

April 9, 2019

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 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 Executive - 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 Executive - 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 Executive - 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 - Executive
	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	
<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

(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



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