

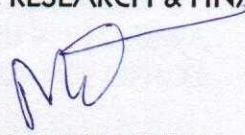
Quarterly Compliance Report on Corporate Governance

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

Quarter Ending on : **31st March 2015**

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

For **NCL RESEARCH & FINANCIAL SERVICES LIMITED**


MADHU P. DHAREWA
COMPLIANCE OFFICER



Place : Mumbai
 Date : April 6, 2015