

Date: 14.05.2020

**The Secretary**

**BSE Limited**

New Trading Wing,  
Rotunda Building,  
PJ Tower, Dalal Street,  
Mumbai- 400001  
**Scrip Code: 539045**

**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: MANAKALUCO**

**Madam/Sir,**

**Sub: Corporate Governance Report for quarter ended 31<sup>st</sup> March, 2020 under Regulation 27 (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Please find enclosed Quarterly Compliance Report on Corporate Governance for the Quarter ended 31<sup>st</sup> March, 2020.

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

Thanking you,

Yours faithfully

**For Manaksia Aluminium Company Limited**

**Sd/-**

**(Vivek Jain)**

Company Secretary and Compliance Officer

Encl: a/a

## ANNEXURE I

1	Name of Listed Entity	Manaksia Aluminium Company Limited										
2	Quarter ending	31 <sup>st</sup> March, 2020										
<b>I. Composition of Board of Directors</b>												
Title (Mr. / Ms)	Name of the Director	\$ PAN & DIN	# Category (Chairperson / Executive/ Non-Executive/ Independent / Nominee)	Initial date of Appointment	Date of Re-appointment	Date of Cessation	Tenure*	Date of Birth	No of Directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No of Independent Directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) @	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) @
Mr.	Ajay Kumar Chakraborty	AAAPC0207F00133604	Chairperson-Independent Director	17/11/2014	24/09/2019		65 Months**	07/04/1945 @@	4	4	3	2
Mr.	Anirudha Agrawal	ACXPA1842M06537905	Non-Executive Director	17/11/2014	17/11/2017		-	17/10/1989	2	-	1	None
Mrs	Rupanjana De	AGQPD2421C01560140	Independent Director	29/05/2019		25/01/2020	8 Months	04/07/1975	4	4	6	1
Ms.	Suprity Biswas	AECPB7074H08671365	Independent Director	21/01/2020			2 Months	07/07/1957	1	1	1	None
Mr.	SHYAMAL CHAKRABORTY	ACMPC7924R08268484	Executive Director	08/11/2019		31/12/2019	-	01/11/1960	1	-	None	None
Mr.	CHANDAN AMBALY	ACTPA6402B08456058	Independent Director	05/02/1955			10 Months***	29/07/1955	1	1	2	1
Mr.	Sunil Kumar Agrawal	ACSPA0118R00091784	Executive Director	17/11/2014	23/11/2017		-	11/12/1961	3	-	4	None

Mr.	Vineet Agrawal	ACXPA1871E ACXPA1871E	Non-Executive Director	21/07/2016				14/03/1976	2	0	2	0
Mr.	DIPAK BHATTACH ARJEE	AHVPB4639G 08665337	Executive Director	21/01/2020			-	10/02/1961	1	-	-	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 without any cooling off period.

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

\*\* Re-appointed as Non-Executive Independent Director as approved by the Shareholders in the Annual General Meeting held on 24/09/2019.

\*\*\*Appointed as Non-Executive Independent Director w.e.f. 29/05/2019 as approved by the Shareholders in the Annual General Meeting held on 24/09/2019.

@@ Mr. Ajay Kumar Chakraborty will complete 75 years in his second tenure for which Special Resolution is passed by the Shareholders in the Annual General Meeting held on 24/09/2019.

## II. Composition of Committees

Name of Committee	Whether Regular Chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) \$	Date of appointment	Date of cessation
1. Audit Committee	Yes	Mr. Ajay Kumar Chakraborty Mr. Chandan Ambaly Mr. Sunil Kumar Agrawal Mrs. Rupanjana De Mr Suprity Biswas	Chairperson-Independent Director Independent Director Executive Director Independent Director Independent Director	23/11/2014 29/05/2019 23/11/2014 29/05/2019 21/01/2020	25/01/2020
2. Nomination & Remuneration Committee	Yes	Mr. Chandan Ambaly Mr. Ajay Kumar Chakraborty Mr. Anirudha Agrawal Mrs. Rupanjana De Ms. Suprity Biswas	Chairperson-Independent Director Independent Director Non-Executive Director Independent Director Independent Director	29/05/2019 23/11/2014 23/11/2014 29/05/2019 21/01/2020	25/01/2020
3. Risk Management Committee (if applicable)	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
4. Stakeholders Relationship Committee	Yes	Mr. Chandan Ambaly Mr. Anirudha Agrawal Mr. Vineet Agrawal	Chairperson- Independent Director Non-Executive Director Non-Executive Director	29/05/2019 23/11/2014 23/11/2014	

\$ 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	Whether requirement of Quorum met* (Yes/No)	Number of directors present*	Number of Independent directors present*	Maximum gap between any two consecutive (in number of days)
8 <sup>th</sup> November, 2019	21 <sup>st</sup> January, 2020	Yes	6	3	73 days

