

28th April, 2015

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001.
Script code : 513269

National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex,
Bandra (E), Mumbai-400 051
Script code : MANINDS

Dear Sir/Madam,

Sub: Compliance of Clause 47 (c) of the Listing Agreement

In compliance of Clause 47 (c) of the Listing Agreement, we submit herewith the certificate issued by M/s. Rishikesh Vyas & Associates, Company Secretaries for the half year ended 31st March, 2015.

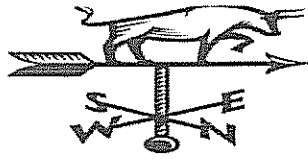
Thanking you,

Yours faithfully,
For **Man Industries (India) Limited**


Manoj Koul
AVP-Legal & Secretarial



Encl: a/a



**Rishikesh Vyas & Associates
Company Secretaries**

CERTIFICATE UNDER CLAUSE 47 OF THE LISTING AGREEMENT

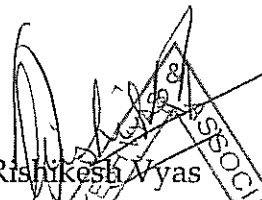
FOR THE HALF YEAR ENDED MARCH 31, 2015.

I have examined all Share Transfer Deeds, Memorandum of Transfers, Registers, files and other documents relating to **MAN INDUSTRIES(INDIA) LIMITED** maintained by Registrar & Transfer Agents M/s **LINK INTIME INDIA PRIVATE LIMITED** pertaining to transfer of equity shares of the company for the period from October 1, 2014 to March 31, 2015 for the purpose of issuing a Certificate as per Clause 47(c) of the Listing Agreement entered into by, **MAN INDUSTRIES(INDIA) LIMITED** with BSE /NSE based on the information provided by the Company, I hereby certify that the Company has delivered during half year ended on March 31, 2015 :

A) Share Certificate(s) relating to the transfer of Shares received during the period from October 1, 2014 to March 31, 2015 as entered in the Memorandum of Transfers within fifteen days from respective date of lodgment of each deed excepting those rejected on technical grounds.

Date : Mumbai

Place 27/04/2015


Rishikesh Vyas
Practising Company Secretary
RV
Practising Company Secretaries
FCS 7454 # COP No-13110