------------|-------------------------|---------------|---------------------------------------|--------------------------------|------------------------------|-----------------------------|----------------|---|------------------------------------|-----------------------------|------------------------|-------------------|--------------------------------|--|---|--|--|-----------------------------|-----------------------------|
| ISHI ODI | ABUPT6543N | 00590337 | Non-Executive - Non Independent Director | Not Applicable | | 01-04-1980 | No | | | | Active | NA | | 09-02-2022 | | | | 1 | 0 | 1 | 0 | | |

| Text Block | |
|------------------------|---|
| Textual Information(1) | <p>Date of Re-appointment</p> <p>Mr. Pawan Kumar Todi (DIN-00590156) has been re-appointed at the 33rd Annual General Meeting (AGM) held on 15/09/2022 as the Managing Director for a period of three (3) years with effect from 01/11/2022.</p> <p>Ms. Sarika Mehra (DIN-06935192) has been re-appointed at the 33rd Annual General Meeting (AGM) held on 15/09/2022, as the Whole-time Director for a period of three (3) years with effect from 19/09/2022. Further, her office was liable to retire by rotation at the AGM held on 15/09/2022 - where she was re-appointed.</p> <p>In terms of the provisions of the Companies Act, 2013 readwith the Rules made thereunder and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Mr. Rajendra Kumar Duggar (DIN-00403512) - Non Executive & Independent Director, was 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 & Independent Category) expired at the conclusion of the 30th AGM held on 17/09/2019, wherein, he was appointed as a Director (Non Executive & Independent) for a term of 5 years.</p> <p>Mr. Rishi Todi (DIN-00590337) was first appointed on the Board with effect from 07/09/2005. Subsequently, he resigned with effect from 03/05/2007. He was again appointed with effect from 09/02/2022 as an additional Director (Non Executive & Non Independent Category) - confirmation of his appointment was provided by the shareholders at the Extra-ordinary General Meeting dated 06/05/2022, where his appointment was regularised.</p> |

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| Annexure 1 | |
| II. Composition of Committees | |
| Disclosure of notes on composition of committees explanatory | Textual Information(1) |

| Annexure 1 Text Block | |
|------------------------------|---|
| Textual Information(1) | <p>RISK MANAGEMENT COMMITTEE.</p> <p>The Company is not required to have a Risk Management Committee. However, the Company has voluntarily in place, a Risk Management Committee which comprises of three 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> |

| 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 | 00738955 | ASHOK DHIRAJLAL KANAKIA | Non-Executive - Independent Director | Member | 14-02-2019 | | |
| 3 | 06935192 | SARIKA MEHRA | Executive Director | Member | 31-12-2021 | | |

| 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 | 00738955 | ASHOK DHIRAJLAL KANAKIA | Non-Executive - Independent Director | Chairperson | 14-02-2019 | | |
| 2 | 00403512 | RAJENDRA KUMAR DUGGAR | Non-Executive - Independent Director | Member | 30-05-2012 | | |
| 3 | 00590337 | RISHI TODI | Non-Executive - Non Independent Director | Member | 09-02-2022 | | |

| 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 | 00403512 | RAJENDRA KUMAR DUGGAR | Non-Executive - Independent Director | Chairperson | 15-09-2020 | | |
| 2 | 00590156 | PAWAN KUMAR TODI | Executive Director | Member | 31-07-2001 | | |
| 3 | 00738955 | ASHOK DHIRAJLAL KANAKIA | Non-Executive - Independent Director | Member | 31-12-2021 | | |
| 4 | 00590337 | RISHI TODI | Non-Executive - Non Independent Director | Member | 09-02-2022 | | |

| 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 | 00403512 | RAJENDRA KUMAR DUGGAR | Non-Executive - Independent Director | Chairperson | 31-12-2021 | | |
| 2 | 00590156 | PAWAN KUMAR TODI | Executive Director | Member | 28-07-2014 | | |
| 3 | 00590337 | RISHI TODI | Non-Executive - Non Independent Director | Member | 09-02-2022 | | |
| 4 | 01108114 | SHANKAR BIRJUKA | Member | Member | 28-07-2014 | | |

