

NCL RESEARCH & FINANCIAL SERVICES LTD.

BOARD OF DIRECTORS

Vijay Jaideo Poddar	Chairman & Managing Director
Goutam Bose	Independent Director
L. N. Sharma	Independent Director
Puspa Devi Saraswat	Independent Director

Corporate Identification No.

L65921UP1985PLC007001

COMPANY SECRETARY & COMPLIANCE OFFICER

Ms. Madhu P. Dharewa

AUDITORS

B. B. Shah & Co.
Chartered Accountants

BANKERS

ICICI Bank Ltd.

REGISTERED OFFICE

Office No. 115, City Hotel Complex,
Lalbagh, 24, B N Road, Lucknow-226 001 (U. P.)

CORPORATE OFFICE

Bhagyodaya Building, 3rd Floor
79, N. M. Road, Fort, Mumbai-400 023

REGISTRAR & SHARE TRANSFER AGENT

ABS Consultants Pvt. Ltd.
99, Stephen House, 6th Floor
4, B.B.D. Bag (East), Kolkata-700 001

ANNUAL GENERAL MEETING

Date : 26th September, 2015
Time : 11.00 A.M.
Venue : 115, City Hotel Complex, Lalbagh,
24, B N Road, Lucknow -226 001

30TH ANNUAL REPORT 2014 - 2015

C O N T E N T S

- ☞ Notice
- ☞ Directors' Report
- ☞ Management Discussion & Analysis
- ☞ Secretarial Audit Report (MR-3)
- ☞ Extract of Annual Return (MGT-9)
- ☞ Report on Corporate Governance
- ☞ Auditors' Certificate on Corporate Governance
- ☞ Auditors' Report
- ☞ Balance Sheet
- ☞ Statement of Profit & Loss
- ☞ Statement of Cash Flow
- ☞ Notes on Financial Statements
- ☞ Proxy / Ballot Form (MGT-11)

Members are requested to bring their copy of Annual Report at the time of Meeting

NOTICE

Notice is hereby given that the 30th Annual General Meeting of the members of **NCL RESEARCH AND FINANCIAL SERVICES LIMITED** will be held on Saturday, the 26th day of September, 2015 at 11.00 A.M. at 115, City Hotel Complex, 1st Floor, Lalbagh, 24, B N Road, Lucknow -226 001 (Uttar Pradesh) to transact the following business as :

ORDINARY BUSINESS :

1. To receive, consider and adopt the Directors' Report and Audited Statement of Accounts for the year ended 31st March 2015.
2. To consider and thought fit, to pass, with or without modification(s), the following Resolution, as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 read with The Companies (Audit and Auditor) Rules, 2014, 142 and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), and based on the recommendations of the Audit Committee, to fill up the casual vacancy caused due to the resignation of existing Auditors M/s. B. B. Shah & Co., Chartered Accountants, Mumbai, M/s. DBS & Associates Chartered Accountants, Mumbai (FRN no. 018627N), who have offered themselves for appointment as Auditors to the Company and have confirmed their eligibility in terms of the provisions of Section 141 of the Companies Act, 2013 and Rule 4 of Companies (Audit and Auditors) Rules, 2014, be and are hereby appointed as Statutory Auditors of the Company and to hold office from the conclusion of the 30th Annual General Meeting up to the conclusion of the 35th consecutive Annual General Meeting (subject to ratification by the members at every subsequent AGM) at a remuneration as may be decided by the Board of Directors of the Company.”

SPECIAL BUSINESS :

3. To consider and if thought fit to pass with or without modifications the following resolution as an ordinary resolution :

“RESOLVED THAT Pursuant to the provisions of Section 149 (read with the Rule 3 of the Companies (Appointment & Qualification of Directors) Rules 2014, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mrs. Puspa Devi Saraswat (DIN: 05165143) an Independent Director and in respect of whom the Company has received notice under Section 160 of the Companies Act, 2013, from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from 27th March 2015 up to 26th March 2020.”

4. To consider and if thought fit to pass with or without modifications the following resolution as an ordinary resolution :

“RESOLVED THAT pursuant to the provisions of Sections 2(54), 196, 197, 203 and all

other applicable provisions, if any, of the Companies Act, 2013 (the Act) the Company hereby approves appointment of Mr. Vijay Jaideo Poddar (DIN : 00339268) as Chairman & Managing Director of the Company, for a period of 3 years 1 day commencing from September 30, 2014 up to September 30, 2017 upon the terms and conditions as set out in the Explanatory Statement and the Agreement submitted to this meeting, which Agreement is hereby specifically sanctioned with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall deemed to include any Committee of Directors for the time being authorized by the Board of Directors) to alter and vary the terms and conditions of the said appointment and/or Agreement in such manner as may be agreed to between the Board and Mr. Vijay Jaideo Poddar.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to this resolution.”

5. To consider and if thought fit to pass with or without modifications the following resolution as a Special resolution :

“RESOLVED THAT pursuant to the provisions of Sections 5, 14 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), rules and regulations made there under, the enabling provisions of the memorandum and articles of association of the Company and subject to the requisite approvals, consents, permissions and/or sanctions as may be required, if any, the draft regulations contained in the Articles of Association submitted to this meeting and duly initialed be and are hereby replaced, altered, modified and revised as per the new set of Articles of Association, and the new set of Articles of Association be and is hereby approved and adopted as the Articles of Association of the Company in the place and in exclusion and substitution of the existing Articles of Association of the Company;

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby jointly or severally authorized to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

NOTES :

1. The Statement pursuant to Section 102 of the Companies Act, 2013 with respect to the Special Business set out in the Notice is annexed.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument of Proxy, in order to be effective, must be received at the Company’s Registered Office not less than forty-eight hours before the Meeting.

Pursuant to Section 105 of Companies Act, 2013, a person can act as a proxy on behalf of the members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total Share capital of those carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any person or shareholder.

3. The Register of Member and the Share Transfer Books of the Company will remain closed

from 20th September 2015 to 26th September 2015 (both days inclusive).

4. The Register of Directors and key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting.
5. A detail of Director seeking appointment / re-appointment in this Annual General Meeting is attached separately to the notice.
6. Corporate Members intending to send their authorized representatives to attend the meeting pursuant to Section 113 of Companies Act, 2013 are requested to send to the Company a certified copy of relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the meeting.
7. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days (except Saturdays, Sundays and Public Holidays) between 11.00 A.M. to 1.00 P.M. up to the date of this Annual General Meeting.
8. Shareholders/Investors are advised to send their queries/complaints through the dedicated e-mail Id ncl.research@gmail.com for quick and prompt redressal of their grievances.
9. The Shares of the Company are mandated by the Securities & Exchange Board of India (SEBI) for trading in dematerialized form by all investors.
10. The identity/signature of Members holding shares in electronic/demat form is liable for verification with the specimen signatures furnished by NSDL/CDSL. Such Members are advised to bring the relevant identity card issued by the appropriate authorities; to the Annual General Meeting.
11. Members desirous of getting any information about the accounts of the Company, are requested to send their queries so as to reach at-least ten days before the meeting at the Registered Office of the Company, so that the information required can be made readily available at the meeting. Members are requested to intimate change in their address immediately to M/s ABS Consultants Pvt. Ltd., the Company's Registrar and Share Transfer Agents, at their office at 99, Stephen House, 6th Floor, 4, B.B.D. Bag (East), Kolkata-700 001.
12. Members are requested to intimate change in their address immediately to M/s ABS Consultants Pvt. Ltd., the Company's Registrar and Share Transfer Agents, at their office at 99, Stephen House, 6th Floor, 4, B.B.D. Bag (East), Kolkata-700 001.
13. Members holding shares in physical form in the same set of names under different folios are requested to apply for consolidation of such folios along with relevant Share Certificates to M/s ABS Consultants Pvt. Ltd., Registrar and Share Transfer Agents of the Company, at their address given above.
14. The Securities and Exchange Board of India (SEBI) vide Circular ref. No. MRD/DOP/CIR-05/2007 dated April 27, 2007 made PAN mandatory for all securities market transactions and off market/private transaction involving transfer of shares in physical form of listed Companies, it shall be mandatory for the transferee (s) to furnish copy of PAN Card to the Company/RTAs for registration of such transfer of shares.

SEBI further clarified that it shall be mandatory to furnish a copy of PAN in the following cases:

- a) Deletion of name of the deceased shareholder (s), where the shares are held in the name of two / more shareholders.
 - b) Transmission of shares to the legal heir(s), where deceased shareholder was the sole holder of shares.
 - c) Transposition of shares – when there is a change in the order of names in which physical shares are held jointly in the name of two or more shareholders.
15. Members holding shares in physical form and desirous of making a nomination in respect of their shareholdings in the Company, as permitted under Section 72 of the Companies Act, 2013 read with Rule 19 of Companies (Share Capital and Debentures) Rules, 2014, may fill SH-13 and send the same to the office of RTA of the Company. In case of shares held in dematerialized form, the nomination/change in nomination should be lodged with their DPs.
 16. The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request you to update your email address with your Depository Participants to enable us to send you're the quarterly reports and other communication via email.
 17. The Members who have not registered their email address, physical copies of Annual Report 2015 are being sent by the permitted mode.
 18. The Notice for the 30th AGM and instructions for e-voting, along with Attendance Slip and Proxy Form, is being sent by electronic mode to all members whose email addresses are registered with the Company / Depository Participant(s) unless a member has requested for a hard copy of the same. Members are requested to bring copies of Annual Report to the Annual General Meeting. For members who have not registered their email address, physical copies of aforesaid documents are being sent by the permitted mode.
 19. Members can opt for one mode of voting i.e. either by physical ballot or through e-voting. If Members opt for e-voting then do not vote by Physical Ballot or vice-a-versa. However, in case Members cast their vote both by Physical Ballot and e-voting, then voting done through e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.
 20. In terms of the provisions of Section 107 of the Companies Act, 2013, since the resolutions as set out in this Notice are being conducted through e-voting or physical Ballot, the said resolutions will not be decided on a show of hands at the AGM. The voting right of all shareholders shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date i.e. 19th September, 2015.
 21. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company is pleased to provide to the members facility of “remote e-voting” (e-voting from place other than venue of the AGM) to exercise their votes at the 30th AGM by electronic means and the business may be transacted through e-voting as per details below:-
 - a) Date and time of commencement of voting through electronic means: **Wednesday, September 23, 2015 at 9.30 a. m.**
 - b) Date and time of end of voting through electronic means beyond which voting will not

be allowed : **Friday, September 25, 2015 at 5.00 p. m.**

- c) During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **September 19, 2015**, may cast their vote electronically irrespective of mode of receipt of notice by the shareholder. **The e-voting module shall be disabled by CDSL for voting thereafter.**
- d) Details of Website: www.evotingindia.com
- e) Details of Scrutinizer: CS Pratik Pujara, Practicing Company Secretary (Membership No. 34442), 04, Pail Bhavan, Opp Avni NX, Behind Kishor Watch, Manickpur, Vasai (W), Dist - Thane-401 202. E-mail: cspratikpujara@gmail.com
- f) **Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change/ modify the vote subsequently.**

22. The instructions for Members for e-voting are as under:

Applicable in all cases whether NOTICE is received by e-mail or in physical form:

- i Log on to the e-voting website www.evotingindia.com during the voting period
- ii Click on "Shareholders" tab
- iii Now, select the Voting Sequence No. as mentioned in the Attendance Slip along with NCL RESEARCH & FINANCIAL SERVICES LIMITED from the drop down menu and click on "SUBMIT"
- iv Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v Next enter the Image Verification as displayed and Click on Login.
- vi If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vii If you are a first time user, please use the e-Voting particular provided in the Attendance Slip and fill up the same in the appropriate boxes.
- viii After entering these details appropriately, click on "SUBMIT" tab.
- ix Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care

to keep your password confidential.

- x For Members holding shares in physical form, the details can be used in **Attendance Slip** only for e-voting on the resolutions contained in this Notice.
- xi Click on the EVSN for NCL RESEARCH & FINANCIAL SERVICES LIMITED on which you choose to vote.
- xii On the voting page, you will see “**Resolution Description**” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiv After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xv Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvi You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xvii If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xviii For Non – Individual Shareholders and Custodians :

- Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to www.evotingindia.com and register themselves as Corporate.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

Once the vote on a resolution is cast by the shareholder by electronic means, the shareholder

shall not be allowed to change it subsequently or cast his vote by any other means.

23. In terms of Clause 35B of the Listing Agreement, in order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, a Proxy cum Ballot Form is attached. Members desiring to exercise vote by Ballot are requested to carefully read the instructions printed in the form, to complete the Ballot Form with assent (for) or dissent (against) and send it to Mr. Pratik Pujara, Scrutinizer, C/o ABS Consultants Private Limited, Unit: NCL Research & Financial Services Limited, 99, Stephen House, 6th Floor, 4, B.B.D. Bag (East), Kolkata-700 001, Tel. No: +91 33-2220 1043, Fax No : +91 33- 2243 0153, E-mail : absconsultant@vsnl.net so as to reach him on or before September 22, 2015 by 5.00 P.M. Any Ballot Form received after the said date shall be treated as if the reply from the Members has not been received.
24. In light of the recent judgment of the Bombay High Court, until clarity is available members who have not voted electronically or through ballot, will be permitted to deposit the filled in Ballot Forms, physically at the AGM to enable them to exercise their vote.
25.
 - (i) Members who have registered their e-mail addresses with the depositories or with the Company's RTA are being sent Notice of ballot by e-mail and members who have not registered their e-mail addresses will receive Ballot Form along with the Notice through Courier/ Post.
 - (ii) Members can request for a Ballot Form at ABS Consultants Private Limited, Unit: NCL Research & Financial Services Limited, 99, Stephen House, 6th Floor, 4, B.B.D. Bag (East), Kolkata-700 001 or they may also address their request through e-mail to: absconsultant@vsnl.net. Contact no +91 33-2220 1043.
 - (iii) In case of voting by physical ballot, the non-individual members (i. e. other than individuals, HUF, NRI, etc.) are required to send a copy of the relevant Board Resolution/ Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer along with the Ballot Form so as to reach the Scrutinizer on or before 5.00 p.m. on Tuesday, September 22, 2015.
 - (iv) The Scrutinizer will scrutinize the voting process (both e-voting and voting by physical ballot) in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company. The results shall be declared on or after the AGM of the Company. The results declared along with the Scrutinizer's Report shall be available on the Company's website within two (2) days of passing of the resolution at the AGM of the Company and communicated to the stock exchange.
26. The shareholders can also access the Annual Report 2014-15 of the Company circulated to the Members of the Company and other information about the Company on Company's website, i.e., www.nclfin.com or on Stock Exchange websites, which is www.bseindia.com.
27. Additional Information pursuant to Clause 49 of Listing Agreement with Stock Exchanges in respect of the Directors seeking appointments at the AGM, are furnished and forms a part of Notice. The Directors have furnished the requisite consents / declarations for their

appointment.

