

Mafatlal[®]

MAFATAL INDUSTRIES LIMITED

Regd. Office : 301-302, Heritage Horizon, 3rd Floor, Off. C.G. Road,
Navrangpura, Ahmedabad 380 009. Email : ahmedabad@mafatlals.com
Tel. : 079 26444404-06 Fax : 079 26444403

Corp. Off.: Kaledonia Building, Off. No.3, 6th Floor, Opp. Vijay Nagar Society,
Sahar Road, Off Western Express Highway, Andheri (East), Mumbai 400 069
Tel. : 022 67713800 Fax : 91 22 67713924/25
CIN : L17110GJ1913PLC000035 Website: www.mafatlals.com

January 10, 2017

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

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

BSE Code: 500264

ASE Code: 34100

Dear Sir,

Sub: Submission of Quarterly Compliance Report on Corporate Governance for the quarter ended 31st December, 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 31st December, 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 MAFATAL GROUP
The ethics of excellence

COMPLIANCE REPORT ON CORPORATE GOVERNANCE ON QUARTERLY BASIS

1. Name of the Entity: **MAFATLAL INDUSTRIES LIMITED**
2. Quarter ending : **31st December, 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	5.08.2014/ Nil	-	02 (Two)	Audit Committee-NIL Stakeholder Committee -02	Nil
Mr.	A.K.Srivastava	<u>ARLPS2072C</u> <u>00046776</u>	Non-Executive Director	12.08.2015/ Nil	-	02 (Two)	Audit – Nil Stakeholders Committee-02	01 Chair-person of Stakeholders Committee
Mr.	Priyavrata H. Mafatlal	<u>ALPPM7282E</u> <u>02433237</u>	Non-Executive Director	25.10.2016/ Nil	-	01(One)	Nil	Nil
Mr.	V. R. Gupte	<u>AAFG7245J</u> <u>11330</u>	Independent Director	5.08.2014/ 4.08.2019	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/ 4.08.2019	05 years	03 (Three)	Audit Committee -03 # Stakeholder Committee-01	01 Chair-person of Stakeholders Committee
Ms.	Latika P. Pradhan	<u>AGAPP0900C</u> <u>7118801</u>	Independent Director	12.08.2015/ 11.08.2020	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/ 11.08.2020	05 years	01 (One)	Audit Committee – 01	Nil
Mr.	Sujal A. Shah	<u>AAIPS9182P</u> <u>00058019</u>	Independent Director	12.08.2015/ 11.08.2020	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/ 12.08.2020	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 V. R. Gupte 2. Shri Sujal Shah 3. Smt. Latika P. Pradhan 4. Shri Gautam G. Chakravarti	Chairperson – Independent Director Independent Director Independent Woman Director Independent Director	
2. Nomination & Remuneration Committee	1. Shri P. N. Kapadia 2. Shri V. R. Gupte 3. Shri Gautam G. Chakravarti	Chairperson – Independent Director Independent Director Independent Director	
3. Risk Management Committee (If applicable)	N.A.	N.A.	
4. Stakeholders Relationship Committee	1. Shri A. K. Srivastava 2. Shri P. N. Kapadia 3. Shri H. A. Mafatlal	Chairperson – Independent Director Non - Independent Director Promoter – Non-executive	
&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)	
29/07/2016	25/10/2016	09	
06/08/2016	15/12/2016	52	
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*
25/10/2016	Yes. 2 out of 4 Directors remained present with granting leave of absence of Shri V. R. Gupte and Smt. Latika Pradhan.	06/08/2016	81

* 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