

MINDA CORPORATION LIMITED

CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING, 2015 PURSUANT TO THE REQUIREMENTS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015

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I - POLICY AND OBLIGATIONS

The Minda Corporation Limited (“the Company”) endeavors to preserve the confidentiality of un-published price sensitive information and to prevent misuse of such information. The Company is committed to deal with all stakeholders with full transparency and fairness, ensuring adherence to all laws and regulations and achieving highest standards of corporate governance.

Every Director, KMP, Employee and other Connected Person of the Company has a duty to safeguard the confidentiality of all such information obtained in the course of his or her work at the company. No Director, KMP, Employee and any Connected Person may use his or her position or knowledge of the Company to derive any personal benefit for self or any third party.

To achieve these objectives, the Company hereby notifies that this code of conduct will be followed by all Directors, KMPs, Designated Employees and other Connected Person of the Company and their immediate relatives.

II - DEFINITIONS

For the purposes of this Code, the words and expressions given below shall carry the meaning as stated hereinafter.

1. **“Act”** means the Securities and Exchange Board of India Act, 1992 (15 of 1992).
2. **“Board”** shall mean the Securities Exchange Board of India.
3. **“Board of Directors”** means Board of Directors of the Company.
4. **“Company”** means Minda Corporation Limited.
5. **“Compliance Officer”** means any senior officer, designated so and reporting to the board of directors or head of the organization in case board is not there, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the board of directors of the listed company or the head of an organization, as the case may be;

6. **“Connected Person”** means

- (i) any person who is or has during the six months prior to the concerned act been associated with a company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the company or holds any position including a professional or business relationship between himself and the company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.
- (ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established, -
 - a) an immediate relative of connected persons specified in clause (i);
 - b) a holding company or associate company or subsidiary company; or
 - c) an intermediary as specified in section 12 of the Act or an employee or director thereof; or
 - d) an investment company, trustee company, asset management company or an employee or director thereof; or
 - e) an official of a stock exchange or of clearing house or corporation; or
 - f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
 - g) a member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
 - h) an official or an employee of a self-regulatory organization recognised or authorized by the Board; or A member of the board of directors or an employee, of a public financial institution; or
 - i) a banker of the company; or
 - j) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his immediate relative or banker of the company, has more than ten per cent. of the holding or interest;

7. **"Designated Employee"** shall include all employees (including the employees who are seconded/ transferred/ deputed to other group or affiliated companies from the Group) including their Immediate Relatives:—
- i) in the grade of Associate Vice President and above;
 - ii) of Finance Department in the grade of Manager and above;
 - iii) of Secretarial Department;
 - iv) who are executive assistants to employees in grade of Vice President and above as well as Executive Directors.

Further Designated Employees shall also include the employees of the subsidiaries of the Company (including the employees who are seconded/ transferred/ deputed to other group or affiliated companies from the Indian subsidiary) in the grade of director and above.

8. **"generally available information"** means information that is accessible to the public on a non-discriminatory basis.
9. **"immediate relative"** means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities;
10. **"insider"** means any person who,
- i. a connected person; or
 - ii. in possession of or having access to unpublished price sensitive information;
11. **"key managerial personnel"** means person as defined in Section 2(51) of the Companies Act, 2013.
12. **"Officer"** shall include Statutory Auditor, Chief Executive Officer, Chief Financial Officer, Chief Operating Officer, and Company Secretary of the Company and Designated Employees of the Company in the grade of Associate Vice President and above.
13. **Promoter** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or any modification thereof;
14. **"Regulations"** shall mean the SEBI (Prohibition of Insider Trading) Regulations, 2015.

15. **"Securities"** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund.
16. **"takeover regulations"** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto.
17. **"trading"** means and includes subscribing, buying, selling, dealing or agreeing to subscribe, buy, sell, deal in any securities and "trade" shall be construed accordingly.
18. **"trading day"** means a day on which the recognized stock exchanges are open for trading;
19. **"Trading Window"** means trading period for trading in the Company's Securities. All days shall be the trading periods except when trading window is closed.
20. **"Unpublished Price Sensitive Information"** means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following: –
 - a. Financial results;
 - b. Dividends;
 - c. Change in capital structure;
 - d. Mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
 - e. Changes in key managerial personnel; and
 - f. Material events in accordance with the listing agreement including Clause 30.