28. Members/Proxies should bring the attendance slip duly filed in and signed for attending the meeting.
29. Members are requested to quote Folio Number/Client ID & DP ID in their correspondence.
30. The Equity shares of the Company are listed on BSE Limited and Listing Fees for the financial year 2015-2016 have been paid to BSE Limited.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013

ITEM NO. 3

The Board has appointed Mrs. Puspa Devi Saraswat (DIN: 05165143) as Independent Director of the Company pursuant to Clause 49 of the Listing Agreement.

Pursuant to Section 161 of the Companies Act, 2013, Mrs. Puspa Devi Saraswat will hold the office up to the date of ensuring AGM. The Company has received Notice in writing under the provisions of Section 160 of the Companies Act, 2013 from the Member along with a necessary deposit proposing the candidature of Mrs. Puspa Devi Saraswat for the office of the Director.

Accordingly, it is proposed to appoint Mrs. Puspa Devi Saraswat as Independent Director of the Company in accordance with Section 149 of the Companies Act, 2013, not liable to retire by rotation and to hold office as under:

NAME	TENURE	TERM	REMUNERATION
Mrs. Puspa Devi Saraswat	5 Years	Up to 26 th March 2020	Maximum of ₹ 3000/- per meeting

These Appointments may be terminated by either party by giving one month notice in writing of such termination or as may be mutually agreed between the parties.

The Company has received from Mrs. Puspa Devi Saraswat –

- Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and;
- Intimation in Form DIR-8 in terms of Companies Appointment & Qualification of Directors) Rules, 2014, to effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

The Company has also received notices from members along with the deposit of requisite amount under Section 160 of the Act proposing the candidatures of each of the above Director for the office of Directors of the Company.

In the opinion of the Board, Mrs. Puspa Devi Saraswat fulfills the conditions for their appointment as Independent Directors as specified in the Companies Act, 2013 and the Listing Agreement and is independent of the management.

Mrs. Puspa Devi Saraswat are interested in the resolutions set out respectively at Item No. 3 of the Notice with regard to their respective appointments as well as appointments of each other.

The relatives of Mrs. Puspa Devi Saraswat may be deemed to be interested in the resolutions set out respectively at Item No. 3 of the Notice, to the extent of their shareholding interest, if any, in

the Company.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board recommends the resolutions set forth in the Item No. 3 of the Notice for approval of the members.

ITEM NO. 4

Appointment of Vijay Jaideo Poddar (DIN : 00339268) as Chairman & Managing Director

The Board at its meeting held on 30th September 2014, appointed Mr. Vijay Jaideo Poddar as Managing Director of the Company with effect from 30th September 2014.

Mr. Vijay Jaideo Poddar is a Graduate in Commerce. He is contributing to the success of the Company by his vision, experience and wide contacts. Your Board feels that his expertise in the field of Project Management, Marketing, Financial Management, Implementing Policies and Cost Control will certainly contribute to the success of the Company in coming years.

In regard to remuneration and perquisites, to be determined and paid, will be decided by the Nomination & Remuneration Committee and will be within the limits prescribed in the Act.

Mr. Vijay Jaideo Poddar is interested in the resolutions set out respectively at Item No. 4 of the Notice with regard to his respective appointment.

The relatives of Mr. Vijay Jaideo Poddar may be deemed to be interested in the resolutions set out respectively at Item No. 4 of the Notice, to the extent of his shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board recommends the resolutions set forth in the Item No. 4 of the Notice for approval of the members.

ITEM NO. 5

Adoption of new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013

The existing Articles of Association ("Articles") of the Company are based on the Companies Act, 1956 and several regulations in the existing Articles contain reference to the Sections of the Companies Act, 1956. Some regulations in the existing Articles are no longer in conformity with the provisions of the Companies Act, 2013 ("Act").

With the enactment of the Companies Act, 2013, several regulations of the existing Articles of the Company require alteration and/or deletion. Given this position, it is considered expedient to wholly replace the existing Articles by a new set of Articles.

The draft Articles shall be open for inspection by the Members at the Registered Office of the Company on all working days (except Saturdays, Sundays and Public Holidays) between 11.00 a.m. to 1.00 p.m. up to the September 25, 2015, the last date of casting votes.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned

NCL RESEARCH & FINANCIAL SERVICES LTD.

or interested, financial or otherwise, in the said Resolution.

The Board of Directors recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the Members.

Details of Director seeking re-appointment in the 30th Annual General Meeting on 14th Sept., 2015

Name of Director	Mrs. Puspa Devi Saraswat	Vijay Jaideo Poddar
Directors' Identification No. (DIN)	05165143	00339268
Date of Birth	4 th November 1955	21 st March 1972
Date of Appointment on Board	27 th March 2015	30 th January 2008
Qualification	HSC	B. Com, Graduate
Experience	Nil	Expertise in the field of Project Management, Marketing, Financial Management, Implementing Policies and Cost Control
Terms & Conditions of Appointment / Re-appointment	5 Years commencing from 27 th March 2015	3 Years commencing form 30 th September, 2014
Remuneration details	Maximum of ₹ 5000/- per meeting	Not more than ₹ 25,000/- per month plus reimbursement of out of pocket expenses.
Shareholding in Company	Nil	40,62,500 Shares or 2.79% of Paid-up Capital
Relationship with the Company	Not Any	Part of Promoter Group
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	Not Any	Not Any
Memberships / Chairmanships of Audit and Stakeholders' relationship Committees across Public Companies	Not Any	Not Any

Lucknow, August 24, 2015

By order of the Board
For NCL RESEARCH & FINANCIAL SERVICES LTD.

Registered Office :

Office No. 115,
City Hotel Complex,
Lalbagh, 24, B N Road
Lucknow-226 001 (U. P)

Vijay Jaideo Poddar
(DIN : 00339268)
Managing Director

Directors' Report

To The Members,

Your Directors have pleasure in presenting the 30th Annual Report of your Company together with the Audited Statements of Accounts for the year ended March 31, 2015.

(₹ in Lac)

FINANCIAL HIGHLIGHTS	Year Ended 31.03.2015	Year Ended 31.03.2014
Income	321.84	3277.82
Profit before Tax & extraordinary item	80.29	136.69
Less : Provision for Taxation	25.40	43.95
Profit after Tax	54.89	92.74
Less : Transfer to Statutory Reserves	10.98	18.55
Less : Transfer to Contingent Provision against Standard Assets	1.82	11.82
Less : Extra-Ordinary Items	0.71	-
Add: Profit brought forward from Previous Year	100.21	71.87
Total Profit available for Appropriation	141.59	134.24
Less : Provision for Dividend @ 0.50 Paise	-	29.09
Less : Tax on Dividend	-	4.94
Balance carried forward	141.59	100.21

OVERVIEW OF ECONOMY

Indian economy is expected to grow marginally higher at 7.5 per cent during the year compared with 7.2 per cent in 2014 and interest rate cuts will buttress private sector spending, said a group company of global rating agency Moody's.

Earlier this week, International Monetary Fund projected that India will overtake China as the fastest growing emerging economy in 2015-16 by clocking a growth rate of 7.5 per cent, helped by its recent policy initiatives, pick-up in investments and lower oil prices. World Bank too has similar GDP growth forecast for India for the current fiscal year.

Moody's Analytics said, India's economy is on a cyclical upswing and forward-looking indicators suggest domestic demand is gathering momentum.

On the disinvestment front, it said the government has begun selling public sets as it plans to raise Rs 70,000 crore in fiscal 2015-2016.

Moody's Analytics is of the view that "India's state-owned companies are notoriously inefficient, with significant bureaucracy and endemic corruption. Asset sales can make companies more productive and should ease the supply bottlenecks choking the economy."

Funds raised from disinvestments will be spent on developing India's ailing infrastructure.

OVERALL PERFORMANCE & OUTLOOK

The reduction in the lending rates by the RBI during the year under review has been encouraging factor for the borrowers to depend on the banking sector, due to which there has been a substantial reduction in the overall lending volume of the Company. Lending being the main business of the Company.

Gross revenue from operations during the year decreased substantially and stood at ₹ 321.84 Lac in comparison to last years' figure of ₹ 3277.82 Lac. The Net Profit after Tax for the year was ₹ 54.89 Lac in comparison to last years' Net Profit of ₹ 92.74 Lac, resulting a decline of almost 41% in comparison to previous years' performance.

The Company is one of the RBI registered NBFC and is in to the Business of Investment in Shares & Securities and Financing activities.

Your Company is positive considering the economic scenario of the Country with regard to the performances in the years to come.

DIVIDEND

In view of decline in profit and in order to meet financial requirements to implement its future plans, your Directors do not propose any dividend for the year under review.

SHARE CAPITAL

The paid up Equity Share Capital as on March 31, 2015 was ₹ 29.085 Crore. During the year under review, the Company has not issued shares with differential voting rights nor granted stock options nor sweat equity. As on March 31, 2015, Except Mr. Vijay Jaideo Poddar, Chairman & Managing Director of the Company, none of the Directors and/or Key Managerial Person of the Company holds shares or convertible instruments of the Company. Mr. Vijay Jaideo Poddar is holding 40.625 Lac Equity Shares or 2.79% of Paid-up Capital in his own name whereas no relatives are holding any Shares in their name.

FINANCE AND ACCOUNTS

Your Company prepares its financial statements in compliance with the requirements the Companies Act, 2013 and the Generally Accepted Accounting Principles (GAAP) in India. The financial statements have been prepared on historical cost basis. The estimates and judgments relating to the financial statements are made on a prudent basis, so as to reflect in a true and fair manner, the form and substance of transactions and reasonably present the Company's state of affairs, profits/(loss) and cash flows for the year ended 31st March 2015.

The Company continues to focus on judicious management of its working capital. Receivables, inventories and other working capital parameters were kept under strict check through continuous monitoring.

Please refer point no. "18.2 of Notes to Accounts" for audit qualification in the standalone financial statements by the statutory auditors for the year under review.

MANAGEMENT'S PERCEPTION OF AUDITORS REMARK

Information and explanations on items contained in the Auditors Report which might be considered to be "Reservations, Qualifications or adverse Remarks" is given below:

With regard to inadequacy of supporting for some of the expenditure of revenue nature, the Board of Directors of the Company is on opinion that the same is wholly and exclusively attributable to the business of the Company.

PARTICULARS OF LOANS, GUARANTEES & INVESTMENTS

Details of Loans, Guarantees and Investments, if any, covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

SUBSIDIARY COMPANY

The Company does not have any material subsidiary whose net worth exceeds 20% of the consolidated net worth of the holding company in the immediately preceding accounting year or has generated 20% of the consolidated income of the Company during the previous financial year. Accordingly, a policy on material subsidiaries has not been formulated.

RELATED PARTY TRANSACTIONS

All transactions entered into with Related Parties as defined under the Companies Act, 2013

and Clause 49 of the Listing Agreement during the financial year were in the ordinary course of business and on an arm's length pricing basis and do not attract the provisions of Section 188 of the Companies Act, 2013. There were no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company. Suitable disclosure as required by the Accounting Standards (AS18) has been made in the notes to the Financial Statements. The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website.

MANAGEMENT DISCUSSION & ANALYSIS

As required by Clause 49 of Listing Agreement, the Management Discussion and Analysis is annexed and forms part of the Directors' Report.

MANAGEMENT

There is no Change in Management of the Company during the year under review.

DIRECTORS

During the Year, your Board has appointed Mr. Mahavir Prasad Saraswat and Mrs. Puspa Devi Saraswat as Additional, Independent Directors of the Company to fulfill the requirement of Companies Act, 2013 as well as Clause 49 of Listing Agreement.

Further, w.e.f. 28th May 2015, Mr. Mahavir Prasad Saraswat has resigned from the Board due to his personal reasons. Your Directors wish to place on record their appreciation for the guidance and inputs provided by Mr. Mahavir Prasad Saraswat during their tenure as Director of your Company.

Further, none of the Directors of the Company are disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

INDEPENDENT DIRECTORS

As per provisions of Section 149 of the 2013 Act, independent directors shall hold office for a term up to five consecutive years on the board of a company, but shall be eligible for re-appointment for another term up to five years on passing of a special resolution by the company and disclosure of such appointment in Board's Report. Further Section 152 of the Act provides that the independent directors shall not be liable to retire by rotation in the Annual General Meeting ('AGM') of the Company.

As per Revised Clause 49 of the Listing Agreement (applicable from October 1, 2014), any person who has already served as independent director for five years or more in a company as on October 1, 2014 shall be eligible for appointment, on completion of the present term, for one more term of up to 5 (five) years only.

DETAILS OF DIRECTORS / KMP APPOINTED AND RESIGNED DURING THE YEAR

Sl. No.	Name	Designation	Date of Appointment	Date of Resignation
1.	Mr. Mahavir Prasad Saraswat	Independent Director	20 th Dec 2014	-
2.	Mrs. Puspa Devi Saraswat	Independent Director	27 th March 2015	-
3.	Ms. Priyadarshini Uttam Gote	CFO	30 th Sept 2014	-

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS, TRIBUNALS OR COURTS

BSE has issue a Notice on 1st January 2015 suspending the trading in the Scrip w.e.f. 7th January 2015 for the reason of surveillance measures. BSE has not clarified till the time, about the period

of suspension and any other reasons behind the action taken by BSE. Apart from this, there are no other significant and material orders passed by the Regulators/Courts that would impact the going concern status of the Company and its future operations.

MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION BETWEEN THE END OF THE FINANCIAL YEAR AND DATE OF REPORT

There have been no material changes and commitments affecting the financial position of the Company between the end of Financial Year and date of the report.

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to the provisions of section 134(5) of the Companies Act 2013, the Directors confirm that:

1. In the preparation of the annual accounts, for the year ended 31st March 2015, all the applicable accounting standards prescribed by the Institute of Chartered Accountants of India have been followed;
2. The Directors had adopted such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
3. The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
4. The Directors had prepared the annual accounts on a going concern basis.
5. Proper internal financial controls were in place and that the financial controls were adequate and were operating effectively; and
6. Systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

INFORMATION TECHNOLOGY

Your Company believes that in addition to progressive thought, it is imperative to invest in information and technology to ascertain future exposure and prepare for challenges. In its endeavor to obtain and deliver the best, your Company has entered into alliances/tie-ups with an IT solution Company to harness and tap the latest and the best of technology in the world and deploy/absorb technology wherever feasible, relevant and appropriate.

BUSINESS RISK MANAGEMENT

Pursuant to the requirement of Clause 49 of the Listing Agreement, the Company has constituted a Business Risk Management Committee. The details of Committee and its terms of reference are set out in the Corporate Governance Report forming part of the Board's Report.

