



# MINT INVESTMENTS LIMITED

CIN No. L15142WB1974PLC029184

REGISTERED OFFICE : DHUNSERI HOUSE

4A WOODBURN PARK, KOLKATA - 700 020

Phone : 2280 1950 (5 Lines) Fax : 91 33 2287 8995

Ref: MIL/7/2019/07

Date: 12.04.2019

**The Secretary**  
**The Calcutta Stock Exchange**  
7, Lyons Range  
Kolkata- 700001

**Stock Code: 10023148**

Dear Sir / Ma'am,

**Sub: Compliance Report on Corporate Governance for the Quarter ended 31st March, 2019.**

Pursuant to Regulation 27(2)(a) of SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015, please find enclosed the quarterly Corporate Governance Report in the prescribed format for the quarter ended 31st March, 2019.

Please acknowledge the receipt.

Thanking You.

Yours faithfully,

For **Mint Investments Limited**

  
  
**Parmita Khemka**  
**Company Secretary & Compliance Officer**  
**ACS 56718**

Encl: As stated above



Email: [mail@mintinvestments.in](mailto:mail@mintinvestments.in) Website : [www.mintinvestments.in](http://www.mintinvestments.in)

## Compliance Report on Corporate Governance

1.	Name of Listed Entity	<b>MINT INVESTMENTS LIMITED</b>
2.	Quarter ending	31.03.2019

### **I. Composition of Board of Directors**

Title (Mr./Ms)	Name of the Director	Pan <sup>s</sup> & 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)	No. 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.	Chandra Kumar Dhanuka	PAN-ADGPD0857K DIN-00005684	Non-Executive Chairman / Promoter	30.08.1988		2	10	2
Mr.	Mrigank Dhanuka	PAN-ADLPD0161H DIN-00005666	Non-Executive / Non-Independent	31.01.2003		-	1	-
Mrs.	Aruna Dhanuka	PAN-ADQPD2489R DIN -00005677	Non-Executive / Non-Independent	30.06.2014		-	3	-
Mr.	Yashwant Kumar Daga	PAN-AFYPD7477F DIN-00040632	Independent / Non-Executive	01.10.2014	54 months	3	10	-
Mr.	Anil Bhutoria	PAN-AEAPB1038D DIN-00705794	Independent / Non-Executive	01.10.2014	54 months	1	-	-
Mrs.	Bharati Dhanuka	PAN-AAQPJ2406B DIN-02397650	Executive (Managing Director) / Non-Independent	01.07.2014		-	-	-
Mr.	Bhanwar Lal Chandak	PAN-ACPLC2875N DIN-00057273	Independent / Non-Executive	01.10.2014	54 months	1	3	1
Mr.	Rajendra Kumar Gupta	PAN-ADPPG2816A DIN-00012336	Independent / Non-Executive	13.11.2017	17 months	1	2	1

<sup>§</sup> PAN 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.



II. Composition of Committees			
Name of Committee	Name of Committee members	Date of Appointment	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)
1. Audit Committee	Mr. B. L. Chandak	31.03.2004	Chairman – Non Executive – Independent
	Mr. R. K. Gupta	13.11.2017	Non Executive – Independent
	Mr. Y. K. Daga	01.04.2006	Non Executive – Independent
	Mr. C. K. Dhanuka	09.02.2017	Non Executive – Non Independent
2. Nomination & Remuneration Committee	Mr. Y. K. Daga	31.01.2007	Chairman – Non Executive – Independent
	Mr. B. L. Chandak	31.03.2004	Non-Executive – Independent
	Mr. Anil Bhutoria	14.02.2011	Non-Executive – Independent
	Mr. R. K. Gupta	13.11.2017	Non-Executive – Independent
3. Stakeholders Relationship Committee	Mr. R. K. Gupta	13.11.2017	Chairman – Non Executive – Independent
	Mr. B. L. Chandak	31.03.2004	Non Executive – Independent
	Mr. Y. K. Daga	31.01.2006	Non Executive – Independent
	Mrs. Aruna Dhanuka	13.11.2017	Non Executive – Non Independent
4. Risk Management Committee	Mr. C. K. Dhanuka	13.02.2015	Chairman – Non Executive – Non Independent
	Mrs. Aruna Dhanuka	13.02.2015	Non Executive – Non Independent
	Mr. B. L. Chandak	13.02.2015	Non Executive – Independent

& 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.

III. Meeting of Board of Directors		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
14.11.2018	07.02.2019	84 Days

IV. Meeting of Committees			
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 07.02.2019	Yes, all 4 (four) members were present	14.11.2018	84 Days

\* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of Audit Committee obtained	N.A.
Whether Shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	N.A.

**Note**

- 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.
- 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: <b>YES</b>
2. The composition of the following Committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
a. Audit Committee: <b>YES</b>
b. Nomination & Remuneration Committee: <b>YES</b>
c. Stakeholders Relationship Committee: <b>YES</b>

- d. Risk Management Committee (applicable to the top 100 listed entities): **NA**
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. Any comments / observations / advice of Board of Directors may be mentioned here: **NIL**

For Mint Investments Limited

*Parmita*



**Parmita Khemta**  
**Company Secretary & Compliance Officer**  
**ACS 56718**

**Note:**

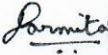

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However, if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed Entity and instead a statement "same as previous quarter" may be given.



**ANNEXURE II**

<b>1. Name of the Company</b>	<b>MINT INVESTMENTS LIMITED</b>	
<b>2. Year Ending</b>	<b>31.03.2019</b>	
<b>I. Disclosure on website in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</b>		
<b>Item</b>	<b>Compliance status (Yes / No / NA)</b>	
Details of business	Yes	
Terms and conditions of appointment of Independent Directors	Yes	
Composition of various committees of Board of Directors	Yes	
Code of Conduct of Board of Directors and Senior Management Personnel	Yes	
Details of establishment of Vigil Mechanism / Whistle Blower Policy	Yes	
Criteria of making payments to Non-Executive Directors	Yes	
Policy on dealing with Related Party Transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to Independent Directors	Yes	
Contact information of the Designated Officials of the Listed Entity who are responsible for assisting and handling Investor Grievances	Yes	
Email Address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of Agreements entered into with the media companies and / or their associates	NA	
New name and the old name of the listed entity	NA	
<b>II. Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes / No / NA)</b>
Independent Director(s) have been appointed in terms of specified criteria of 'Independence' and / or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of Directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees / compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	N.A.



Vigil Mechanism	22	Yes
Policy for Related Party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all Related Party Transactions	23(2),(3)	NA
Approval for material Related Party Transactions	23(4)	NA
Composition of Board of Directors of Unlisted Material Subsidiary	24(1)	NA
Other Corporate Governance Requirements with respect to subsidiary of Listed Entity	24(2),(3),(4),(5) & (6)	NA
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of Independent Directors	25(3) & (4)	Yes
Familiarization of Independent Directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to Code of Conduct from Members of Board of Directors and Senior Management Personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of Directors and Senior Management	26(2) & 26(5)	Yes
<b>III. Affirmations</b>		
The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance Requirements with respect to subsidiary of Listed Entity have been complied.		Yes*
*The Listed Entity has no subsidiary		
For <b>Mint Investments Limited</b>		
 		
Parmita Khemka Company Secretary & Compliance Officer ACS 56718		