

## ANNEX I

Format of report on Corporate Governance to be submitted by a listed entity on quarterly basis

1. Name of Listed Entity: **Minda Corporation Limited**
2. Quarter ending: **March 31, 2025**

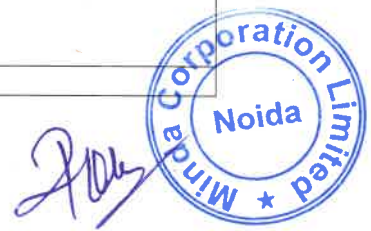
I. Composition of Board of Directors												
Title (Mr./Ms.)	Name of the Director	PAN & DIN	Category (Chairperson/Executive/Non-Executive/independent / Nominee) &	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure*	Date of Birth	No. of directorship in listed entities including this listed entity  [In reference to Regulation 17A (1)]	No. of Independent Directorship in listed entities including this listed entity  [In reference to Regulation 17A (1)]	Number 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.	Ashok Minda	AOEPM1451M & 00054727	Chairperson-Executive	01-08-2011	01-08-2022	N.A.	N.A.	29-06-1961	1	NIL	NIL	NIL
Mr.	Aakash Minda	ATFPM6371A & 06870774	Executive Director	05-11-2020	-	N.A.	N.A.	29-08-1989	1	NIL	NIL	NIL
Mr.	Naresh Kumar Modi	AGWPM3900D & 00089536	Executive Director	11-12-2020	-	N.A.	N.A.	13-05-1966	1	NIL	NIL	NIL
Ms.	Pratima Ram	ABNPR8942E & 03518633	Independent	10-11-2016	10-11-2021	N.A.	8 Years 4 Months	29-08-1950	2	2	Audit Committee: - 2 Stakeholders' Relationship Committee: - 2	Audit Committee: - 1
Mr.	Gajanan Vithal Gandhe	AEQPG1522B & 02023395	Independent	03-08-2023	-	N.A.	1 Year 8 Months	01-03-1964	1	1	Audit Committee: - 1	NIL
Mr.	Ravi Sud	AHKPS6347K & 00074720	Independent	01-02-2024	-	N.A.	1 year 2 Months	07-03-1954	1	1	Audit Committee: - 1	NIL



Mr.	Laxman Ramnarayan	AAEPR3813N & 03033960	Director	22-05-2024	-	N.A.	10 Months	11-11-1967	1	1	Audit Committee: - 1 Stakeholders' Relationship Committee: - 1	Stakeholders' Relationship Committee: - 1
		Whether Regular chairperson appointed: Yes										
		Whether Chairperson is related to managing director or CEO: Yes, Ashok Minda is chairman & Group CEO										
		<p><i>SPAN of any director would not be displayed on the website of Stock Exchange</i></p> <p><i>&amp; 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</i></p> <p><i>* to be filled only for Independent Director.</i></p> <p><i>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.</i></p>										



II. Composition of Committees						
Sr. No	Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/ Non-Executive/independent /Nominee) \$	Date of Appointment	Date of Cessation
1.	Audit Committee	Yes	Ms. Pratima Ram (Chairperson) Mr. Ravi Sud Mr. R. Laxman	Independent Independent Independent	12-08-2021 22-04-2024 14-11-2024	N.A. N.A. N.A.
2.	Nomination & Remuneration Committee	Yes	Mr. Gajanan V Gandhe (Chairman) Mr. Ravi Sud Ms. Pratima Ram	Independent Independent Independent	22-04-2024 22-04-2024 14-11-2024	N.A. N.A. N.A.
3	Risk Management Committee (if applicable)	Yes	Ms. Ravi Sud (Chairman) Mr. Aakash Minda Mr. R. Laxman	Independent Executive Director Independent	22-04-2024 17-12-2021 14-11-2024	N.A. N.A. N.A.
4	Stakeholders Relationship Committee'	Yes	Mr. R. Laxman (Chairman) Mr. Gajanan V Gandhe Ms. Pratima Ram	Independent Independent Independent	14-11-2024 22-04-2024 19-06-2023	N.A. N.A. N.A.
5	Corporate Social responsibility	Yes	Ms. Pratima Ram (Chairperson) Mr. Gajanan V Gandhe Mr. Ashok Minda	Independent Independent Executive Director	24-05-2017 22-04-2024 12-02-2014	N.A. N.A. N.A.
\$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	Whether requirement of Quorum met*	Number of Directors present*	Number of independent directors' present*	Maximum gap between any two consecutives (in number of days)
	12.11.2024	10.01.2025	Yes	7	4	58 days
		15.01.2025	Yes	7	4	4 Days
		06.02.2025	Yes	7	4	21 Days
		28.03.2025	Yes	7	4	49 Days
* to be filled in only for the current quarter meetings						



