

Quarterly Compliance Report on Corporate Governance

Name of the Company: Marda Commercial & Holdings Limited

Quarter ending on: 30.09.2015

|       | Particulars   | Clause of Listing Agreement | Compliance Status Yes /No/N.A. | Remarks                                    |
|-------|---|-----------------------------|--------------------------------|--|
| II.   | <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 & Disclosure                  | 49 (IIC)                    | Yes                            |  |
| (D)   | Other provisions as to Board and Committee                          | 49 (IID)                    | Yes                            |  |
| (E)   | Code of Conduct   | 49 (IIE)                    | Yes                            | Will be complied in the next Annual Report |
| (F)   | Whistle Blower Policy   | 49 (IIF)                    | Yes                            |  |
| III.  | <b>Audit Committee</b>  | 49 (III)                    |                                |  |
| (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.   | <b>Nomination and Remuneration Committee</b>                        | 49 (IV)                     | Yes                            |  |
| V.    | <b>Subsidiary Companies</b>   | 49 (V)                      | No                             | There are no subsidiary                    |
| VI.   | <b>Risk Management</b>  | 49 (VI)                     | Yes                            |  |
| VII.  | <b>Related Party Transactions</b>                                   | 49 (VII)                    | Yes                            |  |
| VIII. | <b>Disclosures</b>  | 49 (VIII)                   |                                |  |
| (A)   | Related Party Transactions  | 49 (VIII A)                 | Yes                            |  |
| (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)                 | N.A.                           | No mcney has been raised                   |
| IX.   | <b>CEO / CFO Certification</b>                                      | 49 (IX)                     | Yes                            | Will be complied in the next Annual Report |
| X.    | <b>Report on Corporate Governance</b>                               | 49 (X)                      | Yes                            | Will be complied in the next Annual Report |
| XI.   | <b>Compliance</b>   | 49 (XI)                     | Yes                            | Will be complied in the next Annual Report |

Date: 5.10.2015

Place: Kolkata

*Radhika Maheshwari*

Radhika Maheshwari

Compliance Officer