

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

Name of the Company: Mega Nirman & Properties Limited (Formerly Daphene Investment & Properties Limited)  
 Quarter ending on: 31<sup>st</sup> March, 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	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)	Yes	Will be Complied in the Annual Report
(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
<b>V. CEO/CFO Certification</b>	49(V)	Yes	Will be Complied in the Annual Report
<b>VI. Report on Corporate Governance</b>	49(VI)	Yes	Will be Complied in the Annual Report
<b>VII. Compliance</b>	49(VII)	Yes	Will be Complied in the Annual Report

For Mega Nirman & Properties Limited



Authorized Signatory