The Company has a robust Business Risk Management (BRM) framework to identify, evaluate business risks and opportunities. This framework seeks to create transparency, minimize adverse impact on the business objectives and enhance the Company's competitive advantage. The business risk framework defines the risk management approach across the enterprise at various levels including documentation and reporting. The framework has different risk models which help in identifying risks trend, exposure and potential impact analysis at a Company level as also separately for business segments viz. Finance and Capital Market activities.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit (IA) function is defined in the Internal Audit Charter. To maintain its objectivity and independence, the Internal Audit function

reports to the Chairman of the Audit Committee of the Board.

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

As required under Rule 7 of The Companies (Meetings of Board and its Powers) Rules 2014, the Company has a vigil mechanism named Fraud Risk Management Policy (FRM) to deal with instance of fraud and mismanagement, if any. The detail of the FRM Policy is explained in the Corporate Governance Report.

RESEARCH & DEVELOPMENT

The Company believes that technological obsolescence is a reality. Only progressive research and development will help us to measure up to future challenges and opportunities. We invest in and encourage continuous innovation. During the year under review, expenditure on research and development is not significant in relation to the nature size of operations of your Company.

POLICY ON SEXUAL HARASSMENT

The Company has adopted policy on Prevention of Sexual Harassment of women at Workplace in accordance with The Sexual Harassment of women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

During the year under review, the Company has not received any complaints pertaining to Sexual Harassment.

AUDITORS

Statutory Auditors

Existing Auditors M/s B. B. Shah & Co., Chartered Accountants, Mumbai who have resigned as Statutory Auditors of the Company vide their letter dated 17th August 2015.

In place of existing Auditors, the Audit Committee recommended M/s DBS & Associates (FRN 018627N), Chartered Accountants, Mumbai for appointment to audit the accounts of the Company from the conclusion of the 30th Annual General Meeting up to the conclusion of the 35th consecutive Annual General Meeting (subject to ratification by the members at every subsequent AGM). As required under the provisions of Section 139 & 142 of the Companies Act, 2013 the Company has obtained written confirmation under Rule 4 of the Companies (Audit and Auditors) Rules, 2014 from M/s. DBS & Associates; that they are eligible for appointment as auditors, and are not disqualified for appointment under the Companies Act, 2013, the Chartered Accountants Act, 1949, or the rules and regulations made there-under.

The proposed appointment is as per the term and within the limits laid down by or under the authority of the Companies Act, 2013 and that there are no proceedings pending against them or any of their partners with respect to professional conduct.

Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Ms. Neha Poddar, Company Secretaries in Practice (CP No.: 12190) to undertake the

Secretarial Audit of the Company. The Report of the Secretarial Audit Report is annexed elsewhere in this Annual Report.

EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT 9 is annexed elsewhere in this Annual Report.

PARTICULARS OF EMPLOYEES

The information required pursuant to Section 197 read with Rule, 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request. In terms of Section 136 of the Act, the Report and Accounts are being sent to the Members and others entitled thereto, excluding the information on employees' particulars which is available for inspection by the Members at the Registered Office of the Company during business hours on working days of the Company up to the date of the ensuing Annual General Meeting. If any Member is interested in obtaining a copy thereof, such Member may write to the Company Secretary in this regard.

PARTICULARS UNDER SECTION 134 (3) (m) OF THE COMPANIES ACT, 2013

Since the Company is into the Business of Financing (NBFC Activities) and into the trading and investment activities in Shares and Securities; the information regarding conservation of energy, Technology Absorption, Adoption and innovation, under section 134(3)(m) of the Companies Act, 2013 read with Rule, 8 of The Companies (Accounts) Rules, 2014, is reported to be NIL.

FOREIGN EXCHANGE EARNINGS AND OUTGO

The Company has not earned or used foreign exchange earnings/outgoings during the year under review.

PUBLIC DEPOSITS

During the year under review, your Company has not accepted any deposit from the public falling within the ambit of Section 73 of the Companies Act, 2013 and The Companies (Acceptance of Deposits) Rules, 2014.

REPORT ON CORPORATE GOVERNANCE

The Company conforms to the norms of Corporate Governance as envisaged in the Companies Act, 2013 and the Listing Agreement with the Stock Exchanges. Pursuant to Clause 49 of the Listing Agreement, a Report on the Corporate Governance and the Auditors Certificate on Corporate Governance are annexed to this report.

APPRECIATION

Your Directors wish to place on record their appreciation towards the contribution of all the employees of the Company and their gratitude to the Company's valued customers, bankers, vendors and members for their continued support and confidence in the Company.

Lucknow, May 28, 2015

By order of the Board
For NCL RESEARCH & FINANCIAL SERVICES LTD.

Registered Office :

Office No. 115,
City Hotel Complex,
Lalbagh, 24, B N Road
Lucknow-226 001 (U. P.)

Vijay Jaideo Poddar
(DIN : 00339268)
Managing Director

Management Discussions & Analysis

MACRO ECONOMIC ENVIRONMENT

Macro-economic vulnerabilities have significantly reduced on the back of policy initiatives taken by the government, Finance Minister Arun Jaitley and heads of financial sector regulators observed today.

Financial Stability and Development Council (FSDC) comprising regulatory bodies like the Reserve Bank and SEBI took stock of the prevailing domestic and global economic situation here at a meeting headed by Jaitley.

It was observed that “macro-economic vulnerabilities have been reduced significantly in recent months on the back of various policy initiative taken by the government, improvement in growth, declining inflation, recovery in external sector and political stability,” said the Finance Ministry in a statement.

FSDC was also apprised of the progress made by the task force set up for creating of Resolution Corporation, Public Debt Management Agency, Financial Data Management Centre and Financial Sector Appellate Tribunal.

During the meeting, Jaitley also launched a MIS portal for monitoring progress of regulators on implementation of the non-legislative recommendations of Financial Sector Legislative Reforms Commission (FSLRC).

FSDC held a comprehensive review of action taken by members during the previous meetings. Today's was the 12th meeting. The last FSDC meeting was held in June last year.

RBI Governor Raghuram Rajan, SEBI Chairman U K Sinha, insurance regulator IRDA Chairman T S Vijayan, pension regulator PFRDA Chairman Hemant Contractor were among those present at the meeting.

REVIEW OF OPERATIONS

Gross income from operations during the year decreased substantially and stood at ₹ 321.84 Lac in comparison to last years' figure of ₹ 3277.82 Lac. The Net Profit after Tax for the year was ₹ 54.89 Lac in comparison to last years' Net Profit of ₹ 92.74 Lac, resulting a decline of almost 41% in comparison to previous years' performance.

BUSINESS SEGMENT

Our Company is one of the RBI registered NBFC. During the year, the Company was into the business of Investment in Capital and Money Market and was doing a business of investment in shares & securities as well as financing activities in accordance with the Accounting Standard 17 notified by Companies (Accounting Standards) Rules 2006.

OPPORTUNITIES

Non-Banking Financial Companies (NBFC) have rapidly emerged as an important segment of the Indian financial system. Moreover, NBFCs assume significance in the small business segment as they primarily cater to the credit requirements of the un-organised sector such as wholesale & retail traders, small-scale industries and small borrowers at the local level. NBFC is a heterogeneous group of financial institutions, performing a wide range of activities like hire-purchase finance, vehicle financing, equipment lease finance, personal loans, working capital loans, consumer loans,

housing loans, loans against shares and investment, etc. NBFCs are broadly divided into three categories namely (i) NBFCs accepting deposits from public (NBFC-D); (ii) NBFCs not accepting/holding public deposits (NBFC-ND); and (iii) core investment companies (i.e. those acquiring share/securities of their group/holding/subsidiary companies to the extent of not less than 90% of total assets and which do not accept public deposits.)

The segment has witnessed considerable growth in the last few years and is now being recognised as complementary to the banking sector due to implementation of innovative marketing strategies, introduction of tailor-made products, customer-oriented services, attractive rates of return on deposits and simplified procedures, etc.

THREATS & CONCERNS

Banking & Capital Markets CEOs are more upbeat about the prospects for the global economy than any other sector (56% believing it will improve over the next 12 months). Their confidence is evident in the fact that more than half are planning to increase headcounts over the next 12 months, most by at least 5%.

However, Banking & Capital Markets CEOs see over-regulation as the biggest policy threat to growth. They would prefer regulations that are clear and designed for the long-term.

On other front, more than 70% of Banking & Capital Markets CEOs see cyber insecurity as a threat to growth, more than any other sector.

Success in this market demands leaders who can manage through uncertainty and complexity as they seek to deal with regulatory change while preparing for the future. This in turn demands a clear sense of who their key customers and markets are going to be in five years' time and what investments and changes will be needed to respond. It also requires a forward looking view on how regulation will interact with the other transformational trends in areas such as cost, returns and the ability to meet customer expectations.

HUMAN RESOURCE DEVELOPMENT

The Company recognizes that its success is deeply embedded in the success of its human capital. During 2014-2015, the Company continued to strengthen its HR processes in line with its objective of creating an inspired workforce. The employee engagement initiatives included placing greater emphasis on learning and development, launching leadership development programme, introducing internal communication, providing opportunities to staff to seek inspirational roles through internal job postings, streamlining the Performance Management System, making the compensation structure more competitive and streamlining the performance-link rewards and incentives.

CORPORATE SUSTAINABILITY AND SOCIAL RESPONSIBILITY

The Company constantly strives to meet and exceed expectations in terms of the quality of its business and services. The Company commits itself to ethical and sustainable operation and development of all business activities according to responsible care and its own code of conduct. Corporate Social Responsibility is an integral part of the Company's philosophy and participates in activities in the area of education and health.

CAUTIONARY STATEMENT

Certain statements under "Management Discussion & Analysis" describing the Company's

objectives, projections, estimates, expectations or predictions may be forward looking statement within the meaning of applicable securities laws and regulations. Although the expectations are based on reasonable assumptions, the actual results could materially differ from those expressed or implied, since the Company's operations are influenced by many external and internal factors beyond the control of the Company. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events.

COMPLIANCE

The Compliance function of the Company is responsible for independently ensuring that operating and business units comply with regulatory and internal guidelines. The Compliance Department of the Company is continued to play a pivotal role in ensuring implementation of compliance functions in accordance with the directives issued by regulators, the Company's Board of Directors and the Company's Compliance Policy. The Audit Committee of the Board reviews the performance of the Compliance Department and the status of compliance with regulatory/internal guidelines on a periodic basis.

New Instructions/Guidelines issued by the regulatory authorities were disseminated across the Company to ensure that the business and functional units operate within the boundaries set by regulators and that compliance risks are suitably monitored and mitigated in course of their activities and processes. New products and process launched during the year were subjected to scrutiny from the Compliance Standpoint and proposals of financial services were screened from risk control prospective.

The Company has complied with all requirements of regulatory authorities. No penalties/strictures were imposed on the Company by stock exchanges or SEBI or any statutory authority on any matter related to capital market during the last three years.

Lucknow, May 28, 2015

By order of the Board
For NCL RESEARCH & FINANCIAL SERVICES LTD.

Registered Office :

Office No. 115,
City Hotel Complex,
Lalbagh, 24, B N Road
Lucknow-226 001 (U. P.)

Vijay Jaideo Poddar
(DIN : 00339268)
Managing Director

**SECRETARIAL AUDIT REPORT
FORM NO. MR-3**

FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH 2015

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

The Members,
NCL Research & Financial Services Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by NCL Research & Financial Services Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided to us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of NCL Research & Financial Services Limited's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended March 31, 2015, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2015 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made there under;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
3. The Depositories Act, 1996 and the Regulations and bye-laws framed there under;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2013;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client;
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

We have also examined compliance with the applicable clauses of the following:

- a) Secretarial Standards issued by The Institute of Company Secretaries of India.
- b) The Listing Agreements entered into by the Company with BSE.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that –

BSE has suspended the trading in Equity Shares of the Company vide their Notice dated 1st January 2015 suspending the trading in the Scrip w.e.f. 7th January 2015 for the reason of surveillance measures. BSE has not mentioned any period of suspension in said Notice. We are unable to ascertain the reason and impact of said notice into the business of the Company.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, there were no instances of:

- a) Public / Rights / Preferential issue of shares / debentures / sweat equity.
- b) Redemption / buy-back of securities.
- c) Major decisions taken by the Members in pursuance to Section 180 of the Companies Act, 2013.
- d) Merger / amalgamation / reconstruction etc.
- e) Foreign technical collaborations.

Place : Kolkata

Date : May 28, 2015

Ms. Neha Poddar
Company Secretaries
C. P. No. 12190

EXTRACT OF ANNUAL RETURN

As on the financial year ended 31.03.2015
 [Pursuant to Section 92(3) of the Companies Act, 2013, and Rule 12(1) of the
 Companies (Management and Administration) Rules, 2014]

FORM NO. MGT - 9

I. Registration & Other Details	
CIN	L65921UP1985PLC007001
Registration Date	04/02/1985
Name of the Company	NCL Research & Financial Services Limited
Category / Sub-Category of the Company	Category : Company having Share Capital Sub-Category : Indian Non-Government Company
Address of the Registered Office and contact details	1 st Floor, Office No. 115, City Hotel Complex, Lalbagh, 24, B N Road, Lucknow-226 001 (U. P.) Tel : +91 522 3079482
Whether listed company	Listed Company
Name, address and contact details of Registrar and Transfer Agent, if any	ABS Consultants Pvt. Ltd. 99, Stephen House, 6th Floor, 4, B.B.D. Bag (East), Kolkata-700 001 Tel : +91 33-2220 1043

II. Principal Business Activities of the Company		
All the Business Activities contributing 10% or more of the total turnover of the Company shall be stated:		
Name and Description of main Businesses	NIC Code of Business	% of Total Turnover of the Company
NBFC Activities (Financing) & Trading / Investment in Shares & Securities	66110	100.00%

III. Details of Subsidiary / Associate / Holding Companies				
Name & Address of Company	CIN / GLN	Holding / Subsidiary / Associate	% of Shares Held	Applicable Section
Not Any	Not Applicable	Not Applicable	Not Applicable	Not Applicable

IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as % of Total Equity)									
Category wise Shareholding									
Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual / HUF	162500	-	162500	2.79	4062500	-	4062500	2.79	-
b) Central Govt. (s)	-	-	-	-	-	-	-	-	-
c) State Govt. (s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	-	-	-	-	-	-	-	-	-
e) Banks / FIs	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
Sub Total A(1)	162500	-	162500	2.79	4062500	-	4062500	2.79	-
(2) Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Banks / FIs	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
Sub Total A(2)									
Total Shareholding of Promoters (A1) + (A2)	162500	-	162500	2.79	4062500	-	4062500	2.79	-
B. Public Shareholding									
(1) Institutions	-	-	-	-	-	-	-	-	-
a) Mutual Funds / UTI	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt. (s)	-	-	-	-	-	-	-	-	-
d) State Govt. (s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (Specify)	-	-	-	-	-	-	-	-	-
Sub Total B(1)	-	-	-	-	-	-	-	-	-
(2) Non-Institutions									
a) Bodies Corporate									
i. Indians	4620920	500000	5120920	88.03	117409062	12974325	130383387	89.66	1.63

