

MINDA FINANCE LIMITED
(CIN: L67120DL1985PLC021349)

Regd. Office: B-64/1, Wazirpur Industrial Area, Delhi- 110052

Tel: 011-4937 3931 **E-mail:** lalitk@mindagroup.com

Website: www.mindafinance.co.in

Date: 5 September 2020

Listing Compliance Deptt.

BSE Limited,

P.J. Towers, Dalal Street, Fort,

Mumbai-400 001

Scrip Code-539303

Sub: Submission of Annual Report for the F.Y. 2019-20 and Notice convening the 35th Annual General Meeting ('AGM') of the Company

Dear Sir(s),

This is in continuation of our letter dated 02 September, 2020 and pursuant to the Regulation 30 and 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith Annual Report of the Company along with Notice convening the 35th Annual General Meeting ('AGM') of the Company scheduled to be held on Wednesday, 30 September, 2020 at 12:00 Noon (IST) through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM').

The Annual Report for the F.Y. 2019-20 including AGM Notice are also available on the Company's website www.mindafinance.co.in.

This is for your information and records please.

Thanking You,

Yours Faithfully,

For Minda Finance Limited

Lalit Khubchandani

Company Secretary & Compliance Officer

Membership Number: 38912

Encl. as above




35TH ANNUAL REPORT
2019-20



MINDA FINANCE LIMITED

CIN: L67120DL1985PLC021349

REGD. OFFICE: B-64/1, WAZIRPUR INDUSTRIAL AREA,
DELHI-110052



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MINDA FINANCE LIMITED

(CIN: L67120DL1985PLC021349)

Company Information:

Board of Directors

Mr. Nirmal Kr. Minda
Non-executive Director
(DIN: 00014942)

Mr. Anand Kumar Minda
Non-executive Director
(DIN: 00007964)

Mr. Pramod Kumar Garg
Whole-time Director
(DIN: 00008042)

Ms. Shashi Kala Saini
Independent Director
(DIN: 08607321)

Ms. Seema Gupta
Independent Director
(DIN: 06944070)

Bankers:

Punjab National Bank
C-3/9, Prashant Vihar
Delhi-110085

Reference Information

Chief Financial Officer

Mr. Shashi Shankar Malviya

Company Secretary:

Mr. Lalit Khubchandani

Registered Office Address:

B-64/1, Wazirpur Industrial Area,
Delhi-110052

Corporate Office Address:

B-64/1, Wazirpur Industrial Area,
Delhi-110052

Statutory Auditors:

M/s. AHPN & Associates
Chartered Accountants

Registrar and Share Transfer Agent:

Link Intime India Pvt. Ltd.
Noble Heights, 1st floor,
Plot No NH-2, C-1 Block, LSC,
Near Savitri Market, Janakpuri,
New Delhi - 110058
Tel : 011 - 4141 0592/93/94
Telefax : 011 - 4141 0591
Email: delhi@linkintime.co.in
Contact Person: Mr. Bharat Bhushan

BOARDS' REPORT

Dear Members,

Your Directors have pleasure in presenting their 35th Annual Report on the business and operations of your Company together with the audited financial statements for the financial year ended March 31, 2020.

FINANCIAL HIGHLIGHTS

The Financial performance of your Company for the year ended March 31, 2020 is summarized below:

(Rs. in Lakhs, except per equity share data)

Particulars	Standalone		Consolidated	
	2019-20	2018-19	2019-20	2018-19
Total Income	90.16	150.46	453.96	322.87
Total expenses	100.94	89.19	243.97	485.09
Profit before Tax	(27.10)	61.27	193.67	(162.22)
Less: Tax Expense	--	16.33	0.98	22.29
Share of net profit in associates and joint ventures	--	--	(321.37)	(76.11)
Profit after tax	(27.10)	44.94	192.69	(184.51)
Earnings per share (EPS)				
Basic (in Rs.)	(1.35)	2.25	(6.43)	(13.03)
Diluted (in Rs.)	(1.35)	2.25	(6.43)	(13.03)

IND AS IMPLEMENTATION

The Company has adopted Ind AS w.e.f. 1 April 2019 with a transition date of 1 April 2018. Accordingly, results for the year ended 31 March 2020 have been prepared in accordance with Ind AS prescribed under Section 133 of the Companies Act, 2013 and other accounting principles generally accepted in India. Previous period figures have been restated as per Ind AS to make them comparable.

REVIEW OF OPERATIONS

STANDALONE:

During the financial year 2019-20, the total income on standalone basis was Rs. 90.16 Lacs as compared to total income of Rs. 150.46 Lacs during the previous financial year. The net profit for the year under review was Rs. (27.10) Lacs as compared to net profit of Rs. 44.94 Lacs in the previous financial year.

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CONSOLIDATED:

During the financial year 2019-20, the total income on consolidated basis was Rs. 453.96 Lacs as compared to Rs. 322.87 Lacs for the previous year and the Company has had a net profit of Rs. 192.69 Lacs during the year as compared to net loss of Rs. 184.51 Lacs in the previous year.

COVID-19

The WHO declared COVID-19 outbreak as a pandemic which continues to spread across the country. On March 23, 2020, the Government of India also declared this pandemic a health emergency and ordered temporary closure of all non-essential business, imposed restrictions on movement of goods/ materials travel etc. While the lockdowns and restrictions imposed on various activities were necessary to contain the spread, it has impacted the business operations.

Disruption to businesses worldwide and economic slowdown has its eventual impact on the Company. The Company did initial assessment of likely adverse impact on economic environment in general and financial risk on account of COVID-19. Based on current indicators of future economic conditions, the Company expects to recover as the demand comes from the customers.

Well-being and safety of the Employees is of utmost priority. We are carefully monitoring the rapidly evolving Covid-19 pandemic and will continue to proactively respond based on the evolving situation. The Company is undertaking all the necessary measures to ensure compliance with the terms and conditions put in place by concerned authorities. The Company will work towards an orderly return to production once conditions permit.

DIVIDEND

Your Board of Directors have not recommended any dividend for the financial year under review.

TRANSFER TO RESERVES

The Company has not proposed any amount to be transferred to the General Reserve.

CHANGE IN NATURE OF BUSINESS

There was no any change in the nature of business of the company during the year.

SHARE CAPITAL

As on March 31, 2020, the authorized share capital of the Company stands at Rs. 60 crore divided into 20 Lacs equity shares of Rs. 10/- each and 14.50 Lacs

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3% Non-cumulative Redeemable Preference Shares of Rs. 10/- each and the paid-up equity capital of the Company stands at Rs. 2 crores and the paid up Preference Share Capital of the Company at Rs. 23.70 crores. During the year under review, the Company has not issued any shares with differential voting rights neither granted stock options nor sweat equity.

VOLUNTARY DE-LISTING OF THE COMPANY

Equity shares of Minda Finance Limited has been listed on BSE Limited ("BSE") since September 01, 2015. Board of Directors of the Company in its meeting held on November 1, 2019 have approved voluntary delisting of the Equity shares of the company in accordance with the provisions of Chapter VII and other applicable provisions of SEBI (Delisting of Equity Shares) Regulations 2009 ("Delisting Regulations"). Shareholders of the company have also approved the voluntary delisting of Equity Shares of the company in accordance with Delisting Regulations by way of postal ballot on January 4, 2020 with requisite majority. The application made on January 18, 2020 for delisting is pending as of date with BSE for their in principal approval.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION

There were no material changes and commitments occurred between the end of the financial year as on March 31, 2020 and the date of this report which affects financial position of the Company.

DEATISL OF SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

As on March 31, 2020, the Company had one subsidiary company and two associate companies in terms of the provisions of the Act. Further, as required under the Listing Regulations and Pursuant to the provisions of Section 129(3) of the Act, a statement containing the salient features of financial statements of the Company's subsidiary and associates in Form AOC-1 is attached to the financial statements of the Company. Further, pursuant to the provisions of Section 136 of the Act, the financial statements of the Company, consolidated financial statements along with relevant documents and separate audited financial statements in respect of subsidiaries, are available on the website of the Company at www.mindafinance.co.in.

Further, there was no company which had become or ceased to be the subsidiary, joint venture or associate company of the Company during the financial year under review.

CONSOLIDATED FINANCIAL STATEMENTS

Pursuant to Section 129(3) of the Companies Act, 2013, the consolidated financial statements of the Company and its subsidiary and associates, prepared in accordance with the relevant Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, forms part of this Annual Report.

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DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP)

There are Five (5) Directors on the Board of your company, consisting of one (1) Whole-time Director, two (2) Non-Executive Directors and two (2) Independent Directors as on 31st March, 2020.

A. During the year under review, the following changes were taken place in the Directors and KMPs of the Company:

- Mr. Mohan Chander Joshi, an Independent Director resigned as a member of the Board effective from 11 November 2019, due to his other business commitments. The Board places on record its appreciation for his valuable contribution and guidance.
- The Board of Directors of your Company at its meeting held on 11 November, 2019 based on the recommendation of Nomination and Remuneration Committee, and subject to approval of the members at the 35th AGM, appointed Ms. Shashi Kala Saini (DIN: 08607321) as an additional Director in the capacity of Independent Director, not liable to retire by rotation, for a term of 3 (Three) years w.e.f. 11 November, 2019 to 10 November, 2022. The notice convening the meeting sets out the details of her appointment.
- As on March 31, 2020, Mr. Pramod Kumar Garg, Whole-time Director; Mr. Shashi Shankar Malviya, Chief Financial Officer and Mr. Lalit Khubchandani, Company Secretary of the Company are the Key Managerial Personnel as per the provisions of the Companies Act, 2013.

B. Directors retiring by rotation

Pursuant to Section 152 of the Companies Act, 2013 and in accordance with Articles of Association of your Company, Mr. Anand Kumar Minda (DIN: 00007964), Director is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. The Board recommends to the members for re-appointment of Mr. Anand Kumar Minda.

C. Statement on declaration given by Independent Directors:

In compliance with Section 149(7) of the Act read with SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Independent Directors of the Company have submitted the declaration(s) that each of them meet the criteria of independence as provided in Section 149(6) of the Act read with SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and there has been no change in the circumstances which may affect their status as independent director during the year.

Further, None of the Directors of the Company is disqualified under Section 164 of the Companies Act, 2013.

NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

During the year, the Board of Directors met 8 (Eight) times on 28 May, 2019, 10 August, 2019, 19 September, 2019, 23 September, 2019, 01 November, 2019, 11 November, 2019, 10 February, 2020 and 16 March, 2020. The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013.

COMMITTEES OF THE BOARD

The Company has constituted committees which have been established as a part of the best corporate governance practices and are in compliance with the requirements of the relevant provisions of applicable laws and statutes.

The Company has following Committees of the Board:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders Relationship Committee

AUDIT COMMITTEE:

In terms of the provisions of Section 177 of the Companies Act, 2013, the Company has duly constituted the Audit Committee comprises of following 3 (Three) Directors with independent Directors forming a majority:

Sl. No.	Name of the members	Designation
1.	Ms. Seema Gupta	Chairperson
2.	Mr. Anand Kumar Minda	Member
3.	Mr. Mohan Chander Joshi (Up to 11 November, 2019)	Member
4.	Ms. Shashi Kala Saini (w.e.f. 11 November, 2019)	Member

During the year, there was no change in the composition of Audit Committee of the Board. Further, in compliance with Section 177(8) of the Companies Act, 2013, it is informed that during the year, the Board has accepted all the recommendations of the Audit Committee.

NOMINATION & REMUNERATION POLICY/ COMMITTEE:

The Remuneration policy of your Company is a comprehensive policy which is competitive, in consonance with the industry practices and rewards good performance of the employees of the Company. The policy ensures equality, fairness and consistency in rewarding the employees on the basis of performance against set objectives.

The current policy is to have an appropriate mix of executive and independent directors to maintain the independence of the Board, and separate its functions of governance and management.

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In terms of the provisions of Section 178 of the Companies Act, 2013, the Company has duly constituted the "Nomination and Remuneration Committee" consisting of 3 (Three) Directors with independent Directors forming a majority. The Company Secretary acts as a Secretary of the Committee.

The aforesaid policies of the Company on directors' appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a director and other matters, as required under sub-section (4) of Section 178 of the Companies Act, 2013, are available on the Company's website www.mindafinance.co.in. There has been no change in the said policies during the year under review.

STAKEHOLDER RELATIOSHIP COMMITTEE:

In terms of the provisions of Section 178 of the Companies Act, 2013, the Company has duly constituted the Stakeholders Relationship Committee comprises of 3 (Three) Directors with independent Directors forming a majority.

DIRECTORS' RESPONSIBILITY STATEMENT

In terms of Section 134(3)(c) read with Section 134(5), the Directors state that—

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit of the company for that period;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis; and
- (e) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Further in terms of Para 9 of Secretarial Standard – 1, issued by the Institute of Company Secretaries of India and approved by Ministry of Corporate Affairs, the Directors had devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards and that such systems are adequate and operating effectively.

BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out the annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration and Stakeholders Relationship Committees. The evaluation process focused on various aspects of the Board and Committees functioning such as composition of the Board and Committees, experience and competencies.

EXTRACT OF ANNUAL RETURN

In terms of Section 92(3) read with Section 134 (3)(a) of the of the Companies Act, 2013, the extract of the Annual Return in Form MGT- 9 is annexed herewith as **Annexure-I** form part of this Report. The same is available on the website of the Company at www.mindafinance.co.in.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Pursuant to Section 186(11) of the Companies Act, 2013, read with Rule 11(2) of Companies (Meetings of Board and its Powers) Rules, 2014, the loans made, guarantees given or securities provided or acquisition of securities by a Non-Banking Financial Company in the ordinary course of its business are exempted from disclosure in the Annual Report.

Since your Company is a Non-Banking Financial Company registered with the Reserve Bank of India, it is exempted under the said section from giving disclosure regarding the Loans or guarantees given or securities provided.

Following investments were made by the Company during the FY 2019-20:

- Additional 8,702 equity shares (face value of Rs. 2 each) of Minda Industries Limited for a total consideration of Rs. 20,09,969/- representing 0.01% shareholding, thereby increasing the Company's shareholding to 1.43%.
- Additional 4,12,000 equity shares (face value of Rs. 10 each) of Minda Nabtesco Automotive Private Limited for a total consideration of Rs. 41,20,000/- by way of Right Issue offer.

DEPOSITS

During the financial year 2018-19, your Company has not accepted any deposit within the meaning of Sections 73 and 74 of the Companies Act, 2013 read together with the Companies (Acceptance of Deposits) Rules, 2014 and as such, no amount of principal or interest was outstanding as the end of the year under review.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All contract/arrangements/ transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis.

No material contracts or arrangements with related party were entered into during the year under review. Accordingly, no transactions are being reported in Form AOC-2 in terms of Section 134 of the Act read with rules made thereunder.

All Related Party Transactions are placed before the Audit Committee for approval as per the Related Party Transactions Policy of the Company as approved by the Board. The details of the transactions with related parties are provided in the notes accompanying the standalone financial statement of the Company.

CORPORATE SOCIAL RESPONSIBILITY

During the year under review, your Company does not meet the criteria laid under section 135(1) of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014 pertaining to the constitution of the Corporate Social Responsibility Committee and other provisions covered there under regarding expenditure to be made on certain specified activities as a part of the Corporate Social Responsibility. Therefore, the Company has not framed the Corporate Social Responsibility Committee/ Policy and has not incurred any expenditure thereon.

RISK MANAGEMENT

Your Company recognizes that risk is an integral part of business and is committed to managing the risks in a proactive and efficient manner. Your Company periodically assesses risks in the internal and external environment, along with the cost of treating risks and incorporates risk treatment plans in its strategy, business and operational plans.

Your Company, through its risk management process, strives to contain impact and likelihood of the risks within the risk appetite as agreed from time to time with the Board of Directors. The Board of Directors of the company has framed the risk management policy and the risk appetite for your Company. There are no risks which in the opinion of the Board threaten the existence of your Company.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

Your Company is committed to highest standards of ethical, moral and legal business conduct. Accordingly, in compliance with the provisions of Section 177(10) of the Companies Act, 2013, the Board of Directors have formulated a Whistle Blower Policy to deal with instance of unethical practices, fraud and mismanagement or gross misconduct by the employees of the Company, if any, that can lead to financial loss or reputational risk to

the organization. Employees aware of any alleged wrongful conduct are encouraged to make a disclosure to the Audit Committee.

No personnel of the Company were denied access to the Audit Committee.

INTERNAL FINANCIAL CONTROL

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The Internal Audit department also assesses opportunities for improvement in business processes, systems and controls, provides recommendations, designed to add value to the organization and follows up on the implementation of corrective actions and improvements in business processes after review by the Audit Committee.

POLICY FOR PREVENTION, PROHIBITION AND REDRESSAL OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

Your Company has always believed in providing a safe and harassment free workplace for every individual working in Company premises through various interventions and practices. The Company always endeavors to create and provide an environment that is free from discrimination and harassment including sexual harassment.

The Company has in place a robust policy on prevention of sexual harassment at workplace. The policy aims at prevention of harassment of employees as well as contractors and lays down the guidelines for identification, reporting and prevention of sexual harassment. The Internal Committee was constituted as per the requirements of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

During the financial year under review, the Internal Committee has not received any complaints pertaining to sexual harassment.

AUDITORS AND AUDITORS' REPORT

a) STATUTORY AUDITORS

M/s. A H P N & Associates, Chartered Accountants (Firm Registration No. 09452N), Chartered Accountants were appointed as Statutory Auditors of the Company at the Annual General Meeting held on September 28, 2017 to hold office from the conclusion of the 32nd Annual General Meeting (AGM) of the Company till the conclusion of 37th AGM of the Company, subject to ratification of their appointment at every subsequent AGM. The Ministry of Corporate Affairs (MCA) vide notification dated May 7, 2018 obliterated the requirement of seeking members' ratification at every AGM on appointment of statutory auditors during their tenure of five years.

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Further, the notes on Financial Statements (including the Consolidated financial statements) referred to in the Auditors' Report for the Financial Year 2019-20 are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation, adverse remarks or disclaimer.

b) SECRETARIAL AUDITORS

In terms of the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and upon the recommendations of the Audit Committee, the Board of Director has appointed Mr. Shailendra Kumar Roy, Practicing Company Secretary, as the Secretarial Auditor of the Company to conduct the Secretarial Audit of your Company for the financial year ending on March 31, 2020.

Further, a Secretarial Audit Report, for the financial year 2019-20, given by Mr. Shailendra Kumar Roy, the Secretarial Auditor of the Company, in Form MR-3 has been annexed herewith as "**Annexure-II**" and forms part of this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

c) INTERNAL AUDITORS

In terms of Section 138 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014, the Board of Directors of the Company has re-appointed M/s. A J H & Co. as Internal Auditor of the Company for the FY 2019-20.

PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and Designated Employees of the Company. The code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of company shares by the Directors and the Designated Employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the trading window is closed.

The Board of Directors and all Designated Employees have confirmed with the compliance of the Code of Conduct of the Company.

CORPORATE GOVERNANCE REPORT

In terms of Regulation 15(2) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 compliance with the provisions of Corporate Governance Report shall not be mandatory for certain class of companies which inter-alia includes Companies having paid up equity share capital not exceeding Rs. 10 crore and net worth not exceeding Rs. 25 crores, as on the last day of the previous financial year.

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Since the paid up equity share capital of the Company as on 31st March 2020 does not exceed above prescribed limit, the provisions of Regulation 15(2) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 are not applicable on the Company.

EMPLOYEES' STOCK OPTION SCHEME

During the year under review, your Company has not provided any Stock Option Scheme to the employees.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis Report for the year under review, as required under Regulation 34 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 is annexed herewith as “Annexure-III” and forms part of this Report.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

There are no significant and material orders passed by the Regulators or Courts or Tribunals which would impact the going concern status and the Company's future operations.

DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

The Board has adopted procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company policies, the safeguarding of its assets, the accuracy and completeness of the accounting records, and the timely preparation of financial disclosures.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Even though operations of the Company are not energy intensive, the management has been highly conscious of the importance of conservation of energy and technology absorption at all operational levels and efforts are made in this direction on a continuous basis.

In view of the nature of activities which are being carried on by the Company, the particulars as prescribed under Section 134(3)(m) of the Act read with rule 8 of the Companies (Accounts) Rules, 2014 regarding Conservation of Energy and Technology Absorption are not applicable to the Company and hence have not been provided.

The Company has neither incurred any expenditure in foreign exchange nor earned any income in foreign exchange during the year under review.

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DISCLOSURE RELATING TO REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND PARTICULARS OF EMPLOYEES

The ratio of remuneration of each of the director to median employee's remuneration and other details in terms of Section 197(12) of the Companies Act 2013 read with rule 5(1) of Companies (Appointment and remuneration of managerial personnel) Rules, 2014 is annexed herewith as **Annexure-IV** and forms part to this report.

As required by provisions of Section 197(12) of the Act read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is enclosed as **Annexure-V** and forms part to this report.

RBI GUIDELINES

As a Non-systemically Important Non-Deposit taking Non-Banking Finance Company, your Company always aims to operate in compliance with applicable RBI laws and regulations and employs its best efforts towards achieving the same.

SHARE REGISTRATION ACTIVITY

Your Company has appointed "Link Intime India Private Limited" a Category-I Registrar and Share Transfer Agent registered with SEBI to handle the work related to Share Registry.

LISTING

The equity shares of your Company are listed with BSE Limited. There are no arrears on account of payment of listing fees to the Stock Exchanges.

ACKNOWLEDGEMENT

Your Directors wish to convey their gratitude and place on record their appreciation for all the employees at all levels for their hard work, solidarity, cooperation and dedication during the year. Your Directors sincerely convey their appreciation to customers, shareholders, bankers, business associates, regulatory and government authorities for their continued support.

For and on behalf of the Board of Directors

Date: 26.08.2020

Place: Delhi

Pramod Kumar Garg

Whole-time Director

DIN: 00008042

Anand Kumar Minda

Director

DIN: 00007964

Annexure-I to Board's Report

FORM NO. MGT - 9
EXTRACT OF ANNUAL RETURN
as on the financial year ended 31.03.2020
[Pursuant to Section 92(3) of the Companies Act, 2013, and Rule 12(1) of the
Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

1	CIN	L67120DL1985PLC021349
2	Registration Date	27.07.1985
3	Name of the Company	Minda Finance Limited
4	Category / Sub-Category of the Company	Company Limited by Shares
5	Address of the Registered Office and contact details	B-64/1, Wazirpur Industrial Area, Delhi-110052 Contact: 011-49373931 Email: lalitk@mindagroup.com
6	Whether listed company Yes / No	Yes
7	Name, address and contact details of Registrar and Transfer Agent, if any	Link Intime India Private Limited Noble Heights, 1 st floor, Plot No NH-2, C-1 Block, LSC, Near Savitri Market, Janakpuri, New Delhi - 110058 Tel.: +91 11 41410592, Fax No.: +91 11 41410591, Website - www.linkintime.co.in Email: delhi@linkintime.co.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:

Sl. No.	Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the company
1	Other financial service activities, except insurance and pension funding activities	64990	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –

Sl. No.	Name and address of the company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares held	Applicable section
1.	Bar Investments and Finance Private Limited B-64/1, Wazirpur Industrial Area, Delhi-110052	U74899DL1990 PTC040614	Subsidiary	81.86	2(87)
2.	Minda NexGenTech Limited	U31504DL2011PL C217478	Associate	38.50	2(6)

	37A, Rajasthan Udyog Nagar GT Karnal Road, Near Jahangirpuri Metro Station, Delhi - 110033				
3.	Minda I Connect Private Limited B-64/1, Wazirpur Industrial Area, Delhi-110052	U35900DL2014 PTC272202	Associate	40.01	2(6)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise shareholding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
A. Promoters									
(1) Indian									
a) Individual / HUF	647680	-	647680	32.38	745380	-	745380	37.27	4.89
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	656940	-	656940	32.85	656940	-	656940	32.85	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
Sub-Total (A) (1):	1304620	-	1304620	65.23	1402320	-	1402320	70.12	4.89
(2) Foreign									
a) NRIs – Individuals	-	-	-	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
Sub-Total (A)(2):	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoters (A) = (A)(1)+(A)(2)	1304620	-	1304620	65.23	1402320	-	1402320	70.12	4.89

B. Public Shareholding									
(1) Institutions									
a) Mutual Funds / UTI	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-Total (B)(1):	-	-	-	-	-	-	-	-	-
(2) Non-Institutions									
a) Bodies Corporate									
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual Shareholders holding nominal share capital upto Rs.1 lakh	2500	11100	13600	0.68	2500	11100	13600	0.68	-
ii) Individual Shareholders holding nominal share capital in excess of Rs.1 lakh	497680	184100	681780	34.09	399980	184100	584080	29.20	(4.89)
c) Others (specify)									
	-	-	-	-	-	-	-	-	-
Sub-Total (B)(2):	500180	195200	695380	34.77	402480	195200	597680	29.88	(4.89)
Total Public Shareholding (B)=(B)(1)+(B)(2)	500180	195200	695380	34.77	402480	195200	597680	29.88	(4.89)
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	1804800	195200	2000000	100	1804800	195200	2000000	100	-

ii) Shareholding of promoters

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total share	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total share	
Individual/Hindu Undivided Family								
1	Mr. Nirmal K. Minda	198800	9.94	-	198800	9.94	-	
2	Mrs. Suman Minda	186280	9.31	-	186280	9.31	-	
3	Mrs. Paridhi Minda	124850	6.24	-	124850	6.24	-	
4	Mrs. Savitri Minda	98050	4.90	-	195750	9.79	-	4.89
5	Mrs. Pallak Minda	27500	1.38	-	27500	1.38	-	
6	Mr. Anand Kumar Minda	12200	0.61	-	12200	0.61	-	
Bodies corporate								
7	Minda Investments Limited	368940	18.45	-	368940	18.45	-	
8	Pioneer Finest Limited	198000	9.90	-	198000	9.90	-	
9	Singhal Fincap Limited	90000	4.50	-	90000	4.50	-	
Total		1304620	65.23	-	1402320	70.12	-	4.89

iii) Change in Promoters' Shareholding (please specify, if there is no change):

