

MPF SYSTEMS LIMITED

(Formerly known as MATHER AND PLATT FIRE SYSTEMS LIMITED)

CIN: L65999PN1993PLC014500

Registered Office: Mumbai-Pune Road, Chinchwad (E) Pune - 411019 Maharashtra, India.

Tel: +91 20 27442100 Fax: +91 20 27442111

Website: <http://mpfsl.co.in>, E-mail address: comp.secr@matherplatt.com

April 9, 2014

Bombay Stock Exchange Ltd.,
P.J. Towers, Dalal Street,
Fort, Mumbai 400001

Fax No. 022 22723121 / 2039 / 3719 / 2041

Subject: Report on Corporate Governance.

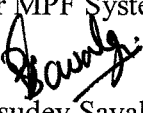
Dear Sir / Madam,

Please find enclosed herewith the quarterly compliance report on Corporate Governance for the quarter ended 31 March 2014.

Kindly take it on the record please.

Thanking you.

Yours sincerely
For MPF Systems Ltd


Vasudev Savalgi
Company Secretary

CC.: Pune Stock Exchange Limited
Shivleela Chambers,
R. B. Kumthekar Marg,
752 Sadashiv Peth,
Pune 411 030
Fax: 24460082

Annexure I B

Quarterly Compliance Report on Corporate Governance
 Name of the Company: MPF Systems Ltd
 (Formerly known as Mather and Platt Fire Systems Limited)
 Quarter ended on: **31st March 2014**

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
I Board of Directors	49 I		
(A) Composition of Board	49(IA)	Yes	
(B) Non-executive Directors' Compensation & Disclosures	49 (IB)	N.A.	None of the directors are paid any compensation
(C) Other Provisions as to Board and Committees	49 (IC)	Yes	
D) Code of Conduct	49 (ID)	Yes	
II. Audit Committee	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	
(B) Meeting of Audit Committee	49 (IIB)	Yes	
(C) Powers of Audit Committee	49 (IIC)	Yes	
(D) Role of Audit Committee	49 II(D)	Yes	
(E) Review of Information by Audit Committee	49 (IIE)	Yes	
III. Subsidiary Companies	49 (III)	N. A.	
IV. Disclosures	49 (IV)		
(A) Basis of Related Party Transactions	49 (IV A)	Yes	
(B) Disclosure of Accounting Treatment	49 (IV B)	N.A.	
(C) Board Disclosures - Risk Management	49 (IV C)	Yes	
(D) Proceeds from Public Issues, Rights Issues, Preferential Issues etc.	49 (IV D)	N. A.	
(E) Remuneration of Directors	49 (IV E)	N. A.	None of the directors are paid any remuneration
(F) Management	49 (IV F)	Yes	Will be complied with at next AGM.
(G) Shareholders	49 (IV G)	Yes	Will be complied with at next AGM.
V. CEO/CFO Certification	49 (V)	Yes	Will be complied with at next AGM.
VI. Report on Corporate Governance	49 (VI)	Yes	Will be complied with at next Annual Report.
VII. Compliance	49 (VII)	Yes	Will be complied with at next Annual Report.

For **MPF Systems Ltd**

Vasudev Savalgi
 Company Secretary