NCL RESEARCH & FINANCIAL SERVICES LTD.

ii. Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i. Individual Shareholders holding nominal share capital up to ₹ 1 lakh	133481	26500	159981	2.75	771063	32900	803963	0.55	2.20
ii. Individual Shareholders holding nominal share capital in excess of ₹ 1 lakh	344599	29000	373599	6.42	8819350	1355000	10174350	7.00	0.58
c) Others (Specify)									
i. Clearing Members	-	-	-	-	-	-	-	-	-
ii. NRI	-	-	-	-	800	-	800	0.00	0.00
Sub Total B(2)	5099000	555500	5654500	97.21	127000275	14362225	141362500	97.21	-
Total Public Shareholding B = B(1) + B(2)	5099000	555500	5654500	97.21	127000275	14362225	141362500	97.21	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	5261500	555500	5817000	100.00	131062775	14362225	145425000	100.00	-

ii) Shareholding of Promoters

Shareholders Name	Shareholding at the beginning of the year			Shareholding during and at the end of the year			% change in shareholding during the year
	No. of Shares	% of total shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total shares of the Company	% of Shares Pledged / encumbered to total shares	
Vijay Jaideo Poddar	162500	2.79	Nil	4062500	2.79	Nil	-

iii) Change in Promoters' Shareholding (Please specify, if there is no change)

Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year		Date of Changes	Reason for Changes
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company		
At the beginning of the year	162500	2.79	162500	2.79	N.A.	
At the end of the Year	4062500	2.79	4062500	2.79		

iv) Shareholding of Top Ten Shareholders (Other than Directors, Promoters and Holders of GDRs & ADRs)

For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during and at the end of the year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
Goodshine Dealtrade Pvt. Ltd.	330,272	5.68%	8,256,800	5.68%
Sankatsathi Agencies Private Limited	276,243	4.75%	6,906,075	4.75%
Overload Financial Advisory Pvt. Ltd.	251,694	4.33%	6,292,350	4.33%
Looklike Trade Private Limited	227,745	3.92%	5,693,625	3.92%
Everstrong Vincom Private Limited	216,793	3.73%	5,419,825	3.73%
Swadhinata Vintrade Private Limited	216,087	3.71%	5,402,175	3.71%
Core Commodities Private Limited	179,262	3.08%	4,481,550	3.08%
Katyani Commodities Private Limited	150,263	2.58%	3,731,575	2.57%
Saikat Tradelink Private Limited	134,481	2.31%	3,362,025	2.31%
Leavia Trading Private Limited	133,416	2.29%	-	-
Greenrow Trading Private Limited	102,227	1.76%	3,756,925	2.58%

v) Shareholding of Directors and Key Managerial Personnel

For Each of Directors & KMP	Shareholding at the beginning of the year		Cumulative Shareholding during and at the end of the year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
Vijay Jaideo Poddar				
At the beginning of the year	162500	2.79	4062500	2.79
Date wise Increase/Decrease in shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):	N.A. (Changes in no. of Shares is due to Corporate Action in Face Value of Shares from ₹ 10/- to ₹ 2/- & Issue of Bonus Shares in the ratio of 4 Shares for every 1 Share held by Members)			

V. INDEBTEDNESS

In Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans Excluding deposits	Unsecured Loans	Deposits	Total Indebtedness ₹ Crore
Indebtedness at the beginning of the financial year	Nil	Nil	Nil	Nil
Change in Indebtedness during the financial year	Nil	Nil	Nil	Nil
Indebtedness at the end of the financial year	Nil	Nil	Nil	Nil

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL					
Sr. No.	Particulars of Remuneration	Vijay Jaideo Poddar (MD)	Madhu P Dharewa CS	Priyadarshini Gote CFO	Partha Pratim Dutta – Ex-CFO
1.	Gross Salary	Nil	₹ 4,16,000	₹ 98,976	₹ 2,35,800
2.	Value of Perquisites	Nil	Nil	Nil	Nil
3.	Stock Options	Nil	Nil	Nil	Nil
4.	Sweat Equity	Nil	Nil	Nil	Nil
5.	Commission	Nil	Nil	Nil	Nil
6.	Others (Please specify)	Nil	Nil	Nil	Nil

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:					
Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give details)
A. Company					
Penalty			No Instance		
Punishment					
Compounding					
B. Directors					
Penalty			No Instance		
Punishment					
Compounding					
C. Other Officers in Default					
Penalty			No Instance		
Punishment					
Compounding					

Annexure to the Directors' Report

CORPORATE GOVERNANCE

In accordance with Clause 49 of the Listing Agreement with BSE Limited (BSE), the report containing the details of Corporate Governance systems and processes at the Company for the year ended 31st March 2015, is annexed herein below -

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate Governance for the Company means achieving high level of accountability, efficiency, responsibility and fairness in all areas of operation. Our Employees are committed towards the protection of the interest of the Stakeholders viz. Shareholders, creditors, investors, clients etc. Our policies consistently undergo improvements keeping in mind our goal i.e. maximization of value of all the stakeholders.

The goal is achieved through –

- ✓ Infusion of best expertise in the Board;
- ✓ Consistent monitoring and improvement of the human and physical resources;
- ✓ Board/Committee meetings at regular intervals to keep the Board informed of the recent happenings.

BOARD OF DIRECTORS

GOVERNANCE STRUCTURE

The Corporate Governance Structure at NCL Research & Financial Services Ltd. (NCL) is as under :-

1. **Board of Directors** : The Board is entrusted with the ultimate responsibility of the management, directions and performance of the Company. As its primary role is fiduciary in nature, the Board provides leadership, strategic guidance, objective and independent view to the Company's management while discharging its responsibilities, thus ensuring that the management adheres to ethics, transparency and disclosure.
2. **Committees of the Board** : The Board has constituted the following committees viz. Audit Committee, Nomination & Remuneration Committee and Stakeholders' Relationship Committee. Each of said Committee has been managed to operate within a given framework.

Size & Composition of Directors

The Board has four members with an executive Chairman. The Independent Directors on the Board are competent and highly respected professionals from their respective fields and have vast experience in general corporate management, finance, banking and other allied fields which enable them to contribute effectively to the Company in their capacity as members of the Board. The day to day management of the Company is conducted by Managing Director subject to supervisions and control of the Board.

The composition and category of the Board of Directors as at March 31, 2015, the number of other Directorships/Committee memberships held by them and also the attendance of the Directors at the Board meetings of the Company are as under:

Name	Designation	DIN	Date of Joining	Committee Membership in other Listed Cos.	Committee Chairmanship in other Listed Cos.	No. of Directorship in other Listed Co.
Vijay J. Poddar*	Chairman & Managing Director	00339268	30 th Jan. 2008	Nil	Nil	Nil
Goutam Bose	Independent Director	02504803	25 th July 2009	3	Nil	1
L. N. Sharma	Independent Director	00356855	25 th July 2009	2	1	5
Mahavir Prasad Saraswat\$	Independent Director	00304538	20 th Dec 2014	Nil	Nil	Nil
Puspa Devi Saraswat	Independent Director	05165143	27 th March 2015	Nil	Nil	1

*Chairman of the Board; \$Resigned w.e.f. 28th May 2015

Board Independence

The Non-Executive Independent Directors fulfill the conditions of independence as specified in Section 149 of Companies Act, 2013 and Rules made there under and to meet with requirements of Clause 49 of Listing Agreement entered into with Stock Exchange. Further, none of the Independent Director is serving more than seven listed companies. The Company has issued a letter of appointment to all the Independent Directors of the Company.

Board Meetings

Board Meetings are conducted in accordance with the Rules made under Companies Act, 2013 and as per requirements of Listing Agreement. The Board meets at regular intervals to discuss and decide on business strategies/policies and review the financial performance of the Company. The Board Meetings are pre scheduled and a tentative annual calendar of the Board is circulated to the Directors in advance to facilitate the Directors to plan their schedules.

The Notice of each Board Meeting is given in writing / by email to each Director. The Agenda along with relevant notes and other material information are sent in advance separately to each Director and in exceptional cases, tabled at the meeting. This ensures timely and informed decisions by the Board. The Minutes of Board Meetings are also circulated in advance to all Directors and confirmed at subsequent Meetings. The Board reviews the performance of the Company.

Post Meeting Mechanism

The important decisions taken at the Board / Board Committee meetings are communicated to the concerned department/s and/or division.

Familiarization Programme for Directors

At the time of appointing Director, a formal letter of appointment is given to him/her, which inter alia explains the role, function, duties and responsibilities expected of him/her as a Director of the Company. The Director is also explained in detail the Compliance required from him/her under the Companies Act, 2013, Clause 49 of Listing Agreement and other relevant regulations and affirmation taken with respect to the same. The Chairman & Managing Director also has one

to one discussion with the newly appointed Director to familiarize him/her with the Company's operations. Further, the Company has put in place a system to familiarize the Independent Directors about the Company, its services, business and the on-going events relating to the Company.

Further, at the time of appointment of Independent Director, the Company issues a formal letter of appointment outlining his/her role, function, duties and responsibilities as a Director. The format of the letter of appointment is available on Company website.

Details of Board Meetings

The Board of Directors met 10 times on 27th May, 12th August, 23rd August, 30th September, 17th October, 3rd November, 14th November and on 20th December in year 2014 and on 11th February and 27th March in the year 2015 during the financial year 2014-2015.

Attendance of Board of Directors at the Board Meeting and at the last Annual General Meeting :

Name	Designation	Attendance at the AGM	Meetings Attended
Vijay J. Poddar*	Chairman & Managing Director	Yes	10
Goutam Bose	Independent Director	Yes	10
L. N. Sharma	Independent Director	Yes	10
Mahavir Prasad Saraswat\$	Independent Director	N.A.	2
Puspa Devi Saraswat	Independent Director	N.A.	Nil

*Chairman of the Board; \$Resigned w.e.f. 28th May 2015

AUDIT COMMITTEE

The Audit Committee consists of two Independent Directors & the Managing Director. All members of the Audit Committee are financially literate and they have accounting or related financial management expertise.

The Audit Committee acts as a link between the statutory and internal auditors and the Board of Directors. Its purpose is to assist the Board in fulfilling its oversight responsibilities of monitoring financial reporting processes, reviewing the Company's established systems and processes for internal financial controls, governance and reviewing the Company's statutory and internal audit activities. The Committee is governed by a Charter which is in line with the regulatory requirements mandated by the Companies Act, 2013 and Clause 49 of the Listing Agreement.

Powers of Audit Committee

The Audit Committee is having following powers -

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.

Authority and Responsibilities

Following are the Role of Audit Committee –

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.

2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
 - b. Changes, if any, in accounting policies and practices and reasons for the same
 - c. Major accounting entries involving estimates based on the exercise of judgment by management
 - d. Significant adjustments made in the financial statements arising out of audit findings
 - e. Compliance with listing and other legal requirements relating to financial statements
 - f. Disclosure of any related party transactions
 - g. Qualifications in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;

16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the Whistle Blower mechanism;
19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

Review of Information Audit Committee

In addition to the above, Audit Committee reviews the following information :

- i Management discussion and analysis of financial condition and results of operations;
- ii Statement of significant related party transactions submitted by management;
- iii Management letters / letters of internal control weaknesses issued by the statutory auditors and qualification in draft audit report;
- iv Internal audit reports relating to internal control weaknesses;
- v The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.

Meetings of Audit Committee

The members of Audit Committee met six times on 27th May, 12th August, 23rd August, 30th September and 14th November in year 2014 and on 11th February in the year 2015 during the financial year ended on 31st March 2015.

Name	Number of Meetings Held	Meetings Attended
Mr. Vijay J. Poddar	6	6
Mr. Goutam Bose*	6	6
Mr. L. N. Sharma	6	6

*Chairman of Committee

NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee consists of two Independent Directors & the Managing Director. All members of the Nomination & Remuneration Committee are financially literate and they have accounting or related financial management expertise.

Nomination and Remuneration Committee was constituted in the meeting of Board of Directors of the Company held on 27th May 2014.

Role of Nomination and Remuneration Committee

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of Independent Directors and the Board;

3. Devising a policy on Board diversity;
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board, their appointment and removal.

Details of Remuneration paid to Directors

The payment of salary to Directors was Nil during the financial year 2014-2015.

No Stock option has been allotted to any of the Directors during the financial year 2014-2015.

None of the Independent Directors holds any shares in their name or in the name of their relatives.

POLICY FOR SELECTION AND APPOINTMENT OF DIRECTORS AND THEIR REMUNERATION

The Nomination and Remuneration (N&R) Committee has adopted a Charter which, inter alia, deals with the manner of selection of Board of Directors and CEO & Managing Director and their remuneration. This Policy is accordingly derived from the said Charter.

Criteria of selection of Non Executive Directors

- The Non Executive Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise in the fields of accounting, finance, taxation, law etc. However Women Director is exempted from said criteria.
- In case of appointment of Independent Directors, the N&R Committee shall satisfy itself with regard to the independent nature of the Directors vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.
- The N&R Committee shall ensure that the candidate identified for appointment as a Director is not disqualified for appointment under Section 164 of the Companies Act, 2013.
- The N&R Committee shall consider the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director -
 - a. Qualification, expertise and experience of the Directors in their respective fields;
 - b. Personal, Professional or business standing;
 - c. Diversity of the Board.
- In case of re-appointment of Non Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.

Remuneration

The Non Executive Directors shall be entitled to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board / Committee meetings. A Non Executive Director shall be entitled to receive sitting fees for each meeting of the Board or Committee of the Board attended by him, of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

CEO & Managing Director - Criteria for selection / appointment

For the purpose of selection of the CEO & MD, the N&R Committee shall identify persons of integrity who possess relevant expertise, experience and leadership qualities required for the position and shall take into consideration recommendation, if any, received from any member of the Board.

The Committee will also ensure that the incumbent fulfills such other criteria with regard to age and other qualifications as laid down under the Companies Act, 2013 or other applicable laws.

Remuneration for the CEO & Managing Director

- At the time of appointment or re-appointment, the CEO & Managing Director shall be paid such remuneration as may be mutually agreed between the Company (which includes the N&R Committee and the Board of Directors) and the CEO & Managing Director within the overall limits prescribed under the Companies Act, 2013.
- The remuneration shall be subject to the approval of the Members of the Company in General Meeting.
- The remuneration of the CEO & Managing Director is broadly divided into fixed and variable components. The fixed component comprises salary, allowances, perquisites, amenities and retirement benefits. The variable component comprises performance bonus.