Sl. No.	Shareholders Name	Shareholding		Date	Increase/ (Decrease) in shareholding	Reason	Cumulative Shareholding during the year	
		No. of Shares at the beginning of the year 01.04.2019/ end of the year 31.03.2020	% of total shares of the Company at the beginning of the year 01.04.2019/ end of the year 31.03.2020				No. of Shares	% of total shares of the Company
1.	Mr. Nirmal K. Minda	198800	9.94	01.04.2019	0	Nil movement during the year	-	-
		198800	9.94	31.03.2020				
2.	Mrs. Suman Minda	186280	9.31	01.04.2019	0	Nil movement during the year	-	-
		186280	9.31	31.03.2020				
3.	Mrs. Paridhi Minda	124850	6.24	01.04.2019	0	Nil movement during the year	-	-
		124850	6.24	31.03.2020				
4.	Mrs. Savitri Minda	98050	4.90	01.04.2019	97700	Acquisition during the year	97700	4.89
		195740	9.79	31.03.2020				
5.	Mrs. Pallak Minda	27500	1.38	01.04.2019	0	Nil movement during the year	-	-
		27500	1.38	31.03.2020				

6.	Mr. Anand Kumar Minda	12200	0.61	01.04.2019	0	Nil movement during the year	-	-
		12200	0.61	31.03.2020				
7.	Minda Investments Limited	368940	18.45	01.04.2019	0	Nil movement during the year	-	-
		368940	18.45	31.03.2020				
8.	Pioneer Finest Limited	198000	9.90	01.04.2019	0	Nil movement during the year	-	-
		198000	9.90	31.03.2020				
9.	Singhal Fincap Limited	90000	4.50	01.04.2019	0	Nil movement during the year	-	-
		90000	4.50	31.03.2020				

iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	Shareholders Name	Shareholding		Date	Increase/ (Decrease) in shareholding	Reason	Cumulative Shareholding during the year	
		No. of Shares at the beginning of the year 01.04.2019/ end of the year 31.03.2020	% of total shares of the Company at the beginning of the year 01.04.2019/ end of the year 31.03.2020				No. of Shares	% of total shares of the Company
1.	Mr. Rajesh Kumar Rustagi	97800	4.89	01.04.2019	0	Nil movement during the year	-	-
		97800	4.89	31.03.2020				
2.	Mr. Shyam Sunder Wadhwa	97800	4.89	01.04.2019	0	Nil movement during the year	-	-
		97800	4.89	31.03.2020				
3.	Mr. Nitesh Minda	97600	4.88	01.04.2019	0	Nil movement during the year	-	-
		97600	4.88	31.03.2020				
4.	Mr. Rakesh Kher	95380	4.77	01.04.2019	0	Nil movement during the year	-	-
		95380	4.77	31.03.2020				
5.	Mr. Vikas Jain	86500	4.32	01.04.2019	0	Nil movement during the year	-	-
		86500	4.32	31.03.2020				
6.	Mr. Abhishek Kumar	71000	3.55	01.04.2019	0	Nil movement during the year	-	-
		71000	3.55	31.03.2020				
7.	Mr. Kishan Kumar Jakhodia	38000	1.90	01.04.2019	0	Nil movement during the year	-	-
		38000	1.90	31.03.2020				
8.	Mr. Pramod Kumar Garg	2000	0.10	01.04.2019	0	Nil movement during the year	-	-
		2000	0.10	31.03.2020				
9.	Mr. Sanjay Jain	2000	0.10	01.04.2019	0	Nil movement during the year	-	-
		2000	0.10	31.03.2020				
10.	Mr. Irfan Ali	1330	0.07	01.04.2019	0	Nil movement during the year	-	-
		1330	0.07	31.03.2020				

v) Shareholding of Directors and Key Managerial Personnel (KMP):

Sl. No.	Name	Shareholding		Date	Increase/ (Decrease) in shareholding	Reason	Cumulative Shareholding during the year	
		No. of Shares at the beginning of the year 01.04.2019/ end of the year 31.03.2020	% of total shares of the Company at the beginning of the year 01.04.2019/ end of the year 31.03.2020				No. of Shares	% of total shares of the Company
1.	Mr. Pramod Kumar Garg (Whole-time Director) - KMP	2000	0.10	01.04.2019	0	Nil movement during the year	-	-
		2000	0.10	31.03.2020				
2.	Mr. Nirmal K. Minda (Non-executive Director)	198800	9.94	01.04.2019	0	Nil movement during the year	-	-
		198800	9.94	31.03.2020				
3.	Mr. Anand Kumar Minda (Non-executive Director)	12200	0.61	01.04.2019	0	Nil movement during the year	-	-
		12200	0.61	31.03.2020				
4.	Ms. Seema Gupta (Independent Director)	Nil	Nil	01.04.2019	0	Nil movement during the year	-	-
		Nil	Nil	31.03.2020				
5.	Ms. Shashi Kala Saini (Independent Director)	Nil	Nil	01.04.2019	0	Nil movement during the year	-	-
		Nil	Nil	31.03.2020				
6.	Mr. Shashi Shankar Malviya (Chief Financial Officer) - KMP	Nil	Nil	01.04.2019	0	Nil movement during the year	-	-
		Nil	Nil	31.03.2020				
7.	Mr. Lalit Khubchandani (Company Secretary) - KMP	Nil	Nil	01.04.2019	0	Nil movement during the year	-	-
		Nil	Nil	31.03.2020				

vi) **INDEBTEDNESS**

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans Excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year:				
i) Principal Amount	Nil	Nil	Nil	Nil
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	Nil	Nil	Nil	Nil
Change in Indebtedness during the financial year:				
• Addition	Nil	1,00,00,000	Nil	1,00,00,000
• Reduction	Nil	Nil	Nil	Nil
Net Change	Nil	1,00,00,000	Nil	1,00,00,000
Indebtedness at the end of the financial year:				
i) Principal Amount	Nil	1,00,00,000	Nil	1,00,00,000
ii) Interest due but not paid	Nil	12,049	Nil	12,049
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	Nil	1,00,12,049	Nil	1,00,12,049

vii) **REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

S. No.	Particulars of Remuneration	Mr. Pramod Kumar Garg (Whole-time Director)	Total Amount (in Rs.)
	Gross Salary		
1	(a) Salary as per provisions contained in section 17 (1) of the Income Tax Act, 1961	11,52,000	11,52,000
	(b) Value of perquisites under section 17(2) Income Tax Act, 1961	-	-
	(c) Profit in lieu of salary under section 17(3) Income Tax Act, 1961	-	-
2	Stock options	-	-
3	Sweat Equity	-	-
4	Commission	-	-
	- as % of profit	-	-
	- others, specify..	-	-
5	Others - please specify	-	-
	Total	11,52,000	11,52,000

B. Remuneration to other Directors:

Amount (in Rs.)

Sl. no.	Particulars of Remuneration	Name of Directors			Total Amount
1.	Independent Directors	Mr. Mohan Chander Joshi*	Ms. Seema Gupta	Ms. Shashi Kala Saini**	-
	Fee for attending board / committee meetings	-	-	37,500	37,500
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (1)	-	-	37,500	37,500
2.	Other Non-Executive Directors	Mr. Nirmal K. Minda	Mr. Anand Kumar Minda	-	
	Fee for attending board / committee meetings	-	-	-	-
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (2)	-	-	-	-
	Total (B)=(1+2)	-	-	37,500	37,500
	Total Managerial Remuneration	-	-	-	-
	Overall Ceiling as per the Act	-	-	-	-

* Resigned on 11-11-2019

** Appointed w.e.f. 11-11-2019

viii) Remuneration to Key Managerial Personnel other than MD/ Manager/WTD:

S. No.	Particulars of Remuneration	Key Managerial Personnel		
		Mr. Shashi Shankar Malviya Chief Financial Officer	Mr. Lalit Khubchandani Company Secretary	Total
1	Gross Salary			
	(a) Salary as per provisions contained in section 17 (1) of the Income Tax Act, 1961	-	6,15,888	6,15,888
	(b) Value of perquisites under section 17(2) Income Tax Act, 1961	-	-	-
	(c) Profit in lieu of salary under section 17(3) Income Tax Act, 1961	-	-	-
2	Stock options	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit	-	-	-
	- others, specify..	-	-	-
5	Others - please specify	-	-	-
	TOTAL	-	6,15,888	6,15,888

ix) **PENALTIES / PUNISHMENT / COMPUNDING OF OFFENCES**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

For and on behalf of the Board of Directors

Date: 26.08.2020
Place: Delhi

Pramod Kumar Garg
Whole-time Director
DIN: 00008042

Anand Kumar Minda
Director
DIN: 00007964

Annexure-II to Board's Report

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2019

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Minda Finance Limited
CIN -L67120DL1985PLC021349
B-64/1, Wazirpur Industrial Area,
Delhi-110052

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Minda Finance Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

We report that-

- a) Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- b) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
- c) We have not verified the correctness and appropriateness of the financial statements of the Company.
- d) Where ever required, we have obtained the management representation about the compliances of laws, rules, regulations and happening of the events etc.
- e) The compliance of the provisions of the Corporate and other applicable laws, rules, regulation, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
- f) The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2020 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the company for the financial year ended on 31st March, 2020 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
 - (d) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
 - (e) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009.

We have also examined compliance with the applicable clause of the Secretarial standards on Meetings of the Board of Directors (SS-1) and Secretarial Standard on General Meetings (SS-2) issued by The Institute of Company Secretaries of India with which the Company has complied with.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations and Guidelines, to the extent applicable, as mentioned above.

- (vi) The Company is NBFC Company and is into financing activities. Following are some of the laws specifically applicable to the company, being a NBFC Company:-
 - Reserve Bank of India Act, 1934 and the prudential norms, rules, regulations, specifications, directions, circulars, clarifications, notifications issued by the Reserve Bank of India from time to time.

We have checked the compliance management system of the Company to obtain reasonable assurance about the adequacy of systems in place to ensure compliance of specifically applicable laws and this verification was done on test basis. In our opinion and to the best of our information and according to explanations given to us, we believe that the compliance management system

of the Company seems adequate to ensure compliance of laws specifically applicable to the Company.

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the audit period were carried out in compliance with the provisions of the Act.

Adequate notices were given to all directors for the Board Meetings. Further, agenda and detailed notes on agenda were sent in advance of the meetings and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting for meaningful participation at the meeting.

Board decisions are carried out with unanimous consent and therefore, no dissenting views were required to be captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, promoters of the Company have expressed their intention to voluntarily delist the equity shares of the company from BSE in accordance with the provisions of Chapter VII and other applicable provisions of SEBI (Delisting of Equity Shares) Regulations, 2009 ("Delisting Regulations"). Board of Directors of the Company in its meeting held on 01 November, 2019 have approved the voluntary delisting of the Company subject to compliance with Delisting Regulations. Shareholders of the Company have also approved the voluntary delisting of the Company in accordance with Chapter VII of Delisting Regulations by way of postal ballot with requisite majority and the application for delisting is currently pending as of date with BSE for their in-principle approval.

For **Shailendra Roy & Associates**
Companies Secretaries

Shailendra Kumar Roy
ACS No.: 25823
CP No.: 11738
UDIN: A025823B000S86702

Date: August 17, 2020
Place: New Delhi

Annexure-III to Board's Report

MANAGEMENT DISCUSSION ANALYSIS REPORT

BUSINESS OVERVIEW:

Minda Finance Limited (“MFL” or “the Company”) is a group Company of the diversified UNO MINDA N.K. Minda Group. MFL is registered under the Category-B, Non-Acceptance of Public Deposit Company with the Reserve Bank of India and to carry on NBFC activities under section 45-IA of the Reserve Bank of India Act, 1934.

The core business of Minda Finance Limited is to provide Bills Discounting Facility to the UNO MINDA N.K. Minda Group companies including its Suppliers and the Vendors. In addition to this, the Company also provides the inter-corporate loan(s) and to do the investments in shares of companies.

MFL has one subsidiary Bar Investments and Finance Private Limited (“BARINV”), which is also registered as Category-B, Non-Acceptance of Public Deposit Company with the Reserve Bank of India.

THE COVID-19 PANDEMIC:

The COVID-19 pandemic has spread across the globe — leading to 2,12,94,845 confirmed infections & over 7,61,779 deaths. India also has had 25,89,682 confirmed infections & 49,980 deaths as per COVID-19 Situation Report–200 of World Health Organisation (WHO) dated 16 August 2020. COVID-19 has caused disruptions on an unimaginable scale. The pandemic has presented fresh challenges for the Indian economy now, causing severe disruptive impact on both demand and supply side elements.

While India was battling with its own form of slowdown in form of liquidity crisis in NBFCs, poor consumption, weak investments, and consumer sentiments; a combination of fiscal stimulus and financial sector reforms was sought to help boost investments and consumption. Reforms to simplify taxation, lighten business regulations, lending rate cuts and upgrade infrastructure together formed India's efforts to support a recovery in growth.

To fight this, Government of India announced a 1.7-trillion-rupee economic stimulus plan providing direct cash transfers and food security measures to give relief to millions of poor people hit by a nationwide lockdown over COVID-19.

INDUSTRY STRUCTURE AND DEVELOPMENT:

Over the past few years, NBFCs have undergone a significant transformation and today they form an important component of India's financial system. Playing a critical role in the development of infrastructure, transport and employment generation, NBFCs are changing the business loan

landscape in the country. The use of technology to optimize business processes also keeps cost overheads to a minimum, enabling credit to be availed at highly competitive interest rates.

The RBI's moratorium measures for customers is likely to put additional stress on many NBFCs. On one hand, NBFCs have to offer such moratoriums to their customers; while on the other, their market borrowings must be repaid on due dates.

The Reserve Bank of India (RBI) announced the following measures in March 2020 to mitigate the risk of an economic fallout due to COVID -19:

- Permitted all lending institutions to allow a moratorium of three months on repayment of instalments for term loans outstanding between March 1, 2020 and May 31, 2020.
- Permitted all lending institutions to allow the deferment of three months on payment of interest with respect to all such working capital facilities outstanding as of March 1, 2020.
- Announced a Rs 3.74 lakh crore of liquidity package for Indian banking system.
- Slashed the Cash Reserve Ratio (CRR) by 100 basis points to 3% of bank deposits.
- Allowed banks to borrow an additional 1% from their investment of Statutory Liquidity Ratio (SLR) securities.
- Cut repo rate by 75 bps to 4.40%.
- Cut the reverse repo rate or the rate at which it accepts excess funds from banks by 90 basis points to 4% widening the existing policy rate corridor from 50 bps to 65 bps.

OPPORTUNITIES:

The Board feels the Government of India's (GOI) efforts to increase banking penetration through its Jan Dhan Yojna and the integration of PAN and Aadhar are expected to enhance the savings in financial assets. The shift of savings to financial instruments from physical assets and bank deposits has been largely on account of high inflation and high interest rate scenario over the period. The financial services sector is also witnessing growing digitisation. The digitisation efforts have seen accelerated growth in financial services sector, and it is set to grow significantly, according to the RBI. The financial sector is leveraging digitisation to increase internal efficiencies, provide value-added customer services, minimize risk and support India's expanding economy.

Over the past few years, NBFCs have undergone a significant transformation and today they form an important component of India's financial system. Playing an important role in the development of infrastructure, transport and employment generation, NBFCs are changing the business loan landscape in the country. The difference in approach allows NBFCs to meet loan

requirements of individuals and businesses left traditionally underserved by banks. With the introduction of e-KYC, making borrowing an instant and hassle-free experience, NBFCs are already offering the right financial products to consumers and small businesses in a customised manner. The use of technology to optimise business processes also keeps cost overheads to a minimum, enabling credit to be availed at highly competitive interest rates.

THREATS:

India has seen a sharp deceleration in GDP growth owing to liquidity crisis, agrarian community stress, complication in adapting to new policies and the most recent COVID-19 outbreak. If the overall economy continues facing setbacks at the same pace, a pick-up in the financial sector would be delayed.

The Board also feels that other than the GDP growth, high cost of funds, Rising Non-Performing Assets (NPAs), Restrictions on deposit-taking NBFCs, Competition from other NBFCs and banks are threats for the organization.

SEGMENT-WISE PERFORMANCE:

The Company is engaged in single segment of finance and thus separate segment wise performance details can't be given.

OUTLOOK AND FUTURE PROSPECTS:

Going forward, it is expected that the industry would witness robust growth as the sector is yet to tap its full potential. Besides, several measures taken by Securities and Exchange Board of India (SEBI) and Reserve Bank of India (RBI), the regulators, will help increase the penetration of funds. Some of the factors that will drive the growth in 2020 include the untapped potential, rising investor awareness about financial sector amongst customers.

RISK AND CONCERNS:

A well-defined risk management framework forms an integral part of our business strategy. The major risk involves economic situation, Pandemic risk, Liquidity Risk, Interest Rate Risk, Operational Risk, Credit Risk, Business Risk, Regulatory Risk and Information Technology Risk.

However, your company ensures adherence to best practice and has necessary internal system and control in place to manage the risk. Further the strict regulations and guidelines imposed by the regulatory authorities like SEBI, Stock exchange and NSDL with reference to capital market operation and Depository functions are sufficient in controlling the market related financial and technical risks. All these guidelines of the regulatory authorities whether it for margin money in capital market transaction or otherwise are being strictly adhered to by your company.

INTERNAL CONTROLS SYSTEMS AND THEIR ADEQUACY:

Our effective internal control system plays a crucial role in our efficient daily operations. The company has adequate internal control systems to ensure operational efficiency, protection and conservation of resources, accuracy and promptness in financial reporting and compliance of law and regulations.

The internal control system is supported by the internal audit process. The reports, thereby prepared, are reviewed in the Audit Committee meetings. Corrective measures to strengthen the internal controls are suggested and taken in consideration. The Audit Committee of the Board reviews the Internal Audit reports and the adequacy and effectiveness of internal controls.

FINANCIAL PERFORMANCE:

Financial performance with the financial data and figures, have been given in detail in Directors' Report.

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES:

The relationship with the employees continues to be cordial. The Company recognizes the importance and contribution of its employees for its growth and development and constantly endeavors to train nurture and groom its people. The Company puts emphasis on attracting and retaining the right talent.

The company places emphasis on training and development of employees at all levels and has introduced methods and practices for Human Resource Development.

CAUTIONARY STATEMENT:

Statements in this Management Discussion and Analysis describing the company's objectives, projections, estimates and expectations may be forward looking statement within the meaning of applicable laws and regulations. Actual results may vary significantly from the forward-looking statements contained in this document due to various risks and uncertainties. These risks and uncertainties include the effect of economic and political conditions in India, volatility in interest rates, new regulations and Government policies that may impact the Company's business as well as its ability to implement the strategy.

Annexure-IV to Board's Report

DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

- i) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2019-20, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2019-20 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

S. No.	Name of Director/KMP and Designation	Remuneration of Director/KMP for financial year 2019-20 (Rs. In Lacs)	% increase in Remuneration in the Financial Year 2019-20	Ratio of remuneration of each Director/ to median remuneration of employees
1	Mr. Pramod Kumar Garg (Whole Time Director)	11.52	8.33	1.87:1
2	Mr. Lalit Khubchandani (Company Secretary)*	6.16	9.76	1:1

*Appointed as Company Secretary of the Company on 15.11.2018

- ii) The median remuneration of employees of the Company during the financial year was Rs. 8.84 Lacs;
- iii) In the financial year, there was an increase of 9.76% in the median remuneration of employees;
- iv) There were two permanent employees on the rolls of Company as on March 31, 2020;
- v) Average percentile increase already made in the salaries of employees other than the managerial personnel in the financial year 2019-20 was 9.76% whereas the percentile increase in the managerial remuneration for the same financial year was 8.33%;
- vi) It is hereby affirmed that the remuneration paid is as per the as per the Remuneration Policy for Directors, Key Managerial Personnel and senior management.

For and on behalf of the Board of Directors

Date: 26.08.2020
Place: Delhi

Pramod Kumar Garg
Whole-time Director
DIN: 00008042

Anand Kumar Minda
Director
DIN: 00007964

Annexure-V to Board's Report

Particulars of employees of the Company as required to be disclosed under Section 197(12) of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (as amended) are given as under:

1. Details of employees who were in receipt of remuneration for the year Rs. 102 lacs or more per annum: **N.A.**
2. Details of employees of the Company who were in receipt of remuneration Rs. 8.5 lacs or more per month (If employed for a part of the financial year): **N.A.**
3. Details of top 10 employees in terms of remuneration drawn:

Sr. No.	Name of Employee	Designation	Nature of Employment (contractual or otherwise)	Qualification and experience	Date of Joining	Age	Previous Employment	Remuneration (In Rs.)	% age of Shares Held	Name of Relative of any Director or Manager
1.	Mr. Pramod Kumar Garg	Whole-time Director	Permanent (on roll)	B.Com	14.08.2014	65	N.A.	11,52,000	0.10	N.A.
2.	Mr. Lalit Khubchandani	Company Secretary	Permanent (on roll)	CS, M.Com, B.Com	15.11.2018	33	DLF Home Developers Limited	6,15,888	Nil	N.A.

For and on behalf of the Board of Directors

Date: 26.08.2020
Place: Delhi

Pramod Kumar Garg
Whole-time Director
DIN: 00008042

Anand Kumar Minda
Director
DIN: 00007964

AHPN & ASSOCIATES.
CHARTERED ACCOUNTANTS
2745/23, Beadan Pura, KAROL BAGH
NEW DELHI 110 005

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF MINDA FINANCE LIMITED

Report on the Standalone Ind AS Financial Statements

Opinion

We have audited the accompanying Standalone Ind AS financial statements of **MINDA FINANCE LIMITED** (“the Company”), which comprise the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss (including other comprehensive income), Statement of Cash Flows and the statement of changes in equity for the year then ended, and a summary of significant accounting policies and other explanatory information. (collectively referred to as “Ind AS financial statements”).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Ind AS financial statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, its loss including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the Standalone Ind AS financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the ‘Auditor’s Responsibilities for the Audit of the Ind AS Financial Statements’ section of our report. We are independent of the Company in accordance with the ‘Code of Ethics’ issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Standalone Ind AS financial statements.

Other Information

The Company’s Board of Directors is responsible for the other information. The other information comprises the information included in the Director’s Report, but does not include the Standalone Ind AS financial statements and our auditor’s report thereon.

Our opinion on the Standalone Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF MINDA FINANCE LIMITED

In connection with our audit of the Standalone Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the Standalone Ind AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. We have nothing to report in this regard.

Management's Responsibility for the Standalone Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act 2013 with respect to preparation of these Standalone Ind AS financial statements that give a true and fair view of financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards (Ind AS) prescribed under Section 133 of The Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone Ind AS financial statements, Board of Director is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the Audit of the Standalone Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the Standalone Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone Ind AS financial statements.

We conducted our audit of the Standalone Ind AS financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Standalone Ind AS financial statements are free from material misstatement.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF MINDA FINANCE LIMITED

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Standalone Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Standalone Ind AS financial statements, including the disclosures, and whether the Standalone Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016, ("the order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we enclose in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the said order, to the extent applicable.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF MINDA FINANCE LIMITED

2. As required by Section 143(3) of the Act, we report that:
- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Statement of Cash Flow and Statement of changes in equity dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid Standalone Ind AS financial statements comply with the Accounting Standards specified in Section 133 of the Act.
 - e) On the basis of written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020, from being appointed as a director in terms of section 164 (2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company with reference to these Standalone Ind AS financial statements and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
 - ii. The Company did not have any material foreseeable losses on long term contracts including derivatives contracts.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - h) In our opinion and to the best of our information, the remuneration paid by the Company to its directors during the year is in accordance with the provision of Section 197 of The Act.

FOR AHPN & ASSOCIATES.
(CHARTERED ACCOUNTANTS)
(Registration No. 009452N)

Place : New Delhi
Date : 30th June,2020

HARI SHANKAR GUPTA, F.C.A.
(Membership No. 91473)
UDIN: 20091473AAAADN6830

ANNEXURE A REFERRED TO THE AUDITORS' REPORT OF EVEN DATE TO THE MEMBERS OF MINDA FINANCE LIMITED ON THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

On the basis of such checks as we considered appropriate and in terms of information and explanations given to us, we state that:-

- (i) (a) The company has maintained proper records showing full particulars, including quantitative details and situation of the fixed assets.
- (b) The fixed assets have been physically verified by the management at the year end. According to the information and explanation given to us, no material discrepancies have been noticed on such verification.
- (c) The company does not own an immovable property hence, particulars of title deed does not apply.
- (ii) The company does not have any inventory. Accordingly, paragraph 3(ii) of the Companies (Auditor's Report) Order, 2016 is not applicable.
- (iii) a) The terms and conditions of the grant of unsecured loans to a company covered in the register maintained under Section 189 of The Companies Act 2013 is not prejudicial to the company's interest.
- b) The company to whom unsecured loan is granted is repaying the principal amount as stipulated and are also regular in payment of interest.
- c) There is no amount is overdue, as per terms and conditions stipulated in the agreement.
- (iv) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of Section 185 and 186 of The Companies Act 2013 with respect of the loans and investment made.
- (v) The Company has not accepted any deposits from the public.
- (vi) The nature of the Company's business is such that maintenance of cost records specified by the central Government under sub section (1) of section 148 of The Companies Act , is not applicable.
- (vii) (a) According to the records, information and explanations provided to us, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, goods and service tax, cess and other statutory dues applicable to it and no undisputed amounts payable were outstanding as at March 31, 2020 for a period of more than six months from the date they became payable.
- (b) There is no amount in respect of sales tax, service tax, duty of customs, duty of excise, value added tax or goods and services tax that have not been deposited with the appropriate authorities on account of any dispute except Income Tax demand under Section 143(3) of The Income Tax Act of ₹1.19 Lac for rupees for assessment year 2014-2015 for which appeal is pending before I.T.A.T Delhi.

