

# MINDA INDUSTRIES LTD.

## Compliance Report on Corporate Governance

1. Name of Listed Entity : MINDA INDUSTRIES LTD.  
 2. Quarter ending : 31 DECEMBER, 2018

I Composition of Board of Directors								
Title (Mr./ Ms.)	Name of the Director	DIN	Category (Chairperson/ Executive / Non-Executive/ Independent/ Nominee <sup>&amp;</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 listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	NIRMAL K. MINDA	DIN- 00014942	Executive; Chairman & M.D.	16/09/1992	-	2	-	-
Mr.	ANAND KUMAR MINDA	DIN- 00007964	Non-Executive	14/04/2011	-	2	2	-
Mr.	ALOK DUTTA	DIN-02792147	Independent	28/08/2014	to hold office upto 31/03/2019	1	-	2
Mr.	SATISH SEKHRI	DIN-00211478	Independent	28/08/2014	to hold office upto 31/03/2019	2	3	-
Ms.	RENU CHALLU**	DIN-00157204	Independent	19/12/2016	to hold office upto 18/12/2018	4	5	2

<sup>§</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.

\*\* Ms. Renu Challu ceased to be Independent Director of the Company w.e.f. 19 December, 2018, as her second term completed on 18 December, 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
	Mr. Anand Kumar Minda**	Non-Executive
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.		

\* ceased to be member of the committee w.e.f. 19-12-2018

\*\*appointed as member of the committee w.e.f. 22-12-2018

<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)
13 July, 2018		
8 August, 2018		25 days
25 September, 2018		47 days
	5 November, 2018	40 days
	22 December, 2018	46 days

<b>IV 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	13 July, 2018	
	Yes	8 August, 2018	25 days
	Yes	25 September, 2018	47 days
5 November, 2018	Yes		40 days
4 December, 2018	Yes		28 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	
<b>Note</b>			
<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.

The report of previous quarter ended on 30 September, 2018 has been placed before the Board. The report for the quarter ended on 31 December, 2018 will be placed before the Board.

For **MINDA INDUSTRIES LTD.**

Sd/-

**Tarun Kumar Srivastava**

Company Secretary & Compliance Officer