CORPORATE GOVERNANCE REPORT

Annexure- I

1. ***Name of Listed Entity*** **MOHIT INDUSTRIES LIMITED**
2. ***Quarter ending*** **31-Mar-19**

Title (Mr. /Ms.)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/ Non- Executive/ in dependent/ Nominee) [&]	Date of Appoint ment in the current term	Date of Cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number 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.	Narayan Sitaram Saboo	00223324	ADEPS9319P	Executive Director- Managing Director	10/1/2015	-	-	3	2	-
Mr.	Naresh Sitaram Saboo	00223350	ACTPS6382E	Executive Director	3/10/1998	-	-	3	2	-
Mr.	Manish Narayan Saboo	01576187	AUXPS0007N	Executive Director & CFO	9/29/2011	-	-	2	-	-
Mr.	Jayesh Rasiklal Gandhi	01588775	ADZPG0115G	Non Executive- Independent Director	9/29/2014	-	(5 Consecutive years) Upto 29th AGM in year 2019	1	2	1
Mr.	Sachinkumar Pramod Jain	01634303	AAXPJ5213F	Non Executive- Independent Director	9/29/2014	-	(5 Consecutive years) Upto 29th AGM in year 2019	2	2	1
Mrs.	Pragya Rahul Memani	06846968	BDMPM4260N	Non Executive- Independent Director	9/29/2014	-	(5 Consecutive years) Upto 29th AGM in year 2019	1	-	-
Mr.	Harmil Jatinbhai Shah	06797445	BADPS9997L	Non Executive- Independent Director	8/23/2016	-	(5 Consecutive years) Upto 22/08/2021	2	2	1

II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/ Non-Executive/independent/Nomin ee) [$]	
1. Audit Committee	Mr. Sachinkumar Pramod Jain	Non Executive- Independent Director	Chairman
	Mr. Jayesh Rasiklal Gandhi	Non Executive- Independent Director	Member
	Mr. Narayan Sitaram Saboo	Executive Director	Member
2. Nomination & Remuneration Committee	Mr. Sachinkumar Pramod Jain	Non Executive- Independent Director	Chairman
	Mr. Jayesh Rasiklal Gandhi	Non Executive- Independent Director	Member
	Mrs. Pragya Rahul Memani	Non Executive- Independent Director	Member
3. Risk Management Committee(if applicable)	**Not Applicable**		
4. Stakeholders Relationship Committee'	Mr. Jayesh Rasiklal Gandhi	Non Executive- Independent Director	Chairman
	Mr. Sachinkumar Pramod Jain	Non Executive- Independent Director	Member
	Mr. Narayan Sitaram Saboo	Executive Director	Member

[&]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

MOHIT INDUSTRIES LTD. SURAT

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*	*Maximum gap between any two consecutive (in number of days)*
11/3/2018	*2/14/2019*	*102 days*
	3/1/2019	*14 days*
	3/30/2019	*28 days*

Meeting of Committees

Name of 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****
Audit Committee	*2/14/2019*	*Yes*	*11/3/2018*	*102 days*
Nomination & Remuneration Committee	*2/14/2019*	*Yes*	*11/3/2018*	*102 days*
Stakeholders Relationship Committee	*2/14/2019*	Yes	*11/3/2018*	*102 days*

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

Related Party Transactions

Subject	**Compliance status (Yes/No/NA)refer note below**
ther prior approval of audit committee obtained	**Yes**
ther shareholder approval obtained for material RPT	**N.A**
ther details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	**Yes**

Affirmations

he composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
he composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
udit Committee
lomination & remuneration committee
takeholders relationship committee
isk management committee **(Not Applicable)**
he committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
he 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.
his report and/or the report submitted in the previous quarter has been placed before Board of Directors.

For And On Behalf Of Mohit Industries Limited

Narayan Saboo

(Narayan Saboo)
Managing Director

Date: 11/4/2019
Place: Surat

Format to be submitted by listed entity at the end of the financial year 31st March 2019 (for the whole of financial year)

Annexure- II

I. Disclosure on website in terms of Listing Regulations	
Item	***Compliance status*** *(Yes/No/NA)* refer note below
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	Yes
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	N.A
New name and the old name of the listed entity	N.A

II Annual Affirmations		
Particulars	***Regulation Number***	***Compliance status*** *(Yes/No/NA)* refer note below
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)*	Yes
Meeting of Board of directors	*17(2)*	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
Composition of Audit Committee	*18(1)*	Yes
Meeting of Audit Committee	*18(2)*	Yes
Composition of nomination & remuneration committee	*19(1) & (2)*	Yes
Composition of Stakeholder Relationship Committee	*20(1) & (2)*	Yes
Composition and role of risk management committee	*21(1),(2),(3),(4)*	N.A
Vigil Mechanism	*22*	Yes
Policy for related party Transaction	*23(1),(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)*	N.A
Composition of Board of Directors of unlisted material Subsidiary	*24(1)*	N.A
Other Corporate Governance requirements with respect to subsidiary of listed entity	*24(2),(3),(4),(5) &*	Yes
Maximum Directorship & Tenure	*25(1) & (2)*	Yes
Meeting of independent directors	*25(3) & (4)*	Yes
Familiarization of independent directors	*25(7)*	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

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.

Narayan Saboo

Narayan Saboo
Managing Director

Date : 11/04/2019
Place: Surat