IV. Meetings of Committees							
Name of Committee	Date(s) of meeting of the committee of previous quarter and current quarter in relevant quarter (in chronological order)	Whether requirement of Quorum met (details)*	Total Number of Directors as on date of the meeting	Number of Directors present (All Directors including Independent Director)	Number of independent directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)	Maximum gap between any two consecutive meetings in number of days*
Audit Committee	11.11.2024	Yes	3	3	3	0	94 Days
	12.11.2024	Yes	3	3	3	0	NIL
	05.02.2025	Yes	3	3	3	0	84 Days
	06.02.2025	Yes	3	3	3	0	NIL
	28.03.2025	Yes	3	3	3	0	49 Days
Nomination & Remuneration Committee	28.10.2024	Yes	3	3	3	0	167 Days
	30.01.2025	Yes	3	3	3	0	93 Days
Stakeholders Relationship Committee'	13.02.2025	Yes	3	3	3	0	138 Days
Risk Management Committee	19.12.2024	Yes	3	3	2	0	146 Days
	20.03.2025	Yes	3	2	2	0	90 Days
Corporate Social Responsibility Committee	24.10.2024	Yes	3	3	2	0	215 Days
	13.03.2025	Yes	3	3	2	0	139 Days

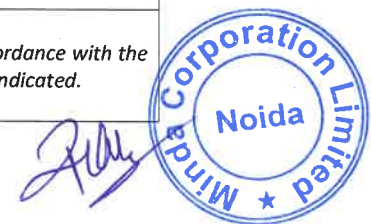
\* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional



#### V. Related Party Transactions

Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	There were no material RPT
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	Yes

#### 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.



<b>VI. Affirmations</b>
<ol style="list-style-type: none"> <li>1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015: <b>YES</b></li> <li>2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015: <ol style="list-style-type: none"> <li>a. Audit Committee - <b>YES</b></li> <li>b. Nomination &amp; Remuneration Committee - <b>YES</b></li> <li>c. Stakeholders Relationship Committee - <b>YES</b></li> <li>d. Risk management committee (applicable to the top 100 listed entities) - <b>YES</b></li> </ol> </li> <li>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: <b>YES</b></li> <li>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. <b>YES</b></li> <li>5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of the board of directors may be mentioned here. <b>YES</b></li> </ol>
<p><b>For Minda Corporation Limited</b></p> <div style="display: flex; align-items: center;">   </div> <p><b>Pardeep Mann</b>  <b>Company Secretary / Compliance Officer</b></p>

**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.



**B. INVESTOR GRIEVANCE REDRESSAL REPORT**

Investor Grievance Redressal Report	
No. of investor complaints pending at the beginning of Quarter	NIL
No. of investor complaints received during the Quarter	NIL
No. of investor complaints disposed off during the Quarter	NIL
No. of investor complaints those remaining unresolved at the end of the Quarter	NIL

**C. DISCLOSURE OF ACQUISITION OF SHARES OR VOTING RIGHTS IN UNLISTED COMPANIES**

The details of acquisition of shares or voting rights in unlisted companies during the quarter in terms of sub-para 1 of para A of Part A of Schedule III are given below:

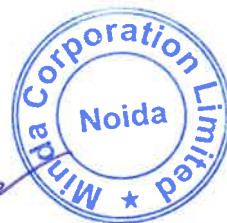
S. No.	Name of the unlisted company in which shares or voting rights have been acquired	Date of acquisition	Aggregate holding (% shares or voting rights) as at the end of the previous quarter	% shares or voting rights acquired during the quarter	Aggregate holding (% shares or voting rights) as at the end of the quarter
1.	Flash Electronics (India) Private Limited	15.01.2025	-	49%	49%

\* The Company has subscribed 41,55,000 Equity Shares of INR 10/- each of Minda-HCMF Technologies Private Limited which was incorporated on December 16, 2024. However, the share subscription money is still outstanding as on December 31, 2024.

