

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, 2023

| I. Composition of Board of Directors | | | | | | | | | | | | |
|--------------------------------------|------------------------|------------------------|---|-----------------------------|------------------------|-------------------|------------------|---------------|---|--|--|--|
| Title (Mr./Ms.) | Name of the Director | PAN ^s & 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. | Avinash Parkash Gandhi | AAAPG2351A & 00161107 | Independent | 10-09-2014 | 01-04-2019 | N.A. | 8 years 6 Months | 01-10-1938 | 4 | 4 | Audit Committee: -4 Stakeholders' Relationship Committee: -1 | NIL |
| Mr. | Ashok Kumar Jha | AAJPJ8790P & 00170745 | Independent | 14-11-2014 | 14-11-2019 | N.A. | 8 Years 4 Months | 18-04-1947 | 3 | 3 | Audit Committee: - 2 | Stakeholders' Relationship Committee: - 1 |
| Mr. | Rakesh Chopra | AABPC9470D & 00032818 | Independent | 10-09-2014 | 01-04-2019 | N.A. | 8 years 6 Months | 17-10-1950 | 2 | 2 | Audit Committee: - 1 Stakeholders' Relationship Committee: - 1 | Audit Committee: - 1 |
| Ms. | Pratima Ram | ABNPR8942E & 03518633 | Independent | 10-11-2016 | 10-11-2021 | N.A. | 6 Years 4 Months | 29-08-1950 | 2 | 2 | Audit Committee: - 3 Stakeholders' Relationship Committee: - 1 | Audit Committee: - 1 |
| 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 & CFO | 11-12-2020 | - | N.A. | N.A. | 13-05-1966 | 1 | NIL | NIL | NIL |
| Mr. | Ravi Sud | AHKPS6347K & 00074720 | Nominee Director /Non- Executive Director | 25-03-2021 | - | N.A. | N.A. | 07-03-1954 | 1 | NIL | Stakeholders' Relationship Committee:- 1 | NIL |
| | Whether Regular chairperson appointed: Yes | | | | | | | | | | | |
| | Whether Chairperson is related to managing director or CEO: Yes, Ashok Minda is chairman & Group CEO | | | | | | | | | | | |
| | <p><i>\$PAN of any director would not be displayed on the website of Stock Exchange</i></p> <p><i>&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than onecategory write all categories separating them with hyphen</i></p> <p><i>* 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.</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 | | Mrs. Pratima Ram (Chairperson) Mr. Rakesh Chopra Mr. Avinash P. Gandhi Mr. Ashok Kumar Jha | Independent Independent Independent Independent | 12-08-2021 27-05-2010 28-10-2006 14-11-2014 | N.A. |
| 2. | Nomination & Remuneration Committee | Yes | | Mr. Avinash P. Gandhi (Chairman) Mr. Rakesh Chopra Mr. Ashok Kumar Jha | Independent Independent Independent | 08-01-2007 05-07-2011 24-05-2017 | N.A. |
| 3 | Risk Management Committee (if applicable) | Yes | | Mr. Ravi Sud (Chairman) Mr. Ashok Kumar Jha Mr. Aakash Minda | Nominee Director Independent Executive Director | 25-03-2021 28-05-2019 17-12-2021 | N.A. |
| 4 | Stakeholders Relationship Committee' | Yes | | Mr. Ashok Kumar Jha (Chairman) Mr. Avinash P. Gandhi Mr. Ravi Sud | Independent Independent Nominee Director /NED | 24-05-2017 28-10-2006 25-03-2021 | N.A. |
| 5 | Corporate Social responsibility | Yes | | Mrs. Pratima Ram (Chairperson) Mr. Avinash P. Gandhi Mr. Ashok Minda | Independent Independent Executive | 24-05-2017 12-02-2014 12-02-2014 | N.A. |
| <i>*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> | | | | | | | |
| 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) |
| | 04.11.2022 | 08.02.2023 | | Yes | 8 | 4 | 95 days |
| <i>* to be filled in only for the current quarter meetings</i> | | | | | | | |
| 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 | 03.11.2022 | Yes | 4 | 4 | 4 | 0 | NIL |
| | 04.11.2022 | Yes | 4 | 4 | 4 | 0 | NIL |
| | 07.02.2023 | Yes | 4 | 4 | 4 | 0 | 94 days |
| | 08.02.2023 | Yes | 4 | 4 | 4 | 0 | NIL |
| Nomination & Remuneration Committee | 21.10.2022 | Yes | 3 | 3 | 3 | 0 | NIL |
| | 19.11.2022 | Yes | 3 | 3 | 3 | 0 | 28 days |
| | 23.02.2023 | Yes | 3 | 3 | 3 | 0 | 95 days |
| Stakeholders Relationship Committee | 07.10.2022 | Yes | 3 | 3 | 2 | 0 | NIL |
| | 30.03.2023 | Yes | 3 | 3 | 2 | 0 | 173 days |
| Risk Management Committee | 12.12.2022 | Yes | 3 | 2 | 1 | 0 | NIL |
| | 29.03.2023 | Yes | 3 | 3 | 1 | 0 | 106 days |

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional
**to be filled in only for the current quarter meetings

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:

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 Listing 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.

