

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

Name of the Listed Entity : MINDA INDUSTRIES LTD.

Quarter ended on : 30 September, 2021

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/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	12-08-2021	-	-	07-11-1957	1	0	0	0
Mr.	ANAND KUMAR MINDA	00007964	Non-Executive - Non Independent Director	14-04-2011	19-09-2020	-	-	16-04-1952	1	0	3	0
Ms.	PARIDHI MINDA	00227250	Executive Director	29-03-2019	06-08-2019	-	-	02-06-1982	1	0	1	0
Mr.	SATISH SEKHRI	00211478	Non-Executive - Independent Director	28-08-2014	01-04-2019	-	36	28-03-1950	2	2	7	1
Ms.	PARVIN TRIPATHI	06913463	Non-Executive - Independent Director	06-02-2019	06-02-2021	-	24	23-12-1949	5	5	7	2
Mr.	KRISHAN KUMAR JALAN	01767702	Non-Executive - Independent Director	16-05-2019	16-05-2021	-	24	06-06-1957	3	3	8	0
Mr.	RAVI MEHRA	01651911	Executive Director & Dy. Managing Director	01-04-2021	22-07-2021	-	36	08-04-1961	1	0	2	0
Mr.	RAKESH BATRA	06511494	Non-Executive - Independent Director	19-07-2021	12-08-2021	-	36	25-11-1955	2	2	1	0

Whether Regular Chairperson appointed.

Whether Chairperson is related to Managing Director or CEO

\$PAN 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 mean 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 - Chairperson
	Mr. Satish Sekhri	Independent
	Mr. Krishan Kumar Jalan	Independent
Stakeholders Relationship Committee	Mr. Satish Sekhri	Independent - Chairman
	Mr. Anand Kumar Minda	Non-Executive
	Mr. Krishan Kumar Jalan	Independent
Nomination & Remuneration Committee	Ms. Pravin Tripathi	Independent - Chairperson
	Mr. Satish Sekhri	Independent
	Mr. Krishan Kumar Jalan	Independent
CSR Committee	Mr. Nirmal K Minda	Executive - Chairman
	Mr. Anand Kumar Minda	Non Executive
	Mr. Satish Sekhri	Independent
	Mr. Krishan Kumar Jalan	Independent
Risk Management Committee	Mr. Satish Sekhri	Independent - Chairman
	Mr. Anand Kumar Minda	Non-Executive
	Mr. Krishan Kumar Jalan	Independent
	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
22 May, 2021			Yes	8	4
13 June, 2021		21 days	Yes	8	4
	02 August, 2021	49 days	Yes	9	5
	14 August, 2021	11 days	Yes	8	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*
Audit Committee					
22 May, 2021			Yes	3	3
13 June, 2021		21 days	Yes	3	3
	14 August, 2021	61 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*

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*
Stakeholders Relationship Committee					
13 June, 2021			Yes	3	2
	14 August 2021	61 days	Yes	3	2
Nomination & Remuneration Committee					
27 May, 2021			Yes	3	3
13 June, 2021		16 days	Yes	3	3
	19 July, 2021	35 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) 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	
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.	
2. If status is "NO" details of non-compliance may be given here.	

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 June, 2021 has been placed before the Board of Directors. The report for the quarter ended on 30 September, 2021 will be placed before the Board.

For **MINDA INDUSTRIES LTD.**

Tarun Kumar Srivastava
Company Secretary & Compliance Officer

Place: Gurugram (Haryana)

Date: 18 October, 2021

MINDA INDUSTRIES LTD.

Compliance Report on Corporate Governance

For the Six (6) months ended on 30 September, 2021

Annexure-III

I. Affirmations		
<i>Broad Heading</i>	<i>Regulation Number</i>	<i>Compliance Status</i> (Yes/No/NA) Refer note below
<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
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. 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
Company Secretary & Compliance Officer

MINDA INDUSTRIES LTD.**Compliance Report on Corporate Governance****Half year ended on 30 September, 2021**

Format to be submitted twice in a year, on a half yearly basis by the Listed entity at the end of every 6 months of the financial year.

I. Disclosure of Loans / Guarantees/ Comfort Letters / Securities etc. Refer note below**(A)** Any Loan or any other form of debt advanced by the Listed entity directly or indirectly to :-

Entity	Aggregate amount advanced during six months	Balance Outstanding at the end of six months
Promoter or any other entity controlled by them	NIL	NIL
Promoter Group or any other entity controlled by them.	NIL	NIL
Directors (including relatives) or any other entity controlled by them.	NIL	NIL
KMPs or any other entity controlled by them	NIL	NIL

(B) Any guarantee/ comfort letter (by whatever named called) provided by the listed entity directly or indirectly in connection with any loan(s) or any other form of debt availed by :

Entity	Type (Guarantee, comfort letter etc.	Aggregate amount of issuance during six months	Balance Outstanding at the end of six months (taken into account any invocation)
Promoter of any other entity controlled by them.	NIL	NIL	NIL
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them.	NIL	NIL	NIL
KMPs or any other entity controlled by them	NIL	NIL	NIL

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of security (cash, shares etc.)	Aggregate value of the security provided during six months	Balance Outstanding at the end of six months
Promoter of any other entity controlled by them.	NIL	NIL	NIL
Promoter Group or any other entity controlled by them	NIL	NIL	NIL
Directors (including relatives) or any other entity controlled by them.	NIL	NIL	NIL
KMPs or any other entity controlled by them	NIL	NIL	NIL

II. Affirmations:

All loans (or other form of debt), guarantees, comfort letters (by whatever named called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.

For Minda Industries Ltd.

Tarun Kumar Srivastava

Company Secretary & Compliance Officer

Note

- 1 These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever named called) or security provided in connection with any loan or any other form of debt;
 - a) by a Government Company to/for the Government or Government Company
 - b) by the listed entity to/for its subsidiary [and joint venture company] whose accounts are consolidated with the listed entity.
 - c) by a Banking Company or any Insurance Company; and
 - d) by the listed entity to its employees or directors as a part of the service conditions.

2 If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above Table