



**C. MAHENDRA
EXPORTS LTD.**



DIAMOND EXPORTERS, IMPORTERS & MANUFACTURERS

Regd. Office: Tower 'C', Office No. CC-6011, 6th Floor, Bharat Diamond Bourse, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051.
Tel: +91-22-2675 4555 / 56 • Fax: +91-22-2675 4560 • Email: bkc@cmahendra.com • Website: www.cmahendra.com

CMEL/CL49/2011-12/

Date: 07.04.2012

To,
The National Stock Exchange Limited
Listing Department,
Exchange Plaza, Plot No. C-1, "G" Block
Bandra Kurla Complex,
Bandra (East), Mumbai - 400 051

Dear Sir / Madam

Ref: C. Mahendra Exports Limited.

Sub: Quarterly Compliance Report on Corporate Governance under clause 49 of the Listing Agreement for the 4th & last quarter ended 31st March, 2012.

Please find enclosed herewith the Quarterly Compliance Report on Corporate Governance under clause 49 of the Listing Agreement for the 4th & last quarter ended 31st March, 2012.

Please acknowledge the receipt of the same.

Thanking you.

Yours Faithfully,
For C. Mahendra Exports Limited

(Ashish Kumar Shrivastava)
Company Secretary & Compliance Officer

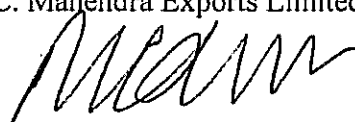
Encl: As above

Quarterly Compliance Report on Corporate Governance
Name of the Company : C. Mahendra Exports Limited
Quarter ending on : 31st March, 2012

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
I Board of Directors	49 I		
(A) Composition of Board	49(IA)	Yes	
(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	
II. Audit Committee	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	
(B) Meeting of Audit Committee	49 (IIB)	Yes	
(C) Powers of Audit Committee	49 (IIC)	Yes	
(D) Role of Audit Committee	49 II(D)	Yes	
(E) Review of Information by Audit Committee	49 (IIE)	Yes	
III. Subsidiary Companies	49 (III)	Yes	
IV. Disclosures	49 (IV)		
(A) Basis of related party transactions	49 (IV A)	Yes	
(B) Disclosure of Accounting Treatment	49 (IV B)	N.A.	
(C) Board Disclosures	49 (IV C)	Yes	
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	Yes	
(E) Remuneration of Directors	49 (IV E)	Yes	Will be complied in Next Annual Report.
(F) Management	49 (IV F)	Yes	Will be complied in Next Annual Report.
(G) Shareholders	49 (IV G)	Yes	Will be complied in Next Annual Report.
V.CEO/CFO Certification	49 (V)	Yes	Will be complied in Next Annual Report.
VI. Report on Corporate Governance	49 (VI)	Yes	Will be complied in Next Annual Report.
VII. Compliance	49 (VII)	Yes	Will be complied in Next Annual Report.

Date: 07.04.2012

For C. Mahendra Exports Limited



(Mahendra C. Shah)
Executive Chairman