

October 19, 2022

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400001

BSE Code: 500264

Dear Sir,

Sub: Submission of Quarterly Compliance Report on Corporate Governance for the quarter ended 30th September, 2022 pursuant to Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

We enclosed herewith the Quarterly Compliance Report on Corporate Governance for the quarter ended **30th September, 2022** 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

Amish Shah
Company Secretary

Encl.: as above

COMPLIANCE REPORT ON CORPORATE GOVERNANCE ON QUARTERLY BASIS

1. Name of the Entity : **MAFATAL INDUSTRIES LIMITED**
 2. Quarter ending : **30th September, 2022**

I. Composition of Board of Directors												
Title (Mr. / Ms.)	Name of the Director	PAN ^S & DIN	Category (Chair-Person/ Executive/ Independent/ Nominee)	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure*	Date of Birth	No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to Regulation 17A(1)]	No. of Memberships in Audit/ Stakeholder Committee(s) Including this listed entity @ (Refer Regulation 26(1) of Listing Regulations)	No. of Post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity. (Refer Regulation 26(1) of Listing Regulations)
Mr.	H.A. Mafatlal	<u>AIXPM4401C</u> 00009872	Promoter Executive Chairperson	03-05-1979	1.11.2021/ 31.10.2026	-	-	24-11-1954	02 (Two)	Nil	Audit Committee-NIL Stake holder Committee -02	Nil
Mr.	A. K. Srivastava	<u>ARLPS2072C</u> 00046776	Independent Director	10-10-2012	5.08.2019/ 4.08.2024	-	34 months**	10-02-1952	02 (Two)	02 (Two)	Audit – Nil Stakeholders Committee-02 #	01 Chairperson of Stakeholders Committee
Mr.	Priyavrata H. Mafatlal	<u>ALPPM7282E</u> 02433237	Managing Director	01-11-2016	1.11.2021/ 31.10.2026	-	-	18-02-1987	02(Two)	Nil	Nil	Nil
Mr.	V. R. Gupte	<u>AAFPG7245J</u> 00011330	Independent Director	30-05-2013	5.08.2019/ 4.08.2024	-	106 months	09-09-1944	02 (Two)	02 (Two)	Audit Committee -02 Stakeholder Committee-01 #	01 Chairperson of Audit Committee
Mr.	P. N. Kapadia	<u>AAEPK2147G</u> 00078673	Independent Director	30-05-2013	5.08.2019/ 4.08.2024	-	106 months	30-09-1951	03 (Three)	03 (Three)	Audit Committee -02 Stakeholder Committee-03 #	01 Chairperson of Stakeholders Committee
Mrs.	Latika P. Pradhan	<u>AGAPP0900C</u> 07118801	Independent Director	17-04-2015	17.04.2020/ 16.04.2025	-	83 months	16-09-1954	02 (Two)	02 (Two)	Audit Committee – 03 # Stakeholder Committee- 01#	01 Chairperson of Audit Committee & 01 Chairperson of Stakeholders Committee
Mr.	Gautam G. Chakravarti	<u>ABHPC2468G</u> 00004399	Independent Director	30-05-2015	30.05.2020/ 29.05.2025	-	82 months	02-07-1953	01 (One)	01 (One)	Audit Committee – 01	Nil
Mr.	Sujal A. Shah	<u>AAIPS9182P</u> 00058019	Independent Director	30-05-2015	30.05.2020/ 29.05.2025	-	82 months	23-09-1968	06 (Six)	06 (Six)	Audit Committee-09 # Stakeholder Committee-NIL	03 Chairperson of Audit Committee
Whether Regular Chairperson appointed – YES												
Whether Chairperson is related to managing director or CEO – YES												
\$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.												
** Mr. A. K. Srivastava, appointed as an Independent Director at the 105th Annual General Meeting for a period of 5 consecutive years from 5th August 2019 to 4th August, 2024.												
# Total membership of committees also includes chairmanship mentioned in next column												
@ Considered Committee Memberships in All Public Limited Entities. Director's Membership/Chairmanship in Committees are within the limits of Regulation 26(1)(a).												

