

July 21, 2020

To
Dept. of Corporate Services,
BSE Limited,
Phiroze Jeebhoy Tower,
Dalal Street, Fort,
Mumbai – 400 001.

To
The Manager,
Listing Department,
National Stock Exchange of India Limited,
Exchange Plaza, Bandra Kurla Complex,
Bandra (E), Mumbai – 400 051

Security Code No. : 505324

Security Symbol : MANUGRAPH
Security Series : EQ

Dear Sir,

Sub.: Annual Secretarial Compliance Report for the year ended March 31, 2020

Pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015, as amended, read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019; please find enclosed herewith Annual Secretarial Compliance Report for the year ended March 31, 2020 issued by M/s. Aashish K. Bhatt & Associates, Practicing Company Secretaries.

We request you to take the same on record and disseminate the same for information to the members.

For **Manugraph India Limited**

Mihir Mehta
Company Secretary

Encl.: a/a



AASHISH K. BHATT & ASSOCIATES

Practicing Company Secretaries

Aashish K. Bhatt
B.Com., A.C.S., PGDSL

**SECRETARIAL COMPLIANCE REPORT OF
MANUGRAPH INDIA LIMITED
FOR THE YEAR ENDED 31ST MARCH, 2020**

[Pursuant to SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 08th February, 2019]

To,

Manugraph India Limited,

Sidhwa House 1st Floor, N A Sawant Marg, Colaba Mumbai – 400005.

I, have examined:

- a) all the documents and records made available to us and explanation provided by **Manugraph India Limited (“the listed entity”)**,
- a) the filings / submissions made by the listed entity to the stock exchanges,
- b) website of the listed entity,
- c) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2020 (“Review Period”) in respect of compliance with the provisions of:

- a) The Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- b) The Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-



D / 101, Lata Annexe, Above Axis Bank, W. E. Highway, Borivali (East), Mumbai - 400 066.

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Email : mail@aashishbhatt.in • W. : www.aashishbhatt.in

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 – Not Applicable;
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 – Not Applicable;
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 – Not Applicable;
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 – Not Applicable;
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 – Not Applicable;
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder and based on the above examination, we hereby report that, during the Review Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-



Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Pursuant to regulation 34 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 ("SEBI LODR") – the listed entity shall submit a copy of Annual Report along with notice of Annual General Meeting (AGM) not later than the day of commencement of dispatch to shareholders.	The requisite intimation / disclosure were made to stock exchange.	Delay in submission of Annual Report for year ended March 31, 2019 along with notice of Annual General Meeting to stock exchange.
2.	Pursuant to regulation 30 of SEBI LODR – the listed entity shall first disclose to stock exchange(s) of all events, as specified in Part A of Schedule III, or information as soon as reasonably possible and not later than twenty four hours from the occurrence of event or information.	The requisite intimation / disclosure were made to stock exchange.	Delay in submission of cessation of Mr. Amit Dalal and Mr. Jai Diwanji (Independent Directors)
3.	Pursuant to regulation 7(2)(b) of SEBI (Prohibition of Insider Trading) Regulations, 2015 - Every company shall notify the particulars of trading as mentioned in regulation 7(2)(a) of aforesaid regulation to the stock exchange on which the securities are listed within two trading days of receipt of the disclosure or from becoming aware of such information.	The requisite intimation / disclosure were made to stock exchange.	Delay in submission of disclosures by the company.



4.	Pursuant to regulation of 29 SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 – the disclosures as mentioned under 29(1) and 29(2) of aforesaid regulation shall be made within two working days of the receipt of intimation of allotment of shares, or the acquisition of shares or voting rights in the target company to (a) every stock exchange where the shares of the target company are listed; and (b) the target company at its registered office	The requisite intimation / disclosure were made to stock exchange.	Delay in submission of disclosures by Acquirer and any person with PACs
5.	Pursuant to regulation 34 and Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 w.r.t. (SEBI LODR), Annual Report shall contain various information as prescribed.		Disclosures of certain matters as required to be stated in Schedule V of SEBI LODR is not made in Annual Report for the year ended March 31, 2019.

- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
- c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder



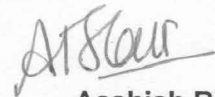
Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
	NA	NA	NA	NA

d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... <i>(The years are to be mentioned)</i>	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
	Nil	Nil	Nil	Nil

On account of pandemic "COVID 2019" and nationwide lockdown imposed by governments, the audit process has been modified, wherein certain documents/records etc. were verified in electronic mode and have relied on the representations received from the Company for its accuracy and authenticity.

For Aashish K. Bhatt & Associates
Company Secretaries



Aashish Bhatt
Proprietor

Place: Mumbai
Date: 29.06.2020



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