

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, 2022

**1. 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 Intended including this listed entity <i>(In reference to Regulation 174A(1))</i>	No of Independent Directors in listed entities including this listed entity <i>(In reference to provision to regulation 174A(1))</i>	Number of memberships in Audit/Stakeholder Committee(s) including this listed entity <i>(Refer Regulation 24(1) of Listing Regulations)</i>	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity <i>(Refer Regulation 24(1) of Listing Regulations)</i>
Mr.	Ashok Minda	AOEPM1451M & 00054727	Chairperson-Executive	01-08-2011	01-08-2019	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	7 years 6 Months	01-10-1938	5	5	Audit Committee:- 7 Stakeholders' Relationship Committee:- 1	Audit Committee:- 1
Mr.	Ashok Kumar Jha	AAJJPJ8790P & 00170745	Independent	14-11-2014	14-11-2019	N.A	7 Years 4 Month	18-04-1947	3	3	Audit Committee:- 2 Stakeholders' Relationship Committee:- 1	Stakeholders' Relationship Committee:- 1
Mr.	Rakesh Chopra	AABPC9470D & 00032818	Independent	10-09-2014	01-04-2019	N.A	7 years 6 Months	17-10-1950	2	2	Audit Committee:- 2 Stakeholders' Relationship Committee:- 1	Audit Committee:- 1

Ms.	Pratima Ram	ABNPR894ZE & 03518633	Independent	10-11-2016	10-11-2021	N.A	5 Years 4 Month	29-08-1950	1	1	Audit Committee:- 5	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	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: No												
<p><i>\$PAN of any director would not be displayed on the website of Stock Exchange &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. 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. Ashim Vohra Mr. Aakash Minda	Nominee Director Independent COO Executive	25-03-2021 28-05-2019 06-11-2019 17-12-2021	17-12-2021
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.
<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><b>III. Meeting of Board of Directors</b></p>						
	<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Whether requirement of Quorum met*</i>	<i>Number of Directors present*</i>	<i>Number of independent directors present*</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
	02.11.2021	04.02.2022	Yes	8	4	79 days
	16.11.2021	03.03.2022	Yes	8	4	26 days
		29.03.2022	Yes	8	4	25 days
<p><i>* to be filled in only for the current quarter meetings</i></p>						

IV. Meetings of Committees						
Type of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee	04.02.2022	Yes	4	4	02.11.2021	93 days
Nomination & Remuneration Committee	14.01.2022	Yes	3	3	08.10.2021	45 days
Stakeholders Relationship Committee'	29.03.2022	Yes	3	3	29.11.2021	75 days
Risk Management Committee	21.03.2022	Yes	-	-	28.09.2021	173 days
	-	-	-	-	17.12.2021	-
* 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)	
Whether prior approval of audit committee obtained					refer note below	
					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/NA. 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 "NA." 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. YES
  - 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 1<sup>st</sup> 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	Yes
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 Number</i>	<i>Compliance status</i> (Yes/No/NA)refer note below
<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 &amp; 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 &amp; 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 &amp; 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.

**For Minda Corporation Limited**



**Pardeep Mann**  
Company Secretary / Compliance Officer



**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, 2022**

**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: (Amount In INR)

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	20,00,000	19,00,000

(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

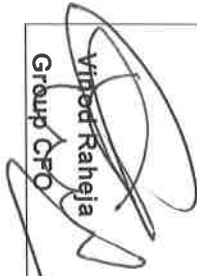
KMPs or any other entity controlled by them	NIL	NIL	NIL
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(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

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	NIL	NIL	NIL
KMPs 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.

  
 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...*