UNO MINDA LIMITED

Compliance Report on Corporate Governance

Name of the Listed Entity: Uno Minda Limited Quarter ended on : 31 March, 2023

I. Composition of Board of Directors

	Name of the Director	DIN	Category (Chairperson/	Initial Date of	Date of	Date of	Tenure of	Date of Birth	No. of	No. of	Number of	No.of post of
(Mr./Ms.)			Executive/Non-Executive/ Independent / Nominee) &		Re-appointment	Cessation	directorship (in months)*		Directorship in Listed entities including this listed entity (in reference to	Independent	Memberships in Audit/Stakeholder s Committee(s) including this listed entity (Refer Regulation 26(1)	Chairperson in Audit/Stakeholder Committee held in listed entity
Mr.	NIRMAL K MINDA	00014942	Executive Director, Chairman & MD	16-09-1992	12-08-2021			07-11-1957	1	0	0	0
Mr.	ANAND KUMAR MINDA	00007964	Non-Executive - Non Independent Director	14-04-2011	16-09-2022		-	16-04-1952	1	0	2	0
Ms.	PARIDHI MINDA*	00227250	Executive Director	29-03-2019	06-08-2019		-	02-06-1982	1	0	0	0
Ms.	PARVIN TRIPATHI**	06913463	Non-Executive - Independent Director	06-02-2019	06-02-2021	06-02-2023	48.00	23-12-1949	3	3	6	1
Mr.	KRISHAN KUMAR JALAN	01767702	Non-Executive - Independent Director	16-05-2019	16-05-2021		46.16	06-06-1957	3	3	7	3
Mr.	RAVI MEHRA	01651911	Executive Director & Dy. Managing Director	01-04-2021	22-07-2021	-	-	08-04-1961	1	0	3	2
Mr.	RAKESH BATRA	06511494	Non-Executive - Independent Director	19-07-2021	19-07-2021		20.15	25-11-1955	2	2	4	0
Mr.	RAJIV BATRA	00082866	Non-Executive - Independent Director	01-04-2022	01-04-2022	-	12.00	30-09-1955	3	3	3	1
Mr.	SATISH BALKRISHNA BORWANKAR	01793948	Non-Executive - Independent Director	12-04-2022	12-04-2022		11.20	15-07-1952	1	1	. 1	. 0
Ms.	RASHMI HEMANT URDHWARESHE	08668140	Non-Executive - Independent Director	25-01-2023	25-01-2023	-	2.07	20-12-1959	2	2	2	0

^{*}step down from the Executive Directorship of the Board of the Company w.e.f. 01 April, 2023

Whether Regular Chairperson appointed.

Annexure-I

^{**}completion of the tenure at the close of business hours on 05-02-2023.

Whether Chairperson is related to Managing Director or CEO

^{\$}PAN of any director would not be displayed on the website of Stock Exchange.

[&]amp; Category of directors means executive /non-executive /Independent / nominee. If a director fits into more than one category write all categories separtely,

^{*}to be filled only for independent director. Tenure would means total period from which independent director is serving on Board of Directors of the listed entity in continuity without any cooling off period.

II Compos	sition of Committ	tees	
Name of the Co	ommittee	Name of Committee Members	Category (Chairperson/ Executive/ Non-Executive / Independent / Nominee \$
(1) Audit Committee		Ms. Pravin Tripathi *	Independent - (Chairperson)
		Mr. Rajiv Batra **	Independent - (Chairman)
		Mr. Krishan Kumar Jalan	Independent
		Mr. Rakesh Batra	Independent
		Ms. Rashmi Hemant Urdhwareshe ***	Independent

^{*}completion of tenure at the close of business hour on 05-02-2023 and accordingly ceases to be member/chairperson of the committee.

^{***}appointed a member of the committee w.e.f. 06-02-2023

Name of the Committee	Name of Committee Members	Category (Chairperson/ Executive/ Non-Executive / Independent / Nominee \$
(2) Stakeholders Relationship	Mr. Krishan Kumar Jalan	Independent - Chairman
Committee	Mr. Anand Kumar Minda	Non-Executive-Non Independent
	Ms. Pravin Tripathi*	Independent
	Mr. Rajiv Batra**	Independent

^{*}completion of tenure at the close of business hour on 05-02-2023 and accordingly ceases to be member/chairperson of the committee.

