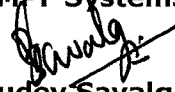


**Annexure I B**  
**Quarterly Compliance Report on Corporate Governance**  
**Name of the Company: MPF Systems Ltd**  
**(Formerly known as Mather and Platt Fire Systems Limited)**  
**Quarter ended on: 30 June 2014**

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 - 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**

