

Manglam India Ltd.

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Kolkata - 700 072

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Website: www.manglamindia.com

CIN: L51420WB1993PLC060955

Dated: 12.04.2016

The Secretary
The Calcutta Stock Exchange Asso. Ltd.
7, Lyons Range
Kolkata - 700 001

Dear Sir/Madam

Sub: Compliance Report on Corporate Governance for the quarter/financial year ended 31st March, 2016

Pursuant to Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are hereby submitting herewith the Quarterly and Annual Compliance Report on Corporate Governance for the quarter and financial year ended 31st March, 2016 in prescribed format in Annexure- I and Annexure- II respectively.

This is for your information and record please.

Thanking You,

Yours faithfully,
For **Manglam India Limited**

Manoj Saraogi

Manoj Saraogi
(Managing Director)
DIN No. 00278490

Annexure- I

1. Name of the Listed Entity: Manglam India Ltd.
2. Quarter Ending: 31st March, 2016

I. Composition of Board of Directors								
Title (Mr./Ms.)	Name of the Director	PAN No. & 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 the Listing Regulations)	Number of memberships in Audit/Shareholder Committee(s) including this listed entity (Refer Regulation 26(1) of the Listing Regulations)	No. of post of Chairperson in Audit/Shareholder Committee(s) including this listed entity (Refer Regulation 26(1) of the Listing Regulations)
Mr.	Manoj Sarangi	PAN: AIFRPS342AM DIN: 00278490	Executive	1/12/2003	-	1	1	-
Mr.	Prasad Kumar Dey	PAN: ADIFD8220C DIN: 00294452	Non-Executive/Independent	1/12/2003	5 Years w.e.f 24.09.2014	1	-	2
Mr.	Goutam Karnakar	PAN: BMRKR9091F DIN: 02981501	Non-Executive/Independent	15/11/2011	5 Years w.e.f 24.09.2014	2	3	-
Mr.	Amit Khemka	PAN: AUPK6922A DIN: 06830781	Non-Executive/Independent	22/02/2014	5 Years w.e.f 24.09.2014	5	2	-
Mrs.	Madhu Barnwal	PAN: AQJP1684L DIN: 07150790	Non-Executive	30/03/2015	-	8	-	-
Mr.	Sanjay Das	PAN: AIDFDA373K DIN: 03569600	Non-Executive	12/8/2015	-	2	1	-
II. Composition of Committees								
Name of Committee			Name of Committee Members			Category (Chairperson/Executive/Non-Executive/Independent/Nominee)		
1. Audit Committee			Mr. Prasad Kumar Dey			Non-Executive/Independent		
			Mr. Manoj Sarangi			Executive		
			Mr. Amit Khemka			Non-Executive/Independent		
2. Nomination & Remuneration Committee			Mr. Goutam Karnakar			Non-Executive/Independent		
			Mr. Prasad Kumar Dey			Non-Executive/Independent		
			Mr. Amit Khemka			Non-Executive/Independent		
3. Stakeholders Relationship Committee			Mr. Prasad Kumar Dey			Non-Executive/Independent		
			Mr. Goutam Karnakar			Non-Executive/Independent		
			Mr. Amit Khemka			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 (in number of days)
9th November, 2015	10th February, 2016	92 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 (if any) in the previous quarter	Maximum gap between any two consecutive (in number of days)
Audit Committee- 9th February, 2016	Yes, Total Strength - 3 Directors, Present - 3 Directors	7th November, 2015	93 Days

V. Related Party Transactions

Subject	Compliance Status (Yes/No/NA)
Whether prior approval of audit committee obtained	N.A.
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. 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 the top 100 listed entities)
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 meeting of 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 and/or 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: NIL

Manoj Saraogi
 Managing Director
 DIN: 00278490

Manoj Saraogi

ANNEXURE - II

Name of the Listed Entity: Manglam India Ltd.
Financial Year: From 1st April, 2015 To 31st March, 2016

I. Disclosure on website in terms of Listing Regulations

Item	Compliance Status (Yes/No/NA)
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	N.A.
Policy on dealing with Related Party Transactions	Yes
Policy on determining "Material" Subsidiary	N.A.
Details of familiarization programme imparted to Independent Directors	Yes
Contact information of the designated officials to 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)
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 Report	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/Compensation	17(6)	N.A.
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
Policy on 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)	N.A.
Composition of Board of Directors of Unlisted Material Subsidiary	24(1)	N.A.
Other Corporate Governance requirements with respect to the subsidiary of Listed Entity	24(2), (3), (4), (5) & (6)	N.A.
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
Disclosure of Shareholding by Non - Executive Directors	26(4)	Yes
Policy with respect to Obligations of Directors and Senior Management	26(2) & 26(5)	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 Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the word "N.A." may be indicated.
- If status is "No" details of non - compliance may be given here.
- If the Listed Entity would like to provide any other information the same may be indicated here.

III. Affirmation

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - Not Applicable

Manoj Saraogi

Manoj Saraogi
Managing Director