



MANDHANA

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CIN : L17120MH1984PLC033553

Registered Office : Plot No. C-3, M.I.D.C., Tarapur Industrial, Area Boisar - 401 506.

(A company under corporate insolvency resolution process by NCLT order no. C.P. No. 1399/I&BP/NCLT/MAH/2017)

MIL/SECRETARIAL/CORP_GOV/1217/BSE/NSE

12th January, 2018

The Manager,
Department of Corporate Filing,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

The Vice President,
National Stock Exchange of India Limited,
Exchange Plaza,
Bandra Kurla Complex
Bandra (East),
Mumbai – 400 051

Dear Sir/ Madam,

Sub: Compliance Report on Corporate Governance under Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the Quarter ended 31st December, 2017.

Ref: Scrip Code No. 533204 Scrip ID: MANDHANA

Pursuant to the requirement of regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/5/2015 dated 24th September, 2015, please find enclosed herewith Compliance Report on Corporate Governance for quarter ended 31st December, 2017.

You are requested to take the same on your records and oblige.

Thanking you.

for **MANDHANA INDUSTRIES LIMITED**

CHARU DESAI

IP Registration no. IBBI/IPA-001/IP-P00434/2017-18/10757

Interim Resolution Professional

Mandhana Industries Limited

(A company under corporate insolvency resolution process by NCLT order no. C.P. No. 1399/I&BP/NCLT/MAH/2017)

Encl.: As above.



MANDHANA INDUSTRIES LTD.

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Report on Corporate Governance for the Quarter ended 31st December, 2017
(As per Annexure - I to SEBI Circular no. CIR/CFD/CMD/5/2015 dated 24th September, 2015)

1. Name of the Listed Entity : **Mandhana Industries Limited** (A Company under Corporate Insolvency Resolution Process by NCLT order no 1399/I&BP/NCLT/MAH/2017)
2. Quarter ending : **31st December, 2017**

I. Composition of Board of Directors [#]									
Title (Mr./ Ms.)	Name of the Director	PAN [§] & DIN	Category (Chairperson/ Executive/ Independent/ Nominee) ^{&}	Date of Appointment in the current term / cessation		Tenure* (in months)	No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholders' Relationship Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Number of Chairperson in Audit/ Stakeholders' Relationship Committee including this listed entity (Refer Regulation 26(1) of Listing Regulations)
				Date of Appointme nt (DD-MM- YYYY)	Date of cessation (DD-MM- YYYY)				
Mr.	Purushottam C. Mandhana	AATPM6913H 00025633	Non-Executive	28-09-2017	-	N.A.	1	0	0
Mr.	Manish B. Mandhana	AATPM6901H 00025449	Non-Executive	28-09-2017	-	N.A.	1	0	0
Mr.	Monarch Gandhi	AMIPG6313N 07183740	Non-Executive	28-09-2017	-	N.A.	1	0	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.



II. Composition of Committees #			
Name of Committee	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) [§]	
1. Audit Committee	NIL	NIL	
2. Nomination & Remuneration Committee	NIL	NIL	
3. Risk Management Committee	N.A.	N.A.	
4. Stakeholders' Relationship Committee	NIL	NIL	
[§] 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.			
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)	
25-09-2017	NIL	N.A	
IV. Meeting of Committees			
Date of meeting of the Committee in the relevant quarter (Audit Committee Meeting)	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)*
NIL	N.A	25-09-2017	N.A
*This information has to be mandatorily given for audit committee, for rest of the committee giving information is optional.			
V. Related Party Transactions : #			
Subject		Compliance Status (Yes/No/NA) ref. note below	
Whether prior approval of Audit committee obtained		Not Applicable	
Whether shareholders' approval obtained for material RPT		Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by audit Committee		Not Applicable	
Note :			
1. In the column "Compliance Status" compliance or non-compliance may be indicated by Yes/No/NA. for example, if the Board has been composed in accordance with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transaction, the words "N.A." may be indicated.			
2. If status is "No" details of non-compliance may be give here.			
VI. Affirmations :			
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 top 100 entities) - Not Applicable.			
3. The committee members have been made aware of the 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. The report submitted in the previous quarter has been placed before Board of Directors. Any comments / observations / advice of board of Directors may be mentioned here.#

For MANDHANA INDUSTRIES LIMITED



CHARU DESAI

IP Registration no. IBBI/IPA-001/IP-P00434/2017-18/10757

Interim Resolution Professional

Mandhana Industries Limited

(A company under corporate insolvency resolution process by NCLT order no.

C.P. No. 1399/I&BP/NCLT/MAH/2017)

Note:-

- (1) Information at Table I & 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.

#Corporate Insolvency Resolution Process has been initiated for the Company under the provisions of the Insolvency and Bankruptcy Code, 2016 ('IBC') by the National Company Law Tribunal vide Order no. C.P. No. 1399/I&BP/NCLT/MAH/2017 ('order') with effect from 29th September, 2017. Consequently, as per section 17 of the IBC, 2016, the powers of the Board of Directors (including any committee thereof) of the Company stand suspended with effect from that date and such powers vest with Ms. Charu Desai (IP Registration no IBBI/IPA-001/IP-P00434/2017-18/10757), appointed as an Interim Resolution Professional ('IRP') of the Company.

In view of the foregoing, no Board Meeting or any Committee Meetings were held during the quarter under review.

