

**Quarterly Compliance Report on Corporate Governance**

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

Quarter Ending on : **30<sup>th</sup> September 2013**

| 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                      | N. A.                              |
| (B) Non-executive Directors' compensation & disclosures                  | 49 (IB)                     | Yes                      | To be Complied in Annual Report    |
| (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                      | N. A.                              |
| (B) Meeting of Audit Committee   | 49 (IIB)                    | Yes                      | N. A.                              |
| (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                      | N. A.                              |
| <b>III. Subsidiary Companies</b>   | 49 (III)                    | Yes                      | N. A.                              |
| <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                      | N. A.                              |
| (E) Remuneration of Directors  | 49 (IV E)                   | Yes                      | To be Complied in Annual Report    |
| (F) Management   | 49 (IV F)                   | Yes                      | To be Complied in Annual Report    |
| (G) Shareholders   | 49 (IV G)                   | Yes                      | Complied in 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

*Vijay Poddar*

**VIJAY PODDAR  
MANAGING DIRECTOR**



Place : Mumbai

Date : October 10, 2013