

November 06, 2020

The Officer-In-Charge (Listing) Listing Department National Stock Exchange of India Ltd., Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051 Scrip Code: MINDACORP	Head - Listing Operations, BSE Limited, P.J. Towers, Dalal Street, Fort, Mumbai – 400 001 Scrip Code: 538962
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Sub: Information under regulations 30 of the SEBI Listing Regulations read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015

Dear Sir/Madam,

We are pleased to inform that an Investment Agreement has been executed between PHI Capital Trust – PHI Capital Growth Fund – I (“Investor”) and Minda Corporation Limited (“Company”). The desired details of the Agreement as required under Regulations 30 of the SEBI Listing Regulations read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015 are as under:-

Sr. No	Particulars	Information
1	Name(s) of parties with whom the agreement is entered;	PHI Capital Trust – PHI Capital Growth Fund – I (Investor) and the Company
2	Purpose of entering into the agreement;	The Investor desires to invest in the Company by way of subscription to, and the Company desires to allot and issue to the Investor, 1,18,57,143 Equity Shares (4.96% of post issue capital) @Rs. 70 per share aggregating to INR 83,00,00,010.
3	Shareholding, if any, in the entity with whom the agreement is executed;	NIL

MINDA CORPORATION LIMITED (GROUP CORPORATE OFFICE)

CIN: L74899DL1985PLC020401

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Website: www.sparkminda.com

4	<p>Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.;</p>	<ol style="list-style-type: none"> 1) Agreement to subscribe to 1,18,57,143 Equity Shares (4.96%) of face value of Rs. 2 each by the Investor @ of Rs. 70/- per Equity Share (including premium) aggregating to Rs. 83,00,00,010/- (Rupees Eighty-Three Crores Ten Only ("the said Equity Shares"). 2) Offer, issue and allotment of the said Equity Shares by the Company to Investor on preferential basis subject to the approval of Shareholders and other Statutory Authorities/bodies and subject to the compliances under SEBI (ICDR) Regulations, 2018, SEBI Listing Regulations, Companies Act, 2013, and other applicable rules, regulations and circulars. 3) Investor has the right to nominate one director as a director to the Board ("Investor Nominee Director"). The Investor Nominee Director shall be categorized as a Non-Executive Non-Independent Director. The Investor Nominee Director shall, if required, enter into a confidentiality agreement relating to the information of the Company that he may acquire during his tenure as director. 4) The Company will not whether acting through its Board (at a meeting or through circular resolution) or at any general meeting, or through a committee or sub-committee, howsoever otherwise, pass any resolution or take any action with respect to the matters listed below ("Affirmative Vote Matters") without first obtaining prior written consent the Investor: <ol style="list-style-type: none"> (a) the commencement of any line of business which is not the same as, related to, or ancillary to its business existing as on the Effective Date; (b) any material change to the standards adopted to implement the ESG Policy; and (c) any steps for voluntary insolvency, bankruptcy or liquidation. 5) The rights of the Investor to nominate a director and the Affirmative Vote Matters will
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		<p>fall away when the Investor first ceases to hold 3% shares in the share capital of the Company.</p> <p>6) The Company may from time to time consult with and seek the advise of the Investor on various matters, including those relating to corporate governance, operations, and strategy. If required, the Company will formally engage the Investor to provide such services on such terms as are mutually agreed.</p>
5	Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship;	No.
6	whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length";	Transaction will not fall within Related Party transactions
7	In case of issuance of shares to the parties, details of issue price, class of shares issued	The Subscription Shares shall be issued at a price of INR 70/- per Equity Share (comprising of face value of INR 2/- each and a premium of INR 68/- per Equity Share). The Subscription Shares will comprise 4.96% of the Share Capital of the Company on a post issuance basis.
8	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc;	<p>1) Details of Investor Nominee Director shall be provided upon nomination for appointment by the Investor</p> <p>2) The Company will, at its first Board Meeting after the end of fiscal year 2020-21, implement and adopt a policy relating to environmental, social and corporate governance ("ESG Policy")</p>

Thanking you,

For Minda Corporation Limited



Pardeep Mann
Company Secretary
Membership No. A13371