



S. K. BALECHA & CO.

COMPANY SECRETARIES

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Annexure-XI to the Listing Agreement

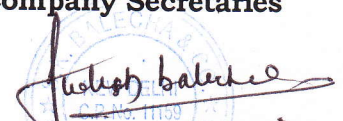
Quarterly Compliance Report on Corporate Governance under Clause 49 of the Listing Agreement

Name of the Company: Mega Nirman & Industries Limited

Quarter ending on: 30th September, 2015.

Particulars	Clause of Listing Agreement	Compliance Status Yes/No/N.A.	Remarks
II. Board of Directors	49 (II)		
(A) Composition of Board	49 (II A)	Yes	
(B) Independent Directors	49 (II B)	Yes	
(C) Non-executive Directors' compensation & disclosures	49 (II C)	Yes	
(D) Other provisions as to Board and Committees	49 (II D)	Yes	
(E) Code of Conduct	49 (II E)	Yes	
(F) Whistle Blower Policy	49 (II F)	Yes	
II. Audit Committee	49 (III)		
(A) Qualified & Independent Audit Committee	49 (III A)	Yes	
(B) Meeting of Audit Committee	49 (III B)	Yes	
(C) Powers of Audit Committee	49 (III C)	Yes	
(D) Role of Audit Committee	49 (III D)	Yes	
(E) Review of Information by Audit Committee	49 (III E)	Yes	
III. Nomination and Remuneration Committee	49 (IV)	Yes	Composition: 1. Devraj Baid 2. Ruma Mukherjee 3. Niranjana Poddar
IV. Subsidiary Companies	49 (V)	N.A.	
V. Risk Management	49 (VI)	Yes	
VI. Related Party Transactions	49 (VII)	N.A.	
VII. Disclosures	49 (VIII)		
(A) Related party transactions	49 (VIII A)	N.A.	
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	
(C) Remuneration of Directors	49 (VIII C)	N.A.	
(D) Management	49 (VIII D)	Yes	
(E) Shareholders	49 (VIII E)	Yes	
(I) Proceeds from public issues, rights issue, preferential issues, etc	49 (VIII F)	N.A.	
IX. CEO/CFO Certification	49 (IX)	Yes	
X. Report on Corporate Governance	49 (X)	Yes	
XI. Compliance	49 (XI)	Yes	

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


CS Sudesh Balecha
(Proprietor)
M. No. 30653