

# MINDA INDUSTRIES LTD.

## Compliance Report on Corporate Governance

1. Name of Listed Entity : MINDA INDUSTRIES LTD.

2. Quarter ending : 31 DECEMBER, 2015

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	29/10/2009	to hold office upto 31/03/2019	1	-	2
Mr.	SATISH SEKHRI	DIN-00211478 PAN- AERPS8750C	Independent	29/07/2010	to hold office upto 31/03/2019	3	5	-
Mr.	RENU CHALLU	DIN-00157204 PAN- AADPC4511B	Independent	19/12/2014	to hold office upto 18/12/2016	4	4	2
Mr.	VISHAL TUSLYAN	DIN-00139754 PAN-ABLPT5824F	Nominee	03/11/2015	-	1	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.

<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. Vishal Tulsyan	Nominee
Nomination & Remuneration Committee	Mr. Alok Dutta	Independent
	Mr. Satish Sekhri	Independent
	Mr. Anand Kumar Minda	Non-Executive
	Mr. Vishal Tulsyan	Nominee
Risk Management Committee (if applicable)	Not Applicable	Not Applicable
Stakeholders Relationship Committee	Mr. Alok Dutta	Independent
	Mr. Anand Kumar Minda	Non-Executive
	Mr. Vishal Tulsyan	Nominee
<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)	
10 August, 2015	3 November, 2015	85 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*
Audit Committee Meeting 3 November, 2015	Yes	Audit Committee Meeting 10 August, 2015	85 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> <ol style="list-style-type: none"> <li>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.</li> <li>If status is "NO" details of non-compliance may be given here.</li> </ol>	

**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 September, 2015 has been placed before the Board of Directors. The report for the quarter ended on 31 December, 2015 will be placed before the Board.

For **MINDA INDUSTRIES LTD.**

**H.C. Dhamija**

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