All other words and phrases will have the same meaning as defined under the "SEBI (Prohibition of Insider Trading) Regulations, 2015" as amended from time to time and also under the "Securities and Exchange Board of India Act, 1992."

III - APPLICABILITY

This Code shall apply to all insiders as defined at 10 of Clause-II including Directors, Designated Employees and Connected Persons.

IV - RESTRICTIONS ON COMMUNICATIONS AND TRADING BY INSIDERS

1. **Communication or procurement of unpublished price sensitive information**
 - a. No insider shall communicate, provide, or allow access to any unpublished price sensitive information, relating to a company or securities listed or proposed to be listed, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
 - b. No person shall procure from or cause the communication by any insider of unpublished price sensitive information, relating to a company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
 - c. Notwithstanding anything contained in this regulation, an unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction that would:–
 - (i) entail an obligation to make an open offer under the takeover regulations where the board of directors of the company is of informed opinion that the proposed transaction is in the best interests of the company;
 - (ii) not attract the obligation to make an open offer under the takeover regulations but where the board of directors of the company is of informed opinion that the proposed transaction is in the best interests of the company and the information that constitute unpublished price sensitive information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the board of directors may determine.
 - d. For the purposes of (c) above, the Board of Directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the purpose of (c) above, and shall not otherwise trade in securities of the Company when in possession of unpublished price sensitive information.
 - e. Trading by insiders including promoters, non-individual insiders when in possession of unpublished price sensitive information shall be governed by Regulation 4 of the Regulations.
 - f. For the purpose of prompt public disclosure of Unpublished Price Sensitive Information, the Company also adopts the Code regarding practice & procedure for Fair Disclosure set out at Annexure-V.

2. Trading Plans

- a. An insider shall be entitled to formulate a trading plan and present it to the compliance officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.
- b. Such trading plan shall:–
 - (i) not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan;
 - (ii) not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the issuer of the securities and the second trading day after the disclosure of such financial results;
 - (iii) entail trading for a period of not less than twelve months;
 - (iv) not entail overlap of any period for which another trading plan is already in existence;
 - (v) set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and
 - (vi) not entail trading in securities for market abuse.
- c. The compliance officer shall review the trading plan to assess whether the plan would have any potential for violation of these regulations and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.
- d. The trading plan once approved shall be irrevocable and the insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.

Provided that the implementation of the trading plan shall not be commenced if any unpublished price sensitive information in possession of the insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation and in such event the compliance officer shall confirm that the commencement ought to be deferred until such unpublished price sensitive information becomes generally available information so as to avoid a violation of sub-regulation (1) of regulation 4.

- e. Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities are listed.

V - DISCLOSURE OF TRADING BY INSIDERS

General provisions

1. Every public disclosure under this Clause shall be made in such form as may be specified.
2. The disclosures to be made by any person under this Clause shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.
3. The disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account for purposes of this Clause:

Provided that trading in derivatives of securities is permitted by any law for the time being in force.

4. The disclosures made under this Clause shall be maintained by the company, for a minimum period of five years, in such form as may be specified.

Disclosures by certain persons

I. Initial Disclosures

By Whom	What to be disclosed	When to be disclosed	Form
Every Promoter/ KMP/ Director	Holding of Securities of the Company	On or before June 10 (as on the date of these regulations taking effect, to the company within 30 days of these regulations taking effect)	A
Every Promoter/ KMP/ Director	Holding of Securities of the Company	Within 7 days of Appointment as KMP/ Director or upon becoming Promoter	B

II. Continual Disclosures

By Whom	What to be disclosed	When to be disclosed	Form
Every Promoter, Employee and Director	Number of Securities Acquired or disposed off whether in one Transaction or a series of transactions over any calendar quarter aggregating to a traded value in excess of ten lakh rupees.	Within 2 Trading days of such Transaction.	C
Company to the Stock Exchange	Particulars of above Transaction	Within 2 trading days of: receipt of the disclosure or from becoming aware of such information	
Connected Person or Class of Connected Persons	Holdings and trading in securities of the company	at such frequency as may be determined by the company	D