**D. DISCLOSURE OF IMPOSITION OF FINE OR PENALTY**

The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below:

S. No.	Name of the authority	Nature and details of the action(s) taken or order(s) passed	Date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority	Details of the violation(s)/ contravention(s) committed or alleged to be committed	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible
1	Office of the Assistant Commissioner - CGST	GST Input Tax Credit (ITC) Availment	19-02-2025	Incorrect ITC availment on account of differences between GSTR 2A & GSTR 3B	2,41,249
2	Office of the Assistant Commissioner - CGST	Short Payment of GST	27-02-2025	Short Tax on account of payment in different heads i.e. IGST instead of CGST & SGST	4,39,138
3	Office of Superintendent - Central GST	GST Input Tax Credit (ITC) Availment	20-02-2025	Differences between GSTR2A & GSTR 3B	3,87,647
4	Office of Superintendent - Central GST	Short Payment of GST	20-02-2025	Short payment of tax on account of valuation of transaction value	4,41,138



5	Superintendent - CGST Audit Commissionerate	GST Departmental Audit	25-02-2025	Excess ITC Availment	62,000
6	Additional Commissioner of Income Tax, 1961	Penalty imposed u/s 270A of IT Act, 1961 for AY 2020-21 for under-reporting of Income	18-03-2025	1) Education Cess claimed as Business Expenditure in Computation of Income. 2) Mismatch in Closing and Opening Stock reported in ITR of AY 2019-20 & AY 2020-21 respectively.	23,01,910


In terms of sub-para 20 of Para A of Part A of Schedule III of SEBI (LODR), no fine or penalty has been imposed on the Company or its Directors, Key Managerial Personnel, Senior Management, Promoter or Subsidiary in relation to the Company, during the quarter ended March 31, 2025.

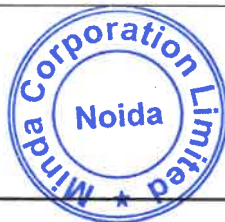
#### E. DISCLOSURE OF UPDATES TO ONGOING TAX LITIGATIONS OR DISPUTES

The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below:

S. No.	Name of the opposing party	Date of initiation of the litigation / dispute	Status of the litigation / dispute as per last disclosure	Current status of the litigation / dispute
NIL				

#### Details of Cyber Security Incidence:

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	No
Date of the event: NIL	Brief Details of the event: NIL
<b>For Minda Corporation Limited</b>  <b>Pardeep Mann</b> <b>Company Secretary / Compliance Officer</b>	



**F. DISCLOSURE OF LOANS / GUARANTEES / COMFORT LETTERS / SECURITIES ETC.**

**I. Disclosure of Loans / guarantees / comfort letters / securities etc**

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

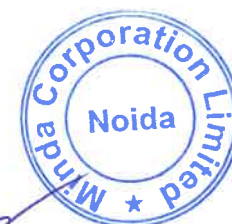
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	NIL	NIL
Promoter Group or any other entity controlled by them	NIL	NIL
Directors (including relatives) or any other entity controlled by them	NIL	NIL
KMPs or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

(B) Any guarantee/ comfort letter (by whatever name 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 (taking into account any invocation)
Promoter or 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

(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 security provided during six months	Balance outstanding at the end of six months
Promoter or 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



*[Handwritten signature]*

KMPs or any other entity controlled by them	NIL	NIL	NIL
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## II. Affirmations:

All loans (or other form of debt), guarantees, comfort letters (by whatever name 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 Corporation Limited

Vinod Raheja  
Group CFO



### Note

- These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;
  - by a government company to/ for the Government or government company
  - by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.
  - by a banking company or an insurance company; and
  - by the listed entity to its employees or directors as a part of the service conditions
- If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table.

## H. WEBSITE AFFIRMATIONS (applicable only for Annual Filing)

I. Disclosure on website in terms of LODR Regulations		
Item	Compliance status (Yes/No/NA)refer note below	If Yes provide link to website. If No / NA provide reasons
<b>As per regulation 46(2) of the LODR:</b>		
a) Details of business	YES	<a href="https://sparkminda.com/products-and-solutions">https://sparkminda.com/products-and-solutions</a>
aa) Memorandum of Association and Articles of Association	YES	<a href="https://sparkminda.com/Uploads/prospectus/1600pdctfile_Re-Stated-Articles-of-Association.pdf">https://sparkminda.com/Uploads/prospectus/1600pdctfile_Re-Stated-Articles-of-Association.pdf</a>



