

**MINDA INDUSTRIES LTD.**

**Compliance Report on Corporate Governance**

Annexure-I

Name of the Listed Entity : MINDA INDUSTRIES LTD.  
Quarter ended on : 30 September, 2020

**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) of Listing Regulations)	Number of Memberships in Audit/Stakeholder 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	19-09-2020	-	-	16-04-1952	2	0	2	0
Ms.	PARIDHI MINDA	00227250	Executive Director	29-03-2019	06-08-2019	-	-	02-06-1982	1	0	1	0
Mr.	SAT SH 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	06-08-2019	-	24	23-12-1949	5	5	8	2
Mr.	KRISHAN KUMAR JALAN	01767702	Non-Executive - Independent Director	16-05-2019	06-08-2019	-	24	06-06-1957	3	3	4	0
Dr.	CHANDAN CHOWDHURY	00906211	Independent Director	07-08-2019	19-09-2020	-	24	19-02-1959	1	1	2	0

Whether Regular Chairperson appointed.

Whether Chairperson is related to Managing Director or CEO

SPAN 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 <sup>§</sup>	
Audit Committee	Ms. Pravin Tripathi Mr. Satish Sekhri Mr. K.K. Jalan	Independent Independent Independent	
Stakeholders Relationship Committee	Mr. Satish Sekhri Mr. Anand Kumar Minda Mr. K.K. Jalan	Independent Non-Executive Independent	
Nomination & Remuneration Committee	Ms. Pravin Tripathi Mr. Satish Sekhri Mr. K.K. Jalan	Independent Independent Independent	
CSR Committee	Mr. Nirmal K Minda Mr. Anand Kumar Minda Mr. Satish Sekhri Mr. K.K. Jalan	Executive Non Executive Independent Independent	
Risk Management Committee	Mr. Satish Sekhri Mr. Chandan Chowdhury Mr. Anand Kumar Minda Mr. Sunil Bohra	Independent Independent Non-Executive Group CFO	

<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.

  


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
	7 April, 2020		Yes	6	4
	29 June, 2020	82 days	Yes	7	4
	11 August, 2020	42 days	Yes	7	4
	22 August, 2020	10 days	Yes	6	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*
29 June.2020	22 August, 2020	53 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*



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<b>V Related Party Transactions</b>		Compliance status (Yes/NO/NA) refer note below
Subject		
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 June, 2020 has been placed before the Board of Directors. The report for the quarter ended on 30 September, 2020 will be placed before the Board.

For **MINDA INDUSTRIES LTD.**



*Tarun Kumar Srivastava*

Tarun Kumar Srivastava  
Company Secretary & Compliance Officer

Place: Gurugram (Haryana)  
Date: 13 October, 2020

# MINDA INDUSTRIES LTD.

## Compliance Report on Corporate Governance

Annexure-III

For the Six (6) months ended on 30 September, 2020

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

