

Annexure I B

Quarterly Compliance Report on Corporate Governance

Name of the Company: Mather and Platt Fire Systems Limited

 Quarter ended on: 31st December 2011

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	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)	N.A.	Will be complied with in the Annual Report for the year ended 31 December 2011
(G) Shareholders	49 (IV G)	Yes	



V.CEO/CFO Certification		N.A.	Will be complied with at the time of approval of Annual Accounts for the financial year ended 31 December 2011
VI. Report on Corporate Governance	49 (V)	Yes	
VII. Compliance	49 (VII)	N.A.	Will be complied with in the Annual Report for the year ended 31 December 2011

For Mather and Platt Fire Systems Limited



Manisha Chavan
Company Secretary

