

**Rishikesh Vyas & Associates
Company Secretaries**

To,

Board of Directors

Man Industries (India) Limited

101, Man House, Opp. Pawan Hans

Vile Parle(W), Mumbai 400 056.

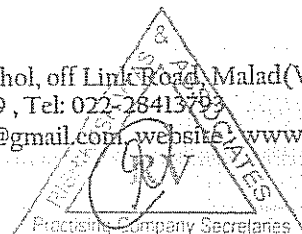
SHARE CAPITAL RECONCILIATION AUDIT

I have examined the Register of Members, beneficiary details furnished by depositories and other records and documents maintained by Man Industries (India) Limited and its Registrar and Share Transfer Agent M/s Link Intime (India) Private Limited, for issuing this certificate in accordance with SEBI circular - D &CC/FITTC/CIR-16/2002 dated December 31,2002.

In my opinion and to best of my information and according to the explanations given to me and based on such verification as considered necessary, I hereby certify the following:

1. For Quarter ended	March 31,2015
2. ISIN	INE993A01026
3. Face value of Equity Shares	Rs.5/-
4. Name of the Company	MAN INDUSTRIES (INDIA) LIMITED
5. Registered office of the Company	101, Man House, Opp. Pawan Hans, S V Road, Vile Parle(W), Mumbai ,400056.
6. Correspondence Address	Same as above
7. Telephone & Fax No.	022-66477605, 66477613
8. Email Id.	investor.relation@maninds.org
9. Name of the Stock Exchanges where shares of the company are listed	1. Bombay Stock Exchange Limited (BSE) 2. National Stock Exchange of India Limited. (NSE)

801-802, Ahimsa Towers, Ahimsa Marg, Chinchol, off Link Road, Malad(W), Mumbai 64 Mobile
No: 09819195689, Tel: 022-28413793
email: interact.vyas@gmail.com, rishikeshvyas@gmail.com, website: www.rishikeshvyas.in



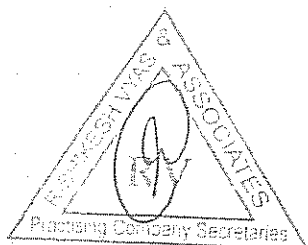


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As on March 31, 2015	No of Shares	% of issued capital
10. Issued Capital	57,103,055	100.00
11. Listed Capital (Exchange wise)	57,103,055	100.00
12. Held in dematerialized form in CDSL	12,218,452	21.40
13. Held in dematerialized form in NSDL	43,404,735	76.01
14. Physical form	1,479,868	2.59
15. Total (12+13+14)	57,103,055	100.00

16. Reason for difference if any, between (10 & 11.), (10 & 15), (11 & 15)	N.A N.A N.A.					
17. Certifying the details of changes in share capital during the quarter under consideration as per Table below : NIL						
Particulars **	No of Shares	Applied /Not Applied for Listing	Listed on Stock Exchange (Specify names)	Whether intimated to CDSL	Whether intimated to NSDL In	In principal approval Pending for SE

** Rights, Bonus, Preferential Issue, ESOPs, Amalgamation, Conversion, Buyback, Capital Reduction, Forfeiture, Any other (specify) : N.A





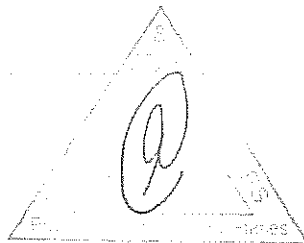
18. Register of Members is updated (Yes / No)	Yes
If not, updated upto which date	N.A

19. Reference of previous quarter with regards to excess dematerialized shares, if any	N.A
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20. Has the company resolved the matter mentioned in point no.19 above in the current quarter? If not, reason why?	N.A
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21. Mentioned the total no.of requests, if any, confirmed after 21 days and the total no. of requests pending beyond 21 days with the reasons for delay : Nil			
Total No of Demat Requests	No of Requests	No of Shares	Reasons for delay
Confirmed after 21 days	Nil	Nil	Nil
Pending for more than 21 days	Nil	Nil	Nil

22.Name, Telephone & Fax No. of the Company Secretary & Compliance Officer of the Company	Shri Manoj Koul 022-66477585(Tel) 022-66477613(Fax)
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23. Name, Address, Telephone & Fax No. Regn of the of the Auditor	Rishikesh Vyas & Associates, Company Secretaries B801-802, Ahimsa Towers, Ahimsa Marg, Chinchol, off Link Road, Malad(W), Mumbai 64 Mobile No: 09819195689 , Tel: 022-28413793 C.P.No- 13110
24.Appointment of common agency for share registry work (name & address)	M/s Link Intime India Pvt Ltd C/13, Panna Silk Mills Compound, LBS Road, Bhandup (W), Mumbai. 022-25963838 022-25946969
25.Any other detail that the auditor may like to provide. (e.g. BIFR company, delisting from SE,company changed its name.	Nil

Rishikesh Vyas
Practising Company Secretary

Place: Mumbai

Date: 24/04/2015

