

**Format of Quarterly Compliance Report on Corporate Governance**

**Name of the Company** : NCC Limited  
**Quarter ended** : 31-12-2014

| Particulars                                                            | Clause of Listing agreement | Compliance Status Yes/No | Remarks                                                                                                                                                                                            |
|------------------------------------------------------------------------|-----------------------------|--------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>II. Board of Directors</b>                                          | 49 (II)                     | Yes                      | -                                                                                                                                                                                                  |
| (A) Composition of Board                                               | 49 (IIA)                    | Yes                      | -                                                                                                                                                                                                  |
| (B) Independent Directors                                              | 49 (IIB)                    | Yes                      | Applicable provisions has been complied with at the AGM and in Annual Report                                                                                                                       |
| (C) Non-executive Directors compensation & disclosures                 | 49(IIC)                     |                          | -                                                                                                                                                                                                  |
| (D) Other provisions as to Board and Committees                        | 49 (IID)                    | Yes                      | -                                                                                                                                                                                                  |
| (E) Code of Conduct                                                    | 49 (IIE)                    | Yes                      | -                                                                                                                                                                                                  |
| (F) Whistle Blower Policy                                              | 49 (IIF)                    | Yes                      | -                                                                                                                                                                                                  |
| <b>III. Audit Committee</b>                                            | 49 (III)                    | Yes                      | -                                                                                                                                                                                                  |
| (A) Qualified & Independent Audit Committee                            | 49 (IIIA)                   | Yes                      | -                                                                                                                                                                                                  |
| (B) Meeting of Audit Committee                                         | 49 (IIIB)                   | Yes                      | -                                                                                                                                                                                                  |
| (C) Powers of Audit Committee                                          | 49 (IIIC)                   | Yes                      | -                                                                                                                                                                                                  |
| (D) Role of Audit Committee                                            | 49 (IIID)                   | Yes                      | -                                                                                                                                                                                                  |
| (E) Review of Information by Audit Committee                           | 49 (IIIE)                   | Yes                      | -                                                                                                                                                                                                  |
| <b>IV. Nomination and Remuneration Committee</b>                       | 49 (IV)                     | Yes                      | -                                                                                                                                                                                                  |
| <b>V. Subsidiary Companies</b>                                         | 49 (V)                      | Yes                      | -                                                                                                                                                                                                  |
| <b>VI. Risk Management</b>                                             | 49 (VI)                     | Yes                      | -                                                                                                                                                                                                  |
| <b>VII. Related Party Transactions</b>                                 | 49 (VII)                    | Yes                      | -                                                                                                                                                                                                  |
| <b>VIII. Disclosures</b>                                               | 49 (VIII)                   | Yes                      | -                                                                                                                                                                                                  |
| (A) Related party transactions                                         | 49 (VIII A)                 | Yes                      | During the quarter there is no material Related Party Transactions.                                                                                                                                |
| (B) Disclosure of Accounting Treatment                                 | 49 (VIII B)                 | N.A                      | -                                                                                                                                                                                                  |
| (C) Remuneration of Directors                                          | 49 (VIII C)                 | Yes                      | Has been complied in the Annual Report                                                                                                                                                             |
| (D) Management                                                         | 49 (VIII D)                 | Yes                      | Has been complied in the Annual Report                                                                                                                                                             |
| (E) Shareholders                                                       | 49 (VIII E)                 | Yes                      | Has ben complied in the Annual Report                                                                                                                                                              |
| (F) Proceeds from public issues, right issues Preferential issues etc. | 49 (VIII F)                 | Yes                      | During the quarter the company has raised Rs.598.70 million and used the same for the purposes mentioned in the Letter of offer dt.12-09-2014 i.e., repayment of loans & General Corporate purpose |
| <b>IX. CEO/CFO Certification</b>                                       | 49 (IX)                     | Yes                      | Has been complied in the Annual Report                                                                                                                                                             |
| <b>X. Report on Corporate Governance</b>                               | 49 (X)                      | Yes                      | Has been complied in the Annual Report                                                                                                                                                             |
| <b>XI. Compliance</b>                                                  | 49 (XI)                     | Yes                      | Has been complied in the Annual Report                                                                                                                                                             |

For NCC Limited

  
**K Ramakanth**

**Dy. Company Secretary**

