

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

Name of the Company : Mega Corporation Ltd.
Quarter ending on : 31-03-2014

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
I. Board of Directors	49 I	Yes	-
(A) Composition of Board	49 (IA)	Yes	-
(B) Non-executive Directors' compensation & disclosures	49 (IB)	Yes	-
(C) Other provisions as to Board and Committees	49 (IC)	Yes	-
(D) Code of Conduct	49 (ID)	Yes	Details will be furnished in Annual report
II. Audit Committee	49 (II)	Yes	-
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	-
(B) Meeting of Audit Committee	49 (IIB)	Yes	-
(C) Powers of Audit Committee	49 (IIC)	Yes	-
(D) Role of Audit Committee	49 II(D)	Yes	-
(E) Review of Information by Audit Committee	49 (IIE)	Yes	-
III. Subsidiary Companies	49 (III)	Yes	-
IV. Disclosures	49 (IV)	Yes	-
(A) Basis of related party transactions	49 (IV A)	Yes	Details will be furnished in Annual report
(B) Disclosure of Accounting Treatment	49 (IV B)	Yes	Details will be furnished in Annual

			report
(C) Board Disclosures	49 (IV C)	Yes	-
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	N.A.	-
(E) Remuneration of Directors	49 (IV E)	Yes	All required disclosures shall be made in the Annual report in this regard.
(F) Management	49 (IV F)	Yes	Details will be furnished in Annual Report
(G) Shareholders	49 (IV G)	Yes	Details will be furnished in Annual Report
V. CEO/CFO Certification	49 (V)	N. A.	will be complied in the Annual Report
VI. Report on Corporate Governance	49 (VI)	N. A.	will be complied in the Annual Report
VII. Compliance	49 (VII)	N. A.	will be complied in the Annual Report

For **MEGA CORPORATION LTD.**

Sd/-
Surendra Chhalani
(Compliance officer)