



General information about company

| | |
|--|--------------------------|
| Scrip code | 505324 |
| NSE Symbol | MANUGRAPH |
| MSEI Symbol | N.A. |
| ISIN | INE867A01022 |
| Name of the entity | MANUGRAPH INDIA LIMITED |
| Date of start of financial year | 01-04-2019 |
| Date of end of financial year | 31-03-2020 |
| Reporting Quarter | Yearly |
| Date of Report | 31-03-2020 |
| Risk management committee | N.A. |
| Market Capitalisation as per immediate previous Financial Year | Top 2000 listed entities |



1 Name of Listed Entity : Manugraph India Limited
 2 Quarter ending : March 31, 2020

| I. Composition of Board of Directors | | | | | | | | | | | | | | | |
|--|------------------------|------------|----------|--|---------------|---|------------------------------------|-----------------------------|--|-------------------|--------------------------------|--|---|---|--|
| Disclosure of notes on composition of board of directors explanatory | | | | | | | | | | | | | | | |
| Whether the listed entity has a Regular Chairperson | | | | | | | | | | | | | | | |
| Whether Chairperson is related to MD or CEO | | | | | | | | | | | | | | | |
| Title (Mr. / Ms.) | Name of the Director | PAN | DIN | Category (Chairperson / Executive / Non-Executive / independent / Nominee) & | Date of Birth | Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations] | Date of passing special resolution | Initial Date of Appointment | Date of Re-Appointment in the current term | Date of cessation | Tenure of director (in months) | No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations) | No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(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 | AAIPS0616A | 00248499 | Non Executive- Chairman | 28-Nov-32 | Yes | 30-Jul-18 | 25-Apr-72 | 30-Jul-18 | - | N. A. | 1 | 0 | 0 | 0 |
| Mr. | Sanjay S. Shah | AAIPS0615D | 00248592 | Executive | 31-Jul-59 | - | - | 11-Aug-89 | 1-Apr-19 | - | N.A. | 1 | 0 | 1 | 0 |
| Mr. | Pradeep S. Shah | AAHPS6793D | 00248692 | Executive | 13-Dec-60 | - | - | 11-Aug-89 | 1-Apr-19 | - | N.A. | 1 | 0 | 0 | 0 |
| Mr. | Bhupal B. Nandgave | AAGPN4084P | 06447544 | Executive | 25-Dec-53 | - | - | 10-Dec-12 | 10-Dec-18 | - | N.A. | 1 | 0 | 0 | 0 |
| Mr. | Hiten C. Timbadia | AABPT2277P | 00210210 | Non Executive – Independent | 26-Feb-64 | - | - | 30-Mar-01 | 3-Mar-15 | - | 225 | 1 | 1 | 0 | 2 |
| Mr. | Amit N. Dalal | AABPD3938R | 00297603 | Non Executive – Independent | 31-Jan-63 | - | - | 25-Oct-05 | 3-Mar-15 | 2-Mar-20 | 170 | 4 | 3 | 2 | 1 |
| Mr. | Perses M. Bilimoria | ABYPB8358F | 00781535 | Non Executive – Independent | 4-Nov-59 | - | - | 13-May-10 | 3-Mar-15 | - | 115 | 1 | 1 | 1 | 1 |
| Mr. | Abhay J. Mehrotra | AAOPM0872C | 01673801 | Non Executive – Independent | 1-Dec-61 | - | - | 29-Oct-10 | 3-Mar-15 | - | 110 | 1 | 1 | 1 | 0 |
| Mr. | Jai S. Diwanji | AADPD0804G | 00910410 | Non Executive – Independent | 4-Feb-73 | - | - | 30-May-12 | 3-Mar-15 | 2-Mar-20 | 91 | 3 | 3 | 3 | 0 |
| Mrs. | Basheera J. Indorewala | AAIP18418G | 07294515 | Non Executive – Independent | 15-Feb-84 | - | - | 7-Feb-18 | 30-Jul-18 | - | 22 | 1 | 1 | 1 | 0 |

Mr. Amit N. Dalal (DIN: 00297603) and Mr. Jai S. Diwanji (DIN: 00910410), Independent Directors, ceased to be Directors of the Company with effect from March 3, 2020 upon expiry of their term of 5 years.

