

Uno Minda Limited

(Formerly known as Minda Industries Limited)



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

Date : 23/05/2023

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

Sub: - Submission of Annual Secretarial Compliance Report for the Year ended 31 March, 2023

Dear Sirs,

In compliance of **Regulation 24A of SEBI (LODR) Regulations, 2015**, we wish to inform that M/s. Chandrasekaran 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, 2023.** We are enclosing herewith the Annual Secretarial Compliance Report dated 17 May, 2023, issued by them, duly signed, for the year ended on 31 March, 2023.

Thanking you,

Yours faithfully,
For Uno Minda Limited

Tarun Kumar Srivastava

Tarun Kumar Srivastava
Company Secretary & Compliance Officer



Encl: as above.

**SECRETARIAL COMPLIANCE REPORT OF UNO MINDA LIMITED
(FORMERLY KNOWN AS MINDA INDUSTRIES LIMITED)
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023**

[Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Board of Directors
Uno Minda Limited
(Formerly known as Minda Industries Limited)
B-64/1 Wazirpur, Industrial Area Delhi 110052

We Chandrasekaran Associates, Company Secretaries have examined:

- (a) All the documents and records made available to us and explanation provided by Uno Minda Limited (*formerly known as Minda Industries Limited*) ("**the Listed Entity/Company**"),
- (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 financial year ended on March 31, 2023 ("**Review Period**") in respect of compliance with the applicable 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 and include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations 2015**") to the extent applicable;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 to the extent applicable;
- (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; **Not Applicable during the review period**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 to the extent applicable;

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- (f) Securities and Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulation, 2021 to the extent applicable;
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder to the extent of Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 to the extent applicable;
- (i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client to the extent of securities issued;
- (j) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009;
- (k) Securities and Exchange Board of India (Debenture Trustee) Regulations, 1993 (in relation to obligations of Issuer Company) to the extent applicable:

We have examined the compliance of above regulations, circulars, guidelines issued thereunder as applicable during the review period and based on confirmation received from management of the Company as and wherever required and affirm that:

S. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS
1.	<p><u>Secretarial Standard</u></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).</p> <p><i>We have examined the Secretarial Standards issued by Institute of Company Secretaries of India and as notified by Ministry of Corporate Affairs.</i></p>	Yes	
2.	<p><u>Adoption and timely updation of the Policies:</u></p> <p>All applicable policies under Securities Exchange Board of India ('SEBI') Regulations are adopted with the approval of Board of Directors of the listed entity.</p> <p>All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations / circulars /guidelines issued by SEBI.</p>	Yes	

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3.	<p><u>Maintenance and disclosures on Website:</u></p> <p>The listed entity is maintaining a functional website</p> <p>Timely dissemination of the documents/ information under a separate section on the website</p> <p>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website.</p>	Yes	
4.	<p><u>Disqualification of Director:</u></p> <p>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013.</p>	Yes	
5.	<p><u>To examine details related to Subsidiaries of listed entity:</u></p> <p>a) Identification of material subsidiary companies</p>	Yes	
	<p>b) Requirements with respect to disclosure of material as well as other subsidiaries</p>	Yes	
6.	<p><u>Preservation of Documents:</u></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	
7.	<p><u>Performance Evaluation:</u></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.</p> <p><i>Earlier, it was not mandatory to conduct the Board evaluation at the start of financial year. However, pursuant to introduction of new format of Annual secretarial compliance report, it is recommended to devise the tools</i></p>	Yes	

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	<i>pertaining to performance evaluation in such a manner that the performance evaluation of the Board is conducted at the beginning of financial year.</i>		
8.	<u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions.	Yes	
	(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee.	N.A.	The Company has obtained the prior approval of Audit Committee for all Related party transactions
9.	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions taken against the listed entity/ its promoters/directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	No	No Actions taken against the listed entity/ its promoters/directors / subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.
12.	<u>Additional Non-compliances, if any:</u> Additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	No	No non-compliance observed for all SEBI regulation/circular/ guidance note etc.

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Further, based on the above examination, we hereby report, during the review period that:

- (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:-

S. No	Compliance Requirement (Regulations/ circulars /guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action Advisory/ Clarification /Fine/Show Cause Notice/ Warning, etc	Details of Violation	Fine Amount (INR)	Observations / Remarks of the Practicing Company Secretary	Management Response	Remarks
Not Applicable during the review period										

- (b) The listed entity has taken the following actions to comply with the observations made in previous reports:

S. No	Compliance Requirement (Regulations/ circulars /guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action Advisory/ Clarification /Fine/Show Cause Notice/ Warning, etc.	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	SEBI (Prohibition of Insider Trading Regulation), 2015	Regulation 7	During the period October 01, 2018 to December 31, 2018 two designated persons had traded and not disclosed their trades in terms of Regulation 7 of PIT Regulations to the Company.	SEBI against the listed entity	SEBI vide show cause notice dated September 11, 2020 stated that the listed entity and Compliance Officer should have ascertained the trades done by the said designated persons basis weekly benpos and suo-moto should have disclosed the violations.	During the period October 01, 2018 to December 31, 2018 two designated persons had traded and not disclosed their trades in terms of Regulation 7 of PIT Regulations to the Company. SEBI vide show cause notice dated September 11, 2020 stated that the listed entity and Compliance Officer	The listed entity & Compliance Officer proposed to settle the instant proceedings initiated against them, without admitting or denying the findings of fact and conclusion of law, through a settlement order and Applications filed under SEBI (Settlement of	No remarks, the said issue relates to previous financial year and as confirmed by the management the listed entity & Compliance Officer remitted the amount to SEBI.	The listed entity & Compliance Officer remitted the amount to SEBI.	N.A
2	SEBI (Prohibition of Insider Trading Regulation), 2015	Regulation 7	The listed entity and Compliance Officer should have ascertained the trades done by the said designated persons basis	SEBI against the Compliance Officer	SEBI vide show cause notice dated September 11, 2020 stated that the listed entity and Compliance Officer	During the period October 01, 2018 to December 31, 2018 two designated persons had traded and not disclosed their trades in terms of Regulation 7 of PIT Regulations to the Company. SEBI vide show cause notice dated September 11, 2020 stated that the listed entity and Compliance Officer	The listed entity & Compliance Officer proposed to settle the instant proceedings initiated against them, without admitting or denying the findings of fact and conclusion of law, through a settlement order and Applications filed under SEBI (Settlement of	No remarks, the said issue relates to previous financial year and as confirmed by the management the listed entity & Compliance Officer remitted the amount to SEBI.	The listed entity & Compliance Officer remitted the amount to SEBI.	N.A

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			weekly benpos and suo-moto should have disclosed the violations.			should have ascertained the trades done by the said designated persons basis weekly benpos and suo-moto should have disclosed the violations. The proceedings were initiated against them.	Administrative and Civil Proceedings) Regulations, 2018. Two separate settlement orders both dated May 13, 2022, have been passed by the adjudicating Authority on payment of settlement amount of Rs. 5,47,188/- for Company and Rs. 10,62,500/- for Compliance Officer.			
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(c) The listed entity has suitably included the conditions as mentioned in para 6(A) and 6(B) of the SEBI Circular CIR/CFD/CMD1/114/2019 dated October 18, 2019 in terms of appointment of statutory auditor of the Listed entity.

**For Chandrasekaran Associates
Company Secretaries
FRN: P1988DE002500
Peer Review Certificate No: 1428/2021**

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**Shashikant Tiwari
Partner
Membership No. F11919
Certificate of Practice No. 13050
UDIN: F011919E000318445**

**Date: May 17, 2023
Place: Delhi**

CERTIFIED TRUE COPY

For UNO Minda Limited

T. K. Srivastava
**T. K. Srivastava
Company Secretary**