PERFORMANCE EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration and Stakeholders' Relationship Committees. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Secretarial Department. The Directors expressed their satisfaction with the evaluation process.

Meetings of Nomination & Remuneration Committee

The members of Nomination & Remuneration Committee met five times on 27th May, 23rd August, 30th September and 20th December in year 2014 and on 27th March in the year 2015 during the financial year ended on 31st March 2015.

Name	Number of Meetings Held	Meetings Attended
Mr. Vijay Poddar	5	5
Mr. L. N. Sharma*	5	5
Mr. Goutam Bose	5	5

*Chairman of Committee

STAKEHOLDERS' RELATIONSHIP COMMITTEE

In compliance with the provisions of Section 178 of the Companies Act, 2013 and the Listing Agreement, the Board has renamed the existing "Shareholders'/Investors' Grievance Committee" as the "Stakeholders' Relationship Committee".

Stakeholders' Relationship Committee was constituted in the meeting of Board of Directors of the Company held on 27th May 2014.

The terms of reference of the Committee are:

- transfer/transmission of shares/debentures and such other securities as may be issued by the Company from time to time;
- issue of duplicate share certificates for shares/debentures and other securities reported lost, defaced or destroyed, as per the laid down procedure;
- issue new certificates against subdivision of shares, renewal, split or consolidation of share certificates / certificates relating to other securities;
- issue and allot right shares / bonus shares pursuant to a Rights Issue / Bonus Issue made by the Company, subject to such approvals as may be required;
- to grant Employee Stock Options pursuant to approved Employees' Stock Option Scheme(s), if any, and to allot shares pursuant to options exercised;
- to issue and allot debentures, bonds and other securities, subject to such approvals as may be required;
- to approve and monitor dematerialization of shares / debentures / other securities and all matters incidental or related thereto;
- to authorize the Company Secretary and Head Compliance / other Officers of the Share Department to attend to matters relating to non receipt of annual reports, notices, non receipt of declared dividend / interest, change of address for correspondence etc. and to monitor action taken;
- monitoring expeditious redressal of investors / stakeholders grievances;
- all other matters incidental or related to shares, debentures and other securities of the Company.

The Share Department of the Company and the Registrar and Share Transfer Agent, ABS Consultants Private Limited attend to all grievances of the shareholders and investors received directly or through SEBI, Stock Exchanges and Registrar of Companies etc.

The Minutes of Stakeholders' Relationship Committee are noted by the Board of Directors at the Board Meetings.

Continuous efforts are made to ensure that grievances are more expeditiously redressed to the complete satisfaction of the investors. Shareholders are requested to furnish their telephone numbers and email addresses to facilitate prompt action.

Compliance Officer

The Company has appointed Ms. Madhu P. Dharewa, Company Secretary as a Compliance Officer within the meaning of Listing Agreement.

Composition of Committee and Meetings attended

During the year, seven meetings of the Stakeholders' Relationship Committee were held on 27th May, 23rd August, 30th September, 17th October, 3rd November and 20th December in year 2014 and on 27th March in year 2015 during the financial year 2014-2015.

Brief Details of Names, Position, Category and meeting attended by Members of Committee is as follows:

Name	Position	Category	Meetings Attended
Mr. L. N. Sharma*	Chairman	Independent, Non-Executive	7
Mr. Vijay Poddar	Member	Executive Director	7
Mr. Goutam Bose	Member	Independent, Non-Executive	7

Details of Shareholders' Complaints

There was Nil Complaint at the beginning of Financial Year. During the year the Company has received one complaint from its Member which was being resolved immediately and there were Nil Complaints at the end of Financial Year ending on 31st March 2015.

Further, as required under Clause 47C of the Listing Agreement, a Certificate on half-yearly basis confirming due compliance of share transfer formalities by the Company from Practicing Company Secretary has been submitted to the Stock Exchanges within stipulated time.

The Company has designated email ID under Clause 47(f) of Listing Agreement and the same is ncl.research@gmail.com to lodge Investor complaints. Apart from this, the SEBI has also facilitated Investors to lodge complaints directly on SCORES on SEBI website for faster addressing and resolutions of Investor Complaints.

Independent Directors' Meeting

We have to form complaint Committee as 27 employees are in the year. During the year under review, the Independent Directors met on March 27, 2015, inter alia, to discuss:

- Evaluation of the Performance of Non-Independent Directors and the Board of Directors as a whole;
- Evaluation of the Performance of Chairman of the Company; taking into account the views of the Executive and Non Executive Directors.
- Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the Independent Directors were present at the Meeting.

GENERAL BODY MEETINGS

Location & time for the last three Annual General Meetings :

Annual General Meeting	Date & Time	Venue
29 th Annual General Meeting	15 th September 2014, 10.30 AM	Registered Office
28 th Annual General Meeting	20 th September 2013, 10.30 AM	Registered Office
27 th Annual General Meeting	27 th September 2012, 10.30 AM	Registered Office

LOCATION AND TIME OF EXTRA-ORDINARY GENERAL MEETINGS :

During Financial Year 2012-13, Extra Ordinary General Meeting (EOGM) was held on 7th day of June 2012 at 2.30 PM at Registered Office of the Company for Issue and Allotment of up to 14.00 Lac Equity Shares on preferential basis at a price of ₹ 275/- per Share to Non-Promoters Group to meet the Working Capital requirements of the Company. Also the Authorized Capital of the Company was increased from ₹ 5.50 Crore to ₹ 7.00 Crore to enable Company to issue and allot further shares as proposed in said EOGM.

No Extra-Ordinary General Meeting was being held during remaining two out of last three financial years.

POSTAL BALLOT

Special Resolution was passed on 18th February 2014 by way of Postal Ballot Rules 2011, to shift its Registered Office from State of Uttar Pradesh to the State of Maharashtra.

SPECIAL RESOLUTION PASSED AT LAST THREE ANNUAL GENERAL MEETINGS:

In the Annual General Meeting held on 15th September 2014, a Special Resolution was passed to increase Authorized Capital from ₹ 7.00 Crore to ₹ 30.00 Crore and to amend Memorandum of Association of the Company.

No Special Resolutions was being passed during remaining two out of last three financial years.

BOARD DISCLOSURES

Compliance with Governance Framework

The Company is in compliance with all mandatory requirements of Clause 49 of Listing Agreement. In addition, the Company has also adopted the non-mandatory requirements of constitution of Remuneration and Nomination Committee and tenure of office of Independent Directors during the financial year 2014-2015.

STRICTURES AND PENALTIES

No strictures or penalties have been imposed on the Company by the Stock Exchange or by the Securities and Exchange Board of India (SEBI) or by any statutory authority on any matters related to capital markets activities during the last three years.

DISCLOSURE OF ACCOUNTING TREATMENT

In the preparation of the financial statements, the Company has followed the Accounting Standards referred to in Section 133 of the Companies Act, 2013. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.

RISK MANAGEMENT

The Company has a Risk Management Policy which has been adopted by the Board of Directors, currently, the Company's risk management approach comprises of the followings :-

- ❖ Governance of Risk
- ❖ Identification of Risk
- ❖ Assessment of Control of Risk

The risks have been prioritized through a companywide exercise. Members of Senior Management have undertaken the ownership and are working on mitigating the same through co-ordination among the various departments, insurance coverage, security policy and personal accident coverage for lives of all employees.

The Company has appointed a Risk Officer and also put in place the risk management framework, which helps to identify various risks cutting across its business lines. The risks are identified and are discussed by the representatives from various functions.

Risk Officer makes a presentation periodically on risk management to the Board of Directors and the Audit Committee. The Board and the Audit Committee provide oversight and review the risk management policy periodically.

SEBI / STOCK EXCHANGE COMPLIANCE

The Company has complied with all requirements of the Listing Agreement entered into with the Stock Exchange as well as the regulations and guidelines of SEBI. Consequently there were no strictures or penalties imposed either by SEBI or Stock Exchange or any Statutory Authority for non-compliance of any matter related to the Capital Markets during the last three years.

PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Company Secretary & Head Compliance is responsible for implementation of the Code.

All Board Directors and the designated employees have confirmed compliance with the Code.

DISCLOSURES

- (a) There are no transactions with related parties i.e. with Promoters, Directors, Management, Subsidiaries or Relatives that may have potential conflict of interest with the Company at large.
- (b) There has been no instance of non-compliance by the Company on any matter related to Capital Markets and hence the question of penalties or strictures being imposed on the Company by the Stock Exchange or SEBI or any Statutory Authority does not arise.
- (c) In Compliance with the Securities & Exchange Board of India (Prohibition of Insider Trading Regulations, 1992) as amended till date, on Prohibition of Insider Trading, the Company has a comprehensive Code of Conduct and the same is being strictly adhered to by its management, staff and relevant business associates. The code expressly lays down the guidelines and the procedure to be followed and disclosures to be made, while dealing with shares of the Company and cautioning them on the consequences of non-compliance thereof.
- (d) **Reconciliation of Share Capital Audit** : A qualified Practicing Company Secretary carries out Reconciliation of Share Capital Audit on quarterly basis to reconcile the total admitted capital with National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) and the total issued and listed capital. The secretarial audit report confirms that the total issued / paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

CODE OF BUSINESS CONDUCT & ETHICS

The Company has adopted Code of Business Conduct and Ethics ("the Code") which is applicable to the Board of Directors and Senior Management Team (one level below the Board of Directors) of the Company. The Board of Directors and the members of Senior Management Team are required to affirm semi-annual compliance of this Code. The Code requires Directors and Employees to act honestly, fairly, ethically and with integrity, conduct themselves in professional, courteous and respectful manner. The Code is displayed on the Company website.

CONFLICT OF INTEREST

Each Director informs the Company on an annual basis about the Board and the Committee positions he occupies in other companies including Chairmanships and notifies changes during the year. Members of Board while discharging their duties, avoid conflict of interest in the decision making process. The members of Board restrict themselves from any discussions and voting in transactions that they have concern or interest.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

In staying true to our values of Strength, Performance and Passion and in line with our vision of being one of the good governance companies in India, the Company is committed to the high standards of Corporate Governance and stakeholder responsibility.

The Company has a Fraud Risk Management Policy (FRM) to deal with instances of fraud and mismanagement, if any. The FRM Policy ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern.

A high level Committee has been constituted which looks into the complaints raised. The Committee reports to the Audit Committee and the Board.

COMMUNICATION WITH THE MEMBERS/SHAREHOLDERS

- The unaudited quarterly / half yearly results are announced within forty-five days of the close of the quarter. The audited annual results are announced within sixty days from the close of the financial year as per the requirements of the Listing Agreement with the Stock Exchange. The aforesaid financial results are sent to BSE Limited (BSE) where the Company's securities are listed, immediately after these are approved by the Board. The results are thereafter published in leading English and Hindi daily newspapers. The audited financial statements form a part of the Annual Report which is sent to the Members well in advance of the Annual General Meeting.
- The Company also informs by way of intimation to BSE, all price sensitive matters or such other matters, which in its opinion are material and of relevance to the members.
- The Annual Report of the Company, the quarterly / half yearly and the annual results and the press releases of the Company are also placed on the Company's website: www.nclfin.com and can be downloaded.
- In compliance with Clause 49 of the Listing Agreement, the quarterly results, shareholding pattern, quarterly compliances and all other corporate communication to the Stock Exchange viz. BSE are filed electronically on BSE's on-line portal followed by physical submission to BSE. The Company has complied with filing submissions through BSE's BSE Online Portal.
- A separate dedicated section under 'Corporate Governance' on the Company's website gives information on unclaimed dividends, quarterly compliance reports / communications with the Stock Exchanges and other relevant information of interest to the investors / public.

DISCLOSURES ON NON-MANDATORY REQUIREMENTS

The Company has adopted/complied with the following non-mandatory requirements as prescribed in Annexure I D to Clause 49 of Listing Agreement with the Stock Exchange :-

- a) The Company has ensured that the person who is being appointed as an Independent Director has the requisite qualifications and experience which would be of use to the Company and which in the opinion of the Company would enable him to contribute effectively to the Company in his capacity as an Independent Director.
- b) The Company has generally complied with all the requirements of regulatory authorities on Capital Markets.
- c) The Company follows Accounting Standards issued by Institute of Chartered Accountants of

India and qualification in the auditors' report have been explained in directors' report.

- d) The Company has complied with all mandatory requirement as stated in clause 49 of Listing Agreement and the non-mandatory requirement have been complied with to the extent feasible.
- e) The Company is committed to conducting its Business in conformity with ethical standards and applicable Laws and Regulations. This commitment stands evidenced by model code of conduct adopted by Board of Directors at their meeting which is applicable to each member of the Board of Director and senior management of the Company.
- f) The financial statements of the Company are unqualified.

GENERAL SHAREHOLDER INFORMATION

Detailed information in this regard is provided in section "Shareholders Information" which forms part of this Annual Report.

SHAREHOLDERS' INFORMATION

a. Next Annual General Meeting

The information regarding 30th Annual General Meeting for the financial year ended on 31st March 2015 is as follows :-

Date : Saturday, 26th September, 2015
 Time : 11.00 A.M.
 Venue : Office No. 115, City Hotel Complex, Lalbagh, 24, B N Road, Lucknow -226 001

b. Financial Calendar : 1st April to 31st March.

c. Future Calendar for the year ended 31st March 2016 :

Subject Matter	Date
Financial Reporting of 1 st Quarter ended on 30 th June 2015	Mid of August, 2015
Financial Reporting of 2 nd Quarter ended on 30 th September 2015	Mid of November, 2015
Financial Reporting of 3 rd Quarter ended on 31 st December 2015	Mid of February 2016
Financial Reporting of 4 th Quarter ended on 31 st March 2016	During May 2016
Date of Annual General Meeting	During September 2016

- d. **Date of Book Closure** : September 20 to September 26, 2015. (Both days inclusive)
- e. **Dividend Payment** : No Dividend has been recommended for the year under review.
- f. **Dividend History for Last 10 Years**

Sr. No.	Year of Declaration of Dividend	Date of Declaration of Dividend	Amount Declared per Share	Face Value of Shares
1.	2013-2014	May 27, 2014	₹ 0.50	₹ 10.00

g. Unclaimed Dividend / Share Certificates

The unclaimed Dividend for a period of seven years is compulsorily deposited in Investor Education and Protection Fund (IEPF) Account in accordance with Section 205C of the Companies Act, 1956 administered by Central Government which cannot be claimed by the Shareholders / Investors. The details of unclaimed dividend are posted on the website of the Company.

Details of Unclaimed Dividend and Due Dates for transfer are as follows as on March 31, 2015:

Sr. No.	Year of Declaration of Dividend	Date of Declaration of Dividend	Unclaimed Amount ₹	Due Date for transfer to IEPF Account
1.	2013-2014	May 27, 2014	₹ 731638/-	14 th September 2021

Further, as required to be disclosed under Clause 5A of Listing Agreement, Nil Shares are lying at the beginning or at the Close of Financial Year in the Suspense Account. Further the Company did not moved in/out any Equity Share in said Suspense Account during current financial year.

