

COMPLIANCE REPORT ON CORPORATE GOVERNANCE
For the Quarter ended December 31, 2017

1. Name of Listed Entity: Minda Corporation Limited
2. Quarter ending: December 31, 2017

Composition of Board of Directors								
Title (Mr./Mrs.)	Name of the Director	PAN & DIN	Category (Chairperson /Executive/ Non-Executive/ independent/ Nominee) *	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	01-08-2011	N.A	1	Audit Committee Member:- 1 Stakeholders' Relationship Committee:- 1 Nomination and Remuneration Committee:- 2	NIL
Mr.	Sudhir Kashyap	AAFPG0303H & 06573561	Executive	05-05-2013	N.A	1	NIL	NIL
Mr.	Avinash Parkash Gandhi	AAAPG2351A & 00161107	Independent	10-09-2014	3 Years 3 Months 21 days	4	Audit Committee:- 5 Stakeholders' Relationship Committee:- 2 Nomination and Remuneration Committee:- 6	Audit Committee:- 1 Nomination and Remuneration Committee 1
Mr.	Ashok Kumar Jha	AAJPG8790P & 00170745	Independent	14-11-2014	3 Year 1 Month 17 days	3	Audit Committee:- 4 Nomination and Remuneration Committee:- 3 Stakeholders' Relationship Committee:- 1	Stakeholders' Relationship Committee:- 1



Mr.	Rakesh Chopra	AABPC9470D & 00032818	Independent	10-09-2014	3 Years 3 Months 21 days	2	Audit Committee:- 3 Stakeholders' Relationship Committee:- 1 Nomination and Remuneration Committee:- 2	Audit Committee:- 2
Mr.	Laxman Ramnarayan	AAEPR3813N & 03033960	Non-Executive	24-05-2017	N.A	1	Stakeholders' Relationship Committee:- 1	NIL
Mrs	Pratima Ram	ABNPR8942E & 03518633	Independent	10-11-2016	1 Year 1 Month 21 Days	5	Audit Committee:- 2 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.

II. Composition of Committees		
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/ Nominee)
1. Audit Committee	Mr. Rakesh Chopra (Chairman) Mr. Avinash P. Gandhi Mr. Ashok Kumar Jha	Independent Independent Independent
2. Nomination & Remuneration Committee	Mr. Avinash P. Gandhi (Chairman) Mr. Rakesh Chopra Mr. Ashok Kumar Jha	Independent Independent Independent
3. Risk Management Committee (if applicable)	Not Applicable	
4. Stakeholders Relationship Committee'	Mr. Ashok Kumar Jha (Chairman) Mr. Avinash P. Gandhi Mr. Laxman Ramnarayan	Independent Independent Non-Executive
5. Corporate Social Responsibility Committee	Mrs. Pratima Ram (Chairperson) Mr. Avinash P. Gandhi Mr. Sudhir Kashyap Mr. Ashok Minda	Independent Independent Executive Executive

&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)	
13.09.2017	11.11.2017	58 days	
IV. Meeting of Audit Committees			
Date(s) of meeting of the committee in the relevant quarter (Audit Committee)	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
11.11.2017	Yes (All members were	10.08.2017	92 days



	present)		
13.12.2017	Yes (All members were present)	13.09.2017	90 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

- 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. Compensation/ Nomination & Remuneration Committee **YES**
 - c. Stakeholders Relationship Committee **YES**
 - d. Risk Management Committee **(N.A)**
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.

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		
Item	Compliance status (Yes/No/NA) refer note below	
Details of business		
Terms and conditions of appointment of independent directors		
Composition of various committees of board of directors		
Code of conduct of board of directors and senior management personnel		
Details of establishment of vigil mechanism/ Whistle Blower policy		
Criteria of making payments to non-executive directors		
Policy on dealing with related party transactions		
Policy for determining 'material' subsidiaries		
Details of familiarization programmes imparted to independent directors		
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances		
email address for grievance Redressal and other relevant details		
Financial results		
Shareholding		
Details of agreements entered into with the media companies and/or their associates		
New name and the old name of the listed entity		
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	
Board composition	17(1)	
Meeting of Board of directors	17(1)	
Review of Compliance Reports	17(3)	
Plans for orderly succession for appointment	17(4)	
Code of Conduct	17(5)	
Fees/compensation	17(6)	
Minimum Information	17(7)	
Compliance Certificate	17(8)	
Risk Assessment & Management	17(9)	
Performance Evaluation of Independent Director	17(10)	
Composition of Audit Committee	18(1)	
Meeting of Audit Committee	18(2)	
Composition of nomination & remuneration committee	19 (1) & (2)	
Composition of Stakeholder Relationship Committee	20 (1) & (2)	



<i>Composition of role of risk management committee</i>	21 (1),(2),(3),(4)	
<i>Vigil Mechanism</i>	22	
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) & (8)	
<i>Prior or Omnibus approval of Audit Committee for all related party transactions approval for material related party transactions</i>	23(2),(3)	
<i>Approval for material related party transactions</i>	23(4)	
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	
<i>Maximum Directorship & Tenure</i>	25 (1) & (2)	
<i>Meeting of independent directors</i>	25(3) & (4)	
<i>Familiarization of independent directors</i>	25 (7)	
<i>Memberships in Committees</i>	26(1)	
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	
<i>Disclosure of Shareholding by Non- Executive Directors</i>	26(4)	
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	
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:		
The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.		
Name & Designation		
Ajay Sancheti Company Secretary / Compliance Officer		





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) <small>refer note below</small>
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)	
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	
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		