^{**}appointed as member/chairman of the committee w.e.f. 06-02-2023

Name of the Committee	Name of Committee Members	Category	
		(Chairperson/ Executive/	
		Non-Executive / Independent / Nominee \$	
(3) Nomination and Remuneration	Ms. Pravin Tripathi*	Independent – Chairperson	
Committee	Mr. Rakesh Batra**	Independent- Chairman	
	Mr. Krishan Kumar Jalan	Independent	
	Mr. Satish Balkrishna Borwankar***	Independent	

^{*}completion of tenure at the close of business hour on 05-02-2023 and accordingly ceases to be member/chairperson of the committee.



^{**}appointed as member/chairman of the committee w.e.f. 06-02-2023

^{**}appointed as chairman of the committee w.e.f. 06-02-2023

^{***}appointed as member of the committee w.e.f. 06-02-2023

Name of the Committee	Name of Committee Members	Category
		(Chairperson/ Executive/
		Non-Executive / Independent / Nominee \$
(4) Corporate Social Responsibility	Mr. Nirmal K. Minda	Non-Independent - Chairperson
Committee	Mr. Krishan Kumar Jalan	Independent
	Mr. Anand Kumar Minda	Non-Independent
	Ms. Rashmi Hemant Urdhwareshe *	Independent

^{*}appointed as member of the committee w.e.f. 06-02-2023

Name of the Committee	Name of Committee Members	Category (Chairperson/ Executive/		
		Non-Executive / Independent / Nominee \$		
(5) Risk Management Committee	Ms. Pravin Tripathi *	Independent - Chairperson		
	Mr. Satish Balkrishna Borwankar **	Independent - Chairman		
	Mr. Krishan Kumar Jalan	Independent		
	Mr. Anand Kumar Minda	Non-Independent		
	Mr. Sunil Bohra	Group CFO		

^{*}completion of tenure at the close of business hour on 05-02-2023 and accordingly ceases to be member/chairperson of the committee.

\$Category of Directors means executive /non-executive / independent/ nominee. If a director fits into more than one category, write all categories separately them with hyphen.



^{**} appointed as member/chairman of the committee w.e.f. 06-02-2023

III Meeting of	Board of Directors					
Date(s) of meeting (if any) in the previous quarter	Date of meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)	Whether requirement of Quorum met (Yes/No)	Total number of Directors on the Board including independent directors	Number of Directors present including independent director(s)	No. of Independent Directors attending the meeting
10-11-2022			Yes	9	9	5
	08-02-2023	89 days	Yes	9	8	5
	20-03-2023	39 days	Yes	9	7	4
	30-03-2023	9 days	Yes	9	9	5

IV Meeting of th	e Committee					
Date(s) of meeting (if any) in the previous quarter	Date of meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)	Whether requirement of Quorum met (Yes/No)*	Total number of Directors in the meeting including independent directors	Number of Directors present including independent Director(s) in the meeting	No. of Independent Directors attending the meeting*
Audit Committee						
09-11-2022			Yes	3	3	3
	07-02-2023	89 days	Yes	4	4	4
	20-03-2023	40 days	Yes	4	4	4
	30-03-2023	9 days	Yes	4	4	4

^{*}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

Date(s) of meeting	Date of meeting (if	Maximum gap	Whether	Total number of	Number of Directors	No. of
(if any)	any)	between any two	requirement of	Directors in the meeting	present including	Independent
in the previous	in the relevant	consecutive (in	Quorum met	including independent	independent	Directors
quarter	quarter	number of days)	(Yes/No)*	directors	Director(s) in the meeting	attending the meeting*
Stakeholders Relatio	onship Committee					
10-11-2022			Yes	3	3	2
	07-02-2023	88 days	Yes	3	inda / 3	2



