

ANNEXURE-I

1	Name of Listed Entity							Manaksia Limited				
2	Quarter ending							31 st March, 2020				
I. Composition of Board of Directors												
Title (Mr/ Ms)	Name of the Director	\$ PAN & DIN	& Category (Chairperson/ Executive/ Non-Executive/ Independent / Nominee)	Date of Birth	Initial Date of Appointment	Date of Re-appointment	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)
Dr.	Kali Kumar Chaudhuri	ABVPC9186H / 00206157	Non-Executive Independent Director-Chairperson #	18/09/1945	26-09-2014	26-09-2019	-	66	3	3	4	1
Mr.	Smita Khaitan	AAQPK1671F / 01116869	Non-Executive Independent Woman Director	12/12/1949	26-09-2014	26-09-2019	-	66	2	2	5	1
Mr.	Sunil Kumar Agrawal	ACSPA0118R / 00091784	Non-Executive Director/ Non Independent Director	11/12/1961	23-11-2014	27-09-2018	-	-	3	0	4	0
Mr.	Suresh Kumar Agrawal	ACSPA0116B / 00520769	Executive Director/ Managing Director	28/07/1953	23-11-2017	23-11-2017	-	-	2	0	1	0

Mr.	Vineet Agrawal	ACXPA1871E / 00441223	Non-Executive Director/ Non Independent Director	24/03/1976	23-11-2014	22-09-2017	-	-	2	0	2	0
Mr.	Kanad Purkayastha	ASLPP0655P/ 08446550	Non-Executive Independent Director	17/05/1945	18-05-2019	-	-	11	1	1	1	0
Mr.	Ramesh Kumar Maheshwari	AEZPM0448M / 00545364	Non-Executive Independent Director	01/05/1956	16-07-2019	-	-	9	2	2	4	0
Mr.	Biswanath Bhattacharjee	ACWPB2869G / 00545918	Non-Executive Independent Director	01/03/1949	16-07-2019	-	-	9	1	1	0	0
Mrs.	Nidhi Baheti	ALDPM3999 M/ 08490552	Non-Executive Independent Director	06/05/1985	16-07-2019	-	-	9	1	1	1	0

\$ 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.

There is no permanent Chairman of the Board. Dr. Kali Kumar Chaudhuri was appointed as Chairman of the Board at its meetings held on 5th February, 2019 and 28th February, 2020 till the conclusion of the respective meetings.

II. Composition of Committees

Name of Committee		Name of Committee members	Date of Appointment	Date of Cessation	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) \$
1	Audit Committee	Dr. Kali Kumar Chaudhuri Mrs. Smita Khaitan Mr. Sunil Kumar Agrawal Mr. Ramesh Kumar Maheshwari Mr. Kanad Purkayastha Mrs. Nidhi Baheti	08-05-2002 31-01-2009 11-02-2016 16-07-2019 18-05-2019 16-07-2019	- - - - - -	Non-Executive /Independent Director/ Chairman* Non-Executive /Independent Woman Director Non-Executive/ Non Independent Director Non-Executive /Independent Director Non-Executive /Independent Director Non-Executive /Independent Director

2	Nomination & Remuneration Committee	Mrs. Smita Khaitan Dr. Kali Kumar Chaudhuri Mr. Ramesh Kumar Maheshwari Mr. Vineet Agrawal Mr. Biswanath Bhattacharjee	27-02-2009 10-07-2002 16-07-2019 07-05-2018 16-07-2019	- - - - -	Non-Executive /Independent Woman Director/Chairman Non-Executive /Independent Director Non-Executive /Independent Director Non-Executive /Non-Independent Director Non-Executive /Independent Director
3	Risk Management Committee (if applicable)	Not Applicable			
4	Stakeholders Relationship Committee	Mrs. Smita Khaitan Mr. Sunil Kumar Agrawal Mr. Ramesh Kumar Maheshwari Mr. Vineet Agrawal	23-11-2014 07-05-2018 16-07-2019 11-02-2016	- - - -	Non-Executive /Independent Director/Chairman** Non-Executive /Non Independent Director Non-Executive /Independent Director Non-Executive /Non Independent Director
5	Corporate Social Responsibility Committee	Mr. Suresh Kumar Agrawal Mrs. Smita Khaitan Mr. Kanad Purkayastha Mr. Sunil Kumar Agrawal	11-08-2014 11-08-2014 16-07-2019 11-02-2016	- - - -	Executive Director/ Chairman*** Non-Executive /Independent Director Non-Executive /Independent Director Non-Executive /Non Independent Director

\$ 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

* There is no permanent chairperson of the Audit Committee. Dr. Kali Kumar Chaudhuri was elected as the Chairman of Audit Committee at its meetings held on 5th February, 2020 and 28th February, 2020 till the conclusion of the respective meetings.

** There is no permanent chairperson of Stakeholders Relationship Committee. Mrs. Smita Khaitan was elected as the Chairperson of Stakeholders Relationship Committee at its last meeting held on 18th May, 2019 till the conclusion of that meeting.

*** There is no permanent chairperson of Corporate Social Responsibility Committee. Mr. Suresh Kumar Agrawal was elected as the Chairman of Corporate Social Responsibility Committee at its last meeting held on 11th November, 2019 till the conclusion of that meeting.