II. Composition of Committees

1 Audit Committee

Whether Audit Committee has a regular Chairperson

Yes

| DIN | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
|----------|---------------------------|-------------------------------------|-------------------------|---------------------|-------------------|---------|
| 00210210 | Mr. Hiten C. Timbadia | Non Exective - Independent Director | Chairman | 26-Apr-01 | | |
| 00781535 | Mr. Perses M. Bilimoria | Non Exective - Independent Director | Member | 13-May-10 | | |
| 01673801 | Mr. Abhay J. Mehrotra | Non Exective - Independent Director | Member | 13-May-11 | | |

2 Nomination & Remuneration Committee

Whether Nomination & Remuneration Committee has a regular Chairperson

Yes

| DIN | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
|----------|---------------------------|-------------------------------------|-------------------------|---------------------|-------------------|---------|
| 00210210 | Mr. Hiten C. Timbadia | Non Exective - Independent Director | Chairman | 29-May-03 | | |
| 00781535 | Mr. Perses M. Bilimoria | Non Exective - Independent Director | Member | 13-May-10 | | |
| 01673801 | Mr. Abhay J. Mehrotra | Non Exective - Independent Director | Member | 13-May-11 | | |

3 Risk Management Committee (if applicable)

Not Applicable

4 Stakeholders Relationship Committee

Whether Stakeholders Relationship Committee has a regular Chairperson

Yes

| DIN | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
|----------|-----------------------------|-------------------------------------|-------------------------|---------------------|-------------------|---------|
| 00781535 | Mr. Perses M. Bilimoria | Non Exective - Independent Director | Chairman | 13-May-11 | | |
| 00248592 | Mr. Sanjay S. Shah | Executive Director | Member | 16-Feb-96 | | |
| 07294515 | Mrs. Basheera J. Indorewala | Non Exective - Independent Director | Member | 13-Aug-18 | | |

5 Corporate Social Responsibility Committee

Whether Corporate Social Responsibility Committee has a regular Chairperson

Yes

| DIN | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
|----------|---------------------------|-------------------------------------|-------------------------|---------------------|-------------------|---------|
| 00248692 | Mr. Pradeep S. Shah | Executive Director | Chairman | 27-May-14 | | |
| 06447544 | Mr. Bhupal B. Nandgave | Executive Director | Member | 27-May-14 | | |
| 01673801 | Mr. Abhay J. Mehrotra | Non Exective - Independent Director | Member | 27-May-14 | | |



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) | Whether requirement of Quorum met | No. of Directors present (current quarter only) | No. of Independent Directors attending the meeting (current quarter only) |
|---|---|--|-----------------------------------|---|---|
| 8-Nov-19 | 5-Feb-20 | 88 | Yes | 10 | 6 |
| | | | | | |
| | | | | | |

IV. Meeting of Committees

| Name of Committee | Date(s) of meeting of the committee in the relevant quarter | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings (in number of days) | Whether requirement of Quorum met (details) | No. of Directors present (current quarter only) | No. of Independent Directors attending the meeting (current quarter only) |
|-------------------------------------|---|---|--|---|---|---|
| Audit Committee | 5-Feb-20 | 8-Nov-19 | 88 | Yes | 3 | 3 |
| Stakeholders Relationship Committee | 5-Feb-20 | 8-Nov-19 | 88 | Yes | 3 | 3 |
| Nomination & Remuneration Committee | 8-Nov-19 | - | - | Yes | 3 | 3 |



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. Affirmations

| | | |
|----|---|----------------|
| 1 | The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. | Yes |
| 2 | The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. | |
| a. | Audit Committee | Yes |
| b. | Nomination & Remuneration Committee | Yes |
| c. | Stakeholders Relationship Committee | Yes |
| d. | Risk Management Committee (applicable to the top 500 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. | Yes |
| 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. | Yes |
| 5 | The report submitted in the previous quarter was placed before Board of Directors. There were no comments/ observation/ advice of Board of Directors. | Yes |



Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I Disclosure on website in terms of Listing Regulations

| Sr | Item | Compliance status (Yes/No/NA) | If status is "No" details of non- compliance may be given here. | Web address |
|-----------|--|--|--|--|
| 1 | Details of business | Yes | | www.manugraph.com |
| 2 | Terms and conditions of appointment of independent directors | Yes | | www.manugraph.com |
| 3 | Composition of various committees of board of directors | Yes | | www.manugraph.com |
| 4 | Code of conduct of board of directors and senior management personnel | Yes | | www.manugraph.com |
| 5 | Details of establishment of vigil mechanism/ Whistle Blower policy | Yes | | www.manugraph.com |
| 6 | Criteria of making payments to non-executive directors | Yes | | www.manugraph.com |
| 7 | Policy on dealing with related party transactions | Yes | | www.manugraph.com |
| 8 | Policy for determining 'material' subsidiaries | Yes | | www.manugraph.com |
| 9 | Details of familiarization programmes imparted to independent directors | Yes | | www.manugraph.com |
| 10 | Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances | Yes | | www.manugraph.com |
| 11 | email address for grievance redressal and other relevant details | Yes | | www.manugraph.com |
| 12 | Financial results | Yes | | www.manugraph.com |
| 13 | Shareholding pattern | Yes | | www.manugraph.com |
| 14 | Details of agreements entered into with the media companies and/or their associates | N.A. | | |
| 15 | Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange | N.A. | | |
| 16 | New name and the old name of the listed entity | N.A. | | |
| 17 | Advertisements as per regulation 47 (1) | Yes | | www.manugraph.com |
| 18 | Credit rating or revision in credit rating obtained | N.A. | | |
| 19 | Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year | Yes | | www.manugraph.com |
| 20 | Whether company has provided information under separate section on its website as per Regulation 46(2) | Yes | | www.manugraph.com |
| 21 | Materiality Policy as per Regulation 30 | Yes | | www.manugraph.com |
| 22 | Dividend Distribution policy as per Regulation 43A (as applicable) | N.A. | | |
| 23 | It is certified that these contents on the website of the listed entity are correct | Yes | | www.manugraph.com |

