

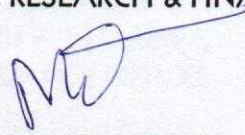
Quarterly Compliance Report on Corporate Governance

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

Quarter Ending on : **31<sup>st</sup> March 2015**

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
<b>II. Board of Directors</b>	<b>49 II</b>		
(A) Composition of Board	49 (IIA)	Yes	N.A.
(B) Independent Directors	49 (IIB)	Yes	N.A.
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	N.A.
(D) Other provisions as to Board and Committees	(49 (IID)	Yes	N.A.
(E) Code of Conduct	(49 (IIE)	Yes	N.A.
(F) Whistle Blower Policy	(49 (IIF)	Yes	N.A.
<b>III. Audit Committee</b>	<b>49 (III)</b>		
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	N. A.
(B) Meeting of Audit Committee	49 (IIIB)	Yes	N. A.
(C) Powers of Audit Committee 49 (IIC)	49 (IIIC)	Yes	N. A.
(D) Role of Audit Committee	49 (IIID)	Yes	N. A.
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	N.A.
<b>IV. Nomination &amp; Remuneration Committee</b>	<b>49 (IV)</b>	Yes	N.A.
<b>V. Subsidiary Companies</b>	<b>49 (V)</b>	N.A.	N. A.
<b>VI. Risk Management</b>	<b>49 (VI)</b>	Yes	N. A.
<b>VII. Related Parties Transactions</b>	<b>49 (VII)</b>	Yes	N. A.
<b>VIII. Disclosures</b>	<b>49 (VIII)</b>		
(A) Related Party Transactions	49 (VIIIA)	Yes	Will be Complied in next Annual Report
(B) Disclosure of Accounting Treatment	49 (VIIIB)	Yes	Will be Complied in next Annual Report
(C) Remuneration to Directors	49 (VIIIC)	Yes	Will be Complied in next Annual Report
(D) Management	49 (VIIID)	Yes	Will be Complied in next Annual Report
(E) Shareholders	49 (VIIIE)	Yes	Will be Complied in next Annual General Meeting
(F) Proceeds from Public Issues, Rights Issues, Preferential Issues etc.	49 (VIIIF)	N.A.	N. A.
<b>IX. CEO/CFO Certification</b>	<b>49 (IX)</b>	Yes	Will be Complied in next Annual Report
<b>X. Report on Corporate Governance</b>	<b>49 (X)</b>	Yes	Will be Complied in next Annual Report
<b>XI. Compliance</b>	<b>49 (XI)</b>	Yes	Will be Complied in next Annual Report

For **NCL RESEARCH & FINANCIAL SERVICES LIMITED**

  
**MADHU P. DHAREWA**  
**COMPLIANCE OFFICER**



Place : Mumbai  
 Date : April 6, 2015