

Mac Charles (India) Ltd.

Regd. Office :
P. B. No. 174,
28, Sankey Road,
Bangalore - 560 052

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JANUARY 8, 2015

Script Code : 507836

**The Manager
Dept. of Corporate Services / Listing
BOMBAY STOCK EXCHANGE LTD.
25th Floor, P J Towers
Dalal Street,
Mumbai - 400 001.**

**By Speed Post /
Ack.Due**

Dear Sir/Madam,

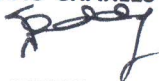
**Sub : Compliance - under Clause 49
of the Listing Agreement in REVISED Format**

With reference to the above, please find enclosed our Compliance under Clause 49 for the quarter ended DECEMBER 31, 2014, in terms of the Listing Agreement.

Please acknowledge receipt of the same.

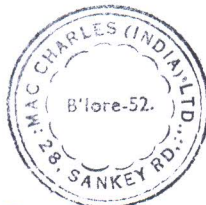
Thanking you,

Yours truly,
For MAC CHARLES (INDIA) LIMITED



M. S. REDDY

**Vice President Finance & Company Secretary
- cum - Compliance Officer**



Encl. : as above

Quarterly Compliance Report on Corporate Governance under Clause 49 of the Listing AgreementName of the Company : **MAC CHARLES (INDIA) LIMITED**Quarter ending on : **31 DECEMBER 2014**

Particulars	Clause of Listing	Compliance Status Yes/No	Remarks
II Board of Directors	49(II)	Yes	
(A) Composition of Board	49 (IIA)	Yes	
(B) Independent Director	49 (IIB)	Yes	
(C) Non Executive Directors compensation & disclosure	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(IIF)	Yes	
III Audit Committee	49 (III)	Yes	
(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	
IV. Nomination and Remuneration Committee	49 (IV)	Yes	
V. Subsidiary Companies	49 (V)	Yes	
VI. Risk Management	49 (VI)	Yes	
VII. Related Party Transaction	49 (VII)	Yes	
VIII. Disclosures	49 (VIII)	Yes	
(A) Related party transactions	49 (VIIIA)	Yes	
(B) Disclosure of Accounting Treatment	49 (VIIIB)	Yes	
(C) Remuneration of Directors	49 (VIIC)	Yes	
(D) Management	49 (VIID)	Yes	
(E) Shareholders	49 (VIIE)	Yes	"Will be complied with at the AGM"
(F) Proceeds From Public Issues/right issues/preferential issues.etc	49 (VIIF)	N.A	"No fresh issue during this Quarter"
IX. CEO / CFO Certification	49 (IX)	Yes	
X. Report on Corporate Governance	49 (X)	Yes	"Will be complied in the next Annual Report"
XI. Compliance	49 (XI)	Yes	

For **MAC CHARLES (INDIA) LIMITED**


M. S. REDDY
 – VICE PRESIDENT FINANCE AND COMPANY SECRETARY
 – CUM – COMPLIANCE OFFICER

