MOHIT INDUSTRIES LTD.

AN ISO 9001:2015 CERTIFIED COMPANY

12th May 2020

To,

The Secretary,
Deptt. Of Corporate Service,
Bombay Stock Exchange Limited,
1st Floor, Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400001

Script Code: - **531453**

The Manager
Listing Department,
National Stock Exchange of India Limited,
Exchange Plaza, c-1 Block G
Bandra- Kurla Complex, Bandra (E)
Mumbai- 400050

Script Code: - **MOHITIND**

Dear Sir,

Sub: - Compliance Report on Corporate Governance

Ref: Quarter and year ended on 31st March, 2020

Dear Sir,

Pursuant to Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, please find enclosed herewith the Compliance Report on Corporate Governance Report, in the format Specified (Annexure- I and Annexure- II), for the quarter and year ended on 31st March, 2020.

Thanking You,

Yours faithfully
FOR MOHIT INDUSTRIES LIMITED

Nikita

(Nikita Pediwal)
Company Secretary

MOHIT INDUSTRIES LTD. SURAT

Encl: - As above

CIN No. : L17119GJ1991PLC015074
A/601 B, International Trade Centre, Majura Gate, Ring Road, Surat-395 002.
Phone : 2463261, 2463262, 2463263 FAX : +91 - 261 - 2463264
E-mail : contact@mohitindustries.com Visit us : www.mohitindustries.com

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **MOHIT INDUSTRIES LIMITED**
2. Quarter ending - **31-MARCH-2020**

i. **Composition Of Board Of Director**

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/Non-Executive/ Independent/ Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Tenure	Date of Birth	Whether special resolution passed?	No. of Directorship in listed entities including this listed entity	No of Independent Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	Membership in Committees of the Company
Mr.	Narayan Sitaram Saboo	00223324	ADEPS9319P	C,ED	MD	18-Feb-1991	01-Oct-2015		12-Dec-1961	NA	3	0	2	0	AC,SC
Mr.	Naresh Sitaram Saboo	00223350	ACTPS6382E	ED		10-Mar-1998	10-Mar-1998		14-Nov-1973	NA	3	0	2	0	
Mr.	MANISH NARAYAN SABOO	01576187	AUXPS0007N	ED		29-Sep-2011	29-Sep-2011		13-Nov-1984	NA	2	0	0	0	
Mr.	JAYESH RASIKLAL GANDHI	01588775	ADZPG0115G	ID		21-Nov-1994	30-Sep-2019	60	23-Feb-1960	NA	1	1	2	1	AC,SC,NRC
Mr.	SACHINKUMAR PRAMOD	01634303	AAXPJ5213F	ID		26-Aug-2005	30-Sep-2019	60	03-Dec-1974	NA	2	2	2	1	AC,SC,NRC

MOHIT INDUSTRIES LTD. SURAT

	JAIN														
Mr.	HARMIL JATINBHAI SHAH	06797445	BADPS9997L	ID		23-Aug-2016	23-Aug-2016	60	11-Feb-1987	NA	2	2	2	1	
Mrs.	PRAGYA MEMANI RAHUL	06846968	BDMPM4260N	ID		22-Mar-2014	30-Sep-2019	60	05-Nov-1987	NA	1	1	0	0	NRC

Company Remarks	
Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	Yes

ii. Composition of Committees

a. Audit Committee

Sr. No.	*Name of the Director*	*Category*	*Chairperson/Membership*	*Appointment Date*	*Cessation Date*
1	SACHINKUMAR PRAMOD JAIN	ID	Chairperson	29-Sep-2014	
2	JAYESH RASIKLAL GANDHI	ID	Member	29-Sep-2014	
3	Narayan Sitaram Saboo	C,ED	Member	01-Oct-2015	

Company Remarks	
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

Sr. No.	*Name of the Director*	*Category*	*Chairperson/Membership*	*Appointment Date*	*Cessation Date*
1	JAYESH RASIKLAL GANDHI	ID	Chairperson	29-Sep-2014	
2	SACHINKUMAR PRAMOD JAIN	ID	Member	29-Sep-2014	
3	Narayan Sitaram Saboo	C,ED	Member	01-Oct-2015	

MOHIT INDUSTRIES LTD. SURAT

Company Remarks	
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

Sr. No.	*Name of the Director*	*Category*	*Chairperson/Membership*	*Appointment Date*	*Cessation Date*

Company Remarks	
Whether Permanent chairperson appointed	

d. Nomination and Remuneration Committee

Sr. No.	*Name of the Director*	*Category*	*Chairperson/Membership*	*Appointment Date*	*Cessation Date*
1	SACHINKUMAR PRAMOD JAIN	ID	Chairperson	29-Sep-2014	
2	JAYESH RASIKLAL GANDHI	ID	Member	29-Sep-2014	
3	PRAGYA MEMANI RAHUL	ID	Member	29-Sep-2014	

Company Remarks	
Whether Permanent chairperson appointed	Yes

iii. Meeting of Board of Directors

Date(s) of Meeting (if any) 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 Directors present**
25-Oct-2019	12-Feb-2020	Yes	7	4
14-Nov-2019		Yes	7	4

Company Remarks	
Maximum gap between any two consecutive (in number of days)	89

MOHIT INDUSTRIES LTD. SURAT

iv. **Meeting of Committees**

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of independent directors present
Audit Committee	14-Nov-2019		Yes	3	2
Audit Committee		12-Feb-2020	Yes	3	2
Nomination & Remuneration Committee	14-Nov-2019		Yes	3	3
Nomination & Remuneration Committee		12-Feb-2020	Yes	3	3
Stakeholders Relationship Committee	14-Nov-2019		Yes	3	2
Stakeholders Relationship Committee		12-Feb-2020	Yes	3	2

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	89

v. **Related Party Transactions**

Subject	***Compliance status (Yes/No/NA)***	***Remark***
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

MOHIT INDUSTRIES LTD. SURAT

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
    a. Audit Committee - **Yes**
    b. Nomination & remuneration committee - **Yes**
    c. Stakeholders relationship committee - **Yes**
    d. Risk management committee (applicable to the top 100 listed entities) **- Not applicable**
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. **- Yes**
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.**- Yes**
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. **- Yes**
   b. Any comments/observations/advice of Board of Directors may be mentioned here:

NIL

For Mohit Industries Ltd.

