


**Quarterly Compliance Report on Corporate Governance under Clause 49 of the Listing Agreement**

Name of the Company: Mega Nirman & Industries Limited

Quarter ending on: 30<sup>th</sup> September, 2014

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
<b>I. Board of Directors</b>	49I		
(A) Composition of Board	49(I A)	Yes	
(B) Non - executive Directors' Compensation & disclosures	49(I B)	Yes	
(C) Other provisions as to Board and Committees	49(I C)	Yes	
(D) Code of Conduct	49(I D)	Yes	
<b>II. Audit Committee</b>	49(II)		
(A) Qualified and Independent Audit Committee	49(II A)	Yes	
(B) Meeting of Audit Committee	49(II B)	Yes	
(C) Powers of Audit Committee	49(II C)	Yes	
(D) Role of Audit Committee	49(II D)	Yes	
(E) Review of Information by Audit Committee	49(II E)	Yes	
<b>III. Subsidiary Companies</b>	49(III)	N.A.	
<b>IV. Disclosures</b>	49(IV)		
(A) Bases of related party transactions	49(IV A)	N.A.	
(B) Disclosure of Accounting Treatment	49(IV B)	Yes	Complied in the Annual Report
(C) Board Disclosures	49(IV C)	Yes	Complied in the Annual Report
(D) Proceeds from public issues, rights issues, preferential issues etc.	49(IV D)	N.A.	
(E) Remuneration of Directors	49 (IV) (E)	N.A.	
(F) Management	49 (IV F)	Yes	Complied in the Annual Report
(G) Shareholders	49 (IV G)	Yes	Complied in the Annual Report
<b>V. CEO/CFO Certification</b>	49(V)	N.A.	
<b>VI. Report on Corporate Governance</b>	49(VI)	Yes	Complied in the Annual Report
<b>VII. Compliance</b>	49(VII)	Yes	Complied in the Annual Report

For Mega Nirman & Industries Limited

  
 Authorized Signatory