

January 10, 2018

To
Dept. of Corporate Services,
BSE Limited,
Phiroze Jeejebhoy Tower,
Dalal Street, Fort,
Mumbai – 400 001.

To
The Manager,
Listing Department,
National Stock Exchange of India Limited,
Exchange Plaza, Bandra Kurla Complex,
Bandra (E), Mumbai – 400 051

Security Code No. : 505324

Security Symbol : MANUGRAPH
Security Series : EQ

Dear Sirs,

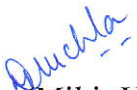
Sub: **Quarterly Compliance Report on Corporate Governance for the quarter ended December 31, 2017.**

As required under Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Circular No.CIR/CFD/CMD/5/2015 dated September 24, 2015 issued by Securities and Exchange Board of India, we enclose herewith Compliance Report on Corporate Governance for the quarter ended December 31, 2017.

Please acknowledge receipt of the same.

Thanking you,

Yours faithfully
For **Manugraph India Limited**


(Mihir V. Mehta)
Company Secretary

Encl.: As above

MANUGRAPH INDIA LTD.

Sidhwa House, N.A.Sawant Marg, Colaba, Mumbai - 400 005. India.
Tel: 91-22-2287 4815 Fax: 91-22-2287 0702 CIN: L29290MH1972PLC015772
Email: info@manugraph.com Website: www.manugraph.com

- 1 Name of Listed Entity : Manugraph India Limited
 2 Quarter ending : December 31, 2017

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. | Sanat M. Shah | PAN: AAIP S0616A DIN: 00248499 | Non Executive- Chairman | 25.04.1972 | N. A. | 1 | Nil | Nil |
| Mr. | Sanjay S. Shah | PAN: AAIPS0615D DIN: 00248592 | Executive | 11.08.1989 | N.A. | 1 | 1 | Nil |
| Mr. | Pradeep S. Shah | PAN: AAHPS6793D DIN: 00248692 | Executive | 11.08.1989 | N.A. | 1 | Nil | Nil |
| Mr. | Bhupal B. Nandgave | PAN: AAGPN4084P DIN: 06447544 | Executive | 10.12.2012 | N.A. | 1 | Nil | Nil |
| Mr. | Hiten C. Timbadia | PAN: AABPT2277P DIN: 00210210 | Non Executive – Independent | 30.03.2001 | 16 Yrs. & 9 months | 1 | Nil | 2 |
| Mr. | Amit N. Dalal | PAN: AABPD3938R DIN: 00297603 | Non Executive – Independent | 25.10.2005 | 12 Yrs. & 2 months | 4 | 2 | 1 |
| Mr. | Perses M. Bilimoria | PAN: ABYPB8358F DIN: 00781535 | Non Executive – Independent | 13.05.2010 | 07 Yrs. & 7 month | 1 | 1 | 1 |
| Mr. | Abhay J. Mehrotra | PAN: AAOPM0872C DIN: 01673801 | Non Executive – Independent | 29.10.2010 | 07 Yrs. & 2 months | 1 | 1 | Nil |
| Mr. | Jai S. Diwanji | PAN: AADPD0804G DIN: 00910410 | Non Executive – Independent | 30.05.2012 | 05 Yrs. & 7 month | 3 | 3 | Nil |
| Mrs. | Sohni H. Daswani | PAN: AAJPD9748F DIN: 01933506 | Non Executive – Independent | 26.03.2015 | 2 Yrs. & 9 months | 1 | 1 | Nil |



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| II. Composition of Committees | | |
|---|---------------------------|--|
| Name of Committee | Name of Committee members | Category (Chairperson/Executive/Non-) |
| 1. Audit Committee | Mr. Hiten C. Timbaida | Chairman - Non Executive - Independent |
| | Mr. Perses M. Bilimoria | Non Executive - Independent |
| | Mr. Abhay J. Mehrotra | Non Executive - Independent |
| 2. Nomination & Remuneration Committee | Mr. Hiten C. Timbaida | Chairman - Non Executive - Independent |
| | Mr. Perses M. Bilimoria | Non Executive - Independent |
| | Mr. Abhay J. Mehrotra | Non Executive - Independent |
| 3. Risk Management Committee(if applicable) | Not Applicable | |
| 4. Stakeholders Relationship Committee | Mr. Perses M. Bilimoria | Chairman - Non Executive - Independent |
| | Mr. Sanjay S. Shah | Executive |
| | Mrs. Sohni H. Daswani | Non Executive - Independent |

| III. Meeting of Board of Directors | | |
|---|---|--|
| Date(s) of Meeting (if any) in the previous quarter | Date(s) of Meeting (if any) in the relevant quarter | Maximum gap between any two consecutive meetings (in number of days) |
| 14-Sep-17 | 23-Nov-17 | 69 |
| | | |
| | | |

| IV. Meeting of Committees | | | |
|---|---|---|---|
| Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (details) | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings in number of days* |
| 1. Audit Committee Meeting | | | |
| 23-Nov-17 | Yes. | 14-Sep-17 | 69 |
| 2. Stakeholders Relationship Committee | | | |
| 23-Nov-17 | Yes. | 14-Sep-17 | 69 |
| 3. Nomination and Remuneration Committee | | | |
| 23-Nov-17 | Yes. | - | |



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| V. Related Party Transactions | |
|--|---|
| <i>Subject</i> | <i>Compliance status (Yes/No/NA) refer note below</i> |
| Whether prior approval of audit committee obtained | Yes |
| Whether shareholder approval obtained for material RPT | N. A |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | Yes |
| VI. Confirmations | |
| 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. | |
| a. Audit Committee | |
| b. Nomination & remuneration committee | |
| c. Stakeholders relationship committee | |
| 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. | |
| 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 will be placed before the Board of Directors in the next Board Meeting. | |

For Manugraph India Limited

M. Mehta

(Mihir V. Mehta)

Company Secretary

10-Jan-18