- h. **Listing of Shares** : BSE Limited
- i. **Stock Code & ISIN** : 530557, Demat ISIN No. in NSDL & CDSL –INE132F01020
- j. **Market Price Data** :

Month	Price on BSE (₹) & Volume			BSE Sensitive Index	
	High	Low	Volume	High	Low
April 2014	337.55	298.00	66,979	22939.31	22197.51
May 2014	696.00	340.00	14,216	25375.63	22277.04
June 2014	989.90	709.90	867	25725.12	24270.20
July 2014	913.95	717.45	21,399	26300.17	24892.00
August 2014	681.60	368.75	40,405	26674.38	25232.82
September 2014	657.00	314.80	33,880	27354.99	26220.49
October 2014	322.55	65.75	65,244	27894.32	25910.77
November 2014	71.75	14.60	807,671	28822.37	27739.56
December 2014	25.55	16.80	204,638	28809.64	26469.42
January 2015	16.50	14.25	5,338	29844.16	26776.12

Note : Trading in Equity Shares of the Company have been suspended w.e.f. January 7, 2015 due to surveillance measure as per BSE Notice dated 1st January 2015

k. **Registrar & Share Transfer Agent.**

M/s. ABS Consultants Pvt. Ltd. has been appointed as Registrar & Share Transfer Agent for all work relating to share registry in terms of both physical and electronic mode. All transfer, transmission, request related to correspondence/queries, intimation of change of address etc. should be addressed to our RTA directly at the following Address:

M/s. ABS Consultants Pvt. Ltd.

99, Stephen House, 6th Floor, 4, B.B.D. Bag (East), Kolkata-700 001

Phone - 033-22430153 / 033-22201043, Fax 033-22430153, E-Mail: absconsultant@vsnl.net

l. Share Transfer Systems

The Trading in Equity Shares of the Company is permitted only in dematerialized form as per circular issued by Securities & Exchange Board of India (SEBI) on September 24, 1998.

The Share transfer is processed by the Registrar & Share Transfer Agent, ABS Consultants Pvt. Ltd. and approved by Stakeholders' Relationship Committee, if the documents are complete in all respects, within 15 days from the date of lodgment.

m. Distribution Schedule as on 31st March 2015

No. of Equity Shares	No. of Share Holders	% of Share Holders	Total No. of Shares Held	% of Share Holding
1-500	302	47.78	55635	0.04
501-1000	59	9.34	49335	0.03
1001-2000	38	6.01	58064	0.04
2001-3000	18	2.85	45234	0.03
3001-4000	9	1.42	31828	0.02
4001-5000	13	2.06	61930	0.04
5001-10000	10	1.58	73779	0.05
10001-50000	43	6.80	1197103	0.82
50001-100000	17	2.69	1329610	0.92
100001 and Above	123	19.46	142522482	98.01
Total....	632	100.00	145425000	100.00

n. Shareholding Pattern as on 31st March 2015

Categories	No. of Shares	% of Shareholding
Promoters, Directors, Relatives & Person acting in concert	4062500	2.79
Indian Bank	0	0.00
Others (NRI)	800	0.00
Private Corporate Bodies	130383387	89.66
Indian Public	10978313	7.55
Total	145425000	100.00

o. Dematerialization of Equity Shares & Liquidity

The Company's Equity Shares are in Demat trading segment and the Company had established connectivity with both NSDL & CDSL by signing the necessary agreements.

Procedures for dematerialization / rematerialization of Equity Shares:-

Shareholders seeking demat / remat of their shares need to approach their Depository Participants (DP) with whom they maintain a demat account. The DP will generate an electronic request and will send the physical share certificates to Registrar and Share Transfer Agents of the Company. Upon receipt of the request and share certificates, the Registrar will verify the same. Upon verification, the Registrar will request NSDL/CDSL to confirm the demat request. The demat account of the respective share holder will be credited with equivalent number of shares. In case of rejection of the request, the same shall be communicated to the shareholder.

In case of remat, upon receipt of the request from the shareholder, the DP generates a request and verification of the same is done by the Registrar. The Registrar then requests NSDL or CDSL to confirm the same. Approval of the Company is being sought and equivalent numbers of shares are issued in physical form to the shareholder. The share certificates are dispatched within 15 days from the date of issue of Shares.

As on 31st March 2015, 90.12% Equity Shares of the Company are in dematerialized form.

p. Listing Fees and Annual Custodial Fees

The Company has paid the Annual Listing Fees for year 2015-2016 to BSE Limited however the Company is yet to receive Bills for Annual Custodial Fees from both the Depositories viz. NSDL & CDSL for the financial year 2015-2016.

q. Nomination

Individual Shareholders holding shares singly or jointly in physical form can nominate a person in whose name the shares shall be transferable in case of death of the registered shareholder(s). Nomination facility in respect of shares held in electronic form is also available with the depository participants as per the bye-laws and business rules applicable to NSDL and CDSL. Nomination form SH-13 ([Pursuant to section 72 of the Companies Act, 2013 and rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014] can be obtained from the Company's Registrar and Share Transfer Agent. It is also available on Public domain.

r. Requirement of PAN Card in case of Transfer of Shares in Physical Form

Pursuant to SEBI Circular, the shareholders holding shares in physical form are requested to submit self certified copy of PAN at the time of sending their request for share transfer/transmission of name/transposition of name.

s. For the Attention of Shareholders holding shares in electronic form

Shareholders holding shares in electronic mode should address all their correspondence to their respective Depository Participants (DPs).

t. Electronic Clearing Service

The Securities and Exchange Board of India (SEBI) has made it mandatory for all companies to use the bank account details furnished by the Depositories for depositing dividends. Dividend will be credited to the Members' bank account through NECS wherever complete core banking details are available with the Company. In case where the core banking details are not available, dividend warrants will be issued to the Members with bank details printed thereon as available in the Company's records. This ensures that the dividend warrants, even if lost or stolen, cannot be used for any purpose other than for depositing the money in the accounts specified on the dividend warrants and ensures safety for the investors. The Company complies with the SEBI requirement.

u. Service of Documents through Electronic Mode

As a part of Green Initiatives, the members who wish to receive the notice/documents through e-mail, may kindly intimate their e-mail address to the Company's Registrar and Share Transfer Agent, ABS Consultants Pvt. Ltd. to their dedicated e-mail id i.e., "absconsultant@vsnl.net."

v. Details on use of Public Funds Obtained in the last three years :

Particulars of Utilization	Amount (₹ in Lac)
Loan / Financing to HNIs & Corporate Bodies	5764.00
Investment in Listed Equity Shares	91.30
Used in ordinary course of business	94.70
Total	5950.00

- w. **Outstanding GDRs / ADRs / Warrants or any convertible instruments, conversion data likely impact on Equity :**

Not Applicable.

- x. **Green initiatives in Corporate Governance to receive documents through email by registering your email address :**

The Ministry of Corporate Affairs (MCA) has taken a “Green initiative in the Corporate Governance” by providing an opportunity to the shareholders to register their email address with Company and changes therein from time to time.

The Company is sending notices/documents such as Annual Reports and notices by email to the shareholders who have registered their email address with DP/RTA. To support this laudable move of the Government, the members who have not registered their email address, so far, are requested to do so at the earliest, in respect of demat holding, through the respective Depository Participant (DP) and in respect of physical holding, through the Registrar and Share Transfer Agent (RTA) M/s. ABS Consultants Private Ltd.

While every notice/document will be sent through email address registered with the Company/RTA/DP, in case you desire to receive any notice/document in physical form, please intimate by email and the same shall be sent to your address registered with the Company/DP.

We solicit your patronage and support in joining hands with the Company to implement the e-governance initiative.

- y. **Investors’ Correspondence**

Shareholders can contact the following Officials for secretarial matters of the Company :-
Ms. Madhu P Dharewa - ncl.research@gmail.com

- z. **Code of Conduct**

The Board of Directors of the Company has laid down Code of Conduct for Directors and for Senior Management & Employees. All Board Members and Senior Management have affirmed compliance with the Code of Conduct for the year under review. Declaration to this effect signed by the Managing Director & Chief Executive Officer is annexed to this report.

- aa. **Address for Correspondence**

NCL Research and Financial Services Limited

Bhagyodaya Building, 3rd Floor, 79, N. M. Road, Fort, Mumbai-400 023

Telefax : +91 22 2270 3249; Email : ncl.research@gmail.com; URL : www.nclfin.com

Chairman & Managing Director's Declaration on Code of Conduct

As required by Clause 49 of Listing Agreement, the Managing Director and CEO's Declaration for Code of Conduct is given below:

The Members of

NCL Research & Financial Services Limited

- (a) We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
 - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the auditors and the Audit committee
 - (i) significant changes in internal control over financial reporting during the year;
 - (ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

For NCL Research and Financial Services Limited

Lucknow, May 28, 2015

Vijay Jaideo Poddar
(DIN : 00339268)
Managing Director

Declaration by the Managing Director under Clause 49 of the Listing Agreement

In accordance with Clause 49 sub clause II(E) of the Listing Agreement with the Stock Exchanges, I, **Vijay Jaideo Poddar**, Chairman & Managing Director of M/s. NCL Research & Financial Services Limited hereby confirm that all the Members of the Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conducts.

Vijay Jaideo Poddar
(DIN : 00339268)
Managing Director

Lucknow, May 28, 2015

Auditors' Certificate on Corporate Governance

To the Members of NCL Research and Financial Services Limited

We have examined the compliance of the conditions of Corporate Governance by NCL Research and Financial Services Limited (The Company) for the year ended 31st March 2015 as stipulated in Clause 49 of the Listing Agreement of the said Company with BSE Limited

The compliance of the conditions of Corporate Governance is the responsibility of the Company's management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of an opinion on the financial statement of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement.

We state that no investor grievances are pending for a period exceeding one month against the Company as per the records maintained by the Stakeholders' Relationship Committee.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with the management has conducted the affairs of the Company.

For **B. B. Shah & Co.**
Chartered Accountants
FRN : 129121W

Place : Mumbai
Date : May 28, 2015

CA Kaushal P. Mistry
Partner
Membership No. 106113

Independent Auditors' Report

To the Members of NCL Research and Financial Services Limited Report on the Financial Statements

We have audited the accompanying financial statements of M/s. NCL Research & Financial Services Limited, which comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position and financial performance of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified u/s 143(10) of the act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial Statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, and its profit for the year ended on that date. **Subject to Note no:18.2, In respect of inadequacy of supporting for some of the expenditure of revenue nature.**

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of Section 143 (11) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c) The Balance Sheet, Statement of Profit and Loss, and the cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards referred of Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - e) On the basis of the written representations received from the directors as on March 31, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position;
 - ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses;
 - iii. The Company was not required to transfer any fund into the Investors Education and Protection Fund during the year.

For **B. B. Shah & Co.**
Chartered Accountants
FRN : 129121W

Place : Mumbai
Date : May 28, 2015

CA Kaushal P. Mistry
Partner
Membership No. 106113

Annexure to the Independent Auditors' Report

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31 March 2015, we report that:

- i. In respect of its fixed assets:**
 - (a) According to the information and explanations given to us and in our opinion, the Company has maintained proper records to show full particulars including quantitative details and situation of its fixed assets.
 - (b) According to information and explanations given to us, the fixed assets have been physically verified by the management during the year at reasonable intervals. As explained to us, no material discrepancies were noticed as compared to the book records, on such physical verification.
- ii. In respect of its inventories:**
 - (a) The inventories held as stock- in- trade have been verified during the year by the management. In our opinion, the frequency of verification is reasonable.
 - (b) In our opinion and according to the information and explanations given to us, the procedures of verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
 - (c) The Company has maintained proper records of inventories. As explained to us, there was no material discrepancies noticed on physical verification of inventories as compared to the book records.
- iii. In respect of the loans, secured or unsecured, granted by the Company to companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013:**

The Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly clause (iii) of paragraph 3 of the order is not applicable to the company for the current year.
- iv. In respect of Internal Control:**

In our opinion and according to the information and explanations given to us, the Company has an adequate internal control system commensurate with the size of the Company and nature of its business for the purchase of inventories & fixed assets and sale of goods & services. During the course of our audit, we have not observed any major weaknesses in internal controls.
- v.** According to the information and explanations given to us, the company has not accepted deposits from the public. Accordingly, the provisions of section 73 and 76 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014 are not applicable to the Company.
- vi. Maintenance of Cost Records:**

According to the information and explanations given to us, the maintenance of cost records has not been prescribed by the Central Government under section 148(1) of the Companies Act, 2013.

vii. In Respect of Statutory Dues :

(a) According to the information and explanations given to us and according to the books and records as produced and examined by us, in our opinion, the Company has been regular in depositing undisputed statutory dues, including Income Tax, and any other statutory dues as applicable, with appropriate authorities during the year. As per the information and explanations given to us, the statutes relating to Provident Fund, Employee's State Insurance, Custom Duty Service Tax, Excise Duty and Cess, are not applicable to the Company. According to the information and explanations given to us there were, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31st March, 2015 for a period of more than six months from the date of they becoming payable.

(b) According to the information and explanations given to us and the examination of the records of the Company and in our opinion there are no disputed sales tax, income tax, custom tax, wealth tax, excise duty, service tax, cess dues which have not been deposited on account of disputed matters pending before the appropriate authorities, except the following -

The Company is having liability of ₹ 4.75 Lac towards payment of Income Tax for A.Y. 2012-13 as against demand raised by department and is yet to be paid.

(c) There were no amounts which were required to be transferred to the Investor Education and Protection fund by the Company in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder.

viii. In respect of Accumulated Losses:

As per the information and explanations given to us, The Company does not have accumulated losses at the end of the financial year. The Company has not incurred cash losses during the financial year ended 31.03.2015 and in the immediately preceding financial year.

ix. In our opinion and according to information and explanations given to us, the Company has no outstanding dues at the beginning of the year and has not taken any dues during the financial year and therefore paragraph 3 (xi) of the order is not applicable.

x. Based on the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.

xi. According to the information and explanations given to us, the Company has not availed any term loans and consequently the paragraph 3(xi) of the Order is not applicable.

xii. According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported.

