

July 12, 2016

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

BSE Code: 500264

To,
Ahmedabad Stock Exchange Limited
Kamdheni 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 June, 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 June, 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



COMPLIANCE REPORT ON CORPORATE GOVERNANCE ON QUARTERLY BASIS

1. Name of the Entity: **MAFATLAL INDUSTRIES LIMITED**
2. Quarter ending : **30th June, 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> 00009872	Promoter Non-Executive Chairperson	5.08.2014/ Nil	-	03 (Three)	Audit Committee-NIL Stakeholder Committee -02	Nil
Mr.	P. R. Amin	<u>ABTPA0194F</u> 00171677	Independent Director	5.08.2014/ 4.08.2019	05 years	01 (one)	Audit Committee-01 # Stakeholder Committee – NIL	01 Chair-person of Audit Committee
Mr.	A.K.Srivastava	<u>ARLPS2072C</u> 00046776	Non-Executive Director	12.08.2015/ Nil	-	02 (Two)	Audit – Nil Stakeholders Committee-02	Nil
Mr.	V. P. Mafatlal	<u>AABPM3170G</u> 00011350	Promoter Executive Vice-Chairman	28.05.2013/ 27.06.2018	05 years	03 (Three)	Audit – Nil Stakeholder Committee-02	Nil
Mr.	V. R. Gupte	<u>AAFG7245J</u> 11330	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> 00078673	Independent Director	5.08.2014/ 4.08.2019	05 years	03 (Three)	Audit Committee -03 # Stakeholder Committee-NIL	02 Chair-person of Stakeholders Committee
Ms.	Latika P. Pradhan	<u>AGAPP0900C</u> 7118801	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> 00004399	Independent Director	12.08.2015 11.08.2020	05 years	01 (One)	Nil	Nil
Mr.	Sujal A. Shah	<u>AAIPS9182P</u> 00058019	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> 01389267	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.

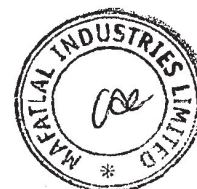
Total membership of committees also includes chairmanship mentioned in next column.

@ 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 P.R. Amin 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 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 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)	
28/01/2016	02/05/2016	63	
31/03/2016		32	
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*
02/05/2016	Yes. 3 out of 4 Directors remained present with granting leave of absence of Shri V. R. Gupte.	28/01/2016	95

* 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