Narayan Saboo.

Director

MOHIT INDUSTRIES LTD. SURAT

Name : **NARAYAN SABOO**
Designation : **MANAGING DIRECTOR**

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations			
Item	***Compliance status***	Company Remark	Website
As per regulation 46(2) of the LODR:			
Details of business	Yes		http://www.mohitindustries.com
Terms and conditions of appointment of independent directors	Yes		http://www.mohitindustries.com
Composition of various committees of board of directors	Yes		http://www.mohitindustries.com
Code of conduct of board of directors and senior management personnel	Yes		http://www.mohitindustries.com
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		http://www.mohitindustries.com
Criteria of making payments to non-executive directors	Yes		http://www.mohitindustries.com
Policy on dealing with related party transactions	Yes		http://www.mohitindustries.com
Policy for determining 'material' subsidiaries	Yes		http://www.mohitindustries.com
Details of familiarization programs imparted to independent directors	Yes		http://www.mohitindustries.com
Email address for grievance redressal and other relevant details entity who are responsible for assisting and handling investor grievances	Yes		http://www.mohitindustries.com /
Contact information of the designated officials of the listed entity who are	Yes		http://www.mohitindustries.com
Financial results	Yes		http://www.mohitindustries.com
Shareholding pattern	Yes		http://www.mohitindustries.com
Details of agreements entered into with the media companies and/or their associates	Not Applicable		
Schedule of analyst or institutional investor meet and presentations madeby the listed entity to analysts or institutional investors simultaneously	Not Applicable		
New name and the old name of the listed entity	Not Applicable		http://www.mohitindustries.com
Advertisements as per regulation 47 (1)	Yes		http://www.mohitindustries.com
Credit rating or revision in credit rating obtained by the entity for all	Yes		http://www.mohitindustries.com
Separate audited financial statements of each subsidiary of the listed entity in	Yes		
As per other regulations of the LODR:			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		http://www.mohitindustries.com /
Materiality Policy as per Regulation 30	Yes		http://www.mohitindustries.com
Dividend Distribution policy as per Regulation 43A (as applicable)	Not Applicable		http://www.mohitindustries.com
It is certified that these contents on the website of the listed entity are correct.	Yes		
II Annual Affirmations			

MOHIT INDUSTRIES LTD. SURAT

Particulars	Regulation Number	Compliance status (Yes/No/NA)	Company Remark
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
Board composition	17(1), 17(1A) & 17(1B)	Yes	
Meeting of Board of directors	17(2)	Yes	
Quorum of Board meeting	17(2A)	Yes	
Review of Compliance Reports	17(3)	Yes	
Plans for orderly succession for appointments	17(4)	Yes	
Code of Conduct	17(5)	Yes	
Fees/compensation	17(6)	Yes	
Minimum Information	17(7)	Yes	
Compliance Certificate	17(8)	Yes	
Risk Assessment & Management	17(9)	Yes	
Performance Evaluation of Independent Directors	17(10)	Yes	
Recommendation of Board	17(11)	Yes	
Maximum number of directorship	17A	Yes	
Composition of Audit Committee	18(1)	Yes	
Meeting of Audit Committee	18(2)	Yes	
Composition of nomination & remuneration committee	19(1) & (2)	Yes	
Quorum of Nomination and Remuneration Committee meeting		Yes	
Meeting of nomination & remuneration committee		Yes	
Composition of Stakeholder Relationship Committee	20(1), 20(2) and	Yes	
Meeting of stakeholder relationship committee		Yes	
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
Meeting of Risk Management Committee		Not Applicable	
Vigil Mechanism	22	Yes	
Policy for related party Transaction	23(1),(1A),(5),(6),(7)	Yes	
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
Approval for material related party transactions	23(4)	Not Applicable	
Disclosure of related party transactions on consolidated basis	23(9)	Not Applicable	
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Not Applicable	
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	

MOHIT INDUSTRIES LTD. SURAT

Annual Secretarial Compliance Report	*24(A)*	Yes	
Alternate Director to Independent Director	*25(1)*	Yes	
Maximum Tenure	*25(2)*	Yes	
Meeting of independent directors	*25(3) & (4)*	Yes	
Familiarization of independent directors	*25(7)*	Yes	
Declaration from Independent Director	*25(8) & (9)*	Yes	
D & O Insurance for Independent Directors	*25(10)*	Yes	
Memberships in Committees	*26(1)*	Yes	
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	*26(3)*	Yes	
Disclosure of Shareholding by Non- Executive Directors	*26(4)*	Yes	
Policy with respect to Obligations of directors and senior management	*26(2) & 26(5)*	Yes	

Other Information	

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. **- Yes**

Other Information	

For Mohit Industries Ltd.

Narayan Saboo.

Director

MOHIT INDUSTRIES LTD. SURAT

Name : **NARAYAN SABOO**

Designation : **Managing Director**