- (viii) The Company does not have any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is not applicable.
- (ix) The Company has not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
- (x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, paragraph 3(xiv) of the Order is not applicable.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) The Company is registered under section 45-IA of the Reserve Bank of India Act 1934 vide certificate no.B-14-01357 dated 15.12.2001.

FOR AHPN & ASSOCIATES.
(CHARTERED ACCOUNTANTS)
(Registration No. 009452N)

Place : New Delhi
Date : 30th June, 2020

HARI SHANKAR GUPTA, F.C.A.
(Membership No. 91473)
UDIN : 20091473AAAADN6830

“ANNEXURE B” TO THE AUDITOR’S REPORT OF EVEN DATE TO THE MEMBERS OF THE MINDA FINANCE LIMITED ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (i) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 (“THE ACT”).

We have audited the internal financial controls over financial reporting of MINDA FINANCE LIMITED (“the Company”) as of March 31, 2020, in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (‘ICAI’). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Our responsibility is to express an opinion on the effectiveness of the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in

accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**FOR AHPN & ASSOCIATES.
CHARTERED ACCOUNTANTS
(Registration No. 009452N)**

**Place : New Delhi
Date : 30th June, 2020**

**HARI SHANKAR GUPTA, F.C.A.
(Membership No. 91473)
UDIN : 20091473AAAADN6830**

MINDA FINANCE LIMITED

CIN No.L67120DL1985PLC021349

Registered Office: B-64/1, Wazirpur Industrial Area, Delhi-110052

Standalone Balance Sheet as at 31 March 2020**(All amounts in ₹ unless otherwise stated)**

	Note	As at 31 March, 2020	As at 31 March, 2019	As at 1 April, 2018
A ASSETS				
1 Financial Assets				
a) Cash and Cash Equivalents	4	2,04,50,141	74,17,062	2,76,60,269
b) Loans	5	3,29,51,184	3,54,11,625	2,85,63,021
c) Investments	6	24,44,73,038	24,08,45,432	24,38,34,942
d) Other Financial Assets	7	1,325	10,505	53,65,527
		<u>29,78,75,688</u>	<u>28,36,84,624</u>	<u>30,54,23,759</u>
2 Non-Financial Assets				
a) Current Tax Assets (Net)	8	8,89,087	7,46,465	7,20,526
b) Deferred Tax Assets (Net)	9	9,93,400	9,93,400	9,93,400
c) Property, Plant and Equipment	10	13,319	40,047	68,351
		<u>18,95,806</u>	<u>17,79,912</u>	<u>17,82,277</u>
Total Assets		<u>29,97,71,494</u>	<u>28,54,64,536</u>	<u>30,72,06,036</u>
B LIABILITIES AND EQUITY				
1 Financial Liabilities				
a) Trade Payables	11	4,04,129	2,79,785	6,12,347
b) Borrowings (Other than debt securities)	12	1,00,12,049	-	1,13,23,084
c) Subordinated Liabilities	13	8,74,87,205	8,10,06,670	7,50,06,176
d) Other Financial Liabilities	14	16,75,49,837	16,75,49,837	18,79,12,337
		<u>26,54,53,220</u>	<u>24,88,36,292</u>	<u>27,48,53,944</u>
2 Non-Financial Liabilities				
a) Provisions	15	4,77,370	87,150	1,57,510
b) Other non Financial liabilities	16	46,343	36,631	1,83,824
		<u>5,23,713</u>	<u>1,23,781</u>	<u>3,41,334</u>
3 Equity				
a) Equity share capital	17	2,00,00,000	2,00,00,000	2,00,00,000
b) Other equity	18	1,37,94,561	1,65,04,463	1,20,10,758
		<u>3,37,94,561</u>	<u>3,65,04,463</u>	<u>3,20,10,758</u>
Total Liabilities and Equity		<u>29,97,71,494</u>	<u>28,54,64,536</u>	<u>30,72,06,036</u>
		-	0	

See accompanying notes to the financial statements

In terms of our report attached

For AHPN & ASSOCIATES
CHARTERED ACCOUNTANTS
Registration Number: 009452N

For and on behalf of Board of Directors

HARI SHANKAR GUPTA, F.C.A
Membership No. 91473

2745/23, Beadan Pura,
Karol Bagh New Delhi 110005

PRAMOD KUMAR GARG
WHOLE TIME DIRECTOR
DIN : 00008042

ANAND KUMAR MINDA
DIRECTOR
DIN : 00007964

Place: New Delhi
Date : 30th June, 2020
UDIN :20091473AAAADN6830

SHASHI SHANKAR MALVIYA
CHIEF FINANCIAL OFFICER
Pan No- ALAPM3918L

LALIT KHUBCHANDANI
COMPANY SECRETARY
Membership No- A38912

MINDA FINANCE LIMITED

CIN No.L6712ODL1985PLC021349

Registered Office: B-64/1, Wazirpur Industrial Area, Delhi-110052, India

Standalone Statement of Profit and Loss for the year ended 31 March, 2020

(All amounts in ₹ unless otherwise stated)

	Note	Year Ended 31 March, 2020	Year ended 31 March, 2019
A Income			
Revenue from Operations			
-Interest Income	19	31,12,468	31,26,167
-Dividend Income		39,16,080	36,67,440
-Others		3,30,023	3,05,384
Total Revenue from operations		73,58,571	70,98,991
Other Income	20	16,57,842	79,46,960
Total Income		90,16,413	1,50,45,951
B Expenses			
-Finance Costs	21	64,93,922	60,67,812
-Employee Benefits Expenses	22	17,90,272	18,96,664
-Depreciation and amortization	23	26,728	28,304
-Other Expenses	24	17,83,453	9,26,466
Total Expenses		1,00,94,375	89,19,246
C Profit/ (Loss) before Exceptional Items and Tax (A-B)		(10,77,962)	61,26,705
Exceptional Items	25	16,31,940	-
D Profit/ (Loss) before Tax (C-D)		(27,09,902)	61,26,705
E Tax expense			
-Current tax		-	16,33,000
F Net Profit/(Loss) for the year (D-E)		(27,09,902)	44,93,705
Other Comprehensive Income for the year			
A (i) Items that will not be reclassified to profit or loss		-	-
(ii) Income Tax on the Items that will not be reclassified to profit or loss		-	-
B (i) Items that will be reclassified to profit or loss		-	-
(ii) Income Tax on the Items that will be reclassified to profit or loss		-	-
G Other Comprehensive Income for the year, net of tax		-	-
H Total Comprehensive Income for the year (F+G)		(27,09,902)	44,93,705
Earnings per equity share [Nominal Value per share of share ₹ 10 each]	26		
Basic		(1.35)	2.25
Diluted		(1.35)	2.25

See accompanying notes to the financial statements

In terms of our report attached

For AHPN & ASSOCIATES
CHARTERED ACCOUNTANTS
 Registration Number: 009452N

For and on behalf of Board of Directors

HARI SHANKAR GUPTA, F.C.A
 Membership No. 91473

2745/23, Beadan Pura,
 Karol Bagh New Delhi 110005

PRAMOD KUMAR GARG
WHOLE TIME DIRECTOR
 DIN : 00008042

ANAND KUMAR MINDA
DIRECTOR
 DIN : 00007964

Place: New Delhi
 Date : 30th June, 2020
 UDIN :20091473AAAADN6830

SHASHI SHANKAR MALVIYA
CHIEF FINANCIAL OFFICER
 Pan No- ALAPM3918L

LALIT KHUBCHANDANI
COMPANY SECRETARY
 Membership No- A38912

MINDA FINANCE LIMITED

CIN No.L6712ODL1985PLC021349

Registered Office: B-64/1, Wazirpur Industrial Area, Delhi-110052

Cash Flow Statement for the year ended 31st March 2020**(All amounts in ₹ unless otherwise stated)**

	Year Ended 31 March, 2020	Year Ended 31 March, 2019
A. Cash flows from operating activities :		
Profit before tax	-	-
Adjustments for:		
Depreciation and amortisation	-	-
Provision on Standard Assets	3,74,700	28,300
Provision for employee benefits written back	-	(1,03,210)
Profit on sale of Investment in shares	(16,57,842)	(78,43,750)
	<u>(12,83,142)</u>	<u>(79,18,660)</u>
Operating profit before working capital changes	(12,83,142)	(79,18,660)
Adjustments for working capital changes:		
(Increase)/ decrease in Loan	24,60,441	(68,48,604)
(Increase)/ decrease in financial assets	9,180	53,55,022
Increase/(decrease) in trade payables	1,24,344	(3,32,562)
Increase/(decrease) in provision for employee benefit	15,520	4,550
Increase/(decrease) in other non financial liabilities	9,712	(1,47,193)
	<u>26,19,197</u>	<u>(19,68,787)</u>
Cash generated from operations	13,36,055	(98,87,447)
Income tax paid	(1,42,622)	(25,939)
Net Cash flows from operating activities (A)	<u>11,93,433</u>	<u>(99,13,386)</u>
B. Cash flows from investing activities		
Sale of Investments	41,60,205	-
(Purchase) of Investments	(61,29,969)	(95,29,240)
Net cash used in investing activities (B)	<u>(19,69,764)</u>	<u>(95,29,240)</u>
C. Cash flows from financing activities		
(Decrease)/Increase in borrowings	1,00,12,049	(1,13,23,084)
Increase/(decrease) in Subordinated liabilities	64,80,535	60,00,494
Net cash used in financing activities (C)	<u>1,64,92,584</u>	<u>(53,22,590)</u>
Net increase/ (decrease) in cash and cash equivalents(A+B+C)	<u>1,57,16,253</u>	<u>(2,47,65,216)</u>
Cash and cash equivalents as at beginning of the year	74,17,062	2,76,60,269
Cash and cash equivalents as at end of the year	<u>2,31,33,315</u>	<u>28,95,053</u>

In terms of our report attached

For AHPN & ASSOCIATES
CHARTERED ACCOUNTANTS
Registration Number: 009452N

HARI SHANKAR GUPTA, F.C.A
Membership No. 91473

2745/23, Beadan Pura,
Karol Bagh New Delhi 110005

Place: New Delhi
Date : 30th June, 2020
UDIN :20091473AAAADN6830

For and on behalf of Board of Directors

PRAMOD KUMAR GARG
WHOLE TIME DIRECTOR
DIN : 00008042

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Membership No- A38912

MINDA FINANCE LIMITED

CIN No.L6712ODL1985PLC021349

Registered Office: B-64/1, Wazirpur Industrial Area, Delhi-110052

Statement of change in Equity**A Equity Share Capital**

Particulars	Note	Amount
		Rs.
As at 01 April, 2018		2,00,00,000
Changes in Equity Share Capital	17	-
As at 31 March, 2019		2,00,00,000
Changes in Equity Share Capital	17	-
As at 31 March, 2020		2,00,00,000

B Other equity

Particulars				
	Statutory Reserves under RBI Act	General Reserves	Retained Earnings	Total
Balance as at 1st April, 2018	55,49,000	1,02,90,000	-38,28,242	1,20,10,758
- Profit/(Loss) for the year			44,93,705	44,93,705
- Transfer to Statutory Reserves	21,00,000	-	-21,00,000	-
Balance as at 1 April, 2019	76,49,000	1,02,90,000	-14,34,537	1,65,04,463
- Profit/(Loss) for the year			-27,09,902	-27,09,902
- Other comprehensive income for the year				
Balance as at 31 March, 2020	76,49,000	1,02,90,000	-41,44,439	1,37,94,561

*See accompanying notes to the financial statements***In terms of our report attached**

For AHPN & ASSOCIATES
CHARTERED ACCOUNTANTS
Registration Number: 009452N

For and on behalf of Board of Directors

HARI SHANKAR GUPTA, F.C.A
Membership No. 91473

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MINDA FINANCE LIMITED
CIN L6712ODL1985PLC021349

Registered Office : B-64/1, Wazirpur Industrial Area, Delhi-110052

Notes forming part of the standalone financial statements

(All amounts in Indian ₹, unless otherwise stated)

Note 1: Corporate Information

Minda Finance Limited (the Company) was incorporated under the provision of Companies Act, 1956 and registered with Reserve Bank of India, Department of Non- Banking Supervision, Regional Office, Delhi vide Certificate no.B-14-01357 dated 15.12.2001. The Company is engaged in the business of Lease, Finance and Investments.

Note 2: Basis of Preparation

A. Statement of compliance

These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of Companies Act, 2013, (the 'Act') and other relevant provisions of the Act.

The financial statements up to and for the year ended 31 March 2019 were prepared in accordance with the Companies (Accounting Standards) Rules, 2006, notified under Section 133 of the Act and other relevant provisions of the Act.

As these are the Company's first financial statements prepared in accordance with Indian Accounting Standards (Ind AS), Ind AS 101, First-time Adoption of Indian Accounting Standards has been applied. An explanation of how the transition to Ind AS has affected the previously reported financial position, financial performance and cash flows of the Company is provided in **Note 30**

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The financial statements were authorised for issue by the Company's Board of Directors on June 30, 2020.

Details of the Company's accounting policies are included in **Note 3**.

B. Functional and presentation currency/ Location of assets and liabilities

These financial statements are presented in Indian Rupees (INR), which is also the Company's functional currency.

There is no assets and/or liabilities out of India.

C. Basis of measurement

The financial statements have been prepared on the historical cost basis except for the following items:

(a) Certain financial assets and liabilities	Fair value
(b) Net defined benefit (asset)/ liability	Fair value of plan assets less present value of defined benefit obligations

MINDA FINANCE LIMITED
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Notes forming part of the standalone financial statements

(All amounts in Indian ₹, unless otherwise stated)

D. Use of estimates and judgements

In preparing these financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

Critical estimates and judgements

Areas involving critical estimates or judgements are:

- Estimation of current tax expense and payable – **Note 3(J)**
- Estimated useful life of tangible and intangible assets – **Note 3(C) and 3(D)**
- Estimation of defined benefit obligation – **Note 3(H)**

E. Measurement of fair values

A number of the Company's accounting policies and disclosures require measurement of fair values, for both financial and non-financial assets and liabilities.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable -inputs).

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Further information about the assumptions made in measuring fair values of financial instruments

Note 3: Significant Accounting Policies

The accounting policies set out below have been applied consistently to the period presented in these financial statements.

A) Financial Instruments

- i. Recognition and initial measurement

MINDA FINANCE LIMITED
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Notes forming part of the standalone financial statements

(All amounts in Indian ₹, unless otherwise stated)

Trade receivables and debt securities issued are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument.

A financial asset or financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

ii. Classification and subsequent measurement

Financial assets

On initial recognition, a financial asset is classified as measured at

- amortised cost;
- FVOCI – debt investment;
- FVOCI – equity investment; or
- FVTPL

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Group changes its business model for managing financial assets.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

Financial assets: Subsequent measurement and gains and losses

Financial assets at FVTPL: These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss. However, see Note 3(b)(iii) for derivatives designated as hedging instruments.

Financial assets at amortised cost: These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.

Financial liabilities: Classification, subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on DE recognition is also recognised in profit or loss. See Note 3(b)(iii) for financial liabilities designated as hedging instruments.

MINDA FINANCE LIMITED
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Notes forming part of the standalone financial statements
(All amounts in Indian ₹, unless otherwise stated)

iii. De- recognition

Financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Company enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

Financial liabilities

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

The Company also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in profit or loss.

iv. Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

v. Derivative financial instruments and hedge accounting

The Company holds derivative financial instruments to hedge its foreign currency and interest rate risk exposures. Embedded derivatives are separated from the host contract and accounted for separately if the host contract is not a financial asset and certain criteria are met.

Derivatives are initially measured at fair value. Subsequent to initial recognition, derivatives are measured at fair value, and changes therein are generally recognised in profit or loss.

The Company designates certain derivatives as hedging instruments to hedge the variability in cash flows associated with highly probable forecast transactions arising from changes in foreign exchange rates and interest rates and certain derivatives and non-derivative financial liabilities as hedges of foreign exchange risk on a net investment in a foreign operation.

At inception of designated hedging relationships, the Company documents the risk management objective and strategy for undertaking the hedge. The Company also documents the economic relationship between the hedged item and the hedging instrument, including whether the changes in cash flows of the hedged item and hedging instrument are expected to offset each other.

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Notes forming part of the standalone financial statements
(All amounts in Indian ₹, unless otherwise stated)

Cash flow hedges

When a derivative is designated as a cash flow hedging instrument, the effective portion of changes in the fair value of the derivative is recognised in OCI and accumulated in the other equity under 'effective portion of cash flow hedges'. The effective portion of changes in the fair value of the derivative that is recognised in OCI is limited to the cumulative change in fair value of the hedged item, determined on a present value basis, from inception of the hedge. Any ineffective portion of changes in the fair value of the derivative is recognised immediately in profit or loss.

The Company designates only the change in fair value of the spot element of forward exchange contracts as the hedging instrument in cash flow hedging relationships. The change in fair value of the forward element of forward exchange contracts ('forward points') is separately accounted for as a cost of hedging and recognised separately within equity.

When the hedged forecast transaction subsequently results in the recognition of a non-financial item such as inventory, the amount accumulated in other equity is included directly in the initial cost of the non-financial item when it is recognised. For all other hedged forecast transactions, the amount accumulated in other equity is reclassified to profit or loss in the same period or periods during which the hedged expected future cash flows affect profit or loss.

If a hedge no longer meets the criteria for hedge accounting or the hedging instrument is sold, expires, is terminated or is exercised, then hedge accounting is discontinued prospectively. When hedge accounting for cash flow hedges is discontinued, the amount that has been accumulated in other equity remains there until, for a hedge of a transaction resulting in recognition of a non-financial item, it is included in the non-financial item's cost on its initial recognition or, for other cash flow hedges, it is reclassified to profit or loss in the same period or periods as the hedged expected future cash flows affect profit or loss.

If the hedged future cash flows are no longer expected to occur, then the amounts that have been accumulated in other equity are immediately reclassified to profit or loss.

B) Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

C) Property, plant and equipment

i) Recognition and measurement

Items of property, plant and equipment are measured at cost, which includes capitalised borrowing costs, less accumulated depreciation and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

MINDA FINANCE LIMITED
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Notes forming part of the standalone financial statements

(All amounts in Indian ₹, unless otherwise stated)

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in profit or loss.

ii) Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

iii) Depreciation/Amortization

Depreciation on Property, plant and equipment is provided over the useful life of the assets based on technological evaluation or the useful life for the tangible assets prescribed under Schedule II of Companies Act, 2013 as under:

(i)	Furniture and Fixtures	10 years
(ii)	Office Equipment's	5 years
(iii)	Computer Hardware	
	-Servers and networks	3 years
	-End user devices	3 years

iv) De-recognition

An item of property, plant and equipment or investment property is de-recognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or requirement of an item of property, plant and equipment or investment property is determined as the difference between the sales process and the carrying amount of the asset and is recognised in profit or loss.

v) Transition to Ind AS

The Company has elected to continue with the carrying value of all of its property, plant and equipment and investment property recognised as of 1 April 2018 (the transition date) measured as per the previous GAAP and use such carrying value as its deemed cost as of the transition date.

D) Intangibles Assets

Intangible assets that are acquired by the Company are measured initially at cost. After initial recognition, an intangible asset is carried at its cost less any accumulated amortization and any accumulated impairment loss.

Subsequent expenditure is capitalised only when it increases the future economic benefits from the specific asset to which it relates.

Intangible assets are amortised in the Statement of Profit or Loss over their estimated useful lives, from the date that they are available for use based on the expected pattern of consumption of economic benefits of the asset. Accordingly, at present, these are being amortised on straight line basis.

The cost of Intangible assets is amortized over a period of four years the estimated economic life of the assets.

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Notes forming part of the standalone financial statements

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An intangible asset is derecognized on disposal or when no future economic benefits are expected from its use and disposal.

Losses arising from retirement and gains or losses arising from disposal of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Statement of Profit and Loss.

Transition to Ind AS

The Company has elected to continue with the carrying value of all of its intangible asset recognised as of 1st April, 2018 (the transition date) measured as per the previous GAAP and use such carrying value as its deemed cost as of the transition date.

E) Impairment

i) Impairment of financial instruments

The Company recognises loss allowances for expected credit losses on financial assets measured at amortised cost.

At each reporting date, the Company assesses whether financial assets carried at amortised cost are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

The Company measures loss allowances at an amount equal to lifetime expected credit losses. Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument. In all cases, the maximum period considered when estimating expected credit losses is the maximum contractual period over which the Company is exposed to credit risk.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment and including forward-looking information.

The Company assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due. The Company considers a financial asset to be in default when the financial asset is 90 days or more past due.

Measurement of expected credit losses

Expected credit losses are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Company in accordance with the contract and the cash flows that the Company expects to receive).

Presentation of allowance for expected credit losses in the balance sheet

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

Write-off

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to

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Notes forming part of the standalone financial statements
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the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.

ii) Impairment of non-financial assets

The Company's non-financial assets, other than inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. Goodwill is tested annually for impairment.

For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

The recoverable amount of a CGU (or an individual asset) is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU (or the asset).

The Company's corporate assets (e.g., central office building for providing support to various CGUs) do not generate independent cash inflows. To determine impairment of a corporate asset, recoverable amount is determined for the CGUs to which the corporate asset belongs.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the statement of profit and loss. Impairment loss recognised in respect of a CGU is allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets of the CGU (or group of CGUs) on a pro rata basis.

An impairment loss in respect of goodwill is not subsequently reversed. In respect of other assets for which impairment loss has been recognised in prior periods, the Company reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

F) Investment

The classification of investment in subsidiary company, associate company, joint venture company and others is as certify by the company secretary.

G) Revenue recognition

- (i) The Company prepares its accounts on accrual basis, in accordance with normally accepted accounting principles.
- (ii) Interest income from financial assets is recognised on accrual basis.
- (iii) Lease rentals and finance charges on hire purchase transaction are accounted for on accrual basis. If there are any uncertainties in realization, the same are not accounted for.
- (iv) Income on Bills of exchange discounted during the year is accounted for on accrual basis.
- (v) Dividend income is recognized when the right to receive the same is established.
- (vi) Profit/ Loss on sale of investments is accounted for on the trade dates.

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Notes forming part of the standalone financial statements
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H) Provisions (other than employee benefits)

A provision is recognized if, as a result of a past event, the Company has a present obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost. Expected future operating losses are not provided for.

i) Contingencies

Provision in respect of loss contingencies relating to claims, litigation, assessment, fines, penalties, etc. are recognized when it is probable that a liability has been incurred, and the amount can be estimated reliably.

I) Provisions (employee benefits)

i) Provisions for gratuity and leave encashment benefit have been made on the basis of own valuation.

J) Income taxes

i) Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

ii) Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits. Deferred tax is not recognised for:

- temporary differences arising on the initial recognition of assets or liabilities in a transaction that affects neither accounting nor taxable profit or loss at the time of the transaction;
- taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, the company recognises a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised. Deferred tax assets – unrecognised or recognised, are reviewed at each reporting date and are recognised/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realised.

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Notes forming part of the standalone financial statements
(All amounts in Indian ₹, unless otherwise stated)

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

Deferred tax in respect of timing differences which reverse after the tax holiday period is recognized in the year in which the timing differences originate.

K) Foreign currency

- i. Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of the transactions.
- ii. Foreign currency loans covered by forward exchange contracts are translated at the rate prevailing on the date of transaction as increased or decreased by the proportionate difference between the forward contract and exchange rate on the date of transaction.
- iii. Current assets and liabilities (other than those relating to fixed assets and investments) are restated at the rates prevailing at the year-end or at the forward rate where forward cover has been taken. The difference between exchange rate at the year end and at the date of transaction is recognized as income or expense in Statement of Profit and Loss. In respect of transactions covered by forward exchange contracts, the difference between the contract rate and the rate on the date of transaction is recognized in Statement of Profit and Loss.

L) Earnings per share

Basic earnings/ (loss) per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The weighted average numbers of equity shares outstanding during the year are adjusted for events of bonus issue and share split. For the purpose of calculating diluted earnings/ (loss) per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares. The dilutive potential equity shares are deemed to be converted as of the beginning of the period, unless they have been issued at a later date.

