

**MPIL CORPORATION LIMITED**

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

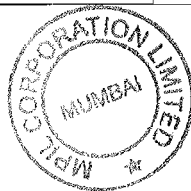
FOR THE QUARTER ENDED 30<sup>th</sup> June, 2015

Particulars		Clause of Listing Agreement	Compliance Status (Yes/No)	Remarks
		<b>2</b>	<b>3</b>	<b>4</b>
<b>II</b>	<b>Board of Directors</b>	49 II		
	(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	-
	(F) Whistle Blower Policy	49(II F)	YES	
<b>III</b>	<b>Audit Committee</b>	49 III		
	(A) Qualified & Independent Audit Committee	49(IIIA)	YES	-
	(B) Meeting of Audit Committee	49(IIIB)	YES	-
	(C) Power of Audit Committee	49(IIIC)	YES	-
	(D) Role of Audit Committee	49(IIID)	YES	-
	(E) Review of information by Audit Committee	49(IIIE)	YES	-
<b>IV</b>	<b>Nomination and Remuneration Committee</b>	49(IV)	YES	-
<b>V</b>	<b>Subsidiary Companies</b>	49(V)	N. A	The Company does not have any subsidiary Company.
<b>VI</b>	<b>Risk Management</b>	49(VI)	YES	-
<b>VII</b>	<b>Related Party Transactions</b>	49(VII)	YES	-
<b>VIII</b>	<b>Disclosure</b>	49(VIII)		-
	(A) Related party transactions	49(VIIIA)	YES	-



	(B) Disclosures of Accounting Treatment	49(VIII B)	YES	-
	(C) Remuneration of Directors	49(VIII C)	YES	Will be Complied in the Annual Report for the year 2014-15-
	(D) Management	49(VIII D)	YES	Will be Complied in the Annual Report for the year 2014-15-
	(E) Shareholders	49(VIII E)	YES	Disclosure in respect of appointment/ re-appointment of director, if any, is being made in the Annual Report for the year 2014-15
	(F) Proceeds from Public Issues, Right Issues, Preferential Issues etc.	49(VIII I)	NOT APPLICABLE	The Company has not raised any money through public issue, rights issue, preferential issue etc.
IX	CEO/CFO Certification	49(IX)	YES	-
X	Report on Corporate Governance	49(X)	YES	Will be Complied in the Annual Report for the year 2014-15-
XI	Compliance	49(XI)	YES	Will be Complied in the Annual Report for the year 2014-15-

For MPIL Corporation Limited

Hinal Kothari  
Company Secretary & Compliance Officer