



**CERTIFICATE ON CORPORATE GOVERNANCE**

Name of the Company : **MEGA NIRMAN & INDUSTRIES LIMITED**  
Quarter ending on : **30<sup>th</sup> June 2015**

Particulars	Clause of Listing agreement	Compliance Status Yes/No/N.A.	Remarks
<b>II. Board of Directors</b>	49 (II)		
(A) Composition of Board	49 (IIA)	YES	
(B) Independent Directors	49 (IIB)	YES	
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	YES	
(D) Other provisions as to Board and Committees	49 (IID)	YES	
(E) Code of Conduct	49 (IIE)	YES	
(F) Whistle Blower Policy	49 (IIF)	YES	
<b>III. Audit Committee</b>	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	YES	
(B) Meeting of Audit Committee	49 (IIIB)	YES	
(C) Powers of Audit Committee	49 (IIIC)	YES	
(D) Role of Audit Committee	49 (IIID)	YES	
(E) Review of Information by Audit Committee	49 (IIIE)	YES	
<b>IV. Nomination and remuneration Committee</b>	49 (IV)	YES	<b>Composition:</b> 1. Ruma Mukherjee 2. Devraj Baid 3. Vineet Goel
<b>V. Subsidiary Companies</b>	49 (V)	N.A.	
<b>VI. Risk Management</b>	49 (VI)	YES	
<b>VII. Related Party Transaction</b>	49 (VII)	N.A.	
<b>VIII. Disclosures</b>	49 (VIII)		
(A) Related party transactions	49 (VIII A)	N.A.	
(B) Disclosure of Accounting Treatment	49 (VIII B)	YES	Will be complied with in the Annual Report.
(C) Remuneration of Directors	49 (VIII C)	N.A.	
(D) Management	49 (VIII D)	YES	Will be complied with in the Annual Report.
(E) Shareholders	49 (VIII E)	YES	Will be complied with in the Annual Report.
(F) Proceeds from public issues, rights issues, preferential issues etc.	49 (VIII F)	N.A.	
<b>V. CEO/CFO Certification</b>	49 (IX)	YES	Will be complied with in the Annual Report.
<b>VI. Report on Corporate Governance</b>	49 (X)	YES	Will be complied with in the Annual Report.
<b>VII. Compliance</b>	49 (XI)	YES	Will be complied with in the Annual Report

For: **S.K. BALECHA & CO.**  
Company Secretaries

  
**CS Sudesh Balecha**  
(Proprietor)  
M. No. 30653