VI - CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING IN SECURITIES

1. Duties of Compliance Officer

The Compliance Officer:-

- a. Shall maintain a record of Designated Employees and any changes made therein.
- b. May in consultation with the Chairman and shall as directed by the Board, specifies prohibited period from time to time and immediately make an announcement thereof to all concerned.
- c. Shall maintain a record of prohibited period specified from time to time.
- d. Shall maintain records of all the declarations submitted in the appropriate form given by the Directors and Designated employees for a minimum period of five years.

- e. Shall place before the Board, on quarterly basis all the details of the dealing in the securities by the Designated Employees, Directors with relevant documents that such persons had executed under the pre-dealing procedure as envisaged in the Code.
- f. Shall from time to time inform the Stock Exchanges of any price sensitive information on immediate basis.
- g. Shall intimate to all Stock Exchanges on which the securities of the Company are listed the relevant information received.
- h. Shall be responsible for overseeing and co-ordinating disclosure of price sensitive information to Stock Exchanges, analysts, shareholders and media and educating staff on disclosure policies and procedure.
- i. Shall inform SEBI of any violation of SEBI (Prohibition of Insider Trading) Regulations, 2015 within 7 days of knowledge of any such violation.

2. **Preservation of Unpublished Price Sensitive Information**

All Directors, Officers, Designated Employees and other Connected Person shall maintain the confidentiality of all unpublished price sensitive information. They shall not communicate or counsel or provide directly or indirectly any unpublished price sensitive information to any person directly or indirectly or by way of making recommendations for acquisition/purchase/sale of the securities of the Company;

3. **Prohibition on Dealing, Communicating or Counselling on matters relating to Insider Trading**

- a. No insider shall communicate, provide, or allow access to any unpublished price sensitive information, relating to a company or securities listed or proposed to be listed, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- b. Unpublished Price Sensitive Information shall be handled on a "need-to-know" basis i.e. price sensitive information shall be disclosed only to those within the Company who need the information to discharge their duty and/or functions.
- c. Files containing confidential information shall be kept secure. Related computer files shall be secured through password, etc.

4. Trading Restrictions

All Directors and Designated employees of the Company shall be subject to trading restrictions as enumerated below:-

a. Trading Window

- i. When the trading window is closed, no directors, KMPs, officer or designated employees and any connected person of the Company shall trade in the Company's securities. The trading window shall be closed during the time period referred to in clause iii below.
- ii. The trading Window shall also be applicable to any person having contractual or fiduciary relation with the Company, such as Auditors, Accountancy Firms, Law Firms, Analysts, assisting or advising to the Company.
- iii. The Trading Window shall be *inter-alia* closed at the time :
 - (a) Declaration of financial results (quarterly, half-yearly and annually).
 - (b) Declaration of dividends (interim and final).
 - (c) Issue of securities by way of public/rights/bonus etc.
 - (d) Any major expansion plans or execution of new projects.
 - (e) Amalgamation, mergers, takeovers and buy-back.
 - (f) Disposal of whole or substantially whole of the undertaking.
 - (g) Any changes in policies, plans or operations of the Company.
- iv. The time for closing of the Trading Window shall commence 7 clear days prior to the day on which the Board or any Committee thereof is scheduled to consider such information. However, if the circumstances so warrant, the time for closing the window may be increased or decreased by the Compliance Officer with the approval of Chairman.
- v. The trading window shall be opened 48 hours after information referred to in clause iii is made public.

- b. All Directors, KMPs, Officers, Designated employees and any connected person shall conduct all their dealings in the securities of the Company only in a valid trading window and shall not deal in any transaction involving the purchase or sale of the Company's securities during the periods when trading window is closed, as referred to in clause iii or during any other period as may be specified by the Company from time to time.
- c. In case of ESOPs, exercise of option may be allowed in the period when the trading window is closed. However sale of shares allotted on exercise of ESOPs shall not be allowed when trading window is closed.