ab) Brief profile of board of directors including directorship and full-time positions in body corporates	YES	<a href="https://sparkminda.com/Uploads/prospectus/1545pdctfile BOD updated(1).pdf">https://sparkminda.com/Uploads/prospectus/1545pdctfile BOD updated(1).pdf</a>
b) Terms and conditions of appointment of independent directors	YES	<a href="https://sparkminda.com/Uploads/prospectus/1592pdctfile Appointment Letter of Independent Director.pdf">https://sparkminda.com/Uploads/prospectus/1592pdctfile Appointment Letter of Independent Director.pdf</a>
c) Composition of various committees of board of directors	YES	<a href="https://sparkminda.com/Uploads/prospectus/1546pdctfile Board Committees2025.pdf">https://sparkminda.com/Uploads/prospectus/1546pdctfile Board Committees2025.pdf</a>
d) Code of conduct of board of directors and senior management personnel	YES	<a href="https://sparkminda.com/Uploads/prospectus/1790pdctfile 1698pdctfile 1577pdctfile Code-of-Conduct.pdf">https://sparkminda.com/Uploads/prospectus/1790pdctfile 1698pdctfile 1577pdctfile Code-of-Conduct.pdf</a>
e) Details of establishment of vigil mechanism/ Whistle Blower policy	YES	<a href="https://sparkminda.com/Uploads/prospectus/1802pdctfile 1695pdctfile 1575pdctfile Whistle Blower Policy unsigned(1).pdf">https://sparkminda.com/Uploads/prospectus/1802pdctfile 1695pdctfile 1575pdctfile Whistle Blower Policy unsigned(1).pdf</a>
f) Criteria of making payments to non-executive directors	YES	<a href="https://sparkminda.com/Uploads/prospectus/1796pdctfile 1694pdctfile 1573pdctfile Criteria for making payment to Non Executive Directors.pdf">https://sparkminda.com/Uploads/prospectus/1796pdctfile 1694pdctfile 1573pdctfile Criteria for making payment to Non Executive Directors.pdf</a>
g) Policy on dealing with related party transactions	YES	<a href="https://sparkminda.com/Uploads/prospectus/1784pdctfile 1765pdctfile 1765pdctfile Related Party Transactions Policy.pdf">https://sparkminda.com/Uploads/prospectus/1784pdctfile 1765pdctfile 1765pdctfile Related Party Transactions Policy.pdf</a>
h) Policy for determining 'material' subsidiaries	YES	<a href="https://sparkminda.com/Uploads/prospectus/1793pdctfile 1764pdctfile Policy-on-Material-Non-Listed-Subsidiary.pdf">https://sparkminda.com/Uploads/prospectus/1793pdctfile 1764pdctfile Policy-on-Material-Non-Listed-Subsidiary.pdf</a>
i) Details of familiarization programmes imparted to independent directors	YES	<a href="https://sparkminda.com/Uploads/prospectus/1826pdctfile FAMILIARIZATIONPROGRAMMESFORINDEPENDENTDIRECTORS2024-25.pdf">https://sparkminda.com/Uploads/prospectus/1826pdctfile FAMILIARIZATIONPROGRAMMESFORINDEPENDENTDIRECTORS2024-25.pdf</a>
j) email address for grievance redressal and other relevant details	YES	<a href="https://sparkminda.com/Uploads/prospectus/1605pdctfile CompanyInformation 2024.pdf">https://sparkminda.com/Uploads/prospectus/1605pdctfile CompanyInformation 2024.pdf</a>
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	YES	<a href="https://sparkminda.com/Uploads/prospectus/1605pdctfile CompanyInformation 2024.pdf">https://sparkminda.com/Uploads/prospectus/1605pdctfile CompanyInformation 2024.pdf</a>
l) Financial results	YES	<a href="https://sparkminda.com/investor-relations/financial-results">https://sparkminda.com/investor-relations/financial-results</a>
m) Shareholding pattern	YES	<a href="https://sparkminda.com/investor-relations/shareholding-patterns">https://sparkminda.com/investor-relations/shareholding-patterns</a>
n) Details of agreements entered into with the media companies and/or their associates	NO	Company has not entered into any such agreement
o) (i) Schedule of analyst or institutional investor meet (ii) Presentations prepared by the listed entity for analysts or institutional investors meet, post earnings or quarterly calls prior to beginning of such events.	YES	(i) <a href="https://sparkminda.com/investor-relations/conference-call">https://sparkminda.com/investor-relations/conference-call</a> (ii) <a href="https://sparkminda.com/investor-relations/earnings-release-and-presentation">https://sparkminda.com/investor-relations/earnings-release-and-presentation</a>
oa) Audio recordings, video recordings, if any, and transcripts of post earnings or quarterly calls, by whatever name called, conducted physically or through digital means	YES	<a href="https://sparkminda.com/investor-relations/earnings-release-and-presentation">https://sparkminda.com/investor-relations/earnings-release-and-presentation</a>



