

1. Name of Listed Entity: **Minda Corporation Limited**
2. Quarter ending: **March 31, 2016**

Composition of Board of Directors								
Title (Mr./Ms.)	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:- 2 Shareholders' Grievances Committee:- 1 Nomination and Remuneration Committee:- 4	NIL
Mr.	Sudhir Kashyap	AAFPK0303H & 06573561	Executive	05-05-2013	N.A.	1	NIL	NIL
Mr.	Avinash Parkash Gandhi	AAAPG2351A & 00161107	Independent	28.01.2006	10 Years 2 Months	4	Audit Committee Member:- 7 Shareholders' Grievances Committee:- 1 Nomination and Remuneration Committee:- 8	Audit Committee Chairman:- 1 Shareholders' Grievances Committee Chairman:- 1 Nomination and Remuneration Committee Chairman:- 1
Mr.	Sunil Behari Mathur	AGWPM9645F & 00013239	Independent	07.01.2015	1 Year 2 Months	7	Audit Committee Member:- 5 Shareholders' Grievances Committee:- 1	Audit Committee Chairman:- 2



Mr.	Ashok Kumar Jha	AAJPJ8790P & 00170745	Independent	14.11.2014	1 Year 4 Months	3	Audit Committee Member:- 4 Nomination and Remuneration Committee:- 1	NIL
Mr.	Rakesh Chopra	AABPC9470D & 00032818	Independent	27-05-2010	5 Years 10 Months	2	Audit Committee Member:- 3 Shareholders' Grievances Committee:- 1 Nomination and Remuneration Committee:- 2	Audit Committee Chairman:- 1
Mr.	Laxman Ramnarayan	AAEPR3813N & 03033960	Non-Executive	28-03-2011	N.A	1	Audit Committee Member:- 2 Shareholders' Grievances Committee:- 1 Nomination and Remuneration Committee:-2	NIL
Mrs.	Thankom T. Mathew	ADEPM8050B & 00025326	Independent	27-03-2015	1 Year	1	NIL	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 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	Chairperson/Independent
	Mr. Avinash P. Gandhi	Independent
	Mr. Ashok Kumar Jha	Independent
	Mr. Sunil Behari Mathur	Independent
	Mr. Laxman Ramnarayan	Non-Executive
2. Nomination & Remuneration Committee	Mr. Avinash P. Gandhi	Chairperson/Independent
	Mr. Rakesh Chopra	Independent



	Mr. Laxman Ramnarayan	Non-Executive
3. Risk Management Committee (if applicable)	NA	NA
4. Stakeholders Relationship Committee'	Mr. Avinash P. Gandhi	Chairperson/Independent
	Mr. Laxman Ramnarayan	Non-Executive
	Mr. Ashok Minda	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)	
04.11.2015	09.02.2016	96 days	
-	09.03.2016	28	
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*
09.02.2016	Yes, all 5 members were present	04.11.2015	96 days
		17.12.2015	53 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) <small>refer note below</small>
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.
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & remuneration committee
 - c. Stakeholders relationship committee
 - 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.
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.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:


Name & Designation: 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	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	Yes	
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (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



Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19 (1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20 (1) & (2)	Yes
Composition of role of risk management committee	21 (1),(2),(3),(4)	N.A
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions approval for material related party transactions	23(2),(3)	Yes
Approval for material related party transactions	23(4)	N.A
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25 (1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25 (7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

Note

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- 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.

Name & Designation

Ajay Sancheti
Company Secretary / Compliance Officer

