

Report on Corporate Governance to be submitted by a listed entity on quarterly basis


1. Name of Listed Entity: Minda Corporation Limited
2. Quarter ending: September 30, 2022

I. Composition of Board of Directors												
Title (Mr./Ms)	Name of the Director	PAN & DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) &	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure *	Date of Birth	No. Of directorship in listed entities including this listed entity	No of Independent Directors in listed entities including this listed entity (in reference to provision 17A(1))	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson/ 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	01-08-2022	N.A	N.A	29-06-1961	1	NIL	NIL	NIL
Mr.	Avinash Parkash Gandhi	AAAPG2351A & 00161107	Independent	10-09-2014	01-04-2019	N.A	7 years 9 Months	01-10-1938	5	5	Audit Committee:- 4	Audit Committee:- 2
Mr.	Ashok Kumar Jha	AAJPJ8790P & 00170745	Independent	14-11-2014	14-11-2019	N.A	7 Years 7 Months	18-04-1947	3	3	Stakeholders' Relationship Committee:- 1 Audit Committee:- 2	Stakeholders' Relationship Committee:- 1
Mr.	Rakesh Chopra	AABPC9470D & 00032818	Independent	10-09-2014	01-04-2019	N.A	7 years 9 Months	17-10-1950	2	2	Audit Committee:- 1 Stakeholders' Relationship Committee:- 1	Audit Committee:- 1

Ms.	Pratima Ram	ABNPR894ZE & 03518633	Independent	10-11-2016	10-11-2021	N.A	5 Years 7 Months	29-08-1950	2	2	Audit Committee:- 3 Stakeholders' Relationship Committee:- 1	Audit Committee:- 1
Mr.	Aakash Minda	ATFPM6371A & 06870774	Executive Director	05-11-2020	-	N.A	N.A	29-08-1989	1	NIL	NIL	NIL
Mr	Naresh Kumar Modi	AGWPM3900D & 00089536	Executive Director	11-12-2020	-	N.A	N.A	13-05-1966	1	NIL	NIL	NIL
Mr.	Ravi Sud	AHKPS6347K & 00074720	Nominee Director / Non-Executive Director	25-03-2021	-	N.A	N.A	07-03-1954	1	NIL	Stakeholders' Relationship Committee:- 1	NIL
			Whether Regular chairperson appointed: Yes									
			Whether Chairperson is related to managing director or CEO: Yes, Mr. Ashok Minda is Chairman & Group CEO									
			<p><i>PAN of any director would not be displayed on the website of Stock Exchange</i></p> <p><i>& Category of directors means executive/hon-executive/Independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen</i></p> <p><i>* 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.</i></p>									

II. Composition of Committees						
Sr. No	Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/ Non- Executive/Independent /Nominee) \$	Date of Appointment	Date of Cessation
1.	Audit Committee	Yes	Mrs. Pratima Ram (Chairperson) Mr. Rakesh Chopra Mr. Avinash P. Gandhi Mr. Ashok Kumar Jha	Independent	12-08-2021 27-05-2010 28-10-2006 14-11-2014	N.A.
2.	Nomination & Remuneration Committee	Yes	Mr. Avinash P. Gandhi (Chairman) Mr. Rakesh Chopra Mr. Ashok Kumar Jha	Independent	08-01-2007 05-07-2011 24-05-2017	N.A.
3	Risk Management Committee (if applicable)	Yes	Mr. Ravi Sud (Chairman) Mr. Ashok Kumar Jha Mr. Aakash Minda	Nominee Director Independent Executive	25-03-2021 28-05-2019 17-12-2021	N.A.
4	Stakeholders Relationship Committee'	Yes	Mr. Ashok Kumar Jha (Chairman) Mr. Avinash P. Gandhi Mr. Ravi Sud	Independent Independent Nominee Director /NED	24-05-2017 28-10-2006 25-03-2021	N.A.
5	Corporate Social Responsibility	Yes	Mrs. Pratima Ram (Chairperson) Mr. Avinash P. Gandhi Mr. Ashok Minda	Independent Independent Executive	24-05-2017 12-02-2014 12-02-2014	N.A.
<p><i>\$ 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</i></p>						
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	Whether require Quorum met**	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive (in number of days)
	17.05.2022	05.08.2022	Yes	8	4	79 days
* to be filled in only for the current quarter meetings						
IV. Meetings of Committees						

Name of Committee	Date(s) of meeting of the committee of previous quarter and current quarter in relevant quarter (in chronological order)	Whether requirement of Quorum met (detail (details)*)	Total Number of Directors as on date of the meeting	Number of Directors present (All Directors including Independent Director)	Number of independent directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)	Maximum gap between any two consecutive meetings in number of days*
Audit Committee	28.04.2022	Yes	4	3	3	0	
	16.05.2022	Yes	4	4	4	0	17 days
	04.08.2022	Yes	4	4	4	0	79 days
	05.08.2022	Yes	4	4	4	0	Nil
	10.06.2022	Yes	3	2	1	0	
Risk Management Committee	23.09.2022	Yes	3	3	1	0	104 days
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional							
**to be filled in only for the current quarter meetings							
V. Related Party Transactions							
						Compliance status (Yes/No/NA)	
Subject						refer note below	
Whether prior approval of audit committee obtained						Yes	

