

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **Man Industries (India) Limited**
 2. Quarter ending - **31-March-2017**

I. Composition of Board of Directors

| Title (Mr./ Ms) | Name of the Director | DIN | PAN | Category (Chairperson /Executive/Non- Executive/ Independent/ Nominee) | Date of Appointment | Date of cessation | Tenure | No of Directorship in listed entities including this listed entity | No of memberships in Audit/ Stakeholder Committee(s) including this listed entity | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity |
|-----------------|-------------------------|----------|------------|--|---------------------|-------------------|---------|--|---|--|
| Mr. | R.C. Mansukhani | 00012033 | AACPM2146H | C & ED | 26-Sep-2013 | | NA | 1 | 0 | 0 |
| Mr. | Nikhil Mansukhani | 02257522 | AACPM2145E | ED | 23-Nov-2011 | | NA | 1 | 0 | 0 |
| Ms. | Heena Vinay Kalantri | 00149407 | AACPM2144F | NED | 30-Mar-2015 | | NA | 1 | 0 | 0 |
| Mr. | A.V.Rammurty | 00050455 | ADHPR1551R | NED,ID | 08-Aug -2016 | | 5 Years | 1 | 1 | 0 |
| Mr. | Kirit Navnitlal Damania | 01435190 | AABPD1843R | NED,ID | 26-Sep-2014 | | 5 Years | 1 | 2 | 1 |
| Mr. | Pramod Tandon | 00364652 | AAAPT4690B | NED,ID | 26-Sep-2014 | | 5 Years | 1 | 2 | 1 |

II. Composition of Committees

| Audit Committee | | | |
|------------------------|-----------------------------|----------|------------------------|
| Sr. No. | Name of the Director | Category | Chairperson/Membership |
| 1 | Mr. Nikhil Mansukhani | ED | Member |
| 2 | Mr. Kirit Navnitlal Damania | NED,ID | Chairperson |
| 3 | Mr. Pramod Tandon | NED,ID | Member |

| Stakeholders Relationship Committee | | | |
|--|-----------------------------|----------|------------------------|
| Sr. No. | Name of the Director | Category | Chairperson/Membership |
| 1 | Mr. Nikhil Mansukhani | ED | Member |
| 2 | Mr. Kirit Navnitlal Damania | NED,ID | Member |
| 3 | Mr. Pramod Tandon | NED,ID | Chairperson |



| Nomination and Remuneration Committee | | | |
|--|-----------------------------|-----------------|-------------------------------|
| Sr. No. | Name of the Director | Category | Chairperson/Membership |
| 1 | Ms. Heena Vinay Kalantri | NED | Member |
| 2 | Mr. Kirit Navnitlal Damania | NED,ID | Chairperson |
| 3 | Mr. Pramod Tandon | NED,ID | Member |

III. Meeting of Board of Directors

| <i>Date(s) of Meeting (if any) in the previous quarter</i> | <i>Date(s) of Meeting (if any) in the relevant quarter</i> | <i>Maximum gap between any two consecutive (in number of days)</i> |
|--|--|--|
| 14-Dec-2016 | 13-Feb-2017 | 60 |

IV. Meeting of Audit Committee

| <i>Date(s) of meeting of the committee in the relevant quarter</i> | <i>Whether requirement of Quorum met (details)</i> | <i>Date(s) of meeting of the committee in the previous quarter</i> | <i>Maximum gap between any two consecutive (in number of days)</i> |
|--|--|--|--|
| 13-Feb-2017 | Yes | 14-Dec-2016 | 60 |

V. Related Party Transactions

| Subject | Compliance status (Yes/No/NA) |
|--|--------------------------------------|
| Whether prior approval of audit committee obtained | Yes |
| Whether shareholder approval obtained for material RPT | Not Applicable |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | Not Applicable |



VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015.
 - a. Audit Committee - **Yes**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities) - **Not applicable**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.- **Yes**
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. – **Yes**

Place : Mumbai
Date : 11.04.2017

Name : Shashank Belkhede
Designation : Company Secretary



Annexure II

[To be submitted by listed entity at the end of the financial year (for the whole of financial year)]