p) New name and the old name of the listed entity	NA	-
q) Advertisements as per regulation 47(1)	YES	<a href="https://sparkminda.com/Uploads/prospectus/1756pdctfile_NSEBSE(1).pdf">https://sparkminda.com/Uploads/prospectus/1756pdctfile_NSEBSE(1).pdf</a>
r) Credit rating or revision in credit rating obtained	YES	<a href="https://sparkminda.com/Uploads/prospectus/1714pdctfile_IndiaRatings_MCL.pdf">https://sparkminda.com/Uploads/prospectus/1714pdctfile_IndiaRatings_MCL.pdf</a>
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	YES	<a href="https://sparkminda.com/investor-relations/annual-reports-of-subsidiaries">https://sparkminda.com/investor-relations/annual-reports-of-subsidiaries</a>
t) Secretarial Compliance Report	YES	<a href="https://sparkminda.com/Uploads/prospectus/1645pdctfile_MR-3MindaCorporationLimited(3).pdf">https://sparkminda.com/Uploads/prospectus/1645pdctfile_MR-3MindaCorporationLimited(3).pdf</a>
u) Materiality Policy as per Regulation 30(4)	YES	<a href="https://sparkminda.com/Uploads/prospectus/1794pdctfile_1766pdctfile_Policy-on-Determination-and-Disclosure-of-Materiality-of-Events.pdf">https://sparkminda.com/Uploads/prospectus/1794pdctfile_1766pdctfile_Policy-on-Determination-and-Disclosure-of-Materiality-of-Events.pdf</a>
v) Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	YES	<a href="https://sparkminda.com/Uploads/prospectus/1828pdctfile_Minda-Key-Managerial-Persons-30(5).pdf">https://sparkminda.com/Uploads/prospectus/1828pdctfile_Minda-Key-Managerial-Persons-30(5).pdf</a>
w) Disclosures under regulation 30(8)	YES	<a href="https://sparkminda.com/investor-relations/stock-intimation">https://sparkminda.com/investor-relations/stock-intimation</a>
x) Statements of deviation(s) or variations(s) as specified in regulation 32	NA	
y) Dividend distribution policy as specified in regulation 43A(1)	YES	<a href="https://sparkminda.com/Uploads/prospectus/1787pdctfile_1701pdctfile_1581pdctfile_Dividend-Policy(1).pdf">https://sparkminda.com/Uploads/prospectus/1787pdctfile_1701pdctfile_1581pdctfile_Dividend-Policy(1).pdf</a>
z) Annual return as provided under section 92 of the Companies Act, 2013	YES	<a href="https://sparkminda.com/Uploads/prospectus/1807pdctfile_Form_MGT_7_MCL_UPDATED_sd.pdf">https://sparkminda.com/Uploads/prospectus/1807pdctfile_Form_MGT_7_MCL_UPDATED_sd.pdf</a>
za) Employee Benefit scheme documents framed in terms of SEBI (SBEB) Regulations, 2021	YES	<a href="https://sparkminda.com/Uploads/prospectus/1827pdctfile_MindaCorpESOPScheme2017.pdf">https://sparkminda.com/Uploads/prospectus/1827pdctfile_MindaCorpESOPScheme2017.pdf</a>
✓ Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	YES	<a href="https://sparkminda.com/investor-relations/annual-reports">https://sparkminda.com/investor-relations/annual-reports</a>
✓ Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updation	YES	<a href="https://sparkminda.com/investor-relations/overview">https://sparkminda.com/investor-relations/overview</a>



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I. AFFIRMATIONS W.R.T. COMPLIANCE WITH CORPORATE GOVERNANCE PROVISIONS

II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b)	Yes
Board composition	17(1), 17(1A), 17(1C), 17(1D) & 17(1E)	Yes
Meeting of Board of directors	17(2)	Yes
Quorum of Board meeting	17(2A)	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
Recommendation of Board	17(11)	Yes
Maximum number of directorships	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of nomination & remuneration committee	19(3A)	Yes
Role of Nomination and Remuneration Committee	19(4)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes
Meeting of stakeholder relationship committee	20 (3A)	Yes
Role of Stakeholders Relationship Committee	20(4)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Meeting of Risk Management Committee	21(3A)	Yes
Quorum of Risk Management Committee meeting	21(3B)	Yes
Gap between the meetings of the Risk Management Committee	21(3C)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1), (1A), (5) ,(6), & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes



Approval for material related party transactions	23(4)	Yes
Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Alternate Director to Independent Director	25(1)	Yes
Maximum Tenure	25(2)	Yes
Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
Directors and Officers insurance	25(10)	Yes
Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	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
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity.	26(6)	Yes
Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2), 26A(3)	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 LODR 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.

**III Affirmations:**

The Listed Entity has approved the Material Subsidiary Policy and the Corporate Governance requirements with respect to the subsidiary of Listed Entity have been complied.

For Minda Corporation Limited



Pardeep Mann  
Company Secretary / Compliance Officer