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015: YES
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:
 - a. Audit Committee - YES
 - b. Nomination & Remuneration Committee - YES
 - c. Stakeholders Relationship Committee - YES
 - d. Risk management committee (applicable to the top 100 listed entities) - YES
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. 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. YES

For Minda Corporation Limited



Pardeep Mann
Company Secretary / Compliance Officer

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.

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

| I. Disclosure on website in terms of Listing Regulations | | |
|--|-----------------------|---|
| <i>Item</i> | | <i>Compliance status (Yes/No/NA) refer note below</i> |
| 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 | | Yes |
| Details of agreements entered into with the media companies and/or their associates | | N.A. |
| New name and the old name of the listed entity | | N.A. |
| Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange | | Yes |
| Advertisements as per regulation 47 (1) | | Yes |
| Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments | | Yes |
| Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year | | Yes |
| II Annual Affirmations | | |
| <i>Particulars</i> | <i>Regulation No.</i> | <i>Compliance status (Yes/No/NA) refer note below</i> |
| <i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i> | 16(1)(b) & 25(6) | Yes |
| <i>Board composition</i> | 17(1) | Yes |
| <i>Meeting of Board of directors</i> | 17(1) | Yes |
| <i>Review of Compliance Reports</i> | 17(3) | Yes |
| <i>Plans for orderly succession for appointment</i> | 17(4) | Yes |
| <i>Code of Conduct</i> | 17(5) | Yes |
| <i>Fees/compensation</i> | 17(6) | Yes |
| <i>Minimum Information</i> | 17(7) | Yes |
| <i>Compliance Certificate</i> | 17(8) | Yes |

| | | |
|--|-------------------------|-----|
| <i>Risk Assessment & Management</i> | 17(9) | Yes |
| <i>Performance Evaluation of Independent Director</i> | 17(10) | Yes |
| <i>Composition of Audit Committee</i> | 18(1) | Yes |
| <i>Meeting of Audit Committee</i> | 18(2) | Yes |
| <i>Composition of Nomination & Remuneration Committee</i> | 19 (1) & (2) | Yes |
| <i>Composition of Stakeholder Relationship Committee</i> | 20 (1) & (2) | Yes |
| <i>Composition of role of Risk Management Committee</i> | 21 (1),(2),(3),(4) | Yes |
| <i>Vigil Mechanism</i> | 22 | Yes |
| <i>Policy for related party Transaction</i> | 23(1),(5),(6),(7) & (8) | Yes |
| <i>Prior or Omnibus approval of Audit Committee for all related party transactions approval for material related party transactions</i> | 23(2),(3) | Yes |
| <i>Approval for material related party transactions</i> | 23(4) | N.A |
| <i>Composition of Board of Directors of unlisted material Subsidiary</i> | 24(1) | Yes |
| <i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i> | 24(2),(3),(4),(5) & (6) | Yes |
| <i>Maximum Directorship & Tenure</i> | 25 (1) & (2) | Yes |
| <i>Meeting of independent directors</i> | 25(3) & (4) | Yes |
| <i>Familiarization of independent directors</i> | 25 (7) | Yes |
| <i>Memberships in Committees</i> | 26(1) | Yes |
| <i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i> | 26(3) | Yes |
| <i>Disclosure of Shareholding by Non- Executive Directors</i> | 26(4) | Yes |
| <i>Policy with respect to Obligations of directors and senior management</i> | 26(2) & 26(5) | 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 Listing 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 Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. | | |



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For Minda Corporation Limited



Pardeep Mann
Company Secretary / Compliance Officer



ANNEX IV

Format to be submitted twice a year, on a half yearly basis by the listed entity at the end of every 6 months of the financial year

Half year ending – March 31, 2023

I. Disclosure of Loans / guarantees / comfort letters / securities etc. refer note below

(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 |
| KMPs or any other entity controlled by them | NIL | NIL | NIL |

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. -NO

Vinod Raheja
Group CFO

Note



1. 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;
 - a) by a government company to/ for the Government or government company
 - b) by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.
 - c) by a banking company or an insurance company; and
 - d) by the listed entity to its employees or directors as a part of the service conditions
2. If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table.