

April 9, 2019

To
Dept. of Corporate Services,
BSE Limited,
Phiroze Jeejeebhoy 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 Sir,

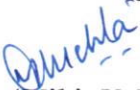
Sub.: **Compliance Report on Corporate Governance for the quarter and year ended March 31, 2019.**

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 and year ended March 31, 2019.

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 : March 31, 2019

| 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: AAIPS0616A 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 | 18 Yrs. | 1 | Nil | 2 |
| Mr. | Amit N. Dalal | PAN: AABPD3938R DIN: 00297603 | Non Executive – Independent | 25.10.2005 | 13 Yrs. & 5 months | 4 | 2 | 1 |
| Mr. | Perses M. Bilimoria | PAN: ABYPB8358F DIN: 00781535 | Non Executive – Independent | 13.05.2010 | 08 Yrs. & 10 month | 1 | 1 | 1 |
| Mr. | Abhay J. Mehrotra | PAN: AAOPM0872C DIN: 01673801 | Non Executive – Independent | 29.10.2010 | 08 Yrs. & 5 months | 1 | 1 | Nil |
| Mr. | Jai S. Diwanji | PAN: AADPD0804G DIN: 00910410 | Non Executive – Independent | 30.05.2012 | 06 Yrs. & 10 month | 3 | 3 | Nil |
| Mrs. | Basheera J. Indorewala | PAN: AAIPB8418G DIN: 07294515 | Non Executive – Independent | 07.02.2018 | 01 Yr & 1 month | 1 | 1 | Nil |



| II. Composition of Committees | | | |
|---|---|---|---|
| Name of Committee | Name of Committee members | Date of appointment | Category (Chairperson/Executive/Non-Executive/independent/Nominee) \$ |
| 1. Audit Committee | Mr. Hiten C. Timbaida | 26.04.2001 | Chairman - Non Exective - Independent |
| | Mr. Perses M. Bilimoria | 13.05.2010 | Non Executive - Independent |
| | Mr. Abhay J. Mehrotra | 13.05.2011 | Non Executive - Independent |
| | | | |
| 2. Nomination & Remuneration Committee | Mr. Hiten C. Timbaida | 29.05.2003 | Chairman - Non Exective - Independent |
| | Mr. Perses M. Bilimoria | 13.05.2010 | Non Executive - Independent |
| | Mr. Abhay J. Mehrotra | 13.05.2011 | Non Executive - Independent |
| | | | |
| 3. Risk Management Committee(if applicable) | Not Applicable | | |
| | | | |
| | | | |
| 4. Stakeholders Relationship Committee | Mr. Perses M. Bilimoria | 13.05.2011 | Chairman - Non Exective - Independent |
| | Mr. Sanjay S. Shah | 16.02.1996 | Executive |
| | Mrs. Basheera J. Indorewala | 13.08.2018 | Non Executive - Independent |
| | | | |
| 5. Corporate Social Responsibility Committee | Pradeep S. Shah | 27.05.2014 | Chairman - Exective |
| | Bhupal B. Nandgave | 27.05.2014 | Executive |
| | Abhay J. Mehrotra | 27.05.2014 | 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) |
| 2-Nov-18 | 8-Feb-19 | | 97 |
| | | | |
| 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 | | | |
| | | | |
| 8-Feb-19 | Yes. | 2-Nov-18 | 97 |
| | | | |
| | | | |
| 2. Stakeholders Relationship Committee | | | |
| 8-Feb-19 | Yes. | 2-Nov-18 | 97 |



| V. Related Party Transactions | |
|--|--|
| Subject | Compliance status (Yes/No/NA) refer note below |
| 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

(Mihir V. Mehta)
Company Secretary
9-Apr-19

Notes

For Item I

\$ PAN number of any director would not be displayed on the website of Stock Exchange

& Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

For Item II

& Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

For Item IV

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

For Item V

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

2. If status is "No" details of non-compliance may be given here.

NOTES:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given

Name of the Entity : Manugraph India Limited

Corporate Governance Report for the Financial Year ended 31.03.2019

I. Disclosure on website in terms of Listing Regulations

| Item | Compliance status (Yes/No/NA) refer note below |
|---|--|
| Details of business | Yes |
| Terms and conditions of appointment of independent directors | Yes |
| Composition of various committees of board of directors | Yes |
| Code of conduct of board of directors and senior management personnel | Yes |
| Details of establishment of vigil mechanism/ Whistle Blower policy | Yes |
| Criteria of making payments to non-executive directors | Yes |
| Policy on dealing with related party transactions | Yes |
| Policy for determining 'material' subsidiaries | Yes |
| Details of familiarization programmes imparted to independent directors | Yes |
| Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances | Yes |
| Email address for grievance redressal and other relevant details | Yes |
| Financial results | Yes |
| Shareholding pattern | Yes |
| Details of agreements entered into with the media companies and/or their associates | N.A. |
| New name and the old name of the listed entity | N.A. |

II. Annual Affirmations

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



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

III. Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

For Manugraph India Limited

Mihir Mehta
Company Secretary

9-Apr-19