

# MINDA INDUSTRIES LTD.

Annexure-I

## Compliance Report on Corporate Governance

1. **Name of Listed Entity** : **MINDA INDUSTRIES LTD.**  
 2. **Quarter ending** : **30 SEPTEMBER, 2016**

I Composition of Board of Directors								
Title (Mr./Ms.)	Name of the Director	PAN <sup>5</sup> & DIN	Category (Chairperson/ Executive / Non-Executive/ Independent/ Nominee <sup>&amp;</sup> )	Date of Appointment in the Current term/ <del>cessation</del>	Tenure*	No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number 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.	NIRMAL K. MINDA	DIN- 00014942 PAN- AFYPM4910J	Executive; Chairman & M.D.	16/09/1992	-	2	-	-
Mr.	ANAND KUMAR MINDA	DIN- 00007964 PAN- AIEPM6021H	Non-Executive	14/04/2011	-	2	1	-
Mr.	ALOK DUTTA	DIN-02792147 PAN- AAFPD9127Q	Independent	28/08/2014	to hold office upto 31/03/2019	1	-	3
Mr.	SATISH SEKHRI	DIN-00211478 PAN- AERPS8750C	Independent	28/08/2014	to hold office upto 31/03/2019	3	7	-
Ms.	RENU CHALLU	DIN-00157204 PAN- AADPC4511B	Independent	19/12/2014	to hold office upto 18/12/2016**	4	6	2

<sup>5</sup>PAN number of any director would not be displayed on the website of Stock Exchange.

<sup>&</sup>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.

\*\* The re-appointment of Ms. Renu Challu as Independent Director, from the end of her tenure, has been approved by the shareholders at the Annual General Meeting held on 11 August, 2016. for another 24 months i.e. from 19-12-2016 to 18-12-2018.

<b>II Composition of Committees</b>		
Name of the Committee	Name of Committee Members	Category (Chairperson/ Executive/ Non-Executive / Independent / Nominee <sup>§</sup> )
Audit Committee	Mr. Alok Dutta	Independent
	Mr. Satish Sekhri	Independent
	Ms. Renu Challu	Independent
Nomination & Remuneration Committee	Mr. Alok Dutta	Independent
	Mr. Satish Sekhri	Independent
	Mr. Anand Kumar Minda	Non-Executive
Risk Management Committee (if applicable)	Not Applicable	Not Applicable
Stakeholders Relationship Committee	Mr. Alok Dutta	Independent
	Mr. Anand Kumar Minda	Non-Executive
	Mr. Satish Sekhri	Independent
<sup>§</sup> Category of Directors means executive /non-executive / independent/ nominee. If a director fits into more than one category, write all categories separately them with hyphen.		

<b>III Meeting of Board of Directors</b>				
Date(s) of meeting (if any) in the previous quarter		Date of meeting (if any) in the relevant quarter		Maximum gap between any two consecutive (in number of days)
1	21 May, 2016			
2	28 June, 2016			37 days
		1	11 August, 2016	43 days
		2	21 September, 2016	40 days

<b>6 Meeting of Committees</b>					
Date(s) of meeting of the committee in the relevant quarter		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*
<b>Audit Committee Meeting</b>			<b>Audit Committee Meeting</b>		
		Yes	1	20 May, 2016	
		Yes	2	28 June, 2016	38 days
1	11 August, 2016	Yes			43 days
*This information has to be mandatorily be given for Audit Committee, for rest of the committees giving this information is optional.					
<b>V Related Party Transactions</b>					
Subject			Compliance status (Yes/NO/NA) <small>refer note below</small>		
Whether prior approval of Audit Committee obtained?			Yes		
Whether shareholders approval obtained for material RPT?			NA		
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee?			Yes		
<p>Note</p> <p>1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/NO/NA. For example, if Board has been composed in accordance with the requirements of Listing Agreements, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2. If status is "NO" details of non-compliance may be given here.</p>					

**VI Affirmations**

1. The Composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. (Yes)
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 (Yes)
  - a) Audit Committee
  - b) Nomination & Remuneration Committee
  - c) Stakeholders Relationship Committee
  - d) Risk management committee (applicable to the top 100 listed entities) - Not Applicable.
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. (Yes)
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. (Yes)
5. This report and/or the report submitted in the previous quarter have been placed before Board of Director. Any comments/ Observations/advise of Board of Director may be mentioned here.

The Report of previous quarter ended on 30 June, 2016 has been placed before the Board of Directors. The report for the quarter ended on 30 September, 2016 will be placed before the Board.

For **MINDA INDUSTRIES LTD.**

**H.C. DHAMIJA**

Vice President - Group Accounts,  
Legal, Secretarial, Indirect Taxes &  
Company Secretary

# MINDA INDUSTRIES LTD.

## Compliance Report on Corporate Governance

For the six (6) months ended on 30 September, 2016

Annexure-III

<b>I. Affirmations</b>		
Broad Heading	Regulation Number	Compliance Status (Yes/No/NA) Refer note below
Copy of the Annual Report including Balance Sheet, Profit and Loss Account, Directors Report, Corporate Governance Report, Business Responsibility Report displayed on the website.	46(2)	<b>YES</b> , except Business Responsibility Report (BRR). The BRR is not applicable to the company in 2015-16.
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	<b>YES</b>
Presence of the Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting	19(3)	<b>YES</b>
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	<b>YES</b>
<b>Note:</b> 1) In the Column "Compliance Status", compliance or non-compliance may be indicted 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.		

For **Minda Industries Ltd.**

**H.C. Dhamija**

Vice President - Group Accounts,  
Legal, Secretarial, Indirect Taxes &  
Company Secretary