

COMPLIANCE REPORT ON CORPORATE GOVERNANCE
For the Quarter ended March 31, 2020

1. Name of Listed Entity: **Minda Corporation Limited**
2. Quarter ending: **March 31, 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	5 years 6 Month	5	5	Audit Committee: -8 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 4 Month	3	3	Audit Committee: - 2 Stakeholders' Relationship Committee: - 1	Stakeholders' Relationship Committee:- 1

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Mr.	Rakesh Chopra	AABPC9470D & 00032818	Independent	17-10-1950	NA	10-09-2014	01-04-2019	N.A	5 years 6 Month	2	2	Audit Committee:- 2 Stakeholders' Relationship Committee:- 1	Audit Committee:- 2
Mr.	Laxman Ramnarayan	AAEPR3813N & 03033960	Executive & 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 4 Month	3	3	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

&Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write

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all categories separating them with hyphen

III. Meeting of Board of Directors			
<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>	
06.11.2019	06.02.2020	91 days	
IV. Meeting of Audit Committees			
<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>
06.02.2020	Yes	06.11.2019	41 days
	Yes	18.12.2019	49 days

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

* 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	
<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

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requirements) Regulations, 2015.

- a. 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**

For Minda Corporation Limited



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 II


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

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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 & 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</i>	23(2),(3)	Yes

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<i>related party transactions approval for material related party transactions</i>		
<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		
<p>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.</p> <p>2 If status is "No" details of non-compliance may be given here.</p> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p>		
III Affirmations:		
<p>The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.</p>		
Name & Designation		
		
<p>Ajay Sancheti Company Secretary / Compliance Officer</p>		