MINDA FINANCE LIMITED

CIN No.L6712ODL1985PLC021349

Registered Office: B-64/1, Wazirpur Industrial Area, Delhi-110052

Notes forming part of the standalone financial statements for the year ended 31 March, 2020**(All amounts in ₹ unless otherwise stated)**

	As at 31 March, 2020	As at 31 March, 2019	As at 1 April, 2018
4 Cash and Cash Equivalents			
Cash on hand	25,751	14,277	31,622
Deposit with original maturity of less than 3 months '@	40,786	40,131	40,131
Bank Balances in Current Account	2,03,72,854	73,51,904	2,75,77,766
Silver coins@@	10,750	10,750	10,750
	2,04,50,141	74,17,062	2,76,60,269

@ Fixed deposits with bank is under lien of bank for Guarantee provided

@@ in number

91	91	91
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5 Loans

(Unsecured - Considered good)

	As at 31 March, 2020	As at 31 March, 2019	As at 1 April, 2018
Bill of Exchange	73,97,357	23,74,347	68,60,232
Loans repayable on demand	88,04,053	1,75,42,575	73,69,114
Term loans*	1,67,49,774	1,54,94,703	1,43,33,675
	3,29,51,184	3,54,11,625	2,85,63,021
* Includes loan to a private limited company in which director of the company is a director	50,00,000	-	-

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Notes forming part of the standalone financial statements for the year ended 31 March, 2020
(All amounts in ₹ unless otherwise stated)

	As at 31 March, 2020	As at 31 March, 2019	As at 1 April, 2018
6 Investments			
Investments measured at Cost			
Equity Instruments			
(i) Subsidiaries			
Bar Investments and Finance Private Limited	90,51,069	90,51,069	90,51,069
3406950 Equity Shares (Previous Year 3406950 Equity Shares as on 31 March 2019 and 3406950 Equity Shares as on 1 April 2018) of ` 10 each fully paid up			
(ii) Associates			
Minda Nexgen Tech Limited	46,32,054	46,32,054	46,32,054
4620500 Equity Shares (Previous Year 4620500 Equity Shares as on 31 March 2019 and 4620500 Equity Shares as on 1 April 2018) of ` 10 each fully paid up			
Minda I Connect Limited	1,19,50,000	1,19,50,000	1,19,50,000
1195000 Equity Shares (Previous Year 1195000 Equity Shares as on 31 March 2019 and 1195000 Equity Shares as on 1 April 2018) of ` 10 each fully paid up			
(iii) Joint Ventures			
Minda Nabtesco Automotive Private Limited	5,20,80,740	4,79,60,740	3,84,31,500
5208074 Equity Shares (Previous Year 4796074 Equity Shares as on 31 March 2019 and 3843150 Equity Shares as on 1 April 2018) of ` 10 each fully paid up			
(iv) Others			
Minda Industries Limited	30,49,544	10,39,575	10,39,575
3738302 Equity Shares (Previous Year 3729600 Equity Shares as on 31 March 2019 and 1243200 Equity Shares as on 1 April 2018) of ` 2 each fully paid up			
Minda Investments Limited	36,86,694	36,86,694	36,86,694
908000 Equity Shares (Previous Year 908000 Equity Shares as on 31 March 2019 and 908000 Equity Shares as on 1 April 2018) of ` 10 each fully paid up			

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**Notes forming part of the standalone financial statements for the year ended 31 March, 2020
(All amounts in ₹ unless otherwise stated)****6 Investments (Contd...)**

MI Torica India Private Limited NIL Equity Shares (Previous Year NIL Equity Shares as on 31 March 2019 and 1250000 Equity Shares as on 1 April 2018) of ` 10 each fully paid up	-	-	1,25,18,750
Minda International Limited 1 Equity Shares (Previous Year 92450 Equity Shares as on 31 March 2019 and 92450 Equity Shares as on 1 April 2018) of ` 10 each fully paid up	27	25,02,390	25,02,390
Shree Aumji Infrastructure and Projects Private Limited 206400 Equity Shares (Previous Year 206400 Equity Shares as on 31 March 2019 and 206400 Equity Shares as on 1 April 2018) of ` 10 each fully paid up	20,69,160	20,69,160	20,69,160
Tokai Rika Minda India Private Limited 22500000 Equity Shares (Previous Year 22500000 Equity Shares as on 31 March 2019 and 22500000 Equity Shares as on 1 April 2018) of ` 10 each fully paid up	15,79,53,750	15,79,53,750	15,79,53,750
	24,44,73,038	24,08,45,432	24,38,34,942

	As at 31 March, 2020	As at 31 March, 2019	As at 1 April, 2018
7 Other Financial Assets			
Accrued Interest	1,325	5,505	2,787
Security Deposit	-	5,000	5,000
Share Application Money	-	-	53,57,740
	1,325	10,505	53,65,527

	As at 31 March, 2020	As at 31 March, 2019	As at 1 April, 2018
8 Current Tax Assets			
Income tax(Net of Provision)	8,89,087	7,46,465	7,20,526
	8,89,087	7,46,465	7,20,526

Movement of Current Tax assets

Taxes paid/deducted at source	25,33,110	23,90,488	7,31,549
Less: Provisions	(16,44,023)	(16,44,023)	(11,023)
	8,89,087	7,46,465	7,20,526

	As at 31 March, 2020	As at 31 March, 2019	As at 1 April, 2018
9 Deferred Tax Assets			
Difference between book depreciation and tax depreciation	9,53,400	9,53,400	9,53,400
Provision for employee's benefit	40,000	40,000	40,000
	9,93,400	9,93,400	9,93,400

No deferred tax assets is recognized after 31st March, 2018 as there was no certainty that there will be sufficient future income to recover such deferred tax assets

MINDA FINANCE LIMITED

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Notes forming part of the standalone financial statements for the year ended 31 March, 2020

(All amounts in ₹ unless otherwise stated)

10 Property, Plant and Equipment

	Furniture and Fixtures	Office Equipment	Computer Hardware	Total
Cost or deemed cost (gross carrying amount)				
Balance at 1 April 2018	3,551	1,910	62,890	68,351
Additions	-	-	-	-
Disposals/ Adjustments	-	-	-	-
Balance at 31 March 2019	3,551	1,910	62,890	68,351
Balance at 1 April 2019	3,551	1,910	62,890	68,351
Additions	-	-	-	-
Disposals/ Adjustments	-	-	-	-
Balance at 31 March 2020	3,551	1,910	62,890	68,351
Accumulated depreciation and impairment losses				
Balance at 1 April 2018	-	-	-	-
Depreciation for the year	909	1,743	25,652	28,304
Disposals	-	-	-	-
Balance at 31 March 2019	909	1,743	25,652	28,304
Balance at 1 April 2019	909	1,743	25,652	28,304
Depreciation for the year	909	167	25,652	26,728
Disposals	-	-	-	-
Balance at 31 March 2020	1,818	1,910	51,304	55,032
Carrying amounts (net)				
At 1 April 2018	3,551	1,910	62,890	68,351
At 31 March 2019/ 1 April 2019	2,642	167	37,238	40,047
Balance at 31 March 2020	1,733	-	11,586	13,319

Notes forming part of the standalone financial statements for the year ended 31 March, 2020
(All amounts in ₹ unless otherwise stated)

	As at 31 March, 2020	As at 31 March, 2019	As at 1 April, 2018
11 Trade Payables			
Total outstanding dues of creditors other than micro enterprises and small enterprises*	4,04,129	2,79,785	6,12,347
	<u>4,04,129</u>	<u>2,79,785</u>	<u>6,12,347</u>
* Includes due to a director	<u>33,750</u>	<u>-</u>	<u>-</u>

	As at 31 March, 2020	As at 31 March, 2019	As at 1 April, 2018
12 Borrowings (Other than debt securities)			
Repayable on Demand			
From Other than Bank	1,00,12,049	-	1,13,23,084
	<u>1,00,12,049</u>	<u>-</u>	<u>1,13,23,084</u>

	As at 31 March, 2020	As at 31 March, 2019	As at 1 April, 2018
13 Subordinated liabilities			
Preference Shares other than that qualify as Equity			
3 percent non-cumulative redeemable preference shares of ₹400/-each			
i) 375000 shares allotted during the financial year 2011-12	5,95,67,065	5,51,54,688	5,10,69,156
ii) 130000 shares allotted during the financial year 2013-14	1,77,03,974	1,63,92,569	1,51,78,304
iii) 87500 shares allotted during the financial year 2015-16	1,02,16,166	94,59,413	87,58,716
	<u>8,74,87,205</u>	<u>8,10,06,670</u>	<u>7,50,06,176</u>

Above shares redeemable at par at the expiry of 20 (twenty) years from the date of allotment. However, Board shall have an option to redeem the same on or before 20 (twenty) years from the date of allotment. Keeping in view, the ability of profitability/surplus funds.

	As at 31 March, 2020	As at 31 March, 2019	As at 1 April, 2018
14 Other Financial Liabilities			
Advance against Sale of shares	-	-	2,03,62,500
Deemed Equity@	16,75,49,837	16,75,49,837	16,75,49,837
	<u>16,75,49,837</u>	<u>16,75,49,837</u>	<u>18,79,12,337</u>

@			
3 percent non-cumulative redeemable preference shares of ₹400/-each			
i) 375000 shares allotted during the financial year 2011-12	10,27,13,744	10,27,13,744	10,27,13,744
ii) 130000 shares allotted during the financial year 2013-14	3,79,46,015	3,79,46,015	3,79,46,015
iii) 87500 shares allotted during the financial year 2015-16	<u>2,68,90,078</u>	<u>2,68,90,078</u>	<u>2,68,90,078</u>
	<u>16,75,49,837</u>	<u>16,75,49,837</u>	<u>16,75,49,837</u>

	As at 31 March, 2020	As at 31 March, 2019	As at 1 April, 2018
15 Provisions			
Contingent Provision for Standard Assets	4,57,300	82,600	54,300
Provision for employee benefits	20,070	4,550	1,03,210
	<u>4,77,370</u>	<u>87,150</u>	<u>1,57,510</u>

	As at 31 March, 2020	As at 31 March, 2019	As at 1 April, 2018
16 Other Non -Financial liabilities			
Statutory liabilities			
- Administration charges on Provident fund payable	500	500	500
- Tax deducted at Source	45,843	36,131	1,83,324
	<u>46,343</u>	<u>36,631</u>	<u>1,83,824</u>

MINDA FINANCE LIMITED

CIN No.L67120DL1985PLC021349

Registered Office: B-64/1, Wazirpur Industrial Area, Delhi-110052, India

Notes forming part of the standalone financial statements for the year ended 31 March, 2020

(All amounts in ₹ unless otherwise stated)

17 Equity share capital	As at 31 March, 2020		As at 31 March, 2019		As at 1 April, 2018	
	Number	Amount	Number	Amount	Number	Amount
(a) Authorised						
Equity shares of `10/- each (previous year `10/- each)	20,00,000	2,00,00,000	20,00,000	2,00,00,000	20,00,000	2,00,00,000
Preference share capital						
3% Non Cumulative redeemable preference shares of `400/- each	14,50,000	58,00,00,000	14,50,000	58,00,00,000	14,50,000	58,00,00,000
		60,00,00,000		60,00,00,000		60,00,00,000
(b) Issued, subscribed and fully paid up						
Equity share capital						
Equity shares of `10/- each (previous year `10/- each)	20,00,000	2,00,00,000	20,00,000	2,00,00,000	20,00,000	2,00,00,000
	20,00,000	2,00,00,000	20,00,000	2,00,00,000	20,00,000	2,00,00,000
(c) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:						
Equity shares						
Opening balance	20,00,000	2,00,00,000	20,00,000	2,00,00,000	20,00,000	2,00,00,000
Add/ Less: Change in Equity Share Capital					-	-
Closing balance	20,00,000	2,00,00,000	20,00,000	2,00,00,000	20,00,000	2,00,00,000

(d) (i) Rights, preferences and restrictions attached to equity shares

The Company has only one class of equity shares having par value of ₹10/- per share. Each shareholder is entitled to one vote per share held.

(e) Details of equity shareholders holding more than 5% shares in the Company:	As at 31 March, 2020		As at 31 March, 2019		As at 1 April, 2018	
	Number	% holding	Number	% holding	Number	% holding
Class of shares / Name of shareholder						
Minda Investments Limited	3,68,940	18.45%	3,68,940	18.45%	3,68,940	18.45%
Nirmal Kumar Minda	1,98,800	9.94%	1,98,800	9.94%	1,98,800	9.94%
Pioneer Finest Limited	1,98,000	9.90%	1,98,000	9.90%	1,98,000	9.90%
Paridhi Minda Jindal	1,24,850	6.24%	1,24,850	6.24%	1,24,850	6.24%
Suman Minda	1,86,280	9.31%	1,86,280	9.31%	1,86,280	9.31%
Savitri Minda	1,95,750	9.79%	-	-	-	-

18 Other Equity

Particulars	Other Comprehensive Income	Statutory Reserves under RBI Act	General Reserves	Retained Earnings	Total
Balance as at 1 April, 2019	-	76,49,000	1,02,90,000	(14,34,537)	1,65,04,463
Profit/(Loss) for the Year	-	-	-	(27,09,902)	(27,09,902)
Transfer to Statutory Reserves	-	-	-	-	-
Other Comprehensive Income (Net of Tax)	-	-	-	-	-
Balance as at 31 March 2020	-	76,49,000	1,02,90,000	(41,44,439)	1,37,94,561
Balance as at 1 April, 2018	-	55,49,000	1,02,90,000	(38,28,242)	1,20,10,758
Profit/(Loss) for the Year	-	-	-	44,93,705	44,93,705
Transfer to Statutory Reserves	-	21,00,000	-	(21,00,000)	-
Other Comprehensive Income (Net of Tax)	-	-	-	-	-
Balance as at 31 March, 2019	-	76,49,000	1,02,90,000	(14,34,537)	1,65,04,463

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Notes forming part of the standalone financial statements for the year ended 31 March, 2020

(All amounts in ₹ unless otherwise stated)

	Year ended 31 March, 2020	Year ended 31 March, 2019
19 Interest Income		
Interest on loans	19,04,271	23,57,602
Interest on deposits with bank	5,93,117	3,46,132
Other Interest Income	6,15,080	4,22,433
	31,12,468	31,26,167
	Year ended 31 March, 2020	Year ended 31 March, 2019
20 Other Income		
Profit on sale of Investment in shares	16,57,842	78,43,750
Provision for Gratuity written back	-	1,03,210
	16,57,842	79,46,960
	Year ended 31 March, 2020	Year ended 31 March, 2019
21 Finance Costs		
Interest on subordinated liabilities	64,80,534	60,00,494
Interest on Loan	13,388	67,318
	64,93,922	60,67,812
	Year ended 31 March, 2020	Year ended 31 March, 2019
22 Employee Benefits expenses		
Salaries and wages	17,67,886	18,85,124
Gratuity	15,520	4,550
Contribution to provident and other funds	6,000	6,000
Staff welfare expense	866	990
	17,90,272	18,96,664
	Year ended 31 March, 2020	Year ended 31 March, 2019
23 Depreciation and amortization		
Depreciation on Property, Plant and Equipment	26,728	28,304
Amortisation of Intangible Assets	-	-
	26,728	28,304

MINDA FINANCE LIMITED

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Notes forming part of the standalone financial statements for the year ended 31 March, 2020**(All amounts in ₹ unless otherwise stated)**

	Year ended 31 March, 2020	Year ended 31 March, 2019
24 Other Expenses		
Rent, taxes and energy costs	74,344	70,800
Communication Costs	12,765	26,288
Printing and Stationary	944	420
Director Sitting Fee	37,500	-
Auditor's Remuneration		
-Audit Fees	2,12,400	2,36,000
-For other services	47,200	-
Legal and Professional Charges	3,90,469	1,84,603
Listing Fees	3,54,000	2,95,000
General Expenses	2,79,131	85,055
Contingent Provision for standard assets	3,74,700	28,300
	<u>17,83,453</u>	<u>9,26,466</u>
	Year ended 31 March, 2020	Year ended 31 March, 2019
25 Exceptional Items		
Delisting Expenses to BSE limited	16,31,940	-
	<u>16,31,940</u>	<u>-</u>
	Year ended 31 March, 2020	Year ended 31 March, 2019
26 Earnings per share		
a) Basic		
Net profit after tax	(27,09,902)	44,93,705
Weighted average no. of equity shares used to compute basic earning per share	20,00,000	20,00,000
Basic earnings per share (Nominal value ₹10 per share)	(1.35)	2.25
b) Diluted		
Net profit after tax	(27,09,902)	44,93,705
Weighted average no. of equity shares used to compute basic earning per share	20,00,000	20,00,000
Diluted earnings per share (Nominal value ₹10 per share)	(1.35)	2.25

MINDA FINANCE LIMITED

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Notes forming part of the standalone financial statements for the year ended 31 March, 2020

Note 27 :- Contigent liabilities

Claims made against the Company not acknowledged as debts:

Particulars	As at 31 March, 2020	As at 31 March, 2019	As at 01 April, 2018
	Rs.	Rs.	Rs.
Claims against the company not acknowledged as debt			
Income tax matters under dispute	1,19,000	1,19,000	

Note 28 :- Maturity analysis of assets and liabilities

An analysis of assets and liabilities according to when they are expected to be recovered or settled is as under: -

Particulars	As at 31 March, 2020			As at 31 March, 2019			As at 01 April, 2018		
	Within 12 months	After 12 months	Total	Within 12 months	After 12 months	Total	Within 12 months	After 12 months	Total
Assets									
Financial Assets									
Cash and Cash Equivalents	2,04,50,141	-	2,04,50,141	74,17,062	-	74,17,062	2,76,60,269	-	2,76,60,269
Loans	1,62,01,410	1,67,49,774	3,29,51,184	1,99,16,922	1,54,94,703	3,54,11,625	1,43,33,675	1,43,33,675	2,85,63,021
Investments		24,44,73,038	24,44,73,038	-	24,08,45,432	24,08,45,432	24,38,34,942	24,38,34,942	24,38,34,942
Other Financial Assets	1,325	-	1,325	10,505	-	10,505	53,65,527	5,000	53,60,527
Total Financial Assets	3,66,52,876	26,12,22,812	29,78,75,688	2,73,44,489	25,63,40,135	28,36,84,624	4,72,55,142	25,81,73,617	30,54,18,759
Non-Financial Assets									
Current Tax Assets (Net)		8,89,087	8,89,087		7,46,465	7,46,465		7,20,526	7,20,526
Deferred Tax Assets (Net)		9,93,400	9,93,400		9,93,400	9,93,400		9,93,400	9,93,400
Property, Plant and Equipment		13,319	13,319		40,047	-16,57,77,681		68,351	68,351
		-16,58,17,728	-16,58,17,728						
Total Non-Financial Assets	-16,58,17,728	18,95,806	18,95,806	-16,58,17,728	17,79,912	-16,40,37,816	-	17,82,277	17,82,277
Total Assets	-12,91,64,852	26,31,18,618	29,97,71,494	-13,84,73,239	25,81,20,047	11,96,46,808	4,72,55,142	25,99,55,894	30,72,01,036
Current									
Financial Liabilities									
Trade Payables	4,04,129		4,04,129	2,79,785		2,79,785	6,12,347		6,12,347
Borrowings (Other than debt securities)	1,00,12,049		1,00,12,049	-		-	1,13,23,084	0	1,13,23,084
Subordinated Liabilities		8,74,87,205	8,74,87,205		8,10,06,670	8,10,06,670		7,50,06,176	7,50,06,176
Other Financial Liabilities		16,75,49,837	16,75,49,837		16,75,49,837	16,75,49,837		16,75,49,837	16,75,49,837
Total Financial Liabilities	1,04,16,178	25,50,37,042	26,54,53,220	2,79,785	24,85,56,507	24,85,36,292	3,22,97,931	24,25,56,012	27,48,53,944
Non-Financial Liabilities									
Provisions	4,77,370		4,77,370	87,150		87,150	1,57,510		1,57,510
Other non Financial liabilities	46,343		46,343	36,631		36,631	1,83,824		1,83,824
Total Non-Financial Liabilities	5,23,713	-	5,23,713	1,23,781	-	1,23,781	3,41,334	-	3,41,334
Equity									
Equity share capital		2,00,00,000	2,00,00,000		2,00,00,000	2,00,00,000		2,00,00,000	2,00,00,000
Other equity		1,37,94,561	1,37,94,561		1,65,04,463	1,65,04,463		1,20,10,758	1,20,10,758
Total Equity	-	3,37,94,561	3,37,94,561	-	3,65,04,463	3,65,04,463	-	3,20,10,758	3,20,10,758
Total liabilities and equity	1,09,39,891	28,88,31,603	29,97,71,494	4,03,566	28,50,60,970	28,54,64,536	3,26,39,265	27,45,66,770	30,72,06,036

MINDA FINANCE LIMITED

CIN No.L67120DL1985PLC021349

Registered Office: B-64/1, Wazirpur Industrial Area, Delhi-110052

Notes forming part of the standalone financial statements for the year ended 31 March, 2020

Note 29 :- Additional information to the financial statements**1) Related party disclosure****a) Holding company** -Nil**b) Subsidiary Company**

-Bar Investments and Finance Private Limited

c) Associates

Minda Nexgentech Limited

Minda I Connect Private Limited

d) Joint venture Companies

Minda Nabtesco Automotive Private Limited.

e) Key management personnel

Anand Kumar Minda (Director)

Lalit Khubchandani (Company Secretary)

Mohan Chander Joshi (Independent Director upto 11.11.2019)

Nirmal K. Minda (Director)

Pramod Kumar Garg (Whole-time Director)

Seema Gupta (Independent Director)

Shashi Kala Saini (Independent Director w.e.f. 11.11.2019)

Shashi Shankar Malviya (CFO)

f) Other entities over which key management personnel is able to exercise significant influence

Minda Industries Limited

Minda Investments Limited

g) Particulars of related party transactions :-

Nature of transactions	31-March-2020	31-March-2019
------------------------	---------------	---------------

Enterprises in which directors/their relatives having significant influence or having key managerial person in common.

Minda Industries Limited

Dividend received	39,16,080	36,67,440
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Remuneration to Key Management Personnel

1. Dhiraj Arora (Company Secretary upto 14-11-2018)

- Salary and Allowances	Nil	4,45,200
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2. Lalit Khubchandani (Company Secretary)

- Salary and Allowances	6,15,888	2,08,457
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Remuneration to Independent Directors

Sitting fee

Ms. Shashi Kala Saini	37,500	Nil
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2) Managerial Remuneration (Pramod Kumar Garg, Whole-time Director)	31-March-2020	31-March-2019
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Salary and other allowance	7,14,000	6,51,000
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House Rent Allowance	4,28,400	3,90,600
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Contribution to Provident fund and other fund	9,600	14,400
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Reimbursement of medical expenses		
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Excluding value of perquisites of telephone, car and reimbursement of expenses on conveyance, refreshment, membership fee and uniform.

Exclusive of provision for future liabilities in respect of gratuity and leave encashment which are based on actuarial valuation done on overall company basis.

MINDA FINANCE LIMITED

CIN No.L6712ODL1985PLC021349

Registered Office: B-64/1, Wazirpur Industrial Area, Delhi-110052

Notes forming part of the standalone financial statements for the year ended 31 March, 2020

Note 30 :- First time adoption of Ind AS

The Company's first financial statements are prepared in accordance with Ind AS for the year ended 31 March 2020. The financial statement upto and for the year ended 31 March, 2019 were prepared in accordance with Accounting Standards notified under Section 133 of the Companies Act and other relevant provisions of the Act ('previous GAAP').

Accordingly the Company has prepared these financial statements which comply with Ind AS applicable for year ended on 31 March, 2020, together with the comparative period data for the year ended 31 March 2019 and Ind AS opening balance sheet as at 1 April 2018. Further, in presenting the comparative information, the Company has adjusted amounts reported previously in financial statements prepared in accordance with previous GAAP. This note explains the principal adjustments made by the Company in restating its financial statements prepared in accordance with previous GAAP, and how the transition from previous GAAP to Ind AS has affected the Company's financial position, financial performance and cash flows.

The accounting policies set out in Note 3 have been applied in preparing these financial statements for the year ended 31 March 2020 including the comparative information for the year ended 31 March 2019 and the opening Ind AS balance sheet on the date of transition i.e. 1 April 2018.

A) Optional exemptions availed and mandatory exceptions

Ind AS 101 allows first-time adopters certain exemptions from the retrospective application of certain requirements under Ind AS. The Company has availed the following exemptions:

i. Deemed cost for property, plant and equipment and intangible assets:

The Company has elected to continue with the carrying value of all of its plant and equipment and intangible assets as recognised as of April 01, 2018 (transition date) measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.

Estimates

The estimates at April 01, 2018 and at March 31, 2019 are consistent with those made for the same dates in accordance with Indian GAAP (after adjustments to reflect any differences in accounting policies, if any).

MINDA FINANCE LIMITED

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Notes forming part of the standalone financial statements for the year ended 31 March, 2020

B) Reconciliations between previous GAAP and Ind AS

Ind AS 101 requires an entity to reconcile equity, total comprehensive income and cash flows

The following table represent the reconciliations from previous GAAP to Ind AS.

(i) Reconciliation of equity as at 1 April, 2018 and 31 March, 2019

Particulars	As at 31st March, 2019			As at 1st April, 2018		
	Previous GAAP	Adjustment on transition to Ind AS	Ind AS	Previous GAAP	Adjustment on transition to Ind AS	Ind AS
(1) ASSETS						
Financial Assets						
a) Cash and Cash Equivalents	74,17,062	-	74,17,062	2,76,60,269	-	2,76,60,269
b) Loans	3,54,11,625	-	3,54,11,625	2,85,63,021	-	2,85,63,021
c) Investments	24,08,45,432	-	24,08,45,432	24,38,34,942	-	24,38,34,942
d) Other Financial Assets	10,505	-	10,505	53,65,527	-	53,65,527
	28,36,84,624	-	28,36,84,624	30,54,23,759	-	30,54,23,759
Non-Financial Assets						
a) Current Tax Assets (Net)	7,46,465	-	7,46,465	7,20,526	-	7,20,526
b) Deferred Tax Assets (Net)	9,93,400	-	9,93,400	9,93,400	-	9,93,400
c) Property, Plant and Equipment	40,047	-	40,047	68,351	-	68,351
	17,79,912	-	17,79,912	17,82,277	-	17,82,277
TOTAL - ASSETS	28,54,64,536	-	28,54,64,536	30,72,06,036	-	30,72,06,036
(2) EQUITY AND LIABILITIES						
LIABILITIES						
Financial Liabilities						
a) Trade Payables	2,79,785	-	2,79,785	6,12,347	-	6,12,347
b) Borrowings	-	-	-	1,13,23,084	-	1,13,23,084
c) Subordinated Liabilities	-	8,10,06,670	8,10,06,670	-	7,50,06,176	7,50,06,176
d) Other Financial Liabilities	-	16,75,49,837	16,75,49,837	2,03,62,500	16,75,49,837	18,79,12,337
	2,79,785	24,85,56,507	24,88,36,292	3,22,97,931	24,25,56,013	27,48,53,944
Non-Financial Liabilities						
a) Provisions	87,150	-	87,150	1,57,510	-	1,57,510
b) Other non Financial liabilities	36,631	-	36,631	1,83,824	-	1,83,824
	1,23,781	-	1,23,781	3,41,334	-	3,41,334
EQUITY						
a) Equity Share capital	25,70,00,000	-23,70,00,000	2,00,00,000	25,70,00,000	-23,70,00,000	2,00,00,000
b) Other equity	2,80,60,970	-1,15,56,507	1,65,04,463	1,75,66,771	-55,56,013	1,20,10,758
	28,50,60,970	-24,85,56,507	3,65,04,463	27,45,66,771	-24,25,56,013	3,20,10,758
TOTAL - EQUITY AND LIABILITIES	28,54,64,536	-	28,54,64,536	30,72,06,036	-	30,72,06,036

MINDA FINANCE LIMITED

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Notes forming part of the standalone financial statements for the year ended 31 March, 2020

(ii) Reconciliation of total comprehensive income for the year ended 31 March, 2019

Particulars	Previous GAAP*	Adjustment on transition to Ind AS	Ind AS
			Rs.
Income			
Revenue from operations	70,98,991		70,98,991
Other income	79,46,960		79,46,960
Total Income	1,50,45,951	-	1,50,45,951
Expenses			
Finance costs	69,179	59,98,632	60,67,811
Employee benefits expense	18,96,664	-	18,96,664
Depreciation and amortization expense	28,304	-	28,304
Other expenses	9,24,604	1,862	9,26,466
Total expenses	29,18,751	60,00,494	89,19,245
Profit before tax	1,21,27,200	(60,00,494)	61,26,706
Tax expense:			
Current tax	16,33,000		16,33,000
Deferred tax expense		-	-
	16,33,000	-	16,33,000
Net Profit for the year	1,04,94,200	(60,00,494)	44,93,706
Other Comprehensive Income for the year			
Items that will not be reclassified to profit or loss			
Remeasurements of post employment benefit obligations	-	-	-
Deferred tax on remeasurements of post employment benefit	-	-	-
Items that will be reclassified to profit or loss			
Other Comprehensive Income for the year, net of tax	-	-	-
Total Comprehensive Income for the year	1,04,94,200	(60,00,494)	44,93,706

MINDA FINANCE LIMITED

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Notes forming part of the standalone financial statements for the year ended 31 March, 2020

C) Footnotes to the reconciliation of equity as at April 01, 2018 and March 31, 2019 and profit or loss for the year ended March 31, 2019:

a Financial Instruments

The Company uses derivative financial instruments, such as forward currency contracts, interest rate swaps, currency swaps, principal only swaps and commodity fixed price swap contracts, to hedge its foreign currency risks, interest rate risks and commodity price risks, respectively and Hedge accounting as permitted under Ind AS 109 and as per Company accounting policy is applied for the purpose of Accounting in the financial statements.