For **B. B. Shah & Co.**
Chartered Accountants
FRN : 129121W

Place : Mumbai
Date : May 28, 2015

CA Kaushal P. Mistry
Partner
Membership No. 106113

Balance Sheet as at March 31st 2015

PARTICULARS	Note No.	As At March 31, 2015 ₹	As at March 31, 2014 ₹
EQUITY AND LIABILITIES			
Shareholders' funds			
Share Capital	1	290,850,000	58,170,000
Reserves and Surplus	2	324,661,553	552,106,421
		-	-
Current liabilities			
Trade payables	3	3,828,280	68,672,100
Other Current Liabilities	4	1,218,245	56,976
Short term Provisions	5	539,815	5,129,526
TOTAL		621,097,893	684,135,023
ASSETS			
Non-Current Assets			
Fixed Assets			
Tangible Assets	6	721,502	1,389,899
Deferred Tax Assets(Net)	7	250,166	(233,822)
Current Assets			
Inventory	8	9,129,725	1,643,725
Trade Receivables	9	22,493,507	19,334,397
Cash and Cash Equivalents	10	11,980,445	4,094,545
Short-term Loans and Advances	11	576,522,548	657,906,279
TOTAL		621,097,893	684,135,023

Summary of significant accounting policies

17

The accompanying notes are an integral part of the financial statement.

For B. B. Shah & Company

Chartered Accountants
Firm Reg. No. 129121W

For and on behalf of Board of Directors of

M/s. NCL Research & Financial Services Limited

CA Kaushal P Mistry

[Partner]
Mem. No. 106113

Vijay Jaidev Poddar

DIN : 00339268
[Managing Director]

Goutam Bose

DIN : 02504803
[Director]

Place : Mumbai

Date : 28th May 2015

Priyadarshini Gote

CFO

Madhu P. Dharewa

Company Secretary

Statement of Profit & Loss for the Year Ended 31st March, 2015

PARTICULARS	Note No.	For the Year ended on March 31, 2015 ₹	For the Year ended on March 31, 2014 ₹
Income:			
Revenue from operations	12	32,184,447	327,781,669
Total Revenue (I)		32,184,447	327,781,669
Expenses:			
Purchases of Stock-in-Trade	13	18,332,289	17,580,000
Changes in inventories of Stock-in-Trade	14	(7,486,000)	287,225,650
Employee benefits expense	15	5,522,277	4,142,259
Depreciation	7	682,213	926,599
Other expenses	16	7,104,506	4,238,304
Total Expenses (II)		24,155,285	314,112,812
Profit Before Taxation and Exceptional / Extraordinary items [(I) - (II)]		8,029,162	13,668,857
Exceptional Item		-	-
Profit Before Taxation		8,029,162	13,668,857
Tax Expense:			
Current tax		3,024,000	4,430,000
Deferred tax		(483,988)	(34,837)
Profit After Taxation		5,489,150	9,273,694
Profit (Loss) for the period after Tax		5,489,150	9,273,694
Earnings per Equity Share (Face Value of ₹ 2/-) : Basic & Diluted		0.04	1.59

Note and significant accounting policies 17

The accompanying notes are an integral part of the financial statement.

For B. B. Shah & Company
Chartered Accountants
Firm Reg. No. 129121W

For and on behalf of Board of Directors of
M/s. NCL Research & Financial Services Limited

CA Kaushal P Mistry
[Partner]
Mem. No. 106113

Vijay Jaidev Poddar
DIN : 00339268
[Managing Director]

Goutam Bose
DIN : 02504803
[Director]

Place : Mumbai
Date : 28th May 2015

Priyadarshini Gote
CFO

Madhu P. Dharewa
Company Secretary

**Statement of Cash Flow Annexed to the Balance Sheet
as at 31st March, 2015**

PARTICULARS		For the Year ended on March 31, 2015 ₹	For the Year ended on March 31, 2014 ₹
A. Cash Flow from Operating Activities			
Net Profit before tax and extraordinary Items		8,029,162	13,668,856
Adjustments for			
Depreciation		682,213	926,598
Operating profit before working capital charges	I	8,711,375	14,595,454
Adjustments for Capital Changes			
Decrease (Increase) in Trade and other Receivables		(3,159,110)	-
Decrease (Increase) in Loan & Advances		81,383,731	(343,224,135)
Decrease (Increase) in Trade Payable		(64,843,820)	70,966,371
Decrease (Increase) in other current liabilities & Provisions		(3,428,442)	-
Decrease (Increase) in Fixed Deposits		-	(926,598)
Cash Generated From Operations	II	9,952,359	(273,184,362)
Net Cash From Operating Activities	I+II	18,663,734	(258,588,908)
Income Tax Adjustments	III	(3,024,000)	4,216,511
Cash Flow before Extra-Ordinary Items	I+II+III	15,639,734	(254,372,397)
Extra Ordinary Items		(412,455)	(756,819)
Net Cash Flow From Operating Activities [I + II + III]	A	15,227,279	(255,129,216)
B. Cash Flow from Investing Activities			
Purchase / (Sale) of Fixed Assets		85,350	-
Decrease / (Increase) in Investments		(7,486,000)	287,225,650
Net Cash from Investing Activities	B	(7,400,650)	287,225,650
C. Cash Flow From Financing Activities			
Proceeds from Preferential Issue		-	-
Net Cash used in Financing Activities	C	-	-
D. Net Increase in Cash & Cash Equivalents	D	7,885,900	3,316,810
Opening Balance of Cash & Cash Equivalents		4,094,545	777,735
E. Closing Balance of Cash & Cash Equivalents		11,980,445	4,094,545

As per our report of even date

For B. B. Shah & Company
Chartered Accountants
Firm Reg. No. 129121W

CA Kaushal P Mistry
[Partner]
Mem. No. 106113

Place : Mumbai
Date : 28th May 2015

For and on behalf of Board of Directors of
M/s. NCL Research & Financial Services Limited

Vijay Jaidev Poddar
DIN : 00339268
[Managing Director]

Priyadarshini Gote
CFO

Goutam Bose
DIN : 02504803
[Director]

Madhu P. Dharewa
Company Secretary

**Notes forming part of the Financial Statements for the year ended
March 31, 2015**

Note 1 : Share Capital

1.1 : Each class of Shares Capital

Particulars	31st March 2015	31st March 2014
	₹	₹
Authorised shares 15,00,00,000 (31 March 2014 : 70,00,000) equity shares of Rs. 2/- Each (10/- each 31 March 2014)	300,000,000	70,000,000
Issued,Subscribed and Paid up 14,54,25,000 (31 March 2014 : 5817000) equity shares of Rs.2/- each (10/- each 31 March 2014)	290,850,000	58,170,000
Total	290,850,000	58,170,000

1.2 : A reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period;

Particulars	31st March 2015		31st March 2014	
	No.	₹	No.	₹
Shares outstanding at the beginning of the year	5,817,000	58,170,000	5,817,000	58,170,000
Shares Issued during the year (Bonus 4:1)	23,268,000	232,680,000	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year of Rs. 2/- each	145,425,000	290,850,000	5,817,000	58,170,000

NOTE 2 : RESERVE AND SURPLUS

Particulars	31st March 2015	31st March 2014
	₹	₹
Securities Premium (As Per Last Balance Sheet)	523,000,000	523,000,000
Less : Bonus Shares issued 4:1	232,680,000	-
	290,320,000	523,000,000
General Reserves		
Opening Balance	16,000,000	16,000,000
(+) Profit & Loss Appropriation		
(+) Current Year Transfer	-	-
Closing Balance	16,000,000	16,000,000
Special Reserve - NBFC Fund (As per Last Balance Sheet)	3,084,726	1,229,987
Add: transfer from surplus during the year	1,097,830	1,854,739
	4,182,556	3,084,726
Surplus in the statement of profit and loss		
Balance as per last financial statements	10,021,695	7,187,524
(+) Net Profit for the current year	5,489,150	9,273,694

NCL RESEARCH & FINANCIAL SERVICES LTD.

Particulars	31st March 2015	31st March 2014
	₹	₹
(-) Transfer to Statutory Reserves 20% of above	1,097,830	1,854,739
(-) Transfer to Contingent Provision against Standard Assets	182,485	1,181,984
(-) Dividends proposed to be distributed to equity shareholders (Rs. 0.50/- Per Share)	-	2,908,500
(-) Tax on Dividend	-	494,300
(-) Adjustment of fixed assets whose useful life is Nil	71,533	-
Net surplus in the statement of profit and loss	14,158,997	10,021,695
Total reserves and surplus	324,661,553	552,106,421

***Note Special Reserve**

In terms of section 45IC of Reserve Bank of India Act 1934 20% of profit after tax have been transferred to Statutory Reserves

NOTE : 3 DEFERRED TAX ASSETS/ LIABILITIES(NET)

Opening Deferred tax Liability	233,822	268,659
Add : Deferred Tax Asset		
1. Fixed Asset : Impact of difference in tax depreciation and depreciation/amortization charged for the financial reporting	-	-
Gross deferred tax asset (A)	-	-
Less : Deferred Tax Liability		
1. On the Difference Between Book balance & Tax Balance of Fixed Assets	105,184	233,822
2. On Expenditure deferred in books but allowable for income tax	(355,350)	-
Gross deferred tax liabilities (B)	(250,166)	233,822
Net deferred tax liability created during the year (A-B)	483,988	34,837
Closing balance	(250,166)	233,822

NOTE 4 : TRADE PAYABLES

Other than Acceptance	3,828,280	68,672,100
Total	3,828,280	68,672,100

NOTE 5 : OTHER CURRENT LIABILITIES

Other Payables		
a) Statutory Remittance	136,340	56,976
b) Excess Received from Customers	1,081,905	-
Total	1,218,245	56,976

NOTE 6 : SHORT TERM PROVISIONS

Provisions	539,815	1,726,726
Provision for Proposed Equity dividend	-	2,908,500
Provision for Tax on Proposed dividends	-	494,300
Total	539,815	5,129,526

NOTE 7 : FIXED ASSETS (AT COST)

Sr no	Particulars	Useful life	Rate of Depreciation	Gross Block			Depreciation			Net Block				
				As on 1 April 2014	Additions During the Year	Deductions During the Year	As on 31st March 2015	As on 1 April 2014	Depreciation for the year	Adjustment in retained earnings	Deductions	As on 31st March 2015	As on 31st March 2014	
				₹	₹	₹	₹	₹	₹	₹	₹	₹		
1	Tangible Assets-Owned Computer Computer Computer	3 years	0.00%	1,114,500	-	-	1,114,500	1,042,967	-	71,533	-	71,533	-	
		3 years	33.33%	85,350	85,350	-	85,350	-	4,442	-	4,442	80,908	-	
		3 years	51.41%	2,244,000	-	-	2,244,000	925,635	677,771	-	1,603,406	640,594	1,318,365	
	CURRENT YEAR (RUPEES)			3,358,500	85,350	-	3,443,850	1,968,602	682,213	71,533	-	2,722,348	721,502	
	PREVIOUS YEAR (RUPEES)			3,358,500	-	-	3,358,500	1,042,004	1,042,004	-	-	-	1,968,602	

NOTE 8 : DETAILS OF INVENTORIES

Sl. No.	Particulars	As at 31 March 2015		As at 31 March 2014	
		Quantity Nos.	Value ₹	Quantity Nos.	Value ₹
A.	QUOTED 1 Life Line Drugs & Pharma Ltd. 2 Out of City Travel Solution Ltd.	38,000	7,486,000	-	-
		185,000	1,643,725	185,000	1,643,725
		223,000	9,129,725	185,000	1,643,725
B.	UNQUOTED	-	-	-	-
	TOTAL(B)	-	-	-	-
	GRAND TOTAL(A+B)	223,000	9,129,725	185,000	1,643,725

NOTE 9 :

Particulars	31st March 2015	31st March 2014
	₹	₹
Other Trade Receivables	22,493,507	19,334,397
Total	22,493,507	19,334,397

NOTE 10 : CASH AND CASH EQUIVALENTS

Balances with banks		
This includes:		
<u>i) In current accounts</u>		
ICICI Bank - 000405103048	64,778	3,943,498
ICICI Bank - 000405106010	17,016	2,333
Fixed Deposit (Maturity less than 3 months)	1,400,000	-
Cash on hand	10,498,651	148,714
Total	11,980,445	4,094,545

NOTE 11. : SHORT-TERM LOANS AND ADVANCES

Prapaid Expenses		
Unsecured, considered good	110,000	110,000
Others		
Unsecured, considered good	576,412,548	657,796,279
Total	576,522,548	657,906,279

NOTE 12 : REVENUE FROM OPERATIONS

Interest on loans given	50,918,534	48,395,904
Sale of Shares & Commodities		
Speculation Income from trading of commodity	-	1,363,382
Sale of Shares	2,533,579	278,022,383
F&O Profit/(Loss)	(21,267,666)	-
Total	32,184,447	327,781,669

NOTE 13 : PURCHASES OF STOCK IN TRADE

Purchase of Shares	18,332,289	17,580,000
Total	18,332,289	17,580,000

**NOTE 14 : CHANGES IN INVENTORIES OF FINISHED GOODS WORK-IN-
PROGRESS AND STOCK-IN-TRADE**

Particulars	31st March 2015	31st March 2014
	₹	₹
Closing Stock of Shares	9,129,725	1,643,725
Opening Stock of Shares	1,643,725	288,869,375
Total	(7,486,000)	287,225,650

NOTE 15 : EMPLOYEE BENEFITS EXPENSE

Salaries		
Salary to staff	4,964,570	3,604,149
Staff Welfare	557,707	538,110
Total	5,522,277	4,142,259

NOTE 16 : OTHER EXPENSES

Advertisement Expenses	74,114	90,428
Audit Fees	56,180	25,000
Bank Charges	5,872	54
Book & Periodicals	61,143	80,400
Business Promotion Expenses	500,000	-
Commission & Brokerage	1,150,000	500,000
Communication Expenses	398,184	198,365
Donation 80G	200,000	-
Electricity Charges	49,030	-
General Expenses	530,889	588,294
Internet Expenses	172,234	156,578
Postage and telegram	198,871	201,870
Printing & Stationery	132,159	291,607
Professional & Registrar Fess	457,224	308,640
Registration fees	33,427	28,581
Rent	194,500	146,750
Repairs & Maintainance -Computers	122,420	211,450
Repairs & Maintainance - General	95,284	379,370
ROC filing Fees	1,740,278	26,228
Stock Exchange & Other Regulatory Expenses	231,900	375,297
Travelling & Conveyanc Expenses	700,797	629,393
Total	7,104,506	4,238,304

NOTE 16.1 : PAYMENT TO AUDITOR

As Auditor :		
Statutory Audit Fees	56,180	25,000
Total	56,180	25,000

17 Significant accounting policies

17.1 Basis of accounting and preparation of financial statements

These financial statements have been prepared to comply with the Generally Accepted Accounting Principles in India (Indian GAAP), including the Accounting Standards notified under the relevant provisions of the Companies Act, 2013. The financial statements are prepared on accrual basis under historical cost convention. The financial statements are presented in Indian Rupees.

