

## QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

NAME OF THE COMPANY		MODERN CONVERTERS LIMITED		
QUARTER ENDED ON		31 <sup>st</sup> March, 2015		
SL.NO	PARTICULARS	CLAUSE OF THE LISTING AGREEMENT	COMPLIANCE STATUS (YES /NO/N.A)	REMARKS
II	BOARD OF DIRECTORS	49(II)		
(A)	COMPOSITION OF BOARD	49(IIA)	YES	
(B)	INDEPENDENT DIRECTORS	49(II B)	YES	
(C)	NON EXECUTIVE DIRECTORS COMPENSATION & DISCLOSURE	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	
III	AUDIT COMMITTEE	49(III)		
(A)	QUALIFIED AND 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	The Company has no material non-listed Indian Subsidiary Company as on date.
VI	RISK MANAGEMENT	49 (VI)	YES	
VII	RELATED PARTY TRANSACTION	49 (VII)	YES	
VIII	DISCLOSURES	49(VIII)		
(A)	RELATED PARTY TRANSACTION	49(VIIIA)	N.A	There were no Material Transactions with related parties during the quarter ended 31.03.2015
(B)	DISCLOSURES OF ACCOUNTING TREATMENT	49(VIIIB)	YES	
(C)	REMUNERATION OF DIRECTORS	49(VIIIC)	YES	
(D)	MANAGEMENT	49 (VIIID)	YES	
(E)	SHAREHOLDERS	49 (VIIIE)	YES	
(I)	PROCEEDS FROM PUBLIC ISSUES, RIGHT ISSUES, PREFERENTIAL ISSUES ETC.	49(VIII I)	YES	The Company has allotted 30, 00, 000 Equity Shares at a face value of Rs. 10 /- per share on Preferential basis.
IX	CEO / CFO CERTIFICATION	49(IX)	YES	"For the year 2014-15 will be complied in forthcoming Annual Report"
X	REPORT ON CORPORATE GOVERNANCE	49(X)	YES	"For the year 2014-15 will be complied in forthcoming Annual Report"
XI	COMPLIANCE	49 (XI)	YES	"For the year 2014-15 will be complied in forthcoming Annual Report"

Modern Converters Ltd.

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Director