As per Ind AS 109, such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

b Loans/other Financial Assets/ other Current Assets:

(i) As per Schedule III, Security Deposits are to be classified under Loans or Other Non-current/Current Assets respectively. Accordingly, Security Deposits which are financial in nature are classified under Financial Non-current/ Current Assets respectively.

(ii) Under IGAAP, Loans and Advances were shown together under Loans and Advances. However, as per Schedule III, Loans are classified under other Non-current/Current Assets.

c Financial liability

Under Ind AS 32, the Redeemable Preference Shares are classified as Financial Liability with portion of the debt.

d Deferred Tax:

(i) IGAAP requires deferred tax accounting using the income statement approach, which focuses on differences between taxable profits and accounting profits for the period. Ind AS 12 requires entities to account for deferred taxes using the balance sheet approach, which focuses on temporary differences between the carrying amount of an asset or liability in the balance sheet and its tax base. The application of Ind AS 12 approach has resulted in recognition of deferred tax on new temporary differences which was not required under IGAAP. In addition, the various transitional adjustments lead to temporary differences. According to the accounting policies, the Company has to account for such differences. Deferred Tax adjustments are recognised in correlation to the underlying transaction either in retained earnings or profit and loss respectively.

(ii) As per Ind AS 12, the Company has considered MAT entitlement credit as deferred tax asset being unused tax credit entitlement.

e Investments:

The Company has designated investments in equity at Fair Value through OCI (FVOCI). Ind AS requires FVOCI investments to be measured at fair value. At the date of transition to Ind AS, difference between the fair value of investment and IGAAP carrying amount has been recognised in Retained Earnings. However there is no change in fair value observed.

f Revenue from operations:

(i) Under IGAAP, cash discounts and other discounts directly attributable to sales was recognised as part of other expenses which has been adjusted against the revenue under Ind AS.

MINDA FINANCE LIMITED

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Registered Office : B-64/1, Wazirpur Industrial Area, Delhi-110052, India

Notes forming part of the standalone financial statements for the year ended 31 March, 2020

(All amounts in Indian Rs. unless otherwise stated)

31) Disclosure of details as required in terms of paragraph 18 on Master Direction – Non-Banking Financial Company - Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016:

				(Amount in ₹)	
Particulars					
Liabilities side				Amount outstanding	
				Amount overdue as at	
				As at 31 st March, 2020	31 st March, 2020
1)	Loans and advances availed by the by the non-banking financial company inclusive of interest accrued thereon but not paid :				
	a)	Debentures: Secured		NIL	NIL
		Unsecured			
		(Other than falling within the meaning of public deposits)		NIL	NIL
	b)	Deferred Credits		NIL	NIL
	c)	Term Loans		NIL	NIL
	d)	Inter-corporate loans and borrowing		NIL	NIL
	e)	Commercial Paper		NIL	NIL
	f)	Public Deposits*		NIL	NIL
g)	Other Loans (specify nature)		1,00,12,049	1,00,12,049	
* Please see Note 1 below					
2)	Break-up of (1)(f) above (Outstanding public deposits inclusive of interest accrued thereon but not paid) :				
	a)	In the form of Unsecured debentures		NIL	NIL
	b)	In the form of partly secured debentures i.e. debentures where there is a shortfall in the value of security		NIL	NIL
	c)	Other public deposits		NIL	NIL
* Please see Note 1 below					
Assets Side					
3)	Break-up of Loans and Advances including bills receivables [other than those included in (4) below] :				
	a)	Secured		NIL	NIL
	b)	Unsecured		3,29,51,184	3,29,51,184
4)	Break up of Leased Assets and stock on hire and other assets counting towards asset financing activities				
	(i)	Lease assets including lease rentals under sundry debtors:			
		(a)	Financial lease	NIL	NIL
		(b)	Operating lease	NIL	NIL
	(ii)	Stock on hire including hire charges under sundry debtors:			
		(a)	Assets on hire	NIL	NIL
	(b)	Repossessed Assets	NIL	NIL	
(iii)	Other loans counting towards asset financing activities				
	(a)	Loans where assets have been repossessed	NIL	NIL	
	(b)	Loans other than (a) above	NIL	NIL	

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Notes forming part of the standalone financial statements for the year ended 31 March, 2020

(All amounts in Indian Rs. unless otherwise stated)

5)	Break-up of Investments			
	Current Investments			
	1	<u>Quoted</u>		
		(i)	Shares	
			(a) Equity	NIL
			(b) Preference	NIL
		(ii)	Debentures and Bonds	NIL
		(iii)	Units of mutual funds	NIL
		(iv)	Government Securities	NIL
		(v)	Others (Please specify)	NIL
	2	<u>Unquoted</u>		
		(i)	Shares	
			(a) Equity	NIL
			(b) Preference	NIL
		(ii)	Debentures and Bonds	NIL
		(iii)	Units of mutual funds	NIL
		(iv)	Government Securities	NIL
		(v)	Others (Please specify)	NIL
		Long Term investments		
	1	<u>Quoted</u>		
		(i)	Shares	
			(a) Equity	30,49,544
			(b) Preference	NIL
		(ii)	Debentures and Bonds	NIL
		(iii)	Units of mutual funds	NIL
		(iv)	Government Securities	NIL
		(v)	Others (Please specify)	NIL
	2	<u>Unquoted</u>		
	(i)	Shares		
		(a) Equity	24,14,23,494	
		(b) Preference	NIL	
	(ii)	Debentures and Bonds	NIL	
	(iii)	Units of mutual funds	NIL	
	(iv)	Government Securities	NIL	
	(v)	Others (Please specify)	NIL	
6)	Borrower group-wise classification of assets financed as in (3) and (4) above:			
	Please see Note 2 below			
		Category	Amount net of provisions	
			Secured	Unsecured
				Total
	1	Related Parties**		
		(a)	Subsidiaries	NIL
		(b)	Companies in the	NIL
		(c)	Other related parties	50,00,000
	2	Other than related parties		2,79,51,184
	Total		3,29,51,184	

MINDA FINANCE LIMITED

CIN: L6712ODL1985PLC021349

Registered Office : B-64/1, Wazirpur Industrial Area, Delhi-110052, India

Notes forming part of the standalone financial statements for the year ended 31 March, 2020

(All amounts in Indian Rs. unless otherwise stated)

Investor group-wise classification of all investments (Current and long term) in shares and securities (both quoted and unquoted):				
Please see note 3 below				
7)	Category		Market value/ Break up or fair value or NAV	Book Value
				(Net of Provisions)
1	Related Parties**			
	(a)	Subsidiaries	90,51,069	90,51,069
	(b)	Joint venture	5,20,80,740	5,20,80,740
	(c)	Companies in the same group	1,07,39,32,778	18,33,41,229
	(d)	Other related parties	NIL	NIL
2	Other than related parties		NIL	NIL
	Total		1,13,50,64,587	24,44,73,038
** As per Indian Accounting Standard of ICAI (Please see Note 3)				
Other information				
Particulars			Amount	
8)	(i)	Gross Non-performing Assets		
		(a)	Related parties	NIL
		(b)	Other than related parties	NIL
	(ii)	Net Non-performing Assets		
		(a)	Related parties	NIL
		(b)	Other than related parties	NIL
	(iii)	Assets acquired in satisfaction of debt		NIL
				NIL
Notes:				
1	As defined in point xix of paragraph 3 of Chapter 2 of these Directions.			
2	Provisioning norms shall be applicable as prescribed in these Directions.			
3	All Accounting Standards and Guidance Notes issued by ICAI are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of debt. However, market value in respect of quoted investments and break up / fair value/ NAV in respect of unquoted investments shall be disclosed irrespective of whether they are classified as long term or current in (5) above.			

Notes forming part of the standalone financial statements for the year ended 31 March, 2020
(All amounts in Indian Rs. unless otherwise stated)

32) Disclosure as required under RBI notification no. RBI/2019-20/170 DOR (NBFC).CC.PD.No .109/22.10.106/2019-20 dated 13 March 2020 on Implementation of Indian Accounting Standards

Asset Classification as per RBI Norms	Asset classification as per Ind AS 109	Gross Carrying Amount as per Ind AS	Loss Allowances (Provisions) as required under Ind AS 109	Net Carrying Amount	Provisions required as per IRACP norms	Difference between Ind AS 109 provisions and IRACP norms
(1)	(2)	(3)	(4)	(5)=(3)-(4)	(6)	(7) = (4)-(6)
Performing						
Standard	Stage 1	3,29,51,184	457300	3,24,93,884	457300	0
	Stage 2					
Subtotal		3,29,51,184	4,57,300	3,24,93,884	4,57,300	0
Non-Performing Assets (NPA)						
Substandard	Stage 3					
Doubtful - up to 1 year	Stage 3					
1 to 3 years	Stage 3					
More than 3 years	Stage 3					
Subtotal for doubtful						
Loss	Stage 3					
Subtotal for NPA						
Other items such as guarantees, loan commitments, etc. which are in the scope of Ind AS 109 but not covered under current Income Recognition, Asset Classification and Provisioning (IRACP) norms	Stage 1					
	Stage 2					
	Stage 3					
Subtotal						
	Stage 1	3,29,51,184	4,57,300	3,24,93,884	4,57,300	0
	Stage 2					
Total	Stage 3					
	Total	3,29,51,184	4,57,300	3,24,93,884	4,57,300	0

33. Note on Delisting

"Equity shares of Minda Finance Limited has been listed on BSE Limited ("BSE") since September 01, 2015. Board of Directors of the Company in its meeting held on November 1, 2019 have approved voluntary delisting of the Equity shares of the company in accordance with the provisions of Chapter VII and other applicable provisions of SEBI (Delisting of Equity Shares) Regulations 2009 ("Delisting Regulations"). Shareholders of the company have also approved the voluntary delisting of Equity Shares of the company in accordance with Delisting Regulations by way of postal ballot on January 4, 2020 with requisite majority. The application made on January 18, 2020 for delisting is pending as of date with BSE for their in principal approval."

In terms of our report attached

For and on behalf of Board of Directors

For AHPN & ASSOCIATES
CHARTERED ACCOUNTANTS
Registration Number: 009452N

HARI HANNKAR GUPTA, F.C.A.
Membership No. 91473

2745/23, Bedan Pura,
Karol Bagh New Delhi 110005

Place: New Delhi
Date: 30 June 2020
UDIN: 20091473AAAADN6830

Pramod Kumar Garg
While-time Director
DIN: 00008042

Shashi Shankar Malviya
Chief Financial Officer
PAN: ALAPM3918L

Ananad Kumar Minda
Director
DIN: 00007964

Lalit Khubchandani
Company Secretary
Membership No. A38912

AHPN & ASSOCIATES.
CHARTERED ACCOUNTANTS
2745/23, Beadan Pura, KAROL BAGH
NEW DELHI 110 005

INDEPENDENT AUDITORS' REPORT ON CONSOLIDATED FINANCIAL STATEMENTS TO THE MEMBERS OF MINDA FINANCE LIMITED

Report on the Consolidated Financial Statements

Opinion

We have audited the accompanying Consolidated Financial Statements of **Minda Finance Limited** (hereinafter referred to as “the Holding Company”) and its subsidiary **Bar Investment and Finance Private Limited** (the Holding Company and its subsidiary together referred to as “the Group”), and its associates which comprises the Consolidated Balance Sheet as at March 31, 2020 ,the Consolidated Statement of Profit and Loss including other comprehensive income, the consolidated Cash Flow Statement and the consolidated statement of changes in equity, for the year then ended ,and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as “the consolidated financial statements”).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2020, of consolidated profit including other comprehensive income and the consolidated cash flows and the consolidated statement of changes in equity for the year then ended.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies act, 2013. Our responsibilities under those Standards are further described in the Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by The Institute of Chartered Accountants of India, and we have fulfilled our other ethical responsibilities in accordance with the provisions of the Companies Act, 2013. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

INDEPENDENT AUDITORS' REPORT ON CONSOLIDATED FINANCIAL STATEMENTS TO THE MEMBERS OF MINDA FINANCE LIMITED

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these Consolidated Financial Statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income consolidated cash flow and consolidated statement of changes in equity of the Group, in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act. The respective Board of Directors of the Companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting Policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial consolidated statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated Financial Statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

INDEPENDENT AUDITORS' REPORT ON CONSOLIDATED FINANCIAL STATEMENTS TO THE MEMBERS OF MINDA FINANCE LIMITED

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group entities to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors.

Report on Other Legal and Regulatory Requirements

As required by Section 143 (3) of the Act, we report, to the extent applicable that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements;

INDEPENDENT AUDITORS' REPORT ON CONSOLIDATED FINANCIAL STATEMENTS TO THE MEMBERS OF MINDA FINANCE LIMITED

- (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books;
- (c) The consolidated Balance Sheet, consolidated Statement of Profit and Loss including the statement of other comprehensive income, the Consolidated Cash Flow Statement and consolidated statement of changes in equity dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;
- (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act.
- (e) On the basis of the written representations received from the directors as on 31st March, 2020 taken on record by the Board of directors, none of the directors of the group companies is disqualified as on 31st March 2020 from being as a director in terms of Section 164(2) of the Act.
- (f) With respect to the adequacy of the Internal Financial Controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in annexure "A".
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - (i) The consolidated financial statements disclosed the impact of pending litigations on its the consolidated financial position in financial statements.
 - (ii) The company did not have any material foreseeable losses on long-term contracts including derivative contracts.
 - (iii) There was no amounts which were required to be transferred to the Investor Education and Protection Fund by the company.

**FOR AHPN & ASSOCIATES.
(CHARTERED ACCOUNTANTS)
(Registration No. 009452N)**

**Place : New Delhi
Date : 30th June,2020**

**HARI SHANKAR GUPTA, F.C.A.
(Membership No. 91473)
UDIN: 20091473AAAADO1226**

ANNEXURE A TO THE AUDITOR'S REPORT OF EVEN DATE TO THE MEMBERS OF THE MINDA FINANCE LIMITED ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (i) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 ("THE ACT").

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31 March 2020, we have audited the internal financial controls over financial reporting of **Minda Finance Limited** (hereinafter referred to as "the Holding Company") and its subsidiary **Bar Investment and Finance Private Limited** (the Holding Company and its subsidiary together referred to as "the Group") and its associates.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the holding company and its subsidiary company, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Group considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the effectiveness of the holding company and its subsidiary company internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

ANNEXURE A TO THE AUDITOR'S REPORT OF EVEN DATE TO THE MEMBERS OF THE MINDA FINANCE LIMITED ON THE INTERNAL FINANCIAL CONTROLS

We believe that the audit evidence obtained by us and the audit evidence obtained by the other Auditor in terms of their report is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated Financial Statements

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the holding company and its subsidiary company, have , in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2020, based on the internal control over financial reporting criteria established by the holding company and its subsidiary considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**FOR AHPN & ASSOCIATES.
(CHARTERED ACCOUNTANTS)
(Registration No. 009452N)**

**Place : New Delhi
Date : 30th June,2020**

**HARI SHANKAR GUPTA, F.C.A.
(Membership No. 91473)
UDIN: 20091473AAAADO1226**

MINDA FINANCE LIMITED

CIN No.L6712ODL1985PLC021349

Registered Office: B-64/1, Wazirpur Industrial Area, Delhi-110052

Consolidated Balance Sheet as at 31 March 2020**(All amounts in ₹ unless otherwise stated)**

	Note	As at 31 March, 2020	As at 31 March, 2019	As at 1 April, 2018
A ASSETS				
1 Financial Assets				
a) Cash and Cash Equivalents	4	3,05,16,275	5,57,93,161	14,06,89,805
b) Loans	5	33,44,57,519	49,69,15,103	36,01,50,176
c) Investments	6	50,05,80,850	47,39,56,689	48,45,42,377
d) Other Financial Assets	7	1,325	10,505	57,39,882
		<u>86,55,55,969</u>	<u>1,02,66,75,458</u>	<u>99,11,22,240</u>
2 Non-Financial Assets				
a) Current Tax Assets (Net)	8	1,87,07,675	39,75,042	12,21,605
b) Deferred Tax Assets (Net)	9	9,93,400	9,93,400	9,93,400
c) Property, Plant and Equipment	10	13,319	40,047	68,351
		<u>1,97,14,394</u>	<u>50,08,489</u>	<u>22,83,356</u>
Total Assets		<u>88,52,70,363</u>	<u>1,03,16,83,947</u>	<u>99,34,05,596</u>
B LIABILITIES AND EQUITY				
1 Financial Liabilities				
a) Trade Payables	11	4,52,579	3,44,585	6,77,147
b) Borrowings (Other than debt securities)	12	14,58,13,570	27,12,21,413	21,58,69,781
c) Subordinated Liabilities	13	10,39,20,638	9,62,22,812	8,90,95,196
d) Other Financial Liabilities	14	21,61,04,448	21,08,04,448	23,11,66,948
		<u>46,62,91,235</u>	<u>57,85,93,258</u>	<u>53,68,09,072</u>
2 Non-Financial Liabilities				
a) Provisions	15	21,84,370	2,36,39,881	9,86,478
b) Other non Financial liabilities	16	12,26,512	10,14,481	11,11,169
		<u>34,10,882</u>	<u>2,46,54,362</u>	<u>20,97,647</u>
3 Equity				
a) Equity share capital	17	2,00,00,000	2,00,00,000	2,00,00,000
b) Other equity	18	38,80,77,247	40,09,45,329	42,70,07,879
Equity attributable to owners of the Company		<u>40,80,77,247</u>	<u>42,09,45,329</u>	<u>44,70,07,879</u>
Non-controlling interests		74,90,998	74,90,998	74,90,998
		<u>41,55,68,245</u>	<u>42,84,36,327</u>	<u>45,44,98,877</u>
Total Liabilities and Equity		<u>88,52,70,363</u>	<u>1,03,16,83,946</u>	<u>99,34,05,596</u>

See accompanying notes to the financial statements

In terms of our report attached

For AHPN & ASSOCIATES
CHARTERED ACCOUNTANTS
Registration Number: 009452NHARI SHANKAR GUPTA, F.C.A.
Membership No. 914732745/23, Beadan Pura,
Karol Bagh New Delhi 110005Place: New Delhi
Date : 30th June, 2020
UDIN : 20091473AAAADO1266

For and on behalf of Board of Directors

PRAMOD KUMAR GARG
WHOLE TIME DIRECTOR
DIN : 00008042ANAND KUMAR MINDA
DIRECTOR
DIN : 00007964SHASHI SHANKAR MALVIYA
CHIEF FINANCIAL OFFICER
Pan No- ALAPM3918LLALIT KHUBCHANDANI
COMPANY SECRETARY
Membership No- A38912

Consolidated Statement of Profit and Loss for the year ended 31 March, 2020
(All amounts in ₹ unless otherwise stated)

	Note	Year Ended 31 March, 2020	Year ended 31 March, 2019
A Income			
Revenue from Operations			
-Interest Income	19	1,76,42,884	2,01,18,231
-Dividend Income		39,16,080	36,67,440
-Others		3,30,023	3,05,384
Total Revenue from operations		2,18,88,987	2,40,91,055
Other Income	20	2,35,06,689	81,95,927
Total Income		4,53,95,676	3,22,86,982
B Expenses			
-Finance Costs	21	1,96,48,515	2,05,08,799
-Employee Benefits Expenses	22	23,90,272	24,96,664
-Depreciation and amortization	23	26,728	28,304
-Other Expenses	24	23,31,019	2,54,75,556
Total Expenses		2,43,96,534	4,85,09,323
C Profit/ (Loss) before Exceptional Items and Tax (A-B)		2,09,99,142	(1,62,22,341)
Exceptional Items	25	16,31,940	-
D Profit/ (Loss) before Tax (C-D)		1,93,67,202	(1,62,22,341)
E Tax expense			
-Current tax		1,00,000	22,29,155
Income Tax Adjustment of earlier year		(2,048)	-
Tax Expense		97,952	22,29,155
F Net Profit/(Loss) for the year (D-E)		1,92,69,250	(1,84,51,496)
Add: Share of Profit from Associates		(3,21,37,332)	(76,11,054)
Net Profit after Share of Profit from Associates		(1,28,68,082)	(2,60,62,550)
Other Comprehensive Income for the year			
A (i) Items that will not be reclassified to profit or loss		-	-
(ii) Income Tax on the Items that will not be reclassified to profit or loss		-	-
B (i) Items that will be reclassified to profit or loss		-	-
(ii) Income Tax on the Items that will be reclassified to profit or loss		-	-
G Other Comprehensive Income for the year, net of tax		-	-
H Total Comprehensive Income for the year (F+G)		(1,28,68,082)	(2,60,62,550)
Profit for the year attributable to			
-Owners of Minda Finance Ltd.		(1,68,52,902)	(2,19,02,585)
-Non-Controlling Interest		39,84,820	(41,59,965)
Other Comprehensive Income attributable to			
-Owners of Minda Finance Ltd.			
-Non-Controlling Interest			
Total Comprehensive Income attributable to			
-Owners of Minda Finance Ltd.		(1,68,52,902)	(2,19,02,585)
-Non-Controlling Interest		39,84,820	(41,59,965)
		(1,28,68,082)	(2,60,62,550)
Earnings per equity share [Nominal Value per share of share ₹ 10 each]	26		
Basic		(6.43)	(13.03)
Diluted		(6.43)	(13.03)

See accompanying notes to the financial statements

In terms of our report attached

For AHPN & ASSOCIATES
CHARTERED ACCOUNTANTS
Registration Number: 009452N

HARI SHANKAR GUPTA, F.C.A
Membership No. 91473
2745/23, Beadan Pura,
Karol Bagh New Delhi 110005

Place : New Delhi
Date : 30th June, 2020
UDIN : 20091473AAAADO1266

For and on behalf of Board of Directors

PRAMOD KUMAR GARG
WHOLE TIME DIRECTOR
DIN : 00008042

ANAND KUMAR MINDA
DIRECTOR
DIN : 00007964

SHASHI SHANKAR MALVIYA
CHIEF FINANCIAL OFFICER
Pan No- ALAPM3918L

LALIT KHUBCHANDANI
COMPANY SECRETARY
Membership No- A38912

MINDA FINANCE LIMITED

CIN No.L6712ODL1985PLC021349

Registered Office: B-64/1, Wazirpur Industrial Area, Delhi-110052

Cash Flow Statement for the year ended 31st March 2020**(All amounts in ₹ unless otherwise stated)**

	Year Ended 31 March, 2020	Year Ended 31 March, 2019
A. Cash flows from operating activities :		
Profit before tax	1,93,67,202	(1,62,22,341)
Adjustments for:		
Depreciation and amortisation	26,728	28,304
Provision on Standard Assets	3,74,700	2,30,01,031
Provision for employee benefits written back	-	(1,03,210)
Profit on sale of Investment in shares	(16,60,958)	(78,43,750)
Provision for standard assets written back	(2,18,45,731)	(2,48,967)
	<u>(2,31,05,261)</u>	<u>1,48,33,408</u>
Operating profit before working capital changes	(37,38,059)	(13,88,933)
Adjustments for working capital changes:		
(Increase)/ decrease in Loan	16,24,57,584	(13,67,64,927)
(Increase)/ decrease in financial assets	9,180	57,29,377
Increase/(decrease) in trade payables	1,07,994	(3,32,562)
Increase/(decrease) in other non financial liabilities	2,11,201	(92,139)
Increase/(decrease) in other financial liabilities	53,00,000	(2,03,62,500)
	<u>16,80,85,959</u>	<u>(15,18,22,751)</u>
Cash generated from operations	16,43,47,900	(15,32,11,684)
Income tax paid	(1,48,30,585)	(49,82,592)
	<u>14,95,17,315</u>	<u>(15,81,94,276)</u>
B. Cash flows from investing activities		
(Purchase)/Sale of Investments (Net)	(5,71,00,534)	1,08,18,384
Net cash used in investing activities (B)	<u>(5,71,00,534)</u>	<u>1,08,18,384</u>
C. Cash flows from financing activities		
(Decrease)/Increase in borrowings	(12,54,07,843)	5,53,51,632
Increase/(decrease) in Subordinated liabilities	76,97,826	71,27,616
Net cash used in financing activities (C)	<u>(11,77,10,017)</u>	<u>6,24,79,248</u>
Net increase/ (decrease) in cash and cash equivalents(A+B+C)	<u>(2,52,93,236)</u>	<u>(8,48,96,644)</u>
Cash and cash equivalents as at beginning of the year	5,57,93,161	14,06,89,805
Cash and cash equivalents as at end of the year	<u>3,04,99,925</u>	<u>5,57,93,161</u>