5. **Pre-clearance of trades**

- a. Any Director/ Officers/ Designated employees and their dependants and connected persons who intend to trade in the securities of the Company in excess of 2500 securities in number shall require to pre-clear the transactions as per the pre-dealing procedure as described hereunder.
- b. No Director/ Designated employee shall apply for pre-clearance of any trade if such person is in possession of Unpublished Price Sensitive Information even if the trading window is not closed.

6. **Pre-dealing Procedure**

- a. An application shall be made in prescribed format Annexure-'III' to the Compliance Officer indicating the estimated number of securities that the Director/Officer/Designated employee/Connected Person intends to deal in, the details as to the depository with which he has a security account, the details as to the securities in such depository mode and such other details as may be required by any rule made by the Company in this behalf.
- b. An Undertaking as per prescribed format as per (Annexure-I) shall be executed in favour of the Company by such employee/ Director incorporating, *inter alia* the following clauses, as may be applicable:
 - i. That the concerned Director/KMPs/Officer/Designated employee or their Immediate Relatives/Connected Persons does not have access or has not received any price sensitive information up to the time of signing the Undertaking.

- ii. That in case, the Director/KMPs/Officer/Designated employee or their Immediate Relatives/ Connected Person has access to or receives any “Price Sensitive Information” after the signing of this undertaking but before execution of the transaction, he/she shall inform the Compliance Officer of the change in position and that he/she shall refrain from dealing in securities of the Company till such information is made public.
 - iii. That he/she has not contravened the Company’s Code of Conduct for Prevention of Insider Trading as notified by the Company from time to time.
 - iv. That he/she has made full and true disclosure in his/her application.
- c. All Directors/KMP/Officer/Designated Employee and their dependants/ Connected Persons shall execute their order in respect of securities of the Company within 7 days after the approval of pre-clearance is given. If the order is not executed within 7 days after the approval is given, the employee/director must pre-clear the transaction again.
- d. It shall be the responsibility of the Director/Officer/Designated employee to ensure compliance in case of their dependants also.

7. **Other Restrictions**

- a. All Director/KMPs/Officer/Designated employee/Connected Person who buy or sell any number of shares of the Company shall not enter into an opposite transaction i.e. sell or buy any number of shares during the next six months following the prior transaction. All directors/ employees shall also not take positions in derivative transactions in the shares of the Company at any time.
- b. In the case of subscription in the primary market (initial public offers), the above mentioned entities shall hold their investments for a minimum period of 30 days. The holding period would commence when the securities are actually allotted.
- c. In case the sale of securities is necessitated by personal emergency, the holding period may be waived by the Compliance Officer after recording in writing the reasons in this regard.

VII - MISCELLANEOUS

1. Penalty for Contravention of the Code

- a. All Director/KMP/Officer/Designated employee/ Connected Person who trade in securities or communicate any information for trading in securities in contravention of this Code of conduct may be penalized and appropriate action may be taken by the Company.
- b. All Director/KMP/Officer/Designated employee/ Connected Person who violate this Code of Conduct shall also be subject to disciplinary action by the Company, which may include wage/ salary freeze, suspension, withholding of promotions etc.
- c. The action by the Company shall not preclude SEBI from taking any action in case of violation of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

2. Information to SEBI in case of violation of the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended

In case it is observed by the Company and/or Compliance Officer that there has been violation of this Code or of the SEBI (Prohibition of Insider Trading) Regulations, 2015, SEBI shall be informed by the Company.

ANNEXURE-I

APPLICATION FOR PRE-TRADING APPROVAL

Date:

To,
The Compliance Officer,
Minda Corporation Limited

Dear Sir/Madam,

Application for Pre-trading approval in securities of the Company

Pursuant to the SEBI (prohibition of Insider Trading) Regulations, 2015 and the Company's **Code of Conduct for Prevention of Insider Trading**, I seek approval to purchase / sale / subscribe _____ equity shares of the Company as per details given below:

Sr. No.		
1	Name of Applicant	
2	Designation	
3	Number of Securities held as on date	
4	Folio No. / DP ID / Client ID No.)	
5	The proposal is for	a) Purchase of Securities b) Subscription of Securities c) Sale of securities
6	Proposed date of dealing in securities	
7	Estimated No. of Securities proposed to be Purchased/ Subscribed/ Sold	
8	Current market price (as on date of application)	
9	Whether the proposed transaction will be through stock exchange or off-market trade	
10	Folio No. / DP ID / Client ID No. where the securities will be credited / debited	

I enclose herewith the Form of Undertaking is signed by me.

