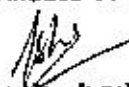


Quarterly Compliance Report on Corporate Governance under Clause 49 of the Listing Agreement

Name of the Company: Mega Nirman & Properties Limited (Formerly Daphne Investment & Properties Limited)
 Quarter ending on: 31st December, 2013

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
I. Board of Directors	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	
II. Audit Committee	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	
III. Subsidiary Companies	49(III)	N.A.	
IV. Disclosures	49(IV)		
(A) Bases of related party transactions	49(IV A)	N.A.	
(B) Disclosure of Accounting Treatment	49(IV B)	Yes	Will be Complied in the Annual Report
(C) Board Disclosures	49(IV C)	Yes	Will be 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	Will be Complied in the Annual Report
(G) Shareholders	49 (IV G)	Yes	Will be Complied in the Annual Report
V. CEO/CFO Certification	49(V)	Yes	Will be Complied in the Annual Report
VI. Report on Corporate Governance	49(VI)	Yes	Will be Complied in the Annual Report
VII. Compliance	49(VII)	Yes	Will be Complied in the Annual Report

For Mega Nirman & Properties Limited
 For Mega Nirman & Industries Lim.,


 Authorized Signatory