

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

| NAME OF THE COMPANY | | MODERN CONVERTERS LIMITED | | |
|---------------------|---|---------------------------------|-----------------------------|--|
| QUARTER ENDED ON | | 31 st December, 2014 | | |
| SL.NO | PARTICULARS | CLAUSE OF THE LISTING AGREEMENT | COMPLIANCE STATUS (YES /NO) | 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 | Whistle Blower Policy is in place which is to be uploaded on the website of the Company. |
| III | AUDIT COMMITTEE | 49(III) | | |
| (A) | QUALIFIED AND 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 | |
| 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 | Related Party Transaction Policy is in place which is to be uploaded on the website |
| VIII | DISCLOSURES | 49(VIII) | | |
| (A) | RELATED PARTY TRANSACTION | 49(VIII A) | YES | There were no Material Transactions with related parties during the quarter ended 31.12.2014 |
| (B) | DISCLOSURES OF ACCOUNTING TREATMENT | 49(VIII B) | YES | |
| (C) | REMUNERATION OF DIRECTORS | 49(VIII C) | YES | |
| (D) | MANAGEMENT | 49 (VIII D) | YES | |
| (E) | SHAREHOLDERS | 49 (VIII E) | YES | |
| (F) | PROCEEDS FROM PUBLIC ISSUES, RIGHT ISSUES, PREFERENTIAL ISSUES ETC. | 49(VIII F) | YES | |
| 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" |

