

15<sup>th</sup> January, 2016

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(s),

**Sub: Submission of Quarterly Compliance Report on Corporate Governance**

We attach herewith the quarterly compliance report on Corporate Governance as per Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in the format specified (Annexure I) for the quarter ended December 31, 2015.

You are requested to kindly take the same on your records.

Thanking you,

Yours faithfully,

For Man Industries (India) Limited



**Shashank Belkhede**  
VP- Legal & Company Secretary

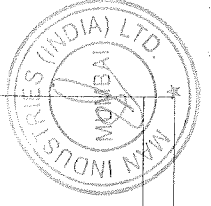


Encl: a/a

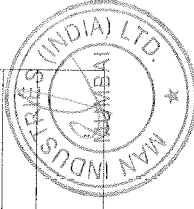
Format to be submitted by listed entity on quarterly basis



Name of Listed Entity – Man Industries (India) Limited  
Quarter ending – December 31, 2015

I. Composition of Board of Directors									
Title (Mr. / Ms)	Name of the Director	PAN & DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)	Date of Appointment in the current term /cessation	Tenure	No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations )	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	
Mr.	R.C. Mansukhani	DIN -00012033 PAN – AACPM2146H	Chairman - Executive Director	26.09.2013	NA	1	-	-	
Mr.	Nikhil Mansukhani	DIN – 02257522 PAN – AACPM2145E	Executive Director	03.10.2013	NA	1	-	-	
Ms.	Heena Vinay Kalantri	DIN – 00149407 PAN – AACPM2144F	Non-Executive Director	30.03.2015 (Additional Director)	NA	1	-	-	
Mr.	Ashok Gupta	DIN – 06638593 PAN – ACBPG6935F	Executive Director	30.10.2013	NA	1	-	-	
Mr.	Kirit Damania	DIN – 01435190 PAN – AABPD1843R	Independent Director	26.09.2014	5 Years	1	2	1	
Mr.	Pramod Tandon	DIN – 00364652 PAN – AAAPT4690B	Independent Director	26.09.2014	5 Years	1	2	1	
Mr.	Dhananjay Datar (Resigned from the Board of the Company w.e.f. December 28, 2015)	DIN – 01685012 PAN – AAGPD0957K	Independent Director	26.09.2015	5 Years	2	2	-	



II. Composition of Committees		Name of Committee members	Category (Chairperson/Executive/ Non-Executive/ Independent/Nominee)
<b>Name of Committee</b>			
<b>1. Audit Committee</b>			
	1) Mr. Kirit Damania		Chairman - Independent Director
	2) Mr. Pramod Tandon		Independent Director
	3) Mr. Dhananjay Datar (Resigned w.e.f. December 28, 2015)		Independent Director
<b>2. Nomination &amp; Remuneration Committee</b>			
	1) Mr. Kirit Damania		Chairman - Independent Director
	2) Mr. Pramod Tandon		Independent Director
	3) Mr. Dhananjay Datar (Resigned w.e.f. December 28, 2015)		Independent Director
<b>3. Risk Management Committee (If applicable)</b>			
Not Applicable			
<b>4. Stakeholders Relationship Committee</b>			
	1) Pramod Tandon		Chairman – Independent Director
	2) Kirit Damania		Independent Director
	3) Mr. Dhananjay Datar (Resigned w.e.f. December 28, 2015)		Independent Director
<b>III. Meeting of Board of Directors</b>			
<b>Date(s) of Meeting (if any) in the previous quarter</b>	<b>Date(s) of Meeting (if any) in the relevant quarter</b>	<b>Maximum gap between any two consecutive (in number of days)</b>	<b>Maximum gap between any two consecutive (in number of days)</b>
1) July 16, 2015	1) November 09, 2015	48 days (Excluding November 09 & December 28)	
2) August 28, 2015	2) December 28, 2015		
<b>IV. Meeting of Committees – Audit Committee</b>			
<b>Date(s) of meeting of the committee in the relevant quarter</b>	<b>Whether requirement of Quorum met (details)</b>	<b>Date(s) of meeting of the committee in the previous quarter</b>	<b>Maximum gap between any two consecutive meetings in number of days*</b>
1) November 07, 2015	Yes	1) July 16, 2015	113 days (Excluding July 16 & November 07)
<b>V. Related Party Transactions (RPT)</b>			
<b>Subject</b>			
Whether prior approval of audit committee obtained			<b>Compliance status (Yes/No/NA)</b>
Whether shareholder approval obtained for material RPT			Yes NA



Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	No omnibus approval taken by the Audit Committee
<b>VI. Affirmations</b>	
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015:	
<ul style="list-style-type: none"> <li>a. Audit Committee</li> <li>b. Nomination &amp; remuneration committee</li> <li>c. Stakeholders relationship committee</li> <li>d. Risk management committee – Not Applicable - (applicable to the top 100 listed entities)</li> </ul>	
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.	
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.	
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here – First Report. This will be placed at the ensuing Board Meeting.	
<p><b>For Man Industries (India) Limited</b></p>   <p><b>Shashank Belkhede</b> Company Secretary &amp; Compliance Officer</p>	