

MINDA INDUSTRIES LTD.**Compliance Report on Corporate Governance****Annexure-I**

Name of the Listed Entity : MINDA INDUSTRIES LTD.

Quarter ended on : 30 June, 2020

I. Composition of Board of Directors

| Title (Mr./Ms.) | Name of the Director | DIN | Category (Chairperson/ Executive/Non-Executive/ Independent /Nominee) & | Initial Date of Appointment | Date of Re-appointment | Date of Cessation | Tenure of directorship (in months)* | 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 the proviso to Regulation 17A(1)) | Number of Memberships in Audit/Stakeholder s Committee(s) including this listed entity (Refer Regulation 26(1) of Listed Regulations) | No.of post of Chairperson in Audit/Stakeholder Committee held in listed entity including this listed entity (Refer Regulation 26(1) of Listing Regulations) |
|-----------------|----------------------|----------|---|-----------------------------|------------------------|-------------------|-------------------------------------|---------------|---|--|---|---|
| Mr. | NIRMAL K MINDA | 00014942 | Executive Director, Chairman & MD | 16-09-1992 | 06-08-2019 | - | - | 07-11-1957 | 2 | 0 | 0 | 0 |
| Mr. | ANAND KUMAR MINDA | 00007964 | Non-Executive - Non Independent Director | 14-04-2011 | 08-08-2018 | - | - | 16-04-1952 | 2 | 0 | 2 | 0 |
| Ms. | PARIDHI MINDA | 00227250 | Executive Director | 29-03-2019 | 06-08-2019 | - | - | 02-06-1982 | 1 | 0 | 2 | 0 |
| Mr. | SATISH SEKHRI | 00211478 | Non-Executive - Independent Director | 28-08-2014 | 01-04-2019 | - | 36 | 28-03-1950 | 2 | 2 | 8 | 1 |
| Ms. | PARVIN TRIPATHI | 06913463 | Non-Executive - Independent Director | 06-02-2019 | 06-08-2019 | - | 24 | 23-12-1949 | 5 | 5 | 8 | 2 |
| Mr. | KRISHAN KUMAR JALAN | 01767702 | Non-Executive - Independent Director | 16-05-2019 | 06-08-2019 | - | 24 | 06-06-1957 | 2 | 2 | 4 | 0 |
| Dr. | CHANDAN CHOWDHURY | 00906211 | Non-Executive - Independent Director | 07-08-2019 | 07-08-2019 | - | 24 | 19-02-1959 | 1 | 1 | 2 | 0 |

Whether Regular Chairperson appointed.

Whether Chairperson is related to Managing Director or CEO

SPAN 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 separately,

*to be filled only for independent director. Tenure would means total period from which independent director is serving on Board of Directors of the listed entity in continuity without any cooling off period.

| II Composition of Committees | | |
|---|---------------------------|---|
| Name of the Committee | Name of Committee Members | Category (Chairperson/ Executive/ Non-Executive / Independent / Nominee [§] |
| Audit Committee | Ms. Pravin Tripathi | Independent |
| | Mr. Satish Sekhri | Independent |
| | Mr. K.K. Jalan | Independent |
| Stakeholders Relationship Committee | Mr. Satish Sekhri | Independent |
| | Mr. Anand Kumar Minda | Non-Executive |
| | Mr. K.K. Jalan | Independent |
| Nomination & Remuneration Committee | Ms. Pravin Tripathi | Independent |
| | Mr. Satish Sekhri | Independent |
| | Mr. K.K. Jalan | Independent |
| CSR Committee | Mr. Nirmal K Minda | Executive |
| | Mr. Anand Kumar Minda | Non Executive |
| | Mr. Satish Sekhri | Independent |
| | Mr. K.K. Jalan | Independent |
| Risk Management Committee | Mr. Satish Sekhri | Independent |
| | Mr. Chandan Chowdhury | Independent |
| | Mr. Anand Kumar Minda | Non-Executive |
| | Mr. Sunil Bohra | Group CFO |
| [§] 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. | | |

| III | Meeting of Board of Directors | | | | |
|---|--|---|--|-----------------------------|--|
| 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) | Whether requirement of Quorum met (Yes/No) | Number of Directors present | No. of Independent Directors attending the meeting |
| 6 February, 2020 | | | Yes | 6 | 4 |
| 31 March, 2020 | | 53 days | Yes | 6 | 4 |
| | 7 April, 2020 | 06 days | Yes | 6 | 4 |
| | 29 June, 2020 | 82 days | Yes | 7 | 4 |

| IV | Meeting of the Committee | | | | |
|---|--|---|---|-----------------------------|---|
| 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) | Whether requirement of Quorum met (Yes/No)* | Number of Directors present | No. of Independent Directors attending the meeting* |
| 6 February, 2020 | | | Yes | 4 | 3 |
| 31 March, 2020 | | 53 days | Yes | 3 | 3 |
| | 29 June, 2020 | 89 days | Yes | 3 | 3 |

**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) <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/advice of Board of Director may be mentioned here. | |
| <p>The report of previous quarter ended on 31 March, 2020 has been placed before the Board of Directors. The report for the quarter ended on 30 June, 2020 will be placed before the Board.</p> | |
| <p>For MINDA INDUSTRIES LTD.</p> | |
| <p>Tarun Kumar Srivastava Company Secretary & Compliance Officer Place: Gurugram (Haryana) Date: 14 July, 2020</p> | |