

June 18, 2021

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001.

Script code: 513269

To,
National Stock Exchange of India
Limited
Exchange Plaza,
Bandra Kurla Complex,
Bandra (E), Mumbai-400 051.

Script code: MANINDS

Sub: Annual Secretarial Compliance Report for the year ended March 31, 2021

Dear Sir/ Madam,

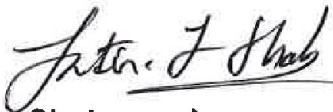
Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with SEBI circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019, we are forwarding herewith the Annual Secretarial Compliance Report for the financial year 2020-21.

Please take the same on your record.

Thanking you,

Yours faithfully,

For Man Industries (India) Limited



Jatin Shah
Group Head - Legal & Secretarial



**SECRETARIAL COMPLIANCE REPORT OF MAN INDUSTRIES (INDIA) LIMITED
FOR THE YEAR ENDED MARCH 31, 2021**

We have conducted the Secretarial Compliance Audit of the applicable SEBI (Securities and Exchange Board of India) Regulations and the circulars/ guidelines issued thereunder for the Financial Year ended **31st March 2021** for **MAN INDUSTRIES (INDIA) LIMITED** ("the Company"). The audit was conducted in a manner that provided me a reasonable basis for evaluating the statutory compliances and expressing my opinion thereon.

We, J. Suthar & Associates, Company Secretaries, have examined:

- (a) all the documents and records made available to me and explanation provided by **Man Industries (India) Limited** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2021("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

- (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (d) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018

The following Regulations and Guidelines prescribed under The Securities and Exchange Board of India Act, 1992 were, in our opinion, not attracted during the financial year under report;

- a) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- b) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- c) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- d) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013.

Based on the above examination, we hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder;
- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records;
- (c) The following are the details of actions taken against the listed entity/its promoters/directors/material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/Regulations and circulars/guidelines issued thereunder:

Sr. No	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1	NSE & BSE	Delay in respect of filling of the vacancy caused due to sudden demise of independent director, composition of Board as the number of independent directors as well as the total number of directors on the Board fell below the minimum required by Reg. 17(1) of the Listing Regulations.	Fines of Rs. 2,41,900/- each imposed by both NSE and BSE for delay in compliance of Reg 17(1).	The management has informed that the Company has complied with the provisions of Reg. 17(1) and explained that the delay in compliance occurred due to the sudden death of Mr. Damania which was beyond control of the Company and the prevailing lockdown restrictions due to COVID-19 delayed Company's efforts to fill the casual vacancy in time. It has also been informed that the Company has made applications to both the Stock Exchanges for waiver of fine/penalty as per the Stock Exchange policy for the same.





Company Secretaries

J. SUTHAR & ASSOCIATES

Company Secretaries

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity.
1	As observed in the Secretarial Compliance Report for the previous year, the Company had not placed on its website separate audited financial statements of one of its subsidiaries as required under Reg. 46(2)(s) of the (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Observation as per Secretarial Compliance Report for the year ended 31.03.2020.	The implementation of the scheme of demerger is still pending and matter is subjudice and therefore audited financial statements of one of its unlisted subsidiaries has not been uploaded.	The management of the Company has represented that the implementation of the scheme of demerger is still pending and matter is sub-judice and therefore audited financial statements of one of its unlisted subsidiaries has not been uploaded.

For J. Suthar & Associates,
Company Secretaries,

Jayantilal Suthar
(Proprietor)

FCS No : 8779

COP No. : 21651

UDIN:F008779C000483616



Place : Vapi

Date : 18th June, 2021

Note: This report is to be read with our letter of even date which is annexed as 'Annexure' and forms an integral part of this report.

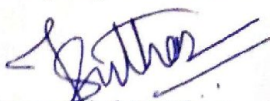
Annexure

To,
Man Industries (India) Limited,
Man House, 101 S.V Road,
Opp. Pawan Hans,
Vile Parle (West),
Mumbai - 400056

Our report of even date is to be read along with this letter.

1. Maintenance of record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
3. Wherever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc.
4. The compliance of the provisions of SEBI laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
5. As regards the books, papers, forms, reports and returns filed by the Company under these regulations, the adherence and compliance to the requirements of the said regulations is the responsibility of management. Our examination was limited to checking the execution and timeliness of the filing of various forms, reports, returns and documents that need to be filed by the Company under the said regulations. We have not verified the correctness and coverage of the contents of such forms, reports, returns and documents.

For J. Suthar & Associates
Company Secretaries


Jayantilal Suthar
(Proprietor)
FCS No : 8779
COP No. : 21651



Place : Vapi
Date : 18th June, 2021