

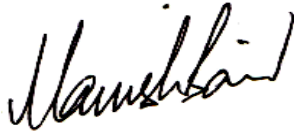
**Quarterly Compliance Report on Corporate Governance**

Name of the Company : **NCL Research & Financial Services Limited**

Quarter Ending on : 31<sup>st</sup> December 2012

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
<b>I Board of Directors</b>	49 I		
(A) Composition of Board	49(IA)	Yes	To be Complied in Annual Report
(B) Non-executive Directors' compensation & disclosures	49 (IB)	Yes	Not Applicable for the Quarter
(C) Other provisions as to Board and Committees	49 (IC)	Yes	To be Complied in Annual Report
D) Code of Conduct	(49 (ID)	Yes	To be Complied in Annual Report
<b>II. Audit Committee</b>			
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	To be Complied in Annual Report
(B) Meeting of Audit Committee	49 (IIB)	Yes	To be Complied in Annual Report
(C) Powers of Audit Committee 49 (IIC)	49 (IIC)	Yes	To be Complied in Annual Report
(D) Role of Audit Committee	49 II(D)	Yes	To be Complied in Annual Report
(E) Review of Information by Audit Committee	49 (IIE)	Yes	Not Applicable for the Quarter
<b>III. Subsidiary Companies</b>	49 (III)	Yes	Not Applicable for the Quarter
<b>V. Disclosures</b>			
(A) Basis of Related Party Transactions	49 (IV A)	Yes	To be Complied in Annual Report
(B) Disclosure of Accounting Treatment	49 (IV B)	Yes	To be Complied in Annual Report
(C) Board Disclosures	49 (IV C)	Yes	To be Complied in Annual Report
(D) Proceeds from Public Issues, Rights Issues, Preferential Issues etc.	49 (IV D)	Yes	Not Applicable for the Quarter
(E) Remuneration of Directors	49 (IV E)	Yes	Not Applicable for the Quarter
(F) Management	49 (IV F)	Yes	To be Complied in Annual Report
(G) Shareholders	49 (IV G)	Yes	To be Complied in next Annual General Meeting
<b>V. CEO/CFO Certification</b>	49 (V)	Yes	To be Complied in Annual Report
<b>VI. Report on Corporate Governance</b>	49 (VI)	Yes	To be Complied in Annual Report
<b>VII. Compliance</b>	49 (VII)	Yes	To be Complied in Annual Report

For NCL RESEARCH & SERVICES LIMITED



**MANISH BAID  
DIRECTOR**

Place : Mumbai

Date : January 9, 2013