MEGASOFT®

Quarterly Compliance Report on Corporate Governance

Name of the Company : **Megasoft Limited**

Quarter ending on : **30 June 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	The Board comprises of six Directors, consisting of two Executive Directors (one being the Managing Director and the other Whole-time Director) and four Non-Executive Independent Directors
(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	The Code of Conduct duly approved by the Board, has been made applicable to the Board of Directors and the Senior Management. The Code of Conduct has been posted on the Website of the Company also. A declaration signed by the MD to the effect that all Board Members and Senior Management personnel have affirmed compliance with the Code has been published in the Annual Report 2013. Compliance for FY 2014 will be complied in next Annual Report.
II	**Audit Committee**	49(II)	Yes	
(A)	Qualified & Independent Audit Committee	49(IIA)	Yes	
(B)	Meeting of Audit Committee		Yes	
(C)	Powers of Audit Committee 49 (IIC)	49(IIB)	Yes	
(D)	Role of Audit Committee	49II(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	
(B)	Disclosure of Accounting Treatment	49(IV B)	Yes	
(C)	Board Disclosures	49(IV C)	Yes	
(D)	Proceeds from Public Issues, Rights Issues, Preferential Issues etc.	49(IV D)	Yes	No money has been raised
(E)	Remuneration of Directors	49(IV E)	Yes	Included in the Annual Report
(F)	Management	49(IV F)	Yes	Included in the Annual Report
(G)	Shareholders	49(IV G)	Yes	Included in the Annual Report
V	**CEO/CFO Certification**	49(V)	Yes	Included in the Annual Report
VI	**Report on Corporate Governance**	49(VI)	Yes	Included in the Annual Report
VII	**Compliance**	49(VII)	Yes	Included in the Annual Report