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	Whether the requirement of quorum met	Number of directors present	Number of independent directors present	Maximum gap between any two consecutive meetings (in number of days)
11-11-2019	05-02-2020 28-02-2020	Yes Yes Yes	8 8	5 6	85 Days 23 Days

IV. Meeting of Committees						
Name of Committee	Date (s) of Meeting (if any) in the previous quarter	Date (s) of Meeting (if any) in the relevant quarter	Whether the requirement of quorum met	Number of directors present	Number of independent directors present	Maximum gap between any two consecutive meetings (in number of days)
Audit Committee	11-11-2019	05-02-2020 28-02-2020	Yes Yes Yes	6 5	5 5	85 days 23 days
Nomination and Remuneration Committee	11-11-2019	05-02-2020 28-02-2020	Yes Yes Yes	4 5	3 4	85 days 23 days
Corporate Social Responsibility Committee	11-11-2019		Yes			

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	Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes*

*The Audit Committee has reviewed the Related Party Transactions for the quarter and nine months ended 31st December, 2019.

Note

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.

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 (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

This report and/or the report submitted in the previous quarter has been placed before Board of Directors. There are no comments/ observations/advice of Board of Directors in the Report submitted and placed before the Board of Directors for the quarter ended 31st December, 2019.

For Manaksia Limited



Pradip Kumar Kandar

Company Secretary & Compliance Officer

Membership No.: A19020

ANNEXURE II

Format 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	
<i>Item</i>	Compliance status <small>(Yes/No/NA)</small> refer note below
As per regulation 46(2) of LODR:	
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	Not Applicable
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	Not Applicable
New name and the old name of the listed entity	Yes
Advertisements as per regulation 47(1)	Yes
Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	Not Applicable
Separate audited financial statements of each subsidiary of listed entity in respect of a relevant financial year	Yes
As per other Regulations of LODR:	
Whether the Company has provided information under separate section on its website as per Regulation 46(2)	Yes
Materiality Policy as per Regulation 30	Yes
Dividend Distribution Policy as per Regulation 43A (as Applicable)	Not Applicable

It is certified that these contents on the website of the listed entity are correct.

II Annual Affirmations

<i>Particulars</i>	<i>Regulation Number</i>	<i>Compliance status (Yes/No/NA) refer note below</i>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	<i>16(1)(b) & 25(6)</i>	Yes
<i>Board composition</i>	<i>17(1)</i>	Yes
<i>Meeting of Board of directors</i>	<i>17(2)</i>	Yes
<i>Quorum of board meetings</i>	<i>17(2A)</i>	Yes
<i>Review of Compliance Reports</i>	<i>17(3)</i>	Yes
<i>Plans for orderly succession for appointments</i>	<i>17(4)</i>	Yes
<i>Code of Conduct</i>	<i>17(5)</i>	Yes
<i>Fees/compensation</i>	<i>17(6)</i>	Yes
<i>Minimum Information</i>	<i>17(7)</i>	Yes
<i>Compliance Certificate</i>	<i>17(8)</i>	Yes
<i>Risk Assessment & Management</i>	<i>17(9)</i>	Yes
<i>Performance Evaluation of Independent Directors</i>	<i>17(10)</i>	Yes
<i>Recommendation of Board</i>	<i>17(11)</i>	Yes
<i>Maximum number of directorship</i>	<i>17A</i>	Yes
<i>Composition of Audit Committee</i>	<i>18(1)</i>	Yes
<i>Meeting of Audit Committee</i>	<i>18(2)</i>	Yes
<i>Composition of Nomination & Remuneration Committee</i>	<i>19(1) & (2)</i>	Yes
<i>Quorum of Nomination & Remuneration Committee</i>	<i>19(2A)</i>	Yes
<i>Meeting of Nomination & Remuneration Committee</i>	<i>19(3A)</i>	Yes
<i>Composition of Stakeholder Relationship Committee</i>	<i>20(1), (2) & 2A</i>	Yes
<i>Meeting of Stakeholder Relationship Committee</i>	<i>20(3A)</i>	Yes
<i>Composition and role of risk management committee</i>	<i>21(1),(2),(3), (4)</i>	Not Applicable
<i>Meeting of risk management committee</i>	<i>21(3A)</i>	Not Applicable
<i>Vigil Mechanism</i>	<i>22</i>	Yes
<i>Policy for related party Transaction</i>	<i>23(1), (1A), (5),(6),(7) & (8)</i>	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	<i>23(2), (3)</i>	Yes

<i>Approval for material related party transactions</i>	23(4)	Yes
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Yes
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Yes
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4), (5) & (6)	Yes
<i>Annual Secretarial Compliance Report</i>	24(A)	Yes
<i>Alternate Director to Independent Director</i>	25(1)	Not Applicable
<i>Maximum Tenure</i>	25 (2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Declaration from Independent Directors</i>	25(8) & (9)	Yes
<i>Directors and office insurance</i>	25(10)	Not Applicable
<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

Note:

- 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.
- 3 If the Listed Entity would like to provide any other information the same may be indicated here.

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: **Yes**

For Manaksia Limited



Pradip Kandar

Company Secretary & Compliance Officer
Membership No.: A19020

Annexure - III. Affirmations

Format to be submitted by listed entity at the end of 6 months after end of the financial year along with the second quarter's report of next financial year

Sr.	Particulars	Regulation Number	Compliance Status (Yes/ No/ NA)
1	Copy of the Annual Report including Balance Sheet, Profit and Loss Account, Directors Report, Corporate Governance Report, Business Responsibility Report displayed on website.	46(2)	Yes
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
3	Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting	19(3)	Yes
4	Presence of Chairperson of the Stakeholder Relationship Committee at the Annual General Meeting	20(3)	Yes
5	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

Note:

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

3 If the Listed Entity would like to provide any other information the same may be indicated here.

For Manaksia Limited



Pradip Kumar Kandar

Company Secretary & Compliance Officer

Membership No.: A19020