

COMPLIANCE REPORT ON CORPORATE GOVERNANCE
For the Quarter ended September 30, 2019

1. Name of Listed Entity: Minda Corporation Limited
2. Quarter ending: September 30, 2019

Composition of Board of Directors

Title (Mr./Mrs.)	Name of the Director	PAN & DIN	Category (Chairperson /Executive/ Non-Executive/ independent/ Nominee) *	DOB	Date of Appointment in the Current term/cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	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	01-08-2011	N.A	1	Stakeholders' Relationship Committee:- 1 Nomination and Remuneration Committee:- 1	NIL
Mr.	Sudhir Kashyap	AAFPK0303H & 06573561	Executive	16-12-1964	05-05-2013	N.A	1	NIL	NIL
Mr.	Avinash Parkash Gandhi	AAAPG2351A & 00161107	Independent	01-10-1938	10-09-2014	5 years	5	Audit Committee:-5 Stakeholders' Relationship Committee:- 2 Nomination and Remuneration Committee:- 6	Audit Committee:- 1 Nomination and Remuneration Committee:- 1
Mr.	Ashok Kumar Jha	AAJPJ8790P & 00170745	Independent	18-04-1947	14-11-2014	4 Years 10 Month	3	Audit Committee:- 3 Nomination and Remuneration Committee:- 2 Stakeholders' Relationship Committee:- 1	Stakeholders' Relationship Committee:- 1



Mr.	Rakesh Chopra	AABPC9470D & 00032818	Independent	17-10-1950	10-09-2014	5 Years	2	Audit Committee:- 2 Stakeholders' Relationship Committee:- 1 Nomination and Remuneration Committee:- 1	Audit Committee:- 2
Mr.	Laxman Ramnarayan	AAEPR3813N & 03033960	Executive	11-11-1967	01-09-2019	N.A	1	Stakeholders' Relationship Committee:- 1	NIL
Ms	Pratima Ram	ABNPR8942E & 03518633	Independent	29-08-1950	10-11-2016	2 Years 10 Month	5	Audit Committee:- 3 Nomination and Remuneration Committee:-2	Audit Committee:- 1

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

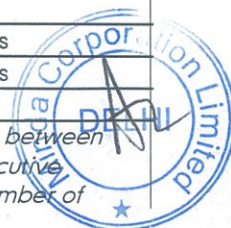
* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

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. Sudhir Kashyap	Non-Executive Independent Executive	28-05-2019 28-05-2019 28-05-2019
4. Stakeholders Relationship Committee'	Mr. Ashok Kumar Jha (Chairman) Mr. Avinash P. Gandhi Mr. Laxman Ramnarayan	Independent Independent Non-Executive	24-05-2017 28-10-2006 24-05-2017
5. Corporate Social Responsibility Committee	Mrs. Pratima Ram (Chairperson) Mr. Avinash P. Gandhi Mr. Sudhir Kashyap Mr. Ashok Minda	Independent Independent Executive Executive	24-05-2017 12-02-2014 12-02-2014 12-02-2014

[&]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	Maximum gap between any two consecutive (in number of days)	
04.04.2019	12.08.2019	75 days	
28.05.2019	26.09.2019	44 days	
IV. Meeting of Audit Committees			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of



(Audit Committee)	(details)		days*
12.08.2019	Yes	28.05.2019	53 days
21.08.2019	Yes		8 days
26.09.2019	Yes		35 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)
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**
 - Compensation/ Nomination & Remuneration Committee **YES**
 - Stakeholders Relationship Committee **YES**
 - Risk Management Committee **YES**
- 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**
- 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**
- This report and/or the report submitted in the previous quarter has been placed before Board of Directors. **YES**

For Minda Corporation Limited

Ajay Sancheti



Ajay Sancheti
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.



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		
Broad heading	Regulation Number	Compliance status (Yes/No/NA) ^{refer note below}
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Presence of Chairperson of Stakeholders relationship Committee at the annual general meeting	20(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	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.


Name & Designation
Ajay Sancheti
Company Secretary / Compliance Officer

