



# MOHIT INDUSTRIES LTD.

AN ISO 9001:2008 CERTIFIED COMPANY

06<sup>th</sup> October, 2017

To,

Deptt. Of Corporate Service,  
Bombay Stock Exchange Limited,  
1<sup>st</sup> Floor, Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai-400001

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

Script Code:- 531453

Script Code:- MOHITIND

Dear Sir,

**Sub: - Compliance Report on Corporate Governance**

Ref: Quarter and half year ended on 30<sup>th</sup> September, 2017

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- III), for the quarter and half year ended on 30<sup>th</sup> September, 2017.

Thanking You,

Yours faithfully

**FOR MOHIT INDUSTRIES LIMITED**

(Swati Malu)

**Company Secretary**

Encl: - As above

CIN No.: L17119GJ1991PLC015074

A/601 B, International Trade Centre, Majura Gate, Ring Road, Surat-395 002.

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# CORPORATE GOVERNANCE REPORT

Annexure- I

MOHIT INDUSTRIES LIMITED

1. Name of Listed Entity

2. Quarter ending 30-Sep-17

| Title<br>(Mr./Ms.)                                                                                                                                                        | Name of the Director    | DIN      | PAN                         | Category (Chairperson<br>/Executive/ Non-<br>Executive/ in dependent/<br>Nominee) & | Date of<br>Appoint<br>ment in the<br>current term | Date of<br>Cessatio<br>n | Tenure*                                                                    | No of<br>Directorship<br>in listed<br>entities<br>including this<br>listed entity<br>(Refer<br>Regulation<br>25(1) of<br>Listing<br>Regulations) | Number of<br>memberships<br>in Audit/<br>Stakeholder<br>Committee(s)<br>including this<br>listed entity<br>(Refer<br>Regulation<br>26(1) of<br>Listing<br>Regulations) | No of post of<br>Chairperson in Audit/<br>Stakeholder<br>Committee held in<br>listed entities<br>including this listed<br>entity<br>(Refer Regulation<br>26(1) of Listing<br>Regulations) |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------|----------|-----------------------------|-------------------------------------------------------------------------------------|---------------------------------------------------|--------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Mr.                                                                                                                                                                       | Narayan Sitaram Saboo   | 00223324 | ADEPS9319P                  | Executive Director-<br>Managing Director                                            | 01/10/2015                                        | -                        | -                                                                          | 3                                                                                                                                                | 2                                                                                                                                                                      | 2                                                                                                                                                                                         |
| Mr.                                                                                                                                                                       | Naresh Sitaram Saboo    | 00223350 | ACTPS6382E                  | Executive Director                                                                  | 10/03/1998                                        | -                        | -                                                                          | 3                                                                                                                                                | 2                                                                                                                                                                      | -                                                                                                                                                                                         |
| Mr.                                                                                                                                                                       | Sitaram Nandlal Saboo   | 01575869 | ADZPS7529N                  | Chairman- Executive<br>Director                                                     | 18/02/1991                                        | -                        | -                                                                          | 1                                                                                                                                                | -                                                                                                                                                                      | -                                                                                                                                                                                         |
| Mr.                                                                                                                                                                       | Manish Narayan Saboo    | 01576187 | AUXPS0007N                  | Executive Director &<br>CFO                                                         | 29/09/2011                                        | -                        | -                                                                          | 2                                                                                                                                                | -                                                                                                                                                                      | -                                                                                                                                                                                         |
| Mr.                                                                                                                                                                       | Jayesh Rasiklal Gandhi  | 01588775 | ADZPG0115G                  | Non Executive-<br>Independent Director                                              | 29/09/2014                                        | -                        | (5 Consecutive years)<br>Upto 29th AGM in<br>year 2019                     | 1                                                                                                                                                | 2                                                                                                                                                                      | 1                                                                                                                                                                                         |
| Mr.                                                                                                                                                                       | Sachinkumar Pramod Jain | 01634303 | AAXPJ5213F                  | Non Executive-<br>Independent Director                                              | 29/09/2014                                        | -                        | (5 Consecutive years)<br>Upto 29th AGM in<br>year 2019                     | 2                                                                                                                                                | 2                                                                                                                                                                      | 1                                                                                                                                                                                         |
| Mrs.                                                                                                                                                                      | Pragya Rahul Memani     | 06846968 | BDMPM4260N                  | Non Executive-<br>Independent Director                                              | 29/09/2014                                        | -                        | (5 Consecutive years)<br>Upto 29th AGM in<br>year 2019                     | 1                                                                                                                                                | -                                                                                                                                                                      | -                                                                                                                                                                                         |
| Mr.                                                                                                                                                                       | Harmil Jatinbhai Shah   | 06797445 | BADPS9997L                  | Non Executive-<br>Independent Director                                              | 23/08/2016                                        | -                        | (5 Consecutive years)<br>Upto 22/08/2021                                   | 2                                                                                                                                                | 2                                                                                                                                                                      | 1                                                                                                                                                                                         |
| II. Composition of Committees                                                                                                                                             |                         |          |                             |                                                                                     |                                                   |                          |                                                                            |                                                                                                                                                  |                                                                                                                                                                        |                                                                                                                                                                                           |
| Name of Committee                                                                                                                                                         |                         |          | Name of Committee members   |                                                                                     |                                                   |                          | Category (Chairperson/Executive/ Non-<br>Executive/Independent/Nominee) \$ |                                                                                                                                                  |                                                                                                                                                                        |                                                                                                                                                                                           |
| 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 |                         |          |                             |                                                                                     |                                                   |                          |                                                                            |                                                                                                                                                  |                                                                                                                                                                        |                                                                                                                                                                                           |

\*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 (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) |  |
| 19/04/2017                                          | 14/09/2017                                          | 40 days                                                     |  |
| 30/05/2017                                          |                                                     | 21 days                                                     |  |
| 21/06/2017                                          |                                                     | 84 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                     | 14/09/2017                                                  | Yes                                         | 19/04/2017                                                  | 40 days                                                             |
| Audit Committee                     | ---                                                         | Yes                                         | 30/05/2017                                                  | 106 days                                                            |
| Nomination & Remuneration Committee | 14/09/2017                                                  | Yes                                         | 19/04/2017                                                  | 40 days                                                             |
| Nomination & Remuneration Committee | ---                                                         | Yes                                         | 30/05/2017                                                  | 106 days                                                            |
| Stakeholders Relationship Committee | 14/09/2017                                                  | Yes                                         | 19/04/2017                                                  | 40 days                                                             |
| Stakeholders Relationship Committee | ---                                                         | Yes                                         | 30/05/2017                                                  | 106 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*  
Narayan Saboo  
Managing Director



Date: 06/10/2017  
Place: Surat

# 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<br>(Yes/No/NA) refer note below | Remarks |
| 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                                               |         |
| 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 And On Behalf Of Mohit Industries Limited



*Narayan Saboo*

Narayan Saboo  
Managing Director

Date: 06/10/2017  
Place: Surat