



# NCL RESEARCH & FINANCIAL SERVICES LTD.

CIN no.: L65921MH1985PLC284739

Registered Office : 3rd Floor, Bhagyodaya Building, 79 Nagindas Master Road, Fort, Mumbai - 400023, Maharashtra  
Tel/fax: 022-22703249 E-mail : ncl.research@gmail.com Website :- www.nclfin.com

9<sup>th</sup> October 2017

The Deputy Manager  
Department of Corporate Services  
BSE Limited  
P. J. Towers, Dalal Street, Fort  
Mumbai – 400 001

Ref : Scrip Code 530557

Sub: Submission of Annual Report for F.Y. 2016-2017

Respected Sir or Madam,

With reference to the above captioned matter and pursuant to clause 34(1) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 we are enclosing along with this letter, soft copy of Annual Report 2017 containing Notice & Annual Accounts for the financial year ended on 31<sup>st</sup> March 2017 which was being approved by Members in the Annual General Meeting held on 25<sup>th</sup> September 2017.

Kindly acknowledge the receipt of the same & oblige.

Thanking You,

Yours truly,  
For NCL RESEARCH & FINANCIAL SERVICES LIMITED

VIJAY JAIDEO PODDAR  
DIN : 00339268  
MANAGING DIRECTOR

Enclosed : a/a

**32<sup>ND</sup>**  
**ANNUAL REPORT**  
**2016 - 2017**

**NCL RESEARCH & FINANCIAL SERVICES LIMITED**

## NCL Research & Financial Services Limited

### BOARD OF DIRECTORS

Vijay Jaideo Poddar Chairman & Managing Director  
Goutam Bose Independent Director  
Laxmi Narayan Sharma Independent Director  
Puspa Devi Saraswat Independent Director

### COMPANY SECRETARY & COMPLIANCE OFFICER

Ms. Swati Agarwal

Corporate Identification No.  
L65921MH1985PLC284739

### CHIEF FINANCIAL OFFICER

Mayank Singh

32<sup>ND</sup>

**ANNUAL REPORT**

**2016 - 2017**

### AUDITORS

DBS & Associates  
Chartered Accountants, Mumbai

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### BANKERS

ICICI Bank Ltd.  
Yes Bank Ltd.

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### REGISTERED 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 : 25th September, 2017  
Time : 11.30 A.M.  
Venue : Bhagyodaya Building, 3rd Floor  
79, N. M. Road, Fort, Mumbai-400 023

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

## NOTICE

Notice is hereby given that the 32nd Annual General Meeting of the members of NCL RESEARCH AND FINANCIAL SERVICES LIMITED will be held on Monday, the 25th day of September, 2017 at 11.30 A.M. at Bhagyodaya Building, 3rd Floor, 79, N. M. Road, Fort, Mumbai-400 023 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 2017.
2. To consider and if 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 and their corresponding rules and based on the recommendations of the Audit Committee, M/s. DBS & Associates Chartered Accountants, Mumbai (FRN - 018627N), who have offered themselves for re- appointment 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 re-appointed as Statutory Auditors of the Company, to hold office from the conclusion of the 32nd 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."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

### 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 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 commencing from October 1, 2017 up to September 30, 2020 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."

### 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 19th September 2017 to 25th September 2017 (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 the 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 the quarterly reports and other communication via email.
17. The Members who have not registered their email address, physical copies of Annual Report 2017 are being sent by the permitted mode.
18. Copies of Annual Report 2017 are being sent by electronic mode only to those members whose email address are registered with the Company's Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the Annual Report. The Members who have not registered their email address, physical copies of Annual Report 2017 are being sent by the permitted mode.
19. The Notice for the 32nd 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.
20. Members may also note that the Notice of the 32nd AGM and the Annual Report for 2016-2017 will also be available on the Company's website [www.nclfin.com](http://www.nclfin.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during all working days (except Saturday, Sunday and public holidays) between 11.00 AM to 1.00 PM up to the date of this AGM. Even after registering for e-communication, members are entitled to receive such in physical form, upon making a request for the same by post or email. For any communication, the Shareholders may also send requests to the Company's email id : [ncl.research@gmail.com](mailto:ncl.research@gmail.com)
21. A route map showing directions to reach the venue of the 32nd Annual General Meeting is given at the end of the Report.

22. 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.
23. 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 CA Sumit Kumar Verma, 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, 2017 by 5.00 p.m. Any Ballot Form received after the said date and time, shall be treated as invalid.
24. 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, and Regulation 44 of SEBI LODR Regulations, 2015, 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 32nd AGM by electronic means and the business may be transacted through e-voting services rendered by Central Depository Services (India) Limited (CDSL).
25. The facility of voting through ballot/polling paper shall also be made available at the venue of the 32nd AGM. The Members attending the AGM, who have not casted their vote till the time, through remote e-voting shall be able to exercise their voting rights at the AGM. The Members who have already casted their vote through remote e-voting may attend the AGM but shall not be entitled to cast their vote again at the AGM.
26. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.nclfin.com](http://www.nclfin.com) within two days of the passing of the Resolutions at the Annual General Meeting of the Company and will also be communicated to BSE Limited, where the shares of the Company are listed.
27. Members/Proxies should bring the attendance slip duly filed in and signed for attending the meeting.
28. The details for voting electronically are as under -
  - a) Date and time of commencement of voting through electronic means: Friday, September 22, 2017 at 9.00 a. m.
  - b) Date and time of end of voting through electronic means beyond which voting will not be allowed: Sunday, September 24, 2017 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 18, 2017, 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](http://www.evotingindia.com)
  - e) Details of Scrutinizer: CA Sumit Kumar Verma, Practicing Chartered Accountant (Membership No. 302320), 86, Sharat Chatterjee Road, Kolkata-700 089. E-mail: [sumitvermaca@yahoo.in](mailto:sumitvermaca@yahoo.in)
  - f) Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change/ modify the vote subsequently.

29. 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](http://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 (as mentioned in the Attendance Slip)
  - 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](http://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 directly reach to 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 the 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 Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xix For Institutional Shareholders and Custodians :
- Institutional Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://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](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance user should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.
- xx 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

Registered Office :  
Bhagyodaya Building, 3rd Floor  
79, N. M. Road, Fort, Mumbai-400 023  
Mumbai, May 29, 2017

By order of the Board  
For **NCL Research & Financial Services Limited**

Sd/- **Vijay J. Poddar**  
Managing Director

**STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013****ITEM NO. 3**

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

The Board at its meeting held on May 29, 2017, appointed Mr. Vijay Jaideo Poddar as Managing Director of the Company for the period of 3 years with effect from 1st October 2017.

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. 3 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. 3 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. 3 of the Notice for approval of the members.

**Details of Director seeking re-appointment in the 32nd Annual General Meeting on 25th Sept., 2017**

Name of Director	Mr. Vijay Jaideo Poddar
Directors' Identification No. (DIN)	00339268
Date of Birth	21st March 1972
Date of Appointment on Board	30th January 2008
Qualification	B. Com, Graduate
Experience	Expertise in the field of Project Management, Marketing, Financial Management, Implementing Policies and Cost Control
Terms & Conditions of Appointment / Re-appointment	3 Years commencing from 1st October 2017.
Remuneration details	Not more than Rs 25,000/- per month plus reimbursement of out of pocket expenses.
Shareholding in Company	40,62,500 Shares or 2.79% of Paid-up Capital
Relationship with the Company & Other Directors	Part of Promoter Group; not having relations with any other Directors on the Board
No. of Board Meeting attended during the year	9 (Nine)
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	Not Any
Memberships / Chairmanships of Audit and Stakeholders' relationship Committees across Public Companies	Committee Chairmanship – Nil Committee Membership – 2

Registered Office :  
Bhagyodaya Building, 3rd Floor  
79, N. M. Road, Fort, Mumbai-400 023  
Mumbai, May 29, 2017

By order of the Board  
For **NCL Research & Financial Services Limited**

Sd/- **Vijay J. Poddar**  
Managing Director

**DIRECTORS' REPORT**

To

The Members,

Your Directors have pleasure in presenting the 32nd Annual Report of your Company together with the Audited Statements of Accounts for the year ended March 31, 2017.

<b>Financial Results</b>	Rs in Lac	
	<b>Year Ended 31.03.2017</b>	Year Ended 31.03.2016
Income	<b>735.19</b>	466.94
Profit/(Loss) before Tax & extraordinary item	<b>(6.68)</b>	12.30
Less : Provision for Taxation including Deferred Tax	<b>(1.30)</b>	3.84
Profit/(Loss) after Tax	<b>(5.38)</b>	8.46
Less : Transfer to Statutory Reserves	<b>0.00</b>	1.69
Less / (Add) : Transfer to Contingent Provision against Standard Assets	<b>0.00</b>	(9.49)
Add: Profit brought forward from Previous Year	<b>157.85</b>	141.59
Balance carried forward	<b>152.47</b>	157.85

**OVERVIEW OF ECONOMY**

India remains the fastest growing economy in the world - economic fundamentals are strong, and reform momentum continues. GST is on track for implementation in the second quarter of the fiscal year, and is expected to yield substantial growth dividends from higher efficiencies, and raise more revenues in the long term, according to a new World Bank report released today. While, agriculture growth delivered in 2016-2017, the report notes that investment growth remains subdued, partly because of banking sector stress.

The report says the fundamentals of the Indian economy remain strong, with robust economic growth, strong fiscal consolidation, low current account deficit, higher agricultural output, growing FDI, low inflation and higher wages in rural areas. Favorable monsoons boosted agriculture and rural consumption, while urban consumption remained robust and exports rebounded in the third quarter of 2016-2017.

**OVERALL PERFORMANCE & OUTLOOK**

The FY 2016-17 was continue to be sluggish for the Company due to continuous changes in law and regulations, fall in interest rates in retail segment as well as falling demand of financing due to smooth availability of finances with Banks due to recent demonetization. On the other hand, the stock market was continued to be on peak and thus the investment in stock market by Company remains low which was resulted into the fall in profitability of the Company.

Gross revenue from operations during the year stood at Rs 735.19 lakh in comparison to last years' figure of Rs 466.94 lakh. The Net Profit/(Loss) after Tax for the year was of Rs (5.38) lakh in comparison to last years' Net Profit of Rs 8.46 lakh.

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

Your Company is optimistic of recovering from bad phase and will grow as time progresses.

#### **DIVIDEND**

In view of losses for the year 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, 2017 was ` 29.085 Crore. During the year under review, the Company has not issued any shares with differential voting rights nor has granted any stock options or sweat equity. As on March 31, 2017, none of the Directors of the Company hold instruments convertible into equity shares of the Company.

#### **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 2017.

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.

