

MAN**Industries (India) Ltd**

the line pipe people

MAN HOUSE, 101, S.V. Road,
Vile Parle (W), Mumbai - 400 056, India

Tel: 91-22-6647 7500

Fax: 91-22-6647 7600

E-mail: enquiry@maninds.org

www.mangroup.com

Compliance Report on Corporate Governance**Name of the Company: Man Industries (India) Limited****Date: September 30, 2013**

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
I Board of Directors	49 I	Yes	
(A) Composition of Board	49 (IA)	Yes	
(B) Non-executive Directors' compensation & disclosures	49 (IB)	Yes	
(C) Other provisions as to Board and Committees	49 (IC)	Yes	
(D) Code of Conduct	49 (ID)	Yes	*Will be complied in the Annual Report for the financial year 2012-13
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 (IID)	Yes	
(E) Review of Information by Audit Committee	49 (IIE)	Yes	
III. Subsidiary Companies	49 (III)		
IV. Disclosures	49 (IV)	Yes	
(A) Basis of related party transactions	49 (IV A)	Yes	
(B) Disclosure of Accounting Treatment	49 (IV B)	Yes	
(C) Board Disclosures	49 (IV C)	Yes	
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	Yes	
(E) Remuneration of Directors	49 (IV E)	Yes	*Will be complied in the Annual Report for the financial year 2012-13
(F) Management	49 (IV F)	Yes	*Will be complied in the Annual Report for the financial year



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an ISO 9001 / 14001 / 18001 accredited company

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			2012-13
(G) Shareholders	49 (IV G)	Yes	
V.CEO/CFO Certification	49 (V)	Yes	*Will be complied in the Annual Report for the financial year 2012-13
VI. Report on Corporate Governance	49 (VI)	Yes	*Will be complied in the Annual Report for the financial year 2012-13
VII. Compliance	49 (VII)	Yes	*Will be complied in the Annual Report for the financial year 2012-13

* For holding annual general meeting, for the financial year 2012-2013, the Company has sought an extension of time limit from Registrar of Companies in accordance with the provisions of the Companies Act, 1956 and same has been granted by the Registrar of Companies.

For Man Industries (India) Limited



Rishu Kesh Vyas
Group Company Secretary & Chief Compliance Officer

Note:

- 1) The details under each head shall be provided to incorporate all the information required as per the provisions of the Clause 49 of the Listing Agreement.
- 2) In the column No.3, compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the Clause 49 I of the Listing Agreement, "Yes" may be indicated. Similarly, in case the company has no related party transactions, the words "N.A." may be indicated against 49 (IV A).
- 3) In the remarks column, reasons for non-compliance may be indicated, for example, in case of requirement related to circulation of information to the shareholders, which would be done only in the AGM/EGM, it might be indicated in the "Remarks" column as – "will be complied with at the AGM". Similarly, in respect of matters which can be complied with only where the situation arises, for example, "Report on Corporate Governance" is to be a part of Annual Report only, the words "will be complied in the next Annual Report" may be indicated.

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