\*to be filled in only for the current quarter meetings

### IV. Meeting of Committees

Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met* (Yes/No)	Number of directors present*	Number of Independent directors present*	Date(s) of Meeting (if any) in the previous quarter	Maximum gap between any two consecutive (in number of days)*
21 <sup>st</sup> January, 2020 (Audit Committee)	Yes	4	3	8 <sup>th</sup> November, 2019 (Audit Committee)	73 days
21 <sup>st</sup> January, 2020 (Nomination & Remuneration Committee)	Yes	4	3	8 <sup>th</sup> November, 2019 (Nomination & Remuneration Committee)	73 days

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

\*\* to be filled in only for the current quarter meetings

### 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 for the quarter ended 31<sup>st</sup> December, 2019.

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

	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.
<b>VI. Affirmations</b>	
1.	The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. <b>Yes</b>
2.	The composition of the following committees is in terms of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015
a.	Audit Committee. <b>Yes</b>
b.	Nomination & remuneration committee. <b>Yes</b>
c.	Stakeholders relationship committee. <b>Yes</b>
d.	Risk management committee <b>(Not Applicable)</b>
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. <b>Yes</b>
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. <b>Yes</b>
5.	This report and/or the report submitted in the previous quarter has been placed before Board of Directors. There are no comments/observations/advice of Board of Directors in the Report submitted and placed before the Board of Directors for the quarter ended 31st December, 2019.

**For Manaksia Aluminium Company Limited**

**Sd/-**

**Vivek Jain**

**Company Secretary & Compliance Officer**

**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**

<i>Item</i>	<i>Compliance status (Yes/No/NA)</i> refer note below	<i>If yes provide link to website. If No/NA provide reasons</i>
<b>As per Regulation 46(2) of LODR:</b>		
a) Details of business	Yes	www.manaksiaaluminium.com
b) Terms and conditions of appointment of independent directors	Yes	www.manaksiaaluminium.com
c) Composition of various committees of board of directors	Yes	www.manaksiaaluminium.com
d) Code of conduct of board of directors and senior management personnel	Yes	www.manaksiaaluminium.com
e) Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	www.manaksiaaluminium.com
f) Criteria of making payments to non-executive directors	Not Applicable	-
g) Policy on dealing with related party transactions	Yes	www.manaksiaaluminium.com
h) Policy for determining 'material' subsidiaries	Not Applicable	-
i) Details of familiarization programmes imparted to independent directors	Yes	www.manaksiaaluminium.com
j) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	www.manaksiaaluminium.com
k) Email address for grievance redressal and other relevant details	Yes	www.manaksiaaluminium.com
l) Financial results	Yes	www.manaksiaaluminium.com
m) Shareholding pattern	Yes	www.manaksiaaluminium.com
n) Details of agreements entered into with the media companies and/or their associates	Not Applicable	-
o) Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Not Applicable	-
p) New name and the old name of the listed entity	Not Applicable	-
q) Advertisement as per Regulation 47(1)	Yes	www.manaksiaaluminium.com
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	Yes	www.manaksiaaluminium.com
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year.	Yes	www.manaksiaaluminium.com
<b>As per other regulations of the LODR:</b>		
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	www.manaksiaaluminium.com

b) Materiality Policy as per Regulation 30	Yes	www.manaksiaaluminium.com
c) Dividend Distribution Policy as per Regulation 43A (as applicable)	NA	
<b>It is certified that these contents on the website of the listed entity - Yes</b>		

<b>II. Annual Affirmations</b>		
<i>Particulars</i>	<i>Regulation Number</i>	<i>Compliance status (Yes/No/NA) refer note below</i>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Quorum of board meeting</i>	17(2A)	
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment &amp; Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Recommendation of Board</i>	17(11)	
<i>Maximum number of directorship</i>	17A	
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of Nomination &amp; Remuneration Committee</i>	19(1) & (2)	Yes
<i>Quorum of Nomination &amp; Remuneration Committee</i>	19(2A)	Yes
<i>Meeting of Nomination &amp; Remuneration Committee</i>	19(3A)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes
<i>Meeting of Stakeholder Relationship Committee</i>	20(3A)	Yes
<i>Composition and role of Risk Management Committee</i>	21(1),(2),(3),(4)	Not Applicable
<i>Meeting of Risk Management Committee</i>	21(3A)	Not Applicable
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for Related Party Transaction</i>	23(1),(1A), (5),(6),(7) & (8)	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes
<i>Approval for material related party transactions</i>	23(4)	Yes
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Yes

<i>Composition of Board of Directors of Unlisted Material Subsidiary</i>	24(1)	Not Applicable
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2), (3), (4), (5) & (6)	Not Applicable
<i>Annual Secretarial Compliance Report</i>	24(A)	Yes
<i>Alternate Director to Independent Director</i>	25(1)	Not Applicable
<i>Maximum Tenure</i>	25 (2)	Yes
<i>Meeting of Independent Directors</i>	25(3) & (4)	Yes
<i>Familiarization of Independent Directors</i>	25(7)	Yes
<i>Declaration from Independent Director</i>	25(8) & (9)	Yes
<i>Directors and Officers insurance</i>	25(10)	Not Applicable
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	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

**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 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.

**III Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied: **Yes**

**For Manaksia Aluminium Company Limited**

Sd/-

**Vivek Jain**

**Company Secretary & Compliance Officer**