

Quarterly Compliance Report on Corporate Governance under Clause 49 of the Listing Agreement

Name of the Company : **M/S MPF SYSTEMS LIMITED**
 Quarter Ending on : **31st March, 2015**

Particulars	Clause of Listing Agreement	Compliance Status (Yes/No)	Remarks
II. Board of Directors			
(A) Composition of Board	49 (II) 49(IIA)	Yes	Optimum Combination of Executive, Non-Executive and Independent Directors on the Board.
(B) Independent Directors	49(IIA)	Yes	Duly complied.
(C) Non-executive Directors' Compensation & Disclosures	49(IIIB) 49(IIIC)	Yes Yes	Duly complied. Duly complied.
(D) Other Provisions as to Board and Committees	49(IIID)	Yes	Duly complied.
(E) Code of Conduct	49(IIIE)	Yes	Duly complied.
(F) Whistle Blower Policy	49(IIIF)	Yes	Duly complied.
III. Audit Committee			
(A) Qualified & Independent Audit Committee	49(III)	Yes	
(B) Meeting of Audit Committee	49(IIIA)	Yes	Duly Constituted.
(C) Powers of Audit Committee	49(IIIB) 49(IIIC)	Yes Yes	Audit Committee Meetings duly held. Powers of Audit Committee duly defined.
(D) Role of Audit Committee	49(IIID)	Yes	Powers of Audit Committee duly defined.
(E) Review of Information by Audit Committee	49(IIIE)	Yes	Role of Audit Committee duly defined.
IV. Nomination and Remuneration Committee			
	49(IV)	Yes	
V. Subsidiary Companies			
	49(V)	Yes	There is no Subsidiary Company
VI. Risk Management			
	49(VI)	Yes	
VII. Related Party Transactions			
	49(VII)	Yes	
IV. Disclosures			
(A) Related party transactions	49(III) 49(VIIIA)	Yes Yes	Wherever required disclosures have been made.
(B) Disclosure of Accounting treatment	49(VIIIB)	Yes	Duly complied.
(C) Remuneration of Directors	49(VIIIC)	Yes	None of the Directors are paid any remuneration
(D) Management	49(VIIID)	Yes	Details Will be Furnished in the Annual Report.
(E) Shareholders	49(VIIIE)	Yes	
(I) Proceeds from public issues, rights issues, preferential issues etc.	49(VIII I)	Yes	No Public / Right issue made during the current Quarter.
IX. CEO/CFO Certification			
	49(IX)	Yes	Will be complied in the Annual Report.
X. Report on Corporate Governance			
	49(X)	Yes	Will be complied in the Annual Report.
XI. Compliance			
	49(XI)	Yes	Will be complied in the Annual Report.

For **M/S MPF SYSTEMS LIMITED**
 For **MPF SYSTEMS LIMITED**

ARVIND KUMARI

ARVIND KUMAR MAURYA
 COMPLIANCE **Director**

Date: 07/05/2015
 Place: Mumbai