

Format of Quarterly Compliance Report on Corporate Governance

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

| Particulars | Clause of Listing agreement | Compliance Status Yes/No | Remarks |
|--|-----------------------------|--------------------------|--|
| II. Board of Directors | | | |
| (A) Composition of Board | 49 (II) | Yes | - |
| (B) Independent Directors | 49 (IIA) | Yes | - |
| (C) Non-executive Directors compensation & disclosures | 49 (IIB) | Yes | - |
| | 49(IIC) | | Applicable provisions has been complied with at the AGM and in Annual Report |
| (D) Other provisions as to Board and Committees | 49 (IID) | Yes | - |
| (E) Code of Conduct | 49 (IIE) | Yes | - |
| (F) Whistle Blower Policy | 49 (IIF) | Yes | - |
| III. Audit Committee | | | |
| (A) Qualified & Independent Audit Committee | 49 (III) | Yes | - |
| (B) Meeting of Audit Committee | 49 (IIIA) | Yes | - |
| (C) Powers of Audit Committee | 49 (IIIB) | Yes | - |
| (D) Role of Audit Committee | 49 (IIIC) | Yes | - |
| (E) Review of Information by Audit Committee | 49 (IIID) | Yes | - |
| | 49 (IIIE) | Yes | - |
| IV. Nomination and Remuneration Committee | 49 (IV) | Yes | - |
| V. Subsidiary Companies | 49 (V) | N.A | - |
| VI. Risk Management | 49 (VI) | N.A | - |
| VII. Related Party Transactions | 49 (VII) | N.A | - |
| VIII. Disclosures | | | |
| (A) Related party transactions | 49 (VIII) | Yes | - |
| | 49 (VIII A) | N.A | - |
| (B) Disclosure of Accounting Treatment | 49 (VIII B) | N.A | - |
| (C) Remuneration of Directors | 49 (VIII C) | Yes | Has been complied in the Annual Report |
| (D) Management | 49 (VIII D) | Yes | Has been complied in the Annual Report |
| (E) Shareholders | 49 (VIII E) | Yes | Has been complied in the Annual Report |
| (F) Proceeds from public issues, right issues Preferential issues etc. | 49 (VIII F) | N.A | No issue has been made/no capital has been raised during the year. As and when applicable the same will be complied. |

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|--|---------|-----|--|
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| IX. CEO/CFO Certification | 49 (IX) | Yes | Has been complied in the Annual Report |
| X. Report on Corporate Governance | 49 (X) | Yes | Has been complied in the Annual Report |
| XI. Compliance | 49 (XI) | Yes | Has been complied in the Annual Report |

For NCC Bluewater Products Limited


C Srinivas
Compliance Officer

