

**COMPLIANCE REPORT ON CORPORATE GOVERNANCE**  
For the Quarter ended September 30, 2020

1. Name of Listed Entity: **Minda Corporation Limited**
2. Quarter ending: **September 30, 2020**

Composition of Board of Directors													
Title (Mr./Mrs.)	Name of the Director	PAN & DIN	Category (Chairperson /Executive/ Non-Executive/ independent/ Nominee) *	DOB	Whether SR Passed, If YES, Date of SR (Regulation 17(1) of LODR)	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	No. of Independent Directorship	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	29-06-1961	NA	01-08-2011	01-08-2019	N.A	N.A	1	NIL	NIL	NIL
Mr.	Avinash Parkash Gandhi	AAAPG2351A & 00161107	Independent	01-10-1938	YES 24-03-2019	10-09-2014	01-04-2019	N.A	6 years	5	5	Audit Committee: -5 Stakeholders' Relationship Committee: - 1	Audit Committee:- 1
Mr.	Ashok Kumar Jha	AAJPJ8790P & 00170745	Independent	18-04-1947	NA	14-11-2014	14-11-2019	N.A	5 Years 10 Month	3	3	Audit Committee: - 2 Stakeholders' Relationship Committee: - 1	Stakeholders' Relationship Committee:- 1

Mr.	Rakesh Chopra	AABPC9470D & 00032818	Independent	17-10-1950	NA	10-09-2014	01-04-2019	N.A	6 years	2	2	Audit Committee:- 2 Stakeholders' Relationship Committee:- 1	Audit Committee:- 2
Mr.	Laxman Ramnarayan	AAEPR3813N & 03033960	Executive Director & Group CFO	11-11-1967	NA	24-05-2017	01-09-2019	N.A	N.A	1	NIL	Stakeholders' Relationship Committee:- 1	NIL
Ms.	Pratima Ram	ABNPR8942E & 03518633	Independent	29-08-1950	NA	10-11-2016	-	N.A	3 Years 11 Month	4	4	Audit Committee:- 5 Stakeholders' Relationship Committee:- 1	NIL

PAN number of any director would not be displayed on the website of Stock Exchange & 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

\* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of listed entity in continuity without any cooling off period.

Composition of Committees			
Name of Committee	Name of Committee members	Category (Chairperson/Executive/ Non-Executive/independent/ Nominee)	Date of Appointment
1. Audit Committee	Mr. Rakesh Chopra (Chairman) Mr. Avinash P. Gandhi Mr. Ashok Kumar Jha	Independent Independent Independent	27-05-2010 28-10-2006 14-11-2014
2. Nomination & Remuneration Committee	Mr. Avinash P. Gandhi (Chairman) Mr. Rakesh Chopra Mr. Ashok Kumar Jha	Independent Independent Independent	08-01-2007 05-07-2011 24-05-2017
3. Risk Management Committee	Mr. R. Laxman (Chairman) Mr. Ashok Kumar Jha Mr. Ashim Vohra	Executive Independent COO	28-05-2019 28-05-2019 06-11-2019
4. Stakeholders Relationship Committee'	Mr. Ashok Kumar Jha (Chairman) Mr. Avinash P. Gandhi Mr. Laxman Ramnarayan	Independent Independent Executive	24-05-2017 28-10-2006 24-05-2017
5. Corporate Social Responsibility Committee	Mrs. Pratima Ram (Chairperson) Mr. Avinash P. Gandhi Mr. Ashok Minda	Independent Independent Executive	24-05-2017 12-02-2014 12-02-2014



<sup>&</sup>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

<b>III. Meeting of Board of Directors</b>			
<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>Maximum gap between any two consecutive (in number of days)</i>	
09.06.2020	15.07.2020	35 days	
	13.08.2020	28 days	
<b>IV. Meeting of Audit Committees</b>			
<i>Date(s) of meeting of the committee in the relevant quarter (Audit Committee)</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
15.07.2020	Yes	18.06.2020	26 days
13.08.2020	Yes		28 days

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

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\*\* Due to COVID -19 the gap between the meetings was more than 120 days, The Company has availed the extension given by SEBI.

<b>V. Related Party Transactions</b>	
<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by 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.

**VI. Affirmations**

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. **YES**
- The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
  - Audit Committee **YES**

- b. Compensation/ Nomination & Remuneration Committee **YES**
  - c. Stakeholders Relationship Committee **YES**
  - d. Risk Management Committee **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. **YES**

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**For Minda Corporation Limited**



**Pardeep Mann**  
**Company Secretary / Compliance Officer**

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**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.

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Securities and Exchange Board of India

ANNEXURE III

**Format to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year**

I Affirmations

<b>Broad heading</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b> <small>refer note below</small>
<i>Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website</i>	46(2)	Yes
<i>Presence of Chairperson of Audit Committee at the Annual General Meeting</i>	18(1)(d)	Yes
<i>Presence of Chairperson of the nomination and remuneration committee at the annual general meeting</i>	19(3)	Yes
<i>Presence of Chairperson of Stakeholders relationship Committee at the annual general meeting</i>	20(3)	Yes
<i>Whether "Corporate Governance Report" disclosed in Annual Report</i>	34(3) read with para C of Schedule V	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.
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**Name & Designation**  
**Pardeep Mann**  
**Company Secretary / Compliance Officer**

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