I. Disclosure on website in terms of Listing Regulations

| Sr | Item | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here | Web address |
|----|---|-------------------------------|---|---|
| 1 | Details of business | Yes | | http://www.mangroup.com/ |
| 2 | Terms and conditions of appointment of independent directors | Yes | | http://www.mangroup.com/ |
| 3 | Composition of various committees of board of directors | Yes | | http://www.mangroup.com/ |
| 4 | Code of conduct of board of directors and senior management personnel | Yes | | http://www.mangroup.com/ |
| 5 | Details of establishment of vigil mechanism/ Whistle Blower policy | Yes | | http://www.mangroup.com/ |
| 6 | Criteria of making payments to non-executive directors | Yes | | http://www.mangroup.com/ |
| 7 | Policy on dealing with related party transactions | Yes | | http://www.mangroup.com/ |
| 8 | Policy for determining 'material' subsidiaries | Yes | | http://www.mangroup.com/ |
| 9 | Details of familiarization programmes imparted to independent directors | Yes | | http://www.mangroup.com/ |
| 10 | Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances | Yes | | http://www.mangroup.com/ |
| 11 | email address for grievance redressal and other relevant details | Yes | | http://www.mangroup.com/ |
| 12 | Financial results | Yes | | http://www.mangroup.com/ |
| 13 | Shareholding pattern | Yes | | http://www.mangroup.com/ |
| 14 | Details of agreements entered into with the media companies and/or their associates | NA | | |
| 15 | New name and the old name of the listed entity | NA | | |



II. Annual Affirmations

| Sr | Particulars | Regulation Number | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
|----|---|-------------------|-------------------------------|--|
| 1 | Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility' | 16(1)(b) & 25(6) | Yes | |
| 2 | Board composition | 17(1) | Yes | |
| 3 | Meeting of Board of directors | 17(2) | Yes | |
| 4 | Review of Compliance Reports | 17(3) | Yes | |
| 5 | Plans for orderly succession for appointments | 17(4) | Yes | |
| 6 | Code of Conduct | 17(5) | Yes | |
| 7 | Fees/compensation | 17(6) | Yes | |
| 8 | Minimum Information | 17(7) | Yes | |
| 9 | Compliance Certificate | 17(8) | Yes | |
| 10 | Risk Assessment & Management | 17(9) | Yes | |
| 11 | Performance Evaluation of Independent Directors | 17(10) | Yes | |
| 12 | Composition of Audit Committee | 18(1) | Yes | |
| 13 | Meeting of Audit Committee | 18(2) | Yes | |
| 14 | Composition of nomination & remuneration committee | 19(1) & (2) | Yes | |
| 15 | Composition of Stakeholder Relationship Committee | 20(1) & (2) | Yes | |
| 16 | Composition and role of risk management committee | 21(1),(2),(3),(4) | NA | |
| 17 | Vigil Mechanism | 22 | Yes | |



| | | | | |
|----|---|-------------------------|-----|--|
| 18 | Policy for related party Transaction | 23(1),(5),(6),(7) & (8) | Yes | |
| 19 | Prior or Omnibus approval of Audit Committee for all related party transactions | 23(2), (3) | Yes | |
| 20 | Approval for material related party transactions | 23(4) | NA | |
| 21 | Composition of Board of Directors of unlisted material Subsidiary | 24(1) | NA | |
| 22 | Other Corporate Governance requirements with respect to subsidiary of listed entity | 24(2),(3),(4),(5) & (6) | Yes | |
| 23 | Maximum Directorship & Tenure | 25(1) & (2) | Yes | |
| 24 | Meeting of independent directors | 25(3) & (4) | Yes | |
| 25 | Familiarization of independent directors | 25(7) | Yes | |
| 26 | Memberships in Committees | 26(1) | Yes | |
| 27 | Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel | 26(3) | Yes | |
| 28 | Disclosure of Shareholding by Non-Executive Directors | 26(4) | Yes | |
| 29 | Policy with respect to Obligations of directors and senior management | 26(2) & 26(5) | Yes | |



III. Affirmations

| Sr | Particulars | Compliance status (Yes/No/NA) |
|----|--|----------------------------------|
| 1 | The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied | Yes |

Place : Mumbai
Date : 11.04.2017

Name : Shashank Belkhede
Designation : Company Secretary