#### **AUDITORS REMARK ON ACCOUNTS**

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

#### **MANAGEMENT'S PERCEPTION OF AUDITORS REMARK**

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 Regulation 23 of Listing Regulations; 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 and the Rules made thereunder are not attracted and thus disclosure in term of Section 134(3)(h) r/w Rule 8(2) of the Companies (Accounts) Rules, 2014 and under Regulation 34(3) &

53(f), Para A of Schedule V of SEBI (LODR) Regulations, 2015 is attached as Annexure I. Further, there are 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**

The Management Discussion and Analysis on the operations of the Company as prescribed under Part B of Schedule V read with regulation 34(3) of the Listing Regulations, 2015 is provided in a separate section and forms part of the Directors' Report.

#### **CHANGE IN NATURE OF BUSINESS, IF ANY.**

There are no changes in the nature of business in the financial year 2016-17.

#### **BOARD EVALUATION**

The Board of Directors have laid down the manner for carrying out an annual evaluation of its own performance, its various Committees and individual directors pursuant to the provisions of the Act and relevant Rules and the Corporate Governance requirements are in compliance with Regulation 17 of Listing Regulations, 2015. The performance of the Board was evaluated by the Board after seeking inputs from all the Directors on the basis of various criteria such as Board Composition, process, dynamics, quality of deliberations, strategic discussions, effective reviews, committee participation, governance reviews etc. The performance of the Committees was evaluated by the Board after seeking inputs from the Committee members on the basis of criteria such as Committee composition, process, dynamics, deliberation, strategic discussions, effective reviews etc. The Nomination and Remuneration Committee reviewed the performance of the individual Directors on the basis of the criteria such as transparency, analytical capabilities, performance, leadership, ethics and ability to take balanced decisions regarding stakeholders etc.

#### **NUMBER OF MEETINGS OF THE BOARD**

The details of the Board Meetings and other Committee Meetings held during the financial year 2016-17 are given in the separate section of Corporate Governance Report.

#### **BOARD COMMITTEES**

All Committees of the Board of Directors are constituted in line with the provisions of the Companies Act, 2013 and applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### **MANAGEMENT**

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

#### **DIRECTORS**

There was no change in composition of Board during the year.

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16 (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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 requirements of Regulation 25 of SEBI LODR Regulations, 2015, a person shall not serve as an independent director in more than seven listed entities: provided that any person who is serving as a whole time director in any listed entity shall serve as an independent director in not more than three listed entities. Further, independent directors of the listed entity shall hold at least one meeting in a year, without the presence of non-independent directors and members of the management and all the independent directors shall strive to be present at such meeting.

**DETAILS OF DIRECTORS / KMP APPOINTED AND RESIGNED DURING THE YEAR**

Sl. No.	Name	Designation	Date of Appointment	Date of Resignation
1	Madhu P. Dharewa	CS	-	15th Oct. 2016
2	Swati Gidra	CS	15th Oct 2016	-
3	Priyadarshni U. Gote	CFO	-	15th Oct. 2016
4.	Mayank Singh	CFO	15th Oct. 2016	

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

There are no 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**

To the best of knowledge and belief and according to the information and explanations obtained, your Directors make the following statement in terms of Section 134(3)(c) of the Companies Act, 2013:

1. that in the preparation of the Annual Accounts for the year ended March 31, 2017, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
2. the directors had selected 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 as at March 31, 2017 and of the profit of the Company for the year ended on that date;
3. that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. the annual accounts have been prepared on a going concern basis;

5. that the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
6. that the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

#### **INFORMATION TECHNOLOGY**

Innovation and Technology are synonymous with the Company. The investment in technology acts as a catalyst and enables the Company to be innovative.

#### **BUSINESS RISK MANAGEMENT**

Risk management is embedded in your Company's operating framework. Your Company believes that managing risks helps in maximizing returns. The Company's approach to addressing business risks is comprehensive and includes periodic review of such risks and a framework for mitigating controls and reporting mechanism of such risks. The risk management framework is reviewed periodically by the Board and the Audit Committee.

However the Company is not required to constitute Risk Management Committee under SEBI LODR Regulations, 2015.

#### **INTERNAL AUDIT AND INTERNAL FINANCIAL CONTROL AND ITS ADEQUACY**

Your Company has an Internal Control System, which is commensurate with the size, scale, scope and complexity of its operations. To maintain its objectivity and independence, an independent firm of Chartered accountants has been appointed as the Internal Auditors, who report to the Chairman of the Audit Committee of the Board.

The Internal Auditors monitor and evaluate the efficacy and adequacy of internal control system in your Company, its compliance with operating systems, accounting procedures and policies of your Company. Based on the report of the Internal Auditors placed before the Audit Committee, process owners undertake corrective action in their respective areas and thereby strengthen the controls. The internal controls have been reported by the Auditors to be adequate and effective during the year.

#### **VIGIL MECHANISM / WHISTLE BLOWER POLICY**

The Company has a Whistle Blower Policy to report genuine concerns or grievances. The Whistle Blower Policy has been posted on the website of the Company i.e. [www.nclfin.com](http://www.nclfin.com)

#### **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.

#### **AUDITORS**

##### **Statutory Auditors**

The Auditors M/s DBS & Associates (FRN 018627N), Chartered Accountants, Mumbai who are Statutory Auditors of the Company and holds the office until the conclusion of ensuing Annual General Meeting and are recommended for re-appointment to audit the accounts of the Company from the conclusion of the 32nd 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 (FRN 018627N); 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. Priti Agarwal, Company Secretaries in Practice (CP No.: 9937) to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit Report is annexed in this Annual Report as Annexure II.

#### **EXTRACT OF ANNUAL RETURN**

Pursuant to the provisions of Section 134(3)(a) of the Companies Act, 2013, extract of the Annual Return for the financial year ended 31st March, 2017 made under the provisions of Section 92(3) of the Act is attached as Annexure III to this report.

#### **PARTICULARS OF EMPLOYEES**

In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the same is not applicable to the Company as none of employee is drawing remuneration in excess of the limits set out in the said rules and thus no disclosure has been provided in this Annual Report.

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 by way of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2016 dated June 30, 2016 ("Amended Managerial Remuneration Rules, 2016"), the report is not applicable to the Company.

#### **DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT 2013 READ WITH RULES**

Pursuant to the requirements of Section 22 of Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act 2013 read with Rules thereunder, the Company has not received any complaint of sexual harassment during the year under review.

#### **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, as defined under section 134(3)(m) of the Companies Act, 2013 read with Rule, 8(3) 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**

As per Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate section on corporate governance practices followed by the Company, together with a certificate from the Company's Auditors confirming compliance forms an integral part of this Report.

#### **CAUTIONARY STATEMENT**

Statements in this Directors' Report and Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied.

#### **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.

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

Mumbai, May 29, 2017

By order of the Board  
For **NCL Research & Financial Services Limited**

**Vijay J. Poddar**  
(DIN : 00339268)  
*Managing Director*

## **MANAGEMENT DISCUSSIONS & ANALYSIS**

### **MACRO ECONOMIC ENVIRONMENT**

The macro-economic stability of the Indian economy improved in the first half of the current year, weathering global headwinds. Economic growth remained robust, current account balance improved despite continuing sluggishness in global demand, fiscal trends remained attuned to the consolidation plans and inflation remained broadly within the corridor. Economic growth was supported by good monsoon rains and better crop production, and, the expansion in Government expenditure due to payouts on account of the Seventh Pay Commission.

Various new initiatives were undertaken in this year as part of the economic reforms of the Government which include: the passage of Goods and Service Tax bill, the merger of railway budget with the general budget to allow for holistic planning and budgeting of transport infrastructure, advancing of the budget cycle by close-to-a-month, passage of the Insolvency and Bankruptcy Code 2016, formalization of the Monetary Policy Committee and instituting inflation targeting, changes in FDI policy regime with putting a large number of sectors on automatic route for FDI.

### **REVIEW OF OPERATIONS**

Gross revenue from operations during the year stood at Rs 735.19 lakh in comparison to last years' figure of Rs 466.94 lakh. The Net Profit/(Loss) after Tax for the year was of Rs (5.38) lakh in comparison to last years' Net Profit of Rs 8.46 lakh.

### **BUSINESS SEGMENT**

Our Company is one of the RBI registered NBFC. The Company is into the business of Finance and Investments and is carrying the 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 finance companies (NBFCs) form an integral part of the Indian financial system. They play an important role in nation building and financial inclusion by complementing the banking sector in reaching out credit to the unbanked segments of society, especially to the micro, small and medium enterprises (MSMEs), which form the cradle of entrepreneurship and innovation. NBFCs' ground-level understanding of their customers' profile and their credit needs gives them an edge, as does their ability to innovate and customize products as per their clients' needs. This makes them the perfect conduit for delivering credit to MSMEs.

Moreover, with the banking system clearly constrained in terms of expanding their lending activities, the role of NBFCs becomes even more important now, especially when the government has a strong focus on promoting entrepreneurship so that India can emerge as a country of job creators instead of being one of job seekers. Innovation and diversification are the important contributors to achieve the desired objectives.

### **THREATS & CONCERNS**

As newer business models (of the NBFCs) evolve, so must the regulations governing the NBFCs. In order for the NBFCs to realize their true potential in the economy, the regulatory framework must succeed in walking the thin line between under-regulation and over-regulation. With this objective, the Reserve Bank of India (RBI) has brought about a spate of reforms in the NBFC regulations. Regulations for smaller NBFCs that are not systemically important have been rationalized, while

systemically important NBFCs have been continuously strengthened to bring them on a par with the global standards. Some changes are also in the pipeline and should be rolled out soon. It will be interesting to see how the NBFC sector and the regulator work with each other to usher in an era of financial inclusion.

#### **HUMAN RESOURCE DEVELOPMENT**

The Company recognizes that its success is deeply embedded in the success of its human capital. During 2016-2017, 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 provision of the Companies Act, 2013 relating to CSR Initiatives are not applicable to the Company.

#### **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.

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 apart from suspending the trading in shares of the Company due to surveillance measure.

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Mumbai, May 29, 2017

By order of the Board  
For **NCL Research & Financial Services Limited**

**Vijay J. Poddar**  
(DIN : 00339268)  
*Managing Director*

**DETAILS OF RELATED PARTY TRANSACTIONS**

## DETAILS OF RELATED PARTY TRANSACTIONS

- A. (Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

All related party transactions entered during the year were in ordinary course of business and on arm's length basis and the same have been disclosed under Note No. 45 of the Notes to Financial Statements.

No material related party transactions arising from contracts/ arrangements with related parties referred to in the Section 188(1) of the Companies Act, 2013 were entered during the year by the Company. Accordingly, the disclosure of related party transactions as required under Section 134(3)(h) of the Companies Act, 2013 in Form AOC-2 is not applicable.

