MOHIT INDUSTRIES LTD.

AN ISO 9001:2008 CERTIFIED COMPANY

05th April 2018

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, 2018

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, 2018.

Thanking You,

Yours faithfully
FOR MOHIT INDUSTRIES LIMITED

Smalu

(Swati Malu)
Company Secretary
Encl: - As above

CIN No. : L17119GJ1991PLC015074
A/601 B, International Trade Centre, Majura Gate, Ring Road, Surat-395 002.
Phone : 2463261, 2463262, 2463263, 3234330 FAX : +91 - 261 - 2463264
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CORPORATE GOVERNANCE REPORT

Annexure- I

1. *Name of Listed Entity* **MOHIT INDUSTRIES LIMITED**
2. *Quarter ending* **31-Mar-18**

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	01-10-2015	-	-	3	2	-
Mr.	Naresh Sitaram Saboo	00223350	ACTPS6382E	Executive Director	10-03-1998	-	-	3	2	-
Mr.	Sitaram Nandlal Saboo	01575869	ADZPS7529N	Chairman- Executive Director	18-02-1991	-	-	1	-	-
Mr.	Manish Narayan Saboo	01576187	AUXPS0007N	Executive Director & CFO	29-09-2011	-	-	2	-	-
Mr.	Jayesh Rasiklal Gandhi	01588775	ADZPG0115G	Non Executive- Independent Director	29-09-2014	-	(5 Consecutive years) Upto 29th AGM in year 2019	1	2	1
Mr.	Sachinkumar Pramod Jain	01634303	AAXPJ5213F	Non Executive- Independent Director	29-09-2014	-	(5 Consecutive years) Upto 29th AGM in year 2019	2	2	1
Mrs.	Pragya Rahul Memani	06846968	BDMPM4260N	Non Executive- Independent Director	29-09-2014	-	(5 Consecutive years) Upto 29th AGM in year 2019	1	-	-
Mr.	Harmil Jatinbhai Shah	06797445	BADPS9997L	Non Executive- Independent Director	23-08-2016	-	(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

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	Maximum gap between any two consecutive (in number of days)
08-11-2017	12-02-2018	35 days
14-12-2017		59 days

IV. 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	12-02-2018	Yes	14-12-2017	59 days
Nomination & Remuneration Committee	12-02-2018	Yes	14-12-2017	59 days
Stakeholders Relationship Committee	12-02-2018	Yes	14-12-2017	59 days

* 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

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 **(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.
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.

For And On Behalf Of Mohit Industries Limited

Narayan Saboo

MOHIT INDUSTRIES LTD. SURAT

(Narayan Saboo)
Managing Director

Date: 05-04-2018
Place: Surat

Format to be submitted by listed entity at the end of the financial year 31st March 2018 (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

MOHIT INDUSTRIES LTD. SURAT

Narayan Saboo
Managing Director

Date : 05/04/2018
Place: Surat