

## Quarterly Compliance Report on Corporate Governance

Name of the Company: Minda Corporation Limited

Quarter ending on: June 30, 2014

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
<b>I. Board of Directors</b>	49(1)		
(A) Composition of Board	49 (IA)	Yes	-----
(B) Non-executive Directors' compensation & disclosures	49 (IB)	Yes	-----
(C) Other provisions as to Board and Committees	49 (IC)	Yes	-----
(D) Code of Conduct	49 (ID)	Yes	Displayed on Co's website
<b>II. Audit Committee</b>	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	-----
(B) Meeting of Audit Committee	49 (IIB)	Yes	-----
(C) Powers of Audit Committee	49 (IIC)	Yes	-----
(D) Role of Audit Committee	49 II(D)	Yes	-----
(E) Review of Information by Audit Committee	49 (IIE)	Yes	-----
<b>III. Subsidiary Companies</b>	49 (III)	Yes	The Company has foreign as well as Indian Subsidiary Companies.
<b>IV. Disclosures</b>	49 (IV)		
(A) Basis of related party transactions	49 (IV A)	Yes	Disclosure related to Financial year 2013-14 will be part of the Annual Report of 2013-14
(B) Disclosure of Accounting Treatment	49 (IV B)	Yes	Disclosure related to Financial year 2013-14 will be part of the Annual Report of 2013-14
(C) Board Disclosures	49 (IV C)	Yes	Disclosure related to Financial year 2013-14 will be part of the Annual Report of 2013-14
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	Yes	Disclosure related to Financial year 2013-14 will be part of the Annual Report of 2013-14
(E) Remuneration of Directors	49 (IV E)	Yes	Disclosure related to Financial year 2013-14 will be part of the Annual Report of 2013-14



(F) Management	49 (IV F)	Yes	Disclosure related to Financial year 2013-14 will be part of the Annual Report of 2013-14
(G) Shareholders	49 (IV G)	Yes	Disclosure related to Financial year 2013-14 will be part of the Annual Report of 2013-14
V. CEO/CFO Certification	49 (V)	Yes	CEO/ CFO certification related to Financial year 2013-14 will be part of the Annual Report of 2013-14
VI. Report on Corporate Governance	49 (VI)	Yes	Report on Corporate Governance related to Financial year 2013-14 will be part of the Annual Report of 2013-14
VII. Compliance	49 (VII)	Yes	Compliance related to Financial year 2013-14 will be part of the Annual Report of 2013-14

**Note:**

1. The details under each head shall be provided to incorporate all the information required as per the provisions of the Clause 49 of the Listing Agreement.
2. In the column No.3, compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the Clause 49 I of the Listing Agreement, "Yes" may be indicated. Similarly, in case the company has no related party transactions, the words "N.A." may be indicated against 49 (IV A).
3. In the remarks column, reasons for non-compliance may be indicated, for example, in case of requirement related to circulation of information to the shareholders, which would be done only in the AGM/EGM, it might be indicated in the "Remarks" column as – "will be complied with at the AGM". Similarly, in respect of matters which can be complied with only where the situation arises, for example, "Report on Corporate Governance" is to be a part of Annual Report only, the words "will be complied in the next Annual Report" may be indicated.

For Minda Corporation Limited

*Ajay Sancheti*



Ajay Sancheti  
Company Secretary  
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F5605

CIN No.: L74899DL1985PLC020401