In terms of our report attached

For AHPN & ASSOCIATES
CHARTERED ACCOUNTANTS
Registration Number: 009452N

HARI SHANKAR GUPTA, F.C.A
Membership No. 91473

2745/23, Beadan Pura,
Karol Bagh New Delhi 110005

Place: New Delhi
Date : 30th June, 2020
UDIN : 20091473AAAADO1266

For and on behalf of Board of Directors

PRAMOD KUMAR GARG
WHOLE TIME DIRECTOR
DIN : 00008042

ANAND KUMAR MINDA
DIRECTOR
DIN : 00007964

SHASHI SHANKAR MALVIYA
CHIEF FINANCIAL OFFICER
Pan No- ALAPM3918L

LALIT KHUBCHANDANI
COMPANY SECRETARY
Membership No- A38912

MINDA FINANCE LIMITED

CIN No.L6712ODL1985PLC021349

Registered Office: B-64/1, Wazirpur Industrial Area, Delhi-110052

Statement of change in Equity**A Equity Share Capital**

Particulars	Note	Amount
		Rs.
As at 01 April, 2018		2,00,00,000
Changes in Equity Share Capital	17	-
As at 31 March, 2019		2,00,00,000
Changes in Equity Share Capital	17	-
As at 31 March, 2020		2,00,00,000

B Other equity

Particulars	Capital Reserve	Securities Premium Account	Capital Redemption Reserve	Statutory Reserves under RBI Act	General Reserves	Retained Earnings	Total
Balance as at 1 April, 2019	2,50,20,491	22,72,63,184	10,53,00,000	1,75,15,496	1,02,90,000	1,55,56,158	40,09,45,329
Profit/(Loss) for the Year			-	-	-	(1,28,68,082)	(1,28,68,082)
Transfer to Statutory Reserves			-	-	-	-	-
Other Comprehensive Income (Net of Tax)							
Balance as at 31 March 2020	2,50,20,491	22,72,63,184	10,53,00,000	1,75,15,496	1,02,90,000	26,88,077	38,80,77,248
Balance as at 1 April, 2018	2,50,20,491	22,72,63,184	10,53,00,000	1,54,15,496	1,02,90,000	4,37,18,708	42,70,07,879
Profit/(Loss) for the Year			-	-	-	(2,60,62,550)	(2,60,62,550)
Transfer to Statutory Reserves			-	21,00,000	-	(21,00,000)	-
Other Comprehensive Income (Net of Tax)							
Balance as at 31 March, 2019	2,50,20,491	22,72,63,184	10,53,00,000	1,75,15,496	1,02,90,000	1,55,56,158	40,09,45,329

See accompanying notes to the financial statements

In terms of our report attached

For AHPN & ASSOCIATES
 CHARTERED ACCOUNTANTS
 Registration Number: 009452N

HARI SHANKAR GUPTA, F.C.A
 Membership No. 91473

2745/23, Beadan Pura,
 Karol Bagh New Delhi 110005

Place: New Delhi
 Date : 30th June, 2020
 UDIN : 20091473AAAADO1266

For and on behalf of Board of Directors

PRAMOD KUMAR GARG
 WHOLE TIME DIRECTOR
 DIN : 00008042

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 CHIEF FINANCIAL OFFICER
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 Membership No- A38912

MINDA FINANCE LIMITED
CIN L6712ODL1985PLC021349

Registered Office : B-64/1, Wazirpur Industrial Area, Delhi-110052

Notes forming part of the consolidated financial statements for the year ended 31 March 2020

(All amounts in Indian ₹, unless otherwise stated)

NOTE :- 1 ACCOUNTING POLICIES AND NOTES ON FINANCIAL STATEMENTS

Note 1: Corporate Information

Minda Finance Limited (the Company) was incorporated under the provision of Companies Act, 1956 and registered with Reserve Bank of India, Department of Non- Banking Supervision, Regional Office, Delhi vide Certificate no.B-14-01357 dated 15.12.2001. The Company is engaged in the business of Lease, Finance and Investments.

Note 2: Basis of Preparation

(A) . Principles of consolidation

The consolidated financial statements have been prepared in accordance with Ind AS on “Consolidated Financial Statements”, (Ind AS – 110). ‘Investments in Associates and joint venture’ (Ind AS-28) and ‘disclosure of interest in other entities’ (Ind AS-112) as prescribed under the Section 133 of The Companies Act and other accounting pronouncements of the Institute of Chartered Accountants of India.

As per the Accounting Standard Interpretation (ASI-15) on “Notes to the Consolidated Financial Statements”, only the notes involving items which are material need to be disclosed. Materiality for the purpose is assessed in relation to the information contained in the consolidated financial statements. Further, additional statutory information disclosed in separate financial statements of the subsidiaries or of the parent having no bearing on the true and fair view of the consolidated financial statements need not be disclosed in the consolidated financial statements.

The consolidated financial statements include the financial statements of Minda Finance Limited, (“the company” or “the parent company”)(and its subsidiary).

Name of subsidiary	Country of incorporation	% of interest As at 31 March 2020
Bar Investments and Finance Private Limited	India	81.87

The consolidated financial statements have been prepared on the following basis:

(a) The financial statements of the parent company and its subsidiary company are combined on a line-by-line basis by adding the book values of like items of assets, liabilities, income and expenses after eliminating intra-group balances/transactions and unrealized profits in full. The amounts shown in respect of reserves comprise the amount of the relevant reserves as per the balance sheet of the parent company and its share in the post-acquisition increase/decrease in the reserves of the consolidated entities.

(b) The excess/deficit of cost to the parent company of its investment over its portion of net worth in the consolidated entities at the respective dates on which investment in such entities was made is recognized in the consolidated financial statements as goodwill/capital reserve. The parent company’s portion of net worth in such entities is determined on the basis of book values of assets and liabilities as per the financial statements of the entities as on the date of investment and if not available, the financial statements for the immediately preceding period adjusted for the effects of significant changes.

(c) Entities acquired/ sold during the year have been consolidated from/ up to the respective date of their acquisition/ disposal.

MINDA FINANCE LIMITED
CIN L6712ODL1985PLC021349

Registered Office : B-64/1, Wazirpur Industrial Area, Delhi-110052

Notes forming part of the consolidated financial statements for the year ended 31 March 2020

(All amounts in Indian ₹, unless otherwise stated)

(d) Minority interest's share of net profit / (loss) of consolidated subsidiaries for the year is identified and adjusted against the income of the group in order to arrive at the net income attributable to shareholders of the Group.

(e) Minority interest's share of net assets of consolidated subsidiaries is identified and presented in the consolidated balance sheet separate from liabilities and the equity of the Group's shareholders.

(f) As far as possible, the consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented, to the extent possible, in the same manner as the parent company's standalone financial statements.

B. Statement of compliance

These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of Companies Act, 2013, (the 'Act') and other relevant provisions of the Act.

The financial statements up to and for the year ended 31 March 2019 were prepared in accordance with the Companies (Accounting Standards) Rules, 2006, notified under Section 133 of the Act and other relevant provisions of the Act.

As these are the Company's first financial statements prepared in accordance with Indian Accounting Standards (Ind AS), Ind AS 101, First-time Adoption of Indian Accounting Standards has been applied. An explanation of how the transition to Ind AS has affected the previously reported financial position, financial performance and cash flows of the Company is provided in **Note 30**.

The financial statements were authorised for issue by the Company's Board of Directors on June 30, 2020.

Details of the Company's accounting policies are included in **Note 3**.

C. Functional and presentation currency/ Location of assets and liabilities

These financial statements are presented in Indian Rupees (INR), which is also the Company's functional currency.

There is no assets and/or liabilities out of India.

D. Basis of measurement

The financial statements have been prepared on the historical cost basis except for the following items:

(a) Certain financial assets and liabilities	Fair value
(b) Net defined benefit (asset)/ liability	Fair value of plan assets less present value of defined benefit obligations

Notes forming part of the consolidated financial statements for the year ended 31 March 2020

(All amounts in Indian ₹, unless otherwise stated)

E. Use of estimates and judgements

In preparing these financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

Critical estimates and judgements

Areas involving critical estimates or judgements are:

- Estimation of current tax expense and payable – **Note 3(J)**
- Estimated useful life of tangible and intangible assets – **Note 3(C) and 3(D)**
- Estimation of defined benefit obligation – **Note 3(H)**

F. Measurement of fair values

A number of the Company's accounting policies and disclosures require measurement of fair values, for both financial and non-financial assets and liabilities.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable -inputs).

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Further information about the assumptions made in measuring fair values of financial instruments

Note 3: Significant Accounting Policies

The accounting policies set out below have been applied consistently to the period presented in these financial statements.

A) Financial Instruments

- i. Recognition and initial measurement**

Notes forming part of the consolidated financial statements for the year ended 31 March 2020

(All amounts in Indian ₹, unless otherwise stated)

Trade receivables and debt securities issued are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument.

A financial asset or financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

ii. Classification and subsequent measurement

Financial assets

On initial recognition, a financial asset is classified as measured at

- amortised cost;
- FVOCI – debt investment;
- FVOCI – equity investment; or
- FVTPL

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Group changes its business model for managing financial assets.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

Financial assets: Subsequent measurement and gains and losses

Financial assets at FVTPL: These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss. However, see Note 3(b)(iii) for derivatives designated as hedging instruments.

Financial assets at amortised cost: These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.

Financial liabilities: Classification, subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are

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recognised in profit or loss. Any gain or loss on DE recognition is also recognised in profit or loss. See Note 3(b)(iii) for financial liabilities designated as hedging instruments.

iii. De- recognition

Financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Company enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

Financial liabilities

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

The Company also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in profit or loss.

iv. Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

v. Derivative financial instruments and hedge accounting

The Company holds derivative financial instruments to hedge its foreign currency and interest rate risk exposures. Embedded derivatives are separated from the host contract and accounted for separately if the host contract is not a financial asset and certain criteria are met.

Derivatives are initially measured at fair value. Subsequent to initial recognition, derivatives are measured at fair value, and changes therein are generally recognised in profit or loss.

The Company designates certain derivatives as hedging instruments to hedge the variability in cash flows associated with highly probable forecast transactions arising from changes in foreign exchange rates and interest rates and certain derivatives and non-derivative financial liabilities as hedges of foreign exchange risk on a net investment in a foreign operation.

At inception of designated hedging relationships, the Company documents the risk management objective and strategy for undertaking the hedge. The Company also documents the economic relationship between the hedged item and the hedging instrument, including whether the changes in cash flows of the hedged item and hedging instrument are expected to offset each other.

Cash flow hedges

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When a derivative is designated as a cash flow hedging instrument, the effective portion of changes in the fair value of the derivative is recognised in OCI and accumulated in the other equity under 'effective portion of cash flow hedges'. The effective portion of changes in the fair value of the derivative that is recognised in OCI is limited to the cumulative change in fair value of the hedged item, determined on a present value basis, from inception of the hedge. Any ineffective portion of changes in the fair value of the derivative is recognised immediately in profit or loss.

The Company designates only the change in fair value of the spot element of forward exchange contracts as the hedging instrument in cash flow hedging relationships. The change in fair value of the forward element of forward exchange contracts ('forward points') is separately accounted for as a cost of hedging and recognised separately within equity.

When the hedged forecast transaction subsequently results in the recognition of a non-financial item such as inventory, the amount accumulated in other equity is included directly in the initial cost of the non-financial item when it is recognised. For all other hedged forecast transactions, the amount accumulated in other equity is reclassified to profit or loss in the same period or periods during which the hedged expected future cash flows affect profit or loss.

If a hedge no longer meets the criteria for hedge accounting or the hedging instrument is sold, expires, is terminated or is exercised, then hedge accounting is discontinued prospectively. When hedge accounting for cash flow hedges is discontinued, the amount that has been accumulated in other equity remains there until, for a hedge of a transaction resulting in recognition of a non-financial item, it is included in the non-financial item's cost on its initial recognition or, for other cash flow hedges, it is reclassified to profit or loss in the same period or periods as the hedged expected future cash flows affect profit or loss.

If the hedged future cash flows are no longer expected to occur, then the amounts that have been accumulated in other equity are immediately reclassified to profit or loss.

B) Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

C) Property, plant and equipment

i) Recognition and measurement

Items of property, plant and equipment are measured at cost, which includes capitalised borrowing costs, less accumulated depreciation and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

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Any gain or loss on disposal of an item of property, plant and equipment is recognised in profit or loss.

ii) Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

iii) Depreciation/Amortization

Depreciation on Property, plant and equipment is provided over the useful life of the assets based on technological evaluation or the useful life for the tangible assets prescribed under Schedule II of Companies Act, 2013 as under:

(i)	Furniture and Fixtures	10 years
(ii)	Office Equipment's	5 years
(iii)	Computer Hardware	
	-Servers and networks	3 years
	-End user devices	3 years

iv) De-recognition

An item of property, plant and equipment or investment property is de-recognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or requirement of an item of property, plant and equipment or investment property is determined as the difference between the sales process and the carrying amount of the asset and is recognised in profit or loss.

v) Transition to Ind AS

The Company has elected to continue with the carrying value of all of its property, plant and equipment and investment property recognised as of 1 April 2018 (the transition date) measured as per the previous GAAP and use such carrying value as its deemed cost as of the transition date.

D) Intangibles Assets

Intangible assets that are acquired by the Company are measured initially at cost. After initial recognition, an intangible asset is carried at its cost less any accumulated amortization and any accumulated impairment loss.

Subsequent expenditure is capitalised only when it increases the future economic benefits from the specific asset to which it relates.

Intangible assets are amortised in the Statement of Profit or Loss over their estimated useful lives, from the date that they are available for use based on the expected pattern of consumption of economic benefits of the asset. Accordingly, at present, these are being amortised on straight line basis.

The cost of Intangible assets is amortized over a period of four years the estimated economic life of the assets.

An intangible asset is derecognized on disposal or when no future economic benefits are expected from its use and disposal.

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Losses arising from retirement and gains or losses arising from disposal of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Statement of Profit and Loss.

Transition to Ind AS

The Company has elected to continue with the carrying value of all of its intangible asset recognised as of 1st April, 2018 (the transition date) measured as per the previous GAAP and use such carrying value as its deemed cost as of the transition date.

E) Impairment

i) Impairment of financial instruments

The Company recognises loss allowances for expected credit losses on financial assets measured at amortised cost.

At each reporting date, the Company assesses whether financial assets carried at amortised cost are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

The Company measures loss allowances at an amount equal to lifetime expected credit losses. Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument. In all cases, the maximum period considered when estimating expected credit losses is the maximum contractual period over which the Company is exposed to credit risk.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment and including forward-looking information.

The Company assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due. The Company considers a financial asset to be in default when the financial asset is 90 days or more past due.

Measurement of expected credit losses

Expected credit losses are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Company in accordance with the contract and the cash flows that the Company expects to receive).

Presentation of allowance for expected credit losses in the balance sheet

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

Write-off

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The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.

ii) Impairment of non-financial assets

The Company's non-financial assets, other than inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. Goodwill is tested annually for impairment.

For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

The recoverable amount of a CGU (or an individual asset) is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU (or the asset).

The Company's corporate assets (e.g., central office building for providing support to various CGUs) do not generate independent cash inflows. To determine impairment of a corporate asset, recoverable amount is determined for the CGUs to which the corporate asset belongs.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the statement of profit and loss. Impairment loss recognised in respect of a CGU is allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets of the CGU (or group of CGUs) on a pro rata basis.

An impairment loss in respect of goodwill is not subsequently reversed. In respect of other assets for which impairment loss has been recognised in prior periods, the Company reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

F) Investment

The classification of investment in subsidiary company, associate company, joint venture company and others is as certify by the company secretary.

G) Revenue recognition

- (i) The Company prepares its accounts on accrual basis, in accordance with normally accepted accounting principles.
- (ii) Interest income from financial assets is recognised on accrual basis.
- (iii) Lease rentals and finance charges on hire purchase transaction are accounted for on accrual basis. If there are any uncertainties in realization, the same are not accounted for.
- (iv) Income on Bills of exchange discounted during the year is accounted for on accrual basis.

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(v) Dividend income is recognized when the right to receive the same is established.

(vi) Profit/ Loss on sale of investments is accounted for on the trade dates.

H) Provisions (other than employee benefits)

A provision is recognized if, as a result of a past event, the Company has a present obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost. Expected future operating losses are not provided for...

i) Contingencies

Provision in respect of loss contingencies relating to claims, litigation, assessment, fines, penalties, etc. are recognized when it is probable that a liability has been incurred, and the amount can be estimated reliably.

I) Provisions (employee benefits)

i) Provisions for gratuity and leave encashment benefit have been made on the basis of own valuation.

J) Income taxes

i) Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

ii) Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits. Deferred tax is not recognised for:

- temporary differences arising on the initial recognition of assets or liabilities in a transaction that affects neither accounting nor taxable profit or loss at the time of the transaction;
- taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit

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may not be available. Therefore, in case of a history of recent losses, the company recognises a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised. Deferred tax assets – unrecognised or recognised, are reviewed at each reporting date and are recognised/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

Deferred tax in respect of timing differences which reverse after the tax holiday period is recognized in the year in which the timing differences originate.

K) Foreign currency

- i. Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of the transactions.
- ii. Foreign currency loans covered by forward exchange contracts are translated at the rate prevailing on the date of transaction as increased or decreased by the proportionate difference between the forward contract and exchange rate on the date of transaction.
- iii. Current assets and liabilities (other than those relating to fixed assets and investments) are restated at the rates prevailing at the year-end or at the forward rate where forward cover has been taken. The difference between exchange rate at the year end and at the date of transaction is recognized as income or expense in Statement of Profit and Loss. In respect of transactions covered by forward exchange contracts, the difference between the contract rate and the rate on the date of transaction is recognized in Statement of Profit and Loss.

L) Earnings per share

Basic earnings/ (loss) per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The weighted average numbers of equity shares outstanding during the year are adjusted for events of bonus issue and share split. For the purpose of calculating diluted earnings/ (loss) per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares. The dilutive potential equity shares are deemed to be converted as of the beginning of the period, unless they have been issued at a later date.

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	As at 31 March, 2020	As at 31 March, 2019	As at 1 April, 2018
4 Cash and Cash Equivalents			
Cash on hand	3,29,101	3,28,025	3,78,379
Cheque in Hand	-	37,282	-
Deposit with original maturity of less than 3 months '@	40,786	40,131	10,45,40,131
Bank Balances in Current Account	3,01,35,638	5,53,76,973	3,57,60,545
Silver coins@@	10,750	10,750	10,750
	3,05,16,275	5,57,93,161	14,06,89,805
@ Fixed deposits with bank is under lien of bank for Guarantee provided			
@@ in number	91	91	91

5 Loans

(Unsecured - Considered good)

	As at 31 March, 2020	As at 31 March, 2019	As at 1 April, 2018
Bill of Exchange	73,97,357	23,74,347	68,60,232
Loans repayable on demand	31,03,10,388	47,90,46,053	33,89,56,269
Term loans*	1,67,49,774	1,54,94,703	1,43,33,675
	33,44,57,519	49,69,15,103	36,01,50,176
* Includes loan to a private limited company in which director of the company is a director	50,00,000	-	-

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	As at 31 March, 2020	As at 31 March, 2019	As at 1 April, 2018
6 Investments			
Investments measured at Cost			
Equity Instruments			
(i) Associates			
Minda Nexgen Tech Limited			
4620500 Equity Shares (Previous Year 4620500 Equity Shares as on 31 March 2019 and 4620500 Equity Shares as on 1 April 2018) of ` 10 each fully paid up			
Add:- Share in Associates Profits	2,66,84,369	2,42,23,570	1,92,22,574
Minda I Connect Limited			
3609199 Equity Shares (Previous Year 1969853 Equity Shares as on 31 March 2019 and 1969853 Equity Shares as on 1 April 2018) of ` 10 each fully paid up			
Add:- Share in Associates Profits	4,92,28,957	2,86,78,362	4,12,90,412
(ii) Others			
Minda Nabtesco Automotive Private Limited			
5208074 Equity Shares (Previous Year 4796074 Equity Shares as on 31 March 2019 and 3843150 Equity Shares as on 1 April 2018) of ` 10 each fully paid up	5,20,80,740	4,79,60,740	3,84,31,500
Minda Industries Limited			
3738302 Equity Shares (Previous Year 3729600 Equity Shares 31 March 2019 and 1243200 Equity Shares as on 1 April 2018) of ` 2 each fully paid up	30,49,544	10,39,575	10,39,575
Minda Investments Limited			
1448000 Equity Shares (Previous Year 1448000 Equity Shares as on 31 March 2019 and 1448000 Equity Shares as on 1 April 2018) of ` 10 each fully paid up	6,36,86,694	6,36,86,694	6,36,86,694

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MI Torica India Private Limited NIL Equity Shares (Previous Year NIL Equity Shares as on 31 March 2019 and 1250000 Equity Shares as on 1 April 2018) of ` 10 each fully paid up	-	-	1,25,18,750
Minda International Limited 1 Equity Shares (Previous Year 92450 Equity Shares as on 31 March 2019 and 92450 Equity Shares as on 1 April 2018) of ` 10 each fully paid up	27	25,02,390	25,02,390
Shree Aumji Infrastructure and Projects Private Limited 206400 Equity Shares (Previous Year 206400 Equity Shares as on 31 March 2019 and 206400 Equity Shares as on 1 April 2018) of ` 10 each fully paid up	20,69,160	20,69,160	20,69,160
Tokai Rika Minda India Private Limited 22500000 Equity Shares (Previous Year 22500000 Equity Shares as on 31 March 2019 and 22500000 Equity Shares as on 1 April 2018) of ` 10 each fully paid up	15,79,53,750	15,79,53,750	15,79,53,750
Maa Rukmani Devi Auto Private Limited 177765 Equity Shares (Previous Year 177765 Equity Shares as on 31 March 2019 and 177765 Equity Shares as on 1 April 2018) of ` 10 each fully paid up	1,77,76,500	1,77,76,500	1,77,76,500
Singhal Fincap Limited 200000 Equity Shares (Previous Year 200000 Equity Shares as on 31 March 2019 and 200000 Equity Shares as on 1 April 2018) of ` 10 each fully paid up	2,00,00,000	2,00,00,000	2,00,00,000
Pioneer Finest Limited 179823 Equity Shares (Previous Year 179823 Equity Shares as on 31 March 2019 and 179823 Equity Shares as on 1 April 2018) of ` 10 each fully paid up	2,05,51,072	2,05,51,072	2,05,51,072
Minda International Limited 400 Equity Shares (Previous Year 400 Equity Shares as on 31 March 2019 and NIL Equity Shares as on 1 April 2018) of ` 10 each fully paid up	37	14,876	
Preference Shares			
Shree Aumji Infrastructure and Projects Private Limited 200000 Equity Shares (Previous Year 200000 Equity Shares as on 31 March 2019 and 200000 Equity Shares as on 1 April 2018) of ` 400 each fully paid up	8,00,00,000	8,00,00,000	8,00,00,000
200000 Equity Shares (Previous Year 200000 Equity Shares as 75000 Equity Shares (Previous Year 75000 Equity Shares as on 31 March 2019 and 75000 Equity Shares as on 1 April 2018) of ` 100 each fully paid up	75,00,000	75,00,000	75,00,000
	50,05,80,850	47,39,56,689	48,45,42,377

7 Other Financial Assets

	As at 31 March, 2020	As at 31 March, 2019	As at 1 April, 2018
Accrued Interest	1,325	5,505	3,77,142
Security Deposit	-	5,000	5,000
Share Application Money	-	-	53,57,740
	1,325	10,505	57,39,882

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	As at 31 March, 2020	As at 31 March, 2019	As at 1 April, 2018
8 Current Tax Assets			
Income tax(Net of Provision)	1,87,07,675	39,75,042	12,21,605
	<u>1,87,07,675</u>	<u>39,75,042</u>	<u>12,21,605</u>
 Movement of Current Tax assets			
Taxes paid/deducted at source	2,10,69,650	62,39,065	65,32,628
Less: Provisions	<u>(23,61,975)</u>	<u>(22,64,023)</u>	<u>(53,11,023)</u>
	<u>1,87,07,675</u>	<u>39,75,042</u>	<u>12,21,605</u>
	As at 31 March, 2020	As at 31 March, 2019	As at 1 April, 2018
9 Deferred Tax Assets			
Difference between book depreciation and tax depreciation	9,53,400	9,53,400	9,53,400
Provision for employee's benefit	40,000	40,000	40,000
	<u>9,93,400</u>	<u>9,93,400</u>	<u>9,93,400</u>

No deferred tax assets is recognized after 31st March, 2018 as there was no certainty that there will be sufficient future income to recover such deferred tax assets

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10 Property, Plant and Equipment

	Furniture and Fixtures	Office Equipment	Computer Hardware	Total
Cost or deemed cost (gross carrying amount)				
Balance at 1 April 2018	3,551	1,910	62,890	68,351
Additions	-	-	-	-
Disposals/ Adjustments	-	-	-	-
Balance at 31 March 2019	3,551	1,910	62,890	68,351
Balance at 1 April 2019	3,551	1,910	62,890	68,351
Additions	-	-	-	-
Disposals/ Adjustments	-	-	-	-
Balance at 31 March 2020	3,551	1,910	62,890	68,351
Accumulated depreciation and impairment losses				
Balance at 1 April 2018	-	-	-	-
Depreciation for the year	909	1,743	25,652	28,304
Disposals	-	-	-	-
Balance at 31 March 2019	909	1,743	25,652	28,304
Balance at 1 April 2019	909	1,743	25,652	28,304
Depreciation for the year	909	167	25,652	26,728
Disposals	-	-	-	-
Balance at 31 March 2020	1,818	1,910	51,304	55,032
Carrying amounts (net)				
At 1 April 2018	3,551	1,910	62,890	68,351
At 31 March 2019/ 1 April 2019	2,642	167	37,238	40,047
Balance at 31 March 2020	1,733	-	11,586	13,319

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	As at 31 March, 2020	As at 31 March, 2019	As at 1 April, 2018
11 Trade Payables			
Total outstanding dues of creditors other than micro enterprises and small enterprises*	4,52,579	3,44,585	6,77,147
	<u>4,52,579</u>	<u>3,44,585</u>	<u>6,77,147</u>
* Includes due to a director	<u>33,750</u>	<u>-</u>	<u>-</u>

	As at 31 March, 2020	As at 31 March, 2019	As at 1 April, 2018
12 Borrowings (Other than debt securities)			
Repayable on Demand			
From Other than Bank	14,58,13,570	27,12,21,413	21,58,69,781
	<u>14,58,13,570</u>	<u>27,12,21,413</u>	<u>21,58,69,781</u>

	As at 31 March, 2020	As at 31 March, 2019	As at 1 April, 2018
13 Subordinated liabilities			
Preference Shares other than that qualify as Equity			
A. 3 percent non-cumulative redeemable preference shares of ₹400/-each			
i) 375000 shares allotted during the financial year 2011-12	5,95,67,065	5,51,54,688	5,10,69,156
ii) 130000 shares allotted during the financial year 2013-14	1,77,03,974	1,63,92,569	1,51,78,304
iii) 87500 shares allotted during the financial year 2015-16	1,02,16,166	94,59,413	87,58,716
B. 3 percent non-cumulative redeemable preference shares of ₹100/-each			
i) 563000 shares allotted during the financial year 2015-16	1,64,33,433	1,52,16,142	1,40,89,020
	<u>10,39,20,638</u>	<u>9,62,22,812</u>	<u>8,90,95,196</u>

Above shares redeemable at par at the expiry of 20 (twenty) years from the date of allotment. However, Board shall have an option to redeem the same on or before 20 (twenty) years from the date of allotment keeping in view, the ability of profitability/surplus funds.