II Annual Confirmations

| Sr | Particulars | Regulation Number | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
|----|---|------------------------------|-------------------------------|--|
| 1 | Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility' | 16(1)(b) & 25(6) | Yes | |
| 2 | Board composition | 17(1), 17(1A) & 17(1B) | Yes | |
| 3 | Meeting of Board of directors | 17(2) | Yes | |
| 4 | Quorum of Board meeting | 17(2A) | Yes | |
| 5 | Review of Compliance Reports | 17(3) | Yes | |
| 6 | Plans for orderly succession for appointments | 17(4) | Yes | |
| 7 | Code of Conduct | 17(5) | Yes | |
| 8 | Fees/compensation | 17(6) | Yes | |
| 9 | Minimum Information | 17(7) | Yes | |
| 10 | Compliance Certificate | 17(8) | Yes | |
| 11 | Risk Assessment & Management | 17(9) | Yes | |
| 12 | Performance Evaluation of Independent Directors | 17(10) | Yes | |
| 13 | Recommendation of Board | 17(11) | Yes | |
| 14 | Maximum number of Directorships | 17A | Yes | |
| 15 | Composition of Audit Committee | 18(1) | Yes | |
| 16 | Meeting of Audit Committee | 18(2) | Yes | |
| 17 | Composition of nomination & remuneration committee | 19(1) & (2) | Yes | |
| 18 | Quorum of Nomination and Remuneration Committee meeting | 19(2A) | Yes | |
| 19 | Meeting of Nomination and Remuneration Committee | 19(3A) | Yes | |
| 20 | Composition of Stakeholder Relationship Committee | 20(1), 20(2) & 20(2A) | Yes | |
| 21 | Meeting of Stakeholders Relationship Committee | 20(3A) | Yes | |
| 22 | Composition and role of risk management committee | 21(1),(2),(3),(4) | NA | |
| 23 | Meeting of Risk Management Committee | 21(3A) | NA | |
| 24 | Vigil Mechanism | 22 | Yes | |
| 25 | Policy for related party Transaction | 23(1),(1A),(5),(6),(7) & (8) | Yes | |
| 26 | Prior or Omnibus approval of Audit Committee for all related party transactions | 23(2), (3) | Yes | |
| 27 | Approval for material related party transactions | 23(4) | NA | |
| 28 | Disclosure of related party transactions on consolidated basis | 23(9) | Yes | |
| 29 | Composition of Board of Directors of unlisted material Subsidiary | 24(1) | NA | |
| 30 | Other Corporate Governance requirements with respect to subsidiary of listed entity | 24(2),(3),(4),(5) & (6) | Yes | |
| 31 | Annual Secretarial Compliance Report | 24(A) | Yes | |
| 32 | Alternate Director to Independent Director | 25(1) | NA | |
| 33 | Maximum Tenure | 25(2) | Yes | |
| 34 | Meeting of independent directors | 25(3) & (4) | Yes | |
| 35 | Familiarization of independent directors | 25(7) | Yes | |
| 36 | Declaration from Independent Director | 25(8) & (9) | Yes | |
| 37 | D & O Insurance for Independent Directors | 25(10) | Yes | |
| 38 | Memberships in Committees | 26(1) | Yes | |



| | | | | |
|----|---|---------------|-----|--|
| 39 | Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel | 26(3) | Yes | |
| 40 | Disclosure of Shareholding by Non-Executive Directors | 26(4) | Yes | |
| 41 | Policy with respect to Obligations of directors and senior management | 26(2) & 26(5) | Yes | |

III Affirmations

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

Subject

Compliance Status

Name of the Sigatory

Mihir Mehta

Designation

Company Secretary and Compliance Officer

Signatory Details

Name of the Sigatory

Mihir Mehta

Designation of person

Company Secretary and Compliance Officer

Place

Mumbai

Date

12-05-2020