17.2 Tangible Fixed Assets

- i Fixed Assets are stated at cost less depreciation, Cost comprises the purchase price and any attributable cost of bringing the assets to working condition for its intended use.
- ii Expenditure, for additions improvements and renewals are capitalised and expenditure for maintenance & repairs are charged to the Profit & Loss account. When assets are sold or discarded, their cost and accumulated depreciation is removed from the account & any gain or loss, resulting from their disposal is included in the Profit & loss account.

17.3 Depreciation and Amortisation

During the year, the Company has changed its method of charging depreciation from Written Down Value Method to Straight Line Method. Depreciation is provided using the Straight Line Method Method at the rates and in the manner specified in schedule II to the Companies Act 2013. Depreciation on additions/ deletions during the year is provided on a pro-rata basis from the date of addition/up to the date of deletion.

17.4 Revenue Recognition

- i Income are accounted on accrual basis.
- ii Expenses other than Interest are net of recoveries, wherever applicable.

17.5 Employee Benefits

The company provides for unutilised leave benefits on the basis of the last salary drawn and the leave balance available to the credit of the employee on the last date of the year.

17.6 Segment Reporting

The Company identifies primary segments based on the dominant source, nature of risks and returns and the internal organisation and management structure. The operating segments are the segments for which separate financial information available and for which operating profit/Loss amounts are evaluated regularly by the executive Management in deciding how to allocate resources in assessing performance.

The accounting policies adopted for segment reporting are in line with the accounting policies of the company. Segment revenue, segment expenses, segment assets and Segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment.

Inter-segment revenue is accounted on the basis of transaction which are primarily determined based on market /fair value factors.

Revenue expenses, assets and liabilities which relate to the company as a whole and are not

allocable to segments on reasonable basis have been included under “unallocated revenue/expenses/assets/liabilities”.

17.7 Taxes on Income

- i Income tax payable for the year is determined in accordance with the provisions of the Income Tax Act, 1961.
- ii Deferred tax expense or benefit is recognized on “timing difference” being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets and liabilities are measured using the tax rates and laws that are enacted or substantively enacted as on the balance sheet date.

Deferred tax assets in respect of unabsorbed depreciation and carry forward of losses are recognized only to the extent that there is virtual certainty that sufficient taxable income will be available to realize these assets. All other deferred tax assets are recognized only to the extent that there is a reasonable certainty that sufficient future taxable income will be available to realize these assets.

17.8 Inventories

Inventory are valued as under :

Trading in Shares - At Cost or Net Realisable Value Whichever is lower.

17.9 Impairment of Assets

At each balance sheet date, the Company reviews the carrying amounts of its fixed assets to determine whether there is any indication that those assets suffered an impairment loss. If any such indication exists, the recoverable amount of the assets is estimated in order to determine the extent of impairment loss.

Recoverable amount is the higher of an asset’s net selling price and value in use. In assessing value in use, the estimated future cash flows expected from the continuing use of the asset from its disposal are discounted to their present value using pre tax discount rate that reflects the current market assessments of time value of money and the risks specific to the asset.

An impairment loss is charged to Profit and Loss Account in the year in which an asset is identified as impaired. Reversal of impairment loss is recognized immediately as income in the profit and loss account.

17.10 Provisions and Contingencies

Provisions involving substantial degree of estimation in measurement are recognized when there is present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed by way of Notes to Accounts. Contingent Assets are neither recognized nor disclosed in the Financial Statements.

17.11 Cash Flow Statement

Cash Flows are reported using the indirect method, where by profit / loss before extra ordinary item and tax is adjusted for the effects of the transactions of Non cash nature and any deferrals or accruals of past or future cash receipts or payments. Cash flow from Operating, Investing and Financial activities of the company are segregated based on the available information.

17.12 Material events occurring after Balance Sheet date and till the date of signing of accounts are taken into cognizance.

17.13 Information as required in terms of paragraph 13 of Non Banking Financial (Non Deposit accepting or holding) Companies Prudential Norms (Reserve Bank) Directions, 2007 is given in separate annexure.

18 NOTES ON ACCOUNTS:

18.1 The profit and Loss Account for the year includes certain expenses which are supported only by internal vouchers duly approved as per authorised limits assigned at each levels and in some cases third party evidence/invoices are not available. The board of Directors of the Company has approved such expenses as in the opinion of the Board of Directors, the company has incurred such expenses wholly and exclusively attributable to the business if the company and the nature of such expenses are consistent with the previous years.

18.2 During the year, the Company has incurred certain expenditure of revenue nature, adequate supporting in respect of some of them are not available, however in the opinion of the Board of Directors of the Company, the same is wholly and exclusively attributable to the business of the Company.

18.3 In the opinion of the Board, the Current Assets, Sundry Debtors, Sundry Creditors, Loans & Advances have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated in the Financial Statements. The balances thereof are as per Books of Accounts only.

18.4 There is unpaid tax liability of ₹ 4,75,000/- for the A.Y. 2012-13.

18.5 Segment reporting

A Primary Segment Reporting (by Business Segements)

- i The Company's business segments are identified as Commodity Trascation, Invesment in Shares & Securities and money lending Activities
- ii The accounting polices used in the preparation of the financial statement of the Company are also applied for segment reporting.
- iii Segment revenues, expenses, assets and liabilities are those, which are directly attribute to the segment or are allocated on an appropriate basis. Corporate and other revenues, expenses, assets and liabilities to the extent not allocable to segments are disclosed in the reconciliation of reportable segments with the financials.
- iv Figures in brackets are in respect of the previous year.
- v Segment Revenues, result and other Information.

Particulars	Money Lending , Activities	Dealing in Shares & Securities	Commodities	Consolidated
Revenue				
External Income (Net of Expenses)	50,918,534 (48,395,904)	(8,312,710) 10,712,745	- -	42,605,824 (37,683,159)
Intersegment Income	-	-	-	-
Total Revenue	50,918,534 (48,395,904)	(8,312,710) 10,712,745	- -	42,605,824 (37,683,159)
Segment Result				
Unallocated Corporate Expenses	-	-	-	13,308,996 (5,520,927)
Unallocated Interest Expenses	-	-	-	-
Unallocated Other Income	-	-	-	-
Taxes	-	-	-	2,540,012 (2,080,751)
Profit from Ordinary Activities	-	-	-	5,489,150 (9,273,694)
Extraordinary Profit / (Loss)	-	-	-	-
Net Profit	-	-	-	5,489,150 (9,273,694)

B Secondary Segment reporting (by Geographical Segments)

The Company Operates predominately within the geographical limits of India. It has no secondary Segment revenue.

18.4 Related Party Disclosure

Related party disclosures, as required by AS-18, “Related party Disclosures” are given below

A) Relationships

a) Related parties where common control exists

Name of the Companies where the directors can exercise the control.

*Ella Fintex Co. Private Limited (Mr. Vijay Jaideo Poddar was Director of the Company up to 16th February 2015)

b) Key Management Personnel

Mr. Vijay Jaideo Poddar - Managing Director
 Mr. Gautam Bose - Director
 Mr. L. N. Sharma - Director

B) Transactions with related parties

No Transactions were Carried out during the year with the Related party.

18.5 The previous year's figures have been reworked, regrouped, rearranged and reclassified wherever necessary. Amounts and other disclosures for the preceding year are included as an integral part of the current year financial statements and are to be in relation to the amounts and other disclosures relating to the current year.

For B. B. Shah & Company

Chartered Accountants

Firm Reg. No. 129121W

CA Kaushal P Mistry

[Partner]

Mem. No. 106113

Place : Mumbai

Date : 28th May 2015

For and on behalf of Board of Directors of

M/s. NCL Research & Financial Services Limited

Vijay Jaidev Poddar

DIN : 00339268

[Managing Director]

Priyadarshini Gote

CFO

Goutam Bose

DIN : 02504803

[Director]

Madhu P. Dharewa

Company Secretary

SCHEDULE TO THE BALANCE SHEET AS AT 31.03.2015

Non-Deposit taking & Non-Banking Financial Company

[as required in terms of Paragraph 13 of Non-Banking Financial (Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007]

(Amount in ₹)

PARTICULARS

SL. NO.	LIABILITIES SIDE	Amount outstanding	Amount overdue
(1)	Loans and advances availed by the NBFCs inclusive of interest accrued thereon but not paid:		
	(a) Debentures : Secured	Nil	Nil
	: Unsecured	Nil	Nil
	(other than falling within the meaning of public deposits)		
	(b) Deferred Credits	Nil	Nil
	(c) Term Loans	Nil	Nil
	(d) Inter-corporate loans and borrowings	Nil	Nil
	(e) Commercial Paper	Nil	Nil
	(f) Public Deposits	Nil	Nil
	(g) Other Loans	Nil	Nil
(2)	Break-up of (1) (f) above (Outstanding public deposits inclusive of interest accrued thereon but not paid):		
	(a) In the form of Unsecured Debentures	Nil	Nil
	(b) In the form of Partly Secured Debentures i.e., Debentures where there is a shortfall in the value of security	Nil	Nil
	(c) Other Public Deposits	Nil	Nil
	ASSETS SIDE	Amount outstanding	
(3)	Break-up of Loans and Advances including bills receivables [other than those included in (4) below]:		
	(a) Secured	Nil	
	(b) Unsecured	576,412,548	
(4)	Break-up of Leased Assets and Stock on Hire and other assets counting towards AFC activities		
	(i) Lease Assets including lease rentals under sundry debtors:	Nil	
	(a) Financial lease	Nil	
	(b) Operating lease	Nil	
	(ii) Stock on Hire including hire charges under sundry debtors:	Nil	
	(a) Assets on Hire	Nil	
	(b) Repossessed Assets	Nil	
	(iii) Other loans counting towards AFC activities	Nil	
	(a) Loans where assets have been repossessed	Nil	
	(b) Loans other than (a) above	Nil	

(5) Break-up of Investments:		Amount outstanding
Current Investments		
1. Quoted:		
(i) Shares:	(a) Equity	Nil
	(b) Preference	Nil
(ii) Debentures and Bonds		Nil
(iii) Units of Mutual Funds		Nil
(iv) Government Securities		Nil
(v) Others		Nil
2. Unquoted:		
(i) Shares:	(a) Equity	Nil
	(b) Preference	Nil
(ii) Debentures and Bonds		Nil
(iii) Units of Mutual Funds		Nil
(iv) Government Securities		Nil
(v) Others		Nil

Long Term Investments:		
1. Quoted:		
(i) Shares:	(a) Equity	
	(b) Preference	Nil
(ii) Debentures and Bonds		
(iii) Units of Mutual Funds		
(iv) Government Securities		Nil
(v) Others		
2. Unquoted:		
(i) Shares:	(a) Equity	Nil
	(b) Preference	Nil
(ii) Debentures and Bonds		
(iii) Units of Mutual Funds		Nil
(iv) Government Securities		Nil
(v) Others (Venture Funds)		Nil

(6) Borrower group-wise classification of assets financed as in (3) and (4) above:

Category	Amount net of provisions		
	Secured	Unsecured	Total
1. Related Parties			
(a) Subsidiaries	Nil	Nil	Nil
(b) Companies in the same group	Nil	Nil	Nil
(c) Other related parties	Nil	Nil	Nil
2. Other than related parties	Nil	Nil	Nil
Total	Nil	Nil	Nil

(7) Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted):

Category	Market Value/ Break-up or Fair Value or NAV	Book Value (Net of Provisions)
1. Related Parties		
(a) Subsidiaries	Nil	Nil
(b) Companies in the same group	Nil	Nil
(c) Other related parties	Nil	Nil
2. Other than related parties		
Total	Nil	Nil

(8) Other Informations:

Particulars	Amount
(i) Gross Non-Performing Assets	
(a) Related Parties	Nil
(b) Other than related parties	Nil
(ii) Net Non-Performing Assets	
(a) Related Parties	Nil
(b) Other than related parties	Nil
(iii) Assets acquired in satisfaction of debt	Nil

For B. B. Shah & Company
Chartered Accountants
Firm Reg. No. 129121W

For and on behalf of Board of Directors of
M/s. NCL Research & Financial Services Limited

CA Kaushal P Mistry
[Partner]
Mem. No. 106113

Vijay Jaidev Poddar
[Managing Director]

Goutam Bose
[Director]

Place : Mumbai
Date : 28th May 2015

Priyadarshini Gote
CFO

Madhu P. Dharewa
Company Secretary

NCL RESEARCH & FINANCIAL SERVICES LTD.

CIN : L65921UP1985PLC007001

Regd. Office : Office No. 115, City Hotel Complex, Lalbagh, 24, B N Road, Lucknow-226 001 (U. P.)

Tel : 0522-3079482, Email : ncl.research@gmail.com; Website : www.nclfin.com

Form No. MGT – 11, PROXY FORM / BALLOT FORM

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration), Rules 2014)

Name of the Member _____

Registered Address _____

Folio No. / DP/Client ID _____ Email ID _____

I/We being the members of _____ Shares of NCL Research & Financial Services Ltd., hereby appoint

1. _____ having email Id _____ Signature _____ or failing him
2. _____ having email Id _____ Signature _____ or failing him
3. _____ having email Id _____ Signature _____

As my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 30th Annual General Meeting of the Company, to be held on Saturday, 26th September 2015 at 11.00 AM and at any adjournment thereof in respect of such resolution(s) as are indicated below :

Ordinary Business :	For	Against
1. Adoption of Financial Statements for the year ended March 31, 2015		
2. Appointment of M/s. DBS & Associates, Chartered Accountants, Mumbai as Statutory Auditors and to fix their remuneration.		
Special Business :		
3. Appointment of Mrs. Puspa Devi Saraswat as Independent Director for a term of 5 Years.		
4. Appointment of Mr. Vijay Jaideo Poddar as Managing Director for a period of 3 Years		
5. Adoption of new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013		

Signed this _____ day of _____ 2015

Sign. of Shareholder _____ Sign. of Proxy _____

Affix
Revenue
Stamp
₹ 1/-

NCL RESEARCH & FINANCIAL SERVICES LTD.

CIN : L65921UP1985PLC007001

Regd. Office : Office No. 115, City Hotel Complex, Lalbagh, 24, B N Road, Lucknow-226 001 (U. P.)

Tel : 0522-3079482, Email : ncl.research@gmail.com; Website : www.nclfin.com

ATTENDANCE SLIP

Registered Folio No. /DP ID/Client Id _____

Name & Address of Share Holder _____

I/We hereby record my/our presence at the 30th Annual General Meeting of the Company at its Registered Office on Saturday, 26th September 2015.

Members' Folio/DPID/Client ID _____

Member/Proxy's Name in Block Letters _____

Member/Proxy's Signature _____

Please complete the Folio/DP ID/Client ID and Name, sign this Attendance Slip and hand it over at the Attendance verification counter at the Entrance of the Meeting Place.

BOOK-POST

If undelivered, please return to:

NCL RESEARCH & FINANCIAL SERVICES LTD.
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