



Corporate Governance Report for the Year ended on 31st March, 2016

| I. Disclosure on website in terms of Listing Regulations | |
|---|---|
| ITEM | Compliance Status (Yes/No/NA) refer note below |
| Details of business | Yes |
| Terms and conditions of appointment of Independent Directors | Yes |
| Composition of various committees of board of directors | Yes |
| Code of conduct of board of directors and senior management personnel | Yes |
| Details of establishment of vigil mechanism/ Whistle Blower Policy | Yes |
| Criteria of making payments to non-executive directors | No |
| Policy on dealing with related party transactions | Yes |
| Policy for determining 'material' subsidiaries | NA |
| Details of familiarization programmes imparted to independent directors | Yes |
| Contact information of the designated officials of the listed entity who are responsible for assisting and handling Investor Grievances | Yes |
| Email address for grievances Redressal and other relevant details | Yes |
| Financial Results | Yes |
| Shareholding pattern | Yes |
| Details of agreements entered into with the media companies and/or their associates | NA |
| New name and the old name of the listed entity | Yes |

MEGA NIRMAN & INDUSTRIES LIMITED

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| II. Annual Affirmations | | |
|---|--------------------------|---|
| Particulars | Regulation Number | Compliance Status (Yes/No/NA) refer note below |
| Independent director(s) have been appointed in terms of specified criteria of 'Independence' and/or 'eligibility' | 16(1)(b) & 25(6) | Yes |
| Board composition | 17(1) | Yes |
| Meeting of Board of directors | 17(2) | Yes |
| Review of Compliance Reports | 17(3) | Yes |
| Plans for orderly succession for appointments | 17(4) | No(The board may take necessary steps to formulate the plans) |
| Code of Conduct | 17(5) | Yes |
| Fees/ compensation | 17(6) | Yes |
| Minimum Information | 17(7) | Yes |
| Compliance Certificate | 17(8) | Yes |
| Risk Assessment & Management | 17(9) | Yes |
| Performance Evaluation of Independent Directors | 17(10) | Yes |
| Composition of Audit Committee | 18(1) | Yes |
| Meeting of Audit Committee | 18(2) | Yes |
| Composition of nomination & remuneration committee | 19(1) & (2) | No (Due to Change in Management) |
| Composition of Stakeholder Relationship Committee | 20(1) & (2) | Yes |
| Composition and role of risk management committee | 21 (1),(2),(3),(4) | NA |
| Vigil Mechanism | 22 | Yes |
| Policy for related party transaction | 23(1),(5),(6),(7) & (8) | Yes |
| Prior or Omnibus approval of Audit Committee for all related party transactions | 23(2), (3) | NA |
| Approval for material related party transactions | 23(4) | NA |
| Composition of Board of Directors of unlisted material Subsidiary | 24(1) | NA |
| Other Corporate Governance requirements with respect to subsidiary of listed entity | 24(2),(3),(4),(5) & (6) | NA |
| Maximum Directorship & Tenure | 25(1) & (2) | Yes |
| Meeting of Independent Directors | 25(3) & (4) | Yes |



| | | |
|---|---------------|-----|
| Familiarization of Independent Directors | 25(7) | Yes |
| Memberships in Committees | 26(1) | Yes |
| Affirmation with compliance to code of conduct from members of Board of Directors and Senior Management Personnel | 26(3) | Yes |
| Disclosure of Shareholding by Non-Executive Directors | 26(4) | Yes |
| Policy with respect to Obligations of Directors and senior management | 26(2) & 26(5) | Yes |

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied: **Not applicable upon the Company since the Company doesn't have any subsidiary.**



Shubham Kumar Agarwal
 Whole Time Director*
 DIN:07230285