

April 9, 2013

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 2013.

Kindly take it on the record please.

Thanking you.

Yours sincerely

**For Mather and Platt Fire Systems Limited**



**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: Mather and Platt Fire Systems Limited  
 Quarter ended on: 31<sup>st</sup> March 2013

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
<b>I Board of Directors</b>	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	
<b>II. Audit Committee</b>	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	
<b>III. Subsidiary Companies</b>	49 (III)	N. A.	
<b>IV. Disclosures</b>	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	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	
(G) Shareholders	49 (IV G)	Yes	
<b>V. CEO/CFO Certification</b>	49 (V)	Yes	
<b>VI. Report on Corporate Governance</b>	49 (VI)	Yes	
<b>VII. Compliance</b>	49 (VII)	Yes	

**For Mather and Platt Fire Systems Limited**



**Vasudev Savalgi**  
 Company Secretary