Yours faithfully,

(Signature of Employee)

ANNEXURE-II**UNDERTAKING/DECLARATION TO BE ACCOMPANIED WITH THE
APPLICATION FOR PRE-TRADING**

To,
Minda Corporation Limited

I, _____, _____ of the Company residing at _____, am desirous of dealing in _____ * shares of the Company as mentioned in my application dated _____ for pre-clearance of the transaction.

I further declare that I am not in possession of or otherwise privy to any unpublished Price Sensitive Information (as defined in the Company's Code of Conduct for prevention of Insider Trading (the Code) up to the time of signing this Undertaking/ Declaration.

In the event that I have access to or I receive any unpublished price sensitive information as defined in the Code, after the signing of this undertaking/ declaration but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of the Company until such information becomes generally available.

I declare that I have not contravened the provisions of the Code as notified by the Company from time to time.

I undertake to submit the necessary report within two trading days of execution of the transaction/ a 'Nil' report if the transaction is not undertaken.

I am aware that I shall be liable to face penal consequences as set forth in the code including disciplinary action under the Code of the Company, in case the above declarations are found to be misleading or incorrect at any time.

I agree to comply with the provisions of the Code and provide any information relating to the trade as may be required by the Compliance Officer and permit the Company to disclose such detail to SEBI, if so required by SEBI.

I declare that I have made full and true disclosure in the matter.

Date :

Signature :

* Indicate number of shares

ANNEXURE-III

APPLICATION FOR PRE-CLEARANCE

(For use by Director/Officer/Designated Employee for dealings in the securities of the Company above 2000 securities)

To,
The Compliance Officer
Minda Corporation Limited

Dear Sir,

I am desirous of dealing in the below-mentioned securities of the Company in my own name or on behalf of my dependent family member (write name of family member and relationship) and seek your approval to acquire/ purchase/ sell them.

Type of Security	No. of shares	Market Price	Mode of acquisition Purchase/ Sale- Physical/ Demat	Date by which trade is proposed to be executed	Folio No./ DP ID No./Client ID No. along with the name of depository	Present Holding (No. of Shares)	
						Physical	Demat
Equity Shares							

In relation to the above Acquisition/ Purchase/ Sale, I undertake that:

I have no access to nor do I have any information that could be construed as “Unpublished Price Sensitive Information” up to the time of signing this undertaking.

In case, I get access to or receive any “Unpublished Price Sensitive Information” after signing this application but before the execution of the transaction, I shall inform you of the change in position and shall refrain from dealing in Shares till such information is made public.

I have not contravened the Company’s Code of Conduct for Prevention of Insider Trading as notified by the Company from time to time.

I have made full and true disclosure in this application.

Signature:

Name:

Designation:

Department:

Location:

Date:

ANNEXURE - IV**PRE- CLEARANCE ORDER**

To,
Name : _____
Designation : _____
Place : _____

This is to inform you that your request for dealing in _____ (no.s) shares of the Company as mentioned in your application dated _____ is approved. Please note that the said transaction must be completed on or before _____ (date) that is within 7 days from today.

In case you do not execute the approved transaction /deal on or before the aforesaid date you would have to seek fresh pre-clearance before executing any transaction/deal in the securities of the Company. Further, you are required to file the details of the executed transactions in the attached format within 2 days from the date of transaction/deal. In case the transaction is not undertaken a 'Nil' report shall be necessary.

