

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

Name of the Company : Mega Corporation Ltd.
Quarter ending on : 31-12-2014

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
II. Board of Directors	49 (II)	Yes	-
(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	Details will be furnished in Annual report
(F) Whistle Blower Policy	49 (IIF)	Yes	All required disclosures shall be made in the Annual report in this regard.
III. Audit Committee	49 (III)	Yes	-
(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	-

IV. Nomination and Remuneration Committee	49 (IV)	Yes	-
V. Subsidiary Companies	49 (V)	Yes	-
VI. Risk Management	49 (VI)	Yes	-
VII. Related Party Transactions	49 (VII)	Yes	-
VIII. Disclosures	49 (VIII)	Yes	-
(A) Related party transactions	49 (VIII A)	Yes	All required disclosures shall be made in the Annual report in this regard.
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	Details will be furnished in Annual report
(C) Remuneration of Directors	49 (VIII C)	Yes	All required disclosures shall be made in the Annual report in this regard.
(D) Management	49 (VIII D)	Yes	Will be complied in the Annual Report.
(E) Shareholders	49 (VIII E)	Yes	All required disclosures shall be made in the Annual report in this regard.
(I) Proceeds from public issues, rights issue, preferential issues, etc	49 (VIII I)	N.A.	-
IX. CEO/CFO Certification	49 (IX)	N. A.	will be complied in the Annual Report

X. Report on Corporate Governance	49 (X)	N. A.	will be complied in the next Annual Report
XI. Compliance	49 (XI)	N. A.	will be complied in the Annual Report

For **MEGA CORPORATION LTD.**

Sd/-
Surendra Chhalani
(Director and CFO)