- B. Disclosures pursuant to Regulation 34(3) & 53(f) and Para A of Schedule V of SEBI (LODR) Regulations, 2015

Sl. No.	In the Account of	Disclosures of amount at the year end and the maximum amount of loans/advances/Investments outstanding during the year.	
1.	Holding Company	o Loans and advances in the nature of loans to subsidiaries by name and amount	Not Applicable
		o Loans and advances in the nature of loans to associates by name and amount	
		o Loans and advances in the nature of loans to Firms/Companies in which directors are interested by name and amount	
2.	Subsidiary	o Loans and advances in the nature of loans to subsidiaries by name and amount	
		o Loans and advances in the nature of loans to associates by name and amount	
		o Loans and advances in the nature of loans to Firms/Companies in which directors are interested by name and amount	
3.	Holding Company	o Investment by the loanee in the shares of parent Company and subsidiary Company has made a loan or advance in the nature of loan.	

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Mumbai, May 29, 2017

By order of the Board  
For **NCL Research & Financial Services Limited**

**Vijay J. Poddar**  
(DIN : 00339268)  
Managing Director

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

**FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH 2017**

[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, 2017, 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, 2017 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, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - 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 (Share Based Employee Benefits) Regulations, 2014; (Not applicable to the Company during audit period);
  - f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - g) 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;

- h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not relevant / applicable, since there is no delisting of equity shares during the financial year)
  - i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not relevant / applicable, since there is no delisting of equity shares during the financial year)
6. Other laws applicable specifically to the company namely:
- a) Secretarial Standards issued by The Institute of Company Secretaries of India.
  - b) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; (with effect from December 1, 2015).
  - c) Reserve Bank of India Act, 1934 and the rules made there under to the extent of provisions applicable to Non-Banking Financial Companies and Regulations made thereunder;
  - d) Provident Fund Act 1952; and
  - e) Maharashtra Shop and Establishment Act 1948.

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 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) Merger / amalgamation / reconstruction etc.
- d) Foreign technical collaborations.

For **A. L. Associates**  
*Practicing Company Secretaries*  
**CS Priti Agarwal**  
*Partner*

Place : Kolkata  
Date : May 29, 2017

Membership No. 26513, C. P. No. 9937

**Annexure A to the Secretarial Audit Report**

The Members,  
M/s. NCL Research & Financial Services Limited Mumbai

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the Secretarial records. The verification was done on test check basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis of our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test check basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **A. L. Associates**  
*Practicing Company Secretaries*  
**CS Priti Agarwal**

Place : Kolkata  
Date : May 29, 2017

*Partner*  
Membership No. 26513, C. P. No. 9937

**EXTRACT OF ANNUAL RETURN**

As on the financial year ended on 31st March, 2017

[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**

<b>I. REGISTRATION AND OTHER DETAILS</b>	
CIN	L65921MH1985PLC284739
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	Bhagyodaya Building, 3rd Floor 79, N. M. Road, Fort, Mumbai-400 023 Tel : +91 22 22703249
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 Kolkata - 700026 Tel : +91 33-2220 1043

<b>II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY</b>		
All the business activities contributing 10% or more of the total turnover of the Company		
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%

<b>III. DETAILS OF SUBSIDIARY / ASSOCIATE / HOLDING COMPANIES</b>				
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) SHARE HOLDING PATTERN (Equity Share Capital Breakup as % of Total Equity)

## Category-wise Share Holding

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	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual / HUF	4062500	-	4062500	2.79	4062500	-	4062500	2.79	-
b) Central Govt. (s)	-	-	-	-	-	-	-	-	-
c) State Govt. (s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	-	-	-	-	-	-	-	-	-
e) Banks / FIs	-	-	-	-	-	-	-	-	-
f) Any Other .....	-	-	-	-	-	-	-	-	-
<b>Sub Total A(1)</b>	<b>4062500</b>	<b>-</b>	<b>4062500</b>	<b>2.79</b>	<b>4062500</b>	<b>-</b>	<b>4062500</b>	<b>2.79</b>	<b>-</b>
<b>(2) Foreign</b>									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other - Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Banks / FIs	-	-	-	-	-	-	-	-	-
e) Any Other .....	-	-	-	-	-	-	-	-	-
<b>Sub Total A(2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total Shareholding of Promoters (A1) + (A2)</b>	<b>4062500</b>	<b>-</b>	<b>4062500</b>	<b>2.79</b>	<b>4062500</b>	<b>-</b>	<b>4062500</b>	<b>2.79</b>	<b>-</b>
<b>B. Public Shareholding</b>									
<b>(1) Institutions</b>									
a) Mutual Funds / UTI	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt. (s)	-	-	-	-	-	-	-	-	-
d) State Govt. (s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (Specify)	-	-	-	-	-	-	-	-	-
<b>Sub Total B(1)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>(2) Non-Institutions</b>									
a) Bodies Corporate									
i. Indians	119060064	12974325	132034389	90.80	115277259	12974325	128251584	88.19	2.61
ii. Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i. Individual Shareholders holding nominal share capital up to Rs 2 lakh	1224636	32900	1257536	0.86	1225496	32900	1258396	0.87	0.01
ii. Individual Shareholders holding nominal share capital in excess of Rs 2 lakh	6714775	1355000	8069775	5.55	10496450	1355000	11851450	8.15	2.60
c) Others (Specify)									
i. Clearing Members	-	-	-	-	-	-	-	-	-
ii. NRI	800	-	800	0.00	1070	-	1070	0.00	0.00
<b>Sub Total B(2)</b>	<b>127000275</b>	<b>14362225</b>	<b>141362500</b>	<b>97.21</b>	<b>127000275</b>	<b>14362225</b>	<b>141362500</b>	<b>97.21</b>	<b>-</b>
<b>Total Public Shareholding B = B(1) + B(2)</b>	<b>127000275</b>	<b>14362225</b>	<b>141362500</b>	<b>97.21</b>	<b>127000275</b>	<b>14362225</b>	<b>141362500</b>	<b>97.21</b>	<b>-</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Grand Total (A+B+C)</b>	<b>131062775</b>	<b>14362225</b>	<b>145425000</b>	<b>100.00</b>	<b>131062775</b>	<b>14362225</b>	<b>145425000</b>	<b>100.00</b>	<b>-</b>

**ii) Shareholding of Promoters**

Shareholders Name	Shareholding at the beginning of year			Shareholding during and at the end of the year			% change in Share holding 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	4062500	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	4062500	2.79	4062500	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		Date wise increase/ decrease in Shareholding	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 Private Limited	82,56,800	5.68	Not Any	82,56,800	5.68
Venera IT Marketing Pvt. Ltd	22,63,450	1.56	Refer Note 1 below	72,64,250	5.00
Sankatsathi Agencies Private Limited	6,906,075	4.75	Not Any	69,06,075	4.75
Overload Financial Advisory Pvt. Ltd.	6,292,350	4.33	Not Any	62,92,350	4.33
Looklike Trade Private Limited	5,693,625	3.92	Not Any	56,93,625	3.92
Everstrong Vincom Pvt Ltd	5,419,825	3.73	Not Any	54,19,825	3.73
Swadhinata Vintrade Private Limited	5,402,175	3.71	Not Any	54,02,175	3.71
Venera Property Pvt. Ltd.	0	0.00	Refer Note 1 below	51,92,275	3.57
Polpik Traders Private Limited	1,58,400	0.11	Refer Note 1 below	45,18,175	3.11
Core Commodities Private Limited	4,481,550	3.08	Not Any	44,81,550	3.08

Note 1 : The Company does not procure Beneficiary Positions (BENPOS) on daily basis from Depositories and due to this reason the Company is unable to provide details of date wise change in Shareholding of top 10 shareholders during the current financial year.

## v) Shareholding of Directors and Key Managerial Personnel

For Each of Directors & KMP	Shareholding at the beginning of the year		Shareholding during and at the end of the year	
	No. of Shares	% of total shares of the Company	No. of Shares of the Company	% of total shares
<b>Vijay Jaideo Poddar</b>				
At the beginning of the year .....	4062500	2.79	4062500	2.79
Date wise Increase/Decrease in shareholding during	Not Any			

## v) INDEBTEDNESS

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

	Secured Loans Excluding deposits Rs in Lac	Unsecured Loans Rs in Lac	Deposits Rs in Lac	Total Indebtedness Rs in Lac
<b>Indebtedness at the beginning of the financial year</b>				
i. Principal Amount	Nil	Nil	Nil	Nil
ii. Interest due but not Paid	Nil	Nil	Nil	Nil
iii. Interest Accrued but not due	Nil	Nil	Nil	Nil
<b>Change in Indebtedness during the financial year</b>				
• Addition	Nil	Nil	Nil	Nil
• Reduction	Nil	Nil	Nil	Nil
<b>Indebtedness at the end of the financial year</b>				
i. Principal Amount	Nil	Nil	Nil	Nil
ii. Interest due but not Paid	Nil	Nil	Nil	Nil
iii. Interest Accrued but not due	Nil	Nil	Nil	Nil
<b>Total (i+ii+iii)</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

No.	Particulars of Remuneration	Vijay Jaideo Poddar, MD	Madhu P Dharewa, CS	Priyadarshini Gote, CFO	Mayank Singh, CFO	Swati Gidra, CS
1.	Gross Salary	Nil	Rs 2,64,000	Rs 3,00,000	Rs 1,06,267	Rs 35,000
2.	Value of Perquisites	Nil	Nil	Nil	Nil	Nil
3.	Stock Options	Nil	Nil	Nil	Nil	Nil
4.	Sweat Equity	Nil	Nil	Nil	Nil	Nil
5.	Commission	Nil	Nil	Nil	Nil	Nil
6.	Others (Please specify)	Nil	Nil	Nil	Nil	Nil

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**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 Punishment Compounding			No Instance		
B. Directors					
Penalty Punishment Compounding			No Instance		
C. Other Officers in Default					
Penalty Punishment Compounding			No Instance		

## Annexure to the Directors' Report

### CORPORATE GOVERNANCE

Pursuant to Regulation 34(3) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations") along with other requirements as specified in Schedule V of these regulations, Compliance with the requirements of Corporate Governance is set out below.

### COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company's governance philosophy is based on trusteeship, transparency and accountability. As a corporate citizen, our business fosters a culture of ethical behavior and disclosures aimed at building trust of our stakeholders. The Company's Code of Business Conduct and Ethics, Internal Code of Conduct for Regulating, Monitoring and Reporting of Trades by Insiders and the Charter-Business for Peace are an extension of our values and reflect our commitment to ethical business practices, integrity and regulatory compliances.

The Company's governance framework is based on the following principles:

1. Appropriate composition and size of the Board, with each member bringing in expertise in their respective domains;
1. Timely disclosure of material operational and financial information to the stakeholders;
1. Availability of Information to the members of the Board and Board Committees to enable them to discharge their fiduciary duties;
1. Systems and processes in place for internal control; and
1. Proper business conduct by the Board, Senior Management and Employees.