Date(s) of meeting	Date of meeting (if	Maximum gap	Whether	Total number of	Number of Directors	No. of
(if any)	any)	between any two	requirement of	Directors in the meeting	present including	Independent
in the previous	in the relevant	consecutive (in	Quorum met	including independent	independent	Directors
quarter	quarter	number of days)	(Yes/No)*	directors	Director(s) in the	attending the
					meeting	meeting*
Nomination & Remu	neration Committee					
08-08-2022			Yes	3	3	3
	24-01-2023	168 days	Yes	3	3	3
	08-02-2023	14 days	Yes	3	3	3
	30-03-2023	49 days	Yes	3	3	3

Date(s) of meeting	Date of meeting (if	Maximum gap	Whether	Total number of	Number of Directors	No. of
(if any)	any)	between any two	requirement of	Directors in the meeting	present including	Independent
in the previous	in the relevant	consecutive (in	Quorum met	including independent	independent	Directors
quarter	quarter	number of days)	(Yes/No)*	directors	Director(s) in the meeting	attending the meeting*
Risk Management C	ommittee					
27-12-2022			Yes	4	2	1
	30-03-2023	92 days	Yes	4	3	1

^{*}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	
Subject	Compliance status (Yes/NO/NA) refer note below
Whether prior approval of Audit Committee obtained?	Yes
Whether shareholders' approval obtained for material RPT?	NA
Whether details of RPT entered into pursuant to omnibus approval have been revi	ewed
by Audit Committee?	

Note

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/NO/NA. For example, if Board has been composed in accordance with the requirements of Listing Agreements, "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)
- a) The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015

(Yes)

- b) Audit Committee
- c) Nomination & Remuneration Committee
- d) Stakeholders Relationship Committee
- e) Risk management committee (applicable to the top 1000 listed entities)

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- 2. The Committee Members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing (Yes) obligations and disclosure requirements) Regulations, 2015.
- 3. The meetings of the Board of Directors and the above Committees have been conducted in the manner as specified in SEBI (Yes) (Listing obligations and disclosure requirements) Regulations, 2015.
- 4. This report and/or the report submitted in the previous quarter have been placed before Board of Director. Any comments/ observations/advice of Board of Director may be mentioned here.

The report of previous quarter ended on 31 December, 2022 has been placed before the Board of Directors. The report for the quarter ended on 31 March, 2023 will be placed before the Board.

For Uno Minda Limited

Tarun Kumar Srivastava

Company Secretary & Compliance Officer

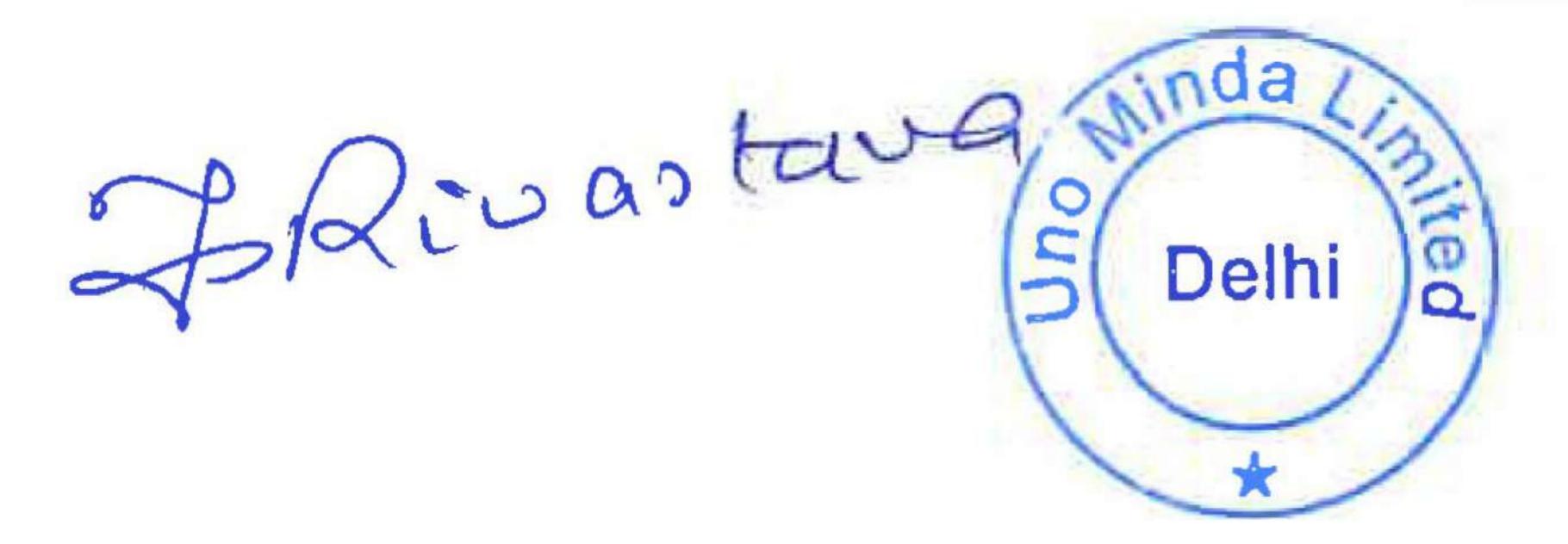
Place: Gurugram (Haryana) Date: 19 April, 2023

