

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

Name of the Listed Entity : MINDA INDUSTRIES LTD.  
 Quarter ended on : 30 September, 2019

Annexure-I

**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/Stakeholders Committees(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 Non-Executive -	29-03-2019	06-08-2019	-	-	02-06-1982	1	0	2	0
Mr.	SATISH SEKHRI	00211478	Independent Director Non-Executive -	28-08-2014	01-04-2019	-	36	28-03-1950	2	2	8	1
Ms.	PARVIN TRIPATHI	06913463	Independent Director Non-Executive -	06-02-2019	06-08-2019	-	24	23-12-1949	4	4	7	2
Mr.	KRISHAN KUMAR JALAN	01767702	Independent Director Non-Executive -	16-05-2019	06-08-2019	-	24	06-06-1957	2	2	3	0
Dr.	CHANDAN CHOWDHURY	00906211	Independent Director	07-08-2019	07-08-2019	-	24	19-02-1959	1	1	0	0

Whether Regular Chairperson appointed.

Whether Chairperson is related to Managing Director or CEO

& 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 mean total period from which independent director is serving on Board of Directors of the listed entity in continuity without any cooling off period.



*Signature*

II Composition of Committees						
Name of the Committee	Whether Regular Chairperson appointed	Name of Committee Members	Category (Chairperson/ Executive/ Non-Executive / Independent / Nominee <sup>§</sup> )	Date of Appointment	Date of Cessation	
Audit Committee	Yes	Ms. Pravin Tripathi	Independent	16-05-2019		
		Mr. Satish Sekhri	Independent	24-05-2014		
		Mr. Anand Kumar Minda	Non-Executive	22-12-2018		
		Mr. Krishan Kumar Jalan	Independent	16-05-2019		
Stakeholders Relationship Committee	Yes	Mr. Satish Sekhri	Independent	16-05-2019		
		Mr. Anand Kumar Minda	Non-Executive	30-03-2016		
		Mr. Krishan Kumar Jalan	Independent	16-05-2019		
Nomination & Remuneration Committee	Yes	Ms. Pravin Tripathi	Independent	16-05-2019		
		Mr. Satish Sekhri	Independent	24-05-2014		
		Mr. Anand Kumar Minda	Non-Executive	24-05-2014		
Risk Management Committee (applicable with effect from 1 April, 2019)	Yes	Mr. Satish Sekhri	Independent	29-03-2019		
		Mr. Anand Kumar Minda	Non-Executive	29-03-2019		
		Mr. Sunil Bohra	Group CFO	29-03-2019		
<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.						



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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	Whether requirement of Quorum met*	Number of Directors present*	Number of Independent Directors present*	Maximum gap between any two consecutive (in number of days)	
16 May, 2019		Yes	7	4		
	20 July, 2019	Yes	4	3	64 days	
	06 August, 2019	Yes	5	3	16 days	
	13 September, 2019	Yes	7	4	37 days	

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

IV Meeting of the Committees						
Date(s) of meeting (if any) in the previous quarter	Date of meeting (if any) in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present*	Number of Independent Directors present*	Maximum gap between any two consecutive (in number of days)	
16 May, 2019		Yes	4	3		
	06 August, 2019	Yes	4	3	81 days	
	13 September, 2019	Yes	4	3	37 days	

\*This information has to be mandatorily be given for audit committee, for rest of the committees given this information is optional.  
\*\*to be filled in only for the current quarter meetings.

V Related Party Transactions		Compliance status (Yes/NO/NA) <sup>refer note below</sup>
Subject		Yes
Whether prior approval of Audit Committee obtained?		NA
Whether shareholders approval obtained for material RPT?		Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee?		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.



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

For MINDA INDUSTRIES LTD.



Tarun Kumar Srivastava

Company Secretary & Compliance Officer



Place: Gurugram (Haryana)

Date: 10/10/2019

# MINDA INDUSTRIES LTD.

## Compliance Report on Corporate Governance

For the Six (6) months ended on 30 September, 2019

Annexure-III

<b>I. Affirmations</b>		Regulation Number	Compliance Status (Yes/No/NA) Refer note below
<i>Broad Heading</i>			
<i>Copy of the Annual Report including Balance Sheet, Profit and Loss Account, Directors Report, Corporate Governance Report, Business Responsibility Report displayed on the website.</i>		46(2)	YES
<i>Presence of Chairperson of Audit Committee at the Annual General Meeting</i>		18(1)(d)	YES
<i>Presence of the Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting</i>		19(3)	YES
<i>Presence of the Chairperson of the Stakeholders Relationship Committee at the Annual General Meeting</i>		20(3)	YES
<i>Whether "Corporate Governance Report" disclosed in Annual Report</i>		34(3) read with para C of Schedule V	YES
<b>Note:</b>			
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.			

For MINDA INDUSTRIES LTD.



*Tarun Kumar Srivastava*

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