### 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, 2017, 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 Cos
Vijay J. Poddar*	Chairman & Managing Director	00339268	30th Jan. 2008	Nil	Nil	Nil
Goutam Bose	Independent Director	02504803	25th July 2009	2	Nil	1
L. N. Sharma	Independent Director	00356855	25th July 2009	7	5	5
Puspa Devi Saraswat	Independent Director	05165143	27th March 2015	Nil	Nil	1

\*Chairman of the Board

#### NOTES:

1. Directorships exclude Private Limited Companies, Foreign Companies and Section 8 Companies.
2. Chairmanship/Membership of Committee only includes Audit Committee and Stakeholders' Relationships Committee in Indian Public Limited companies other than M/s. NCL Research & Financial Services Limited.
3. Members of the Board of the Company do not have membership of more than ten Board-level Committees or Chairperson of more than five such Committees.
4. No Directors are related with each other.
5. Details of Director(s) retiring or being re-appointed are given in notice to Annual General Meeting.

#### 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 Regulation 16(b) of Listing Regulations. Further, none of the Independent Director is serving more than seven listed companies. A formal letter of appointment to Independent Director as provided in Companies Act, 2013 and the Listing Regulations has been issued and draft of the same has been disclosed on website of the Company.

#### Board Meetings

The Board meets at regular intervals to discuss and decide on business strategies/policies and review the financial performance of the Company and its subsidiaries. The Board Meetings are pre-scheduled and a tentative annual calendar of the Board is circulated to the Directors well in advance to facilitate the Directors to plan their schedules. In case of business exigencies, the Board's calls the meeting as pre requirements of prevailing Act.

The notice and detailed agenda along with the relevant notes and other material information are sent in advance separately to each Director and in exceptional cases tabled at the Meeting with the approval of the Board. This ensures timely and informed decisions by the Board. The Board reviews the performance of the Company.

**Information placed before the Board**

The Company provides the information as set out in Regulation 17 read with Part A of Schedule II of Listing Regulations to the Board and the Board Committees to the extent it is applicable and relevant. Such information is submitted either as part of the agenda papers in advance of the respective meetings or by way of presentations and discussions during the meeting.

**Post Meeting Mechanism**

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

**Board Support**

The Company Secretary attends the Board meetings and advises the Board on Compliances with applicable laws and governance.

**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, requirements of Listing Regulations, 2015 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 9 times on 16th May, 28th May, 11th August, 16th August, 30th September, 22nd October, 10th November and on 7th December in year 2016 and on 13th February in the year 2017 during the financial year 2016-2017.

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	9
Goutam Bose	Independent Director	Yes	9
L. N. Sharma	Independent Director	Yes	9
Puspa Devi Saraswat	Independent Director	Yes	9

\*Chairman of the Board

**AUDIT COMMITTEE**

Audit Committee of the Board of Directors ("the Audit Committee") is entrusted with the responsibility to supervise the Company's internal controls and financial reporting process. The composition, quorum, powers, role and scope are in accordance with Section 177 of the Companies Act, 2013 and the provisions of Regulation 18 of the Listing Regulations. All members of the Audit Committee are

financially literate and bring in expertise in the fields of Finance, Taxation, Economics, Risk and International Finance. It functions in accordance with its terms of reference that defines its authority, responsibility and reporting function.

#### **TERMS OF REFERENCE**

The Audit Committee inter alia performs the functions of approving Annual Internal Audit Plan, review of financial reporting system, internal controls system, discussion on financial results, interaction with Statutory and Internal Auditors, one-on-one meeting with Statutory and Internal Auditors, recommendation for the appointment of Statutory Auditors and their remuneration, recommendation for the appointment and remuneration of Internal Auditors, Review of Business Risk Management Plan, Management Discussions and Analysis, Review of Internal Audit Reports, significant related party transactions. The Company has framed the Audit Committee Charter for the purpose of effective compliance of provisions of section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations. In fulfilling the above role, the Audit Committee has powers to investigate any activity within its terms of reference, to seek information from employees and to obtain outside legal and professional advice.

#### **FUNCTIONS OF AUDIT COMMITTEE**

The Audit Committee, while reviewing the Annual Financial Statements also reviews the applicability of various Accounting Standards (AS) referred to in Section 133 of the Companies Act, 2013. Compliance of the Accounting Standards as applicable to the Company has been ensured in the preparation of the Financial Statements for the year ended March 31, 2017.

The Audit Committee bridges the gap between the Internal Auditors and the Statutory Auditors. To ensure good Governance, the Company has been rotating Partners of Statutory Auditors. The Statutory Auditors are responsible for performing Independent audit of the Company's financial statements in accordance with the generally accepted auditing practices and issuing reports based on such audits, while the Internal Auditors are responsible for the internal risk controls.

Besides the above, Chairman and Managing Director, Chief Financial Officer, the representatives of the Statutory Auditors and the Internal Auditors are permanent invitees to the Audit Committee Meetings. The Company Secretary acts as a Secretary to the Committee as required by Regulation 18(1)(e) of the Listing Regulations.

The Company follows best practices in financial reporting. The Company has been reporting on quarterly basis, the Un-audited Financial Results as required by the Regulation 33 of the Listing Regulations. The Company's quarterly Un-audited Standalone Financial Results are made available on the web-site [www.nclfin.com](http://www.nclfin.com) and are also sent to the Stock Exchanges where the Company's equity shares are listed for display at their respective websites.

The Audit Committee also oversees and reviews the functioning of a vigil mechanism (implemented in the Company as Whistle Blower Policy) and reviews the finding of investigation into cases of material nature and the actions taken in respect thereof.

#### **INTERNAL CONTROLS AND GOVERNANCE PROCESSES**

The Company continuously invests in strengthening its internal control and processes. The Audit Committee along with the CFO formulates a detailed plan to the Internal Auditors for the year, which is reviewed at the Audit Committee Meetings. The Internal Auditors attend the meetings of Audit Committee at regular intervals and submit their recommendations to the Audit Committee and provide a road map for the future.



**CONSTITUTION AND MEETINGS OF AUDIT COMMITTEE**

The members of Audit Committee met eight times on 16th May, 28th May, 11th August, 30th September, 22nd October, 10th November and 7th December in year 2016 and on 13th February in the year 2017 during the financial year ended on 31st March 2017.

Name	Number of Meetings Held	Meetings Attended
Mr. Vijay J. Poddar	8	8
Mr. Goutam Bose*	8	8
Mr. L. N. Sharma	8	8

\* Chairman of the Committee

**NOMINATION AND REMUNERATION COMMITTEE**

The Nomination and Remuneration Committee consists of three Non-executives, Independent Directors. All members of the Nomination and Remuneration Committee are financially literate and they have accounting or related financial management expertise. The Composition of Remuneration and Nomination Committee is pursuant to the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of Listing Regulations.

**Terms of Reference**

The Board has framed the Remuneration and Nomination Committee Charter which ensure effective Compliance of Section 178 of the Companies Act, 2013 and Regulation 19 of Listing Regulations, which are as follows:

- Reviewing the overall compensation policy, service agreements and other employment conditions of Managing/Whole-time Director(s) and Senior Management (one level below the Board);
- to help in determining the appropriate size, diversity and composition of the Board;
- to recommend to the Board appointment/reappointment and removal of Directors;
- to frame criteria for determining qualifications, positive attributes and independence of Directors;
- to recommend to the Board remuneration payable to the Directors (while fixing the remuneration to Executive Directors the restrictions contained in the Companies Act, 2013 is to be considered);
- to create an evaluation framework for Independent Directors and the Board;
- to provide necessary reports to the Chairman after the evaluation process is completed by the Directors;
- to assist in developing a succession plan for the Board;
- to assist the Board in fulfilling responsibilities entrusted from time-to-time;
- Delegation of any of its powers to any Member of the Committee or the Compliance Officer.

**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 paid by way of salary, allowances, perquisites, amenities and retirement benefits.

#### **PERFORMANCE EVALUATION**

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17 of the Listing Regulations, the Board has carried out the annual evaluation of its own performance, its Committees and Directors individually. A structured questionnaire was prepared after circulating the draft forms, 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.

The performance evaluation of the Chairman and Managing Director and the Non Independent Directors was carried out by the Independent Directors. The Directors express their satisfaction with the evaluation process.

#### **Constitution and Meetings of Nomination & Remuneration Committee**

The members of Nomination & Remuneration Committee met four times on 16th May, 30th September, 22nd October and 7th December in year 2016 during the financial year ended on 31st March 2017.

Name	Number of Meetings Held	Meetings Attended
Mr. L. N. Sharma*	4	4
Mr. Goutam Bose	4	4
Mrs. Puspa Devi Saraswat	4	4

\* Chairman of the Committee

#### **STAKEHOLDERS' RELATIONSHIP COMMITTEE**

The Stakeholder's Relationship Committee is constituted in line with the provisions of Regulation 20 of the SEBI LODR Regulations 2015, read with Section 178 of the Act and rules made thereunder.

#### **Terms of Reference**

The Board has clearly defined the terms of reference for this committee, which generally meets once a month. The Committee looks into the matters of Shareholders / Investors grievances along with other matters listed below:

- approval of transfer of shares/debentures and issue of duplicate/split/consolidation/sub-division of share/ debenture certificates;
- opening/modification of operation and closing of bank accounts;
- grant of special/general Power of Attorney in favour of employees of the Company from time to time in connection with the conduct of the business of the Company particularly with Government and Quasi-Government Institutions; to fix record date/book closure of share/debenture transfer book of the Company from time to time;
- to appoint representatives to attend the General Meeting of other companies in which the Company is holding shares;
- to change the signatories for availment of various facility from Banks/Financial Institutions;
- to carry out any other duties that may be delegated to the Committee by the Board of Directors from time-to-time.

The Secretarial Department of the Company and the Registrar and Share Transfer Agent, ABS Consultants Private Limited attend to all grievances of the shareholders received directly or through SEBI, Stock Exchanges, Ministry of Corporate Affairs, Registrar of Companies, etc. The Minutes of the Stakeholders' Relationship Committee Meetings are circulated to the Board and 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 updated telephone numbers and e-mail addresses to facilitate prompt action.

**Compliance Officer**

The Company has appointed Ms. Swati Agarwal, Company Secretary as a Compliance Officer within the meaning of Regulation 6 of Listing Regulations.

**Composition of Committee and Meetings attended**

During the year, four meetings of the Stakeholders' Relationship Committee were held on 16th May, 11th August, and 10th November in year 2016 and on 13th February in the year 2017 during the financial year ended on 31st March 2017.

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	4
Mr. Vijay Poddar	Member	Executive Director	4
Mr. Goutam Bose	Member	Independent, Non-Executive	4

**Details of Shareholders' Complaints**

There was Nil Complaint pending at the beginning of the Financial Year. During the year the Company did not receive any complaint from any of the shareholders. Further, there was no pending complaint at the close of the financial year.

