

Sec/Share/007/FY19-20

Date: 08.04.2019

The Secretary  
BSE Limited  
New Trading Wing,  
Rotunda Building,  
PJ Tower, Dalal Street,  
Mumbai- 400001  
Scrip Code: 532932

The Manager  
National Stock Exchange of India Limited  
Exchange Plaza, C-1, Block "G"  
5<sup>th</sup> floor, Bandra Kurla Complex,  
Bandra East,  
Mumbai- 400051  
Scrip Code: MANAKSIA

Sir,

Sub: Corporate Governance Report for the Quarter and Year ended 31<sup>st</sup> March, 2019 under regulation 27 (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Please find enclosed Compliance Report on Corporate Governance for the Quarter and Year ended 31<sup>st</sup> March, 2019.

This is in compliance with Regulation 27 (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking you,  
Yours faithfully  
For Manaksia Limited



(Pradip Kandar)  
Company Secretary and Compliance Officer



Encl: a/a



1	Name of Listed Entity	Manaksia Limited
2	Quarter ending	31st March, 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	@Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	@No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Dr.	Kali Kumar Chaudhuri	ABVPC9186H/ 00206157	Non-Executive - Independent Director- Chairperson**	26/09/2014	206 Months	6	9	4
Mr.	Ajay Kumar Chakraborty	AAAPC0207F/00133604	Non-Executive - Independent Director	26/09/2014	175 Months	5	3	2
Mrs.	Smita Khaitan	AAQPK1671F/01116869	Non-Executive - Woman Independent Director	26/09/2014	147 Months	5	8	1
Mr.	Sunil Kumar Agrawal	ACSPA0118R/00091784	Non-Executive- Non Independent Director	23/11/2014	-	3	5	None
Mr.	Suresh Kumar Agrawal	ACSPA0116B/00520769	Executive-Managing Director	23/11/2017 %	-	2	1	None
Mr.	Vineet Agrawal	ACXPA1871E/00441223	Non-Executive- Non Independent Director	23/11/2014	-	2	2	None

\$ 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 with any cooling off period.

% MD has been re-appointed w.e.f 23/11/2017 for a further period of three years at the AGM held on 22/09/2017



\*\* There is no permanent Chairman of the Board. Dr. Kali Kumar Chaudhuri was appointed as Chairman of the Board at its meeting held on 14<sup>th</sup> February, 2019 till the conclusion of the meeting.

@Includes membership and chairmanship of both listed and unlisted public companies.

## II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) \$
1 Audit Committee	Dr. Kali Kumar Chaudhuri Mrs. Smrita Khaitan Mr. Sunil Kumar Agrawal	Non-Executive - Independent Director - Chairperson* Non-Executive - Independent Director Non-Executive - Non Independent Director
2 Nomination & Remuneration Committee	Dr. Kali Kumar Chaudhuri Mrs. Smrita Khaitan Mr. Vineet Agrawal	Non-Executive - Independent Director Non-Executive - Independent Director - Chairperson Non-Executive - Non Independent Director
3 Risk Management Committee(if applicable)	Not Applicable	Not Applicable
4 Stakeholders Relationship Committee	Mrs. Smrita Khaitan Mr. Sunil Kumar Agrawal Mr. Vineet Agrawal	Non-Executive - Independent Director Chairperson** Non-Executive - Non Independent Director Non-Executive - Non Independent Director
5 Corporate Social Responsibility Committee	Mr. Suresh Kumar Agrawal Mrs. Smrita Khaitan Mr. Sunil Kumar Agrawal	Executive-Managing Director - Chairperson*** 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 14<sup>th</sup> February, 2019 and 26<sup>th</sup> March, 2019 till the conclusion of respective meetings.

\*\* There is no permanent chairperson of Stakeholders Relationship Committee. Mrs. Smrita Khaitan was elected as the Chairperson of Stakeholders Relationship Committee at its last meeting held on 16<sup>th</sup> May, 2018 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 16<sup>th</sup> May, 2018 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	Maximum gap between any two consecutive (in number of days)
10 <sup>th</sup> November, 2018	14 <sup>th</sup> February, 2019	95 days

### 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 days*
14 <sup>th</sup> February, 2019 (Audit Committee)	Yes (All the members were present)	10 <sup>th</sup> November, 2018 (Audit Committee)	95 Days
26 <sup>th</sup> March, 2019 (Audit Committee)	Yes (All the members were present)		39 Days
14 <sup>th</sup> February, 2019 (Nomination and Remuneration Committee)	Yes (All the members were present)	NIL	

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

### 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	Not Applicable
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 Transaction(s) for the quarter and nine months ended 31<sup>st</sup> December, 2018.

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
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	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	The report and/or the report submitted in the previous quarter have been placed before Board of Directors. There are no comments/ observations/advice of Board of Directors in the Corporate Governance Report submitted and placed before the Board of Directors for the quarter and nine months ended 31 <sup>st</sup> December, 2018.

For Manaksia Limited

Pradip Kandar  
Company Secretary & Compliance Officer  
Membership No.: A19020

**Note:**  
Information at Table I and II above need to be necessarily given in 1<sup>st</sup> 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.



## 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	
Item	Compliance status (Yes/No/Refer to 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	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



## II Annual Affirmations

Particulars	Regulation Number	Compliance status (Yes, No, Refer not 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)	Not Applicable
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)	Not Applicable
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
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



<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
<b>Note:</b> 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.		
<b>III Affirmations:</b> The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied: <b>Yes</b>		
<b>For Manaksia Limited</b>   <b>Pradip Kandar</b> Company Secretary & Compliance Officer Membership No.: AI 9020		