Yours faithfully,
For Minda Corporation Limited

Compliance Officer
Date : _____

Encl: Format for submission of details of transaction

ANNEXURE - V**CODE OF PRACTICES & PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION****1. CODE****1.1 Prompt Disclosure of Price Sensitive Information**

Price Sensitive Information shall be disclosed to the Stock Exchanges and disseminated promptly on a continuous basis as soon as credible and concrete information comes into being in order to make such information generally available. For this purpose Price Sensitive Information means any information which relates directly or indirectly to the Company and which, if published is likely to affect the price discovery of shares of the Company. The following shall be deemed to be Price Sensitive Information:

- i. Periodical financial results of the Company;
- ii. Intended declaration of dividends (both interim and final);
- iii. Issue of securities, buy - back of securities or any forfeiture of shares or change in market lot of the Company's shares;
- iv. Acquisition, Merger, De-merger, Amalgamation, Restructuring, Scheme of arrangement or takeovers;
- v. Disposal, spin off or selling division of whole or substantially whole of the undertaking;
- vi. Any major expansion plans or execution of new projects or any significant changes in policies, plans or operations of the Company;
- vii. Changes in Key Managerial Personnel;
- viii. Material events in accordance with the listing agreement; and
- ix. Other matters as may be prescribed by SEBI/considered by the Compliance Officer to be price sensitive from time to time.

1.2 Uniform and Universal dissemination of Unpublished Price Sensitive Information

The price sensitive information shall be disseminated uniformly and universally to all stakeholders through Stock Exchanges and/ or by posting the same on official website of the Company i.e. www.minda.co.in. The Company shall use its best endeavors to avoid selective disclosure of price sensitive information. However, if any Information gets disclosed selectively or inadvertently or otherwise, endeavor shall be made to make generally available the above information through dissemination of the same to Stock Exchanges and/or by posting the same on the official website of the Company as soon as practicable.

1.3 Procedures for responding to any Queries on news reports and/or requests for verification of market rumors by regulatory authorities

- i. Appropriate, fair & prompt response shall be submitted to all queries on news reports or requests for verification of market rumours received from regulatory authorities.
- ii. Such replies shall be signed by the Compliance Officer(s)/ Managing Director. In their absence, such replies shall be signed by such other officer/ person as may have been authorized.
- iii. In case the query/request has been received from a Stock Exchange, a copy of such reply shall be sent to other stock exchange(s) also where shares of the Company are listed.
- iv. The Compliance Officer(s) shall oversee corporate disclosure. He shall be responsible for deciding whether a public announcement is necessary for verifying or denying rumours and then making the disclosure.

1.4 Procedure for Disclosure/ dissemination of Price Sensitive Information with special reference to Analysts, Institutional Investors etc.

- i. Only Public information will be provided to Analysts/Research person and Institutional Investors. Alternatively any unpublished price sensitive information given to Analysts/Research Person should be simultaneously made public at the earliest.
- ii. In order to avoid mis-quoting or mis-representing it is desirable that two Company representatives be present at the meeting with Analysts and Institutional Investors and the discussion should be recorded and transcripts should be made and disseminated on the official website of the Company.
- iii. Extra caution will be taken while dealing with analysts' questions that raise issues outside the intended scope of discussion. Unanticipated questions will be taken on notice and a considered response shall be furnished later. If the answer includes price sensitive information, a public announcement should be made before responding.

1.5 Disclosure /Handling of Unpublished Price Sensitive Information

Unpublished Price Sensitive Information shall be handled on a “need to know” basis i.e. Unpublished Price Sensitive Information shall be disclosed

only to those within the Company who need the information to discharge their official duties or discharge of legal obligations.

1.6 Monitoring and Co-ordinating dissemination of disclosures

The Compliance Officer shall act as Chief Investor Relations Officer and will be responsible for ensuring that the Company complies with the continuous disclosure requirements of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and this Code. He shall also be responsible for overseeing, monitor & co-ordinating dissemination of disclosure of price sensitive information to Stock Exchanges and stakeholders.

2. DISCLOSURES

This Code and any amendment thereof will be published on the Company's official website (www.minda.co.in) and shall be promptly intimated to the Stock Exchange(s) where the securities of the Company are listed.

