BMP & Co.
COMPANY SECRETARIES
BENGALURU | MUMBAI | DELHI NCR

COMPLIANCE CERTIFICATE

[Pursuant to Regulation 13 of the Securities Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021]

To,
The Board of Directors
Minda Corporation Limited
CIN: L74899DL1985PLC020401
A-15, Ashok Vihar, Phase - 1,
New Delhi- 110052, Delhi, India.

We BMP & Co. LLP, Company Secretary in practice, have been appointed as the Secretarial Auditor vide a resolution passed at its meeting held on May 27, 2025 and subsequently approved by the shareholders at the 40th Annual General Meeting held on August 22, 2025 having CIN: L74899DL1985PLC020401 and having its registered office at A-15, Ashok Vihar, Phase - 1, New Delhi -110052, India. This certificate is issued under Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (hereinafter referred to as "the Regulations'), for the year ended 31st March 2026.

Management Responsibility:
It is the responsibility of the Management of the Company to implement the Scheme including designing, maintaining records, and devising proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Verification:
The "Minda Corporation Limited – Employee Stock Option Scheme 2017" was approved by the members of the Company by way of a special resolution passed through postal ballot on February 10, 2017. Subsequently, the shareholders approved amendments to the existing Employee Stock Option Scheme 2017 on March 15, 2026. Further, the "Minda Corporation Limited – Employee Stock Option Scheme 2025" was also approved by the members by way of a special resolution passed through postal ballot on March 15, 2026.

For the purpose of verifying the compliance of the Regulations, we have examined the following, as applicable:

1. Scheme received from/ furnished by the Company;
2. Article of Association of the Company;
3. Resolution passed at the meeting of the Board of Directors;
4. Resolution passed by the members of the Company through Postal Ballot/ General Meeting;
5. Shareholders resolution passed at General Meetings w.r.t variation in the scheme;
6. Shareholders resolution passed at the General Meeting w.r.t approval implementing the scheme(s) through a trust(s);
7. Minutes of the meeting of Board Meeting and Nomination and Renumeration Committee;
8. Trust deed;

BMP & CO. LLP Bangalore COMPANY SECRETARIES

BMP & Co. LLP
4th Floor, Aishwarya Sampurna, No. 79/1, Vani Vilas Road, Basavanagudi, Bengaluru - 560 004, Karnataka.
+91 99009 01974 info@bmpandco.com www.bmpandco.com **LLPIN: AAI-4194**

9. Details of the trade in the securities of the company executed by the through which the scheme is implemented;
10. Relevant Accounting Standards as prescribed by the Central Government;
11. Detailed terms and conditions of the scheme as approved by the Board of Directors, Nomination and Renumeration Committee and Shareholders of the Company;
12. Bank statements towards the application money received under the scheme;
13. Valuation Report
14. Exercise Price/ Pricing Formula;
15. Statement filed with the recognised Stock Exchange in accordance with Regulation 10 of these regulations;
16. Disclosure by the Board of Directors;
17. Relevant provisions of the regulations, Companies Act 2013 and rules made thereunder.
18. Other relevant document / filing / records / information as sought and made available to us and the explanations provided by the Company.

Certification:
In our opinion and to the best of our knowledge and according to the verifications as considered necessary and explanations furnished to us by the Company and its Officers, we certify that the Company has implemented the Employee Stock Option Scheme 2017 and Employee Stock Option Scheme 2025, in accordance with the applicable provisions of the Regulations and Resolution(s) of the Company in the General Meeting through Postal Ballot.

Assumption & Limitation of Scope and Review:

1. Ensuring the authenticity of documents and information furnished is the responsibility of the Board of Directors of the Company.
2. Our responsibility is to give certificate based upon our examination of relevant documents and information. It is neither an audit nor an investigation.
3. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.
4. This certificate is solely for your information, and it is not to be used, circulated, quoted, or otherwise referred to for any purpose other than for the Regulations.

For BMP & Co. LLP,
Company Secretaries

BMP & CO. LLP * Bangalore * COMPANY SECRETARIES

CS Biswajit Ghosh
Partner
FCS 8750 / CP No. 8239
Peer Review Certificate No. 6387/2025

Place: Bangalore
Date: May 22, 2026
UDIN: F008750H000461323

BMP & Co. LLP
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