Whether shareholder approval obtained for material RPT	There were no material RPT
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	Yes
<p>Note:</p> <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>VI. Affirmations</p>	
<p>1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015. YES</p> <p>2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. YES</p> <ul style="list-style-type: none"> a. Audit Committee YES b. Nomination & Remuneration Committee YES c. Stakeholders Relationship Committee YES d. Risk management committee (applicable to the top 100 listed entities) YES <p>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</p> <p>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</p> <p>5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of the board of directors may be mentioned here. YES</p>	
<p>For Minda Corporation Limited</p> <div style="text-align: center;">  </div> <p>Pardeep Mann Company Secretary / Compliance Officer</p>	

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	Compliance status (Yes/No/NA) refer note below	Web Address
Item	Yes	https://sparkminda.com/
Details of business	Yes	https://sparkminda.com/wp-content/uploads/2020/01/Nomination-Remuneration-and-Board-Diversity-Policy.pdf
Terms and conditions of appointment of independent directors	Yes	https://sparkminda.com/wp-content/uploads/2022/04/Board-Committees-Final.pdf
Composition of various committees of board of directors	Yes	https://sparkminda.com/wp-content/uploads/2020/04/Code-of-Conduct.pdf
Code of conduct of board of directors and senior management personnel	Yes	https://sparkminda.com/wp-content/uploads/2022/04/Whistle-Blower-Policy-unsigned.pdf
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	https://sparkminda.com/wp-content/uploads/2022/04/Criteria-for-making-payment-to-Non-Executive-Directors.pdf
Criteria of making payments to non-executive directors	Yes	https://sparkminda.com/wp-content/uploads/2022/02/Annexure-XII-Related-Party-Transactions-Policy.pdf
Policy on dealing with related party transactions	Yes	https://sparkminda.com/wp-content/uploads/2020/04/Policy-on-Material-Non-Listed-Subsidiary.pdf
Policy for determining 'material' subsidiaries	Yes	The Company is providing Industry & other relevant information to the Board of Directors in every Board Meeting with their specific Business presentation. Please refer link - https://sparkminda.com/earning-release-presentation/
Details of familiarization programmes imparted to independent directors	Yes	https://sparkminda.com/wp-content/uploads/2022/09/Company-Information.pdf
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	https://sparkminda.com/wp-content/uploads/2022/09/Company-Information.pdf
email address for grievance Redressal and other relevant details	Yes	https://sparkminda.com/wp-content/uploads/2022/09/Company-Information.pdf

Financial results	Yes	https://sparkminda.com/financial-results/
Shareholding	Yes	https://sparkminda.com/shareholding-patterns/
Details of agreements entered into with the media companies and/or their associates	N.A	N.A
New name and the old name of the listed entity	N.A	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	https://sparkminda.com/stock-intimation/
Advertisements as per regulation 47 (1)	Yes	https://sparkminda.com/other-disclosures/
Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	Yes	https://sparkminda.com/other-disclosures/
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	https://sparkminda.com/annual-reports-of-subidiaries/
Whether Company has provided information under separate section on its website as per Regulation 46(2)	Yes	https://sparkminda.com/
Materiality Policy as per Regulation 30	Yes	https://sparkminda.com/wp-content/uploads/2020/04/Policy-on-Determination-and-Disclosure-of-Materiality-of-Events.pdf
Dividend Distribution Policy as per Regulation 43 A (as applicable)	Yes	https://sparkminda.com/wp-content/uploads/2020/04/Dividend-Policy.pdf
It is certified that these contents on website of the listed entity are correct	Yes	https://sparkminda.com/
II Annual Affirmations		
<i>Particulars</i>	<i>Regulation Number</i>	<i>Compliance status (Yes/No/NA)refer note below</i>
<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 related party transactions approval for material related party transactions</i>	23(2),(3)	Yes
<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) &	Yes

	(4)	
<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
<p>Note</p> <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> <p>III Affirmations:</p> <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> <p>Yes</p>		
<p>For Minda Corporation Limited</p> <p></p> <p>Pardeep Mann Company Secretary / Compliance Officer</p>		

Additional Half Yearly Disclosure

Format to be submitted twice a year, on a half yearly basis by the listed entity at the end of every 6 months of the financial year

Half year ending – September 30, 2022

I. Disclosure of Loans / guarantees / comfort letters / securities etc. refer note below

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to: (Amount In INR)

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	NIL	NIL
Promoter Group or any other entity controlled by them	NIL	NIL
Directors (including relatives) or any other entity controlled by them	NIL	NIL
KMPs or any other entity controlled by them	20,00,000	13,00,000

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	NIL	NIL	NIL
Promoter Group or any other entity controlled by them	NIL	NIL	NIL
Directors (including relatives) or any other entity controlled by them	NIL	NIL	NIL




KMPs or any other entity controlled by them	NIL	NIL	NIL	NIL
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(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	NIL	NIL	NIL
Promoter Group or any other entity controlled by them	NIL	NIL	NIL
Directors (including relatives) or any other entity controlled by them	NIL	NIL	NIL
KMPs entity controlled by them	NIL	NIL	NIL

II. Affirmations:
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.


Vinod Rabeja
Group CFO

Note
1. These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;
a) by a government company to/ for the Government or government company
b) by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.
c) by a banking company or an insurance company ; and
d) by the listed entity to its employees or directors as a part of the service conditions
2. If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table..