As required under Regulation 40(9) of Listing Regulations, 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 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**

During the year under review, the Independent Directors met on March 27, 2017, 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
31st Annual General Meeting	30th September 2016, 12.50 PM	Ramee Guest Line Hotel, 462, A. B. Nair Road, Opp. Sun-N-Sand Hotel, Juhu, Vile Parle (W), Mumbai-400 049
30th Annual General Meeting	26th September 2015, 11.00 AM	Registered Office
29th Annual General Meeting	15th September 2014, 10.30 AM	Registered Office

**LOCATION AND TIME OF EXTRA-ORDINARY GENERAL MEETINGS :**

No Extra-Ordinary General Meeting was being held during last three financial years.

**PASSING OF RESOLUTION BY 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:**

Company has passed following Special Resolution in Pursuance of the prevailing Laws, Rules, Regulations, Guidelines, and Standards ect. During following Annual General Meetings –

Details of Annual General Meeting	Subject matter of Special Resolution
29th Annual General Meeting	To Increase Authorised Capital from Rs. 7.00 Crore to Rs. 30.00 Crore and to amend Memorandum of Association of the Company.
30th Annual General Meeting	Adoption of New set of Articles of Association of the Company as per Section 14 of the Companies Act, 2013.
31st Annual General Meeting	Change in Place of keeping RTA/Shareholders Records

**BOARD DISCLOSURES**

Compliance with Governance Framework

The Company is in compliance with all mandatory requirements under Listing Regulations, 2015.

**STRICTURES AND PENALTIES**

No strictures or penalties have been imposed on the Company by any of the Stock Exchanges or by the Securities and Exchange Board of India (SEBI) or by any Statutory Authority on any matters related to capital markets 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**

Risk management is embedded in your Company's operating framework. Your Company believes that managing risks helps in maximizing returns. The Company's approach to addressing business risks is comprehensive and includes periodic review of such risks and a framework for mitigating controls and reporting mechanism of such risks. The risk management framework is reviewed periodically by the Board and the Audit Committee.

**SEBI / STOCK EXCHANGE COMPLIANCE**

The Company has complied with all requirements of the Listing Agreement entered into in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 (The PIT Regulations); with Stock Exchanges and also Listing Regulations (effective from 1st December 2015). 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 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, 2015) 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** : As stipulated by SEBI, a qualified Practicing Company Secretary carries out Secretarial Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges where the company's shares are Listed the audit confirms that the total Listed and Paid-up Capital is in agreement with the aggregate of the total number of shares in dematerialized form (held with NSDL and CDSL) and total number of shares in physical form.

#### **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**

Pursuant to Section 177(9) and (10) of the Companies Act, 2013, and Regulation 22 of the Listing Regulations, the Company has formulated Whistle Blower Policy for vigil mechanism of Directors and employees to report to the management about the unethical behavior, fraud or violation of Company's Code of Conduct. The mechanism provides for adequate safeguards against victimization of employees and Directors who use such mechanism and makes provision for direct access to the chairperson of the Audit Committee in exceptional cases. None of the personnel of the Company has

been denied access to the Audit Committee. The Whistle Blower Policy is displayed on the Company's website viz. [www.nclfin.com](http://www.nclfin.com)

#### **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 Regulations.
- The approved financial results are forthwith sent to the Stock Exchanges and are published in a national English newspaper and in local language (Hindi / Marathi) newspaper, within forty-eight hours of approval thereof. Presently the same are not sent to the shareholders separately.
- The Company's financial results and official press releases are displayed on the Company's Website- [www.nclfin.com](http://www.nclfin.com).
- Any presentation made to the institutional investors or/and analysts are also posted on the Company's website.
- Management Discussion and Analysis forms part of the Annual Report, which is sent to the shareholders of the Company and is also placed on the Company's website: [www.nclfin.com](http://www.nclfin.com) and can be downloaded.
- The quarterly results, shareholding pattern, quarterly compliances and all other corporate communication to the Stock Exchanges viz. BSE Limited are filed electronically. The Company has complied with filing submissions through BSE's BSE Listing Centre.
- 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.
- A separate dedicated section under 'Investors' 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**

Adoption of non-mandatory requirements of Listing Regulations is being reviewed by the Board from time-to-time.

#### **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 32nd Annual General Meeting for the financial year ended on 31st March 2017 is as follows :-

- Date : Monday, 25th September, 2017  
Time : 11.30 A.M.  
Venue : Bhagyodaya Building, 3rd Floor  
79, N. M. Road, Fort, Mumbai-400 023



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

**c. Future Calendar for the year ended 31st March 2018 :**

Subject Matter	Tentative Date
Financial Reporting of 1st Quarter ended on 30th June 2017	Mid of August, 2017
Financial Reporting of 2nd Quarter ended on 30th September 2017	Mid of November, 2017
Financial Reporting of 3rd Quarter ended on 31st December 2017	Mid of February 2018
Financial Reporting of 4th Quarter ended on 31st March 2018	During May 2018
Date of Annual General Meeting	During September 2018

**d. Date of Book Closure** : September 19 to September 25, 2017. (Both days inclusive)

**e. Dividend Payment** : No Dividend has been recommended for the year.

**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	Rs 0.50	Rs 10.00

**g. Unclaimed Dividend / Share Certificates**

Pursuant to the provisions of Section 124(5) of the Companies Act, 2013, if the dividend transferred to the Unpaid Dividend Account of the Company remains unpaid or unclaimed for a period of seven years from the date of such transfer then such unclaimed or unpaid dividend shall be transferred by the company along with interest accrued, if any to the Investor Education and Protection Fund ('the IEPF'), a fund established under sub-section (1) of section 125. The details of unclaimed/unpaid dividend are available on the website of the Company viz. [www.nclfin.com](http://www.nclfin.com)

Section 124(6) of the Companies Act, 2013 mandates transfer of all those shares, in respect of which Unpaid or Unclaimed dividend has been transferred by the Company to the IEPF.

Details of Unclaimed Dividend and Due Dates for transfer are as follows as on March 31, 2017:

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	Rs 729217/-	14th September 2021

Further, as required to be disclosed under Regulation 34(3) read with Schedule V of Listing Regulations, 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 the current financial year.

**h. Listing of Shares** : BSE Limited (BSE)

**i. Listing Fees** : Annual Listing Fees to BSE for FY 2016-2017 have been paid.

**j. Stock Code & ISIN** : 530557, Demat ISIN No. in NSDL & CDSL-INE132F01020

**k. Market Price Data** :

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. Further the BSE has lift suspension from the trading in Equity Shares of the Company w.e.f. 10th April 2017 vide its notice 20170405-28 dated 5th April 2017.



**I. 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

**m. 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.

**n. Distribution Schedule as on 31st March 2017**

No. of Equity Shares	No. of Share Holders	% of Share Holders	Total No. of Shares Held	% of Share Holding
1-500	303	47.87	56190	0.04
501-1000	60	9.48	48846	0.03
1001-2000	38	6.00	59034	0.04
2001-3000	22	3.48	55894	0.04
3001-4000	9	1.42	32402	0.02
4001-5000	12	1.90	57900	0.04
5001-10000	10	1.58	73789	0.05
10001-50000	48	7.58	1332103	0.92
50001-100000	17	2.69	1249110	0.86
100001 and Above	114	18.01	142459732	97.96
Total....	633	100.00	145425000	100.00

**o. Shareholding Pattern as on 31st March 2017**

Categories	No. of Shares	% of Shareholding
Promoters, Directors, Relatives & Person acting in concert	4062500	2.79
Indian Bank	0	0.00
Others (NRI)	1070	0.00
Private Corporate Bodies	128251584	88.19
Indian Public	13109846	9.02
Total .....	145425000	100.00

**p. 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 2017, 89.84% Equity Shares of the Company of public category are in dematerialized form.

**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 :**

No Fund has been raised during last three financial years.

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

Not Applicable.

**x. Investors' Correspondence**

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

**y. 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.

**z. 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

### CEO / CFO CERTIFICATION

We the undersigned, in our respective capacities as Managing Director and Chief Financial Officer of M/s. NCL Research & Financial Services Limited ("the Company") to the best of our knowledge and belief certify that:

- (a) We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief, we certify that:
  - (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) We further state that 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, if any, in internal control over financial reporting during the year;
  - (ii) significant changes, if any, 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 & Financial Services Ltd.**

S/d-

**Mayank Singh**

*Chief Financial Officer*

Mumbai, May 29, 2017

For **NCL Research & Financial Services Ltd.**

S/d-

**Vijay Jaideo Poddar** (DIN : 00339268)

*Chairman & Managing Director*

### ANNUAL CERTIFICATE UNDER REGULATION 26(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

As provided under Regulation 26(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all Board Members and Senior Management Personnel have affirmed compliance with M/s. NCL Research & Financial Services Limited, Code of Business Conduct and Ethics for the year ended March 31, 2017.

For **NCL Research & Financial Services Ltd.**

S/d- **Vijay Jaideo Poddar**

(DIN : 00339268)

*Chairman & Managing Director*

Mumbai, May 29, 2017

## AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of NCL Research and Financial Services Limited

We have examined the compliance of conditions of Corporate Governance by M/s. NCL Research & Financial Services Ltd. (The Company), for the year ended March 31, 2017 as stipulated in Regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (collectively referred to as "SEBI Listing Regulations, 2015").

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination was carried out in accordance with the Guidance Note on Certification of Corporate Governance, issued by the Institute of Chartered Accountants of India and was limited to 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 opinion on the financial statements 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 SEBI Listing Regulations, 2015.

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

Place : Mumbai  
Date : May 29, 2017

For **DBS & Associates**  
*Chartered Accountants*  
FRN : 018627N  
**Roxy Teniwal**  
*Partner*  
Membership No. 141538

## **INDEPENDENT AUDITORS' REPORT**

To

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

1. We have audited the accompanying financial statements of M/s. NCL Research & Financial Services Limited, which comprise the Balance Sheet as at 31st March, 2017, 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**

2. The Company's Board of Directors is responsible for the matters 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, financial performance and cash flows 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 the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the 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 internal financial control, 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**

3. Our responsibility is to express an opinion on these financial statements based on our audit.
4. 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.
5. We conducted our audit in accordance with the Standards on Auditing specified under section 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.
6. 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 of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. 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.
7. 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**

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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 statement of affairs of the company as at 31st March 2017, and its loss and its cash flow for the year ended on that date In our opinion and to the best of our information and according

to the explanations given to us, the aforesaid 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 statement of affairs of the company as at 31st March 2017, and its loss and its cash flow for the year ended on that date.