II. Composition of Committees					
Name of Committee	Whether Regular Chairperson appointed	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/Independent/Nominees)&	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	1. Mr. V. R. Gupte 2. Mr. Sujal Shah 3. Mrs. Latika P. Pradhan 4. Mr. Gautam G. Chakravarti	Chairperson – Independent Director Independent Director Independent Woman Director Independent Director	31-07-2013 31-07-2013 11-08-2015 25-10-2016	- - - -
2. Nomination & Remuneration Committee	Yes	1. Mr. P. N. Kapadia 2. Mr. V. R. Gupte 3. Mr. Gautam G. Chakravarti	Chairperson – Independent Director Independent Director Independent Director	31-07-2013 31-07-2013 11-08-2015	- - -
3. Risk Management Committee (If applicable)	N.A.	N.A.	N.A.	N.A.	N.A.
4. Stakeholders Relationship Committee	Yes	1. Mr. A. K. Srivastava 2. Mr. H. A. Mafatlal 3. Mr. P. N. Kapadia	Chairperson – Independent Director Promoter – Executive Independent Director	25-10-2016 30-05-2014 31-07-2013	- - -
5. Corporate Social Responsibility Committee	Yes	1. Mr. H. A. Mafatlal 2. Mr. A. K. Srivastava 3. Mr. Sujal Shah	Chairperson – Promoter – Executive Independent Director Independent Director	25-03-2014 25-10-2016 25-10-2016	- - -
6. Share Allotment Committee	N.A.	1. Mr. H. A. Mafatlal 2. Mr. P. H. Mafatlal 3. Mr. P. N. Kapadia	Chairperson – Promoter – Executive Promoter – Executive Independent Director	10-08-2017 10-08-2017 10-08-2017	- - -
& 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	Whether requirement of Quorum met*	Number of Directors present*	Number of independent director present*	Maximum gap between any two consecutive (in number of days)
01.04.2022	29.07.2022	Yes	08	06	56
28.05.2022	17.09.2022	Yes	08	06	18
16.06.2022		Yes	08	06	42
					49
IV. Meeting of Audit Committee					
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Number of Directors present*	Number of independent director present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
29.07.2022	Yes	04	04	28.05.2022	18
	Yes	04	04	16.06.2022	42

V. Meeting of Nomination & Remuneration Committee					
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Number of Directors present*	Number of independent director present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
NIL				27.05.2022	NIL
VI. Meeting of Stakeholders Relationship Committee					
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Number of Directors present*	Number of independent director present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
NIL				NIL	NIL
VII. Meeting of Share Allotment Committee					
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Number of Directors present*	Number of independent director present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
12.09.2022	Yes	3	1	28.05.2022	106
VIII. 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.					
IX. 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

(Amish Shah)
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
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes
Whether “Corporate Governance Report” disclosed in Annual Report	34(3) read with para C of Schedule V	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.		
3 If the Listed Entity would like to provide any other information the same may be indicated here.		

For MAFATLAL INDUSTRIES LTD

(Amish Shah)
Company Secretary

ANNEX IV

Format to be submitted twice a year, on a half yearly basis by the listed entity at the end of every 6 months of the financial year

Half year ending – 30th September, 2022

I. Disclosure of Loans / guarantees / comfort letters / securities etc. refer note below

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	NIL	NIL
Promoter Group or any other entity controlled by them		
Directors (including relatives) or any other entity controlled by them		
KMPs or any other entity controlled by them		

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	NIL	NIL	NIL
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
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Promoter or any other entity controlled by them	NIL
Promoter Group or any other entity controlled by them	
Directors (including relatives) or any other entity controlled by them	
KMPs or any other entity controlled by them	

II. Affirmations:

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s)(including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.

Milan Shah
Chief Financial Officer

Note

1. These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;
 - a) by a government company to/ for the Government or government company
 - b) by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.
 - c) by a banking company or an insurance company; and
 - d) by the listed entity to its employees or directors as a part of the service conditions
2. If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table.