| Corporate Social Responsibility Committee | | | | | | | |
|---|------------|---------------------------|-------------------------|-------------------------|---------------------|-------------------|---------|
| Whether the Corporate Social Responsibility Committee has a Regular Chairperson | | | | | | | |
| 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 | 00590156 | PAWAN KUMAR TODI | FAIR PRACTICE CODE COMMITTEE | Executive Director | Chairperson | |
| 2 | 00590337 | RISHI TODI | FAIR PRACTICE CODE COMMITTEE | Non-Executive - Non Independent Director | Member | |
| 3 | 06935192 | SARIKA MEHRA | FAIR PRACTICE CODE COMMITTEE | Executive Director | Member | |
| 4 | 00590156 | PAWAN KUMAR TODI | IT STRATEGY COMMITTEE | Executive Director | Chairperson | |
| 5 | 06935192 | SARIKA MEHRA | IT STRATEGY COMMITTEE | Executive Director | Member | |
| 6 | 00590337 | RISHI TODI | IT STRATEGY COMMITTEE | Non-Executive - Non Independent Director | Member | |
| 7 | 99999999 | ASHIM KARMAKAR | IT STRATEGY COMMITTEE | Member | Member | Textual Information(1) |

| Other Committee Text Block | |
|-----------------------------------|--|
| Textual Information(1) | <p>IT Strategy Committee As per the requirement of the RBI Master Direction - Information Technology Framework for the NBFC Sector, the Company has in place an IT Strategy Committee. Mr. Ashim Karmakar is a member of the IT Strategy Committee - he is not a Director of the Company. Accordingly, he is not required to have any DIN.</p> |

| 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) | Notes for not providing Date | Whether requirement of Quorum met (Yes/No) | Total Number of Directors as on date of the meeting | Number of Directors present* (All directors including Independent Director) | No. of Independent Directors attending the meeting* |
| 1 | 13-07-2022 | | | | Yes | 5 | 5 | 2 |
| 2 | 03-08-2022 | | 20 | | Yes | 5 | 5 | 2 |
| 3 | | 14-11-2022 | 102 | | Yes | 5 | 3 | 2 |

| Annexure 1 | | | | | | | | | | | |
|--|-------------------|---|---|-------------------------|-------------------------------|--|--|--|---|--|--|
| IV. Meeting of Committees | | | | | | | | | | | |
| Disclosure of notes on meeting of committees explanatory | | | | | | | | | | | |
| 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) | Total Number of Directors in the Committee as on date of the meeting | Number of Directors Present (All Directors including Independent Director) | No. of Independent Directors attending the meeting* | No. of members attending the meeting (other than Board of Directors) | |
| 1 | Audit Committee | 13-07-2022 | | | | Yes | 3 | 3 | 2 | 0 | |
| 2 | Audit Committee | 03-08-2022 | 20 | | | Yes | 3 | 3 | 2 | 0 | |
| 3 | Audit Committee | 14-11-2022 | 102 | | | Yes | 3 | 3 | 2 | 0 | |

| 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 9th February, 2022, was accorded fresh omnibus approval to pursue related party transactions subject to the maximum threshold limit prescribed in the Regulations.</p> <p>Further, the members at the 33rd Annual General Meeting of the Company held on 15th September, 2022, accorded approval/Ratification for various Related Party Transactions.</p> <p>Information on Related Party transactions for the quarter ended 31-12-2022, will be reviewed at the ensuing meeting of the Audit Committee.</p> <p>Nature of Related Party Transactions during the period ended 31.12.2022:</p> <p>I. Remuneration Paid</p> <p>II. Rent Paid</p> <p>III. Loan Given/taken</p> <p>IV. Availing / rendering of services; etc.</p> |
| Textual Information(2) | <p>The Audit Committee at its Meeting held on 9th February, 2022, was accorded fresh omnibus approval to pursue related party transactions subject to the maximum threshold limit prescribed in the Regulations.</p> <p>Further, the members at the 33rd Annual General Meeting of the Company held on 15th September, 2022, accorded approval/Ratification for various Related Party Transactions.</p> <p>Information on Related Party transactions for the quarter ended 31-12-2022, will be reviewed at the ensuing meeting of the Audit Committee.</p> <p>Nature of Related Party Transactions during the period ended 31.12.2022:</p> <p>I. Remuneration Paid</p> <p>II. Rent Paid</p> <p>III. Loan Given/taken</p> <p>IV. Availing / rendering of services; etc.</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 1000 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 | Ms. Ritika Varma |
| 2 | Designation | Company Secretary and 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.</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 three 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> |

| Signatory Details | |
|--------------------------|--|
| Name of signatory | Ms. Ritika Varma |
| Designation of person | Company Secretary and Compliance Officer |
| Place | KOLKATA |
| Date | 13-01-2023 |

