

Quarterly Compliance Report on Corporate Governance

Name of the Company : **Man Industries (India) Limited**
Quarter ended : **31st March, 2015**

| Particulars | Clause of Listing Agreement | Compliance Status Yes/No/N.A | Remarks |
|--|-----------------------------|------------------------------|---|
| 1 | 2 | 3 | 4 |
| II. Board of Directors | 49 (II) | | |
| (A) Composition of Board | 49 (IIA) | Yes | Will be complied in due course of time |
| (B) Independent Directors | 49(II B) | Yes | --- |
| (C) Non-executive Directors compensation & disclosures | 49(II C) | N.A. | --- |
| (D) Other provisions as to Board and Committee | 49(II D) | Yes | --- |
| (E) Code of Conduct | 49(II E) | Yes | --- |
| (F) Whistle Blower Policy | 49(II F) | Yes | --- |
| III. Audit Committee | 49(III) | | |
| (A) Qualified & Independent Audit Committee | 49 (IIIA) | Yes | --- |
| (B) Meeting of Audit Committee | 49 (IIIB) | Yes | --- |
| (C) Powers of Audit Committee | 49 (IIIC) | Yes | --- |
| (D) Role of Audit Committee | 49 (IIID) | Yes | --- |
| (E) Review of Information by Audit Committee | 49 (IIIE) | Yes | --- |
| IV. Nomination and Remuneration Committee | 49(IV) | Yes | |
| V. Subsidiary Companies | 49 (V) | N.A. | --- |
| VI. Risk Management | 49(VI) | Yes | --- |
| VII. Related Party Transactions | 49(VII) | Yes | --- |
| VIII. Disclosures | 49(VIII) | | |
| (A) Related party Transactions | 49(VIIIA) | Yes | None of the related party transactions exceed 10% of the annual consolidated turnover of the Company. |
| (B) Disclosure of Accounting Treatment | 49(VIIIB) | Yes | --- |
| (C) Remuneration of Directors | 49(VIII C) | Yes | Disclosure Will be complied in the Annual Report for the financial year 2014-15 |
| (D) Management | 49(VIII D) | Yes | Will be complied in the Annual Report for the financial year 2014-15 |
| (E) Shareholders | 49(VIII E) | Yes | Will be complied in the Annual Report for the financial year 2014-15 |

| | | | |
|---|------------|------|--|
| (I) Proceeds from Public Issues, rights issue, preferential issue, etc. | 49(VIII I) | N.A. | --- |
| IX. CEO/CFO Certification | 49(IX) | Yes | Will be complied in the Annual Report for the financial year 2014-15 |
| X. Report on Corporate Governance | 49(X) | Yes | Will be complied in the Annual Report for the financial year 2014-15 |
| XI. Compliance | 49(XI) | Yes | Will be complied in the Annual Report for the financial year 2014-15 |

For Man Industries (India) Limited

Manoj Koul

Manoj Koul
AVP-Legal & Secretarial

