

General information about company	
Script code	530127
NSE Symbol	
MSEI Symbol	
ISIN	INE46D01011
Name of the entity	NPR FINANCE LTD
Date of start of financial year	01-04-2024
Date of end of financial year	31-03-2025
Reporting Quarter	Quarterly
Date of Report	30-06-2024
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								
Whether Chairperson is related to MD or CEO								
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
1	Mr	RAJENDRA KUMAR DUGGAR	ADUPD2495H	00403512	Non-Executive - Independent Director	Chairperson		26-11-1950
2	Mr	ASHOK DHIRAJAL KANAKIA	AGCPK9425B	00738955	Non-Executive - Independent Director	Not Applicable		02-08-1953
3	Mr	PAWAN KUMAR TODI	ABRPT4635J	00590156	Executive Director	Not Applicable	MD	02-06-1953
4	Mrs	SARIKA MEHRA	AHCPM8008P	06935192	Executive Director	Not Applicable		21-10-1974
5	Mr	RISHI TODI	ABUPT6543N	00590337	Non-Executive - Non Independent Director	Not Applicable		01-04-1980

I. Composition of Board of Directors					
Disqualification of Directors under section 164 of the Companies Act, 2013					
Sr	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status
1	No				Active
2	No				Active
3	No				Active
4	No				Active
5	No				Active

I. Composition of Board of Directors												
Sr	Whether special resolution passed? (Refer Reg. 17(1A) of Listing Regulations)	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Term 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 (with reference to regulation 17A(1) & 17A(2))	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)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	NA		28-01-2011	17-09-2019	120	1	1	2	2			
2	NA		14-02-2019	17-09-2019	60	1	1	2	0			
3	NA		01-11-1994	15-09-2022		1	0	1	0			
4	NA		28-07-2014	15-09-2022		1	0	1	0			
5	NA		09-02-2022	26-09-2023		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 read with the Rules made thereunder and the SEBI (Listing Obligations &amp; Disclosure Requirements) Regulations, 2015, Mr. Rajendra Kumar Duggar (DIN-00403512) - Non Executive &amp; 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 Dhirajal Kanakia (DIN-00738955) as an Additional Director (Non Executive &amp; Independent Category) expired at the conclusion of the 30th AGM held on 17/09/2019, wherein, he was appointed as a Director (Non Executive &amp; 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 &amp; 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. Further, his office was liable to retire by rotation at the AGM held on 26/09/2023 - where he was re-appointed.</p>

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

Annexure I 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 DHIRAJAL 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 DHIRAJAL 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 DHIRAJAL 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							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	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)	Mr. Ashim Karmakar is not a Director of the Board. He look after the IT operations of the Company and is a member of the IT Strategy Committee in line with the RBI Regulations requirement.

Annexure I								
Annexure I								
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	08-02-2024				Yes	5	3	2
2		30-05-2024	111		Yes	5	5	2

Annexure I										
IV. Meeting of Committees										
Disclosure of notes on meeting of committees explanatory							Textual Information(1)			
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	08-02-2024				Yes	3	3	2	0
2	Audit Committee	30-05-2024	111			Yes	3	3	2	0
3	Risk Management Committee	05-03-2024				Yes	3	3	1	1
4	Risk Management Committee	30-05-2024	85			Yes	3	3	1	1
5	Other Committee	05-03-2024		FAIR PRACTICE CODE COMMITTEE		Yes	3	3	0	0
6	Other Committee	30-05-2024	85	FAIR PRACTICE CODE COMMITTEE		Yes	3	3	0	0

Annexure I										
IV. Meeting of Committees										
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)
7	Other Committee	05-03-2024		IT STRATEGY COMMITTEE		Yes	3	3	0	1
8	Stakeholders Relationship Committee	07-02-2024				Yes	4	4	2	0
9	Stakeholders Relationship Committee	11-03-2024	32			Yes	4	4	2	0
10	Stakeholders Relationship Committee	20-04-2024	39			Yes	4	4	2	0
11	Stakeholders Relationship Committee	14-06-2024	54			Yes	4	4	2	0
12	Other Committee	08-02-2024		EXCLUSIVE MEETING OF INDEPENDENT DIRECTORS		Yes	2	2	2	0

Text Block	
Textual Information(1)	<p>IT Strategy Committee comprises of three members of the Board of Directors and the IT head of the Company, who is not a member of the Board of Directors. Further, no meeting of the IT Strategy Committee was required to be held during the quarter ended 30-06-2024.</p> <p>No meeting of the Nomination and Remuneration Committee was required to be held during the quarter ended 31-03-2024 and 30-06-2024.</p> <p>In terms of the SEBI Listing Regulations and Companies Act, 2013 read with the Schedules and Rules thereto, minimum one exclusive meeting of the Independent Directors was held on 08-02-2024. Accordingly, no such meeting was required to be held during the quarter ended 30-06-2024. Risk Management Committee 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.</p>

Annexure I			
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 8th February, 2024, 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 34th Annual General Meeting of the Company held on 26th September, 2023, accorded approval/Ratification for various Related Party Transactions.</p> <p>Information on Related Party transactions for the period ended 30-06-2024, will be reviewed at the ensuing meeting of the Audit Committee.</p> <p>Nature of Related Party Transactions during the period ended 30-06-2024:</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 8th February, 2024, 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 34th Annual General Meeting of the Company held on 26th September, 2023, accorded approval/Ratification for various Related Party Transactions.</p> <p>Information on Related Party transactions for the period ended 30-06-2024, will be reviewed at the ensuing meeting of the Audit Committee.</p> <p>Information on Related Party Transactions during the period ended 30-06-2024:</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 I		
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 placed here:	Textual Information(1)

Annexure I		
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>

Details of Cyber security incidence		
Whether as per Regulation 27(2)(b) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter		No
Sr.	Date of the event	Brief details of the event

Signatory Details	
Name of signatory	RITIKA VARMA
Designation of person	Company Secretary and Compliance Officer
Place	KOLKATA
Date	19-07-2024