

Ref. No: Z-IV/R-39/D-2/174 & 207

Date : 25 June, 2020

BSE Ltd. Regd. Office: Floor - 25, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001. BSE Scrip: 532539	National Stock Exchange of India Ltd. Listing Deptt., Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051. NSE Scrip: MINDAIND
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Dear Sirs,

Sub: - Submission of Annual Secretarial Compliance Report for the year ended 31 March, 2020

Ref.: SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 08 February, 2019.

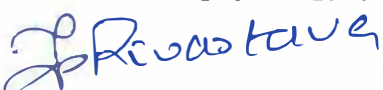
In Compliance of Regulation 24A of SEBI (LODR) Regulations, 2015, we wish to inform that M/s. Sanjay Grover & Associates, Company Secretaries in Practice, New Delhi were appointed as **Secretarial Auditors** of the Company. **They have carried out the Secretarial Audit of the Company for the year ended on 31 March, 2020.** We are enclosing herewith the Annual Secretarial Compliance Report, dated 25 June, 2020, issued by them, for the year ended on 31 March, 2020.

This is for your information and records please.

Thanking you,

Yours faithfully,

For MINDA INDUSTRIES LTD.



TARUN KUMAR SRIVASTAVA
Company Secretary & Compliance Officer



Encl: As above.

SANJAY GROVER & ASSOCIATES

COMPANY SECRETARIES

B-88, 1ST Floor, Defence Colony, New Delhi – 110 024

Tel.: (011) 4679 0000, Fax: (011) 4679 0012

e-mail: contact@cssanjaygrover.in

Website: www.cssanjaygrover.in

Annual Secretarial Compliance Report of Minda Industries Limited for the year ended 31 March, 2020.

I, Vijay Kumar Singhal, Partner of Sanjay Grover & Associates have examined:

- (a) all the documents and records made available to me and explanation provided by Minda Industries Limited("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification.

for the year ended 31 March, 2020 ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) *Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) *Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) *Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;



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*No event took place under these regulations during the review period.

And based on the above examination, I hereby report that, during the Review Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr.No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.		None	

- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from my examination of those records.

- c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1			None	

- d) The listed entity has taken the following actions to comply with the observations made in previous reports: **There was no observation made in previous report for year ended March 31, 2019.**

I, further, report that the Company has re-appointed statutory auditor in its Annual General Meeting held on 06th August, 2019 and there was no event of resignation of statutory auditor of the Company during the review period and the Company has modified the terms of appointment of its existing auditor. In this regard, I report that the Company has complied with Para 6(A) and 6(B) of Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019.

For Sanjay Grover & Associates
Company Secretaries
Firm Registration No.: P2001DE052900



Place : New Delhi
Date : June 25, 2020

Vijay K. Singhal

Vijay K. Singhal
Partner
CP No.: 10385, M.No.:A21089
UDIN: A021089B000380571