MINDA FINANCE LIMITED

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Registered Office: B-64/1, Wazirpur Industrial Area, Delhi-110052

Notes forming part of the consolidated financial statements for the year ended 31 March, 2020

(All amounts in ₹ unless otherwise stated)

	As at 31 March, 2020	As at 31 March, 2019	As at 1 April, 2018
14 Other Financial Liabilities			
Advance against Sale of shares	-	-	2,03,62,500
Payable against Purchase of shares	53,00,000	-	-
Deemed Equity ^{'@}	21,08,04,448	21,08,04,448	21,08,04,448
	<u>21,61,04,448</u>	<u>21,08,04,448</u>	<u>23,11,66,948</u>
^{'@}			
A 3 percent non-cumulative redeemable preference shares of ₹400/-each			
i) 375000 shares allotted during the financial year 2011-12	10,27,13,744	10,27,13,744	10,27,13,744
ii) 130000 shares allotted during the financial year 2013-14	3,79,46,015	3,79,46,015	3,79,46,015
iii) 87500 shares allotted during the financial year 2015-16	2,68,90,078	2,68,90,078	2,68,90,078
B. 3 percent non-cumulative redeemable preference shares of ₹100/-each			
i) 563000 shares allotted during the financial year 2015-16	4,32,54,611	4,32,54,611	4,32,54,611
	<u>21,08,04,448</u>	<u>21,08,04,448</u>	<u>21,08,04,448</u>
	As at 31 March, 2020	As at 31 March, 2019	As at 1 April, 2018
15 Provisions			
Contingent Provision for Standard Assets	8,94,300	6,62,600	8,83,268
Provision for Sub-Standard Assets	12,70,000	2,29,72,731	-
Provision for employee benefits	20,070	4,550	1,03,210
	<u>21,84,370</u>	<u>2,36,39,881</u>	<u>9,86,478</u>
	As at 31 March, 2020	As at 31 March, 2019	As at 1 April, 2018
16 Other Non -Financial liabilities			
Statutory liabilities			
- Administration charges on Provident fund payable	500	500	500
- Tax deducted at Source	12,26,012	10,13,981	11,10,669
	<u>12,26,512</u>	<u>10,14,481</u>	<u>11,11,169</u>

Notes forming part of the consolidated financial statements for the year ended 31 March, 2020
(All amounts in ₹ unless otherwise stated)

	As at 31 March, 2020		As at 31 March, 2019		As at 1 April, 2018	
17 Equity share capital						
(a) Authorised						
	Number	Amount	Number	Amount	Number	Amount
Equity shares of ₹10/- each (previous year ₹10/- each)	20,00,000	2,00,00,000	20,00,000	2,00,00,000	20,00,000	2,00,00,000
Preference share capital						
3% Non Cumulative redeemable preference shares of ₹400/- each	14,50,000	58,00,00,000	14,50,000	58,00,00,000	14,50,000	58,00,00,000
3% Non Cumulative redeemable preference shares of ₹100/- each	16,50,000	16,50,00,000	16,50,000	16,50,00,000	16,50,000	16,50,00,000
		76,50,00,000		76,50,00,000		76,50,00,000
(b) Issued, subscribed and fully paid up						
	Number	Amount	Number	Amount	Number	Amount
Equity share capital						
Equity shares of ₹10/- each (previous year ₹10/- each)	20,00,000	2,00,00,000	20,00,000	2,00,00,000	20,00,000	2,00,00,000
	20,00,000	2,00,00,000	20,00,000	2,00,00,000	20,00,000	2,00,00,000
(c) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the						
	Number	Amount	Number	Amount	Number	Amount
Equity shares						
Opening balance	20,00,000	2,00,00,000	20,00,000	2,00,00,000	20,00,000	2,00,00,000
Add/ Less: Change in Equity Share Capital						
Closing balance	20,00,000	2,00,00,000	20,00,000	2,00,00,000	20,00,000	2,00,00,000

(d) (i) Rights, preferences and restrictions attached to equity shares

The Company has only one class of equity shares having par value of ₹10/- per share. Each shareholder is entitled to one vote per share held.

	As at 31 March, 2020		As at 31 March, 2019		As at 1 April, 2018	
(e) Details of equity shareholders holding more than 5% shares in the Company:						
Class of shares / Name of shareholder	Number	% holding	Number	% holding	Number	% holding
Minda Investments Limited	3,68,940	18.45%	3,68,940	18.45%	3,68,940	18.45%
Nirmal Kumar Minda	1,98,800	9.94%	1,98,800	9.94%	1,98,800	9.94%
Pioneer Finest Limited	1,98,000	9.90%	1,98,000	9.90%	1,98,000	9.90%
Paridhi Minda Jindal	1,24,850	6.24%	1,24,850	6.24%	1,24,850	6.24%
Suman Minda	1,86,280	9.31%	1,86,280	9.31%	1,86,280	9.31%
Savitri Minda	1,95,750	9.79%	-	-	-	-

18 Other Equity

Particulars	Capital Reserve	Securities Premium Account	Capital Redemption Reserve	Statutory Reserves under RBI Act	General Reserves	Retained Earnings	Total
Balance as at 1 April, 2019	2,50,20,491	22,72,63,184	10,53,00,000	1,75,15,496	1,02,90,000	1,55,56,158	40,09,45,329
Profit/(Loss) for the Year			-	-	-	(1,28,68,082)	(1,28,68,082)
Transfer to Statutory Reserves			-	-	-	-	-
Other Comprehensive Income (Net of Tax)							
Balance as at 31 March 2020	2,50,20,491	22,72,63,184	10,53,00,000	1,75,15,496	1,02,90,000	26,88,076	38,80,77,247
Balance as at 1 April, 2018	2,50,20,491	22,72,63,184	10,53,00,000	1,54,15,496	1,02,90,000	4,37,18,708	42,70,07,879
Profit/(Loss) for the Year			-	-	-	(2,60,62,550)	(2,60,62,550)
Transfer to Statutory Reserves			-	21,00,000	-	(21,00,000)	-
Other Comprehensive Income (Net of Tax)							
Balance as at 31 March, 2019	2,50,20,491	22,72,63,184	10,53,00,000	1,75,15,496	1,02,90,000	1,55,56,158	40,09,45,329

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Notes forming part of the consolidated financial statements for the year ended 31 March, 2020

(All amounts in ₹ unless otherwise stated)

	Year ended 31 March, 2020	Year ended 31 March, 2019
19 Interest Income		
Interest on loans	1,64,20,393	1,74,47,088
Interest on deposits with bank	6,07,411	22,48,710
Other Interest Income	6,15,080	4,22,433
	<u>1,76,42,884</u>	<u>2,01,18,231</u>
	Year ended 31 March, 2020	Year ended 31 March, 2019
20 Other Income		
Profit on sale of Investment in shares	16,60,958	78,43,750
Provision for Gratuity written back	-	1,03,210
Provision on Standard Assets written back	2,18,45,731	2,48,967
	<u>2,35,06,689</u>	<u>81,95,927</u>
	Year ended 31 March, 2020	Year ended 31 March, 2019
21 Finance Costs		
Interest on subordinated liabilities	76,97,825	71,27,616
Interest on Loan	1,19,50,690	1,33,81,183
	<u>1,96,48,515</u>	<u>2,05,08,799</u>
	Year ended 31 March, 2020	Year ended 31 March, 2019
22 Employee Benefits expenses		
Salaries and wages	23,67,886	24,85,124
Gratuity	15,520	4,550
Contribution to provident and other funds	6,000	6,000
Staff welfare expense	866	990
	<u>23,90,272</u>	<u>24,96,664</u>
	Year ended 31 March, 2020	Year ended 31 March, 2019
23 Depreciation and amortization		
Depreciation on Property, Plant and Equipment	26,728	28,304
Amortisation of Intangible Assets	-	-
	<u>26,728</u>	<u>28,304</u>

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Notes forming part of the standalone financial statements for the year ended 31 March, 2020**(All amounts in ₹ unless otherwise stated)**

	Year ended 31 March, 2020	Year ended 31 March, 2019
24 Other Expenses		
Rent, taxes and energy costs	2,78,790	2,83,200
Communication Costs	12,765	26,288
Printing and Stationary	1,544	920
Director Sitting Fee	37,500	-
Auditor's Remuneration		
-Audit Fees	2,65,500	3,06,800
-For other services	47,200	-
Legal and Professional Charges	6,61,761	4,43,683
Listing Fees	3,54,000	2,95,000
CSR Contribution & Donations		10,00,000
General Expenses	2,97,259	1,18,635
Contingent Provision for standard assets	3,74,700	2,30,01,031
	23,31,019	2,54,75,556
	Year ended 31 March, 2020	Year ended 31 March, 2019
25 Exceptional Items		
Delisting Expenses to BSE limited	16,31,940	-
	16,31,940	-
	Year ended 31 March, 2020	Year ended 31 March, 2019
26 Earnings per share		
a) Basic		
Net profit after tax	(1,28,68,082)	(2,60,62,550)
Weighted average no. of equity shares used to compute basic earning per	20,00,000	20,00,000
Basic earnings per share (Nominal value ₹10 per share)	(6.43)	(13.03)
b) Diluted		
Net profit after tax	(1,28,68,082)	(2,60,62,550)
Weighted average no. of equity shares used to compute basic earning per	20,00,000	20,00,000
Diluted earnings per share (Nominal value ₹10 per share)	(6.43)	(13.03)

MINDA FINANCE LIMITED

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Notes forming part of the consolidated financial statements for the year ended 31 March, 2020**Note 27 :- Contingent liabilities**

Claims made against the Company not acknowledged as debts:

Particulars	As at 31 March, 2020	As at 31 March, 2019	As at 01 April, 2018
	Rs.	Rs.	Rs.
Claims against the company not acknowledged as debt			
Income tax matters under dispute	1,19,000	1,19,000	
Income tax matters pending before the CIT(Appeal)			
(Net of payment of `15143880 (last year `1643880))	7,54,06,000	7,54,06,000	

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Notes forming part of the consolidated financial statements for the year ended 31 March, 2020

Note 28 :- Additional information to the financial statements**1) Related party disclosure****a) Holding company** -Nil**b) Subsidiary Company**

-Bar Investments and Finance Private Limited

c) Associates

Minda Nexgentech Limited

Minda I Connect Private Limited

d) Joint venture Companies

Minda Nabtesco Automotive Private Limited.

e) Key management personnel

Anand Kumar Minda (Director)

Lalit Khubchandani (Company Secretary)

Mohan Chander Joshi (Independent Director upto 11.11.2019)

Nirmal K. Minda (Director)

Pramod Kumar Garg (Whole-time Director)

Seema Gupta (Independent Director)

Shashi Kala Saini (Independent Director w.e.f. 11.11.2019)

Shashi Shankar Malviya (CFO)

f) Other entities over which key management personnel is able to exercise significant influence

Minda Industries Limited

Minda Investments Limited

Singhal Fincap Limited

g) Particulars of related party transactions :-

Nature of transactions	31-March-2020	31-March-2019
Associates		
Minda I Connect Private Limited		
Loan given	5,26,00,000	-
Interest received during the year	26,82,263	-
Enterprises in which directors/their relatives having significant influence or having key managerial person in common.		
Minda Industries Limited		
Dividend received	39,16,080	36,67,440
Singhal Fincap Limited		
Loan Given	-	2,15,00,000
Loan Taken	1,40,00,000	-
Interest received during the year	1,21,252	10,05,410
Interest paid during the year	93,378	-
Remuneration to Key Management Personnel		
1. Dhiraj Aroraa (Company Secretary upto 14-11-2018)		
- Salary and Allowances	Nil	4,45,200
2. Lalit Khubchandani (Company Secretary)		
- Salary and Allowances	6,15,888	2,08,457
Remuneration to Independent Directors		
Sitting fee		
Ms. Shashi Kala Saini	37,500	Nil

2) Managerial Remuneration (Pramod Kumar Garg, Whole-time Director)

	31-March-2020	31-March-2019
Salary and other allowance	7,14,000	6,51,000
House Rent Allowance	4,28,400	3,90,600
Contribution to Provident fund and other fund	9,600	14,400

Reimbursement of medical expenses

Excluding value of perquisites of telephone, car and reimbursement of expenses on conveyance, refreshment, membership fee and uniform.

Exclusive of provision for future liabilities in respect of gratuity and leave encashment which are based on actuarial valuation done on overall company basis.

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Notes forming part of the consolidated financial statements for the year ended 31 March, 2020

Note 29 :- First time adoption of Ind AS

The Company's first financial statements are prepared in accordance with Ind AS for the year ended 31 March 2020. The financial statement upto and for the year ended 31 March, 2019 were prepared in accordance with Accounting Standards notified under Section 133 of the Companies Act and other relevant provisions of the Act ('previous GAAP').

Accordingly the Company has prepared these financial statements which comply with Ind AS applicable for year ended on 31 March, 2020, together with the comparative period data for the year ended 31 March 2019 and Ind AS opening balance sheet as at 1 April 2018. Further, in presenting the comparative information, the Company has adjusted amounts reported previously in financial statements prepared in accordance with previous GAAP. This note explains the principal adjustments made by the Company in restating its financial statements prepared in accordance with previous GAAP, and how the transition from previous GAAP to Ind AS has affected the Company's financial position, financial performance and cash flows.

The accounting policies set out in Note 3 have been applied in preparing these financial statements for the year ended 31 March 2020 including the comparative information for the year ended 31 March 2019 and the opening Ind AS balance sheet on the date of transition i.e. 1 April 2018.

A) Optional exemptions availed and mandatory exceptions

Ind AS 101 allows first-time adopters certain exemptions from the retrospective application of certain requirements under Ind AS. The Company has availed the following exemptions:

i. Deemed cost for property, plant and equipment and intangible assets:

The Company has elected to continue with the carrying value of all of its plant and equipment and intangible assets as recognised as of April 01, 2018 (transition date) measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.

Estimates

The estimates at April 01, 2018 and at March 31, 2019 are consistent with those made for the same dates in accordance with Indian GAAP (after adjustments to reflect any differences in accounting policies, if any).

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Notes forming part of the consolidated financial statements for the year ended 31 March, 2020

B) Reconciliations between previous GAAP and Ind AS

Ind AS 101 requires an entity to reconcile equity, total comprehensive income and cash flows

The following table represent the reconciliations from previous GAAP to Ind AS.

(i) Reconciliation of equity as at 1 April, 2018 and 31 March, 2019

Particulars	As at 31st March, 2019			As at 1st April, 2018		
	Previous GAAP	Adjustment on transition to Ind AS	Ind AS	Previous GAAP	Adjustment on transition to Ind AS	Ind AS
(1) ASSETS						
Financial Assets						
a) Cash and Cash Equivalents	5,57,93,161	-	5,57,93,161	14,06,89,805	-	14,06,89,805
b) Loans	49,69,15,103	-	49,69,15,103	36,01,50,176	-	36,01,50,176
c) Investments	47,39,56,689	-	47,39,56,689	48,45,42,377	-	48,45,42,377
d) Other Financial Assets	10,505	-	10,505	57,39,882	-	57,39,882
	1,02,66,75,458	-	1,02,66,75,458	99,11,22,240	-	99,11,22,240
Non-Financial Assets						
a) Current Tax Assets (Net)	39,75,042	-	39,75,042	12,21,605	-	12,21,605
b) Deferred Tax Assets (Net)	9,93,400	-	9,93,400	9,93,400	-	9,93,400
c) Property, Plant and Equipment	40,047	-	40,047	68,351	-	68,351
	50,08,489	-	50,08,489	22,83,356	-	22,83,356
TOTAL - ASSETS	1,03,16,83,947	-	1,03,16,83,947	99,34,05,596	-	99,34,05,596
(2) EQUITY AND LIABILITIES						
LIABILITIES						
Financial Liabilities						
a) Trade Payables	2,79,785	-	2,79,785	6,12,347	-	6,12,347
b) Borrowings	27,12,21,413	-	27,12,21,413	21,58,69,781	-	21,58,69,781
c) Subordinated Liabilities		9,62,22,812	9,62,22,812	-	8,90,95,196	8,90,95,196
d) Other Financial Liabilities		21,08,04,448	21,08,04,448	2,03,62,500	21,08,04,448	23,11,66,948
	27,15,01,198	30,70,27,260	57,85,28,458	23,68,44,628	29,98,99,644	53,67,44,271
Non-Financial Liabilities						
a) Provisions	2,36,39,881	-	2,36,39,881	9,86,478	-	9,86,478
b) Other non Financial liabilities	10,79,281	-	10,79,281	11,75,969	-	11,75,969
	2,47,19,162	-	2,47,19,162	21,62,447	-	21,62,447
EQUITY						
a) Equity Share capital	31,33,00,000	-29,33,00,000	2,00,00,000	31,33,00,000	-29,33,00,000	2,00,00,000
b) Other equity	41,46,72,589	-1,37,27,260	40,09,45,329	43,36,07,523	-65,99,644	42,70,07,879
	72,79,72,589	-30,70,27,260	42,09,45,329	74,69,07,523	-29,98,99,644	44,70,07,879
TOTAL - EQUITY AND LIABILITIES	1,02,41,92,949		1,02,41,92,948	98,59,14,598		98,59,14,597

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Notes forming part of the consolidated financial statements for the year ended 31 March, 2020

(ii) Reconciliation of total comprehensive income for the year ended 31 March, 2019

Particulars	Previous GAAP*	Adjustment on transition to Ind AS	Ind AS
			Rs.
Income			
Revenue from operations	2,06,72,582		2,06,72,582
Other income	1,16,14,400		1,16,14,400
Total Income	3,22,86,982	-	3,22,86,982
Expenses			
Finance costs	1,33,83,776	71,25,022	2,05,08,798
Employee benefits expense	24,96,664	-	24,96,664
Depreciation and amortization expense	28,304	-	28,304
Other expenses	2,54,72,963	2,594	2,54,75,557
Total expenses	4,13,81,707	71,27,616	4,85,09,323
Profit before tax	(90,94,725)	(71,27,616)	(1,62,22,341)
Tax expense:			
Current tax	22,29,155		22,29,155
Deferred tax expense		-	-
	22,29,155	-	22,29,155
Net Profit for the year	(1,13,23,880)	(71,27,616)	(1,84,51,496)
Other Comprehensive Income for the year			
Items that will not be reclassified to profit or loss			
Remeasurements of post employment benefit obligations	-	-	-
Deferred tax on remeasurements of post employment benefit	-	-	-
Items that will be reclassified to profit or loss			
Other Comprehensive Income for the year, net of tax	-	-	-
Total Comprehensive Income for the year	(1,13,23,880)	(71,27,616)	(1,84,51,496)

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Notes forming part of the consolidated financial statements for the year ended 31 March, 2020

C) Footnotes to the reconciliation of equity as at April 01, 2018 and March 31, 2019 and profit or loss for the year ended March 31, 2019:

a Financial Instruments

The Company uses derivative financial instruments, such as forward currency contracts, interest rate swaps, currency swaps, principal only swaps and commodity fixed price swap contracts, to hedge its foreign currency risks, interest rate risks and commodity price risks, respectively and Hedge accounting as permitted under Ind AS 109 and as per Company accounting policy is applied for the purpose of Accounting in the financial statements.

As per Ind AS 109, such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

b Loans/other Financial Assets/ other Current Assets:

(i) As per Schedule III, Security Deposits are to be classified under Loans or Other Non-current/Current Assets respectively. Accordingly, Security Deposits which are financial in nature are classified under Financial Non-current/ Current Assets respectively.

(ii) Under IGAAP, Loans and Advances were shown together under Loans and Advances. However, as per Schedule III, Loans are classified under other Non-current/Current Assets.

c Financial liability

Under Ind AS 32, the Redeemable Preference Shares are classified as Financial Liability with portion of the debt.

d Deferred Tax:

(i) IGAAP requires deferred tax accounting using the income statement approach, which focuses on differences between taxable profits and accounting profits for the period. Ind AS 12 requires entities to account for deferred taxes using the balance sheet approach, which focuses on temporary differences between the carrying amount of an asset or liability in the balance sheet and its tax base. The application of Ind AS 12 approach has resulted in recognition of deferred tax on new temporary differences which was not required under IGAAP. In addition, the various transitional adjustments lead to temporary differences. According to the accounting policies, the Company has to account for such differences. Deferred Tax adjustments are recognised in correlation to the underlying transaction either in retained earnings or profit and loss respectively.

(ii) As per Ind AS 12, the Company has considered MAT entitlement credit as deferred tax asset being unused tax credit entitlement.

e Investments:

The Company has designated investments in equity at Fair Value through OCI (FVOCI). Ind AS requires FVOCI investments to be measured at fair value. At the date of transition to Ind AS, difference between the fair value of investment and IGAAP carrying amount has been recognised in Retained Earnings. However there is no change in fair value observed.

f Revenue from operations:

(i) Under IGAAP, cash discounts and other discounts directly attributable to sales was recognised as part of other expenses which has been adjusted against the revenue under Ind AS.

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Notes forming part of the consolidated financial statements for the year ended 31 March, 2020**Note 30** The Company is engaged in Non banking Finance activities and there are no separate reportable segment as per Accounting Standard-17 "Segment Reporting "**Note 31** Disclosure in terms of Schedule III of the Companies Act, 2013

Particulars	Net Assets (i.e. Total assets minus total liabilities)		Share in profit/(loss)	
	As a %of		As a %of	
	consolidated net assets	Amount	consolidated profit/loss	Amount
1. Parent :				
Minda Finance Ltd	30.42%	2,693.26	270.80%	(348.47)
2. Subsidiary :				
Bar Investment and Finance Private Limited	69.58%	6,159.45	-170.80%	219.79
Total	100.00%	8,852.70	100.00%	(128.68)

For AHPN & ASSOCIATES
CHARTERED ACCOUNTANTS
Registration Number: 009452N

For and on behalf of Board of Directors

HARI SHANKAR GUPTA, F.C.A
Membership No. 91473

2745/23, Beadan Pura,
Karol Bagh New Delhi 110005

PRAMOD KUMAR GARG
WHOLE TIME DIRECTOR
DIN : 00008042

ANANDE KUMAR MINDA
DIRECTOR
DIN : 00007964

Place : New Delhi
Date : 30th June, 2020
UDIN : 20091473AAAADO1266

SHASHI SHANKAR MALVIYA
CHIEF FINANCIAL OFFICER
Pan No- ALAPM3918L

LALIT KHUBCHANDANI
COMPANY SECRETARY
Membership No- A38912

Form AOC-1
Statement containing salient features of the financial statement of subsidiaries / associates / joint ventures (Pursuant to Section 129(3) of the Companies Act, 2013)

Part A: Subsidiaries

S No.	Name of enterprise	Reporting currency	Exchange rate as on last day of relevant financial year	Share Capital	Reserve & Surplus	Total Assets	Total Liabilities	Investment	Turnover/ Other income	Profit before taxation	Provision for taxation	Profit after taxation	Proposed Dividend	% of shareholding
1	Bar Investments and Finance Private Limited	INR	-	9,79,16,660	37,97,07,986	62,50,49,833	20,37,25,184	29,56,58,776	3,63,79,263	2,20,77,104	97,952	2,19,79,152	-	81.87%

Note:

- 1 Names of subsidiaries which are yet to commence operations - None
- 2 Names of subsidiaries which have been liquidated or sold during the year - None

Part B: Associates and Joint Ventures

S No.	Name of Associates/ Joint Ventures	Latest Balance Sheet date	Shares of Associates/Joint venture held by the company on the year end			Profit/Loss for the year*			Reason why the Associate/ Joint Venture is not consolidated					
			No.	Amount of Investment in Associates/ Joint Venture	Extend of holding %	Net worth attributable to shareholding as per latest audited balance sheet	Considered in consolidation	Not Considered in consolidation		Discription of how there is significant influence				
Associates														
1	Minda NexGenTech Limited	31-Mar-20	46,20,500	46,32,054	38.50%	(43,88,615)	25,08,660	-	Shareholding	NA				
2	Minda I Connect Private Limited	31-Mar-20	11,95,000	1,19,50,000	40.01%	(3,88,26,256)	(5,62,53,250)	-	Shareholding	NA				

Note:

- 1) Names of associates or joint ventures which are yet to commence operations - None
- 2) Names of associates or joint ventures which have been liquidated or sold during the year - None

For and on behalf of the Board of Directors of **Minda Finance Limited**

Pramod Kumar Garg
Whole-time Director
DIN 00008042

Anand Kumar Minda
Director
DIN 00007964

Shashi Shankar Malviya
Chief Financial Officer
PAN No. ALAPM3918L

Lalit Khubchandani
Company Secretary
Membership No. - A38912

Place: New Delhi
Date: 30 June, 2020

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the **35th** Annual General Meeting (AGM) of the members of Minda Finance Limited (“the Company”) will be held on **Wednesday, 30th day of September, 2020 at 12:00 Noon through Video Conferencing (‘VC’)/Other Audio Visual Means (‘OAVM’) facility** to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2020 and the report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Anand Kumar Minda (DIN: 00007964) retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **TO APPROVE APPOINTMENT OF MS. SHASHI KALA SAINI (DIN: 08607321) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, Ms. Shashi Kala Saini (DIN: 08607321) who was appointed as an Additional Director (in the capacity of Independent Director) of the Company w.e.f. 11 November 2019 and who holds office upto the date of this Annual General Meeting (AGM), in terms of Section 161 of the Companies Act, 2013 read with Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of a Director of the Company and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, and Listing Regulations, and whose appointment has been recommended by Nomination and Remuneration Committee and approved by the Board of Directors of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for 3 (three) consecutive years for a term up to 10 November 2022.

