



MAFATLAL INDUSTRIES LIMITED

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Tel. : 022 67713800 Fax : 91 22 67713924/25
CIN : L17110GJ1913PLC000035 Website: www.mafatlals.com

October 12, 2016

To,
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400001

BSE Code: 500264

To,
Ahmedabad Stock Exchange Limited
Kamdhenu Complex,
Opp. Sahajanand College, Panjrapole,
Ahmedabad - 380015

ASE Code: 34100

Dear Sir,

Sub: Submission of Quarterly Compliance Report on Corporate Governance for the quarter ended 30th September, 2016 pursuant to Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

We enclose herewith the Quarterly Compliance Report on Corporate Governance for the quarter ended **30th September, 2016** pursuant to Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 which kindly take on record.

Thanking you,

Yours faithfully,

For Mafatlal Industries Limited



Ashish A. Karanji
Company Secretary

Encl.: as above



ARVIND MAFATLAL GROUP
The ethics of excellence

COMPLIANCE REPORT ON CORPORATE GOVERNANCE ON QUARTERLY BASIS

1. Name of the Entity: **MAFATAL INDUSTRIES LIMITED**

2. Quarter ending : **30th September, 2016**

I. Composition of Board of Directors

Title (Mr./ Ms.)	Name of the Director	PAN & DIN	Category (Chair-Person/ Executive/ Independent/ Nominee)	Date of Appointment in the current term/ cessation	Tenure	No. of Directorship in listed entities including this listed entity	No. of Membership in Audit/ Stakeholder Committee(s) Including this Entity @	No. of Post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity.
Mr.	H.A. Mafatlal	<u>AIXPM4401C</u> <u>00009872</u>	Promoter Non-Executive Chairperson	11.08.2016	-	03 (Three)	Audit Committee-NIL Stake holder Committee -02	Nil
Mr.	P. R. Amin	<u>ABTPA0194F</u> <u>00171677</u>	Independent Director	Ceased to be Director on 11.08.2016	05 years	01 (one)	Audit Committee-01 # Stake holder Committee – NIL	01 Chair-person of Audit Committee
Mr.	A.K.Srivastava	<u>ARLPS2072C</u> <u>00046776</u>	Non-Executive Director	12.08.2015	-	02 (Two)	Audit – Nil Stakeholders Committee-02	Nil
Mr.	V. P. Mafatlal	<u>AABPM3170G</u> <u>00011350</u>	Promoter Executive Vice-Chairman	Ceased to be Director on 13.08.2016	05 years	03 (Three)	Audit – Nil Stakeholder Committee-02	Nil
Mr.	V. R. Gupte	<u>AAFPG7245J</u> <u>11330</u>	Independent Director	5.08.2014	05 years	02 (two)	Audit Committee -02 Stakeholder Committee-NIL	Nil
Mr.	P. N. Kapadia	<u>AAEPK2147G</u> <u>00078673</u>	Independent Director	5.08.2014	05 years	03 (Three)	Audit Committee -03 # Stakeholder Committee-NIL	02 Chair-person of Stakeholders Committee
Ms.	Latika P. Pradhan	<u>AGAPP0900C</u> <u>7118801</u>	Independent Director	12.08.2015	05 years	02 (One)	Audit Committee – 02 Stakeholder Committee-NIL	01 Chair-person of Audit Committee
Mr.	Gautam G. Chakravarti	<u>ABHPC2468G</u> <u>00004399</u>	Independent Director	12.08.2015	05 years	01 (One)	Nil	Nil
Mr.	Sujal A. Shah	<u>AAIPS9182P</u> <u>00058019</u>	Independent Director	12.08.2015	05 years	04 (Four)	Audit Committee-03 # Stakeholder Committee-NIL	01 Chair-person of Audit Committee
Mr.	Aniruddha P. Deshmukh	<u>AAGPD3374C</u> <u>01389267</u>	Managing Director & Chief Executive Officer	13.08.2015	05 years	01 (One)	Nil	Nil

§PAN number of any director would not be displayed on the website of Stock Exchange & Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.

* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

Total membership of committees also includes chairmanship mentioned in next column.

@ Considered Committee Memberships in Listed entities. However, Director's Membership/Chairmanship in Committees are within the limits of Regulation 26(1)(a).



II. Composition of Committees		
Name of Committee	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/Independent/Nominees)&
1. Audit Committee	1. Shri P.R. Amin(up to 11.08.2016) 2. Shri V. R. Gupte 3. Shri Sujal Shah 4. Smt. Latika P. Pradhan	Chairperson – Independent Director Independent Director Independent Director Independent Woman Director
2. Nomination & Remuneration Committee	1. Shri V. R. Gupte 2. Shri P. R. Amin(up to 11.08.2016) 3. Shri P. N. Kapadia 4. Shri Gautam G. Chakravarti	Chairperson – Independent Director Independent Director Independent Director Independent Director
3. Risk Management Committee (If applicable)	N.A.	N.A.
4. Stakeholders Relationship Committee	1. Shri P. N. Kapadia 2. Shri H. A. Mafatlal 3. Shri V. P. Mafatlal(up to 13.08.2016) 4. Shri A. K. Srivastava	Chairperson – Independent Director Promoter – Non-executive Promoter – Executive Non - Independent Director

&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

III. Meeting of Board of Directors		
Date(s) of Meeting (in the previous quarter)	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
02/05/2016	29/07/2016	89
	06/08/2016	09

IV. Meeting of Audit Committee			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
06/08/2016		02/05/2016	97

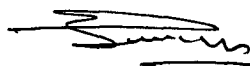
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional



V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)refer note below
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes
Note	
1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.	
2. If status is "No" details of non-compliance may be given here.	

VI. Affirmations
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee b. Nomination & remuneration committee c. Stakeholders relationship committee d. Risk management committee (applicable to the top 100 listed entities)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. There is no comments/observations/advice of Board of Directors with respect thereto.

For MAFATLAL INDUSTRIES LTD



(Ashish A. Karanji)

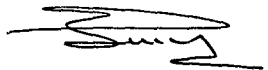
Company Secretary

ANNEXURE III

Format to be submitted by listed entity at the end of 6 months after end of financial year along – with second quarter report of next financial year.

I Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No /NA)refer note below
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
Note		
<p>1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2 If status is "No" details of non-compliance may be given here.</p> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p>		

For MAFATLAL INDUSTRIES LTD



**(Ashish A. Karanji)
Company Secretary**