MINDA INDUSTRIES LTD.

Compliance Report on Corporate Governance Financial Year ended on 31 March, 2023

I. Disclosure on website in terms of Listing Regulations

Item	Compliance Status (Yes/No/NA) refer note below
As per regulation 46(2) of the LODR:	
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 Pattern	Yes
Details of agreements entered into with the media companies and/or their associates	NA



Yes
Yes
Yes
Yes
Yes
Yes
Yes
Yes
Yes



II. Annual Affirmations

Particulars	Regulation Number	Compliance Status (Yes/No/NA) refer note below
Independent director(s) have been appointed in terms of	16(1)(b) & 25(6)	Yes
specified criteria of 'independence' and/or eligibility'	47/4\ 47/4\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\	
Board Composition	17(1),17(1A) & 17(1B)	Yes
Meeting of Board of Directors	17(2)	Yes
Quorum of Board Meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees / Compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of the Board	17(11)	Yes
Maximum number of Directorships	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of the Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2)& 20(2A)	Yes
Meeting of the Stakeholder Relationship Committee	20(3A)	Yes
Composition and role of Risk Management Committee	21(1),(2), (3) (4)	Yes
Meeting of the Risk Management Committee	21(3A)	Yes



Vigil Mechanism	22	Yes
Policy for Related Party Transaction	23(1),(1A),(5), (6) & (8)	Yes
Prior or omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material Related Party Transactions	23 (4)	NA
Disclosure of related party transactions on consolidated basis	23(9)	Yes
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
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	Yes
Maximum Tenure	25(2)	Yes
Meeting of Independent Directors	25(3) & (4)	Yes
Familiarization of Independent Directors	25 (7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
D & O insurance for independent directors	25(10)	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

- 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.

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III. Affirmations:

The Company has approved "Material Subsidiary Policy" and has complied with the applicable Corporate Governance requirements in respect of its subsidiaries.

for Uno Minda Limited

Tarun Kumar Srivastava

Company Secretary & Compliance Officer

MINDA INDUSTRIES LTD.

Compliance Report on Corporate Governance

Halfyear ended on 31 March, 2023

[Format to be submitted twice in a year, on a half yearly basis by the Listed entity at the end of every 6 months of the linancial year.]

Disclosure of Loans / Guarantees/ Comfort Letters / Securities etc. Refernote below

(A) Any Loan or any other form of debt advanced by the Listed entity directly or indirectly to :-

Entity	Attregate amount advanced during six months	Balance Outstanding at the end of six months
Promoter or any other entity controlled by	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	NIL	NIL

(B) Any guarantee/ comfort letter (by whatever named 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 (taken into account any invocation)
Promoter of any other entity controlled by them.	NIL	NIL	NIL
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them.	NIL	NIL	NIL
KMPs or any other entity controlled by them	NIL	NIL	NIL

(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 the security provided during six months	Balance Outstanding at the end of six months
Promoter of 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

It. Affirmations:

All loans (or other form of debt), guarantees, comfort letters (by whatever named called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity topromoter(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,

Varun Yumar Srivattava

Company Secretary & Compliance Officer

- Note 1 These disclosures shall exclude any loan(or other form of debt), record letter (by whatever named 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 entity to/for its subsidiary [and joint venture company] whose acounts are consolidated with the listed entity.

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- c) by a Banking Company or any 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