

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	01-04-2023
Date of end of financial year	31-03-2024
Reporting Quarter	Quarterly
Date of Report	30-06-2023
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)			
has a Regular Chairperson		Yes															
is related to MD or CEO		No		Disqualification of Directors under section 164 of the Companies Act, 2013													
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 Directors in listed entities including this listed entity (Refer Regulation 17A(1) Listing Regulations)	
Independent Director	Chairperson		26-11-1950	No				Active	NA		28-01-2011	17-09-2019		120	1	1	
Independent Director	Not Applicable		02-08-1953	No				Active	NA		14-02-2019	17-09-2019		60	1	1	
Director	Not Applicable	MD	02-06-1953	No				Active	NA		01-11-1994	15-09-2022			1	0	
Director	Not Applicable		21-10-1974	No				Active	NA		28-07-2014	15-09-2022			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

1 rs	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)
- nt	Not Applicable		01- 04- 1980	No				Active	NA		09-02-2022				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>

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)	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.

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	14-02-2023				Yes	5	5	2
2		30-05-2023	104		Yes	5	5	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	14-02-2023				Yes	3	3	2	0
2	Audit Committee	30-05-2023	104			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 14th February, 2023, 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 30-06-2023, will be reviewed at the ensuing meeting of the Audit Committee.</p> <p>Nature of Related Party Transactions during the period ended 30-06-2023:</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 14th February, 2023, 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 30-06-2023, will be reviewed at the ensuing meeting of the Audit Committee.</p> <p>Nature of Related Party Transactions during the period ended 30-06-2023:</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	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	Ritika Varma
Designation of person	Company Secretary and Compliance Officer
Place	Kolkata
Date	20-07-2023

