

**MINDA INDUSTRIES LTD.****Compliance Report on Corporate Governance**

1. Name of Listed Entity : **MINDA INDUSTRIES LTD.**  
 2. Quarter ending : **30 JUNE, 2019**

<b>Composition of Board of Directors</b>									
I	Title (Mr./ Ms.)	Name of the Director	PAN <sup>s</sup> & DIN	Category (Chairperson/ Executive / Non-Executive/ Independent/ Nominee <sup>a</sup> )	Date of Appointment in the Current term/ cessation	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 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	2	-
Mr.	ALOK DUTTA		DIN-02792147 PAN- AAFPD9127Q	Independent *****	01/04/2019	to hold office upto 31/03/2022 **	1	3	2
Mr.	SATISH SEKHRI		DIN-00211478 PAN- AERPS8750C	Independent	01/04/2019	to hold office upto 31/03/2022 **	2	8	-
Ms.	PRAVIN TRIPATHI		DIN-06913463 PAN- ABDPT3386J	Additional Director Independent ***	06/02/2019	to hold office upto 05/02/2021	3	7	2
Ms.	PARIDHI MINDA		DIN-00227250 PAN-AFVPM8321A	Additional Director Executive ****	29/03/2019	to hold office upto the ensuing AGM	1	2	-
Mr.	KRISHAN KUMAR JALAN		DIN-01767702 PAN-ACVPI4705A	Additional Director Independent *****	16/05/2019	to hold office upto 15/05/2021	2	2	-



*Prasad*

*Prasad*

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

<sup>8</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.

\*\* At the 26<sup>th</sup> Annual General Meeting of the company held on 8 August, 2018, the shareholders of the company approved the re-appointment of Mr. Alok Dutta and Mr. Satish Sekhri, as an Independent Director(s) of the company to hold office for a Second Term of 3 (three) consecutive years i.e. from 01 April, 2019 to 31 March, 2022, not liable to retire by rotation.

\*\*\* Ms. Pravin Tripathi appointed as an Additional Director in the category of Non-Executive Independent Director on the Board of the Company for a term of two years with effect from 06/02/2019 to 05/02/2021, subject to approval of the shareholders at the ensuing Annual General Meeting of the Company.

\*\*\*\* Ms. Paridhi Minda appointed as an Additional Director on the Board of the Company, in the category of Executive Director with effect from 29 March, 2019. She holds office upto the ensuing Annual General Meeting of the Company. Upon shareholders' approval, she will be appointed as Director on the Board of the Company in the category of Whole-time-Director.

\*\*\*\*\* Mr. Krishan Kumar Jalan appointed as an Additional Director in the category of Non-Executive Independent Director on the Board of the Company for a term of two years with effect from 16/05/2019 to 15/05/2021, subject to approval of the shareholders at the ensuing Annual General Meeting of the Company.

\*\*\*\*\* Mr. Alok Dutta resigned from the Directorship on the Board of the Company w.e.f. 17 May, 2019. The necessary intimation / disclosures in this regard filed with the stock exchanges.

II Composition of Committees		
Name of the Committee	Name of Committee Members	Category (Chairperson/ Executive/ Non-Executive / Independent / Nominee <sup>8</sup>
Audit Committee	Mr. Alok Dutta (resigned w.e.f. 17 May, 2019)	Independent
	Mr. Satish Sekhri	Independent
	Ms. Pravin Tripathi	Independent
	Mr. Anand Kumar Minda	Non-Executive
	Me. Krishan Kumar Jalan (appointed w.e.f. 16 May, 2019)	Independent
	Mr. Alok Dutta (resigned w.e.f. 17 May, 2019)	Independent
Stakeholders Relationship Committee	Mr. Satish Sekhri	Independent
	Mr. Anand Kumar Minda	Non-Executive
	Mr. Krishan Kumar Jalan (appointed w.e.f. 16 May, 2019)	Independent
Nomination & Remuneration Committee	Mr. Alok Dutta (resigned w.e.f. 17 May, 2019)	Independent
	Mr. Satish Sekhri	Independent
	Mr. Anand Kumar Minda	Non-Executive
	Ms. Pravin Tripathi (appointed w.e.f. 16 May, 2019)	Independent
		Independent



*Pravin Tripathi*

Risk Management Committee (applicable with effect from 1 April, 2019)	Mr. Satish Sekhri Mr. Anand Kumar Minda Mr. Sunil Bohra	Independent Non-Executive Group CFO
<p>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.</p>		

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)
6 February, 2019		
14 February, 2019		7 days
29 March, 2019		42 days
	16 May, 2019	47 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 of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee Meeting		Audit Committee Meeting	
	Yes	6 February, 2019	
	Yes	14 February, 2019	7 days
	Yes	29 March, 2019	42 days
16 May, 2019	Yes		47 days

\*This information has to be mandatorily be given for Audit Committee, for rest of the committees giving this information is optional.

V Related Party Transactions	
Subject	Compliance status (Yes/NO/NA) refer note below
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

Note

- 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.
- If status is "NO" details of non-compliance may be given here.



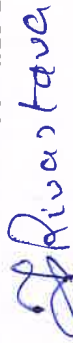
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## VI Affirmations

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.

The report of previous quarter ended on 31 March, 2019 has been placed before the Board of Directors. The report for the quarter ended on 30 June, 2019 will be placed before the Board.

For **MINDA INDUSTRIES LTD.**



**Tarun Kumar Srivastava**  
**Company Secretary & Compliance Officer** \*

Place: Gurugram (Haryana)

Date: 12 July, 2019