#### **Report on Other Legal and Regulatory Requirements**

9. As required by the Companies (Auditor's Report) Order, 2016 ('the Order') issued by the Central Government of India in terms of sub section (11) of section 143 of the Act, we give in the Annexure "A" statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
10. 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 purposes 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, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement comply with the Accounting Standards referred to in section 133 of the Companies Act, 2013, read with rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of written representations received from the directors as on 31 March, 2017, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2017, from being appointed as a director in terms of Section 164(2) of the Act.
  - f) With respect to the adequacy of the internal financial control over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in 'Annexure B'; and
  - g) With respect to the other matters included in the Auditor's Report and to our best of our information and according to the explanations given to us:
    - i The Company has disclosed the impact of pending litigations on its financial position in its financial statements;
    - ii The Company does not have any long-term contracts including derivatives contracts for which any provision is required;
    - iii The Company is not required to transfer amounts to the Investor Education and Protection Fund.
    - iv The Company has provided requisite disclosures in its financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8 November, 2016 to 30 December, 2016 and these are in accordance with the books of accounts maintained by the Company. Refer Note 18.6 to the standalone Ind AS financial statements.

**For DBS & Associates**

*Chartered Accountants*

FRN : 018627N

**Roxy Teniwal**

*Partner*

Membership No. 141538

Place : Mumbai  
Date : May 29, 2017

**ANNEXURE A TO INDEPENDENT AUDITORS' REPORT**

Referred to in paragraph 9 of the Independent Auditors' Report of even date to the members of M/s. NCL Research & Financial Services Limited on the standalone financial statements for the year ended March 31, 2017 –

- 1) a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;  
b) These fixed assets have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification, the same have been properly dealt with in the books of account;
- 2) a) The management has conducted physical verification of inventory at reasonable intervals during the year.  
b) The procedures of physical verification of inventory 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 is maintaining proper records of inventory and no material discrepancies were noticed on physical verification.
- 3) The Company has not granted any loan to any parties covered in the register maintained under section 189 of the Companies Act, 2013. Hence clauses (b) & (c) are not applicable.
- 4) The Company has not granted loans or made investment or given any guarantee or security as covered in the provisions of section 185 and 186 of the Companies Act, 2013 therefore, Clause (IV) of the order is not applicable to the company.
- 5) The Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified.
- 6) The requirement of maintaining Cost Records as specified by the Central Government under section 148(1) of the Companies Act, 2013 is not applicable to the company.
- 7) a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty, cess and other material statutory dues applicable to it.  
b) According to the information and explanations given to us, no disputed amounts payable in respect of provident fund, investor education and protection fund, employees' state insurance, income-tax, wealth-tax, service tax, customs duty, excise duty cess and other material statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.  
c) The Company is not required to transfer any funds to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act.
- 8) The Company has not taken loan from any financial institution or bank therefore, Clause (VIII) of the order is not applicable to the company.
- 9) According to the information and explanations given to us, the Company has not raised any money by way of initial public offer or further public offer, hence not commented upon.
- 10) Based on the Audit procedures performed for the purpose of reporting the true and fair view of financial statements and according to the information and explanations provided to us, we report



that no material fraud by the Company or on the Company by the officers and employees of the Company has been noticed or reported during the year.

- 11) According to the information and explanations given to us, the managerial remuneration has been paid and provided in accordance with the requisite approvals mandated by the provisions of Section 197, read with Schedule V of the Act.
- 12) In our opinion, the Company is not a nidhi company. Therefore the provisions of Clause 3(xii) of the order are not applicable to the Company and hence not commented upon.
- 13) According to the information and explanations given to us, transactions with related parties are in compliances with section 177 and 188 of the Act where applicable and details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.
- 14) According to the information and explanations given to us, and on overall examination of Balance Sheet, the Company has not made any Preferential Allotment or private placement of Shares or fully or partly convertible debentures during the year and hence, reporting requirements under clause 3(xiv) are not applicable to the Company, and not commented upon.
- 15) According to the information and explanations given to us, the Company has not entered into any non-cash transactions with Directors or persons connected with him.
- 16) The Company is already registered under section 45-IA of the Reserve Bank of India Act, 1934.

Place : Mumbai  
Date : May 29, 2017

For **DBS & Associates**  
*Chartered Accountants*  
FRN : 018627N  
**Roxy Taniwal**  
*Partner*  
Membership No. 141538

## **ANNEXURE B TO INDEPENDENT AUDITORS' REPORT**

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of NCL RESEARCH & FINANCIAL SERVICES LIMITED ("the Company") as of March 31, 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors' judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that

transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India

Place : Mumbai  
Date : May 29, 2017

**For DBS & Associates**  
*Chartered Accountants*  
FRN : 018627N  
**Roxy Teniwal**  
*Partner*  
Membership No. 141538

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**Financial Statements for the year  
2016-2017**

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**Balance Sheet as at 31 March, 2017**

(All amounts in Rupees, except share data and unless otherwise stated)

Particulars	Refer Note No.	31st March, 2017	31st March, 2016
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds</b>			
Share Capital	1	29,08,50,000	29,08,50,000
Reserves and Surplus	2	32,58,81,093	32,64,56,703
<b>Non-Current Liability</b>			
Deffered Tax Liabilities (Net)	3	–	–
<b>Current liabilities</b>			
Trade payables	4	9,02,500	3,28,520
Other Current Liabilities	5	48,850	50,874
Short term Provisions	6	12,60,666	12,26,137
<b>TOTAL</b>		<b>61,89,43,109</b>	<b>61,89,12,234</b>
<b>ASSETS</b>			
<b>Non-current assets</b>			
Fixed Assets			
Tangible Assets	7	2,51,248	2,78,278
Deffered Tax Assets(Net)	8	3,57,815	2,27,098
<b>Current assets</b>			
Inventory	9	53,62,650	3,59,33,100
Current Investment	10	6,25,00,000	–
Trade Receivables	11	1,75,93,507	1,97,37,232
Cash and Cash Equivalents	12	96,68,223	1,67,84,315
Short-term Loans and Advances	13	51,52,28,577	54,13,96,042
Other Current Assets	6	79,81,090	45,56,169
<b>TOTAL</b>		<b>61,89,43,109</b>	<b>61,89,12,234</b>
Summary of significant accounting policies	19		

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

As per our report of even date  
For DBS & Associates  
Chartered Accountants  
Firm Reg. No. 018627N

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

**CA. Roxy Teniwal**  
Partner  
Mem. No. 141538

**Mr Vijay Jaidev Poddar**  
Managing Director

**Mr Goutam Bose**  
Director

Place : Mumbai  
Date : 29/05/2017

Place : Mumbai  
Date : 29/05/2017

**Statement of Profit and loss for the year ended 31 March 2017**

Particulars	Refer Note No.	March 31, 2017 Rs.	March 31, 2016 Rs.
<b>INCOME:</b>			
Revenue from operations	14	<u>7,35,18,713</u>	4,66,94,209
<b>Total Revenue (I)</b>		<b>7,35,18,713</b>	4,66,94,209
<b>EXPENSES:</b>			
Purchases of Stock-in-Trade	15	<b>3,41,42,879</b>	6,21,39,554
Changes in inventories of Stock-in-Trade	16	<b>3,05,70,450</b>	(2,68,03,375)
Employee benefits expense	17	<b>54,27,226</b>	63,60,971
Depreciation	7	<b>27,030</b>	4,43,224
Other expenses	18	<u>40,20,269</u>	33,23,290
<b>Total Expenses (II)</b>		<b>7,41,87,854</b>	4,54,63,664
<b>Profit Before Taxation and Exceptional / Extraordinary items [ (I) - (II) ]</b>		<u>(6,69,141)</u>	12,30,545
<b>Profit Before Taxation</b>		<b>(6,69,141)</b>	12,30,545
<b>Tax Expense:</b>			
Current tax		–	3,61,000
Deferred tax		<u>(1,30,717)</u>	23,068
<b>Profit After Taxation</b>		<u>(5,38,424)</u>	8,46,477
Profit (Loss) for the period after Tax		<u>(5,38,424)</u>	8,46,477
Earnings per equity share:			
Basic			

Note and significant accounting policies 19

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

As per our report of even date  
For DBS & Associates  
Chartered Accountants  
Firm Reg. No. 018627N

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

**CA. Roxy Teniwal**  
Partner  
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**Mr Vijay Jaidev Poddar**  
Managing Director

**Mr Goutam Bose**  
Director

Place : Mumbai  
Date : 29/05/2017

Place : Mumbai  
Date : 29/05/2017

**Cash Flow Statement for the year ended 31st March 2017**

Particulars		31st March, 2017 (Rs.)	31st March, 2016 (Rs.)
<b>A. Cash Flow from Operating Activities</b>			
Net Profit before tax and extraordinary Items		(6,69,141)	12,30,545
Adjustments for			
Depreciation		27,030	4,43,224
Operating profit before working capital charges	I	(6,42,110)	16,73,769
Adjustments for Capital Changes			
Decrease (Increase) in Trade and other Receivables		21,43,725	27,56,275
Decrease (Increase) in Loan & Advances		2,61,67,465	3,51,26,506
Decrease (Increase) in Trade Payable		5,73,980	(34,99,760)
Decrease (Increase) in other current liabilities & Provisions		32,505	(4,81,049)
Increase in Current Investment		(6,25,00,000)	-
Decrease (Increase) in Fixed Deposits		-	-
Decrease (Increase) in Other Advances		(34,24,921)	(45,56,169)
Cash Generated From Operations	I	(3,70,07,246)	2,93,45,803
Net Cash From Operating Activities	I+II	(3,76,49,356)	3,10,19,572
Income Tax Adjustments	III	-	3,61,000
Cash Flow before Extra-Ordinary Items	I+II+III	(3,76,49,356)	3,06,58,572
Extra Ordinary Items		(37,186)	9,48,673
Net Cash Flow From Operating Activities [I + II + III]	A	(3,76,86,542)	3,16,07,245
<b>B. Cash Flow from Investing Activities</b>			
Purchase / (Sale) of Fixed Assets		-	-
Decrease / (Increase) in Investments		3,05,70,450	(2,68,03,375)
Net Cash from Investing Activities	B	3,05,70,450	(2,68,03,375)
<b>C. Cash Flow From Financing Activities</b>			
Proceeds from Preferential Issue		-	-
Net Cash used in Financing Activities	C	-	-
<b>D. Net Increase in Cash &amp; Cash Equivalents</b>			
Opening Balance of Cash & Cash Equivalents	D	(71,16,092)	48,03,870
		1,67,84,315	1,19,80,445
<b>E. Closing Balance of Cash &amp; Cash Equivalents</b>			
		96,68,223	1,67,84,315

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

As per our report of even date  
For DBS & Associates  
Chartered Accountants  
Firm Reg. No. 018627N