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Form 'A' (Initial Disclosure)
Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations,
2015
[Regulation 7(1) (a) read with 6 (2)]

Name of the company: MINDA CORPORATION LIMITED
ISIN of the company: INE842C01021

Details of Securities held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)

Name, PAN No., CIN/DIN & Address with Contact nos.	Category of Person (Promoters/ KMP /Directors/ immediate relatives/ others etc.)	Securities held as on the date of regulation coming into force		% of Shareholding	Open Interest of the Future contracts held as on the date of regulation coming into force		Open Interest of the Option Contracts held as on the date of regulation coming into force	
		Type of Security (for eg.- Shares, Warrants, Convertible Debentures etc.)	No.		Number of units (contracts * lot size)	Notional value in Rupee terms	Number of units (contracts * lot size)	Notional value in Rupee terms

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Signature:
Designation:
Date:
Place:

Form 'B' (Initial Disclosure)

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

[Regulation 7(1) (b) read with 6 (2)]

Name of the company: MINDA CORPORATION LIMITED

ISIN of the company: INE842C01021

Details of Securities held on appointment of Key Managerial Personnel (KMP), Director or upon becoming a Promoter of a listed Company and other such persons as mentioned in Regulation 6(2)

Name, PAN No., CIN/DIN & Addresses with Contact nos.	Category of Person (Promoters/KMP /Directors/mediate relatives/others etc.)	Date of appointment of Director/KMP or date of becoming Promoter	Securities held at the time of becoming Promoter/ appointment of Director/ KMP		% of Shareholding	Open Interest of the Future contracts held at the time of becoming Promoter/ appointment of Director/ KMP		Open Interest of the Option Contracts held at the time of becoming Promoter/ appointment of Director/ KMP	
			Type of Security (for eg.- Shares, Warrants, Convertible Debentures etc.)	No.		Number of units (contracts * lot size)	Notional value in Rupee terms	Number of units (contracts * lot size)	Notional value in Rupee terms

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Signature:

Designation:

Date:

Place:

Note: The above table shall be applicable with suitable modifications to disclosures for position taken in derivatives also.

Form 'C' (Continual Disclosure)

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7(2) read with 6 (2)]

Details of change in holding of Securities of Promoters, Employees, Director of a listed Company and other such persons as mentioned in Regulation 6(2)

Name, PAN No., CIN/DIN and Addresses of Promoter/Employee/Director with Contact Nos.	Category of Person (Promoters/KMP/Directors/immediate relatives/others etc.)	Securities held prior to Acquisition/ Disposal		Securities Acquired/ Disposed		% of Shareholding		Date of Allotment advice/ Acquisition of Shares/ Sale of Shares Specify		Mode of Acquisition (market purchase/ public rights/preferential offer/off market/inter-se transfer etc.)	Trading in derivatives (Specify type of Contract, Futures or Options etc.)		Exchange on which the trade was Executed	
		Type of Security (for eg.- Shares, Warrants, Convertible Debentures etc.)	No.	Type of Security (for eg.- Shares, Warrants, Convertible Debentures etc.)	No.	Pre Transaction	Post Transaction	From	To		Buy	Sell		
											Value	No. of Units (Contract *Lot size)	Value	No. of Units (Contract *Lot size)

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Signature:
Designation:
Date:
Place:

Form 'D' (Continual Disclosure)

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

Regulation 7(3)- Transaction by other connected Persons as defined by the Company

Name, PAN No., CIN /DIN and Address of Connected Persons, as identified by the Company with Contact Nos.	Connection with Company	Securities held prior to Acquisition/ Disposal		Securities Acquired/ Disposed		% of Shareholding		Date of Allotment advice/ Acquisition of Shares/ Sale of Shares Specify		Date of Intimation to Company	Mode of Acquisition (market purchase/ public rights/preferential offer/off market/inter-se transfer etc.	Trading in derivatives (Specify type of Contract, Futures or Options etc.)				Exchange on which the trade was Executed	
		Type of Security (for eg.- Shares, Warrants, Convertible Debentures etc.)	No.	Type of Security (for eg.- Shares, Warrants, Convertible Debentures etc.)	No.	Pre Transaction	Post Transaction	From	To			Buy		Sell			
												Value	No. of Units (Contract *Lot size)	Value	No. of Units (Contract * Lot size)		

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Signature:
Designation:
Date:

