

**Annexure -XI to the Listing Agreement Format of Quarterly Compliance Report on
Corporate Governance**

Name of the Company: M.S.Investments Limited

Quarter ending on: 31st December 2014

Particulars	Clause of Listing agreement	Compliance Status Yes/No/N.A	Remarks
II. Board of Directors	49 (II)	Yes	Appointed Independent Directors
(A) Composition of Board	49 (IIA)	Yes	As per stipulation
(B) Independent Directors	49 (IIB)	Yes	As per stipulation
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Not Applicable	Non- Executive Directors are not paid any compensation during this quarter.
(D) Other provisions as to Board and Committees	49 (IID)	Yes	Board meetings are conducted at periodical intervals as stipulated in this clause.
(E) Code of Conduct	49 (IIE)	Yes	Code of Conduct laid down.
(F) Whistle Blower Policy	49 (IIF)	Yes	Implemented
III. Audit Committee	49 (III)	Yes	Constituted
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	The number of independent Directors and their qualifications are as per stipulated norms.
(B) Meeting of Audit Committee	49 (IIIB)	Yes	Audit Committee Meetings are conducted at periodical intervals as stipulated in this clause.
(C) Powers of Audit Committee	49 (IIIC)	Yes	The Audit Committee has all the powers as envisaged in this clause
(D) Role of Audit Committee	49 (IIID)	Yes	Performing its role as per this Clause.
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	Periodical reviews are made.
IV. Nomination and Remuneration Committee	49 (IV)	Yes	Constituted
V. Subsidiary Companies	49 (V)	No	Not Applicable
VI. Risk Management	49 (VI)	Yes	Implemented
VII. Related Party Transactions	49 (VII)	Yes	There are related party transactions other than current account transactions and necessary disclosures have been made in Annual Report 2014 - 2015
VIII. Disclosures	49 (VIII)	Yes	Complied with.
(A) Related party transactions	49 (VIIIA)	Yes	There are related party transactions other than current account transactions and necessary disclosures have been made in Annual Report 2014 - 2015
(B) Disclosure of Accounting Treatment	49 (VIIIB)	Yes	No differential accounting treatment .



Registered Office :

No.35/1, Muthu Krishnan Street,

Kondithope, Chennai - 600079

Phone No. 044-65151564

E-mail : msinvest.info@gmail.com

CIN NO.L65993TN1985PLC012047

(C) Remuneration of Directors	49 (VIII C)	Yes	The Company has not fixed any remuneration for Non- Executive Directors and there are no other remuneration paid to any Executive Directors.
(D) Management	49 (VIII D)	Yes	Yes, published in the Annual Report 2014-2015
(E) Shareholders	49 (VIII E)	Yes	Director Resume disclosed in the Annual Report. Share Holders/ Investors Grievance Committee has been constituted. Share Transfer Committee constituted.
(F) Proceeds from public issues, rights issue, preferential issues, etc	49 (VIII F)	Not Applicable	Nil
IX. CEO/CFO Certification	49 (IX)	Yes	Implemented
X. Report on Corporate Governance	49 (X)	Yes	Yes, published in the Annual Report 2014-2015
XI. Compliance	49 (XI)	Yes	Yes, published in the Annual Report 2014-2015

For M S INVESTMENTS LIMITED



Kamlesh

Kamlesh Parasmal
Director
DIN:00810823

Place : Chennai

Date : 07/01/2015

Note:

1.The details under each head shall be provided to incorporate all the information required as per the provisions of the Clause 49 of the Listing Agreement.

2.In the column No. 3, compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the Clause 49 I of the Listing Agreement, "Yes" may be indicated. Similarly, in case the company has no related party transactions, the words "N.A." may be indicated against 49(VII).

3.In the remarks column, reasons for non-compliance may be indicated, for example, in case of requirement related to circulation of information to the shareholders, which would be done only in the AGM/EGM, it might be indicated in the "Remarks" column as – "will be complied with at the AGM". Similarly, in respect of matters which can be complied with only where the situation arises, for example, "Report on Corporate Governance" is to be a part of Annual Report only, the words "will be complied in the next Annual Report" may be indicated.