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

**CA. Roxy Teniwal**  
Partner  
Mem. No. 141538

**Mr Vijay Jaidev Poddar**  
Managing Director

**Mr Goutam Bose**  
Director

Place : Mumbai  
Date : 29/05/2017

Place : Mumbai  
Date : 29/05/2017

## II Schedules Forming part of Notes on Accounts

### NOTE 1.1 : SHARE CAPITAL

1.1 : Each class of Shares Capital	31st March, 2017 Rs	31st March, 2016 Rs
<b>Authorised shares</b> 15,00,00,000 (15,00,00,000) 31 March 2016) equity shares of Rs. 2/- Each	<u>30,00,00,000</u>	<u>30,00,00,000</u>
<b>Issued,Subscribed and Paid up</b> 14,54,25,000 (14,54,25,000 31 March 2016) equity shares of Rs.2/- each	<u>29,08,50,000</u>	<u>29,08,50,000</u>
<b>Total</b>	<u>29,08,50,000</u>	<u>29,08,50,000</u>

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

Particulars	31st March 2017		31st March 2016	
	No.	Rs.	No.	Rs
Shares outstanding at the beginning of the year	14,54,25,000	29,08,50,000	14,54,25,000	29,08,50,000
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year of Rs. 2/- each	14,54,25,000	29,08,50,000	14,54,25,000	29,08,50,000

### Note 2 : RESERVES AND SURPLUS

Particulars	31st March, 2017 Rs	31st March, 2017 Rs
Securities Premium (As Per Last Balance Sheet)	29,03,20,000	29,03,20,000
Less : Bonus Shares issued 4:1	-	-
	<u>29,03,20,000</u>	<u>29,03,20,000</u>
<b>General Reserves</b>		
Opening Balance	1,60,00,000	1,60,00,000
(+) Profit & Loss Appropriation		
(+) Current Year Transfer	-	-
Closing Balance	<u>1,60,00,000</u>	<u>1,60,00,000</u>
Special Reserve - NBFC Fund (As per Last Balance Sheet)	43,51,851	41,82,556
Add: transfer from surplus during the year	-	1,69,295
	<u>43,51,851</u>	<u>43,51,851</u>
Surplus in the statement of profit and loss		
Balance as per last financial statements	1,57,84,851	1,41,58,997
(+) Net Profit for the current year	(5,38,424)	8,46,477
(-) Transfer to Statutory Reserves 20% of above	-	1,69,295
(-) Transfer to Contingent Provision against Standard Assets 0.25% on Loans	37,186	(9,48,673)
(-) Adjustment of fixed assets whose useful life is Nil	-	-
Net surplus in the statement of profit and loss	<u>1,52,09,242</u>	<u>1,57,84,851</u>
Total reserves and surplus	<u>32,58,81,093</u>	<u>32,64,56,703</u>

\*Note Special Reserve

In terms of section 451C of Reserve Bank of India Act 1934 20% of profit after tax have been transfer to statutory reserve



**NOTE : 3 DEFERRED TAX ASSETS/ LIABILITIES (net)**

<b>Particulars</b>	<b>31st March, 2017 Rs</b>	<b>31st March, 2017 Rs</b>
Opening Deferred tax Liability	<b>(2,27,098)</b>	(2,50,166)
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	<b>62,160</b>	39,415
2. On Expenditure deferred in books but allowable for income tax	<b>(2,13,210)</b>	(2,66,513)
3. On Loss during the year	<b>(2,06,765)</b>	—
Gross deferred tax liabilities (B)	<b>(3,57,815)</b>	(2,27,098)
Net deferred tax liability created during the year (A-B)	<b>1,30,717</b>	(23,068)
<b>Closing balance</b>	<b>(3,57,815)</b>	(2,27,098)

**NOTE 4 : TRADE PAYABLES**

<b>Particulars</b>	<b>31st March, 2017 Rs</b>	<b>31st March, 2017 Rs</b>
Other than Acceptance	<b>9,02,500</b>	3,28,520
<b>Total</b>	<b>9,02,500</b>	3,28,520

**NOTE 5 : OTHER CURRENT LIABILITIES**

<b>Particulars</b>	<b>31st March, 2017 Rs</b>	<b>31st March, 2017 Rs</b>
Other Payables		
a) Statutory Remittance	<b>48,850</b>	50,874
b) Others	—	—
<b>Total</b>	<b>48,850</b>	50,874

**NOTE 6 : SHORT TERM PROVISIONS**

<b>Particulars</b>	<b>31st March, 2017 Rs</b>	<b>31st March, 2017 Rs</b>
Provisions Salary & Expenses	<b>50,865</b>	53,522
Provisions Income Tax (Net)	<b>(79,81,090)</b>	(45,56,169)
Contingent Provision against Standard Assets	<b>12,09,801</b>	11,72,615
<b>Total</b>	<b>12,60,666</b>	12,26,137

**NOTE 7: FIXED ASSETS (AT COST)**

Sr	Particulars	Useful life	Rate of Depreciation	Gross Block			Depreciation			Net Block	
				As on 01.04.2016	Additions During the Year	Deductions During the Year	As on 31.03.2017	As on 01.04.2016	Depreciation for the year	Adjustment in retained earnings	Deductions
			Rs	Ra	Ra	Rs	Rs	Rs	Rs	Rs	Rs
	Tangible Assets Owned										
1	Computer	3 years	0.00%	11,14,500			11,14,500	-	-	11,14,500	-
2	Computer	3 years	31.67%	85,350	-	-	85,350	27,030	58,502	26,848	53,878
3	Computer	3 years	31.67%	22,44,000	-	-	22,44,000	20,19,600	-	20,19,600	2,24,400
	CURRENT YEAR (RUPEES)			34,43,850	-	-	34,43,850	27,030	-	31,92,602	2,51,248
	PREVIOUS YEAR (RUPEES)			34,43,850	-	-	34,43,850	4,43,224	-	31,65,572	2,78,278

Note : for 3rd bolock 10% Salwage kept and balance to be Depreciated as per companies act 2013

**NOTE 8****DETAILS OF INVENTORIES**

Sl. Description No.	As on 31st March 2017		As on 31st March 2016	
	QNTY Nos	VALUE Rs	QNTY Nos	VALUE Rs
A. QUOTED				
1 Life Line Drugs & Pharma Ltd.	38,000	51,07,200	38,000	51,07,200
2 Jackson Investment Limited	65,000	2,55,450	–	–
3 Ojas Asset Ltd	–	–	13,98,000	3,08,25,900
<b>TOTAL(A)</b>	<b>1,03,000</b>	<b>53,62,650</b>	<b>14,36,000</b>	<b>3,59,33,100</b>
B. UNQUOTED				
<b>TOTAL(B)</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>–</b>
<b>GRAND TOTAL (A+B)</b>	<b>1,03,000</b>	<b>53,62,650</b>	<b>14,36,000</b>	<b>3,59,33,100</b>

**NOTE 9 : INVENTORIES**

Particulars	31st March, 2017 Rs	31st March, 2017 Rs
Stock in Trade	53,62,650	3,59,33,100
<b>Total</b>	<b>53,62,650</b>	<b>3,59,33,100</b>

**NOTE 10 : CURRENT INVESTMENT**

Particulars	31st March, 2017 Rs	31st March, 2017 Rs
Pitti Holdings Private Limited 6250000 Shares @10each	6,25,00,000	–
<b>Total</b>	<b>6,25,00,000</b>	<b>–</b>

**NOTE 11 :**

Particulars	31st March, 2017 Rs	31st March, 2017 Rs
Other Trade Receivables	1,75,93,507	1,80,93,507
<b>Total</b>	<b>1,75,93,507</b>	<b>1,97,37,232</b>

**NOTE 12 : CASH AND CASH EQUIVALENTS**

<b>Particulars</b>	<b>31st March, 2017 Rs</b>	<b>31st March, 2017 Rs</b>
Balances with banks		
This includes:		
i) In current accounts		
ICICI Bank - 000405103048	–	–
ICICI Bank - 000405106010	–	9,358
Fixed Deposit(Maturity less then 3 months)	–	–
Yes Bank- 000483900003508	<b>61,65,082</b>	1,31,35,342
Cash on hand	<b>35,03,141</b>	36,39,615
<b>Total</b>	<b>96,68,223</b>	<b>1,67,84,315</b>

**NOTE 13. : SHORT-TERM LOANS AND ADVANCES**

<b>Particulars</b>	<b>31st March, 2017 Rs</b>	<b>31st March, 2017 Rs</b>
Prapaid Expenses		
Unsecured, considered good	<b>1,08,181</b>	1,10,000
Others		
Unsecured, considered good	<b>51,51,20,396</b>	57,64,12,548
<b>Total</b>	<b>51,52,28,577</b>	<b>54,13,96,042</b>

**NOTE 14 : REVENUE FROM OPERATIONS**

<b>Particulars</b>	<b>31st March, 2017 Rs</b>	<b>31st March, 2017 Rs</b>
Interest on loans given	<b>4,08,42,246</b>	4,08,33,272
Interest on Fixed Deposits	–	1,074
Sale of Shares & Commodities		
Sale of Shares	<b>3,26,76,467</b>	58,59,863
F&O Profit/Loss	–	–
<b>Total</b>	<b>7,35,18,713</b>	<b>4,66,94,209</b>

**NOTE 15 : PURCHASES OF STOCK IN TRADE**

<b>Particulars</b>	<b>31st March, 2017 Rs</b>	<b>31st March, 2017 Rs</b>
Purchase of Shares	<b>3,41,42,879</b>	6,21,39,554
<b>Total</b>	<b>3,41,42,879</b>	<b>6,21,39,554</b>

**NOTE 16 : CHANGES IN INVENTORIES OF FINISHED GOODS WORK-IN-PROGRESS AND STOCK-IN-TRADE**

<b>Particulars</b>	<b>31st March, 2017 Rs</b>	<b>31st March, 2017 Rs</b>
Closing Stock of Shares	<b>53,62,650</b>	3,59,33,100
Opening Stock of Shares	<b>3,59,33,100</b>	91,29,725
<b>Total</b>	<b>3,05,70,450</b>	(2,68,03,375)

**NOTE 17 : EMPLOYEE BENEFITS EXPENSE**

<b>Particulars</b>	<b>31st March, 2017 Rs</b>	<b>31st March, 2017 Rs</b>
Salaries		
Salary to staff	<b>50,18,897</b>	58,55,725
Staff Welfare	<b>4,08,329</b>	5,05,246
<b>Total</b>	<b>54,27,226</b>	63,60,971