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Website: www.mindafinance.co.in

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as it may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution.”

4. BORROWING POWERS OF THE BOARD UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof (Act) for the time being in force), and the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof) to borrow from time to time any sums of money (in foreign currency or Indian rupees) including by way of fully/partly Convertible Debentures and/ or Non-Convertible Debentures with or without detachable or non-detachable Warrants and/or secured premium notes and/or floating rates notes/bonds, commercial papers, or other debt instruments, which together with money already borrowed by the Company may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company, provided however that the total amount borrowed and outstanding at any point of time (apart from temporary loans obtained/ to be obtained from the Company’s Bankers in the ordinary course of business as defined under Explanation to Section 180(1)(c) of the Act) shall not, at any time exceed ₹ 50 crores (Rupees Fifty crores only).

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, as it may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company.”

5. CREATION OF CHARGE ON THE MOVABLE, IMMOVABLE AND OTHER ASSETS OF THE COMPANY UNDER SECTION 180(1)(a) OF THE COMPANIES ACT, 2013

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof) of

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the Company to create such mortgages, hypothecations and/or charges in addition to the existing mortgages/charges/hypothecations created/to be created by the Company in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the movable and/or immovable properties and/or intellectual properties and/or such other assets of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company for securing borrowings / debts of the Company availed/to be availed by way of loan(s) (in foreign currency and/or in Indian rupee) and Securities (comprising fully/partly Convertible Debentures and/ or Non-Convertible Debentures with or without detachable or non-detachable Warrants and/or secured premium notes and/or floating rates notes/bonds and/or commercial paper or other debt instruments), issued/to be issued by the Company, from time to time, subject to the limits approved under Section 180(1)(c) of the Companies Act, 2013 together with interest at the respective agreed rates, additional interest, compound interest, in the case of default, accumulated interest, liquidated damages, commitment charges, remuneration to the Agent(s)/ Trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation/ revaluation/ fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s), Debenture(s), Trust Deed(s) or any other document(s), entered into/to be entered into between the Company and the Lender(s)/ Agent(s) and Trustee(s) in respect of the said loans/ borrowings/ debentures and containing such specific terms and conditions and covenants in respect of enforcement of securities as maybe stipulated in that behalf and agreed to between the Board of Directors or any Committee thereof and the Lender(s) / Agent(s) / Trustee(s) provided that total amount secured at any point of time shall not exceed ₹ 50 Crores (Rupees Fifty crores only).

RESOLVED FURTHER THAT the Board be and is hereby authorised to finalise the terms and conditions for creating the aforesaid charge, mortgage and/or any other encumbrances and to execute the documents, letters, papers, undertakings and such other agreements including amendments thereto from time to time, as it may think fit for the aforesaid purpose and to do all such acts, deeds, matters and things, including power to sub-delegate as it may, in its absolute discretion, consider necessary, expedient or desirable, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company.”

6. ALTERATION OF MEMORANDUM OF ASSOCIATION FOR SHIFTING OF REGISTERED OFFICE

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 12(5), 13(4) and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 30 of the Companies (Incorporation) Rules, 2014 and other relevant rules applicable, if any, (including any statutory modification(s) or re-enactments thereof, for the time being in force) (hereinafter referred to as 'the Act'), and subject to approval of the Central Government (Power delegated

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to Regional Director), and such other approvals, permissions and sanctions, as may be required, under the provisions of the said Act or under any other law for the time being in force, consent of the Members be and is hereby accorded for shifting of Registered Office of the Company from the National Capital Territory of Delhi to Gurugram, State of Haryana.

RESOLVED FURTHER THAT upon shifting of the registered office being effective, the existing Clause-II of the Memorandum of Association of the Company be substituted with the following new clause:

"II. The registered office of the Company will be situated in the State of Haryana."

RESOLVED FURTHER THAT upon the aforesaid resolution becoming effective, the Registered Office of the Company be shifted from the National Capital Territory of Delhi to such place in Gurugram, State of Haryana as may be determined by the Board of Directors of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any one of the Directors (hereinafter called the "Board", which term shall be deemed to include any person(s) authorized and / or Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) and/ or Company Secretary of the Company be and are hereby severally authorised to agree to and make and accept such conditions, modifications and alterations stipulated by any one of the authorities, statutory or otherwise, while according approval, consent as may be considered necessary and to appoint counsels and advisors, file applications/ petitions, issue notice, advertisements, obtain orders of shifting of Registered Office from the concerned authorities and take such steps and to do such acts, deeds and things as they may deem necessary and proper in this regard."

**By Order of the Board
For Minda Finance Limited**

**Place: Delhi
Date: August 26, 2020**

**Lalit Khubchandani
Company Secretary
Membership No. A38912**

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NOTES:

1. In view of the outbreak of Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its General Circular dated May 5, 2020 read with General Circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through Video Conferencing (“VC”) facility or other audio visual means (“OAVM”), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC/OAVM on Wednesday, September 30, 2020 at 12:00 noon (IST). The deemed venue for the 35th AGM shall be Registered Office of the Company at B-64/1, Wazirpur Industrial Area, Delhi-110052.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Corporate members are requested to send a scanned copy of duly certified Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the AGM through VC / OAVM. The said resolution/authorisation shall be sent to the scrutinizer by email through its registered email address to shailendercs@gmail.com with a copy marked to enotices@linkintime.co.in.
4. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
5. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts concerning the businesses under item no. 3, 4 and 5 as set out above to be transacted at the meeting is annexed hereto and forms part of the notice.
6. The brief details of the Directors, pursuant to Regulations 36(3) of the SEBI Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, seeking appointment/ re-appointment at this AGM are also annexed.
7. Members of the Company had approved the appointment of M/s. AHPN & Associates, Chartered Accountants, as the Statutory Auditors at the 32nd AGM of the Company which is valid till 37th AGM of the Company. Further, the requirement to place the matter relating to ratification of appointment of statutory auditors by members at every AGM has been done away with vide amendment in Section 139 of the Act, which was notified by the Ministry of Corporate Affairs on 7 May 2018. Accordingly, no resolution is proposed for ratification of appointment of Auditors of the Company.

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8. The Company has been maintaining, *inter alia*, the following statutory registers at its registered office at B-64/1, Wazirpur Industrial Area, Delhi-110052:
- Register of contracts or arrangements in which directors are interested under section 189 of the Act.
 - Register of directors and key managerial personnel and their shareholding under section 170 of the Act.

In accordance with the MCA Circulars, all the documents referred to in the accompanying Notice and Explanatory Statements, shall be available for inspection through electronic mode, basis the request being sent on lalitk@mindagroup.com.

9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Link Intime India Pvt. Ltd. whose address is given below:

M/s. Link Intime India Pvt. Ltd.

Noble Heights, 1st floor, Plot No NH-2, C-1 Block, LSC,
Near Savitri Market, Janakpuri, New Delhi - 110058

10. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination, power of attorney registration, Bank Mandate details, etc. to their DPs in case the shares are held in electronic form and in case the shares are held in physical form, quoting their folio number to Link Intime India Private Limited, Registrar and Share Transfer Agent of the Company at bharatb@linkintime.co.in or to the Legal & Secretarial Department of the Company immediately by sending a request on email at lalitk@mindagroup.com.
11. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in electronic/demat form may file nomination in the prescribed Form SH-13 (in duplicate) with the respective Depository Participant and in respect of shares held in physical form, the nomination form may be filed with the Company's Registrar and Transfer Agent.
12. Members holding shares in physical mode are requested to take the benefits of dematerialization of their shares by approaching to any of the Depository Participants. Members may please also note that pursuant to SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 and SEBI Circular dated 3 December 2018 w.e.f. 1 April 2019, except in case of transmission or transposition of securities, all requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with any of the Depository.

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13. The Registrar & Transfer Agent for physical and dematerialization of shares is M/s. Link Intime India Pvt. Ltd., Noble Heights, 1st Floor, C-1 Block LSC, Near Savitri Market, Janakpuri, New Delhi-110058. Interested members may send request for dematerialization of shares through Depository Participant to M/s. Link Intime India Pvt. Ltd. at its given address.

14. The Register of Members and the Share transfer books of the Company shall remain closed from 24th September, 2020 to 30th September, 2020 (both days inclusive).

15. ELECTRONIC DISPATCH OF ANNUAL REPORT AND PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING COPY OF ANNUAL REPORT:

A. In terms of sections 101 and 136 of the Act, read with the rules made thereunder, the listed companies may send the notice of AGM and the annual report, including financial statements, boards' report, etc. by electronic mode. Pursuant to the said provisions of the Act read with MCA Circulars, SEBI Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated 12 May 2020, Notice of 35th AGM along with the Annual Report for FY 2019-20 is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/depositories.

B. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at lalitk@mindagroup.com along with the copy of the signed request letter mentioning the Folio Number, name and address of the Member, scan copy of share certificate (front and back), self-attested copy of the PAN card, and self-attested copy of any document (eg.: Driving License, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participants. In case of any queries / difficulties in registering the e-mail address, Members may write to lalitk@mindagroup.com.

C. Members may note that the Notice and Annual Report for FY 2019-20 will also be available on the Company's website at www.mindafinance.co.in and may also be accessed on the website of the stock exchange i.e., BSE Limited at www.bseindia.com. The Notice is also available on the website of Link Intime India Private Limited at <https://instavote.linkintime.co.in>.

16. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/ OAVM

A. Pursuant to the General Circular No. 20/2020 dated 5th May, 2020 read with General Circular No. 14/2020 dated 08th April, 2020, the Company is pleased to provide to their members' facility to join the meeting through video conferencing via **MICROSOFT TEAMS** Application. The members may join the Meeting through **MICROSOFT TEAMS**.

B. i) The Microsoft Teams for Desktop and for Android Mobile can be downloaded by visiting below mentioned website:

<https://www.microsoft.com/en-in/microsoft-365/microsoft-teams/download-app>

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and download Microsoft Teams for Meetings.

ii) The Microsoft Teams for Android Mobile can also be downloaded by visiting below mentioned website:

https://play.google.com/store/apps/details?id=com.microsoft.teams&hl=en_IN or you may also visit play store on your android mobile and search for Microsoft Teams.

iii) The Microsoft Teams for iPhone/iPad can be downloaded by visiting below mentioned website:

<https://apps.apple.com/us/app/microsoft-teams/id1113153706> or you may also visit Apple Store on your iPhone / iPad and search for Microsoft Teams.

- C. Install the Microsoft Teams application on your mobile/ Laptop/ Desktop.
- D. After installing the Microsoft Teams Application, Members need to click the below link to join the meeting:

[Join Microsoft Teams Meeting](#)

- E. Facility of joining the AGM through VC on Microsoft Teams Application shall open 15 minutes before the time scheduled for the AGM and will be available for Members till expiry of 15 minutes after the scheduled time.
- F. Members who need assistance/ technical support before or during the AGM, may contact Mr. Lalit Khubchandani, Company Secretary & Compliance Officer on +91-8285554847 or mail at lalitk@mindagroup.com and our I.T. personnel Mr. Pushpender Bhardwaj at +91-9958050362 or mail at pkbhardwaj@mindagroup.com.
- G. The facility of joining the AGM through VC/OAVM will be opened 15 minutes before and will be open upto 15 minutes after the scheduled start time of the AGM. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on a first come first-served basis. This rule would however not apply to participation of shareholders holding 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc.
17. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

18. PROCEDURE TO RAISE QUESTIONS / SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT:

- A. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance

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mentioning their name, demat account number / folio number, email id, mobile number at lalitk@mindagroup.com. Questions/ queries received by the Company till 5.00 p.m. on Saturday, September 26, 2020 shall only be considered and responded during the AGM.

- B. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, email id, mobile number at lalitk@mindagroup.com. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- C. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.

19. **VOTING THROUGH ELECTRONIC MEANS:**

- I. Pursuant to the provisions of Section 108 and other applicable Provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members' facility to exercise their right to vote at the 35th Annual General Meeting on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').
- II. The Company is providing facility for voting by electronic means to its members to enable them to cast their votes through such voting. The Company has engaged the services of Link Intime India Private Limited ("LIPL") as the Authorised Agency to provide remote e-voting facility (i.e. the facility of casting votes by a member by using an electronic voting system from a place other than the venue of a general meeting).
- III. Members may cast their votes on electronic voting system from any place (remote e-voting). In addition, the facility for voting shall also be made available during the AGM. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again. Members holding shares in physical form are requested to access the remote e-voting facility provided by the Company through LIPL e-voting system at <https://instavote.linkintime.co.in>.
- IV. Mr. Shailendra Kumar Roy, (C.P. No. 11738) of M/s Shailendra Roy & Associates, Companies Secretaries, New Delhi, has been appointed as the Scrutinizer to scrutinize the e-voting process and polling process at the venue of AGM in a fair and transparent manner.
- V. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the voting at the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 (forty-eight) hours of the conclusion of the AGM, a consolidated scrutinizer's report

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of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him/ Board, who shall declare the result of the voting forthwith.

- VI. The results declared alongwith the consolidated scrutinizer's report shall be placed on the website(s) of the Company at www.mindafinance.co.in and on the website of Link Intime India Pvt. Ltd. at www.instavote.linkintime.co.in immediately. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.
- VII. The cut-off date for the purpose of voting (including remote e-voting) is **23rd September, 2020**. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.
- VIII. Members are requested to carefully read the instructions for remote e-voting before casting their vote.

The 'Step-by-Step' procedure and instructions for casting your vote electronically are as under:

1. The remote e-voting facility will be available during the following period after which the portal shall forthwith be blocked and shall not be available:

Commencement of remote e-voting	09:00 a.m. (IST) on 27th September, 2020
End of remote e-voting	05:00 p.m. (IST) on 29th September, 2020

During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 23rd September, 2020 may cast their vote electronically.

2. Log on to the e-voting website of Link Intime India Private Limited (LIPL) by visiting the e-voting system of LIPL at the following URL: <https://instavote.linkintime.co.in>.

Those who are first time users of LIPL e-voting platform or holding shares in physical mode have to mandatorily generate their own Password, as under:

- Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -

A. User ID: Enter your User ID

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8**

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Character DP ID followed by 8 Digit Client ID

- Shareholders/ members holding shares in **physical form shall provide** Event No + Folio Number registered with the Company

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable).

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format).

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

- Shareholders/ members holding shares in CDSL demat account shall provide either 'C' or 'D', above
- Shareholders/ members holding shares in NSDL demat account shall provide 'D', above
- Shareholders/ members holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above

➤ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

➤ Click "confirm" (Your password is now generated).

NOTE: If Shareholders/ members are holding shares in demat form and have registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and/or voted on an earlier event of any company then they can use their existing password to login.

3. Click on '**Login**' under '**SHARE HOLDER**' tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on '**Submit**'.
5. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
6. E-voting page will appear.
7. Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
8. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

MINDA FINANCE LIMITED

(CIN: L67120DL1985PLC021349)

Regd. Office: B-64/1, Wazirpur Industrial Area, Delhi- 110052

Tel: 011-4937 3931 E-mail: lalitk@mindagroup.com

Website: www.mindafinance.co.in

If you have forgotten the password:

- Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on 'Submit'.
- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in the Notice.

During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Shareholders/ members holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

In case shareholders/ members have any queries regarding e-voting, they may refer the **Frequently Asked Questions ('FAQs')** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 -4918 6000.

The instructions for Members for voting on the day of the AGM are as under:

- (a) The procedure for voting on the day of the AGM is by a show of hands in the meeting.
- (b) Only those Members, who will be present in the AGM through VC / OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote by a show of hands in the AGM.
- (c) Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

EXPLANATORY STATEMENT
PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 3

Ms. Shashi Kala Saini was appointed by the Board as an Additional Director with effect from 11 November 2019, in terms of provisions of Section 161 of the Companies Act, 2013, rules made thereunder. As per the provisions contained under Section 161 of the Companies Act, 2013, the “Additional Director” so appointed shall hold office upto the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. Accordingly, Ms. Shashi Kala Saini, as an Additional Director, holds office upto the date of this Annual General Meeting. In terms of provisions contained under Section 160 of the Companies Act, 2013 and the rules made thereunder, a person who is not a retiring director in terms of Section 152 shall, subject to the provisions of this Act, be eligible for appointment to the Office of Director at any General Meeting, if she or some member intending to propose her as a Director, has, not less than fourteen days before the meeting, left at the Registered Office of the company, a notice in writing under his hand signifying her candidature as a Director, or the intention of such member to propose her as a candidate for that office, as they case may be, along with deposit of one lakh rupees. However, as per the proviso to Sec. 160 which is made effective 09.02.2018 the requirements of deposit of amount shall not apply in case of appointment of Independent Director.

Since Ms. Shashi Kala Saini is an Independent Director of the Company, there is no requirement of submission of requisite deposit. Accordingly, Company has received a notice from a member proposing candidature of Ms. Shashi Kala Saini, for the office of Director in terms of Section 160 of the Companies Act, 2013.

Ms. Shashi Kala Saini has also given a declaration to the Company that she meets criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 read with Rule 5 of Companies (Appointment & Qualification of Directors) Rules, 2014 and relevant regulation of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. She does not hold any shares of the Company.

Relevant documents in respect of the said item are open for inspection by the members at the Registered Office of the Company on all working days during 2.30 p.m. to 4.30 p.m. up to the date of the Meeting.

Ms. Shashi Kala Saini, has qualified as a Chartered Accountant and have graduated from Maharani Girls College, Jaipur. As a young professional, she has experience in areas of Finance, Accounts, Auditing and Taxation. She has been in practice since two years and currently associated with M.K. Gandhi Consultants, a Delhi based renowned law firm. She provides consultancy services and handles matters and cases related to direct & indirect tax laws, accounting and financial management.

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In the opinion of the Board, Ms. Saini fulfils the conditions for her appointment as an Independent Director in terms of Section 149 of the Act and SEBI Listing Regulations and is independent of the management of the Company.

Accordingly, the Board proposes to appoint Ms. Shashi Kala Saini as an Independent Director of the Company. Therefore, approval of the Members is sought by way of an **Ordinary Resolution**.

Neither, the Directors, except Ms. Shashi Kala Saini being an appointee, Key Managerial Personnel (KMP) and/or their relatives, in any way, concerned or interested either financially or otherwise in the above resolution.

ITEM NO. 4

In terms of the provisions of Section 180(1)(c) of the Companies Act, 2013 the Board of Directors shall not borrow money in excess of the company's paid up share capital, free reserves and securities premium, apart from temporary loans obtained from the company's bankers in the ordinary course of business, except with the consent of the Company accorded by way of a Special Resolution.

In view of fund requirements in the future, it is proposed to obtain the Members' approval by way of a Special Resolution under Section 180(1)(c) and other applicable provisions of the Companies Act, 2013, as set out at Item No. 4 of the Notice, to enable to the Board of Directors to borrow money in excess of the aggregate of the paid up share capital, free reserves and securities premium of the Company upto ₹ 50 Crores (Rupees Fifty Crores Only).

Therefore, approval of members is being sought, by way of a Special Resolution, to borrow money upto ₹ 50 Crores (Rupees Fifty Crores Only) in excess of the aggregate of the paid up share capital, free reserves and securities premium of the Company.

The Board recommends the Resolution at Item no. 4 for your approval as **Special Resolution**.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, financial or otherwise, in the resolution.

ITEM NO. 5

In terms of the provisions of Section 180(1)(a) of the Companies Act, 2013 the Board of Directors shall not mortgage and/or create charge on all or anyone of the movable/ immovable properties or such other assets of the company except with the consent of the Company accorded by way of a Special Resolution.

The amount secured at any point of time has to be ₹ 50 Crores (Rupees Fifty Crores Only) consequent to the proposal of the borrowing limits with shareholders' approval as set out in item no. 3 of the notice.

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Accordingly, it is proposed to obtain the Members' approval by way of a Special Resolution under Section 180(1)(a) and other applicable provisions of the Companies Act, 2013, as set out at Item No. 5 of the Notice, to enable to the Board of Directors to mortgage and/ or create charge on all or anyone of the movable/ immovable properties or such other assets of the company upto ₹ 50 Crores (Rupees Fifty Crores Only).

Therefore, approval of members is being sought, by way of a Special Resolution, to secure total amount at any point of time upto ₹ 50 Crore (Rupees Fifty Crore Only).

The Board recommends the Resolution at Item no. 5 for your approval as **Special Resolution**.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, financial or otherwise, in the resolution.

ITEM NO. 6

The members may please note that the Registered Office of the Company is currently located in the National Capital Territory of Delhi i.e. B-64/1, Wazirpur Industrial Area, Delhi-110052.

Further, in order to exercise better administrative control and enable the Company to rationalize and streamline its management of affairs, the Board of Directors of the Company in its meeting held on August 26, 2020 has considered and recommended the proposal for shifting the Registered Office of the Company from the National Capital Territory of Delhi to Gurugram, State of Haryana.

The aforesaid proposal for shifting of Registered Office of the Company is in the best interest of the Company, shareholders and all concerned parties and will not be detrimental to the interest of members of the public, shareholders, creditors or employees, in any manner.

Furthermore, pursuant to the provisions of Section 12, 13, 110 and other applicable provisions, if any, of the Act and the Rules made thereunder, such shifting of Registered Office from one State to another and alteration of Clause II of the Memorandum of Association of the Company requires the approval of the members of the Company by means of a Special Resolution and approval of the Central Government (power delegated to Regional Director).

Accordingly, approval of the members is sought for shifting of the Registered Office of the Company from the "**National Capital Territory of Delhi**" to the "**State of Haryana**" and consequently for altering Clause II of the Memorandum of Association of the Company to reflect that the registered office of the Company be situated in the State of Haryana. All the material documents related to this item will be available for inspection at the Registered Office of the Company.

Therefore, the Board proposes the resolution specified at item No. 6. Therefore, approval of the Members is sought by way of a **Special Resolution**.

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None of the Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, financial or otherwise, in the resolution except to the extent of their directorship and shareholding, if any.

**By Order of the Board
For Minda Finance Limited**

**Place: Delhi
Date: August 26, 2020**

**Lalit Khubchandani
Company Secretary
Membership No. A38912**

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Details of Directors seeking appointment/ re-appointment pursuant to the Secretarial Standard on General Meeting (SS-2) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Name:	Mr. Anand Kumar Minda	Ms. Shashi Kala Saini
DIN	00007964	08607321
Date of Birth	6 April 1952	31 July 1993
Age	68 years	27 Years
Qualifications	Bachelor of Science	Chartered Accountant
Brief resume of the Director including expertise in specific functional area	He has rich experience for more than 39 years in financial control, reviews, manufacturing and project management.	She has experience in areas of Finance, Accounts, Auditing and Taxation.
Terms and Conditions:	Director liable to retire by rotation.	N.A.
Details of remuneration sought to be paid:	N.A.	N.A.
Date of first appointment on the Board	20 May 2010	11 November 2019
Shareholding in the Company:	Holding 12,200 no. of equity shares (0.61%)	NIL
Relationship with Other Directors, Manager and other KMP(S):	NIL	NIL
Number of Board Meetings attended during the year (FY 2019-20):	8 (Eight)	3 (Three)
Other Directorship(s):	<ul style="list-style-type: none"> • Minda Industries Limited, • Shankar Moulding Limited • Maa Rukmani Devi Auto Private Limited • Minda TG Rubber Private Limited • Minda Distribution and Services Limited • Minda Kyoraku Limited • Minda TTE Daps Private Limited • Minda Realty & Infrastructure Limited • Minda Investments Limited • Mindarika Private Limited 	<ul style="list-style-type: none"> • Singhal Fincap Limited • Minda Investments Limited

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Committee Positions in other Companies	Member in following Committee(s) of Minda Industries Limited:	Member in following Committee(s) of Minda Investments Limited:
	<ul style="list-style-type: none">• Stakeholders Relationship Committee;• Risk Management Committee;• Corporate Social Responsibility Committee.	<ul style="list-style-type: none">• Nomination and Remuneration Committee;• Audit Committee;• Corporate Social Responsibility Committee;• Assets Liability Management Committee;• Risk Management Committee. <p>Member in following Committee(s) of Singhal Fincap Limited:</p> <ul style="list-style-type: none">• Nomination and Remuneration Committee• Audit Committee• Corporate Social Responsibility Committee