



MANDHANA

a whirlpool of ideas!

CIN : L17120MH1984PLC033553

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

8th July, 2019

To,

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

National Stock Exchange of India Limited

Exchange Plaza, 5th Floor, Plot No. C-1,
G Block, Bandra Kurla Complex,
Bandra (E), 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 30th June, 2019.

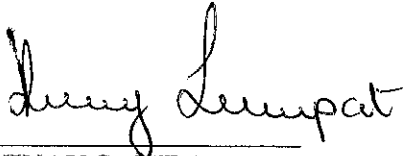
Ref: Scrip Code No. 533204 Scrip ID: MIL

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 30th June, 2019.

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

Thanking you.

For MANDHANA INDUSTRIES LIMITED,



VINAY SAMPAT

Vice-President – Legal & Secretarial



Encl.: As above.



MANDHANA INDUSTRIES LTD.

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Mr.	Nimesh Patel	08228799	Non-Executive	21/01/1982	N.A.	N.A.	N.A.	1	1	0
Mr.	Chirayu Chhibber	AFHPC5298N 07616850	Non-Executive - Independent	05/08/1985	N.A.	N.A.	5	1	1	0
Ms.	Alka Patel	AAKPP8733H 08057534	Non-Executive – Independent	08/11/1965	N.A.	N.A.	5	1	2	2
Mr.	Piyush Doshi	ADWPD1171E 07597924	Executive Managing Director	22/04/1975	N.A.	N.A.	N.A.	1	2	0
Mr.	Ashok Kumar Das	AIRPD5787G 08419056	Executive	19/07/1974	23.05.2019	N.A.	N.A.	1	0	0

^s 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.

Here, N.A. means Not Applicable



Whether the Audit Committee, Nomination & Remuneration Committee and Stakeholders' Relationship Committee has a Regular Chairperson: Yes

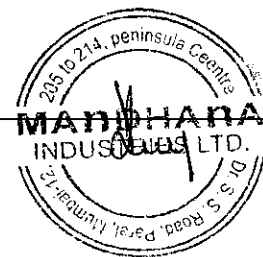
II. Composition of Committees

Name of Committee	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) ⁵	Date of Appointment	Date of Cessation
1. Audit Committee	Ms. Alka Patel	Chairperson Non-Executive-Independent	14-02-2019	N.A.
	Mr. Cynthia Dibartolo	Non-Executive - Independent	31-01-2019	
	Mr. Todd Robinson	Non-Executive - Independent	31-01-2019	
	Mr. Chirayu Chhibber	Non-Executive - Independent	31-01-2019	
	Mr. Piyush Doshi	Executive	14-02-2019	
2. Nomination & Remuneration Committee	Mr. Chirayu Chhibber	Chairperson Non-Executive - Independent	31-01-2019	N.A.
	Mr. Lawrence Steckman	Non-Executive - Independent	31-01-2019	
	Mr. Piyush Doshi	Executive	31-01-2019	
	Mr. Piyush Viradia	Non-Executive	31-01-2019	
3. Risk Management Committee	N.A.	N.A.	N.A.	N.A.
4. Stakeholders' Relationship Committee	Ms. Alka Patel	Chairperson Non-Executive - Independent	31-01-2019	N.A.
	Mr. Nimesh Patel	Non-Executive	31-01-2019	
	Mr. Piyush Doshi	Executive	31-01-2019	

⁵ 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)	Whether requirement of Quorum met (Yes/No)	Number of Directors present	No. of Independent Directors attending the meeting
31-01-2019	23-05-2019	13	Yes	6	3
14-02-2019		97			



IV. Meeting of Committees					
Date of meeting of the Committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Number of Directors present	No. of Independent Directors attending the meeting	Date(s) of Meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings(in number of days)*
Audit Committee Meeting 23-05-2019	Yes	3	2	14-02-2019	97

*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	Yes

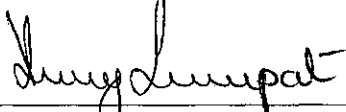
Note :

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

VI. Affirmations :

- The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 -Yes
- The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
 - Audit Committee -Yes
 - Nomination & Remuneration Committee -Yes
 - Stakeholders' Relationship Committee -Yes
 - Risk management committee (applicable to top 100 entities) - Not Applicable
- The committee members have been made aware of the powers, role and responsibilities as specified in SEBI (Listing Obligations and disclosure requirements) Regulations, 2015 -Yes
- 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
- The report submitted in the previous quarter has been placed before Board of Director -Yes
Any comments /Observations / advice of board of Directors may be mentioned here-None

For **MANDHANA INDUSTRIES LIMITED**



VINAY SAMPAT
Vice-President – Legal & Secretarial
Place: Mumbai
Date: 8th July, 2019



Note:-

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.