**NOTE 18 : OTHER EXPENSES**

<b>Particulars</b>	<b>31st March, 2017 Rs</b>	<b>31st March, 2017 Rs</b>
Advertisement Expenses	<b>1,10,085</b>	1,27,700
Audit Fees	<b>25,000</b>	64,120
Bank Charges	<b>5,414</b>	18,406
Book & Periodicals	<b>27,590</b>	26,170
Business Promotion Expenses	<b>1,41,560</b>	50,133
Commission & Brokerage	<b>9,50,000</b>	3,00,000
Communication Expenses	<b>3,99,592</b>	2,42,793
Donation 80G	<b>-</b>	50,000
Electricity Charges	<b>43,290</b>	47,297
General Expenses	<b>2,70,970</b>	2,30,436
Internet Expenses	<b>64,190</b>	74,626
Postage and telegram	<b>70,930</b>	60,466
Printing & Stationery	<b>1,29,920</b>	80,952
Professional & Registrar Fess	<b>3,27,750</b>	4,82,891
Registration fees	<b>-</b>	2,250
Rent	<b>2,03,819</b>	2,06,000
Repairs & Maintainance -Computers	<b>69,815</b>	61,850
Repairs & Maintainance - General	<b>1,24,925</b>	66,689
ROC filing Fees	<b>17,900</b>	3,20,900
Stock Exchange & Other Regulatory Expenses	<b>4,08,568</b>	4,02,170
Travelling & Conveyanc Expenses	<b>6,28,951</b>	4,07,441
<b>Total</b>	<b>40,20,269</b>	33,23,290

**NOTE 18.1 : PAYMENT TO AUDITOR**

<b>Particulars</b>	<b>31st March, 2017</b>	31st March, 2017
	<b>Rs</b>	Rs
As Auditor :		
Statutory Audit Fees	25,000	64,120
<b>Total</b>	<u>25,000</u>	<u>64,120</u>

**19 SIGNIFICANT ACCOUNTING POLICIES****19.01 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.

**19.02 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."

**19.03 Depreciation and Amortisation**

During the year, the Company has used its method of charging depreciation on 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.

**19.04 Revenue Recognition**

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

**19.05 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."

**19.06 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".

#### **19.07 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."

#### **19.08 Inventories**

Inventory are valued as under :

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

#### **19.09 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."

#### **19.10 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.

#### **19.11 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.

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

19.13 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.

#### **"Notes on Accounts:"**

19.14 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 level 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.

19.15 During the year, the Company has incurred certain expenditure of revenue nature, adequate supportings 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.

19.16 "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."

#### **19.17 Segment reporting**

A] Primary Segment Reporting (by Business Segements)

- i The Company's business segments are identified as Commodity Trascation, Investment 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)	4,08,42,246	(3,20,36,862)	–	88,05,384
	(4,08,33,272)	(2,94,76,316)	–	1,13,56,956
Intersegment Income	–	–	–	–
<b>Total Revenue</b>	4,08,42,246	(3,20,36,862)	–	88,05,384
	(4,08,33,272)	(2,94,76,316)	–	1,13,58,030
Segment Result				
Unallocated Corporate Expenses	–	–	–	94,74,525
				1,01,27,485
Unallocated Interest Expenses	–	–	–	–
Unallocated Other Income	–	–	–	–
Taxes	–	–	–	(1,30,717)
				3,84,068
Profit from Ordinary Activities	–	–	–	(5,38,424)
				(8,46,477)
Extraordinary Profit / (Loss)	–	–	–	–
Net Profit	–	–	–	(5,38,424)
				(8,46,477)

**B] Secondary Segment reporting (by Geographical Segments)**

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

**19.18 Related Party Disclosure**

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

**A) Relationships**

a) Related parties where commom control exists

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

b) Key Management Personnel

Mr. Vijay Jaideo Poddar - Managing Director  
Mr. Gautam Bose - Director  
Mr. L. N. Sharma - Director  
Swati Gidra - Company Secretary  
Mayank Singh - CFO

**B) Transactions with related parties**

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

19.19 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.

#### 19.20 Specified Bank Noted Disclosures

During the Year, the Company had specified bank notes or other denomination note as defined in the MCA notification G.S.R. 308(E), Dated March 31, 2017 on the details of Specified Bank Notes (SBNS) held and transacted during the period from November 08, 2016 to December 30, 2016, the denomination wise SBNS and other notes as per the notification is given below:

Particulars	SBNS (Rs. 500 & Rs. 1000)	Other Denominated Notes	Total
Closing cash in hand as on 08.11.2016	25,00,000	38,06,964	63,06,964
(+) Permitted receipts	-	3,50,000**	3,50,000
(-) Permitted payments	-	7,30,180	7,30,180
(-) Amount deposited in Banks	25,00,000	10,000	25,10,000
Closing cash in hand as on 30.12.2016	-	34,26,784	34,26,784

\*\*Permitted receipts includes Rs.3,50,000/- of cash withdrawal from bank

As per our report of even date  
For DBS & Associates  
Chartered Accountants  
Firm Reg. No. 018627N

**CA. Roxy Teniwal**  
*Partner*  
Mem. No. 141538

Place : Mumbai  
Date : 29/05/2017

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

**Mr Vijay Jaidev Poddar**  
*Managing Director*

Place : Mumbai  
Date : 29/05/2017

**Mr Goutam Bose**  
*Director*

**SCHEDULE TO THE BALANCE SHEET AS AT 31.03.2017**

Non-Deposit taking &amp; 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]

(Figure in Rs.)

PARTICULARS			
Sl. No.	Liabilities side	Amount outstanding	Amount overdue
(1)	<b>Loans and advances availed by the NBFCs inclusive of interest accrued thereon but not paid:</b>		
	(a) Debentures : Secured	Nil	Nil
	: Unsecured (other than falling within the meaning of public deposits)	Nil	Nil
	(b) Deferred Credits	Nil	Nil
	(c) Term Loans (Bank Loan against Fixed Deposit)	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)	<b>Break-up of (1)(f) above (Outstanding public deposits inclusive of interest accrued thereon but not paid):</b>		
	(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
<b>ASSETS SIDE</b>		Amount outstanding	
(3)	<b>Break-up of Loans and Advances including bills receivables [other than those included in (4) below]:</b>		
	(a) Secured	Nil	
	(b) Unsecured	515120395.6	
(4)	<b>Break-up of Leased Assets and Stock on Hire and other assets counting towards AFC activities</b>		
	(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		
<b>Current Investments (Stock-in-trade)</b>			
1. Quoted:			
(i) Shares: (a) Equity			Nil
(b) Preference			Nil
(ii) Debentures and Bonds			Nil
(iii) Units of Mutual Funds			
(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			
<b>Long Term Investments:</b>			
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			
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) Gold			Nil
(vi) Silver			Nil
<b>(6) Borrower group-wise classification of assets financed as in (3) and (4) above:</b>			
	Amount net of provisions		
Category	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	-	-
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):		
	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	Nil	Nil
Total	Nil	Nil
<b>(8) Other Informations:</b>		
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	

Place : Mumbai  
Date : May 29, 2017

For **DBS & Associates**  
*Chartered Accountants*  
FRN : 018627N  
**Roxy Teniwal**  
*Partner*  
Membership No. 141538



## NCL Research & Financial Services Limited

CIN : L65921MH1985PLC284739

Regd. Office : Bhagyodaya Building, 3rd Floor, 79, Nagindas Master Road, Fort, Mumbai – 400 023

Tel : +91 22 2270 3249, Email : ncl.research@gmail.com; Website : www.nclfin.com

### ATTENDANCE SLIP

<b>Regd. Folio / DP ID &amp; Client ID</b>		
Name and Address of the Shareholder		

1. I hereby record my presence at the 32nd Annual General Meeting of the Company, to be held on Monday, 25th September 2017 at 11.30 A.M. at Bhagyodaya Building, 3rd Floor, 79, Nagindas Master Road, Fort, Mumbai – 400 023 and at any adjournment thereof.
2. Signature of the Shareholder/Proxy Present
3. Shareholder / Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover the same at the entrance duly signed.
4. Shareholder / Proxy holder desiring to attend the meeting may bring his / her copy of the Annual Report for reference at the meeting.

**Please hand it over at the Attendance Verification Counter at the Entrance of the Meeting Venue**

PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING

-----

### ELECTRONIC VOTING PARTICULARS

(1) EVS (E-Voting Sequence No.)	(2) USER ID.	(3) PAN or Relevant No. as under	(4) Bank Account No.
			(See Note No.1)

Notes:

1. Where Bank Account Number is not registered with the Depositories or Company, please enter your User Id as mentioned in column (2) above.
2. Please read the Instructions printed under the Item No. 27 to the Notice dated 29th May 2017 of the 32nd Annual General Meeting. The e-Voting period starts from 9.00 A.M. on 22.09.2017 and ends at 5.00 P.M. on 24.09.2017, the e-voting module shall be disabled by CDSL for voting thereafter.

**No gift of any nature will be distributed at the Annual General Meeting**

## NCL Research & Financial Services Limited

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

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

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 32nd Annual General Meeting of the Company, to be held on Monday, 25th September 2017 at 11.30 A.M. 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, 2017		
2. Ratification of appointment of M/s. DBS & Associates, Chartered Accountants, Mumbai as Statutory Auditors and to fix their remuneration		
Special Resolution		
3. Appointment of Mr. Vijay Jaideo Poddar as Managing Director of the Company for the Period of 3 years		

Signed on this \_\_\_\_\_ day of \_\_\_\_\_ 2017

Sign of Shareholder \_\_\_\_\_

Signature of Proxy \_\_\_\_\_

Affix  
Revenue  
Stamp  
Re 1/-

#### Notes :

1. This Form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Annual General Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 32nd Annual General Meeting.

#### Location Plan of venue of AGM of M/s. NCL Research & Financial Services Ltd.





## NCL Research & Financial Services Limited

CIN : L65921MH1985PLC284739

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Tel : +91 22 2270 3249, Email : ncl.research@gmail.com; Website : www.nclfin.com

### ATTENDANCE SLIP

Dear Shareholder(s),

This is to inform you that the company is in process of updation of records of the shareholders in order to reduce the physical documentation as far as possible.

With new BSE listing agreement, it is mandatory for all the investors including transferors to complete their KYC information. Hence, we have to update your PAN No., Phone no. and E-mail id in our records. We would also like to update your current signature records in our system to have better services in future.

To achieve this we solicit your co-operation in providing the following details to us :

1. If you are holding the shares in dematerialized form you may update all your records with your Depository Participant (DP).
2. If you are holding shares in physical form, you may provide the following :

Folio No.	:		
PAN No.	:		
E-mail ID	:		
Telephone Nos. with STD Code	:	+91	
Name and Signatures	:	1.	
		2.	
		3.	

Thanking you,

For **NCL Research & Financial Services Limited**

S/d-

**Swati Agarwal**

*Company Secretary & Compliance Officer*

## BOOK POST

DATA PROCESS – 033 2257 3234

*If undelivered, please return to :*

**NCL Research & Financial Services Limited**

Regd. Office : Bhagyodaya Building, 3rd Floor  
79, Nagindas Master Road, Fort, Mumbai – 400 023